

# SECURITIES AND EXCHANGE COMMISSION

## FORM 485APOS

Post-effective amendments [Rule 485(a)]

Filing Date: **2003-02-10**  
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### FILER

#### **AXA PREMIER VIP TRUST**

CIK: **1160168** | State of Incorporation: **DE**  
Type: **485APOS** | Act: **33** | File No.: **333-70754** | Film No.: **03546467**

Business Address  
1290 AVENUE OF THE  
AMERICAS  
NEW YORK NY 10104  
2125541234

#### **AXA PREMIER VIP TRUST**

CIK: **1160168** | State of Incorporation: **DE**  
Type: **485APOS** | Act: **40** | File No.: **811-10509** | Film No.: **03546468**

Business Address  
1290 AVENUE OF THE  
AMERICAS  
NEW YORK NY 10104  
2125541234

As filed with the Securities and Exchange Commission on February 10, 2003

1933 Act Registration No. 333 - 70754  
1940 Act Registration No. 811 - 10509

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM N-1A

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933 [ X ]

Pre-Effective Amendment No. [ ]

Post-Effective Amendment No. 2 [ X ]

and

REGISTRATION STATEMENT UNDER THE INVESTMENT COMPANY ACT OF 1940 [ X ]

Amendment No. 3 [ X ]

(Check appropriate box or boxes)

AXA PREMIER VIP TRUST  
(Exact name of registrant as specified in charter)  
1290 Avenue of the Americas  
New York, New York 10104  
(Address of principal executive offices)

Registrant's telephone number, including area code: (212) 554-1234

PATRICIA LOUIE, ESQ.  
Vice President and Counsel  
The Equitable Life Assurance Society of the United States  
1290 Avenue of the Americas  
New York, New York 10104

(Name and Address of Agent for Service)

Copies to:

ARTHUR J. BROWN, ESQ.  
Kirkpatrick & Lockhart LLP  
1800 Massachusetts Ave., N.W., 2nd Floor  
Washington, D.C. 20036-1800  
Telephone: (202) 778-9000

It is proposed that this filing will become effective:

-----  
immediately upon filing pursuant to paragraph (b)

-----  
on [date] pursuant to paragraph (b)

-----  
60 days after filing pursuant to paragraph (a)

-----  
X on April 11, 2003 pursuant to paragraph (a) of Rule 485

-----  
75 days after filing pursuant to paragraph (a)

AXA Premier VIP Trust

Contents of Registration Statement

This Registration Statement consists of the following papers and documents:

Cover Sheet

Contents of Registration Statement

Class A, Class B and Investment Plan Prospectuses of AXA Premier VIP Trust dated May \_\_, 2003

Statement of Additional Information

Part C - Other Information

Signature Page

Exhibits

[LOGO]

PROSPECTUS MAY , 2003

#### AXA PREMIER VIP TRUST

AXA PREMIER VIP LARGE CAP GROWTH PORTFOLIO

AXA PREMIER VIP LARGE CAP CORE EQUITY PORTFOLIO

AXA PREMIER VIP LARGE CAP VALUE PORTFOLIO

AXA PREMIER VIP SMALL/MID CAP GROWTH PORTFOLIO

AXA PREMIER VIP SMALL/MID CAP VALUE PORTFOLIO

AXA PREMIER VIP INTERNATIONAL EQUITY PORTFOLIO

AXA PREMIER VIP TECHNOLOGY PORTFOLIO

AXA PREMIER VIP HEALTH CARE PORTFOLIO

AXA PREMIER VIP CORE BOND PORTFOLIO

The Securities and Exchange Commission has not approved any portfolio's shares or determined whether this Prospectus is accurate or complete. Anyone who tells you otherwise is committing a crime.

#### INTRODUCTION

AXA Premier VIP Trust ("Trust") is a family of distinct mutual funds, each with its own investment strategy and risk/reward profile. This prospectus describes Class A shares of each of the Trust's portfolios. Each portfolio is a diversified portfolio, except AXA Premier VIP Technology Portfolio and AXA Premier VIP Health Care Portfolio, which are non-diversified portfolios sometimes referred to as "sector portfolios." Information on each portfolio, including investment objectives, investment strategies and investment risks, can be found on the pages following this introduction. The investment objective of a portfolio is not a fundamental policy and may be changed without a shareholder vote.

The Trust's shares are currently sold only to insurance company separate accounts in connection with variable life insurance contracts and variable annuity certificates and contracts ("Contracts") issued or to be issued by The Equitable Life Assurance Society of the United States ("Equitable") or other affiliated or unaffiliated insurance companies. Shares also may be sold to tax-qualified retirement plans. The Prospectus is designed to help you make informed decisions about the portfolios that are available under your Contract or under your retirement plan. You will find information about your Contract and how it works in the accompanying prospectus for the Contracts if you are a Contract owner or participant under a Contract. Not all of the portfolios may be available under your Contract or under your retirement plan. You should consult your Contract prospectus or retirement plan documents to see which portfolios are available.

The investment manager to each portfolio is Equitable. The day-to-day management of each portfolio is provided by one or more investment sub-advisers. Information regarding Equitable and the sub-advisers is included under "Management Team" in this prospectus. Equitable may allocate a portfolio's assets to additional sub-advisers subject to approval of the Trust's board of trustees. In addition, Equitable may, subject to the approval of the Trust's board of trustees, appoint, dismiss and replace sub-advisers and amend sub-advisory agreements without obtaining shareholder approval. In such circumstances, shareholders would receive notice of such action. However, Equitable may not enter into a sub-advisory agreement with an "affiliated person" of Equitable (as that term is defined in Section 2(a)(3) of the Investment Company Act of 1940, as amended ("1940 Act")) ("Affiliated Adviser"), such as Alliance Capital Management L.P. and AXA Rosenberg Investment Management LLC, unless the sub-advisory agreement with the Affiliated Adviser, including compensation, is approved by the affected portfolio's shareholders.

The co-distributors for each portfolio are AXA Advisors, LLC and AXA Distributors, LLC.

An investment in a portfolio is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Because you could lose money by investing in these portfolios, be sure to read all risk disclosures carefully before investing.

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MANAGER: Equitable

SUB-ADVISERS: Alliance Capital Management L.P.  
Dresdner RCM Global Investors LLC  
TCW Investment Management Company

#### Key Terms

- o GROWTH INVESTING -- An investment style that emphasizes companies with strong earnings growth. Growth investing is generally considered more aggressive than "value" investing.
- o LARGE CAP COMPANIES -- Companies with market capitalization in excess of \$5 billion.

#### INVESTMENT GOAL

Long-term growth of capital.

#### PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of U.S. large capitalization companies. Large capitalization companies are companies with market capitalization in excess of \$5 billion at the time of investment.

The portfolio intends to invest primarily in common stock but it may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, such as preferred stock, warrants and securities convertible into common stock.

Utilizing a due diligence process covering a number of key factors, Equitable selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to three or more sub-advisers. Equitable monitors the sub-advisers and may replace or add sub-advisers subject to the approval of the Trust's board of trustees.

The sub-advisers focus on identifying companies expected to grow at a faster rate than the U.S. economy. This process involves researching and evaluating individual companies for potential investment. The sub-advisers may sell a security for a variety of reasons, including to seek more attractive growth prospects.

For temporary defensive purposes, the portfolio may invest, without limit, in cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these instruments, the portfolio will not be pursuing its investment objective. The portfolio is not a market-timing vehicle.

#### PRINCIPAL INVESTMENT RISKS

An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Equity Risk -- Stocks and other equity securities generally fluctuate in value more than bonds.
- o Investment Style Risk -- The sub-advisers primarily use a particular style or set of styles - in this case "growth" styles - to select investments for the portfolio. Those styles may be out of favor or may not produce the best results over short or longer time periods. They may also increase the volatility of the portfolio's share price.
- o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
- o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that were in place during the period shown. The performance results presented below do not reflect any insurance and Contract-related fees and expenses, which would reduce the performance results. Since Equitable may add to, dismiss or replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

The following bar chart illustrates the annual total return for the portfolio's Class A shares for 2002, the portfolio's first full calendar year of operations. The inception date for the portfolio is December 31, 2001.

<TABLE>  
 <CAPTION>  
 -----  
 CALENDAR YEAR ANNUAL TOTAL RETURN  
 -----  
 <S> <C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]  
 -----  
 Best quarter (% and time period) Worst quarter (% and time period)  
 % (2002 Quarter) % (2002 Quarter)  
 -----  
 </TABLE>

The table below shows how the average annual total returns for the portfolio's Class A shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>  
 <CAPTION>  
 -----  
 AVERAGE ANNUAL TOTAL RETURNS  
 -----  
 ONE YEAR AND SINCE INCEPTION+  
 -----  
 <S> <C>  
 AXA Premier VIP Large Cap Growth Portfolio %  
 -----  
 Russell 1000 Growth Index\* %  
 -----  
 </TABLE>

+ The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical.  
 \* For more information on this index, see the following section "Description of Benchmarks."

AXA PREMIER VIP LARGE CAP CORE EQUITY PORTFOLIO

MANAGER: Equitable  
 SUB-ADVISERS: Alliance Capital Management L.P.  
 (Bernstein Unit)

#### Key Terms

- o CORE INVESTING -- An investment style that includes both the strategies used when seeking either growth companies (those with strong earnings growth) or value companies (those that may be temporarily out of favor or have earnings or assets not fully reflected in their stock price).
- o LARGE CAP COMPANIES -- Companies with market capitalization in excess of \$5 billion.

#### INVESTMENT GOAL

Long-term growth of capital.

#### PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of U.S. large capitalization companies. Large capitalization companies are companies with market capitalization in excess of \$5 billion at the time of investment.

The portfolio intends to invest primarily in common stock but it may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, such as preferred stock, warrants and securities convertible into common stock.

Utilizing a due diligence process covering a number of key factors, Equitable selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to three or more sub-advisers. Equitable monitors the sub-advisers and may replace or add sub-advisers subject to the approval of the Trust's board of trustees.

Each sub-adviser generally chooses investments that include either companies with above average growth prospects, companies selling at reasonable valuations, or both. Among other things, these processes involve researching and evaluating individual companies for potential investment. Each sub-adviser may sell a security for a variety of reasons, such as to invest in a company offering superior investment opportunities.

For temporary defensive purposes, the portfolio may invest, without limit, in cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these instruments, the portfolio will not be pursuing its investment objective. The portfolio is not a market-timing vehicle.

#### PRINCIPAL INVESTMENT RISKS

An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Equity Risk -- Stocks and other equity securities generally fluctuate in value more than bonds.
- o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
- o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

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#### PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that

were in place during the period shown. The performance results presented below do not reflect any insurance and Contract-related fees and expenses, which would reduce the performance results. Since Equitable may add to, dismiss or replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

The following bar chart illustrates the annual total return for the portfolio's Class A shares for 2002, the portfolio's first full calendar year of operations. The inception date for the portfolio is December 31, 2001.

<TABLE>  
 <CAPTION>  
 -----  
 CALENDAR YEAR ANNUAL TOTAL RETURN  
 -----  
 <S> <C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

-----  
 Best quarter (% and time period) Worst quarter (% and time period)  
 % (2002 Quarter) % (2002 Quarter)  
 -----  
 </TABLE>

The table below shows how the average annual total returns for the portfolio's Class A shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>  
 <CAPTION>  
 -----  
 AVERAGE ANNUAL TOTAL RETURNS  
 -----  
 ONE YEAR AND SINCE INCEPTION+  
 -----  
 <S> <C>  
 AXA Premier VIP Large Cap Core Equity Portfolio %  
 -----  
 Standard & Poor's 500 Index\* %  
 -----  
 </TABLE>

- + The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical.
- \* For more information on this index, see the following section "Description of Benchmarks."

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AXA PREMIER VIP LARGE CAP VALUE PORTFOLIO

MANAGER: Equitable  
 SUB-ADVISERS: Alliance Capital Management L.P.  
 Institutional Capital Corporation  
 MFS Investment Management

Key Terms

- o VALUE INVESTING -- An investment style that focuses on companies that may be temporarily out of favor or have earnings or assets not fully reflected in their stock prices.
- o LARGE CAP COMPANIES -- Companies with market capitalization in excess of \$5 billion.

INVESTMENT GOAL

Long-term growth of capital.



## PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of U.S. large capitalization companies. Large capitalization companies are companies with market capitalization in excess of \$5 billion at the time of investment.

The portfolio intends to invest primarily in common stock but it may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, such as preferred stock, warrants and securities convertible into common stock.

Utilizing a due diligence process covering a number of key factors, Equitable selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to three or more sub-advisers. Equitable monitors the sub-advisers and may replace or add sub-advisers subject to the approval of the Trust's board of trustees.

The sub-advisers focus primarily on stocks that are currently under-priced using certain financial measurements, including the stock's price-to-earnings and price-to-book ratios and dividend income potential. This process involves researching and evaluating individual companies for potential investment. This approach often leads the portfolio to focus on "strong companies" in out-of-favor sectors or out-of-favor companies exhibiting a catalyst for change. The sub-advisers may sell a security for a variety of reasons, such as because it becomes overvalued or shows deteriorating fundamentals.

For temporary defensive purposes, the portfolio may invest, without limit, in cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these instruments, the portfolio will not be pursuing its investment objective. The portfolio is not a market-timing vehicle.

## PRINCIPAL INVESTMENT RISKS

An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Equity Risk -- Stocks and other equity securities generally fluctuate in value more than bonds.
- o Investment Style Risk -- The sub-advisers primarily use a particular style or set of styles -- in this case "value" styles -- to select investments for the portfolio. Those styles may be out of favor or may not produce the best results over short or longer time periods. They may also increase the volatility of the portfolio's share price.
- o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
- o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

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## PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that were in place during the period shown. The performance results presented below do not reflect any insurance and Contract-related fees and expenses, which would reduce the performance results. Since Equitable may add to, dismiss or replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

The following bar chart illustrates the annual total return for the portfolio's

Class A shares for 2002, the portfolio's first full calendar year of operations. The inception date for the portfolio is December 31, 2001.

<TABLE>  
<CAPTION>

---

CALENDAR YEAR ANNUAL TOTAL RETURN

---

<S> <C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

---

| Best quarter (% and time period) | Worst quarter (% and time period) |
|----------------------------------|-----------------------------------|
| % (2002 Quarter)                 | % (2002 Quarter)                  |

---

</TABLE>

The table below shows how the average annual total returns for the portfolio's Class A shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>  
<CAPTION>

---

AVERAGE ANNUAL TOTAL RETURNS

---

ONE YEAR AND SINCE INCEPTION+

---

| <S>                                       | <C> |
|---|-----|
| AXA Premier VIP Large Cap Value Portfolio | %   |
| Russell 1000 Value Index*                 | %   |

---

</TABLE>

- + The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical.
- \* For more information on this index, see the following section "Description of Benchmarks."

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#### AXA PREMIER VIP SMALL/MID CAP GROWTH PORTFOLIO

MANAGER: Equitable

SUB-ADVISERS: Alliance Capital Management L.P.  
Provident Investment Counsel, Inc.  
RS Investment Management, LP

#### Key Terms

- o GROWTH INVESTING -- An investment style that emphasizes companies with strong earnings growth. Growth investing is generally considered more aggressive than "value" investing.
- o SMALL/MID CAP COMPANIES -- Companies with market capitalization between \$100 million and \$7 billion.

#### INVESTMENT GOAL

Long-term growth of capital.

#### PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of

U.S. small- and mid-capitalization companies. Small/mid capitalization companies are companies with market capitalization between \$100 million and \$7 billion at the time of investment.

The portfolio intends to invest primarily in common stock but it may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, such as preferred stock, warrants and securities convertible into common stock.

Utilizing a due diligence process covering a number of key factors, Equitable selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to three or more sub-advisers. Equitable monitors the sub-advisers and may replace or add sub-advisers subject to the approval of the Trust's board of trustees.

The sub-advisers will utilize an aggressive, growth-oriented investment style that emphasizes companies that are either in or entering into the growth phase of their business cycle. In choosing investments, sub-advisers utilize a process that involves researching and evaluating individual companies for potential investment. The sub-advisers may sell a security for a variety of reasons, such as to invest in a company offering superior investment opportunities.

For temporary defensive purposes, the portfolio may invest, without limit, in cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these instruments, the portfolio will not be pursuing its investment objective. The portfolio is not a market-timing vehicle.

#### PRINCIPAL INVESTMENT RISKS

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The principal risks presented by the portfolio are:

- o Equity Risk -- Stocks and other equity securities generally fluctuate in value more than bonds.
- o Investment Style Risk -- The sub-advisers primarily use a particular style or set of styles -- in this case "growth" styles -- to select investments for the portfolio. Those styles may be out of favor or may not produce the best results over short or longer time periods. They may also increase the volatility of the portfolio's share price.
- o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
- o Small- and Mid-Capitalization Risk -- Risk is greater for the common stocks of small- and mid-capitalization companies because they generally are more vulnerable than larger companies to adverse business or economic developments and they may have more limited resources. In general, these risks are greater for small-capitalization companies than for mid-capitalization companies.
- o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

7

#### PORTFOLIO PERFORMANCE

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<TABLE>  
<CAPTION>

---

CALENDAR YEAR ANNUAL TOTAL RETURN

---

<S> <C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

---

| Best quarter (% and time period)<br>% (2002 Quarter) | Worst quarter (% and time period)<br>% (2002 Quarter) |
|--|---|
|--|---|

---

</TABLE>

The table below shows how the average annual total returns for the portfolio's Class A shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>  
<CAPTION>

---

AVERAGE ANNUAL TOTAL RETURNS

---

|  | ONE YEAR AND SINCE INCEPTION+ |
|--|-------------------------------|
| <S> AXA Premier VIP Small/Mid Cap Growth Portfolio | <C> %                         |
| Russell 2500 Growth Index*                         | %                             |

---

</TABLE>

+ The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical.  
\* For more information on this index, see the following section "Description of Benchmarks."

AXA PREMIER VIP SMALL/MID CAP VALUE PORTFOLIO

MANAGER: Equitable

SUB-ADVISERS: AXA Rosenberg Investment Management LLC  
TCW Investment Management Company  
Wellington Management Company, LLP

Key Terms

- o VALUE INVESTING -- An investment style that focuses on companies that may be temporarily out of favor or have earnings or assets not fully reflected in their stock prices.
- o SMALL/MID CAP COMPANIES -- Companies with market capitalization between \$100 million and \$7 billion.

INVESTMENT GOAL

Long-term growth of capital.

PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its

net assets, plus borrowings for investment purposes, in equity securities of U.S. small- and mid-capitalization companies. Small/mid capitalization companies are companies with market capitalization between \$100 million and \$7 billion at the time of investment.

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The sub-advisers will utilize a value-oriented investment style that emphasizes companies deemed to be currently under-priced according to certain financial measurements, which may include price-to-earnings and price-to-book ratios and dividend income potential. This process involves researching and evaluating individual companies for potential investment by the portfolio. This approach will often lead the portfolio to focus on "strong companies" in out-of-favor sectors or out-of-favor companies exhibiting a catalyst for change. The sub-advisers may sell a security for a variety of reasons, such as because it becomes overvalued or shows deteriorating fundamentals.

For temporary defensive purposes, the portfolio may invest, without limit, in cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these instruments, the portfolio will not be pursuing its investment objective. The portfolio is not a market-timing vehicle.

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An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Equity Risk -- Stocks and other equity securities generally fluctuate in value more than bonds.
- o Investment Style Risk -- The sub-advisers primarily use a particular style or set of styles -- in this case "value" styles -- to select investments for the portfolio. Those styles may be out of favor or may not produce the best results over short or longer time periods. They may also increase the volatility of the portfolio's share price.
- o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
- o Small- and Mid-Capitalization Risk -- Risk is greater for the common stocks of small- and mid-capitalization companies because they generally are more vulnerable than larger companies to adverse business or economic developments and they may have more limited resources. In general, these risks are greater for small-capitalization companies than for mid-capitalization companies.
- o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

#### PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that were in place during the period shown. The performance results presented below do not reflect any insurance and Contract-related fees and expenses, which would reduce the performance results. Since Equitable may add to, dismiss or

replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

The following bar chart illustrates the annual total return for the portfolio's Class A shares for 2002, the portfolio's first full calendar year of operations. The inception date for the portfolio is December 31, 2001.

<TABLE>  
 <CAPTION>  
 -----  
 CALENDAR YEAR ANNUAL TOTAL RETURN  
 -----  
 <S> <C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

| Best quarter (% and time period)<br>% (2002 Quarter) | Worst quarter (% and time period)<br>% (2002 Quarter) |
|--|---|
|--|---|

</TABLE>

The table below shows how the average annual total returns for the portfolio's Class A shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>  
 <CAPTION>  
 -----  
 AVERAGE ANNUAL TOTAL RETURNS  
 -----  
 ONE YEAR AND SINCE INCEPTION+  
 -----  
 <S> <C>  
 AXA Premier VIP Small/Mid Cap Value Portfolio %  
 -----  
 Russell 2500 Value Index\* %  
 -----  
 </TABLE>

- + The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical.
- \* For more information on this index, see the following section "Description of Benchmarks."

10

AXA PREMIER VIP INTERNATIONAL EQUITY PORTFOLIO

MANAGER: Equitable  
 SUB-ADVISERS: Alliance Capital Management L.P.  
 (Bernstein Unit)  
 Bank of Ireland Asset Management  
 (U.S.) Limited  
 OppenheimerFunds, Inc.

Key Term

- o INTERNATIONAL INVESTING -- Focuses primarily on companies organized or headquartered outside the U.S.

INVESTMENT GOAL

Long-term growth of capital.

PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its

total assets in equity securities of companies, including at least 65% of its total assets in equity securities of foreign companies (companies organized or headquartered outside of the U.S.). Foreign securities include securities issued by companies in countries with either developed or developing economies. The portfolio does not limit its investment to issuers within a specific market capitalization range.

The portfolio intends to invest primarily in common stock but it may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, such as preferred stock, warrants and securities convertible into common stock.

Utilizing a due diligence process covering a number of key factors, Equitable selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to three or more sub-advisers. Equitable monitors the sub-advisers and may replace or add sub-advisers subject to the approval of the Trust's board of trustees.

Each of the sub-advisers utilizes an approach that concentrates its efforts on identifying foreign companies with good prospects for future growth. Other factors, such as country and regional factors, are considered by the sub-advisers. While the sub-advisers believe that the identification, research and selection of individual stocks is of great importance to the portfolio's success, regional issues or political and economic considerations also play a role in the overall success of the portfolio. The sub-advisers may sell a security for a variety of reasons, such as to invest in a company offering superior investment opportunities.

For temporary defensive purposes, the portfolio may invest, without limit, in U.S. securities, cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these cash instruments, the portfolio will not be pursuing its investment objective. The portfolio is not a market-timing vehicle.

#### PRINCIPAL INVESTMENT RISKS

An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Currency Risk -- The risk that fluctuations in the exchange rates between the U.S. dollar and foreign currencies may negatively affect an investment.
- o Equity Risk -- Stocks and other equity securities generally fluctuate in value more than bonds.
- o Foreign Investing and Emerging Markets Risks -- The value of the portfolio's investments in foreign securities may fall due to adverse political, social and economic developments abroad and decreases in foreign currency values relative to the U.S. dollar. These risks are greater generally for investments in emerging market issuers than for issuers in more developed countries.
- o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
- o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

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#### PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that were in place during the period shown. The performance results presented below do not reflect any insurance and Contract-related fees and expenses, which would reduce the performance results. Since Equitable may add to, dismiss or

replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

The following bar chart illustrates the annual total return for the portfolio's Class A shares for 2002, the portfolio's first full calendar year of operations. The inception date for the portfolio is December 31, 2001.

<TABLE>  
<CAPTION>  
-----  
CALENDAR YEAR ANNUAL TOTAL RETURN  
-----  
<S> <C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

-----  
Best quarter (% and time period) Worst quarter (% and time period)  
% (2002 Quarter) % (2002 Quarter)  
-----  
</TABLE>

The table below shows how the average annual total returns for the portfolio's Class A shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>  
<CAPTION>  
-----  
AVERAGE ANNUAL TOTAL RETURNS  
-----  
ONE YEAR AND SINCE INCEPTION+  
-----  
<S> <C>  
AXA Premier VIP International Equity Portfolio %  
-----  
Morgan Stanley Capital International EAFE Index\* %  
-----  
</TABLE>

- + The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical.
- \* For more information on this index, see the following section "Description of Benchmarks."

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#### AXA PREMIER VIP TECHNOLOGY PORTFOLIO

MANAGER: Equitable

SUB-ADVISERS: Alliance Capital Management L.P.  
Dresdner RCM Global Investors LLC  
Firsthand Capital Management, Inc.

#### Key Term

- o SECTOR PORTFOLIO -- A portfolio that invests in only a subset of the overall equity market, in this case the Technology Sector.

#### INVESTMENT GOAL

Long-term growth of capital.

#### PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its



net assets, plus borrowings for investment purposes, in equity securities of companies principally engaged in the technology sector. Such companies include, among others, those in the computer, electronic, hardware and components, communication, software, e-commerce, information service, biotechnology, chemical products and synthetic materials, and defense and aerospace industries. The portfolio does not limit its investment to issuers with a specific market capitalization range. While the portfolio can invest in securities of U.S. and foreign companies, the majority of portfolio assets are expected to be invested in securities of U.S. companies.

The portfolio intends to invest primarily in common stock but it may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, such as preferred stock, warrants and securities convertible into common stock.

Utilizing a due diligence process covering a number of key factors, Equitable selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to three or more sub-advisers. Equitable monitors the sub-advisers and may replace or add sub-advisers subject to the approval of the Trust's board of trustees.

The sub-advisers select securities based upon fundamental analysis, such as an analysis of earnings, cash flows, competitive position and management's abilities. The sub-advisers may sell a security for a variety of reasons, such as to invest in a company with more attractive growth prospects.

For temporary defensive purposes, the portfolio may invest, without limit, in cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these instruments, the portfolio will not be pursuing its investment objective. The portfolio is not a market-timing vehicle.

#### PRINCIPAL INVESTMENT RISKS

An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Equity Risk -- Stocks and other equity securities generally fluctuate in value more than bonds.
  - o Technology Sector Risk -- The value of the portfolio's shares is particularly vulnerable to factors affecting the technology sector, such as dependency on consumer and business acceptance as new technology evolves, large and rapid price movements resulting from competition, rapid obsolescence of products and services and short product cycles. Many technology companies are small and at an earlier stage of development and, therefore, may be subject to risks such as those arising out of limited product lines, markets and financial and managerial resources.
  - o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
  - o Non-Diversification Risk -- As a non-diversified mutual fund, more of the portfolio's assets may be focused in the common stock of a small number of issuers, which may make the value of the portfolio's shares more susceptible to certain risks than shares of a diversified mutual fund.
  - o Sector Concentration Risk -- Since the portfolio invests primarily in a particular sector, it could experience greater volatility than stock funds investing in a broader range of industries.
  - o Small- and Mid-Capitalization Risk -- Many companies in the technology sector have relatively small market capitalization. Risk is greater for the common stocks of those companies because they generally are more vulnerable than larger companies to adverse business or economic developments and they may have more limited resources.
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- o Foreign Investing Risk -- The value of the portfolio's investments in foreign securities may fall due to adverse political, social and economic developments abroad and decreases in foreign currency values relative to the U.S. dollar.
  - o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

#### PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that were in place during the period shown. The performance results presented below do not reflect any insurance and Contract-related fees and expenses, which would reduce the performance results. Since Equitable may add to, dismiss or replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

The following bar chart illustrates the annual total return for the portfolio's Class A shares for 2002, the portfolio's first full calendar year of operations. The inception date for the portfolio is December 31, 2001.

<TABLE>

<CAPTION>

-----  
CALENDAR YEAR ANNUAL TOTAL RETURN  
-----

<S> <C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

-----  
Best quarter (% and time period) Worst quarter (% and time period)  
% (2002 Quarter) % (2002 Quarter)  
-----

</TABLE>

The table below shows how the average annual total returns for the portfolio's Class A shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>

<CAPTION>

-----  
AVERAGE ANNUAL TOTAL RETURNS  
-----

ONE YEAR AND SINCE INCEPTION+

-----  
<S> <C>  
AXA Premier VIP Technology Portfolio %  
-----  
Russell 1000 Technology Index\* %  
-----

</TABLE>

- + The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical.
- \* For more information on this index, see the following section "Description of Benchmarks."

#### Key Term

- o SECTOR PORTFOLIO -- A portfolio that invests in only a subset of the overall equity market, in this case the Health Care Sector.

#### INVESTMENT GOAL

Long-term growth of capital.

#### PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of companies primarily engaged in the research, development, production or distribution of products or services related to health care, medicine or the life sciences (collectively termed "health sciences"). While the portfolio can invest in securities of U.S. and foreign companies of any size, the majority of portfolio assets are expected to be invested in securities of U.S. companies.

The health sciences sector consists of four main areas: pharmaceutical, health care services companies, product and device providers and biotechnology firms. The portfolio's allocation among these four areas will vary depending on the relative potential within each area and the outlook for the overall health sciences sector.

The portfolio intends to invest primarily in common stock but it may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, such as preferred stock, warrants and securities convertible into common stock.

Utilizing a due diligence process covering a number of key factors, Equitable selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to three or more sub-advisers. Equitable monitors the sub-advisers and may replace or add sub-advisers subject to the approval of the Trust's board of trustees.

The sub-advisers select securities through fundamental analysis, such as an analysis of earnings, cash flows, competitive position and management's abilities. The sub-advisers may sell a security for a variety of reasons, such as to invest in a company with more attractive growth prospects.

For temporary defensive purposes, the portfolio may invest, without limit, in cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these instruments, the portfolio will not be pursuing its investment objective. The portfolio is not a market-timing vehicle.

#### PRINCIPAL INVESTMENT RISKS

An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Equity Risk -- Stocks and other equity securities generally fluctuate in value more than bonds.
- o Health Care Sector Risk -- The value of the portfolio's shares is particularly vulnerable to factors affecting the health care sector, such as substantial government regulation. Also, the products and services offered by health care companies may be subject to rapid obsolescence caused by scientific advances and technological innovations.
- o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
- o Non-Diversification Risk -- As a non-diversified mutual fund, more of the portfolio's assets may be focused in the common stock of a small number of issuers, which may make the value of the portfolio's shares more susceptible to certain risks than shares of a diversified mutual fund.
- o Sector Concentration Risk -- Since the portfolio invests primarily in a particular sector, it could experience greater volatility than stock funds investing in a broader range of industries.
- o Foreign Investing Risk -- The value of the portfolio's investments in foreign securities may fall due to adverse political, social and economic

developments abroad and decreases in foreign currency values relative to the U.S. dollar.

- o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.

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- o Small- and Mid-Capitalization Risk -- Many companies in the health care sector have relatively small market capitalization. Risk is greater for the common stocks of those companies because they generally are more vulnerable than larger companies to adverse business or economic developments and they may have more limited resources.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

#### PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that were in place during the period shown. The performance results presented below do not reflect any insurance and Contract-related fees and expenses, which would reduce the performance results. Since Equitable may add to, dismiss or replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

The following bar chart illustrates the annual total return for the portfolio's Class A shares for 2002, the portfolio's first full calendar year of operations. The inception date for the portfolio is December 31, 2001.

<TABLE>  
<CAPTION>

-----  
CALENDAR YEAR ANNUAL TOTAL RETURN  
-----

<S> <C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

-----  
Best quarter (% and time period) Worst quarter (% and time period)  
% (2002 Quarter) % (2002 Quarter)  
-----

</TABLE>

The table below shows how the average annual total returns for the portfolio's Class A shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>  
<CAPTION>

-----  
AVERAGE ANNUAL TOTAL RETURNS  
-----

ONE YEAR AND SINCE INCEPTION+

<S> <C>  
AXA Premier VIP Health Care Portfolio %  
-----  
Russell 1000 Healthcare\* %  
-----

</TABLE>

+ The portfolio commenced operations on December 31, 2001. The returns for

the one-year period and the period since inception are identical.  
\* For more information on this index, see the following section "Description of Benchmarks."

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#### AXA PREMIER VIP CORE BOND PORTFOLIO

MANAGER: Equitable

SUB-ADVISERS: BlackRock Advisors, Inc.  
Pacific Investment Management Company LLC

#### Key Term

- o TOTAL RETURN -- A way of measuring portfolio performance. Total return is based on a calculation that takes into account dividends, capital gain distributions and the increase or decrease in share price.

#### INVESTMENT GOAL

To seek a balance of a high current income and capital appreciation, consistent with a prudent level of risk.

#### PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in investment grade bonds. For purposes of this investment policy, a debt security is considered a "bond." The portfolio focuses on U.S. government and corporate debt securities and mortgage- and asset-backed securities. Debt securities represent an issuer's obligation to repay a loan of money that generally pays interest to the holder. Bonds, notes and debentures are examples of debt securities.

The portfolio may also invest in high yield securities ("junk bonds") rated Ba or lower by Moody's Investors Service, Inc. or BB or lower by Standard & Poor's Ratings Service or, if unrated, determined by the sub-adviser to be of comparable quality. The portfolio may invest in securities denominated in foreign currencies and U.S. dollar-denominated securities of foreign issuers. The portfolio will normally hedge most of its exposure to foreign currency to reduce the risk of loss due to fluctuations in currency exchange rates.

Utilizing a due diligence process covering a number of key factors, Equitable selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to two or more sub-advisers. Equitable monitors the sub-advisers and may replace or add sub-advisers subject to the approval of the portfolio's board of trustees.

The portfolio's sub-advisers evaluate several sectors of the bond market and individual securities within these sectors. The sub-advisers select bonds from several sectors including: U.S. Treasuries and agency securities, commercial and residential mortgage-backed securities, asset-backed securities, corporate bonds and bonds of foreign issuers. Securities are purchased for the portfolio when the sub-advisers determine that they have the potential for above-average total return.

The portfolio may purchase bonds of any maturity, but generally the portfolio's overall effective duration will be of an intermediate-term nature (similar to that of five- to seven-year U.S. Treasury notes) and have a comparable duration to that of the Lehman Brothers Aggregate Bond Index. Effective duration is a measure of the expected change in value from changes in interest rates. Typically, a bond with a low (short) duration means that its value is less sensitive to interest rate changes, while bonds with a high (long) duration are more sensitive.

The portfolio's sub-advisers may, when consistent with the portfolio's investment objective, use derivative securities. Derivative securities include futures and options contracts, options on futures contracts, foreign currencies, securities and bond indices, structured notes, swaps (including long and short credit default swaps) and indexed securities. The portfolio will typically use derivatives as a substitute for taking a position in the underlying asset and/or in an attempt to reduce risk to the portfolio as a whole (hedge), but they may also be used to maintain liquidity, commit cash pending investment or for speculation to increase returns. The portfolio may also enter into interest rate transactions as a hedging technique. In these transactions, the portfolio exchanges its right to pay or receive interest with another party for their right to pay or receive interest.

For temporary defensive purposes, the portfolio may invest, without limit, in cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these instruments, the portfolio will not be pursuing its investment

objective.

#### PRINCIPAL INVESTMENT RISKS

An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Credit/Default Risk -- The risk that the issuer of a security or the counter-party to a contract will default or otherwise become unable to honor a financial obligation. High yield securities may
- 17
- involve a substantial risk of default. For more information see "Credit Quality Risk" in "More About Investment Strategies and Risks."
- o Currency Risk -- The risk that fluctuations in the exchange rates between the U.S. dollar and foreign currencies may negatively affect an investment.
  - o Interest Rate Risk -- The risk of market losses attributable to changes in interest rates. In general, the prices of fixed-income securities rise when interest rates fall, and fall when interest rates rise.
  - o Foreign Investing Risk -- The value of the portfolio's investments in foreign securities may fall due to adverse political, social and economic developments abroad and decreases in foreign currency values relative to the U.S. dollar.
  - o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
  - o Liquidity Risk -- The risk that exists when particular investments are difficult to purchase or sell. A portfolio's investment in illiquid securities may reduce the returns of a portfolio because it may be unable to sell the illiquid securities at an advantageous time or price.
  - o Mortgage-Backed and Asset-Backed Securities Risk -- The risk that the principal on mortgage- or asset-backed securities may be prepaid at any time which will reduce the yield and market value. If interest rates fall, the rate of prepayments tends to increase as borrowers are motivated to pay off debt and refinance at new lower rates. Rising interest rates tend to extend the duration of mortgage-related securities, making them more sensitive to changes in interest rates. As a result, in a period of rising interest rates, a portfolio that holds mortgage-related securities may exhibit additional volatility.
  - o Derivatives Risk -- The portfolio's investments in derivatives may rise or fall more rapidly than other investments.
  - o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

#### PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that were in place during the period shown. The performance results presented below do not reflect any insurance and Contract-related fees and expenses, which would reduce the performance results. Since Equitable may add to, dismiss or replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

The following bar chart illustrates the annual total return for the portfolio's Class A shares for 2002, the portfolio's first full calendar year of operations. The inception date for the portfolio is December 31, 2001.

<TABLE>  
<CAPTION>

-----  
CALENDAR YEAR ANNUAL TOTAL RETURN  
-----

<S> <C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

-----  
Best quarter (% and time period) Worst quarter (% and time period)  
% (2002 Quarter) % (2002 Quarter)  
-----

</TABLE>

The table below shows how the average annual total returns for the portfolio's Class A shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>  
<CAPTION>

-----  
AVERAGE ANNUAL TOTAL RETURNS  
-----

ONE YEAR AND SINCE INCEPTION+

-----  
<S> <C>  
AXA Premier VIP Core Bond Portfolio %  
-----  
Lehman Brothers Aggregate Bond Index\* %  
-----

</TABLE>

- + The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical.  
\* For more information on this index, see the following section "Description of Benchmarks."

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#### PORTFOLIO FEES & EXPENSES

The following tables describe the fees and expenses that you may pay if you buy and hold shares of the portfolio. The tables below do not reflect any Contract-related fees and expenses. See the Contract prospectus for a description of those fees and expenses. There are no fees or charges to buy or sell shares of the portfolio, reinvest dividends or exchange into other portfolios.

ANNUAL PORTFOLIO OPERATING EXPENSES  
(expenses that are deducted from portfolio assets, as a percentage of average daily net assets)

<TABLE>  
<CAPTION>

-----  
AXA PREMIER VIP LARGE CAP GROWTH PORTFOLIO AXA PREMIER VIP LARGE CAP CORE EQUITY PORTFOLIO  
-----  
<S> <C> <C>  
MANAGEMENT FEE 0.90% 0.90%  
-----  
DISTRIBUTION AND/OR SERVICE (12B-1) FEES 0.00% 0.00%  
-----  
OTHER EXPENSES % %  
-----  
TOTAL OPERATING EXPENSES % %  
-----  
WAIVER/EXPENSE REIMBURSEMENT\* % %  
-----

| NET OPERATING EXPENSES**                      |       |       |
|---|-------|-------|
|   | %     | %     |
| -----   |       |       |
| AXA PREMIER VIP LARGE CAP VALUE PORTFOLIO     |       |       |
| MANAGEMENT FEE                                | 0.90% | 1.10% |
| DISTRIBUTION AND/OR SERVICE (12B-1) FEES      | 0.00% | 0.00% |
| OTHER EXPENSES                                | %     | %     |
| TOTAL OPERATING EXPENSES                      | %     | %     |
| WAIVER/EXPENSE REIMBURSEMENT*                 | %     | %     |
| NET OPERATING EXPENSES**                      | %     | %     |
| -----   |       |       |
| AXA PREMIER VIP SMALL/MID CAP VALUE PORTFOLIO |       |       |
| MANAGEMENT FEE                                | 1.10% | 1.05% |
| DISTRIBUTION AND/OR SERVICE (12B-1) FEES      | 0.00% | 0.00% |
| OTHER EXPENSES                                | %     | %     |
| TOTAL OPERATING EXPENSES                      | %     | %     |
| WAIVER/EXPENSE REIMBURSEMENT*                 | %     | %     |
| NET OPERATING EXPENSES**                      | %     | %     |
| -----   |       |       |
| AXA PREMIER VIP TECHNOLOGY PORTFOLIO          |       |       |
| MANAGEMENT FEE                                | 1.20% | 1.20% |
| DISTRIBUTION AND/OR SERVICE (12B-1) FEES      | 0.00% | 0.00% |
| OTHER EXPENSES                                | %     | %     |
| TOTAL OPERATING EXPENSES                      | %     | %     |
| WAIVER/EXPENSE REIMBURSEMENT*                 | %     | %     |
| NET OPERATING EXPENSES**                      | %     | %     |
| -----   |       |       |
| AXA PREMIER VIP CORE BOND PORTFOLIO           |       |       |
| MANAGEMENT FEE                                | 0.60% |       |
| DISTRIBUTION AND/OR SERVICE (12B-1) FEES      | 0.00% |       |
| OTHER EXPENSES                                | %     |       |
| TOTAL OPERATING EXPENSES                      | %     |       |
| WAIVER/EXPENSE REIMBURSEMENT*                 | %     |       |
| NET OPERATING EXPENSES**                      | %     |       |
| -----   |       |       |

</TABLE>

\* Pursuant to a contract, the Manager has agreed to waive or limit its fees and to assume other expenses of the portfolio until April 30, 2004 ("Expense Limitation Agreement") so that the Total Operating Expenses of the portfolio (exclusive of taxes, interest, brokerage commissions, Rule 12b-1 fees, capitalized expenses and extraordinary expenses) do not exceed the amount shown above under Net Operating Expenses. The Manager may be reimbursed the amount of any such payments and waivers in the future under certain conditions. For more information on the Expense Limitation Agreement, see "Management Team--The Manager and the Sub-advisers--Expense Limitation Agreement".

\*\* A portion of the brokerage commissions that the portfolio pays is used to reduce the portfolio's expenses. Including this reduction, the Net



Operating Expenses for each of the portfolios for the fiscal year ended December 31, 2002 was % for Large Cap Growth Portfolio, % for Large Cap Core Equity Portfolio, % for Large Cap Value Portfolio, % for Small/Mid Cap Growth Portfolio, % for Small/Mid Cap Value Portfolio, % for International Equity Portfolio, % for Technology Portfolio, % for Health Care Portfolio and % for Core Bond Portfolio.

PORTFOLIO FEES & EXPENSES (cont'd)

EXAMPLE

This Example is intended to help you compare the direct and indirect cost of investing in each portfolio with the cost of investing in other investment options.

The Example assumes that:

- o You invest \$10,000 in the portfolio for the time periods indicated;
- o Your investment has a 5% return each year; and
- o The portfolio's operating expenses remain the same.

This Example should not be considered a representation of past or future expenses of the portfolios. Actual expenses may be higher or lower than those shown. The costs in this Example would be the same whether or not you redeemed all of your shares at the end of these periods. This Example does not reflect any Contract-related fees and expenses. Similarly, the annual rate of return assumed in the Example is not an estimate or guarantee of future investment performance. Based on these assumptions your costs would be:

<TABLE>  
<CAPTION>

|          | AXA PREMIER VIP LARGE CAP GROWTH PORTFOLIO    | AXA PREMIER VIP LARGE CAP CORE EQUITY PORTFOLIO |
|----------|---|---|
| <S>      | <C>   | <C>   |
| 1 YEAR   | \$  | \$  |
| 3 YEARS  | \$  | \$  |
| 5 YEARS  | \$  | \$  |
| 10 YEARS | \$  | \$  |
|          | AXA PREMIER VIP LARGE CAP VALUE PORTFOLIO     | AXA PREMIER VIP SMALL/MID CAP GROWTH PORTFOLIO  |
| 1 YEAR   | \$  | \$  |
| 3 YEARS  | \$  | \$  |
| 5 YEARS  | \$  | \$  |
| 10 YEARS | \$  | \$  |
|          | AXA PREMIER VIP SMALL/MID CAP VALUE PORTFOLIO | AXA PREMIER VIP INTERNATIONAL EQUITY PORTFOLIO  |
| 1 YEAR   | \$  | \$  |
| 3 YEARS  | \$  | \$  |
| 5 YEARS  | \$  | \$  |
| 10 YEARS | \$  | \$  |
|          | AXA PREMIER VIP TECHNOLOGY PORTFOLIO          | AXA PREMIER VIP HEALTH CARE PORTFOLIO           |
| 1 YEAR   | \$  | \$  |
| 3 YEARS  | \$  | \$  |
| 5 YEARS  | \$  | \$  |
| 10 YEARS | \$  | \$  |
|          | AXA PREMIER VIP CORE BOND PORTFOLIO           |   |
| 1 YEAR   | \$  |   |
| 3 YEARS  | \$  |   |
| 5 YEARS  | \$  |   |
| 10 YEARS | \$  |   |

</TABLE>

## MORE ABOUT INVESTMENT STRATEGIES &amp; RISKS

## ADDITIONAL RISKS

The portfolios have principal investment strategies that come with inherent risks. Each portfolio's principal risks are described in its principal risks section. The following is a list of additional risks to which each portfolio may be subject by investing in various types of securities or engaging in various practices. Unless otherwise indicated, each risk applies to all the portfolios.

**CURRENCY RISK.** The risk that fluctuations in the exchange rates between the U.S. dollar and foreign currencies may negatively affect an investment.

**DERIVATIVES RISK.** A portfolio's investment in derivatives may rise or fall more rapidly than other investments. These transactions are subject to changes in the underlying security on which such transactions are based. Even a small investment in derivative securities can have a significant impact on a portfolio's exposure to stock market values, interest rates or currency exchange rates. Derivatives are subject to a number of risks such as liquidity risk, interest rate risk, market risk, credit risk and portfolio management risk. They also involve the risk of mispricing or improper valuation and the risk that changes in the value of a derivative may not correlate well with the underlying asset, rate or index. These types of transactions will be used primarily as a substitute for taking a position in the underlying asset and/or for hedging purposes. When a derivative security (a security whose value is based on another security or index) is used as a hedge against an offsetting position that a portfolio also holds, any loss generated by the derivative security should be substantially offset by gains on the hedged instrument, and vice versa. To the extent that a portfolio uses a derivative security for purposes other than as a hedge, that portfolio is directly exposed to the risks of that derivative security and any loss generated by the derivative security will not be offset by a gain.

**FOREIGN INVESTING AND EMERGING MARKETS RISKS.** The value of a portfolio's investments in foreign securities may fall due to adverse political, social and economic developments abroad and due to decreases in foreign currency values relative to the U.S. dollar. These risks are greater generally for investments in emerging market issuers than for issuers in more developed countries.

**INFORMATION RISK.** The risk that key information about a security is inaccurate or unavailable.

**INTEREST RATE RISK.** When interest rates decline, the value of a portfolio's debt securities generally rises. Conversely, when interest rates rise, the value of a portfolio's debt securities generally declines. The magnitude of the decline will often be greater for longer-term debt securities than shorter-term debt securities.

**LEVERAGE RISK.** The risk associated with securities or practices (e.g. borrowing) that multiply small price movements into large changes in value.

**LIQUIDITY RISK.** The risk that certain securities may be difficult or impossible to sell at the time and the price that the seller would like. This may result in a loss or may be costly to a portfolio.

**CREDIT QUALITY RISK.** It is possible that the issuer of a security will not be able to make interest and principal payments when due. Lower rated bonds involve greater risks of default or downgrade and are more volatile than investment-grade securities. Lower rated bonds involve a greater risk of price declines than investment-grade securities due to actual or perceived changes to an issuer's creditworthiness. In addition, issuers of lower rated bonds may be more susceptible than other issuers to economic downturns. Lower rated bonds are especially subject to the risk that the issuer may not be able to pay interest and ultimately to repay principal upon maturity. Discontinuation of these payments could adversely affect the price of the bond. Only the Health Care Portfolio, Technology Portfolio and Core Bond Portfolio currently are permitted to invest more than 5% of their assets in lower rated bonds.

**MARKET RISK.** The risk that the value of a security may move up and down, sometimes rapidly and unpredictably based upon change in a company's financial condition as well as overall market and economic conditions.

**MULTIPLE-SUB-ADVISER RISK.** Each of the portfolios employ multiple sub-advisers. Each sub-adviser independently chooses and maintains a portfolio of securities for the portfolio and each is responsible for investing a specific allocated portion of the portfolio's assets. Because each sub-adviser will be managing its allocated portion of the portfolio independently from the other sub-adviser(s), the same security may be held in different portions of a portfolio, or may be acquired for one portion of a portfolio at a time when a

sub-adviser to another portion deems it appropriate to dispose of the security from that other portion. Similarly, under some market conditions, one sub-adviser may believe that temporary, defensive investments in short-term instruments or cash are appropriate when the other sub-adviser(s) believes continued exposure to the equity markets is appropriate for its allocated portion of the portfolio. Because each sub-adviser directs the trading for its own portion of the portfolio, and does not aggregate its transactions with those of the other sub-advisers, the portfolio may incur higher brokerage costs than would be the case if a single sub-adviser were managing the entire portfolio.

OPPORTUNITY RISK. The risk of missing out on an investment opportunity because the assets necessary to take advantage of it are tied up in less profitable investments.

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#### MORE ABOUT INVESTMENT STRATEGIES & RISKS (cont'd)

POLITICAL RISK. The risk of losses directly attributable to government or political actions.

PORTFOLIO TURNOVER RISK. High portfolio turnover may result in increased transaction costs to a portfolio, which may result in higher portfolio expenses.

SPECIAL SITUATIONS RISK. The Large Cap Core Equity Portfolio and International Equity Portfolio may use aggressive investment techniques, including seeking to benefit from "special situations," such as mergers, reorganizations or other unusual events expected to affect a particular issuer. There is a risk that the "special situation" might not occur, which could have a negative impact on the price of the issuer's securities and fail to produce the expected gains or produce a loss for the portfolio.

UNSEASONED COMPANIES RISK. The Small/Mid Cap Growth Portfolio, International Equity Portfolio, Technology Portfolio and Health Care Portfolio can invest in small unseasoned companies. These are companies that have been in operation less than three years, including operation of any predecessors. These securities may have limited liquidity and their prices may be very volatile.

VALUATION RISK. The risk that a portfolio has valued certain securities at a higher price than it can sell them for.

#### ADDITIONAL INVESTMENT STRATEGIES

The following is a list of additional investment strategies. Unless otherwise indicated, each investment strategy applies to all the portfolios. For further information about investment strategies, see the portfolios' Statement of Additional Information ("SAI").

DERIVATIVES. The portfolios can use "derivative" instruments to seek enhanced returns or to try to hedge investment risks, although it is not anticipated that they will do so to a significant degree. In general terms, a derivative instrument is an investment contract whose value depends on (or is derived from) the value of an underlying asset, interest rate or index. Options, futures contracts and forward contracts are examples of "derivatives."

FOREIGN INVESTING. The portfolios may invest in foreign securities, including depositary receipts of foreign based companies, including companies based in developing countries.

PORTFOLIO TURNOVER. The portfolios do not restrict the frequency of trading. The portfolios may engage in active and frequent trading of portfolio securities to achieve their principal investment strategies. Frequent trading can result in a portfolio turnover in excess of 100% (high portfolio turnover).

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#### MANAGEMENT TEAM

The Manager and the Sub-advisers

#### THE MANAGER

Equitable, 1290 Avenue of the Americas, New York, New York 10104, serves as the manager of each portfolio. Equitable is an investment adviser registered under the Investment Advisers Act of 1940, as amended, and a wholly owned subsidiary of AXA Financial, Inc., a subsidiary of AXA, a French insurance holding

company.

As manager, Equitable has a variety of responsibilities for the general management and administration of the Trust and the portfolios, including the selection of sub-advisers. Equitable plays an active role in monitoring each portfolio and sub-adviser by using systems to strengthen its evaluation of performance, style, risk levels, diversification and other criteria. Equitable also monitors each sub-adviser's portfolio management team to ensure that investment activities remain consistent with the portfolios' investment style and objectives.

Beyond performance analysis, Equitable monitors significant changes that may impact the sub-adviser's overall business. Equitable monitors continuity in the sub-adviser's operations and changes in investment personnel and senior management. Equitable also performs annual due diligence reviews with each sub-adviser.

In its capacity as manager, Equitable obtains detailed information concerning portfolio and sub-adviser performance and portfolio operations that is used to supervise and monitor the sub-advisers and the portfolio operations. A team is responsible for conducting ongoing investment reviews with each sub-adviser and for developing the criteria by which portfolio performance is measured.

Equitable selects sub-advisers from a pool of candidates, including its affiliates, to manage the portfolios. Equitable may add to, dismiss or substitute for the sub-advisers responsible for managing a portfolio's assets subject to the approval of the Trust's board of trustees. Equitable also has discretion to allocate each portfolio's assets among the portfolio's sub-advisers. Equitable recommends sub-advisers for each portfolio to the board of trustees based upon its continuing quantitative and qualitative evaluation of each sub-adviser's skills in managing assets pursuant to specific investment styles and strategies. Unlike many other mutual funds, the portfolios are not associated with any one portfolio manager, and benefit from specialists selected from the investment management industry. Short-term investment performance, by itself, is not a significant factor in selecting or terminating a sub-adviser, and Equitable does not expect to recommend frequent changes of sub-advisers. Equitable has received an exemptive order from the SEC to permit it and each Trust's board of trustees to select and replace sub-advisers and to amend the sub-advisory agreements between Equitable and the sub-advisers without obtaining shareholder approval. Accordingly, Equitable is able, subject to the approval of the Trust's board of trustees, to appoint and replace sub-advisers and to amend sub-advisory agreements without obtaining shareholder approval. In such circumstances, shareholders would receive notice of such action. However, Equitable may not enter into a sub-advisory agreement with an Affiliated Adviser unless the sub-advisory agreement with the Affiliated Adviser, including compensation, is also approved by the affected portfolio's shareholders. Alliance Capital Management L.P. and AXA Rosenberg Investment Management LLC, two of the current sub-advisers, are affiliates of Equitable.

#### THE SUB-ADVISERS

Each portfolio's investments are selected by two or more sub-advisers, which act independently of one another. The following describes each portfolio's sub-advisers, portfolio manager(s) and each portfolio manager's business experience.

A I M Capital Management, Inc. ("AIM") serves as a Sub-adviser to AXA Premier VIP Health Care Portfolio. AIM is a wholly owned subsidiary of AIM Advisors, Inc. AIM Advisors, Inc. is a wholly owned subsidiary of AIM Management Group Inc. ("AIM Management"). AIM Management merged with INVESCO in 1997 to form AMVESCO PLC, one of the world's largest investment services companies. As of December 31, 2002, AIM Management had approximately \$124.4 billion in assets under management.

Alliance Capital Management L.P. ("Alliance Capital") serves as a Sub-adviser to AXA Premier VIP Large Cap Growth Portfolio, AXA Premier VIP Large Cap Value Portfolio, AXA Premier VIP Small/Mid Cap Growth Portfolio and AXA Premier VIP Technology Portfolio. In addition, Alliance Capital, through its Bernstein Investment Research and Management unit ("Bernstein Unit"), serves as a Sub-Adviser to AXA Premier VIP Large Cap Core Equity Portfolio and AXA Premier VIP International Equity Portfolio. Alliance Capital, a limited partnership, is indirectly majority owned by Equitable. As of December 31, 2002, Alliance Capital had approximately \$386 billion in assets under management.

AXA Rosenberg Investment Management LLC ("AXA Rosenberg") serves as a Sub-adviser to AXA Premier VIP Small/Mid Cap Value Portfolio. AXA Rosenberg is a wholly owned subsidiary of AXA Rosenberg Group LLC ("AXA Rosenberg Group"). AXA Investment Managers S. A., a French societe anonyme and investment arm of AXA, a French insurance holding company that includes Equitable among its subsidiaries, holds a majority interest in AXA Rosenberg Group. As of December 31, 2002, AXA Rosenberg Group had approximately \$14.1 billion in assets under management.

## MANAGEMENT TEAM

## The Manager and the Sub-advisers (cont'd)

Bank of Ireland Asset Management (U.S.) Limited ("BIAM (U.S.)") serves as a Sub-adviser to AXA Premier VIP International Equity Portfolio. BIAM (U.S.) is a wholly owned subsidiary of Bank of Ireland Group, a publicly traded financial services provider located in Ireland. As of December 31, 2002, BIAM (U.S.) had approximately \$22.4 billion in assets under management.

BlackRock Advisors, Inc. ("BAI") serves as a Sub-adviser to AXA Premier VIP Core Bond Portfolio. BAI is a wholly owned subsidiary of BlackRock, Inc. BlackRock, Inc. is a majority owned indirect subsidiary of The PNC Financial Services Group, Inc., a publicly traded diversified financial services company. As of December 31, 2002, BAI had approximately \$273 billion in assets under management.

Dresdner RCM Global Investors LLC ("Dresdner") serves as a Sub-adviser to AXA Premier VIP Large Cap Growth Portfolio, AXA Premier VIP Technology Portfolio and AXA Premier VIP Health Care Portfolio. Dresdner is an indirect wholly owned subsidiary of Allianz AG, a European-based, multi-national insurance and financial services holding company. As of December 31, 2002, Dresdner had approximately \$44.8 billion in assets under management.

Firsthand Capital Management, Inc. ("Firsthand") serves as a Sub-adviser to AXA Premier VIP Technology Portfolio. Kevin M. Landis is the controlling shareholder of Firsthand. As of December 31, 2002, Firsthand had approximately \$750 million in assets under management.

Institutional Capital Corporation ("ICAP") serves as a Sub-adviser to AXA Premier VIP Large Cap Value Portfolio. ICAP is an employee owned money management firm. Robert H. Lyon is the controlling shareholder of ICAP. As of December 31, 2002, ICAP had approximately \$10.1 billion in assets under management.

Janus Capital Management LLC ("Janus") serves as a Sub-adviser to AXA Premier VIP Large Cap Core Equity Portfolio. Janus is a majority owned subsidiary of Janus Capital Group Inc., a publicly traded company whose subsidiaries are engaged in financial services. As of December 31, 2002, Janus had approximately \$137 billion in assets under management.

MFS Investment Management ("MFS") serves as a Sub-adviser to AXA Premier VIP Large Cap Value Portfolio. MFS is a subsidiary of Sun Life (U.S.) Financial Services Holdings, Inc., which in turn is an indirect wholly owned subsidiary of Sun Life Financial Services of Canada Inc., a diversified financial services organization. As of December 31, 2002, MFS had approximately \$112.5 billion in assets under management.

OppenheimerFunds, Inc. ("Oppenheimer") serves as a Sub-adviser to AXA Premier VIP International Equity Portfolio. Oppenheimer is wholly owned by Oppenheimer Acquisition Corp., a holding company controlled by Massachusetts Mutual Life Insurance Company, a mutual insurance company providing global financial services. As of December 31, 2002, Oppenheimer and its subsidiaries had approximately \$120 billion in assets under management.

Pacific Investment Management Company LLC ("PIMCO") serves as a Sub-adviser to AXA Premier VIP Core Bond Portfolio. PIMCO, a Delaware limited liability company, is a majority-owned subsidiary of Allianz Dresdner Asset Management of America L.P., ("ADAM LP"). Allianz AG ("Allianz") is the indirect majority owner of ADAM LP. Allianz is a European-based, multinational insurance and financial services holding company. Pacific Life Insurance Company holds an indirect minority interest in ADAM LP. As of December 31, 2002, PIMCO had approximately \$304.6 billion in assets under management.

Provident Investment Counsel, Inc. ("Provident") serves as a Sub-adviser to AXA Premier VIP Small/Mid Cap Growth Portfolio. Provident is a wholly owned subsidiary of Old Mutual Asset Managers (US) LLC. As of December 31, 2002, Provident had approximately \$4.9 billion in assets under management.

RS Investment Management, LP ("RSIM") serves as a Sub-adviser to AXA Premier VIP Small/Mid Cap Growth Portfolio. RSIM is a wholly owned subsidiary of RS Investment Management Co. LLC ("RSIM Co."). G. Randall Hecht owns the largest membership interest in RSIM Co. As of December 31, 2002, RSIM Co. had approximately \$4.3 billion in assets under management.

TCW Investment Management Company ("TCW") serves as a Sub-adviser to AXA Premier VIP Large Cap Growth Portfolio and AXA Premier VIP Small/Mid Cap Value Portfolio. TCW is a wholly owned subsidiary of The TCW Group, Inc. Societe Generale Asset Management, S.A. holds a majority interest in The TCW Group, Inc. Societe Generale Asset Management, S.A. is a wholly owned subsidiary of

Societe Generale, S.A., a publicly held financial firm headquartered in Paris, France. As of December 31, 2002, TCW had approximately \$ billion in assets under management.

Thornburg Investment Management, Inc. ("Thornburg") serves as a Sub-adviser to AXA Premier VIP Large Cap Core Equity Portfolio. Thornburg is an employee owned investment management firm. H. Garrett Thornburg, Jr. is the controlling shareholder of Thornburg. As of December 31, 2002, Thornburg had approximately \$5.5 billion in assets under management.

Wellington Management Company, LLP ("Wellington Management") serves as a Sub-adviser to AXA Premier VIP Small/Mid Cap Value Portfolio and AXA Premier VIP Health Care Portfolio. Wellington Management is an employee owned limited liability partnership whose sole business is investment management. Wellington Management is owned by 68 partners, all active employees of the firm; the managing partners of Wellington Management are Duncan M. McFarland, Laurie A. Gabriel and John R. Ryan. As of December 31, 2002, Wellington Management had approximately \$303 billion in assets under management.

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MANAGEMENT TEAM

The Manager and the Sub-advisers (cont'd)

<TABLE>  
<CAPTION>

| PORTFOLIO   | SUB-ADVISERS AND PORTFOLIO MANAGER(S)  | BUSINESS EXPERIENCE   |
|---|--|---|
| <S><br>AXA Premier VIP Large Cap Growth Portfolio | <C><br>ALLIANCE CAPITAL MANAGEMENT L.P.<br>1345 Avenue of the Americas<br>New York, NY 10105<br><br>Portfolio Manager<br>William D. Baird  | <C><br>Mr. Baird has been Vice President and a Portfolio Manager of Alliance Capital since 1999. Mr. Baird joined Alliance Capital as an Assistant Vice President in 1994.  |
|   | DRESDNER RCM GLOBAL INVESTORS<br>LLC<br>Four Embarcadero Center<br>San Francisco, CA 94111<br><br>Portfolio Manager<br>Seth A. Reicher   | Mr. Reicher has been a Managing Director and Co-Chief Investment Officer of Dresdner since 2000 and has been a Senior Portfolio Manager since 1997. Mr. Reicher joined Dresdner as an Analyst in 1993. Prior to joining Dresdner, Mr. Reicher was an Analyst and then Portfolio Manager at Associated Capital and later Capitalcorp Asset Management from 1986 to 1992.   |
|   | TCW INVESTMENT MANAGEMENT<br>COMPANY<br>865 South Figueroa Street<br>Los Angeles, CA 90017<br><br>Portfolio Managers<br>Glen E. Bickerstaff<br>Brian M. Beitner<br>Leigh R. Crawford | Mr. Bickerstaff has been a Group Managing Director of TCW since 2001. He joined TCW in 1998 as a Managing Director. Prior to joining TCW, he was a Vice President and Senior Portfolio Manager at Transamerica Investment Services from 1987 to 1998.<br><br>Mr. Beitner has been a Managing Director of TCW since he joined the firm in 1998. Prior to joining TCW, he was a Senior Vice President with Scudder Kemper Investments from 1990 to 1998.<br><br>Mr. Crawford has been a Managing Director of TCW since 2001. He joined TCW in 1994 as an Analyst in TCW's Equities Research Department and was promoted to Senior Vice President in 1999. |

</TABLE>

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MANAGEMENT TEAM

The Manager and the Sub-advisers (cont'd)

<TABLE>

<CAPTION>

| PORTFOLIO  | SUB-ADVISERS AND PORTFOLIO MANAGER(S)  | BUSINESS EXPERIENCE  |
|--|--|--|
| <S><br>AXA Premier VIP Large Cap Core Equity Portfolio | <C><br>ALLIANCE CAPITAL MANAGEMENT L.P.<br>(BERNSTEIN INVESTMENT RESEARCH AND MANAGEMENT UNIT)<br>1345 Avenue of the Americas<br>New York, NY 10105<br><br>Portfolio Management Team | <C><br>The Portfolio Management Team consists of a core group of senior investment and research professionals of the Bernstein Unit of Alliance Capital.<br><br>Marilyn G. Fedak chairs the US Equity Investment Policy Group. Ms. Fedak has been the Chief Investment Officer -- U.S. Value Equities and an Executive Vice President at Alliance Capital since 2000. She was Chief Investment Officer and Chairman of the U.S. Equity Investment Policy Group at Sanford C. Bernstein & Co., Inc. ("Bernstein") from 1993 to 2000 when Bernstein became the Bernstein Unit of Alliance Capital. |
|  | JANUS CAPITAL MANAGEMENT LLC<br>100 Fillmore Street<br>Denver, CO 80206<br><br>Portfolio Manager<br>E. Marc Pinto  | Mr. Pinto has been a Portfolio Manager with Janus or its predecessor since 1994. Prior to joining Janus, Mr. Pinto analyzed telecommunications and financial services companies for a family investment firm.  |
|  | THORNBURG INVESTMENT MANAGEMENT, INC.<br>119 East Marcy Street<br>Santa Fe, NM 87501<br><br>Portfolio Manager<br>William V. Fries, CFA   | Mr. Fries has been a Managing Director and Portfolio Manager of Thornburg since 1995. Prior to joining Thornburg, he was with USAA as a Portfolio Manager and Analyst from 1975 to 1995.   |
| AXA Premier VIP Large Cap Value Portfolio              | ALLIANCE CAPITAL MANAGEMENT L.P.<br>1345 Avenue of the Americas<br>New York, NY 10105<br><br>Portfolio Manager<br>Aryeh Glatter  | Mr. Glatter has been a Senior Vice President and Portfolio Manager of Alliance Capital since 1999. Mr. Glatter joined Alliance Capital as an equity analyst and portfolio manager in 1993.   |
|  | INSTITUTIONAL CAPITAL CORPORATION<br>225 West Wacker Drive<br>Suite 2400<br>Chicago, IL 60606<br><br>Portfolio Manager<br>Robert H. Lyon   | Mr. Lyon has been President and Chief Investment Officer of ICAP since 1992. He was an Analyst with ICAP from 1976 to 1981 and returned in 1988 as Director of Research before leading a group in buying out the firm's founder.   |
|  | MFS INVESTMENT MANAGEMENT<br>500 Boylston Street<br>Boston, MA 02116<br><br>Portfolio Managers<br>Steven R. Gorham<br>Lisa B. Nurme  | Mr. Gorham is a portfolio manager with MFS and has been employed in the investment management area of MFS since 1992.<br><br>Ms. Nurme has been the Director of Value Portfolio Management of MFS since 1994. Ms. Nurme joined MFS as a Research Analyst in 1987.  |

</TABLE>

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MANAGEMENT TEAM

The Manager and the Sub-advisers (cont'd)

<TABLE>  
<CAPTION>

| PORTFOLIO   | SUB-ADVISERS AND PORTFOLIO MANAGER(S)  | BUSINESS EXPERIENCE   |
|---|--|---|
| <S><br>AXA Premier VIP Small/Mid Cap Growth Portfolio | <C><br>ALLIANCE CAPITAL MANAGEMENT L.P.<br>1345 Avenue of the Americas<br>New York, NY 10105<br><br>Portfolio Managers<br>Bruce K. Aronow<br>N. Kumar Kirpalani<br>Samantha S. Lau | <C><br>Mr. Aronow has been a Senior Vice President of Alliance Capital since 2000. Mr. Aronow joined Alliance Capital as a Vice President and Portfolio Manager in 1999. Prior to joining Alliance Capital, he was responsible for research and portfolio management of the small cap consumer sectors at INVESCO (NY) from 1997 to 1999. Mr. Aronow joined Chancellor Capital Management, predecessor to INVESCO (NY), as a small cap analyst in 1994. |

Mr. Kirpalani has been a Vice President and Portfolio Manager since he joined Alliance Capital in 1999. Prior to joining Alliance Capital, he was responsible for research and portfolio management of the small cap industrial, financial and energy sectors at INVESCO (NY) from 1997 to 1999. Mr. Kirpalani joined Chancellor Capital Management, predecessor to INVESCO (NY), as a small cap analyst in 1993.

Ms. Lau has been a Vice President and Portfolio Manager since she joined Alliance Capital in 1999. Prior to joining Alliance Capital, she was responsible for covering small cap technology companies at INVESCO (NY) from 1997 to 1999. Ms. Lau joined Chancellor Capital Management as a small cap analyst in 1997 before it became INVESCO (NY). Prior to that, she was a healthcare securities analyst with Goldman Sachs from 1994 to 1997.

Mr. Attalienti has been a Vice President and Portfolio Manager since he joined Alliance Capital in 1999. Prior to joining Alliance Capital, he was responsible for covering the health care industry at Chase Asset Management from 1994 to 1999.

PROVIDENT INVESTMENT COUNSEL,  
INC.  
300 North Lake Avenue  
Pasadena, CA 91101

The portion of assets allocated to Provident is managed by a team of investment professionals, led by Evelyn Lapham and John Yoon. Ms. Lapham and Mr. Yoon are Senior Vice Presidents and portfolio managers with research responsibilities and have been with Provident since December 1997 and July 1995, respectively.

Portfolio Management Team

RS INVESTMENT MANAGEMENT, LP  
388 Market Street  
Suite 1700  
San Francisco, CA 94111

Mr. Seabern has been a Principal and Co-Portfolio Manager at RSIM since 1997. He joined RSIM in 1993 as an Analyst. Prior to joining RSIM, he was an Analyst with Duncan-Hurst Capital Management from 1991 to 1993.

Portfolio Managers  
John H. Seabern  
John L. Wallace

Mr. Wallace has been a Managing Director of RSIM since 1995. Prior to joining RSIM, Mr. Wallace was a Vice President and Portfolio Manager at OppenheimerFunds, Inc. from 1986 to 1995.

</TABLE>

MANAGEMENT TEAM

The Manager and the Sub-advisers (cont'd)

<TABLE>  
<CAPTION>

| PORTFOLIO  | SUB-ADVISERS AND PORTFOLIO MANAGER(S)   | BUSINESS EXPERIENCE   |
|--|---|---|
| <S><br>AXA Premier VIP Small/Mid Cap Value Portfolio | <C><br>AXA ROSENBERG INVESTMENT MANAGEMENT LLC<br>4 Orinda Way<br>Building E<br>Orinda, CA 94563<br><br>Portfolio Engineers<br>P. Douglas Burton<br>Syed A. Zamil | <C><br>Investment decisions arise from AXA Rosenberg's automatic expert system processing which combines proprietary software programs and comprehensive databases to replicate the decisions financial experts might make in a perfect world. Therefore, AXA Rosenberg does not have Portfolio Managers as traditionally defined, but rather, the firm has Portfolio Engineers who research and monitor the portfolio's performance against the relevant benchmark and ensure compliance with the portfolio's objectives.<br><br>Mr. Burton has been a Portfolio Engineer of AXA Rosenberg since 1998. Prior to joining the firm, Mr. Burton was a Portfolio Manager and an Analyst at Deseret Mutual Benefit Administrators from 1988 to 1998.<br><br>Mr. Zamil has been a Portfolio Engineer of AXA Rosenberg since 2000. Prior to joining the firm, Mr. Zamil was a Managing Director at Capital Management from 1997 to 2000. From 1993 to 1997, Mr. Zamil was a consultant and regional manager at BARRA. |
| TCW INVESTMENT MANAGEMENT                            |   | Mr. Galluccio has been a Managing Director of TCW since   |



COMPANY  
865 South Figueroa Street  
Los Angeles, CA 90017

Portfolio Managers  
Nicholas F. Galluccio  
Susan I. Schottenfeld

WELLINGTON MANAGEMENT  
COMPANY, LLP  
75 State Street  
Boston, MA 02109

Portfolio Management Team

1997. He joined TCW in 1982 as an Equity Analyst. Prior to joining TCW, Mr. Galluccio was a Securities Analyst with Lehman Brothers Kuhn Loeb, Inc. from 1981 to 1982.

Ms. Schottenfeld has been a Managing Director of TCW since 1998. She joined TCW in 1985 as a Special Situations Analyst. Prior to joining TCW, Ms. Schottenfeld was a Research Liaison to equity sales with Wertheim Schroder and Co. from 1983 to 1985.

Wellington Management's management approach to its portion of the fund is built on a team concept. The team is headed by James N. Mordy, Senior Vice President. Mr. Mordy joined Wellington Management in 1985 as an investment professional.

</TABLE>

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MANAGEMENT TEAM

The Manager and the Sub-advisers (cont'd)

<TABLE>  
<CAPTION>

| PORTFOLIO   | SUB-ADVISERS AND PORTFOLIO MANAGER (S)   | BUSINESS EXPERIENCE  |
|---|--|--|
| <S><br>AXA Premier VIP International Equity Portfolio | <C><br>ALLIANCE CAPITAL MANAGEMENT L.P.<br>(BERNSTEIN INVESTMENT RESEARCH AND MANAGEMENT UNIT)<br>1345 Avenue of the Americas<br>New York, NY 10105<br><br>Portfolio Management Team | <C><br>The Portfolio Management Team consists of a core group of senior investment and research professionals of the Bernstein Unit of Alliance Capital.<br><br>Andrew S. Adelson chairs the International Equity Investment Policy Group. Mr. Adelson has been Chief Investment Officer -- International Value Equities and an Executive Vice President at Alliance Capital since 2000. He was Chief Investment Officer of International Investment Management Services at Sanford C. Bernstein & Co., Inc. ("Bernstein") from 1990 to 2000 when Bernstein became the Bernstein Unit of Alliance Capital. |
|   | BANK OF IRELAND ASSET MANAGEMENT (U.S.) LIMITED<br>26 Fitzwilliam Place<br>Dublin 2<br>Ireland<br><br>Portfolio Management Team  | BIAM (U.S.)'s management approach to its portion of the portfolio is built on a team concept. The team of nineteen asset managers is headed by Chris Reilly, Chief Investment Officer. Mr. Reilly joined BIAM (U.S.)'s Asset Management Team in 1980 and has had overall responsibility for asset management since 1985.   |
|   | OPPENHEIMERFUNDS, INC.<br>6803 South Tucson Way<br>Englewood, CO 80112<br><br>Portfolio Manager<br>George Evans  | Mr. Evans has been a Vice President of Oppenheimer since October 1993 and of HarbourView Asset Management Corporation, a subsidiary of Oppenheimer Acquisition Corp., since July 1994. He joined Oppenheimer in 1990.  |

</TABLE>

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MANAGEMENT TEAM

The Manager and the Sub-advisers (cont'd)

<TABLE>  
<CAPTION>

| PORTFOLIO                                   | SUB-ADVISERS AND PORTFOLIO MANAGER (S)   | BUSINESS EXPERIENCE  |
|---|--|--|
| <S><br>AXA Premier VIP Technology Portfolio | <C><br>ALLIANCE CAPITAL MANAGEMENT L.P.<br>1345 Avenue of the Americas<br>New York, NY 10105 | <C><br>Mr. Malone has been a Senior Vice President and Portfolio Manager of Alliance Capital since 1995. Mr. Malone joined Alliance Capital as a Vice President, |

Portfolio Manager  
Gerald T. Malone

DRESDNER RCM GLOBAL INVESTORS  
LLC  
Four Embarcadero Center  
San Francisco, CA 94111

Portfolio Managers  
Huachen Chen  
Walter C. Price

FIRSTHAND CAPITAL MANAGEMENT,  
INC.  
125 South Market  
Suite 1200  
San Jose, CA 95113

Portfolio Manager  
Kevin M. Landis

Research Analyst and Portfolio Manager in 1992.

Mr. Chen has been a Managing Director, Senior Analyst and Portfolio Manager of Dresdner since 1994. He joined Dresdner in 1984 as a Securities Analyst.

Mr. Price has been a Managing Director, Senior Analyst and Portfolio Manager of Dresdner since 1978. He joined Dresdner in 1974 as a Senior Securities Analyst.

Mr. Landis is the Chief Investment Officer of Firsthand. Mr. Landis co-founded the firm in 1993 and has been a Portfolio Manager with Firsthand since 1994.

</TABLE>

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#### MANAGEMENT TEAM

The Manager and the Sub-advisers (cont'd)

<TABLE>  
<CAPTION>

| PORTFOLIO                                    | SUB-ADVISERS AND PORTFOLIO MANAGER(S)   | BUSINESS EXPERIENCE   |
|--|---|---|
| <S><br>AXA Premier VIP Health Care Portfolio | <C><br>A I M CAPITAL MANAGEMENT, INC.<br>11 Greenway Plaza<br>Suite 100<br>Houston, TX 77046<br><br>Portfolio Management Team   | The portion of assets allocated to AIM is managed by a team of investment professionals led by Michael Yellen. Mr. Yellen joined AIM in 1994 as an investment analyst.  |
|  | DRESDNER RCM GLOBAL INVESTORS LLC<br>Four Embarcadero Center<br>San Francisco, CA 94111<br><br>Portfolio Manager<br>Michael Dauchot   | Dr. Dauchot has been a Manager of Dresdner since 1999. He joined Dresdner in 1999 as an Analyst. Prior to joining Dresdner, Dr. Dauchot was a Junior Analyst at Banc Boston Robertson from 1996 to 1998.  |
|  | WELLINGTON MANAGEMENT COMPANY, LLP<br>75 State Street<br>Boston, MA 02109<br><br>Portfolio Managers<br>Ann C. Gallo<br>Jean M. Hynes<br>Kirk J. Mayer<br>Joseph H. Schwartz | Ms. Gallo has been a Vice President of Wellington Management since 1998. Ms. Gallo joined Wellington Management as a Global Industry Analyst in 1998. Prior to joining Wellington Management, she was a Health Care Analyst with BT Alex Brown from 1995 to 1998.<br><br>Ms. Hynes has been a Senior Vice President of Wellington Management since 2001. Ms Hynes joined Wellington Management as a research assistant in 1991.<br><br>Mr. Mayer has been a Vice President of Wellington Management since 2001. Mr. Mayer joined Wellington Management as a Global Industry Analyst in 1998. Prior to joining Wellington Management, he attended the University of Pennsylvania's Wharton School of Finance where he obtained his MBA from 1996 to 1998, and he was an Operations Manager with Lockheed Martin Corporation from 1994 to 1996. |
|  |   | Mr. Schwartz has been a Senior Vice President of Wellington Management since 1995. Mr. Schwartz joined Wellington Management as a Global Industry Analyst in 1983.  |
| AXA Premier VIP Core Bond Portfolio          | BLACKROCK ADVISORS, INC.<br>100 Bellevue Parkway<br>Wilmington, DE 19809<br><br>Portfolio Managers  | Mr. Amero has been a Managing Director and Portfolio Manager of BAI since 1990. Prior to joining BAI, he was a Vice President in Fixed Income Research at The First Boston Corporation from 1985 to 1990.   |

Scott M. Amero  
Keith T. Anderson  
Rajiv Sobti

Mr. Anderson has been a Managing Director and Chief Investment Officer, Fixed Income of BAI since founding the firm in 1988. Prior to founding BAI, Mr. Anderson was a Vice President in Fixed Income Research at The First Boston Corporation from 1987 to 1988.

Dr. Sobti has been a Managing Director and Portfolio Manager of BAI since 1998. Prior to joining BAI, he was a Managing Director and head of Quantitative Research at Donaldson Lufkin & Jenrette from 1986 to 1998.

</TABLE>

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#### MANAGEMENT TEAM

The Manager and the Sub-advisers (cont'd)

<TABLE>  
<CAPTION>

| PORTFOLIO | SUB-ADVISERS AND PORTFOLIO MANAGER(S)   | BUSINESS EXPERIENCE   |
|-----------|---|---|
| <S>       | <C><br>PACIFIC INVESTMENT MANAGEMENT COMPANY LLC<br>840 Newport Center Drive<br>Suite 300<br>Newport Beach, CA 92660<br><br>Portfolio Management Team | <C><br>The Portfolio Management Team develops and implements investment strategy for the portfolio.<br><br>William H. Gross heads the Portfolio Management Team. Mr. Gross is a Managing Director and the Chief Investment Officer of PIMCO and has been associated with the firm for over 30 years.<br>Mr. Gross was a founder of PIMCO. |

</TABLE>

#### MANAGEMENT FEES

Each portfolio pays a fee to Equitable for management services. The Large Cap Core Equity Portfolio, Large Cap Growth Portfolio and Large Cap Value Portfolio each pay a management fee at an annual rate of 0.90% of the average net assets of the portfolio. The Small/Mid Cap Growth Portfolio and Small/Mid Cap Value Portfolio each pay a management fee at an annual rate of 1.10% of the average net assets of the portfolio. The International Equity Portfolio pays a management fee at an annual rate of 1.05% of the average net assets of the portfolio. The Technology Portfolio and Health Care Portfolio each pay a management fee at an annual rate of 1.20% of the average net assets of the portfolio. The Core Bond Portfolio pays a management fee at an annual rate of 0.60% of the average net assets of the portfolio.

The sub-advisers are paid by Equitable. Changes to the sub-advisory fees may be negotiated, which could result in an increase or decrease in the amount of the management fee retained by Equitable, without shareholder approval. For certain administrative services, in addition to the management fee, each portfolio pays Equitable a fee at an annual rate of 0.15% of the portfolio's total average net assets plus \$35,000 per portfolio and an additional \$35,000 for each portion of the portfolio for which separate administrative services are provided (e.g., portions of a portfolio allocated to separate sub-advisers and/or managed in a discrete style).

#### EXPENSE LIMITATION AGREEMENT

In the interest of limiting until April 30, 2004 the expenses of each portfolio, the Manager has entered into an expense limitation agreement with the Trust with respect to the portfolios ("Expense Limitation Agreement"). Pursuant to that Expense Limitation Agreement, the Manager has agreed to waive or limit its fees and to assume other expenses so that the total annual operating expenses of each portfolio (other than interest, taxes, brokerage commissions, other expenditures which are capitalized in accordance with generally accepted accounting principles, other extraordinary expenses not incurred in the ordinary course of each portfolio's business and amounts payable pursuant to a plan adopted in accordance with Rule 12b-1 under the Investment Company Act of 1940), are limited to 1.10% for the Large Cap Growth Portfolio, the Large Cap Core Equity Portfolio and the Large Cap Value Portfolio, 1.35% for the Small/Mid Cap Growth Portfolio and the Small/Mid Cap Value Portfolio, 1.55% for the International Equity Portfolio, 1.60% for the

Equitable may be reimbursed the amount of any such payments in the future provided that the payments are reimbursed within three years of the payment being made and the combination of the portfolio's expense ratio and such reimbursements do not exceed the portfolio's expense cap. If the actual expense ratio is less than the expense cap and Equitable has recouped all eligible previous payments made, the portfolio will be charged such lower expenses.

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#### PORTFOLIO SERVICES

##### BUYING AND SELLING SHARES

Each portfolio offers Class A and Class B shares. All shares are purchased and sold at their net asset value without any sales load. These portfolios are not designed for professional market-timers, see the section entitled "Purchase Restrictions on Market-Timers."

The price at which a purchase or sale is effected is based on the next calculation of net asset value after an order is placed by an insurance company or qualified retirement plan investing in or redeeming from the Trust. All redemption requests will be processed and payment with respect thereto will normally be made within seven days after tender.

##### RESTRICTIONS ON BUYING AND SELLING SHARES

###### PURCHASE RESTRICTIONS

The portfolios reserve the right to suspend or change the terms of purchasing or selling shares.

###### PURCHASE RESTRICTIONS ON MARKET-TIMERS AND ACTIVE TRADERS

Each portfolio and the Co-distributors reserve the right to refuse or limit any purchase order by a particular purchaser (or group of related purchasers) if the transaction is deemed harmful to the portfolio's other shareholders or would disrupt the management of the portfolio.

You should note that the Trust is not designed for professional "market timing" organizations, or other organizations or individuals engaging in a market timing strategy, making programmed transfers, frequent transfers or transfers that are large in relation to the total assets of each of the Trust's portfolios. These kinds of strategies and transfer activities are disruptive to the Trust's portfolios. If we determine that your transfer patterns among the Trust's portfolios are disruptive to the Trust's portfolios, we may, among other things, restrict the availability of personal telephone requests, facsimile transmissions, automated telephone services, internet services or any electronic transfer services. We may also refuse to act on transfer instructions of an agent acting under a power of attorney who is acting on behalf of more than one owner.

We currently consider transfers into and out of (or vice versa) a portfolio within a five business day period as potentially disruptive transfer activity. In order to prevent disruptive activity, we monitor the frequency of transfers, including the size of transfers in relation to portfolio assets, in each portfolio, and we take appropriate action, which may include the actions described above to restrict availability of voice, fax and automated transaction services, when we consider the activity of owners to be disruptive. We currently give additional individualized notice, to owners who have engaged in such activity, of our intention to restrict such services. However, we may not continue to give such individualized notice. We may also, in our sole discretion and without further notice, change what we consider disruptive transfer activity, as well as change our procedures to restrict this activity.

###### SELLING RESTRICTIONS

The table below describes restrictions placed on selling shares of any portfolio described in this Prospectus.

<TABLE>  
<CAPTION>

| RESTRICTION | SITUATION |
|-------------|-----------|
| <S>         | <C>       |

The portfolio may suspend the right of redemption or postpone payment for more than 7 days:

- o When the New York Stock Exchange is closed (other than a weekend/holiday).
- o During an emergency.
- o Any other period permitted by the SEC.

A portfolio may pay the redemption price in whole or part by a distribution in kind of readily marketable securities in lieu of cash or may take up to 7 days to pay a redemption request in order to raise capital:

- o When it is detrimental for a portfolio to make cash payments as determined in the sole discretion of Equitable.

</TABLE>

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## PORTFOLIO SERVICES

### HOW PORTFOLIO SHARES ARE PRICED

"Net asset value" is the price of one share of a portfolio without a sales charge, and is calculated each business day using the following formula:

$$\text{NET ASSET VALUE} = \frac{\text{TOTAL MARKET VALUE OF SECURITIES} + \text{CASH AND OTHER ASSETS} - \text{LIABILITIES}}{\text{NUMBER OF OUTSTANDING SHARES}}$$

The net asset value of portfolio shares is determined according to this schedule:

- o A share's net asset value is determined as of the close of regular trading on the New York Stock Exchange ("Exchange") on the days the Exchange is open for trading. This is normally 4:00 p.m. Eastern Time.
- o The price you pay for purchasing or redeeming a share will be based upon the net asset value next calculated after your order is placed by an insurance company or qualified retirement plan.
- o A portfolio heavily invested in foreign securities may have net asset value changes on days when you cannot buy or sell its shares.

Generally, portfolio securities are valued as follows:

- o Equity securities -- most recent sales price or if there is no sale, latest available bid price.
- o Debt securities (other than short-term obligations) -- based upon pricing service valuations.
- o Short-term obligations -- amortized cost (which approximates market value).
- o Securities traded on foreign exchanges -- most recent sales or bid price on the foreign exchange or market, unless a significant event or circumstance occurs after the close of that market or exchange will materially affect its value. In that case, fair value as determined by or under the direction of the board of trustees at the close of regular trading on the Exchange.
- o Options -- last sales price or, if not available, previous day's sales price. However, if the bid price is higher or the asked price is lower than the previous day's last sales price, the higher bid or lower asked price may be used. Options not traded on an exchange or actively traded are valued according to fair value methods.
- o Futures -- last sales price or, if there is no sale, latest available bid price.
- o Other Securities -- other securities and assets for which market quotations are not readily available or for which valuation cannot be provided are valued at their fair value under the direction of the Trust's board of trustees.

Events or circumstances affecting the values of portfolio securities that occur between the closing of their principal markets and the time the net asset value is determined may be reflected in the Trust's calculation of net asset values for each applicable portfolio when Equitable deems that the particular event or circumstance would materially affect such portfolio's net asset value.

The effect of fair value pricing as described above is that securities may not be priced on the basis of quotations from the primary market in which they are

traded, but rather may be priced by another method that the Trust's board of trustees believes accurately reflects fair value. This policy is intended to assure that each portfolio's net asset value fairly reflects security values as of the time of pricing.

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## PORTFOLIO SERVICES

### DIVIDENDS AND OTHER DISTRIBUTIONS

The portfolios generally distribute most or all of their net investment income and their net realized gains, if any, annually. The Core Bond Portfolio normally pays dividends of net investment income monthly, and its gains, if any, annually. Dividends and other distributions are automatically reinvested at net asset value in shares of the portfolios.

### TAX CONSEQUENCES

Each portfolio is treated as a separate entity, and intends to qualify to be treated as a regulated investment company, for federal income tax purposes. Regulated investment companies are usually not taxed at the entity (portfolio) level. They pass through their income and gains to their shareholders by paying dividends. A portfolio will be treated as a regulated investment company if it meets specified federal income tax rules, including types of investments, limits on investments, types of income, and dividend payment requirements. Although the Trust intends that it and each portfolio will be operated to have no federal tax liability, if they have any federal tax liability, it could hurt the investment performance of the portfolio in question. Also, any portfolio investing in foreign securities or holding foreign currencies could be subject to foreign taxes, which could reduce the investment performance of the portfolio.

It is important for each portfolio to maintain its regulated investment company status because the shareholders of the portfolio that are insurance company separate accounts will then be able to use a favorable investment diversification testing rule in determining whether the Contracts indirectly funded by the portfolio meet tax qualification rules for variable insurance contracts. If a portfolio fails to meet specified investment diversification requirements, owners of non-pension plan Contracts funded through the Trust could be taxed immediately on the accumulated investment earnings under their Contracts and could lose any benefit of tax deferral. Equitable, in its capacity as Manager and as the administrator for the Trust, therefore carefully monitors compliance with all of the regulated investment company rules and variable insurance contract investment diversification rules.

Contract owners seeking to understand the tax consequences of their investment should consult with their tax advisers or the insurance company that issued their variable product or refer to their Contract prospectus.

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## GLOSSARY OF TERMS

**BID PRICE** -- The price a prospective buyer is ready to pay. This term is used by traders who maintain firm bid and offer prices in a given security by standing ready to buy or sell security units at publicly quoted prices.

**CAPITAL GAIN DISTRIBUTIONS** -- Payments to a portfolio's shareholders of profits earned from selling securities in that portfolio. Capital gain distributions are usually paid once a year.

**CORE INVESTING** -- An investment style that includes both the strategies used when seeking either growth companies (those with strong earnings growth) or value companies (those that may be temporarily out of favor or have earnings or assets not fully reflected in their stock price).

**DERIVATIVE** -- A financial instrument whose value and performance are based on the value and performance of another security or financial instrument.

**DIVERSIFICATION** -- The strategy of investing in a wide range of companies to reduce the risk if an individual company suffers losses.

**DURATION** -- A measure of how much a bond's price fluctuates with changes in comparable interest rates.

**EARNINGS GROWTH** -- A pattern of increasing rate of growth in earnings per share from one period to another, which usually causes a stock's price to rise.

**FUNDAMENTAL ANALYSIS** -- An analysis of the balance sheet and income statements

of a company in order to forecast its future stock price movements. Fundamental analysis considers past records of assets, earnings, sales, products, management and markets in predicting future trends in these indicators of a company's success or failure. By appraising a company's prospects, analysts using such an approach assess whether a particular stock or group of stocks is undervalued or overvalued at its current market price.

**GROWTH INVESTING** -- An investment style that emphasizes companies with strong earnings growth. Growth investing is generally considered more aggressive than "value" investing.

**INTEREST RATE** -- Rate of interest charged for the use of money, usually expressed as an annual rate.

**MARKET CAPITALIZATION** -- Market price of a company's shares multiplied by number of shares outstanding. A common measure of the relative size of a company.

**NET ASSET VALUE (NAV)** -- The market value of one share of a portfolio on any given day without taking into account any front-end sales charge or CDSC. It is determined by dividing a portfolio's total net assets by the number of shares outstanding.

**PRICE-TO-BOOK VALUE RATIO** -- Current market price of a stock divided by its book value, or net asset value.

**PRICE-TO-EARNINGS RATIO** -- Current market price of a stock divided by its earnings per share. Also known as the "multiple," the price-to-earnings ratio gives investors an idea of how much they are paying for a company's earning power and is a useful tool for evaluating the costs of different securities.

**VALUE INVESTING** -- An investment style that focuses on companies that may be temporarily out of favor or have earnings or assets not fully reflected in their stock prices.

**VOLATILITY** -- The general variability of a portfolio's value resulting from price fluctuations of its investments. In most cases, the more diversified a portfolio is, the less volatile it will be.

**YIELD** -- The rate at which a portfolio earns income, expressed as a percentage. Mutual fund yield calculations are standardized, based upon a formula developed by the Securities and Exchange Commission.

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#### DESCRIPTION OF BENCHMARKS

Each portfolio's performance is compared to that of a broad-based securities market index.

Broad-based securities indices are unmanaged and are not subject to fees and expenses typically associated with managed investment company portfolios. Investments cannot be made directly in a broad-based securities index.

#### RUSSELL 3000 INDEX

Composed of 3,000 large U.S. securities, as determined by total market capitalization. This index is capitalization weighted and represents approximately 98% of the investable U.S. equity market.

#### RUSSELL 1000 GROWTH INDEX

Contains those Russell 1000 securities (1,000 largest securities in the Russell 3000 Index) with a greater-than-average growth orientation. Securities in this index tend to exhibit higher price-to-book and price-to-earnings ratios, lower dividend yields and higher forecasted growth values than the Value universe.

#### RUSSELL 1000 VALUE INDEX

Contains those Russell 1000 securities (1,000 largest securities in the Russell 3000 Index) with a less-than-average growth orientation. It represents the universe of stocks from which value managers typically select. Securities in this index tend to exhibit lower price-to-book and price-to-earnings ratios, higher dividend yields and lower forecasted growth values than the Growth universe.

#### STANDARD & POOR'S 500 INDEX

Contains 500 of the largest U.S. industrial, transportation, utility and

financial companies deemed by Standard and Poor's to be representative of the larger capitalization portion of the U.S. stock market. The index is capitalization weighted, thereby giving greater weight to companies with the largest market capitalizations.

#### RUSSELL 1000 INDEX

Contains 1,000 of the largest companies in the Russell 3000 Index, representing approximately 92% of the total market capitalization of the Russell 3000 Index.

#### RUSSELL 2000 INDEX

Contains 2,000 of the smallest companies in the Russell 3000 Index, representing approximately 8% of the total market capitalization of the Russell 3000 Index.

#### RUSSELL 2500 GROWTH INDEX

Contains those Russell 2500 securities (the bottom 500 securities in the Russell 1000 Index and all 2,000 securities in the Russell 2000 Index) with a greater-than-average growth orientation. Securities in this index tend to exhibit higher price-to-book and price-earnings ratios, lower dividend yields and higher forecasted growth values than the Value universe.

#### RUSSELL 2500 VALUE INDEX

Contains those Russell 2500 securities (the bottom 500 securities in the Russell 1000 Index and all 2,000 securities in the Russell 2000 Index) with a less-than-average growth orientation. Securities in this index tend to exhibit lower price-to-book and price-earnings ratios, lower dividend yields and higher forecasted growth values than the Growth universe.

#### RUSSELL 1000 TECHNOLOGY INDEX

Contains those Russell 1000 securities (1,000 largest securities in the Russell 3000 Index) that are deemed technology companies by the Russell sector classification scheme. This sector includes securities in the following industries: computer hardware, computer software, communications technology, electrical & electronics, semiconductors, and scientific equipment & suppliers. The index is market value weighted.

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#### DESCRIPTION OF BENCHMARKS (cont'd)

##### RUSSELL 1000 HEALTHCARE INDEX

Contains those Russell 1000 securities (1,000 largest securities in the Russell 3000 Index) that are deemed healthcare companies by the Russell sector classification scheme.

##### MORGAN STANLEY CAPITAL INTERNATIONAL EAFE INDEX

Contains a market capitalization weighted sampling of securities deemed by Morgan Stanley Capital International to be representative of the market structure of the developed equity markets in Europe, Australasia and the Far East. To construct the index, MSCI targets at least 60% coverage of the market capitalization of each industry within each country in the EAFE index. Companies with less than 40% of their market capitalization publicly traded are float-adjusted to include only a fraction of their market capitalization in the broader EAFE index. EAFE index assumes dividends reinvested net of withholding taxes and do not reflect any fees and expenses.

##### LEHMAN BROTHERS AGGREGATE BOND INDEX

The Lehman Brothers Aggregate Bond Index covers the U.S. investment-grade fixed-rate bond market, including government and credit securities, agency mortgage pass-through securities, asset-backed securities, and commercial mortgage-based securities. To qualify for inclusion in the Lehman Aggregate Index, a bond must have at least one year remaining to final maturity, \$150 million in par value outstanding, rated Baa or better by Moody's, have a fixed coupon rate, and be dollar denominated.

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FINANCIAL HIGHLIGHTS

The financial highlights table is intended to help you understand the financial performance of the Trust's Class A and Class B shares. The financial information in the table below is for the fiscal period ended December 31, 2002, the first year of the funds' operations. The information below has been derived from the financial statements of the Trust, which have been audited by PricewaterhouseCoopers LLP, independent public accountants. PricewaterhouseCoopers LLP's report on the Trust's financial statements as of December 31, 2002 appears in the Trust's Annual Report. Certain information reflects financial results for a single fund share. The total returns in the tables represent the rate that a shareholder would have earned (or lost) on an investment in the fund (assuming reinvestment of all dividends and disbursements). The total return figures shown below do not reflect any separate account or Contract fees and charges. The information should be read in conjunction with the financial statements contained in the Trust's Annual Report which are incorporated by reference into the Trust's Statement of Additional Information (SAI) and available upon request.

[Financial Highlights Tables to be inserted]

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If you would like more information about the portfolios, the following documents are available free upon request.

ANNUAL AND SEMI-ANNUAL REPORTS -- Includes more information about the portfolios' performance. The reports usually include performance information, a discussion of market conditions and the investment strategies that affected the portfolios' performance during the last fiscal year.

STATEMENT OF ADDITIONAL INFORMATION (SAI) -- Provides more detailed information about the portfolios, has been filed with the Securities and Exchange Commission and is incorporated into this Prospectus by reference.

TO ORDER A FREE COPY OF A PORTFOLIO'S SAI AND/OR ANNUAL AND SEMI-ANNUAL REPORT, CONTACT YOUR FINANCIAL PROFESSIONAL, OR THE PORTFOLIOS AT:

AXA PREMIER VIP TRUST  
1290 AVENUE OF THE AMERICAS  
NEW YORK, NEW YORK 10104  
TELEPHONE: 866-231-8585

Your financial professional or AXA Premier VIP Trust will also be happy to answer your questions or to provide any additional information that you may require.

Information about the portfolios (including the SAI) can be reviewed and copied at the SEC's Public Reference Room in Washington, D.C. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-202-942-8090. Reports and other information about the portfolios are available on the EDGAR database on the SEC's Internet site at:

[HTTP://WWW.SEC.GOV.](http://www.sec.gov)

Investors may also obtain this information, after paying a duplicating fee, by electronic request at the following E-mail address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov) or by writing the SEC's Public Reference Section, Washington, D.C. 20549-0102.

AXA PREMIER VIP TRUST

<TABLE>

<CAPTION>

<S>

AXA Premier VIP Large Cap Growth Portfolio  
AXA Premier VIP Large Cap Core Equity Portfolio  
AXA Premier VIP Large Cap Value Portfolio  
AXA Premier VIP Small/Mid Cap Growth Portfolio  
AXA Premier VIP Small/Mid Cap Value Portfolio

<C>

AXA Premier VIP International Equity Portfolio  
AXA Premier VIP Technology Portfolio  
AXA Premier VIP Health Care Portfolio  
AXA Premier VIP Core Bond Portfolio

</TABLE>

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[LOGO]

PROSPECTUS MAY , 2003

AXA PREMIER VIP TRUST

AXA PREMIER VIP LARGE CAP GROWTH PORTFOLIO  
AXA PREMIER VIP LARGE CAP CORE EQUITY PORTFOLIO  
AXA PREMIER VIP LARGE CAP VALUE PORTFOLIO  
AXA PREMIER VIP SMALL/MID CAP GROWTH PORTFOLIO  
AXA PREMIER VIP SMALL/MID CAP VALUE PORTFOLIO  
AXA PREMIER VIP INTERNATIONAL EQUITY PORTFOLIO  
AXA PREMIER VIP TECHNOLOGY PORTFOLIO  
AXA PREMIER VIP HEALTH CARE PORTFOLIO  
AXA PREMIER VIP CORE BOND PORTFOLIO

The Securities and Exchange Commission has not approved any portfolio's shares or determined whether this Prospectus is accurate or complete. Anyone who tells you otherwise is committing a crime.

INTRODUCTION

AXA Premier VIP Trust ("Trust") is a family of distinct mutual funds, each with its own investment strategy and risk/reward profile. This prospectus describes Class B shares of each of the Trust's portfolios. Each portfolio is a diversified portfolio, except AXA Premier VIP Technology Portfolio and AXA Premier VIP Health Care Portfolio, which are non-diversified portfolios sometimes referred to as "sector portfolios." Information on each portfolio, including investment objectives, investment strategies and investment risks, can be found on the pages following this introduction. The investment objective of a portfolio is not a fundamental policy and may be changed without a shareholder vote.

The Trust's shares are currently sold only to insurance company separate accounts in connection with variable life insurance contracts and variable annuity certificates and contracts ("Contracts") issued or to be issued by The Equitable Life Assurance Society of the United States ("Equitable") or other affiliated or unaffiliated insurance companies. Shares also may be sold to tax-qualified retirement plans. The Prospectus is designed to help you make informed decisions about the portfolios that are available under your Contract or under your retirement plan. You will find information about your Contract and how it works in the accompanying prospectus for the Contracts if you are a Contract owner or participant under a Contract. Not all of the portfolios may be available under your Contract or under your retirement plan. You should consult your Contract prospectus or retirement plan documents to see which portfolios are available.

The investment manager to each portfolio is Equitable. The day-to-day management of each portfolio is provided by one or more investment sub-advisers. Information regarding Equitable and the sub-advisers is included under "Management Team" in this prospectus. Equitable may allocate a portfolio's assets to additional sub-advisers subject to approval of the Trust's board of trustees. In addition, Equitable may, subject to the approval of the Trust's board of trustees, appoint, dismiss and replace sub-advisers and amend sub-advisory agreements without obtaining shareholder approval. In such

circumstances, shareholders would receive notice of such action. However, Equitable may not enter into a sub-advisory agreement with an "affiliated person" of Equitable (as that term is defined in Section 2(a)(3) of the Investment Company Act of 1940, as amended ("1940 Act")) ("Affiliated Adviser"), such as Alliance Capital Management L.P. and AXA Rosenberg Investment Management LLC, unless the sub-advisory agreement with the Affiliated Adviser, including compensation, is approved by the affected portfolio's shareholders.

## INTRODUCTION

The co-distributors for each portfolio are AXA Advisors, LLC and AXA Distributors, LLC.

An investment in a portfolio is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Because you could lose money by investing in these portfolios, be sure to read all risk disclosures carefully before investing.

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## AXA PREMIER VIP LARGE CAP GROWTH PORTFOLIO

MANAGER: Equitable

SUB-ADVISERS: Alliance Capital Management L.P.  
Dresdner RCM Global Investors LLC  
TCW Investment Management Company

## Key Terms

- o GROWTH INVESTING -- An investment style that emphasizes companies with strong earnings growth. Growth investing is generally considered more aggressive than "value" investing.
- o LARGE CAP COMPANIES -- Companies with market capitalization in excess of \$5 billion.

#### INVESTMENT GOAL

Long-term growth of capital.

#### PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of U.S. large capitalization companies. Large capitalization companies are companies with market capitalization in excess of \$5 billion at the time of investment.

The portfolio intends to invest primarily in common stock but it may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, such as preferred stock, warrants and securities convertible into common stock.

Utilizing a due diligence process covering a number of key factors, Equitable selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to three or more sub-advisers. Equitable monitors the sub-advisers and may replace or add sub-advisers, subject to the approval of the Trust's board of trustees.

The sub-advisers focus on identifying companies expected to grow at a faster rate than the U.S. economy. This process involves researching and evaluating individual companies for potential investment. The sub-advisers may sell a security for a variety of reasons, including to seek more attractive growth prospects.

For temporary defensive purposes, the portfolio may invest, without limit, in cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these instruments, the portfolio will not be pursuing its investment objective. The portfolio is not a market-timing vehicle.

#### PRINCIPAL INVESTMENT RISKS

An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Equity Risk -- Stocks and other equity securities generally fluctuate in value more than bonds.
- o Investment Style Risk -- The sub-advisers primarily use a particular style or set of styles -- in this case "growth" styles -- to select investments for the portfolio. Those styles may be out of favor or may not produce the best results over short or longer time periods. They may also increase the volatility of the portfolio's share price.
- o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
- o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

1

#### PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that were in place during the period shown. The performance results presented below

do not reflect any insurance and Contract-related fees and expenses, which would reduce the performance results. Since Equitable may add to, dismiss or replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

The following bar chart illustrates the annual total return for the portfolio's Class B shares for 2002, the portfolio's first full calendar year of operations. The inception date for the portfolio is December 31, 2001.

<TABLE>  
 <CAPTION>  
 -----  
 CALENDAR YEAR ANNUAL TOTAL RETURN  
 -----  
 <S> <C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

-----  
 Best quarter (% and time period) Worst quarter (% and time period)  
 % (2002 Quarter) % (2002 Quarter)  
 -----

</TABLE>

The table below shows how the average annual total returns for the portfolio's Class B shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>  
 <CAPTION>  
 -----  
 AVERAGE ANNUAL TOTAL RETURNS  
 -----  
 ONE YEAR AND SINCE INCEPTION+  
 -----  
 <S> <C>  
 AXA Premier VIP Large Cap Growth Portfolio %  
 -----  
 Russell 1000 Growth Index\* %  
 -----

</TABLE>

- + The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical.
- \* For more information on this index, see the following section "Description of Benchmarks."

2

AXA PREMIER VIP LARGE CAP CORE EQUITY PORTFOLIO

MANAGER: Equitable  
 SUB-ADVISERS: Alliance Capital Management L.P.  
 (Bernstein Unit)  
 Janus Capital Management LLC  
 Thornburg Investment Management, Inc.

Key Terms

- o CORE INVESTING -- An investment style that includes both the strategies used when seeking either growth companies (those with strong earnings growth) or value companies (those that may be temporarily out of favor or have earnings or assets not fully reflected in their stock price).
- o LARGE CAP COMPANIES -- Companies with market capitalization in excess of \$5 billion.

INVESTMENT GOAL

Long-term growth of capital.

#### PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of U.S. large capitalization companies. Large capitalization companies are companies with market capitalization in excess of \$5 billion at the time of investment.

The portfolio intends to invest primarily in common stock but it may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, such as preferred stock, warrants and securities convertible into common stock.

Utilizing a due diligence process covering a number of key factors, Equitable selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to three or more sub-advisers. Equitable monitors the sub-advisers and may replace or add sub-advisers, subject to the approval of the Trust's board of trustees.

Each sub-adviser generally chooses investments that include either companies with above average growth prospects, companies selling at reasonable valuations, or both. Among other things, these processes involve researching and evaluating individual companies for potential investment. Each sub-adviser may sell a security for a variety of reasons, such as to invest in a company offering superior investment opportunities.

For temporary defensive purposes, the portfolio may invest, without limit, in cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these instruments, the portfolio will not be pursuing its investment objective. The portfolio is not a market-timing vehicle.

#### PRINCIPAL INVESTMENT RISKS

An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Equity Risk -- Stocks and other equity securities generally fluctuate in value more than bonds.
- o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
- o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

3

#### PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that were in place during the period shown. The performance results presented below do not reflect any insurance and Contract-related fees and expenses, which would reduce the performance results. Since Equitable may add to, dismiss or replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

The following bar chart illustrates the annual total return for the portfolio's Class B shares for 2002, the portfolio's first full calendar year of operations. The inception date for the portfolio is December 31, 2001.

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<CAPTION>

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CALENDAR YEAR ANNUAL TOTAL RETURN  
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<S> <C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

-----  
Best quarter (% and time period) Worst quarter (% and time period)  
% (2002 Quarter) % (2002 Quarter)  
-----

</TABLE>

The table below shows how the average annual total returns for the portfolio's Class B shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>  
<CAPTION>

-----  
AVERAGE ANNUAL TOTAL RETURNS  
-----

ONE YEAR AND SINCE INCEPTION+

<S> <C>  
AXA Premier VIP Large Cap Core Equity Portfolio %  
-----  
Standard & Poor's 500 Index\* %  
-----

</TABLE>

- + The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical.
- \* For more information on this index, see the following section "Description of Benchmarks."

4

AXA PREMIER VIP LARGE CAP VALUE PORTFOLIO

MANAGER: Equitable

SUB-ADVISERS: Alliance Capital Management L.P.  
Institutional Capital Corporation  
MFS Investment Management

Key Terms

- o VALUE INVESTING -- An investment style that focuses on companies that may be temporarily out of favor or have earnings or assets not fully reflected in their stock prices.
- o LARGE CAP COMPANIES -- Companies with market capitalization in excess of \$5 billion.

INVESTMENT GOAL

Long-term growth of capital.

PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of U.S. large capitalization companies. Large capitalization companies are companies with market capitalization in excess of \$5 billion at the time of investment.

The portfolio intends to invest primarily in common stock but it may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, such as preferred stock, warrants and securities convertible into common stock.

Utilizing a due diligence process covering a number of key factors, Equitable selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to three or more sub-advisers. Equitable monitors the sub-advisers subject to the approval of the Trust's board of trustees.

The sub-advisers focus primarily on stocks that are currently under-priced using certain financial measurements, including the stock's price-to-earnings and price-to-book ratios and dividend income potential. This process involves researching and evaluating individual companies for potential investment. This approach often leads the portfolio to focus on "strong companies" in out-of-favor sectors or out-of-favor companies exhibiting a catalyst for change. The sub-advisers may sell a security for a variety of reasons, such as because it becomes overvalued or shows deteriorating fundamentals.

For temporary defensive purposes, the portfolio may invest, without limit, in cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these instruments, the portfolio will not be pursuing its investment objective. The portfolio is not a market-timing vehicle.

#### PRINCIPAL INVESTMENT RISKS

An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Equity Risk -- Stocks and other equity securities generally fluctuate in value more than bonds.
- o Investment Style Risk -- The sub-advisers primarily use a particular style or set of styles -- in this case "value" styles -- to select investments for the portfolio. Those styles may be out of favor or may not produce the best results over short or longer time periods. They may also increase the volatility of the portfolio's share price.
- o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
- o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

5

#### PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that were in place during the period shown. The performance results presented below do not reflect any insurance and Contract-related fees and expenses, which would reduce the performance results. Since Equitable may add to, dismiss or replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

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<CAPTION>

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CALENDAR YEAR ANNUAL TOTAL RETURN  
-----

<S> <C>



[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

| Best quarter (% and time period)<br>% (2002 Quarter) | Worst quarter (% and time period)<br>% (2002 Quarter) |
|--|---|
|--|---|

</TABLE>

The table below shows how the average annual total returns for the portfolio's Class B shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>  
<CAPTION>

AVERAGE ANNUAL TOTAL RETURNS

ONE YEAR AND SINCE INCEPTION+

| <S>                                       | <C> |
|---|-----|
| AXA Premier VIP Large Cap Value Portfolio | %   |
| Russell 1000 Value Index*                 | %   |

</TABLE>

- + The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical.
- \* For more information on this index, see the following section "Description of Benchmarks."

6

AXA PREMIER VIP SMALL/MID CAP GROWTH PORTFOLIO

MANAGER: Equitable  
SUB-ADVISERS: Alliance Capital Management L.P.  
Provident Investment Counsel, Inc.  
RS Investment Management, LP

Key Terms

- o GROWTH INVESTING -- An investment style that emphasizes companies with strong earnings growth. Growth investing is generally considered more aggressive than "value" investing.
- o SMALL/MID CAP COMPANIES -- Companies with market capitalization between \$100 million and \$7 billion.

INVESTMENT GOAL

Long-term growth of capital.

PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of U.S. small- and mid-capitalization companies. Small/mid capitalization companies are companies with market capitalization between \$100 million and \$7 billion at the time of investment.

The portfolio intends to invest primarily in common stock but it may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, such as preferred stock, warrants and securities convertible into common stock.

Utilizing a due diligence process covering a number of key factors, Equitable selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to three or more sub-advisers. Equitable monitors the sub-advisers and may replace or add sub-advisers, subject to the approval of the Trust's board of trustees.

The sub-advisers will utilize an aggressive, growth-oriented investment style that emphasizes companies that are either in or entering into the growth phase

of their business cycle. In choosing investments, sub-advisers utilize a process that involves researching and evaluating individual companies for potential investment. The sub-advisers may sell a security for a variety of reasons, such as to invest in a company offering superior investment opportunities.

For temporary defensive purposes, the portfolio may invest, without limit, in cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these instruments, the portfolio will not be pursuing its investment objective. The portfolio is not a market-timing vehicle.

#### PRINCIPAL INVESTMENT RISKS

An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Equity Risk -- Stocks and other equity securities generally fluctuate in value more than bonds.
- o Investment Style Risk -- The sub-advisers primarily use a particular style or set of styles -- in this case "growth" styles -- to select investments for the portfolio. Those styles may be out of favor or may not produce the best results over short or longer time periods. They may also increase the volatility of the portfolio's share price.
- o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
- o Small- and Mid-Capitalization Risk -- Risk is greater for the common stocks of small- and mid-capitalization companies because they generally are more vulnerable than larger companies to adverse business or economic developments and they may have more limited resources. In general, these risks are greater for small-capitalization companies than for mid-capitalization companies.
- o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

#### PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that were in place during the period shown. The performance results presented below do not reflect any insurance and Contract-related fees and expenses, which would reduce the performance results. Since Equitable may add to, dismiss or replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

The following bar chart illustrates the annual total return for the portfolio's Class B shares for 2002, the portfolio's first full calendar year of operations. The inception date for the portfolio is December 31, 2001.

<TABLE>  
<CAPTION>

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CALENDAR YEAR ANNUAL TOTAL RETURN  
-----

<S> \_\_\_\_\_ <C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

| Best quarter (% and time period)<br>% (2002 Quarter) | Worst quarter (% and time period)<br>% (2002 Quarter) |
|--|---|
|--|---|

</TABLE>

The table below shows how the average annual total returns for the portfolio's Class B shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>  
<CAPTION>

AVERAGE ANNUAL TOTAL RETURNS

ONE YEAR AND SINCE INCEPTION+

| <S>  | <C> |
|--|-----|
| AXA Premier VIP Small/Mid Cap Growth Portfolio | %   |
| Russell 2500 Growth Index*                     | %   |

</TABLE>

- + The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical.
- \* For more information on this index, see the following section "Description of Benchmarks."

8

AXA PREMIER VIP SMALL/MID CAP VALUE PORTFOLIO

MANAGER: Equitable

SUB-ADVISERS: AXA Rosenberg Investment Management LLC  
TCW Investment Management Company  
Wellington Management Company, LLP

Key Terms

- o VALUE INVESTING -- An investment style that focuses on companies that may be temporarily out of favor or have earnings or assets not fully reflected in their stock prices.
- o SMALL/MID CAP COMPANIES -- Companies with market capitalization between \$100 million and \$7 billion.

INVESTMENT GOAL

Long-term growth of capital.

PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of U.S. small- and mid-capitalization companies. Small/mid capitalization companies are companies with market capitalization between \$100 million and \$7 billion at the time of investment.

The portfolio intends to invest primarily in common stock but it may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, such as preferred stock, warrants and securities convertible into common stock.

Utilizing a due diligence process covering a number of key factors, Equitable selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to three or more sub-advisers. Equitable monitors the sub-advisers and may replace or add sub-advisers, subject to the approval of the Trust's board of trustees.

The sub-advisers will utilize a value-oriented investment style that emphasizes companies deemed to be currently under-priced according to certain financial measurements, which may include price-to-earnings and price-to-book ratios and

dividend income potential. This process involves researching and evaluating individual companies for potential investment by the portfolio. This approach will often lead the portfolio to focus on "strong companies" in out-of-favor sectors or out-of-favor companies exhibiting a catalyst for change. The sub-advisers may sell a security for a variety of reasons, such as because it becomes overvalued or shows deteriorating fundamentals.

For temporary defensive purposes, the portfolio may invest, without limit, in cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these instruments, the portfolio will not be pursuing its investment objective. The portfolio is not a market-timing vehicle.

#### PRINCIPAL INVESTMENT RISKS

An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Equity Risk -- Stocks and other equity securities generally fluctuate in value more than bonds.
- o Investment Style Risk -- The sub-advisers primarily use a particular style or set of styles -- in this case "value" styles -- to select investments for the portfolio. Those styles may be out of favor or may not produce the best results over short or longer time periods. They may also increase the volatility of the portfolio's share price.
- o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
- o Small- and Mid-Capitalization Risk -- Risk is greater for the common stocks of small- and mid-capitalization companies because they generally are more vulnerable than larger companies to adverse business or economic developments and they may have more limited resources. In general, these risks are greater for small-capitalization companies than for mid-capitalization companies.
- o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

#### PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that were in place during the period shown. The performance results presented below do not reflect any insurance and Contract-related fees and expenses, which would reduce the performance results. Since Equitable may add to, dismiss or replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

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<TABLE>  
<CAPTION>

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CALENDAR YEAR ANNUAL TOTAL RETURN  
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<S> <C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

| Best quarter (% and time period)<br>% (2002 Quarter) | Worst quarter (% and time period)<br>% (2002 Quarter) |
|--|---|
|--|---|

</TABLE>

The table below shows how the average annual total returns for the portfolio's Class B shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>  
<CAPTION>

AVERAGE ANNUAL TOTAL RETURNS

|   | ONE YEAR AND SINCE INCEPTION+ |
|---|-------------------------------|
| AXA Premier VIP Small/Mid Cap Value Portfolio | %                             |
| Russell 2500 Value Index*                     | %                             |

</TABLE>

+ The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical. \* For more information on this index, see the following section "Description of Benchmarks."

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#### AXA PREMIER VIP INTERNATIONAL EQUITY PORTFOLIO

MANAGER: Equitable

SUB-ADVISERS: Alliance Capital Management L.P.  
(Bernstein Unit)  
Bank of Ireland Asset Management  
(U.S.) Limited  
OppenheimerFunds, Inc.

#### Key Term

- INTERNATIONAL INVESTING -- Focuses primarily on companies organized or headquartered outside the U.S.

#### INVESTMENT GOAL

Long-term growth of capital.

#### PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its total assets in equity securities of companies, including at least 65% of its total assets in equity securities of foreign companies (companies organized or headquartered outside of the U.S.). Foreign securities include securities issued by companies in countries with either developed or developing economies. The portfolio does not limit its investment to issuers within a specific market capitalization range.

The portfolio intends to invest primarily in common stock but it may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, such as preferred stock, warrants and securities convertible into common stock.

Utilizing a due diligence process covering a number of key factors, Equitable selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to three or more sub-advisers. Equitable monitors the sub-advisers and may replace or add sub-advisers, subject to the approval of the Trust's board of trustees.

Each of the sub-advisers utilizes an approach that concentrates its efforts on identifying foreign companies with good prospects for future growth. Other factors, such as country and regional factors, are considered by the sub-advisers. While the sub-advisers believe that the identification, research and selection of individual stocks is of great importance to the portfolio's success, regional issues or political and economic considerations also play a role in the overall success of the portfolio. The sub-advisers may sell a security for a variety of reasons, such as to invest in a company offering superior investment opportunities.

For temporary defensive purposes, the portfolio may invest, without limit, in U.S. securities, cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these cash instruments, the portfolio will not be pursuing its investment objective. The portfolio is not a market-timing vehicle.

#### PRINCIPAL INVESTMENT RISKS

An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Currency Risk -- The risk that fluctuations in the exchange rates between the U.S. dollar and foreign currencies may negatively affect an investment.
- o Equity Risk -- Stocks and other equity securities generally fluctuate in value more than bonds.
- o Foreign Investing and Emerging Markets Risks -- The value of the portfolio's investments in foreign securities may fall due to adverse political, social and economic developments abroad and decreases in foreign currency values relative to the U.S. dollar. These risks are greater generally for investments in emerging market issuers than for issuers in more developed countries.
- o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
- o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

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#### PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that were in place during the period shown. The performance results presented below do not reflect any insurance and Contract-related fees and expenses, which would reduce the performance results. Since Equitable may add to, dismiss or replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

The following bar chart illustrates the annual total return for the portfolio's Class B shares for 2002, the portfolio's first full calendar year of operations. The inception date for the portfolio is December 31, 2001.

<TABLE>  
<CAPTION>

-----  
CALENDAR YEAR ANNUAL TOTAL RETURN  
-----

<S>

<C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

| Best quarter (% and time period) | Worst quarter (% and time period) |
|----------------------------------|-----------------------------------|
| % (2002 Quarter)                 | % (2002 Quarter)                  |

</TABLE>

The table below shows how the average annual total returns for the portfolio's Class B shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>  
<CAPTION>

AVERAGE ANNUAL TOTAL RETURNS

ONE YEAR AND SINCE INCEPTION+

| <S>  | <C> |
|--|-----|
| AXA Premier VIP International Equity Value Portfolio | %   |
| Morgan Stanley Capital International EAFE Index*     | %   |

</TABLE>

- + The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical.
- \* For more information on this index, see the following section "Description of Benchmarks."

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#### AXA PREMIER VIP TECHNOLOGY PORTFOLIO

MANAGER: Equitable

SUB-ADVISERS: Alliance Capital Management L.P.  
Dresdner RCM Global Investors LLC  
Firsthand Capital Management, Inc.

#### Key Term

- o SECTOR PORTFOLIO -- A portfolio that invests in only a subset of the overall equity market, in this case the Technology Sector.

#### INVESTMENT GOAL

Long-term growth of capital.

#### PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of companies principally engaged in the technology sector. Such companies include, among others, those in the computer, electronic, hardware and components, communication, software, e-commerce, information service, biotechnology, chemical products and synthetic materials, and defense and aerospace industries. The portfolio does not limit its investment to issuers with a specific market capitalization range. While the portfolio can invest in securities of U.S. and foreign companies, the majority of portfolio assets are expected to be invested in securities of U.S. companies.

The portfolio intends to invest primarily in common stock but it may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, such as preferred stock, warrants and securities convertible into common stock.

Utilizing a due diligence process covering a number of key factors, Equitable

selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to three or more sub-advisers. Equitable monitors the sub-advisers and may replace or add sub-advisers, subject to the approval of the Trust's board of trustees.

The sub-advisers select securities based upon fundamental analysis, such as an analysis of earnings, cash flows, competitive position and management's abilities. The sub-advisers may sell a security for a variety of reasons, such as to invest in a company with more attractive growth prospects.

For temporary defensive purposes, the portfolio may invest, without limit, in cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these instruments, the portfolio will not be pursuing its investment objective. The portfolio is not a market-timing vehicle.

#### PRINCIPAL INVESTMENT RISKS

An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Equity Risk -- Stocks and other equity securities generally fluctuate in value more than bonds.
- o Technology Sector Risk -- The value of the portfolio's shares is particularly vulnerable to factors affecting the technology sector, such as dependency on consumer and business acceptance as new technology evolves, large and rapid price movements resulting from competition, rapid obsolescence of products and services and short product cycles. Many technology companies are small and at an earlier stage of development and, therefore, may be subject to risks such as those arising out of limited product lines, markets and financial and managerial resources.
- o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
- o Non-Diversification Risk -- As a non-diversified mutual fund, more of the portfolio's assets may be focused in the common stock of a small number of issuers, which may make the value of the portfolio's shares more susceptible to certain risks than shares of a diversified mutual fund.
- o Sector Concentration Risk -- Since the portfolio invests primarily in a particular sector, it could experience greater volatility than stock funds investing in a broader range of industries.
- o Small- and Mid-Capitalization Risk -- Many companies in the technology sector have relatively small market capitalization. Risk is greater for the common stocks of those companies because they generally are more vulnerable than larger companies to adverse business or economic developments and they may have more limited resources.

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- o Foreign Investing Risk -- The value of the portfolio's investments in foreign securities may fall due to adverse political, social and economic developments abroad and decreases in foreign currency values relative to the U.S. dollar.
- o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

#### PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that were in place during the period shown. The performance results presented below do not reflect any insurance and Contract-related fees and expenses, which would reduce the performance results. Since Equitable may add to, dismiss or



replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

The following bar chart illustrates the annual total return for the portfolio's Class B shares for 2002, the portfolio's first full calendar year of operations. The inception date for the portfolio is December 31, 2001.

<TABLE>  
<CAPTION>  
-----  
CALENDAR YEAR ANNUAL TOTAL RETURN  
-----  
<S> <C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

-----  
Best quarter (% and time period) Worst quarter (% and time period)  
% (2002 Quarter) % (2002 Quarter)  
-----  
</TABLE>

The table below shows how the average annual total returns for the portfolio's Class B shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>  
<CAPTION>  
-----  
AVERAGE ANNUAL TOTAL RETURNS  
-----  
ONE YEAR AND SINCE INCEPTION+  
-----  
<S> <C>  
AXA Premier VIP Technology Portfolio %  
-----  
Russell 1000 Technology Index\* %  
-----  
</TABLE>

- + The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical.
- \* For more information on this index, see the following section "Description of Benchmarks."

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#### AXA PREMIER VIP HEALTH CARE PORTFOLIO

MANAGER: Equitable  
SUB-ADVISERS: A I M Capital Management, Inc.  
Dresdner RCM Global Investors LLC  
Wellington Management Company, LLP

#### Key Term

- o SECTOR PORTFOLIO -- A portfolio that invests in only a subset of the overall equity market, in this case the Health Care Sector.

#### INVESTMENT GOAL

Long-term growth of capital.

#### PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of companies primarily engaged in the research, development, production or distribution of products or services related to health care, medicine or the

life sciences (collectively termed "health sciences"). While the portfolio can invest in securities of U.S. and foreign companies of any size, the majority of portfolio assets are expected to be invested in securities of U.S. companies.

The health sciences sector consists of four main areas: pharmaceutical, health care services companies, product and device providers and biotechnology firms. The portfolio's allocation among these four areas will vary depending on the relative potential within each area and the outlook for the overall health sciences sector.

The portfolio intends to invest primarily in common stock but it may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, such as preferred stock, warrants and securities convertible into common stock.

Utilizing a due diligence process covering a number of key factors, Equitable selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to three or more sub-advisers. Equitable monitors the sub-advisers and may replace or add sub-advisers, subject to the approval of the Trust's board of trustees.

The sub-advisers select securities through fundamental analysis, such as an analysis of earnings, cash flows, competitive position and management's abilities. The sub-advisers may sell a security for a variety of reasons, such as to invest in a company with more attractive growth prospects.

For temporary defensive purposes, the portfolio may invest, without limit, in cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these instruments, the portfolio will not be pursuing its investment objective. The portfolio is not a market-timing vehicle.

#### PRINCIPAL INVESTMENT RISKS

An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Equity Risk -- Stocks and other equity securities generally fluctuate in value more than bonds.
- o Health Care Sector Risk -- The value of the portfolio's shares is particularly vulnerable to factors affecting the health care sector, such as substantial government regulation. Also, the products and services offered by health care companies may be subject to rapid obsolescence caused by scientific advances and technological innovations.
- o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
- o Non-Diversification Risk -- As a non-diversified mutual fund, more of the portfolio's assets may be focused in the common stock of a small number of issuers, which may make the value of the portfolio's shares more susceptible to certain risks than shares of a diversified mutual fund.
- o Sector Concentration Risk -- Since the portfolio invests primarily in a particular sector, it could experience greater volatility than stock funds investing in a broader range of industries.
- o Foreign Investing Risk -- The value of the portfolio's investments in foreign securities may fall due to adverse political, social and economic developments abroad and decreases in foreign currency values relative to the U.S. dollar.

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- o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.
- o Small- and Mid-Capitalization Risk -- Many companies in the health care sector have relatively small market capitalization. Risk is greater for the common stocks of those companies because they generally are more vulnerable than larger companies to adverse business or economic developments and they may have more limited resources.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that were in place during the period shown. The performance results presented below do not reflect any insurance and Contract-related fees and expenses, which would reduce the performance results. Since Equitable may add to, dismiss or replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

The following bar chart illustrates the annual total return for the portfolio's Class B shares for 2002, the portfolio's first full calendar year of operations. The inception date for the portfolio is December 31, 2001.

<TABLE>  
<CAPTION>

-----  
CALENDAR YEAR ANNUAL TOTAL RETURN  
-----

<S> <C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

-----

| Best quarter (% and time period)<br>% (2002 Quarter) | Worst quarter (% and time period)<br>% (2002 Quarter) |
|--|---|
|--|---|

-----  
</TABLE>

The table below shows how the average annual total returns for the portfolio's Class B shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>  
<CAPTION>

-----  
AVERAGE ANNUAL TOTAL RETURNS  
-----

|                                       | ONE YEAR AND SINCE INCEPTION+ |
|---------------------------------------|-------------------------------|
| AXA Premier VIP Health Care Portfolio | %                             |
| Russell 1000 Healthcare Index*        | %                             |

-----  
</TABLE>

+ The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical.  
\* For more information on this index, see the following section "Description of Benchmarks."

AXA PREMIER VIP CORE BOND PORTFOLIO

MANAGER: Equitable  
SUB-ADVISERS: BlackRock Advisors, Inc.  
Pacific Investment Management Company LLC

Key Term

- o TOTAL RETURN -- A way of measuring portfolio performance. Total return is based on a calculation that takes into account dividends, capital gain distributions and the increase or decrease in share price.

#### INVESTMENT GOAL

To seek a balance of a high current income and capital appreciation, consistent with a prudent level of risk.

#### PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in investment grade bonds. For purposes of this investment policy, a debt security is considered a "bond." The portfolio focuses on U.S. government and corporate debt securities and mortgage- and asset-backed securities. Debt securities represent an issuer's obligation to repay a loan of money that generally pays interest to the holder. Bonds, notes and debentures are examples of debt securities.

The portfolio may also invest in high yield securities ("junk bonds") rated Ba or lower by Moody's Investors Service, Inc. or BB or lower by Standard & Poor's Ratings Service or, if unrated, determined by the sub-adviser to be of comparable quality. The portfolio may invest in securities denominated in foreign currencies and U.S. dollar-denominated securities of foreign issuers. The portfolio will normally hedge most of its exposure to foreign currency to reduce the risk of loss due to fluctuations in currency exchange rates.

Utilizing a due diligence process covering a number of key factors, Equitable selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to two or more sub-advisers. Equitable monitors the sub-advisers and may replace or add sub-advisers, subject to the approval of the Trust's board of trustees.

The portfolio's sub-advisers evaluate several sectors of the bond market and individual securities within these sectors. The sub-advisers select bonds from several sectors including: U.S. Treasuries and agency securities, commercial and residential mortgage-backed securities, asset-backed securities, corporate bonds and bonds of foreign issuers. Securities are purchased for the portfolio when the sub-advisers determine that they have the potential for above-average total return.

The portfolio may purchase bonds of any maturity, but generally the portfolio's overall effective duration will be of an intermediate-term nature (similar to that of five- to seven-year U.S. Treasury notes) and have a comparable duration to that of the Lehman Brothers Aggregate Bond Index. Effective duration is a measure of the expected change in value from changes in interest rates. Typically, a bond with a low (short) duration means that its value is less sensitive to interest rate changes, while bonds with a high (long) duration are more sensitive.

The portfolio's sub-advisers may, when consistent with the portfolio's investment objective, use derivative securities. Derivative securities include futures and options contracts, options on futures contracts, foreign currencies, securities and bond indices, structured notes, swaps (including long and short credit default swaps) and indexed securities. The portfolio will typically use derivatives as a substitute for taking a position in the underlying asset and/or in an attempt to reduce risk to the portfolio as a whole (hedge), but they may also be used to maintain liquidity, commit cash pending investment or for speculation to increase returns. The portfolio may also enter into interest rate transactions as a hedging technique. In these transactions, the portfolio exchanges its right to pay or receive interest with another party for their right to pay or receive interest.

For temporary defensive purposes, the portfolio may invest, without limit, in cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these instruments, the portfolio will not be pursuing its investment objective.

#### PRINCIPAL INVESTMENT RISKS

An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Credit/Default Risk -- The risk that the issuer of a security or the counter-party to a contract will default or otherwise become unable to honor a financial obligation. High yield securities may

involve a substantial risk of default. For more information see "Credit Quality Risk" in "More About Investment Strategies and Risks."

- o Currency Risk -- The risk that fluctuations in the exchange rates between the U.S. dollar and foreign currencies may negatively affect an investment.
- o Interest Rate Risk -- The risk of market losses attributable to changes in interest rates. In general, the prices of fixed-income securities rise when interest rates fall, and fall when interest rates rise.
- o Foreign Investing Risk -- The value of the portfolio's investments in foreign securities may fall due to adverse political, social and economic developments abroad and decreases in foreign currency values relative to the U.S. dollar.
- o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
- o Liquidity Risk -- The risk that exists when particular investments are difficult to purchase or sell. A portfolio's investment in illiquid securities may reduce the returns of a portfolio because it may be unable to sell the illiquid securities at an advantageous time or price.
- o Mortgage-Backed and Asset-Backed Securities Risks -- The risk that the principal on mortgage- or asset-backed securities may be prepaid at any time which will reduce the yield and market value. If interest rates fall, the rate of prepayments tends to increase as borrowers are motivated to pay off debt and refinance at new lower rates. Rising interest rates tend to extend the duration of mortgage-related securities, making them more sensitive to changes in interest rates. As a result, in a period of rising interest rates, a portfolio that holds mortgage-related securities may exhibit additional volatility.
- o Derivatives Risk -- The portfolio's investments in derivatives may rise or fall more rapidly than other investments.
- o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

#### PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that were in place during the period shown. The performance results presented below do not reflect any insurance and Contract-related fees and expenses, which would reduce the performance results. Since Equitable may add to, dismiss or replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

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<TABLE>

<CAPTION>

-----  
 CALENDAR YEAR ANNUAL TOTAL RETURN  
 -----

<S>

<C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

-----  
 Best quarter (% and time period) Worst quarter (% and time period)  
 % (2002 Quarter) % (2002 Quarter)  
 -----

</TABLE>

The table below shows how the average annual total returns for the portfolio's Class B shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>  
<CAPTION>

-----  
AVERAGE ANNUAL TOTAL RETURNS  
-----

ONE YEAR AND SINCE INCEPTION+

| <S>                                   | <C> |   |
|---------------------------------------|-----|---|
| AXA Premier VIP Core Bond Portfolio   |     | % |
| Lehman Brothers Aggregate Bond Index* |     | % |

</TABLE>

+ The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical.

\* For more information on this index, see the following section "Description of Benchmarks."

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PORTFOLIO FEES & EXPENSES

The following tables describe the fees and expenses that you may pay if you buy and hold shares of the portfolio. The tables below do not reflect any Contract-related fees and expenses. See the Contract prospectus for a description of those fees and expenses. There are no fees or charges to buy or sell shares of the portfolio, reinvest dividends or exchange into other portfolios.

ANNUAL PORTFOLIO OPERATING EXPENSES

(expenses that are deducted from portfolio assets, as a percentage of average daily net assets)

<TABLE>  
<CAPTION>

|  | AXA PREMIER VIP LARGE CAP GROWTH PORTFOLIO | AXA PREMIER VIP LARGE CAP CORE EQUITY PORTFOLIO |
|--|--|---|
| <S>                                      | <C>  | <C>   |
| MANAGEMENT FEE                           | 0.90%                                      | 0.90%   |
| DISTRIBUTION AND/OR SERVICE (12b-1) FEES | 0.25%                                      | 0.25%   |
| OTHER EXPENSES                           | --%  | --%   |
| TOTAL OPERATING EXPENSES                 | --%  | --%   |
| WAIVER/EXPENSE REIMBURSEMENT*            | --%  | --%   |
| NET OPERATING EXPENSES**                 | --%  | --%   |
|  | AXA PREMIER VIP LARGE CAP VALUE PORTFOLIO  | AXA PREMIER VIP SMALL/MID CAP GROWTH PORTFOLIO  |
| MANAGEMENT FEE                           | 0.90%                                      | 1.10%   |
| DISTRIBUTION AND/OR SERVICE (12b-1) FEES | 0.25%                                      | 0.25%   |
| OTHER EXPENSES                           | --%  | --%   |
| TOTAL OPERATING EXPENSES                 | --%  | --%   |

|  |   |  |
|--|---|--|
| WAIVER/EXPENSE REIMBURSEMENT*            | --%   | --%  |
| NET OPERATING EXPENSES**                 | --%   | --%  |
|  | AXA PREMIER VIP SMALL/MID CAP VALUE PORTFOLIO | AXA PREMIER VIP INTERNATIONAL EQUITY PORTFOLIO |
| MANAGEMENT FEE                           | 1.10%   | 1.05%  |
| DISTRIBUTION AND/OR SERVICE (12b-1) FEES | 0.25%   | 0.25%  |
| OTHER EXPENSES                           | --%   | --%  |
| TOTAL OPERATING EXPENSES                 | --%   | --%  |
| WAIVER/EXPENSE REIMBURSEMENT*            | --%   | --%  |
| NET OPERATING EXPENSES**                 | --%   | --%  |
|  | AXA PREMIER VIP TECHNOLOGY PORTFOLIO          | AXA PREMIER VIP HEALTH CARE PORTFOLIO          |
| MANAGEMENT FEE                           | 1.20%   | 1.20%  |
| DISTRIBUTION AND/OR SERVICE (12b-1) FEES | 0.25%   | 0.25%  |
| OTHER EXPENSES                           | --%   | --%  |
| TOTAL OPERATING EXPENSES                 | --%   | --%  |
| WAIVER/EXPENSE REIMBURSEMENT*            | --%   | --%  |
| NET OPERATING EXPENSES**                 | --%   | --%  |
|  | AXA PREMIER VIP CORE BOND PORTFOLIO           |  |
| MANAGEMENT FEE                           | 0.60%   |  |
| DISTRIBUTION AND/OR SERVICE (12b-1) FEES | 0.25%   |  |
| OTHER EXPENSES                           | --%   |  |
| TOTAL OPERATING EXPENSES                 | --%   |  |
| WAIVER/EXPENSE REIMBURSEMENT*            | --%   |  |
| NET OPERATING EXPENSES**                 | --%   |  |

</TABLE>

\* Pursuant to a contract, the Manager has agreed to waive or limit its fees and to assume other expenses of the portfolio until April 30, 2004 ("Expense Limitation Agreement") so that the Total Operating Expenses of the portfolio (exclusive of taxes, interest, brokerage commissions, Rule 12b-1 fees, capitalized expenses and extraordinary expenses) do not exceed the amount shown above under Net Operating Expenses. The Manager may be reimbursed the amount of any such payments and waivers in the future under certain conditions. For more information on the Expense Limitation Agreement, see "Management Team--The Manager and the Sub-advisers--Expense Limitation Agreement".

\*\* A portion of the brokerage commissions that the portfolio pays is used to reduce the portfolio's expenses. Including this reduction, the Net Operating Expenses for each of the portfolios for the fiscal year ended December 31, 2002 was % for Large Cap Growth Portfolio, % for Large Cap Core Equity Portfolio, % for Large Cap Value Portfolio, % for Small/Mid Cap Growth Portfolio, % for Small/Mid Cap Value Portfolio, % for International Equity Portfolio, % for Technology Portfolio, % for Health Care Portfolio and % for Core Bond Portfolio.

EXAMPLE

This Example is intended to help you compare the direct and indirect cost of investing in each portfolio with the cost of investing in other investment options.

The Example assumes that:

- o You invest \$10,000 in the portfolio for the time periods indicated;
- o Your investment has a 5% return each year; and
- o The portfolio's operating expenses remain the same.

This Example should not be considered a representation of past or future expenses of the portfolios. Actual expenses may be higher or lower than those shown. The costs in this Example would be the same whether or not you redeemed all of your shares at the end of these periods. This Example does not reflect any Contract-related fees and expenses. Similarly, the annual rate of return assumed in the Example is not an estimate or guarantee of future investment performance. Based on these assumptions your costs would be:

<TABLE>  
<CAPTION>

| AXA PREMIER VIP LARGE CAP GROWTH PORTFOLIO    |     | AXA PREMIER VIP LARGE CAP CORE EQUITY PORTFOLIO |  |
|---|-----|---|--|
| <S>   | <C> | <C>   |  |
| 1 YEAR  | \$  | \$  |  |
| 3 YEARS                                       | \$  | \$  |  |
| 5 YEARS                                       | \$  | \$  |  |
| 10 YEARS                                      | \$  | \$  |  |
| AXA PREMIER VIP LARGE CAP VALUE PORTFOLIO     |     | AXA PREMIER VIP SMALL/MID CAP GROWTH PORTFOLIO  |  |
| 1 YEAR  | \$  | \$  |  |
| 3 YEARS                                       | \$  | \$  |  |
| 5 YEARS                                       | \$  | \$  |  |
| 10 YEARS                                      | \$  | \$  |  |
| AXA PREMIER VIP SMALL/MID CAP VALUE PORTFOLIO |     | AXA PREMIER VIP INTERNATIONAL EQUITY PORTFOLIO  |  |
| 1 YEAR  | \$  | \$  |  |
| 3 YEARS                                       | \$  | \$  |  |
| 5 YEARS                                       | \$  | \$  |  |
| 10 YEARS                                      | \$  | \$  |  |
| AXA PREMIER VIP TECHNOLOGY PORTFOLIO          |     | AXA PREMIER VIP HEALTH CARE PORTFOLIO           |  |
| 1 YEAR  | \$  | \$  |  |
| 3 YEARS                                       | \$  | \$  |  |
| 5 YEARS                                       | \$  | \$  |  |
| 10 YEARS                                      | \$  | \$  |  |
| AXA PREMIER VIP CORE BOND PORTFOLIO           |     |   |  |
| 1 YEAR  | \$  |   |  |
| 3 YEARS                                       | \$  |   |  |
| 5 YEARS                                       | \$  |   |  |
| 10 YEARS                                      | \$  |   |  |

</TABLE>

MORE ABOUT INVESTMENT STRATEGIES & RISKS

ADDITIONAL RISKS

The portfolios have principal investment strategies that come with inherent risks. Each portfolio's principal risks are described in its principal risks section. The following is a list of additional risks to which each portfolio may be subject by investing in various types of securities or engaging in various practices. Unless otherwise indicated each risk applies to all the portfolios.



**CURRENCY RISK.** The risk that fluctuations in the exchange rates between the U.S. dollar and foreign currencies may negatively affect an investment.

**DERIVATIVES RISK.** A portfolio's investment in derivatives may rise or fall more rapidly than other investments. These transactions are subject to changes in the underlying security on which such transactions are based. Even a small investment in derivative securities can have a significant impact on a portfolio's exposure to stock market values, interest rates or currency exchange rates. Derivatives are subject to a number of risks such as liquidity risk, interest rate risk, market risk, credit risk and portfolio management risk. They also involve the risk of mispricing or improper valuation and the risk that changes in the value of a derivative may not correlate well with the underlying asset, rate or index. These types of transactions will be used primarily as a substitute for taking a position in the underlying asset and/or for hedging purposes. When a derivative security (a security whose value is based on another security or index) is used as a hedge against an offsetting position that a portfolio also holds, any loss generated by the derivative security should be substantially offset by gains on the hedged instrument, and vice versa. To the extent that a portfolio uses a derivative security for purposes other than as a hedge, that portfolio is directly exposed to the risks of that derivative security and any loss generated by the derivative security will not be offset by a gain.

**FOREIGN INVESTING AND EMERGING MARKETS RISKS.** The value of a portfolio's investments in foreign securities may fall due to adverse political, social and economic developments abroad and due to decreases in foreign currency values relative to the U.S. dollar. These risks are greater generally for investments in emerging market issuers than for issuers in more developed countries.

**INFORMATION RISK.** The risk that key information about a security is inaccurate or unavailable.

**INTEREST RATE RISK.** When interest rates decline, the value of a portfolio's debt securities generally rises. Conversely, when interest rates rise, the value of a portfolio's debt securities generally declines. The magnitude of the decline will often be greater for longer-term debt securities than shorter-term debt securities.

**LEVERAGE RISK.** The risk associated with securities or practices (e.g. borrowing) that multiply small price movements into large changes in value.

**LIQUIDITY RISK.** The risk that certain securities may be difficult or impossible to sell at the time and the price that the seller would like. This may result in a loss or may be costly to a portfolio.

**CREDIT QUALITY RISK.** It is possible that the issuer of a security will not be able to make interest and principal payments when due. Lower rated bonds involve greater risks of default or downgrade and are more volatile than investment-grade securities. Lower rated bonds involve a greater risk of price declines than investment-grade securities due to actual or perceived changes to an issuer's creditworthiness. In addition, issuers of lower rated bonds may be more susceptible than other issuers to economic downturns. Lower rated bonds are especially subject to the risk that the issuer may not be able to pay interest and ultimately to repay principal upon maturity. Discontinuation of these payments could adversely affect the price of the bond. Only the Health Care Portfolio, Technology Portfolio and Core Bond Portfolio currently are permitted to invest more than 5% of their assets in lower rated bonds.

**MARKET RISK.** The risk that the value of a security may move up and down, sometimes rapidly and unpredictably based upon change in a company's financial condition as well as overall market and economic conditions.

**MULTIPLE-SUB-ADVISER RISK.** Each of the portfolios employ multiple sub-advisers. Each sub-adviser independently chooses and maintains a portfolio of securities for the portfolio and each is responsible for investing a specific allocated portion of the portfolio's assets. Because each sub-adviser will be managing its allocated portion of the portfolio independently from the other sub-adviser(s), the same security may be held in different portions of a portfolio, or may be acquired for one portion of a portfolio at a time when a sub-adviser to another portion deems it appropriate to dispose of the security from that other portion. Similarly, under some market conditions, one sub-adviser may believe that temporary, defensive investments in short-term instruments or cash are appropriate when the other sub-adviser(s) believes continued exposure to the equity markets is appropriate for its allocated portion of the portfolio. Because each sub-adviser directs the trading for its own portion of the portfolio, and does not aggregate its transactions with those of the other sub-advisers, the portfolio may incur higher brokerage costs than would be the case if a single sub-adviser were managing the entire portfolio.

## MORE ABOUT INVESTMENT STRATEGIES & RISKS (cont'd)

**OPPORTUNITY RISK.** The risk of missing out on an investment opportunity because the assets necessary to take advantage of it are tied up in less profitable investments.

**POLITICAL RISK.** The risk of losses directly attributable to government or political actions.

**PORTFOLIO TURNOVER RISK.** High portfolio turnover may result in increased transaction costs to a portfolio, which may result in higher portfolio expenses.

**SPECIAL SITUATIONS RISK.** The Large Cap Core Equity Portfolio and International Equity Portfolio may use aggressive investment techniques, including seeking to benefit from "special situations," such as mergers, reorganizations or other unusual events expected to affect a particular issuer. There is a risk that the "special situation" might not occur, which could have a negative impact on the price of the issuer's securities and fail to produce the expected gains or produce a loss for the portfolio.

**UNSEASONED COMPANIES RISK.** The Small/Mid Cap Growth Portfolio, International Equity Portfolio, Technology Portfolio and Health Care Portfolio can invest in small unseasoned companies. These are companies that have been in operation less than three years, including operation of any predecessors. These securities may have limited liquidity and their prices may be very volatile.

**VALUATION RISK.** The risk that a portfolio has valued certain securities at a higher price than it can sell them for.

## ADDITIONAL INVESTMENT STRATEGIES

The following is a list of additional investment strategies. Unless otherwise indicated, each investment strategy applies to all the portfolios. For further information about investment strategies, see the portfolios' Statement of Additional Information ("SAI").

**DERIVATIVES.** The portfolios can use "derivative" instruments to seek enhanced returns or to try to hedge investment risks, although it is not anticipated that they will do so to a significant degree. In general terms, a derivative instrument is an investment contract whose value depends on (or is derived from) the value of an underlying asset, interest rate or index. Options, futures contracts and forward contracts are examples of "derivatives."

**FOREIGN INVESTING.** The portfolios may invest in foreign securities, including depository receipts of foreign based companies, including companies based in developing countries.

**PORTFOLIO TURNOVER.** The portfolios do not restrict the frequency of trading. The portfolios may engage in active and frequent trading of portfolio securities to achieve their principal investment strategies. Frequent trading can result in a portfolio turnover in excess of 100% (high portfolio turnover).

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## MANAGEMENT TEAM

The Manager and the Sub-advisers

### THE MANAGER

Equitable, 1290 Avenue of the Americas, New York, New York 10104, serves as the manager of each portfolio. Equitable is an investment adviser registered under the Investment Advisers Act of 1940, as amended, and a wholly owned subsidiary of AXA Financial, Inc., a subsidiary of AXA, a French insurance holding company.

As manager, Equitable has a variety of responsibilities for the general management and administration of the Trust and the portfolios, including the selection of sub-advisers. Equitable plays an active role in monitoring each portfolio and sub-adviser by using systems to strengthen its evaluation of performance, style, risk levels, diversification and other criteria. Equitable also monitors each sub-adviser's portfolio management team to ensure that investment activities remain consistent with the portfolios' investment style and objectives.

Beyond performance analysis, Equitable monitors significant changes that may impact the sub-adviser's overall business. Equitable monitors continuity in the

sub-adviser's operations and changes in investment personnel and senior management. Equitable also performs annual due diligence reviews with each sub-adviser.

In its capacity as manager, Equitable obtains detailed information concerning portfolio and sub-adviser performance and portfolio operations that is used to supervise and monitor the sub-advisers and the portfolio operations. A team is responsible for conducting ongoing investment reviews with each sub-adviser and for developing the criteria by which portfolio performance is measured.

Equitable selects sub-advisers from a pool of candidates, including its affiliates, to manage the portfolios. Equitable may add to, dismiss or substitute for the sub-advisers responsible for managing a portfolio's assets subject to the approval of the Trust's board of trustees. Equitable also has discretion to allocate each portfolio's assets among the portfolio's sub-advisers. Equitable recommends sub-advisers for each portfolio to the board of trustees based upon its continuing quantitative and qualitative evaluation of each sub-adviser's skills in managing assets pursuant to specific investment styles and strategies. Unlike many other mutual funds, the portfolios are not associated with any one portfolio manager, and benefit from specialists selected from the investment management industry. Short-term investment performance, by itself, is not a significant factor in selecting or terminating a sub-adviser, and Equitable does not expect to recommend frequent changes of sub-advisers. Equitable has received an exemptive order from the SEC to permit it and the Trust's board of trustees to select and replace sub-advisers and to amend the sub-advisory agreements between Equitable and the sub-advisers without obtaining shareholder approval. Accordingly, Equitable is able, subject to the approval of the Trust's board of trustees, to appoint and replace sub-advisers and to amend sub-advisory agreements without obtaining shareholder approval. In such circumstances, shareholders would receive notice of such action. However, Equitable may not enter into a sub-advisory agreement with an affiliated adviser unless the sub-advisory agreement with the affiliated adviser, including compensation, is also approved by the affected portfolio's shareholders. Alliance Capital Management L.P. and AXA Rosenberg Investment Management LLC, two of the current sub-advisers, are affiliates of Equitable.

#### THE SUB-ADVISERS

Each portfolio's investments are selected by two or more sub-advisers, which act independently of one another. The following describes each portfolio's sub-advisers, portfolio manager(s) and each portfolio manager's business experience.

A I M Capital Management, Inc. ("AIM") serves as a Sub-adviser to AXA Premier VIP Health Care Portfolio. AIM is a wholly owned subsidiary of AIM Advisors, Inc. AIM Advisors, Inc. is a wholly owned subsidiary of AIM Management Group Inc. ("AIM Management"). AIM Management merged with INVESCO in 1997 to form AMVESCAP PLC, one of the world's largest investment services companies. As of December 31, 2002, AIM Management had approximately \$124.4 billion in assets under management.

Alliance Capital Management L.P. ("Alliance Capital") serves as a Sub-adviser to AXA Premier VIP Large Cap Growth Portfolio, AXA Premier VIP Large Cap Value Portfolio, AXA Premier VIP Small/Mid Cap Growth Portfolio and AXA Premier VIP Technology Portfolio. In addition, Alliance Capital, through its Bernstein Investment Research and Management unit ("Bernstein Unit"), serves as a Sub-Adviser to AXA Premier VIP Large Cap Core Equity Portfolio and AXA Premier VIP International Equity Portfolio. Alliance Capital, a limited partnership, is indirectly majority owned by Equitable. As of December 31, 2002, Alliance Capital had approximately \$386 billion in assets under management.

AXA Rosenberg Investment Management LLC ("AXA Rosenberg") serves as a Sub-adviser to AXA Premier VIP Small/Mid Cap Value Portfolio. AXA Rosenberg is a wholly owned subsidiary of AXA Rosenberg Group LLC ("AXA Rosenberg Group"). AXA Investment Managers S. A., a French societe anonyme and investment arm of AXA, a French insurance holding company that includes Equitable among its subsidiaries, holds a majority interest in AXA Rosenberg Group. As of December 31, 2002, AXA Rosenberg Group had approximately \$14.1 billion in assets under management.

Bank of Ireland Asset Management (U.S.) Limited ("BIAM (U.S.)") serves as a Sub-adviser to AXA Premier VIP International Equity

#### MANAGEMENT TEAM

The Manager and the Sub-advisers (cont'd)

Portfolio. BIAM (U.S.) is a wholly owned subsidiary of Bank of Ireland Group, a publicly traded financial services provider located in Ireland. As of December 31, 2002, BIAM (U.S.) had approximately \$22.4 billion in assets under management.

BlackRock Advisors, Inc. ("BAI") serves as a Sub-adviser to AXA Premier VIP Core Bond Portfolio. BAI is a wholly owned subsidiary of BlackRock, Inc. BlackRock, Inc. is a majority owned indirect subsidiary of The PNC Financial Services Group, Inc., a publicly traded diversified financial services company. As of December 31, 2002, BAI had approximately \$273 billion in assets under management.

Dresdner RCM Global Investors LLC ("Dresdner") serves as a Sub-adviser to AXA Premier VIP Large Cap Growth Portfolio, AXA Premier VIP Technology Portfolio and AXA Premier VIP Health Care Portfolio. Dresdner is an indirect wholly owned subsidiary of Allianz AG, a European-based, multi-national insurance and financial services holding company. As of December 31, 2002, Dresdner had approximately \$44.8 billion in assets under management.

Firsthand Capital Management, Inc. ("Firsthand") serves as a Sub-adviser to AXA Premier VIP Technology Portfolio. Kevin M. Landis is the controlling shareholder of Firsthand. As of December 31, 2002, Firsthand had approximately \$750 million in assets under management.

Institutional Capital Corporation ("ICAP") serves as a Sub-adviser to AXA Premier VIP Large Cap Value Portfolio. ICAP is an employee owned money management firm. Robert H. Lyon is the controlling shareholder of ICAP. As of December 31, 2002, ICAP had approximately \$10.1 billion in assets under management.

Janus Capital Management LLC ("Janus") serves as a Sub-adviser to AXA Premier VIP Large Cap Core Equity Portfolio. Janus is a majority owned subsidiary of Janus Capital Group Inc., a publicly traded company whose subsidiaries are engaged in financial services. As of December 31, 2002, Janus had approximately \$137 billion in assets under management.

MFS Investment Management ("MFS") serves as a Sub-adviser to AXA Premier VIP Large Cap Value Portfolio. MFS is a subsidiary of Sun Life (U.S.) Financial Services Holdings, Inc., which in turn is an indirect wholly owned subsidiary of Sun Life Financial Services of Canada Inc., a diversified financial services organization. As of December 31, 2002, MFS had approximately \$112.5 billion in assets under management.

OppenheimerFunds, Inc. ("Oppenheimer") serves as a Sub-adviser to AXA Premier VIP International Equity Portfolio. Oppenheimer is wholly owned by Oppenheimer Acquisition Corp., a holding company controlled by Massachusetts Mutual Life Insurance Company, a mutual insurance company providing global financial services. As of December 31, 2002, Oppenheimer and its subsidiaries had approximately \$120 billion in assets under management.

Pacific Investment Management Company LLC ("PIMCO") serves as a Sub-adviser to AXA Premier VIP Core Bond Portfolio. PIMCO, a Delaware limited liability company, is a majority-owned subsidiary of Allianz Dresdner Asset Management of America L.P., ("ADAM LP"). Allianz AG ("Allianz") is the indirect majority owner of ADAM LP. Allianz is a European-based, multinational insurance and financial services holding company. Pacific Life Insurance Company holds an indirect minority interest in ADAM LP. As of December 31, 2002, PIMCO had approximately \$304.6 billion in assets under management.

Provident Investment Counsel, Inc. ("Provident") serves as a Sub-adviser to AXA Premier VIP Small/Mid Cap Growth Portfolio. Provident is a wholly owned subsidiary of Old Mutual Asset Managers (US) LLC. As of December 31, 2002, Provident had approximately \$4.9 billion in assets under management.

RS Investment Management, LP ("RSIM") serves as a Sub-adviser to AXA Premier VIP Small/Mid Cap Growth Portfolio. RSIM is a wholly owned subsidiary of RS Investment Management Co. LLC ("RSIM Co."). G. Randall Hecht owns the largest membership interest in RSIM Co. As of December 31, 2002, RSIM Co. had approximately \$4.3 billion in assets under management.

TCW Investment Management Company ("TCW") serves as a Sub-adviser to AXA Premier VIP Large Cap Growth Portfolio and AXA Premier VIP Small/Mid Cap Value Portfolio. TCW is a wholly owned subsidiary of The TCW Group, Inc. Societe Generale Asset Management, S.A. holds a majority interest in The TCW Group, Inc. Societe Generale Asset Management, S.A. is a wholly owned subsidiary of Societe Generale, S.A., a publicly held financial firm headquartered in Paris, France. As of December 31, 2002, TCW had approximately \$ billion in assets under management.

Thornburg Investment Management, Inc. ("Thornburg") serves as a Sub-adviser to AXA Premier VIP Large Cap Core Equity Portfolio. Thornburg is an employee owned investment management firm. H. Garrett Thornburg, Jr. is the controlling shareholder of Thornburg. As of December 31, 2002, Thornburg had approximately

\$5.5 billion in assets under management.

Wellington Management Company, LLP ("Wellington Management") serves as a Sub-adviser to AXA Premier VIP Small/Mid Cap Value Portfolio and AXA Premier VIP Health Care Portfolio. Wellington Management is an employee owned limited liability partnership whose sole business is investment management. Wellington Management is owned by 68 partners, all active employees of the firm; the managing partners of Wellington Management are Duncan M. McFarland, Laurie A. Gabriel and John R. Ryan. As of December 31, 2002, Wellington Management had approximately \$303 billion in assets under management.

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#### MANAGEMENT TEAM

The Manager and the Sub-advisers (cont'd)

<TABLE>  
<CAPTION>

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| PORTFOLIO  | SUB-ADVISERS AND PORTFOLIO<br>MANAGER(S)  | BUSINESS EXPERIENCE   |
|--|---|---|
| <S><br>AXA Premier VIP Large Cap Growth<br>Portfolio | <C><br>ALLIANCE CAPITAL MANAGEMENT L.P.<br>1345 Avenue of the Americas<br>New York, NY 10105<br><br>Portfolio Manager<br>William D. Baird<br><br>DRESDNER RCM GLOBAL INVESTORS<br>LLC<br>Four Embarcadero Center<br>San Francisco, CA 94111<br><br>Portfolio Manager<br>Seth A. Reicher | <C><br>Mr. Baird has been Vice President and a Portfolio Manager of Alliance Capital since 1999. Mr. Baird joined Alliance Capital as an Assistant Vice President in 1994.<br><br>Mr. Reicher has been a Managing Director and Co-Chief Investment Officer of Dresdner since 2000 and has been a Senior Portfolio Manager since 1997. Mr. Reicher joined Dresdner as an Analyst in 1993. Prior to joining Dresdner, Mr. Reicher was an Analyst and then Portfolio Manager at Associated Capital and later Capitalcorp Asset Management from 1986 to 1992.   |
|  | TCW INVESTMENT MANAGEMENT<br>COMPANY<br>865 South Figueroa Street<br>Los Angeles, CA 90017<br><br>Portfolio Managers<br>Glen E. Bickerstaff<br>Brian M. Beitner<br>Leigh R. Crawford  | Mr. Bickerstaff has been a Group Managing Director of TCW since 2001. He joined TCW in 1998 as a Managing Director. Prior to joining TCW, he was a Vice President and Senior Portfolio Manager at Transamerica Investment Services from 1987 to 1998.<br><br>Mr. Beitner has been a Managing Director of TCW since he joined the firm in 1998. Prior to joining TCW, he was a Senior Vice President with Scudder Kemper Investments from 1990 to 1998.<br><br>Mr. Crawford has been a Managing Director of TCW since 2001. He joined TCW in 1994 as an Analyst in TCW's Equities Research Department and was promoted to Senior Vice President in 1999. |

</TABLE>

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#### MANAGEMENT TEAM

The Manager and the Sub-advisers (cont'd)

<TABLE>  
<CAPTION>

---

| PORTFOLIO   | SUB-ADVISERS AND PORTFOLIO<br>MANAGER(S)                                  | BUSINESS EXPERIENCE  |
|---|---|--|
| <S><br>AXA Premier VIP Large Cap Core<br>Equity Portfolio | <C><br>ALLIANCE CAPITAL MANAGEMENT L.P.<br>(BERNSTEIN INVESTMENT RESEARCH | <C><br>The Portfolio Management Team consists of a core group of senior investment and research professionals of the |

AND MANAGEMENT UNIT)  
1345 Avenue of the Americas  
New York, NY 10105

Portfolio Management Team

JANUS CAPITAL MANAGEMENT LLC  
100 Fillmore Street  
Denver, CO 80206

Portfolio Manager  
E. Marc Pinto

THORNBURG INVESTMENT  
MANAGEMENT, INC.  
119 East Marcy Street  
Santa Fe, NM 87501

Portfolio Manager  
William V. Fries, CFA

Bernstein Unit of Alliance Capital.

Marilyn G. Fedak chairs the US Equity Investment Policy Group. Ms. Fedak has been the Chief Investment Officer -- U.S. Value Equities and an Executive Vice President at Alliance Capital since 2000. She was Chief Investment Officer and Chairman of the U.S. Equity Investment Policy Group at Sanford C. Bernstein & Co., Inc. ("Bernstein") from 1993 to 2000 when Bernstein became the Bernstein Unit of Alliance Capital.

Mr. Pinto has been a Portfolio Manager with Janus or its predecessor since 1994. Prior to joining Janus, Mr. Pinto analyzed telecommunications and financial services companies for a family investment firm.

Mr. Fries has been a Managing Director and Portfolio Manager of Thornburg since 1995. Prior to joining Thornburg, he was with USAA as a Portfolio Manager and Analyst from 1975 to 1995.

AXA Premier VIP Large Cap Value Portfolio

ALLIANCE CAPITAL MANAGEMENT L.P.  
1345 Avenue of the Americas  
New York, NY 10105

Portfolio Manager  
Aryeh Glatter

Mr. Glatter has been a Senior Vice President and Portfolio Manager of Alliance Capital since 1999. Mr. Glatter joined Alliance Capital as an equity analyst and portfolio manager in 1993. before leading a group in buying out the firm's founder.

INSTITUTIONAL CAPITAL CORPORATION  
225 West Wacker Drive  
Suite 2400  
Chicago, IL 60606

Portfolio Manager  
Robert H. Lyon

Mr. Lyon has been President and Chief Investment Officer of ICAP since 1992. He was an Analyst with ICAP from 1976 to 1981 and returned in 1988 as Director of Research before leading a group in buying out the firm's founder.

MFS INVESTMENT MANAGEMENT  
500 Boylston Street  
Boston, MA 02116

Portfolio Managers  
Steven R. Gorham  
Lisa B. Nurme

Mr. Gorham is a portfolio manager with MFS and has been employed in the investment management area of MFS since 1992.

Ms. Nurme has been the Director of Value Portfolio Management of MFS since 1994. Ms. Nurme joined MFS as a Research Analyst in 1987.

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#### MANAGEMENT TEAM

The Manager and the Sub-advisers (cont'd)

<TABLE>

<CAPTION>

| PORTFOLIO   | SUB-ADVISERS AND PORTFOLIO MANAGER(S)  | BUSINESS EXPERIENCE   |
|---|--|---|
| <S><br>AXA Premier VIP Small/Mid Cap Growth Portfolio | <C><br>ALLIANCE CAPITAL MANAGEMENT L.P.<br>1345 Avenue of the Americas<br>New York, NY 10105<br><br>Portfolio Managers<br>Bruce K. Aronow<br>N. Kumar Kirpalani<br>Samantha S. Lau<br>Mark A. Attalienti | <C><br>Mr. Aronow has been a Senior Vice President of Alliance Capital since 2000. Mr. Aronow joined Alliance Capital as a Vice President and Portfolio Manager in 1999. Prior to joining Alliance Capital, he was responsible for research and portfolio management of the small cap consumer sectors at INVESCO (NY) from 1997 to 1999. Mr. Aronow joined Chancellor Capital Management, predecessor to INVESCO (NY), as a small cap analyst in 1994.<br><br>Mr. Kirpalani has been a Vice President and Portfolio Manager since he joined Alliance Capital in 1999. Prior to joining Alliance Capital, he was responsible for research and portfolio management of the small cap industrial, financial and energy sectors at INVESCO (NY) from 1997 to 1999. Mr. Kirpalani joined Chancellor Capital Management, predecessor to INVESCO (NY), as a |

small cap analyst in 1993.

Ms. Lau has been a Vice President and Portfolio Manager since she joined Alliance Capital in 1999. Prior to joining Alliance Capital, she was responsible for covering small cap technology companies at INVESCO (NY) from 1997 to 1999. Ms. Lau joined Chancellor Capital Management as a small cap analyst in 1997 before it became INVESCO (NY). Prior to that, she was a healthcare securities analyst with Goldman Sachs from 1994 to 1997.

Mr. Attalienti has been a Vice President and Portfolio Manager since he joined Alliance Capital in 1999. Prior to joining Alliance Capital, he was responsible for covering the health care industry at Chase Asset Management from 1994 to 1999.

PROVIDENT INVESTMENT COUNSEL, INC.  
300 North Lake Avenue  
Pasadena, CA 91101

Portfolio Management Team

The portion of assets allocated to Provident is managed by a team of investment professionals, led by Evelyn Lapham and John Yoon. Ms. Lapham and Mr. Yoon are Senior Vice Presidents and portfolio managers with research responsibilities and have been with Provident since December 1997 and July 1995, respectively.

RS INVESTMENT MANAGEMENT, LP  
388 Market Street  
Suite 1700  
San Francisco, CA 94111

Portfolio Managers  
John H. Seabern  
John L. Wallace

Mr. Seabern has been a Principal and Co-Portfolio Manager at RSIM since 1997. He joined RSIM in 1993 as an Analyst. Prior to joining RSIM, he was an Analyst with Duncan-Hurst Capital Management from 1991 to 1993.

Mr. Wallace has been a Managing Director of RSIM since 1995. Prior to joining RSIM, Mr. Wallace was a Vice President and Portfolio Manager at OppenheimerFunds, Inc. from 1986 to 1995.

</TABLE>

MANAGEMENT TEAM

The Manager and the Sub-advisers (cont'd)

<TABLE>  
<CAPTION>

| PORTFOLIO  | SUB-ADVISERS AND PORTFOLIO MANAGER(S)   | BUSINESS EXPERIENCE   |
|--|---|---|
| <S><br>AXA Premier VIP Small/Mid Cap Value Portfolio | <C><br>AXA ROSENBERG INVESTMENT MANAGEMENT LLC<br>4 Orinda Way Building E<br>Orinda, CA 94563<br><br>Portfolio Engineers<br>P. Douglas Burton<br>Syed A. Zamil      | <C><br>Investment decisions arise from AXA Rosenberg's automatic expert system processing which combines proprietary software programs and comprehensive databases to replicate the decisions financial experts might make in a perfect world. Therefore, AXA Rosenberg does not have Portfolio Managers as traditionally defined, but rather, the firm has Portfolio Engineers who research and monitor the portfolio's performance against the relevant benchmark and ensure compliance with the portfolio's objectives.<br><br>Mr. Burton has been a Portfolio Engineer of AXA Rosenberg since 1998. Prior to joining the firm, Mr. Burton was a Portfolio Manager and an Analyst at Deseret Mutual Benefit Administrators from 1988 to 1998.<br><br>Mr. Zamil has been a Portfolio Engineer of AXA Rosenberg since 2000. Prior to joining the firm, Mr. Zamil was a Managing Director at Capital Management from 1997 to 2000. From 1993 to 1997, Mr. Zamil was a consultant and regional manager at BARRA. |
|  | TCW INVESTMENT MANAGEMENT COMPANY<br>865 South Figueroa Street<br>Los Angeles, CA 90017<br><br>Portfolio Managers<br>Nicholas F. Galluccio<br>Susan I. Schottenfeld | Mr. Galluccio has been a Managing Director of TCW since 1997. He joined TCW in 1982 as an Equity Analyst. Prior to joining TCW, Mr. Galluccio was a Securities Analyst with Lehman Brothers Kuhn Loeb, Inc. from 1981 to 1982.<br><br>Ms. Schottenfeld has been a Managing Director of TCW since 1998. She joined TCW in 1985 as a Special Situations Analyst. Prior to joining TCW, Ms. Schottenfeld was a Research Liaison to equity sales with Wertheim Schroder and Co. from 1983 to 1985.  |

WELLINGTON MANAGEMENT  
COMPANY, LLP  
75 State Street  
Boston, MA 02109

Wellington Management's management approach to its portion of the fund is built on a team concept. The team is headed by James N. Mordy, Senior Vice President. Mr. Mordy joined Wellington Management in 1985 as an investment professional.

Portfolio Management Team

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MANAGEMENT TEAM

The Manager and the Sub-advisers (cont'd)

<TABLE>  
<CAPTION>

| PORTFOLIO                                      | SUB-ADVISERS AND PORTFOLIO MANAGER(S)  | BUSINESS EXPERIENCE  |
|--|--|--|
| <S>  | <C>  | <C>  |
| AXA Premier VIP International Equity Portfolio | ALLIANCE CAPITAL MANAGEMENT, L.P (BERNSTEIN INVESTMENT RESEARCH AND MANAGEMENT UNIT)<br>1345 Avenue of the Americas<br>New York, NY 10105<br><br>Portfolio Management Team | The Portfolio Management Team consists of a core group of senior investment and research professionals of the Bernstein Unit of Alliance Capital. Andrew S. Adelson chairs the International Equity Investment Policy Group. Mr. Adelson has been Chief Investment Officer -- International Value Equities and an Executive Vice President at Alliance Capital since 2000. He was Chief Investment Officer of International Investment Management Services at Sanford C. Bernstein & Co., Inc. ("Bernstein") from 1990 to 2000 when Bernstein became the Bernstein Unit of Alliance Capital. |
|  | BANK OF IRELAND ASSET MANAGEMENT (U.S.) LIMITED<br>26 Fitzwilliam Place<br>Dublin 2<br>Ireland<br><br>Portfolio Management Team  | BIAM (U.S.)'s management approach to its portion of the portfolio is built on a team concept. The team of nineteen asset managers is headed by Chris Reilly, Chief Investment Officer. Mr. Reilly joined BIAM (U.S.)'s Asset Management Team in 1980 and has had overall responsibility for asset management since 1985.   |
|  | OPPENHEIMERFUNDS, INC.<br>6803 South Tucson Way<br>Englewood, CO 80112<br><br>Portfolio Manager<br>George Evans  | Mr. Evans has been a Vice President of OppenheimerFunds, Inc. ("Oppenheimer") since October 1993 and of HarbourView Asset Management Corporation, a subsidiary of Oppenheimer Acquisition Corp., since July 1994. He joined Oppenheimer in 1990.   |
| AXA Premier VIP Technology Portfolio           | ALLIANCE CAPITAL MANAGEMENT L.P.<br>1345 Avenue of the Americas<br>New York, NY 10105<br><br>Portfolio Manager<br>Gerald T. Malone   | Mr. Malone has been a Senior Vice President and Portfolio Manager of Alliance Capital since 1995. Mr. Malone joined Alliance Capital as a Vice President, Research Analyst and Portfolio Manager in 1992.  |
|  | DRESDNER RCM GLOBAL INVESTORS LLC<br>Four Embarcadero Center<br>San Francisco, CA 94111<br><br>Portfolio Managers<br>Huachen Chen<br>Walter C. Price                       | Mr. Chen has been a Managing Director, Senior Analyst and Portfolio Manager of Dresdner since 1994. He joined Dresdner in 1984 as a Securities Analyst.<br><br>Mr. Price has been a Managing Director, Senior Analyst and Portfolio Manager of Dresdner since 1978. He joined Dresdner in 1974 as a Senior Securities Analyst.   |
|  | FIRSTHAND CAPITAL MANAGEMENT, INC.<br>125 South Market<br>Suite 1200<br>San Jose, CA 95113<br><br>Portfolio Manager<br>Kevin M. Landis                                     | Mr. Landis is the Chief Investment Officer of Firsthand. Mr. Landis co-founded the firm in 1993 and has been a Portfolio Manager with Firsthand since 1994.  |

</TABLE>



## MANAGEMENT TEAM

The Manager and the Sub-advisers (cont'd)

<TABLE>  
<CAPTION>

| PORTFOLIO                                       | SUB-ADVISERS AND PORTFOLIO<br>MANAGER(S)   | BUSINESS EXPERIENCE  |
|---|--|--|
| <S><br>AXA Premier VIP Health Care<br>Portfolio | <C><br>A I M CAPITAL MANAGEMENT, INC.<br>11 Greenway Plaza<br>Suite 100<br>Houston, TX 77046<br><br>Portfolio Management Team  | <C><br>The portion of assets allocated to AIM is managed by a team of investment professionals led by Michael Yellen. Mr. Yellen joined AIM in 1994 as an investment analyst.  |
|   | DRESDNER RCM GLOBAL INVESTORS<br>LLC<br>Four Embarcadero Center<br>San Francisco, CA 94111<br><br>Portfolio Manager<br>Michael Dauchot   | Dr. Dauchot has been a Manager of Dresdner since 1999. He joined Dresdner in 1999 as an Analyst. Prior to joining Dresdner, Dr. Dauchot was a Junior Analyst at Banc Boston Robertson from 1996 to 1998.   |
|   | WELLINGTON MANAGEMENT<br>COMPANY, LLP<br>75 State Street<br>Boston, MA 02109<br><br>Portfolio Managers<br>Ann C. Gallo<br>Jean M. Hynes<br>Kirk J. Mayer<br>Joseph H. Schwartz | Ms. Gallo has been a Vice President of Wellington Management since 1998. Ms. Gallo joined Wellington Management as a Global Industry Analyst in 1998. Prior to joining Wellington Management, she was a Health Care Analyst with BT Alex Brown from 1995 to 1998.<br><br>Ms. Hynes has been a Senior Vice President of Wellington Management since 2001. Ms. Hynes joined Wellington Management as a research assistant in 1991.<br><br>Mr. Mayer has been a Vice President of Wellington Management since 2001. Mr. Mayer joined Wellington Management as a Global Industry Analyst in 1998. Prior to joining Wellington Management, he attended the University of Pennsylvania's Wharton School of Finance where he obtained his MBA from 1996 to 1998, and he was an Operations Manager with Lockheed Martin Corporation from 1994 to 1996.<br><br>Mr. Schwartz has been a Senior Vice President of Wellington Management since 1995. Mr. Schwartz joined Wellington Management as a Global Industry Analyst in 1983. |

&lt;/TABLE&gt;

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## MANAGEMENT TEAM

The Manager and the Sub-advisers (cont'd)

<TABLE>  
<CAPTION>

| PORTFOLIO                                     | SUB-ADVISERS AND PORTFOLIO<br>MANAGER(S)  | BUSINESS EXPERIENCE   |
|---|---|---|
| <S><br>AXA Premier VIP Core Bond<br>Portfolio | <C><br>BLACKROCK ADVISORS, INC.<br>100 Bellevue Parkway<br>Wilmington, DE 19809<br><br>Portfolio Managers<br>Scott M. Amero<br>Keith T. Anderson<br>Rajiv Sobti | <C><br>Mr. Amero has been a Managing Director and Portfolio Manager of BAI since 1990. Prior to joining BAI, he was a Vice President in Fixed Income Research at The First Boston Corporation from 1985 to 1990.<br><br>Mr. Anderson has been a Managing Director and Chief Investment Officer, Fixed Income of BAI since founding the firm in 1988. Prior to founding BAI, Mr. Anderson was a Vice President in Fixed Income Research at The First Boston Corporation from 1987 to 1988. |

Dr. Sobti has been a Managing Director and Portfolio Manager of BAI since 1998. Prior to joining BAI, he was a Managing Director and head of Quantitative Research at Donaldson Lufkin & Jenrette from 1986 to 1998.

PACIFIC INVESTMENT MANAGEMENT  
COMPANY LLC  
840 Newport Center Drive  
Suite 300  
Newport Beach, CA 92660

The Portfolio Management Team develops and implements investment strategy for the portfolio. William H. Gross heads the Portfolio Management Team. Mr. Gross is a Managing Director and the Chief Investment Officer of PIMCO and has been associated with the firm for over 30 years. Mr. Gross was a founder of PIMCO.

Portfolio Management Team

</TABLE>

#### MANAGEMENT FEES

Each portfolio pays a fee to Equitable for management services. The Large Cap Core Equity Portfolio, Large Cap Growth Portfolio and Large Cap Value Portfolio each pay a management fee at an annual rate of 0.90% of the average net assets of the portfolio. The Small/Mid Cap Growth Portfolio and Small/Mid Cap Value Portfolio each pay a management fee at an annual rate of 1.10% of the average net assets of the portfolio. The International Equity Portfolio pays a management fee at an annual rate of 1.05% of the average net assets of the portfolio. The Technology Portfolio and Health Care Portfolio each pay a management fee at an annual rate of 1.20% of the average net assets of the portfolio. The Core Bond Portfolio pays a management fee at an annual rate of 0.60% of the average net assets of the portfolio.

The sub-advisers are paid by Equitable. Changes to the sub-advisory fees may be negotiated, which could result in an increase or decrease in the amount of the management fee retained by Equitable, without shareholder approval. For certain administrative services, in addition to the management fee, each portfolio pays Equitable a fee at an annual rate of 0.15% of the portfolio's total average net assets plus \$35,000 per portfolio and an additional \$35,000 for each portion of the portfolio for which separate administrative services are provided (e.g.) portions of a portfolio allocated to separate sub-advisers and/or managed in a discrete style.

#### EXPENSE LIMITATION AGREEMENT

In the interest of limiting until April 30, 2004 the expenses of each portfolio, the Manager has entered into an expense limitation agreement with the Trust with respect to the portfolios ("Expense Limitation Agreement"). Pursuant to that Expense Limitation Agreement, the Manager has agreed to waive or limit its fees and to assume other expenses so that the total annual operating expenses of each portfolio (other than interest, taxes, brokerage commissions, other expenditures which are capitalized in accordance with generally accepted accounting principles, other extraordinary expenses not incurred in the ordinary course of each portfolio's business and amounts payable pursuant to a plan adopted in accordance with Rule 12b-1 under the Investment Company Act of 1940), are limited to 1.10% for the Large Cap Growth Portfolio, the Large Cap Core Equity Portfolio and the Large Cap Value Portfolio, 1.35% for the Small/Mid Cap Growth Portfolio and the Small/Mid Cap Value Portfolio, 1.55% for the International Equity Portfolio, 1.60% for the Technology Portfolio and the Health Care Portfolio, and 0.70% for the Core Bond Portfolio.

Equitable may be reimbursed the amount of any such payments in the future provided that the payments are reimbursed within three years of the payment being made and the combination of the portfolio's expense ratio and such reimbursements do not exceed the portfolio's expense cap. If the actual expense ratio is less than the expense cap and Equitable has recouped all eligible previous payments made, the portfolio will be charged such lower expenses.

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#### PORTFOLIO SERVICES

Investing in the Fund

#### BUYING AND SELLING SHARES

Each portfolio offers Class A and Class B shares. All shares are purchased and sold at their net asset value without any sales load. These portfolios are not designed for professional market-timers, see the section entitled "Purchase Restrictions on Market-Timers."

The price at which a purchase or sale is effected is based on the next calculation of net asset value after an order is placed by an insurance company or qualified retirement plan investing in or redeeming from the Trust. All redemption requests will be processed and payment with respect thereto will normally be made within seven days after tender.

#### RESTRICTIONS ON BUYING AND SELLING SHARES

##### PURCHASE RESTRICTIONS

The portfolios reserve the right to suspend or change the terms of purchasing or selling shares.

##### PURCHASE RESTRICTIONS ON MARKET-TIMERS AND ACTIVE TRADERS

Each portfolio and the Co-distributors reserve the right to refuse or limit any purchase order by a particular purchaser (or group of related purchasers) if the transaction is deemed harmful to the portfolio's other shareholders or would disrupt the management of the portfolio.

You should note that the Trust is not designed for professional "market timing" organizations, or other organizations or individual engaging in a market timing strategy, making programmed transfers, frequent transfers or transfers that are large in relation to the total assets of each of the Trust's portfolios. These kinds of strategies and transfer activities are disruptive to the Trust's portfolios. If we determine that your transfer patterns among the Trust's portfolios are disruptive to the Trust's portfolios, we may, among other things, restrict the availability of personal telephone requests, facsimile transmissions, automated telephone services, internet services or any electronic transfer services. We may also refuse to act on transfer instructions of an agent acting under a power of attorney who is acting on behalf of more than one owner.

We currently consider transfers into and out of (or vice versa) a portfolio within a five business day period as potentially disruptive transfer activity. In order to prevent disruptive activity, we monitor the frequency of transfers, including the size of transfers in relation to portfolio assets, in each portfolio, and we take appropriate action, which may include the actions described above to restrict availability of voice, fax and automated transaction services, when we consider the activity of owners to be disruptive. We currently give additional individualized notice, to owners who have engaged in such activity, of our intention to restrict such services. However, we may not continue to give such individualized notice. We may also, in our sole discretion and without further notice, change what we consider disruptive transfer activity, as well as change our procedures to restrict this activity.

##### SELLING RESTRICTIONS

The table below describes restrictions placed on selling shares of any portfolio described in this Prospectus.

<TABLE>  
<CAPTION>

| RESTRICTION  | SITUATION  |
|--|--|
| <S><br>The portfolio may suspend the right of redemption or postpone payment for more than y days:   | <C> <ul style="list-style-type: none"><li>o When the New York Stock Exchange is closed (other than a weekend/holiday).</li><li>o During an emergency.</li><li>o Any other period permitted by the SEC.</li></ul> |
| A portfolio may pay the redemption price in whole or part by a distribution in kind of readily marketable securities in lieu of cash or may take up to 7 days to pay a redemption request in order to raise capital: | o When it is detrimental for a portfolio to make cash payments as determined in the sole discretion of   |

</TABLE>

#### PORTFOLIO SERVICES

Investing in the Fund (cont'd)

#### HOW PORTFOLIO SHARES ARE PRICED

"Net asset value" is the price of one share of a portfolio without a sales charge, and is calculated each business day using the following formula:

$$\text{NET ASSET VALUE} = \frac{\text{TOTAL MARKET VALUE OF SECURITIES + CASH AND OTHER ASSETS - LIABILITIES}}{\text{NUMBER OF OUTSTANDING SHARES}}$$

The net asset value of portfolio shares is determined according to this schedule:

- o A share's net asset value is determined as of the close of regular trading on the New York Stock Exchange ("Exchange") on the days the Exchange is open for trading. This is normally 4:00 p.m. Eastern Time.
- o The price you pay for purchasing or redeeming a share will be based upon the net asset value next calculated after your order is placed by an insurance company or qualified retirement plan.
- o A portfolio heavily invested in foreign securities may have net asset value changes on days when you cannot buy or sell its shares.

Generally, portfolio securities are valued as follows:

- o Equity securities -- most recent sales price or if there is no sale, latest available bid price.
- o Debt securities (other than short-term obligations) -- based upon pricing service valuations.
- o Short-term obligations -- amortized cost (which approximates market value).
- o Securities traded on foreign exchanges -- most recent sales or bid price on the foreign exchange or market, unless a significant event occurs after the close of that market or exchange will materially affect its value. In that case, fair value as determined by or under the direction of the board of trustees at the close of regular trading on the Exchange.
- o Options -- last sales price or, if not available, previous day's sales price. However, if the bid price is higher or the asked price is lower than the previous day's last sales price, the higher bid or lower asked price may be used. Options not traded on an exchange or actively traded are valued according to fair value methods.
- o Futures -- last sales price or, if there is no sale, latest available bid price.
- o Other Securities -- other securities and assets for which market quotations are not readily available or for which valuation cannot be provided are valued at their fair value under the direction of the Trust's board of trustees.

Events or circumstances affecting the values of portfolio securities that occur between the closing of their principal markets and the time the net asset value is determined may be reflected in the Trust's calculation of net asset values for each applicable portfolio when Equitable deems that the particular event or circumstance would materially affect such portfolio's net asset value.

The effect of fair value pricing as described above is that securities may not be priced on the basis of quotations from the primary market in which they are traded, but rather may be priced by another method that the Trust's board of trustees believes accurately reflects fair value. This policy is intended to assure that each portfolio's net asset value fairly reflects security values as of the time of pricing.

#### PORTFOLIO SERVICES

Investing in the Fund (cont'd)

#### DIVIDENDS AND OTHER DISTRIBUTIONS

The portfolios generally distribute most or all of their net investment income and their net realized gains, if any, annually. The Core Bond Portfolio normally pays dividends of net investment income monthly, and its gains, if any, annually. Dividends and other distributions are automatically reinvested at net asset value in shares of the portfolios.

## TAX CONSEQUENCES

Each portfolio is treated as a separate entity, and intends to qualify to be treated as a regulated investment company, for federal income tax purposes. Regulated investment companies are usually not taxed at the entity (portfolio) level. They pass through their income and gains to their shareholders by paying dividends. A portfolio will be treated as a regulated investment company if it meets specified federal income tax rules, including types of investments, limits on investments, types of income, and dividend payment requirements. Although the Trust intends that it and each portfolio will be operated to have no federal tax liability, if they have any federal tax liability, it could hurt the investment performance of the portfolio in question. Also, any portfolio investing in foreign securities or holding foreign currencies could be subject to foreign taxes, which could reduce the investment performance of the portfolio.

It is important for each portfolio to maintain its regulated investment company status because the shareholders of the portfolio that are insurance company separate accounts will then be able to use a favorable investment diversification testing rule in determining whether the Contracts indirectly funded by the portfolio meet tax qualification rules for variable insurance contracts. If a portfolio fails to meet specified investment diversification requirements, owners of non-pension plan Contracts funded through the Trust could be taxed immediately on the accumulated investment earnings under their Contracts and could lose any benefit of tax deferral. Equitable, in its capacity as Manager and as the administrator for the Trust, therefore carefully monitors compliance with all of the regulated investment company rules and variable insurance contract investment diversification rules.

Contract owners seeking to understand the tax consequences of their investment should consult with their tax advisers or the insurance company that issued their variable product or refer to their Contract prospectus.

## ADDITIONAL INFORMATION

### COMPENSATION TO SECURITIES DEALERS

The portfolios are distributed by AXA Advisors, LLC and AXA Distributors, LLC, the Co-distributors. The Trust has adopted a Distribution Plan under Rule 12b-1 under the 1940 Act for the portfolios' Class B shares. Under the plan, Class B shares pay each of the Co-distributors an annual fee to compensate them for promoting, selling and servicing shares of the portfolios. The annual fee is equal to 0.25% of each portfolio's average daily net assets. Because these distribution fees are paid out of the portfolio's assets on an ongoing basis, over time these fees for Class B shares will increase the cost of your investment and may cost you more than paying other types of sales charges.

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## GLOSSARY OF TERMS

**BID PRICE** -- The price a prospective buyer is ready to pay. This term is used by traders who maintain firm bid and offer prices in a given security by standing ready to buy or sell security units at publicly quoted prices.

**CAPITAL GAIN DISTRIBUTIONS** -- Payments to a portfolio's shareholders of profits earned from selling securities in that portfolio. Capital gain distributions are usually paid once a year.

**CORE INVESTING** -- An investment style that includes both the strategies used when seeking either growth companies (those with strong earnings growth) or value companies (those that may be temporarily out of favor or have earnings or assets not fully reflected in their stock price).

**DERIVATIVE** -- A financial instrument whose value and performance are based on the value and performance of another security or financial instrument.

**DIVERSIFICATION** -- The strategy of investing in a wide range of companies to reduce the risk if an individual company suffers losses.

**DURATION** -- A measure of how much a bond's price fluctuates with changes in comparable interest rates.

**EARNINGS GROWTH** -- A pattern of increasing rate of growth in earnings per share from one period to another, which usually causes a stock's price to rise.

**FUNDAMENTAL ANALYSIS** -- An analysis of the balance sheet and income statements of a company in order to forecast its future stock price movements. Fundamental

analysis considers past records of assets, earnings, sales, products, management and markets in predicting future trends in these indicators of a company's success or failure. By appraising a company's prospects, analysts using such an approach assess whether a particular stock or group of stocks is undervalued or overvalued at its current market price.

GROWTH INVESTING -- An investment style that emphasizes companies with strong earnings growth. Growth investing is generally considered more aggressive than "value" investing.

INTEREST RATE -- Rate of interest charged for the use of money, usually expressed as an annual rate.

MARKET CAPITALIZATION -- Market price of a company's shares multiplied by number of shares outstanding. A common measure of the relative size of a company.

NET ASSET VALUE (NAV) -- The market value of one share of a portfolio on any given day without taking into account any front-end sales charge or CDSC. It is determined by dividing a portfolio's total net assets by the number of shares outstanding.

PRICE-TO-BOOK VALUE RATIO -- Current market price of a stock divided by its book value, or net asset value.

PRICE-TO-EARNINGS RATIO -- Current market price of a stock divided by its earnings per share. Also known as the "multiple," the price-to-earnings ratio gives investors an idea of how much they are paying for a company's earning power and is a useful tool for evaluating the costs of different securities.

VALUE INVESTING -- An investment style that focuses on companies that may be temporarily out of favor or have earnings or assets not fully reflected in their stock prices.

VOLATILITY -- The general variability of a portfolio's value resulting from price fluctuations of its investments. In most cases, the more diversified a portfolio is, the less volatile it will be.

YIELD -- The rate at which a portfolio earns income, expressed as a percentage. Mutual fund yield calculations are standardized, based upon a formula developed by the Securities and Exchange Commission.

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#### DESCRIPTION OF BENCHMARKS

Each Portfolio's performance is compared to that of a broad-based securities market index.

Broad-based securities indices are unmanaged and are not subject to fees and expenses typically associated with managed investment company portfolios. Investments cannot be made directly in a broad-based securities index.

#### RUSSELL 3000 INDEX

Composed of 3,000 large U.S. securities, as determined by total market capitalization. This index is capitalization weighted and represents approximately 98% of the investable U.S. equity market.

#### RUSSELL 1000 GROWTH INDEX

Contains those Russell 1000 securities (1,000 largest securities in the Russell 3000 Index) with a greater-than-average growth orientation. Securities in this index tend to exhibit higher price-to-book and price-to-earnings ratios, lower dividend yields and higher forecasted growth values than the Value universe.

#### RUSSELL 1000 VALUE INDEX

Contains those Russell 1000 securities (1,000 largest securities in the Russell 3000 Index) with a less-than-average growth orientation. It represents the universe of stocks from which value managers typically select. Securities in this index tend to exhibit lower price-to-book and price-to-earnings ratios, higher dividend yields and lower forecasted growth values than the Growth universe.

#### STANDARD & POOR'S 500 INDEX

Contains 500 of the largest U.S. industrial, transportation, utility and financial companies deemed by Standard and Poor's to be representative of the larger capitalization portion of the U.S. stock market. The index is capitalization weighted, thereby giving greater weight to companies with the

largest market capitalizations.

#### RUSSELL 1000 INDEX

Contains 1,000 of the largest companies in the Russell 3000 Index, representing approximately 92% of the total market capitalization of the Russell 3000 Index.

#### RUSSELL 2000 INDEX

Contains 2,000 of the smallest companies in the Russell 3000 Index, representing approximately 8% of the total market capitalization of the Russell 3000 Index.

#### RUSSELL 2500 GROWTH INDEX

Contains those Russell 2500 securities (the bottom 500 securities in the Russell 1000 Index and all 2,000 securities in the Russell 2000 Index) with a greater-than-average growth orientation. Securities in this index tend to exhibit higher price-to-book and price-earnings ratios, lower dividend yields and higher forecasted growth values than the Value universe.

#### RUSSELL 2500 VALUE INDEX

Contains those Russell 2500 securities (the bottom 500 securities in the Russell 1000 Index and all 2,000 securities in the Russell 2000 Index) with a less-than-average growth orientation. Securities in this index tend to exhibit lower price-to-book and price-earnings ratios, lower dividend yields and higher forecasted growth values than the Growth universe.

#### RUSSELL 1000 TECHNOLOGY INDEX

Contains those Russell 1000 securities (1,000 largest securities in the Russell 3000 Index) that are deemed technology companies by the Russell sector classification scheme. This sector includes securities in the following industries: computer hardware, computer software, communications technology, electrical & electronics, semiconductors, and scientific equipment & suppliers. The index is market value weighted.

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#### DESCRIPTION OF BENCHMARKS (cont'd)

##### RUSSELL 1000 HEALTHCARE INDEX

Contains those Russell 1000 securities (1,000 largest securities in the Russell 3000 Index) that are deemed healthcare companies by the Russell sector classification scheme.

##### MORGAN STANLEY CAPITAL INTERNATIONAL EAFE INDEX

Contains a market capitalization weighted sampling of securities deemed by Morgan Stanley Capital International to be representative of the market structure of the developed equity markets in Europe, Australasia and the Far East. To construct the index, MSCI targets at least 60% coverage of the market capitalization of each industry within each country in the EAFE index. Companies with less than 40% of their market capitalization publicly traded are float-adjusted to include only a fraction of their market capitalization in the broader EAFE index. EAFE index assumes dividends reinvested net of withholding taxes and do not reflect any fees and expenses.

##### LEHMAN BROTHERS AGGREGATE BOND INDEX

The Lehman Brothers Aggregate Bond Index covers the U.S. investment-grade fixed-rate bond market, including government and credit securities, agency mortgage passthrough securities, asset-backed securities, and commercial mortgage-based securities. To qualify for inclusion in the Lehman Aggregate Index, a bond must have at least one year remaining to final maturity, \$150 million in par value outstanding, rated Baa or better by Moody's, have a fixed coupon rate, and be dollar denominated.

## FINANCIAL HIGHLIGHTS

The financial highlights table is intended to help you understand the financial performance of the Trust's Class A and Class B shares. The financial information in the table below is for the fiscal period ended December 31, 2002, the first year of the funds' operations. The information below has been derived from the financial statements of the Trust, which have been audited by PricewaterhouseCoopers LLP, independent public accountants. PricewaterhouseCoopers LLP's report on the Trust's financial statements as of December 31, 2002 appears in the Trust's Annual Report. Certain information reflects financial results for a single fund share. The total returns in the tables represent the rate that a shareholder would have earned (or lost) on an investment in the fund (assuming reinvestment of all dividends and disbursements). The total return figures shown below do not reflect any separate account or Contract fees and charges. The information should be read in conjunction with the financial statements contained in the Trust's Annual Report which are incorporated by reference into the Trust's Statement of Additional Information (SAI) and available upon request.

[Financial Highlights Tables to be inserted]

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If you would like more information about the portfolios, the following documents are available free upon request.

ANNUAL AND SEMI-ANNUAL REPORTS -- Includes more information about the portfolios' performance. The reports usually include performance information, a discussion of market conditions and the investment strategies that affected the portfolios' performance during the last fiscal year.

STATEMENT OF ADDITIONAL INFORMATION (SAI) -- Provides more detailed information about the portfolios, has been filed with the Securities and Exchange Commission and is incorporated into this Prospectus by reference.

TO ORDER A FREE COPY OF A PORTFOLIO'S SAI AND/OR ANNUAL AND SEMI-ANNUAL REPORT, CONTACT YOUR FINANCIAL PROFESSIONAL, OR THE PORTFOLIOS AT:

AXA PREMIER VIP TRUST  
1290 AVENUE OF THE AMERICAS  
NEW YORK, NEW YORK 10104  
TELEPHONE: 866-231-8585

Your financial professional or AXA Premier VIP Trust will also be happy to answer your questions or to provide any additional information that you may require.

Information about the portfolios (including the SAI) can be reviewed and copied at the SEC's Public Reference Room in Washington, D.C. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-202-942-8090. Reports and other information about the portfolios are available on the EDGAR database on the SEC's Internet site at

[HTTP://WWW.SEC.GOV.](http://www.sec.gov)

Investors may also obtain this information, after paying a duplicating fee, by electronic request at the following e-mail address:  
publicinfo@sec.gov or by writing the SEC's  
Public Reference Section,  
Washington, D.C. 20549-0102

AXA PREMIER VIP TRUST

<TABLE>

<CAPTION>

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AXA Premier VIP Large Cap Growth Portfolio  
AXA Premier VIP Large Cap Core Equity Portfolio  
AXA Premier VIP Large Cap Value Portfolio

<C>

AXA Premier VIP International Equity Portfolio  
AXA Premier VIP Technology Portfolio  
AXA Premier VIP Health Care Portfolio



(Investment Company Act File No. 811-10509)

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[LOGO]

PROSPECTUS MAY , 2003

AXA PREMIER VIP TRUST

AXA PREMIER VIP LARGE CAP GROWTH PORTFOLIO  
AXA PREMIER VIP LARGE CAP CORE EQUITY PORTFOLIO  
AXA PREMIER VIP LARGE CAP VALUE PORTFOLIO  
AXA PREMIER VIP SMALL/MID CAP GROWTH PORTFOLIO  
AXA PREMIER VIP SMALL/MID CAP VALUE PORTFOLIO  
AXA PREMIER VIP INTERNATIONAL EQUITY PORTFOLIO  
AXA PREMIER VIP TECHNOLOGY PORTFOLIO  
AXA PREMIER VIP HEALTH CARE PORTFOLIO  
AXA PREMIER VIP CORE BOND PORTFOLIO

The Securities and Exchange Commission has not approved any portfolio's shares or determined whether this Prospectus is accurate or complete. Anyone who tells you otherwise is committing a crime.

#### INTRODUCTION

AXA Premier VIP Trust ("Trust") is a family of distinct mutual funds, each with its own investment strategy and risk/reward profile. This prospectus describes Class A shares of each of the Trust's portfolios. Each portfolio is a diversified portfolio, except AXA Premier VIP Technology Portfolio and AXA Premier VIP Health Care Portfolio, which are non-diversified portfolios sometimes referred to as "sector portfolios." Information on each portfolio, including investment objectives, investment strategies and investment risks, can be found on the pages following this introduction. The investment objective of a portfolio is not a fundamental policy and may be changed without a shareholder vote.

The Trust's shares are currently sold only to insurance company separate accounts in connection with variable life insurance contracts and variable annuity certificates and contracts ("Contracts") issued or to be issued by The Equitable Life Assurance Society of the United States ("Equitable") or other affiliated or unaffiliated insurance companies. Shares also may be sold to tax-qualified retirement plans. Shares also may be sold to tax-qualified retirement plans. The Prospectus is designed to help you make informed decisions about the portfolios that are available under your Contract or under your retirement plan.

The investment manager to each portfolio is Equitable. The day-to-day

management of each portfolio is provided by one or more investment sub-advisers. Information regarding Equitable and the sub-advisers is included under "Management Team" in this prospectus. Equitable may allocate a portfolio's assets to additional sub-advisers subject to approval of the Trust's board of trustees. In addition, Equitable may, subject to the approval of the Trust's board of trustees, appoint, dismiss and replace sub-advisers and amend sub-advisory agreements without obtaining shareholder approval. In such circumstances, shareholders would receive notice of such action. However, Equitable may not enter into a sub-advisory agreement with an "affiliated person" of Equitable (as that term is defined in Section 2(a)(3) of the Investment Company Act of 1940, as amended ("1940 Act")) ("Affiliated Adviser"), such as Alliance Capital Management L.P. and AXA Rosenberg Investment Management LLC, unless the sub-advisory agreement with the Affiliated Adviser, including compensation, is approved by the affected portfolio's shareholders.

The co-distributors for each portfolio are AXA Advisors, LLC and AXA Distributors, LLC.

An investment in a portfolio is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Because you could lose money by investing in these portfolios, be sure to read all risk disclosures carefully before investing.

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AXA PREMIER VIP LARGE CAP GROWTH PORFOLIO

MANAGER: Equitable

SUB-ADVISERS: Alliance Capital Management L.P.  
Dresdner RCM Global Investors LLC  
TCW Investment Management Company

Key Terms

- o GROWTH INVESTING -- An investment style that emphasizes companies with strong earnings growth. Growth investing is generally considered more aggressive than "value" investing.

- o LARGE CAP COMPANIES -- Companies with market capitalization in excess of \$5 billion.

#### INVESTMENT GOAL

Long-term growth of capital.

#### PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of U.S. large capitalization companies. Large capitalization companies are companies with market capitalization in excess of \$5 billion at the time of investment.

The portfolio intends to invest primarily in common stock but it may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, such as preferred stock, warrants and securities convertible into common stock.

Utilizing a due diligence process covering a number of key factors, Equitable selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to three or more sub-advisers. Equitable monitors the sub-advisers and may replace or add sub-advisers subject to the approval of the Trust's board of trustees.

The sub-advisers focus on identifying companies expected to grow at a faster rate than the U.S. economy. This process involves researching and evaluating individual companies for potential investment. The sub-advisers may sell a security for a variety of reasons, including to seek more attractive growth prospects.

For temporary defensive purposes, the portfolio may invest, without limit, in cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these instruments, the portfolio will not be pursuing its investment objective. The portfolio is not a market-timing vehicle.

#### PRINCIPAL INVESTMENT RISKS

An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Equity Risk -- Stocks and other equity securities generally fluctuate in value more than bonds.
- o Investment Style Risk -- The sub-advisers primarily use a particular style or set of styles - in this case "growth" styles - to select investments for the portfolio. Those styles may be out of favor or may not produce the best results over short or longer time periods. They may also increase the volatility of the portfolio's share price.
- o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
- o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

1

#### PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that were in place during the period shown. The performance results presented below do not reflect any insurance and Contract-related fees and expenses, which

would reduce the performance results. Since Equitable may add to, dismiss or replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

The following bar chart illustrates the annual total return for the portfolio's Class A shares for 2002, the portfolio's first full calendar year of operations. The inception date for the portfolio is December 31, 2001.

<TABLE>  
<CAPTION>

-----  
CALENDAR YEAR ANNUAL TOTAL RETURN  
-----

<S> <C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

| Best quarter (% and time period)<br>% (2002 Quarter) | Worst quarter (% and time period)<br>% (2002 Quarter) |
|--|---|
|--|---|

-----  
</TABLE>

The table below shows how the average annual total returns for the portfolio's Class A shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>  
<CAPTION>

-----  
AVERAGE ANNUAL TOTAL RETURNS  
-----

ONE YEAR AND SINCE INCEPTION+

|  | <C> |
|--|-----|
| AXA Premier VIP Large Cap Growth Portfolio | %   |
| Russell 1000 Growth Index*                 | %   |

-----  
</TABLE>

+ The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical.  
\* For more information on this index, see the following section "Description of Benchmarks."

2

AXA PREMIER VIP LARGE CAP CORE EQUITY PORFOLIO

MANAGER: Equitable

SUB-ADVISERS: Alliance Capital Management L.P. (Bernstein Unit)  
Janus Capital Management LLC  
Thornburg Investment Management, Inc.

Key Terms

- o CORE INVESTING -- An investment style that includes both the strategies used when seeking either growth companies (those with strong earnings growth) or value companies (those that may be temporarily out of favor or have earnings or assets not fully reflected in their stock price).
- o LARGE CAP COMPANIES -- Companies with market capitalization in excess of \$5 billion.

INVESTMENT GOAL

Long-term growth of capital.

## PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of U.S. large capitalization companies. Large capitalization companies are companies with market capitalization in excess of \$5 billion at the time of investment.

The portfolio intends to invest primarily in common stock but it may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, such as preferred stock, warrants and securities convertible into common stock.

Utilizing a due diligence process covering a number of key factors, Equitable selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to three or more sub-advisers. Equitable monitors the sub-advisers and may replace or add sub-advisers subject to the approval of the Trust's board of trustees.

Each sub-adviser generally chooses investments that include either companies with above average growth prospects, companies selling at reasonable valuations, or both. Among other things, these processes involve researching and evaluating individual companies for potential investment. Each sub-adviser may sell a security for a variety of reasons, such as to invest in a company offering superior investment opportunities.

For temporary defensive purposes, the portfolio may invest, without limit, in cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these instruments, the portfolio will not be pursuing its investment objective. The portfolio is not a market-timing vehicle.

## PRINCIPAL INVESTMENT RISKS

An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Equity Risk -- Stocks and other equity securities generally fluctuate in value more than bonds.
- o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
- o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

3

## PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that were in place during the period shown. The performance results presented below do not reflect any insurance and Contract-related fees and expenses, which would reduce the performance results. Since Equitable may add to, dismiss or replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

The following bar chart illustrates the annual total return for the portfolio's Class A shares for 2002, the portfolio's first full calendar year of operations. The inception date for the portfolio is December 31, 2001.

<TABLE>

<CAPTION>

-----  
CALENDAR YEAR ANNUAL TOTAL RETURN  
-----

<S> <C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

-----  
Best quarter (% and time period) Worst quarter (% and time period)  
% (2002 Quarter) % (2002 Quarter)  
-----

</TABLE>

The table below shows how the average annual total returns for the portfolio's Class A shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>  
<CAPTION>

-----  
AVERAGE ANNUAL TOTAL RETURNS  
-----

ONE YEAR AND SINCE INCEPTION+

<S> <C>

AXA Premier VIP Large Core Equity Portfolio %

-----  
Standard & Poor's 500 Index\* %  
-----

</TABLE>

+ The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical.

\* For more information on this index, see the following section "Description of Benchmarks."

4

AXA PREMIER VIP LARGE CAP VALUE PORTFOLIO

MANAGER: Equitable

SUB-ADVISERS: Alliance Capital Management L.P.  
Institutional Capital Corporation  
MFS Investment Management

Key Terms

- o VALUE INVESTING -- An investment style that focuses on companies that may be temporarily out of favor or have earnings or assets not fully reflected in their stock prices.
- o LARGE CAP COMPANIES -- Companies with market capitalization in excess of \$5 billion.

INVESTMENT GOAL

Long-term growth of capital.

PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of U.S. large capitalization companies. Large capitalization companies are companies with market capitalization in excess of \$5 billion at the time of investment.

The portfolio intends to invest primarily in common stock but it may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, such as preferred stock, warrants and securities convertible into common stock.

Utilizing a due diligence process covering a number of key factors, Equitable selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to three or more sub-advisers. Equitable monitors the sub-advisers and may replace or add sub-advisers subject to the approval of the Trust's board of trustees.

The sub-advisers focus primarily on stocks that are currently under-priced using certain financial measurements, including the stock's price-to-earnings and price-to-book ratios and dividend income potential. This process involves researching and evaluating individual companies for potential investment. This approach often leads the portfolio to focus on "strong companies" in out-of-favor sectors or out-of-favor companies exhibiting a catalyst for change. The sub-advisers may sell a security for a variety of reasons, such as because it becomes overvalued or shows deteriorating fundamentals.

For temporary defensive purposes, the portfolio may invest, without limit, in cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these instruments, the portfolio will not be pursuing its investment objective. The portfolio is not a market-timing vehicle.

#### PRINCIPAL INVESTMENT RISKS

An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Equity Risk -- Stocks and other equity securities generally fluctuate in value more than bonds.
- o Investment Style Risk -- The sub-advisers primarily use a particular style or set of styles -- in this case "value" styles -- to select investments for the portfolio. Those styles may be out of favor or may not produce the best results over short or longer time periods. They may also increase the volatility of the portfolio's share price.
- o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
- o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

#### PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that were in place during the period shown. The performance results presented below do not reflect any insurance and Contract-related fees and expenses, which would reduce the performance results. Since Equitable may add to, dismiss or replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

The following bar chart illustrates the annual total return for the portfolio's Class A shares for 2002, the portfolio's first full calendar year of operations. The inception date for the portfolio is December 31, 2001.

<TABLE>  
<CAPTION>

-----  
CALENDAR YEAR ANNUAL TOTAL RETURN  
-----

<S>

<C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

| Best quarter (% and time period)<br>% (2002 Quarter) | Worst quarter (% and time period)<br>% (2002 Quarter) |
|--|---|
|--|---|

</TABLE>

The table below shows how the average annual total returns for the portfolio's Class A shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>  
<CAPTION>

AVERAGE ANNUAL TOTAL RETURNS

ONE YEAR AND SINCE INCEPTION+

| <S>                                       | <C> |
|---|-----|
| AXA Premier VIP Large Cap Value Portfolio | %   |
| Russell 1000 Value Index*                 | %   |

</TABLE>

+ The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical.

\* For more information on this index, see the following section "Description of Benchmarks."

6

AXA PREMIER VIP SMALL/MID CAP GROWTH PORTFOLIO

MANAGER: Equitable

SUB-ADVISERS: Alliance Capital Management L.P.  
Provident Investment Counsel, Inc.  
RS Investment Management, LP

Key Terms

- o GROWTH INVESTING -- An investment style that emphasizes companies with strong earnings growth. Growth investing is generally considered more aggressive than "value" investing.
- o SMALL/MID CAP COMPANIES -- Companies with market capitalization between \$100 million and \$7 billion.

INVESTMENT GOAL

Long-term growth of capital.

PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of U.S. small- and mid-capitalization companies. Small/mid capitalization companies are companies with market capitalization between \$100 million and \$7 billion at the time of investment.

The portfolio intends to invest primarily in common stock but it may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, such as preferred stock, warrants and securities convertible into common stock.

Utilizing a due diligence process covering a number of key factors, Equitable selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to three or more sub-advisers. Equitable monitors the sub-advisers and may replace or add sub-advisers subject to the approval of the Trust's board of trustees.

The sub-advisers will utilize an aggressive, growth-oriented investment style that emphasizes companies that are either in or entering into the growth phase



of their business cycle. In choosing investments, sub-advisers utilize a process that involves researching and evaluating individual companies for potential investment. The sub-advisers may sell a security for a variety of reasons, such as to invest in a company offering superior investment opportunities.

For temporary defensive purposes, the portfolio may invest, without limit, in cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these instruments, the portfolio will not be pursuing its investment objective. The portfolio is not a market-timing vehicle.

#### PRINCIPAL INVESTMENT RISKS

An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Equity Risk -- Stocks and other equity securities generally fluctuate in value more than bonds.
- o Investment Style Risk -- The sub-advisers primarily use a particular style or set of styles -- in this case "growth" styles -- to select investments for the portfolio. Those styles may be out of favor or may not produce the best results over short or longer time periods. They may also increase the volatility of the portfolio's share price.
- o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
- o Small- and Mid-Capitalization Risk -- Risk is greater for the common stocks of small- and mid-capitalization companies because they generally are more vulnerable than larger companies to adverse business or economic developments and they may have more limited resources. In general, these risks are greater for small-capitalization companies than for mid-capitalization companies.
- o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

7

#### PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that were in place during the period shown. The performance results presented below do not reflect any insurance and Contract-related fees and expenses, which would reduce the performance results. Since Equitable may add to, dismiss or replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

The following bar chart illustrates the annual total return for the portfolio's Class A shares for 2002, the portfolio's first full calendar year of operations. The inception date for the portfolio is December 31, 2001.

<TABLE>  
<CAPTION>

-----  
CALENDAR YEAR ANNUAL TOTAL RETURN  
-----

<S> \_\_\_\_\_ <C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

-----  
Best quarter (% and time period)

Worst quarter (% and time period)  
-----

</TABLE>

The table below shows how the average annual total returns for the portfolio's Class A shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>  
<CAPTION>

-----  
AVERAGE ANNUAL TOTAL RETURNS  
-----

-----  
ONE YEAR AND SINCE INCEPTION+  
-----

| <S>  | <C> |
|--|-----|
| AXA Premier VIP Small/Mid Cap Growth Portfolio | %   |
| Russell 2500 Growth Index*                     | %   |

</TABLE>

- + The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical.
- \* For more information on this index, see the following section "Description of Benchmarks."

8

AXA PREMIER VIP SMALL/MID CAP VALUE PORTFOLIO

MANAGER: Equitable

SUB-ADVISERS: AXA Rosenberg Investment Management LLC  
 TCW Investment Management Company  
 Wellington Management Company, LLP

Key Terms

- o VALUE INVESTING -- An investment style that focuses on companies that may be temporarily out of favor or have earnings or assets not fully reflected in their stock prices.
- o SMALL/MID CAP COMPANIES -- Companies with market capitalization between \$100 million and \$7 billion.

INVESTMENT GOAL

Long-term growth of capital.

PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of U.S. small- and mid-capitalization companies. Small/mid capitalization companies are companies with market capitalization between \$100 million and \$7 billion at the time of investment.

The portfolio intends to invest primarily in common stock but it may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, such as preferred stock, warrants and securities convertible into common stock.

Utilizing a due diligence process covering a number of key factors, Equitable selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to three or more sub-advisers. Equitable monitors the sub-advisers and may replace or add sub-advisers subject to the approval of the Trust's board of trustees.

The sub-advisers will utilize a value-oriented investment style that emphasizes companies deemed to be currently under-priced according to certain financial measurements, which may include price-to-earnings and price-to-book ratios and dividend income potential. This process involves researching and evaluating individual companies for potential investment by the portfolio. This approach will often lead the portfolio to focus on "strong companies" in out-of-favor

sectors or out-of-favor companies exhibiting a catalyst for change. The sub-advisers may sell a security for a variety of reasons, such as because it becomes overvalued or shows deteriorating fundamentals.

For temporary defensive purposes, the portfolio may invest, without limit, in cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these instruments, the portfolio will not be pursuing its investment objective. The portfolio is not a market-timing vehicle.

#### PRINCIPAL INVESTMENT RISKS

An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Equity Risk -- Stocks and other equity securities generally fluctuate in value more than bonds.
- o Investment Style Risk -- The sub-advisers primarily use a particular style or set of styles -- in this case "value" styles -- to select investments for the portfolio. Those styles may be out of favor or may not produce the best results over short or longer time periods. They may also increase the volatility of the portfolio's share price.
- o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
- o Small- and Mid-Capitalization Risk -- Risk is greater for the common stocks of small- and mid-capitalization companies because they generally are more vulnerable than larger companies to adverse business or economic developments and they may have more limited resources. In general, these risks are greater for small-capitalization companies than for mid-capitalization companies.
- o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

9

#### PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that were in place during the period shown. The performance results presented below do not reflect any insurance and Contract-related fees and expenses, which would reduce the performance results. Since Equitable may add to, dismiss or replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

The following bar chart illustrates the annual total return for the portfolio's Class A shares for 2002, the portfolio's first full calendar year of operations. The inception date for the portfolio is December 31, 2001.

<TABLE>

<CAPTION>

-----  
CALENDAR YEAR ANNUAL TOTAL RETURN  
-----

<S>

<C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

-----  
Best quarter (% and time period)  
% (2002 Quarter)

Worst quarter (% and time period)  
% (2002 Quarter)  
-----

</TABLE>

The table below shows how the average annual total returns for the portfolio's Class A shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>  
<CAPTION>

---

AVERAGE ANNUAL TOTAL RETURNS

---

ONE YEAR AND SINCE INCEPTION+

---

| <S>   | <C> |
|---|-----|
| AXA Premier VIP Small/Mid Cap Value Portfolio | %   |
| Russell 2500 Value Index*                     | %   |

---

</TABLE>

+ The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical.

\* For more information on this index, see the following section "Description of Benchmarks."

10

AXA PREMIER VIP INTERNATIONAL EQUITY PORTFOLIO

MANAGER: Equitable

SUB-ADVISERS: Alliance Capital Management L.P.  
(Bernstein Unit)  
Bank of Ireland Asset Management (U.S.) Limited  
OppenheimerFunds, Inc.

Key Term

- o INTERNATIONAL INVESTING -- Focuses primarily on companies organized or headquartered outside the U.S.

INVESTMENT GOAL

Long-term growth of capital.

PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its total assets in equity securities of companies, including at least 65% of its total assets in equity securities of foreign companies (companies organized or headquartered outside of the U.S.). Foreign securities include securities issued by companies in countries with either developed or developing economies. The portfolio does not limit its investment to issuers within a specific market capitalization range.

The portfolio intends to invest primarily in common stock but it may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, such as preferred stock, warrants and securities convertible into common stock.

Utilizing a due diligence process covering a number of key factors, Equitable selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to three or more sub-advisers. Equitable monitors the sub-advisers and may replace or add sub-advisers subject to the approval of the Trust's board of trustees.

Each of the sub-advisers utilizes an approach that concentrates its efforts on identifying foreign companies with good prospects for future growth. Other factors, such as country and regional factors, are considered by the sub-advisers. While the sub-advisers believe that the identification, research and selection of individual stocks is of great importance to the portfolio's success, regional issues or political and economic considerations also play a role in the overall success of the portfolio. The sub-advisers may sell a security for a variety of reasons, such as to invest in a company offering

superior investment opportunities.

For temporary defensive purposes, the portfolio may invest, without limit, in U.S. securities, cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these cash instruments, the portfolio will not be pursuing its investment objective. The portfolio is not a market-timing vehicle.

PRINCIPAL INVESTMENT RISKS

An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Currency Risk -- The risk that fluctuations in the exchange rates between the U.S. dollar and foreign currencies may negatively affect an investment.
- o Equity Risk -- Stocks and other equity securities generally fluctuate in value more than bonds.
- o Foreign Investing and Emerging Markets Risks -- The value of the portfolio's investments in foreign securities may fall due to adverse political, social and economic developments abroad and decreases in foreign currency values relative to the U.S. dollar. These risks are greater generally for investments in emerging market issuers than for issuers in more developed countries.
- o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
- o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that were in place during the period shown. The performance results presented below do not reflect any insurance and Contract-related fees and expenses, which would reduce the performance results. Since Equitable may add to, dismiss or replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

The following bar chart illustrates the annual total return for the portfolio's Class A shares for 2002, the portfolio's first full calendar year of operations. The inception date for the portfolio is December 31, 2001.

<TABLE>  
<CAPTION>

-----  
CALENDAR YEAR ANNUAL TOTAL RETURN  
-----

<S> <C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

|                                  |                                   |
|----------------------------------|-----------------------------------|
| Best quarter (% and time period) | Worst quarter (% and time period) |
| % (2002 Quarter)                 | % (2002 Quarter)                  |

</TABLE>

The table below shows how the average annual total returns for the portfolio's Class A shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>  
<CAPTION>

---

AVERAGE ANNUAL TOTAL RETURNS

---

ONE YEAR AND SINCE INCEPTION+

---

| <S>  | <C> |
|--|-----|
| AXA Premier VIP International Equity Portfolio   | %   |
| Morgan Stanley Capital International EAFE Index* | %   |

---

</TABLE>

+ The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical.

\* For more information on this index, see the following section "Description of Benchmarks."

12

AXA PREMIER VIP TECHNOLOGY PORTFOLIO

MANAGER: Equitable

SUB-ADVISERS: Alliance Capital Management L.P.  
Dresdner RCM Global Investors LLC  
Firsthand Capital Management, Inc.

Key Term

- o SECTOR PORTFOLIO -- A portfolio that invests in only a subset of the overall equity market, in this case the Technology Sector.

INVESTMENT GOAL

Long-term growth of capital.

PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of companies principally engaged in the technology sector. Such companies include, among others, those in the computer, electronic, hardware and components, communication, software, e-commerce, information service, biotechnology, chemical products and synthetic materials, and defense and aerospace industries. The portfolio does not limit its investment to issuers with a specific market capitalization range. While the portfolio can invest in securities of U.S. and foreign companies, the majority of portfolio assets are expected to be invested in securities of U.S. companies.

The portfolio intends to invest primarily in common stock but it may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, such as preferred stock, warrants and securities convertible into common stock.

Utilizing a due diligence process covering a number of key factors, Equitable selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to three or more sub-advisers. Equitable monitors the sub-advisers and may replace or add sub-advisers subject to the approval of the Trust's board of trustees.

The sub-advisers select securities based upon fundamental analysis, such as an analysis of earnings, cash flows, competitive position and management's abilities. The sub-advisers may sell a security for a variety of reasons, such as to invest in a company with more attractive growth prospects.

For temporary defensive purposes, the portfolio may invest, without limit, in cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these instruments, the portfolio will not be pursuing its investment objective. The portfolio is not a market-timing vehicle.

#### PRINCIPAL INVESTMENT RISKS

An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Equity Risk -- Stocks and other equity securities generally fluctuate in value more than bonds.
- o Technology Sector Risk -- The value of the portfolio's shares is particularly vulnerable to factors affecting the technology sector, such as dependency on consumer and business acceptance as new technology evolves, large and rapid price movements resulting from competition, rapid obsolescence of products and services and short product cycles. Many technology companies are small and at an earlier stage of development and, therefore, may be subject to risks such as those arising out of limited product lines, markets and financial and managerial resources.
- o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
- o Non-Diversification Risk -- As a non-diversified mutual fund, more of the portfolio's assets may be focused in the common stock of a small number of issuers, which may make the value of the portfolio's shares more susceptible to certain risks than shares of a diversified mutual fund.
- o Sector Concentration Risk -- Since the portfolio invests primarily in a particular sector, it could experience greater volatility than stock funds investing in a broader range of industries.
- o Small- and Mid-Capitalization Risk -- Many companies in the technology sector have relatively small market capitalization. Risk is greater for the common stocks of those companies because they generally are more vulnerable than larger companies to adverse business or economic developments and they may have more limited resources.

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- o Foreign Investing Risk -- The value of the portfolio's investments in foreign securities may fall due to adverse political, social and economic developments abroad and decreases in foreign currency values relative to the U.S. dollar.
- o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

#### PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that were in place during the period shown. The performance results presented below do not reflect any insurance and Contract-related fees and expenses, which would reduce the performance results. Since Equitable may add to, dismiss or replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

The following bar chart illustrates the annual total return for the portfolio's Class A shares for 2002, the portfolio's first full calendar year of operations. The inception date for the portfolio is December 31, 2001.

<TABLE>  
<CAPTION>

-----  
CALENDAR YEAR ANNUAL TOTAL RETURN  
-----

<S> <C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

-----  
Best quarter (% and time period) Worst quarter (% and time period)  
% (2002 Quarter) % (2002 Quarter)  
-----

</TABLE>

The table below shows how the average annual total returns for the portfolio's Class A shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>  
<CAPTION>

-----  
AVERAGE ANNUAL TOTAL RETURNS  
-----

ONE YEAR AND SINCE INCEPTION+

-----  
<S> <C>

AXA Premier VIP Technology Portfolio %

-----  
Russell 1000 Technology Index\* %  
-----

</TABLE>

- + The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical.
- \* For more information on this index, see the following section "Description of Benchmarks."

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AXA PREMIER VIP HEALTH CARE PORTFOLIO

MANAGER: Equitable

SUB-ADVISERS: A I M Capital Management, Inc.  
Dresdner RCM Global Investors LLC  
Wellington Management Company, LLP

Key Term

- o SECTOR PORTFOLIO -- A portfolio that invests in only a subset of the overall equity market, in this case the Health Care Sector.

INVESTMENT GOAL

Long-term growth of capital.

PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of companies primarily engaged in the research, development, production or distribution of products or services related to health care, medicine or the life sciences (collectively termed "health sciences"). While the portfolio can invest in securities of U.S. and foreign companies of any size, the majority of portfolio assets are expected to be invested in securities of U.S. companies.

The health sciences sector consists of four main areas: pharmaceutical, health care services companies, product and device providers and biotechnology firms. The portfolio's allocation among these four areas will vary depending on the relative potential within each area and the outlook for the overall health sciences sector.

The portfolio intends to invest primarily in common stock but it may also



invest in other securities that the sub-advisers believe provide opportunities for capital growth, such as preferred stock, warrants and securities convertible into common stock.

Utilizing a due diligence process covering a number of key factors, Equitable selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to three or more sub-advisers. Equitable monitors the sub-advisers and may replace or add sub-advisers subject to the approval of the Trust's board of trustees.

The sub-advisers select securities through fundamental analysis, such as an analysis of earnings, cash flows, competitive position and management's abilities. The sub-advisers may sell a security for a variety of reasons, such as to invest in a company with more attractive growth prospects.

For temporary defensive purposes, the portfolio may invest, without limit, in cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these instruments, the portfolio will not be pursuing its investment objective. The portfolio is not a market-timing vehicle.

#### PRINCIPAL INVESTMENT RISKS

An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Equity Risk -- Stocks and other equity securities generally fluctuate in value more than bonds.
- o Health Care Sector Risk -- The value of the portfolio's shares is particularly vulnerable to factors affecting the health care sector, such as substantial government regulation. Also, the products and services offered by health care companies may be subject to rapid obsolescence caused by scientific advances and technological innovations.
- o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
- o Non-Diversification Risk -- As a non-diversified mutual fund, more of the portfolio's assets may be focused in the common stock of a small number of issuers, which may make the value of the portfolio's shares more susceptible to certain risks than shares of a diversified mutual fund.
- o Sector Concentration Risk -- Since the portfolio invests primarily in a particular sector, it could experience greater volatility than stock funds investing in a broader range of industries.
- o Foreign Investing Risk -- The value of the portfolio's investments in foreign securities may fall due to adverse political, social and economic developments abroad and decreases in foreign currency values relative to the U.S. dollar.
- o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.
- o Small- and Mid-Capitalization Risk -- Many companies in the health care sector have relatively small market capitalization. Risk is greater for the common stocks of those companies because they generally are more vulnerable than larger companies to adverse business or economic developments and they may have more limited resources.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

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#### PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that were in place during the period shown. The performance results presented below do not reflect any insurance and Contract-related fees and expenses, which

would reduce the performance results. Since Equitable may add to, dismiss or replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

The following bar chart illustrates the annual total return for the portfolio's Class A shares for 2002, the portfolio's first full calendar year of operations. The inception date for the portfolio is December 31, 2001.

<TABLE>  
<CAPTION>

---

CALENDAR YEAR ANNUAL TOTAL RETURN

---

<S> <C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

---

| Best quarter (% and time period)<br>% (2002 Quarter) | Worst quarter (% and time period)<br>% (2002 Quarter) |
|--|---|
|--|---|

---

</TABLE>

The table below shows how the average annual total returns for the portfolio's Class A shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>  
<CAPTION>

---

AVERAGE ANNUAL TOTAL RETURNS

---

ONE YEAR AND SINCE INCEPTION+

---

<S> <C>

|                                       |   |
|---------------------------------------|---|
| AXA Premier VIP Health Care Portfolio | % |
| Russell 1000 Healthcare Index*        | % |

---

</TABLE>

- + The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical.
- \* For more information on this index, see the following section "Description of Benchmarks."

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AXA PREMIER VIP CORE BOND PORTFOLIO

MANAGER: Equitable

SUB-ADVISER: BlackRock Advisors, Inc.  
Pacific Investment Management  
Company LLC

Key Term

- o TOTAL RETURN -- A way of measuring portfolio performance. Total return is based on a calculation that takes into account dividends, capital gain distributions and the increase or decrease in share price.

INVESTMENT GOAL

To seek a balance of a high current income and capital appreciation, consistent with a prudent level of risk.

PRINCIPAL INVESTMENT STRATEGIES

Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in investment grade bonds. For purposes of this investment policy, a debt security is considered a "bond."

The portfolio focuses on U.S. government and corporate debt securities and mortgage- and asset-backed securities. Debt securities represent an issuer's obligation to repay a loan of money that generally pays interest to the holder. Bonds, notes and debentures are examples of debt securities.

The portfolio may also invest in high yield securities ("junk bonds") rated Ba or lower by Moody's Investors Service, Inc. or BB or lower by Standard & Poor's Ratings Service or, if unrated, determined by the sub-adviser to be of comparable quality. The portfolio may invest in securities denominated in foreign currencies and U.S. dollar-denominated securities of foreign issuers. The portfolio will normally hedge most of its exposure to foreign currency to reduce the risk of loss due to fluctuations in currency exchange rates.

Utilizing a due diligence process covering a number of key factors, Equitable selects sub-advisers to manage the portfolio's assets. It is anticipated that Equitable will allocate the portfolio's assets to two or more sub-advisers. Equitable monitors the sub-advisers and may replace or add sub-advisers subject to the approval of the Trust's board of trustees.

The portfolio's sub-advisers evaluate several sectors of the bond market and individual securities within these sectors. The sub-advisers select bonds from several sectors including: U.S. Treasuries and agency securities, commercial and residential mortgage-backed securities, asset-backed securities, corporate bonds and bonds of foreign issuers. Securities are purchased for the portfolio when the sub-advisers determine that they have the potential for above-average total return.

The portfolio may purchase bonds of any maturity, but generally the portfolio's overall effective duration will be of an intermediate-term nature (similar to that of five- to seven-year U.S. Treasury notes) and have a comparable duration to that of the Lehman Brothers Aggregate Bond Index. Effective duration is a measure of the expected change in value from changes in interest rates. Typically, a bond with a low (short) duration means that its value is less sensitive to interest rate changes, while bonds with a high (long) duration are more sensitive.

The portfolio's sub-advisers may, when consistent with the portfolio's investment objective, use derivative securities. Derivative securities include futures and options contracts, options on futures contracts, foreign currencies, securities and bond indices, structured notes, swaps (including long and short credit default swaps) and indexed securities. The portfolio will typically use derivatives as a substitute for taking a position in the underlying asset and/or in an attempt to reduce risk to the portfolio as a whole (hedge), but they may also be used to maintain liquidity, commit cash pending investment or for speculation to increase returns. The portfolio may also enter into interest rate transactions as a hedging technique. In these transactions, the portfolio exchanges its right to pay or receive interest with another party for their right to pay or receive interest.

For temporary defensive purposes, the portfolio may invest, without limit, in cash, money market instruments or high quality short-term debt securities, including repurchase agreements. To the extent that the portfolio is invested in these instruments, the portfolio will not be pursuing its investment objective.

#### PRINCIPAL INVESTMENT RISKS

An investment in the portfolio is not guaranteed; you may lose money by investing in the portfolio. When you sell your shares of the portfolio, they could be worth more or less than what you paid for them.

The principal risks presented by the portfolio are:

- o Credit/Default Risk -- The risk that the issuer of a security or the counter-party to a contract will default or otherwise become unable to honor a financial obligation. High yield securities may

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involve a substantial risk of default. For more information see "Credit Quality Risk" in "More About Investment Strategies and Risks."

- o Currency Risk -- The risk that fluctuations in the exchange rates between the U.S. dollar and foreign currencies may negatively affect an investment.
- o Interest Rate Risk -- The risk of market losses attributable to changes in interest rates. In general, the prices of fixed-income securities rise when interest rates fall, and fall when interest rates rise.
- o Foreign Investing Risk -- The value of the portfolio's investments in foreign securities may fall due to adverse political, social and economic

developments abroad and decreases in foreign currency values relative to the U.S. dollar.

- o Issuer-Specific Risk -- The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. The portfolio could lose all of its investment in a company's securities.
- o Liquidity Risk -- The risk that exists when particular investments are difficult to purchase or sell. A portfolio's investment in illiquid securities may reduce the returns of a portfolio because it may be unable to sell the illiquid securities at an advantageous time or price.
- o Mortgage-Backed and Asset-Backed Securities Risk -- The risk that the principal on mortgage- or asset-backed securities may be prepaid at any time which will reduce the yield and market value. If interest rates fall, the rate of prepayments tends to increase as borrowers are motivated to pay off debt and refinance at new lower rates. Rising interest rates tend to extend the duration of mortgage-related securities, making them more sensitive to changes in interest rates. As a result, in a period of rising interest rates, a portfolio that holds mortgage-related securities may exhibit additional volatility.
- o Derivatives Risk -- The portfolio's investments in derivatives may rise or fall more rapidly than other investments.
- o Portfolio Management Risk -- The risk that the strategies used by a portfolio's sub-advisers and their securities selections fail to produce the intended result.

More information about the risks of an investment in the portfolio is provided below in "More About Investment Strategies & Risks."

#### PORTFOLIO PERFORMANCE

The following information gives some indication of the risks of an investment in the portfolio by comparing the portfolio's performance with a broad measure of market performance. Since the portfolio has been in operation for only one full calendar year, the performance information does not necessarily reflect the volatility and changes that could occur in the portfolio's performance from year to year. Both the bar chart and table below assume reinvestment of dividends and distributions and include the effect of expense limitations that were in place during the period shown. The performance results presented below do not reflect any insurance and Contract-related fees and expenses, which would reduce the performance results. Since Equitable may add to, dismiss or replace the sub-advisers in a portfolio, the portfolio's historical performance may cover periods when portions of the portfolio were advised by different sub-advisers. Past performance is not an indication of future performance.

The following bar chart illustrates the annual total return for the portfolio's Class A shares for 2002, the portfolio's first full calendar year of operations. The inception date for the portfolio is December 31, 2001.

<TABLE>

<CAPTION>

-----  
CALENDAR YEAR ANNUAL TOTAL RETURN  
-----

<S>

<C>

[Bar Chart (Bar, Percent & Year) to be inserted by Printer]

-----  
Best quarter (% and time period)  
% (2002 Quarter)

-----  
Worst quarter (% and time period)  
% (2002 Quarter)  
-----

</TABLE>

The table below shows how the average annual total returns for the portfolio's Class A shares for the one-year and since-inception period ended December 31, 2002 compare to that of a broad-based index.

<TABLE>

<CAPTION>

AVERAGE ANNUAL TOTAL RETURNS

ONE YEAR AND SINCE INCEPTION+

| <S>                                   | <C> |
|---------------------------------------|-----|
| AXA Premier VIP Core Bond Portfolio   | %   |
| Lehman Brothers Aggregate Bond Index* | %   |

+ The portfolio commenced operations on December 31, 2001. The returns for the one-year period and the period since inception are identical.

\* For more information on this index, see the following section "Description of Benchmarks."

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PORTFOLIO FEES & EXPENSES

The following tables describe the fees and expenses that you may pay if you buy and hold shares of the portfolio. The tables below do not reflect any Contract-related fees and expenses. See the Contract prospectus for a description of those fees and expenses. There are no fees or charges to buy or sell shares of the portfolio, reinvest dividends or exchange into other portfolios.

ANNUAL PORTFOLIO OPERATING EXPENSES  
(expenses that are deducted from portfolio assets, as a percentage of average daily net assets)

<TABLE>  
<CAPTION>

|  | AXA PREMIER VIP LARGE CAP GROWTH PORTFOLIO | AXA PREMIER VIP LARGE CAP CORE EQUITY PORTFOLIO |
|--|--|---|
| <S>                                      | <C>  | <C>   |
| MANAGEMENT FEE                           | 0.90%                                      | 0.90%   |
| DISTRIBUTION AND/OR SERVICE (12b-1) FEES | 0.00%                                      | 0.00%   |
| OTHER EXPENSES                           | %  | %   |
| TOTAL OPERATING EXPENSES                 | %  | %   |
| WAIVER/EXPENSE REIMBURSEMENT*            | ( %)                                       | ( %)  |
| NET OPERATING EXPENSES**                 | %  | %   |

</TABLE>

<TABLE>  
<CAPTION>

|  | AXA PREMIER VIP LARGE CAP VALUE PORTFOLIO | AXA PREMIER VIP SMALL/MID CAP GROWTH PORTFOLIO |
|--|---|--|
| <S>                                      | <C>                                       | <C>  |
| MANAGEMENT FEE                           | 0.90%                                     | 1.10%  |
| DISTRIBUTION AND/OR SERVICE (12b-1) FEES | 0.00%                                     | 0.00%  |
| OTHER EXPENSES                           | %   | %  |
| TOTAL OPERATING EXPENSES                 | %   | %  |
| WAIVER/EXPENSE REIMBURSEMENT*            | ( %)                                      | ( %)   |
| NET OPERATING EXPENSES**                 | %   | %  |

</TABLE>

<TABLE>  
<CAPTION>

|  | AXA PREMIER VIP SMALL/MID CAP VALUE PORTFOLIO | AXA PREMIER VIP INTERNATIONAL EQUITY PORTFOLIO |
|--|---|--|
| <S>                                      | <C>   | <C>  |
| MANAGEMENT FEE                           | 1.10%   | 1.05%  |
| DISTRIBUTION AND/OR SERVICE (12b-1) FEES | 0.00%   | 0.00%  |
| OTHER EXPENSES                           | %   | %  |
| TOTAL OPERATING EXPENSES                 | %   | %  |
| WAIVER/EXPENSE REIMBURSEMENT*            | ( %)  | ( %)   |
| NET OPERATING EXPENSES**                 | %   | %  |

</TABLE>

<TABLE>  
<CAPTION>

|  | AXA PREMIER VIP TECHNOLOGY PORTFOLIO | AXA PREMIER VIP HEALTH CARE PORTFOLIO |
|--|--------------------------------------|---------------------------------------|
| <S>                                      | <C>                                  | <C>                                   |
| MANAGEMENT FEE                           | 1.20%                                | 1.20%                                 |
| DISTRIBUTION AND/OR SERVICE (12b-1) FEES | 0.00%                                | 0.00%                                 |
| OTHER EXPENSES                           | %                                    | %                                     |
| TOTAL OPERATING EXPENSES                 | %                                    | %                                     |
| WAIVER/EXPENSE REIMBURSEMENT*            | ( %)                                 | ( %)                                  |
| NET OPERATING EXPENSES**                 | %                                    | %                                     |

</TABLE>

<TABLE>  
<CAPTION>

|  | AXA PREMIER VIP CORE BOND PORTFOLIO |
|--|-------------------------------------|
| <S>                                      | <C>                                 |
| MANAGEMENT FEE                           | 0.60%                               |
| DISTRIBUTION AND/OR SERVICE (12b-1) FEES | 0.00%                               |
| OTHER EXPENSES                           | %                                   |
| TOTAL OPERATING EXPENSES                 | %                                   |
| WAIVER/EXPENSE REIMBURSEMENT*            | ( %)                                |
| NET OPERATING EXPENSES**                 | %                                   |

</TABLE>

\* Pursuant to a contract, the Manager has agreed to waive or limit its fees and to assume other expenses of the portfolio until April 30, 2004 ("Expense Limitation Agreement") so that the Total Operating Expenses of the portfolio (exclusive of taxes, interest, brokerage commissions, Rule 12b-1 fees, capitalized expenses and extraordinary expenses) do not exceed the amount shown above under Net Operating Expenses. The Manager may be reimbursed the amount of any such payments and waivers in the future under certain conditions. For more information on the Expense Limitation Agreement, see "Management Team-The Manager and the

\*\* A portion of the brokerage commissions that the portfolio pays is used to reduce the portfolio's expenses. Including this reduction, the Net Operating Expenses for each of the portfolios for the fiscal year ended December 31, 2002 was % for Large Cap Growth Portfolio, % for Large Cap Core Equity Portfolio, % for Large Cap Value Portfolio, % for Small/Mid Cap Growth Portfolio, % for Small/Mid Cap Value Portfolio, % for International Equity Portfolio, % for Technology Portfolio, % for Health Care Portfolio and % for Core Bond Portfolio.

PORTFOLIO FEES & EXPENSES

EXAMPLE

This Example is intended to help you compare the direct and indirect cost of investing in each portfolio with the cost of investing in other investment options.

The Example assumes that:

- o You invest \$10,000 in the portfolio for the time periods indicated;
- o Your investment has a 5% return each year; and
- o The portfolio's operating expenses remain the same.

This Example should not be considered a representation of past or future expenses of the portfolios. Actual expenses may be higher or lower than those shown. The costs in this Example would be the same whether or not you redeemed all of your shares at the end of these periods. This Example does not reflect any Contract-related fees and expenses. Similarly, the annual rate of return assumed in the Example is not an estimate or guarantee of future investment performance. Based on these assumptions your costs would be:

<TABLE>  
<CAPTION>

|          | AXA PREMIER VIP LARGE CAP GROWTH PORTFOLIO<br>----- | AXA PREMIER VIP LARGE CAP CORE EQUITY PORTFOLIO<br>----- |
|----------|---|--|
| <S>      | <C>   | <C>  |
| 1 YEAR   | \$  | \$   |
| 3 YEARS  | \$  | \$   |
| 5 YEARS  | \$  | \$   |
| 10 YEARS | \$  | \$   |

<TABLE>  
<CAPTION>

|          | AXA PREMIER VIP LARGE CAP VALUE PORTFOLIO<br>----- | AXA PREMIER VIP SMALL/MID CAP GROWTH PORTFOLIO<br>----- |
|----------|--|---|
| <S>      | <C>  | <C>   |
| 1 YEAR   | \$   | \$  |
| 3 YEARS  | \$   | \$  |
| 5 YEARS  | \$   | \$  |
| 10 YEARS | \$   | \$  |

<TABLE>  
<CAPTION>

|          | AXA PREMIER VIP SMALL/MID CAP VALUE PORTFOLIO<br>----- | AXA PREMIER VIP INTERNATIONAL EQUITY PORTFOLIO<br>----- |
|----------|--|---|
| <S>      | <C>  | <C>   |
| 1 YEAR   | \$   | \$  |
| 3 YEARS  | \$   | \$  |
| 5 YEARS  | \$   | \$  |
| 10 YEARS | \$   | \$  |

| AXA PREMIER VIP TECHNOLOGY PORTFOLIO |     | AXA PREMIER VIP HEALTH CARE PORTFOLIO |     |
|--------------------------------------|-----|---------------------------------------|-----|
| <S>                                  | <C> |                                       | <C> |
| 1 YEAR                               | \$  |                                       | \$  |
| 3 YEARS                              | \$  |                                       | \$  |
| 5 YEARS                              | \$  |                                       | \$  |
| 10 YEARS                             | \$  |                                       | \$  |

| AXA PREMIER VIP CORE BOND PORTFOLIO |     |
|-------------------------------------|-----|
| <S>                                 | <C> |
| 1 YEAR                              | \$  |
| 3 YEARS                             | \$  |
| 5 YEARS                             | \$  |
| 10 YEARS                            | \$  |

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MORE ABOUT INVESTMENT STRATEGIES & RISKS

ADDITIONAL RISKS

The portfolios have principal investment strategies that come with inherent risks. Each portfolio's principal risks are described in its principal risks section. The following is a list of additional risks to which each portfolio may be subject by investing in various types of securities or engaging in various practices. Unless otherwise indicated, each risk applies to all the portfolios.

**CURRENCY RISK.** The risk that fluctuations in the exchange rates between the U.S. dollar and foreign currencies may negatively affect an investment.

**DERIVATIVES RISK.** A portfolio's investment in derivatives may rise or fall more rapidly than other investments. These transactions are subject to changes in the underlying security on which such transactions are based. Even a small investment in derivative securities can have a significant impact on a portfolio's exposure to stock market values, interest rates or currency exchange rates. Derivatives are subject to a number of risks such as liquidity risk, interest rate risk, market risk, credit risk and portfolio management risk. They also involve the risk of mispricing or improper valuation and the risk that changes in the value of a derivative may not correlate well with the underlying asset, rate or index. These types of transactions will be used primarily as a substitute for taking a position in the underlying asset and/or for hedging purposes. When a derivative security (a security whose value is based on another security or index) is used as a hedge against an offsetting position that a portfolio also holds, any loss generated by the derivative security should be substantially offset by gains on the hedged instrument, and vice versa. To the extent that a portfolio uses a derivative security for purposes other than as a hedge, that portfolio is directly exposed to the risks of that derivative security and any loss generated by the derivative security will not be offset by a gain.

**FOREIGN INVESTING AND EMERGING MARKETS RISKS.** The value of a portfolio's investments in foreign securities may fall due to adverse political, social and economic developments abroad and due to decreases in foreign currency values relative to the U.S. dollar. These risks are greater generally for investments in emerging market issuers than for issuers in more developed countries.

**INFORMATION RISK.** The risk that key information about a security is inaccurate or unavailable.

**INTEREST RATE RISK.** When interest rates decline, the value of a portfolio's debt securities generally rises. Conversely, when interest rates rise, the value of a portfolio's debt securities generally declines. The magnitude of the decline will often be greater for longer-term debt securities than shorter-term debt securities.



LEVERAGE RISK. The risk associated with securities or practices (e.g. borrowing) that multiply small price movements into large changes in value.

LIQUIDITY RISK. The risk that certain securities may be difficult or impossible to sell at the time and the price that the seller would like. This may result in a loss or may be costly to a portfolio.

CREDIT QUALITY RISK. It is possible that the issuer of a security will not be able to make interest and principal payments when due. Lower rated bonds involve greater risks of default or downgrade and are more volatile than investment-grade securities. Lower rated bonds involve a greater risk of price declines than investment-grade securities due to actual or perceived changes to an issuer's creditworthiness. In addition, issuers of lower rated bonds may be more susceptible than other issuers to economic downturns. Lower rated bonds are especially subject to the risk that the issuer may not be able to pay interest and ultimately to repay principal upon maturity. Discontinuation of these payments could adversely affect the price of the bond. Only the Health Care Portfolio, Technology Portfolio and Core Bond Portfolio currently are permitted to invest more than 5% of their assets in lower rated bonds.

MARKET RISK. The risk that the value of a security may move up and down, sometimes rapidly and unpredictably based upon change in a company's financial condition as well as overall market and economic conditions.

MULTIPLE-SUB-ADVISER RISK. Each of the portfolios employ multiple sub-advisers. Each sub-adviser independently chooses and maintains a portfolio of securities for the portfolio and each is responsible for investing a specific allocated portion of the portfolio's assets. Because each sub-adviser will be managing its allocated portion of the portfolio independently from the other sub-adviser(s), the same security may be held in different portions of a portfolio, or may be acquired for one portion of a portfolio at a time when a sub-adviser to another portion deems it appropriate to dispose of the security from that other portion. Similarly, under some market conditions, one sub-adviser may believe that temporary, defensive investments in short-term instruments or cash are appropriate when the other sub-adviser(s) believes continued exposure to the equity markets is appropriate for its allocated portion of the portfolio. Because each sub-adviser directs the trading for its own portion of the portfolio, and does not aggregate its transactions with those of the other sub-advisers, the portfolio may incur higher brokerage costs than would be the case if a single sub-adviser were managing the entire portfolio.

OPPORTUNITY RISK. The risk of missing out on an investment opportunity because the assets necessary to take advantage of it are tied up in less profitable investments.

POLITICAL RISK. The risk of losses directly attributable to government or political actions.

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#### MORE ABOUT INVESTMENT STRATEGIES & RISKS (cont'd)

PORTFOLIO TURNOVER RISK. High portfolio turnover may result in increased transaction costs to a portfolio, which may result in higher portfolio expenses.

SPECIAL SITUATIONS RISK. The Large Cap Core Equity Portfolio and International Equity Portfolio may use aggressive investment techniques, including seeking to benefit from "special situations," such as mergers, reorganizations or other unusual events expected to affect a particular issuer. There is a risk that the "special situation" might not occur, which could have a negative impact on the price of the issuer's securities and fail to produce the expected gains or produce a loss for the portfolio.

UNSEASONED COMPANIES RISK. The Small/Mid Cap Growth Portfolio, International Equity Portfolio, Technology Portfolio and Health Care Portfolio can invest in small unseasoned companies. These are companies that have been in operation less than three years, including operation of any predecessors. These securities may have limited liquidity and their prices may be very volatile.

VALUATION RISK. The risk that a portfolio has valued certain securities at a higher price than it can sell them for.

#### ADDITIONAL INVESTMENT STRATEGIES

The following is a list of additional investment strategies. Unless otherwise indicated, each investment strategy applies to all the portfolios. For further information about investment strategies, see the portfolios' Statement of Additional Information ("SAI").

DERIVATIVES. The portfolios can use "derivative" instruments to seek enhanced returns or to try to hedge investment risks, although it is not anticipated that they will do so to a significant degree. In general terms, a derivative instrument is an investment contract whose value depends on (or is derived from) the value of an underlying asset, interest rate or index. Options, futures contracts and forward contracts are examples of "derivatives."

FOREIGN INVESTING. The portfolios may invest in foreign securities, including depositary receipts of foreign based companies, including companies based in developing countries.

PORTFOLIO TURNOVER. The portfolios do not restrict the frequency of trading. The portfolios may engage in active and frequent trading of portfolio securities to achieve their principal investment strategies. Frequent trading can result in a portfolio turnover in excess of 100% (high portfolio turnover).

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#### MANAGEMENT TEAM

The Manager and the Sub-advisers

#### THE MANAGER

Equitable, 1290 Avenue of the Americas, New York, New York 10104, serves as the manager of each portfolio. Equitable is an investment adviser registered under the Investment Advisers Act of 1940, as amended, and a wholly owned subsidiary of AXA Financial, Inc., a subsidiary of AXA, a French insurance holding company.

As manager, Equitable has a variety of responsibilities for the general management and administration of the Trust and the portfolios, including the selection of sub-advisers. Equitable plays an active role in monitoring each portfolio and sub-adviser by using systems to strengthen its evaluation of performance, style, risk levels, diversification and other criteria. Equitable also monitors each sub-adviser's portfolio management team to ensure that investment activities remain consistent with the portfolios' investment style and objectives.

Beyond performance analysis, Equitable monitors significant changes that may impact the sub-adviser's overall business. Equitable monitors continuity in the sub-adviser's operations and changes in investment personnel and senior management. Equitable also performs annual due diligence reviews with each sub-adviser.

In its capacity as manager, Equitable obtains detailed information concerning portfolio and sub-adviser performance and portfolio operations that is used to supervise and monitor the sub-advisers and the portfolio operations. A team is responsible for conducting ongoing investment reviews with each sub-adviser and for developing the criteria by which portfolio performance is measured.

Equitable selects sub-advisers from a pool of candidates, including its affiliates, to manage the portfolios. Equitable may add to, dismiss or substitute for the sub-advisers responsible for managing a portfolio's assets subject to the approval of the Trust's board of trustees. Equitable also has discretion to allocate each portfolio's assets among the portfolio's sub-advisers. Equitable recommends sub-advisers for each portfolio to the board of trustees based upon its continuing quantitative and qualitative evaluation of each sub-adviser's skills in managing assets pursuant to specific investment styles and strategies. Unlike many other mutual funds, the portfolios are not associated with any one portfolio manager, and benefit from specialists selected from the investment management industry. Short-term investment performance, by itself, is not a significant factor in selecting or terminating a sub-adviser, and Equitable does not expect to recommend frequent changes of sub-advisers. Equitable has received an exemptive order from the SEC to permit it and the Trust's board of trustees to select and replace sub-advisers and to amend the sub-advisory agreements between Equitable and the sub-advisers without obtaining shareholder approval. Accordingly, Equitable is able, subject to the approval of the Trust's board of trustees, to appoint and replace sub-advisers and to amend sub-advisory agreements without obtaining shareholder approval. In such circumstances, shareholders would receive notice of such action. However, Equitable may not enter into a sub-advisory agreement with an Affiliated Adviser unless the sub-advisory agreement with the Affiliated Adviser, including compensation, is also approved by the affected portfolio's shareholders. Alliance Capital Management L.P. and AXA Rosenberg Investment Management LLC, two of the current sub-advisers, are affiliates of Equitable.

## THE SUB-ADVISERS

Each portfolio's investments are selected by two or more sub-advisers, which act independently of one another. The following describes each portfolio's sub-advisers, portfolio manager(s) and each portfolio manager's business experience.

A I M Capital Management, Inc. ("AIM") serves as a Sub-adviser to AXA Premier VIP Health Care Portfolio. AIM is a wholly owned subsidiary of AIM Advisors, Inc. AIM Advisors, Inc. is a wholly owned subsidiary of AIM Management Group Inc. ("AIM Management"). AIM Management merged with INVESCO in 1997 to form AMVESCAP PLC, one of the world's largest investment services companies. As of December 31, 2002, AIM Management had approximately \$124.4 billion in assets under management.

Alliance Capital Management L.P. ("Alliance Capital") serves as a Sub-adviser to AXA Premier VIP Large Cap Growth Portfolio, AXA Premier VIP Large Cap Value Portfolio, AXA Premier VIP Small/Mid Cap Growth Portfolio and AXA Premier VIP Technology Portfolio. In addition, Alliance Capital, through its Bernstein Investment Research and Management unit ("Bernstein Unit"), serves as a Sub-Adviser to AXA Premier VIP Large Cap Core Equity Portfolio and AXA Premier VIP International Equity Portfolio. Alliance Capital, a limited partnership, is indirectly majority owned by Equitable. As of December 31, 2002, Alliance Capital had approximately \$386 billion in assets under management.

AXA Rosenberg Investment Management LLC ("AXA Rosenberg") serves as a Sub-adviser to AXA Premier VIP Small/Mid Cap Value Portfolio. AXA Rosenberg is a wholly owned subsidiary of AXA Rosenberg Group LLC ("AXA Rosenberg Group"). AXA Investment Managers S. A., a French societe anonyme and investment arm of AXA, a French insurance holding company that includes Equitable among its subsidiaries, holds a majority interest in AXA Rosenberg Group. As of December 31, 2002, AXA Rosenberg Group had approximately \$14.1 billion in assets under management.

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## MANAGEMENT TEAM

The Manager and the Sub-advisers (cont'd)

Bank of Ireland Asset Management (U.S.) Limited ("BIAM (U.S.)") serves as a Sub-adviser to AXA Premier VIP International Equity Portfolio. BIAM (U.S.) is a wholly owned subsidiary of Bank of Ireland Group, a publicly traded financial services provider located in Ireland. As of December 31, 2002, BIAM (U.S.) had approximately \$22.4 billion in assets under management.

BlackRock Advisors, Inc. ("BAI") serves as a Sub-adviser to AXA Premier VIP Core Bond Portfolio. BAI is a wholly owned subsidiary of BlackRock, Inc. BlackRock, Inc. is a majority owned indirect subsidiary of The PNC Financial Services Group, Inc., a publicly traded diversified financial services company. As of December 31, 2002, BAI had approximately \$273 billion in assets under management.

Dresdner RCM Global Investors LLC ("Dresdner") serves as a Sub-adviser to AXA Premier VIP Large Cap Growth Portfolio, AXA Premier VIP Technology Portfolio and AXA Premier VIP Health Care Portfolio. Dresdner is an indirect wholly owned subsidiary of Allianz AG, a European-based, multi-national insurance and financial services holding company. As of December 31, 2002, Dresdner had approximately \$44.8 billion in assets under management.

Firsthand Capital Management, Inc. ("Firsthand") serves as a Sub-adviser to AXA Premier VIP Technology Portfolio. Kevin M. Landis is the controlling shareholder of Firsthand. As of December 31, 2002, Firsthand had approximately \$750 million in assets under management.

Institutional Capital Corporation ("ICAP") serves as a Sub-adviser to AXA Premier VIP Large Cap Value Portfolio. ICAP is an employee owned money management firm. Robert H. Lyon is the controlling shareholder of ICAP. As of December 31, 2002, ICAP had approximately \$10.1 billion in assets under management.

Janus Capital Management LLC ("Janus") serves as a Sub-adviser to AXA Premier VIP Large Cap Core Equity Portfolio. Janus is a majority owned subsidiary of Janus Capital Group Inc., a publicly traded company whose subsidiaries are engaged in financial services. As of December 31, 2002, Janus had approximately \$137 billion in assets under management.

MFS Investment Management ("MFS") serves as a Sub-adviser to AXA Premier VIP Large Cap Value Portfolio. MFS is a subsidiary of Sun Life (U.S.) Financial Services Holdings, Inc., which in turn is an indirect wholly owned subsidiary

of Sun Life Financial Services of Canada Inc., a diversified financial services organization. As of December 31, 2002, MFS had approximately \$112.5 billion in assets under management.

OppenheimerFunds, Inc. ("Oppenheimer") serves as a Sub-adviser to AXA Premier VIP International Equity Portfolio. Oppenheimer is wholly owned by Oppenheimer Acquisition Corp., a holding company controlled by Massachusetts Mutual Life Insurance Company, a mutual insurance company providing global financial services. As of December 31, 2002, Oppenheimer and its subsidiaries had approximately \$120 billion in assets under management.

Pacific Investment Management Company LLC ("PIMCO") serves as a Sub-adviser to AXA Premier VIP Core Bond Portfolio. PIMCO, a Delaware limited liability company, is a majority-owned subsidiary of Allianz Dresdner Asset Management of America L.P., ("ADAM LP"). Allianz AG ("Allianz") is the indirect majority owner of ADAM LP. Allianz is a European-based, multinational insurance and financial services holding company. Pacific Life Insurance Company holds an indirect minority interest in ADAM LP. As of December 31, 2002, PIMCO had approximately \$304.6 billion in assets under management.

Provident Investment Counsel, Inc. ("Provident") serves as a Sub-adviser to AXA Premier VIP Small/Mid Cap Growth Portfolio. Provident is a wholly owned subsidiary of Old Mutual Asset Managers (US) LLC. As of December 31, 2002, Provident had approximately \$4.9 billion in assets under management.

RS Investment Management, LP ("RSIM") serves as a Sub-adviser to AXA Premier VIP Small/Mid Cap Growth Portfolio. RSIM is a wholly owned subsidiary of RS Investment Management Co. LLC ("RSIM Co."). G. Randall Hecht owns the largest membership interest in RSIM Co. As of December 31, 2002, RSIM Co. had approximately \$4.3 billion in assets under management.

TCW Investment Management Company ("TCW") serves as a Sub-adviser to AXA Premier VIP Large Cap Growth Portfolio and AXA Premier VIP Small/Mid Cap Value Portfolio. TCW is a wholly owned subsidiary of The TCW Group, Inc. Societe Generale Asset Management, S.A. holds a majority interest in The TCW Group, Inc. Societe Generale Asset Management, S.A. is a wholly owned subsidiary of Societe Generale, S.A., a publicly held financial firm headquartered in Paris, France. As of December 31, 2002, TCW had approximately \$ billion in assets under management.

Thornburg Investment Management, Inc. ("Thornburg") serves as a Sub-adviser to AXA Premier VIP Large Cap Core Equity Portfolio. Thornburg is an employee owned investment management firm. H. Garrett Thornburg, Jr. is the controlling shareholder of Thornburg. As of December 31, 2002, Thornburg had approximately \$5.5 billion in assets under management.

Wellington Management Company, LLP ("Wellington Management") serves as a Sub-adviser to AXA Premier VIP Small/Mid Cap Value Portfolio and AXA Premier VIP Health Care Portfolio. Wellington Management is an employee owned limited liability partnership whose sole business is investment management. Wellington Management is owned by 68 partners, all active employees of the firm; the managing partners of Wellington Management are Duncan M. McFarland, Laurie A. Gabriel and John R. Ryan. As of December 31, 2002, Wellington Management had approximately \$303 billion in assets under management.

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MANAGEMENT TEAM

The Manager and the Sub-advisers (cont'd)

<TABLE>  
<CAPTION>

| PORTFOLIO   | SUB-ADVISERS AND PORTFOLIO MANAGER(S)   | BUSINESS EXPERIENCE   |
|---|---|---|
| <S><br>AXA Premier VIP Large Cap Growth Portfolio | <C><br>ALLIANCE CAPITAL MANAGEMENT L.P.<br>1345 Avenue of the Americas<br>New York, NY 10105<br><br>Portfolio Manager<br>William D. Baird | <C><br>Mr. Baird has been Vice President and a Portfolio Manager of Portfolio Alliance Capital since 1999. Mr. Baird joined Alliance Capital as an Assistant Vice President in 1994.  |
|   | DRESDNER RCM GLOBAL INVESTORS<br>LLC<br>Four Embarcadero Center<br>San Francisco, CA 94111  | Mr. Reicher has been a Managing Director and Co-Chief Investment Officer of Dresdner since 2000 and has been a Senior Portfolio Manager since 1997. Mr. Reicher joined Dresdner as an Analyst in 1993. Prior to joining Dresdner, |

Portfolio Manager  
Seth A. Reicher

Mr. Reicher was an Analyst and then Portfolio Manager at Associated Capital and later Capitalcorp Asset Management from 1986 to 1992.

TCW INVESTMENT MANAGEMENT  
COMPANY  
865 South Figueroa Street  
Los Angeles, CA 90017

Mr. Bickerstaff has been a Group Managing Director of TCW since 2001. He joined TCW in 1998 as a Managing Director. Prior to joining TCW, he was a Vice President and Senior Portfolio Manager at Transamerica Investment Services from 1987 to 1998.

Portfolio Managers  
Glen E. Bickerstaff  
Brian M. Beitner  
Leigh R. Crawford

Mr. Beitner has been a Managing Director of TCW since he joined the firm in 1998. Prior to joining TCW, he was a Senior Vice President with Scudder Kemper Investments from 1990 to 1998. Mr. Crawford has been a Managing Director of TCW since 2001. He joined TCW in 1994 as an Analyst in TCW's Equities Research Department and was promoted to Senior Vice President in 1999.

</TABLE>

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MANAGEMENT TEAM

The Manager and the Sub-advisers (cont'd)

<TABLE>  
<CAPTION>

| PORTFOLIO  | SUB-ADVISERS AND PORTFOLIO MANAGER(S)  | BUSINESS EXPERIENCE  |
|--|--|--|
| <S><br>AXA Premier VIP Large Cap Core Equity Portfolio | <C><br>ALLIANCE CAPITAL MANAGEMENT L.P.<br>(BERNSTEIN INVESTMENT RESEARCH AND MANAGEMENT UNIT)<br>1345 Avenue of the Americas<br>New York, NY 10105<br><br>Portfolio Management Team | <C><br>The Portfolio Management Team consists of a core group of senior investment and research professionals of the Bernstein Unit of Alliance Capital.<br><br>Marilyn G. Fedak chairs the US Equity Investment Policy Group. Ms. Fedak has been the Chief Investment Officer -- U.S. Value Equities and an Executive Vice President at Alliance Capital since 2000. She was Chief Investment Officer and Chairman of the U.S. Equity Investment Policy Group at Sanford C. Bernstein & Co., Inc. ("Bernstein") from 1993 to 2000 when Bernstein became the Bernstein Unit of Alliance Capital. |
|  | JANUS CAPITAL MANAGEMENT LLC<br>100 Fillmore Street<br>Denver, CO 80206<br><br>Portfolio Manager<br>E. Marc Pinto  | Mr. Pinto has been a Portfolio Manager with Janus or its predecessor since 1994. Prior to joining Janus, Mr. Pinto analyzed telecommunications and financial services companies for a family investment firm.  |
|  | THORNBURG INVESTMENT MANAGEMENT, INC.<br>119 East Marcy Street<br>Santa Fe, NM 87501<br><br>Portfolio Manager<br>William V. Fries, CFA   | Mr. Fries has been a Managing Director and Portfolio Manager of Thornburg since 1995. Prior to joining Thornburg, he was with USAA as a Portfolio Manager and Analyst from 1975 to 1995.   |
| AXA Premier VIP Large Cap Value Portfolio              | ALLIANCE CAPITAL MANAGEMENT L.P.<br>1345 Avenue of the Americas<br>New York, NY 10105<br><br>Portfolio Manager<br>Aryeh Glatter  | Mr. Glatter has been a Senior Vice President and Portfolio Manager of Alliance Capital since 1999. Mr. Glatter joined Alliance Capital as an equity analyst and portfolio manager in 1993.   |
|  | INSTITUTIONAL CAPITAL CORPORATION<br>225 West Wacker Drive<br>Suite 2400<br>Chicago, IL 60606<br><br>Portfolio Manager<br>Robert H. Lyon   | Mr. Lyon has been President and Chief Investment Officer of ICAP since 1992. He was an Analyst with ICAP from 1976 to 1981 and returned in 1988 as Director of Research before leading a group in buying out the firm's founder.   |
|  | MFS INVESTMENT MANAGEMENT<br>500 Boylston Street<br>Boston, MA 02116<br><br>Portfolio Managers   | Mr. Gorham is a portfolio manager with MFS and has been employed in the investment management area of MFS since 1992.<br><br>Ms. Nurme has been the Director of Value Portfolio Management   |

</TABLE>

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MANAGEMENT TEAM

The Manager and the Sub-advisers (cont'd)

<TABLE>

<CAPTION>

| PORTFOLIO   | SUB-ADVISERS AND PORTFOLIO MANAGER(S)  | BUSINESS EXPERIENCE  |
|---|--|--|
| <S><br>AXA Premier VIP Small/Mid Cap Growth Portfolio | <C><br>ALLIANCE CAPITAL MANAGEMENT L.P.<br>1345 Avenue of the Americas<br>New York, NY 10105<br><br>Portfolio Managers<br>Bruce K. Aronow<br>N. Kumar Kirpalani<br>Samantha S. Lau<br>Mark A. Attalienti | <C><br><br>Mr. Aronow has been a Senior Vice President of Alliance Capital Growth Portfolio since 2000. Mr. Aronow joined Alliance Capital as a Vice President and Portfolio Manager in 1999. Prior to joining Alliance Capital, he was responsible for research and portfolio management of the small cap consumer sectors at INVESCO (NY) from 1997 to 1999. Mr. Aronow joined Chancellor Capital Management, predecessor to INVESCO (NY), as a small cap analyst in 1994.<br><br>Mr. Kirpalani has been a Vice President and Portfolio Manager since he joined Alliance Capital in 1999. Prior to joining Alliance Capital, he was responsible for research and portfolio management of the small cap industrial, financial and energy sectors at INVESCO (NY) from 1997 to 1999. Mr. Kirpalani joined Chancellor Capital Management, predecessor to INVESCO (NY), as a small cap analyst in 1993.<br><br>Ms. Lau has been a Vice President and Portfolio Manager since she joined Alliance Capital in 1999. Prior to joining Alliance Capital, she was responsible for covering small cap technology companies at INVESCO (NY) from 1997 to 1999. Ms. Lau joined Chancellor Capital Management as a small cap analyst in 1997 before it became INVESCO (NY). Prior to that, she was a healthcare securities analyst with Goldman Sachs from 1994 to 1997.<br><br>Mr. Attalienti has been a Vice President and Portfolio Manager since he joined Alliance Capital in 1999. Prior to joining Alliance Capital, he was responsible for covering the health care industry at Chase Asset Management from 1994 to 1999. |
|   | PROVIDENT INVESTMENT COUNSEL, INC.<br>300 North Lake Avenue<br>Pasadena, CA 91101<br><br>Portfolio Management Team   | The portion of assets allocated to Provident is managed by a team of investment professionals, led by Evelyn Lapham and John Yoon. Ms. Lapham and Mr. Yoon are Senior Vice Presidents and portfolio managers with research responsibilities and have been with Provident since December 1997 and July 1995, respectively.  |
|   | RS INVESTMENT MANAGEMENT, LP<br>388 Market Street<br>Suite 1700<br>San Francisco, CA 94111<br><br>Portfolio Managers<br>John H. Seabern<br>John L. Wallace   | Mr. Seabern has been a Principal and Co-Portfolio Manager at RSIM since 1997. He joined RSIM in 1993 as an Analyst. Prior to joining RSIM, he was an Analyst with Duncan-Hurst Capital Management from 1991 to 1993.<br><br>Mr. Wallace has been a Managing Director of RSIM since 1995. Prior to joining RSIM, Mr. Wallace was a Vice President and Portfolio Manager at OppenheimerFunds, Inc. from 1986 to 1995.  |

</TABLE>

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MANAGEMENT TEAM

The Manager and the Sub-advisers (cont'd)

<TABLE>

<CAPTION>

| PORTFOLIO  | SUB-ADVISERS AND PORTFOLIO MANAGER(S)   | BUSINESS EXPERIENCE   |
|--|---|---|
| <S><br>AXA Premier VIP Small/Mid Cap Value Portfolio | <C><br>AXA ROSENBERG INVESTMENT MANAGEMENT LLC<br>4 Orinda Way<br>Building E<br>Orinda, CA 94563<br><br>Portfolio Engineers<br>P. Douglas Burton<br>Syed A. Zamil   | <C><br>Investment decisions arise from AXA Rosenberg's automatic expert system processing which combines proprietary software programs and comprehensive databases to replicate the decisions financial experts might make in a perfect world. Therefore, AXA Rosenberg does not have Portfolio Managers as traditionally defined, but rather, the firm has Portfolio Engineers who research and monitor the portfolio's performance against the relevant benchmark and ensure compliance with the portfolio's objectives.<br><br>Mr. Burton has been a Portfolio Engineer of AXA Rosenberg since 1998. Prior to joining the firm, Mr. Burton was a Portfolio Manager and an Analyst at Deseret Mutual Benefit Administrators from 1988 to 1998.<br><br>Mr. Zamil has been a Portfolio Engineer of AXA Rosenberg since 2000. Prior to joining the firm, Mr. Zamil was a Managing Director at Capital Management from 1997 to 2000. From 1993 to 1997, Mr. Zamil was a consultant and regional manager at BARRA. |
|  | TCW INVESTMENT MANAGEMENT COMPANY<br>865 South Figueroa Street<br>Los Angeles, CA 90017<br><br>Portfolio Managers<br>Nicholas F. Galluccio<br>Susan I. Schottenfeld | Mr. Galluccio has been a Managing Director of TCW since 1997. He joined TCW in 1982 as an Equity Analyst. Prior to joining TCW, Mr. Galluccio was a Securities Analyst with Lehman Brothers Kuhn Loeb, Inc. from 1981 to 1982.<br><br>Ms. Schottenfeld has been a Managing Director of TCW since 1998. She joined TCW in 1985 as a Special Situations Analyst. Prior to joining TCW, Ms. Schottenfeld was a Research Liaison to equity sales with Wertheim Schroder and Co. from 1983 to 1985.  |
|  | WELLINGTON MANAGEMENT COMPANY, LLP<br>75 State Street<br>Boston, MA 02109<br><br>Portfolio Management Team  | Wellington Management's management approach to its portion of the fund is built on a team concept. The team is headed by James N. Mordy, Senior Vice President. Mr. Mordy joined Wellington Management in 1985 as an investment professional.   |

</TABLE>

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MANAGEMENT TEAM

The Manager and the Sub-advisers (cont'd)

<TABLE>  
<CAPTION>

| PORTFOLIO   | SUB-ADVISERS AND PORTFOLIO MANAGER(S)  | BUSINESS EXPERIENCE  |
|---|--|--|
| <S><br>AXA Premier VIP International Equity Portfolio | <C><br>ALLIANCE CAPITAL MANAGEMENT L.P.<br>(BERNSTEIN INVESTMENT RESEARCH AND MANAGEMENT UNIT)<br>1345 Avenue of the Americas<br>New York, NY 10105<br><br>Portfolio Management Team | <C><br>The Portfolio Management Team consists of a core group of senior investment and research professionals of the Bernstein Unit of Alliance Capital.<br><br>Andrew S. Adelson chairs the International Equity Investment Policy Group. Mr. Adelson has been Chief Investment Officer -- International Value Equities and an Executive Vice President at Alliance Capital since 2000. He was Chief Investment Officer of International Investment Management Services at Sanford C. Bernstein & Co., Inc. ("Bernstein") from 1990 to 2000 when Bernstein became the Bernstein Unit of Alliance Capital. |
|   | BANK OF IRELAND ASSET MANAGEMENT (U.S.) LIMITED<br>26 Fitzwilliam Place<br>Dublin 2<br>Ireland<br><br>Portfolio Management Team  | BIAM (U.S.)'s management approach to its portion of the portfolio is built on a team concept. The team of nineteen asset managers is headed by Chris Reilly, Chief Investment Officer. Mr. Reilly joined BIAM (U.S.)'s Asset Management Team in 1980 and has had overall responsibility for asset management since 1985.   |
|   | OPPENHEIMERFUNDS, INC.<br>6803 South Tucson Way<br>Englewood, CO 8011  | Mr. Evans has been a Vice President of Oppenheimer since October 1993 and of HarbourView Asset Management Corporation, a subsidiary of Oppenheimer Acquisition Corp.,  |

since July 1994. He joined Oppenheimer in 1990.

Portfolio Manager  
George Evans

AXA Premier VIP Technology  
Portfolio

ALLIANCE CAPITAL MANAGEMENT L.P.  
1345 Avenue of the Americas  
New York, NY 10105

Mr. Malone has been a Senior Vice President and Portfolio Manager of Alliance Capital since 1995. Mr. Malone joined Alliance Capital as a Vice President, Research Analyst and Portfolio Manager in 1992.

Portfolio Manager  
Gerald T. Malone

DRESDNER RCM GLOBAL INVESTORS LLC  
Four Embarcadero Center  
San Francisco, CA 94111

Mr. Chen has been a Managing Director, Senior Analyst and Portfolio Manager of Dresdner since 1994. He joined Dresdner in 1984 as a Securities Analyst.

Portfolio Managers  
Huachen Chen  
Walter C. Price

Mr. Price has been a Managing Director, Senior Analyst and Portfolio Manager of Dresdner since 1978. He joined Dresdner in 1974 as a Senior Securities Analyst.

FIRSTHAND CAPITAL MANAGEMENT, INC.  
125 South Market  
Suite 1200  
San Jose, CA 95113

Mr. Landis is the Chief Investment Officer of Firsthand. Mr. Landis co-founded the firm in 1993 and has been a Portfolio Manager with Firsthand since 1994.

Portfolio Manager  
Kevin M. Landis

</TABLE>

MANAGEMENT TEAM

The Manager and the Sub-advisers (cont'd)

<TABLE>  
<CAPTION>

| PORTFOLIO                                    | SUB-ADVISERS AND PORTFOLIO MANAGER(S)   | BUSINESS EXPERIENCE   |
|--|---|---|
| <S><br>AXA Premier VIP Health Care Portfolio | <C><br>A I M CAPITAL MANAGEMENT, INC.<br>11 Greenway Plaza<br>Suite 100<br>Houston, TX 77046<br><br>Portfolio Management Team   | <C><br>The portion of assets allocated to AIM is managed by a team of investment professionals led by Michael Yellen. Mr. Yellen joined AIM in 1994 as an investment analyst.   |
|  | DRESDNER RCM GLOBAL INVESTORS LLC<br>Four Embarcadero Center<br>San Francisco, CA 94111<br><br>Portfolio Manager<br>Michael Dauchot   | Dr. Dauchot has been a Manager of Dresdner since 1999. He joined Dresdner in 1999 as an Analyst. Prior to joining Dresdner, Dr. Dauchot was a Junior Analyst at Banc Boston Robertson from 1996 to 1998.  |
|  | WELLINGTON MANAGEMENT COMPANY, LLP<br>75 State Street<br>Boston, MA 02109<br><br>Portfolio Managers<br>Ann C. Gallo<br>Jean M. Hynes<br>Kirk J. Mayer<br>Joseph H. Schwartz | Ms. Gallo has been a Vice President of Wellington Management since 1998. Ms. Gallo joined Wellington Management as a Global Industry Analyst in 1998. Prior to joining Wellington Management, she was a Health Care Analyst with BT Alex Brown from 1995 to 1998.<br><br>Ms. Hynes has been a Senior Vice President of Wellington Management since 2001. Ms Hynes joined Wellington Management as a research assistant in 1991.<br><br>Mr. Mayer has been a Vice President of Wellington Management since 2001. Mr. Mayer joined Wellington Management as a Global Industry Analyst in 1998. Prior to joining Wellington Management, he attended the University of Pennsylvania's Wharton School of Finance where he obtained his MBA from 1996 to 1998, and he was an Operations Manager with Lockheed Martin Corporation from 1994 to 1996.<br><br>Mr. Schwartz has been a Senior Vice President of Wellington Management since 1995. Mr. Schwartz joined Wellington Management as a Global Industry Analyst in 1983. |

</TABLE>



## MANAGEMENT TEAM

The Manager and the Sub-advisers (cont'd)

| PORTFOLIO                                  | SUB-ADVISERS AND PORTFOLIO MANAGER(S)   | BUSINESS EXPERIENCE   |
|--|---|---|
| <S><br>AXA Premier VIP Core Bond Portfolio | <C><br>BLACKROCK ADVISORS, INC.<br>100 Bellevue Parkway<br>Wilmington, DE 19809<br><br>Portfolio Managers<br>Scott M. Amero<br>Keith T. Anderson<br>Rajiv Sobti | <C><br>Mr. Amero has been a Managing Director and Portfolio Manager of BAI since 1990. Prior to joining BAI, he was a Vice President in Fixed Income Research at The First Boston Corporation from 1985 to 1990.<br><br>Mr. Anderson has been a Managing Director and Chief Investment Officer, Fixed Income of BAI since founding the firm in 1988. Prior to founding BAI, Mr. Anderson was a Vice President in Fixed Income Research at The First Boston Corporation from 1987 to 1988.<br><br>Dr. Sobti has been a Managing Director and Portfolio Manager of BAI since 1998. Prior to joining BAI, he was a Managing Director and head of Quantitative Research at Donaldson Lufkin & Jenrette from 1986 to 1998. |
|  | PACIFIC INVESTMENT MANAGEMENT COMPANY LLC<br>840 Newport Center Drive<br>Suite 300<br>Newport Beach, CA 92660<br><br>Portfolio Management Team                  | The Portfolio Management Team develops and implements investment strategy for the portfolio.<br><br>William H. Gross heads the Portfolio Management Team. Mr. Gross is a Managing Director and the Chief Investment Officer of PIMCO and has been associated with the firm for over 30 years. Mr. Gross was a founder of PIMCO.   |

&lt;/TABLE&gt;

## MANAGEMENT FEES

Each portfolio pays a fee to Equitable for management services. The Large Cap Core Equity Portfolio, Large Cap Growth Portfolio and Large Cap Value Portfolio each pay a management fee at an annual rate of 0.90% of the average net assets of the portfolio. The Small/Mid Cap Growth Portfolio and Small/Mid Cap Value Portfolio each pay a management fee at an annual rate of 1.10% of the average net assets of the portfolio. The International Equity Portfolio pays a management fee at an annual rate of 1.05% of the average net assets of the portfolio. The Technology Portfolio and Health Care Portfolio each pay a management fee at an annual rate of 1.20% of the average net assets of the portfolio. The Core Bond Portfolio pays a management fee at an annual rate of 0.60% of the average net assets of the portfolio.

The sub-advisers are paid by Equitable. Changes to the sub-advisory fees may be negotiated, which could result in an increase or decrease in the amount of the management fee retained by Equitable, without shareholder approval. For certain administrative services, in addition to the management fee, each portfolio pays Equitable a fee at an annual rate of 0.15% of the portfolio's total average net assets plus \$35,000 per portfolio and an additional \$35,000 for each portion of the portfolio for which separate administrative services are provided (e.g., portions of a portfolio allocated to separate sub-advisers and/or managed in a discrete style).

## EXPENSE LIMITATION AGREEMENT

In the interest of limiting until April 30, 2004 the expenses of each portfolio, the Manager has entered into an expense limitation agreement with the Trust with respect to the portfolios ("Expense Limitation Agreement"). Pursuant to that Expense Limitation Agreement, the Manager has agreed to waive or limit its fees and to assume other expenses so that the total annual operating expenses of each portfolio (other than interest, taxes, brokerage commissions, other expenditures which are capitalized in accordance with generally accepted accounting principles, other extraordinary expenses not incurred in the ordinary course of each portfolio's business and amounts payable pursuant to a plan adopted in accordance with Rule 12b-1 under the Investment Company Act of 1940), are limited to 1.10% for the Large Cap Growth Portfolio, the Large Cap Core Equity Portfolio and the Large Cap Value

Portfolio, 1.35% for the Small/Mid Cap Growth Portfolio and the Small/Mid Cap Value Portfolio, 1.55% for the International Equity Portfolio, 1.60% for the Technology Portfolio and the Health Care Portfolio, and 0.70% for the Core Bond Portfolio.

Equitable may be reimbursed the amount of any such payments in the future provided that the payments are reimbursed within three years of the payment being made and the combination of the portfolio's expense ratio and such reimbursements do not exceed the portfolio's expense cap. If the actual expense ratio is less than the expense cap and Equitable has recouped all eligible previous payments made, the portfolio will be charged such lower expenses.

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## PORTFOLIO SERVICES

### BUYING AND SELLING SHARES

Each portfolio offers Class A and Class B shares. All shares are purchased and sold at their net asset value without any sales load. These portfolios are not designed for professional market-timers, see the section entitled "Purchase Restrictions on Market-Timers."

The price at which a purchase or sale is effected is based on the next calculation of net asset value after an order is placed by an insurance company or qualified retirement plan investing in or redeeming from the Trust. All redemption requests will be processed and payment with respect thereto will normally be made within seven days after tender.

### RESTRICTIONS ON BUYING AND SELLING SHARES

#### PURCHASE RESTRICTIONS

The portfolios reserve the right to suspend or change the terms of purchasing or selling shares.

#### PURCHASE RESTRICTIONS ON MARKET-TIMERS AND ACTIVE TRADERS

Each portfolio and the Co-distributors reserve the right to refuse or limit any purchase order by a particular purchaser (or group of related purchasers) if the transaction is deemed harmful to the portfolio's other shareholders or would disrupt the management of the portfolio.

You should note that the Trust is not designed for professional "market timing" organizations, or other organizations or individuals engaging in a market timing strategy, making programmed transfers, frequent transfers or transfers that are large in relation to the total assets of each of the Trust's portfolios. These kinds of strategies and transfer activities are disruptive to the Trust's portfolios. If we determine that your transfer patterns among the Trust's portfolios are disruptive to the Trust's portfolios, we may, among other things, restrict the availability of personal telephone requests, facsimile transmissions, automated telephone services, internet services or any electronic transfer services. We may also refuse to act on transfer instructions of an agent acting under a power of attorney who is acting on behalf of more than one owner.

We currently consider transfers into and out of (or vice versa) a portfolio within a five business day period as potentially disruptive transfer activity. In order to prevent disruptive activity, we monitor the frequency of transfers, including the size of transfers in relation to portfolio assets, in each portfolio, and we take appropriate action, which may include the actions described above to restrict availability of voice, fax and automated transaction services, when we consider the activity of owners to be disruptive. We currently give additional individualized notice, to owners who have engaged in such activity, of our intention to restrict such services. However, we may not continue to give such individualized notice. We may also, in our sole discretion and without further notice, change what we consider disruptive transfer activity, as well as change our procedures to restrict this activity.

#### SELLING RESTRICTIONS

The table below describes restrictions placed on selling shares of any portfolio described in this Prospectus.

<TABLE>  
<CAPTION>

| RESTRICTION  | SITUATION   |
|--|---|
| <S><br>The portfolio may suspend the right of redemption or postpone payment for more than 7 days:   | <C><br>o When the New York Stock Exchange is closed (other than a weekend/holiday).<br><br>o During an emergency.<br><br>o Any other period permitted by the SEC. |
| A portfolio may pay the redemption price in whole or part by a distribution in kind of readily marketable securities in lieu of cash or may take up to 7 days to pay a redemption request in order to raise capital: | o When it is detrimental for a portfolio to make cash payments as determined in the sole discretion of Equitable.   |

</TABLE>

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#### PORTFOLIO SERVICES

##### HOW PORTFOLIO SHARES ARE PRICED

"Net asset value" is the price of one share of a portfolio without a sales charge, and is calculated each business day using the following formula:

$$\text{NET ASSET VALUE} = \frac{\text{TOTAL MARKET VALUE OF SECURITIES + CASH AND OTHER ASSETS - LIABILITIES}}{\text{NUMBER OF OUTSTANDING SHARES}}$$

The net asset value of portfolio shares is determined according to this schedule:

- o A share's net asset value is determined as of the close of regular trading on the New York Stock Exchange ("Exchange") on the days the Exchange is open for trading. This is normally 4:00 p.m. Eastern Time.
- o The price you pay for purchasing or redeeming a share will be based upon the net asset value next calculated after your order is placed by an insurance company or qualified retirement plan.
- o A portfolio heavily invested in foreign securities may have net asset value changes on days when you cannot buy or sell its shares.

Generally, portfolio securities are valued as follows:

- o Equity securities -- most recent sales price or if there is no sale, latest available bid price.
- o Debt securities (other than short-term obligations) -- based upon pricing service valuations.
- o Short-term obligations -- amortized cost (which approximates market value).
- o Securities traded on foreign exchanges -- most recent sales or bid price on the foreign exchange or market, unless a significant event or circumstance occurs after the close of that market or exchange will materially affect its value. In that case, fair value as determined by or under the direction of the board of trustees at the close of regular trading on the Exchange.
- o Options -- last sales price or, if not available, previous day's sales price. However, if the bid price is higher or the asked price is lower than the previous day's last sales price, the higher bid or lower asked price may be used. Options not traded on an exchange or actively traded are valued according to fair value methods.
- o Futures -- last sales price or, if there is no sale, latest available bid price.
- o Other Securities -- other securities and assets for which market quotations are not readily available or for which valuation cannot be provided are valued at their fair value under the direction of the Trust's board of trustees.

Events or circumstances affecting the values of portfolio securities that occur between the closing of their principal markets and the time the net asset value is determined may be reflected in the Trust's calculation of net asset values

for each applicable portfolio when Equitable deems that the particular event or circumstance would materially affect such portfolio's net asset value.

The effect of fair value pricing as described above is that securities may not be priced on the basis of quotations from the primary market in which they are traded, but rather may be priced by another method that the Trust's board of trustees believes accurately reflects fair value. This policy is intended to assure that each portfolio's net asset value fairly reflects security values as of the time of pricing.

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#### PORTFOLIO SERVICES

##### DIVIDENDS AND OTHER DISTRIBUTIONS

The portfolios generally distribute most or all of their net investment income and their net realized gains, if any, annually. The Core Bond Portfolio normally pays dividends of net investment income monthly, and its gains, if any, annually. Dividends and other distributions are automatically reinvested at net asset value in shares of the portfolios.

##### TAX CONSEQUENCES

Each portfolio is treated as a separate entity, and intends to qualify to be treated as a regulated investment company, for federal income tax purposes. Regulated investment companies are usually not taxed at the entity (portfolio) level. They pass through their income and gains to their shareholders by paying dividends. A portfolio will be treated as a regulated investment company if it meets specified federal income tax rules, including types of investments, limits on investments, types of income, and dividend payment requirements. Although the Trust intends that it and each portfolio will be operated to have no federal tax liability, if they have any federal tax liability, it could hurt the investment performance of the portfolio in question. Also, any portfolio investing in foreign securities or holding foreign currencies could be subject to foreign taxes, which could reduce the investment performance of the portfolio.

It is important for each portfolio to maintain its regulated investment company status because the shareholders of the portfolio that are insurance company separate accounts will then be able to use a favorable investment diversification testing rule in determining whether the Contracts indirectly funded by the portfolio meet tax qualification rules for variable insurance contracts. If a portfolio fails to meet specified investment diversification requirements, owners of non-pension plan Contracts funded through the Trust could be taxed immediately on the accumulated investment earnings under their Contracts and could lose any benefit of tax deferral. Equitable, in its capacity as Manager and as the administrator for the Trust, therefore carefully monitors compliance with all of the regulated investment company rules and variable insurance contract investment diversification rules.

Contract owners seeking to understand the tax consequences of their investment should consult with their tax advisers or the insurance company that issued their variable product or refer to their Contract prospectus.

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#### GLOSSARY OF TERMS

**BID PRICE** -- The price a prospective buyer is ready to pay. This term is used by traders who maintain firm bid and offer prices in a given security by standing ready to buy or sell security units at publicly quoted prices.

**CAPITAL GAIN DISTRIBUTIONS** -- Payments to a portfolio's shareholders of profits earned from selling securities in that portfolio. Capital gain distributions are usually paid once a year.

**CORE INVESTING** -- An investment style that includes both the strategies used when seeking either growth companies (those with strong earnings growth) or value companies (those that may be temporarily out of favor or have earnings or assets not fully reflected in their stock price).

**DERIVATIVE** -- A financial instrument whose value and performance are based on the value and performance of another security or financial instrument.

**DIVERSIFICATION** -- The strategy of investing in a wide range of companies to reduce the risk if an individual company suffers losses.

**DURATION** -- A measure of how much a bond's price fluctuates with changes in comparable interest rates.

EARNINGS GROWTH -- A pattern of increasing rate of growth in earnings per share from one period to another, which usually causes a stock's price to rise.

FUNDAMENTAL ANALYSIS -- An analysis of the balance sheet and income statements of a company in order to forecast its future stock price movements. Fundamental analysis considers past records of assets, earnings, sales, products, management and markets in predicting future trends in these indicators of a company's success or failure. By appraising a company's prospects, analysts using such an approach assess whether a particular stock or group of stocks is undervalued or overvalued at its current market price.

GROWTH INVESTING -- An investment style that emphasizes companies with strong earnings growth. Growth investing is generally considered more aggressive than "value" investing.

INTEREST RATE -- Rate of interest charged for the use of money, usually expressed as an annual rate.

MARKET CAPITALIZATION -- Market price of a company's shares multiplied by number of shares outstanding. A common measure of the relative size of a company.

NET ASSET VALUE (NAV) -- The market value of one share of a portfolio on any given day without taking into account any front-end sales charge or CDSC. It is determined by dividing a portfolio's total net assets by the number of shares outstanding.

PRICE-TO-BOOK VALUE RATIO -- Current market price of a stock divided by its book value, or net asset value.

PRICE-TO-EARNINGS RATIO -- Current market price of a stock divided by its earnings per share. Also known as the "multiple," the price-to-earnings ratio gives investors an idea of how much they are paying for a company's earning power and is a useful tool for evaluating the costs of different securities.

VALUE INVESTING -- An investment style that focuses on companies that may be temporarily out of favor or have earnings or assets not fully reflected in their stock prices.

VOLATILITY -- The general variability of a portfolio's value resulting from price fluctuations of its investments. In most cases, the more diversified a portfolio is, the less volatile it will be.

YIELD -- The rate at which a portfolio earns income, expressed as a percentage. Mutual fund yield calculations are standardized, based upon a formula developed by the Securities and Exchange Commission.

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#### DESCRIPTION OF BENCHMARKS

Each Portfolio's performance is compared to that of a broad-based securities market index.

Broad-based securities indices are unmanaged and are not subject to fees and expenses typically associated with managed investment company portfolios. Investments cannot be made directly in a broad-based securities index.

#### RUSSELL 3000 INDEX

Composed of 3,000 large U.S. securities, as determined by total market capitalization. This index is capitalization weighted and represents approximately 98% of the investable U.S. equity market.

#### RUSSELL 1000 GROWTH INDEX

Contains those Russell 1000 securities (1,000 largest securities in the Russell 3000 Index) with a greater-than-average growth orientation. Securities in this index tend to exhibit higher price-to-book and price-to-earnings ratios, lower dividend yields and higher forecasted growth values than the Value universe.

#### RUSSELL 1000 VALUE INDEX

Contains those Russell 1000 securities (1,000 largest securities in the Russell 3000 Index) with a less-than-average growth orientation. It represents the universe of stocks from which value managers typically select. Securities in this index tend to exhibit lower price-to-book and price-to-earnings ratios,

higher dividend yields and lower forecasted growth values than the Growth universe.

#### STANDARD & POOR'S 500 INDEX

Contains 500 of the largest U.S. industrial, transportation, utility and financial companies deemed by Standard and Poor's to be representative of the larger capitalization portion of the U.S. stock market. The index is capitalization weighted, thereby giving greater weight to companies with the largest market capitalizations.

#### RUSSELL 1000 INDEX

Contains 1,000 of the largest companies in the Russell 3000 Index, representing approximately 92% of the total market capitalization of the Russell 3000 Index.

#### RUSSELL 2000 INDEX

Contains 2,000 of the smallest companies in the Russell 3000 Index, representing approximately 8% of the total market capitalization of the Russell 3000 Index.

#### RUSSELL 2500 GROWTH INDEX

Contains those Russell 2500 securities (the bottom 500 securities in the Russell 1000 Index and all 2,000 securities in the Russell 2000 Index) with a greater-than-average growth orientation. Securities in this index tend to exhibit higher price-to-book and price-earnings ratios, lower dividend yields and higher forecasted growth values than the Value universe.

#### RUSSELL 2500 VALUE INDEX

Contains those Russell 2500 securities (the bottom 500 securities in the Russell 1000 Index and all 2,000 securities in the Russell 2000 Index) with a less-than-average growth orientation. Securities in this index tend to exhibit lower price-to-book and price-earnings ratios, lower dividend yields and higher forecasted growth values than the Growth universe.

#### RUSSELL 1000 TECHNOLOGY INDEX

Contains those Russell 1000 securities (1,000 largest securities in the Russell 3000 Index) that are deemed technology companies by the Russell sector classification scheme. This sector includes securities in the following industries: computer hardware, computer software, communications technology, electrical & electronics, semiconductors, and scientific equipment & suppliers. The index is market value weighted.

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#### DESCRIPTION OF BENCHMARKS (cont'd)

##### RUSSELL 1000 HEALTHCARE INDEX

Contains those Russell 1000 securities (1,000 largest securities in the Russell 3000 Index) that are deemed healthcare companies by the Russell sector classification scheme.

##### MORGAN STANLEY CAPITAL INTERNATIONAL EAFE INDEX

Contains a market capitalization weighted sampling of securities deemed by Morgan Stanley Capital International to be representative of the market structure of the developed equity markets in Europe, Australasia and the Far East. To construct the index, MSCI targets at least 60% coverage of the market capitalization of each industry within each country in the EAFE index. Companies with less than 40% of their market capitalization publicly traded are float-adjusted to include only a fraction of their market capitalization in the broader EAFE index. EAFE index assumes dividends reinvested net of withholding taxes and do not reflect any fees and expenses.

The Lehman Brothers Aggregate Bond Index covers the U.S. investment-grade fixed-rate bond market, including government and credit securities, agency mortgage pass-through securities, asset-backed securities, and commercial mortgage-based securities. To qualify for inclusion in the Lehman Aggregate Index, a bond must have at least one year remaining to final maturity, \$150 million in par value outstanding, rated Baa or better by Moody's, have a fixed coupon rate, and be dollar denominated.

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#### FINANCIAL HIGHLIGHTS

The financial highlights table is intended to help you understand the financial performance of the Trust's Class A and Class B shares. The financial information in the table below is for the fiscal period ended December 31, 2002, the first year of the funds' operations. The information below has been derived from the financial statements of the Trust, which have been audited by PricewaterhouseCoopers LLP, independent public accountants. PricewaterhouseCoopers LLP's report on the Trust's financial statements as of December 31, 2002 appears in the Trust's Annual Report. Certain information reflects financial results for a single fund share. The total returns in the tables represent the rate that a shareholder would have earned (or lost) on an investment in the fund (assuming reinvestment of all dividends and disbursements). The total return figures shown below do not reflect any separate account or Contract fees and charges. The information should be read in conjunction with the financial statements contained in the Trust's Annual Report which are incorporated by reference into the Trust's Statement of Additional Information (SAI) and available upon request.

[Financial Highlights Tables to be inserted]

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If you would like more information about the portfolios, the following documents are available free upon request.

**ANNUAL AND SEMI-ANNUAL REPORTS** -- Includes more information about the portfolios' performance. The reports usually include performance information, a discussion of market conditions and the investment strategies that affected the portfolios' performance during the last fiscal year.

**STATEMENT OF ADDITIONAL INFORMATION (SAI)** -- Provides more detailed information about the portfolios, has been filed with the Securities and Exchange Commission and is incorporated into this Prospectus by reference.

TO ORDER A FREE COPY OF A PORTFOLIO'S SAI AND/OR ANNUAL AND SEMI-ANNUAL REPORT, CONTACT YOUR FINANCIAL PROFESSIONAL, OR THE PORTFOLIOS AT:

AXA PREMIER VIP TRUST  
1290 AVENUE OF THE AMERICAS  
NEW YORK, NEW YORK 10104  
TELEPHONE: 866-231-8585

Your financial professional or AXA Premier VIP Trust will also be happy to answer your questions or to provide any additional information that you may require.

Information about the portfolios (including the SAI) can be reviewed and copied at the SEC's Public Reference Room in Washington, D.C. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-202-942-8090. Reports and other information about the portfolios are available on the EDGAR database on the SEC's Internet site at:

[HTTP://WWW.SEC.GOV](http://www.sec.gov).

Investors may also obtain this information, after paying a duplicating fee, by electronic request at the following E-mail address:  
[publicinfo@sec.gov](mailto:publicinfo@sec.gov) or by writing the SEC's  
Public Reference Section,  
Washington, D.C. 20549-0102.

AXA PREMIER VIP TRUST

|   |  |
|---|--|
| <TABLE>   |  |
| <CAPTION>                                       |  |
| <S>   | <C>  |
| AXA Premier VIP Large Cap Growth Portfolio      | AXA Premier VIP International Equity Portfolio |
| AXA Premier VIP Large Cap Core Equity Portfolio | AXA Premier VIP Technology Portfolio           |
| AXA Premier VIP Large Cap Value Portfolio       | AXA Premier VIP Health Care Portfolio          |
| AXA Premier VIP Small/Mid Cap Growth Portfolio  | AXA Premier VIP Core Bond Portfolio            |
| AXA Premier VIP Small/Mid Cap Value Portfolio   |  |
| </TABLE>  |  |

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AXA PREMIER VIP TRUST  
STATEMENT OF ADDITIONAL INFORMATION  
MAY , 2003

AXA PREMIER VIP LARGE CAP GROWTH PORTFOLIO  
AXA PREMIER VIP LARGE CAP CORE EQUITY PORTFOLIO  
AXA PREMIER VIP LARGE CAP VALUE PORTFOLIO  
AXA PREMIER VIP SMALL/MID CAP GROWTH PORTFOLIO  
AXA PREMIER VIP SMALL/MID CAP VALUE PORTFOLIO  
AXA PREMIER VIP INTERNATIONAL EQUITY PORTFOLIO  
AXA PREMIER VIP TECHNOLOGY PORTFOLIO  
AXA PREMIER VIP HEALTH CARE PORTFOLIO  
AXA PREMIER VIP CORE BOND PORTFOLIO

This Statement of Additional Information is not a prospectus. It should be read in conjunction with the Prospectus for the Trust dated May , 2003, which may be obtained without charge by calling Equitable toll free at 1-866-231-8585 or writing to the Trust at 1290 Avenue of the Americas, New York, New York 10104. Unless otherwise defined herein, capitalized terms have the meanings given to them in the Prospectus.

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DESCRIPTION OF THE TRUST

AXA Premier VIP Trust (the "Trust") is an open-end management investment company and is registered as such under the Investment Company Act of 1940, as amended ("1940 Act"). The Trust was organized as a Delaware business trust on October 2, 2001. (See "Other Information").



The Trust currently offers shares on behalf of each of the following portfolios: AXA Premier VIP Large Cap Growth Portfolio ("Large Cap Growth Portfolio"), AXA Premier VIP Large Cap Core Equity Portfolio ("Large Cap Core Equity Portfolio"), AXA Premier VIP Large Cap Value Portfolio ("Large Cap Value Portfolio"), AXA Premier VIP Small/Mid Cap Growth Portfolio ("Small/Mid Cap Growth Portfolio"), AXA Premier VIP Small/Mid Cap Value Portfolio ("Small/Mid Cap Value Portfolio"), AXA Premier VIP International Equity Portfolio ("International Equity Portfolio"), AXA Premier VIP Technology Portfolio ("Technology Portfolio"), AXA Premier VIP Health Care Portfolio ("Health Care Portfolio"), and AXA Premier VIP Core Bond Portfolio ("Core Bond Portfolio") (collectively, the "Portfolios").

The Trust's shares are currently sold only to insurance company separate accounts in connection with variable life insurance contracts and variable annuity certificates and contracts ("Contracts") issued or to be issued by The Equitable Life Assurance Society of the United States ("Equitable" or the "Manager"), Equitable of Colorado, Inc. or other affiliated or unaffiliated insurance companies. Shares also may be sold to tax-qualified retirement plans.

The Trust does not currently foresee any disadvantage to Contract owners arising from offering the Trust's shares to separate accounts of insurance companies that are unaffiliated with one another or to tax-qualified retirement plans. However, it is theoretically possible that the interests of owners of various contracts participating in the Trust through separate accounts or of the plan participants might at some time be in conflict. In the case of a material irreconcilable conflict, one or more separate accounts or a retirement plan might withdraw their investments in the Trust, which might force the Trust to sell portfolio securities at disadvantageous prices. The Trust's Board of Trustees will monitor events for the existence of any material irreconcilable conflicts between or among such separate accounts and tax-qualified retirement plans and will take whatever remedial action may be necessary.

#### THE PORTFOLIOS

**LARGE CAP GROWTH PORTFOLIO.** The portfolio's objective is long-term growth of capital. Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of U.S. large capitalization companies. Large capitalization companies are considered to be companies with market capitalization in excess of \$5 billion at the time of investment; however, the capitalization of companies considered to be large cap may change over time. The portfolio may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, including securities designed to replicate an index, industry or sector of the economy and debt securities such as investment grade corporate bonds and U.S. government bonds. The portfolio may invest up to 20% of its assets in equity securities, including depositary receipts, of large foreign companies.

**LARGE CAP CORE EQUITY PORTFOLIO.** The portfolio's objective is long-term growth of capital. Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of U.S. large capitalization companies. Large capitalization companies are considered to be companies with market capitalization in excess of \$5 billion at the time of investment; however, the capitalization of companies considered to be large cap may change over time. The portfolio may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, including securities designed to replicate an index, industry or sector of the economy and debt securities such as investment grade corporate bonds and U.S. government bonds. The portfolio may invest up to 20% of its assets in equity securities, including depositary receipts, of large foreign companies.

**LARGE CAP VALUE PORTFOLIO.** The portfolio's objective is long-term growth of capital. Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of U.S. large capitalization companies. Large capitalization companies are considered to be companies with market capitalization in excess of \$5 billion at the time of investment;

however, the capitalization of companies considered to be large cap may change over time. The portfolio may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, including securities designed to replicate an index, industry or sector of the economy and debt securities such as investment grade corporate bonds and U.S. government bonds. The portfolio may invest up to 20% of its assets in equity securities, including depositary receipts, of large foreign companies.

SMALL/MID CAP GROWTH PORTFOLIO. The portfolio's objective is long-term growth of capital. Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of U.S. small- and mid-capitalization companies. Small/mid capitalization companies are considered to be companies with market capitalization between \$100 million and \$7 billion at the time of investment; however, the capitalization of companies considered to be small/mid-cap may change over time. The portfolio may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, including securities designed to replicate an index, industry or sector of the economy and debt securities such as investment grade corporate bonds and U.S. government bonds. The portfolio may invest up to 20% of its assets in equity securities, including depository receipts, of foreign companies, including those issued by issuers in developing countries.

SMALL/MID CAP VALUE PORTFOLIO. The portfolio's objective is long-term growth of capital. Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of U.S. small- and mid-capitalization companies. Small/mid capitalization companies are considered to be companies with market capitalization between \$100 million and \$7 billion at the time of investment; however, the capitalization of companies considered to be small/mid-cap may change over time. The portfolio may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, including securities designed to replicate an index, industry or sector of the economy and debt securities such as investment grade corporate bonds and U.S. government bonds. The portfolio may invest up to 20% of its assets in equity securities, including depository receipts, of foreign companies, including those issued by issuers in developing countries.

INTERNATIONAL EQUITY PORTFOLIO. The portfolio's objective is long-term growth of capital. Under normal circumstances, the portfolio intends to invest at least 80% of its total assets in equity securities of companies, including at least 65% of its total assets in equity securities of foreign companies (companies organized or headquartered outside of the U.S.). The portfolio may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, including securities designed to replicate an index, industry or sector of the economy and debt securities such as investment grade bonds of U.S. and foreign issuers. The portfolio may also invest up to 35% of its assets in securities of U.S. companies.

TECHNOLOGY PORTFOLIO. The portfolio's objective is long-term growth of capital. Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of companies principally engaged in the technology sector. Such companies include, among others, those in the computer, electronic, hardware and components, communication, software, e-commerce, information service, biotechnology, chemical products and synthetic materials, and defense and aerospace industries. The portfolio may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, including securities designed to replicate an index, industry or sector of the economy and debt securities, including investment grade and lower rated corporate bonds. It is anticipated that the portfolio will normally invest a majority of its assets in securities of U.S. issuers but the portfolio may invest up to 50% of its assets in equity securities, including depository receipts, of foreign companies, including those issued by issuers in developing countries.

HEALTH CARE PORTFOLIO. The portfolio's objective is long-term growth of capital. Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in equity securities of companies primarily engaged in the research, development, production or distribution of products or services related to health care, medicine or the life sciences. The portfolio may also invest in other securities that the sub-advisers believe provide opportunities for capital growth, such as debt securities, including securities designed to replicate an index, industry or sector of the economy and investment grade and lower rated corporate bonds. It is anticipated that the portfolio will normally invest a majority of its assets in securities of U.S. issuers but the portfolio may invest up to 50% of its assets in equity securities, including depository receipts, of foreign companies, including those issued by issuers in developing countries.

CORE BOND PORTFOLIO. The portfolio's objective is to seek a balance of a high current income and capital appreciation consistent with a prudent level of risk. Under normal circumstances, the portfolio intends to invest at least 80% of its net assets, plus borrowings for investment purposes, in investment grade

debt securities. The portfolio may invest up to 10% of its total assets in securities denominated in foreign currencies and may invest beyond this limit in U.S. dollar-denominated securities of foreign issuers. The portfolio will normally hedge most of its exposure to foreign currency to reduce the risk of loss due to fluctuations in currency exchange rates. The portfolio may invest up to 10% of its assets in high yield securities ("junk bonds") rated Ba or lower by Moody's Investors Service, Inc. ("Moody's") or BB or lower by Standard & Poor's Ratings Group ("S&P") or, if unrated, determined by the sub-adviser to be of similar quality. The portfolio may invest in corporate bonds, including mortgage- and asset-backed securities, derivative securities, Eurodollar and Yankee dollar obligations, Brady bonds, forward commitments, when issued and delayed delivery securities, U.S. government bonds (including those backed by mortgages and related repurchase agreements) and zero coupon bonds.

#### FUNDAMENTAL RESTRICTIONS

Each portfolio has adopted certain investment restrictions that are fundamental and may not be changed without approval by a "majority" vote of the portfolio's shareholders. Such majority is defined in the 1940 Act as the lesser of: (i) 67% or more of the voting securities of such portfolio present in person or by proxy at a meeting, if the holders of more than 50% of the outstanding voting securities are present or represented by proxy; or (ii) more than 50% of the outstanding voting securities of such portfolio. Set forth below are each of the fundamental restrictions adopted by each of the Portfolios.

Each portfolio, except the Technology Portfolio and the Health Care Portfolio, will not:

(1) purchase securities of any one issuer if, as a result, more than 5% of the portfolio's total assets would be invested in securities of that issuer or the portfolio would own or hold more than 10% of the outstanding voting securities of that issuer, except that up to 25% of the portfolio's total assets may be invested without regard to this limitation, and except that this limitation does not apply to securities issued or guaranteed by the U.S. government, its agencies and instrumentalities or to securities issued by other investment companies.

The following interpretation applies to, but is not a part of, this fundamental restriction: mortgage- and asset-backed securities will not be considered to have been issued by the same issuer by reason of the securities having the same sponsor, and mortgage- and asset-backed securities issued by a finance or other special purpose subsidiary that are not guaranteed by the parent company will be considered to be issued by a separate issuer from the parent company.

Each Portfolio will not:

(2) purchase any security if, as a result of that purchase, 25% or more of the portfolio's total assets would be invested in securities of issuers having their principal business activities in the same industry, except that this limitation does not apply to securities issued or guaranteed by the U.S. government, its agencies or instrumentalities or to municipal securities and except that the Technology Portfolio, under normal circumstances, will invest 25% or more of its total assets in the related group of industries consisting of the technology industries (e.g., computers, electronics (including hardware and components), communications, software, e-commerce, information service, biotechnology, chemical products and synthetic materials, and defense and aerospace industries), and the Health Care Portfolio, under normal circumstances, will invest 25% or more of its total assets in the related group of industries consisting of the health care industries (e.g., pharmaceutical, medical products and supplies, technology, medical research and development and health care service industries).

(3) issue senior securities or borrow money, except as permitted under the 1940 Act, and then not in excess of 33 1/3% of the portfolio's total assets (including the amount of the senior securities issued but reduced by any liabilities not constituting senior securities) at the time of the issuance or borrowing, except that each portfolio may borrow up to an additional 5% of its total assets (not including the amount borrowed) for temporary purposes such as clearance of portfolio transactions and share redemptions. For purposes of these restrictions, the purchase or sale of securities on a "when-issued," delayed delivery or

forward commitment basis, the purchase and sale of options and futures contracts and collateral arrangements with respect thereto are not deemed to be the issuance of a senior security, a borrowing or a pledge of assets.

(4) make loans, except loans of portfolio securities or through repurchase

agreements, provided that for purposes of this restriction, the acquisition of bonds, debentures, other debt securities or instruments, or participations or other interests therein and investments in government obligations, commercial paper, certificates of deposit, bankers' acceptances or similar instruments will not be considered the making of a loan.

(5) engage in the business of underwriting securities of other issuers, except to the extent that the portfolio might be considered an underwriter under the federal securities laws in connection with its disposition of portfolio securities.

(6) purchase or sell real estate, except that investments in securities of issuers that invest in real estate and investments in mortgage-backed securities, mortgage participations or other instruments supported by interests in real estate are not subject to this limitation, and except that each portfolio may exercise rights under agreements relating to such securities, including the right to enforce security interests and to hold real estate acquired by reason of such enforcement until that real estate can be liquidated in an orderly manner.

(7) purchase or sell physical commodities unless acquired as a result of owning securities or other instruments, but each portfolio may purchase, sell or enter into financial options and futures, forward and spot currency contracts, swap transactions and other financial contracts or derivative instruments.

#### NON-FUNDAMENTAL RESTRICTIONS

The following investment restrictions apply to each portfolio, but are not fundamental. They may be changed for any portfolio by the Board of Trustees of the Trust and without a vote of that portfolio's shareholders.

Each portfolio will not:

(1) invest more than 15% of its net assets in illiquid securities.

(2) purchase securities on margin, except for short-term credit necessary for clearance of portfolio transactions and except that each portfolio may make margin deposits in connection with its use of financial options and futures, forward and spot currency contracts, swap transactions and other financial contracts or derivative instruments.

(3) engage in short sales of securities or maintain a short position, except that each portfolio may (a) sell short "against the box" and (b) maintain short positions in connection with its use of financial options and futures, forward and spot currency contracts, swap transactions and other financial contracts or derivative instruments.

(4) purchase securities of other investment companies, except to the extent permitted by the 1940 Act and the rules and orders thereunder and except that this limitation does not apply to securities received or acquired as dividends, through offers of exchange, or as a result of reorganization, consolidation, or merger.

(5) purchase portfolio securities while borrowings in excess of 5% of its total assets are outstanding.

Large Cap Growth Portfolio, Large Cap Core Equity Portfolio, Large Cap Value Portfolio, Small/Mid Cap Growth Portfolio, Small/Mid Cap Value Portfolio, Technology Portfolio, Health Care Portfolio and Core Bond Portfolio each have a policy regarding how 80% of its assets will be invested, and none of these portfolios may change their respective policy without giving sixty (60) days' written notice to its shareholders.

#### ADDITIONAL INVESTMENT STRATEGIES AND RISKS

In addition to the portfolio's principal investment strategies discussed in the Prospectus, each portfolio may engage in other types of investment strategies as further described in the descriptions below. Each

portfolio may invest in or utilize any of these investment strategies and instruments or engage in any of these practices except where otherwise prohibited by law or the portfolio's own investment restrictions. Portfolios that anticipate committing 5% or more of their net assets to a particular type of investment strategy or instrument are specifically referred to in the descriptions below of such investment strategy or instrument.

ASSET-BACKED SECURITIES. (Core Bond Portfolio) Asset-backed securities have structural characteristics similar to mortgage-backed securities, as discussed in more detail below. However, the underlying assets are not first lien mortgage loans or interests therein but include assets such as motor vehicle

installment sales contracts, other installment sales contracts, home equity loans, leases of various types of real and personal property and receivables from revolving credit (credit card) agreements. Such assets are securitized through the use of trusts or special purpose corporations. Payments or distributions of principal and interest may be guaranteed up to a certain amount and for a certain time period by a letter of credit or pool insurance policy issued by a financial institution unaffiliated with the issuer, or other credit enhancements may be present.

**BONDS.** (All Portfolios) Bonds are fixed or variable rate debt obligations, including bills, notes, debentures, money market instruments and similar instruments and securities. Mortgage- and asset-backed securities are types of bonds, and certain types of income-producing, non-convertible preferred stocks may be treated as bonds for investment purposes. Bonds generally are used by corporations, governments and other issuers to borrow money from investors. The issuer pays the investor a fixed or variable rate of interest and normally must repay the amount borrowed on or before maturity. Many preferred stocks and some bonds are "perpetual" in that they have no maturity date.

Bonds are subject to interest rate risk and credit risk. Interest rate risk is the risk that interest rates will rise and that, as a result, bond prices will fall, lowering the value of a portfolio's investments in bonds. In general, bonds having longer durations are more sensitive to interest rate changes than are bonds with shorter durations. Credit risk is the risk that an issuer may be unable or unwilling to pay interest and/or principal on the bond. Credit risk can be affected by many factors, including adverse changes in the issuer's own financial condition or in economic conditions.

**CREDIT RATINGS.** Moody's, S&P and other rating agencies are private services that provide ratings of the credit quality of bonds, including municipal bonds, and certain other securities. A description of the ratings assigned to corporate bonds by Moody's and S&P is included in the Appendix to this Statement of Additional Information ("SAI"). The process by which Moody's and S&P determine ratings for mortgage-backed securities includes consideration of the likelihood of the receipt by security holders of all distributions, the nature of the underlying assets, the credit quality of the guarantor, if any, and the structural, legal and tax aspects associated with these securities. Not even the highest such rating represents an assessment of the likelihood that principal prepayments will be made by obligors on the underlying assets or the degree to which such prepayments may differ from that originally anticipated, nor do such ratings address the possibility that investors may suffer a lower than anticipated yield or that investors in such securities may fail to recoup fully their initial investment due to prepayments.

Credit ratings attempt to evaluate the safety of principal and interest payments, but they do not evaluate the volatility of a bond's value or its liquidity and do not guarantee the performance of the issuer. Rating agencies may fail to make timely changes in credit ratings in response to subsequent events, so that an issuer's current financial condition may be better or worse than the rating indicates. There is a risk that rating agencies may downgrade a bond's rating. Subsequent to a bond's purchase by a portfolio, it may cease to be rated or its rating may be reduced below the minimum rating required for purchase by the portfolio. The Portfolios may use these ratings in determining whether to purchase, sell or hold a security. It should be emphasized, however, that ratings are general and are not absolute standards of quality. Consequently, bonds with the same maturity, interest rate and rating may have different market prices.

In addition to ratings assigned to individual bond issues, the applicable sub-adviser will analyze interest rate trends and developments that may affect individual issuers, including factors such as liquidity, profitability and asset quality. The yields on bonds are dependent on a variety of factors, including general money market conditions, general conditions in the bond market, the financial condition of the issuer, the

size of the offering, the maturity of the obligation and its rating. There is a wide variation in the quality of bonds, both within a particular classification and between classifications. An issuer's obligations under its bonds are subject to the provisions of bankruptcy, insolvency and other laws affecting the rights and remedies of bond holders or other creditors of an issuer; litigation or other conditions may also adversely affect the power or ability of issuers to meet their obligations for the payment of interest and principal on their bonds.

**BRADY BONDS.** (International Equity Portfolio and Core Bond Portfolio) Brady Bonds are fixed income securities created through the exchange of existing commercial bank loans to foreign entities for new obligations in connection

with debt restructuring under a plan introduced by Nicholas F. Brady when he was the U.S. Secretary of the Treasury. Brady Bonds have been issued only recently, and, accordingly, do not have a long payment history. They may be collateralized or uncollateralized and issued in various currencies (although most are U.S. dollar-denominated) and they are actively traded in the over-the-counter secondary market. Each portfolio can invest in Brady Bonds only if they are consistent with quality specifications established from time to time by the sub-adviser to that portfolio.

**CONVERTIBLE SECURITIES.** (Large Cap Core Equity Portfolio, Small/Mid Cap Growth Portfolio, International Equity Portfolio and Health Care Portfolio) A convertible security is a bond, preferred stock or other security that may be converted into or exchanged for a prescribed amount of common stock of the same or a different issuer within a particular period of time at a specified price or formula. A convertible security entitles the holder to receive interest or dividends until the convertible security matures or is redeemed, converted or exchanged. Convertible securities have unique investment characteristics in that they generally (1) have higher yields than common stocks, but lower yields than comparable non-convertible securities, (2) are less subject to fluctuation in value than the underlying stock because they have fixed income characteristics and (3) provide the potential for capital appreciation if the market price of the underlying common stock increases. While no securities investment is without some risk, investments in convertible securities generally entail less risk than the issuer's common stock. However, the extent to which such risk is reduced depends in large measure upon the degree to which the convertible security sells above its value as a fixed income security.

A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by a portfolio is called for redemption, the portfolio will be required to permit the issuer to redeem the security, convert it into underlying common stock or sell it to a third party.

**CREDIT AND LIQUIDITY ENHANCEMENTS.** A portfolio may invest in securities that have credit or liquidity enhancements or may purchase these types of enhancements in the secondary market. Such enhancements may be structured as demand features that permit the portfolio to sell the instrument at designated times and prices. These credit and liquidity enhancements may be backed by letters of credit or other instruments provided by banks or other financial institutions whose credit standing affects the credit quality of the underlying obligation. Changes in the credit quality of these financial institutions could cause losses to a portfolio and affect its share price. The credit and liquidity enhancements may have conditions that limit the ability of a portfolio to use them when the portfolio wishes to do so.

**NON-INVESTMENT GRADE BONDS.** (Technology Portfolio, Health Care Portfolio and Core Bond Portfolio) Investment grade bonds are rated in one of the four highest rating categories by Moody's or S&P, comparably rated by another rating agency or, if unrated, determined by the applicable sub-adviser to be of comparable quality. Moody's considers bonds rated Baa (its lowest investment grade rating) to have speculative characteristics. This means that changes in economic conditions or other circumstances are more likely to lead to a weakened capacity to make principal and interest payments than is the case for higher rated debt securities. Bonds rated D by S&P are in payment default or such rating is assigned upon the filing of a bankruptcy petition or the taking of a similar action if payments on an obligation are jeopardized. Bonds rated C by Moody's are in the lowest rated class and can be regarded as having extremely poor prospects of attaining any real investment standing. References to rated bonds in the Prospectus or this SAI include bonds that are not rated by a rating agency but that the applicable sub-adviser determines to be of comparable quality.

Non-investment grade bonds (commonly known as "junk bonds" and sometimes referred to as "high yield, high risk bonds") are rated Ba or lower by Moody's, BB or lower by S&P, comparably rated by another rating agency or, if unrated, determined by a portfolio's sub-adviser to be of comparable quality. A portfolio's investments in non-investment grade bonds entail greater risk than its investments in higher rated bonds. Non-investment grade bonds are considered predominantly speculative with respect to the issuer's ability to pay interest and repay principal and may involve significant risk exposure to adverse conditions. Non-investment grade bonds generally offer a higher current yield than that available for investment grade issues; however, they involve greater risks, in that they are especially sensitive to adverse changes in general economic conditions and in the industries in which the issuers are engaged, to changes in the financial condition of the issuers and to price fluctuations in response to changes in interest rates. During periods of economic downturn or rising interest rates, highly leveraged issuers may experience financial stress that could adversely affect their ability to make payments of interest and principal and increase the possibility of default. In

addition, such issuers may not have more traditional methods of financing available to them and may be unable to repay debt at maturity by refinancing. The risk of loss due to default by such issuers is significantly greater because such securities frequently are unsecured by collateral and will not receive payment until more senior claims are paid in full.

The market for non-investment grade bonds, especially those of foreign issuers, has expanded rapidly in recent years, which has been a period of generally expanding growth and lower inflation. These securities will be susceptible to greater risk when economic growth slows or reverses and when inflation increases or deflation occurs. This has been reflected in recent volatility in emerging market securities. In the past, many lower rated bonds experienced substantial price declines reflecting an expectation that many issuers of such securities might experience financial difficulties. As a result, the yields on lower rated bonds rose dramatically. However, those higher yields did not reflect the value of the income stream that holders of such securities expected. Rather, they reflected the risk that holders of such securities could lose a substantial portion of their value due to financial restructurings or defaults by the issuers. There can be no assurance that those declines will not recur.

The market for non-investment grade bonds generally is thinner and less active than that for higher quality securities, which may limit a portfolio's ability to sell such securities at fair value in response to changes in the economy or financial markets. Adverse publicity and investor perceptions, whether or not based on fundamental analysis, may also decrease the values and liquidity of non-investment grade bonds, especially in a thinly traded market.

DEPOSITARY RECEIPTS. (All Portfolios except Core Bond Portfolio) Depositary receipts exist for many foreign securities and are securities representing ownership interests in securities of foreign companies (an "underlying issuer") and are deposited with a securities depository. Depositary receipts are not necessarily denominated in the same currency as the underlying securities. Depositary receipts include American Depositary Receipts ("ADRs"), Global Depositary Receipts ("GDRs") and other types of depository receipts (which, together with ADRs and GDRs, are hereinafter collectively referred to as "Depositary Receipts"). ADRs are dollar-denominated depository receipts typically issued by a U.S. financial institution which evidence ownership interests in a security or pool of securities issued by a foreign issuer. ADRs are listed and traded in the U.S. GDRs and other types of depository receipts are typically issued by foreign banks or trust companies, although they also may be issued by U.S. financial institutions, and evidence ownership interests in a security or pool of securities issued by either a foreign or a U.S. corporation. Generally, depository receipts in registered form are designed for use in the U.S. securities market and depository receipts in bearer form are designed for use in securities markets outside the U.S. Although there may be more reliable information available regarding issuers of certain ADRs that are issued under so-called "sponsored" programs and ADRs do not involve foreign currency risks, ADRs and other depository receipts are subject to the risks of other investments in foreign securities, as described directly above.

Depositary receipts may be "sponsored" or "unsponsored." Sponsored depository receipts are established jointly by a depository and the underlying issuer, whereas unsponsored depository receipts may be established by a depository without participation by the underlying issuer. Holders of an unsponsored depository receipt generally bear all the costs associated with establishing the unsponsored depository

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receipt. In addition, the issuers of the securities underlying unsponsored depository receipts are not obligated to disclose material information in the U.S. and, therefore, there may be less information available regarding such issuers and there may not be a correlation between such information and the market value of the depository receipts. For purposes of a portfolio's investment policies, the portfolio's investment in depository receipts will be deemed to be investments in the underlying securities except as noted.

DOLLAR ROLLS. (Core Bond Portfolio and Health Care Portfolio) In a dollar roll, a portfolio sells mortgage-backed or other securities for delivery on the next regular settlement date for those securities and, simultaneously, contracts to purchase substantially similar securities for delivery on a later settlement date. Dollar rolls also are subject to a portfolio's fundamental limitation on borrowings.

Dollar roll transactions involve the risk that the market value of the securities a portfolio is required to purchase may decline below the agreed upon repurchase price of those securities. If the broker/dealer to whom a portfolio sells securities becomes insolvent, the portfolio's right to purchase or repurchase securities may be restricted. Successful use of mortgage dollar rolls may depend upon the sub-adviser's ability to correctly predict interest rates and prepayments. There is no assurance that dollar rolls can be successfully employed.



EQUITY SECURITIES. (All Portfolios) Equity securities include common stocks, most preferred stocks and securities that are convertible into them, including common stock purchase warrants and rights, equity interests in trusts, partnerships, joint ventures or similar enterprises and depositary receipts. Common stocks, the most familiar type, represent an equity (ownership) interest in a corporation.

Preferred stock has certain fixed income features, like a bond, but actually it is an equity security that is senior to a company's common stock. Convertible bonds may include debentures and notes that may be converted into or exchanged for a prescribed amount of common stock of the same or a different issuer within a particular period of time at a specified price or formula. Some preferred stock also may be converted into or exchanged for common stock. Depositary receipts typically are issued by banks or trust companies and evidence ownership of underlying equity securities.

While past performance does not guarantee future results, equity securities historically have provided the greatest long-term growth potential in a company. However, their prices generally fluctuate more than other securities and reflect changes in a company's financial condition and in overall market and economic conditions. Common stocks generally represent the riskiest investment in a company. It is possible that a portfolio may experience a substantial or complete loss on an individual equity investment. While this is possible with bonds, it is less likely.

EURODOLLAR AND YANKEE DOLLAR OBLIGATIONS. (All Portfolios) Eurodollar bank obligations are U.S. dollar-denominated certificates of deposit and time deposits issued outside the U.S. capital markets by foreign branches of U.S. banks and by foreign banks. Yankee dollar bank obligations are U.S. dollar-denominated obligations issued in the U.S. capital markets by foreign banks.

Eurodollar and Yankee dollar obligations are subject to the same risks that pertain to domestic issues, notably credit risk, market risk and liquidity risk. Additionally, Eurodollar (and to a limited extent, Yankee dollar) obligations are subject to certain sovereign risks. One such risk is the possibility that a sovereign country might prevent capital, in the form of dollars, from flowing across its borders. Other risks include adverse political and economic developments; the extent and quality of government regulation of financial markets and institutions; the imposition of foreign withholding taxes and the expropriation or nationalization of foreign issuers.

EVENT-LINKED BONDS. Event-linked bonds are fixed income securities, for which the return of principal and payment of interest is contingent on the non-occurrence of a specific "trigger" event, such as a hurricane, earthquake, or other physical or weather-related phenomenon. They may be issued by government agencies, insurance companies, reinsurers, special purpose corporations or other on-shore or off-shore entities. If a trigger event causes losses exceeding a specific amount in the geographic region and time period specified in a bond, a portfolio investing in the bond may lose a portion or all of its principal invested in the bond. If no trigger event occurs, the portfolio will recover its principal plus interest. For

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some event-linked bonds, the trigger event or losses may be based on company-wide losses, index-fund losses, industry indices, or readings of scientific instruments rather than specified actual losses. Often the event-linked bonds provide for extensions of maturity that are mandatory, or optional at the discretion of the issuer, in order to process and audit loss claims in those cases where a trigger event has, or possibly has, occurred. In addition to the specified trigger events, event-linked bonds may also expose the portfolio to certain unanticipated risks including but not limited to issuer (credit) default, adverse regulatory or jurisdictional interpretations, and adverse tax consequences.

Event-linked bonds are a relatively new type of financial instrument. As such, there is no significant trading history of these securities, and there can be no assurance that a liquid market in these instruments will develop. See "Illiquid Securities or Non-Publicly Traded Securities" below. Lack of a liquid market may impose the risk of higher transaction costs and the possibility that a portfolio may be forced to liquidate positions when it would not be advantageous to do so. Event-linked bonds are typically rated, and a portfolio will only invest in catastrophe bonds that meet the credit quality requirements for the portfolio.

FLOATERS AND INVERSE FLOATERS. (Core Bond Portfolio) Floaters and Inverse Floaters are fixed income securities with a floating or variable rate of interest, i.e., the rate of interest varies with changes in specified market rates or indices, such as the prime rate, or at specified intervals. Certain floaters may carry a demand feature that permits the holder to tender them back to the issuer of the underlying instrument, or to a third party, at par value



prior to maturity. When the demand feature of certain floaters represents an obligation of a foreign entity, the demand feature will be subject to certain risks discussed under "Foreign Securities."

**FOREIGN CURRENCY TRANSACTIONS.** (All Portfolios) A portfolio may purchase securities denominated in foreign currencies including the purchase of foreign currency on a spot (or cash) basis. A change in the value of any such currency against the U.S. dollar will result in a change in the U.S. dollar value of a portfolio's assets and income. In addition, although a portion of a portfolio's investment income may be received or realized in such currencies, the portfolio will be required to compute and distribute its income in U.S. dollars. Therefore, if the exchange rate for any such currency declines after a portfolio's income has been earned and computed in U.S. dollars but before conversion and payment, the portfolio could be required to liquidate portfolio securities to make such distributions.

Currency exchange rates may be affected unpredictably by intervention (or the failure to intervene) by U.S. or foreign governments or central banks, by currency controls or political developments in the U.S. or abroad. Certain portfolios may also invest in the following types of foreign currency transactions:

**FORWARD FOREIGN CURRENCY TRANSACTIONS.** (All Portfolios) A forward foreign currency exchange contract ("forward contract") involves an obligation to purchase or sell a specific currency at a future date, which may be any fixed number of days from the date of the contract agreed upon by the parties, at a price set at the time of the contract. These contracts are principally traded in the interbank market conducted directly between currency traders (usually large, commercial banks) and their customers. A forward contract generally has no margin deposit requirement, and no commissions are charged at any stage for trades.

A portfolio may enter into forward contracts for a variety of purposes in connection with the management of the foreign securities portion of its portfolio. A portfolio's use of such contracts will include, but not be limited to, the following situations.

First, when the portfolio enters into a contract for the purchase or sale of a security denominated in or exposed to a foreign currency, it may desire to "lock in" the U.S. dollar price of the security. By entering into a forward contract for the purchase or sale, for a fixed amount of dollars, of the amount of foreign currency involved in the underlying security transactions, the portfolio will be able to protect itself against a possible loss resulting from an adverse change in the relationship between the U.S. dollar and the subject foreign currency during the period between the date the security is purchased or sold and the date on which payment is made or received.

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Second, when a portfolio's sub-adviser believes that one currency may experience a substantial movement against another currency, including the U.S. dollar, it may enter into a forward contract to sell or buy the amount of the former foreign currency, approximating the value of some or all of the portfolio's portfolio securities denominated in or exposed to such foreign currency. Alternatively, where appropriate, the portfolio may hedge all or part of its foreign currency exposure through the use of a basket of currencies, multinational currency units or a proxy currency where such currency or currencies act as an effective proxy for other currencies. In such a case, the portfolio may enter into a forward contract where the amount of the foreign currency to be sold exceeds the value of the securities denominated in or exposed to such currency. The use of this basket hedging technique may be more efficient and economical than entering into separate forward contracts for each currency held in the portfolio.

The precise matching of the forward contract amounts and the value of the securities involved will not generally be possible since the future value of such securities in foreign currencies will change as a consequence of market movements in the value of those securities between the date the forward contract is entered into and the date it matures. The projection of short-term currency market movement is extremely difficult, and the successful execution of a short-term hedging strategy is highly uncertain. Under normal circumstances, consideration of the prospect for currency parities will be incorporated into the diversification strategies. However, the sub-adviser to the portfolio believes that it is important to have the flexibility to enter into such forward contracts when it determines that the best interests of the portfolio will be served.

A portfolio may enter into forward contracts for any other purpose consistent with the portfolio's investment objective and program. However, the portfolio will not enter into a forward contract, or maintain exposure to any such contract(s), if the amount of foreign currency required to be delivered thereunder would exceed the portfolio's holdings of liquid securities and currency available for cover of the forward contract(s). In determining the

amount to be delivered under a contract, the portfolio may net offsetting positions.

At the maturity of a forward contract, a portfolio may sell the portfolio security and make delivery of the foreign currency, or it may retain the security and either extend the maturity of the forward contract (by "rolling" that contract forward) or may initiate a new forward contract. If a portfolio retains the portfolio security and engages in an offsetting transaction, the portfolio will incur a gain or a loss (as described below) to the extent that there has been movement in forward contract prices. If the portfolio engages in an offsetting transaction, it may subsequently enter into a new forward contract to sell the foreign currency.

Should forward prices decline during the period between the portfolio's entering into a forward contract for the sale of a foreign currency and the date it enters into an offsetting contract for the purchase of the foreign currency, the portfolio will realize a gain to the extent the price of the currency it has agreed to sell exceeds the price of the currency it has agreed to purchase. Should forward prices increase, the portfolio will suffer a loss to the extent the price of the currency it has agreed to purchase exceeds the price of the currency it has agreed to sell.

Although each portfolio values its assets daily in terms of U.S. dollars, it does not intend to convert its holdings of foreign currencies into U.S. dollars on a daily basis. A portfolio will do so from time to time, and investors should be aware of the costs of currency conversion. Although foreign exchange dealers do not charge a fee for conversion, they do realize a profit based on the difference ("spread") between the prices at which they are buying and selling various currencies. Thus, a dealer may offer to sell a foreign currency to a portfolio at one rate, while offering a lesser rate of exchange should the portfolio desire to resell that currency to the dealer.

FOREIGN CURRENCY OPTIONS, FOREIGN CURRENCY FUTURES CONTRACTS AND OPTIONS ON FUTURES. (All Portfolios) The portfolios may also purchase and sell foreign currency futures contracts and may purchase and write exchange-traded call and put options on foreign currency futures contracts and on foreign currencies. Each portfolio, if permitted in the Prospectus, may purchase or sell exchange-traded foreign currency options, foreign currency futures contracts and related options on foreign currency futures contracts as a hedge against possible variations in foreign exchange rates. The portfolios will write options

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on foreign currency or on foreign currency futures contracts only if they are "covered." A put on a foreign currency or on a foreign currency futures contract written by a portfolio will be considered "covered" if, so long as the portfolio is obligated as the writer of the put, it segregates, either on its records or with the portfolio's custodian, cash or other liquid securities equal at all times to the aggregate exercise price of the put. A call on a foreign currency or on a foreign currency futures contract written by the portfolio will be considered "covered" only if the portfolio segregates, either on its records or with the portfolio's custodian, cash or other liquid securities with a value equal to the face amount of the option contract and denominated in the currency upon which the call is written. Option transactions may be effected to hedge the currency risk on non-U.S. dollar-denominated securities owned by a portfolio, sold by a portfolio but not yet delivered or anticipated to be purchased by a portfolio. As an illustration, a portfolio may use such techniques to hedge the stated value in U.S. dollars of an investment in a Japanese yen-denominated security. In these circumstances, a portfolio may purchase a foreign currency put option enabling it to sell a specified amount of yen for dollars at a specified price by a future date. To the extent the hedge is successful, a loss in the value of the dollar relative to the yen will tend to be offset by an increase in the value of the put option.

OVER THE COUNTER OPTIONS ON FOREIGN CURRENCY TRANSACTIONS. (All Portfolios) The portfolios may engage in over-the-counter options on foreign currency transactions. The portfolios may engage in over-the-counter options on foreign currency transactions only with financial institutions that have capital of at least \$50 million or whose obligations are guaranteed by an entity having capital of at least \$50 million. The portfolios may only enter into forward contracts on currencies in the over-the-counter market. The sub-advisers may engage in these transactions to protect against uncertainty in the level of future exchange rates in connection with the purchase and sale of portfolio securities ("transaction hedging") and to protect the value of specific portfolio positions ("position hedging"). Certain differences exist between foreign currency hedging instruments. Foreign currency options provide the holder the right to buy or to sell a currency at a fixed price on or before a future date. Listed options are third-party contracts (performance is guaranteed by an exchange or clearing corporation) which are issued by a clearing corporation, traded on an exchange and have standardized prices and

expiration dates. Over-the-counter options are two-party contracts and have negotiated prices and expiration dates. A futures contract on a foreign currency is an agreement between two parties to buy and sell a specified amount of the currency for a set price on a future date. Futures contracts and listed options on futures contracts are traded on boards of trade or futures exchanges. Options traded in the over-the-counter market may not be as actively traded as those on an exchange, so it may be more difficult to value such options. In addition, it may be difficult to enter into closing transactions with respect to options traded over-the-counter.

Hedging transactions involve costs and may result in losses. The portfolios may also write covered call options on foreign currencies to offset some of the costs of hedging those currencies. A portfolio will engage in over-the-counter options transactions on foreign currencies only when appropriate exchange traded transactions are unavailable and when, in the sub-adviser's opinion, the pricing mechanism and liquidity are satisfactory and the participants are responsible parties likely to meet their contractual obligations. A portfolio's ability to engage in hedging and related option transactions may be limited by tax considerations.

Transactions and position hedging do not eliminate fluctuations in the underlying prices of the securities which the portfolios own or intend to purchase or sell. They simply establish a rate of exchange which one can achieve at some future point in time. Additionally, although these techniques tend to minimize the risk of loss due to a decline in the value of the hedged currency, they tend to limit any potential gain which might result from the increase in the value of such currency.

A portfolio will not speculate in foreign currency options, futures or related options. Accordingly, a portfolio will not hedge a currency substantially in excess of the market value of the securities denominated in that currency which it owns or the expected acquisition price of securities which it anticipates purchasing.

FOREIGN SECURITIES. (All Portfolios) The portfolios may also invest in other types of foreign securities or engage in the certain types of transactions related to foreign securities, such as Brady Bonds, Depositary

Receipts, Eurodollar and Yankee Dollar Obligations and Foreign Currency Transactions, including forward foreign currency transactions, foreign currency options and foreign currency futures contracts and options on futures. Further information about these instruments and the risks involved in their use are contained under the description of each of these instruments in this section.

Foreign investments involve certain risks that are not present in domestic securities. For example, foreign securities may be subject to currency risks or to foreign government taxes which reduce their attractiveness. There may be less information publicly available about a foreign issuer than about a U.S. issuer, and a foreign issuer is not generally subject to uniform accounting, auditing and financial reporting standards and practices comparable to those in the U.S. Other risks of investing in such securities include political or economic instability in the country involved, the difficulty of predicting international trade patterns and the possibility of imposition of exchange controls. The prices of such securities may be more volatile than those of domestic securities. With respect to certain foreign countries, there is a possibility of expropriation of assets or nationalization, imposition of withholding taxes on dividend or interest payments, difficulty in obtaining and enforcing judgments against foreign entities or diplomatic developments which could affect investment in these countries. Losses and other expenses may be incurred in converting between various currencies in connection with purchases and sales of foreign securities.

Foreign stock markets are generally not as developed or efficient as, and may be more volatile than, those in the U.S. While growing in volume, they usually have substantially less volume than U.S. markets and a portfolio's investment securities may be less liquid and subject to more rapid and erratic price movements than securities of comparable U.S. companies. Equity securities may trade at price/earnings multiples higher than comparable U.S. securities and such levels may not be sustainable. There is generally less government supervision and regulation of foreign stock exchanges, brokers, banks and listed companies abroad than in the U.S. Moreover, settlement practices for transactions in foreign markets may differ from those in U.S. markets. Such differences may include delays beyond periods customary in the U.S. and practices, such as delivery of securities prior to receipt of payment, which increase the likelihood of a "failed settlement," which can result in losses to a portfolio.

The value of foreign investments and the investment income derived from them may also be affected unfavorably by changes in currency exchange control regulations. Although the portfolios will invest only in securities denominated in foreign currencies that are fully exchangeable into U.S. dollars without

legal restriction at the time of investment, there can be no assurance that currency controls will not be imposed subsequently. In addition, the value of foreign fixed income investments may fluctuate in response to changes in U.S. and foreign interest rates.

Foreign brokerage commissions, custodial expenses and other fees are also generally higher than for securities traded in the U.S. Consequently, the overall expense ratios of international or global portfolios are usually somewhat higher than those of typical domestic stock portfolios.

Moreover, investments in foreign government debt securities, particularly those of emerging market country governments, involve special risks. Certain emerging market countries have historically experienced, and may continue to experience, high rates of inflation, high interest rates, exchange rate fluctuations, large amounts of external debt, balance of payments and trade difficulties and extreme poverty and unemployment. See "Emerging Market Securities" below for additional risks.

Fluctuations in exchange rates may also affect the earning power and asset value of the foreign entity issuing a security, even one denominated in U.S. dollars. Dividend and interest payments will be repatriated based on the exchange rate at the time of disbursement, and restrictions on capital flows may be imposed.

In less liquid and well developed stock markets, such as those in some Eastern European, Southeast Asian and Latin American countries, volatility may be heightened by actions of a few major investors. For example, substantial increases or decreases in cash flows of mutual funds investing in these markets could significantly affect stock prices and, therefore, share prices. Additionally, investments in emerging market regions or the following geographic regions are subject to more specific risks, as discussed below.

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**EMERGING MARKET SECURITIES.** (All Portfolios) Investments in emerging market country securities involve special risks. The economies, markets and political structures of a number of the emerging market countries in which the portfolio can invest do not compare favorably with the U.S. and other mature economies in terms of wealth and stability. Therefore, investments in these countries may be riskier, and will be subject to erratic and abrupt price movements. Some economies are less well developed and less diverse (for example, Latin America, Eastern Europe and certain Asian countries), and more vulnerable to the ebb and flow of international trade, trade barriers and other protectionist or retaliatory measures. Similarly, many of these countries, particularly in Southeast Asia, Latin America, and Eastern Europe, are grappling with severe inflation or recession, high levels of national debt, currency exchange problems and government instability. Investments in countries that have recently begun moving away from central planning and state-owned industries toward free markets, such as the Eastern European or Chinese economies, should be regarded as speculative.

Certain emerging market countries have historically experienced, and may continue to experience, high rates of inflation, high interest rates, exchange rate fluctuations, large amounts of external debt, balance of payments and trade difficulties and extreme poverty and unemployment. The issuer or governmental authority that controls the repayment of an emerging market country's debt may not be able or willing to repay the principal and/or interest when due in accordance with the terms of such debt. A debtor's willingness or ability to repay principal and interest due in a timely manner may be affected by, among other factors, its cash flow situation, and, in the case of a government debtor, the extent of its foreign reserves, the availability of sufficient foreign exchange on the date a payment is due, the relative size of the debt service burden to the economy as a whole and the political constraints to which a government debtor may be subject. Government debtors may default on their debt and may also be dependent on expected disbursements from foreign governments, multilateral agencies and others abroad to reduce principal and interest arrearages on their debt. Holders of government debt may be requested to participate in the rescheduling of such debt and to extend further loans to government debtors.

If such an event occurs, a portfolio may have limited legal recourse against the issuer and/or guarantor. Remedies must, in some cases, be pursued in the courts of the defaulting party itself, and the ability of the holder of foreign government fixed income securities to obtain recourse may be subject to the political climate in the relevant country. In addition, no assurance can be given that the holders of commercial bank debt will not contest payments to the holders of other foreign government debt obligations in the event of default under their commercial bank loan agreements.

The economies of individual emerging market countries may differ favorably or unfavorably from the U.S. economy in such respects as growth of gross domestic product, rate of inflation, currency depreciation, capital reinvestment, resource self-sufficiency and balance of payments position. Further, the

economies of developing countries generally are heavily dependent upon international trade and, accordingly, have been, and may continue to be, adversely affected by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. These economies also have been, and may continue to be, adversely affected by economic conditions in the countries with which they trade.

Investing in emerging market countries may entail purchasing securities issued by or on behalf of entities that are insolvent, bankrupt, in default or otherwise engaged in an attempt to reorganize or reschedule their obligations, and in entities that have little or no proven credit rating or credit history. In any such case, the issuer's poor or deteriorating financial condition may increase the likelihood that the investing portfolio will experience losses or diminution in available gains due to bankruptcy, insolvency or fraud.

**EASTERN EUROPEAN AND RUSSIAN SECURITIES.** (All Portfolios) The economies of Eastern European countries are currently suffering both from the stagnation resulting from centralized economic planning and control and the higher prices and unemployment associated with the transition to market economics. Unstable economic and political conditions may adversely affect security values. Upon the accession to power of Communist regimes approximately 50 years ago, the governments of a number of Eastern European countries expropriated a large amount of property. The claims of many property owners against those governments were never finally settled. In the event of the return to power of the Communist Party, there can be no assurance that a portfolio's investments in Eastern Europe would not be expropriated, nationalized or otherwise confiscated.

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The registration, clearing and settlement of securities transactions involving Russian issuers are subject to significant risks not normally associated with securities transactions in the U.S. and other more developed markets. Ownership of equity securities in Russian companies is evidenced by entries in a company's share register (except where shares are held through depositories that meet the requirements of the 1940 Act) and the issuance of extracts from the register or, in certain limited cases, by formal share certificates. However, Russian share registers are frequently unreliable and a portfolio could possibly lose its registration through oversight, negligence or fraud. Moreover, Russia lacks a centralized registry to record shares and companies themselves maintain share registers. Registrars are under no obligation to provide extracts to potential purchasers in a timely manner or at all and are not necessarily subject to effective state supervision. In addition, while registrars are liable under law for losses resulting from their errors, it may be difficult for a portfolio to enforce any rights it may have against the registrar or issuer of the securities in the event of loss of share registration. For example, although Russian companies with more than 1,000 shareholders are required by law to employ an independent company to maintain share registers, in practice, such companies have not always followed this law. Because of this lack of independence of registrars, management of a Russian company may be able to exert considerable influence over who can purchase and sell the company's shares by illegally instructing the registrar to refuse to record transactions on the share register. Furthermore, these practices could cause a delay in the sale of Russian securities by a portfolio if the company deems a purchaser unsuitable, which may expose a portfolio to potential loss on its investment.

In light of the risks described above, the Board of Trustees of the Trust has approved certain procedures concerning a portfolio's investments in Russian securities. Among these procedures is a requirement that a portfolio will not invest in the securities of a Russian company unless that issuer's registrar has entered into a contract with a portfolio's custodian containing certain protective conditions, including, among other things, the custodian's right to conduct regular share confirmations on behalf of a portfolio. This requirement will likely have the effect of precluding investments in certain Russian companies that a portfolio would otherwise make.

**PACIFIC BASIN REGION.** (All Portfolios) Many Asian countries may be subject to a greater degree of social, political and economic instability than is the case in the U.S. and European countries. Such instability may result from (i) authoritarian governments or military involvement in political and economic decision-making; (ii) popular unrest associated with demands for improved political, economic and social conditions; (iii) internal insurgencies; (iv) hostile relations with neighboring countries and (v) ethnic, religious and racial disaffection.

The economies of most of the Asian countries are heavily dependent on international trade and are accordingly affected by protective trade barriers and the economic conditions of their trading partners, principally, the U.S., Japan, China and the European Community. The enactment by the U.S. or other principal trading partners of protectionist trade legislation, reduction of foreign investment in the local economies and general declines in the

international securities markets could have a significant adverse effect upon the securities markets of the Asian countries.

The securities markets in Asia are substantially smaller, less liquid and more volatile than the major securities markets in the U.S. A high proportion of the shares of many issuers may be held by a limited number of persons and financial institutions, which may limit the number of shares available for investment by a portfolio. Similarly, volume and liquidity in the bond markets in Asia are less than in the U.S. and, at times, price volatility can be greater than in the U.S. A limited number of issuers in Asian securities markets may represent a disproportionately large percentage of market capitalization and trading value. The limited liquidity of securities markets in Asia may also affect a portfolio's ability to acquire or dispose of securities at the price and time it wishes to do so. In addition, the Asian securities markets are susceptible to being influenced by large investors trading significant blocks of securities.

Many stock markets are undergoing a period of growth and change which may result in trading volatility and difficulties in the settlement and recording of transactions, and in interpreting and applying the relevant law and regulations. With respect to investments in the currencies of Asian countries, changes in the value of those currencies against the U.S. dollar will result in corresponding changes in the U.S. dollar value of a portfolio's assets denominated in those currencies.

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FORWARD COMMITMENTS, WHEN-ISSUED AND DELAYED DELIVERY SECURITIES. (Small/Mid Cap Growth Portfolio, International Equity Portfolio, Core Bond Portfolio and Health Care Portfolio) Forward commitments, including "TBA" (to be announced), when-issued and delayed delivery transactions arise when securities are purchased by a portfolio with payment and delivery taking place in the future in order to secure what is considered to be an advantageous price or yield to the portfolio at the time of entering into the transaction. However, the price of or yield on a comparable security available when delivery takes place may vary from the price of or yield on the security at the time that the forward commitment or when-issued or delayed delivery transaction was entered into. Agreements for such purchases might be entered into, for example, when a portfolio anticipates a decline in interest rates and is able to obtain a more advantageous price or yield by committing currently to purchase securities to be issued later. When a portfolio purchases securities on a forward commitment, when-issued or delayed delivery basis it does not pay for the securities until they are received, and the portfolio is required to designate the segregation, either on its records or with the Trust's custodian, of cash or other liquid securities in an amount equal to or greater than, on a daily basis, the amount of the portfolio's forward commitments, when-issued or delayed delivery commitments or to enter into offsetting contracts for the forward sale of other securities it owns. Forward commitments may be considered securities in themselves and involve a risk of loss if the value of the security to be purchased declines prior to the settlement date, which risk is in addition to the risk of decline in value of the portfolio's other assets. Where such purchases are made through dealers, a portfolio relies on the dealer to consummate the sale. The dealer's failure to do so may result in the loss to a portfolio of an advantageous yield or price.

A portfolio will only enter into forward commitments and make commitments to purchase securities on a when-issued or delayed delivery basis with the intention of actually acquiring the securities. However, the portfolio may sell these securities before the settlement date if it is deemed advisable as a matter of investment strategy. Forward commitments and when-issued and delayed delivery transactions are generally expected to settle within three months from the date the transactions are entered into, although the portfolio may close out its position prior to the settlement date by entering into a matching sales transaction.

Although none of the Portfolios intends to make such purchases for speculative purposes and each portfolio intends to adhere to the policies of the SEC, purchases of securities on such a basis may involve more risk than other types of purchases. For example, by committing to purchase securities in the future, a portfolio subjects itself to a risk of loss on such commitments as well as on its portfolio securities. Also, a portfolio may have to sell assets which have been set aside in order to meet redemptions. In addition, if a portfolio determines it is advisable as a matter of investment strategy to sell the forward commitment or when-issued or delayed delivery securities before delivery, that portfolio may incur a gain or loss because of market fluctuations since the time the commitment to purchase such securities was made. Any such gain or loss would be treated as a capital gain or loss and would be treated for tax purposes as such. When the time comes to pay for the securities to be purchased under a forward commitment or on a when-issued or delayed delivery basis, a portfolio will meet its obligations from the then available cash flow or the sale of securities, or, although it would not



normally expect to do so, from the sale of the forward commitment or when-issued or delayed delivery securities themselves (which may have a value greater or less than a portfolio's payment obligation).

**HEALTH CARE SECTOR RISK.** (Health Care Portfolio) The value of the Health Care Portfolio's shares is particularly vulnerable to factors affecting the health care sector. The Health care sector generally is subject to substantial government regulation. Changes in governmental policy or regulation could have a material effect on the demand for products and services offered by companies in the health care sector and therefore could affect the performance of the portfolio. Regulatory approvals are generally required before new drugs and medical devices or procedures may be introduced and before the acquisition of additional facilities by health care providers. In addition, the products and services offered by such companies may be subject to rapid obsolescence caused by technological and scientific advances.

**HYBRID INSTRUMENTS.** (International Equity Portfolio) Hybrid instruments have recently been developed and combine the elements of futures contracts or options with those of debt, preferred equity or a depositary instrument. Generally, a hybrid instrument will be a debt security, preferred stock, depositary

share, trust certificate, certificate of deposit or other evidence of indebtedness on which a portion of or all interest payments, and/or the principal or stated amount payable at maturity, redemption or retirement, is determined by reference to prices, changes in prices, or differences between prices, of securities, currencies, intangibles, goods, articles or commodities (collectively "Underlying Assets") or by another objective index, economic factor or other measure, such as interest rates, currency exchange rates, commodity indices, and securities indices (collectively "Benchmarks"). Thus, hybrid instruments may take a variety of forms, including, but not limited to, debt instruments with interest or principal payments or redemption terms determined by reference to the value of a currency or commodity or securities index at a future point in time, preferred stock with dividend rates determined by reference to the value of a currency, or convertible securities with the conversion terms related to a particular commodity rates. Under certain conditions, the redemption value of such an instrument could be zero. Hybrid instruments can have volatile prices and limited liquidity and their use by a Portfolio may not be successful.

Hybrid instruments may bear interest or pay preferred dividends at below market (or even relatively nominal) rates. Alternatively, hybrid instruments may bear interest at above market rates but bear an increased risk of principal loss (or gain). The latter scenario may result if "leverage" is used to structure the hybrid instrument. Leverage risk occurs when the hybrid instrument is structured so that a given change in a Benchmark or Underlying Asset is multiplied to produce a greater value change in the hybrid instrument, thereby magnifying the risk of loss as well as the potential for gain.

Hybrid instruments can be an efficient means of creating exposure to a particular market, or segment of a market, with the objective of enhancing total return. For example, a portfolio may wish to take advantage of expected declines in interest rates in several European countries, but avoid the transaction costs associated with buying and currency-hedging the foreign bond positions. One solution would be to purchase a United States dollar-denominated hybrid instrument whose redemption price is linked to the average three year interest rate in a designated group of countries. The redemption price formula would provide for payoffs of greater than par if the average interest rate was lower than a specified level, and payoffs of less than par if rates were above the specified level. Furthermore, a portfolio could limit the downside risk of the security by establishing a minimum redemption price so that the principal paid at maturity could not be below a predetermined minimum level if interest rates were to rise significantly. The purpose of this arrangement, known as a structured security with an embedded put option, would be to give the portfolio the desired European bond exposure while avoiding currency risk, limiting downside market risk, and lowering transaction costs. Of course, there is no guarantee that the strategy will be successful and a Portfolio could lose money if, for example, interest rates do not move as anticipated or credit problems develop with the issuer of the hybrid instrument.

Although the risks of investing in hybrid instruments reflect a combination of the risks of investing in securities, options, futures and currencies, hybrid instruments are potentially more volatile and carry greater market risks than traditional debt instruments. The risks of a particular hybrid instrument will, of course, depend upon the terms of the instrument, but may include, without limitation, the possibility of significant changes in the Benchmarks or the prices of Underlying Assets to which the instrument is linked. Such risks generally depend upon factors which are unrelated to the operations or credit quality of the issuer of the hybrid instrument and which may not be readily foreseen by the purchaser, such as economic and political events, the supply and demand for the Underlying Assets and interest rate movements. In recent

years, various Benchmarks and prices for Underlying Assets have been highly volatile, and such volatility may be expected in the future.

Hybrid instruments may also carry liquidity risk since the instruments are often "customized" to meet the portfolio needs of a particular investor, and therefore, the number of investors that are willing and able to buy such instruments in the secondary market may be smaller than that for more traditional debt securities. In addition, because the purchase and sale of hybrid instruments could take place in an over-the-counter market without the guarantee of a central clearing organization or in a transaction between the portfolio and the issuer of the hybrid instrument, the creditworthiness of the counter party or issuer of the hybrid instrument would be an additional risk factor which the portfolio would have to consider and monitor. Hybrid instruments also may not be subject to regulation of the CFTC, which

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generally regulates the trading of commodity futures by persons in the United States, the SEC, which regulates the offer and sale of securities by and to persons in the United States, or any other governmental regulatory authority. The various risks discussed above, particularly the market risk of such instruments, may in turn cause significant fluctuations in the net asset value of the portfolio.

**ILLIQUID SECURITIES OR NON-PUBLICLY TRADED SECURITIES.** (All Portfolios) The inability of a portfolio to dispose of illiquid or not readily marketable investments readily or at a reasonable price could impair a portfolio's ability to raise cash for redemptions or other purposes. The liquidity of securities purchased by a portfolio which are eligible for resale pursuant to Rule 144A will be monitored by each portfolio's sub-adviser on an ongoing basis, subject to the oversight of the adviser. In the event that such a security is deemed to be no longer liquid, a portfolio's holdings will be reviewed to determine what action, if any, is required to ensure that the retention of such security does not result in a portfolio having more than 15% of its assets invested in illiquid or not readily marketable securities.

Rule 144A Securities will be considered illiquid and therefore subject to a portfolio's limit on the purchase of illiquid securities unless the Board or its delegates determines that the Rule 144A Securities are liquid. In reaching liquidity decisions, the Board of Trustees and its delegates may consider, inter alia, the following factors: (i) the unregistered nature of the security; (ii) the frequency of trades and quotes for the security; (iii) the number of dealers wishing to purchase or sell the security and the number of other potential purchasers; (iv) dealer undertakings to make a market in the security and (v) the nature of the security and the nature of the marketplace trades (e.g., the time needed to dispose of the security, the method of soliciting offers and the mechanics of the transfer).

Historically, illiquid securities have included securities subject to contractual or legal restrictions on resale because they have not been registered under the 1933 Act, securities which are otherwise not readily marketable and repurchase agreements having a maturity of longer than seven days. Securities which have not been registered under the 1933 Act are referred to as private placements or restricted securities and are purchased directly from the issuer or in the secondary market. Mutual funds do not typically hold a significant amount of these restricted or other illiquid securities because of the potential for delays on resale and uncertainty in valuation. Limitations on resale may have an adverse effect on the marketability of portfolio securities and a mutual fund might be unable to dispose of restricted or other illiquid securities promptly or at reasonable prices and might thereby experience difficulty satisfying redemptions within seven days. A mutual fund might also have to register such restricted securities in order to dispose of them resulting in additional expense and delay. Adverse market conditions could impede such a public offering of securities.

In recent years, however, a large institutional market has developed for certain securities that are not registered under the 1933 Act including repurchase agreements, commercial paper, foreign securities, municipal securities and corporate bonds and notes. Institutional investors depend on an efficient institutional market in which the unregistered security can be readily resold or on an issuer's ability to honor a demand for repayment. The fact that there are contractual or legal restrictions on resale to the general public or to certain institutions may not be indicative of the liquidity of such investments.

**INVESTMENT COMPANY SECURITIES.** (Large Cap Growth Portfolio, Small/Mid Cap Growth Portfolio and Health Care Portfolio) Investment company securities are securities of other open-end or closed-end investment companies. Except for so-called fund-of-funds, the 1940 Act generally prohibits a portfolio from acquiring more than 3% of the outstanding voting shares of an investment company and limits such investments to no more than 5% of the portfolio's total assets in any investment company and no more than 10% in any combination of unaffiliated investment companies. The 1940 Act further prohibits a portfolio



from acquiring in the aggregate more than 10% of the outstanding voting shares of any registered closed-end investment company.

EXCHANGE TRADED FUNDS ("ETFs"). These are a type of investment company security bought and sold on a securities exchange. An ETF represents a portfolio of securities designed to track a particular market index. The portfolio could purchase an ETF to temporarily gain exposure to a portion of the U.S. or a foreign market while awaiting purchase of underlying securities. The risks of owning an ETF generally reflect the risks of owning the underlying securities they are designed to track, although lack of liquidity in an ETF could result in it being more volatile, and ETFs have management fees which increase their costs.

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LOAN PARTICIPATIONS AND ASSIGNMENTS. Investments in secured or unsecured fixed or floating rate loans ("Loans") arranged through private negotiations between a borrowing corporation, government or other entity and one or more financial institutions ("Lenders") may be in the form of participations in Loans ("Participations") or assignments of all or a portion of Loans from third parties ("Assignments"). Participations typically result in the portfolio's having a contractual relationship only with the Lender, not with the borrower. A portfolio has the right to receive payments of principal, interest and any fees to which it is entitled only from the Lender selling the Participation and only upon receipt by the Lender of the payments from the borrower. In connection with purchasing Participations, a portfolio generally has no direct right to enforce compliance by the borrower with the terms of the loan agreement relating to the Loan, nor any rights of set-off against the borrower, and a portfolio may not directly benefit from any collateral supporting the Loan in which it has purchased the Participation. As a result, a portfolio assumes the credit risk of both the borrower and the Lender that is selling the Participation. In the event of the insolvency of the selling Lender, the portfolio may be treated as a general creditor of that Lender and may not benefit from any set-off between the Lender and the borrower. A portfolio will acquire Participations only if its sub-adviser determines that the selling Lender is creditworthy.

When a portfolio purchases Assignments from Lenders, it acquires direct rights against the borrower on the Loan. In an Assignment, the portfolio is entitled to receive payments directly from the borrower and, therefore, does not depend on the selling bank to pass these payments onto the portfolio. However, because Assignments are arranged through private negotiations between potential assignees and assignors, the rights and obligations acquired by the portfolio as the purchaser of an Assignment may differ from, and be more limited than, those held by the assigning Lender.

Assignments and Participations are generally not registered under the Securities Act of 1933, as amended ("Securities Act"), and thus may be subject to a portfolio's limitation on investment in illiquid securities. Because there may be no liquid market for such securities, such securities may be sold only to a limited number of institutional investors. The lack of a liquid secondary market could have an adverse impact on the value of such securities and on a portfolio's ability to dispose of particular Assignments or Participations when necessary to meet the portfolio's liquidity needs or in response to a specific economic event, such as a deterioration in the creditworthiness of the borrower.

MORTGAGE-BACKED OR MORTGAGE-RELATED SECURITIES. (Core Bond Portfolio) A mortgage-backed security may be an obligation of the issuer backed by a mortgage or pool of mortgages or a direct interest in an underlying pool of mortgages. Certain portfolios may invest in collateralized mortgage obligations ("CMOs") and stripped mortgage-backed securities that represent a participation in, or are secured by, mortgage loans. Some mortgage-backed securities, such as CMOs, make payments of both principal and interest at a variety of intervals; others make semiannual interest payments at a predetermined rate and repay principal at maturity (like a typical bond). Mortgage-backed securities are based on different types of mortgages including those on commercial real estate or residential properties.

CMOs may be issued by a U.S. Government agency or instrumentality or by a private issuer. Although payment of the principal of, and interest on, the underlying collateral securing privately issued CMOs may be guaranteed by the U.S. Government or its agencies or instrumentalities, these CMOs represent obligations solely of the private issuer and are not insured or guaranteed by the U.S. Government, its agencies or instrumentalities or any other person or entity. Prepayments could cause early retirement of CMOs. CMOs are designed to reduce the risk of prepayment for investors by issuing multiple classes of securities (or "tranches"), each having different maturities, interest rates and payment schedules, and with the principal and interest on the underlying mortgages allocated among the several classes in various ways. Payment of interest or principal on some classes or series of CMOs may be subject to contingencies or some classes or series may bear some or all of the risk of default on the underlying mortgages. CMOs of different classes or series are

generally retired in sequence as the underlying mortgage loans in the mortgage pool are repaid. If enough mortgages are repaid ahead of schedule, the classes or series of a CMO with the earliest maturities generally will be retired prior to their maturities. Thus, the early retirement of particular classes or series of a CMO held by a portfolio would have the same effect as the prepayment of mortgages underlying other mortgage-backed securities. Conversely, slower than antici-

pated prepayments can extend the effective maturities of CMOs, subjecting them to a greater risk of decline in market value in response to rising interest rates than traditional debt securities, and, therefore, potentially increasing the volatility of a portfolio that invests in CMOs.

The value of mortgage-backed securities may change due to shifts in the market's perception of issuers. In addition, regulatory or tax changes may adversely affect the mortgage securities market as a whole. Non-government mortgage-backed securities may offer higher yields than those issued by government entities, but also may be subject to greater price changes than government issues. Mortgage-backed securities have yield and maturity characteristics corresponding to the underlying assets. Unlike traditional debt securities, which may pay a fixed rate of interest until maturity, when the entire principal amount comes due, payments on certain mortgage-backed securities include both interest and a partial repayment of principal. Besides the scheduled repayment of principal, repayments of principal may result from the voluntary prepayment, refinancing, or foreclosure of the underlying mortgage loans.

Mortgage-backed securities are subject to prepayment risk. Prepayment, which occurs when unscheduled or early payments are made on the underlying mortgages, may shorten the effective maturities of these securities and may lower their returns. If property owners make unscheduled prepayments of their mortgage loans, these prepayments will result in early payment of the applicable mortgage-related securities. In that event, the portfolio may be unable to invest the proceeds from the early payment of the mortgage-related securities in an investment that provides as high a yield as the mortgage-related securities. Consequently, early payment associated with mortgage-related securities may cause these securities to experience significantly greater price and yield volatility than that experienced by traditional fixed-income securities. The occurrence of mortgage prepayments is affected by factors including the level of interest rates, general economic conditions, the location and age of the mortgage and other social and demographic conditions. During periods of falling interest rates, the rate of mortgage prepayments tends to increase, thereby tending to decrease the life of mortgage-related securities. During periods of rising interest rates, the rate of mortgage prepayments usually decreases, thereby tending to increase the life of mortgage-related securities. If the life of a mortgage-related security is inaccurately predicted, a portfolio may not be liable to realize the rate of return it expected.

Mortgage-backed securities are less effective than other types of securities as a means of "locking in" attractive long-term interest rates. One reason is the need to reinvest prepayments of principal; another is the possibility of significant unscheduled prepayments resulting from declines in interest rates. Prepayments may cause losses on securities purchased at a premium. At times, some of the mortgage-backed securities in which a portfolio may invest will have higher than market interest rates and, therefore, will be purchased at a premium above their par value. Unscheduled prepayments, which are made at par, will cause a portfolio to experience a loss equal to any unamortized premium.

Stripped mortgage-backed securities are created when a U.S. government agency or a financial institution separates the interest and principal components of a mortgage-backed security and sells them as individual securities. The securities may be issued by agencies or instrumentalities of the U.S. Government and private originators of, or investors in, mortgage loans, including savings and loan associations, mortgage banks, commercial banks, investment banks and special purpose entities of the foregoing. Stripped mortgage-backed securities are usually structured with two classes that receive different portions of the interest and principal distributions on a pool of mortgage loans. The holder of the "principal-only" security ("PO") receives the principal payments made by the underlying mortgage-backed security, while the holder of the "interest-only" security ("IO") receives interest payments from the same underlying security. The portfolio may invest in both the IO class and the PO class. The prices of stripped mortgage-backed securities may be particularly affected by changes in interest rates. The yield to maturity on an IO class of stripped mortgage-backed securities is extremely sensitive not only to changes in prevailing interest rates but also to the rate of principal payments (including prepayments) on the underlying assets. As interest rates fall, prepayment rates tend to increase, which tends to reduce prices of IOs and increase prices of POs. Rising interest rates can have the opposite effect.

Prepayments may also result in losses on stripped mortgage-backed securities. A rapid rate of principal prepayments may have a measurable adverse effect on a portfolio's yield to maturity to the extent it

invests in IOs. If the assets underlying the IO experience greater than anticipated prepayments of principal, a portfolio may fail to recoup fully its initial investments in these securities. Conversely, POs tend to increase in value if prepayments are greater than anticipated and decline if prepayments are slower than anticipated. The secondary market for stripped mortgage-backed securities may be more volatile and less liquid than that for other mortgage-backed securities, potentially limiting the portfolio's ability to buy or sell those securities at any particular time.

**MORTGAGE DOLLAR ROLLS.** (Core Bond Portfolio) The portfolio may enter into mortgage dollar rolls in which the portfolio sells securities for delivery in the current month and simultaneously contracts with the same counter-party to repurchase similar (same type, coupon and maturity) but not identical securities on a specified future date. During the roll period, the portfolio loses the right to receive principal (including prepayments of principal) and interest paid on the securities sold. However, the portfolio would benefit to the extent of any difference between the price received for the securities sold and the lower forward price for the future purchase (often referred to as the "drop") or fee income plus the interest earned on the cash proceeds of the securities sold until the settlement date of the forward purchase. Unless such benefits exceed the income, capital appreciation and gain or loss due to mortgage prepayments that would have been realized on the securities sold as part of the mortgage dollar roll, the use of this technique will diminish the investment performance of the portfolio compared with what such performance would have been without the use of mortgage dollar rolls. Accordingly, the benefits derived from the use of mortgage dollar rolls depend upon the sub-adviser's ability to manage mortgage prepayments. There is no assurance that mortgage dollar rolls can be successfully employed. All cash proceeds will be invested in instruments that are permissible investments for the portfolio. The portfolio will maintain until the settlement date the segregation, either on its records or with the Trust's custodian, of cash or other liquid securities in an amount equal to the forward purchase price.

**MUNICIPAL SECURITIES.** (Core Bond Portfolio) Municipal securities ("municipals") are debt obligations issued by local, state and regional governments that provide interest income that is exempt from federal income tax. Municipals include both municipal bonds (those securities with maturities of five years or more) and municipal notes (those with maturities of less than five years). Municipal bonds are issued for a wide variety of reasons: to construct public facilities, such as airports, highways, bridges, schools, hospitals, mass transportation, streets, water and sewer works; to obtain funds for operating expenses; to refund outstanding municipal obligations; and to loan funds to various public institutions and facilities. Certain private activity bonds are also considered municipal bonds if their interest is exempt from federal income tax. Private activity bonds are issued by or on behalf of public authorities to obtain funds for various privately-operated manufacturing facilities, housing, sports arenas, convention centers, airports, mass transportation systems and water, gas or sewer works. Private activity bonds are ordinarily dependent on the credit quality of a private user, not the public issuer.

**OPTIONS AND FUTURES TRANSACTIONS.** (Large Cap Value Portfolio, Small/Mid Cap Growth Portfolio, Small/Mid Cap Value Portfolio, International Equity Portfolio, Core Bond Portfolio and Health Care Portfolio) Each portfolio may use a variety of financial instruments that derive their value from the value of one or more underlying assets, reference rates or indices ("Derivative Instruments"), including certain options, futures contracts and swap transactions. The portfolio may enter into transactions involving one or more types of Derivative Instruments under which the full value of its portfolio is at risk. Under normal circumstances, however, the portfolio's use of these instruments will place at risk a much smaller portion of its assets. The particular Derivative Instruments that may be used by the portfolio are described below.

The portfolio might not use any Derivative Instruments or derivative strategies, and there can be no assurance that using any strategy will succeed. If the portfolio is incorrect in its judgment on market values, interest rates or other economic factors in using a Derivative Instrument or strategy, the portfolio may have lower net income and a net loss on the investment.

**OPTIONS ON SECURITIES.** (Large Cap Value Portfolio, Small/Mid Cap Growth Portfolio, International Equity Portfolio, Core Bond Portfolio and Health Care Portfolio) A call option is a short-term contract pursuant to which the purchaser of the option, in return for a premium, has the right to buy the security underlying the option at a specified price at any time during the term

at the expiration of the option, depending on the type of option involved. The writer of the call option, who receives the premium, has the obligation, upon exercise of the option during the option term, to deliver the underlying security against payment of the exercise price. A put option is a similar contract that gives its purchaser, in return for a premium, the right to sell the underlying security at a specified price during the option term, at specified times or at the expiration of the option, depending on the type of option involved. The writer of the put option, who receives the premium, has the obligation, upon exercise of the option during the option term, to buy the underlying security at the exercise price.

OPTIONS ON SECURITIES INDICES. (Large Cap Value Portfolio, Small/Mid Cap Growth Portfolio, International Equity Portfolio, Core Bond Portfolio and Health Care Portfolio) A securities index assigns relative values to the securities included in the index and fluctuates with changes in the market values of those securities. A securities index option operates in the same way as a more traditional securities option, except that exercise of a securities index option is effected with cash payment and does not involve delivery of securities. Thus, upon exercise of a securities index option, the purchaser will realize, and the writer will pay, an amount based on the difference between the exercise price and the closing price of the securities index.

SECURITIES INDEX FUTURES CONTRACTS. (Small/Mid Cap Growth Portfolio, International Equity Portfolio, Core Bond Portfolio and Health Care Portfolio) A securities index futures contract is a bilateral agreement pursuant to which one party agrees to accept, and the other party agrees to make, delivery of an amount of cash equal to a specified dollar amount times the difference between the securities index value at the close of trading of the contract and the price at which the futures contract is originally struck. No physical delivery of the securities comprising the index is made. Generally, contracts are closed out prior to the expiration date of the contract.

INTEREST RATE FUTURES CONTRACTS. (Large Cap Value Portfolio, Small/Mid Cap Growth Portfolio, International Equity Portfolio, Core Bond Portfolio and Health Care Portfolio) Interest rate futures contracts are bilateral agreements pursuant to which one party agrees to make, and the other party agrees to accept, delivery of a specified type of debt security at a specified future time and at a specified price. Although such futures contracts by their terms call for actual delivery or acceptance of bonds, in most cases the contracts are closed out before the settlement date without the making or taking of delivery.

OPTIONS ON FUTURES CONTRACTS. (Large Cap Value Portfolio, Small/Mid Cap Growth Portfolio, International Equity Portfolio, Core Bond Portfolio and Health Care Portfolio) Options on futures contracts are similar to options on securities, except that an option on a futures contract gives the purchaser the right, in return for the premium, to assume a position in a futures contract (a long position if the option is a call and a short position if the option is a put), rather than to purchase or sell a security, at a specified price at any time during the option term. Upon exercise of the option, the delivery of the futures position to the holder of the option will be accompanied by delivery of the accumulated balance that represents the amount by which the market price of the futures contract exceeds, in the case of a call, or is less than, in the case of a put, the exercise price of the option on the future. The writer of an option, upon exercise, will assume a short position in the case of a call and a long position in the case of a put.

PASSIVE FOREIGN INVESTMENT COMPANIES. The Portfolios may purchase the securities of certain foreign investment corporations called passive foreign investment companies ("PFICs"). Such entities have been the only or primary way to invest in certain countries because some foreign countries limit, or prohibit, all direct foreign investment in the securities of companies domiciled therein. However, the governments of some countries have authorized the organization of investment funds to permit indirect foreign investment in such securities. For tax purposes, these funds also may be PFICs.

The Portfolios are subject to certain percentage limitations under the 1940 Act relating to the purchase of securities of investment companies, and, consequently, each portfolio may have to subject any of its investments in other investment companies, including PFICs, to the limitation that no more than 10% of the value of the portfolio's total assets may be invested in such securities. In addition to bearing their proportionate share of a portfolio's expenses (management fees and operating expenses), shareholders will also indirectly bear similar expenses of such entities. Like other foreign

securities, interests in PFICs also involve the risk of foreign securities, as described above.

**PAYMENT-IN-KIND BONDS.** Payment-in-kind bonds allow the issuer, at its option, to make current interest payments on the bonds either in cash or in additional bonds. The value of payment-in-kind bonds is subject to greater fluctuation in response to changes in market interest rates than bonds which pay interest in cash currently. Payment-in-kind bonds allow an issuer to avoid the need to generate cash to meet current interest payments. Accordingly, such bonds may involve greater credit risks than bonds paying interest currently. Even though such bonds do not pay current interest in cash, the Portfolios are nonetheless required to accrue interest income on such investments and to distribute such amounts at least annually to shareholders. Thus, the Portfolios could be required, at times, to liquidate other investments in order to satisfy its distribution requirements.

**REAL ESTATE INVESTMENT TRUSTS.** (Small/Mid Cap Growth Portfolio, Health Care Portfolio and Small Mid Cap Value Portfolio) Risks associated with investments in securities of companies in the real estate industry, including real estate investment trusts ("REITS"), include: decline in the value of real estate; risks related to general and local economic conditions; overbuilding and increased competition; increases in property taxes and operating expenses; changes in zoning laws; casualty or condemnation losses; variations in rental income; changes in neighborhood values; the appeal of properties to tenants; and increases in interest rates. In addition, equity REITS may be affected by changes in the values of the underlying property owned by the trusts, while mortgage real estate investment trusts may be affected by the quality of credit extended. REITS are dependent upon management skills, may not be diversified and are subject to the risks of financing projects. REITS are also subject to heavy cash flow dependency, defaults by borrowers, self liquidation and the possibility of failing to qualify for tax-free pass-through of income and net gains under the Internal Revenue Code of 1986, as amended (the "Code"), and to maintain exemption from the 1940 Act. If an issuer of debt securities collateralized by real estate defaults, it is conceivable that the REITS could end up holding the underlying real estate.

**REPURCHASE AGREEMENTS.** (All Portfolios) A repurchase agreement is a transaction in which a portfolio purchases securities or other obligations from a bank or securities dealer (or its affiliate) and simultaneously commits to resell them to a counterparty at an agreed-upon date or upon demand and at a price reflecting a market rate of interest unrelated to the coupon rate or maturity of the purchased obligations. A portfolio maintains custody of the underlying obligations prior to their repurchase, either through its regular custodian or through a special "tri-party" custodian or sub-custodian that maintains separate accounts for both the portfolio and its counterparty. Thus, the obligation of the counterparty to pay the repurchase price on the date agreed to or upon demand is, in effect, secured by such obligations.

Repurchase agreements carry certain risks not associated with direct investments in securities, including a possible decline in the market value of the underlying obligations. If their value becomes less than the repurchase price, plus any agreed-upon additional amount, the counterparty must provide additional collateral so that at all times the collateral is at least equal to the repurchase price plus any agreed-upon additional amount. The difference between the total amount to be received upon repurchase of the obligations and the price that was paid by a portfolio upon acquisition is accrued as interest and included in its net investment income. Repurchase agreements involving obligations other than U.S. government securities (such as commercial paper and corporate bonds) may be subject to special risks and may not have the benefit of certain protections in the event of the counterparty's insolvency. If the seller or guarantor becomes insolvent, the portfolio may suffer delays, costs and possible losses in connection with the disposition of collateral. Each portfolio intends to enter into repurchase agreements only in transactions with counterparties believed by Equitable and the sub-advisers to present minimum credit risks.

**REVERSE REPURCHASE AGREEMENTS.** (Core Bond Portfolio and Health Care Portfolio) Reverse repurchase agreements involve the sale of securities held by a portfolio subject to its agreement to repurchase the securities at an agreed-upon date or upon demand and at a price reflecting a market rate of interest. Reverse repurchase agreements are subject to each portfolio's limitation on borrowings and may be entered into only with banks or securities dealers or their affiliates. While a reverse repurchase agreement is outstanding, a portfolio will maintain the segregation, either on its records or with the Trust's custodian, of cash or other liquid securities, marked to market daily, in an amount at least equal to its obligations under the reverse repurchase agreement. See "The Portfolios' Investments, Related Risks and Limitations -- Segregated Accounts."

Reverse repurchase agreements involve the risk that the buyer of the securities sold by a portfolio might be unable to deliver them when that portfolio seeks to repurchase. If the buyer of securities under a reverse repurchase agreement files for bankruptcy or becomes insolvent, the buyer or trustee or receiver may receive an extension of time to determine whether to enforce a portfolio's obligation to repurchase the securities, and the portfolio's use of the proceeds of the reverse repurchase agreement may effectively be restricted pending such decision.

**SECURITIES LOANS.** (All Portfolios) All securities loans will be made pursuant to agreements requiring the loans to be continuously secured by collateral in cash or high grade debt obligations at least equal at all times to the market value of the loaned securities. The borrower pays to the Portfolios an amount equal to any dividends or interest received on loaned securities. The Portfolios retain all or a portion of the interest received on investment of cash collateral or receive a fee from the borrower. Lending portfolio securities involves risks of delay in recovery of the loaned securities or in some cases loss of rights in the collateral should the borrower fail financially.

Securities loans are made to broker-dealers or institutional investors or other persons, pursuant to agreements requiring that the loans be continuously secured by collateral at least equal at all times to the value of the loaned securities marked to market on a daily basis. The collateral received will consist of cash, U.S. Government securities, letters of credit or such other collateral as may be permitted under a portfolio's investment program. While the securities are being loaned, a portfolio will continue to receive the equivalent of the interest or dividends paid by the issuer on the securities, as well as interest on the investment of the collateral or a fee from the borrower. A portfolio has a right to call each loan and obtain the securities on five business days' notice or, in connection with securities trading on foreign markets, within such longer period for purchases and sales of such securities in such foreign markets. A portfolio will generally not have the right to vote securities while they are being loaned, but its adviser or sub-adviser will call a loan in anticipation of any important vote. The risks in lending portfolio securities, as with other extensions of secured credit, consist of possible delay in receiving additional collateral or in the recovery of the securities or possible loss of rights in the collateral should the borrower fail financially. Loans will only be made to firms deemed by a portfolio's sub-adviser to be of good standing and will not be made unless, in the judgment of the sub-adviser, the consideration to be earned from such loans would justify the risk.

**SHORT SALES AGAINST THE BOX.** (Large Cap Value Portfolio, Small/Mid Cap Growth Portfolio, Health Care Portfolio and Core Bond Portfolio) The portfolio may enter into a "short sale" of securities in circumstances in which, at the time the short position is open, the portfolio owns an equal amount of the securities sold short or owns preferred stocks or debt securities, convertible or exchangeable without payment of further consideration, into an equal number of securities sold short. This kind of short sale, which is referred to as one "against the box," may be entered into by the portfolio to, for example, lock in a sale price for a security the portfolio does not wish to sell immediately. The portfolio will designate the segregation, either on its records or with the Trust's custodian, of the securities sold short or convertible or exchangeable preferred stocks or debt securities sold in connection with short sales against the box. The portfolio will endeavor to offset transaction costs associated with short sales against the box with the income from the investment of the cash proceeds. Not more than 10% of the portfolio's net assets (taken at current value) may be held as collateral for short sales against the box at any one time.

**SMALL COMPANY SECURITIES.** (Small/Mid Cap Growth Portfolio, Small/Mid Cap Value Portfolio, International Equity Portfolio, Technology Portfolio and Health Care Portfolio) Each portfolio may invest in the securities of smaller capitalization companies. Investing in securities of small companies may involve greater risks since these securities may have limited marketability and, thus, may be more volatile. Because smaller companies normally have fewer shares outstanding than larger companies, it may be more difficult for a portfolio to buy or sell significant amounts of shares without an unfavorable impact on prevailing prices. In addition, small companies often have limited product lines, markets or financial resources and are typically subject to greater changes in earnings and business prospects than are larger, more established companies. There is typically less publicly available information concerning smaller companies than for larger, more established ones, and smaller companies may be dependent for management on one or a few key persons. Therefore, an investment in these portfolios may involve a greater degree of risk than an investment in other portfolios that seek capital appreciation by investing in better known, larger companies.



STRUCTURED NOTES. Structured notes are derivatives on which the amount of principal repayment and/or interest payments is based upon the movement of one or more factors. Structured notes are interests in entities organized and operated solely for the purpose of restructuring the investment characteristics of debt obligations. This type of restructuring involves the deposit with or purchase by an entity, such as a corporation or trust, of specified instruments (such as commercial bank loans) and the issuance by that entity of one or more classes of securities backed by, or representing interests in, the underlying instruments. The cash flow on the underlying instruments may be apportioned among the newly issued structured notes to create securities with different investment characteristics such as varying maturities, payment priorities and interest rate provisions, and the extent of the payment made with respect to structured notes is dependent on the extent of the cash flow on the underlying instruments. Structured notes are typically sold in private placement transactions, and there currently is no active trading market for structured notes.

SWAPS. (International Equity Portfolio, Core Bond Portfolio and Health Care Portfolio) Swap contracts are derivatives in the form of a contract or other similar instrument, which is an agreement to exchange the return generated by one instrument for the return generated by another instrument. The payment streams are calculated by reference to a specified index and agreed upon notional amount. The term "specified index" includes, but is not limited to, currencies, fixed interest rates, prices and total return on interest rate indices, fixed income indices, stock indices and commodity indices (as well as amounts derived from arithmetic operations on these indices). For example, a portfolio may agree to swap the return generated by a fixed income index for the return generated by a second fixed income index. The currency swaps in which a portfolio may enter will generally involve an agreement to pay interest streams in one currency based on a specified index in exchange for receiving interest streams denominated in another currency. Such swaps may involve initial and final exchanges that correspond to the agreed upon notional amount.

A portfolio will usually enter into swaps on a net basis, i.e., the two payment streams are netted out in a cash settlement on the payment date or dates specified in the instrument, with the portfolio receiving or paying, as the case may be, only the net amount of the two payments. A portfolio's obligations under a swap agreement will be accrued daily (offset against any amounts owing to the portfolio) and any accrued but unpaid net amounts owed to a swap counterparty will be covered by designating the segregation, either on its records or with the Trust's custodian, of cash or other liquid assets, to avoid any potential leveraging of a portfolio. To the extent that the net amounts owed to a swap counterparty are covered with such liquid assets, the sub-advisers believe such obligations do not constitute "senior securities" under the 1940 Act and, accordingly, the sub-adviser will not treat them as being subject to a portfolio's borrowing restrictions. A portfolio may enter into OTC swap transactions with counterparties that are approved by the sub-advisers in accordance with guidelines established by the Board of Trustees. These guidelines provide for a minimum credit rating for each counterparty and various credit enhancement techniques (for example, collateralization of amounts due from counterparties) to limit exposure to counterparties that have lower credit ratings.

The swaps in which a portfolio may engage may include instruments under which one party pays a single or periodic fixed amount(s) (or premium), and the other party pays periodic amounts based on the movement of a specified index. Swaps do not involve the delivery of securities, other underlying assets, or principal. Accordingly, the risk of loss with respect to swaps is limited to the net amount of payments the portfolio is contractually obligated to make. If the other party to a swap defaults, the portfolio's risk of loss consists of the net amount of payments that the portfolio contractually is entitled to receive. Currency swaps usually involve the delivery of the entire principal value of one designated currency in exchange for the other designated currency. Therefore, the entire principal value of a currency swap is subject to the risk that the other party to the swap will default on its contractual delivery obligations. If there is a default by the counterparty, a portfolio may have contractual remedies pursuant to the agreements related to the transaction. The swap market has grown substantially in recent years with a large number of banks and investment banking firms acting both as principals and as agents utilizing standardized swap documentation. As a result, the swap market has become relatively liquid. Certain swap transactions involve more recent innovations for which standardized documentation has not yet been fully developed and, accordingly, they are less liquid than traditional swap transactions.

The use of swaps is a highly specialized activity which involves investment techniques and risks different from those associated with ordinary portfolio securities transactions. If a sub-adviser is incorrect in its forecasts of market values, interest rates, and currency exchange rates, the investment performance of the portfolio would be less favorable than it would have been if this investment technique were not used.

**TECHNOLOGY SECTOR RISK.** (Large Cap Growth Portfolio, Small/Mid Cap Growth Portfolio and Technology Portfolio) The value of the Technology Portfolio's shares is particularly vulnerable to factors affecting the technology sector, such as dependency on consumer and business acceptance as new technologies evolve, large and rapid price movements resulting from competition, rapid obsolescence of products and services, short product cycles and aggressive pricing. For each of the portfolios, it should be noted that many technology companies are small and at an earlier state of development and, therefore, may be subject to risks such as those arising out of limited product lines, markets and financial and managerial resources.

**U.S. GOVERNMENT SECURITIES.** (All Portfolios) U.S. government securities include direct obligations of the U.S. Treasury (such as Treasury bills, notes or bonds) and obligations issued or guaranteed as to principal and interest (but not as to market value) by the U.S. government, its agencies or its instrumentalities. U.S. government securities include mortgage-backed securities issued or guaranteed by government agencies or government-sponsored enterprises. Other U.S. government securities may be backed by the full faith and credit of the U.S. government or supported primarily or solely by the creditworthiness of the government-related issuer or, in the case of mortgage-backed securities, by pools of assets.

U.S. government securities also include separately traded principal and interest components of securities issued or guaranteed by the U.S. Treasury, which are traded independently under the Separate Trading of Registered Interest and Principal of Securities ("STRIPS") program. Under the STRIPS program, the principal and interest components are individually numbered and separately issued by the U.S. Treasury.

Treasury inflation-indexed securities ("TIIS") are Treasury bonds on which the principal value is adjusted daily in accordance with changes in the Consumer Price Index. Interest on TIIS is payable semi-annually on the adjusted principal value. The principal value of TIIS would decline during periods of deflation, but the principal amount payable at maturity would not be less than the original par amount. If inflation is lower than expected while a portfolio holds TIIS, the portfolio may earn less on the TIIS than it would on conventional Treasury bonds. Any increase in the principal value of TIIS is taxable in the year the increase occurs, even though holders do not receive cash representing the increase at that time. See "Taxes -- Other Information" below

**WARRANTS.** (Large Cap Growth Portfolio, Small/Mid Cap Growth Portfolio, International Equity Portfolio and Health Care Portfolio) Warrants are securities permitting, but not obligating, holders to subscribe for other securities. Warrants do not carry with them the right to dividends or voting rights with respect to the securities that they entitle their holder to purchase, and they do not represent any rights in the assets of the issuer. As a result, warrants may be considered more speculative than certain other types of investments. In addition, the value of a warrant does not necessarily change with the value of the underlying securities, and a warrant ceases to have value if it is not exercised prior to its expiration date.

**ZERO-COUPON BONDS.** (Small/Mid Cap Growth Portfolio and Core Bond Portfolio) Zero-coupon bonds are issued at a significant discount from their principal amount and pay interest only at maturity rather than at intervals during the life of the security. The value of zero-coupon bonds is subject to greater fluctuation in response to changes in market interest rates than bonds which pay interest in cash currently. Zero-coupon bonds allow an issuer to avoid the need to generate cash to meet current interest payments. Accordingly, such bonds may involve greater credit risks than bonds paying interest currently. Even though such bonds do not pay current interest in cash, a portfolio is nonetheless required to accrue interest income on such investments and to distribute such amounts at least annually to its shareholders. Thus, each portfolio could be required, at times, to liquidate other investments in order to satisfy its distribution requirements.

**PORTFOLIO TURNOVER.** The length of time a portfolio has held a particular security is not generally a consideration in investment decisions. A change in the securities held by a portfolio is known as "portfolio

turnover." High portfolio turnover may result from the strategies of the sub-advisers or when one sub-adviser replaces another, necessitating changes in the portfolio it manages. A high turnover rate (100% or more) increases



transaction costs (e.g., brokerage commissions) which must be borne by the portfolio and its shareholders. A portfolio's annual portfolio turnover rate will not be a factor preventing a sale or purchase when a sub-adviser believes investment considerations warrant such sale or purchase. Portfolio turnover may vary greatly from year to year as well as within a particular year.

MANAGEMENT OF THE TRUST

The Trust's Board has the responsibility for the overall management of the Trust and the Portfolios, including general supervision and review of the Portfolios' investment activities and their conformity with Delaware law and the stated policies of the Portfolios. The Trust's Board elects the officers of the Trust who are responsible for administering the Trust's day-to-day operations. The Trustees and officers of the Trust, together with information as to their principal business occupations during the last five years, and other information are shown below.

THE TRUSTEES

<TABLE>  
<CAPTION>

| NAME, ADDRESS AND AGE<br><S>  | POSITION(S)<br>HELD WITH<br>FUND<br><C> | TERM OF<br>OFFICE<br>AND LENGTH<br>OF<br>TIME SERVED<br><C> | PRINCIPAL OCCUPATION(S)<br>DURING PAST 5 YEARS<br><C>   | NUMBER OF<br>PORTFOLIOS<br>IN COMPLEX<br>OVERSEEN<br>BY<br>TRUSTEE<br><C> | OTHER DIRECTORSHIPS HELD<br>BY TRUSTEE<br><C>   |
|---|---|---|---|---|---|
| Peter D. Noris*<br>1290 Avenue of the Americas,<br>New York, New York<br>(47) | Trustee and<br>Chairman                 | From<br>November<br>2001 to<br>present                      | INTERESTED TRUSTEE<br>From May 1995 to present, Executive Vice President and Chief Investment Officer of AXA Financial and Executive Vice President of Equitable; from August 1999 to present, Executive Vice President of AXA Advisors, LLC. | 53  | Director, Alliance Capital Management L.P.; Director of AXA Alternative Advisors Inc. |

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<CAPTION>

| NAME, ADDRESS AND AGE<br><S>   | POSITION(S)<br>HELD WITH<br>FUND<br><C> | TERM OF<br>OFFICE<br>AND LENGTH<br>OF<br>TIME SERVED<br><C> | PRINCIPAL OCCUPATION(S)<br>DURING PAST 5 YEARS<br><C>  | NUMBER OF<br>PORTFOLIOS<br>IN COMPLEX<br>OVERSEEN<br>BY<br>TRUSTEE<br><C> | OTHER DIRECTORSHIPS HELD<br>BY TRUSTEE<br><C> |
|--|---|---|--|---|---|
| Gerald C. Crotty<br>c/o AXA Premier Funds Trust<br>1290 Avenue of the Americas<br>New York, New York<br>(51) | Trustee                                 | From<br>November<br>2001 to<br>present                      | INDEPENDENT TRUSTEES<br>Co-founder and director of Weichert Enterprise, a private and public equity market investment firm; co-founder of Excelsior Ventures Management, a private equity and venture capital firm; from 1991 to 1998, held various positions with ITT Corporation, including President and COO of ITT Consumer Financial Corp. and Chairman, President and CEO of ITT Information Services. | 19  | None  |
| Barry Hamerling<br>c/o AXA Premier Funds Trust<br>1290 Avenue of the Americas                                | Trustee                                 | From<br>November<br>2001 to<br>present                      | Since 1998, Managing Partner of Premium Ice Cream of America; from 1970 to 1998, President of Ayco Co. L.P., the largest   | 19  | None  |

New York, New York  
(57)

independent financial  
counseling firm in the  
United States.

|  |         |  |  |    |      |
|--|---------|--|--|----|------|
| Cynthia R. Plouche<br>c/o AXA Premier Funds<br>Trust<br>1290 Avenue of the<br>Americas<br>New York, New York<br>(46) | Trustee | From<br>November<br>2001 to<br>present | Since 1991 Founder, Chief<br>Investment Officer and<br>Managing Director of<br>Abacus Financial Group,<br>a manager of fixed<br>income portfolios for<br>institutional clients.                | 19 | None |
| Rayman L. Solomon<br>c/o AXA Premier Funds<br>Trust<br>1290 Avenue of the<br>Americas<br>New York, New York<br>(55)  | Trustee | From<br>November<br>2001 to<br>present | Since 1998, Dean and a<br>Professor of Law at<br>Rutgers University School<br>of Law; prior thereto, an<br>Associate Dean for Academic<br>Affairs at Northwestern<br>University School of Law. | 19 | None |

</TABLE>

\* Affiliated with the Portfolios' investment manager and the co-distributors.

#### COMMITTEES OF THE BOARD

The Trust has a standing Audit Committee consisting of all of the Trustees who are not "interested persons" of the Trust (as that term is defined in the 1940 Act) ("Independent Trustee(s)"). The Audit Committee's function is to recommend to the Board independent accountants to conduct the annual audit of the Trust's financial statements; review with the independent accountants the outline, scope and results of this annual audit; and review the performance and fees charged by the independent accountants for professional services. In addition, the Audit Committee meets with the independent accountants and representatives of management to review accounting activities and areas of financial reporting and control. The Audit Committee held two meetings during the fiscal year ended December 31, 2002.

The Trust has a Nominating and Compensation Committee consisting of all of the Independent Trustees. The Nominating and Compensation Committee's function is to nominate and evaluate Independent Trustee candidates and review the compensation arrangements for each of the Trustees. The Nominating and Compensation Committee will not consider nominees recommended by Contract owners. The Nominating and Compensation Committee held one meeting during the fiscal year ended December 31, 2002.

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The Trust has a Valuation Committee consisting of Peter D. Noris (Interested Trustee), Steven M. Joenk, Kenneth T. Kozlowski, Kenneth B. Beitler and Andrew S. Novak and such other officers of the Trust and the Manager, as well as such officers of any sub-adviser to any portfolio as are deemed necessary by the officers of the Trust from time to time, each of whom shall serve at the pleasure of the Board of Trustees as members of the Valuation Committee. This committee determines the value of any of the Trust's securities and assets for which market quotations are not readily available or for which valuation cannot otherwise be provided. The Valuation Committee held [ ] meetings during the fiscal year ended December 31, 2002.

#### COMPENSATION OF INDEPENDENT TRUSTEES AND OFFICERS

Each Independent Trustee will receive from the Trust an annual fee of \$15,000, payable quarterly. In addition to the annual fee, each Independent Trustee will receive (i) an additional fee of \$1,000 for each regularly-scheduled and special Board meeting attended, and (ii) \$250 for each Portfolio or Committee meeting attended. The lead Independent Trustee and certain committee chairs may receive additional compensation. Trustees also receive reimbursement from the Trust for expenses associated with attending Board or Committee meetings.

TRUSTEE COMPENSATION TABLE  
FOR THE YEAR ENDED DECEMBER 31, 2002\*

<TABLE>  
<CAPTION>

| TRUSTEE            | AGGREGATE<br>COMPENSATION<br>FROM THE TRUST | PENSION OR<br>RETIREMENT<br>BENEFITS ACCRUED<br>AS PART OF<br>TRUST EXPENSES | TOTAL<br>COMPENSATION<br>FROM TRUST PAID<br>TO TRUSTEES |
|--------------------|---|--|---|
| <S>                | <C>   | <C>  | <C>   |
| Peter D. Noris**   | \$0   | \$0  | \$0   |
| Gerald C. Crotty   | \$  | \$   | \$  |
| Barry Hamerling    | \$  | \$   | \$  |
| Cynthia R. Plouche | \$  | \$   | \$  |
| Rayman L. Solomon  | \$  | \$   | \$  |

</TABLE>

\* Beginning as of January 1, 2002, Mr. Hamerling and Mr. Solomon have elected to participate in the Trust's deferred compensation plan. Mr. Hamerling and Mr. Solomon had accrued \$ and \$ , respectively (including interest).

\*\* "Interested person" of the Trust (as that term is defined in the 1940 Act).

A deferred compensation plan for the benefit of the Independent Trustees has been adopted by the Trust. Under the deferred compensation plan, each Trustee may defer payment of all or part of the fees payable for such Trustee's services until his or her retirement as a Trustee or until the earlier attainment of a specified age. Fees deferred under the deferred compensation plan, together with accrued interest thereon, will be disbursed to a participating Trustee in monthly installments over a five to twenty year period elected by such Trustee.

As of December 31, 2002, no Independent Trustee or members of his or her immediate family beneficially owned securities representing interests in the Manager, Advisers or Distributors of the Trust, or any person controlling, controlled by or under common control with such persons. For this purpose, "immediate family member" includes the Trustee's spouse, children residing in the Trustee's household and dependents of the Trustee. In addition, the Trustees of the Trust beneficially owned shares of the Portfolios of the Trust, as set forth in the following table:

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#### TRUSTEE OWNERSHIP OF EQUITY SECURITIES

<TABLE>  
<CAPTION>

| NAME OF TRUSTEE    | DOLLAR RANGE OF EQUITY SECURITIES IN<br>THE PORTFOLIOS* | AGGREGATE DOLLAR RANGE OF EQUITY<br>SECURITIES IN ALL PORTFOLIOS OVERSEEN OR<br>TO BE OVERSEEN BY TRUSTEE OR NOMINEE<br>IN FAMILY OF INVESTMENT COMPANIES: |
|--------------------|---|--|
| <S>                | <C>   | <C>  |
| Peter D. Noris     |   |  |
| Gerald C. Crotty   |   |  |
| Barry Hamerling    |   |  |
| Cynthia R. Plouche |   |  |
| Rayman L. Solomon  |   |  |

</TABLE>

-----  
\* As of December 31, 2002

#### THE TRUST'S OFFICERS

No officer of the Trust receives any compensation paid by the Trust. Each

officer of the Trust is an employee of Equitable, AXA Advisors, LLC ("AXA Advisors") or AXA Distributors, LLC ("AXA Distributors"). The Trust's principal officers are:

| <TABLE><br><CAPTION>   | POSITION(S)<br>HELD WITH<br>FUND               | TERM OF<br>OFFICE AND LENGTH<br>OF TIME SERVED  | PRINCIPAL OCCUPATION(S)<br>DURING PAST 5 YEARS   |
|--|--|---|--|
| <S>  | <C>  | <C>   | <C>  |
| Steven M. Joenk<br>1290 Avenue of the Americas,<br>New York, New York<br>(44)      | President<br>and Chief<br>Executive<br>Officer | Chief Executive<br>Officer from<br>December 2002 to<br>present; President<br>from November<br>2001 to present | From July 1999 to present, Senior<br>Vice President of AXA Financial;<br>from 1996 to 1999, Managing Director<br>of MeesPierson.   |
| Patricia Louie, Esq.<br>1290 Avenue of the Americas,<br>New York, New York<br>(47) | Vice President<br>and Secretary                | From<br>November 2001<br>to present   | From July 1999 to present, Vice<br>President and Counsel of AXA<br>Financial and Equitable; from<br>September 1994 to July 1999,<br>Assistant General Counsel of The<br>Dreyfus Corporation.   |
| Kenneth T. Kozlowski<br>1290 Avenue of the Americas,<br>New York, New York<br>(41) | Chief Financial<br>Officer and<br>Treasurer    | Chief Financial<br>Officer from<br>December 2002 to<br>present; Treasurer<br>from November<br>2001 to present | From February 2001 to present, Vice<br>President of AXA Financial, from<br>October 1999 to February 2001,<br>Assistant Vice President of AXA<br>Financial; from October 1996 to<br>October 1999, Director-Fund<br>Administration, Prudential<br>Investments. |
| Kenneth B. Beitler<br>1290 Avenue of the Americas,<br>New York, New York<br>(44)   | Vice President                                 | From<br>November 2001<br>to present   | From May 1999 to present, Senior<br>Investment Analyst and Assistant Vice<br>President of AXA Financial. Prior<br>thereto, an Investment Systems<br>Development Analyst with<br>TIAA-CREF.   |
| Mary E. Cantwell<br>1290 Avenue of the Americas,<br>New York, New York<br>(41)     | Vice President                                 | From<br>November 2001<br>to present   | From February 2001 to present, Vice<br>President of AXA Financial, from<br>July 1999 to present, Vice President of<br>Equitable; from September 1997 to<br>July 1999, Assistant Vice President,<br>Office of the Chief Investment Officer<br>of Equitable.   |

</TABLE>

| <TABLE><br><CAPTION>   | POSITION(S)<br>HELD WITH<br>FUND                | TERM OF<br>OFFICE AND LENGTH<br>OF TIME SERVED   | PRINCIPAL OCCUPATION(S)<br>DURING PAST 5 YEARS  |
|--|---|--|---|
| <S>  | <C>   | <C>  | <C>   |
| Brian E. Walsh<br>1290 Avenue of the Americas,<br>New York, New York<br>(35)       | Vice President<br>and<br>Assistant<br>Treasurer | Vice President from<br>December 2002 to<br>present; Assistant<br>Treasurer from<br>November 2001 to<br>present | From 1999 to present, Senior Fund<br>Administrator and Assistant Vice<br>President of Equitable; from 1993 to<br>1999, Manager of Prudential<br>Investment Fund Management.   |
| Andrew S. Novak, Esq.<br>1290 Avenue of the Americas<br>New York, New York<br>(34) | Assistant<br>Secretary                          | From September<br>2002 to present  | From May 2002 to present, Counsel of<br>AXA Financial and Equitable; from<br>May 2001 to April 2002, Associate<br>General Counsel and Chief<br>Compliance Officer of Royce &<br>Associates, Inc.; from August 1997 to<br>August 2000, Vice President and<br>Assistant General Counsel of Mitchell<br>Hutchins Asset Management. |
| Joseph J. Paolo<br>1290 Avenue of the Americas,<br>New York, New York              | Compliance<br>Officer                           | From September<br>2002 to present  | From February 2001 to present,<br>Compliance Officer of AXA Financial<br>and Equitable; from June 1998 to   |

February 2001, Principal Consultant of PricewaterhouseCoopers LLP; from February 1997 to June 1998, Second Vice President of The Chase Manhattan Bank; from August 1992 to February 1997, Staff Accountant of the U.S. Securities and Exchange Commission.

</TABLE>

CONTROL PERSON AND PRINCIPAL HOLDERS OF SECURITIES

Shares of the Trust are offered to separate accounts of insurance companies in connection with the Contracts and may be offered to tax-qualified retirement plans. Equitable may be deemed to be a control person with respect to the Trust by virtue of its ownership of 99% of the Trust's shares as of March 31, 2003.

As a "series" type of mutual fund, the Trust issues separate series of shares of beneficial interest with respect to each portfolio. Each portfolio resembles a separate fund issuing a separate class of stock. Because of current federal securities law requirements, the Trust expects that its shareholders will offer Contract owners the opportunity to instruct shareholders as to how shares allocable to Contracts will be voted with respect to certain matters, such as approval of investment advisory agreements. To the Trust's knowledge, as of the date of this SAI, the following persons owned Contracts entitling such persons to give voting instructions regarding more than 5% of the outstanding shares of any portfolio:

<TABLE>  
<CAPTION>

| PORTFOLIO | CONTRACT OWNER | SHARES BENEFICIALLY OWNED | PERCENTAGE OF OWNERSHIP |
|-----------|----------------|---------------------------|-------------------------|
| <S>       | <C>            | <C>                       | <C>                     |

</TABLE>

As of the date of this SAI, the trustees and officers of the Trust as a group, owned less than 1% of the outstanding shares of any class of any portfolio of the Trust.

INVESTMENT MANAGEMENT AND OTHER SERVICES

THE MANAGER

Equitable, through its AXA Funds Management Group Unit ("Manager"), currently serves as the investment manager for each portfolio. Equitable, which is a New York life insurance company and one of the largest life insurance companies in the U.S., is a wholly-owned subsidiary of AXA Financial, Inc. ("AXA Financial"), a subsidiary of AXA, a French insurance holding company. The principal offices of Equitable and AXA Financial are located at 1290 Avenue of the Americas, New York, New York 10104.

AXA Financial is a wholly-owned affiliate of AXA. AXA is the holding company for an international group of insurance and related financial services companies. AXA insurance operations include activities in life insurance, property and casualty insurance and reinsurance. The insurance operations are diverse geographically, with activities principally in Western Europe, North America, the Asia/Pacific area and, to a lesser extent, in Africa and South America. AXA is also engaged in asset management, investment banking, securities trading, brokerage, real estate and other financial services activities principally in the U.S., as well as in Western Europe and the Asia/Pacific area.

The Trust and the Manager have entered into an investment management agreement (the "Management Agreement"). This was initially approved by the Board of Trustees at a meeting held on November 29, 2001. In approving the Management Agreement, the Board of Trustees considered the following factors: the nature and quality of the services proposed to be provided by the Manager to the Trust, the Manager's personnel and operations, the Manager's financial condition, the level and method of computing each portfolio's management fee, comparative fee and expense information for each of the portfolios, the

profitability of the Trust to the Manager, the indirect profits to the Manager attributable to the existence of the Trust, the effect of each portfolio's growth and size on the portfolio's performance and expenses, and any possible conflicts of interest.

The Management Agreement obligates the Manager to: (i) provide investment management services to the Trust; (ii) select the sub-advisers for each portfolio; (iii) monitor the sub-adviser's investment programs and results; (iv) review brokerage matters; (v) oversee compliance by the Trust with various federal and state statutes; and (vi) carry out the directives of the Board of Trustees. The Management Agreement requires the Manager to provide the Trust with office space, office equipment and personnel necessary to operate and administer the Trust's business, and also to supervise the provision of services by third parties. The continuance of the Management Agreement, with respect to each portfolio, after the first two years must be specifically approved at least annually (i) by the Trust's Board of Trustees or by vote of a majority of the outstanding voting securities (as defined in the 1940 Act) of such portfolio and (ii) by the affirmative vote of a majority of the Trustees who are not parties to the Management Agreement or "interested persons" (as defined in the 1940 Act) of any such party by votes cast in person at a meeting called for such purpose. The Management Agreement with respect to each portfolio may be terminated (i) at any time, without the payment of any penalty, by the Trust upon the vote of a majority of the Trustees or by vote of the majority of the outstanding voting securities (as defined in the 1940 Act) of such portfolio upon sixty (60) days' written notice to the Manager or (ii) by the Manager at any time without penalty upon sixty (60) days' written notice to the Trust. The Management Agreement will also terminate automatically in the event of its assignment (as defined in the 1940 Act).

The Manager has also entered into a Consulting Agreement with certain investment consulting firms to provide research to assist the Manager in allocating portfolio assets among sub-advisers and in making recommendations to the Trustees about hiring and changing sub-advisers. The Manager is responsible for paying the consulting fees.

Each portfolio pays a fee to the Manager as described below for the investment management services the Manager provides each portfolio. The Manager and the Trust have also entered into an expense limitation agreement with respect to each portfolio ("Expense Limitation Agreement"), pursuant to which the Manager has agreed to waive or limit its fees and to assume other expenses so that the total annual operating expenses (with certain exceptions described in the Prospectus) of each portfolio are limited to the extent described in the Prospectus.

<TABLE>  
<CAPTION>

| PORTFOLIO                       | MANAGEMENT FEE                    |
|---------------------------------|-----------------------------------|
| <S>                             | <C>                               |
| Large Cap Growth Portfolio      | 0.90% of average daily net assets |
| Large Cap Core Equity Portfolio | 0.90% of average daily net assets |
| Large Cap Value Portfolio       | 0.90% of average daily net assets |
| Small/Mid Cap Growth Portfolio  | 1.10% of average daily net assets |
| Small/Mid Cap Value Portfolio   | 1.10% of average daily net assets |
| International Equity Portfolio  | 1.05% of average daily net assets |
| Technology Portfolio            | 1.20% of average daily net assets |
| Health Care Portfolio           | 1.20% of average daily net assets |
| Core Bond Portfolio             | 0.60% of average daily net assets |

</TABLE>

In addition to the management fees, the Trust pays all expenses not assumed by the Manager, including, without limitation: the fees and expenses of its independent accountants and of its legal counsel; the costs of printing and mailing annual and semi-annual reports to shareholders, proxy statements, prospectuses, prospectus supplements and statements of additional information; the costs of printing registration statements; custodian's fees; any proxy solicitors' fees and expenses; filing fees; any federal, state or local income or other taxes; any interest; any membership fees of the Investment Company Institute and similar organizations; fidelity bond and Trustees' liability insurance premiums; and any extraordinary expenses, such as indemnification payments or damages awarded in litigation or settlements made. All general Trust expenses are allocated among and charged to the assets of the Portfolios on a basis that the Trustees deem fair and equitable, which may be on the basis of relative net assets of each portfolio or the nature of the

services performed and relative applicability to each portfolio. As discussed in greater detail below, under "Distribution of the Trust's Shares," the Class B shares may pay for certain distribution related expenses in connection with activities primarily intended to result in the sale of their shares.

The table below shows the fees paid by each Portfolio to the Manager during the period from December 31, 2001 (commencement of operations) through December 31, 2002. The first column shows each fee without fee waivers, the second column shows the fees actually paid to the Manager after fee waivers and the third column shows the total amount of fees waived by the Manager and other expenses of each Portfolio assumed by the Manager pursuant to the Expense Limitation Agreement. [During the period ended December 31, 2002, the Manager received \$ in reimbursement for the 9 Portfolios comprising the Trust.]

CALENDAR YEAR ENDED DECEMBER 31, 2002\*

<TABLE>  
<CAPTION>

| PORTFOLIO                             | MANAGEMENT FEE | MANAGEMENT FEE PAID TO MANAGER AFTER FEE WAIVER | TOTAL AMOUNT OF FEES WAIVED AND OTHER EXPENSES ASSUMED BY MANAGER |
|---------------------------------------|----------------|---|---|
| <S>                                   | <C>            | <C>   | <C>   |
| Large Cap Growth Portfolio .....      | \$             | \$  | \$  |
| Large Cap Core Equity Portfolio ..... | \$             | \$  | \$  |
| Large Cap Value Portfolio .....       | \$             | \$  | \$  |
| Small/Mid Cap Growth Portfolio .....  | \$             | \$  | \$  |
| Small/Mid Cap Value Portfolio .....   | \$             | \$  | \$  |
| International Equity Portfolio .....  | \$             | \$  | \$  |
| Technology Portfolio .....            | \$             | \$  | \$  |
| Health Care Portfolio .....           | \$             | \$  | \$  |
| Core Bond Portfolio .....             | \$             | \$  | \$  |

</TABLE>

\* The Portfolios commenced operations on December 31, 2001.

THE SUB-ADVISERS

The Manager has entered into sub-advisory agreements ("Subadvisory Agreements") on behalf of Large Cap Growth Portfolio, Large Cap Core Equity Portfolio, Large Cap Value Portfolio, Small/Mid Cap Growth Portfolio, Small/Mid Cap Value Portfolio, International Equity Portfolio, Technology Portfolio, Health Care Portfolio and Core Bond Portfolio. The Subadvisory Agreements obligate Alliance Capital Management L.P.; Dresdner RCM Global Investors LLC; TCW Investment Management Company; Janus Capital Management LLC; Thornburg Investment Management, Inc.; Institutional Capital Corporation; MFS Investment Management; Provident Investment Counsel, Inc.; RS Investment Management, LP; AXA Rosenberg Investment Management LLC; Bank of Ireland Asset Management (U.S.) Limited; OppenheimerFunds, Inc.; Firsthand Capital Management, Inc.; A I M Capital Management, Inc.; Wellington Management Company, LLP; BlackRock Advisors, Inc.; and Pacific Investment Management Company LLC (each a "Sub-adviser," and together the "Sub-advisers") to: (i) make investment decisions on behalf of their respective portfolios, (ii) place all orders for the purchase and sale of investments for their respective portfolios with brokers or dealers selected by the Manager and/or the Sub-advisers, and (iii) perform certain limited related administrative functions in connection therewith. The Board approved the Subadvisory Agreement with each Sub-adviser based on a number of factors relating to each Sub-adviser's ability to perform under its Subadvisory Agreement. These factors included: the nature, quality and extent of the services to be rendered by the Sub-adviser to the portfolio, the Sub-adviser's management style, the Portfolio's performance record, the Sub-adviser's current and proposed level of staffing and its overall resources, whether the Sub-adviser manages or has managed any other registered investment companies, the Sub-Adviser's compliance systems and capabilities, and any disciplinary history. In approving Subadvisory Agreements with Provident Investment Counsel, Inc. and Wellington Capital Management Company, LLP ("New Sub-advisers") the Board also considered: each

New Sub-Adviser's investment approach, including the extent to which the New Sub-adviser's investment style compares to, or correlates with, those of other Sub-advisers for the portfolio, a comparison of the New Sub-adviser's advisory fees and performance with those of the other Sub-advisers of the portfolio, and indirect costs and benefits of the New Sub-adviser serving as a Sub-adviser to the portfolio, including costs associated with the transition of assets from the prior sub-adviser to the New Sub-adviser.

During the period from December 31, 2001 (commencement of operations) through December 31, 2002, the Manager paid the following fees to each Sub-adviser with respect to the Portfolios listed below pursuant to the Subadvisory Agreements:

CALENDAR YEAR ENDED DECEMBER 31, 2002\*

| PORTFOLIO                             | SUB ADVISORY FEE PAID |
|---------------------------------------|-----------------------|
| <S>                                   | <C>                   |
| Large Cap Growth Portfolio .....      | \$                    |
| Large Cap Core Equity Portfolio ..... | \$                    |
| Large Cap Value Portfolio .....       | \$                    |
| Small/Mid Cap Growth Portfolio .....  | \$                    |
| Small/Mid Cap Value Portfolio .....   | \$                    |
| International Equity Portfolio .....  | \$                    |
| Technology Portfolio .....            | \$                    |
| Health Care Portfolio .....           | \$                    |
| Core Bond Portfolio .....             | \$                    |

</TABLE>

\* The Portfolios commenced operations on December 31, 2001.

The Manager recommends sub-advisers for each portfolio to the Trustees based upon its continuing quantitative and qualitative evaluation of each sub-adviser's skills in managing assets pursuant to specific investment styles and strategies. Unlike many other mutual funds, the Portfolios are not associated with any one portfolio manager, and benefit from independent specialists selected from the investment management industry. Short-term investment performance, by itself, is not a significant factor in selecting or terminating a sub-adviser, and the Manager does not expect to recommend frequent changes of sub-advisers. The Trust has received an exemptive order from the SEC ("Multi-Manager Order") that permits the Manager, subject to certain conditions, to enter into Subadvisory Agreements with sub-advisers approved by the Trustees, but without the requirement of shareholder approval. Pursuant to the terms of the Multi-Manager Order, the Manager is able, subject to the approval of the Trustees, but without shareholder approval, to employ new sub-advisers for new or existing portfolios, change the terms of particular Subadvisory Agreements or continue the employment of existing sub-advisers after events that under the 1940 Act and the Subadvisory Agreements would cause an automatic termination of the agreement. However, the Manager may not enter into a sub-advisory agreement with an "affiliated person" of the Manager (as that term is defined in Section 2(a)(3) of the 1940 Act) ("Affiliated Adviser"), such as Alliance Capital Management L.P. and AXA Rosenberg Investment Management LLC unless the sub-advisory agreement with the Affiliated Adviser, including compensation thereunder, is approved by the affected portfolio's shareholders, including, in instances in which the sub-advisory agreement pertains to a newly formed portfolio, the portfolio's initial shareholder. Although shareholder approval would not be required for the termination of Subadvisory Agreements, shareholders of a portfolio would continue to have the right to terminate such agreements for the portfolio at any time by a vote of a majority of outstanding voting securities of the portfolio.

Alliance Capital Management L.P. ("Alliance Capital") serves as a Sub-adviser to Large Cap Growth Portfolio, Large Cap Value Portfolio, Small/Mid Cap Growth Portfolio and Technology Portfolio. In addition, Alliance Capital, through its Bernstein Investment Research and Management ("Bernstein") unit, serves as a Sub-adviser to Large Cap Core Equity Portfolio and International Equity Portfolio. Alliance Capital, a limited partnership, is indirectly majority-owned by Equitable. As of December 31, 2002, Alliance Capital had approximately \$386 billion in assets under management. The principal office of Alliance Capital is located at 1345 Avenue of the Americas, New York, New York 10105.



Dresdner RCM Global Investors LLC ("Dresdner") serves as a Sub-adviser to Large Cap Growth Portfolio, Technology Portfolio and Health Care Portfolio. Dresdner is an indirect wholly owned subsidiary of Allianz AG, a European-based, multi-national insurance and financial services holding company. As of December 31, 2002, Dresdner had approximately \$44.8 billion in assets under management. The principal office of Dresdner is located at Four Embarcadero Center, San Francisco, California 94111-4189.

TCW Investment Management Company ("TCW") serves as a Sub-adviser to Large Cap Growth Portfolio and Small/Mid Cap Value Portfolio. TCW is a wholly owned subsidiary of The TCW Group, Inc. Societe Generale Asset Management, S.A. holds a majority interest in The TCW Group, Inc. Societe Generale Asset Management, S.A. is a wholly owned subsidiary of Societe Generale, S.A., a publicly held financial firm headquartered in Paris, France. As of December 31, 2002, TCW had approximately \$ billion in assets under management. The principal office of TCW is located at 865 South Figueroa Street, Los Angeles, California 90017.

Janus Capital Management LLC ("Janus") serves as a Sub-adviser to Large Cap Core Equity Portfolio. Janus is a majority owned subsidiary of Janus Capital Group Inc., a publicly traded company whose subsidiaries are engaged in financial services. As of December 31, 2002, Janus had approximately \$137 billion in assets under management. The principal office of Janus is located at 100 Fillmore Street, Denver, Colorado 80206.

Thornburg Investment Management, Inc. ("Thornburg") serves as a Sub-adviser to Large Cap Core Equity Portfolio. Thornburg is an employee-owned investment management firm. H. Garrett Thornburg, Jr. is the controlling shareholder of Thornburg. As of December 31, 2002, Thornburg had approximately \$5.5 billion in assets under management. The principal office of Thornburg is located at 119 East Marcy Street, Santa Fe, New Mexico 87501-2046.

Institutional Capital Corporation ("ICAP") serves as a Sub-adviser to Large Cap Value Portfolio. ICAP is an employee-owned money management firm. Robert H. Lyon is the controlling shareholder of ICAP. As of December 31, 2002, ICAP had approximately \$10.1 billion in assets under management. The principal office of ICAP is located at 225 West Wacker Drive, Suite 2400, Chicago, Illinois 60606.

MFS Investment Management ("MFS") serves as a Sub-adviser to Large Cap Value Portfolio. MFS is a subsidiary of Sun Life of Canada (U.S.) Financial Services Holdings, Inc., which in turn is an indirect wholly owned subsidiary of Sun Life Financial Services of Canada Inc., a diversified financial services organization. As of December 31, 2002, MFS had approximately \$112.5 billion in assets under management. The principal office of MFS is located at 500 Boylston Street, Boston, Massachusetts 02116.

Provident Investment Counsel, Inc. ("Provident") serves as a Sub-Adviser to Small/Mid Cap Growth Portfolio. Provident is a wholly-owned subsidiary of Old Mutual Asset Managers (US) LLC. As of December 31, 2002, Provident had approximately \$4.9 billion in assets under management. The principal office of Provident is located at 300 North Lake Avenue, Pasadena, California 91101.

RS Investment Management, LP ("RSIM") serves as a Sub-adviser to Small/Mid Cap Growth Portfolio. RSIM is a wholly owned subsidiary of RS Investment Management Co. LLC ("RSIM Co."). G. Randall Hecht owns the largest membership in RSIM Co. As of December 31, 2002, RSIM Co. had approximately \$4.3 billion in assets under management. The principal office of RSIM is located at 388 Market Street, Suite 1700, San Francisco, California 94111.

AXA Rosenberg Investment Management LLC ("AXA Rosenberg") serves as a Sub-adviser to Small/Mid Cap Value Portfolio. AXA Rosenberg is a wholly owned subsidiary of AXA Rosenberg Group LLC ("AXA Rosenberg Group"). AXA Investment Managers S. A., a French societe anonyme and investment arm of AXA, a French insurance holding company that includes Equitable among its subsidiaries, holds a majority interest in AXA Rosenberg Group. As of December 31, 2002, AXA Rosenberg Group had approximately \$14.1 billion in assets under management. The principal office of AXA Rosenberg is located at 4 Orinda Way, Building E, Orinda, California 94563.

Bank of Ireland Asset Management (U.S.) Limited ("BIAM (U.S.)") serves as a Sub-adviser to International Equity Portfolio. BIAM (U.S.) is a wholly owned subsidiary of Bank of Ireland Group, a

publicly traded financial services provider located in Ireland. As of December 31, 2002, BIAM (U.S.) had approximately \$22.4 billion in assets under management. The principal North American office of BIAM (U.S.) is located at 75 Holly Lane, Greenwich, Connecticut 06830.

OppenheimerFunds, Inc. ("Oppenheimer") serves as a Sub-adviser to International Equity Portfolio. Oppenheimer is wholly owned by Oppenheimer Acquisition Corp., a holding company controlled by Massachusetts Mutual Life Insurance Company, a mutual insurance company providing global financial services. As of December 31, 2002, Oppenheimer and its subsidiaries had approximately \$120 billion in assets under management. The principal office of Oppenheimer is located at 6803 South Tucson Way, Englewood, Colorado 80112.

Firsthand Capital Management, Inc. ("Firsthand") serves as a Sub-adviser to Technology Portfolio. Kevin M. Landis is the controlling shareholder of Firsthand. As of December 31, 2002, Firsthand had approximately \$750 million in assets under management. The principal office of Firsthand is located at 125 South Market, Suite 1200, San Jose, California 95113.

A I M Capital Management, Inc. ("AIM") serves as a Sub-adviser to Health Care Portfolio. AIM is a wholly owned subsidiary of A I M Advisors, Inc. A I M Advisors, Inc. is a wholly owned subsidiary of A I M Management Group Inc. ("AIM Management"). AIM Management merged with INVESCO in 1997 to form AMVESCO PLC, one of the world's largest investment services companies. As of December 31, 2002, AIM Management had approximately \$124.4 billion in assets under management. The principal office of AIM is located at 11 Greenway Plaza, Houston, Texas 77046.

Wellington Management Company, LLP ("Wellington Management") serves as a Sub-adviser to Health Care Portfolio and Small Mid Cap Value Portfolio. Wellington Management is an employee-owned limited liability partnership whose sole business is investment management. Wellington Management is owned by 68 partners, all active employees of the firm; the managing partners of Wellington Management are Duncan M. McFarland, Laurie A. Gabriel and John R. Ryan. As of December 31, 2002, Wellington Management had approximately \$303 billion in assets under management. The principal office of Wellington Management is located at 75 State Street, Boston, Massachusetts 02109.

BlackRock Advisors, Inc. ("BAI") serves as a Sub-adviser to Core Bond Portfolio. BAI is a wholly owned subsidiary of BlackRock, Inc. BlackRock, Inc. is a majority owned indirect subsidiary of The PNC Financial Services Group, Inc., a publicly traded diversified financial services company. As of December 31, 2002, BAI had approximately \$273 billion in assets under management. The principal office of BAI is located at 100 Bellevue Parkway, Wilmington, Delaware 19809.

Pacific Investment Management Company LLC ("PIMCO"), a Delaware limited liability company, is a majority-owned subsidiary of Allianz Dresdner Asset Management of America L.P., ("ADAM LP"). Allianz AG ("Allianz") is the indirect majority owner of ADAM LP. Allianz is a European-based, multinational insurance and financial services holding company. Pacific Life Insurance Company holds an indirect minority interest in ADAM LP. As of December 31, 2002, PIMCO had approximately \$304.6 billion in assets under management. The principal office of PIMCO is located at 840 Newport Center Drive, Suite 300, Newport Beach, California 92660.

When a portfolio has more than one sub-adviser, the assets of each portfolio are allocated by the Manager among the sub-advisers selected for the portfolio. Each Sub-adviser has discretion, subject to oversight by the Trustees and the Manager, to purchase and sell portfolio assets, consistent with each portfolio's investment objectives, policies and restrictions and specific investment strategies developed by the Manager.

Generally, no Sub-adviser provides any services to any portfolio except asset management and related administrative and recordkeeping services. However, a Sub-adviser or its affiliated broker-dealer may execute portfolio transactions for a portfolio and receive brokerage commissions in connection therewith as permitted by Section 17(e) of the 1940 Act.

PERSONAL TRADING POLICIES. The Portfolios, the Manager and the Co-distributors each have adopted a code of ethics pursuant to rule 17j-1 under the 1940 Act, which permits personnel covered by the rule to

invest in securities that may be purchased or held by a portfolio but prohibits fraudulent, deceptive or manipulative conduct in connection with that personal investing. Each Sub-adviser also has adopted a code of ethics under rule 17j-1. The Trust's Board of Trustees reviews the administration of the codes of ethics at least annually and receives certification from each Sub-Adviser regarding compliance with the codes of ethics annually.

THE ADMINISTRATOR

Pursuant to an administrative agreement ("Mutual Funds Services Agreement"), Equitable ("Administrator") provides the Trust with necessary administrative services. In addition, the Administrator makes available the office space, equipment, personnel and facilities required to provide such administrative services to the Trust. For these administrative services, the Trust pays Equitable a fee at an annual rate of 0.15% of the Trust's total average net assets plus \$35,000 per portfolio and, for portfolios with more than one sub-adviser, an additional \$35,000 per portion of the portfolio allocated to a separate sub-adviser. Pursuant to a sub-administration arrangement, Equitable relies on J. P. Morgan Investors Services Co. ("Sub-administrator") to provide the Trust with administrative services, including monitoring of portfolio compliance and portfolio accounting services.

During the period from December 31, 2001 (commencement of operations) through December 31, 2002, the Trust, with respect to each Portfolio, paid the following fees for administrative services:

CALENDAR YEAR ENDED DECEMBER 31, 2002\*

<TABLE>  
<CAPTION>  
PORTFOLIO ADMINISTRATION FEE  
-----  
<S> <C>  
Large Cap Growth Portfolio ..... \$  
Large Cap Core Equity Portfolio ..... \$  
Large Cap Value Portfolio ..... \$  
Small/Mid Cap Growth Portfolio ..... \$  
Small/Mid Cap Value Portfolio ..... \$  
International Equity Portfolio ..... \$  
Technology Portfolio ..... \$  
Health Care Portfolio ..... \$  
Core Bond Portfolio ..... \$  
</TABLE>

-----  
\* The Portfolios commenced operations on December 31, 2001.

THE CO-DISTRIBUTORS

The Trust has distribution agreements with AXA Advisors and AXA Distributors (each also referred to as a "Distributor," and together "Co-distributors") in which AXA Advisors and AXA Distributors serve as the Co-distributors for each class of the Trust's shares. AXA Advisors and AXA Distributors are each an indirect wholly-owned subsidiary of Equitable and the address for each is 1290 Avenue of the Americas, New York, New York 10104.

The Trust's distribution agreements with respect to Class A and Class B shares ("Distribution Agreements") were approved by its Board of Trustees at a Board meeting held on November 29, 2001. The Distribution Agreements will remain in effect from year to year provided each Distribution Agreement's continuance is approved annually by (i) a majority of the Trustees who are not parties to such agreement or "interested persons" (as defined in the 1940 Act) of the Trust or a portfolio and (ii) either by vote of a majority of the Trustees or a majority of the outstanding voting securities (as defined in the 1940 Act) of the Trust.

The Trust has adopted in the manner prescribed under Rule 12b-1 under the 1940 Act a plan of distribution pertaining to the Class B shares of the Trust ("Plan"). The Trust's Class B shares may pay an annual distribution fee of up to 0.50% of their average daily net assets. However, under the Distribution

Agreements, payments to the Co-distributors under the Plan are limited to an annual rate equal to 0.25% of the average daily net assets of a portfolio attributable to its Class B shares. There is no distribution plan with respect to Class A shares and the Portfolios pay no distribution fees with respect to those shares.

The Board of Trustees considered various factors in connection with its decision as to whether to approve the Plan, including: (i) the nature and causes of the circumstances which make the Plan necessary and appropriate; (ii) the way in which the Plan would address those circumstances, including the nature and potential amount of expenditures; (iii) the nature of the anticipated benefits; (iv) the possible benefits of the Plan to any other person relative to those of the Trust; (v) the effect of the Plan on existing Contract owners; (vi) the merits of possible alternative plans or pricing structures; (vii) the relationship of the Plan to other distribution efforts of the Trust; and (viii) the competitive conditions in the variable products industry.

Based upon its review of the foregoing factors and the materials presented to it, and in light of its fiduciary duties under the 1940 Act, the Trust's Board of Trustees, including the Independent Trustees, unanimously determined, in the exercise of its business judgment, that the Plan is reasonably likely to benefit the Trust and the shareholders of the Portfolios and approved it.

Pursuant to the Plan, the Trust compensates the Co-distributors from assets attributable to the Class B shares for services rendered and expenses borne in connection with activities primarily intended to result in the sale of that class of shares. Generally, the 12b-1 fees are paid to the Co-distributors on a monthly basis. It is anticipated that a portion of the amounts received by the Co-distributors will be used to defray various costs incurred or paid by the Co-distributors in connection with the printing and mailing of Trust prospectuses, statements of additional information, and any supplements thereto and shareholder reports, and holding seminars and sales meetings with wholesale and retail sales personnel designed to promote the distribution of Class B shares. The Co-distributors may also use a portion of the amounts received to provide compensation to financial intermediaries and third-party broker-dealers for their services in connection with the distribution of Class B shares.

The Plan is of a type known as a "compensation" plan because payments are made for services rendered to the Trust with respect to a class of shares regardless of the level of expenditures by the Co-distributors. The Trustees will, however, take into account such expenditures for purposes of reviewing operations under the Plan and in connection with their annual consideration of the Plan's renewal. The Co-distributors have indicated that they expect their expenditures to include, without limitation: (i) the printing and mailing of Trust prospectuses, statements of additional information, any supplements thereto and shareholder reports for prospective Contract owners with respect to Class B shares of the Trust; (ii) those relating to the development, preparation, printing and mailing of advertisements, sales literature and other promotional materials describing and/or relating to the Class B shares of the Trust; (iii) holding seminars and sales meetings designed to promote the distribution of Class B shares; (iv) obtaining information and providing explanations to wholesale and retail distributors of Contracts regarding Trust investment objectives and policies and other information about the Trust and the Portfolios, including the performance of the Portfolios; (v) training sales personnel regarding the Class B shares of the Trust; and (vi) financing any other activity that the Co-distributors determine is primarily intended to result in the sale of Class B shares.

The Co-distributors will pay all fees and expenses in connection with their respective qualification and registration as a broker or dealer under federal and state laws. In the capacity of agent, each Distributor will offer shares of each portfolio on a continuous basis to the separate accounts of insurance companies offering the Contracts in all states in which the portfolio or the Trust may from time to time be registered or where permitted by applicable law. Each Distribution Agreement provides that the Co-distributors shall accept orders for shares at net asset value without sales commissions or loads being charged. The Co-distributors have made no firm commitment to acquire shares of any portfolio.

The Plan and any Rule 12b-1 related agreement that is entered into by the Trust or the Co-distributors in connection with the Plan will continue in effect for a period of more than one year only so long as continuance is specifically approved at least annually by a vote of a majority of the Trust's Board of Trustees, and of a majority of the Independent Trustees, cast in person at a meeting called for the purpose

of voting on the Plan or any Rule 12b-1 related agreement, as applicable. In addition, the Plan and any Rule 12b-1 related agreement may be terminated at any time, without penalty, by vote of a majority of the outstanding Class B shares of the portfolio or by vote of a majority of the Independent Trustees. The Plan also provides that it may not be amended to increase materially the amount (up to 0.50% of average daily net assets annually) that may be spent for distribution of Class B shares of any portfolio without the approval of the Class B shareholders of that portfolio.

The table below shows the amounts paid by each Portfolio to the Co-distributors pursuant to the Distribution Plan for the period from December 31, 2001 (commencement of operations) through December 31, 2002. For this period, the Co-distributors' actual expenditures exceeded the amounts received from the Portfolios.

CALENDAR YEAR ENDED DECEMBER 31, 2002\*

<TABLE>

<CAPTION>

| PORTFOLIO                             | DISTRIBUTION                   | DISTRIBUTION                       | TOTAL |
|---------------------------------------|--------------------------------|------------------------------------|-------|
|                                       | FEE PAID<br>TO AXA<br>ADVISORS | FEE PAID<br>TO AXA<br>DISTRIBUTORS |       |
| <S>                                   | <C>                            | <C>                                | <C>   |
| Large Cap Growth Portfolio .....      | \$                             | \$                                 | \$    |
| Large Cap Core Equity Portfolio ..... | \$                             | \$                                 | \$    |
| Large Cap Value Portfolio .....       | \$                             | \$                                 | \$    |
| Small/Mid Cap Growth Portfolio .....  | \$                             | \$                                 | \$    |
| Small/Mid Cap Value Portfolio .....   | \$                             | \$                                 | \$    |
| International Equity Portfolio .....  | \$                             | \$                                 | \$    |
| Technology Portfolio .....            | \$                             | \$                                 | \$    |
| Health Care Portfolio .....           | \$                             | \$                                 | \$    |
| Core Bond Portfolio .....             | \$                             | \$                                 | \$    |

</TABLE>

\* The Portfolios commenced operations on December 31, 2001.

BROKERAGE ALLOCATION AND OTHER STRATEGIES

BROKERAGE COMMISSIONS

The Portfolios are charged for securities brokers' commissions, transfer taxes and similar fees relating to securities transactions. The Manager and each of the Sub-advisers, as appropriate, seek to obtain the best net price and execution on all orders placed for the Portfolios, considering all the circumstances except to the extent they may be permitted to pay higher commissions as described below.

It is expected that securities will ordinarily be purchased in the primary markets, whether over-the-counter or listed, and that listed securities may be purchased in the over-the-counter market if that market is deemed the primary market.

Transactions on stock exchanges involve the payment of brokerage commissions. In transactions on stock exchanges in the U.S., these commissions are negotiated, whereas on many foreign stock exchanges these commissions are fixed. However, brokerage commission rates in certain countries in which the Portfolios may invest may be discounted for certain large domestic and foreign investors such as the Portfolios. A number of foreign banks and brokers will be used for execution of each portfolio's portfolio transactions. In the case of securities traded in the foreign and domestic over-the-counter markets, there is generally no stated commission, but the price usually includes an undisclosed commission or mark-up. In underwritten offerings, the price generally includes a disclosed fixed commission or discount.

The Manager and Sub-advisers may, as appropriate, in the allocation of brokerage business, take into consideration research and other brokerage services provided by brokers and dealers to the Manager or Sub-advisers. The research services include economic, market, industry and company research material. Based upon an assessment of the value of research and other brokerage services provided, proposed

allocations of brokerage for commission transactions are periodically prepared internally. In addition, the Manager and Sub-advisers may allocate brokerage business to brokers and dealers that have made or are expected to make significant efforts in facilitating the distribution of the Trust's shares.

The Manager, subject to seeking the most favorable price and best execution and in compliance with the Conduct Rules of the National Association of Securities

Dealers, Inc., may consider sales of shares of the Trust as a factor in the selection of broker-dealers. The Board of Trustees has approved a Statement of Directed Brokerage Policies and Procedures for the Trust pursuant to which the Trust may direct the Manager to cause Sub-advisers to effect securities transactions through broker-dealers in a manner that would help to generate resources to (i) pay the cost of certain expenses which the Trust is required to pay or for which the Trust is required to arrange payment pursuant to the Management Agreement ("Directed Brokerage"); or (ii) reward brokers for past sales of Trust shares ("Reward Brokerage"). The Trustees will review the levels of Directed Brokerage and Reward Brokerage for each Portfolio on a quarterly basis.

Commissions charged by brokers that provide research services may be somewhat higher than commissions charged by brokers that do not provide research services. As permitted by Section 28(e) of the Securities Exchange Act of 1934 ("1934 Act") and by policies adopted by the Trustees, the Manager and Sub-advisers may cause the Trust to pay a broker-dealer that provides brokerage and research services to the Manager and Sub-advisers an amount of commission for effecting a securities transaction for the Trust in excess of the commission another broker-dealer would have charged for effecting that transaction. To obtain the benefit of Section 28(e), the Manager or the relevant Sub-adviser must make a good faith determination that the commissions paid are reasonable in relation to the value of the brokerage and research services provided viewed in terms of either that particular transaction or its overall responsibilities with respect to the accounts as to which it exercises investment discretion and that the services provided by a broker provide the Manager or the Sub-adviser with lawful and appropriate assistance in the performance of its investment decision-making responsibilities. Accordingly, the price to a portfolio in any transaction may be less favorable than that available from another broker-dealer if the difference is reasonably justified by other aspects of the portfolio execution services offered.

Certain Sub-advisers may also receive research or research credits from brokers which are generated from underwriting commissions when purchasing new issues of fixed income securities or other assets for a portfolio in underwritten fixed price offerings. In these situations, the underwriter or selling group member may provide a Sub-adviser with research in addition to selling the securities (at the fixed public offering price) to the portfolio. Because the offerings are conducted at a fixed price, the ability to obtain research from a broker-dealer in this situation provides knowledge that may benefit the portfolio, Sub-adviser's other clients and the Sub-adviser without incurring additional costs. These arrangements may not fall within the safe harbor of Section 28(e) because the broker-dealer is considered to be acting in a principal capacity in underwritten transactions. However, the NASD has adopted rules expressly permitting broker-dealers to provide bona fide research to advisers in connection with fixed price offerings under certain circumstances.

The overall reasonableness of commissions paid will be evaluated by rating brokers on such general factors as execution capabilities, quality of research (that is, quantity and quality of information provided, diversity of sources utilized, nature and frequency of communication, professional experience, analytical ability and professional stature of the broker) and financial standing, as well as the net results of specific transactions, taking into account such factors as price, promptness, size of order and difficulty of execution. The research services obtained will, in general, be used by the Manager and Sub-advisers for the benefit of all accounts for which the responsible party makes investment decisions. The receipt of research services from brokers will tend to reduce the Manager's and Sub-advisers' expenses in managing the Portfolios. For the fiscal year ended December 31, 2002, certain of the Sub-advisers allocated a substantial portion of their applicable portfolio's brokerage business to brokers that provided such research services.

During the period from December 31, 2001 (commencement of operations) through December 31, 2002, the Portfolios paid the amounts indicated in brokerage commissions:

CALENDAR YEAR ENDED DECEMBER 31, 2002\*

| PORTFOLIO | BROKERAGE COMMISSIONS PAID |
|-----------|----------------------------|
| <S>       | <C>                        |

|                                       |    |
|---------------------------------------|----|
| Large Cap Growth Portfolio .....      | \$ |
| Large Cap Core Equity Portfolio ..... | \$ |
| Large Cap Value Portfolio .....       | \$ |
| Small/Mid Cap Growth Portfolio .....  | \$ |
| Small/Mid Cap Value Portfolio .....   | \$ |
| International Equity Portfolio .....  | \$ |
| Technology Portfolio .....            | \$ |
| Health Care Portfolio .....           | \$ |
| Core Bond Portfolio .....             | \$ |

</TABLE>

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\* The Portfolios commenced operations on December 31, 2001.

BROKERAGE TRANSACTIONS WITH AFFILIATES

To the extent permitted by law and in accordance with procedures established by the Trust's Board of Trustees, the Trust may engage in brokerage transactions with brokers that are affiliates of the Manager, including Sanford C. Bernstein & Co., LLC or Sub-advisers, with brokers who are affiliates of such brokers, or with unaffiliated brokers who trade or clear through affiliates of the Manager and Sub-advisers. The 1940 Act generally prohibits a Trust from engaging in principal securities transactions with brokers that are affiliates of the Manager and Sub-advisers or affiliates of such brokers, unless pursuant to an exemptive order from the SEC. The Trust has received exemptive relief from the SEC that permits mutual funds managed by the Manager and advised by multiple advisers to engage in principal and brokerage transactions with a broker-dealer affiliated with a Sub-adviser to the same Portfolio. The Trust has adopted procedures, prescribed by the 1940 Act, which are reasonably designed to provide that any commissions or other remuneration it pays to brokers that are affiliates of the Manager and brokers that are affiliates of a Sub-adviser to a portfolio for which that Sub-adviser provides investment advice do not exceed the usual and customary broker's commission. In addition, the Trust will adhere to the requirements under the 1934 Act governing floor trading. Also, because of securities law limitations, the Trust will limit purchases of securities in a public offering, if such securities are underwritten by brokers that are affiliates of the Manager and Sub-advisers or their affiliates.

During the period from December 31, 2001 (commencement of operations) through December 31, 2002, the following Portfolios paid the amounts indicated to the affiliated broker-dealers of the Manager or affiliates of the Sub-Advisers to each Portfolio.

CALENDAR YEAR ENDED DECEMBER 31, 2002\*

<TABLE>  
<CAPTION>

| PORTFOLIO | AFFILIATED<br>BROKER-DEALER | AGGREGATE<br>BROKERAGE<br>COMMISSIONS PAID | PERCENTAGE OF<br>TOTAL BROKERAGE<br>COMMISSIONS | PERCENTAGE OF<br>TRANSACTIONS<br>(BASED ON<br>DOLLAR AMOUNTS) |
|-----------|-----------------------------|--|---|---|
| -----     | -----                       | -----                                      | -----   | -----   |
| <S>       | <C>                         | <C>  | <C>   | <C>   |

</TABLE>

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\* The Portfolios commenced operations on December 31, 2001.

PURCHASE AND PRICING OF SHARES

The Trust will offer and sell its shares based on each portfolio's net asset value per share, which will be determined in the manner set forth below.

The net asset value of the shares of each class of each portfolio will be determined once daily, immediately after the declaration of dividends, if any,

at the close of business on each business day, as defined below. The net asset value per share of each class of a portfolio will be computed by dividing the sum of the investments held by that portfolio applicable to that class, plus any cash or other assets, minus all liabilities, by the total number of outstanding shares of that class of the portfolio at such time. All expenses borne by the Trust and each of its Classes, will be accrued daily.

The net asset value per share of each portfolio will be determined and computed as follows, in accordance with generally accepted accounting principles, and consistent with the 1940 Act:

- o The assets belonging to each portfolio will include (i) all consideration received by the Trust for the issue or sale of shares of that particular portfolio, together with all assets in which such consideration is invested or reinvested, (ii) all income, earnings, profits, and proceeds thereof, including any proceeds derived from the sale, exchange or liquidation of such assets, (iii) any portfolios or payments derived from any reinvestment of such proceeds in whatever form the same may be, and (iv) "General Items," if any, allocated to that portfolio. "General Items" include any assets, income, earnings, profits, and proceeds thereof, portfolios, or payments that are not readily identifiable as belonging to any particular portfolio. General Items will be allocated as the Trust's Board of Trustees considers fair and equitable.
- o The liabilities belonging to each portfolio will include (i) the liabilities of the Trust in respect of that portfolio, (ii) all expenses, costs, charges and reserves attributable to that portfolio, and (iii) any general liabilities, expenses, costs, charges or reserves of the Trust which are not readily identifiable as belonging to any particular portfolio which have been allocated as the Trust's Board of Trustees considers fair and equitable.

The value of each portfolio will be determined at the close of business on each "business day." Normally, this would be each day that the New York Stock Exchange is open and would include some federal holidays. For stocks and options, the close of trading is 4:00 p.m. and 4:15 p.m. Eastern Time, respectively; for bonds it is the close of business in New York City, and for foreign securities (other than ADRs) it is the close of business in the applicable foreign country, with exchange rates determined at 12:00 p.m. Eastern Time.

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Values are determined according to accepted accounting practices and all laws and regulations that apply. The assets of each portfolio are valued as follows:

- o Stocks listed on national securities exchanges and certain over-the-counter issues traded on the NASDAQ national market system are valued at the last sale price, or, if there is no sale, at the latest available bid price. Other unlisted stocks are valued at their last sale price or, if there is no reported sale during the day, at a bid price estimated by a broker.
- o Foreign securities not traded directly, or in ADRs or similar form in the U.S., are valued at representative quoted prices in the currency of the country of origin. Foreign currency is converted into U.S. dollar equivalent at current exchange rates.
- o U.S. Treasury securities and other obligations issued or guaranteed by the U.S. Government, its agencies or instrumentalities, are valued at representative quoted prices.
- o Long-term corporate bonds may be valued on the basis of prices provided by a pricing service when such prices are believed to reflect the fair market value of such securities. The prices provided by a pricing service take into account many factors, including institutional size, trading in similar groups of securities and any developments related to specific securities. However, when such prices are not available, such bonds are valued at a bid price estimated by a broker.
- o Short-term debt securities that mature in 60 days or less are valued at amortized cost, which approximates market value. Short-term debt securities that mature in more than 60 days are valued at representative quoted prices.
- o Convertible preferred stocks listed on national securities exchanges are valued as of their last sale price or, if there is no sale, at the latest available bid price.
- o Convertible bonds, and unlisted convertible preferred stocks, are valued at bid prices obtained from one or more of the major dealers in such bonds



or stocks. Where there is a discrepancy between dealers, values may be adjusted based on recent premium spreads to the underlying common stocks. Convertible bonds may be matrix-priced based upon the conversion value to the underlying common stocks and market premiums.

- o Mortgage-backed and asset-backed securities are valued at prices obtained from a bond pricing service where available, or at a bid price obtained from one or more of the major dealers in such securities. If a quoted price is unavailable, an equivalent yield or yield spread quotes will be obtained from a broker and converted to a price.
- o Purchased options, including options on futures, are valued at their last bid price. Written options are valued at their last asked price. The market value of a put or call option will usually reflect, among other factors, the market price of the underlying security.
- o Futures contracts are valued as of their last sale price or, if there is no sale, at the latest available bid price.
- o Other securities and assets for which market quotations are not readily available or for which valuation cannot be provided are valued in good faith by the valuation committee of the Board of Trustees using its best judgment.

If the Trust determines that a material change in the value of a foreign security has occurred after the close of trading in the foreign market(s) in which a portfolio invests but before the close of regular trading on the NYSE, the Trust may use fair value methods to reflect those changes. In addition, the Trust may use fair value methods to value securities in other situations, for example, when a particular foreign market is closed but the Trust is open. This policy is intended to assure that a portfolio's net asset value fairly reflects securities values as of the time of pricing.

The market value of a put or call option will usually reflect, among other factors, the market price of the underlying security.

When the Trust writes a call option, an amount equal to the premium received by the Trust is included in the Trust's financial statements as an asset and an equivalent liability. The amount of the liability is

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subsequently marked-to-market to reflect the current market value of the option written. When an option expires on its stipulated expiration date or the Trust enters into a closing purchase or sale transaction, the Trust realizes a gain (or loss) without regard to any unrealized gain or loss on the underlying security, and the liability related to such option is extinguished. When an option is exercised, the Trust realizes a gain or loss from the sale of the underlying security, and the proceeds of sale are increased by the premium originally received, or reduced by the price paid for the option.

The Manager and Sub-advisers may, from time to time, under the general supervision of the Board of Trustees or its valuation committee, utilize the services of one or more pricing services available in valuing the assets of the Trust. In addition, there may be occasions when a different pricing provider or methodology is used. The Manager and Sub-advisers will continuously monitor the performance of these services.

#### TAXATION

Each portfolio is treated for federal income tax purposes as a separate entity. The Trust intends that each portfolio will elect to be, and will qualify each year to be treated as, a regulated investment company under Subchapter M of the Code. Such qualification does not involve supervision of management or investment practices or policies by any governmental agency or bureau.

To qualify for treatment as a regulated investment company, a portfolio must, among other things, derive in each taxable year at least 90% of its gross income from dividends, interest, payments with respect to securities loans, gains from the sale or other disposition of stock or securities or foreign currencies, or other income derived with respect to its business of investing. For purposes of this test, gross income is determined without regard to losses from the sale or other dispositions of stock or securities.

If a portfolio failed to qualify for treatment as a regulated investment company for any taxable year, (1) it would be taxed as an ordinary corporation on its taxable income for that year without being able to deduct the distributions it makes to its shareholders and (2) each insurance company separate account invested in the portfolio would fail to satisfy the diversification requirements described below, with the result that the Contracts supported by that account

would no longer be eligible for tax deferral. In addition, the portfolio could be required to recognize unrealized gains, pay substantial taxes and interest and make substantial distributions before requalifying for regulated investment company treatment.

As a regulated investment company, each portfolio will not be subject to federal income tax on any of its net investment income or net realized capital gains that are timely distributed to shareholders under the Code. A number of technical rules are prescribed for computing net investment income and net capital gains. For example, dividends are generally treated as received on the ex-dividend date. Also, certain foreign currency losses and capital losses arising after October 31 of a given year may be treated as if they arise on the first day of the next taxable year.

A portfolio investing in foreign securities or currencies may be subject to foreign taxes that could reduce the investment performance of such portfolio.

Because the Trust is used to fund Contracts, each portfolio must meet the diversification requirements imposed by Subchapter L of the Code or these Contracts will fail to qualify as life insurance policies or annuity contracts. In general, for a portfolio to meet the investment diversification requirements of Subchapter L, Treasury regulations require that no more than 55% of the total value of the assets of the portfolio may be represented by any one investment, no more than 70% by any two investments, no more than 80% by any three investments and no more than 90% by any four investments. Generally, for purposes of the regulations, all securities of the same issuer are treated as a single investment. Furthermore, the Code provides that each U.S. Government agency or instrumentality is treated as a separate issuer. Compliance with the regulations is tested on the last day of each calendar year quarter. There is a 30 day period after the end of each quarter in which to cure any non-compliance.

Each portfolio may invest in the stock of PFICs if that stock is a permissible investment. A PFIC is any foreign corporation (with certain exceptions) that, in general, meets either of the following tests: (1) at least 75% of its gross income is passive or (2) an average of at least 50% of its assets produce, or are held

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for the production of, passive income. Under certain circumstances, a portfolio will be subject to federal income tax on a portion of any "excess distribution" received on the stock of a PFIC or of any gain from disposition of that stock (collectively "PFIC income"), plus interest thereon, even if the portfolio distributes the PFIC income as a taxable dividend to its shareholders. The balance of the PFIC income will be included in the portfolio's investment company taxable income and, accordingly, will not be taxable to it to the extent it distributes that income to its shareholders.

If a portfolio invests in a PFIC and elects to treat the PFIC as a "qualified electing fund" ("QEF"), then in lieu of the foregoing tax and interest obligation, the portfolio will be required to include in income each year its pro rata share of the QEF's annual ordinary earnings and net capital gain (which it may have to distribute to satisfy the Distribution Requirement and avoid imposition of the Excise Tax), even if the QEF does not distribute those earnings and gain to the portfolio. In most instances it will be very difficult, if not impossible, to make this election because of certain of its requirements.

Each portfolio may elect to "mark to market" its stock in any PFIC. "Marking-to-market," in this context, means including in ordinary income each taxable year the excess, if any, of the fair market value of a PFIC's stock over a portfolio's adjusted basis therein as of the end of that year. Pursuant to the election, a portfolio also would be allowed to deduct (as an ordinary, not capital, loss) the excess, if any, of its adjusted basis in PFIC stock over the fair value thereof as of the taxable year-end, but only to the extent of any net mark-to-market gains with respect to that stock included by the portfolio for prior taxable years under the election. A portfolio's adjusted basis in each PFIC's stock with respect to which it has made this election will be adjusted to reflect the amounts of income included and deductions taken thereunder.

The use of hedging strategies, such as writing (selling) and purchasing options and futures contracts and entering into forward currency contracts, involves complex rules that will determine for income tax purposes the amount, character and timing of recognition of the gains and losses a portfolio realizes in connection therewith. Gains from the disposition of foreign currencies (except certain gains that may be excluded by future regulations), and gains from options, futures and forward currency contracts a portfolio derives with respect to its business of investing in securities or foreign currencies, will be treated as qualifying income under the Income Requirement.

A portfolio may invest in certain futures and listed nonequity options (such as

those on a stock index) -- and certain foreign currency options and forward contracts with respect to which it makes a particular election -- that will be "Section 1256 contracts." Any Section 1256 contracts a portfolio holds at the end of each taxable year generally must be "marked-to-market" (that is, treated as having been sold at that time for their fair market value) for federal income tax purposes, with the result that unrealized gains or losses will be treated as though they were realized. Sixty percent of any net gain or loss recognized on these deemed sales, and 60% of any net realized gain or loss from any actual sales of Section 1256 contracts, will be treated as long-term capital gain or loss, and the balance will be treated as short-term capital gain or loss. These rules may operate to increase the amount that a portfolio must distribute to satisfy the Distribution Requirement (i.e., with respect to the portion treated as short-term capital gain), which will be taxable to the shareholders as ordinary income, and to increase the net capital gain a portfolio recognizes, without in either case increasing the cash available to the portfolio. A portfolio may elect not to have the foregoing rules apply to any "mixed straddle" (that is, a straddle, clearly identified by the portfolio in accordance with the regulations, at least one (but not all) of the positions of which are Section 1256 contracts), although doing so may have the effect of increasing the relative proportion of net short-term capital gain (taxable as ordinary income) and thus increasing the amount of dividends that must be distributed.

Gains or losses (1) from the disposition of foreign currencies, including forward currency contracts, (2) on the disposition of each foreign-currency-denominated debt security that are attributable to fluctuations in the value of the foreign currency between the dates of acquisition and disposition of the security and (3) that are attributable to exchange rate fluctuations between the time a portfolio accrues interest, dividends or other receivables, or expenses or other liabilities, denominated in a foreign currency and the time the portfolio actually collects the receivables or pays the liabilities, generally will be treated as ordinary income or loss. These gains, referred to under the Code as "section 988" gains or losses, will

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increase or decrease the amount of a portfolio's investment company taxable income available to be distributed to its shareholders as ordinary income, rather than increasing or decreasing the amount of its net capital gain. If section 988 losses exceed other investment company taxable income during a taxable year, a portfolio would not be able to distribute any dividends, and any distributions made during that year before the losses were realized would be recharacterized as a return of capital to shareholders, rather than as a dividend, thereby reducing each shareholder's basis in his or her portfolio shares.

Offsetting positions in any actively traded security, option, futures or forward contract entered into or held by a portfolio may constitute a "straddle" for federal income tax purposes. Straddles are subject to certain rules that may affect the amount, character and timing of a portfolio's gains and losses with respect to positions of the straddle by requiring, among other things, that (1) loss realized on disposition of one position of a straddle be deferred to the extent of any unrealized gain in an offsetting position until the latter position is disposed of, (2) the portfolio's holding period in certain straddle positions not begin until the straddle is terminated (possibly resulting in gain being treated as short-term rather than long-term capital gain) and (3) losses recognized with respect to certain straddle positions, that otherwise would constitute short-term capital losses, be treated as long-term capital losses. Applicable regulations also provide certain "wash sale" rules, which apply to transactions where a position is sold at a loss and a new offsetting position is acquired within a prescribed period, and "short sale" rules applicable to straddles. Different elections are available to the portfolios, which may mitigate the effects of the straddle rules, particularly with respect to "mixed straddles" (i.e., a straddle of which at least one, but not all, positions are section 1256 contracts).

When a covered call option written (sold) by a portfolio expires, it will realize a short-term capital gain equal to the amount of the premium it received for writing the option. When a portfolio terminates its obligations under such an option by entering into a closing transaction, it will realize a short-term capital gain (or loss), depending on whether the cost of the closing transaction is less (or more) than the premium it received when it wrote the option. When a covered call option written by a portfolio is exercised, the portfolio will be treated as having sold the underlying security, producing long-term or short-term capital gain or loss, depending on the holding period of the underlying security and whether the sum of the option price received on the exercise plus the premium received when it wrote the option is more or less than the underlying security's basis.

If a portfolio has an "appreciated financial position" -- generally, an interest (including an interest through an option, futures or forward currency contract or short sale) with respect to any stock, debt instrument (other than

"straight debt") or partnership interest the fair market value of which exceeds its adjusted basis--and enters into a "constructive sale" of the position, the portfolio will be treated as having made an actual sale thereof, with the result that gain will be recognized at that time. A constructive sale generally consists of a short sale, an offsetting notional principal contract or a futures or forward currency contract entered into by a portfolio or a related person with respect to the same or substantially identical property. In addition, if the appreciated financial position is itself a short sale or such a contract, acquisition of the underlying property or substantially identical property will be deemed a constructive sale. The foregoing will not apply, however, to a portfolio's transaction during any taxable year that otherwise would be treated as a constructive sale if the transaction is closed within 30 days after the end of that year and the portfolio holds the appreciated financial position unhedged for 60 days after that closing (i.e., at no time during that 60-day period is the portfolio's risk of loss regarding that position reduced by reason of certain specified transactions with respect to substantially identical or related property, such as having an option to sell, being contractually obligated to sell, making a short sale or granting an option to buy substantially identical stock or securities).

A portfolio that acquires zero coupon or other securities issued with original issue discount ("OID") and/or Treasury inflation-indexed securities ("TIIS"), on which principal is adjusted based on changes in the Consumer Price Index, must include in its gross income the OID that accrues on those securities, and the amount of any principal increases on TIIS, during the taxable year, even if the portfolio receives no corresponding payment on them during the year. Similarly, a portfolio that invests in payment-in-kind ("PIK") securities must include in its gross income securities it receives as "interest" on those securities. Each portfolio has elected similar treatment with respect to securities purchased at a discount from their

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face value ("market discount"). Because a portfolio annually must distribute substantially all of its investment company taxable income, including any accrued OID, market discount and other non-cash income, to satisfy the Distribution Requirement and avoid imposition of the Excise Tax, it may be required in a particular year to distribute as a dividend an amount that is greater than the total amount of cash it actually receives. Those distributions would have to be made from the portfolio's cash assets or from the proceeds of sales of portfolio securities, if necessary. The portfolio might realize capital gains or losses from those sales, which would increase or decrease its investment company taxable income and/or net capital gain. To qualify for treatment as a regulated investment company, each portfolio must, among other things, derive in each taxable year at least 90% of its gross income from dividends, interest, payments with respect to securities loans, gains from the sale or other disposition of stock or securities or foreign currencies, or other income derived with respect to its business of investing. For purposes of this test, gross income is determined without regard to losses from the sale or other dispositions of stock or securities.

#### PORTFOLIO PERFORMANCE

Returns and yields do not reflect insurance company charges and fees applicable to the Contracts.

#### COMPUTATION OF TOTAL RETURN

Each portfolio may provide average annual total return information calculated according to a formula prescribed by the SEC. According to that formula, average annual total return figures represent the average annual compounded rate of return for the stated period. Average annual total return quotations reflect the percentage change between the beginning value of a static account in the portfolio and the ending value of that account measured by the then current net asset value of that portfolio assuming that all dividends and capital gains distributions during the stated period were invested in shares of the portfolio when paid. Total return is calculated by finding the average annual compounded rates of return of a hypothetical investment that would equate the initial amount invested to the ending redeemable value of such investment, according to the following formula:

$$P(1+T)^n = ERV$$

Where :

P = a hypothetical initial payment of \$1,000

T = average annual total return

n = number of years

ERV = ending redeemable value of a hypothetical \$1,000 payment at the beginning of that period

Each portfolio's total return will vary from time to time depending upon market conditions, the composition of each portfolio's investment portfolio and operating expenses of the Trust allocated to each portfolio. Total return should also be considered relative to changes in the value of a portfolio's shares and to the relative risks associated with the investment objectives and policies of the Portfolios. These total return figures do not reflect insurance company expenses and fees applicable to the Contracts. At any time in the future, total return may be higher or lower than in the past and there can be no assurance that any historical results will continue.

#### NON-STANDARD PERFORMANCE

In addition to the performance information described above, each portfolio may provide total return information with respect to the Portfolios for designated periods, such as for the most recent six months or most recent twelve months. This total return information is computed as described under "Computation of Total Return" above except that no annualization is made.

#### YIELD CALCULATION

Yields for a portfolio are computed by dividing a portfolio's interest and income for a given 30-day or one-month period, net of expenses, by the average number of shares entitled to receive distributions

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during the period, dividing this figure by the portfolio's NAV at the end of the period, and annualizing the result (assuming compounding of income) in order to arrive at an annual percentage rate. Income is calculated for purposes of yield quotations in accordance with standardized methods applicable to all stock and bond portfolios. Dividends from equity securities are treated as if they were accrued on a daily basis, solely for the purpose of yield calculations. In general, interest income is reduced with respect to bonds trading at a premium over their par value by subtracting a portion of the premium from income on a daily basis, and is increased with respect to bonds trading at a discount by adding a portion of the discount to daily income. For a portfolio's investments denominated in foreign currencies, income and expenses are calculated first in their respective currencies, and then are converted to U.S. dollars, either when they are actually converted or at the end of the 30-day or one month period, whichever is earlier. Income is adjusted to reflect gains and losses from principal repayments received by a portfolio with respect to mortgage-related securities and other asset-backed securities. Other capital gains and losses generally are excluded from the calculation as are gains and losses from currency exchange rate fluctuations.

Income calculated for the purposes of calculating a portfolio's yield differs from income as determined for other accounting purposes. Because of the different accounting methods used, and because of the compounding of income assumed in yield calculations, a portfolio's yield may not equal its distribution rate, the income paid to an investor's account, or the income reported in the portfolio's financial statements.

Yield information may be useful in reviewing a portfolio's performance and in providing a basis for comparison with other investment alternatives. However, a portfolio's yield fluctuates, unlike investments that pay a fixed interest rate over a stated period of time. When comparing investment alternatives, investors should also note the quality and maturity of the portfolio securities of respective investment companies they have chosen to consider.

Investors should recognize that in periods of declining interest rates a portfolio's yield will tend to be somewhat higher than prevailing market rates, and in periods of rising interest rates a portfolio's yield will tend to be somewhat lower. Also, when interest rates are falling, the inflow of net new money to a portfolio from the continuous sale of its shares will likely be invested in instruments producing lower yields than the balance of the portfolio's holdings, thereby reducing a portfolio's current yield. In periods of rising interest rates, the opposite can be expected to occur.

#### OTHER INFORMATION

DELAWARE STATUTORY TRUST. The Trust is an entity of the type commonly known as a Delaware statutory trust. Although Delaware law statutorily limits the potential liabilities of a Delaware statutory trust's shareholders to the same extent as it limits the potential liabilities of a Delaware corporation, shareholders of a portfolio could, under certain conflicts of laws jurisprudence in various states, be held personally liable for the obligations

of the Trust or a portfolio. However, the trust instrument of the Trust disclaims shareholder liability for acts or obligations of the Trust or its series (the Portfolios) and requires that notice of such disclaimer be given in each written obligation made or issued by the trustees or by any officers or officer by or on behalf of the Trust, a series, the trustees or any of them in connection with the Trust. The trust instrument provides for indemnification from a portfolio's property for all losses and expenses of any portfolio shareholder held personally liable for the obligations of the portfolio. Thus, the risk of a shareholder's incurring financial loss on account of shareholder liability is limited to circumstances in which a portfolio itself would be unable to meet its obligations, a possibility that Equitable believes is remote and not material. Upon payment of any liability incurred by a shareholder solely by reason of being or having been a shareholder of a portfolio, the shareholder paying such liability will be entitled to reimbursement from the general assets of the portfolio. The Trustees intend to conduct the operations of the Portfolios in such a way as to avoid, as far as possible, ultimate liability of the shareholders for liabilities of the Portfolios.

CLASSES OF SHARES. Each portfolio consists of Class A shares and Class B shares. A share of each class of a portfolio represents an identical interest in that portfolio's investment portfolio and has the same rights, privileges and preferences. However, each class may differ with respect to sales charges, if any,

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distribution and/or service fees, if any, other expenses allocable exclusively to each class, voting rights on matters exclusively affecting that class, and its exchange privilege, if any. The different sales charges and other expenses applicable to the different classes of shares of the Portfolios will affect the performance of those classes. Each share of a portfolio is entitled to participate equally in dividends, other distributions and the proceeds of any liquidation of that portfolio. However, due to the differing expenses of the classes, dividends and liquidation proceeds on Class A and Class B shares will differ.

VOTING RIGHTS. Shareholders of each portfolio are entitled to one vote for each full share held and fractional votes for fractional shares held. Voting rights are not cumulative and, as a result, the holders of more than 50% of all the shares of the Portfolios as a group may elect all of the Trustees of the Trust. The shares of each series of the Trust will be voted separately, except when an aggregate vote of all the series of the Trust is required by law.

SHAREHOLDER MEETINGS. The Trust does not hold annual meetings. Shareholders of record of no less than two-thirds of the outstanding shares of the Trust may remove a Trustee through a declaration in writing or by vote cast in person or by proxy at a meeting called for that purpose. A meeting will be called to vote on the removal of a Trustee at the written request of holders of 10% of the outstanding shares of the Trust.

CLASS-SPECIFIC EXPENSES. Each portfolio may determine to allocate certain of its expenses (in addition to service and distribution fees) to the specific classes of its shares to which those expenses are attributable.

#### INDEPENDENT ACCOUNTANT

PricewaterhouseCoopers, LLP ("PwC"), 1177 Avenue of the Americas, New York, New York 10036, serves as the Trust's independent accountants. PwC is responsible for auditing the annual financial statements of the Trust.

#### CUSTODIAN

JPMorgan Chase Bank ("Chase"), 4 Chase MetroTech Center, Brooklyn, New York 11245, serves as custodian of the Trust's portfolio securities and other assets. Under the terms of the custody agreement between the Trust and Chase, Chase maintains cash, securities and other assets of the portfolios. Chase is also required, upon the order of the Trust, to deliver securities held by Chase, and to make payments for securities purchased by the Trust. Chase has also entered into sub-custodian agreements with a number of foreign banks and clearing agencies, pursuant to which portfolio securities purchased outside the U.S. are maintained in the custody of these entities.

#### TRANSFER AGENT

Equitable serves as the transfer agent and dividend disbursing agent for the Trust.

#### COUNSEL

Kirkpatrick & Lockhart LLP, 1800 Massachusetts Avenue, N.W., Second Floor, Washington, D.C. 20036, serves as counsel to the Trust. Wilmer, Cutler &

## FINANCIAL STATEMENTS

The audited financial statements for the year ended December 31, 2002, including the financial highlights, appearing in the Trust's Annual Report to Shareholders, filed electronically with the SEC, are incorporated by reference and made a part of this document.

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## APPENDIX A

### DESCRIPTION OF COMMERCIAL PAPER RATINGS

#### A-1 AND PRIME-1 COMMERCIAL PAPER RATINGS

The rating A-1 (including A-1+) is the highest commercial paper rating assigned by Standard & Poor's. Commercial paper rated A-1 by Standard & Poor's has the following characteristics:

- o liquidity ratios are adequate to meet cash requirements;
- o long-term senior debt is rated "A" or better;
- o the issuer has access to at least two additional channels of borrowing;
- o basic earnings and cash flow have an upward trend with allowance made for unusual circumstances;
- o typically, the issuer's industry is well established and the issuer has a strong position within the industry; and
- o the reliability and quality of management are unquestioned.

Relative strength or weakness of the above factors determines whether the issuer's commercial paper is rated A-1, A-2 or A-3. Issues rated A-1 that are determined by Standard & Poor's to have overwhelming safety characteristics are designated A-1+.

The rating Prime-1 is the highest commercial paper rating assigned by Moody's. Among the factors considered by Moody's in assigning ratings are the following:

- o evaluation of the management of the issuer;
- o economic evaluation of the issuer's industry or industries and an appraisal of speculative-type risks which may be inherent in certain areas;
- o evaluation of the issuer's products in relation to competition and customer acceptance;
- o liquidity;
- o amount and quality of long-term debt;
- o trend of earnings over a period of ten years;
- o financial strength of parent company and the relationships which exist with the issuer; and
- o recognition by the management of obligations which may be present or may arise as a result of public interest questions and preparations to meet such obligations.

### DESCRIPTION OF BOND RATINGS

Bonds are considered to be "investment grade" if they are in one of the top four ratings.

Standard & Poor's ratings are as follows:

- o Bonds rated AAA have the highest rating assigned by Standard & Poor's. Capacity to pay interest and repay principal is extremely strong.
- o Bonds rated AA have a very strong capacity to pay interest and repay principal although they are somewhat more susceptible to the adverse



effects of changes in circumstances and economic conditions than bonds in higher rated categories.

- o Bonds rated A have a strong capacity to pay interest and repay principal although they are somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than bonds in higher rated categories.

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- o Bonds rated BBB are regarded as having an adequate capacity to pay interest and repay principal. Whereas they normally exhibit adequate protection parameters, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity to pay interest and repay principal for bonds in this category than in higher rated categories.
- o Debt rated BB, B, CCC, CC or C is regarded, on balance, as predominantly speculative with respect to the issuer's capacity to pay interest and repay principal in accordance with the terms of the obligation. While such debt will likely have some quality and protective characteristics, these are outweighed by large uncertainties or major risk exposures to adverse debt conditions.
- o The rating C1 is reserved for income bonds on which no interest is being paid.
- o Debt rated D is in default and payment of interest and/or repayment of principal is in arrears.

The ratings from AA to CCC may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories.

Moody's ratings are as follows:

- o Bonds which are rated Aaa are judged to be of the best quality. They carry the smallest degree of investment risk and are generally referred to as "gilt-edged." Interest payments are protected by a large or by an exceptionally stable margin and principal is secure. While the various protective elements are likely to change, such changes as can be visualized are most unlikely to impair the fundamentally strong position of such issues.
- o Bonds which are rated Aa are judged to be of high quality by all standards. Together with the Aaa group they comprise what are generally known as high grade bonds. They are rated lower than the best bonds because margins of protection may not be as large as in Aaa securities or fluctuation of protective elements may be of greater amplitude or there may be other elements present which make the long term risks appear somewhat larger than the Aaa securities.
- o Bonds which are rated A possess many favorable investment attributes and are to be considered as upper medium grade obligations. Factors giving security to principal and interest are considered adequate, but elements may be present which suggest a susceptibility to impairment some time in the future.
- o Bonds which are rated Baa are considered as medium grade obligations (i.e., they are neither highly protected nor poorly secured). Interest payments and principal security appear adequate for the present but certain protective elements may be lacking or may be characteristically unreliable over any great length of time. Such bonds lack outstanding investment characteristics and in fact have speculative characteristics as well.
- o Bonds which are rated Ba are judged to have speculative elements; their future cannot be considered as well assured. Often the protection of interest and principal payments may be very moderate and thereby not well safeguarded during both good and bad times over the future. Uncertainty of position characterizes bonds in this class.
- o Bonds which are rated B generally lack characteristics of the desirable investment. Assurance of interest and principal payments or of maintenance of other terms of the contract over any long period of time may be small.
- o Bonds which are rated Caa are of poor standing. Such issues may be in default or there may be present elements of danger with respect to principal or interest.
- o Bonds which are rated Ca represent obligations which are speculative in a high degree. Such issues are often in default or have other marked shortcomings.



- o Bonds which are rated C are the lowest class of bonds and issues so rated can be regarded as having extremely poor prospects of ever attaining any real investment standing.

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Moody's applies modifiers to each rating classification from Aa through B to indicate relative ranking within its rating categories. The modifier "1" indicates that a security ranks in the higher end of its rating category, the modifier "2" indicates a mid-range ranking and the modifier "3" indicates that the issue ranks in the lower end of its rating category.

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PART C: OTHER INFORMATION

<TABLE>  
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Exhibits:

- (a) Trust Instrument
- (a) (1) Agreement and Declaration of Trust of Registrant. (1)
- (a) (2) Certificate of Trust of Registrant. (1)
- (b) Copy of the By-laws of Registrant. (1)
- (c) None other than provisions contained in Exhibit (a) (1) and (b)
- (d) Investment Advisory Contracts
- (d) (1) Investment Management Agreement between Registrant and The Equitable Life Assurance Society of the United States ("Equitable") dated as of November 30, 2001-(filed herewith).
- (d) (2) Investment Advisory Agreement between Equitable and Alliance Capital Management L.P. ("Alliance Capital") dated as of November 30, 2001 with respect to AXA Premier VIP Large Cap Growth Portfolio, AXA Premier VIP Large Cap Core Equity Portfolio, AXA Premier VIP Large Cap Value Portfolio, AXA Premier VIP Small/Mid Cap Growth Portfolio, AXA Premier VIP International Equity Portfolio and AXA Premier VIP Technology Portfolio. (2)
- (d) (3) Investment Advisory Agreement between Equitable and Dresdner RCM Global Investors LLC ("Dresdner") dated as of November 30, 2001 with respect to AXA Premier VIP Large Cap Growth Portfolio, AXA Premier VIP Technology Portfolio and AXA Premier VIP Health Care Portfolio. (1)
- (d) (3) (i) Investment Advisory Agreement between Equitable and Dresdner dated as of November 30, 2001 with respect to AXA Premier VIP Large Cap Growth Portfolio, AXA Premier VIP Technology Portfolio and AXA Premier VIP Health Care Portfolio - (filed herewith).
- (d) (4) Investment Advisory Agreement between Equitable and TCW Investment Management Company ("TCW") dated as of November 30, 2001 with respect to AXA Premier VIP Large Cap Growth Portfolio and AXA Premier VIP Small/Mid Cap Value Portfolio. (1)
- (d) (5) Investment Advisory Agreement between Equitable and Janus Capital Management LLC ("Janus") dated as of April 3, 2002 with respect to AXA Premier VIP Large Cap Core Equity Portfolio. (2)

- (d) (6) Investment Advisory Agreement between Equitable and Thornburg Investment Management, Inc. ("Thornburg") dated as of November 30, 2001 with respect to AXA Premier VIP Large Cap Core Equity Portfolio. (1)
- (d) (7) Investment Advisory Agreement between Equitable and Institutional Capital Corporation ("ICAP") dated as of November 30, 2001 with respect to AXA Premier VIP Large Cap Value Portfolio. (1)
- (d) (8) Investment Advisory Agreement between Equitable and MFS Investment Management ("MFS") dated as of November 30, 2001 with respect to AXA Premier VIP Large Cap Value Portfolio and AXA Premier VIP Small/Mid Cap Growth Portfolio. (1)

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- (d) (8) (i) Amendment No. 1 dated as of August 1, 2002 to Investment Advisory agreement between Equitable and MFS with respect to AXA Premier VIP Large Cap Value Portfolio - (filed herewith).
- (d) (9) Investment Advisory Agreement between Equitable and RS Investment Management, LP ("RSIM") dated as of November 30, 2001 with respect to AXA Premier VIP Small/Mid Cap Growth Portfolio. (1)
- (d) (10) Investment Advisory Agreement between Equitable and AXA Rosenberg Investment Management LLC ("AXA Rosenberg") dated as of November 30, 2001 with respect to AXA Premier VIP Small/Mid Cap Value Portfolio. (1)
- (d) (11) Investment Advisory Agreement between Equitable and The Boston Company Asset Management, LLC ("BCAM") dated as of November 30, 2001 with respect to AXA Premier VIP Small/Mid Cap Value Portfolio. (1)
- (d) (12) Investment Advisory Agreement between Equitable and Bank of Ireland Asset Management (U.S.) Limited ("BIAM (U.S.)") dated as of November 30, 2001 with respect to AXA Premier VIP International Equity Portfolio. (1)
- (d) (13) Investment Advisory Agreement between Equitable and OppenheimerFunds, Inc. ("Oppenheimer") dated as of November 30, 2001 with respect to AXA Premier VIP International Equity Portfolio. (1)
- (d) (14) Investment Advisory Agreement between Equitable and Firsthand Capital Management, Inc. ("Firsthand") dated as of November 30, 2001 with respect to AXA Premier VIP Technology Portfolio. (1)
- (d) (15) Investment Advisory Agreement between Equitable and A I M Capital Management, Inc. ("AIM") dated as of November 30, 2001 with respect to AXA Premier VIP Health Care Portfolio. (1)
- (d) (16) Investment Advisory Agreement between Equitable and Wellington Management Company, LLP ("Wellington") dated as of November 30, 2001 with respect to AXA Premier VIP Health Care Portfolio. (1)
- (d) (16) (i) Amendment No. 1 dated as of August 1, 2002 to Investment Advisory agreement between Equitable and Wellington with respect to AXA Premier VIP Small/Mid Cap Value Portfolio and AXA Premier VIP Health Care Portfolio - (filed herewith).
- (d) (17) Investment Advisory Agreement between Equitable and BlackRock Advisors, Inc. ("BAI") dated as of November 30, 2001 with respect to AXA Premier VIP Core Bond Portfolio. (1)
- (d) (18) Investment Advisory Agreement between Equitable and

Pacific Investment Management Company LLC ("PIMCO")  
dated as of November 30, 2001 with respect to AXA  
Premier VIP Core Bond Portfolio. (1)

(d) (19) Investment Advisory Agreement between Equitable and  
Provident Investment Counsel, Inc. ("Provident")  
dated as of August 1, 2002 with respect to AXA  
Premier VIP Small/Mid Cap Growth Portfolio - (filed  
herewith).

(e) Underwriting Contracts

(e) (1) (i) Distribution Agreement between Registrant and AXA  
Advisors, LLC ("AXA Advisors") dated as of November  
30, 2001 with respect to the Class A shares. (1)

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(e) (1) (ii) Distribution Agreement between Registrant and AXA  
Advisors dated as of November 30, 2001 with respect  
to the Class B shares. (1)

(e) (2) (i) Distribution Agreement between Registrant and  
Equitable Distributors, Inc. ("EDI") dated as of  
November 30, 2001 with respect to the Class A  
shares. (1)

(e) (2) (ii) Distribution Agreement between Registrant and EDI  
dated as of November 30, 2001 with respect to the  
Class B shares. (1)

(e) (3) (i) Distribution Agreement between Registrant and AXA  
Distributors, LLC ("AXA Distributors") dated as of  
November 30, 2001 with respect to the Class A  
shares. (1)

(e) (3) (ii) Distribution Agreement between Registrant and AXA  
Distributors dated as of November 30, 2001 with  
respect to the Class B shares. (1)

(f) Form of Deferred Compensation Plan. (1)

(g) Global Custody Agreement between Registrant and  
JPMorgan Chase Bank dated as of December 31, 2001.  
(2)

(h) Other Material Contracts

(h) (1) Mutual Funds Service Agreement between Registrant and  
Equitable dated as of November 30, 2001. (1)

(h) (4) Expense Limitation Agreement between Registrant and  
Equitable dated as of November 30, 2001. (1)

(h) (5) Participation Agreement among Registrant, Equitable,  
AXA Advisors, AXA Distributors and EDI dated as of  
December 3, 2001. (1)

Legal Opinions

(i) (1) Legal Opinion of Kirkpatrick & Lockhart LLP regarding  
the legality of the securities being registered - (to  
be filed by amendment).

(i) (2) Legal Opinion of Delaware counsel regarding the  
legality of the securities being registered. (1)

(j) Other Consents

(j) (1) Consent of Independent Accountants - (to be filed by  
amendment).

(j) (2) Powers of Attorney. (1)

(j) (2) (i) Revised Powers of Attorney - (filed herewith).

- (k) Omitted Financial Statements (not applicable)
- (l) Initial Capital Agreement dated November 12, 2001. (1)
- (m) Distribution Plan pursuant to Rule 12b-1 with respect to Class B shares of the Registrant. (1)
- (n) Plan Pursuant to Rule 18f-3 Under the Investment Company Act of 1940. 1
- (o) Reserved
- (p) Codes of Ethics
- (p) (1) Code of Ethics of the Registrant, Equitable, AXA Advisors, AXA Distributors and EDI. (1)
- (p) (2) Code of Ethics of Alliance Capital, dated January 2001. (1)

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- (p) (2) (i) Revised Code of Ethics of Alliance Capital, effective April 2002 - (filed herewith).
- (p) (3) Code of Ethics of Dresdner, revised May 2001. (1)
- (p) (4) Code of Ethics of TCW, dated March 2000. (1)
- (p) (5) Code of Ethics of Janus, as revised June 1, 2001. (1)
- (p) (5) (i) Code of Ethics of Janus, as revised April 1, 2002 - (filed herewith).
- (p) (6) Code of Ethics of Thornburg, as revised May 2001. (1)
- (p) (7) Code of Ethics of ICAP, restated effective as of September 30, 1998 and amended March 1, 2000. (1)
- (p) (8) Code of Ethics of MFS, effective as of September 1, 2000. (1)
- (p) (9) Code of Ethics of RSIM, dated July 1, 2000, amended March 8, 2001. (1)
- (p) (10) Code of Ethics of AXA Rosenberg. (1)
- (p) (11) Code of Ethics of BCAM. (1)
- (p) (12) Code of Ethics of BIAM (U.S.). (1)
- (p) (13) Code of Ethics of Oppenheimer, dated March 1, 2000. (1)
- (p) (13) (i) Code of Ethics of Oppenheimer, dated as of May 15, 2002, as amended and restated - (filed herewith).
- (p) (14) Code of Ethics of Firsthand, dated May 12, 2001. (1)
- (p) (15) Code of Ethics of AIM, as amended February 24, 2001. (1)
- (p) (15) (i) Code of Ethics of AIM, as amended September 27, 2002 - (filed herewith).
- (p) (16) Code of Ethics of Wellington, revised March 1, 2000. (1)
- (p) (17) Code of Ethics of BAI, effective March 1, 2000. 1
- (p) (18) Code of Ethics of PIMCO, effective as of March 31, 2000. (1)
- (p) (19) Code of Ethics of Provident, effective February 15,

</TABLE>

Item 24. Persons controlled by or under Common Control with Registrant

Equitable controls the Trust by virtue of its ownership of more than 99% of the Trust's shares as of January 31, 2003. All shareholders of the Trust are required to solicit instructions from their respective contract owners as to certain matters. The Trust may in the future offer its shares to insurance companies unaffiliated with Equitable.

On July 22, 1992, Equitable converted from a New York mutual life insurance company to a publicly-owned New York stock life insurance company. At that time Equitable became a wholly-owned subsidiary of AXA Financial, Inc. ("AXA Financial"). AXA Financial continues to own 100% of Equitable's common stock.

AXA is the largest shareholder of AXA Financial. AXA owns, directly or indirectly through its affiliates, 100% of the outstanding common stock of AXA Financial. AXA is the holding company for an

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- (1) Incorporated herein by reference to Pre-Effective Amendment No. 1 to Registrant's Registration Statement on Form N-1A filed on December 10, 2001 (File No. 333-70754).
- (2) Incorporated herein by reference to Post-Effective Amendment No. 1 to Registrant's Registration Statement on Form N-1A filed on April 15, 2002 (File No. 333-70754).

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international group of insurance and related financial services companies. AXA's insurance operations include activities in life insurance, property and casualty insurance and reinsurance. The insurance operations are diverse geographically, with activities principally in Western Europe, North America, and the Asia/Pacific area and, to a lesser extent, in Africa and South America. AXA is also engaged in asset management, investing banking, securities trading, brokerage, real estate and other financial services activities principally in the United States, as well as in Western Europe and the Asia/Pacific area.

Item 25. Indemnification

Incorporated herein by reference to Post-Effective Amendment No. 1 to Registrant's Registration Statement on Form N-1A filed on April 15, 2002 (File No. 333-70754).

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Item 26. Business and Other Connections of Investment Adviser

Equitable is a registered investment adviser and serves as manager for all portfolios of the Registrant. The description of Equitable under the caption of "Management of the Trust" in the Prospectus and under the caption "Investment Management and Other Services" in the Statement of Additional Information constituting Parts A and B, respectively, of this Registration Statement are incorporated herein by reference. Information on the directors and officers of Equitable set forth in its Form ADV filed with the Securities and Exchange Commission (File No. 801-07000) is incorporated herein by reference. Equitable, with the approval of the Registrant's board of trustees, selects sub-advisers for each portfolio of the Registrant. The following companies, all of which are registered investment advisers, serve as sub-advisers for the portfolios.

Alliance Capital serves as a sub-adviser to AXA Premier VIP Large Cap Growth Portfolio, AXA Premier VIP Large Cap Value Portfolio, AXA Premier VIP Small/Mid Cap Growth Portfolio and AXA Premier VIP Technology Portfolio. In addition, Alliance Capital, through its Bernstein Investment Research and Management unit, serves as a sub-adviser to AXA Premier VIP Large Cap Core Equity Portfolio and AXA Premier VIP International Equity Portfolio. The description of Alliance Capital under the caption "Investment Management and Other Services" in the Statement of Additional Information constituting Part B of this Registration Statement is incorporated herein by reference. Information on the directors and officers of Alliance Capital set forth in its Form ADV

filed with the Securities and Exchange Commission (File No. 801-56720) is incorporated herein by reference.

Dresdner serves as a sub-adviser to AXA Premier VIP Large Cap Growth Portfolio, AXA Premier VIP Technology Portfolio and AXA Premier VIP Health Care Portfolio. The description of Dresdner under the caption "Investment Management and Other Services" in the Statement of Additional Information constituting Part B of this Registration Statement is incorporated herein by reference. Information on the directors and officers of Dresdner set forth in its Form ADV filed with the Securities and Exchange Commission (File No. 801-56308) is incorporated herein by reference.

TCW serves as a sub-adviser to AXA Premier VIP Large Cap Growth Portfolio and AXA Premier VIP Small/Mid Cap Value Portfolio. The description of TCW under the caption "Investment Management and Other Services" in the Statement of Additional Information constituting Part B of this Registration Statement is incorporated herein by reference. Information on the directors and officers of TCW set forth in its Form ADV filed with the Securities and Exchange Commission (File No. 801-29075) is incorporated herein by reference.

Janus serves as a sub-adviser to AXA Premier VIP Large Cap Core Equity Portfolio. The description of Janus under the caption "Investment Management and Other Services" in the Statement of Additional Information constituting Part B of this Registration Statement is incorporated herein by reference. Information on the directors and officers of Janus set forth in its Form ADV filed with the Securities and Exchange Commission

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(File No. 801-13991) is incorporated herein by reference.

Thornburg serves as a sub-adviser to AXA Premier VIP Large Cap Core Equity Portfolio. The description of Thornburg under the caption "Investment Management and Other Services" in the Statement of Additional Information constituting Part B of this Registration Statement is incorporated herein by reference. Information on the directors and officers of Thornburg set forth in its Form ADV filed with the Securities and Exchange Commission (File No. 801-17853) is incorporated herein by reference.

ICAP serves as a sub-adviser to AXA Premier VIP Large Cap Value Portfolio. The description of ICAP under the caption "Investment Management and Other Services" in the Statement of Additional Information constituting Part B of this Registration Statement is incorporated herein by reference. Information on the directors and officers of ICAP set forth in its Form ADV filed with the Securities and Exchange Commission (File No. 801-40779) is incorporated herein by reference.

MFS serves as a sub-adviser to AXA Premier VIP Large Cap Value Portfolio. The description of MFS under the caption "Investment Management and Other Services" in the Statement of Additional Information constituting Part B of this Registration Statement is incorporated herein by reference. Information on the directors and officers of MFS set forth in its Form ADV filed with the Securities and Exchange Commission (File No. 801-46433) is incorporated herein by reference.

Provident serves as a sub-adviser to AXA Premier VIP Small/Mid Cap Growth Portfolio. The description of Provident under the caption "Investment Management and Other Services" in the Statement of Additional Information constituting Part B of this Registration Statement is incorporated herein by reference. Information on the directors and officers of Provident set forth in its Form ADV filed with the Securities and Exchange Commission (File No. 801-47993) is incorporated herein by reference.

RSIM serves as a sub-adviser to AXA Premier VIP Small/Mid Cap Growth Portfolio. The description of RSIM under the caption "Investment Management and Other Services" in the Statement of Additional Information constituting Part B of this Registration Statement is incorporated herein by reference. Information on the directors and officers of RSIM set forth in its Form ADV filed with the Securities and Exchange Commission (File No. 801-44125) is incorporated herein by reference.

AXA Rosenberg serves as a sub-adviser to AXA Premier VIP Small/Mid Cap Value Portfolio. The description of AXA Rosenberg under the caption "Investment Management and Other Services" in the Statement of Additional Information constituting Part B of this Registration Statement is incorporated herein by reference. Information on the directors and officers of AXA Rosenberg set forth in its Form ADV filed with the Securities and Exchange Commission (File No. 801-56080) is incorporated herein by reference.

BIAM (U.S.) serves as a sub-adviser to AXA Premier VIP International Equity Portfolio. The description of BIAM (U.S.) under the caption "Investment Management and Other Services" in the Statement of Additional Information constituting Part B of this Registration Statement is incorporated herein by reference. Information on the directors and officers of BIAM (U.S.) set forth in its Form ADV filed with the Securities and Exchange Commission (File No. 801-29606) is incorporated herein by reference.

Oppenheimer serves as a sub-adviser to AXA Premier VIP International Equity Portfolio. The

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description of Oppenheimer under the caption "Investment Management and Other Services" in the Statement of Additional Information constituting Part B of this Registration Statement is incorporated herein by reference. Information on the directors and officers of Oppenheimer set forth in its Form ADV filed with the Securities and Exchange Commission (File No. 801-08253) is incorporated herein by reference.

Firsthand serves as a sub-adviser to AXA Premier VIP Technology Portfolio. The description of Firsthand under the caption "Investment Management and Other Services" in the Statement of Additional Information constituting Part B of this Registration Statement is incorporated herein by reference. Information on the directors and officers of Firsthand set forth in its Form ADV filed with the Securities and Exchange Commission (File No. 801-45534) is incorporated herein by reference.

AIM serves as a sub-adviser to AXA Premier VIP Health Care Portfolio. The description of AIM under the caption "Investment Management and Other Services" in the Statement of Additional Information constituting Part B of this Registration Statement is incorporated herein by reference. Information on the directors and officers of AIM set forth in its Form ADV filed with the Securities and Exchange Commission (File No. 801-15211) is incorporated herein by reference.

Wellington serves as a sub-adviser to AXA Premier VIP Health Care Portfolio and AXA Premier VIP Small/Mid Cap Value Portfolio. The description of Wellington under the caption "Investment Management and Other Services" in the Statement of Additional Information constituting Part B of this Registration Statement is incorporated herein by reference. Information on the directors and officers of Wellington set forth in its Form ADV filed with the Securities and Exchange Commission (File No. 801-15908) is incorporated herein by reference.

BAI serves as a sub-adviser to AXA Premier VIP Core Bond Portfolio. The description of BAI under the caption "Investment Management and Other Services" in the Statement of Additional Information constituting Part B of this Registration Statement is incorporated herein by reference. Information on the directors and officers of BAI set forth in its Form ADV filed with the Securities and Exchange Commission (File No. 801-47710) is incorporated herein by reference.

PIMCO serves as a sub-adviser to AXA Premier VIP Core Bond Portfolio. The description of PIMCO under the caption "Investment Management and Other Services" in the Statement of Additional Information constituting Part B of this Registration Statement is incorporated herein by reference. Information on the directors and officers of PIMCO set forth in its Form ADV filed with the Securities and Exchange Commission (File No. 801-48187) is incorporated herein by reference.

#### Item 27. Principal Underwriter

(a) AXA Advisors and AXA Distributors are the principal underwriters. AXA Advisors also serves as a principal underwriter for the following entities: AXA Premier Funds Trust; EQ Advisors Trust; Separate Account Nos. 45, 66 and 301 of Equitable; and Separate Accounts A, I and FP of Equitable. AXA Distributors also serves as a principal underwriter for AXA Premier Funds Trust, EQ Advisors Trust and Separate Account No. 49 of Equitable.

(b) Set forth below is certain information regarding the directors and officers of AXA Advisors and AXA Distributors, the principal underwriters. Except as indicated otherwise, the business address of each person listed below is 1290 Avenue of the Americas, New York, New York 10104. The business address of each person whose name is preceded by an asterisk is 1345 Avenue of the Americas, 33rd Floor, New York, New York 10105. The business address of each person whose name is preceded by a double

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AXA ADVISORS LLC

<TABLE>  
<CAPTION>

| NAME AND PRINCIPAL BUSINESS ADDRESS | POSITIONS AND OFFICES WITH AXA ADVISORS LLC        | POSITIONS AND OFFICES WITH THE TRUST |
|-------------------------------------|--|--------------------------------------|
| <S>                                 | <C>  | <C>                                  |
| <b>DIRECTORS</b>                    |  |                                      |
| Harvey E. Blitz                     | Director   |                                      |
| * David Conine                      | Director   |                                      |
| Jerald E. Hampton                   | Director   |                                      |
| John Lefferts                       | Director   |                                      |
| Michael S. Martin                   | Director   |                                      |
| G. Patrick McGunagle                | Director   |                                      |
| Richard V. Silver                   | Director   |                                      |
| Mark R. Wutt                        | Director   |                                      |
| <b>OFFICERS</b>                     |  |                                      |
| Michael S. Martin                   | Chairman of the Board                              |                                      |
| Jerald E. Hampton                   | Vice Chairman of the Board                         |                                      |
| John Lefferts                       | President and Chief Financial Officer              |                                      |
| Harvey E. Blitz                     | Executive Vice President                           |                                      |
| ** Edward J. Hayes                  | Executive Vice President                           |                                      |
| Gary Lineberry                      | Executive Vice President                           |                                      |
| G. Patrick McGunagle                | Executive Vice President                           |                                      |
| Nik Malvania                        | Executive Vice President                           |                                      |
| Peter D. Noris                      | Executive Vice President                           | Chairman of the Board                |
| Geoffrey H. Radbill                 | Executive Vice President                           |                                      |
| James P. Bodovitz                   | Senior Vice President and General Counsel          |                                      |
| Kevin Byrne                         | Senior Vice President and Treasurer                |                                      |
| Stephen T. Burnthall                | Senior Vice President                              |                                      |
| Jill Cooley                         | Senior Vice President and Chief Operations Officer |                                      |
| Denise DiBlasi                      | Senior Vice President                              |                                      |
| James Goodwin                       | Senior Vice President                              |                                      |
| Jeffrey Green                       | Senior Vice President                              |                                      |
| Richard Magaldi                     | Senior Vice President                              |                                      |
| Eric Mosholt                        | Senior Vice President                              |                                      |
| Robert Schmidt                      | Senior Vice President                              |                                      |

</TABLE>

AXA ADVISORS LLC

<TABLE>  
<CAPTION>

| NAME AND PRINCIPAL BUSINESS ADDRESS | POSITIONS AND OFFICES WITH AXA ADVISORS LLC | POSITIONS AND OFFICES WITH THE TRUST |
|-------------------------------------|---|--------------------------------------|
| <S>                                 | <C>   | <C>                                  |
| Donna M. Dazzo                      | First Vice President                        |                                      |
| Amy Franceschini                    | First Vice President                        |                                      |
| Peter Mastrantuono                  | First Vice President                        |                                      |
| David Mahler                        | Vice President and Compliance Officer       |                                      |
| Mark D. Godofsky                    | Vice President and Controller               |                                      |
| Linda J. Galasso                    | Vice President and Secretary                |                                      |
| Beth Andreozzi                      | Vice President                              |                                      |
| Raymond T. Barry                    | Vice President                              |                                      |
| Michael Brzozowski                  | Vice President                              |                                      |
| Claire A. Comerford                 | Vice President                              |                                      |
| Mary E. Cantwell                    | Vice President                              | Vice President                       |



|                  |                          |
|------------------|--------------------------|
| Catherine Gentry | Vice President           |
| Gisela Jackson   | Vice President           |
| John Mapes       | Vice President           |
| Frank Massa      | Vice President           |
| Jose Montengro   | Vice President           |
| Sandi Narvaez    | Vice President           |
| Edna Russon      | Vice President           |
| Michael Ryniker  | Vice President           |
| James Woodley    | Vice President           |
| Frank Acierno    | Assistant Vice President |
| Charlton Bulkin  | Assistant Vice President |
| Francesca Divone | Assistant Secretary      |

</TABLE>

AXA DISTRIBUTORS, LLC

<TABLE>  
<CAPTION>

| NAME AND PRINCIPAL BUSINESS ADDRESS | POSITIONS AND OFFICES WITH AXA DISTRIBUTORS, LLC  | POSITIONS AND OFFICES WITH THE TRUST |
|-------------------------------------|---|--------------------------------------|
| <S>                                 | <C>   | <C>                                  |
| <b>DIRECTORS</b>                    |   |                                      |
| Jerald E. Hampton                   | Director  |                                      |
| Alex MacGillivray                   | Director  |                                      |
| Richard Matteis                     | Director  |                                      |
| Deanna Mulligan                     | Director  |                                      |
| Charles Wilder                      | Director  |                                      |
| <b>OFFICERS</b>                     |   |                                      |
| Jerald E. Hampton                   | Chairman of the Board                             |                                      |
| Alex MacGillivray                   | President and Chief Executive Officer             |                                      |
| Charles Wilder                      | Chief Operating Officer                           |                                      |
| Hunter Allen                        | Senior Vice President and National Sales Director |                                      |

</TABLE>

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AXA DISTRIBUTORS, LLC

<TABLE>  
<CAPTION>

| NAME AND PRINCIPAL BUSINESS ADDRESS | POSITIONS AND OFFICES WITH AXA DISTRIBUTORS, LLC               | POSITIONS AND OFFICES WITH THE TRUST |
|-------------------------------------|--|--------------------------------------|
| <S>                                 | <C>  | <C>                                  |
| Michael Brandreit                   | Senior Vice President  |                                      |
| Thomas Bullen                       | Senior Vice President and Director of Key Acct. Relationships  |                                      |
| Megan Condron                       | Senior Vice President and Key Account Manager                  |                                      |
| Chris Gabrielsen                    | Senior Vice President  |                                      |
| David Hughes                        | Senior Vice President  |                                      |
| Harry Johnson                       | Senior Vice President  |                                      |
| David Kahal                         | Senior Vice President  |                                      |
| Michael McDaniel                    | Senior Vice President and Broker Dealer National Sales Manager |                                      |
| Robert Mullett                      | Senior Vice President  |                                      |
| Daniel Roebuck                      | Senior Vice President  |                                      |
| Mark Scalercio                      | Senior Vice President  |                                      |
| Norman J. Abrams                    | Vice President and Counsel                                     |                                      |
| Kurt Auleta                         | Vice President and Annuity Sales Desk Manager                  |                                      |
| Raymond T. Barry                    | Vice President   |                                      |
| Jeffrey Coomes                      | Vice President   |                                      |
| Daniel Faller                       | Vice President   |                                      |
| Carol Fracasso                      | Vice President and Life Sales Desk Manager                     |                                      |
| Linda J. Galasso                    | Vice President and Secretary                                   |                                      |
| Nelida Garcia                       | Vice President   |                                      |
| David Halstead                      | Vice President   |                                      |
| Page Long                           | Vice President   |                                      |
| Sandra Narvaez                      | Vice President   |                                      |

|                          |  |
|--------------------------|--|
| Dimas Nunez              | Vice President                             |
| Patrick O'Shea           | Vice President and Chief Financial Officer |
| Anthea Perkinson         | Vice President and Key Account Manager     |
| Ronald R. Quist          | Vice President and Treasurer               |
| Alice Stout              | Vice President                             |
| Steve Carapella          | Assistant Vice President                   |
| Nahula Ethirveerasingham | Assistant Vice President                   |
| Sandra Ferantello        | Assistant Vice President                   |
| Michael Gass             | Assistant Vice President                   |
| Kelly Riddell            | Assistant Vice President                   |
| Francesca Divone         | Assistant Secretary                        |

</TABLE>

(c) Inapplicable.

Item 28. Location of Accounts and Records

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Books or other documents required to be maintained by Section 31(a) of the Investment Company Act of 1940, and the Rules promulgated thereunder, are maintained as follows:

(a) With respect to Rules 31a-1(a); 31a-1(b)(1); (2)(i) and (ii); (3); (6); (8); (12); and 31a-1(d), the required books and records are maintained at the offices of Registrant's Custodian:

JPMorgan Chase Bank  
4 Chase MetroTech Center  
Brooklyn, New York 11245

(b) With respect to Rules 31a-1(a); 31a-1(b)(1), (4); (2)(iii) and (iv); (4); (5); (6); (8); (9); (10); (11) and 31a-1(f), the required books and records are currently maintained at the offices of the Registrant's Manager or Sub-Administrator:

<TABLE>  
<CAPTION>

|  |  |
|--|--|
| <S>  | <C>  |
| The Equitable Life Assurance Society of the United States<br>1290 Avenue of the Americas<br>New York, NY 10104 | J. P. Morgan Investors Services Co.<br>73 Tremont Street<br>Boston, MA 02108 |

</TABLE>

(c) With respect to Rules 31a-1(b)(5), (6), (9) and (10) and 31a-1(f), the required books and records are maintained at the principal offices of the Registrant's Manager or Sub-advisers:

<TABLE>  
<CAPTION>  
<S>

|  |  |
|--|--|
| The Equitable Life Assurance Society of the United States<br>1290 Avenue of the Americas<br>New York, NY 10104 | AXA Rosenberg Investment Management LLC<br>4 Orinda Way<br>Building E<br>Orinda, CA 94563    |
| Alliance Capital Management L.P.<br>1345 Avenue of the Americas<br>New York, NY 10105                          | Provident Investment Counsel, Inc.<br>300 North Lake Avenue<br>Pasadena, CA 91101-4106       |
| Dresdner RCM Global Investors LLC<br>Four Embarcadero Center<br>San Francisco, CA 94111-4189                   | Bank of Ireland Asset Management (U.S.) Limited<br>26 Fitzwilliam Place<br>Dublin 2, Ireland |
| TCW Investment Management Company<br>865 South Figueroa Street<br>Los Angeles, CA 90017                        | OppenheimerFunds, Inc.<br>6803 South Tucson Way<br>Englewood, CO 80112                       |
| Janus Capital Management LLC<br>100 Fillmore Street<br>Denver, CO 80206  | Firsthand Capital Management, Inc.<br>125 South Market<br>Suite 1200                         |

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Thornburg Investment Management, Inc.  
119 East Marcy Street  
Santa Fe, NM 87501-2046

A I M Capital Management, Inc.  
11 Greenway Plaza  
Suite 100  
Houston, TX 77046

Institutional Capital Corporation  
225 West Wacker Dr.  
Suite 2400  
Chicago, IL 60606

Wellington Management Company, LLP  
75 State Street  
Boston, MA 02109

MFS Investment Management  
500 Boylston Street  
Boston, MA 02116

BlackRock Advisors, Inc.  
345 Park Avenue  
New York, NY 10154

RS Investment Management, LP  
388 Market Street  
Suite 1700  
San Francisco, CA 94111

Pacific Investment Management Company LLC  
840 Newport Center Drive  
Suite 300  
Newport Beach, CA 92660

</TABLE>

Item 29. Management Services

Inapplicable.

Item 30. Undertakings

Inapplicable.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and the Investment Company Act of 1940, the Registrant, AXA Premier VIP Trust has duly caused this Registration Statement on Form N-1A to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, and the State of New York on the 10th day of February 2003.

AXA PREMIER VIP TRUST

By: /s/ Steven M. Joenk

-----  
Steven M. Joenk  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<TABLE>

<CAPTION>

| Signature<br>-----                                     | Title<br>-----                                  | Date<br>-----            |
|--|---|--------------------------|
| <S><br>/s/ Steven M. Joenk<br>-----<br>Steven M. Joenk | <C><br>President and<br>Chief Executive Officer | <C><br>February 10, 2003 |
| <br>/s/ Gerald C. Crotty*<br>-----<br>Gerald C. Crotty | <br>Trustee                                     | <br>February 10, 2003    |
| <br>/s/ Barry Hamerling*                               | <br>Trustee                                     | <br>February 10, 2003    |

-----  
Barry Hamerling

/s/ Peter D. Noris\*  
-----

Trustee

February 10, 2003

Peter D. Noris

/s/ Cynthia R. Plouche\*  
-----

Trustee

February 10, 2003

Cynthia R. Plouche

/s/ Rayman L. Solomon\*  
-----

Trustee

February 10, 2003

Rayman L. Solomon

\* By: /s/ Steven M. Joenk  
-----

Steven M. Joenk  
(Attorney-in-Fact)

</TABLE>

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AXA PREMIER VIP TRUST

EXHIBIT INDEX

- (d) (1) Investment Management Agreement between Registrant and The Equitable Life Assurance Society of the United States ("Equitable") dated as of November 30, 2001.
- (d) (3) (i) Investment Advisory Agreement between Equitable and Dresdner RCM Global Investors LLC dated as of November 30, 2001 with respect to AXA Premier VIP Large Cap Growth Portfolio, AXA Premier VIP Technology Portfolio and AXA Premier VIP Health Care Portfolio.
- (d) (8) (i) Amendment No. 1 dated as of August 1, 2002, to Investment Advisory Agreement between Equitable and MFS Investment Management with respect to AXA Premier VIP Large Cap Value Portfolio.
- (d) (16) (i) Amendment No. 1 dated as of August 1, 2002, to Investment Advisory Agreement between Equitable and Wellington Management Company, LLP with respect to AXA Premier VIP Small/Mid Cap Value Portfolio and AXA Premier VIP Health Care Portfolio.
- (d) (19) Investment Advisory Agreement between Equitable and Provident Investment Counsel, Inc. ("Provident") dated as of August 1, 2002 with respect to AXA Premier VIP Small/Mid Cap Growth Portfolio.
- (h) (4) (i) Amended and Restated Expense Limitation Agreement between Registrant and Equitable, effective as of June 1, 2002.
- (j) (2) (i) Revised Powers of Attorney.
- (p) (2) (i) Revised Code of Ethics of Alliance Capital Management L.P., effective April 2002.
- (p) (5) (i) Code of Ethics of Janus Capital Management LLC, as revised April 1, 2002.
- (p) (13) (i) Code of Ethics of OppenheimerFunds, Inc., dated as of May 15, 2002, as amended and restated.
- (p) (15) (i) Code of Ethics of A I M Capital Management, Inc., as amended September 27, 2002.

(p) (18) (i) Revised Code of Ethics of Pacific Investment  
Management Company LLC, effective December 31, 2001.

(p) (19) Code of Ethics of Provident, effective February 15,  
2002.

INVESTMENT MANAGEMENT AGREEMENT

INVESTMENT MANAGEMENT AGREEMENT ("AGREEMENT"), dated as of November 30, 2001, between the AXA Premier VIP Trust, a Delaware business trust ("Trust"), and The Equitable Life Assurance Society of the United States, a New York Stock life insurance company ("Equitable" or "Manager").

WHEREAS, the Trust is registered as an investment company under the Investment Company Act of 1940, as amended ("Investment Company Act");

WHEREAS, Equitable is registered as an investment adviser under the Investment Advisers Act of 1940, as amended ("Advisers Act");

WHEREAS, the Trust is and will continue to be a series fund having one or more investment portfolios, each with its own investment objectives, investment policies and restrictions;

WHEREAS, the Investment Company Act prohibits any person from acting as an investment adviser to a registered investment company except pursuant to a written contract; and

WHEREAS, the Board of Trustees of the Trust wishes to appoint Equitable as the investment manager of the Trust;

NOW, THEREFORE, the Trust and Equitable hereby agree as follows:

1. APPOINTMENT OF MANAGER

The Trust hereby appoints Equitable as the investment manager for each of the Funds of the Trust specified in Appendix A to this Agreement, as such Appendix A may be amended by Manager and the Trust from time to time ("Funds"), subject to the supervision of the Trustees of the Trust and in the manner and under the terms and conditions set forth in this Agreement. Manager accepts such appointment and agrees to render the services and to assume the obligations set forth in this Agreement commencing on its effective date. Manager will be an independent contractor and will have no authority to act for or represent the Trust in any way or otherwise be deemed an agent unless expressly authorized in this Agreement or another writing by the Trust and Manager.

2. DUTIES OF THE MANAGER

A. Subject to the general supervision and control of the Trustees of the Trust and under the terms and conditions set forth in this Agreement, the Trust acknowledges and agrees that it is contemplated that Manager will, at its own expense, select and contract with one or more investment advisers ("Advisers") to manage the investment operations and composition of each and every Fund of the Trust and render investment advice for each Fund, including the purchase, retention, and disposition of the investments, securities and cash contained in each Fund, in accordance with each Fund's investment objectives, policies and restrictions as stated in the Trust's Agreement and Declaration of Trust, By-Laws, and such Fund's Prospectus, Statement of Additional Information ("SAI") and Compliance Manual, as is from time to time in effect; provided, that any contract with an Adviser (an "Advisory Agreement") shall be in compliance with and approved as required by the Investment Company Act or in accordance with exemptive relief granted by the Securities and Exchange Commission ("SEC") under the Investment Company Act.

B. Subject always to the direction and control of the Trustees of the Trust, Manager will have (i) overall supervisory responsibility for the general management and investment of each Fund's assets; (ii) full discretion to select new or additional Advisers for each Fund; (iii) full discretion to enter into and materially modify existing Advisory Agreements with Advisers; (iv) full discretion to terminate and replace any Adviser; and (v) full investment discretion to make all determinations with respect to the investment of a Fund's assets not then managed by an Adviser. In connection with Manager's responsibilities herein, Manager will assess each Fund's investment focus and

will seek to implement decisions with respect to the allocation and reallocation of each Fund's assets among one or more current or additional Advisers from time to time, as the Manager deems appropriate, to enable each Fund to achieve its investment goals. In addition, Manager will monitor compliance of each Adviser with the investment objectives, policies and restrictions of any Fund or Funds (or portions of any Fund) under the management of such Adviser, and review and report to the Trustees of the Trust on the performance of each Adviser. Manager will furnish, or cause the appropriate Adviser(s) to furnish, to the Trust such statistical information, with respect to the investments that a Fund (or portions of any Fund) may hold or contemplate purchasing, as the Trust may reasonably request. On Manager's own initiative, Manager will apprise, or cause the appropriate Adviser(s) to apprise, the Trust of important developments materially affecting each Fund (or any portion of a Fund that they advise) and will furnish the Trust, from time to time, with such information as may be appropriate for this purpose. Further, Manager agrees to furnish, or cause the appropriate Adviser(s) to furnish, to the Trustees of the Trust such periodic and special reports as the Trustees of the Trust may reasonably request. In addition, Manager agrees to cause the appropriate Adviser(s) to furnish to third-party data reporting services all currently available standardized performance information and other customary data.

C. Manager will also furnish to the Trust, at its own expense and without remuneration from or other cost to the Trust, the following:

(i) Office Space. Manager will provide office space in the offices of the Manager or in such other place as may be reasonably agreed upon by the parties hereto from time to time, and all necessary office facilities and equipment;

(ii) Personnel. Manager will provide necessary executive and other personnel, including personnel for the performance of clerical and other office functions, exclusive of those functions: (a) related to and to be performed under the Trust's contract or contracts for administration, custodial, accounting, bookkeeping, transfer, and dividend disbursing agency or similar services by any entity, including Manager or its affiliates, selected to perform such services under such contracts; and (b) related to the services to be provided by any Adviser pursuant to an Advisory Agreement; and

(iii) Preparation of Prospectus and Other Documents. Manager will provide other information and services, other than services of outside counsel or independent accountants or services to be provided by any Adviser under any Advisory Agreement, required in connection with the preparation of all registration statements and Prospectuses, prospectus supplements, SAIs, all annual, semiannual, and periodic reports to shareholders of the Trust, regulatory authorities, or others, and all notices and proxy solicitation materials, furnished to shareholders of the Trust or regulatory authorities, and all tax returns.

D. Limitations on Liability. Manager will exercise its best judgment in rendering its services to the Trust, and the Trust agrees, as an inducement to Manager's undertaking to do so, that the Manager will not be liable for any error of judgment or mistake of law or for any loss suffered by the Trust in connection with the matters to which this Agreement relates, but will be liable only for willful misconduct, bad faith, gross negligence or reckless disregard of its duties or obligations in rendering its services to the Trust as specified in this Agreement. Any person, even though an officer, director, employee or agent of

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Manager, who may be or become an officer, Trustee, employee or agent of the Trust, shall be deemed, when rendering services to the Trust or when acting on any business of the Trust, to be rendering such services to or to be acting solely for the Trust and not as an officer, director, employee or agent, or one under the control or direction of Manager, even though paid by it.

E. Section 11 of the Securities Exchange Act of 1934, as amended. The Trust hereby agrees that any entity or person associated with Manager that is a member of a national securities exchange is authorized to effect any transaction on such exchange for the account of a Fund to the extent and as permitted by

Section 11(a)(1)(H) of the Securities Exchange Act of 1934, as amended ("1934 Act").

F. Section 28(e) of the 1934 Act. Subject to the appropriate policies and procedures approved by the Board of Trustees, the Manager may, to the extent authorized by Section 28(e) of the 1934 Act, cause a Fund to pay a broker or dealer that provides brokerage or research services to the Manager, the Adviser, the Trust and the Fund an amount of commission for effecting a Fund transaction in excess of the amount of commission another broker or dealer would have charged for effecting that transaction if the Manager determines, in good faith, that such amount of commission is reasonable in relationship to the value of such brokerage or research services provided in terms of that particular transaction or the Manager's overall responsibilities to the Fund, the Trust or its other investment advisory clients. To the extent authorized by said Section 28(e) and the Board of Trustees, the Manager shall not be deemed to have acted unlawfully or to have breached any duty created by this Agreement or otherwise solely by reason of such action. In addition, subject to seeking "best execution" and in compliance with the Conduct Rules of the National Association of Securities Dealers, Inc., the Manager may also consider sales of shares of the Trust as a factor in the selection of brokers and dealers.

G. Directed Brokerage. Subject to the requirement to seek best execution, and to the appropriate policies and procedures approved by the Board of Trustees, the Trust reserves the right to direct the Manager to cause Advisers to effect transactions in Fund securities through broker-dealers in a manner that will help generate resources to: (i) pay the cost of certain expenses which the Trust is required to pay or for which the Trust is required to arrange payment pursuant to this Agreement; or (ii) finance activities that are primarily intended to result in the sale of Trust shares. At the discretion of the Board of Trustees, such resources may be used to pay or cause the payment of Trust Expenses or may be used to finance activities that are primarily intended to result in the sale of Trust shares.

### 3. ALLOCATION OF EXPENSES

#### A. Expenses Paid by the Manager:

(i) Salaries, Expenses and Fees of Certain Persons. Manager (or its affiliates) shall pay all salaries, expenses, and fees of the Trustees and officers of the Trust who are officers, directors/trustees, partners, or employees of Manager or its affiliates; and

(ii) Assumption of Trust Expenses. The payment or assumption by Manager of any expense of the Trust that Manager is not required by this Agreement to pay or assume shall not obligate Manager to pay or assume the same or any similar expense of the Trust on any subsequent occasion.

B. Expenses Paid by the Trust: The Trust will pay all expenses of its organization, operations, and business not specifically assumed or agreed to be paid by Manager, as provided in this Agreement, or by an Adviser, as provided in an Advisory Agreement. Without limiting the generality of the foregoing, the Trust shall pay or arrange for the payment of the following:

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(i) Preparing, Printing and Mailing of Certain Documents. The costs of preparing, setting in type, printing and mailing of Prospectuses, Prospectus supplements, SAIs, annual, semiannual and periodic reports, and notices and proxy solicitation materials required to be furnished to shareholders of the Trust or regulatory authorities, and all tax returns;

(ii) Officers and Trustees. Compensation of the officers and Trustees of the Trust who are not officers, directors/trustees, partners or employees of Manager or its affiliates;

(iii) Registration Fees and Expenses. All legal and other fees and expenses incurred in connection with the affairs of the Trust,



including those incurred with respect to registering its shares with regulatory authorities and all fees and expenses incurred in connection with the preparation, setting in type, printing, and filing with necessary regulatory authorities of any registration statement and Prospectus, and any amendments or supplements that may be made from time to time, including registration, filing and other fees in connection with requirements of regulatory authorities;

(iv) Custodian and Accounting Services. All expenses of the transfer, receipt, safekeeping, servicing and accounting for the Trust's cash, securities, and other property, including all charges of depositories, custodians, and other agents, if any;

(v) Independent Legal and Accounting Fees and Expenses. The charges for the services and expenses of the independent accountants and legal counsel retained by the Trust, for itself or its Independent Trustees (as defined herein);

(vi) Transfer Agent. The charges and expenses of maintaining shareholder accounts, including all charges of transfer, bookkeeping, and dividend disbursing agents appointed by the Trust;

(vii) Brokerage Commissions. All brokers' commissions and issue and transfer taxes chargeable to the Trust in connection with securities transactions to which the Trust is a party;

(viii) Taxes. All taxes and corporate fees payable by or with respect to the Trust to federal, state, or other governmental agencies, including preparation of such documents as required by any governmental agency in connection with such taxes;

(ix) Trade Association Fees. Any membership fees, dues or expenses incurred in connection with the Trust's membership in any trade association or similar organizations;

(x) Bonding and Insurance. All insurance premiums for fidelity and other coverage;

(xi) Shareholder and Board Meetings. All expenses incidental to holding shareholders and Trustees meetings, including the printing of notices and proxy materials and proxy solicitation fees and expenses;

(xii) Pricing. All expenses of pricing of the net asset value per share of each Fund, including the cost of any equipment or services to obtain price quotations; and

(xiii) Nonrecurring and Extraordinary Expenses. Such extraordinary expenses, such as indemnification payments or damages awarded in litigation or settlements made.

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#### 4. COMPENSATION OF MANAGER

For its services performed hereunder, the Trust will pay Manager with respect to each Fund the compensation specified in Appendix A to this Agreement. Such compensation shall be paid to Manager by the Trust on the first day of each month; however, the Trust will calculate this charge on the daily average value of the assets of each Fund and accrue it on a daily basis.

#### 5. NON-EXCLUSIVITY

The services of Manager to the Trust are not to be deemed to be exclusive, and Manager shall be free to render investment management, advisory or other services to others (including other investment companies) and to engage in other activities so long as the services provided hereunder by Manager are not impaired. It is understood and agreed that the directors, officers and employees of Manager are not prohibited from engaging in any other business activity or from rendering services to any other person, or from serving as partners, officers, directors/trustees, or employees of any other firm or corporation, including other investment companies.

6. SUPPLEMENTAL ARRANGEMENTS

Manager may enter into arrangements with its parent or other persons affiliated or unaffiliated with Manager for the provision of certain personnel and facilities to Manager to enable Manager to fulfill its duties and obligations under this Agreement.

7. REGULATION

Manager shall submit to all regulatory and administrative bodies having jurisdiction over the services provided pursuant to this Agreement any information, reports, or other material which any such body by reason of this Agreement may request or require pursuant to applicable laws and regulations.

8. RECORDS

The records relating to the services provided under this Agreement shall be the property of the Trust and shall be under its control; however, the Trust shall furnish to Manager such records and permit it to retain such records (either in original or in duplicate form) as it shall reasonably require in order to carry out its duties. In the event of the termination of this Agreement, such records shall promptly be returned to the Trust by Manager free from any claim or retention of rights therein, provided that the Manager may retain copies of any such records that are required by law. Manager shall keep confidential any information obtained in connection with its duties hereunder and disclose such information only if the Trust has authorized such disclosure or if such disclosure is expressly required or lawfully requested by applicable federal or state regulatory authorities.

9. DURATION OF AGREEMENT

This Agreement shall become effective upon the date first above written, provided that this Agreement shall not take effect unless it has been approved: (i) by a vote of a majority of those trustees of the Trust who are not "interested persons" (as defined in the Investment Company Act) ("Independent Trustees") of any party to the Agreement, cast in person at a meeting called for the purpose of voting on such approval, and (ii) by vote of a majority of the Trust's outstanding securities. The Agreement will continue in effect for a period more than two years from the date of its execution only so long as such continuance is specifically approved at least annually either by (i) the Trustees of the Trust or (ii) by the vote of either a majority of the outstanding voting securities of the Trust or, as appropriate, a majority of the

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outstanding voting securities of any affected Fund. The required shareholder approval of the Agreement or of any continuance of the Agreement shall be effective with respect to any affected Fund if a "majority of the outstanding voting securities" (as defined in Rule 18f-2(h) under the Investment Company Act) of the affected Fund votes to approve the Agreement or its continuance, notwithstanding that the Agreement or its continuance may not have been approved by a majority of the outstanding voting securities of (a) any other Fund affected by the Agreement or (b) all the Funds of the Trust.

If the shareholders of any Fund fail to approve the Agreement or any continuance of the Agreement, Manager will continue to act as investment manager with respect to such Fund pending the required approval of the Agreement or its continuance or of a new contract with Manager or a different investment manager or other definitive action; provided, that the compensation received by Manager in respect of such Fund during such period will be no more than its actual costs incurred in furnishing investment advisory and management services to such Fund or the amount it would have received under the Agreement in respect of such Fund, whichever is less.

10. TERMINATION OF AGREEMENT

This Agreement may be terminated at any time, without the payment of any penalty, by the Trustees, including a majority of the Independent Trustees of the Trust, by the vote of a majority of the outstanding voting securities of the Trust, or with respect to any affected Fund, by the vote of a majority of the

outstanding voting securities of such Fund, on sixty (60) days' written notice to Manager, or by Manager on sixty (60) days' written notice to the Trust. This Agreement will automatically terminate, without payment of any penalty, in the event of its assignment.

#### 11. PROVISION OF CERTAIN INFORMATION BY MANAGER

Manager will promptly notify the Trust in writing of the occurrence of any of the following events:

A. Manager fails to be registered as an investment adviser under the Advisers Act or under the laws of any jurisdiction in which Manager is required to be registered as an investment adviser in order to perform its obligations under this Agreement;

B. Manager is served or otherwise receives notice of any action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court, public board or body, involving the affairs of the Trust; and/or

C. the chief executive officer or controlling stockholder of Manager or the Fund manager of any Fund changes or there is otherwise an actual change in control or management of Manager.

#### 12. AMENDMENTS TO THE AGREEMENT

Except to the extent permitted by the Investment Company Act or the rules or regulations thereunder or pursuant to any exemptive relief granted by the SEC, this Agreement may be amended by the parties only if such amendment, if material, is specifically approved by the vote of a majority of the outstanding voting securities of each of the Funds affected by the amendment (unless such approval is not required by Section 15 of the Investment Company Act as interpreted by the SEC or its staff) and by the vote of a majority of the Independent Trustees of the Trust cast in person at a meeting called for the purpose of voting on such approval. The required shareholder approval shall be effective with respect to any Fund if a majority of the outstanding voting securities of that Fund vote to approve the amendment, notwithstanding that the amendment may not have been approved by a majority of the outstanding voting securities of (a) any other Fund affected by the amendment or (b) all the Funds of the Trust.

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#### 13. ENTIRE AGREEMENT

This Agreement contains the entire understanding and agreement of the parties.

#### 14. HEADINGS

The headings in the sections of this Agreement are inserted for convenience of reference only and shall not constitute a part hereof.

#### 15. NOTICES

All notices required to be given pursuant to this Agreement shall be delivered or mailed to the last known business address of the Trust or Manager in person or by registered mail or a private mail or delivery service providing the sender with notice of receipt. Notice shall be deemed given on the date delivered or mailed in accordance with this section.

#### 16. FORCE MAJEURE

Manager shall not be liable for delays or errors occurring by reason of circumstances beyond its control, including but not limited to acts of civil or military authority, national emergencies, work stoppages, fire, flood, catastrophe, acts of God, insurrection, war, riot, or failure of communication or power supply. In the event of equipment breakdowns beyond its control, Manager shall take reasonable steps to minimize service interruptions but shall have no liability with respect thereto.

#### 17. SEVERABILITY

Should any portion of this Agreement for any reason be held to be void in law or in equity, the Agreement shall be construed, insofar as is possible, as if such portion had never been contained herein.

18. INTERPRETATION

Nothing herein contained shall be deemed to require the Trust to take any action contrary to its Amended and Restated Agreement and Declaration of Trust or By-Laws, or any applicable statutory or regulatory requirements to which it is subject or by which it is bound, or to relieve or deprive the Trustees of their responsibility for and control of the conduct of the affairs of the Trust.

19. GOVERNING LAW

The provisions of this Agreement shall be construed and interpreted in accordance with the laws of the State of Delaware (without giving effect to its conflict of laws principles), or any of the applicable provisions of the Investment Company Act. To the extent that the laws of the State of Delaware, or any of the provisions in this Agreement, conflict with applicable provisions of the Investment Company Act, the latter shall control. Any question of interpretation of any term or provision of this Agreement having a counterpart in or otherwise derived from a term or provision of the Investment Company Act shall be resolved by reference to such term or provision of the Investment Company Act and to interpretations thereof, if any, by the United States courts or, in the absence of any controlling decision of any such court, by rules, regulations or orders of the SEC validly issued pursuant to the Investment Company Act. Specifically, the terms "vote of a majority of the outstanding voting securities," "interested persons," "assignment," and "affiliated persons," as used herein shall have the meanings assigned to them by Section 2(a) of the Investment Company Act unless otherwise stated herein. In addition, where the effect of a requirement of the Investment Company Act reflected in any provision of this Agreement is relaxed by a

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rule, regulation or order of the SEC, whether of special or of general application, such provision shall be deemed to incorporate the effect of such rule, regulation or order.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their duly authorized officers as of the date first mentioned above.

AXA PREMIER VIP TRUST

By: /s/ Steven M. Joenk

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Steven M. Joenk  
President

THE EQUITABLE LIFE ASSURANCE  
SOCIETY OF THE UNITED STATES

By: /s/ Peter D. Noris

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Peter D. Noris  
Executive Vice President and  
Chief Investment Officer

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APPENDIX A

TO THE  
INVESTMENT MANAGEMENT AGREEMENT

Funds

<TABLE>  
<CAPTION>

| FUND   | MANAGEMENT FEE                                      |
|--|---|
| <S><br>AXA Premier VIP Large Cap Core Equity Portfolio | <C><br>0.90% of the Fund's average daily net assets |
| AXA Premier VIP Large Cap Growth Portfolio             | 0.90% of the Fund's average daily net assets        |
| AXA Premier VIP Large Cap Value Portfolio              | 0.90% of the Fund's average daily net assets        |
| AXA Premier VIP Small/Mid Cap Growth Portfolio         | 1.10% of the Fund's average daily net assets        |
| AXA Premier VIP Small/Mid Cap Value Portfolio          | 1.10% of the Fund's average daily net assets        |
| AXA Premier VIP International Equity Portfolio         | 1.05% of the Fund's average daily net assets        |
| AXA Premier VIP Technology Portfolio                   | 1.20% of the Fund's average daily net assets        |
| AXA Premier VIP Health Care Portfolio                  | 1.20% of the Fund's average daily net assets        |
| AXA Premier VIP Core Bond Portfolio                    | 0.60% of the Fund's average daily net assets        |

</TABLE>

INVESTMENT ADVISORY AGREEMENT

AGREEMENT, dated as of November 30, 2001, by and between The Equitable Life Assurance Society of the United States, a New York stock life insurance corporation (the "Manager"), and Dresdner RCM Global Investors LLC, a limited liability company organized under the laws of the State of Delaware ("Adviser").

WHEREAS, the Manager has entered into an Investment Management Agreement dated November 30, 2001 with the AXA Premier VIP Trust ("Trust") an investment company registered under the Investment Company Act of 1940, as amended ("Investment Company Act");

WHEREAS, the Trust's shareholders are and will be primarily separate accounts maintained by insurance companies for variable life insurance policies and variable annuity contracts (the "policies") under which income, gains and losses, whether or not realized, from assets allocated to such accounts are, in accordance with the Policies, credited to or charged against such accounts without regard to other income, gains, or losses of such insurance companies; as well as other shareholders as permitted under Section 817(h) of the Internal Revenue Code of 1986, as amended ("Code"), and the rules and regulations thereunder with respect to the qualification of variable annuity contracts and variable life insurance policies as insurance contracts under the Code;

WHEREAS, the AXA Premier VIP Large Cap Growth Portfolio, AXA Premier VIP Health Care Portfolio and AXA Premier VIP Technology Portfolio are each a series of the Trust ("Fund");

WHEREAS, the Manager is registered as an investment adviser under the Investment Advisers Act of 1940, as amended ("Advisers Act") and is the investment manager to the Trust;

WHEREAS, the Adviser is registered as an investment adviser under the Advisers Act;

WHEREAS, the Board of Trustees of the Trust and the Manager desire that the Manager retain the Adviser to render investment advisory and other services to the portion of the Fund that has been allocated to Adviser ("Allocated Portion") in the manner and on the terms hereinafter set forth;

WHEREAS, the Manager has the authority under the Investment Management Agreement with the Trust to select advisers for each Fund of the Trust; and

WHEREAS, the Adviser is willing to furnish such services to the Manager and the Fund;

NOW, THEREFORE, the Manager and the Adviser agree as follows:

1. APPOINTMENT OF ADVISER

The Manager hereby appoints the Adviser to act as an investment adviser for the Fund, subject to the supervision and oversight of the Manager and the Trustees of the Trust, and in accordance with the terms and conditions of this Agreement. The Adviser will be an independent contractor and will have no authority to act for or represent the Trust or the Manager in any way or otherwise be deemed an agent of the Trust or the Manager except as expressly authorized in this Agreement or another writing by the Trust, the Manager and the Adviser.

2. ACCEPTANCE OF APPOINTMENT

The Adviser accepts that appointment and agrees to render the services herein set forth, for the compensation herein provided.

The assets of the Allocated Portion will be maintained in the custody of a custodian (who shall be identified by the Manager in writing). The Adviser will not have custody of any securities, cash or other assets of the Fund and

will not be liable for any loss resulting from any act or omission of the custodian other than acts or omissions arising in reliance on instructions of the Adviser.

3. SERVICES TO BE RENDERED BY THE ADVISER TO THE TRUST

A. As investment adviser to the Fund, the Adviser will coordinate the investment and reinvestment of the assets of the Allocated Portion and determine the composition of the assets of the Allocated Portion, subject always to the supervision and control of the Manager and the Trustees of the Trust.

B. As part of the services it will provide hereunder, the Adviser will:

(i) obtain and evaluate, to the extent deemed necessary and advisable by the Adviser in its discretion, pertinent economic, statistical, financial, and other information affecting the economy generally and individual companies or industries, the securities of which are included in the Allocated Portion or are under consideration for inclusion in the Allocated Portion;

(ii) formulate and implement a continuous investment program for the Allocated Portion;

(iii) take whatever steps are necessary to implement the investment program for the Allocated Portion by arranging for the purchase and sale of securities and other investments, issuing directives to the administrator of the Trust as necessary for the appropriate implementation of the investment program of the Allocated Portion;

(iv) keep the Trustees of the Trust and the Manager fully informed in writing on an ongoing basis as agreed by the Manager and Adviser of all material facts concerning the investment and reinvestment of the assets in the Allocated Portion, the Adviser and its key investment personnel and operations, make periodic special written reports of such additional information concerning the same as may reasonably be requested from time to time by the Manager or the Trustees of the Trust and the Adviser will attend meetings with the Manager and/or the Trustees, as reasonably requested, to discuss the foregoing;

(v) in accordance with procedures and methods established by the Trustees of the Trust, which may be amended from time to time, provide assistance in determining the fair value of all securities and other investments/assets in the Allocated Portion, as necessary, and use reasonable efforts to arrange for the provision of valuation information or a price(s) from a party(ies) independent of the Adviser for each security or other investment/asset in the Allocated Portion for which market prices are not readily available;

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(vi) provide any and all material composite performance information, records and supporting documentation about accounts the Adviser manages, if appropriate, which are relevant to the Allocated Portion and that have investment objectives, policies, and strategies substantially similar to those employed by the Adviser in managing the Allocated Portion that may be reasonably necessary, under applicable laws, to allow the Fund or its agent to present information concerning Adviser's prior performance in the Trust's Prospectus and SAI (as hereinafter defined) and any permissible reports and materials prepared by the Fund or its agent; and

(vii) cooperate with and provide reasonable assistance to the Manager, the Trust's administrator, the Trust's custodian and foreign custodians, the Trust's transfer agent and pricing agents and all other agents and representatives of the Trust and the Manager, keep all such persons fully informed as to such matters as they may reasonably deem necessary to the performance of their obligations to the Trust and the Manager, provide prompt responses to reasonable requests made by such persons and maintain any appropriate interfaces with each so as to

promote the efficient exchange of information.

C. In furnishing services hereunder, the Adviser shall be subject to, and shall perform in accordance with the following: (i) the Trust's Agreement and Declaration of Trust, as the same may be hereafter modified and/or amended from time to time ("Trust Declaration"); (ii) the By-Laws of the Trust, as the same may be hereafter modified and/or amended from time to time ("By-Laws"); (iii) the currently effective Prospectus and Statement of Additional Information of the Trust filed with the SEC and delivered to the Adviser, as the same may be hereafter modified, amended and/or supplemented ("Prospectus and SAI"); (iv) the Investment Company Act and the Advisers Act and the rules under each, and all other federal and state laws or regulations applicable to the Trust and the Fund; (v) the Trust's Compliance Manual and other policies and procedures adopted from time to time by the Board of Trustees of the Trust; and (vi) the written instructions of the Manager. Prior to commencement of the Adviser's services hereunder, the Manager shall provide the Adviser with current copies of the Trust Declaration, By-Laws, Prospectus and SAI, Compliance Manual and other relevant policies and procedures that are adopted by the Board of Trustees. The Manager undertakes to provide the Adviser with copies or other written notice of any amendments, modifications or supplements to any such above-mentioned document.

D. The Adviser, at its expense, will furnish: (i) all necessary facilities and personnel, including salaries, expenses and fees of any personnel required for them to faithfully perform their duties under this Agreement; and (ii) administrative facilities, including bookkeeping, and all equipment necessary for the efficient conduct of the Adviser's duties under this Agreement.

E. The Adviser will select brokers and dealers to effect all Fund transactions subject to the conditions set forth herein. The Adviser will place all necessary orders with brokers, dealers, or issuers, and will negotiate brokerage commissions, if applicable. The Adviser is directed at all times to seek to execute transactions for the Allocated Portion (i) in accordance with any written policies, practices or procedures that may be established by the Board of Trustees or the Manager from time to time and which have been provided to the Adviser or (ii) as described in the Trust's Prospectus and SAI. In placing any orders for the purchase or sale of investments for the Fund, in the name of the Allocated Portion or its nominees, the Adviser shall use its best efforts to obtain for the Allocated Portion "best execution", considering all of the circumstances, and shall maintain records adequate to demonstrate compliance with this requirement. In no instance will portfolio securities be purchased from or sold to the Adviser, or any affiliated person thereof, except in accordance with the Investment Company Act, the

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Advisers Act and the rules under each, and all other federal and state laws or regulations applicable to the Trust and the Fund.

F. Subject to the appropriate policies and procedures approved by the Board of Trustees, Adviser may, to the extent authorized by Section 28(e) of the Securities Exchange Act of 1934, as amended ("Exchange Act") cause the Allocated Portion to pay a broker or dealer that provides brokerage or research services to the Manager, the Adviser and the Allocated Portion an amount of commission for effecting a Fund transaction in excess of the amount of commission another broker or dealer would have charged for effecting that transaction if the Adviser determines, in good faith, that such amount of commission is reasonable in relationship to the value of such brokerage or research services provided viewed in terms of that particular transaction or the Adviser's overall responsibilities to the Fund or its other advisory clients. To the extent authorized by Section 28(e) and the Trust's Board of Trustees, the Adviser shall not be deemed to have acted unlawfully or to have breached any duty created by this Agreement or otherwise solely by reason of such action. In addition, subject to seeking "best execution", the Manager or the Adviser may also consider sales of shares of the Trust as a factor in the selection of brokers and dealers. Subject to seeking best execution, the Board of Trustees or the Manager may direct the Adviser to effect transactions in Fund securities through broker-dealers in a manner that will help generate resources to: (i) pay the cost of certain expenses which the Trust is required to pay or for which the



Trust is required to arrange payment; or (ii) recognize broker-dealers for the sale of Fund shares.

G. On occasions when the Adviser deems the purchase or sale of a security to be in the best interest of the Allocated Portion as well as other clients of the Adviser, the Adviser to the extent permitted by applicable laws and regulations, may, but shall be under no obligation to, aggregate the securities to be purchased or sold to attempt to obtain a more favorable price or lower brokerage commissions and efficient execution. Allocation of the securities so purchased or sold, as well as the expenses incurred in the transaction, will be made by the Adviser in the manner which the Adviser considers to be the most equitable and consistent with its fiduciary obligations to the Allocated Portion and to its other clients over time. The Manager agrees that Adviser and its affiliates may give advice and take action in the performance of their duties with respect to any of their other clients that may differ from advice given, or the timing or nature of actions taken, with respect to the Allocated Portion. The Manager also acknowledges that Adviser and its affiliates are fiduciaries to other entities, some of which have the same or similar investment objectives (and will hold the same or similar investments) as the Allocated Portion, and that Adviser will carry out its duties hereunder together with its duties under such relationships. Nothing in this Agreement shall be deemed to confer upon Adviser any obligation to purchase or to sell or to recommend for purchase or sale for the Allocated Portion any investment that Adviser, its affiliates, officers or employees may purchase or sell for its or their own account or for the account of any client, if in the sole and absolute discretion of Adviser it is for any reason impractical or undesirable to take such action or make such recommendation for the Allocated Portion.

H. The Adviser will maintain all accounts, books and records with respect to the Allocated Portion as are required of an investment adviser of a registered investment company pursuant to the Investment Company Act and Advisers Act and the rules thereunder and shall file with the SEC all forms pursuant to Section 13 of the Exchange Act, with respect to its duties as are set forth herein.

I. The Adviser will, unless and until otherwise directed by the Manager or the Board of Trustees, vote proxies with respect to the Allocated Portion's securities and exercise

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rights in corporate actions or otherwise in accordance with the Adviser's proxy voting guidelines, as amended from time to time, which shall be provided to the Trust and the Manager.

#### 4. COMPENSATION OF ADVISER

The Manager will pay the Adviser an advisory fee with respect to the Allocated Portion as specified in Appendix A to this Agreement. Payments shall be made to the Adviser on or about the fifth day of each month; however, this advisory fee will be calculated daily for the Allocated Portion based on the net assets of the Allocated Portion on each day and accrued on a daily basis.

#### 5. LIABILITY AND INDEMNIFICATION

A. Except as may otherwise be provided by the Investment Company Act or any other federal securities law, neither the Adviser nor any of its officers, members or employees (its "Affiliates") shall be liable for any losses, claims, damages, liabilities or litigation (including legal and other expenses) incurred or suffered by the Manager or the Trust as a result of any error of judgment or mistake of law or other action taken or omitted by Adviser in good faith exercise of its powers hereunder by the Adviser or its Affiliates with respect to the Fund, except that nothing in this Agreement shall operate or purport to operate in any way to exculpate, waive or limit the liability of the Adviser, or its Affiliates for, and the Adviser shall indemnify and hold harmless the Trust, the Manager, all affiliated persons thereof (within the meaning of Section 2(a)(3) of the Investment Company Act) and all controlling persons (as described in Section 15 of the Securities Act of 1933, as amended ("1933 Act")) (collectively, "Manager Indemnitees") against any and all losses, claims, damages, liabilities or litigation (including reasonable legal and other

expenses) to which any of the Manager Indemnitees may become subject under the 1933 Act, the Investment Company Act, the Advisers Act, or under any other statute, at common law or otherwise arising out of or based on (i) any willful misconduct, bad faith, reckless disregard or gross negligence of the Adviser in the performance of any of its duties or obligations hereunder or (ii) any untrue statement of a material fact contained in the Prospectus and SAI, proxy materials, reports, advertisements, sales literature, or other materials pertaining to the Allocated Portion or the omission to state therein a material fact known to the Adviser which was required to be stated therein or necessary to make the statements therein not misleading, if such statement or omission was made in reliance upon information furnished to the Manager or the Trust by the Adviser Indemnitees (as defined below) for use therein.

B. Except as may otherwise be provided by the Investment Company Act or any other federal securities law, the Manager and the Trust shall not be liable for any losses, claims, damages, liabilities or litigation (including legal and other expenses) incurred or suffered by the Adviser as a result of any error of judgment or mistake of law by the Manager with respect to the Allocated Portion, except that nothing in this Agreement shall operate or purport to operate in any way to exculpate, waive or limit the liability of the Manager for, and the Manager shall indemnify and hold harmless the Adviser, all affiliated persons thereof (within the meaning of Section 2(a)(3) of the Investment Company Act) and all controlling persons (as described in Section 15 of the 1933 Act) (collectively, "Adviser Indemnitees") against any and all losses, claims, damages, liabilities or litigation (including reasonable legal and other expenses) to which any of the Adviser Indemnitees may become subject under the 1933 Act, the Investment Company Act, the Advisers Act, or under any other statute, at common law or otherwise arising out of or based on (i) any willful misconduct, bad faith, reckless disregard or gross negligence of the Manager in the performance of any of its duties or obligations hereunder or (ii) any untrue statement of a material fact contained in the Prospectus and SAI, proxy materials, reports, advertisements, sales

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literature, or other materials pertaining to the Fund or the omission to state therein a material fact known to the Manager that was required to be stated therein or necessary to make the statements therein not misleading, unless such statement or omission was made in reliance upon information furnished to the Manager or the Trust.

#### 6. REPRESENTATIONS OF MANAGER

The Manager represents, warrants and agrees that:

A. The Manager has been duly authorized by the Board of Trustees of the Trust to delegate to the Adviser the provision of investment services to the Allocated Portion as contemplated hereby.

B. The Manager has adopted a written code of ethics complying with the requirements of Rule 17j-1 under the Investment Company Act and will provide the Adviser with a copy of such code of ethics.

C. The Manager is currently in compliance and shall at all times continue to comply with the requirements imposed upon the Manager by applicable law and regulations.

D. The Manager (i) is registered as an investment adviser under the Advisers Act and will continue to be so registered for so long as this Agreement remains in effect; (ii) is not prohibited by the Investment Company Act, the Advisers Act or other law, regulation or order from performing the services contemplated by this Agreement; (iii) to the best of its knowledge, has met and will seek to continue to meet for so long as this Agreement is in effect, any other applicable federal or state requirements, or the applicable requirements of any regulatory or industry self-regulatory agency necessary to be met in order to perform the services contemplated by this Agreement; and (iv) will promptly notify Adviser of the occurrence of any event that would disqualify Manager from serving as investment manager of an investment company pursuant to Section 9(a) of the Investment Company Act or otherwise. The Manager will also promptly notify the Adviser if it is served or otherwise receives notice of any

action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court, public board or body, involving the affairs of the Fund, provided, however, that routine regulatory examinations shall not be required to be reported by this provision.

7. REPRESENTATIONS OF ADVISER

The Adviser represents, warrants and agrees as follows:

A. The Adviser (i) is registered as an investment adviser under the Advisers Act and will continue to be so registered for so long as this Agreement remains in effect; (ii) is not prohibited by the Investment Company Act, the Advisers Act or other law, regulation or order from performing the services contemplated by this Agreement; (iii) has met and will seek to continue to meet for so long as this Agreement remains in effect, any other applicable federal or state requirements, or the applicable requirements of any regulatory or industry self-regulatory agency necessary to be met in order to perform the services contemplated by this Agreement; (iv) has the authority to enter into and perform the services contemplated by this Agreement; and (v) will promptly notify Manager of the occurrence of any event that would disqualify the Adviser from serving as an investment adviser of an investment company pursuant to Section 9(a) of the Investment Company Act or otherwise. The Adviser will also promptly notify the Fund and the Manager if it is served or otherwise receives notice of any action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any

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court, public board or body, involving the affairs of the Fund, provided, however, that routine regulatory examinations shall not be required to be reported by this provision.

B. The Adviser has adopted a written code of ethics complying with the requirements of Rule 17j-1 under the Investment Company Act and will provide the Manager and the Board with a copy of such code of ethics, together with evidence of its adoption. Within forty-five days of the end of the last calendar quarter of each year that this Agreement is in effect, and as otherwise requested, the president, Chief Operating Officer or a vice-president of the Adviser shall certify to the Manager that the Adviser has complied with the requirements of Rule 17j-1 during the previous year and that there has been no material violation of the Adviser's code of ethics or, if such a material violation has occurred, that appropriate action was taken in response to such violation. Upon the written request of the Manager, the Adviser shall permit the Manager, its employees or its agents to examine the reports required to be made to the Adviser by Rule 17j-1(c)(1) and all other records relevant to the Adviser's code of ethics.

C. The Adviser has provided the Trust and the Manager with a copy of its Form ADV, which as of the date of this Agreement is its Form ADV as most recently filed with the Securities and Exchange Commission and promptly will furnish a copy of all amendments to the Trust and the Manager at least annually. Such amendments shall reflect all changes in the Adviser's organizational structure, professional staff or other significant developments affecting the Adviser, as required by the Advisers Act.

D. The Adviser will notify the Trust and the Manager of any assignment of this Agreement or change of control of the Adviser, as applicable, and any changes in the key personnel who are either the portfolio manager(s) of the Allocated Portion or senior management of the Adviser, in each case prior to or, promptly after, such change. The Adviser agrees to bear all reasonable expenses of the Fund, if any, arising out of an assignment or change in control.

E. The Adviser agrees to maintain an appropriate level of errors and omissions or professional liability insurance coverage.

F. The Adviser agrees that neither it, nor any of its affiliates, will knowingly in any way refer directly or indirectly to its relationship with the Trust, the Fund, the Manager or any of their respective affiliates in offering, marketing or other promotional materials without the express written consent of the Manager, except as required by rule, regulation or upon the request of a

governmental authority. However, the Adviser may use the performance of the Allocated Portion in its composite performance.

8. NON-EXCLUSIVITY

The services of the Adviser to the Manager, the Allocated Portion and the Trust are not to be deemed to be exclusive, and the Adviser shall be free to render investment advisory or other services to others and to engage in other activities. It is understood and agreed that the directors, officers, and employees of the Adviser are not prohibited from engaging in any other business activity or from rendering services to any other person, or from serving as partners, officers, directors, trustees, or employees of any other firm or corporation.

9. SUPPLEMENTAL ARRANGEMENTS

The Adviser may from time to time employ or associate itself with any person it believes to be particularly suited to assist it in providing the services to be performed by such Adviser

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hereunder, provided that no such person shall perform any services with respect to the Allocated Portion that would constitute an assignment or require a written advisory agreement pursuant to the Investment Company Act. Any compensation payable to such persons shall be the sole responsibility of the Adviser, and neither the Manager nor the Trust shall have any obligations with respect thereto or otherwise arising under the Agreement.

10. REGULATION

The Adviser shall submit to all regulatory and administrative bodies having jurisdiction over the services provided pursuant to this Agreement any information, reports, or other material which any such body by reason of this Agreement may request or require pursuant to applicable laws and regulations.

11. RECORDS

The records relating to the services provided under this Agreement shall be the property of the Trust and shall be under its control; however, the Trust shall furnish to the Adviser such records and permit it to retain such records (either in original or in duplicate form) as it shall reasonably require in order to carry out its duties. In the event of the termination of this Agreement, such records shall promptly be returned to the Trust by the Adviser free from any claim or retention of rights therein, provided that the Adviser may retain any such records that are required by law or regulation. The Manager and the Adviser shall keep confidential any information obtained in connection with its duties hereunder and disclose such information only if the Trust has authorized such disclosure or if such disclosure is expressly required or requested by applicable federal or state regulatory authorities, or otherwise required by law.

12. DURATION OF AGREEMENT

This Agreement shall become effective upon the date first above written, provided that this Agreement shall not take effect unless it has first been approved: (i) by a vote of a majority of those trustees of the Trust who are not "interested persons" (as defined in the Investment Company Act) of any party to this Agreement ("Independent Trustees"), cast in person at a meeting called for the purpose of voting on such approval, and (ii) by vote of a majority of the Fund's outstanding securities. This Agreement will continue in effect for a period more than two years from the date of its execution only so long as such continuance is specifically approved at least annually by the Board of Trustees provided that in such event such continuance shall also be approved by the vote of a majority of the Independent Trustees of any party to this Agreement cast in person at a meeting called for the purpose of voting on such approval.

13. TERMINATION OF AGREEMENT

This Agreement may be terminated at any time, without the payment of any penalty, by the Board of Trustees, including a majority of the Independent Trustees, by the vote of a majority of the outstanding voting securities of the Fund, on sixty (60) days' written notice to the Manager and the Adviser, or by the Manager or Adviser on sixty (60) days' written notice to the Trust and the other party. This Agreement will automatically terminate, without the payment of any penalty, (i) in the event of its assignment (as defined in the Investment Company Act), or (ii) in the event the Investment Management Agreement between the Manager and the Trust is assigned (as defined in the Investment Company Act) or terminates for any other reason. This Agreement will also terminate upon written notice to the other party that the other party is in material breach of this Agreement, unless the other party in material breach of this Agreement cures such breach

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to the reasonable satisfaction of the party alleging the breach within thirty (30) days after written notice.

14. USE OF ADVISER'S NAME

The parties agree that the name of the Adviser, the names of any affiliates of the Adviser and any derivative or logo or trademark or service mark or trade name are the valuable property of the Adviser and its affiliates. The Manager and the Trust agree that they will review with the Adviser any advertisement, sales literature, or notice prior to its use that makes reference to the Adviser or its affiliates or any such name(s), derivatives, logos, trademarks, service marks or trade names so that the Adviser may review the context in which it is referred to, it being agreed that the Adviser shall have no responsibility to ensure the adequacy of the form or content of such materials for purposes of the Investment Company Act or other applicable laws and regulations. The Manager and the Trust shall have the right to use such name(s), derivatives, logos, trademarks or service marks or trade names only with the prior written approval of the Adviser, which approval shall not be unreasonably withheld or delayed so long as this Agreement is in effect.

Upon termination of this Agreement, the Manager and the Trust shall forthwith cease to use such name(s), derivatives, logos, trademarks or service marks or trade names. If the Manager or the Trust makes any unauthorized use of the Adviser's names, derivatives, logos, trademarks or service marks or trade names, the parties acknowledge that the Adviser shall suffer irreparable harm for which monetary damages may be inadequate and thus, the Adviser shall be entitled to injunctive relief, as well as any other remedy available under the law.

15. AMENDMENTS TO THE AGREEMENT

Except to the extent permitted by the Investment Company Act or the rules or regulations thereunder or pursuant to exemptive relief granted by the SEC, this Agreement may be amended by the parties only if such amendment, if material, is specifically approved by the vote of a majority of the outstanding voting securities of the Fund (unless such approval is not required by Section 15 of the Investment Company Act as interpreted by the SEC or its staff or unless the SEC has granted an exemption from such approval requirement) and by the vote of a majority of the Independent Trustees cast in person at a meeting called for the purpose of voting on such approval. The required shareholder approval shall be effective with respect to the Fund if a majority of the outstanding voting securities of the Fund vote to approve the amendment, notwithstanding that the amendment may not have been approved by a majority of the outstanding voting securities of any other Fund affected by the amendment or all the Funds of the Trust.

16. ASSIGNMENT

Any assignment (as that term is defined in the Investment Company Act) of the Agreement made by the Adviser without the prior written consent of the Trust and the Manager shall result in the automatic termination of this Agreement, as provided in Section 13 hereof. Notwithstanding the foregoing, no assignment shall be deemed to result from any changes in the directors, officers or employees of such Adviser except as may be provided to the contrary in the Investment Company Act or the rules or regulations thereunder. The Adviser agrees that it will

notify the Trust and the Manager of any material changes in its directors, officers or employees within a reasonable time thereafter.

17. ENTIRE AGREEMENT

This Agreement contains the entire understanding and agreement of the parties with respect to the Allocated Portion.

18. HEADINGS

The headings in the sections of this Agreement are inserted for convenience of reference only and shall not constitute a part hereof.

19. NOTICES

All notices required to be given pursuant to this Agreement shall be delivered or mailed to the address listed below of each applicable party in person or by registered or certified mail or a private mail or delivery service providing the sender with notice of receipt. The specific person to whom notice shall be provided for each party will be specified in writing to the other party. Notice shall be deemed given on the date delivered or mailed in accordance with this paragraph.

For: The Equitable Life Assurance Society of the United States  
Patricia Louie, Vice President and Counsel  
1290 Avenue of the Americas, 8th Floor  
New York, New York 10104

For: AXA Premier VIP Trust  
Patricia Louie, Vice President and Secretary  
1290 Avenue of the Americas, 8th Floor  
New York, New York 10104

For: Dresdner RCM Global Investors, LLC  
General Counsel  
Four Embarcadero Center  
San Francisco, CA 94111

20. SEVERABILITY

Should any portion of this Agreement for any reason be held to be void in law or in equity, the Agreement shall be construed, insofar as is possible, as if such portion had never been contained herein.

21. TRUST AND SHAREHOLDER LIABILITY

The Manager and Adviser are hereby expressly put on notice of the limitation of shareholder liability as set forth in the Agreement and Declaration of Trust of the Trust and agree that obligations assumed by the Trust pursuant to this Agreement shall be limited in all cases to the Trust and its assets, and if the liability relates to one or more series, the obligations hereunder shall be limited to the respective assets of the Fund. The Manager and Adviser further agree that they shall not seek

satisfaction of any such obligation from the shareholders or any individual shareholder of the Fund, nor from the Trustees or any individual Trustee of the Trust.

22. GOVERNING LAW

The provisions of this Agreement shall be construed and interpreted in accordance with the laws of the State of New York, or any of the applicable

provisions of the Investment Company Act. To the extent that the laws of the State of New York, or any of the provisions in this Agreement, conflict with applicable provisions of the Investment Company Act, the latter shall control.

23. INTERPRETATION

Any question of interpretation of any term or provision of this Agreement having a counterpart in or otherwise derived from a term or provision of the Investment Company Act shall be resolved by reference to such term or provision of the Investment Company Act and to interpretations thereof, if any, by the United States courts or, in the absence of any controlling decision of any such court, by rules, regulations or orders of the SEC validly issued pursuant to the Investment Company Act. Specifically, the terms "vote of a majority of the outstanding voting securities," "interested persons," "assignment," and "affiliated persons," as used herein shall have the meanings assigned to them by Section 2(a) of the Investment Company Act. In addition, where the effect of a requirement of the Investment Company Act reflected in any provision of this Agreement is relaxed by a rule, regulation or order of the SEC, whether of special or of general application, such provision shall be deemed to incorporate the effect of such rule, regulation or order.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their duly authorized officers as of the date first mentioned above. The parties agree to deliver to the other party such evidence of its authority with respect to this Agreement as may reasonably be requested.

THE EQUITABLE LIFE ASSURANCE SOCIETY OF THE UNITED STATES

DRESDNER RCM GLOBAL INVESTORS LLC

By: /s/ Peter D. Noris

By: /s/ Dawn M. Vroegop

-----  
Peter D. Noris  
Executive Vice President

-----  
Name: Dawn M. Vroegop  
Title: Managing Director

APPENDIX A  
TO  
INVESTMENT ADVISORY AGREEMENT  
WITH  
DRESDNER RCM GLOBAL INVESTORS LLC

<TABLE>  
<CAPTION>

Related Portfolios

Annual Advisory Fee Rate\*\*\*

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<C>

LARGE CAP GROWTH PORTFOLIOS, which shall consist of the following Allocated Portion and Other Allocated Portion\*\* (collectively referred to "Large Cap Growth Portfolios"):

0.42% of the Dresdner Allocated Portions' average daily net assets up to and including \$100 million; 0.25% of the Dresdner Allocated Portions' average daily net assets over \$100 million up to and including \$400 million; 0.20% of the Dresdner Allocated Portions' average daily net assets over \$400 million up to and including \$1 billion; and 0.15% of the Dresdner Allocated Portions' average daily net assets in excess of \$1 billion

AXA Premier VIP Large Cap Growth Portfolio\*  
AXA Premier Large Cap Growth Fund\*

HEALTH CARE PORTFOLIOS, which shall consist of the following Allocated Portion and Other Allocated

0.70% of the Dresdner Allocated Portions' average daily net assets up to and including \$50 million;

Portion\*\* (collectively referred to as "Health Care Portfolios"):

AXA VIP Premier Health Care Portfolio\*  
AXA Premier Health Care Fund\*

TECHNOLOGY PORTFOLIOS, which shall consist of the following Allocated Portion and Other Allocated Portion\*\* (collectively referred to as "Technology Portfolios"):

AXA VIP Premier Technology Portfolio\*  
AXA Premier Technology Fund\*

</TABLE>

\* Fee to be paid with respect to this Fund shall be based only on the portion of the Fund's average daily net assets advised by the Adviser, which may be referred to as the "Dresdner Allocated Portion."

\*\* Other Allocated Portions are other registered investment companies (or series or portions thereof) that are managed by the Manager and advised by the Adviser, which are classified as "Large Cap Growth Portfolios," "Health Care Portfolios," or "Technology Portfolios."

\*\*\* The daily advisory fee for the Related Portfolios is calculated by multiplying the aggregate net assets of the Related Portfolios at the close of the immediately preceding business day by the annual Advisory Fee Rate calculated as set forth above and then dividing the result by the number of days in the year. The daily fee applicable to each Allocated Portion is the portion of the daily advisory fee for the Related Portfolios equal to the Allocated Portion's net assets relative to the aggregate net assets of the Related Portfolios, including the Allocated Portion, used in the fee calculation.

0.65% of the Dresdner Allocated Portions' average daily net assets in excess of \$50 million up to and including \$100 million; 0.60% of the Dresdner Allocated Portions' average daily net assets in excess of \$100 million up to and including \$250 million; and 0.55% of the Dresdner Allocated Portions' average daily net assets in excess of \$250 million

0.70% of the Dresdner Allocated Portions' average daily net assets up to and including \$50 million; 0.65% of the Dresdner Allocated Portions' average daily net assets in excess of \$50 million up to and including \$100 million; 0.60% of the Dresdner Allocated Portions' average daily net assets in excess of \$100 million up to and including \$250 million; and 0.55% of the Dresdner Allocated Portions' average daily net assets in excess of \$250 million



AMENDMENT NO. 1  
TO INVESTMENT ADVISORY AGREEMENT

AMENDMENT NO. 1 to Investment Advisory Agreement ("Amendment No. 1"), dated as of August 1, 2002, between The Equitable Life Assurance Society of the United States, a New York stock life insurance corporation (the "Manager") and Massachusetts Financial Services Company, a corporation organized under the laws of the State of Delaware ("Adviser").

The Manager and the Adviser agree to modify and amend the Investment Advisory Agreement (the "Agreement") dated as of November 30, 2001 between them as follows:

1. The Manager hereby terminates its appointment of the Adviser as one of the investment advisers for the AXA Premier VIP Small/Mid Cap Growth Portfolio.

2. The Manager hereby reaffirms its appointment of the Adviser as one of the investment advisers for the AXA Premier VIP Large Cap Value Portfolio on the terms and conditions set forth in the Agreement.

3. Appendix A to the Agreement, setting forth the Fund of the Trust for which the Adviser is appointed as the investment adviser and the fee payable to the Adviser with respect to such Fund is hereby replaced in its entirety by Appendix A attached hereto.

IN WITNESS WHEREOF, the parties have executed and delivered this Amendment No. 1 as of the date first above set forth.

MASSACHUSETTS FINANCIAL SERVICES  
COMPANY

THE EQUITABLE LIFE ASSURANCE  
SOCIETY OF THE UNITED STATES

By: /s/ Stephen E. Cavan  
-----  
Stephen E. Cavan  
Senior Vice President

By: /s/ Peter D. Noris  
-----  
Peter D. Noris  
Executive Vice President

APPENDIX A  
TO AMENDMENT NO. 1  
TO INVESTMENT ADVISORY AGREEMENT  
WITH  
MASSACHUSETTS FINANCIAL SERVICES COMPANY

<TABLE>  
<CAPTION>  
Related Portfolios

Annual Advisory Fee Rate\*\*\*

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<S>  
LARGE CAP VALUE PORTFOLIOS, which shall consist of  
the following Allocated Portion and Other Allocated  
Portion\*\* (collectively referred to as "Large Cap  
Value Portfolios"):  
  
AXA Premier VIP Large Cap Value Portfolio\*  
AXA Premier Large Cap Value Fund\*  
</TABLE>

-----  
<C>  
0.40% the MFS Allocated Portion's average daily net  
assets up to and including \$300 million; and 0.375%  
of the MFS Allocated Portion's average daily net  
assets in excess of \$300 million and up to and  
including \$600 million; and 0.35% of the MFS  
Allocated Portion's average daily net assets in  
excess of \$600 million

\* Fee to be paid with respect to this Fund shall be based only on the portion of  
a Fund's average daily net assets advised by the Adviser, which may be referred  
to as an "MFS Allocated Portion."

\*\* Other Allocated Portions are other registered investment companies (or series  
or portions thereof) that are managed by the Manager and advised by the Adviser,  
which are classified as "Large Cap Value Portfolios."

\*\*\* The daily advisory fee for the Related Portfolios is calculated by  
multiplying the aggregate net assets of the Related Portfolios at the close of  
the immediately preceding business day by the annual Advisory Fee Rate  
calculated as set forth above and then dividing the result by the number of days  
in the year. The daily fee applicable to each Allocated Portion is the portion  
of the daily advisory fee for the Related Portfolios equal to the Allocated  
Portion's net assets relative to the aggregate net assets of the Related  
Portfolios, including the Allocated Portion, used in the fee calculation.

AMENDMENT NO. 1  
TO INVESTMENT ADVISORY AGREEMENT

AMENDMENT NO. 1 to Investment Advisory Agreement ("Amendment No. 1"), dated as of August 1, 2002, between The Equitable Life Assurance Society of the United States, a New York stock life insurance corporation (the "Manager") and Wellington Management Company, LLP, a limited liability partnership organized under the laws of the Commonwealth of Massachusetts ("Adviser"), with respect to the AXA Premier VIP Trust.

The Manager and the Adviser agree to modify and amend the Investment Advisory Agreement (the "Agreement") dated as of November 30, 2001 between them as follows:

1. Fund. The Manager hereby appoints the Adviser as one of the investment advisers for the AXA Premier VIP Small/Mid Cap Value Portfolio on the terms and conditions set forth in the Agreement.
2. Appendix A. Appendix A to the Agreement, setting forth the Funds of the Trust for which the Adviser is appointed as the investment adviser and the fees payable to the Adviser with respect to each Fund, is hereby replaced in its entirety by Appendix A attached hereto.

Except as modified and amended hereby, the Agreement is hereby ratified and confirmed in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, the parties have executed and delivered this Amendment No. 1 as of the date first above set forth

WELLINGTON MANAGEMENT  
COMPANY, LLP

THE EQUITABLE LIFE ASSURANCE  
SOCIETY OF THE UNITED STATES

By: /s/ John H. Gooch

By: /s/ Peter D. Noris

-----  
Name: John H. Gooch  
Title: Senior Vice President

-----  
Peter D. Noris  
Executive Vice President

APPENDIX A  
TO AMENDMENT NO. 1  
TO INVESTMENT ADVISORY AGREEMENT  
WITH  
WELLINGTON MANAGEMENT COMPANY, LLP

<TABLE>  
<CAPTION>

|      |                            |
|------|----------------------------|
| Fund | Annual Advisory Fee Rate** |
| ---- | -----                      |

<S>  
AXA Premier VIP Health Care Portfolio\*

Small/Mid Cap Value Portfolios, which shall consist of the following Allocated Portion and Other Allocated Portion\*\*\* (collectively referred to as "Small/Mid Cap Growth Portfolios"):

AXA Premier VIP Small/Mid Cap Value Portfolio\*  
AXA Premier Small/Mid Cap Value Fund\*

</TABLE>

\* Fee to be paid with respect to this Fund shall be based only on the portion of the Fund's average daily net assets advised by the Adviser, which may be referred to as the "Wellington Allocated Portion."

\*\* The daily advisory fee for the Wellington Allocated Portion is calculated by multiplying the aggregate net assets of the Wellington Allocated Portion at the close of the immediately preceding business day by the annual Advisory Fee Rate calculated as set forth above and then dividing the result by the number of days in the year.

\*\*\*Other Allocated Portions are other registered investment companies (or series or portions thereof) that are managed by the Manager and advised by the Adviser, which are classified as "Small/Mid Cap Value Portfolios."

<C>  
0.65% of the Wellington Allocated Portion's average daily net assets up to and including \$50 million; 0.55% of the Wellington Allocated Portion's average daily net assets in excess of \$50 million up to and including \$100 million; and 0.45% of the Wellington Allocated Portion's average daily net assets in excess of \$100 million

0.55% of the Wellington Allocated Portions' average daily net assets up to and including \$200 million; and 0.45% of the Wellington Allocated Portion's average daily net assets in excess of \$200 million

INVESTMENT ADVISORY AGREEMENT

AGREEMENT, dated as of August 1, 2002 by and between The Equitable Life Assurance Society of the United States, a New York stock life insurance corporation (the "Manager"), and Provident Investment Counsel, Inc., a corporation organized under the laws of the Commonwealth of Massachusetts ("Adviser").

WHEREAS, the Manager is registered as an investment adviser under the Investment Advisers Act of 1940, as amended ("Advisers Act");

WHEREAS, the Manager has entered into an Investment Management Agreement dated November 30, 2001 with the AXA Premier VIP Trust ("Trust") an investment company registered under the Investment Company Act of 1940, as amended ("Investment Company Act");

WHEREAS, the Trust's shareholders are and will be primarily separate accounts maintained by insurance companies for variable life insurance policies and variable annuity contracts (the "policies") under which income, gains and losses, whether or not realized, from assets allocated to such accounts are, in accordance with the Policies, credited to or charged against such accounts without regard to other income, gains, or losses of such insurance companies; as well as other shareholders as permitted under Section 817(h) of the Internal Revenue Code of 1986, as amended ("Code"), and the rules and regulations thereunder with respect to the qualification of variable annuity contracts and variable life insurance policies as insurance contracts under the Code;

WHEREAS, the AXA Premier Small/Mid Cap Growth Portfolio is a series of the Trust ("Fund");

WHEREAS, the Adviser is registered as an investment adviser under the Advisers Act;

WHEREAS, the Board of Trustees of the Trust and the Manager desire that the Manager retain the Adviser to render investment advisory and other services to the portion of the Fund that has been allocated to Adviser ("Allocated Portion") in the manner and on the terms hereinafter set forth;

WHEREAS, the Manager has the authority under the Investment Management Agreement with the Trust to select advisers for each Fund of the Trust; and

WHEREAS, the Adviser is willing to furnish such services to the Manager and the Fund;

NOW, THEREFORE, the Manager and the Adviser agree as follows:

1. APPOINTMENT OF ADVISER

The Manager hereby appoints the Adviser to act as an investment adviser for the Fund, subject to the supervision and oversight of the Manager and the Trustees of the Trust, and in accordance with the terms and conditions of this Agreement. The Adviser will be an independent contractor and will have no authority to act for or represent the Trust or the Manager in any way or otherwise be deemed an agent of the Trust or the Manager except as expressly authorized in this Agreement or another writing by the Trust, the Manager and the Adviser.

2. ACCEPTANCE OF APPOINTMENT

The Adviser accepts that appointment and agrees to render the services herein set forth, for the compensation herein provided.

The assets of the Allocated Portion will be maintained in the custody of a custodian (who shall be identified by the Manager in writing). The Adviser

will not have custody of any securities, cash or other assets of the Fund and will not be liable for any loss resulting from any act or omission of the custodian other than acts or omissions arising in reliance on instructions of the Adviser.

3. SERVICES TO BE RENDERED BY THE ADVISER TO THE TRUST

A. As investment adviser to the Fund, the Adviser will coordinate the investment and reinvestment of the assets of the Allocated Portion and determine the composition of the assets of the Allocated Portion, subject always to the supervision and control of the Manager and the Trustees of the Trust.

B. As part of the services it will provide hereunder, the Adviser will:

(i) obtain and evaluate, to the extent deemed necessary and advisable by the Adviser in its discretion, pertinent economic, statistical, financial, and other information affecting the economy generally and individual companies or industries, the securities of which are included in the Allocated Portion or are under consideration for inclusion in the Allocated Portion;

(ii) formulate and implement a continuous investment program for the Allocated Portion;

(iii) take whatever steps are necessary to implement the investment program for the Allocated Portion by arranging for the purchase and sale of securities and other investments, including issuing directives to the administrator of the Trust as necessary for the appropriate implementation of the investment program of the Allocated Portion;

(iv) keep the Trustees of the Trust and the Manager fully informed in writing on an ongoing basis as agreed by the Manager and Adviser of all material facts concerning the investment and reinvestment of the assets in the Allocated Portion, the Adviser and its key investment personnel and operations, make regular and periodic special written reports of such additional information concerning the same as may reasonably be requested from time to time by the Manager or the Trustees of the Trust and the Adviser will attend meetings with the Manager and/or the Trustees, as reasonably requested, to discuss the foregoing;

(v) in accordance with procedures and methods established by the Trustees of the Trust, which may be amended from time to time, provide assistance in determining the fair value of all securities and other investments/assets in the Allocated Portion, as necessary, and use reasonable efforts to arrange for the provision of valuation information or a price(s) from a party(ies) independent of the Adviser for each security or other investment/asset in the Allocated Portion for which market prices are not readily available;

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(vi) provide any and all material composite performance information, records and supporting documentation about accounts the Adviser manages, if appropriate, which are relevant to the Allocated Portion and that have investment objectives, policies, and strategies substantially similar to those employed by the Adviser in managing the Allocated Portion that may be reasonably necessary, under applicable laws, to allow the Fund or its agent to present information concerning Adviser's prior performance in the Trust's Prospectus and SAI (as hereinafter defined) and any permissible reports and materials prepared by the Fund or its agent; and

(vii) cooperate with and provide reasonable assistance to the Manager, the Trust's administrator, the Trust's custodian and foreign custodians, the Trust's transfer agent and pricing agents and all other agents and representatives of the Trust and the Manager, keep all such

persons fully informed as to such matters as they may reasonably deem necessary to the performance of their obligations to the Trust and the Manager, provide prompt responses to reasonable requests made by such persons and maintain any appropriate interfaces with each so as to promote the efficient exchange of information.

C. In furnishing services hereunder, the Adviser shall be subject to, and shall perform in accordance with the following: (i) the Trust's Agreement and Declaration of Trust, as the same may be hereafter modified and/or amended from time to time ("Trust Declaration"); (ii) the By-Laws of the Trust, as the same may be hereafter modified and/or amended from time to time ("By-Laws"); (iii) the currently effective Prospectus and Statement of Additional Information of the Trust filed with the SEC and delivered to the Adviser, as the same may be hereafter modified, amended and/or supplemented ("Prospectus and SAI"); (iv) the Investment Company Act and the Advisers Act and the rules under each, and all other federal and state laws or regulations applicable to the Trust and the Fund; (v) the Trust's Compliance Manual and other policies and procedures adopted from time to time by the Board of Trustees of the Trust; and (vi) the written instructions of the Manager. Prior to the commencement of the Adviser's services hereunder, the Manager shall provide the Adviser with current copies of the Trust Declaration, By-Laws, Prospectus, SAI, Compliance Manual and other relevant policies and procedures that are adopted by the Board of Trustees. The Manager undertakes to provide the Adviser with copies or other written notice of any amendments, modifications or supplements to any such above-mentioned document.

D. The Adviser, at its expense, will furnish: (i) all necessary facilities and personnel, including salaries, expenses and fees of any personnel required for them to faithfully perform their duties under this Agreement; and (ii) administrative facilities, including bookkeeping, and all equipment necessary for the efficient conduct of the Adviser's duties under this Agreement.

E. The Adviser will select brokers and dealers to effect all portfolio transactions subject to the conditions set forth herein. The Adviser will place all necessary orders with brokers, dealers, or issuers, and will negotiate brokerage commissions, if applicable. The Adviser is directed at all times to seek to execute transactions for the Allocated Portion (i) in accordance with any written policies, practices or procedures that may be established by the Board of Trustees or the Manager from time to time and which have been provided to the Adviser or (ii) as described in the Trust's Prospectus and SAI. In placing any orders for the purchase or sale of investments for the Fund, in the name of the Allocated Portion or its nominees, the Adviser shall use its best efforts to obtain for the Allocated Portion "best execution", considering all of the circumstances, and shall maintain records adequate to demonstrate compliance with this requirement. In no instance will portfolio securities be purchased from or sold to the Adviser, or any affiliated person thereof, except in accordance with the Investment Company Act, the

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Advisers Act and the rules under each, and all other federal and state laws or regulations applicable to the Trust and the Fund.

F. Subject to the appropriate policies and procedures approved by the Board of Trustees, Adviser may, to the extent authorized by Section 28(e) of the Securities Exchange Act of 1934, as amended ("Exchange Act") cause the Allocated Portion to pay a broker or dealer that provides brokerage or research services to the Manager, the Adviser and the Allocated Portion an amount of commission for effecting a Fund transaction in excess of the amount of commission another broker or dealer would have charged for effecting that transaction if the Adviser determines, in good faith, that such amount of commission is reasonable in relationship to the value of such brokerage or research services provided viewed in terms of that particular transaction or the Adviser's overall responsibilities to the Fund or its other advisory clients. To the extent authorized by Section 28(e) and the Trust's Board of Trustees, the Adviser shall not be deemed to have acted unlawfully or to have breached any duty created by this Agreement or otherwise solely by reason of such action. In addition,

subject to seeking "best execution", the Manager or the Adviser may also consider sales of shares of the Trust as a factor in the selection of brokers and dealers. Subject to seeking best execution, the Board of Trustees or the Manager may direct the Adviser to effect transactions in portfolio securities through broker-dealers in a manner that will help generate resources to: (i) pay the cost of certain expenses that the Trust is required to pay or for which the Trust is required to arrange payment; or (ii) recognize broker-dealers for the sale of Fund shares.

G. On occasions when the Adviser deems the purchase or sale of a security to be in the best interest of the Allocated Portion as well as other clients of the Adviser, the Adviser to the extent permitted by applicable laws and regulations, may, but shall be under no obligation to, aggregate the securities to be purchased or sold to attempt to obtain a more favorable price or lower brokerage commissions and efficient execution. Allocation of the securities so purchased or sold, as well as the expenses incurred in the transaction, will be made by the Adviser in the manner which the Adviser considers to be the most equitable and consistent with its fiduciary obligations to the Allocated Portion and to its other clients over time. The Manager agrees that Adviser and its affiliates may give advice and take action in the performance of their duties with respect to any of their other clients that may differ from advice given, or the timing or nature of actions taken, with respect to the Allocated Portion. The Manager also acknowledges that Adviser and its affiliates are fiduciaries to other entities, some of which have the same or similar investment objectives (and will hold the same or similar investments) as the Allocated Portion, and that Adviser will carry out its duties hereunder together with its duties under such relationships. Nothing in this Agreement shall be deemed to confer upon Adviser any obligation to purchase or to sell or to recommend for purchase or sale for the Allocated Portion any investment that Adviser, its affiliates, officers or employees may purchase or sell for its or their own account or for the account of any client, if in the sole and absolute discretion of Adviser it is for any reason impractical or undesirable to take such action or make such recommendation for the Allocated Portion.

H. The Adviser will maintain all accounts, books and records with respect to the Allocated Portion as are required of an investment adviser of a registered investment company pursuant to the Investment Company Act and Advisers Act and the rules thereunder and shall file with the SEC all forms pursuant to Section 13 of the Exchange Act, with respect to its duties as are set forth herein.

I. The Adviser will, unless and until otherwise directed by the Manager or the Board of Trustees, vote proxies with respect to the Allocated Portion's securities and exercise

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rights in corporate actions or otherwise in accordance with the Adviser's proxy voting guidelines, as amended from time to time, which shall be provided to the Trust and the Manager.

#### 4. COMPENSATION OF ADVISER

The Manager will pay the Adviser an advisory fee with respect to the Allocated Portion as specified in Appendix A to this Agreement. Payments shall be made to the Adviser on or about the fifth day of each month; however, this advisory fee will be calculated daily for the Allocated Portion based on the net assets of the Allocated Portion on each day and accrued on a daily basis.

While this Agreement is in effect, the Adviser may not provide investment advisory services to another registered investment company with a similar investment objective and strategies for an advisory fee at a lower fee rate than is charged under this agreement, unless the Adviser voluntarily and unconditionally reduces the fee rate charged hereunder to the lowest level at which it provides such services to such other investment companies.

#### 5. LIABILITY AND INDEMNIFICATION



A. Except as may otherwise be provided by the Investment Company Act or any other federal securities law, neither the Adviser nor any of its officers, members or employees (its "Affiliates") shall be liable for any losses, claims, damages, liabilities or litigation (including legal and other expenses) incurred or suffered by the Manager or the Trust as a result of any error of judgment or mistake of law by the Adviser or its Affiliates with respect to the Fund, except that nothing in this Agreement shall operate or purport to operate in any way to exculpate, waive or limit the liability of the Adviser or its Affiliates for, and the Adviser shall indemnify and hold harmless the Trust, the Manager, all affiliated persons thereof (within the meaning of Section 2(a)(3) of the Investment Company Act) and all controlling persons (as described in Section 15 of the Securities Act of 1933, as amended ("1933 Act")) (collectively, "Manager Indemnitees") against any and all losses, claims, damages, liabilities or litigation (including reasonable legal and other expenses) to which any of the Manager Indemnitees may become subject under the 1933 Act, the Investment Company Act, the Advisers Act, or under any other statute, at common law or otherwise arising out of or based on (i) any willful misconduct, bad faith, reckless disregard or gross negligence of the Adviser in the performance of any of its duties or obligations hereunder or (ii) any untrue statement of a material fact contained in the Prospectus and SAI, proxy materials, reports, advertisements, sales literature, or other materials pertaining to the Allocated Portion or the omission to state therein a material fact known to the Adviser which was required to be stated therein or necessary to make the statements therein not misleading, if such statement or omission was made in reliance upon information furnished to the Manager or the Trust by the Adviser Indemnitees (as defined below) for use therein.

B. Except as may otherwise be provided by the Investment Company Act or any other federal securities law, the Manager and the Trust shall not be liable for any losses, claims, damages, liabilities or litigation (including legal and other expenses) incurred or suffered by the Adviser as a result of any error of judgment or mistake of law by the Manager with respect to the Allocated Portion, except that nothing in this Agreement shall operate or purport to operate in any way to exculpate, waive or limit the liability of the Manager for, and the Manager shall indemnify and hold harmless the Adviser, all affiliated persons thereof (within the meaning of Section 2(a)(3) of the Investment Company Act) and all controlling persons (as described in Section 15 of the 1933 Act) (collectively, "Adviser Indemnitees") against any and all losses, claims, damages, liabilities or litigation (including reasonable legal and other expenses) to which any of the

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Adviser Indemnitees may become subject under the 1933 Act, the Investment Company Act, the Advisers Act, or under any other statute, at common law or otherwise arising out of or based on (i) any willful misconduct, bad faith, reckless disregard or gross negligence of the Manager in the performance of any of its duties or obligations hereunder or (ii) any untrue statement of a material fact contained in the Prospectus and SAI, proxy materials, reports, advertisements, sales literature, or other materials pertaining to the Fund or the omission to state therein a material fact known to the Manager that was required to be stated therein or necessary to make the statements therein not misleading, unless such statement or omission was made in reliance upon information furnished to the Manager or the Trust.

#### 6. REPRESENTATIONS OF MANAGER

The Manager represents, warrants and agrees that:

A. The Manager has been duly authorized by the Board of Trustees of the Trust to delegate to the Adviser the provision of investment services to the Allocated Portion as contemplated hereby.

B. The Manager has adopted a written code of ethics complying with the requirements of Rule 17j-1 under the Investment Company Act and will provide the Adviser with a copy of such code of ethics.

C. The Manager is currently in compliance and shall at all times

continue to comply with the requirements imposed upon the Manager by applicable law and regulations.

D. The Manager (i) is registered as an investment adviser under the Advisers Act and will continue to be so registered for so long as this Agreement remains in effect; (ii) is not prohibited by the Investment Company Act, the Advisers Act or other law, regulation or order from performing the services contemplated by this Agreement; (iii) to the best of its knowledge, has met and will seek to continue to meet for so long as this Agreement is in effect, any other applicable federal or state requirements, or the applicable requirements of any regulatory or industry self-regulatory agency necessary to be met in order to perform the services contemplated by this Agreement; and (v) will promptly notify Adviser of the occurrence of any event that would disqualify Manager from serving as investment manager of an investment company pursuant to Section 9(a) of the Investment Company Act or otherwise. The Manager will also promptly notify the Adviser if it is served or otherwise receives notice of any action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court, public board or body, involving the affairs of the Fund, provided, however, that routine regulatory examinations shall not be required to be reported by this provision.

7. REPRESENTATIONS OF ADVISER

The Adviser represents, warrants and agrees as follows:

A. The Adviser (i) is registered as an investment adviser under the Advisers Act and will continue to be so registered for so long as this Agreement remains in effect; (ii) is not prohibited by the Investment Company Act, the Advisers Act or other law, regulation or order from performing the services contemplated by this Agreement; (iii) has met and will seek to continue to meet for so long as this Agreement remains in effect, any other applicable federal or state requirements, or the applicable requirements of any regulatory or industry self-regulatory agency necessary to be met in order to perform the services contemplated by this Agreement; (iv) has the authority to enter into and

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perform the services contemplated by this Agreement; and (v) will promptly notify Manager of the occurrence of any event that would disqualify the Adviser from serving as an investment adviser of an investment company pursuant to Section 9(a) of the Investment Company Act or otherwise. The Adviser will also promptly notify the Fund and the Manager if it is served or otherwise receives notice of any action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court, public board or body, involving the affairs of the Fund, provided, however, that routine regulatory examinations shall not be required to be reported by this provision.

B. The Adviser has adopted a written code of ethics complying with the requirements of Rule 17j-1 under the Investment Company Act and will provide the Manager and the Board with a copy of such code of ethics, together with evidence of its adoption. Within forty-five days of the end of the last calendar quarter of each year that this Agreement is in effect, and as otherwise requested, the president, Chief Operating Officer or a vice-president of the Adviser shall certify to the Manager that the Adviser has complied with the requirements of Rule 17j-1 during the previous year and that there has been no material violation of the Adviser's code of ethics or, if such a material violation has occurred, that appropriate action was taken in response to such violation. Upon the written request of the Manager, the Adviser shall permit the Manager, its employees or its agents to examine the reports required to be made to the Adviser by Rule 17j-1(c)(1) and all other records relevant to the Adviser's code of ethics.

C. The Adviser has provided the Trust and the Manager with a copy of its Form ADV, which as of the date of this Agreement is its Form ADV as most recently filed with the Securities and Exchange Commission and promptly will furnish a copy of all amendments to the Trust and the Manager at least annually. Such amendments shall reflect all changes in the Adviser's organizational structure, professional staff or other significant developments affecting the

Adviser, as required by the Advisers Act.

D. The Adviser will notify the Trust and the Manager of any assignment of this Agreement or change of control of the Adviser, as applicable, and any changes in the key personnel who are either the portfolio manager(s) of the Allocated Portion or senior management of the Adviser, in each case prior to or promptly after, such change. The Adviser agrees to bear all reasonable expenses of the Trust, if any, arising out of an assignment or change in control.

E. The Adviser agrees to maintain an appropriate level of errors and omissions or professional liability insurance coverage.

F. The Adviser agrees that neither it, nor any of its affiliates, will knowingly in any way refer directly or indirectly to its relationship with the Trust, the Fund, the Manager or any of their respective affiliates in offering, marketing or other promotional materials without the express written consent of the Manager, except as required by rule, regulation or upon the request of a governmental authority. However, the Adviser may use the performance of the Allocated Portion in its composite performance.

8. NON-EXCLUSIVITY

The services of the Adviser to the Manager, the Allocated Portion and the Trust are not to be deemed to be exclusive, and the Adviser shall be free to render investment advisory or other services to others and to engage in other activities. It is understood and agreed that the directors, officers, and employees of the Adviser are not prohibited from engaging in any other business activity or from rendering services to any other person, or from serving as partners, officers, directors, trustees, or employees of any other firm or corporation.

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9. SUPPLEMENTAL ARRANGEMENTS

The Adviser may from time to time employ or associate itself with any person it believes to be particularly suited to assist it in providing the services to be performed by such Adviser hereunder, provided that no such person shall perform any services with respect to the Allocated Portion that would constitute an assignment or require a written advisory agreement pursuant to the Investment Company Act. Any compensation payable to such persons shall be the sole responsibility of the Adviser, and neither the Manager nor the Trust shall have any obligations with respect thereto or otherwise arising under the Agreement.

10. REGULATION

The Adviser shall submit to all regulatory and administrative bodies having jurisdiction over the services provided pursuant to this Agreement any information, reports, or other material which any such body by reason of this Agreement may request or require pursuant to applicable laws and regulations.

11. RECORDS

The records relating to the services provided under this Agreement shall be the property of the Trust and shall be under its control; however, the Trust shall furnish to the Adviser such records and permit it to retain such records (either in original or in duplicate form) as it shall reasonably require in order to carry out its business. In the event of the termination of this Agreement, such other records shall promptly be returned to the Trust by the Adviser free from any claim or retention of rights therein, provided that the Adviser may retain any such records that are required by law or regulation. The Manager and the Adviser shall keep confidential any information obtained in connection with its duties hereunder and disclose such information only if the Trust has authorized such disclosure or if such disclosure is expressly required or requested by applicable federal or state regulatory authorities, or otherwise required by law.

12. DURATION OF AGREEMENT

This Agreement shall become effective upon the date first above written, provided that this Agreement shall not take effect unless it has first been approved: (i) by a vote of a majority of those trustees of the Trust who are not "interested persons" (as defined in the Investment Company Act) of any party to this Agreement ("Independent Trustees"), cast in person at a meeting called for the purpose of voting on such approval, and (ii) by vote of a majority of the Fund's outstanding securities. This Agreement will continue in effect for a period more than two years from the date of its execution only so long as such continuance is specifically approved at least annually by the Board of Trustees provided that in such event such continuance shall also be approved by the vote of a majority of the Independent Trustees cast in person at a meeting called for the purpose of voting on such approval.

13. TERMINATION OF AGREEMENT

This Agreement may be terminated at any time, without the payment of any penalty, by the Board of Trustees, including a majority of the Independent Trustees, by the vote of a majority of the outstanding voting securities of the Fund, on sixty (60) days' written notice to the Manager and the Adviser, or by the Manager or Adviser on sixty (60) days' written notice to the Trust and the other party. This Agreement will automatically terminate, without the payment of any penalty, (i) in the event of its assignment (as defined in the Investment Company Act), or (ii) in

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the event the Investment Management Agreement between the Manager and the Trust is assigned (as defined in the Investment Company Act) or terminates for any other reason. This Agreement will also terminate upon written notice to the other party that the other party is in material breach of this Agreement, unless the other party in material breach of this Agreement cures such breach to the reasonable satisfaction of the party alleging the breach within thirty (30) days after written notice.

14. USE OF ADVISER'S NAME

The parties agree that the name of the Adviser, the names of any affiliates of the Adviser and any derivative or logo or trademark or service mark or trade name are the valuable property of the Adviser and its affiliates. The Manager and the Trust shall have the right to use such name(s), derivatives, logos, trademarks or service marks or trade names only with the prior written approval of the Adviser, which approval shall not be unreasonably withheld or delayed so long as this Agreement is in effect.

Upon termination of this Agreement, the Manager and the Trust shall forthwith cease to use such name(s), derivatives, logos, trademarks or service marks or trade names. The Manager and the Trust agree that they will review with the Adviser any advertisement, sales literature, or notice prior to its use that makes reference to the Adviser or its affiliates or any such name(s), derivatives, logos, trademarks, service marks or trade names so that the Adviser may review the context in which it is referred to, it being agreed that the Adviser shall have no responsibility to ensure the adequacy of the form or content of such materials for purposes of the Investment Company Act or other applicable laws and regulations. If the Manager or the Trust makes any unauthorized use of the Adviser's names, derivatives, logos, trademarks or service marks or trade names, the parties acknowledge that the Adviser shall suffer irreparable harm for which monetary damages may be inadequate and thus, the Adviser shall be entitled to injunctive relief, as well as any other remedy available under law.

15. AMENDMENTS TO THE AGREEMENT

Except to the extent permitted by the Investment Company Act or the rules or regulations thereunder or pursuant to exemptive relief granted by the SEC, this Agreement may be amended by the parties only if such amendment, if material, is specifically approved by the vote of a majority of the outstanding voting securities of the Fund (unless such approval is not required by Section

15 of the Investment Company Act as interpreted by the SEC or its staff or unless the SEC has granted an exemption from such approval requirement) and by the vote of a majority of the Independent Trustees cast in person at a meeting called for the purpose of voting on such approval. The required shareholder approval shall be effective with respect to the Fund if a majority of the outstanding voting securities of the Fund vote to approve the amendment, notwithstanding that the amendment may not have been approved by a majority of the outstanding voting securities of any other Fund affected by the amendment or all the Funds of the Trust.

16. ASSIGNMENT

Any assignment (as that term is defined in the Investment Company Act) of the Agreement made by the Adviser without the prior written consent of the Trust and the Manager shall result in the automatic termination of this Agreement, as provided in Section 13 hereof. Notwithstanding the foregoing, no assignment shall be deemed to result from any changes in the directors, officers or employees of such Adviser except as may be provided to the contrary in the

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Investment Company Act or the rules or regulations thereunder. The Adviser agrees that it will notify the Trust and the Manager of any changes in its key employees within a reasonable time thereafter.

17. ENTIRE AGREEMENT

This Agreement contains the entire understanding and agreement of the parties with respect to the Allocated Portion.

18. HEADINGS

The headings in the sections of this Agreement are inserted for convenience of reference only and shall not constitute a part hereof.

19. NOTICES

All notices required to be given pursuant to this Agreement shall be delivered or mailed to the address listed below of each applicable party in person or by registered or certified mail or a private mail or delivery service providing the sender with notice of receipt or such other address as specified in a notice duly given to the other parties. Notice shall be deemed given on the date delivered or mailed in accordance with this paragraph.

For: The Equitable Life Assurance Society of the United States  
Patricia Louie, Vice President and Counsel  
1290 Avenue of the Americas, 8th Floor  
New York, New York 10104

For: AXA Premier VIP Trust  
Patricia Louie, Vice President and Secretary  
1290 Avenue of the Americas, 8th Floor  
New York, New York 10104

For: Provident Investment Counsel, Inc.  
John A.C. McMurtrie, Senior Vice President  
Penthouse  
300 North Lake Avenue  
Pasadena, California 91101

20. SEVERABILITY

Should any portion of this Agreement for any reason be held to be void in law or in equity, the Agreement shall be construed, insofar as is possible, as if such portion had never been contained herein.

21. TRUST AND SHAREHOLDER LIABILITY

The Manager and Adviser are hereby expressly put on notice of the limitation of shareholder liability as set forth in the Agreement and Declaration of Trust of the Trust and agree that obligations assumed by the Trust pursuant to this Agreement shall be limited in all cases to the Trust and its assets, and if the liability relates to one or more series, the obligations hereunder shall be limited to

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the respective assets of the Fund. The Manager and Adviser further agree that they shall not seek satisfaction of any such obligation from the shareholders or any individual shareholder of the Fund, nor from the Trustees or any individual Trustee of the Trust.

22. GOVERNING LAW

The provisions of this Agreement shall be construed and interpreted in accordance with the laws of the State of New York, or any of the applicable provisions of the Investment Company Act. To the extent that the laws of the State of New York, or any of the provisions in this Agreement, conflict with applicable provisions of the Investment Company Act, the latter shall control.

23. INTERPRETATION

Any question of interpretation of any term or provision of this Agreement having a counterpart in or otherwise derived from a term or provision of the Investment Company Act shall be resolved by reference to such term or provision of the Investment Company Act and to interpretations thereof, if any, by the United States courts or, in the absence of any controlling decision of any such court, by rules, regulations or orders of the SEC validly issued pursuant to the Investment Company Act. Specifically, the terms "vote of a majority of the outstanding voting securities," "interested persons," "assignment," and "affiliated persons," as used herein shall have the meanings assigned to them by Section 2(a) of the Investment Company Act. In addition, where the effect of a requirement of the Investment Company Act reflected in any provision of this Agreement is relaxed by a rule, regulation or order of the SEC, whether of special or of general application, such provision shall be deemed to incorporate the effect of such rule, regulation or order.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their duly authorized officers as of the date first mentioned above.

THE EQUITABLE LIFE ASSURANCE  
SOCIETY OF THE UNITED STATES

PROVIDENT INVESTMENT COUNSEL, INC.

By: /s/ Peter D. Noris

By: /s/ John A.C. McMurtrie

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Peter D. Noris  
Executive Vice President

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John A.C. McMurtrie  
Senior Vice President

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APPENDIX A  
TO  
INVESTMENT ADVISORY AGREEMENT  
WITH  
PROVIDENT INVESTMENT COUNSEL, INC.

<TABLE>

<CAPTION>

Fund

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<S>

SMALL/MID CAP GROWTH PORTFOLIOS, which shall consist of the following Allocated Portion and Other Allocated Portion\*\* (collectively referred to as "Small/Mid Cap Growth Portfolios"):

AXA Premier VIP Small/Mid Cap Growth Portfolio\*

AXA Premier Small/Mid Cap Growth Fund\*

</TABLE>

Annual Advisory Fee\*\*

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<C>

0.50% of the Provident Allocated Portions' average daily net assets up to and including \$50 million; 0.45% of the Provident Allocated Portions' average daily net assets in excess of \$50 million and up to and including \$200 million; and 0.40% of the Provident Allocated Portions' average daily net assets in excess of \$200 million

\* Fee to be paid with respect to this Fund shall be based only on the portion of a Fund's average daily net assets advised by the Adviser, which may be referred to as an "Provident Allocated Portion."

\*\* Other Allocated Portions are other registered investment companies (or series or portions thereof) that are managed by the Manager and advised by the Adviser, which are classified "Small/Mid Cap Growth Portfolios."

\*\*\*The daily advisory fee for the Related Portfolios is calculated by multiplying the aggregate net assets of the Related Portfolios at the close of the immediately preceding business day by the annual Advisory Fee Rate calculated as set forth above and then dividing the result by the number of days in the year. The daily fee applicable to each Allocated Portion is the portion of the daily advisory fee for the Related Portfolios equal to the Allocated Portion's net assets relative to the aggregate net assets of the Related Portfolios, including the Allocated Portion, used in the fee calculation.

## AMENDED AND RESTATED EXPENSE LIMITATION AGREEMENT

AMENDED AND RESTATED EXPENSE LIMITATION AGREEMENT, effective as of June 1, 2002 by and between The Equitable Life Assurance Society of the United States (the "Manager") and AXA Premier VIP Trust (the "Trust"), on behalf of each series of the Trust set forth in Schedule A attached hereto (each, a "Fund", and collectively, the "Funds").

WHEREAS, the Trust is a Delaware business trust organized under the Agreement and Declaration of Trust ("Declaration of Trust"), and is registered under the Investment Company Act of 1940, as amended ("1940 Act"), as an open-end management company of the series type, and each Fund is a series of the Trust;

WHEREAS, the Trust and the Manager have entered into an Investment Management Agreement dated November 30, 2001, ("Management Agreement"), pursuant to which the Manager provides investment management services to each Fund for compensation based on the value of the average daily net assets of each such Fund;

WHEREAS, the Trust and the Manager have determined that it is appropriate and in the best interests of each Fund and its shareholders to maintain the expenses of each Fund at a level below the level to which each such Fund would normally be subject during its start-up period and, therefore initially entered into an Expense Limitation Agreement dated as of November 30, 2001 ("Expense Limitation Agreement") in order to maintain each Fund's expense ratios at the Maximum Annual Operating Expense Limit (as hereinafter defined) specified for such Fund in Schedule A hereto; and

WHEREAS, the Trust and Manager desire to modify the Expense Limitation Agreement with respect to reimbursement of Fund Operating Expenses by the Trust to the Manager;

NOW THEREFORE, the parties hereto agree that the Expense Limitation Agreement is hereby modified, amended and restated in its entirety as of the date hereof as follows:

1. Expense Limitation.

1.1. Applicable Expense Limit. To the extent that the aggregate expenses of every character incurred by a Fund in any fiscal year, including but not limited to organizational costs and investment management fees of the Manager (but excluding interest, taxes, brokerage commissions, other expenditures which are capitalized in accordance with generally accepted accounting principles, other extraordinary expenses not incurred in the ordinary



course of such Fund's business and amounts payable pursuant to a plan adopted in accordance with Rule 12b-1 under the 1940 Act) ("Fund Operating Expenses"), exceed the Maximum Annual Operating Expense Limit, as defined in Section 1.2 below, such excess amount (the "Excess Amount") shall be the liability of the Manager.

1.2. Maximum Annual Operating Expense Limit. The Maximum Annual Operating Expense Limit with respect to each Fund shall be the amount specified in Schedule A based on a percentage of the average daily net assets of each Fund.

1.3. Method of Computation. To determine the Manager's liability with respect to the Excess Amount, each month the Fund Operating Expenses for each Fund shall be annualized as of the last day of the month. If the annualized Fund Operating Expenses for any month of a Fund exceed the Maximum Annual Operating Expense Limit of such Fund, the Manager shall first waive or reduce its investment management fee for such month by an amount sufficient to reduce the annualized Fund Operating

Expenses to an amount no higher than the Maximum Annual Operating Expense Limit. If the amount of the waived or reduced investment management fee for any such month is insufficient to pay the Excess Amount, the Manager may also remit to the appropriate Fund or Funds an amount that, together with the waived or reduced investment management fee, is sufficient to pay such Excess Amount.

1.4. Year-End Adjustment. If necessary, on or before the last day of the first month of each fiscal year, an adjustment payment shall be made by the appropriate party in order that the amount of the investment management fees waived or reduced and other payments remitted by the Manager to the Fund or Funds with respect to the previous fiscal year shall equal the Excess Amount.

## 2. Reimbursement of Fee Waivers and Expense Reimbursements.

2.1. Reimbursement. If in any year in which the Management Agreement is still in effect, the estimated aggregate Fund Operating Expenses of such Fund for the fiscal year are less than the Maximum Annual Operating Expense Limit for that year, the Manager shall be entitled to reimbursement by such Fund, in whole or in part as provided below, of the investment management fees waived or reduced and other payments remitted by the Manager to such Fund pursuant to Section 1 hereof. The total amount of reimbursement to which the Manager may be entitled ("Reimbursement Amount") shall equal, at any time, the sum of all investment management fees previously waived or reduced by the Manager and all other payments remitted by the Manager to the Fund, pursuant to Section 1 hereof, during any of the previous three (3) fiscal years, less any reimbursement previously paid by such Fund to the Manager, pursuant to Section 2.2 hereof, with respect to such waivers, reductions, and payments. The Reimbursement Amount shall not include any additional charges or fees whatsoever, including, e.g., interest accruable on the Reimbursement Amount.

2.2. Method of Computation. To determine each Fund's accrual, if any, to reimburse the Manager for the Reimbursement Amount, each month the Fund Operating Expenses of each Fund shall be annualized as of the last day of the month. If the annualized Fund Operating Expenses of a Fund for any month are less than the Maximum Annual Operating Expense Limit of such Fund, such Fund, shall accrue into its net asset value an amount payable to the Manager sufficient to increase the annualized Fund Operating Expenses of that Fund to an amount no greater than the Maximum Annual Operating Expense Limit of that Fund, provided that such amount paid to the Manager will in no event exceed the total Reimbursement Amount. For accounting purposes, when the annualized Fund Operating Expenses of a Fund are below the Maximum Annual Operating Expense Limit, a liability will be accrued daily for these amounts.

2.3. Year-End Adjustment. If necessary, on or before the last day of the first month of each fiscal year, an adjustment payment shall be made by the appropriate party in order that the actual Fund Operating Expenses of a Fund for the prior fiscal year (including any reimbursement payments hereunder with respect to such fiscal year) do not exceed the Maximum Annual Operating Expense Limit.

2.4. Limitation of Liability. The Manager shall look only to the assets of the Fund for which it waived or reduced fees or remitted payments for reimbursement under this Agreement and for payment of any claim hereunder, and neither the Funds, nor any of the Trust's trustees, officers, employees, agents, or shareholders, whether past, present or future shall be personally liable therefor.

### 3. Term and Termination of Agreement.

This Agreement shall continue in effect with respect to all Funds until April 30, 2003 and shall thereafter continue in effect with respect to each Fund from year to year provided such continuance is specifically approved by both a majority of the Trustees of the Trust who (i) are not "interested persons"

of the Trust or any other party to this Agreement, as defined in the 1940 Act, and (ii) have no direct or indirect financial interest in the operation of this Agreement ("Non-Interested Trustees") and the Manager. This Agreement shall terminate automatically upon the termination of the Management Agreement; provided, however, that a Fund's obligation to reimburse the Manager, as described above, will survive the termination of this Agreement unless the Trust and the Manager agree otherwise.

### 4. Miscellaneous.

4.1. Captions. The captions in this Agreement are included for

convenience of reference only and in no other way define or delineate any of the provisions hereof or otherwise affect their construction or effect.

4.2. Interpretation. Nothing herein contained shall be deemed to require the Trust or the Funds to take any action contrary to the Trust's Declaration of Trust or By-Laws, or any applicable statutory or regulatory requirement to which it is subject or by which it is bound, or to relieve or deprive the Trust's Board of Trustees of its responsibility for and control of the conduct of the affairs of the Trust or the Funds.

4.3. Definitions. Any question of interpretation of any term or provision of this Agreement, including but not limited to the investment management fee, the computations of net asset values, and the allocation of expenses, having a counterpart in or otherwise derived from the terms and provisions of the Management Agreement or the 1940 Act, shall have the same meaning as and be resolved by reference to such Management Agreement or the 1940 Act.

IN WITNESS WHEREOF, the parties have caused this Expense Limitation Agreement to be signed by their respective officers thereunto duly authorized and their respective corporate seals to be hereunto affixed, as of the day and year first above written.

AXA PREMIER VIP TRUST  
ON BEHALF OF EACH OF ITS FUNDS

By: /s/ Steven M. Joenk  
-----  
Steven M. Joenk  
President

THE EQUITABLE LIFE ASSURANCE  
SOCIETY OF THE UNITED STATES

By: /s/ Peter D. Noris  
-----  
Peter D. Noris  
Executive Vice President and  
Chief Investment Officer

SCHEDULE A  
MAXIMUM ANNUAL OPERATING EXPENSE LIMITS

This Agreement relates to the following Funds of the Trust:

| Name of Fund<br>-----                           | Maximum Annual<br>Operating Expense Limit<br>----- |
|---|--|
| AXA Premier VIP Large Cap Core Equity Portfolio | 1.10%  |
| AXA Premier VIP Large Cap Growth Portfolio      | 1.10%  |
| AXA Premier VIP Large Cap Value Portfolio       | 1.10%  |
| AXA Premier VIP Small/Mid Cap Growth Portfolio  | 1.35%  |
| AXA Premier VIP Small/Mid Cap Value Portfolio   | 1.35%  |
| AXA Premier VIP International Equity Portfolio  | 1.55%  |
| AXA Premier VIP Technology Portfolio            | 1.60%  |
| AXA Premier VIP Health Care Portfolio           | 1.60%  |
| AXA Premier VIP Core Bond Portfolio             | 0.70%  |

## POWER OF ATTORNEY

The undersigned Trustee of AXA Premier Funds Trust and AXA Premier VIP Trust (together referred to as the "Trusts"), whose signature appears below, hereby makes, constitutes and appoints Steven M. Joenk, Patricia Louie, Esq. and Arthur J. Brown, Esq. and each of them acting individually, to be his or her true and lawful attorneys and agents, each of them with the power to act without any other and with full power of substitution, to execute, deliver and file in the undersigned capacity as shown below, any and all instruments that said attorneys and agents may deem necessary or advisable to enable the Trusts to comply with the Securities Act of 1933, as amended, including any and all amendments to the Trusts' registration statement, and any rules, regulations, orders or other requirements of the Securities and Exchange Commission thereunder in connection with the registration of shares or additional shares of beneficial interest of the Trusts or any of its series or classes thereof, and the registration of the Trusts or any of its series under the Investment Company Act of 1940, as amended, including any and all amendments to the Trusts' registration statement; and without limitation of the foregoing, the power and authority to sign said Trustee's name on his behalf, and said Trustee hereby grants to said attorney or attorneys, full power and authority to do and perform each and every act and thing whatsoever as said attorney or attorneys may deem necessary or advisable to carry out fully the intent of this Power of Attorney to the same extent and with the same effect as said Trustee might or could do personally in his or her capacity as aforesaid and said Trustee ratifies, confirms and approves all acts and things which said attorney or attorneys might do or cause to be done by virtue of this Power of Attorney and his or her signature as the same may be signed by said attorney or attorneys.

Signature

Title

Effective as of:

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/s/ Gerald C. Crotty

Trustee

November 28, 2001

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Gerald C. Crotty

POWER OF ATTORNEY

The undersigned Trustee of AXA Premier Funds Trust and AXA Premier VIP Trust (together referred to as the "Trusts"), whose signature appears below, hereby makes, constitutes and appoints Steven M. Joenk, Patricia Louie, Esq. and Arthur J. Brown, Esq. and each of them acting individually, to be his or her true and lawful attorneys and agents, each of them with the power to act without any other and with full power of substitution, to execute, deliver and file in the undersigned capacity as shown below, any and all instruments that said attorneys and agents may deem necessary or advisable to enable the Trusts to comply with the Securities Act of 1933, as amended, including any and all amendments to the Trusts' registration statement, and any rules, regulations, orders or other requirements of the Securities and Exchange Commission thereunder in connection with the registration of shares or additional shares of beneficial interest of the Trusts or any of its series or classes thereof, and the registration of the Trusts or any of its series under the Investment Company Act of 1940, as amended, including any and all amendments to the Trusts' registration statement; and without limitation of the foregoing, the power and authority to sign said Trustee's name on his behalf, and said Trustee hereby grants to said attorney or attorneys, full power and authority to do and perform each and every act and thing whatsoever as said attorney or attorneys may deem necessary or advisable to carry out fully the intent of this Power of Attorney to the same extent and with the same effect as said Trustee might or could do personally in his or her capacity as aforesaid and said Trustee ratifies, confirms and approves all acts and things which said attorney or attorneys might do or cause to be done by virtue of this Power of Attorney and his or her signature as the same may be signed by said attorney or attorneys.

Signature  
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Title  
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Effective as of:  
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/s/ Barry Hamerling  
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Barry Hamerling

Trustee

November 28, 2001

POWER OF ATTORNEY

The undersigned Trustee of AXA Premier Funds Trust and AXA Premier VIP Trust (together referred to as the "Trusts"), whose signature appears below, hereby makes, constitutes and appoints Steven M. Joenk, Patricia Louie, Esq. and Arthur J. Brown, Esq. and each of them acting individually, to be his or her true and lawful attorneys and agents, each of them with the power to act without any other and with full power of substitution, to execute, deliver and file in the undersigned capacity as shown below, any and all instruments that said attorneys and agents may deem necessary or advisable to enable the Trusts to comply with the Securities Act of 1933, as amended, including any and all amendments to the Trusts' registration statement, and any rules, regulations, orders or other requirements of the Securities and Exchange Commission thereunder in connection with the registration of shares or additional shares of beneficial interest of the Trusts or any of its series or classes thereof, and the registration of the Trusts or any of its series under the Investment Company Act of 1940, as amended, including any and all amendments to the Trusts' registration statement; and without limitation of the foregoing, the power and authority to sign said Trustee's name on his behalf, and said Trustee hereby grants to said attorney or attorneys, full power and authority to do and perform each and every act and thing whatsoever as said attorney or attorneys may deem necessary or advisable to carry out fully the intent of this Power of Attorney to the same extent and with the same effect as said Trustee might or could do personally in his or her capacity as aforesaid and said Trustee ratifies, confirms and approves all acts and things which said attorney or attorneys might do or cause to be done by virtue of this Power of Attorney and his or her signature as the same may be signed by said attorney or attorneys.

|           |       |                  |
|-----------|-------|------------------|
| Signature | Title | Effective as of: |
| -----     | ----- | -----            |

|                       |         |                   |
|-----------------------|---------|-------------------|
| /s/ Rayman L. Solomon | Trustee | November 28, 2001 |
| -----                 |         |                   |
| Rayman L. Solomon     |         |                   |

POWER OF ATTORNEY

The undersigned Trustee of AXA Premier Funds Trust and AXA Premier VIP Trust (together referred to as the "Trusts"), whose signature appears below, hereby makes, constitutes and appoints Steven M. Joenk, Patricia Louie, Esq. and Arthur J. Brown, Esq. and each of them acting individually, to be his or her true and lawful attorneys and agents, each of them with the power to act without

any other and with full power of substitution, to execute, deliver and file in the undersigned capacity as shown below, any and all instruments that said attorneys and agents may deem necessary or advisable to enable the Trusts to comply with the Securities Act of 1933, as amended, including any and all amendments to the Trusts' registration statement, and any rules, regulations, orders or other requirements of the Securities and Exchange Commission thereunder in connection with the registration of shares or additional shares of beneficial interest of the Trusts or any of its series or classes thereof, and the registration of the Trusts or any of its series under the Investment Company Act of 1940, as amended, including any and all amendments to the Trusts' registration statement; and without limitation of the foregoing, the power and authority to sign said Trustee's name on his behalf, and said Trustee hereby grants to said attorney or attorneys, full power and authority to do and perform each and every act and thing whatsoever as said attorney or attorneys may deem necessary or advisable to carry out fully the intent of this Power of Attorney to the same extent and with the same effect as said Trustee might or could do personally in his or her capacity as aforesaid and said Trustee ratifies, confirms and approves all acts and things which said attorney or attorneys might do or cause to be done by virtue of this Power of Attorney and his or her signature as the same may be signed by said attorney or attorneys.

Signature

Title

Date

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/s/ Cynthia R. Plouche

Trustee

November 28, 2001

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Cynthia R. Plouche

#### POWER OF ATTORNEY

The undersigned Trustee of AXA Premier Funds Trust and AXA Premier VIP Trust (together referred to as the "Trusts"), whose signature appears below, hereby makes, constitutes and appoints Steven M. Joenk, Patricia Louie, Esq. and Arthur J. Brown, Esq. and each of them acting individually, to be his or her true and lawful attorneys and agents, each of them with the power to act without any other and with full power of substitution, to execute, deliver and file in the undersigned capacity as shown below, any and all instruments that said attorneys and agents may deem necessary or advisable to enable the Trusts to comply with the Securities Act of 1933, as amended, including any and all amendments to the Trusts' registration statement, and any rules, regulations,



orders or other requirements of the Securities and Exchange Commission thereunder in connection with the registration of shares or additional shares of beneficial interest of the Trusts or any of its series or classes thereof, and the registration of the Trusts or any of its series under the Investment Company Act of 1940, as amended, including any and all amendments to the Trusts' registration statement; and without limitation of the foregoing, the power and authority to sign said Trustee's name on his behalf, and said Trustee hereby grants to said attorney or attorneys, full power and authority to do and perform each and every act and thing whatsoever as said attorney or attorneys may deem necessary or advisable to carry out fully the intent of this Power of Attorney to the same extent and with the same effect as said Trustee might or could do personally in his or her capacity as aforesaid and said Trustee ratifies, confirms and approves all acts and things which said attorney or attorneys might do or cause to be done by virtue of this Power of Attorney and his or her signature as the same may be signed by said attorney or attorneys.

Signature

Title

Date

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/s/ Peter D. Noris

Chairman of the Board

November 28, 2001

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Trustee

Peter D. Noris

#### POWER OF ATTORNEY

The undersigned President and Chief Financial Officer of AXA Premier Funds Trust and AXA Premier VIP Trust (together referred to as the "Trusts"), whose signature appears below, hereby makes, constitutes and appoints Patricia Louie, Esq. and Arthur J. Brown, Esq. and each of them acting individually, to be his or her true and lawful attorneys and agents, each of them with the power to act without any other and with full power of substitution, to execute, deliver and file in the undersigned capacity as shown below, any and all instruments that said attorneys and agents may deem necessary or advisable to enable the Trusts to comply with the Securities Act of 1933, as amended, including any and all amendments to the Trusts' registration statement, and any rules, regulations, orders or other requirements of the Securities and Exchange Commission thereunder in connection with the registration of shares or additional shares of beneficial interest of the Trusts or any of its series or classes thereof, and the registration of the Trusts or any of its series under the Investment Company Act of 1940, as amended, including any and all amendments

to the Trusts' registration statement; and without limitation of the foregoing, the power and authority to sign said Trustee's name on his behalf, and said Trustee hereby grants to said attorney or attorneys, full power and authority to do and perform each and every act and thing whatsoever as said attorney or attorneys may deem necessary or advisable to carry out fully the intent of this Power of Attorney to the same extent and with the same effect as said Trustee might or could do personally in his or her capacity as aforesaid and said Trustee ratifies, confirms and approves all acts and things which said attorney or attorneys might do or cause to be done by virtue of this Power of Attorney and his or her signature as the same may be signed by said attorney or attorneys.

| Signature | Title | Effective as of: |
|-----------|-------|------------------|
|-----------|-------|------------------|

|   |                                      |                   |
|---|--------------------------------------|-------------------|
| /s/ Steven M. Joenk<br>-----<br>Steven M. Joenk | President<br>Chief Financial Officer | November 28, 2001 |
|---|--------------------------------------|-------------------|

POWER OF ATTORNEY

The undersigned Vice President and Treasurer of AXA Premier Funds Trust and AXA Premier VIP Trust (together referred to as the "Trusts"), whose signature appears below, hereby makes, constitutes and appoints Steven M. Joenk, Patricia Louie, Esq. and Arthur J. Brown, Esq. and each of them acting individually, to be his or her true and lawful attorneys and agents, each of them with the power to act without any other and with full power of substitution, to execute, deliver and file in the undersigned capacity as shown below, any and all instruments that said attorneys and agents may deem necessary or advisable to enable the Trusts to comply with the Securities Act of 1933, as amended, including any and all amendments to the Trusts' registration statement, and any rules, regulations, orders or other requirements of the Securities and Exchange Commission thereunder in connection with the registration of shares or additional shares of beneficial interest of the Trusts or any of its series or classes thereof, and the registration of the Trusts or any of its series under the Investment Company Act of 1940, as amended, including any and all amendments to the Trusts' registration statement; and without limitation of the foregoing, the power and authority to sign said Trustee's name on his behalf, and said Trustee hereby grants to said attorney or attorneys, full power and authority to do and perform each and every act and thing whatsoever as said attorney or attorneys may deem necessary or advisable to carry out fully the intent of this

Power of Attorney to the same extent and with the same effect as said Trustee might or could do personally in his or her capacity as aforesaid and said Trustee ratifies, confirms and approves all acts and things which said attorney or attorneys might do or cause to be done by virtue of this Power of Attorney and his or her signature as the same may be signed by said attorney or attorneys.

Signature

Title

Effective as of:

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/s/ Kenneth T. Kozlowski

Vice President

November 28, 2001

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Treasurer

Kenneth T. Kozlowski

APRIL 2002

ALLIANCE CAPITAL MANAGEMENT L.P.

CODE OF ETHICS AND STATEMENT OF POLICY AND PROCEDURES REGARDING  
PERSONAL SECURITIES TRANSACTIONS

1. PURPOSES

- (A) Alliance Capital Management L.P. ("Alliance", "we" or "us") is a registered investment adviser and acts as investment manager or adviser to investment companies and other Clients. In this capacity, we serve as fiduciaries and owe our Clients an undivided duty of loyalty. We must avoid even the appearance of a conflict that may compromise the trust Clients have placed in us and must insist on strict adherence to fiduciary standards and compliance with all applicable federal and state securities laws. Adherence to this Code of Ethics and Statement of Policy and Procedures Regarding Personal Securities Transactions (the "Code and Statement") is a fundamental condition of service with us, any of our subsidiaries or our general partner (the "Alliance Group").
- (B) The Code and Statement is intended to comply with Rule 17j-1 under the Investment Company Act which applies to us because we serve as an investment adviser to registered investment companies. Rule 17j-1 specifically requires us to adopt a code of ethics that contains provisions reasonably necessary to prevent our "access persons" (defined in Rule 17j-1 to cover persons such as officers, directors, portfolio managers, traders, research analysts and others) from engaging in fraudulent conduct, including insider trading. Each investment company we advise has also adopted a code of ethics with respect to its access persons. As set forth in Section 3 below, our Code and Statement applies to all Employees and all other individuals who are Access Persons. The Code and Statement is also intended to comply with the provisions of Rule 204-2 under the Investment Advisers Act of 1940 (the "Advisers Act") which requires us to maintain records of securities transactions in which certain of our personnel have any Beneficial Ownership.
- (C) All Employees and all other individuals who are Access Persons (collectively, "you") also serve as fiduciaries with respect to our Clients and in this capacity you owe an undivided duty of loyalty to our Clients. As part of this duty and as expressed throughout the Code and Statement, you must at all times:

- (i) Place the interests of our Clients first;
- (ii) Conduct all personal securities transactions consistent with this Code and Statement and in such a manner that avoids any actual or potential conflict of interest or any abuse of your responsibility and position of trust; and
- (iii) Abide by the fundamental standard that you not take inappropriate advantage of your position.

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(D) This Code and Statement does not attempt to identify all possible conflicts of interests and literal compliance with each of the specific procedures will not shield you from liability for personal trading or other conduct which violates your fiduciary duties to our Clients. In addition to the specific prohibitions contained in this Code and Statement, you are also subject to a general requirement not to engage in any act or practice that would defraud our Clients. This general prohibition includes, in connection with the purchase or sale of a Security held or to be acquired or sold (as this phrase is defined below in Section 2(k)) by a Client:

- (i) Making any untrue statement of a material fact;
- (ii) Creating materially misleading impressions by omitting to state or failing to provide any information necessary to make any statements made, in light of the circumstances in which they are made, not misleading;
- (iii) Making investment decisions, changes in research ratings and trading decisions other than exclusively for the benefit of and in the best interest of our Clients;
- (iv) Using information about investment or trading decisions or changes in research ratings (whether considered, proposed or made) to benefit or avoid economic injury to you or anyone other than our Clients;
- (v) Taking, delaying or omitting to take any action with respect to any research recommendation, report or rating or any investment or trading decision for a Client in order to avoid economic injury to you or anyone other than our Clients;
- (vi) Purchasing or selling a Security on the basis of knowledge of a possible trade by or for a Client;
- (vii) Revealing to any other person (except in the normal course of your duties on behalf of a Client) any information regarding

Securities transactions by any Client or the consideration by any Client of Alliance of any such Securities transactions; or

(viii) Engaging in any manipulative practice with respect to any Client.

(E) The provisions contained in this Code and Statement must be followed when making a personal securities transaction. These policies and procedures, which must be followed, are considerably more restrictive and time-consuming than those applying to investments in the mutual funds and other Clients we advise. If you are not prepared to comply with these policies and procedures, you must forego personal trading.

## 2. DEFINITIONS

The following definitions apply for purposes of the Code and Statement in addition to the definitions contained in the text itself.

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(A) "ACCESS PERSON" means any director or officer of the general partner of Alliance, as well as any of the following persons:

(i) any Employee who, in connection with his or her regular functions or duties --

(A) makes, participates in, or obtains information regarding the purchase or sale of a Security by a Client, or whose functions relate to the making of any recommendations with respect to such purchases or sales;

(B) obtains information from any source regarding any change, or consideration of any change in Alliance's internal research coverage, a research rating or an internally published view on a Security or issuer; or

(C) obtains information from any source regarding the placing or execution of an order for a Client account; and

(ii) any natural person having the power to exercise a controlling influence over the management or policies of Alliance (unless that power is solely the result of his or her position with Alliance) who:

(A) obtains information concerning recommendations made to a Client with regard to the purchase or sale of a Security;

(B) obtains information from any source regarding any change, or consideration of any change in research coverage, research

rating or a published view on a Security or issuer; and

(C) obtains information from any source regarding the placing or execution of an order for a Client account.

(B) A SECURITY IS "BEING CONSIDERED FOR PURCHASE OR SALE" WHEN:

(i) an Alliance research analyst issues research information (including as part of the daily morning call) regarding initial coverage of, or changing a rating with respect to, a Security;

(ii) a portfolio manager has indicated (during the daily morning call or otherwise) his or her intention to purchase or sell a Security;

(iii) a portfolio manager places an order for a Client; or

(iv) a portfolio manager gives a trader discretion to execute an order for a Client over a specified period of time.

(C) "BENEFICIAL OWNERSHIP" is interpreted in the same manner as in determining whether a person is subject to the provisions of Section 16 of the Securities Exchange Act of 1934 ("Exchange Act"), Rule 16a-1 and the other rules and regulations thereunder and includes

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ownership by any person who, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, has or shares a direct or indirect pecuniary interest in a Security. For example, an individual has an indirect pecuniary interest in any Security owned by the individual's spouse. Beneficial Ownership also includes, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise, having or sharing "voting power" or "investment power," as those terms are used in Section 13(d) of the Exchange Act and Rule 13d-3 thereunder.

(D) "CLIENT" means any person or entity, including an investment company, for which Alliance serves as investment manager or adviser.

(E) "COMPLIANCE OFFICER" refers to Alliance's Compliance Officer.

(F) "CONTROL" has the same meaning set forth in Section 2(a)(9) of the Investment Company Act.

(G) "EMPLOYEE" refers to any person who is an employee of any member of the Alliance Group, including both part-time employees, as well as consultants (acting in the capacity of a portfolio manager, trader or research analyst) under the control of Alliance who, but for their

status as consultants, would otherwise come within the definition of Access Person.

- (H) "INITIAL PUBLIC OFFERING" means an offering of securities registered under the Securities Act of 1933, the issuer of which, immediately before the registration, was not subject to the reporting requirements of Sections 13 or 15(d) of the Securities Exchange Act of 1934.
- (I) "INVESTMENT PERSONNEL" refers to:
- (i) any Employee who acts in the capacity of a portfolio manager, research analyst or trader;
  - (ii) any Employee who assists someone acting in the capacity of a portfolio manager, research analyst or trader and as an assistant has access to information generated or used by portfolio managers, research analysts and traders (including, for example, assistants who have access to the Alliance Global Equity Review or the Alliance Fixed Income Review);
  - (iii) any Employee who receives the Alliance Global Equity Review or the Alliance Fixed Income Review; or
  - (iv) any natural person who Controls Alliance and who obtains information concerning recommendations made to a Client regarding the purchase or sale of securities by the Client.
- (J) "LIMITED OFFERING" means an offering that is exempt from registration under the Securities Act of 1933 pursuant to Sections 4(2) or 4(6) thereof or pursuant to Rules 504, 505 or 506 under the Securities Act of 1933.

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- (K) "PERSONAL ACCOUNT" refers to any account (including, without limitation, a custody account, safekeeping account and an account maintained by an entity that may act in a brokerage or a principal capacity) in which an Access Person or Employee has any Beneficial Ownership and any such account maintained by or for a financial dependent. For example, this definition includes Personal Accounts of:
- (i) an Access Person's or Employee's spouse, including a legally separated or divorced spouse who is a financial dependent,
  - (ii) financial dependents residing with the Access Person or Employee, and
  - (iii) any person financially dependent on an Access Person or Employee who does not reside with that person, including financially



dependent children away at college.

- (L) "PURCHASE OR SALE OF A SECURITY" includes, among other transactions, the writing or purchase of an option to sell a Security and any short sale of a Security.
- (M) "SECURITY" has the meaning set forth in Section 2(a)(36) of the Investment Company Act and any derivative thereof, commodities, options or forward contracts, except that it shall not include shares of open-end investment companies registered under the Investment Company Act, securities issued by the Government of the United States, short-term debt securities that are government securities within the meaning of Section 2(a)(16) of the Investment Company Act, bankers' acceptances, bank certificates of deposit, commercial paper, and such other money market instruments as are designated by the Compliance Officer.
- (N) "SECURITY HELD OR TO BE ACQUIRED OR SOLD" means:
  - (i) any Security which, within the most recent 15 days (1) is or has been held by a Client or (2) is being or has been considered by a Client (to the extent known by Alliance) or Alliance for purchase by the Client; and
  - (ii) any option to purchase or sell, and any Security convertible into or exchangeable for, a Security.
- (O) "SUBSIDIARY" refers to either of the following types of entities with respect to which Alliance, directly or indirectly, through the ownership of voting securities, by contract or otherwise has the power to direct or cause the direction of management or policies of such entity:
  - (i) any U.S. entity engaged in money management; and
  - (ii) any non-U.S. entity engaged in money management for U.S. accounts.

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### 3. APPLICATION

- (A) This Code and Statement applies to all Employees of Alliance or any Subsidiary of Alliance and to all other individuals who are Access Persons. Please note that certain provisions apply to all Employees while other provisions apply only to Access Persons and others apply only to certain categories of Access Persons who are also Investment Personnel (e.g., portfolio managers and research analysts).

(B) Alliance will provide a copy of this Code and Statement to all Employees and all individuals who are Access Persons. In addition, the Compliance Officer will maintain lists of Access Persons and Investment Personnel, including a separate list of portfolio managers and research analysts.

#### 4. LIMITATIONS ON PERSONAL SECURITIES TRANSACTIONS

##### (A) ALL EMPLOYEES

It is the responsibility of each employee to ensure that all personal securities transactions are made in strict compliance with the restrictions and procedures in the Code and Statement and otherwise comply with all applicable legal and regulatory requirements. EMPLOYEES MUST HOLD ALL SECURITIES IN A PERSONAL ACCOUNT. This requirement applies to all types of personal securities transactions including, for example, the purchase of Securities in a private placement or other direct investment. Personal securities transactions for employees may be effected only in a Personal Account and in accordance with the following provisions:

##### (i) DESIGNATED BROKERAGE ACCOUNTS

Personal Accounts of an employee that are maintained as brokerage accounts must be held at the following designated broker-dealers: CS First Boston, Harrisdirect (formally CSFBdirect), Merrill Lynch & Co. or Charles Schwab. In addition, employees who currently maintain a Personal Account at Sanford C. Bernstein & Co., LLC should continue to use this account for all personal securities transactions.

##### (ii) SECURITIES BEING CONSIDERED FOR CLIENT PURCHASE OR SALE

An employee may not purchase or sell a Security, or engage in any short sale of a Security, in a Personal Account if, at the time of the transaction, the Security is being considered for purchase or sale for a Client or is being purchased or sold for a Client. The following non-exhaustive list of examples illustrates this restriction:

- o An Alliance research analyst issues research information (including as part of the daily morning call) regarding initial coverage of, or changing a rating with respect to, a Security.
- o A portfolio manager has, during the daily morning call, indicated his or her intention to purchase or sell a Security.

- o A portfolio manager places an order in the Security to purchase or sell the Security for a Client.
- o An open order in the Security exists on the trading desk.
- o An open limit order exists on the trading desk, and it is reasonably likely that the Security will reach that limit price in the near future.

(iii) RESTRICTED LIST

A Security may not be purchased or sold in a Personal Account if, at the time of the transaction, the Security appears on the Alliance Daily Restricted List and is restricted for Employee transactions. The Daily Restricted List is made available each business day to all Employees via Lotus Notes and the Alliance Alert.

(iv) PRECLEARANCE REQUIREMENT

An Employee may not purchase or sell, directly or indirectly, any Security in which the Employee has (or after such transaction would have) any Beneficial Ownership unless the Employee obtains the prior written approval to the transaction from the Compliance Department and, in the case of Investment Personnel, the head of the business unit in which the Employee works. A request for preclearance must be made in writing in advance of the contemplated transaction and must state:

- a. the name of the Security involved,
- b. the number of shares or principal amount to be purchased or sold, and
- c. a response to all questions contained in the appropriate pre-clearance form.

Preclearance requests will be acted on only between the hours of 10:00 a.m. and 3:30 p.m. Any approval given under this paragraph will remain in effect only until the end of the trading day on which the approval was granted. Good until cancel limit orders are not permitted.

When a Security is being considered for purchase or sale for a Client or is being purchased or sold for a Client following the approval on the same day of a personal trading request form with respect to the same security, the Compliance Department is authorized to cancel the personal order if (x) it has not been executed and the order exceeds a market value of \$50,000 or (y) the Compliance Department determines, after consulting with the

trading desk and the appropriate business unit head (if available), that the order, based on market conditions, liquidity and other relevant factors, could have an adverse impact on a Client or on a Client's ability to purchase or sell the Security or other Securities of the issuer involved.

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(v) AMOUNT OF TRADING

No more than an aggregate of 20 securities transactions may occur in an Employee's Personal Accounts in any consecutive thirty-day period.

(vi) DISSEMINATION OF RESEARCH INFORMATION

An Employee may not buy or sell any Security that is the subject of "significantly new" or "significantly changed" research during a forty-eight hour period commencing with the first publication or release of the research. The terms "significantly new" and "significantly changed" include:

- a. the initiation of coverage by an Alliance research analysts;
- b. any change in a research rating or position by an Alliance research analyst (unless the research analyst who makes the change advises the Compliance Department in writing that the change is the result of an unanticipated widely disseminated announcement or market event, e.g., the announcement of a major earnings warning as opposed to the research analysts independently rethinking his or her subjective assessment of the security); and
- c. any other rating, view, opinion, or advice from an Alliance research analyst, the issuance (or reissuance) of which in the opinion of such research analyst or head of research would be reasonably likely to have a material effect on the price of the security.

(vii) BOARD MEMBER OR TRUSTEE

No Employee shall serve on any board of directors or trustees or in any other management capacity of any unaffiliated domestic or foreign public company. No Employee shall serve on any board of directors or trustees or in any other management capacity of any domestic or foreign private company without prior written approval from the Employee's supervisor. After obtaining supervisor approval, the Employee must obtain the approval of Alliance's Chief Executive Officer. Final written authorization

must be obtained from the Compliance Officer. The decision as to whether to grant such authorization will be based on a determination that such service would not be inconsistent with the interests of any client. Any employee who serves as a director or trustee of any private company must resign prior to the company becoming public.

(viii) INITIAL PUBLIC OFFERINGS

No Employee shall acquire any direct or indirect Beneficial Ownership in any Securities in any Initial Public Offering.

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(ix) LIMITED OFFERINGS

No Employee shall acquire any Beneficial Ownership in any Securities in any Limited Offering of Securities unless the Compliance Officer and the business unit head give express prior written approval and document the basis for granting or denying approval after due inquiry. The Compliance Officer, in determining whether approval should be given, will take into account, among other factors, whether the investment opportunity should be reserved for a Client and whether the opportunity is being offered to the individual by virtue of his or her position with the Alliance Group. Employees authorized to acquire Securities in a Limited Offering must disclose that investment when they play a part in any Client's subsequent consideration of an investment in the issuer, and in such a case, the decision of Alliance to purchase Securities of that issuer for a Client will be subject to an independent review by Investment Personnel with no personal interest in such issuer.

(B) ACCESS PERSONS

In addition to the requirements set forth in paragraph (a) of this Section 4, the following restrictions apply to all Access Persons:

(i) SHORT SALES

No Access Person shall engage in any short sale of a Security if, at the time of the transaction, any Client has a long position in such Security (except that an Access Person may engage in short sales against the box and covered call writing provided that these personal securities transactions do not violate the prohibition against short-term trading).

(ii) SHORT-TERM TRADING

All Access Persons are subject to a mandatory buy and hold of all Securities for 60 calendar days. An Access Person may, however, after 30 calendar days, sell a Security if the sale price is lower than the original purchase price (i.e., at a loss on the original investment). Any trade made in violation of this paragraph shall be unwound, or, if that is not practicable, all profits from the short-term trading must be disgorged as directed by the Compliance Officer.

(iii) NON-EMPLOYEE ACCESS PERSONS

Any non-Employee Access Person with actual knowledge that a Security is being considered for purchase or sale for a Client may not purchase or sell such Security.

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(C) INVESTMENT PERSONNEL

In addition to the requirements set forth in paragraphs (a) and (b) of this Section 4, the following restrictions apply to all Investment Personnel:

(i) RECEIPT OF GIFTS

No Investment Personnel shall receive any gift or other thing of more than de minimis value from any person or entity, other than a member of the Alliance Group, that does business with Alliance on behalf of a Client, provided, however, that receipt of the following shall not be prohibited:

- a. an occasional breakfast, luncheon, dinner or reception, ticket to a sporting event or the theater, or comparable entertainment, that is not so frequent, so costly, nor so extensive as to raise any question of impropriety;
- b. a breakfast, luncheon, dinner, reception or cocktail party in conjunction with a bona fide business meeting; and
- c. a gift approved in writing by the Compliance Officer.

(D) PORTFOLIO MANAGERS

In addition to the requirements set forth in paragraphs (a), (b) and (c) of this Section 4, the following restrictions apply to all persons acting in the capacity of a portfolio manager of a Client account:

(i) BLACKOUT PERIODS

No person acting in the capacity of a portfolio manager shall buy or sell a Security for a Personal Account within seven calendar days before and after a Client trades in that Security. In the case of Client accounts managed by more than one portfolio manager, this restriction will apply to the portfolio manager who makes the decision to purchase or sell the relevant Security. If a portfolio manager engages in such a personal securities transaction during a blackout period, the Compliance Officer will break the trade or, if the trade cannot be broken, the Compliance Officer will direct that any profit realized on the trade be disgorged.

(ii) ACTIONS DURING BLACKOUT PERIODS

No person acting in the capacity of a portfolio manager shall delay or accelerate a Client trade due to a previous purchase or sale of a Security for a Personal Account. In the event that a portfolio manager determines that it is in the best interest of a Client to buy or sell a Security for the account of the Client within seven days of the purchase or sale of the same Security in a Personal Account, the portfolio manager

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should contact the Compliance Officer immediately who may direct that the trade in the Personal Account be canceled or take other appropriate relief.

(iii) TRANSACTIONS CONTRARY TO CLIENT POSITIONS

No person acting in the capacity of a portfolio manager shall purchase or sell a Security in a Personal Account contrary to investment decisions made on behalf of a Client, unless the portfolio manager represents and warrants in the personal trading request form that (x) it is appropriate for the Client account to buy, sell or continue to hold that Security and (y) the decision to purchase or sell the Security for the Personal Account arises from the need to raise or invest cash or some other valid reason specified by the portfolio manager and approved by the Compliance Officer and is not otherwise based on the portfolio manager's view of how the Security is likely to perform.

(E) RESEARCH ANALYSTS

In addition to the requirements set forth in paragraphs (a), (b), (c) of this Section 4, the following restrictions apply to all persons acting in the capacity of a research analyst:

(i) BLACKOUT PERIODS

No person acting as a research analyst shall buy or sell a Security within seven calendar days before and after making a change in a rating or other published view with respect to that Security. If a research analyst engages in such a personal securities transaction during a blackout period, the Compliance Officer will break the trade or, if the trade cannot be broken, the Compliance Officer will direct that any profit realized on the trade be disgorged.

(ii) ACTIONS DURING BLACKOUT PERIODS

No person acting as a research analyst shall delay or accelerate a rating or other published view with respect to any Security because of a previous purchase or sale of a Security in such person's Personal Account. In the event that a research analyst determines that it is appropriate to make a change in a rating or other published view within seven days of the purchase or sale of the same Security in a Personal Account, the research analyst should contact the Compliance Officer immediately who may direct that the trade in the Personal Account be canceled or take other appropriate relief.

(iii) ACTIONS CONTRARY TO RATINGS

No person acting as a research analyst shall purchase or sell a Security (to the extent such Security is included in the research analyst's research universe) contrary to an outstanding rating or a pending ratings change, unless (x) the research analyst represents and warrants in the personal trading request form that (as applicable) there is no reason to change the outstanding rating and (y) the research analyst's

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personal trade arises from the need to raise or invest cash or some other valid reason specified by the research analyst and approved by the Compliance Officer and is not otherwise based on the research analyst's view of how the security is likely to perform.

5. EXEMPTED TRANSACTIONS

(A) The pre-clearance requirements, as described in Section 4(a)(iv) of this Code and Statement, do not apply to:

(i) NON-VOLITIONAL TRANSACTIONS

Purchases or sales that are non-volitional (including, for



example, any Security received as part of an individual's compensation) on the part of an Employee (and any Access Person who is not an Employee) or are pursuant to a dividend reinvestment plan (up to an amount equal to the cash value of a regularly declared dividend, but not in excess of this amount).

(ii) EXERCISE OF PRO RATA ISSUED RIGHTS

Purchases effected upon the exercise of rights issued by an issuer pro rata to all holders of a class of the issuer's Securities, to the extent such rights were acquired from such issuer, and sales of such rights so acquired. This exemption applies only to the exercise or sale of rights that are issued in connection with a specific upcoming public offering on a specified date, as opposed to rights acquired from the issuer (such as warrants or options), which may be exercised from time-to-time up until an expiration date. This exemption does not apply to the sale of stock acquired pursuant to the exercise of rights.

(B) The restrictions on effecting transactions in a (1) Security being considered for purchase or sale, as described in Sections 4(a)(ii) and 4(b)(iii) or (2) that is the subject of "significantly new" or "significantly changed" research, as described in Section 4(a)(vi) of this Code and Statement, do not apply to:

(i) NON-VOLITIONAL TRANSACTIONS

Purchases or sales that are non-volitional (including, for example, any Security received as part of an individual's compensation) on the part of an Access Person or are pursuant to a dividend reinvestment plan (up to an amount equal to the cash value of a regularly declared dividend, but not in excess of this amount).

(ii) EXERCISE OF PRO RATA ISSUED RIGHTS

Purchases effected upon the exercise of rights issued by an issuer pro rata to all holders of a class of the issuer's Securities, to the extent such rights were acquired from such issuer, and sales of such rights so acquired. This exemption applies only to the exercise or sale of rights that are issued in connection with a specific

upcoming public offering on a specified date, as opposed to rights acquired from the issuer (such as warrants or options), which may be exercised from time-to-time up until an expiration

date. This exemption does not apply to the sale of stock acquired pursuant to the exercise of rights.

(iii) DE MINIMIS TRANSACTIONS -- FIXED INCOME SECURITIES

Any of the following Securities, if at the time of the transaction, the Access Person has no actual knowledge that the Security is being considered for purchase or sale by a Client, that the Security is being purchased or sold by the Client or that the Security is the subject of significantly new or significantly changed research:

- a. Fixed income securities transaction involving no more than 100 units or having a principal amount not exceeding \$25,000; or
- b. Non-convertible debt securities and non-convertible preferred stocks which are rated by at least one nationally recognized statistical rating organization ("NRSRO") in one of the three highest investment grade rating categories.

(iv) DE MINIMIS TRANSACTIONS -- EQUITY SECURITIES

Any equity Securities transaction, or series of related transactions, involving shares of common stock and excluding options, warrants, rights and other derivatives, provided

- a. any orders are entered after 10:00 a.m. and before 3:00 p.m. and are not designated as "market on open" or "market on close";
- b. the aggregate value of the transactions do not exceed (1) \$10,000 for securities with a market capitalization of less than \$1 billion; (2) \$25,000 for securities with a market capitalization of \$1 billion to \$5 billion and (3) \$50,000 for securities with a market capitalization of greater than \$5 billion; and
- c. the Access Person has no actual knowledge that the Security is being considered for purchase or sale by a Client, that the Security is being purchased or sold by or for the Client or that the Security is the subject of significantly new or significantly changed research.

PLEASE NOTE: Even if your trade qualifies for a de minimus exception, you must pre-clear your transaction with the Compliance Department in advance of placing the trade.

(C) NON-EMPLOYEE ACCESS PERSONS

The restrictions on Employees and Access Persons, as described in Sections 4(a) and 4(b) of this Code and Statement, do not apply to non-Employee Access Persons, if at the time of the transaction involved, such person has no actual knowledge that the Security involved is being considered for purchase or sale.

(D) EXTREME HARDSHIP

In addition to the exceptions contained in Section 5(a) and (b), the Compliance Officer may, in very limited circumstances, grant other exceptions under any Section of the Code and Statement on a case-by-case basis, provided:

- (i) The individual seeking the exception furnishes to the Compliance Officer:
  - a. a written statement detailing the efforts made to comply with the requirement from which the individual seeks an exception;
  - b. a written statement containing a representation and warranty that (1) compliance with the requirement would impose a severe undue hardship on the individual and (2) the exception would not, in any manner or degree, harm or defraud the Client or compromise the individual's or Alliance's fiduciary duty to any Client; and
  - c. any supporting documentation that the Compliance Officer may request;
- (ii) The Compliance Officer conducts an interview with the individual or takes such other steps the Compliance Officer deems appropriate in order to verify that granting the exception will not in any manner or degree, harm or defraud the Client or compromise the individual's or Alliance's fiduciary duty to any Client; and
- (iii) The Compliance Officer maintains, along with statements provided by the individual, a written record that contains:
  - a. the name of the individual;
  - b. the specific requirement of Section 4 from which the individual sought an exception;
  - c. the name of the Security involved, the number of shares or principal amount purchased or sold, and the date or dates on which the Securities were purchased or sold;

- d. the reason(s) the individual sought an exception from the requirements of Section 4;

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- e. the efforts the individual made to comply with the requirements of Section 4 from which the individual sought to be excepted; and
- f. the independent basis upon which the Compliance Officer believes that the exemption should be granted.

(E) Any Employee or Access Person who acquires an interest in any private investment fund (including a "hedge fund") or any other Security that cannot be purchased and held in a Personal Account shall be excepted from the requirement that all Securities be held in a Personal Account, as described in Section 4(a) of this Code and Statement. Such Employee or Access Person shall provide the Compliance Officer with a written statement detailing the reason why such Security cannot be purchased and held in a Personal Account. Transactions in these Securities nevertheless remain subject to all other requirements of this Code and Statement, including applicable private placement procedures, preclearance requirements and blackout period trading restrictions.

## 6. REPORTING

### (A) INITIAL HOLDINGS REPORTS

Upon commencement of employment with a member of the Alliance Group, an employee must provide an Initial Holdings Report to the Compliance Officer disclosing the following:

- (i) all Securities beneficially owned by the employee (including the title, number of shares and/or principal amount of each Security beneficially owned);
- (ii) the name of any broker-dealer or financial institution where the employee maintains a Personal Account; and
- (iii) the date the report is submitted by the employee.

This report must be submitted no later than 10 days after joining Alliance.

### (B) ANNUAL HOLDINGS REPORTS BY EMPLOYEE ACCESS PERSONS

Each Access Person must, by January 30 of each year, provide an annual

holdings report to the Compliance Officer disclosing the following:

- (i) all Securities beneficially owned by the Access Person (including the title, number of shares and/or principal amount of each Security beneficially owned);
- (ii) the name of any broker-dealer or financial institution where the Access Person maintains a Personal Account; and
- (iii) the date the report is submitted by the Access Person.

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The information must be current as of a date not more than 30 days before the report is submitted. In the event that Alliance already maintains a record of the required information via account statements received from the Access Person's broker-dealer, an Access Person may satisfy this requirement by (i) confirming in writing (which may include e-mail) the accuracy of the record and (ii) recording the date of the confirmation.

(C) ACCESS PERSONS WHO ARE NOT EMPLOYEES OF ALLIANCE

Every Access Person who is not an Employee of Alliance, shall report to the Compliance Officer the information described in Section 6(a) and (b) as well as 6(e) below with respect to transactions in any Security in which such Access Person has, or by reason of such transaction acquires, any Beneficial Ownership in the Security; provided, however, that such Access Person is not required to make a report with respect to transactions effected in any account over which the Access Person does not have any direct or indirect influence or control, including such an account in which an Access Person has any Beneficial Ownership.

(D) AFFILIATED AND NON-AFFILIATED DIRECTORS

As non-employee Access Persons, affiliated directors are also required to provide the Compliance Department with the information set forth in Sections 6 (a) and 6 (b), above. Non-affiliated directors are only required to provide the Compliance Department with the information set forth in Section 6 (e) below.

(E) REPORT CONTENTS

Every report of a non-Employee Access Person required by Section 6(c) above shall be in writing and shall be delivered not later than ten days after the end of the calendar quarter in which a transaction to which the report relates was effected, and shall contain the following information:

- (i) the date of the transaction, the title and the number of shares, and the principal amount of each Security involved;
- (ii) the nature of the transaction (i.e., purchase, sale or any other type of acquisition or disposition);
- (iii) the price at which the transaction was effected; and
- (iv) the name of the broker, dealer or bank with or through whom the transaction was effected.

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(F) REPORT REPRESENTATIONS

Any such report may contain a statement that the report is not to be construed as an admission by the person making the report that he or she has any direct or indirect Beneficial Ownership in the Security to which the report relates.

(G) MAINTENANCE OF REPORTS

The Compliance Officer shall maintain the information required by Section 6 and such other records, if any, as are required by Rule 17j-1 under the Investment Company Act and Rule 204-2 under the Advisers Act. All reports furnished pursuant to this Section will be kept confidential, subject to the rights of inspection by the Compliance Officer, the Transaction Compliance Committee, the Securities and Exchange Commission and by other third parties pursuant to applicable law.

7. ANNUAL VERIFICATIONS

Each person subject to this Code and Statement must certify annually that he or she has read and understands this Code and Statement, recognizes that he or she is subject thereto and has complied with its provisions and disclosed or reported all personal Securities transactions required to be disclosed or reported by this Code and Statement. Such certificates and reports are to be given to the Compliance Officer.

8. SANCTIONS

Upon learning of a violation of this Code and Statement, any member of the Alliance Group, with the advice of the Compliance Officer, may impose such sanctions as it deems appropriate, including, among other things, censure, suspension or termination of service. Individuals subject to this Code and Statement who fail to comply with this Code and Statement may also be violating the federal securities laws or other federal and state laws. Any

such person who is suspected of violating this Code and Statement should be reported immediately to the Compliance Officer.

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CERTIFICATION

I hereby acknowledge receipt of the Code of Ethics and Statement of Policy and Procedures Regarding Personal Securities Transactions (the "Code and Statement") of Alliance Capital Management L.P. and its Subsidiaries. I certify that I have read and understand the Code and Statement and recognize that I am subject to its provisions. I also certify that I have complied with the requirements of the Code and Statement and have disclosed or reported all personal securities transactions required to be disclosed or reported pursuant to the Code and Statement.

Name

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(please print)

Signature

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Date

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[JANUS LOGO]

JANUS ETHICS RULES

"ACT IN THE BEST INTEREST OF OUR INVESTORS - EARN THEIR  
CONFIDENCE WITH EVERY ACTION"

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CODE OF ETHICS  
INSIDER TRADING POLICY  
GIFT POLICY  
OUTSIDE EMPLOYMENT POLICY  
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LAST REVISED APRIL 1, 2002  
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JANUS ETHICS RULES

"ACT IN THE BEST INTEREST OF OUR INVESTORS - EARN THEIR  
CONFIDENCE WITH EVERY ACTION"

-----  
DEFINITIONS  
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The following definitions are used throughout this document. You are responsible for reading and being familiar with each definition.

1. "Access Person" shall mean:
  - 1) Any trustee, director, officer or Advisory Person of the Janus Funds or JCM;
  - 2) Any director or officer of JD who in the ordinary course of his or her business makes, participates in or obtains information regarding the purchase or sale of securities for the Janus Funds or for the advisory clients or whose functions or duties as part of the ordinary course of his or her business relate to the making of any recommendation to the Janus Funds or advisory clients regarding the purchase or sale of securities; and
  - 3) Any other persons designated by the Ethics Committee as having access to current trading information.
  
2. "Advisory Person" shall mean:
  - 1) Any employee of the Janus Funds or JCM (or of any company in a control relationship to the Janus Funds or JCM) who in connection with his or her regular functions or duties, makes, participates in or obtains information regarding the purchase or sale of a security by the Funds or for the account of advisory clients, or whose functions relate to the making of any recommendations with respect to such purchases and sales; and
  - 2) Any natural person in a control relationship to the Funds or JCM who obtains information concerning recommendations made to the Funds or for the account of Clients with regard to the purchase or sale of a security.
  
3. "Beneficial Ownership" shall be interpreted in the same manner as it would be under Rule 16a-1(a)(2) under the Securities Exchange Act of 1934 in determining whether a person is subject to the provisions of Section 16 except that the determination of direct or indirect Beneficial Ownership shall apply to all Covered Securities which an Access Person has or acquires. For example, in addition to a person's own accounts the term "Beneficial Ownership" encompasses securities

held in the name of a spouse or equivalent domestic partnership, minor children, a relative sharing your home, or certain trusts under which you or a related party is a beneficiary, or held under other arrangements indicating a sharing of financial interest.

4. "Company Stock" is any stock or option issued by Janus or Stilwell Financial, Inc. ("Stilwell").

5. "Control" shall have the same meaning as that set forth in Section 2(a)(9) of the 1940 Act.

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6. "Covered Persons" are all Directors, Trustees, officers, and full-time, part-time or temporary employees of Janus, and persons working for Janus on a contract basis.

7. "Covered Securities" generally include all securities (including Company Stock), whether publicly or privately traded, and any option, future, forward contract or other obligation involving a security or index thereof, including an instrument whose value is derived or based on any of the above (a "derivative"). The term Covered Security includes any separate security, which is convertible into or exchangeable for, or which confers a right to purchase such security. The following investments are not Covered Securities:

- o shares of registered open-end investment companies (e.g., mutual funds);
- o shares of offshore open-end mutual funds
- o direct obligations of the U.S. government (e.g., Treasury securities), or any derivative thereof;
- o securities representing a limited partnership interest in a real estate limited partnership;
- o high-quality money market instruments, such as certificates of deposit, bankers acceptances, repurchase agreements, commercial paper, and U.S. government agency obligations;
- o insurance contracts, including life insurance or annuity contracts;
- o direct investments in real estate, business franchises or similar ventures; and
- o physical commodities (including foreign currencies), or any derivatives thereof.

8. "Designated Compliance Representatives" are David Kowalski and Ernie Overholt or their designee(s).

9. "Designated Legal Representatives" are Bonnie Howe and Heidi Walter or their designee(s).

10. "Director of Research" is Jim Goff.

11. "Directors" are directors of JCM.

12. "Ethics Committee" is comprised of Thomas Early, Loren Starr, David

13. "Initial Public Offering" means an offering of securities registered under the Securities Act of 1933, the issuer of which, immediately before the registration, was not subject to the reporting requirements of sections 13 or 15(d) of the Securities Exchange Act of 1934.
14. "Inside Trustees and Directors" are Trustees and Directors who are also employed by Janus.
15. "Investment Personnel" shall mean (i) a person who makes decisions regarding the purchase or sale of securities by or on behalf of the Janus Funds or advisory clients and any person such as an analyst or trader who directly assists in the process, and (ii) any natural person who controls the Janus Funds or JCM and who obtains information concerning recommendations made to the Funds regarding the purchase or sale of Covered Securities by the Funds.

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16. "Janus" is Janus Investment Fund, Janus Adviser Series, Janus Aspen Series, Janus Capital Corporation, Janus Capital Management LLC, Janus Institutional Services LLC, Janus Services LLC, Janus Distributors LLC, Janus Capital International LLC, Janus Holding Corporation, Janus International Holding LLC, Janus International Ltd., Janus International (Asia) Ltd., Janus Capital Trust Manager Ltd., Janus Selection, Janus World Principal Protected Funds, and Janus World Funds Plc.
17. "Janus Funds" are Janus Investment Fund, Janus Adviser Series, Janus Aspen Series, Janus Selection, Janus World Principal Protected Funds, and Janus World Funds Plc.
18. "JCM" is Janus Capital Management LLC, Janus Institutional Services LLC, Janus Services LLC, Janus Distributors LLC, Janus Capital International LLC, Janus International Holding LLC, Janus International Ltd., Janus International (Asia) Ltd., and Janus Capital Trust Manager Ltd.
19. "JD" is Janus Distributors LLC.
20. "JD's Operations Manager" is Ernie Overholt and/or his designee(s).
21. "Limited Offering" means an offering that is exempt from registration under the Securities Act of 1933 pursuant to section 4(2) or section 4(6) or pursuant to rule 504, rule 505 or rule 506 thereunder.
22. "Management Committee" is comprised of Tom Bailey, Robin Beery, Thomas Early, Tim Hudner, and Mark Whiston.
23. "NASD" is the National Association of Securities Dealers, Inc.
24. "Non-Access Person" is any person that is not an Access Person.
25. "Outside Directors" are Directors who are not employed by Janus.
26. "Outside Trustees" are Trustees who are not "interested persons" of the Janus Funds within the meaning of Section 2(a)(9) of the 1940 Act.
27. "Registered Persons" are persons registered with the NASD by JD.
28. "Security Held or to be Acquired" means any Covered Security which,

within the most recent 15 days (i) is or has been held by the Janus Funds; or (ii) is being or has been considered by the Janus Funds or JCM for purchase.

29. "SEC" is Securities and Exchange Commission.
30. "Trustees" are trustees of Janus Investment Fund, Janus Adviser Series, and Janus Aspen Series.

These definitions may be updated from time to time to reflect changes in personnel.

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INTRODUCTION  
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These Ethics Rules ("Rules") apply to all Covered Persons. The Rules apply to transactions for your personal accounts and any other accounts you Beneficially Own. You may be deemed the beneficial owner of any account in which you have a direct or indirect financial interest. Such accounts include, among others, accounts held in the name of your spouse or equivalent domestic partnership, your minor children, a relative sharing your home, or certain trusts under which you or such persons are a beneficiary.

The Rules are intended to ensure that you (i) at all times place first the interests of the Janus Funds, investment companies for which Janus serves as subadviser, and other advisory clients ("Clients"); (ii) conduct all personal trading consistent with the Rules and in such a manner as to avoid any actual or potential conflict of interest or any abuse of your position of trust and responsibility; and (iii) not use any material non-public information in securities trading. The Rules also establish policies regarding other matters, such as outside employment and the giving or receiving of gifts.

You are required to read and retain these Rules and to sign and submit an Acknowledgment of Receipt Form to Compliance upon commencement of employment or other services. On an annual basis thereafter, you will be required to complete an Annual Certification Form. The Annual Certification Form confirms that (i) you have received, read and asked any questions necessary to understand the Rules; (ii) you agree to conduct yourself in accordance with the Rules; and (iii) you have complied with the Rules during such time as you have been associated with Janus. Depending on your status, you may be required to submit additional reports and/or obtain clearances as discussed more fully below.

Unless otherwise defined, all capitalized terms shall have the same meaning as set forth in the Definitions section.

CAUTION REGARDING PERSONAL TRADING ACTIVITIES

Certain personal trading activities may be risky not only because of the nature of the transactions, but also because action necessary to close out a position may become prohibited for some Covered Persons while the position remains open. For example, you may not be able to close out short sales and transactions in derivatives. Furthermore, if JCM becomes aware of material non-public information, or if a Client is active in a given security, some Covered Persons may find themselves "frozen" in a position. JCM will not bear any losses in personal accounts resulting from the application of these Rules.

COMMUNICATIONS WITH OUTSIDE TRUSTEES/DIRECTORS

As a regular business practice, JCM attempts to keep Directors and

Trustees informed with respect to its investment activities through reports and other information provided to them in connection with board meetings and other events. In addition, Janus personnel are encouraged to respond to inquiries from Directors and Trustees, particularly as they relate to general strategy considerations or economic or market conditions affecting Janus. However, it is JCM's policy not to communicate specific trading information and/or advice on specific issues to Outside Directors and Outside Trustees (i.e., no information should be given on securities for which current activity is being considered for Clients). Any pattern of repeated requests by such Directors or Trustees should be reported to the Chief Compliance Officer or the Compliance Director.

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## CODE OF ETHICS

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### OVERVIEW

In general, it is unlawful for persons affiliated with investment companies, their principal underwriters or their investment advisers to engage in personal transactions in securities held or to be acquired by a registered investment company, if such personal transactions are made in contravention of rules which the SEC has adopted to prevent fraudulent, deceptive and manipulative practices. Such rules require each registered investment company, investment adviser and principal underwriter to adopt its own written code of ethics containing provisions reasonably necessary to prevent its employees from engaging in such conduct, and to maintain records, use reasonable diligence, and institute such procedures as are reasonably necessary to prevent violations of such code. This Code of Ethics ("Code") and information reported hereunder will enable Janus to fulfill these requirements.

### GUIDING PRINCIPLES

Recognizing that certain requirements are imposed on investment companies and their advisers by virtue of the Investment Company Act of 1940 and the Investment Advisers Act of 1940, considerable thought has been given to devising a code of ethics designed to provide legal protection to accounts for which a fiduciary relationship exists and at the same time maintain an atmosphere within which conscientious professionals may develop and maintain investment skills. It is the combined judgment of Janus that as a matter of policy a code of ethics should not inhibit responsible personal investment by professional investment personnel, within boundaries reasonably necessary to insure that appropriate safeguards exist to protect Janus funds/clients. This policy is based on the belief that personal investment experience can over time lead to better performance of the individual's professional investment responsibilities. The logical extension of this line of reasoning is that such personal investment experience may, and conceivably should, involve securities, which are suitable for Janus funds/clients in question. This policy quite obviously increases the possibility of overlapping transactions. The provisions of the Code, therefore, are designed to foster personal investments while minimizing conflicts under these circumstances and establishing safeguards against overreaching.

### GENERAL PROHIBITIONS

The following activities are prohibited for applicable Covered Persons (remember, if you work at Janus full-time, part-time, temporarily or on a contract basis, or you are a Trustee or Director, you are a Covered Person). Persons who violate any prohibition may be required to disgorge any profits realized in connection with such violation to a charitable organization selected

by the Ethics Committee and may be subject to other sanctions imposed by the Ethics Committee, as outlined in the Penalty Guidelines.

1. Covered Persons may not cause a Client to take action, or to fail to take action, for personal benefit, rather than to benefit such Client. For example, a Covered Person would violate this Code by causing a Client to purchase a security owned by the Covered Person for the purpose of supporting or increasing the price of that security or by causing a Client to refrain from selling a security in an attempt to protect a personal investment, such as an option on that security.
2. Covered Persons may not use knowledge of portfolio transactions made or contemplated for Clients to profit, or cause others to profit, by the market effect of such transactions.

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3. Covered Persons may not disclose current portfolio transactions made or contemplated for Clients as well as any other non-public information to anyone outside of Janus.
4. Covered Persons may not engage in fraudulent conduct in connection with the purchase or sale of a Security Held or to be Acquired by a Client, including without limitation:
  - 1) Employing any device, scheme or artifice to defraud any Client;
  - 2) Making any untrue statement of material fact to any client or omitting to state to any Client a material fact necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading;
  - 3) Engaging in any act, practice or course of business which operates or would operate as a fraud or deceit upon any Client;
  - 4) Engaging in any manipulative practice with respect to any Client; or
  - 5) Investing in derivatives to evade the restrictions of this Code. Accordingly, individuals may not use derivatives to take positions in securities that would be otherwise prohibited by the Code if the positions were taken directly.
5. Investment Personnel may not serve on the board of directors of a publicly traded company without prior written authorization from the Ethics Committee. No such service shall be approved without a finding by the Ethics Committee that the board service would not be inconsistent with the interests of Clients. If board service is authorized by the Ethics Committee, the Investment Personnel serving as director normally should be isolated from those making investment decisions with respect to the company involved through "Chinese Walls" or other procedures.

#### TRADING RESTRICTIONS

The trading restrictions of the Code apply to all direct or indirect acquisitions or dispositions of Covered Securities, whether by purchase, sale, tender offers, stock purchase plan, gift, inheritance, or otherwise. Unless otherwise noted, the following trading restrictions are applicable to any

transaction in a Covered Security Beneficially Owned by a Covered Person. Outside Directors and Outside Trustees are exempt from certain trading restrictions because of their limited access to current information regarding Client investments.

#### EXCESSIVE TRADING ACTIVITY

Covered Persons are discouraged from engaging in a pattern of securities transactions which is so excessively frequent as to potentially:

- o Impact their ability to carry out their assigned responsibilities, or
- o Increase the possibility of actual or apparent conflicts with portfolio transactions.

At the discretion of the Ethics Committee, written notification of excessive trading may be sent to the Covered Person's supervisor.

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Any disgorgement of profits required under any of the following provisions shall be donated to a charitable organization selected by the Ethics Committee, as outlined in the Penalty Guidelines. However, if disgorgement is required as a result of trades by a portfolio manager that conflicted with that manager's own Clients, disgorgement proceeds shall be paid directly to such Clients. If disgorgement is required under more than one provision, the Ethics Committee shall determine in its sole discretion the provision that shall control.(1)

#### EXCLUDED TRANSACTIONS

Some or all of the trading restrictions listed below do not apply to the following transactions; however, these transactions must still be reported to Compliance (see Reporting Requirements):

- o Tender offer transactions are exempt from all trading restrictions.
- o The acquisition of securities through stock purchase plans are exempt from all trading restrictions except preclearance, the trading ban on portfolio managers and assistant portfolio managers, and the seven day rule. (Note: the sales of securities acquired through a stock purchase plan are subject to all of the trading restrictions of the Code.)
- o The acquisition of securities through stock dividends, automatic dividend reinvestment plans, stock splits, reverse stock splits, mergers, consolidations, spin-offs, or other similar corporate reorganizations or distributions generally applicable to all holders of the same class of such securities are exempt from all trading restrictions. The acquisition of securities through the exercise of rights issued by an issuer pro rata to all holders of a class of securities, to the extent the rights were acquired in the issue are exempt from all trading restrictions.
- o Non-discretionary transactions in Company Stock (e.g., the acquisition of securities through Stilwell's Employee Stock Purchase Plan ("ESPP") or the receipt of options in Company Stock as part of a compensation or benefit plan) are exempt from all trading restrictions. Discretionary transactions in Company Stock issued by Janus are exempt from all trading restrictions.



Discretionary transactions in Company Stock issued by Stilwell (e.g., exercising options or selling ESPP Stock) are exempt from all trading restrictions except preclearance (see procedures for Preclearance of Company Stock).

- o The acquisition of securities by gift or inheritance is exempt from all trading restrictions. (Note: the sales of securities acquired by gift or inheritance are subject to all trading restrictions of the Code.)

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(1) Unless otherwise noted, restrictions on personal transactions apply to transactions involving Covered Securities, including any derivative thereof. When determining the amount of disgorgement required with respect to a derivative, consideration will be given to price differences in both the derivative and the underlying securities, with the lesser amount being used for purposes of computing disgorgement. For example, in determining whether reimbursement is required when the applicable personal trade is in a derivative and the Client transaction is in the underlying security, the amount shall be calculated using the lesser of (a) the difference between the price paid or received for the derivative and the closing bid or ask price (as appropriate) for the derivative on the date of the Client transaction, or (b) the difference between the last sale price, or the last bid or ask price (as appropriate) of the underlying security on the date of the derivative transaction, and the price received or paid by the Client for the underlying security. Neither preclearance nor disgorgement shall be required if such person's transaction is to close, sell or exercise a derivative within five days of its expiration.

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- o Transactions in securities that are gifted (except for gifts intended as political contributions) to charitable organizations are exempt from all trading restrictions.
- o Transactions in options on and securities based on the following indexes are exempt from all trading restrictions, except the Five Day Rule: S&P 500 Index, S&P MidCap 400 Index, S&P 100 Index, Russell 1000, Russell 2000, NASDAQ 100, Dow Jones, FTSE 100 Index or Nikkei 225 Index.

#### DISCLOSURE OF CONFLICTS

If an Investment Person is planning to invest or make a recommendation to invest in a security for a Client, and such person has a material interest in the security, such person must first disclose such interest to his or her manager or the Director of Research. The manager or Director of Research shall conduct an independent review of the recommendation to purchase the security for Clients. The manager or Director of Research may review the recommendation only if he or she has no material interest in the security. A material interest is Beneficial Ownership of any security (including derivatives, options, warrants or rights), offices, directorships, significant contracts, or interests or relationships that are likely to affect such person's judgment.

Investment Personnel may not fail to timely recommend a suitable security to, or purchase or sell a suitable security for, a client in order to avoid an actual or apparent conflict with a personal transaction in that security. Before trading any security, a research analyst has a duty to provide to Janus any material, public information that comes from the company about such security in his or her possession. As a result, Investment Personnel should (a) confirm that a research note regarding such information is on file prior to

trading in the security, or (b) if not, should disclose the information to his or her manager, the Director of Research or the appropriate portfolio manager.

#### PRECLEARANCE

Access Persons (except Outside Directors and Outside Trustees) must obtain preclearance prior to engaging in any personal transaction in Covered Securities. (See Preclearance Procedures below.)

#### TRADING BAN ON PORTFOLIO MANAGERS AND ASSISTANT PORTFOLIO MANAGERS

Portfolio managers and their assistants are prohibited from trading personally in Covered Securities. However, the following types of transactions are exempt from this policy, but are subject to all applicable provisions of the Rules, including preclearance:

- o Purchases or sales of Company Stock;
- o The sale of any security that is not held by any Client; and
- o The sale of any security in order to raise capital to fund a significant life event. For example, purchasing a home or automobile, or paying medical or education expenses.

#### BAN ON IPOs

Covered Persons (except Outside Directors and Outside Trustees) may not purchase securities in an initial public offering (excluding secondary, fixed-income and convertible securities offerings) as defined in NASD rules. Such securities may be purchased or received, however, where the individual has an existing

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right to purchase the security based on his or her status as an investor, policyholder or depositor of the issuer. In addition, securities issued in reorganizations are also outside the scope of this prohibition if the transaction involves no investment decision on the part of the Covered Person except in connection with a shareholder vote. (Note: any securities or transactions that fall outside the scope of this prohibition are subject to all applicable trading restrictions.)

#### 60 DAY RULE

Access Persons (except Outside Directors and Outside Trustees) shall disgorge any profits realized in the purchase and sale, or sale and purchase, of the same or equivalent Covered Securities within sixty (60) calendar days.

#### BLACKOUT PERIOD

No Access Person may engage in a transaction in a Covered Security when such person knows or should have known at the time there to be pending, on behalf of any Client, a "buy" or "sell" order in that same security. The existence of pending orders will be checked by Compliance as part of the Preclearance process. Preclearance may be given when any pending Client order is completely executed or withdrawn.

#### FIVE DAY RULE

Any Access Person (except Outside Directors and Outside Trustees) who buys or sells a Covered Security within five business days before such security

is bought or sold on behalf of any Client must disgorge any price advantage realized. The price advantage shall be the favorable spread, if any, between the price paid or received by such person and the least favorable price paid or received by a Client during such period. (2) The Ethics Committee has the authority by unanimous action to exempt any person from the five day rule if such person is selling a security to raise capital to fund a significant life event. For example, purchasing a home or automobile, or paying medical or education expenses. In order for the Ethics Committee to consider such exemption, the life event must occur within thirty (30) calendar days of the security transaction, and the person must provide written confirmation of the event.

#### SEVEN DAY RULE

Any portfolio manager or assistant portfolio manager who buys or sells a Covered Security within seven calendar days before or after he or she trades in that security on behalf of a Client shall disgorge any profits realized on such transaction.

#### SHORT SALES

Any Access Person (except Outside Directors and Outside Trustees) who sells short a Covered Security that such person knows or should have known is held long by any Client shall disgorge any profit realized on such transaction. This prohibition shall not apply, however, to securities indices or derivatives thereof (such as futures contracts on the S&P 500 index). Client ownership of Covered Securities will be checked as part of the Preclearance process.

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(2) Personal purchases are matched only against subsequent Client purchases and personal sales are matched only against subsequent Client sales for purposes of this restriction.

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#### HEDGE FUNDS, INVESTMENT CLUBS, AND OTHER INVESTMENTS

No Access Person (except Outside Directors and Outside Trustees) may participate in hedge funds, partnerships, investment clubs, or similar investment vehicles, unless such person does not have any direct or indirect influence or control over the trading. Covered Persons wishing to rely upon this provision must submit a Certification of Non-Influence and Non-Control Form to Compliance for approval. (See Non-Influence and Non-Control Accounts section below.)

#### PRECLEARANCE PROCEDURES

Access Persons must obtain preclearance for all applicable transactions in Covered Securities in which such person has a Beneficial Interest. A Preclearance Form must be submitted to Compliance through Janus' web-based Personal Trading Application ("PTrade"). Compliance shall promptly notify the person of approval or denial of the transaction via email. Notification of approval or denial of the transaction may be given verbally; however, it shall be confirmed in writing within seventy-two (72) hours of verbal notification. When preclearance has been approved, the person then has four business days from and including the day of first notification to execute the trade.

#### GENERAL PRECLEARANCE

General preclearance shall be obtained from an authorized person from each of the following:

- o A DESIGNATED LEGAL OR COMPLIANCE REPRESENTATIVE, who will present the personal investment to the attendees of the weekly investment meeting, whereupon an opportunity will be given to orally object. An attendee of the weekly investment meeting shall object to such clearance if such person knows of a conflict with a pending Client transaction or a transaction known by such attendee to be under consideration for a Client. Objections to such clearance should also take into account, among other factors, whether the investment opportunity should be reserved for a Client. If no objections are raised, the Designated Legal or Compliance Representative shall so indicate on the Preclearance Form. Such approval shall not be required for sales of securities not held by any Clients.

In place of this authorization, Investment Personnel are required to obtain additional portfolio management approvals as noted in the Preclearance Requirements for Investment Personnel section below.

Lastly, a Designated Legal or Compliance Representative will verify via PTrade that at the time of the request there are no pending "buy" or "sell" orders in the security on behalf of a Client.

- o The COMPLIANCE DIRECTOR, OR A DESIGNATED LEGAL OR COMPLIANCE REPRESENTATIVE IF THE COMPLIANCE DIRECTOR IS NOT AVAILABLE, who may provide clearance if no legal prohibitions are known by such person to exist with respect to the proposed trade. Approvals for such clearance should take into account, among other factors, the existence of any Watch List or Restricted List, if it is determined by Compliance that the proposed trade will not have a material influence on the market for that security or will take advantage of, or hinder, client trading, if the employee has attended an Ethics Rules training session, and, to the extent reasonably practicable, recent trading activity and holdings of Clients.

No authorized person may preclear a transaction in which such person has a Beneficial Interest.

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#### PRECLEARANCE REQUIREMENTS FOR INVESTMENT PERSONNEL

Trades by Investment Personnel may not be precleared by presentation at the weekly investment meeting. Instead, Investment Personnel must obtain the following management approvals. However, such approvals shall not be required for sales of securities not held by any Clients:

- o TRADES IN EQUITY SECURITIES require prior written approval from Jim Goff (Helen Hayes or Tom Bailey in the absence of Jim);
- o TRADES IN CORPORATE AND GOVERNMENT BONDS require prior written approval from Sandy Rufenacht and Ron Speaker (or Jim Goff in the absence of Ron and Sandy);
- o TRADES IN MUNICIPAL BONDS require prior written approval from Sharon Pichler (or Jim Goff in Sharon's absence).

A portfolio manager may not preclear his or her own transaction.

#### PRECLEARANCE OF COMPANY STOCK

Officers of Janus and certain persons designated by Compliance who wish to make discretionary transactions in Stilwell securities, or derivatives thereon, must preclear such transactions. A Company Stock Preclearance Form must

be submitted to Compliance via PTrade. Compliance shall promptly notify the person of approval or denial for the transaction via email. Notification of approval or denial for the transaction may be given verbally; however, it shall be confirmed in writing within seventy-two (72) hours of verbal notification. When preclearance has been approved, the person then has four business days from and including the day of first notification to execute the trade.

If such persons are subject to the provisions of Section 16(b) of the Securities Exchange Act of 1934, trading will generally be allowed only in the ten (10) business day period beginning seventy-two (72) hours after Stilwell files its quarterly results with the SEC (e.g., 10Q or 10K filing, not earnings release). To preclear the trade, the Compliance Director or such other Representative shall discuss the transaction with Janus' General Counsel or Chief Financial Officer.

#### PRECLEARANCE OF STOCK PURCHASE PLANS

Access Persons (other than Outside Directors and Outside Trustees) who wish to participate in a stock purchase plan must preclear such trades via PTrade prior to submitting notice of participation in such stock purchase plan to the applicable company. To preclear the trade, the Compliance Director shall consider all material factors relevant to a potential conflict of interest between the Access Person and Clients. In addition, any increase of \$100 or more to a pre-existing stock purchase plan must be precleared.

#### FOUR DAY EFFECTIVE PERIOD

Clearances to trade will be in effect for only four trading/business days from and including the day of first notification of approval. For stock purchase plans, exercise of Company Stock and similar transactions, the date the request is submitted to the company processing the transaction will be considered the trade date for purposes of this requirement. Open orders, including stop loss orders, will generally not be allowed unless such order is expected to be completed within the four day effective period. It is necessary to re-preclean transactions not executed within the four day effective period.

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#### REPORTING REQUIREMENTS

##### ACCOUNT STATEMENTS

All COVERED PERSONS (other than Outside Trustees) must notify Compliance of each brokerage account in which they have a Beneficial Interest and must arrange for their brokers or financial institutions to provide to Compliance, on a timely basis, duplicate account statements and confirmations showing all transactions in brokerage or commodities accounts in which they have a Beneficial Interest. A Personal Brokerage Account Disclosure Form should be completed for this purpose and submitted via PTrade.

PLEASE NOTE THAT, EVEN IF SUCH PERSON DOES NOT TRADE COVERED SECURITIES IN A PARTICULAR BROKERAGE OR COMMODITIES ACCOUNT (E.G., TRADING MUTUAL FUNDS IN A SCHWAB ACCOUNT), THE REPORTING OF DUPLICATE ACCOUNT STATEMENTS AND CONFIRMATIONS IS STILL REQUIRED. Reporting of accounts that do not allow any trading in Covered Securities (e.g., a mutual fund account held directly with the fund sponsor) is not required.

Covered Persons must request approval from Compliance via PTrade prior to opening a reportable account, and certify annually thereafter, including the name of the firm and the name under which the account is carried. A Personal Brokerage Account Disclosure Form should be completed for this purpose via PTrade.

Certain transactions might not be reported through a brokerage account, such as private placements, inheritances or gifts. In these instances, Access Persons must report these transactions within ten (10) calendar days using a Personal Securities Transaction Report as noted below.

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Registered Persons are reminded that they must also inform any brokerage firm with which they open an account at the time the account is opened, that they are registered with JD.  
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NON-ACCESS PERSONS who engage in an aggregate of \$25,000 or more of transactions in Covered Securities within a calendar year must provide Compliance with an Annual Transaction Report listing all such transactions in all accounts in which such person has a Beneficial Interest. Compliance will request this information annually via PTrade and will spot check all or a portion of such transactions or accounts.

#### HOLDINGS REPORTS

ACCESS PERSONS (other than Outside Trustees) must submit to Compliance via PTrade, within ten (10) calendar days after becoming an Access Person, an Access Person Covered Securities Disclosure Form which lists all Covered Securities beneficially held and any brokerage accounts through which such securities are maintained (Janus stock is exempt from this reporting requirement). In addition, persons designated Investment Personnel must provide a brief description of any positions held (e.g., director, officer, other) with for-profit entities other than Janus by submitting an Investment Person Directorship Disclosure Form. The reports must contain information current as of no more than thirty (30) calendar days from the time the report is submitted.

#### PERSONAL SECURITIES TRANSACTION REPORTS

ACCESS PERSONS (other than Outside Trustees) must submit via PTrade a Personal Securities Transaction Report within ten (10) calendar days after any month end showing all transactions in Covered Securities for which confirmations are known by such person to not have been timely provided to Janus, and all such transactions that are not effected in brokerage or commodities accounts, including without limitation

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non-brokered private placements, and transactions in securities that are in certificate form, which may include gifts, inheritances, and other transactions in Covered Securities.

OUTSIDE TRUSTEES need only report a transaction in a Covered Security if such person, at the time of that transaction, knew or, in the ordinary course of fulfilling his or her official duties as a Trustee should have known, that, during the fifteen-day period immediately preceding the date of his or her personal transaction, such security was purchased or sold by, or was being considered for purchase or sale on behalf of, any Janus Fund for which such person acts as Trustee.

SUCH PERSONS MUST PROMPTLY COMPLY WITH ANY REQUEST OF THE COMPLIANCE DIRECTOR TO PROVIDE TRANSACTION REPORTS REGARDLESS OF WHETHER THEIR BROKER HAS BEEN INSTRUCTED TO PROVIDE DUPLICATE CONFIRMATIONS. SUCH REPORTS MAY BE REQUESTED, FOR EXAMPLE, TO CHECK THAT ALL APPLICABLE CONFIRMATIONS ARE BEING RECEIVED OR TO SUPPLEMENT THE REQUESTED CONFIRMATIONS WHERE A BROKER IS DIFFICULT TO WORK WITH OR OTHERWISE FAILS TO PROVIDE DUPLICATE CONFIRMATIONS ON A TIMELY BASIS.

## NON-INFLUENCE AND NON-CONTROL ACCOUNTS

The Rules shall not apply to any account, partnership, or similar investment vehicle over which a Covered Person has no direct or indirect influence or control. Covered Persons wishing to rely upon this provision are required to receive prior approval from the Ethics Committee. In order to request such approval, a Certification of Non-Influence and Non-Control Form must be submitted to Compliance via PTrade. NOTE: ALTHOUGH A COVERED PERSON MAY BE GIVEN AN EXEMPTION FROM THE RULES FOR A CERTAIN ACCOUNT, S/HE IS STILL REQUIRED TO PROVIDE COMPLIANCE WITH DUPLICATE ACCOUNT STATEMENTS AND TRADE CONFIRMATIONS.

Any account beneficially owned by a Covered Person that is managed by JCM in a discretionary capacity is not covered by these Rules so long as such person has no direct or indirect influence or control over the account. The employment relationship between the account-holder and the individual managing the account, in the absence of other facts indicating control, will not be deemed to give such account-holder influence or control over the account.

### OTHER REQUIRED FORMS

In addition to the Preclearance Form, Preclearance Form for Company Stock, Personal Brokerage Account Disclosure Form, Access Person Covered Securities Disclosure Form, Investment Person Directorship Disclosure Form, Report of Personal Securities Transactions, Annual Transaction Report, and Certification of Non-Influence and Non-Control Form discussed above, the following forms (available through PTrade) must be completed if applicable to you:

#### ACKNOWLEDGMENT OF RECEIPT FORM

Each Covered Person must provide Compliance with an Acknowledgment of Receipt Form within ten (10) calendar days of commencement of employment or other services certifying that he or she has received a current copy of the Rules and acknowledges, as a condition of employment, that he or she will comply with the Rules in their entirety.

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#### ANNUAL CERTIFICATION FORM

Each Covered Person must provide Compliance annually with an Annual Certification Form certifying that he or she:

- 1) Has received, read and understands the Rules;
- 2) Has complied with the requirements of the Rules; and
- 3) Has disclosed or reported all open brokerage and commodities accounts, personal holdings and personal securities transactions required to be disclosed or reported pursuant to the requirements of the Rules.

#### OUTSIDE DIRECTOR/TRUSTEE REPRESENTATION FORM

All Outside Directors and Outside Trustees must, upon commencement of services and annually thereafter, provide Compliance with an Outside Director/Trustee Representation Form. The Form declares that such persons agree to refrain from trading in any securities when they are in possession of any information regarding trading recommendations made or proposed to be made to any Client by Janus or its officers or employees.

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INSIDER TRADING POLICY

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BACKGROUND INFORMATION

The term "insider trading" is defined in the federal securities statutes as trading in securities while aware of material non-public information (whether or not one is an "insider") or to communications of material non-public information to others.

While the law concerning insider trading can be complex and unclear, you should assume that the law prohibits:

- o Trading by an insider, while in possession of material non-public information,
- o Trading by a non-insider, while in possession of material non-public information, where the information was disclosed to the non-insider (either directly or through one or more intermediaries) in violation of an insider's duty to keep it confidential,
- o Communicating material non-public information to others in breach of a duty not to disclose such information, and
- o Misappropriating confidential information for securities trading purposes, in breach of a duty owed to the source of the information to keep the information confidential.

Trading based on material non-public information about an issuer does not violate this policy unless the trader (i) is an "insider" with respect to an issuer; (ii) receives the information from an insider or from someone that the trader knows received the information from an insider, either directly or indirectly, or (iii) misappropriates the non-public information or obtains or misuses it in breach of a duty of trust and confidence owed to the source of the information. Accordingly, trading based on material non-public information about an issuer can be, but is not necessarily, a violation of this Policy. Trading while in possession of material non-public information relating to a tender offer is prohibited under this Policy regardless of how such information was obtained.

Application of the law of insider trading to particular transactions can be difficult, particularly if it involves a determination about trading based on material non-public information. You legitimately may be uncertain about the application of this Policy in particular circumstances. If you have any questions regarding the application of the Policy or you have any reason to believe that a violation of the Policy has occurred or is about to occur, you should contact the Chief Compliance Officer or the Compliance Director .

The following discussion is intended to help you understand the principal concepts involved in insider trading.

WHO IS AN INSIDER?

The concept of "insider" is broad. It includes officers, directors and employees of a company. In addition, a person can be a "temporary insider" if he or she enters into a special confidential relationship in the conduct of a company's affairs and as a result is given access to information solely for the



company's purposes. A temporary insider can include, among others, a company's attorneys, accountants, consultants, bank lending officers, and the employees of such organizations. In addition, one or more of the Janus entities may become a

temporary insider of a company it advises or for which it performs other services. To be considered an insider, the company must expect the outsider to keep the disclosed non-public information confidential and/or the relationship must at least imply such a duty.

#### WHEN IS INFORMATION NON-PUBLIC?

Information remains non-public until it has been made public. Information becomes public when it has been effectively communicated to the marketplace, such as by a public filing with the SEC or other governmental agency, inclusion in the Dow Jones "tape" or publication in The Wall Street Journal or another publication of general circulation. Moreover, sufficient time must have passed so that the information has been disseminated widely.

#### WHAT IS MATERIAL INFORMATION?

Trading on inside information is not a basis for liability unless the information is material. "Material information" generally means information for which there is a substantial likelihood that a reasonable investor would consider it important in making his or her investment decisions, or information that is reasonably certain to have a substantial effect on the price of a company's securities. Information that should be considered material includes, but is not limited to: dividend changes, earnings estimates, changes in previously released earnings estimates, significant merger or acquisition proposals or agreements, major litigation, liquidation problems, and extraordinary management developments.

Material information may also relate to the market for a company's securities. Information about a significant order to purchase or sell securities may, in some contexts, be deemed material. Similarly, prepublication information regarding reports in the financial press also may be deemed material. For example, the Supreme Court upheld the criminal convictions of insider trading defendants who capitalized on prepublication information about The Wall Street Journal's "Heard on the Street" column.

#### WHEN IS INFORMATION MISAPPROPRIATED?

The misappropriation theory prohibits trading on the basis of non-public information by a corporate "outsider" in breach of a duty owed not to a trading party, but to the source of confidential information. Misappropriation of information occurs when a person obtains the non-public information through deception or in breach of a duty of trust and loyalty to the source of the information.

#### PENALTIES FOR INSIDER TRADING

Penalties for trading on or communicating material non-public information are severe, both for individuals involved in such unlawful conduct and their employers or other controlling persons. A person can be subject to some or all of the penalties below even if he or she does not personally benefit from the violation. Penalties include:

- o Civil injunctions
- o Treble damages

- o Disgorgement of profits
- o Jail sentences for up to 10 years

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- o Fines up to \$1,000,000 (or \$2,500,000 for corporations and other entities)
- o Civil penalties for the person who committed the violation of up to three times the profit gained or loss avoided, whether or not the person actually benefited, and
- o Civil penalties for the employer or other controlling person of up to the greater of \$1,000,000 or three times the amount of the profit gained or loss avoided.

In addition, any violation of the law may result in serious sanctions by Janus, including termination of employment.

#### WHO IS A CONTROLLING PERSON?

Included as controlling persons are Janus and its Directors, Trustees and Officers. If you are a Director, Trustee or Officer, you have a duty to act to prevent insider trading. Failure to fulfill such a duty may result in penalties as described above.

#### PROCEDURES TO IMPLEMENT POLICY

The following procedures have been established to aid the Directors, Trustees, Officers and employees of Janus in avoiding insider trading, and to aid Janus in preventing, detecting and imposing sanctions against insider trading.

#### IDENTIFYING MATERIAL INSIDE INFORMATION

Before trading for yourself or others, including the Janus Funds or other Clients, in the securities of a company about which you may have potential inside information, ask yourself the following questions:

- o To whom has this information been provided? Has the information been effectively communicated to the marketplace?
- o Has this information been obtained from either the issuer or from another source in breach of a duty to that source to keep the information confidential?
- o Is the information material? Is this information that an investor would consider important in making his or her investment decisions? Is this information that would affect the market price of the securities if generally disclosed?

Special caution should be taken with respect to potential inside information regarding JCM. Although JCM's shares are not publicly traded, JCM's parent, Stilwell, is a publicly traded company. Stilwell owns 92% of the stock of JCM. As a result, potential inside information regarding JCM may affect trading in Stilwell stock and should be reported pursuant to the procedures set forth below. The following is a non-exclusive list of situations that Investment Personnel should report immediately pursuant to the procedures below: (i) participation in private placements; (ii) the receipt of any information from an issuer pursuant to a confidentiality agreement; (iii) participation on or receipt of information from a bankruptcy committee of an issuer; and (iv)

receipt of information regarding earnings or sales figures in advance of the public release of those numbers.

#### REPORTING INSIDE INFORMATION

If, after consideration of the above, you believe that the information is material and non-public, or if you have questions as to whether the information is material and non-public, you should take the following steps:

- o Do not purchase or sell the securities on behalf of yourself or others, including Clients.
- o Do not communicate the information inside or outside of Janus, other than to the Chief Compliance Officer or the Compliance Director.
- o Immediately advise the Chief Compliance Officer or Compliance Director of the nature and source of such information. The Chief Compliance Officer or Compliance Director will review the information with the Ethics Committee.
- o Depending upon the determination made by the Ethics Committee, or by the Chief Compliance Officer until the Committee can be convened, you may be instructed to continue the prohibition against trading and communication and the Compliance Director will place the security on a Restricted List or Watch List, as described below. Alternatively, if it is determined that the information obtained is not material non-public information, you may be allowed to trade and communicate the information.

#### WATCH AND RESTRICTED LISTS

Whenever the Ethics Committee or the Chief Compliance Officer determines that a Director, Trustee, Officer or employee of Janus is in possession of material non-public information with respect to a company (regardless of whether it is currently owned by any Client) such company will either be placed on a Watch List or on a Restricted List.

#### WATCH LIST

If the security is placed on a Watch List, the flow of the information to other Janus personnel will be restricted in order to allow such persons to continue their ordinary investment activities. This procedure is commonly referred to as a "Chinese Wall."

#### RESTRICTED LIST

If the Ethics Committee or the Chief Compliance Officer determines that material non-public information is in the possession of a Director, Trustee, Officer, or employee of Janus and cannot be adequately isolated through the use of a Chinese Wall, the company will be placed on the Restricted List. While a company is on the Restricted List, no Investment Person shall initiate or recommend any transaction in any Client account, and no Access Person shall be precleared to transact in any account in which he or she has a beneficial interest, with respect to the securities of such company. The Ethics Committee or the Chief Compliance Officer will also have the discretion of placing a company on the Restricted List even though no "break in the Chinese Wall" has or is expected to occur with respect to the material non-public information about the company. Such action may be taken by such persons for the purpose of avoiding any appearance of the misuse of material non-public information.

The Ethics Committee or the Chief Compliance Officer will be responsible for determining whether to remove a particular company from the Watch List or Restricted List. The only persons who will have access to the Watch List or Restricted List are members of the Ethics Committee, Designated Legal or Compliance Representatives and such persons who are affected by the information. The Watch List and Restricted List are highly confidential and should, under no circumstances, be discussed with or disseminated to anyone other than the persons noted above.

#### PROTECTING INFORMATION

Directors, Trustees, Officers and employees of Janus shall not disclose any non-public information (whether or not it is material) relating to Janus or its securities transactions to any person outside Janus (unless such disclosure has been authorized by the Chief Compliance Officer). Material non-public information may not be communicated to anyone, including any Director, Trustee, Officer or employee of Janus, except as provided in this Policy. Access to such information must be restricted. For example, access to files containing material non-public information and computer files containing such information should be restricted, and conversations containing such information, if appropriate at all, should be conducted in private.

To insure the integrity of the Chinese Wall and to avoid unintended disclosures, it is important that all employees take the following steps with respect to confidential or non-public information:

- o Do not discuss confidential information in public places such as elevators, hallways or social gatherings.
- o To the extent practical, limit access to the areas of the firm where confidential information could be observed or overheard to employees with a business need for being in the area.
- o Avoid use of speakerphones in areas where unauthorized persons may overhear conversations.
- o Avoid use of wireless and cellular phones, or other means of communication, which may be intercepted.
- o Where appropriate, maintain the confidentiality of Client identities by using code names or numbers for confidential projects.
- o Exercise care to avoid placing documents containing confidential information in areas where they may be read by unauthorized persons and to store such documents in secure locations when they are not in use.
- o Destroy copies of confidential documents no longer needed for a project unless required to be saved pursuant to applicable record keeping policies or requirements.

#### RESPONSIBILITY TO MONITOR TRANSACTIONS

Compliance will monitor transactions of Clients and employees for which reports are received to detect the existence of any unusual trading activities with respect to companies on the Watch and Restricted Lists. Compliance will immediately report any unusual trading activity directly to the Compliance Director, and in his or her absence, the Chief Compliance Officer, who will be

responsible for determining what, if any, action should be taken.

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#### RECORD RETENTION

Compliance shall maintain copies of the Watch List and Restricted List for a minimum of six years.

#### TENDER OFFERS

Tender offers represent a particular concern in the law of insider trading for two reasons. First, tender offer activity often produces extraordinary fluctuations in the price of the target company's securities. Trading during this time period is more likely to attract regulatory attention (and produces a disproportionate percentage of insider trading cases). Second, the SEC has adopted a rule which expressly forbids trading and "tipping" while in possession of material non-public information regarding a tender offer received from the tender offeror, the target company or anyone acting on behalf of either. Janus employees and others subject to this Policy should exercise particular caution any time they become aware of non-public information relating to a tender offer.

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GIFT POLICY  
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Gifts may be given (or accepted) only if they are in accordance with normally accepted business practices and do not raise any question of impropriety. A question of impropriety may be raised if a gift influences or gives the appearance of influencing the recipient. The following outlines Janus' policy on giving and receiving gifts to help us maintain those standards and is applicable to all Inside Directors and Inside Trustees, officers and employees of Janus.

#### GIFT GIVING

Neither you nor members of your immediate family may give any gift, series of gifts, or other thing of value, including cash, loans, personal services, or special discounts ("Gifts") in excess of \$100 per year to any Client or any one person or entity that does or seeks to do business with or on behalf of Janus or any Client (collectively referred to herein as "Business Relationships").

#### GIFT RECEIVING

Neither you nor members of your immediate family may receive any Gift of material value from any single Business Relationship. A Gift will be considered material in value if it influences or gives the appearance of influencing the recipient.

In the event the aggregate fair market value of all Gifts received by you from any single Business Relationship is estimated to exceed \$250 in any 12-month period, you must immediately notify your manager. Managers that receive such notification must report this information to the Compliance Director if it

appears that such Gifts may have improperly influenced the receiver. If the Gift is made in connection with the sale or distribution of registered investment company or variable contract securities, the aggregate fair market value of all such Gifts received by you from any single Business Relationship may never exceed \$100 in any 12-month period.

Occasionally, Janus employees are invited to attend or participate in conferences, tour a company's facilities, or meet with representatives of a company. Such invitations may involve traveling and may require overnight lodging. Generally, Janus must pay for all travel and lodging expenses provided in connection with such activities. However, if appropriate, and with prior approval from your manager, you may accept travel related amenities if the costs are considered insubstantial and are not readily ascertainable.

The solicitation of a Gift is prohibited (i.e., you may not request a Gift, such as tickets to a sporting event, be given to you).

#### CUSTOMARY BUSINESS AMENITIES

Customary business amenities are not considered Gifts so long as such amenities are business related (e.g., if you are accepting tickets to a sporting event, the offerer must go with you), reasonable in cost, appropriate as to time and place, and neither so frequent nor so costly as to raise any question of impropriety. Customary business amenities which you and, if appropriate, your guests, may accept (or give) include an occasional meal, a ticket to a sporting event or the theater, greens fees, an invitation to a reception or cocktail party, or comparable entertainment.

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#### FOREIGN CORRUPT PRACTICES ACT

The Foreign Corrupt Practices Act requires that Janus be cautious in making any payments to foreign agents under circumstances in which it might appear that these payments were made to foreign officials to induce them to give Janus business or buy Janus products. The Foreign Corrupt Practices Act prohibits the bribing of any government official.

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#### OUTSIDE EMPLOYMENT POLICY

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No Inside Director, Inside Trustee, Officer or employee of Janus shall accept employment or compensation as a result of any business activity (other than a passive investment), outside the scope of his relationship with Janus unless such person has provided prompt written notice of such employment or compensation to Compliance and, in the case of securities-related employment or compensation, has received the prior written approval of the Ethics Committee. All requests for approval must be submitted via PTrade by submitting an Outside Employment Form. Registered Persons are reminded that prior approval must be given before any employment outside of Janus is accepted pursuant to JD's Written Supervisory Procedures and applicable NASD rules.

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 PENALTY GUIDELINES
 

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## OVERVIEW

Covered Persons who violate any of the requirements, restrictions, or prohibitions of the Rules may be subject to sanctions imposed by the Ethics Committee. The following guidelines shall be used by the Compliance Director for recommending remedial actions for Covered Persons who violate prohibitions or disregard requirements of the Rules. Deviations from the Five Day Rule and 60 Day Rule are not considered to be violations under the Rules and, therefore, are not subject to the penalty guidelines.

Upon learning of a potential deviation from, or violation of the Rules, the Compliance Director will provide a written recommendation of remedial action to the Ethics Committee. The Ethics Committee has full discretion to approve such recommendation or impose other sanctions it deems appropriate. The Ethics Committee will take into consideration, among other things, whether the violation was a technical violation of the Rules or inadvertent oversight (i.e., ill-gotten profits versus general oversight). The guidelines are designed to promote consistency and uniformity in the imposition of sanctions and disciplinary matters.

## PENALTY GUIDELINES

Outlined below are the guidelines for the sanctions that may be imposed on Covered Persons who fail to comply with the Rules:

- o 1st violation- Compliance will send a memorandum of reprimand to the person, copying his or her supervisor. The memorandum will generally reinforce the person's responsibilities under the Rules, educate the person on the severity of personal trading violations and inform the person of the possible penalties for future violations of the Rules;
- o Subsequent violation- The Ethics Committee will impose such sanctions as it deems appropriate, including without limitation, a letter of censure, fines, withholding of bonus payments, or suspension or termination of employment or personal trading privileges.

In addition to the above disciplinary sanctions, such persons may be required to disgorge any profits realized in connection with such violation. All disgorgement proceeds collected will be donated to a charitable organization selected by the Ethics Committee. The Ethics Committee may determine to impose any sanctions, including termination, immediately and without notice if it determines that the severity of any violation or violations warrants such action. All sanctions imposed will be documented in such person's personal trading file maintained by Janus, and will be reported to Human Resources.

The Chief Compliance Officer and Compliance Director are responsible for implementing supervisory and compliance review procedures. Supervisory procedures can be divided into two classifications: prevention of violations and detection of violations. Compliance review procedures include preparation of special and annual reports, record maintenance and review, and confidentiality preservation.

#### SUPERVISORY PROCEDURES

##### PREVENTION OF VIOLATIONS

To prevent violations of the Rules, the Compliance Director should, in addition to enforcing the procedures outlined in the Rules:

1. Review and update the Rules as necessary, at least once annually, including but not limited to a review of the Code by the Chief Compliance Officer, the Ethics Committee and/or counsel;
2. Answer questions regarding the Rules, or refer the same to the Chief Compliance Officer;
3. Request from all persons upon commencement of services, and annually thereafter, any applicable forms and reports as required by the Rules;
4. Identify all Access Persons and notify them of their responsibilities and reporting requirements;
5. Write letters to the securities firms requesting duplicate confirmations and account statements where necessary; and
6. With such assistance from the Human Resources Department as may be appropriate, maintain a continuing education program consisting of the following:
  - 1) Orienting Covered Persons who are new to Janus to the Rules, and
  - 2) Further educating Covered Persons by distributing memos or other materials that may be issued by outside organizations such as the Investment Company Institute discussing the issue of insider trading and other issues raised by the Rules.

##### DETECTION OF VIOLATIONS

To detect violations of these Rules, the Compliance Director should, in addition to enforcing the procedures outlined in the Rules:

- o Implement procedures to review holding and transaction reports, confirmations, forms and statements relative to applicable restrictions, as provided under the Code; and
- o Implement procedures to review the Restricted and Watch Lists relative to applicable personal and Client trading activity, as provided under the Policy.

Spot checks of certain information are permitted as noted under the Code.



## COMPLIANCE PROCEDURES

## REPORTS OF POTENTIAL DEVIATIONS OR VIOLATIONS

Upon learning of a potential deviation from, or violation of the Rules, the Compliance Director shall report such violation to the Chief Compliance Officer, together with all documents relating to the matter. The Chief Compliance Officer shall either present the information at the next regular meeting of the Ethics Committee, or conduct a special meeting. The Ethics Committee shall thereafter take such action as it deems appropriate (see Penalty Guidelines).

## ANNUAL REPORTS

The Chief Compliance Officer shall prepare a written report to the Ethics Committee and the Trustees at least annually. The written report to the Trustees shall include any certification required by Rule 17j-1. This report shall set forth the following information, and shall be confidential:

- o Copies of the Rules, as revised, including a summary of any changes made since the last report;
- o Identification of any material issues arising under the Rules including material violations requiring significant remedial action since the last report;
- o Identification of any material conflicts that arose since the last report; and
- o Recommendations, if any, regarding changes in existing restrictions or procedures based upon Janus' experience under these Rules, evolving industry practices, or developments in applicable laws or regulations.

The Trustees must initially approve these Rules within the time frame required by Rule 17j-1. Any material changes to these Rules must be approved within six months.

## RECORDS

Compliance shall maintain the following records on behalf of each Janus entity:

- o A copy of this Code and any amendment thereof which is or at any time within the past five years has been in effect.
- o A record of any violation of this Code, or any amendment thereof, and of any action taken as a result of such violation.
- o Files for personal securities transaction confirmations and account statements, all reports and other forms submitted by Covered Persons pursuant to these Rules and any other pertinent information.
- o A list of all persons who are, or have been, required to make reports pursuant to these Rules.
- o A list of persons who are, or within the last five years have

been responsible for, reviewing transaction and holdings reports.

- o A copy of each report made to the Trustees pursuant to this Code.

#### INSPECTION

The records and reports maintained by Compliance pursuant to the Rules shall at all times be available for inspection, without prior notice, by any member of the Ethics Committee.

#### CONFIDENTIALITY

All procedures, reports and records monitored, prepared or maintained pursuant to these Rules shall be considered confidential and proprietary to Janus and shall be maintained and protected accordingly. Except as otherwise required by law or this Policy, such matters shall not be disclosed to anyone other than to members of the Ethics Committee, as requested.

#### FILING OF REPORTS

To the extent that any report, form acknowledgment or other document is required to be in writing and signed, such documents may be submitted in by e-mail or other electronic form approved by Compliance. Any report filed with the Chief Compliance Officer or Compliance Director of JCM shall be deemed filed with the Janus Funds.

#### THE ETHICS COMMITTEE

The purpose of this Section is to describe the Ethics Committee. The Ethics Committee is created to provide an effective mechanism for monitoring compliance with the standards and procedures contained in the Rules and to take appropriate action at such times as violations or potential violations are discovered.

#### MEMBERSHIP OF THE COMMITTEE

The Committee consists of Thomas A. Early, Vice President and General Counsel; Loren M. Starr, Vice President and Chief Financial Officer; David Kowalski, Vice President and Chief Compliance Officer; Glenn O'Flaherty, Vice President Investment Accounting; and Ernie C. Overholt, Compliance Director. The Compliance Director currently serves as the Chairman of the Committee. The composition of the Committee may be changed from time to time.

#### COMMITTEE MEETINGS

The Committee shall generally meet every four months or as often as necessary to review operation of the compliance program and to consider technical deviations from operational procedures, inadvertent oversights, or any other potential violation of the Rules. Deviations alternatively may be addressed by including them in the employee's personnel records maintained by Janus. Committee meetings are primarily intended for consideration of the general operation of the compliance program and substantive or serious departures from standards and procedures in the Rules.

Such other persons may attend a Committee meeting, at the discretion of the Committee, as the Committee shall deem appropriate. Any individual whose conduct has given rise to the meeting also may be called upon, but shall not have the right, to appear before the Committee.

It is not required that minutes of Committee meetings be maintained; in lieu of minutes the Committee may issue a report describing any action taken. The report shall be included in the confidential file maintained by the Compliance Director with respect to the particular employee or employees whose conduct has been the subject of the meeting.

#### SPECIAL DISCRETION

The Committee shall have the authority by unanimous action to exempt any person or class of persons or transaction or class of transactions from all or a portion of the Rules, provided that:

- o The Committee determines, on advice of counsel, that the particular application of all or a portion of the Rules is not legally required;
- o The Committee determines that the likelihood of any abuse of the Rules by such exempted person(s) or as a result of such exempted transaction is remote;
- o The terms or conditions upon which any such exemption is granted is evidenced in writing; and
- o The exempted person(s) agrees to execute and deliver to the Compliance Director , at least annually, a signed Acknowledgment Form, which Acknowledgment shall, by operation of this provision, include such exemptions and the terms and conditions upon which it was granted.

The Committee shall also have the authority by unanimous action to impose such additional requirements or restrictions as it, in its sole discretion, determines appropriate or necessary, as outlined in the Penalty Guidelines.

Any exemption, and any additional requirement or restriction, may be withdrawn by the Committee at any time (such withdrawal action is not required to be unanimous).

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GENERAL INFORMATION ABOUT THE ETHICS RULES  
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#### DESIGNEES

The Compliance Director and the Chief Compliance Officer may appoint designees to carry out their functions pursuant to these Rules.

#### ENFORCEMENT

In addition to the penalties described in the Penalty Guidelines and elsewhere in the Rules, upon discovering a violation of the Rules, the Janus entity in which a Covered Person is associated may impose such sanctions as it deems appropriate, including without limitation, a letter of censure or

suspension or termination of employment or personal trading privileges of the violator. All material violations of the Rules and any sanctions imposed with respect thereto shall be reported periodically to the Directors and Trustees and the directors of any other Janus entity which has been directly affected by the violation.

#### INTERNAL USE

The Rules are intended solely for internal use by Janus and do not constitute an admission, by or on behalf of such companies, their controlling persons or persons they control, as to any fact, circumstance or legal conclusion. The Rules are not intended to evidence, describe or define any relationship of control between or among any persons. Further, the Rules are not intended to form the basis for describing or defining any conduct by a person that should result in such person being liable to any other person, except insofar as the conduct of such person in violation of the Rules may constitute sufficient cause for Janus to terminate or otherwise adversely affect such person's relationship with Janus.

## AMENDED AND RESTATED

## CODE OF ETHICS

## OF THE

OPPENHEIMER FUNDS  
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DATED AS OF MAY 15, 2002

This Code of Ethics has been adopted by each of the investment companies for which OppenheimerFunds, Inc. ("OFI") or its subsidiaries or affiliates acts as investment adviser (the "Oppenheimer funds"); by OFI and each of its subsidiaries; and also by OppenheimerFunds Distributor, Inc. ("OFDI"), the principal underwriter of the Oppenheimer funds, in compliance with Rule 17j-1 (the "Rule") under the Investment Company Act of 1940, as amended (the "Act"), to establish standards and procedures for the detection and prevention of activities by which persons having knowledge of recommended investments and investment intentions of the Oppenheimer funds, other investment companies and other clients for which OFI or its subsidiaries or affiliates act as adviser or sub-adviser (collectively, "Advisory Clients") may abuse their fiduciary duties and otherwise to deal with the type of conflict of interest situations to which the rule is addressed.

In general, the fiduciary principles that govern personal investment activities reflect, at the minimum, the following: (1) the duty at all times to place the interests of Advisory Clients first; (2) the requirement that all personal securities transactions be conducted consistent with the Code of Ethics and in such a manner as to avoid any actual or potential conflict of interest or any abuse of an individual's position of trust and responsibility; and (3) the fundamental standard that Advisory Client personnel should not take inappropriate advantage of their positions.

#### 1. Important General Prohibitions

The specific provisions and reporting requirements of this Code of Ethics are concerned primarily with those investment activities of a Covered Person (as defined below) who may benefit from or interfere with the purchase or sale of portfolio securities by Advisory Clients. However, both the Rule and this Code of Ethics prohibit any officer or director of an Advisory Client as well as any Affiliate (as defined below) from using information concerning the investment intentions of Advisory Clients, or their ability to influence such investment intentions, for personal gain or in a manner detrimental to the interests of any Advisory Client. Specifically, the Rule makes it unlawful for any such person, directly or indirectly in connection with the purchase or sale

of a "security held or to be acquired" by any Advisory Client to:

- (i) employ any device, scheme or artifice to defraud such Advisory Client;
- (ii) make to such Advisory Client any untrue statement of a material fact or omit to state to such Advisory Client a material fact necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading;
- (iii) engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any such Advisory Client; or
- (iv) engage in any manipulative practice with respect to such Advisory Client.

2. Definitions - As used herein:

"Advisory Client" means any Oppenheimer fund, other investment company or other client for which OFI or its affiliates act as adviser or sub-adviser.

"Affiliate" means any officer, director, trustee or employee of OFI, OFDI, Centennial Asset Management Corporation ("CAMC"), OAM Institutional, Inc., HarbourView Asset Management Corporation ("HarbourView") or Trinity Investment Management

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Corporation ("Trinity") as well as any persons who directly or indirectly control (as defined in the Act) their activities. It includes but is not limited to "Covered Persons," other than Independent Directors.

"Beneficial Interest" means any interest by which an Affiliate or Covered Person, or any member of his or her immediate family (relative by blood or marriage) living in the same household, can directly or indirectly derive a monetary benefit from the purchase, sale or ownership of a security except such interests as a majority of the Independent Directors of the affected Oppenheimer fund(s) shall determine to be too remote for the purpose of this Code of Ethics.

"Covered Persons" means, in addition to the officers and directors of OFI, OFDI, CAMC, OAM Institutional, HarbourView, Trinity and/or any of the Oppenheimer funds (1) any person who, in connection with his regular functions or duties, participates in the selection of, or regularly obtains information regarding, the Securities currently being purchased, sold or considered for purchase or sale by any Advisory

Client, and who is also an employee of OFI, CAMC, OAM Institutional, HarbourView, Trinity or any other entity adopting this Code of Ethics or, for the purposes of Paragraph 5(j) solely, the Sub-Adviser; and (2) any natural person in a control relationship to an Advisory Client or its investment adviser who obtains information concerning recommendations made to the Advisory Client with regard to the purchase or sale of Securities by the Advisory Client.

"Independent Director" means any director or trustee of an investment company who is not an "interested person" of OFI, any of its parents or subsidiaries, or any of the Oppenheimer funds as defined by Section 2(a)(19) of the Act.

"Initial Public Offering" means an offering of securities registered under the Securities Act of 1933, the issuer of which immediately before the registration, was not subject to the reporting requirements of sections 13 or 15(d) of the Securities Exchange Act of 1934.

"Investment Person" means (1) a Portfolio Manager, (2) a securities analyst or trader who provides information and advice to Portfolio Managers or who helps execute a Portfolio Manager's decisions, (3) any other person who, in connection with his/her duties, makes or participates in making recommendations regarding an Advisory Client's purchase or sale of securities, and (4) any natural person in a control relationship to an Advisory Client or its investment adviser who obtains information concerning recommendations made to the Advisory Client with regard to the purchase or sale of Securities by the Advisory Client.

"Oppenheimer fund" for purposes of this Code of Ethics means any investment company registered under the Investment Company Act for which OFI, CAMC, HarbourView, or Trinity is the investment adviser or sub-adviser.

"Portfolio Manager" means an individual entrusted with the direct responsibility and authority to make investment decisions affecting a particular Advisory Client.

"Private Placement" means an offering that is exempt from registration under the Securities Act of 1933 pursuant to section 4(2) or section 4(6) or pursuant to rule 504, rule 505 or rule 506 under the Securities Act of 1933.

"Security" includes any warrant or option to acquire or sell a security and financial futures contracts, but excludes securities issued by the U.S. government or its agencies, bankers' acceptances, bank certificates of deposit, commercial paper, high quality short-term debt instruments including repurchase agreements, and shares of any open-end mutual fund not traded on an exchange which is not affiliated with OFI or any affiliate of OFI. "High quality short-term debt instrument" shall mean an instrument that has a maturity at issuance of less than

366 days and that is rated in one of the two highest rating categories by a Nationally Recognized Statistical Rating Organization (NRSRO).

References to a "Security" in the Code of Ethics shall include any warrant for, option in,

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or security or other instrument immediately convertible into or whose value is derived from that "Security" and any instrument or right which is equivalent to that "Security."

"Security Held or to be Acquired" by an Advisory Client means any Security which, within the most recent 15 days (1) is or has been held by the Advisory Client or (2) is being considered by the Advisory Client or its investment adviser for purchase by the Advisory Client.

A security is "being considered for purchase or sale" from the time an order is given by or on behalf of the Portfolio Manager to the order room of an Advisory Client until all orders with respect to that security are completed or withdrawn.

"Sub-Adviser" means an investment adviser that acts as a sub-adviser to a portfolio advised by OFI or its affiliates.

### 3. Prohibited Transactions

- (a) No Affiliate or Independent Director may purchase or sell any Security in which he or she has or thereby acquires a Beneficial Interest with actual knowledge that a decision to place an order for the purchase or sale of the same Security by an Advisory Client had been made or proposed.
- (b) No Covered Person may purchase or sell any Security in which he or she has or thereby acquires a Beneficial Interest with actual knowledge that, at the same time, such security is "being considered for purchase or sale" by an Advisory Client or that such security is the subject of an outstanding purchase or sale order by an Advisory Client.
- (c) No Investment Person may purchase any Security in an Initial Public Offering.
- (d) No Investment Person may, without the express prior written pre-approval of the Administrator of this Code of Ethics which shall set forth the rationale supporting such pre-approval, acquire any security in a Private Placement, and if a Private Placement security is acquired, such Investment Person must disclose that investment when he/she plays a part in an Advisory



Client's subsequent consideration of any investment in that issuer, and in such circumstances, an independent review shall be conducted by Investment Persons who do not have an interest in the issuer and by the Administrator.

- (e) A Portfolio Manager may not purchase or sell any Security within seven (7) days before or after the purchase or sale of that Security by an Advisory Client of which he/she is a Portfolio Manager.

Notwithstanding the foregoing, if the Advisory Client is a newly-established separate account with assets of \$100 million or more for which the Securities purchased by the Portfolio Manager to open the separate account are as directed by a "buy list" compiled by OFI (or a subsidiary of OFI), the seven (7) day personal trading prohibition shall not apply on the date the separate account is opened to Securities that were on the "buy list" during the seven (7) days preceding the opening of the separate account IF such Securities are in the S&P 500 Index and the Portfolio Manager limits personal trades in any such Security during the seven (7) days before or after the opening of the separate account to the greater of 100 shares or \$10,000.

Any profits realized on trades prohibited by this section 3.(e) shall be disgorged.

- (f) An Investment Person may not purchase and sell or sell and purchase any Security within any sixty (60) day period, with the exception of (i) the instruments listed in section 3(k) when used for bona fide hedging purposes and with prior approval of the Administrator of the Code of Ethics, or (ii) a Security traded at a loss. Any profits realized on trades prohibited by this section 3.(f) shall be

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disgorged.

- (g) An Investment Person may not accept any gifts or anything else of more than a de-minimis value from any person or entity that does business with or on behalf of an Advisory Client.
- (h) A purchase or sale of a Security by an Investment Person that is otherwise permitted by this Code of Ethics may not be effected until the Investment Person first obtains written pre-clearance from the Administrator or the Administrator's designee and, if such pre-clearance is obtained from the Administrator's designee, a copy of the written pre-clearance is promptly received by the Administrator.

- (i) No Investment Person may serve on the board of directors or trustees of a publicly-traded corporation or other business entity without the prior written approval of the Administrator.
- (j) No Covered Person other than an Independent Director may sell a security short, except, with prior approval of the Administrator of the Code of Ethics, a short sale as a hedge against a long position in the same security.
- (k) A Covered Person, with the exception of an Independent Director, may not purchase or sell options or futures, other than options and futures related to broad-based indices, U.S. Treasury securities, currencies and long portfolio positions in the same or a substantially similar security. When used as a bona fide hedge and with prior approval of the Administrator of the Code of Ethics, the instruments listed in this section 3(k) are not subject to the 60-day hold requirement of section 3(f).

#### 4. Exempt Transactions

Neither the prohibitions nor the reporting requirements of this Code apply to:

- (a) Purchases or sales of Securities for an account over which an Affiliate or Covered Person has no direct control and does not exercise indirect control.
- (b) Involuntary purchases or sales made by either an Affiliate or Covered Person or any Fund.
- (c) Purchases which are part of an automatic dividend reinvestment plan.
- (d) Purchases resulting from the exercise of rights acquired from an issuer as part of a pro rata distribution to all holders of a class of securities of such issuer and the sale of such rights.
- (e) Purchases or sales which receive the express written approval and pre-clearance of the Administrator of this Code of Ethics because the purchase or sale will not occasion the improper use of an Advisory Client's proprietary information or an abuse of the individual's position of trust and responsibility to an Advisory Client and because:
  - (i) their potential harm to an Advisory Client is remote;
  - (ii) they would be unlikely to affect a highly institutional market; or
  - (iii) they are clearly not related economically to securities

being considered for purchase or sale by an Advisory Client.

## 5. Reporting Requirements

- (a) Within ten (10) days after the end of each calendar quarter, all Covered Persons

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shall make a written report to the Administrator of this Code of Ethics of all non-exempt securities transactions occurring in the quarter by which they acquired or disposed of a Beneficial Interest in any security and if no non-exempt transaction in a security occurred during the quarter, the written report shall so state.

However, a Covered Person shall not be considered in violation of this Code of Ethics for not making a quarterly report if all such information required by that report is contained in trade confirmations and account statements previously provided to the Administrator of this Code of Ethics for the time period covered by that quarterly report.

- (b) An Independent Director need only report non-exempt transactions (in which he or she has had a Beneficial Interest) in a Security (excluding, for purposes of this subparagraph (b), open-end mutual funds affiliated with OFI or any affiliate of OFI) which, at the time, such Director knew, or in the ordinary course of fulfilling his or her duties, should have known was purchased or sold or was being or had been considered for purchase or sale by an Advisory Client during the fifteen (15) day period immediately preceding or after the date of the Independent Director's transaction and if no non-exempt transaction in a security occurred during the quarter, the written report, if any, shall so state. A written report will not be required for any quarter in which an Independent Director has only exempt transactions to report.
- (c) Transactions in an account identified to the Administrator of this Code of Ethics need not be otherwise reported if the Covered Person shall have authorized disclosure of all securities transactions in the account to the Administrator and furnished such Administrator copies of all confirmations and monthly statements pertaining to such account.
- (d) Such quarterly report must contain the following information with respect to each reportable transaction:
- (i) Name(s) in which the account is registered and the date

- the account was established;
- (ii) Date and nature of the transaction (purchase, sale or any other type of acquisition or disposition);
  - (iii) Title, number of shares, principal amount, interest rate and maturity (as applicable) of each security and the price at which the transaction was effected;
  - (iv) Name of the broker, dealer or bank with or through whom the transaction was effected; and
  - (v) the date the report is submitted.
- (e) Any such report may contain a statement that it is not to be construed as an admission that the person making it has or had any direct or indirect Beneficial Interest in any security to which the report relates.
  - (f) All Covered Persons other than Independent Directors shall arrange for copies of confirmations of all personal securities transactions and periodic statements of securities accounts to be sent directly to the Administrator.
  - (g) All Covered Persons other than Independent Directors shall initially, within ten (10) days of becoming a Covered Person, and at least annually thereafter make a written holdings report to the Administrator of the Code of Ethics with the following information (such information, as to the annual report, must be current as of a date no more than 30 days before the report is submitted) :

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- (i) Name(s) in which the account is registered and the date the account was established;
  - (ii) Title, number of shares, principal amount, interest rate and maturity (as applicable) of each security;
  - (ii) Name of the broker, dealer or bank with whom the account is maintained; and
  - (iv) the date the report is submitted.
- (h) All Covered Persons shall, at least annually, certify that they have read and understand the Code of Ethics and recognize that they are subject thereto.
  - (i) All Covered Persons other than Independent Directors shall

certify annually, that they have complied with the requirements of the Code of Ethics and that they have disclosed or reported all personal securities transactions and holdings required to be disclosed or reported pursuant thereto.

- (j) (1) The Sub-Adviser shall, within thirty (30) days after the end of each calendar quarter, submit a written report to the Administrator of the Code of Ethics setting forth all personal securities transactions by all Covered Persons employed by the Sub-Adviser which occurred within fifteen (15) days of a transaction in the same security by an Advisory Client advised by the Sub-Adviser; or
- (2) Alternatively, where a Sub-Advisor for an Oppenheimer fund or portfolio thereof has adopted its own Code of Ethics which is acceptable to the Independent Directors of the Oppenheimer funds and which complies with the provisions of the Rule, then, if acceptable to the Board of Directors of the Oppenheimer fund involved:
  - (i) the Sub-Adviser's Code of Ethics shall govern the activities of the Sub-Adviser and its access persons;
  - (ii) the Administrator of the Sub-Adviser's Code of Ethics shall, within thirty (30) days of the end of each quarter, submit a report to the Board of Directors of each Oppenheimer fund of which it is a Sub-Adviser:
    - (a) certifying that within the last quarter no violations of such Code of Ethics have occurred with respect to Covered Persons of the Oppenheimer funds affiliated with the Sub-Adviser; or
    - (b) if any such violations have occurred, a description of the violation, the identity of the individual(s) involved and the sanction, if any, imposed;
  - (iii) the Administrator of the Sub-Adviser's Code of Ethics shall submit a report, at least annually, to the Board of Directors of each Oppenheimer fund sub-advised by Sub-Adviser, which:
    - (a) summarizes any changes in the Sub-Adviser's Code of Ethics made during the past year;

- (b) identifies any violations of the Sub-Adviser's Code of Ethics requiring significant remedial action during the past year and describes the remedial action taken;
- (c) identifies any recommended changes in existing restrictions or procedures based upon experience under the Sub-Adviser's Code of Ethics, evolving industry practices or developments in applicable laws or regulations;
- (d) certifies that the procedures set forth in the Sub-Adviser's

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Code of Ethics were as reasonably necessary to prevent Covered Persons from violating the Code of Ethics; and

- (iv) the Administrator of this Code of Ethics shall not have responsibility for overseeing the Code of Ethics of the Sub-Adviser but shall request, on behalf of the Board of Directors of the Oppenheimer funds, that Sub-Adviser submit the reports required by this Section 5(j).

## 6. Confidentiality of Advisory Client Transactions

Until disclosed in a public report to shareholders or to the SEC in the normal course, all information concerning the securities "being considered for purchase or sale" by any Advisory Client shall be kept confidential by all Covered Persons and disclosed by them only on a need to know basis in accordance with practices and policies developed and periodically reviewed for their continuing appropriateness by an officer of OFI designated for this purpose by its Chairman or President. Any questions regarding confidentiality are to be directed to the Administrator of this Code of Ethics or to OFI's General Counsel. It shall be the responsibility of the Administrator of this Code of Ethics to be familiar with such practices and policies and to report any inadequacy found by him to OFI and the directors of the Oppenheimer funds or any committee appointed by them to deal with such information.

## 7. Sanctions

Any violation of this Code of Ethics shall be subject to the imposition

of such sanctions by OFI as may be deemed appropriate under the circumstances to achieve the purposes of the Rule and this Code of Ethics and may include suspension or termination of employment, a letter of censure and/or restitution of an amount equal to the difference between the price paid or received by the affected Advisory Client(s) and the more advantageous price paid or received by the offending person except that sanctions for violation of this Code of Ethics by an Independent Director of an Oppenheimer fund will be determined by a majority vote of its other Independent Directors.

## 8. Administration and Construction

- (a) The administration of this Code of Ethics shall be the responsibility of a person nominated by OFI and approved by the Independent Directors of each of the Oppenheimer funds as the "Administrator" of this Code of Ethics.
- (b) The duties of such Administrator will include:
  - (i) Continuous maintenance of a current list of the names of all Covered Persons with an appropriate description of their title or employment;
  - (ii) Furnishing all Covered Persons a copy of this Code of Ethics and initially and periodically informing them of their duties and obligations thereunder;
  - (iii) Designating, as desired, appropriate personnel to review transaction and holdings reports submitted by Covered Persons;
  - (iv) Maintaining or supervising the maintenance of all records required by the Code of Ethics;
  - (v) Preparing listings of all transactions effected by any Covered Person within fifteen (15) days of the date on which the same security was held, purchased or sold by an Advisory Client;
  - (vi) Determining whether any particular securities transaction should be exempted pursuant to the provisions of Paragraph 4(e) of this Code of Ethics;
  - (vii) Issuing either personally or with the assistance of counsel as may be

which may appear consistent with the objectives of the Rule and this Code of Ethics.

- (viii) Conducting such inspections or investigations, including scrutiny of the listings referred to in the subparagraph (v) above, as shall reasonably be required to detect and report, with his/her recommendations, any apparent violations of this Code of Ethics to OFI and to the directors of the affected Oppenheimer funds or any committee appointed by them to deal with such information;
- (ix) Submitting a quarterly report to the Board of Directors of each Oppenheimer fund potentially affected, containing a description of any violation and the sanction imposed; transactions which suggest the possibility of a violation; interpretations issued by and any exemptions or waivers found appropriate by the Administrator; and any other significant information concerning the appropriateness of this Code of Ethics.
- (x) Submitting a written report at least annually to the Board of Directors or Trustees of each Oppenheimer fund which:
  - (a) summarizes existing procedures concerning personal investing and any changes in the procedures made during the past year;
  - (b) identifies any violations requiring significant remedial action during the past year and describes the remedial action taken;
  - (c) identifies any recommended changes in existing restrictions or procedures based upon experience under the Code of Ethics, evolving industry practices or developments in applicable laws or regulations;
  - (d) reports with respect to the implementation of this Code of Ethics through orientation and training programs and on-going reminders; and
  - (e) certifies that the procedures set forth in this Code of Ethics were as reasonably necessary to prevent Covered Persons from violating the Code of Ethics.
- (xi) Maintaining periodic educational conferences to explain and reinforce the terms of this Code of Ethics.



## 9. Required Records

The Administrator shall maintain and cause to be maintained in an easily accessible place, the following records:

- (a) A copy of any Code of Ethics adopted pursuant to the Rule which has been in effect during the most recent five (5) year period;
- (b) A record of any violation of any such Code of Ethics, and of any action taken as a result of such violation, within five (5) years from the end of the fiscal year of OFI in which such violation occurred;
- (c) A copy of each report made by a Covered Person, as well as trade confirmations and account statements that contain information not duplicated in such reports, within five (5) years from the end of the fiscal year of OFI in which such report is made or information is provided, the first two (2) years in an easily accessible place;
- (d) A copy of each report made by the Administrator within five (5) years from the end of the fiscal year of OFI in which such report is made or issued, the first two (2)

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years in an easily accessible place;

- (e) A list, in an easily accessible place, of all persons who are, or within the most recent five (5) year period have been, required to make reports pursuant to the Rule and this Code of Ethics or who are or were responsible for reviewing these reports; and
- (f) A record of any decision, and the reasons supporting the decision, to permit an Investment Person to acquire a Private Placement security, for at least five (5) years after the end of the fiscal year in which permission was granted.

## 10. Amendments and Modifications

This Code of Ethics may not be amended or modified except in a written form which is specifically approved by majority vote of the Independent Directors of each of the Oppenheimer funds.

Dated as of: May 15, 2002

Adopted by the Board of Trustees/Board I  
April 11, 2002

/s/ KATHERINE P. FELD

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Katherine P. Feld, Assistant Secretary

Adopted by the Board of Trustees/Board II  
April 23, 2002

/s/ KATHERINE P. FELD

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Katherine P. Feld, Assistant Secretary

Adopted by the Board of Trustees/Board III  
April 8, 2002

/s/ KATHERINE P. FELD

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Katherine P. Feld, Assistant Secretary

A I M MANAGEMENT GROUP INC.

CODE OF ETHICS

(ADOPTED MAY 1, 1981)

(AS LAST AMENDED SEPTEMBER 27, 2002)

WHEREAS, the members of the AIM Management Group are A I M Management Group Inc. ("AIM Management") and A I M Advisors, Inc. ("AIM Advisors") and its wholly owned and indirect subsidiaries (individually and collectively referred to as "AIM"); and

WHEREAS, certain members of AIM provide investment advisory services to AIM's investment companies and other clients; and

WHEREAS, certain members of AIM provide distribution services as principal underwriters for AIM's investment company clients; and

WHEREAS, certain members of AIM provide shareholder services as the transfer agent, dividend disbursing agent and shareholder processing agent for AIM's investment company clients; and

WHEREAS, the investment advisory business involves decisions and information which may have at least a temporary impact on the market price of securities, thus creating a potential for conflicts of interest between the persons engaged in such business and their clients; and

WHEREAS, the members of AIM have a fiduciary relationship with respect to each portfolio under management and the interests of the client accounts and of the shareholders of AIM's investment company clients must take precedence over the personal interests of the employees of AIM, thus requiring a rigid adherence to the highest standards of conduct by such employees; and

WHEREAS, every practical step must be taken to ensure that no intentional or inadvertent action is taken by an employee of AIM which is, or appears to be, adverse to the interests of AIM or any of its client accounts, including the defining of standards of behavior for such employees, while at the same time avoiding unnecessary interference with the privacy or personal freedom of such employees; and

WHEREAS, the members of AIM originally adopted a Code of Ethics ("the Code") on May 1, 1981, and adopted amendments thereto in January 1989, October 1989, April 1991, December 6, 1994 and December 5, 1995, December 10, 1996, and now deem it advisable to update and revise said Code in light of new investment company products developed by AIM and changing circumstances in the securities

markets in which AIM conducts business; and

NOW, THEREFORE, the Boards of Directors of AIM Management and AIM Advisors hereby adopt the following revised Code pursuant to the provisions of Rule 17j-1 under the Investment Company Act of 1940 ("1940 Act"), with the intention that certain provisions of the Code shall become applicable to the officers, directors and employees of AIM.

## I. APPLICABILITY

- A. The provisions of AIM's Code shall apply to certain officers, directors and employees (as hereinafter designated) of AIM. Unless otherwise indicated, the term "employee" as used herein means: (i) all officers, directors and employees of AIM Advisors and its wholly owned and indirect subsidiaries and (ii) officers, directors and employees of AIM Management who have an active part in the management, portfolio selection, underwriting or shareholder

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functions with respect to AIM's investment company clients or provide one or more similar services for AIM's non-investment company clients. The term "employee" does not include directors of AIM Management who do not maintain an office at the home office of AIM Management and who do not regularly obtain information concerning the investment recommendations or decisions made by AIM on behalf of client accounts ("independent directors").

- B. The Code shall also apply to any person or entity appointed as a sub-advisor for an AIM investment company client account unless such person or entity has adopted a code of ethics in compliance with Section 17(j) of the 1940 Act; or, in the event that such person or entity is domiciled outside of the United States, has adopted employee standards of conduct that provide equivalent protections to AIM's client accounts. In performing sub-advisory services, such person or entity will be subject to the direction and supervision of AIM, and subject to the policies and control of the Boards of Directors/Trustees of the respective AIM investment company client(s).

## II. INTERPRETATION AND ENFORCEMENT

- A. The Chief Executive Officer of AIM Management shall appoint a Code of Ethics Committee ("Committee"). The Committee shall have the responsibility for interpreting the provisions of the Code, for adopting and implementing Procedures for the enforcement of the provisions of the Code, and for determining whether a violation of the provisions of the Code, or of any such related Procedures has occurred. The Committee will appoint an officer to monitor personal investment activity by "Covered Persons" (as defined in the Procedures

adopted hereunder), both before and after any trade occurs and to prepare periodic and annual reports, conduct education seminars and obtain employee certifications as deemed appropriate. In the event of a finding that a violation has occurred requiring significant remedial action, the Committee shall take such action as it deems appropriate on the imposition of sanctions or initiation of disgorgement proceedings. The Committee shall also make recommendations and submit reports to the Boards of Directors/Trustees of AIM's investment company clients.

- B. If a sub-advisor has adopted a code of ethics in accordance with Section 17(j) of the 1940 Act, then pursuant to a sub-advisory agreement with AIM, it shall be the duty of such sub-advisor to furnish AIM with a copy of the following:
- o code of ethics and related procedures of the sub-advisor, and a statement as to its employees' compliance therewith;
  - o any statement or policy on insider trading adopted pursuant to Section 204A under the 1940 Act; and the procedures designed to prevent the misuse of material non-public information by any person associated with such sub-advisor; and
  - o such other information as may reasonably be necessary for AIM to report to the Boards of Directors/Trustees of its investment company client account(s) as to such sub-advisor's adherence to the Boards' policies and controls referenced in Section I.B. above.

### III. PROCEDURES ADOPTED UNDER THE CODE

From time to time, AIM's Committee shall adopt Procedures to carry out the intent of the Code. Among other things, the Procedures require certain new employees to complete an Asset Disclosure Form, a Brokerage Accounts Listing Form and such other forms as deemed appropriate by the Committee. Such Procedures are hereby incorporated into the Code and are made a part of the Code. Therefore, a violation of the Procedures shall be deemed a violation of the Code itself.

### IV. COMPLIANCE WITH GOVERNING LAWS, REGULATIONS AND PROCEDURES

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- A. Each employee shall have and maintain knowledge of and shall comply strictly with all applicable federal and state laws and all rules and regulations of any governmental agency or self-regulatory organization governing his/her actions as an employee.
- B. Each employee shall comply with all laws and regulations, and AIM's

prohibition against insider trading. Trading on or communicating material non-public information, or "inside information", of any sort, whether obtained in the course of research activities, through a client relationship or otherwise, is strictly prohibited.

- C. Each employee shall comply with the procedures and guidelines established by AIM to ensure compliance with applicable federal and state laws and regulations of governmental agencies and self-regulatory organizations. No employee shall knowingly participate in, assist, or condone any act in violation of any statute or regulation governing AIM or any act that would violate any provision of this Code, or of the Procedures adopted hereunder.
- D. Each employee shall have and maintain knowledge of and shall comply with the provisions of this Code and any Procedures adopted hereunder.
- E. Each employee having supervisory responsibility shall exercise reasonable supervision over employees subject to his/her control, with a view to preventing any violation by such persons of applicable statutes or regulations, AIM's corporate procedures, or the provisions of the Code, or the Procedures adopted hereunder.
- F. Any employee obtaining evidence that an act in violation of applicable statutes, regulations or provisions of the Code or of any Procedures adopted hereunder has occurred shall immediately report such evidence to the Chief Compliance Officer of AIM. Such action by the employee will remain confidential, unless the employee waives confidentiality or federal or state authorities compel disclosure. Failure to report such evidence may result in disciplinary proceedings and may include sanctions as set forth in Section VI hereof.

## V. ETHICAL STANDARDS

- A. Employees shall conduct themselves in a manner consistent with the highest ethical and fiduciary standards. They shall avoid any action, whether for personal profit or otherwise, that results in an actual or potential conflict of interest with AIM or its client accounts, or which may be otherwise detrimental to the interests of the members of AIM or its client accounts.(1)
- B. Employees shall act in a manner consistent with their fiduciary obligation to clients of AIM, and shall not deprive any client account of an investment opportunity in order to personally benefit from that opportunity.
- C. Without the knowledge and approval of the Ethics Committee of AIM Management, employees shall not engage in a business activity or practice for compensation in competition with the members of AIM. Each employee, who is deemed to be a "Covered Person" as defined in the

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(1) Conflicts of interest generally result from a situation in which an individual has a personal interest in a matter that is or may be competitive with his or her responsibilities to other persons or entities (such as AIM or its client accounts) or where an individual has or may have competing obligations or responsibilities to two or more persons or entities. In the case of the relationship between a client account on the one hand, and AIM, its officers, directors and employees, on the other hand, such conflict may result from the purchase or sale of securities for a client account and for the personal account of the individual involved or the account of any "affiliate" of such individual, as such term is defined in the 1940 Act. Such conflict may also arise from the purchase or sale for a client account of securities in which an officer, director or employee of AIM has an economic interest. Moreover, such conflict may arise in connection with vendor relationships in which such employee has any direct or indirect financial interest, family interests or other personal interest. To the extent of conflicts of interest between AIM and a vendor, such conflicts must be resolved in a manner that is not disadvantageous to AIM. In any such case, potential or actual conflicts must be disclosed to AIM and the first preference and priority must be to avoid such conflicts of interest wherever possible and, where they unavoidably occur, to resolve them in a manner that is not disadvantageous to a client.

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Procedures adopted hereunder, shall obtain the written approval of the Ethics Committee to participate on a board of directors/trustees of any of the following organizations:

- o publicly traded company, partnership or trust;
- o hospital or philanthropic institution;\*
- o local or state municipal authority;\* and/or
- o charitable organization.\*

\* These restrictions relate to organizations that have or intend to raise proceeds in a public securities offering.

In the relatively small number of instances in which board approval is authorized, investment personnel serving as directors shall be isolated from those making investment decisions through AIM's "Chinese Wall" Procedures.

- D. Each employee, in making an investment recommendation or taking any investment action, shall exercise diligence and thoroughness, and shall have a reasonable and adequate basis for any such recommendation or action.

- E. Each employee shall not attempt to improperly influence for such person's personal benefit any investment strategy to be followed or investment action to be taken by the members of AIM for its client accounts.
- F. Each employee shall not improperly use for such person's personal benefit any knowledge, whether obtained through such person's relationship with AIM or otherwise, of any investment recommendation made or to be made, or of any investment action taken or to be taken by AIM for its client accounts.
- G. Employees shall not disclose any non-public information relating to a client account's portfolio or transactions or to the investment recommendations of AIM, nor shall any employee disclose any non-public information relating to the business or operations of the members of AIM, unless properly authorized to do so.
- H. Employees shall not accept, directly or indirectly, from a broker/dealer or other vendor who transacts business with AIM or its client accounts, any gifts, gratuities or other things of more than de minimis value or significance that their acceptance might reasonably be expected to interfere with or influence the exercise of independent and objective judgment in carrying out such person's duties or otherwise gives the appearance of a possible impropriety. For this purpose, gifts, gratuities and other things of value shall not include unsolicited entertainment so long as such unsolicited entertainment is not so frequent or extensive as to raise any question of impropriety.
- I. Employees who are registered representatives and/or principals of AIM shall not acquire securities for an account for which he/she has a direct or indirect beneficial interest in an initial public offering ("IPO") or on behalf of any person, entity or organization that is not an AIM client. All other employees shall not acquire securities for an account for which he/she has a direct or indirect beneficial interest offered in an IPO or on behalf of any person, entity or organization that is not an AIM client account except in those circumstances where different amounts of such offerings are specified for different investor types (e.g., private investors and institutional investors) and such transaction has been pre-cleared by the Compliance Office.
- J. All personal securities transactions by employees must be conducted consistent with this Code and the Procedures adopted hereunder, and in such a manner as to avoid any actual or potential conflicts of interest or any abuse of such employee's position of trust and responsibility. Unless an exemption is available, employees who are deemed to be "Covered Persons" as defined in



the Procedures adopted hereunder, shall pre-clear all personal securities transactions in securities in accordance with the Procedures adopted hereunder.

- K. Each employee, who is deemed to be a "Covered Person" as defined in the Procedures adopted hereunder, (or registered representative and/or principal of AIM), shall refrain from engaging in personal securities transactions in connection with a security that is not registered under Section 12 of the Securities Act of 1933 (i.e., a private placement security) unless such transaction has been pre-approved by the Chief Compliance Officer or the Director of Investments (or their designees).
- L. Employees, who are deemed to be "Covered Persons" as defined in the Procedures adopted hereunder, may not engage in a transaction in connection with the purchase or sale of a security within seven calendar days before and after an AIM investment company client trades in that same (or equivalent) security unless the de minimis exemption is available.
- M. Each employee, who is deemed to be a "Covered Person" as defined in the Procedures adopted hereunder, may not purchase and voluntarily sell, or sell and voluntarily purchase the same (or equivalent) securities of the same issuer within 60 calendar days unless such employee complies with the disgorgement procedures adopted by the Code of Ethics Committee. Subject to certain limited exceptions set forth in the related Procedures, any transaction under this provision may result in disgorgement proceedings for any profits received in connection with such transaction by such employee.

## VI. SANCTIONS

Employees violating the provisions of AIM's Code or any Procedures adopted hereunder may be subject to sanctions, which may include, among other things, restrictions on such person's personal securities transactions; a letter of admonition, education or formal censure; fines, suspension, re-assignment, demotion or termination of employment; or other significant remedial action. Employees may also be subject to disgorgement proceedings for transactions in securities that are inconsistent with Sections V.L. and V.M. above.

## VII. ADDITIONAL DISCLOSURE

This Code and the related Procedures cannot, and do not, cover every situation in which choices and decisions must be made, because other company policies, practices and procedures (as well as good common sense) and good business judgment also apply. Every person subject to this Code should read and understand these documents thoroughly. They present important rules of conduct and operating controls for all employees. Employees are also expected to present questions to the attention of their

supervisors and to the Chief Compliance Officer (or designee) and to report suspected violations as specified in these documents.

For the Boards of Directors:  
The AIM Management Group and its  
subsidiaries

by: /s/ Bob Graham

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Bob Graham

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Date

PIMCO CODE OF ETHICS  
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Effective as of December 31, 2001

INTRODUCTION

GENERAL PRINCIPLES

This Code of Ethics is based on the principle that you, as a director, officer or other Advisory Employee of Pacific Investment Management Company ("PIMCO"), owe a fiduciary duty to, among others, the shareholders of the Funds and other clients (together with the Funds, the "Advisory Clients") for which PIMCO serves as an advisor or subadvisor. Accordingly, you must avoid activities, interests and relationships that might interfere or appear to interfere with making decisions in the best interests of our Advisory Clients.

At all times, you must observe the following GENERAL RULES:

1. YOU MUST PLACE THE INTERESTS OF OUR ADVISORY CLIENTS FIRST. In other words, as a fiduciary you must scrupulously avoid serving your own personal interests ahead of the interests of our Advisory Clients. You must adhere to this general fiduciary principle as well as comply with the Code's specific provisions. Technical compliance with the Code's procedures will not automatically insulate from scrutiny any trades that indicate an abuse of your fiduciary duties or that create an appearance of such abuse.

Your fiduciary obligation applies not only to your personal trading activities but also to actions taken on behalf of Advisory Clients. In particular, you may not cause an Advisory Client to take action, or not to take action, for your personal benefit rather than the benefit of the Advisory Client. For example, you would violate this Code if you caused an Advisory Client to purchase a Security or Futures Contract you owned for the purpose of increasing the value of that Security or Futures Contract. If you are a portfolio manager or an employee who provides information or advice to a portfolio manager or helps execute a portfolio manager's decisions, you would also violate this Code if you made a personal investment in a Security or Futures Contract that might be an appropriate investment for an Advisory Client without first considering the Security or Futures Contract as an investment for the Advisory Client.

2. YOU MUST CONDUCT ALL OF YOUR PERSONAL INVESTMENT TRANSACTIONS IN FULL COMPLIANCE WITH THIS CODE AND THE PIMCO ADVISORS L.P. INSIDER TRADING POLICY AND PROCEDURES (THE "INSIDER TRADING POLICY"), AND IN SUCH A MANNER AS TO AVOID ANY ACTUAL OR POTENTIAL CONFLICT OF INTEREST OR ANY ABUSE OF YOUR POSITION OF TRUST AND RESPONSIBILITY. PIMCO encourages you and your family to develop personal investment programs. However, those investment programs must remain within boundaries reasonably necessary to ensure that appropriate safeguards exist to protect the interests of our Advisory Clients and to avoid even

the APPEARANCE of unfairness or impropriety. Accordingly, YOU MUST COMPLY WITH THE POLICIES AND PROCEDURES SET FORTH IN THIS CODE UNDER THE HEADING PERSONAL INVESTMENT TRANSACTIONS. In addition, you must comply with the policies and procedures set forth in the INSIDER TRADING POLICY, which is attached to this Code as Appendix II. Doubtful situations should be resolved in favor of our Advisory Clients and against your personal trading.

3. YOU MUST NOT TAKE INAPPROPRIATE ADVANTAGE OF YOUR POSITION. The receipt of investment opportunities, perquisites, gifts or gratuities from persons seeking business with PIMCO directly or on behalf of an Advisory Client could call into question the independence of your business judgment. Accordingly, you must comply with the policies and procedures set forth in this Code under the heading GIFTS AND SERVICE AS A DIRECTOR. Doubtful situations should be resolved against your personal

interest.

THE GENERAL SCOPE OF THE CODE'S  
APPLICATIONS TO PERSONAL INVESTMENT ACTIVITIES

The Code reflects the fact that PIMCO specializes in the management of fixed income portfolios. The vast majority of assets PIMCO purchases and sells on behalf of its Advisory Clients consist of corporate debt Securities, U.S. and foreign government obligations, asset-backed Securities, money market instruments, foreign currencies, and futures contracts and options with respect to those instruments. For its StocksPLUS Funds, PIMCO also purchases futures and options on the S & P 500 index and, on rare occasions, may purchase or sell baskets of the stocks represented in the S & P 500. For its Convertible Fund and other Advisory Clients, PIMCO purchases convertible securities that may be converted or exchanged into underlying shares of common stock. Other PIMCO Funds may also invest in convertible securities. The Convertible Fund and other Advisory Clients may also invest a portion of their assets in common stocks.

Rule 17j-1 under the Investment Company Act of 1940 requires REPORTING of all personal transactions in Securities (other than certain Exempt Securities) by certain persons, whether or not they are Securities that might be purchased or sold by PIMCO on behalf of its Advisory Clients. The Code implements that reporting requirement.

However, since the purpose of the Code is to avoid conflicts of interest arising from personal trading activities in Securities and other instruments that are held or might be acquired on behalf of our Advisory Clients, this Code only places RESTRICTIONS on personal trading activities in such investments. As a result, this Code does not place restrictions (beyond reporting) on personal trading in most individual equity Securities. Although equities are Securities, they are not purchased or sold by PIMCO on behalf of the vast majority of PIMCO's Advisory Clients and PIMCO has established special procedures to avoid conflicts of interest that might otherwise arise from personal trading in such equity securities. On the other hand, this Code does require reporting and restrict trading in certain Futures Contracts which, although they are not Securities, are instruments in which PIMCO frequently trades for many of its Advisory Clients.

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This Code applies to PIMCO's officers and directors as well as to all of its Advisory Employees. The Code recognizes that portfolio managers and the investment personnel who provide them with advice and who execute their decisions occupy more sensitive positions than other Advisory Employees and that it is appropriate to subject their personal investment activities to greater restrictions.

THE ORGANIZATION OF THE CODE

The remainder of this Code is divided into three sections. The first section concerns PERSONAL INVESTMENT TRANSACTIONS. The second section describes the restrictions on GIFTS AND SERVICE AS A DIRECTOR. The third section summarizes the methods for ensuring COMPLIANCE under the Code. In addition, the following APPENDICES are also a part of this Code:

- I. Definitions of Capitalized Terms
- II. The PIMCO Advisors L.P. Insider Trading Policy and Procedures
- III. Form for Acknowledgment of Receipt of this Code
- IV. Form for Annual Certification of Compliance with this Code
- V. Form for Initial Report of Accounts
- VI. Form for Quarterly Report of Investment Transactions
- VII. Form for Annual Holdings Report
- VIII. Preclearance Request Form
- IX. Preclearance Request Form - PIMCO Closed End Funds
- X. List of PIMCO Compliance Officers

QUESTIONS

Questions regarding this Code should be addressed to a Compliance Officer listed on Appendix X. Those Compliance Officers compose the PIMCO Compliance Committee.

PERSONAL INVESTMENT TRANSACTIONS

IN GENERAL

Subject to the limited exceptions described below, you are required to report all Investment Transactions in SECURITIES AND FUTURES CONTRACTS made by

you, a member of your Immediate Family or a trust in which you have an interest, or on behalf of any account in which you have an interest or which you direct. In addition, you must PRECLEAR certain Investment Transactions in SECURITIES AND FUTURES CONTRACTS THAT PIMCO HOLDS OR MAY ACQUIRE ON BEHALF OF AN ADVISORY CLIENT, INCLUDING CERTAIN INVESTMENT TRANSACTIONS IN RELATED SECURITIES.

The details of these reporting and preclearance requirements are described below. This Code uses a number of capitalized terms, e.g. Advisory Employee, Beneficial Ownership, Designated Equity Security, Exempt Security, Fixed Income Security, Fund, Futures Contract, Immediate Family, Initial Public Offering, Investment Transaction, Personal Account, Portfolio

Employee, Private Placement, Qualified Foreign Government, Related Account, Related Security, and Security. The definitions of these capitalized terms are set forth in Appendix I. TO UNDERSTAND YOUR RESPONSIBILITIES UNDER THE CODE, IT IS IMPORTANT THAT YOU REVIEW AND UNDERSTAND THE DEFINITIONS IN APPENDIX I.

#### REPORTING OBLIGATIONS

##### Notification Of Reporting Obligations

As an Advisory Employee, you are required to report accounts and Investment Transactions in accordance with the requirements of this Code.

##### Use Of Broker-Dealers And Futures Commission Merchants

Unless you are an independent director, YOU MUST USE A REGISTERED BROKER-DEALER OR REGISTERED FUTURES COMMISSION MERCHANT to engage in any purchase or sale of a publicly-traded Security or Publicly-Traded Futures Contract. This requirement also applies to any purchase or sale of a publicly-traded Security or of a Publicly-Traded Futures Contract in which you have, or by reason of the Investment Transaction will acquire, a Beneficial Ownership interest. Thus, as a general matter, any Investment Transaction in publicly-traded Securities or Publicly-Traded Futures Contracts by members of your Immediate Family will need to be made through a registered broker-dealer or futures commission merchant.

##### Initial Report

Within 10 days after commencing employment or within 10 days of any event that causes you to become subject to this Code (e.g. promotion to a position that makes you an Advisory Employee), you shall supply to a Compliance Officer copies of the most recent statements for each and every Personal Account and Related Account that holds or is likely to hold a Security or a Futures Contract in which you have a Beneficial Ownership interest, as well as copies of confirmations for any and all Investment Transactions subsequent to the effective date of those statements. These documents shall be supplied to the Compliance Officer by attaching them to the form appended hereto as Appendix V.

On that same form you shall supply the name of any broker, dealer, bank or futures commission merchant and the number for any Personal Account and Related Account that holds or is likely to hold a Security or a Futures Contract in which you have a Beneficial Ownership interest for which you cannot supply the most recent account statement. You shall also certify, where indicated on the form, that the contents of the form and the documents attached thereto disclose all such Personal Accounts and Related Accounts.

In addition, you shall also supply, where indicated on the form, the following information for each Security or Futures Contract in which you have a Beneficial Ownership interest, to the extent that this information is not available from the statements attached to the form:

1. A description of the Security or Futures Contract, including its name or title;

2. The quantity (e.g. in terms of numbers of shares, units or contracts) and principal amount (in dollars) of the Security or Futures Contract; and
3. The name of any broker, dealer, bank or futures commission merchant with which you maintained an account in which the Security or Futures Contract was held.

## New Accounts

Immediately upon the opening of a NEW Personal Account or a Related Account that holds or is likely to hold a Security or a Futures Contract, you shall supply a Compliance Officer with the name of the broker, dealer, bank or futures commission merchant for that account, the identifying number for that Personal Account or Related Account, and the date the account was established.

## Timely Reporting Of Investment Transactions

You must cause each broker, dealer, bank or futures commission merchant that maintains a Personal Account or a Related Account that holds a Security or a Futures Contract in which you have a Beneficial Ownership interest to provide to a Compliance Officer, on a timely basis, duplicate copies of trade confirmations of all Investment Transactions in that account and of periodic statements for that account ("duplicate broker reports").

In addition, you must report to a Compliance Officer, on a timely basis, any Investment Transaction in a Security or a Futures Contract in which you have or acquired a Beneficial Ownership interest that was established without the use of a broker, dealer, bank or futures commission merchant.

## Quarterly Certifications And Reporting

At the end of the first, second and third calendar quarters, a Compliance Officer will provide you with a list of all accounts that you have previously identified to PIMCO as a Personal Account or a Related Account that holds or is likely to hold a Security or Futures Contract. Within 10 days after the end of that calendar quarter, you shall make any necessary additions, corrections or deletions to that list and return it to a Compliance Officer with a certification that: (a) the list, as modified (if necessary), represents a complete list of the Personal Accounts and Related Accounts that hold Securities or Futures Contracts in which you have or had a Beneficial Ownership interest and for which PIMCO should have received or will receive timely duplicate broker reports for the calendar quarter just ended, and (b) the broker, dealer, bank or futures commission merchant for each account on the list has been instructed to send a Compliance Officer timely duplicate broker reports for that account.

You shall provide, on a copy of the form attached hereto as Appendix VI, the following information for each Investment Transaction during the calendar quarter just ended, to the extent that the duplicate broker reports for that calendar quarter did not supply this information to PIMCO:

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1. The date of the Investment Transaction, the title, the interest rate and maturity date (if applicable), the number of shares or contracts, and the principal amount of each Security or Futures Contract involved;
2. The nature of the Investment Transaction (i.e. purchase, sale or any other type of acquisition or disposition);
3. The price of the Security or Futures Contract at which the transaction was effected; and
4. The name of the broker, dealer, bank, or futures commission merchant with or through which the transaction was effected.

You shall provide similar information for the fourth calendar quarter on a copy of the form attached hereto as Appendix VII, which form shall also be used for the Annual Holdings Report described below.

## Annual Holdings Reports

At the end of each calendar year, a Compliance Officer will provide to you promptly a list of all accounts that you have previously identified to PIMCO as a Personal Account or a Related Account that held or was likely to hold a Security or Futures Contract during that calendar year. Within 10 days after the end of that calendar year, you shall make any necessary additions, corrections or deletions to that list and return it to a Compliance Officer with a certification that: (a) the list, as modified (if necessary), represents a complete list of the Personal Accounts and Related Accounts that held Securities or Futures Contracts in which you had a Beneficial Ownership interest as of the end of that calendar year and for which PIMCO should have received or will receive an account statement of holdings as of the end of that calendar year, and (b) the broker, dealer, bank or futures commission merchant for each account on the list has been instructed to send a Compliance Officer such an account statement.

You shall provide, on a copy of the form attached hereto as Appendix VII, the following information for each Security or Futures Contract in which you had a Beneficial Ownership interest, as of the end of the previous calendar year, to the extent that the previously referenced account statements have not supplied or will not supply this information to PIMCO:

1. The title, quantity (e.g. in terms of numbers of shares, units or contracts) and principal amount of each Security or Futures Contract in which you had any Beneficial Ownership interest; and
2. The name of any broker, dealer, bank or futures commission merchant with which you maintain an account in which any such Securities or Futures Contracts have been held or are held for your benefit.

In addition, you shall also provide, on that same form, Investment Transaction information for the fourth quarter of the calendar year just ended. This information shall be of the type and in the form required for the quarterly reports described above.

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#### Related Accounts

The reporting and certification obligations described above also apply to any Related Account (as defined in Appendix I) and to any Investment Transaction in a Related Account.

It is important for you to recognize that the definitions of "Related Account" and "Beneficial Ownership" in Appendix I may require you to provide, or to arrange for the broker, dealer, bank or futures commission merchant to furnish, copies of reports for any account used by or for a member of your Immediate Family or a trust in which you or a member of your Immediate Family has any vested interest, as well as for any other accounts in which you may have the opportunity, directly or indirectly, to profit or share in the profit derived from any Investment Transaction in that account.

#### Exemptions From Reporting

You need not report Investment Transactions in any account over which neither you nor an Immediate Family Member has or had any direct or indirect influence or control.

You also need not report Investment Transactions in Exempt Securities (as defined in Appendix I) nor need you furnish, or require a broker, dealer, bank or futures commission merchant to furnish, copies of confirmations or periodic statements for accounts that hold only Exempt Securities. This includes accounts that only hold U.S. Government Securities, money market interests, or shares in open-end mutual funds. This exemption from reporting shall end immediately, however, at such time as there is an Investment Transaction in that account in a Futures Contract or in a Security that is not an Exempt Security.

#### PROHIBITED INVESTMENT TRANSACTIONS

##### Initial Public Offerings of Equity Securities

If you are a Portfolio Employee (as defined in Appendix I), you may not acquire Beneficial Ownership of any equity Security in an Initial Public Offering.

##### Private Placements and Initial Public Offering of Debt Securities

If you are a Portfolio Employee, you may not acquire a Beneficial Ownership interest in any Security through a Private Placement (or subsequently sell it), or acquire a Beneficial Ownership interest in any debt Security in an Initial Public Offering unless you have received the prior written approval of the Chief Executive Officer of PIMCO or of a Compliance Officer listed on Appendix X. Approval will not be given unless a determination is made that the investment opportunity should not be reserved for one or more Advisory Clients, and that the opportunity to invest has not been offered to you by virtue of your position with PIMCO.

If, after receiving the necessary approval, you have acquired a Beneficial Ownership interest in Securities through a Private Placement, you must DISCLOSE that investment when you play a part in any consideration of any investment by an Advisory Client in the issuer of the

Securities, and any decision to make such an investment must be INDEPENDENTLY REVIEWED by a portfolio manager who does not have a Beneficial Ownership interest in any Securities of the issuer.

Allianz AG

You may not engage in any Investment Transaction in securities of Allianz AG, except during the trading windows applicable to such transactions.

#### PRECLEARANCE

All Investment Transactions in Securities and Futures Contracts in a Personal Account or Related Account, or in which you otherwise have or will acquire a Beneficial Ownership interest, must be precleared by a Compliance Officer unless an Investment Transaction, Security or Futures Contract falls into one of the following categories that are identified as "exempt from preclearance."

##### Preclearance Procedure

Preclearance shall be requested by completing and submitting a copy of the applicable preclearance request form attached hereto as Appendix VIII or IX to a Compliance Officer. No Investment Transaction subject to preclearance may be effected prior to receipt of written authorization of the transaction by a Compliance Officer. The authorization and the date of authorization will be reflected on the preclearance request form. Unless otherwise specified, that authorization shall be effective, unless revoked, until the earlier of: (a) the close of business on the day the authorization is given, or (b) until you discover that the information on the preclearance request form is no longer accurate.

The Compliance Officer from whom authorization is sought may undertake such investigation as he or she considers necessary to determine that the Investment Transaction for which preclearance has been sought complies with the terms of this Code and is consistent with the general principles described at the beginning of the Code.

Before deciding whether to authorize an Investment Transaction in a particular Security or Futures Contract, the Compliance Officer shall determine and consider, based upon the information reported or known to that Compliance Officer, whether within the most recent 15 days: (a) the Security, the Futures Contract or any Related Security is or has been held by an Advisory Client, or (b) is being or has been considered for purchase by an Advisory Client. The Compliance Officer shall also determine whether there is a pending BUY or SELL order in the same Security or Futures Contract, or in a Related Security, on behalf of an Advisory Client. If such an order exists, authorization of the personal Investment Transaction shall not be given until the Advisory Client's order is executed or withdrawn. This prohibition may be waived by a Compliance Officer if he or she is convinced that: (a) your personal Investment Transaction is necessary, (b) your personal Investment Transaction will not adversely affect the pending order of the Advisory Client, and (c) provision can be made for the Advisory Client trade to take precedence (in terms of price) over your personal Investment Transaction.

##### Exemptions From Preclearance

Preclearance shall NOT be required for the following Investment Transactions, Securities and Futures Contracts. They are exempt only from the Code's preclearance requirement, and, unless otherwise indicated, remain subject to the Code's other requirements, including its reporting requirements.

##### Investment Transactions Exempt From Preclearance

Preclearance shall NOT be required for any of the following Investment Transactions:

1. Any transaction in a Security or Futures Contract in an account that is managed or held by a broker, dealer, bank, futures commission merchant, investment adviser, commodity trading advisor or trustee and over which you do not exercise investment discretion, have notice of transactions prior to execution, or otherwise have any direct or indirect influence



or control. There is a presumption that you can influence or control accounts held by members of your Immediate Family sharing the same household. This presumption may be rebutted only by convincing evidence.

2. Purchases of Securities under dividend reinvestment plans.
3. Purchases of Securities by exercise of rights issued to the holders of a class of Securities pro rata, to the extent they are issued with respect to Securities in which you have a Beneficial Ownership interest.
4. Acquisitions or dispositions of Securities as the result of a stock dividend, stock split, reverse stock split, merger, consolidation, spin-off or other similar corporate distribution or reorganization applicable to all holders of a class of Securities in which you have a Beneficial Ownership interest.

Securities Exempt From Preclearance  
Regardless Of Transaction Size

Preclearance shall NOT be required for an Investment Transaction in the following Securities or Related Securities, regardless of the size of that transaction:

1. All "Exempt Securities" defined in Appendix I, i.e. U.S. Government Securities, shares in open-end mutual funds, and high quality short-term debt instruments.
2. All closed-end mutual funds (other than any fund for which PIMCO serves as the investment advisor or sub-advisor), and rights distributed to shareholders in closed-end mutual funds.
3. All options on any index of equity Securities.

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4. All Fixed Income Securities issued by agencies or instrumentalities of, or unconditionally guaranteed by, the Government of the United States.
5. All options on foreign currencies or baskets of foreign currencies (whether or not traded on an exchange or board of trade).
6. EXCEPT FOR DESIGNATED EQUITY SECURITIES (as defined in Appendix I and discussed below), all equity Securities or options, warrants or other rights to equity Securities.

Securities Exempt from Preclearance  
Depending On Transaction Size

Preclearance shall NOT be required for an Investment Transaction in the following Securities or Related Securities if they do not exceed the specified transaction size thresholds (which thresholds may be increased or decreased by PIMCO upon written notification to employees in the future depending on the depth and liquidity of Fixed Income Securities or Tax-Exempt Municipal Bonds market):

1. Purchases or sales of up to \$1,000,000 (in market value or face amount whichever is greater) per calendar month per issuer of Fixed Income Securities issued by a Qualified Foreign Government.
2. Purchases or sales of the following dollar values (measured in market value or face amount, whichever is greater) of corporate debt Securities, mortgage-backed and other asset-backed Securities, Tax-Exempt Municipal Bonds, taxable state, local and municipal Fixed Income Securities, structured notes and loan participations, and foreign government debt Securities issued by non-qualified foreign governments (hereinafter collectively referred to as "Relevant Debt Securities"):
  - a. Purchases or sales of up to \$100,000 per calendar month per issuer if the original issue size of any Relevant Debt Security being purchased or sold was less than \$50 million;

- b. Purchases or sales of up to \$500,000 per calendar month per issuer if the original issue size of any Relevant Debt Security being purchased or sold was at least \$50 million but less than \$100 million; or
- c. Purchases or sales of up to \$1,000,000 per calendar month per issuer if the original issue size of any Relevant Debt Security being purchased or sold was at least \$100 million.

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#### Preclearance of Designated Equity Securities

If a Compliance Officer receives notification from a Portfolio Employee that an equity Security or an option, warrant or other right to an equity Security is being considered for purchase or sale by PIMCO on behalf of one of its Advisory Clients, the Compliance Officer will send you an e-mail message or similar transmission notifying you that this equity Security or option, warrant or other right to an equity Security is now a "Designated Equity Security." A current list of Designated Equity Securities (if any) will also be available on the PIMCO intranet site. You must preclear any Investment Transaction in a Designated Equity Security or a Related Security during the period when that designation is in effect.

#### Futures Contracts Exempt From Preclearance Regardless Of Transaction Size

Preclearance shall NOT be required for an Investment Transaction in the following Futures Contracts, regardless of the size of that transaction (as indicated in Appendix I, for these purposes a "Futures Contract" includes a futures option):

- 1. Currency Futures Contracts.
- 2. U.S. Treasury Futures Contracts.
- 3. Eurodollar Futures Contracts.
- 4. Futures Contracts on any index of equity Securities.
- 5. Futures Contracts on physical commodities or indices thereof (e.g. contracts for future delivery of grain, livestock, fiber or metals whether for physical delivery or cash).
- 6. Privately-Traded Contracts.

#### Futures Contracts Exempt From Preclearance Depending On Transaction Size

Preclearance shall NOT be required for an Investment Transaction in the following Futures Contracts if the total number of contracts purchased or sold during a calendar month does not exceed the specified limitations:

- 1. Purchases or sales of up to 50 PUBLICLY-TRADED FUTURES CONTRACTS to acquire Fixed Income Securities issued by a particular Qualified Foreign Government.
- 2. Purchases or sales of up to 10 OF EACH OTHER INDIVIDUAL PUBLICLY-TRADED FUTURES CONTRACT if the open market interest for such Futures Contract as reported in The Wall Street Journal on the date of your Investment Transaction (for the previous trading day) is at least 1,000 contracts. Examples of Futures Contracts for which this exemption would be available include a Futures Contract

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on a foreign government debt Security issued by a non-qualified foreign government as well as a 30-day federal funds Futures Contract.

For purposes of these limitations, a Futures Contract is defined by its expiration month. For example, you need not obtain preclearance to purchase 50 December Futures Contracts on German Government Bonds and 50 March Futures

Contracts on German Government Bonds. Similarly, you may roll over 10 September Fed Funds Futures Contracts by selling those 10 contracts and purchasing 10 October Fed Funds Futures Contracts since the contracts being sold and those being purchased have different expiration months. On the other hand, you could not purchase 10 January Fed Funds Future Contracts if the open interest for those contracts was less than 1,000 contracts, even if the total open interest for all Fed Funds Futures Contracts was greater than 1,000 contracts.

#### Additional Exemptions From Preclearance

The Compliance Committee may exempt other classes of Investment Transactions, Securities or Futures Contracts from the Code's preclearance requirement upon a determination that they do not involve a realistic possibility of violating the general principles described at the beginning of the Code.

#### Preclearance Required

Given the exemptions described above, preclearance shall be required for Investment Transactions in:

1. Designated Equity Securities.
2. Relevant Debt Securities (as defined under the section "Securities Exempt from Preclearance Depending on Transaction Size, paragraph 2") in excess of the per calendar month per issuer thresholds specified for purchases or sales of those Securities.
3. More than \$1,000,000 per calendar month in debt Securities of a Qualified Foreign Government.
4. Related Securities that are exchangeable for or convertible into one of the Securities requiring preclearance under (1), (2), or (3) above.
5. More than 50 Publicly-Traded Futures Contracts per calendar month to acquire Fixed Income Securities issued by a particular Qualified Foreign Government.
6. More than 10 of any other individual Publicly-Traded Futures Contract or any Publicly-Traded Futures Contract for which the open market interest as reported in The Wall Street Journal on the date of your Investment Transaction (for the previous trading day) is less than 1,000 contracts, unless the Futures Contract is exempt from preclearance regardless of transaction size.

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7. Any other Security or Publicly-Traded Futures Contract that is not within the "exempt" categories listed above.
8. Any closed end fund for which PIMCO serves as the investment advisor or sub-advisor (i.e. PIMCO Commercial Mortgage Securities Trust, Inc., PIMCO Municipal Income Fund, PIMCO California Municipal Income Fund, PIMCO New York Municipal Income Fund, PIMCO Corporate Income Fund or any other closed end fund which PIMCO may advise from time to time).

#### SHORT-TERM TRADING PROFITS

You may not profit from the purchase and sale, or the sale and purchase, within 60 calendar days, of FIXED INCOME SECURITIES, TAX-EXEMPT MUNICIPAL BONDS OR RELATED SECURITIES. You may not profit from the purchase and sale, or sale and purchase, within 6 months, of any closed end fund for which PIMCO serves as investment advisor or sub-advisor. Portfolio Employees may not profit from the purchase and sale, or the sale and purchase, within 60 calendar days, of DESIGNATED EQUITY SECURITIES. Any such short-term trade must be unwound, or if that is not practical, the profits must be contributed to a charitable organization.

This ban does NOT apply to Investment Transactions in U.S. Government Securities, most equity Securities, mutual fund shares, index options or Futures Contracts. This ban also does not apply to a purchase or sale in connection with one of the four categories of Investment Transactions Exempt From Preclearance described on pages 9-10, above.

You are considered to profit from a short-term trade if Securities in

which you have a Beneficial Ownership interest are sold for more than their purchase price, even though the Securities purchased and the Securities sold are held of record or beneficially by different persons or entities.

#### BLACKOUT PERIODS

You MAY NOT purchase or sell a Security, a Related Security or a Futures Contract at a time when you intend or know of another's intention to purchase or sell that Security or Futures Contract on behalf of any Advisory Client.

As noted previously in the description of the Preclearance Process, a Compliance Officer may not preclear an Investment Transaction in a Security or a Futures Contract at a time when there is a pending BUY OR SELL order in the same Security or Futures Contract, or a Related Security, until that order is executed or withdrawn.

These prohibitions do not apply to Investment Transactions in any Futures Contracts that are exempt from preclearance regardless of transaction size.

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#### GIFTS AND SERVICE AS A DIRECTOR

##### GIFTS

You MAY NOT accept any investment opportunity, gift, gratuity or other thing of more than nominal value from any person or entity that does business, or desires to do business, with PIMCO directly or on behalf of an Advisory Client (a "Giver"). You MAY, however, accept gifts from a single Giver so long as their aggregate annual value does not exceed \$500, and you MAY attend business meals, sporting events and other entertainment events at the expense of a Giver (without regard to their aggregate annual value), so long as the expense is reasonable and both you and the Giver are present.

If you are a registered representative of PIMCO Funds Distributors LLC (PFD), the aggregate annual gift value from a single Giver shall not exceed \$100.00. As a PFD representative, you are required to maintain a record of each gift, gratuity, investment opportunity or similar item, and make such record available to the Compliance Department upon request.

##### SERVICE AS A DIRECTOR

If you are an Advisory Employee, you may not serve on the board of directors or other governing board of a publicly traded entity, other than of a Fund for which PIMCO is an advisor or subadvisor, unless you have received the prior written approval of the Chief Executive Officer and the Chief Legal Officer of PIMCO. Approval will not be given unless a determination is made that your service on the board would be consistent with the interests of our Advisory Clients. If you are permitted to serve on the board of a publicly traded entity, you will be ISOLATED from those Advisory Employees who make investment decisions with respect to the Securities of that entity, through a "Chinese Wall" or other procedures.

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#### COMPLIANCE

##### CERTIFICATIONS

Upon Receipt Of This Code

Upon commencement of your employment or the effective date of this Code, whichever occurs later, you shall be required to acknowledge receipt of

your copy of this Code by completing and returning a copy of the form attached hereto as Appendix III. By that acknowledgment, you will also agree:

1. To read the Code, to make a reasonable effort to understand its provisions, and to ask questions about those provisions you find confusing or difficult to understand.
2. To comply with the Code, including its general principles, its reporting requirements, its preclearance requirements, and its provisions regarding gifts and service as a director.
3. To advise the members of your Immediate Family about the existence of the Code, its applicability to their personal trading activity, and your responsibility to assure that their personal trading activity complies with the Code.
4. To cooperate fully with any investigation or inquiry by or on behalf of a Compliance Officer to determine your compliance with the provisions of the Code.

In addition, your acknowledgment will recognize that any failure to comply with the Code and to honor the commitments made by your acknowledgment may result in disciplinary action, including dismissal.

#### Annual Certificate Of Compliance

You are required to certify on an annual basis, on a copy of the form attached hereto as Appendix IV, that you have complied with each provision of your initial acknowledgment (see above). In particular, your annual certification will require that you certify that you have read and that you understand the Code, that you recognize you are subject to its provisions, that you complied with the requirements of the Code during the year just ended and that you have disclosed, reported, or caused to be reported all Investment Transactions required to be disclosed or reported pursuant to the requirements of the Code.

#### POST-TRADE MONITORING

The Compliance Officers will review the duplicate broker reports and other information supplied to them concerning your personal Investment Transactions so that they can detect and prevent potential violations of the Code. The Compliance Officers will perform such investigation and make such inquiries as they consider necessary to perform this function. You agree to cooperate with any such investigation and to respond to any such inquiry. You should

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expect that, as a matter of course, the Compliance Officers will make inquiries regarding any personal Investment Transaction in a Security or Futures Contract that occurs on the same day as a transaction in the same Security or Futures Contract on behalf of an Advisory Client.

#### REMEDIAL ACTIONS

If you violate this Code, you are subject to remedial actions, which may include, but are not limited to, disgorgement of profits, imposition of a fine, censure, demotion, suspension or dismissal. As part of any sanction, you may be required to reverse an Investment Transaction and to forfeit any profit or to absorb any loss from the transaction.

The Compliance Committee shall have the ultimate authority to determine whether you have violated the Code and, if so, the remedial actions it considers appropriate. In making its determination, the Compliance Committee shall consider, among other factors, the gravity of your violation, the frequency of your violations, whether any violation caused harm or the potential of harm to any Advisory Client, your efforts to cooperate with their investigation, and your efforts to correct any conduct that led to a violation.

#### REPORTS TO DIRECTORS AND TRUSTEES

##### Reports Of Significant Remedial Actions

The General Counsel of PIMCO Advisors L.P. and the directors or trustees of any affected Fund that is an Advisory Client will be informed on a timely basis of each SIGNIFICANT REMEDIAL ACTION taken in response to a violation of this Code. For this purpose, a significant remedial action will include any action that has a significant financial effect on the violator.

## Reports of Material Changes To The Code

PIMCO will promptly advise the directors or trustees of any Fund that is an Advisory Client if PIMCO makes any material change to this Code.

### Annual Reports

PIMCO's management will furnish a written report annually to the General Counsel of PIMCO Advisors L.P. and to the directors or trustees of each Fund that is an Advisory Client. Each report, at a minimum, will:

1. Describe any significant issues arising under the Code, or under procedures implemented by PIMCO to prevent violations of the Code, since management's last report, including, but not limited to, information about material violations of the Code or those procedures and sanctions imposed in response to material violations; and
2. Certify that PIMCO has adopted procedures reasonably necessary to prevent Advisory Employees from violating the Code.

### RECORDKEEPING

Beginning on the effective date of this Code, PIMCO will maintain, at its principal place of business, the following records, which shall be available to the Securities and Exchange Commission or any representative of the Commission at any time and from time to time for reasonable periodic, special or other examination:

1. PIMCO's Chief Compliance Officer shall maintain, in any easily accessible place:
  - (a) a copy of PIMCO's current Code and of each predecessor of that Code that was in effect at any time within the previous five (5) years;
  - (b) a record of any violation of the Code, and of any action taken as a result of the violation, for at least five (5) years after the end of the fiscal year in which the violation occurred;
  - (c) a copy of each report made by an Advisory Employee pursuant to this Code, including any duplicate broker report submitted on behalf of that Advisory Employee, for at least two (2) years after the end of the fiscal year in which that report was made or that information was provided;
  - (d) a record of all persons, currently or within the past five (5) years, who are or were required to make reports pursuant to this Code or who are or were responsible for reviewing such reports; and
  - (e) a copy of each report to the General Counsel of PIMCO Advisors L.P. or to the directors or trustees of each Fund that is an Advisory Client for at least two (2) years after the end of the fiscal year in which that report was made.
2. PIMCO shall also maintain the following additional records:
  - (a) a copy of each report made by an Advisory Employee pursuant to this Code, including any duplicate broker report submitted on behalf of that Advisory Employee, for at least five (5) years after the end of the fiscal year in which that report was made or that information was provided;
  - (b) a copy of each report to the General Counsel of PIMCO Advisors L.P. or to the directors or trustees of each Fund that is an Advisory Client for at least five (5) years after the end of the fiscal year in which that report was made; and
  - (c) a record of any decision, and the reasons supporting the decision, to approve the acquisition by a Portfolio Employee of a Beneficial Ownership interest

in any Security in an Initial Public Offering or in a Private Placement for at least five (5) years after the end of the fiscal year in which such approval was granted.

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## APPENDIX I

### DEFINITIONS OF CAPITALIZED TERMS

The following definitions apply to the capitalized terms used in the Code:

#### ADVISORY EMPLOYEE

The term "Advisory Employee" means: (1) a director, officer, general partner or employee of PIMCO who, in connection with his or her regular functions or duties, makes, participates in, or obtains information regarding the purchase or sale of a Security or Futures Contract by PIMCO on behalf of an Advisory Client, or whose functions relate to the making of any recommendations with respect to such purchases or sales, or (2) or a natural person in a control relationship to PIMCO, or an employee of any company in a control relationship to PIMCO, who: (a) makes, participates in, or obtains information regarding the purchase or sale of a Security by a Fund that is an Advisory Client, or whose functions relate to the making of any recommendations with respect to such purchases or sales, or (b) obtains information concerning recommendations to a Fund with regard to the purchase or sale of a Security by the Fund.

#### BENEFICIAL OWNERSHIP

As a GENERAL MATTER, you are considered to have a "Beneficial Ownership" interest in a Security or a Futures Contract if you have the opportunity, directly or indirectly, to profit or share in any profit derived from an Investment Transaction in that Security or Futures Contract. YOU ARE PRESUMED TO HAVE A BENEFICIAL OWNERSHIP INTEREST IN ANY SECURITY OR FUTURES CONTRACT HELD, INDIVIDUALLY OR JOINTLY, BY YOU OR A MEMBER OF YOUR IMMEDIATE FAMILY (AS DEFINED BELOW). In addition, unless specifically excepted by a Compliance Officer based on a showing that your interest in a Security or Futures Contract is sufficiently attenuated to avoid the possibility of conflict, you will be considered to have a Beneficial Ownership interest in a Security or Futures Contract held by: (1) a JOINT ACCOUNT to which you are a party, (2) a PARTNERSHIP in which you are a general partner, (3) a LIMITED LIABILITY COMPANY in which you are a manager-member, or (4) a TRUST in which you or a member of your Immediate Family has a vested interest.

As a TECHNICAL MATTER, the term "Beneficial Ownership" for purposes of this Code shall be interpreted in the same manner as it would be under SEC Rule 16a-1(a)(2) (17 C.F.R. ss.240.16a-1(a)(2)) in determining whether a person has a beneficial ownership interest in a Security for purposes of Section 16 of the Securities Exchange Act of 1934 and the rules and regulations thereunder.

#### DESIGNATED EQUITY SECURITY

The term "Designated Equity Security" shall mean any equity Security, option, warrant or other right to an equity Security designated as such by a Compliance Officer, after receiving notification from a Portfolio Employee that said Security is being considered for purchase or sale by PIMCO on behalf of one of its Advisory Clients.

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#### EXEMPT SECURITY

The term "Exempt Security" shall mean any Security not included within the definition of Covered Security in SEC Rule 17j-1(a)(4) (17 C.F.R. ss. 17j-1(a)(4)), including:

1. Direct obligations of the Government of the United States;
2. Shares issued by open-end Funds; and
3. Bankers' acceptances, bank certificates of deposit, commercial paper and high quality short-term debt instruments, including

repurchase agreements. For these purposes, a "high quality short-term debt instrument" means any instrument having a maturity at issuance of less than 366 days and that is rated in one of the two highest rating categories by a Nationally Recognized Statistical Rating Organization.

#### FIXED INCOME SECURITY

For purposes of this Code, the term "Fixed Income Security" shall mean a fixed income Security issued by an agency or instrumentality of, or unconditionally guaranteed by, the Government of the United States, a corporate debt Security, a mortgage-backed or other asset-backed Security, a taxable fixed income Security issued by a state or local government or a political subdivision thereof, a structured note or loan participation, a foreign government debt Security, or a debt Security of an international agency or a supranational agency. For purposes of this Code, the term "Fixed Income Security" shall not be interpreted to include a U.S. Government Security or any other Exempt Security (as defined above) nor shall it be interpreted to include a Tax-Exempt Municipal Bond (as defined below).

#### FUND

The term "Fund" means an investment company registered under the Investment Company Act.

#### FUTURES CONTRACT

The term "Futures Contract" includes (a) a futures contract and an option on a futures contract traded on a United States or foreign board of trade, such as the Chicago Board of Trade, the Chicago Mercantile Exchange, the London International Financial Futures Exchange or the New York Mercantile Exchange (a "Publicly-Traded Futures Contract"), as well as (b) a forward contract, a swap, a cap, a collar, a floor and an over-the-counter option (other than an option on a foreign currency, an option on a basket of currencies, an option on a Security or an option on an index of Securities) (a "Privately-Traded Contract"). Consult with a Compliance Officer prior to entering into a transaction in case of any doubt. For purposes of this definition, a Publicly-Traded Futures Contract is defined by its expiration month, i.e. a Publicly-Traded Futures Contract on a U.S. Treasury Bond that expires in June is treated as a separate Publicly-Traded Futures Contract, when compared to a Publicly-Traded Futures Contract on a U.S. Treasury Bond that expires in July.

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#### IMMEDIATE FAMILY

The term "Immediate Family" means any of the following persons who RESIDE IN YOUR HOUSEHOLD OR DEPEND ON YOU FOR BASIC LIVING SUPPORT: your spouse, any child, stepchild, grandchild, parent, stepparent, grandparent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, including any adoptive relationships.

#### INITIAL PUBLIC OFFERING

The term "Initial Public Offering" means an offering of securities registered under the Securities Act of 1933 (15 U.S.C. ss. 77a), the issuer of which, immediately before the registration, was not subject to the reporting requirements of Sections 13 or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. ss. 78m or ss. 78o(d)).

#### INVESTMENT TRANSACTION

For purposes of this Code, the term "Investment Transaction" means any transaction in a Security or Futures Contract in which you have, or by reason of the transaction will acquire, a Beneficial Ownership interest, and includes, among other things, the writing of an option to purchase or sell a Security.

#### PERSONAL ACCOUNT

The term "Personal Account" means the following accounts that hold or are likely to hold a Security (as defined below) or a Futures Contract (as defined above) in which you have a Beneficial Ownership interest: any account in your individual name; any joint or tenant-in-common account in which you have an interest or are a participant; any account for which you act as trustee, executor, or custodian; any account over which you have investment discretion or otherwise can exercise control (other than non-related clients' accounts over which you have investment discretion), including the accounts of entities controlled directly or indirectly by you; and any other account in which you have a Beneficial Ownership interest (other than such accounts over which you have no investment discretion and cannot otherwise exercise control).



PORTFOLIO EMPLOYEE

The term "Portfolio Employee" means: (1) a portfolio manager or any employee of PIMCO (or of any company in a control relationship with PIMCO) who, in connection with his or her regular functions or duties, makes or participates in making recommendations regarding the purchase or sale of securities by a Fund, or (2) any natural person who controls PIMCO and who obtains information concerning recommendations made to a Fund that is an Advisory Client regarding the purchase or sale of Securities by the Fund. For these purposes, "control" has the same meaning as in Section 2(a)(9) of the Investment Company Act (15 U.S.C. ss. 80a-2(a)(9)).

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PRIVATE PLACEMENT

The term "Private Placement" means an offering that is exempt from registration under the Securities Act of 1933 pursuant to Section 4(2) or Section 4(6) (15 U.S.C. ss. 77d(2) or ss. 77d(6)) or pursuant to SEC Rules 504, 505 or 506 (17 C.F.R. ss. 230.504, 230.505, or 230.506) under the Securities Act of 1933.

QUALIFIED FOREIGN GOVERNMENT

The term "Qualified Foreign Government" means a national government of a developed foreign country with outstanding Fixed Income Securities in excess of fifty billion dollars. A list of Qualified Foreign Governments will be prepared as of the last business day of each calendar quarter, will be available from the Chief Compliance Officer, and will be effective for the following calendar quarter.

RELATED ACCOUNT

The term "Related Account" means any account, other than a Personal Account, that holds a Security or Futures Contract in which you have a Beneficial Ownership interest.

RELATED SECURITY

The term "Related Security" shall mean any option to purchase or sell, and any Security convertible into or exchangeable for, a Security that is or has been held by PIMCO on behalf of one of its Advisory Clients or any Security that is being or has been considered for purchase by PIMCO on behalf of one of its Advisory Clients.

SECURITY

As a GENERAL MATTER, the term "Security" shall mean any stock, note, bond, debenture or other evidence of indebtedness (including any loan participation or assignment), limited partnership interest or investment contract OTHER THAN AN EXEMPT SECURITY (as defined above). The term "Security" includes an option on a Security, on an index of Securities, on a currency or on a basket of currencies, including such an option traded on the Chicago Board of Options Exchange or on the New York, American, Pacific or Philadelphia Stock Exchanges, as well as such an option traded in the over-the-counter market. The term "Security" shall not include a Futures Contract or a physical commodity (such as foreign exchange or a precious metal).

As a TECHNICAL MATTER, the term "Security" shall have the meaning set forth in Section 2(a)(36) of the Investment Company Act of 1940 (15 U.S.C. ss. 80a-2(a)(36)), which defines a Security to mean:

Any note, stock, treasury stock, bond debenture, evidence of indebtedness, certificate of interest or participation in any profit-sharing agreement, collateral-trust certificate, preorganization certificate of subscription, transferable share, investment contract, voting-trust certificate, certificate of deposit for a security, fractional undivided interest in oil, gas, or other mineral rights, any put, call, straddle, option, or privilege on any security (including a certificate

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of deposit) or on any group or index of securities (including any interest

therein or based on the value thereof), or any put, call, straddle, option, or privilege entered into on a national securities exchange relating to foreign currency, or, in general, any interest or instrument commonly known as a "security", or any certificate of interest or instrument commonly known as a "security", or any certificate of interest or participation in, temporary or interim certificate for, receipt for, guarantee of, warrant or right to subscribe to or purchase, any of the foregoing, except that the term "Security" shall not include any Security that is an Exempt Security (as defined above), a Futures Contract or a physical commodity (such as foreign exchange or precious metal).

#### TAX-EXEMPT MUNICIPAL BOND

The term "Tax-Exempt Municipal Bond" shall mean any Fixed Income Security exempt from federal income tax that is issued by a state or local government or a political subdivision thereof.

#### APPENDIX II

#### PIMCO ADVISORS

#### INSIDER TRADING POLICY AND PROCEDURES

Effective July 1, 2001

#### SECTION I. POLICY STATEMENT ON INSIDER TRADING

##### A. Policy Statement on Insider Trading

PIMCO Advisors L.P. ("PIMCO Advisors"), its affiliates, PIMCO Partners, G.P., Cadence Capital Management, NFJ Investment Group, Oppenheimer Capital, and PIMCO Equity Advisors (collectively the "Company" or "PIMCO Advisors") forbid any of their officers, directors or employees from trading, either personally or on behalf of others (such as, mutual funds and private accounts managed by PIMCO Advisors), on the basis of material non-public information or communicating material non-public information to others in violation of the law. This conduct is frequently referred to as "insider trading". This is a group wide policy.

The term "insider trading" is not defined in the federal securities laws, but generally is used to refer to the situation when a person trades while aware of material non-public information or to communications of material non-public information to others in breach of a duty of trust or confidence.

While the law concerning insider trading is not static, it is generally understood that the law prohibits:

- (1) trading by an insider, while aware of material, non-public information; or
- (2) trading by a non-insider, while aware of material, non-public information, where the information was disclosed to the non-insider in violation of an insider's duty to keep it confidential; or
- (3) communicating material, non-public information to others in breach of a duty of trust or confidence.

This policy applies to every such officer, director and employee and extends to activities within and outside their duties at the Company. Every officer, director and employee must read and retain this policy statement. Any questions regarding this policy statement and the related procedures set forth herein should be referred to a Compliance Officer of PIMCO Advisors.

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The remainder of this memorandum discusses in detail the elements of insider trading, the penalties for such unlawful conduct and the procedures adopted by the Company to implement its policy against insider trading.

#### 1. TO WHOM DOES THIS POLICY APPLY?

This Policy applies to all employees, officers and directors (direct or indirect) of the Company ("Covered Persons"), as well as to any transactions in any securities participated in by family members, trusts or corporations controlled by such persons. In particular, this Policy applies to securities transactions by:

the Covered Person's spouse;  
the Covered Person's minor children;  
any other relatives living in the Covered Person's household;  
a trust in which the Covered Person has a beneficial interest, unless  
such person has no direct or indirect control over the trust;  
a trust as to which the Covered Person is a trustee;  
a revocable trust as to which the Covered Person is a settlor;  
a corporation of which the Covered Person is an officer, director or  
10% or greater stockholder;  
or a partnership of which the Covered Person is a partner (including  
most investment clubs) unless the Covered Person has no direct or  
indirect control over the partnership.

## 2. WHAT IS MATERIAL INFORMATION?

Trading on inside information is not a basis for liability unless the information is material. "Material information" generally is defined as information for which there is a substantial likelihood that a reasonable investor would consider it important in making his or her investment decisions, or information that is reasonably certain to have a substantial effect on the price of a company's securities.

Although there is no precise, generally accepted definition of materiality, information is likely to be "material" if it relates to significant changes affecting such matters as:

dividend or earnings expectations;  
write-downs or write-offs of assets;  
additions to reserves for bad debts or contingent liabilities;  
expansion or curtailment of company or major division operations;  
proposals or agreements involving a joint venture, merger,  
acquisition, divestiture, or leveraged buy-out;  
new products or services;  
exploratory, discovery or research developments;  
criminal indictments, civil litigation or government investigations;  
disputes with major suppliers or customers or significant changes in

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the relationships with such parties;  
labor disputes including strikes or lockouts;  
substantial changes in accounting methods;  
major litigation developments;  
major personnel changes;  
debt service or liquidity problems;  
bankruptcy or insolvency;  
extraordinary management developments;  
public offerings or private sales of debt or equity securities;  
calls, redemptions or purchases of a company's own stock;  
issuer tender offers; or  
recapitalizations.

Information provided by a company could be material because of its expected effect on a particular class of the company's securities, all of the company's securities, the securities of another company, or the securities of several companies. Moreover, the resulting prohibition against the misuses of "material" information reaches all types of securities (whether stock or other equity interests, corporate debt, government or municipal obligations, or commercial paper) as well as any option related to that security (such as a put, call or index security).

Material information does not have to relate to a company's business. For example, in *Carpenter v. U.S.*, 108 U.S. 316 (1987), the Supreme Court considered as material certain information about the contents of a forthcoming newspaper column that was expected to affect the market price of a security. In that case, a reporter for *The Wall Street Journal* was found criminally liable for disclosing to others the dates that reports on various companies would appear in the *Journal* and whether those reports would be favorable or not.

## 3. WHAT IS NON-PUBLIC INFORMATION?

In order for issues concerning insider trading to arise, information must not only be "material", it must be "non-public". "Non-public" information is information which has not been made available to investors generally. Information received in circumstances indicating that it is not yet in general circulation or where the recipient knows or should know that the information could only have been provided by an "insider" is also deemed "non-public" information.

At such time as material, non-public information has been effectively

distributed to the investing public, it is no longer subject to insider trading restrictions. However, for "non-public" information to become public information, it must be disseminated through recognized channels of distribution designed to reach the securities marketplace.

To show that "material" information is public, you should be able to point to some fact verifying that the information has become generally available, for example, disclosure in a national business and financial wire service (Dow Jones or Reuters), a national news service (AP or UPI), a national newspaper (The Wall Street Journal, The New York Times or Financial Times), or a publicly disseminated disclosure document (a proxy statement or prospectus). The circulation of

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rumors or "talk on the street", even if accurate, widespread and reported in the media, does not constitute the requisite public disclosure. The information must not only be publicly disclosed, there must also be adequate time for the market as a whole to digest the information. Although timing may vary depending upon the circumstances, a good rule of thumb is that information is considered non-public until the third business day after public disclosure.

Material non-public information is not made public by selective dissemination. Material information improperly disclosed only to institutional investors or to a fund analyst or a favored group of analysts retains its status as "non-public" information which must not be disclosed or otherwise misused. Similarly, partial disclosure does not constitute public dissemination. So long as any material component of the "inside" information possessed by the Company has yet to be publicly disclosed, the information is deemed "non-public" and may not be misused.

INFORMATION PROVIDED IN CONFIDENCE. It is possible that one or more directors, officers, or employees of PIMCO Advisors may become temporary "insiders" because of a duty of trust or confidence. A duty of trust or confidence can arise: (1) whenever a person agrees to maintain information in confidence; (2) when two people have a history, pattern, or practice of sharing confidences such that the recipient of the information knows or reasonably should know that the person communicating the material non-public information expects that the recipient will maintain its confidentiality; or (3) whenever a person receives or obtains material non-public information from certain close family members such as spouses, parents, children and siblings. For example, personnel at PIMCO Advisors may become insiders when an external source, such as a company whose securities are held by one or more of the accounts managed by PIMCO Advisors, discloses material, non-public information to PIMCO Advisors' portfolio managers or analysts with the expectation that the information will remain confidential.

As an "insider", PIMCO Advisors has a duty not to breach the trust of the party that has communicated the "material, non-public" information by misusing that information. This duty may arise because PIMCO Advisors has entered or has been invited to enter into a commercial relationship with the company, client or prospective client and has been given access to confidential information solely for the corporate purposes of that company, client or prospective client. This duty remains whether or not PIMCO Advisors ultimately participates in the transaction.

INFORMATION DISCLOSED IN BREACH OF A DUTY. Analysts and portfolio managers at PIMCO Advisors must be especially wary of "material, non-public" information disclosed in breach of corporate insider's duty of trust or confidence that he or she owes the corporation and shareholders. Even where there is no expectation of confidentiality, a person may become an "insider" upon receiving material, non-public information in circumstances where a person knows, or should know, that a corporate insider is disclosing information in breach of a duty of trust and confidence that he or she owes the corporation and its shareholders. Whether the disclosure is an improper "tip" that renders the recipient a "tippee" depends on whether the corporate insider expects to benefit personally, either directly or indirectly, from the disclosure. In the context of an improper disclosure by a corporate insider, the requisite "personal benefit" may not be limited to a present or future monetary gain. Rather, a prohibited personal benefit

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could include a reputational benefit, an expectation of a "quid pro quo" from the recipient or the recipient's employer by a gift of the "inside" information.

A person may, depending on the circumstances, also become an "insider" or

"tippee" when he or she obtains apparently material, non-public information by happenstance, including information derived from social situations, business gatherings, overheard conversations, misplaced documents, and "tips" from insiders or other third parties.

#### 4. IDENTIFYING MATERIAL INFORMATION

Before trading for yourself or others, including investment companies or private accounts managed by the Company, in the securities of a company about which you may have potential material, non-public information, ask yourself the following questions:

- i. Is this information that an investor could consider important in making his or her investment decisions? Is this information that could substantially affect the market price of the securities if generally disclosed?
- ii. To whom has this information been provided? Has the information been effectively communicated to the marketplace by being published in The Financial Times, Reuters, The Wall Street Journal or other publications of general circulation?

Given the potentially severe regulatory, civil and criminal sanctions to which you the Company and its personnel could be subject, any director, officer and employee uncertain as to whether the information he or she possesses is "material non-public" information should immediately take the following steps:

- i. Report the matter immediately to a Compliance Officer or the General Counsel of PIMCO Advisors;
- ii. Do not purchase or sell the securities on behalf of yourself or others, including investment companies or private accounts managed by PIMCO Advisors; and
- iii. Do not communicate the information inside or outside the Company, other than to a Compliance Officer or the General Counsel of PIMCO Advisors.

After the Compliance Officer or General Counsel has reviewed the issue, you will be instructed to continue the prohibitions against trading and communication or will be allowed to trade and communicate the information.

#### 5. PENALTIES FOR INSIDER TRADING

Penalties for trading on or communicating material non-public information are severe, both for individuals involved in such unlawful conduct and their employers. A person can be subject to

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some or all of the penalties below even if he or she does not personally benefit from the violation. Penalties include:

- civil injunctions
- treble damages
- disgorgement of profits
- jail sentences
- finances for the person who committed the violation of up to three times the profit gained or loss avoided, whether or not the person actually benefited, and
- finances for the employer or other controlling person of up to the greater of \$1,000,000 or three times the amount of the profit gained or loss avoided.

In addition, any violation of this policy statement can be expected to result in serious sanctions by the Company, including dismissal of the persons involved.

## SECTION II. PROCEDURES TO IMPLEMENT THE POLICY AGAINST INSIDER TRADING

### A. Procedures to Implement the Policy Against Insider Trading

The following procedures have been established to aid the officers, directors and employees of PIMCO Advisors in avoiding insider trading, and to aid PIMCO Advisors in preventing, detecting and imposing sanctions against insider trading. Every officer, director and employee of PIMCO Advisors must follow these procedures or risk serious sanctions, including dismissal, substantial personal liability and criminal penalties.

## TRADING RESTRICTIONS AND REPORTING REQUIREMENTS

1. No employee, officer or director of the Company who is aware of material non-public information relating to the Company or any of its affiliates or subsidiaries, including Allianz AG, may buy or sell any securities of the Company, including Allianz AG, or engage in any other action to take advantage of, or pass on to others, such material non-public information.
2. No employee, officer or director of the Company who is aware of material non-public information which relates to any other company or entity in circumstances in which such person is deemed to be an insider or is otherwise subject to restrictions under the federal securities laws may buy or sell securities of that company or otherwise take advantage of, or pass on to others, such material non-public information.
3. No employee, officer or director of PIMCO Advisors shall engage in a securities transaction with respect to the securities of Allianz AG, except in accordance with the specific procedures published from time to time by PIMCO Advisors.

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4. No employee shall engage in a securities transaction with respect to any securities of any other company, except in accordance with the specific procedures set forth in PIMCO Advisors' Code of Ethics.
5. Employees shall submit reports concerning each securities transaction in accordance with the terms of the Code of Ethics and verify their personal ownership of securities in accordance with the procedures set forth in the Code of Ethics.
6. Because even inadvertent disclosure of material non-public information to others can lead to significant legal difficulties, officers, directors and employees of PIMCO Advisors should not discuss any potentially material non-public information concerning PIMCO Advisors or other companies, including other officers, employees and directors, except as specifically required in the performance of their duties

B. Chinese Wall Procedures

The Insider Trading and Securities Fraud Enforcement Act in the US requires the establishment and strict enforcement of procedures reasonably designed to prevent the misuse of "inside" information(1). Accordingly, you should not discuss material non-public information about PIMCO Advisors or other companies with anyone, including other employees, except as required in the performance of your regular duties. In addition, care should be taken so that such information is secure. For example, files containing material non-public information should be sealed; access to computer files containing material non-public information should be restricted.

C. Resolving Issues Concerning Insider Trading

The federal securities laws, including the US laws governing insider trading, are complex. If you have any doubts or questions as to the materiality or non-public nature of information in your possession or as to any of the applicability or interpretation of any of the foregoing procedures or as to the propriety of any action, you should contact your Compliance Officer. Until advised to the contrary by a Compliance Officer, you should presume that the information is material and non-public and you should not trade in the securities or disclose this information to anyone.

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(1) The antifraud provisions of United States securities laws reach insider trading or tipping activity worldwide which defrauds domestic securities markets. In addition, the Insider Trading and Securities Fraud Enforcement Act specifically authorizes the SEC to conduct investigations at the request of foreign governments, without regard to whether the conduct violates United States law.

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APPENDIX III

ACKNOWLEDGMENT OF RECEIPT

OF THE  
CODE OF ETHICS  
AND THE  
INSIDER TRADING POLICY AND PROCEDURES OF  
PACIFIC INVESTMENT MANAGEMENT COMPANY

I hereby certify that I have received the attached Code of Ethics and Insider Trading Policy and Procedures. I hereby agree to read the Code, to make a reasonable effort to understand its provisions and to ask questions about those provisions I find confusing or difficult to understand. I also agree to comply with the Code, including its general principles, its reporting requirements, its preclearance requirements, and its provisions regarding gifts and service as a director. I also agree to advise members of my Immediate Family about the existence of the Code of Ethics, its applicability to their personal trading activity, and my responsibility to assure that their personal trading activity complies with the Code of Ethics. Finally, I agree to cooperate fully with any investigation or inquiry by or on behalf of a Compliance Officer to determine my compliance with the provisions of the Code. I recognize that any failure to comply in all aspects with the Code and to honor the commitments made by this acknowledgment may result in disciplinary action, including dismissal.

Date: \_\_\_\_\_  
Signature \_\_\_\_\_  
Print Name \_\_\_\_\_

APPENDIX IV  
ANNUAL CERTIFICATION OF COMPLIANCE  
WITH THE  
CODE OF ETHICS OF  
PACIFIC INVESTMENT MANAGEMENT COMPANY

I hereby certify that I have complied with the requirements of the Code of Ethics and Insider Trading Policy and Procedures that have applied to me during the year ended December 31, 200\_. In addition, I hereby certify that I have read the Code and understand its provisions. I also certify that I recognize that I am subject to the provisions of the Code and that I have disclosed, reported, or caused to be reported all transactions required to be disclosed or reported pursuant to the requirements of the Code. I recognize that any failure to comply in all aspects with the Code and that any false statement in this certification may result in disciplinary action, including dismissal.

Date: \_\_\_\_\_  
Signature \_\_\_\_\_  
Print Name \_\_\_\_\_

APPENDIX V  
INITIAL REPORT OF ACCOUNTS  
PURSUANT TO THE  
CODE OF ETHICS OF  
PACIFIC INVESTMENT MANAGEMENT COMPANY

In accordance with the Code of Ethics, I have attached to this form copies of the most recent statements for each and every Personal Account and Related Account that holds or is likely to hold a Security or Futures Contract in which I have a Beneficial Ownership interest, as well as copies of confirmations for any and all Investment Transactions subsequent to the effective dates of those statements.(1)

In addition, I hereby supply the following information for each and every Personal Account and Related Account in which I have a Beneficial Ownership interest for which I cannot supply the most recent account statement:

- (1) Name of employee: \_\_\_\_\_
- (2) If different than #1, name of the person in whose name the account is held: \_\_\_\_\_
- (3) Relationship of (2) to (1): \_\_\_\_\_
- (4) Firm(s) at which Account is maintained: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_
- (5) Account Number(s): \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_
- (6) Phone number(s) of Broker or Representative: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

-----  
 (1) The Code of Ethics uses various capitalized terms that are defined in Appendix I to the Code. The capitalized terms used in this Report have the same definitions.

(7) Account holdings:

<TABLE>  
 <CAPTION>

| <S> | Name of Security<br><C> | Quantity<br><C> | Principal Amount<br><C> | Custodian<br><C> |
|-----|-------------------------|-----------------|-------------------------|------------------|
| 1.  | _____                   | _____           | _____                   | _____            |
| 2.  | _____                   | _____           | _____                   | _____            |
| 3.  | _____                   | _____           | _____                   | _____            |
| 4.  | _____                   | _____           | _____                   | _____            |
| 5.  | _____                   | _____           | _____                   | _____            |

</TABLE>

(Attach additional sheets if necessary)

I also supply the following information for each and every Security or Futures Contract in which I have a Beneficial Ownership interest, to the extent this information is not available elsewhere on this form or from the statements and confirmations attached to this form. This includes Securities or Futures Contracts held at home, in safe deposit boxes, or by an issuer.

<TABLE>  
 <CAPTION>

| <S> | Person Who Owns the Security Or Futures Contract<br>-----<br><C> | Description of the Security Or Futures Contract<br>-----<br><C> | Quantity<br>-----<br><C> | Principal Amount<br>-----<br><C> | Custodian<br>-----<br><C> |
|-----|--|---|--------------------------|----------------------------------|---------------------------|
| 1.  | _____  | _____   | _____                    | _____                            | _____                     |



|    |       |       |       |       |       |
|----|-------|-------|-------|-------|-------|
| 2. | _____ | _____ | _____ | _____ | _____ |
| 3. | _____ | _____ | _____ | _____ | _____ |
| 4. | _____ | _____ | _____ | _____ | _____ |
| 5. | _____ | _____ | _____ | _____ | _____ |

</TABLE>

(Attach additional sheets if necessary.)

I hereby certify that this form and the attachments (if any) identify all of the Personal Accounts, Related Accounts, Securities and Futures Contracts in which I have a Beneficial Ownership interest as of this date.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print Name

Date: \_\_\_\_\_

Attachments

APPENDIX VI  
PACIFIC INVESTMENT MANAGEMENT COMPANY LLC  
PIMCO FUNDS DISTRIBUTORS LLC  
QUARTERLY REPORT OF INVESTMENT TRANSACTIONS  
FOR THE QUARTER ENDED DECEMBER 31, 2001

Please mark one of the following:

No reportable Investment Transactions have occurred.

Except as indicated below, all reportable Investment Transactions were made through Personal Accounts and Related Accounts identified on the attached list, which, except as indicated, represents a complete list of the Personal Accounts and Related Accounts that hold Securities or Futures Contracts in which I have or had a Beneficial Ownership interest and for which PIMCO should have received or will receive timely duplicate broker reports for the calendar quarter just ended. (1) I hereby certify that the broker, dealer, bank or futures commission merchant for each such account has been instructed to send a Compliance Officer timely duplicate broker reports for that account.

The following information for Investment Transactions during the calendar quarter just ended does not appear on the duplicate broker reports referenced above.

<TABLE>  
<CAPTION>

| Transaction Date | Title, Interest Rate and Maturity Date of Security or Futures Contract | Number of Shares or Contracts And Principal Amount | Nature of Transaction (i.e., Buy or Sell) | Transaction Price | Broker, Dealer Bank or FCM |
|------------------|--|--|---|-------------------|----------------------------|
| <S>              | <C>  | <C>  | <C>                                       | <C>               | <C>                        |
| -----            | -----  | -----  | -----                                     | -----             | -----                      |
| -----            | -----  | -----  | -----                                     | -----             | -----                      |
| -----            | -----  | -----  | -----                                     | -----             | -----                      |
| -----            | -----  | -----  | -----                                     | -----             | -----                      |

</TABLE>

SPECIAL NOTE TO PIMCO FUNDS DISTRIBUTORS LLC REGISTERED REPS AND ACCESS PERSONS: You will not have to fill out an extra form for each quarter for PIMCO Funds Distributors LLC.

SIGNED: \_\_\_\_\_

PRINT NAME: \_\_\_\_\_

DATE: \_\_\_\_\_

-----  
(1) The Code of Ethics uses various capitalized terms that are defined in Appendix I to the Code. The capitalized terms used in this Report have the same definitions.

1. Please see the CODE OF ETHICS for a full description of the Investment Transactions that must be reported.
2. TRANSACTION DATE. In the case of a market transaction, state the trade date (not the settlement date).
3. TITLE OF SECURITY OR FUTURES CONTRACT. State the name of the issuer and the class of the Security (e.g., common stock, preferred stock or designated issue of debt securities). For Fixed Income Securities, please provide the Security's interest rate and maturity date. For a Futures Contract, state the title of any Security subject to the Futures Contract and the expiration date of the Futures Contract.
4. NUMBER OF SHARES OR CONTRACTS AND PRINCIPAL AMOUNT. State the number of shares of Securities, the face amount of Fixed Income Securities or the units of other securities. For options, state the amount of securities subject to the option. Provide the principal amount of each Security or Futures Contract. If your ownership interest was through a spouse, relative or other natural person or through a partnership, trust, other entity, state the entire quantity of Securities or Futures Contracts involved in the transaction. You may indicate, if you wish, the extent of your interest in the transaction.
5. NATURE OF TRANSACTION. Identify the nature of the transaction (e.g., purchase, sale or other type of acquisition or disposition).
6. TRANSACTION PRICE. State the purchase or sale price per share or other unit, exclusive of brokerage commissions or other costs of execution. In the case of an option, state the price at which it is currently exercisable. No price need be reported for transactions not involving cash.
7. BROKER, DEALER, BANK OR FCM EFFECTING TRANSACTION. State the name of the broker, dealer, bank or FCM with or through which the transaction was effected.
8. SIGNATURE. Sign and date the report in the spaces provided.
9. FILING OF REPORT. A report should be filed NOT LATER THAN 10 CALENDAR DAYS after the end of each calendar quarter with:  
  
PIMCO  
ATTN: Compliance Officer  
840 Newport Center Drive  
Suite 300  
Newport Beach, CA 92660
10. DUPLICATE BROKER REPORTS. Please remember that duplicates of all trade confirmations, purchase and sale reports, and periodic statements must be sent to the firm by your broker. You should use the address above.

APPENDIX VII

PACIFIC INVESTMENT MANAGEMENT COMPANY LLC

PIMCO FUNDS DISTRIBUTORS LLC

ANNUAL HOLDINGS REPORT AND  
FOURTH QUARTER REPORT OF INVESTMENT TRANSACTIONS

=====  
FOR THE YEAR AND QUARTER ENDED DECEMBER 31, 2001  
=====

I hereby certify that, except as indicated below, all Securities or Futures Contracts in which I had a Beneficial Ownership interest at the end of the 2001 calendar year were held in Personal Accounts or Related Accounts identified on the attached list, for which PIMCO should have received or will receive an account statement of holdings as of the end of that calendar year.(1) I hereby certify that the broker, dealer, bank or futures commission merchant for each such account has been instructed to send a Compliance Officer timely duplicate broker reports, including a statement of holdings in that account as of the end of the calendar year.

The following information describes other Securities or Futures Contracts in which I had a Beneficial Ownership interest as of the end of the 2001 calendar year:

<TABLE>  
<CAPTION>

| Title, Interest Rate and Maturity<br>Date of Security or Futures Contract | Number of Shares or Contracts<br>And Principal Amount | Broker, Dealer,<br>Bank or FCM |
|---|---|--------------------------------|
| <S>   | <C>   | <C>                            |
| -----   | -----   | -----                          |
| -----   | -----   | -----                          |
| -----   | -----   | -----                          |
| -----   | -----   | -----                          |
| -----   | -----   | -----                          |
| -----   | -----   | -----                          |
| -----   | -----   | -----                          |
| -----   | -----   | -----                          |
| -----   | -----   | -----                          |
| -----   | -----   | -----                          |
| -----   | -----   | -----                          |
| -----   | -----   | -----                          |

</TABLE>

-----  
(1) The Code of Ethics uses various capitalized terms that are defined in Appendix I to the Code. The capitalized terms used in this Report have the same definitions.

Except as indicated below, all reportable Investment Transactions during the quarter ended December 31, 2001, were made through Personal Accounts and Related Accounts identified on the attached list, which, except as indicated, represents a complete list of the Personal Accounts and Related Accounts that hold Securities or Futures Contracts in which I have or had a Beneficial Ownership interest and for which PIMCO should have received or will receive timely duplicate broker reports for the calendar quarter just ended.

The following information for Investment Transactions during the calendar quarter just ended does not appear on the duplicate broker reports referenced above.

<TABLE>  
<CAPTION>

| Transaction<br>Date | Title, Interest Rate<br>and Maturity<br>Date of Security<br>or Futures Contract | Number of Shares<br>or Contracts<br>And Principal Amount | Nature of Transaction<br>(i.e., Buy or Sell) | Transaction<br>Price | Broker, Dealer<br>Bank or FCM |
|---------------------|---|--|--|----------------------|-------------------------------|
| <S>                 | <C>   | <C>  | <C>  | <C>                  | <C>                           |
| -----               | -----   | -----  | -----  | -----                | -----                         |
| -----               | -----   | -----  | -----  | -----                | -----                         |
| -----               | -----   | -----  | -----  | -----                | -----                         |
| -----               | -----   | -----  | -----  | -----                | -----                         |
| -----               | -----   | -----  | -----  | -----                | -----                         |
| -----               | -----   | -----  | -----  | -----                | -----                         |
| -----               | -----   | -----  | -----  | -----                | -----                         |
| -----               | -----   | -----  | -----  | -----                | -----                         |
| -----               | -----   | -----  | -----  | -----                | -----                         |
| -----               | -----   | -----  | -----  | -----                | -----                         |
| -----               | -----   | -----  | -----  | -----                | -----                         |

</TABLE>

SPECIAL NOTE TO PIMCO FUNDS DISTRIBUTORS LLC REGISTERED REPS AND ACCESS PERSONS:  
You will not have to fill out an extra form for each year for PIMCO Funds Distributors LLC.

SIGNED: \_\_\_\_\_

PRINT NAME: \_\_\_\_\_

DATE: \_\_\_\_\_

1. Please see the CODE OF ETHICS for a full description of the Investment Transactions that must be reported.
2. TRANSACTION DATE. In the case of a market transaction, state the trade date (not the settlement date).
3. TITLE OF SECURITY OR FUTURES CONTRACT. State the name of the issuer and the class of the Security (e.g., common stock, preferred stock or designated issue of debt securities). For Fixed Income Securities, please provide the Security's interest rate and maturity date. For a Futures Contract, state the title of any Security subject to the Futures Contract and the expiration date of the Futures Contract.
4. NUMBER OF SHARES OR CONTRACTS AND PRINCIPAL AMOUNT. State the number of shares of Securities, the face amount of Fixed Income Securities or the units of other securities. For options, state the amount of securities subject to the option. Provide the principal amount of each Security or Futures Contract. If your ownership interest was through a spouse, relative or other natural person or through a partnership, trust, other entity, state the entire quantity of Securities or Futures Contracts involved in the transaction. You may indicate, if you wish, the extent of your interest in the transaction.
5. NATURE OF TRANSACTION. Identify the nature of the transaction (e.g., purchase, sale or other type of acquisition or disposition).
6. TRANSACTION PRICE. State the purchase or sale price per share or other unit, exclusive of brokerage commissions or other costs of execution. In the case of an option, state the price at which it is currently exercisable. No price need be reported for transactions not involving cash.
7. BROKER, DEALER, BANK OR FCM EFFECTING TRANSACTION. State the name of the broker, dealer, bank or FCM with or through which the transaction was effected.
8. SIGNATURE. Sign and date the report in the spaces provided.
9. FILING OF REPORT. A report should be filed NOT LATER THAN 10 CALENDAR DAYS after the end of each calendar quarter with:  
  
PIMCO  
ATTN: Compliance Officer  
840 Newport Center Drive  
Suite 300  
Newport Beach, CA 92660
10. DUPLICATE BROKER REPORTS. Please remember that duplicates of all trade confirmations, purchase and sale reports, and periodic statements must be sent to the firm by your broker. You should use the address above.

#### APPENDIX VIII

##### PRECLEARANCE REQUEST FORM

This form must be submitted to a Compliance Officer before executing any Investment Transaction for which preclearance is required under the PIMCO Code of Ethics. Before completing this form, you should review the PIMCO Code, including the terms defined in that Code. The capitalized terms used in this form are governed by those definitions. In addition, the Code provides information regarding your preclearance obligations under the Code, and information regarding the Transactions, Securities and Futures Contracts that are exempt from the Code's preclearance requirement.(1)

No Investment Transaction subject to preclearance may be effected prior to receipt of written authorization of that Investment Transaction by a Compliance Officer. Unless otherwise specified, that authorization shall be effective, unless revoked, until the earlier of (a) the close of business on the date authorization is given, or (b) until you discover that information on this preclearance request form is no longer accurate.

<TABLE>

|           |  |   |
|-----------|--|---|
| <CAPTION> |  |   |
| <S>       | <C>  | <C>   |
| (1)       | Your Name:   | _____   |
| (2)       | If the Investment Transaction will be in someone else's name or in the name of a trust, the name of that person or trust:  | _____   |
|           | The relationship of that person or trust to you:   | _____   |
| (3)       | Name of the firm (e.g., broker, dealer, bank, futures commission merchant) through which the Investment Transaction will be executed:  | _____   |
|           | The relevant account number at that firm:  | _____   |
| (4)       | Issuer of the Security or identity of the Futures Contract for which preclearance is requested:  | _____   |
|           | The relevant CUSIP number or call symbol:  | _____   |
| (5)       | The maximum number of shares, units or contracts for which preclearance is requested, or the market value or face amount of the Fixed Income Securities for which preclearance is requested: | _____   |
| (6)       | The type of Investment Transaction for which preclearance is requested (check all that apply):   | <input type="checkbox"/> Purchase <input type="checkbox"/> Sale <input type="checkbox"/> Market Order<br><input type="checkbox"/> Limit Order (Price Of Limit Order: _____) |

</TABLE>

PLEASE ANSWER THE FOLLOWING QUESTIONS TO THE BEST OF YOUR KNOWLEDGE AND BELIEF:

|           |   |                              |                             |
|-----------|---|------------------------------|-----------------------------|
| <TABLE>   |   |                              |                             |
| <CAPTION> |   |                              |                             |
| <S>       | <C>   | <C>                          | <C>                         |
| (a)       | Do you possess material nonpublic information regarding the Security or Futures Contract identified above or regarding the issuer of that Security? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| (b)       | Is the Security or Futures Contract identified above held by any PIMCO Advisory Client or is it a Related Security (as defined in the PIMCO Code)?  | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

</TABLE>

-----  
(1) Preclearance is required for any Investment Transaction in Securities, Related Securities or Futures Contracts in a Personal Account or Related Account in which you have or will acquire a Beneficial Ownership interest.

|           |  |                              |                             |
|-----------|--|------------------------------|-----------------------------|
| <TABLE>   |  |                              |                             |
| <CAPTION> |  |                              |                             |
| <S>       | <C>  | <C>                          | <C>                         |
| (c)       | Is there a pending buy or sell order on behalf of a PIMCO Advisory Client for the Security or Futures Contract identified above or for a Security for which the Security identified above is a Related Security?   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| (d)       | Do you intend or do you know of another's intention to purchase or sell the Security or Futures Contract identified above, or a Security for which the Security identified above is a Related Security, on behalf of a PIMCO Advisory Client?  | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| (e)       | Has the Security or Futures Contract identified above or a Related Security been considered for purchase by a PIMCO Advisory Client within the most recent 15 days? (Note: rejection of any opportunity to purchase the Security or Futures Contract for an Advisory Client would require an affirmative response to this question.) | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| (f)       | If you are a Portfolio Employee, is the Security being acquired in an Initial Public Offering?(2)  | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| (g)       | If you are a Portfolio Employee, are you acquiring or did you acquire Beneficial Ownership of the Security in a Private Placement?(3)  | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| (h)       | If you are seeking preclearance of a purchase or sale of Securities, have you purchased or sold the same or similar Securities, or have you acquired or disposed of a Beneficial Ownership interest in the same or similar Securities, within the past 60 calendar days?(4)  | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

</TABLE>

BY EXECUTING THIS FORM, YOU HEREBY CERTIFY THAT YOU HAVE REVIEWED THE PIMCO CODE OF ETHICS AND BELIEVE THAT THE INVESTMENT TRANSACTION FOR WHICH YOU ARE

REQUESTING PRECLEARANCE COMPLIES WITH THE GENERAL PRINCIPLES AND THE SPECIFIC REQUIREMENTS OF THE PIMCO CODE.

\_\_\_\_\_  
Employee Signature  
\_\_\_\_\_  
Print or Type name  
\_\_\_\_\_  
Date Submitted

-----  
(2) Under the PIMCO Code, Portfolio Employees generally are not permitted to acquire Securities in an Initial Public Offering.

(3) The PIMCO Code applies special rules to the acquisition of Securities through a Private Placement and to the disposition of Securities acquired through a Private Placement.

(4) Under the PIMCO Code, you may not profit from short-term trades in Fixed Income Securities. A Portfolio Employee may not profit from short-term trades in Designated Equities Securities and a Municipal Bond Portfolio Employee may not profit from short-term trades in Tax-Exempt Municipal Bonds. This rule does not apply to transactions in U.S. Government Securities, mutual fund shares, index options or Futures Contracts.

You are authorized to execute the Investment Transaction described above. Unless indicated otherwise below, this authorization remains effective, unless revoked, until: (a) the close of business today, or (b) until you discover that the information on this request form is no longer accurate.

\_\_\_\_\_  
Compliance Officer

\_\_\_\_\_  
Date of Authorization

APPENDIX IX

PRECLEARANCE REQUEST FORM

for

PIMCO'S CLOSED END FUNDS

(1) Name of employee requesting authorization: \_\_\_\_\_

(2) If different from #1, name of account where the trade will occur: \_\_\_\_\_

(3) Relationship of (2) to (1): \_\_\_\_\_

(4) Name of Firm at which the account is held: \_\_\_\_\_

(5) Name of the PIMCO Closed End Fund: \_\_\_\_\_

(6) Maximum number of shares to be purchased or sold: \_\_\_\_\_

(7) Check those that are applicable:

Purchase  Sale  Market Order  Limit Order (Price of

Limit Order: \_\_\_\_\_)

Prior to trading, you must consult with your Compliance Officer for authority to trade.

(8) Do you possess material nonpublic information regarding the PIMCO Closed End Fund(5)  Yes  No

(9) Have you or any Related Account covered by the authorization provisions of the Code purchased or sold shares of the PIMCO Closed End Fund within the past 6 months?  Yes  No

-----  
(5) Please note that employees are not permitted to acquire or sell securities when they possess material nonpublic information regarding the security or the issuers of the security.

I have read the Code of Ethics for PIMCO dated December 31,2001, within the prior 12 months and believe that the proposed trade fully complies with the requirements of the Code.

\_\_\_\_\_  
Employee Signature

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Date Submitted

Authorized By: \_\_\_\_\_

Authorization Date: \_\_\_\_\_

THIS TRADE MUST BE EXECUTED BY THE CLOSE OF BUSINESS ON THE AUTHORIZATION DATE.

APPENDIX X

COMPLIANCE OFFICERS

PACIFIC INVESTMENT MANAGEMENT COMPANY LLC

PIMCO's Compliance Officers, as of December 31, 2001, are:

Denise C. Seliga  
(Chief Compliance Officer)

Bradley W. Paulson

Mohan V. Phansalkar

Richard M. Weil

PROVIDENT INVESTMENT COUNSEL, INC.

CODE OF ETHICS

PERSONAL TRADING/CONFIDENTIAL INFORMATION

POLICY STATEMENT AND COMPLIANCE PROCEDURES

EFFECTIVE - FEBRUARY 15, 2002

Federal law requires that the Board of Directors of Provident Investment Counsel, Inc., adopt a Code of Ethics that contains provisions designed to prevent fund officers from defrauding, misleading, manipulating, or otherwise acting against the best interests of the Fund or its shareholders. Federal and state laws prohibit Provident Investment Counsel (the "Company") and each of its employees from purchasing or selling any publicly-traded stock, bond, option or other security on the basis of material, nonpublic information (i.e., insider trading). In addition, the Company and each employee has a fiduciary obligation to its clients to protect the confidentiality of all proprietary, sensitive or other confidential information communicated to the Company or its employees by its clients. Finally, because the Company and each of its employees is a fiduciary to the Company's clients, the Company and its employees must also maintain the highest ethical standards and refrain from engaging in activities that may create actual or apparent conflicts of interest between the interests of the Company or its employees and the interests of the Company's clients.

To ensure that insider trading laws are not violated, that client confidences are maintained, and that conflicts of interest are avoided, the Company has adopted the policies and procedures set forth herein. The policies and procedures set forth herein are intended to articulate the Company's policies, educate its employees about the issues and the Company's policies, establish procedures for complying with those policies, monitor compliance with such policies and procedures, and ensure, to the extent feasible, that the Company satisfies its obligations in this area. By doing so, the Company hopes that the highest ethical standards are maintained and that the reputation of the Company is sustained.

I. BACKGROUND

A. INSIDER TRADING

It is unlawful to engage in "insider trading." This means, in general, that no "insider" may (i) purchase or sell a security on the basis of material, nonpublic information, or (ii) communicate



material, nonpublic information to another where the communication leads to, or is intended to lead to, a purchase or sale of securities. Insider trading prohibitions extend to the activities of each employee of the Company. Because the Company does not have an investment banking

1

division or affiliate it is anticipated that such employees will not routinely receive "inside information" except insofar as they may have material nonpublic information about a publicly traded closed-end investment company for which the Company serves as investment advisor. However, to educate the Company's employees, more information describing "insider trading" and the penalties for such trading are set forth below. Compliance procedures regarding the use of inside information by the Company's employees are also described just in case an employee of the Company receives inside information.

B. OTHER CONFIDENTIAL INFORMATION

Certain information obtained by the Company that does not constitute "inside" information still constitutes confidential information that must be protected by the Company and its employees. Compliance procedures regarding the use and treatment of that confidential information are set forth below.

C. CONFLICTS OF INTEREST

As a fiduciary to the Company's clients, each employee of the Company must avoid actual and apparent conflicts of interest with the Company's clients. Such conflicts of interest could arise if securities are bought or sold for personal accounts in a manner that would significantly compete with the purchase or sale of securities for clients or if securities are bought or sold for client accounts in a manner that is advantageous to such personal accounts. More information describing such conflicts of interest and the compliance procedures for avoiding such conflicts of interest are set forth below.

II. INSIDER TRADING

A. INSIDER TRADING DEFINED

The term "insider trading" is generally used to refer to (i) a person's use of material, nonpublic information in connection with transactions in securities, and (ii) certain communications of material, nonpublic information.

The laws concerning insider trading generally prohibit:

- o The purchase or sale of securities by an insider, on the basis of material, nonpublic information;
- o The purchase or sale of securities by a non-insider, on the basis of material, nonpublic information where the information was disclosed to the non-insider in violation of an insider's duty to keep the information confidential or was misappropriated; or
- o The communication of material, nonpublic information in violation of a confidentiality obligation where the information leads to a purchase or sale of securities.

2

(1) Who is an Insider? The concept of "insider" is broad. It includes the officers, directors, employees and majority shareholders of a company. In addition, a person can be considered a "temporary insider" of a company if he or she enters into a confidential relationship in the conduct of the company's affairs and, as a result, is given access to company information that is intended to be used solely for company purposes. A temporary insider can include, among others, a company's attorneys, accountants, consultants, investment bankers, commercial bankers and the employees of such organizations. In order for a person to be considered a temporary insider of a particular company, the company must expect that the person receiving the information keep the information confidential and the relationship between the company and the person must at least imply such a duty. Analysts are usually not considered insiders of the companies that they follow, although if an analyst is given confidential information by a company's representative in a manner in which the analyst knows or should know to be a breach of that representative's duties to the company, the analyst may become a temporary insider.

(2) What is Material Information? Trading on inside information is not a basis for liability unless the information is "material." "Material" information is generally defined as information that a reasonable investor would likely consider important in making his or her investment decision, or information that is reasonably certain to have a substantial effect on the price of a company's securities. Information that should be considered material includes, but is not limited to: dividend changes, earnings estimates, changes in previously released earnings estimates, significant merger or acquisition proposals or agreements, major litigation, liquidity problems and extraordinary management developments. Material

information does not have to relate to a company's business; it can be significant (but as yet not widely known) market information. For example, a reporter for The Wall Street Journal was found criminally liable for disclosing to others the dates on which reports on various companies would appear in The Wall Street Journal and whether or not those reports would be favorable.

3) What is Nonpublic Information? Information is nonpublic unless it has been effectively communicated to the market place. For information to be considered public, one must be able to point to some fact to show that the information has been generally disseminated to the public. For example, information found in a report filed with the SEC or appearing in Dow Jones, Reuters Economic Services, The Wall Street Journal or another publication of general circulation is considered public. Market rumors are not considered public information.

(4) Not Certain if You Have "Inside" Information? If you have any doubts about whether you are in possession of material nonpublic information, consult with the Company's Compliance Officer.

#### B. PENALTIES FOR INSIDER TRADING.

Penalties for trading on or communicating material, nonpublic information are severe, both for the individuals involved in the unlawful conduct and for their employers. A person can be subject to some or all of the penalties set forth below even if he or she does not personally benefit from the violation. Penalties include:

- o Administrative penalties;
- o Civil injunctions;
- o Disgorgement of profits;
- o Jail sentences;

Fines for the person who committed the violation of up to three times the profit gained or loss avoided (per violation, or illegal trade), whether or not the person actually benefited from the violation; and fines for the employer or other controlling person of the person who committed the violation of up to the greater of \$1,000,000 or three times the amount of the profit gained or loss avoided (per violation, or illegal trade).

In addition, any violation of the procedures set forth in this Code

of Ethics can be expected to result in serious sanctions by the Company, including dismissal of the persons involved.

C. POLICY STATEMENT REGARDING INSIDER TRADING.

The Company expects that each of its employees will obey the law and not trade on the basis of material, nonpublic information. In addition, the Company discourages its employees from seeking or knowingly obtaining material nonpublic information. The Company requires approval for each of its resident Managing Directors, officers and employees to serve as an officer or director of a company having Publicly-Traded Securities.

D. PROCEDURES TO PREVENT INSIDER TRADING.

As indicated above, because the Company does not have an investment banking division or affiliate and because the Company prohibits its resident Managing Directors, officers and employees from serving as an officer or director of a company having Publicly-Traded Securities, the Company does not anticipate its resident Managing Directors, officers, portfolio managers and employees routinely being in receipt of material, nonpublic information except with respect to closed-end investment companies advised by the Company. However, Company employees may from time to time receive such information. If any such

person receives any information which may constitute such material, nonpublic information, such person (i) should not buy or sell any securities (including options or other securities convertible into or exchangeable for such securities) for a personal account or a client account, (ii) should not communicate such information to any other person (other than the Compliance Department), and (iii) should discuss promptly such information with the Compliance Department. The Compliance Department is defined as the Compliance Officer, the Compliance Manager, and any other person specifically assigned to undertake Compliance Department tasks by the Compliance Officer. Under no circumstances should such information be shared with any persons not employed by the Company, including family members and friends. It is recommended that each employee contacting an issuer or analyst (i) identify himself as associated with the Company, (ii) identify the Company as an investment management firm, and, (iii) after the conversation, make a memorandum memorializing the conversation with the issuer or analyst (including the beginning of the conversation where the employee identified himself as associated with the Company).

### III. OTHER CONFIDENTIAL INFORMATION

#### A. CONFIDENTIAL INFORMATION DEFINED.

As noted above, even if the Company and its employees do not receive material, nonpublic information (i.e., "inside" information), the Company or its employees may receive other confidential or sensitive information from or about the Company's parent holding company and the Company's clients, and the Company's employees may receive confidential or sensitive information about the Company's affairs. Such confidential or sensitive information may include, among other things:

- o The name of the client. The Company is obligated by law not to divulge or use its clients' names without their consent.
- o Financial or other information about the client, such as the client's financial condition or the specific securities held in a specific client's portfolio.
- o The names of the securities on the Company's various buy and sell lists.
- o The name of any security under consideration for placement on any buy or sell list.
- o Any information privately given to an employee, that if publicly known, would be likely to (i) affect the price of any security in the portfolio of any client of the Company, and/or (ii) embarrass or harm the client or the Company, or any of the Company's affiliates.

Given the breadth of the above, all information that an employee obtains through his or her association with the Company should be considered confidential unless that information is specifically available to the public.

#### B. POLICY STATEMENT REGARDING USE AND TREATMENT OF CONFIDENTIAL INFORMATION.

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All confidential information, whatever the source, may be used only in the discharge of the employee's duties with the Company. Confidential information may not be used for any personal purpose, including the purchase or sale of securities for a personal account.

#### C. PROCEDURES REGARDING USE AND TREATMENT OF CONFIDENTIAL INFORMATION.

The Company encourages each of its employees to be aware of, and sensitive to, such employee's treatment of confidential information. Each employee is encouraged not to discuss such information unless necessary as part of his or her duties and responsibilities with the Company, not to store confidential information in plain view in public areas of the Company's facilities where anyone entering the room may see it, and to remove confidential information from conference rooms, reception areas or other areas where third parties may inadvertently see it. Particular care should be exercised if confidential information must be discussed in public places, such as elevators, taxicabs, trains or airplanes, where such information may be overheard. Under no circumstances may confidential information be shared with any person, including any spouse or other family member, who is not an employee of the Company.

#### IV. UNLAWFUL ACTIONS

The Rule prohibits fraudulent activities by affiliated persons of the Trust or Fund Organization. Specifically, it is unlawful for any of these persons from engaging in any of the activities below and this Code of Ethics is designed to reasonably prevent any Employee (defined below) to engage in such conduct. Prohibited activities/conduct:

- (a) to employ any device, scheme or artifice to defraud a Fund;
- (b) to make any untrue statement of a material fact to a Fund or omit to state a material fact necessary in order to make the statements made to a Fund, in light of the circumstances under which they are made, not misleading;
- (c) to engage in any act, practice or course of business that operates or would operate as a fraud or deceit on a Fund; or
- (d) to engage in any manipulative practice with respect to a Fund.

#### V. CONFLICTS OF INTEREST INVOLVING PERSONAL SECURITIES ACCOUNTS

##### A. FIDUCIARY DUTY TO AVOID CONFLICTS OF INTEREST BETWEEN CLIENT ACCOUNTS AND PERSONAL ACCOUNTS.

As noted above, because the Company and each of its officers, directors, and employees is a fiduciary to the Company's clients, the Company and such persons

must avoid actual and apparent conflicts of interest with the Company's clients. In any situation where the potential for conflict exists, the client's interest must take precedence over personal interests. This includes situations where a client may be eligible for a "limited availability" investment opportunity offered to an employee. Employees are not to make a trade if the employee has reason to believe that a reasonable person may believe that the trade should first be offered to the Company's clients. However, the Company recognizes that there may be situations in which investment in securities with an apparent conflict of interest does not raise the type of conflict that these rules are designed to address. If there is any doubt, resolve the matter in the client's favor and confer with the Compliance Department.

If both an officer, resident Managing Director or employee of the Company and a client of the Company are engaging in transactions involving a Publicly-Traded Security (defined below) or a "Company Name" (defined below), an actual or apparent conflict of interest could arise. In those cases, transactions for client accounts must take precedence over transactions for Personal Accounts (as hereinafter defined) and personal transactions that create an actual or apparent conflict must be avoided.

#### B. KEY DEFINITIONS.

- (1) Personal Account. The "Personal Account" of an employee of the Company shall include each and every account (other than an account for the benefit of any of the Company's clients) for which such employee influences or controls investment decisions. Personal Account includes self-directed retirement and employer benefit accounts. An account for the benefit of any of the following will be presumed to be a "personal account" unless the Company agrees in writing with the employee otherwise:
  - o An employee (Regular full-time and Regular part-time).
  - o The spouse or domestic partner of an employee.
  - o Any child under the age of 22 of an employee, whether or not residing with the employee.
  - o Any other dependent of an employee residing in the same household with the employee.
  - o Any other account in which an employee has a beneficial interest. For example, an account for a trust, estate, partnership or closely held corporation in which the employee has a beneficial interest.

EXEMPTION. If an employee certifies in writing to the Compliance Officer (or, in the case of the Compliance Officer, to a resident Managing Director) that (i) the certifying employee does not influence the investment decisions for any specified account of such spouse, domestic partners, child or dependent person, and (ii) the person or persons making the investment decisions for such account do not make such decisions, in whole or in part, upon information that the certifying employee has provided, the Compliance Officer (or resident Managing Director) may, in his or her discretion, determine that such an account is not an employee's "personal account."

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(2) Employee. The term "employee" as used in these Procedures includes all officers, resident Managing Directors and Regular full-time and Regular part-time employees of the Company as well as spouses, domestic partners and dependents. "Employee" does not include long-term temporaries, on-site consultants or non-resident Managing Directors. "Non-resident Managing Director" means any director of the Company who (a) is not an officer, employee or shareholder of the Company, (b) does not maintain a business address at the Company and (c) does not, in the ordinary course of his business, receive or have access to current information regarding the purchase or sale of securities by the Company, information regarding recommendations concerning the purchase or sale of securities by the Company or information regarding securities being considered for purchase or sale by the Company.

(3) Reportable Securities. "Reportable Securities" are those securities for which quarterly transactions reports must be filed. Reportable Securities include any (a) equity or debt instrument traded on an exchange, through NASDAQ or through the "pink sheets," over-the-counter or on any public market, (b) options to purchase or sell such equity or debt instrument, (c) warrants and rights with respect to such securities, (d) municipal bonds, (e) index stock or bond group options that include such equity or debt instrument, (f) futures contracts on stock or bond groups that include such equity or debt instrument, and (g) any option on such futures contracts; provided that Reportable Securities shall not include (1) equity securities issued by mutual funds (note: mutual funds include PIC-advised mutual funds, but do not include closed end funds), and (2) certificates of deposit, commercial paper and other high quality short-term debt instruments, U.S. treasury bills and other U.S. government-issued debt instruments.



(4) Pre-Clearance Securities. "Pre-Clearance Securities" are those securities -- chiefly equity securities -- which must be pre-approved by the Trading Desk prior to being traded. Pre-Clearance Securities include all publicly traded equity securities (including options, warrants, rights and unregistered interests in publicly traded securities index options and market derivatives); all fixed income securities of the type eligible for investment by PIC clients. Pre-Clearance Securities do not include mutual fund shares (including PIC-advised mutual funds), U.S. government securities, or municipal securities. [But note, municipal securities transactions must still be reported on a quarterly basis.] All employees who have self-directed PIC 401k plans must follow the procedure for obtaining pre-authorization for all trading done in their accounts. It is not necessary for the Compliance Department to receive duplicate statements for these accounts. It is not necessary to seek pre-approval from the Trading department for Commodities Trading.

(5) Company Names. "Company Names" [or "PIC names"] include those securities and options, warrants, rights or other securities related to such Publicly Traded Securities that are on the various buy and sell lists. Company Names also include the following securities specifically: Old Mutual stock and options, closed-end investment companies advised by the Company. A list of Company Names is available in the research library. In order to find out if a stock is a

Company Name, the Compliance Department should be contacted. If an employee of PIC currently owns stock that is added to the buy list at some point in the future, the employee must disclose this information in writing to the Compliance Dept. and to the respective investment committee. This only applies to employees who are considered "Access" or "Control" persons of the firm. "Access" or "Control" persons are those PIC employees who are Managing Directors, Portfolio Managers, Portfolio Assistants, Research Analysts, Research Assistants, or any person who works in the Research Library. "Access" or "Control" persons does not include any non-resident Managing Director. The employee is subject to the 60 day holding period restriction effective the day the stock is added to the PIC Buy list.

C. POLICY STATEMENT REGARDING TRADING FOR PERSONAL ACCOUNTS.

The Company does not wish to prohibit or even discourage responsible personal investing by its employees. The Company believes that

personal investing can sharpen the investment acumen of employees to the ultimate benefit of clients. However, the Company recognizes that the personal investment transactions of its employees demand the application of a strict code of ethics and must be appropriately circumscribed so as to not create a high level of distraction. The Company requires that all personal investment transactions be carried out in a manner that does not endanger the interest of any client or create any apparent or actual conflict of interest between the Company or the employee, on the one hand, and the client, on the other hand. At the same time, the Company believes that if investment goals are similar for clients and employees, it is logical and even desirable that there be common ownership of some securities. As well, the Company recognizes that there may be occasions when investment in securities which appear to raise a conflict of interest do not raise the type of conflict that these rules are designed to address. Therefore, the Company has adopted the procedures set forth below.

D. PROCEDURES REGARDING TRADING FOR PERSONAL ACCOUNTS.

(1) Trading Procedures. The following procedures must be followed by all employees of the Company before buying or selling securities for a Personal Account.

(i) Confirm that the employee is not in receipt of Inside Information.

Each employee wishing to buy or sell a security for a Personal Account should first confirm that he or she is not in receipt of any material, nonpublic information (i.e., "inside information") that would affect the price of that security.

(ii) Confirm that the trade is not an opportunity that should be offered to Company Clients.

Employees are not to make a trade if the employee has reason to believe that the trade should first be offered to the Company's clients, such as the

situation where a client may be eligible for a "limited availability" investment opportunity offered to an employee. If you have any doubt, resolve the matter in the client's favor and confer with the Compliance Department.

- (iii) Seek Pre-Approval of all trades made in "Pre-Clearance Securities," including "Company Names."

An employee wishing to buy or sell any publicly traded equity security or fixed income security that is eligible for client investment (see definition above) for any Personal Account shall request approval to buy or sell such Security by completing and submitting to the Trading Desk an "Intention to Execute Employee Personal Trades" form (a sample form is attached). Employees will no longer be permitted to call into the Trading Desk for pre-approval of Personal Trading Transactions. All employees are required to complete the "Intention to Trade Form/Employee Personal Trades" and hand carry the form into the Trading Department for approval. Please be certain that the top portion of the form is completed (stock price is not necessary) before it is submitted to Trading. In return, the VP in Trading will execute the bottom copy of the form and return it to you to retain for the quarterly reporting.

If you are traveling, you must have your assistant complete the top portion of the form and hand carry it to the Trading Department for approval. From that point, the above procedure will apply.

- (iv) No Open Orders for Clients.

Prior to approving all personal trading transactions, the authorized VP of Trading will conduct a search of all portfolios to see if the stock is a Company Name. Even if the stock is held in only 1 portfolio, the stock will be treated as a Company Name. However, if it is determined by the Compliance Department that the stock held in such portfolio is "restricted" or "frozen", the Compliance Department may make an exception and treat the stock as a non-PIC name. Once the authorized VP of Trading has completed this search, they will be responsible for printing an open blotter to verify that there are no open orders on the desk at the time which the trade was submitted. If there are no open orders to buy or sell the same security at the time the trade was submitted, the approval will be given. A request to trade a Pre-Clearance Security will be approved automatically if the security is not a Company Name.

- (v) Prompt Execution; No Limit Orders; No Option Writing.

All approved trades must be executed promptly. For Pre-Clearance Securities that are Company Names, this means before the close of business on the day the

approval is given. For Pre-Clearance Securities that are not Company Names, this means before the close of trading on the

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third business day after the day approval is given. If the trade is not executed promptly within these limits, another "Intention To Execute Employee Personal Trades" form must be submitted. No Pre-Clearance Security may be the subject of an open limit order or stop loss order that continues in effect beyond the limited execution periods specified above. Employees may not write options, or do shorts or covers on a Pre-Clearance Security that is a Company Name.

- (vi) Contrary Positions: Trading in the Opposite Direction from Clients.

Trades for Personal Accounts should be consistent with recent trades that the Company has placed in the same security on behalf of clients. Therefore, an employee generally should not take a position in a Company Name contrary to the position taken by the Company for its clients. A trade that is not consistent with client activity should be based on specific need and should be accomplished in a manner that will likely have no material impact on the market price of the Company Name because of the size of the proposed trade, the daily trading volume of the Company Name, or other factors. If a trade is a contrary trade, that fact should be noted on the "Intention To Execute Employee Personal Trades" form. Contrary positions will be allowed if they are taken to meet a personal financial necessity (please specify the necessity). Contrary positions will not be allowed to facilitate an investment strategy decision or strictly for financial gain. Gains taken for tax benefit will not be permitted. However, contrary positions will be allowed if the position is liquidated at a loss regardless of whether the position was held for 60 days or less.

(2) Prohibition on New Issue Purchases. Employees are prohibited from buying new issues (initial or secondary, "hot" or not). Note: this prohibition does not apply to fixed income securities such as municipal bonds. New issues may be purchased on the second business day after they begin trading in the secondary market. Should any person participate in a

new issue through a separate investment vehicle (i.e., the person owns an interest in a limited partnership that purchases new issues), the person shall notify the Director of Compliance of that vehicle's purchase of a new issue immediately upon becoming aware of its purchase.

(3) Restrictions on the Acquisition of Private Placements. Employees who purchase private placements (i.e., restricted or unregistered securities) may do so subject to the following restrictions. The private placement must be approved in advance by the Compliance Officer for any person involved in making investment recommendations for the Company. The investment will be disallowed if it represents a present or future conflict for the Company. The private placement must be acquired on terms that are similar to the terms offered to other private investors. If the acquiring employee has any specific knowledge of an imminent public offering or has any other material nonpublic information about the issuer that is not available to other similarly situated private investors,

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the private placement should not be acquired. Any employee wishing to dispose of a private placement that has subsequently become registered or converted into a freely tradable security must also obtain prior approval from the Compliance Department. Any employee owning a private placement is prohibited from contributing analysis or recommendations regarding such security or its issuer to the Company's Investment Committee. Private placements include investments in private investment partnerships, but do not include the portfolio securities of such partnerships (for example, a distribution from a venture capital partnership of a stock that has gone public can be sold immediately).

(4) Ban on Short-Term Trading Profits.

Employees are expected to refrain from trading for short term profits. To discourage such trading, all profits realized from Company names, within a period of sixty (60) days from the date of the employee's most recent opening transaction in that security (e.g., the most recent acquisition in the case of a sale, the opening of a short position in the case of a cover transaction), shall be disgorged to the Company or to a charitable organization at the Company's direction. If the position is being sold at a loss, the 60 day holding period will be waived. Day Trading (buying and selling in the same security on the same business day) on PIC names and Non-PIC

names is strictly prohibited.

(5) Exceptions and Waivers.

In appropriate circumstances (e.g., financial need, extreme market conditions, unexpected corporate developments, discovery of inadvertent violation), the Compliance Department may grant an exception or waiver to permit specifically requested trading. A memorandum describing the scope of circumstances of any such waiver/exception shall be created and maintained in the employee's files and part of the Company's books and records.

(6) Reports of Personal Transactions and Securities Ownership.

(i) Submission of Reports. In order for the Company to monitor compliance with its insider trading and conflict of interest policies and procedures, each employee and Non-resident Managing Director of the Company shall submit:

- a. a signed "Quarterly Personal Transaction Report" (a form of which is attached) for all trades in Reportable Securities in each of his or her personal accounts. The report shall be submitted to the Compliance Department within ten (10) calendar days following the end of each calendar quarter regardless of whether any trading activity took place in that account during the quarter and shall include the date of the transaction, the title of the security, the interest rate and maturity date (if applicable), the number of shares of each Covered Security involved, the nature of the transaction (i.e. purchase, sale), the price of the Covered Security at which the transaction was effected, the name of the broker, dealer or bank with or through which the transaction was effected, and the date that the report is submitted by the employee; and

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- b. a signed "Initial Holdings Report" (a form of which is attached) for all securities in each of his or her personal accounts. The report shall be submitted to the Compliance

Department within ten (10) calendar days following the first day of employment with the Company, and shall include the title, number of shares of each Covered Security in which the employee had any direct or indirect beneficial ownership when the person became an employee, the name of any broker, dealer, or bank with whom the employee maintained an account in which any securities were held for the direct or indirect benefit of the employee as of the date the person became an employee, and the date that the report is submitted by the employee; and

- c. a signed "Annual Holdings Report" (a form of which is attached) for all --- securities in each of his or her personal accounts. The report shall be submitted to the Compliance Department within ten (10) calendar days following the end of the annual period. The report shall include the title, number of shares of each Covered Security in which the employee had any direct or indirect beneficial ownership, the name of the broker, dealer or bank with whom the employee maintains an account in which any securities are held for the direct or indirect benefit of the employee, and the date that the report is submitted by the employee.

Instead and in lieu of the reports called for by this Section V.C(6), an employee or Non-resident Managing Director may direct his or her brokers to provide the Company with copies of all trade confirmations and account statements in his or her personal accounts.

If the tenth day is not a work-day, then the report must be submitted earlier. The employee or the Non-resident Managing Director should sign and submit the report certifying the completeness of the information included therein and certifying certain other matters. The reports contain important acknowledgments.

- (ii) Review and Retention of Reports. The Compliance Department shall promptly review each Quarterly Initial and Annual Personal Transaction Reports with respect to the quarterly report, the Compliance Department will compare the transactions reported in

Pre-Clearance Securities and Company Names against the lists of Company Names and the Pre-Clearance Forms that were prepared during the quarter to determine whether any violations of the Company's policies or of the applicable securities laws took place. If the Compliance Department is aware that any individual's Quarterly Initial and Annual Personal Transaction Report fails to contain all required information, the Compliance Department shall promptly contact such individual to obtain the missing information. The Company shall retain all Quarterly Initial and Annual Personal Transaction Reports as part of the books and records required by the Advisers Act and the rules promulgated thereunder.

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(iii) Annual Acknowledgment of Procedures. Each employee and Non-resident Managing Director shall submit an annual acknowledgment that the employee has received a copy of the current version of this Personal Trading/Confidential Information Policy Statement and Compliance Procedures of the Company and is familiar with such Statement and Compliance Procedures. It shall be the responsibility of the Compliance Department to ensure that a copy of the current Policy Statement and Compliance Procedures is circulated to each individual on an annual basis and/or as it is amended.

E. ADDITIONAL RESTRICTIONS.

(1) Directorships Require Approval. Employees should discuss with the Compliance Department any invitations to serve on the board of directors for any private or public operating company (non-profits, excepted). Care in this area is necessary because of the potential conflict of interest involved and the potential impediment created for accounts managed by the Company in situations where employees serving on boards obtain material nonpublic information in connection with their directorship, thereby effectively precluding the investment freedom that otherwise would be available to clients of the Company. Each employee should advise the Compliance Department annually of any operating company directorship held by that employee.

(2) No Special Favors. No employee may purchase or sell securities pursuant to any reciprocal arrangement arising from the allocation of brokerage or any other business dealings with a third party.



Accepting information on or access to personal investments as an inducement to doing business with a specific broker on behalf of clients of the Company -- regardless of the form the favor takes -- is strictly prohibited. Personal transactions which create the appearance of special favoritism should be avoided.

(3) Restrictions on Gifts. From time to time the Company and/or employees of the Company may receive gifts from third parties. Any gift received that has a value in excess of a de minimis amount should not be accepted. Generally, a gift of more than \$500 would not be considered de minimis. Each employee is responsible for determining the value of gifts received from third parties and whether a particular gift has de minimis value in the circumstances. However, employees are reminded that the perception of a gift's value by others is as important as the assessment of the gift's value in the employees' judgment. (Rose Bowl tickets for employees and their families are considered de minimis and may be accepted.)

## VI. SANCTIONS

### A. PROCEDURAL NONCOMPLIANCE.

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Noncompliance with the procedural requirements of this Code of Ethics (e.g., failure to submit quarterly reports in a timely manner) shall be noted. Repeated noncompliance (i.e., three similar failures to comply with procedural requirements within a one year period) will be considered a violation and may result in disciplinary action.

### B. VIOLATIONS AND TRADING NONCOMPLIANCE.

Failure to comply with the preapproval requirements and/or substantive prohibitions of this Code of Ethics with respect to trading activity may result in immediate disciplinary action even for "first-time offenses." In this regard, the Company believes that trading activity which creates an actual or apparent conflict of interest constitutes a clear violation and will generally always result in disciplinary action absent highly extenuating circumstances.

### C. EXTENUATING CIRCUMSTANCES.

The Company recognizes that instances of inadvertent noncompliance or violation may occur or that extenuating circumstances may apply to specific instances of noncompliance or violation. In such an event, the employee shall immediately notify the Compliance Department which shall have discretion to determine appropriate remedial action.

D. DISCIPLINARY ACTIONS.

The Company may take one or more of the following disciplinary actions: issuing a disciplinary memorandum; issuing a violation report; issuing a letter of reprimand; requiring disgorgement of profits; requiring trade to be broken at employee's expense; requiring corrective action; suspension of trading privileges; requiring employee to have broker send the Company duplicate account statements; requiring the consolidation of employee accounts with certain brokers; monetary fines; suspension, dismissal and reporting the violation to the appropriate regulatory authorities. Absent special circumstances, the disciplinary actions set forth on the attached Schedule of Disciplinary Actions will be applied.

E. TRADING DEPARTMENT SANCTIONS.

If any VP of Trading fails to fully comply with the procedures for approving personal trades, the VP will be personally subject to the sanctions as stated in this policy. Where the employee has requested the approval of a trade that violates these policies, the employee is also subject to the sanctions as stated in this policy.

VII. RESPONSIBILITIES OF COMPLIANCE DEPARTMENT

A. MAKING COMPLIANCE MANAGEABLE

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The Compliance Department will do everything it can to make compliance with the Company's Code of Ethics easy. Among the things that the Compliance Department will do are the following:

- (1) Be Available. The Compliance Department will consist of enough individuals so that there is always access to a representative of the Compliance Department.
- (2) Keep Company Lists Current. The Compliance Department will make sure that employees have access through the research library to current Company Lists so that Company Names can be readily identified.
- (3) Update Forms and Assist in Reporting. The Compliance Department will make sure that all employees have access to the forms necessary to report personal securities transactions. The Compliance Department will assist employees in making arrangements to accommodate vacation and travel schedules that might interfere with timely pre-clearance, execution and/or report submission.
- (4) Keep Current Employee List. The Compliance Department will

maintain a current list of all employees covered by this Code of Ethics so that employees can easily assure themselves that all persons covered by the definition of "employee" (e.g., family members) are correctly identified. Other information, such as identification of brokerage accounts, will also be maintained by the Compliance Department.

(5) Respect Confidentiality. The Compliance Department understands the sensitivity of personal financial information and will maintain all information in a confidential manner that respects each individual employee's privacy.

#### VIII. SUMMARY

##### A. IMPORTANCE OF ADHERENCE TO PROCEDURES.

It is very important that all employees adhere strictly to the Personal Trading/ Confidential Information Compliance Procedures. Any violations of such policies and procedures may result in serious sanctions, including dismissal from the Company.

##### B. QUESTIONS.

Any questions regarding the Company's policies or procedures regarding insider trading, confidential information and conflicts of interest should be referred to the Compliance Department.