

STATE OF NEBRASKA
Department of Banking & Finance

In the Matter of)	
Eaton Vance Series Trust II,)	FINDINGS OF FACT
Eaton Vance Income Fund of Boston,)	CONCLUSIONS OF LAW
255 State Street,)	AND
Boston, Massachusetts,)	CONSENT ORDER
)	
RESPONDENTS.)	

THIS MATTER comes before the Nebraska Department of Banking and Finance (“DEPARTMENT”) pursuant to the Securities Act of Nebraska, Neb. Rev. Stat. §§ 8-1101 to 8-1124 (Reissue 1997, Cum. Supp. 2004) (“Act”). Pursuant to Neb. Rev. Stat. § 8-1115 (Reissue 1997), the DEPARTMENT, by and through its Director (“Director”), has investigated the acts, practices, and transactions engaged in by Eaton Vance Series Trust II, Eaton Vance Income Fund of Boston. As a result of the investigation, and being duly advised and informed in the matter, the Director and Eaton Vance Series Trust II, Eaton Vance Income Fund of Boston enter into the following Findings of Fact, Conclusions of Law, and Consent Order (“Order”).

FINDINGS OF FACT

1. Eaton Vance Series Trust II, Eaton Vance Income Fund of Boston (“FUND”) is a Massachusetts business trust. The FUND is registered under the Investment Company Act of 1940 as an open-end management investment company. Shares of the FUND have been registered under the Securities Act of 1933.
2. The FUND had previously made notice filings for its share classes in Nebraska under the Act claiming status as a federal covered security. At all times

relevant to this Order, the FUND made timely notice filings under the Act in connection with its Class B (2002), Class C (2002), Class R (2003) and Institutional Class (1999) shares.

3. The notice filings for Class A shares of the FUND expired on April 29, 2004.

4. On or about May 18, 2006, the FUND filed documents with the DEPARTMENT to renew the notice filings for Class A shares of the FUND. A search of DEPARTMENT records found the expiration of the notice filings as set forth in Finding of Fact 3.

5. According to the FUND's records, Nebraska residents purchased \$1,207,920.95 worth of Class A shares in the FUND between April 29, 2004, and April 28, 2005, and \$1,640,850.16 worth of Class A shares in the FUND between April 29, 2005, and April 28, 2006. EATON VANCE notified the DEPARTMENT of the sales on May 18, 2006.

CONCLUSIONS OF LAW

1. The Class A shares which Eaton Vance Series Trust II, Eaton Vance Income Fund of Boston sold in Nebraska during the relevant time frame are securities within the meaning of Neb. Rev. Stat. § 8-1101(15) (Cum. Supp. 2004).

2. Neb. Rev. Stat. § 8-1104 (Reissue 1997) provides it shall be unlawful for any person to offer or sell any securities in this state unless such securities are either registered, exempt from registration or qualified as federal covered securities pursuant to the Act. The sale of the Class A shares by the FUND in Nebraska between April 29,

2004, and April 28, 2006, without registration, exemption, or a notice filing, was a violation of Neb. Rev. Stat. § 8-1104 (Reissue 1997).

3. Neb. Rev. Stat. § 8-1108.01(4) (Cum. Supp. 2004) authorizes the Director, after giving reasonable notice and an opportunity for a hearing, to impose a fine not exceeding twenty-five thousand dollars (\$25,000.00) per violation upon a person found to have engaged in any act or practice which would constitute a violation of the Act or any rule, regulation, or order issued under the Act.

4. Under the Act's statutory framework, the Director has legal and equitable authority to fashion significant protection remedies.

5. It is in the best interest of the FUND and it is in the public's best interest for the FUND and the Director to resolve the issues included herein.

CONSENT ORDER

NOW THEREFORE, the parties to this Order agree as follows:

Stipulations: In connection with this Order, the FUND and the Director stipulate to the following:

- a. The DEPARTMENT has jurisdiction as to all matters herein.
- b. An Order should be entered in this matter, which shall be in lieu of other proceedings by the DEPARTMENT, except as specifically referenced in this Order.

The FUND further represents as follows:

1. The FUND conducted an internal investigation into this matter. The results of the investigation showed that the failure to renew the notice filing was the result of a clerical error in entering the expiration date for the filing for the Class A shares

as “2006” instead of “2004.” The error was not detected when the data was reviewed pursuant to the FUND’s required procedure.

2. The FUND is aware of its right to a hearing on this Order at which it may be represented by counsel, present evidence, and cross-examine witnesses. The right to such a hearing and any related appeal on all matters covered by this Order, is irrevocably waived.

3. The FUND is acting free from any duress or coercion of any kind or nature.

4. This Order is executed to avoid further proceedings. The FUND neither admits nor denies that the facts stated herein constitute a violation of the Act.

FURTHER, the FUND agrees to take whatever action is necessary to ensure compliance with all provisions of the Act in the future. If, at any time, the DEPARTMENT determines that the FUND has committed any other violations of the Act, the DEPARTMENT may take any action available to it under the Act.

IT IS HEREBY ORDERED that Eaton Vance Series Trust II, Eaton Vance Income Fund of Boston shall pay a fine in the amount of Seventeen Thousand Dollars (\$17,000.00) for its erroneous sale of the Class A shares of the FUND without proper notice filing between April 29, 2004, and April 28, 2006, pursuant to Neb. Rev. Stat. § 8-1108.01 (Cum. Supp. 2004). Said fine shall be paid by a check payable to the Nebraska Department of Banking and Finance, within thirty (30) days of the date of this Order.

IT IS FURTHER ORDERED that Eaton Vance Series Trust II, Eaton Vance Income Fund of Boston, maintain a current registration or notice filing or, in the alternative, claim an appropriate, applicable exemption with the DEPARTMENT at all

times that offers and sales of shares of its portfolios are made, or are to be made, within Nebraska.

In the event Eaton Vance Series Trust II, Eaton Vance Income Fund of Boston, fails to comply with any of the provisions of this Agreement, the DEPARTMENT may commence such action as it deems necessary and appropriate in the public interest.

The effective date of this Order will be the date of the Director's signature.

DATED this 16 day of June, 2006.

Eaton Vance Series Trust II,
Eaton Vance Income Fund of Boston

By: _____

Printed Name: A. John Murphy
Title: Assistant Secretary

DATED this 20th day of June, 2006.

STATE OF NEBRASKA
DEPARTMENT OF BANKING AND FINANCE

By: _____

John Munn, Director

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