

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM T-1

STATEMENT OF ELIGIBILITY UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO
SECTION 305(b)(2) []

FIRST UNION NATIONAL BANK
(Exact name of trustee as specified in its charter)

22-1147033
(I.R.S. Employer Identification No.)

2 FIRST UNION CENTER, CHARLOTTE, NORTH CAROLINA
(Address of principal executive offices)

28288-0201
(Zip Code)

FIRST UNION NATIONAL BANK
12 EAST 49TH STREET, 37TH FLOOR
NEW YORK, NEW YORK 10017
ATTENTION: CORPORATE TRUST ADMINISTRATION
(212) 451-2533
(Name, address and telephone number of agent for service)

AFFILIATED MANAGERS GROUP, INC.
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

04-3218510
(I.R.S. Employer Identification No.)

600 Hale Street
Prides Crossing, Massachusetts
(Address of principal executive offices)

01965
(Zip Code)

Debt Securities
(TITLE OF INDENTURE SECURITIES)

1. GENERAL INFORMATION.

FURNISH THE FOLLOWING INFORMATION AS TO THE TRUSTEE:

A) NAME AND ADDRESS OF EACH EXAMINING OR SUPERVISORY AUTHORITY TO WHICH IT IS SUBJECT:

Comptroller of the Currency United States Department of the Treasury
Washington, D.C. 20219

Federal Reserve Bank
Richmond, Virginia 23219

Federal Deposit Insurance Corporation
Washington, D.C. 20429

B) WHETHER IT IS AUTHORIZED TO EXERCISE CORPORATE TRUST POWERS.

Yes.

2. AFFILIATIONS WITH OBLIGOR.

IF THE OBLIGOR IS AN AFFILIATE OF THE TRUSTEE, DESCRIBE EACH SUCH AFFILIATION.

None.

16. LIST OF EXHIBITS.

EXHIBITS IDENTIFIED IN PARENTHESES BELOW, ON FILE WITH THE COMMISSION, ARE INCORPORATED HEREIN BY REFERENCE AS AN EXHIBIT HERETO, PURSUANT TO RULE 7A-29 UNDER THE TRUST INDENTURE ACT OF 1939 (THE "ACT") AND 17 C.F.R. 229.10(D).

1. Copy of Articles of Association of the trustee as now in effect. (Previously filed with the Securities and Exchange Commission on March 16, 1998 as an Exhibit to Form T-1 in connection with Registration Statement Number 333-47985.)
2. Copy of the Certificate of the Comptroller of the Currency dated March 4, 1998, evidencing the authority of the trustee to transact business. (Previously filed with the Securities and Exchange Commission on July 15, 1998 as an Exhibit to Form T-1 in connection with Registration Statement Number 333-59145.)
3. Copy of the Certification of Fiduciary Powers of the trustee by the Office of the Comptroller of the Currency dated April 7, 1999. (Previously filed with the Securities and Exchange Commission on May 20, 1999 in connection with Registration Statement Number 333-78927.)
4. Copy of existing by-laws of the trustee. (Previously filed with the Securities and Exchange Commission on April 30, 2001 in connection with Registration Statement Number 333-59848.)

6. Consent of the trustee required by Section 321(b) of the Act.
(Previously filed with the Securities and Exchange Commission on April 30, 2001 in connection with Registration Statement Number 333-59848.)
7. Copy of latest report of condition of the trustee published pursuant to the requirements of its supervising authority. (Filed herewith.)

NOTE

The trustee disclaims responsibility for the accuracy or completeness of information contained in this Statement of Eligibility not known to the trustee and not obtainable by it through reasonable investigation and as to which information it has obtained from the obligor and has had to rely or will obtain from the principal underwriters and will have to rely.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, the trustee, First Union National Bank, a national banking association organized and existing under the laws of the United States of America, has duly caused this Statement of Eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of New York and State of New York, on the 17th day of December, 2001.

FIRST UNION NATIONAL BANK

By: /S/ DAVID MASSA

Name: DAVID MASSA
Title: VICE PRESIDENT

Consolidating domestic and foreign subsidiaries of the First Union National Bank, Charlotte, North Carolina, at the close of business on December 31, 2000 published in response to call made by Comptroller of the Currency, under title 12, United States Code, Section 161. Charter Number 22693 Comptroller of the Currency.

STATEMENT OF RESOURCES AND LIABILITIES

ASSETS

THOUSAND OF DOLLARS

| | |
|--|-------------|
| Cash and balance due from depository institutions: | |
| Noninterest-bearing balances and currency and coin..... | 10,052,000 |
| Interest bearing balances..... | 3,207,000 |
| Securities..... | ////////// |
| Held-to-maturity securities..... | 1,529,000 |
| Available-for-sale securities..... | 46,184,000 |
| Federal funds sold and securities purchases to resell..... | 6,010,000 |
| Loans and lease financing receivables: | |
| Loans and leases, net of unearned income..... | 131,252,000 |
| LESS: Allowance for loan and lease losses..... | 1,706,000 |
| LESS: Allocated transfer risk reserve..... | 0 |
| Loans and leases, net of unearned income, allowance, and reserve..... | 129,546,000 |
| Trading assets..... | 16,578,000 |
| Premises and fixed assets (including capitalized leases)..... | 2,849,000 |
| Other real estate owned..... | 91,000 |
| Investment in unconsolidated subsidiaries and associated companies..... | 264,000 |
| Customer's liability to this bank on acceptances outstanding..... | 873,000 |
| Intangible assets..... | 2,791,000 |
| Other assets..... | 11,863,000 |
| Total assets..... | 231,837,000 |

LIABILITIES

| | |
|--|-------------|
| Deposits: | |
| In domestic offices..... | 134,399,000 |
| Noninterest-bearing..... | 21,026,000 |
| Interest-bearing..... | 113,373,000 |
| In foreign offices, Edge and Agreement subsidiaries, and IBFs..... | 12,567,000 |
| Noninterest-bearing..... | 48,000 |
| Interest-bearing..... | 12,519,000 |
| Federal funds purchased and securities sold under agreements to repurchase..... | 21,452,000 |
| Demand notes issued to the U.S. Treasury..... | 979,000 |
| Trading liabilities..... | 9,919,000 |
| Other borrowed money:..... | ////////// |
| With a remaining maturity of one year or less..... | 14,559,000 |
| With a remaining maturity of more than 1 year thru 3 yrs..... | 4,649,000 |
| With a maturity of more than three years..... | 2,928,000 |
| Not applicable | ////////// |
| Bank's liability on acceptances executed and outstanding..... | 879,000 |
| Subordinated notes and debentures..... | 5,992,000 |
| Other liabilities..... | 8,310,000 |
| Total liabilities..... | 216,633,000 |
| Not applicable..... | ////////// |

EQUITY CAPITAL

| | |
|---|-------------|
| Perpetual preferred stock and related surplus..... | 161,000 |
| Common Stock..... | 455,000 |
| Surplus..... | 13,306,000 |
| Undivided profits and capital reserves..... | 1,467,000 |
| Net unrealized holding gains (losses) on available-for-sale securities..... | (178,000) |
| Accumulated net gains (loses on cash flow hedges..... | 0 |
| Cumulative foreign currency translation adjustments..... | (7,000) |
| Total equity capital..... | 15,204,000 |
| Total liabilities and equity capital..... | 231,837,000 |