

PART 2A OF FORM ADV

Firm Brochure | December 23, 2011

EAGLE | Asset
Management

This brochure provides information about the qualifications and business practices of Eagle Asset Management, Inc. ("Eagle"). If you have any questions about the contents of this brochure, please contact our Chief Compliance Officer at 800.237.3101, or visit us at eagleasset.com/contact. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Eagle is a registered investment adviser. Registration of an investment adviser does not imply a certain level of skill or training.

Additional information about Eagle is also available on the SEC's website at adviserinfo.sec.gov.

ITEM 2 – MATERIAL CHANGES

On July 28, 2010, the United States Securities and Exchange Commission amended Part 2 of Form ADV. Part 2 of Form ADV sets forth the minimum requirements for the disclosure statement that investment advisors must deliver to their advisory clients and prospective advisory clients. This brochure dated December 1, 2011, was prepared in accordance with the SEC's amendments to Part 2 of Form ADV. As such, this brochure is materially different in structure from Eagle's previous brochure dated November 1, 2010, and contains certain new information that Eagle's previous brochure did not include.

Investment advisors must update the information in their brochure at least annually. In the future, this Item 2 will reference the date of Eagle's previous annual updating amendment and include a summary discussion of the material changes made to Eagle's brochure since that previous update. In the future, in lieu of providing clients with an updated brochure each year, we may provide Eagle's existing advisory clients with this Item 2 summary describing any material changes occurring since the last annual update of the brochure. We will deliver a brochure or summary each year to existing clients within 120 days of the close of Eagle's fiscal year. Clients wishing to receive a complete copy of the then-current brochure may request the complete brochure at no charge by contacting our Chief Compliance Officer, at 800.237.3101 or by emailing eagleasset.com/contact.

Additional information about Eagle Asset Management, Inc. is available via the SEC's web site adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with Eagle who are registered, or are required to be registered, as investment adviser representatives of Eagle.

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ITEM 4 – ADVISORY BUSINESS

Founded in 1976, Eagle Asset Management, Inc. (“Eagle”) strives to employ investment managers with the skill and experience to consistently outperform their peers. We understand very few managers possess these qualities. For this reason, we employ portfolio managers who we believe have the rare talent and insight required to construct portfolios that deliver strong risk-adjusted returns over the long term.

Eagle provides institutional and individual investors with a broad array of equity and fixed income products designed to meet long-term goals. Our clients currently entrust more than \$17 billion (as of September 30, 2011) in an investment philosophy designed to deliver superior, risk-adjusted returns via both separately managed account and mutual fund platforms. Eagle was built on the cornerstones of intelligence, experience and conviction that we believe clients expect from their investment managers.

Intelligence | Intelligence is more than an ability to learn. It is also the talent to discern important information and identify opportunities. From idea generation and proprietary research to portfolio construction and stock selection, Eagle managers employ keen insight and intelligent processes to build portfolios that seek to add alpha over time.

Experience | There is no substitute for experience in the investment world, where lessons are taught and learned during every market cycle. Experience provides valuable knowledge into portfolio and stock-specific risk and enables our managers to construct portfolios that we hope limit downside risk.

Conviction | Staying the course is often a manager’s greatest challenge. At Eagle, we are committed to a long-term investment approach. We do not endeavor to chase short-term market favorites. This sometimes will hurt performance in strong bull markets, but we do not believe that chasing trends adds value over the long-term.

Eagle is a wholly owned subsidiary of Raymond James Financial, Inc. (“RJF”), New York Stock Exchange (“NYSE”) Ticker (RJF), based in St. Petersburg, Florida and organized as a corporation under the laws of Florida in 1984. Eagle is registered as an investment adviser with the U.S. Securities and Exchange Commission (“SEC”), and has also filed registration exemptions in several Canadian provinces. Eagle is the sole owner of its subsidiary, Eagle Boston Investment Management, Inc., which is also registered as an investment adviser with the SEC. Registration of an investment adviser with the SEC does not imply a certain level of skill or training. Eagle’s principal owner is RJF which currently owns 100 percent of Eagle’s voting shares.

Eagle provides investment advisory services to the following groups of clients:

- Institutions such as pension plans, public funds, endowments, multi-managers, foundations and other tax-exempt entities, and other mutual funds on a sub-advisory basis; and
- A group of affiliated registered investment companies (“mutual funds”) called the Eagle Family of Funds (singularly an “Eagle Fund” and collectively the “Eagle Funds”);

- High Net Worth clients such as individual investors, trusts and smaller employee benefit plans.

Although Eagle generally exercises investment discretion for each account that it advises, the portfolio composition within the same investment objective may, at any given time, differ as to composition. As a result, the performance of an account within a particular investment objective may differ from other accounts within that same investment objective. Clients should not expect that the performance of their portfolios will be identical to that of the Eagle average for that investment objective. These differences in portfolio composition are attributable to a variety of factors, including, but not limited to, the type of account (e.g., manner of trade execution), clients’ restrictions and guidelines, sizes and significant account activity (e.g., significant number of contributions and/or withdrawals).

Institutional Account Services

Eagle provides investment advisory services to institutional clients which may include corporate pension plans, public funds, foundations, endowments and other tax-exempt entities, mutual funds and other registered investment companies. Such accounts are managed in accordance with investment objectives, guidelines and restrictions established by each client. Eagle executes purchases and sales of securities for these accounts either through broker-dealer firms Eagle selects including those which, from time to time, furnish Eagle with investment research information and other services, or through firms which the client directs Eagle to use. In executing trades for institutional accounts where the client authorizes Eagle to choose broker-dealers, Eagle uses its best efforts to obtain the best available price and most favorable execution. Additional detail about each of the client types for which Eagle provides advisory services is provided in Item 7, below.

Except for investment management wrap fee programs (“Wrap Programs”) discussed below, Eagle generally performs advisory services for each client under the terms of an investment advisory agreement between Eagle and the client “Advisory Contract”). Within a given strategy – and consistent with the strategy’s stated investment objectives, policies and restrictions – Eagle typically exercises exclusive investment discretion regarding the purchase or sale of securities or other investments. Eagle may also agree to manage a client’s account subject to certain reasonable restrictions the client imposes on the inclusion of specific securities, or types of securities, within that account. Item 8, below, provides additional detail about the various investment strategies Eagle offers.

High Net Worth Clients / Separately Managed Account Wrap Programs

Certain unaffiliated Sponsors have retained Eagle as an investment manager under a number of Wrap Programs. Wrap Program clients typically enter into an investment advisory agreement with the Sponsor, and the Sponsor enters into a sub-advisory agreement with Eagle to provide portfolio management services to the Wrap Program. In these circumstances, the Sponsor is responsible for

analyzing the financial needs of each particular Wrap Program client and determining whether Eagle's portfolio management services are suitable for that client. Wrap Program clients generally do not pay an investment advisory fee directly to Eagle; instead, the Sponsor pays Eagle's advisory fee out of the proceeds of the "wrap fee" that the clients pay to the Sponsor. With some exceptions, Wrap Program accounts are managed by Eagle in a manner that is generally similar to Private Client Separate Accounts.

Differences may include limited flexibility of Wrap Program accounts to customize investment guidelines and the further limitation that certain Wrap Program Sponsors may not allow their Wrap Program accounts to hold securities issued by the Sponsor.

Advisory Services to the Eagle Funds

Eagle receives an advisory fee and an administrative fee ("Fees") according to the fee schedules listed in the Eagle Funds Prospectus ("Prospectus") and Statement of Additional Information ("Statement of Additional Information") for each Eagle Fund it manages. Clients can view the Prospectus and the Statement of Additional Information on the website eagleasset.com. The Fees are calculated as a percentage of each Eagle Fund's average daily net assets. The Fees accrue daily and are paid monthly. For each Eagle Funds mutual fund client, Eagle may reduce the Fees based on contractual or voluntary expense caps, which may result in fee waivers and reimbursements. Each Eagle Fund's Board of Trustees renews the advisory contract and reviews the Fees annually.

Eagle's Assets Under Management (as of September 30, 2011)

Discretionary:	\$15,023,576,202
Non-Discretionary:	\$878,299,866
Total:	\$15,901,876,068

Eagle Boston Investment Management (Eagle Subsidiary)

Discretionary:	\$1,067,999,145
Non-Discretionary:	\$22,458,023
Total:	\$1,090,457,168

ITEM 5 – FEES AND COMPENSATION

The following information describes Eagle's compensation for the advisory services it provides to each type of client account. Unless otherwise specified below or in the Advisory Contract between Eagle and a particular client, Eagle's fees will be automatically deducted from client accounts. Generally, advisory fees are paid quarterly based on the market value of assets in an account as of the last day of each calendar quarter. However, certain accounts such as mutual funds calculate advisory fees based upon average daily assets. Eagle imposes investment minimums on certain types of accounts. For a discussion of the applicable investment minimums, see Item 7, below.

Fees for Institutional and Private Client Separate Accounts

When Eagle enters into an Advisory Contract to provide portfolio management services to an institutional or High Net Worth client through a separate account, Eagle will charge each such separate account a fee at a specified annual percentage rate of the account's assets under management. Eagle's standard fee rates for separate accounts are listed below. However, the fees charged to separate accounts are negotiable and will typically vary depending on a number of factors including, but not limited to: the type of client; whether the client wishes to impose particular restrictions on Eagle's discretionary investment authority (e.g., restrictions on the types of securities that Eagle may acquire for the account); and the amount of client assets under management with Eagle, and other business considerations. The fee rates listed below do not include fees that a separate account client pays to other third party service providers, such as custodial, third party money manager, consultant, brokerage and exchange fees. Note also that only some of the following strategies are available to Private Client Separate Account clients. See Item 7, below, for more detail about the types of strategies that may be available to each client.

Assets Under Management	Institutional Account Management Fee Schedule
LARGE CAP EQUITY	
Under \$25,000,000	0.65%
Between \$25,000,000 and \$50,000,000	0.55%
Between \$50,000,000 and \$150,000,000	0.50%
Greater than \$150,000,000	0.40%
SMALL AND MID CAP EQUITY	
Under \$10,000,000	0.95%
Between \$10,000,000 and \$25,000,000	0.90%
Between \$25,000,000 and \$75,000,000	0.85%
Between \$75,000,000 and \$150,000,000	0.80%
Greater than \$150,000,000	0.75%
BALANCED	
Under \$5,000,000	0.60%
Between \$5,000,000 and \$15,000,000	0.55%
Between \$15,000,000 and \$25,000,000	0.50%
Between \$25,000,000 and \$50,000,000	0.45%
Greater than \$150,000,000	0.35%
FIXED INCOME	
Under \$2,000,000	0.40%
Between \$2,000,000 and \$10,000,000	0.30%
Between \$10,000,000 and \$50,000,000	0.25%
Greater than \$50,000,000	0.20%

Example of fee calculation for \$50 million Small Cap Equity Account

0.95% on first \$10 million

0.90% on next \$15 million

0.85% on next \$25 million

As a result of applying the above breakpoint fee schedule to a \$50 million investment in a Small Cap Equity Account, the effective annualized advisory fee would be 0.885 percent. This example assumes no growth in, no withdrawals from and no additions to the account. Increases and decreases in assets in such an account would result in a higher or lower effective rate.

Institutional clients may negotiate discounts from the institutional account management fee schedule shown above. Also, for accounts where Eagle serves as a sub-advisor such as mutual funds and variable annuity separate accounts, Eagle receives a fee that is different than shown in the above institutional account management fee schedule. Typically, Eagle's sub-advisory fee for mutual fund and variable annuity accounts is approximately one half of the fee paid by the fund to its adviser. For mutual funds Eagle sub-advises, the respective mutual fund's adviser (not Eagle) typically provides administrative, marketing and shareholder services, including any necessary disclosures to shareholders.

Most Favored Nation Clauses for Institutional Separate Accounts

Eagle generally does not enter into contracts with "Most Favored Nation" clauses. However, certain Institutional Separate Account clients have negotiated such clauses in their Advisory Contracts. These clauses require Eagle to decrease the fees charged to the "Most Favored Nation" client if Eagle enters into an advisory agreement at a lower fee rate with another institutional client. The applicability of a "Most Favored Nation" clause may depend on the degree of similarity between institutional clients, including the amount of assets under management and the particular investment strategy selected by each client, however, Eagle does not agree to "Most Favored Nation" clauses in all circumstances where institutional clients are similarly situated.

Advisory Fees for the Eagle Funds

Each Eagle Fund pays Eagle an advisory fee at a specified annual percentage rate of each Eagle Fund's average daily net assets. For each Eagle Fund, Eagle's advisory fee rate decreases if the Fund's assets increase (and may increase if the Fund's assets decrease). Additional information about the fees charged to the Eagle Funds is available in the Prospectuses, which are publicly available at Eagle's website (eagleasset.com), on the EDGAR Database on the SEC's website (sec.gov) or by contacting the Eagle Funds principal underwriter, Eagle Fund Distributors, Inc., at 800.237.3101.

Fees for Sub-Advisory Services to Unaffiliated Registered Investment Companies

Eagle provides sub-advisory services to a number of unaffiliated mutual funds. Eagle and the principal adviser for each sub-advised fund negotiate Eagle's advisory fees for providing those services. These sub-advisory fees are set forth in the sub-advisory agreement between Eagle and that principal adviser. Eagle's fee is a component of the total investment advisory fee paid by an investor in the specific sub-advised mutual fund. Additional detail about the fees charged to an investor in any such fund is available in the then-current fund Prospectus.

Fees for Wrap Programs

A Wrap Program client typically pays the program Sponsor an annual fee ranging from 1 percent to 3 percent of the client's annual assets under management. In the event that a Wrap Program Sponsor engages Eagle to provide investment sub-advisory services to clients, Eagle's sub-advisory agreement with the Sponsor will specify the amount of Eagle's sub-advisory fee. In general, Eagle receives an annual fee ranging from 0.30 percent to 0.75 percent of the client assets managed by Eagle. Eagle and the Wrap Program Sponsor will negotiate the specific fee amount, which will depend on a number of factors, including the size of the Wrap Program and the particular Eagle investment strategy(ies) that the Wrap Program will offer to clients. The Wrap Program client does not pay any fees directly to Eagle; instead, the Sponsor pays Eagle's fee out of the proceeds of the "wrap fee" the client pays the Sponsor. In the event that Eagle's service to the Wrap Program is terminated before the end of a billing period, any pre-paid advisory fee will be refunded to the client on a pro-rata basis. A portion of the wrap fee that clients pay to the Wrap Program Sponsor is used to pay brokerage commissions incurred on securities traded within the client's account.

Fees for Unified Managed Account Programs ("UMA Programs")

Eagle charges a fee to each UMA Program Sponsor that enters into a contract. The Sponsor contracts with Eagle to use Eagle's model portfolios to assist the Sponsor in managing its client accounts. Eagle and the Sponsor usually negotiate the fee amount. The fee may vary depending on a number of factors, including the number of model portfolios that the Sponsor is purchasing and the total assets under management.

Retail Wrap Program Management Fees

Retail Wrap Account Program ("Wrap Program") Sponsors typically charge their clients an annualized asset-based fee ranging from 1.5 percent to 3.0 percent of assets under management. This fee may be negotiable, and the sub-advisory fee paid to Eagle as sub-advisor to these Wrap Programs may vary. For its services as a sub-advisor Eagle receives a management fee which is typically 0.50 percent of assets under management for equity accounts and 0.30 percent for fixed income accounts. These fees may vary for different Wrap Programs.

The Wrap Programs in which Eagle participates are listed in Eagle's Form ADV Part I, and Eagle's management fee should be described in each Sponsor's respective Schedule H or wrap brochure (also known as an appendix). Clients should receive a Sponsor's Schedule H or wrap brochure and direct any questions regarding the overall wrap fee, including Eagle's sub-advisory fee, to the Sponsor.

In Wrap Programs, Sponsors typically obtain information from clients regarding the clients' financial circumstances, risk profile and investment objectives. The Sponsor then consults with clients to determine the objective and the manager most suitable for each client's situation. The Sponsor has the primary responsibility for determining the suitability of client objectives. Eagle conducts a more limited suitability review based upon information the Sponsor provides.

Eagle also maintains some direct (i.e. not as sub-advisor in Wrap Program) relationships with retail clients. Such clients may be referred by financial advisors of unaffiliated brokerage firms, or they may be clients of Eagle's affiliated brokers. Management fees for these accounts typically range from 0.60 percent to 1.00 percent of assets under management for accounts with equity objectives, and from 0.30 percent to 0.50 percent of assets for fixed income accounts. In some instances, management fees for larger accounts may be discounted and certain clients may also aggregate related accounts to realize discounted management fees (see below). Eagle performs suitability reviews before opening accounts with direct retail clients.

Fees for Private Investment Funds

Eagle owns 51 percent of EB Management LLC which charges fees for the services it provides to certain Private Investment Funds listed below. These fees are generally not negotiable. As noted below, EB Management charges these fees either quarterly or monthly, and typically in arrears.

Eagle Aggressive Growth Partners I & II, L.P.

Net Assets Annual Fee (charged quarterly in advance) all assets 1.22 percent plus a performance fee (see below). In addition to the 1.22 percent base fee described above, EB Management charges investors in Eagle Aggressive Growth Partners I & II, L.P. ("EAGP") a performance fee equal to 20.0 percent of any net gain in the portfolio (realized and unrealized gains and losses; net of the asset-based fee).

General Information About Fees

Investment Management Consultants Referrals

Institutional clients often hire investment management consultants to search for investment managers, and these consultants often contact Eagle as a candidate. Some consultants are also service providers to investment managers including Eagle, with respect to industry data and other information. Although this is an apparent conflict of interest, Eagle believes that its purchase of such services from consultants is separate from and has no bearing on the consultants' activities in the conduct of their manager searches. Our purchase of these services is not a condition to be included in a manager search.

Retail Wrap Program Services

Eagle provides investment advisory services to retail clients, including individuals, Individual Retirement Accounts ("IRAs"), trusts and employee benefit plans. The majority of Eagle's retail business is generated through Eagle's participation as a sub-advisor in various Wrap Programs Sponsored by brokerage firms ("Sponsors") both affiliated and unaffiliated with Eagle.

A wrap fee is an asset-based fee charged by a Sponsor as compensation for its custody, brokerage and advisory services, and may include a sub-advisory fee paid to Eagle. Eagle also acts as a sub-advisor in Wrap Programs Sponsored by its affiliate, Raymond James & Associates, Inc. ("RJA"). Certain Sponsors, including RJA, ask Eagle to contribute to the Sponsor's cost of providing training and education to its registered representatives. This fee is usually based upon the assets under Eagle's management in the Wrap Program.

Refunds of Pre-Paid and Unearned Advisory Fees

Either party to Eagle's Advisory Contracts may typically terminate the contract at any time upon written notice to the other party. If an Advisory Contract is terminated, Eagle will promptly refund to the client any unearned and pre-paid advisory fees.

Portfolio Values for Fee Calculations

Calculation methods for each client type for asset-based fees owed and payable to Eagle are as follows:

Eagle Funds: The net asset value of each Eagle Fund is calculated each day that the NYSE is open for business, based on data provided to Eagle by the fund's custodian bank and by independent third party pricing vendors. This methodology is fully described in each Eagle Fund's Prospectus and reports to shareholders. An Eagle Fund's net asset value computed for each share class is calculated by adding the fair market value of the share class's investments, cash and other assets, then subtracting the share class's liabilities.

Institutional Separate Accounts (including unaffiliated registered investment companies): As set forth in the client's contract with Eagle, portfolio valuations are generally determined by either (i) the client's custodian or (ii) Eagle, using its own asset valuations. Eagle's valuations are generally based upon information Eagle receives from third party pricing vendors, and may be higher or lower than the portfolio valuation calculated by a custodian bank. If no pricing vendor information is available or Eagle does not agree with the vendor's valuation, Eagle uses various factors to determine a fair value.

Private Client Separate Accounts: Eagle generally determines portfolio valuations using its own asset valuations. These valuations are generally based upon information Eagle receives from third party pricing vendors, and may be higher or lower than the portfolio valuation calculated by a custodian bank. If no pricing vendor information is available or Eagle does not agree with the vendor's valuation, Eagle uses various factors to determine a fair value.

Wrap Programs: Asset valuation within Wrap Programs is typically determined by the Wrap Program's Sponsor or the Sponsor's agents or affiliates.

Additional Expenses

If Eagle invests a client's assets in a mutual fund, or exchange-traded fund, the client may incur additional expenses and fees as a shareholder of those mutual or exchange-traded funds. These additional expenses may include: advisory/management fees, distribution fees, administrative expenses and other fund operating expenses. Clients wishing to obtain more information about the fees and expenses that may apply due to investing in mutual funds or exchange-traded funds should contact Eagle. Clients may also obtain more information by reviewing the relevant prospectus(es) for the underlying mutual funds or exchange-traded funds in which the clients' assets are invested. Attention is also directed to Item 12, below, for additional information about the types of brokerage and other transaction costs that Eagle's clients may incur.

Services to Family and Friends of Eagle

Eagle may provide portfolio management services to certain family members or friends of Eagle's principals without charge, or for fee rates that are lower than the rates available to other clients. Eagle's employees are also eligible to invest in EAGP despite the fact that Eagle's employees may not otherwise satisfy the eligibility requirements for investment in those Private Investment Funds.

Tax Implications; Liquidation of Existing Positions upon Transition to Eagle

Unless Eagle is otherwise directed by a client pursuant to a contract, Eagle will liquidate all securities deposited into an account if the securities are not suitable or consistent with Eagle's investment models for a particular strategy. Eagle will then re-allocate the cash resulting from the liquidations according to the Eagle strategy the client selected. Eagle does not consider a client's tax consequences when liquidating securities deposited into an account that it will manage.

ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Some institutional clients have entered into performance fee arrangements with Eagle. Eagle offers performance fee arrangements when allowed by law. A performance fee arrangement is a method of compensating an investment adviser on the basis of a share of the gains or appreciation of the assets under management. Eagle requires that performance fee accounts have a minimum account size of \$2 million. The fee structure consists of a base fee and a performance fee. The base fee for equity and fixed income objectives is negotiable and the performance fee, if earned, will be calculated as follows:

The typical annual performance fee will be equal to 25 percent to 35 percent of the amount, if any, by which the fair market value (as described below) of the assets held in an Eagle account exceeds an assumed amount equal to the value such assets would have held had the value of the account on its inception date been invested in the appropriate index (with dividends reinvested) for the client's particular account objective, (e.g., the Standard & Poor's 500 Index ("S&P 500 Index") for the Large Cap Core objectives; the Russell 2000 Index for the Small Cap Growth objective; and the Barclays Capital Intermediate Government/Credit Index (formerly the Lehman Brothers Intermediate Government/Credit Index), for the High Quality Taxable objective. (Note: The S & P 500 Index covers 500 industrial, utility, transportation and financial companies of the U.S. markets, and it represents about 75 percent of NYSE market capitalization and 30 percent of NYSE issues. The Russell 2000 Index consists of 2,000 U.S. companies and is a widely used measure of small-capitalization stock performance. The Barclays Capital Intermediate Government/Credit Index represents the intermediate component of the U.S. Government/Credit Index. The Government/Credit Index includes securities in the Government and Credit Indices. The Government Index includes treasuries (i.e., public obligations of the U.S. Treasury that have remaining maturities of more than one year) and agencies (i.e., publicly issued debt of U.S. Government agencies, quasi-federal corporations and corporate or foreign debt guaranteed by the U.S. Government). The Credit Index includes publicly issued U.S. corporate and foreign debentures and secured notes that meet specified maturity, liquidity, and quality requirements.) The performance fee for a given year will be the cumulative performance fee from the account's inception date less the total amount of performance fees paid in prior years. If the cumulative performance fee is less than the total amount of performance fees paid with respect to prior years, no fee refund will be due to the client.

The fee arrangement described above may be perceived as providing an incentive for Eagle to seek to maximize the investment return by making investments that are subject to greater risk, or are more speculative than would be the case if Eagle's compensation were not based upon the investment return. Eagle's performance is contingent upon the return experienced by the client, which is computed based upon unrealized and realized appreciation of assets in the client's account. Accounts participating in a performance fee arrangement may pay Eagle more compensation when compared to standard fee rates. Performance fee arrangements may not be available for all asset classes and must be approved by Eagle on a case-by-case basis. Performance fee rates are negotiable. A client may negotiate the base fee rate, performance fee rate, the index used to calculate the performance fee, or the use of no index in calculating the performance fee.

Any performance fee that Eagle charges is intended to comply with Eagle's Investment Advisory Agreements Policy and Rule 205-3 requirements under the Investment Advisers Act of 1940 (the "Adviser's Act"). Eagle may also be perceived to have an incentive to favor accounts which it charges a performance fee over other types of client accounts by allocating more profitable investments to performance fee accounts or by devoting more resources toward the

accounts' management. Eagle seeks to mitigate the potential conflicts of interest which may arise from managing accounts that bear a performance fee by monitoring and diligently enforcing its policies and procedures, including those related to investment allocation, and complying with its Investment Advisory Agreements Policy and Rule 205-3 as stated above.

Performance Fee – Account Valuation Methodology

Fair market value for purposes of computing Eagle's compensation, if any, is determined by valuing the assets as follows:

- Cash and cash equivalents shall be valued at face amount.
- Notes, bonds and other debt instruments' current market value shall be determined on the basis of market quotations, or, if such quotations are not readily available, market value will be determined based on coupon, maturity, rating, liquidity, industry factors, company factors and management.
- Common stock and other equity securities shall have a value equal to their respective closing prices as quoted by the NYSE or the NASDAQ Stock Exchange ("NASDAQ") system on the last business day preceding the day on which fair market value is being determined.
- Interest and dividends shall be accrued to the last business day preceding the day on which fair market value is being determined.

If a performance fee agreement is terminated prior to one year from the agreement's inception date, Eagle's fee shall be equal to the standard management fee rates set forth in item 4 above based on the objective from inception to the termination date, less base fee payments. Eagle will request the custodian to deduct its compensation from the assets prior to returning the assets to the client.

ITEM 7 – TYPES OF CLIENTS

Eagle provides portfolio management services to the types of clients described below. Where relevant, this disclosure also includes information about the minimum account size necessary to open and maintain each type of client account. See Item 5, above, for a discussion of Eagle's compensation for managing each of the following types of client accounts.

Institutional Separate Accounts

Eagle provides portfolio management services to Institutional Separate Accounts. Eagle's management of the institutional client's separate account will be consistent with the particular investment strategy or strategies the client selected for that account. Clients may impose certain limitations or restrictions on Eagle's discretionary authority. However, Eagle reserves the right not to enter into a contract with a prospective client, or to terminate an agreement with

an existing client, if the proposed limitation or restriction is likely in Eagle's opinion to impair its ability to provide services to a client or is otherwise believed by Eagle to be administratively or practically infeasible. The menu of investment strategies which Eagle may make available to Institutional Separate Account clients is shown below. A brief description of each strategy's investment objective(s), along with the investment strategies used to achieve the objective and the material risks associated with such investment strategies, is provided in response to Item 8, below. Additional detail about each strategy may be obtained at no charge by contacting Eagle at 800.237.3101.

Equity Strategies

Small Cap Growth
 Small/Mid Cap Core
 Mid Cap Growth
 Mid Cap Core
 Value
 All Cap Value
 Equity Income
 Large Cap Core

Fixed Income Strategies

Government Securities
 High Quality Taxable
 High Quality Tax-Free
 Special Fixed Income
 Core Fixed

The account minimum for an institutional client separate account is \$2 million. Eagle reserves the right in its sole discretion to waive account minimums in certain circumstances.

Retail Private Client Separate Accounts

From time to time, Eagle may also provide portfolio management services to private clients. Eagle will manage a private client's separate account consistent with the particular investment strategy or strategies the client selected for that account. Clients may impose certain limitations or restrictions on Eagle's exercise of its discretionary authority. However, Eagle reserves the right not to enter into a contract with a prospective client, or to terminate an agreement with an existing client, if the proposed limitation or restriction is likely in Eagle's opinion to impair its ability to provide services to a client or Eagle otherwise believes to be administratively or practically infeasible. The menu of investment strategies which Eagle may make available to Private Client Separate Account clients is shown below in item 8. A brief description of each strategy's investment objective(s), along with the investment strategies used to achieve the objective and the material risks associated with such investment strategies, is provided in response to Item 8, below. Additional detail about each strategy can be obtained at no charge by contacting Eagle at 800.237.3101, or on Eagle's website at eagleasset.com.

The account minimum for a Private Client Separate Account invested in an equity strategy is typically \$100,000. The account minimum for a Private Client Separate Account invested in a fixed income strategy ranges from \$2 million to \$5 million, depending on the strategy selected. Eagle reserves the right in its sole discretion to waive account minimums in certain circumstances.

Eagle Funds

Eagle is the investment adviser and administrator to the Eagle Funds, which are diversified, open-end management investment companies registered under the Investment Company Act of 1940 (“1940 Act”):

Eagle Small Cap Growth Fund

Eagle Small Cap Core Value Fund (*effective March 1, 2012, the name will change to the “Eagle Smaller Company Fund”*)

Eagle Mid Cap Growth Fund

Eagle Mid Cap Stock Fund

Eagle Capital Appreciation Fund

Eagle Large Cap Core Fund (*to be reorganized as the Eagle Growth & Income Fund effective January 20, 2012*)

Eagle Growth & Income Fund

Eagle Investment Grade Bond Fund

Eagle International Equity Fund

Eagle’s services to each Fund are supervised by the governing board of the Trust, currently comprised of eight Trustees. Additional information about each Fund, including the services that Eagle provides and the Funds’ investment objectives, strategies and risks, can be found in the Fund’s prospectuses and statements of additional information. Those documents are publicly available through Eagle’s website (eagleasset.com) or through the EDGAR database on the SEC’s website (sec.gov) and may be obtained free of charge by contacting the Eagle Funds at 800.237.3101.

Sub-Advisor to Unaffiliated Investment Companies

Eagle provides portfolio management services on a sub-advisory basis to a number of unaffiliated mutual funds. Eagle will enter into a sub-advisory agreement with the principal investment adviser for the mutual fund. The same investment strategies menu available to Institutional Separate Account clients as itemized above is available to sub-advised mutual funds. Account minimums for sub-advised mutual funds vary.

Wrap Programs

Eagle has been retained as an investment manager under a number of Wrap Programs Sponsored by certain unaffiliated Sponsors. In a typical Wrap Program arrangement, the client enters into an investment advisory agreement with the Sponsor, and the Sponsor enters into a sub-advisory agreement with Eagle. The Sponsor pays Eagle’s investment advisory fee out of the fee that the Sponsor collects from the client.

The Sponsor retains responsibility for determining that Eagle’s portfolio management services are suitable for a particular client. The Sponsor also remains responsible for monitoring and evaluating Eagle’s performance on the client’s behalf, for executing brokerage transactions within the client’s account and for providing custodial services for the client’s assets. Eagle’s sub-advisory agreement with a Wrap Program Sponsor typically provides that Eagle will maintain exclusive investment discretion over the purchase and sale of securities and other investments within the client’s account, consistent with the

particular investment strategy the client selected, and the capabilities of the client’s custodian. The investment strategies Eagle makes available to Wrap Program clients vary from one Wrap Program to another; currently, not all of Eagle’s strategies are available in every Wrap Program. Each Wrap Program Sponsor imposes a minimum account size to open and maintain an account. Typical Wrap Program account minimums range from \$50,000 to \$100,000 for equity strategies and from \$200,000 to \$300,000 for fixed income strategies. Eagle reserves the right in its sole discretion to waive account minimums in certain circumstances.

For a complete list of the Wrap Programs in which Eagle may participate, see Eagle’s Form ADV Part I available on the SEC’s web site, adviserinfo.sec.gov, or by contacting Eagle’s Chief Compliance Officer at 800.237.3101, or visiting eagleasset.com/contact.

Unified Managed Account (“UMA”) Programs

Eagle offers model portfolios to UMA Program Sponsors for a fee. These UMA Program Sponsors use Eagle’s model portfolios as one input in developing the Sponsors’ investment recommendations to their clients and managing their clients’ accounts. When a UMA Program Sponsor engages Eagle, Eagle constructs model portfolios that correspond to each Eagle investment strategy selected by the Sponsor. Eagle provides the UMA Program Sponsor with reports identifying Eagle’s recommendations as to the securities to be purchased, sold and held from time to time in each UMA Program account, as well as the percentage of the model portfolio that would be invested in each security. Eagle provides this information to the UMA Program Sponsor at or near the same time Eagle updates its model portfolios. UMA Program Sponsors retain sole authority and responsibility for managing their clients’ accounts. Each UMA Program Sponsor provides individualized investment advice and portfolio management services to its clients, and may or may not decide to implement any or all of Eagle’s recommendations as to the securities and other property to be held within an account. In the event that a UMA Program Sponsor determines to follow Eagle’s recommendation regarding the purchase or sale of any securities or other investments, the UMA Program Sponsor may purchase and sell those investments within its clients’ accounts at the same time, prior to, or after Eagle purchases and sells those investments within the corresponding Eagle strategy. The resulting UMA Program Sponsor’s trading activity could have a positive or negative impact on Eagle’s ability to execute trades for Eagle’s clients. This is because the UMA Program Sponsor’s trading activity may affect the availability of securities in the marketplace and the securities’ prices. Eagle mitigates the potential effect of this trading activity by pursuing the practices described in “Trade Rotation” under Item 12, below.

Private Investment Funds

Eagle Aggressive Growth Partners I, LP (“EAGPI”) and Eagle Aggressive Growth Partners II, LP (“EAGPII”) are Private Investment Funds formed for investment purposes. EB Management I, LLC (“the Partnership”) acts as general partner to both EAGPI and EAGPII. Eagle holds a 51 percent ownership interest in the Part-

nership and provides administrative and investment research services for the Partnership. Certain Eagle officers and employees have investment interests in the Partnership. Limited partnership units in EAGPI and EAGPII are not registered with the SEC (i.e., Private Investment Funds).

Investors in EAGPI must be “accredited investors” as defined in Regulation D of the Securities Act of 1933, as amended. EAGPII investors must be “qualified purchasers” within the meaning of Section 2(a)(51) of the 1940 Act. Each Private Investment Fund imposes the following minimum account size to open and maintain an account:

EAGPI: \$250,000

EAGPII: \$2.5 million

Eagle reserves the right in its sole discretion to waive account minimums in certain circumstances.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Eagle’s investment programs are listed below along with a brief description of each investment objective’s general investment strategies typically used in managing the assets including the methods of analysis, and the material risks associated with investing in the objective. There is no guarantee that a particular strategy will meet its investment goals. Additionally, the investment strategies and techniques Eagle uses within a given strategy will vary over time depending on various factors. Eagle may give advice and take action for clients which differs from advice given or the timing or nature of action taken for other clients with different objectives. Eagle is not obligated to initiate transactions for clients in any security which its principals, affiliates or employees may purchase or sell for their own accounts or for other clients.

Eagle generally manages accounts with full investment discretion. However, clients may place reasonable restrictions on the management of their accounts. Clients may also direct Eagle to sell, or to avoid selling, particular securities for the purpose of realizing a capital loss or avoiding a capital gain.

Summaries of investment objectives, principal investment strategies and material risks provided below are necessarily limited, and are presented for general information purposes in accordance with regulatory requirements. Consequently, these summaries are in all instances qualified and superseded by the descriptions of objectives, strategies and risks, portfolio reports, and other communications which are provided to each client in connection with the creation and maintenance of the client’s own account with Eagle. Additional detail about each strategy can be obtained at no charge by contacting Eagle at 800.237.3101.

Investing in securities involves the risk of monetary loss, and clients investing their money with Eagle should be prepared to bear that loss. None of the strategies for which Eagle provides portfolio management services is a deposit in any bank, nor are those investment vehicles

insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

Equity Strategies - Objectives, Principal Investment Strategies and Material Risks

Note: The narrative discussion of each equity strategy includes a list of the material risks that may be associated with an investment in that strategy. A description of each of the named risks is included at the end of this Item 8, following the narrative discussion of all of the equity and fixed income strategies.

Investment Programs

Eagle provides investment advice to clients for the following principal objectives:

Objective	Manager(s)	Institutional or Platform
EQUITY		
Large Cap Core	Richard Skeppstrom, John "Jay" Jordan, Craig Dauer, Robert Marshall	Both
Large Cap Value Equity	Edmund Cowart, David Blount, John Pandtler	Both
All Cap	Edmund Cowart, David Blount, John Pandtler	Both
Mid Cap Core	Todd McCallister, Stacey Serafini Thomas	Institutional
Mid Cap Growth	Bert Boksen, Eric Mintz, Chris Sassouni	Institutional
Small/Mid Cap Core	Todd McCallister, Stacey Serafini Thomas, Scott Renner	Retail
Small Cap Core	Todd McCallister, Stacey Serafini Thomas	Institutional
Small Cap Growth	Bert Boksen, Eric Mintz	Both
Equity Income	David Blount, Edmund Cowart, John Pandtler	Both
SELECT BALANCED**		
Strategic Income	Equity: David Blount, Edmund Cowart, John Pandtler	Retail
FIXED INCOME		
Government Securities	James Camp, Burt Mulford, Sheila King, Joe Jackson	Both
High Quality Tax-Free*	James Camp, Burt Mulford, Sheila King, Joe Jackson	Both
Special Fixed Income [†] (Must Have Municipal Bonds)	James Camp, Burt Mulford, Sheila King, Joe Jackson	Retail
Core Fixed Income*	James Camp, Burt Mulford, Sheila King, Joe Jackson	Both

NOTE: Upon a portfolio manager's termination of employment, or reassignment to other duties, Eagle may appoint a new portfolio manager without prior or any notice to clients.

* *This objective may not be available through certain broker-dealers.*

***Includes combination of an Equity objective and a Fixed Income objective.*

+ *When retail clients select the Special Fixed Income objective, they must indicate their tax rate, state of residence, and whether they will allow high yield securities in their portfolio.*

Occasionally, Eagle may manage accounts with investment objectives or investment styles different from those listed above. In such cases, the client will receive a description of the objective.

Suitability Considerations For Institutional Clients

Institutional clients who select certain equity objectives, specifically, Small Cap Growth, Mid Cap Growth, Mid Cap Core, Small/Mid Cap Core and Small Cap Core, should bear in mind that these objectives may have high turnover ratios. Thus, the potential for high volatility and increased transaction costs (including increased brokerage and taxes) exists for these objectives.

Suitability Guidelines For Retail Platform Clients

Eagle's investment programs for retail clients range from fixed income objectives with more conservative goals to equity objectives with more aggressive goals. The equity investor's primary goal should be to maximize long-term returns with great importance attached to capital appreciation and relatively little emphasis on current income. Conversely, the fixed income investor's primary goal should be to generate income while conserving principal. Equity securities generally have a greater potential for both reward and risk while fixed income securities offer more modest rewards with correspondingly less risk. Investing in securities carries with it the risk of loss of capital. Eagle generally imposes a minimum dollar amount of \$100,000 worth of assets for retail equity accounts and \$200,000 worth of assets for retail fixed income accounts. Eagle reserves the right in its sole discretion to waive account minimums in certain circumstances.

Below is a description of the investment objectives Eagle offers.

Equity Objectives

Investment Objective(s): Long-term capital growth.

Principal Investment Strategies: Investors considering any one of Eagle's equity objectives should recognize that equity objectives managed primarily to achieve capital appreciation are managed more aggressively than objectives managed primarily to achieve income. An equity investor's time horizon should generally be long-term – at least three years.

Investors considering the Large Cap Value Equity, Small Cap Growth, Small/Mid Cap Core, and Mid Cap Growth objectives should recognize that the issuers of securities selected for these objec-

tives may not have the business experience, or they may be businesses that are still evolving when compared to issuers of securities selected for the Large Cap Core or Large Cap Value objectives. The securities selected for these objectives will typically be more speculative and thus have greater potential for capital loss.

Additionally, securities selected for the Small Cap Growth and Small/Mid Cap Core objectives may be less liquid, i.e., have less trading volume and greater spreads between the purchase and sale price of the securities, and thus may experience greater market volatility than securities with larger market capitalizations.

Investors in Large Cap Value, Small Cap Growth, Small/Mid Cap Core and Mid Cap Growth objectives, due to the more aggressive and volatile nature of these objectives, should generally have a higher tolerance for risk and the possibility of capital loss than investors in the Large Cap Core and Large Cap Value objectives.

Material Risks: Management Risk; Market and Economic Risk; Risks Affecting Specific Issuers; Smaller Company Risk; Foreign Investment Risk; Credit Risk; Interest Rate Risk; Liquidity Risk.

Equity Income (Equity Income)

Investment Objective(s): Capital appreciation and Income.

Principal Investment Strategies The primary goal of the Equity Income investor should be capital appreciation and income, with more emphasis on capital appreciation. The objective is managed not only to capture some or most of the gains during general market advances, but also to cushion losses with income in general market declines. Thus the Equity Income objective is somewhat less aggressive than the Equity objectives. The Equity Income investor should have a moderate tolerance for short-term volatility, and the investor's time horizon should be similar to an Equity investor.

Material Risks: Management Risk; Market and Economic Risk; Risks Affecting Specific Issuers; Foreign Investment Risk; Credit Risk; Interest Rate Risk.

Balanced (Strategic Income, Select Balance)

Investment Objective(s): Capital appreciation and Income.

Principal Investment Strategies: This objective's primary goal is to balance capital appreciation and income with more emphasis on income, whereas the Equity Income objective emphasizes capital appreciation. The Select Balanced account's equity portion is designed to accept some market risk and keep current with inflation.

An investor in the Select Balanced objective should be willing to accept some periods of negative returns, although the investor's risk and volatility tolerance should be less than an investor choosing an Equity or Equity Income objective. A Select Balanced investor should have a medium to long-term investment time horizon.

Fixed Income

The Fixed Income objectives are generally more conservative than the Equity objectives. The primary goal of these objectives is to generate current income while conserving principal.

The Fixed Income investor generally seeks consistent returns with lower risk. Because of the objective's less volatile nature, the Fixed Income investor may have a shorter investment time horizon than Equity and Balanced investors. This objective also accommodates investors with longer time horizons. Fixed Income investments, although generally less volatile than equity investments, may lose value and may result in loss of investment.

High yield corporate bonds and/or convertible securities provide some growth for the objective and consequently carry more risk – therefore a greater likelihood for loss of capital. The investor who allocates a portion of account assets to these securities should be more aggressive and willing to tolerate additional volatility.

Model Portfolio Programs and Services

Eagle provides certain advisers and financial intermediaries with model portfolio services. Eagle provides these services to investment managers in a non-discretionary capacity. Eagle and the investment managers negotiate the fees depending on the specific services provided. Eagle amends and updates the model portfolio(s) from time to time similar to other portfolio strategies it manages for other discretionary clients.

Asset Allocation Program - Institutional

Eagle offers this program to certain institutional clients. This program includes account asset allocation models with periodic rebalancing between different investment objectives /asset classes, including investment objectives offered by affiliated investment advisers and certain Exchange Traded Funds. The program includes quarterly asset allocation reviews and annual model optimization evaluation.

	Fixed Income	U.S. Large Cap Equity	U.S. Equity Income	U.S. Small Cap Equity	International Equity
CONSERVATIVE					
Domestic	40% to 55%	20% to 35%	10% to 20%	5% to 20%	N/A
With International	40% to 55%	20% to 35%	10% to 20%	5% to 20%	5% to 20%
BALANCED					
Domestic	40% to 55%	20% to 35%	10% to 25%	5% to 20%	N/A
With International	35% to 45%	20% to 40%	10% to 25%	N/A	5% to 20%
GROWTH ORIENTED					
Domestic	25% to 35%	30% to 40%	10% to 20%	5% to 20%	N/A
With International	25% to 35%	30% to 45%	10% to 25%	10% to 25%	5% to 20%

Asset Allocation Program – Retail

Strategic Income

The Eagle Strategic Income Portfolio is a risk-focused investment program designed to produce income as well as the potential for capital appreciation. The Strategic Income Portfolio balances higher-yielding equity and fixed-income securities in an actively managed account. This is not simply a traditional balanced account with a relatively static ratio of stocks and bonds. Instead, Strategic Income is a dynamically managed portfolio utilizing Eagle's Equity Income and Fixed Income teams.

Descriptions of Material Risks

Credit Risk – If debt obligations held by an account are downgraded by ratings agencies, go into default, or if management action, legislation or other government action reduces the issuers' ability to pay principal and interest when due, the obligations' value may decline and an account's value may be reduced. Because the ability of an issuer of a lower-rated or unrated obligation (including particularly "junk" or "high yield" bonds) to pay principal and interest when due is typically less certain than for an issuer of a higher-rated obligation, lower-rated and unrated obligations are generally more vulnerable than higher-rated obligations to default, ratings downgrades, and liquidity risk. Political, economic and other factors also may adversely affect governmental issues.

Derivatives Risk – An account's investments in derivatives involve risks associated with the securities or other assets underlying the derivatives, as well as risks different or greater than the risks affecting the underlying assets. Risk unassociated with the underlying assets include the inability or unwillingness of the other party to a derivative to perform its obligations to an account, an account's inability or delay in selling or closing positions in derivatives and difficulties in valuing derivatives.

Foreign Investment Risk – Investments in securities of foreign issuers may involve risks including adverse fluctuations in currency exchange rates, political instability, confiscations, taxes or restrictions on currency exchange, difficulty in selling foreign investments and reduced legal protection. These risks may be more pronounced for investments in developing countries.

Interest Rate Risk – When interest rates increase, the value of the account's investments may decline and the account's share value may decrease. This effect is typically more pronounced for intermediate and longer-term obligations. This effect is also typically more pronounced for mortgage and other asset-backed securities, since value may fluctuate more significantly in response to interest rate changes. When interest rates decrease, the account's current income may decline.

Liquidity Risk – Due to a lack of demand in the marketplace or other factors, an account may not be able to sell some or all of the investments promptly, or may only be able to sell investments at less-than-desired prices.

Management Risk – Eagle client accounts are actively managed portfolios. The account’s value may decrease if Eagle pursues unsuccessful investments or fails to correctly identify risks affecting the broad economy or specific issuers comprising the accounts.

Market and Economic Risk – An account’s investment value may decline due to changes in general economic and market conditions. A security’s value held in an account may change in response to developments affecting entire economies, markets or industries, including changes in interest rates, political and legal developments and general market volatility.

Prepayment Risk – Decreases in market interest rates may result in prepayments of obligations in the account, requiring the account to reinvest at lower interest rates.

Real Estate Risk – An account’s investments in real estate investment trusts (“REITs”) are subject to risks affecting real estate investments generally (including market conditions, competition, property obsolescence, changes in interest rates and casualty to real estate), as well as risks specifically affecting REITs (the quality and skill of REIT management and the REIT’s internal expenses).

Risks Affecting Specific Issuers – The value of an equity security or debt obligation may decline in response to developments affecting the specific issuer of the security or obligation, even if the overall industry or economy is unaffected. These developments may comprise a variety of factors, including but not limited to management issues or other corporate disruption, political factors adversely affecting governmental issuers, a decline in revenues or profitability, an increase in costs or an adverse effect on the issuer’s competitive position.

Smaller Company Risk – Investments in smaller companies may involve additional risks because of limited product lines, limited access to markets and financial resources, greater vulnerability to competition and changes in markets, lack of management depth, increased volatility in share price, and possible difficulties in valuing or selling the investments.

Structured Products Risk – An account’s investments in structured finance arrangements, including Collateralized Mortgage Obligations (CMOs), Collateralized Debt Obligations (CDOs) and Collateralized Loan Obligations (CLOs), involve the risks associated with the underlying pool of securities or other assets, as well as risks different or greater than the risks affecting the underlying assets. In particular, these investments may be less liquid than other debt obligations, making it difficult for an account to value its investment or sell the investment in a timely manner or at an acceptable price.

ITEM 9 – DISCIPLINARY INFORMATION

Neither Eagle, nor any of its management persons, has been the subject of any material legal or disciplinary action.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Eagle is an investment adviser registered with the Securities and Exchange Commission. Eagle is a subsidiary of Raymond James Financial, Inc. (NYSE-RJF), a publicly owned company. RJF is a diversified financial services holding company whose subsidiaries engage primarily in securities brokerage, investment banking, asset management and banking services. Its three principal wholly owned broker-dealer subsidiaries are Raymond James & Associates, Inc. (RJA), Raymond James Financial Services, Inc. (RJFS), and Raymond James Limited.

RJA and RJFS (and its affiliate Raymond James Financial Services Advisors, Inc.) are registered with the SEC as broker-dealers and investment advisers and are FINRA members. RJA is a member of the New York, American, Chicago, Philadelphia, and Boston stock exchanges and the Chicago Board Options Exchange. Eagle serves as a sub-advisor for two RJA Sponsored Wrap Programs - Raymond James Consulting Services and Eagle High Net Worth programs. RJF and RJA may perform certain administrative services for Eagle.

RJA engages in investment banking activities and may work with companies that issue securities Eagle may be trading. Since Eagle and RJA are affiliates, this may appear to be a conflict of interest. The potential conflict of interest is mitigated by RJA’s “Chinese Wall” policies and procedures which prevent information from being disseminated to parties outside the Investment Banking division. In addition to RJA’s Chinese Wall procedures, Eagle has insider trading policies and procedures which are designed to prevent and detect any misuse of non-public information.

As described above, Eagle is the investment adviser and administrator to the Eagle Funds.

Eagle Fund Distributors, Inc. (“EFD”) is Eagle’s wholly owned subsidiary. EFD is the Eagle Funds’ principal underwriter and distributor. In addition to selling Eagle Fund shares to its clients, EFD enters into selling agreements with affiliated and unaffiliated broker-dealers and other financial intermediaries to distribute and provide other services relative to the purchase of these shares.

Eagle Fund Services, Inc. (“EFS”) is Eagle’s wholly owned subsidiary. EFS provides certain shareholder services for the Eagle Funds in conjunction with J.P. Morgan Investor Services Co., the transfer and dividend disbursing agent for the Eagle Funds.

Eagle Boston is Eagle’s wholly owned subsidiary. Eagle Boston is an investment adviser registered with the SEC. Eagle Boston acts as investment adviser to individuals, corporations, foundations, pension and profit sharing plans, and state and municipal government entities. Eagle Boston also acts as sub-advisor to various investment companies and wrap programs with unaffiliated broker-dealers. Eagle provides certain administrative, marketing and compliance services to Eagle Boston for a monthly fee. In addition, some Eagle employees performing functions such as portfolio trading and trading operations are also employees of Eagle Boston.

EB Management I, LLC, an investment adviser which acts as General Partner to Aggressive Growth Partners I, LP (“Partnership”), which was formed for investment purposes. Eagle holds an ownership interest in EB Management I, LLC and provides administrative and investment research services for the Partnership. Certain officers and employees of Eagle have investment interests in the Partnership.

Eagle is affiliated with Raymond James Bank, FSB (“RJ Bank”), which is also a wholly owned subsidiary of RJF. RJ Bank offers a full range of banking services. Eagle provides advisory services to RJ Bank.

With respect to cash reserves of accounts Eagle advises, the client and/or the custodian (not Eagle), will determine where cash reserves are held. Where an unaffiliated third party acts as custodian of account assets, the client and/or the custodian will determine where cash reserves are held.

In accounts for which RJA acts as custodian, RJA will determine where cash reserves are held. The custodian may offer one or multiple options to different account types (such as non-taxable and managed accounts) which may be included in a program which automatically transfers balances to a cash reserve (“Sweep Program”). The custodian may, among other things, consider terms and conditions, risks and features, conflicts of interest, current interest rates, how future interest rates will be determined and the nature and extent of insurance coverage (such as deposit protection from the Federal Deposit Insurance Corporation (“FDIC”) and the Securities Investor Protection Corporation). The custodian may add or remove an investment option at any time by providing the client with thirty (30) days advance written notice of such change, modification or amendment. Sweep Program options include the RJ Bank Deposit Program (“RJBDP”), the RJA Credit Interest Program (“CIP”), which RJA sponsors, and a proprietary class of money market funds (the “Eagle Class – J.P. Morgan Money Market Funds”) of the JP Morgan Prime Money Market Fund and the JPMorgan Tax Free Money Market Fund. Eagle offers this proprietary class which J. P. Morgan Investment Management, Inc. (“JPMorgan”) manages. Clients selecting the RJBDP option are responsible for monitoring the total amount of deposits held at each bank in order to determine the extent of FDIC insurance coverage available. RJ Bank/RJA is not responsible for any insured or uninsured portion of client deposits at any bank. RJ Bank’s (an RJA affiliate) interest rate on its Sweep Program options may differ from the yield on the Eagle Class – J.P. Morgan Money Market Funds and CIP, but RJ Bank generally earns more than the interest it pays on such balances. Eagle offers the Eagle Class – J.P. Morgan Money Market Funds through an agreement with JPMorgan which compensates Eagle, its affiliates and RJA for, among other things, distribution costs, shareholder record-keeping activities, Eagle’s ongoing oversight of the services provided, and the coordination and administration of the Eagle Class – J.P. Morgan Money Market Fund. RJ Bank generally earns a higher rate of interest on CIP balances than the interest rate it pays on such balances. The income Eagle, its affiliates, and RJ Bank earns, is in addition to the asset based fees that RJ Bank receives from these accounts.

In RJA’s Sweep Program, cash balances arising from the sale of securities, redemptions of debt securities, dividend and interest payments, and funds received from customers are invested automatically on a daily basis. When securities are sold, funds are deposited on the day after settlement date. Funds placed in a client’s account by personal check usually will not be invested until the second business day following the day that the deposit is credited to the client’s account. Due to these practices, RJA may obtain federal funds prior to the date that deposits are credited to client accounts and may realize some benefit because of this.

For further information please refer to the Sweep Programs disclosure statement, which is available from your financial advisor or on the Raymond James Financial public website, raymondjames.com.

Certain Eagle employees act as RJA registered representatives when there are mutual clients. These employees may receive additional compensation as registered representatives. Eagle’s policy is to ensure that its investment advisory clients’ interests receive the highest priority. Such employees may recommend that a brokerage client invest in an Eagle account. The employee’s compensation may be based, in part, on revenues Eagle earns in connection with the management of these new accounts; thus, the employee may have an incentive to recommend that a client invest in an Eagle account. In such a situation, Eagle will manage an account only when it is assured that the objective is suitable for the client and no conflict of interest exists upon review of the client’s investor profile.

In addition to compensation arrangements discussed in Items 5 and 6, Eagle and its affiliates make certain intercompany payments to compensate each other for performing various administrative services, which may be terminated, modified or suspended at any time.

Potential Conflicts of Interest

Eagle’s services for the Eagle Funds or for the Private Funds may be perceived to create potential conflicts of interest. These potential conflicts are identified in Item 5, Fees and Compensation under “Fees for Private Investment Funds,” and Item 6, Performance-Based Fees and Side-By-Side Management.

RJA and other RJF subsidiaries act as general partners of partnerships for which Eagle clients may be solicited as limited partners. Eagle does not invest assets of clients’ accounts in such limited partnerships. Officers and employees of RJF and its subsidiaries may have investment interest in such investment partnerships.

ITEM- 11 – CODE OF ETHICS, PARTICIPATION OF INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Eagle has established a Code of Ethics and Insider Trading Policy and Procedure which details personal trading guidelines and restrictions. These guidelines and restrictions must be followed for all transactions (purchase and sale) in all Eagle employee, employee family members (including the spouse, minor children and adults living in the same household as the employee) accounts, and Trusts of which they are the trustee or in which they have a beneficial interest. Eagle employees, must pre-clear all personal securities transactions which includes open end mutual funds Eagle performs investment advisory services as either an advisor or sub-advisor. The only exceptions to pre-clearing are options on a broad-based, publicly traded market basket or index of stocks (e.g. S&P 500 index); and U.S. Government Securities.

Eagle employees may, on occasion, buy or sell securities for themselves that Eagle recommends or buys or sells for their client portfolios. However, such transactions may not be effected when they are adverse to clients' interests. Eagle employees may not buy or sell securities for their own account until transactions of securities in clients' accounts are completed. Obtaining pre-clearance for a trade does not guarantee that the trade will not be reversed later should a portfolio manager effect a subsequent trade in the same security, even if the "access person" had no knowledge of the portfolio manager's intent to effect that trade. All employees are prohibited from acquiring securities in any initial public offering.

Eagle employees must forward copies of confirmations for their brokerage accounts and accounts of immediate family members living in the same household to the designated Compliance Officer. Confirmations will be cross referenced against the pre-clearance log to verify approval. Employees must submit required quarterly reports of securities transactions (or furnish brokerage statements) and must certify, at least annually, receipt of and compliance with the Code of Ethics and Insider Trading Policy and Procedure. For a copy of the Eagle Code of Ethics and Insider Trading Policy and Procedure please call 800.237.3101 or write to: Eagle Compliance, 880 Carillon Parkway, PO Box 10520, St. Petersburg Florida, 33716.

Cross-Trading Policy

RJA is Eagle's affiliate and, as principal, buys securities for itself from or sells securities it owns to its clients. In no instance will RJA act as principal in transactions involving Eagle's managed accounts. As a broker-dealer, clients often use RJA to execute portfolio transactions. These transactions are governed by SEC regulation regarding disclosure requirements, best execution and other requirements. On occasion, Eagle may effect a transaction through RJA in which RJA acts as broker for both the Eagle client and the other party to the transaction, also known as a cross transaction. In such instances, Eagle will obtain consent from the client, and it will disclose all material information concerning the transaction to the client, in accordance with the requirements of Rule 206(3)-2 under the Advisers Act.

On occasion, RJA recommends to its clients that they buy or sell securities which RJA has an interest in as a market maker or general partner. In no such instances will RJA act as principal in any transactions involving Eagle accounts. The cash portion of an Eagle account may be swept to RJ Bank in an interest bearing account. See Item 8, above.

RJA buys or sells securities on its own behalf that it recommends to its clients. Eagle employees may purchase securities for their own accounts which Eagle recommends or purchase for clients.

Eagle has adopted a Cross-Trading Policy to address any potential conflicts which might arise from effecting trades between client accounts. This policy prohibits Eagle from purchasing or selling investments from or to clients for its own account, and prohibits Eagle from effecting a trade between clients if one of the clients is an Employee Retirement Income Security Act of 1974 ("ERISA") client. The policy permits Eagle to effect trades between client accounts which are not mutual funds subject to certain restrictions, including the requirements that:

- Each trade is effected at the independently determined current market price of the investment;
- Eagle receives no compensation for effecting the trade; and
- The trade is disclosed to the clients.

The policy similarly permits Eagle to effect trades between its mutual fund clients subject to restrictions, including the requirements that the trade is effected at the "current market price" determined in accordance with SEC rules, and no brokerage commission is charged on the trade.

ITEM 12 – BROKERAGE PRACTICES

Selection of Broker-Dealers to Execute Transactions in Client Accounts

General Practices

In exercising investment discretion over client accounts, or in responding to specific client instructions, Eagle places orders with broker-dealers to execute transactions for the accounts. When trading errors occur for which Eagle is responsible, Eagle's policy is to make the client whole by correcting the error (i.e., to restore the client's account to the position it would have been in if the error had not occurred). The process of correction may result in cash shortfalls or overages and such amounts are credited or debited to Eagle's trading error account.

Institutional clients typically give Eagle the authority to determine which broker-dealer will execute transactions. Eagle may, from time to time, direct transactions through RJA, its broker-dealer affiliate, unless the client prohibits trading through an affiliate. Where Eagle has the authority to select the broker-dealer, Eagle's objective in

effecting portfolio transactions is to use its best efforts to obtain the best available price and most favorable execution.

Retail clients select which brokerage firms should effect their transactions. The client designates the registered representative and brokerage firm in the investment management agreement. Registered representatives of brokerage firms, both affiliated and non-affiliated with Eagle, solicit persons to become Eagle clients.

Brokerage Practices - Retail Clients And Accounts

Eagle does not negotiate commission rates with the brokerage firm the client designates or any registered representative of such brokerage firm for retail clients and accounts. Clients may negotiate commission rates with the registered representative or other representative of the designated firm. The factors involved in a negotiation may include the size of a client's account, the brokerage firm's policy with respect to discounts, the client's relationship with the firm's representative and other factors. Unless the client negotiates a lower rate, the client should expect that the designated brokerage firm will charge commissions based upon the firm's established, non-discounted commission schedule. Certain Eagle clients negotiate and receive commission discounts in varying amounts. Eagle does not negotiate volume commission discounts on aggregate or "block" transactions with the broker-dealer executing transactions for retail clients. Therefore, some clients may pay lower commissions than other clients in similar transactions or in a "block" transaction where securities are purchased or sold for more than one client in a single transaction.

Clients will not necessarily obtain commission rates or execution of transactions as favorable as those through an investment advisor which selects brokerage firms and negotiates rates for retail clients. Clients directing brokerage may also incur other transaction costs, greater spreads or receive less favorable net prices on transactions for their accounts.

As a result of the foregoing, a potential conflict exists between the interest of Eagle's clients in obtaining the lowest commission and Eagle's receipt of future referrals from the client's broker-dealer. Accounts of retail clients generally do not participate in allocations of securities purchased in public offerings. (Please see the section "Public Offerings" for more information).

Broker-dealers often offer their clients more than one option of paying for the brokerage services they provide in connection with managed accounts. Such services may include execution services and custody of securities, as well as investment planning services and the selection and monitoring of various asset managers. The payment options offered are often related to the level of services provided, and they can range from all-inclusive fee arrangements to straight commissions only. Clients should contact their broker-dealer and discuss the various options and services their broker-dealer provides.

The broker-dealers affiliated with Eagle offer their clients two payment options for their Eagle managed accounts. The first option is a commission payment for each transaction in the account, as transactions occur, at the rate the client and the broker-dealer negotiated.

The registered representative receives a portion of such commissions as compensation. The second option is an annualized, asset-based fee calculated as a fixed percentage (e.g., 1.5 percent to 3.0 percent) of assets under management in the account. The client does not pay a commission on each transaction in the account. The client and the broker-dealer or its registered representative may negotiate the asset based fee. The registered representative receives a portion of the asset-based fee as compensation. The asset-based fee is paid quarterly, in advance, and based on the account asset value on the last business day of the previous calendar quarter. Accounts opened during a quarter are billed a pro-rata fee for the remainder of the quarter based upon the value of the assets initially contributed to the account.

When deciding on the most appropriate payment option, clients should consider that asset-based fee arrangements, when compared with the traditional commission option, generally result in lower costs during periods when trading activity is heavier, such as the year an account is established. When trading activity is lower, asset-based fees may result in a higher annual costs.

The commission option a client chooses will have no effect on Eagle's level of trading activity in an account. Eagle conducts portfolio management independently of how the client pays for brokerage services. Some clients favor the asset-based fee because it fixes their brokerage cost at a predetermined level; whereas this may be unsuitable for other clients because they anticipate their accounts will have low turnover. Clients are entitled to know the exact brokerage fee amount, the services provided for that fee and anticipated turnover in the account. Section 11(a) of the Securities Exchange Act of 1934 (the "Exchange Act"), requires a client's prior consent for an adviser to use an affiliated broker-dealer to effect a transaction on an exchange of which the affiliated broker-dealer is a member. Specifically, a client consents, in the absence of contrary instructions, to an affiliated broker-dealer (in Eagle's case, RJA) acting as broker for the account when permitted by applicable law. In compliance with federal securities laws, Eagle sends clients an annual letter detailing Eagle's obligations relating to satisfying Section 11(a) of the Exchange Act.

Eagle, from time to time, may purchase and sell securities for client accounts referred by affiliated brokers through unaffiliated broker-dealers using RJA as "Prime Broker" for these client accounts. Eagle will do this if it determines that it will achieve more favorable transaction execution. Eagle may also utilize a procedure known as "step-out trading," under which a block (aggregated) trade for a security for both institutional accounts and retail accounts referred by a broker-dealer is effected by another broker, who then "steps-out" the retail portion of the trade to the broker-dealer, who receives compensation for the transaction with respect to the retail accounts and records the transaction for its clients' accounts. Eagle uses step-out trading when in its judgment it will achieve more favorable execution for its client accounts.

Brokerage Practices

Institutional Accounts

When institutional clients grant Eagle brokerage discretion, Eagle's general policy is to use its best efforts to obtain the best available price and most favorable execution for all portfolio transactions executed on its clients' behalf. "Best available price and most favorable execution" is defined to mean the execution of a particular transaction at the price and commission which provides the most favorable cost or proceeds reasonably obtainable under the circumstances. However as explained more fully later in this section, Eagle may pay higher (i.e., more than the lowest available commission rate) commissions in return for brokerage and research services.

When selecting broker-dealers to execute clients' portfolio transactions, Eagle considers such factors as the security price, the commission rate, the size and difficulty of the order, the reliability, integrity, financial condition, general execution and operational capabilities of competing brokers and dealers, and the brokerage and research services they provide. It is not Eagle's policy to seek the lowest available commission rate where it believes that a broker or dealer charging a higher commission rate would offer greater reliability or provide better price or execution. Eagle also uses electronic crossing networks (ECNs), crossing networks, and algorithmic trading programs to select institutional account brokers. As a general policy, Eagle and its affiliates do not receive rebates or payments for order flow with ECNs or other broker-dealers, despite the ability to receive them. If Eagle receives a rebate or payment for order flow, it allocates them in the clients' best interests.

Fixed Income Securities

Eagle generally purchases fixed income securities from the issuer or a primary market maker acting as principal for the securities on a net basis. The client does not pay a brokerage commission, although the price usually includes an undisclosed compensation. Transactions placed through dealers serving as primary market makers reflect the spread between the bid (buying) and asked (selling) prices.

Evaluating Reasonableness of Brokerage Commissions

Eagle continually evaluates the reasonableness of commission rates in the marketplace for transactions executed on its client's behalf. Eagle considers:

- Rates other institutional investors are paying, based on available public information;
- Rates quoted by brokers and dealers;
- The size of a particular transaction, in terms of the number of shares, dollar amount, and number of clients involved;
- The complexity of a particular transaction relative to execution and settlement;

- The level and type of business done with a particular firm over a period of time; and
- The extent to which the broker or dealer has capital at risk in the transaction.

Description of Research Services Received from Broker-Dealers

Eagle receives a wide range of research services from broker-dealers including its affiliate, RJA. These services may include information on the economy, industries, groups of securities, individual companies, statistical information, accounting and tax law interpretations, political developments, legal developments affecting portfolio securities, technical market action, pricing and appraisal services, credit analysis, risk measurement analysis, performance analysis and analysis of corporate responsibility issues. Eagle receives research services primarily as written reports, computer generated services, and personal meetings with security analysts. Research services may also take the form of meetings arranged with corporate and industry spokespersons, economists, academicians and government representatives.

The research services broker-dealers provide are supplemental to Eagle's own research effort and, when utilized, are subject to Eagle's internal analysis before incorporation into its investment process. Practically, it is impossible for Eagle's research staff to generate all the research and information broker-dealers presently provide. Eagle pays cash for certain research services external sources generate. Eagle's research expenses could materially increase if it attempted to generate the additional research brokerages provide.

Commissions to Brokers Who Furnish Research Services

Eagle has a brokerage allocation policy embodying the concepts of Section 28(e) of the Exchange Act ("Section 28(e)"). This section permits an investment adviser to cause an account to pay commission rates in excess of another broker-dealer's rates for effecting the same transaction, if the adviser determines in good faith that the commission is reasonable in relation to the value of the brokerage and research services provided. Eagle may use the research broker-dealers provide for the benefit of all institutional and retail accounts, not just for the account that generated the commissions.

Eagle sometimes uses commissions from certain institutional accounts to obtain appropriate investment decision-making assistance such as quotation equipment. These tools may assist in trade execution, or provide important market-related news and developments.

Eagle has arrangements whereby it obtains research products and services in addition to brokerage services from brokers in exchange for directing client trades to these brokers. These arrangements are known as "soft dollar" arrangements and are common in the investment advisory business. The research products and services these soft dollar arrangements provide assist Eagle in investment

decision making for its client accounts. The research products and services can either be proprietary (created and provided by the broker) or third party (created by a third party but provided to Eagle by the broker) and include:

Economic research	Industry and company research
Interest rate and bond research	Industry and company computer screening ability
Technical research	Commodity research
Portfolio management research	Stock and bond quote services
Financial news and other publications	

In accordance with Section 28(e), Eagle ensures that all soft dollar arrangements pay for bona fide research. In some cases, the products or services Eagle receives may not be used exclusively for research purposes. For example, certain computer systems Eagle uses may provide “mixed use” functions, such as accounting and record keeping, in addition to investment research. In those cases, Eagle will not pay for the service through soft dollar arrangements.

Commission Sharing Arrangements and Client Commission Arrangements

The SEC refers to all payment structures utilizing investor commissions to fund the purchase of research services under safe harbor provisions in Section 28(e), including proprietary (bundled) arrangements and third party independent arrangements, such as Client Commission Arrangements (“CCA”). The SEC uses this term because broker-dealers cannot share commissions with non broker-dealers, and many independent research providers are not broker-dealers. The SEC also uses the term “client commission practices” to refer to practices under Section 28(e) to avoid confusion that may arise over the usage of the phrase “soft dollars”. This term is used to minimize confusion with the term Commission Sharing Arrangements (“CSA”), which refers to payments by broker-dealers to research vendors who are also broker-dealers themselves.

The CSAs may be structured as traditional soft dollar arrangements obligating the broker-dealer to pay for a specific research product or they may allow Eagle to designate broker-dealer payments to specific research providers based on existing commission credits with the executing broker-dealers. The latter arrangements enable Eagle to separate trade execution from research.

Commission Rates

Some of Eagle’s clients have selected a broker-dealer to act as custodian for the client’s assets and direct Eagle to execute transactions through that broker-dealer. It is not Eagle’s practice to negotiate commission rates with these broker-dealers. For clients who grant Eagle brokerage discretion, Eagle will block orders and all client transactions will be done at the same standard institutional per share commission rate. This rate is typically between \$0.02 to \$0.04 per share.

Directed Brokerage and Commission Recapture

Clients not subject to ERISA provisions may direct Eagle in writing to execute transactions with one or more specific brokers at commission rate or rates the client and the brokers agreed upon. Clients subject to ERISA must provide Eagle with written instructions directing Eagle to execute transactions with one or more specific brokers. The written notice must state that the services the broker(s) provide and the commission rate or amount are consistent with ERISA provisions and in the client’s best interest. Clients who direct Eagle to use a particular broker-dealer may not receive commission rates or execution of transactions as favorable as clients who give Eagle full discretion to select the broker-dealer for portfolio transactions. They may also incur other transaction costs or greater spreads, or receive less favorable net prices on transactions for their accounts. Some institutional clients may direct Eagle to use a particular broker as long as that broker is able to obtain best price and execution for the portfolio’s transactions. Eagle uses its best efforts to accommodate client requests. This type of program is sometimes referred to as “commission recapture”, where the client may have a consulting or other relationship with the designated broker. For retail accounts, Eagle generally follows the client’s specific directions in the Investment Management Agreement to direct transaction execution to the referring broker-dealer. These broker-dealers include affiliated (RJA) and unaffiliated firms. Please see the discussions in Item 12 regarding the use of prime brokerage arrangements and step-out trading procedures for retail accounts.

For institutional accounts, clients typically authorize Eagle to determine which broker-dealers to use to effect transactions for their accounts. Please see the discussion in Item 12, “Brokerage Practices - Institutional Accounts”, regarding the criteria Eagle uses to select broker-dealers.

Aggregation and Allocation Policies

Aggregation

Eagle may determine that the purchase or sale of a particular security is appropriate for more than one client account and may aggregate client orders into one order (“Block Orders”) for execution purposes. Block trading can avoid the adverse effect on a security’s price when simultaneous separate and competing orders are placed. When aggregating orders and subsequently allocating Block Orders (purchases and sales) to individual client accounts, it is Eagle’s policy to treat all clients fairly and to achieve an equitable distribution of aggregated orders.

Certain Eagle employees, including traders, are also Eagle Boston employees. These traders will execute trades for both Eagle and Eagle Boston clients. However, they will not aggregate transactions between the two entities. There may be instances where an Eagle trader executes a transaction on behalf of Eagle clients and the same or another trader is executing a similar order for Eagle Boston clients. In such circumstances, priority will be given to orders that were placed first.

Allocation

All non-holders of a given security are initially included to receive approximately equal percentage position sizes in block (aggregated) order allocations prior to purchase orders being placed. All holders of a given security are initially included in block sale allocations prior to the orders being placed. Price averaging is used for trades executed in a series of transactions on the same day in the same objective with the same broker.

Eagle allocates aggregated orders on a pro-rata basis. In the event of a partial fill of an aggregated order, accounts will receive a pro-rata allocation if there are enough shares executed for each account. For example, if Eagle placed an order for 50,000 shares and 25,000 shares were executed, Eagle would prorate the shares so that each account would get approximately half of what was entered.

If for the same 50,000 shares order Eagle only executed a de minimis number of shares (for example, 1,000 shares), Eagle would allocate shares to accounts that had high cash (in the case of a purchase) or low cash (in the case of a sale). On the following day, Eagle will repeat the order until all accounts received the appropriate allocation. Other possible criteria for allocating aggregated orders include the current concentration of holdings of the industry in question in the account, and, with respect to fixed income accounts, the mix of corporate and/or government securities in an account and the duration of such securities. Eagle's institutional accounts may also participate in aggregated orders allocation, and the same criteria noted above will apply to such allocations.

Some types of purchase or sale transactions cannot be included in aggregated orders. For instance, trades resulting from the opening and closing of accounts, or from contributions to or withdrawals from existing accounts, often must be executed on an individual basis rather than aggregated with other trades. In such cases, clients may not receive as favorable executions as they might otherwise receive from aggregated orders. In particular, individual trades executed for fixed income securities may be subject to greater spreads (greater differences between bid and asked prices), and may result in trade executions that are less favorable than executions received on aggregated orders.

Trade Order (Equity)

Eagle's retail accounts are referred primarily through Wrap Programs and their Sponsors. In every instance, Eagle is directed to route orders for its retail accounts to the broker-dealer the Sponsor designates. Consequently, when a portfolio manager wishes to buy or sell a security for all accounts in an objective, Eagle must submit, or route, orders to a potentially large number of broker-dealers, including broker-dealers selected by Eagle for institutional accounts in which Eagle has discretion over broker-dealer selection. When submitting such orders, Eagle's policy is to combine both a random order and trader discretion in an attempt to receive the best overall execution. To accomplish this, Wrap Programs are split into two groups based on amount of assets in

each program in each investment objective: Group A - higher assets under management in the investment objective; and Group B - lower assets under management in the investment objective.

Eagle traders will randomly execute trades with broker-dealers in both groups until the order is completed. However, the traders will intersperse the smaller orders from Group B with the larger orders from Group A based on Eagle's discretion and as market conditions permit. For example, for a given trade Group A consists of Sponsors and broker-dealers A-E that all have assets under management in the Eagle investment objective of greater than \$50 million while Group B consists of Sponsors and brokers-dealers F-O that all have assets under management in the same Eagle objective of less than \$50 million. At the time of a new order, each group will have a new random sequence assigned for the trade and that sequence will dictate the order in which those orders are entered within their respective groups. However, trader discretion based upon current market conditions will determine how the groups are brought together for execution. While executing for the first broker-dealer in Group A, an Eagle trader may decide to execute for the first several in Group B simultaneously. This process will continue until the order is completed.

Because each group generates its own random order and the two groups are interspersed, all broker-dealers have the same chance of being selected toward the beginning, in the middle, or at the end of the trade order opportunities. Eagle believes that the long-term benefit of this system is that, over time, all clients will be treated equally and more efficiently in the area of trade order priority. Some clients may be consistently traded toward the end of Eagle's trade rotation if Eagle determines that including these clients in the normal trade rotation could adversely impact Eagle's broader client group. In these cases, Eagle will provide prior notice to the client outlining the reasons why his trades are not higher in the trade rotation. These clients may regularly receive less favorable prices on account transactions.

When an order involves both institutional and retail accounts, orders are randomly rotated between both types of accounts. This ensures that each type of account has an equal chance at being higher in the trade rotation. Institutional accounts with a "directed brokerage" arrangement will be randomly rotated interspersed with the institutional account block that granted Eagle discretion over brokerage.

Eagle accomplishes random rotation by running a random sequencing spreadsheet referred to as the randomizer. Where a security is simultaneously sold and replaced, the randomizer will run once and the rotation sequence will be applied to both the sale and purchase. This helps manage client cash positions more efficiently where client accounts purchasing a security early in one rotation and possibly selling late in the other rotation do not have a significantly lower cash holding relative to other accounts in the same investment objective or model. Client accounts will also have adequate cash for the purchase side of the transaction.

Trade Order (Fixed Income)

The majority of Eagle's Fixed Income accounts allow Eagle to trade with other brokers in executing portfolio transactions. Eagle will search for the best possible price sometimes seeking bids or offers from many dealers. Eagle Fixed Income traders use their best judgment when seeking best execution without divulging valuable information or effecting price levels that may work against Eagle clients.

If a client's designated broker does not allow Eagle to trade with another broker, Eagle will trade with that broker-dealer but after those accounts described above. These accounts may receive execution and prices that are inferior to accounts that grant Eagle discretion to select dealers for portfolio transactions.

Eagle allocates aggregated orders on a pro-rata basis and in instances where Eagle cannot obtain the desired amount of a particular bond; Eagle allocates a reduced position size across all non-holders with so that each account receives an equal percentage.

Hedge Fund (Trade order and potential conflicts)

Eagle has an ownership interest in the general partner of two limited investment partnerships. Please refer to Item 8 for more detail. These limited partnerships are commonly referred to as "Hedge Funds". Sometimes, Eagle may aggregate a Hedge Fund's securities transactions orders with orders for Eagle's client accounts. Eagle ensures that the allocation is equitable; price averaging is used for trades executed in a series of transactions on the same day.

Eagle's portfolio managers' investment methods and strategies may be used to manage the Hedge Funds. There are times when Eagle and the general partner may place the same or similar orders for Eagle's client accounts and a partnership respectively, and they may compete for the same or similar positions. The Hedge Funds include a performance incentive fee where the general partner and portfolio manager receive a portion of the Hedge Funds' annual net profits. A manager may realize greater compensation from Hedge Fund performance vs. other client account performance and may take greater risks managing the Hedge Fund vs. other client accounts.

In addition to utilizing the same Eagle resources, these Hedge Funds include partners who are Eagle employees. This may create a conflict of interest when these employees/partners provide services to the Hedge Fund. Eagle monitors trading of the Hedge Funds to ensure that all clients are treated equitably.

Public Offerings

Eagle's portfolio managers may purchase equity or debt securities in initial or secondary public offerings consistent with the investment objectives of eligible accounts. Subject to certain conditions and limitations, this may include offerings in which Eagle's affiliated broker-dealer, RJA, is a distribution participant. Eagle's purchases will be through unaffiliated participants. Because the underwriting syndicates may not include a broker-dealer retail or institutional clients have directed Eagle to use these accounts will not receive allocations

of securities purchased in public offerings. As a general rule, Eagle will only allocate securities purchased in public offerings, to accounts Eagle has discretion to select broker-dealers for transaction executions.

Some of Eagle's institutional equity objectives) may purchase in initial public offerings (IPOs) as part of their investment strategy. Because the market for IPOs is uneven, a portfolio manager's ability, or inability to participate in IPO allocations can have a potentially significant effect on account performance, and the shares themselves are often subject to greater volatility.

As noted previously, Eagle has an ownership interest in the general partner of two Hedge Funds. The general partner does not currently permit these Hedge Funds to invest in IPOs.

Eagle generally allocates securities purchased through an IPO on a pro-rata basis for each eligible account in an objective. In situations where the securities allotment is insufficient to provide meaningful position sizes, Eagle will allocate the securities on a rotating basis to as many accounts as practical. Portfolio managers will oversee allocations ensuring that over time, all eligible accounts will have an equitable opportunity to participate in public offerings. If a manager's performance in a given year receives a substantial benefit from profitable IPO allocations, the manager may not be able to duplicate that performance in the succeeding year, because the public offering market may have shrunk, or because the manager's selections prove unsuccessful. The IPO market is risky and volatile, and clients should be willing to tolerate a higher degree of risk.

For accounts it has discretion over, Eagle maintains a list of approved broker-dealers it uses to place client trades for execution. Eagle reevaluates these broker-dealers to confirm that they meet Eagle's criteria and standards, providing trade execution services which Eagle views as satisfactory. Upon reevaluation Eagle may add or remove broker-dealers to or from the list.

When Eagle has discretionary investment authority over client accounts, Eagle seeks to obtain the best available price and most favorable execution when placing orders for transaction execution for these accounts. "Best available price and most favorable execution" means, for this purpose, "best execution," or the execution of a particular transaction at the price and commission which provides the most favorable total cost or proceeds reasonably obtainable under the circumstances. Eagle pursues this objective by placing orders for the execution in accordance with its best execution policies, except if clients otherwise direct. Eagle bases its selection of a broker-dealer on a variety of factors, which may include:

- Commission rates;
- Execution capability;
- Responsiveness;
- The broker-dealer's willingness to commit capital;
- Creditworthiness and financial stability;

- Clearance and settlement capability; and
- The broker-dealer's provision of research and other brokerage services to Eagle.

Transactions may not always be executed at the lowest available price or commission. Eagle cannot assure that best execution will be achieved for each client transaction. Perceptions of what constitutes best execution in any given instance may vary.

Directed Brokerage in Wrap Programs

Eagle client accounts which originate through Wrap Programs are usually directed brokerage accounts. These sponsors typically charge the program participants a fee which includes transaction execution for the participants' accounts. The Sponsors usually place the transactions. Therefore, Wrap Program clients may not receive the same quality of trade execution compared to when Eagle executes transactions.

A Wrap Program client should confer with the Sponsor to ensure the reasonableness of the program's directed brokerage for the program in view of the benefits received, and that the trade execution the Sponsor provides is in the client's best interest. Eagle may not use the Wrap Program Sponsor for trade execution in instances when Eagle determines that another broker-dealer will provide more favorable execution for the client's account taking into consideration the price, and the potential additional cost to the client. In those instances, the Wrap Program client may pay additional commissions, fees, mark-ups or downs on security transactions placed away from the program Sponsor.

Other Client Directed Brokerage

Eagle may accept client direction to use a particular broker-dealer. This direction should be in writing as part of the advisory agreement between the client and Eagle. A client may direct Eagle to use a particular broker-dealer for a variety of reasons, including:

- The client's relationship with the broker-dealer;
- The client's evaluation of the broker-dealer and the quality of its trade execution;
- Discounts or other benefits the client receives from the broker-dealer;
- The existence of a commission recapture program where the client receives the benefit of rebates or other benefits separately negotiated between the client and the broker-dealer.

When a client directs Eagle to use a particular broker-dealer, Eagle cannot negotiate commission levels or obtain discounts and the client may not receive the same quality of execution that Eagle may otherwise obtain. Moreover, when a client directs Eagle to use a particular broker-dealer, Eagle may not be able to aggregate the client's securities transactions with other clients', and therefore may not be able

to obtain the potential efficiencies from trade aggregation, unless the directed broker-dealer accepts "step-out" transactions.

Additional Aspects of Directed Brokerage – Clients Subject to ERISA

If a client account is subject to ERISA and the client directs Eagle to place all transactions for the client's account with a particular broker-dealer, the following apply:

- The client retains and accepts sole responsibility for determining whether the directed brokerage arrangement is reasonable in relation to the benefits the plan receives;
- The client acknowledges and represents to Eagle that the directed brokerage arrangement is used solely and exclusively for the plan's and the participants' benefit; and
- The client acknowledges and represents to Eagle that the directed brokerage arrangement is permissible under the plan's governing documents.

Eagle may pay, or be deemed to pay, commission rates higher than it might otherwise pay to receive research or brokerage services which Eagle views as beneficial to client accounts. Research or brokerage services Eagle receives for conducting transactions in a client account may benefit other accounts and a particular account may not benefit from services obtained because of transactions conducted through that account. Eagle does not attempt to track or allocate the benefits of research or brokerage services it receives to the commissions associated with a particular account or group of accounts.

Eagle may also participate in so-called "commission sharing arrangements" where Eagle receives credits from a broker-dealer that executed transactions for client accounts. Eagle may use these credits to purchase research services from the broker-dealer, other broker-dealers or financial services firms which provide research. Eagle does not use these credits to purchase services that are not in its view fully eligible under applicable regulatory interpretations. Eagle believes these arrangements facilitate best execution of client transactions, and are useful in its investment decision-making process by improving access to a wider variety of research resources.

Eagle's Best Execution Committee evaluates Eagle's use of client commissions to purchase research and brokerage services.

Trade Errors

When Eagle is responsible for trading errors, Eagle's policy is to make the client whole by correcting the error, i.e., to restore the client's account to the position it would have been in if the error had not occurred. The correction process may result in cash shortfalls or overages and such amounts are credited or debited to Eagle's trading error account.

ITEM 13 – REVIEW OF ACCOUNTS

Factors that dictate the timing and nature of account reviews include the following:

Contributions or withdrawals of cash from an account; a determination to change an account's cash level; the allocation of a block of a particular security purchased for, or sold from, a particular objective; a client's request for tax-loss selling; a client's direction to refrain from purchasing a particular security, or class of securities, for his or her account; a client's request for information regarding the performance or structure of an account; account performance; option maturity dates; interest rate changes; changes in the list of securities approved for purchase for a particular objective; a client's pledge of an account's assets as collateral security; and requirements imposed by court order or regulatory decree (e.g., divorce decree, tax lien).

The timing and nature of account reviews for mutual funds Eagle advises are further dictated by regulatory requirements including but not limited to the 1940 Act, Internal Revenue Code, and each mutual fund's respective prospectus limitations and internal guidelines.

Eagle does not typically assign reviewers a specific number of accounts to review. These reviewers ensure that all accounts in an objective receive equitable investment allocations in accordance with account guidelines or restrictions. The equity portions of Select Balanced accounts are reviewed by the selected equity manager and his/her staff, and the fixed income portions are reviewed by the selected fixed income manager and his/her staff. Further, mutual funds are reviewed by their respective chief compliance officers and staff. Eagle's Compliance Department, Institutional Client Services Group, or portfolio management team, reviews each account at least monthly. This review ensures adherence to investment strategy and confirms that account performance is consistent with any model portfolio or client guidelines. Indirect reviews are also conducted at least quarterly. These reviews monitor each strategy model. Reviewers may include the Chief Compliance Officer, Compliance Associates, the Institutional Client Services Group Director, Portfolio Managers, Associate Portfolio Managers and Traders. The frequency, interval and scope of these reviews for each account are dependent upon a number of factors, including but not limited to:

- Cash contributions or withdrawals from an account;
- Change in the investment restrictions, investment objectives and for institutional accounts, the
- Investment policy;
- Client requests such as tax-loss harvesting;
- Questions regarding performance or structure; and
- Requirements that could be imposed by court order or by regulator (SEC, Department of Labor, etc.).

Eagle's Compliance Department also uses an automated order management system to review each client account every business night to ensure portfolio level compliance (industry/sector weights,

adherence to investment guidelines, etc.). In addition, Eagle's Portfolio Managers and research analysts continually monitor markets, world and economic events, and securities held in Eagle managed accounts. Clients should contact Eagle if any changes occur in their particular financial situations which may affect Eagle's portfolio management services.

Regular Reports

Institutional Separate Accounts: Eagle provides each client with a quarterly portfolio report. The details may include:

- Cash balances;
- Type, name and amount of each security; portfolio weighting of each security;
- Account performance (based upon Eagle's independent valuations – separate from the client's custodian);
- Current market value of the portfolio; and
- Transactions during the report period.

These materials are provided in addition to the confirmations of transactions and custodial reports the client agreed to receive directly from the selected custodians.

Wrap Program: Eagle generally does not provide reports to Wrap Program clients. Wrap Program clients agree to receive reports from the program Sponsor the client has selected.

Eagle Mutual Funds: Reports are provided to the Mutual Funds' Trustees at least four times each calendar year. Shareholder reports are issued in accordance with each Fund's Prospectus.

Private Investment Funds: The custodian or fund administrator delivers a quarterly report to each investor.

Tax Considerations

Unless specifically noted, tax efficiency is not a consideration in the management of Eagle accounts. Certain investments utilized may have unique and significant tax implications. Clients should consult with a tax professional prior to investing.

IRS Circular 230 Disclosure: Eagle, its affiliates, agents, and employees are not in the business of providing tax, regulatory, accounting or legal advice. This brochure and any tax-related statements provided by Eagle are not intended or written to be used, and cannot be used or relied upon, by any such taxpayer for the purpose of avoiding tax penalties. Any such taxpayer should seek advice based on the taxpayer's particular circumstances from an independent tax advisor.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Compensation for Client Referrals

Certain registered representatives receive special management fee discounts when their individual and related accounts achieve certain asset levels. Eagle also has a program for registered representatives of its affiliated broker-dealers (RJA and RJFS) who refer institutional clients to Eagle. Eagle will pay these representatives a fee equal to a percentage of the management fees Eagle earns. Eagle created this program naming it the Institutional Account Participation Program (IAPP).

Institutional clients in the IAPP should be aware that a potential conflict of interest may exist where Eagle pays a portion of its management fee to the affiliated registered representative for referring the account to Eagle. The registered representative receives a larger fee from Eagle in the initial year than in subsequent years.

Eagle will, on a very limited basis, pay a fee equal to a percentage of the management fee to a registered representative whose client(s) maintains substantial assets under management with Eagle, and negotiates an institutional type brokerage arrangement with the referring account executive's firm.

Eagle's affiliated investment advisers form arrangements with certain professional individuals (such as lawyers and accountants), to pay referral fees for advisory clients for managed account programs referred to these advisers. Eagle may offer managed account services to these accounts.

Eagle may enter into referral fee arrangements with unaffiliated persons. These arrangements will comply with Rule 206(4)-3 requirements under the Advisers Act.

Non-Cash Compensation

B-Trade Services LLC ("B-Trade"): Eagle has an arrangement with B-Trade, a broker-dealer, whereby B-Trade provides Eagle with Bloomberg terminals to facilitate trading. B-Trade provides these Bloomberg terminals at no cost to Eagle as long as Eagle maintains a certain level of trading activity through B-Trade. Eagle is under no obligation to transact client trades through B-Trade and clients do not incur additional commission costs associated with portfolio transactions through B-Trade.

Distribution of Eagle Funds: Eagle pays compensation to broker-dealers and other entities that distribute Eagle Fund shares. The Funds' Prospectus and Statements of Additional Information contain details of the compensation. The Funds may reimburse Eagle for amounts it pays pursuant to plans and agreements adopted by the Funds pursuant to Rule 12b-1 under the 1940 Act ("12b-1 Fees").

Payments to Financial Intermediaries with Respect to Eagle Funds

Eagle or one or more of its affiliates makes cash payments to financial intermediaries for the promotion and sale of the Eagle Fund shares. Eagle will also make cash payments to one or more of its affiliates. Cash payments include cash revenue sharing payments and other payments for administrative services, transaction processing services and marketing support services. Eagle or its affiliates make these payments from their own resources. RJA makes these payments to financial intermediaries from the retention of underwriting concessions or 12b-1 fees. In this context, the term "financial intermediaries" includes any broker, dealer, bank (including bank trust departments) trust company, registered investment adviser, financial planner, retirement plan administrator and any other financial intermediary having a selling, administration or similar agreement with Eagle and/or an affiliate. Eagle may modify, terminate or suspend any cash payments payable to affiliates.

Eagle or its affiliates make revenue sharing payments as incentives to certain financial intermediaries to promote and sell Eagle Fund shares. Eagle and its affiliates may receive the following benefits for these payments: placing the Funds on the financial advisor's funds sales system, possibly placing the Funds on the financial intermediary's preferred or recommended fund list, and access (in some cases on a preferential basis over other competitors) to individual members of the financial intermediary's sales force or to the financial intermediary's management. Revenue sharing payments are sometimes referred to as "shelf space" payments because the payments compensate the financial intermediary for including the funds in its fund sales system (on its "sales shelf"). Eagle and its affiliates compensate financial intermediaries differently depending on the level and/or type of considerations the financial intermediary provides. The revenue sharing payments Eagle or its affiliates make are often calculated on the average daily net assets of the applicable Eagle Funds attributable to that particular financial intermediary ("Asset-Based Payments"). Asset-Based Payments create incentives to retain previously sold Eagle Fund shares in investor accounts. Revenue sharing payments may be calculated on new Eagle Fund share sales attributable to a particular financial intermediary ("Sales-Based Payments"). Sales-Based Payments create incentives for the financial intermediary to, among other things; sell more shares of a particular Eagle Fund or to switch investments between the Eagle Funds.

Eagle or its affiliates will make payments to certain financial intermediaries for processing certain transactions or account maintenance activities (such as processing purchases, redemptions or exchanges or producing customer account statements), or for providing certain marketing support services (such as financial assistance for conferences, seminars, or sales/training programs where Eagle's or its affiliates' personnel may make presentations on the Funds to the financial intermediary's sales force). Financial intermediaries earn profits on these payments for these marketing support services, since the payment amount often exceeds the cost of providing the service. Certain payments are subject to limitations under applicable law. An affiliate may make payments to financial intermediaries for these

services if they replace services the Funds' transfer agent would otherwise provide, or the Funds would have to pay for. The Funds generally reimburse the affiliate for these payments as they represent transfer agent out-of-pocket expenses. Eagle or its affiliates may modify, suspend or terminate payments to financial intermediaries.

Eagle and its affiliates are motivated to make the payments described above since they promote Fund sales and the financial intermediary's client investment retention in the Funds. To the extent financial intermediaries sell or retain more Fund shares in their clients' accounts, Eagle and its affiliates benefit from the incremental management and other fees the Funds pay based on those assets.

Since Eagle and its affiliates are each RJF subsidiaries, and RJF benefits from any incremental revenue derived from fees paid by its subsidiaries, there may appear to be a conflict of interest. However, Eagle affiliates' financial advisers do not receive additional compensation or other cash or non-cash incentives for recommending mutual funds Eagle advises or offers.

You can find further details about these payments and the services financial intermediaries in the Eagle Funds' registration statement. In certain cases, these payments could be significant to the financial intermediary. Your financial intermediary may charge you additional fees or commissions other than those disclosed in a Fund's Prospectus. You can ask your financial intermediary about any payments it receives from Eagle, its affiliates, or the Funds as well as fees and/or commissions it charges.

In transactions that involve brokerage commissions, as permitted by Section 28(e) of the Exchange Act and sub-advisory contract, Eagle or a sub-advisor may cause a client to pay a broker-dealer which provides "brokerage and research services" (as defined in the Exchange Act) a disclosed commission for effecting a securities transaction for the client in excess of the commission which another broker-dealer would have charged for effecting that transaction without the brokerage and research services. Other fees are disclosed more fully in Item 5, Fees and Compensation, above.

Client Referrals

Eagle is a party to written solicitation agreements with third party solicitors whereby solicitors may introduce prospective clients to Eagle. Under these agreements, Eagle agrees to pay the solicitor a portion or percentage of the investment management fee Eagle receives from certain investment management clients who engage Eagle during the term of the agreement. These percentages range from 10 percent to 30 percent. A solicitor may be subject to conflicts of interest arising from these arrangements, because the payments might induce the solicitor to recommend an investment manager to a client which the solicitor might not otherwise recommend if there was no payment. Eagle enters into solicitation agreements, and pays fees under these agreements, in accordance with Rules 206(4)-3 and 206(4)-5 under the Advisers Act. Eagle and the solicitors are not affiliated persons as defined in the Advisers Act.

Education and Marketing Support

Eagle actively educates consultants, broker-dealers and other financial intermediaries (collectively, "Consultants") about its advisory services. Eagle sponsors educational events where its representatives meet with Consultants and sometimes their clients. Eagle will use its own resources to sometimes pay for part of the costs associated with educational events. Clients should ask their Consultant for details of any Eagle payments they receive.

ITEM 15 – CUSTODY

Under SEC Rule 206(4)-2, Eagle may be viewed for regulatory purposes as having custody of certain client assets due to (i) Eagle's ability to deduct fees directly from certain client accounts, and/or (ii) Eagle's role as EAGP's managing member and general partner. Eagle encourages each client to review the custodial reports the client receives directly from the client's broker-dealer, bank or other custodian, and to compare the reports, if any, they receive from Eagle. If you have any questions on the information the custodian or Eagle provides, please contact your Eagle relationship manager.

ITEM 16 – INVESTMENT DISCRETION

Eagle signs an investment management agreement with the client, whereby the client grants Eagle sole investment authority and Eagle assumes the investment duties relating to account assets. Pursuant to the Investment Management Agreement terms, Eagle is generally not required to obtain specific client consent for specific securities to be bought or sold. However, the client selects an investment objective and Eagle buys securities for the client's account that align with that investment objective. Eagle may or may not take action as it deems appropriate. Eagle may but does not have to seek further consent or authority from the client, and may exercise its discretion and deal in and with such assets as fully and freely as the client might do as owner. However, Eagle is not authorized to withdraw any money, securities or other property either in the client's name or otherwise. Eagle can sell securities in the account's portfolio without regard for how long they were held, or any potential gain or loss. As a result, transactions may result in taxable gains or losses in a client's account as well as payment of commissions and other transaction costs. Specifically, for Wrap Programs and other accounts where a Sponsor imposes fixed or minimum transaction fees, a larger number of transactions may result in higher costs to a client. Eagle can make investment changes without considering the resulting rate of portfolio turnover, when in its sole discretion it determines that such changes will promote the account's investment objective.

If voting rights accompany the security or property in the account, Eagle follows its Proxy Voting Policy described in Item 17, below.

Since Eagle manages accounts with full investment discretion, Eagle generally does not manage accounts where the client's custodial account holds both managed and non-managed assets, i.e., assets

subject to Eagle's investment discretion under the terms of the Investment Management Agreement, and assets for which Eagle has no discretion, authority or responsibility. Occasionally, and under limited conditions, Eagle will agree to manage an account where managed assets are held in a custodial account along with non-managed assets. The client is solely responsible for any and all losses non-managed assets sustain.

In general, the following guidelines should apply when selecting any Eagle objective:

- The amount allocated to any one objective should be reasonable in light of overall asset allocation and the investor's overall investment goals.
- The investor's age, net worth and annual income should be compatible with his or her objective and primary goals.
- The investor's tolerance for risk and volatility should be reasonable in light of his or her objective and primary goals.
- The investor's time horizon should be consistent with his or her objective and goals.

Since investment goals and financial circumstances change over time, investors should review their investment programs at least annually with their account executives or financial planners.

Clients may impose certain limitations or restrictions on Eagle's exercise of its discretionary authority. However, Eagle reserves the right to not enter into a contract with a prospective client, or to terminate an agreement with an existing client, if the proposed limitation or restriction is likely in Eagle's opinion to impair its ability to provide services to a client or is administratively or practically infeasible. Historically (but not necessarily prospectively), Eagle has agreed to a client's direction not to invest in a certain type of company or industry. Limitation or restriction requests must be in writing. The request will not be effective or implemented unless Eagle agrees to comply.

ITEM 17 – VOTING CLIENT SECURITIES

Eagle Proxy Voting Policy

Exercising proxy voting rights is an important element of successful client investment management. Eagle recognizes its fiduciary responsibility to vote proxies solely in the client's best interests with the overall goal of maximizing the growth of our clients' assets. Toward that end, Eagle developed a comprehensive and detailed set of proxy voting policies and guidelines ("Proxy Voting Policy"), which our portfolio managers use to vote proxies in securities held in client accounts.

Eagle generally votes proxies that will further the underlying securities' long-term economic value. We consider each proxy proposal on its own merits, and we make an independent determination of the advisability of supporting or opposing management's position.

Management recommendations should be given substantial weight, but we will not support management proposals we believe are detrimental to the underlying value of our clients' positions.

We usually oppose proposals that dilute the economic interest of shareholders, and we also oppose those that reduce shareholders' voting rights or otherwise limit their authority. With respect to takeover offers, Eagle calculates a "going concern" value for every holding. If the offer approaches or exceeds our value estimate, we will generally vote for the merger, acquisition or leveraged buy-out.

Eagle's portfolio managers generally recommend votes following the Proxy Voting Policy. By following predetermined voting guidelines, Eagle believes it will avoid any potential conflicts of interests. Rarely, where a manager recommends a vote contrary to the Proxy Voting Policy, Eagle's Compliance Department will review the proxy issue and the recommended vote to ensure that the vote is cast in compliance with Eagle's overriding mandate to vote proxies in the client's best interests and avoid conflicts of interests.

Please call 800.237.3101 for a copy of Eagle's Proxy Voting Policy. If you have any questions, or would like to know how your shares were voted, please contact our Compliance Department at 800.237.3101.

Eagle will not be able to vote proxies in cases where Eagle does not receive the proxy materials in time or without enough advance notice for Eagle to evaluate the issues and cast the votes. Eagle does not control the setting of record dates, shareholder meeting dates, or the timing or manner of distribution of proxy materials and ballots relating to shareholder votes. In addition, administrative matters beyond Eagle's control may at times prevent Eagle from voting proxies. Conflicts may potentially arise between Eagle's interest and the client's interest. For example, Eagle may have an investment management agreement with a company whose shares are held by client accounts, and a conflict may arise if Eagle has to vote proxies on those shares for a management proposal, such as the election of directors. Eagle may decline to vote in a number of situations, including where an issue is irrelevant to the Proxy Voting Policy's voting objective, or where Eagle believes it is impossible to ascertain what effect a vote may have on an investment's value (e.g., social issues), or where costs are prohibitive (e.g., foreign issuers).

Eagle Fund Proxy Voting Policy

Eagle recognizes the fiduciary responsibility to vote proxies solely in its clients' best interests and, in the case of its mutual fund clients, the shareholders of the Eagle Funds. Where the Eagle Funds are sub-advised, proxy voting responsibility rests with each sub-advisor. To maintain consistency, Eagle Funds and Eagle developed proxy voting guidelines (Eagle Funds Proxy Voting Policy") as a part of their overall goal of maximizing the growth of the Funds' assets. Sub-advisors follow the Eagle Funds Proxy Voting Policy when voting proxies.

Sub-advisors should vote proxies to further the long-term economic value of the underlying securities. Each proxy proposal should be reviewed on its own merits, and an independent determination

should be made on whether or not to support management's position. Eagle believes that management recommendations should be given substantial weight, but Eagle will not support management proposals which Eagle believes are detrimental to the underlying value of the Funds' positions. Eagle usually opposes proposals which dilute the economic interest of shareholders, and also opposes those that reduce shareholders' voting rights or otherwise limit their authority.

The Eagle Funds Proxy Voting Policy addresses a number of specific issues, particularly in the area of corporate governance. Though not exhaustive, they set forth Eagle's instructions on a wide range of issues. If a proxy presents an issue not addressed in the Eagle Funds Proxy Voting Policy, or a sub-advisor determines it should vote a proxy otherwise than instructed, the sub-advisor shall promptly consult with Eagle. After consultation, the sub-advisor shall provide Eagle a written description of the specific issue, along with pertinent information regarding the proxy solicitation, a description of how the proxy was voted and the basis for the vote.

ITEM 18 – FINANCIAL INFORMATION

Eagle has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

PRIVACY POLICY

Eagle Asset Management, Inc., Eagle Fund Distributors, Inc., Eagle Fund Services, Inc., and Eagle Funds (collectively "Eagle") are committed to protecting the confidentiality of information clients send to us. Regulation S-P adopted by the SEC requires that we provide the following information to you.

Information about you that we collect:

We collect non-public personal information about you and your transactions from the following sources: your applications or other forms or through our website; your transactions with us, our affiliates, or others.

How we use your information:

As permitted by law, we may share information about you with Eagle's affiliated companies, parties that provide other services to us, and certain financial institutions with whom we have joint marketing arrangements. These parties and financial institutions have agreed to treat your information as confidential and not to share such information with other parties. Financial advisors may change brokerage firms and your financial adviser may take your information to the new firm. Otherwise, we do not disclose your non-public personal information except as the law permits. This policy applies to present and former clients' non-public information.

How we protect your confidential information:

Eagle has policies that restrict access to your non-public personal information to employees who need the information to provide investment alternatives or services to you. We maintain physical, electronic and procedural safeguards to protect your non-public personal information.

PART 2B OF FORM ADV

Brochure Supplement | December 15, 2011

Bert L. Boksen, CFA	Richard Skeppstrom II
Eric Mintz, CFA	John G. Jordan, III CFA
Christopher Sassouni, DMD	Robert R. Marshall
Edmund M. Cowart, CFA	James C. Camp, CFA
David M. Blount, CFA, CPA	Burton N. Mulford, CFA
John A. Pandtle, CFA	Sheila L. King, CFA
Todd L. Mccallister, CFA	Joseph Jackson, CFA
Stacey Serafini Thomas, CFA	Scott Renner

EAGLE | Asset
Management

This Brochure Supplement provides information on our personnel listed above and supplements the Brochure. You should have also received a copy of the Brochure.

Additionally, a Summary of Professional Designations is included with this Part 2B Brochure Supplement. The list is provided to assist you in evaluating the professional designations our investment professionals hold.

If you have not received our firm's Brochure, have any questions about professional designations or about any content of this supplement, please contact us at 800.237.3101.

Additional information about our personnel is available on the SEC's website at adviserinfo@sec.gov

Educational Background and Business Experience

	Formal education after high school:	Business background experience for preceding years:
BERT L. BOKSEN Year of Birth: 1948 Designations: CFA (Chartered Financial Analyst)	B.A. in Business from City College of New York 1970 M.B.A. in Finance from St. John's University 1977	EB Management, Manager, President (2001 – present) Eagle Asset Management, Senior Vice President, Managing Director (1995 – present) Raymond James & Associates, Registered Representative (1979 – present); previously Senior Vice President and Chief Investment Officer
ERIC MINTZ Year of Birth: 1972 Designations: CFA (Chartered Financial Analyst)	B.A. from Washington & Lee University M.B.A. from University of Southern California	Eagle Asset Management, Assistant Portfolio Manager (2008 –present); Senior Research Analyst (2005 – 2008) Oakmont Corporation, Vice President of Equity Research (1999 – 2005) Raymond James & Associates, Equity Research Analyst 1995 – 1999)
CHRISTOPHER SASSOUNI Year of Birth: 1957	B.A. from University of Pittsburgh 1979 Doctor of Dental Medicine from University of North Carolina 1985 M.B.A from University of North Carolina 1989	Eagle Asset Management, Assistant Portfolio Manager, Senior Research Analyst (2003 – present) Healthcare Investment Advisors, President, CEO (1999 – 2003)
EDMUND M. COWART Year of Birth: 1947 Designations: CFA (Chartered Financial Analyst)	A.B. from Dartmouth College 1969 2 Years at University of Texas Graduate School of Business	Eagle Asset Management, Senior Vice President, Managing Director (1999 – present) BancOne Investment Advisors, Portfolio Manager (1990 – 1999) Contravest, Inc., Portfolio Manager (1985 – 1990)
DAVID M. BLOUNT Year of Birth: 1961 Designations: CFA, CPA (Chartered Financial Analyst, Certified Public Accountant)	B.S. in Finance from University of Florida 1983	Eagle Asset Management, Portfolio Manager (2008 – present); Senior Research Analyst (1999 – 2008); Vice President, Portfolio Manager (1996 – 1999); Portfolio Manager (1994 – 1996); Investment Analyst (1993 – 1994)
TODD L. McCALLISTER Year of Birth: 1959 Designations: CFA (Chartered Financial Analyst)	B.A. in Economics highest honors from University of North Carolina Chapel Hill 1982 Ph.D. in Economics from University of Virginia 1987	Eagle Asset Management, Managing Director (2002 – present); Senior Vice President, Portfolio Manager (1997 – present) Investment Advisers, Portfolio Manager (1992 – 1997) ANB Investment Management, Portfolio Manager (1987 – 1992)
STACEY SERAFINI THOMAS Year of Birth: 1975 Designations: CFA (Chartered Financial Analyst)	B.A. cum laude from Harvard University 1997	Eagle Asset Management, Vice President, Co-portfolio manager (1999 – present) Raymond James & Associates, Corporate Finance Analyst (1997 – 1999)
SCOTT RENNER Year of Birth: 1969	B.S.B.A. University of Florida 1990 M.B.A. University of South Florida 1993	Eagle Asset Management, Assistant Portfolio Manager (2011 – present); Senior Research Analyst (2007 – 2011) Matador Capital Management, Partner, Research Director (1997 – 2007)
JOHN A. PANDTLE Year of Birth: 1970 Designations: CFA (Chartered Financial Analyst)	B.B.A. in Finance from University of Georgia 1993	Eagle Asset Management, Portfolio Manager (2009 – present); Senior Equity Research Analyst (1999 – 2002) Nexity Capital Management, President, Managing Director (2008 – 2009) Raymond James & Associates, Senior Vice President (2002- 2008)
RICHARD SKEPPSTROM II Year of Birth: 1963	B.A. in Mathematics from University of Virginia 1985 M.B.A. from Darden Business School at University of Virginia 1990	Eagle Asset Management, Senior Vice President, Managing Director (2001 – present) Raymond James & Associates, Registered Representative, (2001 – present) Evergreen Investment Management, Senior Portfolio Manager (2000 – 2001); Portfolio Manager (1992 – 2000)
JOHN G. JORDAN, III Year of Birth: 1967 Designations: CFA (Chartered Financial Analyst)	B.S. in Commerce from University of Virginia 1990	Eagle Asset Management, Vice President, Portfolio Co-manager (2001 – present) Evergreen Investment Management, Portfolio Manager, Analyst (2000 – 2001); Portfolio Manager (1999 – 2000) Thompson, Siegel & Walmsley, Portfolio Manager, Analyst (1991 – 1999)
CRAIG DAUER Year of Birth: 1969 Designations: CFA (Chartered Financial Analyst)	B.A. from Colgate University 1991 M.B.A. from University of Virginia 1996	Eagle Asset Management, Vice President, Portfolio Co-manager (2001 – present) Raymond James & Associates, Registered Representative (2001 – present) Evergreen Investment Management, Portfolio Manager(1999—2001) Wheat First Butcher Singer, Equity Analyst (1996 – 1999)

Item 3 Disciplinary Information	Item 4 Other Business Activities	Item 5 Additional Compensation	Item 6 Supervision
None	None	In addition to regular salary and bonuses Eagle affiliated adviser EB Management related to private fund management from Eagle. Mr. Boksen also receives income from	Bert Boksen reports directly to Cooper Abbott, Co-Chief Operating Officer and Executive Vice President of Investments, Eagle Asset Management. You may contact Eagle at 800.237.3101.
None	None	Eric Mintz' compensation includes regular salary and bonuses for providing investment management services from his responsibilities at Eagle and additional compensation related to his research efforts with EB Management.	Eric Mintz reports directly to Bert Boksen, Managing Director of Eagle Asset Management. You may contact Eagle at 800.237.3101.
None	None	None	Christopher Sassouni reports directly to Bert Boksen, Managing Director of Eagle Asset Management. You may contact Eagle at 800.237.3101.
None	None	None	Edmund Cowart reports directly to Cooper Abbott, Co-Chief Operating Officer and Executive Vice President of Investments, Eagle Asset Management. You may contact Eagle at 800.237.3101.
None	None	David Blount's compensation includes regular salary and bonuses for providing investment management services from his responsibilities at Eagle and non-Eagle client commissions as a registered representative of Raymond James & Associates.	David Blount reports directly to Ed Cowart, Managing Director of Eagle Asset Management. You may contact Eagle at 800.237.3101.
None	None	None	Todd McCallister reports directly to Cooper Abbott, Co-Chief Operating Officer and Executive Vice President of Investments, Eagle Asset Management. You may contact Eagle at 800.237.3101.
None	None	Stacey Thomas' compensation includes regular salary and bonuses for providing investment management services solely from her responsibilities at Eagle Asset Management and from no other source.	Stacey Thomas reports directly to Todd McCallister, Managing Director of Eagle Asset Management. You may contact Eagle at 800.237.3101.
None	None	None	Scott Renner reports directly to Todd McCallister, Managing Director of Eagle Asset Management. You may contact Eagle at 800.237.3101.
None	None	None	John Pandtle reports directly to Ed Cowart, Managing Director of Eagle Asset Management. You may contact Eagle at 800.237.3101.
None	None	None	Richard Skeppstrom reports directly to Cooper Abbott, Co-Chief Operating Officer and Executive Vice President of Investments, Eagle Asset Management. You may contact Eagle at 800.237.3101.
None	None	None	John Jordan reports directly to Richard Skeppstrom, Managing Director of Eagle Asset Management. You may contact Eagle at 800.237.3101.
None	None	None	Craig Dauer reports directly to Richard Skeppstrom, Managing Director, Eagle Asset Management. You may contact Eagle at 800.237.3101.

	Formal education after high school:	Business background experience for preceding years:
ROBERT R. MARSHALL Year of Birth: 1961	B.A. in Economics from University of Virginia 1985 M.B.A. in Finance from Santa Clara University 1991	Eagle Asset Management, Vice President: Portfolio Co-manager (2002 – present) Raymond James & Associates: Registered Representative (2002 – present) Wachovia Securities: Equity Analyst (1995 – 2002) Huberman & Riley: Equity Analyst (1992 – 1994)
JAMES C. CAMP Year of Birth: 1964 Designations: CFA (Chartered Financial Analyst)	B.S. in Engineering Science from Vanderbilt University 1986 M.B.A. in Finance from Emory University 1990	Eagle Boston Management: Portfolio Manager, (2007 – present) Eagle Asset Management: Senior Vice President, Managing Director (1998 – present); Vice President (1997 – 1997) Raymond James & Associates: Senior Mortgage Analyst, Vice President, (1993 – 1997)
BURTON N. MULFORD Year of Birth: 1962 Designations: CFA (Chartered Financial Analyst)	B.A. in Business Administration from Furman University 1984 M.B.A. in Corporate Finance & Investments from University of Southern California 1987	Raymond James & Associates, Registered Representative (2000 – present) Eagle Asset Management, Vice President, Portfolio Manager (1999 – present) South Trust Bank, Director of Trading (1996 – 1999) Union Planters Bank, Portfolio Manager (1992 – 1996)
SHEILA L. KING Year of Birth: 1964 Designations: CFA (Chartered Financial Analyst)	B.S.B.A. University of North Carolina Chapel Hill 1986	Eagle Asset Management, Co-portfolio Manager (1997 – present); Fixed Income Credit Research (2007 – present); Portfolio Reviewer (1988 – 1997) Raymond James & Associates, Registered Representative (1988 – present)
JOSEPH JACKSON Year of Birth: 1968 Designations: CFA (Chartered Financial Analyst)	B.A. from Wake Forest University 1990 M.B.A. from Wake Forest University 1998	Eagle Asset Management, Portfolio Manager (2009 – present); Senior Research Analyst (2004 – present) BB&T Asset Management, Senior Vice President and Portfolio Manager (1999 – 2004)

Summary of Professional Designations

This Summary of Professional Designations is provided to assist you in evaluating the professional designations and minimum requirements of our investment professionals to hold these designations. “Understanding Professional Designations” may also be helpful and found on the FINRA website at finra.org

CFA - Chartered Financial Analyst

Issued by: CFA Institute

Prerequisites/Experience Required: Candidate must meet one of the following requirements:

Undergraduate degree and four years of professional experience involving investment decision-making, or four years qualified work experience (full time, but not necessarily investment related)

Educational Requirements: Study program (250 hours of study for each of the three levels)

Examination Type: three course exams

Continuing Education/Experience Requirements: None

CPA - Certified Public Accountant

Issued by: American Institute of Certified Public Accountants – State Boards of Accountancy

Prerequisites/Experience Required: U.S. bachelors degree' work experience set by State Boards of Accountancy

Educational Requirements: U.S. bachelor's degree which includes a minimum number of qualifying credit hours in accounting and business administration with an additional one year study

Examination Type: Uniform Certified Public Accountant Examination (four-part exam)

Continuing Education/Experience Requirements: 120 hours every three years

Item 3 Disciplinary Information	Item 4 Other Business Activities	Item 5 Additional Compensation	Item 6 Supervision
None	None	None	Robert Marshall reports directly to Richard Skeppstrom, Managing Director of Eagle Asset Management. You may contact Eagle at 800.237.3101.
None	None	None	James Camp reports directly to Cooper Abbott, Co-Chief Operating Officer and Executive Vice President of Investments, Eagle Asset Management. You may contact Eagle at 800.237.3101.
None	None	None	Burton Mulford reports directly to James Camp, Managing Director of Eagle Asset Management. You may contact Eagle at 800.237.3101.
None	None	Sheila King's compensation includes regular salary and bonuses for providing investment management services from her responsibilities at Eagle Asset Management and non-Eagle client commissions as a registered representative of Raymond James & Associates	Sheila King reports directly to James Camp, Managing Director of Eagle Asset Management. You may contact Eagle at 800.237.3101.
None	None	None	Joseph Jackson reports directly to James Camp, Managing Director of Eagle Asset Management. You may contact Eagle at 800.237.3101.

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