

Name of Investment Adviser:

**EAGLE ASSET MANAGEMENT, INC.**

Address:

880 Carillon Parkway St. Petersburg, FL 33716

Telephone Number:

(727) 573-2453

This part of Form ADV gives information about the investment adviser and its business for the use of clients. The information has not been approved or verified by any governmental authority.

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Definitions for Part II

Related person -- Any officer, director or partner of applicant or any person directly or indirectly controlling, controlled by, or under common control with the applicant, including any non-clerical, non-ministerial employee.

Investment Supervisory Services -- Giving continuous investment advice to a client (or making investments for the client) based on the individual needs of the client. Individual needs include, for example, the nature of other client assets and the client's personal and family obligations.

1.	<p>A. Advisory Services and Fees. (check the applicable boxes)</p> <p style="text-align: right;">For each type of service provided, state the approximate % of total advisory billings from that service. (See instructions below.)</p> <p>Applicant:</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 5%;"><input checked="" type="checkbox"/></td> <td style="width: 15%;">(1)</td> <td style="width: 75%;">Provides investment supervisory services .....</td> <td style="width: 15%; text-align: right;">99 %</td> </tr> <tr> <td><input type="checkbox"/></td> <td>(2)</td> <td>Manages investment advisory accounts not involving investment supervisory services .</td> <td style="text-align: right;">_____ %</td> </tr> <tr> <td><input type="checkbox"/></td> <td>(3)</td> <td>Furnishes investment advice through consultations not included in either service described above.....</td> <td style="text-align: right;">_____ %</td> </tr> <tr> <td><input type="checkbox"/></td> <td>(4)</td> <td>Issues periodicals about securities by subscription .....</td> <td style="text-align: right;">_____ %</td> </tr> <tr> <td><input type="checkbox"/></td> <td>(5)</td> <td>Issues special reports about securities not included in any service described above.....</td> <td style="text-align: right;">_____ %</td> </tr> <tr> <td><input type="checkbox"/></td> <td>(6)</td> <td>Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities .....</td> <td style="text-align: right;">_____ %</td> </tr> <tr> <td><input type="checkbox"/></td> <td>(7)</td> <td>On more than an occasional basis, furnishes advice to clients on matters not involving securities .....</td> <td style="text-align: right;">_____ %</td> </tr> <tr> <td><input type="checkbox"/></td> <td>(8)</td> <td>Provides a timing service .....</td> <td style="text-align: right;">_____ %</td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td>(9)</td> <td>Furnishes advice about securities in any manner not described above.....</td> <td style="text-align: right;">1 %</td> </tr> </table> <p>(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal Year, provide estimates of advisory billings for that year and state that the percentages are estimates.)</p>	<input checked="" type="checkbox"/>	(1)	Provides investment supervisory services .....	99 %	<input type="checkbox"/>	(2)	Manages investment advisory accounts not involving investment supervisory services .	_____ %	<input type="checkbox"/>	(3)	Furnishes investment advice through consultations not included in either service described above.....	_____ %	<input type="checkbox"/>	(4)	Issues periodicals about securities by subscription .....	_____ %	<input type="checkbox"/>	(5)	Issues special reports about securities not included in any service described above.....	_____ %	<input type="checkbox"/>	(6)	Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities .....	_____ %	<input type="checkbox"/>	(7)	On more than an occasional basis, furnishes advice to clients on matters not involving securities .....	_____ %	<input type="checkbox"/>	(8)	Provides a timing service .....	_____ %	<input checked="" type="checkbox"/>	(9)	Furnishes advice about securities in any manner not described above.....	1 %	
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	<p>B. Does applicant call any of the services it checked above financial planning or some similar term? .....</p> <p style="text-align: right;">___ Yes <input checked="" type="checkbox"/> No</p>																																					
	<p>C. Applicant offers investment advisory services for: (check all that apply)</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 5%;"><input checked="" type="checkbox"/></td> <td style="width: 45%;">(1) A percentage of assets under management</td> <td style="width: 5%;"><input type="checkbox"/></td> <td style="width: 45%;">(4) Subscription fees</td> </tr> <tr> <td><input type="checkbox"/></td> <td>(2) Hourly charges</td> <td><input type="checkbox"/></td> <td>(5) Commissions</td> </tr> <tr> <td><input type="checkbox"/></td> <td>(3) Fixed fees (not including subscription fees)</td> <td><input checked="" type="checkbox"/></td> <td>(6) Other</td> </tr> </table>	<input checked="" type="checkbox"/>	(1) A percentage of assets under management	<input type="checkbox"/>	(4) Subscription fees	<input type="checkbox"/>	(2) Hourly charges	<input type="checkbox"/>	(5) Commissions	<input type="checkbox"/>	(3) Fixed fees (not including subscription fees)	<input checked="" type="checkbox"/>	(6) Other																									
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	<p>D. For each checked box in A above, describe on Schedule F:</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee</li> <li><input type="checkbox"/> applicant's basic fee schedule, how fees are charged and whether its fees are negotiable</li> <li><input type="checkbox"/> when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date</li> </ul>																																					
2.	<p>Types of Clients -- Applicant generally provides investment advice to: (check those that apply)</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;"><input checked="" type="checkbox"/> (A) Individuals</td> <td style="width: 50%;"><input checked="" type="checkbox"/> (E) Trusts, estates, or charitable organizations</td> </tr> <tr> <td><input checked="" type="checkbox"/> (B) Banks or thrift institutions</td> <td><input checked="" type="checkbox"/> (F) Corporations or business entities other than those listed above</td> </tr> <tr> <td><input checked="" type="checkbox"/> (C) Investment companies</td> <td><input checked="" type="checkbox"/> (G) Other (describe on Schedule F)</td> </tr> <tr> <td><input checked="" type="checkbox"/> (D) Pension and profit sharing plans</td> <td></td> </tr> </table>	<input checked="" type="checkbox"/> (A) Individuals	<input checked="" type="checkbox"/> (E) Trusts, estates, or charitable organizations	<input checked="" type="checkbox"/> (B) Banks or thrift institutions	<input checked="" type="checkbox"/> (F) Corporations or business entities other than those listed above	<input checked="" type="checkbox"/> (C) Investment companies	<input checked="" type="checkbox"/> (G) Other (describe on Schedule F)	<input checked="" type="checkbox"/> (D) Pension and profit sharing plans																														
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3. Types of Investments. Applicant offers advice on the following: (check those that apply)

- |   |  |
|---|--|
| <input checked="" type="checkbox"/> A. Equity Securities  | <input checked="" type="checkbox"/> H. United States government securities                   |
| <input checked="" type="checkbox"/> (1) exchange-listed securities                                | <input type="checkbox"/> I. Options contracts on:  |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter                        | <input checked="" type="checkbox"/> (1) securities   |
| <input checked="" type="checkbox"/> (3) foreign issuers   | <input type="checkbox"/> (2) commodities   |
| <input checked="" type="checkbox"/> B. Warrants   | <input type="checkbox"/> J. Futures contracts on:  |
| <input checked="" type="checkbox"/> C. Corporate debt securities<br>(other than commercial paper) | <input type="checkbox"/> (1) tangibles   |
| <input type="checkbox"/> D. Commercial paper  | <input type="checkbox"/> (2) intangibles   |
| <input checked="" type="checkbox"/> E. Certificates of deposit                                    | <input type="checkbox"/> K. Interests in partnerships investing in:                          |
| <input checked="" type="checkbox"/> F. Municipal securities                                       | <input type="checkbox"/> (1) real estate   |
| <input type="checkbox"/> G. Investment company securities   | <input type="checkbox"/> (2) oil and gas interests   |
| <input type="checkbox"/> (1) variable life insurance  | <input type="checkbox"/> (3) other (explain on Schedule F)                                   |
| <input type="checkbox"/> (2) variable annuities   | <input checked="" type="checkbox"/> L. Other (explain on Schedule F) (Unit Investment Trust) |
| <input checked="" type="checkbox"/> (3) mutual fund shares  |  |

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- |   |  |
|---|--|
| (1) <input type="checkbox"/> Charting               | (4) <input checked="" type="checkbox"/> Cyclical           |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical   |  |

B. The main sources of information applicant uses include (check those that apply)

- |   |   |
|---|---|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines    | (5) <input type="checkbox"/> Timing services  |
| (2) <input checked="" type="checkbox"/> Inspections of corporate activities   | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases  |
| (4) <input checked="" type="checkbox"/> Corporate rating services             | (8) <input type="checkbox"/> Other (explain on Schedule F)  |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- |  |   |
|--|---|
| (1) <input checked="" type="checkbox"/> Long term purchases<br>(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions   |
| (2) <input checked="" type="checkbox"/> Short term purchases<br>(securities sold within a year)  | (6) <input checked="" type="checkbox"/> Option writing, including covered options,<br>uncovered options or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days)                 | (7) <input type="checkbox"/> Other (explain on Schedule F)  |
| (4) <input checked="" type="checkbox"/> Short sales  |   |

5. Education and Business Standards

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? .....  Yes \_\_\_ No  
(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- name
- formal education after high school
- year of birth
- business background for the preceding five years

7. Other Business Activities. (check those that apply)

- A. Applicant is actively engaged in a business other than giving investment advice.
- B. Applicant sells products or services other than investment advice to clients.
- C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- A. Applicant is registered (or has an application pending) as a securities broker-dealer
- B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
  - (1) broker-dealer
  - (2) investment company
  - (3) other investment adviser
  - (4) financial planning firm
  - (5) commodity pool operator, commodity trading adviser or futures commission merchant
  - (6) banking or thrift institution
  - (7) accounting firm
  - (8) law firm
  - (9) insurance company or agency
  - (10) pension consultant
  - (11) real estate broker or dealer
  - (12) entity that creates or packages limited partnerships

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?  Yes \_\_\_ No

(If yes, describe on Schedule F the partnerships and what they invest in.)

9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- A. As principal, buys securities for itself from or sells securities it owns to any client.
- B. As broker or agent effects securities transactions for compensation for any client.
- C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts interest in those transactions.)

10. Conditions for Managing Accounts. Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services and impose a minimum dollar value of assets or other conditions for starting or maintaining an account?  Yes \_\_\_ No

(If yes, describe on Schedule F.)

11. Review of Accounts. If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. For reviews, include their frequency, different levels, and triggering factors. For reviewers, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

The timing and nature of account reviews are dictated by a variety of factors. Such factors include the following: contributions or withdrawals of cash from an account; a determination to change the cash level of an account; 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; the performance of an account; option maturity dates; interest rate changes; changes in the list of securities approved for purchase for a particular objective; a client's pledge of the assets of an account as collateral security; and requirements imposed by court order or regulatory decree (e.g., divorce decree, tax lien).

With respect to registered investment companies ("Mutual Funds") advised by Eagle Asset Management, Inc. ("Eagle"), the timing and nature of account reviews are further dictated by regulatory requirements including but not limited to the Investment Company Act of 1940 and Internal Revenue Code, each Mutual Fund's respective prospectus limitations and internal guidelines.

Reviewers typically are not assigned a specific number of accounts to review. They ensure that all accounts in an objective receive equitable investment allocations and in accordance with account guidelines or restrictions. Small/MidCap Core accounts are reviewed by Todd L. McCallister, Managing Director and Senior Vice President and Stacey Serafini Thomas, Vice President and a staff of three people. Small Cap Growth accounts are reviewed by Bert Boksen, Managing Director and Senior Vice President, Eric Mintz Vice President and Assistant Portfolio Manager and a staff of three people. Equity Income, Value and Strategic Income (Equity) accounts are reviewed by Edmund M. Cowart Managing Director and Senior Vice President and , David Blount, Vice President and Portfolio Manager, John Pandtle Vice President and Portfolio Manager and a staff of two people. . Large Cap Core accounts are reviewed by the Large Cap Core Management Team and a staff of two people. Fixed Income Corporate and Municipal Bond accounts, are reviewed by James C. Camp, Senior Vice President and Managing Director and Burt Mulford, Vice President, Joseph Jackson, Vice President, Sheila King, Vice President and a staff of three people Fixed Income Short Term Cash and money market fund accounts are reviewed by H. Peter Wallace Senior Vice President and Managing Director and Don Glassman Vice President and Portfolio Manager and staff of one. 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, the Mutual Funds are reviewed by the Mutual Funds' chief compliance officer and her staff.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

**In many instances Eagle's retail clients are part of a wrap program where the client receives either a confirmation of each transaction from the broker, or if elected by the client, a monthly or quarterly trade confirmation report from the broker. At least quarterly, clients are also provided with a brokerage statement from the broker. The brokerage statement contains the cash balance, type, name and amount of each security, and current market value of each security. With respect to institutional and non-wrap clients, Eagle provides client statements in accordance with the client contract.**

12. Investment or Brokerage Discretion.

A. Does any applicant or any related person have authority to determine, without obtaining specific client consent, the:

- (1) securities to be bought or sold .....  Yes \_\_\_ No
- (2) amount of the securities to be bought or sold? .....  Yes \_\_\_ No
- (3) broker or dealer to be used? ..... (Institutional Accounts only) .....  Yes \_\_\_ No
- (4) commission rates paid? ..... (Institutional Accounts only) .....  Yes \_\_\_ No

B. Does the applicant or a related person suggest brokers to clients? .....  Yes \_\_\_ No

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, described on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant person is a factor, describe:

- o the products, research and services
- o whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- o whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- o any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

- A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? .....  Yes \_\_\_ No
- B. directly or indirectly compensates any person for client referrals? .....  Yes \_\_\_ No

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant.

- o has custody of client funds or securities; or
- o requires prepayment of more than \$500 in fees per client and 6 or more months in advance.

Has applicant provided a Schedule G balance sheet? ..... \_\_\_ Yes  No

SCHEDULE F OF FORM ADV Continuation Sheet Form ADV Part II	Applicant: EAGLE ASSET MANAGEMENT, INC.	SEC File Number: 801-21343	Date: 7/01/10
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Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: EAGLE ASSET MANAGEMENT, INC.	IRS Empl. ID. No.: 59-2385219
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Item of Form (Identify)	Answer
PART II, Page 2 Item 1.D.	<p>Eagle Asset Management, Inc. ("Eagle") provides investment advisory services to the following groups of clients:</p> <ul style="list-style-type: none"> <li>• A group of Mutual Funds, the Eagle Family of Funds</li> <li>• Institutions such as corporate pension plans, public funds, foundations and other tax-exempt entities, and other Mutual Funds on a subadvisory basis</li> <li>• Retail clients such as individual investors, trusts and smaller employee benefit plans</li> </ul> <p>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 stocks, industries, and cash levels. 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., retail or institutional), clients restrictions and guidelines, and significant account activity (e.g., significant number of contributions and/or withdrawals).</p> <p><b><u>EAGLE FAMILY OF FUNDS</u></b></p> <p>For each Mutual Fund it manages, Eagle receives an advisory fee and an administrative fee according to the fee schedules listed in the Prospectus and the Statement of Additional Information. The Prospectus and the Statement of Additional Information can be found on the website eagleasset.com. The fees are calculated as a percentage of each fund's average daily net assets. These fees are accrued daily and paid monthly. For each Mutual Fund client, the advisory and administrative fees may be reduced due to contractual or voluntary expense caps, which may result in fee waivers and reimbursements. Each Mutual Fund's Board of Trustees renews the advisory contract and reviews fees annually.</p> <p><b><u>INSTITUTIONAL ACCOUNT SERVICES</u></b></p> <p>Eagle provides investment advisory services to institutional clients which may include corporate pension plans, public funds, foundations and other tax-exempt entities, and registered investment companies. Such accounts are managed in accordance with investment objectives, guidelines, and restrictions established by each client. Purchases and sales of securities for these accounts are executed either by broker-dealer firms selected by Eagle including those which, from time to time, furnish Eagle with investment research information and other services, or by firms which the client may direct Eagle to use. In executing trades for institutional accounts where Eagle is authorized to choose brokers, Eagle uses its best efforts to obtain the best available price and most favorable execution. (See the discussion of Brokerage Practices--Institutional Accounts, Part II, Item 12.A(4).)</p> <p>Eagle generally imposes a minimum dollar amount of \$2,000,000 for institutional accounts with a \$5,000,000 aggregate relationship minimum. However, smaller accounts or relationships may be accepted at the discretion of Eagle.</p> <p><b><u>Institutional Account Management Fee Schedule</u></b></p> <p>Large Cap Equity</p> <ul style="list-style-type: none"> <li>0.65% on assets under \$25,000,000</li> <li>0.55% on assets between \$25,000,000 and \$50,000,000</li> <li>0.50% on assets between \$50,000,000 and \$150,000,000</li> <li>0.40% greater than \$150,000,000</li> </ul> <p>Small and Mid Cap Equity</p> <ul style="list-style-type: none"> <li>0.95% on assets under \$10,000,000</li> <li>0.90% on assets between \$10,000,000 and \$25,000,000</li> <li>0.85% on assets between \$25,000,000 and \$75,000,000</li> <li>0.80% on assets between \$75,000,000 and \$150,000,000</li> <li>0.75% on assets greater than \$150,000,000</li> </ul> <p>Balanced</p> <ul style="list-style-type: none"> <li>0.60% on assets under \$5,000,000</li> <li>0.55% on assets between \$5,000,000 and \$15,000,000</li> <li>0.50% on assets between \$15,000,000 and \$25,000,000</li> <li>0.45% on assets between \$25,000,000 and \$50,000,000</li> <li>0.35% greater than \$50,000,000</li> </ul>

SCHEDULE F OF FORM ADV Continuation Sheet Form ADV Part II	Applicant: EAGLE ASSET MANAGEMENT, INC.	SEC File Number: 801-21343	Date: 7/01/10
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Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: EAGLE ASSET MANAGEMENT, INC.	IRS Empl. ID. No.: 59-2385219
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Item of Form (Identify)	Answer						
	<p>Fixed Income</p> <ul style="list-style-type: none"> <li>0.40% on assets under \$2,000,000</li> <li>0.30% on assets between \$2,000,000 and \$10,000,000</li> <li>0.25% on assets between \$10,000,000 and \$50,000,000</li> <li>0.20% greater than \$50,000,000</li> </ul> <p><u>Example of fee calculation for \$50,000,000 Small Cap Equity Account</u></p> <ul style="list-style-type: none"> <li>0.95% on first \$10,000,000</li> <li>0.90% on next \$15,000,000</li> <li>0.85% on next \$25,000,000</li> </ul> <p>As a result of applying the above breakpoint fee the schedule to a \$50,000,000 investment in a Small Cap Equity Account the effective annualized advisory fee would be 0.885%. This example assumes no growth in the account and no withdrawals or additions of assets to the account. Increases and decreases in assets in such an account would result in a higher or lower effective rate. 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.</p> <p>Institutional clients may negotiate discounts from the fee schedule shown above. Eagle generally will not discount fees for accounts below \$10 million. Also, for accounts where Eagle serves as a subadviser such as mutual funds and variable annuity separate accounts Eagle receives a fee that is different than shown in the above schedule. Typically, Eagle's subadvisory fee for mutual fund and variable annuity accounts it advises is approximately one half of the fee paid by the fund to its adviser. For Mutual Funds which Eagle is a subadviser, the respective Mutual Fund's adviser (and not Eagle) typically provides administrative, marketing and shareholder services, including any necessary disclosures to shareholders.</p> <p><b><u>Asset Allocation Program-Institutional</u></b></p> <p>Eagle offers certain institutional clients an investment program that 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 evaluation of model optimization.</p> <table border="0"> <tr> <td style="vertical-align: top;"> <p><b>A. 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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.</p>	<p><b>A. Conservative (Domestic)</b></p> <ul style="list-style-type: none"> <li>Fixed income: Between 40% and 55%</li> <li>US Large Cap Equity: Between 20% and 35%</li> <li>US Equity Income: Between 10% and 20%</li> <li>US Small Cap Equity: Between 5% and 20%</li> </ul>	<p><b>B. Conservative (with International)</b></p> <ul style="list-style-type: none"> <li>Fixed income: Between 40% and 55%</li> <li>US Large Cap Equity: Between 20% and 35%</li> <li>US Equity Income: Between 10% and 20%</li> <li>US Small Cap Equity: Between 5% and 20%</li> <li>International Equity: Between 5% and 20%</li> </ul>	<p><b>C. 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**Investment Management Consultants Referrals**

Institutional clients often hire investment management consultants to engage in a search for investment managers, and Eagle is often contacted by such consultants to become a candidate in the searches. 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, 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 SERVICES**

Eagle provides investment advisory services to retail clients, including individuals, IRAs, trusts, and employee benefit plans. The majority of Eagle's retail business is generated through Eagle's participation as a subadviser in various investment management wrap fee programs ("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 subadvisory fee paid to a Eagle. Eagle also acts as a subadviser 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 amount of assets Eagle manages in the Wrap Program.

**Retail Account Management Fees**

Sponsors typically charge their clients an annualized asset based fee ranging from 1.50% to 3.00% of assets under management. This fee may be negotiable, and the subadvisory fee paid to Eagle may vary. For its services as a subadviser in such programs, Eagle receives a management fee which typically is 0.50% of assets under management for equity accounts and 0.30% for fixed income accounts, although the fees paid may vary for different 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. Clients should receive a Sponsor's Schedule H or wrap brochure and direct any questions regarding the overall wrap fee, including Eagle's subadvisory fee, to the Sponsor.

In Wrap Programs, Sponsors typically obtain information from clients regarding the clients' financial circumstances, risk profile, and investment objectives, and consult 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 while Eagle conducts its own, more limited, suitability review based upon information provided by the Sponsor.

Eagle also maintains some direct (i.e. not as subadviser 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 range from 0.60% to 1.00% of assets under management for accounts with equity objectives, and from 0.30% to 0.50% 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 contract clients.

**MODEL PROGRAMS**

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

**RELATED ACCOUNTS (Retail and Institutional)**

Related accounts are accounts of an individual, his or her spouse, and their children under the age of 21. Related accounts includes individually owned accounts, individual retirement accounts (IRA's), self-directed accounts (i.e., directed by individual participants) under an employee benefit plan ("ERISA plan"), and ERISA plan accounts in which an individual is the sole participant. For purposes of determining Eagle's management fee, Eagle accounts

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and accounts of investment advisers affiliated with Eagle, which meet the criteria for related accounts, will be aggregated among certain classes of accounts to determine if a lower management fee will apply.

**MISCELLANEOUS**

1. Employees of Eagle or its affiliates are entitled to lower management fee arrangements for their personal accounts.
2. Client portfolios which include mutual fund holdings essentially pay two advisory fees, one to Eagle and the other to the mutual fund's adviser via the funds management fees.
3. Accounts advised by Eagle may pay fees, such as commissions, etc. to entities related to Eagle in addition to the advisory fees paid to Eagle.
4. Eagle policy dictates that the firm will not take action regarding class action suits for stocks owned by its clients. Clients are advised to consult attorney to determine course of legal action.

**PERFORMANCE FEE ARRANGEMENTS**

A small number of clients have entered into performance fee arrangements with Eagle. Eagle offers performance fee arrangements when allowed by law. Clients interested in a performance fee agreement should contact Eagle. 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 \$2,000,000. 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 25-35% 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 S & P 500 Index) for the Large Cap Core objectives, the Russell 2000 Index for the Small Cap Growth objective and the Lehman Brothers Intermediate Government / Corporate Index (LBIGC) for Fixed Core objective (*The S & P 500 Index covers 500 industrial, utility, transportation, and financial companies of the U.S. markets, and it represents about 75% of NYSE market capitalization and 30% 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 LBIGC measures the performance of approximately 2800 bonds with maturities between 1 and 9.99 years.*) 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 create 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. The performance fee paid to Eagle 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 more compensation to Eagle as 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. 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.

**Performance Fee – Account Valuation Methodology**

Fair market value for purposes of computing the amount of compensation, if any, to Eagle, shall be determined by valuing the assets as follows:

- (1) Cash and cash equivalents shall be valued at face amount.
- (2) 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.
- (3) Common stock and other equity securities shall have a value equal to their respective closing prices as quoted by the New York Stock Exchange, American Stock Exchange or the NASDAQ system on the last business day preceding the day on which fair market value is being determined.
- (4) Interest and dividends shall be accrued to the last business day preceding the day on which fair market value is

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	<p>being determined.</p> <p>If a performance fee agreement is terminated prior to one year from the inception date of the agreement, Eagle shall be paid a fee in an amount equal to the standard Management Fee rates set forth above based on the objective, from inception to the date of termination, less base fee payments. Eagle will request the custodian to deduct its compensation from the assets prior to return of such assets to client.</p> <p><b><u>RETAIL ACCOUNTS</u></b> For retail accounts, Eagle generally will not accept a performance fee arrangement unless commissions or asset-based brokerage fees are at the maximum discount offered by the referring broker-dealer. For Retail accounts, base fees are paid quarterly. When the account is opened, the base fee is billed for the remainder of the current billing period and is based on the initial contribution. Thereafter, the quarterly fee is paid in advance, it is based on the account asset value on the last business day of the previous calendar quarter, and it becomes due the following business day. Eagle will request the custodian to deduct any compensation due it from the client's account. Eagle bears all costs related to the management of the account, except the costs of effecting transactions.</p> <p><b><u>WITHDRAWALS</u></b> Interest earned dividends, etc., are credited to each account and reinvested. If client desires, however, a regular payout can be sent. Client may add or withdraw cash or securities at any time.</p> <p><b><u>TERMINATIONS</u></b> The investment management agreement may be terminated by either party at any time upon written notice pursuant to the provisions of the investment management agreement. There is no penalty for terminating the client's account. Upon termination, the client receives a refund for the portion of the prepaid management fee which is not earned.</p>																																																						
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In such cases, client will receive a description of the objective.  + Clients selecting Special Fixed objective— client must indicate their tax rate, state of residence and whether they will allow high yield securities in their portfolio</p> <p>Below is a description of the investment objectives offered by Eagle. Please also refer to Item 10 later in this Schedule F which discusses suitability considerations when deciding on an investment objective that is appropriate for a particular client.</p> <p><b><u>Equity Objectives (Large Cap Core, Large Cap Value, , All Cap Value, Small/Mid Cap Core, Small Cap Growth, Mid Cap Growth)</u></b></p> <p>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. Thus, the equity investor should be willing to tolerate short-term volatility and the greater possibility of loss of capital than objectives seeking current income. An equity investor's time horizon should generally be long-term but not less than three years.</p> <p>Investors considering the Large Cap Value, Small Cap Growth, Small/Mid Cap Core, and Mid Cap Growth objectives should recognize that the issuers of securities selected for these objectives may not have the business experience or may have businesses that may still be evolving when compared to issuers of securities that may be selected for the Large Cap Core or Large Cap Value objectives. The securities selected for these objectives will typically be more speculative in nature and thus have greater potential for the loss of capital.</p> <p>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.</p> <p>Investors in Large Cap Value, Small Cap Growth, Small/Mid Cap Core and Mid Cap Growth objectives should generally have a higher tolerance for risk and the possibility of the loss of capital than investors in the Large Cap Core and Large Cap Value objectives due to the more aggressive and volatile nature of these objectives.</p> <p><b><u>Equity Income (Equity Income)</u></b></p> <p>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 in general market declines with income. 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 that of Equity investors.</p> <p><b><u>Balanced (Strategic Income, Select Balance)</u></b></p> <p>The primary goal of this objective is to achieve a balance between capital appreciation and income. Thus, there is more emphasis on income than in the Equity Income objective while the equity portion of the Select Balanced account is designed to accept some market risk in order to keep current with inflation.</p> <p>An investor in the Select Balanced objective should be willing to accept some periods of negative returns, although the investor's tolerance for risk and volatility 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.</p>	Core Plus Fixed Income* (Core with High Yield securities)	James Camp, Burt Mulford, , Sheila King	Both	Intermediate Conservative*(also known as High Quality Taxable -Retail)	James Camp, Burt Mulford, , Sheila King	Both	Short-Term Conservative* (\$2,000,000 min)	James Camp, Burt Mulford, , Sheila King	Both	Enhanced Cash	Peter Wallace, Donald Glassman	Institutional
Core Plus Fixed Income* (Core with High Yield securities)	James Camp, Burt Mulford, , Sheila King	Both											
Intermediate Conservative*(also known as High Quality Taxable -Retail)	James Camp, Burt Mulford, , Sheila King	Both											
Short-Term Conservative* (\$2,000,000 min)	James Camp, Burt Mulford, , Sheila King	Both											
Enhanced Cash	Peter Wallace, Donald Glassman	Institutional											

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	<p><b><u>Fixed Income (Government Securities, Intermediate Conservative, High Quality Tax-Free, Core Fixed Income, Core Plus Fixed Income Special Fixed Income, Short-Term Conservative Fixed Income, Enhanced Cash)</u></b></p> <p>The Fixed Income objectives are generally more conservative than Eagle's Equity objectives. The primary goal of these objectives is to generate current income while conserving principal.</p> <p>The Fixed Income investor generally seeks consistent returns with lower risk. Because of the less volatile nature of the objective, the Fixed Income investor may have a shorter investment time horizon than equity and balanced investors, although the objective can accommodate investors with longer time horizons as well. Fixed Income investments, although generally less volatile than equity investments, may lose value and may result in loss of investment.</p> <p>The investor who allocates a portion of account assets to high yield corporate bonds and/or convertible securities should be more aggressive and more willing to tolerate additional volatility, as these components are designed to provide some growth for the objective and consequently carry more risk. Additionally, investments in high yield corporate and/or convertible securities have a greater likelihood for the risk or loss of capital.</p>
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PART II, Page 4 Item 5	Eagle generally requires that associated persons, who have decision-making powers with respect to advisory accounts, have earned a four-year undergraduate degree or the equivalent or have experience in the analysis of investments. Eagle expects any additional persons employed will have qualifications and backgrounds consistent with those of its current employees.
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PART II, Page 4 Item 6	<p style="text-align: center;"><b>EAGLE ASSET MANAGEMENT PORTFOLIO MANAGERS</b></p> <p><b>BERT BOKSEN CFA (3/27/48) - Senior Vice President and Managing Director</b></p> <p>Education: Received a B.A. degree in business from City College of New York in 1970 and his M.B.A. in Finance from St. John's University in 1977. .</p> <p>Business Background: December 2001 to present - Manager and President of EB Management I, LLC, general partner of Investment Partnership. April 1995 to present - Mr. Boksen is Senior Vice President of Eagle, and has portfolio management responsibilities for the Small Cap Growth Equity accounts. Mr. Boksen was appointed Managing Director in June 1999. Prior to joining Eagle, Mr. Boksen was Senior Vice President and Chief Investment Officer of Raymond James &amp; Associates, Inc. where he was Chairman of the Raymond James Focus Committee. Mr. Boksen has been a registered representative of Raymond James &amp; Associates, Inc. since 1979.</p> <p><b>ERIC MINTZ CFA (9/19/72) - Vice President and Assistant Portfolio Manager</b></p> <p>Education: Received a B.A. degree from Washington &amp; Lee University and his M.B.A. from the University of Southern California. .</p> <p>Business Background: March 2008 to present – Mr. Mintz is Assistant Portfolio Manager and Senior Research Analyst with Eagle. From June 2005 to March 2008 – Mr. Mintz was Senior Research Analyst with Eagle. From December 1999 to May 2005 - Mr. Mintz was Vice President of Equity Research at the Oakmont Corporation. From October 1995 to July 1999 – Mr. Mintz was Equity Research Analyst with Raymond James &amp; Associates, Inc. (“RJA”).</p>
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	<p><b>CHRISTOPHER SASSOUNI (12/1/57) - Vice President and Assistant Portfolio Manager</b></p> <p>Education: Received his B.A. degree from University of Pittsburgh in 1979, his Doctor of Dental Medicine degree in 1985 and his M.B.A. from the University of North Carolina in 1989.</p> <p>Business Background: December 2005 to present - Mr. Sassouni is Assistant Portfolio Manager and Senior Research Analyst with Eagle. From September 2003 to present - Mr. Sassouni is Senior Research Analyst with Eagle covering Healthcare Industry. From January 1999 to September 2003 - Mr. Sassouni was President and CEO of Healthcare Investment Advisors, Inc.</p> <p><b>EDMUND M. COWART CFA (4/25/47) - Senior Vice President and Managing Director</b></p> <p>Education: Received his A.B. in 1969 from Dartmouth College and he attended the University of Texas Graduate School of Business for two years.</p> <p>Business Background: July 1999 to present - Mr. Cowart is Senior Vice President and Managing Director of Eagle and has co-portfolio management responsibilities for Large Cap Value Equity, Strategic Income (Equity) and Equity Income accounts. Prior to joining Eagle, Mr. Cowart was a portfolio manager at BancOne Investment Advisors in Columbus, Ohio from April 1990 to June 1999. From December 1985 to April 1990 he was a portfolio manager at Contravest, Inc. in Austin, Texas.</p> <p><b>DAVID M. BLOUNT CFA (9/23/61) - Vice President and Portfolio Manager</b></p> <p>Education: Received a B.S. degree in Finance from the University of Florida in 1983. Mr. Blount is a certified public accountant</p> <p>Business Background: June 2008 to present - Mr. Blount is Portfolio Manager of Eagle and has co-portfolio management responsibilities for Large Cap Value Equity, Strategic Income (Equity) and Equity Income accounts. April 1999 to June 2008 - Mr. Blount was Senior Research Analyst of Eagle for Equity Income, All Cap Value, Large Cap Value, Premium Income strategies. February 1996 to April 1999 - Mr. Blount was Vice President and Portfolio Manager of Eagle for Equity Income. August 1994 to February 1996 - Mr. Blount was Portfolio Manager of Eagle for High Yield Corporate Bond. September 1993 to July 1994 - Mr. Blount was Investment Analyst with Eagle.</p> <p><b>TODD L. McCALLISTER CFA (11/16/59) - Senior Vice President and Managing Director</b></p> <p>Education: Received his B.A. in Economics from the University of North Carolina at Chapel Hill where he graduated with Highest Honors in 1982. Received his Ph.D. in Economics from the University of Virginia in 1987.</p> <p>Business Background: April 1997 to present - Mr. McCallister is a Senior Vice President and Portfolio Manager of Eagle and has portfolio management responsibilities for Small/Mid Cap Core and Mid Cap Core Equity accounts. Mr. McCallister was appointed Managing Director in February 2002. Prior to joining Eagle, he was a Portfolio Manager specializing in mid-cap stocks with Investment Advisers, Inc. from 1992 to 1997 and was a Portfolio Manager with ANB Investment Management from 1987 to 1992.</p>

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	<p>STACEY SERAFINI THOMAS CFA (11/01/75) – Vice President and Co-Portfolio Manager</p> <p>Education: Graduated cum laude with B.A. from Harvard University, 1997. Mrs. Serafini Thomas is a Chartered Financial Analyst.</p> <p>Business Background: 1999 to present – Mrs. Serafini Thomas is a Vice President of Eagle and has co-portfolio management responsibilities for Small/Mid Cap Core and Mid Cap Core accounts. 1997 to 1999 – Mrs. Serafini Thomas was a Corporate Finance Analyst with RJA.</p> <p>JOHN A. PANDTLE, CFA (10/07/70) - Vice President and Portfolio Manager</p> <p>Education: Received his B.B.A. in Finance in 1993 from The University of Georgia.</p> <p>Business Background: July 2009 to present - Mr. Pandtle is a Portfolio Manager of Eagle and has co-portfolio management responsibilities for Large Cap Value Equity, All Cap Value Equity, Strategic Income (Equity) and Equity Income accounts. January 2008 to March 2009 – Mr. Pandtle was President and Managing Director of Nexity Capital Management LLC April 2002 to January 2008 – Mr. Pandtle was a Senior Vice President in the Equity Research department of Raymond James &amp; Associates November 1999 to April 2002 – Mr. Pandtle was a Senior Equity Research Analyst with Eagle. Prior to joining Eagle, Mr. Pandtle was a Vice President with The Robinson-Humphrey Company, LLC.</p> <p>RICHARD SKEPPSTROM II (1/30/63) - Senior Vice President and Managing Director</p> <p>Education: Received his B.A. degree in Mathematics from University of Virginia in 1985 and his M.B.A. from Darden Business School of the University of Virginia in 1990.</p> <p>Business Background: March 2001 to present - Mr. Skeppstrom is Senior Vice President and Managing Director of Eagle and has co-portfolio management responsibilities for Large Cap Core Growth accounts. March 2001 to present - Mr. Skeppstrom is a Registered Representative with RJA. November 2000 to March 2001 - Mr. Skeppstrom was a Senior Portfolio Manager with Evergreen Investment Management Company. December 1992 to November 2000 - Mr. Skeppstrom was Portfolio Manager with Evergreen Investment Management Company and Mentor Investment Advisors. Prior to joining Mentor Investment Advisors, Mr. Skeppstrom was an Analyst for SIB Portfolio Advisors.</p> <p>JOHN G. JORDAN, III CFA (12/14/67) Vice President and Co-Portfolio Manager</p> <p>Education: Received his B.S. degree in Commerce from University of Virginia in 1990.</p> <p>Business Background: March 2001 to present - Mr. Jordan is Vice President of Eagle and has co-portfolio management responsibilities for Large Cap Core Growth accounts. November 2000 to March 2001 - Mr. Jordan was Portfolio Manager and Analyst with Evergreen Investment Management Company. June 1999 to November 2000 - Mr. Jordan was Portfolio Manager with Mentor Investment Advisors and Evergreen Investment Management Company. Prior to joining Mentor Investment Advisors, Mr. Jordan was Portfolio Manager and Analyst at Thompson, Siegel and Walmsley.</p>

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	<p>E. CRAIG DAUER (5/9/69) – Vice President and Co-Portfolio Manager</p> <p>Education: Received his B.A. from Colgate University in 1991 and his M.B.A. from University of Virginia in 1996. Mr. Dauer is a Chartered Financial Analyst.</p> <p>Business Background: March 2001 to present- Mr. Dauer is Vice President of Eagle and has co-portfolio management responsibilities for Large Cap Core Growth accounts. March 2001 to present – Mr. Dauer is a Registered Representative of RJA. November 2000 to March 2001 – Mr. Dauer was a Portfolio Manager for Evergreen Investment Management Company. June 1999 to November 2000 - Mr. Dauer was a Portfolio Manager for Mentor Investment Advisors. September 1996 to June 1999 Mr. Dauer was an Equity Analyst for First Union Securities. Prior to joining First Union Securities, Mr. Dauer was a data researcher for Standard &amp; Poor's Corp.</p> <p>ROBERT R. MARSHALL (3/30/61) - Vice President and Co-Portfolio Manager</p> <p>Education: Received his B.A. in Economics, University of Virginia in 1985 and his M.B.A. in finance, Santa Clara University, Santa Clara, California in 1991.</p> <p>Business Background: October 2002 to present – Mr. Marshall is Vice President of Eagle and has co-portfolio management responsibilities for Large Cap Core Growth Accounts. October 2002 to present – Mr. Marshall is a Registered Representative of RJA. 1995 to 2002 – Mr. Marshall was an Equity Analyst with Wachovia Securities. 1992 to 1994 – Mr. Marshall was an Equity Analyst with Huberman and Riley.</p> <p>JAMES C. CAMP CFA (2/19/64) – Senior Vice President and Managing Director</p> <p>Education: Received his B.S. degree in Engineering Science from Vanderbilt University in 1986 and his M.B.A. in Finance from Emory University in 1990.</p> <p>Business Background: August 2007 to present – Mr. Camp is Portfolio Manager of Eagle Boston Investment Management Inc. January 1998 to present - Mr. Camp is Senior Vice President of Eagle and has portfolio management responsibilities for Fixed Income accounts. Mr. Camp was appointed Managing Director in January 2003. July 1997 to December 1997 Mr. Camp was Vice President of Fixed Income Institutional Sales and Marketing Eagle Asset Management, Inc. July 1993 to July 1997 - Mr. Camp was a Senior Mortgage Analyst and Vice President with the Mortgage Specialist Group of RJA. Prior to joining Raymond James &amp; Associates, Inc., Mr. Camp was a Portfolio Manager and Quantitative Analyst at ING Investment Management, Inc.</p> <p>BURTON N. MULFORD CFA (3/3/62) - Vice President and Portfolio Manager</p> <p>Education: Received his B.A. degree in Business Administration from Furman University in 1984 and his M.B.A. in Corporate Finance and Investments from the University of Southern California in 1987.</p> <p>Business Background: June 1999 to present - Mr. Mulford is Vice President of Eagle and is responsible for Fixed Income trading. Mr. Mulford assumed portfolio management responsibilities for certain Fixed Income accounts in April 2000.</p>

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	<p>February 2000 to present - Mr. Mulford is a Registered Representative with RJA. Prior to joining Eagle Mr. Mulford was Director of Trading at SouthTrust Bank in Birmingham, Alabama from April 1996 to June 1999. From September 1992 to March 1996 Mr. Mulford was a Portfolio Manager at Union Planters Bank in Jackson, Mississippi and from May 1989 to February 1990 he served as a Securities Analyst with American Savings in Miami, Florida.</p> <p>SHEILA L. KING CFA (5/8/64) Vice President and Assistant Portfolio Manager</p> <p>Education: Received her B.S.B.A. degree from the University of North Carolina at Chapel Hill in 1986.</p> <p>Business Background: January 2002 to present - Ms. King is Assistant Portfolio Manager of Eagle responsible for Fixed Income trading and portfolio management of Special Fixed accounts. July 1997 to present - Ms King is responsible for Fixed Income Credit Research at Eagle. July 1988 to present - Ms King is a registered representative of RJA. July 1998 to July 1997 - Ms King was a Portfolio Reviewer of Eagle.</p> <p>JOSEPH JACKSON CFA (9/13/68) Vice President and Assistant Portfolio Manager</p> <p>Education: Received his B.A. (1990) and MBA (1998) from Wake Forest University</p> <p>Business Background: January 2009 to present - Mr Jackson is portfolio manager with Eagle Fixed Income Strategic Income strategy July 2004 to present - Mr. Jackson is Senior Research Analyst with Eagle Fixed Income. October 1999 to July 2004 - Mr. Jackson was Senior Vice President &amp; Corporate Bond portfolio manager at BB&amp;T Asset Management.</p> <p>H. PETER WALLACE CFA (1946) - Senior Vice President and Managing Director</p> <p>Education: Parsons College 1966, Salem State College 1968, Northeastern University 1968-1972.</p> <p>Business Background: July 2008 to present - Mr. Wallace is Senior Vice President and Portfolio Manager of Eagle and has portfolio management responsibility for Enhanced Cash and Money Market accounts . January 1993 to October 2008 - Mr. Wallace was Senior Vice President, Portfolio Manager and Director of Fixed Income Investments of Heritage Asset Management Inc. ("Heritage")</p> <p>DONALD H. GLASSMAN CFA (1957) - Vice President and Portfolio Manager</p> <p>Education: Received his B.A. degree in Accounting from the University of Florida in 1979.</p> <p>Business Background: July 2008 to present - Mr. Glassman is Vice President and Portfolio Manager of Eagle and has portfolio management responsibility for Money Market accounts. February 2007 to October 2008 - Mr. Glassman was Vice President and Portfolio Manager of Heritage. February 2003 to January 2007 - Mr. Glassman was Vice President, Assistant Portfolio Manager with Heritage.</p>

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	<p style="text-align: center;"><b>PRINCIPAL EXECUTIVE OFFICERS</b></p> <p><b>THOMAS A. JAMES (05/10/42) - Chairman of the Board</b></p> <p>Education: Graduated magna cum laude from Harvard College (B.A. 1964), and in 1966 from Harvard Business School where he was a Baker scholar and graduated with high distinction. He holds a JD degree from Stetson College of Law.</p> <p>Business Background: March 1984 to present - Mr. James is Chairman of the Board of Directors of Eagle Asset Management, Inc. October 1966 to present - Mr. James joined RJA. in 1966. In 1969, he was elected President and Chief Executive Officer of RJA. In 1974, he was named Chief Executive Officer of Raymond James Financial, Inc., ("RJF") (the parent company of Eagle, RJA. and Heritage), and was named Chairman in 1987 June 1985 to May 2007 - Mr. James was Chairman of the Board of Trustees of the Eagle Family of Funds. July 1994 to October 1996 - Mr. James served as Chief Executive Officer of Eagle Asset Management, Inc.</p> <p><b>RICHARD K. RIESS (05/24/49) - Chief Executive Officer, Director</b></p> <p>Education: Received his B.A. in Business from the University of South Florida in 1971. Received his M.B.A. and graduated with distinction from Harvard Business School in 1975.</p> <p>Business Background: October 1996 to present - Mr. Riess is Chief Executive Officer of Eagle Asset Management, Inc. May 2007 to present - Mr. Riess is Chairman of the Board of Trustees of the Eagle Family of Mutual Funds. Mr. Riess has been a Trustee since 1985. May 1998 to present - Mr. Riess is Executive Vice President, Managing Director of Asset Management of RJF. April 2000 to October 2008 - Mr. Riess was Chief Executive Officer of Heritage . October 2000 to November 2005 - Mr. Riess was President of Eagle Family of Mutual Funds. October 1996 to March 2000 - Mr. Riess was President of Eagle. January 1995 to September 1996 - Mr. Riess was President and Chief Operating Officer of Eagle. July 1988 through December 1994 - Mr. Riess was Executive Vice President and Chief Operating Officer of Eagle. July 1988 to present - Mr. Riess is a Director of Eagle. June 1985 to October 2008- Mr. Riess was a Director of Heritage. June 1985 to March 1989- Mr. Riess was President of Heritage. .</p> <p><b>RICHARD J. ROSSI (9/22/56) President, Co-Chief Operating Officer, Director</b></p> <p>Education: Received his B.S. from the University of Florida in 1978 and his M.P.A. from the University of North Florida 1981.</p> <p>Business Background: October 1, 2009 to present - Mr. Rossi is President of Eagle Asset Management, Inc. October 1, 2009 to present - Mr. Rossi is Director of Eagle Fund Services, Inc. September 2007 to present - Mr. Rossi is a Director of Eagle Boston Investment Management Inc. October 2000 to October 2009 - Mr. Rossi was Executive Vice President with Eagle and responsible for Eagle Sales and Marketing. Mr. Rossi was appointed Co-Chief Operating Officer in October 2007. November 2005 to present - Mr. Rossi is President and Director of Eagle Funds Distributors Inc. November 2008 to present - Mr. Rossi is a Director of Eagle. March 2000 to present - Mr. Rossi is a Registered Representative with RJA, Inc. March 2000 to October 2000 - Mr. Rossi was Vice President, Director of Institutional Sales at RJA, Inc.. January 1997 to February 2000 - Mr. Rossi was Vice President, Institutional Sales at Wheat First Securities. July 1996 to January 1997 - Mr. Rossi was Consultant with Mentor Investment Group a subsidiary of Wheat First Securities. April 1992 to June 1996 - Mr. Rossi was Chief Operating Officer at Mentor Investment Group a subsidiary of Wheat First Securities. October 1990 to April 1992 - Mr. Rossi was Director of Marketing at Mentor Investment Group a subsidiary of Wheat</p>

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	<p>First Securities. May 1985 to October 1990 - Mr. Rossi was National Sales Manager with Eagle.</p> <p>JAMES C. ABBOTT (10/03/69) Co-Chief Operating Officer, Executive Vice President and Director</p> <p>Education: Received his B.A. from Brown University in 1991 and his M.B.A. from the University of Pennsylvania, Wharton School of Business 2001.</p> <p>Business Background: October 2009 to present – Mr. Abbott is Co-Chief Operating Officer and Executive Vice President - Investments of Eagle Asset Management, Inc. December 2009 to present – Mr. Abbott is President of Eagle Boston Investment Management, Inc. October 2009 to present – Mr. Abbott is President and Director of Eagle Fund Services, Inc. September 2007 to October 2009 – Mr. Abbott was Senior Vice President, Institutional Sales and Head of New Business Development of Eagle. September 2007 to present – Mr. Abbott is Director of Eagle Boston Investment Management Inc. September 2007 to present – Mr. Abbott is Director of Raymond James Asset Management International. October 2005 to present – Mr. Abbott is Director of International Sales Asset Management Services. September 2005 to present – Mr. Abbott is Director of Raymond James Latin Fund Advisors S.A. August 2005 to present – Mr. Abbott is Director of Raymond James Global Advisors Ltd. January 2003 to present – Mr. Abbott is Vice President, Managing Director of the Asset Management Division of RJA. March 2002 to present - Mr. Abbott is a Registered Representative with RJA. March 2001 to January 2003 - Mr. Abbott was Assistant to the Chairman and the Board of Directors of RJF.</p> <p>STEPHEN W. FABER (10/14/42) Vice President, Corporate Counsel</p> <p>Education: Received his B.A. degree from Princeton University in 1964; received an L.L.B. degree from University of Virginia School of Law in 1969.</p> <p>Business Background: January 1990 to present – Mr. Faber is Corporate Counsel of Eagle. January 1990 to present – Mr. Faber is Corporate Counsel of Eagle Boston Investment Management, Inc.</p> <p>ERIC C. WILWANT (8/29/70) – Senior Vice President, Chief Administrative Officer</p> <p>Education: Received B.S. degree in Finance from the University of South Florida in 1992.</p> <p>Business Background: October 2007 to present – Mr. Wilwant is Senior Vice President and Chief Administrative Officer of Eagle, responsible for trading, operations and administration. October 2009 to present – Mr. Wilwant is Director of Eagle Fund Services, Inc. February 2003 to October 2008 – Mr. Wilwant is Treasurer of Eagle Asset Management. February 2003 to present – Mr. Wilwant is Treasurer of Eagle Boston Investment Management Inc. September 2000 to October 2007 – Mr. Wilwant was Vice President of Eagle April 1995 to September 2000 – Mr. Wilwant was Head of Trading and Trading Systems at Dolphin Capital Management.</p>

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	<p>DAMIAN D. SOUSA (8/15/62) - Vice President, Chief Compliance Officer</p> <p>Education: Received his B.A. degree in Business Management from St. Leo College in 1984 and his M.B.A. from Salem State College in 1993. Mr. Sousa is a Certified Internal Auditor.</p> <p>Business Background: February 2003 to present – Mr. Sousa is Chief Compliance Officer of Eagle. August 2002 to present - Mr. Sousa is Vice President, Director of Compliance of Eagle. August 2002 to present - Mr. Sousa is a Registered Representative and Registered Principal of RJA. November 2005 to present – Mr. Sousa is Chief Compliance Officer of Eagle Fund Distributors Inc. February 2003 to present - Mr. Sousa is Chief Compliance Officer of Eagle Boston Investment Management Inc. December 2000 to August 2002 - Mr. Sousa was Senior Vice President, Compliance Director of Fleet Investment Advisors, Inc. July 1997 to December 2000 – Mr. Sousa was Vice President, Senior Compliance Manager of FleetBoston Corporate Compliance. March 1990 to July 1997 – Mr. Sousa was Senior Internal Auditor with John Hancock Advisers, Inc.</p> <p>MATHEW J. CALABRO (12/3/66) Vice President</p> <p>Education: Received his B.S Accounting from th University of Florida 1988 and M. Accounting from the University of Florida 1989. Mr. Calabro is a Certified Public Accountant.</p> <p>Business Background: November 2009 to present – Mr. Calabro is Vice President of Fund Administration of Eagle. November 2008 to November 2009 - Mr. Calabro was Senior Vice President, Fund Operations and Administration of Eagle. November 2008 to November 2009 – Mr. Calabro was Chief Operating Officer of Eagle Fund Services, Inc. (formerly Heritage). March 2007 to November 2009 – Mr. Calabro was Principal Executive Officer of Eagle Mutual Funds. November 2008 to November 2009 – Mr. Calabro was Chief Administrative Officer of Eagle Fund Distributors, Inc. March 2007 to November 2008 – Mr. Calabro was Senior Vice President and Director of Heritage. October 2005 to March 2007 – Mr. Calabro was Senior Vice President and Chief Compliance Officer of Heritage. May 2007 to October 2008– Mr. Calabro was Senior Vice President of Eagle Fund Distributors, Inc (formerly Heritage Fund Distributors, Inc.) December 1996 to May 2005 Mr. Calabro was Vice President of Heritage.</p> <p>SUSAN L. WALZER (8/24/67) Vice President, Fund Chief Compliance Officer</p> <p>Education: Received her B.A. English, from Stetson University in 1989, her J.D. from Stetson University College of Law in 1991, and LL.M Taxation, from Emory University College of Law in 1993.</p> <p>Business Background: November 2008 to present – Ms Walzer is Vice President, Fund Compliance Officer of Eagle. April 2007 to present – Ms. Walzer is Chief Compliance Officer of Eagle Mutual Funds. April 2007 to present – Ms. Walzer is Vice President and Chief Compliance Officer of Eagle Fund Services, Inc (formerly Heritage). October 2005 to March 2007 – Ms. Walzer was Vice President, Director of Compliance Heritage. February 2003 to October 2005 – Ms. Walzer was Associate Corporate Counsel with RJF. October 1997 to February 2003 – Ms. Walzer was Vice President, Operations and Client Services with RJA.</p>

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PART II, Page 4 Item 8. C.	<p>Eagle is an investment adviser registered with the Securities and Exchange Commission. Eagle is a subsidiary of Raymond James Financial (“RJF”). (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 &amp; Associates, Inc. (RJA), Raymond James Financial Services, Inc. (RJFS), and Raymond James Ltd. RJA and RJFS are registered with the SEC as broker-dealers and investment advisers and are members of FINRA. Further, RJA is a member of the New York, American, Chicago, Philadelphia and Boston stock exchanges and the Chicago Board Options Exchange. Raymond James Ltd. Eagle serves as a subadviser in two Wrap Programs sponsored by RJA called Raymond James Consulting Services and Eagle High Net Worth programs. RJF and RJA may perform certain administrative services to Eagle.</p> <p>RJA is engaged in investment banking activities. Because Eagle is affiliated with RJA and may trade in the securities of companies which RJA Investment Banking division is working with, there may appear to be a conflict of interest. To mitigate the potential conflict of interests Eagle has been advised by RJA that their “Chinese Wall” policies and procedures prevent information from being disseminated to parties outside the Investment Banking division. In addition to RJA Chinese Wall procedures, Eagle has insider trading policies and procedures which are designed to prevent and detect any misuse of non-public information.</p> <p>Eagle is the investment adviser and administrator to the Eagle Mutual Funds, consisting of the following trusts and series:</p> <ul style="list-style-type: none"> <li>Eagle Cash Trust consisting of: <ul style="list-style-type: none"> <li>Money Market Fund</li> <li>Municipal Money Market Fund</li> </ul> </li> <li>Eagle Capital Appreciation Trust</li> <li>Eagle Growth &amp; Income Trust</li> <li>Eagle Series Trust consisting of: <ul style="list-style-type: none"> <li>Small Cap Growth Fund</li> <li>Mid Cap Growth Fund</li> <li>International Equity Fund</li> <li>Large Cap Core Fund</li> </ul> </li> <li>Mid Cap Stock Fund</li> <li>Small Cap Core Value Fund</li> <li>Investment Grade Bond Fund</li> </ul> <p>Eagle Fund Distributors, Inc. (“EFD”) is the principal underwriter and distributor for the Eagle Mutual Funds. In addition to selling fund shares to its clients, EFD enters into selling agreements with other affiliated and unaffiliated broker-dealers and other financial intermediaries to distribute and provide other services in connection with the purchase of fund shares. EFD is a wholly owned subsidiary of Eagle.</p> <p>Eagle Fund Services, Inc. (“EFS”) – the registered transfer agent and shareholder services agent for the Eagle Mutual Funds. EFS is a wholly owned subsidiary of RJF.</p> <p>Eagle Boston Investment Management Inc. (“Eagle-Boston”) is an investment adviser registered with the Securities and Exchange Commission. Eagle-Boston acts as investment adviser to individuals, corporations, foundations, pension and profit sharing plans, state and municipal government entities. Eagle-Boston also acts as subadviser to various investment companies and wrap programs with unaffiliated broker dealers. Eagle provides certain administrative, marketing and compliance services for a monthly fee to be paid by Eagle-Boston. In addition to providing certain administrative services, some Eagle employees performing functions such as portfolio trading and trading operations are also employees of Eagle-Boston. Eagle-Boston is a wholly owned subsidiary of Eagle.</p> <p>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.</p> <p>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 to its clients. In addition, Eagle provides advisory services to RJ Bank.</p>

SCHEDULE F OF FORM ADV Continuation Sheet Form ADV Part II	Applicant: EAGLE ASSET MANAGEMENT, INC.	SEC File Number: 801-21343	Date: 7/01/10
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Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: EAGLE ASSET MANAGEMENT, INC.	IRS Empl. ID. No.: 59-2385219
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Item of Form (Identify)	Answer
	<p>With respect to cash reserves of accounts advised by Eagle, the client and/or the custodian will determine where cash reserves are held. Eagle has no discretion to select where cash reserves of client accounts will be 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"). In addition, the custodian may, among other things, consider terms and conditions, risks and features, conflicts of interest, current interest rates, the manner by which future interest rates will be determined, and the nature and extent of insurance coverage (such as deposit protection from the Federal Deposit Insurance Corporation 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. As of July 2010, . Cash Sweep Options include the Raymond James Bank Deposit Program ("RJBDP"), the RJA Credit Interest Program ("CIP"), sponsored by Raymond James,, and a proprietary class of money market funds (the "Eagle Class – J.P. Morgan Money Market Fund") of the JP Morgan Prime Money Market Fund and J.P. Morgan Tax Free Money Market Fund, managed by J. P. Morgan Investment Management, Inc. offered by Eagle Asset Management, Inc. ("Eagle", an affiliate of Raymond James ) . 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. Raymond James is not responsible for any insured or uninsured portion of Client deposits at anyn of the Banks. Raymond James Bank (also an affiliate of Raymond James) and the interest rate it offers may differ from the yield on the the Eagle Class – J.P. Morgan Money Market Funds and CIP, but Raymond James generally earns more than the interest it pays on such balances. The Eagle Class – J.P. Morgan Money Market Funds are offered by Eagle through an agreement with J.P. Morgan under which Eagle, its affiliates, Raymond James will be compensated by the Eagle Class – J.P. Morgan Money Market Funds and J.P. Morgan 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 funds. Raymond James generally earns a higher rate of interest on CIP balances than the interest rate it pays on such balances. The income earned by Eagle, its affiliates, and Raymond James is in addition to the asset –based fees that Raymond James receives from these accounts.</p> <p>Where an unaffiliated third party acts as custodian of account assets, client and/or the custodian will determine where cash reserves are held.</p> <p>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 the foregoing practices, RJA may obtain federal funds prior to the date that deposits are credited to Client accounts and thus may realize some benefit because of the delay in investing such funds.</p> <p>For further information please refer to the Cash Sweep Options disclosure statement, a copy of which is available from your financial advisor or is available on the Raymond James public website, <a href="http://www.raymondjames.com">www.raymondjames.com</a>.</p> <p>Certain employees of Eagle also act, as registered representatives of RJA by having clients of the broker-dealer affiliate. These employees may receive additional compensation as registered representatives. Eagle's policy is to ensure that the interests of its investment advisory clients 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 earned by Eagle 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. Eagle will manage an account in such a situation 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.</p>
PART II, Page 4 Item 8. D.	RJA, and other subsidiaries of RJF, 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.
PART II, Page5 Item 9.	Eagle has established a Code of Ethics and Insider Trading Policy and Procedure which details personal trading guidelines and restrictions. Theses procedures are to be followed for all transactions (purchase and sale) in accounts of Eagle employees, employee family members (including the spouse, minor children and adults living in the same household as the employee), and Trusts of which they are the trustee or in which they have a beneficial interest. Eagle

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	<p>employees, must pre-clear all personal securities transactions including those of open end mutual funds for which Eagle performs investment advisory services as either an advisor or subadvisor. The only exception being options on a broad-based, publicly traded market basket or index of stocks (e.g. S&amp;P 500 index); and U.S. Government Securities.</p> <p>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 the interest of clients. Eagle employees may not buy or sell securities for their own account until transactions of securities in clients' accounts have been completed. Obtaining pre-clearance for a trade does not guarantee that the trade will not later be reversed 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.</p> <p>Employees must ensure that copies of confirmations, for their brokerage accounts and accounts of immediate family members living in the same household, are forwarded to the designated Compliance Officer. Confirmations will be cross referenced against pre-clearance log to ensure that approval had been granted. In addition, employees must make required quarterly reports of securities transactions (or furnish brokerage statements) and must certify, at least annually, on 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.</p>	
PART II, Page 5 Item 9. A.	RJA an affiliate of Eagle Asset Management, Inc., 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 managed accounts of Eagle.	
PART II, Page 5 Item 9. B.	As a broker/dealer, RJA is often utilized to execute portfolio transactions for clients. These transactions are governed by SEC regulations regarding disclosure requirements, best execution and other requirements.	
PART II, Page 5 Item 9. C.	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 Investment Advisers Act.	
PART II, Page 5 Item 9. D.	On occasion, RJA recommends to its clients that they buy or sell securities in which it has an interest 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 Raymond James Bank in an interest bearing account. See Item 8(C) above.	
PART II, Page 5 Item 9. E	RJA buys or sells for itself securities that it also recommends to its clients. In addition Eagle employees may also purchase securities for them selves for which Eagle recommends or purchase for clients.	
PART II, Page 5 Item 10.	<p><b><u>SUITABILITY CONSIDERATIONS FOR INSTITUTIONAL CLIENTS</u></b></p> <p>Clients who select certain institutional equity objectives, in particular, Large Cap Growth, 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 exists for these objectives.</p> <p><b><u>SUITABILITY GUIDELINES FOR RETAIL CLIENTS:</u></b></p> <p>Eagle's retail investment programs range from fixed income objectives with more conservative goals to equity objectives with more aggressive goals. The primary goal of the equity investor should be to maximize long-term returns with great importance attached to capital appreciation and relatively little emphasis on current income. Conversely, the primary goal of the fixed income investor 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 of assets for retail Equity accounts and \$200,000 of assets for retail Fixed Income accounts; however, smaller accounts may be accepted.</p> <p><b><u>MANAGING ACCOUNTS</u></b></p> <p>Pursuant to the terms of the Investment Management Agreement, Eagle is generally not required to obtain specific client consent regarding specific securities to be bought or sold. However, the client does select a specific</p>	

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	<p>investment objective and Eagle buys securities for the client's account in accordance with that investment objective. Per the investment management agreement, Eagle assumes all investment duties with respect to assets held in the account and has all investment powers including sole investment authority with respect to such assets. Eagle may or may not take action as it deems appropriate, with or without further consent or authority from the client, and may exercise its discretion and deal in and with such assets exactly as fully and freely as the client might do as owner, except that Eagle is not authorized to withdraw any money, securities, or other property either in the name of client or otherwise. Eagle shall be free to sell securities in the portfolio of the account without regard for the length of time they have been held or the gain or loss that may be realized. Eagle is free to make investment changes without regard for the resulting rate of portfolio turnover, when it, in its sole discretion, determines that such changes will promote the investment objective of the account. If the security or property held in the account is accompanied by voting rights, Eagle exercises such voting rights in accordance with its Proxy Voting Policy and Guidelines. (See Proxy Voting Policy below)</p> <p>Because 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 which also holds non-managed assets. Clients must obtain advance approval for such an arrangement, and they do so with the understanding that Eagle is not the manager of non-managed assets held in the custodial account and Eagle has no authority or responsibility regarding the investment, disposition, and monitoring of such non-managed assets. Losses sustained in connection with the investment or disposition of non-managed assets in a custodial account are the sole responsibility of the client</p> <p>In general, the following guidelines should be applied to the selection of any Eagle objective:</p> <ol style="list-style-type: none"> <li>(1) The amount allocated to any one objective should be reasonable in light of overall asset allocation and the investor's overall investment goals.</li> <li>(2) The investor's age, net worth and annual income should be compatible with his or her objective and primary goals.</li> <li>(3) The investor's tolerance for risk and volatility should be reasonable in light of his or her objective and primary goals.</li> <li>(4) The investor's time horizon should be consistent with his or her objective and goals.</li> </ol> <p>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.</p>
PART II, Page 6 Item 12. A. (1)-(2).	<p>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.</p> <p>Eagle may give advice and take action for clients, including investment companies, 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.</p>
PART II, Page 6 Item 12. A. (2)-(3).	<p>As described above, 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.</p> <p>Institutional clients typically give Eagle the authority to determine the broker/dealer for execution of client transactions. Eagle may, from time to time, direct such transactions through its broker-dealer affiliate, RJA unless the client prohibits trading through an affiliate.</p> <p>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. Eagle's policy with respect to brokerage practices for institutional accounts is described in response to Item 12 A (4).</p> <p>In the case of retail clients, Eagle's services do not include selection of brokerage firms. The client designates the registered representative and brokerage firm through which transactions will be effected. This designation is made by the client in the investment management agreement. Registered representatives of brokerage firms, both affiliated and</p>

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non-affiliated with Eagle, solicit persons to become clients of Eagle.

PART II, Page 6  
Item 12. A. (4)

**BROKERAGE PRACTICES - RETAIL ACCOUNTS**

For retail clients, Eagle does not negotiate commission rates with the brokerage firm designated by the client or any registered representative of such brokerage firm. Clients may negotiate commission rates with the registered representative or other representative of the firm they designate. The factors involved in such 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 a lower rate has been negotiated by the client on his own behalf, the client should expect that the designated brokerage firm will charge commissions based upon the firm's established, non-discounted commission schedule. Certain of Eagle's clients negotiate for and receive commission discounts in varying amounts. For non-institutional clients, Eagle does not negotiate volume commission discounts on aggregate or "block" transactions with the broker-dealer executing the transactions. Therefore, some clients may pay lower commissions than other clients in similar transactions or in a "block" transaction in which securities are purchased or sold for more than one client in a single transaction.

Because Eagle's services do not include selection of brokerage firms or negotiation of commission rates, clients will not necessarily obtain commission rates or execution of transactions as favorable as those which might be obtained through an investment advisor which does undertake to select brokerage firms and to negotiate rates with those selected firms. Clients directing brokerage may also incur other transaction cost or greater spreads, or receive less favorable net prices on transactions for their accounts than might otherwise be the case.

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 and be aware of the various options and services available from their broker-dealer.

The broker-dealers affiliated with Eagle offer their clients two payment options for their Eagle managed accounts. The first option involves the payment of a commission for each transaction in the account, as transactions occur, at the rate negotiated between the client and the broker/dealer. The registered representative receives a portion of such commissions as compensation. The second option is an annualized, asset-based fee which is calculated as a fixed percentage (e.g., 1.5 % to 3 %) of assets under management in the account. The client does not pay a commission on each transaction in the account. The asset-based fee may be negotiable between the client and the broker-dealer or its registered representative. The registered representative receives a portion of the asset-based charge 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.

Other broker-dealers may offer similar payment options for their services in connection with accounts to be managed by Eagle. Clients should explore this subject thoroughly with their registered representative in order to determine which payment option is suitable for their accounts. In deciding which payment option is most appropriate, clients should bear in mind 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. During periods when trading activity is lower, such arrangements may result in a higher annual costs.

The commission option chosen by a client will have no effect on Eagle's level of trading activity in an account. In other words, Eagle's portfolio management is conducted 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 other clients may not find such an arrangement suits their needs because they anticipate their accounts will have low turnover. In any event, clients are entitled to know the exact amount of the brokerage fee, the services provided for that fee, and anticipated turnover in the account. Section 11(a) of the Securities Exchange Act of 1934, requires an adviser to receive

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a client's consent before using an affiliated broker/dealer, such as RJA, to effect a transaction on an exchange of which the affiliated broker-dealer such as RJA 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. On an annual basis and in compliance with federal securities laws, Eagle will send to clients a letter detailing Eagle's requirements to clients with respect to satisfying Section 11(a) of the Securities Exchange Act.

Eagle, from time to time, may effect the purchases and sales of securities for client accounts referred by affiliated brokers through unaffiliated broker-dealers using RJA. as "Prime Broker" for these client accounts. Eagle utilizes these arrangements when, in its judgment, it will achieve more favorable execution of transactions.

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 this procedure when in its judgment; it will achieve more favorable execution for its client accounts.

**BROKERAGE PRACTICES - INSTITUTIONAL ACCOUNTS**

Eagle's general policy regarding brokerage practices for institutional accounts which grant Eagle discretion as to brokerage is to use its best efforts to obtain the best available price and most favorable execution with respect to all portfolio transactions executed on behalf of its clients. "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.

In selecting brokers and dealers to execute clients' portfolio transactions, Eagle considers such factors as the price of the security, the rate of the commission, the size and difficulty of the order, the reliability, integrity, financial condition, general execution and operational capabilities of competing brokers and dealers, and brokerage and research services provided by them. It is not the policy of Eagle to seek the lowest available commission rate where it is believed that a broker or dealer charging a higher commission rate would offer greater reliability or provide better price or execution. Eagle also uses ECN's, crossing networks, and algorithmic trading programs when selecting brokers for institutional accounts. As a general policy, Eagle and its affiliates do not receive rebates or payments for order flow with ECNs or other broker-dealers, but have the ability to receive such rebates or payments. In the event that Eagle does receive a rebate or payment for order flow, Eagle will ensure that rebates or payments are allocated in the best interests of clients. Eagle generally purchases fixed income securities from the issuer or a primary market-maker acting as principal for the securities on a net basis, with no brokerage commission being paid by the client, although the price usually includes an undisclosed compensation. Transactions placed through dealers serving as primary market-makers reflect the spread between the bid and asked prices.

**Evaluating Reasonableness of Brokerage Commissions**

On a continuing basis, Eagle seeks to determine what levels of commission rates are reasonable in the marketplace for transactions executed on behalf of clients. In evaluating the reasonableness of commission rates, Eagle considers:

- (a) rates which other institutional investors are paying, based on available public information;
- (b) rates quoted by brokers and dealers;
- (c) the size of a particular transaction, in terms of the number of shares, dollar amount, and number of clients involved;
- (d) the complexity of a particular transaction in terms of both execution and settlement;
- (e) the level and type of business done with a particular firm over a period of time; and
- (f) 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. These services provide both domestic and international perspective. Research services are received primarily in the form of written reports, computer generated services, telephone contacts and personal meetings with security analysts. In addition, such services may be provided in the form of meetings

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	<p>arranged with corporate and industry spokespersons, economists, academicians and government representatives. In some cases, research services are generated by third parties but are provided to Eagle by or through broker-dealers.</p> <p>Research services received from brokers and dealers are supplemental to Eagle's own research effort and, when utilized, are subject to internal analysis before being incorporated by Eagle into its investment process. As a practical matter, it would not be possible for Eagle's research staff to generate all of the information presently provided by brokers and dealers. Eagle pays cash for certain research services received from external sources. Eagle also allocates brokerage for research services which are available for cash. While the receipt of research services from brokerage firms has not reduced Eagle's normal research activities, the expenses of Eagle could be materially increased if it attempted to generate such additional information through its own staff. To the extent that research services of value are provided by brokers or dealers, Eagle is relieved of expenses which it might otherwise bear.</p> <p>Eagle has a policy of not allocating brokerage business in return for products or services other than brokerage or research services for accounts where Eagle has brokerage discretion. Eagle's portfolio management staff seeks to evaluate the brokerage and research services they receive from broker-dealers and make judgments as to the level of business which would recognize such services on an ongoing basis. In no case is a broker-dealer excluded from receiving business from Eagle because it has not been identified as providing research services.</p> <p><b><u>Commissions to Brokers Who Furnish Research Services</u></b></p> <p>Certain broker-dealers who provide quality brokerage and execution services also furnish research services to Eagle. With regard to the payment of brokerage commissions, Eagle has adopted a brokerage allocation policy embodying the concepts of Section 28(e) of the Securities Exchange Act of 1934 ("Section 28(e)"), which permits an investment adviser to cause an account to pay commission rates in excess of those another broker-dealer would have charged for effecting the same transaction, if the adviser determines in good faith that the commission paid is reasonable in relation to the value of the brokerage and research services provided. The determination may be viewed in terms of either the particular transaction involved or the overall responsibilities of the adviser with respect to the accounts over which it exercises investment discretion. Research received from broker-dealers may be used to provide service for all of Eagle's accounts, both institutional and retail, and not solely for the account or accounts which generate the commissions from which the research derives.</p> <p>Eagle may, from time to time, utilize commissions from certain institutional accounts to obtain other appropriate investment decision-making assistance such as quotation equipment which assists in execution of trading, and provides market related news and developments in order to assist Eagle in its decision-making investment process.</p> <p>Eagle has arrangements under which 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.</p> <p>The research products and services obtained under these soft dollar arrangements 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:</p> <ul style="list-style-type: none"> <li>-Economic research</li> <li>-Interest Rate and Bond Research</li> <li>-Technical Research</li> <li>-Portfolio Management Research</li> <li>-Financial news and other publications</li> <li>-Industry and Company Research</li> <li>-Industry and Company computer screening ability</li> <li>- Commodity Research</li> <li>-Stock and Bond quote services</li> </ul> <p>In some cases, the products or services received by Eagle in these arrangements may not be used exclusively for research purposes. For example, certain computer systems used by Eagle 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. In accordance with the provisions of 28(e) of the Securities Exchange Act of 1934, Eagle ensures that all soft dollar arrangements pay for bona fide research.</p> <p><b><u>Commission Sharing Arrangements and Client Commission Arrangements</u></b></p> <p>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"). This term is used because the SEC does not allow broker-dealers to share commissions with non broker-dealers and many independent research</p>

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	<p>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.</p> <p>It should be noted that these pooled CSA structures can be used to pay for independent research, but also other third party research, and the research of broker-dealers – i.e. an investment adviser could conclude that if a broker-dealer does not meet its requirements in terms of execution capabilities, yet provides valuable research, it could terminate any execution relationship and pay for the research through another broker-dealer. Eagle may enter into such CSAs whereby it may direct client brokerage to broker-dealers who provide research and brokerage services to Eagle. Research received may include proprietary research generated by the broker-dealers that execute the transactions or research generated by third parties and provided by such broker-dealers. The CSAs may be structured as traditional soft dollar arrangements obligating the broker-dealer to pay for a specific research product or they may be structured to 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.</p>
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PART II, Page 6 Item 12. B	<p><b><u>Commission Rates</u></b> Some of Eagle's clients have selected a broker-dealer to act as custodian for the clients' assets and direct Eagle to execute transactions through that broker-dealer. It is not Eagle's practice to negotiate commission rates with such 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.</p> <p><b><u>Directed Brokerage and Commission Recapture</u></b> Clients not subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") may direct Eagle in writing to execute transactions with one or more specific brokers at such commission rate or rates as may be agreed to by the client and such brokers. With respect to clients subject to ERISA, Eagle may accept client direction to execute transactions with one or more specific brokers upon written direction of the client.</p> <p>Such written notice shall state that the services provided by the broker(s) to the client and the amount or rate of commissions to be paid are consistent with the provisions of ERISA and in the best interest of the client. 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 than might otherwise be the case. Some institutional clients may direct Eagle to use a particular broker so long as that broker is able to obtain best price and execution for the portfolio's transactions. Eagle uses its best efforts to accommodate the client requests. This type of program is sometimes referred to as "commission recapture", in that the client may have a consulting or other relationship with the broker in question. With respect to its retail accounts, Eagle generally follows the client's specific directions in the Investment Management Agreement to direct the execution of transactions to the referring broker-dealer. As described earlier, such broker-dealers include affiliated (RJA) and unaffiliated firms. Also, please see the discussions in the response to Question 12.A. (4) regarding the use of prime brokerage arrangements and step-out trading procedures for retail accounts.</p> <p>With respect to institutional accounts, clients typically authorize Eagle to determine the broker-dealers used to effect transactions for their accounts. Please see the discussion in the response to Question 12.A. (4), "Brokerage Practices - Institutional Accounts", regarding the criteria Eagle uses to select broker-dealers, including any research services it may receive from such brokers.</p> <p><b><u>Aggregation and Allocation Policy</u></b> Eagle may determine that the purchase or sale of a particular security is appropriate for more than one client account. In such cases, Eagle may decide to aggregate the client orders into one order ("Block Orders") for execution purposes. This can have the advantage of avoiding an adverse effect on the price of a security which can result from simultaneously placing a number of separate and competing orders. 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.</p> <p>Certain Eagle employees, including Eagle traders, are also employees of Eagle-Boston. These traders will execute trades</p>
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	<p>for clients of both Eagle and Eagle-Boston, but will not aggregate transactions between the two advisers. 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.</p> <p>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.</p> <p>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.</p> <p>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, the order would be repeated 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 the allocation of aggregated orders, and the same criteria noted above will apply to such allocations.</p> <p>Clients should be aware that 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.</p> <p><b><u>Trade Order (Equity)</u></b></p> <p>Eagle's retail accounts are referred primarily through Wrap Programs, and accordingly directly from program Sponsors. In every instance, Eagle is directed to route orders for its retail accounts to the broker-dealer designated by the Sponsor. 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-dealer 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. In order to accomplish this, Wrap Programs are split into two groups based on amount of assets in each respective program in each particular objective.</p> <p>Eagle traders will execute with the broker-dealers in both Group A (those with higher assets under management in the investment objective) and Group B (those with lower assets under management in the investment objective) in a random order, but will intersperse the smaller orders from Group B with the larger orders from Group A based on their discretion 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 order for the first several in Group B simultaneously. This process will continue until the order is completed.</p> <p>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 toward 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 effectively 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 such clients in the normal trade rotation could adversely impact Eagle's</p>

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	<p>broader client group. In such cases, Eagle will provide such client with prior notice of reasons preventing him from being placed higher in the trade rotation. Such clients may regularly receive less favorable prices on account transactions.</p> <p>When an order involves both institutional and retail accounts, orders are randomly rotated between institutional and retail resulting in each type of account having an equal chance to go first. It should be noted that similar to the Retail Wrap rotation example provided earlier, institutional accounts that have a "directed brokerage" arrangement will be randomly rotated as a separate group interspersed using trade discretion along with the institutional account block that granted Eagle discretion over brokerage.</p> <p>This normal random rotation is accomplished by Eagle running a random sequencing spreadsheet referred to as the randomizer. In instances where a security in client accounts is being sold and replaced by another simultaneously, the randomizer will be run once and the rotation sequence will be applied to both the sale and purchase in client accounts. This is done in order to help manage client cash positions more efficiently so that client accounts that are 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. This also ensures that client accounts have adequate cash for the purchase side of the transaction.</p> <p><b><u>Trade Order (Fixed Income)</u></b></p> <p>The majority of Eagle Fixed Income accounts allow Eagle to trade with other brokers in executing portfolio transactions. For these accounts, Eagle will search for the best possible price sometimes seeking bids or offers from many dealers. Eagle Fixed Income traders use their best judgment in seeking best execution so as to not divulge valuable information or effect price levels that may work against Eagle clients.</p> <p>If a client's chosen 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 allow Eagle discretion in selecting other dealers for portfolio transactions.</p> <p>Eagle allocates aggregated orders on a pro rata basis and in instances where Eagle can not obtain the desired amount of a particular bond; Eagle allocates across all non-holders with a reduced position sizes so that each account receives an equal percentage.</p> <p><b><u>Hedge Fund (Trade order and potential conflicts)</u></b></p> <p>As described in the answer to Item 8.D, Eagle has an ownership interest in a general partner of limited investment partnerships. These investment limited partnerships are commonly referred to as "Hedge Funds". On occasion, orders for the securities transactions of a partnership or "Hedge Fund" may be aggregated with orders for Eagle's client accounts. In such instances, Eagle will ensure that the allocation of securities among Eagle's clients and the Fund is equitable; price averaging is used for trades executed in a series of transactions on the same day.</p> <p>The investment methods and strategies used by Eagle's portfolio managers may also be used in managing the Hedge Funds. The same personnel that provide services for Eagle clients also assist in the management of the limited partnerships. Consequently, there are times when Eagle and a general partner may place the same or similar orders for client accounts of Eagle and a partnership and thus, may compete for the same or similar positions. The Hedge Funds include a performance incentive fee whereby the general partner and portfolio manager receive a portion of the Funds annual net profits. A manager may realize greater compensation from Hedge Fund performance versus other client account performance and may take greater risks in managing the Hedge Fund versus other client accounts.</p> <p>In addition to utilizing the same resources of Eagle, these "Hedge Funds" include partners who are also employees of Eagle. This may create a conflict of interest where Eagle employees who are limited partners in the Fund may also provide services to the Fund. Eagle monitors trading of the Funds in an attempt to ensure that all clients are treated equitably.</p> <p><b><u>Public Offerings</u></b></p> <p>Eagle's portfolio managers may from time to time purchase equity or debt securities in initial or secondary public offerings when such securities become available and are 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 made through unaffiliated participants.) Because underwriting syndicates from which offerings are purchased may or may not include a broker-dealer to whom Eagle has been directed by retail and/or institutional clients to use for the execution of account transactions, accounts which direct brokerage</p>

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	<p>transactions to a particular broker-dealer (retail accounts and some institutional accounts) generally will not receive allocations of securities purchased in public offerings. As a general rule, securities obtained in such offerings, will be allocated only to accounts which grant Eagle discretion in selecting broker-dealers for execution of transactions.</p> <p>Some of Eagle's institutional equity objectives (e.g., Large Cap Growth Equity, Large Cap Core, Mid Cap Growth, Small Cap Growth and Small Cap Equity-Core) may, from time to time, utilize the purchase of shares in initial public offerings (IPO's) as part of their investment strategy. Because the market for IPO's 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.</p> <p>As noted previously, Eagle has an ownership interest in the general partners of several Hedge Funds. These general partners do not currently permit these Hedge Funds to invest in initial public offerings.</p> <p>Securities purchased in an IPO will generally be allocated pro rata or each eligible account in an objective. In situations where the allotment of securities is not sufficient to provide meaningful position sizes, the securities will be allocated on a rotating basis to as many accounts as practical, with portfolio managers overseeing allocations so 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, to the extent manager's in the IPO market, their clients should be willing to tolerate a higher degree of risk.</p>
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PART II, Page 6 Item 13	<p><b><u>Compensation for Client Referrals</u></b> Certain registered representatives receive special discounts on the management of their individual and related accounts after achieving certain levels of assets managed.</p> <p>Eagle also has a program under which registered representatives of its affiliated broker-dealers (RJA and RJFS) who refer institutional clients to Eagle will receive a fee from Eagle equal to a percentage of the management fees earned by Eagle. This program created by Eagle is referred to as the Institutional Account Participation Program (IAPP).</p> <p>Institutional clients in this program 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. Clients should also be aware that the registered representative receives a greater fee from Eagle in initial year than in subsequent years</p> <p>Eagle will also, 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.</p> <p>Affiliated investment advisers of Eagle have arrangements with certain professional individuals, such as lawyers and accountants, to pay them a referral fee for referring advisory clients to the firm for managed account programs, which include Eagle's managed account services.</p> <p>Eagle has a program where certain Financial Advisers qualify as "Inner Circle" members based upon their business relationship with Eagle. As an Inner Circle Club member, the Financial Adviser receives a dedicated client services administrator and phone line, a work/retreat weekend with Eagle portfolio managers and marketing staff, and an annual \$2,000 allowance for marketing and client appreciation functions. Eagle also waives management fees for personal accounts of Inner Circle Club members. In order to qualify for membership the Financial Adviser must have \$40 million in assets under management with Eagle and/or a minimum of \$2 million annually in new assets. The Inner Circle program was discontinued effective December 31, 2009. Eagle will honor marketing support payment requests from 2009 Inner Circle Club members through December 31, 2010.</p> <p>Eagle, from time to time, enters into referral fee arrangements with unaffiliated persons, and such arrangements will comply with the requirements of Rule 206(4)-3 under the Investment Advisers Act.</p> <p><b><u>Non Cash Compensation</u></b> Eagle has an arrangement with B-Trade Services LLC ("B-Trade"), a broker-dealer, whereby B-Trade provides Eagle with Bloomberg terminals to facilitate trading. These Bloomberg terminals are provided by B-Trade 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</p>
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	<p>with portfolio transactions through B-Trade.</p> <p><b><u>Payments to Financial Intermediaries with Respect to Eagle Mutual Funds</u></b></p> <p>Eagle or one or more of its corporate affiliates (“Affiliate” or “Affiliates”) make cash payments to financial intermediaries in connection with the promotion and sale of shares of the mutual funds. Eagle will also make cash payments to one or more of its Affiliates. Cash payments include cash revenue sharing payments and other payments for certain administrative services, transaction processing services and certain other marketing support services. Eagle or Affiliates make these payments from their own resources and RJA makes such payments 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), 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 made to Affiliates.</p> <p>Eagle or Affiliates make revenue sharing payments as incentives to certain financial intermediaries to promote and sell shares of the funds. The benefits that Eagle and Affiliates receive when these payments are made include, among other things, 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 Affiliates compensate financial intermediaries differently depending typically on the level and/or type of considerations provided by the financial intermediary. The revenue sharing payments Eagle or Affiliates make are often calculated on the average daily net assets of the applicable funds attributable to that particular financial intermediary (Asset-Based Payments). Asset-Based Payments primarily create incentives to retain previously sold shares of the funds in investor accounts. The revenue sharing payments Eagle or Affiliates make may be also calculated on sales of new shares in the funds 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 fund or to switch investments between funds frequently.</p> <p>Eagle or its Affiliates 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 or training programs at which 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 services, since the amount of the payment often exceed the cost of providing the service. Certain of these payments are subject to limitations under applicable law. An Affiliate may also make payments to financial intermediaries for these services, to the extent that these services replace services that would otherwise be provided by the funds’ transfer agent or otherwise would be a direct obligation of the funds. The funds generally reimburse the Affiliate for these payments as transfer agent out-of-pocket expenses. Payments to financial intermediaries are subject to modification, suspension, or termination by the payor.</p> <p>Eagle and its Affiliates are motivated to make the payments described above since they promote the sale of fund shares and the retention of those investments by clients of financial intermediaries. To the extent financial intermediaries sell more shares of the funds or retain shares of the funds in their clients’ accounts, Eagle and its Affiliates benefit from the incremental management and other fees paid to Eagle and its Affiliates by the funds with respect to those assets.</p> <p>Since Eagle and its Affiliates are each subsidiaries of RJF, and RJF benefits from any incremental revenue derived from fees paid by its subsidiaries, there may appear to be a conflict of interest. However, Financial Advisers of Eagle’s Affiliates do not receive additional compensation or other cash or non-cash incentives for recommending mutual funds advised or offered by Eagle.</p> <p>You can find further details in the mutual funds’ registration statement about these payments and the services provided by financial intermediaries. 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 or its Affiliates or the funds, as well as about fees and/or commissions it charges.</p>

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	In transactions where brokerage commissions are involved, as permitted by Section 28(e) of the Securities Exchange Act of 1934 and by the subadvisory contracts, Eagle or a subadviser may cause clients to pay a broker-dealer which provides "brokerage and research services" (as defined in the Act) an amount of disclosed commission for effecting a securities transaction for the clients 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 the answer to 1.D. of this Part II of the Form ADV.
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PRIVACY POLICY	<p><b><u>Privacy Policy</u></b></p> <p>Eagle Asset Management, Inc., Eagle Fund Distributors, Inc., Eagle Fund Services, Inc., and Eagle Family of Funds (collectively "Eagle") are committed to protecting confidentiality of the information furnished to us by our clients. We are providing you this information as required by Regulation S-P adopted by the Securities and Exchange Commission.</p> <p>Information about you that we collect: We collect non-public personal information about you from the following sources: information we receive from you on applications or other forms or through our website; information about your transactions with us, our affiliates, or others.</p> <p>Our use of information about you: As permitted by law, we may share information about you with affiliated companies of Eagle and with parties that provide other services to us, and with certain financial institutions with whom we have joint marketing arrangements. These parties and financial institutions have agreed to treat any such information as confidential and not to share such information with other parties. Additionally, financial advisors may change brokerage firms and information may be received or taken by your financial advisor to the new firm. Otherwise, we do not disclose any non-public personal information about you to anyone except as permitted by law. We follow the same policy with respect to non-public information received from all clients and former clients.</p> <p>How we protect your confidential information: Eagle has policies that restrict access to non-public personal information about you to those employees who have need for that information to provide investment alternatives or services to you, or to employees who assist those who provide investment alternatives or services to you. We maintain physical, electronic and procedural safeguards to protect your non-public personal information.</p>
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Item of Form (Identify)	Answer
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EAGLE PROXY VOTING POLICY	<p><b><u>Eagle Proxy Voting Policy</u></b></p> <p>The exercise of proxy voting rights is an important element in the successful management of clients' investments. Eagle recognizes its fiduciary responsibility to vote proxies solely in the best interests of clients with the overall goal of maximizing the growth of our clients' assets. Toward that end, Eagle has developed a comprehensive and detailed set of proxy voting guidelines, which our portfolio managers use to vote proxies in securities held in client accounts.</p> <p>Eagle generally votes proxies in furtherance of the long-term economic value of the underlying securities. 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. We believe that the recommendations of management should be given substantial weight, but we will not support management proposals, which we believe are detrimental to the underlying value of our clients' positions.</p> <p>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.</p> <p>In voting proxies of securities held in client accounts, Eagle's portfolio managers almost always recommend votes in accordance with the guidelines. By following predetermined voting guidelines, Eagle believes it will avoid any potential conflicts of interests, which would otherwise affect proxy voting. On the rare occasion where a manager recommends a vote contrary to Eagle's guidelines, 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 best interests of clients and to avoid conflicts of interests.</p> <p>A copy of Eagle's complete proxy voting policy and guidelines can be obtained by calling 800-237-3101. If you have any questions about these guidelines, or would like to know how your shares were voted, please contact our Compliance Department at 800-237-3101.</p> <p><b><u>Eagle Fund Proxy Voting Policy</u></b></p> <p>Eagle recognizes the fiduciary responsibility to vote proxies solely in the best interests of its clients and, in the case of its mutual fund clients, the shareholders of the Eagle Mutual Funds. For the Eagle Mutual Funds that are subadvised, proxy voting responsibility rests with each subadviser. In recognizing the importance of maintaining consistency, the Eagle Mutual Funds and Eagle have therefore developed proxy voting guidelines as a part of their overall goal of maximizing the growth of Fund assets. Each subadviser shall vote proxies in accordance with these guidelines.</p> <p>Subadvisers should vote proxies to further the long-term economic value of the underlying securities. In accordance with the established guidelines, each proxy proposal should be decided on its own merits, and an independent determination should be made of the advisability of supporting or opposing management's position. Eagle believes that the recommendations of management should be given substantial weight, but Eagle will not advocate the support of 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.</p> <p>The guidelines deal with a number of specific issues, particularly in the area of corporate governance. While they are not exhaustive, they do set forth Eagle's instructions on a wide range of issues. If a proxy presents an issue that is not addressed in these guidelines or a subadviser determines it should vote a proxy otherwise than instructed by the guidelines, the subadviser shall promptly consult with Eagle. After such consultation, the subadviser shall provide to 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 such vote.</p>
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