

*Carillon Tower Advisers, Inc.*

**Part 2A of FORM ADV**  
**Firm Brochure**

Carillon Tower Advisers, Inc.  
880 Carillon Parkway  
St Petersburg, FL 33716  
[www.carillontoweradvisers.com](http://www.carillontoweradvisers.com) | 1-800-237-3101

June 1, 2015

This brochure provides information about the qualifications and business practices of Carillon Tower Advisers, Inc. ("CTA"). If you have any questions about the contents of this brochure, please contact our Chief Compliance Officer at 1-800-237-3101, or visit us at [www.carillontoweradvisers.com/contact.htm](http://www.carillontoweradvisers.com/contact.htm). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. CTA is a registered investment adviser. Registration of an investment adviser does not imply a certain level of skill or training.

Additional information about CTA is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## ITEM 2 MATERIAL CHANGES

On July 28, 2010, the United States Securities and Exchange Commission amended Part 2 of Form ADV. Part 2 of Form ADV sets forth the minimum requirements for the disclosure statement that investment advisors must deliver to their advisory clients and prospective advisory clients.

Investment advisors must update the information in their brochure at least annually. In lieu of providing clients with an updated brochure each year, we will provide CTA's existing advisory clients with this Item 2 summary describing any material changes occurring since the last annual update of the brochure. We will deliver a brochure or summary each year to existing clients within 120 days of the close of CTA's fiscal year. Clients wishing to receive a complete copy of the then-current brochure may request the complete brochure at no charge by contacting our Chief Compliance Officer, at 1-800-237-3101 or by emailing [www.carillontoweradvisers.com/contact.htm](http://www.carillontoweradvisers.com/contact.htm).

### Amendments to Form ADV Part 2A, Disclosure Brochure

This section describes the **material changes to CTA's Brochure since its last annual amendment**. Clients wishing to receive a complete copy of our Brochure, dated May xx, 2015, may request a copy at no charge by contacting our Client Services department at (800) 237-3101.

### Amendments to Form ADV Part 2B, Brochure Supplement

None: This is the first brochure for CTA.

Additional information about CTA is available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's web site also provides information about any persons affiliated with CTA who are registered, or are required to be registered, as investment adviser representatives of CTA.

## ITEM 3 TABLE OF CONTENTS

Item 1.	Cover Page	1
Item 2.	Material Changes	2
Item 3.	Table of Contents	3
Item 4.	Advisory Business	3
Item 5.	Fees and Compensation	5
Item 6.	Performance-Based Fees and Side-By-Side Management	10
Item 7.	Types of Clients	12
Item 8.	Methods of Analysis, Investment Strategies and Risk of Loss	15
Item 9.	Disciplinary Information	22
Item 10.	Other Financial Industry Activities and Affiliations	23
Item 11.	Code of Ethics	26
Item 12.	Brokerage Practices	27
Item 13.	Review of Accounts	38
Item 14.	Client Referrals and Other Compensation	39
Item 15.	Custody	43
Item 16.	Investment Discretion	43
Item 17.	Voting Client Securities	44
Item 18.	Financial Information	45
	Privacy Policy	46

## ITEM 4 ADVISORY BUSINESS

Founded in 2015, Carillon Tower Advisers (“CTA”) strives to employ investment managers with the skill and experience to consistently outperform their peers. We understand very few managers possess these qualities. For this reason, we employ our affiliated investment advisers and portfolio managers who we believe have the skills required to construct portfolios that deliver strong risk-adjusted returns over the long term. Generally, CTA subcontracts portfolio management services to its subsidiary and affiliated registered investment advisers.

CTA provides both discretionary and non-discretionary investment advisory services to bundled and unbundled program clients, generally through sponsor programs, CTA investment advisory services are provided with assistance from affiliated registered investment advisers.

CTA provides institutional and individual investors with a broad array of investment portfolio management teams including equity and fixed income products designed to meet long-term goals. CTA subsidiary and affiliated registered investment advisers (Eagle Asset Management, Inc., Eagle Boston Investment Management, Inc., ClariVest Asset Management LLC and Cougar Global Investments Ltd.) currently manage more than \$30 billion (as of March 31, 2015) in both separately managed account and mutual fund platforms. CTA was built on the cornerstones of intelligence, experience and conviction that we believe clients expect from their investment managers.

CTA is a wholly owned subsidiary of Raymond James Financial, Inc. ("RJF"), New York Stock Exchange ("NYSE") Ticker, based in St. Petersburg, Florida and organized as a corporation under the laws of Florida in 2014. CTA is registered as an investment adviser with the U.S. Securities and Exchange Commission ("SEC"). CTA is affiliated with Eagle Asset Management, Inc., Eagle Boston Investment Management, Inc., ClariVest Asset Management LLC, and Cougar Global Investments Ltd (Ontario, Canada), all of which are investment advisers registered with the SEC. Registration of an investment adviser with the SEC does not imply a certain level of skill or training. CTA's principal owner is RJF which currently owns 100 percent of CTA's voting shares.

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

- Institutions such as pension plans, public funds, endowments, multi-managers, foundations and other tax-exempt entities, and other mutual funds on a sub-advisory basis; and
- A group of affiliated registered investment companies ("mutual funds") called the Eagle Family of Funds (singularly an "Eagle Fund" and collectively the "Eagle Funds");
- High Net Worth clients such as individual investors, trusts and smaller employee benefit plans.

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

### **Institutional Account Services**

CTA provides investment advisory services to institutional clients which may include corporate pension plans, public funds, foundations, endowments and other tax-exempt entities, mutual funds and other registered investment companies. Such accounts are managed in accordance with investment objectives, guidelines, and restrictions established by each client. CTA executes purchases and sales of securities for these accounts either through broker-dealer firms CTA selects including those which, from time to time, furnish CTA with investment research

information and other services, or through firms which the client directs CTA to use (see Item 12 for more information on our brokerage practices). In executing trades for institutional accounts where the client authorizes CTA to choose broker-dealers, CTA uses its best efforts to obtain the best available price and most favorable execution. Additional detail about each of the client types for which CTA provides advisory services is provided in Item 7.

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

## **ITEM 5 FEES AND COMPENSATION**

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

### **CTA Administrative Services to Affiliates**

CTA provides administrative services to affiliates in accordance with service agreements between subsidiary and/or affiliated companies. These services include:

Portfolio Accounting

Compliance

Marketing

These services fees are paid by the affiliate and not the client

### **Fees for Institutional Client Separate Accounts**

When CTA enters into an Advisory Contract to provide portfolio management services to an institutional client through a separate account, CTA will charge each such separate account a fee at a specified annual percentage rate of the account's assets under management. CTA's standard fee rates for separate accounts are listed below. However, the fees charged to separate accounts are negotiable and will typically vary depending on a number of factors including, but not limited to: the type of client; whether the client wishes to impose particular restrictions on CTA's discretionary investment authority (e.g., restrictions on the types of securities that CTA

may acquire for the account); and the amount of client assets under management with CTA, and other business considerations. The fee rates listed below do not include fees that a separate account client pays to other third party service providers, such as custodial, third party money manager, consultant, brokerage and exchange fees. See Item 7 for more detail about the types of strategies that may be available to each client.

	<b>Assets Under Management</b>	<b>Institutional Account Management Fee Schedule</b>
Large Cap Equity	Under \$25,000,000	0.65%
	Between \$25,000,000 and \$50,000,000	0.55%
	Between \$50,000,000 and \$150,000,000	0.50%
	Greater than \$150,000,000	0.40%
Small and Mid Cap Equity	Under \$10,000,000	0.95%
	Between \$10,000,000 and \$25,000,000	0.90%
	Between \$25,000,000 and \$75,000,000	0.85%
	Between \$75,000,000 and \$150,000,000	0.80%
	Greater than \$150,000,000	0.75%
Balanced	Under \$5,000,000	0.60%
	Between \$5,000,000 and \$15,000,000	0.55%
	Between \$15,000,000 and \$25,000,000	0.50%
	Between \$25,000,000 and \$50,000,000	0.45%
	Greater than \$150,000,000	0.35%
Fixed Income	Under \$2,000,000	0.40%
	Between \$2,000,000 and \$10,000,000	0.30%
	Between \$10,000,000 and \$50,000,000	0.25%
	Greater than \$50,000,000	0.20%

**Example of fee calculation for \$50,000,000 Small Cap Equity Account**

0.95% on first \$10,000,000

0.90% on next \$15,000,000

0.85% on next \$25,000,000

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 percent. This example assumes no growth in, no withdrawals from, and no additions to the account. Increases and decreases in assets in such an account would result in a higher or lower effective rate.

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

#### **Most Favored Nation Clauses for Institutional Separate Accounts**

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

#### **Advisory Fees for the Eagle Funds**

Each Eagle fund pays CTA's affiliate Eagle Asset Management ("Eagle") an advisory fee at a specified annual percentage rate of each Eagle fund's average daily net assets. For each Eagle Fund, Eagle's advisory fee rate decreases if the fund's assets increase (and may increase if the fund's assets decrease). Additional information about the fees charged to the Eagle Funds is available in the Prospectuses, which are publicly available at Eagle's website ([www.eagleasset.com](http://www.eagleasset.com)), on the EDGAR Database on the SEC's website ([www.sec.gov](http://www.sec.gov)) or by contacting the Eagle Funds' principal underwriter, Eagle Fund Distributors, Inc., at 1-800-237-3101.

#### **Fees for Sub-Advisory Services to Unaffiliated Registered Investment Companies**

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

#### **Fees for Wrap Programs**

A Wrap Program client typically pays the program sponsor an annual fee ranging from 1 to 3 percent of the client's annual assets under management. In the event that a Wrap Program sponsor engages CTA to provide investment sub-advisory services to clients, CTA's sub-advisory agreement with the sponsor will specify the amount of CTA's sub-advisory fee. In general, CTA

receives an annual fee generally ranging from 0.30 percent to 0.55 percent of the client assets managed by CTA or its subsidiaries. CTA and the Wrap Program sponsor will negotiate the specific fee amount, which will depend on a number of factors, including the size of the Wrap Program and the particular CTA investment strategy(ies) that the Wrap Program will offer to clients. The Wrap Program client does not pay any fees directly to CTA; instead, the sponsor pays CTA's fee out of the proceeds of the "wrap fee" the client pays the sponsor. In the event that CTA's service to the Wrap Program is terminated before the end of a billing period, any pre-paid advisory fee will be refunded to the client on a pro rata basis. A portion of the wrap fee that clients pay to the Wrap Program sponsor is used to pay brokerage commissions incurred on securities traded within the client's account.

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

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

#### **Retail Wrap Program Management Fees**

Retail Wrap Account Program ("Wrap Program") sponsors typically charge their clients an annualized asset based fee ranging from 1.50 percent to 3.00 percent of assets under management. This fee may be negotiable, and the sub-advisory fee paid to CTA as sub-advisor to these Wrap Programs may vary. For its services as a sub-advisor, CTA receives a management fee which is typically 0.50 percent of assets under management for equity accounts and 0.30 percent for fixed income accounts. These fees may vary for different Wrap Programs. The Wrap Programs in which CTA participates are listed in CTA's Form ADV Part I, and CTA's management fee should be described in each sponsor's respective wrap brochure (also known as an Appendix 1). Clients should receive a sponsor's wrap brochure and direct any questions regarding the overall wrap fee, including CTA's sub-advisory fee, to the sponsor.

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

#### **Fees for Private Investment Funds**

CTA is the adviser and administrator to the Carillon Series Hedge Fund, LLC \_\_\_\_ private funds. CTA charges fees for the services it provides to the Private Investment Funds listed below. These fees are generally not negotiable. CTA charges these fees either quarterly or monthly, and typically in arrears.



## **General Information about Fees**

### **Investment Management Consultants Referrals**

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

### **Retail Wrap Program Services**

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

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

### **Refunds of Pre-Paid and Unearned Advisory Fees**

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

### **Portfolio Values for Fee Calculations**

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

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

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

**Additional Expenses**

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

**Services to Family and Friends of CTA**

CTA may provide portfolio management services to certain family members or friends of CTA's principals without charge, or for fee rates that are lower than the rates available to other clients.

**Tax Implications; Liquidation of Existing Positions upon Transition to CTA**

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

**Miscellaneous**

Accounts advised by CTA may pay fees, such as commissions, etc. to entities related to CTA in addition to the advisory fees paid to CTA. CTA policy dictates that the firm will not take action regarding class action suits for stocks owned by its clients. Clients are advised to consult their attorney to determine course of legal action.

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

Some clients have entered into performance fee arrangements with CTA. CTA offers performance fee arrangements when allowed by law. A performance fee arrangement is a method of compensating an investment adviser on the basis of a share of the gains or appreciation of the assets under management. CTA typically 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 percent to 35 percent of the amount, if any, by which the fair market value (as described below) of the assets held in a CTA account exceeds an assumed amount equal to the value such assets would have held had the value of the account on its inception date been invested in the appropriate index (with dividends reinvested) for the client's particular account objective, ( e.g., the Standard & Poor's 500 Index ("S&P 500 Index")) for the Large Cap Core objectives, the Russell 2000 Index for the Small Cap

Growth objective and the Lehman Brothers Intermediate Government / Corporate Index (LBIGC) for the Fixed Core objective (Note: The S & P 500 Index covers 500 industrial, utility, transportation, and financial companies of the U.S. markets, and it represents about 75 percent of NYSE market capitalization and 30 percent of NYSE issues. The Russell 2000 Index consists of 2,000 U.S. companies and is a widely used measure of small capitalization stock performance. The 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 be perceived as providing an incentive for CTA 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 CTA's compensation were not based upon the investment return. CTA's performance is contingent upon the return experienced by the client, which is computed based upon unrealized and realized appreciation of assets in the client's account. Accounts participating in a performance fee arrangement may pay CTA more compensation when compared to standard fee rates. Performance fee arrangements may not be available for all asset classes and must be approved by CTA on a case-by-case basis. Performance fee rates are negotiable. A client may negotiate the base fee rate, performance fee rate, the index used to calculate the performance fee, or the use of no index in calculating the performance fee.

Any performance fee that CTA charges is intended to comply with CTA's Investment Advisory Agreements Policy and Rule 205-3 requirements under the Investment Advisers Act of 1940 (the "Adviser's Act"). CTA may also be perceived to have an incentive to favor accounts which it charges a performance fee over other types of client accounts by allocating more profitable investments to performance fee accounts or by devoting more resources toward the accounts' management. CTA seeks to mitigate the potential conflicts of interest which may arise from managing accounts that bear a performance fee by monitoring and diligently enforcing its policies and procedures, including those related to investment allocation, and complying with its Investment Advisory Agreements Policy and Rule 205-3 as stated above.

#### **Performance Fee – Account Valuation Methodology**

Fair market value for purposes of computing CTA's compensation, if any, is 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 NYSE or the NASDAQ Stock Exchange ("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 being determined.

If a performance fee agreement is terminated prior to one year from the agreement's inception date, CTA's fee shall be equal to the standard management fee rates set forth in item 5 based on the objective from inception to the termination date, less base fee payments. CTA will request the custodian to deduct its compensation from the assets prior to returning the assets to the client.

Managing two different formats of investments is often referred to as side by side management and in doing so creates some conflicts of interest. For instance, because the advisory fees payable to CTA by the performance accounts may exceed advisory fees payable in other formats, CTA might be viewed as having an incentive to favor the performance accounts over other accounts in its trading activities. CTA's advisory activities on behalf of the performance accounts may increase the level of competition among such clients' accounts and the performance accounts for the execution of the same or similar transactions. CTA believes it has created and implemented internal allocation policies and procedures to address these conflicts. Please reference Item 12 for a description of CTA's allocation procedures.

## **ITEM 7 TYPES OF CLIENTS**

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

### **Institutional Separate Accounts**

CTA provides portfolio management services to Institutional Separate Accounts. CTA's management of the institutional client's separate account will be consistent with the particular investment strategy or strategies the client selected for that account. Clients may impose certain limitations or restrictions on CTA's discretionary authority. However, CTA reserves the right not to enter into a contract with a prospective client, or to terminate an agreement with an existing client, if the proposed limitation or restriction is likely in CTA's opinion to impair its ability to provide services to a client or is otherwise believed by CTA to be administratively or practically infeasible. The menu of investment strategies which CTA may make available to Institutional Separate Account clients is shown below. A brief description of each strategy's investment objective(s), along with the investment strategies used to achieve the objective and the material risks associated with such investment strategies, is provided in response to Item 8. Additional detail about each strategy may be obtained at no charge by contacting CTA at 1-800-533-9337.

## **CTA affiliate Eagle Asset Management Investment Strategies**

### **Equity Strategies**

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

### **Fixed Income Strategies**

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

### **Balanced Strategies**

Strategic Income Portfolio

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

### **Eagle Funds**

CTA's affiliate Eagle Asset Management ("Eagle") is the investment adviser and administrator to the Eagle Funds, which are diversified, open-end management investment companies registered under the Investment Company Act of 1940 ("1940 Act"):

Eagle Small Cap Growth Fund  
Eagle Smaller Company Fund  
Eagle Mid Cap Growth Fund  
Eagle Mid Cap Stock Fund  
Eagle Capital Appreciation Fund  
Eagle Growth & Income Fund  
Eagle Investment Grade Bond Fund  
Eagle International Stock Fund

Eagle's services to each Fund are supervised by the governing board of the Trust, currently comprised of six Trustees. Additional information about each Fund, including the services that Eagle provides and the Funds' investment objectives, strategies and risks, can be found in the Fund's prospectuses and statements of additional information. Those documents are publicly available through Eagle's website ([www.eagleasset.com](http://www.eagleasset.com)) or through the EDGAR database on the

SEC's website ([www.sec.gov](http://www.sec.gov)), and may be obtained free of charge by contacting the Eagle Funds at 1-800-237-3101.

### **Sub-Advisor to Unaffiliated Investment Companies**

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

### **Wrap Programs**

Managers affiliated with CTA may be retained as investment managers under a number of Wrap Programs sponsored by certain unaffiliated sponsors. In a typical Wrap Program arrangement, the client enters into an investment advisory agreement with the sponsor, and the sponsor enters into a sub-advisory agreement with CTA. The sponsor pays CTA's investment advisory fee out of the fee that the sponsor collects from the client.

The sponsor retains responsibility for determining that CTA's portfolio management services are suitable for a particular client. The sponsor also remains responsible for monitoring and evaluating CTA's performance on the client's behalf, for executing brokerage transactions within the client's account, and for providing custodial services for the client's assets. CTA's sub-advisory agreement with a Wrap Program sponsor typically provides that CTA will maintain exclusive investment discretion over the purchase and sale of securities and other investments within the client's account, consistent with the particular investment strategy the client selected, and the capabilities of the client's custodian. The investment strategies CTA makes available to Wrap Program clients vary from one Wrap Program to another; currently, not all of CTA's strategies are available in every Wrap Program. Each Wrap Program sponsor imposes a minimum account size to open and maintain an account. Typical Wrap Program account minimums range from \$50,000 to \$100,000 for equity strategies and from \$200,000 to \$300,000 for fixed income strategies. CTA reserves the right in its sole discretion to waive account minimums in certain circumstances.

For a complete list of the Wrap Programs in which CTA may participate, see CTA's Form ADV Part 1 available on the SEC's web site, [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov), or by contacting CTA's Chief Compliance Officer at 1-800-237-3101, or visiting [www.carillontoweradvisers.com](http://www.carillontoweradvisers.com).

### **Unified Managed Account ("UMA") Programs**

Managers affiliated with CTA offer model portfolios to UMA Program sponsors for a fee. These UMA Program sponsors use CTA's model portfolios as one input in developing the sponsors' investment recommendations to their clients and managing their clients' accounts. When a UMA Program sponsor engages CTA, CTA constructs model portfolios that correspond to each CTA investment strategy selected by the sponsor. CTA provides the UMA Program sponsor with reports identifying CTA's recommendations as to the securities to be purchased, sold and held from time to time in each UMA Program account, as well as the percentage of the model portfolio that would be invested in each security. CTA provides this information to the UMA Program

sponsor at or near the same time CTA updates its model portfolios. UMA Program sponsors retain sole authority and responsibility for managing their clients' accounts. Each UMA Program sponsor provides individualized investment advice and portfolio management services to its clients, and may or may not decide to implement any or all of CTA's recommendations as to the securities and other property to be held within an account. In the event that a UMA Program sponsor determines to follow CTA's recommendation regarding the purchase or sale of any securities or other investments, the UMA Program sponsor may purchase and sell those investments within its clients' accounts at the same time, prior to, or after CTA purchases and sells those investments within the corresponding CTA strategy. The resulting UMA Program sponsor's trading activity could have a positive or negative impact on CTA's ability to execute trades for CTA's clients. This is because the UMA Program sponsor's trading activity may affect the availability of securities in the marketplace and the securities' prices. CTA mitigates the potential effect of this trading activity by pursuing the practices described in "Trade Rotation" under Item 12.

#### **Private Investment Funds**

CTA acts as general partner to private investment funds and provides administrative and investment research services for these Partnerships. Certain CTA officers and employees have investment interests in the Partnerships. Limited partnership units are not registered with the SEC (i.e., Private Investment Funds):

Investors must be "accredited investors" as defined in Regulation D of the Securities Act of 1933, as amended. Certain investors must be "qualified purchasers" within the meaning of Section 2(a)(51) of the 1940 Act. Each Private Investment Fund imposes the minimum account size to open and maintain an account: CTA reserves the right in its sole discretion to waive account minimums in certain circumstances.

### **ITEM 8 METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

CTA and affiliated investment manager investment programs are listed further along with a brief description of each investment objective's general investment strategies typically used in managing the assets including the methods of analysis, and the material risks associated with investing in the objective. There is no guarantee that a particular strategy will meet its investment goals. Additionally, the investment strategies and techniques CTA uses within a given strategy will vary over time depending on various factors. CTA may give advice and take action for clients which differs from advice given or the timing or nature of action taken for other clients with different objectives. CTA 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.

CTA generally manages accounts with full investment discretion. However, clients may place reasonable restrictions on the management of their accounts. Clients may also direct CTA to sell,

or to avoid selling, particular securities for the purpose of realizing a capital loss or avoiding a capital gain.

Summaries of investment objectives, principal investment strategies and material risks provided below are necessarily limited, and are presented for general information purposes in accordance with regulatory requirements. Consequently, these summaries are in all instances qualified and superseded by the descriptions of objectives, strategies and risks, portfolio reports, and other communications which are provided to each client in connection with the creation and maintenance of the client's own account with CTA. Additional detail about each strategy can be obtained at no charge by contacting CTA at 1-800-237- 3101.

Investing in securities involves the risk of monetary loss, and clients investing their money with CTA should be prepared to bear that loss. None of the strategies for which CTA provides portfolio management services is a deposit in any bank, nor are those investment vehicles insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

#### **Equity Strategies – Objectives, Principal Investment Strategies and Material Risks**

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

#### **Investment Programs**

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

<b>Objective Equity</b>	<b>Eagle Asset Manager(s)</b>	<b>Institutional or Platform</b>
Small Cap Opportunity	Charles Schwartz, Betsy Pecor, Matthew McGeary, Matthew Spitznagle	Institutional
Small Cap Growth	Bert Boksen, Eric Mintz	Both
Large Cap Core #	Stacey Nutt, David Pavan, David Vaughn, Todd Wolter, Frank Feng, Ed Wagner, Mike Waterman, Alex Turner	Both
International ADR	Stacey Nutt, David Pavan, David Vaughn, Todd Wolter, Frank Feng, Ed Wagner, Mike Waterman, Alex Turner	Platform
Large Cap Growth #	Stacey Nutt, David Pavan, David Vaughn, Todd Wolter, Frank Feng, Ed Wagner, Mike Waterman, Alex Turner	Platform



Large Cap Value Equity	Edmund Cowart, David Blount, John Pandtle, Jeff Vancavage, Harald Hvideberg	Both
All Cap	Edmund Cowart, David Blount, John Pandtle, Jeff Vancavage, Harald Hvideberg	Both
Mid Cap Core	Charles Schwartz, Betsy Pecor, Matthew McGeary, Matthew Spitznagle	Institutional
Mid Cap Growth	Bert Boksen, Eric Mintz, Chris Sassouni	Institutional
Small Cap Core	Todd McCallister, Scott Renner	Institutional
Small /Mid Cap Core	Todd McCallister, Scott Renner	Institutional
Equity Income	David Blount, Edmund Cowart, John Pandtle, Jeff Vancavage, Harald Hvideberg	Both
<b>Select Balanced**</b>		
Strategic Income	Equity: David Blount, Edmund Cowart, John Pandtle, Jeff Vancavage, Harald Hvideberg Fixed Income: James Camp, Joe Jackson	Platform
<b>Fixed Income</b>		
Government Securities	James Camp, Burt Mulford, Sheila King, Joe Jackson	Both
High Quality Taxable	James Camp, Joe Jackson, Sheila King, Joe Jackson	Both
High Quality Tax-Free*	James Camp, Burt Mulford, Sheila King, Joe Jackson	Both
Special Fixed Income + (must have municipal bonds)	James Camp, Burt Mulford, Sheila King, Joe Jackson	Platform
Core Fixed Income*	James Camp, Burt Mulford, Sheila King, Joe Jackson	Both

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

# Large Cap team members are also employed by an affiliated registered investment adviser – ClariVest Asset Management LLC

All other team members are also employed by subsidiary registered investment adviser Eagle Asset Management, Inc.

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

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

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

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

### **SUITABILITY CONSIDERATIONS FOR INSTITUTIONAL CLIENTS**

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

### **SUITABILITY GUIDELINES FOR RETAIL PLATFORM CLIENTS**

CTA's investment programs for retail client platforms range from fixed income objectives with more conservative goals to equity objectives with more aggressive goals. The equity investor's primary goal should be to maximize long-term returns with great importance attached to capital appreciation and relatively little emphasis on current income. Conversely, the fixed income investor's primary goal should be to generate income while conserving principal. Equity securities generally have a greater potential for both reward and risk while fixed income securities offer more modest rewards with correspondingly less risk. Investing in securities carries with it the risk of loss of capital.

**Below is a description of the investment objectives CTA offers.**

#### **Equity Objectives**

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

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

Investors considering the Equity objectives should recognize that the issuers of securities selected for these objectives may not have the business experience, or they may be businesses that are still evolving. The securities selected for these objectives will typically be more speculative and thus have greater potential for capital loss.

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

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

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

### **Equity Income (Equity Income)**

Investment Objective(s): Capital Appreciation and income.

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

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

### **Balanced (Strategic Income, Select Balance)**

Investment Objective(s): Capital Appreciation and income.

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

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

### **Fixed Income**

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

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

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

### Model Portfolio Programs And Services

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

### Asset Allocation Program - Institutional

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

		Fixed Income	U.S. Large Cap Equity	U.S. Equity Income	U.S. Small Cap Equity	International Equity
<b>Conservative</b>	Domestic	40% to 55%	20% to 35%	10% to 20%	5% to 20%	N/A
	With international	40% to 55%	20% to 35%	10% to 20%	5% to 20%	5% to 20%
<b>Balanced</b>	Domestic	40% to 55%	20% to 35%	10% to 25%	5% to 20%	N/A
	With international	35% to 45%	20% to 40%	10% to 25%	N/A	5% to 20%
<b>Growth Oriented</b>	Domestic	25% to 35%	30% to 40%	10% to 20%	5% to 20%	N/A
	With international	25% to 35%	30% to 45%	10% to 25%	10% to 25%	5% to 20%

### Asset Allocation Program – Platform

#### Strategic Income

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

### Descriptions of Material Risks

There are inherent risks involved for each investment strategy or method of analysis we use and the particular type of security we recommend. Investing in securities involves risk of loss, which you should be prepared to bear. Specific risks of our significant investment strategies include:

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

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

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

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

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

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

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

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

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

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

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

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

The above list of risk factors is not intended to be a complete list or explanation of the risks involved in an investment strategy. You are encouraged to consult your financial advisor, legal counsel and tax professional on an initial and continuous basis in connection with selecting and engaging in the services provided by us. In addition, due to the dynamic nature of investments and markets, strategies may be subject to additional and different risk factors not discussed above

## **ITEM 9        DISCIPLINARY INFORMATION**

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

## ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

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

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

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

As described above, CTA's subsidiary Eagle is the investment adviser and administrator to the Eagle Funds.

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

Eagle Fund Services, Inc. ("EFS") is Eagle's wholly owned subsidiary. EFS provides certain shareholder services for the Eagle Funds in conjunction with U.S. Bancorp Fund Services, LLC, the transfer and dividend disbursing agent for the Eagle Funds.

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

Morgan Keegan & Company, Inc. ("Morgan Keegan") and MK Holding, Inc., the parent company of Morgan Keegan Fund Management, Inc. ("MKFM") are affiliates of CTA.

On December 24, 2012, CTA's affiliate Eagle purchased 45 percent of ClariVest Asset Management LLC, creating a strategic relationship and providing additional distribution opportunities for ClariVest products. Eagle entered into a Sales, Marketing and Client Services Agreement with ClariVest. Pursuant to the agreement, ClariVest, an affiliate of CTA and Eagle, has retained CTA and Eagle to act as a solicitor on ClariVest's behalf, whereby CTA and Eagle introduce prospective investment advisory clients to ClariVest. CTA and Eagle also entered into service agreements with ClariVest for sharing personnel and expenses. Certain portfolio managers of ClariVest are also employed by CTA and Eagle to manage the Eagle Large Cap strategy. These "dual hatted" employees are subject to certain policies and procedures of CTA, Eagle and ClariVest.

CTA is affiliated with Raymond James Trust N.A. ("RJ Trust") which is a wholly-owned subsidiary of RJF. CTA's subsidiary Eagle has a consulting agreement with RJ Trust whereby Eagle provides investment advice concerning prospective and existing RJ Trust investments. Eagle is deemed an independent contractor to RJ Trust and will not have custody of any assets of RJ Trust nor authority to act for or represent RJ Trust.

CTA 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.

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

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



more than the interest it pays on such balances. Eagle offers the Eagle Class – J.P. Morgan Money Market Funds through an agreement with JPMorgan which compensates Eagle, its affiliates, and RJA for, among other things, distribution costs, shareholder record-keeping activities, Eagle's ongoing oversight of the services provided, and the coordination and administration of the Eagle Class – J.P. Morgan Money Market Fund. RJ Bank generally earns a higher rate of interest on CIP balances than the interest rate it pays on such balances. The income Eagle, its affiliates, and RJ Bank earns, is in addition to the asset based fees that RJ Bank receives from these accounts.

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

For further information please refer to the Sweep Programs disclosure statement, which is available from your financial advisor or on the Raymond James Financial public website, [www.raymondjames.com](http://www.raymondjames.com).

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

### **Potential Conflicts of Interest**

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

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

## **ITEM 11      CODE OF ETHICS, PARTICIPATION OF INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

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

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

CTA employees must forward copies of confirmations for their brokerage accounts and accounts of immediate family members living in the same household, to the designated Compliance Officer. Confirmations will be cross referenced against the pre-clearance log to verify approval. Employees must submit required quarterly reports of securities transactions (or furnish brokerage statements) and must certify, at least annually, of receipt of and compliance with the Code of Ethics and Insider Trading Policy and Procedure. For a copy of the CTA Code of Ethics and Insider Trading Policy and Procedure please call 1-800-237-3101 or write to: CTA Compliance, 880 Carillon Parkway, PO Box 10520, St Petersburg Florida, 33716.

### **Cross-Trading Policy**

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

On occasion, RJA recommends to its clients that they buy or sell securities which RJA has an interest in as a market maker or general partner. In no such instances will RJA act as principal in any transactions involving CTA accounts. RJA buys or sells securities on its own behalf that it

recommends to its clients. CTA employees may purchase securities for their own accounts which CTA recommends or purchase for clients.

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

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

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

## **ITEM 12      BROKERAGE PRACTICES**

### **Selection of Broker-Dealers to Execute Transactions in Client Accounts**

#### **General Practices**

In exercising investment discretion over client accounts, or in responding to specific client instructions, CTA places orders with broker-dealers to execute transactions for the accounts. When trading errors occur for which CTA is responsible, CTA'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 CTA's trading error account.

Institutional clients typically give CTA the authority to determine which broker-dealer will execute transactions. CTA may, from time to time, direct transactions through RJA, its broker-dealer affiliate, unless the client prohibits trading through an affiliate. Where CTA has the authority to select the broker-dealer, CTA's objective in effecting portfolio transactions is to use its best efforts to obtain the best available price and most favorable execution.

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

#### **Brokerage Practices - Retail Client Accounts**

CTA does not negotiate commission rates with the brokerage firm the client designates or any registered representative of such brokerage firm for retail clients and accounts. Clients may negotiate commission rates with the registered representative or other representative of the

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

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

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

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

The broker-dealers affiliated with CTA offer their clients two payment options for their CTA managed accounts. The first option is a commission payment for each transaction in the account, as transactions occur, at the rate the client and the broker/dealer negotiated. The registered representative receives a portion of such commissions as compensation. The second option is an annualized, asset-based fee calculated as a fixed percentage (e.g., 1.5 % to 3 %) of assets under management in the account. The client does not pay a commission on each transaction in the account. The client and the broker-dealer or its registered representative may negotiate the asset based fee. The registered representative receives a portion of the asset-based fee as compensation. The asset-based fee is paid quarterly, in advance, and based on the account asset value on the last business day of the previous calendar quarter. Accounts opened during a quarter are billed a pro-rata fee for the remainder of the quarter based upon the value of the assets initially contributed to the account.

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

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

CTA, from time to time, may purchase and sell securities for client accounts referred by affiliated brokers through unaffiliated broker-dealers using RJA as "Prime Broker" for these client accounts. CTA will do this if it determines that it will achieve more favorable transaction execution. CTA 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. CTA uses step out trading when in its judgment; it will achieve more favorable execution for its client accounts.

## **Brokerage Practices**

### **Institutional Accounts**

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

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

despite the ability to receive them. If CTA receives a rebate or payment for order flow, it allocates them in the clients' best interests.

### **Fixed Income Securities**

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

### **Evaluating Reasonableness of Brokerage Commissions**

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

- a) Rates 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 relative to 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**

CTA 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. CTA received research services primarily as written reports, computer generated services, and personal meetings with security analysts. Research services may also take the form of meetings arranged with corporate and industry spokespersons, economists, academicians and government representatives.

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

### **Commissions to Brokers Who Furnish Research Services**

CTA has a brokerage allocation policy embodying the concepts of Section 28(e) of the Exchange Act ("Section 28(e)"). This section permits an investment adviser to cause an account to pay commission rates in excess of another broker-dealer's rates for effecting the same transaction, if

the adviser determines in good faith that the commission is reasonable in relation to the value of the brokerage and research services provided. CTA may use the research broker-dealers provide for the benefit of all institutional and retail accounts not just for the account that generated the commissions.

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

CTA has arrangements whereby it obtains research products and services in addition to brokerage services from brokers in exchange for directing client trades to these brokers. These arrangements are known as “soft dollar” arrangements and are common in the investment advisory business. The research products and services these soft dollar arrangements provide assist CTA 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 CTA by the broker) and include:

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

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

### **Commission Sharing Arrangements and Client Commission Arrangements**

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

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

**Commission Rates**

Some of CTA's clients have selected a broker-dealer to act as custodian for the clients' assets and direct CTA to execute transactions through that broker-dealer. It is not CTA's practice to negotiate commission rates with these broker-dealers. For clients who grant CTA brokerage discretion, CTA will block orders and all client transactions will be done at the same standard institutional per share commission rate. This rate is typically between \$0.01 to \$0.03 per share.

**Directed Brokerage and Commission Recapture**

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

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

**Aggregation and Allocation Policies****Aggregation**

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

Certain CTA employees, including traders, are also Eagle and Eagle Boston employees. These traders will execute trades for both CTA, Eagle and Eagle Boston clients. However, they will not aggregate transactions between the entities. There may be instances where a CTA trader



executes a transaction on behalf of CTA clients and the same or another trader is executing a similar order for Eagle / Eagle Boston clients. In such circumstances, priority will be given to orders that were placed first.

### **Allocation**

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

CTA 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 CTA placed an order for 50,000 shares and 25,000 shares were executed, CTA would prorate the shares so that each account would get approximately half of what was entered.

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

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

### **Trade Order (Equity)**

CTA's retail accounts are referred primarily through Wrap Programs and their sponsors. In every instance, CTA is directed to route orders for its retail accounts to the broker-dealer the sponsor designates. Consequently, when a portfolio manager wishes to buy or sell a security for all accounts in an objective, CTA must submit, or route, orders to a potentially large number of broker-dealers, including broker-dealer selected by CTA for institutional accounts in which CTA has discretion over broker-dealer selection. When submitting such orders, CTA's policy is to combine both a random order and trader discretion in an attempt to receive the best overall execution for all clients. CTA accomplishes random rotation by running a random sequencing

spreadsheet on a daily basis for each objective so that all broker-dealers have the same chance of being selected toward the beginning, in the middle, or at the end of the trade order opportunities.

CTA believes that the long-term benefit of this system is that, over time, all clients will be treated equally and more efficiently in the area of trade order priority. Some clients may be consistently traded toward the end of CTA's trade rotation if CTA determines that including these clients in the normal trade rotation could adversely impact CTA's broader client group. In these cases, CTA will provide prior notice to the client outlining the reasons why their trades are not higher in the trade rotation. These clients may regularly receive less favorable prices on account transactions.

When an order involves both institutional and retail accounts, accounts for which we have brokerage discretion over brokerage allocation will begin trading and all directed orders, either retail or institutional accounts are randomly rotated and either traded simultaneously or interspersed with the institutional block. Trader discretion based upon markets conditions will determine how groups are brought together for execution.

#### **Trade Order (Fixed Income)**

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

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

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

#### **Hedge Fund (Trade order and potential conflicts)**

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

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

compensation from Hedge Fund performance versus other client account performance and may take greater risks managing the Hedge Fund versus other client accounts.

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

### **Public Offerings**

CTA's portfolio managers may purchase equity or debt securities in initial or secondary public offerings once consistent with the investment objectives of eligible accounts. Subject to certain conditions and limitations, this may include offerings in which CTA's affiliated broker-dealer, RJA, is a distribution participant. CTA's purchases will be through unaffiliated participants. Because the underwriting syndicates may not include a broker-dealer retail or institutional clients have directed CTA to use these accounts will not receive allocations of securities purchased in public offerings. As a general rule, CTA will only allocate securities purchased in public offerings, to accounts CTA has discretion to select broker-dealers for transaction executions.

Some of CTA's institutional equity objectives may purchase 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.

As noted previously, CTA is the general partner of xxxxx Hedge Funds. CTA as the general partner does not currently permit these Hedge Funds to invest in initial public offerings.

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

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

When CTA has discretionary investment authority over client accounts, CTA seeks to obtain the best available price and most favorable execution when placing orders for transaction execution for these accounts. "Best available price and most favorable execution" means, for this purpose,

“best execution,” or the execution of a particular transaction at the price and commission which provides the most favorable total cost or proceeds reasonably obtainable under the circumstances. CTA pursues this objective by placing orders for the execution in accordance with its best execution policies, except if clients otherwise direct. CTA bases its selection of a broker-dealer on a variety of factors, which may include:

- Commission rates;
- Execution capability;
- Responsiveness;
- The broker-dealer’s willingness to commit capital;
- Creditworthiness and financial stability;
- Clearance and settlement capability; and
- The broker-dealer’s provision of research and other brokerage services to CTA.

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

### **Directed Brokerage in Wrap Programs**

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

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

### **Other Client Directed Brokerage**

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

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

When a client directs CTA to use a particular broker-dealer, CTA cannot negotiate commission levels or obtain discounts and the client may not receive the same quality of execution that CTA

may otherwise obtain. Moreover, when a client directs CTA to use a particular broker-dealer, CTA may not be able to aggregate the client's securities transactions with other clients', and therefore may not be able to obtain the potential efficiencies from trade aggregation, unless the directed broker-dealer accepts "step-out" transactions.

#### **Additional Aspects of Directed Brokerage – Clients Subject to ERISA**

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

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

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

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

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

#### **Trade Errors**

When CTA is responsible for trading errors, CTA'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.

## ITEM 13      REVIEW OF ACCOUNTS

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

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

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

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

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

CTA's Compliance Department also uses an automated order management system to review each client account every business night to ensure portfolio level compliance (industry/sectors weights, adherence to investment guidelines, etc.). In addition, the CTA's Portfolio Managers and research analysts continually monitor markets, world and economic events, and securities held in

CTA managed accounts. Clients should contact CTA if any changes occur in their particular financial situations which may affect CTA's portfolio management services.

## **Regular Reports**

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

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

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

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

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

Private Investment Funds: The custodian or fund administrator delivers a quarterly report to each investor. CTA sends monthly updates and quarterly manager commentaries to limited partners of the Funds.

## **Tax Considerations**

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

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

## **ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION**

### **Compensation for Client Referrals**

Certain registered representatives receive special management fee discounts when their individual and related accounts achieving certain asset levels. CTA also has a program for

registered representatives of its affiliated broker-dealers (RJA and RJFS) who refer institutional clients to CTA. CTA will pay these representatives a fee equal to a percentage of the management fees CTA earns. CTA created this program naming it the Institutional Account Participation Program (IAPP).

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

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

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

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

### **Non-Cash Compensation**

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

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

### **Payments to Financial Intermediaries with Respect to Eagle Funds**

CTA and Eagle or one or more of its affiliates makes cash payments to financial intermediaries for the promotion and sale of the Eagle Fund shares. CTA and Eagle will also make cash payments to one or more of its affiliates. Cash payments include cash revenue sharing payments and other payments for administrative services, transaction processing services, and marketing support services. CTA and Eagle or its affiliates make these payments from their own resources. RJA makes these payments to financial intermediaries from the retention of underwriting concessions or 12b-1 fees. In this context, the term "financial intermediaries" includes any broker, dealer, bank (including bank trust departments) trust company, registered



investment adviser, financial planner, retirement plan administrator and any other financial intermediary having a selling, administration or similar agreement with CTA and Eagle and/or an affiliate. CTA and Eagle may modify, terminate, or suspend any cash payments payable to affiliates.

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

CTA and Eagle or its affiliates will make payments to certain financial intermediaries for processing certain transactions or account maintenance activities (such as processing purchases, redemptions or exchanges or producing customer account statements), or for providing certain marketing support services (such as financial assistance for conferences, seminars, or sales/training programs where CTA and Eagle's or its affiliates' personnel may make presentations on the Funds to the financial intermediary's sales force). Financial intermediaries earn profits on these payments for these marketing support services, since the payment amount often exceeds the cost of providing the service. Certain payments are subject to limitations under applicable law. An affiliate may make payments to financial intermediaries for these services if they replace services the Funds' transfer agent would otherwise provide, or the Funds would have to pay for. The Funds generally reimburse the affiliate for these payments as they represent transfer agent out-of-pocket expenses. CTA and Eagle or its affiliates may modify, suspend, or terminate payments to financial intermediaries.

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

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

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

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

#### **Client Referrals**

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

As noted in Item 10, Eagle purchased 45 percent of ClariVest Asset Management LLC ("ClariVest"), creating a strategic relationship and providing additional distribution opportunities for ClariVest products. CTA and Eagle entered into a Sales, Marketing and Client Services Agreement with ClariVest. Pursuant to the agreement, ClariVest, an affiliate of Eagle, has retained CTA and Eagle to act as a solicitor on ClariVest's behalf, whereby CTA or Eagle introduces prospective investment advisory clients to ClariVest. ClariVest pays CTA or Eagle up to twenty percent of the investment management fee ClariVest receives from certain investment clients who engage ClariVest during the term of the agreement. CTA and Eagle also entered into a service agreement with ClariVest for sharing certain personnel and expenses.

#### **Education and Marketing Support**

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

#### Affiliates

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

### **ITEM 15 CUSTODY**

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

### **ITEM 16 INVESTMENT DISCRETION**

CTA enters into an investment management agreement with the client, whereby the client grants CTA sole investment authority and CTA assumes the investment duties relating to account assets. Pursuant to the Investment Management Agreement terms, CTA is generally not required to obtain specific client consent for specific securities to be bought or sold. However, the client selects an investment objective and CTA buys securities for the client's account that align with that investment objective. CTA may or may not take action as it deems appropriate. CTA may but does not have to seek further consent or authority from the client, and may exercise its discretion and deal in and with such assets as fully and freely as the client might do as owner. Accounts are invested at the discretion of the portfolio manager and may take up to 60 days to become fully invested. However, CTA is not authorized to withdraw any money, securities, or other property either in the client's name or otherwise. CTA can sell securities in the account's portfolio without regard for how long they were held, or any potential gain or loss. As a result, transactions may result in taxable gains or losses in a client's account, as well as payment of commissions and other transaction costs. The client must notify, or direct their custodian to notify, CTA in writing with respect to any additional contribution or withdrawal into or from their CTA account after their initial account set up. Significant contributions may take up to 30 days to become fully invested.

Specifically, for Wrap Programs and other accounts where a sponsor imposes fixed or minimum transaction fees, a larger number of transactions may result in higher costs to a client. CTA can make investment changes without considering the resulting rate of portfolio turnover, when in its sole discretion it determines that such changes will promote the account's investment objective.

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

Since CTA manages accounts with full investment discretion, CTA generally does not manage accounts where the client's custodial account holds both managed and non-managed assets, i.e., assets subject to CTA's investment discretion under the terms of the Investment Management Agreement, and assets for which CTA has no discretion, authority, or responsibility. Occasionally, and under limited conditions, CTA will agree to manage an account where managed assets are held in a custodial account along with non-managed assets. The client is solely responsible for any and all losses non-managed assets sustain.

Your Financial Adviser should be well versed in determining appropriate CTA investment strategies to meet your portfolio investment objectives taking into consideration the following guidelines when selecting a CTA investment strategy:

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

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

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

## **ITEM 17 VOTING CLIENT SECURITIES**

### **CTA Proxy Voting Policy**

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

CTA generally votes proxies that will further the underlying securities' long-term economic value. We consider each proxy proposal on its own merits, and we make an independent determination of the

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

We usually oppose proposals that dilute the economic interest of shareholders, and we also oppose those that reduce shareholders' voting rights or otherwise limit their authority. With respect to takeover offers, CTA 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.

CTA's portfolio managers generally recommend votes following the Proxy Voting Policy. By following predetermined voting guidelines, CTA believes it will avoid any potential conflicts of interests. Rarely, where a manager recommends a vote contrary to the Proxy Voting Policy, CTA's Compliance Department will review the proxy issue and the recommended vote to ensure that the vote is cast in compliance with CTA's overriding mandate to vote proxies in the client's best interests and avoid conflicts of interests. CTA will not accept direction in the voting of proxies for which it has voting responsibility from any client.

Please call 800-237-3101 for a copy of CTA's Proxy Voting Policy. If you have any questions, or would like to know how your shares were voted, please contact our Compliance Department at 800-237-3101.

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

## **ITEM 18      FINANCIAL INFORMATION**

CTA has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding at any time during the past ten years.

## **PRIVACY POLICY**

Carillon Tower Adviser, Inc. (“CTA”) is committed to protecting the confidentiality of information clients send to us. Regulation S-P adopted by the SEC requires that we provide the following information to you.

### Information about you that we collect:

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

### How we use your information:

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

### How we protect your confidential information:

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

# Part 2B of FORM ADV

## Brochure Supplement

Carillon Tower Advisers, Inc.  
880 Carillon Parkway  
St Petersburg, FL 33716  
[www.carillontoweradvisers.com](http://www.carillontoweradvisers.com) | 1-800-237-3101

June 1, 2015

Carillon Tower Advisers, Inc. affiliate Eagle Asset Management Portfolio Managers

BERT L. BOKSEN, CFA  
ERIC MINTZ, CFA  
CHRISTOPHER SASSOUNI, DMD  
EDMUND M. COWART, CFA  
DAVID M. BLOUNT, CFA, CPA  
JEFF VANCAVAGE, CFA  
HARALD HVIDEBERG, CFA  
TODD L. McCALLISTER, CFA  
SCOTT RENNER  
BETSY G. PECOR, CFA  
MATTHEW R. SPITZNAGLE, CFA  
CHARLES C. SCHWARTZ, CFA  
MATTHEW J. MCGEARY, CFA

RICHARD SKEPPSTROM II  
JAMES C. CAMP, CFA  
JOSEPH JACKSON, CFA  
BURTON N. MULFORD, CFA  
SHEILA L. KING, CFA  
ALEX TURNER, CFA  
STACEY NUTT, PhD  
ED WAGNER, CFA  
DAVID J. PAVAN, CFA  
DAVID VAUGN, CFA  
TODD N. WOLTER, CFA  
FRANK FENG, PhD  
MIKE WATERMAN, CFA

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

Additionally, a Summary of Professional Designations is included with this Part 2B Brochure Supplement. The list is provided to assist you in evaluating the professional designations our investment professionals hold. If you have not received our firm's Brochure, have any questions about professional designations or about any content of this supplement, please contact us at 800 237-3101.

**Additional information about our personnel is available on the SEC's website at**  
[www.adviserinfo@sec.gov](mailto:www.adviserinfo@sec.gov)

#### Item 2- Educational Background and Business Experience

Name: BERT BOKSEN Year of Birth: 1948

Designations: CFA (Chartered Financial Analyst)

##### Formal Education after high school:

B.A. in Business from City College of New York 1970

M.B.A. in Finance from St. John's University 1977

##### Business background experience for preceding years:

EB Management	2001 –present	Manager, President
Eagle Asset Management	1995 –present	Senior Vice President, Managing Director
Raymond James & Associates	1979 –present	Registered Representative Previously President and Chief Investment Officer

#### Item 3- Disciplinary Information

None

#### Item 4- Other Business Activities

None

#### Item 5- Additional Compensation

In addition to regular salary and bonuses from Eagle. Mr. Boksen also receives income from Eagle affiliated adviser EB Management related to private fund management.

#### Item 6 - Supervision

Bert Boksen reports directly to Cooper Abbott, Co Chief Operating Officer Head of Investments Eagle Asset Management. You may contact Eagle at 800-237-3101.

#### Item 2- Educational Background and Business Experience

Name: ERIC MINTZ Year of Birth: 1972

Designations: CFA (Chartered Financial Analyst)

##### Formal Education after high school:

B.A. from Washington & Lee University

M.B.A. from University of Southern California

##### Business background experience for preceding years:

Eagle	2008 –present	Assistant Portfolio Manager
	2005 –2008	Senior Research Analyst
Oakmont Corporation	1999 –2005	Vice President of Equity Research
Raymond James & Associates	1995 –1999	Equity Research Analyst

#### Item 3- Disciplinary Information

None

#### Item 4- Other Business Activities

None

#### Item 5- Additional Compensation

Eric Mintz compensation includes regular salary and bonuses for providing investment management services from his responsibilities at Eagle and additional compensation related to his research efforts with EB Management.

#### Item 6 - Supervision

Eric Mintz reports directly to Bert Boksen, Managing Director at Eagle Asset Management. You may contact Eagle at 800-237-3101.



#### Item 2- Educational Background and Business Experience

Name: CHRISTOPHER SASSOUNI Year of Birth: 1957

##### **Formal Education after high school:**

B.A. from University of Pittsburgh 1979

Doctor of Dental Medicine from University of North Carolina 1985

M.B.A from University of North Carolina 1989

##### **Business background experience for preceding years:**

Eagle Asset Management	2003 –present	Assistant Portfolio Manager, Senior Research Analyst
Healthcare Investment Advisors	1999—2003	President, CEO

#### Item 3- Disciplinary Information

None

#### Item 4- Other Business Activities

None

#### Item 5- Additional Compensation

None

#### Item 6 - Supervision

Christopher Sassouni reports directly to Bert Boksen, Managing Director at Eagle Asset Management. You may contact Eagle at 800-237-3101.

#### Item 2- Educational Background and Business Experience

Name: EDMUND M. COWART Year of Birth: 1947

Designations: CFA (Chartered Financial Analyst)

##### **Formal Education after high school:**

A.B. from Dartmouth College 1969

2 Years at University of Texas Graduate School of Business

##### **Business background experience for preceding years:**

Eagle Asset Management	1999 –present	Senior Vice President, Managing Director
BancOne Investment Advisors	1990—1999	Portfolio Manager
Contravest, Inc.	1985—1990	Portfolio Manager

#### Item 3- Disciplinary Information

None

#### Item 4- Other Business Activities

None

#### Item 5- Additional Compensation

None

#### Item 6 - Supervision

Edmund Cowart reports directly to Cooper Abbott, Co Chief Operating Officer Head of Investments Eagle Asset Management. You may contact Eagle at 800-237-3101.

#### Item 2- Educational Background and Business Experience

Name: DAVID M. BLOUNT Year of Birth: 1961

Designations: CFA (Chartered Financial Analyst)

CPA (Certified Public Accountant)

#### Formal Education after high school:

B.S. in Finance from University of Florida 1983

#### Business background experience for preceding years:

Eagle Asset Management	2008 –present	Portfolio Manager
	1999—2008	Senior Research Analyst
	1996—1999	Vice President, Portfolio Manager
	1994—1996	Portfolio Manager
	1993—1994	Investment Analyst

#### Item 3- Disciplinary Information

None

#### Item 4- Other Business Activities

None

#### Item 5- Additional Compensation

David Blount compensation includes regular salary and bonuses for providing services from his responsibilities at Eagle and non-Eagle client commissions as a registered representative of Raymond James & Associates.

#### Item 6 - Supervision

David Blount reports directly to Cooper Abbott, Co Chief Operating Officer Head of Investments. You may contact Eagle at 800-237-3101.

#### Item 2- Educational Background and Business Experience

Name: JEFFREY B. VANCAVAGE Year of Birth: 1968

Designations: CFA (Chartered Financial Analyst)

#### Formal Education after high school:

B.S. in Aeronautical Science from Emory –Riddle Aeronautical University 1990

M.B.A from the University of Florida 2001

#### Business background experience for preceding years:

Eagle Asset Management	2013 –present	Portfolio Manager
	2001 - 2013	Senior Equity Research Analyst
Raymond James & Assoc.	1999 - 2001	Real Estate Manager Analyst
T. Rowe Price	1999—1999	Retirement Plan Specialist

#### Item 3- Disciplinary Information

None

#### Item 4- Other Business Activities

None

#### Item 5- Additional Compensation

None

#### Item 6 - Supervision

Jeffrey Vancavage reports directly to Cooper Abbott, Co Chief Operating Officer Head of Investments Eagle Asset Management. You may contact Eagle at 800-237-3101.

#### Item 2- Educational Background and Business Experience

Name: HARALD HVIDEBERG Year of Birth: 1968

Designations: CFA (Chartered Financial Analyst)

##### **Formal Education after high school:**

B.S. in Finance from University of South Florida 1993

B.A. in Economics from University of South Florida 1992

M.B.A from the University of Florida 1997

##### **Business background experience for preceding years:**

Eagle Asset Management	2014 –present	Portfolio Manager
Wood Asset Management	2004 - 2014	Portfolio Manager

#### Item 3- Disciplinary Information

None

#### Item 4- Other Business Activities

None

#### Item 5- Additional Compensation

None

#### Item 6 - Supervision

Harald Hvideberg reports directly to Cooper Abbott, Co Chief Operating Officer Head of Investments Eagle Asset Management. You may contact Eagle at 800-237-3101.

#### Item 2- Educational Background and Business Experience

Name: TODD L. McCALLISTER Year of Birth: 1959

Designations: CFA (Chartered Financial Analyst)

##### **Formal Education after high school:**

B.A. in Economics highest honors from University of North Carolina Chapel Hill 1982

Ph.D. in Economics from University of Virginia 1987

##### **Business background experience for preceding years:**

Eagle Asset Management	2002 –present	Managing Director
	1997 –present	Senior Vice President, Portfolio Manager
Investment Advisers	1992 –1997	Portfolio Manager
ANB Investment Management	1987 –1992	Portfolio Manager

#### Item 3- Disciplinary Information

None

#### Item 4- Other Business Activities

None

#### Item 5- Additional Compensation

None

#### Item 6 - Supervision

Todd McCallister reports directly to Cooper Abbott, Co Chief Operating Officer Head of Investments Eagle Asset Management. You may contact Eagle at 800-237-3101.

#### Item 2- Educational Background and Business Experience

Name: SCOTT RENNER Year of Birth: 1969

##### Formal Education after high school:

B.S.B.A. University of Florida 1990

M.B.A. University of South Florida 1993

##### Business background experience for preceding years:

Eagle Asset Management	2011 –present	Assistant Portfolio Manager
	2007—2011	Senior Research Analyst
Matador Capital Management	1997—2007	Partner, Research Director

#### Item 3- Disciplinary Information

None

#### Item 4- Other Business Activities

None

#### Item 5- Additional Compensation

None

#### Item 6 - Supervision

Scott Renner reports directly to Todd McCallister, Managing Director Eagle Asset Management. You may contact Eagle at 800-237-3101.

#### Item 2- Educational Background and Business Experience

Name: RICHARD SKEPPSTROM II Year of Birth: 1963

##### Formal Education after high school:

B.A. in Mathematics from University of Virginia 1985

M.B.A. from Darden Business School at University of Virginia 1990

##### Business background experience for preceding years:

Eagle Asset Management	2001–present	Senior Vice President, Managing Director
Raymond James & Associates	2001–present	Registered Representative
Evergreen Investment Management	2000—2001	Senior Portfolio Manager
	1992—2000	Portfolio Manager

#### Item 3- Disciplinary Information

None

#### Item 4- Other Business Activities

None

#### Item 5- Additional Compensation

None.

#### Item 6 - Supervision

Richard Skeppstrom reports directly to Cooper Abbott, Co Chief Operating Officer Head of Investments Eagle Asset Management. You may contact Eagle at 800-237-3101.

#### Item 2- Educational Background and Business Experience

Name: JAMES C. CAMP Year of Birth: 1964

Designations: CFA (Chartered Financial Analyst)

##### Formal Education after high school:

B.S. in Engineering Science from Vanderbilt University 1986

M.B.A. in Finance from Emory University 1990

##### Business background experience for preceding years:

Eagle Boston Management	2007 –present	Portfolio Manager
Eagle Asset Management	1998 –present	Senior Vice President, Managing Director
	1997 –1997	Vice President
Raymond James & Associates	1993 –1997	Senior Mortgage Analyst, Vice President

#### Item 3- Disciplinary Information

None

#### Item 4- Other Business Activities

None

#### Item 5- Additional Compensation

None

#### Item 6 - Supervision

James Camp reports directly to Cooper Abbott, Co Chief Operating Officer Head of Investments Eagle Asset Management. You may contact Eagle at 800-237-3101.

#### Item 2- Educational Background and Business Experience

Name: BURTON N. MULFORD Year of Birth: 1962

Designations: CFA (Chartered Financial Analyst)

##### Formal Education after high school:

B.A. in Business Administration from Furman University 1984

M.B.A. in Corporate Finance & Investments from University of Southern California 1987

##### Business background experience for preceding years:

Raymond James & Associates	2000 –present	Registered Representative
Eagle	1999 –present	Vice President, Portfolio Manager
South Trust Bank	1996 –1999	Director of Trading
Union Planters Bank	1992 –1996	Portfolio Manager

#### Item 3- Disciplinary Information

None

#### Item 4- Other Business Activities

None

#### Item 5- Additional Compensation

None

#### Item 6 - Supervision

Burton Mulford reports directly to James Camp, Managing Director Eagle Asset Management. You may contact Eagle at 800-237-3101.

## Item 2- Educational Background and Business Experience

Name: SHEILA L. KING Year of Birth: 1964

Designations: CFA (Chartered Financial Analyst)

### Formal Education after high school:

B.S.B.A. University of North Carolina Chapel Hill 1986

### Business background experience for preceding years:

Eagle Asset Management	2007 –present	Co-portfolio Manager
	1997 –present	Fixed Income Credit Research
	1988—1997	Portfolio Reviewer
Raymond James & Associates	1988—present	Registered Representative

### Item 3- Disciplinary Information

None

### Item 4- Other Business Activities

None

### Item 5- Additional Compensation

Sheila King compensation includes regular salary and bonuses for providing investment management services from her responsibilities at Eagle Asset Management and non-Eagle client commissions as a registered representative of Raymond James & Associates.

### Item 6 - Supervision

Sheila King reports directly to James Camp, Managing Director Eagle Asset Management. You may contact Eagle at 800-237-3101.

## Item 2- Educational Background and Business Experience

Name: JOSEPH JACKSON Year of Birth: 1968

Designations: CFA (Chartered Financial Analyst)

### Formal Education after high school:

B.A. from Wake Forest University 1990

M.B.A. from Wake Forest University 1998

### Business background experience for preceding years:

Eagle Asset Management	2009 –present	Portfolio Manager
	2004—present	Senior Research Analyst
BB&T Asset Management	1999—2004	Senior Vice President, Portfolio Manager

### Item 3- Disciplinary Information

None

### Item 4- Other Business Activities

None

### Item 5- Additional Compensation

None

### Item 6 - Supervision

Joseph Jackson reports directly to James Camp, Managing Director Eagle Asset Management. You may contact Eagle at 800-237-3101.

#### Item 2- Educational Background and Business Experience

Name: CHARLES C. SCHWARTZ Year of Birth: 1961

Designations: CFA (Chartered Financial Analyst)

#### Formal Education after high school:

B.A. University of Colorado 1985

M.B.A. University of Louisville 1989

#### Business background experience for preceding years:

Eagle Asset Management	2012 –present	Portfolio Manager
Sentinel Asset Management	2006- 2012	Portfolio Manager

#### Item 3- Disciplinary Information

None

#### Item 4- Other Business Activities

None

#### Item 5- Additional Compensation

None

#### Item 6 - Supervision

Charles Schwartz reports directly to Cooper Abbott, Co Chief Operating Officer Head of Investments Eagle Asset Management. You may contact Eagle at 800-237-3101.

#### Item 2- Educational Background and Business Experience

Name: BETSY G. PECOR Year of Birth: 1966

Designations: CFA (Chartered Financial Analyst)

#### Formal Education after high school:

B.A. University of Vermont 1988

M.B.A. University of South Florida 1999

#### Business background experience for preceding years:

Eagle Asset Management	2012 –present	Portfolio Manager
Sentinel Asset Management	2001 - 2012	Portfolio Manager

#### Item 3- Disciplinary Information

None

#### Item 4- Other Business Activities

None

#### Item 5- Additional Compensation

None

#### Item 6 - Supervision

Betsy Pecor reports directly to Cooper Abbott, Co Chief Operating Officer Head of Investments Eagle Asset Management. You may contact Eagle at 800-237-3101.

#### Item 2- Educational Background and Business Experience

Name: MATTHEW J. MCGEARY Year of Birth: 1971

Designations: CFA (Chartered Financial Analyst)

#### Formal Education after high school:

B.A. Kenyon College 1993

M.B.A. University of Louisville 1999

#### Business background experience for preceding years:

Eagle Asset Management	2012 –present	Portfolio Manager
Sentinel Asset Management	2005 - 2012	Portfolio Manager

#### Item 3- Disciplinary Information

None

#### Item 4- Other Business Activities

None

#### Item 5- Additional Compensation

None

#### Item 6 - Supervision

Matthew McGeary reports directly to Cooper Abbott, Co Chief Operating Officer Head of Investments Eagle Asset Management. You may contact Eagle at 800-237-3101.

#### Item 2- Educational Background and Business Experience

Name: MATTHEW R. SPITZNAGLE Year of Birth: 1969

Designations: CFA (Chartered Financial Analyst)

#### Formal Education after high school:

B.A. University of Illinois 1991

M.B.A. University of Northern Illinois 1995

#### Business background experience for preceding years:

Eagle Asset Management	2012 –present	Portfolio Manager
Sentinel Asset Management	2006 - 2012	Portfolio Manager

#### Item 3- Disciplinary Information

None

#### Item 4- Other Business Activities

None

#### Item 5- Additional Compensation

None

#### Item 6 - Supervision

Matthew Spitznagle reports directly to Cooper Abbott, Co Chief Operating Officer Head of Investments Eagle Asset Management. You may contact Eagle at 800-237-3101.



#### Item 2- Educational Background and Business Experience

Name: STACEY NUTT, Ph.D. Year of Birth: 1966

##### **Formal Education after high school:**

B.S. Oral Roberts University

Ph.D. and M.B.A. Georgia Institute of Technology School of Management

##### **Business background experience for preceding years:**

Eagle Asset Management	2012 –present	Portfolio Manager
ClariVest Asset Management LLC	2006 - present	Principal, Chief Investment Officer Portfolio Manager

#### Item 3- Disciplinary Information

None

#### Item 4- Other Business Activities

None

#### Item 5- Additional Compensation

None

#### Item 6 - Supervision

Stacey Nutt reports directly to Cooper Abbott, Co Chief Operating Officer Head of Investments Eagle Asset Management. You may contact Eagle at 800-237-3101.

#### Item 2- Educational Background and Business Experience

Name: DAVID J. PAVAN Year of Birth: 1968

Designations: CFA (Chartered Financial Analyst)

##### **Formal Education after high school:**

B.S. University of Waterloo

M.S. Carnegie Mellon University

M.B.A. Queen's University

##### **Business background experience for preceding years:**

Eagle Asset Management	2012 –present	Portfolio Manager
ClariVest Asset Management LLC	2006 - present	Principal, Portfolio Manager

#### Item 3- Disciplinary Information

None

#### Item 4- Other Business Activities

None

#### Item 5- Additional Compensation

None

#### Item 6 - Supervision

David J Pavan reports directly to Stacey Nutt, Portfolio Manager Eagle Asset Management. You may contact Eagle at 800-237-3101.

#### Item 2- Educational Background and Business Experience

Name: DAVID VAUGHN Year of Birth: 1971

Designations: CFA (Chartered Financial Analyst)

##### Formal Education after high school:

B.S. California Institute of Technology

M.S. Carnegie Mellon University

##### Business background experience for preceding years:

Eagle Asset Management	2012 –present	Portfolio Manager
ClariVest Asset Management LLC	2006 - present	Principal, Portfolio Manager

#### Item 3- Disciplinary Information

None

#### Item 4- Other Business Activities

None

#### Item 5- Additional Compensation

None

#### Item 6 - Supervision

David Vaughn reports directly to Stacey Nutt, Portfolio Manager Eagle Asset Management. You may contact Eagle at 800-237-3101.

#### Item 2- Educational Background and Business Experience

Name: TODD N. WOLTER Year of Birth: 1972

Designations: CFA (Chartered Financial Analyst)

##### Formal Education after high school:

B.S. University of Southern California

M.B.A. University of California, Irvine

##### Business background experience for preceding years:

Eagle Asset Management	2012 –present	Portfolio Manager
ClariVest Asset Management LLC	2006 - present	Principal, Portfolio Manager

#### Item 3- Disciplinary Information

None

#### Item 4- Other Business Activities

None

#### Item 5- Additional Compensation

None

#### Item 6 - Supervision

Todd N. Wolter reports directly to Stacey Nutt, Portfolio Manager Eagle Asset Management. You may contact Eagle at 800-237-3101.

#### Item 2- Educational Background and Business Experience

Name: FRANK FENG Year of Birth: 1967

##### **Formal Education after high school:**

B.A. Jiaotong University – Xian, China

M.B.A. University of International Business and Economics – Beijing, China

PhD Georgia State University

##### **Business background experience for preceding years:**

Eagle Asset Management	2012 –present	Portfolio Manager
ClariVest Asset Management LLC	2006 - present	Principal, Portfolio Manager

#### Item 3- Disciplinary Information

None

#### Item 4- Other Business Activities

None

#### Item 5- Additional Compensation

None

#### Item 6 - Supervision

Frank Feng reports directly to Stacey Nutt, Portfolio Manager Eagle Asset Management. You may contact Eagle at 800-237-3101.

#### Item 2- Educational Background and Business Experience

Name: ED WAGNER Year of Birth: 1971

Designations: CFA (Chartered Financial Analyst)

##### **Formal Education after high school:**

B.A. University of California, San Diego

M.B.A. Australian Graduate School of Management

##### **Business background experience for preceding years:**

Eagle Asset Management	2012 –present	Portfolio Manager
ClariVest Asset Management LLC	2007 - present	Portfolio Manager

#### Item 3- Disciplinary Information

None

#### Item 4- Other Business Activities

None

#### Item 5- Additional Compensation

None

#### Item 6 - Supervision

Todd N. Wolter reports directly to Stacey Nutt, Portfolio Manager Eagle Asset Management. You may contact Eagle at 800-237-3101.

#### Item 2- Educational Background and Business Experience

Name: MICHAEL WATERMAN Year of Birth: 1976

Designations: CFA (Chartered Financial Analyst)

##### Formal Education after high school:

B.S. University of California, San Diego

MiF. London Business School

##### Business background experience for preceding years:

Eagle Asset Management	2012 –present	Portfolio Manager
ClariVest Asset Management LLC	2011 - present	Portfolio Manager
ClariVest Asset Management LLC	2009 – 2011	Assistant Portfolio Manager
ClariVest Asset Management LLC	2006 – 2009	Investment Analyst

#### Item 3- Disciplinary Information

None

#### Item 4- Other Business Activities

None

#### Item 5- Additional Compensation

None

#### Item 6 - Supervision

Michael Waterman reports directly to Stacey Nutt, Portfolio Manager Eagle Asset Management. You may contact Eagle at 800-237-3101.

#### Item 2- Educational Background and Business Experience

Name: ALEX TURNER Year of Birth: 1982

Designations: CFA (Chartered Financial Analyst)

##### Formal Education after high school:

B.S. University of California, Berkeley

##### Business background experience for preceding years:

Eagle Asset Management	2012 –present	Portfolio Manager
ClariVest Asset Management LLC	2011 - present	Assistant Portfolio Manager
ClariVest Asset Management LLC	2008 - 2011	Investment Analyst
FactSet Research Systems	2005 - 2008	Quantitative Analytic Specialist

#### Item 3- Disciplinary Information

None

#### Item 4- Other Business Activities

None

#### Item 5- Additional Compensation

None

#### Item 6 - Supervision

Alex Turner reports directly to Stacey Nutt, Portfolio Manager Eagle Asset Management. You may contact Eagle at 800-237-3101.

## **SUMMARY of PROFESSIONAL DESIGNATIONS**

This Summary of Professional Designations is provided to assist you evaluating the professional designations and minimum requirements of our investment professionals to hold these designations

“Understanding Professional Designations” may also be helpful and found on the FINRA website at:

<http://apps.finra.org/DataDirectory/1/prodesignations.aspx>

### **CFA - Chartered Financial Analyst**

Issued by: CFA Institute

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

Undergraduate degree and 4 years of professional experience involving investment decision-making, or 4 years qualified work experience (full time, but not necessarily investment related)

Educational Requirements: Study program (250 hours of study for each of the 3 levels)

Examination Type: 3 course exams

Continuing Education/Experience Requirements: None

### **CPA - Certified Public Accountant**

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

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

Educational Requirements: U.S. bachelors degree which includes a minimum number of qualifying credit hours in accounting and business administration with an additional 1 year study

Examination Type: Uniform Certified Public Accountant Examination (4 part exam)

Continuing Education/Experience Requirements: 120 hours every 3 years

## Carillon Tower Advisers, Inc.

### ERISA 408(b)(2) Fee Disclosure Notice for Wrap Program Clients

Carillon Tower Advisers, Inc. (“we”) are providing you with this notice in compliance with the Department of Labor regulations under section 408(b)(2) of the Employee Retirement Income Security Act of 1974, as amended, (“ERISA”), to disclose information about the services we provide through wrap programs and the compensation we receive for such services. This statement is intended to be read in conjunction with our Form ADV Part 2 (available at <http://www.adviserinfo.sec.gov>), the applicable program 408(b)(2) fee disclosure notice, the applicable client wrap program sponsor’s brochure or Form ADV Part 2A.

**Description of Services:** A general description of the investment advisory and other services that we provide through wrap programs can be found in each wrap program sponsor’s brochure or ADV Part 2A. For more information regarding the services and the styles we offer, please review item 4 in our Form ADV Part 2A.

**Service Provider’s Status :** We provide investment management services as a registered investment adviser under the Investment Advisers Act of 1940, as amended, and as an ERISA fiduciary.

#### **Compensation:**

**Direct Compensation –** We do not receive direct compensation from your plan for the services we provide through a wrap program. Our fee is paid by the wrap program sponsor (adviser) as a subadviser to the wrap program sponsor (adviser). For information about the direct compensation that the wrap program sponsor (adviser) receives please see the applicable program 408(b)(2) fee disclosure notice.

**Indirect Compensation –**We receive the following types of indirect compensation in connection with the services we provide through the wrap sponsor’s program:

- **Our fee:** For a description of the fee we receive from the wrap program sponsor in connection with the services we provide through the wrap program, please refer to the section of the client wrap program agreement that discusses fees, the section “Fees and Expenses” in the wrap program brochure, and the wrap sponsor’s ADV Part 2A.

**Compensation for Termination of Your Account –**We do not receive a termination fee or apply a penalty when your account’s enrollment in a wrap program is terminated.