



Atlanta Capital Management Company, LLC

Form ADV: Part II

This Form ADV, Part II constitutes Atlanta Capital Management's information brochure regarding the advisory services we offer and provide to clients. It describes our services and many of the practices we use in connection with managing portfolios. In addition, it also includes the following important information:

- Atlanta Capital's Privacy Policy relating to client information (see Schedule F to Form ADV, Part II); and
- A summary of Atlanta Capital's Proxy Voting Policy and Procedures (see schedule F to Form ADV, Part II)

The information has not been approved or verified by any government authority.

Updated Effective: March 7, 2011

Atlanta Capital Management Company, LLC
1075 Peachtree Street NE Suite 2100
Atlanta, GA 30309
Telephone: 404-876-9411
Facsimile: 404-872-1672
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FORM ADV**Uniform Application for Investment Adviser Registration****Part II - Page 1**

Name of Investment Adviser: Atlanta Capital Management Company, LLC				
Address: (Number and Street) 1075 Peachtree St. NE	(City) Atlanta	(State) GA	(Zip Code) 30309	Area Code: Telephone Number: (404) 876-9411

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

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

**Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.**

FORM ADV**Part II - Page 2**

Applicant:

Atlanta Capital Management Company, LLC

SEC File Number:

801-60673

Date:

3/7/2011**1. A. Advisory Services and Fees.** (check the applicable boxes)For each type of service provided, state the approximate % of total advisory billings from that service.
(See instruction below.)**Applicant:**

- | | | | |
|-------------------------------------|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services | <u>100%</u> |
| <input type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services | <u>0%</u> |
| <input type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above | <u>0%</u> |
| <input type="checkbox"/> | (4) | Issues periodicals about securities by subscription | <u>0%</u> |
| <input type="checkbox"/> | (5) | Issues special reports about securities not included in any service described above | <u>0%</u> |
| <input type="checkbox"/> | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | <u>0%</u> |
| <input type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities | <u>0%</u> |
| <input type="checkbox"/> | (8) | Provides a timing service | <u>0%</u> |
| <input type="checkbox"/> | (9) | Furnishes advice about securities in any manner not described above | <u>0%</u> |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

B. Does applicant call any of the services it checked above financial planning or some similar term?

Yes	No
<input type="checkbox"/>	<input checked="" type="checkbox"/>

C. Applicant offers investment advisory services for: (check all that apply)

- | | |
|---------------------------------------------------------------------------------|------------------------------------------------|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input checked="" type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. Types of clients - Applicant generally provides investment advice to: (check those that apply)

- | | |
|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> A. Individuals | <input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input checked="" type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input checked="" type="checkbox"/> C. Investment companies | <input checked="" type="checkbox"/> G. Other (describe on Schedule F) |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 3**

Applicant:

Atlanta Capital Management Company, LLC

SEC File Number:

801- **60673**

Date:

1/31/2011**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

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

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

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

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

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

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

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

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

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 4**

Applicant:

Atlanta Capital Management Company, LLC

SEC File Number:

801-60673

Date:

1/31/2011**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?

Yes No
☒ ☐

(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

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

On Schedule F, give the:

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

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

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

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

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

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

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

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?.....

Yes No
☐ ☒

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

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV
Part II - Page 5

Applicant:

Atlanta Capital Management Company, LLC

SEC File Number:

801- **60673**

Date:

1/31/2011
9. Participation or Interest in Client Transactions.

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

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

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

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes No
☒ ☐

(If yes, describe on Schedule F.)

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

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

(SEE SCHEDULE F ATTACHED)

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

A detailed report is made to each client quarterly unless directed otherwise by the client or their representatives. These reports generally include: performance results measured on a total return basis and compared to various indices; a summary of quarterly transactions; and a listing of all current holdings with cost and market price data. If requested, clients may receive confirmations from brokers of each transaction taking place in their account(s). Normally clients receive a monthly report from a third party custodian.

Reporting to clients in Separately Managed Account/wrap fee programs where ACM is the sub-advisor is likely to be provided by the program sponsor and the content will vary by program.

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 6**

Applicant:

Atlanta Capital Management Company, LLC

SEC File Number:

801-60673

Date:

1/31/2011**12. Investment or Brokerage Discretion.**

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

(1) securities to be bought or sold?

Yes No

☒ ☐

(2) amount of the securities to be bought or sold ?

Yes No

☒ ☐

(3) broker or dealer to be used ?

Yes No

☒ ☐

(4) commission rates paid?

Yes No

☒ ☐

B. Does applicant or a related person suggest brokers to clients?

Yes No

☒ ☐

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

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

13. Additional Compensation.

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

A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients?

Yes No

☒ ☐

B. directly or indirectly compensates any person for client referrals?

Yes No

☒ ☐

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

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

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

Has applicant provided a Schedule G balance sheet?

Yes No

☐ ☒**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).**

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
Atlanta Capital Management Company, L.L.C.	801- 60673	3/7/2011

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Atlanta Capital Management Company, L.L.C.	IRS Empl. Ident. No.: 58-2236910
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Item of Form

Answer

General

Atlanta Capital Management Company, LLC ("ACM" or "Atlanta Capital") is a majority owned subsidiary of Eaton Vance Acquisitions ("EVA"), a wholly owned subsidiary of Eaton Vance Corp. ("Eaton Vance" or "EVC"). ACM employees maintain a minority ownership interest through two holding company partnerships, Atlanta Capital Management Holdings, LLC and Atlanta Capital, LP. ACM is managed locally in Atlanta, Georgia by the employee/owners and operates as an independent subsidiary of Eaton Vance.

Item 1 D.

ADVISORY SERVICES

ACM renders professional investment advisory services to a broad range of institutional and individual clients (which include investment company and non-investment company clients) on both a discretionary and non-discretionary basis in accordance with each client's instructions. Under a typical "discretionary" relationship, the client has authorized ACM to supervise, manage and direct the investment of the assets of the account without prior consultation with the client. Accounts with respect to which ACM makes recommendations to the client or otherwise must consult with the client prior to making and implementing investment decisions are "non-discretionary" accounts. Investment decisions or recommendations for both types of accounts are made and implemented in accordance with the client's investment objectives (including any restrictions on investments) as described or otherwise provided to ACM by the client. The predominant percentage of ACM accounts are discretionary.

ACM provides investment advisory services to Separately Managed Account (wrap fee) programs sponsored by broker-dealers or other financial intermediaries ("sponsors"). A Separately Managed Account fee is a comprehensive fee paid by the client that may include brokerage, custody and investment advisory services or some combination thereof. It is the client's sole responsibility to negotiate the Separately Managed Account fee and other terms with the sponsor. If ACM is selected as a sub-advisor for a specific client's assets through the Separately Managed Account type program, ACM will have no ongoing responsibility to assess the value of services delivered by the sponsor. The overall costs associated with a Separately Managed Account type program may be higher or lower than what the client might otherwise experience by paying ACM standard fees and negotiating transaction charges with the broker-dealer. It must be recognized that the advisory and other services provided by a Separately Managed Account program might not be available to the client other than pursuant to the Separately Managed Account arrangement. In such programs, ACM may be deemed to be the "adviser" or "sub-adviser" to the program, depending on whether the sponsoring broker-dealer or another investment adviser retains the basic investment advisory function. Certain Separately Managed Account programs may involve directed brokerage arrangements, as discussed below. In addition, when acting as a sub-adviser in certain Separately Managed Account programs commonly called Multiple Style Portfolios or Unified Managed Account Programs ("MSP Program"), ACM acts as a non-discretionary sub-adviser presenting a "model" portfolio to the MSP Program's adviser that is responsible, in part, for execution, client reporting and other aspects of MSP Program client services. The fee ACM receives in connection with its function under the Separately Managed Account program may be less than it might otherwise receive. The minimum dollar value of assets for these programs may differ from normal minimum levels imposed by ACM.

ADVISORY FEES & CONTRACTS

ACM generally receives a fee based upon a percentage of the assets under management. An incentive fee alternative may be considered under certain circumstances; please see separate section below for a more detailed discussion of incentive or performance based fees.

In general, advisory agreements are terminable by either party on thirty (30) days written notice, or in the event that ACM's registration as an advisor under the Investment Advisers Act of 1940 is suspended or revoked. In the event of termination of an advisory relationship, ACM will prorate the advisory fee for the period for which services were rendered. Management fees are generally billed quarterly (either in advance or arrears based on client circumstances or in the case of Separately Managed accounts, as determined by the program sponsor) based upon the calendar quarter-end market value. For Separately Managed Accounts, termination clauses provided by Separately Managed

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Applicant: Atlanta Capital Management Company, L.L.C.	SEC File Number: 801- 60673	Date: 3/7/2011
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Atlanta Capital Management Company, L.L.C.	IRS Empl. Ident. No.: 58-2236910
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Item of Form

Answer

Account program agreements may vary. Fees paid in advance are refunded on a pro-rata basis if the service is terminated within the payment period. Fees are generally quoted to prospective actively managed institutional clients in accordance with the following schedules:

High Quality Growth Plus, High Quality Growth Select, High Quality Focused Growth

First \$10 million 0.70%

Next \$90 million 0.50%

Next \$150 million 0.40%

Next \$250 million 0.35%

Minimum Separate Account Initial Balance is Generally \$10 million

High Quality Small Cap, High Quality SMID Cap

First \$50 million 0.80%

Next \$50 million 0.70%

Next \$150 million 0.60%

Minimum Separate Account Initial Balance is Generally \$10 million

High Quality Socially Responsible

First \$10 million 0.80%

Next \$90 million 0.60%

Over \$100 million Negotiable

Minimum Separate Account Initial Balance is Generally \$10 million

High Quality Opportunistic

First \$50 million 0.70%

Next \$100 million 0.50%

Next \$350 million 0.40%

Minimum Separate Account Initial Balance is Generally \$10 million

High Quality Fixed Income (Short Duration, Intermediate & Broad Market)

First \$30 million 0.35%

Over \$30 million 0.30%

Minimum Separate Account Initial Balance is Generally \$20 million

All of the fee schedules above may be subject to negotiation. Fee rates for management of accounts in Separately Managed Account programs may be less than discussed above, as the program sponsor is responsible for client servicing and reporting. It has been our experience that sponsors have a scale of negotiated total wrap fees charged to clients that generally range from 1.50% to 3.00% of the total account value per annum which includes ACM's fee. The portion of those total fees which are payable to ACM generally range from 0.38% to 0.60% per annum.

INCENTIVE FEE SCHEDULE

ACM accepts incentive fees where return expectations and the time period over which returns are measured are reasonable and agreeable to both parties. All incentive fee arrangements offered by ACM are in compliance with Rule 205-3 under the Investment Advisers Act of 1940. In general, a base fee is charged as a percentage of assets under management, plus or minus an incentive fee based upon returns compared to an established return standard measured over a specified period of time. In these cases, there is a minimum as well as a maximum fee.

Performance based fees may create an incentive for ACM to make investments that are riskier or more speculative than would be the case in absence of a performance-based fee or to favor performance-based fee accounts in the allocation of investments decisions as ACM's compensation may be larger than it otherwise would have been due to

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Applicant: Atlanta Capital Management Company, L.L.C.	SEC File Number: 801- 60673	Date: 3/7/2011
-------------------------------------------------------------------------	-------------------------------------------	------------------------------

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Atlanta Capital Management Company, L.L.C.	IRS Empl. Ident. No.: 58-2236910
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Item of Form

Answer

account performance. Due to the potential conflict of interest associated with performance based accounts, ACM has adopted procedures to monitor performance dispersion for accounts with incentive fee arrangements as compared to similarly managed non-incentive accounts.

FEES ASSOCIATED WITH INVESTMENTS IN AFFILIATED MUTUAL FUNDS

To the extent client assets are invested in mutual funds including those sub-advised by ACM or advised by an affiliate of ACM, the fees set forth above do not include the customary fees and expenses associated with investing in such mutual funds, including 12b-1 fees (if applicable) and expenses and redemption fees. The client is advised that, in addition to the fees and expenses set forth above, each mutual fund in which a client's assets are invested will incur separate investment advisory fees and other expenses for which the client will bear a proportionate share. Investment advisory fees differ among mutual funds and any fees paid by an investment company to ACM or its affiliates may be higher or lower than the fees set forth above. With respect to investments in funds sub-advised by ACM, the amounts invested therein will not be included in determining investment management fees paid to ACM. With respect to investments in funds advised by ACM affiliates, the client may pay a 0.25% annual fee to ACM on the amounts invested therein as outlined in the individual client advisory agreement.

AFFILIATED NON-FEE PAYING ACCOUNTS

ACM manages certain accounts for Eaton Vance Management, an affiliated entity, exclusively for the development of future marketable investment products. These accounts are managed without compensation as ACM deems the provision of seed capital for product development adequate consideration for the investment management services provided. Due to the potential conflict of interest associated with managing affiliated accounts, ACM has adopted procedures to monitor performance dispersion and trade allocations for affiliated accounts as compared to similarly managed non-affiliated accounts.

Item 2. (G)

ACM provides investment advice to a wide variety of other clients, including, but not limited to: private investment and personal holding companies; hospitals; labor unions; religious organizations; endowment funds; insurance companies; and educational institutions.

Item 3. (L)

ACM utilizes mortgage-backed securities and collateralized mortgage obligations (CMOs). Atlanta Capital buys mortgage-backed securities and CMOs issued by government sponsored entities (GSEs) such as Fannie Mae, Freddie Mac and Ginnie Mae, as well as non-GSE issuers (provided the security is rated 'A' or higher by a nationally recognized statistical rating organization). ACM also buys asset-backed securities (ABS) that are rated 'A' or higher by a nationally recognized statistical rating organization.

Private placement or derivative securities may be used in fixed income accounts if 1) they are allowable under the client investment policy, and 2) the investment is judged by ACM to be high quality and add value relative to other allowable investments.

Item 4. A (5)

ACM's evaluation of investment alternatives places primary emphasis and reliance upon fundamental analysis of issuers of equity and debt securities; political, economic, and industry developments; money and capital market conditions, with attention to interest rate patterns; and any other factors that, in its judgment, may have an impact on the value of an investment.

Item 4. (B) 8

In developing information for use in making investment decisions and recommendations for clients, ACM places importance on personal visits with company management by members of the portfolio management team and research staff. ACM also uses various standard databases available to institutional investors. Ultimately, primary attention and

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
Atlanta Capital Management Company, L.L.C.	801- 60673	3/7/2011

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Atlanta Capital Management Company, L.L.C.	IRS Empl. Ident. No.: 58-2236910
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Item of Form

Answer

reliance is placed upon evaluations and recommendations generated internally by the ACM research and investment staff.

Item 4. (C) 7

Subject to and consistent with the individual investment objectives of clients, ACM seeks to achieve above-average long-term risk adjusted investment returns through emphasis on high quality equity or debt instruments judged by ACM to have unrecognized value or investment potential. High quality is generally measured by a company's demonstrated history of consistent growth and stability in earnings. Because ACM tailors its investment decisions to the specific requirements of each client, in certain circumstances a client's tax or other considerations may cause a portfolio to be structured differently than would otherwise be the case.

Item 5

For those individuals involved in determining or giving investment advice to clients, ACM generally requires successful completion and attainment of a Bachelors degree and/or advanced degrees, relevant investment experience, a Chartered Financial Analyst (CFA) designation or other qualifications necessary for analyzing security investments.

Item 6

EDUCATION AND BUSINESS BACKGROUND

Principal Executive Officers and Portfolio Managers of Atlanta Capital Management Company, LLC

Richard B. England, CFA (born 1958) is a Managing Director, owner and member of the Management Committee. Mr. England serves as a portfolio manager for the firm's Large Cap Equity portfolios and also as a member of the firm's Investment Committee. Mr. England joined ACM in August of 2004. Prior to joining the firm, he served as a Senior Portfolio Manager with Putnam Investments. Mr. England holds a Bachelor of Science degree from the University of Florida and received his Masters of Business Administration at the Wharton School of the University of Pennsylvania.

William R. Hackney, III, CFA (born 1948) is a Managing Partner, and member of the Management Committee. His responsibilities include equity portfolio management and serving as Chairman of the Investment Committee. Mr. Hackney joined ACM in 1995. Prior to joining ACM, he was Senior Vice President and Chief Investment Officer of First Union Corporation's Capital Management Group in Charlotte, North Carolina. Mr. Hackney is a graduate of The University of North Carolina at Chapel Hill and holds an MBA degree from The Citadel in Charleston, South Carolina. He served as a U.S. Marine Corps officer.

Charles B. Reed, CFA (born 1965) is a Managing Director, owner and member of the Management Committee. Mr. Reed's responsibilities are primarily in portfolio management for ACM's small cap, SMID and opportunistic portfolios and he also serves on the firm's Investment Committee. Prior to joining the firm in 1998, Mr. Reed was a portfolio manager with the Florida State Board of Administration. He was responsible for managing their internal special situation equity fund. Mr. Reed is a graduate of Florida State University where he earned a Bachelor's degree in Finance.

James S. Skesavage, Jr. (born 1959) is Vice President-Director of Marketing, owner and member of the Management Committee. Mr. Skesavage's responsibilities are primarily in the marketing and client servicing of the firm's investment products across multiple distribution channels. Prior to joining the firm in 2002, Mr. Skesavage was Director of Client Service/Product Management and a Global Partner with INVESCO, Inc. Mr. Skesavage holds a bachelors of Arts degree from Loyola College and received his Masters of Business Administration from Mercer University. He was the past President of the Association of Investment Management Sales Executives (AIMSE).

Brian K. Smith, CFA (born 1972) is Vice President-Director of Institutional Services, owner and member of the Management Committee. Mr. Smith's responsibilities are primarily in consultant relations and the marketing and client

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servicing of the firm's investment products. Prior to joining the firm in 2005, Mr. Smith was a Vice President and Consultant for Callan Associates, Inc. Mr. Smith holds a Bachelor of Science degree from Spring Hill College and received his Masters of Business Administration from DePaul University.

R. Kelly Williams, Jr. (born 1971) is President-Chief Operating & Compliance Officer, owner and Chairman of the Management Committee. Mr. Williams' responsibilities are primarily in management of all non-investment related functions while also serving as the firm's Chief Compliance Officer. Prior to joining Atlanta Capital in 1996, Mr. Williams worked as a Senior Accountant & CPA with Arthur Andersen LLP. Mr. Williams holds a Bachelor of Science degree from Auburn University, specializing in Accounting and received his Masters of Business Administration from Emory University.

James A. Womack, CFA (born 1968) is a Managing Director, owner and member of the Management Committee. Mr. Womack's primary responsibilities include fixed income portfolio management, research, trading and serving as a member of the firm's Investment Committee. Prior to pursuing fixed income portfolio management full-time, he was responsible for fundamental equity analysis. Mr. Womack received his Bachelor's degree from Mississippi State University and his Masters of Business Administration in finance from Auburn University.

William O. Bell, IV, CFA (born 1973) is a Vice President and owner of the firm. Mr. Bell serves as a portfolio manager for the firm's small cap, SMID, opportunistic and mid-cap portfolios. Prior to joining the firm in October of 1999, Mr. Bell was a portfolio manager with the Florida State Board of Administration. Mr. Bell is a graduate of Florida State University, where he earned a Bachelor of Arts in Finance.

W. Bradford Buie, CFA (born 1970) is a Vice President of the firm. Mr. Buie serves as a portfolio manager for the firm's fixed income portfolios. Prior to joining ACM in 2009, Mr. Buie was a portfolio manager with Earnest Partners in Atlanta, Georgia where he managed high quality fixed income portfolios. Prior to Earnest Partners, he was with Seix Advisers in Upper Saddle River, New Jersey. Mr. Buie is a graduate of Auburn University, where he earned a Bachelor of Science in Finance.

Gregory L. Coleman, CFA (born 1949) is a Partner of the firm. Mr. Coleman has primary responsibility for fixed income portfolio management and trading and is a member of the firm's Investment Committee. Prior to joining ACM in 1990, Mr. Coleman was Executive Vice President and Treasurer for Northeast Savings, F.A. in Hartford, Connecticut. In this capacity, Mr. Coleman had overall responsibility for all investment functions including asset/liability management and other corporate finance duties. A cum laude graduate of Michigan State University, with a Bachelor of Business Administration degree, Mr. Coleman also holds an MBA in finance from the University of Michigan.

W. Matthew Hereford, CFA (born 1972) is a Vice President and owner of the firm. Mr. Hereford serves as a portfolio manager for the firm's small cap, SMID and opportunistic portfolios. Prior to joining Atlanta Capital in December 2002, Mr. Hereford worked for 5 years at INVESCO, and was responsible for managing their Concentrated Equity Portfolio. Mr. Hereford is a graduate of the University of Mississippi, where he earned a Bachelor of Business Administration degree in International Business.

Paul J. Marshall, CFA (born 1965) is a Vice President and owner of the firm. Mr. Marshall serves as a portfolio manager for the firm's growth/large cap equity products. Prior to joining the firm in April of 2000, Mr. Marshall was a portfolio manager with Bank of America Capital Management. Mr. Marshall received a Bachelor of Science degree in Economics from Vanderbilt University and received his Masters of Business Administration from the University of Notre Dame. Mr. Marshall served as an officer in the United States Army.

Item 8. (C) 1

EVC indirectly owns all of the outstanding stock of Eaton Vance Distributors, Inc. ("EVD"), a broker-dealer registered with the Securities and Exchange Commission. EVD serves as the principal underwriter and distributor for certain

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Eaton Vance Funds. ACM serves as sub-advisor to Eaton Vance funds. In addition, EVD representatives actively market and support ACM investment products through numerous Separately Managed Account/wrap programs and sub advised mutual funds. ACM indirectly (through intercompany allocations) compensates certain employee representatives of EVD for the active marketing and support of ACM investment products through numerous Separately Managed Account and Model programs. Such compensation may include commissions calculated as a percentage of any management fees generated or as a percentage of assets under management.

Item 8. (C) 2

See discussion above and Eaton Vance Management ("EVM") (File No. 801-15930) Form ADV Part II for detailed listing of investment companies for which EVM and its affiliates serve as investment adviser.

Item 8. (C) 3

ACM is majority owned by EVA, a wholly owned subsidiary of EVC. EVC is the direct parent company of EVM, a registered investment adviser with the Securities and Exchange Commission ("SEC") (File No. 801-15930). EVM owns all of the outstanding stock of Boston Management and Research ("BMR"), a wholly owned subsidiary of EVM. BMR is also a registered investment advisor with the SEC (File No. 801-43127). EVM wholly owns Eaton Vance Investment Counsel ("EVIC"), a registered investment adviser with the SEC (File No. 801-63334). EVA also owns a majority interest in registered investment advisers Fox Asset Management ("Fox") (File No. 801-60656), Parametric Portfolio Associates ("PPA") (File No. 801-60485) and Parametric Risk Advisors ("PRA") (File No. 801-67738). EVD representatives jointly market investment products of EVM, BMR, EVIC, ACM, Fox, PPA and PRA.

In addition, ACM provides investment advisory services to Separate Account (wrap fee) programs and Multiple Style Portfolio programs sponsored by broker-dealer firms as discussed in more detail in Item 1 D above.

Item 9. (D) & (E)

ACM does not buy securities from, or sell securities to, any investment advisory client. The officers and employees of ACM and accounts in which affiliated persons have an investment interest may at times buy or sell and have positions in securities which may be those recommended for purchase or sale to investment advisory clients. In addition, ACM and its related persons may also give advice and take action in the performance of their duties to clients, which may differ from, or be similar to, the advice given, or the timing and nature of action taken, with respect to their own accounts. ACM may combine transaction orders placed on behalf of clients, including accounts in which affiliated persons or entities of ACM have an investment interest. ACM seeks to ensure that the firm and its employees do not personally benefit from the short-term market effects of recommendations to or actions for clients through personal securities policies and procedures under our firm Code of Ethics. Generally, ACM personnel may not effect transactions in securities for their own account or for accounts in which they have an interest and/or control, where such securities are simultaneously contemplated for purchase or sale for a client account or are the subject of an unexecuted client order. In addition, ACM personnel may not generally purchase or sell the same security within any 30-day period. These restrictions are subject to certain de minimus provisions and may be waived upon consent of the ACM Chief Compliance Officer based on limited individual circumstances. All ACM personnel must pre-clear certain trades for covered securities in personal securities accounts with compliance personnel, are prohibited from purchasing IPO shares and are required to obtain prior approval of any private placements. All personnel are required to have duplicate copies of confirmations or statements with respect to every covered brokerage account they maintain sent directly to ACM in order to monitor compliance with our Code of Ethics and personal securities trading policies, procedures and restrictions. Personnel must report all personal securities transactions no less than quarterly.

ACM has adopted certain policies and procedures concerning the misuse of material non-public information. These policies and procedures are designed to prevent insider trading by any officer, partner or employee of ACM.

ACM maintains a Code of Business Conduct and Ethics applicable to all firm employees. The Code has been adopted to emphasize to our employees, clients and business partners our desire to be a responsible member of the various

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communities in which we do business, our commitment to compliance with all laws and duty to conduct our business in keeping with the highest moral, legal, ethical and financial reporting standards. The Code includes provisions such as our firm policies on general employee conduct, compliance with laws and regulations, prohibitions on insider trading, policies on personal securities transactions (outlined above), and our process of dealing with conflicts of interests including the prohibitions on the receipt of gifts above material value. The Code of Ethics has been designed to avoid not only actual conflicts but also the appearance of conflicts of interest and to ensure that ACM and its employees put our clients' interests first. ACM may from time to time purchase special project consulting services from, or send employees and principals to educational conferences sponsored by pension consultants and fiduciaries who also may advise ACM clients and prospects. ACM employees and principals incur meal and entertainment expenses involving or related to consultants and fiduciaries of ACM clients and prospects that are reimbursed by the firm. These arrangements may create a conflict of interest in connection with the consultant's or fiduciary's recommendation of ACM to a client or prospect. It is ACM's policy to limit these activities to generally accepted business practices consistent with its fiduciary responsibilities. In no instance, however, are ACM employees and principles permitted to improperly influence these consultants and fiduciaries as a result of these expenditures, or attempt to interfere with the consultants' and fiduciaries' independent decision making.

A complete copy of our Code of Business Conduct and Ethics is available upon request by contacting our Chief Compliance Officer at (404) 876-9411 or compliance@atlcap.com.

In special circumstances and consistent with the client's investment objectives, ACM may invest a portion of the assets of a client's discretionary account in shares of a mutual fund in which it or a related affiliate may have a financial interest or may recommend such an investment to a client having a non-discretionary account. Since ACM or its related affiliate receives a management fee for serving as investment adviser or sub-adviser, ACM has a conflict between its obligation to act in the best interests of its clients and any interest it may have in generating advisory fees for itself or its affiliates or promoting such funds. Additionally, a client's investment in such a fund may enable that fund to commence operations or make it more attractive to other investors and increase the capital invested with such fund and thus the fees earned by ACM or its affiliates. With respect to investments in funds sub-advised by ACM, the amounts invested therein will not be included in determining investment management fees paid to ACM. With respect to investments in funds advised by ACM affiliates, the client may pay a 0.25% annual fee to ACM on the amounts invested therein. Such investments will generally not be made by ACM without the consent of the client.

Item 10.

ACM generally requires its clients to enter into a written advisory agreement with the firm. The minimum full service account size for equity portfolios is generally \$10 million. The minimum full service account size for fixed income portfolios is generally \$20 million. Managed Account/Separately Managed Accounts may be smaller and are based on the sponsor's program minimums. ACM reserves the right to make exceptions to these guidelines based on client service requirements and other factors.

Item 11 A.

The frequency and nature of the review of client accounts, and the factors that may trigger reviews can vary widely among particular accounts, depending upon the client's investment objectives and circumstances and upon the complexity, portfolio structure and size of an account. The portfolio management team for each investment product or strategy managed by ACM is responsible for monitoring and managing all accounts within that style. There currently are nine such portfolio managers and all are officers of ACM. At least quarterly, portfolios are reviewed by the portfolio managers and client service professionals assigned to each account for conformity to ACM investment policies and adherence to clients' investment guidelines and restrictions. However, interim reviews of varying degrees may be triggered by numerous factors, such as significant equity price or interest rate changes; new economic forecasts; investment policy changes by ACM; asset additions to the account by the client; and/or changes in a client's objectives, instructions or circumstances.

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The titles of the portfolio managers and client service personnel involved in the review process are as follows: Managing Partner, Partner, Managing Director, Vice President and Assistant Vice President. The members of the portfolio management teams may have additional responsibilities in fundamental research, client service, or management of the firm. Client service professionals may also have responsibilities in marketing. Numbers of accounts reviewed by each portfolio management team vary depending upon the number of clients invested in each style. The number of accounts assigned to client service professionals may vary depending upon an individual's other responsibilities within ACM or upon the complexity, size, discretion level or other circumstances of the particular accounts involved.

For Separately Managed Account fee programs, the program sponsors representative generally will review the account with the client, although the client will be able to communicate with ACM personnel. The assistant portfolio managers ("APM's") assigned to the sponsor programs review each account at least monthly for conformity with ACM investment policy and adherence to clients' investment guidelines and restrictions. There are currently four such assistant portfolio managers. The number of accounts assigned to each APM varies upon the complexity, size, discretion level or other circumstances of the particular accounts or Separately Managed Account programs involved.

Item 12

Limitations on Investment & Brokerage Authority

Except as specifically directed by the individual client, ACM, at its sole discretion, determines which securities are bought or sold for an account, the amount of such securities and the timing of the purchases and sales, the broker through which transactions are effected and the commission rates or spreads paid. Our discretion in those matters, however, is limited by our responsibility to act in the best interest of our clients in fulfilling their investment objectives. Upon written request from clients, transactions may be directed to specific brokers from particular accounts. These direction requests may prevent the directed account from participating in the allocation of a larger simultaneous order. ACM believes such directed accounts may lose the possible advantage which non-directed clients derive from aggregation of orders for multiple clients. Specifically, directing ACM trades through a specific firm or firms may affect the timeliness of executions for the directed accounts and may also result in a less advantageous price being realized by the account. If the client directs ACM to execute transactions through a specific firm or firms, the client (or sponsor in the case of Separately Managed Account programs) will be responsible for negotiating the commission rates with such firm or firms and such negotiation may result in higher commissions than would have been paid if ACM had full discretion in the selection of broker-dealer firms. ACM's policy is to seek execution of portfolio transactions at prices which are advantageous to our clients as a whole and at commission rates that are competitive, taking into account the full range and quality of an executing broker-dealer firm's services. This process of weighing the interests of each ACM client may result in the trade orders for directed accounts (including Separately Managed Account/wrap fee programs) being placed after completion of non-directed orders so as to avoid conflicts in the trading marketplace. In addition, client directed brokerage on behalf of employee benefit plan clients might be subject to special requirements under the Employee Retirement Income Security Act of 1974 ("ERISA").

Firm policy prohibits the purchase of initial public offerings ("IPO's") for client accounts due to our firm-wide emphasis on high quality securities with lengthy public records of consistent earnings growth and the potential conflicts of interest involved in the allocation of IPO shares.

Brokerage Allocation & Selection

ACM shall seek to obtain the best overall execution of any portfolio transaction effected on behalf of all Clients who have delegated discretionary trading authority. In so doing, ACM will consider the full range and quality of an executing broker-dealer firm's services. The determining factor in seeking best execution will not be the lowest possible commission cost, but whether the transaction represents the best overall execution for the Client.

When considering the full range and quality of an executing firm's services, ACM may consider execution capability, commission rate, financial responsibility, and the firm's responsiveness to ACM. In addition, in selecting a firm to

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execute Client transactions, ACM will consider all other relevant factors, including, without limitation:

- the size and type of the transaction;
- the general execution and operational capabilities of the firm;
- the nature and character of the market for the security;
- the confidentiality, speed and certainty of effective execution required for the transaction;
- the reputation, reliability, experience and financial condition of the firm;
- the value and quality of the services rendered by the firm in other transactions; and
- the reasonableness of the commission or spread, if any.

Further, in the case where a firm bundles proprietary Research Services (defined below) with its execution services, the adviser may consider Research Services where it does not compromise the selection of best overall execution for ACM Clients.

After consideration by ACM of the foregoing factors, ACM may, if satisfied with the capabilities of such firm, place Client portfolio transactions for execution by that firm. ACM shall continuously monitor and evaluate the overall performance of the firms that execute transactions for Clients. ACM's trading personnel shall conduct this evaluation in conjunction with portfolio managers and senior investment officers of the firm. ACM's trading personnel shall maintain a current list of qualified firms available to execute client transactions. This list is reviewed periodically by the Trade Management Oversight Committee ("TMOC") a multi-function committee comprised of Executive Management, Trading, Portfolio Management, Investment Research and Compliance personnel of ACM.

Alternative trading platforms (ECN's, etc) that meet the guidelines are also eligible for consideration. Occasionally, non-approved brokers may be used in circumstances where they provide improved liquidity. The rationale and circumstances surrounding the use of a non-approved broker will be documented and reported to the TMOC.

A brokerage target allocation plan will be established by the TMOC based upon an evaluation by the investment and trading staff of the value of the research, research sales, and trading/settlement capabilities for each broker. The targets, actual quantity of trades executed, and significant variances will be reviewed periodically by the TMOC. The TMOC will periodically review information from trade evaluation services, analyze brokerage commission trends, and review variations between commission forecasts and actual. The review will include an analysis of the trade information across various time periods to assist in the evaluation of execution costs and efficiency. The TMOC will also review and evaluate broker performance consistent with the broker selection process.

Commission Rates

Transactions on United States stock exchanges and other agency transactions involve the payment by the client of negotiated brokerage commissions. Such commissions vary among different broker-dealer firms, and a particular broker-dealer may charge different commissions according to such factors as the difficulty and size of the transaction and the volume of business transacted by the client with such broker-dealer. There may be instances where securities traded in the over-the-counter markets have no stated commission, and the price paid or received by the client includes an undisclosed dealer markup or markdown. In an underwritten offering, the price paid by the client includes a disclosed fixed commission or discount retained by the underwriter or dealer.

Fixed Income Securities purchased and sold for clients are traded in the over-the-counter market through broker-dealers. Such firms attempt to profit from these transactions by buying at the bid and selling at the higher asked price of the market for such obligations, and the difference between the bid and the asked price is customarily referred to as the spread. ACM uses its best efforts to obtain execution at prices which are advantageous to the client. Fixed Income Securities may also be purchased from underwriters and dealers in fixed-price offerings, the cost of which may include undisclosed fees and concessions received by the underwriters, or from the issuers of such securities.

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Although commissions paid on portfolio transactions will, in the judgment of ACM, be reasonable in relation to the value of the services provided, commissions exceeding those which another firm might charge may be paid to broker-dealers who were selected to execute transactions on behalf of the client and ACM's other clients for providing brokerage and services to ACM as discussed below.

Use of Client Commissions to Acquire Research Services

Broker dealers typically provide a bundle of services including research and execution of transactions. Because commission dollars pay for the entire bundle of services, the practice of allocating certain of these dollars to pay for the research component is commonly referred to as "soft dollars" in the industry or "client commission" practices or arrangements by the SEC. ACM may acquire research, analytical, statistical and quotation services, data, information and other services, products and materials that will assist ACM in the performance of its investment responsibilities ("Research Services") with client commissions that are generated from Client brokerage transactions, provided that receipt of such services does not compromise ACM's obligation to seek the best overall execution for Clients. ACM may receive Research Services from broker-dealer firms with which the adviser places portfolio transactions ("Proprietary Research Services") or from third parties with which these broker-dealers have arrangements ("Third Party Research Services").

As permitted under Section 28(e) of the Securities Exchange Act of 1934, a broker or dealer who executes a portfolio transaction on behalf of an ACM client may receive a commission which is in excess of the amount of commission another broker or dealer would have charged for effecting that transaction if ACM determines in good faith that such commission was reasonable in relation to the value of the brokerage and investment research services provided. This determination may be made on the basis of either that particular account or on the basis of ACM's overall responsibility for all accounts under its investment discretion.

Any particular Research Service obtained through a broker-dealer may be used by ACM in the performance of its investment duties for all accounts, including accounts other than those which pay commissions to such broker-dealers. Any such Research Service may be broadly useful and of value to ACM in rendering investment advisory services to all or a significant portion of its clients, or may be relevant and useful for the management of only one client's account or of a few clients' accounts, or may be useful for the management of merely a segment of certain clients' accounts, regardless of whether any such account or accounts paid commissions to the broker-dealer through which such Research Service was obtained.

Research Services may include general economic, political, business and market information, industry and company reviews, evaluations of securities and portfolio strategies, recommendations as to the purchase and sale of securities, technical analysis of various aspects of the securities markets, securities and financial information services, pricing and quotation services, and research oriented software, data bases and services. Research Services may also include, but shall not be limited to, the following:

- publications or writings that address the value of securities, or the advisability of investing in, purchasing or selling securities, as well as analyses, publications and reports concerning issuers, industries, securities, economic factors, and trends;
- computer software used to assist in the investment decision-making process, including on-line research services (e.g., *Bloomberg*);
- Advice from broker-dealers on order execution, including advice on execution strategies, market color, and availability of buyers and sellers (and software that provides these types of market research)
- payment of fees for research conferences and seminars (but not travel and lodging expenses related thereto);
- performance ranking services used to assist in investment decision-making (but not marketing);

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- credit rating services;
- consulting services from third parties to the extent that they are used in the investment decision-making process; and
- corporate reference books (e.g., *Standard & Poor's Register of Corporations, Directors and Executives*).

The ACM TMOC in consultation with equity portfolio management and research, evaluates, consistent with our policy to obtain best execution, the nature and quality of the various Research Services obtained through broker-dealer firms. ACM trading personnel then attempt to allocate sufficient portfolio transactions to such firms to ensure the continued receipt of Research Services ACM believes are useful, or of value to it in rendering investment advisory services to its clients, consistent with ACM's obligation to seek the best overall execution for Clients.

Client Commission Arrangements

ACM participates in certain client commission pooling arrangements where ACM and a broker-dealer have agreed to set aside commissions for obtaining Research Services. In such arrangements, ACM is independently responsible for determining the value of the Research Services (which may include input from the Service Provider of the Research Services) and will periodically direct the Broker Dealer to make specified dollar payments directly to Service Providers for Research Services though the Broker Dealer is not legally contracted to pay the Service Provider. In such arrangements, the Broker Dealer and ACM agree to a split of commissions to cover both the trade execution and Research Services provided by Service Providers similar to the Third Party Research Services Payment Ratio discussed above. In these arrangements, the payment to the Service Provider is not conditioned on the execution of any particular transaction in securities described or analyzed in the Research Service.

Mixed Use Services & Products

Certain research related products and services used for purposes that are within the Section 28(e) safe harbor may also be partially used for other non-research operational or administrative purposes and are deemed "mixed-use" items. ACM may utilize soft dollar credits to purchase the research portion of such services and pay cash for the non-research portion. Although the allocation between client commissions and cash is not always capable of precise calculation, ACM will make a good faith effort to allocate such items reasonably and maintain detailed records to support such calculations. The TMOC will periodically review the detail of all research products and services acquired with Client commissions to identify and review any current or potential mixed-use items.

Trade Practices & Order Aggregation

Investment decisions to buy or sell securities for any account are the product of many factors, including, but not limited to, the particular client's investment objectives, available cash resources, the relative size of the client's portfolio holdings of the same or similar securities, the size of investment commitments generally held by the client and the opinions of the persons responsible for making investments for such account. Thus, a particular security may be bought or sold for certain clients and not for others even though it could have been bought or sold for the other clients at the same time. In some cases, a particular security may be bought for certain clients when other clients are selling that security. In certain instances, in accordance with any applicable legal requirements, a client may sell a particular security to another client. Such "cross" transactions between client accounts are only entered into when ACM deems the transaction to be in the best interest of both clients and at a price ACM has determined to be fair to both parties by reference to independent market indicators and which ACM believes to constitute "best execution" for both parties. Neither ACM nor any related party receives any compensation in connection with such cross transactions.

At other times, two or more clients may participate in an aggregated order, where they are simultaneously engaged in the purchase or sale of the same security. In such cases, ACM will allocate the transactions among the participating clients pursuant to its trading policies and procedures as follows: (1) Aggregation is allowed only where consistent with a client's advisory agreement, client instructions to direct brokerage executions to specific broker dealers, with this Form ADV and applicable registration statements, as well as with the duty to execute securities transactions at advantageous prices and at competitive commission rates; (2) Aggregated orders will be executed only after order

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tickets have been received by the trading desk specifying the participating accounts and the number or percentage of shares to be allocated among the various accounts ("allocation statement"); (3) Each client portfolio that participates in an aggregated order will generally participate at the average share price for the securities in the same aggregate transaction on a given business day, with all transaction costs shared pro rata based on each client's participation in the transaction; (4) If an aggregated order cannot be filled completely, allocation among orders will be made pro rata based on the allocation statement; and (5) ACM will receive no additional compensation or remuneration of any kind as a result of aggregating orders.

ACM's trading desk may depart from the above procedures if, in the exercise of its reasonable judgment, it determines that such a departure is in the client's interests taken as a whole. As a result of such allocations, there may be instances when a client's account does not participate in a transaction that is allocated among other clients. In some instances, in order to satisfy client directed brokerage requests, part of an aggregated transaction may be "stepped out" to a client directed broker by the executing broker at the same execution price.

Wrap/Separately Managed Accounts and MSP/Model Programs

ACM acts as an investment manager in certain Separately Managed Account ("SMA") Programs. While ACM may have discretion to select broker-dealers other than the SMA program sponsor to execute trades for program clients, trades will generally be executed through the financial institution sponsoring the SMA program or a broker-dealer specified by the Client. ACM endeavors to treat all SMA program accounts fairly and equitably over time in the execution of client orders. Depending on such factors as the size of the order, and the type and availability of a security, orders for such programs may be executed throughout the day. When orders are placed with broker/dealers, such trades may experience sequencing delays and market impact costs, which the firm will attempt to minimize. When appropriate, trade rotation among SMA programs accounts will be determined in accordance with ACM's policy to treat all SMA accounts fairly and equitably over time.

In addition, when acting as a sub-adviser in certain Separately Managed Account programs commonly called Multiple Style Portfolios ("MSP Program" or "model" programs), ACM acts as a non-discretionary sub-adviser presenting a "model" portfolio to the MSP Program's adviser that is responsible for execution, client reporting and other aspects of MSP Program client services. Certain model program relationships may receive ACM model changes only after the completion of trading across all discretionary account relationships as determined and disclosed in the model program contract. Other model programs may be included in the trade rotation with institutional and SMA program accounts, coordinated and monitored by the ACM institutional trading desk.

Trading in SMA programs and certain MSP/model programs is coordinated by ACM's institutional trading desk, however, as a result of the potential trading restrictions inherent in directed trading arrangements (as discussed in more detail above under the limitation on trading authority section), SMA program/model accounts may pay more or receive less for a security than non-SMA, non-directed accounts. The inclusion of SMA and/or model program accounts in the ACM trade rotation may result in ACM competing against the trading desk of a sponsoring broker-dealer when implementing buy and sell transactions. The ACM institutional trading desk (working in conjunction with the portfolio management teams) will attempt to minimize the impact of such simultaneous trading based on its prior experience and expertise in trading particular issues and prior assessment of the trading capabilities of the various SMA/model sponsor trading desks.

Item 13. (A)

Please see item 12 above where the economic benefits of Research Services received by ACM from broker-dealers which execute portfolio transactions in client accounts are discussed.

Item 13. (B)

ACM compensates certain marketing and client service employees through bonus and commission payments which may be calculated as a percentage of any management fees generated by such accounts. These percentages are

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
Atlanta Capital Management Company, L.L.C.	801- 60673	3/7/2011

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Atlanta Capital Management Company, L.L.C.	IRS Empl. Ident. No.: 58-2236910
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determined in advance per agreement with each employee and are usually payable over a period of three years. Additionally, ACM indirectly (through intercompany allocations) compensates certain employee representatives of EVD for the active marketing and support of ACM investment products through numerous Separately Managed Account and Model/UMA programs. Such compensation may include commissions calculated as a percentage of any management fees generated or as a percentage of assets under management.

ACM may compensate unrelated third parties for client referrals in accordance with Rule 206(4)-3 under the Investment Advisers Act of 1940. The compensation paid to each such third party solicitor is determined pursuant to a written agreement and typically consists of cash payments stated as a percentage of ACM's advisory fees earned from clients referred by the solicitor for a fixed period and/or retainer fees. Such arrangements are fully disclosed to all involved parties. All compensation related to referrals is paid directly from ACM's investment advisory fees and no additional fees are charged to clients as a result of the referral arrangement.

ACM Policy prohibits the payment of client commissions to compensate broker-dealers for the amount of actual or prospective new sales or referrals including the direction of brokerage as compensation for the sale or promotion of mutual funds for which ACM serves as a sub-advisor.

Other Disclosures

Global Investment Performance Standards ("GIPS")®

ACM claims compliance with GIPS®. GIPS® requires, in part, that all fee-paying discretionary accounts managed by ACM are included in one or more composite(s) and that each composite consists of accounts with similar objectives, strategies and risk tolerances. The standards also set forth methods of calculating and presenting investment management performance in a fair and consistent manner. To receive a complete list and description of ACM's composites and disclosures and/or a performance presentation that adheres to GIPS®, please contact our Compliance Director, Deborah Bishop at (404) 876-9411.

PRIVACY NOTICE

ACM is committed to ensuring the financial privacy of our clients. ACM has in effect the following general policies with respect to nonpublic personal information about its clients:

- Only such information received from the client, through application forms or otherwise, and information about ACM transactions will be collected.
- None of such information about a client (or former client) will be disclosed to anyone, except as permitted by law (which includes disclosure to employees or vendors necessary to service client accounts.)
- Policies and procedures (including physical, electronic and procedural safeguards) are in place that are designed to protect the confidentiality of such information.

For more information about ACM's privacy policies please call: 404-876-9411 or email compliance@atlcap.com.

SUMMARY OF PROXY VOTING POLICIES AND PROCEDURES

Atlanta Capital has adopted proxy voting policies and procedures (the "Policies"), which are described below. Atlanta Capital manages its clients' assets with the overriding goal of seeking to provide the highest return to such clients consistent with governing laws and the investment policies of each client specifically related to the amount of risk acceptable to the client. When charged with the responsibility to vote proxies on behalf of its clients, Atlanta Capital seeks to exercise its clients' rights as owners of voting securities to support sound corporate governance of the companies issuing those securities with the principal aim of maintaining or enhancing the securities' economic value.

The Policies are designed to promote accountability of a company's management to its shareholders and to align the

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
Atlanta Capital Management Company, L.L.C.	801- 60673	3/7/2011

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Atlanta Capital Management Company, L.L.C.	IRS Empl. Ident. No.: 58-2236910
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interests of management with those shareholders. Atlanta Capital will generally support company management on proposals relating to environmental and social policy issues, on matters regarding the state of organization of the company and routine matters related to corporate administration which are not expected to have a significant economic impact on the company or its shareholders. On all other matters, Atlanta Capital will review each matter on a case-by-case basis and reserves the right to deviate from the Policies' guidelines when it believes the situation warrants such a deviation. The Policies include voting guidelines for matters relating to, among other things, the election of directors, approval of independent auditors, executive compensation, corporate structure and anti-takeover defenses. Atlanta Capital may abstain from voting from time to time where it determines that the costs associated with voting a proxy outweigh the benefits derived from exercising the right to vote.

Atlanta Capital will monitor situations that may result in a conflict of interest between any of its clients and Atlanta Capital or any of its affiliates by maintaining a list of significant existing and prospective corporate clients. Atlanta Capital's personnel responsible for reviewing and voting proxies on behalf of its clients will report any proxy received or expected to be received from a company included on that list to members of senior management of Atlanta Capital identified in the Policies. Such members of senior management will determine if a conflict exists. If a conflict does exist, the proxy will either be voted strictly in accordance with the Policy or Atlanta Capital will seek instruction on how to vote from the client (or its agent).

Clients may obtain a complete copy of the Policy on our web site, www.atlcap.com or by contacting Proxy Support at (404) 876-9411. Information on how Atlanta Capital voted on proxies related to securities held in client accounts may be obtained by contacting Proxy Support at (404) 876-9411.

Complete amended pages in full, circle amended items and file with execution page (page 1).