

Proxy Voting Procedures

Atlanta Capital Management Company, LLC

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Table of Contents

	Table of Contents	2
I.	Introduction	3
II.	Atlanta Capital Management's Proxy Record Keeping System	4
III.	Process	4
	A. New Institutional Accounts	4
	B. Wrap Accounts	4
	C. Reporting	5
IV.	Management Review	5
V.	Exhibit A	6
VI.	Exhibit B	7

I. Introduction

In its role as investment adviser, Atlanta Capital Management Company, LLC (“ACM”) has the responsibility to vote the proxies of stocks held in clients’ accounts where the client has indicated they want ACM to vote the proxies on their behalf. These procedures describe in detail the process to be followed in carrying out proxy voting for all client accounts, including mutual funds and ERISA accounts.

ACM has adopted and implemented these procedures (and the voting policies attached hereto and incorporated as part of these procedures) that ACM believes are reasonably designed to ensure that proxies are voted in the best interest of its clients, in accordance with our fiduciary duties. ACM’s authority to vote proxies on behalf of its clients is based on its advisory contracts or other documentation provided by the client directing ACM to vote its proxies. These proxy procedures (and accompanying policies) reflect the Securities and Exchange Commission requirements governing advisers and the long-standing fiduciary standards and responsibilities for ERISA accounts.

Proxy voting for ERISA governed accounts has been the focus of much attention in recent years. The U.S. Department of Labor (DOL) has addressed the subject in letters and in Interpretive Bulletin 94-2, clarifying the responsibilities of ERISA plan fiduciaries with regard to proxy voting. Of particular importance to investment managers are the following requirements:

- the investment manager of ERISA plan assets must take responsibility for voting unless the management contract or plan document expressly reserves the right to vote to the trustee
- when voting proxies, the manager must consider all factors that may affect the value of plan assets and must cast votes based exclusively on the interests of plan participants.
- the manager must vote on all issues which could have an impact on the value of plan investments
- the manager must take reasonable steps to make certain that all proxies the manager is entitled to vote are received. This includes, at least, reconciling proxies received with shares held on record date
- the trustee or other fiduciary responsible for appointing the investment manager must monitor the activities of the manager, including those pertaining to proxy voting
- the manager must maintain accurate and complete records of proxy voting activities so as to allow for plan fiduciaries to review both the manager’s proxy voting procedures as well as the votes cast and actions taken in specific situations.

These requirements constitute the underlying framework upon which these procedures have been developed. The DOL periodically conducts audits of proxy voting. These procedures enable ACM to be in compliance and maintain evidence of compliance.

Although the DOL regulations apply only to accounts subject to ERISA, these procedures are to be used for all accounts for which ACM has voting authority.

II. ATLANTA CAPITAL MANAGEMENT Proxy Recordkeeping System

Risk Metrics Group (“RMG”) and Proxy Edge (Broadridge “BR”)

ACM contracts its proxy voting administration to Risk Metrics Group (“RMG”) and Broadridge’s ProxyEdge (“BR”). RMG and BR are the industry leaders in proxy administration. RMG also provides analyses of the issues being voted at each company meeting, which assist ACM in determining how to vote the proxies. By utilizing the proxy administration services of RMG and BR, ACM increases its efficiency in handling proxies and meets all of the requirements for retention and reporting. The data that is kept on record by RMG and BR is as follows

- | | |
|-------------------------|---|
| Account Information: | <ul style="list-style-type: none">- account name and number- account type- custodian bank information- shares held on record dates |
| Company Information: | <ul style="list-style-type: none">- company name, cusip and ticker- record and meeting dates- meeting type- proposals |
| Proxy Card Information: | <ul style="list-style-type: none">- management or dissent card- electronic dates of receipt and return- shares on card- votes cast |

All information is updated in real-time and is retrievable by ACM through a web portal.

III. Process

A. New institutional accounts

When a new account is opened at ACM, the Investment Management Agreement and the Investment Policy Statement are reviewed to see if the client requires ACM to vote the proxies on its behalf. If ACM is responsible, the employee designated to administer proxies determines if the client has provided any specific written proxy voting instructions for the account. Otherwise it will be voted according to ACM’s Proxy Voting Policy. ACM will send a form letter to the custodian instructing it to send the client’s proxies to RMG (see Exhibit A). The proxy voting status is updated in the portfolio accounting system to include the account in the holdings reports sent monthly to RMG. Proxies are submitted electronically to RMG.

B. Wrap Accounts

All the Separate Account sponsors are contacted by ACM to send their proxies to BR (see form letter in Exhibit B). The account is coded in the portfolio accounting system to indicate that ACM is responsible for voting proxies. Meeting notices and numbers of shares to be voted are transmitted electronically to ACM. Unless a client specifically retains the authority to vote its own proxies, the proxies are voted according to ACM's Proxy Voting Policy. The votes are submitted electronically to BR.

C. Reporting

On a monthly basis or upon request, RMG and BR send ACM a proxy voting report. The accounts on the report are reconciled versus the accounts in the database. Any discrepancies are brought to the Proxy Administrator. On a quarterly basis, a report detailing the proxy voting activity will be made available to all clients who require the report.

For the mutual funds for which ACM acts as subadviser, RMG provides all the necessary fields to submit to the investment company so they can fill out the appropriate government required filings. The information can be retrieved through a web portal by ACM. The information will be retrieved on a monthly basis and sent to the appropriate person at each of the funds.

IV. Management Review

The Proxy Administrator will review the issues of the proxies and see if there are any items that she would vote contrary to the existing policies. If there are issues that the Administrator would vote differently, a note would be made to the proxy file with the reason why it would differ from our policy.

Exhibit A

Insert Date

Insert Bank/Broker Contact Name

Insert Bank/Broker Firm Name

D. Insert Custodian/Broker Address

E. Contact Phone

F. Contact Fax

RE: Proxy Instructions

Custodian Account Number:	
Account Name:	
Client Account Number (ACM):	
Holdings Alias (custodian acct #):	
Security Type:	US: <input type="checkbox"/> Non-US: <input type="checkbox"/> Both: <input type="checkbox"/>
Interested Party Number (if appl):	

This letter serves as notice that our firm has retained Risk Metrics Group (RMG) to act as the voting agent for the securities held in the account(s) noted above for which we have a fiduciary obligation to vote.

Effective immediately, please direct all ballots, meeting notices, and other proxy materials to RMG as follows:

RMG/97/Atlanta Capital
 2099 Gaither Road, Suite 501
 Rockville, Maryland 20850-4045

This mail code RMG/97/Atlanta Capital pertains only to the account(s) noted above and should be used only when forwarding proxies and materials for these specified accounts.

Please continue to send **all non-proxy materials directly to Atlanta Capital.**

FOR CUSTODIAN USE ONLY:	
<i>In order for RMG to track that the custodian has followed and complied with our above instructions, please fax a copy of this letter with your initials and date the address change was made to the fax number shown below.</i>	
FAX TO: Risk Metrics Group FAX: 301.556.0520 Phone: 301.556.0500	Signature of person authorizing change: _____ Date address change was made: ____/____/____

Please be advised that members of the RMG staff are authorized by our firm to contact you directly regarding account set up and in the event that proxies for any of the above-noted accounts have not been received. We ask that you cooperate fully with the RMG staff to ensure that our ballots are voted in a timely manner.

Thank you for your prompt assistance in this matter.

Sincerely,

Portfolio Administrator

RMG INTERNAL USE ONLY	
Voting Block Name:	Report Group Name:

VI. Exhibit B

Date

Name
Program Sponsor
Fax number

Re: All Accounts Sub-Managed by Atlanta Capital

To Whom It May Concern:

This letter serves as notice that our firm has retained ProxyEdge to act as the voting agent for the securities held in the account(s) noted above for which we have fiduciary obligation to vote.

Effective immediately, please direct all ballots, meeting notices, and other proxy materials to ProxyEdge as follows:

ADP Investor Communications Services
51 Mercedes Way
Edgewood, NY 11717-8383

Note: All proxy materials sent to ProxyEdge must include **Atlanta Capital** in the address field, as this code expedites processing of our proxies at ProxyEdge.

This mail code (Atlanta Capital) pertains only to the account(s) noted above and should be used only when forwarding proxies and materials for these specified accounts.

Please continue to send **all non-proxy materials** directly to the usual recipients.

In order for ProxyEdge to track that our custodian(s) have followed and complied with our above instructions, please **fax** a copy of this letter with your initials to the ProxyEdge representative listed below:

FAX TO:
Mr. Andre Carvajal
ProxyEdge
FAX: (631) 254-7556
PHONE: (631) 254-7580

FOR CUSTODIAN USE ONLY:
Signature of person authorizing change:

Date address change was made:
____ / ____ / ____

Please be advised that members of the ProxyEdge staff are authorized by our firm to contact you directly in the event that proxies for any of the above noted accounts have not been received. We ask that you cooperate fully with the ProxyEdge staff to ensure that our ballots are voted in a timely manner.

Thank you for your prompt assistance in this matter.

Sincerely,

Assistant Portfolio Manager