File No. 333-168627

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# FORM T-1

STATEMENT OF ELIGIBILITY UNDER THE TRUST INDENTURE ACT OF 1939 OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE

### x CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b) (2)

### WELLS FARGO BANK, NATIONAL ASSOCIATION

(Exact name of trustee as specified in its charter)

A National Banking Association (Jurisdiction of incorporation or organization if not a U.S. national bank)

**101 North Phillips Avenue Sioux Falls, South Dakota** (Address of principal executive offices)

> Wells Fargo & Company Law Department, Trust Section MAC N9305-175 Sixth Street and Marquette Avenue, 17<sup>th</sup> Floor Minneapolis, Minnesota 55479 (612) 667-4608 (Name, address and telephone number of agent for service)

# Affiliated Managers Group, Inc.

(Exact name of obligor as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

600 Hale Street

**Prides Crossing, Massachusetts** (Address of principal executive offices)

**04-3218510** (I.R.S. Employer Identification No.)

> **01965** (Zip code)

ADDITIONAL REGISTRANTS

### AMG Capital Trust III

(Exact name of obligor as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

1314 King Street Wilmington, Delaware (Address of principal executive offices) **90-6143352** (I.R.S. Employer Identification No.)

**19801** (Zip code)

**Debt Securities** (Title of the indenture securities) **94-1347393** (I.R.S. Employer Identification No.)

**57104** (Zip code)

#### Item 1. <u>General Information</u>. Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Comptroller of the Currency Treasury Department Washington, D.C.

Federal Deposit Insurance Corporation Washington, D.C.

Federal Reserve Bank of San Francisco San Francisco, California 94120

(b) Whether it is authorized to exercise corporate trust powers.

The trustee is authorized to exercise corporate trust powers.

Item 2. <u>Affiliations with Obligor</u>. If the obligor is an affiliate of the trustee, describe each such affiliation.

None with respect to the trustee.

No responses are included for Items 3-14 of this Form T-1 because the obligor is not in default as provided under Item 13.

Item 15. <u>Foreign Trus</u>	tee. Not applicable.
Item 16. List of Exhib	its. List below all exhibits filed as a part of this Statement of Eligibility.
Exhibit 1.	A copy of the Articles of Association of the trustee now in effect.*
Exhibit 2.	A copy of the Comptroller of the Currency Certificate of Corporate Existence and Fiduciary Powers for Wells Fargo Bank, National Association, dated February 4, 2004.**
Exhibit 3.	See Exhibit 2
Exhibit 4.	Copy of By-laws of the trustee as now in effect.***
Exhibit 5.	Not applicable.
Exhibit 6.	The consent of the trustee required by Section 321(b) of the Act.
Exhibit 7.	A copy of the latest report of condition of the trustee published pursuant to law or the requirements of its supervising or examining authority.
Exhibit 8.	Not applicable.
Exhibit 9.	Not applicable.

\* Incorporated by reference to the exhibit of the same number to the trustee's Form T-1 filed as exhibit 25 to the Form S-4 dated December 30, 2005 of file number 333-130784-06.

\*\* Incorporated by reference to the exhibit of the same number to the trustee's Form T-1 filed as exhibit 25 to the Form T-3 dated March 3, 2004 of file number 022-28721.

\*\*\* Incorporated by reference to the exhibit of the same number to the trustee's Form T-1 filed as exhibit 25 to the Form S-4 dated May 26, 2005 of file number 333-125274.

#### SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, Wells Fargo Bank, National Association, a national banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of New York and State of New York on the 1st day of August, 2012.

/s/ Yana Kislenko Yana Kislenko Vice President

### EXHIBIT 6

August 1, 2012

Securities and Exchange Commission Washington, D.C. 20549

Gentlemen:

In accordance with Section 321(b) of the Trust Indenture Act of 1939, as amended, the undersigned hereby consents that reports of examination of the undersigned made by Federal, State, Territorial, or District authorities authorized to make such examination may be furnished by such authorities to the Securities and Exchange Commission upon its request therefor.

Very truly yours,

#### WELLS FARGO BANK, NATIONAL ASSOCIATION

/s/ Yana Kislenko

Yana Kislenko Vice President

Exhibit 7

Consolidated Report of Condition of

Wells Fargo Bank National Association of 101 North Phillips Avenue, Sioux Falls, SD 57104 And Foreign and Domestic Subsidiaries,

at the close of business March 31, 2012, filed in accordance with 12 U.S.C. §161 for National Banks.

		Dollar Amounts In Millions	
ASSETS	-		
Cash and balances due from depository institutions:			
Noninterest-bearing balances and currency and coin	9	5 17,216	
Interest-bearing balances		49,902	
Securities:			
Held-to-maturity securities		0	
Available-for-sale securities		204,705	
Federal funds sold and securities purchased under agreements to resell:			
Federal funds sold in domestic offices		834	
Securities purchased under agreements to resell		24,346	
Loans and lease financing receivables:			
Loans and leases held for sale		28,995	
Loans and leases, net of unearned income	710,355		
LESS: Allowance for loan and lease losses	15,934		
Loans and leases, net of unearned income and allowance		694,421	
Trading Assets		50,280	
Premises and fixed assets (including capitalized leases)		7,788	
Other real estate owned		4,449	
Investments in unconsolidated subsidiaries and associated companies		579	
Direct and indirect investments in real estate ventures		106	
Intangible assets			
Goodwill		21,276	
Other intangible assets		23,076	
Other assets		53,844	
Total assets		5 1,181,817	
LIABILITIES			

Deposits:

In domestic offices		\$	852,986	
Noninterest-bearing	223,944			
Interest-bearing	629,042			
In foreign offices, Edge and Agreement subsidiaries, and IBFs			66,906	
Noninterest-bearing	2,118			
Interest-bearing	64,788			
Federal funds purchased and securities sold under agreements to repurchase:				
Federal funds purchased in domestic offices			10,453	
Securities sold under agreements to repurchase			11,665	

	 Dollar Amounts In Millions
Trading liabilities	20,434
Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)	38,145
Subordinated notes and debentures	18,384
Other liabilities	37,006
Total liabilities	\$ 1,055,979
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	519
Surplus (exclude all surplus related to preferred stock)	99,458
Retained earnings	19,264
Accumulated other comprehensive income	5,478
Other equity capital components	 0
Total bank equity capital	124,719
Noncontrolling (minority) interests in consolidated subsidiaries	1,119
Total equity capital	125,838
Total liabilities, and equity capital	\$ 1,181,817

I, Timothy J. Sloan, EVP & CFO of the above-named bank do hereby declare that this Report of Condition has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true to the best of my knowledge and belief.

Timothy J. Sloan EVP & CFO

We, the undersigned directors, attest to the correctness of this Report of Condition and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

John Stumpf Avid Modjtabai Michael Loughlin Directors