

Madden Asset Management LLC

2310 Washington Street
Suite 420
Newton Lower Falls, MA 02462

617.658.5642

www.maddenasset.com

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This brochure provides information about the qualifications and business practices of Madden Asset Management, LLC ("Madden"). If you have any questions about the contents of this brochure, please contact us at 617.658.5642. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about Madden is also available on the SEC's website at www.adviserinfo.sec.gov.

Registration as a registered investment adviser pursuant to the Investment Advisers Act of 1940, as amended, (the "*Advisers Act*") does not imply any level of skill or training.

This document is not an advertisement for the advisory services of Madden, nor an offer to sell or the solicitation of an offer to purchase interests in any fund managed by Madden.

Item 2: Material Changes

Madden has updated Form ADV Part 2 (brochure) as part of the annual amendment process. There have been no material changes to the Firm's business practices in the past year and therefore no material changes have been made to this brochure.

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Item 4: Advisory Business

Madden, established in 2007, provides investment management services on a discretionary basis to a privately offered pooled investment vehicle exempt from registration under the Investment Company Act of 1940, as amended (the "Private Fund"). Madden also serves as a sub-adviser to a registered investment company (a mutual fund). We may refer to both entities as "clients" or "funds" throughout this brochure. Investment advice is provided directly to the funds. Madden does not provide investment advice to investors or shareholders in the funds. We may, in the future, organize additional investment vehicles or manage additional separately managed accounts. The principal owner and Managing Member is Robert R. Madden.

As of December 31, 2011 discretionary assets under management were approximately \$84,771,768.

Item 5: Fees and Compensation

Management Fees

For the Private Fund, Madden generally charges a management fee, payable quarterly in advance, for each calendar quarter, in an amount equal to 0.375% of the balance in each investor's capital account (before reduction for any incentive allocation accrued during the year) on the first day of each calendar quarter. The capital account of an investor admitted to the fund other than on the first day of a calendar quarter is subject to a pro rata portion of the management fee.

Investors who withdraw at any time other than at the end of a quarter are not reimbursed the portion of the management fee in relation to the withdrawn interests and Madden is not required to reimburse a pro rata portion of the management fee to the fund.

Madden has discretion to charge management fees that are more or less than what is disclosed in the fund offering documents and which may be payable on different terms. Madden has discretion to waive or reduce the management fee with respect to the capital accounts of one or more investors without notifying the other investors or without reducing the management fee with respect to the capital accounts of the other investors.

Fees for any separately managed accounts are negotiated on a case by case basis.

Investment management services may be terminated in accordance with the terms outlined in each respective investment management agreement.

Other Fees

The Private Fund bears all costs and expenses related to its investments and its operations, including, without limitation, brokerage and other transaction costs, clearing and settlement charges, trade break fees, interest and commitment fees on debit balances or borrowings, borrowing charges on securities sold short, costs of any liability insurance obtained on behalf of the fund, custody fees, costs of any litigation or investigation involving fund activities, indemnification expenses, the management fee, consulting expenses, research expenses, legal and other expenses in connection with conducting due diligence and negotiating the terms of certain investments, the fees and expenses of professionals providing services to the fund, including legal, audit, accounting, tax and administration, any issue or transfer taxes chargeable in connection with any securities transactions, any entity level taxes, regulatory costs, filing and license fees, the costs of reporting and providing information to investors and any extraordinary expenses.

Item 12 further describes the factors that Madden considers in selecting or recommending broker-dealers for transactions and determining the reasonableness of their compensation (e.g., commissions).

Item 6: Performance-Based Fees and Side-By-Side Management

In addition to the management fee, investors in the Private Fund are charged an annual performance allocation fee equal to 20% of the appreciation of the fund based on realized and unrealized gains subject to a high water mark. Performance allocation fees are paid to Madden Holdings, LLC, the General Partner of the Private Fund, and an affiliate of Madden.

The General Partner has discretion to waive or reduce the performance allocation with respect to the capital accounts of one or more investors without notifying the other investors or without reducing the performance allocation fee with respect to the capital accounts of the other investors.

Madden recognizes that these types of arrangements may create an incentive to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Madden also recognizes that such fee arrangements create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities and that such arrangements may create an incentive to favor accounts for which the Managing Member has a personal capital investment. In order to address these potential conflicts, Madden has developed policies and procedures for allocating investments to clients in a fair and equitable manner. This conflict is also addressed in Item 11.

Item 7: Types of Clients

As disclosed in Item 4, Madden provides investment management services to a Private Fund and a registered investment company. Generally, the minimum initial investment for the Private Fund is \$500,000. However, the General Partner, in its sole discretion, reserves the right to accept lesser amounts as long as the investor qualifies to invest based on all other suitability and regulatory requirements.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

Investment Objective and Strategy

Madden specializes in a Global Long/Short Equity strategy, seeking to achieve superior risk adjusted returns for clients/investors over a complete market cycle by investing in securities of companies whose value is not fully recognized by other market participants. We focus on companies whose earnings potential and/or asset value is greater than generally perceived. Madden may invest in companies that are currently showing favorable growth characteristics and/or companies that were former market leaders but have fallen out of favor for reasons we believe to be temporary.

In general, our approach and strategy are outlined below. However, our approach may continue to evolve as we adapt to different market conditions and there is no assurance that investment objectives will be achieved.

Methods of Analysis

Fundamentally-Driven Investment Approach: Madden relies on fundamental analysis of each company and its potential for success as it relates to financial outlook, industry trends, and economic and market

conditions. Factors considered may include earnings and cash flow potential, capital structure, and management. Madden emphasizes investment in companies with long term earnings growth potential, but may also consider more cyclically oriented stocks should they offer a favorable opportunity for capital appreciation.

Opportunistic Investment Strategy: Madden seeks to profit from price inefficiencies that offer the best risk-reward scenario at any given time. We believe that risk control is paramount to long-term performance and that risk control begins with security selection. By emphasizing the quality of the business entity in addition to the valuation of the security under consideration, we believe the risk of long-term capital loss is reduced. Liquidity and the ability to exit existing positions also factor into our assessment of risk.

Risks Associated with Investment in the Private Fund

Investors should consider investment in the fund to be a speculative investment and one that is not intended to be a complete investment program. The fund is suitable only for sophisticated persons who can bear the economic risk of loss of their entire investment and who have limited need for liquidity in their entire investment. There can be no assurances that the funds will achieve its investment objective. Investors should carefully evaluate the following considerations, in conjunction with complete details outlined in the fund offering documents, before investing. The following information is not intended to be a summary of all of the risks associated with an investment in the fund, but rather a description of specific risks to which the fund (and, therefore, investors) are subject to.

High Portfolio Turnover

Given the Firm's trading strategy, we may sell securities and other investments when we deem appropriate, without regard to how long they have been held. As a result, the portfolio turnover rate may be high. A high portfolio turnover means that the fund will incur higher brokerage commissions, which will reduce the fund's investment returns, and may result in short-term gains that will be taxable to investors. However, Madden recognizes there are drawbacks to high turnover (e.g. taxes) and may choose to hold certain securities for a longer time period when market situations dictate and it is deemed to be more advantageous.

Short Sales

Short sales" are sales of securities the funds borrow but do not actually own, usually done with the expectation that the prices of the securities will decrease and the funds will be able to make a profit by purchasing the securities at a later date at the lower prices. Madden may engage in short sales as part of hedging transactions or when we believe securities are overvalued. The fund will incur a loss on a short sale if the price of the security increases prior to the time we purchase the security to replace the borrowed security. A short sale presents greater risk than purchasing a security outright since there is no ceiling on the possible cost of replacing the borrowed security, whereas the risk of loss on a "long" position is limited to the purchase price of the security. Closing out a short position may cause the security to rise further in value creating a greater loss. In addition, the ability to continue borrowing the security is not guaranteed. If the short seller loses the ability to continue borrowing the security, a "buy-in" may occur, forcing the short seller to purchase the security at an inopportune moment.

Equity Securities of Growth Companies

A portion of the fund's assets may be invested in equity securities of companies that we believe have potential for capital appreciation significantly greater than that of the market averages, so-called "growth" companies. The market capitalization of the growth companies in which the funds will invest may range from small to large capitalizations. Growth stocks are generally more sensitive to market movements than other types of stocks, primarily because their stock prices are heavily dependent on future expectations. Securities of growth companies may be traded in the over-the-counter ("OTC") markets and may trade

less frequently and in smaller volume than exchange-listed securities. The values of these securities may fluctuate more sharply than exchange-listed securities, and the fund may experience some difficulty in acquiring or disposing of these securities at prevailing market prices.

Undervalued Equity Securities

The investment strategy we employ focuses on investing in companies that we believe are undervalued. Opportunities in undervalued equity securities arise from market inefficiencies or due to a lack of wide recognition of the potential impact (positive or negative) that specific events or trends may have on the value of a security. The identification of investment opportunities in undervalued securities is a difficult task, and there is no assurance that such opportunities will be successfully recognized or acquired. While investments in undervalued securities offer the opportunities for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses.

Hedging

Certain financial instruments and investment techniques may be utilized for risk management or hedging purposes. There is no assurance that such risk management and hedging strategies will be successful, as such success will depend on, among other factors, our ability to predict the future correlation, if any, between the performance of the instruments utilized for hedging purposes and the performance of the investments being hedged. Since the characteristics of many securities change as markets change or time passes, the success of the hedging strategies may also be subject to the Madden's ability to correctly readjust and execute hedges in an efficient and timely manner. There is also a risk that such correlation will change over time rendering the hedge ineffective. The portfolios are not expected to be adequately hedged at all times and at various times we may elect to be more fully hedged and at other times hedged only to a limited extent, if at all. Accordingly, fund assets may not be adequately protected from market volatility and other conditions.

Purchasing Securities of Initial Public Offering

From time to time the Private Fund may purchase securities that are part of initial public offerings ("new issues"). The prices of these securities may be very volatile, and the issuers of these securities may be undercapitalized, have a limited operating history, and/or lack revenues or operating income without any prospects of achieving them in the near future. Some of these issuers may only make available a limited number of shares for trading and therefore it may be difficult for the funds to trade these securities without unfavorably impacting their prices. In addition, investors may lack extensive knowledge of the issuers of these securities. The FINRA Rules restrict certain persons from participating in new issues and, therefore, certain investors of the private fund may be restricted from participating in profits and losses attributable to new issues.

Risks of Investments in Options

Investing in options can provide greater potential for profit or loss than an equivalent investment in the underlying asset. The value of an option may decline because of a change in the value of the underlying asset relative to the strike price, the passage of time, changes in the market's perception of the future price behavior of the underlying asset, or any combination thereof. In the case of the purchase of an option, the risk of loss of an investor's entire investment (*i.e.*, the premium paid plus transaction charges) reflects the nature of an option as a wasting asset that may become worthless when the option expires. Where an option is written or granted (*i.e.*, sold) uncovered, the seller may be liable to pay substantial additional margin, and the risk of loss is unlimited because the seller will be obligated to deliver, or take delivery of, an asset at a predetermined price that may, upon exercise of the option, be significantly different from the market value. Over-the-counter options that we may use in our investment strategy generally are not assignable except by agreement between the parties concerned, and no party or purchaser has any obligation to permit such assignments. The over-the-counter market for options is relatively illiquid, particularly for relatively small transactions.

Other Derivative Investments

Derivatives include futures, options, swaps, structured securities and other instruments and contracts that are derived from, or the value of which is related to, one or more underlying securities, financial benchmarks, currencies or indices. Derivatives allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark, currency or index at a fraction of the cost of investing in the underlying asset. The value of a derivative depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives of such asset.

There are a number of other risks, however, associated with derivatives trading. For example, because many derivatives are leveraged, and thus provide significantly more market exposure than the money paid or deposited when the transaction is consummated, a relatively small adverse market movement may expose the funds to the possibility of a loss exceeding the original amount invested. Derivatives may also expose investors to liquidity risk, as there may not be a liquid market within which to close or dispose of outstanding derivatives contracts. Swaps and certain options and other custom instruments are subject to the risk of non-performance by the swap counterparty, including risks relating to the creditworthiness of the swap counterparty. Futures positions may be illiquid because certain commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as “daily price fluctuation limits” or “daily limits”. Under such daily limits, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a contract for a particular future has increased or decreased by an amount equal to the daily limit, positions in the future can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. This could prevent Madden from promptly liquidating unfavorable positions and subject the private fund to substantial losses.

Foreign Securities

The Private Fund may invest directly in securities of non-U.S. issuers. Foreign securities investments may be affected by changes in currency rates or exchange control regulations, changes in governmental administration or economic or monetary policy (in the United States and abroad) or changed circumstances in dealings between nations. Changes in foreign currency exchange rates relative to the U.S. dollar will affect the U.S. dollar value of the funds’ assets denominated in that currency and thereby impact the total return on such assets. Investments in foreign securities are also subject to risks relating to political and economic developments abroad, including the possibility of expropriations or confiscatory taxation, limitations on the use or transfer of assets and any effects of foreign social, economic or political instability. Foreign companies are not subject to the regulatory requirements of U.S. companies and, as such, there may be less publicly available information about such companies. Moreover, foreign companies are not subject to uniform accounting, auditing and financial reporting standards and requirements comparable to those applicable to U.S. companies. Securities of foreign issuers may be less liquid than comparable securities of U.S. issuers and, as such, their price changes may be more volatile. Furthermore, foreign exchanges and broker-dealers are generally subject to less government and exchange scrutiny and regulation than their American counterparts. Brokerage commissions, dealer concessions and other transaction costs may be higher on foreign markets than in the U.S.

Exchange Traded Funds

An ETF is a fund that tracks an index of securities, but can be traded like a stock, including short selling. Because ETFs are traded on stock exchanges, they can be bought and sold at any time during the day and don’t necessarily trade at the net asset value of their underlying holdings, meaning an ETF could potentially trade above or below the value of the underlying portfolios. Equity-based ETFs are subject to risks similar to those of investing directly in stocks. Investment returns will fluctuate and are subject to market volatility.

American Depositary Securities & Receipts

In certain instances, rather than directly holding securities of non-U.S. companies, we may hold these securities through an American Depositary Receipt (an "ADR"). An ADR is issued by a U.S. bank or trust company to evidence its ownership of securities of a non-U.S. company. The currency of an ADR may be U.S. dollars rather than the currency of the non-U.S. company to which it relates. The value of an ADR will not be equal to the value of the underlying non-U.S. securities to which the ADR relates as a result of a number of factors. These factors include the fees and expenses associated with holding an ADR, the currency exchange relating to the conversion of foreign dividends and other foreign cash distributions into U.S. dollars, and tax considerations such as withholding tax and different tax rates between the jurisdictions. In addition, the rights of the fund(s), as a holder of an ADR, may be different than the rights of holders of the underlying securities to which the ADR relates, and the market for an ADR may be less liquid than that of the underlying securities. The foreign exchange risk will also affect the value of the ADR and, as a consequence, the performance of the investor holding the ADR.

Concentration of Investments

The Private Fund intends to hold a concentrated portfolio of securities, which results in exposure to significantly greater volatility than a more diversified portfolio. Although the private fund has certain self-imposed guidelines, there is no limit on the amount of the assets that can be invested in any particular position; therefore, a loss in any single position could materially reduce the assets of the private fund. In addition, the value of the fund's investment positions may decrease as a result of general economic conditions and/or an adverse event related to one or more of the companies in which the fund is invested. Furthermore, new legislation or changes in governmental regulations could adversely affect our ability to engage in certain investment strategies. The private fund does not intend to hold a diversified portfolio. This lack of diversification may expose the fund to substantial losses in the event one or more concentrated positions experience substantial losses.

Item 9: Disciplinary Information

Madden has no legal or disciplinary events to report that would impact the evaluation by a client, investor or prospective client or investor, of our advisory business or the integrity of our management.

Item 10: Other Financial Industry Activities and Affiliations

Madden Holdings, LLC is the General Partner of the Private Fund and an affiliate of Madden. Robert R. Madden is the Managing Member of both entities. Conflicts of interest associated with the Madden and General Partner relationships are discussed in Item 11.

Lisa Giovannelli serves as the Chief Compliance Officer for Madden. Ms. Giovannelli is a Managing Director with Hardin Compliance Consulting LLC where she provides compliance consulting and support services to registered investment advisers and private fund managers.

Item 11: Code of Ethics

Code of Ethics

Madden has adopted a Code of Ethics for all supervised persons describing its high standard of business conduct and fiduciary duty to its clients. The Code includes provisions relating to the confidentiality of client information, a prohibition on insider trading, guidelines surrounding gifts and business entertainment items, personal securities trading procedures, conflicts of interest, among other things. All supervised persons must acknowledge the terms of the Code annually, or as amended.

Madden permits personal trading on a limited basis only (open end mutual funds, ETF's and other non-reportable securities). Transactions are reported to the Compliance Officer in accordance with the reporting requirements outlined in the Code and any personal trading is continually monitored in order to reasonably prevent conflicts of interest between Madden and its investors.

A copy of our Code of Ethics will be provided upon request.

Conflicts of Interest

Conflicts Related to Performance-Based Fees

Conflicts relating to performance-based fees are addressed in Item 6. In addition, the existence of performance based fees may create an incentive for the General Partner to cause the Private Fund to make investments that are riskier or more speculative than would be the case if this allocation were not made. To address these conflicts, our policies and procedures require that investment decisions be made based on the best interests of our clients, without consideration of firm or employee pecuniary interests.

Conflicts Related to Side by Side Management

Madden provides investment management services for two clients. Where permissible, the accounts are managed on a "pari-passu" basis with the intent of creating pro rata allocations based upon a percentage of total assets under management. However, given that the Firm's investment company client is regulated under the Investment Company Act of 1940, Madden is also subject to various Investment Company Act restrictions and limitations. Also, certain conflicts may exist between clients particularly as it relates to trade and expense allocation between the accounts. Madden has developed policies and procedures to address potential conflicts.

Valuation

Valuation of the securities and other investments held in the Private Fund may involve uncertainties and judgmental determinations, and if such valuations should prove to be incorrect, the net asset value of the fund could be adversely affected. Certain of the fund's investments may not be listed on established exchanges, which may make a determination of the fair market value of such investments difficult to accurately determine. Furthermore, even for listed securities, Madden may determine that the listed prices of the securities as determined in accordance with the valuation procedures set forth in the fund offering documents do not reflect the actual value of the securities and may make such appropriate and reasonable modifications to reflect the value of the securities, including to reflect liquidity conditions or other factors affecting such value. Third party pricing information may not always be available with respect to certain securities. Valuation determinations made by Madden are conclusive and binding, and may affect the amount of the management and performance fees paid to Madden and its affiliated entity.

Conflicts Related to Roles & Responsibilities

Robert R. Madden is the Managing Member of the Adviser and the affiliated General Partner entity. Mr. Madden also serves as portfolio manager and is responsible for the day-to-day investment management services provided to clients and for trading on behalf of all clients. As previously disclosed in Item 6, Madden recognizes that such situations create potential conflicts of interest for which the Firm has developed certain policies and procedures. In addition, Madden has outsourced its compliance services to an independent compliance consulting firm as a means of providing additional oversight.

Principal and Cross Transactions

It is Madden's policy that the Firm will not affect any principal or agency cross securities transactions for client accounts.

Item 12: Brokerage Practices

Trading Practices

Madden has full discretionary authority over all assets it manages, including decisions as to which securities are bought and sold, the brokers used to execute transactions, the amount and price of those securities and commissions paid to brokers.

Client accounts are managed pursuant to the same investment strategy. Where permissible, the accounts are managed on a "pari-passu" basis with the intent of creating pro rata allocation based upon a percentage of total assets under management. However, position weighting may vary over time due to capital flows and/or investment limitations and restrictions applicable to the Firm's investment company client.

Madden may aggregate brokerage orders for clients rather than execute individual transactions for each account for a number of reasons. These reasons may include: (1) obtaining lower commission rates; (2) avoiding the time and expense of simultaneously entering similar orders for many client accounts that are managed similarly; (3) ensuring that all accounts managed in a particular style obtain the same execution to minimize differences in performance; and (4) obtaining a better execution price even though the commission rate may be higher than the lowest rate otherwise available.

An order filled through a series of executions through the same broker on the same terms (e.g., market or limit order) on the same day is generally allocated using an average price. Once an order is filled, however, subsequent orders for the same security on the same day will not be averaged with the filled orders already filled for allocation purposes.

Brokerage Practices

Madden takes into account a variety of factors when selecting brokers, including the following: the financial strength, integrity and stability of the broker and the quality, comprehensiveness and frequency of available research products and services. The research products and services furnished by brokers may include, among other things, written information and analyses concerning specific securities, companies or sectors; market, financial and economic studies and forecasts; statistics and pricing or appraisal services, discussion with research personnel, special execution capabilities, order of call, and the availability of stocks to borrow for short trades.

Madden actively manages the fund portfolios which may result in frequent purchases and sales of investments which may result in higher transaction costs. The level of commission charges, as an expense, is also a factor in determining profitability. The Portfolio Manager is responsible for trading and selects brokers for trade execution on a transaction-by-transaction basis. The Portfolio Manager periodically reviews the brokers used to evaluate the quality and value of brokerage services provided.

Madden does not engage in the practice of seeking or considering client referrals from broker-dealers or directed brokerage arrangements.

Soft Dollars

Madden reserves the right to use soft dollars to pay for research and brokerage services so long as such usage meets the safe harbor criteria of Section 28(e) of the Securities Exchange Act of 1934, as amended, which provides, in summary, that it is not a breach of fiduciary duty for an adviser to cause an

account to pay a commission in excess of the lowest rate available if the adviser determines in good faith that the amount of the commission is reasonable in relation to the value of the brokerage and research services provided. Madden receives valuable proprietary research services from various broker-dealers. Consistent with our responsibility to seek best execution, as part of our broker selection process we consider the value of proprietary research and related services we receive in relation to the commission paid. In addition, Madden does participate in soft dollar arrangements with two entities pursuant to which the Firm receives third party research products and services.

The types of proprietary research and other products and services we receive from broker-dealers as part of the services offered to their trading customers and from third-party providers under our soft dollar arrangement mentioned above include, but are not limited to, macroeconomic, quantitative and technical analysis from boutique research firms; Bloomberg; exchange fees; pricing services; software utilized for screening and technical analysis; and discussions with research personnel. All such services satisfy the criteria of Section 28(e).

The use of soft dollars may create conflicts of interest. The availability of external research could also influence our selection of brokers and lead us to pay higher commission rates to research-providing brokers than the rates available from execution-only brokers, all in the manner we describe under best execution above.

Another potential conflict surrounding soft dollar usage arises when soft dollar credits generated by the trading of one client account are applied to obtain research benefiting different or multiple client accounts. At this time our client accounts are managed pursuant to a single investment strategy with trades allocated on a pro-rata basis. Soft dollar credits are generated by certain transaction types across both accounts, therefore both accounts benefit.

The Portfolio Manager monitors the transaction activity through in conjunction with the products and services received and paid for with soft dollars in order to evaluate the cost-benefit of the arrangement on an ongoing basis.

Item 13: Review of Accounts

Reviews

The Portfolio Manager utilizes the portfolio management system and the prime broker system to monitor fund investments, position concentration and certain other measures of risk and potential reward in the portfolio on a daily basis and to determine consistency with the investment objectives, philosophy, strategy and methodologies that have been described to investors in the fund offering documents.

Reporting

Investors in the Private Fund receive a monthly update that summarizes the performance of the fund as a whole, as well as a monthly capital statement from the Administrator.

On a periodic basis, Madden provides an investor letter to investors in the Private Fund that generally includes performance information, commentary, investment updates and organizational updates, when applicable.

On an annual basis, investors in the Private Fund receive a copy of the Fund's audited financial statements prepared by the independent auditors and tax reporting information. Madden may also provide periodic ad hoc reports/information (e.g. portfolio manager commentary) to investors and the Adviser of the registered investment company upon request.

Item 14: *Client* Referrals and Other Compensation

Madden does not have any client referral arrangements in place in which a third party solicits "clients" (as defined for purposes of Rule 206(4)-3). However, Madden is a party to one agreement in which a third party marketing firm has agreed to assist Madden in identifying potential investors for the Private Fund. As compensation, Madden has agreed to compensate the firm with a percentage share of the management and performance fees paid to Madden and its affiliated General Partner entity. All such compensation is paid by Madden and/or the General Partner and no additional fees are added to those fees already borne by investors.

Item 15: Custody

Madden does not maintain physical possession of client cash and/or securities. Physical location aside, however, Madden is deemed to have custody of client funds and securities within the meaning of Rule 206(4)-2 of the Advisers Act as a result of the authority of Madden, together with the General Partner, to cause payments of management fees and other fund expenses to be made from the Private Fund, and the overall access of such persons to the funds and securities of the Private Fund.

Consistent with the requirements under the Advisers Act, the assets of the Private Fund are held in accounts maintained with our prime brokers, who are "qualified custodians" within the meaning of the Advisers Act. Our prime brokers are registered broker-dealers that hold Fund assets in separate accounts (or in a separate customer account with records identifying the assets of the Fund in accordance with applicable broker-dealer and custodial bank regulation).

In addition, the annual financial statements of the Private Fund are prepared in accordance with GAAP, audited by an independent accounting firm registered with the Public Company Accounting Oversight Board and distributed to all investors within 120 days of the Funds' fiscal year end.

The prime broker for the Private Fund is Morgan Stanley, located at 1221 Avenue of the Americas, 4th Floor, New York, NY 10020.

Item 16: Investment Discretion

Madden has full discretionary authority over all assets it manages pursuant to investment management agreements. Discretion is exercised in a manner consistent with the investment objectives and strategies described in the fund offering materials. With respect to Madden's investment company client, Madden's ability to transact in certain securities may be limited by restrictions within the Investment Company Act and/or the prospectus and registration statement.

Item 17: Voting *Client* Securities

Madden has the authority to vote client securities, which we exercise in accordance with our written proxy voting policies and procedure. Our policy defines procedures for voting securities for the benefit of, and in the best interest of, our clients. The objective of voting a security in each case under our policy is to seek to enhance the value of the security, or to reduce potential for a decline in the security's value. Our policy does not prescribe specific voting requirements or specific voting considerations. Instead, it provides procedures for applying the informed expertise and judgment of our investment professionals on a timely basis.

Madden Asset Management LLC

In accordance with Rule 206(4)-6, our policies and procedures are reasonably designed to vote proxies in the best interests of clients, to include addressing any material conflicts of interest, disclosure, and maintenance of books and records related to the voting process.

We believe that an important consideration in the framing of a proxy voting policy is the need to avoid unduly diverting resources from our primary responsibilities to add value to our clients' investments through portfolio management and client service. Our policy has been prepared on this basis.

Madden does not take responsibility for voting proxies that are not received in a timely manner or in circumstances where there is a lack of information provided in the proxy statement by the issuer or other resolution sponsor. In addition, should we feel that the costs of voting a particular proxy exceed the expected benefits to our clients, we may choose not to vote in that particular circumstance. However, it is generally our intent to vote all proxies.

Madden does not consider it feasible or desirable to prescribe in advance comprehensive guidelines as to how the Firm will exercise proxy voting authority in all circumstances. The primary aim of our approach to corporate governance issues is to encourage a culture of performance among the companies in which we manage investments in order to add value to our clients' portfolios, rather than one of mere conformance with a prescriptive set of rules and constraints. In our proxy voting policy, we describe some factors we are likely to consider when approaching votes on matters where some general observations may be drawn, but the facts and circumstances of the issuer at the time of each vote ultimately guides our voting decision.

Madden will use reasonable efforts to determine whether a potential conflict may exist with respect to voting proxies. We are sensitive to conflicts of interest that may arise in the proxy decision-making process, and we have identified potential conflicts as part of our policies and procedures. Materiality determinations will be based on an assessment of the particular facts and circumstances and in consultation with outside legal counsel. If we determine that a material conflict of interest exists between the interests of Madden and the interest of our clients with respect to a particular vote, we will retain a proxy voting service, or turn to another independent third party, to determine the manner in which such vote should be cast.

A copy of our Proxy Voting Policy and Procedures, as well as information related to how proxies were voted, may be obtained by contacting us via phone or email.

Item 18: Financial Information

Registered investment advisers are required to provide you with certain financial information or disclosures about our financial condition. Madden has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.