

Madden Asset Management LLC

2310 Washington Street
Suite 420
Newton Lower Falls, MA 02462

617.658.5642

www.maddenasset.com

April 29, 2015

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.

Any reference to Madden as a “registered investment adviser” or as being “registered”, 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 is updating this Form ADV Part 2A (brochure) in conjunction with an update to Form ADV Part 1. We were required to update Part 1 to reflect the receipt of the audit report on the financial statements for Madden Active Municipal Strategy LP (the “Muni Fund”). The Muni Fund has only 3 investors (the 2 principals of Madden and one family member) and is in the process of being liquidated. Therefore, this brochure has also been updated to remove the majority of the information with the respect to this Fund that was included in our previous brochure. The Muni Fund will undergo a final liquidation audit, and the audited financial statements will be delivered to the investors upon completion.

Table of Contents

Item 1: Cover Page	1
Item 2: Material Changes	2
Item 3: Table of Contents	3
Item 4: Advisory Business	4
Item 5: Fees and Compensation	4
Item 6: Performance-Based Fees and Side-By-Side Management	5
Item 7: Types of Clients	5
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss	6
Item 9: Disciplinary Information	9
Item 10: Other Financial Industry Activities and Affiliations	10
Item 11: Code of Ethics	10
Item 12: Brokerage Practices	11
Item 13: Review of Accounts	12
Item 14: Client Referrals and Other Compensation	12
Item 15: Custody	12
Item 16: Investment Discretion	13
Item 17: Voting Client Securities	13
Item 18: Financial Information	13
Item 19: Requirements for State-Registered Advisers	14

Item 4: Advisory Business

Madden, established in 2007, is a Massachusetts limited liability company that is principally owned by Robert R. Madden.

Madden provides investment management services on a discretionary basis to privately offered pooled investment vehicles exempt from registration under the Investment Company Act of 1940, as amended (collectively, the "Private Funds"). One of those Private Funds, Madden Active Municipal Strategy LP, is in the process of being liquidated. Therefore, the information provided in Item 8 applies only to Madden Partners, LP. Madden also serves as a sub-adviser to a registered investment company (a mutual fund).

Madden does not provide investment advice directly to investors in the Private Funds, nor to shareholders in the mutual fund. We generally do not permit investors in our Private Funds to impose limitation on the investment activities described in our offering documents. In regards to the mutual fund, Madden is subject to certain restrictions and limitations as outlined in the Investment Company Act of 1940.

Currently, Madden's Private Funds include only a few investors and are primarily friends and family investment vehicles. As of December 31, 2014 regulatory assets under management were approximately \$69,731,168.

Item 5: Fees and Compensation

For the Private Funds, Madden receives management fees as compensation for performing advisory services to the Funds equal to between 1.0% and 1.5% (depending on the Fund) of the balance in each investor's capital account (prior to the accrual of any performance allocation). Madden has discretion to charge management fees that differ from what is disclosed in the fund offering documents to 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. At this time, Madden has not entered into any negotiated fee arrangements with outside investors. However, interests offered to the principals of Madden are not subject to management fees.

The management fees are deducted from the capital accounts corresponding to each investor's interest in the Funds. The management fee is payable quarterly, in advance, based on the balance of each investor's capital account at the beginning of each 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.

Fees for any other advisory clients 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.

In addition to management fees, the Private Funds bear 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. Investors should refer to each respective funds offering materials for a complete description of all fees and expenses.

Neither Madden nor any of its supervised persons accepts compensation for the sale of securities or other investment products.

Item 6: Performance Based Fees and Side by Side Management

In addition to the management fee, investors in the Private Funds are charged an annual performance allocation fee equal to either 10% or 20%, depending on the fund, of the appreciation of the fund based on realized and unrealized gains subject to a high water mark. Performance allocation fees are paid to either Madden Holdings, LLC, or NLF Holdings, LLC, the General Partners of the Private Funds, and affiliates of Madden.

The General Partners have 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. At this time, Madden has not entered into any negotiated fee arrangements with outside investors. However, interests offered to the principals of Madden are not subject to a performance allocation fee.

Madden recognizes that performance allocation fees 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 client accounts over other accounts in the allocation of certain investment opportunities, and also that such arrangements may create an incentive to favor accounts for which Madden or its affiliates have a personal capital investment.

Madden provides investment management services to three clients, two of which are managed pursuant to the same investment strategy and, where permissible, 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 with respect to that account. In addition, position weighting may vary at times due to capital flows with respect to that account.

In order to address these conflicts, Madden has developed policies and procedures surrounding the portfolio management and trading processes which require that investment decisions be made based upon the best interests of all clients. An order management system is utilized and trades are automatically allocated according to pre-established allocation percentages to ensure clients are treated in a fair and equitable manner. On the limited occasions where trades are not allocated on a pro-rata basis due to one of the limitations referenced above, the Portfolio Manager provides appropriate supporting explanations.

Item 7: Types of Clients

Madden provides investment management services to Private Funds and a registered investment company, in a sub-adviser capacity.

A minimum initial investment of \$500,000 is generally required to invest in the Private Funds. However, Madden has discretion 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 Strategy and Methods of Analysis

Madden Partners, LP

This fund 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.

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 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.

There is no assurance our strategy and methodology will be successful over any given period of time. Investing is speculative and involves significant risks, including the risk of total loss of invested capital. The following information is not intended to be a summary of all the risks associated with an investment in the Fund, but rather some specific risks associated with the Funds, its strategy and the securities in which we typically invest which we believe are important for investors to consider. Investors should carefully review the expanded summary of risks in the Fund's confidential offering memoranda.

Risks Associated with Investment

Madden Partners, LP

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 Offerings

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

Neither our Firm, nor any of our management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Neither our Firm, nor any of our management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

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. Aside from that, and the investment advisory and general partner relationships between Madden and the general partners, on the one hand, and the applicable Funds, on the other, neither Madden nor any of its management persons has a relationship material to Firm's business or the Funds with any related persons that are among any of the following types of entities: broker-dealer, municipal securities dealer, or government securities dealer or broker; other investment adviser or financial planner; futures commission merchant, commodity pool operator, or commodity trading advisor; banking or thrift institution; accountant or accounting firm; lawyer or law firm; insurance company or agency; pension consultant; real estate broker or dealer; sponsor or syndicator of limited partnerships.

Madden does not recommend or select other investment advisors for our clients in return for direct or indirect compensation from such advisers, nor does Madden have other business relationships with any investment advisers so recommended or selected, in each case, that creates a material conflict of interest.

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 in accordance with a pre-clearance policy. Transactions are reported to the Compliance Officer in accordance with regulatory reporting requirements as outlined in the Code and any transaction activity is monitored in order to reasonably prevent conflicts of interest between Madden and its clients and investors.

A copy of our Code of Ethics will be provided to clients and investors upon request.

Conflicts Related to the Adviser or its Employees Trading for Their Own Account

Investments by Madden or its employees, for their own accounts, in securities that are also in client accounts could, or could appear to, interfere with Madden's exercise of independent investment decision-making in the best interest of our clients. In addition, the timing of any trading in such securities by Madden or its employees could have a disadvantageous effect on the values, prices or trading strategies of the Funds. This risk of conflict is addressed through our personal trading policy which requires that all transactions in reportable securities, with the exception of ETFs, be pre-cleared by the Portfolio Manager to ensure no disadvantageous effect on the Fund or client accounts.

Item 12: Brokerage Practices

Broker Selection and Evaluation

Madden has discretion over what securities and the amount thereof to be bought and sold for client accounts, the broker or dealer to be used as well as the commission rates to be paid. In general, we seek to effect transaction in such a manner that the total cost or proceeds to client accounts is the most favorable under the circumstances. Best execution is a qualitative standard, not measured solely by reference to commission rates or price. Paying a broker a higher commission rate than rates charged by other brokers is appropriate when the difference in commission rate is reasonably justified by the value of the brokerage services obtained.

In selecting broker or dealers to execute transactions, we consider a number of factors, including but not limited to, the following: trading expertise and experience, execution capabilities, commission rates, value of research or brokerage services provided, including the quality, comprehensiveness and frequency of proprietary research and the ability of the broker to provide access to management and industry specialists, customer service and operation efficiency and financial strength and stability.

The research products and services furnished by brokers typically includes, 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.

The Portfolio Managers are responsible for trading and selecting brokers for trade execution on a transaction-by-transaction basis. The Portfolio Managers perform a periodic review of the brokers used in order to evaluate the quality and value of brokerage services being provided.

Soft Dollars

Madden has two soft dollar arrangements in place pursuant to which we receive third party research products and services, all of which meet the safe harbor criteria of Section 28 (e) of the Securities Exchange Act of 1934, as amended. The types of proprietary research and other products and services we received during our last fiscal year from broker-dealers as part of the services offered to their trading customers and from third-party providers under our soft dollar arrangements 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; order management software; written information and analyses concerning securities, sectors, market/economic studies and forecasts. All such services satisfy the criteria of Section 28(e).

The use of soft dollars may create conflicts of interest. First, the use of externally-developed research, whether purchased with soft dollars or directly, supplements and may at times partially supplant the research we perform internally. Because clients are responsible for both research expenses and brokerage commissions, the cost of external research is borne by the clients rather than the adviser regardless of the means of payment. Also, the availability of external research could 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 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.

During our last fiscal year, we have taken into account the quality, comprehensiveness and frequency of available research and brokerage services considered to be of value provided by brokers when directing transactions to a particular broker. We directed transactions to such brokers only consistent with best execution. 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.

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

Trading Practices

Madden understands that it has a fiduciary duty to clients by allocating securities involving more than one client in a fair and equitable manner. For the two clients which are managed pursuant to the same investment strategy and, where permissible, are managed on a “pari-passu” basis, Madden uses an order management system to place trade orders which are automatically allocated pro-rata based upon pre-established allocation percentages. 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.

Item 13: Review of Accounts

Reviews

The Portfolio Managers utilizes a portfolio management system and/or the prime broker systems to monitor fund investments, position concentration and certain other measures of risk and potential reward in the portfolios on a daily basis and to determine consistency with the investment objectives, philosophy, strategy and methodologies outlined in each respective fund’s governing documents.

Reporting

Investors in the Private Funds receive a monthly capital statement from the Administrator. On a periodic basis, Madden provides investor letters to investors in the Private Funds that generally include performance information, commentary, investment updates and organizational updates.

On an annual basis, investors in the Private Funds receive a copy of the Fund’s audited financial statements prepared by the independent auditors and tax reporting information. Madden provides quarterly information to the Firm’s registered investment company client in the form of certifications and questionnaires which are requested by the client’s Administrator, along with other ad hoc reporting information when requested.

Item 14: *Client* Referrals and Other Compensation

Madden does not receive any economic benefit from anyone other than its clients for providing investment advice or other advisory services to its clients, nor do we compensate any person for client referrals.

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 Partners, to cause payments of management fees and other fund expenses to be made from the Private Funds, and the overall access of such persons to the funds and securities of the Private Funds.

Consistent with the requirements under the Advisers Act, the assets of the Madden's Private Funds 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 each such Fund in accordance with applicable broker-dealer and custodial bank regulation).

In addition, the annual financial statements of the Funds 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.

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 Private Fund offering materials. With respect to our 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 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.

We will provide a copy of our proxy voting policy and/or information regarding our voting record to clients and investors upon request.

Item 18: Financial Information

Madden does not require or solicit prepayment of any fees six months or more in advance and does not have any financial condition that would impair its ability to meet contractual commitments to clients.

Item 19: Requirements for State-Registered Advisers

Item 19 is not applicable to Madden.