

Madison Investment Advisors, LLC

Disclosure Brochure for Customized Investment Solutions Clients (Including Private
Wealth Management and Institutional Clients)

*550 Science Drive
Madison, WI 53711
800-767-0300*

March 2017

www.madisonadv.com

For clients other than Customized Investment Solutions clients, please refer to the separately provided general Disclosure Brochure for Madison Investment Advisors, LLC or Disclosure Brochure for Madison Scottsdale Insurance Asset Management clients

This brochure provides information about the qualifications and business practices of Madison Investment Advisors. If you have any questions about the contents of this brochure, please contact us at 800-767-0300. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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

Madison Investment Advisors, LLC

Summary of Material Changes to Disclosure Brochure For Customized Investment Solutions Clients (Including Private Wealth Management and Institutional Clients)

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The following summarizes for your reference changes to the firm's Disclosure Brochure since the last annual update of the brochure (Disclosure Brochure dated March 2017). Some or all of these changes may not be considered material to you or others.

You should keep a copy of this summary with the complete copy of the Disclosure Brochure we previously provided to you. If you would like a complete copy of the current disclosure brochure so that you can review these changes in their entirety, please call us.

Changes from Disclosure Brochure dated March 2016

- The "Investment Adviser Affiliates" section of "Other Financial Industry Activities and Affiliations" is revised to remove the reference to our former advisory affiliate, NorthRoad Capital Management LLC.
- To add disclosures regarding Financial Planning Services that may be offered to certain clients and fees associated with such services.
- To clarify disclosures on alternative investments.
- To expand disclosure on the use and review of Unaffiliated Subadvisers.

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ADVISORY BUSINESS

Our Firm and Its History

Madison Investment Advisors, LLC is wholly owned subsidiary of Madison Asset Management, LLC which, in turn, is a subsidiary of Madison Investment Holdings, Inc. Each "Madison" entity shares personnel and resources at our Madison, Wisconsin headquarters. Prior to December 1, 2010, Madison Investment Holdings, Inc. was known as Madison Investment Advisors, Inc. On November 30, 2010, it transferred its investment advisory business to Madison Investment Advisors, LLC as part of a corporate reorganization. For that reason, references to "Madison" in this brochure refer to Madison Investment Advisors, Inc. for periods before December 2010 and to Madison Investment Advisors, LLC for periods after November 30, 2010.

Based in Madison, Wisconsin, the Madison Investment Advisors organization fosters a reputation for its risk-sensitive investment philosophy and active bond and equity strategies since the founding of our parent company, Madison Investment Holdings, Inc., in 1974. The clients of our firm and its affiliates who entrust us with their assets include institutional funds, pension accounts, foundations, endowments, corporations, municipalities and insurance companies. We also serve a wide range of individual investors. The Madison investment philosophy is "Participate and Protect[®]" which reflects our investment goals of achieving consistent investment returns while limiting portfolio risk. Our expectation is that investors will participate in market appreciation during bull markets and be protected during bear markets compared with investors in portfolios holding more speculative and volatile securities. Of course, there is no assurance that these expectations will be realized.

The firm is privately held and its employees are majority owners of Madison Investment Holdings, Inc. Our organization has offices in Madison, WI, Scottsdale, AZ and Burlington, Ontario. Our insurance company asset management division located in Arizona operates as Madison Scottsdale and there is a separate Disclosure Brochure for Madison Scottsdale.

Our Principal Owners

Our firm is a wholly owned subsidiary of Madison Asset Management, LLC which, in turn, is a subsidiary of Madison Investment Holdings, Inc. Madison Investment Holdings, Inc. is employee owned with Frank E. Burgess as the principal owner who also serves as the Chairman of its Board.

Our People

Madison is overseen by its Executive Committee consisting of the following members (in alphabetical order):

Steven Carl – Chief Business Development Officer

Mr. Carl is the head of distribution for Madison. He also has primary responsibilities for the firm's strategic accounts and institutional business development team. He joined the firm in 2003. Mr. Carl holds a BBA from the University of Wisconsin – Madison, maintains the CPA and CIMA® designations and is FINRA registered. Steve has been a member of the firm's Executive Committee since 2014.

Katherine Frank – Chief Operating Officer

Ms. Frank joined the firm in 1986. Today she has responsibility for the day-to-day business operations of the company, and directly oversees all back office and client service functions. In addition, she serves as the President of the firm's proprietary mutual fund families and has been closely involved in the acquisition and integration of affiliates into the Madison organization. She has been a member of the firm's Executive Committee since its inception. Kay received an economics degree with honors from Macalaster College.

Paul Lefurgey – Chairman of Executive Committee, Director of Fixed-Income

Mr. Lefurgey is the Chairman of the Executive Committee and the Director of Madison's fixed-income team. He joined the firm in 2005 as a Portfolio Manager and assumed leadership of the Fixed Income team in 2007. Mr. Lefurgey has more than 25 years of experience in the industry and holds a BA from Michigan State University. He has also earned the CFA designation. Paul has been a member of the firm's Executive Committee since 2013.

Jay Sekelsky – Chief Investment Officer

Mr. Sekelsky serves as the head of equity investments for Madison and oversees Madison's investment management teams. He joined Madison Investment Advisors in January 1990 as an Assistant Portfolio Manager. He has over 30 years of Investment Management experience, and he holds a BBA and MBA from the University of Wisconsin and has also earned the CFA designation. Jay has been a member of the firm's Executive Committee since its inception.

The Investment Strategy Committee

Senior members of management and senior portfolio managers also serve as members of Madison's Investment Strategy Committee. The committee reviews, analyzes and discusses the various forces and factors that affect the financial markets and, in turn, the client

portfolios we manage. The committee's review parameters include, for example, macroeconomic trends, Federal Reserve Policy, inflation, currency influences, valuation metrics and risk/reward profiles for various markets and market sectors. Currently, the committee members include (in alphabetical order): Walter Dewey, David Hottmann, Paul Lefurgey, Jay Sekelsky and Tom Tibbles.

Our Services

Our core expertise is active bond management (including corporate, government, and municipal bonds), risk-managed equity management (primarily common stocks) and personalized balanced portfolios. Services include the management of a wide range of fixed income, balanced and equity portfolios. In addition to the types of securities described above, we may invest in preferred stocks, government agency obligations, money market instruments and such other securities that we may select, unless expressly limited by written direction or client guidelines. We may also present clients with opportunities to invest in private placements and alternative investments and to utilize the services of third party investment advisers as well as offer fee-based financial planning services.

Discretionary Management.

We have discretionary authority to make determinations regarding the securities that are to be bought and sold, as well as the quantities of such securities, for most clients. Such authority is provided in our contract with each client. In many cases, this discretion is subject to mutually agreed upon investment guidelines relative to the client's portfolio. We have model portfolio guidelines available for clients to adopt, in whole or in part, if they do not have their own. Client investment guidelines may or may not limit the scope of potential investments. As a result, clients can impose restrictions on investing in certain securities or types of securities. Within client guidelines and instructions, our portfolio managers make decisions as to the nature and quantity of securities to be bought or sold.

Non-Discretionary Management

We may manage customized investment solutions client accounts, in whole or in part, on a non-discretionary basis. When managing assets on a non-discretionary basis, we will seek client approval or concurrence with investment recommendations or may simply monitor investments on behalf of clients and make recommendations regarding whether we believe the client should purchase securities or sell, add to or trim securities already owned by a client. In the same manner, we may monitor the investment performance of third party investment advisers and asset managers that a client selects either independently or as a result of our recommendation and make recommendations regarding whether we believe the client should establish, eliminate, increase or reduce an allocation to a third party manager. We will provide these non-discretionary management services to 401(k) plans in connection with making recommendations with respect to investment offerings to be made available to plan participants and monitoring such recommendations on a regular basis. With respect to alternative investments, we do not have discretion, nor do we recommend alternative investments, which are subscribed to directly by clients. With prior approval, employees of the adviser may personally (directly or indirectly) invest in alternative investments after clients have been given the opportunity to consider such investments, if such investment might be appropriate for the client and the client has indicated it wishes to invest in alternative investments on a non-discretionary basis. Such investment by employees could present a conflict of interest. In connection with non-discretionary management we may provide additional services, such as performance reporting on discretionary, non-discretionary and unmanaged assets.

Financial Planning Services

For certain clients, we may provide financial planning services that do not involve the active management of client accounts, but instead focus on a client's overall financial situation. To assist in providing these services Madison reviews investments, asset allocation, risk management, retirement plans, estate plans, and other areas. Our goal in providing financial planning services is to help individuals identify long-term financial or retirement goals, determine asset allocations plans, or develop lifetime income plans.

We will meet with each financial planning client to determine the client's personal financial situation and objectives and to analyze the client's financial documentation. As applicable, we then review the client's assets and liabilities, investment portfolio, risk tolerance assessments, financial and retirement goals, retirement income streams, insurance policies, and other areas relevant to the client's financial circumstances. We will then provide the client with a written financial plan and meet with each client to explain the financial plan and our recommendations.

However, note that any plan is only as good as the information received from the client. It is the client's responsibility to communicate their financial information and any changes to Madison so that the financial plan is accurate and current.

Use of Unaffiliated Subadvisors

If authorized by a client, we may delegate the management of all or a percentage of a client's account to one or more unaffiliated subadvisors, which unaffiliated subadvisors may have existing subadvisory relationships with Madison's other clients including the adviser's proprietary mutual funds. We would do so if the unaffiliated subadvisor has a particular investment expertise that we believe would be suitable to the client and conforms to the stated investment policies of the client's account. For example, we may delegate a percentage of a client's account for management of international equities or a small cap strategy, if suitable. With these services we do

not select individual securities for the client's account. The unaffiliated subadvisors buy and sell securities over time as they manage the client's assets on Madison's behalf. To avoid any potential conflict of interest, we do not engage in any referral or other fee sharing arrangements with an unaffiliated subadvisor. However, there is a dual fee structure of subadvisory arrangements for clients. In addition to our fee for management and oversight of the account, as advisor, the subadvisor will also charge a fee on the portion of the assets for which the subadvisor provides management. For a description of this fee, along with services offered, the client should refer to the unaffiliated subadvisor's Form ADV Part 2A Disclosure Brochure, the advisory contract, or other disclosure documents.

Madison will provide on-going review and oversight of any subadvisor that we use. Madison will review and monitor the performance of any subadvisor based on both absolute and comparative performance to benchmarks. Among other considerations, Madison will also review and monitor the qualifications and disclosures of any subadvisor that we use. If authorized by a client, Madison retains the discretionary authority to hire and/or replace any subadvisor, when warranted by the circumstances, as part of Madison's engagement to manage the client's account consistent with the stated investment objectives and policies.

Our Assets Under Management

As of December 31, 2016, Madison Investment Advisors, LLC managed approximately \$9,510,113,000 (\$7,449,829,000 in assets on a discretionary basis and approximately \$2,060,284,000 on a non-discretionary basis) (each rounded to the nearest thousand).

Together with our affiliated investment advisory firms described below in the section entitled, "Other Financial Industry Activities and Affiliations," the Madison organization managed approximately \$15.7 billion in assets on a discretionary and non-discretionary basis as of December 31, 2016.

Madison Investment Advisors may manage customized investment solutions accounts on a fully discretionary basis, on a fully non-discretionary basis or we may manage some client assets on a discretionary basis and some on a non-discretionary basis depending on the investment objectives and strategies of the client.

FEES AND COMPENSATION

Fee Schedules – Customized Investment Solutions

Our fee schedule is as follows:

On the first \$5 million.....	0.60% annually
On the next \$5 million.....	0.50% annually
On the balance.....	0.45% annually

Depending on circumstances (another existing account relationship with a client, total value of assets managed or expected to be managed, special conditions, portfolio guidelines, servicing requirements, asset type, etc.), fees may be subject to negotiation. Accounts advised on 401(k) plans solely on a non-discretionary basis will normally be subject to an annual fee of the greater of (i) \$10,000, or (ii) an amount equal to 10 basis points (0.10%) of the total fair market value of the assets in the plan.

Fees – Financial Planning

Our fees for financial planning will be individually determined based on the time required to complete the financial plan, the complexity of the client's situation, the nature of the services being provided, and any on-going annual financial planning services. We will provide an estimate for financial planning fees in the Client Engagement Letter at the start of the relationship. Prior to commencing financial planning services, the client will be required to enter into an agreement for services which will detail the fees agreed upon.

Fees for financial planning will be provided on a fixed fee basis. Fixed fees will typically range from \$500-\$5000 depending on the specific service requested, the nature and complexity of the client's circumstances, and the qualifications, training and experience of the individuals performing the service.

In certain instances, financial planning may be performed in conjunction with the investment management of the client's account. When both services are provided, we may choose to waive the financial planning fees for the client, depending upon the individual circumstances of the client and the complexity of the situation.

Note that depending upon the amount of the client's assets, Madison may be paid more for providing investment management services as opposed to financial planning services. Therefore, Madison may be incentivized to recommend the use of Madison's investment advisory services in its financial plan. Madison may also recommend investment in affiliated mutual funds. In such circumstances, Madison (or one of its affiliates) will receive any fees paid by the mutual fund or other investment company as disclosed in the applicable prospectus for the fund. This provides Madison an incentive to recommend affiliated mutual funds. Additionally, the fee charged by the affiliated mutual fund may be higher than the fee a client may be paying on other assets currently. To the extent the fee is higher, any recommendation by Madison to invest an affiliated fund represents a potential conflict of interest.

How We are Paid

For investment management services, we generally require fees to be computed and payable quarterly in advance, based on the valuation of assets under management on the last day of the prior quarterly period. The value of non-discretionary assets is based on the valuation reported by the applicable third-party manager for assets managed by them and the value reported by the issuer of any alternative investments. To the extent the issuer of any alternative investments does not report current values, the value used to calculate fees will be the last reported value (which may be cost) of the investment. We may also charge a flat fee (based on level of assets) for specialized performance reporting done at a client's request for reporting on discretionary, non-discretionary and unmanaged assets.

Clients may select whether they prefer us to automatically deduct fees from their accounts or send them a bill for fees incurred.

For financial planning services, up to 50% of the fee may be due upon signing of a financial planning agreement or acceptance of the engagement letter, with the balance due upon delivery of the financial plan. In the event of termination of the client agreement, any collected but unearned fees for these services will be promptly refunded to the client upon termination, and any earned but unpaid fees will be due and payable. In no event will a fee be collected for services that will not be completed within 6 months of the prepayment.

Other Fees You Should Understand

We do not have custody of client assets. Therefore, each client must appoint a custodian and may be required to pay custodian fees. Also, clients will generally incur brokerage and other transaction costs in the course of our management of their accounts. (See the section in this brochure entitled, "Brokerage Practices" for a discussion of how we make brokerage decisions that affect client accounts.) Finally, if you are using an unaffiliated subadvisor, third party manager or are investing in an alternative investment fund (like a hedge fund or other collective investment pool) to manage some or all of your account, you will pay additional investment management and applicable transaction or other operational fees as disclosed by the unaffiliated subadvisor, third party manager or the alternative investment fund, respectively. Unaffiliated subadvisors, third-party managers, private equity funds, ETFs and other investment companies pay the manager an investment advisory fee that is separate from the fee you pay to us to manage your account. Therefore, in addition to the fee you pay to us to manage your account, you will directly pay a fee to any unaffiliated subadvisor or third-party manager selected and indirectly pay your *pro rata* portion of the management fee of the alternative investment fund, ETF or other investment company in which your account is invested. That fee is described in the disclosure brochure for any unaffiliated subadvisor or third-party manager and in the offering materials (prospectus) for any alternative investment, private equity fund, ETF or other investment company.

Refunds of Advance Fees Paid

We may not change our fees without sixty days' advance written notice. In the event of the termination of our services, any unearned portion of fees previously paid is prorated and fully refundable. A client may terminate an agreement with us at any time by written notice to us.

Investments in Affiliated Funds

We may recommend investment in our affiliated no-load funds if a client's account is too small to manage separately. In such circumstances, we will not charge our account management fee on these assets. Our employees are not compensated for the sale of securities in this manner. However, you should understand that we (or one of our affiliates) will receive any fees paid by the mutual fund or other investment company as disclosed in the applicable prospectus for the fund. That fee may be higher or lower than the fee a client may be paying on other assets that we manage in the client's account. Of course, to the extent the fee paid by the fund is higher than your account fee, any recommendation by us to invest in the fund represents a potential conflict of interest.

PERFORMANCE-BASED FEES AND SIDE BY SIDE MANAGEMENT.

We may entertain requests by certain "qualified clients" (as defined by Rule 205-3(d) under the Investment Advisers Act of 1940) to enter into an advisory contract that provides for compensation on the basis of a share of the capital gains upon, or the capital appreciation of, the qualified client's funds. This is commonly referred to as a "performance fee."

If we were to manage both accounts that are charged a performance-based fee and accounts that are charged an asset based fee as described above in the section, "Fees and Compensation," we would have an incentive to favor accounts for which we receive a performance-based fee. To address this conflict, our procedures require us to monitor securities allocations to any performance-based fee account and compare them with accounts without such fees in order to ensure that no preferential treatment is being provided to the account with the performance-based fee.

TYPES OF CLIENTS

We provide customized investment solutions to a variety of clients, including individuals, institutions, trusts and other qualified investors.

Our minimum account size is typically \$1,000,000 for individuals and \$5 million for institutions. In addition, we reserve the right to refuse to accept proposed management responsibilities or to resign from the management of any individual account.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Our Investment Strategies

Within the philosophies described below, our general investment strategies are to make long-term (securities held at least a year) and short-term (securities sold within a year) purchases.

Fixed-Income. Our strategy is to determine the overall direction of interest rates and position durations accordingly. We analyze the yield curve to determine the most advantageous portfolio construction. We determine the relative attractiveness of corporate vs. government and/or government agency securities. Based on the results of our analysis, we adjust durations/maturities when conditions indicate and shorten portfolio exposure when necessary to preserve capital.

In addition, we are active duration managers. This means that when we believe interest rates are falling, we lengthen duration to take advantage of the increased returns that should be available as rates drop. Likewise, when our proprietary market indicators warn of forces that threaten the markets, our managers will seek to shorten portfolio maturities and durations with the goal of limiting potential declines.

Based on the strategies and philosophy described above, we manage a variety of types of bond portfolios with the distinctions generally relating to the specific type of securities in the portfolio. For example, we manage accounts that contain: only government securities; only corporate securities; mixtures of both government and corporate securities; municipal bonds (tax-exempt securities); and securities with a limited duration.

The Program Disclosure Brochure includes a discussion of various risks associated with the Program, including the risks of investing in ETFs, as well as risks related to the underlying securities in which ETFs invest. In addition, the Program Disclosure Brochure also discusses market/systemic risks, asset allocation/strategy/diversification risks, investment strategy risks, trading/liquidity risks, and large investment risks.

Equity. We are bottom-up stock-pickers, focused on high-quality consistent growth companies trading at reasonable valuations. Our goal is to outperform the market indices through a market cycle while taking less risk. We strive to remain both objective and unemotional in our decision-making process through independent thinking.

We follow a rigorous three-step process when evaluating companies. We consider (1) the business model, (2) the management team and (3) the valuation of each potential investment. When evaluating the business model, we look for sustainable, competitive advantages, metrics that demonstrate relatively high levels of profitability, stable and growing earnings, and a solid balance sheet. When assessing management, we evaluate their operational and capital allocation track records, and the nature of their accounting practices. The final step in the process is assessing the proper valuation for the company. We strive to purchase securities trading at a discount to their intrinsic value as determined by discounted cash flow modeling and additional valuation methodologies. Often we find companies that clear the business model and management hurdles, but not the valuation hurdle. Those companies are monitored for inclusion at a later date when the price may be more appropriate. We seek to avoid the downside risks associated with overpriced securities. Instead, we will invest in the stocks of issuers that we believe have a blend of both value and growth potential: what we call "GARP" for "growth at a reasonable price." This investment strategy reflects our general "Participate and Protect®" investment philosophy. Our expectation is that investors in this strategy will participate in market appreciation during bull markets and experience something less than full participation during bear markets compared with investors in portfolios holding more speculative and volatile securities; therefore, this investment philosophy is intended to represent a conservative investment strategy. There is no assurance that our expectations regarding this investment strategy will be realized.

A key element of our overall valuation is to focus on downside as well as the upside, so that we can set a target purchase price that would reflect very attractive upside return potential relative to the downside risk. This is intended to help avoid permanent impairments of capital, and avoid excessive volatility that can impede the long-term compounding of returns.

Because customized investment solutions client investment objectives will differ based on risk tolerance, diversification objectives, tax considerations and other unique factors, there is no "typical" customized investment solutions account. The following describes the general investment philosophy of the firm with regard to specific types of investments. For example, the number of holdings in a "Large Cap Equity" allocation will typically range from 25-40. This reflects our belief that our client's assets should be in our top investment ideas and that focusing on our best investment ideas is the best way to achieve a client's investment objectives. The portfolio's weighting in any one economic sector generally will not exceed two times the weighting of that sector within the benchmark, at the time of purchase.

The portfolio's weighting for any one industry shall not exceed 25% of the total market value of the portfolio at the time of purchase. The weighted average market capitalization of companies held by a typical Large Cap Equity portfolio will generally exceed \$25 billion. We would not normally purchase any company with a market capitalization below \$1 billion in market cap in a Large Cap Equity account.

Similarly, the number of securities in a typical "Mid Cap Equity" allocation will likely range from 25 – 40. Normally, 80% of a Mid Cap Equity account must be in companies with market capitalizations between \$500 million and \$40 billion. The size of the companies in each index changes with market conditions and the composition of the index. We generally do not purchase stocks of companies below \$500 million market capitalization for "Mid Cap Equity" portfolios, but such smaller companies are considered for other accounts with investment objectives that include opportunistic investing in smaller companies and special situations or for clients whose investment objectives include investment in smaller companies.

Because of our investment philosophy, the majority of our Large Cap and Mid Cap Equity holdings will be found in these primary sectors: Consumer, Healthcare, Technology, Financial, Industrial and Energy. Typically, our portfolios will have more limited exposure to commodity-based (basic materials) or heavily cyclical (capital goods, autos, utilities) sectors.

Of course, these descriptions only illustrate Large Cap and Mid Cap Equity portfolios. Accounts managed as "Large Cap Growth Equity," "Large Cap Value Equity," "Covered Call Option and Income Strategy," "Balanced" or in some other unique style would normally have appropriate differences in number of holdings, industry benchmarks, weightings and market capitalizations. For example, accounts managed with the objective of having exposure to all market sectors will hold a greater percentage of securities of companies in commodity-based or heavily cyclical sectors that reflect, to the extent possible, our general investment methodology among the opportunities available within those market sectors.

In light of market volatility, market capitalization references in this section may be adjusted to reflect current economic conditions.

Asset Allocation. We may provide asset allocation recommendations to our clients using a wide range of mutual funds and exchange-traded funds ("ETFs") based on proprietary asset allocation models. To be included in a model, an investment must not only meet certain objective criteria, including performance, expenses, volatility, and duration of track record, and also be available for purchase through the client's custodian or clearing firm. Mutual funds managed by Madison may, from time to time, be included in our asset allocation decisions. If such funds are purchased for a client account, we will waive the investment management fees due to Madison for its investment advisory services relating to these investments (see the subsection "Investments in Affiliated Funds" in the "Fees and Compensation" section above), but Madison or one of its affiliates will be entitled to investment advisory fees and in certain circumstances, servicing fees, for its services to these proprietary funds.

Madison will limit its mutual fund recommendations to classes of shares that are not subject to a front-end sales load (or those that qualify for a waiver of such load). Mutual funds that have 12b-1 fees may be purchased as part of the asset allocation strategy. Any 12b-1 fees paid by those mutual funds attributable to an asset allocation investment will be paid to the client's custodian, if it is a broker/dealer, or to the directed broker which serves as the client's executing broker, and not to Madison.

Review of Third Party Managers and Alternative Investments. Our customized investment solutions clients may designate third-party investment managers to manage some of their account assets and we may make recommendations to our clients regarding third-party managers. Likewise, clients may authorize Madison to present "alternative investment" opportunities to them. Alternative investments are securities offered by a private placement and may include investments in hedge funds and private equity funds. At the discretion and direction of our customized investment solutions clients, Madison may oversee the diversification of a client's investment portfolio with alternative investments subscribed to directly by client.

Madison will review the performance of the client's designated third-party managers and alternative investment choices based on both absolute and comparative performance to benchmarks. Among other considerations, Madison will also review the allocations, if any, to determine whether the client's portfolio is appropriately diversified and whether the consolidated account risk profile matches the client's risk tolerance. Madison will then make recommendations to its clients as to whether or how their third-party manager and/or alternative investment allocation should change in order to achieve the client's desired investment objectives.

Review of Unaffiliated Subadvisors. Madison may delegate management of all or a percentage of a client's account to one or more unaffiliated subadvisors provided we have been authorized to do so by the client and believe such delegation would be suitable to the client. In the event Madison engages an unaffiliated subadvisor for a client's account, we will provide on-going review and oversight of the unaffiliated subadvisor. Madison will review the performance of any subadvisor based on both absolute and comparative performance to benchmarks. Among other considerations, Madison will also review and monitor the qualifications and disclosures of any subadvisor that we use. If authorized by a client, Madison retains the discretionary authority to hire and/or replace any subadvisor, when warranted by the circumstances, as part of Madison's engagement to manage the client's account consistent with the state investment objectives and policies.

Cash Management and ETFs

Each client custodian “sweeps” non-invested cash balances in client accounts every day into a money market or some other cash account selected by the client and offered as a service by the custodian. At the client’s request, we will recommend the sweep vehicle among the choices offered by the custodian. In that case, we make a recommendation based on our understanding of the client’s tax status and risk preferences. We do not direct cash sweeps to our proprietary money market mutual funds.

Cash sweeps generally fall into three categories: (1) government money market funds, (2) prime rated money market funds (commercial paper), and (3) tax-exempt money market funds (municipal vehicles). The process and mechanics are the same for equity and fixed income clients.

In some situations, often at a client’s request or in connection with a specific investment strategy, we may invest client accounts in exchange traded funds (“ETFs”) or other investment companies. To the extent any account is so invested, you should understand that the ETF or other investment company itself pays the manager of the fund an investment advisory fee like most other investment companies. Therefore, in addition to the fee you pay to us to manage your account, you will indirectly pay your *pro rata* portion of the management fee of the ETF or other investment company in which your account is invested. That fee is described in the offering materials (prospectus) for the ETF or other investment company.

Class Action Settlements

Although we may be authorized to vote proxies in client accounts as described below in the section entitled, “Voting Client Securities,” we will not handle or otherwise process any potential “class action” claims or similar settlements that clients may be entitled to for securities held in client accounts. Clients will receive the paperwork for such claims directly from their account custodians or, if we receive the forms on behalf of a client, we will promptly forward them to the client to complete. Each client should verify with his/her/its custodian or other account administrator whether such claims are being made on the client’s behalf by the custodian or if the client is expected to file such claims directly.

Risk

Market Risk. Although we work hard to preserve your capital and achieve real growth of client wealth, investing in securities involves risk of loss that each client should be prepared to bear. Typical investment risks include market risk typified by a drop in a security’s price due to company specific events (such as an earnings disappointment or a downgrade in the rating of a bond) or general market activity (such as occurs in a “bear” market when stock values fall in general). For fixed-income securities, a period of rising interest rates could erode the value of a bond since bond values generally fall as bond yields go up.

Alternative Investment Risk. Alternative investments such as hedge funds or private equity funds (“Alternative Investments”) are generally much less liquid than traditional stocks, bonds or cash holdings; therefore, the portion of your account held in an Alternative Investment may be prohibited from being withdrawn for a set period of time. In addition, as described in the “Fees and Compensation” section above, the portion of your account held in an Alternative Investment may be subject to fees in addition to the fees payable to Madison to manage your account (for example, the fees payable to the general partner of a private equity fund). Prior to any allocation of your account assets to an Alternative Investment, (i) Madison will disclose to you, in writing, the specific terms and conditions of the Alternative Investment, including fees, (ii) you will be required to complete the requisite suitability questionnaire and subscription agreement provided by the issuer of the securities (this will establish your eligibility to invest in Alternative Investments), and (iii) you will need to affirmatively elect to purchase the Alternative Investment by completing our Alternative Investment Acknowledgement form, a copy of which will be included with your Investment Management Agreement with Madison.

General Risk of Investing in Securities. While investments in stocks and bonds have been keystones in wealth building and management for a hundred years, at times they’ve produced surprises for even the savviest investors. Those who enjoyed growth and income of their investments were rewarded for the risks they took by investing in the markets. When the rare calamity strikes, the word “security” itself seems a misnomer. Risks in investing in securities may include Alternative Minimum Tax Risk, Asset Allocation Risk, Call Risk, Capital Gains Tax-Related Risk, Concentration Risk, Credit and Prepayment/Extension Risk, Currency Risk, Derivatives Risk, Equity Risk, ETF Risks, Fixed Income Market Capacity Risk, Foreign Security and Emerging Market Risk, Growth Investment Risk, Growth and Value Risks, Interest Rate Risk, Legislative Risk, Liquidity Risk, Market Risk, Mid-Cap Company Risk, Mortgaged-Backed Securities Risk, Non-Investment Grade Security Risk, Option Risk, Risk of Default, Risks of General Obligation versus Limited Purpose Bonds, Small Cap Risks, Special Risks Associated with Dividend Paying Stocks, State Specific Tax Risks, Tax Risk, Unknown Market Risks and Value Investing Risk, among others. Although we seek to appropriately address and manage the risks we identified and disclosed to you in connection with the management of the securities in your account, you should understand that the very nature of the securities markets includes the possibility that there are additional risks that we did not contemplate for any number of reasons. We certainly seek to identify all applicable risks and then appropriately address them, take appropriate action to reasonably manage them and, of course, to make you aware of them so you can determine if they exceed your risk tolerance. Nevertheless, the often volatile nature of the securities markets and the global economy in which we work suggests that the risk of the unknown is something you must consider in connection with your investments in securities. Unforeseen events have the potential to upset the best laid plans and could, in a worst-case scenario, produce the material loss of the value of some or all of the securities we manage for you.

DISCIPLINARY INFORMATION

There are no legal or disciplinary events that we believe are material to a client's evaluation of our business or the integrity of our management.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Investment Adviser Affiliates

Our Hansberger Growth Investors, LP affiliate, also located at our Madison, Wisconsin office, is a separately registered investment adviser. It has a primarily institutional client base and specializes in international growth equity management. It has a branch office in Burlington, Ontario, Canada.

As disclosed above, Madison Investment Holdings, Inc. (known as Madison Investment Advisors, Inc. prior to December 1, 2010), a separately registered investment adviser, is the parent company for the Madison organization.

Registration does not imply a certain level of skill or training.

Subadvisory Services By Investment Adviser Affiliates

If authorized by a client, we may delegate the management of all or a percentage of a client's account to one of our investment adviser affiliates identified above. We would do so if the affiliate has a particular investment expertise that we believe would be suitable to the client and conforms to the stated investment policies of the client's account. For example, we may delegate a percentage of a client's account for management by our Hansberger Growth Investors affiliate in order to provide international equity management if suitable. To avoid any potential conflict of interest, we will not charge different fees to any client for amounts managed by our affiliates in a subadvisory capacity in this manner. Of course, because of the affiliation, we indirectly receive a portion of any subadvisory fees we pay to our affiliates to manage assets in this manner.

Investment Company Affiliates

We act as investment adviser, through our Madison Asset Management affiliate, to the Madison Funds (consisting of 18 separate funds) and Ultra Series Fund (consisting of 14 separate funds). In addition to these mutual funds, Madison Asset Management manages two closed-end investment companies that trade on the New York Stock Exchange under the ticker symbols MSP and MCN. Some of our officers hold offices in each of the investment companies affiliated with Madison Asset Management. In particular, Katherine Frank serves as Trustee of the Madison Funds, the Ultra Series Fund and MSP.

As an affiliated company, we receive management fees indirectly through Madison Asset Management and we share offices and personnel at our Madison, Wisconsin headquarters.

Please refer to the subsection entitled, "Investments in Affiliated Funds" in the Fees and Compensation section above.

Broker-Dealer Affiliate

We also have an affiliated broker-dealer, MFD Distributor, LLC, for the limited purpose of serving as the distributor of our affiliated mutual funds (Madison Funds and Ultra Series Fund). MFD Distributor, LLC does not perform any other brokerage activities, has no employees of its own and other than its mutual fund services, the broker-dealer engages in no trades, transactions or other brokerage activities whatsoever. It is not permitted to perform any trades for our clients, including the accounts of our affiliated mutual fund portfolios, and does not carry customer accounts. A number of our employees are registered representatives of MFD Distributor, LLC so that they can make offers of our affiliated funds to the public.

CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Our Code of Ethics

We impose restrictions upon ourselves and any person associated with us in connection with the purchase or sale, directly or indirectly, for their own account or accounts controlled by them, of securities recommended to or purchased for clients. We maintain strict guidelines

and a Code of Ethics for all our employees designed to assure that we, and persons associated with us, may not benefit, directly or indirectly, from transactions made for the accounts of clients and that no other conflict of interest exists.

Generally, employees may not trade in any securities that are held in client portfolios, except under a de minimis exception. Employees are also prohibited from investing in IPOs. We, our officers, employees and directors are required to pre-clear securities trades in order to avoid a conflict of interest between individual and client interests. In general, employees may not purchase or sell a security which, to his or her knowledge or belief, is under consideration as an acquisition or sale by a client of any investment company or is in the process of being acquired or sold for a client or mutual fund until 5 trading days (normally 7 calendar days) before or after all such purchases or sales of the security are completed. Our Code of Ethics contains various exemptions for personal securities trades that we believe do not involve potential conflicts, such as transactions in Treasury Securities, open-end mutual funds, certain ETFs and securities that we will not purchase for clients. Also, employees may be given permission to trade securities if no client account would trade the security for seven days before or after the employee trade. Finally, we may manage accounts for employees in the same manner as other clients utilizing the same model or composite provided that, in order to avoid any potential conflicts of interest, all transactions for employee accounts managed by our firm must occur after we have completed trading for all non-employee client accounts in the same model or composite. Specifically, when entered concurrently with client accounts, employee accounts and/or internal products will always trade last in any trading rotation (see Brokerage Practices below). If employee accounts and/or internal products are entered after client accounts, they will wait until all other client accounts are complete before trading. With permission, employees may invest in private placements and similar non-public offerings, some of which we may also recommend as a non-discretionary investment to our customized investment solutions clients for which such investment ("alternative investments") might be suitable. If investments in alternative investments are suitable to you, you should understand that our employees will have a potential conflict of interest with you in the event the participation in any alternative investment is "cut-back" or otherwise limited because it is oversubscribed.

A copy of our Code of Ethics is available to any person upon request.

Prohibition on Use of Insider Information

We also adopted policies and procedures to prevent the misuse of "insider" information (material, non-public information). A copy of such policies and procedures is available to any person upon request.

BROKERAGE PRACTICES

In General

Unless we receive specific directions from a client regarding the placement of brokerage business, we will select the brokers and dealers to effect client transactions. Our first consideration in selecting a broker is whether the broker will provide the best execution of the desired transaction. In addition to best execution price, selection is based on the overall reasonableness of brokerage commissions paid and consideration of a variety of other factors. An important consideration is the receipt of research products, research services, access to brokerage firm analysis, and the availability of economic data, market data and research. Also important is the availability of quotations, statistics and other investment decision-making aids. See the discussion below entitled, "Research and Soft Dollar Benefits."

Trading of Bonds

The majority of bonds are not traded on listed exchanges, but rather are purchased from or sold to brokers or dealers. Each broker/dealer maintains an inventory of bonds (bond "positions") that it owns as a principal or transacts as an agent on behalf of another customer. The number and value of bonds that each broker holds varies, depending on the brokerage firm's size, financial strength and involvement in the bond market. No one firm dominates this market or provides substantially all the buying/selling needs of a particular money manager for all of its clients.

We use a three-step process to buy/sell bonds for client accounts depending upon how the client has instructed us to trade on their behalf: (1) "free to trade" – if, with respect to a client account, we are free to choose the broker/dealers we wish to trade with, we typically contact at least three broker/dealers before executing a trade in order to seek best execution; (2) "in competition" – for client accounts that require us to include a designated broker/dealer in our list of trading partners, we will put that broker in competition with others and select the broker who provides us with best execution (in the event of a tie between brokers, the designated broker receives the trade); and (3) "directed" – if a client has directed us, through written notification, to trade with a specific broker/dealer, we will negotiate directly with that broker in order to execute trades on that clients behalf. The "directed" trade process begins by us asking the broker/dealer for a specific issue to be purchased. We will specify the targeted issue with respect to issuer, sector, maturity, coupon and yield/spread objectives. We will also provide the required block size for all clients using that broker/dealer and/or custodian. The broker is asked to offer the targeted issue or, if they cannot, other possible issues that are substantially similar substitutes. The broker will offer any bonds meeting our criteria available in its current inventory. If the broker/dealer cannot offer our targeted security and cannot offer a substantially similar substitute, we will work closely with the broker to locate suitable bonds from other broker/dealers or their customers. When the "directed" clients designated directed broker confirms a specific transaction, the applicable commission agreed upon in advance by the client shall be received by the broker/dealer acting as principal, regardless of whether the bonds were acquired directly from the directed

broker/dealer or indirectly from another broker/dealer. The commissions paid by “directed” clients may differ from other “non-directed” clients due to the trade size, security specifics, or total arrangement between the client and their broker. These practices are followed unless they are specifically modified or limited by us or the client.

We believe this process to be in our clients’ best interest because it gives clients access to the best priced, most attractive securities from a number of dealers. By aggregating the purchases or sales of a broader base of clients, including those who use other brokers and/or custodians, and working to find the best options for executing broker/dealers we seek increase competition and find bonds available in larger blocks, resulting in better overall execution prices.

In connection with accounts for which we act as a sub-adviser for programs sponsored by another adviser and for which there is a “fee in lieu of commission” or similar “wrap fee” arrangement, in most circumstances we will not trade with the program sponsor in recognition that commissions are often included in the price of bonds. This restriction may be imposed on us by the program sponsor or implemented at our discretion. It is designed to avoid potential conflicts of interest or duplicate commission payment.

In our efforts to achieve best execution of portfolio transactions, we may trade securities for client accounts by utilizing electronic marketplaces or trading platforms. Some of these electronic systems may impose additional service fees. We may pay these fees directly to the provider of the service or these fees may be included in the execution price of a security. Our intention is that we will only use such systems and incur such fees if we believe that doing so helps us to achieve the best execution of the applicable transaction, taking into account all relevant factors under the circumstances. For example, we will consider the speed of the transaction, the price of the security, the research we receive (in equity transaction effected in this manner), our ability to block the transaction and other factors discussed in this Brokerage Practices section.

Trading of Common Stocks

When we trade the same security in more than one client account, we generally attempt to aggregate trades in order to create a “block transaction” or a sequence of aggregated block transactions containing clients of the same type. Generally, buying and selling in blocks helps create trading efficiencies, prompt attention and desired price execution. We may block transactions among clients of our firm and among clients of our subsidiary investment adviser affiliates that share our resources and personnel in our Wisconsin office. If, for any reason, we cannot block transactions, we will follow the procedures described below under “Trade Allocation Practices.”

We will place all or substantially all transactions to purchase or sell common stocks with the client’s “directed” broker, when appropriate or required. (See the discussion below entitled, “Directed Brokerage and Compensation for Client Referrals.”) Whenever applicable, we will attempt to batch or aggregate trades for clients who use the same directed brokers in order to create a “block transaction” unless we believe that best execution can be achieved without blocking because, for example, of the high liquidity of the security, the size of the transaction or other factors that we consider in seeking to achieve best execution of client transactions in equity securities.

The commission amount and per share commission rate will differ between our clients with directed brokerage relationships versus those clients who do not have such relationships, due to the dollar value and the size (number of shares) of the trade for each account and the relationship between the client and their broker. Because each client may differ in portfolio size, investment objective, equity exposure and the extent of the relationship with their broker, we do not negotiate commission discounts on the block transaction itself.

We seek to achieve best execution when we execute equity (stock) transactions for our clients. We consider a variety of factors when determining and analyzing our success in achieving best execution, including, among other factors, the speed of a transaction, the price at which the transaction is executed, the service provided by the executing broker and any costs involved. There are myriad factors that go into achieving best execution for our clients. Some factors we consider include price, access to block liquidity, avoidance of toxic order flow and commission rates. When permitted, we believe blocking orders in like securities for clients helps prevent any client in a particular equity strategy from being disadvantaged in connection with regard to best execution compared with any other client whose account we manage under the same strategy.

Since directed broker clients trade with their directed brokers, clients within a strategy will not necessarily buy or sell a security at the same price or at the same time as other clients within that strategy. As a result, performance among clients within a strategy may vary.

Trade Allocation Practices

When the firm has trading authority and brokerage discretion, we seek to allocate trades fairly across the various accounts we manage. For discretionary, non-directed client accounts, we generally block all transactions for such clients in a single transaction or sequential transactions with the same broker. For all directed broker accounts, including wrap accounts and unified management accounts (UMA) we follow our trade rotation policy among clients that are transacting in the same security in the same strategy. The trade rotation process for these clients commences concurrently with the blocked trade for the discretionary non-directed client accounts. The policy is designed to ensure that we do not trade on behalf of any one client or group of clients in a systematic manner that favors that one client or group or is otherwise unfair to other clients for whom we do not trade in the initial blocked transaction or transactions. In these situations, on any given trade, a client’s account may trade first, last or mid-way in the order of trades executed with the goal of

long-term rotational trade entry timing among these client accounts. Decisions regarding whether any client account trades separately from others are based on liquidity, speed of execution and various other factors.

We will often also add small amounts of additional trades to a previously initiated and ongoing trade if, in our discretion, we believe that doing so will not affect the execution of the original ongoing trade.

Furthermore, both within and without of the customized investment solutions division, if we determine that a particular designated broker either has procedures for transmission of transaction instructions or transaction execution practices that are unusually time-consuming or lengthy or has transmission/communication problems on a given trading day, we will periodically deviate from our normal rotation practices and place that designated broker's transactions after those of other, similarly situated clients in an effort to avoid delays we deem undue in execution of transactions. In these cases, the deviation may or may not disadvantage such accounts, depending on market conditions.

Finally, certain accounts subject to non-discretionary capital flow activity such as new accounts, accounts experiencing contributions or withdrawals, or similarly situated accounts will normally be invested according to the most recently updated model before existing accounts in the same program (or group of accounts) are similarly invested.

Special Considerations for Alternative Investments. With respect to limited-supply investment opportunities which may arise in connection with alternative investments, Madison seeks to allocate investment opportunities among clients on an objective basis. Madison generally allocates investment opportunities among client accounts *pro rata* based on the initial quantity demanded for each account. The factors considered in allocating investment opportunities, including opportunities of limited supply, generally include the following: investment objectives; investment strategies; investment parameters and restrictions; tax considerations; liquidity considerations; hedging considerations; legal and/or regulatory considerations; asset levels; timing and size of investor capital contributions and redemptions; cash flow considerations; market conditions at the time of the opportunity; existing exposures to an company or security; and other criteria we deem relevant (the nature and extent of the differences will vary from client to client).

Based on such factors and the fact that different portfolio management personnel may manage our various customized investment solutions client accounts, there are, or are expected to be, differences between and among our customized investment solutions clients with respect to portfolio holdings and the timing of transactions. As such, we may not always allocate investment opportunities on a *pro rata* basis. There will be circumstances where: only some of our clients participate in investment transactions (for example, to avoid odd lot positions or inefficiently small positions); the level of participation between and among our clients in investment transactions is not on a *pro rata* basis; and investment transactions between and among our customized investment solutions clients vary in other respects. Such non-*pro rata* investment transactions between and among our customized investment solutions clients will be made in our discretion when deemed appropriate given the differences between the clients involved; appropriate because the target holdings of the particular investment that we have established with respect to the clients involved differ from client to client; and/or otherwise to be in the best interests of the clients involved.

It is our general policy that no customized investment solutions client will receive inappropriate preferential treatment or otherwise be treated unfairly; and we will seek to uphold this policy when making decisions regarding investment allocations.

Cross Trades

There may be occasions when we will sell a particular security for one of our clients (for example, because the client needs to raise cash or is changing investment priorities) at the same time that we buy the same type of security for another client. In such situations, we can reduce transaction costs to both clients by identifying a particular security and instructing a broker to sell from one account and purchase in the other. This is known as a "cross trade." Although we believe the transaction benefits both clients, you should be aware that we represent the interests of both the selling and buying client in the same transaction, and, as a result, may have conflicting loyalties at the time we effect a cross trade. For this reason, we always execute such trades through a third party broker who determines the respective purchase and sale price based on the market.

Cross trades by investment company clients are subject to additional or separate rules governed by the Investment Company Act of 1940. Cross trades involving clients subject to ERISA are generally prohibited by law and, therefore, we will not include any ERISA clients in brokered cross trades conducted on a principal basis.

Directed Brokerage and Compensation for Client Referrals

When executing transactions for a client account, we may place all or a portion of the transactions with a broker with whom the client has a special advisory or consulting relationship. Such transactions are placed with a broker who may have provided manager selection services, performance measurement services, asset allocation services, or a variety of other consulting or monitoring assistance to the client, all with the specific knowledge and full approval of the client.

We will trade with directed brokers even when not explicitly required to do so if the market allows it or the trade is of a size that, in our opinion, would not adversely impact the market (in recognition of price and liquidity factors) under the circumstances. These trades are executed on a random basis as described in the "Trade Allocation Practices" discussion above.

We do not maintain agreements with referring brokers regarding our internal allocation of brokerage transactions. However, all or a sizable portion of a particular client's brokerage transaction business may be directed to a particular broker if the client has directed, agreed or stipulated us to do so. Commissions are not intended to compensate brokers for client referrals.

With regard to client directed brokerage, we are required to disclose that we may be unable to negotiate commissions, block or aggregate client orders or otherwise achieve the benefits described above, including best execution, if you limit our brokerage discretion. Directed brokerage commission rates may be higher than the rates we might pay for transactions in non-directed accounts. Also, clients that restrict our brokerage discretion may be disadvantaged in obtaining allocations of new issues of securities that we purchase or recommend for purchase in other clients' accounts. It is our policy that such accounts not participate in allocations of new issues of securities obtained through brokers and dealers other than those designated by the client. As a general rule, we encourage each client to compare the possible costs or disadvantages of directed brokerage against the value of the custodial or other services provided by the broker to the client in exchange for the directed broker designation. Simply put, directing brokerage may cost clients more money.

Accounts with Different Investment Objectives

It is possible that we or our affiliates may manage accounts of clients whose investment objectives are substantially different from one another. As a result, it is possible that it would be appropriate for us to sell a security "short" from one account while holding it "long" in another account. This may occur if we manage an account that involves significant short-term trading or pursues unique option strategies. In general, however, our positions with regard to any security will be net long. We seek to avoid a conflict of interest by attempting to limit such situations to, for example, an instance in which there is a readily available supply of the security being purchased or sold and the transactions in a security do not affect its market price.

Research and Other Soft Dollar Benefits

Obtaining the best price and execution of trades is of utmost importance in placing transactions. If a broker is allowed a commission in excess of that which another broker might have charged for executing the same transaction, it is done in recognition that such broker's special services are of great importance to us and our client(s). Research services furnished by brokers may be used in servicing all of our accounts; all clients benefit from the research received from all brokers with whom we deal.

Although we seek best execution of transactions, you should understand that obtaining research and services by means of soft dollar benefits represents a conflict of interest since it enables us to receive research that we might otherwise have to produce ourselves or purchase with our own money.

What is the "research" that is paid for with soft dollars? Research refers to services and/or products provided by a broker, the primary use of which must directly assist us in our "investment decision-making process" and not in the management of our firm. The term "investment decision-making process" refers to the quantitative and qualitative processes and related tools we use in rendering investment advice to our clients, including financial analysis, trading and risk analysis, securities selection, broker selection, asset allocation, and suitability analysis.

Research may be proprietary or third party. Proprietary research is provided directly from a broker (for example, research provided by broker analysts and employees about a specific security or industry or region). Third party research is provided by the payment by a broker, in full or in part, for research services provided by third parties. Both types of research may involve electronically and facsimile provided research and electronic portfolio management services and computer software supporting such research and services. For example, a tool that helps us decide what might happen to the price of a particular bond following a specific change in interest rates is considered research because it affects our decision-making process regarding that bond.

In some situations we may execute a transaction with one broker and settle the transaction with another broker. This use of "step-outs" allows us to decouple - to some extent - execution services from research services. In other words, we may execute a transaction with an "execution" broker and step-out the transaction - and related commissions - to a broker who provides research services to book and settle the transaction.

We may receive products or services from brokers which we use for both research and for administrative, marketing or other non-research purposes. In such instances, we make a good faith effort to determine the relative proportion of our use of such product/service that is for research. Only that portion of the research aspect of the cost of obtaining such product/service may be paid for using soft dollars. We pay the remaining portion of the cost of obtaining the product or service in cash from our own resources.

We have an incentive to select a broker-dealer based on our interest in receiving the research or other services they can provide us. This incentive may conflict with client interests in receiving most favorable execution and our measurement of favorable execution may differ from that of a client. We believe we pay fair and reasonable brokerage commissions in return for research products or services provided by brokers. We may use research products or services provided by brokers in servicing any or all of our clients. Although we believe that all clients of our firm and its affiliates benefit from the research and services received by us from brokers, we may not necessarily use such research products or services in connection with the client accounts that paid commissions to or otherwise traded with the brokers providing such products or services. We will share proprietary research we receive with our affiliates because the cost for such research cannot be unbundled from the bundled soft dollar commissions we pay. However, we do not share any soft dollars earned for payment

of third party research with our affiliates (other than Madison Asset Management with which we share all personnel and resources at our Wisconsin office location) since such amounts can be quantified and unbundled from the cost of execution only.

Our firm has a standing Brokerage Committee consisting of members of our portfolio management and operations teams. The committee meets quarterly to review the quality of brokerage execution obtained on behalf of our clients, to monitor our use of soft dollar research and other services received in connection with client transactions and to review and compare the quality of broker services provided. During our last fiscal year, our Brokerage Committee established an estimated equity brokerage commission budget in advance that reflected our estimate of the most value to our firm and its clients for research and other services, if any, provided by the broker-dealers to which we direct client transactions. The committee was satisfied with the quality of brokerage obtained by our firm for its clients.

Unmanaged and Non-Discretionary Account Assets

As an accommodation, for specified assets that are not managed by Madison or are otherwise not subject to investment management discretion by Madison but which are maintained in the same account as the assets managed for a client by Madison (so that the client has a consolidated account statement of all assets and for which the power of attorney given to Madison to trade the account applies) (referred to as "Accommodation Account Assets"), at client's request, we will relay client-directed trade instructions to the client's designated broker/dealer for settlement at the client's designated custodian pursuant to the client's negotiated broker/dealer commission schedule. Although we will relay such information, it is the client's responsibility to contact his/her/its broker/dealer directly to ensure the timeliness of any transactions in Accommodation Account Assets. In all cases, if a client desires Madison to initiate any securities transactions in the client's Accommodation Account Assets, the client should understand that Madison is not a broker/dealer and that any such instructions may not be communicated to the client's designated broker/dealer on as timely a basis as they would have been had the client contacted the client's broker directly. Clients should understand that Madison accepts no responsibility for losses to client's Accommodation Account Assets resulting from Madison's failure to timely relay client instructions as described above, or from Madison's failure to accurately relay such instructions.

Any instructions regarding Accommodation Account Assets must be provided orally to Madison personnel to ensure that the instructions are received and promptly confirmed in writing by letter or e-mail. Madison will, in turn, confirm a client's instructions in this manner, but such confirmation is not a brokerage transaction confirmation. Because Madison either does not manage or does not have discretion (or both) over Accommodation Account Assets, each client with Accommodation Account Assets is responsible for reviewing the confirmation statement from its broker/dealer to ensure that the client-directed trade was communicated correctly. Clients should contact Madison and the client's broker/dealer immediately if the client's instructions regarding its Accommodation Account Assets do not appear to conform to the client's intent.

Finally, there may be occasions where Madison is unable to arrange to execute a client's desired instructions. This may occur, for example, if the client's request requires the use of a margin account and the account managed by Madison is a cash account. In such situations, the client should establish a separate account to accomplish its transactions directly with its selected broker/dealer. Madison will not normally manage assets for clients in margin accounts.

REVIEW OF ACCOUNTS

We review our client accounts at least quarterly. We do not have a limitation on the number of client accounts assigned to any particular account officer, nor is there a precise sequence or review schedule. All portfolios are reviewed continuously rather than periodically. Accounts are reviewed by our portfolio management professionals. The review includes holdings, aggregate statistical composition of factors such as sector weightings, and comparison to any relevant benchmarks and investment policies. Triggering factors could be major market moves, new information regarding specific holdings, or the passage of time. Investment strategy meetings usually occur each month. These meetings include a review of factors such as economic conditions, government policy, sector valuations, and other factors which might be expected to affect portfolio performance. We then review portfolios for any changes that might be needed due to strategy shifts developed in the investment strategy meeting. The participants in this process include portfolio managers, research analysts and senior management.

We furnish account reports to all customized investment solutions clients on a quarterly basis. All of our clients also receive separate monthly accounting reports from their portfolio custodian detailing all cash and asset transactions and activity. In general, meetings with clients are held quarterly or less frequently, according to the stated desires of each client. Reports include an analysis of all assets under management, and current and historical performance.

CLIENT REFERRALS AND OTHER COMPENSATION

There may be occasions when we pay a percentage of the fee we receive from accounts that have been referred to us to the person making the referral (a "solicitor"). In such cases, you will receive a separate written disclosure statement from the solicitor before you open your account with us that will explain, among other things, the nature of our affiliation with the solicitor (if any) and a description of the compensation the solicitor will receive from us. Our policy is that if we pay such referral fees to a solicitor for any account, the fee

schedule applicable to that client's account will be the same as the schedule that would have applied to accounts of similar size receiving similar services where no referral fees are paid.

CUSTODY

We require each client to select a qualified custodian to hold its account. We will not accept custody of client funds or securities, other than the deduction of management fees from the client's account at the custodian. Each client's qualified custodian (bank or broker-dealer) will send quarterly or more frequent account statements directly to our clients. Clients are urged to compare the account statements they receive from their qualified custodians with the quarterly account statements we normally provide. Minor variations may occur because of reporting dates, accrual methods of interest and dividends, and other factors. The custody statement is the official record of your account for tax purposes.

INVESTMENT DISCRETION

Please refer to the discussion entitled, "Advisory Business – Discretionary Management" above.

VOTING CLIENT SECURITIES

When you give us authority to vote proxies for securities held in your account, we do not assume the role of an active shareholder. Rather, if we are dissatisfied with the performance of a particular company, we will generally reduce or terminate our position in the company rather than attempt to force management changes through shareholder activism.

Nevertheless, our goal and intent is to vote all proxies in our clients' best interests. For practical purposes, unless we make an affirmative decision to the contrary, when we vote a proxy as the Board of Directors of a company recommends, it means we agree with the Board that voting in such manner is in the interests of our clients as shareholders of the company for the reasons stated by the Board. However, if we believe that voting as the Board of Directors recommends would not be in a client's best interests, then we must vote against the Board's recommendation.

We will vote against the Board of Directors recommendation if the Board recommends an action that could dilute or otherwise diminish the value of your position. This may occur if we are unable to liquidate the affected securities without incurring a loss that would not otherwise have been recognized absent management's proposal. This may also occur if the action would cause the securities held to lose value, rights or privileges and there are no comparable replacement investments readily available on the market. We may vote in a manner that could diminish the value of your position in the short-term if we believe it will increase the value in the long-term and we are holding the security in your portfolio for the long-term.

In the unlikely event that we are required to vote a proxy that could result in a conflict between your best interests and the interests of our firm, we may alert you or your representative in advance to obtain your consent or direction on how to vote a proxy under such circumstances. In general, however, in the event of a conflict, we will seek the advice of a knowledgeable, independent third party as to how to vote.

If you would like to know how we voted any proxy in your account, please contact your client service representative and he or she will give you that information. If you are not sure who your client service representative is, call us at 800-767-0300 and we will be happy to answer your questions. You may also request a complete copy of our written proxy voting procedures by calling us at 800-767-0300 to request a copy.

FINANCIAL STATEMENTS

Not applicable.

REPRESENTATIVE CLIENT LIST

Corporate, municipal, and other institutional clients may be identified as such in our firm's representative client or reference lists (the identities of individual, i.e. "natural person," clients are never so disclosed absent written client permission).

PRIVACY POLICY

FACTS

WHAT DOES MADISON INVESTMENT ADVISORS DO WITH YOUR PERSONAL INFORMATION?

Why?

Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.

What?

The types of personal information we collect and share depend on the product or service you have with us. This information can include:

- Social Security number and transaction history
- Account balances and checking account information
- Purchase history and wire transfer instructions

When you are *no longer* our customer, we continue to share your information as described in this notice.

How?

All financial companies need to share investors' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their investors' personal information; the reasons the Madison organization chooses to share; and whether you can limit this sharing.

Reason we can share your personal information	Does Madison Investment Advisors share?	Can you limit this sharing?
For our everyday business purposes— such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes	No
For our marketing purposes— to offer our products and services to you	Yes	No
For joint marketing with other financial companies	No	We don't share
For our affiliates' everyday business purposes— information about your transactions and experiences	Yes	No
For our affiliates' everyday business purposes— information about your creditworthiness	No	We don't share
For nonaffiliates to market to you	No	We don't share

Questions?

Call 1-800-767-0300 or go to www.madisonadv.com.

Who we are

Who is providing this notice?	Madison Investment Advisors, LLC, Madison Asset Management, LLC and Madison Investment Holdings, Inc. (together “Madison”), 550 Science Drive, Madison, WI 53711
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What we do

How does Madison protect my personal information?	To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.
How does Madison collect my personal information?	<p>We collect your personal information, for example, when you</p> <ul style="list-style-type: none"> ▪ Open an account or provide account information ▪ Pay your bills or make deposits or withdrawals from your account ▪ Give us your contact information <p>We also collect your personal information from other companies.</p>
Why can't I limit all sharing?	<p>Federal law gives you the right to limit only</p> <ul style="list-style-type: none"> ▪ sharing for affiliates' everyday business purposes—information about your creditworthiness ▪ affiliates from using your information to market to you ▪ sharing for nonaffiliates to market to you <p>State laws and individual companies may give you additional rights to limit sharing.</p>

Definitions

Affiliates	<p>Companies related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none"> ▪ Our affiliates include companies with a common "Madison" name; financial companies such as Madison Funds and MFD Distributor.
Nonaffiliates	<p>Companies not related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none"> ▪ Madison does not share with nonaffiliates so they can market to you.
Joint marketing	<p>A formal agreement between nonaffiliated financial companies that together market financial products or services to you.</p> <ul style="list-style-type: none"> ▪ Madison does not jointly market.

Other important information