

# Madison Investment Advisors, LLC

Disclosure Brochure

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

*March 2022*

[www.madisoninvestments.com](http://www.madisoninvestments.com)

**This brochure provides information about the qualifications and business practices of Madison Investment Advisors, LLC. 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, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

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## Summary of Material Changes to Disclosure Brochure

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The following summarizes for your reference changes to the firm's Disclosure Brochure since the most recent update of the brochure (Disclosure Brochure dated June 2021). Some or all 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 June 2021

- The "Our People" section was revised to note the Executive Committee structure, and new titles and roles of the Leadership Team.

**Additional information about Madison Investment Advisors also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

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## ADVISORY BUSINESS

### Our Firm and Its History

“Madison” and/or “Madison Investments” is the unifying tradename of Madison Investment Holdings, Inc., Madison Asset Management, LLC, and Madison Investment Advisors, LLC, which also includes the Madison Scottsdale office. Madison Funds are distributed by MFD Distributor, LLC. MFD Distributor, LLC is registered with the U.S. Securities and Exchange Commission (“SEC”) as a broker-dealer and is a member firm of the Financial Industry Regulatory Authority. Each Madison entity shares personnel and resources at our Madison, Wisconsin headquarters.

Based in Madison, Wisconsin, Madison 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, Wisconsin, Mequon, Wisconsin, Scottsdale, Arizona and Toronto, Ontario, Canada. Our insurance company asset management division located in Arizona operates as Madison Scottsdale and there is a separate Disclosure Brochure for Madison Scottsdale.

On June 11, 2021, Madison acquired the fixed-income assets of Reinhart Partners, Inc (“Reinhart”). The Fixed Income Portfolio Management Team joined Madison, and will continue to manage the Reinhart Fixed Income Strategies.

### 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 owned by its founder and employees.

### Our People

Madison is run by an Executive Committee. Madison has a deep and experienced leadership team that is led by the following individuals.

#### *Steven Carl* - Chief Distribution Officer

Mr. Carl is one of the Principals at Madison Investments and serves as Chief Distribution Officer and Chairman of the Executive Committee. He leads the firm’s Sales & Marketing teams and operates as a Key Account Manager. He is chair of the firm’s Executive Committee, a member of the Madison Investments Board of Directors, and board member on the Madison Investments Foundation. Steve started in the industry in 1996 and joined Madison Investments in 2003. Prior to joining Madison, he worked in a variety of roles at Coopers & Lybrand, LLC, Strong Capital Management and Hewitt Associates. He holds a B.B.A. from The University of Wisconsin–Madison, earned his CPA designation and is FINRA registered as a principal.

#### *Rich Eisinger* – Co-Head of Investments, Portfolio Manager

Mr. Eisinger serves as a mid-cap and large cap portfolio manager and analyst on Madison’s U.S. Equity Team. He is one of the Principals at Madison Investments and is Co-Head of Investments with a focus on the firm’s Equity Teams. He started in the financial services industry in 1994 and joined Madison in 1997. Rich is also a member of the firm’s Executive and Investment Risk Management Committees as well as the Board of Directors. He earned his J.D. from the University of Louisville and his MBA from Cornell University.

#### *Steven Fredricks - Chief Compliance Officer and Chief Legal Officer*

Mr. Fredricks serves as Madison's Chief Compliance Officer and Chief Legal Officer. Steve joined Madison in May 2018. Mr. Fredricks served as Senior Vice President and Chief Compliance Officer for Jackson National Asset Management, LLC and the "Jackson Funds." Previously, Mr. Fredricks served as Assistant General Counsel for Aid Association for Lutherans, and Secretary for the AAL Mutual Funds. Mr. Fredricks has a B.A. in Economics and Political Science from Marquette University, a J.D. from the Hamline University School of Law, attended the University of St. Thomas Graduate School of Business, and completed an international law program at the University of Oslo School of Law. Mr. Fredricks is a member of both the Massachusetts Bar and the Wisconsin Bar.

#### *Jill Friedow – Chief Technology Officer*

Jill Friedow serves as Madison Investments Director of Operations and is the firm's Chief Technology Officer. She joined Madison Investments in 1999 and has more than twenty years of industry experience. Prior to joining Madison Investments, Jill was an Operations Manager for Grady & Company, a Cleveland-based international investment advisor firm. She holds a BS from Iowa State University and an MBA from Kent State.

#### *Mark Henrickson – Chief Financial Officer*

Mr. Henrickson serves as Madison Investments Chief Financial Officer and is on the firm's Executive Committee. He joined Madison in 2013 and has over eight years of financial services experience. Prior to joining Madison Investments, Mark served as Chief Operating Officer and Chief Financial Officer at AquaMost. He also worked as a senior management at Broadwind Energy, a research analyst with Baird and a CPA with Deloitte. Mark holds a B.S. in accounting from the University of Wisconsin-Milwaukee.

#### *Paul Lefurgey – Co-Head of Investments*

Mr. Lefurgey is one of the Principals at Madison Investments and serves as Co-Head of Investments with a focus on the firm's Fixed Income and Multi-Asset Solutions Teams. He is on the firm's Executive Committee, a member of the Madison Fixed Income Team, and a member of the firm's investment risk management committee: Investment Strategy & Oversight Committee. He started in the financial services industry in 1988 and joined Madison in 2003. Paul is also a member of the Madison Investments Board of Directors and the Madison Funds Board of Directors. Paul was previously the Head of Fixed Income at MEMBERS Capital Advisors and Duff & Phelps Investment Management. He earned his bachelor's degree in accounting from Michigan State University.

### **The Investment Strategy Oversight Committee**

Certain members of the management team and senior portfolio managers also serve as members of Madison's Investment Strategy Oversight Committee ("Committee"), including Patrick Ryan (portfolio manager and member of Madison's Multi-Asset Solutions Team, Paul Lefurgey, Rich Eisinger, and Steven Fredricks. Mr. Ryan chairs the Committee. From an investment perspective, the Firm's Committee does a portfolio and positioning review. Portfolio managers present performance and attribution of each investment strategy. The portfolio managers are also required to provide details into the positioning of their portfolios. The Committee also assesses Firm wide risk as it relates to individual companies and issuers. The Committee reviews each process to make sure that portfolio managers are adhering to the investment philosophy and process. The Committee will generally review any decision to invest in new types of securities or engage in any type of trading that differs from previously followed procedures, policies or practices prior to implementation by the respective fixed income, equity, or asset allocation teams. Finally, the Committee will examine any legal, regulatory, or other developments which may impact the management of the portfolios. The Committee does not drive management of individual client portfolios and is charged more with determining macroeconomic trends, major influences in the markets, interest rates, Federal Reserve policy, inflation, currency influences, valuation metrics and risk/reward profiles for various markets and market sectors. The Committee provides a formal opportunity for cross team collaboration.

### **Our Services**

Our core expertise is active bond management (including corporate, government, and municipal bonds), risk-managed equity management (primarily common stocks), and customized multi-asset 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.

## **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.

As part of a wrap fee program (discussed below) or existing client relationship, we may manage accounts on a non-discretionary basis. For non-discretionary management in the wrap program context, we will normally only recommend securities for a model portfolio but have no or limited authority to effect account transactions. We also provide some non-discretionary management for certain credit union portfolios and institutional accounts.

## **Wrap Account Management**

We also manage client accounts through wrap fee and model account programs sponsored by brokers or consulting firms. These "sponsor" firms generally enter into contracts with their clients to provide a variety of services for a predetermined fee. These services typically include all or some of the following: outline of client goals and objectives, asset allocation study, selection of advisers where appropriate, payment of advisers' management fees, custody of client assets, execution of trades for the client at no additional fee or commission and the monitoring of the investment performance on client assets. We receive a portion of the wrap fee for our services. It is the responsibility of the sponsoring organization to notify the client of the services provided by Madison and the portion of the attributable fee paid for those services. As these programs are generally part of a multiple client program, they offer efficiencies to participating managers. As such, fees paid to us are lower than are otherwise available.

We manage our wrap fee accounts in the same manner as our other accounts. However, wrap fee accounts may have lower account minimums than our other accounts and, therefore, we may not be able to manage them identically to our larger accounts. For example, the smaller the size of the account, the less it is possible to efficiently hold certain small blocks of securities in the account.

## **Our Assets Under Management**

As of December 31, 2021, Madison Investment Advisors, LLC managed approximately \$19,427,234,565 (\$14,413,195,926 in assets on a discretionary basis and approximately \$5,014,038,639 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 \$25 billion in assets on a discretionary and non-discretionary basis as of December 31, 2021.

Madison Investment Advisors generally will not manage accounts on a non-discretionary basis unless done so as part of a wrap fee program or other sub-advisory relationship or for certain credit union or institutional portfolios.

## **FEES AND COMPENSATION**

### **Fee Schedules**

The fee schedule for advisory services is as follows.

<b>Separately Managed Account Fee Schedule</b>	
<b>Fixed Income Account Size (including Reinhart)</b>	<b>Advisory Fees</b>
On the first \$5 million	0.50% annually
On the balance	0.40% annually

<b>Separately Managed Accounts</b>	
<b>Equity and Balanced Account Size</b>	<b>Advisory Fees</b>
On the first \$15 million	0.80% annually
On the balance	0.60% annually

<b>Separately Managed Account Fee Schedule</b>	
<b>International Equity Account Size</b>	<b>Advisory Fees</b>
On the first \$50 million	0.75% annually
Next \$100 million	0.50% annually
On the balance	0.40% annually

Depending on circumstances, fees may be subject to negotiation. Among items for consideration when negotiating fees, Madison may consider:

- The nature of the relationship with the client (e.g. institutional or private client);
- The existence of another account relationship with the client;
- The total value of assets managed or expected to be managed;
- Unique or special conditions specific to a client;
- The client's portfolio guidelines;
- The client's servicing requirements;
- The client's relationship to the firm; and/or
- Asset type or other investments.

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.

*Wrap Accounts.* Fees charged to clients whose assets are held in wrap accounts are set forth in the sponsor's wrap fee brochure and/or client agreement. From this fee, the sponsor pays us for our advisory services to the client. The fee that we receive varies and may be affected by several factors including account size and distribution fees received from unaffiliated fund companies.

### **How We Are Paid**

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

Clients in certain wrap fee programs may be billed monthly or in another manner by the wrap program sponsor.

### **Other Fees You Should Understand**

We do not custody client assets. Therefore, each client must appoint a custodian and may be required to pay custodian fees. Also, except with respect to clients in wrap fee programs, 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.)

### **Refunds of Advance Fees Paid**

We may not change our fees without sixty (60) 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 typically do not exercise our discretion to invest non-investment company client assets in our affiliated funds. For the convenience of such clients, we may hold shares of our affiliated mutual funds (or any closed-end fund we manage) in client accounts so that clients will have a complete picture of their assets. 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, as amended ("Advisers Act") 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 investment advisory services to a variety of clients, including individuals, pension and profit-sharing trusts, insurance companies, foundations, charitable organizations and other "institutional clients," such as mutual funds. A representative client list is available upon request.

Outside of formalized wrap account programs, our minimum account size is typically \$500,000 for equity portfolio management and \$1,000,000 for fixed-income portfolio management. 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

**Asset Allocation Strategies.** We provide our asset allocation clients with asset allocation recommendations using a wide range of mutual funds and exchange-traded funds ("ETFs") based on proprietary asset allocation models. To be included, an investment must not only meet certain objective criteria, including performance, expenses, volatility, and duration of track record, but 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, in addition to the fees due to Madison for its investment advisory and other services provided with regard to the program, Madison will also be entitled to investment advisory fees and in certain circumstances, servicing fees, for its services to these proprietary funds. Madison will not invest more than 20% of any non-investment company asset allocation account (at time of purchase) in mutual funds managed by Madison.

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 fund shares subject to a sales load that were



purchased and transferred into an asset allocation account are subject to all fees and charges that are normally charged on mutual fund shares held within the account). Mutual funds that have 12b-1 fees may be purchased in an asset allocation account. Any 12b-1 fees paid by those mutual funds attributable to an asset allocation account investment will be paid to the client's custodian, if it is a broker/dealer, or directed broker which serves as the client's executing broker. This does not increase the cost of investment to asset allocation clients, but it does provide an incentive to use such funds within asset allocation strategy accounts over alternative funds that do not have such arrangements. In fact, it is possible that if mutual funds are used in an asset allocation account that do not have 12b-1 fees that are payable to or revenue-sharing agreements with the client's custodian or directed broker, additional fees may be assessed against Madison or the client. While Madison believes it has tremendous latitude (open architecture) as it implements its asset allocation strategies and investment insights, clients should be aware that although those funds that do not have such arrangements may be considered when making allocation decisions, they are not normally so considered if additional fees or charges would be assessed against Madison or the client. More complete information about mutual funds purchased on behalf of clients in asset allocation accounts is contained in the relevant prospectus of each such fund, which is provided to clients at the time of purchase.

**Options and Covered Call Strategies.** For a thorough description of the various options-related strategies we provide for our investment company clients, please refer to the applicable prospectus and other disclosure materials for the respective investment companies we manage that have adopted option strategies.

**Fixed-Income Strategies.** We employ a top-down investment process that focuses on capital preservation through active management of the following key fixed income risks: duration posture, yield curve positioning, industry/sector allocation, quality and security selection.

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.

**Reinhart Fixed Income Strategies.** Quality, stability, and predictability are the hallmarks of the Reinhart fixed income strategies and philosophy. Each of these attributes is described as follows:

- **Quality:** We believe in building high-quality, investment grade fixed income portfolios of treasury, agency, high-quality corporate, asset-backed, and/or municipal bonds.
- **Stability:** Interest rate risk is the most prevalent risk in any fixed income portfolio. We feel that it is difficult to predict short-term movement in interest rates. Generally, we build portfolios with durations similar to those of the chosen benchmark to avoid wild performance swings relative to the appropriate index.
- **Predictability:** Bonds play an important role in managing cash flows and providing diversification within an overall investment plan. We seek to construct portfolios with very predictable cash flows.

Our portfolio managers are heavily involved in fundamental research. In addition, our entire fixed income team formally meets at least monthly to review economic trends, portfolio positioning, and changes in the credit fundamentals of issuers held in client portfolios. Potential changes to portfolio positioning are also discussed.

We utilize a three-step process to determine suitability for inclusion in the portfolio. First, we examine the credit ratings of the issue in question. We view this as an outsider's perspective of the credit quality of the issuer in question. Second, we have developed a real-time database which tracks the movements of each issuer's securities in numerous markets. This provides us with the market's perspective of each issuer. Third, and most importantly, is our internal research. We have developed our "Causes of Financial Distress Methodology" to determine an issuer's credit quality. Within this methodology, we seek to identify any factors that have the ability to create financial distress for a given issuer. We then assess the exposure of each issuer to the potential causes of distress.

If the exposure is sufficiently low, the issuer is classified as acceptable for inclusion in the portfolio. In-depth credit research is performed for all issuers on our core holdings list.

**Equity Strategies.** 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. 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.

The number of holdings in a typical client “Large Cap Equity” account will 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 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 client “Mid Cap Equity” portfolio 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 \$50 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 the “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. 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.

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.

The “Small Cap Equity” portfolio invests primarily in a diversified mix of common stocks of small cap U.S. companies that are believed to be undervalued by various measures and offer sound prospects for capital appreciation. “Small cap” is defined as those companies with market capitalizations of between \$100 million and \$15 billion. For this strategy Madison employs bottom-up fundamental research analysis to identify stocks of businesses that are selling at what it believes are substantial discounts to prices that accurately reflect their future earnings prospects. Madison conducts extensive research on each prospective investment using a five-pillar analysis process to

evaluate companies as potential investments for the portfolio. Investments that meet most of the criteria are added to a list of similar companies to be monitored by Madison.

Companies meeting all five pillars may be added to the Small Cap Equity portfolio. The five pillars of the analysis are: (1) strong business traits, (2) defensible market niche, (3) attractive growth potential, (4) capable management, and (5) discount to private market value. In reviewing companies, Madison applies the characteristics identified above on a case-by-case basis as the order of importance varies depending on the type of business or industry and the company being reviewed. As a result of employing the five-pillar analysis, the portfolio may hold cash opportunistically, particularly during periods of market uncertainty when investments meeting all five pillars may be difficult to identify.

The Small Cap Equity investment strategy reflects Madison's general "Participate and Protect®" investment philosophy. Madison's expectation is that investors 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 Madison's expectations regarding this investment strategy will be realized.

Of course, these descriptions only illustrate Large Cap, Mid Cap, and Small Cap Equity accounts. Accounts managed as "Large Cap Growth Equity," "Large Cap Value Equity," "Covered Call 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.

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

**International Equity Strategies.** The Madison International Equity Strategy seeks to identify companies that have consistently exhibited the ability to maintain a competitive market advantage through innovative product design, exceptional management, strong market share and superior profitability. These companies have a true franchise with the potential to generate various degrees of economic rents while growing faster than the economy. Short-term variations in results, expectations and capital markets produce numerous opportunities to acquire shares in these companies at valuations that the team deems attractive relative to their forecast long-term prospects.

The team is comprised of patient, long-term investors and as a result, they are much less concerned with the movements of share prices and market trends than with the inherent value of consistently growing companies, with strong products and sound management.

### **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 fund.

Cash sweeps generally fall into three categories: (1) government money market funds, (2) prime rated money market funds (commercial paper), (3) tax-exempt money market funds (municipal vehicles), and (4) bank sweeps. 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 herein 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**

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.

*General Risk of Investing in Securities.* While investments in stocks and bonds have been keystones in wealth building and management for more than one-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, International 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 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**

Madison Investment Holdings, Inc. is our parent company. The insurance company asset management division of Madison Investment Advisors, LLC operates under the name Madison Scottsdale (d/b/a Madison Scottsdale). Madison Asset Management, LLC is an investment adviser registered with the SEC. The Reinhart Portfolio Management Team is based in Mequon, Wisconsin. Each "Madison" entity shares personnel and resources at our Madison, Wisconsin offices.

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

## **Sub-advisory 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. To avoid any potential conflict of interest, we will not charge different fees to any client for amounts managed by our affiliates in a sub-advisory capacity in this manner. Of course, because of the affiliation, we indirectly receive a portion of any sub-advisory fees we pay to our affiliates to manage assets in this manner.

## **Investment Company Affiliates**

Our affiliate, Madison Asset Management, LLC, acts as investment adviser to the Madison Funds and Ultra Series Fund. In addition to these mutual funds, Madison Asset Management, LLC is the investment adviser to the Madison Covered Call & Equity Strategy Fund, a closed-end fund traded on the New York Stock Exchange. Some of our officers hold offices in each of the investment companies affiliated with Madison Asset Management, LLC. Paul Lefurgey serves as Trustee of Madison Funds.

As an affiliated company, we receive management fees indirectly through Madison Asset Management, LLC 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. Several 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 or are being traded 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. As a general guideline, 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 or any investment company or is in the process of being acquired or sold for a client or mutual fund. 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, and securities that we will not purchase for clients.

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 herein). 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 also invest in private placements and similar non-public offerings, some of which we may also recommend as a non-discretionary investment to certain clients of our firm or its affiliates for which such investment (“alternative investments”) might be suitable. If investments in alternative investments are both suitable to you and an otherwise permissible investment in your account, 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 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 several 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."

For accounts utilizing one or more of the firm's asset allocation strategies, 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 block 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. (Mutual fund securities traded in client accounts are transacted at net asset value, so blocking of transactions is not necessary for accounts holding such securities.)

For transactions in securities other than mutual fund shares, 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, if we determine that a particular "wrap" program sponsor (or 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 sponsor's (or designated broker's) transactions after those of other, similarly situated programs (or 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. Also, because we share our back-office functions with our affiliates at our Wisconsin headquarters, in the unlikely event that one of our affiliates seeks to trade the same security as we are trading, the security would be traded first for the accounts of the first firm whose portfolio managers provided the trade instructions to our shared trading desk.

### **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, as amended. 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 as described in the "Trade Allocation Practices" discussion herein.

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. Generally, 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. 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, 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 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 constitutes payment by a broker, in full or in part, for research services provided by third parties. Both types of research may involve electronically 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 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 at least 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**

Most accounts accepted by Madison are “Managed Accounts,” meaning Madison has investment discretion over those accounts. Madison will not accept individual security instructions and will not place trades at the direction of the client in a Managed Account, except in very limited circumstances. 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 for settlement at the client’s designated custodian pursuant to the client’s negotiated broker commission schedule. Although we will relay such information, it is the client’s responsibility to contact his/her/its broker 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 and that any such instructions may not be communicated to the client’s designated broker 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 to ensure that the client-directed trade was communicated correctly. Clients should contact Madison and the client's broker 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. 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 may include 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 offer to furnish account reports to non-wrap account clients on a quarterly basis (wrap account clients receive their client reports from the sponsor of their wrap account). Our non-wrap 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 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.

## **PERFORMANCE PRESENTATION STANDARDS**

The firm claims compliance with the Global Investment Performance Standards (GIPS®). The firm is a registered investment adviser. To receive a list of composite descriptions and/or a presentation that complies with the GIPS standards, contact us at the address and/or phone number on the front page of this brochure.

## **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).

**Disclosure Brochure Supplement  
Madison Investment Advisors, LLC  
550 Science Drive  
Madison, WI 53711  
800-767-0300  
March 2022**

**Cover Page**

**This brochure supplement provides information about Peter Altobelli, Maya Bittar, John Brown, Steve Cherrier, Ramy “Ray” DiBernardo, Katherine Doyle, Stuart Dybdahl, Richard Eisinger, William Fain, Faraz Farzam, William Ford, Douglas Fry, Aaron Garcia, Dave Geisler, Matthew Goetzinger, David Hottmann, Connor Jones, Drew Justman, Ajla Kavacovic, Paul Lefurgey, Adam Lynch, Joe Maginot, Jeffrey Matthias, Donald Miller, Sarah Molitor, Peter Montelbano, Christopher Nisbet, Allen Olson, Michael J. Peters, Reece Piotter, Gregory Poplett, Andy Romanowich, Alyssa Rudakas, Patrick Ryan, Michael Sanders, Chris Schroeder, Alan Shepard, Patrick Tan, Thomas R.H. Tibbles, Haruki Toyama, and Michael Wachter that supplements the Madison Investment Advisors, LLC disclosure brochure. You should have received a copy of that brochure. Please contact Client Services at 800-767-0300 if you did not receive Madison’s brochure or if you have any questions about the contents of this supplement.**

**Additional information about John Brown, Ramy “Ray” DiBernardo, David Hottmann, Paul Lefurgey, Jeffrey Matthias, Christopher Nisbet, Michael J. Peters, Gregory Poplett, Patrick Ryan, and Haruki Toyama is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

“Madison” is the unifying tradename of Madison Investment Holdings, Inc., Madison Asset Management, LLC, and Madison Investment Advisors, LLC, which also includes the Madison Scottsdale office. This brochure identifies employees who have significant responsibility and discretionary authority over client assets along with those who formulate investment advice for clients and have direct client contact. Clients may also routinely interact with employees who are not permitted by the firm to formulate investment advice for clients, however, those employees are not identified in this brochure supplement.

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# Peter Altobelli

## **Educational Background and Business Experience**

Peter Altobelli, Portfolio Manager and Credit Analyst, born 1972, holds a BBA in Finance from the University of Wisconsin-Madison. Mr. Altobelli is also a CFA charterholder.<sup>1</sup> He is a member of Reinhart's Fixed Income Team, and joined Madison in June 2021.

Mr. Altobelli has almost 20 years of experience in the financial services industry and began working at Reinhart Partners, Inc. in 2002.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

Madison client accounts are subject to routine peer and supervisory review by the investment and client services teams at Madison. The Chief Executive Officer of Madison is ultimately responsible for supervision of investment advice provided to clients. Madison maintains a comprehensive compliance program intended to help the firm comply with applicable Federal securities laws. If you have questions or complaints about the handling of your account at Madison or would like appropriate redress for your complaints without having to go through the person that is the focus of your complaint, please contact Steve Carl, Chief Distribution Officer of Madison, at 800-767-0300. You may also contact our Chief Compliance Officer, Steven Fredricks at 800-767-0300.

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# Maya Bittar

## **Educational Background and Business Experience**

Maya Bittar, Portfolio Manager, born 1962, holds a BBA in Accounting, and MBA in International Business and an MS in Finance from the University of Wisconsin-Madison. Ms. Bittar is also a CFA charterholder.<sup>2</sup> She is a member of Madison's U.S. Equity Team.

Ms. Bittar has more than 30 years of experience in the financial services industry with over 20 years as a Portfolio Manager. She specializes in personalized portfolio management for Madison's private clients and manages the Disciplined Equity strategy. Prior to joining Madison in 2018, Ms. Bittar previously worked as a multi-sector analyst at Artisan Partners and as a Portfolio Manager at Wellington Management.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# John Brown

## **Educational Background and Business Experience**

John Brown, Portfolio Manager, born 1961, earned his BS in Finance and Computer Science from Northern Illinois University and an MBA from the University of Wisconsin-Madison. He is a CFA charterholder<sup>3</sup> and a member of Madison's U.S. Equity Team. Mr. Brown joined Madison in July 2009 from MEMBERS Capital Advisers ("MCA") where he served in a similar capacity as he does with Madison for over 10 years as Managing Director, Portfolio Manager Equities. Prior to MCA, he was a Portfolio Manager for Montgomery Asset Management in San Francisco.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Steve Cherrier

## **Educational Background and Business Experience**

Steve Cherrier, Insurance Portfolio Manager, born 1957, earned his BS in Finance from St. Cloud University and is a CFA Charterholder.<sup>4</sup> For the 24 years prior to joining Madison in 2014, Mr. Cherrier was the Chief Investment Officer for Blue Cross Blue Shield of North Carolina, where he managed over \$4 billion in assets. Mr. Cherrier has considerable experience in insurance company asset allocation, risk analysis, regulatory and total return management. He has served as an officer and board member in the North Carolina Financial Analyst Society and President of the BCBSNC Credit Union. Mr. Cherrier has over 34 years investment management experience in managing insurance company, bank and trust fixed income portfolios.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Ramy “Ray” DiBernardo

## **Educational Background and Business Experience**

Ray DiBernardo, Portfolio Manager, born 1962, holds a BA from the University of Western Ontario and is a CFA charterholder.<sup>5</sup> Mr. DiBernardo is a member of Madison’s U.S. Equity Team.

Prior to joining Madison in 2003, he was employed at Concord Trust in Chicago, IL, as well as a Toronto-based international equity firm.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# **Katherine Doyle**

## **Educational Background and Business Experience**

Katherine Doyle, Portfolio Manager and Credit Analyst, born 1975, holds a B.A. in International Affairs from Colorado College and a M.B.A. from Marquette University. She is a member of Reinhart's Fixed Income Team, and joined Madison in June 2021.

Ms. Doyle has over 20 years of experience in the financial services industry and began working at Reinhart Partners, Inc. in 1998.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Stuart Dybdahl

## **Educational Background and Business Experience**

Stuart Dybdahl, Associate Portfolio Manager/Analyst, born in 1992, holds a B.A. in accounting and business management from Luther College. Mr. Dybdahl is a CFA charterholder<sup>6</sup>, a CAIA Charterholder, and is FINRA registered.

Mr. Dybdahl has been in the financial services industry for 8 years and joined Madison in 2015.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# **Richard Eisinger**

## **Educational Background and Business Experience**

Richard Eisinger, Co-Head of Investments and Portfolio Manager, born 1965, obtained a JD from the University of Louisville School of Law and an MBA in Finance from Cornell University's Johnson Graduate School of Management. He is a senior member of Madison's U.S. Equity Team, and a member of the Board of Directors of Madison Investment Holdings, Inc.

Mr. Eisinger joined Madison in 1997.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# **William Fain**

## **Educational Background and Business Experience**

William Fain, Insurance Portfolio Manager, born 1966, holds a BS in Finance from the University of Rhode Island and an MBA in Finance from Michigan State University. Mr. Fain joined Madison in 2002 with approximately two decades of experience managing taxable and tax-advantaged portfolios for insurance companies. He previously held the position of Vice President of Portfolio Management at a large, multi-line insurance consortium where he managed various affiliated company and external insurance client portfolios and spent several years prior to that managing the treasury operations for a regional property and casualty insurance company.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Faraz Farzam

## **Educational Background and Business Experience**

Faraz Farzam, Portfolio Manager, born 1973, holds a BS in Finance from the University of Wisconsin and is a CFA charterholder.<sup>7</sup> He is a member of Madison's U.S. Equity Team. Mr. Farzam started work in the financial services in 1999. Prior to joining Madison, Mr. Faraz worked at Strong Capital Management, and was a Portfolio Manager at Broadview Advisors for their small cap and all cap strategies.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# William Ford

## **Educational Background and Business Experience**

William Ford, Portfolio Manager and Credit Analyst, born 1973, holds a BS in Industrial Engineering from Stanford University, a MS in Industrial Engineering from Stanford University, and an MBA in Finance from the Kellogg School of Management at Northwestern University. Mr. Ford is also a CFA charterholder.<sup>8</sup> He is a member of Reinhart's Fixed Income Team, and joined Madison in June 2021.

Mr. Ford has over 15 years of experience in the financial services industry and began working at Reinhart Partners, Inc. in 2005.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Douglas Fry

## **Educational Background and Business Experience**

Douglas Fry, Portfolio Manager, born 1964, holds a BBA in Finance from the University of Wisconsin-Whitewater and an EMBA from Marquette University. Mr. Fry is also a CFA charterholder.<sup>9</sup> He is a member of Reinhart's Fixed Income Team, and joined Madison in June 2021.

Mr. Fry has over 20 years of experience in the financial services industry and began working at Reinhart Partners, Inc. in 2001.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Aaron Garcia

## **Educational Background and Business Experience**

Aaron Garcia, Portfolio Manager, born 1977, holds a BA in Chemistry from Rice University and is a CFA charterholder.<sup>10</sup> He is a member of Madison's U.S. Equity Team. Mr. Garcia started work in the financial services in 2002. Prior to joining Madison, Mr. Garcia worked at Stifel Nicolaus, and was a Portfolio Manager at Broadview Advisors for their small cap and all cap strategies.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Dave Geisler

## **Educational Background and Business Experience**

Dave Geisler, Portfolio Manager, born 1974, holds a BA in Economics from the University of California, San Diego, and a MNA from the University of California, Berkley with certificates in Management of Technology, and Entrepreneurship. He is a member of Madison's U.S. Equity Team. Mr. Geisler started work in the financial services in 2004. Prior to joining Madison, Mr. Geisler worked at Lateef Investment Management, Artisan Partners, and Cowen and Company.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Matthew Goetzinger

## **Educational Background and Business Experience**

Matthew Goetzinger, Senior Analyst, born 1977, serves as a Senior Equity Analyst on Madison's U.S. Equity team with an emphasis on Large Cap and Mid Cap stocks. He started in the financial services industry in 2004 and joined Madison in 2022. Prior to joining Madison, Mr. Goetzinger worked for the Hawk Center for Investment Analysis where he was a Lecturer and Advisor and previously spent over 14 years at Fiduciary Management, Inc. where he was a Portfolio Manager, Senior Equity Analyst and Partner. He graduated from the University of Wisconsin-Madison with a BBA in Finance, Investment & Banking, Economics and French, and a Masters of Science in Finance, Investment and Banking. Matthew is a graduate of The University of Wisconsin Applied Security Analysis Program. He is a member of Madison's U.S. Equity Team, and he is a CFA charterholder.<sup>11</sup>

Mr. Goetzinger joined Madison in 2022.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# David Hottmann

## **Educational Background and Business Experience**

David Hottmann, Portfolio Manager, born 1959, is a graduate of the University of Wisconsin. Mr. Hottmann is a CFA charterholder.<sup>12</sup> He is a senior member of Madison's Multi-Asset Solutions Team.

Prior to joining Madison in 2009, he was the chief investment officer at ACS Johnson Investment Advisors.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Connor Jones

## **Educational Background and Business Experience**

Peter Montelbano serves as an analyst on Madison's U.S. Equity Team. He started in the financial services industry in 2010 and joined Madison in 2021. Prior to joining Madison, he was an Equity Analyst at Argent Capital Management. He earned his BBA in finance and MBA from the University of Wisconsin-Madison, specializing in the Applied Security Analysis Program.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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## **Drew Justman**

### **Educational Background and Business Experience**

Drew Justman, Portfolio Manager, born 1977, received his BBA in Finance and Economics in 2000 and an MS in Finance in 2005 from the University of Wisconsin and is a CFA charterholder.<sup>13</sup> He is a member of Madison's U.S. Equity Team.

Prior to joining Madison, Mr. Justman was with Merrill Lynch.

### **Disciplinary Information**

Not applicable.

### **Other Business Activities**

Not applicable.

### **Additional Compensation**

Not applicable.

### **Supervision**

Madison client accounts are subject to routine peer and supervisory review by the investment and client services teams at Madison. The Chief Executive Officer of Madison is ultimately responsible for supervision of investment advice provided to clients. Madison maintains a comprehensive compliance program intended to help the firm comply with applicable Federal securities laws. If you have questions or complaints about the handling of your account at Madison or would like appropriate redress for your complaints without having to go through the person that is the focus of your complaint, please contact Steve Carl, Chief Distribution Officer of Madison, at 800-767-0300. You may also contact our Chief Compliance Officer, Steven Fredricks at 800-767-0300.

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# **Ajla Kavacovic**

## **Educational Background and Business Experience**

Ajla Kavacovic, Associate Portfolio Manager and Credit Analyst, born 1987, holds a BBA in Finance from the University of Wisconsin-Milwaukee and an MBA from Cardinal Stritch. She is a member of Reinhart's Fixed Income Team, and joined Madison in June 2021.

Ms. Kavacovic began working in the financial services industry at Reinhart Partners, Inc. in 2011.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Paul Lefurgey

## **Educational Background and Business Experience**

Paul Lefurgey is the Co-Head of Investments at Madison. Paul was born in 1964, graduated from Michigan State University with a BA in Accounting and is a CFA charterholder.<sup>14</sup> He is a member of Madison's Fixed Income Team. Mr. Lefurgey is a member of the Madison Board of Directors.

Prior to joining Madison in 2005, he was employed at MEMBERS Capital Advisors, Inc. in Madison, Wisconsin as Head of Fixed Income.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Adam Lynch

## **Educational Background and Business Experience**

Adam Lynch, Portfolio Manager and Credit Analyst, born 1985, holds a BBA in Finance from the University of Wisconsin-Milwaukee. He is a member of Reinhart's Fixed Income Team, and joined Madison in June 2021.

Mr. Lynch began working in the financial services industry at Reinhart Partners, Inc. in 2007.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Joe Maginot

## **Educational Background and Business Experience**

Joe serves as a large cap portfolio manager and analyst on Madison's U.S. Equity Team. He started in the financial services industry in 2012 and joined Madison in 2019. Prior to joining Madison, he was an Investment Analyst at Zuckerman Investment Group. Joe earned his B.A. in chemistry and minor in economics from Indiana University.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Jeffrey Matthias

## **Educational Background and Business Experience**

Jeffrey “Jeff” Matthias, Portfolio Manager, born 1964, received his BS in Finance from the University of Wisconsin – Platteville and an MBA in Finance from the University of Wisconsin – Whitewater. He is a CFA charterholder.<sup>15</sup> He is a member of Madison’s Fixed Income Team.

Prior to joining Madison in 2011, he spent three years in a global capacity developing and executing strategies in partnership with CFA Institute member societies and prior to that served 14 years as a fixed income Portfolio Manager at American Family Insurance in Madison, WI.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Donald Miller

## **Educational Background and Business Experience**

Mr. Donald Miller, born in 1966, earned a BA in Finance from Creighton University and a General Banking degree from the University of Illinois. Mr. Miller also earned a MBA from Bradley University, and is a CFA charterholder.<sup>16</sup> Miller joined Madison in 2010 with over 20 years of insurance company and bank investment management experience. Mr. Miller managed both the fixed income and equity portfolios for Illinois Mutual Life Insurance Company for 15 years prior to joining Madison Scottsdale. He previously served as an investment officer and Portfolio Manager for Bank One Investment Advisors in central Illinois.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# **Sarah Molitor**

## **Educational Background and Business Experience**

Sarah Molitor, Portfolio Manager and Credit Analyst, born 1986, holds a BS in Marketing and International Business from Marquette University. Ms. Molitor is also a CFA charterholder.<sup>17</sup> She is a member of Reinhart's Fixed Income Team, and joined Madison in June 2021.

Ms. Molitor began working in the financial services industry at Reinhart Partners, Inc. in 2009.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Peter Montelbano

## **Educational Background and Business Experience**

Peter serves as an analyst on Madison's U.S. Equity Team. He started in the financial services industry in 2010 and joined Madison in 2021. Prior to joining Madison, he was an Equity Analyst at Argent Capital Management. He earned his BBA in finance and MBA from the University of Wisconsin-Madison, specializing in the Applied Security Analysis Program. He is a CFA charterholder.<sup>18</sup>

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Christopher Nisbet

## **Educational Background and Business Experience**

Christopher “Chris” Nisbet, Portfolio Manager, born 1968, graduated from the University of Wisconsin in 1990 with a BS in Economics and an MS in Finance and Banking in 1998 and is a CFA charterholder.<sup>19</sup> Mr. Nisbet is a member of Madison’s Fixed Income Team.

Mr. Nisbet joined Madison in 1992.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Allen Olson

## **Educational Background and Business Experience**

Allen Olson, Portfolio Manager, born 1973, earned his BS in Economics from the University of Wisconsin – Green Bay and an MS in Management from the University of Wisconsin – Milwaukee. He is a CFA charterholder<sup>20</sup> and a member of Madison’s Fixed Income Team. Mr. Olson joined Madison in 2002 and has been working in the financial services industry since 1998.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Michael J. Peters

## **Educational Background and Business Experience**

Michael “Mike” Peters, Portfolio Manager, born 1964, graduated from Valparaiso University in 1986 with a BS in Business Administration. He received his MBA degree from Indiana University in 1989 in Finance and Accounting. He is a CFA charterholder.<sup>21</sup> Mr. Peters is a member of Madison’s Fixed Income Team.

Mr. Peters joined Madison in 1997.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Reece Piotter

## **Educational Background and Business Experience**

Reece Piotter, Associate Portfolio Manager and Credit Analyst, born 1996, holds a BBA in Finance from the University of Wisconsin-Milwaukee. Mr. Piotter is currently a Level 1 candidate for the CFA designation. He is a member of Reinhart's Fixed Income Team, and joined Madison in June 2021.

Mr. Piotter began working in the financial services industry at Reinhart Partners, Inc. in 2020.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Gregory Poplett

## **Educational Background and Business Experience**

Gregory “Greg” Poplett, Portfolio Manager, born 1957, graduated from Illinois State University with a BS in Business in 1979 and with an MBA from Western Illinois University in 1981. He is a CFA charterholder.<sup>22</sup> Mr. Poplett is a member of Madison’s Fixed Income Team.

Mr. Poplett joined Madison in 2004 and was previously with Voyageur Asset Management in Minneapolis, MN.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Andy Romanowich

## **Educational Background and Business Experience**

Andy Romanowich, Portfolio Manager, born 1979, received his BBA in Finance and Economics in 2002 and an MS in Finance in 2003 from the University of Wisconsin, specializing in the Applied Security Analysis Program. He is a CFA charterholder<sup>23</sup> and a member of Madison's U.S. Equity Team.

Andy has been working in the financial services industry since 2004. Prior to joining Madison in 2009, he worked in equity analyst roles for MEMBERS Capital Advisers and Morgan Stanley.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Alyssa Rudakas

## **Educational Background and Business Experience**

Alyssa began her career in 2009 at Dundee Securities Corporation where she worked as a licensed sales assistant. In 2011, she joined Hansberger (a previous affiliate of Madison) as a research associate and was responsible for supporting various research analysts with a variety of sector coverages. Alyssa is a Portfolio Manager at Madison and a member of the International Equity Team. In her current role she is responsible for multi-sector coverage for the International Equity and International Equity ADR strategies.

Alyssa was born in 1987. She holds a Bachelor of Commerce degree from the University of Calgary, is a CFA charterholder<sup>24</sup> and a member of the CFA Society Toronto.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Patrick Ryan

## **Educational Background and Business Experience**

Patrick Ryan, Portfolio Manager, born 1979, Mr. Ryan graduated from the University of Wisconsin with a BBA in Finance and is a CFA charterholder.<sup>25</sup> Mr. Ryan is a member of Madison's Multi-Asset Solutions Team.

Mr. Ryan joined Madison in July 2009 from MEMBERS Capital Advisors, Inc, Madison, WI, where he was a Senior Analyst.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Michael Sanders

## **Educational Background and Business Experience**

Mike Sanders, Head of Madison Fixed Income and Portfolio Manager, born 1981, Mr. Sanders graduated with a BBA from St. Norbert College, MS in economics from Marquette University and a MBA with honors from the University of Chicago Booth School of Business and is a CFA charterholder.<sup>26</sup> Mr. Sanders is a member of Madison's Fixed Income Team.

Mr. Sanders joined Madison in 2013 from Ziegler Lotsoff Capital Management where he was a fixed income Portfolio Manager and analyst.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# **Chris Schroder**

## **Educational Background and Business Experience**

Chris Schroeder, Portfolio Manager and Credit Analyst, born 1971, holds a B.S. in Mathematics from the University of Wisconsin and a MBA from Edgewood College.

Mr. Schroeder began working in the financial services industry in 1997, and joined Madison in 2015.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Alan Shepard

## **Educational Background and Business Experience**

Alan Shepard, Portfolio Manager and Credit Analyst on Madison's Fixed Income Team, born 1966, earned his B.S. in finance and economics from the University of Delaware in 1988 and his MBA from the University of Wisconsin-Madison in 2011, specializing in the Applied Security Analysis Program. Alan has been working in the financial services industry since 1988 and joined Madison in 2011. He is a CFA charterholder.<sup>27</sup>

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Patrick Tan

## **Educational Background and Business Experience**

Patrick began his investment career in 1994. Before joining Hansberger (a previous affiliate of Madison) in 1999, Patrick worked with Tom Tibbles at Indago Capital Management as a portfolio analyst. In that role, Patrick was responsible for quantitative analysis of portfolios, program trading, research technology, database management and performance measurement. Patrick is a Portfolio Manager at Madison and a member of the International Equity Team. He assists in the management of client accounts in the International Equity strategy and has research coverage responsibility for certain areas that may change from time to time.

Patrick was born in 1967. He earned a BA Degree in Commerce and Economics from the University of Toronto in 1991.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

Madison client accounts are subject to routine peer and supervisory review by the investment and client services teams at Madison. The Chief Executive Officer of Madison is ultimately responsible for supervision of investment advice provided to clients. Madison maintains a comprehensive compliance program intended to help the firm comply with applicable Federal securities laws. If you have questions or complaints about the handling of your account at Madison or would like appropriate redress for your complaints without having to go through the person that is the focus of your complaint, please contact Steve Carl, Chief Distribution Officer of Madison, at 800-767-0300. You may also contact our Chief Compliance Officer, Steven Fredricks at 800-767-0300.

# Thomas R. H. Tibbles

## **Educational Background and Business Experience**

Tom began his investment career in 1986. Tom headed up the Global Equity Team at Indago Capital Management in Toronto, an affiliate of Canada Life. In 1999, Tom joined Hansberger (a previous affiliate of Madison), where he was Managing Director – Canada and Chief Investment Officer for the firm’s investment team.

Tom is Head of International Equity Team, Portfolio Manager/Analyst at Madison and focuses on the firm’s International Equity Strategy. Tom was responsible for creating the investment philosophy and process for, as well as establishing, the team. Tom is responsible for the investment strategy, oversight and implementation of the team’s investment philosophy and process and manages client accounts in our International Equity and International Equity ADR strategies Tom was born in 1963. He earned a Bachelor of Commerce Degree with distinction from the University of Toronto, Trinity College in 1986. While attending the University of Toronto, he was awarded the Martin R. Lindsay Scholarship for performance in advanced finance and a Trinity College Scholarship for overall performance. He is a CFA charterholder<sup>28</sup>, and a member of the CFA Society Toronto.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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<sup>28</sup> The CFA designation is a mark of distinction that is globally recognized by employers, investment professionals, and investors as the definitive standard by which to measure serious investment professionals. The CFA Program reflects a broad Candidate Body of Knowledge™ developed and continuously updated by active practitioners in countries around the world to ensure that charterholders possess knowledge grounded in the real world of today’s global investment industry. To become a CFA charterholder, an individual must be a member of the CFA Institute and pass the CFA Program Level I, Level II, and Level III exams. Once becoming a charterholder, the individual must comply with CFA Institute requirements to maintain his or her status.

# Haruki Toyama

## **Educational Background and Business Experience**

Haruki Toyama, Director of U.S. Equities and Portfolio Manager, born 1971, graduated with a BA from Brown University and an MBA from Cornell University. Mr. Toyama serves as a Portfolio Manager on Madison's U.S. Equity Team and has over two decades of experience in investment management. Prior to re-joining Madison, he was co-founder and President of Marcus Asset Management in Milwaukee where he was Portfolio Manager of a long/short hedge fund. He was a member of Madison's equity team from 2002-2004 following portfolio management and analyst roles at MFS Investment Management and David L. Babson & Company.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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# Michael Wachter

## **Educational Background and Business Experience**

Michael Wachter, Head of Reinhart Fixed Income and Portfolio Manager, born 1966, holds a BBA in Finance from the University of Wisconsin-Madison and an MBA from Marquette University. Mr. Wachter is also a CFA charterholder.<sup>29</sup> He is a member of Reinhart's Fixed Income Team, and joined Madison in June 2021.

Mr. Wachter has over 20 years of experience in the financial services industry and began working at Reinhart Partners, Inc. in 1997.

## **Disciplinary Information**

Not applicable.

## **Other Business Activities**

Not applicable.

## **Additional Compensation**

Not applicable.

## **Supervision**

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## 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?
<b>For our everyday business purposes</b> —such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes	No
<b>For our marketing purposes</b> —to offer our products and services to you	Yes	No
<b>For joint marketing with other financial companies</b>	No	We don't share
<b>For our affiliates' everyday business purposes</b> —information about your transactions and experiences	Yes	No
<b>For our affiliates' everyday business purposes</b> —information about your creditworthiness	No	We don't share
<b>For nonaffiliates to market to you</b>	No	We don't share

#### Questions?

Call 1-800-767-0300 or go to [www.madisonadv.com](http://www.madisonadv.com).



## Who we are

<b>Who is providing this notice?</b>	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

<b>How does Madison protect my personal information?</b>	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.
<b>How does Madison collect my personal information?</b>	<p>We collect your personal information, for example, when you</p> <ul style="list-style-type: none"> <li>• Open an account or provide account information</li> <li>• Pay your bills or make deposits or withdrawals from your account</li> <li>• Give us your contact information</li> </ul> <p>We also collect your personal information from other companies.</p>
<b>Why can't I limit all sharing?</b>	<p>Federal law gives you the right to limit only</p> <ul style="list-style-type: none"> <li>• sharing for affiliates' everyday business purposes—information about your creditworthiness</li> <li>• affiliates from using your information to market to you</li> <li>• sharing for nonaffiliates to market to you</li> </ul> <p>State laws and individual companies may give you additional rights to limit sharing.</p>

## Definitions

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

## Other important information