

UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940
Release No. 29099 / December 29, 2009

In the Matter of :
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:
Madison Asset Management, LLC :
MEMBERS Mutual Funds :
Ultra Series Fund :
Madison Mosaic Equity Trust :
Madison Mosaic Income Trust :
Madison Mosaic Tax-Free Trust :
Madison Mosaic Government Money Market :
Madison Investment Advisors, Inc. :
Madison Mosaic, LLC :
8777 N. Gainey Center Drive, #220 :
Scottsdale, AZ 85258 :
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:
(812-13653) :
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ORDER UNDER SECTION 12(d)(1)(J) OF THE INVESTMENT COMPANY ACT OF 1940 GRANTING AN EXEMPTION FROM SECTIONS 12(d)(1)(A) AND (B) OF THE ACT AND UNDER SECTIONS 6(c) AND 17(b) OF THE ACT GRANTING AN EXEMPTION FROM SECTION 17(a) OF THE ACT

Madison Asset Management, LLC, MEMBERS Mutual Funds, Ultra Series Fund, Madison Mosaic Equity Trust, Madison Mosaic Income Trust, Madison Mosaic Tax-Free Trust, Madison Mosaic Government Money Market, Madison Investment Advisors, Inc. and Madison Mosaic, LLC filed an application on April 16, 2009, and amendments to the application on September 4, 2009, December 4, 2009, and December 7, 2009, requesting an order under section 12(d)(1)(J) of the Investment Company Act of 1940 (the "Act") granting an exemption from sections 12(d)(1)(A) and (B) of the Act and under sections 6(c) and 17(b) of the Act granting an exemption from section 17(a) of the Act. The order would permit certain series of registered open-end management investment companies to acquire shares of other registered open-end management investment companies and unit investment trusts that are within or outside the same group of investment companies.

On December 7, 2009, a notice of the filing of the application was issued (Investment Company Act Release No. 29068). The notice gave interested persons an opportunity to request a hearing and stated that an order granting the application would be issued unless a hearing was ordered. No request for a hearing has been filed, and the Commission has not ordered a hearing.

The matter has been considered and it is found, on the basis of the information set forth in the application, as amended, that granting the requested exemption is appropriate in and consistent with the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act.

It is also found that the terms of the proposed transactions are reasonable and fair and do not involve overreaching, and the proposed transactions are consistent with the policies of each registered investment company concerned and with the general purposes of the Act.

Accordingly,

IT IS ORDERED, that the relief requested under section 12(d)(1)(J) of the Act from sections 12(d)(1)(A) and (B) of the Act and under sections 6(c) and 17(b) of the Act from section 17(a) of the Act by Madison Asset Management, LLC, MEMBERS Mutual Funds, Ultra Series Fund, Madison Mosaic Equity Trust, Madison Mosaic Income Trust, Madison Mosaic Tax-Free Trust, Madison Mosaic Government Money Market, Madison Investment Advisors, Inc. and Madison Mosaic, LLC (File No. 812-13653) is granted, effective immediately, subject to the conditions contained in the application, as amended.

For the Commission, by the Division of Investment Management, under delegated authority.

Florence E. Harmon
Deputy Secretary