File No. 803-00227

UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

In the matter of
ANGELO, GORDON & CO., L.P.

245 Park Avenue
New York NY 10167

AMENDMENT NO. 2 TO AND RESTATEMENT OF APPLICATION FOR AN ORDER PURSUANT TO SECTION 206A OF THE INVESTMENT ADVISERS ACT OF 1940, AS AMENDED, AND RULE 206(4)-5(e) THEREUNDER, EXEMPTING ANGELO, GORDON & CO., L.P. FROM RULE 206(4)-5(a)(1) UNDER THE INVESTMENT ADVISERS ACT OF 1940

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This Application, including Exhibits, consists of 26 pages
Exhibit Index appears on page 18

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	)	RESTATEMENT OF
ANGELO, GORDON & CO., L.P.	)	APPLICATION FOR AN ORDER
	)	PURSUANT TO SECTION 206A
	)	OF THE INVESTMENT
	)	ADVISERS ACT OF 1940, AS
	)	AMENDED, AND RULE 206(4)5(e)
	)	THEREUNDER, EXEMPTING
		ANGELO, GORDON & CO., L.P.
		FROM RULE 206(4)-5(a)(1)
		UNDER THE INVESTMENT
		ADVISERS ACT OF 1940

I. PRELIMINARY STATEMENT AND INTRODUCTION

Angelo, Gordon & Co., L.P. (the "Adviser" or the "Applicant") hereby amends and restates its application to the Securities and Exchange Commission (the "Commission") for an order pursuant to Section 206A of the Investment Advisers Act of 1940, as amended (the "Act"), and Rule 206(4)-5(e), exempting the Adviser from the two-year prohibition on compensation imposed by Rule 206(4)-5(a)(1) under the Act for investment advisory services provided to three government entities following a contribution to a candidate for state office by an individual who subsequently became a covered associate as described in this Application, subject to the representations set forth herein (as amended and restated, the "Application").

Section 206A of the Act authorizes the Commission to "conditionally or unconditionally exempt any person or transaction . . . from any provision or provisions of [the Act] or of any rule or regulation thereunder, if and to the extent that such exemption is necessary or appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of [the Act]."

Section 206(4) of the Act prohibits investment advisers from engaging in any act, practice, or course of business which is fraudulent, deceptive, or manipulative and directs the Commission to adopt such rules and regulations, define, and prescribe means reasonably designed to prevent, such acts, practices or courses of business. Under this authority, the

Commission adopted Rule 206(4)-5 (the "Rule") which prohibits a registered investment adviser from providing "investment advisory services for compensation to a government entity within two years after a contribution to an official of the government entity is made by the investment adviser or any covered associate of the investment adviser."

The term "government entity" is defined in Rule 206(4)-5(f)(5)(ii) as including a pool of assets sponsored or established by a State or political subdivision, or any agency, authority or instrumentality thereof, including a defined benefit plan. The definition of an "official" of such government entity in Rule 206(4)-5(f)(6)(ii) includes any candidate for an elective office with authority to appoint a person directly or indirectly able to influence the outcome of the government entity's hiring of an investment adviser. The "covered associates" of an investment adviser are defined in Rule 206(4)-5(f)(2)(i) as including its managing member, executive officer or other individuals with similar status or function as well as any employee who solicits a government entity on behalf of the investment adviser. Rule 206(4)-5(c) specifies that, when a government entity invests in a covered investment pool, the investment adviser to that covered investment pool will be treated as providing advisory services directly to the government entity. "Covered investment pool" is defined in Rule 206(4)-5(f)(3)(ii) as including any company that would be an investment company under Section 3(a) of the Investment Company Act of 1940, as amended (the "1940 Act"), but for the exclusion provided from that definition by Section 3(c)(7) of the 1940 Act.

Rule 206(4)-5(b) provides exceptions from the two-year prohibition under Rule 206(4)-5(a)(1) with respect to contributions that do not exceed a de minimis threshold, were made by a person more than six months before becoming a covered associate unless such person, after becoming a covered associate, solicits clients on behalf of the investment adviser, or were discovered by the adviser and returned by the official within a specified period and subject to certain other conditions. Should no exception be available, Rule 206(4)-5(e) permits an investment adviser to apply for, and the Commission to conditionally or unconditionally grant, an exemption from the Rule 206(4)-5(a)(1) prohibition on compensation.

In determining whether to grant an exemption, the Rule contemplates that the Commission will consider, among other things, (i) whether the exemption is necessary or appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act; (ii) whether the investment adviser, (A)

before the contribution resulting in the prohibition was made, adopted and implemented policies and procedures reasonably designed to prevent violations of the Rule; (B) prior to or at the time the contribution which resulted in such prohibition was made, had no actual knowledge of the contribution; and (C) after learning of the contribution, (1) has taken all available steps to cause the contributor involved in making the contribution which resulted in such prohibition to obtain a return of the contribution; and (2) has taken such other remedial or preventive measures as may be appropriate under the circumstances; (iii) whether, at the time of the contribution, the contributor was a covered associate or otherwise an employee of the investment adviser, or was seeking such employment; (iv) the timing and amount of the contribution which resulted in the prohibition; (v) the nature of the election *(e.g.,* Federal, State or local); and (vi) the contributor's apparent intent or motive in making the contribution that resulted in the prohibition, as evidenced by the facts and circumstances surrounding such contribution.

Based on these considerations and the facts described in this Application, the Applicant respectfully submits that the relief requested herein is appropriate in the public interest and is consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act. Accordingly, the Applicant requests an order exempting it to the extent described herein from the prohibition under Rule 206(4)5(a)(1) to permit it to receive compensation for investment advisory services provided to three government entities within the two-year period following the contribution identified herein to an official of such government entities by a covered associate of the Applicant.

II. STATEMENT OF FACTS

A. The Applicant

The Adviser, Angelo, Gordon & Co., L.P. is a Delaware limited partnership registered with the Commission as an investment adviser under the Act. The Applicant provides discretionary investment advisory services to private funds (the "Funds") with aggregate regulatory assets under management of approximately $30 billion at December 31, 2015. Each of these Funds is a covered investment pool as defined in Rule 206(4)-5(f)(3)(ii). One of the private funds for which the Applicant acts as investment adviser is AG Core Plus Realty Fund IV, L.P. ("Core Plus IV"), a fund excluded from the definition of investment company by Section 3(c)(7) of the 1940 Act.

B. The Contributor

The individual who made the campaign contribution that triggered the two-year compensation ban (the "Contribution") is Christopher Williams (the "Contributor"). The Contributor was hired by the Adviser on September 29, 2014 to serve as a senior investment professional at the Adviser and co-manager of a new investment strategy for the Adviser. At the time of the Contribution, he was not employed due to a non-compete agreement he had signed with his previous employer, Madison Capital Funding LLC, where he had been a co-founder and senior managing director. Madison is a wholly-owned subsidiary of New York Life Investments, and operates as a finance company focused on the financing needs of private equity firms in the middle market. The Contributor does not hold a managing member, executive officer, or similar role at the Adviser. However, his role does include attending meetings with prospective investors to discuss the strategy that he co-manages. Since joining the Adviser, the Contributor has, in fact, attended meetings with and solicited representatives of certain government entities, although none from the Recipient's jurisdiction. As such, he is a covered associate as defined in Rule 206(4)-5(f)(2)(ii). The Contributor and his wife share certain political views with the Recipient and, like the Recipient, are both registered Republicans. The Contributor's wife has, in the past, contributed to the Republican National Committee. As discussed in detail below, the Contributor made the Contribution at a time when he was not working for an investment adviser and almost a year before he would begin working for the Adviser (indeed, months before he entered into employment discussions with the Adviser).

C. The Government Entity

An investor in the Funds is a public pension plan identified as a government entity, as defined in Rule 206(4)-5(f)(5)(ii), with respect to the State of Illinois (the "Client").

D. The Recipient

The recipient of the Contribution was Bruce Rauner (the "Recipient"), who was a private citizen then running for Governor of Illinois. The investment decisions for the Client, including the hiring of an investment adviser, are overseen by a nine-member board of trustees, with five gubernatorial appointments, two other state elected officials sitting ex officio, and the chairs of two retirement boards sitting ex officio. Due to the Governor's power of appointment, a

candidate for Governor such as the Recipient is an "official" of the Client as defined in Rule 206(4)-5(f)(6)(ii).

The Recipient was elected governor of Illinois on November 4, 2014 and took office on January 12, 2015. The Recipient appointed five members between January 30, 2015 and June 5, 2015.

E. The Contribution

The Contribution that triggered Rule 206(4)-5's prohibition on compensation under Rule 206(4)-5(a)(1) was given on November 7, 2013 for the amount of $892.17 as an in-kind contribution to Citizens for Rauner. The contribution consisted of payments to two vendors to defray expenses of a small meet-and-greet reception (the "Reception") for the Rauner campaign. As residents of Illinois, the Contributor and his wife have a legitimate personal interest in the outcome of the campaign and genuinely believe that the official would promote more favorable policies for Illinois. The Contribution, profile of the candidate and characteristics of the campaign fall squarely within the historical pattern of the Contributor's other political leanings.

Although the Contributor had never met the Recipient before the Reception, he agreed to contribute toward the cost of the Reception based on the recommendation of a former business colleague of the Contributor who was personally acquainted with the Recipient. The Contributor was aware of the Recipient's positive reputation in the Chicago business community and, as noted, was philosophically amenable to the Recipient's political views. The Contributor served as co-host of the Reception and invited a few of his neighbors to attend.

The Contributor's first and only meeting with Bruce Rauner consisted of a 5 to 10 minute conversation at the Reception on November 7, 2013. The Contributor did not seek out or initiate contact with the Recipient. At no time was there any mention of the Client, its relationship to the Adviser – with whom the Contributor was not affiliated and had not even had preliminary discussions – or any other existing or prospective investors. There also was no discussion of the Recipient's potential appointment powers, influence or responsibilities at the state level involving the investment of state assets or public pension funds. At the time of the Contribution, the Contributor had no intention of soliciting investment advisory business from the Client or any other government entity of which Rauner was an official. Aside from his role as co-host of the Reception, the Contributor did not solicit any other persons to make contributions to the

Recipient's campaign, and did not arrange any introductions to potential supporters. The Contributor never informed the Client or their relationship managers at the Adviser of the Contribution. At no time did any employees of the Adviser other than the Contributor have any knowledge that the Contribution had been made prior to its discovery by the Adviser in October 2014 as a result of its routine new employee onboarding procedures.

F. The Investments of the Client with the Adviser

The Client's contacts with the Adviser date back to at least 2001, before the Contributor was employed by the Adviser. The Client's advisory relationship dates back to August 28, 2014 when it, acting through its consultant, expressed an interest in investing in the Adviser's real estate strategy. A representative of the Adviser met with the Client on September 18, 2014. The Contributor has never presented for, or met with, any of the Client's representatives over the course of the relationship. On September 25, 2014, the Client committed to a substantial investment in one of the Funds, Core Plus IV, a Fund that does not participate in the strategy for which the Contributor is a co-manager. As described below, a procedure has been established to segregate any compensation (including carried interest and management fees) attributable to the Client's investment in Core Plus IV and withhold them from the Adviser pending the resolution of this Application.

The Contributor has no role with respect to the Client. It is not considered a prospective investor for the investment strategy for which he is a co-manager. The Contributor has had no contact with any representative of the Client, and no contact with any member of the Client's board.

G. The Adviser's Discovery of the Contribution and Response

The Contribution was discovered by the Adviser's compliance department in the course of new employee onboarding that included review of a political contribution questionnaire on which the Contributor disclosed the Contribution. Within one week of discovering the Contribution on October 3, 2014, the Adviser and Contributor obtained the Recipient's agreement to return the full Contribution. A check refunding the full amount of the Contribution was received on October 24, 2014.

The Adviser promptly notified the Client of the Contribution and resulting two-year prohibition on compensation absent exemptive relief from the Commission. The Adviser told the Client that the fees charged to the Client's capital account in the Core Plus IV would be placed in escrow and that, absent exemptive relief from the Commission, those fees would be refunded and no additional fees would be charged to the Client for the duration of the two-year period. Because no fees have been paid; however, the Client has requested that the fees otherwise due to the Adviser during the two-year period beginning November 7, 2013 remain in the Client's capital account in Core Plus IV, and that the Adviser may accrue the fees and invoice the Client to the extent the Adviser receives a favorable ruling on its Application. Adviser is amenable to this arrangement and, unless the Commission requires a different procedure, that is how it will proceed. To date, there have been no distributions of carried interest and all management fees attributable to the Client's investment in Core Plus IV have been accrued as described above. Because Core Plus IV is a recently launched closed-end fund, Adviser does not anticipate any distribution of carried interest for a number of years, but to the extent any carried interest becomes distributable before it receives the exemptive order sought in this application, the portion of such carried interest attributable to the Client's investment during the ban period will be held by the Fund and not distributed to the Adviser.

To prevent future issues under the Rule's look-back provision, the Adviser has modified its new employee onboarding procedures. Successful job applicants are now required to submit the political contribution questionnaire at the same time as their countersigned offer letter and the Adviser's offer is contingent upon its review of the questionnaire, among other things. After learning of the Contribution, the Adviser also took steps to limit the Contributor's contact with any representative of the Client for the duration of the two-year period beginning November 7, 2013, including informing the Contributor that he could have no contact with any representative of the Client other than potentially making substantive presentations to the Client's representatives and consultants about the investment strategy the Contributor manages in the event the Client requests a presentation of that strategy. The Adviser represents that the Contributor was directed to maintain a log of such interactions in accordance with the retention requirements set forth in Rule 204-2(e). However, he ultimately had no such interactions.

H. The Adviser's Pay-to-Play Policies and Procedures

The Adviser's Pay-to-Play Policies and Procedures ("Policy") were adopted and implemented before the Contribution was made. The Policy was initially adopted in May 2009. This was more than a year before the Rule was adopted. The Policy was adopted even before the Rule's proposal.

At all times, the Policy has been more restrictive than what was contemplated by the Rule. All contributions to federal, state and local office incumbents and candidates are subject to pre-clearance, not post-contribution reporting, by employees under the Policy. There is no de minimis exception from pre-clearance for small contributions to these state and local officials. All employees of the Adviser are subject to the Policy. Its application is not limited to the Adviser's managing members, executive officers and other "covered associates" under the Rule. The members of each employee's immediate family are also fully subject to the Policy if they live with, or financially depend on, the employee.

The Adviser initially implemented the Policy by providing each employee with a copy. Since that time, the Policy has been circulated annually in the Code of Ethics every employee must review and confirm compliance with each year. In June 2010 – before the Rule was adopted – the Adviser instituted a Political Contribution Questionnaire that all new employees of the Adviser are required to complete regarding all political contributions of any size at any level for the three year period before beginning employment.

Since the Rule's implementation with respect to advisers, the Adviser has conducted a series of compliance training sessions that included a discussion of the Policy, including reiteration of the need to pre-clear all political contributions. The Policy has been incorporated into the Adviser's Code of Ethics, its new employee training program, and its periodic Code of Ethics refresher courses. The Adviser's compliance department also circulates annual reminders of the Policy to employees. The compliance testing conducted by the Adviser includes random testing of campaign contribution databases for the names of employees..

III. STANDARD FOR GRANTING AN EXEMPTION

In determining whether to grant an exemption, Rule 206(4)-5(e) requires that the Commission will consider, among other things, (i) whether the exemption is necessary or appropriate in the public interest and consistent with the protection of investors and the purposes

fairly intended by the policy and provisions of the Act; (ii) whether the investment adviser, (A) before the contribution resulting in the prohibition was made, adopted and implemented policies and procedures reasonably designed to prevent violations of the Rule; (B) prior to or at the time the contribution which resulted in such prohibition was made, had no actual knowledge of the contribution; and (C) after learning of the contribution, (1) has taken all available steps to cause the contributor involved in making the contribution which resulted in such prohibition to obtain a return of the contribution; and (2) has taken such other remedial or preventive measures as may be appropriate under the circumstances; (iii) whether, at the time of the contribution, the contributor was a covered associate or otherwise an employee of the investment adviser, or was seeking such employment; (iv) the timing and amount of the contribution which resulted in the prohibition; (v) the nature of the election *(e.g.,* Federal, State or local); and (vi) the contributor's apparent intent or motive in making the contribution which resulted in the prohibition, as evidenced by the facts and circumstances surrounding such contribution. Each of these factors weighs in favor of granting the relief requested in this Application.

IV. STATEMENT IN SUPPORT OF EXEMPTIVE RELIEF

The Applicant submits that an exemption from the two-year prohibition on compensation is necessary and appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act. The Client's decisions to invest with Applicant and/or to establish advisory relationships have been made on an arms' length basis free from any improper influence as a result of the Contribution. In support of that conclusion, Applicant notes that it has had contact with the Client since 2001 and that the Client's decision to invest in Core Plus IV predates the Contributor's employment with the Adviser. Applicant also notes that the influence of the Recipient is limited to appointing members to the board of the Client. The Governor appoints a bare majority of the board. Moreover, at the time of the contribution and the time of the investment by the Client, the Recipient was a private citizen and thus had not exercised the appointment power reserved to the Governor. Rather, each of the board members serving in the position reserved for appointment by the Governor was appointed by the then-current Governor (whom the Recipient was campaigning against at the time of the Contribution and the investment) or his predecessor. The Recipient has subsequently appointed five members to the board in his role as Governor.

Given the nature of the Rule violation, and the lack of any evidence that the Adviser or the Contributor intended to, or actually did, interfere with the Client's merit-based process for the selection or retention of advisory services, the interests of the Client are best served by allowing the Adviser and the Client to continue their relationship uninterrupted. Causing the Adviser to serve without compensation for the remainder of the two year period could result in a financial loss that is more than 300 times the amount of the Contribution. The policy underlying the Rule is served by ensuring that no improper influence is exercised over investment decisions by governmental entities as a result of campaign contributions and not by withholding compensation as a result of unintentional violations.

The other factors suggested for the Commission's consideration in Rule 206(4)-5(e) similarly weigh in favor of granting an exemption to avoid consequences disproportionate to the violation.

Policies and Procedures before the Contribution. The Adviser adopted and implemented the Policy which is fully compliant with, and more rigorous than, the Rule's requirements before the Rule's initial proposal by the Commission and substantially before the Rule's adoption or dates for required compliance. The Adviser also implemented a political contribution questionnaire for all new employees, and performed compliance testing that included random searches of campaign contribution databases for the names of employees. It was this questionnaire that was effective in identifying the Contribution.

Actual Knowledge of the Contribution. Actual knowledge of the Contribution at the time of its making cannot be imputed to the Adviser, given that the Contributor was not an employee of the Adviser and had not yet participated in any of the discussions that would ultimately lead to his employment with the Adviser. At no time did any employees of the Adviser other than the Contributor have any knowledge that the Contribution had been made prior to its discovery by the Adviser in October 2014 as part of its standard employee onboarding process.

Adviser's Response After the Contribution. After learning of the Contribution, the Adviser and the Contributor took all available steps to obtain a return of the Contribution and implement additional measures to prevent a future error. Within one week of discovering the Contribution, the Adviser and Contributor had obtained the Recipient's agreement to return the full Contribution. The full amount was subsequently returned on October 24, 2014. The Adviser offered to escrow all fees that would otherwise be charged to the Client; however, at the Client's

request, the Adviser has agreed to allow such amounts to remain in the Client's capital account in Core Plus IV for the remainder of the two-year period beginning November 7, 2013 to be paid to the Adviser to the extent an exemptive order is granted. The new employee onboarding process was modified to require the completion of the political contribution questionnaire before the Adviser's final decision to hire a new employee.

Status of the Contributor. The Contributor is a co-manager of a new investment strategy for the Adviser. He and his co-manager were hired with the expectation that they would attend meetings with prospective investors, including government entities, to discuss their strategy. Since joining the Adviser, the Contributor has, in fact, attended meetings with representatives of certain government entities for the purpose of obtaining or retaining those clients. Accordingly, the Contributor is a covered associate of the Adviser. After learning of the Contribution, the Adviser took steps to limit the Contributor's contact with any representative of the Client for the remainder of the two-year period beginning November 7, 2013. The Adviser informed the Contributor that he could have no contact with any representative of the Client other than potentially making substantive presentations to the Client's representatives and consultants about the investment strategy the Contributor manages in the event the Client requested a presentation of that strategy. The Adviser represents that the Contributor was directed to maintain a log of such interactions in accordance with the retention requirements set forth in Rule 204-2(e). The Contributor ultimately had no contact with any representative of the Client and no contact with any member of the Client's board.

Timing and Amount of the Contribution. As noted above, the Adviser has had ongoing contacts with the Client that predate the Contributor's employment with the Adviser. The Contribution was consistent with the political affiliation of the Contributor and his wife.

Nature of the Election and Other Facts and Circumstances. The nature of the election and other facts and circumstances indicate that the Contributor's apparent intent in making the Contribution was not to influence the selection or retention of the Adviser. The Contributor has a long history of backing candidates that share the political views of the Recipient by voting for them and advocating to friends and family on their behalf. The amount of the Contribution, profile of the candidate, and characteristics of the campaign fall squarely within the pattern of the Contributor's political leanings. The Contributor also had a legitimate interest in the outcome of the campaign given that he and his family live in Illinois.

The Contributor's action in making a contribution that would later trigger a ban resulted from his lack of knowledge about the Rule's look-back provisions and, thus, his failure to appreciate the fact that the Contribution might impact potential future activities for an investment advisory firm. The Contributor never spoke with the Recipient or anyone else about the authority of the Governor over investment decisions. The Contributor was not affiliated with the Adviser at the time of the Contribution and, in any event, never mentioned the Client, its relationship to the Adviser, or any other existing or prospective investors to the Recipient. Indeed, he had no intention of soliciting investment advisory business from the Client or any other government entity of which Rauner was an official.

Apart from requesting in October 2014 that his Contribution be returned, the Contributor's contact with the Recipient concerning campaign contributions was limited to discussions with the Rauner campaign regarding expenses for the November 7, 2013 Reception. To the best of his knowledge, the only persons with whom the Contributor discussed the Contribution were the Contributor's wife and a former business colleague who had initially recommended that the Contributor help defray the costs of the Reception. The Contributor never told any prospective or existing investor (including the Client) or any relationship manager at the Adviser about the Contribution.

Given the difficulty of proving a *quid pro quo* arrangement, the Applicant understands that adoption of a regulatory regime with a default of strict liability, like the Rule, is necessary. However, it appreciates the availability of exemptive relief at the Commission's discretion where imposition of the two-year prohibition on compensation does not achieve the Rule's purposes or would result in consequences disproportionate to the mistake that was made. The Applicant respectfully submits that such is the case with the Contribution. Neither the Adviser nor the Contributor sought to interfere with the Client's merit-based selection process for advisory services, nor did they seek to negotiate higher fees or greater ancillary benefits than would be achieved in arms' length transactions. There was no violation of the Adviser's fiduciary duty to deal fairly or disclose material conflicts given the absence of any intent or action by the Adviser or Contributor to influence the selection process. The Applicant has no reason to believe the Contribution undermined the integrity of the market for advisory services or resulted in a violation of the public trust in the process for awarding contracts.

V. PRECEDENT

The Applicant notes that the Commission granted an exemption similar to that requested from Rule 206(4)-5(a)(1) pursuant to Section 206A of Act and Rule 206(4)-5(e) in Davidson Kempner Capital Management LLC, Investment Advisers Act Release Nos. lA-3693 (October 17, 2013) (notice) and IA-3715 (November 13, 2013) (order) (the "Davidson Kempner Application"). The Commission also granted an exemption to Ares Real Estate Management Holdings, LLC, Investment Advisers Act Release Nos. IA-3957 (October 22, 2014) (notice) and IA-3969 (November 18, 2014) (order) (the "Ares Application"), Crestview Advisers, LLC, Investment Advisers Act Release Nos. IA-3987 (December 19, 2014) (notice) and IA-3997 (January 14, 2015) (order), T. Rowe Price, Investment Advisers Act Release Nos. IA-4046 (March 12, 2015) (notice) and IA-4058 (April 8, 2015) (order), Crescent Capital Group, LP, Investment Advisers Release Nos. IA-4140 (July 14, 2015) (notice) and IA-4172 (August 14, 2015) (order) (the "Crescent Application"), Starwood Capital Group Management, LLC, Investment Advisers Act Release Nos. IA-4182 (August 26, 2015) (notice) and IA-4203 (September 22, 2015) (order) (the "Starwood Application"), and Fidelity Management & Research Company and FMR Co., Inc., Investment Advisers Release Nos. IA-4220 (October 8, 2015)(notice) and IA-4254 (November 3, 2015)(order) (the "FMR Application"), Brookfield Asset Management Private Institutional Capital Adviser US, LLC et. al., Investment Advisers Act Release Nos. IA-4337 (February 22, 2016)(notice) and IA-4355 (March 21, 2016)(order) (the "Brookfield Application" and collectively the "Granted Applications"). The facts and representations made in this Application are, in many respects, similar to the Granted Applications; in particular the Davidson Kempner Application and the Ares Application. However, the Applicant believes that there are also key differences between this Application and the Davidson Kempner and Ares Applications that further weigh in favor of granting the exemption requested herein.

Interactions with the Recipient. In the Davidson Kempner Application, the contributor's contact with the Ohio State Treasurer (the "Davidson Kempner Official") concerning campaign contributions included a lunch meeting, a brief exchange of e-mails later that same afternoon, and possibly a subsequent phone call confirming the contributor's intent to contribute. In contrast, the Contributor in this Application had only a single conversation with the Recipient, lasting only 5 to 10 minutes and not concerning campaign contributions. Moreover, this

conversation took place nearly a year before the Contributor joined the Adviser and more than a year before the Recipient took public office.

Knowledge of the Contribution. In the Davidson Kempner Application, the contributor informed the applicant's executive managing member of his interest in the Davidson Kempner Official and intention to meet with the Davidson Kempner Official. In contrast, the Contributor in this Application was not employed by the Applicant at the time of the Contribution, nor had he participated in any discussion about possible employment with the Applicant. None of the Applicant's officers or employees, other than the Contributor, had any knowledge that the Contribution had been made until its discovery by the Adviser's Compliance Department, which did not occur until nearly a year after the Contribution, during the process of onboarding the Contributor as a new employee.

Status of the Contributor. In the Davidson Kempner and Ares Applications, the contributor had made substantive presentations regarding investment strategy to representatives of the relevant clients after making the contribution. In contrast, the Contributor in this Application has not had any contact with the Client.

Nature of the Election and Other Facts and Circumstances. In the Davidson Kempner Application, the contribution was made to the incumbent State Treasurer of Ohio who, at the time, was campaigning for a U.S. Senate seat. Mr. Mandel lost the federal election and, therefore, retained his post as Treasurer. Accordingly, throughout the two-year period after the contribution, Mr. Mandel was in a position to potentially influence the outcome of the hiring of an investment adviser by the relevant government entities. In the Ares Application, the contribution was made to the incumbent Governor of Colorado, who also was in position to make appointments. In contrast, the Contribution in this Application was made to Bruce Rauner, a private citizen seeking the governorship of Illinois. Mr. Rauner's ability to appoint individuals who may influence decisions made by the Client did not begin until he was sworn in as governor in January 2015, at which point the Client had already invested. Although the contribution in the Davidson Kempner Application was made in connection with a campaign for federal office, the contribution in the Ares Application was for a state election.

Perhaps the most significant distinction from the Davidson Kempner and Ares Applications is that the ban in this Application arises from the Rule's look-back provision. Rule 206(4)-5(b)(2). The Contributor was not a covered associate at the time of the Contribution;

indeed, at the time, he had no reason to believe that he would eventually be employed by the Adviser. Though recognizing that the look-back provision is an important part of the Rule's prophylactic approach to pay-to-play regulation, the Applicant believes that the pay-to-play risk arising from contributions made prior to becoming a covered associate is less severe than for other contributions covered by the Rule. This belief is consistent with how Municipal Securities Rulemaking Board Rule G-37 has been applied. Although MSRB Rule G-37 is not binding precedent on the Commission, the Applicant submits that the rule and the precedent thereunder may be useful in considering the Application. The Financial Industry Regulatory Authority, which has the authority to grant exemptive relief to broker-dealers subject to MSRB Rule G-37, has granted numerous waivers from that rule's ban in look-back situations, whereas it has not recently granted relief to a broker-dealer for a contribution made by a person who was covered by the rule at the time of the contribution. See FINRA exemptive letters at http://www.finra.org/Industry/Regulation/Guidance/ExemptiveLetters/. Furthermore, because that rule's look-back provision for employees who solicit covered business only applies to contributions to officials of a government entity the employee solicits, and the Contributor has not solicited business from the Client, the Contribution would not even have triggered a ban under Rule G-37.

The Applicant believes that the same policies and considerations that led the Commission to grant relief in the Davidson Kempner and Ares Applications are present here. As in those instances, the imposition of the Rule would result in consequences vastly disproportionate to the mistake that was made. Moreover, the differences between this Application and the Davidson Kempner and Ares Applications weigh even further in favor of granting the relief requested herein.

VI. REQUEST FOR ORDER

The Applicant seeks an order pursuant to Section 206A of the Act, and Rule 206(4)-5(e) thereunder, exempting it, to the extent described herein, from the two-year prohibition on compensation required by Rule 206(4)-5(a)(1) under the Act, to permit the Applicant to receive compensation for investment advisory services provided to the Client within the two-year period following the Contribution identified herein to an official of such government entities by a covered associate of the Applicant.

VII. CONCLUSION

For the foregoing reasons, the Applicant submits that the proposed exemptive relief, conducted subject to the representations set forth above, would be fair and reasonable, would not involve overreaching, and would be consistent with the general purposes of the Act.

VIII. PROCEDURAL MATTERS

Pursuant to Rule 0-4 of the rules and regulations under the Act, a form of proposed notice for the order of exemption requested by this Application is set forth as Exhibit A to this Application. In addition, a form of proposed order of exemption requested by this Application is set forth as Exhibit B to this Application.

On the basis of the foregoing, the Applicant submits that all the requirements contained in Rule 0-4 under the Act relating to the signing and filing of this Application have been complied with and that the Applicant, which has signed and filed this Application, is fully authorized to do so.

The Applicant requests that the Commission issue an order without a hearing pursuant to Rule 0-5 under the Act.

Dated: April 29, 2016

Respectfully submitted,

Angelo, Gordon & Co., L.P.

By: 

Forest Wolfe, Esq.
General Counsel

Exhibit Index

Exhibit A

Authorization

The undersigned (the "Officer") hereby certifies that he is the General Counsel of Angelo, Gordon & Co., L.P. (the "Applicant" or the "Partnership"); that, with respect to the attached application for exemption from a certain provision of the Investment Advisers Act of 1940, as amended (the "Application"), all actions necessary to authorize the execution and filing of this Application under the Applicant's Amended and Restated Limited Partnership Agreement have been taken, and the person signing and filing the Application on behalf of the Applicant is fully authorized to do so by the following resolution adopted by the Applicant's sole general partner by unanimous written consent on March 10, 2016:

RESOLVED, the performance of any act and the execution of any instrument, contract or other document by any Officer in his capacity as an officer of the Partnership shall have the same force and effect as the performance of such act or the execution of such document by the Management Committee.

Dated: April 29, 2016

Angelo, Gordon & Co., L.P.

By: _____
Forest Wolfe
General Counsel

Exhibit B

Verification:

The undersigned being duly sworn deposes and says that he has duly executed the attached Application dated April 29, 2016 for and on behalf of Angelo Gordon & Co., L.P.; that he is the General Counsel of such company; and that all action necessary to authorize deponent to execute and file such Application has been taken. Deponent further says that he is familiar with such instrument, and the contents thereof, and that the facts set forth therein are true to the best of his knowledge, information and belief.

Forest Wolfe

State of New York
) ss:
County of New York

Subscribed and sworn to before me a Notary Public this 29th day of April, 2016.

My commission expires_____

Mark G. Riley
Notary Public, State of New York
No. 02RI6318325
Qualified in New York County
Commission Expires January 26, 2019

Exhibit C

Proposed Notice for the Order of Exemption

Agency: Securities and Exchange Commission (the "SEC" or "Commission").

Action: Notice of Application for exemptive order under Section 206A of the Investment Advisers Act of 1940 (the "Advisers Act") and Rule 206(4)-5(e).

Applicant: Angelo, Gordon & Co., L.P., (the "Adviser" or "Applicant").

Relevant Act Sections: Exemption requested under Section 206A of the Act, and Rule 206(4)-5(e) from Rule 206(4)-5(a)(1).

Summary of Application: Applicant requests that the Commission issue an order under section 206A of the Advisers Act and rule 206(4)-5(e) exempting it from rule 206(4)-5(a)(1) under the Advisers Act to permit Applicant to receive compensation from a government entity for investment advisory services provided to the government entity within the two-year period following a contribution by an individual who later became a covered associate of Applicant to an official of the government entities.

Filing Dates: The application was filed on December 19, 2014, and amended and restated applications were filed on May 26, 2015 and [Date].

Hearing or Notification of Hearing: An order granting the application will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Commission's Secretary and serving Applicant with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on [ ], and should be accompanied by proof of service on Applicant, in the form of an affidavit or, for lawyers, a certificate of service. Pursuant to rule 0-5 under the Advisers Act, hearing requests should state the nature of the writer's interest, any facts bearing upon the desirability of a hearing on the matter, the reason for the request, and the issues contested. Persons may request notification of a hearing by writing to the Commission's Secretary.

Addresses: Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, D.C. 20549-1090. Applicant, Angelo Gordon & Co., L.P. c/o D. Forest Wolfe, 245 Park Avenue, New York, NY 10167.

For Further Information Contact: Vanessa M. Meeks, Senior Counsel, or Melissa R. Harke, Branch Chief, at (202) 551- 6825 (Division of Investment Management, Chief Counsel's Office).

Supplementary Information: The following is a summary of the application. The complete application may be obtained via the Commission's website at http://www.sec.gov/rules/iareleases.shtml or by calling (202) 551-8090.

The Applicant's Representations:

1. Applicant is a Delaware limited partnership registered with the Commission as an investment adviser under the Advisers Act. Applicant provides discretionary investment advisory services to private funds (the "Funds"). Each of these Funds is a covered investment pool as defined in Rule 206(4)-5(f)(3)(ii). One of the private funds for which the Applicant acts as investment adviser is AG Core Plus Realty Fund IV, L.P. ("Core Plus IV"), a fund excluded from the definition of investment company by Section 3(c)(7) of the Investment Company Act of 1940.

2. The individual who made the campaign contribution that triggered the two-year compensation ban (the "Contribution") is Christopher Williams (the "Contributor"). The Contributor was hired by the Adviser on September 29, 2014 to serve as a senior investment professional at the Adviser and co-manager of a new investment strategy for the Adviser. The Contributor made the Contribution at a time when he was not working for an investment adviser and almost a year before he would begin working for the Adviser (indeed, months before he entered into employment discussions with the Adviser).

3. One of the investors in the Funds is a public pension plan identified as a government entity, as defined in Rule 206(4)-5(f)(5)(ii), with respect to the State of Illinois (the "Client").

4. The recipient of the Contribution was Bruce Rauner (the "Recipient"), a private citizen then running for Governor of Illinois. The investment decisions of the Client are made by a nine-member board, with five gubernatorial appointments, two other state elected officials sitting ex officio, and the chairs of two retirement boards sitting ex officio. Due to the Governor's power of appointment, a candidate for Governor such as the Recipient is an "official" of the Client.

5. The Contribution that triggered rule 206(4)-5's prohibition on compensation under rule 206(4)-5(a)(1) was given on November 7, 2013 for the amount of $892.17 as an in-kind contribution to Citizens for Rauner. The Contribution consisted of payments to two vendors to defray expenses of a small meet-and-greet reception (the "Reception") for the Rauner campaign. The Contributor's first and only meeting with Bruce Rauner consisted of a 5 to 10 minute conversation at the Reception on November 7, 2013. The Contributor did not seek out or initiate contact with the Recipient. At the time of the Contribution, the Contributor had no intention of soliciting investment advisory business from the Client or any other government entity of which Rauner was an official. At no time did any employees of the Adviser other than the Contributor have any knowledge that the Contribution had been made prior to its discovery by the Adviser in October 2014 as a result of its routine new employee onboarding procedures.

6. The Client's relationship with the Adviser began before the Contributor was employed by the Adviser. On September 25, 2014, the Client committed to a substantial investment in one of the Funds, Core Plus IV, a Fund that does not participate in the strategy for which the Contributor is a co-manager. A procedure has been established to segregate any compensation (including carried interest and management fees) attributable to the Client's

investment in Core Plus IV and withhold them from the Adviser. The Contributor has no role with respect to the Client. The Client is not considered a prospective investor for the investment strategy for which he is a co-manager. The Contributor has had no contact with any representative of the Client, and no contact with any member of the Client's board.

7. The Contribution was discovered by the Adviser's compliance department in the course of new employee onboarding that included review of a political contribution questionnaire on which the Contributor disclosed the Contribution. Within one week of discovering the Contribution on October 3, 2014, the Adviser and Contributor obtained the Recipient's agreement to return the full Contribution. A check refunding the full amount of the Contribution was received on October 24, 2014. The Adviser promptly notified the Client of the Contribution and resulting two-year prohibition on compensation absent exemptive relief from the Commission. The Adviser told the Client that fees charged to the Client's capital account in the Core Plus IV would be placed in escrow and that, absent exemptive relief from the Commission, those fees would be refunded and no additional fees would be charged to the Client for the duration of the two-year period.

8. The Adviser's Pay-to-Play Policies and Procedures ("Policy") were adopted and implemented before the Contribution was made. The Policy was initially adopted in May 2009, more than a year before rule 206(4)-5 (the "Rule") was adopted. All contributions to federal, state and local office incumbents and candidates are subject to pre-clearance, not post-contribution reporting, by employees under the Policy. There is no de minimis exception from pre-clearance for small contributions to these state and local officials. All employees of the Adviser are subject to the Policy. In June 2010 – before the Rule was adopted – the Adviser instituted a Political Contribution Questionnaire that all new employees of the Adviser are required to complete regarding all political contributions of any size at any level for the three year period before beginning employment.

The Applicant's Legal Analysis

1. Rule 206(4)-5(a)(1) prohibits a registered investment adviser from providing investment advisory services for compensation to a government entity within two years after a contribution to an official of the government entity is made by the investment adviser or any covered associate of the investment adviser. The Client is a "government entity," as defined in rule 206(4)-5(f)(5), the Contributor is a "covered associate" as defined in rule 206(4)-5(f)(2), and the Recipient is an "official" as defined in rule 206(4)-5(f)(6). Rule 206(4)-5(c) provides that when a government entity invests in a covered investment pool, the investment adviser to that covered investment pool is treated as providing advisory services directly to the government entity. The Funds are "covered investment pools," as defined in rule 206(4)-5(f)(3)(ii).

2. Section 206A of the Advisers Act grants the Commission the authority to "conditionally or unconditionally exempt any person or transaction . . . from any provision or provisions of [the Advisers Act] or of any rule or regulation thereunder, if and to the extent that such exemption is necessary or appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of [the Advisers Act]."

3. Rule 206(4)-5(e) permits the Commission to exempt an investment adviser from the prohibition under Rule 206(4)-5(a)(1) upon consideration of the factors listed below, among others: (1) Whether the exemption is necessary or appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Advisers Act; (2) Whether the investment adviser: (i) before the contribution resulting in the prohibition was made, adopted and implemented policies and procedures reasonably designed to prevent violations of the rule; and (ii) prior to or at the time the contribution which resulted in such prohibition was made, had no actual knowledge of the contribution; and (iii) after learning of the contribution: (A) has taken all available steps to cause the contributor involved in making the contribution which resulted in such prohibition to obtain a return of the contribution; and (B) has taken such other remedial or preventive measures as may be appropriate under the circumstances; (3) Whether, at the time of the contribution, the contributor was a covered associate or otherwise an employee of the investment adviser, or was seeking such employment; (4) The timing and amount of the contribution which resulted in the prohibition; (5) The nature of the election (e.g., federal, state or local); and (6) The contributor's apparent intent or motive in making the contribution which resulted in the prohibition, as evidenced by the facts and circumstances surrounding such contribution.

4. The Applicant requests an order pursuant to section 206A and rule 206(4)-5(e) thereunder, exempting it from the two-year prohibition on compensation imposed by rule 206(4)-5(a)(1) with respect to investment advisory services provided to the Client within the two-year period following the Contribution.

5. The Applicant submits that the exemption is necessary and appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act. Applicant further submits that the other factors set forth in Rule 206(4)-5(e) similarly weigh in favor of granting an exemption to the Applicant to avoid consequences disproportionate to the violation.

6. Applicant contends that given the nature of the Rule violation and the lack of any evidence that the Adviser or the Contributor intended to, or actually did, interfere with the Client's merit-based process for the selection or retention of advisory services, the interests of the Client are best served by allowing the Adviser and the Client to continue their relationship uninterrupted. Applicant states that causing the Adviser to serve without compensation for the remainder of the two year period could result in a financial loss [that is more than 300 times the amount of the Contribution]. Applicant suggests that the policy underlying the Rule is served by ensuring that no improper influence is exercised over investment decisions by governmental entities as a result of campaign contributions and not by withholding compensation as a result of unintentional violations.

7. Applicant represents that it had adopted and implemented the Policy which is fully compliant with, and more rigorous than, the Rule's requirements and that it had also implemented a political contribution questionnaire for all new employees, and performed compliance testing that included random searches of campaign contribution databases for the names of employees. Applicant notes that it was this questionnaire that was effective in identifying the Contribution.

8. Applicant asserts that actual knowledge of the Contribution at the time of its making cannot be imputed to the Adviser, given that the Contributor was not an employee of the Adviser and had not yet participated in any of the discussions that would ultimately lead to his employment with the Adviser. Applicant represents that at no time did any employees of the Adviser other than the Contributor have any knowledge that the Contribution had been made prior to its discovery by the Adviser in October 2014 as part of its standard employee onboarding process.

9. Applicant asserts that after learning of the Contribution, the Adviser and the Contributor took all available steps to obtain a return of the Contribution and implement additional measures to prevent a future error, including modification of the new employee onboarding process to require the completion of the political contribution questionnaire before the Adviser's final decision to hire a new employee. Indeed, the Recipient's campaign returned the Contribution within three weeks of its discovery by the Applicant.

10. Applicant states that the Contributor has attended meetings with representatives of certain government entities for the purpose of obtaining or retaining those clients. The Contributor was directed to maintain a log of such interactions in accordance with the retention requirements set forth in Rule 204-2(e). Applicant further states that the Contributor ultimately had no contact with any representative of the Client and no contact with any member of the Client's board.

11. Applicant notes that it has had ongoing contacts with the Client that predate the Contributor's employment with the Adviser, and that the Contribution was consistent with the political affiliation of the Contributor and his wife. Applicant asserts that the Contributor also had a legitimate interest in the outcome of the campaign given that he and his family live in Illinois. Applicant also asserts that the Contributor's action in making a contribution that would later trigger a ban resulted from his lack of knowledge about the Rule's look-back provisions and, thus, his failure to appreciate the fact that the Contribution might impact potential future activities for an investment advisory firm.

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

Secretary[or other signatory]

Exhibit D

Proposed Order of Exemption

Angelo Gordon & Co., L.P. (the "Adviser" or the "Applicant") filed an application on December 19, 2014 and amended applications on May 26, 2015 and [Date] pursuant to section 206A of the Investment Advisers Act of 1940 (the "Act") and Rule 206(4)-5(e) thereunder. The application requested an order granting an exemption from the provisions of section 206(4) of the Act, and Rule 206(4)-5(a)(1) thereunder, to permit the Applicant to provide investment advisory services for compensation to a government entity within the two-year period following a specified contribution to an official of such government entity by a covered associate of the Applicant. The order applies only to the Applicant's provision of investment advisory services for compensation which would otherwise be prohibited with respect to the government entity as a result of the contribution identified in the application.

A notice of filing of the application was issued on [Date] (Investment Advisers Act Release No. [insert number]). The notice gave interested persons an opportunity to request a hearing and stated that an order disposing of the application would be issued unless a hearing should be 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, that granting the requested exemption is appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act.

Accordingly, IT IS ORDERED, pursuant to section 206A of the Act and Rule 206(4)-5(e) thereunder, that the application for exemption from section 206(4) of the Act, and Rule 206(4)-5(a)(1) thereunder, is hereby granted, effective forthwith.

For the Commission, by the Division of Investment Management, under delegated authority
By:_____