

## **Form ADV Part 2A: Firm Brochure**

### **Angelo, Gordon & Co., L.P.**

245 Park Avenue, 26<sup>th</sup> Fl  
New York, NY 10167  
212-692-2000  
[www.angelogordon.com](http://www.angelogordon.com)  
March 31, 2022

This Brochure provides information about the qualifications and business practices of Angelo, Gordon & Co., L.P. If you have any questions about the contents of this Brochure, please contact Ms. Noreen Feldmann at 212 692 0259 or [Nfeldmann@angelogordon.com](mailto:Nfeldmann@angelogordon.com). The information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission ("SEC") or by any state securities authority.

[Angelo, Gordon & Co., L.P.](#) is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The verbal and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser. Additional information about Angelo, Gordon & Co., L.P. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2—Material Changes**

This document serves as our Brochure and is dated as of March 31, 2022. It amends our Brochure dated March 31, 2021.

There have been no material changes made since the date of our previous Brochure.

A copy of our Brochure may be requested by contacting Ms. Noreen Feldmann at 212 692 0259 or [Nfeldmann@angelogordon.com](mailto:Nfeldmann@angelogordon.com).

Additional information about Angelo, Gordon & Co., L.P. is also available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

### Item 3—Table of Contents

|  |     |
|--|-----|
| Item 1 —Cover Page .....   | i   |
| Item 2—Material Changes .....  | ii  |
| Item 3—Table of Contents .....   | iii |
| Item 4—Advisory Business.....  | 1   |
| Item 5—Fees and Compensation.....  | 2   |
| Item 6—Performance-Based Fees and Side-By-Side Management.....   | 6   |
| Item 7—Types of Clients.....   | 6   |
| Item 8—Methods of Analysis, Investment Strategies and Risk of Loss.....                                | 6   |
| Item 9—Disciplinary Information.....   | 22  |
| Item 10—Other Financial Industry Activities and Affiliations.....                                      | 22  |
| Item 11—Code of Ethics, Participation or Interest in Client Transactions and Personal<br>Trading ..... | 23  |
| Item 12—Brokerage Practices.....   | 25  |
| Item 13 — Review of Accounts.....  | 27  |
| Item 14 — Client Referrals and Other Compensation .....  | 27  |
| Item 15—Custody.....   | 28  |
| Item 16—Investment Discretion .....  | 28  |
| Item 17—Voting Client Securities.....  | 28  |
| Item 18—Financial Information .....  | 29  |

#### **Item 4—Advisory Business**

Angelo, Gordon & Co., L.P. (“Angelo Gordon” or the “Firm”), founded in 1988, is a privately held firm specializing in alternative investments. The Firm manages capital across eleven strategies: (i) global private equity real estate, (ii) commercial real estate debt, (iii) net lease real estate, (iv) distressed and corporate special situations, (v) performing credit, (vi) middle market direct lending, (vii) energy lending, (viii) residential and consumer debt, (ix) convertible arbitrage, (x) merger arbitrage and (xi) multi-strategy. We seek to generate absolute returns, in substantially all market environments with less volatility than the overall markets, by identifying market inefficiencies and capitalizing on situations that are not in the mainstream of investment opportunities.

In order to take advantage of the cyclical opportunities presented by the alternative investment strategies pursued by Angelo Gordon, a key consideration is to match capital with opportunities on a timely basis, with the ultimate goal of generating absolute returns in substantially all market environments. Because investment opportunities are cyclical, it is likely that not every strategy will be available at all times.

Angelo, Gordon Europe LLP (“AGE”) is a subsidiary of Angelo Gordon that provides investment management and advisory services in the United Kingdom and is authorized and regulated in the United Kingdom by the Financial Conduct Authority (“FCA”). AGE is listed in Schedule R in Part 1A of the Firm’s Form ADV as a “relying adviser”.

Northwoods European CLO Management LLC is a Delaware limited liability company and a subsidiary of Angelo Gordon that provides investment advisory services to one or more collateralized loan obligation vehicle(s). This entity is listed in Schedule R in Part 1A of the Firm’s Form ADV as a “relying adviser”.

Angelo Gordon offers investors the opportunity to participate in its investment strategies primarily through investment in limited partnerships and other collective investment vehicles (the “Client Funds”), to a lesser extent separate accounts managed on a fully discretionary basis, and a publicly traded REIT (together with Client Funds, the “Clients”). Some Client Funds are sponsored and administered by Angelo Gordon, while others may be sponsored and/or administered by third parties. Interests in the Client Funds are usually exempt from registration under the Securities Act of 1933, as amended, and the Client Funds are exempt under the Investment Company Act of 1940, as amended. Accordingly, interests in such Client Funds are offered exclusively to investors satisfying applicable eligibility and suitability requirements in order to maintain such exemptions.

The Firm’s investment philosophy combines fundamental in-depth research and a conservative valuation approach with a diversification strategy designed to reduce downside risk. Research is the cornerstone of all investment activities. For most strategies, investments are either hedged to reduce the potential of market risk or consist of event-

driven situations where overall market performance is generally expected to have less impact.

AG Partner Investments, L.P. is the majority owner of the Firm. Approximately 100 senior employees have an indirect minority interest in the Firm.

Clients can impose restrictions or limitations on how the Firm manages accounts as set forth in the Client's investment guidelines or confidential offering memoranda. Additional details regarding the services, fees, investor suitability standards, and other terms applicable to Client Funds are described in the offering memorandum of each such Client Fund. For copies of such offering memoranda, please contact Ms. Noreen Feldmann at 212 692 0259 or Nfeldmann@angelogordon.com.

Fully discretionary regulatory assets under management as of December 31, 2021 were approximately \$74 billion.

## **Item 5—Fees and Compensation**

Compensation earned by Angelo Gordon from Clients generally is comprised of negotiated fees based on a percentage of assets under management ("Management Fee") and performance-based amounts ("Performance Compensation"). Management Fees are generally charged at annual rates and billed monthly or quarterly after the close of the calendar month or quarter during which Angelo Gordon performed the services to which the fees relate. However, payment of Management Fees quarterly in advance is required of certain Clients dedicated to longer term strategies such as real estate, distressed investments or private equity investments; these Clients generally do not permit voluntary redemption, withdrawal or termination during the period covered by a quarterly prepayment. If Management Fees are paid in advance, in the event the account is terminated, the Management Fees generally will be prorated to the date of termination and any unearned fees will be refunded. Management Fees and Performance Compensation for Client Funds, is determined by the general partner or board of directors, as applicable, and as set forth in the Client Funds' final offering documents. Management Fees and Performance Compensation for other Clients (managed accounts) are negotiated.

Performance Compensation generally is equal to a percentage of net realized and unrealized profits for each year, after restoration in some cases of any loss carried forward from prior years and, in the case of certain Clients, after achieving a threshold annual return on invested capital at varying rates. Performance Compensation generally is billed after the close of each calendar year. In the case of Clients dedicated to real estate and certain other long-term strategies, Performance Compensation generally is based only on realized amounts, and in certain cases, Performance Compensation may be payable after all invested capital and the threshold return thereon have been realized and distributed to investors. The nature of Performance Compensation may create an incentive for Angelo Gordon to

make investments that are riskier or more speculative than would be the case in the absence of such compensation.

Where part of the investment mandate, Angelo Gordon invests cash balances of Clients on a temporary basis in shares of money market funds, which charge a separate management fee payable to the money market fund's adviser. The adviser's fees associated with such money market fund investments are in addition to the fees charged by Angelo Gordon. Such money market advisers may be affiliated with service providers to Angelo Gordon or Clients.

Client Funds' terms, including fees and compensation, are set forth in the offering documents or other governing documents. Fees and compensation for Clients are generally negotiated. Accordingly, the Firm does not use a fee schedule.

Management Fees and Performance Compensation may vary from the description set forth herein. In any such case, the applicable Management Fees and Performance Compensation will be as disclosed in the Clients' offering memorandum, constitutive documents or investment management agreement. In the case of Client Funds sponsored by others, fees are negotiated with the sponsor. Likewise, the sponsor selects service providers to such Client Funds and negotiates fees paid to such service providers.

Employees and former employees of Angelo Gordon may maintain (directly or indirectly) investments in Client Funds and generally Management Fees and Performance Compensation are waived in whole or in part. In addition, when an Angelo Gordon affiliate acts as the general partner of a Client Fund, Management Fees and Performance Compensation may not be charged on the general partner capital commitment.

In addition to Management Fees and Performance Compensation, Clients generally are responsible for the costs and expenses set forth in the Clients' offering memoranda, limited partnership agreements or management agreements, as may be applicable (collectively, "Offering Documents"). Such costs and expenses often include, among others; (i) expenses associated with the organization and operation of Clients, including but not limited to accounting expenses (including accounting systems) and expenses relating to audit, legal and regulatory expenses (including filings with U.S. and non-U.S. regulators such as Form PF in accordance with the Investment Advisers Act of 1940, as amended (the "Advisers Act") and compliance obligations arising from the Alternative Investment Fund Managers Directive (AIFMD) with respect to Clients, fees and expenses of any administrators in connection with the administration of Clients, expenses relating to the maintenance of registered offices of Clients to the extent provided by unaffiliated service providers, temporary office space of non-employee consultants or auditors, blue sky and corporate filing fees and expenses, corporate licensing expenses, indemnification expenses, costs of holding any meetings or conferences of investors or their delegates or advisors (including meetings of any advisory committee and related activities), out-of-pocket expenses of any advisory committee, the fees and expenses of any independent counsel engaged by the advisory committee, costs of any litigation or threatened litigation or costs of any

investigation or legal inquiries involving Clients' activities (including regulatory sweeps), the cost of any liability insurance or fidelity coverage for Clients, their respective general partners, Angelo Gordon and their affiliates, including any directors' and officers' liability insurance and key-person life insurance policies, maintained with respect to liabilities arising in connection with the activities of any indemnified person, costs associated with reporting and providing information to existing and prospective investors, including printing and mailing costs as well as costs and expenses of administering and complying with side letters entered into with investors (including costs incurred in connection with the preparation and execution of investor "most favored nations" elections and any Environmental, Social and Governance obligations or other standards, including compliance and reporting), investor site visits and related travel and meals, wind up and liquidation expenses, and any extraordinary expenses arising in connection with the operations of Clients; (ii) the conduct of the investment and trading program including deal sourcing expenses, which may include costs related to advertising, research, market data technology systems and other information and information service subscriptions utilized with respect to Clients and their activities, including fees to third-party providers of research, portfolio risk management services (including the costs of acquiring, developing, implementing and maintaining risk management software, software customization and implementation costs or database packages), fees of pricing and valuation services, as well as costs incurred to attend or sponsor networking and other similar events hosted by both for-profit and not-for-profit organizations, which may include organizations affiliated with current or prospective investors, and (iii) structuring, evaluating, consummating, maintaining, developing, re-structuring, refinancing and disposing of investments and potential investments (whether or not the investment is consummated), including but not limited to legal, regulatory, accounting and other professional or third-party costs or disbursements including travel, rent or lodging, meals, entertainment and other similar costs and expenses, litigation expenses, brokerage commissions, clearing and settlement charges and other transaction costs, custody fees, interest expenses, financing charges, costs and expenses in connection with any subscription facility, initial and variation margin, broken-deal expenses, compensation (which may include fees or performance-based compensation) of advisors, consultants and finders, joint venture partners, or other professionals relating to investments or potential investments (whether or not completed). Travel expenses may include first class airfare and limited use of private or charter aircraft, as well as premium accommodations, in accordance with Angelo Gordon's policies related thereto, all as further described in Clients' Offering Documents. In addition, certain Clients will reimburse Angelo Gordon and their affiliates (as applicable) for the compensation and related overhead costs of personnel of Angelo Gordon (or affiliate) for legal, regulatory, tax, and similar personnel as well as back office accounting and finance support (not including any U.S. based Client-level accounting), in all cases who provide services for the benefit of Clients (and Clients' real estate investments to the extent applicable); provided, that (i) such expenses would qualify as expenses of such Client, as set forth above, if such services were provided by third-party service providers and (ii) the general partner of the Client reasonably believes that it would be advantageous to such Client to have in-house personnel provide such services as compared to engaging a third party, whether due to cost, quality, efficiency or other

considerations relating to the in-house provision of such services. The general partner shall report the aggregate amount of any such reimbursement to the Client's advisory committee on an annual basis.

The Client Funds, to the extent permitted by applicable law, have the absolute discretion to agree with any investor to waive or modify the application of any of the terms described within a Client Fund's Offering Documents (including, but not limited to, those relating to fees, key persons, liquidity and transparency) or to create new terms in addition to those described in the Offering Documents, without obtaining the consent of any other investor (other than an investor whose rights as a shareholder or limited partner, as applicable, would be materially and adversely changed by such waiver, modification or creation of term(s)) and without entitling any other investor to such waiver, modification or new term(s). The determination of a Client Fund's directors or general partner, as applicable, as to whether the contractual rights of any shareholder or limited partner would be materially and adversely changed by such waiver, modification or creation of term(s) shall be binding and conclusive on the Client Funds and all shareholders or limited partners thereof. Angelo Gordon affiliates or employees may serve as directors or general partners of Client Funds.

Angelo Gordon's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the Client. Clients incur certain charges and expenses as described above and detailed further in the respective Offering Documents, including, but not limited to, charges imposed by custodians, brokers, lenders and other third parties such as fees charged by auditors, attorneys, administrators or custodians, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Such charges, fees and commissions are in addition to Angelo Gordon's fees, and Angelo Gordon does not receive any portion of these commissions, fees, and costs.

The factors that Angelo Gordon considers when selecting brokers or dealers for Client transactions are further described in *Item 12—Brokerage Practices* herein.

In certain instances, the General Partners to some of Angelo Gordon's Clients have appointed service companies that are affiliates of the Firm (the "Servicers"), to act as service providers to specific portfolios of assets owned by those Clients. The Servicers charge fees ("Service Fees") to these Clients at what Angelo Gordon believes are arm's length, market rates. In such cases, Angelo Gordon indirectly receives such fees, via their affiliates, in addition to Management Fees and Performance Compensation. Such fees do not offset Management Fees or Performance Compensation. Service Fees will be charged only to those Client Funds that receive appropriate disclosure.

From time to time, Angelo Gordon earns fees on non-discretionary investment consulting services it provides to third parties.



Other than as disclosed, neither Angelo Gordon nor its employees accept compensation for the sale of securities or other investment products to Clients.

## **Item 6—Performance-Based Fees and Side-By-Side Management**

The Firm manages assets for Client Funds and separate accounts. Separate accounts may have terms regarding fees, transparency and liquidity different from those of Client Funds. Angelo Gordon structures any performance or incentive fee arrangement subject to applicable law. In measuring Clients' assets for the calculation of performance-based fees, Angelo Gordon includes realized and unrealized capital gains and losses to the extent permitted pursuant to the Clients' governing documentation.

Performance-based fee arrangements may create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. In order to address the potential conflict of interest associated with side-by-side management, Angelo Gordon has adopted a policy and implemented procedures designed to prevent this conflict from influencing the allocation of investment opportunities among Clients. The Firm's allocation policy and procedures are further described in *Item 8-- Methods of Analysis, Investment Strategies and Risk of Loss* and *Item 12—Brokerage Practices herein*.

## **Item 7—Types of Clients**

Angelo Gordon offers investors the opportunity to participate in its investment strategies primarily through investment in limited partnerships and other collective investment vehicles (the "Client Funds"), to a lesser extent separate accounts managed on a fully discretionary basis, and a publicly traded REIT (together with Client Funds, the "Clients"). Some Client Funds are sponsored and administered by Angelo Gordon, while others are sponsored and administered by third parties.

Requirements for opening or maintaining accounts with the Firm can differ based on the applicable strategy and other factors in the discretion of Angelo Gordon. Accordingly, the Firm reserves the right to adjust account size minimum with respect to any one Client as deemed appropriate in light of the overall facts and circumstances.

## **Item 8—Methods of Analysis, Investment Strategies and Risk of Loss**

The Firm's investment philosophy combines fundamental in-depth research and a conservative valuation approach with a diversification strategy designed to reduce downside risk. The research team is the cornerstone of all investment activities.

Investing in securities involves risk of loss that Clients should be prepared to bear. All Clients risk the complete loss of capital. There can be no assurance that an investment

program will be successful or that investments purchased by the Client will increase in value or be profitable.

Prospective Clients should give careful consideration to the following risk factors in evaluating the merits and suitability of the Firm's investment strategies and as they may relate specifically to holding interests in Client Funds, in general, and as the context requires. The following does not purport to be a comprehensive summary of all of the risks associated with the investment strategies of Angelo Gordon. Rather, the following are only certain risks to which prospects, investors in Client Funds and Clients are subject and Clients and investors should consult their own legal, tax and financial advisers. Although no summary can fully describe all of the risks associated with investing in a Client Fund, the Offering Documents for each Client Fund contain a more complete description of the risks associated with investing in that Client Fund and should be reviewed carefully,

### ***Risks Associated with Client Funds as Pooled Investment Vehicles***

*Lack of Client Fund Operating History; Past Performance.* Some Client Funds are newly formed entities with no prior operating history. Although the Firm has had prior experience in portfolio management, the past performance of any investments or investment funds managed by Angelo Gordon is no guarantee of future results. Accordingly, the pursuit of such investment strategies by Clients involves uncertainty. No assurance can be given that suitable investment opportunities in which to deploy all of the Clients' capital will be available or if available, will be on favorable terms. If Angelo Gordon does not locate suitable and compelling investment opportunities in which to deploy all of a Client Fund's capital, a Client Fund may not fully invest its committed capital which may result in an adverse effect on performance results.

*Diverse Investor Group.* The investors in a Client Fund may have conflicting investment, tax and other interests with respect to their investments in the Client Fund. Consequently, conflicts of interest may arise among such investors with respect to, among other things, the structure and nature of the Client Fund's investments and the timing of dispositions of the Client Fund's investments. In making decisions as investment manager of the Client Fund, including selecting and structuring investments and disposing of investments, the Investment Manager will consider the investment and tax objectives of the Client Fund as a whole.

*Illiquidity of Interests.* Interests in the Client Funds are highly illiquid and are not transferable without the consent of the general partner, typically an entity under common control with Angelo Gordon. There will be no secondary market for the interests in Client Funds, and consequently, holders of such interests may not be able to sell such interests except by means of the withdrawal privilege, subject to the limitations set forth in the Client Funds' documentation. Such limitations may include advance notice, lock up periods or suspensions of the withdrawal privilege, if the general partner determines that

circumstances warrant a suspension. Except in these limited circumstances, investors will not have the right to withdraw from a Client Fund at any time prior to its termination.

*No Assurance of Profit, Cash Distributions, Appreciation or Rate of Return.* An investment in Client Funds involves a high and speculative degree of business and financial risk that could result in a loss of all or a part of the invested capital. There can be no assurance that a Client Fund's investment strategy will produce favorable returns, due to the risks and uncertainties noted herein, among others. Investors must be prepared to bear capital losses that might result from an investment in a Client Fund, including a complete loss of the investor's invested capital.

*Concentrated Positions.* To the extent Angelo Gordon concentrates Clients' investments, portfolios may become more susceptible to fluctuations in value or loss resulting from adverse economic or business conditions.

*Distributions.* Client portfolios will not ordinarily pay distributions to investors or Clients unless the governing documentation specifies otherwise. In such cases, all earnings of the Client portfolios are expected to be retained for reinvestment or to pay fees and expenses. Therefore, some investment programs offered by Angelo Gordon may not be suitable for Clients seeking current income.

*Allocation of Investment Opportunities.* Investment opportunities may be appropriate for different investment vehicles or accounts managed by Angelo Gordon. Subject to the terms of Client Funds' Offering Documents, Angelo Gordon will typically allocate investment opportunities among the Client Funds and such other investment vehicles and accounts on a basis it deems to be fair and equitable over time, taking into account a number of factors, such as terms and conditions of the relevant investment vehicles or accounts, the cash available to such investment vehicles and accounts, and investment objectives and strategies. Accordingly, application of the allocation methodology can result in a priority for certain investment vehicles or accounts. In addition, because the decision to pursue an investment opportunity and whether an investment is suitable for a Client Fund lies within Angelo Gordon's discretion, it is possible that a Client Fund may not be given the opportunity to participate in certain investments made by other investment vehicles or accounts even in circumstances where Angelo Gordon is not required to give a priority investment allocation to such investment vehicles or accounts. Angelo Gordon will evaluate a variety of factors that may be relevant in determining whether a particular investment opportunity or strategy is appropriate and feasible for a Client Fund or the relevant investment vehicle or account at a particular time.

*Co-Investment Opportunities.* There are expected to be circumstances where co-investments are offered alongside a Client Fund (to investors who may or may not be investors in such Client Fund, including, for greater certainty, limited partners of other Client Funds), and there is no guarantee that any investor will be offered any such co-investment opportunities. As a general matter, Angelo Gordon has discretion in allocating co-investment

opportunities and many investors who may have expressed an interest in co-investment opportunities may not be allocated any co-investment opportunities or may receive a smaller amount of co-investment opportunities than the amount requested. Angelo Gordon will take into account various facts and circumstances deemed relevant by Angelo Gordon in allocating co-investment opportunities, including whether a potential co-investor has expressed an interest in evaluating co-investment opportunities, Angelo Gordon's assessment of a potential co-investor's ability to invest an amount of capital that fits the needs of the investment (taking into account the amount of capital needed as well as the maximum number of investors that can realistically participate in the transaction) and Angelo Gordon's assessment of a potential co-investor's ability to commit to a co-investment opportunity within the required timeframe of the particular transaction. Additional considerations may also include, among others and without limitation, the size of investor commitments to a Client Fund, whether a potential co-investor has a history of participating in co-investment opportunities with Angelo Gordon, the size of the potential co-investor's interest to be held in the underlying investment as a result of a Client Fund's investment (which is likely to be based on the size of the potential co-investor's capital commitment and/or investment in such Client Fund), whether the potential co-investor has demonstrated a long-term and/or continuing commitment to the potential success of Angelo Gordon and such other factors that Angelo Gordon deems relevant under the circumstances. In the event a transaction is not ultimately consummated, co-investors may not bear any related broken deal expenses (such as reverse termination fees, extraordinary expenses such as litigation costs and judgments and other expenses) even if such co-investors would have borne their proportionate share of any transaction expenses had the investment been consummated. In addition, although any loan origination fees, directors fees, consulting fees, advisory fees, management fees, transaction fees, closing fees, or break-up fees earned by Angelo Gordon in connection with an investment or potential investment (other than fees received by an affiliate of Angelo Gordon in its capacity as a third-party service provider or as otherwise disclosed herein) ("transaction fees") will be applied to reduce any Management Fees subsequently payable by the Client Fund alongside which such co-investment is being made, the Management Fee may not be offset by any transaction fees attributable to any co-investor's interest in an investment. Any management fee and related offsets will be agreed by Angelo Gordon and co-investors on a case-by-case basis, and as a result, transaction fees allocable to co-investors' interests in an investment may ultimately be retained by Angelo Gordon. A Client Fund may temporarily warehouse a portion of an investment opportunity in order to facilitate a co-investment by one or more affiliated or third-party co-investors. If the relevant co-investment is not ultimately consummated, such Client Fund may end up holding a larger portion of the investment than it otherwise expected or desired to hold. The risk of a co-investment not being consummated may increase in the event an investment decreases in value during the warehousing period, and a Client Fund may be required to bear the losses in connection with any such investment.

*Special Economic, Transparency, Liquidity and Other Rights.* Client Funds may grant preferential fee, transparency and liquidity rights to certain investors, to the extent permitted by applicable law. A combination of special fee, transparency and liquidity rights

for some investors may have an adverse impact on the remaining investors' Interests. Also, a Client Fund may grant preferential economic, transparency and liquidity rights to certain investors, as well as capacity rights, minimum investment amounts, withdrawal rights, specific exceptions in respect of disclosure of confidential information, modifications to subscription documents, co-investment rights, excuse rights, additional rights in respect of securities distributed in-kind, requirements in respect of distributions required to be returned in respect of the obligations of each Client Fund, limitations on overcalls, terms required due to an investor's specific legal, regulatory, tax, policy or other considerations, and other rights. Each Client Fund is not required to notify any or all of the other investors in such Client Fund of any side letters or any of the rights and/or terms or provisions thereof, nor are Client Funds required to offer such additional and/or different rights and/or terms to any or all of the other investors in a Client Fund. Likewise, separate accounts with a similar strategy to Client Funds typically have better liquidity and transparency than investors in Client Funds.

*Exculpation and Indemnification.* Client documentation limits the circumstances under which Angelo Gordon can be held liable to Clients. As a result, Clients have a more limited right of action in certain cases than they would in the absence of such a contractual limitation. Clients generally indemnify Angelo Gordon for liabilities incurred in connection with its advisory services, which may be material.

*Tax Audit Risks.* The tax treatment of Client Funds and investment portfolios is complex. There is no assurance that the tax positions taken by the Firm will be accurate.

### ***Risks Associated with Investing and Investments***

*General Investment Risks.* All Client investments risk the loss of capital. There can be no assurance that a Client's program will be successful or that the investments will increase in value. Clients and investors in Client Funds should consult their own legal, tax and financial advisors prior to investing.

*Business Risk.* The companies in which some Clients invest may involve a high degree of business and financial risk. In many of the strategies employed by the firm, investments are expected to include securities of companies with leveraged capital structures. Such investments will be subject to increased exposure to adverse economic factors such as an increase in interest rates, devaluation of currencies, a downturn in the economy or deterioration in the economic conditions of such company or its industry. These companies may require significant additional capital to support their operations, or may otherwise have a weak financial condition. Similarly, such companies may be unable to generate sufficient cash flow to meet principal and interest payments on their indebtedness. Accordingly, the value of investments in such entities could be significantly reduced or even eliminated due to ongoing credit deterioration. Accordingly, Clients are subject to the risk of loss of all or substantially all of their investment.

*Developments in Financial Markets.* The global financial markets have recently gone through pervasive and fundamental disruptions. In light of such market turmoil and the resulting impact on the financial services industry, Clients' and other financial institutions' financial condition may be adversely affected and they may become subject to legal, regulatory, reputational and other unforeseen risks that could have a material adverse effect on Clients' business and operations. Furthermore, increased regulatory activity may impose administrative burdens on Angelo Gordon and Clients, including, without limitation, responding to investigations and implementing new policies and procedures. Such burdens may divert Angelo Gordon's (and affiliates') time, attention and resources from portfolio management activities.

*Leverage of Portfolio Companies.* When consistent with Client guidelines, Angelo Gordon may use leverage for any purpose in managing Client portfolios, including increasing investment capacity, covering operating expenses or making withdrawals or distribution payments. Leverage includes, but is not limited to, buying securities on margin. In addition to direct borrowings from banks or prime brokers, the Firm may employ strategies that include the use of leverage, such as the use of reverse repurchase agreements, swaps, options, futures contracts and other derivative securities, or other forms of leverage or credit. When permitted, the Firm may also engage in short sales. Short sellers routinely "borrow" securities to effect short sales, using margin accounts.

Borrowing money to purchase a financial instrument may provide Clients with the opportunity for greater capital appreciation but at the same time will increase the portfolio's potential risk of loss with respect to that instrument. Although the use of leverage can increase potential returns to a Client, the use of leverage increases potential losses to a Client if it fails to earn as much on such incremental investments as it pays for such borrowed funds. Therefore, unanticipated increases in applicable margin requirements could adversely affect the liquidity of investments and therefore also adversely affect Client performance.

*Interest Rate Fluctuations.* The prices of portfolio investments tend to be sensitive to interest rate fluctuations and unexpected fluctuations in interest rates could cause the corresponding prices of the long and short portions of a position to move in directions which may not have been initially anticipated. In addition, interest rate increases generally will increase the interest carrying costs of borrowed securities and leveraged investments. Such increased costs will be borne by the Clients.

*Nature of Reorganization Proceedings.* Investments in the debt or equity of companies involved in reorganization proceedings typically entail a number of risks that do not normally apply to investments in financially sound companies. The law governing reorganization proceedings is complex and outcomes are difficult to predict. As a result, if Angelo Gordon's evaluation of the anticipated outcome of a reorganization or the timing of such outcome should prove incorrect, Clients could experience losses. A wide variety of considerations make any evaluation of the outcome of an investment in such a company uncertain.

Such investments may require active monitoring and representation on official and unofficial creditors' committees for the company. Accordingly, Angelo Gordon may participate in such committees if it deems it advisable. Serving on an official or unofficial committee increases the possibility that the Firm will be deemed an "insider" or a "fiduciary" of the company and may restrict or prevent the Firm's trading of investments in such company for all Clients including those not invested in such companies.

*Investing in High Yield Debt.* Client portfolios may invest in fixed-income securities and other debt obligations which are rated below investment grade or are unrated. These high-yield bonds are regarded as being speculative as to the issuer's ability to make payments of principal and/or interest. Investment in such securities involves substantial risk. Issuers of high-yield debt may be highly leveraged or have difficulty obtaining financing. Therefore, the risks associated with acquiring the securities of such issuers generally are greater than is the case of issuers of higher quality. For example, during an economic downturn or a sustained period of rising interest rates, issuers of high-yield bonds may be more likely to experience financial stress, especially if such issuers are highly leveraged. During such periods, such issuers may not have sufficient revenues to meet their principal and/or interest payment obligations. Therefore, the risk of loss due to default by the issuer is significantly greater for the holders of high-yield bonds because such securities may be unsecured and may be subordinated to other creditors of the issuer. There can be no assurance that such events will not occur after the Client purchases a particular security, in which case the Client may experience losses.

*Investments in Distressed Debt.* Client Funds' investments may include investments in non-performing and underperforming loans which may involve workout negotiations, restructuring and the possibility of foreclosure. These processes may be lengthy and expensive. In addition, Client Funds' investments may include securities and debt obligations of financially distressed issuers, including companies involved in bankruptcy or other reorganization and liquidation proceedings. As a result, these investments may be subject to additional bankruptcy related risks, and returns on such investments may not be realized for a considerable period of time.

*Derivative Instruments.* When consistent with Client guidelines, Angelo Gordon may use various derivative instruments which may be volatile and speculative, and which may be subject to wide and sudden fluctuations in market value, with a resulting fluctuation in the amount of profits and losses to Clients.

Use of derivative instruments presents various risks, including the following:

*Liquidity.* Derivative instruments, especially when traded in large amounts, may not be liquid in all circumstances, so that in volatile markets, Clients may not be able to close out a position without incurring a loss. In addition, daily limits on price fluctuations and speculative position limits on exchanges on which Clients may

conduct transactions in certain derivative instruments may prevent prompt liquidation of positions, subjecting Clients to the potential of greater losses.

*Leverage.* Trading in derivative instruments can result in leverage that may magnify the gains and losses experienced by Clients and could cause the value of Clients' portfolios to be subject to wider fluctuations than would be the case if derivative instruments were not used.

*Over-the-Counter Trading.* Derivative instruments that may be purchased or sold include instruments not traded on an exchange. Over-the-counter options derivatives are bilateral contracts with price and other terms negotiated by the buyer and seller. The risk of nonperformance by the obligor on such an instrument may be greater and the ease with which Client portfolios can dispose of or enter into closing transactions with respect to such an instrument may be less than in the case of an exchange-traded instrument. In addition, significant disparities may exist between "bid" and "asked" prices for derivative instruments that are not traded on an exchange, and transaction costs may be greater. Derivative instruments not traded on exchanges are also not subject to the same type of government regulation as exchange traded instruments, and many of the protections afforded to participants in a regulated environment may not be available in connection with such transactions.

*Counterparty and Credit Risk.* To the extent that contracts for investment will be entered into between Clients and a market counterparty as principal (and not as agent), Clients are exposed to the risk that the market counterparty may, in an insolvency or similar event, be unable to meet its contractual obligations to Clients. Because certain purchases, sales, hedging, financing arrangements (including the lending of portfolio securities) and derivative instruments in which Clients may engage are not traded on an exchange but are instead traded between counterparties based on contractual relationships, Clients are subject to the risk that a counterparty will not perform its obligations under the related contracts.

*Investments in Open Market Purchases; Publicly Traded Securities.* Certain Client Funds will have the ability to invest in securities that are publicly traded, including distressed publicly-traded assets, and are, therefore, subject to the risks inherent in investing in public securities. Additionally, a Client Fund may hold securities as a result of an initial public offering of an existing investment. Such investments may subject a Client Fund to risks that differ in type or degree from those involved with investments in privately held companies. Such risks include, without limitation, greater volatility in the valuation of such companies, increased obligations to disclose information regarding such companies, limitations on the ability of a Client Fund to dispose of such securities at certain times, increased likelihood of shareholder litigation against such companies' board members and increased costs associated with each of the aforementioned risks. When investing in public securities, a Client Fund may be unable to obtain financial covenants or other contractual governance rights. Moreover, each Client Fund may not have the same access to information in



connection with investments in public securities, both before and after making the investment, as compared to privately negotiated investments. Furthermore, each Client Fund may be limited in its ability to make investments, and to sell existing investments, in public securities if other Angelo Gordon businesses have material, non-public information regarding the issuer or as a result of other policies or requirements. In addition, securities acquired of a public company may, depending on the circumstances and securities laws of the relevant jurisdictions, be subject to lock-up periods.

*Settlements.* Delays in settlement can result in temporary periods when Client assets are uninvested and no return is earned thereon. The inability of Angelo Gordon to make intended investments due to settlement delays could cause Client portfolios to forego attractive investment opportunities or cause delays in making withdrawal distributions.

*Valuations.* It is expected that third party pricing information will, at times, not be available regarding certain investments in Client portfolios. Valuations, which will affect the amount of the Performance Compensation payable to Angelo Gordon may involve uncertainties and judgmental determinations, and if such valuations prove to be incorrect, Clients' portfolio value could be adversely affected. For example, in the case of an overvaluation of the portfolio, the Firm's compensation would be greater than if a lower valuation had been used. In the case of certain asset classes, valuations are provided by Angelo Gordon.

*Investments in Real Estate.* Special risks associated with such investments include changes in the general economic climate or local conditions (such as an oversupply of space or a reduction in demand for space), competition based on rental rates, attractiveness and location of the properties, financial condition of tenants, buyers and sellers of properties, quality maintenance, insurance and management services, and changes in operating costs. Real estate values are also affected by such factors as government regulations (including those governing usage, improvements, zoning and taxes), interest rate levels, and the availability of financing and potential liability under changing environmental and other laws. In addition, real estate investments are relatively illiquid and as such, Angelo Gordon's ability to vary a real estate Client Fund's portfolio promptly in response to changes in economic or other conditions will be limited.

*Joint Ventures.* Certain Client Funds, particularly in the real estate context, will co-invest with third parties through partnerships, joint ventures or other entities. Such investments will involve risks in connection with such third-party involvement, including the possibility that a co-venturer may have financial difficulties that negatively impact such investment. Further, a co-venturer may have economic or business interests or goals that are inconsistent with those of the Client Funds, or may be in a position to take (or block) action in a manner contrary to the Fund's investment objectives. In addition, the Fund may in certain circumstances be liable for the actions of its third-party partners or co-venturers. In those circumstances where such third parties involve a management group, such third parties may receive compensation arrangements relating to such Investments, including

reimbursement of expenses, incentive compensation arrangements and fees payable to such third-party partners or co-venturers, in each case such compensation will not offset Management Fees. Furthermore, such third-party partners or co-venturers may provide services (such as asset management oversight services) similar to, and overlapping with, services provided by the General Partner to the Fund or Other Angelo Gordon Accounts, and, notwithstanding the foregoing, fees attributable to such services will not offset Management Fees.

*Coronavirus and Public Health Emergencies.* In December 2019, the virus SARS-CoV-2, which causes the coronavirus disease known as COVID-19, surfaced in Wuhan, China. The disease spread around the world, resulting in the temporary closure of many corporate offices, retail stores, and manufacturing facilities across the globe, as well as the implementation of travel restrictions and remote working and "shelter-in-place" or similar policies by numerous companies and national and local governments. These actions caused the disruption of manufacturing supply chains and consumer demand in certain economic sectors, resulting in significant disruptions in local and global economies. The short-term and long-term impact of COVID-19 on the operations of Angelo Gordon and the performance of Clients is difficult to predict. Any potential impact on such operations and performance will depend to a large extent on future developments and actions taken by authorities and other entities to contain COVID-19 and its economic impact. These potential impacts, while uncertain, could adversely affect the performance of Clients.

*Political and Economic Conditions.* A Client's investments may be adversely affected by changes in economic conditions or political events that are beyond its control. For example, a break in the capital markets, continued threats of terrorism, the outbreak of hostilities involving the United States or other countries, or the death of a major political figure may have significant adverse effects on a Client's investment results. These factors may affect the level and volatility of securities prices and the liquidity and the value of investments and have a material adverse effect on a Client. A natural disaster, such as a hurricane, could also severely disrupt the global, national and/or regional economies and/or markets. Other factors, such as changes in U.S. federal or state tax laws, U.S. federal or state securities laws, bank regulatory policies or accounting standards, may make corporate acquisitions less desirable. A negative impact on economic fundamentals and consumer confidence may negatively impact market value, increase market volatility and cause credit spreads to widen, each of which could have an adverse effect on the investment performance of a Client.

The economies of non-U.S. countries may differ favorably or unfavorably from the U.S. economy in such respects as growth of gross domestic product, rate of inflation, currency depreciation, asset reinvestment, resource self-sufficiency and balance of payment position. Further, certain non-U.S. economies are heavily dependent upon international trade and, accordingly, have been and may continue to be adversely affected by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. The economies of

certain non-U.S. countries may be based, predominantly, on only a few industries and may be vulnerable to changes in trade conditions and may have higher levels of debt or inflation.

*Inflation.* Inflation and rapid fluctuations in inflation rates have had in the past, and may in the future have, negative effects on economies and financial markets, particularly in emerging economies. For example, if a Client is unable to increase its revenue in times of higher inflation, its profitability may be adversely affected. A Client may have revenues linked to some extent to inflation, including without limitation, by government regulations and contractual arrangement. As inflation rises, a Client may earn more revenue but may incur higher expenses. As inflation declines, a Client may not be able to reduce expenses commensurate with any resulting reduction in revenue. Furthermore, wages and prices of inputs increase during periods of inflation, which can negatively impact returns on investments. In an attempt to stabilize inflation, countries may impose wage and price controls or otherwise intervene in the economy. Governmental efforts to curb inflation often have negative effects on the level of economic activity. There can be no assurance that inflation will not become a serious problem in the future and have an adverse impact on a Client's returns.

*Benchmark Rates.* Many financial instruments use or may use a floating rate based on the London Interbank Offered Rate, or "LIBOR," which is the offered rate for short-term Eurodollar deposits between major international banks. On March 5, 2021, the U.K. Financial Conduct Authority announced that certain LIBOR settings (all seven Euro and Swiss franc LIBOR tenors, overnight, one-week, two-month and 12-month sterling LIBOR, spot next, one-week, two-month and 12-month yen LIBOR, and one-week and two-month U.S. dollar LIBOR) will permanently cease immediately after December 31, 2021. Publication of the overnight and 12-month U.S. dollar LIBOR settings will permanently cease immediately after June 30, 2023. However, the U.S. federal banking agencies have issued guidance strongly encouraging banking organizations to cease using U.S. dollar LIBOR as a reference rate in new contracts as soon as practicable and in any event by December 31, 2021. Transition away from LIBOR as a benchmark reference for interest rates may affect the cost of capital and may require amending or restructuring debt instruments and related hedging arrangements for a Client and its investments, and may impact the value of floating rate instruments based on LIBOR that are held or may be held by a Client in the future, which may result in additional costs or adversely affect a Client's liquidity, results of operations and financial condition. Additionally, the automated systems used to administer loans in which a Client may invest may have been developed based on LIBOR, and there may be operational difficulties as and when LIBOR is phased out. Industry participants continue to consider alternatives to LIBOR, and it is unclear what the prevailing reference rate will be following LIBOR's scheduled discontinuation. As an alternative to LIBOR, the U.S. Federal Reserve has announced that it is considering replacing U.S.-dollar LIBOR with the Secured Overnight Financing Rate ("SOFR"), a new index calculated by short-term repurchase agreements, backed by U.S. Treasury Instruments. It remains unclear whether alternative reference rates such as SOFR will attain market acceptance as replacements for LIBOR, and currently there is no definitive successor rate. As such, it is not possible to predict all potential effects of these changes on

U.S. and global credit markets. There can be no assurance that a Client will be able to successfully utilize fallback provisions in documentation or amend documentation to account for uncertainty related to the floating rate of Client investments or that any such fallback provisions or amendments will effectuate the intended result. The transition away from LIBOR to other reference rates may lead to increased volatility, fluctuations in value and illiquidity in LIBOR-related markets and investments and for investments in issuers that utilize LIBOR, especially if orderly transactions to alternative rate references are not successfully completed in a timely manner.

### ***Risks Associated with the Firm***

*Dependence on the Firm and its personnel.* The success of Clients is largely dependent upon Angelo Gordon and there can be no assurance that Angelo Gordon or the individuals employed by Angelo Gordon will remain willing or able to provide advice to Clients. Further, the performance of Angelo Gordon depends upon certain key personnel. Should any such personnel be in any way incapacitated or cease to provide investment advice as a Firm professional, Clients' performance may be adversely affected. Angelo Gordon's professional staff will devote such time and effort in conducting activities on behalf of Clients as Angelo Gordon reasonably determines appropriate to perform its duties. Angelo Gordon's professional staff is currently committed to and expects to be committed in the future to providing investment advisory services to Clients and engage in other business ventures in which Clients could have no interest. As a result of these separate business activities, Angelo Gordon has actual or potential conflicts of interest in allocating management time, services and functions among Clients and other business ventures or new business.

*Dependence on Information Systems and Cybersecurity Risks.* Angelo Gordon's business is highly dependent on its communications and information systems. Any failure, interruption or unauthorized access of these systems could cause delays or other problems in Angelo Gordon's securities trading activities, which could have a material adverse effect on the results of operations and cash flows of Clients and negatively affect Clients' ability to make distributions to their investors. With the increased use of technologies such as the internet and the dependence on computer systems to perform necessary business functions, Clients, their investments and their Service Providers may be prone to operational and information security risks resulting from cyber-attacks. In general, cyber-attacks result from deliberate attacks, but unintentional events may have effects similar to those caused by cyber-attacks. Cyber-attacks include, among other behaviors, stealing or corrupting data maintained online or digitally, denial-of-service attacks on websites, the unauthorized release of confidential as well as information causing operational disruption. Successful cyber-attacks against, or security breakdowns of Clients, Angelo Gordon (or affiliates), Client Funds' administrator or other third-party service providers may adversely impact Clients or their investors. For instance, cyber-attacks may interfere with the processing of investor transactions, impact a Client's ability to value its assets, cause the release of private investor information or confidential information of a Client, impede Client operations, cause reputational damage, and subject a Client or its assets to regulatory fines, penalties or

financial losses, reimbursement or other compensation costs, and/or additional compliance costs. Each Client may also incur substantial costs for cyber security risk management in order to prevent any cyber incidents in the future. Each Client and investors could be negatively impacted as a result. While a Client or a Client's service providers have established business continuity plans and systems designed to prevent such cyber-attacks, there are inherent limitations in such plans and systems including the possibility that certain risks have not been identified. Similar types of cyber security risks are also present for issuers of securities or other instruments in which a Client invests, which could result in material adverse consequences for such issuers, and may cause a Client's investment therein to lose value.

*Certain Conflicts of Interest.* Various potential and actual conflicts of interest may arise from the overall investment activities of Angelo Gordon, its affiliates and their respective employees, for their own accounts or for the accounts of others, including Clients. Angelo Gordon and its affiliates, either for their own accounts or the accounts of others, may invest in securities or obligations that would be appropriate as investments for Clients. The Firm and its affiliates also currently serve as and expect to serve as investment manager for, invest in or be affiliated with, other entities which invest in assets or employ strategies substantially similar to Clients' strategies. Employees may also invest in other entities managed by other managers which invest in or employ strategies substantially similar to the Firm's strategies. Employees may also co-invest or participate with joint venture partners in real estate transactions separately from Clients. Employees may also invest in companies that provide services to one or more Clients or investments held by Clients. Because of these separate activities, Angelo Gordon may have actual or potential conflicts of interests in selecting joint venture partners for real estate investments or in negotiating the terms of such joint ventures with such partners, or in selecting service providers. Angelo Gordon or its affiliates and their respective employees may make investment decisions for themselves, Clients and their affiliates that may be different from those undertaken for their personal accounts or those, made by the Firm on behalf of other Clients, even where the investment objectives are the same or similar to those of Clients. Angelo Gordon and its affiliates and its employees may at certain times be simultaneously seeking to purchase and/or sell the same or similar investments for Clients or another client for which any of them serves as investment manager, or for themselves. Likewise, Angelo Gordon may on behalf of Clients make an investment in an issuer or obligor in which another account, client or affiliate is already invested or has co-invested. This follow-on investment from one Client could result in a benefit to the other Client.

Angelo Gordon expects to allocate its investment opportunities among eligible Clients in a manner believed to be fair and equitable over time. Neither Angelo Gordon nor any of its affiliates has any obligation to obtain for Clients any particular investment opportunity. In addition, the Firm may be precluded from offering to Clients particular securities in certain situations as to which the Firm or any of its affiliates possess material, non-public information. Angelo Gordon may allocate investment opportunities to certain Clients designated by the Firm in its discretion and not to other Clients due to, among other reasons, the application of law or regulatory requirements, client guidelines and/or principles of

portfolio management. The Firm will be permitted to bunch or aggregate orders or to elect not to bunch or aggregate orders for a particular Client with orders for other Clients, notwithstanding that the effect of such bunching, aggregation or lack thereof may operate to the disadvantage of some Clients.

Angelo Gordon cannot assure and assumes no responsibility for equality among Clients. There is no assurance that all Clients will hold the same investments or perform in a substantially similar manner as other Clients with similar strategies under the management of the Firm. There is also a possibility that the Firm or employees will invest in opportunities declined by Angelo Gordon for Clients.

The Firm and its employees may also have ongoing relationships with the obligors of investments or the Clients' counterparties and they or Clients may own equity or other securities or obligations issued by such parties. In addition, Angelo Gordon, either for its own accounts or for the accounts of other Clients, may hold securities or obligations that are senior to, or have interests different from or adverse to, the securities or obligations that are acquired by other Clients.

Angelo Gordon may serve on creditor committees or advise companies subject to bankruptcy or insolvency proceedings or otherwise be engaged in financial restructuring activities. As a result of such service, the Firm's flexibility in making certain investment decisions to purchase or sell on behalf of Clients may be limited.

From time to time, Angelo Gordon may acquire for Clients, or for its own account or the accounts of employees, securities or other financial instruments of an issuer which are senior or junior to securities or financial instruments of the same issuer that are held by, or acquired for, another Client, and in such capacity, may have interests that are adverse or different to those of a Client. For example, one Client may hold an equity tranche of a particular investment while another Client holds equity with differing control rights, or a mezzanine or other debt interest in the same underlying investment. In addition, one or more properties owned in whole or in part by a Client may form part of the underlying collateral for securities owned by other Clients. Angelo Gordon will, in certain circumstances, face a conflict of interest in respect of the advice it gives to, or the decisions made with regard to, such investments. Similarly, Angelo Gordon may be motivated to take an investment position for a Client that could benefit another Client, including, for example, by creating investment opportunities for other Clients that offer a higher return than the investment or direct or indirect investments in operating companies that could provide services to other Clients that would not otherwise be available. Additionally, the differing investment programs and projected investment horizons of Angelo Gordon's Clients may result in one Client taking positions in securities that are inconsistent with positions in such securities taken by other Clients, including variations in timing of transactions in such securities and the simultaneous holding by such Clients of long and short positions relating to the same security. Angelo Gordon affiliates may have ongoing relationships with issuers whose securities or assets are held by or are being considered for a Client. Angelo Gordon generally

will seek to mitigate any actual conflict that arises with respect to the foregoing. Angelo Gordon's approach to mitigating such conflicts may include, without limitation, voting with the majority of unaffiliated investors holding the relevant classes of securities in circumstances where Angelo Gordon has a right to vote with respect to such securities, recusing itself from any decision with disparate impact on multiple Clients, taking any action pursuant to Angelo Gordon compliance policies and procedures (including, without limitation, requiring compliance review in connection with actions taken with respect to investments and creating information barriers between investment teams within Angelo Gordon) or, to the extent necessary, seeking the consent of the a Client Fund's limited partner advisory committee.

Certain Client Funds, particularly in the real estate context, may from time to time participate in Investments alongside operating companies in which other Client Funds (whether in existence at such time or subsequently established) own or acquire an entity-level interest, where additional opportunities to invest are made available to the Client Fund and certain co-investors and Angelo Gordon determines that doing so is appropriate under the circumstances. Angelo Gordon or such other Client Funds will acquire economic interests and/or minority governance rights in such entity investments, which are likely to create conflicts of interest, including, but not limited to, determining terms of investments or services to be provided to an investment, exercising certain rights in connection with an investment and/or when to exit an entity or investment. Angelo Gordon also has an incentive to use operating companies in which other Client Funds are invested in connection with investments because of Angelo Gordon's financial, business or other interests in such entities (including whether the use of such entities could establish, recognize, strengthen or cultivate relationships that have the potential to provide longer-term benefits to Angelo Gordon and its affiliates and the Client Funds invested in such operating companies), which may cause Angelo Gordon to favor the retention or continuation of such operating company even if a better price and/or quality of service could be obtained from another person or entity or Angelo Gordon itself. In addition, to the extent permitted under applicable law and the relevant Client Funds' governing documents, a Client Fund may purchase an entity investment interest in an operating partner from a prior fund or other Client Fund, such that such Client Fund may purchase the interests in an operating partner from another Client Fund or sell such interests at or around the end of its term. Additionally, such related investments may be managed together (including, for example, the use of the same third-party manager(s) or service provider(s)) or otherwise operated as part of the same entity, combined and/or otherwise sold together as a part of a single transaction or series of related transactions. Such arrangements may result in a Client Fund's interests in any such investments being subject to dilution and may give rise to other significant risks and conflicts of interest and there can be no assurance that any Client Fund will not be adversely affected by such arrangements.

Angelo Gordon will also face conflicts of interest with respect to allocations of expenses among Clients and Angelo Gordon itself. When Client Funds co-invest alongside other Client Funds or accounts in an investment, Angelo Gordon generally expects to allocate

the fees and expenses incurred in connection with such investment to the participating investing vehicles pro rata based on their investment size. However, if the transaction is abandoned or otherwise ultimately not consummated, Angelo Gordon will seek to allocate the fees and expenses incurred in connection with such “broken deal” among the Client Fund and the other investment vehicles that were considering the investment using its best judgment and based on the expected participation levels of the investing funds and/or accounts. This judgment is necessarily subjective, especially when a transaction is terminated at an early stage.

Angelo Gordon will also face conflicts of interests in determining how to allocate costs and expenses incurred for the benefit of more than one Client Fund and/or account or Angelo Gordon, itself (e.g., expenses incurred in obtaining, developing or maintaining technology systems and other software and expenses of firm-wide insurance policies). The aggregate costs of these items are allocated across the applicable Client Funds in a manner Angelo Gordon determines to be reasonable and fair to all parties.

Angelo Gordon seeks to resolve conflicts of interest in a fair and equitable manner; however, in certain instances the resolution of the conflict may result in Angelo Gordon acting on behalf of itself, its affiliates or other Angelo Gordon accounts (for example, by foreclosing on loans, putting an issuer into default and/or transacting with an issuer) in a manner that is not in the best interests, or is opposed to the interests, of a Client. Conflict resolution may result in a Client receiving less consideration than it may have otherwise received in the absence of such a conflict of interest.

In addition, in order to minimize such conflicts, a Client may avoid making certain investments or taking certain actions that would potentially give rise to conflicts of interest, which could have the effect of limiting the Client’s investment opportunities. Alternatively, a Client might resolve the conflict by adopting a particular strategy (including disposing of an investment earlier than it otherwise would have if no conflict existed), which could result in a different investment outcome than might arise if the Client had adopted an otherwise different investment strategy.

Although certain personnel providing services to Angelo Gordon will devote as much time to the management of Client portfolios as the Firm deems appropriate, none of such personnel expects to devote substantially all of his or her working time to the management of the investments of a single Client and such personnel may have conflicts in allocating their time and service among Clients now or hereafter advised by Angelo Gordon.

In certain instances, one or more affiliates of the Firm (the “Servicers”), may act as service providers to specific portfolios of assets owned by certain Clients. The General Partners of such Clients have the ability to enter into servicing arrangements with the Servicers with respect to specific types of assets based upon the specialized expertise or systems of each such Servicer. The General Partners can also replace any Servicer at any time without notice to such Clients.



The Servicers may charge fees (“Service Fees”) to these Clients on an arm’s length basis. In such cases, Angelo Gordon indirectly receives such fees, via their affiliates, in addition to Management Fees and Performance Compensation.

***The foregoing risks do not purport to be a complete explanation of all the risks of Clients of Angelo Gordon. Clients or investors in Clients Funds should review the terms of the management agreement or the final confidential offering memoranda for additional risk factors which may be unique to an individual Client, Client Fund or investment strategy.***

## **Item 9—Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to an evaluation of Angelo Gordon or the integrity of its management.

Angelo Gordon has no information applicable to this Item.

## **Item 10—Other Financial Industry Activities and Affiliations**

Angelo Gordon or an affiliate acts as a general partner or managing member of Client Funds. Absent specific authority, Angelo Gordon does not exercise any discretionary authority with respect to an investor’s decision to invest in such Client Funds. A list of Client Funds is identified in Schedule D, Section 7.B.(1) of Part 1A of the Firm’s Form ADV, available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) or upon request from Ms. Noreen Feldmann at 212 692 0259 or [Nfeldmann@angelogordon.com](mailto:Nfeldmann@angelogordon.com).

Angelo Gordon provides investment advisory services in the United Kingdom through Angelo, Gordon Europe LLP (“AGE”), an entity authorized and regulated in the United Kingdom by the Financial Conduct Authority. AGE is a “relying adviser” of Angelo Gordon.

Angelo Gordon also provides investment advisory services through Northwoods European CLO Management LLC, a Delaware based entity which is another “relying adviser” of Angelo Gordon.

Angelo, Gordon International LLC (“AG-Japan”) is a wholly owned subsidiary of Angelo Gordon and acts as an investment advisor solely to its parent company. AG Japan is registered with the Japanese Financial Services Agency (the “FSA”) and the Kanto Local Finance Bureau (the “KLFB”) and its registered activities in Japan are limited to providing non-discretionary investment advice to Angelo Gordon and the offer and sale of private investment funds and separate accounts sponsored and managed by Angelo Gordon.

Angelo, Gordon Hong Kong Limited (“AG HK”), is a wholly owned subsidiary of Angelo Gordon. AG HK is registered with The Hong Kong Securities and Futures Commission (“SFC”) and its registered activities in Hong Kong are limited to the offer and sale of private investment funds and separate accounts sponsored and managed by Angelo Gordon.

AG Twin Brook Manager, LLC (“Twin Brook”), is a Delaware limited liability company, and is a wholly- owned subsidiary of Angelo Gordon. Twin Brook’s primary function is to act as the investment adviser to a privately offered business development company, AG Twin Brook BDC, Inc. (the “Company”), a Delaware corporation. Angelo Gordon serves as the Company’s administrator and is reimbursed by the Company for its allocable portion of certain administrative expenses. Twin Brook is separately registered with the SEC as an investment adviser.

AGTB Fund Manager, LLC (“AGTB”), is a Delaware limited liability company, and is a wholly- owned subsidiary of Angelo Gordon. AGTB is a newly-formed adviser formed to advise one or more advisory clients, each of which will elect to be regulated as a business development company under the Investment Company Act of 1940. As of the date of this filing, AGTB does not have any advisory clients or regulatory assets under management.

From time to time, advisory personnel of Angelo Gordon may on behalf of the Firm serve on a portfolio company’s board of directors or otherwise act to influence the management of portfolio companies.

Angelo Gordon does not recommend or select other advisers for Clients.

We do not believe that our relationships with the above-referenced affiliates cause a conflict of interest with Clients.

## **Item 11—Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

Angelo Gordon has adopted a Code of Ethics (the “Code”) designed to address actual or potential conflicts which might arise in the context of personal trading and other activities by Angelo Gordon employees. The Code and related policies impose certain restrictions, pre-clearance and reporting requirements on such activities. The Code includes provisions relating to personal trading, service on a board, prohibition on insider trading, prohibition on rumor mongering, gifts and entertainment and limitations on political contributions. With respect to personal trading, certain classes of securities have been designated as exempt (from pre-clearance) based on a determination that these would not interfere with the interest of Clients in any material respect. Consistent with the Code, Angelo Gordon’s employees may from time to time purchase or sell, or hold, directly or indirectly, positions for their personal accounts in the same securities or securities or assets that are senior to or subordinate to securities that also may be held, or have been or will be purchased or sold for

the accounts of Clients. Employees subject to the Code are required to acknowledge the terms of the Code annually. If you would like to receive a copy of the Firm's Code of Ethics, please contact Ms. Noreen Feldmann at 212 692 0259 or [Nfeldmann@angelogordon.com](mailto:Nfeldmann@angelogordon.com).

Clients participate in trading and investment situations in which Angelo Gordon has considered a commitment of its own capital (either directly or indirectly through a capital commitment to Clients). The Firm conducts such activity through an affiliated partnership, AG Funds, L.P. ("AG Funds"). In determining whether a particular situation or strategy under consideration by Angelo Gordon is appropriate and feasible at a particular time for AG Funds and for Clients, Angelo Gordon generally considers a variety of factors, including, among others, capital available for investments, the ability to borrow and the cost of borrowed funds, transaction costs, tax consequences, and the liquidity of the investment relative to the needs of each account. There is no assurance that AG Funds will hold an interest in every position held by the Clients or that the performance of AG Funds or the contents of its portfolio will be substantially similar to that of Clients.

From time to time, Angelo Gordon has, to the extent permitted under applicable law, effected Client cross-transactions where Angelo Gordon causes a transaction to be effected between two or more accounts that it advises or between accounts that it advises and portfolio companies owned by one or more accounts that it advises, and may do so in the future. Such cross transactions may be engaged in if Angelo Gordon believes that it is in the best interests of all relevant Client accounts to effect such transactions. No brokerage commission, fee or other remuneration will be charged to Clients in connection with the completion of a cross-transaction other than customary transfer fees or a marginal transaction fee for brokered cross trades. Cross-transactions may give rise to conflicts of interest between Clients. For example, one Client could be advantaged to the detriment of another Client in the event that the securities being exchanged are not priced in a manner that reflects their fair value. In addition, Angelo Gordon could use its investment authority to transfer unappealing securities from one Client to another Client. The Firm has designed and implemented policies and procedures, to address the conflicts of interest that arise in connection with cross-transactions. Each cross-transaction is required to be approved by (i) the Portfolio Manager(s) for both buying and selling Account(s), (ii) the Chief Compliance Officer (CCO) or designee and (iii) the Chief Risk Officer (CRO) or designee.

Angelo Gordon and its employees may not trade for Clients or themselves or recommend to others trading in securities of a company while in possession of material, non-public information ("Information") or disclose such Information to any person not entitled to receive it. By reason of its various investment activities, the Firm may have access to Information or be restricted from effecting transactions in certain investments that might have otherwise been initiated. The Firm has designed and implemented policies and procedures reasonably designed to limit those situations; however, there can be no assurance that such policies and procedures will prevent restrictions from occurring.

## Item 12—Brokerage Practices

Where consistent with the investment mandate, Angelo Gordon has the authority to determine, without specific Client consent, the securities or instruments to be bought and sold and the broker-dealer or counterparty, as well as the time, price, manner and amount. Generally, there are no restrictions or limitations on Angelo Gordon's authority. Securities and credit balances of Client Funds are maintained in the custody of financial institutions ("Prime Brokers") selected by Angelo Gordon. Such Prime Brokers provide additional services to Clients which typically include clearance and settlement services and may also include margin loans and other financing. From time to time, Prime Brokers will also provide services to Angelo Gordon such as market information, research or Client or investor referrals.

In the course of selecting such brokers, dealers, banks and financial intermediaries to effect transactions for and with Clients, Angelo Gordon may agree to such commissions, fees and other charges on behalf of its Clients as it shall deem reasonable under the circumstances taking into consideration all such factors as the Firm and its personnel deem relevant, including, among other things, the quality of research services (even if such research services are not for the exclusive benefit of the relevant Client(s)). There is no assurance that the costs of such services will represent the lowest costs available.

Commercial banks and dealers act as principals to effect fixed income trades (including bank debt) and earn a mark- up, not a commission, on such trades. Published research from such dealers may be provided to and used by the Firm. Such research is generally provided free of charge and is not available for sale. Certain fixed income instruments such as bank debt or trade claims can be subject to settlement periods/closings in excess of the securities standard of trade date plus three days. Settlements/closings can range from ten to sixty days, or longer in the case of distressed, non-US transactions and special situation trades.

Angelo Gordon generally seeks to obtain, among other things, best execution of securities transactions for its Clients. Based on the applicable investment strategy, a limited universe of dealers are in a position to offer investments to the Firm. Accordingly, Angelo Gordon often will not be able to select a dealer. In such cases, the dealer offering the investment to Angelo Gordon usually represents the only execution for such investment and is, therefore, the "best execution."

When the Firm is in a position to select from a range of brokers and dealers, Angelo Gordon considers relevant factors such as: the ability to achieve prompt and reliable executions; the efficiency with which transactions are effected; the financial strength, integrity and stability of the broker; service as a Prime Broker or capital introduction capabilities; the quality, comprehensiveness and frequency of available research services considered to be of value; and the competitiveness of transaction costs. Thus even when a range of brokers and dealers is available, transaction cost is not the sole factor used by

Angelo Gordon to evaluate execution. Research services provided by brokers may include written information and analyses concerning specific securities, companies or sectors; market, financial and economic studies and forecasts; statistics and pricing or appraisal services, as well as discussions with research personnel. The Firm may have an incentive to select or recommend dealers based on an interest in receiving research or other products or services rather than Clients' interest in receiving favorable execution. The Firm does not currently have any formal soft dollar arrangements in place.

Firm employees may receive gifts and gratuities from broker-dealers or persons with whom the Firm does business. This may include tickets to sporting events, meals and other entertainment, transportation, attendance at seminars or other educational training or informational events, logo items and other items of small value, gifts associated with life events such as birthdays or weddings, and gifts of substantial value. The Firm's Code of Ethics contains policies regarding the pre-approval of gifts and entertainment.

The Firm has no directed brokerage arrangements. If it were to engage in such arrangements, there is no assurance that best execution could be achieved.

Orders are allocated among eligible Clients in a manner which Angelo Gordon believes is fair and equitable over time. Pro rata allocation is not always feasible and allocations are driven by a number of factors including, among others, Client investment guidelines and the portfolio manager's overall view of the portfolio, including the nature and size of target positions and existing positions, available cash, cash needs, regulatory restrictions, as well as market conditions and performance. Accordingly, Angelo Gordon's allocation decisions will affect performance and certain Clients will not participate in gains or losses that were realized by other Clients with similar investment objectives. Likewise, certain allocations to Clients which provide for performance compensation could result in an increased economic benefit to Angelo Gordon.

From time to time, during the course of trading for Clients, errors can occur. It is the policy of Angelo Gordon to resolve an error in a manner which will put the Client in such a position as if the error had not occurred. Subject to applicable documentation, Angelo Gordon is responsible for its own errors and not the errors of other persons, including third party broker-dealers and custodians. In cases when an error is attributable to a broker-dealer or other third party, the Firm takes reasonable steps to recover the amount of losses resulting from a third party trading error.

Angelo Gordon has established an advisory committee to oversee, among other things, the brokerage practices of the Firm (the "Risk Committee"). The Risk Committee, chaired by Angelo Gordon's Co-Chief Investment Officers/Co-CEOs, is comprised of members of senior management of Angelo Gordon and generally meets at least quarterly. The Risk Committee provides oversight for the Firm's trading and funding activity with banks and broker-dealers and also conducts periodic reviews of the level of activity with each bank/broker-dealer.

## **Item 13 — Review of Accounts**

### **Frequency and Nature of Review.**

Responsibility for managing the Client's accounts is spread among the Firm's professionals who are best suited and skilled to manage the asset class in which the account is invested. These professionals review and monitor the accounts on a daily basis. On an ongoing basis, these professionals review current market prices of securities and instruments held for Clients, review relevant financial markets and are involved in all major portfolio decisions. All Client accounts are also regularly reviewed by the Firm's Co-Chief Investment Officers and the Risk and Compliance groups in light of trading activity, Client guidelines and objectives, allocations and best execution and to provide instructions or guidance concerning Client transactions.

### **Content and Frequency of Regular Account Reports.**

A Client's investors receive reports from the Client as described in the investment management agreement, offering or organization documents or prospectus and supplemental disclosure document of the Client. Clients may enter into agreements with certain investors to provide such investors with additional reports, including detailed information regarding portfolio positions. In addition, investors may be supplied with a commentary on each month's or quarter's performance in monthly or quarterly letters. Generally, investors in Clients are provided with audited financial statements in compliance with the requirements of applicable law. The nature and frequency of written reports to investors in managed accounts are as agreed upon between the Firm and the investors in those managed accounts.

## **Item 14 — Client Referrals and Other Compensation**

Angelo Gordon may pay third parties cash compensation for investor referrals in amounts based upon a portion of the advisory or performance fees earned by the firm with respect to investors or Clients introduced by the third party. Such arrangements will be disclosed to Clients in accordance with applicable law. The fact that Angelo Gordon may share with third parties a portion of the compensation Angelo Gordon receives for investment advisory services will not result in any Client being charged investment advisory fees at a rate in excess of, or less than, the rate of advisory fees customarily charged by Angelo Gordon to its Clients for similar services, nor will Angelo Gordon charge any Client any other amount for the purpose of offsetting costs associated with Client referrals.

The Firm may also receive Client referrals from broker-dealers or others providing services to Clients. See *Item 12—Brokerage Practices* herein.

## **Item 15—Custody**

Unless exempt under the Advisers Act, Client assets are maintained or custodied with qualified custodians. However, in connection with the services the Firm provides to Clients, Angelo Gordon or an affiliate may, among other things, act as general partner of a Client Fund, have investment discretion (including signing authority) with respect to investments that do not settle on a delivery versus payment basis or have the ability to unilaterally transfer funds from administrative agency bank accounts where Angelo Gordon or an affiliate serves as administrative agent for the associated credit facility. Such administrative agency bank accounts will include Client assets commingled with non-Client assets where non-Client third parties are members of the lender syndicate funding the credit facility for which Angelo Gordon or an affiliate serves as administrative agent. The foregoing powers may cause Angelo Gordon to have custody for purposes of the custody rule of the Advisers Act. Accordingly, Client Funds are generally subject to an annual audit conducted by an independent public accounting firm in accordance with GAAP and distributed to investors in the Client Funds within 120 days of the Client Funds' fiscal year. To the extent that Clients are not subject to such audits, those clients will undergo an annual surprise examination by an independent public accountant to verify Client assets. For Clients that are discretionary separate accounts, the Firm has a reasonable belief that Clients receive at least quarterly statements from the qualified custodian that holds and maintains such Clients' investment assets. Angelo Gordon urges Clients who receive such statements to compare such official custodial records to the account statements that the Firm may provide to Clients.

## **Item 16—Investment Discretion**

Angelo Gordon typically receives full discretionary authority from the Clients at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives and guidelines for the particular Client. When selecting securities and determining amounts, Angelo Gordon observes the investment policies, limitations and restrictions of the Clients which it advises. The Client Funds' offering memoranda or Clients' investment management agreements or guidelines may place limits on the types of securities, issuers or industries in the portfolio or the types of investment techniques that may be used in managing the Client portfolio.

## **Item 17—Voting Client Securities**

Angelo Gordon's authority to vote proxies or corporate actions is set forth in the limited partnership agreements or its investment management agreements. Generally, Angelo Gordon votes its proxies or corporate actions based on what it considers to be in the best financial interest of the Clients. If a material conflict exists between Angelo Gordon and Clients, the voting decision will be based on what will serve the best financial interests of the Clients involved. To receive a copy of the Firm's proxy policy or information as to how

proxies were voted, contact Ms. Noreen Feldmann at 212 692 0259 or Nfeldmann@angelogordon.com.

## **Item 18—Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Angelo Gordon's financial condition. The Firm has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding at any time during the past ten years.