

UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940
Release No. 32117 / May 18, 2016

In the Matter of :
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 :
 Terra Capital Partners, LLC :
 Terra Income Fund 6, Inc. :
 Terra Income Advisors, LLC :
 Terra Capital Markets, LLC :
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 805 Third Avenue, 8th Floor :
 New York, New York 10022 :
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 (812-14645) :
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ORDER UNDER SECTIONS 57(a)(4) AND 57(i) OF THE INVESTMENT COMPANY ACT
OF 1940 AND RULE 17d-1 UNDER THE INVESTMENT COMPANY ACT OF 1940

Terra Capital Partners, LLC, Terra Income Fund 6, Inc., Terra Income Advisors, LLC, and Terra Capital Markets, LLC (collectively, the “Applicants”) filed an application on April 25, 2016. The Applicants requested an order under Sections 57(a)(4) and 57(i) of the Investment Company Act of 1940 (the “Act”) and rule 17d-1 under the Act permitting certain joint transactions otherwise prohibited by section 57(a)(4) of the Act and rule 17d-1 under the Act. The order would permit the Applicants to complete certain transactions in connection with an amendment to the dealer-manager agreement entered into by and among Terra Income Fund 6, Inc., Terra Income Advisors, LLC, and Terra Capital Markets, LLC.

On April 26, 2016, a notice of the filing of the application was issued (Investment Company Act Release No. 32097). The notice gave interested persons an opportunity to request a hearing and stated that an order disposing of the application would be issued unless a hearing was ordered. No request for a hearing has been filed, and the Commission has not ordered a hearing.

The matter has been considered and it is found, on the basis of the information set forth in the application, that participation by the investment company in the proposed arrangement is consistent with the provisions, policies and purposes of the Act and is on a basis no less advantageous than that of other participants.

Accordingly, in the matter of Terra Capital Partners, LLC, et al. (File No. 812-14645),

IT IS ORDERED, under sections 57(a)(4) and 57(i) of the Act and rule 17d-1 under the Act, that the investment company's participation in the proposed arrangement is approved, effective immediately, subject to the conditions contained in the application.

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

Robert W. Errett
Deputy Secretary