FORM ADV

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT BY EXEMPT REPORTING ADVISERS

Primary Business Name: DOUBLELINE CAPITAL LP Other-Than-Annual Amendment - All Sections CRD Number: 152606 Rev. 10/2021

4	/11	/2025	5:39:35	DM
4	/ 1 1	/ 2025	2:22:22	PM

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 4.

Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you. If you are filing an *umbrella registration*, the information in Item 1 should be provided for the *filing adviser* only. General Instruction 5 provides information to assist you with filing an *umbrella registration*.

- A. Your full legal name (if you are a sole proprietor, your last, first, and middle names): **DOUBLELINE CAPITAL LP**
- B. (1) Name under which you primarily conduct your advisory business, if different from Item 1.A. **DOUBLELINE CAPITAL LP**

List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business.

(2) If you are using this Form ADV to register more than one investment adviser under an umbrella registration, check this box 🗖

If you check this box, complete a Schedule R for each relying adviser.

C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.(1)), enter the new name and specify whether the name change is of

your legal name or \square your primary business name:

D. (1) If you are registered with the SEC as an investment adviser, your SEC file number: 801-70942

(2) If you report to the SEC as an *exempt reporting adviser*, your SEC file number:

(3) If you have one or more Central Index Key numbers assigned by the SEC ("CIK Numbers"), all of your CIK numbers:

СІК	Ν	u	m	b
1539	97	4	7	

E. (1) If you have a number ("CRD Number") assigned by the FINRA's CRD system or by the IARD system, your CRD number: 152606

If your firm does not have a CRD number, skip this Item 1.E. Do not provide the CRD number of one of your officers, employees, or affiliates.

(2) If you have additional CRD Numbers, your additional CRD numbers:

No Information Filed

F. Principal Office and Place of Business

(1) Address (do not use a P.O. Box): Number and Street 1: 2002 N. TAMPA STREET City: State: TAMPA Florida

Number and Street 2: 2ND FLOOR Country: United States

ZIP+4/Postal Code: 33602

If this address is a private residence, check this box: \square

List on Section 1.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for SEC registration, if you are registered only with the SEC, or if you are reporting to the SEC as an exempt reporting adviser, list the largest twenty-five offices in terms of numbers of employees as of the end of your most recently completed fiscal year.

(2) Days of week that you normally conduct business at your principal office and place of business:

• Monday - Friday ^C Other: Normal business hours at this location: 8 A.M. - 5 P.M.

- (3) Telephone number at this location: 813-791-7333
- (4) Facsimile number at this location, if any: 213-253-2688
- (5) What is the total number of offices, other than your *principal office and place of business*, at which you conduct investment advisory business as of the end of your most recently completed fiscal year?
 1
- G. Mailing address, if different from your principal office and place of business address:

Number and Street 1:		Number and Street 2:			
333 SOUTH GRAND AVENUE		18TH FLOOR			
City: LOS ANGELES	State: California	Country: United States	ZIP+4/Postal Code: 90071		
LUS ANGELES	California	United States	90071		

If this address is a private residence, check this box: \Box

H. If you are a sole proprietor, state your full residence address, if different from your *principal office and place of business* address in Item 1.F.:

Number and Street 1:		Number and Street 2:		
City:	State:	Country:	ZIP+4/Postal Code:	

I. Do you have one or more websites or accounts on publicly available social media platforms (including, but not limited to, Twitter, Facebook and LinkedIn)?

If "yes," list all firm website addresses and the address for each of the firm's accounts on publicly available social media platforms on Section 1.I. of Schedule D. If a website address serves as a portal through which to access other information you have published on the web, you may list the portal without listing addresses for all of the other information. You may need to list more than one portal address. Do not provide the addresses of websites or accounts on publicly available social media platforms where you do not control the content. Do not provide the individual electronic mail (e-mail) addresses of employees or the addresses of employee accounts on publicly available social media platforms.

J. Chief Compliance Officer

(1) Provide the name and contact information of your Chief Compliance Officer. If you are an *exempt reporting adviser*, you must provide the contact information for your Chief Compliance Officer, if you have one. If not, you must complete Item 1.K. below.

Name: YOUSE GUIA	Other titles, if any:		
Telephone number: 213-633-8483		Facsimile number, if any	<i>י</i> :
Number and Street 1: 333 SOUTH GRAND AVENUE, 18TH FLOOR		Number and Street 2:	
City: LOS ANGELES	State: California	Country: United States	ZIP+4/Postal Code: 90071

Electronic mail (e-mail) address, if Chief Compliance Officer has one: YOUSE.GUIA@DOUBLELINE.COM

Yes No

/25, 2	2:41 PM	IARD - All Sections [User	Name: msciortino, OrgID	152606]		
	(2) If your Chief Compliance Officer is comp company registered under the Investment C provide the <i>person's</i> name and IRS Employe Name:	Company Act of 1940 that you	advise for providing cl			u,
	IRS Employer Identification Number:					
К.	Additional Regulatory Contact Person: If a personner of the person of th		•	horized to receive informatio	n and	
	Name: EARL LARISCY		Titles: GENERAL COUNSEL			
	Telephone number: 213-633-8200		Facsimile number, if 213-633-8398	any:		
	Number and Street 1: 333 SOUTH GRAND AVENUE, 18TH FLOOR		Number and Street 2	2:		
	City: LOS ANGELES	State: California	Country: United States	ZIP+4/Postal Code: 90071		
	Electronic mail (e-mail) address, if contact EARL.LARISCY@DOUBLELINE.COM	person has one:				
					Yes	No
L.	Do you maintain some or all of the books an similar state law, somewhere other than you		-	04 of the Advisers Act, or	۲	0
	If "yes," complete Section 1.L. of Schedule I	D.			Yes	No
М.	Are you registered with a foreign financial re	egulatory authority?			0	©
	Answer "no" if you are not registered with a foreign financial regulatory authority. If "yes			ave an affiliate that is registe	ered with	а
					Yes	No
N.	Are you a public reporting company under S	ections 12 or 15(d) of the Se	ecurities Exchange Act o	f 1934?	ි Yes	⊙ No
0.	Did you have \$1 billion or more in assets on If yes, what is the approximate amount of y		cent fiscal year?		o	©
	\$1 billion to less than \$10 billion					
	$_{igcolor}$ \$10 billion to less than \$50 billion					
	O \$50 billion or more					
	For purposes of Item 1.0. only, "assets" refe your total assets using the total assets show				Determii	ne
P.	Provide your <i>Legal Entity Identifier</i> if you ha 549300AQKG3ZYRYGH003	ve one:				
	A <i>legal entity identifier</i> is a unique number t <i>legal entity identifier</i> .	hat companies use to identify	y each other in the finai	ncial marketplace. You may r	not have	а

SECTION 1.B. Other Business Names

List your other business names and the jurisdictions in which you use them. You must complete a separate Schedule D Section 1.B. for each business name.

Name: DOUBLELINE

Jurisdictions			
🖬 AL	🗹 IL	I NE	I SC
₽ AK	🗹 IN		SD SD
🗹 AZ	IA IA	IV NH	I TN
🗹 AR	KS		₽ TX
I CA	KY KY	I NM	🗹 UT
🗹 со	🗹 LA	I NY	₽ vt
🗹 СТ	ME	₽ NC	VI VI
🗹 DE	MD	₽ ND	✓ VA
DC DC	MA MA	Г он	₽ WA
🗹 FL	MI MI	Гок	₽ wv
🗹 GA	MN MN	₽ OR	IM MI
🗹 GU	MS	PA	VY WY
🗹 ні	MO	PR	C Other:
ID ID	MT	🔽 RI	
	/		

SECTION 1.F. Other Offices

Complete the following information for each office, other than your *principal office and place of business*, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an *exempt reporting adviser*, list only the largest twenty-five offices (in terms of numbers of *employees*).

Number and Street 1: 333 SOUTH GRAND AVENUE City: LOS ANGELES	State: California	Number and Street 2: 18TH FLOOR Country: United States	ZIP+4/Postal Code: 90071	
If this address is a private residence, check this	box:			
Telephone Number: 213-633-8200	Facsimile Number, if a 213-633-8398	ny:		
If this office location is also required to be registered with FINRA or a <i>state securities authority</i> as a branch office location for a broker- dealer or investment adviser on the Uniform Branch Office Registration Form (Form BR), please provide the <i>CRD</i> Branch Number here: 579049				
How many <i>employees</i> perform investment advi 90	sory functions from this	office location?		
Are other business activities conducted at this o	•	ll that apply)		
 ✓ (1) Broker-dealer (registered or unregistered □ (2) Bank (including a separately identifiable 	-	of a bank)		
\Box (3) Insurance broker or agent				
(4) Commodity pool operator or commodity	trading advisor (whethe	r registered or exempt from	registration)	
\Box (5) Registered municipal advisor				
(6) Accountant or accounting firm				
(7) Lawyer or law firm				
Describe any other investment-related business	activities conducted fr	om this office location:		

SECTION 1.I. Website Addresses			
	ebook and/or LinkedIn). You		edia platforms where you control the content arate Schedule D Section 1.I. for each website
Address of Website/Account on Publicly A	vailable Social Media Platform	n: HTTPS://TWITTE	R.COM/DLINEFUNDS
Address of Website/Account on Publicly A	wailable Social Media Platform	n: HTTPS://WWW.Y	OUTUBE.COM/DOUBLELINEFUNDS
Address of Website/Account on Publicly A	wailable Social Media Platforn	n: HTTPS://TWITTE	R.COM/DLINECAP
Address of Website/Account on Publicly A	wailable Social Media Platform	n: HTTPS://WWW.Y	OUTUBE.COM/C/DOUBLELINECAPITAL
Address of Website/Account on Publicly A	wailable Social Media Platform	n: HTTP://WWW.DC	UBLELINE.COM/
Address of Website/Account on Publicly A	wailable Social Media Platform	n: HTTPS://TWITTE	R.COM/DLINECHANNEL11
Address of Website/Account on Publicly A	wailable Social Media Platform	n: HTTPS://TWITTE	R.COM/DLINEMINUTES
Address of Website/Account on Publicly A	wailable Social Media Platform	n: HTTPS://WWW.L	INKEDIN.COM/COMPANY/DOUBLELINE-CAPITAL/
Address of Website/Account on Publicly A	vailable Social Media Platform	n: HTTPS://TWITTE	R.COM/SHERMANSHOWPOD
ECTION 1.L. Location of Books and R	ecords		
	ach location at which you kee		ords, other than your principal office and place
Name of entity where books and records DOUBLELINE GROUP LP	are kept:		
Number and Street 1: 333 SOUTH GRAND AVE 18TH FL		Number and Street	2:
City: LOS ANGELES	State: California	Country: United States	ZIP+4/Postal Code: 90071
If this address is a private residence, che	eck this box:		
Telephone Number: 2136338200	Facsimile number, if a	iny:	

One of your branch offices or affiliates. a third-party unaffiliated records kept at this location. FIRANCIAL, TRADING, CLIENT, MARKETING AND OTHER REGULATORY RECORDS. Mame of entity where books and records are kept: State: Contry: ZIP+4/Postal Code: Contry: C	25, 2:41 PM	IARD - All	Sections [User Name: ms	ciortino, OrgID: 152606]
	This is (check one):			
	C one of your branch offices or a	affiliates.		
Briefly describe the books and records kept at this location. FINANCIAL, TRADING, CLIENT, MARKETING AND OTHER REGULATORY RECORDS. INNumber and Street 1: GRUINK, INC. Number and Street 1: GRUINK, INC. Number and Street 1: GRUINK, INC. Number and Street 2: GRUINK, INC. INNumber and Street 2: GRUINK, INC. It this address is a private residence, check this box: Telephone Number: a third-party unaffiliated records kept at this location. DATA CENTER HOUSING CERTAIN OF DOUBLELINE'S SERVERS, WHICH CONTAIN VARIOUS ELECTRONIC BOOKS AND RECORDS. If this address is a private residence, check this box: a third-party unaffiliated records kept at this location. DATA CENTER HOUSING CERTAIN OF DOUBLELINE'S SERVERS, WHICH CONTAIN VARIOUS ELECTRONIC BOOKS AND RECORDS. If this address is a private residence, check this box: Chere: Number and Street 1: COMMUNICATIONS INC Number and Street 1: COMMUNICATIONS INC Number and Street 1: COMMUNICATIONS INC If this address is a private residence, check this box: If this address is a private residence, check this box: Chere: Telephone Number: Faciline number; if any: GOM 4484-6630 Communications inc Communications inc Communications inc Communications inc Sectimation offices or affiliates. Communications inc Communications inc	C a third-party unaffiliated record	dkeeper.		
FINANCIAL, TRADING, CLIENT, MARKETING AND OTHER REGULATORY RECORDS. Name of entity where books and records are kept: EQUINIX, INC. Number and Street 1: Number and Street 2: GOW WEST 7TH STREET State: Country: ZIP+4/Postal Code: LDS ANGELES California United States 90017 If this address is a private residence, check this box: C Image: Country: ZIP+4/Postal Code: S66-733-6705 GSD-598-6900 State: Country: ZIP This is (check one): Facsimile number, if any: State: Country: Country: C other: State: Country: ZIP+4/Postal Code: Country: SIGE describe the books and records kept at this location. Data Centre: State: Country: ZIP+4/Postal Code: C other: State: Country: ZIP+4/Postal Code: Country: ZIP+4/Postal Code: Number and Street 1: Number and Street 2: Country: ZIP+4/Postal Code: Country: ZIP+4/Postal Code: Check Conel! Country: ZIP+4/Postal Code: Country: ZIP+4/Postal Code: Country:	Other.			
EQUINIX, INC. Number and Street 1: 61H LOOR Street 1: 600 WEST 7TH STREET State: California Country: 14H LOOR ZIP+4/Postal Code: 90017 LOS ANGELES California United States 90017 If this address is a private residence, check this box:			LATORY RECORDS.	
600 WEST 7TH STREET State: Country: ZIP+4/Postal Code: City: State: Country: ZIP+4/Postal Code: LOS ANGELES Oallfornia United States 90017 If this address is a private residence, check this box: C State: 90017 Telephone Number: Facsimile number, if any: State: State:<	Name of entity where books and EQUINIX, INC.	records are kept:		
City: State: Country: ZIP+4/Postal Code: LOS ANGELES State: Country: 21P+4/Postal Code: If this address is a private residence, check this box: C Telephone Number: Facsimile number, if any: 666-793-6705 650-598-6900 This is (check one): O ne of your branch offices or affiliates. If this address is an private residence, check this location. Difful describe the books and records kept at this location. Difful describe the books and records are kept: State: Country: Vamber and Street 1: State: Country: Ciny: State: Country: Ciny: City: State: Country: Ciny: State: Country: ZIP+4/Postal Code: VanCOUVER Hit is address is a private residence, check this box: City: City: State: Country: ZIP+4/Postal Code: VanCOUVER Pacific and the party unaffiliated record keeper: City: State: Country: ZIP+4/Postal Code: VanCOUVER Pacific and the party unaffiliated record keeper: City: State: Country: ZIP+4/Postal Code: VanCOUVER Pacific and the party unaffiliated record keeper: City: State: Country: ZIP+4/Postal Code: VanCOUVER Canada V6B2M9 VanCOUVER Contry: State: Country: ZIP+4/Postal Code: VanCOUVER Contry: City: State: Country: ZIP+4/Postal Code: VanCOUVER Contry: City: City: State: Country: ZIP+4/Postal Code: City: Ci	Number and Street 1:			t 2:
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Telephone Number: 650-598-6900 This is (check one): C one of your branch offices or affiliates. a third-party unaffiliated recordkeeper. C other. Briefly describe the books and records kept at this location. DATA CENTER HOUSING CERTAIN OF DOUBLELINE'S SERVERS, WHICH CONTAIN VARIOUS ELECTRONIC BOOKS AND RECORDS. Number and Street 1: C OMMUNICATIONS INC NUMBER AND C OMMUNICATION	LOS ANGELES		•	
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O other. Briefly describe the books and records kept at this location.	C one of your branch offices or a	affiliates.		
Briefly describe the books and records kept at this location.	I a third-party unaffiliated record	dkeeper.		
	C other.			

Name of entity where books and records are IRON MOUNTAIN INCORPORATED	kept:		
Number and Street 1: 340 WEST VICTORIA STREET		Number and Street 2:	
City: COMPTON	State: California	Country: United States	ZIP+4/Postal Code: 90220
	California	United States	90220
If this address is a private residence, check t	his box: 🗖		
Telephone Number:	Facsimile number,	if any:	
610-831-8371	866-344-6685		
This is (check one):			
C one of your branch offices or affiliates.			
I a third-party unaffiliated recordkeeper.			
O other.			
Briefly describe the books and records kept a ELECTRONIC BOOKS AND RECORDS.	at this location.		
Name of entity where books and records are RED OAK COMPLIANCE SOFTWARE, LLC	kept:		
Number and Street 1: 1320 ARROW POINT DRIVE, SUITE 411		Number and S	treet 2:
City:	State:	Country:	ZIP+4/Postal Code:
CEDAR PARK	Texas	United States	78613
If this address is a private residence, check t	his box: 🗖		
Telephone Number: 888-302-4594	Facsimil	e number, if any:	
This is (check one):			
• one of your branch offices or affiliates.			
• a third-party unaffiliated recordkeeper.			
O other.			
Briefly describe the books and records kept a MARKETING MATERIALS	at this location.		

SECTION 1.M. Registration with Foreign Financial Regulatory Authorities

No Information Filed

	SEC	C Re	egistration/Reporting
арр	lyin	g fo	his Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2.A. only if you r SEC registration or submitting an <i>annual updating amendment</i> to your SEC registration. If you are filing an <i>umbrella</i> e information in Item 2 should be provided for the <i>filing adviser</i> only.
su 2./	ıbmi	tting 3).	r (or remain registered) with the SEC, you must check at least one of the Items 2.A.(1) through 2.A.(12), below. If you are g an <i>annual updating amendment</i> to your SEC registration and you are no longer eligible to register with the SEC, check Item Part 1A Instruction 2 provides information to help you determine whether you may affirmatively respond to each of these
Yo	ou (tl	he a	adviser):
V	(:	1)	are a large advisory firm that either:
			(a) has regulatory assets under management of \$100 million (in U.S. dollars) or more; or
			(b) has regulatory assets under management of \$90 million (in U.S. dollars) or more at the time of filing its most recent annual updating amendment and is registered with the SEC;
	(2	2)	are a mid-sized advisory firm that has regulatory assets under management of \$25 million (in U.S. dollars) or more but less than \$100 million (in U.S. dollars) and you are either:
			(a) not required to be registered as an adviser with the <i>state securities authority</i> of the state where you maintain your <i>principal office and place of business</i> ; or
			(b) not subject to examination by the <i>state securities authority</i> of the state where you maintain your <i>principal office and place of business</i> ;
			Click HERE for a list of states in which an investment adviser, if registered, would not be subject to examination by the state securities authority.
	(3	3)	Reserved
Γ	(4	4)	have your principal office and place of business outside the United States;
2	[(!		are an investment adviser (or subadviser) to an investment company registered under the Investment Company Act of 1940;
	(are an investment adviser to a company which has elected to be a business development company pursuant to section 54 of the Investment Company Act of 1940 and has not withdrawn the election, and you have at least \$25 million of regulatory assets under management;
	(7		are a pension consultant with respect to assets of plans having an aggregate value of at least \$200,000,000 that qualifies for the exemption in rule 203A-2(a);
] (8	8)	are a related adviser under rule 203A-2(b) that <i>controls</i> , is <i>controlled</i> by, or is under common <i>control</i> with, an investment adviser that is registered with the SEC, and your <i>principal office and place of business</i> is the same as the registered adviser;
			If you check this box, complete Section 2.A.(8) of Schedule D.
Γ	(9	9)	are an adviser relying on rule 203A-2(c) because you expect to be eligible for SEC registration within 120 days;
			If you check this box, complete Section 2.A.(9) of Schedule D.
Γ	(:	10)	are a multi-state adviser that is required to register in 15 or more states and is relying on rule 203A-2(d);
			If you check this box, complete Section 2.A.(10) of Schedule D.
Γ	(:	11)	are an Internet adviser relying on rule 203A-2(e);
			If you check this box, complete Section 2.A.(11) of Schedule D.
Γ	(:	12)	have received an SEC order exempting you from the prohibition against registration with the SEC;
			If you check this box, complete Section 2.A.(12) of Schedule D.
Γ	(:	13)	are no longer eligible to remain registered with the SEC.

C. Under state laws, SEC-registered advisers may be required to provide to *state securities authorities* a copy of the Form ADV and any amendments they file with the SEC. These are called *notice filings*. In addition, *exempt reporting advisers* may be required to provide *state securities authorities* with a copy of reports and any amendments they file with the SEC. If this is an initial application or report, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to direct your *notice filings* or reports to additional state(s), check the box(es) next to the state(s) that you would like to receive notice or ports you submit to the state(s) that you would like to receive notice filings or reports to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent to the state(s) that you would like to receive notice of this and all subsequent to the state(s) that you would like to receive notice of this and all subsequent to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to direct your *notice* filings or reports you submit to the SEC. If this is an amendment to direct your *notice* filings or reports you submit to the SEC. If this is an amendment to direct your *notice* filings or reports you submit to the SEC. If this is an amendment to direct your *notice* filings or reports you submit to the SEC. If this is an amendment to direct your *notice* filings or reports you submit to the SEC. If this is an amendment to direct your *notice* files and all subsequent filings or reports you submit to the SEC. If this is an amendment to direct your *notice* files and all subsequent files and all subsequent files and all subsequent files a

your registration to stop your *notice filings* or reports from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).

IL		
IL	□ NE	🗖 sc
IN	□ NV	SD SD
IA	☑ NH	T TN
KS	🗖 NJ	₩ тх
КҮ	□ NM	🗖 UT
LA	✓ NY	□ vt
ME	✓ NC	□ vi
MD	□ ND	VA VA
MA	☑ ОН	🗆 wa
MI	🗖 ок	□ wv
MN	OR	I wi
MS	PA	□ wy
МО	PR	
MT	🗖 RI	
	IN IA KS KY LA ME MD MA MI MN MS	IN IN IA INH KS NJ KY NM LA INY ME NC MD ND MA OH MI OK MN INC MN IND MA IND MA IND MI OK MN INC MN IND MN

If you are amending your registration to stop your notice filings or reports from going to a state that currently receives them and you do not want to pay that state's notice filing or report filing fee for the coming year, your amendment must be filed before the end of the year (December 31).

SECTION 2.A.(8) Related Adviser

If you are relying on the exemption in rule 203A-2(b) from the prohibition on registration because you *control*, are *controlled* by, or are under common *control* with an investment adviser that is registered with the SEC and your *principal office and place of business* is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser

_

CRD Number of Registered Investment Adviser

SEC Number of Registered Investment Adviser

SECTION 2.A.(9) Investment Adviser Expecting to be Eligible for Commission Registration within 120 Days

If you are relying on rule 203A-2(c), the exemption from the prohibition on registration available to an adviser that expects to be eligible for SEC registration within 120 days, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

- □ I am not registered or required to be registered with the SEC or a *state securities authority* and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
- □ I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

SECTION 2.A.(10) Multi-State Adviser

If you are relying on rule 203A-2(d), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

If you are applying for registration as an investment adviser with the SEC, you must make both of these representations:

□ I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 15 or more states to register as an investment adviser with the *state securities authorities* in those states.

I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 15 states to register as an investment adviser with the *state securities authorities* of those states.

If you are submitting your annual updating amendment, you must make this representation:

Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the *state securities authorities* in those states.

SECTION 2.A.(11) Internet Adviser

If you are relying on rule 203A-2(e), the Internet adviser exemption from the prohibition on registration, you are required to make a representation about your eligibility for SEC registration. By checking the appropriate box, you will be deemed to have made the required representation.

If you are applying for registration as an investment adviser with the SEC or changing your existing Item 2 response regarding your eligibility for SEC registration, you must make this representation:

I will provide investment advice on an ongoing basis to more than one client exclusively through an *operational interactive website*.

If you are filing an annual updating amendment to your existing registration and are continuing to rely on the Internet adviser exemption for SEC registration, you must make this representation:

□ I have provided and will continue to provide investment advice on an ongoing basis to more than one client exclusively through an *operational interactive website*.

SECTION 2.A.(12) SEC Exemptive Order

If you are relying upon an SEC order exempting you from the prohibition on registration, provide the following information:

Application Number: 803-

Date of order:

Item 3 Form of Organization

If you are filing an *umbrella registration*, the information in Item 3 should be provided for the *filing adviser* only.

- A. How are you organized?
 - C Corporation
 - O Sole Proprietorship
 - o Limited Liability Partnership (LLP)
 - o Partnership
 - C Limited Liability Company (LLC)
 - Limited Partnership (LP)
 - O Other (specify):

If you are changing your response to this Item, see Part 1A Instruction 4.

- B. In what month does your fiscal year end each year? DECEMBER
- C. Under the laws of what state or country are you organized? State Country Delaware United States

If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside.

If you are changing your response to this Item, see Part 1A Instruction 4.

Iter	n 4 Successions		
		Yes	No
Α.	Are you, at the time of this filing, succeeding to the business of a registered investment adviser, including, for example, a change of your structure or legal status (e.g., form of organization or state of incorporation)?	0	O
	If "yes", complete Item 4.B. and Section 4 of Schedule D.		
В.	Date of Succession: (MM/DD/YYYY)		
	If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check See Part 1A Instruction 4.	k "No.	"

SECTION 4 Successions

No Information Filed

Item 5 Information About Your Advisory Business - Employees, Clients, and Compensation

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.

Employees

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an employee performs more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (2), (3), (4), and (5).

- A. Approximately how many *employees* do you have? Include full- and part-time *employees* but do not include any clerical workers.
 264
- B. (1) Approximately how many of the *employees* reported in 5.A. perform investment advisory functions (including research)? 90
 - (2) Approximately how many of the *employees* reported in 5.A. are registered representatives of a broker-dealer? 35
 - (3) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives*?
 - 0
 - (4) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives* for an investment adviser other than you?
 0
 - (5) Approximately how many of the *employees* reported in 5.A. are licensed agents of an insurance company or agency?
 0
 - (6) Approximately how many firms or other *persons* solicit advisory *clients* on your behalf?
 0

In your response to Item 5.B.(6), do not count any of your employees and count a firm only once – do not count each of the firm's employees that solicit on your behalf.

Clients

In your responses to Items 5.C. and 5.D. do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

- C. (1) To approximately how many *clients* for whom you do not have regulatory assets under management did you provide investment advisory services during your most recently completed fiscal year?
 0
 - (2) Approximately what percentage of your *clients* are non-*United States persons*? 14%
- D. For purposes of this Item 5.D., the category "individuals" includes trusts, estates, and 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships.
 The category "business development companies" consists of companies that have made an election pursuant to section 54 of the Investment Company Act of 1940. Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, do not answer (1)(d) or (3)(d) below.

Indicate the approximate number of your *clients* and amount of your total regulatory assets under management (reported in Item 5.F. below) attributable to each of the following type of *client*. If you have fewer than 5 *clients* in a particular category (other than (d), (e), and (f)) you may check Item 5.D.(2) rather than respond to Item 5.D.(1).

The aggregate amount of regulatory assets under management reported in Item 5.D.(3) should equal the total amount of regulatory assets under management reported in Item 5.F.(2)(c) below.

If a *client* fits into more than one category, select one category that most accurately represents the *client* to avoid double counting *clients* and assets. If you advise a registered investment company, business development company, or pooled investment vehicle, report those assets in categories (d), (e), and (f) as applicable.

Type of <i>Client</i>	(1) Number of <i>Client(s)</i>	(2) Fewer than 5 <i>Clients</i>	(3) Amount of Regulatory Assets under Management
(a) Individuals (other than high net worth individuals)	0	N	\$ 0
(b) High net worth individuals	4	N	\$ 465,251,245
(c) Banking or thrift institutions	2	N	\$ 1,079,969,500
(d) Investment companies	27		\$ 64,667,241,712
(e) Business development companies	0		\$ 0
(f) Pooled investment vehicles (other than investment companies and business development companies)	31		\$ 8,272,279,391
(g) Pension and profit sharing plans (but not the plan participants or government pension plans)	17		\$ 3,773,773,835
(h) Charitable organizations	7		\$ 2,080,007,158
(i) State or municipal <i>government entities</i> (including government pension plans)	17		\$ 6,156,305,752
(j) Other investment advisers	0		\$ 0
(k) Insurance companies	5		\$ 1,086,492,492
(I) Sovereign wealth funds and foreign official institutions	1	M	\$ 1,017,644,771
(m) Corporations or other businesses not listed above	4		\$ 1,476,362,426
(n) Other:			\$

Compensation Arrangements

E. You are compensated for your investment advisory services by (check all that apply):

- ☑ (1) A percentage of assets under your management
- □ (2) Hourly charges
- (3) Subscription fees (for a newsletter or periodical)
- ☑ (4) Fixed fees (other than subscription fees)
- □ (5) Commissions
- ☑ (6) Performance-based fees
- (7) Other (specify):

Ite	Item 5 Information About Your Advisory Business - Regulatory Assets Under Management			
Regulatory Assets Under Management				
				Yes No
F.	(1) Do you provide continuous and	regular supervisory or management servic	ces to securities portfolios?	• •
	(2) If yes, what is the amount of yo	ur regulatory assets under management a	and total number of accounts?	
		U.S. Dollar Amount	Total Number of Accounts	
	Discretionary:	(a) \$ 90,075,328,282	(d) 141	
	Non-Discretionary:	(b) \$ 0	(e) 0	
	Total:	(c) \$ 90,075,328,282	(f) 141	

Part 1A Instruction 5.b. explains how to calculate your regulatory assets under management. You must follow these instructions carefully when completing this Item.

(3) What is the approximate amount of your total regulatory assets under management (reported in Item 5.F.(2)(c) above) attributable to *clients* who are non-*United States persons*?
 \$ 4,273,117,261

Item 5 Information About Your Advisory Business - Advisory Activities

Advisory Activities

- G. What type(s) of advisory services do you provide? Check all that apply.
 - □ (1) Financial planning services
 - ☑ (2) Portfolio management for individuals and/or small businesses

- ☑ (3) Portfolio management for investment companies (as well as "business development companies" that have made an election pursuant to section 54 of the Investment Company Act of 1940)
- Portfolio management for pooled investment vehicles (other than investment companies)
- (5) Portfolio management for businesses (other than small businesses) or institutional *clients* (other than registered investment companies and other pooled investment vehicles)
- (6) Pension consulting services
- (7) Selection of other advisers (including *private fund* managers)
- (8) Publication of periodicals or newsletters
- \Box (9) Security ratings or pricing services
- (10) Market timing services
- □ (11) Educational seminars/workshops
- (12) Other(specify):

Do not check Item 5.G.(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, including as a subadviser. If you check Item 5.G.(3), report the 811 or 814 number of the investment company or investment companies to which you provide advice in Section 5.G.(3) of Schedule D.

- H. If you provide financial planning services, to how many *clients* did you provide these services during your last fiscal year?
 - ⊙ 0
 - O 1 10
 - O 11 25
 - 0 26 50
 - o 51 100
 - O 101 250
 - O 251 500
 - More than 500

If more than 500, how many? (round to the nearest 500)

In your responses to this Item 5.H., do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

I. (1) Do you participate in a wrap fee program?

(2) If you participate in a *wrap fee program*, what is the amount of your regulatory assets under management attributable to acting as:

- (a) sponsor to a wrap fee program
- (b) portfolio manager for a wrap fee program?
 - \$

(c) sponsor to and portfolio manager for the same wrap fee program?

\$

If you report an amount in Item 5.I.(2)(c), do not report that amount in Item 5.I.(2)(a) or Item 5.I.(2)(b).

If you are a portfolio manager for a wrap fee program, list the names of the programs, their sponsors and related information in Section 5.I.(2) of Schedule D.

If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee program, do not check Item 5.I.(1) or enter any amounts in response to Item 5.I.(2).

Yes No

J.	(1) In response to Item 4.B. of Part 2A of Form ADV, do you indicate that you provide investment advice only with respect to	0	\odot
	limited types of investments?		

(2) Do you report *client* assets in Item 4.E. of Part 2A that are computed using a different method than the method used to compute your regulatory assets under management?

K. Separately Managed Account Clients

Yes No

 $\circ \circ$

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	(1) Do you have regulatory assets under management attributable to <i>clients</i> other than those listed in Item 5.D.(3)(d)-(f) (separately managed account <i>clients</i>)?	۲	0
	If yes, complete Section 5.K.(1) of Schedule D.		
	(2) Do you engage in borrowing transactions on behalf of any of the separately managed account <i>clients</i> that you advise?	©	0
	If yes, complete Section 5.K.(2) of Schedule D.		
	(3) Do you engage in derivative transactions on behalf of any of the separately managed account <i>clients</i> that you advise?	\odot	o
	If yes, complete Section 5.K.(2) of Schedule D.		
	(4) After subtracting the amounts in Item 5.D.(3)(d)-(f) above from your total regulatory assets under management, does any custodian hold ten percent or more of this remaining amount of regulatory assets under management?	\odot	0
	If yes, complete Section 5.K.(3) of Schedule D for each custodian.		
L.	Marketing Activities	Yes	No
	(1) Do any of your <i>advertisements</i> include:	res	NO
	(a) Performance results?	\odot	o
	(b) A reference to specific investment advice provided by you (as that phrase is used in rule 206(4)-1(a)(5))?	o	۲
	(c) <i>Testimonials</i> (other than those that satisfy rule 206(4)-1(b)(4)(ii))?	o	۲
	(d) Endorsements (other than those that satisfy rule 206(4)-1(b)(4)(ii))?	0	۲
	(e) Third-party ratings?	\odot	0
	(2) If you answer "yes" to L(1)(c), (d), or (e) above, do you pay or otherwise provide cash or non-cash compensation, directly or indirectly, in connection with the use of <i>testimonials, endorsements</i> , or <i>third-party ratings</i> ?	o	0
	(3) Do any of your advertisements include hypothetical performance ?	\odot	o
	(4) Do any of your advertisements include predecessor performance ?	0	۲

SECTION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies

If you check Item 5.G.(3), what is the SEC file number (811 or 814 number) of each of the registered investment companies and business development companies to which you act as an adviser pursuant to an advisory contract? You must complete a separate Schedule D Section 5.G.(3) for each registered investment company and business development company to which you act as an adviser.

SEC File Number 811 - 03213

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

	Parallel Managed Account Regulatory assets under management
S000058808	\$ 87,229,263

SEC File Number 811 - 07076

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

	Parallel Managed Account Regulatory assets under management
S000053356	\$ 69,456,321

SEC File Number 811 - 07953

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

	Parallel Managed Account Regulatory assets under management
S000044692	\$ 205,487,451
S000048890	\$ 520,604,934

SEC File Number 811 - 08894

811 - 08894

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

	Parallel Managed Account Regulatory assets under management
S00001736	\$ 1,702,869,884

	Parallel Managed Account Regulatory assets under management
S000048717	\$ 122,310,654
S000050455	\$ 2,800,945,028
S000052995	\$ 339,605,494

SEC File Number 811 - 21934

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

	Parallel Managed Account Regulatory assets under management
S000030798	\$ 356,333,838
S000030798	\$ 481,591,509

SEC File Number

811 - 22378

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

Series ID	Parallel Managed Account Regulatory assets under management
S000028163	\$ 29,730,166,622
S000028164	\$ 6,293,659,288
S000028165	\$ 427,106,907
S000034129	\$ 5,913,449,572
S000039682	\$ 172,456,914
S000044832	\$ 1,116,924,068
S000044833	\$ 136,935,325
S000047461	\$ 58,855,909
S000051748	\$ 141,511,708
S000053014	\$ 375,935,304
S000055534	\$ 28,405,189
S000065632	\$ 11,540,506
S000066303	\$ 110,221,823

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Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

	Parallel Managed Account Regulatory assets under management
S000046314	\$ 3,397,740,491
S000052162	\$ 173,479,365
S000052163	\$ 89,746,694

SEC File Number 811 - 22592

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number 811 - 22613

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

	Parallel Managed Account Regulatory assets under management
S000041930	\$ 1,967,692,322

SEC File Number 811 - 22791

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number 811 - 23166 Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number 811 - 23207

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

	Parallel Managed Account Regulatory assets under management
S000056106	\$ 539,033,158
S000056107	\$ 141,202,146
S000056108	\$ 168,409,926

SEC File Number 811 - 23476

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

No Information Filed

SEC File Number 811 - 7763

Provide the regulatory assets under management of all *parallel managed accounts* related to a registered investment company (or series thereof) or business development company that you advise.

	Parallel Managed Account Regulatory assets under management	
S000033728	\$ 117,635,240	

SECTION 5.I.(2) Wrap Fee Programs

No Information Filed

SECTION 5.K.(1) Separately Managed Accounts

After subtracting the amounts reported in Item 5.D.(3)(d)-(f) from your total regulatory assets under management, indicate the approximate percentage of this remaining amount attributable to each of the following categories of assets. If the remaining amount is at least \$10 billion in regulatory assets under management, complete Question (a). If the remaining amount is less than \$10 billion in regulatory assets under management, complete Question (b).

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.

End of year refers to the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. Mid-year is the date six months before the end of year date. Each column should add up to 100% and numbers should be rounded to the nearest percent.

Investments in derivatives, registered investment companies, business development companies, and pooled investment vehicles should be reported in those categories. Do not report those investments based on related or underlying portfolio assets. Cash equivalents include bank deposits, certificates of deposit, bankers' acceptances and similar bank instruments.

Some assets could be classified into more than one category or require discretion about which category applies. You may use your own internal methodologies and the conventions of your service providers in determining how to categorize assets, so long as the methodologies or conventions are consistently applied and consistent with information you report internally and to current and prospective clients. However, you should not double count assets, and your responses must be consistent with any instructions or other guidance relating to this Section.

Asse	ет Туре	Mid-year	End of year
(i)	Exchange-Traded Equity Securities	0 %	0 %
(ii)	Non Exchange-Traded Equity Securities	0 %	0 %
(iii)	U.S. Government/Agency Bonds	45 %	45 %
(iv)	U.S. State and Local Bonds	0 %	0 %
(v)	(v) Sovereign Bonds		1 %
(vi)	Investment Grade Corporate Bonds	7 %	6 %
(vii)	vii) Non-Investment Grade Corporate Bonds		3 %
(viii)	Derivatives	0 %	0 %
(ix)	Securities Issued by Registered Investment Companies or Business Development Companies	1 %	1 %
(x)	Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Development Companies)	0 %	0 %
(xi)	Cash and Cash Equivalents	2 %	2 %
(xii)	Other	40 %	41 %

Generally describe any assets included in "Other"

ASSETS THAT IN OUR REASONABLE VIEW DID NOT APPEAR TO FIT INTO THE CATEGORIES LISTED ABOVE WERE CATEGORIZED AS "OTHER." THESE INCLUDE NON-AGENCY RMBS AND CMBS, ASSET-BACKED SECURITIES, CLOS, AND BANK LOANS.

Asse	Asset Type							
(i)	Exchange-Traded Equity Securities	%						
(ii)	(ii) Non Exchange-Traded Equity Securities							
(iii)	(iii) U.S. Government/Agency Bonds							
(iv)	U.S. State and Local Bonds	%						
(v)	Sovereign Bonds	%						
(vi)	(vi) Investment Grade Corporate Bonds							
(vii)	(vii) Non-Investment Grade Corporate Bonds (viii) Derivatives							
(viii)								
(ix)	Securities Issued by Registered Investment Companies or Business Development Companies	%						

(xi) Cash and Cash Equivalents	%
(xii) Other	%

Generally describe any assets included in "Other"

SECTION 5.K.(2) Separately Managed Accounts - Use of Borrowingsand Derivatives

 \Box No information is required to be reported in this Section 5.K.(2) per the instructions of this Section 5.K.(2)

If your regulatory assets under management attributable to separately managed accounts are at least \$10 billion, you should complete Question (a). If your regulatory assets under management attributable to separately managed accounts are at least \$500 million but less than \$10 billion, you should complete Question (b).

(a) In the table below, provide the following information regarding the separately managed accounts you advise. If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise. End of year refers to the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. Mid-year is the date six months before the end of year date.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any *borrowings* and (b) the *gross notional value* of all derivatives, by (ii) the regulatory assets under management of the account.

In column 2, provide the dollar amount of *borrowings* for the accounts included in column 1.

In column 3, provide aggregate *gross notional value* of derivatives divided by the aggregate regulatory assets under management of the accounts included in column 1 with respect to each category of derivatives specified in 3(a) through (f).

You may, but are not required to, complete the table with respect to any separately managed account with regulatory assets under management of less than \$10,000,000.

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

(i) Mid-Year

Gross Notional Exposure	(1) Regulatory Assets Under Management	(2) Borrowings		(3) Derivative Exposures					
			(a) Interest Rate Derivative	(b) Foreign Exchange Derivative		(d) Equity Derivative	(e) Commodity Derivative	(f) Other Derivative	
Less than 10%	\$ 36,190,553,471	\$	0.07 %	%	%	%	%	%	
10-149%	\$ 55,272,955,172	\$	48.4 %	0.4 %	%	%	%	%	
150% or more	\$	\$	%	%	%	%	%	%	

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

(ii) End of Year

	(1) Regulatory		
Gross Notional	Assets Under	(2)	
Exposure	Management	Borrowings	(3) Derivative Exposures

		(a) Interest Rate Derivative	(b) Foreign Exchange Derivative	(c) Credit Derivative		(e) Commodity Derivative	(f) Other Derivative
Less than 10%	\$ 35,459,832,785	\$ 0.5 %	%	%	%	%	%
10-149%	\$ 54,190,618,819	\$ 44.7 %	0.4 %	%	%	%	%
150% or more	\$	\$ %	%	%	%	%	%

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

(b) In the table below, provide the following information regarding the separately managed accounts you advise as of the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any *borrowings* and (b) the *gross notional value* of all derivatives, by (ii) the regulatory assets under management of the account.

In column 2, provide the dollar amount of borrowings for the accounts included in column 1.

You may, but are not required to, complete the table with respect to any separately managed accounts with regulatory assets under management of less than \$10,000,000.

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

Gross Notional Exposure	(1) Regulatory Assets Under Management	(2) Borrowings
Less than 10%	\$	\$
10-149%	\$	\$
150% or more	\$	\$

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

SECTION 5.K.(3) Custodians for Separately Managed Accounts

Complete a separate Schedule D Section 5.K.(3) for each custodian that holds ten percent or more of your aggregate separately managed account regulatory assets under management.

(a) Legal name of custodian:

THE BANK OF NEW YORK MELLON

- (b) Primary business name of custodian:
- BNY MELLON

(c) The location(s) of the custodian's office(s) responsible for custody of the assets :

City:	State:	Country:
NEW YORK	New York	United States

Yes No

 \odot

(d) Is the custodian a *related person* of your firm?

(e) If the custodian is a broker-dealer, provide its SEC registration number (if any)

(f) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its *legal entity identifier* (if any)
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IARD - All Sections [User Name: msciortino, OrgID: 152606]

 a) Legal name of Custodian: pMORGAN CHASE BANK, N.A. b) Primary business name of Custodian: pMORGAN CHASE BANK, N.A. b) Pologican CHASE BANK, N.A. c) The location(s) of the custodian's office(s) responsible for custody of the assets : City: City: State: City:	(g)	\$ 6,179,722,256		ibutable to separately managed accounts is held at the cus		
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(d) Is the custodian a related person of your firm? (e) If the custodian is a broker-dealer, provide its SEC registration number (if any) - (f) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its <i>legal entity identifier</i> (if any) 6PTKHDJ8HDUF78PFWH30 (g) What amount of your regulatory assets under management attributable to separately managed accounts is held at the custodian? (a) Legal name of custodian: STATE STREET BANK AND TRUST COMPANY (b) Primary business name of custodian: STATE STREET BANK AND TRUST COMPANY (c) The location(s) of the custodian's office(s) responsible for <i>custody</i> of the assets : City: BOSTON Massachusetts Ves No.					Yes	No
 (e) If the custodian is a broker-dealer, provide its SEC registration number (if any) - (f) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its <i>legal entity identifier</i> (if any) 6PTKHDJ8HDUF78PFWH30 (g) What amount of your regulatory assets under management attributable to separately managed accounts is held at the custodian? \$ 6,242,424,342 (a) Legal name of custodian: STATE STREET BANK AND TRUST COMPANY (b) Primary business name of custodian: STATE STREET BANK AND TRUST COMPANY (c) The location(s) of the custodian's office(s) responsible for <i>custody</i> of the assets : City: BOSTON Massachusetts Ves No 	(4)	Is the sustadian a related ne	rcon of your firm?		103	110
 - (f) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its <i>legal entity identifier</i> (if any) 6PTKHDJ8HDUF78PFWH30 (g) What amount of your regulatory assets under management attributable to separately managed accounts is held at the custodian? \$ 6,242,424,342 (a) Legal name of custodian: STATE STREET BANK AND TRUST COMPANY (b) Primary business name of custodian: STATE STREET BANK AND TRUST COMPANY (c) The location(s) of the custodian's office(s) responsible for <i>custody</i> of the assets : City: State: Country: BOSTON Massachusetts Vinited States 	(u)		son of your mine		0	\odot
<pre>identifier (if any) 6PTKHDJBHDUF78PFWH30 (g) What amount of your regulatory assets under management attributable to separately managed accounts is held at the custodian? \$ 6,242,424,342 (a) Legal name of custodian: STATE STREET BANK AND TRUST COMPANY (b) Primary business name of custodian: STATE STREET BANK AND TRUST COMPANY (c) The location(s) of the custodian's office(s) responsible for custody of the assets : City: State: Country: BOSTON Massachusetts United States Yes No </pre>	(e)	If the custodian is a broker-d	ealer, provide its SEC registration r	umber (if any)		
 (g) What amount of your regulatory assets under management attributable to separately managed accounts is held at the custodian? \$ 6,242,424,342 (a) Legal name of custodian: STATE STREET BANK AND TRUST COMPANY (b) Primary business name of custodian: STATE STREET BANK AND TRUST COMPANY (c) The location(s) of the custodian's office(s) responsible for <i>custody</i> of the assets : City: BOSTON (c) State: Massachusetts (c) Country: DOSTON (c) Massachusetts (c) The location(s) of the custodian's office(s) responsible for <i>custody</i> of the assets : City: BOSTON (c) Massachusetts (c) The location(s) of the custodian's office(s) responsible for <i>custody</i> of the assets : City: BOSTON (c) Massachusetts (c) The location(s) of the custodian's office(s) responsible for <i>custody</i> of the assets : City: BOSTON 			er-dealer, or is a broker-dealer but	does not have an SEC registration number, provide its legal	l entity	,
 \$ 6,242,424,342 (a) Legal name of custodian: STATE STREET BANK AND TRUST COMPANY (b) Primary business name of custodian: STATE STREET BANK AND TRUST COMPANY (c) The location(s) of the custodian's office(s) responsible for <i>custody</i> of the assets : City: State: Country: BOSTON Massachusetts United States 		6PTKHDJ8HDUF78PFWH30				
 STATE STREET BANK AND TRUST COMPANY Primary business name of custodian: STATE STREET BANK AND TRUST COMPANY The location(s) of the custodian's office(s) responsible for <i>custody</i> of the assets : City: State: Country: BOSTON Massachusetts Wassachusetts 	(g)		ory assets under management attr	butable to separately managed accounts is held at the cust	odian?	
 STATE STREET BANK AND TRUST COMPANY Primary business name of custodian: STATE STREET BANK AND TRUST COMPANY The location(s) of the custodian's office(s) responsible for <i>custody</i> of the assets : City: State: Country: BOSTON Massachusetts Wassachusetts 	(a)	Legal name of custodian:				
STATE STREET BANK AND TRUST COMPANY (c) The location(s) of the custodian's office(s) responsible for custody of the assets : City: State: Country: BOSTON Massachusetts United States Yes No			UST COMPANY			
 (c) The location(s) of the custodian's office(s) responsible for <i>custody</i> of the assets : City: State: Country: BOSTON Massachusetts United States Yes Note: Yes	(b)	Primary business name of cu	stodian:			
City: State: Country: BOSTON Massachusetts United States		STATE STREET BANK AND TR	UST COMPANY			
BOSTON Massachusetts United States	(c)	The location(s) of the custod	an's office(s) responsible for <i>custo</i>	dy of the assets :		
BOSTON Massachusetts United States						
					Yes	No
	(4)	Is the sustadian a related as	rcon of your firm?			

- (e) If the custodian is a broker-dealer, provide its SEC registration number (if any)
- (f) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its *legal entity identifier* (if any)

571474TGEMMWANRLN572

(g) What amount of your regulatory assets under management attributable to separately managed accounts is held at the custodian?
 \$ 2,817,653,434

Ite	Item 6 Other Business Activities							
In t	his It	em, we request information about your firm's other business activities.						
Α.	A. You are actively engaged in business as a (check all that apply):							
		 broker-dealer (registered or unregistered) registered representative of a broker-dealer commodity pool operator or commodity trading advisor (whether registered or exempt from registration) futures commission merchant real estate broker, dealer, or agent insurance broker or agent bank (including a separately identifiable department or division of a bank) trust company registered municipal advisor registered security-based swap dealer major security-based swap participant accountant or accounting firm lawyer or law firm other financial product salesperson (specify): 						
		ou engage in other business using a name that is different from the names reported in Items 1.A. or 1.B.(1), complete S Schedule D.						
В.	(1)	Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?	_	No				
	(2)		0 0	0 0				
		If "yes," describe this other business on Section 6.B.(2) of Schedule D, and if you engage in this business under a differ name, provide that name.	erent					
			Yes	No				
	(3)	Do you sell products or provide services other than investment advice to your advisory <i>clients</i> ?	0	\odot				
		If "yes," describe this other business on Section 6.B.(3) of Schedule D, and if you engage in this business under a diffe name, provide that name.	erent					

SECTION 6.A. Names of Your Other Businesses

No Information Filed

SECTION 6.B.(2) Description of Primary Business

Describe your primary business (not your investment advisory business):

If you engage in that business under a different name, provide that name:

SECTION 6.B.(3) Description of Other Products and Services

Describe other products or services you sell to your *client*. You may omit products and services that you listed in Section 6.B.(2) above.

If you engage in that business under a different name, provide that name:

Item 7 Financial Industry Affiliations

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your *clients*.

A. This part of Item 7 requires you to provide information about you and your *related persons*, including foreign affiliates. Your *related persons* are all of your *advisory affiliates* and any *person* that is under common *control* with you.

You have a *related person* that is a (check all that apply):

- 🔲 (1) broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered)
- (2) other investment adviser (including financial planners)
- □ (3) registered municipal advisor
- \Box (4) registered security-based swap dealer
- \Box (5) major security-based swap participant
- 🗹 (6) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- (7) futures commission merchant
- \Box (8) banking or thrift institution
- □ (9) trust company
- \square (10) accountant or accounting firm
- □ (11) lawyer or law firm
- \Box (12) insurance company or agency
- (13) pension consultant
- □ (14) real estate broker or dealer
- \square (15) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- 🗹 (16) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Note that Item 7.A. should not be used to disclose that some of your employees perform investment advisory functions or are registered representatives of a broker-dealer. The number of your firm's employees who perform investment advisory functions should be disclosed under Item 5.B.(1). The number of your firm's employees who are registered representatives of a broker-dealer should be disclosed under Item 5.B.(2).

Note that if you are filing an umbrella registration, you should not check Item 7.A.(2) with respect to your relying advisers, and you do not have to complete Section 7.A. in Schedule D for your relying advisers. You should complete a Schedule R for each relying adviser.

For each related person, including foreign affiliates that may not be registered or required to be registered in the United States, complete Section 7.A. of Schedule D.

You do not need to complete Section 7.A. of Schedule D for any related person if: (1) you have no business dealings with the related person in connection with advisory services you provide to your clients; (2) you do not conduct shared operations with the related person; (3) you do not refer clients or business to the related person, and the related person does not refer prospective clients or business to you; (4) you do not share supervised persons or premises with the related person; and (5) you have no reason to believe that your relationship with the related person otherwise creates a conflict of interest with your clients.

You must complete Section 7.A. of Schedule D for each related person acting as qualified custodian in connection with advisory services you provide to your clients (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)), regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

SECTION 7.A. Financial Industry Affiliations

Complete a separate Schedule D Section 7.A. for each related person listed in Item 7.A.

- 1. Legal Name of *Related Person*: DOUBLELINE MANAGEMENT LP
- 2. Primary Business Name of *Related Person*: DOUBLELINE MANAGEMENT LP
- 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
 - or Ot
 - Other
- 4. Related Person's

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	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.	Rela	red Person is: (check all that apply)		
	(a)	broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b)	other investment adviser (including financial planners)		
	(c)	registered municipal advisor		
	(d)	registered security-based swap dealer		
	(e)	major security-based swap participant		
	(f)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	(g)	futures commission merchant		
	(h)	banking or thrift institution		
	(i)	trust company		
	(j)	accountant or accounting firm		
	(k)	awyer or law firm		
	(I)	insurance company or agency		
	(m)	pension consultant		
	(n)	real estate broker or dealer		
	(0)	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
			es	No
6.	Do y	ou <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?	0	\odot
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	•	0
8.		clients?	0	•
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> your <i>clients'</i> assets:	y o	f
		Number and Street 1: Number and Street 2:		
		City: State: Country: ZIP+4/Postal Code:		
		If this address is a private residence, check this box: \square		
		Ye	es	No
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	0	$^{\circ}$
	(b)	If the answer is yes, under what exemption?		
10	(-)	Is the related nerver resistand with a ferries financial regulatory outbority 2		
10.	• •			\odot
	(D)	If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is registered.	u	
		No Information Filed		
11.	Dov	ou and the <i>related person</i> share any <i>supervised persons</i> ?	~	~
			•	<u> </u>
12.	Do y	ou and the <i>related person</i> share the same physical location?	•	0
1.		I Name of <i>Related Person</i> : BLELINE OPPORTUNISTIC INCOME GP LLC		
2.		ary Business Name of <i>Related Person</i> : BLELINE OPPORTUNISTIC INCOME GP LLC		

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3.	Rela	<i>ed Person's</i> SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	- or			
	Othe	r		
4	Dolo	ed Person's		
4.		CRD Number (if any):		
	(-)			
	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.		ed Person is: (check all that apply)		
	(a)			
	• •	 other investment adviser (including financial planners) registered municipal advisor 		
		registered multipla advisor registered security-based swap dealer		
		major security-based swap participant		
		commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	(g)	futures commission merchant		
		banking or thrift institution		
		Turust company		
		 accountant or accounting firm lawyer or law firm 		
		insurance company or agency		
	(m)			
	(n)	real estate broker or dealer		
	(0)	\Box sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
6.	Dov	ou control or are you controlled by the related person?	Yes	
0.	DUy		0	Θ
7.	Are	rou and the <i>related person</i> under common <i>control</i> ?	\odot	\circ
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	o
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you	0	0
		overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained		
		at the related person?		
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>cust</i> your <i>clients'</i> assets:	ody o	of
		Number and Street 1: Number and Street 2:		
		City: State: Country: ZIP+4/Postal Code:		
		If this address is a private residence, check this box: \Box	Vaa	Na
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	0
	(b)	If the answer is yes, under what exemption?	Ċ	Č
10.	• •	Is the related person registered with a foreign financial regulatory authority ?	O	\odot
	(b)	If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>rela person</i> is registered.	ited	
		No Information Filed		
11.	Do y	No Information Filed ou and the <i>related person</i> share any <i>supervised persons</i> ?	©	0
11.	Do y		۲	0

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1.	Legal Name of <i>Related Person</i> : DOUBLELINE CMBS FUND GP LLC			
2.	Primary Business Name of Related Person:			
2.	DOUBLELINE CMBS FUND GP LLC			
3.	<i>Related Person's</i> SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) -			
	or			
	Other			
4.	Related Person's			
	(a) CRD Number (if any):			
	(b) CIK Number(s) (if any):			
	No Information Filed			
5.	Related Person is: (check all that apply)			
	(a) 🗖 broker-dealer, municipal securities dealer, or government securities broker or dealer			
	(b) 🗖 other investment adviser (including financial planners)			
	(c) registered municipal advisor			
	(d) registered security-based swap dealer			
	(e) and major security-based swap participant			
	(f) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)			
	(g) futures commission merchant			
	 (h) □ banking or thrift institution (i) □ trust company 			
	 (i) □ trust company (j) □ accountant or accounting firm 			
	(k) \Box lawyer or law firm			
	(I) \Box insurance company or agency			
	(m) \Box pension consultant			
	(n) real estate broker or dealer			
	(o) 🗖 sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles			
	(p) 🗹 sponsor, general partner, managing member (or equivalent) of pooled investment vehicles			
	Y	Yes	No	
6.	Do you control or are you controlled by the related person?	0	\odot	
7.	Are you and the related person under common control?	\odot	\circ	
8.	(a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	o	
		\circ	\circ	
	overcome the presumption that you are not operationally independent (pursuant to rule $206(4)-2(d)(5)$) from the <i>related</i>			
	<i>person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?			
	 (c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custod</i> 	dv o	∫, f	
	your clients' assets:	uy u	л 	
	Number and Street 1: Number and Street 2:			
	City: State: Country: ZIP+4/Postal Code:			
	If this address is a private residence, check this box: \square			
		Yes	No	
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?	\circ	\circ	
	(b) If the answer is yes, under what exemption?			
10.	(a) Is the related person registered with a foreign financial regulatory authority ?	\circ	\odot	
	(b) If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>relate</i>	ed		
	person is registered.			
	No Information Filed			

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11.	Do y	ou and the <i>related person</i> share any <i>supervised persons</i> ?	\odot	С
12.	Do y	ou and the <i>related person</i> share the same physical location?	o	C
1.		l Name of <i>Related Person</i> : BLELINE MORTGAGE OPPORTUNITIES GP LLC		
2.		ary Business Name of <i>Related Person</i> : BLELINE MORTGAGE OPPORTUNITIES GP LLC		
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	r		
4.	Rela	ted Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
5.	Rela	ted Person is: (check all that apply)		
5.	(a)			
	(b)	other investment adviser (including financial planners)		
	(c)	registered municipal advisor		
	(d)	registered security-based swap dealer		
	(e)	major security-based swap participant semmedity peoplementary or commediaty trading advisor (whether registered or example from registration)		
	(f) (g)	 commodity pool operator or commodity trading advisor (whether registered or exempt from registration) futures commission merchant 		
	(g) (h)	banking or thrift institution		
	(i)	Trust company		
	(j)	accountant or accounting firm		
	(k)	awyer or law firm		
	(I)	insurance company or agency		
	(m)	pension consultant		
	(n)	real estate broker or dealer		
	(0)	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	Yes	Na
6.	Do y	ou control or are you controlled by the related person?		o
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	©	0
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	©
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	C
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custo</i> your <i>clients'</i> assets:	ody	of

your chemis assets.							
Number and Street 1:	Number and Street 2:						
City:	State:	Country:	ZIP+4/Postal Code:				
if this address is a private residence, check this box: \square							

9. (a) If the *related person* is an investment adviser, is it exempt from registration?

Yes No

 \mathbf{O} \mathbf{C}

		(b)	If the answer is yes, under what exemption?		
	10.	(a)	Is the related person registered with a foreign financial regulatory authority ?	5	o
		(b)	If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is registered.	1	
			No Information Filed		
	11.	Do y	you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
	12.	Do y	you and the <i>related person</i> share the same physical location?	0	0
[Iter	n 7 F	Private Fund Reporting		

	Yes	s N	40
B. Are you an adviser to any <i>private fund</i> ?	\odot	Ċ	0

If "yes," then for each private fund that you advise, you must complete a Section 7.B.(1) of Schedule D, except in certain circumstances described in the next sentence and in Instruction 6 of the Instructions to Part 1A. If you are registered or applying for registration with the SEC or reporting as an SEC exempt reporting adviser, and another SEC-registered adviser or SEC exempt reporting adviser reports this information with respect to any such private fund in Section 7.B.(1) of Schedule D of its Form ADV (e.g., if you are a subadviser), do not complete Section 7.B.(1) of Schedule D with respect to that private fund. You must, instead, complete Section 7.B.(2) of Schedule D.

In either case, if you seek to preserve the anonymity of a private fund client by maintaining its identity in your books and records in numerical or alphabetical code, or similar designation, pursuant to rule 204-2(d), you may identify the private fund in Section 7.B.(1) or 7.B.(2) of Schedule D using the same code or designation in place of the fund's name.

		Funds per Page: 15 🗸 Total Funds: 6
A. P	RIVATE FUND	
<u>Infc</u>	ormation About the Private Fu	und
1.	(a) Name of the <i>private fund</i> :	
	DOUBLELINE CORE PLUS P	ORTFOLIO A SERIES OF DOUBLELINE INVESTMENT FUNDS LLC
	(b) <i>Private fund</i> identification r (include the "805-" prefix a	
	805-3233622565	
2.		country is the <i>private fund</i> organized:
	State: Delaware	Country: United States
3.	Delaware	•
3.	Delaware (a) Name(s) of General Partne	United States
3.	Delaware (a) Name(s) of General Partne	United States r, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):
3.	Delaware (a) Name(s) of General Partne Name of General Partner, M GLOBAL TRUST COMPANY	United States r, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity): anager, Trustee, or Director
3.	Delaware (a) Name(s) of General Partne Name of General Partner, M GLOBAL TRUST COMPANY (b) If filing an <i>umbrella registre</i>	United States r, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):
3.	Delaware (a) Name(s) of General Partne Name of General Partner, M GLOBAL TRUST COMPANY (b) If filing an <i>umbrella registre</i>	United States r, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity): anager, Trustee, or Director ation, identify the <i>filing adviser</i> and/or <i>relying adviser(s)</i> that sponsor(s) or manage(s) this <i>priva</i>

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	\checkmark (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Compan of 1940	Act
	\Box (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Compan of 1940	Act
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.	
	No Information Filed	
	Ye	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	\odot
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?	
	No Information Filed	
	Ye	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	\odot
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> inve Name of <i>private fund</i> :	ts?
	Private fund identification number: (include the "805-" prefix also)	
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Sched Section 7.B.(1) for the master-feeder arrangement or reporting on the funds separately.	le D,
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Sec 7.B.(1), for each of the feeder funds answer the following questions:	ion
	No Information Filed	
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fur for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	id" ; No
8.	(a) Is this <i>private fund</i> a "fund of funds"?	\odot
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other poole investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0
	Ye	No

- 9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the \odot \circ Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?
- 10. What type of fund is the *private fund*?

 $^{\circ}$ hedge fund $^{\circ}$ liquidity fund $^{\circ}$ private equity fund $^{\circ}$ real estate fund $^{\circ}$ securitized asset fund $^{\circ}$ venture capital fund $^{\circ}$ Other private fund: FIXED INCOME FUND

NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the *private fund*: \$ 382,221,022

	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 10,000,000 NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount routinely required of investors)	t	~ +
	forth in the organizational documents of the fund).	ount s	ει
13.	Approximate number of the <i>private fund's</i> beneficial owners:		
	22		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
		Yes	No
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	0	O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non-United States persons: 0%		
Υοι	Ir Advisory Services		
. –		Yes	No
17.	(a) Are you a subadviser to this <i>private fund</i> ?	0	•
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private</i> the answer to question 17.(a) is "no," leave this question blank.	fund.	lt
	No Information Filed		
	No Information Filed	Yes	No
18.	 No Information Filed (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i>? 	Yes	No ©
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private</i>	0	©
18.	 (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i>? (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private function of the other advisers to the private function. 	0	©
	 (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i>? (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>fund</i>. If the answer to question 18.(a) is "no," leave this question blank. 	0	0
	 (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i>? (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>fund</i>. If the answer to question 18.(a) is "no," leave this question blank. No Information Filed 	C private	0
	 (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i>? (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>fund</i>. If the answer to question 18.(a) is "no," leave this question blank. 	C private Yes	© No
19.	 (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i>? (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>fund</i>. If the answer to question 18.(a) is "no," leave this question blank. No Information Filed 	C private Yes	© No
19. 20.	 (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i>? (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>fund</i>. If the answer to question 18.(a) is "no," leave this question blank. No Information Filed Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? <i>NOTE: For purposes of this question, do not consider feeder funds of the private fund</i> . Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?	O private Yes	© No
19. 20. Pri v	 (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i>? (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>fund</i>. If the answer to question 18.(a) is "no," leave this question blank. No Information Filed Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? <i>NOTE: For purposes of this question, do not consider feeder funds of the private fund</i> . Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?	C private Yes	© No
19. 20. Priv 21.	 (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i>? (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>fund</i>. If the answer to question 18.(a) is "no," leave this question blank. No Information Filed Are your <i>clients</i> solicited to invest in the <i>private fund</i>? NOTE: For purposes of this question, do not consider feeder funds of the private fund. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i>? 1% Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities	O private Yes Yes	© No O
19. 20. Priv 21.	 (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i>? (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>fund</i>. If the answer to question 18.(a) is "no," leave this question blank. No Information Filed Are your <i>clients</i> solicited to invest in the <i>private fund</i>? <i>NOTE: For purposes of this question, do not consider feeder funds of the private fund</i>. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i>? 1% Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? 	O private Yes Yes	© No O

23. (a)		Ye	s
	 (1) Are the <i>private fund's</i> financial statements subject to an annual audit? (2) If the approximate subject (2) (1) is "user " and the financial statements are used in a second and with U.C. CAAPA 	œ	
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	• •	
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.	e th	эn
	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.		
	(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
	City: State: Country:		
	BOSTON Massachusetts United States	'es	N
	(d) Is the auditing firm an <i>independent public accountant</i> ?	•	¢
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	¢
	If yes, Public Company Accounting Oversight Board-Assigned Number: 238		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	¢
(g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	Ye ©	
(h)	Do all of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>annual updating amendment</i> co unqualified opinions?	ntai	n
	\odot Yes \odot No \odot Report Not Yet Received		
	If you check "Report Net Vet Received " you must promptly file an amendment to your Form ADV to undate your reco		
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.	onse	ů
rime E	when the report is available.	onse Ye	
	when the report is available.		s
	when the report is available. Broker	Ye C e fu	s nc
Prime E 24. (a)	when the report is available. Broker Does the <i>private fund</i> use one or more prime brokers? If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private</i> uses. If the <i>private fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for	Ye C e fu	s) n
	when the report is available. Broker Does the private fund use one or more prime brokers? If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for prime broker. No Information Filed	Ye C e fu	s nc

If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

use			ions (b) through g) below for each custodia ou must complete questions (b) through (g)	
(b)	Legal name of cu STATE STREET B	ustodian: BANK AND TRUST COMPANY		
(c)		s name of custodian: BANK AND TRUST COMPANY		
(d)			ustody of the private fund's assets (city, sta	te and country):
	City: BOSTON	State: Massachusetts	Country: United States	
	DOSTON	Massachusetts	onited States	Yes N
(e)	Is the custodian	a related person of your firm?		0.0
(f)	If the custodian	is a broker-dealer, provide its SEC reg	istration number (if any):	
	- CRD Number (if	any):		
(g)	If the custodian	is not a broker-dealer, or is a broker-c	lealer but does not have an SEC registration	n number, provide it:
	legal entity ident			
	legal entity ident 571474TGEMMW			
trato	571474TGEMMW			
trato	571474TGEMMW			Yes
	571474TGEMMW		ïrm?	Yes
Does If the	571474TGEMMW	/ANRLN572 use an administrator other than your f	ns (b) through (f) below. If the <i>private func</i>	O
Does If the admii	571474TGEMMW the <i>private fund</i> us answer to question nistrator, you mus	/ANRLN572 use an administrator other than your f on 26.(a) is "yes," respond to question	ns (b) through (f) below. If the <i>private func</i> separately for each administrator.	©
Does If the admin Add i	571474TGEMMW The private fund use answer to question istrator, you mus itional Administr	/ANRLN572 use an administrator other than your f on 26.(a) is "yes," respond to question it complete questions (b) through (f) s rator Information : 1 Record(s) Fil stion 26.(a) is "yes," respond to quest	ns (b) through (f) below. If the <i>private func</i> separately for each administrator.	O uses more than one
Does If the admin Addi	571474TGEMMW The private fund use answer to question istrator, you mus itional Administr	/ANRLN572 use an administrator other than your f on 26.(a) is "yes," respond to question it complete questions (b) through (f) s rator Information : 1 Record(s) Fil stion 26.(a) is "yes," respond to quest bu must complete questions (b) throug	ns (b) through (f) below. If the <i>private func</i> separately for each administrator. Ied. ions (b) through (f) below. If the <i>private fu</i>	O uses more than one
Does If the admin Addi	571474TGEMMW The private fund use answer to question istrator, you mus itional Administr he answer to question administrator, you Name of administ	/ANRLN572 use an administrator other than your f on 26.(a) is "yes," respond to question it complete questions (b) through (f) s rator Information : 1 Record(s) Fil stion 26.(a) is "yes," respond to quest bu must complete questions (b) throug	ns (b) through (f) below. If the <i>private func</i> separately for each administrator. Ied. ions (b) through (f) below. If the <i>private fu</i>	O uses more than one
Does If the admin Addi	571474TGEMMW The private fund uses answer to question istrator, you muss itional Administr he answer to quess a administrator, you Name of administ NORTHEAST RET	/ANRLN572 use an administrator other than your f on 26.(a) is "yes," respond to question it complete questions (b) through (f) s rator Information : 1 Record(s) Fil stion 26.(a) is "yes," respond to quest ou must complete questions (b) throug strator:	ns (b) through (f) below. If the <i>private func</i> separately for each administrator. Ied. ions (b) through (f) below. If the <i>private fu</i>	O uses more than one
Does If the admin Addi	571474TGEMMW The private fund uses answer to question istrator, you muss itional Administr he answer to quess a administrator, you Name of administ NORTHEAST RET	/ANRLN572 use an administrator other than your f on 26.(a) is "yes," respond to question it complete questions (b) through (f) s rator Information : 1 Record(s) Fil stion 26.(a) is "yes," respond to quest bu must complete questions (b) throug strator: FIREMENT SERVICES LLC	ns (b) through (f) below. If the <i>private func</i> separately for each administrator. Ied. ions (b) through (f) below. If the <i>private fu</i>	
Does If the admin Addi	571474TGEMMW	/ANRLN572 use an administrator other than your f on 26.(a) is "yes," respond to question it complete questions (b) through (f) s rator Information : 1 Record(s) Fil stion 26.(a) is "yes," respond to quest ou must complete questions (b) throug strator: ITREMENT SERVICES LLC inistrator (city, state and country):	ns (b) through (f) below. If the <i>private func</i> separately for each administrator. ed. ions (b) through (f) below. If the <i>private fu</i> gh (f) separately for each administrator.	Juses more than one
Does If the admin Addi (b) (c)	571474TGEMMW The private fund uses answer to question istrator, you muse itional Administr he answer to question itional Administr to question itional Administr Norration of administ NORTHEAST RET Location of admini City: WOBURN	/ANRLN572 use an administrator other than your f on 26.(a) is "yes," respond to question it complete questions (b) through (f) s rator Information : 1 Record(s) Fil stion 26.(a) is "yes," respond to quest ou must complete questions (b) throug strator: TIREMENT SERVICES LLC inistrator (city, state and country): State: Massachusetts	hs (b) through (f) below. If the <i>private func</i> separately for each administrator. ed. ions (b) through (f) below. If the <i>private fu</i> gh (f) separately for each administrator. Country:	O uses more than one
Does If the admin Addi (b) (c)	571474TGEMMW The private fund uses answer to question istrator, you muse itional Administr he answer to question itional Administr to question itional Administr Norration of administ NORTHEAST RET Location of admini City: WOBURN	/ANRLN572 use an administrator other than your f on 26.(a) is "yes," respond to question st complete questions (b) through (f) s rator Information : 1 Record(s) Fil stion 26.(a) is "yes," respond to quest ou must complete questions (b) throug strator: TIREMENT SERVICES LLC inistrator (city, state and country): State:	hs (b) through (f) below. If the <i>private func</i> separately for each administrator. ed. ions (b) through (f) below. If the <i>private fu</i> gh (f) separately for each administrator. Country:	Juses more than one
Does If the admin If t one (b) (c) (d)	571474TGEMMW the private fund u answer to questionistrator, you mus itional Administr he answer to questionistrator, you name of administrator, you Name of administrator, you Name of administrator NORTHEAST RET Location of admi City: WOBURN Is the administrator	VANRLN572 USE an administrator other than your f on 26.(a) is "yes," respond to question it complete questions (b) through (f) s rator Information : 1 Record(s) Fil stion 26.(a) is "yes," respond to quest bu must complete questions (b) throug strator: TIREMENT SERVICES LLC inistrator (city, state and country): State: Massachusetts ator a <i>related person</i> of your firm?	hs (b) through (f) below. If the <i>private func</i> separately for each administrator. ed. ions (b) through (f) below. If the <i>private fu</i> gh (f) separately for each administrator. Country:	() If uses more than on and uses more than Yes No () ()

		(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the	
		<i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund</i> respond "not applicable."	rs investors,
27.		ing your last fiscal year, what percentage of the <i>private fund's</i> assets (by value) was valued by a <i>person</i> , su ninistrator, that is not your <i>related person</i> ?	ich as an
		ude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset,	if any including
	obtai	aining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions of calculations (including allocations) was the valuation determined by such <i>person</i> .	
<u>Mai</u>	rkete	ers	
			Yes No
28.	(a) [Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purpose	ses? O 💿
	0	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, muni other solicitor, or similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) throug such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one marketer you must complete through (g) separately for each marketer.	h (g) below for each
		No Information Filed	
A. PF	RIVATI	TE FUND	
<u>Info</u>	rmati	tion About the Private Fund	
1.	(a) ľ	Name of the <i>private fund</i> :	
	[DOUBLELINE CRE FINANCE LLC	
	• •	Private fund identification number:	
		(include the "805-" prefix also)	
	ξ	805-4490743070	
2	Undo	lay the laws of what state or country is the private fund arconized.	
2.		ler the laws of what state or country is the <i>private fund</i> organized:	
		State: Country: Delaware United States	
	•		
3.	(a) [Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):	
		me of General Partner, Manager, Trustee, or Director	
		UBLELINE CMBS FUND GP, LLC	
	. ,	If filing an <i>umbrella registration</i> , identify the <i>filing adviser</i> and/or <i>relying adviser(s)</i> that sponsor(s) or man <i>fund</i> .	nage(s) this <i>private</i>
		No Information Filed	
4.	The <i>t</i>	private fund (check all that apply; you must check at least one):	
	□ ((1) qualifies for the exclusion from the definition of investment company under section $3(c)(1)$ of the Investment	stment Company Act
	of 19		tmont Common Ari
	M (of 19	(2) qualifies for the exclusion from the definition of investment company under section $3(c)(7)$ of the Invest 940	itment Company Act

	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is register	red.	
	No Information Filed		
		Yes	N
•	(a) Is this a "master fund" in a master-feeder arrangement?	0	6
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private</i> No Information Filed	fund?	
	No Information Filed		
		Yes	N
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	6
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> . Name of <i>private fund</i> :	invests/	?
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single S Section 7.B.(1) for the master-feeder arrangement or reporting on the funds separately.	Schedule	D
	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to th 7.B.(1), for each of the feeder funds answer the following questions:	is Sectio	n
	No Information Filed NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "mast for numbers of this question if it issued multiple classes (or carries) of charge or interacte, and each class (or carries) investing in a "master numbers").	ter fund	
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest al	ter fund	
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest al substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "mast for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) investion.	ter fund sts Yes	N
·-	 NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest al substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "mast for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invest substantially all of its assets in a single master fund. (a) Is this <i>private fund</i> a "fund of funds"? NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other 	ter fund sts Yes O	N
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "mast for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invest substantially all of its assets in a single master fund. (a) Is this <i>private fund</i> a "fund of funds"?	Yes C pooled	N G
	 NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "mass for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) investantially all of its assets in a single master fund. (a) Is this <i>private fund</i> a "fund of funds"? NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies. (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i>? 	ter fund ists Yes O pooled C Yes	N G
	 NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "mast for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invest substantially all of its assets in a single master fund. (a) Is this <i>private fund</i> a "fund of funds"? NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies. 	ter fund ists Yes O pooled O Yes	N(@ N(
	 NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest al substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "mast for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invest substantially all of its assets in a single master fund. (a) Is this <i>private fund</i> a "fund of funds"? NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies. (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i>? 	ter fund ists Yes O pooled O Yes	N∙ ⊙
	 NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest al substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "mast for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) investigation are substantially all of its assets in a single master fund. (a) Is this <i>private fund</i> a "fund of funds"? NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies. (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i>? During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	ter fund ists Yes O pooled O Yes	N @ N
	 NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest al substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "mast for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) investivate substantially all of its assets in a single master fund. (a) Is this <i>private fund</i> a "fund of funds"? NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies. (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i>? During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? What type of fund is the <i>private fund</i>? © hedge fund © liquidity fund © private equity fund © real estate fund © securitized asset fund © venture capital 	ter fund ists Yes O pooled O Yes	N @ N
0.	 NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "mast for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invest substantially all of its assets in a single master fund. (a) Is this <i>private fund</i> a "fund of funds"? NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies. (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i>? During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? What type of fund is the <i>private fund</i>? © hedge fund © liquidity fund © private equity fund © real estate fund © securitized asset fund © venture capital Other <i>private fund</i>: 	ter fund ists Yes O pooled O Yes	N/ @ N/
0. 1.	 NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest al substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master or purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invesubstantially all of its assets in a single master fund. (a) Is this <i>private fund</i> a "fund of funds"? NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies. (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i>? During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? What type of fund is the <i>private fund</i>? © hedge fund C liquidity fund C private equity fund C real estate fund C securitized asset fund C venture capital Other <i>private fund</i>: NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A. Current gross asset value of the <i>private fund</i>: 	ter fund ists Yes O pooled O Yes	N/ @ N/

25, 2:4			
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amo forth in the organizational documents of the fund).	ount se	et
13.	Approximate number of the <i>private fund's</i> beneficial owners:		
	1		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 100%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes O	No C
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
<u>Yoı</u>	ur Advisory Services		
. –		Yes	No
17.	 (a) Are you a subadviser to this <i>private fund</i>? (b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private t</i> the answer to question 17.(a) is "no," leave this question blank. 	C fund. I	€ Îf
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i> ?	0	۲
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>p fund</i> . If the answer to question 18.(a) is "no," leave this question blank.	rivate	
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	\odot
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0%		
<u>Priv</u>	vate Offering		
- 1		Yes	No
21.	Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	۲	0
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		

, , , , ,	
Form D file number	
021-252882	

B. SERVICE PROVIDERS

Auditors

23. (a) (1) Are the *private fund's* financial statements subject to an annual audit? \odot \mathbf{O} (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP? \odot \mathbf{O}

Yes No

IARD - All Sections [User Name: msciortino, OrgID: 152606]

Ado	ditional Auditor Information	n : 1 Record(s) Filed.		
		(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> use ou must complete questions (b) through (f) separately for each auditing firm.	5	
(b) Name of the auditing firm:			
	PRICEWATERHOUSE COOPE	ERS		
(c		firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
	City: LOS ANGELES	State: Country: California United States		
			Yes	No
(d	l) Is the auditing firm an <i>inde</i>	pendent public accountant?	_	
			\odot	0
(e	e) Is the auditing firm register	ed with the Public Company Accounting Oversight Board?	o	0
	If yes, Public Company Acco 238	ounting Oversight Board-Assigned Number:		
(f)) If "yes" to (e) above, is the Oversight Board in accordar	auditing firm subject to regular inspection by the Public Company Accounting nce with its rules?	۲	0
			Y	es N
-	the <i>private fund's</i> audited fina ate fund's investors?	ancial statements for the most recently completed fiscal year distributed to the		
priva) Do a unqu	ate fund's investors? all of the reports prepared by t ualified opinions?	the auditing firm for the <i>private fund</i> since your last annual updating amendmen	C	
priva) Do a unqu	ate fund's investors? all of the reports prepared by t	the auditing firm for the <i>private fund</i> since your last annual updating amendmen	C	
priva) Do a unqu סיץ If yc	ate fund's investors? all of the reports prepared by t ualified opinions? Yes O No O Report Not Yet R	the auditing firm for the <i>private fund</i> since your last annual updating amendmen	(conta	in
priva) Do a unqu סיץ If yc	ate fund's investors? all of the reports prepared by t ualified opinions? Yes O No O Report Not Yet R ou check "Report Not Yet Rece In the report is available.	the auditing firm for the <i>private fund</i> since your last <i>annual updating amendmen</i> Received	t conta	in e
priva) Do a unqu If yc whe Broke	ate fund's investors? all of the reports prepared by t ualified opinions? Yes O No O Report Not Yet R ou check "Report Not Yet Rece In the report is available.	the auditing firm for the <i>private fund</i> since your last <i>annual updating amendmen</i> Received vived," you must promptly file an amendment to your Form ADV to update your r	(t conta espons Y	in re
priva priva) Do a unqu If yc whe Broke) Doe If th uses	ate fund's investors? all of the reports prepared by t ualified opinions? Yes O No O Report Not Yet R bu check "Report Not Yet Rece in the report is available. Er s the private fund use one or n he answer to question 24.(a) is	the auditing firm for the <i>private fund</i> since your last <i>annual updating amendmen</i> Received vived," you must promptly file an amendment to your Form ADV to update your r	t conta espons Ya tvate fi	in e es N
priva priva) Do a unqu If yc whe Broke) Doe If th uses	ate fund's investors? all of the reports prepared by t ualified opinions? Yes O No O Report Not Yet R bu check "Report Not Yet Rece in the report is available. Er s the private fund use one or r be answer to question 24.(a) is 5. If the private fund uses mor	the auditing firm for the <i>private fund</i> since your last <i>annual updating amendmen</i> Received <i>vived," you must promptly file an amendment to your Form ADV to update your r</i> more prime brokers? s "yes," respond to questions (b) through (e) below for each prime broker the <i>pr</i>	t conta espons Ya tvate fi	in in ee S (und
priva priva) Do a unqu If yc whe Broke) Doe If th uses	ate fund's investors? all of the reports prepared by t ualified opinions? Yes O No O Report Not Yet R bu check "Report Not Yet Rece in the report is available. Er s the private fund use one or r be answer to question 24.(a) is 5. If the private fund uses mor	the auditing firm for the <i>private fund</i> since your last <i>annual updating amendmen</i> Received <i>vived," you must promptly file an amendment to your Form ADV to update your r</i> more prime brokers? s "yes," respond to questions (b) through (e) below for each prime broker the <i>pr</i> re than one prime broker, you must complete questions (b) through (e) separate	t conta espons Ya tvate fi	in in ee S (und
priva priva) Do a unqu If yc whe Broke) Doe If th uses	ate fund's investors? all of the reports prepared by t ualified opinions? Yes O No O Report Not Yet R bu check "Report Not Yet Rece in the report is available. Er s the private fund use one or r be answer to question 24.(a) is 5. If the private fund uses mor	the auditing firm for the <i>private fund</i> since your last <i>annual updating amendmen</i> Received <i>vived," you must promptly file an amendment to your Form ADV to update your r</i> more prime brokers? s "yes," respond to questions (b) through (e) below for each prime broker the <i>pr</i> re than one prime broker, you must complete questions (b) through (e) separate	t conta espons Ya vate fu y for e	e (in ee N ind ach
priva) Do a unqu If yo whe Broke) Does If th uses prim	ate fund's investors? all of the reports prepared by to ualified opinions? Yes O No O Report Not Yet Receive ou check "Report Not Yet Receive on the report is available. The private fund use one or more answer to question 24.(a) is so. If the private fund uses more the broker.	the auditing firm for the <i>private fund</i> since your last <i>annual updating amendmen</i> Received <i>vived," you must promptly file an amendment to your Form ADV to update your r</i> more prime brokers? s "yes," respond to questions (b) through (e) below for each prime broker the <i>pr</i> re than one prime broker, you must complete questions (b) through (e) separate	t conta espons Y vate fu y for e	in e es N

1 PM	M IARD - All Sections [User Name: msciortino, OrgID: 152606]							
	uses			tions (b) through g) below for each custodian the <i>private fund</i> ou must complete questions (b) through (g) separately for eac				
		Legal name of cust THE BANK OF NEW						
	• •	Primary business r THE BANK OF NEW						
	(d)	The location of the City:	custodian's office responsible for <i>co</i> State:	<i>custody</i> of the <i>private fund's</i> assets (city, state and country): Country:				
		PITTSBURGH	Pennsylvania	United States				
				Yes	No			
	(e)	Is the custodian a	related person of your firm?	o	\odot			
	(f)	If the custodian is	a broker-dealer, provide its SEC reg	gistration number (if any):				
		- CRD Number (if ar	ıy):					
		<i>legal entity identifi</i> HPFHU0OQ28E4N0						
ninistr	atoı	<u>r</u>						
				Ye	es N			
(a) Do	oes t	the <i>private fund</i> use	e an administrator other than your f	firm?	6			
			26.(a) is "yes," respond to question complete questions (b) through (f) s	ons (b) through (f) below. If the <i>private fund</i> uses more than a separately for each administrator.	one			
A	ddit	tional Administra	tor Information : 1 Record(s) Fil	iled.				
				tions (b) through (f) below. If the <i>private fund</i> uses more than ugh (f) separately for each administrator.	n			
	(h)	Name of administr	ator					
	• •	THE BANK OF NEW						
	(c)	Location of admini	strator (city, state and country):					
		City: EVERETT	State: Massachusetts	Country: United States				
			Hassachusetts	Yes N	lo			
	(d)	Is the administrate	or a <i>related person</i> of your firm?	0 6	0			
	(e)	Does the administ	rator prepare and send investor acc	count statements to the <i>private fund's</i> investors?				
		• Yes (provided to investors)) all investors) $^{f O}$ Some (provided to	to some but not all investors) igitarrow No (provided to no				
			stors? If investor account statement	ho sends the investor account statements to the (rest of the) nts are not sent to the (rest of the) <i>private fund's</i> investors,				

27. During your last fiscal year, what percentage of the *private fund's* assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*?

100%

Include only those assets where (i) such *person* carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such *person*.

Marketers

28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes?

You must answer "yes" whether the *person* acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar *person*. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the *private fund* uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

- 1. (a) Name of the *private fund*: DOUBLELINE MORTGAGE OPPORTUNITIES MASTER FUND LP
 - (b) Private fund identification number: (include the "805-" prefix also)
 805-6242413490
- Under the laws of what state or country is the *private fund* organized: State: Country:
 - Cayman Islands

3. (a) Name(s) of General Partner, Manager, Trustee, or Directors (or *persons* serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director	
DOUBLELINE MORTGAGE OPPORTUNITIES GP LLC	

(b) If filing an *umbrella registration*, identify the *filing adviser* and/or *relying adviser(s)* that sponsor(s) or manage(s) this *private fund*.

No Information Filed

4. The private fund (check all that apply; you must check at least one):

 \Box (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

No Information Filed

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

Yes No

⊙ ○

Yes No

 \odot

Name of p	rivate fund		Private fund identification number
	E MORTGAGE OPPORTUNITI	FS (CAYMAN) I P	805-3830256387
	E MORTGAGE OPPORTUNITI		805-6623121392
	E MORTGAGE OPPORTUNIT	. ,	805-4939468755
DOUDLELIN	L HORIGAGE OPPORTUNITI		000+555+00755
	"foodor fund" in	and or press compaty	Yes
	"feeder fund" in a master-f	-	0
(,,,,		e fund identification number (i	any) of the master fund in which this <i>private fund</i> invests
Name of	f private fund:		
	<i>fund</i> identification number: the "805-" prefix also)		
		r each master-feeder arranger rangement or reporting on the	nent regardless of whether you are filing a single Schedule funds separately.
		ction 7.B.(1) for a master-feed swer the following questions:	er arrangement according to the instructions to this Section
Additional	Feeder Fund Information	n : 3 Record(s) Filed.	
		D, Section 7.B.(1) for a master der funds answer the following	-feeder arrangement according to the instructions to this g questions:
(a)	Name of the <i>private fund</i> :		
	DOUBLELINE MORTGAGE	DPPORTUNITIES (CAYMAN) LP	
(b)	<i>Private fund</i> identification (include the "805-" prefix a		
	805-3830256387		
(c)	Under the laws of what sta	ite or country is the <i>private fu</i>	nd organized:
	State:	Country:	5
		Cayman Islands	
(d) (1)	Name(s) of General Partne	er, Manager, Trustee or Director	rs (or <i>persons</i> serving in a similar capacity):
	Name of General Partne	er, Manager, Trustee or Dire	ector
	DOUBLELINE MORTGAGE		
(d) (2)	If filing an <i>umbrella registi</i> this <i>private fund</i> :	ration, identify the filing advise	r and/or relying adviser(s) that sponsor(s) or manage(s)
(d) (2)			er and/or <i>relying adviser(s)</i> that sponsor(s) or manage(s) nation Filed
	this <i>private fund</i> :		nation Filed
(d) (2) (e)	this <i>private fund</i> : The <i>private fund</i> (check all	No Inforr I that apply; you must check a clusion from the definition of i	nation Filed
	this <i>private fund</i> : The <i>private fund</i> (check all (1) qualifies for the ex Investment Company Act of	No Inforr that apply; you must check a clusion from the definition of i of 1940 clusion from the definition of i	nation Filed t least one):
	 this <i>private fund</i>: The <i>private fund</i> (check all □ (1) qualifies for the ex Investment Company Act of ☑ (2) qualifies for the ex Investment Company Act of 	No Inforr I that apply; you must check a clusion from the definition of i of 1940 clusion from the definition of i of 1940	nation Filed t least one): nvestment company under section 3(c)(1) of the

Section	re filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to t 7.B.(1), for each of the feeder funds answer the following questions:
(a)	Name of the <i>private fund</i> :
(-)	DOUBLELINE MORTGAGE OPPORTUNITIES (CAYMAN-ER) LP
(b)	Private fund identification number: (include the "805-" prefix also) 805-6623121392
(c)	Under the laws of what state or country is the <i>private fund</i> organized: State: Country:
	Cayman Islands
(d) (1)	Name(s) of General Partner, Manager, Trustee or Directors (or <i>persons</i> serving in a similar capacity):
	Name of General Partner, Manager, Trustee or Director
	DOUBLELINE MORTGAGE OPPORTUNITIES GP LLC
(d) (2)	If filing an <i>umbrella registration</i> , identify the <i>filing adviser</i> and/or <i>relying adviser(s)</i> that sponsor(s) or manage this <i>private fund</i> :
	No Information Filed
(e)	The <i>private fund</i> (check all that apply; you must check at least one): (1) qualifies for the exclusion from the definition of investment company under section $3(c)(1)$ of the Investment Company Act of 1940
	$\overline{\mathbf{V}}$ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
(f)	List the name and country, in English, of each foreign financial regulatory authority with which the private fund registered.
	No Information Filed
	re filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to t 7.B.(1), for each of the feeder funds answer the following questions:
(-)	Name of the <i>private fund</i> : DOUBLELINE MORTGAGE OPPORTUNITIES LP
(a)	
	Private fund identification number: (include the "805-" prefix also) 805-4939468755
(b)	(include the "805-" prefix also)
(a) (b) (c)	(include the "805-" prefix also) 805-4939468755

(d) (2) If filing an *umbrella registration*, identify the *filing adviser* and/or *relying adviser(s)* that sponsor(s) or manage(s) this *private fund*:

No Information Filed

(e) The *private fund* (check all that apply; you must check at least one):

 \Box (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

 \mathbf{V} (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

(f) List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this *private fund* a "fund of funds"?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also *private funds* or registered investment companies.

(b) If yes, does the *private fund* invest in funds managed by you or by a *related person*?

Yes No

Yes No

0 0

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- 9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?
- 10. What type of fund is the *private fund*?

• hedge fund \circ liquidity fund \circ private equity fund \circ real estate fund \circ securitized asset fund \circ venture capital fund \circ other *private fund*:

NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

Current gross asset value of the *private fund*:
 \$ 336,340,840

<u>Ownership</u>

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your *related persons* (even if different from the amount set forth in the organizational documents of the fund).

- Approximate number of the *private fund's* beneficial owners:
 39
- What is the approximate percentage of the *private fund* beneficially owned by you and your *related persons*:
 1%
- 15. (a) What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

0%			
(b)	If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes O	C
.6. Wh 2%	at is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
<u>′our A</u>	dvisory Services		
7 (2)	Are you a subadvisor to this private fund?	Yes	No
	Are you a subadviser to this <i>private fund</i> ? If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fu</i> the answer to question 17.(a) is "no," leave this question blank.	C und. 1	€ f
	No Information Filed		
		Yes	No
.8. (a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private</i> fund?	0	C
(b)	If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>pr fund</i> . If the answer to question 18.(a) is "no," leave this question blank.	rivate	
	No Information Filed		
		Yes	N
	e your <i>clients</i> solicited to invest in the <i>private fund</i> ?	\odot	С
NO	TE: For purposes of this question, do not consider feeder funds of the private fund.		
1%			
1% Private	e Offering Is the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities	Yes ⊙	
1% Private	e Offering is the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities of 1933?		
1% Private 1. Has Act	e Offering Is the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities		No C
1% Private 1. Ha: Act 2. If y	e Offering s the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities of 1933? res, provide the <i>private fund's</i> Form D file number (if any):		
1% Private 1. Ha: Act 2. If y Fo 02	e Offering s the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities of 1933? res, provide the <i>private fund's</i> Form D file number (if any): rm D file number 1-291719 ICE PROVIDERS	•	c
1% Private 2. If y 2. If y 5 02 SERV	e Offering as the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities of 1933? res, provide the <i>private fund's</i> Form D file number (if any): rm D file number 1-291719 ICE PROVIDERS	Yes	c
1% Private 2. If y 2. If y 5 02 SERV	a Offering as the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities of 1933? res, provide the <i>private fund's</i> Form D file number (if any): rm D file number 1-291719 ICE PROVIDERS rs (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	© Yes	
1% Private 2. If y 2. If y 5 02 SERV	2 Offering Solution of the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Solution of 1933? The securities of 1933? The securities of the private fund's Form D file number (if any): The D file number The D file n	© Yes ©	
1% Private 2. If y 2. If y 5 02 SERV	a Offering The private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities of 1933? The private fund's Form D file number (if any): rm D file number 1-291719 ICE PROVIDERS rs (1) Are the private fund's financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	© Yes ©	
1% Private 2. If y 2. If y 5 02 SERV	2 Offering 5 the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities 5 of 1933? 5 of 1932 5 of 193 5 of 1932 5 of 193 5 of 1	© Yes ©	

IARD - All Sections [User Name: msciortino, OrgID: 152606]

	(c)	The location of the auditing	g firm's office re	esponsible for the	private fund's audit (city, state and country):		
		City:		State:	Country:		
		LOS ANGELES	(California	United States	Yes	No
	(d)	Is the auditing firm an inde	ependent public	accountant?		-	0
	(e)	Is the auditing firm registe	ered with the Pu	blic Company Ac	counting Oversight Board?	o	0
		If yes, Public Company Acc 238	counting Oversi	ght Board-Assign	ed Number:		
	(f)	If "yes" to (e) above, is the Oversight Board in accorda	-		inspection by the Public Company Accounting	۲	0
						Ye	s No
(g)		ne <i>private fund's</i> audited fin te fund's investors?	ancial statemer	its for the most r	ecently completed fiscal year distributed to the	o	0
(h)		of the reports prepared by alified opinions?	the auditing fir	m for the <i>private</i>	fund since your last annual updating amendment	contair	1
	⊙ Ye	es O No O Report Not Yet	Received				
		check "Report Not Yet Reco the report is available.	eived," you mus	st promptly file a	n amendment to your Form ADV to update your re	sponse	
Prime B	Broker	<u>.</u>					
						Yes	s No
24. (a)	If the uses.		is "yes," respon	d to questions (b) through (e) below for each prime broker the <i>priv</i> nust complete questions (b) through (e) separately		
				No Informat	cion Filed		
<u>Custodi</u> 25. (a)		the <i>private fund</i> use any cu	istodians (includ	ling the prime bro	okers listed above) to hold some or all of its assets		s No C
		,) through (g) below for each custodian the <i>private</i> plete questions (b) through (g) separately for each		
	Addi	tional Custodian Informa	ation : 1 Recor	d(s) Filed.			
	use				(b) through g) below for each custodian the <i>privat</i> ust complete questions (b) through (g) separately		h
	(b)	Legal name of custodian: THE BANK OF NEW YORK N	MELLON				
	(c)	Primary business name of THE BANK OF NEW YORK N					
	(d)	The location of the custodia	an's office respo	onsible for <i>custoc</i>	ly of the <i>private fund's</i> assets (city, state and coun	try):	

5, 2:41	PM		IARD - All Sections [Us	ser Name: msciortino, OrgID: 152606]						
		City: PITTSBURGH	State: Pennsylvania	Country: United States						
		FILISDORGI	rennsylvania	United States	Yes No					
	(e)	Is the custodian a re	lated person of your firm?		00					
	(f)	If the custodian is a	broker-dealer, provide its SEC regist	ration number (if any):						
		- CRD Number (if any)	<i>:</i> :							
	(g)	If the custodian is no legal entity identifier HPFHU0OQ28E4N0N	(if any)	ler but does not have an SEC registration	on number, provide its					
	-	the <i>private fund</i> use a	an administrator other than your firm		Yes No © C					
			mplete questions (b) through (f) sep	(b) through (f) below. If the private fun arately for each administrator.	<i>d</i> uses more than one					
	Addi	tional Administrato	r Information : 1 Record(s) Filed							
	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more one administrator, you must complete questions (b) through (f) separately for each administrator.									
	(b)	Name of administrat THE BANK OF NEW Y								
	(c)	Location of administ	rator (city, state and country):							
		City:	State:	Country:						
		EVERETT	Massachusetts	United States						
	(d)	Is the administrator	a <i>related person</i> of your firm?		Yes No ○ ⊙					
	(e)	Does the administrat	or prepare and send investor accour	nt statements to the <i>private fund's</i> inves	stors?					
		Yes (provided to a investors)	ll investors) ^O Some (provided to so	ome but not all investors) ^O No (provid	ed to no					
	(f)		ors? If investor account statements a	ends the investor account statements t are not sent to the (rest of the) <i>private</i>						
а		ur last fiscal year, wha ator, that is not your <i>r</i>		ssets (by value) was valued by a <i>persor</i>	n, such as an					
0	btaining	any relevant quotes,		ation procedure established for that asses of investor subscriptions, redemption by such <i>person</i> .						
<u>Mark</u>	<u>eters</u>				Yes No					

IARD - All Sections [User Name: msciortino, OrgID: 152606]

	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.
	No Information Filed
a ther solicitor, or similar parson. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer two invicate fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer. No Information Filed N. PRIVATE FUND Information About the Private fund: DOUBLELINE OPPORTUNISTIC CMBS/CRE FUND, L.P (b) Private fund: DOUBLELINE OPPORTUNISTIC CMBS/CRE FUND, L.P (c) Name of the private fund: DOUBLELINE OPPORTUNISTIC CMBS/CRE FUND, L.P (c) Now for distribution number: (include the "805." prefix also) 805-1626651036 2. 2. 1. (a) Name (s) General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity): Name (s) of General Partner, Manager, Trustee, or Directors (b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund. (b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund. (c) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund. (b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.	
. PF	RIVATE FUND
<u>1fo</u>	rmation About the Private Fund
	(a) Name of the <i>private fund</i> :
	DOUBLELINE OPPORTUNISTIC CMBS/CRE FUND, L.P
	(b) Private fund identification number:
	(include the "805-" prefix also)
	805-1626651036
2.	Under the laws of what state or country is the <i>private fund</i> organized:
	State: Country:
	Delaware United States
8.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):
	Name of General Partner, Manager, Trustee, or Director
	DOUBLELINE CMBS FUND GP LLC
L	No Information Filed
ŀ.	No Information Filed The private fund (check all that apply; you must check at least one): Image: [1] qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act
۲.	No Information Filed The private fund (check all that apply; you must check at least one): (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 Image: (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act
	No Information Filed The private fund (check all that apply; you must check at least one): (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
	No Information Filed The private fund (check all that apply; you must check at least one): (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.
5.	No Information Filed The private fund (check all that apply; you must check at least one): (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. No Information Filed Yes No
5.	No Information Filed The private fund (check all that apply; you must check at least one): (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. No Information Filed Yes No (a) Is this a "master fund" in a master-feeder arrangement?
5.	No Information Filed The private fund (check all that apply; you must check at least one): (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. No Information Filed Yes No (a) Is this a "master fund" in a master-feeder arrangement?
5.	No Information Filed The private fund (check all that apply; you must check at least one): (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. No Information Filed Yes No (a) Is this a "master fund" in a master-feeder arrangement? (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?
5.	No Information Filed The private fund (check all that apply; you must check at least one): (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. No Information Filed Yes No (a) Is this a "master fund" in a master-feeder arrangement? (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund? No Information Filed
5.	No Information Filed The private fund (check all that apply; you must check at least one): (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. No Information Filed Yes No (a) Is this a "master fund" in a master-feeder arrangement? (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund? No Information Filed Yes No (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund? No Information Filed
5.	No Information Filed The private fund (check all that apply; you must check at least one): (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. No Information Filed Yes (a) Is this a "master fund" in a master-feeder arrangement? (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund? No Information Filed Yes No Information Filed (c) Is this a "feeder fund" in a master-feeder arrangement? (c) Is this a "feeder fund" in a master-feeder arrangement?
5.	No Information Filed The private fund (check all that apply; you must check at least one): (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. No Information Filed Yes No (a) Is this a "master fund" in a master-feeder arrangement? (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund? No Information Filed Yes No (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund? No Information Filed
5.	No Information Filed The private fund (check all that apply; you must check at least one): (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. No Information Filed Yes No (a) Is this a "master fund" in a master-feeder arrangement? No Information Filed Yes No (c) Is this a "feeder fund" in a master-feeder arrangement? (c) Is this a "feeder fund" in a master-feeder arrangement? (d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this 7.B.(1), for each of the feeder funds answer the following questions:	Sect	ion
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all of substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invest substantially all of its assets in a single master fund.	er fur	
8.	(a) Is this <i>private fund</i> a "fund of funds"?	0	c
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other p investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	ooled	-
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	C
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	Yes O	G
10.	What type of fund is the <i>private fund</i> ?		
	• hedge fund $^{\circ}$ liquidity fund $^{\circ}$ private equity fund $^{\circ}$ real estate fund $^{\circ}$ securitized asset fund $^{\circ}$ venture capital function of the private fund:	und (2
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the private fund:		
	\$ 64,819,149		
<u>0w</u>	nership		
12	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 1,000,000		
12.	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amo forth in the organizational documents of the fund).	ount s	et
12.			
	Approximate number of the <i>private fund's</i> beneficial owners: 105		
13.			
13. 14.	105 What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		

4/11/

6. What is	the approximate percentage of the private fund beneficially owned by non-United States persons:		
0%	the approximate percentage of the private rand beneficially owned by non-onned states persons.		
<u>'our Advis</u>	ory Services	Yes	
7. (a) Are	you a subadviser to this <i>private fund</i> ?		
	he answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private f answer to question 17.(a) is "no," leave this question blank.	und.	
	No Information Filed		
		Yes	
8. (a) Do <i>fun</i>	any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private</i> d?	0	-
	he answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the p_i d . If the answer to question 18.(a) is "no," leave this question blank.	rivate	
	No Information Filed		
		Yes	I
9. Are you	r clients solicited to invest in the private fund?	\odot	1
NOTE: I	For purposes of this question, do not consider feeder funds of the private fund.		
0. Approxi	mately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
0%			
rivate Off	ering		
		Yes	
	private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities	\odot	
Act of 1	933?		
Act of 1	933?		
	933? provide the <i>private fund's</i> Form D file number (if any):		
2. If yes, p			
2. If yes, p	provide the <i>private fund's</i> Form D file number (if any): D file number		
2. If yes, p Form I 021-22	provide the <i>private fund's</i> Form D file number (if any): D file number		
2. If yes, p Form I 021-22 SERVICE F	provide the <i>private fund's</i> Form D file number (if any): D file number 18649	Yes	
2. If yes, p Form I 021-22 SERVICE F uditors	provide the <i>private fund's</i> Form D file number (if any): D file number 18649	Yes	
 If yes, p Form I 021-22 SERVICE F uditors (a) (1) 	provide the <i>private fund's</i> Form D file number (if any): D file number 8649 PROVIDERS	Yes	
 If yes, p Form I 021-22 SERVICE F uditors (a) (1) (2) If the second secon	brovide the private fund's Form D file number (if any): D file number 18649 PROVIDERS Are the private fund's financial statements subject to an annual audit?	© ©	-
 If yes, p Form I 021-22 SERVICE F uditors (a) (1) (2) If the one 	Are the <i>private fund's</i> financial statements subject to an annual audit? If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP? the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses mor	© ©	
 If yes, p Form I 021-22 SERVICE F uditors (a) (1) (2) If the one of the one one of the one one of the one of the one of the one of the one	Provide the <i>private fund's</i> Form D file number (if any): D file number 18649 PROVIDERS Are the <i>private fund's</i> financial statements subject to an annual audit? If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP? the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more a uditing firm, you must complete questions (b) through (f) separately for each auditing firm.	© ©	
2. If yes, p Form I 021-22 SERVICE F uditors 3. (a) (1) (2) If the one Ad In	brovide the <i>private fund's</i> Form D file number (if any): D file number 18649 PROVIDERS Are the <i>private fund's</i> financial statements subject to an annual audit? If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP? the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more a auditing firm, you must complete questions (b) through (f) separately for each auditing firm. Hditional Auditor Information : 1 Record(s) Filed. f the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses hore than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.	© ©	
2. If yes, p Form I 021-22 SERVICE F uditors 3. (a) (1) (2) If the one Ad In	provide the private fund's Form D file number (if any): D file number 8649 PROVIDERS Are the private fund's financial statements subject to an annual audit? If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP? he answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more auditing firm, you must complete questions (b) through (f) separately for each auditing firm. Iditional Auditor Information : 1 Record(s) Filed. f the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses	© ©	
2. If yes, p Form I 021-22 SERVICE F uditors 3. (a) (1) (2) If th one Ad If n (1)	provide the <i>private fund's</i> Form D file number (if any): D file number B649 BROVIDERS Are the <i>private fund's</i> financial statements subject to an annual audit? If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP? the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP? the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more a auditing firm, you must complete questions (b) through (f) separately for each auditing firm. Iditional Auditor Information : 1 Record(s) Filed. If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses hore than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. b) Name of the auditing firm: PRICEWATERHOUSE COOPERS c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):	© ©	-
2. If yes, p Form I 021-22 SERVICE F uditors 3. (a) (1) (2) If th one Ad If n (1)	provide the private fund's Form D file number (if any): D file number 8649 PROVIDERS Are the private fund's financial statements subject to an annual audit? If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP? he answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more a auditing firm, you must complete questions (b) through (f) separately for each auditing firm. Iditional Auditor Information : 1 Record(s) Filed. f the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses nore than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. b) Name of the auditing firm: PRICEWATERHOUSE COOPERS c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country): City: State: Country:	© ©	1
2. If yes, p Form I 021-22 SERVICE F uditors 3. (a) (1) (2) If th one Ad If n (1)	provide the private fund's Form D file number (if any): D file number 8649 PROVIDERS Are the private fund's financial statements subject to an annual audit? If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP? he answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more a auditing firm, you must complete questions (b) through (f) separately for each auditing firm. Iditional Auditor Information : 1 Record(s) Filed. f the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses nore than one auditing firm: you must complete questions (b) through (f) separately for each auditing firm. b) Name of the auditing firm: PRICEWATERHOUSE COOPERS c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country): City: State: LOS ANGELES California United States	© ©	

e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	o	0
If yes, Public Company Accounting Oversight Board-Assigned Number: 238		
(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	o	0

(g) Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the \odot \odot private fund's investors?

(h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain ungualified opinions?

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

Yes No

Yes No

0 \odot

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets? \odot \bigcirc

If the answer to question 25.(a) is "yes," respond to questions (b) through (q) below for each custodian the *private fund* uses. If the private fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

- (b) Legal name of custodian: THE BANK OF NEW YORK MELLON
- (c) Primary business name of custodian: THE BANK OF NEW YORK MELLON

(d) The location of the custodian's office responsible for *custody* of the *private fund's* assets (city, state and country): City: State: Country: PITTSBURGH Pennsylvania United States

Yes No (e) Is the custodian a *related person* of your firm? О.

https://crd.finra.org/lad/Content/PrintHist/Adv/Sections/crd_iad_AdvAllSections.aspx?RefNum=&viewChanges=N&FLNG_PK=1978777

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1	ŕ۴۱	If the custodian is	s a	hrokor-doalor	nrovida its	SEC	paistration	number i	if any	<i>ر</i> ۱
l	1)		s a	DI OKEI-UEAIEI,	provide its	SECI	eqistiation	number	li aliy	/)

CRD Number (if any):

(g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal entity identifier (if any) HPFHU0OQ28E4N0NFVK49

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

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If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator	Information :	1 Record(s)	Filed.

If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of administrator: BANK OF NEW YORK MELLON

City:

EVERETT

(c) Location of administrator (city, state and country):

(d) Is the administrator a *related person* of your firm?

State: Massachusetts

Country: United States

Yes No

Ο. \odot

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

• Yes (provided to all investors) • Some (provided to some but not all investors) • No (provided to no investors)

- (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."
- 27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No \circ

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28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

- 1. (a) Name of the *private fund*: DOUBLELINE OPPORTUNISTIC INCOME MASTER FUND LP
 - (b) Private fund identification number: (include the "805-" prefix also) 805-2937288792
- 2. Under the laws of what state or country is the *private fund* organized: State: Country: Cayman Islands
- (a) Name(s) of General Partner, Manager, Trustee, or Directors (or *persons* serving in a similar capacity): 3.

Name of General Partner, Manager, Trustee, or Director
DOUBLELINE OPPORTUNISTIC INCOME GP LLC

(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.

No Information Filed

4. The *private fund* (check all that apply; you must check at least one):

 \Box (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

🗹 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

Name of Country/English Name of Foreign Financial Regulatory	Authority
Other - CAYMAN ISLANDS MONETARY AUTHORITY	
L	

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

Name of <i>private fund</i>	Private fund identification number
DOUBLELINE OPPORTUNISTIC INCOME FUND II LP	805-9732274185
DOUBLELINE OPPORTUNISTIC INCOME FUND II LTD	805-1132411389
DOUBLELINE OPPORTUNISTIC INCOME FUND LTD	805-5937394065
DOUBLELINE OPPORTUNISTIC INCOME LP	805-5424178091

- (c) Is this a "feeder fund" in a master-feeder arrangement?
- (d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests? Name of *private fund*:

Private fund identification number: (include the "805-" prefix also)

Yes No \odot

0

Yes No

 \odot \mathbf{O} NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information : 4 Record(s) Filed.

- If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:
 - (a) Name of the *private fund*: DOUBLELINE OPPORTUNISTIC INCOME FUND II LP
 - (b) *Private fund* identification number: (include the "805-" prefix also) 805-9732274185
 - Under the laws of what state or country is the *private fund* organized:
 State: Country:
 Delaware United States
 - (d) (1) Name(s) of General Partner, Manager, Trustee or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee or Director
DOUBLELINE OPPORTUNISTIC INCOME GP LLC

(d) (2) If filing an *umbrella registration*, identify the *filing adviser* and/or *relying adviser(s)* that sponsor(s) or manage(s) this *private fund*:

No Information Filed

(e) The *private fund* (check all that apply; you must check at least one):

 \Box (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

 \mathbf{V} (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

(f) List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

No Information Filed

 If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

- (a) Name of the *private fund*: DOUBLELINE OPPORTUNISTIC INCOME FUND II LTD
- (b) *Private fund* identification number: (include the "805-" prefix also) 805-1132411389

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	(c)	Under the laws of what state or country is the private fund organized:						
		State: Country:						
		Cayman Islands						
	(d) (1)	Name(s) of General Partner, Manager, Trustee or Directors (or <i>persons</i> serving in a similar capacity):						
		Name of General Partner, Manager, Trustee or Director						
		JASON SNEAH						
		RACHEL WILLIAMS						
	(d) (2)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s)						
		this <i>private fund</i> :						
		No Information Filed						
	(e)	The <i>private fund</i> (check all that apply; you must check at least one):						
	(-)	\Box (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the						
		Investment Company Act of 1940						
		(2) qualifies for the exclusion from the definition of investment company under section $3(c)(7)$ of the						
		Investment Company Act of 1940						
	(f)	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is						
		registered.						
		No Information Filed						
	Section (a)	7.B.(1), for each of the feeder funds answer the following questions: Name of the <i>private fund</i> :						
	(-)	DOUBLELINE OPPORTUNISTIC INCOME FUND LTD						
	(b)	Private fund identification number:						
	(0)	(include the "805-" prefix also)						
		805-5937394065						
	(c)	Under the laws of what state or country is the <i>private fund</i> organized:						
	(0)	State: Country:						
		Cayman Islands						
	(d) (1)	Name(s) of General Partner, Manager, Trustee or Directors (or <i>persons</i> serving in a similar capacity):						
	(4) (1)	Name of General Partner, Manager, Trustee or Director						
		CRIS SANTA ANA						
		EARL A. LARISCY						
		YOUSE GUIA						
	(d) (2)	If filing an <i>umbrella registration</i> , identify the <i>filing adviser</i> and/or <i>relying adviser(s)</i> that sponsor(s) or manage(s)						
		this <i>private fund</i> :						
		No Information Filed						
	(e)	The private fund (check all that apply; you must check at least one):						
		\Box (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the						
		 Investment Company Act of 1940 ✓ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the 						
		Investment Company Act of 1940						

	(f)	List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private func</i> registered.	d is
		No Information Filed	
7.		re filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to 7.B.(1), for each of the feeder funds answer the following questions:	this
	(a)	Name of the <i>private fund</i> :	
		DOUBLELINE OPPORTUNISTIC INCOME LP	
	(b)	Private fund identification number: (include the "805-" prefix also) 805-5424178091	
	(c)	Under the laws of what state or country is the <i>private fund</i> organized:	
		State:Country:DelawareUnited States	
	(d) (1)	Name(s) of General Partner, Manager, Trustee or Directors (or <i>persons</i> serving in a similar capacity):	
		Name of General Partner, Manager, Trustee or Director	
		DOUBLELINE OPPORTUNISTIC INCOME GP LLC	
	(d) (2)	If filing an <i>umbrella registration</i> , identify the <i>filing adviser</i> and/or <i>relying adviser(s)</i> that sponsor(s) or manage this <i>private fund</i> :	e(s
		No Information Filed	
	(e)	The <i>private fund</i> (check all that apply; you must check at least one): \Box (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the	
		Investment Company Act of 1940 ☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940	
	(f)	List the name and country, in English, of each foreign financial regulatory authority with which the private fund registered.	d is
		No Information Filed	
ubst or p	tantially urposes	rposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests all of its assets in a single master fund.	fu
	o this -		Ye
OTE	E: For pu	rivate fund a "fund of funds"? Irposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other poo ehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	C ole
		bes the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	c
b) I	f yes, d	ses the product and invest in failed managed by you of by a related person.	
b) I	f yes, d		Ye

10. What type of fund is the *private fund*?

ullet hedge fund ullet liquidity fund ullet private equity fund ullet real estate fund ullet securitized asset fund ullet venture capital fund ulletOther *private fund*:

NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the *private fund*: \$ 741,738,885

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 1,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

- 13. Approximate number of the *private fund's* beneficial owners: 334
- 14. What is the approximate percentage of the private fund beneficially owned by you and your related persons: 10%
- 15. (a) What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds: 10%
 - (b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the 0 0 Investment Company Act of 1940, are sales of the fund limited to qualified clients?
- 16. What is the approximate percentage of the private fund beneficially owned by non-United States persons: 35%

Your Advisory Services

			Yes	NO
17.	(a)	Are you a subadviser to this <i>private fund</i> ?	\circ	\odot
	(b)	If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fu</i> the answer to question 17.(a) is "no," leave this question blank.	nd. I	f
		No Information Filed		
			Yes	No
18.	(a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private</i> fund?	0	\odot
	(b)	If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>profund</i> . If the answer to question 18.(a) is "no," leave this question blank.	ivate	
		No Information Filed		
			Yes	No
19.	Are	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	\odot	0
	NO	TE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Арр 6%	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
<u>Pri</u>	vate	Offering		
			Yes	No

Yes No

itors	م AAP? ر more th	es ©
021-171491 021-171493 021-173001 ERVICE PROVIDERS litors (a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GA If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. Additional Auditor Information : 1 Record(s) Filed. If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: PRICEWATERHOUSE COOPERS	م AAP? ر more th	0 0
021-171493 021-173001 ERVICE PROVIDERS litors (a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GA If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. Additional Auditor Information : 1 Record(s) Filed. If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: PRICEWATERHOUSE COOPERS	م AAP? ر more th	0 0
021-173001 ERVICE PROVIDERS ditors (a) (1) Are the private fund's financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GA If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. Additional Auditor Information : 1 Record(s) Filed. If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: PRICEWATERHOUSE COOPERS	م AAP? ر more th	0 0
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If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. Additional Auditor Information : 1 Record(s) Filed. If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> use more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: PRICEWATERHOUSE COOPERS	AP? (o
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If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> use more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: PRICEWATERHOUSE COOPERS	25	
more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: PRICEWATERHOUSE COOPERS	es	
PRICEWATERHOUSE COOPERS		
(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
City: State: Country:		
LOS ANGELES California United States	Vee	
(d) Is the auditing firm an <i>independent public accountant</i> ?	Yes	
	o	C
(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	۲	Ċ
If yes, Public Company Accounting Oversight Board-Assigned Number:		
238		
(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting	o	Ċ
238	©	

24. (a) Does the private fund use one or more prime brokers?

If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund
uses. If the <i>private fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each
prime broker.

dditional Prime Broker Inform	nation : 1 Record(s) Filed.		
		hrough (e) below for each prime bro must complete questions (b) throu	
(b) Name of the prime broker: GOLDMAN SACHS & CO. LLC			
(c) If the prime broker is registed	ered with the SEC, its registration n	umber:	
8 - 129			
CRD Number (if any): 361			
(d) Location of prime broker's o	ffice used principally by the private	fund (city, state and country):	
City: SAN FRANCISCO	State: California	Country: United States	
			Yes
(e) Does this prime broker act a	as custodian for some or all of the p	rivate fund's assets?	o

<u>Custodian</u>

Yes No

If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

dditional Custodian Info	rmation : 1 Record(s) Filed.		
•	5.(a) is "yes," respond to questions (b es more than one custodian, you mus	, , , , , , , , , , , , , , , , , , , ,	•
(b) Legal name of custodia THE BANK OF NEW YO			
(c) Primary business name THE BANK OF NEW YO			
(d) The location of the cus	todian's office responsible for <i>custody</i>	of the private fund's assets (city, stat	e and country):
City:	State:	Country:	
PITTSBURGH	Pennsylvania	United States	
(e) Is the custodian a <i>rela</i>	ted person of your firm?		Yes N O @
(f) If the custodian is a br	oker-dealer, provide its SEC registratio	on number (if any):	
- CRD Number (if any):			

⊙ ○

	(g) If the custodian is legal entity identifi HPFHU0OQ28E4N0	ier (if any)	aler but does not have an SEC registration r	number, provide its
	<u> </u>			1
Adminis	strator			
			_	Yes No
26. (a)	If the answer to question	e an administrator other than your firr 26.(a) is "yes," respond to questions complete questions (b) through (f) sep	(b) through (f) below. If the private fund u	⊙ ⊙ ses more than one
	Additional Administra	tor Information : 1 Record(s) Filed	1.	
		on 26.(a) is "yes," respond to question must complete questions (b) through	ns (b) through (f) below. If the <i>private fund</i> (f) separately for each administrator.	uses more than
	(b) Name of administr	ator:		
	BANK OF NEW YO	RK MELLON		
	(c) Location of admini	strator (city, state and country):		
	City:	State:	Country:	
	EVERETT	Massachusetts	United States	
	(d) Is the administrate	or a <i>related person</i> of your firm?		Yes No
	(a) Doos the administ	rator propara and cond investor accou	nt statements to the private fund's investor	c2
			nt statements to the <i>private fund's</i> investor ome but not all investors) \circ No (provided	
	investors)		ome but not an investors) \sim No (provided	
		stors? If investor account statements	sends the investor account statements to the are not sent to the (rest of the) <i>private fun</i>	
	ing your last fiscal year, w ninistrator, that is not you		ssets (by value) was valued by a <i>person</i> , so	uch as an
100				
obta	aining any relevant quotes		uation procedure established for that asset, ses of investor subscriptions, redemptions d by such <i>person</i> .	
Market	ers			Yes No
28. (a)	Does the private fund us	e the services of someone other than	you or your <i>employees</i> for marketing purpo	
	other solicitor, or similar	person. If the answer to question 28.(e fund uses. If the private fund uses n	t agent, consultant, finder, introducer, mun a) is "yes," respond to questions (b) throug nore than one marketer you must complete	cipal advisor or h (g) below for each
		No Inform	nation Filed	

2:4	:41 PM IARD - All Section	s [User Name: msciortino, OrgID: 152606]		
. PR	PRIVATE FUND			
nfo	formation About the Private Fund			
	 (a) Name of the <i>private fund</i>: DOUBLELINE SECURITIZED INCOME PORTFOLIO A SERIES (b) <i>Private fund</i> identification number: (include the "805-" prefix also) 805-5160061643 	OF DOUBLELINE INVESTMENT FUNDS LLC		
2.	Under the laws of what state or country is the <i>private fund</i> orga	nized:		
	State: Country: Delaware United St			
	(a) Name(s) of General Partner, Manager, Trustee, or Directors	(or <i>persons</i> serving in a similar capacity):		
	Name of General Partner, Manager, Trustee, or Director			
	GLOBAL TRUST COMPANY			_
	(b) If filing an <i>umbrella registration</i> , identify the <i>filing adviser</i> fund.	nd/or relying adviser(s) that sponsor(s) or manage(s) this	s priva	at.
	No Info	mation Filed		
	 The <i>private fund</i> (check all that apply; you must check at least ✓ (1) qualifies for the exclusion from the definition of investmof 1940 ✓ (2) qualifies for the exclusion from the definition of investment 	one): ent company under section 3(c)(1) of the Investment Com		
	The <i>private fund</i> (check all that apply; you must check at least ✓ (1) qualifies for the exclusion from the definition of investment of 1940 ✓ (2) qualifies for the exclusion from the definition of investment of 1940	one): ent company under section 3(c)(1) of the Investment Com ent company under section 3(c)(7) of the Investment Com	npany	
	 The <i>private fund</i> (check all that apply; you must check at least ✓ (1) qualifies for the exclusion from the definition of investm of 1940 ☐ (2) qualifies for the exclusion from the definition of investm of 1940 List the name and country, in English, of each <i>foreign financial</i> 	one): ent company under section 3(c)(1) of the Investment Com ent company under section 3(c)(7) of the Investment Com	npany	
	 The <i>private fund</i> (check all that apply; you must check at least ✓ (1) qualifies for the exclusion from the definition of investm of 1940 ☐ (2) qualifies for the exclusion from the definition of investm of 1940 List the name and country, in English, of each <i>foreign financial</i> 	one): ent company under section 3(c)(1) of the Investment Com ent company under section 3(c)(7) of the Investment Com egulatory authority with which the private fund is register	npany	A
	 The <i>private fund</i> (check all that apply; you must check at least ✓ (1) qualifies for the exclusion from the definition of investment of 1940 □ (2) qualifies for the exclusion from the definition of investment of 1940 List the name and country, in English, of each <i>foreign financial</i> No Information No Information	one): ent company under section 3(c)(1) of the Investment Com ent company under section 3(c)(7) of the Investment Com egulatory authority with which the private fund is register	npany red.	A
	 The <i>private fund</i> (check all that apply; you must check at least ✓ (1) qualifies for the exclusion from the definition of investm of 1940 ☐ (2) qualifies for the exclusion from the definition of investm of 1940 List the name and country, in English, of each <i>foreign financial</i> No Info 	one): ent company under section 3(c)(1) of the Investment Com ent company under section 3(c)(7) of the Investment Com <i>egulatory authority</i> with which the <i>private fund</i> is register mation Filed	red. Yes	Þ
	 The <i>private fund</i> (check all that apply; you must check at least ✓ (1) qualifies for the exclusion from the definition of investment of 1940 ☐ (2) qualifies for the exclusion from the definition of investment of 1940 List the name and country, in English, of each <i>foreign financial</i> No Info (a) Is this a "master fund" in a master-feeder arrangement? (b) If yes, what is the name and <i>private fund</i> identification numbers. 	one): ent company under section 3(c)(1) of the Investment Com ent company under section 3(c)(7) of the Investment Com <i>egulatory authority</i> with which the <i>private fund</i> is register mation Filed	red. Yes	A
	 The <i>private fund</i> (check all that apply; you must check at least ✓ (1) qualifies for the exclusion from the definition of investment of 1940 ☐ (2) qualifies for the exclusion from the definition of investment of 1940 List the name and country, in English, of each <i>foreign financial</i> No Info (a) Is this a "master fund" in a master-feeder arrangement? (b) If yes, what is the name and <i>private fund</i> identification numbers. 	one): ent company under section 3(c)(1) of the Investment Com ent company under section 3(c)(7) of the Investment Com <i>regulatory authority</i> with which the <i>private fund</i> is register mation Filed	red. Yes	
	 The <i>private fund</i> (check all that apply; you must check at least ✓ (1) qualifies for the exclusion from the definition of investment of 1940 ☐ (2) qualifies for the exclusion from the definition of investment of 1940 List the name and country, in English, of each <i>foreign financial</i> No Info (a) Is this a "master fund" in a master-feeder arrangement? (b) If yes, what is the name and <i>private fund</i> identification numbers. 	one): ent company under section 3(c)(1) of the Investment Com ent company under section 3(c)(7) of the Investment Com <i>regulatory authority</i> with which the <i>private fund</i> is register mation Filed	red. Yes Ound?	
	 The <i>private fund</i> (check all that apply; you must check at least (1) qualifies for the exclusion from the definition of investment of 1940 (2) qualifies for the exclusion from the definition of investment of 1940 List the name and country, in English, of each <i>foreign financial</i> No Info (a) Is this a "master fund" in a master-feeder arrangement? (b) If yes, what is the name and <i>private fund</i> identification num 	one): ent company under section 3(c)(1) of the Investment Com ent company under section 3(c)(7) of the Investment Com <i>egulatory authority</i> with which the <i>private fund</i> is register mation Filed aber (if any) of the feeder funds investing in this <i>private fu</i> mation Filed	red. Yes Ound? Yes	
	 The <i>private fund</i> (check all that apply; you must check at least ✓ (1) qualifies for the exclusion from the definition of investment of 1940 ☐ (2) qualifies for the exclusion from the definition of investment of 1940 List the name and country, in English, of each <i>foreign financial</i> No Info (a) Is this a "master fund" in a master-feeder arrangement? (b) If yes, what is the name and <i>private fund</i> identification nume No Info (c) Is this a "feeder fund" in a master-feeder arrangement? (d) If yes, what is the name and <i>private fund</i> identification nume No Info 	one): ent company under section 3(c)(1) of the Investment Com ent company under section 3(c)(7) of the Investment Com <i>egulatory authority</i> with which the <i>private fund</i> is register mation Filed aber (if any) of the feeder funds investing in this <i>private fu</i> mation Filed	red. Yes Ound? Yes	
5. 5.	The private fund (check all that apply; you must check at least ✓ (1) qualifies for the exclusion from the definition of investment of 1940 ☐ (2) qualifies for the exclusion from the definition of investment of 1940 List the name and country, in English, of each foreign financial No Info (a) Is this a "master fund" in a master-feeder arrangement? (b) If yes, what is the name and private fund identification num No Info (c) Is this a "feeder fund" in a master-feeder arrangement? (d) If yes, what is the name and private fund identification num Name of private fund: <i>Private fund</i> identification number:	one): ent company under section 3(c)(1) of the Investment Com ent company under section 3(c)(7) of the Investment Com egulatory authority with which the private fund is register mation Filed ober (if any) of the feeder funds investing in this private fund mation Filed ober (if any) of the master fund in which this private fund	red. Yes Ound? Yes invest	A

No Information Filed

	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invest substantially all of its assets in a single master fund.	er fun	d"
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?	0	\odot
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other private investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	ooled	
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	\circ
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	Θ
10.	What type of fund is the <i>private fund</i> ?		
	$^{\circ}$ hedge fund $^{\circ}$ liquidity fund $^{\circ}$ private equity fund $^{\circ}$ real estate fund $^{\circ}$ securitized asset fund $^{\circ}$ venture capital function of the private fund: FIXED INCOME FUND	ind @	ð
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the private fund:		
	\$ 1,113,740,996		
<u>0w</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 10,000,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amo forth in the organizational documents of the fund).	unt se	et
13.	Approximate number of the <i>private fund's</i> beneficial owners: 19		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
15.	 (a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0% 		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes O	No ©
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
<u>Yo</u> ı	ur Advisory Services	Vac	Na
17	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	-
<i>±</i> /:	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private file</i> the answer to question 17.(a) is "no," leave this question blank.	C und. I	€ If
	No Information Filed		

Yes No

		Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private</i> fund?	C	\odot
	(b)	If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the μ fund. If the answer to question 18.(a) is "no," leave this question blank.	orivat	е
		No Information Filed		
			Ye	s No
19.	Are	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	\odot	0
	NOT	E: For purposes of this question, do not consider feeder funds of the private fund.		
20.	App 1%	roximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
<u>Priv</u>	vate	<u>Offering</u>		
			Ye	s No
21.		the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities of 1933?	C	0
22.		es, provide the <i>private fund's</i> Form D file number (if any):		
		m D file number		
	02:	l-314382		
23.	(a)	 (1) Are the <i>private fund's</i> financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP? 	o	s No
		If the answer to question $23(2)(1)$ is "yes" respond to questions (b) through (b) below. If the private fund uses more	~	~
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more auditing firm, you must complete questions (b) through (f) separately for each auditing firm.	~	~
			~	~
		one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.	~	~
		one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. Additional Auditor Information : 1 Record(s) Filed. If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses	~	~
		one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. Additional Auditor Information : 1 Record(s) Filed. If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm:	~	~
		one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. Additional Auditor Information : 1 Record(s) Filed. If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: PRICEWATERHOUSECOOPERS (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country): City: State: Country:	~	~
		one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. Additional Auditor Information : 1 Record(s) Filed. If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: PRICEWATERHOUSECOOPERS (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country): City: State: Country: BOSTON Massachusetts	re tha	an
		one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. Additional Auditor Information : 1 Record(s) Filed. If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: PRICEWATERHOUSECOOPERS (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country): City: State: BOSTON Massachusetts (d) Is the auditing firm an independent public accountant?	~	an
		one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. Additional Auditor Information : 1 Record(s) Filed. If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: PRICEWATERHOUSECOOPERS (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country): City: State: BOSTON Massachusetts (d) Is the auditing firm an independent public accountant?	Yes	No
		one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. Additional Auditor Information : 1 Record(s) Filed. If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: PRICEWATERHOUSECOOPERS (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country): City: State: BOSTON Massachusetts (d) Is the auditing firm an independent public accountant?	Yes •	No

Yes No

Yes No

 \circ

- (g) Are the *private fund's* audited financial statements for the most recently completed fiscal year distributed to the *private fund's* investors?
- (h) Do all of the reports prepared by the auditing firm for the *private fund* since your last *annual updating amendment* contain unqualified opinions?

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the *private fund* use one or more prime brokers?

If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

- (b) Legal name of custodian: STATE STREET BANK AND TRUST COMPANY
- (c) Primary business name of custodian: STATE STREET BANK AND TRUST COMPANY

(d) The location of the custodian's office responsible for *custody* of the *private fund's* assets (city, state and country): City: State: Country:

United States

(e)	Is the	custodian	а	related	nerson	of	vour	firm?
	12 116	custoulan	а	relateu	person	UI.	your	

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any):

Massachusetts

CRD Number (if any):

BOSTON

(g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its *legal entity identifier* (if any)
 571474TGEMMWANRLN572

. (a) Do	bes the <i>private fund</i> use	e an administrator other than your firn	1?	o
		26.(a) is "yes," respond to questions complete questions (b) through (f) sep	(b) through (f) below. If the <i>private fu</i> arately for each administrator.	~
A	dditional Administra	tor Information : 1 Record(s) Filed		
		on 26.(a) is "yes," respond to questior must complete questions (b) through	is (b) through (f) below. If the <i>private</i> (f) separately for each administrator.	fund uses more than
	(b) Name of administr	ator:		
	NORTHEAST RETIR	REMENT SERVICES		
	(c) Location of admini	strator (city, state and country):		
	City:	State:	Country:	
	WOBURN	Massachusetts	United States	Vec Ne
((d) Is the administrate	or a <i>related person</i> of your firm?		Yes No
	(e) Does the administ	rator prepare and send investor accou	nt statements to the <i>private fund's</i> invo	estors?
	Vec (provided to			
	investors)	o all investors) USome (provided to s	ome but not all investors) $^{m O}$ No (provi	ided to no
(investors) (f) If the answer to qu	uestion 26.(e) is "no" or "some," who s stors? If investor account statements	sends the investor account statements are not sent to the (rest of the) private	to the (rest of the)
. During adminis 100% Include obtainin fee calo	 investors) (f) If the answer to que private fund's invester fund's invester respond "not applied on the spond "not applied on the spond "not applied on the spond strate of the spon	uestion 26.(e) is "no" or "some," who estors? If investor account statements cable." what percentage of the <i>private fund's</i> ar <i>related person</i> ? ere (i) such <i>person</i> carried out the value	sends the investor account statements are not sent to the (rest of the) <i>private</i> ssets (by value) was valued by a <i>perso</i> nation procedure established for that a ses of investor subscriptions, redempti	to the (rest of the) e fund's investors, on, such as an sset, if any, including
. During adminis 100% Include obtainin	 investors) (f) If the answer to que private fund's invester fund's invester respond "not applied on the spond "not applied on the spond "not applied on the spond strate of the spon	uestion 26.(e) is "no" or "some," who s stors? If investor account statements cable." what percentage of the <i>private fund's</i> a r <i>related person</i> ? ere (i) such <i>person</i> carried out the valu s, and (ii) the valuation used for purpo	sends the investor account statements are not sent to the (rest of the) <i>private</i> ssets (by value) was valued by a <i>perso</i> nation procedure established for that a ses of investor subscriptions, redempti	to the (rest of the) e fund's investors, on, such as an sset, if any, including
. During adminis 100% Include obtainin fee calo	investors) (f) If the answer to qu <i>private fund's</i> inve respond "not appli your last fiscal year, w strator, that is not your e only those assets whe ng any relevant quotes culations (including allo	uestion 26.(e) is "no" or "some," who estors? If investor account statements cable." what percentage of the <i>private fund's</i> ar <i>related person</i> ? ere (i) such <i>person</i> carried out the values, and (ii) the valuation used for purpo	sends the investor account statements are not sent to the (rest of the) <i>private</i> ssets (by value) was valued by a <i>perso</i> nation procedure established for that a ses of investor subscriptions, redempti	to the (rest of the) e fund's investors, on, such as an sset, if any, including ions or distributions, a Yes
. During adminis 100% Include obtainin fee calo arketers . (a) Do You oth	 investors) (f) If the answer to que private fund's investors your last fiscal year, we strator, that is not your e only those assets when g any relevant quotes culations (including allowers) bes the private fund used to must answer "yes" we her solicitor, or similar 	uestion 26.(e) is "no" or "some," who estors? If investor account statements cable." what percentage of the <i>private fund's</i> a related person? ere (i) such <i>person</i> carried out the values, and (ii) the valuation used for purpo bocations) was the valuation determined between the person acts as a placemen <i>person</i> . If the answer to question 28.(e fund uses. If the <i>private fund</i> uses not account account statements of the private fund uses not account statements account statement fund uses not account statements account statement fund uses in the private fund uses not account statements account statement fund uses not account statement fund uses not account statements account statements account statement fund uses not account statements account statement fund uses not account statements account statement fund uses not account statements account account statements account sta	sends the investor account statements are not sent to the (rest of the) <i>private</i> ssets (by value) was valued by a <i>perso</i> nation procedure established for that a ses of investor subscriptions, redempti d by such <i>person</i> .	to the (rest of the) e fund's investors, on, such as an sset, if any, including ions or distributions, a Yes purposes? municipal advisor or prough (g) below for e

SECTION 7.B.(2) Private Fund Reporting

No Information Filed

Item 8 Participation or Interest in Client Transactions

In this Item, we request information about your participation and interest in your *clients*' transactions. This information identifies additional areas in which conflicts of interest may occur between you and your *clients*. Newly-formed advisers should base responses to these questions on the types of participation and interest that you expect to engage in during the next year.

Like Item 7, Item 8 requires you to provide information about you and your related persons, including foreign affiliates.

Pro	prie	tary Interest in <i>Client</i> Transactions		
Α.	Do	you or any <i>related person</i> :	Yes	No
	(1)	buy securities for yourself from advisory <i>clients</i> , or sell securities you own to advisory <i>clients</i> (principal transactions)?	0	\odot
	(2)	buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory clients?	\odot	0
	(3)	recommend securities (or other investment products) to advisory <i>clients</i> in which you or any <i>related person</i> has some other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))?	۲	0
Sal	es Ir	nterest in <i>Client</i> Transactions		
в.	Do	you or any <i>related person</i> :	Yes	No
	(1)	as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory <i>client</i> securities are sold to or bought from the brokerage customer (agency cross transactions)?	0	۲
	(2)	recommend to advisory <i>clients</i> , or act as a purchaser representative for advisory <i>clients</i> with respect to, the purchase of securities for which you or any <i>related person</i> serves as underwriter or general or managing partner?	۲	0
	(3)	recommend purchase or sale of securities to advisory <i>clients</i> for which you or any <i>related person</i> has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)?	0	⊙
Inv	vestn	nent or Brokerage Discretion		
C.	Do	you or any related person have discretionary authority to determine the:	Yes	No
	(1)	securities to be bought or sold for a <i>client's</i> account?	\odot	0
	(2)	amount of securities to be bought or sold for a <i>client's</i> account?	\odot	0
	(3)	broker or dealer to be used for a purchase or sale of securities for a <i>client's</i> account?	\odot	0
	(4)	commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions?	\odot	0
D.	If yo	ou answer "yes" to C.(3) above, are any of the brokers or dealers related persons?	0	o
E.	Do	you or any related person recommend brokers or dealers to clients?	0	۲
F.	If yo	ou answer "yes" to E. above, are any of the brokers or dealers related persons?	0	0
G.	(1)	Do you or any <i>related person</i> receive research or other products or services other than execution from a broker-dealer or a third party ("soft dollar benefits") in connection with <i>client</i> securities transactions?	\odot	0
	(2)	If "yes" to G.(1) above, are all the "soft dollar benefits" you or any <i>related persons</i> receive eligible "research or brokerage services" under section 28(e) of the Securities Exchange Act of 1934?	O	0
н.	(1)	Do you or any related person, directly or indirectly, compensate any person that is not an employee for client referrals?	0	\odot
	(2)	Do you or any <i>related person</i> , directly or indirectly, provide any <i>employee</i> compensation that is specifically related to obtaining <i>clients</i> for the firm (cash or non-cash compensation in addition to the <i>employee's</i> regular salary)?	õ	õ
I.		you or any <i>related person</i> , including any <i>employee</i> , directly or indirectly, receive compensation from any <i>person</i> (other n you or any <i>related person</i>) for <i>client</i> referrals?	0	\odot
	In y	our response to Item 8.I., do not include the regular salary you pay to an employee.		
	Iten	esponding to Items 8.H. and 8.I., consider all cash and non-cash compensation that you or a related person gave to (in ar n 8.H.) or received from (in answering Item 8.I.) any person in exchange for client referrals, including any bonus that is ba it in part, on the number or amount of client referrals.		

	2:41 PM n 9 Custody	IARD - All Sections [User Name: msciortino, OrgID: 152606]					
In tł	-	a related person has custody of client (other than clients that are investment companies re	egiste	red			
		40) assets and about your custodial practices.	egiste	ieu			
Α.	(1) Do you have <i>custody</i> of any adv	visory clients':	Yes	No			
	(a) cash or bank accounts?		\odot	C			
	(b) securities?		o	C			
	deduct your advisory fees directly fro	with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you have custody solely because (for your clients' accounts, or (ii) a related person has custody of client assets in connection nts, but you have overcome the presumption that you are not operationally independent (from the related person.	on wit	h			
	(2) If you checked "yes" to Item 9./ clients for which you have custo	A.(1)(a) or (b), what is the approximate amount of <i>client</i> funds and securities and total no	umbe	r of			
	U.S. Dollar Amount	Total Number of <i>Clients</i>					
	(a) \$ 1,142,898,874	(b) 3					
	clients' accounts, do not include the a related person has custody of client a	vith the SEC and you have custody solely because you deduct your advisory fees directly f amount of those assets and the number of those clients in your response to Item 9.A.(2). assets in connection with advisory services you provide to clients, do not include the amo ients in your response to 9.A.(2). Instead, include that information in your response to Ite	If yo unt o	ur ¢			
3.	 In connection with advisory serval advisory clients': 	vices you provide to <i>clients</i> , do any of your <i>related persons</i> have <i>custody</i> of any of your	Yes	N			
	(a) cash or bank accounts?		\odot	С			
	(b) securities?		\odot	С			
	You are required to answer this item regardless of how you answered Item 9.A.(1)(a) or (b).						
	(2) If you checked "yes" to Item 9.8 <i>clients</i> for which your <i>related pe</i>	B.(1)(a) or (b), what is the approximate amount of <i>client</i> funds and securities and total nu ersons have <i>custody</i> :	umbe	r of			
	U.S. Dollar Amount	Total Number of <i>Clients</i>					
	(a) \$ 1,142,898,874	(b) 3					
	If you or your <i>related persons</i> have c check all the following that apply:	custody of client funds or securities in connection with advisory services you provide to cli	ents,				
	 A qualified custodian(s) sends a you manage. 	account statements at least quarterly to the investors in the pooled investment vehicle(s)	2				
	(2) An <i>independent public accountant</i> audits annually the pooled investment vehicle(s) that you manage and the audited financial statements are distributed to the investors in the pools.						
	(3) An independent public accounta	nt conducts an annual surprise examination of <i>client</i> funds and securities.					
	(4) An <i>independent public accounta</i>	nt prepares an internal control report with respect to custodial services when you or ed custodians for <i>client</i> funds and securities.					
	 (4) An independent public accounta your related persons are qualified If you checked Item 9.C.(2), C.(3) or examination or prepare an internal content 		e aud Secti	on			
D.	 (4) An independent public accounta your related persons are qualified If you checked Item 9.C.(2), C.(3) or examination or prepare an internal co 9.C. of Schedule D if you already pro D). 	ed custodians for <i>client</i> funds and securities. r C.(4), list in Section 9.C. of Schedule D the accountants that are engaged to perform the ontrol report. (If you checked Item 9.C.(2), you do not have to list auditor information in	e aud Secti	on ule			
D.	 (4) An independent public accounta your related persons are qualified If you checked Item 9.C.(2), C.(3) or examination or prepare an internal co 9.C. of Schedule D if you already pro D). Do you or your related person(s) act 	ed custodians for <i>client</i> funds and securities. r C.(4), list in Section 9.C. of Schedule D the accountants that are engaged to perform the ontrol report. (If you checked Item 9.C.(2), you do not have to list auditor information in wided this information with respect to the private funds you advise in Section 7.B.(1) of S as qualified custodians for your <i>clients</i> in connection with advisory services you provide	e aud Secti Sched	on ule			

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If you checked "yes" to Item 9.D.(2), all related persons that act as qualified custodians (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)) must be identified in Section 7.A. of Schedule D, regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

- E. If you are filing your *annual updating amendment* and you were subject to a surprise examination by an *independent public accountant* during your last fiscal year, provide the date (MM/YYYY) the examination commenced:
- F. If you or your *related persons* have *custody* of *client* funds or securities, how many *persons*, including, but not limited to, you and your *related persons*, act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*?
 1

SECTION 9.C. Independent Public Accountant

an a		vehicle that you manag		nt engaged to perform a surprise examination ntrol report. You must complete a separate S	· •				
(1)	Name of the <i>independent pu</i> PRICEWATERHOUSE COOPE								
(2)	The location of the <i>independent public accountant's</i> office responsible for the services provided:								
	Number and Street 1:		Number and Street 2	:					
	601 S. FIGUEROA ST		9TH FLOOR						
	City:	State:	Country:	ZIP+4/Postal Code:					
	LOS ANGELES	California	United States	90017					
					Yes	No			
(3)	Is the <i>independent public ac</i>	ccountant registered w	ith the Public Company Acco	ounting Oversight Board?	\odot	\circ			
(4)	If "yes," Public Company Ac 238 If "yes" to (3) above, is the Oversight Board in accordan	independent public ac	-	inspection by the Public Company Accounting	©	0			
(5)	The independent public acco	ountant is engaged to:							
	 A. I audit a pooled investm B. □ perform a surprise exa C. □ prepare an internal con 	ent vehicle mination of <i>clients'</i> as							
(6)			all of the reports prepared by nal controls contain unqualifie	y the <i>independent public accountant</i> that aud ed opinions?	ited th	е			
	• Yes								
	C No								
	C Report Not Yet Received								
	•		romptly file an amendment t	to your Form ADV to update your response wi	hen th	е			

Item 10 Control Persons

In this Item, we ask you to identify every *person* that, directly or indirectly, *controls* you. If you are filing an *umbrella registration*, the information in Item 10 should be provided for the *filing adviser* only.

If you are submitting an initial application or report, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application or report, you must complete Schedule C.

Yes No

A. Does any person not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, control your management or policies? 👩 💿

If yes, complete Section 10.A. of Schedule D.

B. If any *person* named in Schedules A, B, or C or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please complete Section 10.B. of Schedule D.

SECTION 10.A. Control Persons

No Information Filed

SECTION 10.B. Control Person Public Reporting Companies

No Information Filed

Item 11 Disclosure Information

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your *advisory affiliates*. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below. In accordance with General Instruction 5 to Form ADV, "you" and "your" include the *filing adviser* and all *relying advisers* under an *umbrella registration*.

Your *advisory affiliates* are: (1) all of your current *employees* (other than *employees* performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any *person* performing similar functions); and (3) all *persons* directly or indirectly *controlling* you or *controlled* by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your *advisory affiliates* are.

If you are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A.(1), 11.A. (2), 11.B.(1), 11.B.(2), 11.D.(4), and 11.H.(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary orders, judgments, or decrees lapsed.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

		Yes	No				
Do	any of the events below involve you or any of your supervised persons?	\circ	\odot				
For	"yes" answers to the following questions, complete a Criminal Action DRP:						
Α.	In the past ten years, have you or any advisory affiliate:	Yes	No				
	(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any felony?	0	\odot				
	(2) been <i>charged</i> with any <i>felony</i> ?	0	$oldsymbol{\circ}$				
	If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.A.(2) to charges that are currently pending.						
В.	In the past ten years, have you or any advisory affiliate:						
	(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a misdemeanor involving: investments or an investment-related business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	o	۲				
	(2) been <i>charged</i> with a <i>misdemeanor</i> listed in Item 11.B.(1)?	0	\odot				
	If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your re to Item 11.B.(2) to charges that are currently pending.	espon	se				
For	"yes" answers to the following questions, complete a Regulatory Action DRP:						
C.	Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:	Yes	No				
	(1) found you or any advisory affiliate to have made a false statement or omission?	\circ	\odot				
	(2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes?	0	\odot				
	(3) <i>found</i> you or any <i>advisory affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	0	o				
	(4) entered an order against you or any advisory affiliate in connection with investment-related activity?	0	\odot				
	(5) imposed a civil money penalty on you or any advisory affiliate, or ordered you or any advisory affiliate to cease and desist from any activity?	0	Θ				
D.	Has any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority:						
	(1) ever found you or any advisory affiliate to have made a false statement or omission, or been dishonest, unfair, or unethical?	0	\odot				
	(2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?	0	\odot				
	(3) ever <i>found</i> you or any <i>advisory affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	o	۲				

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(4) in the past ten years, entered an order against you or any advisory affiliate in connection with an investment-related	0	\odot
activity?		

- (5) ever denied, suspended, or revoked your or any *advisory affiliate's* registration or license, or otherwise prevented you or any *advisory affiliate*, by *order*, from associating with an *investment-related* business or restricted your or any *advisory affiliate's* activity?
- E. Has any *self-regulatory organization* or commodities exchange ever:

<u> </u>	iiuo	any sen regulatory organization of commonlies exchange even				
	(1)	found you or any advisory affiliate to have made a false statement or omission?	\circ	\odot		
	(2)	found you or any advisory affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the SEC)?	0	\odot		
	(3)	<i>found</i> you or any <i>advisory affiliate</i> to have been the cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	0	\odot		
	(4)	disciplined you or any advisory affiliate by expelling or suspending you or the advisory affiliate from membership, barring or suspending you or the advisory affiliate from association with other members, or otherwise restricting your or the advisory affiliate's activities?	0	©		
F.		an authorization to act as an attorney, accountant, or federal contractor granted to you or any <i>advisory affiliate</i> ever n revoked or suspended?	0	©		
G.	G. Are you or any <i>advisory affiliate</i> now the subject of any regulatory <i>proceeding</i> that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.?					
For	"yes"	answers to the following questions, complete a Civil Judicial Action DRP:				
н.	(1)	Has any domestic or foreign court:	Yes	No		
		(a) in the past ten years, enjoined you or any advisory affiliate in connection with any investment-related activity?	0	\odot		
		(b) ever <i>found</i> that you or any <i>advisory affiliate</i> were <i>involved</i> in a violation of <i>investment-related</i> statutes or regulations?	0	\odot		
		(c) ever dismissed, pursuant to a settlement agreement, an <i>investment-related</i> civil action brought against you or any <i>advisory affiliate</i> by a state or <i>foreign financial regulatory authority</i> ?	0	\odot		
	(2)	Are you or any <i>advisory affiliate</i> now the subject of any civil <i>proceeding</i> that could result in a "yes" answer to any part of Item 11.H.(1)?	0	Θ		

Item 12 Small Businesses

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC **and** you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of *clients*. In determining your or another *person's* total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- *Control* means the power to direct or cause the direction of the management or policies of a *person*, whether through ownership of securities, by contract, or otherwise. Any *person* that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another *person* is presumed to *control* the other *person*.

		Yes	No
Α.	Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?	\circ	\circ
If "	ves," you do not need to answer Items 12.B. and 12.C.		
в.	Do you:		
	 (1) control another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2) (c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year? 	0	0
	(2) <i>control</i> another <i>person</i> (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	0	0
C.	Are you:		
	(1) controlled by or under common control with another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	0	0
	(2) <i>controlled</i> by or under common <i>control</i> with another <i>person</i> (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	0	0

Schedule A

Direct Owners and Executive Officers

- 1. Complete Schedule A only if you are submitting an initial application or report. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
- 2. Direct Owners and Executive Officers. List below the names of:
 - (a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer (Chief Compliance Officer is required if you are registered or applying for registration and cannot be more than one individual), director, and any other individuals with similar status or functions;
 - (b) if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act); Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - (c) if you are organized as a partnership, <u>all</u> general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
 - (d) in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and
 - (e) if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.
- 3. Do you have any indirect owners to be reported on Schedule B? Yes No
- 4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.
- Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- 6. Ownership codes are: NA less than 5% B 10% but less than 25% D 50% but less than 75%
 - A 5% but less than 10% C 25% but less than 50% E 75% or more
- 7. (a) In the Control Person column, enter "Yes" if the person has control as defined in the Glossary of Terms to Form ADV, and enter "No" if the person does not have control. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are control persons.

(b) In the PR column, ente	r "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
(c) Complete each column	

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Title or Status	Date Title or Status Acquired MM/YYYY	Ownership Code	Control Person	PR	<i>CRD</i> No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
GUNDLACH, JEFFREY, EDWARD	I	CHIEF EXECUTIVE OFFICER; CHIEF INVESTMENT OFFICER; DIRECTOR; EXECUTIVE COMMITTEE MEMBER	12/2009	NA	Y	N	5743631
DOUBLELINE CAPITAL GP LLC	DE	GENERAL PARTNER	12/2009	NA	Y	N	61-1609044
CHASE, HENRY, VANN	I	CHIEF FINANCIAL OFFICER; EXECUTIVE COMMITTEE MEMBER	01/2013	NA	Y	N	6120395
LARISCY, EARL, ALLAN	I	GENERAL COUNSEL; EXECUTIVE COMMITTEE MEMBER	04/2010	NA	Y	N	5819564
REDELL, RONALD, ROBERT	I	DIRECTOR OF GLOBAL RELATIONSHIP MANAGEMENT; EXECUTIVE COMMITTEE MEMBER	02/2012	NA	Y	N	2426944
SANTA ANA III, CRIS	I	CHIEF RISK OFFICER; EXECUTIVE COMMITTEE MEMBER	02/2010	NA	Y	N	5743633
VAN EVERY, BARBARA, RUTH	I	CHIEF MARKETING OFFICER; EXECUTIVE COMMITTEE MEMBER	12/2009	NA	Y	N	5743635
MOORE, CASEY, LEE	I	CHIEF TECHNOLOGY OFFICER; EXECUTIVE COMMITTEE MEMBER	12/2009	NA	Y	N	6037356

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SHERMAN, JEFFREY, JOHN	I	DEPUTY CHIEF INVESTMENT OFFICER; EXECUTIVE COMMITTEE MEMBER	04/2016	NA	Y	N	5757585
GUIA, YOUSE, ENRIQUE	I	CHIEF COMPLIANCE OFFICER; EXECUTIVE COMMITTEE MEMBER	03/2018	NA	Y	N	4219699
TOWNZEN, PATRICK, AARON	I	CHIEF OPERATING OFFICER; EXECUTIVE COMMITTEE MEMBER	03/2018	NA	Y	N	4232798
ELAM, JOAN, LYNEA	I	CHIEF HUMAN RESOURCES OFFICER; EXECUTIVE COMMITTEE MEMBER	08/2020	NA	Y	N	2102330
DOUBLELINE MANAGEMENT LP	DE	LIMITED PARTNER	05/2023	E	Y	N	27-3161422

Schedule B

Indirect Owners

- 1. Complete Schedule B only if you are submitting an initial application or report. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
- 2. Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
 - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

- (b) in the case of an owner that is a partnership, <u>all</u> general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- 3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- 4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
- 5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- 6. Ownership codes are: C 25% but less than 50% E 75% or more
 - D 50% but less than 75% F Other (general partner, trustee, or elected manager)
- 7. (a) In the Control Person column, enter "Yes" if the person has control as defined in the Glossary of Terms to Form ADV, and enter "No" if the person does not have control. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are control persons.
 - (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
 - (c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)		Entity in Which Interest is Owned	Status	Date Status Acquired MM/YYYY	Ownership Code	Control Person		<i>CRD</i> No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
GUNDLACH, JEFFREY, EDWARD	I	DOUBLELINE MANAGEMENT LP	LIMITED PARTNER	05/2023	С	Y	N	5743631
DOUBLELINE CAPITAL GP LLC	DE	DOUBLELINE MANAGEMENT LP	GENERAL PARTNER	05/2023	F	Y	N	61-1609044

Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

INFORMATION PROVIDED IN RESPONSE TO SECTION 5.G.(3) AND ITEMS 5A, 5B, 5C, 5D, 5F, 5K, 7B, 9A.(2) AND 9B.(2) ARE BASED UPON THE BEST DATA AVAILABLE FOR THE PERIOD ENDING DECEMBER 31, 2023. ITEM 1.F. - KEY DECISIONS IMPACTING THE POLICIES AND STRATEGY OF DOUBLELINE CAPITAL LP TAKE PLACE AT ITS PRINCIPAL OFFICE LOCATED AT 2002 N. TAMPA STREET, SUITE 200, TAMPA, FL 33602. THESE DECISIONS ARE MADE AT REGULAR MEETINGS OF THE BOARD OF MANAGERS, WHICH TAKE PLACE AT THIS ADDRESS. DOUBLELINE CAPITAL LP HAS ALSO ENTERED INTO CONTRACTUAL ARRANGEMENTS WITH DOUBLELINE GROUP LP, WHICH PROVIDES PERSONNEL AND RESOURCES NECESSARY TO SUPPORT DOUBLELINE'S ROUTINE DAY-TO-DAY BUSINESS. THE PRINCIPAL OFFICE OF DOUBLELINE GROUP LP IS 2002 N. TAMPA STREET, SUITE 200, TAMPA, FL 33602. ITEM 1.F - IN SECTION 1.F OF SCHEDULE D REGISTRANT LISTED THIS OFFICE ADDRESS AS REQUIRED TO BE REGISTERED WITH FINRA BECAUSE CERTAIN EMPLOYEES OF REGISTRANT ARE REGISTERED REPRESENTATIVES OF FORESIDE FUND SERVICES, LLC FOR THE PURPOSE OF PROVIDING LIMITED SERVICES IN RELATION TO MARKETING CERTAIN POOLED INVESTMENT VEHICLES MANAGED BY THE REGISTRANT. ITEM 6(A)(3) -REGISTRANT CHECKED ITEM 6(A)(3) BECAUSE IT IS EXEMPT FROM REGISTRATION AS A CTA AND CPO. ITEM 7 - RESPONSES TO ITEM 7 REFLECT THE ELECTION TO REPORT THE PRIVATE FUNDS WITH REFERENCE TO THE MASTER FUND IN THE MASTER/FEEDER ARRANGEMENT. ITEM 7- DOUBLELINE CRE FINANCE LLC IS A REIT OWNED ENTIRELY BY THE DOUBLELINE OPPORTUNISTIC CMBS/ CRE FUND ("CMBS FUND"). BASED ON SEC INTERPRETIVE GUIDANCE, IT REQUIRES ITS OWN FINANCIAL STATEMENTS, HOWEVER ALL OF ITS ASSETS ALSO ARE REFLECTED IN THE DATA SHOWN FOR THE CMBS FUND. ITEM 7 - DOUBLELINE HAS THREE ADDITIONAL RELATED PERSONS THAT DO NOT FALL INTO ANY OF THE AVAILABLE ENTITY TYPES. DOUBLELINE INVESTMENT MANAGEMENT ASIA LTD PROVIDES MARKETING RESEARCH, LIAISON AND TRANSLATION SERVICES. DOUBLELINE MIDDLE EAST LTD. PROVIDES CLIENT SERVICE AND SUPPORT TO CURRENT AND POTENTIAL CLIENTS IN THE MIDDLE EAST REGION. DOUBLELINE GROUP LP SERVES AS THE CONSOLIDATING VEHICLE TO HOUSE PERSONNEL WHO PROVIDE SERVICES TO DOUBLELINE CAPITAL LP. ADDITIONALLY, DOUBLELINE HAS AN AFFILIATED ENTITY (DAMCO) WHICH PROVIDES SEED CAPITAL TO CERTAIN STRATEGIES MANAGED BY REGISTRANT; SUCH ACCOUNTS SHOULD BE CONSIDERED PROPRIETARY. REGISTRANT IS ADVISER TO CERTAIN ACCOUNTS THAT COULD BE CONSTRUED TO BE PRIVATE FUNDS REQUIRING REPORTING UNDER ITEM 7. REGISTRANT IS NOT ABLE TO ASCERTAIN CERTAIN INFORMATION REQUIRED FOR SUBMISSION UNDER ITEM 7 AND THEREFORE IS UNABLE TO REPORT SUCH ACCOUNTS. ITEM 9 - REGISTRANT RESPONDED "YES" TO ITEMS 9(A)(1) & (2) AND 9(B)(1) & (2) BECAUSE OF ITS RESPONSES TO SECTION 7.B. OF SCHEDULE D. THREE CLIENTS ARE IDENTIFIED BECAUSE OF CUSTODY RULE AMENDMENTS REQUIRING ADVISERS TO DECLARE ASSETS IN PRIVATE FUNDS CONTROLLED BY AN AFFILIATED GENERAL PARTNER AS BEING UNDER THE ADVISER'S CUSTODY. THE PRIVATE FUNDS' ASSETS ARE CUSTODIED BY BANK OF NEW YORK MELLON.

No Information Filed

DRP Pages	
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CRIMINAL DISCLOSURE	REPORTING PAGE (ADV)	
	No Information Filed	
REGULATORY ACTION DI	SCLOSURE REPORTING PAGE (ADV)	
	No Information Filed	
CIVIL JUDICIAL ACTION	DISCLOSURE REPORTING PAGE (ADV)	
	No Information Filed	

Part 2	
Exemption from brochure delivery requirements for SEC-registered advisers	
SEC rules exempt SEC-registered advisers from delivering a firm brochure to some kinds of clients. If these exe delivering a brochure to <i>all</i> of your advisory clients, you do not have to prepare a brochure.	mptions excuse you from
	Yes No
Are you exempt from delivering a brochure to all of your clients under these rules?	00
If no, complete the ADV Part 2 filing below.	
Amend, retire or file new brochures:	

Part 3	3			
	CRS	Type(s)	Affiliate Info	Retire
	 及	Investment Adviser		

Execution Pages

DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your *principal office and place of business* and any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are submitting a *notice filing*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature: HENRY CHASE Printed Name: HENRY CHASE Adviser *CRD* Number: 152606 Date: MM/DD/YYYY 04/11/2025 Title: AUTHORIZED SIGNER

NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

IARD - All Sections [User Name: msciortino, OrgID: 152606]

3. Non-Resident Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:
Printed Name:
Adviser CRD Number:
152606

Date: MM/DD/YYYY Title:

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