# FORM ADV

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

Primary Business Name: DOUBLELINE CAPITAL LP

CRD Number: 152606 Rev. 10/2021

11/6/2024 3:26:34 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:

1539747

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:  $\Box$ 

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

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 <sup>C</sup> 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?
  2
- 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

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 a	and Street 2:	
City:	States	Country:	ZIP+4/Postal Coo	le:
				Yes No

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	/:
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

/24, 1	2:26 PM	IARD - All Sections [User	Name: msciortino, Orgl	D: 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			u,
	IRS Employer Identification Number:					
К.	Additional Regulatory Contact Person: If a p respond to questions about this Form ADV, y		-	thorized to receive informatio	n and	
	Name: EARL LARISCY		Titles: GENERAL COUNSEI	-		
	Telephone number: 213-633-8200		Facsimile number, i 213-633-8398	f any:		
	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 contact EARL.LARISCY@DOUBLELINE.COM	person has one:				
					Yes	No
L.	Do you maintain some or all of the books an	nd records you are required to	o keep under Section 2	204 of the Advisers Act, or	o	0
	similar state law, somewhere other than you	ur principal office and place of	f business?		~	~
	If "yes," complete Section 1.L. of Schedule I	D.				
м					Yes	No
м.	Are you registered with a foreign financial re	egulatory authority?			0	$\odot$
	Answer "no" if you are not registered with a foreign financial regulatory authority. If "yes			have an affiliate that is registe	ered with	а
					Yes	No
N.	Are you a public reporting company under S	Sections 12 or 15(d) of the Se	curities Exchange Act	of 1934?	0	$\odot$
					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?		0	Θ
	S \$1 billion to less than \$10 billion					
	S \$10 billion to less than \$50 billion					
	C \$50 billion or more					
	For purposes of Item 1.0. only, "assets" refe your total assets using the total assets show	•		-	Determir	ne
P.	Provide your <i>Legal Entity Identifier</i> if you ha 549300AQKG3ZYRYGH003	ive one:				
	A <i>legal entity identifier</i> is a unique number t <i>legal entity identifier</i> .	that companies use to identify	y each other in the fina	ancial marketplace. You may r	າot 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 IL	I NE	I SC
🗹 AK	IN IN	I NV	SD SD
🔽 AZ	IA IA	I NH	I TN
🗹 AR	<b>⊠</b> KS	UN 🗹	🗹 тх
CA	KY KY	I NM	🔽 UT
🗹 со	I LA	I NY	IV VT
🗹 СТ	ME	☑ NC	
🔽 DE	MD	<b>☑</b> ND	VA VA
DC DC	MA	🗹 ОН	I wa
🗹 FL	MI	Гок	☑ wv
🔽 GA	MN	☑ OR	🗹 WI
🗹 GU	MS	PA	₽ WY
🗹 ні	MO	PR	C Other:
🔽 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			
Telephone Number: 213-633-8200	Facsimile Number, if a 213-633-8398	ny:	
If this office location is also required to be regis dealer or investment adviser on the Uniform Br 579049		•	
How many <i>employees</i> perform investment advi 105	sory functions from this	office location?	
Are other business activities conducted at this of	office location? (check a	ll that apply)	
(1) Broker-dealer (registered or unregistered	-		
$\Box$ (2) Bank (including a separately identifiable $\Box$ (3) Insurance broker or agent	department or division	of a bank)	
<ul> <li>(3) Insurance broker or agent</li> <li>(4) Commodity pool operator or commodity in</li> <li>(5) Registered municipal advisor</li> <li>(6) Accountant or accounting firm</li> <li>(7) Lawyer or law firm</li> </ul>	trading advisor (whethe	r registered or exempt from	registration)
Describe any other investment-related business	activities conducted fr	om this office location:	

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*).

employees).			
Number and Street 1: 505 NORTH BRAND BLVD		Number and Street 2: SUITE 860	
City:	State:	Country:	ZIP+4/Postal Code:
GLENDALE	California	United States	91203
If this address is a private residence, check this	box:		
Telephone Number: 213-633-8200	Facsimile Number, if ar	у:	
If this office location is also required to be regis dealer or investment adviser on the Uniform Bra			
How many <i>employees</i> perform investment advis 0	sory functions from this	office location?	
Are other business activities conducted at this o $\Box$ (1) Broker-dealer (registered or unregistered		that apply)	
		f a bank)	
$\Box$ (2) Bank (including a separately identifiable of $\Box$ (2) Incurrence burliant as a sect	department or division o	I d Ddlik)	
(3) Insurance broker or agent			······································
(4) Commodity pool operator or commodity t	rading advisor (whether	registered or exempt from	registration)
$\Box$ (5) Registered municipal advisor			
$\Box$ (6) Accountant or accounting firm			
$\Box$ (7) Lawyer or law firm			
Describe any other investment-related business	activities conducted fro	m this office location:	
SECTION 1.I. Website Addresses			
List your website addresses, including addresses (including, but not limited to, Twitter, Facebook or account on a publicly available social media p	and/or LinkedIn). You m		
Address of Website/Account on Publicly Availabl	e Social Media Platform:	HTTPS://TWITTER.COM/	DLINEFUNDS
Address of Website/Account on Publicly Availabl	e Social Media Platform:	HTTPS://WWW.YOUTUBE	E.COM/DOUBLELINEFUNDS
Address of Website/Account on Publicly Availabl	e Social Media Platform:	HTTPS://TWITTER.COM/	DLINECAP
Address of Website/Account on Publicly Availabl	e Social Media Platform:	HTTPS://WWW.YOUTUBE	COM/C/DOUBLELINECAPITAL
Address of Website/Account on Publicly Availabl	e Social Media Platform:	HTTP://WWW.DOUBLELI	NE.COM/

24, 12:26 PM	IARD - A	Il Sections [User Name: msciortine	o, OrgID: 152606]
	t on Publicly Available Social Media	Platform: HTTPS://TWITTER	.COM/DLINECHANNEL11
Address of Website/Accoun	t on Publicly Available Social Media	Platform: HTTPS://TWITTER	.COM/DLINEMINUTES
Address of Website/Accoun	t on Publicly Available Social Media	Platform: HTTPS://WWW.LIN	NKEDIN.COM/COMPANY/DOUBLELINE-CAPITAL/
Address of Website/Accoun	t on Publicly Available Social Media	Platform: HTTPS://SOUNDC	LOUD.COM/USER-205717371
Address of Website/Accoun	t on Publicly Available Social Media	Platform: HTTPS://SOUNDC	LOUD.COM/USER-436153686
Address of Website/Accoun	t on Publicly Available Social Media	Platform: HTTPS://TWITTER	.COM/SHERMANSHOWPOD
ECTION 1.L. Location of	Books and Records		
	rmation for each location at which plete a separate Schedule D, Section		ds, other than your <i>principal office and place</i>
Name of entity where book DOUBLELINE GROUP LP	s and records are kept:		
Number and Street 1: 333 SOUTH GRAND AVE 18	ITH 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, check this box: $\ \square$		
Telephone Number: 2136338200	Facsimile nun	nber, if any:	
This is (check one):			
C one of your branch offic	es or affiliates.		
C a third-party unaffiliate	d recordkeeper.		
💿 other.			
	and records kept at this location. ENT, MARKETING AND OTHER REGI	JLATORY RECORDS.	
Name of entity where book EQUINIX, INC.	s and records are kept:		
Number and Street 1: 600 WEST 7TH STREET		Number and Street 2: 6TH FLOOR	
City: LOS ANGELES	State: California	Country: United States	ZIP+4/Postal Code: 90017

24, 12:26 PM	IARD - All	I Sections [User Name: ms	ciortino, OrgID: 152606]
If this address is a private residence, check	this box:		
Telephone Number: 866-793-6705	Facsimile numbe 650-598-6900	er, if any:	
This is (check one):			
O one of your branch offices or affiliates.			
a third-party unaffiliated recordkeeper.			
O other.			
Briefly describe the books and records kept DATA CENTER HOUSING CERTAIN OF DOUB		5, WHICH CONTAIN VARI	OUS ELECTRONIC BOOKS AND RECORDS.
Name of entity where books and records ar GLOBAL RELAY COMMUNICATIONS INC	re kept:		
Number and Street 1: 220 CAMBIE STREET		Number and Stree	et 2:
City:	State:	Country:	ZIP+4/Postal Code:
VANCOUVER		Canada	V6B2M9
If this address is a private residence, check	this box:		
Telephone Number:	Facsimile r	number, if any:	
604-484-6630	604-608-2	2941	
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 EMAIL ARCHIVING AND STORAGE SERVICE	E PROVIDER		
Name of entity where books and records an IRON MOUNTAIN INCORPORATED	е керс:		
Number and Street 1: 340 WEST VICTORIA STREET		Number and Street	
City: COMPTON	State: California	Country: United States	ZIP+4/Postal Code: 90220
If this address is a private residence, check	this box: 🗖		
Telephone Number: 610-831-8371	Facsimile numbe 866-344-6685	er, if any:	
This is (check one):			
$\ensuremath{\mathbb{C}}$ one of your branch offices or affiliates.			
$\ensuremath{\textcircled{\bullet}}$ a third-party unaffiliated record keeper.			
O other.			

Briefly describe the books and records kept at this location. ELECTRONIC BOOKS AND RECORDS.			
Name of entity where books and records are kept: RED OAK COMPLIANCE SOFTWARE, LLC			
Number and Street 1: 1320 ARROW POINT DRIVE, SUITE 411		Number and Street 2:	
City:	State:	Country:	ZIP+4/Postal Code:
CEDAR PARK	Texas	United States	78613
If this address is a private residence, check this box: Telephone Number:	Facsimile numbe	er, if any:	
888-302-4594		, ,	
This is (check one):			
O one of your branch offices or affiliates.			
• a third-party unaffiliated recordkeeper.			
O other.			
Briefly describe the books and records kept at this loc MARKETING MATERIALS	ation.		

SECTION 1.M. Registration with Foreign Financial Regulatory Authorities

No Information Filed

ар	plyi	ing 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 or SEC registration or submitting an <i>annual updating amendment</i> to your SEC registration. If you are filing an <i>umbrella</i> ne information in Item 2 should be provided for the <i>filing adviser</i> only.
s 2	ubn	nittin (13).	er (or remain registered) with the SEC, you must check <b>at least one</b> of the Items 2.A.(1) through 2.A.(12), below. If you g an <i>annual updating amendment</i> to your SEC registration and you are no longer eligible to register with the SEC, check Part 1A Instruction 2 provides information to help you determine whether you may affirmatively respond to each of these
Y	ou	(the a	adviser):
F	~	(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 <i>annual updating amendment</i> and is registered with the SEC;
ſ		(2)	are a <b>mid-sized advisory firm</b> that has regulatory assets under management of \$25 million (in U.S. dollars) or more b 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 <b>HERE</b> for a list of states in which an investment adviser, if registered, would not be subject to examination by state securities authority.
		(3)	Reserved
0		(4)	have your principal office and place of business outside the United States;
F	~	(5)	are <b>an investment adviser (or subadviser) to an investment company</b> registered under the Investment Company of 1940;
ſ		(6)	are <b>an investment adviser to a company which has elected to be a business development company</b> pursuant t section 54 of the Investment Company Act of 1940 and has not withdrawn the election, and you have at least \$25 millio regulatory assets under management;
ſ		(7)	are a <b>pension consultant</b> with respect to assets of plans having an aggregate value of at least \$200,000,000 that qual for the exemption in rule 203A-2(a);
ſ		(8)	are a <b>related adviser</b> under rule 203A-2(b) that <i>controls</i> , is <i>controlled</i> by, or is under common <i>control</i> with, an investme adviser that is registered with the SEC, and your <i>principal office and place of business</i> is the same as the registered adv
			If you check this box, complete Section 2.A.(8) of Schedule D.
Γ		(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.
0		(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.
Ľ		(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.
ſ		(13)	are <b>no longer eligible</b> 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 your notice filings or reports you submit to the SEC. If this is an amendment to the state(s) that you would like to receive notice your notice filings or reports you submit to the SEC. If this is an amendment to the state(s) that you would like to receive notice your notice filings or reports you submit to the state(s).

Juricdictions

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

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).

Jurisdictions			
AL	₽ IL	🗖 NE	🗖 sc
🗖 ак	🗖 IN	□ NV	🗖 SD
🗖 AZ	🗖 IA	🔽 NH	TN TN
🗖 AR	🗖 кѕ	🗖 NJ	🗹 тх
🗹 CA	🗖 кү	□ NM	🗖 ОТ
🗖 со	🔽 LA	V NY	□ vt
🗖 ст	🗖 ме	✓ NC	□ vi
DE DE	MD	🗖 ND	VA VA
DC DC	MA	🗹 он	🗖 wa
🗹 FL	🗖 мі	🗖 ок	□ wv
🗹 GA	🗖 MN	C OR	🗖 wi
🗖 GU	Г мs	PA	□ wy
🗹 ні	🗖 мо	PR	
🗖 ID	🗖 мт	🗖 RI	

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.

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

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:

IARD - All Sections [User Name: msciortino, OrgID: 152606] 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) C Partnership O Limited Liability Company (LLC) Limited Partnership (LP) O Other (specify): If you are changing your response to this Item, see Part 1A Instruction 4. In what month does your fiscal year end each year? Β. 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

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

proprietor, provide the name of the state or country where you reside.

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	©
	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, chec 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)?
   103
  - (2) Approximately how many of the *employees* reported in 5.A. are registered representatives of a broker-dealer? 33
  - (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*? 15%
- 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	5		\$ 414,304,844
(c) Banking or thrift institutions	2	N	\$ 830,120,497
(d) Investment companies	27		\$ 67,461,126,764
(e) Business development companies	0		\$
(f) Pooled investment vehicles (other than investment companies and business development companies)	31		\$ 9,483,463,636
(g) Pension and profit sharing plans (but not the plan participants or government pension plans)	18		\$ 4,339,091,812
(h) Charitable organizations	7		\$ 1,492,544,999
(i) State or municipal <i>government entities</i> (including government pension plans)	17		\$ 5,498,127,576
(j) Other investment advisers	0		\$ 0
(k) Insurance companies	4		\$ 714,206,988
(I) Sovereign wealth funds and foreign official institutions	1	M	\$ 984,988,864
(m) Corporations or other businesses not listed above	5		\$ 1,750,395,180
(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):

Item 5 Information About Your Advisory Business - Regulatory Assets Under Management				
Re	egulatory Assets Under Manageme	nt		
				Yes No
F.	(1) Do you provide continuous and	regular supervisory or management servio	ces to securities portfolios?	$\circ$ $\circ$
	(2) If yes, what is the amount of yo	our regulatory assets under management a	and total number of accounts?	
		U.S. Dollar Amount	Total Number of Accounts	
	Discretionary:	(a) \$92,968,371,160	(d) 146	
	Non-Discretionary:	(b) \$0	(e) 0	
	Total:	(c) \$92,968,371,160	(f) 146	

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*?
 \$ 4,523,258,891

# 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

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- ✓ (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)
- ☑ (4) 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)
- $\square$  (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
  - 0 11 25
  - o 26 50
  - o 51 100
  - 0 101 250
  - 0 251 500
  - 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

Yes No

 $\circ \circ$ 

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

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	(1) Do you have regulatory assets under manage (separately managed account <i>clients</i> )?	ment attributable to <i>clients</i> other than those listed in Item 5.D.(3)(d)-(f)	0	0
	If yes, complete Section 5.K.(1) of Schedule D.			
	(2) Do you engage in borrowing transactions on b	behalf of any of the separately managed account <i>clients</i> that you advise?	o	o
	If yes, complete Section 5.K.(2) of Schedule D.			
	(3) Do you engage in derivative transactions on b	behalf of any of the separately managed account <i>clients</i> that you advise?	o	o
	If yes, complete Section 5.K.(2) of Schedule D.			
		)(d)-(f) above from your total regulatory assets under management, does maining amount of regulatory assets under management?	•	0
	If yes, complete Section 5.K.(3) of Schedule D fo	r each custodian.		
L.	Marketing Activities			Na
	(1) Do any of your <i>advertisements</i> include:	Ť	'es	NO
	(a) Performance results?		•	0
	(b) A reference to specific investment advice p	rovided by you (as that phrase is used in rule 206(4)-1(a)(5))?	0	o
	(c) Testimonials (other than those that satisfy	rule 206(4)-1(b)(4)(ii))?	0	$\odot$
	(d) Endorsements (other than those that satisf	y rule 206(4)-1(b)(4)(ii))?	0	•
	(e) Third-party ratings?	•	•	0
		ove, do you pay or otherwise provide cash or non-cash compensation, f testimonials, endorsements, or third-party ratings?	0	0
	(3) Do any of your <i>advertisements</i> include <i>hypoth</i>	netical performance ?	o	0
	(4) Do any of your <i>advertisements</i> include <i>predec</i>	cessor performance ?	0	0

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.

Series ID	Parallel Managed Account Regulatory assets under management
S000058808	\$ 184,936,489

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	\$ 71,152,412

# 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	\$ 206,920,456
S000048890	\$ 527,783,744

SEC File Number 811 - 08894

811 - 08894

	Parallel Managed Account Regulatory assets under management
S000001736	\$ 2,047,566,170

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

Series ID	Parallel Managed Account Regulatory assets under management
S000048717	\$ 149,577,059
S000050455	\$ 3,022,274,940
S000052995	\$ 558,783,081

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	\$ 349,768,669
S000030798	\$ 477,716,298

# SEC File Number

811 - 22378

Series ID	Parallel Managed Account Regulatory assets under management				
S000028163	\$ 31,463,567,527				
S000028164	\$ 6,627,328,664				
S000028165	\$ 433,128,938				
S000034129	\$ 5,577,810,216				
S000039682	\$ 175,484,038				
S000044832	\$ 879,300,072				
S000044833	\$ 164,094,607				
S000047461	\$ 58,616,880				
S000051748	\$ 147,153,437				
S000053014	\$ 365,295,818				
S000055534	\$ 46,455,903				
S000065632	\$ 13,094,354				
S000066303	\$ 47,174,850				

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

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
S000030985	\$ 123,476,698,668

SEC File Number 811 - 22542

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
S000046314	\$ 3,207,515,915
S000052162	\$ 153,637,819
S000052163	\$ 84,816,843

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

	Parallel Managed Account Regulatory assets under management
S000041930	\$ 2,159,029,380

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	\$ 751,172,432
S000056107	\$ 123,643,735
S000056108	\$ 338,280,539

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

	Parallel Managed Account Regulatory assets under management
S000033728	\$ 190,226,791

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.

Asset Type	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	46 %	46 %
(iv) U.S. State and Local Bonds	0 %	0 %
(v) Sovereign Bonds	2 %	1 %
(vi) Investment Grade Corporate Bonds	6 %	6 %
vii) Non-Investment Grade Corporate Bonds viii) Derivatives		3 %
		1 %
(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 Business Development Companies)	or 0 %	0 %
(xi) Cash and Cash Equivalents	1 %	2 %
(xii) Other	40 %	39 %

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	set Type					
(i)	Exchange-Traded Equity Securities	%				
(ii)	(ii) Non Exchange-Traded Equity Securities					
(iii)	U.S. Government/Agency Bonds	%				
(iv)	U.S. State and Local Bonds	%				
(v)	Sovereign Bonds	%				
(vi)	Investment Grade Corporate Bonds	%				
(vii) Non-Investment Grade Corporate Bonds		%				
(viii)	Derivatives	%				
(ix)	Securities Issued by Registered Investment Companies or Business Development Companies	%				
(x)	(x) Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Development Companies)					
(xi)	Cash and Cash Equivalents	%				
(xii)	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	(c) Credit Derivative		(e) Commodity Derivative	(f) Other Derivative
Less than 10%	\$ 92,291,207,491	\$	4.1 %	%	%	%	%	%

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10-149%	\$ 2,967,465,766	\$ 17.1 %	7.9 %	%	%	%	%
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

Gross Notional Exposure	(1) Regulatory Assets Under Management	(2) Borrowings			(3) Derivati	ve Exposur	25	
			(a) Interest Rate Derivative	(b) Foreign Exchange Derivative		(d) Equity Derivative	(e) Commodity Derivative	(f) Other Derivative
Less than 10%	\$ 48,508,014,089	\$	0.5 %	0 %	%	%	%	%
10-149%	\$ 45,333,222,339	\$	20.7 %	0.5 %	%	%	%	%
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

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(c)	The location(s) of the custodia	an's office(s) responsible for <i>cust</i>	tody of the assets :			
	City:	State:	Country:			
	NEW YORK	New York	United States			
				Yes No		
(d)	Is the custodian a <i>related per</i> .	ron of your firm?				
(u)	is the custolian a related per	son or your mine		$\circ \circ$		
(e)	If the custodian is a broker-de	ealer, provide its SEC registration	ו number (if any)			
(f)	- If the custodian is not a broke	er-dealer, or is a broker-dealer bı	ut does not have an SEC registration number, provide its	s legal entity		
	identifier (if any)					
	HPFHU0OQ28E4N0NFVK49					
(g)	What amount of your regulate	ory assets under management at	tributable to separately managed accounts is held at the	e custodian?		
	\$ 6,596,983,693					
(a)	Legal name of custodian:					
	JP MORGAN CHASE BANK, N.A	۱.				
(b)	Primary business name of cust	todian:				
	JP MORGAN CHASE BANK					
(c)	The location(s) of the custodia	n's office(s) responsible for <i>cust</i>	ody of the assets :			
	City:	State:	Country:			
	NEW YORK	New York	United States			
				Yes No		
(d)	Is the custodian a related pers	son of your firm?				
				00		
(e)	If the custodian is a broker-de	ealer, provide its SEC registration	number (if any)			
	- If the custodian is not a broke <i>identifier</i> (if any)	r-dealer, or is a broker-dealer bu	it does not have an SEC registration number, provide its	legal entity		
	7H6GLXDRUGQFU57RNE97					
	-	ry assets under management att	tributable to separately managed accounts is held at the	e custodian?		
	\$ 1,084,009,134					
(2)	Legal name of custodian:					
	THE NORTHERN TRUST COMPA					
	Primary business name of cust					
	NORTHERN TRUST					
(C)		an's office(s) responsible for <i>custo</i>				
	City:	State:	Country:			
	CHICAGO	Illinois	United States			
				Yes No		
(d)	Is the custodian a related pers	<i>son</i> of your firm?		0.0		
(a)	If the custodian is a broken de	aler, provide its SEC registration	number (if any)	0.0		
(e)		aler, provide its SEC registration				
	If the custodian is not a broken identifier (if any)	r-dealer, or is a broker-dealer bu	it does not have an SEC registration number, provide its	legal entity		
	6PTKHDJ8HDUF78PFWH30		tributable to separately managed accounts is held at the			

(a)	Legal name of custodian:			
	STATE STREET BANK AND TRUE	ST COMPANY		
(b)	Primary business name of cust	odian:		
	STATE STREET BANK AND TRUE	ST COMPANY		
(c)	The location(s) of the custodiar	n's office(s) responsible for <i>cι</i>	ustody of the assets :	
	City:	State:	Country:	
	BOSTON	Massachusetts	United States	
			Yes N	lo
(d)	Is the custodian a related perso	on of your firm?	0.0	o
(e)	If the custodian is a broker-dea	aler, provide its SEC registrati	ion number (if any)	
	-			
(f)	If the custodian is not a broker <i>identifier</i> (if any)	-dealer, or is a broker-dealer	but does not have an SEC registration number, provide its legal entity	
	571474TGEMMWANRLN572			
(g)	What amount of your regulator	y assets under management	attributable to separately managed accounts is held at the custodian?	
	\$ 1,864,884,305			

Iter	n 6 0	Other Business Activities		
In t	his It	em, we request information about your firm's other business activities.		
A.		<ul> <li>are actively engaged in business as a (check all that apply):</li> <li>(1) broker-dealer (registered or unregistered)</li> <li>(2) registered representative of a broker-dealer</li> <li>(3) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)</li> <li>(4) futures commission merchant</li> <li>(5) real estate broker, dealer, or agent</li> <li>(6) insurance broker or agent</li> <li>(7) bank (including a separately identifiable department or division of a bank)</li> <li>(8) trust company</li> <li>(9) registered municipal advisor</li> <li>(10) registered security-based swap dealer</li> <li>(11) major security-based swap participant</li> <li>(12) accountant or accounting firm</li> <li>(13) lawyer or law firm</li> <li>(14) other financial product salesperson (specify):</li> </ul>		
		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) (2)	Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)? If yes, is this other business your primary business?	Yes O O	No © C
		If "yes," describe this other business on Section 6.B.(2) of Schedule D, and if you engage in this business under a diffe name, provide that name.	erent	
	(3)	Do you sell products or provide services other than investment advice to your advisory clients?	Yes O	No ©
		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 MORTGAGE OPPORTUNITIES GP LLC
- 2. Primary Business Name of *Related Person*: DOUBLELINE MORTGAGE OPPORTUNITIES GP LLC
- 3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
  - or
  - 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	ed Person is: (check all that apply)		
	(a)	broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b)			
		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)		
		futures commission merchant		
	(h)			
	(i)	<ul> <li>trust company</li> <li>accountant or accounting firm</li> </ul>		
	(j) (k)	<ul> <li>accountant or accounting firm</li> <li>lawyer or law firm</li> </ul>		
	(k) (l)	insurance company or agency		
	(n) (m)			
	(n)			
	(0)	<ul> <li>sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles</li> </ul>		
	(p)	<ul> <li>sponsor, general partner, managing member (or equivalent) of pooled investment vehicles</li> </ul>		
	( - 7		Yes	No
6.	Do y	ou control or are you controlled by the related person?	0	$\odot$
			~	~
7. 8.		ou and the <i>related person</i> under common <i>control</i> ? Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to	© 0	0
		clients?		
	(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>custo</i> your <i>clients'</i> assets:	dy (	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:		
			Yes	No
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	$\circ$	0
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority ?	0	$\odot$
	(b)	If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the relat person is registered.	ed	
		No Information Filed		
11.	Do y	ou and the <i>related person</i> share any <i>supervised persons</i> ?	$\odot$	0
12.	Do y	ou and the <i>related person</i> share the same physical location?	0	o
1.	-	Name of <i>Related Person</i> :		
	000	BLELINE CMBS FUND GP LLC		
2.	Prim	ary Business Name of <i>Related Person</i> : BLELINE CMBS FUND GP LLC		

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3.	Rela	<i>ted Person's</i> SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	- or			
	Othe	ir		
4.		ccPD Number (if appl)		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.	Rela	ted Person is: (check all that apply)		
	(a)			
	(b)	other investment adviser (including financial planners)		
	(c)	registered municipal advisor		
	(d)	registered security-based swap dealer		
	(e) (f)	<ul> <li>major security-based swap participant</li> <li>commodity pool operator or commodity trading advisor (whether registered or exempt from registration)</li> </ul>		
	(r) (g)	futures commission merchant		
	(h)	banking or thrift institution		
	(i)	T trust company		
	(j)	accountant or accounting firm		
	(k)	lawyer or law firm		
	(l) (m)	<ul> <li>insurance company or agency</li> <li>pension consultant</li> </ul>		
	(m)	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	5 No
6.	Do y	ou control or are you controlled by the related person?	0	$\odot$
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	o	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	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>cust</i>	ody (	of
	.,	your <i>clients</i> ' 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:		
			Yes	s No
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	$\circ$	0
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority ?	0	$\odot$
	(b)	If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the relationships of the relation of the		e
		person is registered.		
	-	No Information Filed		
11.	ро у	ou and the <i>related person</i> share any <i>supervised persons</i> ?	$\odot$	0
		and the valated nerven share the same physical leastion?		$\odot$
12		ou and the <i>related person</i> share the same physical location?	- O	

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1.	Legal Name of <i>Related Person</i> : DOUBLELINE GP HOLDINGS LP			
2.	Primary Business Name of <i>Related Person</i> : DOUBLELINE GP HOLDINGS LP			
3.	Related Person's 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)       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)       lawyer or law firm         i)       insurance company or agency         m)       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	Yes	Νο	
6.	Do you control or are you controlled by the related person?	o	o	
7.	Are you and the <i>related person</i> under common <i>control</i> ?	o	o	
8.	a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	o	o	
	<ul> <li>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>?</li> </ul>	0	o	
	<ul> <li>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:</li> <li>Number and Street 1:</li> <li>City:</li> <li>State:</li> <li>Country:</li> <li>ZIP+4/Postal Code:</li> <li>If this address is a private residence, check this box:</li> </ul>	dy o	ıf	
-		Yes	No	
9.	<ul> <li>a) If the related person is an investment adviser, is it exempt from registration?</li> <li>b) If the approximation whet according 2</li> </ul>	0	0	
	b) If the answer is yes, under what exemption?			
10.	a) 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 foreign financial regulatory authority with which the relat person is registered.	ed		
	No Information Filed			

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11. Do you and the *related person* share any *supervised persons*?

I	•	С

12.	Do you and the <i>related person</i> share the same physical location?	O	0
1.	Legal Name of <i>Related Person</i> : DOUBLELINE OPPORTUNISTIC INCOME GP LLC		
2.	Primary Business Name of <i>Related Person</i> : DOUBLELINE OPPORTUNISTIC INCOME 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)       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)       lawyer or law firm         (l)       insurance company or agency         (m)       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	Yes	No
6.	Do you <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?	0	0
7.	Are you and the <i>related person</i> under common <i>control</i> ?	Θ	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	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
	<ul> <li>(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>cus</i> your <i>clients</i>' assets:</li> <li>Number and Street 1:</li> </ul>	tody c	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:		
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	
2.		0	O

		(b)	If the answer is yes, under what exemption?		
	10.	(a)	Is the related person registered with a foreign financial regulatory authority ?	5	$\odot$
		(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>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	0
	12.	Do y	you and the <i>related person</i> share the same physical location?	2	o
1	Iter	n 7 <i>F</i>	Private Fund Reporting		

	Yes	s N	10	
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 V Total Funds: 6			
A. P	RIVATE FUND				
Info	ormation About the Private Fu	nd			
1.	(a) Name of the <i>private fund</i> :				
	DOUBLELINE CORE PLUS PC	DRTFOLIO A SERIES OF DOUBLELINE INVESTMENT FUNDS LLC			
	(b) <i>Private fund</i> identification no (include the "805-" prefix al				
	805-3233622565				
2.	Under the laws of what state or State: Delaware	country is the <i>private fund</i> organized: Country: United States			
	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):				
3.	(a) Name(s) of General Partner,	Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):			
3.	(a) Name(s) of General Partner, Name of General Partner, Ma				
3.					
3.	Name of General Partner, Ma GLOBAL TRUST COMPANY				
3.	Name of General Partner, Ma GLOBAL TRUST COMPANY (b) If filing an <i>umbrella registra</i>	anager, Trustee, or Director			

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	Yes No
	No Information Filed
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.
	$\Box$ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

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*? No Information Filed

- (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)

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:

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 <i>private fund</i> a "fund of funds"?	o	$\odot$
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other poo investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	led	
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
	Y	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	0
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 fund Other <i>private fund</i> : FIXED INCOME FUND	d ©	I
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 321,219,998		

 $\odot$ 

Yes No

Yes No

 $\odot$ 

<u>0w</u>	<u>nership</u>		
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 related persons (even if different from the amount routinely required of investors who are not your related persons (even if different from the amount routinely required of investors who are not your related persons (even if different from the amount routinely required of investors who are not your related persons (even if different from the amount routinely required of investors who are not your related persons (even if different from the amount routinely required of investors who are not your related persons (even if different from the amount routinely required of investors who are not your related persons (even if different from the amount routinely required of investors who are not your related persons (even if different from the amount routinely required of investors who are not your related persons (even if different from the amount routinely required of investors who are not your related persons (even if different from the amount routinely required of investors who are not your related persons (even if different from the amount routinely required of investors who are not your related persons (even if different from the amount routinely required of investors who are not your related persons (even if different from the amount routinely required of investors who are not your related persons (even if different from the amount routinely required of investors who are not your related persons (even if different from the amount routinely required of investors who are not your related persons (even if different from the amount routinely required of investors who are not your related persons (even if different from the amount routinely required of investors who are not your related persons (even if different from the amount routinely required of investors who are not your related persons (even if different from the amount routinely required of investors who are not your related persons (even if different from the amount routinely routinely ro	ount set	t
	forth in the organizational documents of the fund).		
13.	Approximate number of the <i>private fund's</i> beneficial owners: 21		
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	N
	(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	0
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
You	r Advisory Services		
17	(a) Are you a subadviser to this private fund?	Yes	N
17.	(a) Are you a subadviser to this <i>private fund</i> ?		6
	(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> is the answer to question 17.(a) is "no," leave this question blank.	fund. If	
	No Information Filed		
		Yes	N
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	0
	(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 p fund. If the answer to question 18.(a) is "no," leave this question blank.	orivate	
	No Information Filed		
		Yes	N
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	$\odot$	C
	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> ? 1%		
Priv	rate Offering		
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?	Yes ©	C
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-292263		

3 (a)				Ye	es
). (u)		-		-	0
	(2) If the answer to qu	estion 23.(a)(1) is "yes," are the finar	ncial statements prepared in accordance with U.S. GAAP	? @	0
				re th	ıar
	Additional Auditor I	nformation : 1 Record(s) Filed.			
	(b) Name of the aud PRICEWATERHO				
	(c) The location of the	he auditing firm's office responsible fo	or the <i>private fund's</i> audit (city, state and country):		
	City: BOSTON	State: Massachusetts	Country:		
	DOSTON	hassachusetts		Yes	r
	(d) Is the auditing fi	irm an independent public accountant		o	
	(e) Is the auditing fi	irm registered with the Public Compan	y Accounting Oversight Board?	o	
	If yes, Public Cor 238	mpany Accounting Oversight Board-As	ssigned Number:		
			gular inspection by the Public Company Accounting	•	•
				Ye	es
		audited financial statements for the m	ost recently completed fiscal year distributed to the	G	0
(g)	Are the <i>private fund's</i> a private fund's a				
	private fund's investors	s?	ivate fund since your last annual updating amendment c	onta	in
	<i>private fund's</i> investors Do all of the reports pr unqualified opinions?	s? repared by the auditing firm for the <i>pri</i>	ivate fund since your last annual updating amendment c	onta	in
	private fund's investors Do all of the reports pri unqualified opinions? ⊙ Yes ○ No ○ Repo	s? repared by the auditing firm for the pro ort Not Yet Received fot Yet Received," you must promptly f			
(h)	<ul> <li><i>private fund's</i> investors</li> <li>Do all of the reports prunqualified opinions?</li> <li>Yes O No O Report If you check "Report No</li> </ul>	ATERHOUSECOOPERS ation of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country): State: Country: N Massachusetts United States Ves N nuditing firm an <i>independent public accountant</i> ? Ves uditing firm registered with the Public Company Accounting Oversight Board? Public Company Accounting Oversight Board-Assigned Number: (to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting (c)			
(h) ime E	private fund's investors Do all of the reports pri unqualified opinions? • Yes O No O Repo If you check "Report No when the report is avai Broker	s? repared by the auditing firm for the pro ort Not Yet Received fot Yet Received," you must promptly f ilable.		oons Ye	se es
(h) ime E	private fund's investors Do all of the reports priving unqualified opinions? • Yes O No O Repo If you check "Report No when the report is avait Broker Does the private fund of If the answer to question	s? repared by the auditing firm for the pro ort Not Yet Received lot Yet Received," you must promptly f ilable. use one or more prime brokers? on 24.(a) is "yes," respond to question	file an amendment to your Form ADV to update your res <sub>i</sub> ns (b) through (e) below for each prime broker the <i>priva</i>	oons Ye (	es D J
(h) ime E	private fund's investors Do all of the reports priving unqualified opinions? • Yes O No O Repo If you check "Report No when the report is avail Broker Does the private fund of If the answer to question uses. If the private fund	epared by the auditing firm for the pro- ort Not Yet Received fot Yet Received," you must promptly f ilable. use one or more prime brokers? on 24.(a) is "yes," respond to question of uses more than one prime broker, y	file an amendment to your Form ADV to update your resp ns (b) through (e) below for each prime broker the priva you must complete questions (b) through (e) separately f	oons Ye (	se es
(h) rime E	private fund's investors Do all of the reports priving unqualified opinions? • Yes O No O Repo If you check "Report No when the report is avail Broker Does the private fund of If the answer to question uses. If the private fund prime broker.	epared by the auditing firm for the pro- ort Not Yet Received fot Yet Received," you must promptly f ilable. use one or more prime brokers? on 24.(a) is "yes," respond to question of uses more than one prime broker, y	file an amendment to your Form ADV to update your resp ns (b) through (e) below for each prime broker the priva you must complete questions (b) through (e) separately f	oons Ye (	se es D
(h) r <u>ime E</u> 1. (a)	private fund's investors Do all of the reports priving unqualified opinions? • Yes O No O Repo If you check "Report No when the report is avail Broker Does the private fund of If the answer to question uses. If the private fund prime broker.	epared by the auditing firm for the pro- ort Not Yet Received fot Yet Received," you must promptly f ilable. use one or more prime brokers? on 24.(a) is "yes," respond to question of uses more than one prime broker, y	file an amendment to your Form ADV to update your resp ns (b) through (e) below for each prime broker the priva you must complete questions (b) through (e) separately f	Ye ( for e	se es D

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 u must complete questions (b) through (g)	
(b)	Legal name of c STATE STREET E	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	
		massachusetts	United States	Yes N
(e)	Is the custodian	a <i>related person</i> 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)			lealer but does not have an SEC registratior	n number, provide it
	legal entity iden 571474TGEMMV			
trato	571474TGEMMV			Yes
	571474TGEMMV	VANRLN572	irm?	Yes
Does If the	571474TGEMMV or the private fund e answer to questi	WANRLN572 use an administrator other than your fi ion 26.(a) is "yes," respond to questior	ns (b) through (f) below. If the <i>private fund</i>	o
Does If the admir	571474TGEMMV T the private fund e answer to questinistrator, you must	VANRLN572 use an administrator other than your f	ns (b) through (f) below. If the <i>private fund</i> separately for each administrator.	O
Does If the admin <b>Add</b>	571474TGEMMV or the private fund e answer to questinistrator, you must itional Administ the answer to que	WANRLN572 use an administrator other than your fi ion 26.(a) is "yes," respond to questior st complete questions (b) through (f) s trator Information : 1 Record(s) Fil estion 26.(a) is "yes," respond to question	ns (b) through (f) below. If the <i>private fund</i> separately for each administrator.	
Does If the admin Add	571474TGEMMV Dr the private fund e answer to questinistrator, you must itional Administ the answer to que e administrator, you	WANRLN572 use an administrator other than your fi ion 26.(a) is "yes," respond to question st complete questions (b) through (f) s trator Information : 1 Record(s) Fil estion 26.(a) is "yes," respond to question ou must complete questions (b) throug	ns (b) through (f) below. If the <i>private fund</i> separately for each administrator. ed. ions (b) through (f) below. If the <i>private fun</i>	C uses more than on
Does If the admin Add	571474TGEMMV Dr the private fund e answer to questinistrator, you must itional Administ the answer to que e administrator, you Name of admini	WANRLN572 use an administrator other than your fi ion 26.(a) is "yes," respond to question st complete questions (b) through (f) s trator Information : 1 Record(s) Fil estion 26.(a) is "yes," respond to question ou must complete questions (b) throug	ns (b) through (f) below. If the <i>private fund</i> separately for each administrator. ed. ions (b) through (f) below. If the <i>private fun</i>	C uses more than on
Does If the admin Add	571474TGEMMV Dr the private fund e answer to questinistrator, you must itional Administ the answer to que e administrator, you Name of admini	WANRLN572 use an administrator other than your f ion 26.(a) is "yes," respond to questior st complete questions (b) through (f) s trator Information : 1 Record(s) Fil estion 26.(a) is "yes," respond to question ou must complete questions (b) throug strator:	ns (b) through (f) below. If the <i>private fund</i> separately for each administrator. ed. ions (b) through (f) below. If the <i>private fun</i>	C uses more than on
Does If the admin Add	571474TGEMMV Dr the private fund e answer to questinistrator, you must itional Administ the answer to que e administrator, you Name of admini NORTHEAST RE	WANRLN572 use an administrator other than your f ion 26.(a) is "yes," respond to questior st complete questions (b) through (f) s trator Information : 1 Record(s) Fil estion 26.(a) is "yes," respond to question ou must complete questions (b) throug strator:	ns (b) through (f) below. If the <i>private fund</i> separately for each administrator. ed. ions (b) through (f) below. If the <i>private fun</i>	C uses more than on
Does If the admin Add	571474TGEMMV Dr the private fund e answer to questinistrator, you must itional Administ the answer to que e administrator, you Name of admini NORTHEAST RE	WANRLN572 use an administrator other than your fi ion 26.(a) is "yes," respond to question st complete questions (b) through (f) s trator Information : 1 Record(s) Fil estion 26.(a) is "yes," respond to questi ou must complete questions (b) throug strator: TIREMENT SERVICES LLC	ns (b) through (f) below. If the <i>private fund</i> separately for each administrator. ed. ions (b) through (f) below. If the <i>private fun</i>	C uses more than on
Does If the admin Add	571474TGEMMV The private fund a answer to questinistrator, you mustinistrator, you m	WANRLN572 use an administrator other than your fi ion 26.(a) is "yes," respond to questior st complete questions (b) through (f) s trator Information : 1 Record(s) Fil estion 26.(a) is "yes," respond to question ou must complete questions (b) throug strator: TIREMENT SERVICES LLC inistrator (city, state and country):	ns (b) through (f) below. If the <i>private fund</i> separately for each administrator. <b>ed.</b> ions (b) through (f) below. If the <i>private fund</i> gh (f) separately for each administrator.	C uses more than on
Does If the admin Add If t one (b) (c)	571474TGEMMV Dr the private fund e answer to questinistrator, you must itional Administ the answer to que e administrator, you Name of admini NORTHEAST RE Location of adm City: WOBURN	WANRLN572 use an administrator other than your fr ion 26.(a) is "yes," respond to questior st complete questions (b) through (f) s trator Information : 1 Record(s) Fil estion 26.(a) is "yes," respond to question ou must complete questions (b) througe strator: TIREMENT SERVICES LLC inistrator (city, state and country): State: Massachusetts	ns (b) through (f) below. If the <i>private fund</i> separately for each administrator. ed. ions (b) through (f) below. If the <i>private fund</i> gh (f) separately for each administrator.	C uses more than on
Does If the admin Add If t one (b) (c)	571474TGEMMV Dr the private fund e answer to questinistrator, you must itional Administ the answer to que e administrator, you Name of admini NORTHEAST RE Location of adm City: WOBURN	WANRLN572 use an administrator other than your fi ion 26.(a) is "yes," respond to questior st complete questions (b) through (f) s trator Information : 1 Record(s) Fil estion 26.(a) is "yes," respond to question ou must complete questions (b) througe strator: TIREMENT SERVICES LLC inistrator (city, state and country): State:	ns (b) through (f) below. If the <i>private fund</i> separately for each administrator. ed. ions (b) through (f) below. If the <i>private fund</i> gh (f) separately for each administrator.	i uses more than on
Does If the admin If t one (b) (c) (d)	571474TGEMMV Dr the private fund e answer to questinistrator, you must itional Administ the answer to que e administrator, you Name of admini NORTHEAST RE Location of adm City: WOBURN Is the administr	WANRLN572 Use an administrator other than your fi ion 26.(a) is "yes," respond to question st complete questions (b) through (f) s trator Information : 1 Record(s) Fil estion 26.(a) is "yes," respond to questi ou must complete questions (b) throug strator: TIREMENT SERVICES LLC inistrator (city, state and country): State: Massachusetts rator a <i>related person</i> of your firm?	ns (b) through (f) below. If the <i>private fund</i> separately for each administrator. ed. ions (b) through (f) below. If the <i>private fund</i> gh (f) separately for each administrator. Country: United States	v uses more than on nd uses more than Yes No O O O O O O O O O O O O O O O O O O O
Does If the admin If t one (b) (c) (d)	571474TGEMMV The private fund a answer to questinistrator, you mustinistrator, you must be administrator, you want be	WANRLN572 Use an administrator other than your fi ion 26.(a) is "yes," respond to question st complete questions (b) through (f) s trator Information : 1 Record(s) Fil estion 26.(a) is "yes," respond to questi ou must complete questions (b) througe strator: TIREMENT SERVICES LLC inistrator (city, state and country): State: Massachusetts rator a <i>related person</i> of your firm? istrator prepare and send investor account	ns (b) through (f) below. If the <i>private fund</i> separately for each administrator. ed. ions (b) through (f) below. If the <i>private fund</i> gh (f) separately for each administrator.	v uses more than on nd uses more than Yes No O ors?

	(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 <i>private fund's</i> assets (by value) was valued by a <i>person</i> , such as an administrator, that is not your <i>related person</i> ? 100%
	include only those assets where (i) such <i>person</i> 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 recalculations (including allocations) was the valuation determined by such <i>person</i> .
<u>Ma</u>	<u>xeters</u> 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 purposes?
	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
1.	<ul> <li>(a) Name of the <i>private fund</i>:</li> <li>DOUBLELINE CRE FINANCE LLC</li> <li>(b) <i>Private fund</i> identification number:</li> <li>(include the "805-" prefix also)</li> <li>805-4490743070</li> </ul>
2.	Jnder 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):
	Name of General Partner, Manager, Trustee, or Director
	DOUBLELINE CMBS FUND 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 <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

12:		~d	
•	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered	eu.	
	No Information Filed		
		Yes	No
•	<ul> <li>(a) Is this a "master fund" in a master-feeder arrangement?</li> <li>(b) If was, what is the name and private fund identification number (if any) of the feeder funds investing in this private funds.</li> </ul>	O Chau	$\odot$
	(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	inu :	
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	$\odot$
	(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> Name of <i>private fund</i> :	invests	5?
	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 Sc Section 7.B.(1) for the master-feeder arrangement or reporting on the funds separately.	hedule	e D,
	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:	Sectio	on
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all o substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master	er func	1"
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all o	er func	
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all o 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	er fund ts <b>Yes</b>	
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all o 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) inves substantially all of its assets in a single master fund.	er fund ts Yes O	No
	<ul> <li>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.</li> <li>(a) Is this <i>private fund</i> a "fund of funds"?</li> <li>NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other p</li> </ul>	er fund ts Yes O ooled	No
	<ul> <li>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.</li> <li>(a) Is this <i>private fund</i> a "fund of funds"?</li> <li>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.</li> <li>(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i>?</li> </ul>	er fund ts Yes O ooled	No ⊙ ○
	<ul> <li>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.</li> <li>(a) Is this <i>private fund</i> a "fund of funds"?</li> <li>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.</li> </ul>	er func ts Yes O ooled	No ⊙ ○
·. 0.	<ul> <li>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.</li> <li>(a) Is this <i>private fund</i> a "fund of funds"?</li> <li>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.</li> <li>(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i>?</li> </ul>	er func ts Q O ooled Q Yes	No © No
	<ul> <li>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.</li> <li>(a) Is this <i>private fund</i> a "fund of funds"?</li> <li>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.</li> <li>(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i>?</li> </ul>	er fund ts Yes O ooled O Yes O	No © No ©
	<ul> <li>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.</li> <li>(a) Is this <i>private fund</i> a "fund of funds"?</li> <li>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.</li> <li>(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i>?</li> <li>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.)?</li> <li>What type of fund is the <i>private fund</i>?</li> <li>The hedge fund O liquidity fund O private equity fund O real estate fund C securitized asset fund O venture capital fund</li> </ul>	er fund ts Yes O ooled O Yes O	No ⊙ ∩ ⊙
	<ul> <li>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.</li> <li>(a) Is this <i>private fund</i> a "fund of funds"?</li> <li>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.</li> <li>(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i>?</li> <li>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.)?</li> <li>What type of fund is the <i>private fund</i>?</li> <li>The head of the fund of the orivate fund?</li> <li>The head of the fund of the orivate fund?</li> </ul>	er fund ts Yes O ooled O Yes O	No © No ©
0. 1.	<ul> <li>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.</li> <li>(a) Is this <i>private fund</i> a "fund of funds"?</li> <li>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.</li> <li>(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i>?</li> <li>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.)?</li> <li>What type of fund is the <i>private fund</i>?</li> <li>© hedge fund <sup>O</sup> liquidity fund <sup>O</sup> private equity fund <sup>O</sup> real estate fund <sup>O</sup> securitized asset fund <sup>O</sup> venture capital for Other <i>private fund</i>:</li> <li>NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.</li> <li>Current gross asset value of the <i>private fund</i>:</li> </ul>	er fund ts Yes O ooled O Yes O	No © No ©

1 12	26 PM IARD - All Sections [User Name: msciortino, OrgID: 152606]		
.4, 12.	26 PM IARD - All Sections [User Name: msciortino, OrgID: 152606] NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amo	ount se	et
	forth in the organizational documents of the fund).		
13.	Approximate number of the private fund's 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%		
		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	0
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
<u>Υοι</u>	<u>ir Advisory Services</u>		
		Yes	No
17.	(a) Are you a subadviser to this <i>private fund</i> ?	0	$\odot$
	(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 t</i> the answer to question 17.(a) is "no," leave this question blank.	<i>und</i> . If	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 fund</i> ?	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 p fund. 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%		
Priv	vate Offering		
		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 *private fund's* 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?

Yes No

 $\odot$  $\mathbf{O}$ 

	Addi	tional Auditor Informatio	n : 1 Record(s) Filed.			
	11			ns (b) through (h) below. If the <i>private fund</i> uses through (f) separately for each auditing firm.	;	
	(b)	Name of the auditing firm:				
		PRICEWATERHOUSE COOPE	ERS			
	(c)	The location of the auditing	firm's office responsible for the	private fund's audit (city, state and country):		
		City:	State:	Country:		
		LOS ANGELES	California	United States	Yes	N
	(d)	Is the auditing firm an inde	pendent public accountant?		()	
		5			e	C
	(e)	Is the auditing firm register	red with the Public Company Acc	counting Oversight Board?	$\odot$	C
		If yes, Public Company Acc 238	ounting Oversight Board-Assigne	ed Number:		
	(f)	If "yes" to (e) above, is the Oversight Board in accorda		inspection by the Public Company Accounting	۲	C
g)	Are th	ne <i>private fund's</i> audited fina	ancial statements for the most re	ecently completed fiscal year distributed to the		
	privat	e fund's investors?		ecently completed fiscal year distributed to the fund since your last annual updating amendment	Ċ	•
h)	<i>privat</i> Do all unqua	e fund's investors? of the reports prepared by alified opinions?	the auditing firm for the <i>private</i>		Ċ	•
h)	<i>privat</i> Do all unqua	e fund's investors? of the reports prepared by	the auditing firm for the <i>private</i>		Ċ	•
h)	privat Do all unqua • Ye If you	e fund's investors? of the reports prepared by alified opinions? s <sup>O</sup> No <sup>O</sup> Report Not Yet F	the auditing firm for the <i>private</i> Received		( conta	• iin
h)	privat Do all unqua • Ye If you	e fund's investors? of the reports prepared by alified opinions? s O No O Report Not Yet F check "Report Not Yet Rece the report is available.	the auditing firm for the <i>private</i> Received	fund since your last annual updating amendment	conta	• iin
(h) e B	privat Do all unqua • Ye If you when roker	e fund's investors? of the reports prepared by alified opinions? s O No O Report Not Yet I check "Report Not Yet Rece the report is available.	the auditing firm for the <i>private</i> Received eived," you must promptly file an	fund since your last annual updating amendment	( conta espons Y	iin se es
h) e <b>B</b> a)	privat Do all unqua If you when roker Does If the uses.	e fund's investors? of the reports prepared by alified opinions? s O No O Report Not Yet R check "Report Not Yet Rece the report is available. the private fund use one or answer to question 24.(a) is	the auditing firm for the <i>private</i> Received <i>vived," you must promptly file ar</i> more prime brokers? s "yes," respond to questions (b)	fund since your last annual updating amendment	( conta espons Y ( vate fi	es
(h) e B (a)	privat Do all unqua If you when roker Does If the uses.	e fund's investors? of the reports prepared by alified opinions? s O No O Report Not Yet R check "Report Not Yet Rece the report is available. the private fund use one or answer to question 24.(a) is If the private fund uses more	the auditing firm for the <i>private</i> Received <i>vived," you must promptly file ar</i> more prime brokers? s "yes," respond to questions (b)	fund since your last annual updating amendment n amendment to your Form ADV to update your re ) through (e) below for each prime broker the pri ust complete questions (b) through (e) separatel	( conta espons Y ( vate fi	es
(h) e B (a)	privat Do all unqua If you when roker Does If the uses.	e fund's investors? of the reports prepared by alified opinions? s O No O Report Not Yet R check "Report Not Yet Rece the report is available. the private fund use one or answer to question 24.(a) is If the private fund uses more	the auditing firm for the <i>private</i> Received <i>vived," you must promptly file ar</i> more prime brokers? s "yes," respond to questions (b) re than one prime broker, you m	fund since your last annual updating amendment n amendment to your Form ADV to update your re ) through (e) below for each prime broker the pri ust complete questions (b) through (e) separatel	( conta espons Y ( vate fi	• • • • • • •
(h) e B (a)	privat Do all unqua If you when <b>roker</b> Does If the uses. prime	e fund's investors? of the reports prepared by alified opinions? s O No O Report Not Yet R check "Report Not Yet Rece the report is available. the private fund use one or answer to question 24.(a) is If the private fund uses more	the auditing firm for the <i>private</i> Received <i>vived," you must promptly file ar</i> more prime brokers? s "yes," respond to questions (b) re than one prime broker, you m	fund since your last annual updating amendment n amendment to your Form ADV to update your re ) through (e) below for each prime broker the pri ust complete questions (b) through (e) separatel	conta espons Y vate fi y for e	es ound

Additional Custodian Information : 1 Record(s) Filed.

Л			IARD - All Sections	User Marrie. Ins	scioruno, Orgid. 1	52606]		
use			es," respond to question nan one custodian, you					
(b)	) Legal name of co THE BANK OF N		Ν					
(c)	) Primary busines: THE BANK OF N							
(d)	) The location of t	ne custodian's of	fice responsible for <i>cu</i>	<i>stody</i> of the <i>pr</i>	rivate fund's asse	ts (city, state an	d country):	
	City:		State:		Country:			
	PITTSBURGH		Pennsylvania		United States		Ve	
(e)	) Is the custodian	a related person	of your firm?				Ye	5 N
(f)	If the custodian	is a broker-deale	er, provide its SEC regi	stration number	ar (if any):			
(1)	-		i, provide its see regi					
	CRD Number (if	any):						
(g)	) If the custodian legal entity ident		lealer, or is a broker-de	ealer but does	not have an SEC	registration num	nber, provic	le it
	HPFHU00Q28E4							
trate							Y	'es
Does	s the <i>private fund</i> u		ator other than your fi		(f) below. If the r	nrivate fund uses		o
Does If the	s the <i>private fund</i> to e answer to questi	on 26.(a) is "yes	ator other than your fi ," respond to question tions (b) through (f) so	s (b) through (	•••••••			o
Does If the admi	the <i>private fund</i> to e answer to questi inistrator, you mus	on 26.(a) is "yes t complete quest	," respond to question	s (b) through ( eparately for ea	•••••••			o
Does If the admi <b>Add</b> If t	the <i>private fund</i> of e answer to questi inistrator, you mus <b>litional Administ</b> the answer to quest e administrator, you Name of administ	on 26.(a) is "yes, t complete quest <b>rator Informati</b> stion 26.(a) is "ye u must complete trator:	," respond to question tions (b) through (f) so ton : 1 Record(s) File es," respond to questions e questions (b) throug	s (b) through ( eparately for e ed. ons (b) through	ach administrator	r. e <i>private fund</i> us	s more than	⊙ on
Does If the admi <b>Add</b> If t	s the <i>private fund</i> of e answer to questi inistrator, you mus litional Administ the answer to quest e administrator, yo	on 26.(a) is "yes, t complete quest <b>rator Informati</b> stion 26.(a) is "ye u must complete trator:	," respond to question tions (b) through (f) so ton : 1 Record(s) File es," respond to questions e questions (b) throug	s (b) through ( eparately for e ed. ons (b) through	ach administrator	r. e <i>private fund</i> us	s more than	on
Does If the admi Add If t on (b)	the <i>private fund</i> of e answer to questi inistrator, you mus <b>litional Administ</b> the answer to quest e administrator, you Name of administ	on 26.(a) is "yes, t complete quest rator Informati stion 26.(a) is "ye u must complete trator: W YORK MELLO	," respond to question tions (b) through (f) so ton : 1 Record(s) File es," respond to questions e questions (b) through N	s (b) through ( eparately for ea ed. ons (b) throug h (f) separatel	ach administrator	r. e <i>private fund</i> us	s more than	⊙ on
Does If the admi Add If t on (b)	the <i>private fund</i> to e answer to questi inistrator, you mus <b>litional Administ</b> the answer to quest e administrator, you Name of administ THE BANK OF NE Location of admi City:	on 26.(a) is "yes, t complete quest <b>rator Informati</b> stion 26.(a) is "ye u must complete trator: EW YORK MELLOI nistrator (city, st State:	," respond to question tions (b) through (f) so ton : 1 Record(s) File es," respond to question e questions (b) through N	s (b) through ( eparately for ea ed. ons (b) throug h (f) separatel	h (f) below. If the y for each admini	r. e <i>private fund</i> us	s more than	⊙ on
Does If the admi Add If t on (b)	the <i>private fund</i> to e answer to questi inistrator, you mus <b>litional Administ</b> the answer to quest e administrator, you Name of administ THE BANK OF NE Location of admi	on 26.(a) is "yes, t complete quest <b>rator Informati</b> stion 26.(a) is "ye u must complete trator: EW YORK MELLOI nistrator (city, st State:	," respond to question tions (b) through (f) so ton : 1 Record(s) File es," respond to question e questions (b) through N	s (b) through ( eparately for ea ed. ons (b) throug h (f) separatel	ach administrator	r. e <i>private fund</i> us	s more than	an
Does If the admi Add If t on (b) (c)	the <i>private fund</i> to e answer to questi inistrator, you mus <b>litional Administ</b> the answer to quest e administrator, you Name of administ THE BANK OF NE Location of admi City:	on 26.(a) is "yes, t complete quest rator Informati stion 26.(a) is "ye u must complete trator: W YORK MELLOI nistrator (city, st State: Massa	," respond to question tions (b) through (f) so ton : 1 Record(s) File es," respond to question e questions (b) through N tate and country):	s (b) through ( eparately for ea ed. ons (b) throug h (f) separatel	h (f) below. If the y for each admini	r. e <i>private fund</i> us	es more than	an
Does If the admi If t on (b) (c) (d)	s the <i>private fund</i> of e answer to questi inistrator, you mus litional Administr the answer to quest e administrator, you ) Name of administr THE BANK OF NE ) Location of administration City: EVERETT ) Is the administration	on 26.(a) is "yes t complete quest rator Informati stion 26.(a) is "ye u must complete trator: EW YORK MELLOI nistrator (city, st State: Massa ator a <i>related per</i>	," respond to question tions (b) through (f) so ton : 1 Record(s) File es," respond to question e questions (b) through N tate and country):	s (b) through ( eparately for ea ed. ons (b) through h (f) separatel	h (f) below. If the y for each admini Country: United States	r. e <i>private fund</i> us istrator.	es more than	on on
Does If the admi If t on (b) (c) (d)	s the <i>private fund</i> of e answer to questi inistrator, you mus litional Administr the answer to quest e administrator, you ) Name of administrator, you ) Name of administrator, you ) Location of administration (City: EVERETT ) Is the administration ) Does the administration	on 26.(a) is "yes, t complete quest <b>rator Informati</b> stion 26.(a) is "ye u must complete trator: W YORK MELLOI nistrator (city, st State: Massa ator a <i>related per</i> strator prepare a	," respond to question tions (b) through (f) so ton : 1 Record(s) File es," respond to question e questions (b) through N tate and country): cachusetts rson of your firm?	s (b) through ( eparately for ea ed. ons (b) throug h (f) separately	h (f) below. If the y for each admini Country: United States	r. e <i>private fund</i> us istrator. <i>und's</i> investors?	es more than tes more th Yes Ĉ	or an

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

 $\odot$ 

	rivate fund		Private fund identification number
DOUBLELIN	E MORTGAGE OPPORTUNIT	IES (CAYMAN) LP	805-3830256387
	E MORTGAGE OPPORTUNITI		805-6623121392
	E MORTGAGE OPPORTUNITI		805-4939468755
			Yes
c) Is this a	"feeder fund" in a master-f	eeder arrangement?	o
d) If yes, w	hat is the name and private	e fund identification number (if	any) of the master fund in which this private fund invest
Name of	private fund:		
	fund identification number:		
(include	the "805-" prefix also)		
		r each master-feeder arrangen rrangement 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
	Feeder Fund Informatior		
7 If you	are filing a single Schedule (	D. Section 7 B (1) for a master	-feeder arrangement according to the instructions to this
		eder funds answer the following	
(a)	Name of the <i>private fund</i> :	-	
	•	OPPORTUNITIES (CAYMAN) LP	
(b)	Private fund identification	number:	
	(include the "805-" prefix a	also)	
	805-3830256387		
	Under the laws of what sta		nd organized:
(c)		ate or country is the <i>private fur</i>	
(c)	State:	Country:	
(c)	State:		
		Country: Cayman Islands	
	Name(s) of General Partne	Country: Cayman Islands er, Manager, Trustee or Director	rs (or <i>persons</i> serving in a similar capacity):
	Name(s) of General Partne	Country: Cayman Islands er, Manager, Trustee or Director er, Manager, Trustee or Dire	rs (or <i>persons</i> serving in a similar capacity):
	Name(s) of General Partne	Country: Cayman Islands er, Manager, Trustee or Director er, Manager, Trustee or Dire	rs (or <i>persons</i> serving in a similar capacity):
(d) (1)	Name(s) of General Partne Name of General Partne DOUBLELINE MORTGAGE	Country: Cayman Islands er, Manager, Trustee or Director er, Manager, Trustee or Dire OPPORTUNITIES GP LLC	rs (or <i>persons</i> serving in a similar capacity):
(d) (1)	Name(s) of General Partne Name of General Partne DOUBLELINE MORTGAGE If filing an <i>umbrella registi</i>	Country: Cayman Islands er, Manager, Trustee or Director <b>er, Manager, Trustee or Dire</b> OPPORTUNITIES GP LLC ration, identify the filing advise	rs (or <i>persons</i> serving in a similar capacity): ector
(d) (1) (d) (2)	Name(s) of General Partner <b>Name of General Partner</b> DOUBLELINE MORTGAGE If filing an <i>umbrella registr</i> this <i>private fund</i> :	Country: Cayman Islands er, Manager, Trustee or Director <b>er, Manager, Trustee or Dire</b> OPPORTUNITIES GP LLC <i>ration</i> , identify the <i>filing advise</i> No Inform	rs (or <i>persons</i> serving in a similar capacity): actor er and/or <i>relying adviser(s)</i> that sponsor(s) or manage(s) mation Filed
(d) (1)	Name(s) of General Partner <b>Name of General Partner</b> DOUBLELINE MORTGAGE If filing an <i>umbrella registr</i> this <i>private fund</i> : The <i>private fund</i> (check all	Country: Cayman Islands er, Manager, Trustee or Director <b>er, Manager, Trustee or Dire</b> OPPORTUNITIES GP LLC <i>ration</i> , identify the <i>filing advise</i> No Inform	rs (or <i>persons</i> serving in a similar capacity): ector er and/or <i>relying adviser(s)</i> that sponsor(s) or manage(s) mation Filed t least one):
(d) (1) (d) (2)	Name(s) of General Partner Name of General Partner DOUBLELINE MORTGAGE If filing an <i>umbrella registr</i> this <i>private fund</i> : The <i>private fund</i> (check all (1) qualifies for the ex	Country: Cayman Islands er, Manager, Trustee or Director <b>er, Manager, Trustee or Dire</b> OPPORTUNITIES GP LLC <i>ration</i> , identify the <i>filing advise</i> No Inform I that apply; you must check at cclusion from the definition of ir	rs (or <i>persons</i> serving in a similar capacity): actor er and/or <i>relying adviser(s)</i> that sponsor(s) or manage(s) mation Filed
(d) (1) (d) (2)	Name(s) of General Partner Name of General Partner DOUBLELINE MORTGAGE If filing an <i>umbrella registi</i> this <i>private fund</i> : The <i>private fund</i> (check all (1) qualifies for the ex Investment Company Act of	Country: Cayman Islands er, Manager, Trustee or Director er, Manager, Trustee or Director OPPORTUNITIES GP LLC ration, identify the filing advise No Inform I that apply; you must check at colusion from the definition of ir of 1940	rs (or <i>persons</i> serving in a similar capacity): ector er and/or <i>relying adviser(s)</i> that sponsor(s) or manage(s) mation Filed t least one):
(d) (1) (d) (2)	Name(s) of General Partner Name of General Partner DOUBLELINE MORTGAGE If filing an <i>umbrella registi</i> this <i>private fund</i> : The <i>private fund</i> (check all (1) qualifies for the ex Investment Company Act of	Country: Cayman Islands er, Manager, Trustee or Director er, Manager, Trustee or Director OPPORTUNITIES GP LLC ration, identify the filing advise No Inform I that apply; you must check at colusion from the definition of ir of 1940 colusion from the definition of ir	es (or <i>persons</i> serving in a similar capacity): ector er and/or <i>relying adviser(s)</i> that sponsor(s) or manage(s) mation Filed t least one): nvestment company under section 3(c)(1) of the
(d) (1) (d) (2) (e)	Name(s) of General Partner Name of General Partner DOUBLELINE MORTGAGE If filing an <i>umbrella registr</i> 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	Country: Cayman Islands er, Manager, Trustee or Director er, Manager, Trustee or Director OPPORTUNITIES GP LLC ration, identify the filing advise No Inform I that apply; you must check at colusion from the definition of ir of 1940 colusion from the definition of ir of 1940	ector er and/or <i>relying adviser(s)</i> that sponsor(s) or manage(s) mation Filed t least one): nvestment company under section 3(c)(1) of the nvestment company under section 3(c)(7) of the
(d) (1) (d) (2)	Name(s) of General Partner Name of General Partner DOUBLELINE MORTGAGE If filing an <i>umbrella registre</i> this <i>private fund</i> : The <i>private fund</i> (check all (1) qualifies for the ext Investment Company Act of (2) qualifies for the ext Investment Company Act of	Country: Cayman Islands er, Manager, Trustee or Director er, Manager, Trustee or Director OPPORTUNITIES GP LLC ration, identify the filing advise No Inform I that apply; you must check at colusion from the definition of ir of 1940 colusion from the definition of ir of 1940	es (or <i>persons</i> serving in a similar capacity): ector er and/or <i>relying adviser(s)</i> that sponsor(s) or manage(s) mation Filed t least one): nvestment company under section 3(c)(1) of the

(a)	7.B.(1), for each of the feeder funds answer the following questions:
·~/	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
	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 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 <i>foreign financial regulatory authority</i> with which the <i>private func</i> 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:
	(1), for each of the recear funds answer the following questions:
Section	Name of the <i>private fund</i> :
Section	
Section (a)	Name of the <i>private fund</i> : DOUBLELINE MORTGAGE OPPORTUNITIES LP <i>Private fund</i> identification number:
Section (a)	Name of the <i>private fund</i> : DOUBLELINE MORTGAGE OPPORTUNITIES LP
Section (a) (b)	Name of the <i>private fund</i> : DOUBLELINE MORTGAGE OPPORTUNITIES LP <i>Private fund</i> identification number: (include the "805-" prefix also) 805-4939468755
Section (a) (b)	Name of the <i>private fund</i> : DOUBLELINE MORTGAGE OPPORTUNITIES LP <i>Private fund</i> identification number: (include the "805-" prefix also) 805-4939468755 Under the laws of what state or country is the <i>private fund</i> organized:
Section (a) (b)	Name of the <i>private fund</i> : DOUBLELINE MORTGAGE OPPORTUNITIES LP <i>Private fund</i> identification number: (include the "805-" prefix also) 805-4939468755 Under the laws of what state or country is the <i>private fund</i> organized:
Section (a) (b) (c)	Name of the <i>private fund</i> : DOUBLELINE MORTGAGE OPPORTUNITIES LP Private fund identification number: (include the "805-" prefix also) 805-4939468755 Under the laws of what state or country is the <i>private fund</i> organized: State: Country:

(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

 $\circ$ 

- 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*:
 \$ 371,991,646

# <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:

	00	/o		
			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	0
16	. W 29	hat is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : %		
Yo	ur /	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 fo</i> the answer to question 17.(a) is "no," leave this question blank.	und. 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 fund</i> ?	o	$\odot$
	(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>pr</i> fund. If the answer to question 18.(a) is "no," leave this question blank.	ivate	
		No Information Filed		
			Yes	No
19	. Ar	e your <i>clients</i> solicited to invest in the <i>private fund</i> ?	$\odot$	$\circ$
	N	OTE: For purposes of this question, do not consider feeder funds of the private fund.		
20	. Ap	pproximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? %		
D				
Pr	ivat	e Offering	Yes	No
21		as the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities at of 1933?	©	0
22	. If	yes, provide the <i>private fund's</i> Form D file number (if any):		
	F	orm D file number		
	0	21-291719		
B. 5	SER	/ICE PROVIDERS		
Au	dite	<u>ors</u>		
			Yes	No
23	. (a	) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	$\odot$	$\circ$
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	$\odot$	$\circ$
		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 thar	ı
		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 auditi	ng firm's office responsible 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 <i>in</i>	dependent public accountant?		$\odot$	0
	(e) Is the auditing firm regis	tered with the Public Company Acco	ounting Oversight Board?	o	0
	If yes, Public Company A 238	ccounting Oversight Board-Assigne	d Number:		
	(f) If "yes" to (e) above, is t Oversight Board in accor		inspection by the Public Company Accounting	©	0
I	1			N.	
		inancial statements for the most re	cently completed fiscal year distributed to the	e G	es N Di (
	p <i>rivate fund's</i> investors? Do all of the reports prepared h	y the auditing firm for the <i>private t</i>	fund since your last annual updating amendmen	t conta	in
• •	unqualified opinions?	y the duality min for the private r		conta	
	⊙ Yes ○ No ○ Report Not Ye	t Received			
			amendment to your Form ADV to update your r	espons	е
rime Bı	oker				
	<u></u>			Ye	es N
4. (a)	Does the <i>private fund</i> use one o	or more prime brokers?		r	
			through (e) below for each prime broker the prast complete questions (b) through (e) separately		
		No Informati	on Filed		
ustodia	1 <u>n</u>			V.	
5 (a)	Does the <i>private fund</i> use any o	sustodians (including the prime bro	kers listed above) to hold some or all of its asse		es N
			through (g) below for each custodian the <i>privat</i>	6	
			ete questions (b) through (g) separately for eac		
	Additional Custodian Inform	nation : 1 Record(s) Filed.			
	· ·		b) through g) below for each custodian the <i>priva</i>		
	custodian.			, cu	
	(b) Legal name of custodian THE BANK OF NEW YORK				
	(c) Primary business name of THE BANK OF NEW YORK				
	(d) The location of the custo	dian's office responsible for <i>custod</i> y	v of the private fund's assets (city, state and could be added as a state of the private fund's assets (city, state and could be added as a state of the private fund is a state of the	untry):	

12:26 PM			IARD - All Sections [Us	er Name: msciortino, OrgID: 152606]	
		City:	State:	Country:	
		PITTSBURGH	Pennsylvania	United States	
					Yes No
	(e)	Is the custodian a	related person of your firm?		00
	(f)	If the custodian is	a broker-dealer, provide its SEC registra	ition number (if any):	
		- CRD Number (if a	ny):		
	(g)	If the custodian is <i>legal entity identi</i> HPFHU0OQ28E4N	fier (if any)	er but does not have an SEC registration nu	mber, provide its
\dministr	ato	r			Yes No
6. (a) D	oes	the <i>private fund</i> us	se an administrator other than your firm?		• •
		-	n 26.(a) is "yes," respond to questions (t complete questions (b) through (f) sepa	b) through (f) below. If the <i>private fund</i> use rately for each administrator.	es more than one
A	\ddi	tional Administra	ator Information : 1 Record(s) Filed.		
	one		ı must complete questions (b) through (f rator:	(b) through (f) below. If the <i>private fund</i> u ) separately for each administrator.	ises more than
	(c)	Location of admin	istrator (city, state and country):		
		City:	State:	Country:	
		EVERETT	Massachusetts	United States	
					Yes No
	(d)	Is the administrat	or a related person of your firm?		○ ⊙
	(e)	Does the administ	rator prepare and send investor account	statements to the <i>private fund's</i> investors?	?
		• Yes (provided t investors)	o all investors) $^{igodoldoldoldoldoldoldoldoldoldoldoldoldol$	ne but not all investors) $igic O$ No (provided to	no
	(f)		estors? If investor account statements ar	nds the investor account statements to the enot sent to the (rest of the) private fund?	
admin 100% Includ obtain	istra e or ing	ator, that is not you nly those assets wh any relevant quote	ur <i>related person</i> ? Here (i) such <i>person</i> carried out the valua Hers, and (ii) the valuation used for purpose	sets (by value) was valued by a <i>person</i> , suc tion procedure established for that asset, if es of investor subscriptions, redemptions or	f any, including
fee cal		ations (including al	locations) was the valuation determined	эу such <i>person</i> .	
<u></u>	-				Yes No

DUBLELINE OPPORTUNISTIC CMBS/CRE FUND, L.P         (b) Private fund identification number: (include the "805-" prefix also) 805-1626651036         Under the laws of what state or country is the private fund organized: State: Delaware         State: Delaware         (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         (b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.         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 A of 1940         ✓       (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company A 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 If         (a) Is this a "master fund" in a master-feeder arrangement? No Information Filed	.8.	3. (a) Does the <i>private fund</i> use the services of someone other than you or you You must answer "yes" whether the <i>person</i> acts as a placement agent, co	onsultant, finder, introducer, municipal advisor or
PRIVATE FUND         formation About the Private Fund         (a) Name of the private fund: DOUBLELINE OPPORTUNISTIC CMSS/CRE FUND, L.P         (b) Private fund identification number: (include the "805" priorit also) 805-1626651036         Under the laws of what state or country is the private fund organized: State: Country: Delaware         States:         (a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):         Name(s) of General Partner, Manager, Trustee, or Director         DOUBLELINE CMSS FUND GP LLC         (b) If filing an unbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.         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 A 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         (a) Is this a "master fund" in a master-feeder arrangement?       C or No Information Filed         (c) Is this a "tecker fund" in a master-feeder arrangement?       C or No Information Filed         (c) Is this a "tecker fund" in a master-feeder arrangement?       C or No Information Filed         (c) Is this a "tecker fund" in a master-feeder arrangement?       C or No Information Filed <th></th> <th>such marketer the private fund uses. If the private fund uses more than</th> <th></th>		such marketer the private fund uses. If the private fund uses more than	
formation About the Private Fund:         (a) Name of the private fund:         DOUBLELINE OPPORTUNISTIC CMBS/CRE FUND, L.P         (b) Private fund identification number:         (include the "805-" prefix also)         805-1626651036         Under the laws of what state or country is the private fund organized:         State:       Country:         Delaware       United States         (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         (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         The private fund (check all that apply; you must check at least one):         (c) (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company A of 1940         Via (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company A 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 F         (a) Is this a "master fund" in a master-feeder arrangement?       C         No Information Filed       Yes F <th></th> <th>No Information Filed</th> <th>d</th>		No Information Filed	d
formation About the Private Fund:         (a) Name of the private fund:         DOUBLELINE OPPORTUNISTIC CMBS/CRE FUND, L.P         (b) Private fund identification number:         (include the "805-" prefix also)         805-1626651036         Under the laws of what state or country is the private fund organized:         State:       Country:         Delaware       United States         (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         (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         The private fund (check all that apply; you must check at least one):         (c) (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company A of 1940         Via (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company A 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 F         (a) Is this a "master fund" in a master-feeder arrangement?       C         No Information Filed       Yes F <th></th> <th></th> <th></th>			
<ul> <li>(a) Name of the private fund: DOUBLELINE OPPORTUNISTIC CMBS/CRE FUND, L.P</li> <li>(b) Private fund identification number: (include the "805-" prefix also) 805-1626651036</li> <li>Under the laws of what state or country is the private fund organized: State: Delaware United States</li> <li>(a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity): Name 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</li> <li>(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</li> <li>The private fund (check all that apply; you must check at least one): G (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company A of 1940</li> <li>(c) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company A of 1940</li> <li>List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. No Information Filed</li> <li>(a) Is this a "master fund" in a master-feeder arrangement? C (1)</li> <li>(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</li> <li>Yes I (c) Is this a "feeder fund" in a master-feeder arrangement?</li> <li>(c) Is this a "feeder fund" in a master-feeder arrangement?</li> <li>(c) Is this a "feeder fund" in a master-feeder arrangement?</li> <li>(c) Is this a "feeder fund" in a master-feeder arrangement?</li> <li>(c) Is this a "feeder fund" in a master-feeder arrangement?</li> <li>(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:</li> </ul>	PF	PRIVATE FUND	
DOUBLELINE OPPORTUNISTIC CMBS/CRE FUND, L.P         (b) Private fund identification number: (include the *805-* prefix also) a805-1626651036         Under the laws of what state or country is the private fund organized: State:         State:       Country: Delaware         Under the laws of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):         Name (s) of General Partner, Manager, Trustee, or Directors         DOUBLELINE CMBS FUND GP LLC         (b) If filing an umbrel/a registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.         (c) 1 qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company A of 1940         I (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company A 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         (a) Is this a "master fund" in a master-feeder arrangement?       (c) in (c) is this a "feeder fund" in a master-feeder arrangement?         (c) Is this a "feeder fund" in a master-feeder arrangement?       (c) if (c) is this a "feeder fund" in a master-feeder arrangement?         (c) Is this a "feeder fund" in a master-feeder arrangement?       (c) if (d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund investa? Name of private fund:	fo	formation About the <i>Private Fund</i>	
(b)       Private fund identification number: (include the "805" prefix also) 805-1626651036         Under the laws of what state or country is the private fund organized: State: Delaware       Country: United States         (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         (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)       It 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)       It 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)       It optimizes for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company A of 1940         List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.         (a)       It s this a "master fund" in a master-feeder arrangement?       (c)         (b)       If yes, what is the name and			
(include the "805-" prefix also)         805-1626651036         Under the laws of what state or country is the private fund organized:         State:       Country:         Delaware       United States         (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         (b) If fling an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.         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 A of 1940         If (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company A of 1940         Is the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.         No Information Filed         Yes I         (a) Is this a "master fund" in a master-feeder arrangement?       C         (b) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?         No Information Filed       Yes I         (c) Is this a "feeder fund" in a master-feeder arrangement?       C         (d) If yes, what is the name and private fund identification number			
Under the laws of what state or country is the private fund organized:         State:       Country:         Delaware       United States         (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         (b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.         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 A of 1940         IV       (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company A of 1940         IL List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.         (a) Is this a "master fund" in a master-feeder arrangement?       C         (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 I         (c) Is this a "feeder fund" in a master-feeder arrangement?       C         (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:       Pr			
State:       Country:         Delaware       United States         (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         DOUBLELINE CMBS FUND GP LLC         (b) If filing an umbrelia registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.         (b) If filing an umbrelia registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.         (b) If filing an umbrelia registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.         (b) If filing an umbrelia registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.         (c) If qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company A of 1940         (c) (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company A of 1940         (c) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.         No Information Filed         Yes I         (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?         (c) Is this a "feeder		805-1626651036	
Delaware       United States         (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         (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         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 A of 1940         Is (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company A 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 P         (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 P         (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? Name of private fund:		Under the laws of what state or country is the <i>private fund</i> organized:	
<ul> <li>(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity): </li> <li>Name of General Partner, Manager, Trustee, or Director DOUBLELINE CMBS FUND GP LLC (b) 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 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 Ar of 1940 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Ar of 1940 List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered. No Information Filed Yes N (a) Is this a "master fund" in a master-feeder arrangement? (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> investes? No Information Filed Yes N (c) Is this a "feeder fund" in a master-feeder arrangement? (c) Is this a "feeder fund" in a master-feeder arrangement? (c) Is this a "feeder fund" in a master-feeder arrangement? (c) Is this a "feeder fund" in a master-feeder arrangement? (c) Is this a "feeder fund" in a master-feeder arrangement? (c) Is this a "feeder fund" in a master-feeder arrangement? (c) Is this a "feeder fund" in a master-feeder arrangement? (c) 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> invests? Name of <i>private fund</i>: <i>Private fund</i> identification number:</li></ul>		State: Country:	
Name of General Partner, Manager, Trustee, or Director         DOUBLELINE CMBS FUND 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         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 Ar of 1940         Ist the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.         No Information Filed         (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 invests? Name of private fund identification number (if any) of the master fund in which this private fund invests? Name of private fund:         Private fund identification number:		Delaware United States	
DOUBLELINE CMBS FUND 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         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 Avoid 1940         ✓       (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Avoid 1940         ✓       (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Avoid 1940         ✓       (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Avoid 1940         ✓       (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Avoid 1940         ✓       (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Avoid 1940         ✓       (2) qualifies for the exclusion for the definition of investment company of the foreign financial regulatory authority with which the private fund is registered.          No Information Filed       Yes N         (a) Is this a "master fund" in a master-feeder arrangement?		(a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons se	erving in a similar capacity):
<ul> <li>(b) 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>.</li> <li>No Information Filed</li> <li>The <i>private fund</i> (check all that apply; you must check at least one): <ul> <li>(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company A of 1940</li> <li>(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company A of 1940</li> <li>(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company A of 1940</li> <li>(3) List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.</li> <li>No Information Filed</li> <li>Yes N</li> <li>(a) Is this a "master fund" in a master-feeder arrangement?</li> <li>(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>?</li> <li>(c) Is this a "feeder fund" in a master-feeder arrangement?</li> <li>(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> invests? Name of <i>private fund</i>:</li> <li><i>Private fund</i> identification number:</li> </ul></li></ul>		Name of General Partner, Manager, Trustee, or Director	
fund.       No Information Filed         Image: 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 Are of 1940         Image: Comparison of the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Are of 1940         Image: Comparison of the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Are of 1940         Image: Comparison of the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Are of 1940         Image: Comparison of the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Are of 1940         Image: Comparison of the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Are of 1940         Image: Comparison of the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Are of 1940         Image: Comparison of the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Are of Private fund identification number (if any) of the feeder funds investing in this private fund?         (c) Is this a "feeder fund" in a master-feeder arrangement?       Image: Comparison filed         (c) Is this a "feeder fund" in a master-feeder arrangement?       Image: Comparison filed         (d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund i		DOUBLELINE CMBS FUND GP LLC	
fund.       No Information Filed         Image: 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 Are of 1940         Image: Comparison of the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Are of 1940         Image: Comparison of the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Are of 1940         Image: Comparison of the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Are of 1940         Image: Comparison of the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Are of 1940         Image: Comparison of the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Are of 1940         Image: Comparison of the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Are of 1940         Image: Comparison of the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Are of Private fund identification number (if any) of the feeder funds investing in this private fund?         (c) Is this a "feeder fund" in a master-feeder arrangement?       Image: Comparison filed         (c) Is this a "feeder fund" in a master-feeder arrangement?       Image: Comparison filed         (d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund i			
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of 1940 List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered. No Information Filed Yes M (a) Is this a "master fund" in a master-feeder arrangement? (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 Yes M (c) Is this a "feeder fund" in a master-feeder arrangement? (c) Is this a "feeder fund" in a master-feeder arrangement? (c) Is this a "feeder fund" in a master-feeder arrangement? (c) Is this a "feeder fund" in a master-feeder arrangement? (c) Is this a "feeder fund" in a master-feeder arrangement? (c) Is this a "feeder fund" in a master-feeder arrangement? (c) Is this a "feeder fund" in a master-feeder arrangement? (c) Is this a "feeder fund" in a master-feeder arrangement? (c) 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> invests? Name of <i>private fund</i> : <i>Private fund</i> identification number:			
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Yes N (c) Is this a "feeder fund" in a master-feeder arrangement? (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> invests? Name of <i>private fund</i> : <i>Private fund</i> identification number:		(b) If yes, what is the name and <i>private fund</i> identification number (if any) o	
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<ul> <li>(c) Is this a "feeder fund" in a master-feeder arrangement?</li> <li>(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> invests? Name of <i>private fund</i>:</li> <li><i>Private fund</i> identification number:</li> </ul>			
<ul> <li>(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> invests?</li> <li>Name of <i>private fund</i>:</li> <li><i>Private fund</i> identification number:</li> </ul>		(c) Is this a "feeder fund" in a master-feeder arrangement?	
Name of <i>private fund</i> : <i>Private fund</i> identification number:			of the master fund in which this <i>private fund</i> invests?
		Private fund identification number:	

	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:	Secti	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 fun ts	
3.	(a) Is this <i>private fund</i> a "fund of funds"?	Yes	
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other printer the print of the second s	C ooled	œ
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	С
		Yes	N
).	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	•
0.	What type of fund is the <i>private fund</i> ?		
	$\odot$ hedge fund $\bigcirc$ liquidity fund $\bigcirc$ private equity fund $\bigcirc$ real estate fund $\bigcirc$ securitized asset fund $\bigcirc$ venture capital function of the private fund:	ind C	2
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	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> :		
11.			
	Current gross asset value of the private fund:		
<u>0w</u>	Current gross asset value of the <i>private fund</i> : \$ 53,246,719		
Dw	Current gross asset value of the <i>private fund</i> : \$ 53,246,719 mership Minimum investment commitment required of an investor in the <i>private fund</i> :	unt s	et
<u>Dw</u>	Current gross asset value of the <i>private fund</i> : \$ 53,246,719 <b>nership</b> Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 1,000,000 NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amo	unt s	et
<u>Dw</u> .2.	Current gross asset value of the <i>private fund</i> : \$ 53,246,719 mership Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 1,000,000 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). Approximate number of the <i>private fund's</i> beneficial owners:	unt s	et
<b>Dw</b> .2. .3.	Current gross asset value of the <i>private fund</i> : \$ 53,246,719  Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 1,000,000 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).  Approximate number of the <i>private fund's</i> beneficial owners: 105 What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :	unt s	et

# 11/6/24, 12:26 PM

Services  Ves  (a) Are you a subadviser to this private fund?  (b) If the answer to question 17.(a) is 'yes,'' provide the name and SEC file number, if any, of the adviser of the private fund. I the answer to question 17.(a) is 'no,'' leave this question blank.  No Information Filed  Ves  (a) Do any investment advisers (other than the investment advisers listed in Section 7.8.(1).A.3.(b)) advise the private  (nan?)  (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  (nan?)  (c) 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  (nan?)  (c) 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  (nd. 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  (nd. 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  (nd. If the answer to question 18.(a) is 'yes,'' provide the private fund?  (c) If the answer to question 28.(a) is 'no,'' leave this question blank.  No Information Filed Ves  Are your clients solicited to invest in the private fund?  (c) Approximately what percentage of your clients has invested in the private fund?  (c) Approximately what percentage of your clients has invested in the private fund?  (c) The private fund's form D file number (if any):  Form D file number  D11-226469  SERVICE PROVIDERS  Meditional Auditor Information 23.(a)(1) is 'yes,'' respond to questions (b) through (h) below. If the private fund uses more than one auditing firm.  (c) Name of the auditing firm: yes, means the questions (b) through (h) below. If the private fund uses more than one auditing firm: you must complete questions (b) through (h) below. If the private fund uses more than one auditing firm: you must complete questions (b) through (h) belo			
(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund.         No Information Filed       Yes         8. (a) Do any investment advisers (other than the investment advisers listed in Section 7.8.(1).A.3.(b)) advise the private fund.       Yes         8. (a) Do any investment advisers (other than the investment advisers listed in Section 7.8.(1).A.3.(b)) advise the private fund.       Yes         8. (a) Do any investment advisers (other than the investment advisers listed in Section 7.8.(1).A.3.(b)) advise the private fund.       Yes         9. Are your clients solicited to invest in the private fund?       Qe         9. Are your clients solicited to invest in the private fund?       Qe         9%       rivate fund?       Qe         9%       rivate fund?       Qe         9%       rivate fund?       Qe         9%       rivate fund?       Qe         1. Has the private fund sever relied on an exemption from registration of its securities under Regulation D of the Securities and the private fund?       Qe         2. If yes, provide the private fund's form D file number (if any):       Form D file number       Qi         [021-226649       Qi       Qi       Qi         SERVICE PROVIDERS       Qi       Qi (1) he enswer to question 23.(a)(1) is "yes," respond to questions (b) through (n) below. If the private fund uses more thar one auditing firm, you must complete qu		Yes	<b>s</b> 1
the answer to question 17.(a) is "no," leave this question blank.           No         Information Filed           Yes         Second 7.8(1).A.3.(b)) advise the private C fund?           (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 fund. If the answer to question 18.(a) is "no," leave this question blank.           (c) If the answer to question 18.(a) is "no," leave this question blank.         Yes           (c) Are your clients solicited to invest in the private fund?         C           0. Approximately what percentage of your clients has invested in the private fund?         C           0%         C         Yes           1. Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities c         C           Act of 13337         C         C           21. If yes, provide the private fund's form D file number (if any):         Form D file number         C           021-228649         C         C         C           SERVICE PROVIDERS         Yes         Yes         C           Additional Auditor Information 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm.         Additional Auditor Information 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm.         Additional Auditor Information 23.(a)(1) is "yes," respond to questions (b) through (h) belo	(a) Are you a subadviser to this <i>private fund</i> ?	0	
No Information Filed         Yes           8. (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund.         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 private fund. If the answer to question 18.(a) is "no," leave this question blank.         Yes           8. (a) Contrastion Filed         Yes         Yes           9. Are your clients solicited to invest in the private fund?         @           NOTE: For purposes of this question, do not consider feeder funds of the private fund?         @           0.0%         .         .           1. Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities act of 19337         .           2. If yes, provide the private fund's form D file number (if any):         .         .           Form D file number         .         .           021-228649         .         .           SERVICE PROVIDERS         .         .           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.         .           (a) (1) Are the private fund's financial statements subject to an annual audit?         .         . </td <td></td> <td>vate fund.</td> <td>If</td>		vate fund.	If
8. (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund? (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 fund. If the answer to question 18.(a) is "no," leave this question blank. No Information Filed Yes Are your clients solicited to invest in the private fund? NOTE: For purposes of this question, do not consider feeder funds of the private fund. 0. Approximately what percentage of your clients has invested in the private fund? 0% Truate Offering Yes 1. Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 19337 2. If yes, provide the private fund's form D file number (if any): Form D file number 021-228649 SERVICE PROVIDERS uditors 3. (a) (1) Are the private fund's financial statements subject to an annual audi? (c) 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 (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (h) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (h) below. If the private fund uses more than one auditing firm. PICEWATERHOUSE COOPERS (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country): City: State: Country:			
fund?         (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 fund. If the answer to question 18.(a) is "no," leave this question blank.         No Information Filed       Yes         9. Are your clients solicited to invest in the private fund?       ©         NOTE: For purposes of this question, do not consider feeder funds of the private fund?       ©         0%       ©         0%       C         0%       C         1. Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities       ©         1. Has the private fund's form D file number (if any):       [         Form D file number       [         021-228649       [         SERVICE PROVIDERS       [         uditors       (a) (1) Are the private fund's financial statements subject to an annual audit?       @         (a) (1) Are the private fund's financial statements subject to an annual audit?       [         (a) (1) Are the private fund's financial statements subject to an annual audit?       [         (b) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GARP?       [         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) throug		Yes	5
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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	o

# Yes No

Yes No

 $\circ \circ$ 

(g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the	$\odot$	C
	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

# <u>Custodian</u>

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

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

 (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

Voc	No
res	- IN C

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(	۲f)	If the custodian is a broker-dealer, provide its SEC registration number (	′if an∖	(۱
١			in any	, ,

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?

**@** .  $\circ$ 

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

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(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.

Nar	Name of Country/English Name of Foreign Financial Regulatory Authority	
Oth	her - CAYMAN ISLANDS MONETARY AUTHORITY	

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 private fund	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

11/6/24, 12:26 PM	IARD - All Sections [User Name: msciortino, OrgID: 152606]
(c)	Under the laws of what state or country is the private fund organized:
	State: Country:
	Cayman Islands
t) (b)	) 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
	ANDREW DEAN
	MARTIN LAUFER
(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 <i>private fund</i> (check all that apply; you must check at least one):
	$\square$ (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 <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.
	No Information Filed
	are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this on 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:
	(include the "805-" prefix also)
	805-5937394065
(c)	Under the laws of what state or country is the <i>private fund</i> organized:
	State: Country:
	Cayman Islands
(b)	) 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
	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 <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
	$\checkmark$ (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		
		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		
		$\overline{\mathbf{C}}$ (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		
				_
subst or pu	antially urposes	irposes 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.	fund	1"
			Yes	N
NOTE	: 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 oled	(
		pes the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	
			1.5 -	
Durin	ıg your l	ast fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the	Yes ©	r
		Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	e	1

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.

11. Current gross asset value of the *private fund*:

\$ 1,211,387,806

# <u>Ownership</u>

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:

#### 376

- 14. What is the approximate percentage of the *private fund* beneficially owned by you and your *related persons*:7%
- 15. (a) What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:6%
  - (b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the O 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*: 20%

# 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.	<i>ind</i> . 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>pr fund</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> ?	$\odot$	$\circ$
	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	<u>Offering</u>	Yes	No

Yes No

# 11/

		nd ever relied on an e	IARD - All Sections [Use exemption from registration of	, 5		ies (	•
22. I	f yes, provide the	<i>private fund's</i> Form [	D file number (if any):				
	Form D file num	ber					
	021-155196						
	021-171491						
	021-171493						
-	021-173001						
Ľ	521-175001						
. SER	VICE PROVIDERS	;					
Audit	ors					Y	es N
73 (	a) (1) Are the <i>nr</i>	ivate fund's financial (	statements subject to an annu	al audit?			
(			-				•
	(2) If the answ	ver to question 23.(a)	)(1) is "yes," are the financial	statements prepared in	n accordance with U.S. G	AAP?	•
			is "yes," respond to questions ete questions (b) through (f) so			s more th	nan
			: 1 Record(s) Filed.				
	If the answe	er to question 23.(a)(	1) is "yes," respond to question must complete questions (b)			ses	
	If the answer more than of (b) Name of	er to question 23.(a)(	1) is "yes," respond to questio must complete questions (b)			ses	
	If the answe more than o (b) Name o PRICEW	er to question 23.(a)( one auditing firm, you of the auditing firm: VATERHOUSE COOPER	1) is "yes," respond to questio must complete questions (b)	hrough (f) separately	for each auditing firm.	ses	
	If the answe more than o (b) Name o PRICEW	er to question 23.(a)( one auditing firm, you of the auditing firm: VATERHOUSE COOPER	1) is "yes," respond to questio n must complete questions (b)	hrough (f) separately	for each auditing firm.	ses	
	If the answer more than c (b) Name c PRICEW (c) The loca	er to question 23.(a)(: one auditing firm, you of the auditing firm: VATERHOUSE COOPER ation of the auditing fi	1) is "yes," respond to questio must complete questions (b) RS	hrough (f) separately <i>private fund's</i> audit (o	for each auditing firm. city, state and country):	ses	
	If the answer more than c (b) Name c PRICEW (c) The loca City:	er to question 23.(a)(: one auditing firm, you of the auditing firm: VATERHOUSE COOPER ation of the auditing fi	1) is "yes," respond to questio must complete questions (b) RS firm's office responsible for the State:	hrough (f) separately <i>private fund's</i> audit (c Country:	for each auditing firm. city, state and country):		No
	If the answer more than of (b) Name of PRICEW (c) The loca City: LOS AN	er to question 23.(a)( one auditing firm, you of the auditing firm: VATERHOUSE COOPER ation of the auditing fi IGELES	1) is "yes," respond to questio must complete questions (b) RS firm's office responsible for the State:	hrough (f) separately <i>private fund's</i> audit (c Country:	for each auditing firm. city, state and country):		No
	If the answer more than of (b) Name of PRICEW (c) The loca City: LOS AN (d) Is the a	er to question 23.(a)( one auditing firm, you of the auditing firm: VATERHOUSE COOPER ation of the auditing fi IGELES auditing firm an <i>indepe</i>	1) is "yes," respond to questio n must complete questions (b) RS firm's office responsible for the State: California	hrough (f) separately <i>private fund's</i> audit (o Country: United Stat	for each auditing firm. city, state and country): tes	Yes	
	If the answer more than of (b) Name of PRICEW (c) The loca City: LOS AN (d) Is the a (e) Is the a	er to question 23.(a)(: one auditing firm, you of the auditing firm: VATERHOUSE COOPER ation of the auditing fi IGELES auditing firm an <i>indepe</i> auditing firm registered	1) is "yes," respond to question must complete questions (b) RS Firm's office responsible for the State: California endent public accountant?	hrough (f) separately <i>private fund's</i> audit (o Country: United Stat ounting Oversight Boa	for each auditing firm. city, state and country): tes	Yes	0
	If the answer more than of (b) Name of PRICEW (c) The loca City: LOS AN (d) Is the a (e) Is the a If yes, I 238 (f) If "yes"	er to question 23.(a)(: one auditing firm, you of the auditing firm: VATERHOUSE COOPER ation of the auditing fi IGELES auditing firm an <i>indepe</i> auditing firm registered Public Company Accou	1) is "yes," respond to question must complete questions (b) RS Firm's office responsible for the State: California endent public accountant? ed with the Public Company Acc unting Oversight Board-Assigne	through (f) separately <i>private fund's</i> audit (o Country: United Stat ounting Oversight Boa d Number:	for each auditing firm. city, state and country): tes	Yes	0
	If the answer more than of (b) Name of PRICEW (c) The loca City: LOS AN (d) Is the a (e) Is the a If yes, I 238 (f) If "yes"	er to question 23.(a)( one auditing firm, you of the auditing firm: VATERHOUSE COOPER ation of the auditing fi IGELES auditing firm an <i>indepe</i> auditing firm registered Public Company Accou	1) is "yes," respond to question must complete questions (b) RS Firm's office responsible for the State: California endent public accountant? ed with the Public Company Acc unting Oversight Board-Assigne	through (f) separately <i>private fund's</i> audit (o Country: United Stat ounting Oversight Boa d Number:	for each auditing firm. city, state and country): tes	Yes ©	0

● Yes ○ No ○ Report Not Yet Received

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 <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 Infori				
	is "yes," respond to questions (b) th es more than one prime broker, you			
(b) Name of the prime broker: GOLDMAN SACHS & CO. LLC	2			
(c) If the prime broker is regist	ered with the SEC, its registration n	imber:		
8 - 129				
CRD Number (if any):				
361				
d) Location of prime broker's o	ffice used principally by the private	und (city, state and country):		
City:	State:	Country:		
SAN FRANCISCO	California	United States		
			Yes	N
(e) Does this prime broker act a	as custodian for some or all of the <i>pr</i>	ivate fund's assets?	o	1

# <u>Custodian</u>

# 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.

uses. custo (b) L	If the <i>private fund</i> uses dian.		) through g) below for each custodiar complete questions (b) through (g)	•
• •				,,
	egal name of custodian: FHE BANK OF NEW YORK			
. ,	Primary business name o THE BANK OF NEW YORK			
(d) T	The location of the custo	dian's office responsible for <i>custody</i>	of the <i>private fund's</i> assets (city, stat	te and country):
C	City:	State:	Country:	
F	PITTSBURGH	Pennsylvania	United States	
				Yes N
(e) I	s the custodian a <i>related</i>	<i>l person</i> of your firm?		00
(f) I	f the custodian is a brok	er-dealer, provide its SEC registratic	n number (if any):	
-				
C	CRD Number (if any):			

○

<ul> <li>(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)</li> <li>HPFHU0OQ28E4N0NFVK49</li> </ul>	
<u>Administrator</u> Yes I	No
26 (a) Deac the private fund use an administrator other than your firm?	0
If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> 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 <i>private fund</i> 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	
(c) Location of administrator (city, state and country): City: State: Country:	
EVERETTMassachusettsUnited States	
Yes No	
(d) Is the administrator a <i>related person</i> of your firm?	
(e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?	
• Yes (provided to all investors) <sup>C</sup> Some (provided to some but not all investors) <sup>C</sup> 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 <i>private fund's</i> assets (by value) was valued by a <i>person</i> , such as an administrator, that is not your <i>related person</i> ? 100%	
Include only those assets where (i) such <i>person</i> 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 <i>person</i> .	t
<u>Marketers</u> Yes I	٩o
28. (a) Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	$\odot$
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.	:h
No Information Filed	

/24,	12:26 PM	IARD - All Sections [User Name: msciortino, OrgID: 152606]
Α.	PRIVATE FUND	
Ir	formation About the Private Fund	
1	. (a) Name of the <i>private fund</i> :	
	DOUBLELINE SECURITIZED INCOME PO	RTFOLIO A SERIES OF DOUBLELINE INVESTMENT FUNDS LLC
	(b) <i>Private fund</i> identification number:	
	(include the "805-" prefix also) 805-5160061643	
	805-5160061645	
2	. Under the laws of what state or country is the	ne <i>private fund</i> organized:
	State:	Country:
	Delaware	United States
3		rustee, or Directors (or <i>persons</i> serving in a similar capacity):
	Name of General Partner, Manager, Tru GLOBAL TRUST COMPANY	stee, or Director
	GLODAL TRUST COMPANY	
	(b) If filing an <i>umbrella registration</i> , identify <i>fund</i> .	y the <i>filing adviser</i> and/or <i>relying adviser(s)</i> that sponsor(s) or manage(s) this <i>private</i>
		No Information Filed
	of 1940	definition of investment company under section $3(c)(1)$ of the Investment Company Act definition of investment company under section $3(c)(7)$ of the Investment Company Act
5	. List the name and country, in English, of eac	ch foreign financial regulatory authority with which the private fund is registered.
		No Information Filed
		Yes No
6	. (a) Is this a "master fund" in a master-feed	ler arrangement? O 💿
	(b) If yes, what is the name and <i>private fur</i>	nd identification number (if any) of the feeder funds investing in this private fund?
		No Information Filed
		Yes No
	(c) Is this a "feeder fund" in a master-feede	
	<ul> <li>(d) If yes, what is the name and private fur Name of private fund:</li> </ul>	nd identification number (if any) of the master fund in which this private fund invests?
	<i>Private fund</i> identification number: (include the "805-" prefix also)	
	NOTE: You must complete question 6 for each Section 7.B.(1) for the master-feeder arrang	ch master-feeder arrangement regardless of whether you are filing a single Schedule D, gement or reporting on the funds separately.
7	. If you are filing a single Schedule D, Section 7.B.(1), for each of the feeder funds answer	7.B.(1) for a master-feeder arrangement according to the instructions to this Section the following questions:

# 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 fu 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.	und	"
	Ye	es	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?	5	$\odot$
	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.	ed	
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
	Ye	es	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.)?	5	•
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 fund Other <i>private fund</i> : FIXED INCOME FUND	Θ	
	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:		
	\$ 1,021,710,945		
<u>0w</u>	<u>nership</u>		
12.	Minimum investment commitment required of an investor in the private fund:		
	\$ 10,000,000		

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: 20
- 14. What is the approximate percentage of the private fund beneficially owned by you and your related persons: 0%
- 15. (a) What is the approximate percentage of the *private fund* 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  $\odot$ 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: 1%

# Your Advisory Services

17. (a) Are you a subadviser to this *private fund*?

- Yes No
- 0  $\odot$ (b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17.(a) is "no," leave this question blank.

No Information Filed

		Y	'es	No
18.	(a) Do fui		0	$\odot$
		e answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the priva If the answer to question 18.(a) is "no," leave this question blank.	ate	
		No Information Filed		
		Y	'es	No
19.	Are yo	clients solicited to invest in the private fund?	$\odot$	$\circ$
	NOTE:	r purposes of this question, do not consider feeder funds of the private fund.		
20.	Approx 1%	ately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
<u>Priv</u>	vate Of	<u>ing</u>		
		Y	'es	No
21.	Has th Act of		0	0
22.	If yes,	ovide the <i>private fund's</i> Form D file number (if any):		
	Form	file number		
	021-3	382		
23.	(2	f the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	0 0	0 0
		e answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more t auditing firm, you must complete questions (b) through (f) separately for each auditing firm.	har	I
	A	itional Auditor Information : 1 Record(s) Filed.		
		the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses ore than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.		
		Name of the auditing firm:		
		PRICEWATERHOUSECOOPERS		
		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		
		Is the auditing firm an <i>independent public accountant</i> ?		_
			0	
		Is the auditing firm registered with the Public Company Accounting Oversight Board?	¢	,
		If yes, Public Company Accounting Oversight Board-Assigned Number: 238		
		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?	¢	,

#### 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

#### <u>Custodian</u>

## 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

(a)	To the	au ata dia n	~	rolated		~ f		£:	2
(e)	is the	custodian	a	relateu	person	01	your	111111	ſ

(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

		e an administrator other than your fi		o			
		26.(a) is "yes," respond to question complete questions (b) through (f) se	s (b) through (f) below. If the <i>private fund</i> uses eparately for each administrator.	more than one			
Additional Administrator Information : 1 Record(s) Filed.							
			ons (b) through (f) below. If the <i>private fund</i> use h (f) separately for each administrator.	es more than			
	(b) Name of administr NORTHEAST RETIF	ator: REMENT SERVICES					
	(c) Location of admini	strator (city, state and country):					
	City: WOBURN	State: Massachusetts	Country: United States				
				Yes No			
	(d) Is the administrate	or a <i>related person</i> of your firm?		00			
	(e) Does the administ	rator prepare and send investor acco	unt statements to the <i>private fund's</i> investors?				
	• Yes (provided to investors)	o all investors) $^{igodot}$ Some (provided to	some but not all investors) $^{m{O}}$ No (provided to n	0			
		stors? If investor account statements	o sends the investor account statements to the (rs are not sent to the (rest of the) <i>private fund's</i> i				
adm 100º Inclu obta	inistrator, that is not you % ude only those assets who ining any relevant quotes	r <i>related person</i> ? ere (i) such <i>person</i> carried out the va	assets (by value) was valued by a <i>person</i> , such aluation procedure established for that asset, if a poses of investor subscriptions, redemptions or d ed by such <i>person</i> .	iny, including			
arkete	ers						
	Deep the private fund up	a the complete of company other they		Yes			
	You must answer "yes" worker solicitor, or similar	whether the <i>person</i> acts as a placeme person. If the answer to question 28	n you or your <i>employees</i> for marketing purposes ant agent, consultant, finder, introducer, municipa .(a) is "yes," respond to questions (b) through (g	al advisor or g) below for ea			
	such marketer the <i>privat</i> through (g) separately fo	•	more than one marketer you must complete que	estions (b)			
		No Infor	mation Filed				

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.

Proprietary Interest in <i>Client</i> Transactions							
Α.	A. Do you or any related person:						
	(1)	1) buy securities for yourself from advisory <i>clients</i> , or sell securities you own to advisory <i>clients</i> (principal transactions)?					
	(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	o			
Sal	es In	iterest in <i>Client</i> Transactions					
В.	Doy	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	o			
	(2) recommend to advisory <i>clients</i> , or act as a purchaser representative for advisory <i>clients</i> with respect to, the purchase securities for which you or any <i>related person</i> serves as underwriter or general or managing partner?		$\odot$	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	estn	nent or Brokerage Discretion					
C.	Doy	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.	Doy	you or any related person recommend brokers or dealers to clients?	0	o			
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?	$\odot$	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	Θ			
	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 an n 8.H.) or received from (in answering Item 8.I.) any person in exchange for client referrals, including any bonus that is ba t in part, on the number or amount of client referrals.		-			

	2:26		IARD - All Sections [User Name: msciortino, OrgID: 152606]					
[tem	n 9 Ci	ustody						
			a <i>related person</i> has <i>custody</i> of <i>client</i> (other than <i>clients</i> that are investment companies re 940) assets and about your custodial practices.	egiste	ered			
Α.	(1)	Do you have custody of any ac	dvisory <i>clients</i> ':	Yes	s No			
		(a) cash or bank accounts?		$\odot$	0			
		(b) securities?		$oldsymbol{\circ}$	С			
	dedu advis	ict your advisory fees directly fi	with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you have custody solely because ( rom your clients' accounts, or (ii) a related person has custody of client assets in connectio ents, 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 cust	A.(1)(a) or (b), what is the approximate amount of <i>client</i> funds and securities and total ne tody:	umbe	r of			
		U.S. Dollar Amount	Total Number of <i>Clients</i>					
		(a) \$ 1,636,626,171	(b) 3					
	clien relat	ts' accounts, do not include the red person has custody of client	with the SEC and you have custody solely because you deduct your advisory fees directly f a 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 clients in your response to 9.A.(2). Instead, include that information in your response to Ite	If yo unt o	our f			
В.	(1)	In connection with advisory se advisory <i>clients</i> ':	rvices you provide to <i>clients</i> , do any of your <i>related persons</i> have <i>custody</i> of any of your	Yes	i Na			
		(a) cash or bank accounts?		$\odot$	C			
		(b) securities?		$\odot$	C			
	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 clients for which your related p	B.(1)(a) or (b), what is the approximate amount of <i>client</i> funds and securities and total nuppersons have <i>custody</i> :	umbe	r of			
		U.S. Dollar Amount	Total Number of <i>Clients</i>					
		(a) \$ 1,636,626,171	(b) 3					
C.	-	u or your <i>related persons</i> have k all the following that apply:	custody of client funds or securities in connection with advisory services you provide to cli	ents,				
	(1)	A qualified custodian(s) sends 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 account	tant conducts an annual surprise examination of client funds and securities.					
	(4) An <i>independent public accountant</i> prepares an internal control report with respect to custodial services when you or your <i>related persons</i> are qualified custodians for <i>client</i> funds and securities.							
	exan	nination or prepare an internal	or C.(4), list in Section 9.C. of Schedule D the accountants that are engaged to perform the control report. (If you checked Item 9.C.(2), you do not have to list auditor information in rovided this information with respect to the private funds you advise in Section 7.B.(1) of S	Secti	ion			
D.		ou or your <i>related person(s)</i> ac ients?	t as qualified custodians for your <i>clients</i> in connection with advisory services you provide	Yes	; N(			
	(1)	you act as a qualified custodia	n	0	G			

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		ehicle that you manag		nt engaged to perform a surprise examination ntrol report. You must complete a separate So	· •					
(1)	Name of the <i>independent pu</i> PRICEWATERHOUSE COOPER									
(2)	(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)	(3) Is the independent public accountant registered with the Public Company Accounting Oversight Board?									
	If "yes," Public Company Acc 238	counting Oversight Bo	ard-Assigned Number:							
	250									
(4)	If "yes" to (3) above, is the <i>i</i> Oversight Board in accordance		<i>countant</i> subject to regular i	nspection by the Public Company Accounting	$\odot$	0				
(5)	5) The <i>independent public accountant</i> is engaged to:									
	A. 🗹 audit a pooled investment vehicle									
	B. perform a surprise examination of <i>clients'</i> assets									
	C.  prepare an internal con	trol report								
(6)	Since your last annual updat pooled investment vehicle or	5	,	v the independent public accountant that audi ed opinions?	ted th	e				
	• Yes									
	O No									
	C Report Not Yet Received									
I	•	eceived", you must pi	romptly file an amendment t	o your Form ADV to update your response wh	nen th	е				
	ccountant's report is available									

## **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 re to Item 11.A.(2) to charges that are currently pending.	espon:	se
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)?	o	$\odot$
	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?	0	$\odot$
	(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 <i>advisory affiliate</i> , or <i>ordered</i> you or any <i>advisory affiliate</i> to cease and desist from any activity?	0	O
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 <i>found</i> you or any <i>advisory affiliate</i> to have been <i>involved</i> in a violation of <i>investment-related</i> regulations or statutes?	0	۲
	(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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IARD - All Sections [User Name: msciortino, OrgID: 152606]

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

(5)	ever denied, suspended, or revoked your or any advisory affiliate's registration or license, or otherwise prevented you or	0	$\odot$
	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:

	(1)	found you or any advisory affiliate to have made a false statement or omission?	0	$\odot$
	(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	0
	(3)	found you or any advisory affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0	$\odot$
	(4)	disciplined you or any <i>advisory affiliate</i> by expelling or suspending you or the <i>advisory affiliate</i> from membership, barring or suspending you or the <i>advisory affiliate</i> from association with other members, or otherwise restricting your or the <i>advisory affiliate</i> 's activities?	0	۲
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.		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 tem 11.C., 11.D., or 11.E.?	0	•
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?	$\circ$	$\circ$
<i>If</i> "	ves," you do not need to answer Items 12.B. and 12.C.		
в.	Do you:		
	<ul> <li>(1) control another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)</li> <li>(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?</li> </ul>	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?	o	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.
- 5. 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, enter "PR" if the owner is a public reporting compan	y under Sections 12 or 15(d) of the Exchange Act.
(c) Complete each column.	

FULL LEGAL NAME	DE/FE/I	[Title or Status	Date Title or	Ownership	Control	PR	CRD No. If None: S.S.
(Individuals: Last Name, First Name, Middle Name)			Status Acquired MM/YYYY	Code	Person		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	C	Y	N	5743631
DOUBLELINE CAPITAL GP LLC	DE	GENERAL PARTNER	12/2009	NA	Y	N	61-1609044
OAKTREE FUND GP II, L.P.	DE	LIMITED PARTNER	04/2010	В	N	N	26-0182212
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
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

### 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.
OAKTREE CAPITAL II, L.P.	DE	OAKTREE FUND GP II, L.P.	LIMITED PARTNER	05/2007	E	Y	N	26-0181886
OAKTREE CAPITAL GROUP HOLDINGS, L.P.	DE	OAKTREE CAPITAL II, L.P.	LIMITED PARTNER	05/2007	E	Y	N	95-4521152

### 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. DOUBLELINE DOES NOT RESTATE CERTAIN INDIVIDUALS ON SCHEDULE B SINCE THESE INDIVIDUALS ARE LISTED ON SCHEDULE A.

No Information Filed

DRP Pages		
CRIMINAL DISCLOSURE RE	PORTING PAGE (ADV)	
	No Information Filed	
REGULATORY ACTION DIS	LOSURE REPORTING PAGE (ADV)	
	No Information Filed	
CIVIL JUDICIAL ACTION D	SCLOSURE REPORTING PAGE (ADV)	
	No Information Filed	

Part 2		
Exemption from brochure d	elivery requirements for SEC-registered adviser	rs
SEC rules exempt SEC-register	red advisers from delivering a firm brochure to some	kinds of clients. If these exemptions excuse you from
delivering a brochure to all of y	your advisory clients, you do not have to prepare a b	rochure.
		Yes No
Are you exempt from delivering	g a brochure to all of your clients under these rules?	0 0
If no, complete the ADV Part 2	filina below.	
Amend, retire or file new broch	ures:	
Brochure ID	Brochure Name	Brochure Type(s)
294577	DOUBLELINE CAPITAL - FORM AD	V PART Other institutional, Private funds or pools,
	2A	Selection of Other Advisers/Solicitors,
		Individuals, High net worth individuals, Pension
		plans/profit sharing plans, Pension consulting,
		Foundations/charities, Government/municipal

CRS	Type(s)	Affiliate Info	Retire	
<u></u> 人	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 11/06/2024 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 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.

### 11/6/24, 12:26 PM

#### 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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