DoubleLine Opportunistic Credit Fund
Form N-CSR
December 02, 2014
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As filed with the Securities and Exchange Commission on December 2, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED

MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-22592

DoubleLine Opportunistic Credit Fund

(Exact name of registrant as specified in charter)

333 South Grand Avenue, Suite 1800

Los Angeles, CA 90071

(Address of principal executive offices) (Zip code)

Ronald R. Redell

President and Chief Executive Officer

c/o DoubleLine Capital LP

333 South Grand Avenue, Suite 1800

Los Angeles, CA 90071

(Name and address of agent for service)

(213) 633-8200

Registrant s telephone number, including area code

Date of fiscal year end: September 30

Date of reporting period: September 30, 2014

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Item 1. Reports to Stockholders.

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Annual Report

September 30, 2014

DoubleLine Opportunistic Credit Fund

NYSE: **DBL**

DoubleLine Capital LP

333 S. Grand Avenue

18th Floor

Los Angeles, California
90071

doubleline.com

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Chairman s Letter

Dear Shareholder,

On behalf of the team at DoubleLine, I am pleased to deliver the Annual Report for the DoubleLine Opportunistic Credit Fund (NYSE: DBL, the Fund) for the twelve-month period ending September 30, 2014. On the following pages, you will find specific information regarding the Fund s operations and holdings. In addition, we discuss the Fund s investment performance and the main drivers of that performance during the reporting period.

If you have any questions regarding the Fund, please don t hesitate to call us at 877-DLine11 (877-354-6311), or visit our website www.doublelinefunds.com to hear our investment management team offer deeper insights and analysis on relevant capital market activity impacting investors today. We value the trust that you have placed with us, and we will continue to strive to offer thoughtful investment solutions to our shareholders.

Sincerely,

Ronald R. Redell, CFA

Chairman of the Board of Trustees

DoubleLine Opportunistic Credit Fund

November 1, 2014

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Financial Markets Highlights

Financial Markets Highlights:

· Agency Mortgage-Backed Securities (Agency MBS)

For the 12-month period ending September 30, 2014, the Barclays U.S. MBS Index had a return of 3.78%. The duration of the Index has come down from its peak back in December 2013 when its duration was at its historic high of 5.6 years. Over the trailing 12-month period, the U.S. Treasury (UST) curve flattened with the longer end of the curve declining, while the short end of the curve marginally increased. As a result, 30-year collateral outperformed 15-year collateral, with lower coupons outperforming higher coupons across both maturities due to their longer durations. Prepayment speeds have declined over the past year, though there was a modest pickup in prepayment speeds between the months of March and August due to housing seasonality. Gross issuance increased consecutively for 7 months from March through September, consistent with an increase in housing turnover for the same period; however, issuance remains low relative to previous years. Calendar year 2013 s gross issuance reached approximately $1.6 trillion, with this year only reaching slightly over $700 billion through September 30, 2014. Lower issuance on both a net and gross basis has been the result of less purchasing and refinancing activity over the recent year. Purchasing, measured by the Mortgage Bankers Association (MBA) Purchase Index, has declined over the trailing 12-month period; this has been a continuing trend since the most recent peak in purchases back in April 2013. Refinancing activity, measured by the MBA Refinance Index, has declined over the past year indicating prepayment burnout; this decline projects slower prepayment speeds for the remainder of the year.

· Non-Agency Mortgage-Backed Securities (Non-Agency MBS)

The non-Agency MBS market experienced some uneven trading volume over the 12-month period ending September 30, 2014. Volume was slow during the fourth quarter of 2013 and into the first quarter of 2014. Concerns of rising interest rates and the potential for bond fund redemptions weighed heavily upon fixed income markets. During this period, participation in the non-Agency MBS market remained strong and came from a broad buyer base. Primarily driven by supply technicals, but further assisted by improving fundamentals, non-Agency bonds continued to rally over the 12-month period. Total volume over the time period was $156 billion of current face value.

Despite constant headlines indicating increasing geo-political instability, both the technical and fundamental aspects of the non-Agency market continued to show improvement. The 30-year fixed mortgage rates were volatile over the period, ranging from a high of 4.57% and ending the period at 4.12%. Prepayment speeds picked up under this scenario, but more so for higher quality collateral than credit-hampered borrowers. Liquidation rates were generally flat, but subprime collateral saw a slight uptrend in liquidations towards the latter half of the period. Home prices, as evidenced by the S&P/Case Shiller 20-City Composite Home Price Index, were up 4.67% during the period. Over the period, loss severities have improved modestly and have been generally concentrated in the higher quality, larger balance collateral. Returns in the non-Agency space have continued to be strong despite macro-economic factors. Over the period, the ABX 2007-1 AAA, which we believe was a reasonable proxy for the subprime market, returned 38.3%. Cleaner collateral, such as fixed rate Alt-A and prime also performed well.

· Commercial Mortgage-Backed Securities (CMBS)

Over the 12-month period ending September 30, 2014, CMBS prices largely gained steady ground despite periods of intermittent volatility driven by concerns over future Fed interest rate hikes and geo-political instability. Following a sluggish start to 2014, prices and new issuance both rallied back with spreads hitting new post-recession lows in July before weakening slightly, while new issuance was carried by a strong September to surpass year-to-date (YTD) 2013 levels. During the period, the CMBS portion of the Barclays U.S. Aggregate Bond Index returned 3.3% versus 6.8% for investment grade corporate and 4.0% for the index as a whole. On the new issue front, non-Agency CMBS issuance was up 18% year-over-year for the 12-month period ending September 30, 2014, with $92 billion in new issuance in 118 deals compared to $78 billion in 98 deals from October 2012 through September 2013. Delinquency rates improved dramatically over the 12-month period as commercial real estate (CRE) fundamentals and the availability of financing continue to improve. The overall U.S. CMBS delinquency rate ended the third quarter at 6.0%, a 2.1% improvement year-over-year. Overall, delinquency rates have declined across all major property types for the period ending September 30, 2014.

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Management s Discussion of Fund Performance

Management Discussion of Fund Performance:

The DoubleLine Opportunistic Credit Fund, from both a market price and Net Asset Value (NAV) standpoint, outperformed the Barclays U.S. Aggregate Bond Index return of 3.96% over the 12-month period ending September 30, 2014. The UST curve flattened over the period with the longer end of the curve declining, intermediate rates increasing meaningfully and the shorter end only mildly increasing. The Agency RMBS portion of the portfolio led the outperformance benefiting from both strong price appreciation as well as robust interest income. As LIBOR (London Interbank Offered Rate) levels have remained low, inverse floating-rate and inverse interest-only bonds have added significant coupon returns to the Fund. Within the Non-Agency RMBS portion of the portfolio, Alt-A securities were the best performers benefiting from both price appreciation and stable interest income. However, other securities backed by other credit quality collateral, such as Prime and Subprime, also contributed healthy gains. The non-Agency RMBS sector generally tightened throughout most of the year buoyed by diminishing supply and continued strong demand. Collateralized Loan Obligations (CLOs), while only approximately 2% of the Fund, experienced some widening in prices towards the latter half of the period as heavy new issuance saturated the market. CMBS performed well despite heavy new issuance in the space. The Fund continued to employ leverage and had a levered weighted average duration of 7.59 years during the 12-month period ending September 30, 2014.

Period Ended 9-30-14	1-Year
Market Price Return	12.46%
Net Asset Value (NAV) Return	11.12%
Barclays U.S. Aggregate Bond Index	3.96%

For additional performance information, please refer to the **DoubleLine Opportunistic Credit Fund Standardized Performance Summary.**

Opinions expressed herein are as of September 30, 2014 and are subject to change at any time, are not guaranteed and should not be considered investment advice. This report is for the information of shareholders of the Fund.

The views expressed herein (including any forward-looking statement) may not be relied upon as investment advice or as an indication of the Fund s trading intent. Information included herein is not an indication of the Fund s future portfolio composition. Securities and indices discussed are not recommendations and are presented as examples of issue selection or portfolio management processes. They have been picked for comparison or illustration purposes only. No security presented within is either offered for sale or purchase. DoubleLine reserves the right to change its investment perspective and outlook without notice as market conditions dictate or as additional information becomes available.

Investment strategies may not achieve the desired results due to implementation lag, other timing factors, portfolio management decision making, economic or market conditions or other unanticipated factors. The views and forecasts expressed in this material are subject to change without notice, may not come to pass and do not represent a recommendation or offer of any particular security, strategy, or investment. Past performance is no guarantee of future results.

Shares of closed-end investment companies frequently trade at a discount to their net asset value, which may increase investors risk of loss. There are risks associated with an investment in the Fund. Investors should consider the Fund s investment objective, risks, charges and expenses carefully before investing. An investment in the Fund should not constitute a complete investment program.

The Fund s daily New York Stock Exchange closing prices, net asset values per share, as well as other information are available at http://www.doubleline.com/opp-credit-fund-overview.php or by calling the Funds shareholder servicing agent at (877) 354-6311.

This document is not an offer to sell securities or the solicitation of an offer to buy securities, nor shall there be any sale or offer of these securities, in any jurisdiction where such sale or offer is not permitted.

The Fund s shares are only offered through broker/dealers on the secondary market. Unlike an open-end mutual fund, a closed-end fund offers a fixed number of shares for sale. After the initial public offering, shares are bought and sold in the secondary marketplace, and the market price of the shares is determined by supply and demand, not by net asset value (NAV), often at a lower price than the NAV. A closed-end fund is not required to buy its shares back from investors upon request.

Fund investing involves risk. Principal loss is possible.

Investments in debt securities typically decline in value when interest rates rise. This risk is usually greater for longer-term debt securities. Investments in asset-backed and mortgage-backed securities include additional risks that investors should be aware of including credit risk, prepayment risk, possible illiquidity and default, as well as increased susceptibility to adverse economic developments. The Fund may invest in foreign securities which involve greater volatility and political, economic and currency risks and differences in accounting methods. These risks are greater for investments in emerging markets. Investments in lower rated and non-rated securities present a greater risk of loss to principal and interest than higher rated securities. Investment strategies may not achieve the desired results due to implementation lag, other timing factors, portfolio management decision-making, economic or market conditions or other unanticipated factors. The Fund may use leverage which may cause the effect of an increase or decrease in value of the portfolio securities to be magnified and the fund to be more volatile Than if leverage was not used.

The Fund is a non-diversified investment company and therefore may invest a greater percentage of its assets in the securities of a single issuer or a limited number of issuers than funds that are diversified. Accordingly, the Fund is more susceptible to risks associated with a single economic, political or regulatory occurrence than a diversified fund might be.

In addition, the Fund may invest in other asset classes and investments such as, among others, REITs, credit default swaps, short sales, derivatives and smaller companies which include additional risks.

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The Fund s investment objectives, risks, charges and expenses must be considered carefully before investing. You can obtain the Fund s most recent periodic reports and certain other regulatory filings by calling 1 (877) 354-6311/ 1 (877) DLINE11, or visiting www.doublelinefunds.com. You should read these reports and other filings carefully before investing.

The performance shown assumes the reinvestment of all dividends and distributions and does not reflect any reductions for taxes. Total return does not reflect broker commissions or sales charges in connection with the purchase or sale of Fund shares. **Performance data quoted represents past performance; past performance does not guarantee future results**. The investment return and principal value of an investment will fluctuate so that an investor s shares, when sold, may be worth more or less than original cost. Current performance of the Fund may be lower or higher than the performance quoted. Performance data current to the most recent month-end may be obtained by calling (877) 354-6311 or by visiting http://www.doubleline.com/opp-credit-fund-overview.php.

This material may include statements that constitute forward-looking statements under the U.S. securities laws. Forward-looking statements include, among other things, projections, estimates, and information about possible or future results related to the Fund, market or regulatory developments. The views expressed herein are not guarantees of future performance or economic results and involve certain risks, uncertainties and assumptions that could cause actual outcomes and results to differ materially from the views expressed herein. The views expressed herein are subject to change at any time based upon economic, market, or other conditions and DoubleLine undertakes no obligation to update the views expressed herein. While we have gathered this information from sources believed to be reliable, DoubleLine cannot guarantee the accuracy of the information provided. Any discussions of specific securities should not be considered a recommendation to buy or sell those securities. For a complete list of Fund holdings, please refer to the Schedule of Investments provided in this report.

ABX Index This index consists of the 20 most liquid credit default swaps (CDS) on U.S. home equity asset-backed securities (ABS) and is used to hedge asset-backed exposure or to take a position in the subprime mortgage asset class. The ABX Index has four series (06-1, 06-2, 07-1 and 07-2) with five tranches per series. The ABX 07-1 AAA Index references underlying collateral of that 2007 vintage and AAA credit quality type, just as the ABX 06-2 AAA Index references underlying collateral of the 2006 vintage and AAA credit quality type.

Barclays U.S. Aggregate Bond Index This index represents securities that are SEC-registered, taxable, and dollar denominated. The index covers the US investment grade fixed rate bond market, with index components for government and corporate securities, mortgage pass-through securities, and asset-backed securities. These major sectors are subdivided into more specific indices that are calculated and reported on a regular basis.

Barclays U.S. MBS Index This index measures the performance of investment grade fixed-rate mortgage-backed pass-through securities of the Government-Sponsored Enterprises (GSEs): Ginnie Mae (GNMA), Fannie Mae (FNMA), and Freddie Mac (FHLMC).

Duration A measure of the sensitivity of a price of a fixed income investment to a change in interest rates, expressed as a number of years.

Investment Grade Securities rated AAA to BBB- are considered to be investment grade. A bond is considered investment grade if its credit rating is BBB- or higher by Standard & Poor s or Baa3 by Moody s. Ratings based on corporate bond model. The higher the rating, the more likely the bond is to pay back at par/$100 cents on the dollar.

AAA is considered the highest quality and the lowest degree of risk. They are considered to be extremely stable and dependable.

LIBOR An indicative average interest rate at which a selection of banks known as the panel banks are prepared to lend one another unsecured funds on the London money market.

Mortgage Bankers Association (MBA) Refinance Index An index that covers all mortgage applications to refinance an existing mortgage. It includes conventional and government refinances.

Mortgage Bankers Association (MBA) Purchase Index - An index that includes all mortgage applications for purchases of single-family homes. It covers the entire market, both conventional and government loans and all products.

S&P/Case-Shiller 20-City Composite Home Price Index This index measures the value of residential real estate in 20 metropolitan areas of the U.S. It is included in the S&P/Case-Shiller Home Price Index Series which seeks to measure changes in the total value of all existing single-family housing stock.

A direct investment cannot be made in an index. The performance of any index mentioned in this commentary has not been adjusted for ongoing management, distribution and operating expenses applicable to mutual fund investments.

Quasar Distributors, LLC provides filing administration for DoubleLine Capital LP.

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DoubleLine Opportunistic Credit Fund Standardized Performance Summary

Period Ended 9-30-2014	6-Months	1-Year	Since Inception Annualized (1-26-12)
Total Return based on NAV	6.29%	11.12%	8.49%
Total Return based on Market Price	6.43%	12.46%	6.76%
Barclays U.S. Aggregate Bond Index	2.21%	3.96%	2.15%

Performance data quoted represents past performance; past performance does not guarantee future results. The investment return and principal value of an investment will fluctuate so that an investor's shares when sold may be worth more or less than their original cost. Current performance of the fund may be lower or higher than the performance quoted. Performance reflects management fees and other fund expenses

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Schedule of Investments DoubleLine Opportunistic Credit Fund

Principal Amount	Security Description	Rate	Maturity	Value $
ASSET BACKED OBLIGATIONS 1.0%				
	SoFi Professional Loan Program,			
$ 4,146,860	Series 2013-1R	15.00%^¥@	12/17/2043	3,514,879
	Total Asset Backed Obligations (Cost $3,787,003)			**3,514,879**
COLLATERALIZED LOAN OBLIGATIONS 3.0%				
	ARES Ltd.,			
1,000,000	Series 2014-1A-SUB	6.86%^@	04/17/2026	949,640
	BlueMountain Ltd.,			
1,000,000	Series 2012-2A-C	2.98%#^	11/20/2024	994,499
	Brookside Mill Ltd.,			
1,000,000	Series 2013-1A-D	3.28%#^	04/17/2025	928,134
	Cent Ltd.,			
500,000	Series 2014-22A-C	3.98%#^	11/07/2026	477,100
	Finn Square Ltd.,			
250,000	Series 2012-1A-C	3.84%#^	12/24/2023	243,436
	GoldenTree Loan Opportunities Ltd.,			
2,000,000	Series 2012-6A-D	4.43%#^	04/17/2022	2,002,465
	Halcyon Loan Advisors Funding Ltd.,			
500,000	Series 2014-3A-D	3.88%#^	10/22/2025	469,500
	LCM LP,			
1,500,000	Series 11A-INC	11.77%#^@	04/19/2022	1,239,360
500,000	Series 12A-D	4.73%#^	10/19/2022	501,063
	Nautique Funding Ltd.,			
500,000	Series 2006-1A-C	1.93%#^	04/15/2020	480,695
	Octagon Investment Partners Ltd.,			
500,000	Series 2014-1A-C	3.88%#^	11/14/2026	478,780
1,000,000	Series 2014-1A-D	6.83%#^	11/14/2026	990,620
	Thacher Park Ltd.,			
500,000	Series 2014-1A-D1	3.76%#^	10/20/2026	478,500
	Total Collateralized Loan Obligations (Cost $10,434,423)			**10,233,792**
NON-AGENCY COMMERCIAL MORTGAGE BACKED OBLIGATIONS 3.2%				
	Commercial Mortgage Pass-Through Certificates,			
1,127,250	Series 2014-UBS4-E	3.75%^	08/10/2047	785,806

1,288,300	Series 2014-UBS4-F	3.75%[^]	08/10/2047	620,574
2,415,590	Series 2014-UBS4-G	3.75%[^¥]	08/10/2047	682,404
5,000	Series 2014-UBS4-V	0.00%[#^¥]	08/10/2047	
	JP Morgan Chase Commercial Mortgage Securities Corporation,			
35,663,174	Series 2012-CBX-XA	1.93%[# I/O]	06/15/2045	2,940,375
	JPMBB Commercial Mortgage Securities Trust,			
3,488,650	Series 2014-C19-E	4.00%[#^]	04/15/2047	2,675,795
1,938,200	Series 2014-C19-F	3.75%[#^]	04/15/2047	1,096,052
6,202,105	Series 2014-C19-NR	3.75%[#^¥]	04/15/2047	2,279,894

Total Non-Agency Commercial Mortgage Backed Obligations (Cost $11,369,702) **11,080,900**

NON-AGENCY RESIDENTIAL COLLATERALIZED MORTGAGE OBLIGATIONS 56.5%

	Adjustable Rate Mortgage Trust,			
4,021,917	Series 2006-1-2A1	3.02%[#]	03/25/2036	3,122,198
	Banc of America Alternative Loan Trust,			
2,375,066	Series 2005-8-2CB1	6.00%	09/25/2035	2,226,634
	Banc of America Funding Corporation,			
3,138,319	Series 2006-A-4A1	2.74%[#]	02/20/2036	2,657,974
	BCAP LLC Trust,			
5,269,567	Series 2010-RR6-2216	4.34%[#^]	06/26/2036	4,402,722
2,684,368	Series 2010-RR6-6A2	5.75%[#^]	07/26/2037	2,565,740

Principal Amount	Security Description	Rate	Maturity	Value $
	Chase Mortgage Finance Trust,			
$ 3,980,174	Series 2007-S1-A7	6.00%	02/25/2037	3,488,603
3,638,831	Series 2007-S3-1A5	6.00%	05/25/2037	3,139,081
	ChaseFlex Trust,			
3,955,695	Series 2007-1-1A1	6.50%	02/25/2037	3,075,553
	Citicorp Mortgage Securities, Inc.,			
1,875,000	Series 2006-2-1A14	5.50%	04/25/2036	1,814,875
	Citigroup Mortgage Loan Trust, Inc.,			
1,443,841	Series 2006-8-A4	19.24%[#^ I/F]	10/25/2035	1,860,552
4,327,550	Series 2010-9-3A7	9.83%[^]	01/25/2036	3,667,648
5,860,374	Series 2010-9-4A3	6.63%[#^]	09/25/2035	5,718,578
	CitiMortgage Alternative Loan Trust,			
5,431,292	Series 2007-A4-IA6	5.75%	04/25/2037	4,734,837
4,186,669	Series 2007-A6-IA16	6.00%	06/25/2037	3,548,910
	Countrywide Alternative Loan Trust,			
2,848,790	Series 2005-85CB-2A5	1.25%[#]	02/25/2036	2,402,080
601,620	Series 2005-85CB-2A6	21.07%[# I/F]	02/25/2036	769,425
	Countrywide Home Loans,			
6,970,647	Series 2006-HYB1-3A1	2.47%[#]	03/20/2036	5,848,436
	Credit Suisse First Boston Mortgage Securities Corporation,			
4,405,898	Series 2005-11-7A1	6.00%	12/25/2035	3,860,924

	Credit Suisse Mortgage Capital Certificates,			
5,465,262	Series 2006-5-3A3	6.50%	06/25/2036	3,442,886
1,628,664	Series 2006-9-2A1	5.50%	11/25/2036	1,614,046
1,666,785	Series 2006-9-6A14	6.00%	11/25/2036	1,625,849
	First Horizon Asset Securities, Inc.,			
2,401,520	Series 2007-AR3-2A2	3.88%#	11/25/2037	2,154,298
	GSAA Home Equity Trust,			
4,644,841	Series 2007-8-A2	0.50%#	08/25/2037	4,159,845
	IndyMac Mortgage Loan Trust,			
2,595,504	Series 2005-AR1-2A1	2.72%#	11/25/2035	2,352,425
3,938,760	Series 2005-AR23-6A1	4.43%#	11/25/2035	3,276,659
3,441,871	Series 2007-FLX1-A2	0.33%#	02/25/2037	3,312,838
	JP Morgan Alternative Loan Trust,			
2,370,276	Series 2006-S1-2A5	5.50%	02/25/2021	2,302,358
	JP Morgan Resecuritization Trust,			
5,391,097	Series 2011-1-1A10	6.97%#^	12/26/2036	4,584,488
7,050,871	Series 2011-1-2A10	6.19%#^	06/26/2037	6,049,230
	Lehman Mortgage Trust,			
3,926,740	Series 2007-10-1A1	6.00%	01/25/2038	3,903,266
3,321,306	Series 2007-4-1A3	5.75%	05/25/2037	2,641,156
	Lehman XS Trust,			
2,564,413	Series 2005-2-1A2	0.50%#	08/25/2035	2,431,959
	MASTR Asset Securitization Trust,			
2,287,096	Series 2007-2-A3	6.25%	01/25/2038	2,107,893
	Nomura Resecuritization Trust,			
5,023,133	Series 2010-2RA-A2	5.50%^	01/26/2036	4,637,366
	RBSGC Structured Trust,			
3,035,011	Series 2008-B-A1	6.00%^	06/25/2037	2,678,662
	Residential Accredit Loans, Inc.,			
3,141,684	Series 2005-AS14-3A1	6.00%	09/25/2035	2,930,371
4,736,290	Series 2005-QS13-2A3	5.75%	09/25/2035	4,323,134
3,357,722	Series 2006-QS10-A1	6.00%	08/25/2036	2,851,066
4,070,282	Series 2006-QS6-1A5	5.75%	06/25/2036	3,266,515
6,801,927	Series 2006-QS7-A3	6.00%	06/25/2036	5,542,972
1,782,732	Series 2007-QS1-1A1	6.00%	01/25/2037	1,530,688
7,272,599	Series 2007-QS3-A1	6.50%	02/25/2037	6,013,690
3,054,730	Series 2007-QS6-A1	0.48%#	04/25/2037	1,993,431
3,234,015	Series 2007-QS6-A102	5.75%	04/25/2037	2,622,032
695,882	Series 2007-QS6-A2	54.30%# I/F	04/25/2037	1,600,039
	Residential Asset Securities Corporation,			
1,433,464	Series 2006-EMX2-A2	0.35%#	02/25/2036	1,415,985
3,891,325	Series 2006-EMX6-A3	0.30%#	07/25/2036	3,552,040

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Schedule of Investments DoubleLine Opportunistic Credit Fund (Cont.) September 30, 2014

Principal Amount	Security Description	Rate	Maturity	Value $
	Residential Asset Securitization Trust,			
$ 2,243,135	Series 2006-A6-1A12	6.95%[# I/F I/O]	07/25/2036	584,389
2,217,926	Series 2006-A6-1A9	6.00%	07/25/2036	1,323,126
6,251,366	Series 2007-A2-1A2	6.00%	04/25/2037	5,476,371
3,400,311	Series 2007-A7-A1	6.00%	07/25/2037	2,572,848
1,962,375	Series 2007-A8-1A3	6.00%	08/25/2037	1,678,396
	Residential Funding Mortgage Securities Trust,			
4,203,479	Series 2006-S5-A9	6.00%	06/25/2036	3,944,834
2,290,888	Series 2007-S2-A4	6.00%	02/25/2037	2,084,209
2,758,097	Series 2007-S6-1A10	6.00%	06/25/2037	2,459,307
	Springleaf Mortgage Loan Trust,			
5,000,000	Series 2013-2A-B2	6.00%[#^]	12/25/2065	5,125,882
	Structured Adjustable Rate Mortgage Loan Trust,			
3,205,016	Series 2006-1-2A2	2.46%[#]	02/25/2036	2,883,982
	Structured Asset Securities Corporation,			
6,541,000	Series 2005-11H-A3	5.50%	06/25/2035	6,331,695
	Washington Mutual Mortgage Pass-Through Certificates,			
6,002,007	Series 2006-8-A4	4.90%[#]	10/25/2036	4,310,329
	Wells Fargo Alternative Loan Trust,			
6,863,193	Series 2007-PA3-2A1	6.00%	07/25/2037	6,596,256
	Total Non-Agency Residential Collateralized Mortgage Obligations (Cost $177,155,204)			**195,193,581**

US GOVERNMENT / AGENCY MORTGAGE BACKED OBLIGATIONS 61.1%

Principal Amount	Security Description	Rate	Maturity	Value $
	Federal Home Loan Mortgage Corporation,			
1,828,097	Series 3211-SI	27.02%[# I/F I/O]	09/15/2036	1,296,763
3,651,649	Series 3236-ES	6.55%[# I/F I/O]	11/15/2036	602,231
2,624,580	Series 3256-S	6.54%[# I/F I/O]	12/15/2036	471,654
2,060,602	Series 3292-SD	5.95%[# I/F I/O]	03/15/2037	263,210
14,862,988	Series 3297-BI	6.61%[# I/F I/O]	04/15/2037	2,774,996
11,092,260	Series 3311-BI	6.61%[# I/F I/O]	05/15/2037	1,599,357
10,752,350	Series 3311-IA	6.26%[# I/F I/O]	05/15/2037	1,813,675
3,639,259	Series 3314-SH	6.25%[# I/F I/O]	11/15/2036	537,172
813,094	Series 3317-DS	14.62%[# I/F]	05/15/2037	1,002,383
3,223,690	Series 3330-KS	6.40%[# I/F I/O]	06/15/2037	465,097
1,362,962	Series 3339-AI	6.40%[# I/F I/O]	07/15/2037	211,890
7,180,609	Series 3339-TI	5.99%[# I/F I/O]	07/15/2037	1,139,753
3,990,596	Series 3374-SD	6.30%[# I/F I/O]	10/15/2037	568,375
2,672,764	Series 3382-SU	6.15%[# I/F I/O]	11/15/2037	373,306

12,738,695	Series 3404-SA	5.85%# I/F I/O	01/15/2038	2,014,584
2,145,920	Series 3423-GS	5.50%# I/F I/O	03/15/2038	225,595
11,635,907	Series 3435-S	5.83%# I/F I/O	04/15/2038	1,667,813
2,636,519	Series 3508-PS	6.50%# I/F I/O	02/15/2039	404,729
3,667,738	Series 3725-CS	5.85%# I/F I/O	05/15/2040	587,153
9,533,925	Series 3728-SV	4.30%# I/F I/O	09/15/2040	942,848
26,640,539	Series 3736-SN	5.90%# I/F I/O	10/15/2040	4,503,485
9,765,184	Series 3753-SB	5.85%# I/F I/O	11/15/2040	1,797,386
12,027,776	Series 3780-SM	6.35%# I/F I/O	12/15/2040	2,264,590
5,017,891	Series 3815-ST	5.70%# I/F I/O	02/15/2041	621,224
1,174,966	Series 3905-SC	21.98%# I/F	08/15/2041	1,836,061
3,837,384	Series 3924-SJ	5.85%# I/F I/O	09/15/2041	469,749
7,027,603	Series 3997-LZ	3.50%	02/15/2042	6,438,830
1,446,356	Series 4011-S	7.25%# I/F	03/15/2042	1,413,494
7,285,518	Series 4064-SA	5.85%# I/F I/O	06/15/2042	1,450,654
4,128,504	Series 4155-GS	5.27%# I/F	01/15/2033	3,675,804
16,439,667	Series 4217-CS	5.10%# I/F	06/15/2043	12,713,437
6,835,262	Series 4225-BS	11.45%# I/F	12/15/2040	7,197,785
12,059,714	Series 4291-MS	5.75%# I/F I/O	01/15/2054	1,879,145
21,204,215	Series 4302-GS	6.00%# I/F I/O	02/15/2044	3,472,852
3,245,717	Series 4370-CS	8.39%# I/F	09/15/2041	3,195,780
	Federal National Mortgage Association,			
2,065,188	Series 2005-104-SI	6.55%# I/F I/O	12/25/2033	149,047
786,447	Series 2005-72-WS	6.60%# I/F I/O	08/25/2035	112,288
7,484,871	Series 2005-90-SP	6.60%# I/F I/O	09/25/2035	1,086,898
3,635,039	Series 2006-117-SQ	6.40%# I/F I/O	12/25/2036	589,031
2,057,602	Series 2006-119-HS	6.50%# I/F I/O	12/25/2036	300,781
15,022,507	Series 2006-123-CI	6.59%# I/F I/O	01/25/2037	2,779,149
5,497,098	Series 2006-60-YI	6.42%# I/F I/O	07/25/2036	1,144,853
7,043,309	Series 2007-15-BI	6.55%# I/F I/O	03/25/2037	1,232,402
3,721,660	Series 2007-20-S	6.59%# I/F I/O	03/25/2037	431,214
PRINCIPAL AMOUNT	SECURITY DESCRIPTION	RATE	MATURITY	VALUE $
	Federal National Mortgage Association, (Cont.)			
$ 1,904,879	Series 2007-21-SD	6.33%# I/F I/O	03/25/2037	261,288
2,723,565	Series 2007-30-IE	6.59%# I/F I/O	04/25/2037	481,522
9,031,706	Series 2007-32-SA	5.95%# I/F I/O	04/25/2037	1,163,267
4,410,484	Series 2007-40-SA	5.95%# I/F I/O	05/25/2037	575,810
1,852,066	Series 2007-48-SE	5.95%# I/F I/O	05/25/2037	249,469
2,825,591	Series 2007-64-LI	6.41%# I/F I/O	07/25/2037	441,407
2,098,620	Series 2007-68-SA	6.50%# I/F I/O	07/25/2037	282,311
18,128,362	Series 2007-75-PI	6.39%# I/F I/O	08/25/2037	2,929,721
11,732,209	Series 2008-33-SA	5.85%# I/F I/O	04/25/2038	1,702,424
8,258,279	Series 2008-42-SC	5.75%# I/F I/O	05/25/2038	1,107,435
2,017,680	Series 2008-5-GS	6.10%# I/F I/O	02/25/2038	265,606
7,273,515	Series 2008-62-SD	5.90%# I/F I/O	07/25/2038	916,402
4,672,903	Series 2008-68-SB	5.95%# I/F I/O	08/25/2038	609,776
2,370,333	Series 2009-111-SE	6.10%# I/F I/O	01/25/2040	296,827
3,100,031	Series 2009-12-CI	6.45%# I/F I/O	03/25/2036	613,324
3,174,903	Series 2009-26-SM	6.20%# I/F I/O	08/25/2038	250,217

2,479,342	Series 2009-47-SA	5.95%# I/F I/O	07/25/2039	335,713
1,677,370	Series 2009-48-WS	5.80%# I/F I/O	07/25/2039	228,828
1,123,194	Series 2009-67-SA	5.00%# I/F I/O	07/25/2037	128,518
2,858,691	Series 2009-87-SA	5.85%# I/F I/O	11/25/2049	386,227
4,186,684	Series 2009-91-SD	6.00%# I/F I/O	11/25/2039	581,332
332,945	Series 2010-109-BS	53.30%# I/F	10/25/2040	1,280,827
1,595,362	Series 2010-115-SD	6.45%# I/F I/O	11/25/2039	224,930
3,377,349	Series 2010-11-SC	4.65%# I/F I/O	02/25/2040	334,017
7,763,718	Series 2010-134-SE	6.50%# I/F I/O	12/25/2025	1,182,210
17,091,322	Series 2010-142-SC	6.45%# I/F I/O	12/25/2040	3,555,663
8,111,028	Series 2010-150-MS	6.38%# I/F I/O	01/25/2041	1,310,592
3,955,659	Series 2010-15-SL	4.80%# I/F I/O	03/25/2040	380,049
1,923,283	Series 2010-19-SA	5.25%# I/F I/O	03/25/2050	232,203
3,807,393	Series 2010-31-SB	4.85%# I/F I/O	04/25/2040	387,753
5,383,533	Series 2010-39-SL	5.52%# I/F I/O	05/25/2040	672,392
3,935,314	Series 2010-40-EI	4.50% I/O	05/25/2024	190,795
2,748,699	Series 2010-8-US	4.65%# I/F I/O	02/25/2040	246,201
3,478,974	Series 2010-9-GS	4.60%# I/F I/O	02/25/2040	331,121
5,715,838	Series 2011-114-S	5.85%# I/F I/O	09/25/2039	779,140
3,277,091	Series 2011-146-US	6.78%# I/F	01/25/2042	3,180,579
157,371	Series 2011-40-SA	9.61%# I/F	09/25/2040	163,289
2,967,306	Series 2011-55-BZ	3.50%	06/25/2041	2,946,108
3,775,166	Series 2011-58-SA	6.40%# I/F I/O	07/25/2041	658,713
4,519,897	Series 2011-5-PS	6.25%# I/F I/O	11/25/2040	609,253
205,872	Series 2012-16-BS	42.46%# I/F	03/25/2042	214,434
4,434,682	Series 2012-22-AZ	4.00%	03/25/2042	4,474,656
4,353,665	Series 2012-29-SG	5.85%# I/F I/O	04/25/2042	532,180
900,459	Series 2012-55-SC	6.71%# I/F	05/25/2042	884,804
2,351,148	Series 2012-82-SC	7.25%# I/F	08/25/2042	2,278,807
2,328,949	Series 2013-115-NS	11.59%# I/F	11/25/2043	2,442,564
8,245,369	Series 2013-17-MS	5.21%# I/F	03/25/2043	6,987,200
4,134,825	Series 2013-18-BS	5.21%# I/F	03/25/2043	3,383,907
2,810,322	Series 2013-41-SC	5.77%# I/F	05/25/2043	2,255,674
5,529,700	Series 2013-51-SH	5.77%# I/F	05/25/2033	5,213,067
13,968,605	Series 2013-55-KS	5.77%# I/F	06/25/2043	11,705,738
3,490,966	Series 2013-61-ZN	3.00%	06/25/2033	3,113,247
13,141,152	Series 2013-83-US	4.85%# I/F	08/25/2043	10,899,246
1,194,494	Series 374-19	6.50% I/O	09/25/2036	232,845
	Government National Mortgage Association,			
2,648,950	Series 2009-104-SD	6.20%# I/F I/O	11/16/2039	381,348
1,598,994	Series 2010-98-IA	5.91%# I/O	03/20/2039	171,679
6,337,990	Series 2011-56-BS	5.95%# I/F I/O	11/16/2036	545,871
8,462,468	Series 2011-56-KS	5.95%# I/F I/O	08/16/2036	852,689
3,680,498	Series 2011-69-SB	5.20%# I/F I/O	05/20/2041	468,766
10,000,000	Series 2011-70-WS	9.39%# I/F	12/20/2040	10,897,576
5,710,464	Series 2011-71-SG	5.25%# I/F I/O	05/20/2041	696,337
6,554,064	Series 2011-72-AS	5.23%#I/F I/O	05/20/2041	890,779
7,598,253	Series 2011-89-SA	5.30%# I/F I/O	06/20/2041	993,690
3,111,341	Series 2012-34-LI	6.00%# I/F I/O	12/16/2039	788,180
8,263,936	Series 2013-119-TZ	3.00%	08/20/2043	7,046,629

12,962,821	Series 2013-188-MS	5.40%# I/F I/O	12/16/2043	1,902,740
58,981,198	Series 2013-39-HS	4.60%# I/F I/O	03/20/2041	9,959,294
20,709,367	Series 2014-39-SK	6.05%# I/F I/O	03/20/2044	3,166,470
22,640,231	Series 2014-59-DS	6.10%# I/F I/O	04/16/2044	3,310,138
13,006,370	Series 2014-63-SD	5.40%# I/F I/O	04/20/2044	2,287,935
	Total US Government / Agency Mortgage Backed Obligations (Cost $216,212,391)			**211,170,272**

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September 30, 2014

SHARES	SECURITY DESCRIPTION	RATE	MATURITY	VALUE $
SHORT TERM INVESTMENTS 1.0%				
1,178,126	**BlackRock Institutional Liquidity Funds FedFund Portfolio**	0.01%¨		1,178,126
1,178,127	**Fidelity Institutional Government Portfolio**	0.01%¨		1,178,127
1,178,127	**Morgan Stanley Institutional Liquidity Fund Government Portfolio**	0.04%¨		1,178,127
	Total Short Term Investments (Cost $3,534,380)			**3,534,380**
	Total Investments 125.8% (Cost $422,493,103)			**434,727,804**
	Liabilities in Excess of Other Assets (25.8)%			**(89,046,045)**
	NET ASSETS 100.0%			**$ 345,681,759**

SECURITY TYPE BREAKDOWN as a % of Net Assets

US Government / Agency Mortgage Backed Obligations	61.1%
Non-Agency Residential Collateralized Mortgage Obligations	56.5%
Non-Agency Commercial Mortgage Backed Obligations	3.2%
Collateralized Loan Obligations	3.0%
Short Term Investments	1.0%
Asset Backed Obligations	1.0%
Other Assets and Liabilities	(25.8)%
	100.0%

^ **Security exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions exempt from registration to qualified institutional buyers. These securities are determined to be liquid by DoubleLine Capital LP (the Adviser), unless otherwise noted, under procedures established by the Fund s Board of Trustees. At September 30, 2014, the value of these securities amounted to $63,180,064 or 18.3% of net assets.**

¥ **Illiquid security. At September 30, 2014, the value of these securities amounted to $6,477,177 or 1.9% of net assets.**

\# **Variable rate security. Rate disclosed as of September 30, 2014.**

I/O Interest only security

I/F Inverse floating rate security whose interest rate moves in the opposite direction of reference interest rates

¨ **Seven-day yield as of September 30, 2014**

@ **Security pays interest at rates that represent residual cashflows available after more senior tranches have been paid. The interest rate disclosed reflects the estimated rate in effect as of September 30, 2014.**

All or partial amount transferred for the benefit of the counterparty as collateral for reverse repurchase agreements.

Reverse Repurchase Agreements

Counterparty	Rate	Trade Date	Maturity Date	Principal	Principal & Interest
Goldman Sachs	0.95%	07/28/2014	10/27/2014	$ 32,032,000	$ 32,086,944
JP Morgan Securities LLC	0.80%	09/26/2014	10/23/2014	21,387,000	21,389,379
Bank of America Merrill Lynch	0.70%	09/19/2014	10/20/2014	9,285,000	9,287,167
JP Morgan Securities LLC	0.80%	09/19/2014	10/20/2014	7,881,000	7,883,110
JP Morgan Securities LLC	0.55%	09/19/2014	10/20/2014	5,865,000	5,866,081
RBC Capital Markets LLC	0.86%	08/22/2014	11/20/2014	5,224,000	5,228,992
Bank of America Merrill Lynch	0.75%	09/19/2014	10/20/2014	3,807,000	3,807,952
RBC Capital Markets LLC	0.86%	08/29/2014	11/20/2014	3,040,000	3,042,397
				$ 88,521,000	$ 88,592,022

The weighted average daily balance of reverse repurchase agreements during the year ended September 30, 2014 was $79,902,093, at a weighted average interest rate of 0.78%. Total market value of underlying collateral (refer to the Schedule of Investments for positions transferred for the benefit of the counterparty as collateral) for open reverse repurchase agreements at September 30, 2014 was $118,212,094.

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Statement of Assets and Liabilities

September 30, 2014

ASSETS	
Investments in Securities, at Value*	$ 431,193,424
Short-term Securities*	3,534,380
Interest Receivable	2,631,050
Prepaid Expenses and Other Assets	13,878
Total Assets	437,372,732
LIABILITIES	
Payable for Reverse Repurchase Agreements	88,521,000
Payable for Investments Purchased	2,438,127
Investment Advisory Fees Payable	357,736
Administration, Fund Accounting and Custodian Fees Payable	178,694
Accrued Expenses	123,250
Interest Payable for Reverse Repurchase Agreements	71,022
Transfer Agent Expenses Payable	1,144
Total Liabilities	91,690,973
Net Assets	$ 345,681,759
NET ASSETS CONSIST OF:	
Capital Stock ($0.00001 par value)	$ 148
Additional Paid-in Capital	351,804,506
Undistributed (Accumulated) Net Investment Income (Loss) (See Note 5)	5,349,290
Accumulated Net Realized Gain (Loss) on Investments	(23,706,886)
Net Unrealized Appreciation (Depreciation) on Investments	12,234,701
Net Assets	$ 345,681,759
*Identified Cost:	
Investments in Securities	$ 418,958,723
Short-term Securities	$ 3,534,380
Shares Outstanding and Net Asset Value Per Share:	
Shares Outstanding (unlimited authorized)	14,765,051
Net Asset Value per Share	$ 23.41

The accompanying notes are an integral part of these financial statements.

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Statement of Operations

For the Year Ended September 30, 2014

INVESTMENT INCOME	
Income:	
Interest	$ 32,769,418
Total Investment Income	32,769,418
Expenses:	
Investment Advisory Fees	4,192,460
Administration, Fund Accounting and Custodian Fees	698,371
Interest Expense from Reverse Repurchase Agreements	617,659
Trustees Fees and Expenses	91,588
Shareholder Reporting Expenses	58,664
Registration Fees	18,688
Miscellaneous Expenses	15,416
Professional Fees	12,990
Insurance Expenses	10,058
Transfer Agent Expenses	1,996
Total Expenses	5,717,890
Net Investment Income (Loss)	27,051,528
REALIZED & UNREALIZED GAIN (LOSS)	
Net Realized Gain (Loss) on Investments	(2,972,451)
Net Change in Unrealized Appreciation (Depreciation) on Investments	12,077,718
Net Realized and Unrealized Gain (Loss)	9,105,267
NET INCREASE (DECREASE) IN NET ASSETS RESULTING FROM OPERATIONS	$ 36,156,795

The accompanying notes are an integral part of these financial statements.

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Statements of Changes in Net Assets

	Year Ended September 30, 2014	Year Ended September 30, 2013
OPERATIONS		
Net Investment Income (Loss)	$ 27,051,528	$ 23,984,425
Net Realized Gain (Loss)	(2,972,451)	13,482
Net Change in Unrealized Appreciation (Depreciation)	12,077,718	(15,546,946)
Net Increase (Decrease) in Net Assets Resulting from Operations	36,156,795	8,450,961
DISTRIBUTIONS TO SHAREHOLDERS		
From Net Investment Income	(29,570,366)	(36,589,482)
Total Distributions to Shareholders	(29,570,366)	(36,589,482)
NET SHARE TRANSACTIONS		
Increase (Decrease) in Net Assets Resulting from Net Share Transactions	436,374	693,128
Total Increase (Decrease) in Net Assets	$ 7,022,803	$ (27,445,393)
NET ASSETS		
Beginning of Period	$ 338,658,956	$ 366,104,349
End of Period	$ 345,681,759	$ 338,658,956
Undistributed (Accumulated) Net Investment Income (Loss) (See Note 5)	$ 5,349,290	$ 1,889,312

 The accompanying notes are an integral part of these financial statements.

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Statement of Cash Flows For the Year Ended September 30, 2014

CASH FLOWS PROVIDED BY (USED IN) OPERATING ACTIVITIES		
Net Increase (Decrease) in Net Assets Resulting from Operations	$	36,156,795
Adjustments to Reconcile the Change in Net Assets from Operations to Net Cash Provided By (Used In) Operating activities:		
Purchases of Long-term Securities		(126,299,638)
Proceeds from Disposition of Long-term Securities		110,893,005
Net (Purchases of) Proceeds from Disposition of Short-term Securities		1,100,438
Net Amortization (Accretion) of Premiums/Discounts		(6,749,079)
Net Realized Gain (Loss) on Investments		2,972,451
Net Change in Unrealized (Appreciation) Depreciation of Investments in Securities		(12,077,718)
(Increase) Decrease in:		
Prepaid Expenses and Other Assets		(11,304)
Receivable for Interest and Dividends		(371,982)
Increase (Decrease) in:		
Accrued Expenses and Other Liabilities		(63,214)
Administration, Fund Accounting and Custodian Fees Payable		12,678
Interest Payable for Reverse Repurchase Agreements		47,290
Payable to Advisor		28,755
Payable for Investments Purchased		2,438,127
Payable to Broker		(68,668)
Transfer Agent Expenses Payable		(2,003)
Net Cash Provided By (Used In) Operating Activities		8,005,933
CASH FLOWS PROVIDED BY (USED IN) FINANCING ACTIVITIES		
Cash Dividends Paid to Common Stockholders		(29,133,992)
Purchases of Reverse Repurchase Agreements		846,112,000
Proceeds from Reverse Repurchase Agreements		(822,711,000)
Due to Custodian		(2,272,941)
Net Realized and Unrealized Gain (Loss) Net Cash Provided By (Used In) Financing Activities		(8,005,933)
NET CHANGE IN CASH		
Cash at Beginning of Period		
Cash at End of Period	$	
SUPPLEMENTAL DISCLOSURE OF CASH FLOW AND NON-CASH INFORMATION		
Additional Paid-in Capital from Dividend Reinvestment	$	436,374

The accompanying notes are an integral part of these financial statements.

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Financial Highlights

	Year Ended September 30, 2014	Year Ended September 30, 2013	Period Ended September 30, 2012[1]
Net Asset Value, Beginning of Period	$ 22.97	$ 24.87	$ 23.83[2]
Income (Loss) from Investment Operations:			
Net Investment Income (Loss) [3]	1.83	1.63	1.18
Net Gain (Loss) on Investments (Realized and Unrealized)	0.61	(1.05)	1.06
Total from Investment Operations	2.44	0.58	2.24
Less Distributions:			
Distributions from Net Investment Income	(2.00)	(2.48)	(1.20)
Total Distributions	(2.00)	(2.48)	(1.20)
Net Asset Value, End of Period	$ 23.41	$ 22.97	$ 24.87
Market Price, End of Period	$ 23.60	$ 22.88	$ 27.07
Total Investment Return on Net Asset Value [4]	11.12%	2.24%	9.48%[7]
Total Investment Return on Market Price [5]	12.46%	(6.60)%	13.43%[7]
Supplemental Data:			
Net Assets, End of Period (000 s)	$ 345,682	$ 338,659	$ 366,104
Ratios to Average Net Assets:			
Expenses, including interest expense	1.67%	1.40%	1.30%[6]
Expenses, excluding interest expense	1.49%	1.36%	1.30%[6]
Net Investment Income	7.90%	6.70%	7.13%[6]
Portfolio Turnover Rate	22%	17%	11%[7]

1 *The Fund commenced operations on January 27, 2012.*

2 *Net Asset Value, beginning of period, reflects a deduction of $1.17 per share of sales load and offering expenses from the initial public offering price of $25.00 per share.*

3 *Calculated based on average shares outstanding during the period.*

4 *Total investment return on Net Asset Value is computed based upon the Net Asset Value of common stock on the first business day and the closing Net Asset Value on the last business day of the period. Dividends and distributions are assumed to be reinvested at the prices obtained under the Fund s dividend reinvestment plan.*

5 *Total investment return on Market Price is computed based upon the New York Stock Exchange market price of the Fund s shares and excludes the effect of brokerage commissions. Dividends and distributions are assumed to be reinvested at the prices obtained under the Fund s dividend reinvestment plan.*

6 *Annualized.*

7 *Not Annualized.*

 The accompanying notes are an integral part of these financial statements.

Notes to Financial Statements

1. Organization

DoubleLine Opportunistic Credit Fund (the Fund) is a non-diversified, closed-end management investment company registered under the Investment Company Act of 1940, as amended (the 1940 Act). The Fund was organized as a Massachusetts business trust on July 22, 2011 and commenced operations on January 27, 2012. The Fund is listed on the New York Stock Exchange (NYSE) under the symbol DBL . The Fund s investment objective is to seek high total investment return by providing a high level of current income and the potential for capital appreciation.

2. Significant Accounting Policies

The Fund is an investment company that applies the accounting and reporting guidance issued in Topic 946, Financial Services Investment Companies , by the Financial Accounting Standards Board (FASB). The following is a summary of the significant accounting policies of the Fund. These policies are in conformity with accounting principles generally accepted in the United States of America (US GAAP).

A. Security Valuation. The Fund has adopted US GAAP fair value accounting standards which establish a definition of fair value and set out a hierarchy for measuring fair value. These standards require additional disclosures about the various inputs and valuation techniques used to develop the measurements of fair value and a discussion of changes in valuation techniques and related inputs during the period. These inputs are summarized in the three broad levels listed below:

Level 1 Unadjusted quoted market prices in active markets for identical securities

Level 2 Quoted prices for identical or similar assets in markets that are not active, or inputs derived from observable market data

Level 3 Significant unobservable inputs (including the reporting entity s estimates and assumptions)

Assets and liabilities may be transferred between levels. The Fund uses end of period timing recognition to account for any transfers.

Market values for domestic and foreign fixed income securities are normally determined on the basis of valuations provided by independent pricing services. Vendors typically value such securities based on one or more inputs described in the following table which is not intended to be a complete list. The table provides examples of inputs that are commonly relevant for valuing particular classes of fixed income securities in which the Fund is authorized to invest. However, these classifications are not exclusive, and any of the inputs may be used to value any other class of fixed-income securities. Securities that use similar valuation techniques and inputs as described in the following table are categorized as Level 2 of the fair value hierarchy. To the extent the significant inputs are unobservable, the values would be categorized as Level 3.

Fixed-income class	Examples of Standard Inputs
All	Benchmark yields, transactions, bids, offers, quotations from dealers and trading systems, new issues, spreads and other relationships observed in the markets among comparable securities; and proprietary pricing models such as yield measures calculated using factors such as cash flows, financial or collateral performance and other reference data (collectively referred to as standard inputs)
Corporate bonds and notes; convertible securities	Standard inputs and underlying equity of the issuer
US bonds and notes of government and government agencies	Standard inputs
Residential and commercial mortgage-backed obligations; asset-backed obligations (including collateralized loan obligations)	Standard inputs and cash flows, prepayment information, default rates, delinquency and loss assumptions, collateral characteristics, credit enhancements and specific deal information, trustee reports

Investments in registered open-end management investment companies will be valued based upon the net asset value (NAV) of such investments and are categorized as Level 1 of the fair value hierarchy. Investments in private investment funds typically will be valued based upon the NAVs of such investments and are categorized as Level 2 of the fair value hierarchy. As of September 30, 2014, the Fund did not hold any investments in private investment funds.

Short-term debt investments having a maturity of 60 days or less are generally valued at amortized cost which approximates fair market value. These investments are categorized as Level 2 of the fair value hierarchy.

The Fund may enter into reverse repurchase agreements. In a reverse repurchase agreement, the Fund sells to a financial institution a security that it holds with an agreement to repurchase the same security at an agreed-upon price and date. A reverse repurchase agreement involves the risk that the market value of the security may decline below the repurchase price of the security. The Fund will segregate assets determined to be liquid by the Adviser or otherwise cover its obligations under reverse repurchase agreements. Due to the short term nature of the reverse repurchase agreements, face value approximates fair value at September 30, 2014.

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Notes to Financial Statements (Cont.) September 30, 2014

Securities may be fair valued in accordance with the fair valuation procedures approved by the Board of Trustees (the Board). The Valuation Committee is generally responsible for overseeing the day to day valuation processes and reports periodically to the Board. The Valuation Committee and the Pricing Group are authorized to make all necessary determinations of the fair values of portfolio securities and other assets for which market quotations are not readily available or if it is deemed that the prices obtained from brokers and dealers or independent pricing services are deemed to be unreliable indicators of market or fair value.

The following is a summary of the fair valuations according to the inputs used to value the Fund s investments as of September 30, 2014[1]:

Category	
Investments in Securities	
Level 1	
Money Market Funds	$ 3,534,380
Total Level 1	3,534,380
Level 2	
US Government / Agency Mortgage Backed Obligations	211,170,272
Non-Agency Residential Collateralized Mortgage Obligations	176,820,145
Non-Agency Commercial Mortgage Backed Obligations	8,118,602
Collateralized Loan Obligations	10,233,792
Total Level 2	406,342,811
Level 3	
Non-Agency Residential Collateralized Mortgage Obligations	18,373,436
Asset Backed Obligations	3,514,879
Non-Agency Commercial Mortgage Backed Obligations	2,962,298
Total Level 3	24,850,613
Total	$ 434,727,804

Certain of The Fund s assets/liabilities are held at face value, which approximates fair value for financial statement purposes. The following is a summary of such assets/liabilities as of September 30, 2014.

Other Financial Instruments	
Level 1	$
Level 2	
Reverse Repurchase Agreements	88,521,000
Total Level 2	88,521,000
Level 3	
Total	$ 88,521,000

See the Schedule of Investments for further disaggregation of investment categories.

[1] *There were no transfers into and out of Level 1 during the year ended September 30, 2014.*

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September 30, 2014

The following is a reconciliation of investments in which significant unobservable inputs (Level 3) were used in determining fair value:

	Balance as of 9/30/2013	Net Realized Gain (Loss)	Net Change in Unrealized Appreciation (Depreciation)[3]	Net Accretion (Amortization)	Purchases	Sales[1]	Transfers Into Level 3[2]	Transfers Out of Level 3[2]
Investments in Securities								
Non-Agency Residential Collateralized Mortgage Obligations	$ 26,404,851	$ 224,942	$ (560,411)	$ 883,027	$	$ (932,293)	$ 5,718,578	$ (13,365,258)
Asset Backed Obligations			(272,242)	52,571	3,734,550			
Non-Agency Commercial Mortgage Backed Obligations			(670,738)		3,633,036			
Total	$ 26,404,851	$ 224,942	$ (1,503,391)	$ 935,598	$ 7,367,586	$ (932,293)	$ 5,718,578	$ (13,365,258)

[1] *Sales include all sales of securities, maturities, and paydowns.*

[2] *Transfers between Level 2 and Level 3 were due to a change in observable and/or unobservable inputs.*

[3] *Any difference between net change in unrealized appreciation (depreciation) and net change in unrealized appreciation (depreciation) on securities held at September 30, 2014 may be due to a security that was not held or categorized as Level 3 at either period end.*

The following is a summary of quantitative information about Level 3 Fair Value Measurements:

DoubleLine Opportunistic Credit Fund	Fair Value as of 9/30/2014 *	Valuation Techniques	Unobservable Input	Input Values	Impact to valuation from an increase to input
Non-Agency Residential Collateralized Mortgage Obligations	$ 18,373,436	Market Comparables	Market Quotes	$72.98-$102.49	Significant changes in the market quotes would result in direct and proportional changes in the fair value of the security
Asset Backed Obligations	3,514,879	Market Comparables	Market Quotes	$84.76	Significant changes in the market quotes would result in direct and proportional changes in the fair value of the security
Non-Agency Commercial Mortgage Backed Obligations	2,962,298	Market Comparables	Yield	7.40-22.11%	Increase in yields would result in the decrease in the fair value of the security

* *Level 3 securities are typically valued by pricing vendors. The appropriateness of fair values for these securities is monitored on an ongoing basis by the Adviser, which may include back testing, results of vendor due diligence, unchanged price review and consideration of market and/or sector events.*

B. Federal Income Taxes. The Fund has elected to be taxed as a regulated investment company and intends to distribute substantially all of its taxable income to its shareholders and otherwise comply with the provisions of Subchapter M of the Internal Revenue Code applicable to regulated investment companies. Therefore, no provision for federal income taxes has been made.

The Fund may be subject to a nondeductible 4% excise tax calculated as a percentage of certain undistributed amounts of net investment income and net capital gains.

The Fund has followed the authoritative guidance on accounting for and disclosure of uncertainty in tax positions, which requires the Fund to determine whether a tax position is more likely than not to be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The Fund has determined that there was no effect on the financial statements from following this authoritative guidance. In the normal course of business, the Fund is subject to examination by federal, state and local jurisdictions, where applicable, for tax years for which applicable statutes of limitations have not expired. The Fund identifies its major tax jurisdictions as U.S. Federal, the State of Massachusetts and the State of California.

C. Security Transactions, Investment Income. Investment securities transactions are accounted for on trade date. Gains and losses realized on sales of securities are determined on a specific identification basis. Interest income is recorded on an accrual basis. Discounts/premiums on debt securities purchased are accreted/amortized over the life of the respective securities using the effective interest method except for certain deep discount bonds where management does not expect the par value above the bond s cost to be fully realized. Dividend income and corporate action transactions, if any, are recorded on the ex-date. Non-cash dividends included in dividend income, if any, are recorded at the fair market value of securities received. Paydown gains and losses on mortgage-related and other asset-backed securities are recorded as components of interest income on the statements of operations.

D. Dividends and Distributions to Shareholders. Dividends from net investment income will be declared and paid monthly. The Fund will distribute any net realized long or short-term capital gains at least annually. Distributions are recorded on the ex-dividend date.

Income and capital gain distributions are determined in accordance with income tax regulations which may differ from US GAAP. Permanent book and tax basis differences relating to shareholder distributions will result in reclassifications between paid-in capital, undistributed net investment income (loss), and/or undistributed (accumulated) realized gain (loss). Undistributed net investment income or loss may include temporary book and tax basis differences which will reverse in a subsequent period. Any taxable income or capital gain remaining at fiscal year end is distributed in the following year.

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Notes to Financial Statements (Cont.) September 30, 2014

E. Use of Estimates. The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

F. Share Valuation. The NAV per share of the Fund is calculated by dividing the sum of the value of the securities held by the Fund, plus cash and other assets, minus all liabilities (including estimated accrued expenses) by the total number of shares outstanding, rounded to the nearest cent. The Fund s NAV will not be calculated on the days on which the NYSE is closed for trading or on days when the principal U.S. bond markets are closed, such as Columbus Day and Veterans Day.

G. Guarantees and Indemnifications. Under the Fund s organizational documents, each Trustee and officer of the Fund is indemnified, to the extent permitted by the 1940 Act, against certain liabilities that may arise out of performance of their duties to the Fund. Additionally, in the normal course of business, the Fund enters into contracts that contain a variety of indemnification clauses. The Fund s maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Fund that have not yet occurred. However, the Fund has not had prior claims or losses pursuant to these contracts.

3. Related Party Transactions

DoubleLine Capital LP (the Adviser) provides the Fund with investment management services under an Investment Management Agreement (the Agreement). Under the Agreement, the Adviser manages the investment of the assets of the Fund, places orders for the purchase and sale of its portfolio securities and is responsible for providing certain resources to assist with the day-to-day management of the Fund s business affairs. As compensation for its services, the Adviser is entitled to a monthly fee at the annual rate of 1.00% of the average daily total managed assets of the Fund. Total managed assets means the total assets of the Fund (including assets attributable to any reverse repurchase agreements, dollar roll transactions or similar transactions, borrowings, and/or preferred shares that may be outstanding) minus accrued liabilities (other than liabilities in respect of reverse repurchase agreements, dollar roll transactions or similar transactions, and borrowings). An affiliate of the Adviser owns 5,250 shares of the Fund. The Adviser has arrangements with DoubleLine Group LP to provide personnel and other resources to the Fund.

4. Purchases and Sales of Securities

For the year ended September 30, 2014, purchases and sales of investments, excluding short-term securities, were $126,095,424 and $89,631,359 respectively. There were no transactions in U.S. Government securities (defined as U.S. Treasury bills, notes and bonds) during the period.

5. Income Tax Information and Distributions to Shareholders

The tax character of distributions for the Fund were as follows:

	Year Ended September 30, 2014	Year Ended September 30, 2013

Distributions Paid From:		
Ordinary Income	$ 29,570,366	$ 36,589,482
Total Distributions Paid	$ 29,570,366	$ 36,589,482

The Fund designated as long-term capital gain dividend, pursuant to Internal Revenue Code Section 852(b)(3), the amount necessary to reduce the earnings and profits of the Fund related to net capital gain to zero for the tax year ended September 30, 2014.

The cost basis of investments for federal income tax purposes as of September 30, 2014 was as follows:

Tax Cost of Investments	$ 422,546,602
Gross Tax Unrealized Appreciation	28,073,015
Gross Tax Unrealized Depreciation	(15,891,813)
Net Tax Unrealized Appreciation	$ 12,181,202

As of September 30, 2014, the components of accumulated earnings (losses) for income tax purposes were as follows:

Net Tax Unrealized Appreciation	$ 12,181,202
Undistributed Ordinary Income	5,402,789
Total Distributable Earnings	5,402,789
Other Accumulated Losses	(23,706,886)
Total Accumulated Losses	$ (6,122,895)

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September 30, 2014

As of September 30, 2014, the following capital loss carryforward was available for the Fund:

Capital Loss Carryforward	Expires
$ 15,379,230	Indefinite

The Fund may elect to defer to the first day of the next taxable year all or part of any late-year ordinary loss or post-October capital loss. As of September 30, 2014, the Fund deferred, on a tax basis, qualified late year losses of $8,327,656.

Additionally, US GAAP require that certain components of net assets relating to permanent differences be reclassified between financial and tax reporting. These reclassifications have no effect on net assets or NAV per share. The permanent differences primarily relate to paydown losses. For the period ended September 30, 2014, the following table shows the reclassifications made to the Fund:

Undistributed Net Investment Income	Accumulated Net Realized Loss	Paid-In Capital
$ 5,978,816	$ (5,978,816)	$

6. Share Transactions

Transactions in the Fund s shares were as follows:

	Year Ended September 30, 2014		Year Ended September 30, 2013	
	Shares	Amount	Shares	Amount
Reinvested Dividends	18,827	$ 436,374	28,060	$ 693,128
Beginning Shares	14,746,224		14,718,164	
Ending Shares	14,765,051		14,746,224	

7. Trustees Fees

Trustees who are not affiliated with the Adviser and its affiliates received, as a group, fees of $91,588 from the Fund during the year ended September 30, 2014. These trustees may elect to defer the cash payment of part or all of their compensation. These deferred amounts, which remain as liabilities of the Fund, are treated as if invested in shares of the Fund or other funds managed by the Adviser and its affiliates. These amounts represent general, unsecured liabilities of the Fund and vary according to the total returns of the selected funds. Trustees Fees and Expenses in the fund s Statement of Operations includes $91,631 in current fees (either paid in cash or deferred) and a decrease of $43 in the value of the deferred amounts. Certain trustees and officers of the Fund are also officers of the Adviser; such trustees and officers are not compensated by the Fund.

8. Principal Risks

Below are summaries of some, but not all, of the principal risks of investing in the Fund, each of which could adversely affect the Fund s net asset value, market price, yield, and total return. The Fund s prospectus provided additional information regarding these and other risks of investing in the Fund at the time of the initial public offering of the Fund s shares.

market discount risk: The price of the Fund s common shares of beneficial interest will fluctuate with market conditions and other factors. Shares of closed-end management investment companies frequently trade at a discount from their net asset value.

issuer risk: The value of securities may decline for a number of reasons that directly relate to the issuer, such as its financial strength, management performance, financial leverage and reduced demand for the issuer s goods and services, as well as the historical and prospective earnings of the issuer and the value of its assets.

investment and market risk: An investment in the Fund is subject to the risk of loss. The value of the Fund s securities and financial assets may move up or down, sometimes rapidly and unpredictably. Further, the value of securities held by the Fund may decline in value due to factors affecting securities markets generally or particular industries. Securities markets may, in response to governmental actions or intervention, economic or market developments, or other external factors, experience periods of high volatility and reduced liquidity. Certain securities may be difficult to value during such periods. These risks may be heightened for fixed income securities due to the current historically low interest rate environment.

issuer non-diversification risk: The Fund is a non-diversified investment company and therefore may invest a greater percentage of its assets in the securities of a single issuer or a limited number of issuers than funds that are diversified. Accordingly, the Fund is more susceptible to risks associated with a single economic, political or regulatory occurrence than a diversified fund might be.

collateralized debt obligations risk: The risks of an investment in a collateralized debt obligation (CDO) depend largely on the quality and type of the collateral and the tranche of the CDO in which a Fund invests. In addition to the risks associated with debt instruments (e.g., interest rate risk and credit risk), CDOs carry additional risks including, but not limited to: (i) the possibility that distributions from collateral securities will not be adequate to make interest or other payments; (ii) the quality of the collateral may decline in value or default; (iii) the possibility that the Fund may invest in CDOs that are subordinate to other classes; and (iv) the complex structure of the security may not be fully understood at the time of investment and may produce disputes with the issuer or unexpected investment results.

convertible securities risk: The risks of investing in convertible bonds and securities include the risk that the issuer may default in the payment of principal and/or interest and the risk that the value of the investment may decline if interest rates rise. Such events may reduce the Fund s distributable income and the value of the Fund s shares.

credit risk: Credit risk is the risk that one or more of the Fund s investments in debt securities or other instruments will decline in price, or fail to pay interest, liquidation value or principal when due, because the issuer of the obligation or the issuer of a reference security experiences an actual or perceived decline in its financial status.

mortgage-backed securities risk: The risk that borrowers may default on their mortgage obligations or the guarantees underlying the mortgage-backed securities will default and that, during periods of falling interest rates, mortgage-backed securities will be called or prepaid, which may result in the Fund having to reinvest proceeds in other investments at a lower interest rate. During periods of rising interest rates, the average life of a mortgage-backed security may extend, which may lock in a below-market interest rate, increase the security s duration, and reduce the value of the security.

sovereign debt obligations risk: Investments in countries government debt obligations involve special risks. The issuer or governmental entity that controls the repayment of sovereign debt may not be able or willing to repay the principal and/or interest when due in accordance with the terms of such debt.

loan risk: Investments in loans are in many cases subject to the risks associated with below-investment grade securities. Investments in loans are also subject to special risks, including, among others, the risk that (i) if the Fund holds a loan through another financial institution, or relies on a financial institution to administer the loan, the Fund s receipt of principal and interest on the loan is subject to the credit risk of that financial institution; (ii) loans in which the Fund invests typically pay interest at floating rates, and the borrower may have the ability to change or adjust the interest rate on a loan or under circumstances that would be unfavorable to the Fund; (iii) it is possible that any collateral securing a loan may be insufficient or unavailable to the Fund; (iv) investments in highly leveraged loans or loans of stressed, distressed, or defaulted issuers may be subject to significant credit and liquidity risk; (v) transactions in loans may settle on a delayed basis, and the Fund potentially may not receive the proceeds from the sale of a loan for a substantial period of time after the sale; and (vi) loans may be difficult to value and may be illiquid, which may adversely affect an investment in the Fund.

inverse floaters and related securities risk: Investments in inverse floaters, residual interest tender option bonds and similar instruments expose the Fund to the same risks as investments in debt securities and derivatives, as well as other risks, including those associated with leverage and increased volatility. An investment in these securities typically will involve greater risk than an investment in a fixed rate security. Distributions on inverse floaters, residual interest tender option bonds and similar instruments will typically bear an inverse relationship to short term interest rates and typically will be reduced or, potentially, eliminated as interest rates rise.

high yield risk (junk bonds): Securities of below investment grade quality are regarded as having predominantly speculative characteristics with respect to the issuer s capacity to pay interest and to repay principal when due, and are commonly referred to as high yield securities or junk bonds. High yield securities involve a greater risk of default and their prices are generally more volatile and sensitive to actual or perceived negative developments than are the prices of higher grade securities.

interest rate risk: Interest rate risk is the risk that debt obligations and other instruments in the Fund s portfolio will decline in value because of increases in market interest rates.

foreign (non-U.S.) investment risk: The Fund s investments in and exposure to foreign securities involve special risks. For example, the value of these investments may decline in response to unfavorable political and legal developments, unreliable or untimely information or economic and financial instability. Foreign securities may experience more rapid and extreme changes in value than investments in securities of U.S. issuers. Investing in securities of issuers based or doing business in emerging markets entails all of the risks of investing in securities of foreign issuers, but to a heightened degree.

foreign currency risk: The Fund s investments in or exposure to foreign currencies or in securities or instruments that trade, or receive revenues, in foreign currencies are subject to the risk that those currencies will decline in value relative to the U.S. dollar or, in the case of hedging positions (if used), that the U.S. dollar will decline in value relative to the currency being hedged.

emerging markets risk: Investing in emerging market countries involves substantial risk due to the potential to have limited information compared to what may be available or required by more developed countries; higher brokerage costs; different accounting, auditing and financial reporting standards; the potential for less developed legal systems and thinner trading markets as compared to those in developed countries; currency blockages or transfer restrictions; an emerging market country s dependence on revenue from particular commodities or international aid; and expropriation, nationalization or other adverse political or economic developments.

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credit default swaps risk: Credit default swaps involve greater risks than investing in the reference obligation directly as well as liquidity risk, counterparty risk and credit risk. A buyer will lose its investment and recover nothing should no event of default occur. When the Fund acts as a seller of a credit default swap, it is exposed to many of the same risks of leverage described herein since if an event of default occurs the seller must pay the buyer the full notional value of the reference obligation.

leverage risk: Leverage is a speculative technique that may expose the Fund to greater risk and increased costs. When leverage is used, the net asset value and market price of the Fund s shares and the Fund s investment return will likely be more volatile.

derivatives risk: Derivatives are subject to a number of risks applicable to other investments, such as liquidity risk, issuer risk, credit risk, interest rate risk, leverage risk, counterparty risk, management risk and, if applicable, smaller company risk. They also involve the risk of mispricing or improper valuation, the risk of unfavorable or ambiguous documentation, and the risk that changes in the value of a derivative may not correlate perfectly with an underlying asset, currency, interest rate or index.

counterparty risk: The Fund will be subject to credit risk with respect to the counterparties to the derivative contracts (whether a clearing corporation in the case of exchange-traded instruments or another third party in the case of over-the-counter instruments) and other instruments entered into directly by the Fund.

9. Offsetting Assets and Liabilities

The Fund is subject to various Master Netting Arrangements, which govern the terms of certain transactions with select counterparties. The Master Netting Arrangements allow the Fund to close out and net its total exposure to a counterparty in the event of a default with respect to all the transactions governed under a single agreement with a counterparty. The Master Netting Arrangements also specify collateral posting arrangements at pre-arranged exposure levels. Under the Master Netting Arrangements, collateral is routinely transferred if the total net exposure to certain transactions (net of existing collateral already in place) governed under the relevant Master Netting Arrangement with a counterparty in a given account exceeds a specified threshold depending on the counterparty and the type of Master Netting Arrangement.

As of September 30, 2014, the Fund held the following investments instruments that were subject to offsetting on the Statement of Assets and Liabilities:

Liabilities:				**Gross Amounts not offset in the Statement of Assets and Liabilities**		
Description	**Gross Amounts of Recognized Liabilities**	**Gross Amounts offset in the Statement of Assets and**	**Net Amounts presented in the Statement of Assets and**	**Financial Instruments**	**Cash Collateral Pledged**	**Net Amount**

			Liabilities		Liabilities							
Reverse Repurchase Agreements	$	88,521,000	$		$	88,521,000	$	88,521,000	$		$	
	$	88,521,000	$		$	88,521,000	$	88,521,000	$		$	

10. Recently Issued Accounting Pronouncements

In June 2013, the FASB issued Accounting Standards Update (ASU) No. 2013-08, Financial Services Investment Companies (Topic 946): Amendments to the Scope, Measurement, and Disclosure Requirements. ASU No. 2013-08 sets forth a new approach for determining whether a public or private entity is an investment company and sets certain measurement and disclosure requirements for an investment company. ASU No. 2013-08 is effective in annual reporting periods beginning on or after December 15, 2013, and for interim periods within those annual reporting periods.

In June 2014, the FASB issued ASU No. 2014-11, Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures. ASU No. 2014-11 requires repurchase-to-maturity transactions and repurchase agreements executed as repurchase financings to be accounted for as secured borrowings. In addition, ASU No. 2014-11 eliminates sale accounting for repurchase-to-maturity transactions and supersedes the guidance under which a transfer of a financial asset and a contemporaneous repurchase financing could be accounted for on a combined basis as a forward agreement. The new disclosure requires disclosures for transactions economically similar to repurchase agreements when the transferor retains substantially all of the exposure to the economic return of the transferred financials assets throughout the term of the transactions. Lastly, the update expands disclosures about the nature of collateral pledged in repurchase agreements and similar transactions accounted for as secured borrowings. ASU No. 2014-11 requires disclosures to make financial statements that are prepared under US GAAP more comparable to those prepared under International Financial Reporting Standards (IFRS). New disclosures are required for annual reporting periods beginning on or after December 15, 2014, and interim periods within those annual periods.

Management is currently evaluating the implications of these changes and their impact on the financial statements.

11. Change in Independent Registered Public Accounting Firm

On May 22, 2014, the Audit Committee of the Board of Trustees of the Fund accepted the resignation of PricewaterhouseCoopers LLP (PwC) as the independent accountant of the Fund. PwC s resignation was offered to allow the DoubleLine funds to align the independent accountants of each DoubleLine fund with a September 30th fiscal year end. PwC continues to serve as the independent accountant for each DoubleLine fund with a March 31st fiscal year end.

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Notes to Financial Statements (Cont.) September 30, 2014

On September 2, 2014, following PwC s resignation and a proposal by the Fund s Audit Committee, the Fund s Board of Trustees appointed Deloitte & Touche LLP (Deloitte) to serve as the Fund s independent registered public accounting firm for the Fund s fiscal year ending September 30, 2015 and to audit the Fund s financial statements for the Fund s fiscal year ending September 30, 2014. Deloitte has served as the independent accountant for the other DoubleLine fund with a September 30th fiscal year end since that fund s inception.

The audit reports of PwC on the financial statements of the Fund for the fiscal years ended September 30, 2012 and September 30, 2013 did not contain an adverse opinion or disclaimer of opinion, nor was either report qualified or modified as to uncertainty, audit scope, or accounting principles. During the Fund s fiscal years ended September 30, 2012 and September 30, 2013 and through May 22, 2014, there were no disagreements with PwC on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of PwC, would have caused it to make a reference to the subject matter of the disagreement in connection with its reports on the Fund s financial statements for such years. During the Fund s fiscal years ended September 30, 2012 and September 30, 2013 and through May 22, 2014, there were no reportable events of the kind described in Item 304(a)(1)(v) of Regulation S-K under the Securities Act of 1933, as amended.

The Fund requested that PwC furnish it with a letter addressed to the Securities and Exchange Commission stating whether or not it agrees with the above statements that relate to PwC. A copy of PwC s response, stating that it agreed with the above statements concerning PwC, was filed as an Exhibit to the Fund s Form N-SAR filing made with the SEC on May 27, 2014.

12. Subsequent Events

In preparing these financial statements, the Fund has evaluated events and transactions for potential recognition or disclosure through the date the financial statements were issued. The Fund has determined there are no subsequent events that would need to be disclosed in the Fund s financial statements.

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Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Trustees of DoubleLine Opportunistic Credit Fund:

We have audited the accompanying statement of assets and liabilities of DoubleLine Opportunistic Credit Fund (the Fund), including the schedule of investments, as of September 30, 2014, and the related statements of operations and cash flows for the year then ended, the statement of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the periods presented. These financial statements and financial highlights are the responsibility of the Fund s management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. The Fund is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of September 30, 2014, by correspondence with the custodian and brokers; where replies were not received from brokers, we performed other auditing procedures. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of DoubleLine Opportunistic Credit Fund as of September 30, 2014, the results of its operations and its cash flows for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for each of the periods presented, in conformity with accounting principles generally accepted in the United States of America.

Costa Mesa, California

November 26, 2014

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Federal Tax Information (Unaudited)

For the fiscal year ended September 30, 2014, certain dividends paid by the Fund may be subject to a maximum tax rate of 15% (20% for taxpayers with taxable income greater than $400,000 for single individuals and $450,000 for married couples filing jointly), as provided for by the Jobs and Growth Tax Relief Reconciliation Act of 2003 and the American Taxpayer Relief Act of 2012. The percentage of dividends declared from ordinary income designated as qualified dividend income was as follows:

Qualified Dividend Income	0.00%

For corporate shareholders, the percent of ordinary income distributions qualifying for the corporate dividends received deduction for the fiscal year ended September 30, 2014 was as follows:

Dividends Received Deduction	0.00%

The percentage of taxable ordinary income distributions that are designated as short-term capital gain distributions under Internal Revenue Section 871(k)(2)(c) for the fiscal year ended September 30, 2014 was as follows:

Qualified Short-term Gains	0.00%

The percentage of taxable ordinary income distributions that are designated as interest related dividends under Internal Revenue Section 871(k)(1)(c) for the Fund was as follows:

Qualified Interest Income	99.98%

Shareholders are advised to consult their own tax adviser with respect to the tax consequences of their investment in the Fund.

Additional Information Regarding the Fund s Investment Activities

Affiliated Investments: The Adviser is, and may be in the future, affiliated with certain large financial institutions (affiliates) that hold interests in an entity that are of a different class or type than the class or type of interest held by the Fund. Conflicts may arise in cases where the Fund and affiliates invest in different parts of an issuer s capital structure, such as when an affiliate holds securities in an entity that are senior or junior to the securities held by the Fund, which could mean that the affiliate will be entitled to different payments or other rights, or that in a workout or other distressed scenario the interests of the affiliate might be adverse to those of the Fund and the affiliate and the Fund might have disparate investment outcomes. For example, an affiliate may acquire a loan, loan participation, or a loan assignment of a particular borrower in which one or more Funds have an equity investment. In negotiating the terms and conditions of any such investments, or any subsequent amendments or waivers, the Adviser may find that its own interests, the interests of an affiliate, and/or the interests of the Fund could conflict. The Adviser may seek to avoid such conflicts in certain circumstances when investing on behalf of its clients, including the Fund, and, as a result, the Adviser may choose not to make certain investments on behalf of the Fund and/or its other clients. Those foregone investment opportunities may adversely affect the Fund s performance if similarly attractive opportunities are not available or cannot be identified.

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Trustees and Officers (Unaudited)

Name, Address, and Year of Birth(1)	Position with Fund	Term of Office and Length of Time Served	Principal Occupation(s) During Past 5 Years	Number of Portfolios Overseen(2)	Other Directorships Held by Trustee During Past 5 years
Independent Trustees					
Joseph J. Ciprari, 1964	Trustee	Class I (2016)*/Since Inception	President, Remo Consultants, a real estate financial consulting firm. Formerly, Managing Director, UBS AG. Formerly, Managing Director, Ally Securities LLC.	13	None
John C. Salter, 1957	Trustee	Class II (2017)*/Since Inception	Managing Director, Municipals, Chapdelaine & Co. Formerly, Partner, Stark, Salter & Smith, a securities brokerage firm specializing in tax exempt bonds.	13	None
Raymond B. Woolson, 1958	Trustee	Class III (2015)*/Since Inception	President, Apogee Group, Inc., a company providing financial consulting services.	13	None

(1) The address of each Independent Trustee is c/o DoubleLine Capital LP, 333 South Grand Avenue, Suite 1800, Los Angeles, CA 90071.

(2) Includes each series of DoubleLine Funds Trust and DoubleLine Equity Funds, DoubleLine Opportunistic Credit Fund and DoubleLine Income Solutions Fund.

** The common shareholders of the Fund are expected to vote to elect trustees of the relevant class at the annual shareholder meeting held in the year indicated above.*

The following Trustee is an interested person of the Fund as defined in the 1940 Act because he is an officer of the Adviser.

Name, Address, and Year of Birth[1]	Position with Fund	Term of Office and Length of Time Served	Principal Occupation(s) During Past 5 Years	Number of Portfolios Overseen[2]	Other Directorships Held by Trustee During Past 5 years
Interested Trustees					
Ronald R. Redell, 1970	Trustee, Chairman, President and Chief Executive Officer	Class III (2015)*/Since Inception	President, DoubleLine Equity Funds (since February 2013); Trustee, Chairman, President and Chief Executive Officer, DoubleLine Income Solutions Fund (since January 2013); Executive, DoubleLine Group LP (since January 2013); Trustee, Chairman, President and Chief Executive Officer, DoubleLine Opportunistic Credit Fund (since July 2011); Executive, DoubleLine Capital LP (since July 2010); President,	2	None

DoubleLine Funds Trust (since January 2010). Formerly, President and Chief Executive Officer, TCW Funds, Inc. and TCW Strategic Income Fund, Inc.

(1) The address of each Interested Trustee is c/o DoubleLine Capital LP, 333 South Grand Avenue, Suite 1800, Los Angeles, CA 90071.

(2) Includes DoubleLine Income Solutions Fund.

** The common shareholders of the Fund are expected to vote to elect trustees of the relevant class at the annual shareholder meeting held in the year indicated above.*

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(Unaudited)

Officers

The officers of the Fund who are not also Trustees of the Fund are:

Name, Address, and Year of Birth(1)	Position(s) Held with Fund	Term of Office and Length of Time Served	Principal Occupation(s) During Past 5 Years
Susan Nichols, 1962	Treasurer and Principal Financial and Accounting Officer	Indefinite/Since Inception	Treasurer and Principal Financial and Accounting Officer, DoubleLine Equity Funds (since February 2013); Treasurer and Principal Financial and Accounting Officer, DoubleLine Income Solutions Fund (since January 2013); Treasurer and Principal Financial and Accounting Officer, DoubleLine Funds Trust (since October 2011); Treasurer and Principal Financial and Accounting Officer, DoubleLine Opportunistic Credit Fund (since July 2011); Director of Mutual Funds Operations, DoubleLine Capital LP. Formerly, Southern Wholesaler, DoubleLine Capital LP. Formerly, Assistant Treasurer, DoubleLine Funds Trust. Formerly, Senior Vice President, TCW.
Keith T. Kirk, 1963	Chief Compliance Officer	Indefinite/Since May 2012	Chief Compliance Officer, DoubleLine Equity Funds (since February 2013); Chief Compliance Officer, DoubleLine Income Solutions Fund (since January 2013); Chief Compliance Officer, DoubleLine Funds Trust (since May 2012); Chief Compliance Officer, DoubleLine Opportunistic Credit Fund (since May 2012); Deputy General Counsel and Chief Compliance Officer, DoubleLine Capital LP (since January 2012). Formerly, Independent Compliance Consultant (from September 2009 through December 2011).
Louis C. Lucido, 1948	Secretary	Indefinite/Since Inception	Member of the Board of Directors, 826LA (since June 2013); Member of the Board of Directors, Junior Achievement of Southern California (since June 2013); Secretary, DoubleLine Equity Funds (since February 2013); Member of the Board of Directors, CASA of Los Angeles (since February 2013); Secretary, DoubleLine Income Solutions Fund (since January 2013); Member of the Advisory Board, Tanenbaum Landscape & Design Inc. (since January 2013); Secretary, DoubleLine Opportunistic Credit Fund (since July 2011); Chief Operating Officer, DoubleLine Capital LP (since June

			2010); Secretary, DoubleLine Funds Trust (since January 2010); Member of Dean s Executive Board, Stern School of Business, New York University (since June 2007). Formerly, Executive Vice President, DoubleLine Capital LP (from December 2009 through May 2010). Formerly, Group Managing Director, TCW.
Grace Walker, 1970	Assistant Treasurer	Indefinite/March 2012	Assistant Treasurer, DoubleLine Equity Funds (since February 2013); Assistant Treasurer, DoubleLine Income Solutions Fund (since January 2013); Assistant Treasurer, DoubleLine Opportunistic Credit Fund (since March 2012); Assistant Treasurer, DoubleLine Funds Trust (since March 2012). Formerly, Assistant Treasurer of the private funds of Western Asset Management Company (from December 2004 through March 2012).
Earl A. Lariscy, 1966	Vice President and Assistant Secretary	Indefinite/Vice President Since May 2012; Assistant Secretary Since Inception	Vice President, DoubleLine Equity Funds (since February 2013); Vice President and Assistant Secretary, DoubleLine Income Solutions Fund (since January 2013); Vice President, DoubleLine Funds Trust (since May 2012); Vice President and Assistant Secretary, DoubleLine Opportunistic Credit Fund (since May 2012 and inception, respectively); General Counsel, DoubleLine Capital LP (since April 2010). Formerly, Director, Barclays Capital and Agency. Formerly, General Manager, Barclays Bank PLC s California-based banking operations. Formerly, Vice President/Associate General Counsel, TCW. Formerly, Attorney, Linklaters.
Cris Santa Ana, 1965	Vice President	Indefinite/Since Inception	Vice President, DoubleLine Equity Funds (since February 2013); Vice President, DoubleLine Income Solutions Fund (since January 2013); Vice President, DoubleLine Opportunistic Credit Fund (since July 2011); Vice President, DoubleLine Funds Trust (since April 2011); Chief Risk Officer, DoubleLine Capital LP (since June 2010). Formerly, Chief Operating Officer, DoubleLine Capital LP (from December 2009 through May 2010). Formerly, Managing Director, TCW.

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Trustees and Officers (Cont.) (Unaudited)

Name, Address, and Year of Birth[1]	Position(s) Held with Fund	Term of Office and Length of Time Served	Principal Occupation(s) During Past 5 Years
David Kennedy, 1964	Vice President	Indefinite/Since May 2012	Vice President, DoubleLine Equity Funds (since February 2013); Vice President, DoubleLine Income Solutions Fund (since January 2013); Vice President, DoubleLine Funds Trust (since May 2012); Vice President, DoubleLine Opportunistic Credit Fund (since May 2012); Director, Trading and Settlements, DoubleLine Capital LP (since December 2009). Formerly, Senior Vice President, TCW.
Jeffrey J. Sherman, 1977	Vice President	Indefinite/Since Inception	Vice President, DoubleLine Income Solutions Fund (since January 2013); Vice President, DoubleLine Opportunistic Credit Fund (since July 2011); Portfolio Manager, DoubleLine Capital LP (since September 2010); Fixed Income Asset Allocation, DoubleLine Capital LP (since December 2009). Formerly, Senior Vice President, TCW.
Patrick A. Townzen, 1978	Vice President	Indefinite/Since September 2012	Vice President, DoubleLine Equity Funds (since February 2013); Vice President, DoubleLine Income Solutions Fund (since January 2013); Vice President, DoubleLine Funds Trust (since September 2012); Vice President, DoubleLine Opportunistic Credit Fund (since September 2012); Director of Operations, DoubleLine Capital LP (since September 2012). Formerly, Manager, Western Asset Management Company.

(1) The address of each officer is c/o DoubleLine Capital LP, 333 South Grand Avenue, Suite 1800, Los Angeles, CA 90071.

The Statement of Additional Information includes additional information about the Trustees and is available, upon request, by calling 877-DLine11 (877-354-6311).

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Information About Proxy Voting (Unaudited)

Information about how the Fund voted proxies relating to portfolio securities held during the most recent 12 month period ended June 30 is available no later than the following August 31st without charge, upon request, by calling 877-DLine11 (877-354-6311) and on the Securities and Exchange Commission s (the SEC) website at http://www.sec.gov.

A description of the Fund s proxy voting policies and procedures is available (i) without charge, upon request, by calling 877-DLine11 (877-354-6311); and (ii) on the commission s website at http://www.sec.gov.

Information About Portfolio Holdings

The Fund intends to disclose its portfolio holdings on a quarterly basis by posting the holdings on the Fund s website. The disclosure will be made by posting the Annual, Semi-Annual and Form N-Q regulatory filings on the Fund s website.

The Fund is required to file its complete schedule of portfolio holdings with the SEC for its first and third fiscal quarters on Form N-Q. The Fund s Forms N-Q are available on the SEC s website at www.sec.gov. You can also review and obtain copies of the Forms N-Q at the SEC s Public Reference Room in Washington, DC (information on the operation of Public Reference Room may be obtained by calling 1-800-SEC-0330).

Householding Important Notice Regarding Delivery of Shareholder Documents

In an effort to conserve resources, the Fund intends to reduce the number of duplicate Annual and Semi-Annual Reports you receive by sending only one copy of each to addresses where we reasonably believe two or more accounts are from the same family. If you would like to discontinue householding of your accounts, please call toll-free 877-DLine11 (877-354-6311) to request individual copies of these documents. We will begin sending individual copies thirty days after receiving your request to stop householding.

Fund Certification

The Fund is listed for trading on the NYSE and has filed with the NYSE its annual chief executive officer certification regarding compliance with the NYSE s listing standards. The Fund filed with the SEC the certification of its chief executive officer and principal financial officer required by section 302 of the Sarbanes-Oxley Act.

Proxy Results

The Annual Meeting of Shareholders was held on February 27, 2014 for shareholders of record as of the close of business on December 20, 2013 to re-elect John C. Salter, a Class II trustee nominee, for the Fund. The nominee was elected with 12,393,495 affirmative votes and 148,277 votes withheld. For the Fund, Trustees whose terms of office continued after the Annual Meeting of Shareholders because they were not up for re-election are Joseph J. Ciprari, Raymond B. Woolson and Ronald R. Redell.

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Dividend Reinvestment Plan (Unaudited)

Unless the registered owner of Common Shares elects to receive cash by contacting U.S. Bancorp Fund Services, LLC (the Plan Administrator), all dividends, capital gains and returns of capital, if any, declared on Common Shares will be automatically reinvested by the Plan Administrator for shareholders in the Fund s Automatic Dividend Reinvestment Plan (the Plan), in additional Common Shares. Common Shareholders who elect not to participate in the Plan will receive all dividends and other distributions payable in cash directly to the shareholder of record (or, if the Common Shares are held in street or other nominee name, then to such nominee) by the Plan Administrator as dividend disbursing agent. Participation in the Plan is completely voluntary and may be terminated or resumed at any time without penalty by providing notice in writing to the Plan Administrator at least 5 days prior to the dividend/distribution record date; otherwise such termination or resumption will be effective with respect to any subsequently declared dividend or other distribution.

Whenever the Fund declares an income dividend, a capital gain distribution or other distribution (collectively referred to as dividends) payable either in shares or cash, non-participants in the Plan will receive cash and participants in the Plan will receive a number of Common Shares, determined in accordance with the following provisions. The Common Shares will be acquired by the Plan Administrator for the participants accounts, depending upon the circumstances described below, either (i) through receipt of additional unissued but authorized Common Shares from the Fund (Newly Issued Common Shares) or (ii) by purchase of outstanding Common Shares on the open market (Open- Market Purchases) on the New York Stock Exchange or elsewhere. If, on the payment date for any Dividend, the market price per Common Share plus estimated brokerage trading fees is equal to or greater than the NAV per Common Share (such condition is referred to here as market premium), the Plan Administrator shall receive Newly Issued Common Shares, including fractions of shares from the Fund for each Plan participant s account. The number of Newly Issued Common Shares to be credited to each participant s account will be determined by dividing the dollar amount of the Dividend by the NAV per Common Share on the date of issuance; provided that, if the NAV per Common Share is less than or equal to 95% of the current market value on the date of issuance, the dollar amount of the Dividend will be divided by 95% of the market price per Common Share on the date of issuance for purposes of determining the number of shares issuable under the Plan. If, on the payment date for any Dividend, the NAV per Common Share is greater than the market value plus estimated brokerage trading fees (such condition being referred to here as a market discount), the Plan Administrator will seek to invest the Dividend amount in Common Shares acquired on behalf of the participants in Open-Market Purchases.

In the event of a market discount on the payment date for any Dividend, the Plan Administrator will have until the last business day before the next date on which the Common Shares trade on an ex-dividend basis or in no event more than 30 days after the record date for such Dividend, whichever is sooner (the Last Purchase Date), to invest the Dividend amount in Common Shares acquired in Open-Market Purchases. It is contemplated that the Fund will pay monthly Dividends. If, before the Plan Administrator has completed its Open-Market Purchases, the market price per Common Share exceeds the NAV per Common Share, the average per Common Share purchase price paid by the Plan Administrator may exceed the NAV of the Common Shares, resulting in the acquisition of fewer Common Shares than if the Dividend had been paid in Newly Issued Common Shares on the Dividend payment date. If the Plan Administrator is unable to invest the full Dividend amount in Open-Market Purchases during the purchase period or if the market discount shifts to a market premium during the purchase period, the Plan Administrator may cease making Open-Market Purchases and may instead receive the Newly Issued Common Shares from the Fund for each participant s account, in respect of the uninvested portion of the Dividend, at the NAV per Common Share at the close of business on the Last Purchase Date provided that, if the NAV is less than or equal to 95% of the then current market price per Common Share, the dollar amount of the Dividend will be divided by 95% of the market price on the date of issuance for purposes of determining the number of shares issuable under the Plan.

The Plan Administrator maintains all registered shareholders accounts in the Plan and furnishes written confirmation of all transactions in the accounts, including information needed by shareholders for tax records. Common Shares in the account of each Plan participant will be held by the Plan Administrator in non-certificated form in the name of the Plan participant, and each shareholder proxy will include those shares purchased or received pursuant to the Plan. The Plan Administrator will forward all proxy solicitation materials to participants and vote proxies for shares held under the Plan in accordance with the instructions of the participants.

In the case of Common Shares owned by a beneficial owner but registered with the Plan Administrator in the name of a nominee, such as a bank, a broker or other financial intermediary (each, a Nominee), the Plan Administrator will administer the Plan on the basis of the number of Common Shares certified from time to time by the Nominee as participating in the Plan. The Plan Administrator will not take instructions or elections from a beneficial owner whose Common Shares are registered with the Plan Administrator in the name of a Nominee. If a beneficial owner s Common Shares are held through a Nominee and are not registered with the Plan Administrator as participating in the Plan, neither the beneficial owner nor the Nominee will be participants in or have distributions reinvested under the Plan with respect to those Common Shares. If a beneficial owner of Common Shares held in the name of a Nominee wishes to participate in the Plan, and the Shareholder s Nominee is unable or unwilling to become a registered shareholder and a Plan participant with respect to those Common Shares on the beneficial owner s behalf, the beneficial owner may request that the Nominee arrange to have all or a portion of his or her Common Shares registered with the Plan Administrator in the beneficial owner s name so that the beneficial owner may be enrolled as a participant in the Plan with respect to those Common Shares. Please contact your Nominee for details or for other possible alternatives. Participants whose shares are registered with the Plan Administrator in the name of one Nominee may not be able to transfer the shares to another firm or Nominee and continue to participate in the Plan.

There will be no brokerage charges with respect to Common Shares issued directly by the Fund as a result of dividends payable either in Common Shares or in cash. However, each participant will pay a pro rata share of brokerage trading fees incurred in connection with Open-Market Purchases. The automatic reinvestment of Dividends will not relieve participants of any federal, state or local income tax that may be payable (or required to be withheld) on such Dividends. Participants that request a sale of Common Shares through the Plan Administrator are subject to brokerage commissions.

The Fund reserves the right to amend or terminate the Plan. There is no direct service charge to participants with regard to purchases in the Plan; however, the Fund reserves the right to amend the Plan to include a service charge payable by the participants.

All correspondence, questions, or requests for additional information concerning the Plan should be directed to the Plan Administrator by calling toll-free (877) DLine11 (877-354-6311) or by writing to U.S. Bancorp Fund Services, LLC at P.O. Box 701, Milwaukee, WI 53201. Be sure to include your name, address, daytime phone number, Social Security or tax I.D. number and a reference to DoubleLine Opportunistic Credit Fund on all correspondence.

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Privacy Notice

(Unaudited)

What Does DoubleLine Do With Your Personal Information?

Financial companies choose how they share your personal information. This notice provides information about how we collect, share, and protect your personal information, and how you might choose to limit our ability to share certain information about you. Please read this notice carefully.

All financial companies need to share customers personal information to run their everyday businesses. Accordingly, information, confidential and proprietary, plays an important role in the success of our business. However, we recognize that you have entrusted us with your personal and financial data, and we recognize our obligation to keep this information secure. Maintaining your privacy is important to us, and we hold ourselves to a high standard in its safekeeping and use. Most importantly, DoubleLine does not sell its customers non-public personal information to any third parties. DoubleLine uses its customers non-public personal information primarily to complete financial transactions that its customers request or to make its customers aware of other financial products and services offered by a DoubleLine affiliated company.

DoubleLine may collect non-public information about you from the following sources:

- Information we receive about you on applications or other forms;
- Information you may give us orally;
- Information about your transactions with us or others;
- Information you submit to us in correspondence, including emails or other electronic communications; and
- Information about any bank account you use for transfers between your bank account and any Fund account, including information provided when effecting wire transfers.

The types of personal information DoubleLine collects and shares depend on the product or service you have with us. This information may include:

- Social Security Number;
- account balances;
- transaction or loss history;
- assets;
- investment experience;
- account transactions;
- risk tolerance.

DoubleLine does not disclose any non-public personal information about our customers or former customers without the customer s authorization, except that we may disclose the information listed above, as follows:

- to provide information to nonaffiliated third parties in connection with our performance of the services we have agreed to provide you. For example, it might be necessary to do so in order to process transactions and maintain accounts.

DoubleLine will release any of the non-public information listed above about a customer if directed to do so by that customer or if DoubleLine is authorized by law to do so, such as in the case of a court order, legal investigation, or other properly executed governmental request.

to alert a customer to other financial products and services offered by DoubleLine or an affiliate, DoubleLine may share information with an affiliate, including companies using the DoubleLine name. Such products and services may include, for example, other investment products offered by a DoubleLine company. If you prefer that we not disclose non-public personal information about you to our affiliates for this purpose, you may direct us not to make such disclosures (other than disclosures permitted by law) by calling 877-DLine11 (877-354-6311). If you limit this sharing and you have a joint account, your decision will be applied to all owners of the account.

We have procedures designed to limit access to your personal account information to those agents and vendors who need to know that information to provide products and services to you. Your information is not provided by us to nonaffiliated third parties for marketing purposes. We seek to maintain physical, electronic, and procedural safeguards to guard your non-public personal information.

Information Collected from Websites. Websites maintained by DoubleLine or its service providers may use a variety of technologies to collect information that help DoubleLine and its service providers understand how the website is used. Information collected from your web browser (including small files stored on your device that are commonly referred to as cookies) allow the websites to recognize your web browser and help to personalize and improve your user experience and enhance navigation of the website. You can change your cookie preferences by changing the setting on your web browser to delete or reject cookies. If you delete or reject cookies, some website pages may not function properly. Certain portions of doublelinefunds.com are maintained or controlled by third parties, each of which has privacy policies which may differ, in some cases significantly, from the privacy policies described in this notice. Please contact your DoubleLine representative if you would like to receive more information about the privacy policies of third parties.

As required by federal law, DoubleLine will notify customers of DoubleLine s Privacy Policy annually. DoubleLine reserves the right to modify this policy at any time, but in the event that there is a change, DoubleLine will promptly inform its customers of that change.

DoubleLine Capital LP

333 South Grand Avenue

18th Floor

Los Angeles, CA 90071

doubleline.com

info@doubleline.com

1. 213. 633. 8200

Investment Adviser:

DoubleLine Capital LP

333 South Grand Avenue

18th Floor

Los Angeles, CA 90071

Administrator and Transfer Agent:

U.S. Bancorp Fund Services, LLC

P.O. Box 701

Milwaukee, WI 53201

Custodian:

U.S. Bank, N.A.

1555 North River Center Drive Suite 302

Milwaukee, WI 53212

Independent Registered

Public Accounting Firm:

Deloitte & Touche LLP

695 Town Center Drive Ste 1200

Costa Mesa, CA 92626

Legal Counsel:

Ropes & Gray LLP

Prudential Tower

800 Boylston Street

Boston, MA 02199

Contact Information:

doubleline.com

info@doubleline.com

1-877-DLine11 or

1-877-354-6311

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Item 2. Code of Ethics.

The registrant has adopted a code of ethics that applies to the registrant s principal executive officer and principal financial officer. The registrant has not made any substantive amendments to its code of ethics during the period covered by this report. The registrant has not granted any waivers from any provisions of the code of ethics during the period covered by this report. A copy of the registrant s Code of Ethics is filed herewith.

Item 3. Audit Committee Financial Expert.

The registrant s board of trustees has determined that there is at least one audit committee financial expert serving on its audit committee. Raymond B. Woolson is the audit committee financial expert and is considered to be independent as each term is defined in Item 3 of Form N-CSR.

Item 4. Principal Accountant Fees and Services.

The registrant has engaged its principal accountant (Deloitte & Touche LLP for the fiscal year ended September 30, 2014 and PricewaterhouseCoopers LLP for the fiscal year ended September 30, 2013) to perform audit services, audit-related services, tax services and other services during the past two fiscal years. Audit services refer to performing an audit of the registrant s annual financial statements or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years. Audit-related services refer to the assurance and related services by the principal accountant that are reasonably related to the performance of the audit. Tax services refer to professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning. There were no Other services provided by the principal accountant. The following table details the aggregate fees billed or expected to be billed for each of the last two fiscal years for audit fees, audit-related fees, tax fees and other fees by the principal accountant.

	FYE 9/30/2014	FYE 9/30/2013
Audit Fees	$ 62,500	$ 47,500
Audit-Related Fees	$ 5,000	N/A
Tax Fees	$ 8,500	$ 9,000
All Other Fees	N/A	$ 2,000

The audit committee has adopted pre-approval policies and procedures that require the audit committee to pre-approve all audit and non-audit services of the registrant, as well as certain services provided to the Adviser or any control affiliate of the registrant.

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The percentage of fees billed by Deloitte & Touche LLP (for the fiscal year ended September 30, 2014) and PricewaterhouseCoopers LLP (for the fiscal year September 30, 2013) applicable to non-audit services pursuant to waiver of pre-approval requirement were as follows:

	FYE 9/30/2014	FYE 9/30/2013
Audit-Related Fees	0%	0%
Tax Fees	0%	0%
All Other Fees	0%	0%

All of the principal accountant s hours spent on auditing the registrant s financial statements were attributed to work performed by full-time permanent employees of the principal accountant. (If more than 50 percent of the accountant s hours were spent to audit the registrant s financial statements for the most recent fiscal year, state how many hours were attributed to work performed by persons other than the principal accountant s full-time, permanent employees.) The following table indicates the non-audit fees billed or expected to be billed by the registrant s accountant, Deloitte & Touche LLP (for the fiscal year ended September 30, 2014) and PricewaterhouseCoopers LLP (for the fiscal year September 30, 2013) for services to the registrant and to the registrant s investment adviser (and any other controlling entity, etc. not sub-adviser) for the last two years. The audit committee of the board of trustees/directors has considered whether the provision of non-audit services that were rendered to the registrant s investment adviser is compatible with maintaining the principal accountant s independence and has concluded that the provision of such non-audit services by the accountant has not compromised the accountant s independence.

Non-Audit Related Fees	FYE 9/30/2014	FYE 9/30/2013
Registrant	$ 8,500	$ 11,000
Registrant s Investment Adviser	N/A	$ 240,500

Item 5. Audit Committee of Listed Registrants.

(a) The registrant has a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended. The registrant s audit committee members, consisting solely of independent trustees are Joseph J. Ciprari, John C. Salter, and Raymond B. Woolson.

Item 6. Investments.

(a) Schedule of Investments is included as part of the report to shareholders filed under Item 1 of this Form.

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Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies.

DoubleLine Funds Trust

DoubleLine Equity Funds

DoubleLine Capital LP

DoubleLine Equity LP

DoubleLine Private Funds

DoubleLine Opportunistic Credit Fund

DoubleLine Income Solutions Fund

Proxy Voting, Corporate Actions and Class Actions

August 2014

I. Background

This Proxy Voting, Corporate Actions and Class Actions Policy (Policy) is adopted by DoubleLine Capital LP and DoubleLine Equity LP (each, as applicable, DoubleLine , the Adviser or the Firm), DoubleLine Funds Trust and DoubleLine Equity Funds (each, as applicable, the Trust) and each series of the Trusts (each an Open-End Fund), the DoubleLine Opportunistic Credit Fund (DBL) and DoubleLine Income Solutions Fund (DSL and, together with DBL and all of the Open-End Funds collectively, the Funds) to govern the voting of proxies related to securities held by the Funds and actions taken with respect to corporate actions and class actions affecting such securities, and to provide a method of reporting the actions taken and overseeing compliance with regulatory requirements.

Each private investment fund (such as, but not limited to, the DoubleLine Opportunistic Income Master Fund LP (and its related entities) and the DoubleLine Leverage Fund LP (and its related entities), each of which is a Private Fund and, collectively, the Private Funds) managed by DoubleLine also adopts this policy.

DoubleLine generally will exercise voting authority on behalf of its separate account clients (Separate Account Clients and together with the Funds and Private Funds, the Clients) only where a Client has expressly delegated authority in writing to DoubleLine and DoubleLine has accepted that responsibility. Separate Account Clients that do not provide written authorization for DoubleLine to exercise voting authority are responsible for their own proxy voting, corporate actions and class actions and this Policy does not apply to them.

To the extent that voting a proxy or taking action with respect to a class action or corporate action (in each case, a proposal) is desirable, DoubleLine (or its designee) will seek to take action on such proposal in a manner that it believes is most likely to enhance the economic value of the underlying securities held in Client accounts and, with respect to proposals not otherwise covered by the guidelines herein, DoubleLine (or its designee) will seek to consider each proposal on a case-by-case basis taking into consideration any relevant contractual obligations as well as other relevant facts and circumstances at the time of the vote. DoubleLine will not respond to proxy solicitor requests unless

DoubleLine determines that it is in the best interest of a Client to do so.

II. Issue

Rule 206(4)-6 under the Investment Advisers Act of 1940, as amended (the Rule), requires every investment adviser who exercises voting authority with respect to client securities to adopt and implement written policies and procedures reasonably designed to ensure that the adviser votes proxies in the best interest of its clients. The procedures must address material conflicts that may arise between DoubleLine

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and a Client in connection with proxy voting. The Rule further requires the adviser to provide a concise summary of the adviser s proxy voting policies and procedures and to provide copies of the complete proxy voting policy and procedures to clients upon request. Lastly, the Rule requires that the adviser disclose to clients how they may obtain information on how the adviser voted their proxies.

III. Policy Proxies and Corporate Actions; Role of Third-Party Proxy Agent

To assist DoubleLine in carrying out its proxy voting obligations, DoubleLine has retained a third-party proxy voting service provider, currently Glass, Lewis & Co. (Glass Lewis), as its proxy voting agent. Pursuant to an agreement with DoubleLine, Glass Lewis obtains proxy ballots with respect to securities held by one or more Client accounts advised by DoubleLine, evaluates the individual facts and circumstances relating to any proposal, and, except as otherwise provided below, votes on any such proposal in accordance with the Guidelines set forth in Attachment A hereto (the Guidelines).

In the event that a proposal is not adequately addressed by the Guidelines, Glass Lewis will make a recommendation to DoubleLine as to how to vote on such proposal. The portfolio manager or other authorized person of the relevant Client will review the recommendation made by Glass Lewis and will instruct Glass Lewis to vote the Client s securities against Glass Lewis recommendation when DoubleLine believes doing so is in the best interests of the Client. The portfolio manager or authorized person shall record the reasons for any such instruction and shall provide that written record to the Chief Compliance Officer or his designee. In the absence of a timely instruction from DoubleLine to the contrary, Glass Lewis will vote in accordance with its recommendation. In the event that Glass Lewis does not provide a recommendation with respect to a proposal, DoubleLine may vote on any such proposal in its discretion and in a manner consistent with this Policy.

In the event that DoubleLine determines that a recommendation of Glass Lewis (or of any other third-party proxy voting service retained by DoubleLine) was based on a material factual error, DoubleLine will investigate the error, taking into account, among other things, the nature of the error and the related recommendation, and seek to determine whether Glass Lewis (or any other third-party proxy voting service retained by DoubleLine) is taking reasonable steps to reduce similar errors in the future.

The Guidelines provide a basis for making decisions in the voting of proxies and taking action with respect to class actions or corporate actions for Clients. When voting proxies or taking action with respect to class actions or corporate actions, DoubleLine s utmost concern in exercising its duties of loyalty and care is that all decisions be made in the best interests of the Client and with the goal of maximizing the value of the Client s investments. With this goal in mind, the Guidelines cover various categories of voting decisions and generally specify whether DoubleLine (or its designee) will vote (assuming it votes at all) for or against a particular type of proposal. The applicable portfolio managers who are primarily responsible for evaluating the individual holdings of the relevant Client are responsible in the first instance for overseeing the voting of proxies and taking action with respect to class actions or corporate actions for such Client (though they are not expected to review each such vote or action). Such portfolio managers may, in their discretion, vote proxies or take action with respect to class actions or corporate actions in a manner that is inconsistent with the Guidelines (or instruct Glass Lewis to do so) when they determine that doing so is in the best interests of the Client. In making any such determination, the portfolio managers may, in their discretion, take into account the recommendations of appropriate members of DoubleLine s, executive and senior management, other investment personnel and, if desired, an outside service.

Limitations of this Policy. This Policy applies to voting and/or consent rights of securities held by Clients. DoubleLine (or its designee) will, on behalf of each Client (including the Funds or the Private Funds) vote in circumstances such as, but not limited to, plans of reorganization, and waivers and consents under

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applicable indentures. This Policy does not apply, however, to consent rights that primarily represent decisions to buy or sell investments, such as tender or exchange offers, conversions, put options, redemption and Dutch auctions. Such decisions, while considered not to be covered within this Policy, shall be made with the Client s best interests in mind. In certain limited circumstances, particularly in the area of structured finance, DoubleLine may, on behalf of clients, enter into voting agreements or other contractual obligations that govern the voting of shares. In the event of a conflict between any such contractual requirements and the Guidelines, DoubleLine (or its designee) will vote in accordance with its contractual obligations.

In addition, where DoubleLine determines that there are unusual costs and/or difficulties associated with voting on a proposal, which more typically might be the case with respect to proposals relating to non-U.S. issuers, DoubleLine reserves the right to not vote on a proposal unless DoubleLine determines that the expected benefits of voting on such proposal exceed the expected cost to the Client, such as in situations where a jurisdiction imposes share blocking restrictions which may affect the ability of the portfolio managers to effect trades in the related security. DoubleLine will seek to consult with its Clients in such circumstances unless the investment management agreement or other written arrangement with the applicable Client gives DoubleLine authority to act in its discretion.

All proxies, class actions or corporate actions received shall be retained by the Chief Risk Officer or designee. Such records shall include whether DoubleLine voted such proxy or corporate actions and, if so, how the proxy was voted. The records also shall be transcribed into a format such that any Client s overall proxy and corporate actions voting record can be provided upon request.

DoubleLine provides no assurance to former clients that applicable proxy, class actions or corporate actions information will be delivered to them.

IV. Proofs of Claim

DoubleLine does not complete proofs-of-claim on behalf of Clients for current or historical holdings other than for the Funds; however, DoubleLine will provide reasonable assistance to Clients with collecting information relevant to filing proofs-of-claim when such information is in the possession of DoubleLine. DoubleLine does not undertake to complete or provide proofs-of-claim for securities that had been held by any former client. DoubleLine will complete proofs-of-claim for the Funds and Private Funds, or provide reasonable access to the applicable Fund s or Private Fund s Administrator to file such proofs-of-claim when appropriate.

V. Class Actions Policy

In the event that Client securities become the subject of a Class Action lawsuit, the applicable portfolio manager(s) will assess the value to Clients in participating in such legal action. If the portfolio manager decides that participating in the Class Action is in the Client s best interest, DoubleLine will recommend that the Client or its Custodian submit appropriate documentation on the Client s behalf, subject to contractual or other authority. DoubleLine may consider any relevant information in determining whether participation in a Class Action lawsuit is in a Client s best interest, including the costs that would be incurred by the Client and the resources that would be expended in participating in the Class Action, including in comparison to the Client pursuing other legal recourse against the issuer. DoubleLine also may choose to notify Clients (other than the Funds and the Private Funds) of the Class Action without making a recommendation as to participation, which would allow Clients to decide how or if to proceed.

DoubleLine provides no assurance to former clients that applicable class action information will be delivered to them.

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VI. Procedures for Lent Securities and Issuers in Share-blocking Countries

At times, DoubleLine may not be able to take action in respect of a proposal on behalf of a Client when the Client s relevant securities are on loan in accordance with the Client s securities lending program and/or are controlled by a securities lending agent or custodian acting independently of DoubleLine. Notwithstanding this fact, in the event that DoubleLine becomes aware of a proposal on which a Client s securities may be voted and with respect to which the outcome of such proposal could reasonably be expected to enhance the economic value of the Client s position and some or a portion of that position is lent out, DoubleLine will make reasonable efforts to inform the Client that DoubleLine is not able to take action with respect to such proposal until and unless the Client recalls the lent security. When such situations relate to the Funds or the Private Funds, DoubleLine will take reasonable measures to recall the lent security in order to take action timely. There can be no assurance that any lent security will be returned timely.

In certain markets where share blocking occurs, shares must be frozen for trading purposes at the custodian or sub-custodian in order to vote. During the time that shares are blocked, any pending trades will not settle. Depending on the market, this period can last from one day to three weeks. Any sales that must be executed will settle late and potentially be subject to interest charges or other punitive fees. For this reason, in blocking markets, DoubleLine retains the right to vote or not, based on the determination of DoubleLine s investment personnel as to whether voting would be in the Client s best interest.

VII. Proxy Voting Committee; Oversight

DoubleLine has established a proxy voting committee (the Committee) with a primary responsibility of overseeing compliance with the Policy. The Committee, made up of non-investment executive officers, the Chief Risk Officer, and the Chief Compliance Officer (or his designee), meets on an as needed basis. The Committee will (1) monitor compliance with the Policy, including by periodically sampling proxy votes for review, (2) review, no less frequently than annually, the adequacy of this Policy to ensure that such Policy has been effectively implemented and that the Policy continues to be designed to ensure that proxies are voted in the best interests of Clients, and (3) review potential conflicts of interest that may arise under this Policy, including changes to the businesses of DoubleLine, Glass Lewis or other third-party proxy voting services retained by DoubleLine to determine whether those changes present new or additional conflicts of interest that should be addressed by this Policy.

The Committee shall have primary responsibility for managing DoubleLine s relationship with Glass Lewis and/or any other third-party proxy voting service provider, including overseeing their compliance with this Policy generally as well as reviewing periodically instances in which (i) DoubleLine overrides a recommendation made by Glass Lewis or (ii) Glass Lewis does not provide a recommendation with respect to a proposal. The Committee shall also periodically review DoubleLine s relationships with such entities more generally, including for potential conflicts of interest relevant to such entities and whether DoubleLine s relationships with such entities should continue.

VIII. Procedures for Material Conflicts of Interest

The portfolio managers will seek to monitor for conflicts of interest arising between DoubleLine and a Client and shall report any such conflict identified by the portfolio managers to the Committee. Should material conflicts of interest arise between DoubleLine and a Client as to a proposal, the proposal shall be brought to the attention of the Committee, who shall involve other executive managers, legal counsel (which may be DoubleLine s in-house counsel or outside counsel) or the Chief Compliance Officer as

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may be deemed necessary or appropriate by the Committee to attempt to resolve such conflicts. The Committee shall determine the materiality of such conflict if the conflict cannot be resolved. (An example of a specific conflict of interest that should be brought to the Committee is a situation where a proxy contest involves securities issued by a DoubleLine Client. When in doubt as to a potential conflict, portfolio managers shall bring the proxy to the attention of the Committee.)

If, after appropriate review, a material conflict between DoubleLine and a Client is deemed to exist, DoubleLine will seek to resolve any such conflict in the best interest of the Client whose assets it is voting by pursuing any one of the following courses of action: (i) voting (or not voting) in accordance with the Guidelines; (ii) convening a Committee meeting to assess available measures to address the conflict and implementing those measures; (iii) voting in accordance with the recommendation of an independent third-party service provider chosen by the Committee; (iv) voting (or not voting) in accordance with the instructions of such Client; (v) or not voting with respect to the proposal if consistent with DoubleLine s fiduciary obligations.

Investments in the DoubleLine Funds. In the event that DoubleLine has discretionary authority to vote shares of a Fund owned by all Clients (including the Funds), DoubleLine will vote the shares of such Fund in the same proportion as the votes of the other beneficial shareholders of such Fund. Under this echo voting approach, DoubleLine s voting of a Fund s shares would merely amplify the votes already received from such Fund s other shareholders. DoubleLine s potential conflict is therefore mitigated by replicating the voting preferences expressed by the Fund s other shareholders.

IX. Procedures for Proxy Solicitation

In the event that any Employee of DoubleLine receives a request to reveal or disclose DoubleLine s voting intention on a specific proxy event to a third party, the Employee must forward the solicitation request to the Chief Compliance Officer or designee. Such requests shall be reviewed with the Committee or appropriate executive and senior management. Any written requests shall be retained with the proxy files maintained by the Chief Operating Officer or designee.

X. Additional Procedures for the Funds

A. Filing Form N-PX

Rule 30b1-4 under the Investment Company Act of 1940 requires mutual funds to file an annual record of proxies voted by a Fund on Form N-PX. Form N-PX must be filed each year no later than August 31 and must contain the Funds proxy voting record for the most recent twelve-month period ending June 30.

The Funds rely upon their respective fund administrator to prepare and make their filings on Form N-PX. DoubleLine shall assist the fund administrator by providing information (including by causing such information to be provided by any third party proxy voting service for record comparison purposes as deemed necessary) regarding any proxy votes made for the Funds within the most recent twelve-month period ending June 30. DoubleLine shall retain records of any such votes with sufficient information to make accurate annual Form N-PX filings.

B. Providing Policies and Procedures

Mutual funds (including the Funds) that invest in voting securities are required to describe in their statements of additional information (SAIs) the policies and procedures that they use to determine how to vote proxies relating to securities held in their portfolios. The Funds also may chose to include these policies and procedures as part of their registration statement. Closed-end funds (such as DBL and DSL) must disclose their proxy voting policies and procedures annually on Form N-CSR.

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Funds are required to disclose in shareholder reports that a description of the fund s proxy voting policies and procedures is available (i) without charge, upon request, by calling a specified toll-free (or collect) telephone number; (ii) on the fund s website, if applicable; and (iii) on the Commission s website at http://www.sec.gov. The fund administrator shall ensure that such disclosures are included when preparing shareholder reports on the Funds behalf. The DoubleLine Funds currently do not provide the proxy policies and procedures on their website.

A Fund is required to send the description of the fund s proxy voting policies and procedures within three business days of receipt of the request, by first-class mail or other means designed to ensure equally prompt delivery. The Funds rely upon the fund administrator to provide this service.

XI. Recordkeeping

A. DoubleLine must maintain the documentation described in this policy for a period of not less than five (5) years from the end of the fiscal year during which the last entry was made on such record, the first two (2) years at its principal place of business. DoubleLine will be responsible for the following procedures and for ensuring that the required documentation is retained, including with respect to class action claims or corporate actions other than proxy voting. DoubleLine has engaged Glass Lewis to retain the aforementioned proxy voting records on behalf of DoubleLine (and its Clients).

B. Client request to review proxy votes:

Any written request from a Client related to actions taken with respect to a proposal received by any Employee of DoubleLine must be retained. Only written responses to oral requests need to be maintained.

The Client Service group will record the identity of the Client, the date of the request, and the disposition (e.g., provided a written or oral response to Client s request, referred to third party, not a proxy voting client, other dispositions, etc.).

In order to facilitate the management of proxy voting record keeping process, and to facilitate dissemination of such proxy voting records to clients, the Client Service group will distribute to any Client requesting proxy voting information DoubleLine s complete proxy voting record for the Client for the period requested. If deemed operationally more efficient, DoubleLine may choose to release its entire proxy voting record for the requested period, with any information identifying a particular client redacted. The Client Service group shall furnish the information requested, free of charge, to the Client within a reasonable time period (within 10 business days) and maintain a copy of the written record provided in response to Client s written (including e-mail) or oral request. A copy of the written response should be attached and maintained with the Client s written request, if applicable, and stored in an appropriate file.

Clients can require the delivery of the proxy voting record relevant to their accounts for the five year period prior to their request.

C. Examples of proxy voting records:

Documents prepared or created by DoubleLine that were material to making a decision on how to vote, or that memorialized the basis for the decision.

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Documentation or notes or any communications received from third parties, other industry analysts, third party service providers, company s management discussions, etc. that were material in the basis for the decision.

XII. Disclosure

The CCO or designee will ensure that Form ADV Part 2A is updated as necessary to reflect: (i) all material changes to this policy; and (ii) regulatory requirements related to proxy voting disclosure.

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Attachment A to DoubleLine Capital LP, DoubleLine Equity LP, DoubleLine Funds Trust, DoubleLine Equity Funds, DoubleLine Private Funds, DoubleLine Opportunistic Credit Fund and DoubleLine Income Solutions Fund Proxy Voting, Corporate Action and Class Action Policy

Guidelines

The proxy voting decisions set forth below refer to proposals by company management except for the categories of Shareholder Proposals and Social Issue Proposals. The voting decisions in these latter two categories refer to proposals by outside shareholders.

Governance

- For trustee nominees in uncontested elections
- For management nominees in contested elections
- For ratifying auditors, except against if the previous auditor was dismissed because of a disagreement with the company or if the fees for non-audit services exceed 51% of total fees
- For changing the company name
- For approving other business
- For adjourning the meeting
- For technical amendments to the charter and/or bylaws
- For approving financial statements

Capital Structure

- For increasing authorized common stock
- For decreasing authorized common stock
- For amending authorized common stock

For the issuance of common stock, except against if the issued common stock has superior voting rights

For approving the issuance or exercise of stock warrants

For authorizing preferred stock, except against if the board has unlimited rights to set the terms and conditions of the shares

For increasing authorized preferred stock, except against if the board has unlimited rights to set the terms and conditions of the shares

For decreasing authorized preferred stock

For canceling a class or series of preferred stock

For amending preferred stock

For issuing or converting preferred stock, except against if the shares have voting rights superior to those of other shareholders

For eliminating preemptive rights

For creating or restoring preemptive rights

Against authorizing dual or multiple classes of common stock

For eliminating authorized dual or multiple classes of common stock

For amending authorized dual or multiple classes of common stock

For increasing authorized shares of one or more classes of dual or multiple classes of common stock, except against if it will allow the company to issue additional shares with superior voting rights

For a stock repurchase program

For a stock split

For a reverse stock split, except against if the company does not intend to proportionally reduce the number of authorized shares

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Mergers and Restructuring

For merging with or acquiring another company

For recapitalization

For restructuring the company

For bankruptcy restructurings

For liquidations

For reincorporating in a different state

For spinning off certain company operations or divisions

For the sale of assets

Against eliminating cumulative voting

For adopting cumulative voting

Board of Trustees

For limiting the liability of trustees

For setting the board size

For allowing the trustees to fill vacancies on the board without shareholder approval

Against giving the board the authority to set the size of the board as needed without shareholder approval

For a proposal regarding the removal of trustees, except against if the proposal limits the removal of trustees to cases where there is legal cause

For non-technical amendments to the company s certificate of incorporation, except against if an amendment would have the effect of reducing shareholders rights

For non-technical amendments to the company s bylaws, except against if an amendment would have the effect of reducing shareholder s rights

Anti-Takeover Provisions

Against a classified board

Against amending a classified board

For repealing a classified board

Against ratifying or adopting a shareholder rights plan (poison pill)

Against redeeming a shareholder rights plan (poison pill)

Against eliminating shareholders right to call a special meeting

Against limiting shareholders right to call a special meeting

For restoring shareholders right to call a special meeting

Against eliminating shareholders right to act by written consent

Against limiting shareholders right to act by written consent

For restoring shareholders right to act by written consent

Against establishing a supermajority vote provision to approve a merger or other business combination

For amending a supermajority vote provision to approve a merger or other business combination, except against if the amendment would increase the vote required to approve the transaction

For eliminating a supermajority vote provision to approve a merger or other business combination

Against adopting supermajority vote requirements (lock-ins) to change certain bylaw or charter provisions

Against amending supermajority vote requirements (lock-ins) to change certain bylaw or charter provisions

For eliminating supermajority vote requirements (lock-ins) to change certain bylaw or charter provisions

Against expanding or clarifying the authority of the board of trustees to consider factors other than the interests of shareholders in assessing a takeover bid

Against establishing a fair price provision

Against amending a fair price provision

For repealing a fair price provision

For limiting the payment of greenmail

Against adopting advance notice requirements

For opting out of a state takeover statutory provision

Against opt into a state takeover statutory provision

Compensation

For adopting a stock incentive plan for employees, except decide on a case-by-case basis if the plan dilution is more than 5% of outstanding common stock or if the potential dilution from all company plans, including the one proposed, is more than 10% of outstanding common stock

For amending a stock incentive plan for employees, except decide on a case-by-case basis if the minimum potential dilution from all company plans, including the one proposed, is more than 10% of outstanding common stock

For adding shares to a stock incentive plan for employees, except decide on a case-by-case basis if the plan dilution is more than 5% of outstanding common stock or if the potential dilution from all company plans, including the one proposed, is more than 10% of outstanding common stock

For limiting per-employee option awards

For extending the term of a stock incentive plan for employees

Case-by-case on assuming stock incentive plans

For adopting a stock incentive plan for non-employee trustees, except decide on a case-by-case basis if the plan dilution is more than 5% of outstanding common equity or if the minimum potential dilution from all plans, including the one proposed, is more than 10% of outstanding common equity

For amending a stock incentive plan for non-employee trustees, except decide on a case-by-case basis if the minimum potential dilution from all plans, including the one proposed, is more than 10% of outstanding common equity

For adding shares to a stock incentive plan for non-employee trustees, except decide on a case-by-case basis if the plan dilution is more than 5% of outstanding common equity or if the minimum potential dilution from all plans, including the one proposed, is more than 10% of the outstanding common equity

For adopting an employee stock purchase plan, except against if the proposed plan allows employees to purchase stock at prices of less than 85% of the stock s fair market value

For amending an employee stock purchase plan, except against if the proposal allows employees to purchase stock at prices of less than 85% of the stock s fair market value

For adding shares to an employee stock purchase plan, except against if the proposed plan allows employees to purchase stock at prices of less than 85% of the stock s fair market value

For adopting a stock award plan, except decide on a case-by-case basis if the plan dilution is more than 5% of the outstanding common equity or if the minimum potential dilution from all plans, including the one proposed, is more than 10% of the outstanding common equity

For amending a stock award plan, except against if the amendment shortens the vesting requirements or lessens the performance requirements

For adding shares to a stock award plan, except decide on a case-by-case basis if the plan dilution is more than 5% of the outstanding common equity or if the minimum potential dilution from all plans, including the one proposed, is more than 10% of the outstanding common equity

For adopting a stock award plan for non-employee trustees, except decide on a case-by-case basis if the plan dilution is more than 5% of the outstanding common equity or if the minimum potential dilution from all plans, including the one proposed, is more than 10% of the outstanding common equity

For amending a stock award plan for non-employee trustees, except decide on a case-by-case basis if the minimum potential dilution from all plans is more than 10% of the outstanding common equity.

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For adding shares to a stock award plan for non-employee trustees, except decide on a case-by-case basis if the plan dilution is more than 5% of the outstanding common equity or if the minimum potential dilution from all plans, including the one proposed, is more than 10% of the outstanding common equity

For approving an annual bonus plan

For adopting a savings plan

For granting a one-time stock option or stock award, except decide on a case-by-case basis if the plan dilution is more than 5% of the outstanding common equity

For adopting a deferred compensation plan

For approving a long-term bonus plan

For approving an employment agreement or contract

For amending a deferred compensation plan

For amending an annual bonus plan

For reapproving a stock option plan or bonus plan for purposes of OBRA

For amending a long-term bonus plan

Shareholder Proposals

For requiring shareholder ratification of auditors

Against requiring the auditors to attend the annual meeting

Against limiting consulting by auditors

Against requiring the rotation of auditors

Against restoring preemptive rights

For asking the company to study sales, spin-offs, or other strategic alternatives

For asking the board to adopt confidential voting and independent tabulation of the proxy ballots

Against asking the company to refrain from counting abstentions and broker non-votes in vote tabulations

Against eliminating the company s discretion to vote unmarked proxy ballots.

For providing equal access to the proxy materials for shareholders

Against requiring a majority vote to elect trustees

Against requiring the improvement of annual meeting reports

Against changing the annual meeting location

Against changing the annual meeting date

Against asking the board to include more women and minorities as trustees.

Against seeking to increase board independence

Against limiting the period of time a trustee can serve by establishing a retirement or tenure policy

Against requiring minimum stock ownership by trustees

Against providing for union or employee representatives on the board of trustees

For increasing disclosure regarding the board s role in the development and monitoring of the company s long-term strategic plan

For creating a nominating committee of the board

Against urging the creation of a shareholder committee

Against asking that the chairman of the board of trustees be chosen from among the ranks of the non-employee trustees

Against asking that a lead trustee be chosen from among the ranks of the non-employee trustees

For adopting cumulative voting

Against requiring trustees to place a statement of candidacy in the proxy statement

Against requiring the nomination of two trustee candidates for each open board seat

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Against making trustees liable for acts or omissions that constitute a breach of fiduciary care resulting from a trustee s gross negligence and/or reckless or willful neglect

For repealing a classified board

Against asking the board to redeem or to allow shareholders to vote on a poison pill shareholder rights plan

Against repealing fair price provisions

For restoring shareholders right to call a special meeting

For restoring shareholders right to act by written consent

For limiting the board s discretion to issue targeted share placements or requiring shareholder approval before such block placements can be made

For seeking to force the company to opt out of a state takeover statutory provision

Against reincorporating the company in another state

For limiting greenmail payments

Against advisory vote on compensation

Against restricting executive compensation

For enhance the disclosure of executive compensation

Against restricting trustee compensation

Against capping executive pay

Against calling for trustees to be paid with company stock

Against calling for shareholder votes on executive pay

Against calling for the termination of trustee retirement plans

Against asking management to review, report on, and/or link executive compensation to non-financial criteria, particularly social criteria

Against seeking shareholder approval to reprice or replace underwater stock options

For banning or calling for a shareholder vote on future golden parachutes

Against seeking to award performance-based stock options

Against establishing a policy of expensing the costs of all future stock options issued by the company in the company s annual income statement

Against requesting that future executive compensation be determined without regard to any pension fund income

Against approving extra benefits under Supplemental Executive Retirement Plans (SERPs)

Against requiring option shares to be held

For creating a compensation committee

Against requiring that the compensation committee hire its own independent compensation consultants-separate from the compensation consultants working with corporate management-to assist with executive compensation issues

For increasing the independence of the compensation committee

For increasing the independence of the audit committee

For increasing the independence of key committees

Social Issue Proposals

Against asking the company to develop or report on human rights policies

Against asking the company to limit or end operations in Burma

For asking management to review operations in Burma

For asking management to certify that company operations are free of forced labor

Against asking management to implement and/or increase activity on each of the principles of the U.S. Business Principles for Human Rights of Workers in China.

Against asking management to develop social, economic, and ethical criteria that the company could use to determine the acceptability of military contracts and to govern the execution of the contracts

Against asking management to create a plan of converting the company s facilities that are dependent on defense contracts toward production for commercial markets

Against asking management to report on the company s government contracts for the development of ballistic missile defense technologies and related space systems

Against asking management to report on the company s foreign military sales or foreign offset activities

Against asking management to limit or end nuclear weapons production

Against asking management to review nuclear weapons production

Against asking the company to establish shareholder-designated contribution programs

Against asking the company to limit or end charitable giving

For asking the company to increase disclosure of political spending and activities

Against asking the company to limit or end political spending

For requesting disclosure of company executives prior government service

Against requesting affirmation of political nonpartisanship

For asking management to report on or change tobacco product marketing practices, except against if the proposal calls for action beyond reporting

Against severing links with the tobacco industry

Against asking the company to review or reduce tobacco harm to health

For asking management to review or promote animal welfare, except against if the proposal calls for action beyond reporting

For asking the company to report or take action on pharmaceutical drug pricing or distribution, except against if the proposal asks for more than a report

Against asking the company to take action on embryo or fetal destruction

For asking the company to review or report on nuclear facilities or nuclear waste, except against if the proposal asks for cessation of nuclear-related activities or other action beyond reporting

For asking the company to review its reliance on nuclear and fossil fuels, its development or use of solar and wind power, or its energy efficiency, except vote against if the proposal asks for more than a report.

Against asking management to endorse the Ceres principles

For asking the company to control generation of pollutants, except against if the proposal asks for action beyond reporting or if the company reports its omissions and plans to limit their future growth or if the company reports its omissions and plans to reduce them from established levels

For asking the company to report on its environmental impact or plans, except against if management has issued a written statement beyond the legal minimum

For asking management to report or take action on climate change, except against if management acknowledges a global warming threat and has issued company policy or if management has issued a statement and committed to targets and timetables or if the company is not a major emitter of greenhouse gases

For asking management to report on, label, or restrict sales of bioengineered products, except against if the proposal asks for action beyond reporting or calls for a moratorium on sales of bioengineered products

Against asking the company to preserve natural habitat

Against asking the company to review its developing country debt and lending criteria and to report to shareholders on its findings

Against requesting the company to assess the environmental, public health, human rights, labor rights, or other socioeconomic impacts of its credit decisions

For requesting reports and/or reviews of plans and/or policies on fair lending practices, except against if the proposal calls for action beyond reporting

Against asking the company to establish committees to consider issues related to facilities closure and relocation of work

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For asking management to report on the company s affirmative action policies and programs, including releasing its EEO-1 forms and providing statistical data on specific positions within the company, except against if the company releases its EEO-1 reports

Against asking management to drop sexual orientation from EEO policy

Against asking management to adopt a sexual orientation non-discrimination policy

For asking management to report on or review Mexican operations

Against asking management to adopt standards for Mexican operations

Against asking management to review or implement the MacBride principles

Against asking the company to encourage its contractors and franchisees to implement the MacBride principles

For asking management to report on or review its global labor practices or those of its contractors, except against if the company already reports publicly using a recognized standard or if the resolution asks for more than a report

Against asking management to adopt, implement, or enforce a global workplace code of conduct based on the International Labor Organization s core labor conventions

For requesting reports on sustainability, except against if the company has already issued a report in GRI format

Adopted by the DoubleLine Funds Trust Board: March 25, 2010

Renewed, reviewed and approved by the DoubleLine Funds Trust Board: March 1, 2011

Renewed, reviewed and approved by the DoubleLine Funds Trust Board: August 25, 2011

Renewed and approved by the DoubleLine Funds Trust Board of Trustees: March 19, 2013

Renewed, reviewed and approved by the DoubleLine Funds Trust Board: May 22, 2013

Renewed, reviewed and approved by the DoubleLine Funds Trust Board: November 20, 2013

Renewed, reviewed and approved by the DoubleLine Funds Trust Board: August 21, 2014

Adopted by the DoubleLine Opportunistic Credit Fund Board of Trustees: August 24, 2011

Renewed and approved by the DoubleLine Opportunistic Credit Fund Board of Trustees: March 19, 2013

Renewed, reviewed and approved by the DoubleLine Opportunistic Credit Fund Board of Trustees: May 22, 2013

Renewed, reviewed and approved by the DoubleLine Opportunistic Credit Fund Board of Trustees: November 20, 2013

Renewed, reviewed and approved by the DoubleLine Opportunistic Credit Fund Board of Trustees: August 21, 2014

Adopted by the DoubleLine Equity Funds Board of Trustees: March 19, 2013

Renewed, reviewed and approved by the DoubleLine Equity Funds Board: May 22, 2013

Renewed, reviewed and approved by the DoubleLine Equity Funds Board: November 20, 2013

Renewed, reviewed and approved by the DoubleLine Equity Funds Board: August 21, 2014

Adopted by the DoubleLine Income Solutions Board of Trustees: March 19, 2013

Renewed, reviewed and approved by the DoubleLine Income Solutions Board of Trustees: May 22, 2013

Renewed, reviewed and approved by the DoubleLine Income Solutions Board of Trustees: November 20, 2013

Renewed, reviewed and approved by the DoubleLine Income Solutions Board of Trustees: August 21, 2014

Information about how the Fund voted proxies relating to portfolio securities held during the most recent twelve month period ended June 30th is available no later than the following August 31st without charge, upon request, by calling (877) DLine11 (877-354-6311) and on the SEC s website at http://www.sec.gov.

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Item 8. Portfolio Managers of Closed-End Management Investment Companies.

(a)(1) The following provides biographical information about the individuals who are primarily responsible for the day-to-day management of the registrant s portfolio (Portfolio Managers) as of the date of this filing:

Jeffrey E. Gundlach (Portfolio Manager since the Fund s inception)

Mr. Jeffrey E. Gundlach is the founder and Chief Executive Officer and Chief Investment Officer of DoubleLine Capital LP (Doubleline or the Adviser). Mr. Gundlach has been Chief Executive Officer of DoubleLine since its inception in December 2009. Mr. Gundlach s business experience during the five years prior to founding DoubleLine includes holding the following positions at TCW: Chief Investment Officer, Group Managing Director and President.

Philip A. Barach (Portfolio Manager since the Fund s inception)

Mr. Barach is co-founder and President of DoubleLine. Prior to DoubleLine, Mr. Barach was Co-Founder and Group Managing Director of TCW Mortgage Group where he spent over 23 years. He attended the Hebrew University of Jerusalem, where he received a BA in International Relations and an MBA in Finance. Mr. Barach assists Mr. Gundlach in overseeing the implementation of the Fund s overall strategy.

Joel A. Damiani (Portfolio Manager since the Fund s inception)

Mr. Damiani is a founding member of DoubleLine. He also is a Portfolio Manager in the Mortgage Group. Prior to joining DoubleLine in 2009, Mr. Damiani was a Managing Director and MBS Portfolio Manager at TCW since 1999. Mr. Damiani holds both a BS in Molecular Biology and an MS in Finance from the University of Wisconsin. He is a CFA charterholder. Mr. Damiani assists in managing the mortgage-backed securities and other structured products portion of the Fund s portfolio.

Joseph J. Galligan (Portfolio Manager since the Fund s inception)

Mr. Galligan is a founding member of DoubleLine. He is also a Portfolio Manager in the Mortgage Group. Prior to joining DoubleLine in 2009, Mr. Galligan had been a Managing Director and Portfolio Manager at TCW since 1991. Mr. Galligan holds a BS in Economics with a concentration in Finance from the Wharton School of Business at the University of Pennsylvania. He is a CFA charterholder. Mr. Galligan assists in managing the mortgage-backed securities and other structured products portion of the Fund s portfolio.

Luz M. Padilla (Portfolio Manager since the Fund s inception)

Ms. Padilla has been a Portfolio Manager of DoubleLine since January 2010. As part of the Fund s portfolio management team, Ms. Padilla manages the emerging markets fixed income portion of the Fund s portfolio. For the five-year period prior to joining DoubleLine, Ms. Padilla was a Managing Director at TCW.

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Bonnie Baha (Portfolio Manager since the Fund s inception)

Ms. Baha has been a Portfolio Manager of DoubleLine since its inception in December 2009. As part of the Fund s portfolio management team, Ms. Baha manages the global developed credit portion of the Fund s portfolio. For the five-year period prior to joining DoubleLine, Ms. Baha was a Managing Director at TCW.

(a)(2) The following provides information on other accounts managed on a day-to-day basis by the Portfolio Managers listed above as of September 30, 2014:

Name of Portfolio Manager	Number of Accounts	Total Assets of Accounts ($ millions)	Number of Accounts Subject to a Performance Fee	Total Assets of Accounts Subject to a Performance Fee ($ millions)
Jeffrey E. Gundlach				
Registered investment companies	17	$ 44,726		
Other pooled investment vehicles	8	$ 3,989	2	$ 2,319
Other accounts	36	$ 4,260		
Phillip A Barach				
Registered investment companies	7	$ 39,902		
Other pooled investment vehicles	7	$ 2,738	2	$ 2,319
Other accounts	37	$ 4,437		
Joel A Damiani				
Registered investment companies	1	$ 434		
Other pooled investment vehicles	3	$ 2,502	2	$ 2,319
Other accounts				
Joseph J Galligan				
Registered investment companies	1	$ 434		

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Other pooled investment vehicles	3	$ 2,502	2	$ 2,319
Other accounts				
Luz M. Padilla				
Registered investment companies	8	$ 7,109		
Other pooled investment vehicles				
Other accounts	5	$ 1,002		
Bonnie Baha				
Registered investment companies	7	$ 6,752		
Other pooled investment vehicles				
Other accounts	2	$ 247		

Conflicts of Interest

From time to time, potential and actual conflicts of interest may arise between a portfolio manager s management of the investments of the Fund, on the one hand, and the management of other accounts, on the other. Potential and actual conflicts of interest also may result because of the Adviser s other business activities. Other accounts managed by a portfolio manager might have similar investment objectives or strategies as the Fund, be managed (benchmarked) against the same index the Fund tracks, or otherwise hold, purchase, or sell securities that are eligible to be held, purchased or sold by the Fund. The other accounts might also have different investment objectives or strategies than the Fund.

Knowledge and Timing of Fund Trades. A potential conflict of interest may arise as a result of the portfolio managers management of the Fund. Because of their positions with the Fund, the portfolio managers know the size, timing and possible market impact of the Fund s trades. It is theoretically possible that a portfolio manager could use this information to the advantage of other accounts under management, and also theoretically possible that actions could be taken (or not taken) to the detriment of the Fund.

Investment Opportunities. A potential conflict of interest may arise as a result of a portfolio manager s management of a number of accounts with varying investment guidelines. Often, an investment opportunity may be suitable for both the Fund and other accounts managed by the portfolio manager, but securities may not be available in sufficient quantities for both the Fund and the other accounts to participate fully. Similarly, there may be limited opportunity to sell an investment held by the Fund and another account. The Adviser has adopted policies and procedures reasonably designed to allocate investment opportunities on a fair and equitable basis over time.

Under the Adviser s allocation procedures, investment opportunities are allocated among various investment strategies based on individual account investment guidelines, the Adviser s investment outlook, cash availability and a series of other factors. The Adviser has also adopted additional internal practices to complement the general trade allocation policy that are designed to address potential conflicts of interest due to the side-by-side management of the Fund and certain pooled investment vehicles, including investment opportunity allocation issues. Conflicts potentially limiting the Fund s investment opportunities may also arise when the Fund and other clients of the Adviser invest in different parts of an issuer s capital structure, such as when the Fund owns senior debt obligations of an issuer and other clients own junior tranches of the same issuer. In such circumstances, decisions over whether to trigger an event of default, over the terms of any workout, or how to exit an investment may result in conflicts of interest. In order to minimize such conflicts, a portfolio manager may avoid certain investment opportunities that would potentially give rise to conflicts with other clients of the Adviser or the Adviser may enact internal procedures designed to minimize such conflicts, which could have the effect of limiting the Fund s investment opportunities. Additionally, if the Adviser acquires material non-public confidential information in connection with its business activities for other clients, a portfolio manager or other investment personnel may be restricted from purchasing securities or selling certain securities for the Fund or other clients. When making investment decisions where a conflict of interest may arise, the Adviser will endeavor to act in a fair and equitable manner between the Fund and other clients; however, in certain instances the resolution of the conflict may result in the Adviser acting on behalf of another client in a manner that may not be in the best interest, or may be opposed to the best interest, of the Fund.

Broad and Wide-Ranging Activities. The portfolio managers, the Adviser and its affiliates engage in a broad spectrum of activities. In the ordinary course of their business activities, the portfolio managers, the Adviser and its affiliates may engage in activities where the interests of certain divisions of the Adviser and its affiliates or the interests of their clients may conflict with the interests of the shareholders of the Fund.

Possible Future Activities. The Adviser and its affiliates may expand the range of services that it provides over time. Except as provided herein, the Adviser and its affiliates will not be restricted in the scope of its business or in the performance of any such services (whether now offered or undertaken in the future) even if such activities could give rise to conflicts of interest, and whether or not such conflicts are described herein. The Adviser and its affiliates have, and will continue to develop, relationships with a significant number of companies, financial sponsors and their senior managers, including relationships with clients who may hold or may have held investments similar to those intended to be made by the Fund. These clients may themselves represent appropriate investment opportunities for the Fund or may compete with the Fund for investment opportunities.

Performance Fees and Personal Investments. A portfolio manager may advise certain accounts with respect to which the advisory fee is based entirely or partially on performance or in respect of which the portfolio manager may have made a significant personal investment. Such circumstances may create a conflict of interest for a portfolio manager in that the portfolio manager may have an incentive to allocate the investment opportunities that he or she believes

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might be the most profitable to such other accounts instead of allocating them to the Fund. The Adviser has adopted policies and procedures reasonably designed to allocate investment opportunities between the Fund and performance fee based accounts on a fair and equitable basis over time.

Use of Leverage. During periods in which the Fund is using leverage, the fees paid to the Adviser for investment advisory services, which may directly or indirectly affect the portfolio managers compensation, will be higher than if the Fund did not use leverage because the fees paid will be calculated on the basis of the Fund s total managed assets, including assets attributable to reverse repurchase agreements, dollar roll transactions or similar transactions and/or borrowings, and to any preferred shares that may be outstanding, which may create an incentive for a portfolio manager to leverage the Fund or to leverage using strategies that increase the Adviser s fee.

(a)(3) The following describes how the Adviser is compensated as of September 30, 2014:

The Fund pays a monthly fee to the Adviser, computed and paid at the annual rate (as a percentage of the Fund s average daily total managed assets) of 1.00%. Total managed assets means the total assets of the Fund (including assets attributable to any reverse repurchase agreements, dollar roll transactions or similar transactions, borrowings, and/or preferred shares that may be outstanding) minus accrued liabilities (other than liabilities representing reverse repurchase agreements, dollar roll transactions or similar transactions, and/or borrowings). For purposes of calculating total managed assets, the liquidation preference of any preferred shares outstanding is not considered a liability. With respect to any reverse repurchase agreements, dollar rolls or similar transactions, total managed assets also includes any proceeds from the sale of an asset of the Fund to a counterparty in such a transaction, in addition to the value of the asset so sold as of the relevant measuring date. The average daily total managed assets of the Fund for any month is determined by taking an average of all of the determinations of total managed assets during such month at the close of business on each business day during such month.

The overall objective of the compensation program for portfolio managers is for the Adviser to attract competent and expert investment professionals and to retain them over the long-term. Compensation is comprised of several components which, in the aggregate are designed to achieve these objectives and to reward the portfolio managers for their contribution to the success of their clients and the Adviser. Portfolio managers are compensated through a combination of base salary, discretionary bonus and equity participation in the Adviser. Bonuses and equity generally represent most of the portfolio managers compensation. However, in some cases, portfolio managers may have a profit sharing interest in the revenue or income related to the areas for which the portfolio managers are responsible. Such profit sharing arrangements can comprise a significant portion of a portfolio manager s overall compensation.

Salary. Salary is agreed to with managers at time of employment and is reviewed from time to time. It does not change significantly and often does not constitute a significant part of a portfolio manager s compensation.

Discretionary Bonus/Guaranteed Minimums. Portfolio managers receive discretionary bonuses. However, in some cases, pursuant to contractual arrangements, some portfolio managers may be entitled to a mandatory minimum bonus if the sum of their salary and profit sharing does not reach certain levels.

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Equity Incentives. Portfolio managers may participate in equity incentives based on overall firm performance of the Adviser, through direct ownership interests in the Adviser or participation in stock option or stock appreciation plans of Adviser. These ownership interests or participation interests provide eligible portfolio managers the opportunity to participate in the financial performance of the Adviser as a whole. Participation is generally determined in the discretion of Adviser, taking into account factors relevant to a portfolio manager s contribution to the success of Adviser.

Other Plans and Compensation Vehicles. Portfolio managers may elect to participate in the Adviser s 401(k) plan, to which they may contribute a portion of their pre- and post-tax compensation to the plan for investment on a tax-deferred basis. The Adviser may also choose, from time to time to offer certain other compensation plans and vehicles, such as a deferred compensation plan, to portfolio managers.

Summary. As described above, an investment professional s total compensation is determined through a subjective process that evaluates numerous quantitative and qualitative factors, including the contribution made to the overall investment process. Not all factors apply to each investment professional and there is no particular weighting or formula for considering certain factors. Among the factors considered are: relative investment performance of portfolios (although there are no specific benchmarks or periods of time used in measuring performance); complexity of investment strategies; participation in the investment team s dialogue; contribution to business results and overall business strategy; success of marketing/business development efforts and client servicing; seniority/length of service with the firm; management and supervisory responsibilities; and fulfillment of the Adviser s leadership criteria.

(a)(4) The following provides information about the dollar range of equity securities in the registrant beneficially owned by the Portfolio Managers as of September 30, 2014:

Portfolio Manager	Aggregate Dollar Range of Beneficial Ownership in the Registrant
Jeffrey E. Gundlach	None
Philip A. Barach	None
Joel A. Damiani	None
Joseph J. Galligan	None
Luz M. Padilla	None
Bonnie Baha	None

Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers.

There were no purchases made by or on behalf of the Registrant or any affiliated purchaser, as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934, as amended, of shares of the Registrant s equity securities that are registered by the Registrant pursuant to Section 12 of the Exchange Act made in the period covered by this report.

Item 10. Submission of Matters to a Vote of Security Holders.

There have been no material changes to the procedures by which shareholders may recommend nominees to the registrant s board of trustees.

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Item 11. Controls and Procedures.

(a) The Registrant s President and Treasurer have reviewed the Registrant s disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940 (the Act)) as of a date within 90 days of the filing of this report, as required by Rule 30a-3(b) under the Act and Rules 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934. Based on their review, such officers have concluded that the disclosure controls and procedures are effective in ensuring that information required to be disclosed in this report is appropriately recorded, processed, summarized and reported and made known to them by others within the Registrant and by the Registrant s service provider.

(b) There were no changes in the Registrant s internal control over financial reporting (as defined in Rule 30a-3(d) under the Act) that occurred during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Registrant s internal control over financial reporting.

Item 12. Exhibits.

(a) (1) Any code of ethics or amendment thereto, that is the subject of the disclosure required by Item 2, to the extent that the registrant intends to satisfy Item 2 requirements through filing an exhibit. Filed herewith.

(2) A separate certification for each principal executive and principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.

(3) Any written solicitation to purchase securities under Rule 23c-1 under the Act sent or given during the period covered by the report by or on behalf of the registrant to 10 or more persons. Not applicable to open-end investment companies.

(b) Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Furnished herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) DoubleLine Opportunistic Credit Fund

By (Signature and Title) /s/ Ronald R. Redell
Ronald R. Redell, President and Chief Executive Officer
Date November 26, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title) /s/ Ronald R. Redell
Ronald R. Redell, President and Chief Executive Officer
Date November 26, 2014

By (Signature and Title) /s/ Susan Nichols
Susan Nichols, Treasurer and Principal Financial Accounting Officer
Date November 26, 2014