

DoubleLine Capital LP

Form ADV Part 2A

January 19, 2012

This Brochure provides information about the qualifications and business practices of DoubleLine Capital LP ("DoubleLine"). If you have any questions about the contents of this Brochure, please contact DoubleLine at (213) 633-8200. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about DoubleLine also is available on the SEC's website at www.advisorinfo.sec.gov.

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SEC File Number: 801-70942
IA Firm Number: 152606

Item 2. Material Changes

Item 2

This Brochure, dated January 19, 2012, provides the following material updates to the Brochure dated October 7, 2011, which was the most recent annual update to the Brochure. Other minor items, such as adding clarifying language, changes to formatting and corrections to typographical errors, also have been adjusted since the October 7, 2011 Brochure. Clients, prospects and other interested parties are encouraged to read the entire Brochure carefully. In the past DoubleLine has offered or delivered information about its qualifications and business practices to Clients on at least an annual basis. Pursuant to new SEC rules, DoubleLine will now deliver a summary of any material changes to this and subsequent Brochures within 120 calendar days of the close of its fiscal year. DoubleLine may further provide you with other interim disclosures about material changes to the information in this Brochure as necessary. DoubleLine will further provide you with a new Brochure, without charge, as necessary based on changes or new information. A copy of DoubleLine's current Brochure can be obtained by contacting your Client Services Representative at (213) 633-8200.

Item 4:

DoubleLine's assets under management (AUM) figure has been updated to reflect total AUM of \$21,293,218,728 as of December 31, 2011.

Item 8

Added **Default Securities Risk** and **Financial Services Risk** to the enumerated risks listed in the response to Item 8.

Item 9:

Updated disclosures related to the ongoing litigation between Trust Company of the West and DoubleLine. Specifically, the TCW Group and DoubleLine Capital jointly announced on December 29, 2011 that they settled all claims between and among themselves as well as DoubleLine Funds Trust, Jeffrey Gundlach, and other individuals. The terms of the settlement are confidential and the parties will not discuss them.

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Item 4. Advisory Business



Ownership and Structure

DoubleLine Capital LP was founded by Jeffrey Gundlach, Chief Executive Officer and Chief Investment Officer, and Philip Barach, President, in December 2009. DoubleLine is a limited partnership organized under the laws of Delaware. 77% of DoubleLine's limited partnership interests are owned by Messrs. Gundlach and Barach, along with Joel Damiani, Joseph Galligan and Louis Lucido. 1% of DoubleLine's partnership interests are owned by DoubleLine Capital GP LLC, which is the general partner of DoubleLine and is, in turn, controlled by Jeffrey Gundlach. The remaining 22% of DoubleLine's limited partnership interests are owned by affiliates of Oaktree Capital Management, L.P.

Advisory Services

DoubleLine provides a variety of investment management services to institutional clients, including corporate entities, pension plans, registered investment companies (each, a "Registered Fund") and unregistered investment companies (each, a "Private Fund"), foundations as well as public and government entities. Included with the Registered Funds to which DoubleLine provides management services are the series of DoubleLine Funds Trust (the "Trust" and each series a "DoubleLine Fund"), which are further described in Item 10 of this Brochure. Certain of the Private Funds for which DoubleLine provides investment advisory services may be affiliated with DoubleLine because DoubleLine or its affiliates serve as the general partner ("DoubleLine Private Funds"). DoubleLine also provides investment advisory services to a limited number of high net worth individual clients.

DoubleLine typically manages accounts on a discretionary basis in accordance with its investment strategies, which are tailored according to the individual directives and guidelines of each Client. Clients can impose reasonable restrictions on investment characteristics that are subject to acceptance by DoubleLine. Examples of reasonable restrictions include, but are not limited to, account duration and average quality, asset types, security quality, allocation concentration and limitations on the use of leverage or derivatives.

Types of Investments

DoubleLine offers a variety of fixed income investment strategies that utilize fixed income securities and other instruments (all of which are referred to throughout this Brochure as "securities") that include, but are not limited to:

- Mortgage-Backed Securities and other structured products, such as Collateralized Debt Obligations (CDOs), Collateralized Loan Obligations (CLOs), Real Estate Mortgage Investment Conduits (REMICs), Collateralized Mortgage Obligations (CMOs), interest only and principal only securities.
- Agency and non-agency Mortgage Backed Securities (MBS)
- Commercial Mortgage Backed Securities (CMBS)
- Asset-Backed Securities (ABS)
- Corporate and Asset-Backed Commercial Paper and other money market or short-term debt instruments
- Corporate debt securities
- Municipal securities
- Preferred stock and capital securities
- U.S. government securities
- Obligations of foreign governments or their subdivisions, agencies and instrumentalities
- Obligations of foreign corporate issuers
- Bank loans, loan participations and assignments
- Repurchase agreements and reverse repurchase agreements
- Privately placed, Regulation S and Rule 144A securities
- Unrated securities

DoubleLine also offers to certain Clients strategies that involve multiple asset classes, which use securities and other instruments that may include the above list of fixed income securities and other instruments, but may also include:

- Common stock
- Exchange-traded funds (ETFs), exchange-traded notes (ETNs) and other exchange-traded products (ETPs)
- Investments designed to provide exposure to one or more physical commodities or commodities indices
- Direct and indirect investment in various foreign cur-

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Item 4. Advisory Business

Item 5. Fees & Compensation



rencies, including actual holdings of currencies, but also forward contracts, futures, swaps, and options with underlying foreign currencies

In limited circumstances where certain Clients are willing to accept greater risk in pursuit of potential higher total returns, DoubleLine may use certain leveraging and hedging techniques, including selling securities short or using derivatives, such as swaps, futures and options.

Wrap Fee Programs

DoubleLine does not manage wrap fee programs. As such, that portion of the information requested within Item 4 does not apply to DoubleLine.

Assets Under Management

As of December 31, 2011, Double Line managed \$21,293,218,728, of which \$19,723,329,856 of client assets were managed on a discretionary basis and \$1,569,218,728 of client assets were managed on a non-discretionary basis.

Item 5. Fees and Compensation.

Depending on the strategy and the size of a specific Client's separate account, DoubleLine's annualized fees for managing a separate account will typically be between 0.25% and 1.25% of the net assets of the account. DoubleLine's annualized fees for providing certain strategies or managing certain other products in a separate account may be subject to substantially higher annualized fees of up to 2.00% or as otherwise disclosed in the applicable investment management agreement or offering document of a strategy or product. Any such investment management agreements or offering documents should be read carefully and in its entirety.

DoubleLine's advisory fees are subject to negotiated agreements with Clients and are determined according to a number of factors including, but not limited to, account size and the investment strategy employed. Different fees may apply to different products, even if the products use the same strategy. For example, DoubleLine may apply the same investment strategy to both a registered investment vehicle and an unregistered investment vehicle, but

receive different advisory fees from each vehicle, due in part to costs incurred by DoubleLine in managing such products.

DoubleLine typically invoices each Client based upon the fee and payment schedule contained in the Client's investment management agreement or other contract, which is typically on a quarterly basis. In general, Clients are able to choose the method and mode of payment of the advisory fee to DoubleLine. Clients also may choose to have the calculation of their fee be based upon the custodial or DoubleLine valuation of their assets; these two valuations may differ and DoubleLine reserves the right to review fees calculated based upon custodial valuations. **DoubleLine does not charge fees in advance.**

DoubleLine's standard contract requires DoubleLine to furnish (at its own expense) all office facilities, equipment and supplies and to perform (also at its own expense) all routine and recurring functions necessary to render the services required under the investment management agreement, including administrative, bookkeeping and accounting, clerical, statistical, and correspondence functions. Clients typically pay for other service providers directly, but if DoubleLine makes payment to such third parties on behalf of the Client, the Client will reimburse DoubleLine for such expenses attributable to the Client's assets under management, which may include: (i) legal, accounting, custodial, appraisal, auditing and other professional fees; (ii) brokerage commissions, mark-ups or mark-downs, issue and transfer taxes, deferred sales charges, odd lot differentials, wire transfer and electronic fund fees and other transactional costs relating to the Client's assets under management, including any portion of such commissions attributable to research and other brokerage services; and (iii) taxes, if any, payable by the Client. These charges, fees and commissions are exclusive of and in addition to DoubleLine's advisory fee and DoubleLine shall not receive any portion of commissions, fees and costs charged by such third parties. Clients may incur custodial costs. DoubleLine does not provide custodial services. **For more information on brokerage and other transaction costs, please see Item 12 of this Brochure.**

The advisory fee owed to DoubleLine by a Client is calculated based on the average of the beginning and ending

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Item 5. Fees & Compensation



market value of the Client's account for the most recent quarter. Contributions or withdrawals from the Client's account will be pro-rated for the period the assets were under management. To the extent that a Client's account with DoubleLine is in existence less than a full quarter, the advisory fee shall be pro-rated for the days the account did exist. Furthermore, DoubleLine includes the market value of the cash and securities that the Client used to establish the account to calculate its advisory fee for the account's first calendar quarter.

Clients are responsible for verifying the accuracy of the fee calculation each quarter. DoubleLine will value assets using its commercially reasonable judgment and through a method that most accurately reflects the assets' fair market value, as determined by DoubleLine in accordance with its internal policies and procedures and in its reasonable discretion. Clients should be aware that their custodial valuations may differ from DoubleLine's valuations.

Specific fee information, which is subject to negotiation on a case-by-case basis, for DoubleLine's current investment strategies are listed in the table below. DoubleLine reserves the right to negotiate fees and minimum account sizes where special circumstances prevail, and arrangements with any particular Client may vary from the fees listed below.

Investment Strategy	General Fee Structure	
	Assets Under Management	Advisory Fee (basis points)
Core Fixed Income	Less than or equal to \$50 million	40 bps
	Greater than \$50 million	35 bps
Core Plus Fixed Income	Less than or equal to \$50 million	45 bps
	Greater than \$50 million	40 bps
Emerging Markets Fixed Income	Less than or equal to \$50 million	62.5 bps
	Greater than \$50 million	50 bps
Global Investment Grade Credit	Less than or equal to \$50 million	35 bps
	Greater than \$50 million	25 bps
Global High Yield Credit	Less than or equal to \$50 million	45 bps
	Greater than \$50 million	35 bps
Index Plus Fixed Income	Less than or equal to \$50 million	35 bps
	Greater than \$50 million	30 bps
MBS	Less than or equal to \$50 million	35 bps
	Greater than \$50 million	30 bps
	Greater than \$100 million	25 bps
Multi-Asset Growth	Any size	100 bps
Opportunistic Income	Any size	100 bps with 15 bps incentive fee
Opportunistic MBS	Less than or equal to \$50 million	100 bps
	Greater than \$50 million	75 bps
Strategic MBS	Any size	125 bps
Total Return MBS	Less than or equal to \$50 million	40 bps
	Greater than \$50 million	35 bps
	Greater than \$100 million	30 bps
U.S. Government	Less than or equal to \$100 million	30 bps
	Greater than \$100 million	20 bps

Neither DoubleLine nor any of its personnel receives compensation attributable to the sale of a security, including

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Item 5. Fees & Compensation

Item 6. Performance-Based Fees



shares of affiliated investment funds, or other investment product (e.g., brokerage commissions). DoubleLine has not developed a fee schedule for all of the strategies listed in Exhibit C; please contact your DoubleLine representative to discuss a potential fee schedule if you are interested in opening a separate account that would be managed using a strategy not listed in this fee schedule.

DoubleLine may enter into performance fee arrangements with certain qualified clients, which are subject to negotiation with each such client. DoubleLine will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisers Act of 1940, as amended (the "Advisers Act") in accordance with the Advisers Act and any applicable exemptions thereunder, including the exemption set forth in Rule 205-3 under the Advisers Act. The DoubleLine Private Funds generally pay DoubleLine both a management fee and a performance fee. The advisory fees paid to DoubleLine by the DoubleLine Private Funds are set forth in the offering documents provided to investors in the DoubleLine Private Funds.

DoubleLine may receive reimbursement from the DoubleLine Funds for certain expenses incurred on behalf of the DoubleLine Funds related to distribution. For additional information, investors should read the DoubleLine Funds' offering documents. Any such reimbursement arrangements will comply with applicable law.

DoubleLine also provides discretionary investment management services to certain Registered Funds, including the DoubleLine Funds. Each Registered Fund's offering documents include information about the fees and expenses paid by the Registered Fund. Management fees and any additional compensation paid to DoubleLine may be waived by DoubleLine, voluntarily and/or on a contractual basis. Contractual fee waivers are generally negotiated between DoubleLine and a Registered Fund's Board, sponsor or similar governing body, though generally are not negotiated with a Registered Fund's individual investors. DoubleLine may receive additional compensation for administrative or other services provided to Registered Funds.

DoubleLine is an investment adviser to the DoubleLine Private Funds, the Registered Funds and other investment companies. As such, those entities are Clients of DoubleLine. The underlying investors in the DoubleLine Private Funds, Registered Funds or such other investment companies are *not* DoubleLine's Clients unless they otherwise have an advisory relationship with DoubleLine.

Item 6. Performance-Based Fees and Side-By-Side Management.

DoubleLine may receive performance-based fees reasonably designed to comply with Rule 205-3 under the Advisers Act. in connection with the advisory services it provides to accounts with certain investment strategies (i.e., investment in partnership interests and structured products, such as the Opportunistic Income investment strategy). DoubleLine also may receive performance-based fees in connection with the advisory services it provides to certain of the DoubleLine Private Funds. All advisory fees, including any performance fees, are set forth in the applicable advisory agreement documentation between each Client and DoubleLine.

DoubleLine also manages separate accounts or mutual funds with strategies similar or identical to the strategies pursued in other accounts or by the DoubleLine Private Funds. These accounts typically pay an asset based advisory fee, as described in Item 5 above. Certain conflicts of interest arise from managing similar strategies with differing compensation structures, such as the potential for accounts that pay performance-based fees to be managed differently, or to receive more favorable trade allocations than accounts that do not receive performance-based fees. However, in the market for fixed income securities, there are limited opportunities for short-term profits through bond trading, which mitigates the potential that a single account could be favored over another. DoubleLine monitors the trade allocation process through its Trade Allocation Committee, which reviews periodic reports designed to provide insight into the overall impact on DoubleLine's various Client accounts of DoubleLine's trading strategies. By design, the DoubleLine Private

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Item 7. Types of Clients

Item 8. Method of Analysis, Investment Strategies and Risk of Loss



Funds tend to pursue strategies that are riskier than other similar strategies offered by DoubleLine. In addition, performance-based fee arrangements may create an incentive for DoubleLine to recommend investments that may be riskier or more speculative than those which would be recommended under a different fee arrangement. As discussed in Item 11 below, DoubleLine has implemented policies and procedures under its Code of Ethics that are reasonably designed to address these and other conflicts of interest.

Item 7. Types of Clients.

DoubleLine typically provides investment advice to institutional clients such as investment companies, pension plans (both public and private, and including ERISA plans), endowments, insurance companies, corporations and other business entities, charitable organizations, private investment partnerships and limited liability companies. DoubleLine also provides investment advice to a limited number of high net worth individuals.

DoubleLine typically does not accept separate account mandates smaller than \$25 million. Accounts for certain investment strategies may have a higher minimum account size requirement. DoubleLine reserves the right in its sole discretion, subject to the conditions of a negotiated investment advisory agreement between DoubleLine and a specific client, to waive any account minimum size requirements.

Item 8. Methods of Analysis, Investment Strategies and Risk of Loss.

DoubleLine's account managers and research analysts devote the majority of their time to the following methods of security analysis:

- Analysis of security structures, especially with regard to mortgage-backed securities, cash flows across multiple interest rates and credit scenarios;
- Analysis of mortgage prepayment rates, using in-house and third-party analytic tools and databases; Country risk analysis, including consideration of

global trading relationships such as Free Trade Agreements; Analysis of political, economic or social risks; Analysis of geological, reserve engineering, environmental and consultant reports;

- Analytical systems developed and maintained in-house;
- Credit analysis based upon debt payment history, security details, issuer profiles, strength of management, market interest rates, general market conditions, credit metrics and other similar factors;
- Analysis of monthly compliance statements; and
- Analysis of discounted cash flows and discussions with third-parties such as tenants, surveyors, engineers, environmental consultants, local brokers, attorneys and hotel operators.

The above list of methods of security analysis is not complete and account managers and research analysts may devote their time to additional methods.

Investing in securities or other instruments involves risk of loss. Clients should be prepared to bear this risk.

DoubleLine's clients are required to enter into an investment management agreement which contains certain investment guidelines approved by the Client. Each Client's account is managed in a manner designed to seek to achieve the Client's investment objectives over time as agreed upon by the Client and DoubleLine.

The investment strategies used to implement any investment advice given to Clients include, but are not limited to, the following:

- Long-term purchases (securities held at least one year),
- Short-term purchases (securities bought and sold within one year),
- Trading (securities sold within 30 days),
- Short sales,
- Margin transactions,
- Option writing (including covered options, uncovered options or spreading strategies),
- Hedging of account investments or currencies underlying such investments (including foreign

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Item 8. Method of Analysis, Investment Strategies and Risk of Loss



- currency and cross-hedging using FX forwards options or futures),
- Investments in or creation of synthetic or derivative securities,
 - Borrowing or leverage transactions,
 - Lending of account securities (including repurchase agreements), and
 - Forward transactions (including securities or currency forward contracts, when issued and delayed delivery transactions).

Because DoubleLine's primary investment approach involves long-term investment, DoubleLine generally does not consider the tax impact or tax implications of any of the investments made on behalf of its Clients. However, DoubleLine is capable of managing tax-efficient accounts within any of the investment strategies listed in Item 5 above.

DoubleLine primarily is a fixed income investment manager, although it manages other strategies. The material risks of all of the strategies pursued by DoubleLine are described below. ***All of DoubleLine's investment strategies involve significant investment risk, including the risk that Clients could lose some or all of their invested capital. All security investments risk the loss of invested capital and there can be no assurance that a Client will achieve its investment goals or objectives.***

Certain of DoubleLine's strategies are offered through public or private pooled investment vehicles such as mutual funds or hedge funds. Prospective or current investors in those pooled vehicles should refer to the respective offering documents for those investment vehicles for a more detailed description of the applicable risks. As noted above, the underlying investors in such investment vehicles, absent a separate advisory relationship with DoubleLine, are *not* DoubleLine's Clients.

DoubleLine offers advice on a wide range of fixed income strategies and instruments, as well as multi-asset strategies. The prices of fixed income securities respond to economic developments, particularly interest rate changes, as well as to changing perceptions about the

creditworthiness of individual issuers (including governments), counterparty credit risk, prepayment risk or broader changes to the economic environment that may affect future cash flows. Such investments will always be exposed to certain risks that cannot be hedged and DoubleLine is not obligated to seek to hedge against any risk, including fluctuations in the value of investments as a result of changes in market, principal, credit, interest rate, counterparty or currency risk or any other developments. Additionally, ongoing regulatory changes related to the creation and trading of securities in the fixed income markets may create unforeseeable risks.

More complete descriptions of DoubleLine's current investment strategies are provided in Exhibit C to this Brochure.

The material risks generally associated with DoubleLine's strategies and managed instruments are described below. Although the risks described below will typically apply to most accounts and most Clients in most circumstances, Clients should be aware that not all of these risks listed will pertain to every account because certain risks may only apply to certain strategies. Please contact your DoubleLine representative for more information regarding the risks related to your particular account.

Affiliated Fund Risk: DoubleLine may be subject to a potential conflicts of interest in determining whether to invest Client assets in a fund managed by DoubleLine or in a fund managed by an unaffiliated manager and may have an economic or other incentive to select an affiliated fund over another fund.

Asset Allocation Risk: An account's investment performance depends, at least in part, on how its assets are allocated and reallocated among asset classes. Such allocation could focus on asset classes or investments that perform poorly or underperform other asset classes or available investments.

Asset-Backed Securities Risk: If the value of the collateral underlying a security in which an account invests, such as non-payment of loans, becomes impaired, that could result in a reduction in the value of

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Item 8. Method of Analysis, Investment Strategies and Risk of Loss



the security and therefore the performance of the account.

Commodities Risk: An account's value could be affected by changes in the values of one or more commodities to which the account has indirect or direct exposure. Commodities may be extremely volatile, difficult to value and illiquid. Commodities may also include costs associated with delivery, storage, and maintenance.

Counterparty Risk: Investments and investment transactions are subject to various counterparty risks. The counterparties to transactions in over-the-counter or "inter-dealer" markets are typically subject to lesser credit evaluation and regulatory oversight compared to members of "exchange-based" markets. This may increase the risk that a counterparty will not settle a transaction because of a credit or liquidity problem, thus causing a Client's account to suffer losses. In addition, in the case of a default, an investment could become subject to adverse market movements while replacement transactions are executed. Such counterparty risk is accentuated for investments with longer maturities where events may intervene to prevent settlement or where transactions are concentrated with a single or small group of counterparties. Furthermore, upon the bankruptcy, insolvency or liquidation of any counterparty, the investor may be deemed to be a general, unsecured creditor of such counterparty and could suffer a total loss with respect to any positions and/or transactions with such counterparty. Under current market conditions, counterparty risk is substantially increased and more difficult to predict. In addition to heightened risk of bankruptcy, in this environment there is a greater risk that counterparties may have their assets frozen or seized as a result of government intervention or regulation. DoubleLine is not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty.

Credit Risk: An issuer may default in the payment of principal and/or interest on a security. Debt securities are subject to varying degrees of credit risk, which are often, but not always, reflected in credit ratings.

Defaulted Securities Risk: Defaulted securities risk refers to the uncertainty of repayment of defaulted securities and obligations of distressed issuers. Because the issuer of such securities is in default and is likely to be in distressed financial condition, repayment of defaulted securities and obligations of distressed issuers (including insolvent issuers or issuers in payment or covenant default, in workout or restructuring or in bankruptcy or insolvency proceedings) is subject to significant uncertainties. Insolvency laws and practices in emerging market countries are different than those in the U.S. and the effect of these laws and practices cannot be predicted with certainty. Investments in defaulted securities and obligations of distressed issuers are considered highly speculative.

Derivatives Risk: Insolvency of a counterparty to a derivative instrument could cause an account to lose all or substantially all of its investment in that derivative instrument, as well as the benefits derived therefrom.

Emerging Market Country Risk: Account performance could decline due to the greater degree of economic, political, and social instability of emerging market countries as compared to developed countries.

Equity Issuer Risk: Equity securities represent an ownership interest, or the right to acquire an ownership interest, in an issuer. The value of a company's stock may decline in value in response to factors affecting that company, that company's industry, or the market generally.

Exchange-Traded Notes Risk: The level of the particular market benchmark or strategy to which an exchange-traded note's return is linked may fall in value, resulting in a loss to an account holding that exchange-traded note. Exchange-traded notes are subject to credit risk generally to the same extent as debt securities.

Financial Services Risk: Investing in issuers in the financial services sector involve, among others, the following risks: (i) changes in regulatory framework or interest rates that may negatively affect financial service businesses; (ii) exposure of a financial institution to a non diversified or concentrated loan portfolios; (iii) exposure to financial leverage and /or investments or

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Item 8. Method of Analysis, Investment Strategies and Risk of Loss



agreements which, under certain circumstances, may lead to losses, for example sub-prime loans; and (iv) the risk that a market shock or other unexpected market, economic, political, regulatory, or other event might lead to a sudden decline in the values of most or all companies in the financial services sector.

Foreign Currency Risk: Fluctuations in exchange rates may adversely affect the value of an account's foreign currency holdings and investments denominated in foreign currencies.

Foreign Investing Risk: An account's investments may be affected by the market conditions, currencies, and the economic and political climates in the foreign countries in which the account invests.

Inflation-Indexed Bond Risk: Inflation-indexed bonds may change in value in response to actual or anticipated changes in inflation rates, in a manner unanticipated by DoubleLine or investors generally. Inflation-indexed bonds are subject to debt securities risk generally to the same extent as other similar debt securities.

Interest Rate Risk: Debt securities may decline in value because of increases in interest rates. An account with a longer average duration will be more sensitive to changes in interest rates than an account with a shorter average duration.

Issuer Risk: The value of a security may decline for a number of reasons which directly relate to the issuer, such as management performance, financial leverage and reduced demand for the issuer's goods or services, as well as the historical and prospective earnings of the issuer and the value of its assets.

Junk Bond Risk: High-yield or "junk" bonds may have a higher degree of default risk and may be less liquid and subject to greater price volatility than investment grade bonds.

Leverage Risk: Certain investments involving leverage may have the effect of increasing the volatility of an account and the risk of loss in excess of invested capital. Leverage risk generally exists within the private

investment vehicles and mutual funds managed by DoubleLine, although DoubleLine also offers separate accounts that involve leverage.

Liquidity Risk: There may be no willing buyer of an account's securities and the account may have to sell those securities at a lower price or may not be able to sell the securities at all each of which would have a negative effect on performance.

Management Risk: Each actively managed account is subject to management risk. DoubleLine and each individual account manager will apply investment techniques and risk analyses in making investment decisions for actively managed accounts, but there can be no guarantee that these decisions will produce the desired results.

Market Capitalization Risk: Investing substantially in issuers in a single market capitalization category (i.e., large, medium or small) may adversely affect an account because of unfavorable market conditions that affect that category of issuers. For example, larger, more established companies being may be unable to respond quickly to new competitive challenges or attain the high growth rates of successful smaller companies. Conversely, stocks of smaller companies may be more volatile than those of larger companies due to, among other things, narrower product lines, more limited financial resources, fewer experienced managers and there typically being less publicly available information about small capitalization companies.

Market Risk: Returns from the securities in which an account invests may underperform returns from the general securities markets or other types of securities.

Mortgage-Backed Securities Risk:

- **Credit and market risks of mortgage-backed securities:** mortgage loans or the guarantees underlying the mortgage-backed securities may default or otherwise fail, leading to non-payment of interest and principal.
- **Pre-payment risk of mortgage-backed securities:** in times of declining interest rates, higher-yielding

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Item 9. Disciplinary Information



securities may be prepaid and an account will have to replace them with securities having a lower yield.

- **Extension risk of mortgage-backed securities:** in times of rising interest rates, mortgage prepayments may slow causing securities considered short- or intermediate-term to be long-term securities that fluctuate more widely in response to changes in interest rates than shorter-term securities.
- **Inverse floater, interest- and principal-only securities risk:** these securities are extremely sensitive to changes in interest rates and prepayment rates.
- **Capital structure risk:** conflicts potentially limiting a Client's investment opportunities may arise when the Client and other DoubleLine clients invest in different parts of an issuer's capital structure, such as when the Client 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, an account manager may avoid certain investment opportunities that would potentially give rise to conflicts with other DoubleLine clients or DoubleLine may enact internal procedures designed to minimize such conflicts, may could have the effect of limiting a Client's investment opportunities.

Preferred Securities Risk: The risk that: (i) certain preferred stocks contain provisions that allow an issuer under certain circumstances to skip or defer distributions; (ii) preferred sticks may be subject to redemption, including at the issuer's call, and, in the event of redemption, the account may not be able to reinvest the proceeds at comparable rates of return; (iii) preferred stocks are generally subordinate to bonds and other debt securities in an issuer's capital structure in terms of priority for corporate income and liquidation payments; and (iv) preferred stocks may trade less frequently and in a more limited volume and may be subject to more abrupt or erratic price movement than many other securities.

Real Estate Risk: Real estate-related investments may decline in value as a result of factors affecting the real estate industry, such as the supply of real property in certain markets, changes in zoning laws, delays in completion of construction, changes in real estate values, changes in property taxes, levels of occupancy, and local and regional market conditions.

Securities Selection Risk: Securities held by an account may underperform other accounts investing in the same asset class or benchmarks that are representative of the asset class because of the DoubleLine's choice of securities.

Tax Risk: Tax laws and regulations applicable to an account are subject to change, and unanticipated tax liabilities could be incurred by investors as a result of such changes. Investors should consult their own tax advisors to determine the potential tax-related consequences of investing in an account with DoubleLine or in a DoubleLine Private Fund or Registered Fund.

U.S. Government Securities Risk: Debt securities issued or guaranteed by certain U.S. Government agencies, instrumentalities, and sponsored enterprises are not supported by the full faith and credit of the U.S. Government, and so involve credit risk greater than investments in other types of U.S. Government securities.

Item 9. Disciplinary Information.

DoubleLine is required to disclose all material facts regarding any legal or disciplinary events that could be material to your evaluation of DoubleLine or the integrity of DoubleLine's management. DoubleLine does not believe that there are any legal or disciplinary events that are material to your evaluation of DoubleLine or the integrity of its management.

The following information may be of interest to Clients, prospective Clients or their representatives. The TCW Group and DoubleLine Capital jointly announced on December 29, 2011 that they have settled all claims between and among themselves as well as DoubleLine Funds Trust, Jeffrey Gundlach, and other individuals. The

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terms of the settlement are confidential and the parties will not discuss them.

In 2010, certain employees and former employees of DoubleLine were interviewed by representatives of the Special Inspector General of the Troubled Asset Relief Program, and by the office of the United States Attorney for the Southern District of New York. DoubleLine understands that the interviews stemmed at least in part from a federal grand jury inquiry related to a fund managed by TCW under the U.S. Treasury's Legacy Securities Public Private Investment Program ("PPIP") and its liquidation following the termination of Mr. Gundlach's employment by TCW. Mr. Gundlach and certain DoubleLine employees had been designated as "key persons" under the PPIP while employed at TCW.

Item 10. Other Financial Industry Activities and Affiliations.

Broker-Dealer Affiliations

Quasar Distributors, LLC ("Quasar") serves as the statutory underwriter and distributor of the DoubleLine Funds. Certain management persons and employees of DoubleLine are registered representatives of, or may have an application pending to become a registered representative of, Quasar. DoubleLine has no controlled affiliates or related persons that are broker-dealers.

Futures Commission Merchant, Commodity Pool Operator and Commodity Trading Advisor Affiliations

Neither DoubleLine nor its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of any of the foregoing entities. In managing its private investment vehicles, DoubleLine claims various available exemptions to these registration categories required under the Commodities Exchange Act of 1936.

Registered Investment Company Affiliations

DoubleLine serves as the investment adviser to the DoubleLine Funds, each of which is a series of the Trust. The Trust is a Delaware statutory trust and registered with the SEC as an investment company under the Investment Company Act of 1940. As of the date of this Brochure, there are five effective series of the Trust: the DoubleLine Total Return Bond Fund, the DoubleLine Core Fixed Income Fund, the DoubleLine Multi Asset Growth Fund the DoubleLine Low Duration Bond Fund and the DoubleLine Emerging Markets Fixed Income Fund. Messrs. Gundlach and Barach are interested trustees of the Trust. In addition, certain officers of DoubleLine are also officers of the Trust, as set forth in the table that follows.

Name of Officer	Position with DoubleLine	Position with Trust	Position with DBL
Ronald R. Redell	Executive Vice President & Director	President	Chairman of the Board of Trustees; President
Susan Nichols	Director of Mutual Fund Operations	Treasurer	Treasurer
Louis C. Lucido	Chief Operating Officer	Secretary	Secretary
Earl A. Lariscy	General Counsel & Director	Chief Compliance Officer	Chief Compliance Officer
Cris Santa Ana	Chief Risk Officer	Vice President	N/A
Jeffrey Sherman	Portfolio Manager	N/A	Vice President

Private Fund Affiliations

DoubleLine is the investment manager of the DoubleLine Opportunistic Income Master Fund LP (the "Master Fund"), which is the master fund of a master-feeder structure. The Master Fund currently has two main feeder funds: (1) the DoubleLine Opportunistic Income LP, which is organized as a Delaware limited partnership and shares of which are available to U.S. taxable investors, and (2) the DoubleLine Opportunistic Income Fund Ltd, which is organized as a Cayman Islands ordinary

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resident company and shares of which are available to U.S. non-taxable investors and to non-U.S. investors (collectively “the Feeder Funds”). In 2011, two additional feeder funds for the Master Fund were created. DoubleLine may create other feeder funds for the Master Fund and may create other pooled investment vehicles in the future.

DoubleLine Opportunistic Income GP LLC is a related person to DoubleLine and is the general partner of the Master Fund. The Master Fund may invest in various securities available for investment through separate accounts and mutual funds also managed by DoubleLine. Because DoubleLine, or its related persons, controls these entities, a conflict of interest could arise whereby DoubleLine could be incentivized to allocate securities trades to these entities because they are controlled by DoubleLine or because of the performance fee payable through the Master Fund’s fee structure. DoubleLine has adopted policies and procedures reasonably designed to allocate investment opportunities across appropriate Client accounts in a fair and equitable basis over time and in a manner consistent with each Client’s investment objectives and related restrictions. DoubleLine controls this conflict of interest through its Trading and Allocation Committee, which provides oversight to the trading process.

Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.

Code of Ethics

DoubleLine has adopted a Code of Ethics (the “Code”) pursuant to Rule 204A-1 under the Advisers Act and will provide a copy of the Code to any Client or prospective client upon request. All supervised persons at DoubleLine provide a written acknowledgement of the terms of the Code initially, annually, and as amended.

It is possible that DoubleLine supervised persons may purchase or sell for themselves securities that DoubleLine’s Clients also hold. In addition, DoubleLine may purchase or sell for a Client securities of an issuer in which it or its supervised persons also have a position or

interest. It is possible that DoubleLine or its supervised persons may buy or sell the same securities at a better price for its own account than a Client that buys or sells the same securities on the same day. To govern such personal transactions, the Code has adopted personal securities trading policies and procedures that outline the conditions under which a DoubleLine supervised person may purchase or sell securities when such securities are also held or traded by Clients. We also conduct an active monitoring program of the personal trading of DoubleLine supervised persons. Certain aspects of DoubleLine’s Code are discussed below.

While the Code permits personnel subject thereto to invest in securities, it also subjects such personnel to a number of procedures and prohibitions with respect to investment activities. These procedures include (1) reporting, including on a quarterly and annual basis, of accounts, position and transaction information, other than positions in certain excluded securities and transactions; (2) pre-clearance of securities transactions other than certain excluded securities; and (3) a pre-approval requirement with respect to the purchase of any securities in a private placement, initial public offering or limited offering. The Code also prohibits the investment by subject personnel in (a) any security on DoubleLine’s Restricted List; (b) uncovered short sales; and (c) uncovered options. Additional restrictions and prohibitions also apply to certain investment personnel subject to the Code, including portfolio managers. The Code also contains policies and procedures that require the following:

- General principles of conduct for all DoubleLine personnel.
- DoubleLine and all DoubleLine personnel owe a fiduciary duty to DoubleLine’s clients. This means that DoubleLine and its personnel must always place the interests of its clients first.
- No director or employee of DoubleLine (a) may buy or sell a security either for themselves or others while in possession of material, non-public information about an issuer, or (b) communicate

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material, non-public information to others who have no official need to know. The Code provides guidance about what is material non-public information, lists common examples of situations in which DoubleLine personnel could obtain that information, and describes DoubleLine's procedures regarding its "watch" list and restricted securities list and for establishing information barriers when necessary and appropriate. The Code also identifies parties for DoubleLine personnel to contact for questions.

- The following personal transactions by DoubleLine personnel must be pre-approved:
 - bond trades (other than trades for direct obligations of the US government),
 - transactions in any of the series of the Trust or any other mutual fund managed by DoubleLine beyond a *de minimis* amount, and
 - private placement transactions, regardless of whether DoubleLine is a related person or investment manager to the private placement security in question.
- DoubleLine personnel may not profitably sell any security requiring pre-approval for personal trading for a sixty day period following the purchase of such security.
- Duplicate account statements and trade confirmations for applicable personal accounts must be provided by DoubleLine personnel to the applicable officers of DoubleLine for review.
- DoubleLine and its personnel may not accept certain gifts and entertainment from certain persons or entities in the financial industry. The Code includes an approval process for specific categories of gifts and entertainment provided to DoubleLine personnel.
- DoubleLine personnel may not engage in certain activities outside of their employment with DoubleLine, including outside employment, service as a director or in a similar capacity to an organization, fiduciary appointments, and services as an officer or director of a charitable, professional, civic or non-profit entity.

- DoubleLine personnel may be restricted as to their ability to engage in political activities and make political contributions. The Code sets forth general rules governing political contributions and solicitation activities, responsibility of individuals for personal contribution limits, pre-clearance of certain contributions to state and local candidates, and rules for political activities on DoubleLine premises and for using DoubleLine resources.
- The Code sets forth confidentiality requirements imposed on DoubleLine personnel.
- DoubleLine personnel must report activities not in compliance with the Code.

The Code provides that exemptive relief may be given from certain of its requirements by the Chief Compliance Officer after a consideration of the specific facts and circumstances of the request. Such exemptive relief typically would involve an employee hardship where no material conflict with a Client's interests exists.

Potential Conflicts of Interest

From time to time, DoubleLine may take the following actions on behalf of its Clients, or recommend to its Clients that they take such actions: (1) buy or sell securities in which related persons have a financial interest, and (2) buy or sell securities in which DoubleLine, related persons or DoubleLine's other Clients' accounts are at the same time effecting a sale or purchase. Such conflicts of interest generally are managed through the controls established by the Code and DoubleLine's Trading and Allocation Committee. DoubleLine is not obligated to recommend to, or purchase or sell for, any one Client or all Clients any investments or strategies that it may recommend to, or purchase or sell for, any other Client.

Potential Conflicts of Interest Due to Personal or Affiliated Positions

DoubleLine may, from time to time, recommend to, or purchase or sell on behalf of, Clients securities or other investment instruments in which DoubleLine, its affiliates or other related persons have a financial

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interest as the investment manager, general partner or trustee or as a co-investor in such Investment Products.

These securities may be publicly traded (for example, the series of the Trust) or private placements, including private placements sponsored or managed by DoubleLine. (It is expected that one or more DoubleLine principals and employees will invest in private placements sponsored or managed by DoubleLine as well as the DoubleLine Funds. DoubleLine may offer discounts to management or performance fees to its principals and employees.) Conflicts of interest arising from DoubleLine's management of an affiliated private or mutual fund where its principals and personnel also are invested include the perception that DoubleLine could favorably allocate trades to such funds or sell a security in one Client account while buying the same security on behalf of a fund. DoubleLine periodically monitors the performance of Client accounts to ensure that similarly situated accounts are performing similarly. DoubleLine's Trading and Allocation Committee also periodically reviews reports related to allocation activities to attempt to determine if any perceived conflicts of interest have actually arisen. As discussed above, the Code includes various procedures with respect to investment transactions in which DoubleLine's personnel and related persons have a beneficial interest that are designed to reduce the potential for conflicts of interest related to personal trading. Please also review the discussion of allocation of orders in Item 12 for additional related information.

It is possible that DoubleLine's supervised persons may purchase or sell for themselves securities that DoubleLine's Clients also hold. In addition, DoubleLine may purchase or sell for a Client securities of an issuer in which DoubleLine or its supervised persons also have a position or interest. It is also possible that DoubleLine or its supervised persons may buy or sell the same securities at a better price or with better terms for its own account than the price and terms for which the same securities are bought or sold for a Client's account on the same day. To govern such personal transactions, the Code includes personal securities trading policies and procedures, as discussed above, that outline the conditions under which a DoubleLine supervised person may purchase or sell securities when such securities are also held or traded for

Client accounts. DoubleLine also conducts an active monitoring program of the personal trading of DoubleLine supervised persons.

While the Code permits DoubleLine personnel to invest in securities, it also subjects such personnel to a number of procedures and prohibitions with respect to personal investment activities. These procedures include (1) reporting of personal accounts, positions and transaction information (other than positions in certain excluded securities and transactions) on both a quarterly and annual basis; (2) pre-clearance of personal securities transactions (other than certain excluded securities); and (3) a pre-approval requirement with respect to the purchase of any securities in a private placement, initial public offering or limited offering. The Code also prohibits personnel from investing in (a) any security on DoubleLine's restricted securities list; (b) uncovered short sales; and (c) uncovered options. Additional restrictions and prohibitions also apply to certain investment personnel subject to the Code, including account managers.

If permitted by the relevant investment guidelines and applicable law, DoubleLine may purchase for Client accounts interests in mutual or other registered and unregistered funds or vehicles that are offered or managed by DoubleLine or its affiliates when DoubleLine believes it is in the relevant Client's best interest to do so. The details of any possible fee offsets, rebates or other reduction arrangements in connection with such investments are provided in the documentation relating to the relevant Client account and/or the offering documents of the underlying fund or vehicle. In choosing between funds or vehicles that are offered or managed by DoubleLine or its affiliates and those not offered or managed by DoubleLine or its affiliates, DoubleLine may have a financial incentive to choose DoubleLine-affiliated funds over third-parties' funds by reason of the additional investment management, advisory and other fees or compensation DoubleLine or its affiliates may earn. Under certain conditions, DoubleLine may offset, rebate or otherwise reduce its fees or other compensation with respect to investments in DoubleLine-affiliated funds; however, this reduction or rebate, if available, will not necessarily eliminate the conflict. Furthermore, although DoubleLine may be permitted to

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invest in DoubleLine-affiliated funds, Clients should not expect DoubleLine to have better information with respect to such DoubleLine-affiliated funds than other investors have. Even if DoubleLine has such information, it may not be permitted to act upon it in a way that disadvantages the other investors in such funds.

Potential Conflicts Due to Overlapping Client Investments

Where one or more Clients hold the same investment, the differing investment objectives of each Client, as well as other factors applicable to the specific situation, may result in a determination to dispose of, or retain, all or a portion of an investment on behalf of one Client (or on behalf of DoubleLine supervised persons) at different times as such investment or portion thereof is being disposed of, or retained, by another Client. In addition, particularly with respect to illiquid or private investments, conflicts of interest can arise when disposing of a particular investment would be beneficial for one Client while retaining such investment would be beneficial for another Client. DoubleLine may also recommend investments to or purchase securities for the account of one Client (or supervised persons may purchase such securities) that may differ from investments recommended or purchased for another Client, even though the investment objectives of the Clients may be similar. Moreover, DoubleLine's supervised persons and affiliates may make investments or engage in other activities that express inconsistent views with respect to an entity in which DoubleLine has invested Client assets, a particular security or relevant market conditions. For example, if DoubleLine makes an investment on behalf of one Client that expresses a negative outlook on a particular investment in which other Clients are invested, this may reduce the value of other Clients' investments.

A DoubleLine account manager generally will make investment decisions for his or her respective Clients independently of the manner in which other DoubleLine account managers approach a similar or even the same investment. In addition, DoubleLine, on behalf of certain Clients, may choose not to hedge certain risks that other DoubleLine investment teams hedge (or vice versa). DoubleLine's management personnel regularly share information, perceptions, advice and recommendations

about market trends, the valuations of individual securities, and investment strategies, except where prohibited by information barriers established by DoubleLine in accordance with the Code or applicable law or regulation.

It is not uncommon for a Client to hold interests in an entity that are of a different class or type than the class or type of interest held by another Client. For example, one Client may hold securities in an entity that are senior or junior to the securities held by another Client, which could mean that the Clients will be entitled to different payments or other rights, or that in a workout or other distressed scenario the interests of one Client might be adverse to those of another Client and one Client might recover all or part of its investment while the other Client might not. Clients will not be required to take any action or refrain from taking any action to mitigate another Client's losses in such a scenario.

Conflicts will arise in cases where Clients with different strategies invest in different parts of an issuer's capital structure, including circumstances in which one or more Clients may own private securities or obligations of an issuer and other Clients may own public securities of the same issuer. For example, a Client may acquire a loan, loan participation or a loan assignment of a particular borrower in which one or more other Clients have an equity investment, or may invest in senior debt obligations of an issuer for one Client and junior debt obligations of the same issuer for another Client.

Any of the foregoing conflicts of interest described in this Item 11 or elsewhere in this Brochure will be discussed and resolved on a case-by-case basis in accordance with the Code and applicable law and regulation. Any such discussions will take into consideration the interests of the relevant Clients and the circumstances giving rise to the conflict. Clients should be aware that conflicts will not necessarily be resolved in favor of their interests, and DoubleLine will attempt to resolve such matters in a fair and equitable manner, over time, without regard to compensation paid to DoubleLine or its affiliates. There can be no assurance that any actual or potential conflicts of interest will not result in a particular Client or group of Clients receiving less favorable investment terms in

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Item 12. Brokerage Practices



certain investments than if such conflicts of interest did not exist.

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Best Execution

DoubleLine seeks to achieve best execution when trading for its Clients. This means that, in selecting broker-dealers to execute securities transactions for Client accounts, DoubleLine seeks to select broker-dealers that will execute securities transactions in a manner that is in the best interest of the Client under the circumstances. This does not mean, however, that client transactions are always executed at the lowest available commission or spread. DoubleLine may effect transactions that cause a Client to pay a commission or spread in excess of a commission or spread that another broker-dealer would have charged if DoubleLine determines that such commission or spread is reasonable in relation to the circumstances of that transaction. In making this determination, DoubleLine may take a variety of factors into consideration, including, but not limited to, (i) execution quality in light of order size, difficulty of execution and other relevant factors; (ii) associated expenses and costs; (iii) the quality, reliability, responsiveness and value of the provided services, (iv) the operational compatibility between the broker-dealer and DoubleLine; (v) ability to provide liquidity, (vi) the ability of a broker-dealer to execute difficult transactions in unique and/or complex securities, and (vii) the broker-dealer's safety and soundness, based on publicly available information.

Counterparty Review Process

Various analysts at DoubleLine, including the Counterparty Risk Committee, evaluate the creditworthiness of counterparties to Client accounts on an ongoing basis. In addition to information provided by credit agencies, DoubleLine's team of credit analysts evaluates each approved counterparty using various methods of analysis, including analysis of publicly available financial data (including earnings updates), the broker-dealer's reputation, DoubleLine's past experience with the broker-dealer, market levels for the

counterparty's debt and equity, the counterparty's liquidity and its share of market participation.

Research

From time to time, DoubleLine receives unsolicited proprietary or third-party research from various broker-dealers, which may or may not be counterparties to trades placed on behalf of Clients. While DoubleLine may review and consider certain of the research received, the provision of research does not factor into DoubleLine's broker-dealer selection process. When DoubleLine receives such unsolicited research, it may use it to the equal benefit of all applicable Client accounts. DoubleLine does not use brokerage commissions from Client account trades to obtain research or other products or services from broker-dealers.

In addition to unsolicited research, certain broker-dealers may provide invitations to attend conferences and meetings with management representatives of issuers or with other analysts and specialists. Any such invitations are subject to the provisions of the Code and do not factor into DoubleLine's broker-dealer selection process.

Mutual Fund Distribution

Distribution of the DoubleLine Funds by a broker-dealer is not considered as a factor in choosing executing broker-dealers for any Client account trades. Periodic comparisons of the lists of distributing broker-dealers of the funds managed or offered by DoubleLine and the executing brokers for Client account trades are reviewed to address for this potential conflict of interest.

Referrals

DoubleLine does not recommend broker-dealers to Clients, although it does choose the brokers which execute client trades if DoubleLine has discretionary authority over the account. Although broker-dealers may, from time to time, refer clients to DoubleLine, in accordance with Rule 206(4)-3 under the Advisers Act, DoubleLine does not approve such broker-dealers for trading stocks or bonds based on such referrals. As such,

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no conflict of interest regarding trading arises from this arrangement.

Client Directed Brokerage

DoubleLine does not recommend, request or require Clients to direct DoubleLine to use a particular broker-dealer to execute account transactions for the Client, nor does DoubleLine have an affiliated broker dealer.

DoubleLine does permit Clients to direct DoubleLine to use a particular broker-dealer to execute account transactions for the Client. As such, Clients occasionally require DoubleLine to use the services of a particular broker-dealer. In these cases, DoubleLine may not be able to negotiate commissions or obtain volume discounts for the accounts that direct DoubleLine to make all or any portion of their account trades with specific broker-dealer. As a result, such accounts may pay higher commissions or spreads than those accounts that do not direct brokerage and also may not receive as favorable an execution. Accounts with directed brokerage instructions may be excluded from aggregate orders and their directed orders will generally be executed following completion of any non-directed trades. As a result, performance results for these accounts may vary (at times considerably) from other Client accounts managed by DoubleLine in the same strategy. Trades executed through a Client-directed broker-dealer may not achieve best execution at the time of the trade and may cost the Client money because the Client received a less favorable price. Clients that permit DoubleLine to use directed brokerage arrangements only where subject to best execution will not face the potential consequences of not receiving the most favorable execution under the circumstances. Fully directed account Clients may be required to sign certain acknowledgments, including the fact that such directed brokerage may compromise best execution and that the Client's account may trade after other accounts.

Aggregation and Allocation of Orders

In an effort to achieve efficiencies in execution and reduce trading costs, DoubleLine and its affiliates may aggregate securities transactions on behalf of a number of accounts at the same time. In addition, DoubleLine

may execute securities transactions alongside or interspersed between aggregated orders when DoubleLine believes that such execution will not interfere with its ability to execute in a manner believed to be most favorable to its Clients as a whole and over time. DoubleLine may exclude trades from aggregate orders for accounts that direct brokerage or that are managed, in part, for tax considerations.

When executing aggregate orders, trades will be allocated among accounts using procedures that DoubleLine considers fair and equitable. This can include making the allocation based on such considerations as diversification requirements, duration, investment objectives, Client contractual or regulatory investment guidelines and restrictions, existing or targeted account weightings in particular securities or sectors, lot size, account size, cash availability, amount of existing holdings (or substitutes) of the security in the accounts, investment time horizons and directed brokerage instructions, if applicable. These factors provide substantial discretion to DoubleLine in allocating investment opportunities. In addition, DoubleLine also may exclude certain accounts from an allocation if the size of the allocation would not satisfy certain minimum size thresholds established by DoubleLine, a Client or by the issuer itself for operational reasons. Periodic reviews of Client and account performance are conducted to ensure that trade allocations occur fairly and equitably over time, even though a specific trade may have the appearance or the effect of benefiting one account as against another when viewed in isolation. Given all of the foregoing factors, the amount, timing, structuring, or terms of an investment by a Client may differ from, and performance may be lower than, investments and performance of other Clients, including those which may provide greater fees or other compensation (including performance-based fees or allocations) to DoubleLine. DoubleLine has a Trading and Allocation Committee, which oversees the trading and allocation process.

Potential Conflicts Relating to Non-Discretionary Advisory Services

DoubleLine may provide non-discretionary investment advisory services to certain Clients, pursuant to which DoubleLine may provide advice related to purchasing,

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Item 13. Review of Accounts



selling, holding, valuing, or exercising rights with respect to particular investments, but DoubleLine may or may not execute purchases or sales on behalf of these Clients. Discretionary and non-discretionary Clients may hold the same or similar securities. There may be timing differences related to the transmission of advice to a non-discretionary Client for consideration and that Client's determination of whether or not to act on the advice. As a result, trades may be executed with respect to securities for discretionary Clients in advance of executions for non-discretionary Clients, potentially disadvantaging the non-discretionary Clients.

Item 13. Review of Accounts.

Responsibility for the review of DoubleLine's Clients' accounts is divided among DoubleLine's investment professionals according to the investment strategy of each account. Accounts are typically monitored and reviewed on an ongoing basis by the account managers, traders and risk analysts who handle the applicable strategy. The details of the monitoring vary based on the nature of the investment strategy.

Risk management reports are generated daily and are reviewed by account managers, traders, research analysts and risk management personnel for accuracy and relevancy. These reports have been customized in order to give the timeliest information in a format that allows for identification of the most important account risk characteristics. Accounts are reviewed at a macro level for weighted average account characteristics, such as but not limited to duration, yield, convexity, coupon, ratings distribution, security type and relative comparison to an index when and if applicable.

Additionally, trades for Client accounts are submitted through an automated trade compliance system ("Compliance Manager," "CMGR"), which monitors ongoing compliance with regulatory or contractual guidelines at the account level. Client investment guidelines and restrictions are entered into CMGR and incorporated into trade processing. CMGR is an integral component of Bloomberg AIM, which is the trade order management system used by DoubleLine. These investment guidelines and restrictions are input as concentration, exclusion or manual rules. DoubleLine's

compliance department is responsible for ensuring the rules in Bloomberg AIM are accurate and reflect the most current information for each account.

DoubleLine's compliance department also maintains a compliance grid of account guidelines, which lists all client investment guidelines and restrictions. This grid is distributed to the account managers, trading desk personnel and trade settlement personnel in order to prevent the inadvertent trading or settlement of a disallowed security. Whenever a guideline for an account is amended or DoubleLine receives a new account, this summary is redistributed to all appropriate parties. The compliance grid also is available to all investment personnel on a shared network drive.

Each separate account Client receives a monthly written report containing a list of all account investments (including both cost and market values of each investment) and a summary, as of the account's performance as of the most recent month-end. Accounts may be reviewed in person with separate account Clients at intervals selected by them, usually annually or quarterly. During those meetings, and at other times during the year or any time upon written notice, separate account Clients should inform DoubleLine personnel of any material changes to their investment objectives or financial circumstances and will have the ability to impose reasonable restrictions on account investments, subject to acceptance by DoubleLine. Such periodic reports describe the activities and provide information on investments of the Client's account.

Private investment fund investors may also receive periodic written reports of their account information and annual written reports containing a fund's audited financial statements. Such reports are delivered by the applicable fund and not DoubleLine.

DoubleLine prefers to deliver documents electronically and requests that its clients acknowledge their desire and ability to receive and open electronic documents. Consent to electronic delivery of documentation is generally part of a Client's account opening documents, but can be withdrawn at any time by the Client in accordance with the terms of the Client's particular agreement.

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Item 13. Review of Accounts

Item 14. Client Referrals and Other Compensation

Item 15. Custody



Item 14. Client Referrals and Other Compensation.

No entity that is not a Client provides an economic benefit to DoubleLine for providing investment advice or other advisory services to DoubleLine's Clients.

From time to time, DoubleLine may pay third-party solicitors a fee or compensation for referring a Client to DoubleLine. In accordance with applicable laws and regulations, such third-party solicitor is required to provide prospective clients with a current copy of DoubleLine's written disclosure statement and the third-party solicitor's written disclosure statement. DoubleLine will obtain a signed and dated acknowledgement from each referred Client of the receipt of such disclosure statements, as required by Rule 206-4(3) under the Advisers Act.

Many of DoubleLine's Clients engage the services of consultants in connection with their choices of investments and investment managers. While not a current practice, compensation paid by DoubleLine to consultants would typically be disclosed as indicated by the paragraph above and as required by applicable laws and regulations. DoubleLine may also pay, from time to time, the costs for personnel of DoubleLine to attend conferences, seminars and other activities that are sponsored by consultants.

DoubleLine has arrangements with certain third-parties whereby those third-parties are compensated for referrals to DoubleLine. Such arrangements include DoubleLine Private Funds. Such referral compensation typically is paid directly by DoubleLine to the third-party out of DoubleLine's own resources. Clients and investors in the funds are advised to inquire of any third-party referring them to DoubleLine about any compensation received by the third-party from DoubleLine for that referral, including any referral relating to an investment in a DoubleLine Private Fund.

Item 15. Custody.

Separate Account Clients

DoubleLine does not have possession of Client securities or cash (and cash equivalents). Separate account Clients independently select their own custodians for their securities and cash (and cash equivalents) and will receive periodic account statements from their chosen custodian, which should be carefully reviewed. Because DoubleLine also provides periodic written reports to its Clients (as described in Item 13), Clients should compare the DoubleLine the period written reports received from DoubleLine to the periodic reports received from their custodian.

Fund Clients

Because of the requirements of Rule 206(4)-2 under the Advisers Act (the "Custody Rule"), DoubleLine is deemed to have custody of the assets in the private investment vehicles that it manages. To comply with the Custody Rule, DoubleLine intends that it or its related persons will:

- a. At least annually, distribute the private investment vehicle's audited financial statements (prepared in accordance with generally accepted accounting principles) to all limited partners, members or other beneficial owners, as applicable, within 120 days of the end of the fiscal year of the private investment vehicle;
- b. Ensure that such audits are conducted by an independent public accountant that is registered with, and subject to regular inspection as of the commencement of the professional engagement period, and as of each calendar year-end, by, the Public Company Accounting Oversight Board in accordance with its rules; and
- c. In the event of liquidation of the private investment vehicle, distribute the private investment vehicle's audited financial statements (prepared in accordance with generally accepted accounting principles) to all limited partners, members or other beneficial owners, as applicable, promptly after the completion of such audit.

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Item 15. Custody

Item 16. Investment Discretion

Item 17. Voting Client Securities



DoubleLine or its affiliates provides written reports to investors in the private investment vehicles it offers or manages. Such investors are urged to compare the DoubleLine reports to any reports received from the private investment vehicles' other service providers and should also compare the DoubleLine reports to the independently prepared annual audited financial statements they receive.

Item 16. Investment Discretion.

DoubleLine accepts discretionary authority to manage accounts on behalf of Clients. The preferred method of implementing DoubleLine's strategies is through the use of investment discretion. Clients typically grant investment discretion through investment guidelines provided within the investment management agreement. DoubleLine's standard form of investment management agreement includes a limited power of attorney. Such limited power of attorney provides DoubleLine with full discretionary authority to buy, sell or otherwise effect investment transactions involving the assets of the account in a manner consistent with the written investment objectives and guidelines for the particular Client account.

Clients may opt to constrain DoubleLine's discretionary ability to invest through contractual investment guideline limitations. This may affect the securities bought and sold for that Client's account and may impact the size of trades executed for other DoubleLine clients, which itself has the potential to impact the price at which a security may transact.

For Clients that are registered investment companies, DoubleLine's authority to trade securities also may be limited by certain federal securities and tax laws that provide specific requirements as to diversification and concentration of fund investments.

Item 17. Voting Client Securities.

DoubleLine's standard investment management agreement grants DoubleLine the authority to vote proxies for securities held by Clients. When entering into an investment management agreement, each Client

determines whether to grant DoubleLine the authority to vote proxies for account securities. Clients may revoke DoubleLine's authority to vote proxies or provide written instructions on how to DoubleLine should vote in particular solicitations. Clients that do not grant DoubleLine the authority to vote securities should take steps to ensure that they receive solicitation information from their custodian. Clients may contact their DoubleLine client service representative should they have any questions about proxy voting.

The determination of how to proxy vote Client account securities is made by DoubleLine pursuant to its written proxy voting policies and procedures (the "Proxy Policy"), which have been adopted pursuant to Rule 206 (4)-6 under the Advisers Act. The Proxy Policy also applies to any voting rights and/or consent rights on behalf of Client account securities, including but not limited to, plans of reorganization and waivers and consents under applicable indentures. The Proxy Policy does not apply, however, to consent rights that DoubleLine believes primarily entail decisions relating to the purchase or sale of investments, such as tender or exchange offers, conversions, put options, redemptions and Dutch auctions.

The Proxy Policy is designed and implemented in a manner reasonably expected to ensure that voting and consent rights are exercised in the best interests of the Clients and their investors. Under the Proxy Policy, DoubleLine will review each proxy solicitation to determine whether there may be a material conflict between DoubleLine and the applicable Client. If no conflict exists and if the Client has granted DoubleLine authority to vote by proxy, DoubleLine will vote the Client's securities on a case-by-case basis in the best interest of each Client under the circumstances, taking into account, but not necessarily being bound by, any recommendation made by any third-party vendor that has been engaged by DoubleLine to provide recommendations on the voting of securities by proxy, any recommendations made by the applicable governing board of the issuer whose securities are being vote, and DoubleLine's voting guidelines.

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Item 18. Financial Information

Item 19. Requirements for State Registered Advisors



If a material conflict does exist, DoubleLine will seek to resolve any such conflict in accordance with the Proxy Policy, which seeks to resolve such conflict in the Client's best interest by pursuing any one of the following courses of action: (i) voting in accordance with the voting guidelines or factors set forth in the Proxy Policy; (ii) convening a committee to assess and resolve the conflict; (iii) voting in accordance with the recommendation of an independent third-party service provider; (iv) voting in accordance with the instructions of the Client; or (v) not voting or abstaining from voting the securities.

In certain limited circumstances, particularly in the area of structured finance, DoubleLine may enter into voting agreements or other contractual obligations that govern the voting of shares or other interests and, in such cases, will vote any shares or other interests by proxy in accordance with such agreement or obligation.

In addition, where DoubleLine determines that there are unusual costs and/or difficulties associated with voting a particular security, which more typically might be the case with respect to securities of non-U.S. issuers, DoubleLine reserves the right not to vote a security by proxy unless it determines that the potential benefits of voting the security exceed the expected cost. Other factors that may influence DoubleLine's determination not to vote a debt or equity security include if: (1) the effect on the applicable Client's economic interests or the value of the account's holding is insignificant in relation to the Client's account as a whole; (2) the cost of voting the security outweighs the possible benefit to the applicable Client, including, without limitation, situations where a jurisdiction imposes share blocking restrictions which may affect the ability of the account managers to effect trades in the related security; or (3) DoubleLine otherwise has determined that it is consistent with its fiduciary obligations not to vote the security.

DoubleLine will supervise and periodically review its proxy voting activities and implementation of the Proxy Policy.

Information about how DoubleLine voted securities held by the mutual funds it offers or manages during the most recent twelve month period ended June 30th is available no later than the following August 31st upon request and without charge by calling DoubleLine at (213) 633-8200.

This information is also available on the SEC's website at <http://www.sec.gov>. Clients may request similar information about securities voted by proxy in their account by sending a written request to their DoubleLine client service representative. Except as required by law, DoubleLine will not disclose to third-parties how it voted securities on behalf of a Client.

Copies of DoubleLine's complete written Proxy Policy are available by calling DoubleLine at (213) 633-8200.

Item 18. Financial Information.

DoubleLine does not require or solicit pre-payment of fees from Clients. DoubleLine has no financial condition that is reasonably likely to impair its ability to meet its contractual and fiduciary commitments to Clients. DoubleLine has not been the subject of any bankruptcy proceeding.

Item 19. Requirements for State-Registered Advisers.

Because DoubleLine is not a state-registered adviser and is not in the process of registering with any state securities authority, Item 19 does not apply.

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Exhibit A to Brochure—Privacy Notice

What Does DoubleLine Do With Your Personal Information?

Financial companies choose how they share your personal information. This notice provides information about how DoubleLine collects, shares, and protects your personal information, and how you might choose to limit DoubleLine's 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, both confidential and proprietary, plays an important role in the success of DoubleLine's business. However, DoubleLine recognizes that you have entrusted it with your personal and financial data and that DoubleLine has an obligation to keep this information secure. Maintaining your privacy is important to DoubleLine and it holds itself to a high standard in its safekeeping and use of your non-public personal information. 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 DoubleLine receives about you on applications or other account documents and forms;
- Information you may give to DoubleLine or its affiliates orally;
- Information about your transactions with DoubleLine or others;
- Information you submit to DoubleLine in correspondence, including e-mails and other electronic or written communications; and

- Information about any bank account you use for transfers between your bank account and any investment account with DoubleLine, including information provided when effecting wire transfers.

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

- It may be necessary for DoubleLine to provide information to non-affiliated third-parties in connection with its performance of the services Double has 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 applicable laws and regulations to do so, such as in the case of a court order, legal investigation, or other properly executed governmental request.
- In order to alert a customer to other financial products and services offered by 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-affiliated company. If you prefer that DoubleLine not disclose non-public personal information about you to its affiliates for this purpose, you may direct DoubleLine not to make such disclosures (other than disclosures permitted by applicable laws and regulations) by calling (213) 633-8200. If you limit this sharing and you have a joint account, your decision will be applied to all owners of the account.

DoubleLine will 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 DoubleLine

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to non-affiliated third-parties for marketing purposes. DoubleLine maintains physical, electronic, and procedural safeguards to guard your non-public personal information.

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

Please note that any terms in this Privacy Notice not defined herein shall have the same meaning as set forth in DoubleLine's current firm Brochure. For a copy of DoubleLine's current firm Brochure, please call (213) 633-8200.

Exhibit B to Brochure

Important Information about Procedures for Opening a New Account

To help the government fight the funding of terrorism and money laundering activities, Federal law requires all financial institutions to obtain, verify, and record information that identifies each person who opens an account.

What this means for you: When you open an account, a representative of DoubleLine will ask for your name, address, date of birth (if applicable), and other information that will allow the DoubleLine representative to identify you. The DoubleLine representative may also ask to see your driver's license or other identifying documents.

DoubleLine Investment Strategy	Investment Strategy Objectives and Descriptions
Commercial MBS	The strategy's objective is to outperform the Barclays Capital CMBS ERISA-Eligible Index over the long term by investing in commercial mortgage-backed securities.
Core Fixed Income	The strategy's objective is to outperform the Barclays Capital U.S. Aggregate Bond Index over the long term by investing in fixed income securities. Accounts within this strategy are managed to have a duration exposure within 0.75 years of the Barclays Capital U.S. Aggregate Bond Index and an <i>ex-ante</i> tracking error between 50bp and 125bp per annum.
Core Plus Fixed Income	The strategy's objective is to outperform the Barclays Capital U.S. Aggregate Bond Index over the long term by investing in fixed income securities. Accounts are managed to have a duration exposure within one year of the Barclays Capital U.S. Aggregate Bond Index and an <i>ex-ante</i> tracking error between 125bp and 300bp per annum.
Emerging Markets Fixed Income	The strategy's objective is to outperform the JP Morgan Emerging Markets Global Diversified Bond Index over the long term by investing in fixed income securities of private, public or sovereign issuers in emerging countries.
Focused Strategic MBS	The strategy's objective is to outperform the Barclays Capital U.S. Aggregate Index by 500bp per annum over the long term by investing in mortgage-backed securities that either are guaranteed by the U.S. Government or have no guarantee by the U.S. Government. The top 10 holdings will make up over 50% of the invested assets. The strategy has no constraints with respect to credit ratings. Accounts are not managed to a duration target and the duration will likely vary significantly over time.
Focused Opportunistic MBS	The strategy's objective is to outperform the Barclays Capital U.S. Mortgage Index over the long term by investing in mortgage-backed securities that either are guaranteed by the U.S. Government or have no guarantee by the U.S. Government. The top 15 holdings will make up over 50% of the invested assets. The strategy has no constraints with respect to credit ratings. Accounts within this strategy are not managed to a duration target and the duration will likely vary significantly over time.
Global Developed Credit	The strategy's objective is to outperform the Barclays Capital U.S. Credit Index over the long term by investing in fixed income securities of private, public or sovereign issuers in developed countries.
Global High Yield	The strategy's objective is to outperform the Citigroup U.S. High Yield Cash Pay Capped Index over the long term by investing in fixed income securities of private, public or sovereign issuers in developed countries which are rated below investment grade.
Index Plus Fixed Income	The strategy's objective is to outperform the Barclays Capital U.S. Aggregate Bond Index over the long term by investing in fixed income securities. Accounts within this strategy are managed to have a duration exposure within 0.5 years of the Barclays Capital U.S. Aggregate Bond Index and an <i>ex-ante</i> tracking error of up to 50bp per annum.
Index Plus MBS	The strategy's objective is to outperform the Barclays Capital U.S. Mortgage Index over the long term by investing in mortgage-backed securities that either are guaranteed by the U.S. Government or have no guarantee by the U.S. Government. Accounts within this strategy are typically managed to have a duration within 0.5 years of the Barclays Capital U.S. Mortgage Index and an <i>ex-ante</i> tracking error between 50 and 75 bps per annum.

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DoubleLine Investment Strategy	Investment Strategy Objectives and Descriptions
Multi-Asset Growth	The strategy's objective is to outperform a blended index of 60% Barclays Capital U.S. Aggregate Bond Index, 25% Morgan Stanley Capital International All Country World Total Return Index and 15% Standard and Poor's Goldman Sachs Commodity Index over the long term by investing in fixed income securities, equity securities, commodity futures and currency futures. Accounts within this strategy can use derivative securities including swaps, options and futures.
Odd Lot Opportunistic MBS	The strategy's objective is to outperform the Barclays Capital U.S. Mortgage Index over the long term by investing in odd-lot sized mortgage-backed securities not guaranteed by the U.S. Government. The strategy has no constraints with respect to credit ratings. Accounts within this strategy are not managed to a duration target and the duration will likely vary significantly over time.
Opportunistic Income	The strategy's objective is to significantly outperform the Barclays Capital U.S. Aggregate Bond Index over the long term by primarily investing in mortgage-backed securities that either are guaranteed by the U.S. Government or have no guarantee by the U.S. Government and fixed income derivatives. The strategy has no constraints with respect to credit ratings. Accounts within this strategy are not managed to a duration target and the duration will likely vary significantly over time. Accounts within this strategy are typically leveraged.
Strategic MBS	The strategy's objective is to outperform the Barclays Capital U.S. Aggregate Index by 500bp per annum over the long term by investing in mortgage-backed securities that either are guaranteed by the U.S. Government or have no guarantee by the U.S. Government. The strategy has no constraints with respect to credit ratings. Accounts within this strategy are not managed to a duration target and the duration will likely vary significantly over time.
Total Return MBS	The strategy's objective is to outperform the Barclays Capital U.S. Mortgage Index over the long term by investing in mortgage-backed securities that either are guaranteed by the U.S. Government or have no guarantee by the U.S. Government. Accounts are typically managed to have a duration within 1.5 years of the Barclays Capital U.S. Mortgage Index and an ex-ante tracking error between 125 and 250 bps per annum.
Unlevered Opportunistic Income	The strategy's objective is to significantly outperform the Barclays Capital U.S. Aggregate Bond Index over the long term by primarily investing in mortgage-backed securities that either are guaranteed by the U.S. Government or have no guarantee by the U.S. Government and fixed income derivatives. The strategy has no constraints with respect to credit ratings. Accounts within this strategy are not managed to a duration target and the duration will likely vary significantly over time. Accounts within this strategy are typically unleveraged.
U.S. Government	The strategy's objective is to outperform the Barclays Capital U.S. Government Index over the long term by investing in fixed income securities guaranteed by the U.S. Government or its agencies.

(Description of the indices referenced within this appendix are available upon request.)

DoubleLine®