

DoubleLine Opportunistic Credit Fund
Form N-CSRS
June 07, 2013
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As filed with the Securities and Exchange Commission on June 7, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM N-CSR

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED
MANAGEMENT INVESTMENT COMPANIES**

Investment Company Act file number **811-22592**

DoubleLine Opportunistic Credit Fund

(Exact name of registrant as specified in charter)

333 South Grand Avenue, Suite 1800

Los Angeles, CA 90071

(Address of principal executive offices) (Zip code)

Ronald R. Redell

c/o DoubleLine Capital LP

333 South Grand Avenue, Suite 1800

Los Angeles, CA 90071

(Name and address of agent for service)

(213) 633-8200

Registrant's telephone number, including area code

Date of fiscal year end: **September 30**

Date of reporting period: **March 31, 2013**

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Item 1. Reports to Stockholders.

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Semi-Annual Report

March 31, 2013

DoubleLine Opportunistic Credit Fund

NYSE: **DBL**

DoubleLine Capital LP

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18th Floor

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Chairman's Letter

Dear Shareholder:

On behalf of the team at DoubleLine, I am pleased to deliver the semi-annual report for the DoubleLine Opportunistic Credit Fund (NYSE: DBL, the Fund) for the six-month period ending March 31, 2013. On the following pages, you will find specific information regarding the Fund's operations and holdings. In addition we discuss the Fund's total return investment performance and the main drivers of that performance during the reporting period.

If you have any questions regarding the Fund please don't hesitate to call us at 877-DLine11 (877-354-6311), or visit our website www.doublelinefunds.com to hear our investment management team offer deeper insights and analysis on relevant capital market activity impacting investors today. We value the trust that you have placed with us, and we will continue to strive to offer thoughtful investment solutions to our shareholders.

Sincerely,

Ronald R. Redell, CFA

Chairman of the Board of Trustees

DoubleLine Opportunistic Credit Fund

May 1, 2013

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Financial Markets Highlights

Financial Markets Highlights:

Agency Mortgage Backed Securities (MBS)

The U.S. Agency mortgage market returned -0.25% for the six-month period ending March 31, 2013 according to the Barclays Capital U.S. MBS Index. This six-month period saw U.S. Treasury rates rise and therefore it should come as no surprise that prices on mortgages declined during this period. Due to the rising rate period, 30-year mortgages declined in price more than 15-year mortgages. Similarly, lower coupon mortgages fell in price more than higher coupon mortgages. Both of these facts are generally expected to occur in a rising rate period.

Prepayment speeds decreased over the past six months. Even with the rate rise experienced over the past six months, many mortgage borrowers can refinance into a lower rate mortgage. The fact that prepayment speeds are relatively lower than prior periods when many borrowers had an economic incentive to refinance is due to a combination of the following facts; underwriters have tightened up their underwriting standards and real estate valuations have gone down by 25% over the past few years. Whereas most borrowers can refinance into a lower rate, about half of them would have to put in new money to qualify. Due to the current financial stress, many of these borrowers do not have the resources to refinance. The most likely reason for a dramatic change in prepayments would probably be a result of a change in government policies dealing with mortgages. Currently the mortgage market is dealing with the effects of Home Affordable Refinance Program (HARP) 2.0, which recently was extended through the end of 2015. This policy of HARP 2.0 has increased prepayment rates on certain mortgage coupons. Our belief is that a weakness in housing would encourage additional policy action out of Washington DC. Housing was up by around 5% last year and most assumptions are that it will go up this year by a similar amount. The current environment does not set the stage for additional governmental action, and therefore the risk of faster prepayments appears to be lessened.

Non-Agency Mortgage Backed Securities

During the past six months, two of the original eight Public-Private Investment Program (PPIP) funds continued to liquidate and both of these fund's assets were absorbed easily by other buyers. This transpired while the eminent domain argument continued moving from San Bernardino, CA to Wayne County, MI to North Las Vegas, NV to Salinas, CA and finally to Brockton, MA. All of these communities are examining the possibility of eminent domain. The eminent domain battle continues in Richmond, CA and North Las Vegas, NV, having already been defeated in Brockton, MA. We wonder how much longer the battle to take investors' capital will continue. Many investors still believe that the use of this governmental power would damage the housing recovery. DoubleLine is watching developments in this closely because of the potential impact on the non-Agency MBS market.

December 2012, while quiet, had its share of housing market rumors, the most popular one being the creation of another massive refinance program for those borrowers underwater and whose loans are in private label securities. The new loans would be slightly above market and guaranteed by one of the Government-Sponsored Enterprises (GSEs) with the increase in rate as additional insurance premium against the possibility of default. These types of refinance rumors continue but do not appear to have enough momentum or support. As 2013 unfolded, we observed continued reduction in the supply of homes with increasing prices.

The other potential program suggested by the Treasury was a coupon reduction for those homeowners whose loans were in private label securities, had a loan-to-value (LTV) of over 125% and were current for the last twelve months.

The Treasury would supplement the coupon difference between the original rate and the current average rate for five years. Thereafter, the borrower's coupon would stay at the lower rate for the life of the loan, thereby giving in effect a rate

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Table of Contents**Financial Markets Highlights (Cont.)**

modification to someone who was making their payments, but had no hardship other than being underwater. We do not believe this is a well thought-out policy approach.

The non-Agency MBS market has continued to perform well and shrink at the same time. For the six-month period ending 3/31/13, index prices had performed well in comparison with their starting points. The ABX 06-2 AAA Index was up 10.95% and the ABX 07-1 AAA Index was up 6.68%.

The PrimeX Fixed-Rate Mortgage (FRM) 1 Index was up 1.12% for the six-month period ending 3/31/13 and the PrimeX FRM 2 Index was up 3.88% for that same time period.

	Non-Agency MBS Indices Closing Prices		
	9/30/2012	3/31/2013	% Change
ABX 06-2 AAA	58.45	69.40	10.95
ABX 07-1 AAA	47.02	53.70	6.68
PrimeX FRM1	109.46	110.58	1.12
PrimeX FRM2	99.58	103.46	3.88

Source: Morgan Stanley

The volume of non-Agency supply for the previous six-month period was impressive even though the overall supply at the end of March was approximately \$900 billion. The strong results and strong demand for the product continued in the period. Much of the volume came from a few bank and investor liquidations, as well as some Collateralized Debt Obligations (CDO) and PPIP fund liquidations.

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Management Discussion of Fund Performance

Management Discussion of Fund Performance:

The DoubleLine Opportunistic Credit Fund outperformed the Barclays Capital U.S. Aggregate Bond Index over the six-month period ending March 31, 2013. Both Agency and non-Agency MBS holdings outperformed over the period as longer duration fixed-rate Agency CMOs turned in positive price performance despite the rise in interest rates over that time. Agency inverse floating rate securities were down in price, as expected; however, they turned in positive performance due to lower LIBOR rates which helped keep coupon rates high. In non-Agency MBS, all three subsectors of the market turned in positive performance. The alt-A sector of the market was the best performer on both a price and income basis while the prime backed collateral also performed well.

Period 9-30-12 through 3-31-13

Market Price Return

NAV Return

Barclays Capital U.S. Aggregate Bond Index

**Six-Months
(Cumulative)**

4.72%

5.09%

0.09%

Opinions expressed herein are as of March 31, 2013 and are subject to change at any time, are not guaranteed and should not be considered investment advice. This report is for the information of shareholders of the Fund.

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

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

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

DoubleLine® is a registered trademark of DoubleLine Capital LP.

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

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

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

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

Fund investing involves risk. Principal loss is possible.

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

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

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

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Management Discussion of Fund Performance (Cont.)

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

ABX Index

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

Barclays Capital U.S. Aggregate Bond Index

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

Barclays Capital U.S. MBS Index

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

PrimeX

The PrimeX index is a synthetic credit default swap (CDS) index which references non-Agency, prime residential mortgage-backed securities (RMBS). There are 20 prime RMBS deals referenced from the 2005, 2006, and 2007 vintages. The vintages separate the PrimeX into four sub indices by cut-off dates and collateral type. The PrimeX Fixed-Rate Mortgage (FRM) 1 and FRM 2 are two of these sub indices that contain specific underlying collateral and vintage types.

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

Quasar Distributors, LLC provide filing administration for DoubleLine Capital, L.P.

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(Unaudited)

March 31,
2013**Schedule of Investments DoubleLine Opportunistic Credit Fund**

PRINCIPAL AMOUNT	SECURITY DESCRIPTION	RATE	MATURITY	VALUE \$
COLLATERALIZED LOAN OBLIGATIONS 1.7%				
BlackRock Senior Income Series,				
250,000	Series 2004-1A-B1	1.33% ^{#^}	09/15/2016	249,374
BlueMountain Ltd.,				
1,000,000	Series 2012-2A-C	3.06% ^{#^}	11/20/2024	994,266
Canyon Capital Ltd,				
1,000,000	Series 2012-1A-C	3.10% ^{#^}	01/15/2024	996,968
Finn Square Ltd,				
750,000	Series 2012-1A-B1	3.32% ^{#^}	12/24/2023	738,493
250,000	Series 2012-1A-C	4.12% ^{#^}	12/24/2023	238,435
LCM LP,				
1,500,000	Series 11A-INC	10.00% ^{#^@}	04/19/2022	1,431,516
Navigare Funding II Ltd.,				
1,000,000	Series 2007-2A-D	2.00% ^{#^}	04/17/2021	923,400
Symphony Ltd.,				
500,000	Series 2013-11A-D	4.26% ^{#^}	01/17/2025	505,225
Total Collateralized Loan Obligations				
(Cost \$5,996,032)				6,077,677
NON-AGENCY COMMERCIAL MORTGAGE BACKED OBLIGATIONS 1.4%				
JP Morgan Chase Commercial Mortgage Securities Corporation,				
43,498,836	Series 2012-CBX-XA	2.04% ^{# I/O}	06/15/2045	4,988,990
Total Non-Agency Commercial Mortgage Backed Obligations				
(Cost \$4,730,895)				4,988,990
NON-AGENCY RESIDENTIAL COLLATERALIZED MORTGAGE OBLIGATIONS 54.1%				
Adjustable Rate Mortgage Trust,				
4,598,168	Series 2006-1-2A1	3.29% [#]	03/25/2036	3,606,323
Banc of America Alternative Loan Trust,				
3,316,097	Series 2005-8-2CB1	6.00%	09/25/2035	2,683,406
Banc of America Funding Corporation,				
4,049,841	Series 2006-A-4A1	3.01% [#]	02/20/2036	3,266,152

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BCAP LLC Trust,				
5,269,567	Series 2010-RR6-2216	4.81% ^{#^}	06/26/2036	2,751,404
3,820,798	Series 2010-RR6-6A2	5.78% ^{#^}	07/26/2037	3,279,114
Chaseflex Trust,				
4,925,919	Series 2007-1-1A1	6.50%	02/25/2037	3,222,549
Citicorp Mortgage Securities, Inc.,				
1,875,000	Series 2006-2-1A14	5.50%	04/25/2036	1,770,631
Citigroup Mortgage Loan Trust, Inc.,				
2,041,099	Series 2006-8-A4	19.10% ^{#^ I/F}	10/25/2035	2,643,887
4,399,516	Series 2010-9-3A7	9.83% [^]	01/25/2036	3,056,595
5,860,374	Series 2010-9-4A3	7.31% ^{#^}	09/25/2035	4,446,389
Citimortgage Alternative Loan Trust,				
6,725,293	Series 2007-A4-IA6	5.75%	04/25/2037	5,719,132
5,327,758	Series 2007-A6-IA16	6.00%	06/25/2037	4,622,807
Countrywide Alternative Loan Trust,				
3,563,988	Series 2005-85CB-2A5	1.30% [#]	02/25/2036	2,576,020
752,658	Series 2005-85CB-2A6	20.88% ^{# I/F}	02/25/2036	1,022,147
Countrywide Home Loans,				
8,101,618	Series 2006-HYB1-3A1	2.76% [#]	03/20/2036	6,213,086
Credit Suisse Mortgage Capital Certificates,				
6,604,307	Series 2006-5-3A3	6.50%	06/25/2036	3,918,385
1,849,615	Series 2006-9-2A1	5.50%	11/25/2036	1,861,910
2,566,235	Series 2006-9-6A14	6.00%	11/25/2036	2,445,765
First Horizon Asset Securities, Inc.,				
3,382,137	Series 2007-AR3-2A2	5.90% [#]	11/25/2037	3,141,022
GSAA Home Equity Trust,				
6,035,275	Series 2007-8-A2	0.55% [#]	08/25/2037	4,884,176
Indymac Mortgage Loan Trust,				
3,514,254	Series 2005-AR1-2A1	2.98% [#]	11/25/2035	3,116,853
PRINCIPAL				
AMOUNT	SECURITY DESCRIPTION	RATE	MATURITY	VALUE \$
Indymac Mortgage Loan Trust, (Cont.)				
5,601,014	Series 2005-AR23-6A1	4.89% [#]	11/25/2035	4,755,774
4,500,000	Series 2007-FLX1-A2	0.38% [#]	02/25/2037	4,239,457
JP Morgan Alternative Loan Trust,				
3,659,295	Series 2006-S1-2A5	5.50%	02/25/2021	3,502,075
JP Morgan Resecuritization Trust,				
5,794,131	Series 2011-1-1A10	7.82% ^{#^}	12/26/2036	4,525,598
7,498,724	Series 2011-1-2A10	6.78% ^{#^}	06/26/2037	5,805,850
Lehman Mortgage Trust,				
6,234,717	Series 2007-10-1A1	6.00%	01/25/2038	6,202,633
4,105,464	Series 2007-4-1A3	5.75%	05/25/2037	2,909,466
Lehman XS Trust,				
3,658,517	Series 2005-2-1A2	0.55% [#]	08/25/2035	3,372,136
MASTR Asset Securitization Trust,				
3,339,772	Series 2007-2-A3	6.25%	01/25/2038	3,224,287

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Nomura Resecuritization Trust,				
5,023,133	Series 2010-2RA-A2	5.50%^	01/26/2036	4,159,031
RBSGC Structured Trust,				
3,688,481	Series 2008-B-A1	6.00%^	06/25/2037	3,004,574
Residential Accredit Loans, Inc.,				
3,962,405	Series 2005-AS14-3A1	6.00%	09/25/2035	3,819,535
6,107,445	Series 2005-QS13-2A3	5.75%	09/25/2035	5,448,113
4,262,981	Series 2006-QS10-A1	6.00%	08/25/2036	3,577,304
8,391,670	Series 2006-QS7-A3	6.00%	06/25/2036	6,601,462
2,138,863	Series 2007-QS1-1A1	6.00%	01/25/2037	1,763,924
8,895,439	Series 2007-QS3-A1	6.50%	02/25/2037	7,320,212
3,835,735	Series 2007-QS6-A1	0.53%#	04/25/2037	2,180,144
4,060,858	Series 2007-QS6-A102	5.75%	04/25/2037	3,096,656
873,799	Series 2007-QS6-A2	53.88%# ^{1/F}	04/25/2037	2,217,049
Residential Asset Securities Corporation,				
2,627,217	Series 2006-EMX2-A2	0.40%#	02/25/2036	2,455,720
5,090,488	Series 2006-EMX6-A3	0.35%#	07/25/2036	4,268,708
Residential Asset Securitization Trust,				
2,657,245	Series 2006-A6-1A12	6.90%# ^{1/F} I/O	07/25/2036	854,648
2,558,749	Series 2006-A6-1A9	6.00%	07/25/2036	1,604,586
8,092,660	Series 2007-A2-1A2	6.00%	04/25/2037	7,291,034
4,086,959	Series 2007-A7-A1	6.00%	07/25/2037	3,357,190
2,445,491	Series 2007-A8-1A3	6.00%	08/25/2037	2,100,681
Residential Funding Mortgage Securities Trust,				
3,202,523	Series 2007-S2-A4	6.00%	02/25/2037	3,005,651
3,748,033	Series 2007-S6-1A10	6.00%	06/25/2037	3,448,921
3,000,000	Stru Ms-5379	5.69%#	03/20/2043	2,846,250
Structured Adjustable Rate Mortgage Loan Trust,				
4,136,754	Series 2006-1-2A2	2.78%#	02/25/2036	3,537,049
Structured Asset Securities Corporation,				
6,541,000	Series 2005-11H-A3	5.50%	06/25/2035	4,857,883
Washington Mutual Mortgage Pass-Through Certificates,				
6,778,670	Series 2006-8-A4	6.00%#	10/25/2036	4,716,887
Total Non-Agency Residential Collateralized Mortgage Obligations				
(Cost \$175,302,893)				196,318,241

US GOVERNMENT / AGENCY MORTGAGE BACKED OBLIGATIONS 38.7%

Federal Home Loan Mortgage Corporation,				
2,723,300	Series 3211-SI	26.81%# ^{1/F} I/O	09/15/2036	1,858,190
5,652,472	Series 3236-ES	6.50%# ^{1/F} I/O	11/15/2036	851,054
4,081,685	Series 3292-SD	5.90%# ^{1/F} I/O	03/15/2037	632,684
8,115,808	Series 3314-SH	6.20%# ^{1/F} I/O	11/15/2036	1,080,275
1,793,068	Series 3317-DS	14.49%# ^{1/F}	05/15/2037	2,270,862
7,417,760	Series 3330-KS	6.35%# ^{1/F} I/O	06/15/2037	1,158,729
3,259,943	Series 3339-AI	6.35%# ^{1/F} I/O	07/15/2037	474,765
10,262,081	Series 3339-TI	5.94%# ^{1/F} I/O	07/15/2037	1,485,293

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7,430,331	Series 3374-SD	6.25% [#] I/F I/O	10/15/2037	1,010,930
5,784,302	Series 3382-SU	6.10% [#] I/F I/O	11/15/2037	778,197
5,078,759	Series 3423-GS	5.45% [#] I/F I/O	03/15/2038	595,489
5,920,175	Series 3508-PS	6.45% [#] I/F I/O	02/15/2039	861,701

The accompanying notes are an integral part of these financial statements **Semi-Annual Report** March 31, 2013 **9**

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PRINCIPAL AMOUNT	SECURITY DESCRIPTION	RATE	MATURITY	VALUE \$
Federal Home Loan Mortgage Corporation, (Cont.)				
5,430,870	Series 3725-CS	5.80%# I/F I/O	05/15/2040	681,863
12,432,455	Series 3728-SV	4.25%# I/F I/O	09/15/2040	1,424,549
9,210,269	Series 3815-ST	5.65%# I/F I/O	02/15/2041	1,132,886
1,174,966	Series 3905-SC	21.73%# I/F	08/15/2041	2,086,882
6,679,339	Series 3924-SJ	5.80%# I/F I/O	09/15/2041	1,011,008
6,668,681	Series 3997-LZ	3.50%	02/15/2042	7,081,716
7,309,475	Series 3998-AZ	4.00%	02/15/2042	7,976,241
4,193,976	Series 4011-S	7.17%# I/F	03/15/2042	4,224,655
7,212,822	Series 4057-ZA	4.00%	06/15/2042	8,165,264
6,161,879	Series 4084-TZ	4.00%	07/15/2042	6,809,181
Federal National Mortgage Association,				
4,555,879	Series 2005-104-SI	6.50%# I/F I/O	12/25/2033	434,738
1,648,369	Series 2005-72-WS	6.55%# I/F I/O	08/25/2035	197,201
7,638,364	Series 2006-117-SQ	6.35%# I/F I/O	12/25/2036	1,146,231
4,512,981	Series 2006-119-HS	6.45%# I/F I/O	12/25/2036	696,210
8,147,342	Series 2007-20-S	6.54%# I/F I/O	03/25/2037	1,401,064
4,419,408	Series 2007-21-SD	6.28%# I/F I/O	03/25/2037	711,302
3,618,446	Series 2007-30-IE	6.54%# I/F I/O	04/25/2037	698,053
8,712,453	Series 2007-40-SA	5.90%# I/F I/O	05/25/2037	1,175,465
3,907,802	Series 2007-48-SE	5.90%# I/F I/O	05/25/2037	579,853
5,639,161	Series 2007-64-LI	6.36%# I/F I/O	07/25/2037	820,469
4,938,130	Series 2007-68-SA	6.45%# I/F I/O	07/25/2037	743,999
3,903,414	Series 2008-5-GS	6.05%# I/F I/O	02/25/2038	650,627
8,334,282	Series 2008-68-SB	5.90%# I/F I/O	08/25/2038	1,006,131
5,421,907	Series 2009-111-SE	6.05%# I/F I/O	01/25/2040	553,236
3,948,418	Series 2009-12-CI	6.40%# I/F I/O	03/25/2036	652,610
8,936,537	Series 2009-26-SM	6.15%# I/F I/O	08/25/2038	1,008,719
4,792,261	Series 2009-47-SA	5.90%# I/F I/O	07/25/2039	505,620
3,990,625	Series 2009-48-WS	5.75%# I/F I/O	07/25/2039	397,063
2,362,959	Series 2009-67-SA	4.95%# I/F I/O	07/25/2037	258,746
6,503,393	Series 2009-87-SA	5.80%# I/F I/O	11/25/2049	1,101,050
8,457,511	Series 2009-91-SD	5.95%# I/F I/O	11/25/2039	1,178,810
1,348,668	Series 2010-109-BS	52.76%# I/F	10/25/2040	2,420,106
3,321,933	Series 2010-115-SD	6.40%# I/F I/O	11/25/2039	431,746
6,871,165	Series 2010-11-SC	4.60%# I/F I/O	02/25/2040	674,956
8,016,825	Series 2010-15-SL	4.75%# I/F I/O	03/25/2040	762,742
6,377,550	Series 2010-19-AI	5.00% I/O	08/25/2037	169,650
3,837,109	Series 2010-19-SA	5.20%# I/F I/O	03/25/2050	389,617
6,397,772	Series 2010-31-SB	4.80%# I/F I/O	04/25/2040	741,874

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9,172,464	Series 2010-39-SL	5.47%# I/F I/O	05/25/2040	1,193,480
8,307,891	Series 2010-40-EI	4.50% I/O	05/25/2024	498,022
6,532,731	Series 2010-8-US	4.60%# I/F I/O	02/25/2040	685,608
6,739,795	Series 2010-9-GS	4.55%# I/F I/O	02/25/2040	667,026
6,349,220	Series 2011-111-CZ	4.00%	11/25/2041	6,854,494
11,416,397	Series 2011-114-S	5.80%# I/F I/O	09/25/2039	1,422,929
4,367,198	Series 2011-146-US	6.71%# I/F	01/25/2042	4,323,189
157,371	Series 2011-40-SA	9.49%# I/F	09/25/2040	164,785
2,815,756	Series 2011-55-BZ	3.50%	06/25/2041	2,933,851
5,592,815	Series 2011-58-SA	6.35%# I/F I/O	07/25/2041	1,268,262

PRINCIPAL
AMOUNT/
SHARES

SECURITY DESCRIPTION

RATE

MATURITY

VALUE \$

Federal National Mortgage Association, (Cont.)

11,968,257	Series 2011-5-PS	6.20%# I/F I/O	11/25/2040	1,351,604
7,309,475	Series 2012-15-PZ	4.00%	03/25/2042	8,351,400
1,400,061	Series 2012-16-BS	41.96%# I/F	03/25/2042	1,766,483
4,176,843	Series 2012-22-AZ	4.00%	03/25/2042	4,747,546
8,719,264	Series 2012-29-SG	5.80%# I/F I/O	04/25/2042	1,250,289
521,277	Series 2012-50-ST	6.71%# I/F	05/25/2042	524,240
2,477,844	Series 2012-55-SC	6.64%# I/F	05/25/2042	2,501,734
2,533,705	Series 2012-82-SC	7.17%# I/F	08/25/2042	2,449,505
9,014,119	Series 2013-17-MS	5.16%# I/F	03/25/2043	8,665,496
4,170,455	Series 2013-18-BS	5.15%# I/F	03/25/2043	4,081,149
2,500,920	Series 374-19	6.50% I/O	09/01/2036	400,011

Government National Mortgage Association,

4,574,010	Series 2009-104-SD	6.15%# I/F I/O	11/16/2039	683,609
3,792,352	Series 2010-98-IA	5.95% I/O	03/20/2039	316,717
12,553,676	Series 2011-56-BS	5.90%# I/F I/O	11/16/2036	1,175,387
14,909,219	Series 2011-56-KS	5.90%# I/F I/O	08/16/2036	1,377,643
5,286,491	Series 2011-69-SB	5.15%# I/F I/O	05/20/2041	706,526
8,624,412	Series 2011-71-SG	5.20%# I/F I/O	05/20/2041	1,094,994
9,685,513	Series 2011-72-AS	5.18%# I/F I/O	05/20/2041	1,414,198
11,433,337	Series 2011-89-SA	5.25%# I/F I/O	06/20/2041	1,602,795
4,482,504	Series 2012-34-LI	6.00%# I/F I/O	12/16/2039	744,344

Total US Government / Agency Mortgage Backed Obligations

(Cost \$142,673,204)

140,377,618

SHORT TERM INVESTMENTS 4.4%

16,102,986	Fidelity Institutional Government Portfolio	0.01% ^{..}		16,102,986
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Total Short Term Investments

(Cost \$16,102,986)

16,102,986

Total Investments 100.3%

363,865,512

(Cost \$344,806,010)	
Liabilities in Excess of Other Assets (0.3)%	(1,116,757)
NET ASSETS 100.0%	\$ 362,748,755

PORTFOLIO HOLDINGS as % of Net Assets

Non-Agency Residential Collateralized Mortgage Obligations	54.1%
US Government / Agency Mortgage Backed Obligations	38.7%
Short Term Investments	4.4%
Collateralized Loan Obligations	1.7%
Non-Agency Commercial Mortgage Backed Obligations	1.4%
Other Assets and Liabilities	(0.3)%
	100.0%

Variable rate security. Rate disclosed as of March 31, 2013.

^ Security exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions exempt from registration to qualified institutional buyers. These securities are determined to be liquid by the Adviser, unless otherwise noted, under procedures established by the Fund's Board of Trustees. As of March 31, 2013, the value of these securities amounted to \$39,750,119 or 11.0% of net assets.

I/O Interest only security

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

.. Seven-day yield as of March 31, 2013

@ Security pays interest at rates that represent residual cashflows available after more senior tranches have been paid. The interest rate disclosed reflects the estimated rate in effect as of March 31, 2013.

10 DoubleLine Opportunistic Credit Fund The accompanying notes are an integral part of these financial statements

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(Unaudited)

Statement of Assets and Liabilities

March 31, 2013

ASSETS

Investments in Securities, at Value*	\$ 347,762,526
Short-term Securities*	16,102,986
Interest and Dividends Receivable	2,198,321
Prepaid Expenses and Other Assets	9,839
Total Assets	366,073,672

LIABILITIES

Payable for Investments Purchased	2,844,873
Investment Advisory Fees Payable	308,456
Administration, Fund Accounting and Custodian Fees Payable	95,655
Accrued Expenses	74,876
Transfer Agent Expenses Payable	1,057
Total Liabilities	3,324,917
Net Assets	\$ 362,748,755

NET ASSETS CONSIST OF:

Capital Stock (\$0.00001 par value)	\$ 147
Additional Paid-in Capital	351,057,247
Undistributed (Accumulated) Net Investment Income	(2,004,048)
Accumulated Net Realized Gain (Loss) on Investments	(5,364,093)
Net Unrealized Appreciation (Depreciation) on Investment Securities	19,059,502
Net Assets	\$ 362,748,755

***Identified Cost:**

Investments in Securities	\$ 328,703,024
Short-term Securities	16,102,986

Shares Outstanding and Net Asset Value Per Share:

Shares Outstanding (unlimited authorized)	14,733,238
Net Asset Value per Share	\$ 24.62

The accompanying notes are an integral part of these financial statements Semi-Annual Report March 31, 2013 11

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(Unaudited)

Statement of Operations

For the Six Months Ended March 31, 2013

INVESTMENT INCOME

Income:

Interest

\$ 17,072,522

Total Investment Income

17,072,522

Expenses:

Investment Advisory Fees

1,818,578

Administration, Fund Accounting and Custodian Fees

294,402

Professional Fees

146,749

Trustees Fees and Expenses

57,781

Registration Fees

12,655

Insurance Expenses

9,184

Shareholder Reporting Expenses

3,705

Transfer Agent Expenses

1,744

Miscellaneous Expenses

462

Total Expenses

2,345,260

Net Investment Income

14,727,262

UNREALIZED GAIN (LOSS) ON INVESTMENTS

Net Change in Unrealized Appreciation (Depreciation) of Investments in Securities

3,355,573

Net Unrealized Gain (Loss) on Investments

3,355,573

NET INCREASE (DECREASE) IN NET ASSETS RESULTING FROM OPERATIONS

\$ 18,082,835

12 DoubleLine Opportunistic Credit Fund The accompanying notes are an integral part of these financial statements

Table of Contents**Statement of Changes in Net Assets**

	For the Six Months Ended	
	March 31, 2013	Period Ended
	(Unaudited)	September 30, 2012¹
OPERATIONS		
Net Investment Income	\$ 14,727,262	\$ 16,923,063
Net Change in Unrealized Appreciation (Depreciation) of Investments	3,355,573	15,703,929
Net Increase in Net Assets Resulting from Operations	18,082,835	32,626,992
DISTRIBUTIONS TO SHAREHOLDERS		
From Net Investment Income	(21,820,671)	(17,197,795)
Total Distributions to Shareholders	(21,820,671)	(17,197,795)
NET SHARE TRANSACTIONS		
Increase in Net Assets Resulting from Net Share Transactions	382,242	350,675,152
Total Increase in Net Assets	\$ (3,355,594)	\$ 366,104,349
NET ASSETS		
Beginning of Period	\$ 366,104,349	\$
End of Period	\$ 362,748,755	\$ 366,104,349
Undistributed (Accumulated) Net Investment Income (Loss)	\$ (2,004,048)	\$ 5,089,361

¹ The Fund commenced operations on January 27, 2012.

The accompanying notes are an integral part of these financial statements Semi-Annual Report March 31, 2013 13

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(Unaudited)

Statement of Cash Flows

For the Six Months Ended March 31, 2013

CASH FLOWS PROVIDED BY (USED IN) OPERATING ACTIVITIES

Net Increase (Decrease) in Net Assets Resulting from Operations	\$ 18,082,835
Adjustments to Reconcile the Change in Net Assets from Operations to Net Cash Provided By (Used In) Operating activities:	
Purchases of Long-term Securities	(33,923,576)
Proceeds from Disposition of Long-term Securities	28,160,144
Net (Purchases of) Proceeds from Disposition of Short-term Securities	5,257,249
Net Amortization (Accretion) of Premiums/Discounts	5,784,275
(Increase) Decrease in:	
Receivable for Interest and Dividends	180,665
Prepaid Expenses and Other Liabilities	(4,050)
Increase (Decrease) in:	
Payable for Investments Purchased	1,316,440
Payable to Advisor	8,192
Accrued Expenses and Other Liabilities	(68,172)
Net Change in Unrealized Depreciation (Appreciation) of Investments in Securities	(3,355,573)
Net Cash Provided By (Used In) Operating Activities	21,438,429

CASH FLOWS PROVIDED BY (USED IN) FINANCING ACTIVITIES

Cash Dividends Paid to Common Stockholders	(21,438,429)
Net Cash Provided By (Used In) Financing Activities	(21,438,429)

NET CHANGE IN CASH

Cash at Beginning of Period	
Cash at End of Period	\$

SUPPLEMENTAL DISCLOSURE OF CASH FLOW AND NON-CASH INFORMATION

Additional Paid-in Capital from Dividend Reinvestment	\$ 382,242
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14 DoubleLine Opportunistic Credit Fund The accompanying notes are an integral part of these financial statements

Table of Contents**Financial Highlights**

	For the Six Months Ended	
	March 31, 2013	Period Ended
	(Unaudited)	September 30, 2012¹
Net Asset Value, Beginning of Period	\$ 24.87	\$ 23.83 ⁶
Income (Loss) from Investment Operations:		
Net Investment Income (Loss) ³	1.00	1.18
Net Gain (Loss) on Investments (Unrealized)	0.23	1.06
Total from Investment Operations	1.23	2.24
Less Distributions:		
Distributions from Net Investment Income	(1.48)	(1.20)
Total Distributions	(1.48)	(1.20)
Net Asset Value, End of Period	\$ 24.62	\$ 24.87
Market Price, End of Period	\$ 26.75	\$ 27.07
Total Investment Return^{4,5}	4.72%	13.43%
Supplemental Data:		
Net Assets, End of Period (000 s)	\$ 362,749	\$ 366,104
Ratios to Average Net Assets:		
Expenses ²	1.29%	1.30%
Net Investment Income ²	8.10%	7.13%
Portfolio Turnover Rate ⁵	9.45%	10.79%

¹ The Fund commenced operations on January 27, 2012.

² Annualized.

³ Calculated based on average shares outstanding during the period.

⁴ Total investment return is computed based upon the New York Stock Exchange market price of the Fund's shares and excludes the effect of brokerage commissions. Dividends and distributions are assumed to be reinvested at the prices obtained under the Fund's dividend reinvestment plan.

⁵ Not Annualized.

⁶ Net Asset Value, beginning of period, reflects a deduction of \$1.17 per share of sales load and offering expenses from the initial public offering price of \$25.00 per share.

The accompanying notes are an integral part of these financial statements Semi-Annual Report March 31, 2013 15

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Notes to Financial Statements

1. Organization

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

2. Significant Accounting Policies

The following is a summary of the significant accounting policies of the Fund. These policies are in conformity with accounting principles generally accepted in the United States of America (US GAAP).

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

Level 1 Unadjusted quoted market prices in active markets

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

Level 3 Significant unobservable inputs (including the reporting entity's estimates and assumptions)
Assets and liabilities may be transferred between levels. The Fund uses end of period timing recognition to account for any transfers.

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

Fixed-income class

All

Examples of Standard Inputs

Benchmark yields, transactions, bids, offers, quotations from dealers and trading systems, new issues, spreads and other relationships observed in the markets among

Corporate bonds and notes;
convertible securities

comparable securities; and proprietary pricing models such as yield measures calculated using factors such as cash flows, financial or collateral performance and other reference data (collectively referred to as standard input)
Standard inputs and underlying equity of the issuer