

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 811-22554

Vertical Capital Income Fund

(Exact name of registrant as specified in charter)

225 Pictoria Drive, Suite 450, Cincinnati, OH 45246

(Address of principal executive offices) (Zip code)

The Corporation Trust Company

Corporation Trust Center

1209 Orange Street

Wilmington, Delaware 19801

(Name and address of agent for service)

Registrant's telephone number, including area code: 631-470-2719

Date of fiscal year end: 9/30

Date of reporting period: 9/30/22

**Item 1. Reports to Stockholders.**

# Vertical Capital Income Fund

**VCIF**

Cusip: 92535C104

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**Annual Report**  
September 30, 2022

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This report and the financial statements contained herein are submitted for the general information of shareholders. Nothing contained herein is to be considered an offer of sale or solicitation of an offer to buy shares of the Vertical Capital Income Fund.

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### *Managed Distribution Plan Disclosure*

In December 2020, the Board of Trustees (the “Board”), acting pursuant to a Securities and Exchange Commission exemptive order, approved a Managed Distribution Plan (the “Plan”) for Vertical Capital Income Fund (the “Fund”). Pursuant to the Plan, the Fund pays a minimum monthly distribution to shareholders at a stated annual rate as a percentage of the three-month average net asset value (“NAV”) of the Fund’s shares prior to the month of distribution. The distribution is calculated as 8% of the previous three-month average NAV, divided by 12. Payment of monthly distributions under the Fund’s Plan commenced in January 2021.

The Plan is subject to periodic review by the Board, and the Board may amend the terms of the Plan including amending the annual rate of payment or may terminate the Plan at any time without prior notice to the Fund’s shareholders. The Fund’s distribution rate may be affected by numerous factors, including changes in realized and projected market returns, Fund performance, and other factors. There can be no assurance that an unanticipated change in market conditions or other unforeseen factors will not result in a change in the Fund’s distribution rate at a future time. If the Fund resumes offering its shares to the public, it would likely discontinue the Plan or reduce the distribution rate under the Plan. The Fund does not believe there are any other reasonably foreseeable circumstances that would cause the termination of the Plan. The amendment or termination of the Plan could have an adverse effect on the market price of the Fund’s shares.

**You should not draw any conclusions about the Fund’s investment performance from the amount of these distributions or from the terms of the Fund’s Managed Distribution Plan.**

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November 21, 2022

Dear Shareholder,

We are pleased to report to you the results of another year for the Vertical Capital Income Fund (the "Fund"). The Fund continued to operate under the Managed Distribution Plan it announced in December 2020. Consistent with the Plan and our investment objective to seek income, the Fund made monthly distributions aggregating approximately \$1.00 per share for the year ended September 30, 2022. Included in that amount was a special distribution of approximately \$0.18 per share paid in December 2021, in part, as a result of net capital gains realized on loan sales and loan payoffs. In alignment with the Plan's policy, the Fund will pay net capital gains realized on loan sales and loan payoffs included in the monthly distributions.

The Fund's net asset value ("NAV") per share was \$11.69 at the beginning of the fiscal year and \$10.38 at the end. In comparison, the Fund's traded share price was \$10.49 at the beginning of the fiscal year and \$8.92 at September 30, 2022, reflecting discounts to NAV of 10% and 12%. The management team is encouraged and would like to continue to see the narrowing of discount.

For the year ended September 30, 2022 the Fund produced a total return, based on its traded share price, of -5.95% compared to one of its key benchmarks, the Bloomberg U.S. Mortgage Backed Securities Index, which reported a total return of -13.98%. (Please see the definition of the index that accompanies the performance table that immediately follows this letter.) The SEC Yield per share as of September 30, 2022 was 2.91%. In comparison the Fund produced a total return based on its NAV per share for the same twelve-month period of -2.77%. Since inception, the Fund has produced an annualized total return of 5.97% based on its NAV.

### **Update on Economic Outlook**

The forecast on GDP growth is lower in 2022 and through 2024 compared to previous estimates. The Bureau of Economic Analysis is estimating that the first two quarters of 2022 have had negative growth rates of -1.6% and -.9% respectively. The Mortgage Bankers Association ("MBA") is forecasting GDP in 2022 to be 0.3% and below the trend range of 1.5% for 2023 and 2024 as well. These are downward revisions from previous forecasts due to slowing global growth, tighter monetary policy and more restrictive financial conditions.

Inflation is still close to 40-year highs and running higher than 8% on a year-over-year basis. Forecasters expect that the rate of inflation to have peaked in July and slow in 2023. The Fed is expected to raise Fed funds rate through 2023. Most recently the Fed forecasts are expected to show the upper bound of the range at 4% by year-end and climbing higher next year, before cuts in 2024.

The job market remains strong with employment and unemployment levels showing back to pre-pandemic levels. Forecasters are estimating a 50% likelihood of a mild recession over the next 12 months due to continued weaker outlook for growth. If this recession does occur, likely in the first half of 2023, the unemployment rate is expected to reach 5.5% (currently predicted to reach 4% in 2023 and 2024). In doing so, mortgage rates could fall around 30 basis points from the current the forecast.

Volatility continues as a result of the swings in the 10-Year Treasury with forecasting remaining on average at 2.9% through mid-2023 before slowly declining back to 2.5% in 2024. MBA's housing forecast shows slowing housing demand due to increased uncertainty, continued affordability challenges, and weak data on application volume. A decline of 11% is now expected in existing home sales and an 8% decrease in new home sales in 2022 compared to 2021. 2021 origination

volume forecasts were revised higher to \$4.4 trillion from \$4.0 trillion previously. This included purchase originations and refinance originations.

## **Fund Strategy**

There is almost \$16 trillion of U.S. residential mortgage debt outstanding, of which approximately \$11 trillion is secured by one-to-four family residences. The balance is represented by mortgage debt on multi-family, non-farm/non-residential and farm properties. The Fund invests as a secondary market participant in the one-to-four family residential whole loan market. This market historically boasts a deep roster of institutional participants, along with a diverse universe of sellers and reasons for sale. As such, we are comfortable that we will continue to see an adequate supply of investment opportunities. The Fund generates monthly cash distributions from interest income earned on the Fund's loan portfolio, net of the costs to operate. Costs include fees paid to third parties for loan servicing and custodial, valuation, audit and legal services, as well as fees to the advisor to manage the Fund. As noted above, the Fund made aggregated distributions for the fiscal year of approximately \$1.00 per share.

The Fund also generates capital gains when it sells loans at a price that is excess of its adjusted cost basis or when loans originally purchased at a discount to their unpaid principal balance ("UPB") pay off in full before maturity of the loan. Asset sales and loan payoffs can occur anytime throughout the year; however, the Fund has historically made a single distribution in December of each year in order to fully account for all net long-term and short-term capital gains and losses during its taxable period. Most of these distributions have been subject to lower long-term capital gain tax rates; thereby, potentially increasing the after-tax yield to our shareholders. As noted above, the December 2021 capital gain distribution during the twelve-month period was approximately \$0.18 per share and going forward the Fund will continue to pay net realized capital gains in the monthly distributions.

The Fund meets its investment objective primarily by investing in mortgage notes secured by first liens on residential real estate. The Fund only invests in "whole loans" and does not invest in tranches of RMBS. Investing as a first mortgage lender in whole loans allows the Fund to deal directly with any borrower who is delinquent, in default or needs to restructure their loan for any reason. The Fund can decide on a case by case basis how best to work with the borrower to secure repayment of all amounts due the Fund, which is not always the case in RMBS. This direct interaction has been a significant benefit over the years when the Fund has had to grapple with borrowers affected by crises, such as COVID-19, hurricanes, floods or fires.

The Fund pursues investment opportunities in many types of residential mortgage whole loans. Some known as "Scratch and Dent" are "conforming" loans with typical original terms of 25 or 30 years that would have otherwise qualified for purchase by one of the Government Sponsored Enterprises ("GSEs"), like Fannie Mae or Freddie Mac, but were rejected for technical defects in the application or documentation process. Others are non-qualified loans ("Non QM"), which do not meet the criteria for purchase or origination by a GSE. In addition, there are "Fix and Flip" loans, which typically have 12-24 month terms and "Rental and Bridge" loans which typically have 24-60 month terms. Loans can be performing, re-performing (loans that were non-performing at one point and have now become performing), long-term, short-term, fixed rate or adjustable.

As we disclosed in a press release dated February 22, 2022, our Board of Trustees has engaged Ladenburg Thalmann & Co. Inc. to evaluate strategic alternatives for the Fund, with the goal of increasing shareholder value. The Board's review of strategic alternatives is ongoing.

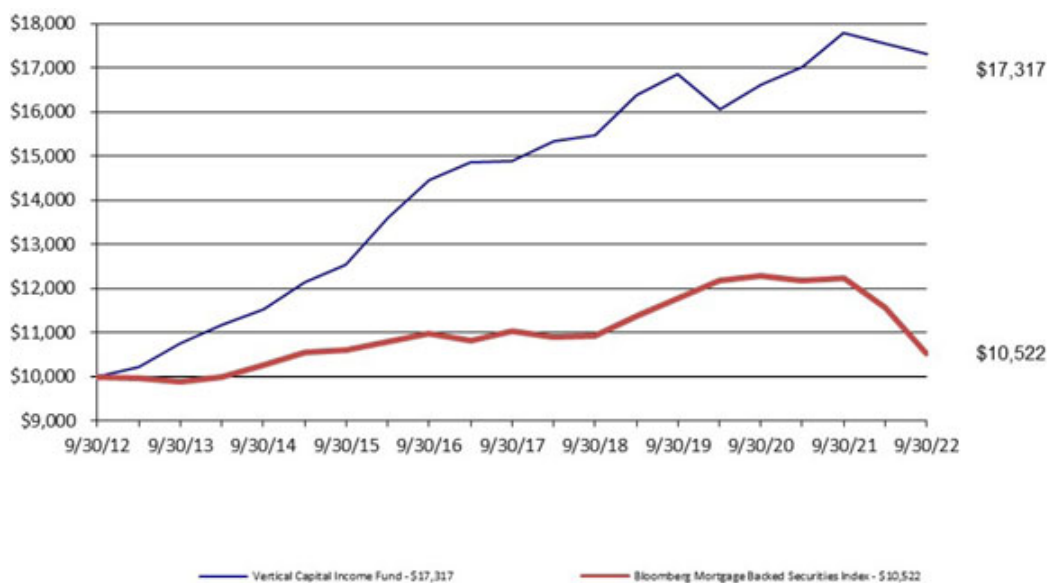
We appreciate the on-going support of our shareholders.

Regards,

Katherine L. Hawkins  
Portfolio Manager

**Vertical Capital Income Fund**  
**PORTFOLIO REVIEW (Unaudited)**  
**September 30, 2022**

**PERFORMANCE OF A \$10,000 INVESTMENT**  
**(Based upon Net Asset Value)**



The Fund's performance figures for the period ended September 30, 2022, compared to its benchmark:

	One Year	Five Years	Ten Years	Since Inception*
Vertical Capital Income Fund-NAV	(2.77)%	3.08%	5.64%	5.97%
Vertical Capital Income Fund-Market Price **	(5.95)%	0.35%	4.24%	4.66%
Bloomberg Mortgage Backed Securities Index	(13.98)%	(0.92)%	0.51%	0.73%

\* The Fund commenced operations on December 30, 2011. The performance of the Fund is based on average annual returns for periods greater than one year.

\*\* The calculation is made using the NAV until the initial Market Price on May 30, 2019.

The Bloomberg Mortgage Backed Securities Index is an unmanaged index composed of securities backed by U.S. government agency guaranteed mortgage pools of Ginnie Mae, Freddie Mac and Fannie Mae. Investors cannot invest directly in an index or benchmark. The mortgage notes held by the Fund are not guaranteed by any U.S. government agency.

Past performance is not predictive of future results. The investment return and principal value of an investment will fluctuate. An investor's shares, when redeemed, may be worth more or less than the original cost. Total return is calculated assuming reinvestment of all dividends and distributions. Total returns would have been lower had the Adviser not waived its fees and reimbursed a portion of the Fund's expenses. For performance information current to the most recent month-end, please call 1-866-277-VCIF.

**PORTFOLIO COMPOSITION\*\*\***

Mortgage Loans	99.6%
Other Investments	0.4%
	100.0%

\*\*\* Based on Investments at Value as of September 30, 2022.

**VERTICAL CAPITAL INCOME FUND**  
**SCHEDULE OF INVESTMENTS**  
**September 30, 2022**

<u>Principal Amount (\$)</u>		<u>Loan Type</u>	<u>Coupon Rate (%)</u>	<u>Maturity</u>	<u>Fair Value</u>
	<b>LOANS — 102.2%</b>				
	<b>MORTGAGE LOANS (PRIVATE) — 102.2%</b>				
45,221	Loan ID 200012	ARM	9.8000	07/01/37	\$ 47,030
29,312	Loan ID 200016	ARM	10.3750	01/01/31	30,485
40,225	Loan ID 200018	Fixed	7.0000	01/01/33	39,531
96,419	Loan ID 200023	Fixed	5.8750	12/01/50	89,659
197,361	Loan ID 200026	Fixed	4.7500	01/01/50	191,899
181,547	Loan ID 200029	Fixed	6.3100	07/01/37	173,535
520,984	Loan ID 200035	Fixed	4.6250	11/01/50	489,865
99,977	Loan ID 200041	Fixed	4.8750	08/01/39	87,779
35,338	Loan ID 200042	Fixed	7.0000	12/01/37	34,713
41,009	Loan ID 200043	Fixed	6.1250	07/01/39	38,769
45,063	Loan ID 200048	Fixed	5.5000	08/01/39	41,124
47,016	Loan ID 200054	Fixed	8.2500	03/01/39	47,737
70,699	Loan ID 200055	Fixed	10.0000	01/05/36	72,946
7,633	Loan ID 200078	Fixed	7.0000	08/01/36	7,501
130,067	Loan ID 200079	Fixed	5.0000	02/01/59	102,285
60,402	Loan ID 200082	Fixed	8.2500	04/01/40	58,010
154,381	Loan ID 200084	Fixed	7.0000	03/01/39	141,649
267,764	Loan ID 200090	Fixed	4.5000	11/01/36	142,981
65,803	Loan ID 200102	Fixed	8.2500	03/01/40	66,842
100,609	Loan ID 200110	Fixed	8.2500	08/01/39	91,901
65,330	Loan ID 200128	Fixed	4.7100	07/01/37	49,414
425,720	Loan ID 200129	Fixed	4.6250	03/01/52	372,317
106,747	Loan ID 200135	Fixed	4.3750	12/01/42	89,982
69,046	Loan ID 200141	Fixed	4.2500	02/01/42	57,351
132,128	Loan ID 200158	Fixed	3.6250	12/01/42	106,598
169,660	Loan ID 200165	Fixed	4.3750	12/01/41	143,549
77,106	Loan ID 200174	Fixed	7.3400	04/01/37	76,539
42,802	Loan ID 200175	Fixed	9.6000	05/01/37	43,916
98,598	Loan ID 200181	Fixed	7.5000	06/01/41	92,471
63,989	Loan ID 200184	Fixed	4.3750	12/01/42	53,910
24,789	Loan ID 200185	Fixed	5.3750	06/01/42	22,288
46,826	Loan ID 200186	Fixed	5.1250	08/01/42	41,333
141,472	Loan ID 200194	Fixed	4.7500	09/01/41	122,503

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

**VERTICAL CAPITAL INCOME FUND**  
**SCHEDULE OF INVESTMENTS (Continued)**  
**September 30, 2022**

<u>Principal Amount (\$)</u>		<u>Loan Type</u>	<u>Coupon Rate (%)</u>	<u>Maturity</u>	<u>Fair Value</u>
	<b>LOANS — 102.2% (Continued)</b>				
	<b>MORTGAGE LOANS (PRIVATE) — 102.2% (Continued)</b>				
220,645	Loan ID 200195	Fixed	3.8750	03/01/42	\$ 181,306
34,591	Loan ID 200198	Fixed	5.2500	10/01/42	30,787
30,322	Loan ID 200201	Fixed	5.1250	08/01/41	26,859
17,127	Loan ID 200206	Fixed	3.9900	12/01/42	14,127
37,917	Loan ID 200208	Fixed	4.2500	01/01/43	31,737
153,878	Loan ID 200209	Fixed	3.8750	08/01/42	126,202
62,852	Loan ID 200218	Fixed	4.2500	12/01/41	52,849
43,615	Loan ID 200228	Fixed	4.6250	08/01/42	37,305
101,600	Loan ID 200243	Fixed	3.7500	04/01/43	82,437
21,813	Loan ID 200244	Fixed	5.0000	05/01/42	19,076
81,737	Loan ID 200287	Fixed	4.3750	07/01/43	68,768
28,754	Loan ID 200313	Fixed	8.5000	03/01/28	28,072
245,766	Loan ID 200315	ARM	4.1250	06/01/37	245,710
54,080	Loan ID 200317	Fixed	7.0000	09/01/32	53,140
83,913	Loan ID 200332	Fixed	5.7750	10/01/37	78,087
82,141	Loan ID 200334	Fixed	7.0000	01/01/33	80,721
248,699	Loan ID 200335	Fixed	5.0000	11/01/52	226,588
50,779	Loan ID 200348	Fixed	6.5000	07/01/38	48,927
56,749	Loan ID 200352	Fixed	7.0000	08/01/30	54,686
55,883	Loan ID 200361	Fixed	7.5000	01/01/34	55,671
78,679	Loan ID 200366	Fixed	6.2500	03/01/34	72,508
140,959	Loan ID 200368	Fixed	4.5000	04/01/36	123,195
61,136	Loan ID 200374	ARM	7.0000	05/01/34	61,136
167,276	Loan ID 200380	Fixed	4.2200	04/01/49	143,736
263,605	Loan ID 200384	Fixed	5.0000	11/01/47	210,779
131,130	Loan ID 200385	Fixed	8.2500	01/01/40	128,970
180,901	Loan ID 200390	Fixed	4.7800	04/16/47	159,486
126,407	Loan ID 200391	Fixed	4.0000	01/13/35	108,734
56,526	Loan ID 200392	Fixed	10.0000	06/05/34	56,042
75,048	Loan ID 200395	Fixed	4.8600	04/01/47	68,631
63,029	Loan ID 200396	Fixed	10.0000	02/01/36	65,028
44,981	Loan ID 200399	Fixed	4.9800	06/01/37	40,081
35,461	Loan ID 200403	Fixed	8.3000	10/15/32	35,944

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



**VERTICAL CAPITAL INCOME FUND**  
**SCHEDULE OF INVESTMENTS (Continued)**  
**September 30, 2022**

<u>Principal Amount (\$)</u>		<u>Loan Type</u>	<u>Coupon Rate (%)</u>	<u>Maturity</u>	<u>Fair Value</u>
	<b>LOANS — 102.2% (Continued)</b>				
	<b>MORTGAGE LOANS (PRIVATE) — 102.2% (Continued)</b>				
47,534	Loan ID 200404	Fixed	8.1000	05/01/37	\$ 48,119
77,463	Loan ID 200405	Fixed	4.8700	12/01/35	68,473
108,258	Loan ID 200406	Fixed	4.8750	10/01/51	96,520
322,460	Loan ID 200409	Fixed	6.0000	02/01/49	274,918
91,392	Loan ID 200411	Fixed	8.2750	06/01/37	92,890
57,486	Loan ID 200417	Fixed	7.0000	05/01/35	56,477
135,106	Loan ID 200420	Fixed	4.2250	04/10/38	115,341
111,925	Loan ID 200423	Fixed	4.5000	06/01/43	94,826
190,540	Loan ID 200430	Fixed	3.6250	07/01/43	153,319
247,692	Loan ID 200432	Fixed	4.8750	05/01/43	214,507
185,025	Loan ID 200435	Fixed	4.6250	11/01/52	166,391
37,807	Loan ID 200439	Fixed	5.0000	08/01/41	33,187
16,913	Loan ID 200447	Fixed	5.8750	11/04/34	15,904
70,298	Loan ID 200448	Fixed	5.7500	05/01/42	65,566
303,808	Loan ID 200451	Fixed	6.2500	07/01/38	289,382
149,114	Loan ID 200460	Fixed	7.0000	07/01/41	146,521
349,661	Loan ID 200462	Fixed	6.0000	07/01/45	329,364
202,936	Loan ID 200465	Fixed	6.5000	07/01/37	195,644
101,915	Loan ID 200468	Fixed	5.6250	12/01/44	93,272
109,479	Loan ID 200469	Fixed	6.5000	07/01/37	105,548
98,308	Loan ID 200489	Fixed	4.0000	03/01/43	81,162
173,580	Loan ID 200491	Fixed	5.5000	10/01/39	158,302
243,168	Loan ID 200494	Fixed	4.6250	10/01/43	207,488
166,910	Loan ID 200500	Fixed	5.8750	02/01/37	156,292
56,066	Loan ID 200507	Fixed	4.5000	09/01/42	47,625
83,191	Loan ID 200517	Fixed	8.0000	05/01/39	82,982
172,417	Loan ID 200518	Fixed	3.0000	12/01/50	138,686
97,614	Loan ID 200527	Fixed	4.5000	12/01/43	82,583
90,831	Loan ID 200532	Fixed	3.2500	07/01/43	71,395
29,612	Loan ID 200545	Fixed	4.3750	02/01/29	24,864
80,927	Loan ID 200573	Fixed	3.7500	09/01/42	65,861
115,084	Loan ID 200574	Fixed	4.8750	01/01/44	99,672
156,946	Loan ID 200578	Fixed	4.7500	08/01/40	133,428
40,602	Loan ID 200579	Fixed	4.8750	05/01/42	35,149

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**VERTICAL CAPITAL INCOME FUND**  
**SCHEDULE OF INVESTMENTS (Continued)**  
**September 30, 2022**

<u>Principal Amount (\$)</u>		<u>Loan Type</u>	<u>Coupon Rate (%)</u>	<u>Maturity</u>	<u>Fair Value</u>
	<b>LOANS — 102.2% (Continued)</b>				
	<b>MORTGAGE LOANS (PRIVATE) — 102.2% (Continued)</b>				
145,238	Loan ID 200580	Fixed	4.1250	11/01/41	\$ 121,306
278,795	Loan ID 200586	Fixed	3.5000	01/01/43	223,083
55,714	Loan ID 200593	Fixed	3.8750	06/01/42	45,731
60,936	Loan ID 200604	Fixed	3.5000	01/01/43	48,764
108,883	Loan ID 200612	Fixed	4.5000	02/01/43	92,333
145,011	Loan ID 200630	Fixed	5.2500	09/01/43	128,955
200,260	Loan ID 200634	Fixed	4.3750	01/01/44	168,254
104,256	Loan ID 200645	Fixed	5.0000	04/01/44	90,878
123,416	Loan ID 200649	Fixed	4.3750	03/01/44	103,588
114,452	Loan ID 200650	Fixed	4.8750	05/01/44	98,920
185,914	Loan ID 200651	Fixed	3.6250	07/01/43	149,500
119,461	Loan ID 200655	Fixed	3.3750	05/01/43	94,668
163,469	Loan ID 200656	Fixed	6.8750	11/01/45	163,469
134,847	Loan ID 200657	Fixed	4.8750	08/01/51	118,909
152,387	Loan ID 200660	Fixed	5.8750	03/01/38	142,394
60,859	Loan ID 200663	Fixed	4.7500	05/01/44	52,230
137,745	Loan ID 200669	Fixed	5.2500	04/01/44	121,971
36,550	Loan ID 200670	Fixed	4.3750	02/01/29	30,683
272,700	Loan ID 200674	Fixed	4.5000	05/01/44	230,286
111,782	Loan ID 200684	Fixed	4.8750	04/01/44	96,776
203,313	Loan ID 200685	Fixed	4.8750	05/01/44	175,602
194,527	Loan ID 200690	Fixed	4.2500	04/01/44	162,159
214,860	Loan ID 200692	Fixed	4.6250	07/01/44	182,636
93,483	Loan ID 200694	Fixed	4.5000	09/01/43	79,173
40,562	Loan ID 200696	Fixed	3.7500	10/01/42	33,000
84,226	Loan ID 200704	Fixed	4.3750	03/01/43	70,867
42,860	Loan ID 200709	Fixed	4.3750	04/01/43	36,095
98,705	Loan ID 200710	Fixed	4.5000	07/01/44	81,244
549,566	Loan ID 200714	Fixed	4.1750	11/01/36	471,406
174,777	Loan ID 200716	ARM	3.8600	08/01/37	173,059
123,065	Loan ID 200720	ARM	4.0000	04/01/42	109,496
141,410	Loan ID 200726	Fixed	4.3750	09/01/37	99,640
177,300	Loan ID 200732	Fixed	4.1250	09/01/27	150,969
88,317	Loan ID 200735	Fixed	4.5000	06/01/44	74,598

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

**VERTICAL CAPITAL INCOME FUND**  
**SCHEDULE OF INVESTMENTS (Continued)**  
**September 30, 2022**

<u>Principal Amount (\$)</u>		<u>Loan Type</u>	<u>Coupon Rate (%)</u>	<u>Maturity</u>	<u>Fair Value</u>
	<b>LOANS — 102.2% (Continued)</b>				
	<b>MORTGAGE LOANS (PRIVATE) — 102.2% (Continued)</b>				
127,926	Loan ID 200736	Fixed	4.7500	05/01/44	\$ 107,210
154,092	Loan ID 200742	Fixed	4.2500	04/01/43	128,732
52,964	Loan ID 200753	Fixed	5.2500	05/01/44	47,000
44,681	Loan ID 200755	Fixed	4.2500	06/01/43	37,359
162,599	Loan ID 200756	Fixed	4.8750	11/01/43	140,842
189,266	Loan ID 200771	Fixed	4.5000	12/01/61	160,268
38,830	Loan ID 200775	Fixed	4.2500	04/01/43	32,454
70,849	Loan ID 200776	Fixed	4.2500	03/01/44	58,991
47,533	Loan ID 200777	Fixed	4.7500	06/01/44	40,688
148,762	Loan ID 200781	Fixed	4.6250	09/01/44	126,123
70,714	Loan ID 200783	Fixed	4.7500	09/01/44	60,630
200,346	Loan ID 200786	Fixed	4.6250	07/01/44	170,628
38,414	Loan ID 200787	Fixed	4.7500	09/01/44	32,892
179,729	Loan ID 200791	Fixed	4.8750	06/01/44	155,154
78,349	Loan ID 200795	Fixed	6.7500	08/01/36	75,692
68,643	Loan ID 200796	Fixed	5.8800	12/01/53	28,306
54,808	Loan ID 200799	Fixed	4.0000	02/05/53	44,739
59,684	Loan ID 200800	Fixed	4.0000	01/01/53	51,462
143,668	Loan ID 200805	Fixed	4.6250	07/01/50	99,631
52,607	Loan ID 200808	Fixed	4.2500	11/01/50	32,044
111,005	Loan ID 200809	Fixed	5.0000	04/01/50	81,372
214,437	Loan ID 200814	Fixed	8.2500	07/01/39	217,785
184,080	Loan ID 200821	Fixed	4.2500	08/01/44	153,131
71,179	Loan ID 200823	Fixed	4.2500	09/01/44	59,232
92,434	Loan ID 200826	Fixed	4.3750	09/01/44	77,387
165,856	Loan ID 200830	ARM	2.2500	07/01/44	150,402
30,218	Loan ID 200831	Fixed	4.2500	10/01/44	25,124
246,881	Loan ID 200832	Fixed	4.2500	10/01/44	200,358
139,580	Loan ID 200834	Fixed	4.1250	07/01/43	115,777
107,419	Loan ID 200846	Fixed	4.3750	11/01/43	90,341
91,031	Loan ID 200853	Fixed	5.0000	04/01/37	81,059
244,892	Loan ID 200858	Fixed	5.0000	01/01/53	218,779
143,631	Loan ID 200860	Fixed	3.8750	03/01/52	116,657
239,906	Loan ID 200866	Fixed	3.4000	05/01/53	198,028

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

**VERTICAL CAPITAL INCOME FUND**  
**SCHEDULE OF INVESTMENTS (Continued)**  
**September 30, 2022**

<u>Principal Amount (\$)</u>		<u>Loan Type</u>	<u>Coupon Rate (%)</u>	<u>Maturity</u>	<u>Fair Value</u>
	<b>LOANS — 102.2% (Continued)</b>				
	<b>MORTGAGE LOANS (PRIVATE) — 102.2% (Continued)</b>				
104,049	Loan ID 200867	Fixed	4.5800	09/01/53	\$ 90,524
166,078	Loan ID 200880	Fixed	4.2500	06/01/43	138,726
46,891	Loan ID 200883	Fixed	3.3750	05/01/28	37,171
61,156	Loan ID 200886	Fixed	4.2500	10/01/44	50,861
198,518	Loan ID 200887	Fixed	4.7500	09/01/44	170,056
180,899	Loan ID 200891	Fixed	4.2500	10/01/44	150,196
215,691	Loan ID 200892	Fixed	3.7500	09/01/43	174,720
170,584	Loan ID 200897	Fixed	4.7500	10/01/44	146,162
350,487	Loan ID 200907	ARM	3.9100	08/01/47	340,783
95,886	Loan ID 200908	Fixed	4.0000	06/01/49	83,486
115,379	Loan ID 200909	Fixed	4.8700	04/01/47	102,736
603,068	Loan ID 200912	Fixed	4.5000	03/01/37	524,508
53,246	Loan ID 200913	Fixed	4.2500	05/01/47	45,724
130,602	Loan ID 200914	Fixed	2.8750	12/01/47	107,881
147,301	Loan ID 200917	Fixed	4.8750	01/01/51	130,205
78,689	Loan ID 200921	ARM	3.2500	07/01/51	76,347
385,857	Loan ID 200922	Fixed	3.3400	09/01/53	315,889
112,315	Loan ID 200928	Fixed	4.8000	02/01/41	97,972
170,409	Loan ID 200940	Fixed	3.2500	02/01/43	134,267
230,530	Loan ID 200942	Fixed	4.0000	04/01/43	189,952
91,771	Loan ID 200944	Fixed	4.5000	02/01/44	77,535
251,519	Loan ID 200947	Fixed	4.0000	02/01/43	207,405
244,184	Loan ID 200956	Fixed	5.0000	08/01/51	216,441
363,534	Loan ID 200959	Fixed	4.0000	11/01/42	300,089
130,268	Loan ID 200966	Fixed	4.8750	07/01/44	112,599
136,411	Loan ID 200974	Fixed	4.2500	10/01/44	113,532
315,859	Loan ID 200977	Fixed	4.8750	09/01/44	273,194
147,698	Loan ID 200993	Fixed	2.0040	07/15/49	112,025
49,763	Loan ID 200996	Fixed	2.5000	08/01/48	38,819
37,438	Loan ID 201006	Fixed	6.8750	03/01/38	36,602
83,521	Loan ID 201007	Fixed	7.1250	04/01/37	82,395
67,547	Loan ID 201010	Fixed	5.5000	04/01/39	60,424
40,913	Loan ID 201012	Fixed	7.5000	12/01/38	40,819
49,727	Loan ID 201013	Fixed	7.5000	12/01/38	49,618

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

**VERTICAL CAPITAL INCOME FUND**  
**SCHEDULE OF INVESTMENTS (Continued)**  
**September 30, 2022**

<u>Principal Amount (\$)</u>		<u>Loan Type</u>	<u>Coupon Rate (%)</u>	<u>Maturity</u>	<u>Fair Value</u>
	<b>LOANS — 102.2% (Continued)</b>				
	<b>MORTGAGE LOANS (PRIVATE) — 102.2% (Continued)</b>				
100,833	Loan ID 201016	Fixed	6.5000	05/01/46	\$ 95,100
25,912	Loan ID 201022	ARM	4.7500	05/01/37	25,496
119,008	Loan ID 201023	Fixed	6.4500	02/01/36	114,506
95,467	Loan ID 201027	ARM	9.6250	03/01/37	99,286
125,262	Loan ID 201032	Fixed	4.5000	11/01/44	105,557
72,122	Loan ID 201036	Fixed	4.3750	12/01/44	60,392
62,006	Loan ID 201037	Fixed	8.2500	07/01/39	62,987
84,128	Loan ID 201041	Fixed	3.7500	11/01/52	70,784
99,535	Loan ID 201043	Fixed	4.0000	04/01/39	80,536
150,697	Loan ID 201044	Fixed	4.8700	03/29/37	133,422
92,238	Loan ID 201045	Fixed	3.3750	07/01/37	67,599
276,448	Loan ID 201046	Fixed	3.0000	10/01/58	242,526
101,794	Loan ID 201047	Fixed	3.6250	04/01/53	82,444
60,490	Loan ID 201053	Fixed	3.8600	07/01/53	51,203
184,101	Loan ID 201054	Fixed	2.4000	05/17/50	139,010
141,575	Loan ID 201057	Fixed	4.3750	01/01/50	122,939
97,653	Loan ID 201058	Fixed	4.2500	08/01/37	83,765
86,845	Loan ID 201060	ARM	3.7500	07/01/35	85,210
75,596	Loan ID 201061	Fixed	5.0000	02/01/50	64,171
103,404	Loan ID 201063	Fixed	4.0000	09/01/47	87,548
208,455	Loan ID 201066	Fixed	4.2500	12/01/46	179,440
389,951	Loan ID 201067	Fixed	4.7500	01/01/44	334,600
59,053	Loan ID 201069	Fixed	4.6250	12/01/44	50,232
61,105	Loan ID 201072	Fixed	3.5000	03/01/28	48,866
83,174	Loan ID 201075	Fixed	4.3750	10/01/44	69,680
200,056	Loan ID 201084	Fixed	5.0000	08/01/38	177,409
227,257	Loan ID 201092	Fixed	5.2500	04/01/46	201,783
122,849	Loan ID 201093	Fixed	4.1250	02/01/45	111,185
132,430	Loan ID 201103	ARM	2.1250	05/01/44	120,964
143,327	Loan ID 201104	Fixed	4.3750	04/01/45	119,954
63,256	Loan ID 201107	Fixed	5.1500	02/01/36	57,162
146,106	Loan ID 201111	Fixed	4.8750	04/01/50	105,555
74,468	Loan ID 201113	Fixed	5.7500	12/01/52	69,288
113,946	Loan ID 201114	Fixed	8.0870	05/01/54	115,275

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

**VERTICAL CAPITAL INCOME FUND**  
**SCHEDULE OF INVESTMENTS (Continued)**  
**September 30, 2022**

<u>Principal Amount (\$)</u>		<u>Loan Type</u>	<u>Coupon Rate (%)</u>	<u>Maturity</u>	<u>Fair Value</u>
	<b>LOANS — 102.2% (Continued)</b>				
	<b>MORTGAGE LOANS (PRIVATE) — 102.2% (Continued)</b>				
461,397	Loan ID 201115	Fixed	4.0000	02/01/51	\$ 389,470
73,553	Loan ID 201122	Fixed	4.7500	11/01/48	62,983
198,767	Loan ID 201124	Fixed	4.7500	04/01/40	174,381
64,271	Loan ID 201127	ARM	3.0000	04/01/37	62,706
101,174	Loan ID 201130	Fixed	4.8500	12/01/37	88,007
113,377	Loan ID 201131	Fixed	8.2500	05/01/53	115,138
153,031	Loan ID 201132	Fixed	4.2500	07/01/37	113,274
175,423	Loan ID 201134	Fixed	4.6250	10/01/53	134,601
162,057	Loan ID 201139	Fixed	3.0000	11/01/53	130,255
75,287	Loan ID 201143	Fixed	3.5000	11/01/37	55,696
122,803	Loan ID 201146	Fixed	4.8750	08/01/54	108,698
101,137	Loan ID 201147	Fixed	4.1250	11/01/51	81,468
83,247	Loan ID 201148	Fixed	3.9500	10/01/42	72,146
342,737	Loan ID 201149	Fixed	5.0000	12/01/61	304,568
87,439	Loan ID 201155	Fixed	6.0000	11/01/53	54,214
185,565	Loan ID 201160	Fixed	4.9200	10/01/49	162,121
352,104	Loan ID 201163	Fixed	4.7500	12/01/49	262,989
154,609	Loan ID 201164	Fixed	4.2500	11/01/51	132,868
394,136	Loan ID 201168	Fixed	3.8750	04/01/52	358,067
47,724	Loan ID 201170	Fixed	4.3750	07/01/37	41,259
100,270	Loan ID 201173	Fixed	4.2800	11/01/47	68,573
119,989	Loan ID 201176	Fixed	4.2500	07/01/53	104,470
286,998	Loan ID 201179	Fixed	4.7500	05/01/51	204,552
236,848	Loan ID 201181	Fixed	4.5000	04/01/34	209,925
122,465	Loan ID 201183	Fixed	3.5000	10/01/52	102,436
57,364	Loan ID 201184	Fixed	4.0000	06/01/49	49,756
226,518	Loan ID 201185	Fixed	7.2500	10/01/53	223,667
74,915	Loan ID 201187	Fixed	5.0000	11/01/48	48,953
564,529	Loan ID 201196	Fixed	4.3750	11/01/36	489,008
298,638	Loan ID 201199	Fixed	5.1250	11/01/46	267,806
132,011	Loan ID 201205	Fixed	4.6250	01/01/45	112,139
102,090	Loan ID 201208	Fixed	4.6250	04/01/45	86,576
160,169	Loan ID 201209	Fixed	4.2500	04/01/45	133,047
384,113	Loan ID 201212	Fixed	4.6250	03/01/61	326,265

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

**VERTICAL CAPITAL INCOME FUND**  
**SCHEDULE OF INVESTMENTS (Continued)**  
**September 30, 2022**

<u>Principal Amount (\$)</u>		<u>Loan Type</u>	<u>Coupon Rate (%)</u>	<u>Maturity</u>	<u>Fair Value</u>
	<b>LOANS — 102.2% (Continued)</b>				
	<b>MORTGAGE LOANS (PRIVATE) — 102.2% (Continued)</b>				
174,318	Loan ID 201213	Fixed	4.8750	08/01/44	\$ 150,169
473,721	Loan ID 201214	ARM	2.3750	09/01/43	442,253
54,517	Loan ID 201221	Fixed	3.2500	05/01/43	45,451
43,489	Loan ID 201222	Fixed	5.1250	01/01/45	37,848
140,720	Loan ID 201240	Fixed	4.2500	10/01/45	116,701
265,371	Loan ID 201241	Fixed	4.3750	07/01/45	222,060
98,718	Loan ID 201243	Fixed	4.6250	11/01/45	83,724
358,947	Loan ID 201244	Fixed	4.5000	06/01/45	302,309
101,197	Loan ID 201245	Fixed	4.7500	08/01/44	86,813
90,100	Loan ID 201248	Fixed	4.8750	07/01/44	77,721
452,688	Loan ID 201249	Fixed	4.6250	03/01/59	383,251
193,256	Loan ID 201254	Fixed	7.2500	05/01/60	191,308
206,183	Loan ID 201255	ARM	7.6250	06/01/35	206,183
155,549	Loan ID 201260	Fixed	4.7500	09/01/45	132,970
44,761	Loan ID 201263	Fixed	4.7500	10/01/45	38,260
131,877	Loan ID 201266	Fixed	4.5000	02/01/46	110,753
134,609	Loan ID 201270	Fixed	4.1250	02/01/45	110,908
217,681	Loan ID 201273	Fixed	4.5000	12/01/45	182,804
194,183	Loan ID 201274	Fixed	4.1250	10/01/45	159,675
20,416	Loan ID 201285	Fixed	4.6250	11/01/28	19,393
275,933	Loan ID 201291	Fixed	5.0000	08/01/45	238,686
110,544	Loan ID 201294	Fixed	4.6250	02/01/46	91,411
689,233	Loan ID 201296	Fixed	4.2500	02/01/46	570,036
65,105	Loan ID 201301	Fixed	4.5500	10/01/44	55,026
133,779	Loan ID 201305	Fixed	4.6250	08/01/44	113,557
104,559	Loan ID 201306	Fixed	3.8750	09/01/45	84,591
160,592	Loan ID 201307	Fixed	4.2500	10/01/48	132,915
56,331	Loan ID 201308	Fixed	4.6250	11/01/45	47,717
145,915	Loan ID 201309	Fixed	4.0000	09/01/45	119,132
292,335	Loan ID 201313	Fixed	4.6250	01/01/46	247,492
155,165	Loan ID 201319	Fixed	4.3750	10/01/45	129,550
124,064	Loan ID 201324	Fixed	5.2500	04/01/46	109,510
160,687	Loan ID 201326	Fixed	4.6250	03/01/46	136,054
172,241	Loan ID 201328	Fixed	4.2500	11/01/45	147,507

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

**VERTICAL CAPITAL INCOME FUND**  
**SCHEDULE OF INVESTMENTS (Continued)**  
**September 30, 2022**

<u>Principal Amount (\$)</u>		<u>Loan Type</u>	<u>Coupon Rate (%)</u>	<u>Maturity</u>	<u>Fair Value</u>
	<b>LOANS — 102.2% (Continued)</b>				
	<b>MORTGAGE LOANS (PRIVATE) — 102.2% (Continued)</b>				
173,934	Loan ID 201336	Fixed	4.7500	01/01/46	\$ 147,683
216,157	Loan ID 201350	Fixed	4.0000	06/01/45	199,712
451,338	Loan ID 201354	Fixed	3.3750	07/01/46	375,789
123,697	Loan ID 201355	Fixed	5.2500	12/01/45	109,459
137,613	Loan ID 201358	Fixed	4.8750	07/01/45	118,730
307,504	Loan ID 201365	Fixed	4.2500	10/01/45	254,507
165,667	Loan ID 201370	Fixed	4.2500	07/01/46	136,838
236,909	Loan ID 201372	Fixed	4.6250	08/01/46	200,262
131,479	Loan ID 201375	Fixed	4.5000	06/01/45	108,574
234,786	Loan ID 201377	Fixed	3.8750	05/01/46	196,366
288,950	Loan ID 201381	Fixed	4.8750	07/01/45	248,713
126,746	Loan ID 201385	Fixed	4.6250	12/01/45	114,002
204,518	Loan ID 201390	Fixed	5.1250	09/01/45	178,693
363,560	Loan ID 201391	Fixed	5.1250	10/01/45	309,591
400,281	Loan ID 201393	Fixed	3.7500	04/01/56	335,614
66,084	Loan ID 201394	Fixed	6.7000	06/01/34	64,302
79,268	Loan ID 201395	Fixed	6.3000	07/01/44	37,280
78,647	Loan ID 201400	Fixed	4.7500	07/01/44	65,745
81,800	Loan ID 201401	Fixed	4.7500	10/01/44	70,071
85,794	Loan ID 201403	Fixed	4.7500	08/01/44	73,041
65,753	Loan ID 201405	Fixed	5.2500	08/01/44	58,254
50,072	Loan ID 201406	Fixed	4.2500	06/01/46	41,321
222,779	Loan ID 201407	Fixed	4.8750	01/01/46	191,882
150,273	Loan ID 201411	Fixed	4.7500	12/01/45	128,481
131,768	Loan ID 201412	Fixed	5.7500	12/01/45	120,951
312,162	Loan ID 201413	Fixed	4.5000	07/01/45	290,116
67,116	Loan ID 201414	Fixed	4.2500	07/01/44	56,623
47,870	Loan ID 201415	Fixed	8.0000	04/01/34	48,341
53,478	Loan ID 201417	Fixed	6.0000	08/01/37	50,359
36,599	Loan ID 201419	Fixed	10.0000	11/01/33	37,731
52,528	Loan ID 201422	Fixed	4.6250	10/01/46	44,296
90,093	Loan ID 201434	Fixed	4.3750	06/01/46	75,063
82,298	Loan ID 201436	Fixed	4.3750	05/01/45	68,838
164,837	Loan ID 201439	Fixed	5.0000	12/01/45	143,115

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



**VERTICAL CAPITAL INCOME FUND**  
**SCHEDULE OF INVESTMENTS (Continued)**  
**September 30, 2022**

<u>Principal Amount (\$)</u>		<u>Loan Type</u>	<u>Coupon Rate (%)</u>	<u>Maturity</u>	<u>Fair Value</u>
	<b>LOANS — 102.2% (Continued)</b>				
	<b>MORTGAGE LOANS (PRIVATE) — 102.2% (Continued)</b>				
293,394	Loan ID 201440	Fixed	4.6250	07/01/46	\$ 252,521
275,291	Loan ID 201442	Fixed	4.8750	12/01/45	236,146
46,636	Loan ID 201444	Fixed	4.5000	11/01/44	39,279
231,601	Loan ID 201447	Fixed	4.8750	10/01/44	199,757
83,872	Loan ID 201449	Fixed	4.0000	08/01/44	68,733
214,308	Loan ID 201458	Fixed	3.8750	09/01/46	168,566
245,735	Loan ID 201461	Fixed	4.1250	12/01/44	197,241
92,731	Loan ID 201465	Fixed	5.1250	12/01/44	81,185
279,978	Loan ID 201473	Fixed	4.5000	02/01/45	236,086
133,930	Loan ID 201476	ARM	8.5000	02/01/37	133,930
71,874	Loan ID 201477	Fixed	6.7500	11/01/36	69,993
270,654	Loan ID 201483	Fixed	4.1250	12/01/45	222,182
70,277	Loan ID 201484	Fixed	4.5000	10/01/46	58,897
54,688	Loan ID 201485	Fixed	5.7500	03/01/38	50,795
154,979	Loan ID 201487	Fixed	4.6250	02/01/52	137,427
84,421	Loan ID 201489	Fixed	4.7500	03/01/46	72,110
70,392	Loan ID 201499	Fixed	4.7500	05/01/45	60,341
96,252	Loan ID 201502	Fixed	5.2500	04/01/44	85,464
136,843	Loan ID 201503	Fixed	5.0000	07/01/46	118,633
413,021	Loan ID 201504	Fixed	4.5000	07/01/45	347,748
82,994	Loan ID 201505	ARM	6.0000	09/01/46	86,313
283,577	Loan ID 201506	Fixed	5.0000	02/01/47	245,206
206,003	Loan ID 201508	Fixed	5.0000	02/01/47	178,443
112,603	Loan ID 201513	Fixed	4.0000	01/01/46	97,477
45,459	Loan ID 201515	Fixed	5.1250	04/01/47	39,545
88,058	Loan ID 201519	Fixed	4.7500	09/01/45	75,369
72,492	Loan ID 201523	Fixed	5.1250	07/01/45	63,542
318,370	Loan ID 201533	Fixed	4.7500	05/01/46	271,335
37,895	Loan ID 201534	Fixed	4.8750	05/01/47	32,440
307,449	Loan ID 201535	Fixed	4.8750	08/01/47	279,409
126,890	Loan ID 201552	Fixed	4.0000	08/01/47	109,507
44,092	Loan ID 201556	Fixed	4.9900	12/01/47	37,797
123,296	Loan ID 201558	Fixed	4.5000	08/01/47	109,618
96,019	Loan ID 201579	Fixed	4.7500	12/01/36	81,711

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

**VERTICAL CAPITAL INCOME FUND**  
**SCHEDULE OF INVESTMENTS (Continued)**  
**September 30, 2022**

<u>Principal Amount (\$)</u>		<u>Loan Type</u>	<u>Coupon Rate (%)</u>	<u>Maturity</u>	<u>Fair Value</u>
	<b>LOANS — 102.2% (Continued)</b>				
	<b>MORTGAGE LOANS (PRIVATE) — 102.2% (Continued)</b>				
78,679	Loan ID 201581	Fixed	4.1250	10/01/46	\$ 64,387
80,256	Loan ID 201583	Fixed	5.2500	08/01/47	74,702
41,457	Loan ID 201585	Fixed	5.5000	03/01/48	37,144
360,848	Loan ID 201586	Fixed	4.6250	05/01/47	303,767
291,011	Loan ID 201587	Fixed	4.3750	01/01/48	239,409
31,820	Loan ID 201589	Fixed	5.3750	06/01/48	28,111
297,173	Loan ID 201591	Fixed	5.3750	08/01/48	265,701
60,716	Loan ID 201598	Fixed	6.0000	01/01/37	57,219
318,912	Loan ID 201599	Fixed	5.0000	07/01/38	282,868
44,013	Loan ID 201600	Fixed	6.0000	01/01/36	28,994
57,715	Loan ID 201604	Fixed	8.5000	01/01/48	58,604
58,066	Loan ID 201611	Fixed	9.9900	07/01/48	60,389
251,675	Loan ID 201612	Fixed	8.9900	10/01/25	261,742
26,028	Loan ID 201624	Fixed	11.0000	07/22/28	26,142
42,425	Loan ID 201627	Fixed	10.4500	02/19/47	44,123
47,570	Loan ID 201628	Fixed	11.0000	07/25/40	47,570
29,557	Loan ID 201629	Fixed	11.0000	03/06/33	29,557
39,625	Loan ID 201631	Fixed	9.9500	07/25/31	39,625
64,026	Loan ID 201634	Fixed	7.9500	02/28/48	63,657
63,956	Loan ID 201635	Fixed	9.9500	03/14/46	65,667
69,014	Loan ID 201636	Fixed	9.4500	05/13/31	71,775
96,902	Loan ID 201637	Fixed	11.0000	05/22/45	100,582
134,881	Loan ID 201638	Fixed	8.5000	09/19/44	137,735
308,716	Loan ID 201639	Fixed	5.0000	09/01/48	281,726
330,872	Loan ID 201640	Fixed	5.1250	04/01/49	289,012
158,632	Loan ID 201641 <sup>(a)</sup>	DSI	10.5000	06/01/20	158,632
669,302	Loan ID 201645 <sup>(a)</sup>	Fixed	8.0000	07/01/20	113,371
38,563	Loan ID 201647	Fixed	6.0000	10/01/31	36,700
28,218	Loan ID 201648	Fixed	7.1500	08/14/30	27,845
47,372	Loan ID 201649	Fixed	4.8000	02/20/30	43,512
34,064	Loan ID 201650	Fixed	7.0000	11/14/31	33,473
49,853	Loan ID 201651	Fixed	7.0000	12/01/36	41,179
247,013	Loan ID 201652	Fixed	5.0000	10/01/36	216,151
189,894	Loan ID 201653	Fixed	4.2500	06/01/48	166,478

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

**VERTICAL CAPITAL INCOME FUND**  
**SCHEDULE OF INVESTMENTS (Continued)**  
**September 30, 2022**

<u>Principal Amount (\$)</u>		<u>Loan Type</u>	<u>Coupon Rate (%)</u>	<u>Maturity</u>	<u>Fair Value</u>
	<b>LOANS — 102.2% (Continued)</b>				
	<b>MORTGAGE LOANS (PRIVATE) — 102.2% (Continued)</b>				
427,298	Loan ID 201654	Fixed	4.8750	07/01/49	\$ 361,187
108,415	Loan ID 201656	Fixed	4.6250	06/01/49	90,763
237,071	Loan ID 201657	Fixed	5.2500	11/01/48	209,407
126,039	Loan ID 201662	Fixed	5.3750	09/01/48	111,238
409,447	Loan ID 201663	Fixed	4.7500	10/01/48	366,976
18,280	Loan ID 201664	Fixed	10.0000	08/01/33	18,280
40,646	Loan ID 201665	Fixed	9.9900	08/01/48	42,272
16,817	Loan ID 201666	Fixed	10.0000	06/01/33	17,490
15,851	Loan ID 201667	Fixed	10.0000	07/01/33	16,486
14,837	Loan ID 201668	Fixed	9.7500	11/01/33	15,431
54,385	Loan ID 201670	Fixed	8.0000	09/15/48	53,837
22,306	Loan ID 201671	Fixed	9.0000	09/15/48	22,296
20,863	Loan ID 201672	Fixed	9.9000	10/15/48	21,698
50,828	Loan ID 201673	Fixed	9.9900	06/01/48	52,861
23,659	Loan ID 201674	Fixed	9.9000	12/01/48	23,393
110,243	Loan ID 201676	Fixed	9.6250	10/01/48	114,652
79,052	Loan ID 201677	Fixed	9.2500	11/01/48	81,398
23,241	Loan ID 201678	Fixed	10.0000	08/01/48	24,067
41,378	Loan ID 201679	Fixed	7.7000	03/01/47	41,121
38,813	Loan ID 201680	Fixed	9.9000	09/15/48	40,164
169,719	Loan ID 201682	Fixed	5.0000	07/01/48	155,269
394,229	Loan ID 201684	Fixed	4.5000	08/01/49	328,499
278,467	Loan ID 201685	Fixed	5.5000	02/01/49	248,506
97,140	Loan ID 201686	Fixed	4.2500	07/01/49	79,455
103,435	Loan ID 201687	Fixed	5.5000	07/01/48	88,520
200,801	Loan ID 201689	Fixed	4.5000	04/01/49	166,559
75,724	Loan ID 201692	Fixed	8.4900	11/01/29	77,705
63,385	Loan ID 201696	Fixed	5.1250	10/01/48	54,761
81,688	Loan ID 201698	Fixed	4.3750	12/01/47	67,528
258,984	Loan ID 201699	Fixed	5.5220	09/01/49	232,422
315,900	Loan ID 201700	Fixed	6.1250	06/01/49	296,857
60,854	Loan ID 201701	Fixed	5.0000	08/01/49	52,288
175,011	Loan ID 201707	Fixed	4.8750	08/01/49	145,380
200,723	Loan ID 201709	Fixed	5.3250	09/01/49	175,004

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

**VERTICAL CAPITAL INCOME FUND**  
**SCHEDULE OF INVESTMENTS (Continued)**  
**September 30, 2022**

<u>Principal Amount (\$)</u>		<u>Loan Type</u>	<u>Coupon Rate (%)</u>	<u>Maturity</u>	<u>Fair Value</u>
	<b>LOANS — 102.2% (Continued)</b>				
	<b>MORTGAGE LOANS (PRIVATE) — 102.2% (Continued)</b>				
141,365	Loan ID 201710	Fixed	6.7000	11/01/49	\$ 134,794
182,638	Loan ID 201713	Fixed	10.1110	12/01/49	182,638
99,234	Loan ID 201715	Fixed	10.1300	12/01/49	102,552
234,640	Loan ID 201716	Fixed	10.1500	12/01/49	244,026
427,428	Loan ID 201717	Fixed	6.5000	12/01/48	409,930
114,171	Loan ID 201719	Fixed	4.7500	09/01/49	103,025
133,677	Loan ID 201720	Fixed	4.3750	04/01/49	109,998
247,393	Loan ID 201724	Fixed	5.3750	01/01/49	147,636
76,399	Loan ID 201725	Fixed	8.4900	12/01/22	66,189
54,997	Loan ID 201726	Fixed	8.4900	12/01/22	47,647
124,833	Loan ID 201732	Fixed	5.1250	05/01/47	108,836
76,130	Loan ID 201733	Fixed	5.2500	04/01/44	67,618
123,458	Loan ID 201739	ARM	7.1250	04/01/48	123,608
224,421	Loan ID 201741	ARM	8.0000	07/01/48	225,985
133,407	Loan ID 201743	Fixed	5.4990	09/01/48	119,001
284,207	Loan ID 201744	Fixed	5.6250	05/01/49	251,879
360,104	Loan ID 201746	Fixed	4.8750	07/01/49	308,014
535,761	Loan ID 201750	Fixed	6.1250	04/01/50	505,130
1,081,555	Loan ID 201753	Fixed	4.8750	04/01/50	929,893
245,230	Loan ID 201756	Fixed	5.0000	03/01/50	212,580
248,587	Loan ID 201757	ARM	5.1250	04/01/50	236,963
410,037	Loan ID 201758	Fixed	5.8750	03/01/50	371,639
255,519	Loan ID 201759	ARM	5.7500	03/01/50	246,616
253,475	Loan ID 201761	Fixed	6.8750	02/01/50	247,423
417,353	Loan ID 201762	Fixed	5.9900	03/01/50	383,266
143,532	Loan ID 201763	Fixed	7.3750	04/01/50	139,658
212,641	Loan ID 201767	Fixed	5.2500	07/01/49	196,541
186,422	Loan ID 201768	Fixed	6.7500	04/01/50	180,557
213,339	Loan ID 201770	Fixed	9.3750	04/01/50	218,146
335,812	Loan ID 201772	Fixed	8.1250	03/01/50	330,777
436,869	Loan ID 201780	Fixed	6.1250	04/01/50	400,528
281,003	Loan ID 201784	Fixed	6.7500	04/01/50	266,663
247,000	Loan ID 201797 <sup>(a)</sup>	Fixed	10.9900	12/01/21	247,000
32,090	Loan ID 201802	Fixed	4.2500	10/01/29	32,051

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

**VERTICAL CAPITAL INCOME FUND**  
**SCHEDULE OF INVESTMENTS (Continued)**  
**September 30, 2022**

<u>Principal Amount (\$)</u>		<u>Loan Type</u>	<u>Coupon Rate (%)</u>	<u>Maturity</u>	<u>Fair Value</u>
	<b>LOANS — 102.2% (Continued)</b>				
	<b>MORTGAGE LOANS (PRIVATE) — 102.2% (Continued)</b>				
17,120	Loan ID 201803	Fixed	7.0500	07/01/34	\$ 16,847
170,085	Loan ID 201804	Fixed	4.0000	03/01/58	145,037
108,390	Loan ID 201805	Fixed	4.3750	08/01/59	93,411
25,280	Loan ID 201806	DSI	9.0000	06/01/26	25,650
70,227	Loan ID 201807	Fixed	5.0000	08/01/43	63,739
118,141	Loan ID 201808	Fixed	3.8750	06/01/60	99,906
162,701	Loan ID 201809	Fixed	3.7500	11/01/59	136,889
72,623	Loan ID 201810	Fixed	3.7500	02/01/42	64,305
57,930	Loan ID 201811	DSI	11.8300	05/01/35	60,247
27,310	Loan ID 201812	Fixed	9.2400	02/01/27	28,310
47,960	Loan ID 201814	DSI	7.7400	03/01/33	48,038
63,528	Loan ID 201815	Fixed	8.0000	09/01/33	64,482
43,594	Loan ID 201816	Fixed	4.6250	04/01/29	43,529
92,587	Loan ID 201817	Fixed	4.1250	10/01/34	92,461
50,815	Loan ID 201819	Fixed	3.8750	11/01/29	48,693
2,983	Loan ID 201820	Fixed	3.7500	03/01/42	2,398
60,972	Loan ID 201821	Fixed	6.4500	05/01/30	59,054
48,649	Loan ID 201822	DSI	8.9200	01/01/36	23,318
70,487	Loan ID 201823	Fixed	9.6250	03/01/40	72,062
271,761	Loan ID 201824	DSI	8.5000	10/01/37	262,735
121,291	Loan ID 201825	Fixed	3.8750	03/01/40	108,816
57,055	Loan ID 201826	Fixed	8.4980	11/01/30	57,924
23,997	Loan ID 201827	Fixed	10.7800	03/01/26	24,956
26,465	Loan ID 201828	Fixed	8.2490	10/01/30	26,740
106,830	Loan ID 201829	DSI	10.4600	08/01/37	110,753
28,444	Loan ID 201830	DSI	10.5550	10/01/26	29,582
61,331	Loan ID 201831	DSI	11.1100	02/01/38	63,784
53,622	Loan ID 201832	Fixed	6.2500	06/01/34	52,611
33,040	Loan ID 201833	DSI	12.6790	06/01/23	33,040
59,281	Loan ID 201834	DSI	9.1500	04/01/38	61,413
32,964	Loan ID 201835	DSI	7.5000	01/01/27	33,240
25,876	Loan ID 201836	DSI	8.8360	07/01/27	26,106
42,971	Loan ID 201837	DSI	6.9960	09/01/31	42,218
41,781	Loan ID 201838	DSI	9.0700	07/01/27	43,262

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

**VERTICAL CAPITAL INCOME FUND**  
**SCHEDULE OF INVESTMENTS (Continued)**  
**September 30, 2022**

<u>Principal Amount (\$)</u>		<u>Loan Type</u>	<u>Coupon Rate (%)</u>	<u>Maturity</u>	<u>Fair Value</u>
	<b>LOANS — 102.2% (Continued)</b>				
	<b>MORTGAGE LOANS (PRIVATE) — 102.2% (Continued)</b>				
41,518	Loan ID 201839	DSI	11.1100	08/01/39	\$ 43,178
66,465	Loan ID 201840	DSI	10.8700	10/01/41	68,967
31,541	Loan ID 201841	Fixed	10.0600	05/01/25	32,554
63,135	Loan ID 201842	DSI	11.0300	03/01/28	65,322
30,974	Loan ID 201843	Fixed	9.1800	08/01/31	31,899
42,481	Loan ID 201844	DSI	11.4900	11/01/28	44,180
14,464	Loan ID 201845	DSI	7.0000	02/01/24	14,464
40,965	Loan ID 201846	Fixed	8.4960	05/01/34	40,647
116,451	Loan ID 201847	Fixed	2.3750	06/01/33	94,791
50,860	Loan ID 201848	DSI	4.2900	11/01/32	46,282
49,538	Loan ID 201849	DSI	4.4800	06/01/35	44,842
124,298	Loan ID 201851	DSI	4.5000	08/30/23	124,298
85,974	Loan ID 201853	DSI	4.9100	02/01/34	79,842
81,748	Loan ID 201855	DSI	4.3900	07/01/36	73,302
44,208	Loan ID 201856	Fixed	7.9000	06/01/37	39,448
48,044	Loan ID 201857	Fixed	3.2500	04/01/35	47,950
364,803	Loan ID 201858	Fixed	4.6250	02/01/59	323,697
592,500	Loan ID 201859	Interest Only	7.5000	12/31/25	616,200
119,789	Loan ID 201861	Fixed	5.0000	05/01/40	111,294
20,823	Loan ID 201862	DSI	10.0000	05/01/27	21,426
20,607	Loan ID 201864	DSI	7.0560	01/01/35	19,991
26,902	Loan ID 201865	Fixed	6.4990	01/01/32	23,519
50,451	Loan ID 201866	Fixed	4.8750	01/01/44	43,835
29,071	Loan ID 201867	DSI	4.2300	12/01/32	24,311
53,666	Loan ID 201868	DSI	7.5360	09/01/34	53,341
15,080	Loan ID 201869	DSI	8.3900	07/01/24	15,320
6,202	Loan ID 201870	DSI	9.4800	02/01/23	6,450
5,509	Loan ID 201871	Fixed	9.9700	05/01/26	5,666
33,461	Loan ID 201872	DSI	8.1000	09/01/38	33,551
14,563	Loan ID 201873	Fixed	6.6480	02/01/27	13,619
22,448	Loan ID 201874	DSI	10.5400	05/01/27	23,297
8,218	Loan ID 201875	Fixed	10.9800	06/01/30	8,546
11,694	Loan ID 201876	Fixed	8.3100	02/01/27	11,901
5,014	Loan ID 201877	DSI	10.8300	12/19/28	5,214

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

**VERTICAL CAPITAL INCOME FUND**  
**SCHEDULE OF INVESTMENTS (Continued)**  
**September 30, 2022**

<u>Principal Amount (\$)</u>		<u>Loan Type</u>	<u>Coupon Rate (%)</u>	<u>Maturity</u>	<u>Fair Value</u>
	<b>LOANS — 102.2% (Continued)</b>				
	<b>MORTGAGE LOANS (PRIVATE) — 102.2% (Continued)</b>				
22,098	Loan ID 201878	DSI	9.0500	08/01/24	\$ 22,056
8,840	Loan ID 201879	Fixed	9.3100	10/01/26	9,194
17,373	Loan ID 201881	DSI	4.5900	05/01/26	14,676
27,265	Loan ID 201883	Fixed	4.6250	06/01/33	24,053
3,355	Loan ID 201884 <sup>(a)</sup>	DSI	11.3890	02/01/23	3,489
20,026	Loan ID 201885	Fixed	5.0000	05/01/34	18,082
1,780	Loan ID 201886	Fixed	10.6080	12/01/22	1,851
40,508	Loan ID 201887	Fixed	6.2500	01/01/42	38,907
19,976	Loan ID 201889	DSI	9.4990	02/01/39	20,673
7,006	Loan ID 201890	Fixed	4.5000	11/01/25	6,244
14,353	Loan ID 201891	Fixed	10.2900	07/01/26	14,817
13,663	Loan ID 201892	DSI	9.9600	06/01/23	13,663
10,380	Loan ID 201895	Fixed	9.6900	05/01/26	10,643
4,863	Loan ID 201896	Fixed	9.6800	09/01/25	4,988
15,560	Loan ID 201897	Fixed	8.2800	03/01/27	15,824
10,602	Loan ID 201898	Fixed	10.3120	10/01/26	10,945
13,956	Loan ID 201899	DSI	10.5000	10/01/24	14,507
15,121	Loan ID 201900	DSI	12.1320	10/10/23	15,121
20,906	Loan ID 201901	DSI	8.7360	09/01/28	20,458
13,940	Loan ID 201902	Fixed	10.5480	10/01/26	14,433
14,841	Loan ID 201904	DSI	10.1900	08/01/29	15,319
3,329	Loan ID 201905	DSI	10.8900	01/01/24	3,432
66,689	Loan ID 201907	Fixed	9.8540	09/01/30	62,009
20,245	Loan ID 201908	DSI	11.6160	09/01/27	21,055
51,158	Loan ID 201909	DSI	9.2400	07/01/33	52,880
9,612	Loan ID 201910	DSI	6.0000	07/01/26	8,963
15,631	Loan ID 201911	DSI	7.9990	07/01/31	14,519
37,837	Loan ID 201912	Fixed	7.7500	08/01/34	36,882
5,115	Loan ID 201913	Fixed	9.3100	11/01/26	5,320
25,475	Loan ID 201914	DSI	9.3260	08/01/26	25,262
90,848	Loan ID 201916	Fixed	3.7500	05/01/38	85,264
221,300	Loan ID 201924	Interest Only	7.5000	02/28/26	224,277
343,492	Loan ID 201925	Interest Only	7.0000	02/29/24	306,995
254,311	Loan ID 201926 <sup>(a)</sup>	Fixed	11.9900	07/01/22	254,311

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

**VERTICAL CAPITAL INCOME FUND**  
**SCHEDULE OF INVESTMENTS (Continued)**  
**September 30, 2022**

Principal Amount (\$)		Loan Type	Coupon Rate (%)	Maturity	Fair Value
	<b>LOANS — 102.2% (Continued)</b>				
	<b>MORTGAGE LOANS (PRIVATE) — 102.2% (Continued)</b>				
300,748	Loan ID 201927	Fixed	8.9900	04/01/51	\$ 302,494
1,610,000	Loan ID 201928	ARM	7.8750	04/01/50	1,618,933
295,847	Loan ID 201930	Fixed	8.9900	04/01/51	297,186
283,500	Loan ID 201933	Interest Only	7.5000	04/30/26	297,586
163,471	Loan ID 201936	Fixed	8.9900	05/01/51	163,974
360,000	Loan ID 201937	Interest Only	7.0000	04/30/24	348,917
466,607	Loan ID 201938	Fixed	7.4900	05/01/51	455,050
2,792,726	Loan ID 201939	Fixed	6.7500	05/01/51	2,625,716
68,325	Loan ID 201940	Fixed	5.2500	06/20/50	59,379
242,085	Loan ID 201941	Fixed	5.1250	12/01/48	34,047
121,890	Loan ID 201942	Fixed	5.0000	06/01/50	105,242
100,578	Loan ID 201943	Interest Only	7.0000	05/31/24	95,309
195,952	Loan ID 201944	Interest Only	8.0000	05/31/24	198,606
170,000	Loan ID 201945 <sup>(a)</sup>	Fixed	8.9900	06/01/22	170,000
219,000	Loan ID 201946 <sup>(a)</sup>	Fixed	9.9900	05/01/22	219,000
339,741	Loan ID 201947	Fixed	7.2500	12/01/37	333,862
132,883	Loan ID 201948	Fixed	4.2500	06/01/34	115,407
159,451	Loan ID 201950	Fixed	6.5000	10/01/26	153,881
206,293	Loan ID 201955	Fixed	7.7500	03/01/51	202,510
314,286	Loan ID 201956	Fixed	8.2500	03/01/51	310,864
403,044	Loan ID 201957	Fixed	8.9900	06/01/26	419,166
150,000	Loan ID 201958	Fixed	8.9900	05/01/23	150,854
495,672	Loan ID 201959	Fixed	8.9900	06/01/31	495,911
85,255	Loan ID 201963	Fixed	10.4900	06/01/26	88,665
376,452	Loan ID 201966	Fixed	7.0000	01/01/27	376,452
89,724	Loan ID 201967	Fixed	7.0000	03/01/43	67,033
248,320	Loan ID 201968	Fixed	6.0000	03/01/43	232,599
298,935	Loan ID 201969	Fixed	8.2500	04/01/51	294,937
203,350	Loan ID 201973	Fixed	8.9900	07/01/31	207,128
168,000	Loan ID 201974	Interest Only	8.0000	06/30/24	170,384
79,369	Loan ID 201976	Fixed	9.4900	07/01/31	81,690
142,320	Loan ID 201977	Fixed	8.7500	06/01/51	139,058
303,152	Loan ID 201983	Fixed	9.9900	08/01/26	315,278
161,290	Loan ID 201984	Fixed	8.9900	08/01/26	167,742

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



**VERTICAL CAPITAL INCOME FUND**  
**SCHEDULE OF INVESTMENTS (Continued)**  
**September 30, 2022**

<u>Principal Amount (\$)</u>		<u>Loan Type</u>	<u>Coupon Rate (%)</u>	<u>Maturity</u>	<u>Fair Value</u>
	<b>LOANS — 102.2% (Continued)</b>				
	<b>MORTGAGE LOANS (PRIVATE) — 102.2% (Continued)</b>				
496,000	Loan ID 201985	Interest Only	9.0000	07/31/24	\$ 491,979
221,994	Loan ID 201986	Interest Only	7.5000	06/30/26	232,336
146,300	Loan ID 201987	Interest Only	7.5000	06/30/26	153,615
200,993	Loan ID 201990	Fixed	8.9900	08/01/51	199,162
248,139	Loan ID 201991	Fixed	8.9900	08/01/31	247,084
152,914	Loan ID 201993	Fixed	8.9900	08/01/31	155,460
864,000	Loan ID 201999	Interest Only	7.5000	08/31/26	898,560
198,800	Loan ID 202000	Interest Only	7.0000	08/31/24	104,414
360,000	Loan ID 202001	Interest Only	7.5000	08/31/26	376,879
122,500	Loan ID 202002	Interest Only	7.0000	08/31/24	121,036
153,000	Loan ID 202003	Interest Only	7.0000	08/31/24	51,120
468,249	Loan ID 202004	Fixed	8.2500	09/01/24	459,895
84,029	Loan ID 202005	Fixed	9.9900	09/01/36	87,391
450,913	Loan ID 202007	Fixed	8.9900	10/01/26	468,950
266,300	Loan ID 202008	Interest Only	7.0000	09/30/24	89,514
266,300	Loan ID 202009	Interest Only	7.0000	10/31/24	216,232
385,464	Loan ID 202011	Interest Only	7.0000	10/31/24	368,815
133,785	Loan ID 202012	Fixed	9.4900	12/01/31	135,937
282,651	Loan ID 202018	Fixed	11.4900	12/01/24	289,404
252,000	Loan ID 202019	Fixed	9.9900	12/01/22	252,000
171,788	Loan ID 202020	Fixed	9.9900	12/01/26	178,660
192,000	Loan ID 202021	Fixed	9.9900	12/01/23	195,760
4,000,000	Loan ID 202022	Fixed	9.0000	12/01/22	3,920,001
98,915	Loan ID 202023	Fixed	8.7500	08/01/51	97,786
127,474	Loan ID 202024	Fixed	8.9900	01/01/52	125,602
343,286	Loan ID 202025	Fixed	8.5000	01/01/52	340,428
236,300	Loan ID 202026	Interest Only	7.5000	11/30/26	239,846
319,500	Loan ID 202027	Interest Only	7.0000	11/30/24	297,567
129,500	Loan ID 202028	Interest Only	8.0000	11/30/24	126,738
140,000	Loan ID 202031	Fixed	9.2500	02/01/24	138,275
490,384	Loan ID 202032	Fixed	7.9900	02/01/42	486,796
420,844	Loan ID 202033	Fixed	8.9900	02/01/27	437,678
241,043	Loan ID 202036	Fixed	8.2500	09/01/51	230,658
217,509	Loan ID 202038	Fixed	6.0000	02/01/30	201,820

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

**VERTICAL CAPITAL INCOME FUND**  
**SCHEDULE OF INVESTMENTS (Continued)**  
**September 30, 2022**

<u>Principal Amount (\$)</u>		<u>Loan Type</u>	<u>Coupon Rate (%)</u>	<u>Maturity</u>	<u>Fair Value</u>
	<b>LOANS — 102.2% (Continued)</b>				
	<b>MORTGAGE LOANS (PRIVATE) — 102.2% (Continued)</b>				
217,509	Loan ID 202039	Fixed	6.0000	02/01/30	\$ 201,820
217,509	Loan ID 202040	Fixed	6.0000	02/01/30	201,820
178,049	Loan ID 202043	Fixed	8.9900	02/01/27	185,171
29,850	Loan ID 202044	Fixed	8.9900	03/01/25	28,433
56,330	Loan ID 202045	Fixed	9.4900	03/01/32	55,890
253,500	Loan ID 202049	Interest Only	7.5000	02/28/27	255,506
271,500	Loan ID 202050	Interest Only	7.0000	01/31/25	257,067
630,000	Loan ID 202051	Interest Only	8.5000	01/31/25	605,144
90,282	Loan ID 202053	Fixed	3.0000	05/01/49	76,740
357,000	Loan ID 202054	Fixed	10.9900	03/01/24	366,895
82,500	Loan ID 202055	Fixed	8.9900	03/01/23	82,500
532,500	Loan ID 202056	Fixed	9.9900	04/01/24	542,320
60,412	Loan ID 202057	Fixed	11.9900	04/01/25	61,218
168,000	Loan ID 202058	Fixed	8.9900	04/01/23	168,000
462,811	Loan ID 202064	Fixed	8.9900	04/01/27	481,323
103,711	Loan ID 202065	Fixed	8.9900	04/01/27	107,792
354,931	Loan ID 202066	Fixed	8.9900	04/01/27	369,128
425,000	Loan ID 202067	Fixed	10.5000	04/01/24	441,601
287,000	Loan ID 202068	Fixed	8.9900	04/01/24	289,480
261,794	Loan ID 202069	Fixed	9.9900	04/01/27	272,265
184,800	Loan ID 202070	Fixed	8.9900	04/01/24	181,976
164,500	Loan ID 202072	Fixed	8.9900	04/01/23	164,500
1,125,000	Loan ID 202073	Interest Only	7.0000	03/30/25	968,141
119,293	Loan ID 202074	Fixed	10.9900	04/01/32	121,862
175,684	Loan ID 202075	Fixed	9.9900	05/01/27	181,258
132,512	Loan ID 202076	Fixed	9.9900	04/01/32	133,628
128,675	Loan ID 202077	Fixed	11.9900	04/01/24	131,672
77,824	Loan ID 202078	Fixed	9.9900	04/01/24	80,546
90,747	Loan ID 202079	Fixed	8.9900	04/01/52	85,804
304,811	Loan ID 202080	Fixed	9.9900	04/01/27	317,004
3,145,830	Loan ID 202082	Fixed	11.0000	04/08/23	3,145,830
451,188	Loan ID 202084	Fixed	9.9900	05/01/27	466,253
148,000	Loan ID 202086	Fixed	8.9900	05/01/24	140,356
261,787	Loan ID 202087	Fixed	7.9900	05/01/52	232,691

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

**VERTICAL CAPITAL INCOME FUND**  
**SCHEDULE OF INVESTMENTS (Continued)**  
**September 30, 2022**

Principal Amount (\$)		Loan Type	Coupon Rate (%)	Maturity	Fair Value
	<b>LOANS — 102.2% (Continued)</b>				
	<b>MORTGAGE LOANS (PRIVATE) — 102.2% (Continued)</b>				
324,000	Loan ID 202088	Fixed	11.5000	05/01/24	\$ 327,282
1,391,545	Loan ID 202089	Fixed	8.9900	05/01/42	1,373,178
126,320	Loan ID 202090	Fixed	8.9900	05/01/24	121,310
160,500	Loan ID 202091	Fixed	8.9900	05/01/24	156,513
147,000	Loan ID 202093	Interest Only	8.0000	03/31/27	147,000
325,500	Loan ID 202094	Interest Only	8.0000	04/07/25	325,500
325,500	Loan ID 202095	Interest Only	8.0000	04/07/25	325,500
325,500	Loan ID 202096	Interest Only	8.0000	04/07/25	325,500
652,000	Loan ID 202097	Fixed	8.9900	05/01/24	643,915
299,099	Loan ID 202098	Fixed	7.4900	05/01/52	255,264
83,814	Loan ID 202099	Fixed	8.9900	05/01/52	78,308
150,000	Loan ID 202100	Fixed	9.5000	05/01/24	149,056
279,380	Loan ID 202101	Fixed	8.9900	05/01/32	277,494
1,345,137	Loan ID 202102	ARM	5.7500	12/01/47	1,342,752
1,634,373	Loan ID 202103	ARM	7.0000	11/01/49	1,627,968
					<u>110,163,130</u>
	<b>TOTAL LOANS (Cost \$109,551,981)</b>				<u>110,163,130</u>
	<b>OTHER INVESTMENTS<sup>(b)</sup> - 0.3% (Cost \$309,507)</b>				<u>397,716</u>
	<b>TOTAL INVESTMENTS - 102.5% (Cost \$109,861,488)</b>				\$ 110,560,846
	<b>LIABILITIES IN EXCESS OF OTHER ASSETS - (2.5)%</b>				<u>(2,731,381)</u>
	<b>NET ASSETS - 100.0%</b>				<u>\$ 107,829,465</u>

ARM - Adjustable Rate Mortgage

DSI - Daily Simple Interest

(a) Loan is in loss mitigation, which means the Fund is restructuring the loan with the delinquent borrower.

(b) Illiquid Securities, non-income producing defaulted securities.

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

**Vertical Capital Income Fund**  
**STATEMENT OF ASSETS AND LIABILITIES**  
**September 30, 2022**

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<b>Assets:</b>	
Investments in Securities at Market Value (cost \$109,861,488)	\$ 110,560,846
Cash	1,968,276
Interest Receivable	1,917,323
Receivable for Investment Securities Sold and Principal Paydowns	758,585
Prepaid Expenses and Other Assets	667,792
<b>Total Assets</b>	<u>115,872,822</u>
<b>Liabilities:</b>	
Line of Credit, net	7,455,337
Payable for Securities Purchased	243,093
Accrued Advisory Fees	104,827
Related Party Payable	15,272
Accrued Expenses and Other Liabilities	224,828
<b>Total Liabilities</b>	<u>8,043,357</u>
<b>Net Assets</b>	<u>\$ 107,829,465</u>
<b>Net Assets consisted of:</b>	
Paid-in-Capital	\$ 107,755,987
Accumulated Earnings	73,478
<b>Net Assets</b>	<u>\$ 107,829,465</u>
<b>Net Asset Value Per Share</b>	
Net Assets	\$ 107,829,465
Shares of Beneficial Interest Outstanding (no par value)	10,380,003
Net Asset Value (Net Assets/Shares Outstanding)	\$ 10.39

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

**Vertical Capital Income Fund**  
**STATEMENT OF OPERATIONS**  
**For the Year Ended September 30, 2022**

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**Investment Income:**

Interest Income	\$ 8,731,319
<b>Total Investment Income</b>	<u>8,731,319</u>

**Expenses:**

Investment Advisory Fees	1,433,885
Security Servicing Fees	393,355
Interest Expense	384,713
Insurance Expense	260,749
Non-recurring Fees	201,803
Audit Fees	194,069
Trustees' Fees	155,765
Administration Fees	137,427
Transfer Agent Fees	92,348
Line of Credit Fees	84,815
Legal Fees	77,588
Printing Expense	64,177
Chief Compliance Officer Fees	55,803
Custody Fees	46,632
Fund Accounting Fees	43,806
Security Pricing Expense	36,003
Miscellaneous Expenses	89,765
<b>Total Expenses</b>	<u>3,752,703</u>
Less: Expenses Waived by Adviser	(214,432)
<b>Net Expenses</b>	<u>3,538,271</u>
<b>Net Investment Income</b>	<u>5,193,048</u>

**Net Realized and Unrealized Gain/Loss on Investments:**

Net Realized Gain from:	
Investments	2,087,057
Net Change in Unrealized Depreciation on:	
Investments	<u>(10,408,837)</u>
<b>Net Realized and Unrealized Loss on Investments</b>	<u>(8,321,780)</u>

**Net Decrease in Net Assets Resulting From Operations**

\$ (3,128,732)

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

**Vertical Capital Income Fund**  
**STATEMENT OF CHANGES IN NET ASSETS**

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	<b>For the Year Ended September 30, 2022</b>	<b>For the Year Ended September 30, 2021</b>
<b>Operations:</b>		
Net Investment Income	\$ 5,193,048	\$ 4,384,254
Net Realized Gain from Investments	2,087,057	5,719,044
Net Change in Unrealized Depreciation on Investments	<u>(10,408,837)</u>	<u>(2,319,580)</u>
<b>Net Increase/Decrease in Net Assets Resulting From Operations</b>	<u>(3,128,732)</u>	<u>7,783,718</u>
<b>Distributions to Shareholders From:</b>		
Total Distributions Paid	(9,452,773)	(11,494,103)
Return of Capital	<u>(912,958)</u>	<u>—</u>
<b>Total Distributions to Shareholders</b>	<u>(10,365,731)</u>	<u>(11,494,103)</u>
<b>Total Decrease in Net Assets</b>	<u>(13,494,463)</u>	<u>(3,710,385)</u>
<b>Net Assets:</b>		
Beginning of Period/Year	121,323,928	125,034,313
End of Period/Year	<u>\$ 107,829,465</u>	<u>\$ 121,323,928</u>

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

**Vertical Capital Income Fund**  
**STATEMENT OF CASH FLOWS**  
**For the Year Ended September 30, 2022**

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**Decrease in Cash**

Cash Flows Provided by Operating Activities:	
Net decrease in Net Assets Resulting from Operations	\$ (3,128,732)
Adjustments to Reconcile Net Increase (Decrease) in Net Assets Resulting from Operations to Net Cash Provided by Operating Activities:	
Purchases of Long-Term Portfolio Investments	(36,111,602)
Proceeds from Sale of Long-Term Portfolio Investments and Principal Paydowns	32,619,703
Increase in Interest Receivable	(559,699)
Decrease in Receivable for Investment Securities Sold and Principal Paydowns	2,389,732
Increase in Prepaid Expenses and Other Assets	(210,069)
Increase in Payable for Securities Purchased	241,307
Decrease in Accrued Advisory Fees	(28,635)
Decrease in Related Party Payable	(1,703)
Increase in Accrued Expenses and Other Liabilities	15,364
Amortization of Deferred Financing Fees	84,815
Net Amortization on Investments	(1,374,179)
Net Realized Gain on Investments	(2,087,057)
Change in Unrealized Depreciation on Investments	10,408,837
	<u>2,258,082</u>
Net Cash Provided by Operating Activities	
Cash Flows Used in Financing Activities:	
Dividends Paid to Shareholders	(10,365,731)
Deferred Financing Costs	(52,500)
Proceeds from Line of Credit	15,581,453
Payments on Line of Credit	(10,081,453)
Net Cash Used in Financing Activities	<u>(4,918,231)</u>
Net Decrease in Cash	(2,660,149)
Cash at Beginning of Period	4,628,425
Cash at End of Period	<u>\$ 1,968,276</u>

Supplemental Cash Flow Information:  
Cash Paid for Interest of \$383,900

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

## Vertical Capital Income Fund Financial Highlights

The table below sets forth financial data for one share of beneficial interest outstanding throughout each year presented.

	Year Ended September 30, 2022	Year Ended September 30, 2021	Year Ended September 30, 2020	Year Ended September 30, 2019	Year Ended September 30, 2018
<b>Net Asset Value, Beginning of Year</b>	\$ 11.69	\$ 12.05	\$ 12.71	\$ 12.23	\$ 12.34
From Operations:					
Net investment income (a)	0.50	0.42	0.36	0.30	0.43
Net gain (loss) from investments (both realized and unrealized)	(0.80)	0.33	(0.50)	0.72	0.06
<b>Total from operations</b>	<b>(0.30)</b>	<b>0.75</b>	<b>(0.14)</b>	<b>1.02</b>	<b>0.49</b>
Distributions to shareholders from:					
Net investment income	(0.73)	(0.89)	(0.33)	(0.34)	(0.39)
Net realized gains	(0.18)	(0.22)	(0.19)	(0.20)	(0.21)
Return of capital	(0.09)	—	—	—	—
<b>Total distributions</b>	<b>(1.00)</b>	<b>(1.11)</b>	<b>(0.52)</b>	<b>(0.54)</b>	<b>(0.60)</b>
<b>Net Asset Value, End of Year</b>	<b>\$ 10.39</b>	<b>\$ 11.69</b>	<b>\$ 12.05</b>	<b>\$ 12.71</b>	<b>\$ 12.23</b>
<b>Market Price, End of Year</b>	<b>\$ 8.92</b>	<b>\$ 10.49</b>	<b>\$ 9.93</b>	<b>\$ 10.68</b>	<b>N/A</b>
<b>Total Return-NAV (b)</b>	(2.77)%	6.52%	(1.09)%	8.62%	4.03%
<b>Total Return-Market Price (b)</b>	(5.95)%	17.59%	(2.99)%	(8.73)%	N/A
<b>Ratios/Supplemental Data</b>					
Net assets, end of Year (in 000's)	\$ 107,829	\$ 121,324	\$ 125,034	\$ 131,945	\$ 137,659
Ratio of gross expenses to average net assets (c)	3.27% (d)	3.05%	3.06%	3.87% (e)	3.03% (f)
Ratio of net expenses to average net assets (c)	3.09% (d)	2.88%	2.73%	3.34% (e)	2.09% (f)
Ratio of net investment income to average net assets (c)	4.53% (d)	3.56%	2.95%	2.43% (e)	3.52% (f)
Portfolio turnover rate	28.39%	14.73%	20.13%	7.12%	5.11%
Loan Outstanding, End of Year (000s)	\$ 7,455	\$ 1,923	\$ 13,000	\$ 2,355	\$ 6,664
Asset Coverage Ratio for Loan Outstanding (g)	1546%	6409%	1062%	5702%	2167%
Asset Coverage, per \$1,000 Principal Amount of Loan Outstanding (g)	\$ 15,463	\$ 64,090	\$ 10,618	\$ 53,778	\$ 20,680
Weighted Average Loans Outstanding (000s) (h)	\$ 8,051	\$ 10,788	\$ 9,796	\$ 7,500	\$ 4,500
Weighted Average Interest Rate on Loans Outstanding	4.50%	3.75%	3.79%	5.14%	4.69%

- (a) Per share amounts are calculated using the annual average shares method, which more appropriately presents the per share data for the period.
- (b) Total returns are historical in nature and assume changes in share price, reinvestment of dividends and capital gains distributions, if any, and excludes the effect of sales charges. Had the Adviser not waived expenses, total returns would have been lower.
- (c) Ratio includes 0.41%, 0.41%, 0.48%, 0.46% and 0.24% for the years ended September 30, 2022, 2021, 2020, 2019 and 2018, respectively, attributed to interest expenses and fees.
- (d) Ratio includes 0.18% for the year ended September 30, 2022 that attributed to extraordinary expenses that relate to the strategic alternative search.
- (e) Ratio includes 0.77% for the year ended September 30, 2019 that attributed to reorganization (NYSE listing) expenses and contested proxy expenses.
- (f) Ratio includes 0.01% for the year ended September 30, 2018 that attributed to advisory transition expenses.
- (g) Represents value of net assets plus the loan outstanding at the end of the period divided by the loan outstanding at the end of the period.
- (h) Based on monthly weighted average.

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



**Vertical Capital Income Fund**  
**Notes to Financial Statements**  
**September 30, 2022**

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**1. ORGANIZATION**

Vertical Capital Income Fund (the “Fund”), was organized as a Delaware statutory trust on April 8, 2011 and is registered under the Investment Company Act of 1940, as amended (the “1940 Act”), as a diversified, closed-end management investment company. The investment objective of the Fund is to seek income. The Fund currently has one class of shares which commenced operations on December 30, 2011. Prior to March 29, 2019, the Fund offered shares at net asset value plus a maximum sales charge of 5.75%. Oakline Advisors, LLC (the “Advisor”), serves as the Fund’s investment adviser.

As disclosed in a press released dated February 22, 2022, the Board of Trustees has engaged Ladenburg Thalmann & Co. Inc. to evaluate strategic alternatives for the Fund, with the goal of increasing shareholder value. The Board’s review of strategic alternatives remains ongoing.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The Fund is an investment company and accordingly follows the investment company accounting and reporting guidance of the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 946 “Financial Services – Investment Companies”. The following is a summary of significant accounting policies and reporting policies used in preparing the financial statements. The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”). The Fund amortizes premiums and discounts using the effective interest rate method. Offering expenses are amortized over 12 months following the time they are incurred.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses for the period. Actual results could differ from those estimates.

*Investment Security Valuation*

*Mortgage Notes* – The Fund uses an independent third-party pricing service, approved by the Fund’s Board of Trustees (the “Board”) and the Fund’s Advisor as the Board’s valuation designee, to value its Mortgage Notes on a monthly basis. The third-party pricing servicer uses a cash flow forecast and valuation model that focuses on forecasting the frequency, timing and severity of mortgage loss behavior. The model incorporates numerous observable loan-level factors such as unpaid principal balance, remaining term of the loan and coupon rate as well as macroeconomic data including yield curves, spreads to the Treasury curves and home price indexes. The model also includes a number of unobservable factors and assumptions (such as voluntary and involuntary prepayment speeds, delinquency rates, foreclosure timing, and others) to determine a fair value. While the model requires a minimum set of data to develop a reasonable fair value, the model is capable of accepting additional data elements. The model makes certain assumptions unless a specific data element is included, in which case it uses the additional data. Not all assumptions have equal weighting in the model. Using assumptions in this manner is a part of the Fund’s valuation policy and procedures and provides consistency in the application of valuation assumptions. The third-party pricing servicer also benchmarks its pricing model against observable pricing levels being quoted by a range of market participants active in the purchase and sale of Mortgage Notes. The combination of loan level criteria and market adjustments produces a monthly price for each Mortgage Note relative to current public market conditions.

Prior to purchase, each Mortgage Note goes through a due diligence process that includes considerations such as underwriting borrower credit, employment history, property valuation, and delinquency history with an overall emphasis on repayment of the Mortgage Notes. The purchase price of the Mortgage Notes reflects the overall risk relative to the findings of this due diligence process.

**Vertical Capital Income Fund**  
**Notes to Financial Statements (Continued)**  
**September 30, 2022**

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The Fund invests primarily in Mortgage Notes secured by residential real estate. The market or liquidation value of each type of residential real estate collateral may be adversely affected by numerous factors, including rising interest rates; changes in the national, state and local economic climate and real estate conditions; perceptions of prospective buyers of the safety, convenience and attractiveness of the properties; maintenance and insurance costs; changes in real estate taxes and other expenses; adverse changes in governmental rules and fiscal policies; adverse changes in zoning laws; natural disasters and other factors beyond the control of the borrowers.

The Fund's investments in Mortgage Notes are subject to liquidity risk because there is a limited secondary market for Mortgage Notes. Liquidity risk exists when particular investments of the Fund would be difficult to purchase or sell, possibly preventing the Fund from selling such illiquid securities at an advantageous time or price, or possibly requiring the Fund to dispose of other investments at unfavorable times or prices in order to satisfy its obligations. Securities for which current market quotations are not readily available, such as the Mortgage Notes the Fund invests in, or for which quotations are not deemed to be representative of market values are valued at fair value as determined in good faith by the Advisor in accordance with the Advisor's Portfolio Securities Valuation Procedures (the "Procedures"). The Procedures consider, among others, the following factors to determine a security's fair value: the nature and pricing history (if any) of the security; whether any dealer quotations for the security are available; and possible valuation methodologies that could be used to determine the fair value of the security.

The valuation inputs and subsequent outputs are reviewed and maintained on a monthly basis. Any calibrations or adjustments to the model that may be necessary are done on an as-needed basis to facilitate fair pricing. Financial markets are monitored relative to the interest rate environment. If other available market data indicates that the pricing data from the third-party service is materially inaccurate, or pricing data is unavailable, the Advisor undertakes a review of other available prices and takes additional steps to determine fair value. In all cases, the Board reviews at least annually its understanding of methodology and assumptions underlying the fair value used through a report from the Advisor.

The Fund follows guidance in ASC 820, Fair Value Measurement, where fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participants at the measurement date. The Advisor utilizes various methods to measure the fair value of its investments on a recurring basis. The sale price could be different than its fair value determined under ASC 820. GAAP establishes a hierarchy that prioritizes inputs to valuation methods. ASC 820 classifies the inputs used to measure these fair values into the following hierarchy:

**Level 1** – Unadjusted quoted prices in active markets for identical and/or similar assets and liabilities that the Advisor has the ability to access at the measurement date.

**Level 2** – Other significant observable inputs other than quoted prices included in Level 1 for the asset or liability, either directly or indirectly. These inputs may include quoted prices for similar investments or identical investments in an active market, interest rates, prepayment speeds, credit risk, yield curves, default rates and similar data.

**Level 3** – Significant unobservable inputs for the asset or liability, to the extent relevant observable inputs are not available, representing the Advisor's own assumptions about the assumptions a market participant would use in valuing the asset or liability, and would be based on the best information available.

The availability of observable inputs can vary from security to security and is affected by a wide variety of factors, including, for example, the type of security, whether the security is new and not yet established in the marketplace, the liquidity of markets, and other characteristics particular to the security. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised in determining fair value is greatest for instruments categorized in Level 3.

**Vertical Capital Income Fund**  
**Notes to Financial Statements (Continued)**  
**September 30, 2022**

The inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement falls in its entirety, is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

As of September 30, 2022, management estimated that the carrying value of cash, accounts receivable, prepaid expenses and other assets, line of credit payable, payables for securities purchased, accrued advisory fees, related party payables, and accrued and other liabilities were at amounts that reasonably approximated their fair value based on their short-term maturities.

The inputs or methodology used for valuing investments are not necessarily an indication of the risk associated with investing in those investments. The following tables summarize the inputs used as of September 30, 2022 for the Fund's assets measured at fair value:

<b>Assets</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Mortgage Notes	\$ —	\$ —	\$ 110,163,130	\$ 110,163,130
Other Investments	—	—	397,716	397,716
Total	\$ —	\$ —	\$ 110,560,846	\$ 110,560,846

There were no transfers between levels during the current period presented. It is the Fund's policy to record transfers into or out of levels at the end of the reporting period.

The following is a reconciliation of assets in which Level 3 inputs were used in determining value:

	Mortgage Notes	Other Investments	Total
Beginning Balance	\$ 113,855,799	\$ 160,749	\$ 114,016,548
Net realized gain (loss)	2,085,476	1,581	2,087,057
Change in unrealized depreciation	(10,425,161)	16,324	(10,408,837)
Cost of purchases	36,111,602	—	36,111,602
Proceeds from sales and principal paydowns	(32,440,710)	(178,993)	(32,619,703)
Purchase discount amortization	1,373,840	339	1,374,179
Net Transfers within level 3	(397,716)	397,716	—
Ending balance	\$ 110,163,130	\$ 397,716	\$ 110,560,846

The total change in unrealized depreciation included in the Statement of Operations attributable to Level 3 investments still held at September 30, 2022 is \$7,798,425.

**Vertical Capital Income Fund**  
**Notes to Financial Statements (Continued)**  
**September 30, 2022**

The following table provides quantitative information about the Fund's Level 3 values, as well as its inputs, as of September 30, 2022. The table is not all-inclusive, but provides information on the significant Level 3 inputs:

	Value	Valuation Technique	Unobservable Inputs	Range of Unobservable Inputs	Weighted Average of Unobservable Inputs
<b>Mortgage Notes</b>	\$ 110,163,130	Comprehensive pricing model with emphasis on discounted cash flows	Constant prepayment rate	0 - 100.0%	11.1%
			Delinquency	0 - 1,490 days	43 days
			Loan-to-Value	2.0 - 230%	75.6%
			Discount rate	2.9 - 20.2%	7.3%
<b>Other Investments</b>	397,716	Market comparable	Sales price	\$87 - \$91 sq/ft	\$88.6 sq/ft
<b>Closing Balance</b>	\$ 110,560,846				

A change to the unobservable input may result in a significant change to the value of the investment as follows:

Security Transactions and Investment Income - Investment Security	Impact to Value if Input Increases	Impact to Value if Input Decreases
Constant Prepayment Rate	Increase	Decrease
Delinquency	Decrease	Increase
Loan to Value	Decrease	Increase
Discount rate	Decrease	Increase

*Cash* – Cash includes cash and overnight investments in interest-bearing demand deposits with a financial institution with maturities of three months or less. The Fund maintains deposits with a high quality financial institution in an amount that is in excess of federally insured limits.

*Security Transactions and Investment Income* – Mortgage Notes are accounted for on a trade date basis. Cost is determined and gains and losses are based upon the specific identification method for both financial statement and federal income tax purposes. Interest income is recorded on the accrual basis. Purchase discounts and premiums are accreted and amortized over the life of the respective securities using the effective interest method.

*Interest Income on Non-Accrual Loans* – The Fund discontinues the accrual of interest on loans when, in the opinion of management, there is an assessment that the borrower will likely be unable to meet all contractual payments as they become due.

*Credit Facility* – On July 21, 2021, the Fund entered into an amended and restated revolving line of credit agreement with Nexbank for investment purposes and to help maintain the Fund's liquidity, subject to the limitations of the 1940 Act for borrowings. The maximum amount of borrowing allowed under the amended and restated agreement was the lesser of \$35 million or 75% of the eligible portion of the Fund's loans. Borrowings under the amended and restated Nexbank agreement bear interest at a rate equal to the Prime Rate plus applicable margin of 0.5%, per annum, on the outstanding principal balance. The Nexbank agreement matures on July 18, 2023 and has an one-year extension available. The Nexbank agreement is secured by assets of the Fund.

Accumulated amortization of deferred financing fees was \$84,815 during the year ending September 30, 2022. The average amount of borrowing outstanding for the period was \$8,050,993 and the total interest expense was \$384,713. The outstanding balance under the NexBank line of credit was \$7,500,000 at September 30, 2022.

**Vertical Capital Income Fund**  
**Notes to Financial Statements (Continued)**  
**September 30, 2022**

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*Federal Income Taxes* – The Fund intends to continue to comply with the requirements of Subchapter M of the Internal Revenue Code applicable to regulated investment companies and will distribute all of its taxable income, if any, to shareholders. Accordingly, no provision for Federal income taxes is required in the financial statements.

The Fund recognizes the tax benefits of uncertain tax positions only where the position is “more likely than not” to be sustained assuming examination by tax authorities. Management has analyzed the Fund’s tax positions and has concluded that no liability for unrecognized tax benefits should be recorded related to uncertain tax positions taken in the Fund’s September 30, 2019 – September 30, 2021 tax returns or expected to be taken in the Fund’s September 30, 2022 tax returns. The Fund identified its major tax jurisdictions as U.S. Federal jurisdictions where the Fund makes significant investments; however, the Fund is not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will change materially in the next twelve months. The Fund accounts for interest and penalties for any uncertain tax positions as a component of income tax expense. No interest or penalty expense was recorded during the year ended September 30, 2022.

*Distributions to Shareholders* – Distributions from investment income and capital gains, if any, are declared and paid monthly and are recorded on the ex-dividend date. The Board’s decision to declare distributions will be influenced by its obligation to ensure that the Fund maintains its federal tax status as a Registered Investment Company (“RIC”). In order to qualify as a RIC, the Fund must derive a minimum of 90% of its income from capital gains, interest or dividends earned on investments and must distribute a minimum of 90% of its net investment income in the form of interest, dividends or capital gains to its shareholders. Otherwise, the Fund may be subject to an excise tax from the Internal Revenue Service.

The character of income and gains to be distributed is determined in accordance with Federal income tax regulations, which may differ from GAAP. These “book/tax” differences are considered either temporary (i.e., deferred losses, capital loss carry forwards) or permanent in nature. To the extent these differences are permanent in nature, such amounts are reclassified within the composition of net assets based on their federal tax-basis treatment; temporary differences do not require classification.

*Indemnification* – The Trust indemnifies its officers and Trustees for certain liabilities that may arise from the performance of their duties to the Trust. Additionally, in the normal course of business, the Fund enters into contracts that contain a variety of representations and warranties and which provide general indemnities. The Fund’s maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Fund that have not yet occurred. However, management of the Fund expects the risk of loss due to these warranties and indemnities to be remote.

### **3. INVESTMENT IN RESTRICTED SECURITIES**

The Fund may invest in Restricted Securities (those which cannot be offered for public sale without first being registered under the Securities Act of 1933) that are consistent with the Fund’s investment objectives and investment strategies. Investments in Restricted Securities are valued at fair value as determined in good faith in accordance with procedures adopted by the Board of Trustees. The Fund would typically have no rights to compel the obligor or issuer of a Restricted Security to register such a Restricted Security under the 1933 Act. No such securities were owned by the Fund at September 30, 2022.

### **4. INVESTMENT ADVISORY AGREEMENT AND TRANSACTIONS WITH RELATED PARTIES**

The business activities of the Fund are overseen by the Board, which is responsible for the overall management of the Fund.

**Vertical Capital Income Fund**  
**Notes to Financial Statements (Continued)**  
**September 30, 2022**

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Advisory Fees - Pursuant to an Advisory Agreement with the Fund, the Advisor, under the oversight of the Board, directs certain of the daily operations of the Fund and supervises the performance of administrative and professional services provided by others. As compensation for its services and the related expenses borne by the Advisor, the Fund pays the adviser a management fee, computed and accrued daily and paid monthly, at an annual rate of 1.25% of the average daily net assets of the Fund. For the year ended September 30, 2022 the Advisor earned advisory fees of \$1,433,885.

The Advisor has contractually agreed to waive all or part of its management fees and/or make payments to limit Fund expenses (exclusive of any taxes, leverage interest, brokerage commissions, expenses incurred in connection with any merger or reorganization, expenses of investing in underlying funds, or extraordinary expenses such as litigation and Advisor transition expenses) so that the total annual operating expenses of the Fund do not exceed 2.50% of the average daily net assets through September 30, 2022. This agreement has been extended through September 30, 2023. Waivers and expense reimbursements may be recouped by the Advisor from the Fund within three years of when the amounts were waived only if the Fund expenses are lower than both the lesser of the current expense cap and the expense cap in place at the time of waiver. For the year ended September 30, 2022, the Advisor waived advisory fees of \$214,432. Expenses subject to recapture by the Advisor amounted to \$847,207 of which \$428,908 that will expire on September 30, 2023, and \$203,867 that will expire on September 30, 2024, and \$214,432 that will expire on September 30, 2025.

In addition, certain affiliates provide services to the Fund as follows:

Ultimus Fund Solutions, LLC ("UFS") – UFS provides administration and fund accounting services to the Fund. Pursuant to a separate servicing agreement with UFS, the Fund pays UFS customary fees for providing administration and fund accounting services to the Fund. Certain officers of the Fund are also officers of UFS, and are not paid any fees directly by the Fund for serving in such capacities. For the year ended September 30, 2022 UFS earned \$181,233.

Northern Lights Compliance Services, LLC ("NLCS") – NLCS, an affiliate of UFS, provides a Chief Compliance Officer to the Fund, as well as related compliance services, pursuant to a consulting agreement between NLCS and the Fund. Under the terms of such agreement, NLCS receives customary fees from the Fund. For the year ended September 30, 2022 NLCS earned \$55,803.

Blu Giant, LLC ("Blu Giant") – Blu Giant, an affiliate of UFS, provides EDGAR conversion and filing services as well as print management services for the Fund on an ad-hoc basis. For the provision of these services, Blu Giant receives customary fees from the Fund. For the year ended September 30, 2022 Blu Giant earned \$8,687.

Trustees – The Fund pays each Trustee who is not affiliated with the Fund or Advisor a quarterly fee of \$5,000 and the lead unaffiliated Trustee a quarterly fee of \$10,000. Additionally, each unaffiliated Trustee receives \$2,500 per meeting as well as reimbursement for any reasonable expenses incurred attending meetings. The "interested persons" who serve as Trustees of the Fund receive no compensation for their services as Trustees. None of the executive officers receive compensation from the Fund.

## **5. INVESTMENT TRANSACTIONS**

The cost of purchases and proceeds from sales and paydowns of mortgage notes, other than U.S. Government securities and short-term investments, for the year ended September 30, 2022 amounted to \$36,111,602 and \$32,619,703 respectively.

**Vertical Capital Income Fund**  
**Notes to Financial Statements (Continued)**  
**September 30, 2022**

**6. DISTRIBUTIONS TO SHAREHOLDERS AND TAX COMPONENTS OF CAPITAL**

The Statement of Assets and Liabilities represents cost for financial reporting purposes. Aggregate cost for federal tax purposes is \$109,766,798 and differs from fair value by net unrealized appreciation (depreciation) of securities as follows:

Unrealized Appreciation	\$ 6,918,542
Unrealized Depreciation	<u>(6,124,494)</u>
Tax Net Unrealized Appreciation	<u>794,048</u>

The tax character of distributions paid during the fiscal year ended September 30, 2022 was as follows:

	Fiscal Year Ended September 30, 2022
Ordinary Income	\$ 5,833,699
Long-Term Capital Gain	3,619,074
Return of Capital	<u>912,958</u>
	<u>\$ 10,365,731</u>

As of September 30, 2022, the components of accumulated earnings/ (deficit) on a tax basis were as follows:

Undistributed Ordinary Income	Undistributed Long-Term Gains	Post October Loss and Late Year Loss	Capital Loss Carry Forwards	Other Book/Tax Differences	Unrealized Appreciation/ (Depreciation)	Total Distributable Earnings/ (Accumulated Deficit)
\$ —	\$ —	\$ (720,570)	\$ —	\$ —	\$ 794,048	\$ 73,478

The difference between book basis and tax basis accumulated net realized losses and unrealized appreciation from investments is primarily attributable to tax adjustment for securities with significant debt modifications.

Late year losses incurred after December 31 within the fiscal year are deemed to arise on the first business day of the following fiscal year for tax purposes. The Fund incurred and elected to defer such late year losses of \$624,328.

Capital losses incurred after October 31 within the fiscal year are deemed to arise on the first business day of the following fiscal year for tax purposes. The Fund incurred and elected to defer such capital losses of \$96,242.

**7. MARKET RISK AND CORONAVIRUS**

Unexpected local, regional or global events, such as war; acts of terrorism; financial, political or social disruptions; natural, environmental or man-made disasters; the spread of infectious illnesses or other public health issues; and recessions and depressions could have a significant impact on the Fund and its investments and may impair market liquidity. Such events can cause investor fear, which can adversely affect the economies of nations, regions and the market in general, in ways that cannot necessarily be foreseen. An outbreak of infectious respiratory illness known as COVID-19, which is caused by a novel coronavirus (SARS-CoV-2), was first detected in China in December 2019 and subsequently spread globally. This coronavirus has resulted in, among other things, travel restrictions, closed international borders, enhanced health screenings at ports of entry and elsewhere, disruption of and delays in healthcare service preparation and delivery, prolonged quarantines, significant disruptions to business operations, market closures, cancellations and restrictions, supply chain disruptions, lower consumer demand, and significant volatility and declines in global financial markets, as well as general concern and uncertainty. The impact of COVID-19 has adversely affected, and other infectious illness outbreaks that may arise in the future could adversely affect,

**Vertical Capital Income Fund**  
**Notes to Financial Statements (Continued)**  
**September 30, 2022**

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the economies of the U.S., many other nations and the entire global economy, as well as individual mortgage note borrowers and capital markets in ways that cannot necessarily be foreseen. Public health crises caused by the COVID-19 outbreak may exacerbate other pre-existing political, social and economic risks in the U.S., certain other countries or globally. The duration of the COVID-19 outbreak and its effects cannot be determined with certainty.

**8. SUBSEQUENT EVENTS**

The Fund is required to recognize in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the Statement of Assets and Liabilities. For non-recognized subsequent events that must be disclosed to keep the financial statements from being misleading, the Fund is required to disclose the nature of the event as well as an estimate of its financial effect, or a statement that such an estimate cannot be made. Management has evaluated subsequent events through December 12, 2022, which is the date of these financial statements, and determined that no events or transactions occurred requiring adjustment or disclosure in the financial statements other than the following.

In September 2022, Hurricane Ian impacted homes that secure mortgages owned by the Fund. With limited information available as of September 30, 2022, 28 loans located in counties designated by the Federal Emergency Management Agency ("FEMA") as disaster areas were discounted based on the Fund's estimate of potential losses related to these loans. Values of these 28 loans were discounted by 35% which reduced the value of the portfolio by approximately \$2.4 million or \$0.23 per share on September 30, 2022.

During October and November 2022 all of these homes were inspected and found to have no damage; the 35% discount from these loans was removed and is reflected in the accompanying financials.



## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Trustees and Shareholders  
Vertical Capital Income Fund

### Opinion on the financial statements

We have audited the accompanying statement of assets and liabilities of Vertical Capital Income Fund (the "Fund"), including the schedule of investments, as of September 30, 2022, the related statements of operations and cash flows for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Fund as of September 30, 2022 and the results of its operations and its cash flows for the year then ended, the changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended in conformity with accounting principles generally accepted in the United States of America.

### Basis for opinion

These financial statements are the responsibility of the Fund's management. Our responsibility is to express an opinion on the Fund's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Fund in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Fund is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of September 30, 2022 by correspondence with the custodian and loan servicers. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

*Grant Thornton LLP*

We have served as the Fund's auditor since 2017.

Dallas, Texas  
December 12, 2022

## Supplemental Information (Unaudited)

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### CURRENT INVESTMENT OBJECTIVE, PRINCIPAL INVESTMENT POLICIES AND PRINCIPAL RISKS OF THE FUND

#### Investment Objective and Policies

The Fund's investment objective is to seek income. The Fund pursues its investment objective by investing primarily in individual interest income-producing debt securities secured by residential real estate (i.e., mortgage loans made to individual borrowers that are represented by a note (the "security") and a security agreement in the form of a mortgage or deed of trust). These notes are typically sold individually or in groups or packages, all of which are difficult to value. The Fund acquires loans with varying terms and structures, levels of borrower equity and credit profiles. The Fund does not limit the allocation of Fund assets in performing loans along the dimensions of terms and structures, borrower equity, and credit profiles. Up to 10% of the loans the Fund acquires may be delinquent or in default at the time of acquisition. The Fund will not purchase loans that currently are in foreclosure; however, loans acquired by the Fund may go into foreclosure subsequent to acquisition by the Fund. In addition, the Fund may invest up to approximately 10% of its assets in loans that are classified as "sub-prime" at the time of purchase by the Fund. The Fund does not invest in foreign securities.

The Fund defines the individual borrowers issuing these types of mortgage-related notes as a type of industry. Therefore, the Fund concentrates investments in the mortgage-related industry because, under normal circumstances, it invests over 25% of its assets in mortgage-related securities. This policy is fundamental and may not be changed without shareholder approval.

#### Principal Risk Factors

Investing in the Fund involves risks, including the risk that you may receive little or no return on your investment or that you may lose part or all of your investment.

**Borrower Risk.** A specific security can perform differently from the market as a whole for reasons related to the borrower, such as an individual's economic situation. Compared to investment companies that focus only on securities issued by large capitalization companies, the Fund's net asset value may be more volatile because it invests in notes of individuals. Individuals issuing notes secured by residential real estate are more likely to suffer sudden financial reversals such as (i) job loss, (ii) depletion of savings or (iii) loss of access to refinancing opportunities. Further, compared to securities issued by large companies, notes issued by individuals are more likely to experience more significant changes in market values, be harder to sell at times and at prices that the Adviser believes appropriate, and offer greater potential for losses.

**Concentration Risk.** Because the Fund will invest more than 25% of its assets in the mortgage-related industry, the Fund will be subject to greater volatility risk than a fund that is not concentrated in a single industry. The Fund's investments may be concentrated in regions or states, which exposes the Fund to region- or state-specific economic risks.

## Supplemental Information (Unaudited)(Continued)

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**Credit Risk.** Individual borrowers may not make scheduled interest and principal payments, resulting in losses to the Fund. In addition, the credit quality of securities may be lowered if a borrower's financial condition deteriorates, which tends to increase the risk of default and decreases a note's value. Weak or declining general economic conditions tend to increase default risk. Lower-quality notes, such as those considered "sub-prime" by the Adviser are more likely to default than those considered "prime" by the Adviser or a rating evaluation agency or service provider. An economic downturn or period of rising interest rates could adversely affect the market for sub-prime notes and reduce the Fund's ability to sell these securities. The lack of a liquid market for these securities could decrease the Fund's share price. Additionally, borrowers may seek bankruptcy protection which would delay resolution of security holder claims and may eliminate or materially reduce liquidity.

**Defaulted Securities Risk.** Defaulted securities lack liquidity and may have no secondary market for extended periods. Defaulted securities may have low recovery values and defaulting borrowers may seek bankruptcy protection which would delay resolution of the Fund's claims. The Fund anticipates a significant likelihood of default by mortgage-related borrowers.

**Fixed Income Risk.** Typically, a rise in interest rates causes a decline in the value of fixed income securities. Rising interest rates tend to increase the likelihood of borrower default.

**Leverage Risk.** The use of leverage by borrowing money to purchase additional securities causes the Fund to incur additional expenses and will magnify losses in the event of underperformance of the securities purchased with borrowed money. In addition, a lender to the Fund may terminate or refuse to renew any credit facility. If the Fund is unable to access additional credit, it may be forced to sell investments at inopportune times, which may further depress the returns of the Fund.

**Liquidity Risk.** The Fund's investments are subject to liquidity risk because there is a limited secondary market for mortgage notes. Liquidity risk exists when particular investments of the Fund would be difficult to purchase or sell, possibly preventing the Fund from selling such illiquid securities at an advantageous time or price, or possibly requiring the Fund to dispose of other investments at unfavorable times or prices in order to satisfy its obligations.

**Management Risk.** The Adviser's judgments about the attractiveness, value and potential appreciation of a particular real estate segment and securities in which the Fund invests may prove to be incorrect and may not produce the desired results.

**Market Risk.** An investment in the Fund's shares is subject to investment risk, including the possible loss of the entire principal amount invested. An investment in the Fund's shares represents an indirect investment in the securities owned by the Fund. The value of these securities, like other market investments, may move up or down, sometimes rapidly and unpredictably. The Fund's borrowing costs, if any, will increase when interest rates rise. Additionally, unexpected local, regional or global events, such as war; acts of

## Supplemental Information (Unaudited)(Continued)

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terrorism; financial, political or social disruptions; natural, environmental or man-made disasters; the spread of infectious illnesses or other public health issues (such as the global pandemic coronavirus disease 2019 (COVID-19)); and recessions and depressions could have a significant impact on the Fund and its investments and may impair market liquidity. Such events can cause investor fear, which can adversely affect the economies of nations, regions and the market in general, in ways that cannot necessarily be foreseen.

**Prepayment Risk.** Securities may be subject to prepayment risk because borrowers are typically able to prepay principal. Consequently, a security's maturity may be longer or shorter than anticipated. When interest rates fall, obligations tend to be paid off more quickly than originally anticipated and the Fund may have to invest the prepaid proceeds in securities with lower yields. When interest rates rise, obligations will tend to be paid off by the obligor more slowly than anticipated, preventing the Fund from reinvesting at higher yields.

**Real Estate Risk.** The Fund will not invest in real estate directly, but, because the Fund will invest the majority of its assets in securities secured by real estate, its portfolio will be significantly impacted by the performance of the real estate market and may experience more volatility and be exposed to greater risk than a more diversified portfolio. The value of residential real estate collateral is affected by:

- (i) changes in general economic and market conditions including changes in employment;
- (ii) changes in the value of real estate properties generally;
- (iii) local economic conditions, overbuilding and increased competition;
- (iv) increases in property taxes and operating expenses;
- (v) changes in zoning laws;
- (vi) casualty and condemnation losses including environment remediation costs;
- (vii) variations in rental income, neighborhood values or the appeal of property to tenants or potential buyers;
- (viii) the availability of financing;
- (ix) changes in interest rates and available borrowing leverage; and
- (x) natural disasters.

**Servicer Risk.** Because the Fund engages servicers to collect payments from borrowers, there is a risk that payments to the Fund will be delayed if a servicer fails to perform its functions or fails to perform them in a timely manner. If a servicer becomes insolvent or the Fund otherwise decides to move to a new servicer, the Fund will incur expenses in transferring servicing duties to a new servicer and borrower delinquencies would likely rise during a transition.

## Supplemental Information (Unaudited)(Continued)

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The Adviser may invest up to 10% of the Fund's assets in notes secured by commercial real estate. The Adviser selects securities by evaluating the issuer's credit quality and the potential liquidation value of the commercial real estate collateral securing the issuer's debt obligation. When evaluating credit quality the Adviser uses an underwriting model that takes into account the following factors, but may also take into consideration others:

### Commercial Issuers

- Issuer payment history including delinquencies and defaults
- Issuer credit report
- Security's interest rate
- Issuer total debt service load and total fixed costs
- Tenant quality and lease roll-over
- Local market competition
- Projected vacancy rate
- Title search of property to assure clear title by issuer

When evaluating commercial real estate collateral's potential liquidation value the Adviser uses a collateral valuation underwriting model that may take into account the following factors, but may also take into consideration others:

- Current property value as established by an independent broker's price opinion
- State laws pertaining to mortgages in that domicile
- Local real estate trends around the respective property
- Potential environmental remediation costs at site
- Estimated foreclosure value for the property

Even though the Adviser re-evaluates each issuer's ability to pay, it nonetheless anticipates a significant likelihood of default by issuers because of difficult-to-predict economic events. The Adviser expects to resolve or forestall defaults primarily by renegotiating note terms to lower interest and/or principal payments so that an issuer can resume payments on its note. The Adviser also may enter into an agreement with the issuer and a third party to sell the property to the third party for less than the principal balance on the note while forgiving any unpaid principal that remains after receiving the proceeds from the sale (commonly referred to as a short-sale). The Adviser may also foreclose upon the property and seek to recover via sale of the property.

There are also special risks associated with particular sectors, or real estate operations generally, as described below:

*Retail Properties.* Retail properties are affected by the overall health of the economy and may be adversely affected by, among other things, the growth of alternative forms of retailing, bankruptcy, departure or cessation of operations of a tenant, a shift in consumer demand due to demographic changes, changes in spending patterns and lease terminations.

*Office Properties.* Office properties are affected by the overall health of the economy, and other factors such as a downturn in the businesses operated by their tenants, obsolescence and non-competitiveness.

*Hotel Properties.* The risks of hotel properties include, among other things, the necessity of a high level of continuing capital expenditures, competition, increases in operating costs which may not be offset by increases in revenues, dependence on business and commercial travelers and tourism, increases in fuel costs and other expenses of travel, and adverse effects of general and local economic conditions. Hotel properties tend to be more sensitive to adverse economic conditions and competition than many other commercial properties.

*Healthcare Properties.* Healthcare properties and healthcare providers are affected by several significant factors, including federal, state and local laws governing licenses, certification, adequacy

## Supplemental Information (Unaudited)(Continued)

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of care, pharmaceutical distribution, rates, equipment, personnel and other factors regarding operations, continued availability of revenue from government reimbursement programs and competition on a local and regional basis. The failure of any healthcare operator to comply with governmental laws and regulations may affect its ability to operate its facility or receive government reimbursements.

*Multifamily Properties.* The value and successful operation of a multifamily property may be affected by a number of factors such as the location of the property, the ability of the management team, the level of mortgage rates, the presence of competing properties, adverse economic conditions in the locale, oversupply and rent control laws or other laws affecting such properties.

*Community Centers.* Community center properties are dependent upon the successful operations and financial condition of their tenants, particularly certain of their major tenants, and could be adversely affected by bankruptcy of those tenants. In some cases a tenant may lease a significant portion of the space in one center, and the filing of bankruptcy could cause significant revenue loss. Like others in the commercial real estate industry, community centers are subject to environmental risks and interest rate risk. They also face the need to enter into new leases or renew leases on favorable terms to generate rental revenues. Community center properties could be adversely affected by changes in the local markets where their properties are located, as well as by adverse changes in national economic and market conditions.

*Self-Storage Properties.* The value and successful operation of a self-storage property may be affected by a number of factors, such as the ability of the management team, the location of the property, the presence of competing properties, changes in traffic patterns and effects of general and local economic conditions with respect to rental rates and occupancy levels.

Other factors may contribute to the risk of commercial real estate investments:

*Development Issues.* Certain commercial real estate issuers may engage in the development or construction of real estate properties. These issuers are exposed to a variety of risks inherent in real estate development and construction, such as the risk that there will be insufficient tenant demand to occupy newly developed properties, and the risk that prices of construction materials or construction labor may rise materially during the development.

*Lack of Insurance.* Certain commercial real estate issuers may fail to carry comprehensive liability, fire, flood, earthquake extended coverage and rental loss insurance, or insurance in place may be subject to various policy specifications, limits and deductibles. Should any type of uninsured loss occur, the portfolio company could lose its investment in, and anticipated profits and cash flows from, a number of properties and, as a result, adversely affect the Fund's investment performance.

*Dependence on Tenants.* The value of commercial real estate issuers' properties and the ability to repay their notes depend upon the ability of the tenants at their properties to generate enough income in excess of their operating expenses to make their lease payments. Changes beyond the control of commercial real estate issuers may adversely affect their tenants' ability to make their lease payments and, in such event, would substantially reduce both their income from operations and ability to repay their notes.

*Financial Leverage.* Commercial real estate issuers may be highly leveraged and financial covenants may affect the ability of these issuers to operate effectively.

*Environmental Issues.* In connection with the ownership (direct or indirect), operation, management and development of real properties that may contain hazardous or toxic substances, a commercial real estate issuer may be considered an owner, operator or responsible party of such properties and, therefore, may be potentially liable for removal or remediation costs, as well as certain other costs, including governmental fines and liabilities for injuries to persons and property. The existence of any such material environmental liability could have a material adverse effect on the results of

## Supplemental Information (Unaudited)(Continued)

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operations and cash flow of any such issuer and, as a result, the amount available to make interest or principal payments to the Fund could be reduced.

The Adviser may invest a portion of the Fund's assets in indirect real estate loans through loan participations. Loan participations represent a percentage of an outstanding loan or package of loans. Loan participation holders typically participate on a pro-rata basis in collected interest and principal payments and are similarly exposed to a proportional risk of default. Loan participations are also subject to the default risk of the loan participation grantor, which is heightened if that entity also services the underlying loan or loans.

The Adviser may invest a portion of the Fund's assets in second mortgage loans. These are subject to the risks of a first mortgage loan but are also highly sensitive to default. A borrower default on a second mortgage (or related first mortgage) typically results in a total loss of the Fund's investment in the second mortgage loan.

### **Fundamental Policies**

The Fund's stated fundamental policies, which may only be changed by the affirmative vote of a majority of the outstanding voting securities of the Fund (the shares), are listed below. Majority of the outstanding voting securities of the Fund means the vote, at an annual or special meeting of shareholders, duly called, (a) of 67% or more of the shares present at such meeting, if the holders of more than 50% of the outstanding shares are present or represented by proxy; or (b) of more than 50% of the outstanding shares, whichever is less. The Fund may not:

(1) Borrow money, except to the extent permitted by the Investment Company Act of 1940, as amended (the "1940 Act") (which currently limits borrowing to no more than 33-1/3% of the value of the Fund's total assets, including the value of the assets purchased with the proceeds of its indebtedness, if any). The Fund may borrow for investment purposes, for temporary liquidity, or to finance repurchases of its shares.

(2) Issue senior securities, except to the extent permitted by Section 18 of the 1940 Act (which currently limits the issuance of a class of senior securities that is indebtedness to no more than 33-1/3% of the value of the Fund's total assets or, if the class of senior security is stock, to no more than 50% of the value of the Fund's total assets).

(3) Underwrite securities of other issuers, except insofar as the Fund may be deemed an underwriter under the Securities Act of 1933, as amended (the "Securities Act") in connection with the disposition of its portfolio securities. The Fund may invest in restricted securities (those that must be registered under the Securities Act before they may be offered or sold to the public) to the extent permitted by the 1940 Act.

(4) Invest more than 25% of the market value of its assets in the securities of companies, entities or issuers engaged in any one industry, except the mortgage-related industry, as defined in the Fund's Prospectus. Under normal circumstances, the Fund will invest at least 25% of its net assets in mortgage-related securities. This limitation does



## Supplemental Information (Unaudited)(Continued)

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not apply to investment in the securities of the U.S. Government, its agencies or instrumentalities.

(5) Purchase or sell real estate or interests in real estate. This limitation is not applicable to investments in securities that are secured by or represent interests in real estate (e.g. mortgage loans evidenced by notes or other writings defined to be a type of security). Additionally, the preceding limitation on real estate or interests in real estate does not preclude the Fund from investing in mortgage-related securities or investing in companies engaged in the real estate business or that have a significant portion of their assets in real estate (including real estate investment trusts), nor from disposing of real estate that may be acquired pursuant to a foreclosure (or equivalent procedure) upon a security interest.

(6) Purchase or sell commodities, commodity contracts, including commodity futures contracts, unless acquired as a result of ownership of securities or other investments, except that the Fund may invest in securities or other instruments backed by or linked to commodities, and invest in companies that are engaged in a commodities business or have a significant portion of their assets in commodities, and may invest in commodity pools and other entities that purchase and sell commodities and commodity contracts.

(7) Make loans to others, except (a) through the purchase of debt securities in accordance with its investment objectives and policies, including notes secured by real estate, which may be considered loans; (b) to the extent the entry into a repurchase agreement is deemed to be a loan; and (c) by loaning portfolio securities. Additionally, the preceding limitation on loans does not preclude the Fund from modifying note terms.

If a restriction on the Fund's investments is adhered to at the time an investment is made, a subsequent change in the percentage of Fund assets invested in certain securities or other instruments, or change in average duration of the Fund's investment portfolio, resulting from changes in the value of the Fund's total assets, will not be considered a violation of the restriction; provided, however, that the asset coverage requirement applicable to borrowings shall be maintained in the manner contemplated by applicable law.

### *Annual Shareholder Meeting*

At the Annual Meeting of Shareholders of the Fund, held at the offices of Thompson Hine LLP, 41 S. High St. 17th Floor, Columbus, Ohio 43215, on Wednesday, September 28, 2022, shareholders of record as of the close of business on August 31, 2022, voted to approve the following proposal:

Proposal To re-elect Robert J. Boulware as a Trustee of the Fund:

FOR: 4,465,353.356

WITHHOLD: 3,779,125.409

## Supplemental Information (Unaudited)(Continued)

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### *Renewal of Investment Advisory Agreement*

#### Approval of Renewal of Investment Advisory Agreement with Oakline Advisors, LLC

At a meeting held on August 12, 2022, the Board of Trustees (the “Board” or “Trustees”) of the Vertical Capital Income Fund (the “Fund”), including a majority of the Trustees who are not “interested persons” (the “Independent Trustees”), as such term is defined by the Investment Company Act of 1940, as amended (the “1940 Act”), approved the renewal of the investment management agreement (the “Advisory Agreement”) between Oakline Advisors, LLC (the “Adviser” or “Oakline”) and the Fund. Matters considered by the Trustees in connection with the Board’s renewal of the Advisory Agreement included the following:

*Nature, Extent and Quality of Services.* The Trustees discussed Oakline’s history and portfolio management experience. They noted that Oakline and its affiliates served a variety of clients, and managed approximately \$400 million in assets. The Trustees reviewed the background and experience of Oakline’s investment team. The Trustees further noted the Adviser had provided a high level of expertise and diligence in performing investment advisory services for the Fund and appreciated the Adviser’s long-term view in managing the Fund. They acknowledged the Adviser’s lack of material regulatory issues, careful stewardship of the portfolio and careful ongoing attention to portfolio valuation. The Trustees acknowledged that the Adviser retained a third-party compliance services provider to the Adviser, subject to oversight of the Adviser’s Chief Compliance Officer. The Trustees also observed that the Adviser had enhanced its cybersecurity protocols, in part, by employing more sophisticated encryption. After further discussion, the Trustees concluded that they are satisfied with Oakline and believed Oakline would continue to provide quality advisory services to the Fund.

*Performance.* The Trustees reviewed the performance of the Fund compared to its benchmark indices for the one-year, three-year, five-year and since inception periods. Next, the Board noted that interval fund comparisons are useful from a management fee and expense ratio, but they are not entirely useful from a performance standpoint because of the Fund’s novel strategy. They noted that the Adviser focuses on two applicable indices: the Bloomberg Capital MBS Index and the Barclays US Aggregate Bond Index when managing the Fund. The Trustees noted that the Fund outperformed the indices for the one-year, three-year, five-year and since inception periods. The Trustees agreed that the Adviser had delivered positive, acceptable returns consistent with the Fund’s objective and that it is expected to continue to do so.

*Fees and Expenses.* The Trustees noted that Oakline charged an advisory fee of 1.25% and the Fund had a net expense ratio of 2.50%, as measured by the current expense limitation agreement, which excludes certain expenses. The Trustees noted that total expenses were somewhat higher at 2.85% as of June 30, 2022, as per the Administrator’s report. The Trustees reviewed average fees for two peer groups: (i) closed-end exchange traded real estate and mortgage funds, and (ii) closed-end real estate related and other interval funds. The Trustees acknowledged that neither peer group was precisely comparable to the Fund due to various factors including the significantly larger size of some peer funds, and differing strategies and objectives, but agreed the information was relevant. They noted that the Fund’s advisory fee was lower than the average for the interval fund comparison group and within the range of reasonable advisory fees as it was between the average and the maximum for closed-end exchange traded closed-end funds. The Trustees also observed that Fund’s net expense ratio, measured at either the expense cap of 2.50% or total expenses of 2.85% is within the range of reasonable expenses when viewing both peer groups together. The Trustees noted that the Adviser has agreed to continue an Expense Limitation Agreement, whereby the Adviser will waive its fees and pay or absorb the ordinary operating expenses of the Fund (including offering expenses, but excluding interest, brokerage commissions, extraordinary expenses and acquired fund fees and expenses) to the extent that they exceed 2.50%. The Trustees also observed that the financial statements of the Adviser imply it has adequate financial resources to meet its obligations to the Fund including performance under the Expense Limitation Agreement. The Trustees concluded that the advisory fee and Fund expenses were not unreasonable.

## **Supplemental Information (Unaudited)(Continued)**

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*Profitability.* The Trustees reviewed a profitability analysis provided by Oakline, and discussed Oakline's historical profitability in connection with its relationship with the Fund. The Trustees considered that Oakline realized a reasonable pre-tax net profit through its relationship with the Fund in the most recent calendar year and semi-annual period. The Trustees concluded, after further discussion of the profitability analysis provided, that excessive profitability from Oakline's relationship with the Fund was not an issue at this time.

*Economies of Scale.* The Trustees considered whether the Fund had yet reached a size where economies of scale had been achieved. The Trustees concurred with the Adviser's representation that economies of scale were difficult to achieve given the labor intensive mortgage note selection process. The Trustees agreed to reevaluate the issue at the next renewal.

*Conclusion.* Having requested and received such information from Oakline as the Trustees believed to be reasonably necessary to evaluate the terms of the advisory agreement with Oakline, and as assisted by the advice of Counsel, the Trustees concluded that the fee structure was reasonable and that reapproval of the Investment Advisory Agreement was in the best interests of the Fund and its shareholders.

### **Vertical Capital Income Fund**

#### **Dividend Reinvestment Plan**

Unless the registered owner of shares elects to receive cash by contacting the Plan Agent, all dividends declared for the shares of the Fund will be automatically paid in the form of, or reinvested by American Stock Transfer & Trust Company ("AST") (the "Plan Agent"), agent for shareholders in administering the Fund's Dividend Reinvestment Plan (the "Plan"), in additional shares of the Fund. If you are a registered owner of shares and elect not to participate in the Plan, you will receive all dividends or other distributions (together, a "dividend") in cash paid by check mailed directly to you (or, if the shares are held in street or other nominee name, then to such nominee) by AST, as dividend disbursing agent. You may elect not to participate in the Plan and to receive all dividends in cash by sending written instructions or by contacting AST, as dividend disbursing agent, at the address set forth below. Participation in the Plan is completely voluntary and may be terminated or resumed at any time without penalty by contacting the Plan Agent before the dividend record date; otherwise such termination or resumption will be effective with respect to any subsequently declared dividend. Some brokers or other financial intermediaries through which shareholders may hold their shares, may automatically elect to receive cash on the shareholders' behalf and may reinvest that cash in additional shares of the Fund for the respective shareholders.

The Plan Agent will open an account for each shareholder under the Plan in the same name in which such shareholder's shares are registered. Whenever the Fund declares a dividend payable in cash, non-participants in the Plan will receive cash and participants in the Plan will receive the equivalent in shares. The shares will be acquired by the Plan Agent for the participants' accounts, depending upon the circumstances described below, either (i) through receipt of additional unissued but authorized shares from the Fund ("newly issued shares") or (ii) by purchase of

## Supplemental Information (Unaudited)(Continued)

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outstanding shares on the open market ("open-market purchases") on the New York Stock Exchange or elsewhere.

Whenever the Fund declares a dividend, non-participants in the Plan will receive cash and participants in the Plan will receive the equivalent in shares. The shares will be acquired by the Plan Agent for the participants' accounts, depending upon the circumstances described below, either (i) through receipt of additional unissued but authorized shares from the Fund (newly issued shares) or (ii) by purchase of outstanding shares on the open market (open-market purchases") on the NYSE or elsewhere. If, on the payment date for any dividend, the closing market price plus estimated brokerage commissions per share is equal to or greater than the NAV per share, the Plan Agent will invest the dividend amount in newly issued shares on behalf of the participants. The number of newly issued shares to be credited to each participant's account will be determined by dividing the dollar amount of the dividend by the Fund's NAV per share on the payment date. If, on the payment date for any dividend, the NAV per share is greater than the closing market value plus estimated brokerage commissions (i.e., the Fund's shares are trading at a discount), the Plan Agent will invest the dividend amount in shares acquired on behalf of the participants in open-market purchases.

In the event of a market discount on the payment date for any dividend, the Plan Agent will have until the last business day before the next date on which the shares trade on an "ex-dividend" basis or 30 days after the payment date for such dividend, whichever is sooner (the "last purchase date"), to invest the dividend amount in shares acquired in open-market purchases. It is contemplated that the Fund will pay monthly income dividends. If, before the Plan Agent has completed its open-market purchases, the market price per share exceeds the NAV per share, the average per share purchase price paid by the Plan Agent may exceed the NAV of the shares, resulting in the acquisition of fewer shares than if the dividend had been paid in newly issued shares on the dividend payment date. Because of the foregoing difficulty with respect to open-market purchases, the Plan provides that if the Plan Agent is unable to invest the full dividend amount in open-market purchases during the purchase period or if the market discount shifts to a market premium during the purchase period, the Plan Agent may cease making open-market purchases and may invest the uninvested portion of the dividend amount in newly issued shares at the NAV per share.

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

## **Supplemental Information (Unaudited)(Continued)**

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In the case of shareholders such as banks, brokers or nominees which hold shares for others who are the beneficial owners, the Plan Agent will administer the Plan on the basis of the number of shares certified from time to time by the record shareholder's name and held for the account of beneficial owners who participate in the Plan.

There will be no brokerage charges with respect to shares issued directly by the Fund. However, each participant will pay a pro rata share of brokerage commissions incurred in connection with open-market purchases. The automatic reinvestment of dividends will not relieve participants of any tax that may be payable (or required to be withheld) on such dividends. Accordingly, any taxable dividend received by a participant that is reinvested in additional shares will be subject to U.S. federal (and possibly state and local) income tax even though such participant will not receive a corresponding amount of cash with which to pay such taxes. Participants who request a sale of shares through the Plan Agent are subject to a \$15.00 sales fee and pay a brokerage commission of \$0.12 per share sold.

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

All correspondence concerning the Plan should be directed to the Plan Agent at American Stock Transfer & Trust Company, 6201 15<sup>th</sup> Avenue, Brooklyn, New York 11219; telephone 1-866-277-8243.

**Vertical Capital Income Fund  
Supplemental Information  
September 30, 2022 (Unaudited)**

**Independent Trustees**

<b>Name, Address and Age</b>	<b>Position/Term of Office*</b>	<b>Principal Occupation During the Past Five Years</b>	<b>Number of Portfolios in Fund Complex** Overseen by Trustee</b>	<b>Other Directorships held by Trustee</b>
Robert J. Boulware 66	Trustee since August 2011, Class I Board member until 2025 annual shareholder meeting	Trustee, Brighthouse Funds Trust I, March 2008 to present; Trustee, Brighthouse Funds Trust II, April 2012 to present; Managing Director, Pilgrim Funds, LLC (private equity fund), Aug. 2006 to June 2020.	1	Trustee, Brighthouse Funds Trust I (44 portfolios), March 2008 to present; Trustee, Brighthouse Funds Trust II (29 portfolios), April 2012 to present; Director, Private Shares Fund (f.k.a. SharesPost 100 Fund), March 2013 to present; Gainsco Inc. (auto insurance) May 2005 to Dec. 2020; Mid-Con Energy Partners, LP, June 2020 to Jan. 2021.
Mark J. Schlafly 61	Trustee since August 2011, Class II Board member until 2023 annual shareholder meeting.	Adjunct Professor/Career Advisor, Olin School of Business, Washington University, August 2011 to present; Executive Vice President, Waddell & Reed, Inc. (financial services firm), June 2016 to Aug 2017; Managing Director, Russell Investments, June 2013 to Dec. 2014.	1	None
T. Neil Bathon 61	Trustee since August 2011, Class III Board member until 2024 annual shareholder meeting.	Managing Partner, FUSE Research Network, LLC (investment management and fund management consultancy firm), August 2008 to present; Managing Director, PMR Associates LLC (financial consultancy firm), July 2006 to Present.	1	None
Jack L. Macdowell, Jr. 48	Trustee since August 2020, Class II Board member until 2023 annual shareholder meeting.	Chief Investment Officer, The Palisades Group, LLC (investment adviser), Sept. 2012 to present.	1	None

**Vertical Capital Income Fund  
Supplemental Information  
September 30, 2022 (Unaudited)**

**Officers**

<b>Name, Address and Age</b>	<b>Position/Term of Office*</b>	<b>Principal Occupation During the Past Five Years</b>	<b>Number of Portfolios in Fund Complex** Overseen by Trustee</b>	<b>Other Directorships held by Trustee</b>
Michael D. Cohen 48	President, since July 2015	Chief Executive Officer Stratera Holdings, LLC, (financial services and real estate holding company), a position held since Oct. 2016; President of Stratera Holdings, LLC, a position held since April 2015; Executive Vice President, Stratera Holdings, LLC, Jan. 2013 to Apr. 2015; Chief Executive Officer Stratera Services, LLC, a position held since Oct. 2016; President of Stratera Services, LLC, Apr. 2015 to present; Executive Vice President, of Stratera Services, LLC Jan. 2011 to Apr. 2015. Executive Vice President of Pathway Capital Opportunity Fund Management, LLC, Aug. 2014 to present. Executive Vice President, Pathway Capital Opportunity Fund, Inc., Feb. 2013 to Feb. 2019. Director, Behringer Harvard Opportunity REIT I, Inc., July 2014 to Aug. 2018. Director, Behringer Harvard Opportunity REIT II, Inc., Feb. 2013 to Sept. 2017. Member of Board of Managers, Priority Senior Secured Income Management, LLC, Oct. 2012 to present. Executive Vice President of Priority Income Fund, Inc., July 2012 to Nov. 2019.	n/a	n/a
Destiny Poninski 33	Treasurer since Jan. 2021	Oakline Advisors, LLC, Vice President & Senior Controller, Feb. 2021 to present, Vice President & Controller, Dec. 2019 to Feb. 2021, Senior Accountant, Aug. 2014 to Dec. 2019. Stratera Holdings, LLC (f.k.a. Behringer Harvard Holdings, LLC) (financial services and real estate holding company), Vice President & Senior Controller, Feb. 2021 to present, Vice President & Controller, Dec. 2019 to Feb. 2021, Senior Accountant, Aug. 2014 to Dec. 2019; Provasi Capital Partners, LP (broker dealer), Vice President & Senior Controller, Feb. 2021 to present, Vice President & Controller, Dec. 2019 to Feb. 2021, Senior Accountant, Aug. 2014 to Dec. 2019.	n/a	n/a
Jason Mattox 47	Secretary since Nov. 2021	Chief Operating Officer, Stratera Holdings, LLC (financial services and real estate holding company).	n/a	n/a
Emile R. Molineaux 60	Chief Compliance Officer and Anti-Money Laundering Officer since August 2011	Northern Lights Compliance Services, LLC (Secretary since 2003 and Senior Compliance Officer since 2011); General Counsel, CCO and Senior Vice President, Gemini Fund Services, LLC; Secretary and CCO, Northern Lights Compliance Services, LLC (2003-2011).	n/a	n/a

\* Officers are reappointed annually.

\*\* The term "Fund Complex" refers to the Vertical Capital Income Fund.

The Fund's Statement of Additional Information includes additional information about certain of the Trustees and is available free of charge, upon request, by calling toll-free at 1-866-277-VCIF.

# PRIVACY NOTICE

Rev. May 2012

## FACTS WHAT DOES VERTICAL CAPITAL INCOME FUND DO WITH YOUR PERSONAL INFORMATION?

**Why?** Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.

**What?** The types of personal information we collect and share depend on the product or service you have with us. This information can include:

- Social Security number
- Assets
- Retirement Assets
- Transaction History
- Checking Account Information
- Purchase History
- Account Balances
- Account Transactions
- Wire Transfer Instructions

When you are *no longer* our customer, we continue to share your information as described in this notice.

**How?** All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers' personal information; the reasons Vertical Capital Income Fund chooses to share; and whether you can limit this sharing.

Reasons we can share your personal information	Does Vertical Capital Income Fund share?	Can you limit this sharing?
<b>For our everyday business purposes –</b> such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes	No
<b>For our marketing purposes –</b> to offer our products and services to you	No	We don't share
<b>For joint marketing with other financial companies</b>	No	We don't share
<b>For our affiliates' everyday business purposes –</b> information about your transactions and experiences	No	We don't share
<b>For our affiliates' everyday business purposes –</b> information about your creditworthiness	No	We don't share
<b>For nonaffiliates to market to you</b>	No	We don't share

**Questions?** Call 1-866-277-VCIF



<b>Who we are</b>	
<b>Who is providing this notice?</b>	Vertical Capital Income Fund
<b>What we do</b>	
<b>How does Vertical Capital Income Fund protect my personal information?</b>	<p>To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.</p> <p>Our service providers are held accountable for adhering to strict policies and procedures to prevent any misuse of your nonpublic personal information.</p>
<b>How does Vertical Capital Income Fund collect my personal information?</b>	<p>We collect your personal information, for example, when you</p> <ul style="list-style-type: none"> <li>■ Open an account</li> <li>■ Provide account information</li> <li>■ Give us your contact information</li> <li>■ Make deposits or withdrawals from your account</li> <li>■ Make a wire transfer</li> <li>■ Tell us where to send the money</li> <li>■ Tells us who receives the money</li> <li>■ Show your government-issued ID</li> <li>■ Show your driver's license</li> </ul> <p>We also collect your personal information from other companies.</p> <p>Federal law gives you the right to limit only</p> <ul style="list-style-type: none"> <li>■ Sharing for affiliates' everyday business purposes – information about your creditworthiness</li> <li>■ Affiliates from using your information to market to you</li> <li>■ Sharing for nonaffiliates to market to you</li> </ul> <p>State laws and individual companies may give you additional rights to limit sharing.</p>
<b>Why can't I limit all sharing?</b>	
<b>Definitions</b>	
<b>Affiliates</b>	<p>Companies related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none"> <li>■ <i>Vertical Capital Income Fund does not share with our affiliates.</i></li> </ul>
<b>Nonaffiliates</b>	<p>Companies not related by common ownership or control. They can be financial and nonfinancial companies</p> <ul style="list-style-type: none"> <li>■ <i>Vertical Capital Income Fund does not share with nonaffiliates so they can market to you.</i></li> </ul>
<b>Joint marketing</b>	<p>A formal agreement between nonaffiliated financial companies that together market financial products or services to you.</p> <ul style="list-style-type: none"> <li>■ <i>Vertical Capital Income Fund doesn't jointly market.</i></li> </ul>

### **How to Obtain Proxy Voting Information**

Information regarding how the Fund votes proxies relating to portfolio securities for the most-recent 12 month period ended June 30th as well as a description of the policies and procedures that the Fund used to determine how to vote proxies is available without charge, upon request, by calling 1-866-277-VCIF by referring to the Securities and Exchange Commission's ("SEC") website at [www.sec.gov](http://www.sec.gov).

### **How to Obtain 1st and 3rd Fiscal Quarter Portfolio Holdings**

The Fund files its complete schedules of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-PORT as an exhibit to its reports on Form N-PORT, within sixty days after the end of the period. Form N-PORT reports are available at the SEC's website at [www.sec.gov](http://www.sec.gov). The information on Form N-PORT is available without charge, upon request, by calling 1-866-277-VCIF.

#### **Investment Adviser**

Oakline Advisors, LLC  
5301 Alpha Rd, Suite 80 - 222  
Dallas, Texas 75240

#### **Administrator**

Ultimus Fund Solutions, LLC  
225 Pictoria Drive, Suite 450  
Cincinnati, OH 45246

VERTICAL-A22

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(b) Not applicable.

#### **Item 2. Code of Ethics.**

(a) As of the end of the period covered by this report, the registrant has adopted a code of ethics that applies to the registrant's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, regardless of whether these individuals are employed by the registrant or a third party.

(b) For purposes of this item, "code of ethics" means written standards that are reasonably designed to deter wrongdoing and to promote:

- (1) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (2) Full, fair, accurate, timely, and understandable disclosure in reports and documents that a registrant files with, or submits to,

- the Commission and in other public communications made by the registrant;
- (3) Compliance with applicable governmental laws, rules, and regulations;
- (4) The prompt internal reporting of violations of the code to an appropriate person or persons identified in the code; and
- (5) Accountability for adherence to the code.

- (c) Amendments: During the period covered by the report, there have not been any amendments to the provisions of the code of ethics.
- (d) Waivers: During the period covered by the report, the registrant has not granted any express or implicit waivers from the provisions of the code of ethics.

**Item 3. Audit Committee Financial Expert.**

The Registrant's board of trustees has determined that Robert J. Boulware is an audit committee financial expert, as defined in Item 3 of Form N-CSR. Mr. Boulware is independent for purposes of this Item 3.

**Item 4. Principal Accountant Fees and Services**

(a) **Audit Fees**

	<u>Registrant</u>	<u>Advisor</u>
FYE 09/30/22	\$ 190,868	N/A
FYE 09/30/21	\$ 180,200	N/A

(b) **Audit-Related Fees**

	<u>Registrant</u>	<u>Advisor</u>
FYE 09/30/22	\$ 0	N/A
FYE 09/30/21	\$ 0	N/A

(c) **Tax Fees**

	<u>Registrant</u>	<u>Advisor</u>
FYE 09/30/22	\$ 5,350	N/A
FYE 09/30/21	\$ 5,350	N/A

Preparation of Federal & State income tax returns, assistance with calculation of required income, capital gain and excise distributions and preparation of Federal excise tax returns.

(d) **All Other Fees**

	<u>Registrant</u>	<u>Advisor</u>
FYE 09/30/22	\$ 0	N/A
FYE 09/30/21	\$ 0	N/A

(e) (1) **Audit Committee's Pre-Approval Policies**

The registrant's Audit Committee is required to pre-approve all audit services and, when appropriate, any non-audit services (including audit-related, tax and all other services) to the registrant. The registrant's Audit Committee also is required to pre-approve, when appropriate, any non-audit services (including audit-related, tax and all other services) to its adviser, or any entity controlling, controlled by or under common control with the adviser that provides ongoing services to the registrant, to the extent that the services may be determined to have an impact on the operations or financial reporting of the registrant. Services are reviewed on an engagement by engagement basis by the Audit Committee.

(2) **Percentages of Services Approved by the Audit Committee**

**Registrant Advisor**

Audit-Related Fees: N/A N/A  
 Tax Fees: N/A N/A  
 All Other Fees: N/A N/A

- (f) During the audit of registrant's financial statements for the most recent fiscal year, less than 50 percent of the hours expended on the principal accountant's engagement were attributed to work performed by persons other than the principal accountant's full-time, permanent employees.
- (g) The aggregate non-audit fees billed by the registrant's accountant for services rendered to the registrant, and rendered to the registrant's investment adviser (not including any sub-adviser whose role is primarily portfolio management and is subcontracted with or overseen by another investment adviser), and any entity controlling, controlled by, or under common control with the adviser that provides ongoing services to the registrant:

## Registrant Advisor

FYE 09/30/2022 \$0 N/A

FYE 09/30/2021 \$0 N/A

(h) The registrant's audit committee has considered whether the provision of non-audit services to the registrant's investment adviser (not including any sub-adviser whose role is primarily portfolio management and is subcontracted with or overseen by another investment adviser), and any entity controlling, controlled by, or under common control with the investment adviser that provides ongoing services to the registrant, that were not pre-approved pursuant to paragraph (c)(7)(ii) of Rule 2-01 of Regulation S-X, is compatible with maintaining the principal accountant's independence.

(i) Not applicable

(j) Not applicable.

**Item 5. Audit Committee of Listed Companies.** Not applicable.

**Item 6. Schedule of Investments.** See Item 1.

**Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Funds.**

Pursuant to the adoption by the Securities and Exchange Commission (the "Commission") of Rule 206(4)-6 (17 CFR 275.206(4)-6) and amendments to Rule 204-2 (17 CFR 275.204-2) under the Investment Adviser Act of 1940 (the "Act"), it is a fraudulent, deceptive, or manipulative act, practice or course of business, within the meaning of Section 206(4) of the Act, for an investment adviser to exercise voting authority with respect to client securities, unless (i) the adviser has adopted and implemented written policies and procedures that are reasonably designed to ensure that the adviser votes proxies in the best interests of its clients, (ii) the adviser describes its proxy voting procedures to its clients and provides copies on request, and (iii) the adviser discloses to clients how they may obtain information on how the adviser voted their proxies.

In order to fulfill its responsibilities under the Act, Oakline Advisors, LLC (hereinafter, "we" or "our") has adopted the following policies and procedures for proxy voting with regard to direct investments in companies held in investment portfolios of our clients.

### **KEY OBJECTIVES**

The key objectives of these policies and procedures recognize that a company's management is entrusted with the day-to-day operations and longer term strategic planning of the company, subject to the oversight of the company's board of directors. While "ordinary business matters" are primarily the responsibility of management and should be approved solely by the corporation's board of directors, these objectives also recognize that the company's shareholders must have final say over how management and directors are performing, and how shareholders' rights and ownership interests are handled, especially when matters could have substantial economic implications to the shareholders.

Therefore, we will pay particular attention to the following matters in exercising our proxy voting responsibilities as a fiduciary for our clients:

*Accountability.* Each company should have effective means in place to hold those entrusted with running a company's business accountable for their actions. Management of a company should be accountable to its board of directors and the board should be accountable to shareholders.

*Alignment of Management and Shareholder Interests.* Each company should endeavor to align the interests of management and the board of directors with the interests of the company's shareholders. For example, we generally believe that compensation should be designed to reward management for doing a good job of creating value for the shareholders of the company.

*Transparency.* Promotion of timely disclosure of important information about a company's business operations and financial performance enables investors to evaluate the performance of a company and to make informed decisions about the purchase and sale of a company's securities.

### **DECISION METHODS**

We generally believe that portfolio managers that invest in and track particular companies have a unique perspective to make decisions with regard to proxy votes. Therefore, we rely on that perspective to make the final decisions on how to cast proxy votes.

No set of proxy voting guidelines can anticipate all situations that may arise. In special cases, we may seek insight and expertise from outside sources as to how a particular proxy proposal will impact the financial prospects of a company, and vote accordingly.

In some instances, a proxy vote may present a conflict between the interests of a client, on the one hand, and our interests or the interests of a person affiliated with us, on the other. In such a case, we will abstain from making a voting decision and will forward all of the necessary proxy voting materials to the client to enable the client to cast the votes.

### **SUMMARY OF PROXY VOTING GUIDELINES**

#### **Election of the Board of Directors**

We believe that good corporate governance generally starts with a board composed primarily of independent directors, unfettered by significant ties to management, all of whose members are elected annually. We also believe that some measure of turnover in board composition typically promotes more independent board action and fresh perspectives on governance. Of greater importance is the skill set of the proposed board member. We will also look at the backgrounds of the directors to gauge their business acumen and any special talent or experience that may add value to their participation on the board.

The election of a company's board of directors is one of the most fundamental rights held by shareholders. Because a classified board structure prevents shareholders from electing a full slate of directors annually, we will pay special attention to efforts to declassify boards or other measures that permit shareholders to remove a majority of directors at any time.

### **Approval of Independent Auditors**

We believe that the relationship between a company and its auditors should be limited primarily to the audit engagement, although it may include certain closely related activities that do not raise an appearance of impaired independence.

We will evaluate on a case-by-case basis instances in which the audit firm has a substantial non-audit relationship with a company to determine whether we believe independence has been, or could be, compromised.

### **Equity-based compensation plans**

We believe that appropriately designed equity-based compensation plans, approved by shareholders, can be an effective way to align the interests of shareholders and the interests of directors, management, and employees by providing incentives to increase shareholder value. Conversely, we are opposed to plans that substantially dilute ownership interests in the company, provide participants with excessive awards, or have inherently objectionable structural features.

We will generally support measures intended to increase stock ownership by executives and the use of employee stock purchase plans to increase company stock ownership by employees. These may include:

1. Requiring senior executives to hold stock in a company.
2. Requiring stock acquired through option exercise to be held for a certain period of time.

These are guidelines, and we consider other factors, such as the nature of the industry and size of the company, when assessing a plan's impact on ownership interests.

### **Corporate Structure**

We view the exercise of shareholders' rights, including the rights to act by written consent, to call special meetings and to remove directors, to be fundamental to good corporate governance.

Because classes of common stock with unequal voting rights limit the rights of certain shareholders, we generally believe that shareholders should have voting power equal to their equity interest in the company and should be able to approve or reject changes to a company's by-laws by a simple majority vote.

We will generally support the ability of shareholders to cumulate their votes for the election of directors.

### **Shareholder Rights Plans**

There are arguments both in favor of and against shareholder rights plans, also known as poison pills. For example, such measures may tend to entrench or provide undue compensation to current management, which we generally consider to have a negative impact on shareholder value. Therefore, our preference is for a plan that places shareholder value in a priority position above interests of management.

### **SUMMARY OF PROXY VOTING PROCEDURES**

As a fiduciary to its investors, we recognize the need to actively manage and vote proxies and other shareholder actions and consents that may arise in the course of its investment advisory activities on behalf of its clients. However, due to the nature of the investments of the Fund and indirect exposure to underlying equity investments, we believe that it would be rare that we would be in a position to cast a vote or called upon to vote a proxy.

In the event that we do receive a proxy notice, shareholder consent, or is otherwise entitled to vote on any issue related to the investments of its advisory client accounts, we will process and vote all shareholder proxies and other actions in a timely manner insofar as we can determine based on the facts available at the time of its action, in the best interests of the affected advisory client(s). Although we expect that proxies will generally be voted in a manner consistent with the guidelines set forth in this policy, there may be individual cases where, based on facts available, voting according to policy would not be in the best interests of the fund and its shareholders. In such cases, we may vote counter to the stated policy.

#### Proxy Voting Procedure

- 1) Notices received are reviewed by the Compliance Department;
- 2) Forwarded to the Investment Department for review and voting decision;

- 3) Vote or consent entered according to our best judgment under the facts and circumstances presented. Such decision shall be made and documented;
- 4) Final review and sign-off by Compliance Department and filing with a copy in the Proxy Voting Log.

We may at any time, outsource Proxy Voting responsibilities to Institutional Shareholder Services (“ISS”) or similar service provider that we may approve, provided that such service provider votes each proxy based on decisions made by us.

## **CLIENT INFORMATION**

A copy of these Proxy Voting Policies and Procedures is available to our clients, without charge, upon request, by calling 1-866-277-VCIF. We will send a copy of these Proxy Voting Policies and Procedures within three business days of receipt of a request, by first-class mail or other means designed to ensure equally prompt delivery.

In addition, we will provide each client, without charge, upon request, information regarding the proxy votes cast by us with regard to the client’s securities.

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

As of September 30, 2022, Ms. Hawkins, Advisor’s Senior Vice President is the sole portfolio manager of the Fund. Ms. Hawkins is responsible for management of the Fund's investment portfolio. Ms. Hawkins is not compensated through her share of the profits, if any, of the Adviser. Because the portfolio manager may manage assets for other pooled investment vehicles and/or other accounts (including institutional clients, pension plans and certain high net worth individuals) (collectively "Client Accounts"), or may be affiliated with such Client Accounts, there may be an incentive to favor one Client Account over another, resulting in conflicts of interest. For example, the Adviser may, directly or indirectly, receive fees from Client Accounts that are higher than the fee it receives from the Fund, or it may, directly or indirectly, receive a performance-based fee on a Client Account. In those instances, a portfolio manager may have an incentive to not favor the Fund over the Client Accounts. The Adviser has adopted trade allocation and other policies and procedures that it believes are reasonably designed to address these and other conflicts of interest. As of September 30, 2021, Ms. Hawkins owned no shares of the Fund.

As of September 30, 2022, Ms. Hawkins was responsible for the management of the following types of accounts in addition to the Fund:

Other Accounts By Type	Total Number of Accounts by Account Type	Total Assets By Account Type	Number of Accounts by Type Subject to a Performance Fee	Total Assets By Account Type Subject to a Performance Fee
Registered Investment Companies	0	\$0	0	\$0
Other Pooled Investment Vehicles	0	\$0	0	\$0
Other Accounts	0	\$0	0	\$0

**Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers.** Not applicable.

**Item 10. Submission of Matters to a Vote of Security Holder.** None.

### **Item 11. Controls and Procedures.**

(a) Based on an evaluation of the Registrant’s disclosure controls and procedures as of a date within 90 days of filing date of this Form N-CSR, the principal executive officer and principal financial officer of the Registrant have concluded that the disclosure controls and procedures of the Registrant are reasonably designed to ensure that the information required in filings on Form N-CSR is recorded, processed, summarized, and reported by the filing date, including that information required to be disclosed is accumulated and communicated to the Registrant’s management, including the Registrant’s principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

(b) There were no significant changes in the registrant’s internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the registrant’s internal control over financial reporting.

### **Item 12. Disclosure of Securities Lending Activities for Closed-End Management Investment Companies.**

(a) If the registrant is a closed-end management investment company, provide the following dollar amounts of income and fees/compensation related to the securities lending activities of the registrant during its most recent fiscal year:

(1) Gross income from securities lending activities;

(2) All fees and/or compensation for each of the following securities lending activities and related services: any share of revenue generated by the securities lending program paid to the securities lending agent(s) (“revenue split”); fees paid for cash collateral management services (including fees deducted from a pooled cash collateral reinvestment vehicle) that are not included in the revenue split; administrative fees that are not included in the revenue split; fees for indemnification that are not included in the revenue split; rebates paid to borrowers; and any other fees relating to the securities lending program that are not included in the revenue split, including a description of those other fees;

(3) The aggregate fees/compensation disclosed pursuant to paragraph (2); and

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(4) Net income from securities lending activities (i.e., the dollar amount in paragraph (1) minus the dollar amount in paragraph (3)).

Instruction to paragraph (a).

If a fee for a service is included in the revenue split, state that the fee is “included in the revenue split.”

(b) If the registrant is a closed-end management investment company, describe the services provided to the registrant by the securities lending agent in the registrant’s most recent fiscal year.

**Item 13. Exhibits.**

(a)(1) [Code of Ethics filed herewith.](#)

(a)(2) [Certification\(s\) required by Section 302 of the Sarbanes-Oxley Act of 2002 \(and Item 11\(a\)\(2\) of Form N-CSR\) are filed herewith.](#)

(a)(3) Not applicable.

(b) [Certification\(s\) required by Section 906 of the Sarbanes-Oxley Act of 2002 \(and Item 11\(b\) of Form N-CSR\) are filed herewith.](#)

**SIGNATURES**

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

(Registrant) Vertical Capital Income Fund

By (Signature and Title)

\* /s/ Michael D. Cohen

Michael D. Cohen, President

Date 12/12/22

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

By (Signature and Title)

\* /s/ Michael D. Cohen

Michael D. Cohen, President

Date 12/12/22

By (Signature and Title)

\* /s/ Destiny Poninski

Destiny Poninski, Treasurer

Date 12/12/22

\* Print the name and title of each signing officer under his or her signature.

## CERTIFICATIONS

I, Michael D. Cohen, certify that:

1. I have reviewed this report on Form N-CSR of the Vertical Capital Income Fund;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, changes in net assets, and cash flows (if the financial statements are required to include a statement of cash flows) of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940 ) and internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940 for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of a date within 90 days prior to the filing date of this report based on such evaluation;
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: 12/12/22

/s/Michael D. Cohen  
Michael D. Cohen, President

I, Destiny Poninski, certify that:

1. I have reviewed this report on Form N-CSR of the Vertical Capital Income Fund;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, changes in net assets, and cash flows (if the financial statements are required to include a statement of cash flows) of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940 ) and internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940 for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of a date within 90 days prior to the filing date of this report based on such evaluation;



(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: 12/12/22

/s/ Destiny Poninski  
Destiny Poninski, Treasurer

**CERTIFICATION**

Michael D. Cohen, President, and Destiny Poninski, Treasurer of the Vertical Capital Income Fund (the “Registrant”), each certify to the best of his or her knowledge that:

1. The Registrant’s periodic report on Form N-CSR for the period ended September 30, 2022 (the “Form N-CSR”) fully complies with the requirements of Sections 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Form N-CSR fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

President  
Vertical Capital Income Fund

Treasurer  
Vertical Capital Income Fund

/s/ Michael D. Cohen  
Michael D. Cohen

/s/ Destiny Poninski  
Destiny Poninski

Date: 12/12/22

Date: 12/12/22

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Vertical Capital Income Fund and will be retained by the Vertical Capital Income Fund and furnished to the Securities and Exchange Commission (the “Commission”) or its staff upon request.

This certification is being furnished to the Commission solely pursuant to 18 U.S.C. § 1350 and is not being filed as part of the Form N-CSR filed with the Commission.

## **Vertical Capital Income Fund CODE OF ETHICS**

August 2, 2011

The Vertical Capital Income Fund (the "Trust") has adopted this Code of Ethics (the "Code") in order to set forth guidelines and procedures that promote ethical practices and conduct by all of its Access Persons and to ensure that all Access Persons comply with the federal securities laws. Although this Code contains a number of specific standards and policies, there are four key principles embodied throughout the Code.

### **THE INTERESTS OF THE FUND MUST ALWAYS BE PARAMOUNT**

Access Persons have a legal, fiduciary duty to place the interests of the Fund ahead of their own. In any decision relating to their personal investments, Access Persons must scrupulously avoid serving their own interests ahead of those of the Trust.

#### **Access Persons may not take advantage of their relationship with the Fund**

Access Persons should avoid any situation (unusual investment opportunities, perquisites, accepting gifts of more than token value from persons seeking to do business with the Fund) that might compromise, or call into question, the exercise of their fully independent judgment in the interests of the Fund.

#### **All Personal Securities Transactions should avoid any actual, potential, or apparent conflicts of interest**

Although all Personal Securities Transactions by Access Persons must be conducted in a manner consistent with this Code, the Code itself is based on the premise that Access Persons owe a fiduciary duty to the Fund, and should avoid any activity that creates an actual, potential, or apparent conflict of interest. This includes executing transactions through or for the benefit of a third party when the transaction is not in keeping with the general principles of this Code.

Access Persons must adhere to these general principles as well as comply with the specific provisions of this Code. Technical compliance with the Code and its procedures will not automatically prevent scrutiny of trades that show a pattern of abuse of an individual's fiduciary duty to the Fund.

#### **Access Persons must comply with all applicable laws**

In both work-related and personal activities, Access Persons must comply with all applicable laws, including the federal securities laws.

**Any violations of this Code should be reported promptly to the Chief Compliance Officer. Failure to do so will be deemed a violation of the Code.**

### **DEFINITIONS**

**"Access Person"** shall have the same meaning as set forth in Rule 17j-1 under the Investment Company Act of 1940, as amended (the "1940 Act") and shall include:

1. all officers and directors (or persons occupying a similar status or performing a similar function) of the Fund;
2. all officers and directors (or persons occupying a similar status or performing a similar function) of each Adviser or Sub-Adviser with respect to its corresponding series of the Trust (together, the "Advisers");
3. any employee of the Trust or the Adviser (or of any company controlling or controlled by or under common control with the Trust or the Adviser) who, in connection with his or her regular functions or duties, makes, participates in, or obtains information regarding the purchase or sale of Covered Securities by the Funds, or whose functions relate to the making of any recommendations with respect to the purchase or sale; and
4. any other natural person controlling, controlled by or under common control with the Trust or the Adviser who obtains information concerning recommendations made to the Fund with regard to the purchase or sale of Covered Securities by the Fund.

**"Beneficial Ownership"** means in general and subject to the specific provisions of Rule 16a-1(a)(2) under the Securities Exchange Act of 1934, as amended, having or sharing, directly or indirectly, through any contract arrangement, understanding, relationship, or otherwise, a direct or indirect "pecuniary interest" in the security.

**"Chief Compliance Officer"** means the Code of Ethics Compliance Officer of the Trust with respect to Trustees and officers of the Trust, or the CCO of the Adviser with respect to Adviser personnel.

**"Code"** means this Code of Ethics.

**"Covered Security"** means any Security, except (i) direct obligations of the U.S. Government, (ii) bankers' acceptances, bank certificates of deposit, commercial paper and high quality short-term debt instruments, including repurchase agreements, and (iii) shares issued by open-end mutual funds.

**"Decision Making Access Person"** means any Access Person who, in connection with his or her regular functions or duties, makes, participates in, or obtains information regarding the purchase or sale of a security by the Funds, or whose functions relate to the making of any recommendations with respect to such purchases or sales. Decision Makers typically are Adviser personnel.

**"Fund"** means the Trust.

**"Immediate family"** means an individual's spouse, child, stepchild, grandchild, parent, stepparent, grandparent, siblings, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law and should include adoptive relationships. For purposes of determining whether an Access Person has an "indirect pecuniary interest" in securities, only ownership by "immediate family" members sharing the same household as the Access Person will be presumed to be an "indirect pecuniary interest" of the Access Person, absent special circumstances.

**"Independent Trustees"** means those Trustees of the Trust that would not be deemed an "interested person" of the Trust, as defined in Section 2(a)(19)(A) of the 1940 Act.

**"Indirect Pecuniary Interest"** includes, but is not limited to: (a) securities held by members of the person's Immediate Family sharing the same household (which ownership interest may be rebutted); (b) a general partner's proportionate interest in portfolio securities held by a general or limited partnership; (c) a person's right to dividends that is separated or separable from the underlying securities (otherwise, a right to dividends alone will not constitute a pecuniary interest in securities); (d) a person's interest in securities held by a trust; (e) a person's right to acquire securities through the exercise or conversion of any derivative security, whether or not presently exercisable; and (f) a performance-related fee, other than an asset based fee, received by any broker, dealer, bank, insurance company, investment company, investment manager, trustee, or person or entity performing a similar function, with certain exceptions.

**"Pecuniary Interest"** means the opportunity, directly or indirectly, to profit or share in any profit derived from a transaction in securities.

**"Personal Securities Transaction"** means any transaction in a Covered Security in which an Access Person has a direct or indirect Pecuniary Interest.

**"Purchase or Sale of a Security"** includes the writing of an option to purchase or sell a Security. A Security shall be deemed "being considered for Purchase or Sale" for the Trust when a recommendation to purchase or sell has been made and communicated by a Decision Making Access Person, and, with respect to the person making the recommendation, when such person seriously considers making such a recommendation. These recommendations are placed on the "Restricted List" until they are no longer being considered for Purchase or Sale, or until the Security has been purchased or sold.

**"Restricted List"** means the list of securities maintained by the Chief Compliance Officer in which trading by Access Persons is generally prohibited.

**"Security"** means any note, stock, treasury stock, bond, debenture, evidence of indebtedness, certificate of interest or participation in any profit-sharing agreement, collateral-trust certificate, pre-organization certificate or subscription, transferable share, investment contract, voting-trust certificate, certificate of deposit for a security, fractional undivided interest in oil, gas, or other mineral rights, or, in general, an interest or instrument commonly known as "security", or any certificate or interest or participation in temporary or interim certificate for, receipt for, guarantee of, or warrant or right to subscribe to or purchase (including options) any of the foregoing.

**"Sub-Adviser"** means the sub-adviser, if any, to the Trust.

**"Trust"** means the Vertical Capital Income Fund.

## **PROHIBITED ACTIONS AND ACTIVITIES**

- A. No Access Person shall purchase or sell directly or indirectly, any Covered Security in which he or she has, or by reason of such transaction acquires, any direct or indirect beneficial ownership and which he or she knows or should have known at the time of such purchase or sale;
  - (1) is being considered for purchase or sale by the Fund, or
  - (2) is being purchased or sold by the Fund.
- A. Decision-Making Access Persons may not participate in any initial public offering of Covered Securities in any account over which they exercise Beneficial Ownership. All other Access Persons must obtain prior written

authorization from the Chief Compliance Officer prior to such participation;

B. No Access Person may purchase a Covered Security in which by reason of such transaction they acquire Beneficial Ownership in a private placement of a Security, without prior written authorization of the acquisition by the Chief Compliance Officer;

C. Access Persons may not accept any fee, commission, gift, or services, other than *de minimis* gifts, from any single person or entity that does business with or on behalf of the Trust;

D. Decision-Making Access Persons may not serve on the board of directors of a publicly traded company without prior authorization from the Chief Compliance Officer based upon a determination that such service would be consistent with the interests of the Trust. If such service is authorized, procedures will then be put in place to isolate such Decision-Making Access Persons serving as directors of outside entities from those making investment decisions on behalf of the Trust.

Advanced notice should be given so that the Trust, Adviser, or Sub-Adviser may take such action concerning the conflict as deemed appropriate by the Chief Compliance Officer.

E. Decision-Making Access Person may not execute a Personal Securities Transaction involving a Covered Security without authorization of the Chief Compliance Officer or such persons who may be designated by the Chief Compliance Officer from time to time.

F. It shall be a violation of this Code for any Access Person, in connection with the purchase or sale, directly or indirectly, of any Covered Security held or to be acquired by a Fund:

a. to employ any device, scheme or artifice to defraud the Trust;

b. to make to the Trust any untrue statement of a material fact or to omit to state to the Trust a material fact necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading;

c. to engage in any act, practice or course of business that operates or would operate as a fraud or deceit upon the Trust; or

d. to engage in any manipulative practice with respect to the Trust.

## **EXEMPTED TRANSACTIONS**

The provisions described above under the heading Prohibited Actions and Activities and the preclearance procedures under the heading Preclearance of Personal Securities Transactions do not apply to:

- Purchases or Sales of Securities effected in any account in which an Access Person has no Beneficial Ownership;
- Purchases or Sales of Securities which are non-volitional on the part the Access Person (for example, the receipt of stock dividends);
- Purchase of Securities made as part of automatic dividend reinvestment plans;
- Purchases of Securities made as part of an employee benefit plan involving the periodic purchase or company stock or mutual funds; and
- Purchases of Securities effected upon the exercise of rights issued by an issuer pro rata to all holders of a class of its Securities, to the extent such rights were acquired from such issuer, and sale of such rights so acquired.

## **PRECLEARANCE OF PERSONAL SECURITIES TRANSACTIONS**

All Decision-Making Access Persons wishing to engage in a Personal Securities Transaction must obtain prior authorization of any such Personal Securities Transaction from the Chief Compliance Officer or such person or persons that the Chief Compliance Officer may from time to time designate to make such authorizations. Personal Securities Transactions by the Chief Compliance Officer shall require prior authorization from the President or Chief Executive Officer of the Trust (unless such person is also the Chief Compliance Officer), who shall perform the review and approval functions relating to reports and trading by the Chief Compliance Officer. The Trust shall adopt the appropriate forms and procedures for implementing this Code of Ethics.

Any authorization so provided is effective until the close of business on the fifth trading day after the authorization is granted. In the event that an order for the Personal Securities Transaction is not placed within that time period, a new authorization must be obtained. If the order for the transaction is placed but not executed within that time period, no

new authorization is required unless the person placing the order originally amends the order in any manner. Authorization for "good until canceled" orders are effective unless the order conflicts with a Trust order.

If a person wishing to effect a Personal Securities Transaction learns, while the order is pending, that the same Security is being considered for Purchase or Sale by a Fund, such person shall cancel the trade.

## **REPORTING AND MONITORING**

The Chief Compliance Officer or his designees shall monitor all personal trading activity of all Access Persons pursuant to the procedures established under this Code.

### **Disclosure of Personal Brokerage Accounts**

Within ten days of the commencement of employment or at the commencement of a relationship with the Trust, all Access Persons, except Independent Trustees, are required to submit to the Chief Compliance Officer a report stating the names and account numbers of all of their personal brokerage accounts, brokerage accounts of members of their Immediate Family, and any brokerage accounts which they control or in which they or an Immediate Family member has Beneficial Ownership. Such report must contain the date on which it is submitted and the information in the report must be current as of a date no more than 45 days prior to that date. In addition, if a new brokerage account is opened during the course of the year, the Chief Compliance Officer must be notified immediately.

The information required by the above paragraph must be provided to the Chief Compliance Officer on an annual basis, and the report of such should be submitted with the annual holdings reports described below.

Each of these accounts is required to furnish duplicate confirmations and statements to the Chief Compliance Officer. These statements and confirms for each series of the Trust may be sent to its respective Adviser.

### **INITIAL HOLDINGS REPORT**

Within ten days of becoming an Access Person (and with information that is current as of a date no more than 45 days prior to the date that the report was submitted), each Access Person, except Independent Trustees must submit a holdings report that must contain, at a minimum, the title and type of Security, and as applicable, the exchange ticker symbol or CUSIP number, number of shares, and principal amount of each Covered Security in which the Access Person has any direct or indirect Beneficial Ownership. This report must state the date on which it is submitted.

### **ANNUAL HOLDINGS REPORTS**

All Access Persons, except Independent Trustees, must supply the information that is required in the initial holdings report on an annual basis, and such information must be current as of a date no more than 45 days prior to the date that the report was submitted. Such reports must state the date on which they are submitted.

### ***Quarterly Transaction Reports***

All Access Persons shall report to the Chief Compliance Officer or his designees the following information with respect to transactions in a Covered Security in which such person has, or by reason of such transaction acquires, any direct or indirect Beneficial Ownership in the Covered Security:

- The date of the transaction, the title, and as applicable the exchange ticker symbol or CUSIP number, interest rate and maturity date, number of shares, and the principal amount of each Covered Security;
- The nature of the transaction (i.e., purchase, sale or any other type of acquisition or disposition);
- The price of the Covered Security at which the transaction was effected; and
- The name of the broker, dealer, or bank with or through whom the transaction was effected.
- The date the Access Person Submits the Report.

Reports pursuant to this section of this Code shall be made no later than 30 days after the end of the calendar quarter in which the transaction to which the report relates was effected, and shall include a certification that the reporting person has reported all Personal Securities Transactions required to be disclosed or reported pursuant to the requirements of this Code. Confirmations and Brokerage Statements sent directly to the appropriate address noted above is an acceptable form of a quarterly transaction report.

An Independent Trustee need only make a quarterly transaction report if he or she, at the time of the transaction, knew, or in the ordinary course of fulfilling his or her official duties as a Trustee, should have known that during the 15-day period immediately preceding or following the date of the transaction by the Independent Trustee, the Covered Security was purchased or sold by a Fund or was considered for purchase or sale by a Fund.

## **ENFORCEMENTS AND PENALTIES**

The Chief Compliance Officer or his designee shall review the transaction information supplied by Access Persons. If a transaction appears to be a violation of this Code, the transaction will be reported to the Fund's Board of Trustees.

Upon being informed of a violation of this Code, the Fund's Board of Trustees may impose sanctions as it deems appropriate, including but not limited to, a letter of censure or suspension, termination of the employment of the violator, or a request for disgorgement of any profits received from a securities transaction effected in violation of this Code. The Fund shall impose sanctions in accordance with the principle that no Access Person may profit at the expense of its clients. Any losses are the responsibility of the violator. Any profits realized on personal securities transactions in violation of the Code must be disgorged in a manner directed by the Board of Trustees.

Annually, the Chief Compliance Officer at each regular meeting of the Board shall issue a report on Personal Securities Transactions by Access Person. The report submitted to the board shall:

- Summarize existing procedures concerning Personal Securities investing and any changes in the procedures made during the prior year;
- Identify any violations of this Code and any significant remedial action taken during the prior year; and;
- Identify any recommended changes in existing restrictions or procedures based upon the experience under the Code, evolving industry practices or developments in applicable laws and regulations.

### **ACKNOWLEDGMENT**

The Trust must provide all Access Persons with a copy of this Code. Upon receipt of this Code, all Access Persons must do the following:

All new Access Persons must read the Code, complete all relevant forms supplied by the Chief Compliance Officer (including a written acknowledgement of their receipt of the Code in a form substantially similar to the example below), and schedule a meeting with the Chief Compliance Officer to discuss the provisions herein within two calendar weeks of employment.

I certify that I have read and understand the Code of Ethics of Vertical Capital Income Fund and recognize that I am subject to it. [if an employee of the Adviser] I further certify I will fulfill my personal securities holdings and transactions reporting obligations through the procedures of the Adviser with respect to covered securities.

Printed Name:

Signature:

Date:

Existing Access Persons who did not receive this Code upon hire, for whatever reason, must read the Code, complete all relevant forms supplied by the Chief Compliance Officer (including a written acknowledgement of their receipt of the Code), and schedule a meeting with the Chief Compliance Officer to discuss the provisions herein at the earliest possible time, but no later than the end of the current quarter.

All Access Persons must certify on an annual basis that they have read and understood the Code.