

PIMCO HIGH INCOME FUND

Form DEF 14A

November 09, 2009

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Joint Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Pimco High Income Fund  
Pimco Floating Rate Income Fund  
Pimco Floating Rate Strategy Fund  
Nicholas-Applegate Global Equity & Convertible Income Fund**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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NOTICE OF JOINT ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON DECEMBER 16, 2009

**C/O ALLIANZ GLOBAL INVESTORS FUND MANAGEMENT LLC**

1345 Avenue of the Americas  
New York, New York 10105

To the Shareholders of PIMCO High Income Fund ( PHK ), PIMCO Floating Rate Income Fund ( PFL ), PIMCO Floating Rate Strategy Fund ( PFN ), and Nicholas-Applegate Global Equity & Convertible Income Fund ( NGZ ) (each a Fund and, collectively, the Funds ):

Notice is hereby given that a Joint Annual Meeting of Shareholders (the Meeting ) of the Funds will be held at the offices of Allianz Global Investors Fund Management LLC ( AGIFM or the Manager ), at 1345 Avenue of the Americas, between West 54th and West 55th Streets, 49th Floor, New York, New York 10105, on Wednesday, December 16, 2009 at 9:30 A.M., Eastern Time, for PHK, PFL and PFN and at 10:30 A.M., Eastern Time, for NGZ, for the following purposes, which are more fully described in the accompanying Proxy Statement dated November 9, 2009:

1. To elect Trustees of the Funds, each to hold office for the term indicated and until his or her successor shall have been elected and qualified; and
2. To transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The Board of Trustees of each Fund has fixed the close of business on October 21, 2009 as the record date for the determination of shareholders entitled to notice of, and to vote at, the Meeting or any adjournment or postponement thereof. The enclosed proxy is being solicited on behalf of the Board of Trustees of each Fund.

By order of the Board of Trustees of each Fund

Thomas J. Fuccillo  
Secretary

New York, New York  
November 9, 2009

**It is important that your shares be represented at the Meeting in person or by proxy, no matter how many shares you own. If you do not expect to attend the Meeting, please complete, date, sign and return the applicable enclosed proxy or proxies in the accompanying envelope, which requires no postage if mailed in the United States. Please mark and mail your proxy or proxies promptly in order to save the Funds any additional costs of further proxy solicitations and in order for the Meeting to be held as scheduled.**

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NICHOLAS-APPLEGATE GLOBAL EQUITY & CONVERTIBLE INCOME FUND**

**C/O ALLIANZ GLOBAL INVESTORS FUND MANAGEMENT LLC**

1345 Avenue of the Americas  
New York, New York 10105

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE  
JOINT ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 16, 2009**

The 2009 Proxy Statement and the Annual Reports to Shareholders for the fiscal years ended March 31, 2009 for PHK, July 31, 2009 for PFL and PFN, and August 31, 2009 for NGZ are also available at [www.allianzinvestors.com](http://www.allianzinvestors.com).

**PROXY STATEMENT**

**FOR THE JOINT ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON DECEMBER 16, 2009**

**INTRODUCTION**

**This Proxy Statement is furnished in connection with the solicitation by the Board of Trustees (the Board ) of PIMCO High Income Fund ( PHK ), PIMCO Floating Rate Income Fund ( PFL ), PIMCO Floating Rate Strategy Fund ( PFN ), and Nicholas-Applegate Global Equity & Convertible Income Fund ( NGZ ) (each a Fund and, collectively, the Funds ) of proxies to be voted at the Joint Annual Meeting of Shareholders of the Funds and any adjournment or postponement thereof (the Meeting ).** The Meeting will be held at the offices of Allianz Global Investors Fund Management LLC ( AGIFM or the Manager ), at 1345 Avenue of the Americas, between West 54th and West 55th Streets, 49th Floor, New York, New York 10105, on Wednesday, December 16, 2009 at 9:30 A.M., Eastern Time, for PHK, PFL and PFN and at 10:30 A.M., Eastern Time, for NGZ.

The Notice of Joint Annual Meeting of Shareholders (the Notice ), this Proxy Statement and the enclosed proxy cards are first being sent to Shareholders on or about November 9, 2009.

The Meeting is scheduled as a joint meeting of the holders of common shares of each Fund (the Common Shareholders ) and preferred shares of PHK, PFL and PFN (the Preferred Shareholders and, together with the Common Shareholders, the Shareholders ). The Shareholders of each Fund are expected to consider and vote on similar matters. Shareholders of each Fund will vote on the proposal set forth herein (the Proposal ) and on any other matters that may arise for that Fund. An unfavorable vote on the Proposal by the Shareholders of one Fund will not affect the implementation of the Proposal by another Fund if the Proposal is approved by the Shareholders of such other Fund.

The Board of each Fund has fixed the close of business on October 21, 2009 as the record date (the Record Date ) for the determination of Shareholders of the Fund entitled to notice of, and to vote at, the Meeting, and any adjournment

or postponement thereof. Shareholders of each Fund on the Record Date will be entitled to one vote per share on each matter to which they are entitled to vote and that is to be voted on by Shareholders of the Fund, and a fractional vote with respect to fractional shares, with no cumulative voting

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rights in the election of Trustees. The following table sets forth the number of shares of common stock ( Common Shares ) and shares of preferred stock ( Preferred Shares ) and, together with the Common Shares, the Shares ) issued and outstanding of each Fund at the close of business on the Record Date:

	<b>Outstanding Common Shares</b>	<b>Outstanding Preferred Shares</b>
PHK	119,231,264	11,680
PFL	18,330,008	3,159
PFN	42,919,141	6,440
NGZ	7,004,189	N/A

The classes of Shares listed for each Fund in the table above are the only classes of Shares currently authorized by that Fund.

At the Meeting, Preferred Shareholders of PHK, PFL and PFN will have equal voting rights (*i.e.*, one vote per Share) with such Fund's Common Shareholders and, except as discussed below, will vote together with Common Shareholders as a single class on all proposals to be brought before the Meeting. As summarized in the table below,

**PHK:**

the Common and Preferred Shareholders of PHK, voting together as a single class, have the right to vote on the re-election of Paul Belica and John C. Maney as Trustees of PHK;

**PFL:**

the Common and Preferred Shareholders of PFL voting together as a single class, have the right to vote on the re-election of R. Peter Sullivan III and John C. Maney as Trustees of PFL;

**PFN:**

the Common and Preferred Shareholders of PFN, voting as a single class, have the right to vote on the re-election of R. Peter Sullivan III as a Trustee of PFN;

**NGZ:**

the Common Shareholders of NGZ, voting as a single class, have the right to vote on the re-election of Paul Belica and John C. Maney as Trustees of NGZ.

**Summary**

<b>Proposal</b>	<b>Common Shareholders</b>	<b>Preferred Shareholders</b>
<b>Election of Trustees</b>		
<b>PHK</b>		
<b>Independent Trustees/Nominees*</b>		
Re-election of Paul Belica	ü	ü
<b>Interested Trustee /Nominee</b>		
Re-election of John C. Maney	ü	ü
<b>PFL</b>		



**Independent Trustees/Nominees\***

Re-election of R. Peter Sullivan III

ü

ü

**Interested Trustee /Nominee**

Re-election of John C. Maney

ü

ü

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<b>Proposal</b>	<b>Common Shareholders</b>	<b>Preferred Shareholders</b>
<b>PFN</b>		
<b>Independent Trustees/Nominees*</b>		
Re-election of R. Peter Sullivan III	ü	ü
<b>NGZ</b>		
<b>Independent Trustees/Nominees*</b>		
Re-election of Paul Belica	ü	N/A
<b>Interested Trustee /Nominee</b>		
Re-election of John C. Maney	ü	N/A

\* Independent Trustees or Independent Nominees are those Trustees or nominees who are not interested persons, as defined in the Investment Company Act of 1940, as amended (the 1940 Act ), of each Fund.

Mr. Maney is an interested person of the Fund due to his affiliation with Allianz Global Investors of America L.P. In addition to Mr. Maney's positions set forth in the table above, he holds the following positions with affiliated persons: Management Board, Managing Director and Chief Operating Officer of Allianz Global Investors of America L.P., Allianz Global Investors of America LLC and Allianz-Pac Life Partners LLC; Member Board of Directors and Chief Operating Officer of Allianz Global Investors of America Holdings Inc. and Oppenheimer Group, Inc.; Managing Director and Chief Operating Officer of Allianz Global Investors NY Holdings LLC; Management Board and Managing Director of Allianz Global Investors U.S. Holding LLC; Managing Director and Chief Financial Officer of Allianz Hedge Fund Partners Holding L.P. and Allianz Global Investors U.S. Retail LLC; Member Board of Directors and Managing Director of Allianz Global Investors Advertising Agency Inc.; Compensation Committee of NFJ Investment Group LLC; Management Board of Allianz Global Investors Fund Management LLC, Allianz Global Investors Management Partners LLC, Nicholas-Applegate Holdings LLC and OpCap Advisors LLC; Member Board of Directors and Chief Operating Officer of PIMCO Global Advisors (Resources) Limited; Executive Vice President of PIMCO Japan Ltd ; Chief Operating Officer of Allianz Global Investors U.S. Holding II LLC; and Member and Chairman Board of Directors, President and Chief Operating Officer of PFP Holdings, Inc.

You may vote by mailing the enclosed proxy card. Shares represented by duly executed and timely delivered proxies will be voted as instructed on the proxy. If you mail the enclosed proxy and no choice is indicated for the election of Trustees listed in the attached Notice, your proxy will be voted in favor of the election of all nominees. At any time before it has been voted, your proxy may be revoked in one of the following ways: (i) by delivering a signed, written letter of revocation to the Secretary of the appropriate Fund at 1345 Avenue of the Americas, New York, NY 10105, (ii) by properly executing and delivering a later-dated proxy, or (iii) by attending the Meeting, requesting return of any previously delivered proxy and voting in person. If any proposal, other than the Proposal set forth herein, properly comes before the Meeting, including any adjournment thereof, the persons named as proxies will vote in their sole discretion.

The principal executive offices of the Funds are located at 1345 Avenue of the Americas, New York, New York 10105. AGIFM serves as the investment manager of each Fund and retains its affiliates, Pacific Investment Management Company LLC ( PIMCO ) to serve as a sub-adviser to PHK, PFL and PFN and its affiliate Nicholas-Applegate Capital Management LLC ( NACM ) and together with PIMCO, the Sub-Advisers ), to serve as the sub-adviser to NGZ. Additional information regarding the Manager and the Sub-Advisers may be found under Additional Information Investment Manager and Sub-Advisers below.



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The solicitation will be by mail primarily and the cost of soliciting proxies for a Fund will be borne by that Fund. Certain officers of the Funds and certain officers and employees of the Manager or its affiliates (none of whom will receive additional compensation therefore) may solicit proxies by telephone, mail, e-mail and personal interviews. Any out-of-pocket expenses incurred in connection with the solicitation will be borne by each of the Funds based on each Fund's relative net assets.

As of October 21, 2009, the Trustees and nominees and the officers of each Fund as a group and individually beneficially owned less than one percent (1%) of each Fund's outstanding Shares and, to the knowledge of the Funds, the following entities beneficially owned more than five percent (5%) of the Funds as indicated:

<b>Beneficial Owner</b>	<b>Fund</b>	<b>Percentage of Ownership of Class</b>
Citigroup Global Markets Inc.	PHK	46.9% of Preferred Shares
UBS AG	PHK	12.35% of Preferred Shares
Bank of America Corporation	PFL	33.1% of Preferred Shares
Merrill Lynch, Pierce, Fenner Smith Incorporated	PFN	17.7% of Preferred Shares
Bank of America N.A.	PFL	15.4% of Preferred Shares
UBS AG	PFL	9% of Preferred Shares
Wells Fargo & Company	PFL	5.04% of Common Shares
UBS AG	PFN	19.47% of Preferred Shares
First Trust Portfolios L.P.	PFN	5% of Common Shares
First Trust Advisors L.P.	PFN	5% of Common Shares
The Charger Corporation	PFN	5% of Common Shares
Merrill Lynch, Pierce, Fenner Smith Incorporated	PFN	27.5% of Preferred Shares

**PROPOSAL: ELECTION OF TRUSTEES**

In accordance with each Fund's Amended and Restated Declaration of Trust (each a Declaration), the Trustees have been divided into the following three classes (each a Class): Class I, Class II and Class III. With respect to PHK, the term of office of the Class III Trustees will expire at the Meeting; the term of office of the Class I Trustees will expire at the 2010 annual meeting of shareholders; and the term of office of the Class II Trustees will expire at the 2011 annual meeting of shareholders. Currently, Paul Belica and John C. Maney are Class III Trustees. The Nominating Committee has recommended to the Board that Messrs. Belica and Maney be nominated for re-election by the Shareholders, voting as a single class, as Class III Trustees at the Meeting. Consistent with the Fund's Declaration, if elected, the nominees shall hold office for terms coinciding with the Classes of Trustees to which they have been designated. Therefore, if elected at the Meeting, Messrs. Belica and Maney will serve a term consistent with the Class III Trustees, which will expire at the Fund's 2012 annual meeting.

With respect to PFL, the term of office of the Class III Trustees will expire at the Meeting; the term of office of the Class I Trustees will expire at the 2010 annual meeting of shareholders; and the term of office of the Class II Trustees will expire at the 2011 annual meeting of shareholders. Currently, R. Peter Sullivan III and John C. Maney are Class III Trustees. The Nominating Committee has recommended to the Board that Messrs. Sullivan and Maney be nominated for re-election by the Shareholders, voting as a single class, as Class III Trustees at the Meeting. Consistent with the Fund's Declaration, if elected, Messrs. Sullivan and Maney will serve a term consistent with the Class III Trustees, which will expire at the Fund's 2012 annual meeting.

With respect to PFN, the term of office of the Class II Trustees will expire at the Meeting; the term of office of the Class III Trustees will expire at the 2010 annual meeting of shareholders; and the term of office



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of the Class I Trustees will expire at the 2011 annual meeting of shareholders. Currently, R. Peter Sullivan III is the Class II Trustee on the Board. The Nominating Committee has recommended to the Board that Mr. Sullivan be nominated for re-election by Shareholders, voting as a single class, as the Class II Trustee at the Meeting. Consistent with the Fund's Declaration, if elected, Mr. Sullivan will serve a term consistent with the Class II Trustees, which will expire at the Fund's 2012 annual meeting.

With respect to NGZ, the term of office of the Class II Trustees will expire at the Meeting; the term of office of the Class III Trustees will expire at the 2010 annual meeting of shareholders; and the term of office of the Class I Trustees will expire at the 2011 annual meeting of shareholders. Currently, Paul Belica and John C. Maney are the Class II Trustees on the Board. The Nominating Committee has recommended to the Board that Messrs. Belica and Maney be nominated for re-election as Class II Trustees by Shareholders, voting as a single class, at the Meeting. Consistent with the Fund's Declaration, if elected, Messrs. Belica and Maney will serve a term consistent with the Class II Trustees, which will expire at the Fund's 2012 annual meeting.

All members of each Board of PHK, PFL, PFN and NGZ are and will remain, if elected, Continuing Trustees, as such term is defined in the Declarations of those Funds, having either served as Trustee since the inception of the Funds or having been nominated by at least a majority of the Continuing Trustees then members of the Boards.

At any annual meeting of shareholders, any Trustee elected to fill a vacancy that has arisen since the preceding annual meeting of shareholders (whether or not such vacancy has been filled by election of a new Trustee by the Board) shall hold office for a term that coincides with the remaining term of the Class of Trustees to which such office was previously assigned, if such vacancy arose other than by an increase in the number of Trustees, and until his or her successor shall be elected and shall qualify. In the event such vacancy arose due to an increase in the number of Trustees, any Trustee so elected to fill such vacancy at an annual meeting shall hold office for a term which coincides with that of the Class of Trustee to which such office has been apportioned and until his or her successor shall be elected and shall qualify.

The following table summarizes the nominees who will stand for election at the Meeting, the respective Classes of Trustees to which they have been designated and the expiration of their respective terms if elected:

<b>Trustee/Nominee</b>	<b>Class</b>	<b>Expiration of Term if Elected**</b>
<b>PHK</b>		
Paul Belica	Class III	2012 Annual Meeting
John C. Maney*	Class III	2012 Annual Meeting
<b>PFL</b>		
R. Peter Sullivan III	Class III	2012 Annual Meeting
John C. Maney*	Class III	2012 Annual Meeting
<b>PFN</b>		
R. Peter Sullivan III	Class II	2012 Annual Meeting
<b>NGZ</b>		
Paul Belica	Class II	2012 Annual Meeting
John C. Maney*	Class II	2012 Annual Meeting

\* Mr. Maney is an Interested Trustee/Nominee.

\*\*

A Trustee elected at an annual meeting shall hold office until the annual meeting for the year in which his term expires and until his successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

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Under this classified Board structure, generally only those Trustees in a single Class may be replaced in any one year, and it would require a minimum of two years to change a majority of the Board under normal circumstances. This structure, which may be regarded as an anti-takeover provision, may make it more difficult for a Fund's Shareholders to change the majority of Trustees of the Fund and, thus, promotes the continuity of management.

Unless authority is withheld, it is the intention of the persons named in the enclosed proxy for a Fund to vote each proxy for the persons listed above for that Fund. Each of the nominees has indicated he or she will serve if elected, but if he or she should be unable to serve for a Fund, the proxy holders may vote in favor of such substitute nominee as the Board may designate (or, alternatively, the Board may determine to leave a vacancy).

**Information Regarding Trustees and Nominees.**

The following table provides information concerning the Trustees/Nominees of the Funds.

<b>Name, Address*, Date of Birth and Class</b>	<b>Position(s) Held with the Funds</b>	<b>Term of Office and Length of Time Served</b>	<b>Principal Occupation(s) During the Past 5 Years</b>	<b>Number of Portfolios in Fund Complex Overseen by Trustee Nominee</b>	<b>Other Directorships Held by Trustee Nominee</b>
<b>Independent Trustees/Nominees</b>					
Paul Belica 09/27/1921	Nominee, Trustee	PHK April June 2003; December 2003 present	Retired. Formerly Director, Student Loan Finance Corp., Education Loans, Inc., Goal Funding, Inc., Goal Funding II, Inc. and Surety Loan Fund, Inc.; and formerly, Manager of Stratigos Fund LLC, Whistler Fund LLC, Xanthus Fund LLC & Wynstone Fund LLC.	49	None.
PHK Class III	Trustee				
PFL Class II	Trustee	PFL Since inception (August 2003)			
PFN Class I	Nominee, Trustee	PFN Since inception (August 2003)			
NGZ Class II		NGZ Since (September 2007)			
Robert E. Connor 09/17/1934	Trustee (PHK, PFL, PFN, NGZ)	PHK Since inception (April 2003)	Corporate Affairs Consultant. Formerly, Senior Vice President, Corporate Office, Smith Barney Inc.	49	None.
PHK Class I		PFL Since inception (August 2003)			
PFL Class I		PFN Since October 2004			
PFN Class I		NGZ Since			



NGZ Class I		(September 2007)				
Hans W. Kertess 07/12/1939	Trustee and Chairman of the Board (PHK, PFL, PFN, NGZ)	PHK Since June 2003	President, H. Kertess & Co., a financial advisory company; formerly, Managing Director, Royal Bank of Canada Capital Markets.	49		None.
PHK Class I		PFL Since inception (August 2003)				
PFL Class I		PFN Since October 2004				
PFN Class III		NGZ Since September 2007				
NGZ Class I						

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<b>Name, Address*, Date of Birth and Class</b>	<b>Position(s) Held with the Funds</b>	<b>Term of Office and Length of Time Served</b>	<b>Principal Occupation(s) During the Past 5 Years</b>	<b>Number of Portfolios in Fund Complex Overseen by Trustee Nominee</b>	<b>Other Directorships Held by Trustee Nominee</b>
William B. Ogden, IV 01/11/1945  PHK Class I  PFL Class I  PFN Class I  NGZ Class I	Trustee (PHK, PFL, PFN, NGZ)	PHK Since September 2006  PFL Since September 2006  PFN Since September 2006  NGZ Since March 2008	Asset Management Industry Consultant. Formerly, Managing Director, Investment Banking Division of Citigroup Global Markets Inc.	49	None.
R. Peter Sullivan III 09/04/1941  PHK Class II  PFL Class III  PFN Class II  NGZ Class III	Trustee  Nominee, Trustee  Nominee, Trustee  Trustee	PHK Since September 2004  PFL Since September 2004  PFN Since December 2005  NGZ Since March 2008	Retired. Formerly, Managing Partner, Bear Wagner Specialists LLC, specialist firm on the New York Stock Exchange.	49	None.
Interested Trustee/Nominee John C. Maney 08/03/1959  PHK Class III  PFL Class III  PFN Class III  NGZ Class II	Nominee, Trustee  Nominee, Trustee  Trustee  Nominee, Trustee	PHK Since December 2006  PFL Since December 2006  PFN Since December 2006  NGZ Since September 2007	Management Board of Allianz Global Investors Fund Management LLC; Management Board and Managing Director of Allianz Global Investors of America L.P. since January 2005 and also Chief Operating Officer of Allianz Global Investors of America L.P. since November 2006.	78	None

\* Unless otherwise indicated, the business address of the persons listed above is c/o Allianz Global Investors Fund Management LLC, 1345 Avenue of the Americas, New York, New York 10105.



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The following table states the dollar range of equity securities beneficially owned as of October 21, 2009 by each Trustee and nominee of each Fund and, on an aggregate basis, of any registered investment companies overseen by the Trustee or nominee in the family of investment companies, including the Funds.

Name of Trustee/Nominee	Dollar Range of Equity Securities in the Funds*	Aggregate Dollar Range of Equity Securities in All Registered Investment Companies Overseen by Trustee/Nominee in the Family of Investment Companies*
<b>Independent Trustees/Nominees</b>		
Paul Belica	None.	None.
Robert E. Connor	None.	None.
John J. Dalessandro	None.	None.
Hans W. Kertess	None.	None.
William B. Ogden, IV	None.	None.
R. Peter Sullivan III	None.	\$10,001 - \$50,000
Diana L. Taylor*	None.	None.
<b>Interested Trustee/Nominee</b>		
John C. Maney	None	\$10,001 - \$50,000

\* Securities are valued as of October 21, 2009.

\*\* Diana L. Taylor resigned as Trustee of the Funds on September 10, 2009.

To the knowledge of the Funds, as of October 21, 2009, Trustees and nominees who are Independent Trustees or Independent Nominees and their immediate family members did not own securities of an investment adviser or principal underwriter of the Funds or a person (other than a registered investment company) directly or indirectly controlling, controlled by, or under common control with an investment adviser or principal underwriter of the Funds.

*Compensation.* Each of the Independent Trustees also serves as a trustee of PIMCO Municipal Income Fund, PIMCO California Municipal Income, PIMCO New York Municipal Income Fund, PIMCO Municipal Income Fund II, PIMCO California Municipal Income Fund II, PIMCO New York Municipal Income Fund II, PIMCO Municipal Income Fund III, PIMCO California Municipal Income Fund III, PIMCO New York Municipal Income Fund III, PIMCO Corporate Income Fund, PIMCO Corporate Opportunity Fund, Nicholas-Applegate Convertible & Income Fund, Nicholas-Applegate Convertible & Income Fund II, NFJ Dividend, Interest & Premium Strategy Fund, Nicholas-Applegate International & Premium Strategy Fund, PIMCO Global StocksPLUS & Income Fund, and Nicholas-Applegate Equity & Convertible Income Fund, each a closed-end fund for which the Manager serves as investment manager and affiliates of the Manager serve as sub-advisers (together, the Allianz Closed-End Funds ) and certain other open-end investment companies for which the Manager serves as investment manager and administrator and affiliates of the Manager serve as investment sub-advisers (together with the Allianz Closed-End Funds, the Allianz Managed Funds ). As indicated below, certain of the officers of the Funds are affiliated with the Manager.

Each of the Allianz Managed Funds are expected to hold joint meetings of their Boards of Trustees whenever possible. Each Trustee, other than any Trustee who is a director, officer, partner or employee of the Manager, PIMCO, NACM, or any entity controlling, controlled by or under common control with the Manager, PIMCO or NACM receives annual compensation of \$250,000, which is payable quarterly. The Independent

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Chairman of the Boards receives an additional \$75,000 per year, payable quarterly. An Audit Oversight Committee Chairman annually receives an additional \$50,000, payable quarterly. Trustees will also be reimbursed for meeting-related expenses.

Each Trustee's compensation and other costs of joint meetings will be allocated pro rata among the Allianz Managed Funds for which such Trustee serves as Trustee based on the complexity of issues relating to each such Fund and relative time spent by the Trustees in addressing them, and secondarily, on each such Fund's relative net assets (including assets attributable to any outstanding preferred shares issued by an Allianz Closed-End Fund).

Trustees do not currently receive any pension or retirement benefits from the Funds or the Fund Complex.

The following table provides information concerning the compensation paid to the Trustees and nominees for the fiscal years ended March 31, 2009 for PHK; July 31, 2009 for PFL and PFN; and August 31, 2009 for NGZ. For the calendar year ended December 31, 2008, the Trustees received the compensation set forth in the table below for serving as trustees of the Funds and other funds in the same Fund Complex as the Funds. Each officer and each Trustee who is a director, officer, partner, member or employee of the Manager or the Sub-Advisers, or of any entity controlling, controlled by or under common control with the Manager or the Sub-Advisers including any Interested Trustee, serves without any compensation from the Funds.

**Compensation Table**

Name of Trustee/Nominees	Aggregate	Aggregate	Aggregate	Aggregate	Total
	Compensation from PHK for the Fiscal Year Ended March 31, 2009	Compensation from PFL for the Fiscal Year Ended July 31, 2009	Compensation from PFN for the Fiscal Year Ended July 31, 2009	Compensation from NGZ for the Fiscal Year Ended August 31, 2009	Compensation from the Funds and Fund Complex Paid to Trustees/Nominees for the Calendar Year Ended December 31, 2008*
<b>Independent Trustees/Nominees</b>					
Paul Belica	\$ 26,484	\$ 7,464	\$ 14,121	\$ 3,168	\$ 267,132
Robert E. Connor	\$ 25,163	\$ 6,554	\$ 12,767	\$ 2,525	\$ 252,637
John J. Dalessandro II**	\$ 13,829	\$ 0	\$ 0	\$ 0	\$ 182,427
Hans W. Kertess	\$ 27,942	\$ 8,089	\$ 14,970	\$ 3,990	\$ 318,927
William B. Ogden, IV	\$ 25,163	\$ 6,554	\$ 12,767	\$ 2,525	\$ 246,666
R. Peter Sullivan III	\$ 25,163	\$ 6,554	\$ 12,767	\$ 2,525	\$ 251,049
Diana L. Taylor***	\$ 24,023	\$ 6,554	\$ 12,767	\$ 2,525	\$ 185,871
<b>Interested Trustee/Nominee</b>					
John C. Maney	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0

\* In addition to the AGIFM Closed-End Funds, during each Fund's most recently completed fiscal year, all of the Trustees served as Trustees of two open-end investment companies (each consisting of separate investment

portfolios) advised by the Manager. These investment companies are considered to be in the same Fund Complex as the Funds.

- \*\* Mr. Dalessandro served as Trustee of each Fund until his death on September 14, 2008.
- \*\*\* Diana L. Taylor's appointment as a Trustee of each Fund was not effective until June 10, 2008. Ms. Taylor resigned as Trustee on September 10, 2009. Until September 10, 2009, Diana L. Taylor served as a Trustee to only one of the two open-end investment companies (each consisting of separate investment portfolios) advised by the Manager, mentioned above.

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The Funds have no employees. The Funds' officers and Mr. Maney are compensated by the Manager, the Sub-Adviser or one of their affiliates.

### **Board Committees and Meetings.**

**Audit Oversight Committee.** The Board of each Fund has established an Audit Oversight Committee in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Each Fund's Audit Oversight Committee currently consists of Messrs. Belica, Connor, Kertess, Ogden and Sullivan, each of whom is an Independent Trustee. Mr. Belica is the Chairman of each Fund's Audit Oversight Committee. Each Fund's Audit Oversight Committee provides oversight with respect to the internal and external accounting and auditing procedures of each Fund and, among other things, determines the selection of the independent registered public accounting firm for each Fund and considers the scope of the audit, approves all audit and permitted non-audit services proposed to be performed by those auditors on behalf of each Fund, and approves services to be performed by the auditors for certain affiliates, including the Manager, the Sub-Advisers and entities in a control relationship with the Manager or the Sub-Advisers that provide services to each Fund where the engagement relates directly to the operations and financial reporting of the Fund. The Committee considers the possible effect of those services on the independence of the Funds' independent registered public accounting firm.

Each member of each Fund's Audit Oversight Committee is independent, as independence for audit committee members is defined in the currently applicable listing standards of the New York Stock Exchange (the "NYSE"), on which the Common Shares of each Fund are listed.

The Board of each Fund has adopted a written charter for its Audit Oversight Committee. A copy of the written charter for each Fund, as amended through June 10, 2008 is attached to this Proxy Statement as Exhibit A. A report of the Audit Oversight Committee of PHK, dated May 27, 2009, is attached to this Proxy Statement as Exhibit B-1. A report of the Audit Oversight Committee of PFL and PFN, dated September 23, 2009, is attached to this Proxy Statement as EXHIBIT B-2. A report of the Audit Oversight Committee of NGZ, dated October 20, 2009, is attached to this Proxy Statement as Exhibit B-3.

**Nominating Committee.** The Board of each Fund has a Nominating Committee composed solely of Independent Trustees, currently consisting of Messrs. Belica, Connor, Kertess, Ogden, and Sullivan. The Nominating Committee is responsible for reviewing and recommending qualified candidates to the Board in the event that a position is vacated or created or when Trustees are to be nominated for election by shareholders. The Nominating Committee of each Fund has adopted a charter, which is posted on the following website:

<http://www.allianzinvestors.com/closedendfunds/literature>.

Each member of each Fund's Nominating Committee is independent, as independence for nominating committee members is defined in the currently applicable listing standards of the NYSE on which the Common Shares of each Fund are listed.

**Qualifications, Evaluation and Identification of Trustee/Nominees.** The Nominating Committee of each Fund requires that Trustee candidates have a college degree or equivalent business experience. When evaluating candidates, each Fund's Nominating Committee may take into account a wide variety of factors including, but not limited to: (i) availability and commitment of a candidate to attend meetings and perform his or her responsibilities on the Board, (ii) relevant industry and related experience, (iii) educational background, (iv) financial expertise, (v) an assessment of the candidate's ability, judgment and expertise and (vi) overall Board composition. The process of identifying nominees involves the consideration of candidates recommended by one or more of the following sources: (i) the Fund's current Trustees, (ii) the Fund's officers, (iii) the Fund's Shareholders and (iv) any other source the Committee



deems to be appropriate. The

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Nominating Committee of each Fund may, but is not required to, retain a third party search firm at the Fund's expense to identify potential candidates.

**Consideration of Candidates Recommended by Shareholders.** The Nominating Committee of each Fund will review and consider nominees recommended by Shareholders to serve as Trustees, provided that the recommending Shareholder follows the Procedures for Shareholders to Submit Nominee Candidates for the Allianz Global Investors Fund Management Sponsored Closed-End Funds, which are set forth as Appendix B to the Funds' Nominating Committee Charter. Among other requirements, these procedures provide that the recommending Shareholder must submit any recommendation in writing to the Fund, to the attention of the Fund's Secretary, at the address of the principal executive offices of the Fund and that such submission must be received at such offices not less than 45 days nor more than 75 days prior to the date of the Board or shareholder meeting at which the nominee would be elected. Any recommendation must include certain biographical and other information regarding the candidate and the recommending Shareholder, and must include a written and signed consent of the candidate to be named as a nominee and to serve as a Trustee if elected. The foregoing description of the requirements is only a summary. Please refer to Appendix B to the Nominating Committee Charter, which is available at [http://www.allianzinvestors.com/closedendfunds/literature\\_for\\_details](http://www.allianzinvestors.com/closedendfunds/literature_for_details).

The Nominating Committee has full discretion to reject nominees recommended by Shareholders, and there is no assurance that any such person properly recommended and considered by the Committee will be nominated for election to the Board of each Fund.

**Valuation Committee.** The Board of each Fund has a Valuation Committee currently consisting of Messrs. Belica, Connor, Kertess, Ogden and Sullivan. The Board of each Fund has delegated to the Committee the responsibility to determine or cause to be determined the fair value of each Fund's portfolio securities and other assets when market quotations are not readily available. The Valuation Committee reviews and approves procedures for the fair valuation of each Fund's portfolio securities and periodically reviews information from the Manager and the Sub-Adviser regarding fair value and liquidity determinations made pursuant to Board-approved procedures, and makes related recommendations to the full Board and assists the full Board in resolving particular fair valuation and other valuation matters.

**Compensation Committee.** The Board of each Fund has a Compensation Committee currently consisting of Messrs. Belica, Connor, Kertess, Ogden and Sullivan. The Compensation Committee meets as the Board deems necessary to review and make recommendations regarding compensation payable to the Trustees of the Fund who are not directors, officers, partners or employees of the Manager, the Sub-Advisers or any entity controlling, controlled by or under common control with the Manager or the Sub-Advisers.

**Meetings.** With respect to PHK, during the fiscal year ended March 31, 2009, the Board of Trustees held four regular meetings and two special meetings. The Audit Oversight Committee met in separate session twice, the Nominating Committee met in separate session once and the Valuation Committee and the Compensation Committee did not meet in separate sessions. Each Trustee attended at least 75% of the regular meetings of the Board and meetings of the committees on which such Trustee served for PHK that were held during the fiscal year ended March 31, 2009, except Ms. Taylor who was not appointed to the Board until June 10, 2008.

With respect to PFL, during the fiscal year ended July 31, 2009, the Board of Trustees held four regular meetings and two special meetings. The Audit Oversight Committee and the Nominating Committee met in separate session once and the Valuation Committee and the Compensation Committee did not meet in separate sessions. Each Trustee attended at least 75% of the regular meetings of the Board and meetings of the committees on which such Trustee served for PFL that were held during the fiscal year ended July 31, 2009, except Ms. Taylor who was not appointed to the Board until June 10, 2008.



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With respect to PFN, during the fiscal year ended July 31, 2009, the Board of Trustees held three regular meetings and two special meetings. The Audit Oversight Committee met in separate session once and the Valuation Committee, the Compensation Committee and the Nominating Committee did not meet in separate sessions. Each Trustee attended at least 75% of the regular meetings of the Board and meetings of the committees on which such Trustee served for PFN that were held during the fiscal year ended July 31, 2009, except Ms. Taylor who was not appointed to the Board until June 10, 2008.

With respect to NGZ, during the fiscal year ended August 31, 2009, the Board of Trustees held four regular meetings and one special meeting. The Audit Oversight Committee met in separate session twice and the Nominating Committee met in separate session once and the Valuation Committee and the Compensation Committee did not meet in separate sessions. Each Trustee attended at least 75% of the regular meetings of the Board and meetings of the committees on which such Trustee served for NGZ that were held during the fiscal year ended August 31, 2009, except Ms. Taylor who was not appointed to the Board until June 10, 2008.

**Shareholder Communications with the Board of Trustees.** The Board of Trustees of each Fund has adopted procedures by which Fund Shareholders may send communications to the Board. Shareholders may mail written communications to the Board to the attention of the Board of Trustees, [name of Fund], c/o Thomas J. Fuccillo, Chief Legal Officer ( CLO ), Allianz Global Investors Fund Management LLC, 1345 Avenue of the Americas, New York, NY 10105. Shareholder communications must (i) be in writing and be signed by the Shareholder and (ii) identify the class and number of Shares held by the Shareholder. The CLO or his designee of each Fund is responsible for reviewing properly submitted shareholder communications. The CLO shall either (i) provide a copy of each properly submitted shareholder communication to the Board at its next regularly scheduled Board meeting or (ii) if the CLO determines that the communication requires more immediate attention, forward the communication to the Trustees promptly after receipt. The CLO may, in good faith, determine that a shareholder communication should not be provided to the Board because it does not reasonably relate to a Fund or its operations, management, activities, policies, service providers, Board, officers, shareholders or other matters relating to an investment in the Fund or is otherwise routine or ministerial in nature. These procedures do not apply to (i) any communication from an officer or Trustee of a Fund, (ii) any communication from an employee or agent of a Fund, unless such communication is made solely in such employee's or agent's capacity as a shareholder, or (iii) any shareholder proposal submitted pursuant to Rule 14a-8 under the Exchange Act or any communication made in connection with such a proposal. A Fund's Trustees are not required to attend the Fund's annual shareholder meetings or to otherwise make themselves available to shareholders for communications, other than by the aforementioned procedures.

**Section 16(a) Beneficial Ownership Reporting Compliance.** Each Fund's Trustees and certain officers, investment advisers, certain affiliated persons of the investment advisers and persons who own more than 10% of any class of outstanding securities of a Fund (*i.e.*, a Fund's Common Shares or Preferred Shares) are required to file forms reporting their affiliation with the Fund and reports of ownership and changes in ownership of the Fund's securities with the Securities and Exchange Commission (the SEC) and the New York Stock Exchange (the NYSE). These persons and entities are required by SEC regulation to furnish the Fund with copies of all such forms they file. Based solely on a review of these forms furnished to each Fund, each Fund believes that each of the Trustees and relevant officers, investment advisers and relevant affiliated persons of the investment advisers has complied with all applicable filing requirements during each Fund's respective fiscal years, except that due to administrative oversight, late Form 3 filings were made for the following employees who are affiliated persons of PHK: William C. Powers, William H. Gross, Steven Ludwig, Mark Hudoff, Richard M. Weil, Brent R. Harris, Scott Whisten, Richard J. Cochran, Barbara R. Claussen, E. Blake Moore, Jr., and Hans W. Kertess. In December 2008 and January 2009, 13 amended

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Form 3s were filed solely for the purpose of attaching omitted Powers of Attorney for various reporting persons of PHK. Andrew Meyers and William S. Thompson (who are no longer reporting persons of PHK) failed to file Form 3s as affiliated persons of PHK. Late Form 3 filings were made for the following employees who are affiliated persons of PFL: Cyrille R. Conseil, William C. Powers, Steven Ludwig, Scott Whisten, Richard J. Cochran, and Barbara R. Claussen. A late Form 4 filing was made for William H. Gross, an affiliated person of PFL. In December 2008 and January 2009, 19 amended Form 3s were filed solely for the purpose of attaching omitted Powers of Attorney for various reporting persons of PFL. Andrew Meyers (who is no longer a reporting person of PFL) failed to file a Form 3 as an affiliated person of PFL. Late Form 3 filings were made for the following employees who are affiliated persons of PFN: Cyrille R. Conseil, William C. Powers, Steven Ludwig, Scott Whisten, Richard J. Cochran, Paul Belica and Barbara R. Claussen. In December 2008 and January 2009, 20 amended Form 3s were filed solely for the purpose of attaching omitted Powers of Attorney for various reporting persons of PFN. Late Form 3 filings were made for the following employees who are affiliated persons of NGZ: Deborah A. Wussow, Richard J. Cochran, Steven Tael, Michael Yee, Kunal Ghosh, and Justin Kass. In January 2009, 23 amended Form 3s were filed solely for the purpose of attaching omitted Powers of Attorney for various reporting persons of NGZ. William L. Stickney (who is no longer a reporting person of NGZ) failed to file a Form 3 as an affiliated person of NGZ.

**Required Vote.** The election of Messrs. Belica and Maney to the Board of Trustees of PHK, and the election of Messrs. Sullivan and Maney to the Board of Trustees of PFL and the election of Mr. Sullivan to the Board of Trustees of PFN will require the affirmative vote of a plurality of the votes of the Common and Preferred Shareholders (voting as a single class) of the relevant Fund cast in the election of Trustees at the Meeting, in person or by proxy. The election of Messrs. Belica and Maney to the Board of Trustees of NGZ will require the affirmative vote of a plurality of the votes of the Shareholders (voting as a single class) of the Fund cast in the election of Trustees at the Meeting, in person or by proxy.

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**Executive and Other Officers of the Funds.** The table below provides certain information concerning the executive officers of the Funds and certain other officers who perform similar duties. Officers hold office at the pleasure of the Board and until their successors are appointed and qualified or until their earlier resignation or removal. Officers and employees of the Funds who are principals, officers, members or employees of the Manager or the Sub-Advisers are not compensated by the Funds.

<b>Name, Address* and Date of Birth</b>	<b>Position(s) Held with Fund</b>	<b>Term of Office and Length of Time Served</b>	<b>Principal Occupation(s) During the Past 5 Years</b>
Brian S. Shlissel 11/14/1964	President & Chief Executive Officer	PHK Since inception (April 2003) PFL Since inception (August 2003) PFN Since inception (October 2004) NGZ Since inception (September 2007)	Executive Vice President, Director of Fund Administration, Allianz Global Investors Fund Management LLC; President and Chief Executive Officer of 33 funds in the Fund Complex; Treasurer, Principal Financial and Accounting Officer of 45 funds in the Fund Complex and The Korea Fund, Inc. Formerly, Director of 6 funds in the Fund Complex (2002-2008).
Lawrence G. Altadonna 03/10/1966	Treasurer, Principal Financial and Accounting Officer	PHK Since inception (April 2003) PFL Since inception (August 2003) PFN Since inception (October 2004) NGZ Since inception (September 2007)	Senior Vice President, Allianz Global Investors Fund Management LLC; Treasurer, Principal Financial and Accounting Officer of 33 funds in the Fund Complex; Assistant Treasurer of 45 funds in the Fund Complex and The Korea Fund, Inc.
Thomas J. Fuccillo 03/22/1968	Vice President, Secretary and Chief Legal Officer	PHK Since December 2004 PFL Since December 2004	Executive Vice President, Chief Legal Officer and Secretary of Allianz Global Investors Fund Management LLC and Allianz Global Investors Solutions LLC;

		PFN Since inception (October 2004)	Executive Vice President of Allianz Global Investors of America L.P.; Vice President, Secretary and Chief Legal Officer of 78 funds in the Fund Complex; Secretary and Chief Legal Officer of The Korea Fund, Inc. Formerly, Vice President and Associate General Counsel, Neuberger Berman, LLC, 1991-2004.
		NGZ Since inception (September 2007)	
Youse Guia 680 Newport Center Drive Suite 250 Newport Beach, CA 92660 09/03/1972	Chief Compliance Officer	PHK Since October 2004	Senior Vice President and Chief Compliance Officer of Allianz Global Investors of America L.P.; Chief Compliance Officer of 78 funds in the Fund Complex and The Korea Fund, Inc. Formerly, Vice President, Group Compliance Manager, Allianz Global Investors of America L.P., 2002-2004.
		PFL Since October 2004	
		PFN Since inception (October 2004)	
		NGZ Since inception (September 2007)	
Scott Whisten 03/13/1971	Assistant Treasurer	PHK Since January 2007	Vice President, Allianz Global Investors Fund Management LLC; Assistant Treasurer of 78 funds in the Fund Complex. Formerly, Accounting Manager, Prudential Investments, 2000-2005.
		PFL Since January 2007	
		PFN Since January 2007	
		NGZ Since inception (September 2007)	

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<b>Name, Address* and Date of Birth</b>	<b>Position(s) Held with Fund</b>	<b>Term of Office and Length of Time Served</b>	<b>Principal Occupation(s) During the Past 5 Years</b>
Richard J. Cochran 01/23/1961	Assistant Treasurer	Since May 2008	Vice President, Allianz Global Investors Fund Management LLC; Assistant Treasurer of 78 funds in the Fund Complex; formerly, Tax manager, Teachers Insurance Annuity Association/College Retirement Equity Fund (TIAA-CREF) (2002-2008).
Kathleen A. Chapman 11/11/1954	Assistant Secretary	Since December 2006 NGZ Since inception (September 2007)	Assistant Secretary of 78 funds in the Fund Complex. Formerly, Manager Individual Investor Group Advisory Law, Morgan Stanley (2004-2005); Paralegal and Assistant Corporate Secretary, Prudential Financial, Inc. (formerly American Skandia, Inc.) (1996-2004).
Lagan Srivastava 09/20/1977	Assistant Secretary	Since December 2006 NGZ Since inception (September 2007)	Assistant Secretary of 78 funds in the Fund Complex and The Korea Fund, Inc. Formerly, Research Assistant, Dechert LLP, 2004-2005; Research Assistant, Swidler Berlin Shereff Friedman LLP, 2002-2004.

\* Unless otherwise noted, the address of the Funds officers is Allianz Global Investors Fund Management LLC, 1345 Avenue of the Americas, 4th Floor, New York, New York 10105.

**Investment Manager and Sub-Advisers.** The Manager, located at 1345 Avenue of the Americas, New York, New York 10105, serves as the investment manager of the Funds. The Manager retains its affiliates, PIMCO as Sub-Adviser to PHK, PFL and PFN and NACM as Sub-Adviser to NGZ. PIMCO is located at 800 Newport Center Drive, Newport Beach, CA 92660. NACM is located at 600 W. Broadway, 30th Floor, San Diego, California 92101. The Manager and the Sub-Advisers are each majority-owned indirect subsidiaries of Allianz SE, a European insurance and financial services company.

**Legal Proceedings.** In June and September 2004, the Manager and certain of its affiliates (including PEA Capital LLC ( PEA ), Allianz Global Investors Distributors LLC and Allianz Global Investors of America, L.P.) agreed to settle, without admitting or denying the allegations, claims brought by the SEC and the New Jersey Attorney General alleging violations of federal and state securities laws with respect to certain open-end funds for which the Manager serves as investment adviser. The settlements related to an alleged market timing arrangement in certain open-end funds formerly sub-advised by PEA. The Manager and its affiliates agreed to pay a total of \$68 million to settle the claims. In addition to monetary payments, the settling parties agreed to undertake certain corporate governance,



compliance and disclosure reforms related to market timing, and consented to cease and desist orders and censures. Subsequent to these events, PEA deregistered as an investment adviser and dissolved. None of the settlements alleged that any inappropriate activity took place with respect to the Funds.

Since February 2004, the Manager, and certain of its affiliates and their employees have been named as defendants in a number of pending lawsuits concerning market timing, which allege the same or similar conduct underlying the regulatory settlements discussed above. The market timing lawsuits have been consolidated in a multi-district litigation proceeding in the United States District Court for the District of Maryland. Any potential resolution of these matters may include, but not be limited to, judgments or settlements for damages against the Manager, or its affiliates or related injunctions.

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The Manager and the Sub-Advisers believe that these matters are not likely to have a material adverse effect on the Funds or on their ability to perform their respective investment advisory activities relating to the Funds.

The foregoing speaks only as of the date of this document.

**Independent Registered Public Accounting Firm.** The Audit Oversight Committee of each Fund's Board unanimously selected PricewaterhouseCoopers LLP ( PwC ) as the independent registered public accounting firm for the fiscal years ending March 31, 2010 for PHK, July 31, 2010 for PFL and PFN and August 31, 2010 for NGZ. PwC served as the independent registered public accounting firm of each Fund for the last fiscal year and also serves as the independent registered public accounting firm of various other investment companies for which the Manager and the Sub-Advisers serve as investment adviser or sub-advisers. PwC is located at 300 Madison Avenue, New York, New York 10017. None of the Funds knows of any direct financial or material indirect financial interest of PwC in the Funds.

A representative of PwC, if requested by any Shareholder, will be present at the Meeting via telephone to respond to appropriate questions from Shareholders and will have an opportunity to make a statement if he or she chooses to do so.

**Pre-approval Policies and Procedures.** Each Fund's Audit Oversight Committee has adopted written policies relating to the pre-approval of audit and permitted non-audit services to be performed by the Fund's independent registered public accounting firm. Under the policies, on an annual basis, a Fund's Audit Oversight Committee reviews and pre-approves proposed audit and permitted non-audit services to be performed by the independent registered public accounting firm on behalf of the Fund. The President of each Fund also pre-approves any permitted non-audit services to be provided to the Fund.

In addition, each Fund's Audit Oversight Committee pre-approves annually any permitted non-audit services (including audit-related services) to be provided by the independent registered public accounting firm to the Manager, the Sub-Advisers and any entity controlling, controlled by, or under common control with the Manager that provides ongoing services to the Fund (together, the Accounting Affiliates ), provided, in each case, that the engagement relates directly to the operations and financial reporting of the Fund. Although the Audit Oversight Committee does not pre-approve all services provided by the independent registered public accounting firm to Accounting Affiliates (for instance, if the engagement does not relate directly to the operations and financial reporting of the Fund), the Committee receives an annual report from the independent registered public accounting firm showing the aggregate fees paid by Accounting Affiliates for such services.

Each Fund's Audit Oversight Committee may also from time to time pre-approve individual non-audit services to be provided to the Fund or an Accounting Affiliate that were not pre-approved as part of the annual process described above. The Chairman of each Fund's Audit Oversight Committee (or any other member of the Committee to whom this responsibility has been delegated) may also pre-approve these individual non-audit services, provided that the fee for such services does not exceed certain pre-determined dollar thresholds. Any such pre-approval by the Chairman (or by a delegate) is reported to the full Audit Oversight Committee at its next regularly scheduled meeting.

The pre-approval policies provide for waivers of the requirement that the Audit Oversight Committee pre-approve permitted non-audit services provided to the Funds or their Accounting Affiliates pursuant to de minimis exceptions described in Section 10A of the Exchange Act and applicable regulations (referred to herein as the de minimis exception ).

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**Audit Fees.** Audit Fees are fees related to the audit and review of the financial statements included in annual reports and registration statements, and other services that are normally provided in connection with statutory and regulatory filings or engagements. For each Fund's last two fiscal years, the Audit Fees billed by PwC are shown in the table below:

<b>Fund</b>	<b>Fiscal Year Ended</b>	<b>Audit Fees</b>
PHK	March 31, 2009	\$ 85,000
	March 31, 2008	\$ 78,000
PFL	July 31, 2009	\$ 116,000
	July 31, 2008	\$ 116,000
PFN	July 31, 2009	\$ 116,000
	July 31, 2008	\$ 116,000
NGZ	August 31, 2009	\$ 55,000
	August 31, 2008	\$ 55,000*

\* The initial fiscal year for NGZ, which ended on August 31, 2008 covered only eleven months.

**Audit-Related Fees.** Audit-Related Fees are fees related to assurance and related services that are reasonably related to the performance of the audit or review of financial statements, but not reported under Audit Fees above, and that include accounting consultations, agreed-upon procedure reports (inclusive of annual review of basic maintenance testing associated with the Preferred Shares), attestation reports and comfort letters. The table below shows, for each Fund's last two fiscal years, the Audit-Related Fees billed by PwC to that Fund. During those fiscal years, there were no Audit-Related Fees billed by PwC to the Funds' Accounting Affiliates for audit-related services related directly to the operation and financial reporting of the Funds.

<b>Fund</b>	<b>Fiscal Year Ended</b>	<b>Audit-Related Fees</b>
PHK	March 31, 2009	\$ 32,000
	March 31, 2008	\$ 16,000
PFL	July 31, 2009	\$ 16,000
	July 31, 2008	\$ 16,000
PFN	July 31, 2009	\$ 16,000
	July 31, 2008	\$ 16,000
NGZ	August 31, 2009	\$ 0
	August 31, 2008	\$ 0*

\* The initial fiscal year for NGZ, which ended on August 31, 2008 covered only eleven months.

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**Tax Fees.** Tax Fees are fees associated with tax compliance, tax advice and tax planning, including services relating to the filing or amendment of federal, state or local income tax returns, regulated investment company qualification reviews, and tax distribution and analysis reviews. The table below shows, for each Fund's last two fiscal years, the aggregate Tax Fees billed by PwC to each Fund. During those fiscal years, there were no Tax Fees billed by PwC to the Funds' Accounting Affiliates for audit-related services related directly to the operation and financial reporting of the Funds:

<b>Fund</b>	<b>Fiscal Year Ended</b>	<b>Tax Fees</b>
PHK	March 31, 2009	\$ 14,175
	March 31, 2008	\$ 13,500
PFL	July 31, 2009	\$ 14,175
	July 31, 2008	\$ 14,175
PFN	July 31, 2009	\$ 14,175
	July 31, 2008	\$ 14,175
NGZ	August 31, 2009	\$ 14,175
	August 31, 2008	\$ 14,175*

\* The initial fiscal year for NGZ, which ended on August 31, 2008, covered only eleven months.

**All Other Fees.** All Other Fees are fees related to services other than those reported above under Audit Fees, Audit-Related Fees and Tax Fees. For each Fund's last two fiscal years, no such fees were billed by PwC to the Fund or the Fund's Accounting Affiliates.

During the periods indicated in the tables above, no services described under Audit-Related Fees, Tax Fees or All Other Fees were approved pursuant to the de minimis exception.

**Aggregate Non-Audit Fees.** The aggregate non-audit fees billed by PwC, during each Fund's last two fiscal years, for services rendered to each Fund and the Fund's Accounting Affiliates are shown in the table below:

<b>Fund</b>	<b>Fiscal Year Ended</b>	<b>Aggregate Non-Audit Fees for Fund</b>	<b>Non-Audit Fees for Accounting Affiliates</b>	<b>Aggregate Non-Audit Fees</b>
PHK	March 31, 2009	\$ 46,175	\$ 5,236,644	\$ 5,282,819
	March 31, 2008	\$ 29,500	\$ 3,364,973	\$ 3,394,473
PFL	July 31, 2009	\$ 30,175	\$ 1,308,695	\$ 1,338,870
	July 31, 2008	\$ 30,175	\$ 1,014,811	\$ 1,044,986
PFN	July 31, 2009	\$ 30,175	\$ 1,308,695	\$ 1,338,870
	July 31, 2008	\$ 30,175	\$ 1,014,811	\$ 1,044,986
NGZ	August 31, 2009	\$ 14,175	\$ 0	\$ 14,175
	August 31, 2008	\$ 14,175	\$ 0	\$ 14,175*

\* The initial fiscal year for NGZ, which ended on August 31, 2008, covered only eleven months.

Each Fund's Audit Oversight Committee has determined that the provision by PwC of non-audit services to the Fund's Accounting Affiliates that were not pre-approved by the Committee were compatible with maintaining the independence of PwC as the Fund's principal auditors.

**Other Business.** As of the date of this Proxy Statement, each Fund's officers and the Manager know of no business to come before the Meeting other than as set forth in the Notice. If any other business is properly brought before the Meeting, including any adjournment thereof, the persons named as proxies will vote in their sole discretion.

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**Quorum, Adjournments and Methods of Tabulation.** A quorum for each Fund at the Meeting will consist of the presence in person or by proxy of thirty percent (30%) of the total Shares of each of Fund entitled to vote at the Meeting. In the event that a quorum is not present at the Meeting or, even if a quorum is present, in the event that sufficient votes in favor of the Proposal set forth in the Notice are not received by the time scheduled for the Meeting, the persons named as proxies may propose one or more adjournments of the Meeting after the date set for the original Meeting, with no other notice than announcement at the Meeting, to permit further solicitation of proxies with respect to the Proposal. In addition, if, in the judgment of the persons named as proxies, it is advisable to defer action on the Proposal, the persons named as proxies may propose one or more adjournments of the Meeting with respect to the Proposal for a reasonable time. Any adjournments with respect to the Proposal will require the affirmative vote of a plurality of the Shares of PHK, PFL, PFN and NGZ entitled to vote thereon present in person or represented by proxy at the session of the Meeting to be adjourned. The persons named as proxies will vote in favor of such adjournment those proxies which they are entitled to vote in favor of the Proposal. They will vote against any such adjournment those proxies required to be voted against the Proposal. The costs of any additional solicitation and of any adjourned session will be borne by the applicable Fund. Any proposals properly before the Meeting for which sufficient favorable votes have been received by the time of the Meeting will be acted upon and such action will be final regardless of whether the Meeting is adjourned to permit additional solicitation with respect to any other proposal.

Votes cast by proxy or in person at the Meeting will be counted by persons appointed by PHK, PFL, PFN and NGZ as tellers, (the Tellers ) for the Meeting. For purposes of determining the presence of a quorum for each Fund, the Tellers will count the total number of votes cast for or against approval of the Proposal for that Fund, as well as Shares represented by proxies that reflect abstentions and broker non-votes (*i.e.*, shares held by brokers or nominees as to which instructions have not been received from the beneficial owners or the persons entitled to vote and the broker or nominee does not have the discretionary voting power on a particular matter). Abstentions and broker non-votes will have no effect on the outcome of the Proposal for a Fund.

**Reports to Shareholders.** Below are the dates on or about which the 2009 Annual Reports to Shareholders of each Fund were mailed:

<b>Fund</b>	<b>Mail Date for 2009 Annual Report to Shareholders</b>
PHK	5/29/2009
PFL	9/28/2009
PFN	9/28/2009
NGZ	10/27/2009

**Additional copies of the Annual Reports and the Funds' Semi-Annual Reports may be obtained without charge from the Funds by calling 1-877-819-2224 or by writing to the Funds at 1345 Avenue of the Americas, New York, NY 10105.**

**Shareholder Proposals for 2010 Annual Meeting.** It is currently anticipated that each Fund's next annual meeting of Shareholders after the Meeting addressed in this Proxy Statement will be held in December 2010. Proposals of Shareholders intended to be presented at that annual meeting of the Fund must be received by the Fund no later than July 12, 2010 for inclusion in the Fund's proxy statement and proxy cards relating to that meeting. The submission by a Shareholder of a proposal for inclusion in the proxy materials does not guarantee that it will be included. Shareholder proposals are subject to certain requirements under the federal securities laws and must be submitted in accordance with the applicable Fund's Bylaws. Shareholders submitting any other proposals for the Fund intended to be presented at the 2010 annual meeting (*i.e.*, other



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than those to be included in the Fund's proxy materials) must ensure that such proposals are received by the Fund, in good order and complying with all applicable legal requirements and requirements set forth in the Fund's Bylaws, no earlier than September 10, 2010 and no later than September 25, 2010. If a Shareholder who wishes to present a proposal fails to notify the Fund within these dates, the proxies solicited for the meeting will have discretionary authority to vote on the Shareholder's proposal if it is properly brought before the meeting. If a Shareholder makes a timely notification, the proxies may still exercise discretionary voting authority under circumstances consistent with the SEC's proxy rules. Shareholder proposals should be addressed to the attention of the Secretary of the applicable Fund, at the address of the principal executive offices of the Fund, with a copy to David C. Sullivan, Ropes & Gray LLP, One International Place, Boston, Massachusetts 02110-2624.

PLEASE EXECUTE AND RETURN THE ENCLOSED PROXY CARDS PROMPTLY TO ENSURE THAT A QUORUM IS PRESENT AT THE ANNUAL MEETING. A SELF-ADDRESSED, POSTAGE-PAID ENVELOPE IS ENCLOSED FOR YOUR CONVENIENCE.

November 9, 2009

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*Exhibit A to Proxy Statement*

**Allianz Global Investors Fund Management Sponsored Closed-End Funds  
Audit Oversight Committee Charter**

(Adopted as of January 14, 2004,  
as amended through  
June 10, 2008)

The Board of Trustees (each a "Board") of each of the registered investment companies listed in Appendix A hereto (each a "Fund" and, collectively, the "Funds"), as the same may be periodically updated, has adopted this Charter to govern the activities of the Audit Oversight Committee (the "Committee") of the particular Board with respect to its oversight of the Fund. This Charter applies separately to each Fund and its particular Board and Committee, and shall be interpreted accordingly. This Charter supersedes and replaces any audit committee charter previously adopted by the Board or a committee of the Board.

**Statement of Purpose and Functions**

The Committee's general purpose is to oversee the Fund's accounting and financial reporting policies and practices and its internal controls, including by assisting with the Board's oversight of the integrity of the Fund's financial statements, the Fund's compliance with legal and regulatory requirements, the qualifications and independence of the Fund's independent auditors, and the performance of the Fund's internal control systems and independent auditors. The Committee's purpose is also to prepare reports required by Securities and Exchange Commission rules to be included in the Fund's annual proxy statements, if any.

The Committee's function is oversight. While the Committee has the responsibilities set forth in this Charter, it is not the responsibility of the Committee to plan or conduct audits, to prepare or determine that the Fund's financial statements are complete and accurate and are in accordance with generally accepted accounting principles, or to assure compliance with laws, regulations or any internal rules or policies of the Fund. Fund management is responsible for Fund accounting and the implementation and maintenance of the Fund's internal control systems, and the independent auditors are responsible for conducting a proper audit of the Fund's financial statements. Members of the Committee are not employees of the Funds and, in serving on this Committee, are not, and do not hold themselves out to be, acting as accountants or auditors. As such, it is not the duty or responsibility of the Committee or its members to conduct field work or other types of auditing or accounting reviews or procedures. Each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within management and outside the Fund from which the Committee receives information and (ii) the accuracy of financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary.

**Membership**

The Committee shall be comprised of as many trustees as the Board shall determine, but in any event not less than three (3) Trustees. Each member of the Committee must be a member of the Board. The Board may remove or replace any member of the Committee at any time in its sole discretion. One or more members of the Committee may be designated by the Board as the Committee's chairman or co-chairman, as the case may be.

Each member of the Committee may not be an "interested person" of the Fund, as defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended (the "Investment Company Act"), and must otherwise satisfy the standards for independence of an audit committee member of an investment



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company issuer as set forth in Rule 10A-3(b) (taking into account any exceptions to those requirements set for in such rule) under the Securities Exchange Act of 1934, as amended, and under applicable listing standards of the New York Stock Exchange (the NYSE ). Each member of the Committee must be financially literate (or must become so within a reasonable time after his or her appointment to the Committee) and at least one member of the Committee must have accounting or related financial management expertise, in each case as the Board interprets such qualification in its business judgment under NYSE listing standards.

## **Responsibilities and Duties**

The Committee's policies and procedures shall remain flexible to facilitate the Committee's ability to react to changing conditions and to generally discharge its functions. The following describe areas of attention in broad terms. The Committee shall:

1. Determine the selection, retention or termination of the Fund's independent auditors based on an evaluation of their independence and the nature and performance of the audit and any permitted non-audit services. Decisions by the Committee concerning the selection, retention or termination of the independent auditors shall be submitted to the Board for ratification in accordance with the requirements of Section 32(a) of the Investment Company Act. The Fund's independent auditors must report directly to the Committee, which shall be responsible for resolution of disagreements between management and the independent auditors relating to financial reporting.
2. To consider the independence of the Fund's independent auditors at least annually, and in connection therewith receive on a periodic basis formal written disclosures and letters from the independent auditors as required by the Independence Standards Board Standard ( ISB ) No. 1.
3. To the extent required by applicable regulations, pre-approve (i) all audit and permitted non-audit services rendered by the independent auditors to the Fund and (ii) all non-audit services rendered by the independent auditors to the Fund's investment advisers (including sub-advisers) and to certain of the investment advisers' affiliates. The Committee may implement policies and procedures by which such services are approved other than by the full Committee.
4. Review the fees charged by the independent auditors to the Fund, the investment advisers and certain affiliates of the investment advisers for audit, audit-related and permitted non-audit services.
5. If and to the extent that the Fund intends to have employees, set clear policies for the hiring by the Fund of employees or former employees of the Fund's independent auditors.
6. Obtain and review at least annually a report from the independent auditors describing (i) the accounting firm's internal quality-control procedures and (ii) any material issues raised (a) by the accounting firm's most recent internal quality-control review or peer review or (b) by any governmental or other professional inquiry or investigation performed within the preceding five years respecting one or more independent audits carried out by the firm, and any steps taken to address any such issues.
7. Review with the Fund's independent auditors arrangements for and the scope of the annual audit and any special audits, including the form of any opinion proposed to be rendered to the Board and shareholders of the Fund.
8. Meet with management and the independent auditors to review and discuss the Fund's annual audited financial statements, including a review of any specific disclosures of management's discussion of the

Fund's investment performance; and, with respect to the Fund's audited

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financial statements, discuss with the independent auditors matters required by Statement of Accounting Standards ( SAS ) No. 61 and any other matters required to be reported to the Committee under applicable law; and provide a statement whether, based on its review of the Fund s audited financial statements, the Committee recommends to the Board that the audited financial statements be included in the Fund s Annual Report.

Meet with management to review and discuss the Fund s unaudited financial statements included in the semi-annual report, including, if any, a review of any specific disclosure of management s discussion of the Fund s investment performance.

9. Discuss with management and the independent auditors the Fund s unaudited financial statements.
10. Review with the independent auditors any audit problems or difficulties encountered in the course of their audit work and management s responses thereto.
11. Review with management and, as applicable, with the independent auditors the Fund s accounting and financial reporting policies, practices and internal controls, management s guidelines and policies with respect to risk assessment and risk management, including the effect on the Fund of any recommendation of changes in accounting principles or practices by management or the independent auditors.
12. Discuss with management any press releases discussing the Fund s investment performance and other financial information about the Fund, as well as any financial information provided by management to analysts or rating agencies. The Committee may discharge this responsibility by discussing the general types of information to be disclosed by the Fund and the form of presentation (*i.e.*, a case-by-case review is not required) and need not discuss in advance each such release of information.
13. Establish procedures for (i) the receipt, retention, and treatment of complaints received by the Fund regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Fund, the Fund s investment advisers, administrator, principal underwriter (if any) or any other provider of accounting-related services for the investment advisers of concerns regarding accounting or auditing matters.
14. Investigate or initiate the investigation of any improprieties or suspected improprieties in the Fund s accounting operations or financial reporting.
15. Review with counsel legal and regulatory matters that have a material impact on the Fund s financial and accounting reporting policies and practices or its internal controls.
16. Report to the Board on a regular basis (at least annually) on the Committee s activities.
17. Perform such other functions consistent with this Charter, the Agreement and Declaration of Trust and Bylaws applicable to the Fund, and applicable law or regulation, as the Committee or the Board deems necessary or appropriate.

The Committee may delegate any portion of its authority and responsibilities as set forth in this Charter to a subcommittee of one or more members of the Committee.



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**Meetings**

At least annually, the Committee shall meet separately with the independent auditors and separately with the representatives of Fund management responsible for the financial and accounting operations of the Fund. The Committee shall hold other regular or special meetings as and when it deems necessary or appropriate.

**Outside Resources and Assistance from Management**

The appropriate officers of the Fund shall provide or arrange to provide such information, data and services as the Committee may request. The Committee shall have the authority to engage at the Fund's expense independent counsel and other experts and consultants whose expertise the Committee considers necessary to carry out its responsibilities. The Fund shall provide for appropriate funding, as determined by the Committee, for the payment of: (i) compensation of the Fund's independent auditors for the issuance of an audit report relating to the Fund's financial statements or the performance of other audit, review or attest services for the Fund; (ii) compensation of independent legal counsel or other advisers retained by the Committee; and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in fulfilling its purposes or carrying out its responsibilities under this Charter.

**Annual Evaluations**

The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any changes to the Board. In addition, the performance of the Committee shall be reviewed at least annually by the Board.

**Adoption and Amendments**

The Board shall adopt and approve this Charter and may amend the Charter at any time on the Board's own motion.

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Appendix A

Funds Subject to this Charter

(As of June 10, 2008)

NFJ DIVIDEND, INTEREST & PREMIUM STRATEGY FUND ( NFJ )  
NICHOLAS-APPLEGATE CONVERTIBLE & INCOME FUND ( NCV )  
NICHOLAS-APPLEGATE CONVERTIBLE & INCOME FUND II ( NCZ )  
NICHOLAS-APPLEGATE EQUITY & CONVERTIBLE INCOME FUND ( NIE )  
NICHOLAS-APPLEGATE GLOBAL EQUITY & CONVERTIBLE INCOME FUND ( NGZ )  
NICHOLAS-APPLEGATE INTERNATIONAL & PREMIUM STRATEGY FUND ( NAI )  
PCM FUND, INC. ( PCM )  
PIMCO CALIFORNIA MUNICIPAL INCOME FUND ( PCQ )  
PIMCO CALIFORNIA MUNICIPAL INCOME FUND II ( PCK )  
PIMCO CALIFORNIA MUNICIPAL INCOME FUND III ( PZC )  
PIMCO CORPORATE INCOME FUND ( PCN )  
PIMCO CORPORATE OPPORTUNITY FUND ( PTY )  
PIMCO FLOATING RATE INCOME FUND ( PFL )  
PIMCO FLOATING RATE STRATEGY FUND ( PFN )  
PIMCO GLOBAL STOCKSPPLUS & INCOME FUND ( PGP )  
PIMCO HIGH INCOME FUND ( PHK )  
PIMCO INCOME OPPORTUNITY FUND ( PKO )  
PIMCO MUNICIPAL ADVANTAGE FUND INC. ( MAF )  
PIMCO MUNICIPAL INCOME FUND ( PMF )  
PIMCO MUNICIPAL INCOME FUND II ( PML )  
PIMCO MUNICIPAL INCOME FUND III ( PMX )  
PIMCO NEW YORK MUNICIPAL INCOME FUND ( PNF )  
PIMCO NEW YORK MUNICIPAL INCOME FUND II ( PNI )  
PIMCO NEW YORK MUNICIPAL INCOME FUND III ( PYN )  
PIMCO STRATEGIC GLOBAL GOVERNMENT FUND INC. ( RCS )

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*Exhibit B-1 to Proxy Statement*

**Report of Audit Oversight Committee**

of the Board of Trustees of  
PIMCO High Income Fund (the Fund )

Dated May 27, 2009

The Audit Oversight Committee (the Committee ) oversees the Fund's financial reporting process on behalf of the Board of Trustees of the Fund (the Board ) and operates under a written Charter adopted by the Board. The Committee meets with the Fund's management ( Management ) and independent registered public accounting firm and reports the results of its activities to the Board. Management has the primary responsibility for the financial statements and the reporting process, including the system of internal controls. In connection with the Committee's and independent accountant's responsibilities, Management has advised that the Fund's financial statements for the fiscal year ended March 31, 2009 were prepared in conformity with the generally accepted accounting principles.

The Committee has reviewed and discussed with Management and PricewaterhouseCoopers LLP ( PwC ), the Fund's independent registered public accounting firm, the audited financial statements for the fiscal year ended March 31, 2009. The Committee has discussed with PwC the matters required to be discussed by Statements on Auditing Standard No. 61 (SAS 61). SAS 61 requires independent auditors to communicate to the Committee matters including, if applicable: 1) methods used to account for significant unusual transactions; 2) the effect of significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus; 3) the process used by management in formulating particularly sensitive accounting estimates and the basis for the independent registered public accounting firm's conclusions regarding the reasonableness of those estimates; and 4) disagreements with Management over the application of accounting principles and certain other matters.

With respect to the Fund, the Committee has received the written disclosure and the letter from PwC required by Independence Standards Board Standard No. 1 (requiring auditors to make written disclosure to and discuss with the Committee various matters relating to the independent registered public accounting firm's independence), and has discussed with PwC their independence. The Committee has also reviewed the aggregate fees billed by PwC for professional services rendered to the Fund and for non-audit services provided to Allianz Global Investors Fund Management LLC ( AGIFM ), the Fund's investment manager during portions of the last fiscal year, Pacific Investment Management Company LLC ( PIMCO ), the Fund's sub-adviser and any entity controlling, controlled by or under common control with AGIFM or PIMCO that provided services to the Fund. As part of this review, the Committee considered, in addition to other practices and requirements relating to selection of the Fund's independent registered public accounting firm, whether the provision of such non-audit services was compatible with maintaining the independence of PwC.

Based on the foregoing review and discussions, the Committee presents this Report to the Board and recommends that (1) the audited financial statements for the fiscal year ended March 31, 2009 be included in the Fund's Annual Report to shareholders for such fiscal year, (2) such Annual Report be filed with the Securities and Exchange Commission and the New York Stock Exchange, and (3) PwC be reappointed as the Fund's independent registered public accounting firm for the fiscal year ending March 31, 2010.



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Submitted by the Audit Oversight Committee of the Board of Trustees:

Paul Belica  
Robert E. Connor  
Hans W. Kertess  
R. Peter Sullivan III  
Diana L. Taylor  
William B. Ogden, IV

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*Exhibit B-2 to Proxy Statement*

**Report of Audit Oversight Committees  
of the Boards of Trustees of  
PIMCO Floating Rate Income Fund (PFL)  
PIMCO Floating Rate Strategy Fund (PFN)  
(each, a Fund )**

Dated September 23, 2009

The Audit Oversight Committee (the Committee ) oversees the Fund s financial reporting process on behalf of the Board of Trustees of each Fund (the Board ) and operates under a written Charter adopted by the Board. The Committee meets with the Fund s management ( Management ) and independent registered public accounting firm and reports the results of its activities to the Board. Management has the primary responsibility for the financial statements and the reporting process, including the system of internal controls. In connection with the Committee s and independent accountant s responsibilities, Management has advised that the Fund s financial statements for the fiscal year ended July 31, 2009 were prepared in conformity with the generally accepted accounting principles.

The Committee has reviewed and discussed with Management and PricewaterhouseCoopers LLP ( PwC ), the Fund s independent registered public accounting firm, the audited financial statements for the fiscal year ended July 31, 2009. The Committee has discussed with PwC the matters required to be discussed by Statements on Auditing Standard No. 61 (SAS 61). SAS 61 requires the independent registered public accounting firm to communicate to the Committee matters including, if applicable: 1) methods used to account for significant unusual transactions; 2) the effect of significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus; 3) the process used by management in formulating particularly sensitive accounting estimates and the basis for the auditor s conclusions regarding the reasonableness of those estimates; and 4) disagreements with Management over the application of accounting principles and certain other matters.

With respect to each Fund, the Committee has received the written disclosure and the letter from PwC required by Independence Standards Board Standard No. 1 (requiring registered public accounting firms to make written disclosure to and discuss with the Committee various matters relating to the auditor s independence), and has discussed with PwC their independence. The Committee has also reviewed the aggregate fees billed by PwC for professional services rendered to each Fund and for non-audit services provided to Allianz Global Investors Fund Management LLC ( AGIFM ), the Fund s investment manager and Pacific Investment Management Company LLC ( PIMCO ), the Fund s sub-adviser and any entity controlling, controlled by or under common control with AGIFM or PIMCO that provided services to each Fund. As part of this review, the Committee considered, in addition to other practices and requirements relating to selection of the Fund s independent registered public accounting firm, whether the provision of such non-audit services was compatible with maintaining the independence of PwC.

Based on the foregoing review and discussions, the Committee presents this Report to the Boards and recommends that (1) the audited financial statements for the fiscal year ended July 31, 2008 be included in the Fund s Annual Report to shareholders for such fiscal year, (2) such Annual Report be filed with the Securities and Exchange Commission and the New York Stock Exchange, and (3) PwC be reappointed as the Fund s independent registered public accounting firm for the fiscal year ending July 31, 2010.

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Submitted by the Audit Oversight Committees of the Boards of Trustees:

Paul Belica  
Robert E. Connor  
Hans W. Kertess  
R. Peter Sullivan III  
William B. Ogden, IV

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*Exhibit B-3 to Proxy Statement*

**Report of Audit Oversight Committee  
of the Board of Trustees of  
Nicholas-Applegate Global Equity & Convertible Income Fund  
(the Fund )**

Dated October 20, 2009

The Audit Oversight Committee (the Committee ) oversees the Fund s financial reporting process on behalf of the Board of Trustees of the Fund (the Board ) and operates under a written Charter adopted by the Board. The Committee meets with the Fund s management ( Management ) and independent registered public accounting firm and reports the results of its activities to the Board. Management has the primary responsibility for the financial statements and the reporting process, including the system of internal controls. In connection with the Committee s and independent accountant s responsibilities, Management has advised that the Fund s financial statements for the fiscal year ended August 31, 2008 were prepared in conformity with the generally accepted accounting principles.

The Committee has reviewed and discussed with Management and PricewaterhouseCoopers LLP ( PwC ), the Fund s independent registered public accounting firm, the audited financial statements for the fiscal year ended August 31, 2008. The Committee has discussed with PwC the matters required to be discussed by Statements on Auditing Standard No. 61 (SAS 61). SAS 61 requires independent auditors to communicate to the Committee matters including, if applicable: 1) methods used to account for significant unusual transactions; 2) the effect of significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus; 3) the process used by management in formulating particularly sensitive accounting estimates and the basis for the independent registered public accounting firm s conclusions regarding the reasonableness of those estimates; and 4) disagreements with Management over the application of accounting principles and certain other matters.

With respect to the Fund, the Committee has received the written disclosure and the letter from PwC required by Independence Standards Board Standard No. 1 (requiring auditors to make written disclosure to and discuss with the Committee various matters relating to the independent registered public accounting firm s independence), and has discussed with PwC their independence. The Committee has also reviewed the aggregate fees billed by PwC for professional services rendered to the Fund and for non-audit services provided to Allianz Global Investors Fund Management LLC ( AGIFM ), the Fund s investment manager during the last fiscal year, Nicholas Applegate Capital Management LLC ( NACM ), the Fund s sub-adviser and any entity controlling, controlled by or under common control with AGIFM or NACM that provided services to the Fund. As part of this review, the Committee considered, in addition to other practices and requirements relating to selection of the Fund s independent registered public accounting firm, whether the provision of such non-audit services was compatible with maintaining the independence of PwC.

Based on the foregoing review and discussions, the Committee presents this Report to the Board and recommends that (1) the audited financial statements for the fiscal year ended August 31, 2008 be included in the Fund s Annual Report to shareholders for such fiscal year, (2) such Annual Report be filed with the Securities and Exchange Commission and the New York Stock Exchange, and (3) PwC be reappointed as the Fund s independent registered public accounting firm for the fiscal year ending August 31, 2009.



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Submitted by the Audit Oversight Committee of the Board of Trustees:

Paul Belica  
Robert E. Connor  
Hans W. Kertess  
William B. Ogden, IV  
R. Peter Sullivan III

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PROXY  
NICHOLAS-APPLEGATE GLOBAL EQUITY & CONVERTIBLE INCOME FUND  
COMMON SHARES

PROXY IN CONNECTION WITH THE ANNUAL MEETING OF  
SHAREHOLDERS TO BE HELD ON DECEMBER 16, 2009

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF TRUSTEES OF THE FUND

The undersigned holder of common shares of Nicholas-Applegate Global Equity & Convertible Income Fund, a Massachusetts business trust (the Fund), hereby appoints Lawrence G. Altadonna, Thomas J. Fuccillo and Brian S. Shlissel, or any of them, as proxies for the undersigned, with full power of substitution in each of them, to attend the Annual Meeting of Shareholders of the Fund (the Annual Meeting) to be held at 10:30 a.m., Eastern Time, December 16, 2009 at the offices of Allianz Global Investors Fund Management LLC, 1345 Avenue of the Americas, 49th Floor, New York, New York 10105, and any postponement or adjournment thereof, to cast on behalf of the undersigned all votes that the undersigned is entitled to cast at the Annual Meeting and otherwise to represent the undersigned with all powers possessed by the undersigned if personally present at such Annual Meeting. The undersigned hereby acknowledges receipt of the Notice of Meeting and accompanying Proxy Statement and revokes any proxy heretofore given with respect to the Annual Meeting.

IF THIS PROXY IS PROPERLY EXECUTED, THE VOTES ENTITLED TO BE CAST BY THE UNDERSIGNED WILL BE CAST IN THE MANNER DIRECTED ON THE REVERSE SIDE HEREOF, AND WILL BE VOTED IN THE DISCRETION OF THE PROXY HOLDER(S) ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF. IF THIS PROXY IS PROPERLY EXECUTED BUT NO DIRECTION IS MADE AS REGARDS THE PROPOSAL INCLUDED IN THE PROXY STATEMENT, SUCH VOTES ENTITLED TO BE CAST BY THE UNDERSIGNED WILL BE CAST FOR SUCH PROPOSAL.

Please refer to the Proxy Statement for a discussion of the Proposal.

PLEASE VOTE, DATE AND SIGN ON THE REVERSE SIDE HEREOF  
AND RETURN THE SIGNED PROXY PROMPTLY IN THE ENCLOSED ENVELOPE.

NOTE: Please sign this proxy exactly as your name(s) appear(s) on the books Of the Fund. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, the signature should be that of an authorized officer who should state his or her title.

HAS YOUR ADDRESS CHANGED?

DO YOU HAVE ANY COMMENTS?

**Three simple methods to vote your proxy:**

**Internet:** Log on to [www.proxyvote.com](http://www.proxyvote.com). Make sure to have this proxy card available when you plan to vote your shares. You will need the control number found in the box at the right at the time you execute your vote.

**Touchtone Phone** Simply dial toll-free 1-866-458-9862 and follow the automated instructions. Please have this proxy card available at the time of the call.

**Mail:** Simply sign, date, and complete the reverse side of this proxy card and return it in the postage paid envelope provided.

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PROXY  
PIMCO HIGH INCOME FUND  
COMMON SHARES  
PROXY IN CONNECTION WITH THE ANNUAL MEETING OF  
SHAREHOLDERS TO BE HELD ON DECEMBER 16, 2009

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF TRUSTEES OF THE FUND

The undersigned holder of common shares of PIMCO High Income Fund, a Massachusetts business trust (the Fund ), hereby appoints Lawrence G. Altadonna, Thomas J. Fuccillo and Brian S. Shlissel, or any of them, as proxies for the undersigned, with full power of substitution in each of them, to attend the Annual Meeting of Shareholders of the Fund (the Annual Meeting ) to be held at 9:30 a.m., Eastern Time, December 16, 2009 at the offices of Allianz Global Investors Fund Management LLC, 1345 Avenue of the Americas, 49th Floor, New York, New York 10105, and any postponement or adjournment thereof, to cast on behalf of the undersigned all votes that the undersigned is entitled to cast at the Annual Meeting and otherwise to represent the undersigned with all powers possessed by the undersigned if personally present at such Annual Meeting. The undersigned hereby acknowledges receipt of the Notice of Meeting and accompanying Proxy Statement and revokes any proxy heretofore given with respect to the Annual Meeting.

IF THIS PROXY IS PROPERLY EXECUTED, THE VOTES ENTITLED TO BE CAST BY THE UNDERSIGNED WILL BE CAST IN THE MANNER DIRECTED ON THE REVERSE SIDE HEREOF, AND WILL BE VOTED IN THE DISCRETION OF THE PROXY HOLDER(S) ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF. IF THIS PROXY IS PROPERLY EXECUTED BUT NO DIRECTION IS MADE AS REGARDS THE PROPOSAL INCLUDED IN THE PROXY STATEMENT, SUCH VOTES ENTITLED TO BE CAST BY THE UNDERSIGNED WILL BE CAST FOR SUCH PROPOSAL.

Please refer to the Proxy Statement for a discussion of the Proposal.

PLEASE VOTE, DATE AND SIGN ON THE REVERSE SIDE HEREOF  
AND RETURN THE SIGNED PROXY PROMPTLY IN THE ENCLOSED ENVELOPE.

NOTE: Please sign this proxy exactly as your name(s) appear(s) on the books of the Fund. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, the signature should be that of an authorized officer who should state his or her title.

HAS YOUR ADDRESS CHANGED?

DO YOU HAVE ANY COMMENTS?

**Three simple methods to vote your proxy:**

**Internet:** Log on to [www.proxyvote.com](http://www.proxyvote.com). Make sure to have this proxy card available when you plan to vote your shares. You will need the control number found in the box at the right at the time you execute your vote.

**Touchtone Phone** Simply dial toll-free 1-866-458-9862 and follow the automated instructions. Please have this proxy card available at the time of the call.

**Mail:** Simply sign, date, and complete the reverse side of this proxy card and return it in the postage paid envelope provided.

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Please mark  
x votes as in  
this example.

Your Board of Trustees urges you to vote FOR the election of all Nominees.

I. Election of Trustees:

- (01) Paul Belica (Class III)
- (02) John C. Maney (Class III)

FOR	o	o	WITHHOLD
ALL			FROM ALL
NOMINEES			NOMINEES

o  
For all Nominees except as noted above

PIMCO HIGH INCOME FUND

COMMON SHARES

II. To vote and otherwise represent the undersigned on any other matter that may properly come before the Annual Meeting or any postponement or adjournment thereof, in the discretion of the proxy holder(s).

Please check box at right if an address change or o  
comment  
has been made on the reverse side of this card.  
Please be sure to sign and date this Proxy.

Shareholder		Joint Owner	
signature:	Date:	(if any) signature:	Date:



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PROXY  
PIMCO HIGH INCOME FUND  
PREFERRED SHARES  
PROXY IN CONNECTION WITH THE ANNUAL MEETING OF  
SHAREHOLDERS TO BE HELD ON DECEMBER 16, 2009

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF TRUSTEES OF THE FUND

The undersigned holder of preferred shares of PIMCO High Income Fund, a Massachusetts business trust (the Fund ), hereby appoints Lawrence G. Altadonna, Thomas J. Fuccillo and Brian S. Shlissel, or any of them, as proxies for the undersigned, with full power of substitution in each of them, to attend the Annual Meeting of Shareholders of the Fund (the Annual Meeting ) to be held at 9:30 a.m., Eastern Time, December 16, 2009 at the offices of Allianz Global Investors Fund Management LLC, 1345 Avenue of the Americas, 49th Floor, New York, New York 10105, and any postponement or adjournment thereof, to cast on behalf of the undersigned all votes that the undersigned is entitled to cast at the Annual Meeting and otherwise to represent the undersigned with all powers possessed by the undersigned if personally present at such Annual Meeting. The undersigned hereby acknowledges receipt of the Notice of Meeting and accompanying Proxy Statement and revokes any proxy heretofore given with respect to the Annual Meeting.

IF THIS PROXY IS PROPERLY EXECUTED, THE VOTES ENTITLED TO BE CAST BY THE UNDERSIGNED WILL BE CAST IN THE MANNER DIRECTED ON THE REVERSE SIDE HEREOF, AND WILL BE VOTED IN THE DISCRETION OF THE PROXY HOLDER(S) ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF. IF THIS PROXY IS PROPERLY EXECUTED BUT NO DIRECTION IS MADE AS REGARDS THE PROPOSAL INCLUDED IN THE PROXY STATEMENT, SUCH VOTES ENTITLED TO BE CAST BY THE UNDERSIGNED WILL BE CAST FOR SUCH PROPOSAL.

Please refer to the Proxy Statement for a discussion of the Proposal.

PLEASE VOTE, DATE AND SIGN ON THE REVERSE SIDE HEREOF  
AND RETURN THE SIGNED PROXY PROMPTLY IN THE ENCLOSED ENVELOPE.

NOTE: Please sign this proxy exactly as your name(s) appear(s) on the books of the Fund. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, the signature should be that of an authorized officer who should state his or her title.

HAS YOUR ADDRESS CHANGED?

DO YOU HAVE ANY COMMENTS?

**Three simple methods to vote your proxy:**

**Internet:** Log on to [www.proxyvote.com](http://www.proxyvote.com). Make sure to have this proxy card available when you plan to vote your shares. You will need the control number found in the box at the right at the time you execute your vote.

**Touchtone Phone** Simply dial toll-free 1-866-458-9862 and follow the automated instructions. Please have this proxy card available at the time of the call.

**Mail:** Simply sign, date, and complete the reverse side of this proxy card and return it in the postage paid envelope provided.

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**Table of Contents**

Please mark  
x votes as in  
this example.

Your Board of Trustees urges you to vote FOR the election of all Nominees.

I. Election of Trustees:

- (01) Paul Belica (Class III)
- (02) John C. Maney (Class III)

FOR	o	o	WITHHOLD
ALL			FROM ALL
NOMINEES			NOMINEES

o  
For all Nominees except as noted above

PIMCO HIGH INCOME FUND

PREFERRED SHARES

II. To vote and otherwise represent the undersigned on any other matter that may properly come before the Annual Meeting or any postponement or adjournment thereof, in the discretion of the proxy holder(s).

Please check box at right if an address change or o  
comment  
has been made on the reverse side of this card.  
Please be sure to sign and date this Proxy.

Shareholder		Joint Owner	
signature:	Date:	(if any) signature:	Date:



**Table of Contents**

PROXY  
PIMCO FLOATING RATE INCOME FUND  
COMMON SHARES  
PROXY IN CONNECTION WITH THE ANNUAL MEETING OF  
SHAREHOLDERS TO BE HELD ON DECEMBER 16, 2009

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF TRUSTEES OF THE FUND

The undersigned holder of common shares of PIMCO Floating Rate Income Fund, a Massachusetts business trust (the Fund ), hereby appoints Lawrence G. Altadonna, Thomas J. Fuccillo and Brian S. Shlissel, or any of them, as proxies for the undersigned, with full power of substitution in each of them, to attend the Annual Meeting of Shareholders of the Fund (the Annual Meeting ) to be held at 9:30 a.m., Eastern Time, December 16, 2009 at the offices of Allianz Global Investors Fund Management LLC, 1345 Avenue of the Americas, 49th Floor, New York, New York 10105, and any postponement or adjournment thereof, to cast on behalf of the undersigned all votes that the undersigned is entitled to cast at the Annual Meeting and otherwise to represent the undersigned with all powers possessed by the undersigned if personally present at such Annual Meeting. The undersigned hereby acknowledges receipt of the Notice of Meeting and accompanying Proxy Statement and revokes any proxy heretofore given with respect to the Annual Meeting.

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HAS YOUR ADDRESS CHANGED?

DO YOU HAVE ANY COMMENTS?

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**Table of Contents**

Please mark  
x votes as in  
this example.

Your Board of Trustees urges you to vote FOR the election of all Nominees.

I. Election of Trustees:

(03) R. Peter Sullivan III (Class III)

(04) John C. Maney (Class III)

FOR	o	o	WITHHOLD
ALL			FROM ALL
NOMINEES			NOMINEES

o  
For all Nominees except as noted above

PIMCO FLOATING RATE INCOME FUND

COMMON SHARES

II. To vote and otherwise represent the undersigned on any other matter that may properly come before the Annual Meeting or any postponement or adjournment thereof, in the discretion of the proxy holder(s).

Please check box at right if an address change or o  
comment  
has been made on the reverse side of this card.  
Please be sure to sign and date this Proxy.

Shareholder  
signature:

Date:

Joint Owner  
(if any) signature:

Date:

**Table of Contents**

PROXY  
PIMCO FLOATING RATE INCOME FUND  
PREFERRED SHARES  
PROXY IN CONNECTION WITH THE ANNUAL MEETING OF  
SHAREHOLDERS TO BE HELD ON DECEMBER 16, 2009

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The undersigned holder of preferred shares of PIMCO Floating Rate Income Fund, a Massachusetts business trust (the Fund ), hereby appoints Lawrence G. Altadonna, Thomas J. Fuccillo and Brian S. Shlissel, or any of them, as proxies for the undersigned, with full power of substitution in each of them, to attend the Annual Meeting of Shareholders of the Fund (the Annual Meeting ) to be held at 9:30 a.m., Eastern Time, December 16, 2009 at the offices of Allianz Global Investors Fund Management LLC, 1345 Avenue of the Americas, 49th Floor, New York, New York 10105, and any postponement or adjournment thereof, to cast on behalf of the undersigned all votes that the undersigned is entitled to cast at the Annual Meeting and otherwise to represent the undersigned with all powers possessed by the undersigned if personally present at such Annual Meeting. The undersigned hereby acknowledges receipt of the Notice of Meeting and accompanying Proxy Statement and revokes any proxy heretofore given with respect to the Annual Meeting.

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DO YOU HAVE ANY COMMENTS?

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Please mark  
x votes as in  
this example.

Your Board of Trustees urges you to vote FOR the election of all Nominees.

I. Election of Trustees:

(01) R. Peter Sullivan III (Class III)

(02) John C. Maney (Class III)

FOR	o	o	WITHHOLD
ALL			FROM ALL
NOMINEES			NOMINEES

o  
For all Nominees except as noted above

PIMCO FLOATING RATE INCOME FUND

PREFERRED SHARES

II. To vote and otherwise represent the undersigned on any other matter that may properly come before the Annual Meeting or any postponement or adjournment thereof, in the discretion of the proxy holder(s).

Please check box at right if an address change or o  
comment  
has been made on the reverse side of this card.  
Please be sure to sign and date this Proxy.

Shareholder		Joint Owner	
signature:	Date:	(if any) signature:	Date:



**Table of Contents**

PROXY  
PIMCO FLOATING RATE STRATEGY FUND  
COMMON SHARES  
PROXY IN CONNECTION WITH THE ANNUAL MEETING OF  
SHAREHOLDERS TO BE HELD ON DECEMBER 16, 2009

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF TRUSTEES OF THE FUND

The undersigned holder of common shares of PIMCO Floating Rate Strategy Fund, a Massachusetts business trust (the Fund), hereby appoints Lawrence G. Altadonna, Thomas J. Fuccillo and Brian S. Shlissel, or any of them, as proxies for the undersigned, with full power of substitution in each of them, to attend the Annual Meeting of Shareholders of the Fund (the Annual Meeting) to be held at 9:30 a.m., Eastern Time, December 16, 2009 at the offices of Allianz Global Investors Fund Management LLC, 1345 Avenue of the Americas, 49th Floor, New York, New York 10105, and any postponement or adjournment thereof, to cast on behalf of the undersigned all votes that the undersigned is entitled to cast at the Annual Meeting and otherwise to represent the undersigned with all powers possessed by the undersigned if personally present at such Annual Meeting. The undersigned hereby acknowledges receipt of the Notice of Meeting and accompanying Proxy Statement and revokes any proxy heretofore given with respect to the Annual Meeting.

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Please mark  
x votes as in  
this example.

Your Board of Trustees urges you to vote FOR the election of all Nominees.

I. Election of Trustees:

(01) R. Peter Sullivan III (Class II)

FOR	o	o	WITHHOLD
ALL			FROM ALL
NOMINEES			NOMINEES

o  
For all Nominees except as noted above

PIMCO FLOATING RATE STRATEGY FUND

COMMON SHARES

II. To vote and otherwise represent the undersigned on any other matter that may properly come before the Annual Meeting or any postponement or adjournment thereof, in the discretion of the proxy holder(s).

Please check box at right if an address change or o  
comment  
has been made on the reverse side of this card.  
Please be sure to sign and date this Proxy.

Shareholder		Joint Owner	
signature:	Date:	(if any) signature:	Date:



**Table of Contents**

PROXY  
PIMCO FLOATING RATE STRATEGY FUND  
PREFERRED SHARES  
PROXY IN CONNECTION WITH THE ANNUAL MEETING OF  
SHAREHOLDERS TO BE HELD ON DECEMBER 16, 2009

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---

**Table of Contents**

Please mark  
x votes as in  
this example.

Your Board of Trustees urges you to vote FOR the election of all Nominees.

I. Election of Trustees:

(01) R. Peter Sullivan III (Class II)

FOR	o	o	WITHHOLD
ALL			FROM ALL
NOMINEES			NOMINEES

o  
For all Nominees except as noted above

PIMCO FLOATING RATE STRATEGY FUND

PREFERRED SHARES

II. To vote and otherwise represent the undersigned on any other matter that may properly come before the Annual Meeting or any postponement or adjournment thereof, in the discretion of the proxy holder(s).

Please check box at right if an address change or o  
comment  
has been made on the reverse side of this card.  
Please be sure to sign and date this Proxy.

Shareholder		Joint Owner	
signature:	Date:	(if any) signature:	Date: