

PIMCO MUNICIPAL INCOME FUND
Form DEF 14A
November 18, 2011

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

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 Joint Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 14a-12

PIMCO MUNICIPAL INCOME FUND
PIMCO CALIFORNIA MUNICIPAL INCOME FUND
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

(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)(4) 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:

(5) Total fee paid:

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- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

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

(3) Filing Party:

(4) Date Filed:

NOTICE OF JOINT ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 19, 2011

C/O ALLIANZ GLOBAL INVESTORS FUND MANAGEMENT LLC

1633 Broadway
New York, New York 10019

To the Shareholders of PIMCO Municipal Income Fund (PMF), PIMCO California Municipal Income Fund (PCQ), PIMCO New York Municipal Income Fund (PNF), PIMCO Municipal Income Fund II (PML), PIMCO California Municipal Income Fund II (PCK), PIMCO New York Municipal Income Fund II (PNI), PIMCO Municipal Income Fund III (PMX), PIMCO California Municipal Income Fund III (PZC), and PIMCO New York Municipal Income Fund III (PYN) (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 1633 Broadway, between West 50th and West 51st Streets, 42nd Floor, New York, New York 10019, on Monday, December 19, 2011 at 9:30 A.M., Eastern Time, for the following purposes, which are more fully described in the accompanying Proxy Statement:

1. To elect Trustees of each Fund, 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 adjournment(s) or postponement(s) thereof.

The Board of Trustees of each Fund has fixed the close of business on November 1, 2011 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 18, 2011

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.

PIMCO MUNICIPAL INCOME FUND (PMF)
PIMCO CALIFORNIA MUNICIPAL INCOME FUND (PCQ)
PIMCO NEW YORK MUNICIPAL INCOME FUND (PNF)
PIMCO MUNICIPAL INCOME FUND II (PML)
PIMCO CALIFORNIA MUNICIPAL INCOME FUND II (PCK)
PIMCO NEW YORK MUNICIPAL INCOME FUND II (PNI)
PIMCO MUNICIPAL INCOME FUND III (PMX)
PIMCO CALIFORNIA MUNICIPAL INCOME FUND III (PZC)
PIMCO NEW YORK MUNICIPAL INCOME FUND III (PYN)

C/O ALLIANZ GLOBAL INVESTORS FUND MANAGEMENT LLC

1633 Broadway
New York, New York 10019

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE
JOINT ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 19, 2011**

This 2011 Proxy Statement and the Annual Reports to Shareholders for the fiscal years ended April 30, 2011 for PMF, PCQ and PNF, May 31, 2011 for PML, PCK and PNI, and September 30, 2011 for PMX, PZC and PYN are also available at www.allianzinvestors.com/closedendfunds.

**PROXY STATEMENT
NOVEMBER 18, 2011**

FOR THE JOINT ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 19, 2011

INTRODUCTION

This Proxy Statement is furnished in connection with the solicitation by the Board of Trustees (the **Board**) of the shareholders of PIMCO Municipal Income Fund (**PMF**), PIMCO California Municipal Income Fund (**PCQ**), PIMCO New York Municipal Income Fund (**PNF**), PIMCO Municipal Income Fund II (**PML**), PIMCO California Municipal Income Fund II (**PCK**), PIMCO New York Municipal Income Fund II (**PNI**), PIMCO Municipal Income Fund III (**PMX**), PIMCO California Municipal Income Fund III (**PZC**), and PIMCO New York Municipal Income Fund III (**PYN**) (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(s) or postponement(s) thereof (the **Meeting**). The Meeting will be held at the offices of Allianz Global Investors Fund Management LLC (**AGIFM** or the **Manager**), at 1633 Broadway, between West 50th and West 51st Streets, 42nd Floor, New York, New York 10019, on Monday, December 19, 2011 at 9:30 A.M., Eastern Time.

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 18, 2011.

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The Meeting is scheduled as a joint meeting of the holders of common shares of each Fund (the Common Shareholders) and preferred shares of each Fund (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. The Shareholders of each Fund will vote on the applicable 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.

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The Board of each Fund has fixed the close of business on November 1, 2011 as the record date (the **Record Date**) for the determination of Shareholders of each Fund entitled to notice of, and to vote at, the Meeting and any adjournment(s) or postponement(s) 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 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:

	Outstanding Common Shares	Outstanding Preferred Shares
PMF	25,227,532	7,600
PCQ	18,434,605	6,000
PNF	7,648,224	1,880
PML	60,484,193	14,680
PCK	31,426,349	6,520
PNI	10,847,884	3,160
PMX	32,312,651	7,560
PZC	21,889,223	5,000
PYN	5,615,507	1,280

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, with respect to the election of Trustees and on each other proposal brought before the Meeting (including the election of Trustee nominees for election by all Shareholders), the Preferred Shareholders will have equal voting rights (*i.e.*, one vote per Share) with the applicable Fund's Common Shareholders and, will vote together with Common Shareholders as a single class. As summarized in the table below:

PMF/PCQ/PNF/PML/PCK/PNI/PMX/PZC/PYN:

The Common and Preferred Shareholders of the Funds, voting together as a single class, have the right to vote on the election of Bradford K. Gallagher and Deborah A. Zoullas, and the re-election of John C. Maney, as Trustees of the Funds.

Summary

Proposal	Common Shareholders	Preferred Shareholders
Election of Trustees		
PMF/PCQ/PNF/PML/PCK/PNI/PMX/PZC/PYN		
Independent Trustees/Nominees*		
Election of Bradford K. Gallagher	ü	ü
Election of Deborah A. Zoullas	ü	ü
Interested Trustee/Nominee**		

Re-election of John C. Maney

ü

ü

* 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 Funds, as defined in Section 2(a)(19) of the 1940 Act, due to his position as Chief Executive Officer of the Manager, among other positions with the Manager and various affiliated entities.

You may vote by mail by returning a properly executed proxy card, by Internet by going to the website listed on the proxy card, by telephone using the toll-free number listed on the proxy card, or in person by attending the Meeting. Shares represented by duly executed and timely delivered proxies will be voted as instructed on the proxy. If you execute and 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 1633 Broadway, New York, New York 10019, (ii) by properly executing and submitting a later-dated proxy vote, or (iii) by attending the Meeting and voting in person. Please call 1-800-254-5197 for information on how to obtain directions to be able to attend the Meeting and vote in person. If any proposal, other than the Proposals 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 1633 Broadway, New York, New York 10019. AGIFM serves as the investment manager of each Fund and retains its affiliate, Pacific Investment Management Company LLC (PIMCO or the Sub-Adviser), to serve as the sub-adviser to the Funds. Additional information regarding the Manager and the Sub-Adviser may be found under Additional Information Investment Manager and Sub-Adviser below.

The solicitation will be primarily by mail and the cost of soliciting proxies for a Fund will be borne individually by each 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 Fund based on its relative net assets.

As of the Record Date, 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 a class of a Fund:

Beneficial Owner	Fund	Percentage of Ownership of Class
UBS AG Bahnhofstrasse 45, PO Box CH-8021 Zurich, Switzerland	PMF	73.36% of Preferred Shares
UBS AG Bahnhofstrasse 45, PO Box CH-8021 Zurich, Switzerland	PCQ	72.77% of Preferred Shares
First Trust Portfolios L.P. 120 East Liberty Drive, Suite 400 Wheaton, Illinois 60187	PCQ	10.2% of Common Shares
UBS AG Bahnhofstrasse 45, PO Box CH-8021 Zurich, Switzerland	PNF	67.82% of Preferred Shares
Bank of America Corporation 100 North Tryon Street, Charlotte, North Carolina 28255	PNF	13.4% of Preferred Shares
First Trust Portfolios L.P. 120 East Liberty Drive, Suite 400	PNF	6.1% of Common Shares

Wheaton, Illinois 60187

Beneficial Owner	Fund	Percentage of Ownership of Class
UBS AG Bahnhofstrasse 45, PO Box CH-8021 Zurich, Switzerland	PML	63.25% of Preferred Shares
First Trust Portfolios L.P. 120 East Liberty Drive, Suite 400 Wheaton, Illinois 60187	PML	5.2% of Common Shares
UBS AG Bahnhofstrasse 45, PO Box CH-8021 Zurich, Switzerland	PCK	57.25% of Preferred Shares
Bank of America Corporation 100 North Tryon Street, Charlotte, North Carolina 28255	PCK	7.2% of Preferred Shares
UBS AG Bahnhofstrasse 45, PO Box CH-8021 Zurich, Switzerland	PNI	62.53% of Preferred Shares
Bank of America Corporation 100 North Tryon Street, Charlotte, North Carolina 28255	PNI	7.5% of Preferred Shares
UBS AG Bahnhofstrasse 45, PO Box CH-8021 Zurich, Switzerland	PMX	67.76% of Preferred Shares
Citigroup Inc. 399 Park Avenue New York, NY 10043	PMX	10.8% of Preferred Shares
UBS AG Bahnhofstrasse 45, PO Box CH-8021 Zurich, Switzerland	PZC	66.98% of Preferred Shares
First Trust Portfolios L.P. 120 East Liberty Drive, Suite 400 Wheaton, Illinois 60187	PZC	10.4% of Common Shares
UBS AG Bahnhofstrasse 45, PO Box CH-8021 Zurich, Switzerland	PYN	81.09% of Preferred Shares
Bank of America Corporation 100 North Tryon Street, Charlotte, North Carolina 28255	PYN	8.4% of Preferred Shares
First Trust Portfolios L.P. 120 East Liberty Drive, Suite 400 Wheaton, Illinois 60187	PYN	6.9% of Common Shares

¹ Except for Alan Rappaport, a Trustee of the Funds, who owns 1,500 Common Shares of PML, none of the other Trustees or Officers of any Fund owned any of such Funds' outstanding Shares.

PROPOSAL: ELECTION OF TRUSTEES

In accordance with each Fund's Amended and Restated Agreement and 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. On March 7, 2011, the Boards of each Fund appointed Deborah A. Zoullas to serve as a Trustee to fill a Class II vacancy for PMF, PCQ, PNF, PML, PCK and PNI and to fill a Class III vacancy for PMX, PZC and PYN. On December 15, 2010, the Boards of each Fund appointed Bradford K. Gallagher to serve as a Trustee to fill a Class III vacancy for PMF, PCQ, PNF, PML, PCK and PNI and a Class II vacancy for PMX, PZC and PYN, resulting from the retirement of R. Peter Sullivan III, who formerly served as a Trustee of each Fund. Accordingly, the Nominating Committee has recommended Ms. Zoullas and Mr. Gallagher for election as Trustees by the Shareholders of each Fund. The Nominating Committee has also recommended John C. Maney, listed herein for re-election by the Shareholders, as a Trustee to the Funds.

With respect to all the Funds, 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 2012 annual meeting of shareholders; and the term of office of the Class II Trustees will expire at the 2013 annual meeting of shareholders.

PMF/PCQ/PNF/PML/PCK/PNI. Currently, Bradford K. Gallagher and John C. Maney are Class III Trustees and Deborah A. Zoullas is a Class II Trustee of PMF, PCQ, PNF, PML, PCK and PNI. The Nominating Committee has recommended to the Board that Mr. Gallagher be nominated for election by the Common and Preferred Shareholders, voting as a single class, as a Class III Trustee, Mr. Maney be nominated for re-election by the Common and Preferred Shareholders, voting as a single class, as a Class III Trustee and Ms. Zoullas be nominated for election by the Common and Preferred Shareholders, voting as a single class, as a Class II Trustee at the Meeting. Consistent with each 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. Gallagher and Maney will serve terms consistent with the Class III Trustees, which will expire at the Funds' 2014 annual meeting. If elected at the Meeting, Ms. Zoullas will serve a term consistent with the Class II Trustees, which will expire at the Funds' 2013 annual meeting.

PMX/PZC/PYN. Currently, Deborah A. Zoullas and John C. Maney are Class III Trustees and Bradford K. Gallagher is a Class II Trustee of PMX, PZC and PYN. The Nominating Committee has recommended to the Board that Ms. Zoullas be nominated for election by the Common and Preferred Shareholders, voting as a single class, as a Class III Trustee, Mr. Maney be nominated for re-election by the Common and Preferred Shareholders, voting as a single class, as a Class III Trustee, and Mr. Gallagher be nominated for election by the Common and Preferred Shareholders, voting as a single class, as a Class II Trustee at the Meeting. Consistent with each Fund's Declaration, if elected, the nominees shall hold office for terms coinciding with the Class of Trustees to which they have been designated. Therefore, if elected at the Meeting, Ms. Zoullas and Mr. Maney will serve terms consistent with the Class III Trustees, which will expire at the Funds' 2014 annual meeting. If elected at the Meeting, Mr. Gallagher will serve a term consistent with the Class II Trustees, which will expire at the Funds' 2013 annual meeting.

All members of each Board of the Funds 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:

Trustee/Nominee	Class	Expiration of Term if Elected*
PMF/PCQ/PNF/PML/PCK/PNI		
Bradford K. Gallagher	Class III	2014 Annual Meeting
Deborah A. Zoullas	Class II	2013 Annual Meeting
John C. Maney	Class III	2014 Annual Meeting
PMX/PZC/PYN		
Bradford K. Gallagher	Class II	2013 Annual Meeting
Deborah A. Zoullas	Class III	2014 Annual Meeting
John C. Maney	Class III	2014 Annual Meeting

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

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).

Trustees and Officers

The business of each Fund is managed under the direction of the Fund's Board of Trustees. Subject to the provisions of each Fund's Declaration, its By-Laws and applicable state law, the Trustees have all powers necessary and convenient to carry out this responsibility, including the election and removal of the Fund's officers.

Board Leadership Structure If the nominees are elected as proposed, the Board of Trustees of each Fund will consist of eight Trustees, seven of whom are not interested persons (within the meaning of Section 2(a)(19) of the 1940 Act) of the Fund or of the Manager (the Independent Trustees). An Independent Trustee serves as Chairman and is selected by a vote of the majority of the Independent Trustees. The Chairman presides at meetings of the Board and acts as a liaison with service providers, officers, attorneys and other Trustees generally between meetings, and performs such other functions as may be requested by the Board from time to time.

The Board of Trustees meets regularly four times each year to discuss and consider matters concerning the Funds, and also holds special meetings to address matters arising between regular meetings. The Independent Trustees regularly meet outside the presence of management and are advised by independent legal counsel. Regular meetings generally take place in-person; other meetings may take place in-person or by telephone.

The Board of Trustees has established four standing Committees to facilitate oversight of the management of the Funds: the Audit Oversight Committee, the Nominating Committee, the Valuation Committee and the Compensation Committee. The functions and role of each Committee are described below under Board Committees and Meetings. The membership of each Committee consists of all of the Independent Trustees, which the Board believes allows them to participate in the full range of the Board's oversight duties.

The Board reviews its leadership structure periodically and has determined that this leadership structure, including an Independent Chairman, a supermajority of Independent Trustees and Committee membership limited to Independent Trustees, is appropriate in light of the characteristics and circumstances of each Fund. In reaching this conclusion, the Board considered, among other things, the predominant role of the Manager and Sub-Adviser in the day-to-day management of Fund affairs, the extent to which the work of the Board is conducted through the Committees, the number of portfolios that comprise the Fund Complex (defined below), the variety of asset classes those portfolios include, the net assets of each Fund and the Fund Complex and the management and other service arrangements of each Fund and the Fund Complex. The Board also believes that its structure, including the presence of one Trustee who is an executive with various Manager-affiliated entities, facilitates an efficient flow of information concerning the management of each Fund to the Independent Trustees.

Risk Oversight Each of the Funds has retained the Manager and the Sub-Adviser to provide investment advisory services, and, in the case of the Manager, to oversee the Fund's business affairs and administrative matters, and these service providers are principally responsible for the management of risks that may arise from Fund investments and operations. Some employees of the Manager serve as the Funds' officers, including the Funds' principal executive officer and principal financial and accounting officer. The Board oversees the performance of these functions by the Manager and Sub-Adviser, both directly and through the Committee structure it has established. The Board receives from the Manager and Sub-Adviser a wide range of reports, both on a regular and as-needed basis, relating to the Funds' activities and to the actual and potential risks of the Funds. These include reports on investment risks, compliance with applicable laws, and the Funds' financial accounting and reporting. In addition, the Board meets periodically with the individual portfolio managers of the Funds to receive reports regarding the portfolio management of the Funds and their performance, including their investment risks.

In addition, the Board has appointed a Chief Compliance Officer (CCO). The CCO oversees the development of compliance policies and procedures that are reasonably designed to minimize the risk of violations of the federal securities laws (Compliance Policies). The CCO reports directly to the Independent Trustees, and provides presentations to the Board at its quarterly meetings and an annual report on the application of the Compliance Policies. The Board periodically discusses relevant risks affecting the Funds with the CCO at these meetings. The Board has approved the Compliance Policies and reviews the CCO's reports. Further, the Board annually reviews the sufficiency of the Compliance Policies, as well as the appointment and compensation of the CCO.

Information Regarding Trustees and Nominees.

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

Name, Address*, Date of Birth and Class	Position(s) Held with the Funds	Term of Office and Length of Time Served	Principal Occupation(s) During the Past 5 Years	Number of Portfolios in Fund Complex Overseen by Trustee/ Nominee	Other Directorships Held by Trustee/ Nominee During the Past 5 Years
Independent Trustees/Nominees					
Paul Belica** 09/27/1921	Trustee	PMF/PCQ/PNF Since inception (June 2001)	Retired. Formerly, Director, Student Loan Finance Corp., Education Loans, Inc., Goal Funding, Inc., Goal Funding II, Inc. and Surety Loan Fund, Inc.; and Manager of Stratigos Fund LLC, Whistler Fund LLC, Xanthus Fund LLC & Wynstone Fund LLC. Trustee of the funds in the Allianz/PIMCO Fund Complex since 2000.	52	None.
PMF/PCQ/PNF/PM L/PCK/PNI Class II		PML/PCK/PNI Since inception (June 2002)			
PMX/PZC/PYN Class III		PMX/PZC/PYN Since inception (September 2002)			
Bradford K. Gallagher 02/28/1944	Nominee, Trustee	Since December 2010	Founder, Spyglass Investments LLC, a private investment vehicle (since 2001); Founder, President and CEO of Cypress Holding Company and Cypress Tree	52	Formerly, Chairman and Trustee of Grail Advisors ETF Trust (2009-2010) and Trustee of Nicholas- Applegate Institutional Funds (2007- 2010).
PMF/PCQ/PNF/PM L/PCK/PNI Class III					
PMX/PZC/PYN Class II					

			Investment Management Company (since 1995); Trustee, The Common Fund (since 2005); Director, Anchor Point Inc. (since 1995); Chairman and Trustee, Atlantic Maritime Heritage Foundation (since 2007); and Director, Shielding Technology Inc. (since 2006). Trustee of the funds in the Allianz/PIMCO Fund Complex since 2010.		
James A. Jacobson 02/03/1945 Class II	Trustee	Since December 2009	Retired. Formerly, Vice Chairman and Managing Director of Spear, Leeds & Kellogg Specialists, LLC, a specialist firm on the New York Stock Exchange. Trustee of the funds in the Allianz/PIMCO Fund Complex since 2009.	52	Trustee, Alpine Mutual Funds Complex consisting of 16 funds.
Hans W. Kertess 07/12/1939 Class I	Chairman of the Board Trustee	PMF/PCQ/PNF Since inception (June 2001) PML/PCK/PNI Since inception (June 2002) PMX/PZC/PYN	President, H. Kertess & Co., a financial advisory company. Formerly, Managing Director, Royal Bank of Canada Capital Markets. Trustee of the	52	None.

Since October 2003 funds in the Allianz/PIMCO Fund Complex since 2000.

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Name, Address*, Date of Birth and Class	Position(s) Held with the Funds	Term of Office and Length of Time Served	Principal Occupation(s) During the Past 5 Years	Number of Portfolios in Fund Complex Overseen by Trustee/ Nominee	Other Directorships Held by Trustee/ Nominee During the Past 5 Years
William B. Ogden, IV 01/11/1945 Class I	Trustee	Since September 2006	Asset Management Industry Consultant. Formerly, Managing Director, Investment Banking Division of Citigroup Global Markets Inc. Trustee of the funds in the Allianz/PIMCO Fund Complex since 2006.	52	None.
Alan Rappaport 03/13/1953 Class I	Trustee	Since June 2010	Vice Chairman, Roundtable Investment Partners (since 2009); Chairman (formerly President), Private Bank of Bank of America; and Vice Chairman, US Trust (2001-2008). Trustee of the funds in the Allianz/PIMCO Fund Complex since 2010.	52	None.
Deborah A. Zoullas 11/13/1952 PMF/PCQ/PNF/PM	Nominee, Trustee	Since March 2011	Advisory Director, Morgan Stanley & Co., Inc. (since 1996);	52	None.

L/PCK/PNI Class II

PMX/PZC/PYN
Class III

Director, Helena Rubenstein Foundation (since 1997); Co-Chair Special Projects Committee, Memorial Sloan Kettering (since 2005); Board Member and Member of the Investment and Finance Committees, Henry Street Settlement (since 2007); and Trustee, Stanford University (since 2010). Formerly, Advisory Council, Stanford Business School (2002-2008) and Director, Armor Holdings, a manufacturing company (2002-2007). Trustee of the funds in the Allianz/PIMCO Fund Complex since 2011.

Name, Address*, Date of Birth and Class	Position(s) Held with the Funds	Term of Office and Length of Time Served	Principal Occupation(s) During the Past 5 Years	Number of Portfolios in Fund Complex Overseen by Trustee/ Nominee	Other Directorships Held by Trustee/ Nominee During the Past 5 Years
Interested Trustee/Nominee					
John C. Maney 08/03/1959 Class III	Nominee, Trustee	Since December 2006	Management Board, Managing Director and Chief Executive Officer 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. Trustee of the funds in the Allianz/PIMCO Fund Complex since 2006.	77	None.

* Unless otherwise indicated, the business address of the persons listed above is c/o Allianz Global Investors Fund Management LLC, 1633 Broadway, New York, New York 10019.

** It is anticipated that Paul Belica will retire from each Fund's Board on December 31, 2011 and is therefore not standing for re-election for PMX, PZC and PYN.

The following table states the dollar range of equity securities beneficially owned as of the Record Date 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*
Independent Trustees/Nominees		
Paul Belica	None.	None.
Bradford K. Gallagher	None.	\$50,001 - \$100,000
James A. Jacobson	None.	Over \$100,000
Hans W. Kertess	None.	Over \$100,000
William B. Ogden, IV	None.	Over \$100,000
Alan Rappaport	\$10,001 - \$50,000 (PML)	Over \$100,000
Deborah A. Zoullas	None.	None.
Interested Trustee/Nominee		
John C. Maney	None.	Over \$100,000

* Securities are valued as of November 1, 2011.

To the knowledge of the Funds, as of the Record Date, 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 Corporate Income Fund, PIMCO Corporate Opportunity Fund, PIMCO Income Opportunity Fund, PIMCO High Income Fund, PIMCO Income Strategy Fund, PIMCO Income Strategy Fund II, AGIC Convertible & Income Fund, AGIC Convertible & Income Fund II, NFJ Dividend, Interest & Premium Strategy Fund, AGIC International & Premium Strategy Fund, PIMCO Global StocksPLUS® & Income Fund, AGIC Equity & Convertible Income Fund, AGIC Global Equity & Convertible Income Fund, PCM Fund, Inc. and PIMCO Strategic Global Government Fund, Inc., 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 Allianz Global Investors Managed Accounts Trust and Allianz Funds Multi-Strategy Trust (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 is 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 or any entity controlling, controlled by or under common control with the Manager or PIMCO, receives annual compensation of \$250,000, which is payable quarterly. The Independent Chairman of the Boards receives an additional \$75,000 per year, payable quarterly. The Audit Oversight Committee Chairman receives an additional \$50,000 per year, 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 April 30, 2011 for PMF, PCQ and PNF; May 31, 2011 for PML, PCK and PNI; and September 30, 2011 for PMX, PZC and PYN. For the calendar year ended December 31, 2010, 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-Adviser, or of any entity controlling, controlled by or under common control with the Manager or the Sub-Adviser, including any Interested Trustee, serves without any compensation from the Funds.

Compensation Table

Name of Trustee/Nominees	Aggregate Compensation from PMF for the Fiscal Year Ended April 30, 2011	Aggregate Compensation from PCQ for the Fiscal Year Ended April 30, 2011	Aggregate Compensation from PNF for the Fiscal Year Ended April 30, 2011	Aggregate Compensation from PML for the Fiscal Year Ended May 31, 2011	Aggregate Compensation from PCK for the Fiscal Year Ended May 31, 2011
Independent Trustees/Nominees					
Paul Belica	\$ 5,833	\$ 4,607	\$ 1,551	\$ 12,163	\$ 4,945
Bradford K. Gallagher(1)	\$ 5,833	\$ 4,607	\$ 1,551	\$ 12,163	\$ 4,945
James A. Jacobson	\$ 7,002	\$ 5,530	\$ 1,861	\$ 14,599	\$ 5,936
Hans W. Kertess	\$ 7,593	\$ 5,997	\$ 2,018	\$ 15,833	\$ 6,437
William B. Ogden, IV	\$ 5,833	\$ 4,607	\$ 1,551	\$ 12,163	\$ 4,945
Alan Rappaport(1)	\$ 5,833	\$ 4,607	\$ 1,551	\$ 12,163	\$ 4,945
R. Peter Sullivan III(2)	\$ 546	\$ 434	\$ 145	\$ 1,166	\$ 479
Deborah A. Zoullas(1)	\$ 408	\$ 317	\$ 109	\$ 849	\$ 338
Interested Trustee/Nominee					
John C. Maney	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0

Name of Trustee/Nominees	Aggregate Compensation from PNI for the Fiscal Year Ended May 31, 2011	Aggregate Compensation from PMX for the Fiscal Year Ended September 30, 2011	Aggregate Compensation from PZC for the Fiscal Year Ended September 30, 2011	Aggregate Compensation from PYN for the Fiscal Year Ended September 30, 2011	Total Compensation from the Funds and Fund Complex Paid to Trustees/Nominees for the Calendar Year Ended December 31, 2010*
Independent Trustees/Nominees					
Paul Belica	\$ 2,354	\$ 6,342	\$ 4,054	\$ 1,035	\$ 286,141
Bradford K. Gallagher(1)	\$ 2,354	\$ 6,342	\$ 4,054	\$ 1,035	\$ 70,720
James A. Jacobson	\$ 2,825	\$ 7,613	\$ 4,866	\$ 1,242	\$ 247,542
Hans W. Kertess	\$ 3,064	\$ 8,255	\$ 5,277	\$ 1,347	\$ 325,000
William B. Ogden, IV	\$ 2,354	\$ 6,342	\$ 4,054	\$ 1,035	\$ 250,000
Alan Rappaport(1)	\$ 2,354	\$ 6,342	\$ 4,054	\$ 1,035	\$ 126,972
R. Peter Sullivan III(2)	\$ 226	\$ 0	\$ 0	\$ 0	\$ 145,833
Deborah A. Zoullas(1)	\$ 165	\$ 3,619	\$ 2,312	\$ 590	\$ 0

Interested Trustee/Nominee

John C. Maney	\$	0	\$	0	\$	0	\$	0	\$	0
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* In addition to the Allianz 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.

(1) Bradford K. Gallagher, Alan Rappaport and Deborah A. Zoullas were appointed as Trustees to each Fund effective December 15, 2010, June 22, 2010 and March 7, 2011, respectively.

(2) R. Peter Sullivan III retired as a Trustee of each Fund effective July 31, 2010.

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

Trustee Qualifications The Board has determined that each Trustee should continue to serve as such based on several factors (none of which alone is decisive). With the exception of Messrs. Gallagher and Rappaport and Ms. Zoullas, who became Board members in December 2010, June 2010 and March 2011, respectively, each Trustee has served in such role for several years and is knowledgeable about the Funds' business and service provider arrangements, and has also served for several years as trustee to a number of other investment companies advised by the Manager and its affiliates. Among the factors the Board considered when concluding that an individual should serve on the Board were the following: (i) the individual's business and professional experience and accomplishments; (ii) the individual's ability to work effectively with other members of the Board; (iii) the individual's prior experience, if any, serving on the boards of public companies (including, where relevant, other investment companies) and other complex enterprises and organizations; and (iv) how the individual's skills, experiences and attributes would contribute to an appropriate mix of relevant skills and experience on the Board.

In respect of each current Trustee, the individual's substantial professional accomplishments and prior experience, including, in some cases, in fields related to the operations of the Funds, were a significant factor in the determination that the individual should serve as a Trustee of the Funds. Following is a summary of various qualifications, experiences and skills of each Trustee (in addition to business experience during the past five years set forth in the table above) that contributed to the Board's conclusion that an individual should serve on the Board:

Paul Belica Mr. Belica has substantial executive and board experience in the financial services and investment management industries. He formerly served as director to several other investment companies. Having served as Director, Senior Vice President and Managing Director of Smith Barney, Harris Upham & Co, he provides the Funds with significant financial expertise and has been determined by the Board to be an audit committee financial expert. He also brings significant public sector experience, having formerly served as Chairman of the State of New York Mortgage Agency and as executive director of several related public authorities.

Bradford K. Gallagher Mr. Gallagher has substantial executive and board experience in the financial services and investment management industries. He has served as director to several other investment companies. Having served on the Operating Committee of Fidelity Investments and as a Managing Director and President of Fidelity Investments Institutional Services Company, he provides the Funds with significant asset management industry expertise. He also brings significant securities industry experience, having served as a developer and founder of several enterprises and private investment vehicles.

James A. Jacobson Mr. Jacobson has substantial executive and board experience in the financial services industry. He served for more than 15 years as a senior executive at a New York Stock Exchange (the NYSE) specialist firm. He has also served on the NYSE Board of Directors, including terms as Vice Chair. As such, he provides significant expertise on matters relating to portfolio brokerage and trade execution. He also provides the Funds with significant financial expertise, serves as the Audit Oversight Committee's Chair and has been determined by the Board to be an audit committee financial expert. He has expertise in investment company matters through his service as a trustee of another fund family.

Hans W. Kertess Mr. Kertess has substantial executive experience in the investment management industry. He is the president of a financial advisory company, H. Kertess & Co., and formerly served as a Managing Director of Royal Bank of Canada Capital Markets. He has significant expertise in the investment banking industry.

John C. Maney Mr. Maney has substantial executive and board experience in the investment management industry. He has served in a variety of senior-level positions with investment advisory firms

affiliated with the Manager. Because of his familiarity with the Manager and affiliated entities, he serves as an important information resource for the Independent Trustees and as a facilitator of communication with the Manager.

William B. Ogden, IV Mr. Ogden has substantial senior executive experience in the investment banking industry. He served as Managing Director at Citigroup, where he established and led the firm's efforts to raise capital for, and provide mergers and acquisition advisory services to, asset managers and investment advisers. He also has significant expertise with fund products through his senior-level responsibility for originating and underwriting a broad variety of such products.

Alan Rappaport Mr. Rappaport has substantial senior executive experience in the banking industry. He formerly served as Chairman and President of the Private Bank of Bank of America and as Vice Chairman of U.S. Trust. He is currently the Vice Chairman of a private investment firm.

Deborah A. Zoullas Ms. Zoullas has substantial senior executive experience in the investment banking industry, having served as a Managing Director for Morgan Stanley. She has extensive board experience and experience in oversight of investment management functions through her experience as a Director of the Helena Rubenstein Foundation, Stanford Graduate School of Business and Armor Holdings.

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, Gallagher, Jacobson, Kertess, Ogden, Rappaport and Ms. Zoullas, each of whom is an Independent Trustee. Mr. Jacobson 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-Adviser and entities in a control relationship with the Manager or the Sub-Adviser 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 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 14, 2011 is attached to this Proxy Statement as Exhibit A. A report of the Audit Oversight Committee of PMF, PCQ and PNF, dated June 21, 2011, is attached to this Proxy Statement as Exhibit B-1. A report of the Audit Oversight Committee of PML, PCK and PNI, dated July 19, 2011, is attached to this Proxy Statement as Exhibit B-2. A report of the Audit Oversight Committee of PMX, PZC and PYN, dated November 18, 2011, 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, Gallagher, Jacobson, Kertess, Ogden, Rappaport and Ms. Zoullas. 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>.

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 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 for each Fund, which is available at <http://www.allianzinvestors.com/closedendfunds>, 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.

Diversity. The Nominating Committee takes diversity of a particular nominee and overall diversity of the Board into account when considering and evaluating nominees for Trustee. While the Committee has not adopted a particular definition of diversity, when considering a nominee's and the Board's diversity, the Committee generally considers the manner in which each nominee's professional experience, education, expertise in matters that are relevant to the oversight of the Funds (*e.g.*, investment management, distribution, accounting, trading, compliance, legal), general leadership experience, and life experience are complementary and, as a whole, contribute to the ability of the Board to oversee the Funds.

Valuation Committee. The Board of each Fund has a Valuation Committee currently consisting of Messrs. Belica, Gallagher, Jacobson, Kertess, Ogden, Rappaport and Ms. Zoullas. 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, Gallagher, Jacobson, Kertess, Ogden, Rappaport and Ms. Zoullas. 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-Adviser or any entity controlling, controlled by or under common control with the Manager or the Sub-Adviser.

Meetings. With respect to PMF, PCQ and PNF, during the fiscal year ended April 30, 2011, the Board of Trustees held four regular meetings and two special meetings. The Audit Oversight Committee met in separate session three times, the Nominating Committee met in separate session two times, the Valuation Committee met in separate session four times and the Compensation Committee did not meet in separate session. Each Trustee attended in person or via teleconference at least 75% of the regular meetings of the Board and meetings of the committees on which such Trustee served for PMF, PCQ and PNF that were held during the fiscal year ended April 30, 2011, except Mr. Gallagher and Ms. Zoullas who were not appointed to the Board until December 15, 2010, and March 7, 2011, respectively.

With respect to PML, PCK and PNI, during the fiscal year ended May 31, 2011, the Board of Trustees held four regular meetings and one special meeting with respect to PML. The Audit Oversight Committee met in separate session four times, the Nominating Committee met in separate session two times, the Valuation Committee met in separate session four times and the Compensation Committee did not meet in separate session. Each Trustee attended in person or via teleconference at least 75% of the regular meetings of the Board and meetings of the committees on which such Trustee served for PML, PCK and PNI that were held during the fiscal year ended May 31, 2011, except Mr. Gallagher and Ms. Zoullas who were not appointed to the Board until December 15, 2010, and March 7, 2011, respectively.

With respect to PMX, PZC and PYN, during the fiscal year ended September 30, 2011, the Board of Trustees held four regular meetings. The Audit Oversight Committee met in separate session four times, the Nominating Committee met in separate session two times, the Valuation Committee met in separate session four times and the Compensation Committee did not meet in separate session. Each Trustee attended in person or via teleconference at least 75% of the regular meetings of the Board and meetings of the committees on which such Trustee served for PMX, PZC and PYN that were held during the fiscal year ended September 30, 2011, except Ms. Zoullas who was not appointed to the Board until March 7, 2011.

The Trustees do not attend the annual shareholder meetings.

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, 1633 Broadway, New York, New York 10019. 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 of each Fund or his designee 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 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 due to administrative oversight, a late Form 4 covering one transaction was filed in September 2010 for Alan Rappaport, a member of the Board of PML, and a late Form 4 covering four transactions was filed in November 2010 for William H. Gross, an affiliate of PML. In addition, a late Form 3 was filed in May 2011 for Citigroup Inc., a 10% beneficial owner of PMX, and a late Form 4 covering fourteen transactions was filed in March 2011 for Bank of America Corporation and its subsidiary Merrill Lynch, Pierce, Fenner & Smith, a 10% beneficial owner of PYN.

Required Vote. The election of Mr. Gallagher and Ms. Zoullas and the re-election of Mr. Maney to the Board of Trustees of the Funds will require the affirmative vote of a plurality of the votes of the Common and Preferred Shareholders (voting as a single class) of the Funds cast in the election of Trustees at the Meeting, in person or by proxy.

***THE BOARD OF TRUSTEES OF THE FUNDS UNANIMOUSLY RECOMMENDS THAT YOU
VOTE FOR THIS PROPOSAL.***

ADDITIONAL INFORMATION

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 of the Funds hold office at the pleasure of the Board and until their successors are chosen and qualified, or in each case until he or she sooner dies, resigns, is removed with or without cause or becomes disqualified. Officers and employees of the Funds who are principals, officers, members or employees of the Manager or the Sub-Adviser are not compensated by the Funds.

Name, Address* and Date of Birth	Position(s) Held with Fund	Term of Office and Length of Time Served	Principal Occupation(s) During the Past 5 Years
Brian S. Shlissel 11/14/1964	President & Chief Executive Officer	PMF/PCQ/PNF/PML/PCK/PNI Since September 2002. Formerly, Treasurer and Principal Financial and Accounting Officer (June 2001 to September 2002) PMX/PZC/PYN Since inception (September 2002)	Management Board, Managing Director and Head of Mutual Fund Services of Allianz Global Investors Fund Management LLC; President and Chief Executive Officer of 27 funds in the Fund Complex; President of 50 funds in the Fund Complex; and Treasurer, Principal Financial and Accounting Officer of The Korea Fund, Inc. Formerly, Treasurer, Principal Financial and Accounting Officer of 50 funds in the Fund Complex.
Lawrence G. Altadonna 03/10/1966	Treasurer, Principal Financial and Accounting Officer	PMF/PCQ/PNF/PML/PCK/PNI Since September 2002 PMX/PZC/PYN Since inception (September 2002)	Senior Vice President, Director of Fund Administration of Allianz Global Investors Fund Management LLC; Treasurer, Principal Financial and Accounting Officer of 77 funds in the Fund Complex; and Assistant Treasurer of The Korea Fund, Inc. Formerly, Assistant Treasurer of 50 funds in the Fund Complex.
Thomas J. Fuccillo 03/22/1968	Vice President, Secretary and Chief Legal Officer	Since December 2004	Executive Vice President, Chief Legal Officer and Secretary of Allianz Global Investors Fund Management LLC; Executive Vice President of Allianz Global Investors of America L.P.; Vice President, Secretary and Chief

			Legal Officer of 77 funds in the Fund Complex; and Secretary and Chief Legal Officer of The Korea Fund, Inc.
Youse E. Guia 680 Newport Center Drive Suite 250 Newport Beach, CA 92660 09/03/1972	Chief Compliance Officer	Since October 2004	Senior Vice President, Chief Compliance Officer, Allianz Global Investors of America L.P.; Chief Compliance Officer of 77 funds in the Fund Complex and of The Korea Fund, Inc.
Lagan Srivastava 09/20/1977	Assistant Secretary	Since December 2006	Vice President of Allianz Global Investors of America L.P.; Assistant Secretary of 77 funds in the Fund Complex and of The Korea Fund, Inc.
Scott Whisten 03/13/1971	Assistant Treasurer	Since January 2007	Senior Vice President, Allianz Global Investors Fund Management LLC; and Assistant Treasurer of 77 funds in the Fund Complex.
Richard J. Cochran 01/23/1961	Assistant Treasurer	Since May 2008	Vice President, Allianz Global Investors Fund Management LLC; Assistant Treasurer of 77 funds in the Fund Complex and of The Korea Fund, Inc. Formerly, Tax Manager, Teachers Insurance Annuity Association/College Retirement Equity Fund (TIAA-CREF) (2002-2008).
Orhan Dzemaili 04/18/1974	Assistant Treasurer	Since January 2011	Vice President, Allianz Global Investors Fund Management LLC; Assistant Treasurer of 77 funds in the Fund Complex. Formerly, Accounting Manager, Prudential Investments LLC (2004-2007).

* Unless otherwise noted, the address of the Funds officers is Allianz Global Investors Fund Management LLC, 1633 Broadway, New York, New York 10019.

Each of the Funds' executive officers is an interested person of each Fund (as defined in Section 2(a)(19) of the 1940 Act) as a result of his or her position(s) set forth in the table above.

Investment Manager and Sub-Adviser. The Manager, located at 1633 Broadway, New York, New York 10019, serves as the investment manager of the Funds. The Manager retains its affiliate PIMCO as Sub-Adviser to the Funds. PIMCO is located at 800 Newport Center Drive, Newport Beach, CA 92660. The Manager and the Sub-Adviser are each majority-owned indirect subsidiaries of Allianz SE, a publicly traded 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 AGI), 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 multidistrict litigation proceeding in the U.S. District Court for the District of Maryland (the MDL Court). After a number of claims in the lawsuits were dismissed by the MDL Court, the parties entered into a stipulation of settlement, which was publicly filed with the MDL Court in April 2010, resolving all remaining claims. In April 2011, the MDL Court granted final approval of the settlement.

Beginning in May 2010, several closed-end funds managed by the Manager, including PML and certain other funds sub-advised by the Sub-Adviser, each received a demand letter from a law firm on behalf of certain common shareholders. The demand letter alleges that the Manager and certain officers and trustees of the funds breached their fiduciary duties in connection with the redemption at par of a portion of the funds' auction rate preferred shares and demand that the board of trustees take certain action to remedy those alleged breaches. After conducting an investigation, in August 2010 the independent trustees of PML rejected the demands made in the demand letter.

The Manager and the Sub-Adviser believe that these matters are not likely to have a material adverse effect on the Funds or on their ability to perform its 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 April 30, 2012 for PMF, PCQ and PNF, May 31, 2012 for PML, PCK and PNI and September 30, 2012 for PMX, PZC and PYN. 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-Adviser 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-Adviser 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).

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:

Fund	Fiscal Year Ended	Audit Fees
PMF	April 30, 2011	\$ 47,276
	April 30, 2010	\$ 47,100
PCQ	April 30, 2011	\$ 41,056
	April 30, 2010	\$ 41,343
PNF	April 30, 2011	\$ 26,668
	April 30, 2010	\$ 26,557
PML	May 31, 2011	\$ 55,276
	May 31, 2010	\$ 55,006

PCK

May 31, 2011

\$ 33,685

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Fund	Fiscal Year Ended	Audit Fees
	May 31, 2010	\$ 33,887
PNI	May 31, 2011	\$ 26,039
	May 31, 2010	\$ 26,107
PMX	September 30, 2011	\$ 52,772
	September 30, 2010	\$ 50,989
PZC	September 30, 2011	\$ 41,071
	September 30, 2010	\$ 39,735
PYN	September 30, 2011	\$ 25,182
	September 30, 2010	\$ 24,277

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.

Fund	Fiscal Year Ended	Audit-Related Fees
PMF	April 30, 2011	\$ 10,278
	April 30, 2010	\$ 10,239
PCQ	April 30, 2011	\$ 8,925
	April 30, 2010	\$ 8,988
PNF	April 30, 2011	\$ 5,797
	April 30, 2010	\$ 5,773
PML	May 31, 2011	\$ 15,700
	May 31, 2010	\$ 15,582
PCK	May 31, 2011	\$ 6,313
	May 31, 2010	\$ 6,399
PNI	May 31, 2011	\$ 2,987
	May 31, 2010	\$ 3,019
PMX	September 30, 2011	\$ 11,084
	September 30, 2010	\$ 11,084
PZC	September 30, 2011	\$ 8,627
	September 30, 2010	\$ 8,638
PYN	September 30, 2011	\$ 5,289
	September 30, 2010	\$ 5,278

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:

Fund	Fiscal Year Ended	Tax Fees
PMF	April 30, 2011	\$ 10,150
	April 30, 2010	\$ 10,000
PCQ	April 30, 2011	\$ 10,150
	April 30, 2010	\$ 10,000
PNF	April 30, 2011	\$ 10,150
	April 30, 2010	\$ 10,000
PML	May 31, 2011	\$ 10,150
	May 31, 2010	\$ 10,000
PCK	May 31, 2011	\$ 10,150
	May 31, 2010	\$ 10,000
PNI	May 31, 2011	\$ 10,150
	May 31, 2010	\$ 10,000
PMX	September 30, 2011	\$ 10,450
	September 30, 2010	\$ 10,150
PZC	September 30, 2011	\$ 10,450
	September 30, 2010	\$ 10,150
PYN	September 30, 2011	\$ 10,450
	September 30, 2010	\$ 10,150

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:

Non-Audit