

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:

(5) Total fee paid:

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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PIMCO FLOATING RATE INCOME FUND  
PIMCO FLOATING RATE STRATEGY FUND  
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	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 Since inception (August 2003)			
PFL Class II	Trustee	PFN Since inception (August 2003)			
PFN Class I	Nominee, Trustee	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**

	<b>Aggregate Compensation from PHK for the Fiscal Year Ended March 31, 2009</b>	<b>Aggregate Compensation from PFL for the Fiscal Year Ended July 31, 2009</b>	<b>Aggregate Compensation from PFN for the Fiscal Year Ended July 31, 2009</b>	<b>Aggregate Compensation from NGZ for the Fiscal Year Ended August 31, 2009</b>	<b>Total Compensation from the Funds and Fund Complex Paid to Trustees/Nominees for the Calendar Year Ended</b>
<b>Name of Trustee/Nominees</b>					