

PCM FUND, INC.  
Form N-CSR  
March 04, 2013  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM N-CSR**

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

Investment Company Act file number 811-07816

**PCM Fund, Inc.**

(Exact name of registrant as specified in charter)

**1633 Broadway, New York, New York**  
(Address of principal executive offices)

**10019**  
(Zip code)

**Lawrence G. Altadonna**

**1633 Broadway,**

**New York, New York 10019**

(Name and address of agent for service)

**Registrant's telephone number, including area code: 212-739-3371**

**Date of fiscal year end: December 31, 2012**

**Date of reporting period: December 31, 2012**

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Item 1. Report to Shareholders

Annual Report

December 31, 2012

PCM Fund, Inc.

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Hans W. Kertess

*Chairman*

Brian S. Shlissel

*President & CEO*

Dear Stockholder:

The U.S. economy advanced during the twelve-month fiscal reporting period ended December 31, 2012. However, growth was stifled from a variety of economic and geopolitical factors, such as an improving though less-than-robust labor market, rising gasoline prices and political uncertainty in Washington regarding future levels of taxes and spending. Abroad, Europe's sovereign debt crisis continued and China's economy cooled off. Nonetheless, U.S. stocks reached their highest levels in five years.

**The Twelve Months in Review**

For the reporting period ended December 31, 2012, PCM Fund, Inc. (the Fund) returned 32.97% on net asset value (NAV) and 23.34% on market price. The U.S. Treasury market, as measured by the Barclays U.S. Treasury Index, returned 0.12% and the Barclays Fixed Rate MBS Index, which measures the performance of investment grade fixed-rate mortgage backed securities, returned 2.60% during the period. The Barclays U.S. Aggregate Index, a broad measure of government and corporate bond performance, advanced 4.22% and the Barclays U.S. Credit Index, a measure of corporate bond performance was up 9.39%.

In January 2012, the beginning of the fiscal period, U.S. gross domestic product (GDP), the value of goods and services produced in the country, the broadest measure of economic activity and the principal indicator of economic performance, was expanding at an annual pace of 4.1%. This growth, the strongest since the second quarter of 2010, declined to a 2.0% annual pace during the first quarter of 2012 and diminished to 1.3% during the second quarter of 2012. During the third quarter, GDP growth rebounded to an annual rate of 3.1%.

U.S. consumers, responsible for approximately two-thirds of U.S. economic activity, remained cautious during the reporting period. Gasoline prices at the end of the year were one reason for caution as prices rose sharply at the beginning of 2012 and fell equally as sharply as the period ended. The housing market struggled during the first quarter of 2012, with the Standard & Poor's/Case-Shiller home price index (the Index) dropping to a new low. Housing however, rebounded during the year as the Index indicated that home prices rose 4.3% in the 12 months ended in October 2012. U.S. unemployment fell slowly but steadily, from 8.5% to 7.8% from the beginning to the end of 2012.

U.S. Treasury bond prices generally moved higher during the fiscal period. The benchmark 10-year government bond began the period yielding 1.97% and fell to a historic low of 1.43%, before ending 2012 at 1.78%.

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The Federal Reserve (the Fed) revealed that it would launch a third round of quantitative easing. The program entails the purchase of \$40 billion of mortgage securities each month for the foreseeable future. The Fed also indicated that it would continue its previously announced program to buy \$45 billion of Treasury bonds each month. These measures were initiated to stimulate economic activity. Chairman Ben Bernanke commented that the measures would remain in place until the unemployment rate fell below 6.5%.

## **Outlook**

In the final hours of 2012, investors and financial markets received clarity about federal tax rates. However, uncertainty regarding other matters remain, namely the proposed spending cuts that have been delayed until the Spring of 2013. The federal government reached its statutory debt ceiling of \$16.4 trillion and the debate over whether, and how, to raise the ceiling is underway. A similar debt-ceiling debate in 2011 caused a brief, but

extraordinary, period of market volatility.

Abroad, the European Union's (E.U.) ongoing sovereign debt crisis has yet to be resolved. Given that the U.S. currently sends approximately 20% of its exports to the E.U., this bears watching, as does China, where GDP eased to an annual rate of 7.4% between July and September 2012. Although the slowest growth rate in China since 2009, certain signs indicate that this slowdown will be short lived and we may become more bullish on China as 2013 unfolds.

For specific information on the Fund and its performance, please review the following pages. If you have any questions regarding the information provided, we encourage you to contact your financial advisor or call the Fund's shareholder servicing agent at (800) 254-5197. In addition, a wide range of information and resources are available on our Web site, [www.allianzinvestors.com/closedendfunds](http://www.allianzinvestors.com/closedendfunds).

Together with Allianz Global Investors Fund Management LLC, the Fund's investment manager, and Pacific Investment Management Company LLC (PIMCO), the Fund's sub-adviser, we thank you for investing with us.

We remain dedicated to serving your investment needs.

Sincerely,

Hans W. Kertess

Chairman

Brian S. Shlissel

President & Chief Executive Officer

Receive this report electronically and eliminate paper mailings. To enroll, go to [www.allianzinvestors.com/edelivery](http://www.allianzinvestors.com/edelivery).

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**PCM Fund, Inc. Fund Insights**

December 31, 2012 (unaudited)

For the 12-month reporting period ended December 31, 2012, PCM Fund, Inc. (the Fund) returned 32.97% on net asset value (NAV) and 23.34% on market price, outperforming, based on NAV return, the unmanaged Barclays CMBS BBB levered 1.3x Index<sup>1</sup> (the benchmark index), which returned 25.30% during the reporting period.

While the U.S. fixed income market experienced periods of weakness during the reporting period, all told solid results were generated and investors who assumed great risk were generally rewarded. Market volatility was often triggered by macro issues that impacted investor sentiment, including the European sovereign debt crisis, moderating global growth and the U.S. fiscal cliff. However, the market's setbacks were typically short-lived, as investor risk aversion was often quickly replaced with renewed risk appetite as incremental yield was sought in the low interest rate environment. Investor sentiment was also buoyed during the reporting period from signs of progress in Europe, coupled with additional quantitative easing by the Federal Reserve Board and the European Central Bank. All told, during the 12 months ended December 31, 2012, short-term Treasury yields were flat, long-term Treasury yields declined, and the yield curve flattened.

During 2012, spread sectors (non-U.S. Treasuries) generally outperformed equal-duration Treasuries with lower-rated, higher yielding securities generating the strongest returns. The overall U.S. fixed income market (measured by the Barclays U.S. Aggregate Index) rose 4.22%, while the Commercial Mortgage-Backed Securities (CMBS) market, measured by the benchmark index, advanced 25.30%. CMBS benefited from an improving economic environment and generally robust investor demand in a sector with limited legacy supply. Within the CMBS market, lower rated securities outperformed higher rated investments, as fixed-rate BBB CMBS returned 19.18%, compared to 6.65% for fixed-rate AAA CMBS.

<sup>1</sup> The Barclays Investment Grade CMBS BBB 1.3x levered Index is an index designed to mirror commercial mortgage backed securities (CMBS) of investment grade quality (Baa3/BBB-/BBB-) using Moody's, S&P, and Fitch respectively, with maturities of at least one year.

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**PCM Fund, Inc. Fund Insights**

December 31, 2012 (unaudited) (continued)

**Spread sector exposures generally produced positive results**

The Fund's exposure to the banking sector contributed positively to performance because of strong results from improving fundamentals and liquidity injections from central bank during the reporting period. The Fund's allocation to non-agency mortgage-backed securities also benefited returns. The sector experienced periods of strong risk appetite, positive supply/demand technicals and improvements in the housing market.

Detracting from performance was an allocation to super-senior CMBS as CMBS positioned high in the capital structure underperformed the lower rated (less senior) portion of the CMBS capital structure.

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**Table of Contents****PCM Fund, Inc. Performance & Statistics**

December 31, 2012 (unaudited)

Total Return <sup>(1)</sup> :	Market Price	NAV
1 Year	23.34%	32.97%
5 Year	17.15%	14.06%
10 Year	8.91%	10.24%
Commencement of Operations (9/2/93) to 12/31/12	9.07%	9.44%

Market Price/NAV Performance:

Commencement of Operations (9/2/93) to 12/31/12

Market Price/NAV:

Market Price	\$12.02
NAV	\$11.35
Premium to NAV	5.90%
Market Price Yield <sup>(2)</sup>	7.99%
Leverage Ratio <sup>(3)</sup>	41.14%
Moody's Rating	

(as a % of total investments)

(1) **Past performance is no guarantee of future results.** Total return is calculated by determining the percentage change in NAV or market price (as applicable) in the specified period. The calculation assumes that all income dividends and capital gain distributions, if any, have been reinvested. Total return does not reflect broker commissions or sales charges in connection with the purchase or sale of Fund stock. Total return for a period of more than one year represents the average annual total return.

Performance at market price will differ from results at NAV. Although market price returns typically reflect investment results over time, during shorter periods returns at market price can also be influenced by factors such as changing views about the Fund, market conditions, supply and demand for the Fund's stock, or changes in the Fund's dividends.

An investment in the Fund involves risk, including the loss of principal. Total return, market price, market price yield and NAV will fluctuate with changes in market conditions. This data is provided for information purposes only and is not intended for trading purposes. Closed-end funds, unlike open-end funds, are not continuously offered. There is a one time public offering and once issued, shares of closed-end funds are sold in the open market through a stock exchange. NAV is equal to total assets less total liabilities divided by the number of shares outstanding. Holdings are subject to change daily.

(2) Market Price Yield is determined by dividing the annualized current monthly per share dividend (comprised of net investment income) payable to stockholders by the market price per share at December 31, 2012.

(3) Represents Reverse Repurchase Agreements ( Leverage ) that are outstanding, as a percentage of total managed assets. Total managed assets refer to total assets (including assets attributable to Leverage) minus accrued liabilities (other than liabilities representing Leverage).

**Table of Contents****PCM Fund, Inc. Schedule of Investments**

December 31, 2012

Principal Amount (000s)		Value
<b>MORTGAGE-BACKED SECURITIES 125.5%</b>		
\$505	Adjustable Rate Mortgage Trust, 2.989%, 1/25/36 CMO (i)	\$373,507
692	Banc of America Alternative Loan Trust, 6.399%, 4/25/37 CMO (i)	535,233
	Banc of America Funding Corp., CMO,	
948	3.021%, 12/20/34 (i)	800,147
340	5.403%, 3/20/36 (i)	294,397
897	7.00%, 10/25/37	570,339
2,000	Banc of America Merrill Lynch Commercial Mortgage, Inc., 5.414%, 9/10/47 CMO (g)	2,281,037
	Banc of America Mortgage Trust, CMO (i),	
746	2.676%, 6/20/31	736,636
553	3.085%, 6/25/35	518,766
774	3.102%, 11/25/34	773,159
	BCAP LLC Trust, CMO (a)(c)(i),	
87	0.411%, 7/26/36	36,345
150	5.019%, 3/26/36	138,967
1,000	BCRR Trust, 5.858%, 7/17/40 CMO (a)(c)(g)(i)	1,175,726
	Bear Stearns Adjustable Rate Mortgage Trust, CMO (i),	
1,953	2.662%, 10/25/35	1,864,882
395	3.063%, 5/25/34	389,133
	Bear Stearns ALT-A Trust, CMO (i),	
80	2.684%, 5/25/36	37,930
1,598	2.817%, 8/25/36	1,030,283
576	2.931%, 5/25/36	347,556
103	2.932%, 1/25/47	65,302
1,227	2.964%, 11/25/36	794,545
369	3.558%, 9/25/34	361,384
285	4.762%, 7/25/35	216,102
614	5.433%, 8/25/36	423,794
173	Bear Stearns Asset-Backed Securities Trust, 5.50%, 12/25/35 CMO	148,056
	Bear Stearns Commercial Mortgage Securities, CMO,	
1,300	5.484%, 3/13/40 (a)(c)(i)	1,262,853
3,000	5.694%, 6/11/50 (g)(i)	3,554,966
2,000	5.715%, 6/11/40 (g)(i)	2,375,604
1,000	5.812%, 5/11/39 (a)(c)(i)	1,015,859
2	6.50%, 2/15/32 (b)	140
1,344	CBA Commercial Small Balance Commercial Mortgage, 5.54%, 1/25/39 CMO (a)(b)(c)(h) (acquisition cost-\$757,913; purchased 11/18/09)	757,919
689	Chase Mortgage Finance Corp., 6.00%, 3/25/37 CMO	594,732

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	Citigroup Commercial Mortgage Trust, CMO (i),	
99,569	0.18%, 5/15/43 IO (a)(c)	831,803
2,500	5.702%, 12/10/49 (g)	2,955,203
	Citigroup Mortgage Loan Trust, Inc., CMO (i),	
436	2.849%, 8/25/35	364,809
581	2.906%, 9/25/35	500,890
630	4.825%, 11/25/36	484,703
4,012	Citigroup/Deutsche Bank Commercial Mortgage Trust, 5.322%, 12/11/49 CMO (g)	4,618,346

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**Table of Contents****PCM Fund, Inc. Schedule of Investments**

December 31, 2012 (continued)

Principal Amount (000s)		Value
\$150	Citimortgage Alternative Loan Trust, 5.50%, 4/25/22 CMO	\$153,558
1,925	COBALT CMBS Commerical Mortgage Trust, 5.223%, 8/15/48 CMO (g)	2,190,183
3,000	Commercial Capital Access One, Inc., 7.773%, 11/15/28 CMO (a)(b)(c)(h)(i) (acquisition cost-\$3,236,250; purchased 5/9/03)	2,257,331
2,500	Commercial Mortgage Pass-Through Certificates, CMO (a)(c), 5.605%, 6/9/28	2,600,361
690	5.907%, 7/10/46 (i)	767,682
1,500	6.586%, 7/16/34	1,631,730
1,500	6.774%, 7/16/34 (i)	1,770,817
	Countrywide Alternative Loan Trust, CMO,	
1,553	0.39%, 6/25/47 (g)(i)	1,014,128
3,280	0.421%, 7/20/46 (i)	1,623,014
487	0.49%, 2/25/37 (i)	314,071
1,772	0.50%, 2/25/36 (i)	1,018,944
4,012	1.14%, 12/25/35 (g)(i)	2,882,487
308	6.00%, 11/25/35	168,075
1,324	6.00%, 5/25/37	1,039,396
	Countrywide Home Loan Mortgage Pass-Through Trust, CMO,	
370	0.53%, 3/25/35 (i)	232,077
38	2.783%, 2/20/36 (i)	32,839
316	2.857%, 9/20/36 (i)	192,479
1,243	3.09%, 9/25/47 (i)	990,203
908	6.00%, 5/25/37	827,199
	Credit Suisse First Boston Mortgage Securities Corp., CMO,	
3,071	0.955%, 12/15/35 IO (a)(c)(i)	7,662
130	7.00%, 2/25/33	140,300
734	7.46%, 1/17/35 (i)	743,231
	Credit Suisse Mortgage Capital Certificates, CMO,	
5,000	5.467%, 9/15/39 (g)	5,693,567
1,000	5.467%, 9/18/39 (a)(c)(i)	1,120,891
401	5.896%, 4/25/36	325,706
317	6.50%, 5/25/36	231,924
2,896	FFCA Secured Lending Corp., 1.094%, 9/18/27 CMO, IO (a)(b)(c)(h)(i) (acquisition cost-\$644,712; purchased 11/17/00)	68,324
321	First Horizon Alternative Mortgage Securities, 2.444%, 8/25/35 CMO (i)	69,167
261	First Horizon Mortgage Pass-Through Trust, 2.625%, 4/25/35 CMO (i)	262,361
15,573	FREMF Mortgage Trust, 0.10%, 5/25/20 CMO, IO (e)(i)	85,232
67	G-Force LLC, 5.158%, 12/25/39 CMO (a)(c)	66,902
	GMAC Commercial Mortgage Securities, Inc., CMO (a)(c),	

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710	5.36%, 4/10/40 (i)	716,914
1,567	6.50%, 5/15/35	1,599,189
1,500	6.894%, 5/15/30 (d)(i)	266,596
1,500	8.322%, 9/15/35 (i)	1,512,443
	Greenwich Capital Commercial Funding Corp., CMO,	
1,500	5.419%, 1/5/36 (a)(c)(i)	1,529,930
2,000	5.444%, 3/10/39 (g)	2,311,192
	GS Mortgage Securities Corp. II, CMO,	
17,786	1.544%, 8/10/43 IO (a)(c)(i)	1,436,913

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December 31, 2012 (continued)

Principal Amount (000s)		Value
\$6,459	2.623%, 5/10/45 IO (b)(i)	\$985,484
2,710	4.805%, 3/6/20 (a)(c)(i)	2,728,875
5,750	5.56%, 11/10/39 (g)	6,648,069
1,670	5.99%, 8/10/43 (a)(c)(i)	1,830,070
	Harborview Mortgage Loan Trust, CMO (i),	
99	0.40%, 1/19/38	76,750
1,363	0.46%, 1/19/36	887,872
781	5.528%, 6/19/36	556,473
879	Indymac INDA Mortgage Loan Trust, 3.243%, 6/25/37 CMO (i)	773,164
	Indymac Index Mortgage Loan Trust, CMO (i),	
223	1.01%, 11/25/34	176,284
343	5.158%, 5/25/36	201,506
	JPMorgan Chase Commercial Mortgage Securities Corp., CMO,	
61,000	0.451%, 2/15/46 IO (a)(c)(i)	2,077,721
5,460	1.047%, 3/12/39 IO (a)(c)(i)	30,982
4,100	5.648%, 3/18/51 (a)(c)(e)(g)(i)	4,511,807
1,400	5.728%, 2/12/49 (i)	1,648,576
1,195	5.794%, 2/12/51 (i)	1,427,742
1,150	5.93%, 2/15/51 (g)(i)	1,224,710
636	6.135%, 7/12/37 (a)(c)	637,107
7,000	6.45%, 5/12/34 (i)	7,014,486
367	JPMorgan Mortgage Trust, 2.991%, 7/25/35 CMO (i)	369,796
	LB Commercial Mortgage Trust, CMO,	
520	5.60%, 10/15/35 (a)(c)	566,602
950	5.886%, 7/15/44 (i)	1,125,142
1,278	LB-UBS Commercial Mortgage Trust, 5.347%, 11/15/38 CMO (g)	1,472,239
	Lehman Mortgage Trust, CMO,	
1,232	6.00%, 5/25/37	1,159,264
529	6.462%, 4/25/36 (i)	508,907
1,446	Luminent Mortgage Trust, 0.38%, 12/25/36 CMO (i)	1,022,984
1,587	MASTR Asset Securitization Trust, 6.00%, 6/25/36 CMO (i)	1,449,309
	Merrill Lynch/Countrywide Commercial Mortgage Trust, CMO (g),	
1,500	5.485%, 3/12/51 (i)	1,739,906
2,300	5.70%, 9/12/49	2,708,712
	MLCC Mortgage Investors, Inc., CMO (i),	
550	0.42%, 7/25/30	527,234
404	0.54%, 11/25/29	392,724
136	2.477%, 11/25/35	131,908
514	2.747%, 11/25/35	476,796



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	Morgan Stanley Capital I, Inc., CMO,	
69,557	0.263%, 11/12/49 IO (a)(c)(i)	716,649
2,000	5.447%, 2/12/44 (i)	2,317,550
315	5.692%, 4/15/49 (i)	367,997
558	5.809%, 12/12/49	664,022
4,000	6.01%, 11/15/30 (a)(c)(g)	4,010,006
651	Morgan Stanley Dean Witter Capital I, 6.50%, 11/15/36 CMO (a)(c)	653,421
	Morgan Stanley Mortgage Loan Trust, CMO,	
645	3.214%, 1/25/35 (i)	42,397
822	6.00%, 8/25/37	762,042

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December 31, 2012 (continued)

Principal Amount (000s)		Value
\$1,200	Morgan Stanley Re-Remic Trust, zero coupon, 7/17/56 CMO, PO (a)(b)(c)(h) (acquisition cost-\$1,087,953; purchased 4/6/11)	\$1,069,620
13	Ocwen Residential MBS Corp., CMO (a)(c)(i), 6.743%, 6/25/39 (d)	765
444	7.00%, 10/25/40 (e) RBSCF Trust, CMO (a)(c)(i),	34,096
1,000	5.223%, 8/16/48 (g)	1,116,371
1,000	5.331%, 2/16/44	1,084,241
1,000	5.336%, 5/16/47 (g)	1,120,874
2,744	6.068%, 2/17/51 (g)	2,863,183
617	Regal Trust IV, 2.538%, 9/29/31 CMO (a)(c)(i) Residential Accredited Loans Trust, CMO,	590,675
241	0.39%, 6/25/46 (i)	110,328
740	3.928%, 1/25/36 (i)	546,140
596	6.00%, 8/25/35	530,617
584	6.50%, 9/25/37	423,828
456	Residential Asset Securitization Trust, 6.00%, 3/25/37 CMO	348,927
786	Residential Funding Mortgage Securities I Trust, 6.00%, 6/25/36 CMO RMF Commercial Mortgage Pass-Through Certificates, CMO (a)(c),	714,606
107	7.471%, 1/15/19	105,912
265	9.35%, 1/15/19 (i) Structured Adjustable Rate Mortgage Loan Trust, CMO (i),	263,383
779	5.049%, 11/25/36	728,378
1,101	5.173%, 4/25/36	897,409
732	5.266%, 1/25/36	542,814
500	5.351%, 9/25/36	391,235
1,479	Structured Asset Mortgage Investments, Inc., 0.42%, 8/25/36 CMO (i)	967,656
271	Structured Asset Securities Corp., 5.00%, 5/25/35 CMO	274,931
312	TBW Mortgage-Backed Trust, 6.00%, 7/25/36 CMO	175,041
1,500	TIAA Retail Commercial Trust, 5.77%, 6/19/33 CMO (a)(c) Wachovia Bank Commercial Mortgage Trust, CMO,	1,561,748
31,669	0.906%, 10/15/41 IO (a)(c)(i)	413,761
2,500	5.188%, 2/15/41 (a)(c)(i)	2,484,706
1,000	5.509%, 4/15/47	1,161,793
5,044	5.605%, 2/15/35 (a)(c)(g)(i)	5,032,298
1,825	5.921%, 2/15/51 (g)(i)	2,134,537
1,000	WAMU Commercial Mortgage Securities Trust, 6.129%, 3/23/45 CMO (a)(c)(i)	920,681
900	WaMu Mortgage Pass-Through Certificates, 2.643%, 12/25/36 CMO (g)(i)	723,332

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3,103	Washington Mutual Alternative Mortgage Pass-Through Certificates, 6.50%, 8/25/36 CMO	1,941,945
144	Wells Fargo Alternative Loan Trust, 5.50%, 7/25/22 CMO	145,920
900	Wells Fargo Mortgage-Backed Securities Trust, 5.632%, 10/25/36 CMO (i)	886,260
2,256	WF-RBS Commercial Mortgage Trust, CMO, IO (a)(c)(i), 0.854%, 6/15/44	84,935
31,353	1.152%, 2/15/44 (g)	1,529,360
Total Mortgage-Backed Securities (cost-\$142,057,696)		163,671,662

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**Table of Contents****PCM Fund, Inc. Schedule of Investments**

December 31, 2012 (continued)

Principal Amount (000s)		Value
<b>CORPORATE BONDS &amp; NOTES 28.4%</b>		
<b>Airlines 2.1%</b>		
\$284	Northwest Airlines, Inc., 1.062%, 11/20/15 (MBIA) (g)(i)	\$282,245
	United Air Lines Pass-Through Trust (g),	
758	6.636%, 1/2/24	814,942
797	9.75%, 7/15/18	922,912
636	10.40%, 5/1/18	731,891
		2,751,990
<b>Banking 6.7%</b>		
	Ally Financial, Inc.,	
10	5.90%, 1/15/19	9,867
126	6.00%, 2/15/19 3/15/19	124,688
30	6.15%, 3/15/16	30,044
20	6.30%, 8/15/19	19,884
16	6.50%, 10/15/16	16,025
23	6.65%, 6/15/18	23,003
25	6.70%, 6/15/18	24,845
84	6.75%, 8/15/16 10/15/18	83,509
2	6.80%, 10/15/18	1,984
12	6.85%, 4/15/16	11,927
174	6.90%, 8/15/18	172,539
193	7.00%, 6/15/17 8/15/18	190,676
46	7.05%, 3/15/18 4/15/18	45,734
6	7.15%, 9/15/18	5,919
60	7.20%, 10/15/17	59,590
133	7.25%, 9/15/17 9/15/18	132,490
297	7.30%, 12/15/17 1/15/18	295,165
76	7.35%, 4/15/18	75,982
20	7.375%, 11/15/16	19,920
36	7.40%, 12/15/17	35,918
26	7.50%, 8/15/17 11/15/17	26,013
8	7.75%, 10/15/17	7,952
37	8.00%, 10/15/17 11/15/17	36,899
5	8.20%, 3/15/17	4,999
322	9.00%, 7/15/20	331,888
800	CIT Group, Inc., 5.25%, 4/1/14 (a)(c)(g)	832,000
2,200	Discover Bank, 7.00%, 4/15/20 (g)	2,733,507

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1,200	Morgan Stanley, 0.82%, 10/15/15 (g)(i)	1,163,556
2,000	Regions Financial Corp., 7.75%, 11/10/14 (g)	2,222,600
		8,739,123
<b>Coal 0.8%</b>		
950	CONSOL Energy, Inc., 8.00%, 4/1/17 (g)	1,033,125
<b>Diversified Financial Services 5.7%</b>		
1,000	Cantor Fitzgerald L.P., 7.875%, 10/15/19 (a)(c)(g)	1,037,940
	Ford Motor Credit Co. LLC (g),	
1,000	6.625%, 8/15/17	1,169,271
500	8.00%, 12/15/16	604,817

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**Table of Contents****PCM Fund, Inc. Schedule of Investments**

December 31, 2012 (continued)

Principal Amount (000s)		Value
<b>Diversified Financial Services (continued)</b>		
\$1,600	International Lease Finance Corp., 7.125%, 9/1/18 (a)(c)(g)	\$1,864,000
	SLM Corp. (g),	
1,000	8.00%, 3/25/20	1,147,500
1,100	8.45%, 6/15/18	1,292,500
1,798	Toll Road Investors Partnership II L.P., zero coupon, 2/15/45 (NPFGC) (a)(b)(c)(h) (acquisition cost-\$294,451; purchased 11/20/12)	305,222
		7,421,250
<b>Electric Utilities 0.4%</b>		
500	Energy Future Holdings Corp., 10.00%, 1/15/20	561,250
250	Escrow Dynegey Holdings, Inc., 7.125%, 5/15/18 (d)(e)	1,403
		562,653
<b>Engineering &amp; Construction 0.9%</b>		
1,222	Alion Science and Technology Corp., 12.00%, 11/1/14 PIK (g)	1,182,391
<b>Household Products/Wares 0.1%</b>		
100	Armored Autogroup, Inc., 9.25%, 11/1/18	85,250
<b>Insurance 5.2%</b>		
	American International Group, Inc. (g),	
2,000	4.25%, 5/15/13	2,025,036
500	5.45%, 5/18/17	575,211
1,350	6.25%, 5/1/36	1,743,924
1,100	6.40%, 12/15/20	1,365,846
1,000	Stone Street Trust, 5.902%, 12/15/15 (a)(c)(g)	1,095,406
		6,805,423
<b>Miscellaneous Manufacturing 0.5%</b>		
970	Colt Defense LLC, 8.75%, 11/15/17 (g)	637,775
<b>Oil &amp; Gas 0.2%</b>		
285	Global Geophysical Services, Inc., 10.50%, 5/1/17 (g)	255,075
<b>Pharmaceuticals 0.1%</b>		

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200	Lantheus Medical Imaging, Inc., 9.75%, 5/15/17	187,000
<b>Pipelines 0.4%</b>		
100	NGPL PipeCo LLC, 7.768%, 12/15/37 (a)(c)	105,500
400	Rockies Express Pipeline LLC, 6.875%, 4/15/40 (a)(c)	362,000
		467,500
<b>Real Estate Investment Trust 2.9%</b>		
2,000	SL Green Realty Corp., 7.75%, 3/15/20 (g)	2,488,392
1,000	Weyerhaeuser Co., 7.375%, 3/15/32 (g)	1,260,924
		3,749,316
<b>Retail 2.4%</b>		
	CVS Pass-Through Trust (g),	
1,622	5.88%, 1/10/28	1,872,076
942	7.507%, 1/10/32 (a)(c)	1,245,364
		3,117,440
<b>Transportation 0.0%</b>		
40	Western Express, Inc., 12.50%, 4/15/15 (a)(b)(c)(h) (acquisition cost-\$24,050; purchased 11/13/12 12/14/12)	24,800
<b>Total Corporate Bonds &amp; Notes (cost-\$31,563,636)</b>		<b>37,020,111</b>

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**Table of Contents****PCM Fund, Inc. Schedule of Investments**

December 31, 2012 (continued)

Principal Amount (000s)		Value
<b>ASSET-BACKED SECURITIES 9.2%</b>		
\$74	Ameriquest Mortgage Securities, Inc., 5.835%, 2/25/33 (i)	\$4,726
142	Asset-Backed Securities Corp. Home Equity, 2.961%, 6/21/29 (i)	38,475
439	Associates Manufactured Housing Pass-Through Certificates, 7.15%, 3/15/28 (i)	522,705
459	Bayview Financial Acquisition Trust, 0.49%, 12/28/36 (i)	372,136
77	Bear Stearns Asset-Backed Securities Trust (i), 0.59%, 6/25/36	68,718
898	3.161%, 7/25/36	659,148
1,282	Bombardier Capital Mortgage Securitization Corp., 7.83%, 6/15/30 (i)	792,916
474	Conseco Finance Securitizations Corp., 7.96%, 5/1/31	407,569
970	9.163%, 3/1/33 (i)	872,105
498	Denver Arena Trust, 6.94%, 11/15/19 (a)(b)(c)(h) (acquisition cost-\$506,065; purchased 1/4/05 7/21/11)	512,025
719	EMC Mortgage Loan Trust, 0.86%, 2/25/41 (a)(c)(i)	646,267
287	GE Capital Mortgage Services, Inc. Trust, 6.705%, 4/25/29 (i)	272,727
188	GSAA Trust, 0.48%, 6/25/35 (i)	179,195
6,250	Indymac Residential Asset-Backed Trust, 0.45%, 4/25/47 (i)	2,643,184
56	Keystone Owner Trust, 9.00%, 1/25/29 (a)(c)	55,456
652	Lehman XS Trust, 5.42%, 11/25/35	639,017
2,455	Merrill Lynch First Franklin Mortgage Loan Trust, 0.45%, 5/25/37 (i)	1,331,598
630	Merrill Lynch Mortgage Investors, Inc., 0.71%, 6/25/36 (i)	524,429
753	Oakwood Mortgage Investors, Inc., 6.89%, 11/15/32 (i)	227,766
80	Residential Asset Mortgage Loan Trust, 0.58%, 9/25/32 (i)	52,777
62	Southern Pacific Secured Asset Corp., 0.55%, 7/25/29 (i)	49,027
68	Structured Asset Investment Loan Trust, 4.71%, 10/25/33 (i)	7,060
1,000	UCFC Manufactured Housing Contract, 7.90%, 1/15/28 (i)	1,003,966
1,856	UPS Capital Business Credit, 3.458%, 4/15/26 (b)(e)(i)	74,173
Total Asset-Backed Securities (cost-\$12,350,550)		11,957,165
<b>U.S. GOVERNMENT AGENCY SECURITIES 1.9%</b>		
Freddie Mac (i),		
3,133	0.677%, 1/25/21, CMO, IO	124,412
10,500	3.615%, 6/25/41, CMO, IO (g)	2,406,082
Total U.S. Government Agency Securities (cost-\$2,285,857)		2,530,494



<b>MUNICIPAL BONDS 1.4%</b>		
<b>Arkansas 0.6%</b>		
780	Little Rock Municipal Property Owners Multipurpose Improvement Dist. No 10, Special Tax, Capital Improvement Projects, 7.20%, 3/1/32, Ser. B	784,165
<b>Virginia 0.3%</b>		
355	Lexington Industrial Dev. Auth. Rev., Kendall at Lexington, 8.00%, 1/1/15, Ser. C	354,922
<b>West Virginia 0.5%</b>		
925	Tobacco Settlement Finance Auth. Rev., 7.467%, 6/1/47, Ser. A	741,184
<b>Total Municipal Bonds (cost-\$1,997,116)</b>		<b>1,880,271</b>

**Table of Contents****PCM Fund, Inc. Schedule of Investments**

December 31, 2012 (continued)

Shares	Value
<b>COMMON STOCK 0.0%</b>	
<b>Independent Power Producers &amp; Energy Traders 0.0%</b>	
1 Dynege, Inc. (k)	\$14
<b>Oil, Gas &amp; Consumable Fuels 0.0%</b>	
1,294 SemGroup Corp., Class A (k)	50,560
Total Common Stock (cost-\$33,665)	50,574
<b>Units</b>	
<b>WARRANTS 0.0%</b>	
<b>Engineering &amp; Construction 0.0%</b>	
1,100 Alion Science and Technology Corp., expires 11/1/14 (a)(c)(k)	11
<b>Oil, Gas &amp; Consumable Fuels 0.0%</b>	
1,362 SemGroup Corp., expires 11/30/14 (k)	20,128
Total Warrants (cost-\$6,139)	20,139
<b>Principal Amount (000s)</b>	
<b>SHORT-TERM INVESTMENTS 5.8%</b>	
<b>U.S. Treasury Obligation (f)(g)(j) 4.1%</b>	
\$5,301 U.S. Treasury Bills, 0.183%-0.189%, 8/22/13 11/14/13 (cost-\$5,294,504)	5,296,526
<b>Repurchase Agreements 1.7%</b>	
1,700 JPMorgan Securities, Inc., dated 12/31/12, 0.25%, due 1/2/13, proceeds \$1,700,024; collateralized by U.S. Treasury Notes, 1.875%, due 8/31/17, valued at \$1,737,003 including accrued interest	1,700,000
567 State Street Bank and Trust Co., dated 12/31/12, 0.01%, due 1/2/13, proceeds \$567,000; collateralized by Freddie Mac, 2.10%, due 10/17/22, valued at \$582,963 including accrued interest	567,000
Total Repurchase Agreements (cost-\$2,267,000)	2,267,000
Total Short-Term Investments (cost-\$7,561,504)	7,563,526
<b>Total Investments (cost-\$197,856,163) 172.2%</b>	<b>224,693,942</b>

Liabilities in excess of other assets	(72.2)%	(94,232,817)
<b>Net Assets</b>	<b>100.0%</b>	<b>\$130,461,125</b>

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**PCM Fund, Inc. Notes to Schedule of Investments:**

December 31, 2012 (continued)

- (a) Private Placement Restricted as to resale and may not have a readily available market. Securities with an aggregate value of \$68,698,997, representing 52.7% of net assets.
- (b) Illiquid.
- (c) 144A Exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions exempt from registration, typically only to qualified institutional buyers. Unless otherwise indicated, these securities are not considered to be illiquid.
- (d) In default.
- (e) Fair-Valued Securities with an aggregate value of \$4,706,711, representing 3.6% of net assets. See Note 1(a) and Note 1(b) in the Notes to Financial Statements.
- (f) All or partial amount segregated for the benefit of the counterparty as collateral for derivatives.
- (g) All or partial amount transferred for the benefit of the counterparty as collateral for reverse repurchase agreements.
- (h) Restricted. The aggregate acquisition cost of such securities is \$6,551,394. The aggregate market value is \$4,995,241, representing 3.8% of net assets.
- (i) Variable or Floating Rate Security Securities with an interest rate that changes periodically. The interest rate disclosed reflects the rate in effect on December 31, 2012.
- (j) Rates reflect the effective yields at purchase date.
- (k) Non-income producing.

(l) Credit default swap agreements outstanding at December 31, 2012:

OTC sell protection swap agreements:

Swap Counterparty/ Referenced Debt Issuer	Notional Amount (000s) (1)	Credit Spread	Termination Date	Payments Received	Market Value (2)	Upfront Premiums Paid (Received)	Unrealized Appreciation (Depreciation)
<b>Citigroup:</b>							
SLM	\$ 500	0.62%	12/20/13	5.00%	\$ 22,255	\$ (78,750)	\$ 101,005
SLM	1,700	0.62%	12/20/13	5.00%	75,666	146,950	(71,284)
<b>Deutsche Bank:</b>							
SLM	500	0.62%	12/20/13	5.00%	22,255	(61,250)	83,505
SLM	3,000	3.68%	3/20/19	5.35%	271,052		271,052
<b>Royal Bank of Scotland:</b>							
<b>Markit ABX.HE Index</b>							
6-1	2,871		7/25/45	0.18%	(118,755)	(287,126)	168,371
<b>Markit ABX.HE Index</b>							
6-1	6,814		7/25/45	0.32%	(2,480,734)	(4,003,809)	1,523,075
<b>Markit ABX.HE Index</b>							
7-1	2,719		8/25/37	0.09%	(1,005,438)	(1,345,776)	340,338
					\$ (3,213,699)	\$ (5,629,761)	\$ 2,416,062

Credit Spread not quoted for asset-backed securities.

- (1) This represents the maximum potential amount the Fund could be required to make available a seller of credit protection or receive a buyer of credit protection if a credit event occurs as defined under the terms of that particular swap agreement.
- (2) The quoted market prices and resulting values for credit default swap agreements serve as an indicator of the status at December 31, 2012 of the payment/performance risk and represent the likelihood of an expected liability (or profit) for the credit derivative should the notional amount of the swap agreement have been closed/sold as of the period end. Increasing market values, in absolute terms when compared to the notional amount of the swap, represent a deterioration of the referenced entity's credit soundness and a greater likelihood or risk of default or other credit event occurring as defined under the terms of the agreement.
- (m) At December 31, 2012, \$260,000 was held in cash as collateral for derivatives. Cash collateral held may be invested in accordance with the Fund's investment strategy.

**Table of Contents****PCM Fund, Inc. Notes to Schedule of Investments:**

December 31, 2012 (continued)

(n) Open reverse repurchase agreements at December 31, 2012:

Counterparty	Rate	Trade Date	Due Date	Principal & Interest	Principal
Barclays Bank	0.55%	11/27/12	2/27/13	\$ 1,268,678	\$ 1,268,000
	0.55	12/24/12	3/25/13	1,884,230	1,884,000
	0.71	12/18/12	3/13/13	1,001,276	1,001,000
	0.71	12/24/12	3/25/13	1,366,216	1,366,000
	0.711	12/12/12	1/14/13	1,733,684	1,733,000
	0.75	10/22/12	1/22/13	741,095	740,000
	0.75	11/15/12	2/15/13	604,591	604,000
	0.75	11/26/12	2/25/13	551,413	551,000
	0.90	8/24/12	2/25/13	6,454,911	6,434,000
	0.954	12/21/12	2/6/13	2,131,621	2,131,000
	1.01	12/3/12	1/4/13	2,053,670	2,052,000
	1.01	12/3/12	2/28/13	1,110,903	1,110,000
	1.113	11/1/12	2/1/13	1,555,929	1,553,000
	1.15	8/24/12	2/25/13	4,270,662	4,253,000
Citigroup	0.961	12/24/12	1/22/13	5,798,238	5,797,000
Deutsche Bank	0.75	11/16/12	2/15/13	2,232,137	2,230,000
	0.75	11/19/12	2/19/13	1,316,178	1,315,000
	0.75	11/28/12	2/28/13	1,009,715	1,009,000
	0.75	12/17/12	3/18/13	4,043,263	4,042,000
JPMorgan Chase	0.76	11/21/12	2/22/13	542,469	542,000
Morgan Stanley	1.22	10/10/12	1/10/13	7,715,642	7,694,000
Royal Bank of Canada	1.309	12/19/12	3/20/13	3,165,496	3,164,000
Royal Bank of Scotland	0.55	11/20/12	2/20/13	2,442,566	2,441,000
	0.959	12/17/12	1/17/13	6,393,554	6,391,000
	0.961	12/24/12	1/22/13	1,004,214	1,004,000
	0.963	12/10/12	1/7/13	986,580	986,000
	0.965	12/6/12	1/4/13	1,281,893	1,281,000
	1.109	12/3/12	1/3/13	2,069,847	2,068,000
	1.109	12/17/12	1/17/13	2,996,384	2,995,000
	1.109	12/31/12	2/4/13	2,064,000	2,064,000
	1.111	12/24/12	1/23/13	2,057,508	2,057,000
	1.198	12/21/12	1/4/13	3,565,305	3,564,000
	1.209	12/14/12	1/10/13	2,609,576	2,608,000
1.21	12/14/12	3/14/13	2,131,289	2,130,000	
1.211	12/24/12	1/22/13	1,048,282	1,048,000	
1.211	12/24/12	1/23/13	2,666,717	2,666,000	

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	1.31	12/14/12	3/14/13	4,118,696	4,116,000
UBS	0.40	12/18/12	1/23/13	1,293,201	1,293,000
					\$ 91,185,000

- (o) The weighted average daily balance of reverse repurchase agreements outstanding during the year ended December 31, 2012 was \$92,034,563, at a weighted average interest rate of 1.07%. The total market value of underlying collateral (refer to the Schedule of Investments for positions transferred for the benefit of the counterparty as collateral) for open reverse repurchase agreements at December 31, 2012 was \$101,024,626.

At December 31, 2012, \$535,196 of market value was held in Mortgage-Backed Securities as collateral for reverse repurchase agreements. Securities held as collateral will not be pledged and are not reflected in the Schedule of Investments.

**Table of Contents****PCM Fund, Inc. Notes to Schedule of Investments:**

December 31, 2012 (continued)

(p) Fair Value Measurement See Note 1(b) in Notes to Financial Statements

	Level 1 Quoted Prices	Level 2 Other Significant Observable Inputs	Level 3 Significant Unobservable Inputs	Value at 12/31/12
<b>Investments in Securities Assets</b>				
Mortgage-Backed Securities		\$ 157,904,005	\$ 5,767,657	\$ 163,671,662
Corporate Bonds & Notes:				
Airlines		282,245	2,469,745	2,751,990
Electric Utilities		561,250	1,403	562,653
All Other		33,705,468		33,705,468
Asset-Backed Securities		11,882,992	74,173	11,957,165
U.S. Government Agency Securities		2,530,494		2,530,494
Municipal Bonds		1,880,271		1,880,271
Common Stock	\$ 50,574			50,574
Warrants:				
Engineering & Construction			11	11
Oil, Gas & Consumable Fuels	20,128			20,128
Short-Term Investments		7,563,526		7,563,526
<b>Total Investments in Securities Assets</b>	<b>\$ 70,702</b>	<b>\$ 216,310,251</b>	<b>\$ 8,312,989</b>	<b>\$ 224,693,942</b>
<b>Other Financial Instruments* Assets</b>				
Credit Contracts		\$ 2,487,346		\$ 2,487,346
<b>Other Financial Instruments* Liabilities</b>				
Credit Contracts		\$ (71,284)		\$ (71,284)
<b>Totals</b>	<b>\$ 70,702</b>	<b>\$ 218,726,313</b>	<b>\$ 8,312,989</b>	<b>\$ 227,110,004</b>

Security valued at \$20,128 was transferred from Level 2 to 1 due to the availability of a quoted price in an active market.

A roll forward of fair value measurements using significant unobservable inputs (Level 3) for the year ended December 31, 2012, was as follows:



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	Beginning Balance 12/31/11	Purchases	Sales	Accrued Discount/ (Premiums)	Net Realized Gain/(Loss)	Net Change in Unrealized Appreciation/ Depreciation	Transfers into Level 3**	Transfers out of Level 3***	Ending Balance 12/31/12
<b>Investments in Securities Assets</b>									
Mortgage-Backed Securities	\$ 1,460,808	\$ 189,988	\$ (899,888)	\$ 20,192	\$ 415,640	\$ 106,220	\$ 4,511,807	\$ (37,110)	\$ 5,767,657
Corporate Bonds & Notes:									
Airlines	2,941,661		(346,863)	2,596	8,118	146,478		(282,245)	2,469,745
Electric Utilities						1,403			1,403
Asset-Backed Securities							74,173		74,173
Warrants:									
Engineering & Construction		11							11
<b>Totals</b>	<b>\$ 4,402,469</b>	<b>\$ 189,999</b>	<b>\$ (1,246,751)</b>	<b>\$ 22,788</b>	<b>\$ 423,758</b>	<b>\$ 254,101</b>	<b>\$ 4,585,980</b>	<b>\$ (319,355)</b>	<b>\$ 8,312,989</b>

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**Table of Contents****PCM Fund, Inc. Notes to Schedule of Investments:**

December 31, 2012 (continued)

The following table presents additional information about valuation techniques and inputs used for investments that are measured at fair value and categorized within Level 3 at December 31, 2012.

	Ending Balance at 12/31/12	Valuation Technique Used	Unobservable Inputs	Input Values
<b>Investments in Securities Assets</b>				
Mortgage-Backed				
Securities	\$ 4,545,903	Benchmark pricing	Broker quote	\$8.44-\$110.04
	1,136,522	Third-Party pricing vendor	Single Broker Quote	\$ 89.14-\$100.19
	85,232	Market Comparable Security	Security Price Reset	\$0.55
Corporate Bonds				
& Notes	2,469,745	Third-Party pricing vendor	Single Broker Quote	\$107.5-\$115.75
	1,403	Benchmark pricing	Security Price Reset	\$0.56
Asset-Backed				
Securities	74,173	Benchmark pricing	Security Price Reset	\$4.00

Received as part of the Dynege Holdings, Inc. bankruptcy settlement.

- \* Other financial instruments are swap agreements which are valued at the unrealized appreciation (depreciation) of the instrument.
- \*\* Transferred out of Level 2 into Level 3 because evaluated prices were provided by third-party pricing vendor was not available.
- \*\*\* Transferred out of Level 3 into Level 2 because evaluated prices with observable inputs from a third-party pricing vendor became available.

The net change in unrealized appreciation of Level 3 investments, which the Fund held at December 31, 2012, was \$604,181. Net realized gain (loss) and net change in unrealized appreciation/depreciation are reflected on the Statement of Operations.

(q) The following is a summary of the fair valuation of the Fund's derivative instruments categorized by risk exposure:

The effect of derivatives on the Statement of Assets and Liabilities at December 31, 2012:

Location	Credit Contracts
<b>Asset derivatives:</b>	
Unrealized appreciation of OTC swaps	\$ 2,487,346
<b>Liability derivatives:</b>	
Unrealized depreciation of OTC swaps	\$ (71,284)

The effect of derivatives on the Statement of Operations for the year ended December 31, 2012:

Location	Credit Contracts
<b>Net realized gain on:</b>	
Swaps	\$ 484,719
<b>Net change in unrealized appreciation/depreciation of:</b>	
Swaps	\$ 2,589,014

The average volume (measured at each fiscal quarter-end) of derivative activity during the year ended December 31, 2012:

Credit Default Swap Agreements <sup>(1)</sup> USD Sell
\$16,959

<sup>(1)</sup> Notional amount (in thousands)

**Glossary:**

CMO	- Collateralized Mortgage Obligation
IO	- Interest Only
MBIA	- insured by Municipal Bond Investors Assurance
MBS	- Mortgage-Backed Securities
NPFGC	- insured by National Public Finance Guarantee Corp.
OTC	- Over-the-Counter
PIK	- Payment-in-Kind
PO	- Principal Only

**Table of Contents****PCM Fund, Inc. Statement of Assets and Liabilities**

December 31, 2012

<b>Assets:</b>	
Investments, at value (cost-\$197,856,163)	\$224,693,942
Cash	733
Unrealized appreciation of OTC swaps	2,487,346
Unsettled reverse repurchase agreements	2,064,000
Interest receivable	1,412,613
Swap premiums paid	146,950
Receivable from broker	24,027
Prepaid expenses and other assets	3,897
<b>Total Assets</b>	<b>230,833,508</b>

<b>Liabilities:</b>	
Payable for reverse repurchase agreements	91,185,000
Payable to brokers for cash collateral received	260,000
Payable for terminated swaps	6,757
Swap premiums received	5,776,711
Dividends payable	2,701,527
Investment management fees payable	153,914
Interest payable for reverse repurchase agreements and cash collateral received	96,644
Unrealized depreciation of OTC swaps	71,284
Accrued expenses	120,546
<b>Total Liabilities</b>	<b>100,372,383</b>
<b>Net Assets</b>	<b>\$130,461,125</b>

<b>Composition of Net Assets:</b>	
<b>Common Stock:</b>	
Par value (\$0.001 per share, applicable to 11,495,429 common stock issued and outstanding)	\$11,495
Paid-in-capital in excess of par	143,413,536
Dividends in excess of net investment income	(249,112)
Accumulated net realized loss	(41,968,635)
Net unrealized appreciation	29,253,841
<b>Net Assets</b>	<b>\$130,461,125</b>
<b>Net Asset Value Per Common Stock</b>	<b>\$11.35</b>

See accompanying Notes to Financial Statements 12.31.12 PCM Fund, Inc. Annual Report **19**

**Table of Contents****PCM Fund, Inc. Statement of Operations**

Year ended December 31, 2012

**Investment Income:**

Interest	\$15,262,764
Miscellaneous	32,877
<b>Total Investment Income</b>	<b>15,295,641</b>

**Expenses:**

Investment management	1,742,907
Interest	1,001,107
Audit and tax services	96,120
Stockholder communications	84,398
Legal	69,523
Custodian and accounting agent	56,614
Transfer agent	35,641
New York Stock Exchange listing	21,353
Directors	9,171
Insurance	5,469
Miscellaneous	9,110
<b>Total Expenses</b>	<b>3,131,413</b>

<b>Net Investment Income</b>	<b>12,164,228</b>
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**Realized and Change in Unrealized Gain (Loss):**

Net realized gain (loss) on:	
Investments	(1,919,981)
Swaps	484,719
Net change in unrealized appreciation/depreciation of:	
Investments	20,908,426
Swaps	2,589,014
Net realized and change in unrealized gain	22,062,178
<b>Net Increase in Net Assets Resulting from Investment Operations</b>	<b>\$34,226,406</b>

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**Table of Contents****PCM Fund, Inc. Statement of Changes in Net Assets**

	Year ended December 31,	
	2012	2011
<b>Investment Operations:</b>		
Net investment income	\$12,164,228	\$12,966,180
Net realized gain (loss)	(1,435,262)	690,814
Net change in unrealized appreciation/depreciation	23,497,440	(6,017,074)
Net increase in net assets resulting from investment operations	34,226,406	7,639,920
<b>Dividends to Stockholders from Net Investment Income</b>	(12,809,055)	(12,153,003)
<b>Capital Stock Transactions:</b>		
Reinvestment of dividends	233,480	303,054
Total increase (decrease) in net assets	21,650,831	(4,210,029)
<b>Net Assets:</b>		
Beginning of year	108,810,294	113,020,323
End of year*	\$130,461,125	\$108,810,294
*Including undistributed (dividends in excess of) net investment income of:	\$(249,112)	\$373,867
<b>Common Stock Issued in reinvestment of dividends</b>	21,592	29,412

See accompanying Notes to Financial Statements 12.31.12 PCM Fund, Inc. Annual Report **21**

**Table of Contents****PCM Fund, Inc. Statement of Cash Flows**

Year ended December 31, 2012

**Decrease in Cash from:****Cash Flows provided by Operating Activities:**

Net increase in net assets resulting from investment operations \$34,226,406

**Adjustments to reconcile net increase in net assets resulting from investment operations to net cash provided by operating activities:**

Purchases of long-term investments (27,000,509)

Proceeds from sales of long-term investments 25,595,614

Sales of short-term portfolio investments, net 1,445,495

Net change in unrealized appreciation/depreciation (23,497,440)

Net realized loss 1,435,262

Net amortization/accretion on investments (953,419)

Decrease in receivable for investments sold 7,790,000

Increase in unsettled reverse repurchase agreements (2,064,000)

Decrease in interest receivable 29,137

Increase in prepaid expenses (1,381)

Increase in payable to brokers for cash collateral received 260,000

Net cash provided by swap transactions 5,892,983

Increase in investment management fees payable 13,664

Decrease in interest payable for reverse repurchase agreements (17,653)

Increase in interest payable on cash collateral 15

Increase in accrued expenses 485

**Net cash provided by operating activities\*** 23,154,659**Cash Flows used for Financing Activities:**

Decrease in payable for reverse repurchase agreements (11,216,000)

Cash dividends paid (excluding reinvestment of dividends of \$233,480) (11,939,339)

**Net cash used for financing activities** (23,155,339)**Net decrease in cash** (680)**Cash at beginning of year** 1,413**Cash at end of year** \$733

\* Included in operating expenses is cash paid for interest primarily related to participation in reverse repurchase agreement transactions of \$1,018,745

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**PCM Fund, Inc. Notes to Financial Statements**

December 31, 2012

**1. Organization and Significant Accounting Policies**

PCM Fund, Inc. (the Fund) commenced operations on September 2, 1993. The Fund is registered under the Investment Company Act of 1940, as amended, as a non-diversified, closed-end management investment company organized as a Maryland corporation. Allianz Global Investors Fund Management LLC (the Investment Manager) and Pacific Investment Management Company LLC (PIMCO or the Sub-Adviser) serve as the Fund's investment manager and sub-adviser, respectively, and are indirect, wholly-owned subsidiaries of Allianz Asset Management of America L.P. (AAM). AAM is an indirect, wholly-owned subsidiary of Allianz SE, a publicly traded European insurance and financial services company. The Fund has the authority to issue 300 million shares of \$0.001 par value common stock.

The Fund's primary investment objective is to achieve high current income. Capital gain from the disposition of investments is a secondary objective of the Fund. There can be no assurance that the Fund will meet its stated objectives.

The preparation of the Fund's financial statements in accordance with accounting principles generally accepted in the United States of America requires the Fund's management to make estimates and assumptions that affect the reported amounts and disclosures in the Fund's financial statements. Actual results could differ from those estimates.

In the normal course of business, the Fund enters into contracts that contain a variety of representations that provide general indemnifications. The Fund's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Fund that have not yet occurred.

In December 2011, the Financial Accounting Standards Board issued Accounting Standards Update No. 2011-11, *Disclosures About Offsetting Assets and Liabilities*, which requires enhanced disclosures that will enable users to evaluate the effect or potential effect of netting arrangements on an entity's financial position, including the effect or potential effect of rights of setoff associated with certain financial instruments and derivative instruments. The amendments are effective for fiscal years beginning on or after January 1, 2013. Fund management is currently evaluating the effect that the guidance may have on the Fund's financial statements.

The following is a summary of significant accounting policies consistently followed by the Fund:

**(a) Valuation of Investments**

Portfolio securities and other financial instruments for which market quotations are readily available are stated at market value. Market value is generally determined on the basis of last reported sales prices, or if no sales are reported, on the basis of quotes obtained from a quotation reporting system, established market makers, or independent pricing services. The Fund's investments are valued daily using prices supplied by an independent pricing service or dealer quotations, or by using the last sale price on the exchange that is the primary market for such securities, or the mean between the last quoted bid and ask price. Independent pricing services use information provided by market makers or estimates of market values obtained from yield data relating to investments or securities



with similar characteristics.

The Board of Directors (the Board) has adopted procedures for valuing portfolio securities and other financial derivative instruments in circumstances where market quotes are not readily available, and has delegated the responsibility for applying the valuation methods to the Investment Manager and Sub-Adviser, an affiliate of the Investment Manager. The Fund's Valuation Committee was established by the Board to oversee the implementation of the Fund's valuation methods and to make fair value determinations on behalf of the Board, as instructed. The Sub-Adviser monitors the continued appropriateness of methods applied and determines if adjustments should be made in light of market changes, events affecting the issuer, or other factors. If the Sub-Adviser determines that a valuation method may no longer be appropriate, another valuation method may be selected, or the Valuation Committee will be convened to consider the matter and take any appropriate action in accordance with procedures set forth by the Board. The Board shall review the appropriateness of the valuation methods and these methods may be amended or supplemented from time to time by the Valuation Committee.

**Table of Contents****PCM Fund, Inc. Notes to Financial Statements**

December 31, 2012

**1. Organization and Significant Accounting Policies** (continued)

Benchmark pricing procedures are used as the basis for setting the base price of a fixed-income security and for subsequently adjusting the price proportionally to market value changes of a pre-determined security deemed to be comparable in duration, generally a U.S. Treasury or sovereign note based on country of issuance. The base price may be a broker-dealer quote, transaction price, or an internal value as derived by analysis of market data. The base price of the security may be reset on a periodic basis based on the availability of market data and procedures approved by the Valuation Committee. The validity of the fair value is reviewed by the Sub-Adviser on a periodic basis and may be amended as the availability of market data indicates a material change.

Short-term securities maturing in 60 days or less are valued at amortized cost, if their original term to maturity was 60 days or less, or by amortizing their value on the 61<sup>st</sup> day prior to maturity, if the original term to maturity exceeded 60 days.

The prices used by the Fund to value securities may differ from the value that would be realized if the securities were sold, and these differences could be material to the Fund's financial statements. The Fund's net asset value ( NAV ) is normally determined as of the close of regular trading (normally, 4:00 p.m. Eastern time) on the New York Stock Exchange ( NYSE ) on each day the NYSE is open for business.

**(b) Fair Value Measurements**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (*i.e.* the exit price ) in an orderly transaction between market participants. The three levels of the fair value hierarchy are described below:

- Level 1 quoted prices in active markets for identical investments that the Fund has the ability to access
- Level 2 valuations based on other significant observable inputs, which may include, but are not limited to, quoted prices for similar assets or liabilities, interest rates, yield curves, volatilities, prepayment speeds, loss severities, credit risks and default rates or other market corroborated inputs
- Level 3 valuations based on significant unobservable inputs (including the Sub-Adviser's or Valuation Committee's own assumptions and single broker quotes in determining the fair value of investments)

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. The following are certain inputs and techniques that the Fund generally uses to evaluate how to classify each category of assets and liabilities for Level 2 and Level 3, in accordance with Generally Accepted Accounting Principles ( GAAP ).

**Equity Securities (Common and Preferred Stock)** Equity securities traded in inactive markets are valued using inputs which include broker-dealer quotes, recently executed transactions adjusted for changes in the benchmark index, or evaluated price quotes received from independent pricing services that take into account the integrity of the market

sector and issuer, the individual characteristics of the security, and information received from broker-dealers and other market sources pertaining to the issuer or security. To the extent that these inputs are observable, the values of equity securities are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

U.S. Treasury Obligations U.S. Treasury obligations are valued by independent pricing services based on pricing models that evaluate the mean between the most recently quoted bid and ask price. The models also take into consideration data received from active market makers and broker-dealers, yield curves, and the spread over comparable U.S. Treasury issues. The spreads change daily in response to market conditions and are generally obtained from the new issue market and broker-dealer sources. To the extent that these inputs are observable, the values of U.S. Treasury obligations are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

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**PCM Fund, Inc. Notes to Financial Statements**

December 31, 2012

**1. Organization and Significant Accounting Policies (continued)**

**Government Sponsored Enterprise and Mortgage-Backed Securities** Government sponsored enterprise and mortgage-backed securities are valued by independent pricing services using pricing models based on inputs that include issuer type, coupon, cash flows, mortgage prepayment projection tables and Adjustable Rate Mortgage evaluations that incorporate index data, periodic and life caps, the next coupon reset date, and the convertibility of the bond. To the extent that these inputs are observable, the values of government sponsored enterprise and mortgage-backed securities are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

**Municipal Bonds** Municipal bonds are valued by independent pricing services based on pricing models that take into account, among other factors, information received from market makers and broker-dealers, current trades, bid-want lists, offerings, market movements, the callability of the bond, state of issuance, benchmark yield curves, and bond insurance. To the extent that these inputs are observable, the values of municipal bonds are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

**Corporate Bonds & Notes** Corporate bonds & notes are generally comprised of two main categories: investment grade bonds and high yield bonds. Investment grade bonds are valued by independent pricing services using various inputs and techniques, which include broker-dealer quotations, live trading levels, recently executed transactions in securities of the issuer or comparable issuers, and option adjusted spread models that include base curve and spread curve inputs. Adjustments to individual bonds can be applied to recognize trading differences compared to other bonds issued by the same issuer. High yield bonds are valued by independent pricing services based primarily on broker-dealer quotations from relevant market makers and recently executed transactions in securities of the issuer or comparable issuers. The broker-dealer quotations received are supported by credit analysis of the issuer that takes into consideration credit quality assessments, daily trading activity, and the activity of the underlying equities, listed bonds and sector-specific trends. To the extent that these inputs are observable, the values of corporate bonds & notes are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

**Asset-Backed Securities and Collateralized Mortgage Obligations** Asset-backed securities and collateralized mortgage obligations are valued by independent pricing services using pricing models based on a security's average life volatility. The models also take into account tranche characteristics such as coupon, average life, collateral types, ratings, the issuer and tranche type, underlying collateral and performance of the collateral, and discount margin for certain floating rate issues. To the extent that these inputs are observable, the values of asset-backed securities and collateralized mortgage obligations are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

**Credit Default Swaps** Credit default swaps traded over-the-counter (OTC) are valued by independent pricing services using pricing models that take into account, among other factors, information received from market makers and broker-dealers, default probabilities from index specific credit spread curves, recovery rates, and cash flows. To the extent that these inputs are observable, the values of OTC credit default swaps are categorized as Level 2. To the

extent that these inputs are unobservable, the values are categorized as Level 3.

The valuation techniques used by the Fund to measure fair value during the year ended December 31, 2012 were intended to maximize the use of observable inputs and to minimize the use of unobservable inputs.

The Fund's policy is to recognize transfers between levels at the end of the reporting period. An investment asset's or liability's level within the fair value hierarchy is based on the lowest level input, individually or in aggregate, that is significant to the fair value measurement. The objective of fair value measurement remains the same even when there is a significant decrease in the volume and level of activity for an asset or liability and regardless of the valuation techniques used. Investments categorized as Level 1 or 2 as of period end may have been transferred between Levels 1 and 2 since the prior period due to changes in the valuation method utilized in valuing the investments.

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**PCM Fund, Inc. Notes to Financial Statements**

December 31, 2012

**1. Organization and Significant Accounting Policies (continued)**

**(c) Investment Transactions and Investment Income**

Investment transactions are accounted for on the trade date. Realized gains and losses on investments are determined on an identified cost basis. Interest income adjusted for the accretion of discount and amortization of premiums is recorded on an accrual basis. Discounts or premiums on debt securities purchased are accreted or amortized, respectively, to interest income. Consent fees relating to corporate actions are recorded as miscellaneous income upon receipt. Paydown gains and losses are netted and recorded as interest income on the Statement of Operations.

**(d) Federal Income Taxes**

The Fund intends to distribute all of its taxable income and to comply with the other requirements of Subchapter M of the U.S. Internal Revenue Code of 1986, as amended, applicable to regulated investment companies. Accordingly, no provision for U.S. federal income taxes is required.

Accounting for uncertainty in income taxes establishes for all entities, including pass-through entities such as the Fund, a minimum threshold for financial statement recognition of the benefit of positions taken in filing tax returns (including whether an entity is taxable in a particular jurisdiction), and requires certain expanded tax disclosures. Fund management has determined that its evaluation of the positions taken in the tax returns has resulted in no material impact to the Fund's financial statements at December 31, 2012. The Fund's federal tax returns for the prior three years remain subject to examination by the Internal Revenue Service.

**(e) Dividends and Distributions**

The Fund declares dividends from net investment income to stockholders monthly. Distributions of net realized capital gains, if any, are paid at least annually. The Fund records dividends and distributions on the ex-dividend date. The amount of dividends from net investment income and distributions from net realized capital gains is determined in accordance with federal income tax regulations, which may differ from GAAP. These book-tax differences are considered either temporary or permanent in nature. To the extent these differences are permanent in nature, such amounts are reclassified within the capital accounts based on their federal income tax treatment; temporary differences do not require reclassification. To the extent dividends and/or distributions exceed current and accumulated earnings and profits for federal income tax purposes, they are reported as dividends and/or distributions to stockholders from return of capital.

**(f) Repurchase Agreements**

The Fund enters into transactions with its custodian bank or securities brokerage firms whereby it purchases securities under agreements to resell such securities at an agreed upon price and date ( repurchase agreements ). The Fund, through its custodian, takes possession of securities collateralizing the repurchase agreement. Such agreements are

carried at the contract amount in the financial statements, which is considered to represent fair value. Collateral pledged (the securities received), which consists primarily of U.S. government obligations and asset-backed securities, is held by the custodian bank for the benefit of the Fund until maturity of the repurchase agreement. Provisions of the repurchase agreements and the procedures adopted by the Fund require that the market value of the collateral, including accrued interest thereon, be sufficient in the event of default by the counterparty. If the counterparty defaults and the value of the collateral declines or if the counterparty enters an insolvency proceeding, realization of the collateral by the Fund may be delayed or limited.

**(g) Reverse Repurchase Agreements**

In a reverse repurchase agreement, the Fund sells securities to a bank or broker-dealer and agrees to repurchase the securities at a mutually agreed upon date and price. Generally, the effect of such a transaction is that the Fund can recover and reinvest all or most of the cash invested in portfolio securities involved during the term of the reverse repurchase agreement and still be entitled to the returns associated with those portfolio securities. Such transactions are advantageous if the interest cost to the Fund of the reverse repurchase transaction is less than the returns it obtains on investments purchased with the cash. To the extent the Fund does not cover its positions in reverse repurchase agreements (by segregating liquid assets at least equal in amount to the forward purchase commitment), the Fund's uncovered obligations under the agreements will be subject to the Fund's limitations on

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**Table of Contents****PCM Fund, Inc. Notes to Financial Statements**

December 31, 2012

**1. Organization and Significant Accounting Policies (continued)**

borrowings. Reverse repurchase agreements involve leverage risk and also the risk that the market value of the securities that the Fund is obligated to repurchase under the agreements may decline below the repurchase price. In the event the buyer of securities under a reverse repurchase agreement files for bankruptcy or becomes insolvent, the Fund's use of the proceeds of the agreement may be restricted pending determination by the other party, or its trustee or receiver, whether to enforce the Fund's obligation to repurchase the securities.

**(h) Mortgage-Related and Other Asset-Backed Securities**

Investments in mortgage-related or other asset-backed securities include mortgage pass-through securities, collateralized mortgage obligations ( CMOs ), commercial mortgage-backed securities, mortgage dollar rolls, CMO residuals, stripped mortgage-backed securities ( SMBSs ) Real Estate Mortgage Investment Conduits ( REMICs ), which could include resecuritizations of REMICs ( Re-REMICs ), mortgage passthrough securities, inverse floaters, collateralized mortgage obligations, collateralized loan obligations, multiclass pass-through securities, private mortgage pass-through securities and other securities that directly or indirectly represent a participation in, or are secured by and payable from, mortgage loans on real property. The value of some mortgage-related or asset-backed securities may be particularly sensitive to changes in prevailing interest rates. Early repayment of principal on some mortgage-related securities may expose the Fund to a lower rate of return upon reinvestment of principal. The value of these securities may fluctuate in response to the market's perception of the creditworthiness of the issuers. The decline in liquidity and prices of these types of securities may make it more difficult to determine fair market value. Additionally, although mortgages and mortgage-related securities are generally supported by some form of government or private guarantee and/or insurance, there is no assurance that private guarantors or insurers will meet their obligations.

**(i) U.S. Government Agencies or Government-Sponsored Enterprises**

Securities issued by U.S. Government agencies or government-sponsored enterprises may not be guaranteed by the U.S. Treasury. The Government National Mortgage Association ( GNMA or Ginnie Mae ), a wholly-owned U.S. Government corporation, is authorized to guarantee, with the full faith and credit of the U.S. Government, the timely payment of principal and interest on securities issued by institutions approved by GNMA and backed by pools of mortgages insured by the Federal Housing Administration or guaranteed by the Department of Veterans Affairs. Government-related guarantors not backed by the full faith and credit of the U.S. Government include the Federal National Mortgage Association ( FNMA or Fannie Mae ) and the Federal Home Loan Mortgage Corporation ( FHLMC or Freddie Mac ). Pass-through securities issued by FNMA are guaranteed as to timely payment of principal and interest by FNMA, but are not backed by the full faith and credit of the U.S. Government. FHLMC guarantees the timely payment of interest and ultimate collection of principal, but its participation certificates are not backed by the full faith and credit of the U.S. Government.

**(j) Restricted Securities**



The Fund is permitted to invest in securities that are subject to legal or contractual restrictions on resale. These securities generally may be resold in transactions exempt from registration or to the public if the securities are registered. Disposal of these securities may involve time-consuming negotiations and expenses, and prompt sale at an acceptable price may be difficult.

**(k) Interest Expense**

Interest expense primarily relates to the Fund's participation in reverse repurchase agreement transactions. Interest expense is recorded as incurred.

**2. Principal Risks**

In the normal course of business, the Fund trades financial instruments and enters into financial transactions where risk of potential loss exists due to, among other things, changes in the market (market risk) or failure of the other party to a transaction to perform (counterparty risk). The Fund is also exposed to other risks such as, but not limited to, interest rate, credit and leverage risks.

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**PCM Fund, Inc. Notes to Financial Statements**

December 31, 2012

**2. Principal Risks** (continued)

Interest rate risk is the risk that fixed income securities will decline in value because of changes in interest rates. As nominal interest rates rise, the values of certain fixed income securities held by the Fund is likely to decrease. A nominal interest rate can be described as the sum of a real interest rate and an expected inflation rate. Fixed income securities with longer durations tend to be more sensitive to changes in interest rates, usually making them more volatile than securities with shorter durations. Duration is used primarily as a measure of the sensitivity of a fixed income security's market price to interest rate (*i.e.* yield) movements.

Variable and floating rate securities generally are less sensitive to interest rate changes but may decline in value if their interest rates do not rise as much, or as quickly, as interest rates in general. Conversely, floating rate securities will not generally increase in value if interest rates decline. Inverse floating rate securities may decrease in value if interest rates increase. Inverse floating rate securities may also exhibit greater price volatility than a fixed rate obligation with similar credit quality. When the Fund holds variable or floating rate securities, a decrease (or, in the case of inverse floating rate securities, an increase) in market interest rates will adversely affect the income received from such securities and the NAV of the Fund's shares.

Mortgage-related and other asset-backed securities often involve risks that are different from or more acute than risks associated with other types of debt instruments. Generally, rising interest rates tend to extend the duration of fixed rate mortgage-related securities, making them more sensitive to changes in interest rates. As a result, in a period of rising interest rates, if the Fund holds mortgage-related securities, it may exhibit additional volatility. This is known as extension risk. In addition, adjustable and fixed rate mortgage-related securities are subject to prepayment risk. When interest rates decline, borrowers may pay off their mortgages sooner than expected. This can reduce the returns of the Fund because the Fund may have to reinvest that money at the lower prevailing interest rates. The Fund's investments in other asset-backed securities are subject to risks similar to those associated with mortgage-related securities, as well as additional risks associated with the nature of the assets and the servicing of those assets.

The Fund is exposed to credit risk, which is the risk of losing money if the issuer or guarantor of a fixed income security is unable or unwilling, or is perceived (whether by market participants, rating agencies, pricing services or otherwise) as unable or unwilling, to make timely principal and/or interest payments, or to otherwise honor its obligations. Securities are subject to varying degrees of credit risk, which are often reflected in credit ratings.

The market values of securities may decline due to general market conditions (market risk) which are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates or adverse investor sentiment. They may also decline due to factors that affect a particular industry or industries, such as labor shortages or increased production costs and competitive conditions within an industry. Equity securities and equity-related investments generally have greater market price volatility than fixed income securities.

The Fund is exposed to counterparty risk, or the risk that an institution or other entity with which the Fund has unsettled or open transactions will default. The potential loss to the Fund could exceed the value of the financial assets recorded in the Fund's financial statements. Financial assets, which potentially expose the Fund to counterparty risk, consist principally of cash due from counterparties and investments. The Sub-Adviser seeks to minimize the Fund's counterparty risk by performing reviews of each counterparty and by minimizing concentration of counterparty risk by undertaking transactions with multiple customers and counterparties on recognized and reputable exchanges. Delivery of securities sold is only made once the Fund has received payment. Payment is made on a purchase once the securities have been delivered by the counterparty. The trade will fail if either party fails to meet its obligation.

The Fund is exposed to risks associated with leverage. Leverage may cause the value of the Fund's stock to be more volatile than if the Fund did not use leverage. This is because leverage tends to exaggerate the effect of any increase or decrease in the value of the Fund's portfolio securities. The Fund may engage in transactions or

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**PCM Fund, Inc. Notes to Financial Statements**

December 31, 2012

**2. Principal Risks** (continued)

purchase instruments that give rise to forms of leverage. Obligations to settle reverse repurchase agreements may be detrimental to the Fund's performance. In addition, to the extent the Fund employs leverage, dividend and interest costs may not be recovered by any appreciation of the securities purchased with the leverage proceeds and could exceed the Fund's investment returns, resulting in greater losses.

The Fund is party to International Swaps and Derivatives Association, Inc. Master Agreements ( ISDA Master Agreements ) with select counterparties that govern transactions, over-the-counter derivatives and foreign exchange contracts entered into by the Fund and those counterparties. The ISDA Master Agreements contain provisions for general obligations, representations, agreements, collateral and events of default or termination. Events of termination include conditions that may entitle counterparties to elect to terminate early and cause settlement of all outstanding transactions under the applicable ISDA Master Agreement. Any election to terminate early could be material to the financial statements of the Fund.

The Fund is also a party to Master Repurchase Agreements ( Master Repo Agreements ) with select counterparties. The Master Repo Agreements maintain provisions for initiation, income payments, events of default, and maintenance of collateral.

The counterparty risk associated with certain contracts may be reduced by master netting arrangements to the extent that if an event of default occurs, all amounts with the counterparty are terminated and settled on a net basis. The Fund's overall exposure to counterparty risk with respect to transactions subject to master netting arrangements can change substantially within a short period, as it is affected by each transaction subject to the arrangement.

The Fund had security transactions outstanding with Lehman Brothers entities as the counterparty at the time the relevant Lehman Brothers entity filed for bankruptcy protection or was placed in administration. The security transactions associated with Lehman Brothers, Inc. ( SLH ) as counterparty were written down to their estimated recoverable values. Adjustments to anticipated losses for security transactions associated with SLH have been incorporated as net realized gain (loss) on the Statement of Operations. The remaining balances due from SLH are included in receivable from broker on the Fund's Statement of Assets and Liabilities. The estimated recoverable value of receivables is determined by an independent broker quote.

**3. Financial Derivative Instruments**

Disclosure about derivatives and hedging activities requires qualitative disclosure regarding objectives and strategies for using derivatives, quantitative disclosure about fair value amounts of gains and losses on derivatives, and disclosure about credit-risk-related contingent features in derivative agreements. The disclosure requirements distinguish between derivatives, which are accounted for as hedges , and those that do not qualify for such accounting. Although the Fund at times uses derivatives for hedging purposes, the Fund reflects derivatives at fair value and recognizes changes in fair value through the Statement of Operations, and such derivatives do not qualify for hedge

accounting treatment.

**(a) Swap Agreements**

Swap agreements are bilaterally negotiated agreements between the Fund and a counterparty to exchange or swap investment cash flows, assets, foreign currencies or market or event-linked returns at specified, future intervals. Swap agreements may be privately negotiated in the over-the-counter market ( OTC swaps ) or may be executed in a multilateral or other trade facility platform, such as a registered commodities exchange ( centrally cleared swaps ). The Fund enters into credit default, cross-currency, interest rate, total return, variance and other forms of swap agreements in order to manage its exposure to credit, currency and interest rate risk. In connection with these agreements, securities may be identified as collateral or margin in accordance with the terms of the respective swap agreements to provide assets of value and recourse in the event of default or bankruptcy/insolvency.

OTC swap payments received or made at the beginning of the measurement period are reflected as such on the Statement of Assets and Liabilities and represent payments made or received upon entering into the swap

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**Table of Contents****PCM Fund, Inc. Notes to Financial Statements**

December 31, 2012

**3. Financial Derivative Instruments (continued)**

agreement to compensate for differences between the stated terms of the swap agreement and prevailing market conditions (credit spreads, currency exchange rates, interest rates, and other relevant factors). These upfront payments are recorded as realized gains or losses on the Statement of Operations upon termination or maturity of the swap. A liquidation payment received or made at the termination of the swap is recorded as realized gain or loss on the Fund's Statement of Operations. Net periodic payments received or paid by the Fund are included as part of realized gains or losses on the Statement of Operations. Changes in market value, if any, are reflected as a component of net changes in unrealized appreciation/depreciation on the Statement of Operations. Daily changes in valuation of centrally cleared swaps, if any, are recorded as a receivable or payable, as applicable, for variation margin on centrally cleared swaps on the Statement of Assets and Liabilities.

Entering into these agreements involves, to varying degrees, elements of credit, legal, market and documentation risk in excess of the amounts recognized on the Statement of Assets and Liabilities. Such risks include the possibility that there will be no liquid market for these agreements, that the counterparties to the agreements may default on their obligation to perform or disagree as to the meaning of contractual terms in the agreements and that there may be unfavorable changes in interest rates.

**Credit Default Swap Agreements** Credit default swap agreements involve one party (referred to as the buyer of protection) making a stream of payments to another party (the seller of protection) in exchange for the right to receive a specified return in the event of a default or other credit event for the referenced entity, obligation or index. As a seller of protection on credit default swap agreements, the Fund will generally receive from the buyer of protection a fixed rate of income throughout the term of the swap provided that there is no credit event. As the seller, the Fund would effectively add leverage to its investment portfolio because, in addition to its total net assets, the Fund would be subject to investment exposure on the notional amount of the swap.

If the Fund is a seller of protection and a credit event occurs, as defined under the terms of that particular swap agreement, the Fund will either (i) pay to the buyer of protection an amount equal to the notional amount of the swap and take delivery of the referenced obligation, other deliverable obligations or underlying securities comprising the referenced index or (ii) pay a net settlement amount in the form of cash or securities equal to the notional amount of the swap less the recovery value of the referenced obligation or underlying securities comprising the referenced index. If the Fund is a buyer of protection and a credit event occurs, as defined under the terms of that particular swap agreement, the Fund will either (i) receive from the seller of protection an amount equal to the notional amount of the swap and deliver the referenced obligation, other deliverable obligations or underlying securities comprising the referenced index or (ii) receive a net settlement amount in the form of cash or securities equal to the notional amount of the swap less the recovery value of the referenced obligation or underlying securities comprising the referenced index. Recovery values are assumed by market makers considering either industry standard recovery rates or entity specific factors and considerations until a credit event occurs. If a credit event has occurred, the recovery value is determined by a facilitated auction whereby a minimum number of allowable broker bids, together with a specified valuation method, are used to calculate the settlement value.

Credit default swap agreements on corporate or sovereign issues involve one party making a stream of payments to another party in exchange for the right to receive a specified return in the event of a default or other credit event. If a credit event occurs and cash settlement is not elected, a variety of other deliverable obligations may be delivered in lieu of the specific referenced obligation. The ability to deliver other obligations may result in a cheapest-to-deliver option (the buyer of protection's right to choose the deliverable obligation with the lowest value following a credit event). The Fund uses credit default swaps on corporate or sovereign issues to provide a measure of protection against defaults of the issuers (*i.e.*, to reduce risk where the Fund owns or has exposure to the referenced obligation) or to take an active long or short position with respect to the likelihood of a particular issuer's default.

Credit default swap agreements on asset-backed securities involve one party making a stream of payments to another party in exchange for the right to receive a specified return in the event of a default or other credit events.

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**Table of Contents****PCM Fund, Inc. Notes to Financial Statements**

December 31, 2012

**3. Financial Derivative Instruments (continued)**

Unlike credit default swaps on corporate or sovereign issues, deliverable obligations in most instances would be limited to the specific referenced obligation as performance for asset-backed securities can vary across deals. Prepayments, principal paydowns, and other writedown or loss events on the underlying mortgage loans will reduce the outstanding principal balance of the referenced obligation. These reductions may be temporary or permanent as defined under the terms of the swap agreement and the notional amount for the swap agreement will be adjusted by corresponding amounts. The Fund uses credit default swaps on assets-backed securities to provide a measure of protection against defaults of the referenced obligation or to take an active long or short position with respect to the likelihood of a particular referenced obligation's default.

Credit default swap agreements on credit indices involve one party making a stream of payments to another party in exchange for the right to receive a specified return in the event of a write-down, principal shortfall, interest shortfall or default of all or part of the referenced entities comprising the credit index. A credit index is a basket of credit instruments or exposures designed to be representative of some part of the credit market as a whole. These indices are made up of reference credits that are judged by a poll of dealers to be the most liquid entities in the credit default swap market based on the sector of the index. Components of the indices may include, but are not limited to, investment grade securities, high yield securities, asset backed securities, emerging markets, and/or various credit ratings within each sector. Credit indices are traded using credit default swaps with standardized terms including a fixed spread and standard maturity dates. An index credit default swap references all the names in the index, and if there is a default, the credit event is settled based on that name's weight in the index, or in the case of a tranching index credit default swap, the credit event is settled based on the name's weight in the index that falls within the tranche for which the Fund bears exposure. The composition of the indices changes periodically, usually every six months, and for most indices, each name has an equal weight in the index. The Fund uses credit default swaps on credit indices to hedge a portfolio of credit default swaps or bonds, which is less expensive than it would be to buy many credit default swaps to achieve a similar effect. Credit-default swaps on indices are benchmarks for protecting investors owning bonds against default, and traders use them to speculate on changes in credit quality.

Implied credit spreads, represented in absolute terms, utilized in determining the market value of credit default swap agreements on corporate or sovereign issues as of period end are disclosed in the Notes to Schedule of Investments, serve as an indicator of the current status of the payment/performance risk, and represent the likelihood or risk of default for the credit derivative. The implied credit spread of a particular referenced entity reflects the cost of buying/selling protection and may include upfront payments required to be made to enter into the agreement. For credit default swap agreements on asset-backed securities and credit indices, the quoted market prices and resulting values serve as the indicator of the current status of the payment/performance risk. Wider credit spreads and increasing market values, in absolute terms when compared to the notional amount of the swap, represent a deterioration of the referenced entity's credit soundness and a greater likelihood or risk of default or other credit event occurring as defined under the terms of the agreement.



The maximum potential amount of future payments (undiscounted) that the Fund as a seller of protection could be required to make under a credit default swap agreement would be an amount equal to the notional amount of the agreement. Notional amounts of all credit default swap agreements outstanding as of December 31, 2012 for which the Fund is the seller of protection are disclosed in the Notes to Schedule of Investments. These potential amounts would be partially offset by any recovery values of the respective referenced obligations, upfront payments received upon entering into the agreement, or net amounts received from the settlement of buy protection credit default swap agreements entered into by the Fund for the same referenced entity or entities.

#### **4. Investment Manager/Sub-Adviser**

The Fund has an Investment Management Agreement (the Agreement ) with the Investment Manager. Subject to the supervision of the Fund's Board, the Investment Manager is responsible for managing, either directly or through others selected by it, the Fund's investment activities, business affairs and administrative matters. Pursuant to the Agreement, the Investment Manager receives an annual fee, payable monthly, at an annual rate of 0.80% of the

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**PCM Fund, Inc. Notes to Financial Statements**

December 31, 2012

**4. Investment Manager/Sub-Adviser (continued)**

Fund's average daily total managed assets. Total managed assets refer to the total assets of the Fund (including assets attributable to any reverse repurchase agreements and borrowings) minus accrued liabilities (other than liabilities representing reverse repurchase agreements and borrowings).

The Investment Manager has retained the Sub-Adviser to manage the Fund's investments. Subject to the supervision of the Investment Manager, the Sub-Adviser is responsible for making all of the Fund's investment decisions. The Investment Manager, not the Fund, pays a portion of the fees it receives as Investment Manager to the Sub-Adviser in return for its services.

**5. Investments in Securities**

For the year ended December 31, 2012, purchases and sales of investments, other than short-term securities and U.S. government obligations, were \$27,000,509 and \$29,868,479, respectively.

**6. Income Tax Information**

For the years ended December 31, 2012 and December 31, 2011, the tax character of the dividends paid of \$12,809,055 and \$12,153,003, respectively was comprised entirely from ordinary income.

At December 31, 2012, the tax character of distributable earnings of \$758,704 was comprised entirely of ordinary income.

For the year ended December 31, 2012, permanent book-tax differences were primarily attributable to the differing treatment of swap payments, consent payments, non-deductible expenses, paydowns and expiration of capital loss carryovers. These adjustments were to decrease dividends in excess of net investment income by \$21,848, decrease accumulated net realized loss by \$3,903,894 and decrease paid-in-capital in excess of par by \$3,925,742.

Under the Regulated Investment Company Modernization Act of 2010, the Fund will be permitted to carry forward capital losses incurred in taxable years beginning after December 22, 2010, for an unlimited period. However, any losses incurred during those future taxable years will be required to be utilized prior to the losses incurred in pre-enactment taxable years. As a result of this, pre-enactment capital loss carryforwards may be more likely to expire unused. Additionally, post-enactment capital losses that are carried forward will retain their character as either short-term or long-term capital losses rather than being considered all short-term capital losses.

At December 31, 2012, the Fund had capital loss carryforwards of \$41,813,757, which will expire as follows and are available as a reduction, to the extent provided in the regulations, of any future net realized gains. To the extent that these losses are used to offset future realized capital gains, such gains will not be distributed.

	Expiration			No Expiration	
2015	2016	2017	2018	ST	LT
\$21,701,310	\$915,674	\$16,167,576	\$1,418,505		\$1,610,692

During the year ended December 31, 2012, capital loss carryforwards of \$3,915,495 expired.

The cost basis of portfolio securities for federal income tax purposes is \$198,857,076. Aggregate gross unrealized appreciation for securities in which there is an excess of value over tax cost is \$31,616,276; aggregate gross unrealized depreciation for securities in which there is an excess of tax cost over value is \$5,779,410 and net unrealized appreciation for federal income tax purposes is \$25,836,866. The difference between book and tax appreciation is primarily attributable to the basis adjustments to Interest Only securities held by the Fund and differences in the book and tax treatment of bond amortization.

### 7. Transfer Agent Change

American Stock Transfer & Trust Company, LLC ( AST ) assumed responsibility as the Fund s transfer agent effective September 17, 2012 (the Effective Date ). The amended Dividend Reinvestment Plan (the Plan ) and AST s role as transfer agent for Participants under the Plan commenced as of the Effective Date.

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**PCM Fund, Inc. Notes to Financial Statements**

December 31, 2012

**8. Subsequent Events**

On January 2, 2013, a dividend of \$0.08 per share was declared to common stockholders payable February 1, 2013 to stockholders of record on January 14, 2013.

On February 1, 2013, a dividend of \$0.08 per share was declared to common stockholders payable March 1, 2013 to stockholders of record on February 11, 2013.

There were no other subsequent events that require recognition or disclosure. In preparing these financial statements, Fund management has evaluated events and transactions for potential recognition or disclosure through the date the financial statements were issued.

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**Table of Contents****PCM Fund, Inc. Financial Highlights**

For a share of common stock outstanding throughout each year:

	Year ended December 31,				
	2012	2011	2010	2009	2008
Net asset value, beginning of year	\$9.48	\$9.88	\$7.73	\$5.77	\$11.28
<b>Investment Operations:</b>					
Net investment income	1.06	1.13	1.12	0.81	0.48(1)
Net realized and change in unrealized gain (loss)	1.93	(0.47)	2.29	2.18	(4.84)
Total from investment operations	2.99	0.66	3.41	2.99	(4.36)
<b>Dividends to Stockholders from Net Investment Income</b>					
	(1.12)	(1.06)	(1.26)	(1.03)	(1.15)
Net asset value, end of year	\$11.35	\$9.48	\$9.88	\$7.73	\$5.77
Market price, end of year	\$12.02	\$10.77	\$10.80	\$7.97	\$6.13
<b>Total Investment Return(2)</b>	23.34%	10.43%	54.01%	52.01%	(30.79)%
<b>RATIOS/SUPPLEMENTAL DATA:</b>					
Net assets, end of year (000s)	\$130,461	\$108,810	\$113,020	\$88,290	\$65,572
Ratio of expenses to average net assets, including interest expense(3)	2.59%	2.44%	2.41%	2.67%	4.22%
Ratio of expenses to average net assets, excluding interest expense	1.76%	1.75%	1.75%	1.71%	1.67%
Ratio of net investment income to average net assets	10.05%	11.30%	11.91%	12.86%	5.24%
Portfolio turnover rate	13%	26%	28%	57%	23%

(1) Calculated on average shares outstanding.

(2) Total investment return is calculated assuming a purchase of a share of common stock at the current market price on the first day and a sale of a share of common stock at the current market price on the last day of each year reported. Dividends are assumed, for purposes of this calculation, to be reinvested at prices obtained under the Fund's dividend reinvestment plan. Total investment return does not reflect brokerage commissions or sales charges in connection with the purchase or sale of Fund stock.

(3) Interest expense primarily relates to participation in reverse repurchase agreement transactions.

**34** PCM Fund, Inc. Annual Report 12.31.12 **See accompanying Notes to Financial Statements**

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**PCM Fund, Inc. Report of Independent Registered Public Accounting Firm**

**To the Stockholders and Board of Directors of PCM Fund, Inc.**

In our opinion, the accompanying statement of assets and liabilities, including the schedule of investments, and the related statements of operations, of changes in net assets and of cash flows and the financial highlights present fairly, in all material respects, the financial position of PCM Fund, Inc. (the Fund ) at December 31, 2012, the results of its operations and its cash flows for the year then ended, the changes in its net assets for each of the two years in the period then ended and the financial highlights for each of the five years in the period then ended, in conformity with accounting principles generally accepted in the United States of America. These financial statements and financial highlights (hereafter referred to as financial statements ) are the responsibility of the Fund s management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits, which included confirmation of securities at December 31, 2012 by correspondence with the custodian and brokers, provide a reasonable basis for our opinion.

PricewaterhouseCoopers LLP

Kansas City, Missouri

February 22, 2013

**Table of Contents****PCM Fund, Inc. Annual Stockholders Meeting Results/ Proxy Voting Policies & Procedures (unaudited)****Annual Stockholder Meeting Results:**

The Fund held its annual meeting of stockholders on August 20, 2012. Stockholders voted as indicated below:

		Affirmative	Withheld Authority	
Proposal 1:				
	Election of Directors			
	Re-election of Alan Rappaport Class III to serve until the annual meeting for the 2015 fiscal year	6,969,783	139,362	
	Election of Deborah A. DeCotis Class III to serve until the annual meeting for the 2015 fiscal year	6,970,721	138,424	
		For	Against	Abstain
Proposal 2:	Approval of the proposed amendment and restatement of the Fund's fundamental investment policy regarding industry concentration	5,084,106	119,401	60,305
				1,845,333

The other members of the Board of Directors at the time of the meeting, namely Bradford K. Gallagher, James A. Jacobson, Hans W. Kertess, John C. Maney\* and William B. Ogden, IV continued to serve as Directors.

\* Interested Director

**Proxy Voting Policies & Procedures:**

A description of the policies and procedures that the Fund has adopted to determine how to vote proxies relating to portfolio securities and information about how the Fund voted proxies relating to portfolio securities held during the most recent twelve month period ended June 30 is available (i) without charge, upon request, by calling the Fund's stockholder servicing agent at (800) 254-5197; (ii) on the Fund's website at [www.allianzinvestors.com/closedendfunds](http://www.allianzinvestors.com/closedendfunds); and (iii) on the Securities and Exchange Commission website at [www.sec.gov](http://www.sec.gov).

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**Table of Contents****PCM Fund, Inc. Changes in Investment Policy** (unaudited)**Changes in Investment Policy:**

Effective June 1, 2012, the Fund eliminated its non-fundamental policy to invest at least 50% of its total assets in commercial mortgage-backed securities ( CMBS ) ( 50% Policy ), such that the Fund no longer has a minimum investment policy with respect to CMBS.

The elimination of the 50% Policy provides the Fund with additional flexibility to invest a greater portion of its portfolio in asset classes other than CMBS, including, but not limited to, agency-guaranteed mortgage-backed securities, private label (commonly known as non-agency ) mortgage-backed securities, investment-grade corporate debt securities and high yield corporate debt securities. The Fund's management team believes that greater investment flexibility may further serve to diversify the portfolio across a variety of potentially higher yielding securities. Such increased investment flexibility is particularly attractive to the management team in light of ongoing volatility across financial markets. While the Fund's management team currently expects the Fund to continue to have exposure to CMBS, the management team now has greater flexibility to pursue, subject to market conditions and other factors, other income generating opportunities in fixed income investments.

**Changes in Fundamental Investment Policy:**

*Amendment and Restatement of Fundamental Policy on Industry Concentration.* At a special meeting of stockholders held on August 20, 2012, stockholders of the Fund approved an amendment and restatement of the Fund's current fundamental investment policy regarding industry concentration. The Fund's amended and restated policy (the New Policy ) is as follows: The Fund, under normal circumstances, will invest at least 25% of its total assets (*i.e.*, concentrate) in privately-issued mortgage-related securities not issued or guaranteed as to principal or interest by the U.S. Government or its agencies or instrumentalities. The Fund may not purchase any security if as a result 25% or more of the Fund's total assets (taken at current value at the time of investment) (*i.e.*, concentrate) would be invested in a single industry (for purposes of this restriction, investment companies are not considered to be part of any industry).

For purposes of applying the second sentence of the New Policy (the industry concentration policy ), the Sub-Adviser will, on behalf of the Fund, make reasonable determinations as to the appropriate industry classification to assign to each security or instrument in which the Fund invests. Investments in securities of a single foreign government represent investments in a separate industry, although currency positions are not considered to be an investment in a foreign government for these purposes. Mortgage-related or other asset-backed securities that are issued or guaranteed as to principal or interest by the U.S. Government or its agencies or instrumentalities are not subject to the industry concentration policy, by virtue of the exclusion from that test available to all U.S. Government securities.

For purposes of applying the first sentence of the New Policy, privately-issued mortgage-related securities means any mortgage-related security (other than those issued or guaranteed as to principal or interest by the U.S. Government or its agencies or instrumentalities), such as securities representing interests in, collateralized or backed by, or whose values are determined in whole or in part by reference to any number of mortgages or pools of mortgages or the payment experience of such mortgages or pools of mortgages, including Real Estate Mortgage Investment Conduits ( REMICs ), which could include resecuritizations of REMICs ( Re-REMICs ), mortgage passthrough securities, inverse floaters, collateralized mortgage obligations, collateralized loan obligations, multiclass pass-through securities, private mortgage pass-through securities, and stripped mortgage securities (generally interest-only and principal-only securities). Exposures to mortgage-related securities through derivatives or other financial instruments will be



considered investments in mortgage-related securities. Privately-issued mortgage related securities also may include, without limitation, interests in pools of residential mortgages or commercial mortgages, and may relate to domestic or non-U.S. mortgages.

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### **PCM Fund, Inc. Privacy Policy (unaudited)**

#### **Our Commitment to You**

We consider customer privacy to be a fundamental aspect of our relationship with stockholders and are committed to maintaining the confidentiality, integrity and security of our current, prospective and former stockholders' personal information. To ensure our stockholders' privacy, we have developed policies that are designed to protect this confidentiality, while allowing stockholders' needs to be served.

#### **Obtaining Personal Information**

In the course of providing stockholders with products and services, we may obtain non-public personal information about stockholders, which may come from sources such as account applications and other forms, from other written, electronic or verbal correspondence, from stockholder transactions, from a stockholder's brokerage or financial advisory firm, financial adviser or consultant, and/or from information captured on our internet web sites.

#### **Respecting Your Privacy**

As a matter of policy, we do not disclose any personal or account information provided by stockholders or gathered by us to non-affiliated third parties, except as required for our everyday business purposes, such as to process transactions or service a stockholder's account, or as otherwise permitted by law. As is common in the industry, non-affiliated companies may from time to time be used to provide certain services, such as preparing and mailing prospectuses, reports, account statements and other information, and gathering stockholder proxies. We may also retain non-affiliated financial services providers, such as broker-dealers, to market our shares or products and we may enter into joint-marketing arrangements with them and other financial companies. We may also retain marketing and research service firms to conduct research on stockholder satisfaction. These companies may have access to a stockholder's personal and account information, but are permitted to use this information solely to provide the specific service or as otherwise permitted by law. We may also provide a stockholder's personal and account information to their respective brokerage or financial advisory firm, Custodian, and/or to their financial advisor or consultant.

#### **Sharing Information with Third Parties**

We reserve the right to disclose or report personal information to non-affiliated third parties, in limited circumstances, where we believe in good faith that disclosure is required under law to cooperate with regulators or law enforcement authorities, to protect our rights or property or upon reasonable request by any Fund in which a stockholder has chosen to invest. In addition, we may disclose information about a stockholder or stockholder's accounts to a non-affiliated third party only if we receive a stockholder's written request or consent.

#### **Sharing Information with Affiliates**

We may share stockholder information with our affiliates in connection with our affiliates' everyday business purposes, such as servicing a stockholder's account, but our affiliates may not use this information to market products and services to you except in conformance with applicable laws or regulations. The information we share includes information about our experiences and transactions with a stockholder and may include, for example, a stockholder's participation in one of the Funds or in other investment programs, a stockholder's ownership of certain types of accounts (such as IRAs), or other data about a stockholder's transactions or accounts. Our affiliates, in turn, are not

permitted to share stockholder information with non-affiliated entities, except as required or permitted by law.

### **Procedures to Safeguard Private Information**

We take seriously the obligation to safeguard stockholder non-public personal information. In addition to this policy, we have also implemented procedures that are designed to restrict access to a stockholder's non-public personal information only to internal personnel who need to know that information in order to provide products or services to such stockholders. In addition, we have physical, electronic and procedural safeguards in place to guard a stockholder's non-public personal information.

### **Disposal of Confidential Records**

We will dispose of records, if any, that are knowingly derived from data received from a consumer reporting agency regarding a stockholder that is an individual in a manner that ensures the confidentiality of the data is maintained. Such records include, among other things, copies of consumer reports and notes of conversations with individuals at consumer reporting agencies.

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**Table of Contents****PCM Fund, Inc. Dividend Reinvestment Plan (unaudited)**

The Fund has adopted a Dividend Reinvestment Plan (the "Plan") which allows common stockholders to reinvest Fund distributions in additional common shares of the Fund. American Stock Transfer & Trust Company, LLC (the "Plan Agent") serves as agent for common stockholders in administering the Plan. It is important to note that participation in the Plan and automatic reinvestment of Fund distributions does not ensure a profit, nor does it protect against losses in a declining market.

**Automatic enrollment/voluntary participation**

Under the Plan, common stockholders whose shares are registered with the Plan Agent ("registered stockholders") are automatically enrolled as participants in the Plan and will have all Fund distributions of income, capital gains and returns of capital (together, "distributions") reinvested by the Plan Agent in additional common shares of the applicable Fund, unless the stockholder elects to receive cash. Registered stockholders who elect not to participate in the Plan will receive all distributions in cash paid by check and mailed directly to the stockholder of record (or if the shares are held in street or other nominee name, to the nominee) by the Plan Agent. Participation in the Plan is voluntary. Participants may terminate or resume their enrollment in the Plan at any time without penalty by notifying the Plan Agent online at [www.amstock.com](http://www.amstock.com), by calling (800) 254-5197, by writing to the Plan Agent, American Stock Transfer & Trust Company, LLC, at P.O. Box 922, Wall Street Station, New York, NY 10269-0560, or, as applicable, by completing and returning the transaction form attached to a Plan statement. A proper notification will be effective immediately and apply to the Fund's next distribution if received by the Plan Agent at least three (3) days prior to the record date for the distribution; otherwise, a notification will be effective shortly following the Fund's next distribution and will apply to the Fund's next succeeding distribution thereafter. If you withdraw from the Plan and so request, the Plan Agent will arrange for the sale of your shares and send you the proceeds, minus a transaction fee and brokerage commissions.

**How shares are purchased under the Plan**

For the Fund distribution, the Plan Agent will acquire common shares for participants either (i) through receipt of newly issued common shares from the Fund ("newly issued shares") or (ii) by purchasing common shares of the Fund on the open market ("open market purchases"). If, on a distribution payment date, the net asset value per common shares of the Fund ("NAV") is equal to or less than the market price per common shares plus estimated brokerage commissions (often referred to as a "market premium"), the Plan Agent will invest the distribution amount on behalf of participants in newly issued shares at a price equal to the greater of (i) NAV or (ii) 95% of the market price per common share on the payment date. If the NAV is greater than the market price per common shares plus estimated brokerage commissions (often referred to as a "market discount") on a distribution payment date, the Plan agent will instead attempt to invest the distribution amount through open market purchases. If the Plan Agent is unable to invest the full distribution amount in open market purchases, or if the market discount shifts to a market premium during the purchase period, the Plan Agent will invest any un-invested portion of the distribution in newly issued shares at a price equal to the greater of (i) NAV or (ii) 95% of the market price per share as of the last business day immediately prior to the purchase date (which, in either case, may be a price greater or lesser than the NAV per common shares on the distribution payment date). No interest will be paid on distributions awaiting reinvestment. Under the Plan, the market price of common shares on a particular date is the last sales price on the exchange where the shares are listed on that date or, if there is no sale on the exchange on that date, the mean between the closing bid and asked quotations for the shares on the exchange on that date. The NAV per common share on a particular date is the amount calculated on that date (normally at the close of regular trading on the New York Stock Exchange) in accordance with the Fund's then current

policies.

**Fees and expenses**

No brokerage charges are imposed on reinvestments in newly issued shares under the Plan. However, all participants will pay a pro rata share of brokerage commissions incurred by the Plan Agent when it makes open market purchases. There are currently no direct service charges imposed on participants in the Plan, although the Funds reserve the right to amend the Plan to include such charges. The Plan Agent imposes a transaction fee (in addition to brokerage commissions that are incurred) if it arranges for the sale of your common shares held under the Plan.

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**PCM Fund, Inc. Dividend Reinvestment Plan** (unaudited) (continued)

**Shares held through nominees**

In the case of a registered shareholder such as a broker, bank or other nominee (together, a nominee) that holds common shares for others who are the beneficial owners, the Plan Agent will administer the Plan on the basis of the number of common shares certified by the nominee/record shareholder as representing the total amount registered in such shareholder's name and held for the account of beneficial owners who are to participate in the Plan. If your common shares are held through a nominee and are not registered with the Plan Agent, neither you nor the nominee will be participants in or have distributions reinvested under the Plan. If you are a beneficial owner of common shares and wish to participate in the Plan, and your nominee is unable or unwilling to become a registered stockholder and a Plan participant on your behalf, you may request that your nominee arrange to have all or a portion of your shares re-registered with the Plan Agent in your name so that you may be enrolled as a participant in the Plan. Please contact your nominee for details or for other possible alternatives. Participants whose shares are registered with the Plan Agent in the name of one nominee firm may not be able to transfer the shares to another firm and continue to participate in the Plan.

**Tax consequences**

Automatically reinvested dividends and distributions are taxed in the same manner as cash dividends and distributions i.e., automatic reinvestment in additional shares does not relieve stockholders of, or defer the need to pay, any income tax that may be payable (or that is required to be withheld) on Fund dividends and distributions. The Fund and the Plan Agent reserve the right to amend or terminate the Plan. Additional information about the Plan, as well as a copy of the full Plan itself, may be obtained from the Plan Agent, American Stock Transfer & Trust Company, LLC, at P.O. Box 922, Wall Street Station, New York, NY 10269-0560; telephone number: (800) 254-5197; web site: [www.amstock.com](http://www.amstock.com).

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**PCM Fund, Inc. Board of Directors** (unaudited)

**Name, Year of Birth, Position(s) Held with Fund, Length of Service, Other Trusteeships/Directorships Held by Director; Number of Portfolios in Fund Complex/Outside Fund Complexes Currently Overseen by Director**

*The address of each director is 1633 Broadway, New York, NY 10019.*

**Hans W. Kertess**

*Year of Birth: 1939*

*Chairman of the Board of Directors since: 2008*

*Director since: 2008*

*Term of office: Expected to stand for re-election at annual meeting of stockholders for the 2014 fiscal year.*

*Trustee/Director of 65 funds in Fund Complex;*

*Trustee/Director of no funds outside of Fund Complex*

**Deborah A. DeCotis**

*Year of Birth: 1952*

*Director since: 2011*

*Term of office: Expected to stand for re-election at annual meeting of stockholders for the 2015 fiscal year.*

*Trustee/Director of 65 funds in Fund Complex*

*Trustee/Director of no funds outside of Fund Complex*

**Bradford K. Gallagher**

*Year of Birth: 1944*

*Director since: 2010*

*Term of office: Expected to stand for re-election at annual meeting of stockholders for the 2014 fiscal year.*

**Principal Occupation(s) During Past 5 Years:**

President, H. Kertess & Co., a financial advisory company. Formerly, Managing Director, Royal Bank of Canada Capital Markets.

Advisory Director, Morgan Stanley & Co., Inc. (since 1996); 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); Trustee, Stanford University (since 2010). Formerly, Director, Helena Rubenstein Foundation (1997-2012); Advisory Council, Stanford Business School (2002-2008); and Director, Armor Holdings, a manufacturing company (2002-2007).

Partner, New Technology Ventures Capital Management LLC, a venture capital fund (since 2011); Chairman and Trustee, Atlantic Maritime Heritage Foundation (since 2007); Trustee, The Common Fund (since 2005); Founder, Spyglass Investments LLC, a private investment vehicle (since 2001); and Founder, President and CEO, Cypress Holding Company and Cypress Tree Investment Management Company (since 1995).

*Trustee/Director of 65 funds in Fund Complex*

*Trustee/Director of no funds outside of Fund Complex  
Formerly, Chairman and Trustee of Grail Advisors ETF  
Trust (2009-2010) and Trustee of Nicholas-Applegate  
Institutional Funds (2007-2010)*

**James A. Jacobson**

*Year of Birth: 1945*

*Director since: 2009*

*Term of office: Expected to stand for re-election at annual  
meeting of stockholders for the 2013 fiscal year.*

*Trustee/Director of 65 funds in Fund Complex  
Trustee/Director of 17 funds in Alpine Mutual Funds  
Complex*

Retired. Formerly, Vice Chairman and Managing Director, Spear, Leeds & Kellogg Specialists, LLC, a specialist firm on the New York Stock Exchange.



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**PCM Fund, Inc. Board of Directors** (unaudited) (continued)

**Name, Year of Birth, Position(s) Held with Fund, Length of Service, Other Trusteeships/Directorships Held by Director; Number of Portfolios in Fund Complex/Outside Fund Complexes Currently Overseen by Director**

**William B. Ogden, IV**

*Year of Birth: 1945*

*Director since: 2008*

*Term of office: Expected to stand for re-election at annual meeting of stockholders for the 2013 fiscal year.*

*Trustee/Director of 65 funds in Fund Complex; Trustee/Director of no funds outside of Fund Complex*

**Alan Rappaport**

*Year of Birth: 1953*

*Director since: 2010*

*Term of office: Expected to stand for re-election at annual meeting of stockholders for the 2015 fiscal year.*

*Trustee/Director of 65 funds in Fund Complex*

*Trustee/Director of no funds outside of Fund Complex*

**John C. Maney**

*Year of Birth: 1959*

*Director since: 2008*

*Term of office: Expected to stand for re-election at annual meeting of stockholders for the 2014 fiscal year.*

*Trustee/Director of 84 funds in Fund Complex*

*Trustee/Director of no funds outside the Fund Complex*

**Principal Occupation(s) During Past 5 Years:**

Asset Management Industry Consultant. Formerly, Managing Director, Investment Banking Division of Citigroup Global Markets Inc.

Advisory Director (since 2012), formerly, Vice Chairman, Roundtable Investment Partners (since 2009); Chairman (formerly President), Private Bank of Bank of America; Vice Chairman, US Trust (2001-2008); Trustee, American Museum of Natural History (since 2005) and Trustee, NYU Langone Medical Center (since 2007).

Management Board and Managing Director of Allianz Global Investors Fund Management LLC; Management Board and Managing Director of Allianz Asset Management of America L.P. (since January 2005) and Chief Operating Officer of Allianz Asset Management of America L.P. (since November 2006).

Mr. Maney is an interested person of the Trust, as defined in Section 2(a)(19) of the 1940 Act, due to his positions set forth in the table above, among others with the Funds Investment Manager and various affiliated entities.

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**Table of Contents****PCM Fund, Inc. Fund Officers** (unaudited)

Name, Year of Birth, Position(s) Held with Fund.	Principal Occupation(s) During Past 5 Years:
<p><b>Brian S. Shlissel</b></p> <p><i>Year of Birth: 1964</i></p> <p><i>President &amp; Chief Executive Officer since: 2008</i></p>	<p>Management Board, Managing Director and Head of Mutual Fund Services of Allianz Global Investors Fund Management LLC; President and Chief Executive Officer of 30 funds in the Fund Complex; President of 54 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.</p>
<p><b>Lawrence G. Altadonna</b></p> <p><i>Year of Birth: 1966</i></p> <p><i>Treasurer, Principal Financial and Accounting Officer since: 2008</i></p>	<p>Director, Director of Fund Administration of Allianz Global Investors Fund Management LLC; Treasurer, Principal Financial and Accounting Officer of 84 funds in the Fund Complex; and Assistant Treasurer of The Korea Fund, Inc. Formerly, Assistant Treasurer of 50 funds in the Fund Complex.</p>
<p><b>Thomas J. Fuccillo</b></p> <p><i>Year of Birth: 1968</i></p> <p><i>Vice President, Secretary &amp; Chief Legal Officer since: 2008</i></p>	<p>Managing Director, Chief Legal Officer and Secretary of Allianz Global Investors Fund Management LLC and Allianz Global Investors Distributors LLC; Managing Director and Chief Regulatory Counsel of Allianz Global Investors U.S. Holdings LLC; Vice President, Secretary and Chief Legal Officer of 84 funds in the Fund Complex; and Secretary and Chief Legal Officer of The Korea Fund, Inc.</p>
<p><b>Scott Whisten</b></p> <p><i>Year of Birth: 1971</i></p> <p><i>Assistant Treasurer since: 2008</i></p>	<p>Director of Allianz Global Investors Fund Management LLC; and Assistant Treasurer of 84 funds in the Fund Complex.</p>
<p><b>Orhan Dzemaili</b></p> <p><i>Year of Birth: 1974</i></p> <p><i>Assistant Treasurer since: 2011</i></p>	<p>Vice President of Allianz Global Investors Fund Management LLC; Assistant Treasurer of 84 funds in the Fund Complex.</p>
<p><b>Richard J. Cochran</b></p> <p><i>Year of Birth: 1961</i></p> <p><i>Assistant Treasurer since: 2008</i></p>	<p>Vice President of Allianz Global Investors Fund Management LLC; Assistant Treasurer of 84 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).</p>

**Youse E. Guia**

*Year of Birth: 1972*

*Chief Compliance Officer since: 2008*

Director, Head of Compliance, Allianz Global Investors U.S. Holdings LLC and Chief Compliance Officer of 84 funds in the Fund Complex and of The Korea Fund, Inc.

**Lagan Srivastava**

*Year of Birth: 1977*

*Assistant Secretary since: 2008*

*Officers hold office at the pleasure of the Board and until their successors are appointed and qualified or until their earlier resignation or removal.*

Vice President of Allianz Global Investors U.S. Holdings LLC; Assistant Secretary of 84 funds in the Fund Complex and of The Korea Fund, Inc.

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**Directors**

Hans W. Kertess  
Chairman of the Board of Directors

Deborah A. DeCotis

Bradford K. Gallagher

James A. Jacobson

John C. Maney

William B. Ogden, IV

Alan Rappaport

**Fund Officers**

Brian S. Shlissel  
President & Chief Executive Officer

Lawrence G. Altadonna  
Treasurer, Principal Financial & Accounting Officer

Thomas J. Fuccillo  
Vice President, Secretary & Chief Legal Officer

Scott Whisten  
Assistant Treasurer

Richard J. Cochran  
Assistant Treasurer

Orhan Dzemaili  
Assistant Treasurer

Youse E. Guia  
Chief Compliance Officer

Lagan Srivastava  
Assistant Secretary

**Investment Manager**

Allianz Global Investors Fund Management LLC

1633 Broadway

New York, NY 10019

**Sub-Adviser**

Pacific Investment Management Company LLC

840 Newport Center Drive

Newport Beach, CA 92660

**Custodian & Accounting Agent**

State Street Bank & Trust Co.

801 Pennsylvania Avenue

Kansas City, MO 64105-1307

**Transfer Agent, Dividend Paying Agent and Registrar**

American Stock Transfer & Trust Company, LLC

6201 15<sup>th</sup> Avenue

Brooklyn, NY 11219

**Independent Registered Public Accounting Firm**

PricewaterhouseCoopers LLP

1100 Walnut Street, Suite 1300

Kansas City, MO 64106

**Legal Counsel**

Ropes & Gray LLP

Prudential Tower

800 Boylston Street

Boston, MA 02199

*This report, including the financial information herein, is transmitted to the stockholders of the PCM Fund, Inc. for their information. It is not a prospectus, circular or representation intended for use in the purchase of stock of the Fund or any securities mentioned in this report.*

*Notice is hereby given in accordance with Section 23(c) of the Investment Company Act of 1940, as amended, that from time to time the Fund may purchase their common shares in the open market.*

*The Fund files its complete schedule of portfolio holdings with the Securities and Exchange Commission ( SEC ) for the first and third quarters of its fiscal year on Form N-Q. The Fund 's Form N-Q is available on the SEC 's website at [www.sec.gov](http://www.sec.gov) and may be reviewed and copied at the SEC 's Public Reference Room in Washington, D.C. Information on the operation of the Public Reference Room may be obtained by calling (800) SEC-0330. The information on Form N-Q is also available on the Fund 's website at [www.allianzinvestors.com/closedendfunds](http://www.allianzinvestors.com/closedendfunds).*

*Information on the Fund is available at [www.allianzinvestors.com/closedendfunds](http://www.allianzinvestors.com/closedendfunds) or by calling the Fund 's stockholder servicing agent at (800) 254-5197.*

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Receive this report electronically and eliminate paper mailings. To enroll, go to [www.allianzinvestors.com/edelivery](http://www.allianzinvestors.com/edelivery).

Allianz Global Investors Distributors LLC.

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**ITEM 2. CODE OF ETHICS**

- (a) As of the end of the period covered by this report, the registrant has adopted a code of ethics (the Section 406 Standards for Investment Companies Ethical Standards for Principal Executive and Financial Officers ) that applies to the registrant's Principal Executive Officer and Principal Financial Officer; the registrant's Principal Financial Officer also serves as the Principal Accounting Officer. The registrant undertakes to provide a copy of such code of ethics to any person upon request, without charge, by calling 1-800-254-5197. The code of ethics are included as an Exhibit 99.CODE ETH hereto.
- (b) During the period covered by this report, there were not any amendments to a provision of the code of ethics adopted in 2(a) above.
- (c) During the period covered by this report, there were not any waivers or implicit waivers to a provision of the code of ethics adopted in 2(a) above.

**ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT**

The registrant's Board has determined that James A. Jacobson, a member of the Board's Audit Oversight Committee is an audit committee financial expert, and that he is independent, for purposes of this Item.

**ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

- a) **Audit fees.** The aggregate fees billed for each of the last two fiscal years (the Reporting Periods ) for professional services rendered by the Registrant's principal accountant (the Auditor ) for the audit of the Registrant's annual financial statements, or services that are normally provided by the Auditor in connection with the statutory and regulatory filings or engagements for the Reporting Periods, were \$51,750 in 2011 and 64,000 in 2012.
- b) **Audit-Related Fees.** The aggregate fees billed in the Reporting Periods for assurance and related services by the principal accountant that are reasonably related to the performance of the audit registrant's financial statements and are not reported under paragraph (e) of this Item were \$0 in 2011 and \$0 in 2012.
- c) **Tax Fees.** The aggregate fees billed in the Reporting Periods for professional services rendered by the Auditor for tax compliance, tax service and tax planning ( Tax Services ) were \$15,000 in 2011 and \$15,000 in 2012. These services consisted of review or preparation of U.S. federal, state, local and excise tax returns and calculation of excise tax distributions.
- d) **All Other Fees.** There were no other fees billed in the Reporting Periods for products and services provided by the Auditor to the Registrant.
- e) **1. Audit Committee Pre-Approval Policies and Procedures.** The Registrant's Audit Committee has established policies and procedures for pre-approval of all audit and permissible non-audit services by the Auditor for the Registrant, as well as the Auditor's engagements related directly to the operations and financial reporting of the Registrant. The Registrant's policy is stated below.

PCM Fund, Inc. (the Fund )

AUDIT OVERSIGHT COMMITTEE POLICY FOR PRE-APPROVAL OF SERVICES PROVIDED BY THE INDEPENDENT ACCOUNTANTS



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The Fund's Audit Oversight Committee ( Committee ) is charged with the oversight of the Fund's financial reporting policies and practices and their internal controls. As part of this responsibility, the Committee must pre-approve any independent accounting firm's engagement to render audit and/or permissible non-audit services, as

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required by law. In evaluating a proposed engagement by the independent accountants, the Committee will assess the effect that the engagement might reasonably be expected to have on the accountant's independence. The Committee's evaluation will be based on:

- a review of the nature of the professional services expected to be provided,
- the fees to be charged in connection with the services expected to be provided,
- a review of the safeguards put into place by the accounting firm to safeguard independence, and
- periodic meetings with the accounting firm.

**POLICY FOR AUDIT AND NON-AUDIT SERVICES TO BE PROVIDED TO THE FUND**

On an annual basis, the Fund's Committee will review and pre-approve the scope of the audit of the Fund and proposed audit fees and permitted non-audit (including audit-related) services that may be performed by the Fund's independent accountants. At least annually, the Committee will receive a report of all audit and non-audit services that were rendered in the previous calendar year pursuant to this Policy. In addition to the Committee's pre-approval of services pursuant to this Policy, the engagement of the independent accounting firm for any permitted non-audit service provided to the Fund will also require the separate written pre-approval of the President of the Fund, who will confirm, independently, that the accounting firm's engagement will not adversely affect the firm's independence. All non-audit services performed by the independent accounting firm will be disclosed, as required, in filings with the Securities and Exchange Commission.

**AUDIT SERVICES**

The categories of audit services and related fees to be reviewed and pre-approved annually by the Committee are:

- Annual Fund financial statement audits
- Seed audits (related to new product filings, as required)
- SEC and regulatory filings and consents

**AUDIT-RELATED SERVICES**

The following categories of audit-related services are considered to be consistent with the role of the Fund's independent accountants and services falling under one of these categories will be pre-approved by the Committee on an annual basis if the Committee deems those services to be consistent with the accounting firm's independence:

- Accounting consultations

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Fund merger support services

Agreed upon procedure reports

Other attestation reports

Comfort letters

Other internal control reports

Individual audit-related services that fall within one of these categories and are not presented to the Committee as part of the annual pre-approval process described above, may be pre-approved, if deemed consistent with the accounting firm's independence, by the Committee Chair (or any other Committee member who is a disinterested trustee under the Investment Company Act to whom this responsibility has been delegated) so long as the estimated fee for those services does not exceed \$250,000. Any such pre-approval shall be reported to the full Committee at its next regularly scheduled meeting.

### **TAX SERVICES**

The following categories of tax services are considered to be consistent with the role of the Fund's independent accountants and services falling under one of these categories will be pre-approved by the Committee on an annual basis if the Committee deems those services to be consistent with the accounting firm's independence:

Tax compliance services related to the filing or amendment of the following:

Federal, state and local income tax compliance; and, sales and use tax compliance

Timely RIC qualification reviews

Tax distribution analysis and planning

Tax authority examination services

Tax appeals support services

Accounting methods studies

Fund merger support service

Other tax consulting services and related projects

Individual tax services that fall within one of these categories and are not presented to the Committee as part of the annual pre-approval process described above, may be pre-approved, if deemed consistent with the accounting firm's independence, by the Committee Chairman (or any other Committee member who is a disinterested trustee under the Investment Company Act to whom this responsibility has been delegated) so long as the estimated fee for those services does not exceed \$250,000. Any such pre-approval shall be reported to the full Committee at its next regularly scheduled meeting.

### **PROSCRIBED SERVICES**

The Fund's independent accountants will not render services in the following categories of non-audit services:

Bookkeeping or other services related to the accounting records or financial statements of the Fund

Financial information systems design and implementation

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Appraisal or valuation services, fairness opinions, or contribution-in-kind reports

Actuarial services Internal audit outsourcing services

Management functions or human resources

Broker or dealer, investment adviser or investment banking services

Legal services and expert services unrelated to the audit

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Any other service that the Public Company Accounting Oversight Board determines, by regulation, is impermissible

**PRE-APPROVAL OF NON-AUDIT SERVICES PROVIDED TO OTHER ENTITIES WITHIN THE FUND COMPLEX**

The Committee will pre-approve annually any permitted non-audit services to be provided to Allianz Global Investors Fund Management LLC or any other investment manager to the Trust (but not including any sub-adviser whose role is primarily portfolio management and is sub-contracted by the investment manager) (the Investment Manager ) and any entity controlling, controlled by, or under common control with the Investment Manager that provides ongoing services to the Trust (including affiliated sub-advisers to the Trust), provided, in each case, that the engagement relates directly to the operations and financial reporting of the Trust (such entities, including the Investment Manager, shall be referred to herein as the Accounting Affiliates ). Individual projects that are not presented to the Committee as part of the annual pre-approval process, may be pre-approved, if deemed consistent with the accounting firm s independence, by the Committee Chairman (or any other Committee member who is a disinterested trustee under the Investment Company Act to whom this responsibility has been delegated) so long as the estimated fee for those services does not exceed \$250,000. Any such pre-approval shall be reported to the full Committee at its next regularly scheduled meeting. Although the Committee will not pre-approve all services provided to the Investment Manager and its affiliates, the Committee will receive an annual report from the Trust s independent accounting firm showing the aggregate fees for all services provided to the Investment Manager and its affiliates.

**DE MINIMUS EXCEPTION TO REQUIREMENT OF PRE-APPROVAL OF NON-AUDIT SERVICES**

With respect to the provision of permitted non-audit services to a Fund or Accounting Affiliates, the pre-approval requirement is waived if:

- (1) The aggregate amount of all such permitted non-audit services provided constitutes no more than (i) with respect to such services provided to the Fund, five percent (5%) of the total amount of revenues paid by the Fund to its independent accountant during the fiscal year in which the services are provided, and (ii) with respect to such services provided to Accounting Affiliates, five percent (5%) of the total amount of revenues paid to the Fund s independent accountant by the Fund and the Accounting Affiliates during the fiscal year in which the services are provided;
- (2) Such services were not recognized by the Fund at the time of the engagement for such services to be non-audit services; and
- (3) Such services are promptly brought to the attention of the Committee and approved prior to the completion of the audit by the Committee or by the Committee Chairman (or any other Committee member who is a disinterested trustee under the Investment Company Act to whom this Committee Chairman or other delegate shall be reported to the full Committee at its next regularly scheduled meeting.
  - e) 2. No services were approved pursuant to the procedures contained in paragraph (C) (7) (i) (C) of Rule 2-01 of Registration S-X.
  - f) Not applicable

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- g) Non-audit fees. The aggregate non-audit fees billed by the Auditor for services rendered to the Registrant, and rendered to the Adviser, for the 2011 Reporting Period was \$7,376,610 and the 2012 Reporting Period was \$9,727,670.
- h) Auditor Independence. The Registrant's Audit Oversight Committee has considered whether the provision of non-audit services that were rendered to the Adviser which were not pre-approved is compatible with maintaining the Auditor's independence.

**ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANT**

The Fund has a separately designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934. The audit committee of the Fund is comprised of Deborah A. DeCotis, Bradford K. Gallagher, James A. Jacobson, Hans W. Kertess, William B. Ogden, IV and Alan Rappaport.

**ITEM 6. SCHEDULE OF INVESTMENTS**

- (a) The registrant's Schedule of Investments is included as part of the report to shareholders filed under Item 1 of this form.
- (b) Not applicable.

**ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED-END MANAGEMENT INVESTMENT COMPANIES.**

**PCM FUND, INC.**

**(the Fund )**

**PROXY VOTING POLICY**

1. It is the policy of the Fund that proxies should be voted in the interest of its shareholders, as determined by those who are in the best position to make this determination. The Fund believes that the firms and/or persons purchasing and selling securities for the Fund and analyzing the performance of the Fund's securities are in the best position and have the information necessary to vote proxies in the best interests of the Fund and its shareholders, including in situations where conflicts of interest may arise between the interests of shareholders, on one hand, and the interests of the investment adviser, a sub-adviser and/or any other affiliated person of the Fund, on the other. Accordingly, the Fund's policy shall be to delegate proxy voting responsibility to those entities with portfolio management responsibility for the Fund.
2. The Fund delegates the responsibility for voting proxies to Allianz Global Investors Fund Management LLC ( AGIFM ), which will in turn delegate such responsibility to the sub-adviser of the particular Fund. AGIFM's Proxy Voting Policy Summary is attached as Appendix A hereto. Summaries of the detailed proxy voting policies of the Fund's current sub-advisers are set forth in Appendix B attached hereto. Such summaries may be revised from time to time to reflect changes to the sub-advisers' detailed proxy voting policies.
3. The party voting the proxies (i.e., the sub-adviser) shall vote such proxies in accordance with such party's proxy voting policies and, to the extent consistent with such policies, may rely on information and/or recommendations supplied by others.
- 4.

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AGIFM and the sub-adviser of the Fund with proxy voting authority shall deliver a copy of its respective proxy voting policies and any material amendments thereto to the applicable Board of the Fund promptly after the adoption or amendment of any such policies.

5. The party voting the proxy shall: (i) maintain such records and provide such voting information as is required for the Fund's regulatory filings including, without limitation, Form N-PX and the required disclosure of policy called for by Item 18 of Form N-2 and Item 7 of Form N-CSR; and (ii) shall provide such additional information as may be requested, from time to time, by the Board or the Fund's Chief Compliance Officer.
  
6. This Proxy Voting Policy Statement, the Proxy Voting Policy Summary of AGIFM and summaries of the detailed proxy voting policies of the sub-adviser of the Fund with proxy voting authority and how the Fund voted proxies relating to portfolio securities held during the most recent twelve month period ending June 30, shall be made available (i) without charge, upon request, by calling 1-800-254-5197; (ii) on the Fund's website at [www.allianzinvestors.com](http://www.allianzinvestors.com); and (iii) on the Securities and Exchange Commission's (SEC's) website at <http://www.sec.gov>. In addition, to the extent required by applicable law or determined by the Fund's Chief Compliance Officer or Board of Directors, the Proxy Voting Policy Summary of AGIFM and summaries of the detailed proxy voting policies of the sub-adviser with proxy voting authority shall also be included in the Fund's Registration Statements or Form N-CSR filings.

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**Appendix A**

**ALLIANZ GLOBAL INVESTORS FUND MANAGEMENT LLC ( AGIFM )**

**PROXY VOTING POLICY SUMMARY**

1. It is the policy of AGIFM that proxies should be voted in the interest of the shareholders of the applicable fund, as determined by those who are in the best position to make this determination. AGIFM believes that the firms and/or persons purchasing and selling securities for the funds and analyzing the performance of the funds' securities are in the best position and have the information necessary to vote proxies in the best interests of the funds and their shareholders, including in situations where conflicts of interest may arise between the interests of shareholders, on one hand, and the interests of the investment adviser, a sub-adviser and/or any other affiliated person of the fund, on the other. Accordingly, AGIFM's policy shall be to delegate proxy voting responsibility to those entities with portfolio management responsibility for the funds.
2. AGIFM, for each fund for which it acts as investment adviser, delegates the responsibility for voting proxies to the sub-adviser for the respective fund.
3. The party voting proxies (e.g., the sub-adviser) vote the proxies in accordance with their proxy voting policies and, to the extent consistent with their policies, may rely on information and/or recommendations supplied by others.
4. AGIFM and each sub-adviser of a fund will deliver a copy of their respective proxy voting policies and any material amendments thereto to the board of the relevant fund promptly after the adoption or amendment of any such policies.
5. The party voting the proxy will: (i) maintain such records and provide such voting information as is required for such funds' regulatory filings including, without limitation, Form N-PX and the required disclosure of policy called for by Item 18 of Form N-2 and Item 7 of Form N-CSR; and (ii) will provide additional information as may be requested, from time to time, by the funds' respective boards or chief compliance officers.
6. Summaries of the proxy voting policies for AGIFM and each sub-adviser of a fund advised by AGIFM and how each fund voted proxies relating to portfolio securities held during the most recent twelve month period ended June 30 will be available (i) without charge, upon request, by calling 1-800-254-5197; (ii) on the Allianz Global Investors Distributors Web site at [www.allianzinvestors.com](http://www.allianzinvestors.com); and (iii) on the Securities and Exchange Commission's (SEC's) website at <http://www.sec.gov>. In addition, to the extent required by applicable law or determined by the relevant fund's board of directors/trustees or chief compliance officer, summaries of the detailed proxy voting policies of AGIFM, each sub-adviser and each other entity with proxy voting authority for a fund advised by AGIFM shall also be included in the Registration Statement or Form N-CSR filings for the relevant fund.



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**Appendix B**

**PACIFIC INVESTMENT MANAGEMENT COMPANY LLC**

**Description of Proxy Voting Policy and Procedures**

PIMCO has adopted written proxy voting policies and procedures ( Proxy Policy ) as required by Rule 206(4)-6 under the Advisers Act. In addition to covering the voting of equity securities, the Proxy Policy also applies generally to voting and/or consent rights of PIMCO, on behalf of each Fund, with respect to debt securities, including but not limited to, plans of reorganization, and waivers and consents under applicable indentures. The Proxy Policy does not apply, however, to consent rights that primarily entail decisions to buy or sell investments, such as tender or exchange offers, conversions, put options, redemption and Dutch auctions. The Proxy Policy is designed and implemented in a manner reasonably expected to ensure that voting and consent rights are exercised in the best interests of the Funds and their shareholders.

With respect to the voting of proxies relating to equity securities, PIMCO has selected an unaffiliated third party proxy research and voting service ( Proxy Voting Service ), to assist it in researching and voting proxies. With respect to each proxy received, the Proxy Voting Service researches the financial implications of the proposals and provides a recommendation to PIMCO as to how to vote on each proposal based on the Proxy Voting Service s research of the individual facts and circumstances and the Proxy Voting Service s application of its research findings to a set of guidelines that have been approved by PIMCO. Upon the recommendation of the applicable Fund s portfolio managers, PIMCO may determine to override any recommendation made by the Proxy Voting Service. In the event that the Proxy Voting Service does not provide a recommendation with respect to a proposal, PIMCO may determine to vote on the proposals directly.

PIMCO exercises voting and consent rights directly with respect to debt securities held by a Fund. PIMCO considers each proposal regarding a debt security on a case-by-case basis taking into consideration any relevant contractual obligations as well as other relevant facts and circumstances at the time of the vote. In general, PIMCO reviews and considers corporate governance issues related to proxy matters and generally supports proposals that foster good corporate governance practices. PIMCO may vote proxies as recommended by management on routine matters related to the operation of the issuer and on matters not expected to have a significant economic impact on the issuer and/or its shareholders.

PIMCO may determine not to vote a proxy for a debt or equity security if: (1) the effect on the applicable Fund s economic interests or the value of the portfolio holding is insignificant in relation to the Fund s portfolio; (2) the cost of voting the proxy outweighs the possible benefit to the applicable Fund, including, without limitation, situations where a jurisdiction imposes share blocking restrictions which may affect the ability of the portfolio managers to effect trades in the related security; or (3) PIMCO otherwise has determined that it is consistent with its fiduciary obligations not to vote the proxy.

In the event that the Proxy Voting Service does not provide a recommendation or the portfolio managers of a Fund propose to override a recommendation by the Proxy Voting Service, and for all debt security proxies, PIMCO will review the proxy to determine whether there is a material conflict between PIMCO and the applicable Fund or between the Fund and another Fund or PIMCO-advised account. If no material conflict exists, the proxy will be voted according to the portfolio managers recommendation. If a material conflict does exist, PIMCO will seek to resolve the conflict in good faith and in the best interests of the applicable Fund, as provided by the Proxy Policy. The Proxy Policy permits PIMCO to seek to resolve material conflicts of interest by pursuing any one of several courses of action. With respect to material conflicts of interest between PIMCO and a Fund, the Proxy Policy permits PIMCO to either: (i) convene a committee to assess and resolve the conflict (the Proxy Conflicts Committee ); or (ii) vote in accordance with protocols previously established by the Proxy Conflicts Committee with respect to specific types of conflicts. With respect to material conflicts of interest between a Fund and one or more other Funds or PIMCO-advised accounts, the Proxy Policy permits PIMCO to: (i) designate a PIMCO portfolio manager who is not subject to the conflict to determine how to vote the proxy if the conflict exists between two Funds or accounts with at least one portfolio manager in common; or (ii) permit the respective portfolio managers to vote the proxies in accordance with each Fund s or account s best interests if the conflict exists between Funds or accounts managed by different portfolio managers.

PIMCO will supervise and periodically review its proxy voting activities and the implementation of the Proxy Policy.

**Table of Contents****ITEM 8. PORTFOLIO MANAGERS OF CLOSED-END MANAGEMENT INVESTMENT COMPANIES**

(a)(1)

As of March 4, 2013, the following individual has primary responsibility for the day-to-day implementation of the PCM Fund, Inc. ( PCM or the Fund ):

**Dan J. Ivascyn**

Mr. Ivascyn has been the portfolio manager since October 2002. Mr. Ivascyn is a managing director, a member of the Executive Committee and portfolio manager of Pacific Investment Management Company LLC ( PIMCO ) in the Newport Beach office and is head of the mortgage credit portfolio management team. Prior to joining PIMCO in 1998, he was in the asset-backed securities group at Bear Stearns. He has 21 years of investment experience and holds an MBA in analytic finance from the University of Chicago Graduate School of Business. He received his undergraduate degree from Occidental College.

(a)(2)

The following summarizes information regarding each of the accounts, excluding the Fund managed by the Portfolio Manager as of December 31, 2012, including accounts managed by a team, committee, or other group that includes the Portfolio Manager. Unless mentioned otherwise, the advisory fee charged for managing each of the accounts listed below is not based on performance.

PM	Fund	Registered Investment Companies		Other Pooled Investment Vehicles		Other Accounts	
		#	AUM(\$million)	#	AUM(\$million)	#	AUM(\$million)
<b>Dan J. Ivascyn</b>	PCM	8	25,265.74	5	759.46*	31	7,804.67**

\*Of these Other Pooled Investment Vehicles, 2 accounts totaling \$691.89 million in assets pay an advisory fee that is based in part on the performance of the accounts.

\*\*Of these Other Accounts, 3 accounts totaling \$3,169.61 million in assets pay an advisory fee that is based in part on the performance of the account.

From time to time, potential and actual conflicts of interest may arise between a portfolio manager's management of the investments of a Fund, on the one hand, and the management of other accounts, on the other. Potential and actual conflicts of interest may also arise as a result of PIMCO's other business activities and PIMCO's possession of material non-public information about an issuer. Other accounts managed by a portfolio manager might have similar investment objectives or strategies as a Fund, or otherwise hold, purchase, or sell securities that are eligible to be held, purchased or sold by the Funds. The other accounts might also have different investment objectives or strategies than the Funds.

Knowledge and Timing of Fund Trades. A potential conflict of interest may arise as a result of the portfolio manager's day-to-day management of a Fund. Because of their positions with the Funds, the portfolio managers know the size, timing and possible market impact of a Fund's trades. It is theoretically possible that the portfolio managers could use this information to the advantage of other accounts they manage and to the possible detriment of a Fund.

Investment Opportunities. A potential conflict of interest may arise as a result of the portfolio manager's management of a number of accounts with varying investment guidelines. Often, an investment opportunity may be suitable for both a Fund and other accounts managed by the portfolio manager, but may not be available in sufficient quantities for both the Fund and the other accounts to participate fully. Similarly, there may be limited opportunity to sell an investment held by a Fund and another account. PIMCO has adopted policies and procedures reasonably designed to allocate investment opportunities on a fair and equitable basis over time.

Under PIMCO's allocation procedures, investment opportunities are allocated among various investment strategies based on individual account investment guidelines and PIMCO's investment outlook. PIMCO has also adopted additional procedures to complement the general trade allocation policy that are designed to address potential conflicts of interest due to the side-by-side management of the Funds and certain pooled investment vehicles, including investment opportunity allocation issues.

Conflicts potentially limiting a Fund's investment opportunities may also arise when the Fund and other PIMCO clients invest in different parts of an issuer's capital structure, such as when the Fund owns senior debt obligations of an issuer and other clients own junior tranches of the same

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issuer. In such circumstances, decisions over whether to trigger an event of default, over the terms of any workout, or how to exit an investment may result in conflicts of interest. In order to minimize such conflicts, a portfolio manager may avoid certain investment opportunities that would potentially give rise to conflicts with other PIMCO clients or PIMCO may enact internal procedures designed to minimize such conflicts, which could have the effect of limiting a Fund's investment opportunities.

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Additionally, if PIMCO acquires material non-public confidential information in connection with its business activities for other clients, a portfolio manager may be restricted from purchasing securities or selling securities for a Fund. When making investment decisions where a conflict of interest may arise, PIMCO will endeavor to act in a fair and equitable manner as between a Fund and other clients; however, in certain instances the resolution of the conflict may result in PIMCO acting on behalf of another client in a manner that may not be in the best interest, or may be opposed to the best interest, of a Fund.

**Performance Fees.** A portfolio manager may advise certain accounts with respect to which the advisory fee is based entirely or partially on performance. Performance fee arrangements may create a conflict of interest for the portfolio manager in that the portfolio manager may have an incentive to allocate the investment opportunities that he or she believes might be the most profitable to such other accounts instead of allocating them to a Fund. PIMCO has adopted policies and procedures reasonably designed to allocate investment opportunities between the Funds and such other accounts on a fair and equitable basis over time.

(a)(3)

As of December 31, 2012, the following explains the compensation structure of the individual who has primary responsibility for day-to-day portfolio management of the Fund:

PIMCO has adopted a Total Compensation Plan for its professional level employees, including its portfolio managers, that is designed to pay competitive compensation and reward performance, integrity and teamwork consistent with the firm's mission statement. The Total Compensation Plan includes an incentive component that rewards high performance standards, work ethic and consistent individual and team contributions to the firm. The compensation of portfolio managers consists of a base salary, discretionary performance bonus, and may include an equity or long term incentive component.

Certain employees of PIMCO, including portfolio managers, may elect to defer compensation through PIMCO's deferred compensation plan. PIMCO also offers its employees a non-contributory defined contribution plan through which PIMCO makes a contribution based on the employee's compensation. PIMCO's contribution rate increases at a specified compensation level, which is a level that would include portfolio managers.

The Total Compensation Plan consists of three components:

**Base Salary** Base salary is determined based on core job responsibilities, positions/levels, and market factors. Base salary levels are reviewed annually, when there is a significant change in job responsibilities or a significant change in the market. Base salary is paid in regular installments throughout the year and payment dates are in line with local practice.

**Performance Bonus** Performance bonuses are designed to reward individual performance. Each professional and his or her supervisor will agree upon performance objectives to serve as a basis for performance evaluation during the year. The objectives will outline individual goals according to pre-established measures of the group or department success. Achievement against these goals as measured by the employee and supervisor will be an important, but not exclusive, element of the Compensation Committee's bonus decision process. Final award amounts are determined at the discretion of the Compensation Committee and will also consider firm performance.

**Equity or Long Term Incentive Compensation** Equity allows key professionals to participate in the long-term growth of the firm. This program provides mid to senior level employees with the potential to acquire an equity stake in PIMCO over their careers and to better align employee incentives with the firm's long-term results. These options vest over a number of years and may convert into PIMCO equity which shares in the profit distributions of the firm. M Units are non-voting common equity of PIMCO and provide a mechanism for individuals to build a significant equity stake in PIMCO over time. Employees who reach a total compensation threshold are delivered their annual compensation in a mix of cash and option awards. PIMCO incorporates a progressive allocation of option awards as a percentage of total compensation which is in line with market practices.

In certain countries with significant tax implications for employees to participate in the M Unit Option Plan, PIMCO continues to use the Long Term Incentive Plan ( LTIP ) in place of the M Unit Option Plan. The LTIP provides cash awards that appreciate or depreciate based upon PIMCO's performance over a three-year period. The aggregate amount available for distribution to participants is based upon PIMCO's profit growth.

Participation in the M Unit Option Plan and LTIP is contingent upon continued employment at PIMCO.

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In addition, the following non-exclusive list of qualitative criteria may be considered when specifically determining the total compensation for portfolio managers:

3-year, 2-year and 1-year dollar-weighted and account-weighted, pre-tax investment performance as judged against the applicable benchmarks for each account managed by a portfolio manager (including the Funds) and relative to applicable industry peer groups;

Appropriate risk positioning that is consistent with PIMCO's investment philosophy and the Investment Committee/CIO approach to the generation of alpha;

Amount and nature of assets managed by the portfolio manager;

Consistency of investment performance across portfolios of similar mandate and guidelines (reward low dispersion);

Generation and contribution of investment ideas in the context of PIMCO's secular and cyclical forums, portfolio strategy meetings, Investment Committee meetings, and on a day-to-day basis;

Absence of defaults and price defaults for issues in the portfolios managed by the portfolio manager;

Contributions to asset retention, gathering and client satisfaction;

Contributions to mentoring, coaching and/or supervising; and

Personal growth and skills added.

A portfolio manager's compensation is not based directly on the performance of any Fund or any other account managed by that portfolio manager.

Profit Sharing Plan. Portfolio managers who are Managing Directors of PIMCO receive compensation from a non-qualified profit sharing plan consisting of a portion of PIMCO's net profits. Portfolio managers who are Managing Directors receive an amount determined by the Compensation Committee, based upon an individual's overall contribution to the firm.

(a)(4)

The following summarizes the dollar range of securities the portfolio manager for the Fund beneficially owned of the Fund that he managed as of December 31, 2012.

**PCM Fund, Inc.**

**Portfolio Manager**  
**Dan J. Ivascyn**

**Dollar Range of Equity Securities in the Fund**  
Over \$1,000,000

**ITEM 9. PURCHASE OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT COMPANY AND AFFILIATED COMPANIES**

None

**ITEM 10. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

There have been no material changes to the procedures by which shareholders may recommend nominees to the Fund's Board of Trustees since the Fund last provided disclosure in response to this item.

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**ITEM 11. CONTROLS AND PROCEDURES**

(a) The registrant's President and Chief Executive Officer and Treasurer, Principal Financial & Accounting Officer have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-2(c) under the Act (17 CFR 270.30a-3(c)), as amended) are effective based on their evaluation of these controls and procedures as of a date within 90 days of the filing date of this document.

(b) There were no significant changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the Act (17 CFR 270.30a-3(d))) that occurred during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

**ITEM 12. EXHIBITS**

(a) (1) Exhibit 99.CODE ETH Code of Ethics

(a) (2) Exhibit 99.302 Cert. Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

(a) (3) Not applicable

(b) Exhibit 99.906 Cert. Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002



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**Signatures**

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

(Registrant) PCM Fund, Inc.

By /s/ Brian S. Shlissel  
President and Chief Executive Officer  
Date: March 4, 2013

By /s/ Lawrence G. Altadonna  
Treasurer, Principal Financial & Accounting Officer  
Date: March 4, 2013

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

By /s/ Brian S. Shlissel  
President and Chief Executive Officer  
Date: March 4, 2013

By /s/ Lawrence G. Altadonna  
Treasurer, Principal Financial & Accounting Officer  
Date: March 4, 2013