

PIMCO INCOME STRATEGY FUND  
Form N-CSR  
October 01, 2012

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 811-21374

PIMCO Income Strategy Fund  
(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 July 31, 2012  
end:

Date of reporting period: July 31, 2012

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Item 1: Report to Shareholders

July 31, 2012

**PIMCO Income Strategy Fund**

**PIMCO Income Strategy Fund II**

**Contents**

Letter to Shareholders	2-3
Fund Insights	4-5
Performance & Statistics	6-7
Schedules of Investments	8-22
Statements of Assets and Liabilities	23
Statements of Operations	24
Statements of Changes in Net Assets	25-26
Statements of Cash Flows	27
Notes to Financial Statements	28-50
Financial Highlights	51-52
Report of Independent Registered Public Accounting Firm	53
Tax Information/Joint Annual Shareholder Meeting Results/Changes to Board of Trustees	54-55
Matters Relating to the Trustees Consideration of the Investment Management & Portfolio Management Agreements	56-58
Privacy Policy/Proxy Voting Policies & Procedures	59
Dividend Reinvestment Plan	60
Board of Trustees	61-62
Fund Officers	63

Dear Shareholder:

The U.S. economy slowed during the twelve-month fiscal reporting period ended July 31, 2012. Growth was deterred by a variety of economic and geopolitical problems, notably Europe's deepening sovereign debt crisis, a tepid U.S. labor market and increasing gasoline prices. In response, investors shifted assets into the perceived safe haven of U.S. Treasury bonds triggering yields to fall to record lows.

### **Twelve-Month Period in Review through July 31, 2012**

For the twelve-month period ended July 31, 2012:

- PIMCO Income Strategy Fund returned 10.78% on net asset value ( NAV ) and 12.02% on market price.
- PIMCO Income Strategy Fund II returned 11.16% on NAV and 16.33% on market price.

The Barclays U.S. Credit Index, a measure of high quality corporate bond performance, advanced 9.87% and the Barclays U.S. Corporate High Yield Bond Index, a measure of below investment-grade corporate bond performance, rose 8.06% during the reporting period. Government bonds, as represented by the Barclays Long Term Treasury Index, returned 16.77%. The Barclays U.S. Aggregate Bond Index, a broad credit market measure of government and corporate securities, rose 7.25%, and mortgage-backed securities, reflected by the Barclays Fixed Rate MBS Index, advanced 4.91%. As for stocks, the Standard & Poor's 500 Index increased 9.13% during the twelve-month 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, expanded at an annual rate of 1.8% between July and September 2011, and at a robust 4.1% annual rate between October and December 2011. Growth slowed to a 2.0% annual rate between January and March 2012, and to 1.5% (preliminary estimate) between April and June, 2012.

Signs of a slowdown were abundant with dismal U.S. consumer spending and the manufacturing sector contracting for the first time in nearly three years. The period opened with robust private sector hiring; however, hiring diminished throughout the period. U.S. unemployment fell from 9.1% to 8.3%, although the majority of the decline occurred during the first six months of the reporting period.

PIMCO Income Strategy Fund

2 PIMCO Income Strategy Fund II Annual Report | 7.31.12

## Outlook

There is growing uncertainty over future levels of federal taxes and spending. A series of tax cuts are scheduled to expire on December 31, 2012 and major spending reductions are planned to begin in January 2013. The prospect of higher taxes, reduced spending, or both, would likely have an adverse impact on the economy in 2013.

Troubles abroad also contributed to the U.S. economic slowdown. Eurozone unemployment reached 11.2% as a combination of sovereign debt woes, austerity measures, and tax increases took a toll. China's growth rate has also contracted.

Corporate earnings growth also declined on these concerns. The U.S. Federal Reserve (the Fed) indicated that it would maintain low interest rates at least through late 2014 and suggested that it may unveil a new round of quantitative easing to stimulate the economy. In testimony to Congress, Fed chairman Ben Bernanke warned of significant downside risks to the economic outlook, including strains in global financial markets.

For specific information on the Funds and their 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 Funds' shareholder servicing agent at (800) 254-5197. In addition, a wide range of information and resources is available on our website, [www.allianzinvestors.com/closedendfunds](http://www.allianzinvestors.com/closedendfunds).

Together with Allianz Global Investors Fund Management LLC, the Funds' investment manager, and Pacific Investment Management Company LLC (PIMCO), the Funds' 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 & CEO

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

**PIMCO Income Strategy Fund/PIMCO Income Strategy Fund II  
Fund Insights**

July 31, 2012 (unaudited)

For the twelve months ended July 31, 2012, PIMCO Income Strategy Fund returned 10.78% on net asset value ( NAV ) and 12.02% on market price.

For the twelve months ended July 31, 2012, PIMCO Income Strategy Fund II returned 11.16% on NAV and 16.33% on market price.

The unmanaged Barclays U.S. Aggregate Bond Index and Barclays U.S. Credit Index returned 7.25% and 9.87%, respectively, during the reporting period.

The overall U.S. fixed income market experienced periods of volatility, but ultimately generated solid returns. During the first two months of the period, the spread sectors (non-U.S. Treasuries) performed poorly as a result of Standard & Poor's downgrade of U.S. government securities, the ongoing European sovereign debt crisis and signs that global economic growth was decelerating. However, during the next six months, investor risk appetite was generally robust. This reversal in investor sentiment was triggered by signs that the U.S. economy was gaining some traction and hopes for progress in Europe. Risk aversion returned in April and May 2012 as a result of fears of contagion from the European sovereign debt crisis and concerns that the U.S. economy may be hitting a soft patch. This resulted in increased risk aversion and falling Treasury yields. The spread sectors rallied in June and July 2012 providing some signs of progress in Europe. There were also expectations of another round of quantitative easing by the Federal Reserve (the Fed) after it extended Operation Twist (a program whereby the Fed purchases longer-term Treasuries and sells an equal amount of shorter-term Treasuries in an attempt to place downward pressure on interest rates and stimulate the economy) until the end of 2012. All told, during the twelve months ended July 31, 2012, both short- and long-term Treasuries declined and the yield curve flattened.

While there were several periods of weakness as a result of increased risk aversion, these were generally temporary setbacks and the U.S. corporate bond market posted strong returns during the reporting period. Supporting

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4 PIMCO Income Strategy Fund II Annual Report | 7.31.12

**PIMCO Income Strategy Fund/PIMCO Income Strategy Fund II  
Fund Insights**

July 31, 2012 (unaudited) (continued)

the corporate bond market were corporate profits that exceeded expectations, strengthening corporate balance sheets that were flush with cash and overall solid demand from investors seeking to generate incremental yield in a low interest rate environment.

**Sector exposures largely contributed to the Funds' performance**

During the reporting period, the Funds outperformed the broad U.S. fixed income market (as measured by the Barclays U.S. Aggregate Bond Index) as well as the U.S. credit market (as measured by the Barclays U.S. Credit Index).

An allocation to Build America Bonds was rewarded, as these subsidized taxable municipal securities generally outperformed the broader market. An allocation to non-agency mortgage-backed securities helped performance, as these bonds outperformed the broader market, supported by positive supply/demand technicals. Although the financial sector underperformed the broad credit market during the past twelve months, the Funds' emphasis on select high quality financial issues helped performance, as those bonds performed relatively well during the reporting period. Security selection within the insurance sector was also additive to performance. Finally, the Funds' overweight duration positioning was beneficial for performance as rates trended lower during the fiscal annual period ended July 31, 2012.

On the downside, an underweighting to utilities detracted from results as this sector outperformed the overall credit market. Security selection, however, within the sector helped to partially offset the negative impact from the underweight exposure to utilities.



**PIMCO Income Strategy Fund  
Performance & Statistics**

July 31, 2012 (unaudited)

<b>Total Return(1):</b>	<b>Market Price</b>	<b>NAV</b>
1 Year	12.02%	10.78%
5 Year	5.92%	4.97%
Commencement of Operations (8/29/03) to 7/31/12	5.45%	4.98%

**Market Price/NAV Performance:**

Commencement of Operations (8/29/03) to 7/31/12

**Market Price/NAV:**

Market Price	\$12.52
NAV	\$11.35
Premium to NAV	10.31%
Market Price Yield(2)	8.63%
Leverage Ratio(3)	32.47%

Market Price  
NAV

**Moody's Ratings**

(as a % of total investments)

PIMCO Income Strategy Fund

<sup>6</sup> PIMCO Income Strategy Fund II Annual Report | 7.31.12

**PIMCO Income Strategy Fund II  
Performance & Statistics**

July 31, 2012 (unaudited)

<b>Total Return(1):</b>	<b>Market Price</b>	<b>NAV</b>
1 Year	16.33%	11.16%
5 Year	2.85%	2.15%
Commencement of Operations (10/29/04) to 7/31/12	3.06%	2.79%

**Market Price/NAV Performance:**

Commencement of Operations (10/29/04) to 7/31/12

**Market Price/NAV:**

Market Price	\$10.96
NAV	\$10.23
Premium to NAV	7.14%
Market Price Yield(2)	8.76%
Leverage Ratio(3)	26.78%

**Moody's Ratings**

(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, capital gain and return of capital 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 shares. 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 Funds, market conditions, supply and demand for each Fund's shares, or changes in each Fund's dividends.

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An investment in the Funds 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 traded in the open market through a stock exchange. NAV is equal to total assets attributable to common shareholders less total liabilities divided by the number of common shares outstanding. Holdings are subject to change daily.

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

(3) Represents Preferred Shares and Reverse Repurchase Agreements (collectively Leverage ) 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).

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**PIMCO Income Strategy Fund Schedule of Investments**

July 31, 2012

Principal Amount (000s)		Value
<b>CORPORATE BONDS &amp; NOTES</b>	<b>54.7%</b>	
<b>Airlines</b>	<b>1.2%</b>	
\$900	American Airlines, Inc., 10.50%, 10/15/12 (d)	\$990,000
3,774	American Airlines Pass Through Trust (d), 9.73%, 9/29/14	2,641,380
1,861	10.18%, 1/2/13 (b)	1,712,391
		5,343,771
<b>Banking</b>	<b>10.3%</b>	
2,600	AgFirst Farm Credit Bank, 7.30%, 8/30/12 (a)(b)(c)(e)(i) (acquisition cost-\$2,225,000; purchased 2/26/10-4/15/10)	2,596,854
£10,400	Barclays Bank PLC, 14.00%, 6/15/19 (e)	19,237,071
3,000	Cooperatieve Centrale Raiffeisen-Boerenleenbank BA, 6.875%, 3/19/20	3,691,937
\$9,400	11.00%, 6/30/19 (a)(c)(e)	12,072,815
600	HBOS PLC, 6.75%, 5/21/18 (a)(c)	581,349
800	Regions Financial Corp., 7.375%, 12/10/37	808,000
1,500	7.75%, 9/15/24	1,544,625
£2,000	Santander Issuances S.A. Unipersonal, 7.30%, 7/27/19, (converts to FRN on 9/27/14)	2,703,915
		43,236,566
<b>Consumer Products</b>	<b>0.2%</b>	
\$800	Reynolds Group Issuer, Inc., 9.00%, 4/15/19	818,000
<b>Energy</b>	<b>0.2%</b>	
1,100	Dynegy Roseton LLC/ Danskammer Pass Through Trust, 7.67%, 11/8/16, Series B (b)(d)	709,500
<b>Financial Services</b>	<b>22.7%</b>	
304	Ally Financial, Inc., 5.90%, 1/15/19	281,927
171	5.90%, 10/15/19	158,856
55	6.00%, 2/15/19	51,097
90	6.00%, 3/15/19	84,404
8	6.00%, 4/15/19	7,468
382	6.00%, 9/15/19	356,359
95	6.05%, 8/15/19	89,181
443	6.05%, 10/15/19	412,331
20	6.10%, 9/15/19	18,852
31	6.125%, 10/15/19	28,672
1,318	6.15%, 8/15/19	1,255,086
27	6.15%, 10/15/19	25,109
22	6.20%, 4/15/19	21,222
1,371	6.25%, 2/15/16	1,343,178
25	6.25%, 1/15/19	23,631
10	6.25%, 7/15/19	9,536
120	6.30%, 8/15/19	114,300
1,168	6.35%, 2/15/16	1,130,446
285	6.35%, 4/15/16	275,819
15	6.35%, 4/15/19	14,176
216	6.40%, 3/15/16	212,196
413	6.40%, 11/15/19	390,009

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1,357  
20

6.50%, 2/15/16  
6.50%, 9/15/16

1,325,474  
19,489

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8 PIMCO Income Strategy Fund II Annual Report | 7.31.12

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**PIMCO Income Strategy Fund Schedule of Investments**

July 31, 2012 (continued)

Principal Amount (000s)		Value
<b>Financial Services (continued)</b>		
\$442	6.50%, 10/15/16	\$429,870
10	6.50%, 6/15/18	9,649
170	6.50%, 12/15/18	162,580
22	6.50%, 5/15/19	21,111
383	6.55%, 12/15/19	369,316
14	6.60%, 5/15/18	13,415
10	6.60%, 6/15/19	9,653
51	6.65%, 6/15/18	49,586
20	6.65%, 10/15/18	19,132
60	6.70%, 6/15/18	57,485
137	6.70%, 6/15/19	132,977
3	6.75%, 8/15/16	2,963
13	6.75%, 6/15/17	12,673
89	6.75%, 5/15/19	86,365
30	6.75%, 6/15/19	28,923
205	6.80%, 9/15/16	201,631
3	6.80%, 10/15/18	2,906
938	6.85%, 4/15/16	916,709
30	6.85%, 5/15/18	28,842
336	6.875%, 8/15/16	330,205
5	6.875%, 7/15/18	4,854
150	6.90%, 6/15/17	145,445
32	6.90%, 8/15/18	31,420
151	6.95%, 6/15/17	148,511
25	7.00%, 12/15/16	24,533
27	7.00%, 6/15/17	26,119
130	7.00%, 7/15/17	126,533
367	7.00%, 2/15/18	356,717
12	7.00%, 3/15/18	11,794
155	7.00%, 8/15/18	152,491
5	7.00%, 9/15/18	4,886
42	7.05%, 3/15/18	40,518
39	7.05%, 4/15/18	38,093
160	7.125%, 10/15/17	157,381
40	7.15%, 3/15/25	39,038
75	7.20%, 10/15/17	74,036
288	7.25%, 6/15/16	284,582
293	7.25%, 9/15/17	288,951
10	7.25%, 4/15/18	9,928
10	7.25%, 8/15/18	9,809
328	7.25%, 9/15/18	325,006
25	7.30%, 1/15/18	24,540
396	7.35%, 4/15/18	393,835
57	7.50%, 6/15/16	56,513
45	7.55%, 5/15/16	44,911
47	7.75%, 10/15/17	46,708
110	8.125%, 11/15/17	109,197
110	9.00%, 7/15/20	110,145
750	Bank of America Corp., 6.00%, 9/1/17 (h)	837,769

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1,400	Capital One Capital VI, 8.875%, 5/15/40	1,431,571
11,300	Ford Motor Credit Co. LLC, 8.00%, 12/15/16	13,387,426
4,600	8.125%, 1/15/20	5,647,590

PIMCO Income Strategy Fund  
7.31.12 | PIMCO Income Strategy Fund II Annual Report 9

**PIMCO Income Strategy Fund Schedule of Investments**

July 31, 2012 (continued)

Principal Amount (000s)		Value
<b>Financial Services (continued)</b>		
\$7,000	ILFC E-Capital Trust I, 4.28%, 12/21/65 (a)(c)(f)	\$4,865,000
	LBG Capital No.1 PLC,	
500	6.439%, 5/23/20	506,026
200	7.375%, 3/12/20	209,734
£300	7.588%, 5/12/20	408,033
£4,800	7.867%, 12/17/19	6,597,765
£700	7.869%, 8/25/20	964,150
\$2,500	7.875%, 11/1/20 (a)(c)	2,369,835
1,400	8.00%, 6/15/20 (a)(c)(e)	1,249,500
2,000	8.50%, 12/17/21 (a)(c)(e)	1,860,000
£900	11.04%, 3/19/20	1,434,701
	LBG Capital No.2 PLC,	
£534	9.125%, 7/15/20	760,374
£2,500	11.25%, 9/14/23	3,790,670
\$1,500	National City Preferred Capital Trust I, 12.00%, 12/10/12 (e)(h)	1,547,451
5,000	PNC Financial Services Group, Inc., 6.75%, 8/1/21 (e)	5,438,345
3,700	Royal Bank of Scotland Group PLC, 7.648%, 9/30/31 (e)(h)	3,256,000
	SLM Corp.,	
400	6.25%, 1/25/16	426,000
6,200	8.00%, 3/25/20 (h)	6,990,500
6,400	8.45%, 6/15/18 (h)	7,328,000
2,168	SMFG Preferred Capital USD 3 Ltd., 9.50%, 7/25/18 (a)(c)(e)	2,798,563
8,200	Springleaf Finance Corp., 6.50%, 9/15/17	6,703,500
900	State Street Capital Trust III, 5.458%, 8/30/12 (e)(h)	905,400
500	USB Capital IX, 3.50%, 8/30/12 (e)(h)	413,665
		95,748,871
<b>Insurance 16.8%</b>		
10,000	American General Capital II, 8.50%, 7/1/30 (h)	11,019,320
2,000	American General Institutional Capital A, 7.57%, 12/1/45 (a)(c)	2,110,000
2,000	American General Institutional Capital B, 8.125%, 3/15/46 (a)(c)	2,125,000
	American International Group, Inc.,	
4,000	6.25%, 3/15/87, (converts to FRN on 3/15/37) (h)	3,920,000
£591	6.765%, 11/15/17 (a)(c)	1,044,101
1,995	6.797%, 11/15/17 (a)(b)(c)(i)	
	(acquisition cost-\$1,829,737; purchased 5/21/10)	2,796,960
MXN8,000	7.98%, 6/15/17	588,770
1,000	8.00%, 5/22/68, (converts to FRN on 5/22/18)	1,267,312
4,700	8.00%, 5/22/68, (converts to FRN on 5/22/18) (a)(c)	5,956,365
\$11,000	8.175%, 5/15/68, (converts to FRN on 5/15/38) (h)	12,595,000
£1,350	8.625%, 5/22/68, (converts to FRN on 5/22/18)	2,218,322
£3,500	8.625%, 5/22/68, (converts to FRN on 5/22/18) (a)(c)	5,751,204
\$2,200	Dai-ichi Life Insurance Co., Ltd., 7.25%, 7/25/21 (a)(c)(e)(h)	2,362,248
2,300	Hartford Financial Services Group, Inc., 8.125%, 6/15/68,	
	(converts to FRN on 6/15/18)	2,538,625
2,000	MetLife Capital Trust IV, 7.875%, 12/15/67, (converts to FRN on 12/15/37) (a)(c)(h)	2,290,000
3,300	MetLife Capital Trust X, 9.25%, 4/8/68 (converts to FRN on 4/8/38) (a)(c)(h)	4,125,000
2,440		2,601,299



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	Progressive Corp., 6.70%, 6/15/67, (converts to FRN on 6/15/17) (h)	
5,000	Validus Holdings Ltd., 8.875%, 1/26/40	5,776,445
		71,085,971

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10 PIMCO Income Strategy Fund II Annual Report | 7.31.12

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**PIMCO Income Strategy Fund Schedule of Investments**

July 31, 2012 (continued)

Principal Amount (000s)		Value
<b>Oil &amp; Gas 2.5%</b>		
	NGPL PipeCo LLC (a)(c),	
\$5,000	7.119%, 12/15/17	\$5,162,500
5,000	7.768%, 12/15/37	4,925,000
600	SandRidge Energy, Inc., 8.00%, 6/1/18 (a)(c)	627,000
		10,714,500
<b>Telecommunications 0.2%</b>		
800	CenturyLink, Inc., 6.00%, 4/1/17	870,353
<b>Utilities 0.6%</b>		
1,900	AES Andres Dominicana Ltd., 9.50%, 11/12/20 (a)(c)(h)	2,002,125
400	PPL Capital Funding, Inc., 6.70%, 3/30/67, (converts to FRN on 3/30/17)	409,406
		2,411,531
Total Corporate Bonds & Notes (cost-\$218,441,367)		230,939,063
<b>MUNICIPAL BONDS 22.5%</b>		
<b>California 9.6%</b>		
9,200	Alameda Cnty. Joint Powers Auth. Rev., 7.046%, 12/1/44, Ser. A	11,979,872
3,000	Fresno Cnty. Rev., zero coupon, 8/15/24, Ser. A (FGIC-NPFGC)	1,707,240
5,000	Golden State Tobacco Securitization Corp. Rev., 5.125%, 6/1/47, Ser. A-1	3,813,350
900	Long Beach Redev. Agcy., Tax Allocation, 8.36%, 8/1/40	1,007,262
7,600	Los Angeles Cnty. Public Works Financing Auth. Rev., 7.618%, 8/1/40	9,993,620
1,100	Oakland Unified School Dist., Alameda Cnty., GO, 9.50%, 8/1/34	1,332,705
600	Riverside Cnty. Dev. Agcy., Tax Allocation, 7.50%, 10/1/30, Ser. A-T	634,740
1,000	Riverside Electric Rev., 7.605%, 10/1/40	1,435,300
2,000	San Luis Obispo Cnty. Rev., zero coupon, 9/1/27, Ser. C (NPFGC)	918,240
4,000	State Public Works Board Rev., 7.804%, 3/1/35, Ser. B-2	4,737,360
3,600	Stockton Public Financing Auth. Rev., 7.942%, 10/1/38, Ser. B	3,022,128
		40,581,817
<b>Colorado 1.3%</b>		
4,000	City & Cnty. of Denver School Dist. No. 1, CP, 7.017%, 12/15/37, Ser. B	5,407,160
<b>District of Columbia 2.2%</b>		
7,500	Metropolitan Airports Auth. Rev., 7.462%, 10/1/46	9,140,100
<b>Nevada 2.8%</b>		
10,000	Las Vegas Valley Water Dist., GO, 7.263%, 6/1/34	11,723,300
<b>New Jersey 0.6%</b>		
1,935	Middlesex Cnty. Improvement Auth. Rev. (AGM-GTD), zero coupon, 10/1/22	1,191,438
2,455	zero coupon, 10/1/23	1,422,451
		2,613,889
<b>Ohio 2.8%</b>		
8,000	American Municipal Power-Ohio, Inc. Rev., Comb Hydroelectric Projects, 8.084%, 2/15/50, Ser. B	12,060,960
<b>Pennsylvania 0.1%</b>		
1,000		419,080

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Philadelphia Auth. for Industrial Dev. Rev.,  
zero coupon, 4/15/26, Ser. B (AMBAC)

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7.31.12 | PIMCO Income Strategy Fund II Annual Report 11

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**PIMCO Income Strategy Fund Schedule of Investments**

July 31, 2012 (continued)

Principal Amount (000s)		Value
<b>Texas 3.1%</b>		
\$1,900	Dallas Convention Center Hotel Dev. Corp. Rev., 7.088%, 1/1/42	\$2,321,895
9,000	North Texas Tollway Auth. Rev., 8.91%, 2/1/30	10,562,310
		12,884,205
Total Municipal Bonds (cost-\$77,651,360)		94,830,511
<b>MORTGAGE-BACKED SECURITIES 12.8%</b>		
139	Banc of America Alternative Loan Trust, 6.00%, 1/25/36, CMO	100,197
	Banc of America Funding Corp., CMO,	
4,663	6.00%, 8/25/36	4,537,816
3,030	6.00%, 3/25/37	2,443,341
	BCAP LLC Trust, CMO (a)(c)(f),	
1,200	5.539%, 3/26/37	133,320
760	11.329%, 6/26/36	136,790
	Bear Stearns Alt-A Trust, CMO (f),	
374	2.811%, 11/25/36	206,202
976	3.071%, 9/25/35	615,961
	Chase Mortgage Finance Corp., CMO,	
13	2.734%, 12/25/35 (f)	11,556
1,478	6.00%, 2/25/37	1,334,417
1,058	6.00%, 7/25/37	901,306
2,383	6.25%, 10/25/36	1,938,661
310	Citicorp Mortgage Securities, Inc., 5.50%, 4/25/37, CMO	307,556
	Countrywide Alternative Loan Trust, CMO,	
405	5.50%, 3/25/35	318,319
196	5.50%, 3/25/36	128,201
523	6.00%, 2/25/35	467,529
3,388	6.00%, 5/25/36	2,142,449
1,296	6.00%, 8/25/37	853,800
2,198	6.071%, 4/25/36 (f)	1,420,765
1,074	6.25%, 11/25/36	848,273
589	6.50%, 8/25/36	360,790
	Countrywide Home Loan Mortgage Pass Through Trust, CMO,	
103	2.714%, 2/20/35 (f)	87,001
1,016	5.50%, 10/25/35	983,434
1,035	5.75%, 3/25/37	863,112
680	6.00%, 5/25/36	544,405
841	6.00%, 2/25/37	707,042
200	6.00%, 4/25/37	171,197
1,190	6.25%, 9/25/36	917,227
606	Credit Suisse Mortgage Capital Certificates, 6.00%, 2/25/37, CMO	485,194
	GSR Mortgage Loan Trust, CMO,	
256	5.50%, 5/25/36	212,284
6,640	6.00%, 2/25/36	6,105,919
69	Harborview Mortgage Loan Trust, 3.09%, 7/19/35, CMO (f)	51,280
1,200	JPMorgan Alternative Loan Trust, 6.31%, 8/25/36, CMO	811,729
	JPMorgan Mortgage Trust, CMO,	
1,591	5.00%, 3/25/37	1,248,727
770	5.419%, 1/25/37 (f)	626,451

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406	6.00%, 8/25/37	352,393
4,715	New Century Alternative Mortgage Loan Trust, 6.173%, 7/25/36, CMO (f)	3,232,427

PIMCO Income Strategy Fund

**12** PIMCO Income Strategy Fund II Annual Report | 7.31.12

**PIMCO Income Strategy Fund Schedule of Investments**

July 31, 2012 (continued)

Principal Amount (000s)		Value
	Residential Asset Securitization Trust, CMO, 5.75%, 2/25/36	\$954,339
\$1,277	6.00%, 9/25/36	285,470
505	6.00%, 7/25/37	975,465
1,323	Residential Funding Mortgage Securities I, CMO, 6.00%, 9/25/36	358,101
413	6.00%, 1/25/37	839,968
1,011	6.00%, 6/25/37	4,221,344
5,133	Suntrust Adjustable Rate Mortgage Loan Trust, CMO (f), 5.49%, 4/25/37	2,306,327
2,952	5.812%, 2/25/37	355,320
481	WaMu Mortgage Pass Through Certificates, CMO (f), 2.512%, 9/25/36	195,145
279	5.315%, 2/25/37	868,778
972	Wells Fargo Mortgage-Backed Securities Trust, CMO, 2.613%, 7/25/36 (f)	3,712,956
4,644	2.618%, 7/25/36 (f)	396,591
512	2.666%, 4/25/36 (f)	206,217
247	5.75%, 3/25/37	660,731
715	6.00%, 6/25/37	415,529
445	6.00%, 7/25/37	646,657
645		54,006,009
Total Mortgage-Backed Securities (cost-\$52,023,124)		
Shares		
<b>PREFERRED STOCK 4.6%</b>		
<b>Banking 1.1%</b>		
90,200	CoBank Acb, 11.00%, 7/1/13, Ser. C (a)(b)(c)(e)(i)(j) (acquisition cost-\$4,973,200; purchased 8/31/10-2/1/11)	4,654,320
<b>Financial Services 1.4%</b>		
100,000	Ally Financial, Inc., 8.50%, 5/15/16, Ser. A (e)(j)	2,325,000
120,000	Citigroup Capital XIII, 7.875%, 10/30/15 (j)	3,286,800
		5,611,800
<b>Real Estate Investment Trust 2.1%</b>		
8,000	Sovereign Real Estate Investment Trust, 12.00%, 5/16/20 (a)(c)(e)	8,984,048
Total Preferred Stock (cost-\$19,538,200)		19,250,168
<b>CONVERTIBLE PREFERRED STOCK 2.0%</b>		
<b>Financial Services 0.7%</b>		
2,700	Wells Fargo & Co., 7.50%, 3/15/13, Ser. L (e)	3,123,900
<b>Utilities 1.3%</b>		
98,000	PPL Corp., 9.50%, 7/1/13	5,326,300
Total Convertible Preferred Stock (cost-\$7,163,145)		8,450,200



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**PIMCO Income Strategy Fund Schedule of Investments**

July 31, 2012 (continued)

Principal Amount (000s)		Value
<b>ASSET-BACKED SECURITIES 0.8%</b>		
\$1,235	Asset-Backed Funding Certificates, 0.466%, 5/25/37 (a)(c)(f)	\$949,865
1,056	GSAA Trust, 6.295%, 6/25/36	610,200
649	MASTR Asset-Backed Securities Trust, 5.233%, 11/25/35	651,113
860	Mid-State Trust, 6.34%, 10/15/36	847,516
690	Morgan Stanley Mortgage Loan Trust, 6.25%, 7/25/47	467,363
Total Asset-Backed Securities (cost-\$3,453,849)		3,526,057
<b>SHORT-TERM INVESTMENTS 2.6%</b>		
<b>Corporate Notes 1.3%</b>		
<b>Financial Services 1.3%</b>		
329	Ally Financial, Inc., 6.75%, 4/15/13	328,773
3,812	7.10%, 9/15/12	3,828,350
100	7.125%, 8/15/12	100,002
900	Springleaf Finance Corp., 3.25%, 1/16/13	1,057,234
Total Corporate Notes (cost-\$5,498,365)		5,314,359
<b>Repurchase Agreements 1.3%</b>		
\$4,800	Credit Suisse Securities (USA) LLC, dated 7/31/12, 0.20%, due 8/1/12, proceeds \$4,800,027; collateralized by U.S. Treasury Notes, 3.125%, due 1/31/17, valued at \$4,913,159 including accrued interest	4,800,000
892	State Street Bank & Trust Co., dated 7/31/12, 0.01%, due 8/1/12, proceeds \$892,000; collateralized Fannie Mae, 1.75%, due 2/22/13, valued at \$914,741 including accrued interest	892,000
Total Repurchase Agreements (cost-\$5,692,000)		5,692,000
Total Short-Term Investments (cost-\$11,190,365)		11,006,359
<b>Total Investments (cost-\$389,461,410) 100.0%</b>		<b>\$422,008,367</b>



PIMCO Income Strategy Fund

**14** PIMCO Income Strategy Fund II Annual Report | 7.31.12

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**PIMCO Income Strategy Fund II Schedule of Investments**

July 31, 2012

Principal Amount (000s)		Value
<b>CORPORATE BONDS &amp; NOTES 54.3%</b>		
<b>Airlines 1.2%</b>		
\$7,686	American Airlines Pass Through Trust, (d), 9.73%, 9/29/14	\$5,380,197
3,834	10.18%, 1/2/13 (b)	3,527,273
712	United Air Lines Pass Through Trust, 10.40%, 5/1/18	812,871
		9,720,341
<b>Banking 8.3%</b>		
5,500	AgFirst Farm Credit Bank, 7.30%, 8/30/12 (a)(b)(c)(e)(i) (acquisition cost-\$4,709,000; purchased 2/26/10-4/15/10)	5,493,345
£16,700	Barclays Bank PLC, 14.00%, 6/15/19 (e)	30,890,297
\$6,700	BBVA Bancomer S.A., 7.25%, 4/22/20 (a)(c)	7,068,500
16,000	Cooperatieve Centrale Raiffeisen-Boerenleenbank BA, 6.875%, 3/19/20	19,690,333
\$1,400	HBOS PLC, 6.75%, 5/21/18 (a)(c)	1,356,481
1,675	Regions Financial Corp., 7.375%, 12/10/37	1,691,750
£800	Santander Finance Preferred S.A. Unipersonal, 11.30%, 7/27/14 (e)	1,117,815
		67,308,521
<b>Consumer Products 0.2%</b>		
\$1,700	Reynolds Group Issuer, Inc., 9.00%, 4/15/19	1,738,250
<b>Energy 1.3%</b>		
9,003	AES Red Oak LLC, 8.54%, 11/30/19	9,565,955
2,300	Dynegy Roseton LLC/ Danskammer Pass Through Trust, 7.67%, 11/8/16, Series B (b)(d)	1,483,500
		11,049,455
<b>Financial Services 23.3%</b>		
1,800	AGFC Capital Trust I, 6.00%, 1/15/67, (converts to FRN on 1/15/17) (a)(c)	936,000
416	Ally Financial, Inc., 5.25%, 1/15/14	407,534
315	5.35%, 1/15/14	314,256
561	5.75%, 1/15/14	549,332
565	5.90%, 1/15/19	528,298
3	5.90%, 2/15/19	2,765
585	6.00%, 12/15/13	577,933
1,437	6.00%, 2/15/19	1,347,313
119	6.00%, 3/15/19	111,741
9	6.00%, 9/15/19	8,396
486	6.10%, 9/15/19	458,105
159	6.125%, 10/15/19	147,059
394	6.15%, 8/15/19	375,193
454	6.15%, 10/15/19	422,196
675	6.20%, 4/15/19	651,133
500	6.25%, 12/15/18	471,504
47	6.25%, 7/15/19	44,818
7	6.35%, 4/15/16	6,774
792	6.35%, 10/15/16	766,032
303	6.35%, 4/15/19	286,356
1,142	6.35%, 7/15/19	1,074,312
463	6.375%, 1/15/14	457,283

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249	6.50%, 9/15/16	242,635
608	6.50%, 10/15/16	591,314
5	6.50%, 6/15/18	4,824
449	6.50%, 11/15/18	429,049

PIMCO Income Strategy Fund  
7.31.12 | PIMCO Income Strategy Fund II Annual Report **15**

**PIMCO Income Strategy Fund II Schedule of Investments**

July 31, 2012 (continued)

Principal Amount (000s)		Value
<b>Financial Services (continued)</b>		
\$190	6.50%, 12/15/18	\$181,540
15	6.50%, 5/15/19	14,394
208	6.60%, 8/15/16	204,678
864	6.60%, 5/15/18	827,925
100	6.60%, 6/15/19	96,530
132	6.65%, 10/15/18	127,598
190	6.70%, 5/15/14	188,926
256	6.70%, 6/15/18	246,672
335	6.70%, 12/15/19	324,013
555	6.75%, 6/15/14	552,128
215	6.75%, 8/15/16	210,807
1,136	6.75%, 11/15/16	1,121,497
210	6.75%, 6/15/17	204,722
831	6.75%, 7/15/18	805,487
3	6.75%, 9/15/18	2,901
612	6.75%, 10/15/18	604,747
107	6.75%, 11/15/18	103,602
27	6.75%, 5/15/19	26,378
92	6.80%, 9/15/16	90,488
12	6.80%, 9/15/18	11,521
207	6.85%, 4/15/16	203,630
7	6.875%, 7/15/18	6,795
319	6.90%, 7/15/18	313,122
326	6.90%, 8/15/18	320,087
135	6.95%, 6/15/17	132,775
201	7.00%, 8/15/16	198,739
1,729	7.00%, 11/15/16	1,687,955
580	7.00%, 12/15/16	569,424
1,729	7.00%, 1/15/17	1,692,700
601	7.00%, 2/15/17	583,397
1,087	7.00%, 6/15/17	1,051,516
1,073	7.00%, 7/15/17	1,044,383
43	7.00%, 2/15/18	41,615
506	7.00%, 3/15/18	497,321
15	7.00%, 5/15/18	14,640
400	7.00%, 9/15/18	390,868
134	7.00%, 6/15/22	131,458
2,035	7.00%, 11/15/24	1,993,614
325	7.05%, 3/15/18	313,531
4	7.05%, 4/15/18	3,907
6	7.15%, 9/15/18	5,905
477	7.20%, 10/15/17	471,340
55	7.25%, 6/15/16	54,347
653	7.25%, 9/15/17	643,455
329	7.25%, 1/15/18	323,404
255	7.25%, 4/15/18	253,057
39	7.30%, 12/15/17	38,238
503	7.30%, 1/15/18	493,808
165	7.35%, 1/15/17	162,327

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58	7.35%, 4/15/18	57,683
25	7.375%, 11/15/16	24,678
55	7.375%, 4/15/18	54,238
166	7.40%, 12/15/17	163,989

PIMCO Income Strategy Fund

**16** PIMCO Income Strategy Fund II Annual Report | 7.31.12

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**PIMCO Income Strategy Fund II Schedule of Investments**

July 31, 2012 (continued)

Principal Amount (000s)		Value
<b>Financial Services (continued)</b>		
\$1,828	7.50%, 11/15/16	\$1,813,310
15	7.50%, 8/15/17	14,781
559	7.50%, 11/15/17	547,081
290	7.50%, 12/15/17	286,118
40	8.00%, 3/15/17	39,985
3	8.125%, 11/15/17	2,978
25	8.20%, 3/15/17	24,998
24	8.40%, 8/15/15	23,652
224	9.00%, 7/15/20	224,294
3,100	Bank of America Corp., 6.00%, 9/1/17 (h)	3,462,778
2,900	Capital One Capital VI, 8.875%, 5/15/40	2,965,398
£2,000	Credit Agricole S.A., 8.125%, 10/26/19 (e)	2,321,140
\$8,000	Ford Motor Credit Co. LLC, 8.00%, 12/15/16	9,477,824
1,100	HSBC Finance Capital Trust IX, 5.911%, 11/30/35, (converts to FRN on 11/30/15)	1,061,500
11,000	ILFC E-Capital Trust II, 6.25%, 12/21/65, (converts to FRN on 12/21/15) (a)(c)	8,305,000
	LBG Capital No.1 PLC,	
500	6.439%, 5/23/20	506,026
500	7.375%, 3/12/20	524,335
£300	7.588%, 5/12/20	408,033
£10,200	7.867%, 12/17/19	14,020,250
£1,000	7.869%, 8/25/20	1,377,356
\$4,500	7.875%, 11/1/20 (a)(c)	4,265,703
£4,700	11.04%, 3/19/20	7,492,325
	LBG Capital No.2 PLC,	
8,900	8.875%, 2/7/20	10,245,342
£300	12.75%, 8/10/20	484,419
1,100	15.00%, 12/21/19	1,670,821
\$25,500	National City Preferred Capital Trust I, 12.00%, 12/10/12 (e)(h)	26,306,667
5,965	NSG Holdings LLC, 7.75%, 12/15/25 (a)(c)	6,084,300
	SLM Corp.,	
5,000	5.625%, 8/1/33	4,387,500
10,700	8.00%, 3/25/20	12,064,250
1,700	8.45%, 6/15/18	1,946,500
	Springleaf Finance Corp.,	
3,200	4.125%, 11/29/13	3,710,886
\$11,800	6.50%, 9/15/17	9,646,500
1,596	State Street Capital Trust III, 5.458%, 8/30/12 (e)(h)	1,605,576
800	USB Capital IX, 3.50%, 8/30/12 (e)	661,864
17,550	Wells Fargo & Co., 7.98%, 3/15/18 (e)	19,743,750
		188,819,895
<b>Insurance 18.7%</b>		
3,000	American General Institutional Capital A, 7.57%, 12/1/45 (a)(c)	3,165,000
5,000	American General Institutional Capital B, 8.125%, 3/15/46 (a)(c)	5,312,500
	American International Group, Inc.,	
1,900	6.25%, 3/15/87, (converts to FRN on 3/15/37)	1,862,000
£10,545	6.765%, 11/15/17 (a)(c)	18,629,512
12,540		17,580,894

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	6.797%, 11/15/17 (a)(b)(c)(i) (acquisition cost-\$11,931,071; purchased 5/20/10-5/21/10)	
MXN16,000	7.98%, 6/15/17	1,177,541
2,000	8.00%, 5/22/68, (converts to FRN on 5/22/18)	2,534,624

PIMCO Income Strategy Fund  
7.31.12 | PIMCO Income Strategy Fund II Annual Report 17

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**PIMCO Income Strategy Fund II Schedule of Investments**

July 31, 2012 (continued)

Principal Amount (000s)		Value
<b>Insurance (continued)</b>		
12,800	8.00%, 5/22/68, (converts to FRN on 5/22/18) (a)(c)	\$16,221,590
\$31,750	8.175%, 5/15/68, (converts to FRN on 5/15/38) (h)	36,353,750
£1,600	8.625%, 5/22/68, (converts to FRN on 5/22/18) (a)(c)	2,629,122
£8,050	8.625%, 5/22/68, (converts to FRN on 5/22/18)	13,227,769
\$1,700	AXA S.A., 6.463%, 12/14/18 (a)(c)(e)(h)	1,489,625
6,500	Dai-ichi Life Insurance Co., Ltd., 7.25%, 7/25/21 (a)(c)(e)(h)	6,979,369
4,700	Hartford Financial Services Group, Inc., 8.125%, 6/15/68, (converts to FRN on 6/15/18)	5,187,625
15,000	MetLife Capital Trust IV, 7.875%, 12/15/67, (converts to FRN on 12/15/37) (a)(c)	17,175,000
2,500	Validus Holdings Ltd., 8.875%, 1/26/40	2,888,222
		152,414,143
<b>Telecommunications 0.4%</b>		
1,400	CenturyLink, Inc., 6.00%, 4/1/17	1,523,119
1,500	7.60%, 9/15/39	1,547,404
		3,070,523
<b>Utilities 0.9%</b>		
3,900	AES Andres Dominicana Ltd., 9.50%, 11/12/20 (a)(c)	4,109,625
4,500	Ameren Energy Generating Co., 7.95%, 6/1/32	3,577,500
		7,687,125
Total Corporate Bonds & Notes (cost-\$405,215,302)		441,808,253
<b>MUNICIPAL BONDS 21.2%</b>		
<b>California 12.3%</b>		
13,100	Alameda Cnty. Joint Powers Auth. Rev., 7.046%, 12/1/44, Ser. A	17,058,296
1,650	City & Cnty. of San Francisco Redev. Agcy., Tax Allocation, 8.406%, 8/1/39	1,933,454
3,000	La Quinta Financing Auth., Tax Allocation, 8.07%, 9/1/36, Ser. A	3,321,930
4,000	Long Beach Redev. Agcy., Tax Allocation, 8.11%, 8/1/30	4,433,400
10,800	Los Angeles Cnty. Public Works Financing Auth. Rev., 7.618%, 8/1/40	14,201,460
20,000	Northern California Power Agcy. Rev., 7.311%, 6/1/40	24,349,800
11,600	Oakland Unified School Dist., Alameda Cnty., GO, 9.50%, 8/1/34	14,053,980
1,200	Riverside Cnty. Dev. Agcy., Tax Allocation, 7.50%, 10/1/30, Ser. A-T	1,269,480
5,100	San Luis Obispo Cnty. Rev., zero coupon, 9/1/27, Ser. C (NPFGC)	2,341,512
9,200	State Public Works Board Rev., 7.804%, 3/1/35, Ser. B-2	10,895,928
7,500	Stockton Public Financing Auth. Rev., 7.942%, 10/1/38, Ser. B	6,296,100
		100,155,340
<b>Colorado 0.8%</b>		
5,000	City & Cnty. of Denver School Dist. No. 1, CP, 7.017%, 12/15/37, Ser. B	6,758,950
<b>District of Columbia 2.0%</b>		
13,000	Metropolitan Airports Auth. Rev., 7.462%, 10/1/46	15,842,840
<b>Ohio 2.4%</b>		
13,000	American Municipal Power-Ohio, Inc. Rev., Comb Hydroelectric Projects, 8.084%, 2/15/50, Ser. B	19,599,060



PIMCO Income Strategy Fund

**18** PIMCO Income Strategy Fund II Annual Report | 7.31.12

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**PIMCO Income Strategy Fund II Schedule of Investments**

July 31, 2012 (continued)

Principal Amount (000s)		Value
<b>Texas 3.7%</b>		
	\$4,000	Dallas Convention Center Hotel Dev. Corp. Rev., 7.088%, 1/1/42
	21,500	North Texas Tollway Auth. Rev., 8.91%, 2/1/30
		\$4,888,200
		25,232,185
		30,120,385
Total Municipal Bonds (cost-\$146,203,313)		172,476,575

**MORTGAGE-BACKED SECURITIES 12.3%**

324	Banc of America Alternative Loan Trust, 6.00%, 1/25/36, CMO	233,794
92	Banc of America Funding Corp., CMO, 5.696%, 1/20/47 (f)	57,840
14,269	6.00%, 3/25/37	11,507,347
2,209	BCAP LLC Trust, CMO (a)(c)(f), 2.94%, 5/26/36	40,375
2,500	5.539%, 3/26/37	277,751
3,627	8.819%, 5/26/37	534,939
1,520	11.329%, 6/26/36	273,581
608	Bear Stearns Alt-A Trust, CMO (f), 2.811%, 11/25/36	335,078
2,041	3.071%, 9/25/35	1,287,919
27	Chase Mortgage Finance Corp., CMO, 2.734%, 12/25/35 (f)	23,112
459	5.50%, 5/25/36	429,593
620	Citicorp Mortgage Securities, Inc., CMO, 5.50%, 4/25/37	615,112
5,092	6.00%, 9/25/37	5,197,964
833	Countrywide Alternative Loan Trust, CMO, 5.50%, 3/25/35	655,363
2,232	5.50%, 1/25/36	1,603,162
318	5.50%, 3/25/36	208,327
1,888	5.75%, 12/25/36	1,350,300
1,088	6.00%, 2/25/35	972,965
6,957	6.00%, 5/25/36	4,399,380
1,432	6.00%, 4/25/37	896,019
2,699	6.00%, 8/25/37	1,778,750
4,536	6.071%, 4/25/36 (f)	2,931,066
2,207	6.25%, 11/25/36	1,743,672
1,179	6.50%, 8/25/36	721,579
2,164	Countrywide Home Loan Mortgage Pass Through Trust, CMO, 5.75%, 3/25/37	1,804,688
1,380	6.00%, 5/25/36	1,105,308
1,682	6.00%, 2/25/37	1,414,084
7,280	6.00%, 3/25/37	6,126,045
2,446	6.25%, 9/25/36	1,885,410
3,185	First Horizon Asset Securities, Inc., 2.625%, 11/25/35, CMO (f)	2,493,457
	JPMorgan Alternative Loan Trust, CMO,	

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4,393	2.852%, 5/25/36 (f)	2,696,171
2,500	6.31%, 8/25/36	1,691,101
	JPMorgan Mortgage Trust,	
1,294	5.235%, 10/25/35 (f)	1,269,231
711	6.00%, 8/25/37	616,687
276	6.50%, 9/25/35	279,796
1,644	MASTR Asset Securitization Trust, 6.50%, 11/25/37, CMO	1,450,829

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**PIMCO Income Strategy Fund II Schedule of Investments**

July 31, 2012 (continued)

Principal Amount (000s)		Value
\$9,998	New Century Alternative Mortgage Loan Trust, 6.173%, 7/25/36, CMO (f)	\$6,854,974
73	Nomura Asset Acceptance Corp., 4.976%, 5/25/35, CMO Residential Asset Securitization Trust, CMO,	63,998
2,640	5.75%, 2/25/36	1,973,573
1,011	6.00%, 9/25/36	570,940
2,811	6.00%, 7/25/37	2,072,862
5,106	Residential Funding Mortgage Securities I, CMO, 5.31%, 9/25/35 (f)	4,195,913
10,540	6.00%, 6/25/37	8,668,257
2,283	6.25%, 8/25/36, CMO	1,967,795
962	Suntrust Adjustable Rate Mortgage Loan Trust, 5.812%, 2/25/37, CMO (f)	710,641
597	WaMu Mortgage Pass Through Certificates, CMO (f), 2.512%, 9/25/36	418,167
1,944	5.315%, 2/25/37	1,737,556
9,448	Wells Fargo Mortgage-Backed Securities Trust, CMO, 2.613%, 7/25/36 (f)	7,554,462
1,070	2.618%, 7/25/36 (f)	829,236
493	2.666%, 4/25/36 (f)	412,434
1,429	5.75%, 3/25/37	1,321,462
Total Mortgage-Backed Securities (cost-\$96,784,335)		100,260,065
Shares		
<b>PREFERRED STOCK 6.4%</b>		
<b>Banking 2.5%</b>		
397,300	CoBank Acb, 11.00%, 7/1/13, Ser. C (a)(b)(c)(e)(i)(j) (acquisition cost-\$21,899,400; purchased 2/26/10-3/23/11)	20,500,680
<b>Financial Services 3.1%</b>		
248,000	Ally Financial, Inc., 7.30%, 8/29/12 (e)	5,979,280
260,000	Citigroup Capital XIII, 7.875%, 10/30/15 (j)	7,121,400
5,000	Farm Credit Bank, 10.00%, 12/15/20, Ser. 1 (e)	5,810,937
255,400	GMAC Capital Trust I, 8.125%, 2/15/16, Ser. 2 (j)	6,226,652
		25,138,269
<b>Real Estate Investment Trust 0.8%</b>		
5,600	Sovereign Real Estate Investment Trust, 12.00%, 5/16/20 (a)(c)(e)	6,288,834
Total Preferred Stock (cost-\$51,006,628)		51,927,783
<b>CONVERTIBLE PREFERRED STOCK 3.7%</b>		
<b>Financial Services 0.5%</b>		
3,500	Wells Fargo & Co., 7.50%, 3/15/13, Ser. L (e)	4,049,500
<b>Utilities 3.2%</b>		
104,000	PPL Corp., 8.75%, 5/1/14	5,601,440

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	374,000	9.50%, 7/1/13	20,326,900
			25,928,340
Total Convertible Preferred Stock (cost-\$27,930,180)			29,977,840

PIMCO Income Strategy Fund  
20 PIMCO Income Strategy Fund II Annual Report | 7.31.12

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**PIMCO Income Strategy Fund II Schedule of Investments**

July 31, 2012 (continued)

Principal Amount (000s)		Value
<b>ASSET-BACKED SECURITIES</b>	<b>1.3%</b>	
\$2,599	Asset-Backed Funding Certificates, 0.466%, 5/25/37 (a)(c)(f)	\$1,999,717
2,200	GSAA Trust, 6.295%, 6/25/36	1,271,251
5,511	Indymac Residential Asset-Backed Trust, 0.406%, 7/25/37 (f)	3,002,365
1,325	MASTR Asset-Backed Securities Trust, 5.233%, 11/25/35	1,329,355
1,803	Mid-State Trust, 6.34%, 10/15/36	1,777,050
1,381	Morgan Stanley Mortgage Loan Trust, 6.25%, 7/25/47	934,727
Total Asset-Backed Securities (cost-\$10,768,736)		10,314,465
<b>SHORT-TERM INVESTMENTS</b>	<b>0.8%</b>	
<b>Corporate Notes</b>	<b>0.5%</b>	
<b>Financial Services</b>	<b>0.5%</b>	
130	Ally Financial, Inc., 5.70%, 6/15/13	128,959
160	6.75%, 9/15/12	160,039
844	6.75%, 10/15/12	840,999
837	7.10%, 9/15/12	840,188
28	7.15%, 11/15/12	27,986
339	7.25%, 8/15/12	338,869
1,998	7.25%, 12/15/12	2,003,099
Total Corporate Notes (cost-\$4,327,478)		4,340,139
<b>U.S. Treasury Obligations (g)(k)</b>	<b>0.1%</b>	
440	U.S. Treasury Bills, 0.074%-0.076%, 8/2/12-8/23/12 (cost-\$439,982)	439,982
<b>Repurchase Agreements</b>	<b>0.2%</b>	
700	Credit Suisse Securities (USA) LLC, dated 7/31/12, 0.13%, due 8/1/12, proceeds \$700,003; collateralized by U.S. Treasury Notes, 0.125%, due 7/31/14, valued at \$716,544 including accrued interest	700,000
567	State Street Bank & Trust Co., dated 7/31/12, 0.01%, due 8/1/12, proceeds \$567,000; collateralized by Fannie Mae, 1.75%, due 2/22/13, valued at \$579,336 including accrued interest	567,000
Total Repurchase Agreements (cost-\$1,267,000)		1,267,000
Total Short-Term Investments (cost-\$6,034,460)		6,047,121
<b>Total Investments (cost-\$743,942,954)</b>	<b>100.0%</b>	<b>\$812,812,102</b>

PIMCO Income Strategy Fund	
7.31.12   PIMCO Income Strategy Fund II Annual Report	<b>21</b>

**PIMCO Income Strategy Fund/PIMCO Income Strategy Fund II**  
**Notes to Schedules of Investments**

July 31, 2012

- (a) Private Placement Restricted as to resale and may not have a readily available market. Securities with an aggregate value of \$84,529,762 and \$156,717,443, representing 20.0% and 19.3% of total investments in Income Strategy and Income Strategy II, respectively.
- (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) Perpetual maturity. The date shown is the next call date. For Corporate Bonds & Notes, the interest rate is fixed until the first call date and variable thereafter.
- (f) Variable or Floating Rate Security Security with an interest rate that changes periodically. The interest rate disclosed reflects the rate in effect on July 31, 2012.
- (g) All or partial amount segregated for the benefit of the counterparty as collateral for derivatives.
- (h) All or partial amount transferred for the benefit of the counterparty as collateral for reverse repurchase agreements.
- (i) Restricted. The aggregate acquisition cost of such securities is \$9,027,937 and \$38,539,471 for Income Strategy and Income Strategy II, respectively. The aggregate market value is \$10,048,134 and \$43,574,919, representing 2.4% and 5.4% of total investments in Income Strategy and Income Strategy II, respectively.
- (j) Dividend rate is fixed until the first call date and variable thereafter.
- (k) Rates reflect the effective yields at purchase date.

**Glossary:**

AGM	- insured by Assured Guaranty Municipal Corp.
AMBAC	- insured by American Municipal Bond Assurance Corp.
£	- British Pound
CMO	- Collateralized Mortgage Obligation
CP	- Certificates of Participation
	- Euro
FGIC	- insured by Financial Guaranty Insurance Co.
FRN	- Floating Rate Note
GO	- General Obligation Bond
GTD	- Guaranteed
MXN	- Mexican Peso
NPFGC	- insured by National Public Finance Guarantee Corp.



PIMCO Income Strategy Fund  
22 PIMCO Income Strategy Fund II Annual Report | 7.31.12 | See accompanying Notes to Financial Statements.

**PIMCO Income Strategy Fund/PIMCO Income Strategy Fund II**  
**Statements of Assets and Liabilities**

July 31, 2012

	Income Strategy	Income Strategy II
<b>Assets:</b>		
Investments, at value (cost-\$389,461,410 and \$743,942,954, respectively)	\$422,008,367	\$812,812,102
Cash (including foreign currency, at value of \$84,802 and \$15,359 with a cost of \$84,060 and \$13,946, respectively)	661,257	17,184
Unsettled reverse repurchase agreements	12,452,000	9,162,000
Interest and dividends receivable	5,986,783	12,914,136
Unrealized appreciation of OTC swaps	1,293,098	2,653,139
Swap premiums paid	1,040,841	2,187,694
Unrealized appreciation of forward foreign currency contracts	244,879	1,310,801
Prepaid expenses	21,495	42,429
Total Assets	443,708,720	841,099,485
<b>Liabilities:</b>		
Payable for reverse repurchase agreements	57,226,000	57,592,000
Payable for investments purchased	18,735,573	13,218,232
Payable to brokers for cash collateral received	2,295,000	5,230,000
Dividends payable to common and preferred shareholders	2,264,882	4,701,373
Unrealized depreciation of forward foreign currency contracts	333,170	675,651
Investment management fees payable	262,292	509,956
Interest payable for reverse repurchase agreements	53,099	116,846
Payable to broker		42,340
Accrued expenses and other liabilities	278,391	330,407
Total Liabilities	81,448,407	82,416,805
<b>Preferred Shares (\$0.00001 par value and \$25,000 liquidation preference per share applicable to an aggregate of 3,159 and 6,440 shares issued and outstanding, respectively)</b>	78,975,000	161,000,000
<b>Net Assets Applicable to Common Shareholders</b>	<b>\$283,285,313</b>	<b>\$597,682,680</b>
<b>Composition of Net Assets Applicable to Common Shareholders:</b>		
Common Shares:		
Par value (\$0.00001 per share)	\$250	\$584
Paid-in-capital in excess of par	412,546,536	936,643,827
Undistributed net investment income	8,515,743	29,196,693
Accumulated net realized loss	(171,517,945)	(440,231,690)
Net unrealized appreciation of investments, swaps and foreign currency transactions	33,740,729	72,073,266
<b>Net Assets Applicable to Common Shareholders</b>	<b>\$283,285,313</b>	<b>\$597,682,680</b>
Common Shares Issued and Outstanding	24,956,448	58,431,583
<b>Net Asset Value Per Common Share</b>	<b>\$11.35</b>	<b>\$10.23</b>

**PIMCO Income Strategy Fund/PIMCO Income Strategy Fund II**  
**Statements of Operations**

Year ended July 31, 2012

	Income Strategy	Income Strategy II
<b>Investment Income:</b>		
Interest	\$30,958,463	\$61,438,604
Dividends	2,402,379	6,796,701
Facility and other fee income	121,303	741
Total Investment Income	33,482,145	68,236,046
<b>Expenses:</b>		
Investment management fees	3,080,382	5,984,439
Legal fees	608,749	612,224
Interest expense	512,172	649,518
Custodian and accounting agent fees	161,498	241,187
Auction agent fees and commissions	137,600	273,398
Audit and tax services	133,274	112,400
Shareholder communications	86,690	127,180
Transfer agent fees	38,775	34,490
Trustees' fees and expenses	31,286	68,138
New York Stock Exchange listing fees	21,377	46,438
Insurance expense	9,888	19,257
Miscellaneous	22,740	23,365
Total Expenses	4,844,431	8,192,034
<b>Net Investment Income</b>	<b>28,637,714</b>	<b>60,044,012</b>
<b>Realized and Change in Unrealized Gain (Loss):</b>		
Net realized gain (loss) on:		
Investments	6,487,834	(1,138,830)
Futures contracts	998,969	1,837,275
Swaps	(9,737,771)	(13,714,812)
Foreign currency transactions	3,219,589	12,398,252
Net change in unrealized appreciation/depreciation of:		
Investments	(4,095,396)	(4,464,536)
Futures contracts	(577,182)	(890,772)
Swaps	2,025,124	3,674,345
Foreign currency transactions	912,651	3,805,199
Net realized and change in unrealized gain (loss) on investments, futures contracts, swaps and foreign currency transactions	(766,182)	1,506,121
<b>Net Increase in Net Assets Resulting from Investment Operations</b>	<b>27,871,532</b>	<b>61,550,133</b>
<b>Dividends on Preferred Shares from Net Investment Income</b>	<b>(1,141,460)</b>	<b>(2,327,391)</b>
<b>Net Increase in Net Assets Applicable to Common Shareholders Resulting from Investment Operations</b>	<b>\$26,730,072</b>	<b>\$59,222,742</b>

PIMCO Income Strategy Fund  
24 PIMCO Income Strategy Fund II Annual Report | 7.31.12 | See accompanying Notes to Financial Statements.

**PIMCO Income Strategy Fund****Statements of Changes in Net Assets Applicable to Common Shareholders**

	Year ended July 31,	
	2012	2011
<b>Investment Operations:</b>		
Net investment income	\$28,637,714	\$30,689,912
Net realized gain on investments, futures contracts, swaps and foreign currency transactions	968,621	6,383,400
Net change in unrealized appreciation/depreciation of investments, futures contracts, swaps, unfunded loan commitments and foreign currency transactions	(1,734,803)	13,014,572
Net increase in net assets resulting from investment operations	27,871,532	50,087,884
<b>Dividends on Preferred Shares from Net Investment Income</b>	(1,141,460)	(1,166,363)
Net increase in net assets applicable to common shareholders resulting from investment operations	26,730,072	48,921,521
<b>Dividends to Common Shareholders from Net Investment Income</b>	(27,503,217)	(29,956,842)
<b>Common Share Transactions:</b>		
Reinvestment of dividends	1,367,723	1,666,381
Total increase in net assets applicable to common shareholders	594,578	20,631,060
<b>Net Assets Applicable to Common Shareholders:</b>		
Beginning of year	282,690,735	262,059,675
End of year (including undistributed net investment income of \$8,515,743 and \$4,998,713, respectively)	\$283,285,313	\$282,690,735
<b>Common Shares Issued in Reinvestment of Dividends</b>	126,940	146,096

PIMCO Income Strategy Fund

See accompanying Notes to Financial Statements. | 7.31.12 | PIMCO Income Strategy Fund II Annual Report 25

**PIMCO Income Strategy Fund II****Statements of Changes in Net Assets Applicable to Common Shareholders**

	Year ended July 31,	
	2012	2011
<b>Investment Operations:</b>		
Net investment income	\$60,044,012	\$59,883,484
Net realized gain (loss) on investments, futures contracts, swaps and foreign currency transactions	(618,115)	19,192,118
Net change in unrealized appreciation/depreciation of investments, futures contracts, swaps, unfunded loan commitments and foreign currency transactions	2,124,236	22,736,170
Net increase in net assets resulting from investment operations	61,550,133	101,811,772
<b>Dividends on Preferred Shares from Net Investment Income</b>	(2,327,391)	(2,379,363)
Net increase in net assets applicable to common shareholders resulting from investment operations	59,222,742	99,432,409
<b>Dividends to Common Shareholders from Net Investment Income</b>	(48,115,485)	(56,277,446)
<b>Common Share Transactions:</b>		
Reinvestment of dividends	2,224,177	3,854,345
Total increase in net assets applicable to common shareholders	13,331,434	47,009,308
<b>Net Assets Applicable to Common Shareholders:</b>		
Beginning of year	584,351,246	537,341,938
End of year (including undistributed net investment income of \$29,196,693 and \$6,957,156, respectively)	\$597,682,680	\$584,351,246
<b>Common Shares Issued in Reinvestment of Dividends</b>	232,354	385,713

PIMCO Income Strategy Fund

26 PIMCO Income Strategy Fund II Annual Report | 7.31.12 | See accompanying Notes to Financial Statements.

**PIMCO Income Strategy Fund/PIMCO Income Strategy Fund II**  
**Statements of Cash Flows**

Year ended July 31, 2012

	Income Strategy	Income Strategy II
<b>Decrease in Cash and Foreign Currency from:</b>		
<b>Cash Flows provided by Operating Activities:</b>		
Net increase in net assets resulting from investment operations	\$27,871,532	\$61,550,133
<b>Adjustments to Reconcile Net Increase in Net Assets Resulting from Investment Operations to Net Cash provided by Operating Activities:</b>		
Purchases of long-term investments	(91,639,048)	(135,414,459)
Proceeds from sales of long-term investments	127,831,942	146,995,221
(Purchases) sales of short-term portfolio investments, net	(3,473,853)	4,911,051
Net change in unrealized appreciation/depreciation of investments, futures contracts, swaps and foreign currency transactions	1,734,803	(2,124,236)
Net realized (gain) loss on investments, futures contracts, swaps and foreign currency transactions	(968,621)	618,115
Net amortization premium on investments	(445,559)	(1,011,159)
Increase in unsettled reverse repurchase agreements	(12,452,000)	(9,162,000)
Decrease in interest and dividends receivable	1,963,852	827,222
Proceeds from futures contracts transactions	515,062	1,170,491
Decrease in deposits with brokers for futures contracts collateral	548,000	841,000
Decrease in prepaid expenses	9,089	18,539
Increase in payable for investments purchased	17,497,739	13,218,232
Increase in payable to brokers for cash collateral received	2,195,000	5,230,000
Net cash used for swap transactions	(11,304,100)	(16,726,329)
Net cash provided by foreign currency transactions	3,198,129	12,272,520
Decrease in investment management fees payable	(26,803)	(21,123)
Increase in interest payable for reverse repurchase agreements	30,877	107,122
Increase in accrued expenses and other liabilities	49,349	51,986
<b>Net cash provided by operating activities*</b>	<b>63,135,390</b>	<b>83,352,326</b>
<b>Cash Flows used for Financing Activities:</b>		
Decrease in payable for reverse repurchase agreements	(39,135,093)	(46,200,225)
Cash dividends paid (excluding reinvestment of dividends of \$1,367,723 and \$2,224,177, respectively)	(26,886,488)	(47,331,372)
<b>Net cash used for financing activities</b>	<b>(66,021,581)</b>	<b>(93,531,597)</b>
<b>Net decrease in cash and foreign currency</b>	<b>(2,886,191)</b>	<b>(10,179,271)</b>
<b>Cash and foreign currency, at beginning of year</b>	<b>3,547,448</b>	<b>10,196,455</b>
<b>Cash and foreign currency, at end of year</b>	<b>\$661,257</b>	<b>\$17,184</b>

\* Included in operating expenses is cash paid by Income Strategy and Income Strategy II for interest primarily related to participation in reverse repurchase agreement transactions of \$481,181 and \$542,140, respectively.

**PIMCO Income Strategy Fund/PIMCO Income Strategy Fund II**

**Notes to Financial Statements**

July 31, 2012

**1. Organization and Significant Accounting Policies**

PIMCO Income Strategy Fund ( Income Strategy ) and PIMCO Income Strategy Fund II ( Income Strategy II ), each a Fund and collectively the

Funds , were organized as Massachusetts business trusts on June 19, 2003 and June 30, 2004, respectively. Prior to commencing operations on August 29, 2003 and October 29, 2004, respectively, Income Strategy and Income Strategy II had no operations other than matters relating to their organization and registration as diversified, closed-end management investment companies registered under the Investment Company Act of 1940 and the rules and regulations thereunder, as amended. Allianz Global Investors Fund Management LLC (the Investment Manager ) serves as the Funds investment manager and is an indirect, wholly-owned subsidiary 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. Each Fund has authorized an unlimited amount of common shares with \$0.00001 par value.

Each Fund s investment objective is to seek high current income, consistent with the preservation of capital. There can be no assurance that the Funds will meet their stated objectives.

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

In the normal course of business, the Funds enter into contracts that contain a variety of representations that provide general indemnifications. The Funds maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Funds 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. The Funds management is currently evaluating the effect that the guidance may have on its financial statements.

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

**(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 Funds 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.

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The Board of Trustees has adopted methods 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 Pacific Investment Management Company LLC (the Sub-Adviser), an affiliate of the Investment Manager. The Valuation Committee has been established by the Board of Trustees to oversee the implementation of the Funds' valuation methods and to make fair value determinations on behalf of the Board of Trustees as instructed. The Sub-Adviser monitors the continual 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 of Trustees. The Board of Trustees shall review the appropriateness of the valuation methods and these methods may be amended or supplemented from time to time by the Valuation Committee.

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



**PIMCO Income Strategy Fund/PIMCO Income Strategy Fund II**

**Notes to Financial Statements**

July 31, 2012

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

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.

If third party evaluated vendor pricing is neither available nor deemed to be reliable of fair value, the Sub-Adviser may elect to obtain market quotations ( broker quotes ) directly from a broker-dealer.

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 61st day prior to maturity, if the original term to maturity exceeded 60 days.

Investments initially valued in currencies other than the U.S. dollar are converted to the U.S. dollar using exchange rates obtained from pricing services. As a result, the net asset value ( NAV ) of each Fund 's shares may be affected by changes in the value of currencies in relation to the U.S. dollar. The value of securities traded in markets outside the United States or denominated in currencies other than the U.S. dollar may be affected significantly on a day that the New York Stock Exchange ( NYSE ) is closed.

The prices used by the Funds 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 Funds ' financial statements. Each Fund 's NAV is normally determined as of the close of regular trading (normally, 4:00 p.m. Eastern time) on the 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 Funds have 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)

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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 Funds generally use to evaluate how to classify each major 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.

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

**PIMCO Income Strategy Fund/PIMCO Income Strategy Fund II**

**Notes to Financial Statements**

July 31, 2012

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

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 and 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 and 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.

Forward Foreign Currency Contracts Forward foreign currency contracts are valued by independent pricing services using various inputs and techniques, which include broker-dealer quotations, actual trading information and foreign currency exchange rates gathered from leading market makers and foreign currency exchange trading centers throughout the world. To the extent that these inputs are observable, the values of forward foreign currency contracts are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

Interest Rate Swaps OTC interest rate swaps are valued by independent pricing services using pricing models that are based on real-time intraday snapshots of relevant interest rate curves that are built using the most actively traded securities for a given maturity. The pricing models also incorporate cash and money market rates. In addition, market data pertaining to interest rate swaps is monitored regularly to ensure that interest rates are properly depicting the current market rate. Centrally cleared interest rate swaps are valued at the price determined by the relevant exchange. To the extent that these inputs are observable, the values of interest rate swaps are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

Credit Default Swaps OTC credit default swaps 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. Centrally cleared credit default swaps are valued at the price determined by the relevant exchange. To the extent that these inputs are observable, the values of credit default swaps are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

PIMCO Income Strategy Fund

30 PIMCO Income Strategy Fund II Annual Report | 7.31.12

**PIMCO Income Strategy Fund/PIMCO Income Strategy Fund II**  
**Notes to Financial Statements**

July 31, 2012

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

The valuation techniques used by the Funds to measure fair value during the year ended July 31, 2012 maximized the use of observable inputs and minimized the use of unobservable inputs.

The Funds' 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 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. Assets 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.

A summary of the inputs used at July 31, 2012 in valuing Income Strategy's assets and liabilities is listed below (refer to the Schedules of Investments and Notes 5(a), 5(b) and 5(c) for more detailed information on Investments in Securities and Other Financial Instruments):

	Level 1 Quoted Prices	Level 2 Other Significant Observable Inputs	Level 3 Significant Unobservable Inputs	Value at 7/31/12
<b>Investments in Securities</b> <b>Assets</b>				
Corporate Bonds & Notes:				
Airlines		\$990,000	\$4,353,771	\$5,343,771
Energy			709,500	709,500
All Other		224,885,792		224,885,792
Municipal Bonds		94,830,511		94,830,511
Mortgage-Backed Securities		53,869,219	136,790	54,006,009
Preferred Stock:				
Banking			4,654,320	4,654,320
Financial Services	\$5,611,800			5,611,800
Real Estate Investment Trust		8,984,048		8,984,048
Convertible Preferred Stock	8,450,200			8,450,200
Asset-Backed Securities		3,526,057		3,526,057
Short-Term Investments		11,006,359		11,006,359
<b>Total Investments in Securities</b> <b>Assets</b>	\$14,062,000	\$398,091,986	\$9,854,381	\$422,008,367
<b>Other Financial Instruments*</b> <b>Assets</b>				
Credit Contracts		\$30,812		\$30,812
Foreign Exchange Contracts		244,879		244,879
Interest Rate Contracts		1,262,286		1,262,286
<b>Total Other Financial Instruments*</b> <b>Assets</b>		\$1,537,977		\$1,537,977
<b>Other Financial Instruments*</b> <b>Liabilities</b>				
Foreign Exchange Contracts		\$(333,170)		\$(333,170)
<b>Total Investments</b>	\$14,062,000	\$399,296,793	\$9,854,381	\$423,213,174

At July 31, 2012, there were no transfers between Levels 1 and 2.

PIMCO Income Strategy Fund	
7.31.12   PIMCO Income Strategy Fund II Annual Report	<b>31</b>

**PIMCO Income Strategy Fund/PIMCO Income Strategy Fund II**  
**Notes to Financial Statements**

July 31, 2012

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

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

	Beginning Balance 7/31/11	Purchases	Sales	Accrued Discounts (Premiums)	Net Realized Gain (Loss)	Net Change in Unrealized Appreciation/ Depreciation	Transfers into Level 3**	Transfers out of Level 3***	Ending Balance 7/31/12
<b>Investments in Securities</b>	<b>Assets</b>								
Corporate Bonds & Notes:									
Airlines	\$22,043,236		\$(15,972,453)						