

PIMCO CORPORATE & INCOME OPPORTUNITY FUND  
Form N-CSR  
January 27, 2015

**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: 811-21238

**PIMCO Corporate & Income Opportunity Fund**

**(Exact name of registrant as specified in charter)**

**1633 Broadway, New York, NY 10019**

**(Address of principal executive offices)**

**William G. Galipeau**

**Treasurer, Principal Financial & Accounting Officer**

**650 Newport Center Drive**

**Newport Beach, CA 92660**

**(Name and address of agent for service)**

Copies to:

**David C. Sullivan**

**Ropes & Gray LLP**

**Prudential Tower**

**800 Boylston Street**

**Boston, MA 02199**

Registrant's telephone number, including area code: (844) 337-4626

Date of fiscal year end: November 30, 2014

Edgar Filing: PIMCO CORPORATE & INCOME OPPORTUNITY FUND - Form N-CSR

Date of reporting period: November 30, 2014

Form N-CSR is to be used by management investment companies to file reports with the Commission not later than 10 days after the transmission to stockholders of any report that is required to be transmitted to stockholders under Rule 30e-1 under the Investment Company Act of 1940 (17 CFR 270.30e-1). The Commission may use the information provided on Form N-CSR in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-CSR, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-CSR unless the Form displays a currently valid Office of Management and Budget ( OMB ) control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. § 3507.

**Item 1. Reports to Shareholders.**

The following is a copy of the report transmitted to shareholders pursuant to Rule 30e-1 under the Investment Company Act of 1940, as amended (the 1940 Act ) (17 CFR 270.30e-1).

Your Global Investment Authority

**PIMCO Closed-End Funds**

## Annual Report

*November 30, 2014*

PIMCO Corporate & Income Opportunity Fund

**Table of Contents**

	Page
<u>Letter from the Chairman of the Board &amp; the President</u>	2
<u>Important Information About the Fund</u>	5
<u>Fund Summary</u>	10
<u>Financial Highlights</u>	12
<u>Statement of Assets and Liabilities</u>	14
<u>Statement of Operations</u>	16
<u>Statements of Changes in Net Assets</u>	17
<u>Schedule of Investments</u>	18
<u>Notes to Financial Statements</u>	31
<u>Report of Independent Registered Public Accounting Firm</u>	55
<u>Glossary</u>	56
<u>Federal Income Tax Information</u>	57
<u>Management of the Fund</u>	58
<u>Shareholder Meeting Results</u>	61
<u>Changes to Boards of Trustees/Changes to Portfolio Managers</u>	62
<u>Investment Strategy Updates</u>	63
<u>Dividend Reinvestment Plan</u>	66
<u>Matters Relating to the Trustees - Consideration of the Investment</u>	
<u>Management and Portfolio Management Agreements</u>	68
<u>Privacy Policy</u>	72

**Letter from the Chairman of the Board & the President**

Dear Shareholder:

As previously announced on September 26, 2014, prior to the close of the reporting period, William Bill Gross, PIMCO's former chief investment officer (CIO) and co-founder, resigned from the firm. PIMCO's managing directors elected Daniel Ivascyn to serve as group chief investment officer (Group CIO). In addition, PIMCO appointed Andrew Balls, CIO Global; Mark Kiesel, CIO Global Credit; Virginie Maisonneuve, CIO Global Equities; Scott Mather, CIO U.S. Core Strategies; and Mihir Worah, CIO Real Return and Asset Allocation. As announced by PIMCO on November 3, 2014, Marc Seidner returned to the firm effective November 12, 2014 in a new role as CIO Non-Traditional Strategies and head of Portfolio Management in PIMCO's New York office. Under this leadership structure, Andrew and Mihir have additional managerial responsibility for PIMCO's Portfolio Management group and trade floor activities globally. Andrew oversees portfolio management and trade floor activities in Europe and Asia-Pacific, and Mihir oversees portfolio management and trade floor activities in the U.S. Furthermore, effective as of September 26, 2014, Alfred Murata and Mohit Mittal replaced Mr. Gross as portfolio managers for PIMCO Corporate & Income Opportunity Fund (PTY).

Douglas Hodge, PIMCO's chief executive officer, and Jay Jacobs, PIMCO's president, continue to serve as the firm's senior executive leadership team, spearheading PIMCO's business strategy, client service and the firm's operations.

These appointments are a further evolution of the structure that PIMCO established earlier in 2014, reflecting our belief that the best approach for PIMCO's clients and our firm is an investment leadership team of seasoned, highly-skilled investors overseeing all areas of PIMCO's investment activities.

During his 43 years at PIMCO, Mr. Gross made great contributions to building the firm and delivering value to PIMCO's clients. Over this period, PIMCO developed into a global asset manager, expanding beyond core fixed income, and now encompasses over 2,400 employees across 13 offices, including more than 250 portfolio managers. Mr. Gross was also responsible for starting PIMCO's robust investment process, with a focus on long-term macroeconomic views and bottom-up security selection a process that is well institutionalized and will continue into PIMCO's future.

For the 12-month reporting period ended November 30, 2014:

Following a period of weakness early in 2014, the U.S. economy was highly resilient and expanded at a solid pace as the year progressed. Looking back, 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 a 3.5% annual pace during the fourth quarter of 2013. According to the U.S. Commerce Department, GDP then contracted at an annual pace of 2.1% during

the first quarter of 2014. However, this was a temporary setback, as GDP expanded at a 4.6% annual pace during the second quarter of 2014. This represented the strongest growth rate since the fourth quarter of 2011. According to the Commerce Department's estimate released on December 23, 2014, GDP expanded at an annual pace of 5.0% during the third quarter of 2014.

The Federal Reserve (the Fed) began tapering its monthly asset purchase program in January 2014. At each of its next seven meetings, the Fed announced that it would further taper its asset purchases. Following its meeting in October 2014, the Fed announced that it had concluded its asset purchases. However, the Fed again indicated that it would not raise interest rates in the near future. Finally, at its meeting in December 2014, the Fed said, "Based on its current assessment, the Committee judges that it can be patient in beginning to normalize the stance of monetary policy. The Committee sees this guidance as consistent with its previous statement that it likely will be appropriate to maintain the 0% <sup>1</sup>/<sub>4</sub>% target range for the federal funds rate for a considerable time following the end of its asset purchase program in October, especially if projected inflation continues to run below the Committee's 2% longer-run goal, and provided that longer-term inflation expectations remain well anchored.

## Outlook

PIMCO's 2015 forecast for the U.S. is for a continuation of the economic recovery. With the ongoing assistance of easy monetary policy, combined with healthy private financial sector balance sheets, we believe the U.S. economy is poised to grow between 2.5% and 3.0% in the coming calendar year. We anticipate corporate capital expenditures to accelerate on the back of rising pricing power and the expected returns on newly invested capital. We expect very gradually rising wages and product prices, which will allow the Fed to maintain its accommodative monetary policy for 2015. Potential wildcards for the economy in both the U.S. and abroad are geopolitical issues in Ukraine, the Middle East and elsewhere.

On the following pages of this PIMCO Closed-End Fund Annual Report, please find specific details regarding investment performance and a discussion of factors that most affected the Fund's performance over the 12-month reporting period ended November 30, 2014.

Thank you for investing with us. We value your trust and will continue to work diligently to meet your investment needs. If you have questions regarding any of your PIMCO Closed-End Funds investments, please contact your financial advisor or call the Funds' shareholder servicing agent at (844) 33-PIMCO (844-337-4626). We also invite you to visit our website at [pimco.com/investments](http://pimco.com/investments) to learn more about our views and global thought leadership.

**Letter from the Chairman of the Board & the President (Cont.)**

We remain dedicated to serving your investment needs.

Sincerely,

Hans W. Kertess  
Chairman of the Board of Trustees

Peter G. Strelow  
President; Principal Executive Officer

**4 PIMCO CLOSED-END FUNDS**



### Important Information About the Fund

We believe that bond funds have an important role to play in a well-diversified investment portfolio. It is important to note, however, that in an environment where interest rates trend upward, rising rates would negatively impact the performance of most bond funds, and fixed-income securities held by the Fund are likely to decrease in value. A number of factors can cause interest rates to rise (e.g., central bank monetary policies, inflation rates, general economic conditions, etc.). Accordingly, changes in interest rates can be sudden, and there is no guarantee that Fund Management will anticipate such movement.

As of the date of this report, interest rates in the U.S. are at or near historically low levels. As such, bond funds may currently face an increased exposure to the risks associated with rising interest rates. This is especially true since the Federal Reserve Board has concluded its quantitative easing program. Further, while the U.S. bond market has steadily grown over the past three decades, dealer inventories of corporate bonds have remained relatively stagnant. As a result, there has been a significant reduction in the ability of dealers to "make markets" in corporate bonds. All of the factors mentioned above, individually or collectively, could lead to increased volatility and/or lower liquidity in the fixed income markets, which could result in increased losses to the Fund. Bond funds and individual bonds with a longer duration (a measure of the sensitivity of a security's price to changes in interest rates) tend to be more sensitive to changes in interest rates, usually making them more volatile than securities or funds with shorter durations. In addition, in the current low interest rate environment, the market price of the Fund's common shares may be particularly sensitive to changes in interest rates or the perception that there will be a change in interest rates.

The use of derivatives may subject the Fund to greater volatility than investments in traditional securities. The Fund may use derivative instruments for hedging purposes or as part of an investment strategy. Use of these instruments may involve certain costs and risks such as liquidity risk, interest rate risk, market risk, call risk, credit risk, management risk and the risk that the Fund could not close out a position when it would be most advantageous to do so. Certain derivative transactions may have a leveraging effect on the Fund. For example, a small investment in a derivative instrument may have a significant impact on the Fund's exposure to interest rates, currency exchange rates or other investments. As a result, a relatively small price movement in a derivative instrument may cause an immediate and substantial loss or gain, which translates into heightened volatility in the Fund's net asset value. The Fund may engage in such transactions regardless of whether the Fund owns the asset, instrument or components of the index underlying a derivative instrument. The Fund may invest a significant portion of its assets in these types of instruments. If it does, the Fund's investment exposure could far exceed the value of its portfolio securities and its investment performance could be primarily dependent upon securities it does not directly own.

The Fund's use of leverage creates the opportunity for increased income for the Fund's common shareholders, but also creates special risks. Leverage is a speculative technique that may expose the Fund to greater risk and increased costs. If shorter-term interest rates rise relative to the rate of return on the Fund's portfolio, the interest and other costs to the Fund of leverage could exceed the rate of return on the debt obligations and other investments held by the Fund, thereby reducing return to the Fund's common shareholders. In addition, fees and expenses of any form of leverage used by the Fund will be borne entirely by its common shareholders (and not by preferred shareholders, if any) and will reduce the investment return of the Fund's common shares. There can be no assurance that the Fund's use of leverage will result in a higher yield on its common shares, and it may result in losses. Leverage creates several major types of risks for the Fund's common

**Important Information About the Fund (Cont.)**

shareholders, including: (1) the likelihood of greater volatility of net asset value and market price of the Fund's common shares, and of the investment return to the Fund's common shareholders, than a comparable portfolio without leverage; (2) the possibility either that the Fund's common share dividends will fall if the interest and other costs of leverage rise, or that dividends paid on the Fund's common shares will fluctuate because such costs vary over time; and (3) the effects of leverage in a declining market or a rising interest rate environment, as leverage is likely to cause a greater decline in the net asset value of the Fund's common shares than if the Fund were not leveraged and may result in a greater decline in the market value of the Fund's common shares.

The Fund's investments in and exposure to foreign securities involve special risks. For example, the value of these investments may decline in response to unfavorable political and legal developments, unreliable or untimely information or economic and financial instability. Foreign securities may experience more rapid and extreme changes in value than investments in securities of U.S. issuers. The securities markets of certain foreign countries are relatively small, with a limited number of companies representing a small number of industries. Issuers of foreign securities are usually not subject to the same degree of regulation as U.S. issuers. Reporting, accounting, auditing and custody standards of foreign countries differ, in some cases significantly, from U.S. standards. Also, nationalization, expropriation or other confiscation, currency blockage, political changes or diplomatic developments could adversely affect the Fund's investments in foreign securities. In the event of nationalization, expropriation or other confiscation, the Fund could lose its entire investment in foreign securities. Risks associated with investing in foreign securities may be increased when the Fund invests in emerging markets. For example, if the Fund invests in emerging market debt, it may face increased exposure to interest rate, liquidity, volatility, and redemption risk due to the specific economic, political, geographical, or legal background of the emerging market.

Investments in loans are generally subject to risks similar to those of investments in other types of debt obligations, including, among others, credit risk, interest rate risk, variable and floating rate securities risk, and, as applicable, risks associated with mortgage-related securities. In addition, in many cases loans are subject to the risks associated with below-investment grade securities. In the case of a loan participation or assignment, the Fund generally has no right to enforce compliance with the terms of the loan agreement with the borrower. As a result, the Fund may be subject to the credit risk of both the borrower and the lender that is selling the loan agreement. In the event of the insolvency of the lender selling a loan participation, the Fund may be treated as a general creditor of the lender and may not benefit from any set-off between the lender and the borrower. The Fund may be subject to heightened or additional risks and potential liabilities and costs by investing in mezzanine and other subordinated loans or acting as an originator of loans, including those arising under bankruptcy, fraudulent conveyance, equitable subordination, lender liability, environmental and other laws and regulations, and risks and costs associated with debt servicing and taking foreclosure actions associated with the loans. To the extent that the Fund originates a loan, it may be responsible for all or a substantial portion of the expenses associated with initiating the loan, irrespective of whether the loan transaction is ultimately consummated or closed. This may include significant legal and due diligence expenses, which will be indirectly borne by the Fund and its shareholders.

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

**6 PIMCO CLOSED-END FUNDS**

changes in interest rates. As a result, in a period of rising interest rates, if the Fund holds mortgage-related securities, it may experience additional volatility since individual mortgage holders are less likely to exercise prepayment options, thereby putting additional downward pressure on the value of these securities and potentially causing the Fund to lose money. This is known as extension risk. Mortgage-backed securities can be highly sensitive to rising interest rates, such that even small movements can cause an investing Fund to lose value. Mortgage-backed securities, and in particular those not backed by a government guarantee, are subject to credit 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. Payment of principal and interest on asset-backed securities may be largely dependent upon the cash flows generated by the assets backing the securities, and asset-backed securities may not have the benefit of any security interest in the related assets.

High-yield bonds (commonly referred to as junk bonds) typically have a lower credit rating than other bonds. Lower-rated bonds generally involve a greater risk to principal than higher-rated bonds. Further, markets for lower-rated bonds are typically less liquid than for higher-rated bonds, and public information is usually less abundant in such markets. Thus, high yield investments increase the chance that the Fund will lose money on its investment. The Fund may hold defaulted securities that may involve special considerations including bankruptcy proceedings, other regulatory and legal restrictions affecting the Fund's ability to trade, and the availability of prices from independent pricing services or dealer quotations. Defaulted securities are often illiquid and may not be actively traded. Sale of securities in bankrupt companies at an acceptable price may be difficult and differences compared to the value of the securities used by the Fund could be material.

The Fund may invest in securities and instruments that are economically tied to Russia. Investments in Russia are subject to political, economic, legal, market and currency risks, as well as the risk of economic sanctions imposed by the United States and/or other countries. Such sanctions which may impact companies in many sectors, including energy, financial services and defense, among others may negatively impact the Fund's performance and/or ability to achieve its investment objective. For example, certain transactions may be prohibited and/or existing investments may become illiquid (e.g., in the event that transacting in certain existing investments is prohibited).

The common shares of the Fund trade on the New York Stock Exchange. As with any stock, the price of the Fund's common shares will fluctuate with market conditions and other factors. If you sell your common shares of the Fund, the price received may be more or less than your original investment. Shares of closed-end management investment companies frequently trade at a discount from their net asset value. The common shares of the Fund may trade at a price that is less than the initial offering price and/or the net asset value of such shares.

The Fund may be subject to various risks in addition to those described above. Some of these risks may include, but are not limited to, the following: asset allocation risk, credit risk, stressed securities risk, distressed and defaulted securities risk, corporate bond risk, market risk, issuer risk, liquidity risk, equity securities and related market risk, mortgage-related and other asset-backed securities risk, extension risk, prepayment risk, privately issued mortgage-related securities risk, mortgage

**Important Information About the Fund (Cont.)**

market/subprime risk, foreign (non-U.S.) investment risk, emerging markets risk, currency risk, redenomination risk, non-diversification risk, management risk, municipal bond risk, inflation-indexed security risk, senior debt risk, loans, participations and assignments risk, reinvestment risk, real estate risk, U.S. Government securities risk, foreign (non-U.S.) government securities risk, valuation risk, segregation and cover risk, focused investment risk, credit default swaps risk, event-linked securities risk, counterparty risk, preferred securities risk, confidential information access risk, other investment companies risk, private placements risk, inflation/deflation risk, regulatory risk, tax risk, recent economic conditions risk, market disruptions and geopolitical risk, potential conflicts of interest involving allocation of investment opportunities, repurchase agreements risk, securities lending risk, zero-coupon bond and payment-in-kind securities risk, portfolio turnover risk, smaller company risk, short sale risk and convertible securities risk. A description of certain of these risks is available in the Notes to Financial Statements of this Report.

The geographical classification of foreign securities in this report are classified by the country of incorporation of a holding. In certain instances, a security's country of incorporation may be different from its country of economic exposure.

On the Fund Summary page in this Shareholder Report the Common Share Average Annual Total Return table and Common Share Cumulative Returns (if applicable) measure performance assuming that all dividend and capital gain distributions were reinvested. Total return is calculated by determining the percentage change in NAV or market price (as applicable) in the specified period. Returns do not reflect the deduction of taxes that a shareholder would pay on Fund distributions. 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 tend to 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 shares, or changes in the Fund's dividends. Performance shown is net of fees and expenses.

The following table discloses the commencement of operations of the Fund:

Fund Name	Commencement of Operations
PIMCO Corporate & Income Opportunity Fund	12/27/02

An investment in the Fund is not a deposit of a bank and is not guaranteed or insured by the Federal Deposit Insurance Corporation or any other government agency. It is possible to lose money on investments in the Fund.

PIMCO has adopted written proxy voting policies and procedures ( Proxy Policy ) as required by Rule 206(4)-6 under the Investment Advisers Act of 1940. The Proxy Policy has been adopted by the Fund as the policies and procedures that PIMCO will use when voting proxies on behalf of the Fund. A description of the policies and procedures that PIMCO uses to vote proxies relating to portfolio securities of the Fund, and information about how the Fund voted proxies relating to portfolio securities held during the most recent twelve-month period ended June 30, are available without charge, upon request, by calling the Fund at (844) 33-PIMCO (844-337-4626), on the Fund's website at [www.pimcofunds.com/closedendfunds](http://www.pimcofunds.com/closedendfunds), and on the Securities and Exchange Commission's ( SEC ) website at <http://www.sec.gov>.

**8 PIMCO CLOSED-END FUNDS**

The Fund files a complete schedule of its portfolio holdings with the SEC for the first and third quarters of its fiscal year on Form N-Q. A copy of the Fund's Form N-Q is available on the SEC's website at <http://www.sec.gov> and may be reviewed and copied at the SEC's Public Reference Room in Washington, D.C., and is available without charge, upon request by calling the Fund at (844) 33-PIMCO (844-337-4626) and on the Fund's website at [www.pimco.com/closedendfunds](http://www.pimco.com/closedendfunds). Updated portfolio holdings information about the Fund will be available at [www.pimco.com/investments](http://www.pimco.com/investments) approximately 15 calendar days after the Fund's most recent fiscal quarter end, and will remain accessible until the Fund files a Form N-Q or a shareholder report for the period which includes the date of the information. Information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330.

## PIMCO Corporate &amp; Income Opportunity Fund

Symbol on NYSE - **PTY**

## Allocation Breakdown

Mortgage-Backed Securities	37.9%
Corporate Bonds & Notes	28.3%
Municipal Bonds & Notes	9.9%
U.S. Government Agencies	8.8%
Preferred Securities	7.8%
Asset-Backed Securities	4.3%
Other	3.0%

% of Investments, at value as of 11/30/14

Fund Information (as of November 30, 2014)<sup>(1)</sup>

Market Price	\$18.50
NAV	\$15.41
Premium/(Discount) to NAV	20.05%
Market Price Distribution Yield <sup>(2)</sup>	8.43%
NAV Distribution Yield <sup>(2)</sup>	10.12%
Regulatory Leverage Ratio <sup>(3)</sup>	23.10%

## Average Annual Total Return for the period ended November 30, 2014

	1 Year	5 Year	10 Year	Commencement of Operations (12/27/02)
Market Price	26.04%	21.43%	14.71%	15.32%
NAV	15.48%	19.75%	13.76%	15.00%

All Fund returns are net of fees and expenses.

<sup>(1)</sup> Performance quoted represents past performance. Past performance is not a guarantee or a reliable indicator of future results. Current performance may be lower or higher than performance shown. Investment return and the principal value of an investment will fluctuate. Total return, market price, NAV, market price distribution yield, and NAV distribution yield will fluctuate with changes in market conditions. For performance current to the most recent month-end, visit [www.pimco.com](http://www.pimco.com) or call (844) 33-PIMCO.

<sup>(2)</sup> Distribution yields are not performance and are calculated by annualizing the most recent distribution per share and dividing by the NAV or Market Price, as applicable, as of the reported date. Distributions may be comprised of ordinary income, net capital gains, and/or a return of capital (ROC) of your investment in the Fund. Because the distribution rate may include a ROC, it should not be confused with yield or income. If the Fund estimates that a portion of its distribution may be comprised of amounts from sources other than net investment income, the Fund will notify shareholders of the estimated composition of such distribution through a Section 19 Notice. Please refer to the most recent Section 19 Notice, if applicable, for additional information regarding the composition of distributions. Please visit [www.pimco.com](http://www.pimco.com) for most recent Section 19 Notice, if applicable. Final determination of a distribution's tax character will be made on Form 1099 DIV sent to shareholders each January.

<sup>(3)</sup> Represents regulatory leverage outstanding, as a percentage of total managed assets. Regulatory leverage may include preferred shares, tender option bond transactions, reverse repurchase agreements, and other borrowings (collectively "Leverage"). Total managed assets refer to total assets (including assets attributable to Leverage that may be outstanding) minus accrued liabilities (other than liabilities representing Leverage).

**10 PIMCO CLOSED-END FUNDS**

Portfolio Insights

- » The overall fixed income market generated a positive return for the 12 months ended November 30, 2014. The fixed income market was volatile at times as investor sentiment was impacted by incoming economic data, changing expectations regarding future monetary policy and a number of geopolitical issues. All told, longer-term U.S. Treasury yields declined during the 12-month period, with the yield on the benchmark 10-year Treasury bond falling from 2.75% to 2.18%. Compared to the 5.26% return for the overall U.S. fixed income market (as measured by Barclays U.S. Aggregate Index), investment grade and high yield corporate bonds returned 7.25% and 3.96%, respectively (as measured by Barclays U.S. Credit and Barclays U.S. High Yield indexes) for the reporting period. On a total return basis, performance was better among lower-investment-grade quality tiers, as AAA-, AA-, A- and BBB-rated issues, as measured by Barclays U.S. Credit Index, returned 3.08%, 6.40%, 6.98% and 8.72%, respectively. Within high yield credits, the higher-rated credits outperformed lower-rated credits, as BB-rated issues returned 6.42%, versus 3.69% for B-rated issues, as measured by Barclays U.S. High Yield Index.
  
- » An allocation to non-agency residential mortgage-backed securities was positive for performance as the asset class saw price appreciation during the reporting period. An improving U.S. housing market, driven by continued recovery in home prices, as well as favorable demand relative to supply, supported the sector. Specifically, attractive levels of coupon, coupled with a substantial allocation to this sector, resulted in a large positive contribution to return. Allocations to the banking sector via investments in junior parts of the capital structure was also additive to performance, given continued improvement in business fundamentals and broad deleveraging imposed in part by regulatory changes. Elsewhere, the Fund's exposure to taxable municipal securities was beneficial. The sector benefited from both attractive current coupon, as well as increases in bond prices, supported by continued economic recovery in the United States and, subsequently, higher municipal tax revenues.
  
- » An allocation to the oil & gas independent exploration & production sector detracted from performance as it posted a negative absolute return during the reporting period. The Fund's exposure to U.S. dollar- and euro-denominated Russian sovereign and quasi-sovereign corporate debt detracted from performance, as these securities sold off given the slowdown in the Russian economy, which resulted from lower oil prices and the impact of Western sanctions.

**Financial Highlights**

Selected Per Common Share Data for the Year Ended:	Net Asset Value Beginning of Year	Net Investment Income (a)	Net Realized/ Unrealized/ Gain (Loss)	Net Increase in Net Assets Resulting from Investment Operations	Distributions on Preferred Shares from Net Investment Income and Net Realized Gain	Net Increase in Net Assets Applicable to Common Shareholders Resulting from Investment Operations	Distributions to Common Shareholders from Net Investment Income	
<b>PIMCO Corporate &amp; Income Opportunity Fund</b>								
11/30/2014	\$ 16.62	\$ 1.14	\$ 1.06	\$ 2.20	\$ (0.01)	\$ 2.19	\$ (1.56)	
11/30/2013	17.58	1.43	0.19	1.62	(0.00)^	1.62	(1.82)	
11/30/2012	14.22	1.68	3.87	5.55	(0.01)	5.54	(2.18)	
11/30/2011	16.29	1.88	(1.87)	0.01	(0.01)	0.00	(2.07)	
11/30/2010	13.63	1.80	2.83	4.63	(0.01)	4.62	(1.96)	

^ Reflects an amount rounding to less than \$0.005

(a) Per share amounts based on average number of common shares outstanding during the year.

(b) Total investment return is calculated assuming a purchase of a common share at the market price on the first day and a sale of a common share at the market price on the last day of each year reported. Dividends and distributions, if any, 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 in connection with the purchase or sale of Fund shares.

(c) Calculated on the basis of income and expenses applicable to both common and preferred shares relative to the average net assets of common shareholders.

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

12 PIMCO CLOSED-END FUNDS

See Accompanying Notes



Distributions to Common Shareholders from Net Realized Gain	Total Distributions to Common Shareholders	Net Asset Value End of Year	Market Price End of Year	Total Investment Return (b)	Net Assets Applicable to Common Shareholders End of Year (000s)	Ratio of Expenses to Average Net Assets (c)(d)	Ratio of Expenses to Average Net assets Excluding Interest Expense (c)	Ratio of Net Investment Income to Average Net Assets (c)	Preferred Shares Asset Coverage Per Share	Portfolio Turnover Rate
\$ (1.84)	\$ (3.40)	\$ 15.41	\$ 18.50	26.04%	\$ 1,082,000	0.91%	0.91%	7.36%	\$ 108,229	44%
(0.76)	(2.58)	16.62	17.75	(0.15)	1,149,779	0.91	0.91	8.49	113,443	118
0.00	(2.18)	17.58	20.37	36.86	1,205,090	1.05	0.93	10.63	117,697	29
0.00	(2.07)	14.22	16.78	9.24	967,195	1.09	0.94	11.76	99,399	53
0.00	(1.96)	16.29	17.30	40.36	1,098,920	1.02	0.93	11.98	109,530	70

Statement of Assets and Liabilities

	PIMCO Corporate & Income Opportunity Fund
(Amounts in thousands, except per share amounts)	
<b>Net Assets:</b>	
<i>Investments, at value</i>	
Investments in securities*	\$ 1,391,592
<i>Financial Derivative Instruments</i>	
Exchange-traded or centrally cleared	3,421
Over the counter	11,501
Deposits with counterparty	22,436
Foreign currency, at value	1,451
Receivable for investments sold	10,195
Interest and dividends receivable	15,448
Other assets	45
	1,456,089
<b>Liabilities:</b>	
<i>Financial Derivative Instruments</i>	
Exchange-traded or centrally cleared	\$ 5,406
Over the counter	13,920
Payable for investments purchased	14,194
Deposits from counterparty	5,500
Distributions payable to common shareholders	9,129
Distributions payable to preferred shareholders	7
Accrued management fees	702
Other liabilities	231
	49,089
<b>Preferred Shares (\$0.00001 par value and \$25,000 liquidation preference per share applicable to an aggregate of 13,000 shares issued and outstanding)</b>	<b>325,000</b>
<b>Net Assets Applicable to Common Shareholders</b>	<b>\$ 1,082,000</b>

14 PIMCO CLOSED-END FUNDS

See Accompanying Notes

November 30, 2014

	<b>PIMCO Corporate &amp; Income Opportunity Fund</b>
(Amounts in thousands, except per share amounts)	
<b>Composition of Net Assets Applicable to Common Shareholders:</b>	
Common Shares	
Par value (\$0.00001 per share)	\$ 1
Paid in capital in excess of par	1,006,647
Undistributed net investment income	36,794
Accumulated undistributed net realized (loss)	(59,176)
Net unrealized appreciation	97,734
	\$ 1,082,000
<b>Common Shares Issued and Outstanding</b>	<b>70,226</b>
<b>Net Asset Value Per Common Share</b>	<b>\$ 15.41</b>
<b>Cost of Investments in Securities</b>	<b>\$ 1,312,548</b>
<b>Cost of Foreign Currency Held</b>	<b>\$ 1,483</b>
<b>Cost or Premiums of Financial Derivative Instruments, net</b>	<b>\$ (8,312)</b>
* Includes repurchase agreements of:	\$ 6,349

ANNUAL REPORT

NOVEMBER 30, 2014 15

## Statement of Operations

Year Ended November 30, 2014

	<b>PIMCO Corporate &amp; Income Opportunity Fund</b>
(Amounts in thousands)	
<b>Investment Income:</b>	
Interest	\$ 83,525
Dividends	6,298
Total Income	89,823
<b>Expenses:</b>	
Management fees	8,628
Auction agent fees and commissions	521
Trustee fees and related expenses	102
Auction rate preferred shares related expenses	20
Interest expense	35
Operating expenses pre-transition <sup>(a)</sup>	
Custodian and accounting agent	272
Audit and tax services	86
Shareholder communications	98
New York Stock Exchange listing	41
Transfer agent	19
Legal	49
Insurance	31
Other expenses	1
Total Expenses	9,903
<b>Net Investment Income</b>	<b>79,920</b>
<b>Net Realized Gain (Loss):</b>	
Investments in securities	20,828
Exchange-traded or centrally cleared financial derivative instruments	(38,505)
Over the counter financial derivative instruments	45,375
Foreign currency	395
Net Realized Gain	28,093
<b>Net Change in Unrealized Appreciation (Depreciation):</b>	
Investments in securities	41,910
Exchange-traded or centrally cleared financial derivative instruments	779
Over the counter financial derivative instruments	164
Foreign currency assets and liabilities	(165)
Net Change in Unrealized Appreciation	42,688
Net Gain	70,781
<b>Net Increase in Net Assets Resulting from Investment Operations</b>	<b>150,701</b>
<b>Distributions on Preferred Shares from Net Investment Income and Net Realized Capital Gains</b>	<b>(421)</b>
<b>Net Increase in Net Assets Applicable to Common Shareholders Resulting from Investment Operations</b>	<b>\$ 150,280</b>

<sup>(a)</sup> These expenses were incurred by the Fund prior to the close of business on September 5, 2014. Subsequent to the close of business on September 5, 2014, any such operating expenses are borne by PIMCO.

Statements of Changes in Net Assets

(Amounts in thousands)	PIMCO	
	Corporate & Income Opportunity Fund Year Ended November 30, 2014	Year Ended November 30, 2013
<b>(Decrease) in Net Assets from:</b>		
<b>Operations:</b>		
Net investment income	\$ 79,920	\$ 98,201
Net realized gain	28,093	129,672
Net change in unrealized appreciation (depreciation)	42,688	(116,841)
Net increase resulting from operations	150,701	111,032
Distributions on Preferred Shares from Net Investment Income	(125)	(290)
Distributions on Preferred Shares from Net Realized Capital Gains	(296)	(192)
Net increase in net assets applicable to common shareholders resulting from operations	150,280	110,550
<b>Distributions to Common Shareholders**:</b>		
From net investment income	(109,083)	(124,978)
From net realized capital gains	(127,359)	(52,475)
<b>Total Distributions to Common Shareholders</b>	<b>(236,442)</b>	<b>(177,453)</b>
<b>Common Share Transactions:</b>		
Issued as reinvestment of distributions	18,383	11,592
<b>Total (Decrease) in Net Assets</b>	<b>(67,779)</b>	<b>(55,311)</b>
<b>Net Assets Applicable to Common Shareholders:</b>		
Beginning of year	1,149,779	1,205,090
End of year*	\$ 1,082,000	\$ 1,149,779
* Including undistributed (overdistributed) net investment income of:	\$ 36,794	\$ (17,126)
<b>** Common Share Transactions:</b>		
Shares issued as reinvestment of distributions	1,058	615

## Schedule of Investments PIMCO Corporate &amp; Income Opportunity Fund

	PRINCIPAL AMOUNT (000S)	MARKET VALUE (000S)
<b>INVESTMENTS IN SECURITIES 128.6%</b>		
<b>BANK LOAN OBLIGATIONS 0.8%</b>		
<b>Clear Channel Communications, Inc.</b>		
6.906% due 01/30/2019	\$ 2,500	\$ 2,355
<b>TIBCO Software, Inc.</b>		
6.500% due 11/04/2020	6,388	6,279
<b>Total Bank Loan Obligations (Cost \$8,407)</b>		<b>8,634</b>
<b>CORPORATE BONDS &amp; NOTES 36.4%</b>		
<b>BANKING &amp; FINANCE 19.4%</b>		
<b>Ally Financial, Inc.</b>		
6.750% due 12/01/2014	1,500	1,500
8.300% due 02/12/2015	2,725	2,762
<b>Army Hawaii Family Housing Trust Certificates</b>		
5.524% due 06/15/2050	13,400	14,762
<b>Banco Popular Espanol S.A.</b>		
11.500% due 10/10/2018 (c)	EUR 2,600	3,709
<b>Barclays Bank PLC</b>		
14.000% due 06/15/2019 (c)	GBP 15,800	32,769
<b>Credit Agricole S.A.</b>		
6.500% due 06/23/2021 (c)	EUR 700	893
7.875% due 01/23/2024 (c)	\$ 14,900	15,517
<b>Fort Gordon Housing LLC</b>		
6.124% due 05/15/2051	12,825	14,373
<b>GMAC International Finance BV</b>		
7.500% due 04/21/2015	EUR 17,817	22,670
<b>GSPA Monetization Trust</b>		
6.422% due 10/09/2029	\$ 9,509	11,030
<b>LBG Capital PLC</b>		
9.125% due 07/15/2020	GBP 3,400	5,696
12.750% due 08/10/2020	400	709
15.000% due 12/21/2019	EUR 7,800	14,386
15.000% due 12/21/2019	GBP 2,000	4,374
<b>Lloyds Bank PLC</b>		
12.000% due 12/16/2024 (c)	\$ 6,000	8,715
<b>Lloyds Banking Group PLC</b>		
7.625% due 06/27/2023 (c)	GBP 2,300	3,649
<b>Navient Corp.</b>		
8.450% due 06/15/2018	\$ 5,000	5,662
<b>Nippon Life Insurance Co.</b>		
5.100% due 10/16/2044	3,100	3,237
<b>Novo Banco S.A.</b>		
2.625% due 05/08/2017	EUR 500	565
3.875% due 01/21/2015	400	496
4.750% due 01/15/2018	1,000	1,191
5.000% due 04/04/2019	371	429
5.000% due 04/23/2019	152	176
5.000% due 05/14/2019	315	369
5.000% due 05/21/2019	73	85

Edgar Filing: PIMCO CORPORATE & INCOME OPPORTUNITY FUND - Form N-CSR

		PRINCIPAL AMOUNT (000S)	MARKET VALUE (000S)
5.000% due 05/23/2019	EUR	213	\$ 247
5.875% due 11/09/2015		1,500	1,853
<b>Wachovia Capital Trust</b>			
5.570% due 12/29/2014 (c)	\$	25,000	24,312
<b>Western Group Housing LP</b>			
6.750% due 03/15/2057		10,600	13,177
			209,313

**INDUSTRIALS 10.5%**

<b>Baylor College of Medicine</b>			
5.259% due 11/15/2046		10,000	11,613
<b>Caesars Entertainment Operating Co., Inc.</b>			
9.000% due 02/15/2020		2,200	1,760
<b>Continental Airlines Pass-Through Trust</b>			
6.703% due 12/15/2022		2,369	2,558
7.373% due 06/15/2017		698	734
<b>Forbes Energy Services Ltd.</b>			
9.000% due 06/15/2019		600	504
<b>Ford Motor Co.</b>			
7.700% due 05/15/2097		31,901	41,587
<b>Gulfport Energy Corp.</b>			
7.750% due 11/01/2020		500	512
<b>Hampton Roads PPV LLC</b>			
6.171% due 06/15/2053		1,800	1,879
<b>Hema Bondco BV</b>			
6.250% due 06/15/2019	EUR	300	324
<b>Intrepid Aviation Group Holdings LLC</b>			
6.875% due 02/15/2019	\$	3,030	3,000
<b>Russian Railways via RZD Capital PLC</b>			
3.374% due 05/20/2021	EUR	23,000	24,989
<b>Scientific Games International, Inc.</b>			
10.000% due 12/01/2022	\$	7,000	6,292
<b>UAL Pass-Through Trust</b>			
7.336% due 01/02/2021		2,261	2,465
10.400% due 05/01/2018		4,179	4,675
<b>UCP, Inc.</b>			
8.500% due 10/21/2017		10,900	10,921
			113,813

**UTILITIES 6.5%**

<b>Bruce Mansfield Unit Pass-Through Trust</b>			
6.850% due 06/01/2034		4,389	4,888
<b>CenturyLink, Inc.</b>			
7.600% due 09/15/2039		11,700	11,759
<b>Dynegy Finance, Inc.</b>			
6.750% due 11/01/2019		1,635	1,703
7.375% due 11/01/2022		1,540	1,623
7.625% due 11/01/2024		260	275
<b>Gazprom OAO Via Gaz Capital S.A.</b>			
9.250% due 04/23/2019		20,800	23,158

November 30, 2014

	PRINCIPAL AMOUNT (000S)	MARKET VALUE (000S)
<b>Illinois Power Generating Co.</b>		
7.000% due 04/15/2018	\$ 2,855	\$ 2,719
7.950% due 06/01/2032	900	882
<b>Mountain States Telephone &amp; Telegraph Co.</b>		
7.375% due 05/01/2030	15,730	19,401
<b>Red Oak Power LLC</b>		
8.540% due 11/30/2019	3,707	4,003
		70,411
<b>Total Corporate Bonds &amp; Notes (Cost \$366,124)</b>		<b>393,537</b>

**MUNICIPAL BONDS & NOTES 12.8%****CALIFORNIA 6.2%**

<b>Los Angeles Community Redevelopment Agency, California Tax Allocation Bonds, (NPFGC Insured), Series 2006</b>		
6.020% due 09/01/2021	6,480	6,765
<b>Riverside County, California Redevelopment Successor Agency Tax Allocation Bonds, Series 2010</b>		
7.500% due 10/01/2030	3,425	3,805
<b>San Diego Redevelopment Agency, California Tax Allocation Bonds, Series 2010</b>		
7.750% due 09/01/2040	21,545	24,121
<b>Stockton Public Financing Authority, California Revenue Bonds, (BABs), Series 2009</b>		
7.942% due 10/01/2038	28,500	31,984
		66,675

**ILLINOIS 2.5%**

<b>Chicago, Illinois General Obligation Bonds, (BABs), Series 2010</b>		
7.517% due 01/01/2040	23,700	27,283

**NEW JERSEY 0.1%**

<b>Tobacco Settlement Financing Corp., New Jersey Revenue Bonds, Series 2007</b>		
5.000% due 06/01/2041	900	683

**NEW YORK 2.3%**

<b>Port Authority of New York &amp; New Jersey Revenue Bonds, Series 2012</b>		
4.458% due 10/01/2062	25,000	25,338

**PENNSYLVANIA 0.4%**

<b>Philadelphia Authority for Industrial Development, Pennsylvania Revenue Bonds, (AGM Insured), Series 1999</b>		
6.350% due 04/15/2028	3,400	3,960

	PRINCIPAL AMOUNT (000S)	MARKET VALUE (000S)
<b>TEXAS 0.7%</b>		
<b>Texas State Public Finance Authority Charter School Finance Corp. Revenue Bonds, Series 2010</b>		
8.125% due 02/15/2027	\$ 6,075	\$ 7,174



Edgar Filing: PIMCO CORPORATE & INCOME OPPORTUNITY FUND - Form N-CSR

**VIRGINIA 0.1%**

<b>Tobacco Settlement Financing Corp., Virginia Revenue Bonds, Series 2007</b>		
6.706% due 06/01/2046	1,425	1,071

**WEST VIRGINIA 0.5%**

<b>Tobacco Settlement Finance Authority, West Virginia Revenue Bonds, Series 2007</b>		
7.467% due 06/01/2047	7,000	6,024

<b>Total Municipal Bonds &amp; Notes</b>		
<b>(Cost \$122,911)</b>		<b>138,208</b>

**U.S. GOVERNMENT AGENCIES 11.3%**

<b>Fannie Mae</b>		
2.500% due 10/25/2022 (a)	34,061	2,403
3.000% due 06/25/2028 - 01/25/2042 (a)	41,732	4,810
3.500% due 02/25/2033 - 01/25/2043 (a)	6,896	1,042
4.000% due 12/25/2042 - 01/25/2043 (a)	20,721	3,630
5.212% due 12/25/2042	1,011	911
5.214% due 07/25/2043	2,799	2,514
5.945% due 07/25/2040 (a)	2,703	498
6.095% due 08/25/2041 (a)	13,688	2,385
6.445% due 04/25/2041 (a)	5,665	956
6.475% due 10/25/2039 (a)	25,306	4,088
6.495% due 03/25/2042 (a)	6,508	1,194
9.487% due 01/25/2042	5,293	5,533
<b>Freddie Mac</b>		
0.423% due 11/25/2017 (a)	410,560	2,950
0.432% due 07/25/2023 (a)	412,619	9,719
2.220% due 05/25/2018 (a)	13,944	877
3.500% due 09/15/2032 (a)	9,386	1,320
5.845% due 08/15/2042 (a)	8,235	1,796
6.045% due 05/15/2039 (a)	8,064	1,750
6.945% due 02/15/2034 (a)	4,557	738
8.968% due 07/15/2039	10,841	11,089
10.233% due 03/15/2044	5,323	5,636
11.315% due 09/15/2043	8,875	9,301
11.582% due 02/15/2036 - 08/15/2043	19,835	21,227
11.587% due 04/15/2044	2,857	3,041
<b>Freddie Mac Strips</b>		
3.500% due 12/15/2032 (a)	13,582	1,762
9.432% due 08/15/2044	10,924	13,038

See Accompanying Notes

ANNUAL REPORT

NOVEMBER 30, 2014 19

## Schedule of Investments PIMCO Corporate &amp; Income Opportunity Fund (Cont.)

	PRINCIPAL AMOUNT (000S)	MARKET VALUE (000S)
<b>Ginnie Mae</b>		
3.000% due 12/20/2042 (a)	\$ 481	\$ 99
3.500% due 09/16/2041 - 05/20/2043 (a)	21,736	3,859
4.000% due 05/16/2042 (a)	3,402	507
5.845% due 02/16/2040 (a)	17,491	3,384
6.595% due 01/20/2042 (a)	4,220	788
<b>Total U.S. Government Agencies (Cost \$122,612)</b>		<b>122,845</b>
<b>MORTGAGE-BACKED SECURITIES 48.8%</b>		
<b>American Home Mortgage Assets Trust</b>		
0.385% due 09/25/2046 ^	137	3
6.250% due 06/25/2037	6,243	4,273
<b>Banc of America Alternative Loan Trust</b>		
5.500% due 07/25/2033	11,824	12,393
6.000% due 01/25/2036	414	354
6.000% due 04/25/2036	6,448	5,581
<b>Banc of America Funding Trust</b>		
5.500% due 01/25/2036	799	832
6.000% due 03/25/2037 ^	8,606	7,439
6.000% due 07/25/2037 ^	1,184	908
6.000% due 08/25/2037 ^	11,545	10,210
<b>BCAP LLC Trust</b>		
4.552% due 07/26/2037	1,579	99
5.413% due 03/26/2037	3,428	1,185
7.319% due 12/26/2036	8,635	7,655
12.717% due 10/26/2036	6,265	5,854
<b>Bear Stearns ALT-A Trust</b>		
2.541% due 11/25/2036	1,200	832
2.576% due 08/25/2046	8,363	6,188
2.629% due 09/25/2035 ^	2,585	2,099
2.647% due 11/25/2034	814	720
2.830% due 08/25/2036 ^	2,785	2,046
4.856% due 09/25/2035	3,712	2,949
<b>Bear Stearns Mortgage Funding Trust</b>		
7.000% due 08/25/2036	4,522	4,218
<b>Chase Mortgage Finance Trust</b>		
2.424% due 12/25/2035 ^	42	39
6.000% due 02/25/2037 ^	3,643	3,045
6.000% due 03/25/2037 ^	788	709
6.000% due 07/25/2037 ^	2,911	2,573
<b>Citicorp Mortgage Securities Trust</b>		
6.000% due 06/25/2036	4,954	5,170
<b>Citigroup Mortgage Loan Trust, Inc.</b>		
5.330% due 04/25/2037	7,759	6,891
5.427% due 03/25/2037	2,310	2,228
<b>CitiMortgage Alternative Loan Trust</b>		
5.750% due 04/25/2037	3,561	3,086
5.750% due 05/25/2037	14,506	12,593
6.000% due 01/25/2037	3,521	2,948
6.000% due 06/25/2037 ^	8,291	6,915
	<b>PRINCIPAL AMOUNT</b>	<b>MARKET VALUE</b>

Edgar Filing: PIMCO CORPORATE & INCOME OPPORTUNITY FUND - Form N-CSR

	(000S)	(000S)
<b>Countrywide Alternative Loan Resecuritization Trust</b>		
6.000% due 08/25/2037 ^	\$ 3,701	\$ 2,910
<b>Countrywide Alternative Loan Trust</b>		
4.574% due 06/25/2047	7,077	5,979
5.095% due 04/25/2037 (a)	41,431	5,576
5.250% due 05/25/2021 ^	40	39
5.500% due 03/25/2035	1,168	1,007
5.500% due 09/25/2035	8,971	8,091
5.500% due 03/25/2036	345	277
5.750% due 01/25/2035	1,345	1,379
5.750% due 02/25/2035	1,603	1,578
6.000% due 02/25/2035	1,283	1,381
6.000% due 04/25/2036	3,248	2,749
6.000% due 05/25/2036 ^	3,525	3,100
6.000% due 01/25/2037 ^	3,806	3,496
6.000% due 02/25/2037	4,057	3,463
6.000% due 02/25/2037 ^	1,111	901
6.000% due 04/25/2037 ^	1,141	959
6.000% due 04/25/2037	11,299	9,473
6.000% due 05/25/2037	4,783	3,945
6.000% due 08/25/2037	30,816	26,353
6.250% due 10/25/2036	4,649	4,250
6.250% due 12/25/2036 ^	5,605	4,705
6.500% due 08/25/2036 ^	1,519	1,172
6.500% due 09/25/2036 ^	830	736
6.500% due 12/25/2036	2,761	2,301
21.064% due 02/25/2036	3,837	4,892
<b>Countrywide Home Loan Mortgage Pass-Through Trust</b>		
5.500% due 10/25/2035	3,792	3,502
5.500% due 07/25/2037	1,542	1,432
5.750% due 12/25/2035 ^	871	825
5.750% due 03/25/2037 ^	5,505	5,043
5.750% due 06/25/2037 ^	2,183	2,015
6.000% due 04/25/2036 ^	1,220	1,171
6.000% due 05/25/2036 ^	321	300
6.000% due 02/25/2037	1,854	1,786
6.000% due 03/25/2037	2,243	2,041
6.000% due 03/25/2037 ^	4,738	4,382
6.000% due 04/25/2037 ^	535	496
6.250% due 09/25/2036	2,128	1,926
<b>Credit Suisse Mortgage Capital Mortgage-Backed Trust</b>		
5.750% due 04/25/2036	3,314	2,848
6.000% due 02/25/2037 ^	3,600	3,262
6.000% due 06/25/2037 ^	4,173	3,887
6.500% due 10/25/2021	1,633	1,435
6.750% due 08/25/2036 ^	4,682	3,708
<b>Deutsche ALT-A Securities, Inc. Mortgage Loan Trust</b>		
5.945% due 02/25/2036	2,536	2,200
<b>First Horizon Alternative Mortgage Securities Trust</b>		
6.000% due 08/25/2036 ^	4,693	3,952
<b>GSR Mortgage Loan Trust</b>		
2.739% due 03/25/2037 ^	5,948	5,145
4.898% due 11/25/2035 ^	4,024	3,715

November 30, 2014

	PRINCIPAL AMOUNT (000S)	MARKET VALUE (000S)
4.984% due 11/25/2035	\$ 899	\$ 886
5.500% due 05/25/2036 ^	658	613
6.000% due 07/25/2037 ^	743	680
<b>IndyMac Mortgage Loan Trust</b>		
4.541% due 08/25/2035 ^	5,923	4,906
6.500% due 07/25/2037	8,065	5,604
<b>JPMorgan Alternative Loan Trust</b>		
6.310% due 08/25/2036	4,800	3,817
<b>JPMorgan Mortgage Trust</b>		
2.512% due 01/25/2037	2,686	2,350
2.841% due 02/25/2036 ^	4,968	4,468
5.000% due 03/25/2037 ^	4,792	4,416
5.020% due 10/25/2035	121	120
5.132% due 06/25/2036	2,144	1,921
5.750% due 01/25/2036 ^	304	282
6.000% due 08/25/2037 ^	875	792
<b>Lehman Mortgage Trust</b>		
6.000% due 07/25/2036 ^	2,908	2,284
6.000% due 07/25/2037	708	647
28.571% due 11/25/2035 ^	728	1,037
<b>MASTR Alternative Loan Trust</b>		
6.750% due 07/25/2036	5,762	4,255
<b>Merrill Lynch Mortgage Investors Trust</b>		
2.855% due 03/25/2036 ^	5,573	3,837
<b>Morgan Stanley Bank of America Merrill Lynch Trust</b>		
1.176% due 10/15/2046 (a)	283,578	14,769
<b>Morgan Stanley Mortgage Loan Trust</b>		
4.996% due 05/25/2036	8,654	6,879
<b>New Century Alternative Mortgage Loan Trust</b>		
6.310% due 07/25/2036 ^	18,346	12,747
<b>RBSSP Resecuritization Trust</b>		
0.372% due 10/27/2036	3,609	305
0.392% due 08/27/2037	8,000	648
<b>Residential Accredit Loans, Inc. Trust</b>		
0.335% due 06/25/2046	330	150
0.385% due 05/25/2037 ^	892	222
6.000% due 06/25/2036 ^	3,742	3,106
6.000% due 08/25/2036 ^	7,015	5,701
6.000% due 09/25/2036 ^	5,549	4,013
6.000% due 12/25/2036 ^	3,040	2,504
6.000% due 03/25/2037	5,262	4,546
6.000% due 05/25/2037	4,505	3,668
<b>Residential Asset Securitization Trust</b>		
5.750% due 02/25/2036 ^	778	657
6.000% due 02/25/2036	2,108	1,687
6.000% due 09/25/2036 ^	1,517	1,021
6.000% due 02/25/2037	3,342	2,645
6.000% due 03/25/2037 ^	4,598	3,531
6.000% due 05/25/2037 ^	5,817	5,196
6.250% due 09/25/2037 ^	6,737	4,837
<b>Residential Funding Mortgage Securities, Inc. Trust</b>		
3.389% due 02/25/2037	5,656	4,525
6.000% due 01/25/2037 ^	5,511	5,087
6.250% due 08/25/2036 ^	3,427	3,133
	PRINCIPAL AMOUNT (000S)	MARKET VALUE (000S)
<b>Structured Adjustable Rate Mortgage Loan Trust</b>		

Edgar Filing: PIMCO CORPORATE & INCOME OPPORTUNITY FUND - Form N-CSR

2.396% due 11/25/2036	\$	9,003	\$	7,367
4.839% due 05/25/2036 ^		7,375		5,752
4.850% due 03/25/2037		2,070		1,525
5.018% due 01/25/2036 ^		12,642		9,548
5.083% due 07/25/2035 ^		5,665		4,933
5.243% due 07/25/2036 ^		2,496		2,163
<b>Structured Asset Mortgage Investments Trust</b>				
0.275% due 08/25/2036		311		242
<b>Suntrust Adjustable Rate Mortgage Loan Trust</b>				
2.665% due 02/25/2037 ^		1,319		1,150
2.742% due 04/25/2037 ^		1,734		1,476
6.016% due 02/25/2037		12,365		10,658
<b>Thornburg Mortgage Securities Trust</b>				
1.794% due 06/25/2047		1,887		1,683
<b>WaMu Mortgage Pass-Through Certificates Trust</b>				
2.046% due 12/25/2036 ^		863		758
2.055% due 06/25/2037		4,008		3,483
2.119% due 07/25/2037 ^		1,538		1,311
2.232% due 09/25/2036 ^		1,027		928
4.522% due 02/25/2037 ^		2,460		2,260
4.571% due 07/25/2037 ^		4,064		3,822
6.047% due 10/25/2036 ^		3,243		2,757
<b>Washington Mutual Mortgage Pass-Through Certificates Trust</b>				
0.953% due 05/25/2047 ^		1,259		114
6.000% due 10/25/2035 ^		3,115		2,378
6.000% due 03/25/2036 ^		4,461		4,179
<b>Wells Fargo Alternative Loan Trust</b>				
6.000% due 07/25/2037		2,759		2,609
6.250% due 11/25/2037 ^		13,814		13,144
<b>Wells Fargo Mortgage-Backed Securities Trust</b>				
2.600% due 04/25/2036 ^		1,659		1,624
2.601% due 04/25/2036		770		744
2.615% due 08/25/2036		5,971		5,715
5.500% due 01/25/2036		7,403		7,174
6.000% due 07/25/2037 ^		1,599		1,585
6.000% due 08/25/2037		12,508		12,372
<b>Wells Fargo-RBS Commercial Mortgage Trust</b>				
2.159% due 11/15/2044 (a)		22,140		2,011

**Total Mortgage-Backed Securities**  
(Cost \$499,322)

527,775

**ASSET-BACKED SECURITIES 5.5%**

<b>Ameriquest Mortgage Securities, Inc. Asset-Backed Pass-Through Certificates</b>				
1.505% due 03/25/2033		122		115
<b>Countrywide Asset-Backed Certificates</b>				
5.225% due 10/25/2046 ^		6,990		6,049
<b>Credit-Based Asset Servicing and Securitization LLC</b>				
4.199% due 12/25/2035 ^		298		297

See Accompanying Notes

ANNUAL REPORT

NOVEMBER 30, 2014 21

## Schedule of Investments PIMCO Corporate &amp; Income Opportunity Fund (Cont.)

	PRINCIPAL AMOUNT (000S)	MARKET VALUE (000S)
<b>Greenpoint Manufactured Housing</b>		
8.140% due 03/20/2030	\$ 3,594	\$ 3,695
8.300% due 10/15/2026	8,300	8,925
8.450% due 06/20/2031	5,454	5,310
<b>GSAA Home Equity Trust</b>		
5.800% due 03/25/2037 ^	2,042	1,169
6.295% due 06/25/2036 ^	3,677	2,175
<b>IndyMac Home Equity Mortgage Loan Asset-Backed Trust</b>		
0.315% due 07/25/2037	4,232	2,504
<b>JPMorgan Mortgage Acquisition Trust</b>		
5.168% due 11/25/2036	10,400	10,423
5.830% due 07/25/2036 ^	174	107
<b>Lehman XS Trust</b>		
5.497% due 06/24/2046	6,366	5,004
<b>Mid-State Trust</b>		
6.340% due 10/15/2036	2,873	3,036
<b>Morgan Stanley Mortgage Loan Trust</b>		
6.250% due 07/25/2047 ^	2,008	1,530
<b>Renaissance Home Equity Loan Trust</b>		
5.612% due 04/25/2037	12,055	6,832
7.238% due 09/25/2037	3,874	2,541
<b>Total Asset-Backed Securities</b> (Cost \$56,987)		<b>59,712</b>

## SHARES

## PREFERRED SECURITIES 10.0%

## BANKING &amp; FINANCE 7.4%

<b>Citigroup Capital</b>		
7.875% due 10/30/2040	570,000	15,179
<b>CoBank ACB</b>		
6.200% due 01/01/2025 (c)	26,400	2,658
6.250% due 10/01/2022 (c)	10,000	1,036
<b>Farm Credit Bank of Texas</b>		
6.750% due 09/15/2023 (c)	180,000	18,670
10.000% due 12/15/2020 (c)	13,900	18,166
<b>GMAC Capital Trust</b>		
8.125% due 02/15/2040	923,868	24,427
		<b>80,136</b>

## UTILITIES 2.6%

<b>Qwest Corp.</b>		
7.375% due 06/01/2051	1,050,000	27,964
<b>Total Preferred Securities</b> (Cost \$103,405)		<b>108,100</b>

Edgar Filing: PIMCO CORPORATE & INCOME OPPORTUNITY FUND - Form N-CSR

	PRINCIPAL AMOUNT (000S)	MARKET VALUE (000S)
<b>SHORT-TERM INSTRUMENTS 3.0%</b>		
<b>REPURCHASE AGREEMENTS (d) 0.6%</b>		
		\$ 6,349
<b>SHORT-TERM NOTES 1.2%</b>		
<b>Fannie Mae</b>		
0.071% due 04/27/2015	\$ 4,200	4,199
0.076% due 05/01/2015	2,500	2,499
0.081% due 05/01/2015	1,700	1,700
<b>Freddie Mac</b>		
0.071% due 03/25/2015 - 04/10/2015	4,800	4,799
		13,197
<b>U.S. TREASURY BILLS 1.2%</b>		
0.040% due 12/11/2014 - 05/28/2015 (b)(f)(h)	13,237	13,235
<b>Total Short-Term Instruments</b> (Cost \$32,780)		<b>32,781</b>
<b>Total Investments in Securities (Cost \$1,312,548)</b>		<b>1,391,592</b>
<b>Total Investments 128.6%</b> (Cost \$1,312,548)		<b>\$ 1,391,592</b>
<b>Financial Derivative Instruments (e)(g) (0.4%)</b> (Cost or Premiums, net \$(8,312))		<b>(4,404)</b>
<b>Preferred Shares (30.0%)</b>		<b>(325,000)</b>
<b>Other Assets and Liabilities,</b> <b>net 1.8%</b>		<b>19,812</b>
<b>Net Assets Applicable to</b> <b>Common Shareholders 100.0%</b>		<b>\$ 1,082,000</b>

22 PIMCO CLOSED-END FUNDS

See Accompanying Notes

November 30, 2014

**NOTES TO SCHEDULE OF INVESTMENTS (AMOUNTS IN THOUSANDS\*):**

\* A zero balance may reflect actual amounts rounding to less than one thousand.

^ Security is in default.

(a) Interest only security.

(b) Coupon represents a weighted average yield to maturity.

(c) Perpetual maturity; date shown, if applicable, represents next contractual call date.

**BORROWINGS AND OTHER FINANCING TRANSACTIONS****(d) REPURCHASE AGREEMENTS:**

Counterparty	Lending Rate	Settlement Date	Maturity Date	Principal Amount	Collateralized By	Collateral Received, at Value	Repurchase Agreements, at Value	Repurchase Agreement Proceeds to be Received <sup>(1)</sup>
BOS	0.160%	11/28/2014	12/01/2014	\$ 3,600	U.S. Treasury Bonds 3.000% due 11/15/2044	\$ (3,682)	\$ 3,600	\$ 3,600
SSB	0.000%	11/28/2014	12/01/2014	2,749	U.S. Treasury Notes 3.750% due 11/15/2018	(2,808)	2,749	2,749
<b>Total Repurchase Agreements</b>						<b>\$ (6,490)</b>	<b>\$ 6,349</b>	<b>\$ 6,349</b>

<sup>(1)</sup>Includes accrued interest.

As of November 30, 2014, there were no open reverse repurchase agreements. The average amount of borrowings while outstanding during the period ended November 30, 2014 was \$19,546 at a weighted average interest rate of 0.428%.

**BORROWINGS AND OTHER FINANCING TRANSACTIONS SUMMARY**

The following is a summary by counterparty of the market value of Borrowings and Other Financing Transactions and collateral (received) as of November 30, 2014:

Counterparty	Repurchase Agreement Proceeds to be Received	Payable for Reverse Repurchase Agreements	Payable for Sale-Buyback Transactions	Payable for Short Sales	Total Borrowings and Other Financing Transactions	Collateral (Received)	Net Exposure <sup>(2)</sup>
Global/Master Repurchase Agreement							
BOS	\$ 3,600	\$ 0	\$ 0	\$ 0	\$ 3,600	\$ (3,682)	\$ (82)



Edgar Filing: PIMCO CORPORATE & INCOME OPPORTUNITY FUND - Form N-CSR

SSB	2,749	0	0	0	2,749	(2,808)	(59)
<b>Total Borrowings and Other Financing Transactions</b>	<b>\$ 6,349</b>	<b>\$ 0</b>	<b>\$ 0</b>	<b>\$ 0</b>			

<sup>(2)</sup>Net Exposure represents the net receivable/(payable) that would be due from/to the counterparty in the event of default. Exposure from borrowings and other financing transactions can only be netted across transactions governed under the same master agreement with the same legal entity. See Note 7, Principal Risks, in the Notes to Financial Statements for more information regarding master netting arrangements.

See Accompanying Notes

ANNUAL REPORT

NOVEMBER 30, 2014 23

## Schedule of Investments PIMCO Corporate &amp; Income Opportunity Fund (Cont.)

## (e) FINANCIAL DERIVATIVE INSTRUMENTS: EXCHANGE-TRADED OR CENTRALLY CLEARED

## SWAP AGREEMENTS:

CREDIT DEFAULT SWAPS ON CREDIT INDICES - SELL PROTECTION <sup>(1)</sup>

Index/Tranches	Fixed Deal Receive Rate	Maturity Date	Notional Amount <sup>(2)</sup>	Market Value <sup>(3)</sup>	Unrealized Appreciation	Variation Margin	
						Asset	Liability
CDX.IG-23 5-Year Index	1.000%	12/20/2019	\$ 75,800	\$ 1,572	\$ 340	\$ 0	\$ (22)

<sup>(1)</sup>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 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.

<sup>(2)</sup>The maximum potential amount the Fund could be required to pay as a seller of credit protection or receive as a buyer of credit protection if a credit event occurs as defined under the terms of that particular swap agreement.

<sup>(3)</sup>The prices and resulting values for credit default swap agreements on credit indices serve as an indicator of the current status 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 be 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 indices' credit soundness and a greater likelihood or risk of default or other credit event occurring as defined under the terms of the agreement.

## INTEREST RATE SWAPS

Pay/Receive	Floating Rate Index	Fixed Rate	Maturity Date	Notional Amount	Market Value	Unrealized Appreciation/ (Depreciation)	Variation Margin	
							Asset	Liability
Receive	3-Month USD-LIBOR	2.000%	06/18/2019	\$ 331,200	\$ (9,568)	\$ (6,763)	\$ 0	\$ (658)
Pay	3-Month USD-LIBOR	2.250%	12/17/2019	164,200	4,614	382	356	0
Receive	3-Month USD-LIBOR	3.750%	09/17/2043	385,000	(58,126)	(30,337)	0	(3,031)
Pay	3-Month USD-LIBOR	3.500%	06/19/2044	385,000	55,308	67,868	3,065	0
Receive	3-Month USD-LIBOR	3.500%	12/17/2044	209,200	(26,678)	(18,406)	0	(1,646)
Pay	28-Day MXN-TIIE	7.580%	04/05/2034	MXN 560,000	4,520	(152)	0	(49)
					\$ (29,930)	\$ 12,592	\$ 3,421	\$ (5,384)
<b>Total Swap Agreements</b>					<b>\$ (28,358)</b>	<b>\$ 12,932</b>	<b>\$ 3,421</b>	<b>\$ (5,406)</b>

FINANCIAL DERIVATIVE INSTRUMENTS: EXCHANGE-TRADED OR CENTRALLY CLEARED SUMMARY

The following is a summary of the market value and variation margin of Exchange-Traded or Centrally Cleared Financial Derivative Instruments as of November 30, 2014:

(f) Securities with an aggregate market value of \$5,731 and cash of \$22,347 have been pledged as collateral for exchange-traded and centrally cleared financial derivative instruments as of November 30, 2014. See Note 7, Principal Risks, in the Notes to Financial Statements for more information regarding master netting arrangements.

	Financial Derivative Assets				Financial Derivative Liabilities			
	Market Value		Variation Margin		Market Value		Variation Margin	
	Purchased		Asset		Written		Liability	
	Options	Futures	Swap Agreements	Total	Options	Futures	Swap Agreements	Total
<b>Total Exchange-Traded or Centrally Cleared</b>	\$ 0	\$ 0	\$ 3,421	\$ 3,421	\$ 0	\$ 0	\$ (5,406)	\$ (5,406)

November 30, 2014

## (g) FINANCIAL DERIVATIVE INSTRUMENTS: OVER THE COUNTER

## FORWARD FOREIGN CURRENCY CONTRACTS:

Counterparty	Settlement Month	Currency to be Delivered		Currency to be Received	Unrealized Appreciation/ (Depreciation)	
					Asset	Liability
BOA	12/2014	BRL	53,246	\$ 20,798	\$ 111	\$ 0
	12/2014	EUR	86	109	3	0
	12/2014	GBP	137	219	5	0
	12/2014	\$	21,349	BRL 53,246	0	(661)
	12/2014		1,436	MXN 19,320	0	(49)
	01/2015	EUR	7,433	\$ 9,220	0	(24)
	06/2015		503	684	57	0
	06/2015	\$	76	EUR 58	0	(3)
	06/2016	EUR	1,430	\$ 1,958	162	0
	06/2016	\$	84	EUR 62	0	(6)
BPS	12/2014	BRL	83,611	\$ 32,470	0	(15)
	12/2014	MXN	14,721	1,105	48	0
	12/2014	\$	32,634	BRL 83,611	0	(149)
	12/2014		128	MXN 1,734	0	(3)
	01/2015		32,181	BRL 83,611	4	0
	02/2015		126	MXN 1,708	0	(4)
BRC	06/2015	EUR	230	\$ 312	25	0
	12/2014	BRL	519	211	9	0
	12/2014	GBP	136	217	5	0
	12/2014	MXN	15,001	1,137	60	0
	12/2014	\$	203	BRL 519	0	(1)
	02/2015		1,657	MXN 22,522	0	(44)
	06/2015	EUR	289	\$ 393	33	0
CBK	06/2015	\$	128	EUR 97	0	(7)
	06/2016	EUR	268	\$ 369	32	0
	12/2014	GBP	3,288	5,145	9	0
	01/2015	BRL	136,265	54,200	1,747	0
	02/2015	MXN	14,029	1,030	25	0
	02/2015	\$	310	MXN 4,248	0	(6)
DUB	06/2015	EUR	247	\$ 338	30	0
	06/2015	\$	29	EUR 22	0	(2)
	12/2014	BRL	10,907	\$ 4,224	21	(35)
	12/2014	MXN	4,480	332	10	0
	12/2014	\$	4,226	BRL 10,907	14	(2)
FBF	02/2015		3,683	9,742	34	0
	06/2015		382	EUR 294	0	(16)
	06/2016	EUR	149	\$ 204	17	0
	12/2014	BRL	403	164	7	0
	12/2014	\$	157	BRL 403	0	(1)
	12/2014		49,280	GBP 31,386	0	(255)

Edgar Filing: PIMCO CORPORATE & INCOME OPPORTUNITY FUND - Form N-CSR

	01/2015	GBP	31,386	\$	49,269	254	0
	04/2015	EUR	18,404		24,951	2,042	0
	06/2015		417		566	47	0
<b>GLM</b>	12/2014	BRL	646		263	12	0
	12/2014	GBP	275		432	3	0
	12/2014	\$	252	BRL	646	0	(1)
	01/2015	EUR	13,205	\$	16,419	0	(4)
	02/2015	MXN	17,828		1,306	30	0
	06/2015	\$	560	EUR	421	0	(36)
<b>JPM</b>	12/2014		20,733		16,721	59	0
	12/2014		244	MXN	3,311	0	(7)

See Accompanying Notes

ANNUAL REPORT

NOVEMBER 30, 2014 25

## Schedule of Investments PIMCO Corporate &amp; Income Opportunity Fund (Cont.)

Counterparty	Settlement Month	Currency to be Delivered		Currency to be Received	Unrealized Appreciation/ (Depreciation)		
					Asset	Liability	
	01/2015	EUR	16,721	\$	20,737	\$ 0	\$ (59)
	02/2015	\$	269	MXN	3,707	0	(4)
MSB	12/2014	BRL	107,618	\$	41,763	59	(110)
	12/2014	GBP	27,551		44,531	1,497	0
	12/2014	\$	42,591	BRL	107,618	0	(778)
	01/2015	BRL	112,802	\$	44,907	1,485	0
	02/2015	\$	30,071	BRL	79,086	106	0
	06/2015	EUR	350	\$	480	44	0
	06/2016		376		517	45	0
NAB	06/2015		292		397	34	0
	06/2016		818		1,123	96	0
UAG	12/2014	BRL	82,773		31,965	0	(195)
	12/2014	EUR	16,636		21,144	458	0
	12/2014	\$	32,933	BRL	82,773	0	(773)
	02/2015		31,395		82,773	189	0
	06/2015		228	EUR	173	0	(13)
<b>Total Forward Foreign Currency Contracts</b>						<b>\$ 8,928</b>	<b>\$ (3,263)</b>

## SWAP AGREEMENTS:

CREDIT DEFAULT SWAPS ON CORPORATE AND SOVEREIGN ISSUES - SELL PROTECTION <sup>(1)</sup>

Counterparty	Reference Entity	Fixed Deal Receive Rate	Maturity Date	Implied Credit Spread at November 30, 2014 <sup>(2)</sup>	Notional Amount <sup>(3)</sup>	Premiums Paid/ (Received)	Unrealized Appreciation/ (Depreciation)	Swap Agreements, at Value	
								Asset	Liability
BPS	Novo Banco S.A.	5.000%	12/20/2019	4.720%	EUR 600	\$ (9)	\$ 25	\$ 16	\$ 0
	Petrobras International Finance Co. S.A.	1.000%	12/20/2024	3.541%	\$ 1,800	(352)	6	0	(346)
BRC	Abengoa S.A.	5.000%	12/20/2019	12.329%	EUR 5,000	(244)	(1,111)	0	(1,355)
	Novo Banco S.A.	5.000%	12/20/2019	4.720%	1,500	(24)	63	39	0
CBK	China Government International Bond	1.000%	06/20/2019	0.687%	\$ 45,000	339	374	713	0
	Russia Government International Bond	1.000%	06/20/2019	3.150%	25,000	(1,496)	(664)	0	(2,160)
GST	Petrobras International Finance Co. S.A.	1.000%	12/20/2024	3.541%	2,400	(476)	16	0	(460)
HUS	Petrobras International Finance Co. S.A.	1.000%	12/20/2019	2.852%	1,400	(116)	0	0	(116)

Edgar Filing: PIMCO CORPORATE & INCOME OPPORTUNITY FUND - Form N-CSR

	Petrobras International Finance Co. S.A.	1.000%	12/20/2024	3.541%	3,000	(623)	47	0	(576)
JPM	Russia Government International Bond	1.000%	06/20/2019	3.150%	50,000	(3,421)	(898)	0	(4,319)
MYC	Petrobras International Finance Co. S.A.	1.000%	12/20/2019	2.852%	14,500	(1,342)	142	0	(1,200)
						\$ (7,764)	\$ (2,000)	\$ 768	\$ (10,532)

<sup>(1)</sup>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 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.

November 30, 2014

- (2) 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 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. Wider credit spreads 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.
- (3) The maximum potential amount the Fund could be required to pay as a seller of credit protection or receive as a buyer of credit protection if a credit event occurs as defined under the terms of that particular swap agreement.

**INTEREST RATE SWAPS**

Counterparty	Pay/ Receive Floating Rate	Floating Rate Index	Fixed Rate	Maturity Date	Notional Amount	Premiums Paid/(Received)	Unrealized Appreciation/ Depreciation	Swap Agreements, at Value	
								Asset	Liability
BOA	Pay	1-Year BRL-CDI	11.470%	01/02/2017	BRL 319,800	\$ 311	\$ (23)	\$ 288	\$ 0
	Pay	3-Month USD-LIBOR	2.200%	01/14/2020	\$ 275,200	(626)	1,973	1,347	0
CBK	Pay	1-Year BRL-CDI	11.500%	01/04/2021	BRL 80,300	(77)	247	170	0
UAG	Pay	1-Year BRL-CDI	11.250%	01/04/2021	105,000	(156)	31	0	(125)
						\$ (548)	\$ 2,228	\$ 1,805	\$ (125)
<b>Total Swap Agreements</b>						<b>\$ (8,312)</b>	<b>\$ 228</b>	<b>\$ 2,573</b>	<b>\$ (10,657)</b>

**FINANCIAL DERIVATIVE INSTRUMENTS: OVER THE COUNTER SUMMARY**

The following is a summary by counterparty of the market value of OTC financial derivative instruments and collateral (received)/pledged as of November 30, 2014:

- (h) Securities with an aggregate market value of \$7,504 have been pledged as collateral for financial derivative instruments as governed by International Swaps and Derivatives Association, Inc. master agreements as of November 30, 2014.

Counterparty	Financial Derivative Assets				Financial Derivative Liabilities				Net Market Value of OTC Derivatives	Collateral (Received)/ Pledged	Net Exposure (4)
	Forward Foreign Currency Contracts	Purchased Options	Swap Agreements	Total Over the Counter	Forward Foreign Currency Contracts	Written Options	Swap Agreements	Total Over the Counter			
BOA	\$ 338	\$ 0	\$ 1,635	\$ 1,973	\$ (743)	\$ 0	\$ 0	\$ (743)	\$ 1,230	\$ (1,410)	\$ (180)
BPS	77	0	16	93	(171)	0	(346)	(517)	(424)	0	(424)
BRC	139	0	39	178	(52)	0	(1,355)	(1,407)	(1,229)	823	(406)
CBK	1,811	0	883	2,694	(8)	0	(2,160)	(2,168)	526	770	1,296
DUB	96	0	0	96	(53)	0	0	(53)	43	0	43
FBF	2,350	0	0	2,350	(256)	0	0	(256)	2,094	(1,910)	184
GLM	45	0	0	45	(41)	0	0	(41)	4	0	4
GST	0	0	0	0	0	0	(460)	(460)	(460)	1,182	722



Edgar Filing: PIMCO CORPORATE & INCOME OPPORTUNITY FUND - Form N-CSR

HUS	0	0	0	0	0	0	(692)	(692)	(692)	580	(112)
JPM	59	0	0	59	(70)	0	(4,319)	(4,389)	(4,330)	3,837	(493)
MSB	3,236	0	0	3,236	(888)	0	0	(888)	2,348	(2,020)	328
MYC	0	0	0	0	0	0	(1,200)	(1,200)	(1,200)	(160)	(1,360)
NAB	130	0	0	130	0	0	0	0	130	0	130
UAG	647	0	0	647	(981)	0	(125)	(1,106)	(459)	313	(146)
<b>Total Over the Counter</b>	<b>\$ 8,928</b>	<b>\$ 0</b>	<b>\$ 2,573</b>	<b>\$ 11,501</b>	<b>\$ (3,263)</b>	<b>\$ 0</b>	<b>\$ (10,657)</b>	<b>\$ (13,920)</b>			

<sup>(4)</sup>Net Exposure represents the net receivable/(payable) that would be due from/to the counterparty in the event of default. Exposure from OTC financial derivative instruments can only be netted across transactions governed under the same master agreement with the same legal entity. See Note 7, Principal Risks, in the Notes to Financial Statements for more information regarding master netting arrangements.

See Accompanying Notes

ANNUAL REPORT

NOVEMBER 30, 2014 27

Schedule of Investments PIMCO Corporate & Income Opportunity Fund (Cont.)

**FAIR VALUE OF FINANCIAL DERIVATIVE INSTRUMENTS**

The following is a summary of the fair valuation of the Fund's derivative instruments categorized by risk exposure. See Note 7, Principal Risks, in the Notes to Financial Statements on risks of the Fund.

**Fair Values of Financial Derivative Instruments on the Statement of Assets and Liabilities as of November 30, 2014:**

	Derivatives not accounted for as hedging instruments					Total
	Commodity Contracts	Credit Contracts	Equity Contracts	Foreign Exchange Contracts	Interest Rate Contracts	
<b>Financial Derivative Instruments - Assets</b>						
Exchange-traded or centrally cleared						
Swap Agreements	\$ 0	\$ 0	\$ 0	\$ 0	\$ 3,421	\$ 3,421
Over the counter						
Forward Foreign Currency Contracts	\$ 0	\$ 0	\$ 0	\$ 8,928	\$ 0	\$ 8,928
Swap Agreements	0	768	0	0	1,805	2,573
	\$ 0	\$ 768	\$ 0	\$ 8,928	\$ 1,805	\$ 11,501
	\$ 0	\$ 768	\$ 0	\$ 8,928	\$ 5,226	\$ 14,922
<b>Financial Derivative Instruments - Liabilities</b>						
Exchange-traded or centrally cleared						
Swap Agreements	\$ 0	\$ 22	\$ 0	\$ 0	\$ 5,384	\$ 5,406
Over the counter						
Forward Foreign Currency Contracts	\$ 0	\$ 0	\$ 0	\$ 3,263	\$ 0	\$ 3,263
Swap Agreements	0	10,532	0	0	125	10,657
	\$ 0	\$ 10,532	\$ 0	\$ 3,263	\$ 125	\$ 13,920
	\$ 0	\$ 10,554	\$ 0	\$ 3,263	\$ 5,509	\$ 19,326

**The Effect of Financial Derivative Instruments on the Statement of Operations for the Period Ended November 30, 2014:**

Derivatives not accounted for as hedging instruments

Total

Edgar Filing: PIMCO CORPORATE & INCOME OPPORTUNITY FUND - Form N-CSR

	Commodity Contracts	Credit Contracts	Equity Contracts	Foreign Exchange Contracts	Interest Rate Contracts	
<b>Net Realized Gain (Loss) on Financial Derivative Instruments</b>						
Exchange-traded or centrally cleared						
Swap Agreements	\$ 0	\$ 11,657	\$ 0	\$ 0	\$ (50,162)	\$ (38,505)
Over the counter						
Forward Foreign Currency Contracts	\$ 0	\$ 0	\$ 0	\$ (1,577)	\$ 0	\$ (1,577)
Swap Agreements	0	133	0	0	46,819	46,952
	\$ 0	\$ 133	\$ 0	\$ (1,577)	\$ 46,819	\$ 45,375
	\$ 0	\$ 11,790	\$ 0	\$ (1,577)	\$ (3,343)	\$ 6,870
<b>Net Change in Unrealized Appreciation (Depreciation) on Financial Derivative Instruments</b>						
Exchange-traded or centrally cleared						
Swap Agreements	\$ 0	\$ (5,078)	\$ 0	\$ 0	\$ 5,857	\$ 779
Over the counter						
Forward Foreign Currency Contracts	\$ 0	\$ 0	\$ 0	\$ 6,723	\$ 0	\$ 6,723
Swap Agreements	0	(2,000)	0	0	(4,559)	(6,559)
	\$ 0	\$ (2,000)	\$ 0	\$ 6,723	\$ (4,559)	\$ 164
	\$ 0	\$ (7,078)	\$ 0	\$ 6,723	\$ 1,298	\$ 943

November 30, 2014

**FAIR VALUE MEASUREMENTS**

The following is a summary of the fair valuations according to the inputs used as of November 30, 2014 in valuing the Fund's assets and liabilities:

Category and Subcategory	Level 1	Level 2	Level 3	Fair Value at 11/30/2014
<b>Investments in Securities, at Value</b>				
Bank Loan Obligations	\$ 0	\$ 8,634	\$ 0	\$ 8,634
<b>Corporate Bonds &amp; Notes</b>				
Banking & Finance	0	198,283	11,030	209,313
Industrials	0	92,460	21,353	113,813
Utilities	0	65,523	4,888	70,411
<b>Municipal Bonds &amp; Notes</b>				
California	0	66,675	0	66,675
Illinois	0	27,283	0	27,283
New Jersey	0	683	0	683
New York	0	25,338	0	25,338
Pennsylvania	0	3,960	0	3,960
Texas	0	7,174	0	7,174
Virginia	0	1,071	0	1,071
West Virginia	0	6,024	0	6,024
U.S. Government Agencies	0	122,845	0	122,845
Mortgage-Backed Securities	0	527,775	0	527,775
Asset-Backed Securities	0	59,712	0	59,712
<b>Preferred Securities</b>				
Banking & Finance	39,606	40,530	0	80,136
Utilities	0	27,964	0	27,964
<b>Short-Term Instruments</b>				
Repurchase Agreements	0	6,349	0	6,349
Short-Term Notes	0	13,197	0	13,197
U.S. Treasury Bills	0	13,235	0	13,235
Total Investments	\$ 39,606	\$ 1,314,715	\$ 37,271	\$ 1,391,592
<b>Financial Derivative Instruments - Assets</b>				
Exchange-traded or centrally cleared	0	3,421	0	3,421
Over the counter	0	11,501	0	11,501
	\$ 0	\$ 14,922	\$ 0	\$ 14,922
<b>Financial Derivative Instruments - Liabilities</b>				
Exchange-traded or centrally cleared	0	(5,406)	0	(5,406)
Over the counter	0	(13,920)	0	(13,920)
	\$ 0	\$ (19,326)	\$ 0	\$ (19,326)
Totals	\$ 39,606	\$ 1,310,311	\$ 37,271	\$ 1,387,188

There were assets and liabilities valued at \$27,964 transferred from Level 1 to Level 2 during the period ended November 30, 2014. There were no significant assets and liabilities transferred from Level 2 to Level 1 during the period ended November 30, 2014.



## Schedule of Investments PIMCO Corporate &amp; Income Opportunity Fund (Cont.)

November 30, 2014

The following is a reconciliation of the fair valuations using significant unobservable inputs (Level 3) for the Fund during the period ended November 30, 2014:

Category and Subcategory	Beginning Balance at 11/30/2013	Net Purchases	Net Sales	Accrued Discounts/ (Premiums)	Realized Gain/ (Loss)	Net Change in Unrealized Appreciation/ (Depreciation) <sup>(1)</sup>	Transfers into Level 3	Transfers out of Level 3	Ending Balance at 11/30/2014	Net Change in Unrealized Appreciation/ (Depreciation) on Investments Held at 11/30/2014 <sup>(1)</sup>
<b>Investments in Securities, at Value</b>										
Corporate Bonds & Notes										
Banking & Finance	\$ 9,620	\$ 0	\$ (189)	\$ 4	\$ 2	\$ 1,593	\$ 0	\$ 0	\$ 11,030	\$ 1,517
Industrials	12,769	10,859	(3,672)	39	(118)	1,476	0	0	21,353	977
Utilities	0	0	0	0	0	0	4,888	0	4,888	0
Totals	\$ 22,389	\$ 10,859	\$ (3,861)	\$ 43	\$ (116)	\$ 3,069	\$ 4,888	\$ 0	\$ 37,271	\$ 2,494

The following is a summary of significant unobservable inputs used in the fair valuations of assets and liabilities categorized within Level 3 of the fair value hierarchy:

Category and Subcategory	Ending Balance at 11/30/2014	Valuation Technique	Unobservable Inputs	Input Value(s) (% Unless Noted Otherwise)
<b>Investments in Securities, at Value</b>				
Corporate Bonds & Notes				
Banking & Finance	\$ 11,030	Benchmark Pricing	Base Price	115.40
Industrials	10,921	Benchmark Pricing	Base Price	100.00
	10,432	Third Party Vendor	Broker Quote	105.12-111.87
Utilities	4,888	Third Party Vendor	Broker Quote	111.36
Total	\$ 37,271			

<sup>(1)</sup> Any difference between Net Change in Unrealized Appreciation/(Depreciation) and Net Change in Unrealized Appreciation/(Depreciation) on Investments Held at November 30, 2014 may be due to an investment no longer held or categorized as level 3 at period end.



Notes to Financial Statements

November 30, 2014

1. ORGANIZATION

PIMCO Corporate and Income Opportunity Fund (the Fund) was organized as a Massachusetts business trust on September 13, 2002 as a closed-end management investment company registered under the Investment Company Act of 1940, as amended, and the rules and regulations thereunder (the Act). The Fund is classified and managed as a diversified fund. Pacific Investment Management Company LLC (PIMCO or the Manager) serves as the Fund's investment manager.

Prior to the close of business on September 5, 2014, Allianz Global Investors Fund Management LLC (AGIFM) and PIMCO served as the Fund's investment manager and sub-adviser, respectively. Effective at the close of business on September 5, 2014, the Fund entered into a new investment management agreement (the Agreement) with PIMCO, pursuant to which PIMCO replaced AGIFM as the investment manager to the Fund. Under the Agreement, PIMCO continues to provide the day-to-day portfolio management services it provided to the Fund as its sub-adviser and also assumed responsibility for providing the supervisory and administrative services previously provided by AGIFM to the Fund as its investment manager. PIMCO personnel have replaced AGIFM personnel as Fund officers and in other roles to provide and oversee the administrative, accounting/financial reporting, compliance, legal, marketing, transfer agency, shareholder servicing and other services required for the daily operations of the Fund. Please see Fees and Expenses below for additional information.

The Fund has authorized an unlimited number of Common Shares at a par value of \$0.00001 per share.

2. SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies consistently followed by the Fund in the preparation of its financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP). The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in net assets from operations during the reporting period. Actual results could differ from those estimates.

(a) **Securities Transactions and Investment Income** Securities transactions are recorded as of the trade date for financial reporting purposes. Securities purchased or sold on a when-issued or delayed-delivery basis may be settled 15 days or more after the trade date. Realized gains and losses from securities sold are recorded on the identified cost basis. Dividend income is recorded on the ex-dividend date, except certain dividends from foreign securities where the ex-dividend date may have passed, which are recorded as soon as the Fund is informed of the ex-dividend date. Interest income, adjusted for the accretion of discounts and amortization of premiums, is recorded on the accrual basis from settlement date. For convertible securities, premiums attributable to the conversion feature are not amortized. Estimated tax liabilities on certain foreign securities are recorded on an accrual basis and are reflected as components of interest income or net change in unrealized gain/loss on investments on the Statement of Operations, as appropriate. Tax liabilities realized as a result of such security sales are reflected as a component of net realized gain/loss on investments on the Statement of Operations. Paydown gains and losses on mortgage-related and other asset-backed securities are recorded as components of interest income on the Statement of Operations.





---

**Notes to Financial Statements (Cont.)**

Debt obligations may be placed on non-accrual status and related interest income may be reduced by ceasing current accruals and writing off interest receivable when the collection of all or a portion of interest has become doubtful based on consistently applied procedures. A debt obligation is removed from non-accrual status when the issuer resumes interest payments or when collectability of interest is probable.

**(b) Cash and Foreign Currency** The functional and reporting currency for the Fund is the U.S. dollar. The market values of foreign securities, currency holdings and other assets and liabilities are translated into U.S. dollars based on the current exchange rates each business day. Purchases and sales of securities and income and expense items denominated in foreign currencies are translated into U.S. dollars at the exchange rate in effect on the transaction date. The Fund does not separately report the effects of changes in foreign exchange rates from changes in market prices on securities held. Such changes are included in net realized and net changes in unrealized gain or loss from investments on the Statement of Operations. The Fund may invest in foreign currency-denominated securities and may engage in foreign currency transactions either on a spot (cash) basis at the rate prevailing in the currency exchange market at the time or through a forward foreign currency contract (see financial derivative instruments). Realized foreign exchange gains or losses arising from sales of spot foreign currencies, currency gains or losses realized between the trade and settlement dates on securities transactions and the difference between the recorded amounts of dividends, interest, and foreign withholding taxes and the U.S. dollar equivalent of the amounts actually received or paid are included in net realized gain or loss on foreign currency transactions on the Statement of Operations. Net unrealized foreign exchange gains and losses arising from changes in foreign exchange rates on foreign denominated assets and liabilities other than investments in securities held at the end of the reporting period are included in net change in unrealized appreciation or depreciation on foreign currency assets and liabilities on the Statement of Operations.

**(c) Distributions Common Shares** The Fund intends to declare distributions from net investment income and gains from the sale of portfolio securities and other sources to common shareholders monthly. Net realized capital gains earned by the Fund, if any, will be distributed no less frequently than once each year. The Fund may engage in investment strategies, including the use of derivatives, to, among other things, generate current, distributable income without regard to possible declines in the Fund's net asset value. The Fund's income and gain-generating strategies, including certain derivatives strategies, may generate current income and gains for monthly distributions even in situations when the Fund has experienced a decline in net assets, including losses due to adverse changes in securities markets or the Fund's portfolio of investments, including derivatives. Consequently, common shareholders may receive distributions and owe tax at a time when their investment in the Fund has declined in value, which tax may be at ordinary income rates. Also, the tax treatment of certain derivatives may be open to different interpretations. Any recharacterization of payments made or received by the Fund pursuant to derivatives potentially could affect the amount, timing or character of Fund distributions. In addition, the tax treatment of such investment strategies may be changed by regulation or otherwise.

Income distributions and capital gain distributions are determined in accordance with income tax regulations which may differ from U.S. GAAP. Differences between tax regulations and U.S. GAAP may cause timing differences between income and capital gain recognition. Examples of events that give rise to timing differences include wash sales, straddles and capital loss carryforwards. Further,

November 30, 2014

the character of investment income and capital gains may be different for certain transactions under the two methods of accounting. Examples of characterization differences include the treatment of paydowns on mortgage-backed securities, swaps, foreign currency transactions and contingent debt instruments. As a result, income distributions and capital gain distributions declared during a fiscal period may differ significantly from the net investment income (loss) and realized gains (losses) reported on the Fund's annual financial statements presented under U.S. GAAP.

Distributions classified as a tax basis return of capital, if any, are reflected on the accompanying Statements of Changes in Net Assets and have been recorded to paid in capital. In addition, other amounts have been reclassified between undistributed net investment income, accumulated undistributed net realized gains or losses and/or paid in capital to more appropriately conform financial accounting to tax characterizations of distributions.

(d) **New Accounting Pronouncements** In June 2013, the Financial Accounting Standards Board ( FASB ) issued an Accounting Standards Update ( ASU ) providing updated guidance for assessing whether an entity is an investment company and for the measurement of noncontrolling ownership interests in other investment companies. This update became effective for interim or annual periods beginning on or after December 15, 2013. At this time, management is evaluating the implications of these changes on the financial statements.

In June 2014, the FASB issued an ASU that expands secured borrowing accounting for certain repurchase agreements. The ASU also sets forth additional disclosure requirements for certain transactions accounted for as sales, in order to provide financial statement users with information to compare to similar transactions accounted for as secured borrowings. The ASU is effective prospectively during interim or annual periods beginning after December 15, 2014. At this time, management is evaluating the implications of these changes on the Fund's financial statements.

### 3. INVESTMENT VALUATION AND FAIR VALUE MEASUREMENTS

(a) **Investment Valuation Policies** The Net Asset Value ( NAV ) of the Fund's shares is valued as of the close of regular trading (normally 4:00 p.m., Eastern time) (the NYSE Close ) on each day that the New York Stock Exchange ( NYSE ) is open (each a Business Day ). Information that becomes known to the Fund or its agents after the NAV has been calculated on a particular day will not generally be used to retroactively adjust the price of a security or the NAV determined earlier that day.

For purposes of calculating the NAV, portfolio securities and other financial derivative instruments are valued on each Business Day using valuation methods as adopted by the Board of Trustees (the Board ) of the Fund. The Board has formed a Valuation Committee, whose function is to monitor the valuation of portfolio securities and other financial derivative instruments and, as required by the Fund's valuation policies, determine in good faith the fair value of the Fund's portfolio holdings after consideration of all relevant factors, including recommendations provided by the Manager. The Board has delegated responsibility for applying the valuation methods to the Manager. The Manager monitors the continual appropriateness of methods applied and determines if adjustments should be made in light of market factor changes and events affecting issuers.

Where market quotes are readily available, fair market value is generally determined on the basis of official closing prices or the last reported sales prices, or if no sales are reported, based on quotes



---

**Notes to Financial Statements (Cont.)**

obtained from a quotation reporting system, established market makers, or pricing services. Where market quotes are not readily available, portfolio securities and other financial derivative instruments are valued at fair value, as determined in good faith by the Board, its Valuation Committee, or the Manager pursuant to instructions from the Board or its Valuation Committee. Market quotes are considered not readily available in circumstances where there is an absence of current or reliable market-based data (e.g., trade information, bid/ask information, or broker quotes), including where events occur after the close of the relevant market, but prior to the NYSE Close, that materially affect the values of the Fund's securities or financial derivative instruments. In addition, market quotes are considered not readily available when, due to extraordinary circumstances, the exchanges or markets on which securities trade do not open for trading for the entire day and no other market prices are available. The Board has delegated to the Manager the responsibility for monitoring significant events that may materially affect the values of the Fund's securities or financial derivative instruments and for determining whether the value of the applicable securities or financial derivative instruments should be re-evaluated in light of such significant events.

The Board has adopted methods for valuing securities and other financial derivative instruments that may require fair valuation under particular circumstances. The Manager monitors the continual appropriateness of fair valuation methods applied and determines if adjustments should be made in light of market changes, events affecting the issuer, or other factors. If the Manager determines that a fair valuation method may no longer be appropriate, another valuation method may be selected, or the Valuation Committee may take any appropriate action in accordance with procedures set forth by the Board. The Board reviews the appropriateness of the valuation methods from time to time, and these methods may be amended or supplemented from time to time by the Valuation Committee.

In circumstances in which daily market quotes are not readily available, investments may be valued pursuant to guidelines established by the Board. In the event that the security or asset cannot be valued pursuant to the established guidelines, the value of the security or other financial derivative instrument will be determined in good faith by the Valuation Committee of the Board, generally based upon recommendations provided by PIMCO. These methods may require subjective determinations about the value of a security. While the Fund's policy is intended to result in a calculation of the Fund's NAV that fairly reflects security values as of the time of pricing, the Fund cannot guarantee that values determined by the Board or persons acting at their direction would accurately reflect the price that the Fund could obtain for a security if it were to dispose of that security as of the time of pricing (for instance, in a forced or distressed sale). The prices used by the Fund may differ from the value that would be realized if the securities were sold.

(b) **Fair Value Hierarchy** U.S. GAAP describes fair market value as the price that the Fund would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. It establishes a fair value hierarchy that prioritizes inputs to valuation methods and requires disclosure of the fair value hierarchy, separately for the major category of assets and liabilities, that segregates fair value measurements into levels (Level 1, 2, and 3). The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. Levels 1, 2, and 3 of the fair value hierarchy are defined as follows:

<sup>n</sup> Level 1 Inputs using (unadjusted) quoted prices in active markets or exchanges for identical assets and liabilities.

- <sup>n</sup> Level 2 Significant other observable inputs, which may include, but are not limited to, quoted prices for similar assets or liabilities in markets that are active, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the assets or liabilities (such as interest rates, yield curves, volatilities, prepayment speeds, loss severities, credit risks and default rates) or other market corroborated inputs.
- <sup>n</sup> Level 3 Significant unobservable inputs based on the best information available in the circumstances, to the extent observable inputs are not available, which may include assumptions made by the Board or persons acting at their direction that are used in determining the fair value of investments.

Assets or liabilities categorized as Level 1 or 2 as of period end have been transferred between Levels 1 and 2 since the prior period due to changes in the valuation method utilized in valuing the investments. Transfers from Level 1 to Level 2 are a result of a change, in the normal course of business, from the use of an exchange traded price or a trade price on the initial purchase date (Level 1) to valuation methods used by third-party pricing services (Level 2). Assets or liabilities categorized as Level 2 or 3 as of period end have been transferred between Levels 2 and 3 since the prior period due to changes in the valuation method utilized in valuing the investments. Transfers from Level 2 to Level 3 are a result of a change, in the normal course of business, from the use of valuation methods used by third-party pricing services (Level 2) to the use of a broker quote or valuation technique which utilizes significant unobservable inputs due to an absence of current or reliable market-based data (Level 3). In accordance with the requirements of U.S. GAAP, the amounts of transfers between Levels 1 and 2 and transfers in and out of Level 3, if material, are disclosed in the Notes to Schedule of Investments of the Fund.

For fair valuations using significant unobservable inputs, U.S. GAAP requires a reconciliation of the beginning to ending balances for reported fair values that presents changes attributable to total realized and unrealized gains or losses, purchases and sales, and transfers in or out of the Level 3 category during the period. The end of period timing recognition is used for the transfers between Levels of the Fund's assets and liabilities. Additionally, U.S. GAAP requires quantitative information regarding the significant unobservable inputs used in the determination of fair value of assets or liabilities categorized as Level 3 in the fair value hierarchy. In accordance with the requirements of U.S. GAAP, a fair value hierarchy, and, if material, a Level 3 reconciliation and details of significant unobservable inputs, have been included in the Notes to Schedule of Investments for the Fund.

#### (c) Valuation Techniques and the Fair Value Hierarchy

**Level 1 and Level 2 trading assets and trading liabilities, at fair market value** The valuation methods (or techniques) and significant inputs used in determining the fair market values of portfolio securities or financial derivative instruments categorized as Level 1 and Level 2 of the fair value hierarchy are as follows:

Fixed income securities including corporate, convertible and municipal bonds and notes, U.S. government agencies, U.S. treasury obligations, sovereign issues, bank loans, convertible preferred securities and non-U.S. bonds are normally valued by pricing service providers that use broker-dealer quotations, reported trades or valuation estimates from their internal pricing models. The service providers' internal models use inputs that are observable such as issuer details, interest rates, yield

**Notes to Financial Statements (Cont.)**

curves, prepayment speeds, credit risks/spreads, default rates and quoted prices for similar assets. Securities that use similar valuation techniques and inputs as described above are categorized as Level 2 of the fair value hierarchy.

Fixed income securities purchased on a delayed-delivery basis or as a repurchase commitment in a sale-buyback transaction are marked to market daily until settlement at the forward settlement date and are categorized as Level 2 of the fair value hierarchy.

Mortgage-related and asset-backed securities are usually issued as separate tranches, or classes, of securities within each deal. These securities are also normally valued by pricing service providers that use broker-dealer quotations or valuation estimates from their internal pricing models. The pricing models for these securities usually consider tranche-level attributes, current market data, estimated cash flows and market-based yield spreads for each tranche, and incorporate deal collateral performance, as available. Mortgage-related and asset-backed securities that use similar valuation techniques and inputs as described above are categorized as Level 2 of the fair value hierarchy.

Investments initially valued in currencies other than the U.S. dollar are converted to the U.S. dollar using exchange rates obtained from pricing service providers. As a result, the NAV of the 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 NYSE is closed. Valuation adjustments may be applied to certain securities that are solely traded on a foreign exchange to account for the market movement between the close of the foreign market and the NYSE Close. These securities are valued using pricing service providers that consider the correlation of the trading patterns of the foreign security to the intraday trading in the U.S. markets for investments. Securities using these valuation adjustments are categorized as Level 2 of the fair value hierarchy. Preferred securities and other equities traded on inactive markets or valued by reference to similar instruments are also categorized as Level 2 of the fair value hierarchy.

Short-term investments having a maturity of 60 days or less and repurchase agreements are generally valued at amortized cost which approximates fair market value. These investments are categorized as Level 2 of the fair value hierarchy.

Equity exchange-traded options and over the counter financial derivative instruments, such as foreign currency contracts, options contracts, or swap agreements, derive their value from underlying asset prices, indices, reference rates, and other inputs or a combination of these factors. These contracts are normally valued by independent pricing service providers. Depending on the product and the terms of the transaction, financial derivative instruments can be valued by a pricing service provider using a series of techniques, including simulation pricing models. The pricing models use inputs that are observed from actively quoted markets such as quoted prices, issuer details, indices, bid/ask spreads, interest rates, implied volatilities, yield curves, dividends and exchange rates. Financial derivative instruments that use similar valuation techniques and inputs as described above are categorized as Level 2 of the fair value hierarchy.

Centrally cleared swaps listed or traded on a multilateral or trade facility platform, such as a registered exchange, are valued at the daily settlement price determined by the respective exchange.

For centrally cleared credit default swaps the clearing facility requires its members to provide actionable price levels across complete term structures. These levels, along with external third-party prices, are used to produce daily settlement prices. These securities are categorized as Level 2 of the fair value hierarchy. Centrally cleared interest rate swaps are valued using a pricing model that references the underlying rates including the overnight index swap rate and London Interbank Offered Rate ( LIBOR ) forward rate to produce the daily settlement price. These securities are categorized as Level 2 of the fair value hierarchy.

**Level 3 trading assets and trading liabilities, at fair value** When a fair valuation method is applied by PIMCO that uses significant unobservable inputs, securities will be priced by a method that the Board or persons acting at their direction believe reflects fair value and are categorized as Level 3 of the fair value hierarchy. The valuation techniques and significant inputs used in determining the fair values of portfolio assets and liabilities categorized as Level 3 of the fair value hierarchy are as follows:

Benchmark pricing procedures set the base price of a fixed income security and subsequently adjust 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. Significant changes in the unobservable inputs of the benchmark pricing process (the base price) would result in direct and proportional changes in the fair value of the security. These securities are categorized as Level 3 of the fair value hierarchy. The validity of the fair value is reviewed by PIMCO 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 not available or not deemed to be indicative of fair value, the Manager may elect to obtain indicative market quotations ( broker quotes ) directly from the broker-dealer or passed through from a third-party vendor. In the event that fair value is based upon a single sourced broker quote, these securities are categorized as Level 3 of the fair value hierarchy. Broker quotes are typically received from established market participants. Although independently received, the Manager does not have the transparency to view the underlying inputs which support the market quotation. Significant changes in the broker quote would have direct and proportional changes in the fair value of the security.

#### 4. SECURITIES AND OTHER INVESTMENTS

##### (a) Investments in Securities

**Loan Participations, Assignments and Originations** The Fund may invest in direct debt instruments which are interests in amounts owed to lenders or lending syndicates by corporate, governmental, or other borrowers. The Fund's investments in loans may be in the form of participations in loans or assignments of all or a portion of loans from third parties or investments in or originations of loans by the Fund. A loan is often administered by a bank or other financial institution (the lender ) that acts as agent for all holders. The agent administers the terms of the loan, as specified in the loan agreement. The Fund may invest in multiple series or tranches of a loan, which may have varying terms and carry different associated risks. When the Fund purchases assignments from lenders it acquires direct rights against the borrower of the loan. These loans may include participations in bridge loans, which are loans taken out by borrowers for a short period (typically less than one year)



**Notes to Financial Statements (Cont.)**

pending arrangement of more permanent financing through, for example, the issuance of bonds, frequently high yield bonds issued for the purpose of acquisitions.

The types of loans and related investments in which the Fund may invest include, among others, senior loans, subordinated loans (including second lien loans, B-Notes and mezzanine loans), whole loans, commercial real estate and other commercial loans and structured loans. The Fund may originate loans or acquire direct interests in loans through primary loan distributions and/or in private transactions. In the case of subordinated loans, there may be significant indebtedness ranking ahead of the borrower's obligation to the holder of such a loan, including in the event of the borrower's insolvency. Mezzanine loans are typically secured by a pledge of an equity interest in the mortgage borrower that owns the real estate rather than an interest in a mortgage.

Investments in loans may include unfunded loan commitments, which are contractual obligations for funding. Unfunded loan commitments may include revolving credit facilities, which may obligate the Fund to supply additional cash to the borrower on demand. Unfunded loan commitments represent a future obligation in full, even though a percentage of the committed amount may not be utilized by the borrower. When investing in a loan participation, the Fund has the right to receive payments of principal, interest and any fees to which it is entitled only from the lender selling the loan agreement and only upon receipt of payments by the lender from the borrower. The Fund may receive a commitment fee based on the undrawn portion of the underlying line of credit portion of a loan. In certain circumstances, the Fund may receive a penalty fee upon the prepayment of a loan by a borrower. Fees earned or paid are recorded as a component of interest income or interest expense, respectively, on the Statement of Operations. As of November 30, 2014, the Fund had no unfunded loan commitments outstanding.

**Mortgage-Related and Other Asset-Backed Securities** The Fund may invest in mortgage-related and other asset-backed securities that directly or indirectly represent a participation in, or are secured by and payable from, loans on real property. Mortgage-related securities are created from pools of residential or commercial mortgage loans, including mortgage loans made by savings and loan institutions, mortgage bankers, commercial banks and others. These securities provide a monthly payment which consists of both interest and principal. Interest may be determined by fixed or adjustable rates. The rate of prepayments on underlying mortgages will affect the price and volatility of a mortgage-related security, and may have the effect of shortening or extending the effective duration of the security relative to what was anticipated at the time of purchase. The timely payment of principal and interest of certain mortgage-related securities is guaranteed with the full faith and credit of the U.S. Government. Pools created and guaranteed by non-governmental issuers, including government-sponsored corporations, may be supported by various forms of insurance or guarantees, but there can be no assurance that private insurers or guarantors can meet their obligations under the insurance policies or guarantee arrangements. Many of the risks of investing in mortgage-related securities secured by commercial mortgage loans reflect the effects of local and other economic conditions on real estate markets, the ability of tenants to make lease payments, and the ability of a property to attract and retain tenants. These securities may be less liquid and may exhibit greater price volatility than other types of mortgage-related or other asset-backed securities. Other asset-backed securities are created from many types of assets, including auto loans, credit card receivables, home equity loans, and student loans.

**Collateralized Mortgage Obligations ( CMOs )** are debt obligations of a legal entity that are collateralized by whole mortgage loans or private mortgage bonds and divided into classes. CMOs are structured into multiple classes, often referred to as tranches, with each class bearing a different stated maturity and entitled to a different schedule for payments of principal and interest, including prepayments. CMOs may be less liquid and may exhibit greater price volatility than other types of mortgage-related or asset-backed securities.

**Stripped Mortgage-Backed Securities ( SMBS )** are derivative multi-class mortgage securities. SMBS are usually structured with two classes that receive different proportions of the interest and principal distributions on a pool of mortgage assets. A SMBS will have one class that will receive all of the interest (the interest-only or IO class), while the other class will receive the entire principal (the principal-only or PO class). Payments received for IOs are included in interest income on the Statement of Operations. Because no principal will be received at the maturity of an IO, adjustments are made to the cost of the security on a monthly basis until maturity. These adjustments are included in interest income on the Statement of Operations. Payments received for POs are treated as reductions to the cost and par value of the securities.

**U.S. Government Agencies or Government-Sponsored Enterprises** The Fund may invest in securities of U.S. Government agencies or government-sponsored enterprises. U.S. Government securities are obligations of and, in certain cases, guaranteed by, the U.S. Government, its agencies or instrumentalities. Some U.S. Government securities, such as Treasury bills, notes and bonds, and securities guaranteed by the Government National Mortgage Association ( GNMA or Ginnie Mae ), are supported by the full faith and credit of the U.S. Government; others, such as those of the Federal Home Loan Banks, are supported by the right of the issuer to borrow from the U.S. Department of the Treasury (the U.S. Treasury ); and others, such as those of the Federal National Mortgage Association ( FNMA or Fannie Mae ), are supported by the discretionary authority of the U.S. Government to purchase the agency's obligations. U.S. Government securities may include zero coupon securities. Zero coupon securities do not distribute interest on a current basis and tend to be subject to a greater risk than interest paying securities.

Government-related guarantors (i.e., not backed by the full faith and credit of the U.S. Government) include FNMA and the Federal Home Loan Mortgage Corporation ( FHLMC or Freddie Mac ). FNMA is a government-sponsored corporation. FNMA purchases conventional (i.e., not insured or guaranteed by any government agency) residential mortgages from a list of approved seller/servicers which include state and federally chartered savings and loan associations, mutual savings banks, commercial banks and credit unions and mortgage bankers. 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 issues Participation Certificates ( PCs ), which are pass-through securities, each representing an undivided interest in a pool of residential mortgages. FHLMC guarantees the timely payment of interest and ultimate collection of principal, but PCs are not backed by the full faith and credit of the U.S. Government.

## 5. BORROWINGS AND OTHER FINANCING TRANSACTIONS

The following disclosures contain information on the Fund's ability to lend or borrow cash or securities to the extent permitted under the Act, which may be viewed as borrowing or financing transactions by the Fund. The location and fair value amounts of these instruments are described

---

Notes to Financial Statements (Cont.)

below. For a detailed description of credit and counterparty risks that can be associated with borrowings and other financing transactions, please see Note 7, Principal Risks.

(a) **Repurchase Agreements** The Fund may engage in repurchase agreements. Under the terms of a typical repurchase agreement, the Fund takes possession of an underlying debt obligation (collateral) subject to an obligation of the seller to repurchase, and the Fund to resell, the obligation at an agreed-upon price and time. The underlying securities for all repurchase agreements are held in safekeeping at the Fund's custodian or designated subcustodians under tri-party repurchase agreements. The market value of the collateral must be equal to or exceed the total amount of the repurchase obligations, including interest. Repurchase agreements, including accrued interest, are included on the Statement of Assets and Liabilities. Interest earned is recorded as a component of interest income on the Statement of Operations. In periods of increased demand for collateral, the Fund may pay a fee for receipt of collateral, which may result in interest expense to the Fund.

(b) **Reverse Repurchase Agreements** The Fund may enter into reverse repurchase agreements. In a reverse repurchase agreement, the Fund delivers a security in exchange for cash to a financial institution, the counterparty, with a simultaneous agreement to repurchase the same or substantially the same security at an agreed upon price and date. The Fund is entitled to receive principal and interest payments, if any, made on the security delivered to the counterparty during the term of the agreement. Cash received in exchange for securities delivered plus accrued interest payments to be made by the Fund to counterparties are reflected as a liability on the Statement of Assets and Liabilities. Interest payments made by the Fund to counterparties are recorded as a component of interest expense on the Statement of Operations. In periods of increased demand for the security, the Fund may receive a fee for use of the security by the counterparty, which may result in interest income to the Fund.

## 6. FINANCIAL DERIVATIVE INSTRUMENTS

The following disclosures contain information on how and why the Fund may use financial derivative instruments, the credit-risk-related contingent features in certain financial derivative instruments, and how financial derivative instruments affect the Fund's financial position, results of operations and cash flows. The location and fair value amounts of these instruments on the Statement of Assets and Liabilities and the realized and changes in unrealized gains and losses on the Statement of Operations, each categorized by type of financial derivative contract and related risk exposure, are included in a table in the Notes to Schedule of Investments. The financial derivative instruments outstanding as of period end and the amounts of realized and changes in unrealized gains and losses on financial derivative instruments during the period, as disclosed in the Notes to Schedule of Investments, serve as indicators of the volume of financial derivative activity for the Fund.

(a) **Forward Foreign Currency Contracts** The Fund may enter into forward foreign currency contracts in connection with settling planned purchases or sales of securities, to hedge the currency exposure associated with some or all of the Fund's securities or as a part of an investment strategy. A forward foreign currency contract is an agreement between two parties to buy and sell a currency at a set price on a future date. The market value of a forward foreign currency contract fluctuates with changes in foreign currency exchange rates. Forward foreign currency contracts are marked to market daily and the change in value is recorded by the Fund as an unrealized gain or loss. Realized gains or losses equal to the difference between the value of the contract at the time it was opened

and the value at the time it was closed are recorded upon delivery or receipt of the currency. These contracts may involve market risk in excess of the unrealized gain or loss reflected on the Statement of Assets and Liabilities. In addition, the Fund could be exposed to risk if the counterparties are unable to meet the terms of the contracts or if the value of the currency changes unfavorably to the U.S. dollar. In connection with these contracts, cash or securities may be identified as collateral in accordance with the terms of the respective contracts.

(b) **Swap Agreements** The Fund may invest in 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-linked returns at specified, future intervals. Swap agreements are 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 exchange ( centrally cleared swaps ). The Fund may enter into asset, credit default, cross-currency, interest rate, total return, variance and other forms of swap agreements to manage its exposure to credit, currency, interest rate, commodity, equity and inflation risk. In connection with these agreements, securities or cash 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.

Swaps are marked to market daily based upon values from third-party vendors, which may include a registered exchange, or quotations from market makers to the extent available. In the event that market quotes are not readily available and the swap cannot be valued pursuant to one of the valuation methods, the value of the swap will be determined in good faith by the Valuation Committee, generally based upon recommendations provided by PIMCO. Changes in market value, if any, are reflected as a component of net change 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 for the change in value as appropriate ( variation margin ) on the Statement of Assets and Liabilities. OTC swap payments received or paid at the beginning of the measurement period are included on the Statement of Assets and Liabilities and represent premiums paid or received upon entering into the swap 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). Upfront premiums received (paid) are initially recorded as liabilities (assets) and subsequently marked to market to reflect the current value of the swap. These upfront premiums 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 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.

For purposes of applying the Fund's investment policies and restrictions, swap agreements are generally valued by the Fund at market value. In the case of a credit default swap (see below), however, in applying certain of the Fund's investment policies and restrictions the Fund will value the credit default swap at its notional value or its full exposure value (i.e., the sum of the notional amount for the contract plus the market value), but may value the credit default swap at market value for purposes of applying certain of the Fund's other investment policies and restrictions. For example, the Fund may value credit default swaps at full exposure value for purposes of the Fund's credit quality guidelines (if any) because such value reflects the Fund's actual economic exposure

**Notes to Financial Statements (Cont.)**

during the term of the credit default swap agreement. In this context, both the notional amount and the market value may be positive or negative depending on whether the Fund is selling or buying protection through the credit default swap. The manner in which certain securities or other instruments are valued by the Fund for purposes of applying investment policies and restrictions may differ from the manner in which those investments are valued by other types of investors.

Entering into these agreements involves, to varying degrees, elements of interest, credit, market and documentation risk in excess of the amounts recognized on the Statement of Assets and Liabilities. Such risks involve the possibility that there will be no liquid market for these agreements, that the counterparty to the agreements may default on its 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.

The Fund's maximum risk of loss from counterparty credit risk is the discounted net value of the cash flows to be received from the counterparty over the contract's remaining life, to the extent that amount is positive. The risk is mitigated by having a master netting arrangement between the Fund and the counterparty and by the posting of collateral to the Fund to cover the Fund's exposure to the counterparty.

**Credit Default Swap Agreements** Credit default swap agreements involve one party making a stream of payments (referred to as the buyer of protection) 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 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 estimated 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.

November 30, 2014

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 may use 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 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. 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 may use 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 instruments 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. They serve as an indicator of the current status of payment/performance risk and represent the likelihood or risk of default for the reference entity. 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. Wider credit spreads 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. 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. 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 equals the notional amount of the agreement. Notional amounts of each individual credit default swap agreement

---

**Notes to Financial Statements (Cont.)**

outstanding as of period end 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.

**Interest Rate Swap Agreements** The Fund is subject to interest rate risk exposure in the normal course of pursuing its investment objectives. Because the Fund holds fixed rate bonds, the value of these bonds may decrease if interest rates rise. To help hedge against this risk and to maintain its ability to generate income at prevailing market rates, the Fund may enter into interest rate swap agreements. Interest rate swap agreements involve the exchange by the Fund with another party for their respective commitment to pay or receive interest on the notional amount of principal. Certain forms of interest rate swap agreements may include: (i) interest rate caps, under which, in return for a premium, one party agrees to make payments to the other to the extent that interest rates exceed a specified rate, or cap, (ii) interest rate floors, under which, in return for a premium, one party agrees to make payments to the other to the extent that interest rates fall below a specified rate, or floor, (iii) interest rate collars, under which a party sells a cap and purchases a floor or vice versa in an attempt to protect itself against interest rate movements exceeding given minimum or maximum levels, (iv) callable interest rate swaps, under which the buyer pays an upfront fee in consideration for the right to early terminate the swap transaction in whole, at zero cost and at a predetermined date and time prior to the maturity date, (v) spreadlocks, which allow the interest rate swap users to lock in the forward differential (or spread) between the interest rate swap rate and a specified benchmark, or (vi) basis swaps, under which two parties can exchange variable interest rates based on different segments of money markets.

(c) **Asset Segregation** Certain of the transactions described above can be viewed as constituting a form of borrowing or financing transaction by the Fund. In such event, the Fund may, but is not required to, elect to cover its commitment under such transactions by segregating or earmarking assets in accordance with procedures adopted by the Board of Trustees, in which case such transactions will not be considered senior securities by the Fund. With respect to forwards, futures contracts, options and swaps that are contractually permitted or required to cash settle (i.e., where physical delivery of the underlying reference asset is not required), the Fund is permitted to segregate or earmark liquid assets equal to the Fund's daily marked-to-market net obligation under the derivative instrument, if any, rather than the derivative's full notional value. By segregating or earmarking liquid assets equal to only its net marked-to-market obligation under derivatives that are required to cash settle, the Fund will have the ability to employ leverage to a greater extent than if the Fund were to segregate or earmark liquid assets equal to the full notional value of the derivative.

**7. PRINCIPAL RISKS**

In the normal course of business the Fund trades financial instruments and enter into financial transactions where risk of potential loss exists due to such things as changes in the market (market risk) or failure or inability of the other party to a transaction to perform (credit and counterparty risk). See below for a detailed description of select principal risks. For a more comprehensive list of potential risks the Fund may be subject to, please see the Important Information About the Fund.

**Market Risks** The Fund's investments in financial derivatives and other financial instruments expose the Fund to various risks such as, but not limited to, interest rate, foreign currency, equity and commodity risks.

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 value of certain fixed income securities held by the Fund is likely to decrease. Interest rate changes can be sudden and unpredictable, and the Fund may lose money if these changes are not anticipated by Fund management. 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 useful primarily as a measure of the sensitivity of a security's market price to interest rate (i.e. yield) movements. At present, the U.S. is experiencing historically low interest rates. This, combined with recent economic recovery and the Federal Reserve Board's conclusion of its quantitative easing program, could potentially increase the probability of an upward interest rate environment in the near future. Further, while U.S. bond markets have steadily grown over the past three decades, dealer market making ability has remained relatively stagnant. Given the importance of intermediary market making in creating a robust and active market, fixed income securities may face increased volatility and liquidity risks. All of these factors, collectively and/or individually, could cause the Fund to lose value.

If the Fund invests directly in foreign currencies or in securities that trade in, and receive revenues in, foreign currencies, or in financial derivatives that provide exposure to foreign currencies, it will be subject to the risk that those currencies will decline in value relative to the base currency of the Fund, or, in the case of hedging positions, that the Fund's base currency will decline in value relative to the currency being hedged. Currency rates in foreign countries may fluctuate significantly over short periods of time for a number of reasons, including changes in interest rates, intervention (or the failure to intervene) by U.S. or foreign governments, central banks or supranational entities such as the International Monetary Fund, or by the imposition of currency controls or other political developments in the United States or abroad. As a result, the Fund's investments in foreign currency denominated securities may reduce the Fund's returns.

The market values of securities may decline due to general market conditions 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 generally. They may also decline due to factors which 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.

**Credit and Counterparty Risks** The Fund will be exposed to credit risk to parties with whom it trades and will also bear the risk of settlement default. The Fund minimizes concentrations of credit risk by undertaking transactions with a large number of counterparties on recognized and reputable exchanges. The Fund could lose money if the issuer or guarantor of a fixed income security, or the counterparty to a financial derivatives contract, repurchase agreement or a loan of portfolio securities, is 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.



---

**Notes to Financial Statements (Cont.)**

Similar to credit risk, the Fund may be exposed to counterparty risk, or the risk that an institution or other entity with which the Fund has unsettled or open transactions will default. Financial assets, which potentially expose the Fund to counterparty risk, consist principally of cash due from counterparties and investments. PIMCO, as the Manager minimizes counterparty risks to the Fund by performing extensive reviews of each counterparty and obtaining approval from the PIMCO Counterparty Risk Committee prior to entering into transactions with a third-party. Furthermore, to the extent that unpaid amounts owed to the Fund exceed a predetermined threshold agreed to with the counterparty, such counterparty shall advance collateral to the Fund in the form of cash or cash equivalents equal in value to the unpaid amount owed to the Fund. The Fund may invest such collateral in securities or other instruments and will typically pay interest to the counterparty on the collateral received. If the unpaid amount owed to the Fund subsequently decreases, the Fund would be required to return to the counterparty all or a portion of the collateral previously advanced to the Fund.

All transactions in listed securities are settled/paid for upon delivery using approved counterparties. The risk of default is considered minimal, as 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.

**Master Netting Arrangements** The Fund is subject to various netting arrangements with select counterparties ( Master Agreements ). Master Agreements govern the terms of certain transactions, and reduce the counterparty risk associated with relevant transactions by specifying credit protection mechanisms and providing standardization that improves legal certainty. Since different types of transactions have different mechanics and are sometimes traded out of different legal entities of a particular organization, each type of transaction may be covered by a different Master Agreement, resulting in the need for multiple agreements with a single counterparty. As the Master Agreements are specific to unique operations of different asset types, they allow the Fund to close out and net its total exposure to a counterparty in the event of a default with respect to all the transactions governed under a single agreement with a counterparty.

Master Agreements can also help limit counterparty risk by specifying collateral posting arrangements at pre-arranged exposure levels. Under the Master Agreements, collateral is routinely transferred if the total net exposure to certain transactions (net of existing collateral already in place) governed under the relevant Master Agreement with a counterparty in a given account exceeds a specified threshold, which typically ranges from zero to \$250,000 depending on the counterparty and the type of Master Agreement. United States Treasury Bills and U.S. dollar cash are generally the preferred forms of collateral, although other forms of AAA rated paper or sovereign securities may be used. Securities and cash pledged as collateral are reflected as assets in the Statement of Assets and Liabilities as either a component of Investments at value (securities) or Deposits due from Counterparties (cash). Cash collateral received is not typically held in a segregated account and as such is reflected as a liability in the Statement of Assets and Liabilities as Deposits due to Counterparties. The market value of any securities received as collateral is not reflected as a component of net asset value. The Fund's overall exposure to counterparty risk can change substantially within a short period, as it is affected by each transaction subject to the relevant Master Agreement.

November 30, 2014

Master Repurchase Agreements and Global Master Repurchase Agreements (individually and collectively Master Repo Agreements ) govern repurchase, reverse repurchase, and sale-buyback transactions between the Fund and select counterparties. Master Repo Agreements maintain provisions for, among other things, initiation, income payments, events of default, and maintenance of collateral. The market value of transactions under the Master Repo Agreement, collateral pledged or received, and the net exposure by counterparty as of period end are disclosed in the Notes to Schedule of Investments.

Master Securities Forward Transaction Agreements ( Master Forward Agreements ) govern the considerations and factors surrounding the settlement of certain forward settling transactions, such as To-Be-Announced securities, delayed-delivery or sale-buyback transactions by and between the Fund and select counterparties. The Master Forward Agreements maintain provisions for, among other things, initiation and confirmation, payment and transfer, events of default, termination, and maintenance of collateral. The market value of forward settling transactions, collateral pledged or received, and the net exposure by counterparty as of period end is disclosed in the Notes to Schedule of Investments.

Customer Account Agreements and related addendums govern cleared derivatives transactions such as futures, options on futures, and cleared OTC derivatives. Cleared derivative transactions require posting of initial margin as determined by each relevant clearing agency which is segregated at a broker account registered with the Commodity Futures Trading Commission (CFTC), or the applicable regulator. In the US, counterparty risk is significantly reduced as creditors of the futures broker do not have claim to Fund assets in the segregated account. Additionally, portability of exposure in the event of default further reduces risk to the Fund. Variation margin, or changes in market value, are exchanged daily, but may not be netted between futures and cleared OTC derivatives. The market value or accumulated unrealized appreciation or depreciation, initial margin posted, and any unsettled variation margin as of period end is disclosed in the Notes to Schedule of Investments.

Prime Broker Arrangements may be entered into to facilitate execution and/or clearing of listed equity option transactions or short sales of equity securities between the Fund and selected counterparties. The arrangements provide guidelines surrounding the rights, obligations, and other events, including, but not limited to, margin, execution, and settlement. These agreements maintain provisions for, among other things, payments, maintenance of collateral, events of default, and termination. Margin and other assets delivered as collateral are typically in the possession of the prime broker and would offset any obligations due to the prime broker. The market values of listed options and securities sold short and related collateral are disclosed in the Notes to Schedule of Investments.

International Swaps and Derivatives Association, Inc. Master Agreements and Credit Support Annexes ( ISDA Master Agreements ) govern OTC financial derivative transactions entered into by the Fund and select counterparties. ISDA Master Agreements maintain 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. In limited circumstances, the ISDA Master Agreement may contain additional provisions that add counterparty protection beyond

---

**Notes to Financial Statements (Cont.)**

coverage of existing daily exposure if the counterparty has a decline in credit quality below a predefined level. These amounts, if any, may be segregated with a third-party custodian. The market value of OTC financial derivative instruments, collateral received or pledged, and net exposure by counterparty as of period end are disclosed in the Notes to Schedule of Investments.

**8. FEES AND EXPENSES**

**Management Fee** Effective at the close of business on September 5, 2014, the Fund entered into an Investment Management Agreement with PIMCO (previously defined as the Agreement). Pursuant to the Agreement, subject to the supervision of the Board, PIMCO is responsible for providing to the Fund investment guidance and policy direction in connection with the management of the Fund, including oral and written research, analysis, advice, and statistical and economic data and information. In addition, pursuant to the Agreement and subject to the general supervision of the Board, PIMCO, at its expense, will provide or cause to be furnished most other supervisory and administrative services the Fund requires, including but not limited to, expenses of most third-party service providers (e.g., audit, custodial, legal, transfer agency, printing) and other expenses, such as those associated with insurance, proxy solicitations and mailings for shareholder meetings, New York Stock Exchange listing and related fees, tax services, valuation services and other services the Fund requires for its daily operations.

Pursuant to the Agreement, PIMCO receives an annual fee, payable monthly, at an annual rate of 0.65% the Fund's average daily net assets, inclusive of net assets attributable to any preferred shares that were outstanding. Management fees paid to PIMCO subsequent to the close of business on September 5, 2014 to November 30, 2014 by the Fund were \$2,166,592.

Prior to the close of business on September 5, 2014, AGIFM served as the investment manager to the Fund and received annual fees, payable monthly, at an annual rate of 0.60% of the Fund's average daily net assets, inclusive of net assets attributable to any preferred shares that were outstanding. Prior to the close of business on September 5, 2014, AGIFM retained PIMCO as sub-adviser to manage the Fund's investments. AGIFM, and not the Fund, paid a portion of the fees it received as investment manager to PIMCO in return for its services. Management fees paid to AGIFM from December 1, 2013 to the close of business on September 5, 2014 by the Fund were \$6,462,026.

**Fund Expenses** The Fund bears other expenses, which may vary and affect the total level of expenses paid by shareholders, such as (i) salaries and other compensation or expenses, including travel expenses of any of the Fund's executive officers and employees, if any, who are not officers, directors, shareholders, members, partners or employees of PIMCO or its subsidiaries or affiliates; (ii) taxes and governmental fees, if any, levied against the Fund; (iii) brokerage fees and commissions and other portfolio transaction expenses incurred by or for the Fund (including, without limitation, fees and expenses of outside legal counsel or third-party consultants retained in connection with reviewing, negotiating and structuring specialized loan and other investments made by the Fund, subject to specific or general authorization by the Fund's Board); (iv) expenses of the Fund's securities lending (if any), including any securities lending agent fees, as governed by a separate securities lending agreement; (v) costs, including interest expense, of borrowing money or engaging in other types of leverage financing, including, without limitation, through the use by the Fund of reverse repurchase agreements, tender option bonds, bank borrowings and credit facilities; (vi) costs, including dividend and/or interest expenses and other costs (including, without limitation, offering

November 30, 2014

and related legal costs, fees to brokers, fees to auction agents, fees to transfer agents, fees to ratings agencies and fees to auditors associated with satisfying ratings agency requirements for preferred shares or other securities issued by the Fund and other related requirements in the Fund's organizational documents) associated with the Fund's issuance, offering, redemption and maintenance of preferred shares, commercial paper or other senior securities for the purpose of incurring leverage; (vii) fees and expenses of any underlying funds or other pooled investment vehicles in which the Fund invests; (viii) dividend and interest expenses on short positions taken by the Fund; (ix) fees and expenses, including travel expenses, and fees and expenses of legal counsel retained for their benefit, of Trustees who are not officers, employees, partners, shareholders or members of PIMCO or its subsidiaries or affiliates; (x) extraordinary expenses, including extraordinary legal expenses, as may arise, including expenses incurred in connection with litigation, proceedings, other claims, and the legal obligations of the Fund to indemnify its Trustees, officers, employees, shareholders, distributors, and agents with respect thereto; (xi) organizational and offering expenses of the Fund, including with respect to share offerings, such as rights offerings and shelf offerings, following the Fund's initial offering, and expenses associated with tender offers and other share repurchases and redemptions; and (xii) expenses of the Fund which are capitalized in accordance with generally accepted accounting principles.

Prior to the close of business on September 5, 2014, in addition to the management fee paid to AGIFM, as described above, the Fund directly had borne expenses for other administrative services and costs, including expenses associated with various third-party service providers, such as audit, custodial, legal, transfer agency, printing and other services the Fund requires. Effective beginning at the close of business on September 5, 2014, PIMCO (and not the Fund) bears such expenses with respect to the Fund pursuant to the Agreement described above under Management Fee.

Each of the Independent Trustees of the Fund also serves as a trustee of a number of other closed-end funds for which PIMCO serves as investment manager (together with the Fund, the PIMCO Closed-End Funds), as well as PIMCO Managed Accounts Trust, an open-end investment company with multiple series for which PIMCO serves as investment manager (PMAT) and, together with the PIMCO Closed-End Funds, the PIMCO-Managed Funds). In addition, each of the Independent Trustees also serves as a trustee of certain investment companies (together, the Allianz-Managed Funds), for which AGIFM serves as investment adviser.

Prior to the close of business on September 5, 2014, including during the period of this report, each of the PIMCO-Managed Funds and Allianz-Managed Funds held joint meetings of their Boards of Trustees whenever possible, and each Trustee, other than any Trustee who was a director, officer, partner or employee of PIMCO, AGIFM or any entity controlling, controlled by or under common control with PIMCO or AGIFM, received annual compensation of \$250,000 for service on the Boards of all of the PIMCO-Managed Funds and Allianz-Managed Funds, payable quarterly. The Independent Chairman of the Boards received an additional \$75,000 per year, payable quarterly. The Audit Oversight Committee Chairman received an additional \$50,000 annually, payable quarterly. Trustees were also reimbursed for meeting-related expenses.

During periods prior to September 5, 2014, each Trustee's compensation and other costs in connection with joint meetings were allocated among the PIMCO-Managed Funds and Allianz-Managed Funds, as applicable, on the basis of fixed percentages as between such groups of Funds.

Notes to Financial Statements (Cont.)

Trustee compensation and other costs were then further allocated pro rata among the individual funds within each grouping based on the complexity of issues relating to each such fund and relative time spent by the Trustees in addressing them, and on each such fund's relative net assets.

Subsequent to September 5, 2014, in connection with the new investment management agreement between the PIMCO-Managed Funds and PIMCO and the termination of the investment management agreement between the PIMCO-Managed Funds and AGIFM, each of the PIMCO-Managed Funds began holding, and are expected to continue to hold, joint meetings of their Boards of Trustees whenever possible, but will generally no longer hold joint meetings with the Allianz-Managed Funds. Under the new Board structure, each Independent Trustee currently receives annual compensation of \$225,000 for his or her service on the Boards of the PIMCO-Managed Funds, payable quarterly. The Independent Chairman of the Boards receives an additional \$75,000 per year, payable quarterly. The Audit Oversight Committee Chairman receives an additional \$50,000 annually, payable quarterly. Trustees are also reimbursed for meeting-related expenses.

Each Trustee's compensation for his or her service as a Trustee on the Boards of the PIMCO-Managed Funds and other costs in connection with joint meetings of such Funds are allocated among the PIMCO-Managed Funds, as applicable, on the basis of fixed percentages as between PMAT and the PIMCO Closed-End Funds. Trustee compensation and other costs will then be further allocated pro rata among the individual funds within each grouping based on each such fund's relative net assets.

9. RELATED PARTY TRANSACTIONS

The Manager is a related party. Fees payable to this party are disclosed in Note 8 and the accrued related party fee amounts are disclosed on the Statement of Assets and Liabilities.

The Fund is permitted to purchase or sell securities from or to certain related affiliated funds or portfolios under specified conditions outlined in procedures adopted by the Board. The procedures have been designed to ensure that any purchase or sale of securities by the Fund from or to another fund or portfolio that are, or could be, considered an affiliate by virtue of having a common investment adviser (or affiliated investment advisers), common Trustees and/or common officers complies with Rule 17a-7 of the Act. Further, as defined under the procedures, each transaction is effected at the current market price. During the period ended November 30, 2014, the Fund engaged in purchases and sales of securities pursuant to Rule 17a-7 of the Act (amounts in thousands):

	Purchases		Sales
\$	299,893	\$	423,042

10. GUARANTEES AND INDEMNIFICATIONS

## Edgar Filing: PIMCO CORPORATE & INCOME OPPORTUNITY FUND - Form N-CSR

Under the Fund's organizational documents, each Trustee and officer is indemnified, to the extent permitted by the Act, against certain liabilities that may arise out of performance of their duties to the Fund. Additionally, in the normal course of business, the Fund enters into contracts that contain a variety of indemnification clauses. 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. However, the Fund has not had prior claims or losses pursuant to these contracts.

### 50 PIMCO CLOSED-END FUNDS

November 30, 2014

## 11. PURCHASES AND SALES OF SECURITIES

The length of time the Fund has held a particular security is not generally a consideration in investment decisions. A change in the securities held by the Fund is known as portfolio turnover. The Fund may engage in frequent and active trading of portfolio securities to achieve its investment objective, particularly during periods of volatile market movements. High portfolio turnover involves correspondingly greater expenses to the Fund, including brokerage commissions or dealer mark-ups and other transaction costs on the sale of securities and reinvestments in other securities. Such sales may also result in realization of taxable capital gains, including short-term capital gains (which are generally taxed at ordinary income tax rates). The trading costs and tax effects associated with portfolio turnover may adversely affect the Fund's performance. The portfolio turnover rates are reported in the Financial Highlights.

Purchases and sales of securities (excluding short-term investments) for the period ended November 30, 2014, were as follows (amounts in thousands):

U.S. Government/Agency		All Other	
Purchases	Sales	Purchases	Sales
\$ 191,893	\$ 89,508	\$ 470,802	\$ 497,103

## 12. AUCTION-RATE PREFERRED SHARES

Each series of auction-rate preferred shares ( ARPS ) outstanding of the Fund has a liquidation preference of \$25,000 per share plus any accumulated, unpaid dividends. Dividends are accumulated daily at an annual rate that is typically re-set every seven days. Distributions of net realized capital gains, if any, are declared and paid at least annually and included in one or more weekly dividends paid on the ARPS.

For the year ended November 30, 2014, the annualized dividend rates on the ARPS ranged from:

Fund Name	Shares Issued and Outstanding	High	Low	As of November 30, 2014
<b>PIMCO Corporate &amp; Income Opportunity Fund</b>				
Series M	2,600	0.200%	0.060%	0.160%
Series T	2,600	0.300%	0.080%	0.160%
Series W	2,600	0.240%	0.060%	0.160%
Series TH	2,600	0.160%	0.080%	0.160%
Series F	2,600	0.240%	0.080%	0.160%

The Fund is subject to certain limitations and restrictions while ARPS are outstanding. Failure to comply with these limitations and restrictions could preclude the Fund from declaring or paying any dividends or distributions to common shareholders or repurchasing common shares and/or could trigger the mandatory redemption of ARPS at their liquidation preference plus any accumulated, unpaid dividends.





Notes to Financial Statements (Cont.)

Preferred shareholders of the Fund, who are entitled to one vote per share, generally vote together with the common shareholders of the Fund but vote separately as a class to elect two Trustees of the Fund and on certain matters adversely affecting the rights of the ARPS.

Since mid-February 2008, holders of ARPS issued by the Fund have been directly impacted by a lack of liquidity, which has similarly affected ARPS holders in many of the nation's closed-end funds. Since then, regularly scheduled auctions for ARPS issued by the Fund have consistently failed because of insufficient demand (bids to buy shares) to meet the supply (shares offered for sale) at each auction. In a failed auction, ARPS holders cannot sell all, and may not be able to sell any, of their shares tendered for sale. While repeated auction failures have affected the liquidity for ARPS, they do not constitute a default or automatically alter the credit quality of the ARPS, and ARPS holders have continued to receive dividends at the defined maximum rate, the 7-day AA Financial Composite Commercial Paper Rate multiplied by a minimum of 150%, depending on the credit rating of the ARPS (which is a function of short-term interest rates). As of November 30, 2014, the current multiplier for calculating the maximum rate is 200%. If the Fund's ARPS auctions continue to fail and the maximum rate payable on the ARPS rises as a result of changes in short-term interest rates, returns for the Fund's common shareholders could be adversely affected.

13. FEDERAL INCOME TAX MATTERS

The Fund intends to qualify as a regulated investment company under Subchapter M of the Internal Revenue Code (the Code) and distribute all of its taxable income and net realized gains, if applicable, to shareholders. Accordingly, no provision for Federal income taxes has been made.

In accordance with U.S. GAAP, the Manager has reviewed the Fund's tax positions for all open tax years. As of November 30, 2014, the Fund has recorded no liability for net unrecognized tax benefits relating to uncertain income tax positions it has taken or expects to take in future tax returns.

The Fund files U.S. tax returns. While the statute of limitations remains open to examine the Fund's U.S. tax returns filed for the fiscal years from 2011-2013, no examinations are in progress or anticipated at this time. The Fund is not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will significantly change in the next twelve months.

As of November 30, 2014, the components of distributable taxable earnings are as follows (amounts in thousands):

Undistributed Ordinary Income	Undistributed Long-Term	Net Tax Basis Unrealized Appreciation/ (Depreciation)	Other Book-to-Tax Accounting	Accumulated Capital Losses <sup>(3)</sup>	Qualified Post- October	Qualified Late-Year Loss Deferral
-------------------------------------	----------------------------	---	------------------------------------	---	-------------------------------	--

Edgar Filing: PIMCO CORPORATE & INCOME OPPORTUNITY FUND - Form N-CSR

	Capital Gains	(1)	Differences (2)	Loss Deferral	Ordinary (5)
				Capital (4)	
PIMCO Corporate & Income Opportunity Fund	\$ 46,302	\$ 83,008	\$ (53,958)	\$	\$

(1) Adjusted for open wash sale loss deferrals and accelerated recognition of unrealized gain on certain forward contracts and market discount amortization for federal income tax purposes. Also adjusted for differences between book and tax realized and unrealized gain/loss on swap contracts and Lehman securities.  
 (2) Represents differences in income tax regulations and financial accounting principles generally accepted in the United States of America.

52 PIMCO CLOSED-END FUNDS

November 30, 2014

- (3) Capital losses available to offset future net capital gains expire in varying amounts in the years shown below.  
 (4) Capital losses realized during the period December 1, 2013 through November 30, 2014, which the Fund elected to defer to the following taxable year pursuant to income tax regulations.  
 (5) Specified losses realized during the period December 1, 2013 through November 30, 2014 and Ordinary losses realized during the period January 1, 2014 through November 30, 2014, which the Fund elected to defer to the following taxable year pursuant to income tax regulations.

Under the recently enacted Regulated Investment Company Modernization Act of 2010, the Fund is permitted to carry forward any capital losses for an unlimited period. Additionally, such 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 under previous law.

As of November 30, 2014, the Fund had the following post-effective capital losses with no expiration:

	Short-Term	Long-Term
PIMCO Corporate & Income Opportunity Fund	\$ 52,380	\$ 1,578

As of November 30, 2014, the aggregate cost and the net unrealized appreciation/(depreciation) of investments for federal income tax purposes (in thousands):

	Federal Tax Cost	Unrealized Appreciation	Unrealized (Depreciation)	Net Unrealized Appreciation/ (Depreciation) <sup>(6)</sup>
PIMCO Corporate & Income Opportunity Fund	\$ 1,316,427	\$ 84,579	\$ (9,414)	\$ 75,165

- (6) Primary differences, if any, between book and tax net unrealized appreciation/(depreciation) on investments are attributable to open wash sale loss deferrals, market discount amortization and Lehman securities.

For the fiscal years ended November 30, 2014 and November 30, 2013, respectively, the Fund made the following tax basis distributions (amounts in thousands):

	November 30, 2014				November 30, 2013			
	Tax-Exempt	Ordinary	Long-Term	Return of Capital <sup>(8)</sup>	Tax-Exempt	Ordinary	Long-Term	Return of Capital <sup>(8)</sup>
	Income	Income	Capital Gain		Income	Income	Capital Gain	
PIMCO Corporate & Income Opportunity Fund	\$	\$ 109,212	\$ 127,651	\$	\$ 125,268	\$ 52,667	\$	

- (7) Includes short-term capital gains, if any, distributed.

(8)

## Edgar Filing: PIMCO CORPORATE & INCOME OPPORTUNITY FUND - Form N-CSR

A portion of the distributions made represents a tax return of capital. Return of capital distributions have been reclassified from undistributed net investment income to paid-in capital to more appropriately conform financial accounting to tax accounting.

### 14. SUBSEQUENT EVENTS

In preparing these financial statements, the Fund's management has evaluated events and transactions for potential recognition or disclosure through the date the financial statements were issued.

**ANNUAL REPORT**      NOVEMBER 30, 2014      **53**

Notes to Financial Statements (Cont.)

On December 1, 2014, the following distributions were declared to common shareholders payable January 2, 2015 to shareholders of record on December 11, 2014.

PIMCO Corporate & Income Opportunity Fund	\$ 0.13 per common share
---	--------------------------

On December 19, 2014, the following distributions were declared to common shareholders payable January 16, 2015 to shareholders of record on December 29, 2014.

PIMCO Corporate & Income Opportunity Fund	\$ 0.6498 per common share
---	----------------------------

On January 2, 2015, the following distributions were declared to common shareholders payable February 2, 2015 to shareholders of record on January 12, 2015.

PIMCO Corporate & Income Opportunity Fund	\$ 0.13 per common share
---	--------------------------

On December 16, 2014, the Boards of Trustees/Directors (the Board) of the Fund approved a change of the Fund's fiscal year from November 30 to July 31. This change is effective immediately and the Fund's current fiscal year will end on July 31, 2015.

Effective December 22, 2014 and January 16, 2015, the Fund amended existing non-fundamental investment policies, see Investment Strategy Updates.

On January 16, 2015, the Fund commenced a voluntary tender offer for up to 100% of its outstanding ARPS at a price equal to 87% of the ARPS per share liquidation preference of \$25,000 per share (or \$21,750 per share) and any unpaid dividends accrued through the expiration of the tender offer (the Tender Offer). In addition, each tendering ARPS-holder will be entitled to one non-transferrable contingent payment right, less any applicable withholding taxes and without interest. The contingent payment right represents a non-transferrable contractual right of any ARPS holder who participates in the Tender Offer to receive an additional payment from the Fund if the Fund completes an additional tender offer for its ARPS or a voluntary redemption of its ARPS during the three-hundred and sixty-five (365) calendar days following the expiration date of the Tender Offer, and such subsequent tender offer or voluntary redemption is for a price per ARPS that is greater than 87% of the ARPS liquidation preference. The Tender Offer will expire at 5:00 p.m., New York City time, on February 27, 2015, unless extended. In connection with the Tender Offer, the Fund, Pacific Investment Management Company LLC, the Fund's investment manager, and Allianz Global Investors Fund Management LLC, the Fund's former investment manager (collectively, the Fund Parties), entered into an agreement on January 13, 2015 (the Tender Offer and Standstill Agreement) with Brigade Capital Management, LP (Brigade Capital), Brigade Leveraged Capital Structures Fund Ltd. (Brigade Fund) and Donald E. Morgan, III (together with Brigade Capital and Brigade Fund, the Brigade Parties) pursuant to which the Fund Parties agreed to conduct the Tender Offer and the Brigade Parties agreed to tender 100% of their ARPS and take or refrain from taking certain other actions relating to their holdings of ARPS. Additional information is available in the tender offer documents for the Fund,

Edgar Filing: PIMCO CORPORATE & INCOME OPPORTUNITY FUND - Form N-CSR

which can be obtained on the Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov).

There were no other subsequent events identified that require recognition or disclosure.

**54 PIMCO CLOSED-END FUNDS**

**Report of Independent Registered Public Accounting Firm**

**To the Shareholders and Board of Trustees of PIMCO Corporate & Income Opportunity Fund**

In our opinion, the accompanying statement of assets and liabilities, including the schedule of investments, and the related statements of operations and of changes in net assets and the financial highlights present fairly, in all material respects, the financial position of PIMCO Corporate & Income Opportunity Fund (the Fund) at November 30, 2014, the results of its operations 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 November 30, 2014 by correspondence with the custodian and brokers, provide a reasonable basis for our opinion.

PricewaterhouseCoopers LLP

Kansas City, Missouri

January 23, 2015

**Glossary:** (abbreviations that may be used in the preceding statements)

(Unaudited)

**Counterparty Abbreviations:**

<b>BOA</b>	Bank of America N.A.	<b>FBF</b>	Credit Suisse International	<b>MSB</b>	Morgan Stanley Bank, N.A
<b>BOS</b>	Banc of America Securities LLC	<b>GLM</b>	Goldman Sachs Bank USA	<b>MYC</b>	Morgan Stanley Capital Services, Inc.
<b>BPS</b>	BNP Paribas S.A.	<b>GST</b>	Goldman Sachs International	<b>NAB</b>	National Australia Bank Ltd.
<b>BRC</b>	Barclays Bank PLC	<b>HUS</b>	HSBC Bank USA N.A.	<b>SSB</b>	State Street Bank and Trust Co.
<b>CBK</b>	Citibank N.A.	<b>JPM</b>	JPMorgan Chase Bank N.A.	<b>UAG</b>	UBS AG Stamford
<b>DUB</b>	Deutsche Bank AG				

**Currency Abbreviations:**

<b>BRL</b>	Brazilian Real	<b>GBP</b>	British Pound	<b>USD (or \$)</b>	United States Dollar
<b>EUR</b>	Euro	<b>MXN</b>	Mexican Peso		

**Index Abbreviations:**

<b>CDX.IG</b>	Credit Derivatives Index - Investment Grade
---------------	---

**Municipal Bond or Agency Abbreviations:**

<b>AGM</b>	Assured Guaranty Municipal	<b>NPFGC</b>	National Public Finance Guarantee Corp.
------------	----------------------------	--------------	---

**Other Abbreviations:**

<b>ALT</b>	Alternate Loan Trust	<b>CDI</b>	Brazil Interbank Deposit Rate	<b>TIE</b>	Tasa de Interés Interbancaria de Equilibrio
<b>BABs</b>	Build America Bonds	<b>LIBOR</b>	London Interbank Offered Rate		



**Federal Income Tax Information**

(Unaudited)

As required by the Internal Revenue Code ( Code ) and Treasury Regulations, if applicable, shareholders must be notified within 60 days of the Fund s fiscal year end regarding the status of qualified dividend income, the dividend received deduction, foreign source income earned by the fund, and any foreign tax credits being passed through to shareholders.

**Qualified Dividend Income.** Under the Jobs and Growth Tax Relief Reconciliation Act of 2003 (the Act ), the following percentages of ordinary dividends paid during the fiscal year ended November 30, 2014 are designated as qualified dividend income , as defined in the Act, subject to reduced tax rates.

PIMCO Corporate & Income Opportunity Fund	3.98%
---	-------

**Dividend Received Deduction.** Corporate shareholders are generally entitled to take the dividend received deduction on the portion of the Fund s dividend distribution that qualifies under tax law. The percentage of the Fund s fiscal 2014 ordinary income dividends that qualifies for the corporate dividend received deduction is set forth below.

PIMCO Corporate & Income Opportunity Fund	3.98%
---	-------

**Qualified Interest Income and Qualified Short-Term Capital Gain (for non-U.S. resident shareholders only).** Under the American Jobs Creation Act of 2004, the following amounts of ordinary dividends paid during the fiscal year ended November 30, 2014 are considered to be derived from qualified interest income, as defined in Section 871(k)(1)(E) of the Code, and therefore are designated as interest-related dividends, as defined in Section 871(k)(1)(C) of the Code. Further, the following amounts of ordinary dividends paid during the fiscal year ended November 30, 2014 are considered to be derived from qualified short-term capital gain, as defined in Section 871(k)(2)(D) of the Code, and therefore are designated as qualified short-term gain dividends, as defined by Section 871(k)(2)(C) of the code.

	Qualified Interest Income	Qualified Short Term Capital Gain
	(000s)	(000s)
PIMCO Corporate & Income Opportunity Fund	\$ 86,032	\$

Shareholders are advised to consult their own tax advisor with respect to the tax consequences of their investment in the Trust. In January 2015, you will be advised on IRS Form 1099-DIV as to the federal tax status of the dividends and distributions received by you in calendar year 2014.

**Management of the Fund**

The chart below identifies Trustees and Officers of the Fund. Unless otherwise indicated, the address of all persons below is c/o Pacific Investment Management Company LLC, 1633 Broadway, New York, New York 10019.

**Trustees**

Name, Year of Birth and Position(s) Held with the Fund	Term of Office and Length of Time Served	Principal Occupation(s) During the Past 5 Years	Number of Portfolios in Fund Complex Overseen by Trustee	Other Directorships Held by Trustee During the Past 5 Years
<b>Hans W. Kertess</b>  1939	Trustee since 2003, expected to stand for re-election at the annual meeting of shareholders for the 2015-2016 fiscal year.	President, H. Kertess & Co., a financial advisory company. Formerly, Managing Director, Royal Bank of Canada Capital Markets.	89	None
<i>Chairman of the Board, Trustee</i> <b>Deborah A. DeCotis</b>  1952	Trustee since 2011, expected to stand for re-election at the annual meeting of shareholders for the 2014-2015 fiscal year.	Advisory Director, Morgan Stanley & Co., Inc. (since 1996); Co-Chair Special Projects Committee, Memorial Sloan Kettering (since 2005); Member, Circle Financial Group (since 2010); Trustee, Stanford University (since 2010); and Member, Council on Foreign Relations (since 2013). Formerly, Director, Helena Rubenstein Foundation (1997-2012).	89	None
<i>Trustee</i>				
<b>Bradford K. Gallagher</b>  1944	Trustee since 2010, expected to stand for re-election at the annual meeting of shareholders for the 2016-2017 fiscal year.	Retired. Chairman and Trustee, Atlantic Maritime Heritage Foundation (since 2007); 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). Formerly, Chairman and Trustee, The Common Fund (2005-2014); and Partner, New Technology Ventures Capital Management LLC, a venture capital fund (2011-2013).	89	Formerly, Chairman and Trustee of Grail Advisors ETF Trust (2009-2010) and Trustee of Nicholas-Applegate Institutional Funds (2007-2010).
<i>Trustee</i>				
<b>James A. Jacobson</b>  1945	Trustee since 2009, expected to stand for re-election at the annual meeting of shareholders for the 2016-2017 fiscal year.	Retired. Formerly, Vice Chairman and Managing Director, Spear, Leeds & Kellogg Specialists, LLC, a specialist firm on the New York Stock Exchange.	89	Trustee, Alpine Mutual Funds Complex consisting of 17 funds.
<i>Trustee</i>				
<b>William B. Ogden, IV</b>  1945	Trustee since 2006, expected to stand for re-election at the annual meeting of shareholders for the 2015-2016 fiscal year.	Asset Management Industry Consultant. Formerly, Managing Director, Investment Banking Division of Citigroup Global Markets Inc.	89	None
<i>Trustee</i>				



(Unaudited)

Name, Year of Birth and Position(s) Held with the Fund	Term of Office and Length of Time Served	Principal Occupation(s)	Number of Portfolios in Fund Complex Overseen by Trustee	Other Directorships Held by Trustee During the Past 5 Years
Alan Rappaport	Trustee since 2010, expected to stand for re-election at the annual meeting of shareholders for the 2015-2016 fiscal year.	<b>During the Past 5 Years</b> Advisory Director (formerly Vice Chairman) (since 2009), Roundtable Investment Partners; Chairman (formerly President), Private Bank of Bank of America; Vice Chairman, US Trust (2001-2008); Adjunct Professor, New York University Stern School of Business (since 2011); Lecturer, Stanford University Graduate School of Business (since 2013); Trustee, American Museum of Natural History (since 2005) and Trustee, NYU Langone Medical Center (since 2007).	89	None
<i>Trustee</i>				
<b>Interested Trustees</b> Craig A. Dawson*	Trustee since 2014, expected to stand for election at the annual meeting of shareholders for the 2014-2015 fiscal year.	Managing Director and Head of Strategic Business Management, PIMCO (since 2014). Director of a number of PIMCO's European investment vehicles and affiliates (since 2008). Formerly, head of PIMCO's Munich office and head of European product management for PIMCO.	25	None
1968				
<i>Trustee</i>				
John C. Maney**	Trustee since 2006, expected to stand for re-election at the annual meeting of shareholders for the 2014-2015 fiscal year.	Member of the Management Board and a Managing Director of Allianz Global Investors Fund Management LLC; Managing Director of Allianz Asset Management of America L.P. (since January 2005) and a member of the Management Board and Chief Operating Officer of Allianz Asset Management of America L.P. (since November 2006).	89	None
1959				
<i>Trustee</i>				

\* Mr. Dawson is an interested person of the Fund, as defined in Section 2(a)(19) of the Act, due to his affiliation with PIMCO and its affiliates. Mr. Dawson's address is 650 Newport Center Drive, Newport Beach, CA 92660.

\*\* Mr. Maney is an interested person of the Fund, as defined in Section 2(a)(19) of the Act, due to his affiliation with Allianz Asset Management of America L.P. and its affiliates. Mr. Maney's address is 680 Newport Center Drive, Suite 250, Newport Beach, CA 92660.

## Management of the Fund (Cont.)

(Unaudited)

## Officers

Name, Address and Year of Birth	Position(s) Held with Fund	Term of Office and Length of Time Served	Principal Occupation(s) During the Past 5 Years
<b>Peter G. Strelow</b> <sup>1</sup> 1970	President; Principal Executive Officer	Since 2014	Managing Director, PIMCO. President and Principal Executive Officer, PIMCO-Managed Funds. Senior Vice President, PIMCO Funds, PIMCO Variable Insurance Trust and PIMCO ETF Trust. President, PIMCO Equity Series and PIMCO Equity Series VIT.
<b>Youse Guia</b> <sup>1</sup> 1972	Chief Compliance Officer	Since 2014	Senior Vice President and Deputy Chief Compliance Officer, PIMCO. Chief Compliance Officer, PIMCO-Managed Funds. Formerly, Head of Compliance, Allianz Global Investors U.S. Holdings LLC and Chief Compliance Officer of the Allianz Funds, Allianz Multi-Strategy Trust, Allianz Global Investors Sponsored Closed-End Funds, Premier Multi-Series VIT and The Korea Fund, Inc.
<b>Joshua D. Ratner</b> 1976	Vice President, Secretary and Chief Legal Officer	Since 2014	Executive Vice President and Senior Counsel, PIMCO. Chief Legal Officer, PIMCO Investments LLC. Vice President, Secretary and Chief Legal Officer, PIMCO-Managed Funds. Vice President Senior Counsel, Secretary, PIMCO Funds, PIMCO Variable Insurance Trust, PIMCO ETF Trust, PIMCO Equity Series and PIMCO Equity Series VIT.
<b>Eric D. Johnson</b> 1970	Vice President	Since 2014	Executive Vice President, PIMCO. Vice President, PIMCO-Managed Funds, PIMCO Funds, PIMCO Variable Insurance Trust, PIMCO ETF Trust, PIMCO Equity Series and PIMCO Equity Series VIT.
<b>William G. Galipeau</b> <sup>1</sup> 1974	Treasurer, Principal Financial & Accounting Officer	Since 2014	Executive Vice President, PIMCO. Treasurer and Principal Financial & Accounting Officer, PIMCO-Managed Funds. Vice President, PIMCO Funds, PIMCO Variable Insurance Trust, PIMCO ETF Trust, PIMCO Equity Series and PIMCO Equity Series VIT. Formerly, Vice President, Fidelity Investments.
<b>Erik C. Brown</b> <sup>1</sup> 1967	Vice President	Since 2014	Executive Vice President, PIMCO. Vice President, PIMCO-Managed Funds. Assistant Treasurer, PIMCO Funds, PIMCO Variable Insurance Trust, PIMCO ETF Trust, PIMCO Equity Series and PIMCO Equity Series VIT.
<b>Trent W. Walker</b> <sup>1</sup> 1974	Assistant Treasurer	Since 2014	Senior Vice President, PIMCO. Assistant Treasurer, PIMCO-Managed Funds. Treasurer, PIMCO Funds, PIMCO Variable Insurance Trust, PIMCO ETF Trust, PIMCO Equity Series and PIMCO Equity Series VIT.
<b>Stacie D. Anctil</b> <sup>1</sup> 1969	Assistant Treasurer	Since 2014	Senior Vice President, PIMCO. Assistant Treasurer, PIMCO-Managed Funds, PIMCO Funds, PIMCO Variable Insurance Trust, PIMCO ETF Trust, PIMCO Equity Series and PIMCO Equity Series VIT.
<b>Ryan Leshaw</b> <sup>1</sup> 1980	Assistant Secretary	Since 2014	Vice President and Counsel, PIMCO. Assistant Secretary, PIMCO-Managed Funds, PIMCO Funds, PIMCO Variable Insurance Trust, PIMCO ETF Trust, PIMCO Equity Series and PIMCO Equity Series VIT. Formerly, Associate, Willkie Farr & Gallagher LLP.

<sup>1</sup> The address of these officers is Pacific Investment Management Company LLC, 650 Newport Center Drive, Newport Beach, California 92660.

AGIFM personnel served as Fund officers through the close of business on September 5, 2014, but were replaced with the PIMCO personnel listed above effective as of the close of business on September 5, 2014, in connection with the transition to PIMCO as the Fund's investment manager.

**Shareholder Meeting Results**

(Unaudited)

**Annual Shareholder Meeting Results**

The Fund held its annual meeting of shareholders on April 30, 2014. Shareholders voted as indicated below:

	Affirmative	Withheld Authority
Re-election of Bradford K. Gallagher Class II to serve until the annual meeting for the 2016-2017 fiscal year	60,802,255	2,369,453
Re-election of James A. Jacobson* Class II to serve until the annual meeting for the 2016-2017 fiscal year	1,434	2,692

The other members of the Board of Trustees at the time of the meeting, namely, Ms. Deborah A. DeCotis and Messrs. Hans W. Kertess\*, John C. Maney , William B. Ogden, IV, and Alan Rappaport\* continued to serve as Trustees of the Fund.

\* Preferred Shares Trustee  
Interested Trustee

**Special Shareholder Meeting Results**

The Fund held a special meeting of shareholders on June 9, 2014 to vote on the approval of the new investment management agreement between the Fund and PIMCO, as discussed in Note 8 to the Notes to Financial Statements. The special meeting was convened as scheduled on June 9, 2014. However, because sufficient votes in favor of the proposal had not been received for the Fund at the time of the special meeting, the shareholders of the Fund present voted to adjourn the special meeting to July 10, 2014 to permit further solicitation of proxies. On July 10, 2014 the special meeting was reconvened, and common and preferred shareholders of the Fund voted as indicated below:

	For	Against	Abstain
Approval of an Investment Management Agreement between PIMCO Corporate & Income Opportunity Fund and Pacific Investment Management Company LLC	29,579,900	950,949	5,450,030

**Changes to Boards of Trustees / Changes to Portfolio Managers**

(Unaudited)

**Changes to Boards of Trustees**

Effective at the close of business on September 5, 2014, Craig A. Dawson became a Class III Trustee of the Fund.

**Changes to Portfolio Managers**

Effective as of September 26, 2014, Alfred Murata and Mohit Mittal replaced William Gross as portfolio managers for the Fund.

Mr. Murata is a managing director and portfolio manager in PIMCO's Newport Beach office on the mortgage credit team. Morningstar named him Fixed-Income Fund Manager of the Year (U.S.) for 2013. Prior to joining PIMCO in 2001, he researched and implemented exotic equity and interest rate derivatives at Nikko Financial Technologies. He has 14 years of investment experience and holds a Ph.D. in engineering-economic systems and operations research from Stanford University. He also earned a J.D. from Stanford Law School and is a member of the State Bar of California.

Mr. Mittal is a managing director and portfolio manager in PIMCO's Newport Beach office. He manages investment grade credit and unconstrained bond portfolios and is the current chair for the Americas Portfolio Committee. Previously, he was a specialist on PIMCO's interest rates and derivatives desk. Mr. Mittal joined PIMCO in 2007. He has 7 years of investment experience and holds an MBA in finance from the Wharton School of the University of Pennsylvania and an undergraduate degree in computer science from Indian Institute of Technology (IIT) in Delhi, India.

The Morningstar Fixed-Income Fund Manager of the Year award is based on the strength of the manager, performance, strategy, and firm stewardship.

---

**Investment Strategy Updates**

(Unaudited)

Effective December 22, 2014, the Fund amended an existing non-fundamental investment policy, such that the Fund may now invest up to 40% of its total assets in securities and instruments that are economically tied to emerging market countries (this limitation does not apply to investment grade sovereign debt denominated in the relevant country's local currency with less than 1 year remaining to maturity). Prior to the amendment, the Fund could invest up to 10% of its total assets in securities of issuers located in emerging market countries.

In addition, effective December 22, 2014, the Fund adopted a non-fundamental investment policy permitting the Fund to invest without limitation in investment grade sovereign debt denominated in the relevant country's local currency with less than 1 year remaining to maturity, subject to applicable law and any other restrictions described in the Fund's prospectus, Statement of Additional Information or shareholder reports in effect from time to time.

The Fund has also adopted the following investment policy:

The Fund may invest up to 20% of its total assets in common stocks and other equity securities from time to time, including those it has received through the conversion of a convertible security held by the Fund or in connection with the restructuring of a debt security.

The following risks are associated with the policies described above:

Investments in emerging market countries pose a greater degree of risk (i.e., the risk of a cascading collapse of multiple institutions within a country, and even multiple national economies). Governments of emerging market countries may engage in confiscatory taxation or expropriation of income and/or assets to raise revenues or to pursue a domestic political agenda. There is also a greater risk that an emerging market government may take action that impedes or prevents the Fund from taking income and/or capital gains earned in the local currency and converting into U.S. dollars (i.e., repatriating local currency investments or profits). Other heightened risks associated with emerging market investments include without limitation: (i) risks due to less social, political and economic stability; (ii) the smaller size of the market for such securities and a lower volume of trading, resulting in a lack of liquidity and in price volatility; (iii) certain national policies which may restrict the Fund's investment opportunities; (iv) the lack of uniform accounting and auditing standards and/or standards that may be significantly different from the standards required in the United States; (v) less publicly available financial and other information regarding issuers; (vi) potential difficulties in enforcing contractual obligations; and (vii) higher rates of inflation, higher interest rates and other economic concerns.

Investments in debt obligations of foreign (non-U.S.) governments or their sub-divisions, agencies and government sponsored enterprises (together Foreign Government Securities) can involve risk. The foreign governmental entity that controls the repayment of debt may not be able or willing to repay the principal and/or interest when due in accordance with the terms of such debt. In the event of a default by a governmental entity, there may be few or no effective legal remedies for collecting on such debt. These risks are heightened with respect to the Fund's investments in Foreign Government Securities of emerging market countries.



**Investment Strategy Updates (Cont.)**

The market price of common stocks and other equity securities may go up or down, sometimes rapidly or unpredictably. Equity securities may decline in value due to factors affecting equity securities markets generally, particular industries represented in those markets, or the issuer itself. The values of equity securities may decline due to general market conditions that 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 generally. They may also decline due to factors which affect a particular industry or industries, such as labor shortages or increased production costs and competitive conditions within an industry. Equity securities generally have greater price volatility than bonds and other debt securities.

Effective January 16, 2015, the Fund amended an existing non-fundamental investment policy,

such that the Fund (i) will not normally invest more than 20% of its total assets in debt instruments, other than mortgage-related and other asset-backed securities, that are, at the time of purchase, rated CCC or lower by Standard & Poor's Financial Services, LLC (S&P) and Fitch, Inc. and Caa1 or lower by Moody's Investors Services Inc. (Moody's), or that are unrated but determined by PIMCO to be of comparable quality, and (ii) may invest without limitation in mortgage-related and other asset-backed securities regardless of rating. Prior to the amendment, the Fund (i) would usually attempt to maintain a portfolio with an average credit quality that is investment grade, rated at least Baa3 by Moody's or BBB- by S&P or based, with respect to unrated securities, on comparable credit quality determinations made by PIMCO; (ii) within the investment grade spectrum, would tend to focus on corporate debt obligations rated in the lowest investment grade category (Baa by Moody's or BBB by S&P); (iii) had the flexibility to invest up to 50% of its total assets in debt securities that are below investment grade quality, including unrated securities, with no exception for mortgage-related or other asset-backed securities; and (iv) would normally focus such investments in the highest non-investment grade category (rated Ba by Moody's or BB by S&P).

The following risks are associated with the new policies described above:

In general, lower rated debt securities carry a greater degree of risk that the issuer will lose its ability to make interest and principal payments, which could have a negative effect on the net asset value of the Fund's common shares or common share dividends. Securities of below investment grade quality are regarded as having predominantly speculative characteristics with respect to capacity to pay interest and repay principal, and are commonly referred to as high yield securities or junk bonds. High yield securities involve a greater risk of default and their prices are generally more volatile and sensitive to actual or perceived negative developments, such as a decline in the issuer's revenues or revenues of underlying borrowers or a general economic downturn, than are the prices of higher grade securities. Debt securities in the lowest investment grade category also may be considered to possess some speculative characteristics by certain rating agencies. An economic downturn could severely affect the ability of issuers (particularly those that are highly leveraged) to service their debt obligations or to repay their obligations upon maturity. Lower-rated securities are generally less liquid than higher-rated securities, which may have an adverse effect on the Fund's ability to dispose of a particular security. As a result, the Fund could find it more difficult to sell these securities or may be able to sell these securities only at prices lower than if such securities were widely traded. To the extent the Fund focuses on below investment grade debt obligations, PIMCO's

capabilities in analyzing credit quality and associated risks will be particularly important, and there can be no assurance that PIMCO will be successful in this regard.

The Fund's credit quality policies apply only at the time a security is purchased, and the Fund is not required to dispose of a security in the event that a rating agency or PIMCO downgrades its assessment of the credit characteristics of a particular issue. Analysis of creditworthiness may be more complex for issuers of high yield securities than for issuers of higher quality debt securities.

Under the policies, the Fund may invest in securities rated in the lower rating categories (Caa1 or lower by Moody's or CCC or lower by either S&P or Fitch) or that are unrated but determined by PIMCO to be of comparable quality to securities so rated. For these securities, the risks associated with below investment grade instruments are more pronounced. The Fund may also purchase defaulted or stressed securities, which involve heightened risks.

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. For instance, these securities may be particularly sensitive to changes in prevailing interest rates. Rising interest rates tend to extend the duration of mortgage-related securities, making them more sensitive to changes in interest rates, and may reduce the market value of the securities. This is known as extension risk. In addition, mortgage-related securities are subject to prepayment risk—the risk that borrowers may pay off their mortgages sooner than expected, particularly when interest rates decline. This can reduce the Fund's returns because the Fund may have to reinvest that money at 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 their structure and the nature of the assets underlying the security and the servicing of those assets. Due to their often complicated structures, various mortgage-related and asset-backed securities may be difficult to value and may constitute illiquid investments. The values of mortgage-related and other asset-backed securities may be substantially dependent on the servicing of the underlying asset pools, and are therefore subject to risks associated with the negligence by, or defalcation of, their servicers. Furthermore, debtors may be entitled to the protection of a number of state and federal consumer credit laws with respect to these securities, which may give the debtor the right to avoid or reduce payment.

Investments in below investment grade and mortgage-related and other asset-backed securities may involve particularly high levels of risk.

## Dividend Reinvestment Plan

The Fund has adopted a Dividend Reinvestment Plan (the Plan) which allows common shareholders 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 shareholders 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 shareholders whose shares are registered with the Plan Agent (registered shareholders) 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 Fund, unless the shareholder elects to receive cash. Registered shareholders who elect not to participate in the Plan will receive all distributions in cash paid by check and mailed directly to the shareholder 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 (844) 33PIMCO (844-337-4626), 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 each 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.

(Unaudited)

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 Fund reserves 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.

**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 shareholder 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 shareholders 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: (844) 33-PIMCO (844-337-4626); website: [www.amstock.com](http://www.amstock.com).

---

**Matters Relating to the Trustees Consideration of the Investment Management and Portfolio Management Agreements**

As discussed in Notes 1 and 8 in the Notes to Financial Statements, an Investment Management Agreement between the Fund and PIMCO (the New Agreement ) became effective at the close of business on September 5, 2014, and at that time PIMCO replaced AGIFM as the investment manager of the Fund and ceased serving as the Fund's sub-adviser. Prior thereto, the Fund had in place an Investment Management Agreement with AGIFM (the Advisory Agreement ) and Portfolio Management Agreement between AGIFM and PIMCO (the Sub-Advisory Agreement, and, together with the Advisory Agreement, the Previous Agreements ), which terminated at the close of business on September 5, 2014. However, the terms of the Previous Agreements would have terminated before the New Agreement took effect, and, therefore, the Trustees were asked to approve the continuance of the Previous Agreements with respect to the Fund for an additional term which would expire upon the effectiveness of the New Agreement or, in the event the New Agreement had not been approved by shareholders of the Fund, for an additional one-year period. The Investment Company Act of 1940, as amended, requires that both the full Board of Trustees of the Fund (the Board or the Trustees ) and a majority of the non-interested Trustees (the Independent Trustees ), voting separately, approve each Previous Agreement. Accordingly, the Trustees met in person on June 23-24, 2014 (the contract review meeting ) for the specific purpose of considering whether to approve the continuation of the Previous Agreements with respect to the Fund. The Independent Trustees were assisted in their evaluation of the Previous Agreements by independent legal counsel, from whom they received separate legal advice and with whom they met separately from Fund management during the contract review meeting.

In connection with their deliberations regarding the continuation of the Previous Agreements, the Trustees, including the Independent Trustees, considered such information and factors as they believed, in light of the legal advice furnished to them and their own business judgment, to be relevant. As described below, the Trustees considered the nature, quality, and extent of the various investment management, administrative and other services performed by AGIFM or PIMCO under the applicable Previous Agreement.

In connection with their contract review meeting, the Trustees relied upon materials provided by AGIFM and PIMCO for the contract review meeting or for prior meetings which included, among other items: (i) information provided by Lipper Inc. ( Lipper ), an independent third party, on the total return investment performance (based on net assets) of the Fund for various time periods, the investment performance of a group of funds with investment classifications/objectives comparable to those of the Fund identified by Lipper (the Lipper performance universe ) and the performance of an applicable benchmark index, (ii) information provided by Lipper on the Fund's management fees and other expenses and the management fees and other expenses of comparable funds identified by Lipper, (iii) information regarding the investment performance and fees for other funds managed by PIMCO with similar investment strategies to those of the Fund, (iv) the estimated profitability to AGIFM from its relationship with the Fund for the one-year period ended December 31, 2013, (v) descriptions of various functions performed by AGIFM and PIMCO for the Fund, such as portfolio management, compliance monitoring and portfolio trading practices, and (vi) information regarding the overall organization of AGIFM and PIMCO, including information regarding senior management, portfolio managers and other personnel who provided investment management, administrative and other services to the Fund.

The Trustees' conclusions as to the continuation of the Previous Agreements were based on a comprehensive consideration of all information provided to the Trustees and were not the result of any single factor. Some of the factors that figured particularly in the Trustees' deliberations are described below, although individual Trustees may have evaluated the information presented differently from one another, attributing different weights to various factors.

Fund-specific performance results for the Fund reviewed by the Trustees are discussed below. The comparative performance information was prepared and provided by Lipper and was not independently verified by the Trustees. The Trustees reviewed, among other information, comparative information showing performance of the Fund against its Lipper performance universe for the one-year, three-year, five-year and ten-year periods ended December 31, 2013.

In addition, it was noted that the Trustees considered matters bearing on the Fund and its advisory arrangements at their meetings throughout the year, including a review of performance data at each regular meeting.

As part of their review, the Trustees examined AGIFM's and PIMCO's abilities to provide high-quality investment management and other services to the Fund. Among other information, the Trustees considered the investment philosophy and research and decision-making processes of PIMCO; the experience of key advisory personnel of PIMCO responsible for portfolio management of the Fund; the ability of AGIFM and PIMCO to attract and retain capable personnel; and the capability of the senior management and staff of AGIFM and PIMCO. In addition, the Trustees reviewed the quality of AGIFM's and PIMCO's services with respect to regulatory compliance and compliance with the investment policies of the Fund; the nature and quality of certain administrative services AGIFM was responsible for providing to the Fund; and conditions that might have affected the AGIFM's or PIMCO's ability to provide high-quality services to the Fund in the future under the Previous Agreements, including each organization's respective financial condition and operational stability. Based on the foregoing, the Trustees concluded that PIMCO's investment process, research capabilities and philosophy were well suited to the Fund given its investment objective and policies, and that AGIFM and PIMCO would be able to continue to meet any reasonably foreseeable obligations under the Previous Agreements.

In assessing the reasonableness of the Fund's fees under the Previous Agreements, the Trustees considered, among other information, the Fund's management fee and its total expense ratio as a percentage of average net assets attributable to common shares and as a percentage of total managed assets (including assets attributable to common shares and leverage outstanding combined), and the management fee and total expense ratios of a peer expense group of funds based on information provided by Lipper. The Fund-specific fee and expense results discussed below were prepared and provided by Lipper and were not independently verified by the Trustees.

The Trustees specifically took note of how the Fund compared to its Lipper peers as to performance, management fee expense and total net expenses. The Trustees noted that while the Fund was not charged a separate administration fee (recognizing that its management fees included a component for administrative services), it was not clear in all cases whether the peer funds in the Lipper category were separately charged such a fee by their investment managers, so that the total expense ratio

---

**Matters Relating to the Trustees Consideration of the Investment Management and Portfolio Management Agreement(Cont.)**

(rather than any individual expense component) represented the most relevant comparison. It was noted that the total expense ratio comparisons reflect the effect of expense waivers/reimbursements (although none existed for the Fund).

With respect to the Fund's common share total return performance (based on net asset value) relative to its respective Lipper performance universe, the Trustees noted that the Fund had first quintile performance for the one-year, three-year, five-year and ten-year periods ended December 31, 2013.

The Trustees noted that the expense group for the Fund provided by Lipper consisted of a total of ten closed-end funds, including the Fund. The Trustees also noted that the average net assets of the common shares of the funds in the group ranged from \$243.8 million to \$1.956 billion, and that two of the funds in the group were larger in asset size than the Fund. The Trustees noted that the Fund's management fee was below the median management fee of the other funds in its expense group provided by Lipper calculated on common share assets and was at the median management fee of other funds in its expense group calculated on common share and leveraged assets combined. With respect to the Fund's total expense ratio (excluding interest expense) calculated on average net assets, the Trustees noted that the Fund's estimated total expense ratio was below the median total expense ratio of the group of funds presented for comparison.

In addition to their review of Fund performance based on net asset value, the Trustees also considered the market value performance of the Fund's common shares and related share price premium and/or discount information based on the materials provided by Lipper and management.

The Trustees also considered the management fees charged by PIMCO to other funds with similar strategies to those of the Fund, including open-end funds advised by PIMCO. The Trustees noted that the management fees paid by the Fund are generally higher than the fees paid by the open-end funds offered for comparison, but were advised by PIMCO that there are additional portfolio management challenges in managing closed-end funds such as the Fund, such as those associated with the use of leverage and attempting to meet a regular dividend. The Trustees were advised that PIMCO does not manage any institutional or separate accounts which have an investment strategy or return profile bearing any reasonable similarity to the Fund.

The Trustees also took into account that the Fund has preferred shares outstanding, which increased the amount of management fees payable by the Fund under the Previous Agreements (because the Fund's fees were calculated based on the Fund's net assets, including any assets attributable to preferred shares outstanding). The Trustees took into account that AGIFM and PIMCO had a financial incentive for the Fund to have preferred shares and/or other forms of leverage outstanding, which may have created a conflict of interest between AGIFM and PIMCO, on the one hand, and the Fund's common shareholders, on the other. In this regard, the Trustees considered information provided by AGIFM and PIMCO and related presentations as to why the Fund's use of leverage continues to be appropriate and in the best interests of the Fund under current market conditions. The Trustees also considered PIMCO's representation that it will use leverage for the Fund solely as it determines to be in the best interests of the Fund from an investment perspective and without regard to the levels of compensation AGIFM or PIMCO receive.

(Unaudited)

Based on a profitability analysis provided by AGIFM, the Trustees also considered the estimated profitability to AGIFM from its relationship with the Fund and determined that such profitability did not appear to be excessive.

The Trustees also took into account that, as a closed-end investment company, the Fund does not currently intend to raise additional assets, so the assets of the Fund will grow (if at all) principally through the investment performance of the Fund. Therefore, the Trustees did not consider potential economies of scale as a principal factor in assessing the fee rates payable under the Previous Agreements.

Additionally, the Trustees considered so-called fall-out benefits to AGIFM and PIMCO, such as reputational value derived from serving as investment manager and sub-adviser to the Fund and research, statistical and quotation services AGIFM and PIMCO may receive from broker-dealers executing the Fund's portfolio transactions on an agency basis.

After reviewing these and other factors described herein, the Trustees concluded, with respect to the Fund, within the context of their overall conclusions regarding the Previous Agreements and based on the information provided and related representations made by management, that they were satisfied with AGIFM's and PIMCO's responses and efforts relating to the investment performance of the Fund. The Trustees also concluded that the fees payable under each Previous Agreement represented reasonable compensation in light of the nature, extent and quality of services provided by AGIFM or PIMCO, as the case may be. Based on their evaluation of factors that they deemed to be material, including those factors described above, the Trustees, including the Independent Trustees, unanimously concluded that the continuation of the Previous Agreements was in the best interests of the Fund and its shareholders, and should be approved.



## Privacy Policy

The Fund<sup>1</sup> considers customer privacy to be a fundamental aspect of its relationship with shareholders and is committed to maintaining the confidentiality, integrity and security of their current, prospective and former shareholders' non-public personal information. The Fund has developed policies that are designed to protect this confidentiality, while allowing shareholder needs to be served.

## Obtaining Personal Information

In the course of providing shareholders with products and services, the Fund and certain service providers to the Fund, such as the Fund's investment adviser ( Adviser ), may obtain non-public personal information about shareholders, which may come from sources such as account applications and other forms, from other written, electronic or verbal correspondence, from shareholder transactions, from a shareholder's brokerage or financial advisory firm, financial advisor or consultant, and/or from information captured on applicable websites.

## Respecting Your Privacy

As a matter of policy, the Fund does not disclose any non-public personal information provided by shareholders or gathered by the Fund to non-affiliated third parties, except as required or permitted by law or as necessary for such third parties to perform their agreements with respect to the Fund. 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, conducting research on shareholder satisfaction and gathering shareholder proxies. The Fund or its affiliates may also retain non-affiliated companies to market Fund shares or products which use Fund shares and enter into joint marketing arrangements with them and other companies. These companies may have access to a shareholder's personal and account information, but are permitted to use this information solely to provide the specific service or as otherwise permitted by law. In most cases, the shareholders will be clients of a third party, but the Fund may also provide a shareholder's personal and account information to the shareholder's respective brokerage or financial advisory firm and/or financial advisor or consultant.

## Sharing Information with Third Parties

The Fund reserves the right to disclose or report personal or account information to non-affiliated third parties in limited circumstances where the Fund believes in good faith that disclosure is required under law, to cooperate with regulators or law enforcement authorities, to protect their rights or property, or upon reasonable request by any fund advised by PIMCO in which a shareholder has invested. In addition, the Fund may disclose information about a shareholder or a shareholder's accounts to a non-affiliated third party at the shareholder's request or with the consent of the shareholder.

## Sharing Information with Affiliates

The Fund may share shareholder information with its affiliates in connection with servicing shareholders' accounts, and subject to applicable law may provide shareholders with information

72 PIMCO CLOSED-END FUNDS

<sup>1</sup> When distributing this Policy, the Fund may combine the distribution with any similar distribution of its investment adviser's privacy policy. The distributed, combined policy may be written in the first person (i.e., by using "we" instead of "the Funds").

(Unaudited)

about products and services that the Funds or their Adviser or its affiliates ( Service Affiliates ) believe may be of interest to such shareholders. The information that the Fund may share may include, for example, a shareholder's participation in the Fund or in other investment programs sponsored by a Service Affiliate, a shareholder's ownership of certain types of accounts (such as IRAs), information about the Fund's experiences or transactions with a shareholder, information captured on applicable websites, or other data about a shareholder's accounts, subject to applicable law. The Fund's Service Affiliates, in turn, are not permitted to share shareholder information with non-affiliated entities, except as required or permitted by law.

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

The Fund takes seriously the obligation to safeguard shareholder non-public personal information. In addition to this policy, the Fund has implemented procedures that are designed to restrict access to a shareholder's non-public personal information to internal personnel who need to know that information to perform their jobs, such as servicing shareholder accounts or notifying shareholders of new products or services. Physical, electronic and procedural safeguards are in place to guard a shareholder's non-public personal information.

### **Information Collected from Websites**

Websites maintained by the Fund or its service providers may use a variety of technologies to collect information that help the Fund and its service providers understand how the website is used. Information collected from your web browser (including small files stored on your device that are commonly referred to as cookies ) allow the websites to recognize your web browser and help to personalize and improve your user experience and enhance navigation of the website. In addition, the Fund or its Service Affiliates may use third parties to place advertisements for the Fund on other websites, including banner advertisements. Such third parties may collect anonymous information through the use of cookies or action tags (such as web beacons). The information these third parties collect is generally limited to technical and web navigation information, such as your IP address, web pages visited and browser type, and does not include personally identifiable information such as name, address, phone number or email address.

You can change your cookie preferences by changing the setting on your web browser to delete or reject cookies. If you delete or reject cookies, some website pages may not function properly.

### **Changes to the Privacy Policy**

From time to time, the Fund may update or revise this privacy policy. If there are changes to the terms of this privacy policy, documents containing the revised policy on the relevant website will be updated.

Effective as of September 5, 2014.



**General Information**

**Investment Manager**

Pacific Investment Management Company LLC

1633 Broadway

New York, NY 10019

**Custodian**

State Street Bank & Trust Co.

801 Pennsylvania

Kansas City, MO 64105

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

American Stock Transfer & Trust Company, LLC

6201 15th Avenue

Brooklyn, NY 11219

**Legal Counsel**

Ropes & Gray LLP

Prudential Tower

800 Boylston Street

Boston, MA 02199

**Independent Registered Public Accounting Firm**

PricewaterhouseCoopers LLP

1100 Walnut Street, Suite 1300

Kansas City, MO 64106

Edgar Filing: PIMCO CORPORATE & INCOME OPPORTUNITY FUND - Form N-CSR

This report is submitted for the general information of the shareholders of PIMCO Corporate & Income Opportunity Fund.

[pimco.com/investments](http://pimco.com/investments)

PTY CEF3001AR\_113014

**Item 2. Code of Ethics.**

As of the end of the period covered by this report, the Registrant has adopted a code of ethics (the Code ) that applies to the Registrant's principal executive officer and principal financial & accounting officer. The Registrant did not grant any waivers, including implicit waivers, from any provisions of the Code to the principal executive officer or principal financial & accounting officer during the period covered by this report.

A copy of the Code is included as an exhibit to this report.

**Item 3. Audit Committee Financial Expert.**

(a) The Board of Trustees has determined that James A. Jacobson, who serves on the Board's audit committee, qualifies as an audit committee financial expert as such term is defined in the instructions to this Item 3. The Board has also determined that Mr. Jacobson is independent as such term is interpreted under this Item 3.

**Item 4. Principal Accountant Fees and Services.**

(a)	<u>Fiscal Year Ended</u>	<u>Audit Fees</u>
	November 30, 2014	\$ 51,653
	November 30, 2013	\$ 85,000
(b)	<u>Fiscal Year Ended</u>	<u>Audit-Related Fees</u>
	November 30, 2014	\$ 12,360
	November 30, 2013	\$ 12,000
(c)	<u>Fiscal Year Ended</u>	<u>Tax Fees</u>
	November 30, 2014	\$ 16,470
	November 30, 2013	\$ 15,990
(d)	<u>Fiscal Year Ended</u>	<u>All Other Fees<sup>(1)</sup></u>
	November 30, 2014	\$
	November 30, 2013	\$

Audit Fees represents fees billed for each of the last two fiscal years for professional services rendered for the audit and review of the Registrant's annual financial statements for those fiscal years or services that are normally provided by the accountant in connection with statutory or regulatory filings or engagements for those fiscal years.

Audit-Related Fees represents fees billed for each of the last two fiscal years for assurance and related services that are reasonably related to the performance of the audit or review of the Registrant's financial statements, but not reported under Audit Fees above, and that include accounting consultations, agreed-upon procedure reports (inclusive of annual review of basic maintenance testing associated with the Preferred Shares), attestation reports and comfort letters for those fiscal years.

Tax Fees represents fees billed for each of the last two fiscal years for professional services related to tax compliance, tax advice and tax planning, including services relating to the filing or amendment of federal, state or local income tax returns, regulated investment company qualification reviews, and tax distribution and analysis reviews.



All Other Fees represents fees, if any, billed for other products and services rendered by the principal accountant to the Registrant other than those reported above under Audit Fees, Audit-Related Fees and Tax Fees for the last two fiscal years.

<sup>(1)</sup>There were no All Other Fees for the last two fiscal years.

(e) Pre-approval policies and procedures

(1) The Registrant's Audit Committee has adopted pre-approval policies and procedures (the "Procedures") to govern the Audit Committee's pre-approval of (i) all audit services and permissible non-audit services to be provided to the Registrant by its independent accountant, and (ii) all permissible non-audit services to be provided by such independent accountant to the Registrant's investment adviser and to any entity controlling, controlled by, or under common control with the investment adviser that provides ongoing services to the Registrant (collectively, the "Service Affiliates") if the services provided directly relate to the Registrant's operations and financial reporting. In accordance with the Procedures, the Audit Committee is responsible for the engagement of the independent accountant to certify the Registrant's financial statements for each fiscal year. With respect to the pre-approval of non-audit services provided to the Registrant and its Service Affiliates, the Procedures provide that the Audit Committee may annually pre-approve a list of types or categories of non-audit services that may be provided to the Registrant or its Service Affiliates, or the Audit Committee may pre-approve such services on a project-by-project basis as they arise. Unless a type of service has received general pre-approval, it will require specific pre-approval by the Audit Committee if it is to be provided by the independent accountant. The Procedures also permit the Audit Committee to delegate authority to one or more of its members to pre-approve any proposed non-audit services that have not been previously pre-approved by the Committee, subject to the ratification by the full Audit Committee no later than its next scheduled meeting.

(2) With respect to the services described in paragraphs (b) through (d) of this Item 4, no amount was approved by the Audit Committee pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

f) Not applicable.

g)

Entity	Aggregate Non-Audit Fees Billed to Entity November 30, 2014
PIMCO Corporate & Income Opportunity Fund	\$ 28,830
Pacific Investment Management Company LLC ( PIMCO )	6,692,504
Allianz Global Investors Fund Management LLC	137,840
Total	\$ 6,859,174

The aggregate non-audit fees billed by the Auditor for services rendered to the Registrant, and rendered to the Adviser, for the fiscal period ended November 30, 2013 was \$7,562,083.

h) The Registrant's Audit Committee has considered whether the provision of non-audit services that were rendered to the Registrant's investment adviser, and any entity controlling, controlled by, or under common control with the investment adviser that provides ongoing services to the Registrant which were not pre-approved (not requiring preapproval) is compatible with maintaining the principal accountant's independence.

**Item 5. Audit Committee of Listed Registrants.**

The Registrant has a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended. The audit committee 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.**

The Schedule of Investments is included as part of the reports to shareholders under Item 1.

**Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies.**

PIMCO has adopted written proxy voting policies and procedures ( Proxy Policy ) as required by Rule 206(4)-6 under the Investment Advisers Act of 1940, as amended (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 fixed income 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 (collectively, proxies ) are exercised in the best interests of accounts.

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 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.

With respect to the voting of proxies relating to fixed income securities, PIMCO s fixed income credit research group (the Credit Research Group ) is responsible for researching and issuing recommendations for voting proxies. With respect to each proxy received, the Credit Research Group researches the financial implications of the proxy proposal and makes voting recommendations specific for each account that holds the related fixed income security. PIMCO considers each proposal regarding a fixed income 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. Upon the recommendation of the applicable portfolio managers, PIMCO may determine to override any recommendation made by the Credit Research Group. In the event that the Credit Research Group does not provide a recommendation with respect to a proposal, PIMCO may determine to vote the proposal directly.

PIMCO may determine not to vote a proxy for an equity or fixed income security if: (1) the effect on the applicable account s economic interests or the value of the portfolio holding is insignificant in relation to the account s portfolio; (2) the cost of voting the proxy outweighs the possible benefit to the applicable account, 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 or the Credit Research Group, as applicable, does not provide a recommendation or the portfolio managers of a client account propose to override a recommendation by the Proxy Voting Service, or the Credit Research Group, as applicable, PIMCO will review the proxy to determine whether there is a material conflict between PIMCO and the applicable account or among PIMCO-advised accounts. 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 client account, 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 client account, 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 Policy, the Proxy Conflicts Committee and/or other relevant procedures approved by PIMCO s Legal and Compliance department with respect to specific types of conflicts. With respect to material conflicts of interest

between one or more 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 accounts with at least one portfolio manager in common; or (ii) permit the respective portfolio managers to vote the proxies in accordance with each client account's best interests if the conflict exists between client accounts managed by different portfolio managers.

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

**Item 8. Portfolio Managers of Closed-End Management Investment Companies.**

(a)(1)

As of January 27, 2015, the following individuals have primary responsibility for the day-to-day implementation of the PIMCO Corporate & Income Opportunity Fund (the Fund):

**Mohit Mittal**

Mr. Mittal became a portfolio manager of the Fund effective September 26, 2014. Mr. Mittal is a managing director and portfolio manager in the Newport Beach office. He manages investment grade credit, total return and unconstrained bond portfolios and is a member of the Americas Portfolio Committee. Previously, he was a specialist on PIMCO's interest rates and derivatives desk. Mr. Mittal joined the firm in 2007 and holds an MBA in finance from the Wharton School of the University of Pennsylvania and an undergraduate degree in computer science from Indian Institute of Technology (IIT) in Delhi, India.

**Alfred T. Murata**

Mr. Murata became a portfolio manager of the Fund effective September 26, 2014. Mr. Murata is a managing director and portfolio manager in the Newport Beach office on the mortgage credit team. Morningstar named him Fixed-Income Fund Manager of the Year (U.S.) for 2013. Prior to joining PIMCO in 2001, he researched and implemented exotic equity and interest rate derivatives at Nikko Financial Technologies. He has 15 years of investment experience and holds a Ph.D. in engineering-economic systems and operations research from Stanford University. He also earned a J.D. from Stanford Law School and is a member of the State Bar of California.

(a)(2)

The following summarizes information regarding each of the accounts, excluding the Fund, managed by the Portfolio Managers as of November 30, 2014, including accounts managed by a team, committee, or other group that includes the Portfolio Managers. Unless mentioned otherwise, the advisory fee charged for managing each of the accounts listed below is not based on performance.

PM	Registered Investment Companies		Other Pooled Investment Vehicles		Other Accounts	
	#	AUM(\$million)	#	AUM(\$million)	#	AUM(\$million)
<b>Mohit Mittal</b>	4	\$2,589.47	1	\$79.08	84	\$32,845.26**
<b>Alfred T.</b>	8	\$46,735.16	3	\$7,234.52	5	\$619.79

**Murata**

\*\*Of these other Accounts, 4 accounts totaling \$1,325.60 million in assets pay an advisory fee that is based in part on the performance of the accounts.

From time to time, potential and actual conflicts of interest may arise between a portfolio manager's management of 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 a particular 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 a Fund, 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 a Fund, certain pooled investment vehicles and other accounts, 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 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. 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 a Fund, certain pooled investment vehicles and other accounts on a fair and equitable basis over time.

(a)(3)

As of November 30, 2014, the following explains the compensation structure of the individual who has primary responsibility for day-to-day portfolio management of the Fund:

#### **Portfolio Manager Compensation**

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 and discretionary performance bonuses, 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.

**Key Principles on Compensation Philosophy include:**

PIMCO's pay practices are designed to attract and retain high performers.

PIMCO's pay philosophy embraces a corporate culture of pay-for-performance, a strong work ethic and meritocracy.

PIMCO's goal is to ensure key professionals are aligned to PIMCO's long-term success through equity participation.

PIMCO's Discern and Differentiate discipline is exercised where individual performance ranking is used for guidance as it relates to total compensation levels.

**The Total Compensation Plan consists of three components:**

**Base Salary** Base salary is built on core job responsibilities, market factors and internal positions/levels. Base salary levels are reviewed annually, when there is a significant change in job responsibilities or position, or a significant change in market levels. Base salary is paid in regular instalments 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 evaluation throughout 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 and Long-term incentive compensation allow key professionals to participate in the long-term growth of the firm. M Options and/or Long Term Incentive Plan (LTIP) are awarded to professionals. Employees who reach a total compensation threshold are delivered their annual compensation in a mix of cash and equity or long-term incentive awards. PIMCO incorporates a progressive allocation of deferred compensation as a percentage of total compensation, which is in line with market practices.

- i The M Unit program provides 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. In the program, options are awarded and 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.
- i The LTIP award provides cash awards that appreciate or depreciate based on PIMCO's operating earnings over a rolling three-year basis. The plan provides a link between longer term company performance and participant pay, further motivating participants to make a long-term commitment to PIMCO's success.

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

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 of the Fund the portfolio managers beneficially owned as of November 30, 2014:

Portfolio Manager	Dollar Range of Equity Securities of the Fund Owned as of November 30, 2014
Mohit Mittal	None
Alfred T. Murata	None

**Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers.**

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.

**Item 11. Controls and Procedures.**

- (a) The principal executive officer and principal financial & accounting officer have concluded that the Registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended ( "1940 Act" )) provide reasonable assurances that material information relating to the Registrant is made known to them by the appropriate persons, based on their evaluation of these controls and procedures as of a date within 90 days of the filing of this report.
- (b) There were no changes in the Registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act) that occurred during the second fiscal quarter of the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Registrant's internal control over financial reporting.

**Item 12. Exhibits.**

- (a)(1) Exhibit 99.CODE Code of Ethics pursuant to Section 406 of the Sarbanes-Oxley Act of 2002.
- (a)(2) Exhibit 99.CERT Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- (b) Exhibit 99.906CERT Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**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.

PIMCO Corporate & Income Opportunity  
Fund

By: /s/ PETER G. STRELOW

Peter G. Strelow  
President, Principal Executive Officer

Date: January 27, 2015

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/ PETER G. STRELOW

Peter G. Strelow  
President, Principal Executive Officer

Date: January 27, 2015

By: /s/ WILLIAM G. GALIPEAU

William G. Galipeau  
Treasurer, Principal Financial &  
Accounting Officer

Date: January 27, 2015