

PCM FUND, INC.  
Form N-Q  
November 20, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM N-Q**

**QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS**  
**OF REGISTERED MANAGEMENT INVESTMENT COMPANY**  
**Investment Company Act file number 811-07816**

**PCM Fund, Inc.**

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

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

**(Address of principal executive offices) (Zip code)**

**Lawrence G. Altadonna 1633 Broadway New York, New York 10019**

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

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

**Date of fiscal year end: December 31, 2013**

**Date of reporting period: September 30, 2013**

**Item 1. Schedule of Investments**  
**Schedule of Investments**

**PCM Fund, Inc.**

September 30, 2013 (unaudited)

| Principal<br>Amount<br>(000s)            |  | Value*     |
|--|--|------------|
| <b>MORTGAGE-BACKED SECURITIES 108.6%</b> |  |            |
| \$ 453                                   | Adjustable Rate Mortgage Trust,<br>2.716%, 1/25/36, CMO (i)  | \$ 366,066 |
| 617                                      | Banc of America Alternative Loan Trust,<br>6.399%, 4/25/37, CMO (i)  | 479,875    |
| 840                                      | Banc of America Funding Corp., CMO,<br>2.985%, 12/20/34 (i)  | 717,883    |
| 313                                      | 5.553%, 3/20/36 (i)  | 295,136    |
| 1,030                                    | 7.00%, 10/25/37  | 633,683    |
| 2,000                                    | Banc of America Merrill Lynch Commercial Mortgage, Inc.,<br>5.414%, 9/10/47, CMO (g)   | 2,195,517  |
| 682                                      | Banc of America Mortgage Trust, CMO (i),<br>2.73%, 6/20/31   | 699,721    |
| 398                                      | 2.807%, 6/25/35  | 379,956    |
| 652                                      | 3.104%, 11/25/34   | 645,514    |
| 87                                       | BCAP LLC Trust, CMO (a)(c)(i),<br>0.38%, 7/26/36   | 37,234     |
| 150                                      | 5.004%, 3/26/36  | 144,142    |
| 1,000                                    | BCRR Trust,<br>5.858%, 7/17/40, CMO (a)(c)(g)(i)   | 1,124,073  |
| 1,845                                    | Bear Stearns Adjustable Rate Mortgage Trust, CMO (i),<br>2.674%, 10/25/35  | 1,798,226  |
| 324                                      | 2.701%, 5/25/34  | 307,726    |
| 73                                       | Bear Stearns ALT-A Trust, CMO (i),<br>2.425%, 5/25/36  | 39,546     |
| 1,509                                    | 2.54%, 8/25/36   | 1,058,633  |
| 1,215                                    | 2.638%, 11/25/36   | 814,330    |
| 522                                      | 2.743%, 5/25/36  | 340,768    |
| 551                                      | 2.804%, 8/25/36  | 378,752    |
| 90                                       | 2.82%, 1/25/47   | 61,330     |
| 263                                      | 3.598%, 9/25/34  | 260,009    |
| 256                                      | 4.421%, 7/25/35  | 195,529    |
| 156                                      | Bear Stearns Asset-Backed Securities Trust,<br>5.50%, 12/25/35, CMO  | 146,016    |
| 3,000                                    | Bear Stearns Commercial Mortgage Securities Trust, CMO,<br>5.694%, 6/11/50 (g)(i)  | 3,383,161  |
| 1,300                                    | 5.715%, 3/13/40 (a)(c)(i)  | 1,302,626  |
| 2,000                                    | 5.898%, 6/11/40 (g)(i)   | 2,261,661  |
| 1,000                                    | 6.466%, 5/11/39 (a)(c)(i)  | 1,014,672  |
| 2  | 6.50%, 2/15/32 (b)   | 772        |
| 1,146                                    | CBA Commercial Small Balance Commercial Mortgage, 5.54%, 1/25/39, CMO (a)(b)(c)(h)<br>(acquisition cost \$645,994; purchased 11/18/09) | 711,982    |
| 547                                      | Chase Mortgage Finance Trust,<br>6.00%, 3/25/37, CMO   | 476,379    |
| Principal<br>Amount<br>(000s)            |  | Value*     |

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|           |  |            |
|-----------|--|------------|
|           | Citigroup Commercial Mortgage Trust,<br>CMO (i),   |            |
| \$ 86,808 | 0.651%, 5/15/43, IO (a)(c)   | \$ 540,468 |
| 2,500     | 5.885%, 12/10/49 (g)   | 2,832,112  |
|           | Citigroup Mortgage Loan Trust, Inc., CMO (i),  |            |
| 395       | 2.773%, 8/25/35  | 345,140    |
| 479       | 2.926%, 11/25/36   | 392,701    |
| 501       | 3.284%, 9/25/35  | 436,820    |
|           | Citigroup/Deutsche Bank Commercial Mortgage Trust,   |            |
| 4,012     | 5.322%, 12/11/49, CMO (g)  | 4,442,466  |
|           | CitiMortgage Alternative Loan Trust,   |            |
| 111       | 5.50%, 4/25/22, CMO  | 114,445    |
|           | COBALT CMBS Commercial Mortgage Trust,   |            |
| 1,925     | 5.223%, 8/15/48, CMO   | 2,092,004  |
|           | Commercial Mortgage Trust, CMO (a)(c),   |            |
| 690       | 6.091%, 7/10/46 (i)  | 715,895    |
| 776       | 6.586%, 7/16/34  | 883,113    |
| 1,500     | 7.16%, 7/16/34 (i)   | 1,751,988  |
|           | Countrywide Alternative Loan Trust, CMO,   |            |
| 1,455     | 0.359%, 6/25/47 (g)(i)   | 1,000,666  |
| 2,735     | 0.39%, 7/20/46 (i)   | 1,535,650  |
| 459       | 0.459%, 2/25/37 (i)  | 333,900    |
| 1,660     | 0.469%, 2/25/36 (i)  | 1,051,303  |
| 3,648     | 1.099%, 12/25/35 (g)(i)  | 2,604,679  |
| 293       | 6.00%, 11/25/35  | 203,105    |
| 1,132     | 6.00%, 5/25/37   | 876,901    |
|           | Countrywide Home Loan Mortgage Pass-Through Trust, CMO,  |            |
| 367       | 0.499%, 3/25/35 (i)  | 257,458    |
| 276       | 2.607%, 9/20/36 (i)  | 187,474    |
| 33        | 2.783%, 2/20/36 (i)  | 28,577     |
| 1,102     | 2.797%, 9/25/47 (i)  | 910,566    |
| 766       | 6.00%, 5/25/37   | 662,771    |
|           | Credit Suisse First Boston Mortgage Securities Corp., CMO,   |            |
| 2,474     | 1.038%, 12/15/35, IO (a)(c)(i)   | 6,353      |
| 125       | 7.00%, 2/25/33   | 132,530    |
| 247       | 7.46%, 1/17/35 (i)   | 248,746    |
|           | Credit Suisse Mortgage Capital Certificates, CMO,  |            |
| 4,769     | 5.467%, 9/15/39 (g)  | 5,216,498  |
| 1,000     | 5.467%, 9/18/39 (a)(c)(i)  | 1,093,602  |
| 381       | 5.896%, 4/25/36  | 355,253    |
| 288       | 6.50%, 5/25/36   | 201,006    |
| 2,678     | FFCA Secured Lending Corp., 1.049%, 9/18/27, CMO, IO (a)(b)(c)(h)(i) (acquisition<br>cost \$617,832; purchased 11/17/00) | 61,205     |

## Schedule of Investments

## PCM Fund, Inc.

September 30, 2013 (unaudited) (continued)

| Principal<br>Amount<br>(000s) |  | Value*    |
|-------------------------------|--|-----------|
| \$ 275                        | First Horizon Alternative Mortgage Securities Trust,<br>2.273%, 8/25/35, CMO (i)           | \$ 57,845 |
| 229                           | First Horizon Mortgage Pass-Through Trust,<br>2.658%, 4/25/35, CMO (i)                     | 229,467   |
| 15,407                        | FREMF Mortgage Trust,<br>0.10%, 5/25/20, CMO, IO (e)(i)                                    | 73,394    |
| 1,500                         | GMAC Commercial Mortgage Securities, Inc., CMO (a)(c)(i),<br>6.957%, 5/15/30 (d)           | 220,500   |
| 1,500                         | 8.593%, 9/15/35  | 1,503,133 |
| 1,500                         | Greenwich Capital Commercial Funding Corp., CMO,<br>5.419%, 1/5/36 (a)(c)(i)               | 1,501,845 |
| 2,000                         | 5.444%, 3/10/39 (g)  | 2,216,727 |
| 2,710                         | GS Mortgage Securities Corp. II,<br>4.805%, 3/6/20, CMO (a)(c)(i)                          | 2,724,104 |
| 17,530                        | GS Mortgage Securities Trust, CMO,<br>1.661%, 8/10/43, IO (a)(c)(i)                        | 1,262,611 |
| 6,392                         | 2.787%, 5/10/45, IO (b)(i)   | 863,176   |
| 5,750                         | 5.56%, 11/10/39 (g)  | 6,346,120 |
| 1,670                         | 6.124%, 8/10/43 (a)(c)(i)  | 1,782,763 |
| 89                            | Harborview Mortgage Loan Trust, CMO (i),<br>0.371%, 1/19/38                                | 71,197    |
| 1,250                         | 0.431%, 1/19/36  | 784,863   |
| 627                           | 5.335%, 6/19/36  | 455,790   |
| 820                           | IndyMac INDA Mortgage Loan Trust,<br>2.975%, 6/25/37, CMO (i)                              | 747,740   |
| 209                           | IndyMac Index Mortgage Loan Trust, CMO (i),<br>0.979%, 11/25/34                            | 177,457   |
| 321                           | 3.084%, 5/25/36  | 212,037   |
| 61,000                        | JPMorgan Chase Commercial Mortgage Securities Corp., CMO,<br>0.578%, 2/15/46, IO (a)(c)(i) | 2,027,884 |
| 1,024                         | 1.274%, 3/12/39, IO (a)(c)(i)  | 18,388    |
| 4,100                         | 5.715%, 3/18/51 (a)(c)(g)(i)   | 4,445,937 |
| 1,195                         | 5.794%, 2/12/51 (g)(i)   | 1,351,880 |
| 1,400                         | 5.895%, 2/12/49 (g)(i)   | 1,568,788 |
| 1,150                         | 6.124%, 2/15/51 (g)(i)   | 1,174,861 |
| 349                           | 6.135%, 7/12/37 (a)(c)   | 349,549   |
| 6,440                         | 6.45%, 5/12/34 (i)   | 6,716,801 |
| 280                           | JPMorgan Mortgage Trust,<br>2.737%, 7/25/35, CMO (i)                                       | 278,917   |
| 520                           | LB Commercial Mortgage Trust, CMO,<br>5.60%, 10/15/35 (a)(c)                               | 553,305   |
| 950                           | 6.081%, 7/15/44 (i)  | 1,072,908 |
| 1,278                         | LB-UBS Commercial Mortgage Trust,<br>5.347%, 11/15/38, CMO                                 | 1,407,479 |
| 999                           | Lehman Mortgage Trust, CMO,<br>6.00%, 5/25/37  | 966,551   |
| 441                           | 6.363%, 4/25/36 (i)  | 422,012   |
| Principal<br>Amount           |  | Value*    |

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(000s)

|          |   |            |
|----------|---|------------|
| \$ 1,331 | Luminent Mortgage Trust,<br>0.349%, 12/25/36, CMO (i)   | \$ 956,446 |
| 1,246    | MASTR Asset Securitization Trust,<br>6.00%, 6/25/36, CMO (i)  | 1,160,822  |
| 1,500    | Merrill Lynch/Countrywide Commercial Mortgage Trust, CMO (g),<br>5.485%, 3/12/51 (i)  | 1,660,435  |
| 2,300    | 5.70%, 9/12/49  | 2,579,280  |
| 520      | MLCC Mortgage Investors, Inc., CMO (i),<br>0.599%, 7/25/30  | 486,189    |
| 384      | 0.839%, 11/25/29  | 370,217    |
| 122      | 2.222%, 11/25/35  | 115,660    |
| 450      | 2.771%, 11/25/35  | 436,671    |
| 67,149   | Morgan Stanley Capital I Trust, CMO,<br>0.44%, 11/12/49, IO (a)(c)(i)   | 556,195    |
| 2,000    | 5.447%, 2/12/44 (g)(i)  | 2,205,578  |
| 315      | 5.692%, 4/15/49 (i)   | 350,693    |
| 558      | 5.809%, 12/12/49  | 628,912    |
| 3,609    | 6.01%, 11/15/30 (a)(c)  | 3,822,094  |
| 604      | Morgan Stanley Dean Witter Capital I, Inc.,<br>6.50%, 11/15/36, CMO (a)(c)  | 605,461    |
| 508      | Morgan Stanley Mortgage Loan Trust, CMO,<br>3.26%, 1/25/35 (i)  | 29,635     |
| 670      | 6.00%, 8/25/37  | 608,932    |
| 1,069    | Morgan Stanley Re-Remic Trust, zero coupon, 7/17/56, CMO, PO (a)(b)(c)(h) (acquisition<br>cost \$1,015,175; purchased 4/6/11)   | 1,042,095  |
| 424      | Ocwen Residential MBS Corp., 7.00%, 10/25/40, CMO (a)(b)(c)(e)(h)(i) (acquisition<br>cost \$30,217; purchased 11/15/04 6/25/08) | 847        |
| 1,000    | RBSCF Trust, CMO (a)(c)(i),<br>5.223%, 8/16/48 (g)  | 1,084,241  |
| 1,000    | 5.331%, 2/16/44   | 1,076,822  |
| 1,000    | 5.336%, 5/16/47 (g)   | 1,090,006  |
| 2,744    | 6.068%, 2/17/51   | 2,831,432  |
| 495      | Regal Trust IV,<br>2.454%, 9/29/31, CMO (a)(c)(i)   | 455,997    |
| 224      | Residential Accredit Loans, Inc., CMO,<br>0.359%, 6/25/46 (i)   | 96,912     |
| 699      | 3.764%, 1/25/36 (i)   | 516,071    |
| 544      | 6.00%, 8/25/35  | 478,797    |
| 539      | 6.50%, 9/25/37  | 401,730    |
| 393      | Residential Asset Securitization Trust,<br>6.00%, 3/25/37, CMO  | 306,851    |
| 679      | Residential Funding Mortgage Securities I,<br>6.00%, 6/25/36, CMO   | 626,861    |

## Schedule of Investments

## PCM Fund, Inc.

September 30, 2013 (unaudited) (continued)

| Principal Amount (000s)                               |  | Value*      |
|---|--|-------------|
| \$ 191  | RMF Commercial Mortgage Pass-Through Certificates, 9.15%, 1/15/19, CMO (a)(c)(i) | \$ 190,751  |
| 625   | Structured Adjustable Rate Mortgage Loan Trust, CMO (i), 4.893%, 11/25/36        | 602,402     |
| 914   | 5.05%, 4/25/36   | 733,277     |
| 641   | 5.197%, 1/25/36  | 502,441     |
| 487   | 5.285%, 9/25/36  | 405,537     |
| 1,380   | Structured Asset Mortgage Investments II Trust, 0.389%, 8/25/36, CMO (i)         | 967,883     |
| 197   | Structured Asset Securities Corp., 5.00%, 5/25/35, CMO                           | 202,943     |
| 271   | TBW Mortgage-Backed Trust, 6.00%, 7/25/36, CMO                                   | 175,924     |
| 1,500   | TIAA Retail Commercial Trust, 5.77%, 6/19/33, CMO (a)(c)                         | 1,594,131   |
| 29,958  | Wachovia Bank Commercial Mortgage Trust, CMO, 1.061%, 10/15/41, IO (a)(c)(i)     | 197,002     |
| 2,500   | 5.188%, 2/15/41 (a)(c)(i)  | 2,494,629   |
| 1,000   | 5.509%, 4/15/47  | 1,097,016   |
| 1,825   | 6.123%, 2/15/51 (g)(i)   | 2,074,166   |
| 1,000   | WaMu Commercial Mortgage Securities Trust, 6.30%, 3/23/45, CMO (a)(c)(i)         | 1,049,109   |
| 809   | WaMu Mortgage Pass-Through Certificates, 2.397%, 12/25/36, CMO (g)(i)            | 706,134     |
| 2,834   | Washington Mutual Mortgage Pass-Through Certificates, 6.50%, 8/25/36, CMO        | 1,748,933   |
| 97  | Wells Fargo Alternative Loan Trust, 5.50%, 7/25/22, CMO                          | 97,825      |
| 737   | Wells Fargo Mortgage-Backed Securities Trust, 5.589%, 10/25/36, CMO (i)          | 711,266     |
| 2,220   | WF-RBS Commercial Mortgage Trust, CMO, IO (a)(c)(i), 0.988%, 6/15/44             | 70,635      |
| 30,948  | 1.31%, 2/15/44 (g)   | 1,275,378   |
| Total Mortgage-Backed Securities (cost \$120,724,006) |  | 140,851,606 |

**CORPORATE BONDS & NOTES 28.3%****Airlines 1.8%**

|     |  |         |
|-----|--|---------|
| 216 | Northwest Airlines, Inc., 1.014%, 11/20/15 (MBIA) (g)(i) | 213,478 |
| 716 | United Air Lines Pass-Through Trust (g), 6.636%, 1/2/24  | 744,854 |
| 659 | 9.75%, 7/15/18   | 749,470 |
| 548 | 10.40%, 5/1/18   | 613,903 |

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|  |  | 2,321,705  |
|--|--|------------|
| Principal Amount (000s)                    |  | Value*     |
| <b>Banking 5.4%</b>                        |  |            |
|  | Ally Financial, Inc.,  |            |
| \$ 16                                      | 6.50%, 10/15/16  | \$ 16,003  |
| 23   | 6.65%, 6/15/18   | 23,009     |
| 25   | 6.70%, 6/15/18   | 25,013     |
| 2  | 6.80%, 10/15/18  | 2,003      |
| 12   | 6.85%, 4/15/16   | 12,003     |
| 35   | 7.00%, 6/15/17 5/15/18   | 35,039     |
| 32   | 7.05%, 4/15/18   | 32,058     |
| 76   | 7.35%, 4/15/18   | 76,145     |
| 18   | 8.00%, 11/15/17  | 18,014     |
|  | CIT Group, Inc. (a)(c),  |            |
| 60   | 4.75%, 2/15/15   | 62,250     |
| 740  | 5.25%, 4/1/14 (g)  | 753,875    |
|  | Discover Bank,   |            |
| 2,200                                      | 7.00%, 4/15/20 (g)   | 2,595,967  |
|  | Morgan Stanley,  |            |
| 1,200                                      | 0.748%, 10/15/15 (g)(i)  | 1,191,456  |
|  | Regions Financial Corp.,   |            |
| 2,000                                      | 7.75%, 11/10/14 (g)  | 2,148,476  |
|  |  | 6,991,311  |
| <b>Coal 0.8%</b>                           |  |            |
|  | CONSOL Energy, Inc.,   |            |
| 950  | 8.00%, 4/1/17 (g)  | 1,014,125  |
| <b>Diversified Financial Services 8.0%</b> |  |            |
|  | Cantor Fitzgerald L.P.,  |            |
| 1,000                                      | 7.875%, 10/15/19 (a)(c)(g)   | 1,048,183  |
|  | Ford Motor Credit Co. LLC (g),   |            |
| 1,000                                      | 6.625%, 8/15/17  | 1,153,501  |
| 500  | 8.00%, 12/15/16  | 592,474    |
|  | International Lease Finance Corp.,   |            |
| 1,600                                      | 7.125%, 9/1/18 (a)(c)(g)   | 1,796,000  |
| 800  | Jefferies LoanCore LLC,  |            |
|  | 6.875%, 6/1/20 (a)(b)(c)(h) (acquisition cost \$809,250; purchased 5/16/13 5/17/13)  | 788,000    |
|  | SLM Corp. (g),   |            |
| 1,000                                      | 8.00%, 3/25/20   | 1,083,750  |
| 1,100                                      | 8.45%, 6/15/18   | 1,245,750  |
|  | Springleaf Finance Corp. (g),  |            |
| 455  | 6.50%, 9/15/17   | 470,925    |
| 1,200                                      | 6.90%, 12/15/17  | 1,260,000  |
| 5,391                                      | Toll Road Investors Partnership II L.P., zero coupon, 2/15/45 (MBIA) (a)(b)(c)(h) (acquisition cost \$954,576; purchased 11/20/12 7/26/13) | 968,042    |
|  |  | 10,406,625 |



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

September 30, 2013 (unaudited) (continued)

| Principal<br>Amount<br>(000s)              |  | Value*     |
|--|--|------------|
| <b>Electric Utilities 0.4%</b>             |  |            |
|  | Energy Future Intermediate Holding Co. LLC,  |            |
| \$ 500                                     | 10.00%, 12/1/20 (a)(c)(g)                    | \$ 527,500 |
|  | Escrow Dynegy Holdings, Inc.,                |            |
| 250  | 7.125%, 5/15/18 (d)(e)                       | 1,392      |
|  |  | 528,892    |
| <b>Engineering &amp; Construction 1.0%</b> |  |            |
|  | Alion Science and Technology Corp.,          |            |
| 1,234                                      | 12.00%, 11/1/14, PIK (g)                     | 1,252,846  |
| <b>Household Products/Wares 0.1%</b>       |  |            |
|  | Armored Autogroup, Inc.,                     |            |
| 100  | 9.25%, 11/1/18                               | 90,750     |
| <b>Insurance 4.7%</b>                      |  |            |
|  | American International Group, Inc. (g),      |            |
| 500  | 5.45%, 5/18/17                               | 559,929    |
| 1,100                                      | 6.40%, 12/15/20                              | 1,298,584  |
| 2,700                                      | 8.175%, 5/15/68 (converts to FRN on 5/15/38) | 3,173,850  |
|  | Stone Street Trust,                          |            |
| 1,000                                      | 5.902%, 12/15/15 (a)(c)(g)                   | 1,082,774  |
|  |  | 6,115,137  |
| <b>Media 0.7%</b>                          |  |            |
|  | Radio One, Inc.,                             |            |
| 900  | 12.50%, 5/24/16 (g)                          | 918,000    |
| <b>Oil &amp; Gas 0.2%</b>                  |  |            |
|  | Global Geophysical Services, Inc.,           |            |
| 285  | 10.50%, 5/1/17 (g)                           | 239,400    |
| <b>Pipelines 0.3%</b>                      |  |            |
|  | NGPL PipeCo LLC,                             |            |
| 100  | 7.768%, 12/15/37 (a)(c)                      | 83,000     |
|  | Rockies Express Pipeline LLC,                |            |
| 400  | 6.875%, 4/15/40 (a)(c)(g)                    | 300,000    |
|  |  | 383,000    |
| <b>Real Estate Investment Trust 2.7%</b>   |  |            |
|  | SL Green Realty Corp.,                       |            |
| 2,000                                      | 7.75%, 3/15/20 (g)                           | 2,366,868  |
|  | Weyerhaeuser Co.,                            |            |

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|  |                             |            |
|--|-----------------------------|------------|
| 1,000  | 7.375%, 3/15/32 (g)         | 1,221,146  |
|  |                             | 3,588,014  |
| <b>Retail 2.2%</b>                                   |                             |            |
|  | CVS Pass-Through Trust (g), |            |
| 1,570  | 5.88%, 1/10/28              | 1,724,177  |
| 927  | 7.507%, 1/10/32 (a)(c)      | 1,120,425  |
|  |                             | 2,844,602  |
| <b>Transportation 0.0%</b>                           |                             |            |
|  | Western Express, Inc.,      |            |
| 40   | 12.50%, 4/15/15 (a)(c)      | 23,200     |
| Total Corporate Bonds & Notes<br>(cost \$33,492,814) |                             | 36,717,607 |

| Principal<br>Amount<br>(000s)        |  | Value*    |
|--------------------------------------|--|-----------|
| <b>ASSET-BACKED SECURITIES 12.0%</b> |  |           |
| \$ 46                                | Ameriquest Mortgage Securities, Inc. Asset-Backed Pass-Through Certificates,<br>5.809%, 2/25/33 (i)            | \$ 2,342  |
| 150                                  | Asset-Backed Securities Corp. Home Equity,<br>3.429%, 6/21/29 (i)  | 113,418   |
| 439                                  | Associates Manufactured Housing Pass-Through Certificates,<br>7.15%, 3/15/28 (i)                               | 526,020   |
| 394                                  | Bayview Financial Acquisition Trust,<br>0.459%, 12/28/36 (i)   | 367,758   |
| 63                                   | Bear Stearns Asset-Backed Securities Trust (i),<br>0.559%, 6/25/36   | 61,109    |
| 759                                  | 2.957%, 7/25/36  | 706,668   |
| 1,251                                | Bombardier Capital Mortgage Securitization Corp. Trust,<br>7.83%, 6/15/30 (i)                                  | 804,513   |
| 452                                  | Conseco Finance Securitizations Corp.,<br>7.96%, 5/1/31  | 370,328   |
| 970                                  | 9.163%, 3/1/33 (i)   | 885,239   |
| 498                                  | Denver Arena Trust, 6.94%, 11/15/19 (a)(b)(c)(h) (acquisition cost \$506,065; purchased<br>1/4/05 7/21/11)     | 510,959   |
| 650                                  | EMC Mortgage Loan Trust,<br>0.829%, 2/25/41 (a)(c)(i)  | 591,372   |
| 242                                  | GE Capital Mortgage Services, Inc. Trust,<br>6.705%, 4/25/29 (i)   | 235,665   |
| 167                                  | GSAA Trust,<br>0.449%, 6/25/35 (i)   | 156,833   |
| 6,250                                | IndyMac Residential Asset-Backed Trust,<br>0.419%, 4/25/47 (i)   | 3,378,769 |
| 56                                   | Keystone Owner Trust, 9.00%, 1/25/29 (a)(b)(c)(e)(h) (acquisition cost \$49,551; purchased<br>2/25/00)         | 53,194    |
| 2,390                                | Legg Mason MTG Capital Corp., 7.11%, 3/10/21 (a)(b)(e)(h) (acquisition cost \$2,288,024;<br>purchased 1/29/13) | 2,399,550 |
| 480                                  | Legg Mason PT,<br>6.55%, 3/10/20 (a)(c)(e)   | 480,661   |
| 568                                  | Lehman XS Trust,<br>5.42%, 11/25/35  | 561,549   |
| 2,334                                | Merrill Lynch First Franklin Mortgage Loan Trust,<br>0.419%, 5/25/37 (i)                                       | 1,393,628 |
| 630                                  | Merrill Lynch Mortgage Investors Trust,<br>0.679%, 6/25/36 (i)   | 562,563   |

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|     |  |         |
|-----|--|---------|
| 701 | Oakwood Mortgage Investors, Inc.,<br>6.89%, 11/15/32 (i) | 242,223 |
|-----|--|---------|

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

September 30, 2013 (unaudited) (continued)

| Principal<br>Amount<br>(000s) |   | Value*    |
|-------------------------------|---|-----------|
|                               | <b>Residential Asset Mortgage Products, Inc.,</b> |           |
| \$ 72                         | 0.549%, 9/25/32 (i)                               | \$ 63,841 |
|                               | <b>Southern Pacific Secured Asset Corp.,</b>      |           |
| 54                            | 0.519%, 7/25/29 (i)                               | 47,138    |
|                               | <b>Structured Asset Investment Loan Trust,</b>    |           |
| 68                            | 4.679%, 10/25/33 (i)                              | 5,754     |
|                               | <b>UCFC Manufactured Housing Contract,</b>        |           |
| 921                           | 7.90%, 1/15/28 (i)                                | 917,949   |
|                               | <b>UCFC Manufactured Housing Contract,</b>        |           |
|                               | <b>UPS Capital Business Credit,</b>               |           |
| 1,856                         | 3.456%, 4/15/26 (b)(e)(i)                         | 60,320    |

Total Asset-Backed Securities  
(cost \$14,733,141) 15,499,363

**U.S. GOVERNMENT AGENCY  
SECURITIES (i) 1.8%**

|        |                              |           |
|--------|------------------------------|-----------|
|        | <b>Freddie Mac, CMO, IO,</b> |           |
| 3,099  | 0.824%, 1/25/21              | 108,748   |
| 10,500 | 3.615%, 6/25/41              | 2,266,782 |

Total U.S. Government Agency Securities  
(cost \$2,143,449) 2,375,530

**MUNICIPAL BONDS 1.2%****Arkansas 0.5%**

|     |   |         |
|-----|---|---------|
|     | <b>Little Rock Municipal Property Owners Multipurpose Improvement Dist. No 10, Special Tax, Capital<br/>Improvement Projects,</b> |         |
| 705 | 7.20%, 3/1/32, Ser. B   | 662,362 |

**Virginia 0.2%**

|     |  |         |
|-----|--|---------|
|     | <b>Lexington Industrial Dev. Auth. Rev., Kendall at Lexington,</b> |         |
| 245 | 8.00%, 1/1/15, Ser. C  | 244,934 |

**West Virginia 0.5%**

|     |   |         |
|-----|---|---------|
|     | <b>Tobacco Settlement Finance Auth. Rev.,</b> |         |
| 885 | 7.467%, 6/1/47, Ser. A                        | 699,433 |

Total Municipal Bonds  
(cost \$1,775,672) 1,606,729

Shares

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**COMMON STOCK 0.1%**

**Oil, Gas & Consumable Fuels 0.1%**

|       |  |        |
|-------|--|--------|
| 1,294 | SemGroup Corp., Class A<br>(cost \$33,637) | 73,770 |
|-------|--|--------|

Units

Value\*

**WARRANTS 0.0%**

**Engineering & Construction 0.0%**

|       |   |       |
|-------|---|-------|
| 1,100 | Alion Science and Technology Corp., expires 11/1/14 (a)(c)(k) | \$ 11 |
|-------|---|-------|

**Oil, Gas & Consumable Fuels 0.0%**

|       |                                      |        |
|-------|--------------------------------------|--------|
| 1,362 | SemGroup Corp., expires 11/30/14 (k) | 45,404 |
|-------|--------------------------------------|--------|

Total Warrants  
(cost \$6,139)

45,415

Principal  
Amount  
(000s)

**SHORT-TERM INVESTMENTS 4.8%**

**U.S. Treasury Obligations 3.3%**

|          |  |           |
|----------|--|-----------|
| \$ 3,013 | U.S. Treasury Bills,<br>0.124%-0.137%, 5/1/14-5/29/14 (f)(j) | 3,012,299 |
| 600      | U.S. Treasury Notes,<br>0.25%, 8/31/14                       | 600,762   |
| 698      | 0.625%, 7/15/14  | 700,931   |

Total U.S. Treasury Obligations  
(cost \$4,311,908)

4,313,992

**Repurchase Agreements 1.5%**

|       |  |           |
|-------|--|-----------|
| 1,400 | Citigroup Global Markets, Inc., dated 9/30/13, 0.13%, due 10/1/13, proceeds \$1,400,005; collateralized by Freddie Mac, 1.62%, due 11/21/19, valued at \$1,437,691 including accrued interest    | 1,400,000 |
| 545   | State Street Bank and Trust Co., dated 9/30/13, zero coupon, due 10/1/13, proceeds \$545,000; collateralized by Freddie Mac, 2.08%, due 10/17/22, valued at \$556,847 including accrued interest | 545,000   |

Total Repurchase Agreements  
(cost \$1,945,000)

1,945,000

Total Short-Term Investments  
(cost \$6,256,908)

6,258,992

**Total Investments**

(cost \$179,165,766) (l) **156.8%**

**203,429,012**

Liabilities in excess of other assets (56.8)%

(73,673,639)

**Net Assets 100.0%**

**\$ 129,755,373**

**Notes to Schedule of Investments:**

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

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

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

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

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

- (a) Private Placement Restricted as to resale and may not have a readily available market. Securities with an aggregate value of \$57,803,193, representing 44.5% of net assets.
- (b) Illiquid.
- (c) 144A Exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions exempt from registration, typically only to qualified institutional buyers. Unless otherwise indicated, these securities are not considered to be illiquid.
- (d) In default.
- (e) Fair-Valued Securities with an aggregate value of \$3,069,358, representing 2.4% of net assets.
- (f) All or partial amount segregated for the benefit of the counterparty as collateral for derivatives.
- (g) All or partial amount transferred for the benefit of the counterparty as collateral for reverse repurchase agreements.
- (h) Restricted. The aggregate acquisition cost of such securities is \$6,916,684. The aggregate value is \$6,535,874, representing 5.0% of net assets.
- (i) Variable or Floating Rate Security Securities with an interest rate that changes periodically. The interest rate disclosed reflects the rate in effect on September 30, 2013.
- (j) Rates reflect the effective yields at purchase date.
- (k) Non-income producing.
- (l)

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At September 30, 2013, the cost basis of portfolio securities of \$179,165,766 was substantially the same for both federal income tax and book purposes. Gross unrealized appreciation was \$29,389,872; gross unrealized depreciation was \$5,126,626; net unrealized appreciation was \$24,263,246.



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(m) Credit default swap agreements outstanding at September 30, 2013:  
OTC sell protection swap agreements<sup>(1)</sup>:

| Swap Counterparty/<br>Referenced Debt Issuer | Notional<br>Amount<br>(000s) <sup>(3)</sup> | Credit<br>Spread <sup>(2)</sup> | Termination<br>Date | Payments<br>Received | Value <sup>(4)</sup> | Upfront<br>Premiums<br>Received | Unrealized<br>Appreciation |
|--|---|---------------------------------|---------------------|----------------------|----------------------|---------------------------------|----------------------------|
| <b>Deutsche Bank:</b>                        |   |                                 |                     |                      |                      |                                 |                            |
| SLM  | \$ 3,000                                    | 3.52%                           | 3/20/19             | 5.35%                | \$ 267,348           | \$                              | \$ 267,348                 |
| <b>Royal Bank of Scotland:</b>               |   |                                 |                     |                      |                      |                                 |                            |
| Markit ABX.HE AA 06-1                        | 6,783                                       |                                 | 7/25/45             | 0.32%                | (1,911,959)          | (3,985,547)                     | 2,073,588                  |
| Markit ABX.HE AAA 06-1                       | 2,364                                       |                                 | 7/25/45             | 0.18%                | (81,317)             | (236,372)                       | 155,055                    |
| Markit ABX.HE AAA 07-1                       | 2,548                                       |                                 | 8/25/37             | 0.09%                | (907,972)            | (1,261,182)                     | 353,210                    |
|  |   |                                 |                     |                      | \$ (2,633,900)       | \$ (5,483,101)                  | \$ 2,849,201               |

Credit Spread not quoted for asset-backed securities.

- (1) 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. Recovery values are assumed by market makers considering either industry standard recovery rates or entity specific factors and considerations until a credit event occurs. If a credit event has occurred, the recovery value is determined by a facilitated auction whereby a minimum number of allowable broker bids, together with a specified valuation method, are used to calculate the settlement value.
  - (2) Implied credit spreads, represented in absolute terms, utilized in determining the market value of credit default swap agreements as of year/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) This represents the maximum potential amount the Fund could be required to make available 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.
  - (4) The quoted market prices and resulting values for credit default swap agreements serve as an indicator of the status at September 30, 2013 of the payment/performance risk and represent the likelihood of an expected liability (or profit) for the credit derivative should the notional amount of the swap agreement have been closed/sold as of the period end. Increasing market values, in absolute terms when compared to the notional amount of the swap, represent a deterioration of the referenced entity's credit soundness and a greater likelihood or risk of default or other credit event occurring as defined under the terms of the agreement.
- (n) At September 30, 2013, the Fund held \$260,000 in cash as collateral for derivative contracts. Cash collateral held may be invested in accordance with the Fund's investment strategy.

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(o) Open reverse repurchase agreements at September 30, 2013:

| Counterparty           | Rate  | Trade Date | Due Date | Principal & Interest | Principal     |
|------------------------|-------|------------|----------|----------------------|---------------|
| Barclays Bank          | 0.60% | 8/27/13    | 2/26/14  | \$ 1,272,742         | \$ 1,272,000  |
|                        | 0.625 | 8/26/13    | 2/26/14  | 1,664,039            | 1,663,000     |
|                        | 0.65  | 7/22/13    | 10/22/13 | 1,493,913            | 1,492,000     |
|                        | 0.65  | 9/9/13     | 12/9/13  | 2,089,830            | 2,089,000     |
|                        | 0.65  | 9/18/13    | 12/18/13 | 495,116              | 495,000       |
|                        | 0.65  | 9/25/13    | 12/20/13 | 2,190,237            | 2,190,000     |
|                        | 0.71  | 8/26/13    | 2/26/14  | 5,777,099            | 5,773,000     |
|                        | 1.011 | 8/30/13    | 12/2/13  | 1,066,958            | 1,066,000     |
|                        | 1.017 | 8/6/13     | 11/6/13  | 2,032,210            | 2,029,000     |
|                        | 1.065 | 8/1/13     | 10/31/13 | 1,490,685            | 1,488,000     |
| Citigroup              | 1.073 | 7/3/13     | 10/3/13  | 1,985,311            | 1,980,000     |
|                        | 0.929 | 9/30/13    | 11/6/13  | 2,491,000            | 2,491,000     |
|                        | 0.932 | 8/30/13    | 10/1/13  | 2,502,071            | 2,500,000     |
| Deutsche Bank          | 0.932 | 9/10/13    | 10/10/13 | 8,166,437            | 8,162,000     |
|                        | 0.52  | 8/1/13     | 10/28/13 | 723,637              | 723,000       |
|                        | 0.58  | 8/29/13    | 11/29/13 | 1,030,548            | 1,030,000     |
|                        | 0.59  | 9/18/13    | 12/19/13 | 2,353,501            | 2,353,000     |
|                        | 0.60  | 8/8/13     | 11/7/13  | 1,027,924            | 1,027,000     |
| Morgan Stanley         | 0.60  | 8/20/13    | 11/21/13 | 2,507,754            | 2,506,000     |
|                        | 1.10  | 7/12/13    | 10/15/13 | 2,000,940            | 1,996,000     |
| Royal Bank of Canada   | 1.15  | 7/12/13    | 10/15/13 | 5,672,640            | 5,658,000     |
|                        | 0.45  | 7/2/13     | 10/3/13  | 553,629              | 553,000       |
| Royal Bank of Scotland | 0.45  | 8/16/13    | 11/15/13 | 1,161,668            | 1,161,000     |
|                        | 0.45  | 8/19/13    | 11/15/13 | 545,293              | 545,000       |
|                        | 0.45  | 8/23/13    | 11/22/13 | 3,046,484            | 3,045,000     |
|                        | 0.45  | 9/23/13    | 12/17/13 | 1,479,148            | 1,479,000     |
|                        | 0.50  | 9/9/13     | 12/4/13  | 641,196              | 641,000       |
| UBS                    | 1.25  | 9/25/13    | 12/24/13 | 2,018,420            | 2,018,000     |
|                        | 0.46  | 8/20/13    | 11/18/13 | 779,418              | 779,000       |
|                        | 0.932 | 9/10/13    | 10/10/13 | 1,470,799            | 1,470,000     |
|                        | 0.932 | 9/16/13    | 10/17/13 | 5,677,204            | 5,675,000     |
| UBS                    | 1.08  | 9/23/13    | 10/24/13 | 2,970,713            | 2,970,000     |
|                        | 1.168 | 7/16/13    | 10/17/13 | 1,997,979            | 1,993,000     |
|                        | 0.58  | 8/22/13    | 2/21/14  | 1,234,795            | 1,234,000     |
|                        |       |            |          |                      | \$ 73,546,000 |

(p) The weighted average daily balance of reverse repurchase agreements during the nine months ended September 30, 2013 was \$71,269,707, at a weighted average interest rate of 1.04%. Total value of underlying collateral (refer to the Schedule of Investments for positions transferred for the benefit of the counterparty as collateral) for open reverse repurchase agreements at September 30, 2013 was \$78,806,282.

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## Fair Value Measurements

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

Level 1 quoted prices in active markets for identical investments that the Fund has the ability to access

Level 2 valuations based on other significant observable inputs, which may include, but are not limited to, quoted prices for similar assets or liabilities, interest rates, yield curves, volatilities, prepayment speeds, loss severities, credit risks and default rates or other market corroborated inputs

Level 3 valuations based on significant unobservable inputs (including the Sub-Adviser's or Valuation Committee's own assumptions and securities whose price was determined by using a single broker's quote)

The valuation techniques used by the Fund has to measure fair value during the nine months ended September 30, 2013 were intended to maximize the use of observable inputs and to minimize the use of unobservable inputs.

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

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

Equity Securities (Common and Preferred Stock) Equity securities traded in inactive markets are valued using inputs which include broker-dealer quotes, recently executed transactions adjusted for changes in the benchmark index, or evaluated price quotes received from independent pricing services that take into account the integrity of the market sector and issuer, the individual characteristics of the security, and information received from broker-dealers and other market sources pertaining to the issuer or security. To the extent that these inputs are observable, the values of equity securities are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

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

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

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

Corporate Bonds & Notes Corporate bonds & notes are generally comprised of two main categories: investment grade bonds and high yield bonds. Investment grade bonds are valued by independent pricing services using various inputs and techniques, which include broker-dealer quotations, live trading levels, recently executed transactions in securities of the issuer or comparable issuers, and option adjusted spread models that include base curve and spread curve inputs. Adjustments to individual bonds can be applied to recognize trading differences compared to

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other bonds issued by the same issuer. High yield bonds are valued by independent pricing services based

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primarily on broker-dealer quotations from relevant market makers and recently executed transactions in securities of the issuer or comparable issuers. The broker-dealer quotations received are supported by credit analysis of the issuer that takes into consideration credit quality assessments, daily trading activity, and the activity of the underlying equities, listed bonds and sector-specific trends. To the extent that these inputs are observable, the values of corporate bonds & notes are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

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

**Credit Default Swaps** Credit default swaps traded over-the-counter (OTC) are valued by independent pricing services using pricing models that take into account, among other factors, information received from market makers and broker-dealers, default probabilities from index specific credit spread curves, recovery rates, and cash flows. To the extent that these inputs are observable, the values of credit default swaps are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

A summary of the inputs used at September 30, 2013 in valuing the Fund's assets and liabilities is listed below (refer to the Schedule of Investments and Notes to Schedule of Investments for more detailed information on Investments in Securities and Other Financial Instruments):

|  | Level 1 -<br>Quoted Prices | Level 2 -<br>Other Significant<br>Observable<br>Inputs | Level 3 -<br>Significant<br>Unobservable<br>Inputs | Value at<br>9/30/13 |
|--|----------------------------|--|--|---------------------|
| <b>Investments in Securities Assets</b>    |                            |  |  |                     |
| Mortgage-Backed Securities                 | \$                         | \$ 139,735,270   | \$ 1,116,336                                       | \$ 140,851,606      |
| <b>Corporate Bonds &amp; Notes:</b>        |                            |  |  |                     |
| Airlines                                   |                            | 213,478  | 2,108,227  | 2,321,705           |
| Electric Utilities                         |                            | 527,500  | 1,392  | 528,892             |
| All Other                                  |                            | 33,867,010   |  | 33,867,010          |
| Asset-Backed Securities                    |                            | 12,505,638   | 2,993,725  | 15,499,363          |
| U.S. Government Agency Securities          |                            | 2,375,530  |  | 2,375,530           |
| Municipal Bonds                            |                            | 1,606,729  |  | 1,606,729           |
| Common Stock                               | 73,770                     |  |  | 73,770              |
| <b>Warrants:</b>                           |                            |  |  |                     |
| Engineering & Construction                 |                            | 11   |  | 11                  |
| Oil, Gas & Consumable Fuels                | 45,404                     |  |  | 45,404              |
| Short-Term Investments                     |                            | 6,258,992  |  | 6,258,992           |
|  | 119,174                    | 197,090,158  | 6,219,680  | 203,429,012         |
| <b>Other Financial Instruments* Assets</b> |                            |  |  |                     |
| Credit Contracts                           |                            | 2,849,201  |  | 2,849,201           |
| <b>Totals</b>                              | \$ 119,174                 | \$ 199,939,359   | \$ 6,219,680                                       | \$ 206,278,213      |

At September 30, 2013, there were no transfers between Levels 1 and 2.

A roll forward of fair value measurements using significant unobservable inputs (Level 3) for the nine months ended September 30, 2013, was as follows:

| Beginning Balance | Purchases | Sales | Accrued Discount | Net Realized | Net Change | Transfers into | Ending Balance |
|-------------------|-----------|-------|------------------|--------------|------------|----------------|----------------|
|-------------------|-----------|-------|------------------|--------------|------------|----------------|----------------|

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|                                     | 12/31/12            |                     | (Premiums)          | Gain<br>(Loss)   | in Unrealized<br>Appreciation/<br>Depreciation | Level<br>3**       | Transfers<br>out of<br>Level 3*** | 9/30/13             |
|-------------------------------------|---------------------|---------------------|---------------------|------------------|--|--------------------|-----------------------------------|---------------------|
| <b>Investments in Securities</b>    |                     |                     |                     |                  |  |                    |                                   |                     |
| <b>Assets</b>                       |                     |                     |                     |                  |  |                    |                                   |                     |
| Mortgage-Backed Securities          | \$ 5,767,657        | \$ 59,520           | \$ (232,508)        | \$ 30,454        | \$ 13,323                                      | \$ (76,173)        | \$ (4,445,937)                    | \$ 1,116,336        |
| <b>Corporate Bonds &amp; Notes:</b> |                     |                     |                     |                  |  |                    |                                   |                     |
| Airlines                            | 2,469,745           |                     | (268,267)           |                  |  | (93,251)           |                                   | 2,108,227           |
| Electric Utilities                  | 1,403               |                     |                     |                  |  | (11)               |                                   | 1,392               |
| Asset-Backed Securities             | 74,173              | 2,857,268           | (93,580)            | 10,248           | 3,440  | 88,982             | 53,194                            | 2,993,725           |
| <b>Totals</b>                       | <b>\$ 8,312,978</b> | <b>\$ 2,916,788</b> | <b>\$ (594,355)</b> | <b>\$ 40,702</b> | <b>\$ 16,763</b>                               | <b>\$ (80,453)</b> | <b>\$ 53,194</b>                  | <b>\$ 6,219,680</b> |

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The following table presents additional information about valuation techniques and inputs used for investments that are measured at fair value and categorized within Level 3 at September 30, 2013:

|   | Ending<br>Balance<br>at 9/30/13 | Valuation                      |  | Unobservable         |                   |
|---|---------------------------------|--------------------------------|--|----------------------|-------------------|
|   |                                 | Technique Used                 |  | Inputs               | Input Values      |
| <b>Investments in Securities Assets</b> |                                 |                                |  |                      |                   |
| Mortgage-Backed Securities              | \$ 1,042,095                    | Third-Party Pricing Vendor     |  | Single Broker Quote  | \$97.50           |
|   |                                 | Interest Only Weighted Average |  |                      |                   |
|   | 73,394                          | Life Model                     |  | Security Price Reset | \$0.48            |
|   | 847                             | Benchmark Pricing              |  | Security Price Reset | \$0.20            |
| Corporate Bonds & Notes                 | 2,108,227                       | Third-Party Pricing Vendor     |  | Single Broker Quote  | \$104.00-\$113.75 |
|   | 1,392                           | Benchmark Pricing              |  | Security Price Reset | \$0.56            |
| Asset-Backed Securities                 | 2,993,725                       | Benchmark Pricing              |  | Security Price Reset | \$3.25-\$100.42   |

\* Other financial instruments are derivatives, such as swap agreements which are valued at the unrealized appreciation (depreciation) of the instrument.

\*\* Transferred out of Level 2 into Level 3 because an evaluated price from a third-party pricing vendor was not available.

\*\*\* Transferred out of Level 3 into Level 2 because an evaluated price with observable inputs from an independent third-party pricing vendor became available.

The net change in unrealized appreciation/depreciation of Level 3 investments held at September 30, 2013 was \$111,036.

**Glossary:**

ABX.HE Asset-Backed Securities Index Home Equity

CMBS Commercial Mortgage-Backed Security

CMO Collateralized Mortgage Obligation

FRN Floating Rate Note

IO Interest Only

MBIA insured by MBIA Insurance Corp.

MBS Mortgage-Backed Security

OTC Over-the-Counter

PIK Payment-in-Kind

PO Principal Only

**Item 2. Controls and Procedures**

(a) The registrant's President & Chief Executive Officer and Treasurer, Principal Financial & Accounting Officer have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Act (17 CFR270.30a-3(c))), are effective based on their evaluation of these controls and procedures as of a date within 90 days of the filing date of this document.

(b) There were no significant changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the Act (17 CFR270.30a-3(d))) that occurred during the registrant's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

**Item 3. Exhibits**

(a) Exhibit 99.302 Cert. Certification pursuant to Section 302 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.

Registrant: PCM Fund, Inc.

By /s/ Brian S. Shlissel  
Brian S. Shlissel, President & Chief Executive Officer

Date: November 20, 2013

By /s/ Lawrence G. Altadonna  
Lawrence G. Altadonna, Treasurer, Principal Financial & Accounting Officer

Date: November 20, 2013

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

By /s/ Brian S. Shlissel  
Brian S. Shlissel, President & Chief Executive Officer

Date: November 20, 2013

By /s/ Lawrence G. Altadonna  
Lawrence G. Altadonna, Treasurer, Principal Financial & Accounting Officer

Date: November 20, 2013