

PIMCO Income Strategy Fund II  
Form N-Q  
June 19, 2012

**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 811-21601

PIMCO Income Strategy Fund II  
(Exact name of registrant as specified in charter)

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

10019  
(Zip code)

Lawrence G. Altadonna

1633 Broadway,

New York, NY 10019  
(Name and address of agent for service)

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

Date of fiscal year July 31, 2012  
end:

Date of reporting period: April 30, 2012

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## Item 1. Schedule of Investments

## PIMCO Income Strategy Fund II Schedule of Investments

April 30, 2012 (unaudited)

| Principal<br>Amount<br>(000s)            |   | Value*      |
|--|---|-------------|
| <b>CORPORATE BONDS &amp; NOTES 56.6%</b> |   |             |
| <b>Airlines 1.0%</b>                     |   |             |
|  | American Airlines Pass Through Trust, (d),  |             |
| \$7,686                                  | 9.73%, 9/29/14  | \$4,227,298 |
| 3,834                                    | 10.18%, 1/2/13 (b)  | 3,258,894   |
| 751                                      | United Air Lines Pass Through Trust, 10.40%, 5/1/18   | 857,322     |
|  |   | 8,343,514   |
| <b>Banking 9.6%</b>                      |   |             |
| 5,500                                    | AgFirst Farm Credit Bank, 7.30%, 5/29/12 (a)(b)(c)(e)(h)<br>(acquisition cost-\$4,709,000; purchased 2/26/10-4/15/10) | 5,389,450   |
| £20,400                                  | Barclays Bank PLC, 14.00%, 6/15/19 (e)  | 39,728,586  |
| \$6,700                                  | BBVA Bancomer S.A., 7.25%, 4/22/20 (a)(c)(g)  | 6,901,000   |
| 16,000                                   | Cooperatieve Centrale Raiffeisen-Boerenleenbank BA, 6.875%, 3/19/20   | 20,501,471  |
| \$1,400                                  | HBOS PLC, 6.75%, 5/21/18 (a)(c)   | 1,287,663   |
| 1,675                                    | Regions Financial Corp., 7.375%, 12/10/37   | 1,649,875   |
| £800                                     | Santander Finance Preferred S.A. Unipersonal, 11.30%, 7/27/14 (e)   | 1,272,353   |
|  |   | 76,730,398  |
| <b>Consumer Products 0.2%</b>            |   |             |
| \$1,700                                  | Reynolds Group Issuer, Inc., 9.00%, 4/15/19 (a)(c)  | 1,717,000   |
| <b>Energy 1.4%</b>                       |   |             |
| 9,192                                    | AES Red Oak LLC, 8.54%, 11/30/19  | 9,788,796   |
| 2,300                                    | Dynegy Roseton/Danskammer Pass Through Trust, 7.67%, 11/8/16, Ser.<br>B (d)   | 1,495,000   |
|  |   | 11,283,796  |
| <b>Financial Services 25.4%</b>          |   |             |
| 1,800                                    | AGFC Capital Trust I, 6.00%, 1/15/67, (converts to FRN on 1/15/17)<br>(a)(c)  | 900,000     |
|  | Ally Financial, Inc.,   |             |
| 416                                      | 5.25%, 1/15/14  | 406,736     |
| 315                                      | 5.35%, 1/15/14  | 308,304     |
| 130                                      | 5.70%, 6/15/13  | 128,630     |
| 561                                      | 5.75%, 1/15/14  | 548,244     |
| 568                                      | 5.90%, 1/15/19-2/15/19  | 506,002     |
| 2,150                                    | 6.00%, 12/15/13-9/15/19   | 1,980,746   |
| 486                                      | 6.10%, 9/15/19  | 432,987     |
| 159                                      | 6.125%, 10/15/19  | 143,604     |
| 848                                      | 6.15%, 8/15/19-10/15/19   | 769,397     |
| 675                                      | 6.20%, 4/15/19  | 616,418     |
| 547                                      | 6.25%, 12/15/18-7/15/19   | 497,326     |
| 2,244                                    | 6.35%, 4/15/16-7/15/19  | 2,088,727   |
| 463                                      | 6.375%, 1/15/14   | 457,020     |
| 1,516                                    | 6.50%, 9/15/16-5/15/19  | 1,435,826   |
| 1,172                                    | 6.60%, 8/15/16-6/15/19  | 1,110,165   |

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|       |                         |           |
|-------|-------------------------|-----------|
| 132   | 6.65%, 10/15/18         | 122,401   |
| 781   | 6.70%, 5/15/14-12/15/19 | 736,920   |
| 3,696 | 6.75%, 6/15/14-5/15/19  | 3,553,053 |
| 104   | 6.80%, 9/15/16-9/15/18  | 101,368   |
| 207   | 6.85%, 4/15/16          | 202,881   |

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

April 30, 2012 (unaudited) (continued)

| Principal<br>Amount<br>(000s)         |   | Value*     |
|---------------------------------------|---|------------|
| <b>Financial Services</b> (continued) |   |            |
| \$7                                   | 6.875%, 7/15/18   | \$6,623    |
| 645                                   | 6.90%, 7/15/18-8/15/18  | 611,508    |
| 135                                   | 6.95%, 6/15/17  | 132,219    |
| 10,133                                | 7.00%, 8/15/16-11/15/24   | 9,723,775  |
| 329                                   | 7.05%, 3/15/18-4/15/18  | 315,769    |
| 6                                     | 7.15%, 9/15/18  | 5,681      |
| 477                                   | 7.20%, 10/15/17   | 460,990    |
| 1,292                                 | 7.25%, 6/15/16-4/15/18  | 1,246,225  |
| 542                                   | 7.30%, 12/15/17-1/15/18   | 522,290    |
| 223                                   | 7.35%, 1/15/17-4/15/18  | 217,739    |
| 80                                    | 7.375%, 11/15/16-4/15/18  | 77,538     |
| 166                                   | 7.40%, 12/15/17   | 161,167    |
| 2,692                                 | 7.50%, 11/15/16-12/15/17  | 2,632,858  |
| 40                                    | 8.00%, 3/15/17  | 39,850     |
| 3                                     | 8.125%, 11/15/17  | 2,930      |
| 25                                    | 8.20%, 3/15/17  | 25,002     |
| 24                                    | 8.40%, 8/15/15  | 23,657     |
| 224                                   | 9.00%, 7/15/20  | 224,003    |
| 3,200                                 | American General Finance Corp., 4.125%, 11/29/13                                  | 3,844,026  |
| \$3,100                               | Bank of America Corp., 6.00%, 9/1/17  | 3,319,248  |
| 2,900                                 | Capital One Capital VI, 8.875%, 5/15/40   | 2,977,236  |
| 13,200                                | Citigroup Capital XXI, 8.30%, 12/21/77, (converts to FRN on 12/21/37)             | 13,439,250 |
| £2,000                                | Credit Agricole S.A., 8.125%, 10/26/19 (e)  | 2,483,037  |
| \$8,000                               | Ford Motor Credit Co. LLC, 8.00%, 12/15/16  | 9,573,960  |
| 1,100                                 | HSBC Finance Capital Trust IX,<br>5.911%, 11/30/35, (converts to FRN on 11/30/15) | 1,017,500  |
| 11,000                                | ILFC E-Capital Trust II, 6.25%,<br>12/21/65, (converts to FRN on 12/21/15) (a)(c) | 8,195,000  |
| 500                                   | LBG Capital No.1 PLC,<br>6.439%, 5/23/20  | 518,229    |
| 500                                   | 7.375%, 3/12/20   | 537,621    |
| £300                                  | 7.588%, 5/12/20   | 406,254    |
| £10,200                               | 7.867%, 12/17/19  | 13,986,631 |
| £1,000                                | 7.869%, 8/25/20   | 1,371,350  |
| \$4,500                               | 7.875%, 11/1/20 (a)(c)  | 3,971,992  |
| £4,700                                | 11.04%, 3/19/20   | 7,684,836  |
| 8,900                                 | LBG Capital No.2 PLC,<br>8.875%, 2/7/20   | 10,543,935 |
| £300                                  | 12.75%, 8/10/20   | 497,581    |
| 1,100                                 | 15.00%, 12/21/19  | 1,754,565  |
| \$25,500                              | National City Preferred Capital Trust I, 12.00%, 12/10/12 (e)(g)                  | 27,202,584 |
| 5,965                                 | NSG Holdings LLC, 7.75%, 12/15/25 (a)(c)  | 6,024,650  |
| 2,200                                 | PNC Preferred Funding Trust I, 2.124%, 3/15/17 (a)(c)(e)                          | 1,694,352  |
| 5,000                                 | SLM Corp.,<br>5.625%, 8/1/33  | 4,175,000  |
| 10,700                                | 8.00%, 3/25/20 (g)  | 11,422,250 |
| 1,700                                 | 8.45%, 6/15/18  | 1,870,000  |

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|        |  |           |
|--------|--|-----------|
| 11,800 | Springleaf Finance Corp., 6.50%, 9/15/17               | 9,617,000 |
| 1,596  | State Street Capital Trust III, 5.464%, 5/29/12 (e)(g) | 1,603,214 |
| 800    | USB Capital IX, 3.50%, 5/29/12 (e)                     | 610,816   |

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

April 30, 2012 (unaudited) (continued)

| Principal<br>Amount<br>(000s)         |  | Value*       |
|---------------------------------------|--|--------------|
| <b>Financial Services (continued)</b> |  |              |
| \$17,550                              | Wells Fargo & Co., 7.98%, 3/15/18 (e)  | \$19,129,500 |
|                                       |  | 202,948,196  |
| <b>Insurance 17.6%</b>                |  |              |
| 3,000                                 | American General Institutional Capital A, 7.57%, 12/1/45 (a)(c)                        | 3,045,000    |
| 5,000                                 | American General Institutional Capital B, 8.125%, 3/15/46 (a)(c)                       | 5,150,000    |
|                                       | American International Group, Inc.,  |              |
| 1,900                                 | 6.25%, 3/15/87, (converts to FRN on 3/15/37)   | 1,732,534    |
| £10,545                               | 6.765%, 11/15/17 (a)(c)  | 18,716,669   |
| 12,540                                | 6.797%, 11/15/17 (a)(b)(c)(h)  |              |
|                                       | (acquisition cost-\$11,931,071; purchased 5/20/10-5/21/10)                             | 18,300,620   |
| MXN 16,000                            | 7.98%, 6/15/17   | 1,211,009    |
| 12,800                                | 8.00%, 5/22/68, (converts to FRN on 5/22/18) (a)(c)                                    | 16,401,176   |
| \$31,750                              | 8.175%, 5/15/68, (converts to FRN on 5/15/38) (g)                                      | 34,091,563   |
| £1,000                                | 8.625%, 5/22/68, (converts to FRN on 5/22/18) (a)(c)                                   | 1,614,785    |
| £6,550                                | 8.625%, 5/22/68, (converts to FRN on 5/22/18)  | 10,576,843   |
| \$1,700                               | AXA S.A., 6.463%, 12/14/18 (a)(c)(e)(g)  | 1,398,250    |
| 6,500                                 | Dai-ichi Life Insurance Co., Ltd., 7.25%, 7/25/21 (a)(c)(e)(g)                         | 6,841,107    |
| 4,700                                 | Hartford Financial Services Group, Inc., 8.125%, 6/15/68, (converts to FRN on 6/15/18) | 4,958,500    |
| 15,000                                | Metlife Capital Trust IV, 7.875%, 12/15/67, (converts to FRN on 12/15/37) (a)(c)(g)    | 16,762,500   |
|                                       |  | 140,800,556  |
| <b>Telecommunications 0.4%</b>        |  |              |
|                                       | CenturyLink, Inc.,   |              |
| 1,400                                 | 6.00%, 4/1/17  | 1,504,875    |
| 1,500                                 | 7.60%, 9/15/39   | 1,426,868    |
|                                       |  | 2,931,743    |
| <b>Utilities 1.0%</b>                 |  |              |
| 3,900                                 | AES Andres Dominicana Ltd., 9.50%, 11/12/20 (a)(c)                                     | 4,134,000    |
| 4,500                                 | Ameren Energy Generating Co., 7.95%, 6/1/32  | 3,600,225    |
|                                       |  | 7,734,225    |
|                                       | Total Corporate Bonds & Notes (cost \$418,578,101)                                     | 452,489,428  |
| <b>MUNICIPAL BONDS 17.8%</b>          |  |              |
| <b>California 10.6%</b>               |  |              |
| 13,100                                | Alameda Cnty. Joint Powers Auth. Rev., 7.046%, 12/1/44, Ser. A                         | 16,129,375   |
| 1,650                                 | City & Cnty. of San Francisco Redev. Agcy., Tax Allocation, 8.406%, 8/1/39             | 1,897,912    |
| 3,000                                 | La Quinta Financing Auth., Tax Allocation, 8.07%, 9/1/36, Ser. A                       | 3,209,310    |
| 4,000                                 | Long Beach Redev. Agcy., Tax Allocation, 8.11%, 8/1/30                                 | 4,357,480    |
| 10,800                                | Los Angeles Cnty. Public Works Financing Auth. Rev., 7.618%, 8/1/40                    | 13,875,840   |
| 20,000                                | Northern California Power Agcy. Rev., 7.311%, 6/1/40                                   | 23,446,000   |
| 1,200                                 | Riverside Cnty. Dev. Agcy., Tax Allocation, 7.50%, 10/1/30, Ser. A-T                   | 1,246,032    |
| 1,355                                 | San Bernardino Cnty. Redev. Agcy., Tax Allocation, 8.50%, 9/1/40                       | 1,423,035    |
| 5,100                                 | San Luis Obispo Cnty. Rev., zero coupon, 9/1/27, Ser. C (NPFGC)                        | 2,203,710    |

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

April 30, 2012 (unaudited) (continued)

| Principal<br>Amount<br>(000s)           |  | Value*       |
|---|--|--------------|
| <b>California (continued)</b>           |  |              |
| \$9,200                                 | State Public Works Board Rev., 7.804%, 3/1/35, Ser. B-2                                      | \$10,490,484 |
| 7,500                                   | Stockton Public Financing Auth. Rev., 7.942%, 10/1/38, Ser. B                                | 6,800,700    |
|   |  | 85,079,878   |
| <b>Colorado 0.8%</b>                    |  |              |
| 5,000                                   | Denver Public Schools, CP, 7.017%, 12/15/37, Ser. B  | 6,443,550    |
| <b>District of Columbia 1.9%</b>        |  |              |
| 13,000                                  | Metropolitan Airports Auth. Rev., 7.462%, 10/1/46  | 14,841,320   |
| <b>Ohio 2.3%</b>                        |  |              |
| 13,000                                  | American Municipal Power, Inc. Rev.,<br>Comb Hydroelectric Projects, 8.084%, 2/15/50, Ser. B | 18,327,010   |
| <b>Texas 2.2%</b>                       |  |              |
| 4,000                                   | Dallas Convention Center Hotel Dev. Corp. Rev., 7.088%, 1/1/42                               | 4,703,400    |
| 11,500                                  | North Texas Tollway Auth. Rev., 8.91%, 2/1/30  | 13,111,150   |
|   |  | 17,814,550   |
|   | Total Municipal Bonds (cost \$122,234,686)   | 142,506,308  |
| <b>MORTGAGE-BACKED SECURITIES 11.1%</b> |  |              |
| 354                                     | Banc of America Alternative Loan Trust, 6.00%, 1/25/36, CMO                                  | 256,272      |
| 99                                      | Banc of America Funding Corp., CMO,<br>5.739%, 1/20/47, FRN                                  | 60,222       |
| 14,506                                  | 6.00%, 3/25/37   | 11,508,491   |
| 2,208                                   | BCAP LLC Trust, CMO, (a)(c)<br>2.935%, 5/26/36, FRN  | 44,613       |
| 2,500                                   | 5.579%, 3/26/37, VRN   | 325,000      |
| 3,627                                   | 9.375%, 5/26/37, VRN   | 534,939      |
| 1,680                                   | 11.840%, 6/26/36, VRN  | 197,437      |
| 620                                     | Bear Stearns Alt-A Trust, 2.863%, 11/25/36, CMO, FRN   | 335,017      |
| 37                                      | Chase Mortgage Finance Corp., CMO,<br>2.805%, 12/25/35, FRN                                  | 35,304       |
| 708                                     | 5.50%, 5/25/36   | 664,637      |
| 706                                     | Citicorp Mortgage Securities, Inc., CMO,<br>5.50%, 4/25/37                                   | 690,161      |
| 5,592                                   | 6.00%, 9/25/37   | 5,594,209    |
| 2,343                                   | Countrywide Alternative Loan Trust, CMO,<br>5.50%, 1/25/36                                   | 1,601,674    |
| 330                                     | 5.50%, 3/25/36   | 212,283      |
| 1,989                                   | 5.75%, 12/25/36  | 1,337,272    |
| 7,317                                   | 6.00%, 5/25/36   | 4,632,354    |
| 1,504                                   | 6.00%, 4/25/37   | 923,720      |
| 5,279                                   | 6.012%, 4/25/36, FRN   | 3,380,250    |
| 2,342                                   | 6.25%, 11/25/36  | 1,844,792    |
| 1,210                                   | 6.50%, 8/25/36   | 702,150      |
| 2,254                                   | Countrywide Home Loan Mortgage Pass Through Trust, CMO,<br>5.75%, 3/25/37                    | 1,832,755    |
| 1,428                                   | 6.00%, 5/25/36   | 1,156,626    |

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|       |                |           |
|-------|----------------|-----------|
| 1,760 | 6.00%, 2/25/37 | 1,435,051 |
| 7,554 | 6.00%, 3/25/37 | 6,220,333 |
| 2,612 | 6.25%, 9/25/36 | 1,943,987 |

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

April 30, 2012 (unaudited) (continued)

| Principal Amount (000s)                  |   | Value*      |
|--|---|-------------|
| \$3,339                                  | First Horizon Asset Securities, Inc., 2.625%, 11/25/35, CMO, FRN  | \$2,756,768 |
| 4,517                                    | JPMorgan Alternative Loan Trust, 2.795%, 5/25/36, CMO, FRN  | 2,678,155   |
|  | JPMorgan Mortgage Trust, CMO,   |             |
| 1,380                                    | 5.265%, 10/25/35, FRN   | 1,313,111   |
| 745                                      | 6.00%, 8/25/37  | 615,612     |
| 291                                      | 6.50%, 9/25/35  | 288,911     |
| 1,784                                    | MASTR Asset Securitization Trust, 6.50%, 11/25/37, CMO  | 1,455,759   |
| 79                                       | Nomura Asset Acceptance Corp., 4.976%, 5/25/35, CMO   | 68,616      |
|  | Residential Asset Securitization Trust, CMO,  |             |
| 2,697                                    | 5.75%, 2/25/36  | 1,840,647   |
| 1,035                                    | 6.00%, 9/25/36  | 570,772     |
| 2,867                                    | 6.00%, 7/25/37  | 2,099,279   |
|  | Residential Funding Mortgage Securities I, CMO,   |             |
| 5,106                                    | 5.438%, 9/25/35, FRN  | 4,102,725   |
| 11,268                                   | 6.00%, 6/25/37  | 8,977,120   |
| 2,390                                    | 6.25%, 8/25/36  | 1,987,620   |
| 985                                      | Suntrust Adjustable Rate Mortgage Loan Trust,   |             |
|  | 5.810%, 2/25/37, CMO, FRN   | 716,969     |
|  | WaMu Mortgage Pass Through Certificates, CMO, FRN,  |             |
| 624                                      | 2.514%, 9/25/36   | 436,430     |
| 2,000                                    | 5.430%, 2/25/37   | 1,655,142   |
|  | Wells Fargo Mortgage-Backed Securities Trust, CMO,  |             |
| 1,113                                    | 2.619%, 7/25/36, FRN  | 830,545     |
| 512                                      | 2.667%, 4/25/36, FRN  | 422,677     |
| 9,788                                    | 2.702%, 7/25/36, FRN  | 7,480,499   |
| 1,513                                    | 5.75%, 3/25/37  | 1,347,081   |
|  | Total Mortgage-Backed Securities (cost \$87,658,906)  | 89,113,987  |
| <b>Shares</b>                            |   |             |
| <b>PREFERRED STOCK 6.2%</b>              |   |             |
| <b>Banking 2.7%</b>                      |   |             |
| 397,300                                  | CoBank Acb, 11.00%, 7/1/13, Ser. C (a)(b)(c)(e)(h)(i)<br>(acquisition cost-\$21,899,400; purchased 2/26/10-3/23/11) | 21,193,492  |
| <b>Financial Services 3.1%</b>           |   |             |
| 248,000                                  | Ally Financial, Inc., 7.30%, 3/9/31   | 5,790,800   |
| 260,000                                  | Citigroup Capital XIII, 7.875%, 10/30/15 (i)  | 6,923,800   |
| 5,000                                    | Farm Credit Bank, 10.00%, 12/15/20, Ser. 1 (e)  | 5,950,000   |
| 255,400                                  | GMAC Capital Trust I, 8.125%, 2/15/16, Ser. 2 (i)   | 6,116,830   |
|  |   | 24,781,430  |
| <b>Real Estate Investment Trust 0.4%</b> |   |             |
| 3,000                                    | Sovereign Real Estate Investment Trust, 12.00%, 5/16/20 (a)(c)(e)   | 3,349,173   |
|  | Total Preferred Stock (cost \$48,302,628)   | 49,324,095  |
| <b>CONVERTIBLE PREFERRED STOCK 3.7%</b>  |   |             |
| <b>Financial Services 0.5%</b>           |   |             |
| 3,500                                    | Wells Fargo & Co., 7.50%, 3/15/13, Ser. L (e)   | 3,920,105   |

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

April 30, 2012 (unaudited) (continued)

| Shares                                       |   | Value*               |
|--|---|----------------------|
| <b>Utilities 3.2%</b>                        |   |                      |
|  | PPL Corp.,  |                      |
| 104,000                                      | 8.75%, 5/1/14   | \$5,353,920          |
| 374,000                                      | 9.50%, 7/1/13   | 19,967,860           |
|  |   | 25,321,780           |
|  | Total Convertible Preferred Stock (cost \$27,930,180)   | 29,241,885           |
| <br>   |   |                      |
| <b>Principal Amount (000s)</b>               |   |                      |
| <b>ASSET-BACKED SECURITIES 3.1%</b>          |   |                      |
| \$2,647                                      | Asset-Backed Funding Certificates, 0.459%, 5/25/37, FRN (a)(c)  | 2,079,120            |
| 16,759                                       | Greenpoint Manufactured Housing, 8.45%, 6/20/31, VRN  | 16,202,002           |
| 2,253  | GSAA Trust, 6.295%, 6/25/36   | 1,301,754            |
| 5,796  | Indymac Residential Asset-Backed Trust, 0.399%, 7/25/37, FRN  | 3,117,934            |
| 1,417  | MASTR Asset-Backed Securities Trust, 5.233%, 11/25/35   | 1,421,529            |
| 1,420  | Morgan Stanley Mortgage Loan Trust, 6.25%, 7/25/47  | 959,225              |
|  | Total Asset-Backed Securities (cost \$23,928,416)   | 25,081,564           |
| <br>   |   |                      |
| <b>SHORT-TERM INVESTMENTS 1.5%</b>           |   |                      |
| <b>Corporate Notes 0.5%</b>                  |   |                      |
| <b>Financial Services 0.5%</b>               |   |                      |
|  | Ally Financial, Inc.,   |                      |
| 256  | 6.50%, 7/15/12  | 256,479              |
| 45   | 6.60%, 6/15/12  | 44,952               |
| 1,004  | 6.75%, 9/15/12-10/15/12   | 1,002,585            |
| 837  | 7.10%, 9/15/12  | 841,837              |
| 28   | 7.15%, 11/15/12   | 28,000               |
| 2,337  | 7.25%, 8/15/12-12/15/12   | 2,340,724            |
|  | Total Corporate Notes (cost \$4,490,615)  | 4,514,577            |
| <br>   |   |                      |
| <b>U.S. Treasury Obligations (f)(j) 0.3%</b> |   |                      |
|  | U.S. Treasury Bills,  |                      |
| 2,420  | 0.041%-0.071%, 5/10/12-5/31/12 (cost \$2,419,930)   | 2,419,930            |
| <br>   |   |                      |
| <b>Repurchase Agreements 0.7%</b>            |   |                      |
| 4,700  | Bank of America Corp., dated 4/30/12, 0.20%, due 5/1/12, proceeds \$4,700,026; collateralized by U.S. Treasury Notes, 0.875%, due 4/30/17, valued at \$4,790,570 including accrued interest | 4,700,000            |
| 865  | State Street Bank & Trust Co., dated 4/30/12, 0.01%, due 5/1/12, proceeds \$865,000; collateralized by Freddie Mac, 0.855%, due 11/25/14, valued at \$883,574 including accrued interest    | 865,000              |
|  | Total Repurchase Agreements (cost \$5,565,000)  | 5,565,000            |
|  | Total Short-Term Investments (cost \$12,475,545)  | 12,499,507           |
| <br>   |   |                      |
|  | <b>Total Investments (cost \$741,108,462) (k) 100.0%</b>  | <b>\$800,256,774</b> |

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**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.

Portfolio securities and other financial instruments for which market quotations are not readily available, or for which a development/event occurs that may significantly impact the value of a security, are fair-valued, in good faith, pursuant to procedures approved by the Board of Trustees, or persons acting at their discretion pursuant to procedures approved by the Board of Trustees. 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. Short-term securities maturing in 60 days or less are valued at amortized cost, if their original term to maturity was 60 days or less, or by amortizing their value on the 61st day prior to maturity, if the original term to maturity exceeded 60 days. Investments initially valued in currencies other than U.S. dollar are converted to the U.S. dollar using exchange rates obtained from pricing services. As a result, the net asset value ( NAV ) of 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 New York Stock Exchange ( NYSE ) is closed.

The prices used by the Fund to value securities may differ from the value that would be realized if the securities were sold and these differences could be material. 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 \$156,168,988, representing 19.5% of total investments.

(b) Illiquid.

(c) 144A Exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions exempt from registration, typically only to qualified institutional buyers. Unless otherwise indicated, these securities are not considered to be illiquid.

(d) In default.

(e) Perpetual maturity. The date shown is the next call date. For Corporate Bonds & Notes, interest rate is fixed until the first call date and variable thereafter.

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- (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 \$38,539,471 and the aggregate market value is \$44,883,562, representing 5.6% of total investments.
- (i) Dividend rate is fixed until the first call date and variable thereafter.
- (j) Rates reflect the effective yields at purchase date.
- (k) At April 30, 2012, the cost basis of portfolio securities of \$741,108,462 was substantially the same for both for federal income tax and book purposes. Gross unrealized appreciation was \$74,076,388; gross unrealized depreciation was \$14,928,076; and net unrealized appreciation was \$59,148,312.

### **Glossary:**

£ British Pound

CMO Collateralized Mortgage Obligation

CP Certificates of Participation

Euro

FRN Floating Rate Note. The interest rate disclosed reflects the rate in effect on April 30, 2012.

MXN Mexican Peso

NPFGC insured by National Public Finance Guarantee Corp.

VRN Variable Rate Note. Instruments whose interest rates change on a specified date (such as a coupon date or interest payment date) and/or whose interest rates vary with changes in a designated base rate (such as the prime interest rate). The interest rate disclosed reflects the rate in effect on April 30, 2012.

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**Other Investments:**

(A) Forward foreign currency contracts outstanding at April 30, 2012:

|  | Counterparty        | U.S.\$ Value on Origination Date | U.S.\$ Value April 30, 2012 | Unrealized Appreciation (Depreciation) |
|--|---------------------|----------------------------------|-----------------------------|--|
| <b>Purchased:</b>                                |                     |                                  |                             |  |
| 14,273,000 Chinese Yuan Renminbi settling 6/1/12 | Deutsche Bank       | \$2,271,324                      | \$2,259,962                 | \$(11,362)                             |
| 14,273,000 Chinese Yuan Renminbi settling 2/1/13 | UBS                 | 2,276,940                        | 2,253,198                   | (23,742)                               |
| 1,137,000 Euro settling 5/17/12                  | Bank of Nova Scotia | 1,489,677                        | 1,505,127                   | 15,450                                 |
| 1,296,000 Euro settling 5/17/12                  | Morgan Stanley      | 1,723,058                        | 1,715,606                   | (7,452)                                |
| 4,658,000 Indian Rupee settling 7/12/12          | JPMorgan Chase      | 100,215                          | 87,069                      | (13,146)                               |
| <b>Sold:</b>                                     |                     |                                  |                             |  |
| 265,000 Australian Dollar settling 6/7/12        | HSBC Bank           | 272,105                          | 275,066                     | (2,961)                                |
| 38,597,000 British Pound settling 5/11/12        | Credit Suisse       | 61,211,754                       | 62,635,588                  | (1,423,834)                            |
| 25,404,000 British Pound settling 5/11/12        | JPMorgan Chase      | 40,207,343                       | 41,225,859                  | (1,018,516)                            |
| 1,041,000 British Pound settling 5/11/12         | UBS                 | 1,677,797                        | 1,689,345                   | (11,548)                               |
| 14,273,000 Chinese Yuan Renminbi settling 6/1/12 | Citigroup           | 2,242,067                        | 2,259,962                   | (17,895)                               |
| 14,273,000 Chinese Yuan Renminbi settling 2/1/13 | JPMorgan Chase      | 2,276,033                        | 2,253,198                   | 22,835                                 |
| 22,909,000 Euro settling 5/17/12                 | Barclays Bank       | 30,269,120                       | 30,326,254                  | (57,134)                               |
| 35,826,000 Euro settling 5/17/12                 | UBS                 | 47,567,393                       | 47,425,396                  | 141,997                                |
| 4,658,000 Indian Rupee settling 7/12/12          | JPMorgan Chase      | 91,554                           | 87,069                      | 4,485                                  |
| 10,028,491 Mexican Peso settling 6/15/12         | Morgan Stanley      | 781,900                          | 766,772                     | 15,128                                 |
|  |                     |                                  |                             | \$(2,387,695)                          |

At April 30, 2012, the Fund held \$140,000 in cash as collateral for derivatives. Cash collateral held may be invested in accordance with the Fund's investment strategy.

(B) Open reverse repurchase agreements at April 30, 2012:

| Counterparty  | Rate  | Trade Date | Due Date | Principal & Interest | Principal    |
|---------------|-------|------------|----------|----------------------|--------------|
| Barclays Bank | 1.00% | 2/24/12    | 8/24/12  | \$23,703,032         | \$23,659,000 |
|               | 1.25  | 2/24/12    | 8/24/12  | 5,455,663            | 5,443,000    |
| Deutsche Bank | 0.65  | 2/8/12     | 5/8/12   | 7,083,600            | 7,073,000    |
|               | 0.65  | 3/1/12     | 6/1/12   | 2,626,890            | 2,624,000    |
|               | 0.65  | 3/5/12     | 6/6/12   | 1,127,159            | 1,126,000    |
| UBS           | 0.55  | 2/7/12     | 5/4/12   | 6,467,289            | 6,459,000    |
|               | 0.55  | 2/7/12     | 5/7/12   | 2,770,551            | 2,767,000    |
|               | 0.58  | 4/27/12    | 7/26/12  | 4,179,269            | 4,179,000    |
|               | 0.60  | 2/7/12     | 5/4/12   | 7,265,157            | 7,255,000    |
|               | 0.60  | 2/7/12     | 5/7/12   | 16,320,817           | 16,298,000   |
|               |       |            |          |                      | \$76,883,000 |

The weighted average daily balance of reverse repurchase agreements outstanding during the nine months ended April 30, 2012 was \$87,765,811 at a weighted average interest rate of 0.77%. The total market value of underlying collateral (refer to the Schedule of Investments for positions transferred for the benefit of the counterparty as collateral) for open reverse repurchase agreements at April 30, 2012 was

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\$82,080,212.

At April 30, 2012, the Fund held \$1,177,000 in principal value of U.S. Treasury Obligations and \$890,000 in cash as collateral for open reverse repurchase agreements. Cash collateral held may be invested in accordance with the Fund's investment strategy. Securities held as collateral will not be pledged and are not reflected in the Schedule of Investments.

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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 (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.) or quotes from inactive exchanges
- Level 3 valuations based on significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments)

An investment asset's or liability's level within the fair value hierarchy is based on the lowest level input, individually or in the aggregate, that is significant to fair value measurement. The objective of fair value measurement remains the same even when there is a significant decrease in the volume and level of activity for an asset or liability and regardless of the valuation technique used.

The valuation techniques used by the Fund to measure fair value during the nine months ended April 30, 2012 maximized the use of observable inputs and minimized the use of unobservable inputs.

The inputs or methodology used for valuing securities is not necessarily an indication of the risk associated with investing in those securities. The following are certain inputs and techniques that the Fund generally uses to evaluate how to classify each 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 and certain foreign equity securities 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

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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 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 or note, state of issuance, benchmark yield curves, and bond or note insurance. To the extent that these inputs are observable, the values of municipal bonds are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

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

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

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

The Fund's policy is to recognize transfers between levels at the end of the reporting period.

A summary of the inputs used at April 30, 2012 in valuing the Fund's assets and liabilities is listed below (refer to the Schedule of Investments and Other Investments for more detailed information on Investments in Securities and Other Financial Instruments):

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|   | 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>4/30/12  |
|---|----------------------------|--|--|----------------------|
| <b>Investments in Securities - Assets</b>         |                            |  |  |                      |
| Corporate Bonds & Notes:                          |                            |  |  |                      |
| Airlines  |                            |  | \$8,343,514  | \$8,343,514          |
| Energy  |                            | \$9,788,796  | 1,495,000  | 11,283,796           |
| All Other   |                            | 432,862,118  |  | 432,862,118          |
| Municipal Bonds                                   |                            | 142,506,308  |  | 142,506,308          |
| Mortgage-Backed Securities                        |                            | 88,056,611   | 1,057,376  | 89,113,987           |
| Preferred Stock:                                  |                            |  |  |                      |
| Financial Services                                | \$18,831,430               | 5,950,000  |  | 24,781,430           |
| All Other   |                            | 24,542,665   |  | 24,542,665           |
| Convertible Preferred Stock                       | 29,241,885                 |  |  | 29,241,885           |
| Asset-Backed Securities                           |                            | 25,081,564   |  | 25,081,564           |
| Short-Term Investments                            |                            | 12,499,507   |  | 12,499,507           |
| <b>Total Investments in Securities - Assets</b>   | <b>\$48,073,315</b>        | <b>\$741,287,569</b>                                   | <b>\$10,895,890</b>                                | <b>\$800,256,774</b> |
| <b>Other Financial Instruments* - Assets</b>      |                            |  |  |                      |
| Foreign Exchange Contracts                        |                            | \$199,895  |  | \$199,895            |
| <b>Other Financial Instruments* - Liabilities</b> |                            |  |  |                      |
| Foreign Exchange Contracts                        |                            | \$(2,587,590)  |  | \$(2,587,590)        |
| <b>Total Investments</b>                          | <b>\$48,073,315</b>        | <b>\$738,899,874</b>                                   | <b>\$10,895,890</b>                                | <b>\$797,869,079</b> |

\*Other financial instruments are derivatives not reflected in the Schedule of Investments, such as forward foreign currency contracts, which are valued at the unrealized appreciation (depreciation) of the instrument.

There were no significant transfers between Levels 1 and 2 during the nine months ended April 30, 2012.

A roll forward of fair value measurements using significant unobservable inputs (Level 3) for the nine months ended April 30, 2012, was as follows:

|   | Beginning<br>Balance<br>7/31/11 | Purchases      | Sales              | Accrued<br>Discounts | Net<br>Realized<br>Gain (Loss) | Net Change<br>in Unrealized<br>Appreciation/<br>Depreciation | Transfers<br>into<br>Level 3 | Transfers<br>out of<br>Level 3** | Ending<br>Balance<br>4/30/12 |
|---|---------------------------------|----------------|--------------------|----------------------|--------------------------------|--|------------------------------|----------------------------------|------------------------------|
| <b>Investments in Securities - Assets</b> |                                 |                |                    |                      |                                |  |                              |                                  |                              |
| Corporate Bonds & Notes:                  |                                 |                |                    |                      |                                |  |                              |                                  |                              |
| Airlines                                  | \$12,367,885                    |                | \$(138,196)        | \$66,092             | \$(11,235)                     | \$(3,941,032)  |                              |                                  | \$8,343,514                  |
| Energy                                    | 1,782,500                       |                |                    | 9,499                |                                | (296,999)  |                              |                                  | 1,495,000                    |
| Mortgage-Backed Securities                | 1,076,658                       | \$3,418        | \$(323,101)        | 181,937              | 276,114                        | (113,037)  |                              | \$(44,613)                       | 1,057,376                    |
| Preferred Stock:                          |                                 |                |                    |                      |                                |  |                              |                                  |                              |
| Automotive Products                       | 10,137                          |                |                    |                      | (2,000,000)                    | 1,989,863  |                              |                                  |                              |
| Common Stock                              | 813                             |                |                    |                      | (1,317,433)                    | 1,316,620  |                              |                                  |                              |
| <b>Total Investments</b>                  | <b>\$15,237,993</b>             | <b>\$3,418</b> | <b>\$(461,297)</b> | <b>\$257,528</b>     | <b>\$(3,052,554)</b>           | <b>\$(1,044,585)</b>   |                              | <b>\$(44,613)</b>                | <b>\$10,895,890</b>          |

\*\*Transferred out of Level 3 into Level 2 because sufficient observable inputs were available.

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Securities deemed worthless and removed from the Schedule of Investments.

The net change in unrealized appreciation/depreciation of Level 3 investments which the Fund held at April 30, 2012 was \$(4,283,973).

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**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 CFR 270.30a-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 (17CFR 270.30a-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

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**SIGNATURES**

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

Registrant: PIMCO Income Strategy Fund II

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

Date: June 19, 2012

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

Date: June 19, 2012

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

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

Date: June 19, 2012

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

Date: June 19, 2012

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