

PIMCO CALIFORNIA MUNICIPAL INCOME FUND III  
Form N-Q  
August 23, 2011

OMB APPROVAL

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**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:** 811-21188

**Registrant Name:** PIMCO California Municipal Income Fund III

**Address of Principal Executive Offices:** 1633 Broadway, 41<sup>st</sup> Floor  
New York, NY 10019

**Name and Address of Agent for Service:** Lawrence G. Altadonna  
1633 Broadway, 41<sup>st</sup> Floor  
New York, NY 10019

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

**Date of Fiscal Year End:** September 30, 2011

**Date of Reporting Period:** June 30, 2011

Form N-Q is to be used by management investment companies, other than small business investment companies registered on Form N-5 (§§ 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than 60 days after the close of the first and third fiscal quarters, pursuant to rule 30b1-5 under the Investment Company Act of 1940 (17 CFR 270.30b1-5). The Commission may use the information provided on Form N-Q in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-Q, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-Q unless the Form displays a currently valid Office of Management and Budget (OMB) control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-2001. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. § 3507.

**Item 1. Schedule of Investments****PIMCO California Municipal Income Fund III Schedule of Investments**

June 30, 2011 (unaudited)

## Principal

Amount (000s)		Credit Rating (Moody's/S&P)	Value*
<b>CALIFORNIA MUNICIPAL BONDS &amp; NOTES 95.1%</b>			
\$ 11,725	Assoc. of Bay Area Gov't Finance Auth. for Nonprofit Corps. Rev., Odd Fellows Home of California, 5.35%, 11/15/32, Ser. A (CA Mtg. Ins.)	NR/A-	\$ 11,055,268
1,250	Bay Area Toll Auth. Rev., San Francisco Bay Area, 5.00%, 4/1/34, Ser. F-1	Aa3/AA	1,264,150
1,000	Cathedral City Public Financing Auth., Tax Allocation, 5.00%, 8/1/33, Ser. A (NPFGC)	Baa1/A	795,400
1,150	Ceres Redev. Agcy., Tax Allocation, Project Area No. 1, 5.00%, 11/1/33 (NPFGC)	Baa1/A-	967,978
2,000	Chula Vista Rev., San Diego Gas & Electric, 5.875%, 2/15/34, Ser. B	Aa3/A+	2,114,320
550	City & Cnty. of San Francisco, Capital Improvement Projects, CP, 5.25%, 4/1/31, Ser. A	A1/AA-	554,824
1,415	Contra Costa Cnty. Public Financing Auth., Tax Allocation, 5.625%, 8/1/33, Ser. A	NR/BBB+	1,213,391
3,775	Cucamonga School Dist., CP, 5.20%, 6/1/27 Educational Facs. Auth. Rev. (g),	NR/AA-	3,819,356
9,800	Claremont McKenna College, 5.00%, 1/1/39	Aa2/NR	9,879,086
10,000	Univ. of Southern California, 5.00%, 10/1/39, Ser. A	Aa1/AA+	10,249,300
1,695	El Dorado Irrigation Dist. & El Dorado Water Agcy., CP, 5.75%, 8/1/39, Ser. A (AGC)	Aa3/AA+	1,715,323
2,750	Golden State Tobacco Securitization Corp. Rev., 5.00%, 6/1/33, Ser. A-1	Baa3/BB+	2,027,658
11,000	5.00%, 6/1/45 (AMBAC-TCRS)	A2/BBB+	9,558,780
4,000	5.00%, 6/1/45, Ser. A (FGIC-TCRS)	A2/BBB+	3,485,800
13,865	5.75%, 6/1/47, Ser. A-1	Baa3/BB+	10,147,655
500	Hartnell Community College Dist., GO, zero coupon, 8/1/34, Ser. 2002-D (h)	Aa2/AA-	253,740
500	Health Facs. Financing Auth. Rev., Adventist Health System, Ser. A, 5.00%, 3/1/33	NR/A	450,475
4,000	5.75%, 9/1/39 Catholic Healthcare West, Ser. A,	NR/A	3,972,080
1,935	6.00%, 7/1/34	A2/A	1,960,755
4,000	6.00%, 7/1/39	A2/A	4,143,520
450	Children's Hospital of Los Angeles, 5.25%, 7/1/38 (AGM)	Aa3/AA+	414,148
500	Children's Hospital of Orange Cnty., 6.50%, 11/1/38, Ser. A	NR/A	522,120

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6,000	Cottage Health System, 5.00%, 11/1/33, Ser. B (NPFGC)	Baa1/A+	5,492,280
1,300	Scripps Health, 5.00%, 11/15/36, Ser. A	Aa3/AA-	1,223,430
2,900	Stanford Hospital, 5.25%, 11/15/40, Ser. A-2	Aa3/A+	2,886,892
	Sutter Health,		
5,000	5.00%, 8/15/38, Ser. A	Aa3/AA-	4,689,700
500	5.00%, 11/15/42, Ser. A (IBC-NPFGC)	Aa3/AA-	462,105
1,200	6.00%, 8/15/42, Ser. B	Aa3/AA-	1,273,344
	Infrastructure & Economic Dev. Bank Rev., Kaiser Hospital		
	Assistance,		
3,000	5.50%, 8/1/31, Ser. B	WR/A	3,011,040
8,000	5.55%, 8/1/31, Ser. A	NR/A+	8,029,680
20	Lancaster Financing Auth., Tax Allocation, 4.75%, 2/1/34 (NPFGC)	Baa1/BBB	14,811

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**PIMCO California Municipal Income Fund III Schedule of Investments**

June 30, 2011 (unaudited)

Principal Amount (000s)		Credit Rating (Moody s/S&P)	Value*
\$ 150	Lancaster Redev. Agcy. Rev., Capital Improvements Projects, 5.90%, 12/1/35	NR/A	\$ 133,206
500	Lancaster Redev. Agcy., Tax Allocation, 6.875%, 8/1/39	NR/BBB+	495,360
5,600	Long Beach Bond Finance Auth. Rev., Long Beach Natural Gas, 5.50%, 11/15/37, Ser. A	A2/A	5,388,712
5,000	Long Beach Unified School Dist., GO, 5.75%, 8/1/33, Ser. A	Aa2/AA-	5,482,600
6,000	Los Angeles Department of Water & Power Rev. (g), 4.75%, 7/1/30, Ser. A-2 (AGM)	Aa3/AA+	6,051,960
10,000	5.00%, 7/1/39, Ser. A	Aa3/AA-	10,018,500
9,580	Los Angeles Unified School Dist., GO, 4.75%, 1/1/28, Ser. A (NPFGC)	Aa2/AA-	9,472,033
10,000	5.00%, 1/1/34, Ser. I (g)	Aa2/AA-	9,933,200
550	Malibu, City Hall Project, CP, 5.00%, 7/1/39, Ser. A	NR/AA+	544,274
1,000	Manteca Financing Auth. Sewer Rev., 5.75%, 12/1/36	Aa3/NR	1,033,560
5,000	Metropolitan Water Dist. of Southern California Rev., 5.00%, 7/1/37, Ser. A (g)	Aa1/AAA	5,111,450
2,980	Modesto Irrigation Dist., Capital Improvement Projects, CP, 5.00%, 7/1/33, Ser. A (NPFGC)	A2/A+	2,857,224
3,000	Montebello Unified School Dist., GO, 5.00%, 8/1/33 (AGM)	Aa3/AA+	3,035,520
200	M-S-R Energy Auth. Rev., 6.50%, 11/1/39, Ser. B	NR/A	219,336
1,000	Municipal Finance Auth. Rev., Azusa Pacific Univ. Project, 7.75%, 4/1/31, Ser. B	NR/NR	1,033,260
5,000	Oakland, GO, 5.00%, 1/15/33, Ser. A (NPFGC)	Aa2/AA-	5,021,750
3,900	Orange Unified School Dist., CP, 4.75%, 6/1/29 (NPFGC)	Aa3/A+	3,782,454
1,250	Peralta Community College Dist., GO, 5.00%, 8/1/39, Ser. C	NR/AA-	1,167,850
1,250	Pollution Control Financing Auth. Rev., American Water Capital Corp. Project, 5.25%, 8/1/40 (a)(b)	Baa2/BBB+	1,199,612
1,950	Poway Unified School Dist., Special Tax, 5.125%, 9/1/28	NR/BBB+	1,770,561
5,000	Riverside, CP, 5.00%, 9/1/33 (AMBAC)	WR/A+	4,431,350
500	Rocklin Unified School Dist. Community Facs. Dist., Special Tax, 5.00%, 9/1/29 (NPFGC)	Baa1/A-	457,160
3,250	Sacramento Municipal Utility Dist. Rev., 5.00%, 8/15/33, Ser. R (NPFGC)	A1/A+	3,194,328
6,250	San Diego Cnty. Water Auth., CP, 5.00%, 5/1/38, Ser. 2008-A (AGM)	Aa2/AA+	6,176,750
12,075	San Diego Community College Dist., GO, 5.00%, 5/1/28, Ser. A (AGM)	Aa1/AA+	12,180,656
4,000	San Diego Public Facs. Financing Auth. Rev., 5.25%, 5/15/39, Ser. A	Aa3/A+	4,108,520

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2,200	San Diego Regional Building Auth. Rev., Cnty. Operations Center & Annex, 5.375%, 2/1/36, Ser. A	Aa3/AA+	2,236,124
1,500	San Diego State Univ. Foundation Rev., 5.00%, 3/1/27, Ser. A (NPFGC)	Baa1/BBB	1,500,195
1,500	San Jose Rev., Convention Center Expansion, 6.50%, 5/1/36	A2/A-	1,525,935
12,200	San Marcos Public Facs. Auth., Tax Allocation, 5.00%, 8/1/33, Ser. A (FGIC-NPFGC)	A2/A-	10,583,622
1,000	San Marcos Unified School Dist., GO, 5.00%, 8/1/38, Ser. A (c)	Aa2/AA-	971,080
500	Santa Clara Cnty. Financing Auth. Rev., 5.75%, 2/1/41, Ser. A (AMBAC)	A2/A+	497,860
1,200	Santa Cruz Cnty. Redev. Agcy., Tax Allocation, Live Oak/Soquel Community, 7.00%, 9/1/36, Ser. A	A1/A	1,245,816
4,425	South Tahoe JT Powers Financing Auth. Rev., South Tahoe Redev. Project, 5.45%, 10/1/33, Ser. 1-A	NR/BBB+	3,802,093
7,300	State, GO, 6.00%, 4/1/38	A1/A-	7,753,330
2,000	State Public Works Board Rev., California State Univ., 6.00%, 11/1/34, Ser. J	Aa3/BBB+	2,047,100
2,050	Univ. CA M.I.N.D. Inst., 5.00%, 4/1/28, Ser. A	Aa2/AA-	2,070,213

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**PIMCO California Municipal Income Fund III Schedule of Investments**

June 30, 2011 (unaudited)

Principal Amount (000s)		Credit Rating (Moody s/S&P)	Value*
\$ 500	Statewide Communities Dev. Auth. Rev., American Baptist Homes West, 6.25%, 10/1/39	NR/BBB	\$ 480,750
1,300	California Baptist Univ., 5.50%, 11/1/38, Ser. A	NR/NR	1,008,189
500	6.50%, 11/1/21	NR/NR	501,055
1,015	Catholic Healthcare West, 5.50%, 7/1/31, Ser. D	A2/A	1,013,772
1,015	5.50%, 7/1/31, Ser. E	A2/A	1,013,772
4,500	Kaiser Permanente, 5.00%, 3/1/41, Ser. B	NR/A+	4,095,720
1,000	Lancer Student Housing Project, 7.50%, 6/1/42	NR/NR	972,990
7,300	Los Angeles Jewish Home, 5.50%, 11/15/33 (CA St. Mtg.)	NR/A-	7,206,998
15,000	Memorial Health Services, 5.50%, 10/1/33, Ser. A	WR/AA-	15,018,300
2,000	Methodist Hospital Project (FHA), 6.625%, 8/1/29	Aa2/NR	2,315,620
7,200	6.75%, 2/1/38	Aa2/NR	8,124,768
3,100	St. Joseph Health System, 5.75%, 7/1/47, Ser. A (FGIC)	A1/AA-	3,072,038
10,000	Sutter Health, 5.50%, 8/15/34, Ser. B (g)	Aa3/AA-	10,021,700
1,800	6.00%, 8/15/42, Ser. A	Aa3/AA-	1,910,016
3,505	Statewide Communities Dev. Auth., The Internext Group, CP, 5.375%, 4/1/30	NR/BBB	3,150,995
8,100	Tobacco Securitization Agcy. Rev., Alameda Cnty., 5.875%, 6/1/35	Baa3/NR	6,327,396
7,000	6.00%, 6/1/42	Baa3/NR	5,321,680
2,000	Kern Cnty., 6.125%, 6/1/43, Ser. A	NR/BBB	1,545,380
5,000	Tobacco Securitization Auth. of Southern California Rev., 5.00%, 6/1/37, Ser. A-1	Baa3/BBB	3,481,400
2,000	Torrance Rev., Torrance Memorial Medical Center, Ser. A, 5.00%, 9/1/40	A2/A+	1,770,500
2,950	5.50%, 6/1/31	A2/A+	2,904,275
1,000	West Basin Municipal Water Dist., CP, 5.00%, 8/1/30, Ser. A (NPFGC)	Aa2/AA-	1,003,270
2,000	Western Municipal Water Dist. Facs. Auth. Rev., 5.00%, 10/1/39, Ser. B	NR/AA+	1,996,840
1,000	Westlake Village, CP, 5.00%, 6/1/39	NR/AA+	1,005,560
2,500	William S. Hart Union High School Dist., Special Tax, 6.00%, 9/1/33, Ser. 2002-1	NR/NR	2,359,650
2,750	Woodland Finance Auth. Rev., 5.00%, 3/1/32 (XLCA)	A1/NR	2,793,835
	Total California Municipal Bonds & Notes (cost \$332,405,534)		336,599,432

**OTHER MUNICIPAL BONDS & NOTES 3.7%**

**Indiana 1.2%**

5,000	Vigo Cnty. Hospital Auth. Rev., Union Hospital, Inc., 5.75%, 9/1/42 (a)(b)	NR/NR	4,146,200
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**New Jersey 0.2%**

1,000	Tobacco Settlement Financing Corp. Rev., 4.75%, 6/1/34, Ser. 1-A	Baa3/BB+	694,520
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**PIMCO California Municipal Income Fund III Schedule of Investments**

June 30, 2011 (unaudited)

Principal		Credit Rating	Value*
Amount (000s)		(Moody s/S&P)	
	<b>New York 0.9%</b>		
\$ 3,300	New York City Municipal Water Finance Auth. Water & Sewer Rev., 5.00%, 6/15/37, Ser. D (g)	Aa1/AAA	\$ 3,363,657
	<b>Puerto Rico 1.4%</b>		
1,000	Electric Power Auth. Rev., 5.25%, 7/1/40, Ser. XX	A3/BBB+	950,100
4,420	Public Buildings Auth. Gov t Facs. Rev., 5.00%, 7/1/36, Ser. I (GTD)	A3/BBB	3,999,525
			4,949,625
	Total Other Municipal Bonds & Notes (cost \$11,771,426)		13,154,002
	<b>CALIFORNIA VARIABLE RATE NOTES (a)(b)(d)(e) 0.3%</b>		
1,000	Los Angeles Community College Dist., GO, 13.96%, 8/1/33, Ser. 3096 (cost \$996,640)	NR/AA	1,088,840
	<b>SHORT-TERM INVESTMENTS 0.9%</b>		
	<b>U.S. Treasury Obligations (f)(i) 0.9%</b>		
3,330	U.S. Treasury Bills, 0.025%-0.083%, 8/4/11-9/15/11 (cost \$3,329,665)		3,329,665
	<b>Total Investments (cost \$348,503,265) (j) 100.0%</b>		<b>\$ 354,171,939</b>



**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 established by the Board of Trustees, or persons acting at their discretion pursuant to procedures established 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. Securities purchased on a when-issued basis are marked to market daily until settlement at the forward settlement date. 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 securities may differ from the value that would be realized if the securities were sold and these differences could be material. The Fund's net asset value ( NAV ) is normally determined as of the close of regular trading (normally, 4:00 p.m. Eastern time) on the New York Stock Exchange ( NYSE ) on each day the NYSE is open for business.

- (a) Private Placement Restricted as to resale and may not have a readily available market. Securities with an aggregate value of 6,434,652, representing 1.8% of total investments.
- (b) 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.
- (c) When-issued. To be settled after June 30, 2011.
- (d) Inverse Floater The interest rate shown bears an inverse relationship to the interest rate on another security or the value of an index. The interest rate disclosed reflects the rate in effect on June 30, 2011.
- (e) Variable Rate Notes Instruments whose interest rates change on 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 June 30, 2011.
- (f) All or partial amount segregated for the benefit of the counterparty as collateral for derivatives.
- (g) Residual Interest Bonds held in Trust Securities represent underlying bonds transferred to a separate securitization trust established in a tender option bond transaction in which the/each Fund acquired the residual interest certificates. These securities serve as collateral in a financing transaction.
- (h) Step Bond Coupon is a fixed rate for an initial period then resets at a specific date and rate.
- (i) Rates reflect the effective yields at purchase date.

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- (j) At June 30, 2011, the cost basis of portfolio securities for federal income tax purposes was \$307,380,130. Gross unrealized appreciation was \$16,998,772, gross unrealized depreciation was \$10,566,496 and net unrealized appreciation was \$6,432,276. The difference between book and tax cost was attributable to inverse floater transactions.

**Glossary:**

AGC insured by Assured Guaranty Corp.  
 AGM insured by Assured Guaranty Municipal Corp.  
 AMBAC insured by American Municipal Bond Assurance Corp.  
 CA Mtg. Ins. insured by California Mortgage Insurance  
 CA St. Mtg. insured by California State Mortgage  
 CP Certificates of Participation  
 FGIC insured by Financial Guaranty Insurance Co.  
 FHA insured by Federal Housing Administration  
 GO General Obligation Bond  
 GTD Guaranteed  
 IBC Insurance Bond Certificate  
 NPFGC insured by National Public Finance Guarantee Corp.  
 NR Not Rated  
 TCRS Temporary Custodian Receipts  
 WR Withdrawn Rating  
 XLCA insured by XL Capital Assurance

**Other Investments:**

Interest rate swap agreements outstanding at June 30, 2011:

Swap Counterparty	Notional Amount (000s)	Termination Date	Rate Type		Market Value	Upfront	Unrealized Depreciation
			Payments Made	Payments Received		Premiums Paid(Received)	
Citigroup	\$ 20,400	6/20/42	4.75%	3-Month USD-LIBOR	\$ (1,614,072)	\$ (397,500)	\$ (1,216,572)
Goldman Sachs	5,600	6/20/42	4.75%	3-Month USD-LIBOR	(443,079)	44,240	(487,319)
JPMorgan Chase	1,600	6/20/42	4.75%	3-Month USD-LIBOR	(126,594)	(14,752)	(111,842)
					\$ (2,183,745)	\$ (368,012)	\$ (1,815,733)

LIBOR London Inter-bank Offered Rate

**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 June 30, 2011 maximized the use of observable inputs and minimized the use of unobservable inputs.

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

Municipal Bonds & Notes and Variable Rate Notes Municipal bonds and notes and variable rate notes 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 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 and notes 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.

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

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

A summary of the inputs used at June 30, 2011 in valuing the Fund's assets and liabilities is listed below:

Level 1 - Quoted Prices	Level 2 - Other Significant Observable Inputs	Level 3 - Significant Unobservable Inputs	Value at 6/30/11
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**Investments in Securities Assets**

California Municipal Bonds & Notes	\$ 336,599,432	\$ 336,599,432
Other Municipal Bonds & Notes	13,154,002	13,154,002
California Variable Rate Notes	1,088,840	1,088,840
Short-Term Investments	3,329,665	3,329,665

**Total Investments in Securities Assets**

\$ 354,171,939	\$ 354,171,939
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**Other Financial Instruments\* Liabilities**

Interest Rate Contracts	\$ (1,815,733)	\$ (1,815,733)
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**Total Investments**

\$ 352,356,206	\$ 352,356,206
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\* Other fina