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PIMCO MUNICIPAL INCOME FUND II

Form N-2MEF

June 26, 2002

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As filed with the Securities and Exchange Commission on June 26, 2002

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1933 Act File No. 333-_____

1940 Act File No. 811-21076

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form N-2

☒ REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

☐ Pre-Effective Amendment No. ____

☐ Post-Effective Amendment No. ____

and

☒ REGISTRATION STATEMENT UNDER THE INVESTMENT COMPANY ACT OF 1940

☒ Amendment No. 3

PIMCO Municipal Income Fund II
(Exact Name of Registrant as Specified in Declaration of Trust)

c/o PIMCO Funds Advisors LLC
1345 Avenue of the Americas
New York, New York 10105
(Address of Principal Executive Offices)
(Number, Street, City, State, Zip Code)

(212) 739-3502
(Registrant's Telephone Number, including Area Code)

Stephen J. Treadway
c/o PIMCO Funds Distributors LLC
2187 Atlantic Street
Stamford, Connecticut 06902
(Name and Address (Number, Street, City, State, Zip Code) of Agent for Service)

Copies of Communications to:

Joseph B. Kittredge, Jr., Esq.	Thomas A. Hale, Esq.
Ropes & Gray	Skadden, Arps, Slate, Meagher & Flom (Illinois)
One International Place	333 West Wacker Drive
Boston, Massachusetts 02110	Chicago, Illinois 60606

Approximate Date of Proposed Public Offering:

Upon the effectiveness of this Registration Statement

If any of the securities being registered on this form will be offered on a delayed or continuous basis in reliance on Rule 415 under the Securities Act of

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1933, other than securities offered in connection with a dividend reinvestment plan, check the following box. ☐

It is proposed that this filing will become effective (check appropriate box)

☐ when declared effective pursuant to section 8(c)

☒ immediately upon filing pursuant to Rule 462(b). This Registration Statement is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933; the Securities Act registration statement number of the earlier effective registration statement for the same offering is 333-86282.

CALCULATION OF REGISTRATION FEE UNDER THE SECURITIES ACT OF 1933

Title of Securities Being Registered	Amount Being Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price
Common Shares, par value \$0.00001	8,075,000 Shares	\$ 15.00	\$ 121,125,000

/1/ Estimated solely for the purpose of calculating the registration fee.

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EXPLANATORY NOTE

This Registration Statement is being filed to register additional Common Shares of the Registrant pursuant to Rule 462(b) under the Securities Act of 1933. The contents of the Registration Statement on Form N-2 relating to the same offering and all amendments thereto (File No. 333-86282), including the prospectus and statement of additional information included therein and the exhibits thereto (other than consents and opinions refiled herewith), declared effective on June 25, 2002 are incorporated herein by reference.

PART C - OTHER INFORMATION

Item 24: Financial Statements and Exhibits

1. Financial Statements:

Registrant has not conducted any business as of the date of this filing, other than in connection with its organization. Financial Statements indicating that the Registrant has met the net worth requirements of Section 14(a) of the 1940 Act were filed in Pre-Effective Amendment No. 2 to the Registrant's Registration Statement on Form N-2 (File No. 333-86282), as filed on June 25,

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2002, and are incorporated herein by reference.

2. Exhibits:

- a.1 Agreement and Declaration of Trust dated March 29, 2002. (1)
- a.2 Amended and Restated Agreement and Declaration of Trust dated June 18, 2002. (2)
- b.1 Bylaws of Registrant dated March 29, 2002. (1)
- b.2 Amended and Restated Bylaws of Registrant dated June 18, 2002. (2)
- c. None.
- d.1 Article III (Shares) and Article V (Shareholders' Voting Powers and Meetings) of the Amended and Restated Agreement and Declaration of Trust. (2)
- d.2 Article 10 (Shareholders' Voting Powers and Meetings) of the Amended and Restated Bylaws of Registrant. (2)
- d.3 Form of Share Certificate of the Common Shares. (2)
- e. Terms and Conditions of Dividend Reinvestment Plan. (2)
- f. None.
- g.1 Investment Management Agreement between Registrant and PIMCO Funds Advisors LLC dated June 18, 2002. (2)
- g.2 Portfolio Management Agreement between PIMCO Funds Advisors LLC and Pacific Investment Management Company LLC dated June 18, 2002. (2)
- h.1 Form of Underwriting Agreement. (2)
- h.2 Form of Master Selected Dealer Agreement. (2)
- h.3 Form of Master Agreement Among Underwriters. (2)
- h.4 Form of Additional Compensation Agreement. (2)
- i. None.
- j. Form of Custodian Agreement between Registrant and State Street Bank & Trust Co. (2)
- k.1 Form of Transfer Agency Services Agreement between Registrant and PFPC Inc. (2)

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- k.2 Organizational and Offering Expenses Reimbursement Agreement between Registrant and PIMCO Funds Advisors LLC dated June 18, 2002. (2)
- k.3 Fee Waiver Agreement between Registrant and PIMCO Funds Advisors LLC

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dated June 18, 2002.(2)

- k.4 Fee Waiver Agreement between PIMCO Funds Advisors LLC and Pacific Investment Management Company LLC dated June 18, 2002.(2)
- l. Opinion and consent of Ropes & Gray, filed herewith.
- m. None.
- n. Consent of PricewaterhouseCoopers LLP, filed herewith.
- o. None.
- p. Subscription Agreement of PIMCO Funds Advisors LLC dated June 18, 2002.(2)
- q. None.
- r.1 Code of Ethics of Registrant dated June 18, 2002.(2)
- r.2 Code of Ethics of PIMCO Funds Advisors LLC dated January 1, 2002.(2)
- r.3 Code of Ethics of Pacific Investment Management Company LLC dated December 31, 2001.(2)
- s. Power of Attorney for each of Messrs. Belica, Connor, Dalessandro, Kertess, and Sullivan.(2)

- (1) Incorporated by reference to the Registrant's Initial Registration Statement on Form N-2, File No. 333-86282, filed on April 15, 2002.
- (2) Incorporated by reference to Pre-Effective Amendment No. 2 to the Registrant's Registration Statement on Form N-2, File No. 333-86282, filed on June 25, 2002.

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Item 25: Marketing Arrangements

Incorporated by reference from Sections 3(p), 4(h), 5(i), 8 and 9 of Exhibit h.1 of Item 24 and Sections 8, 9, and 15 of Exhibit h.3 of Item 24 of the Registrant's Registration Statement on Form N-2 (File No. 333-86282), as filed in Pre-Effective Amendment No. 2 to said Registration Statement on June 25, 2002, and are incorporated herein by reference.

Item 26: Other Expenses of Issuance and Distribution

Securities and Exchange Commission Fees	\$ 80,144*
National Association of Securities Dealers, Inc. Fees	30,500*
Printing and engraving expenses	291,000*
Legal fees	219,000*
New York Stock Exchange listing fees	205,300*

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Accounting expenses	12,000*
Transfer Agent fees	3,000*
Marketing expenses	45,000*
Miscellaneous expenses	5,200*

Total	891,144*

PIMCO Funds Advisors LLC has agreed to pay the amount by which the aggregate of all the Fund's organizational expenses and all offering costs (other than the sales load) exceed \$0.03 per share.

* Estimated expense. The expenses set forth above include the expenses associated with the issuance and distribution of the Registrant's common shares of beneficial interest whose offering was registered on Registrant's Registration Statement on Form N-2 (File No. 333-86282).

Item 27: Persons Controlled by or under Common Control with Registrant

Not applicable.

Item 28: Number of Holders of Securities

At June 25, 2002

Title of Class -----	Number of Record Holders -----
Common Shares, par value \$0.00001	1

Item 29: Indemnification

Reference is made to Article VIII, Sections 1 through 4, of the Registrant's Amended and Restated Agreement and Declaration of Trust, which is incorporated by reference from Pre-Effective Amendment No. 2 to the Registrant's Registration Statement on Form N-2 (File No. 333-86282), as filed on June 25, 2002.

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended (the "Act"), may be permitted to trustees, officers and controlling persons of the Registrant by the Registrant pursuant to the Trust's Amended and Restated Agreement and Declaration of Trust, its Amended and Restated Bylaws or otherwise, the Registrant is aware that in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Act and, therefore, is unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by trustees, officers or controlling persons of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such trustees, officers or controlling persons in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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Item 30: Business and Other Connections of Investment Adviser

Descriptions of the business of PIMCO Funds Advisors LLC, the Registrant's investment manager, and Pacific Investment Management Company LLC, the Registrant's portfolio manager, are set forth under the captions "Investment Manager" and "Portfolio Manager" under "Management of the Fund" in both the prospectus and Statement of Additional Information forming part of the Registrant's Registration Statement on Form N-2, as amended (File No. 333-86282), and are incorporated herein by reference. The following sets forth business and other connections of each director and executive officer (and persons performing similar functions) of PIMCO Funds Advisors LLC and Pacific Investment Management Company LLC.

PIMCO Funds Advisors LLC
1345 Avenue of the Americas
New York, NY 10105

Name -----	Position with Advisor -----	Other Connections -----
Larry A. Altadonna	Vice President	
Andrew Bocko	Senior Vice President and Director of IT	Senior Vice President, PIMCO Funds Advisors LLC, Allianz Dresdner Asset Management U.S. Equities LLC, PIMCO Funds Advisors LLC, Allianz Dresdner Asset Management of America L.P.
Tim Clark	Managing Director	
Cindy Columbo	Vice President	
Patrick Coyne	Vice President	
David C. Flattum	Managing Director, General Counsel	Managing Director, General Counsel and Head of Corporate Functions, Allianz Dresdner Asset Management of America L.P., Managing Director, Allianz Dresdner Asset Management U.S. Equities LLC, Allianz Hedge Fund Partners Holding L.P., Nicholas Applegate Capital Management Holdings, PIMCO Advisory Service Holdings, LLC
Derek Hayes	Senior Vice President	
Steve Jobe	Senior Vice President	
Alan Kwan	Vice President	
John C. Maney	Executive Vice President and Chief Financial	Executive Vice President and Chief Financial Officer, Allianz Dresdner Asset Management of America L.P., Chief Financial Officer, PIMCO Funds Advisors LLC, Allianz

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Dresdner Asset Management U.S. Equities LLC, Cadence Capital Management LLC, NFJ Investment Group L.P., OCE Distributors LLC, OpCap Advisors LLC, Oppenheimer Capital LLC, Pacific Investment Management Company LLC, PIMCO Allianz Advisors LLC, PIMCO CD Distributors LLC, PIMCO Equity Advisors LLC, PIMCO Equity Partners LLC, PIMCO Funds Advertising Agency Inc., PIMCO Funds Distributors LLC, Allianz Private Client Services LLC, StocksPLUS Management Inc. and Value Advisors LLC

Vinh T. Nguyen Vice President and Controller

Vice President and Controller, PIMCO Funds Advisors LLC, Allianz Dresdner Asset Management of America L.P., Allianz Dresdner Asset Management U.S. Equities LLC, Cadence Capital Management LLC, NFJ Investment Group L.P., OCE Distributors LLC, OpCap Advisors LLC, Oppenheimer Capital LLC, Pacific Investment Management Company LLC, PIMCO Allianz Advisors LLC, PIMCO CD Distributors LLC, PIMCO Equity Advisors LLC,

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PIMCO Equity Partners LLC, PIMCO Funds Advertising Agency Inc., PIMCO Funds Distributors LLC, Allianz Private Client Services LLC, StocksPLUS Management Inc. and Value Advisors LLC

Francis C. Poli Executive Vice President, Director of Compliance and Assistant Secretary

Chief Legal and Compliance Officer, PIMCO Funds Advisors LLC, Allianz Dresdner Asset Management Of America L.P., Allianz Dresdner Asset Management U.S. Equities LLC, Allianz Hedge Fund Partners L.P., Allianz Private Client Services LLC, Cadence Capital Management LLC, NFJ Investment Group L.P., OCC Distributors LLC, OpCap Advisors LLC, Oppenheimer Capital LLC, PIMCO

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Advisory Services Holdings
LLC, PIMCO Allianz Advisors
LLC, PIMCO CD Distributors
LLC, PIMCO Equity Advisors LLC

Bob Rokose Vice President and
Assistant Controller

Newton B. Schott, Jr.	Managing Director, Chief Legal Officer and Secretary	Vice President, PIMCO Allianz Advisors LLC, Executive Vice President, Chief Legal Officer and Secretary, PIMCO Funds Advertising Agency Inc., PIMCO Funds Distributors LLC
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Brian S. Shlissel Senior Vice President

Stewart A. Smith	Vice President and Assistant Secretary	Secretary, PIMCO Funds Advisors LLC, Allianz Dresdner Asset Management of America L.P., Allianz Dresdner Asset Management U.S. Equities LLC, Allianz Hedge Fund Partners L.P., Allianz Private Client Services LLC, Cadence Capital Management LLC, NFJ Investment Group L.P., PIMCO Advisory Services Holding LLC, PIMCO Allianz Advisors, PIMCO CD Distributors and PIMCO Equity Advisors LLC, Assistant Secretary, Oppenheimer Capital LLC, OpCap Advisors and OCC Distributors LLC
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Stephen J. Treadway	Managing Director and Chief Executive Officer	Chairman, President and Chief Executive Officer, PIMCO Funds Advertising Agency Inc.; Managing Director and Chief Executive Officer, PIMCO Funds Distributors LLC, Managing Director, PIMCO Allianz Advisors LLC, Allianz Private Client Services LLC, Allianz Dresdner Asset Management of America L.P.
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James G. Ward	Executive Vice President and Director of Human Resources	Executive Vice President, Allianz Asset Management of America L.P., Director of Human Resources, Allianz Asset Management U.S. Equities LLC, PIMCO Funds Distributors LLC
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Michael B. Zuckerman Vice President

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Pacific Investment Management Company LLC
("PIMCO")
840 Newport Center Drive, Suite 300
Newport Beach, CA 92660

Name	Business and Other Connections
Arnold, Tammie J.	Executive Vice President, PIMCO
Benz, William R. II	Managing Director, Executive Committee Member, PIMCO
Bhansali, Vineer	Executive Vice President, PIMCO
Brynjolfsson, John B.	Executive Vice President, PIMCO
Burns, R. Wesley	Managing Director, PIMCO; President and Trustee of PIMCO Funds and PIMCO Variable Insurance Trust; President and Director of PIMCO Commercial Mortgage Securities Trust, Inc.; Director, PIMCO Funds: Global Investors Series plc and PIMCO Global Advisors (Ireland) Limited
Cupps, Wendy W.	Executive Vice President, PIMCO
Dialynas, Chris P.	Managing Director, PIMCO
El-Erian, Mohamed A.	Managing Director, PIMCO
Gross, William H.	Managing Director and Executive Committee Member, PIMCO; Director and Vice President, StocksPLUS Management, Inc.; Senior Vice President of PIMCO Funds and PIMCO Variable Insurance Trust
Hague, John L.	Managing Director, PIMCO
Hally, Gordon C.	Executive Vice President, PIMCO
Hamalainen, Pasi M.	Managing Director, PIMCO
Harris, Brent R.	Managing Director and Executive Committee Member, PIMCO; Director and Vice President, StocksPLUS Management, Inc.; Trustee and Chairman of PIMCO Funds and PIMCO Variable Insurance Trust; Director and Chairman, PIMCO Commercial Mortgage Securities Trust, Inc.; Managing Director, PIMCO Specialty Markets LLC
Hinman, David C.	Executive Vice President, PIMCO
Hodge, Douglas M.	Executive Vice President, PIMCO; Director, PIMCO JAPAN LTD
Holden, Brent L.	Managing Director, PIMCO
Isberg, Margaret E.	Managing Director, PIMCO; Senior Vice President of PIMCO Funds
Keller, James M.	Managing Director, PIMCO

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Kennedy, Raymond G.	Managing Director, PIMCO
Loftus, John S.	Managing Director, PIMCO; Senior Vice President of PIMCO Funds; Vice President and Assistant Secretary, StocksPLUS Management, Inc.
Mariappa, Sudesh N.	Executive Vice President, PIMCO

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Mather, Scott A.	Executive Vice President, PIMCO; Senior Vice President, PIMCO Commercial Mortgage Securities Trust, Inc.
McCray, Mark V.	Executive Vice President, PIMCO
McCulley, Paul A.	Managing Director, PIMCO
McDevitt, Joseph E.	Executive Vice President, PIMCO; Director and Chief Executive Officer, PIMCO Europe Ltd
Meiling, Dean S.	Managing Director, PIMCO
Monsan, Kristen S.	Executive Vice President, PIMCO
Muzzy, James F.	Managing Director, PIMCO; Director and Vice President, StocksPLUS Management, Inc.; Senior Vice President, PIMCO Variable Insurance Trust; Vice President of PIMCO Funds; Director, PIMCO Europe Ltd., PIMCO JAPAN LTD., PIMCO Asia Pte Ltd., PIMCO Australia Pty Ltd.
Otterbein, Thomas J.	Executive Vice President, PIMCO
Phansalkar, Mohan V.	Executive Vice President, Secretary and Chief Legal Officer, PIMCO; Vice President and Secretary, StocksPLUS Management, Inc.
Podlich, William F.	Managing Director, PIMCO
Powers, William C.	Managing Director and Executive Committee Member, PIMCO; Senior Vice President, PIMCO Commercial Mortgage Securities Trust, Inc.
Schmider, Ernest L.	Managing Director, PIMCO
Simon, W. Scott	Executive Vice President, PIMCO
Thomas, Lee R.	Managing Director, PIMCO
Thompson, William S.	Managing Director and Executive Committee Member, PIMCO; Director and President, StocksPLUS Management, Inc.; Senior Vice President of PIMCO Variable Insurance Trust; Vice President of PIMCO Funds and PIMCO Commercial Mortgage Securities Trust, Inc.

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Trosky, Benjamin L.	Managing Director, PIMCO; Senior Vice President, PIMCO Commercial Mortgage Securities Trust, Inc.
Weil, Richard M.	Managing Director, Chief Operating Officer and Executive Committee Member, PIMCO
Wood, George H.	Executive Vice President, PIMCO
Wyman, Charles C.	Executive Vice President, PIMCO

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Item 31: Location of Accounts and Records

The account books and other documents required to be maintained by the Registrant pursuant to Section 31(a) of the Investment Company Act of 1940 and the Rules thereunder will be maintained at the offices of State Street Bank & Trust Co., 225 Franklin Street, Boston, MA 02110 and/or PFPC Inc., 400 Bellevue Parkway, Wilmington, Delaware 19809.

Item 32: Management Services

Not applicable.

Item 33: Undertakings

1. Registrant undertakes to suspend the offering of its Common Shares until it amends the prospectus filed herewith if (1) subsequent to the effective date of its registration statement, the net asset value declines more than 10 percent from its net asset value as of the effective date of the registration statement, or (2) the net asset value increases to an amount greater than its net proceeds as stated in the prospectus.

2. Not applicable.

3. Not applicable.

4. Not applicable.

5. The Registrant undertakes that:

a. For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in the form of prospectus filed by the Registrant under Rule 497(h) under the Securities Act of 1933 shall be deemed to be part of this registration statement as of the time it was declared effective; and

b. For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of the securities at that time shall be deemed to be the initial bona fide offering thereof.

6. The Registrant undertakes to send by first class mail or other means designed to ensure equally prompt delivery, within two business days of receipt of a written or oral request, any Statement of Additional Information.

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Notice

A copy of the Agreement and Declaration of Trust of PIMCO Municipal Income Fund II (the "Fund"), together with all amendments thereto, is on file with the Secretary of State of The Commonwealth of Massachusetts, and notice is hereby given that this instrument is executed on behalf of the Fund by any officer of the Fund as an officer and not individually and that the obligations of or arising out of this instrument are not binding upon any of the Trustees of the Fund or shareholders of the Fund individually, but are binding only upon the assets and property of the Fund.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and the Investment Company Act of 1940, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, and the State of New York on the 26th day of June, 2002.

PIMCO Municipal Income Fund II

/s/ Stephen J. Treadway
By: _____
Stephen J. Treadway,
President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Name -----	Capacity -----	Date ----
/s/ Stephen J. Treadway ----- Stephen J. Treadway	President	June 26, 2002
Paul Belica* ----- Paul Belica	Trustee	June 26, 2002
Robert E. Connor* ----- Robert E. Connor	Trustee	June 26, 2002
John J. Dalessandro II* ----- John J. Dalessandro II	Trustee	June 26, 2002
Hans W. Kertess* ----- Hans W. Kertess	Trustee	June 26, 2002

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R. Peter Sullivan III *	Trustee	June 26, 2002

R. Peter Sullivan III		
/s/ Brian S. Shlissel	Treasurer and Principal	June 26, 2002
-----	Financial and Accounting	
Brian S. Shlissel	Officer	

*By: /s/ Stephen J. Treadway

Stephen J. Treadway
Attorney-In-Fact
Date: June 26, 2002

INDEX TO EXHIBITS

Exhibit	Exhibit Name
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1.	Opinion and consent of Ropes & Gray.
n.	Consent of PricewaterhouseCoopers LLP.