



to the continuation of the benign inflationary environment of the last three years. While data in both areas suggest some improvement, it is unlikely that inflationary pressures will increase dramatically before year end.

The Federal Reserve Open Market Committee will meet again in August, October, November, and December. Market expectations, as reflected in futures contracts, suggest an additional 0.25% rate hike by year end. We are skeptical that June's 0.25% rate hike will have any significant impact in slowing the current expansion, but are optimistic with regard to the prospects for inflation in any case. It is important to keep in mind that long-term interest rates have risen by as much as a full percent already this year, and this should exert some restraint on the rate of growth for the balance of the year. Additionally, the imbalance between current equity market valuations and historic norms has the potential to exert unusual downward pressure on the economy and financial markets in the future.

The Fund benefited during the first half of the year from maintaining a portfolio of fixed income securities with short durations, having low foreign currency exposure, and by selectively increasing and decreasing weightings in certain emerging market debt. Despite the lack of inflationary pressures and the problematic imbalances discussed above, we believe the Federal Reserve's concern with the strength of the economy is growing. Additional increases in the Federal Funds rate are not unlikely. The U.S. dollar, and the relative performance of the U.S. equity markets, remain vulnerable to economic recovery in Europe. The performance of Asian markets will depend on the extent of the turnaround in Japan's economy, and will be susceptible to a devaluation of the renminbi, the currency of the People's Republic of China, in the fourth quarter. Further, we believe that Latin American markets may be buffeted by political winds in the second half of the year. Under these circumstances, the Fund will continue to invest opportunistically but carefully during the second half of the year, maintaining core holdings of defensive, income generating securities, as part of a portfolio that attempts to provide its shareholders with a high level of income, and secondarily, capital appreciation.

**10% Dividend Distribution Policy Continued**

The managed 10% dividend distribution policy adopted by the Fund's Board of Directors in June 1997 continues to be well received. The objective is to provide shareholders with a relatively stable cash flow and reduce or eliminate any market price discount to the Fund's net asset value per share. Payments are made primarily from ordinary income and any capital gains, with the balance representing return of capital. We believe shares of the Fund are a sound value and an attractive investment for income oriented portfolios.

**Reinvestment Plan Attractive**

The Fund's current net asset value is \$5.87. With a recent closing market price of \$5.19 per share, we believe this represents an important opportunity to purchase additional shares at an attractive discount from their underlying value. The Fund's Dividend Reinvestment Plan is particularly attractive because monthly dividend distributions are reinvested without charge at the lower of net asset value per share or market price, which can contribute importantly to growing your investment over time.

We appreciate your support and look forward to continuing to serve your investment needs.

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Sincerely,



<td></td>

<td ALIGN=LEFT>Compagnie de Radiocomunicaciones Moviles S.A.,9.25% Notes,  
due 5/08/08</td>

<td ALIGN=RIGHT>440,625</td>

</tr>

<tr>

<td ALIGN=RIGHT>1,500,000</td>

<td></td>

<td ALIGN=LEFT>Camuzzi Gas S.A., 9.25% Bonds, due 12/15/01</td>

<td ALIGN=RIGHT>1,466,250</td>

</tr>

<tr>

<td ALIGN=RIGHT>500,000</td>

<td></td>

<td ALIGN=LEFT>Imasac S.A., 11% Bond Notes, due 5/02/05</td>

<td ALIGN=RIGHT>310,000</td>

</tr>

<tr>

<td ALIGN=RIGHT>500,000</td>

<td></td>

<td ALIGN=LEFT>Mastellone Hermanos S.A., 11.75% Bonds, due 4/01/08</td>

<td ALIGN=RIGHT>356,250</td>

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<tr>

<td ALIGN=RIGHT>L4,225,000,000</td>

<td></td>

<td ALIGN=LEFT>Perez Companc S.A., Floating Rate Notes, due 4/01/02 (1)</td>

<td ALIGN=RIGHT>1,999,255</td>

</tr>

<tr>

<td ALIGN=RIGHT>\$500,000</td>

<td></td>

<td ALIGN=LEFT>Perez Companc S.A., 9% Notes, due 5/01/06</td>

<td ALIGN=RIGHT>443,750</td>

</tr>

<tr>

<td ALIGN=RIGHT>1,725,000</td>

<td></td>

<td ALIGN=LEFT>Province of Tucuman, 9.45% Notes, due 8/01/04</td>

<td ALIGN=RIGHT>1,470,563</td>

</tr>

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<td ALIGN=LEFT>

<div align=right>500,000</div>

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<td></td>

<td ALIGN=LEFT>Bunge Trade Ltd., 9.25% Notes, due 5/01/02</td>

<td ALIGN=RIGHT>985,154</td>

</tr>

<tr>

<td ALIGN=RIGHT>500,000</td>

<td></td>

<td ALIGN=LEFT>Juno Re Ltd., 9.25% Floating Rate Notes, due 6/19/02</td>

<td ALIGN=RIGHT>500,000</td>

</tr>

<tr>

<td ALIGN=RIGHT>1,000,000</td>

<td></td>

<td ALIGN=LEFT>Oil Purchase Co. II, 10.73% Senior Notes, due 1/31/04</td>

<td ALIGN=RIGHT>998,798</td>

</tr>

<tr>

<td ALIGN=RIGHT>1,000,000</td>

<td></td>

<td ALIGN=LEFT>PDVSA Finance Ltd., 9.75% Bonds, due 2/15/10</td>

<td ALIGN=RIGHT>975,480</td>

</tr>

<tr>

<td COLSPAN="3"></td>

<td ALIGN=RIGHT><u>3,459,432</u></td>

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<tr>

<td COLSPAN="2"></td>

<td ALIGN=LEFT><b>Chile (3.47%)</b></td>

<td></td>

</tr>

<tr>

<td ALIGN=RIGHT>1,000,000</td>

<td></td>

<td ALIGN=LEFT>Banco Santiago S.A., 7% Subordinated Notes, due 7/18/07</td>

<td ALIGN=RIGHT>878,432</td>

</tr>

<tr>

<td ALIGN=RIGHT>500,000</td>

<td></td>

<td ALIGN=LEFT>Banco Sud Americano S.A., 7.60% Subordinated Notes, due 3/15/07</td>

<td ALIGN=RIGHT>364,746</td>  
</tr>

<tr>  
<td COLSPAN="3"></td>

<td ALIGN=RIGHT><u>1,243,178</u></td>  
</tr>

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<td COLSPAN="4"></td>  
</tr>

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<td colspan="2"></td>

<td></td>

<td ALIGN=LEFT><b>Colombia (3.25%)</b></td>

<td></td>  
</tr>

<tr>  
<td ALIGN=RIGHT>1,000,000</td>

<td></td>

<td ALIGN=LEFT>Termoemcali Funding Corp., 10.125% Notes, due 12/15/14 (2)</td>

<td ALIGN=RIGHT>752,500</td>  
</tr>

<tr>  
<td ALIGN=RIGHT>490,600</td>

<td></td>

<td ALIGN=LEFT>Transgas de Occidente S.A., 9.79% Senior Notes, due 11/01/10</td>

<td ALIGN=RIGHT>412,318</td>  
</tr>

<tr>  
<td COLSPAN="3"></td>

<td ALIGN=RIGHT><u>1,164,818</u></td>  
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<td COLSPAN="4"></td>  
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<td COLSPAN="2"></td>

<td ALIGN=LEFT><b>Croatia (2.05%)</b></td>

<td></td>  
</tr>

<tr>  
<td ALIGN=RIGHT>885,110</td>

<td></td>

<td ALIGN=LEFT>Republic of Croatia, Floating Rate Bonds, due 7/31/06</td>

<td ALIGN=RIGHT><u>734,448</u></td>  
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</tr>

<tr>  
<td COLSPAN="2"></td>

<td ALIGN=LEFT><b>Dominican Republic (1.23%)</b></td>

<td></td>  
</tr>

<tr>  
<td ALIGN=RIGHT>500,000</td>

<td></td>

<td ALIGN=LEFT>Tricom S.A., 11.375% Senior Notes, due 9/01/04 (2)</td>

<td ALIGN=RIGHT><u>441,250</u></td>  
</tr>

<tr>  
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<tr>  
<td COLSPAN="2" </td></td>

<td ALIGN=LEFT><b>Germany (3.07%)</b></td>

<td></td>  
</tr>

<tr>  
<td ALIGN=RIGHT>ZL2,000,000</td>

<td></td>

<td ALIGN=LEFT>Helaba Finance B.V., 10.50% Medium Term Notes, due 5/04/01  
(1)</td>

<td ALIGN=RIGHT>500,191</td>  
</tr>

<tr>  
<td ALIGN=RIGHT>\$ 2,000,000</td>

<td></td>

<td ALIGN=LEFT>KFW International Finance, 16.30% Notes, due 6/24/03 (1)</td>

<td ALIGN=RIGHT>599,134</td>  
</tr>

<tr>  
<td COLSPAN="3"></td>

<td ALIGN=RIGHT><u>1,099,325</u></td>  
</tr>

<tr>  
<td COLSPAN="4"></td>  
</tr>

<tr>  
<td COLSPAN="2"></td>

<td><b>Korea (1.60%)</b></td>

<td></td>  
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<tr>



<td ALIGN=RIGHT>550,000</td>

<td></td>

<td ALIGN=LEFT>Korea Development Bank, 9.40% Notes, due 8/01/01</td>

<td ALIGN=RIGHT><u>571,852</u></td>

</tr>

<tr>

<td COLSPAN="4"></td>

</tr>

<tr>

<td COLSPAN="2"></td>

<td ALIGN=LEFT><b>Lithuania (7.46%)</b></td>

<td></td>

</tr>

<tr>

<td ALIGN=RIGHT>\$2,169,333</td>

<td></td>

<td ALIGN=LEFT>Lietuvos Energija Amortising, Floating Rate Notes, due 4/06/00</td>

<td ALIGN=RIGHT>\$ 2,147,640</td>

</tr>

<tr>

<td ALIGN=RIGHT>E500,000</td>

<td></td>

<td ALIGN=LEFT>Republic of Lithuania, 8% Notes, due 3/29/04 (1)</td>

<td ALIGN=RIGHT>523,442</td>

</tr>

<tr>

<td COLSPAN="3"></td>

<td ALIGN=RIGHT><u>2,671,082</u></td>

</tr>

<tr>

<td COLSPAN="4"></td>

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<tr>

<td COLSPAN="2"></td>

<td ALIGN=LEFT><b>Mexico (2.52%)</b></td>

<td></td>

</tr>

<tr>

<td ALIGN=RIGHT>\$ 500,000</td>

<td></td>

<td ALIGN=LEFT>Grupo Minero Mexico S.A., 8.25% Bonds, due 4/01/08</td>

<td ALIGN=RIGHT>415,000</td>

</tr>

<tr>

<td ALIGN=RIGHT>500,000</td>

<td></td>

<td ALIGN=LEFT>Pemex Finance Ltd., 8.02% Bonds, due 5/15/07</td>

<td ALIGN=RIGHT>485,693</td>  
</tr>

<tr>  
<td COLSPAN="3"></td>

<td ALIGN=RIGHT><u>900,693</u></td>  
</tr>

<tr>  
<td COLSPAN="4"></td>  
</tr>

<tr>  
<td colspan="2"></td>

<td></td>

<td ALIGN=LEFT><b>Philippines (2.77%)</b></td>

<td></td>  
</tr>

<tr>  
<td ALIGN=RIGHT>500,000</td>

<td></td>

<td ALIGN=LEFT>Philippine Long Distance Telephone, 10.50% Notes, due 4/15/09</td>

<td ALIGN=RIGHT>501,950</td>  
</tr>

<tr>  
<td ALIGN=RIGHT>500,000</td>

<td></td>

<td ALIGN=LEFT>Republic of Philippines, 9.875% Bonds, due 1/15/19</td>

<td ALIGN=RIGHT>490,625</td>  
</tr>

<tr>  
<td COLSPAN="3"></td>

<td ALIGN=RIGHT><u>992,575</u></td>  
</tr>

<tr>  
<td COLSPAN="2"></td>

<td ALIGN=LEFT><b>Qatar (2.83%)</b></td>

<td></td>  
</tr>

<tr>  
<td ALIGN=RIGHT>1,000,000</td>

<td></td>

<td ALIGN=LEFT>State of Qatar, 9.50% Bonds, due 5/21/09</td>

<td ALIGN=RIGHT><u>1,013,750</u></td>  
</tr>

<tr>  
<td COLSPAN="4"></td>  
</tr>







dollars.

<br>(2) Purchased pursuant to Rule 144A exemption from Federal registration requirements.

<br>(3) Non-income producing security.

<br>&nbsp;

<p>

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<table WIDTH="480" >

<tr VALIGN=TOP>

<td COLSPAN="3"><b>STATEMENT OF ASSETS AND LIABILITIES&nbsp;</b></td>

<br>June 30, 1998

<br>&nbsp;

<p><b>ASSETS:</b></td>

<td ALIGN=RIGHT></td>

</tr>

<tr VALIGN=TOP>

<td ALIGN=LEFT></td>

<td COLSPAN="2">Investments at market value (cost: \$37,488,019) (note 1)</td>

<td ALIGN=RIGHT>\$35,811,288</td>

</tr>

<tr VALIGN=TOP>

<td ALIGN=LEFT></td>

<td COLSPAN="2">Cash</td>

<td ALIGN=RIGHT>47,53</td>

</tr>

<tr VALIGN=TOP>

<td ALIGN=LEFT></td>

<td COLSPAN="2">Collateral for securities loaned, at market value (note 5)</td>

<td ALIGN=RIGHT>1,015,000</td>

</tr>

<tr VALIGN=TOP>

<td ALIGN=LEFT></td>

<td COLSPAN="2">Interest receivable</td>

<td ALIGN=RIGHT>702,279</td>

</tr>

<tr VALIGN=TOP>

<td ALIGN=LEFT></td>

<td COLSPAN="2">Forward currency contract receivable (note 4)</td>

<td ALIGN=RIGHT>27,522</td>

</tr>

<tr VALIGN=TOP>

<td ALIGN=LEFT></td>

<td COLSPAN="2">Other assets</td>

<td ALIGN=RIGHT>5,322</td>

</tr>

<tr VALIGN=TOP>

<td ALIGN=LEFT></td>

<td></td>

<td>Total assets</td>

<td ALIGN=RIGHT>37,608,942</td>  
</tr>

<tr VALIGN=TOP>  
<td ALIGN=LEFT></td>

<td COLSPAN="2"></td>

<td ALIGN=RIGHT></td>  
</tr>

<tr VALIGN=TOP>  
<td ALIGN=LEFT COLSPAN="3"><b>LIABILITIES:</b></td>

<td ALIGN=RIGHT></td>  
</tr>

<tr VALIGN=TOP>  
<td ALIGN=LEFT></td>

<td COLSPAN="2">Payables:</td>

<td ALIGN=RIGHT></td>  
</tr>

<tr VALIGN=TOP>  
<td ALIGN=LEFT></td>

<td></td>

<td>Reverse repurchase agreement</td>

<td ALIGN=RIGHT>5,935,545</td>  
</tr>

<tr VALIGN=TOP>  
<td ALIGN=LEFT></td>

<td></td>

<td>Investment securities purchased</td>

<td ALIGN=RIGHT>996,550</td>  
</tr>

<tr VALIGN=TOP>  
<td ALIGN=LEFT></td>

<td></td>

<td>Interest</td>

<td ALIGN=RIGHT>1,237</td>  
</tr>

<tr VALIGN=TOP>  
<td ALIGN=LEFT></td>

<td COLSPAN="2">Collateral for securities loaned (note 5)</td>

<td ALIGN=RIGHT>1,015,000</td>  
</tr>

<tr VALIGN=TOP>  
<td ALIGN=LEFT></td>

<td COLSPAN="2">Accrued management fees</td>

<td ALIGN=RIGHT>16,548</td>  
</tr>





<tr VALIGN=TOP>  
<td ALIGN=LEFT></td>  
<td COLSPAN="2">Paid-in capital</td>  
<td ALIGN=RIGHT>\$42,776,161</td>  
</tr>

<tr VALIGN=TOP>  
<td ALIGN=LEFT></td>  
<td COLSPAN="2">Accumulated net realized loss on investments,</td>  
<td ALIGN=RIGHT></td>  
</tr>

<tr VALIGN=TOP>  
<td ALIGN=LEFT></td>  
<td></td>

<td>foreign currencies and futures</td>  
<td ALIGN=RIGHT>(11,396,680)</td>  
</tr>

<tr VALIGN=TOP>  
<td ALIGN=LEFT></td>  
<td COLSPAN="2">Accumulated income deficit in net investment income</td>  
<td ALIGN=RIGHT>(122,467)</td>  
</tr>

<tr VALIGN=TOP>  
<td ALIGN=LEFT></td>  
<td COLSPAN="2">Net unrealized depreciation on investments and foreign&nbsp;nbsp;  
<br>&nbsp;nbsp;&nbsp;nbsp;&nbsp;nbsp; currencies and futures</td>

<td ALIGN=RIGHT>  
<br>(1,656,820)</td>  
</tr>

<tr VALIGN=TOP>  
<td ALIGN=LEFT></td>  
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<td></td>

<td ALIGN=RIGHT>\$29,600,194</td>  
</tr>  
</TABLE>

<p><b>STATEMENT OF OPERATIONS</b>  
<br>Year Ended June 30, 1998

<br>&nbsp;nbsp;  
<br>&nbsp;nbsp;  
<table WIDTH="491" >  
<tr>

<td ALIGN=LEFT COLSPAN="5"><b>STATEMENT OF OPERATIONS</b>  
<br>Year Ended June 30, 1999</td>  
</tr>

<tr VALIGN=TOP>  
<td ALIGN=LEFT COLSPAN="5"><b>INVESTMENT INCOME:</b></td>  
</tr>

<tr VALIGN=TOP>  
<td ALIGN=LEFT></td>  
<td COLSPAN="3">Interest</td>

<td ALIGN=RIGHT>\$3,343,913</td>  
</tr>

<tr VALIGN=TOP>  
<td ALIGN=LEFT></td>

<td COLSPAN="3">Dividends</td>

<td ALIGN=RIGHT>5,382</td>  
</tr>

<tr VALIGN=TOP>  
<td ALIGN=LEFT></td>

<td></td>

<td COLSPAN="2">Total investment income</td>

<td ALIGN=RIGHT>3,349,295</td>  
</tr>

<tr VALIGN=TOP>  
<td ALIGN=LEFT></td>

<td COLSPAN="3"></td>

<td ALIGN=RIGHT></td>  
</tr>

<tr VALIGN=TOP>  
<td ALIGN=LEFT COLSPAN="5"><b>EXPENSES:</b></td>  
</tr>

<tr VALIGN=TOP>  
<td ALIGN=LEFT></td>

<td COLSPAN="3">Interest (note 5)</td>

<td ALIGN=RIGHT>297,682</td>  
</tr>

<tr VALIGN=TOP>  
<td ALIGN=LEFT></td>

<td COLSPAN="3">Investment management (note 3)</td>

<td ALIGN=RIGHT>211,729</td>  
</tr>

<tr VALIGN=TOP>  
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<td COLSPAN="3">Custodian</td>

<td ALIGN=RIGHT>80,335</td>  
</tr>

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<td COLSPAN="3">Professional (note 3)&nbsp;</td>

<td ALIGN=RIGHT>44,200</td>  
</tr>

<tr VALIGN=TOP>  
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<td COLSPAN="3">Printing</td>

<td ALIGN=RIGHT>32,683</td>  
</tr>

<tr VALIGN=TOP>	<td ALIGN=LEFT></td>
<td COLSPAN="3">Directors</td>	
<td ALIGN=RIGHT>29,288</td>	</tr>
<tr VALIGN=TOP>	<td ALIGN=LEFT></td>
<td COLSPAN="3">Transfer agent</td>	
<td ALIGN=RIGHT>15,341</td>	</tr>
<tr VALIGN=TOP>	<td ALIGN=LEFT></td>
<td COLSPAN="3">Registration&nbsp;</td>	
<td ALIGN=RIGHT>14,718</td>	</tr>
<tr VALIGN=TOP>	<td ALIGN=LEFT></td>
<td COLSPAN="3">Other</td>	
<td ALIGN=RIGHT>15,439</td>	</tr>
<tr VALIGN=TOP>	<td ALIGN=LEFT></td>
<td></td>	
<td COLSPAN="2">Total expenses</td>	
<td ALIGN=RIGHT>741,415</td>	</tr>
<tr VALIGN=TOP>	<td ALIGN=LEFT></td>
<td></td>	
<td COLSPAN="2">Fee reductions (note 4)</td>	
<td ALIGN=RIGHT>(4,989)</td>	</tr>
<tr VALIGN=TOP>	<td ALIGN=LEFT></td>
<td></td>	
<td COLSPAN="2">Net expenses</td>	
<td ALIGN=RIGHT>736,426</td>	</tr>
<tr VALIGN=TOP>	<td ALIGN=LEFT></td>
<td></td>	
<td></td>	
<td>Net investment income</td>	
<td ALIGN=RIGHT>2,612,869</td>	







to hedge certain assets denominated in foreign currencies. Forward contracts are marked to market daily and the change in market value is recorded by the Fund as an unrealized gain or loss. When a contract is closed, the Fund records a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value at the time it was closed. The Fund could be exposed to risk if the counterparties are unable to meet the terms of the contracts or if the value of the currency changes unfavorably. Investment transactions are accounted for on the trade date (the date the order to buy or sell is executed). Interest income is recorded on the accrual basis. Discounts and premiums on securities purchased are amortized over the life of the respective securities. Dividends and distributions to shareholders are recorded on the ex-dividend date. In preparing financial statements in conformity with generally accepted accounting principles, management makes estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(2) The Fund intends to comply with the requirements of the Internal Revenue Code applicable to regulated investment companies and to distribute substantially all of its taxable investment income and net capital gains, if any, after utilization of any capital loss carryforward, to its shareholders and therefore no Federal income tax provision is required. At June 30, 1999, the Fund had an unused capital loss carryforward of approximately \$10,302,000 of which \$1,656,000 expires in 2000, \$4,111,000 in 2001, \$173,000 in 2003, \$1,880,000 in 2004, \$214,000 in 2006 and \$2,268,000 in 2007. Based on Federal income tax cost of \$37,488,019, gross unrealized appreciation and gross unrealized depreciation were \$212,863 and \$1,889,594, respectively, at June 30, 1999. Distributions paid to shareholders during the year ended June 30, 1999 differ from net investment income and net gains (losses) from security, foreign currency and futures transactions as determined for financial reporting purposes principally as a result of the characterization of realized foreign currency gains (losses) for tax/book purposes, the taxability of unrealized appreciation (depreciation) on certain forward currency contracts, and the utilization of capital loss carryforwards. These distributions are classified as "distributions from paid-in capital" in the Statements of Changes in Net Assets.

(3) The Fund retains CEF Advisers, Inc. (formerly, Bull & Bear Advisers, Inc.) as its Investment Manager. Under the terms of the Investment Management Agreement, the Investment Manager receives a management fee, payable monthly, based on the average weekly net assets of the Fund, at the annual rate of 7/10 of 1% of the first \$250 million, 5/8 of 1% from \$250 million to \$500 million, and 1/2 of 1% over \$500 million. This fee is calculated by determining the average of net assets on each Friday of a month and applying the applicable rate to such average for the number of days in the month. Certain officers and directors of the Fund are officers and directors of the Investment Manager. The Fund reimbursed the Investment Manager \$13,169 for providing certain administrative and accounting services at cost for the year ended June 30, 1999.

(4) The Fund has entered into an arrangement with its custodian whereby interest earned on uninvested cash balances was used to offset a portion of the Fund's expenses. During the period, the Fund's custodian fees were reduced by \$4,898 under such arrangements. Purchases and sales of securities other than short term notes aggregated \$68,698,791 and \$66,653,152, respectively, for the year ended June 30, 1999.

A forward currency contract is an obligation to purchase or sell a specific currency for an agreed-upon price at a future date. When the Fund purchases or sells foreign securities it customarily enters into a forward currency contract to minimize foreign exchange risk between the trade date and the settlement date of such transactions. The Fund could be exposed to risk if counterparties to the contracts are unable to meet the terms of their contracts. The Fund had the following forward currency contracts outstanding at June 30, 1999.

(5) The Fund may borrow through a committed bank line of credit and reverse repurchase agreements. At June 30, 1999, there was no balance outstanding on the line of credit and the interest rate was equal to the Federal Reserve Funds Rate plus 1.00 percentage point. For the year ended June 30, 1999, the weighted average interest rate was 4.05% based on the balances outstanding from the line of credit and reverse repurchase agreements and the weighted average amount outstanding was \$7,353,083. As of June 30, 1999, the Fund loaned fixed income securities having a value of \$982,813 and received cash collateral of \$1,015,000 for the loan.

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<table WIDTH="100%" >
<tr VALIGN=TOP>
<td>Contracts to Sell</td>

<td ALIGN=CENTER>In Exchange for</td>

<td ALIGN=CENTER>Contract Price</td>

<td ALIGN=CENTER>Settlement Date</td>

<td ALIGN=CENTER>Unrealized Gain</td>
</tr>

<tr VALIGN=TOP>
<td ALIGN=LEFT>2,750,000 Euro</td>

<td ALIGN=CENTER>U.S. $2,843,500</td>

<td ALIGN=CENTER>1,034</td>

<td ALIGN=CENTER>7/28/99</td>

<td ALIGN=CENTER>$ 9,762</td>
</tr>

<tr VALIGN=TOP>
<td ALIGN=LEFT>600,000 British Pound</td>

<td ALIGN=CENTER>U.S. 963,600</td>

<td ALIGN=CENTER>1,606</td>

<td ALIGN=CENTER>7/07/99</td>

<td ALIGN=CENTER>17,760</td>
</tr>

<tr VALIGN=TOP>
<td ALIGN=LEFT></td>

<td ALIGN=CENTER>U.S. $3,807,100</td>

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<td ALIGN=CENTER>$27,522</td>
</tr>
</TABLE>

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<p>The Fund loaned securities to certain brokers who paid the Fund lenders' fees. These fees, less costs to administer the program, are included in interest income on the Statement of Operations for the year ended June 30, 1999. The loans are secured at all times by cash or U.S. Government obligations in an amount at least equal to the market value of the securities loaned, plus accrued interest, determined on a daily basis and adjusted accordingly. Although the Fund may regain record ownership of loaned securities to exercise certain beneficial rights, the Fund may bear the risk of delay in recovery of, or even loss of rights in, the securities loaned should the borrower fail financially.

<p>&nbsp;The Fund participates in repurchase agreements with the Fund's custodian. The custodian takes possession of the collateral pledged for investments in repurchase agreements. The underlying collateral is valued daily on a mark-to market basis to ensure that the value, including accrued interest, is at least equal to the repurchase price. In the event of default of the obligation to repurchase, the Fund has the right to liquidate the collateral and apply the proceeds in satisfaction of the obligation. Under certain circumstances, in the event of default or bankruptcy by the other party to the agreement, realization and/or retention of the collateral may be subject to legal proceedings.



(6) Under the Dividend Reinvestment Plan (the "Plan"), each dividend and capital gain distribution, if any, declared by the Fund on outstanding shares will, unless elected otherwise by each shareholder by notifying the Fund in writing at any time prior to the record date for a particular dividend or distribution, be paid on the payment date fixed by the Board of Directors or a committee thereof in additional shares in accordance with the following: whenever the Market Price (as defined below) per share is equal to or exceeds the net asset value per share at the time shares are valued for the purpose of determining the number of shares equivalent to the cash dividend or capital gain distribution (the "Valuation Date"), participants will be issued additional shares equal to the amount of such dividend divided by the Fund's net asset value per share. Whenever the Market Price per share is less than such net asset value on the Valuation Date, participants will be issued additional shares equal to the amount of such dividend divided by the Market Price. The Valuation Date is the dividend or distribution payment date or, if that date is not an American Stock Exchange trading day, the next trading day. For all purposes of the Plan: (a) the Market Price of the shares on a particular date shall be the average closing market price on the five trading days the shares traded ex-dividend on the Exchange prior to such date or, if no sale occurred on the Exchange prior to such date, then the mean between the closing bid and asked quotations for the shares on the Exchange on such date, and (b) net asset value per share on a particular date shall be as determined by or on behalf of the Fund.

On May 20, 1998, the Fund issued to its shareholders of record on that date, non-transferable rights entitling the holders thereof to subscribe for an aggregate of 1,576,468 shares of the Fund's common stock. In connection with the rights offering, estimated costs of \$300,000 were charged against paid-in capital. At the conclusion of the offering period, 1,576,468 shares were issued at a subscription price of \$6.15, resulting in \$9,307,467 (net of sales load) credited to paid-in capital. Actual costs of the rights offering were less than estimated and as a result, approximately \$15,700 was credited to paid in capital during the year ended June 30, 1999.

Year 2000. The Fund could be adversely affected if computer systems used by the Investment Manager and the Fund's other service providers do not properly process and calculate date-related information on and after January 1, 2000. The Investment Manager is working to avoid these problems and to obtain assurances from other service providers that they are taking similar steps. There could be a negative impact on the Fund. While the Fund cannot, at this time, predict the degree of impact, it is possible that foreign markets will be less prepared than U.S. markets.

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<b>FINANCIAL HIGHLIGHTS</b>
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<b><u>Years Ended June 30,</u></b>
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<b><u>1999</u></b>
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<b><u>1998</u></b>
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<b><u>1997</u></b>
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<b><u>1996</u></b>
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<b><u>1995</u></b>
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auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of June 30, 1999, by correspondence with the custodian and brokers. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of Global Income Fund, Inc. as of June 30, 1999, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended, in conformity with generally accepted accounting principles.

TAIT, WELLER & BAKER

Philadelphia, Pennsylvania

July 14, 1999