

Flaherty & Crumrine Preferred & Income Allocation Fund Inc  
Form N-8A  
October 25, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM N-8A**

**NOTIFICATION OF REGISTRATION**

**FILED PURSUANT TO SECTION 8(a)**

**OF THE INVESTMENT COMPANY ACT OF 1940**

The undersigned investment company hereby notifies the Securities and Exchange Commission that it registers under and pursuant to the provisions of Section 8(a) of the Investment Company Act of 1940, and in connection with such notification of registration submits the following information:

**Flaherty & Crumrine Preferred and Income Allocation Fund  
Incorporated**

**Address of Principal Business Office (No. & Street, City, State, Zip Code):**

**301 East Colorado Blvd., Suite 720**

**Pasadena, California 91101**

**Telephone Number (including area code):**

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626-795-7300

Name and address of agent for service of process:

**Donald F. Crumrine**

**Flaherty & Crumrine Incorporated**

**301 East Colorado Blvd., Suite 720**

**Pasadena, California 91101**

Check Appropriate Box:

Registrant is filing a Registration Statement pursuant to Section 8(b) of the Investment Company Act of 1940 concurrently with the filing of Form N-8A:

YES       NO

Pursuant to the requirements of the Investment Company Act of 1940, the Registrant has caused this notification to be duly signed on its behalf in the City of Pasadena and State of California on the 25 day of October, 2012.

Flaherty & Crumrine Preferred and Income Allocation  
Fund Incorporated

By: /s/ Donald F. Crumrine  
Donald F. Crumrine, Chief Executive Officer

Attest: /s/ Chad Conwell  
Chad Conwell, Secretary