

WESTERN ASSET HIGH INCOME OPPORTUNITY FUND INC.

Form DEF 14A

January 31, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

- o Preliminary Proxy Statement
o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
x Definitive Proxy Statement
o Definitive Additional Materials
o Soliciting Material Pursuant to §240.14a-12

WESTERN ASSET HIGH INCOME OPPORTUNITY FUND INC. (Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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(4) Proposed maximum aggregate value of transaction:
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(1) Amount Previously Paid:
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(3) Filing Party:

(4)

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WESTERN ASSET HIGH INCOME OPPORTUNITY FUND INC.

125 Broad Street, New York, New York 10004

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To be Held on February 27, 2007

To the Stockholders of Western Asset High Income Opportunity Fund Inc.:

The Annual Meeting of Stockholders of Western Asset High Income Opportunity Fund Inc. (the "Fund") will be held at the offices of Bingham McCutchen LLP, 399 Park Avenue, New York, New York, 19th floor, on February 27, 2007 at 10:00 a.m., New York time, for the following purposes:

1. To elect one Class I Director and three Class III Directors of the Fund (**Proposal No. 1**), each to hold office for the term indicated or until his or her successor shall have been duly elected and qualified or until he or she resigns or is otherwise removed; and
2. To transact such other business as may properly come before the meeting or any adjournments thereof.

The Board of Directors has fixed the close of business on January 10, 2007 as the record date for the determination of stockholders entitled to notice of, and to vote at, the meeting and any adjournments thereof.

By Order of the Board of Directors

Robert I. Frenkel
Secretary

New York, New York
January 30, 2007

IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED AT THE MEETING IN PERSON OR BY PROXY; IF YOU DO NOT EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY IN THE ACCOMPANYING ENVELOPE PROVIDED FOR YOUR CONVENIENCE, WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES.

Instructions for Signing Proxy Cards

The following general rules for signing proxy cards may be of assistance to you and avoid the time and expense to the Fund in validating your vote if you fail to sign your proxy card properly.

1. *Individual Accounts:* Sign your name exactly as it appears in the registration on the proxy card.
2. *Joint Accounts:* Either party may sign, but the name of the party signing should conform exactly to a name shown in the registration.
3. *All Other Accounts:* The capacity of the individual signing the proxy card should be indicated unless it is reflected in the form of registration. For example:

	Registration	Valid Signature
Corporate Accounts		
(1)	ABC Corp	ABC Corp. (by John Doe, Treasurer)
(2)	ABC Corp.	John Doe, Treasurer
(3)	ABC Corp., c/o John Doe, Treasurer	John Doe
(4)	ABC Corp. Profit Sharing Plan	John Doe, Trustee
Trust Accounts		
(1)	ABC Trust	Jane B. Doe, Trustee
(2)	Jane B. Doe, Trustee, u/t/d 12/28/78	Jane B. Doe
Custodial or Estate Accounts		
(1)	John B. Smith, Cust., f/b/o John B. Smith, Jr. UGMA	John B. Smith
(2)	John B. Smith	John B. Smith, Jr., Executor

WESTERN ASSET HIGH INCOME OPPORTUNITY FUND INC.

125 Broad Street, New York, New York 10004

PROXY STATEMENT

FOR THE ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON FEBRUARY 27, 2007

This proxy statement is furnished in connection with the solicitation by the Board of Directors (the "Board") of Western Asset High Income Opportunity Fund Inc. (formerly, High Income Opportunity Fund Inc.) (the "Fund") of proxies to be voted at the Annual Meeting of Stockholders (the "Meeting") of the Fund to be held at the offices of Bingham McCutchen LLP, 399 Park Avenue, 19th Floor Conference Center, New York, New York, on February 27, 2007 at 10:00 a.m., New York time, and at any adjournments thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders (the "Notice").

The costs of soliciting proxies and the expenses incurred in preparing this proxy statement will be borne by the Fund and are expected to be approximately \$90,000. In addition, the Fund will reimburse brokerage firms or other record holders for their expenses in forwarding solicitation materials to beneficial owners of shares of the Fund. Proxy solicitations will be made primarily by mail. In addition, certain officers, directors and employees of the Fund; Legg Mason, Inc.; Legg Mason Partners Fund Advisor, LLC ("LMPFA" or the "Manager"), the Fund's investment manager, which is a wholly-owned subsidiary of Legg Mason, Inc.; Western Asset Management Company ("Western Asset" or the "subadviser"), the Fund's sub-investment adviser; and/or American Stock Transfer & Trust Co. ("AST"), the Fund's transfer agent, may solicit proxies in person or by telephone or mail. Legg Mason, Inc. is located at 100 Light Street, Baltimore, Maryland 21202; LMPFA is located at 399 Park Avenue, New York, New York 10022; Western Asset is located at 385 East Colorado Boulevard, Pasadena, California 91101; and AST is located at 6201 15th Avenue, 1st Floor, Brooklyn, New York 11219.

The Annual Report of the Fund, including audited financial statements for the fiscal year ended September 30, 2006, has previously been furnished to all stockholders of the Fund. This proxy statement and form of proxy are first being mailed to stockholders on or about January 31, 2007. The Fund will provide, without charge, additional copies of the Annual Report to any stockholder upon request by calling the Fund at 1-800-331-1710.

All properly executed proxies received prior to the Meeting will be voted at the Meeting in accordance with the instructions marked thereon or otherwise as provided therein. Unless instructions to the contrary are marked, shares represented by the proxies will be voted "FOR" all the proposals. In accordance with the Fund's By-Laws, a quorum is constituted by the presence in person or by proxy of the holders of record of a majority of the outstanding shares of the Fund's common stock entitled to vote at the Meeting. For purposes of determining the presence of a quorum for transacting business at the Meeting, abstentions and broker "non-votes" (i.e., proxies from brokers or nominees indicating that such persons have not received instructions from the beneficial owner or other persons entitled to vote shares on a particular matter with respect to which the brokers or nominees do not have discretionary power) will be treated as shares that are present but which have not been voted.

Proposal No. 1 requires for approval the affirmative vote of a plurality of the votes cast at the Meeting with a quorum present. Because the requisite approval of the proposal is measured by a portion of the votes actually cast, abstentions and broker "non-votes" will have no impact on the approval of Proposal No. 1. Any proxy may be revoked at any time prior to the exercise thereof by submitting another proxy bearing a later date, by giving written notice to the Secretary of the Fund at the Fund's address indicated above, or by voting in person at the Meeting.

The Board knows of no business other than that specifically mentioned in the Notice to be presented for consideration at the Meeting. If any other matters are properly presented, it is the intention of the persons named in the enclosed proxy to vote in accordance with their best judgment to the extent permissible under applicable law.

The Board has fixed the close of business on January 10, 2007 as the record date (the "Record Date") for the determination of stockholders of the Fund entitled to notice of and to vote at the Meeting or any adjournment thereof. Stockholders of the Fund on that date will be entitled to one vote on each matter for each share held, and a fractional vote with respect to fractional shares, with no cumulative voting rights. At the Record Date, the Fund had outstanding 76,930,279.249 shares of Common Stock, par value \$0.001 per share, the only authorized class of stock, of which 73,120,243.994 or 95.05% were held in accounts, but not beneficially owned, by CEDE & Co., as nominee for The Depository Trust Company, Box 20, Bowling Green Station, New York, New York 10004-9998.

As of the Record Date, no single shareholder or "group" (as that term is used in Section 13(d) of the Securities Exchange Act of 1934, as amended (the "1934 Act")), to the knowledge of the Fund, owned beneficially 5% or more of the outstanding shares of the Fund. As of the Record Date, the officers and Board members of the Fund in the aggregate beneficially owned less than 1% of the outstanding shares of the Fund.

In the event that a quorum is not present, or if sufficient votes in favor of Proposal No. 1 set forth in the Notice and this Proxy Statement are not received by the time scheduled for the Meeting, the persons named as proxies may move for one or more adjournments of the Meeting to permit further solicitation of proxies with respect to such proposal. In determining whether to adjourn the Meeting, the following factors may be considered: the nature of the proposal that is the subject of the Meeting, the percentage of votes actually cast, the percentage of negative votes actually cast, the nature of any further solicitation and the information to be provided to stockholders with respect to the reasons for the solicitation. Any such adjournment will require the affirmative vote of a majority of the shares present at the Meeting. The persons named as proxies will vote in favor of such adjournment those shares which they are entitled to vote and which have voted in favor of such proposal.

Proposal No. 1: Election of Directors

In accordance with the Fund's Charter, the Board is currently classified into three classes. The Directors serving in Class III have terms expiring at the Meeting; three Class III Directors and one Class I Director have been nominated by the Board of Directors for election at the Meeting: in the case of the Class III Directors, to serve for a term of three years (until the 2010 Annual Meeting of Stockholders); and in the case of the Class I Director, to serve for a term of one year (until the 2008 Annual Meeting of Stockholders), or until their successors have been duly elected and qualified or until they resign or are otherwise removed. The affirmative vote of a plurality of the votes cast at the Meeting at which a quorum is present is sufficient to elect each nominee. It is the intention of the persons named in the enclosed proxy to vote in favor of the election of the persons listed below as nominees.

The Board knows of no reason why any of the nominees listed below will be unable to serve, but in the event of any such unavailability, the proxies received will be voted for such substitute nominee(s) as the Board may recommend.

Certain information concerning the nominees is set forth below. All of the nominees currently serve as Directors of the Fund. Any Director affiliated with the Manager or otherwise considered an "interested person" of the Fund, as defined in the Investment Company Act of 1940, as amended (the "1940 Act"), is indicated by an asterisk(*). Information as to beneficial ownership is based upon information furnished to the Fund by the Directors.

Persons Nominated for Election as Directors

Name, Address and Birth Year	Position(s) and Office Held with Fund	Term of Office Length Time Served	Principal Occupations During Past Five Years	Number of Portfolios in Fund Complex Overseen by Director	Other Directorships Held by Director
Class I					
Director Nominee					
NON-INTERESTED DIRECTOR:					
Carol L. Colman Consulting 278 Hawley Road North Salem, NY 10560 Birth year: 1946	Director	Since 2007	President, Colman Consulting Co.	37	None
Class III					
Director Nominees					
NON-INTERESTED DIRECTORS:					
Leslie H. Gelb c/o Chairman of the Fund 399 Park Avenue 4th Floor New York, NY 10022 Birth year: 1937	Director	Since 2007	President Emeritus and Senior Board Fellow, The Council on Foreign Relations; formerly, Columnist, Deputy Editorial Page Editor and Editor, Op-Ed Page, The New York Times.	32	Director of two registered investment companies advised by Blackstone Asia Advisors L.L.C.
William R. Hutchinson 535 N. Michigan Avenue Suite 1012 Chicago, IL 60611 Birth year: 1942	Director	Since 2007	President, W.R. Hutchinson & Associates Inc. (consulting), formerly Group Vice President, Mergers and Acquisitions, BP Amoco p.l.c.	44	Director of Associated Banc-Corp.

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Dr. Riordan	Director	Since	Professor and Director, Latin American Studies Program, Paul H. Nitze	34	None
Roett		2007	School of Advanced International Studies, The Johns Hopkins University.		
The Johns					
Hopkins					
University					
1740					
Massachusetts					
Ave., NW					
Washington,					
DC 20036					
Birth year:					
1938					

Directors Continuing in Office

Name, Address and Birth Year Class I	Position(s) and Held with Fund Served	Term of Office Length Time	Principal Occupations During Past Five Years	Number of Portfolios in Fund Complex Overseen by Director	Other Directorships Held by Director
Directors					
NON-INTERESTED DIRECTORS:					
Daniel P. Cronin c/o Chairman of the Fund 399 Park Avenue 4th Floor New York, NY 10022 Birth year: 1946	Director Since 2007	Retired; formerly, Associate General Counsel, Pfizer, Inc.		32	None
Class II Directors					
INTERESTED DIRECTOR:					
R. Jay Gerken, CFA* Legg Mason & Co., LLC ("Legg Mason") 399 Park Avenue New York, NY 10022 Birth year: 1951	Chairman Since 2002 and Chief Executive Officer	Managing Director, Legg Mason; Chairman of the Board, Trustee, or Director of 168 funds associated with LMPFA and its affiliates; President, LMPFA (since 2006); Chairman, President and Chief Executive Officer of certain mutual funds associated with Legg Mason or its affiliates; formerly, Chairman, Smith Barney Fund Management LLC ("SBFM") and Citi Fund Management, Inc. ("CFM") (2002 to 2005); formerly, Chairman, President and Chief Executive Officer, Travelers Investment Advisers Inc. (2002 to 2005)		168	None
NON-INTERESTED DIRECTORS:					
Paolo M. Cucchi Drew University 108 Brothers College Madison, NJ 07940 Birth Year: 1941	Director Since 2007	Vice President and Dean of College of Liberal Arts at Drew University.		7	None

* Designates a Director who is affiliated with the Manager and considered an "interested person" of the Fund as defined in the 1940 Act.

Name, Address and Birth Year	Position(s) and Held Length with Time Fund Served	Term of Office	Principal Occupations During Past Five Years	Number of Portfolios in Fund Complex Overseen by Director	Other Directorships Held by Director
John P. Toolan 13 Chadwell Place Morristown, NJ 07960 Birth year: 1930	Director Since Retired 1993			27	None

Beneficial Ownership Report

Name of Director	Dollar Range*(1) of Equity Securities in the Fund	Aggregate Dollar Range*(1) of Equity Securities in all Funds Overseen by Director and Advised by LMPFA
NON-INTERESTED DIRECTORS		
Carol L. Colman	A	E
Daniel P. Cronin	A	E
Paolo M. Cucchi	A	C
Leslie H. Gelb	A	A
William R. Hutchinson	A	E
Dr. Riordan Roett	A	C
John P. Toolan	A	E
INTERESTED DIRECTOR		
R. Jay Gerken	B	E

* The dollar ranges are as follows: "A" = None; "B" = \$1-\$10,000; "C" = \$10,001-\$50,000; "D" = \$50,001-\$100,000; "E" = over \$100,000.

(1) This information has been furnished by each Director and nominee for election as Director as of May 31, 2006. "Beneficial Ownership" is determined in accordance with Rule 16a-1(a)(2) promulgated under the 1934 Act.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the 1934 Act and Section 30(h) of the 1940 Act in combination require the Fund's Directors and officers and persons who own more than 10% of the Fund's common stock, as well as LMPFA and certain of its affiliated persons, to file reports of ownership and changes in ownership with the Securities and Exchange Commission ("SEC") and the New York Stock Exchange, Inc. ("NYSE"). Such persons are required by SEC regulations to furnish the Fund with copies of all such filings. Based solely upon its review of the copies of such filings received by it and certain other information received by it, the Fund believes that, for the fiscal year ended September 30, 2006, all filing requirements applicable to such persons were met.

Committees of the Board of Directors

The Fund has a separately designated standing Corporate Governance and Nominating committee ("Nominating Committee"). The Fund has a separately designated standing Audit Committee ("Audit Committee") established in accordance with Section 3(a)(58)(A) of the 1934 Act. Both committees are comprised solely of members who are independent as defined in the NYSE's listing standards applicable to closed-end funds and are not "interested persons" of the Fund as defined in the 1940 Act. The Board of Directors of the Fund has

determined that all members of the Fund's Audit Committee are financially literate. Ms. Dasher has been designated as the audit committee financial expert within the meaning of the rules adopted and implemented under Section 407 of the Sarbanes-Oxley Act of 2002. The members of the Audit Committee are Ms. Jane Dasher, currently a Class III Director, Mr. Lee Abraham, currently a Class I Director and Mr. Toolan. The members of the Nominating Committee are Mr. Abraham, Mr. Donald Foley, currently a Class III Director and Mr. Richard Hanson, currently a Class I Director.

The principal functions of the Audit Committee are to (a) assist the Board of Directors in its oversight of (i) the integrity of the Fund's financial statements, (ii) the Fund's compliance with legal and regulatory requirements, (iii) the qualifications and independence of the Fund's independent registered public accounting firm and (iv) the performance of the Fund's internal audit function and independent registered public accounting firm; (b) approve, and recommend to the Independent Board Members (as such term is defined in the Audit Committee Charter) for their ratification, the selection, appointment, retention or termination of the Fund's independent registered public accounting firm, as well as approving the compensation thereof; (c) approve all audit and permissible nonaudit services provided to the Fund and certain other persons by such independent registered public accounting firm; and (d) prepare the report required to be prepared by the Audit Committee pursuant to SEC rules for inclusion in the Fund's annual proxy statement. The Fund's Amended and Restated Audit Committee Charter is attached hereto as Exhibit A.

The Fund has an Investment Committee responsible for reviewing the investment performance of the Fund. The members of this committee are Directors who are not "interested persons" of the Fund as defined under the 1940 Act. The members of the Investment Committee are Mr. Paul Hardin, currently a Class III Director, Mr. Roderick Rasmussen, currently a Class II Director and Mr. Toolan.

The Fund also has a Pricing Committee composed of the Chairman of the Board and one Director who is not an "interested person" of the Fund. The Pricing Committee is charged with determining fair value prices for securities when required. During the Fund's most recent fiscal year, the Pricing Committee met six times.

Five meetings of the Board were held during the Fund's fiscal year ended September 30, 2006, four of which were regular meetings. Four Audit Committee meetings were held and four Investment Committee meetings were held during the fiscal year ended September 30, 2006. The Nominating Committee met twice during the Fund's most recent fiscal year. No Director attended less than 75% of the Board meetings and the committee meetings of which he or she is a member. The Fund does not have a formal policy regarding attendance by Directors at annual meetings but may consider a policy in the future. At the 2006 Annual Meeting one Board member attended.

The Nominating Committee will accept nominees recommended by a stockholder as it deems appropriate. At the present time there are no vacancies on the Board. Stockholders who wish to recommend a nominee should send recommendations to the Fund's Secretary that include all information relating to such person that is required to be disclosed in solicitations of proxies for the election of Directors. A recommendation must be accompanied by a written consent of the individual to stand for election if nominated by the Board of Directors and to serve if elected by the stockholders. At a meeting held on December 15, 2006, the Nominating Committee nominated Ms. Colman and Messrs. Cronin, Cucchi, and Gelb for appointment by the Board of Directors of the Fund effective January 1, 2007, and at a meeting held January 17, 2007, nominated Ms. Colman, Messrs. Gelb and Hutchinson and Dr. Roett for election at the Meeting. The Fund's Corporate Governance and Nominating Committee Charter (the "Charter") is attached to this Proxy Statement as Exhibit B.

The Nominating Committee identifies potential nominees through its network of contacts. The Nominating Committee meets to discuss and consider such candidates' qualifications and then chooses a candidate by majority vote. The Nominating Committee does not have specific, minimum qualifications for nominees and has not established specific qualities or skills that it regards as necessary for one or more of the Fund's Directors to possess (other than any qualities or skills that may be required by applicable law, regulation or listing standard). However, as set forth in the Charter, in evaluating a person as a potential nominee to serve as a Director of the Fund, the Nominee Committee may consider the following factors, among any others it may deem relevant:

whether or not the person is an "interested person" as defined in the 1940 Act and whether the person is otherwise qualified under applicable laws and regulations to serve as a Director of the Fund;

whether or not the person has any relationships that might impair his or her independence, such as any business, financial or family relationships with Fund management, the investment manager of the Fund, Fund service providers or their affiliates;

whether or not the person serves on boards of, or is otherwise affiliated with, competing financial service organizations or their related mutual fund complexes;

whether or not the person is willing to serve, and willing and able to commit the time necessary for the performance of the duties of a Director of the Fund;

the contribution which the person can make to the Board and the Fund (or, if the person has previously served as a Director of the Fund, the contribution which the person made to the Board during his or her previous term of service), with consideration being given to the person's business and professional experience, education and such other factors as the Committee may consider relevant;

the character and integrity of the person; and

whether or not the selection and nomination of the person would be consistent with the requirements of the Fund's retirement policies.

Compensation

Only the Independent Directors receive remuneration from the Fund for acting as a Director. Aggregate fees and expenses (including reimbursement for travel and out-of-pocket expenses) of \$32,536 were paid to such Directors by the Fund during the calendar year ended December 31, 2005. Fees for the Independent Directors, who also serve as board members of certain other funds sponsored by or affiliated with Legg Mason, are currently set at \$60,000 per annum plus a per meeting fee of \$2,500 with respect to in-person meetings and \$100 for each telephone meeting. None of the officers of the Fund received any compensation from the Fund for such period. Officers and interested Directors of the Fund are compensated by the Manager or Legg Mason.

The following table shows the compensation paid by the Fund to each person who was a Director during the Fund's fiscal year ended September 30, 2006 and calendar year ended December 31, 2005.

Compensation Table

Name of Person	Aggregate Compensation from Fund for the Fiscal Year Ended 9/30/06	Aggregate Compensation from Fund and Fund Complex Paid to Directors for the Calendar Year Ended 12/31/05	Number of Portfolios for Which Director Serves Within Fund Complex
Lee Abraham	\$ 1,120	\$ 73,000	27
Alan J. Bloostein*	\$ 569	\$ 55,612	34
Jane F. Dasher	\$ 1,949	\$ 78,155	27
Donald R. Foley**	\$ 1,347	\$ 50,900	18
R. Jay Gerken	\$ 0	\$ 0	171
Richard E. Hanson, Jr.	\$ 1,405	\$ 73,900	27
Paul Hardin	\$ 1,305	\$ 140,700	34
Roderick C. Rasmussen**	\$ 1,235	\$ 43,900	27
John P. Toolan	\$ 1,449	\$ 77,200	27

Designates a Director who is an "interested person" of the Fund as defined under the 1940 Act.

* Mr. Bloostein became a Director Emeritus on January 1, 2005.

** Pursuant to the Fund's deferred compensation plan, the indicated Directors have elected to defer the following amounts of their compensation from the Fund: Donald R. Foley: \$115, Roderick C. Rasmussen: \$71, and the following amounts of their total compensation from the Fund Complex: Donald R. Foley: \$10,332, Roderick C. Rasmussen: \$30,000.

Mr. Alan J. Bloostein currently serves as an emeritus Board member for the Fund. For the fiscal year ended September 30, 2006, total compensation to the emeritus Board member was \$569. The Fund's Board has voted to terminate the emeritus plan effective January 1, 2007, and to adopt the Emeritus Retirement Plan for the purpose of providing the payments of the emeritus plan described below to current emeritus and retiring Board members. Notwithstanding the termination of the emeritus plan, Mr. Bloostein will be permitted to continue his emeritus service in accordance with the emeritus plan until the date on which Board members elected in accordance with this Proxy Statement accept their elections.

On June 22, 2006, the Fund's Board voted to establish a mandatory retirement age of 75 for current Board members and 72 for future board members who do not currently oversee another fund within the fund complex. The current Board member who has attained age 75 prior to January 1, 2007, Mr. Paul Hardin, will retire on the date on which Board members elected in accordance with this Proxy Statement accept their elections.

Each current emeritus and retiring Board member will be entitled to receive under the Emeritus Retirement Plan an aggregate benefit generally equal to the compensation the Board member would have received under the emeritus plan, discussed above, had the plan remained in effect. This benefit will be paid in quarterly installments unless a Board member elects to receive a lump sum payment calculated on a net present value

basis. The aggregate benefit (calculated on a net present value basis) to which each emeritus or retiring Board member is entitled under the Emeritus Retirement Plan is set forth below.

Emeritus/Retiring Board Member	Aggregate Benefit (Net Present Value) (\$)
Lee Abraham	288,607
Alan J. Bloostein	235,359
Donald R. Foley	245,580
Paul Hardin	288,607
Roderick C. Rasmussen	288,607
John P. Toolan	288,607

Each fund overseen by an emeritus or retiring Board member will pay a pro rata share (based upon asset size) of the aggregate benefit to such emeritus or retiring Board member. Legg Mason or its affiliates will reimburse each fund in the fund complex an amount equal to 50% of the emeritus and retiring Board member benefits paid by the fund.

Current Officers

The following is a list of the current executive officers of the Fund, all of whom have been elected by the Directors to serve until their respective successors are elected:

Name, Address and Age	Position(s) Held with Fund	Term of Office and Length of Time Served	Principal Occupation(s) During Past Five Years
R. Jay Gerken, CFA	Chairman, President and Chief Executive Officer	Since 2002	(see table of Directors above)
Legg Mason 399 Park Avenue New York, NY 10022 Birth year: 1951			
Ted P. Becker	Chief Compliance Officer	Since 2006	Managing Director of Compliance at Legg Mason (2005 to present); Chief Compliance Officer with certain mutual funds associated with Legg Mason (since 2006); Chief Compliance Officer of LMPFA and certain affiliates; Managing Director of Compliance at Citigroup Asset Management ("CAM," a group of affiliated investment advisers, which included SBFM, Smith Barney Asset Management and CFM and other affiliated investment advisory entities) (2002 to 2005); prior to 2002, Managing Director-Internal Audit & Risk Review at Citigroup
399 Park Avenue New York, NY 10022 Birth year: 1951			
Robert J. Brault	Chief Financial Officer and Treasurer	Since 2004	Director of Legg Mason; Chief Financial Officer and Treasurer of certain mutual funds associated with Legg Mason; formerly, Director of Internal Control for CAM U.S. Mutual Fund Administration (2002 to 2004); Director of Project Management & Information Systems for CAM U.S. Mutual Fund Administration (2000 to 2002)
Legg Mason 125 Broad Street 11th Floor New York, NY 10004 Birth year: 1965			

Name, Address and Age	Position(s) Held with Fund	Term of Office and Length of Time Served	Principal Occupation(s) During Past Five Years
Kaprel Ozsolak Legg Mason 125 Broad Street 11			