

File Number:
84-5871
 For the reporting period ended
 December 31, **2004**



05035333

OMB APPROVAL
 OMB Number: 3235-0337
 Expires: September 30, 2006
 Estimated average burden
 hours per full response . . . 6.00
 Estimated average burden
 hours per intermediate
 response 1.50
 Estimated average burden
 hours per minimum
 response50

**UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

FORM TA-2

**FORM FOR REPORTING ACTIVITIES OF TRANSFER AGENTS
 REGISTERED PURSUANT TO SECTION 17A OF THE SECURITIES EXCHANGE ACT OF 1934**

**ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT
 CONSTITUTE FEDERAL CRIMINAL VIOLATIONS
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)**

PROCESSED
APR 07 2005
THOMSON FINANCIAL

1. Full name of Registrant as stated in Question 3 of Form TA-1:
 (Do not use Form TA-2 to change name or address.)

LM Fund Services, Inc.

2. a. During the reporting period, has the Registrant engaged a service company to perform any of its transfer agent functions?
 (Check appropriate box.)

All Some None

b. If the answer to subsection (a) is all or some, provide the name(s) and transfer agent file number(s) of all service company(ies) engaged:

Name of Transfer Agent(s):	File No. (beginning with 84- or 85-):
State Street Bank and Trust Company	85-05003

c. During the reporting period, has the Registrant been engaged as a service company by a named transfer agent to perform transfer agent functions?

Yes No

d. If the answer to subsection (c) is yes, provide the name(s) and file number(s) of the named transfer agent(s) for which the Registrant has been engaged as a service company to perform transfer agent functions: (If more room is required, please complete and attach the Supplement to Form TA-2.)

Name of Transfer Agent(s):	File No. (beginning with 84- or 85-):
State Street Bank and Trust Company	85-05003

084-6

3. a. Registrant's appropriate regulatory agency (ARA): (Check one box only.)
- Comptroller of the Currency
 - Federal Deposit Insurance Corporation
 - Board of Governors of the Federal Reserve System
 - Securities and Exchange Commission
- b. During the reporting period, has the Registrant amended Form TA-1 within 60 calendar days following the date on which information reported therein became inaccurate, incomplete, or misleading? (Check appropriate box.)
- Yes, filed amendment(s)
 - No, failed to file amendment(s)
 - Not applicable
- c. If the answer to subsection (b) is no, provide an explanation:
-
-
-

If the response to any of questions 4-11 below is none or zero, enter "0."

4. Number of items received for transfer during the reporting period: 6488
5. a. Total number of individual securityholder accounts, including accounts in the Direct Registration System (DRS), dividend reinvestment plans and/or direct purchase plans as of December 31: 1,045,803
- b. Number of individual securityholder dividend reinvestment plan and/or direct purchase plan accounts as of December 31: 0
- c. Number of individual securityholder DRS accounts as of December 31: 0
- d. Approximate percentage of individual securityholder accounts from subsection (a) in the following categories as of December 31:

Corporate Equity Securities	Corporate Debt Securities	Open-End Investment Company Securities	Limited Partnership Securities	Municipal Debt Securities	Other Securities Municipal 529 Securities
		99.22%			.78%

6. Number of securities issues for which Registrant acted in the following capacities, as of December 31:

	Corporate Securities		Open-End Investment Company Securities	Limited Partnership Securities	Municipal Debt Securities	Other Securities
	Equity	Debt				
a. Receives items for transfer and maintains the master securityholder files:						16
b. Receives items for transfer but does not maintain the master securityholder files:			59			
c. Does not receive items for transfer but maintains the master securityholder files:						

7. Scope of certain additional types of activities performed:
- a. Number of issues for which dividend reinvestment plan and/or direct purchase plan services were provided, as of December 31: 0
 - b. Number of issues for which DRS services were provided, as of December 31: 0
 - c. Dividend disbursement and interest paying agent activities conducted during the reporting period:
 - i. number of issues 0
 - ii. amount (in dollars) 0

8. a. Number and aggregate market value of securities aged record differences, existing for more than 30 days, as of December 31:

	Prior Transfer Agent(s) (If applicable)	Current Transfer Agent
i. Number of issues		N/A
ii. Market value (in dollars)		N/A

- b. Number of quarterly reports regarding buy-ins filed by the Registrant with its ARA (including the SEC) during the reporting period pursuant to Rule 17Ad-11(c)(2): N/A

- c. During the reporting period, did the Registrant file all quarterly reports regarding buy-ins with its ARA (including the SEC) required by Rule 17Ad-11(c)(2)?

Yes No

- d. If the answers to subsection (c) is no, provide an explanation for each failure to file:

9. a. During the reporting period, has the Registrant always been in compliance with the turnaround time for routine items as set forth in Rule 17Ad-2?

Yes No

If the answer to subsection (a) is no, complete subsections (i) through (ii).

- i. Provide the number of months during the reporting period in which the Registrant was **not** in compliance with the turnaround time for routine items according to Rule 17Ad-2.
- ii. Provide the number of written notices Registrant filed during the reporting period with the SEC and with its ARA that reported its noncompliance with turnaround time for routine items according to Rule 17Ad-2.

10. Number of open-end investment company securities purchases and redemptions (transactions) excluding dividend, interest and distribution postings, and address changes processed during the reporting period:

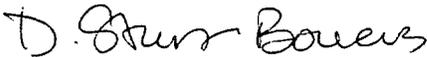
- a. Total number of transactions processed: 41,430
- b. Number of transactions processed on a date other than date of receipt of order (as ofs): 0

11. a. During the reporting period, provide the date of all database searches conducted for lost securityholder accounts listed on the transfer agent's master securityholder files, the number of lost securityholder accounts for which a database search has been conducted, and the number of lost securityholder accounts for which a different address has been obtained as a result of a database search:

Date of Database Search	Number of Lost Securityholder Accounts Submitted for Database Search	Number of Different Addresses Obtained from Database Search

b. Number of lost securityholder accounts that have been remitted to states during the reporting period:

SIGNATURE: The Registrant submitting this Form, and the person signing the Form, hereby represent that all the information contained in the Form is true, correct, and complete.

Manual signature of Official responsible for Form: 	Title: President Telephone number: (410) 580-7400
Name of Official responsible for Form: (First name, Middle name, Last name) D. Stuart Bowers	Date signed (Month/Day/Year): 3/3/05

Backup for the TA-2 Filing for 2004

BFDS has a monthly tracking report that reflects all items entered into the DST system by Legg Mason Mutual Funds Ops staff (identified by At-Fund Trx's) and all items entered into the DST system by themselves (identified by In-House Trx's.)

There is one set produced for LG, one for WT and one for LZ. Information Resources were able to take the emailed files from BFDS and prepare a summary by line items.

Item 4: We have taken the line item of TRANS for LG and WT to fill in for Item 4. There were 6390 for LG and 98 for WT for a total of **6488**.

Item 5a: This is a total of all the open accounts as of 12/31/04. There were 1,034,026 for LG, 8149 for LZ and 3628 for WT for a total of **1,045,803**. The numbers for LG and LZ are available on the BFDS monthly management report and the numbers for WT were obtained from the Institutional Funds department.

Item 5d: The % for Open-End Investment Company Securities was obtained by taking the total of 12/31/04 open accounts for LG and WT together (1,037,654) and dividing by the total of 12/31/04 open accounts for LG, WT and LZ together (1,045,803) to arrive at **99.22%**. The % for Municipal Debt Securities was obtained by taking the total of 12/31/04 open accounts for LZ (8149) and dividing by the total of 12/31/04 open accounts for LG, WT and LZ together (1,045,803) to arrive at **.78%**.

Item 6b: For number of cusips, Open-End Investment Company Securities is 28 for LG and 31 for WT for a total of **59** and Municipal Debt Securities is **16** for LZ.

Item 10a: We have taken the appropriate line items that pertain to purchases and redemptions to use for Item 10a. These line items include:

- Cancel- cancellation of buys/sells
- Exch- exchanges
- Onopur- cancellation of a purchase fail
- Onored- cancellation of a redemption fail
- Opur- establishment of a purchase fail
- Ored- establishment of a redemption fail
- Purch- purchase
- Redeem- redemption

The total count for 2004 for the above items was 31,699 for LG and 8859 for WT. In addition, we added in the 872 TORA items that we processed for a total of **41,430**. (Note that the TORA items are tracked on the MF Statistics monthly spreadsheet.) The LZ items were not included in the count for Item 10a since it says open-end investment company securities only.

Item 10b: We do not feel that we had any items not processed on the day they were received so we have filled in 10b as 0.



Legg Mason Funds Management, Inc.
100 Light Street, P.O. Box 17023, Baltimore, MD 21297 • 0356
410 • 539 • 0000 800 • 822 • 5544

Member New York Stock Exchange, Inc./Member SIPC

March 28, 2005

U.S. Securities and Exchange Commission
450 5th Street, NW
Washington, DC 20549-0013



VIA FED EX

Re: Filing of Form TA-2 for LM Fund Services, Inc.

Dear Sir or Madam:

Please find enclosed one original and two copies of the completed Form TA-2 on behalf of LM Fund Services, Inc. Should you need additional information, please contact me by telephone at 410-454-4485.

Sincerely,

Jennifer P. Streaks
Associate General Counsel
Legg Mason Inc.