

**Supplement dated December 7, 2012
To June 2012 Form ADV Disclosure Brochure of
Legg Mason Private Portfolio Group, LLC and its Affiliated Sub-Advisers**

This document supplements the accompanying Form ADV Disclosure Brochure (the “Brochure”) of Legg Mason Private Portfolio Group, LLC (“LMPPG”) and its affiliated sub-advisers, including Western Asset Management Company (“Western Asset”). Any inconsistent disclosure in the Brochure is superseded by the contents of this document. Defined terms not defined herein shall have the same meaning as in the Brochure.

Western Asset Municipal Income Plus

Western Asset Municipal Income Plus (“MIP”) portfolios seek total return over a market cycle, consisting of capital gain (taxable) and income that is exempt from regular U.S. income tax. The MIP portfolios also seek to enhance current income through exposure to higher yielding, lower rated municipal obligations. In order to gain such exposure, the portfolios invest in shares of the Western Asset Municipal High Income SMASh Fund, an open-end investment management company registered under the Investment Company Act of 1940, as amended (the “MHI SMASh Fund”). Below investment grade debt obligations are commonly known as “junk bonds” or “high yield securities.”

Western Asset selects individual municipal securities for MIP portfolios with a focus on diversification within sectors and regions. Municipal securities are debt securities issued by a state or any of its political subdivisions, agencies and public authorities. A municipal security typically is backed either by the taxing power of the municipal issuer (“general obligation bonds”) or by the revenues from a specific project (“revenue bonds”). By actively managing client portfolios, Western Asset seeks to enhance returns and reduce risks by taking advantage of shifts in the municipal yield curve, credit quality spreads and variations in market sectors. There are no restrictions on the average maturity of bonds in the individual municipal securities portion of MIP portfolios. Depending on Western Asset’s interest rate outlook, the average maturity of bonds in the individual municipal securities portion of MIP portfolios generally ranges from three to seven years.

The individual municipal securities portion of MIP portfolios will include securities of issuers in multiple states. Clients who are residents of California or New York have the option of selecting a state-biased portfolio. For clients that select a state-biased portfolio, Western Asset, to the extent consistent with its overall market views, emphasizes investments in securities of issuers in the specified state, but may also invest in municipal securities of issuers in other states and U.S. jurisdictions.

The MHI SMASh Fund’s prospectus describes the principal investment strategies of the MHI SMASh Fund. The MIP managers use investments in shares of the MHI SMASh Fund to obtain efficient exposure to high yield, below investment grade municipal securities that, due to the nature of securities involved, generally do not allow for practical and diversified exposure through direct client account investment in such securities. A MIP portfolio’s aggregate allocation to the MHI SMASh Fund generally will be targeted at 30%. However, a portfolio’s

aggregate allocation to the MHI SMASh Fund may exceed or be lower than 30% for a period of time due to market fluctuations and pending rebalancing by the portfolio managers.

The MHI SMASh Fund may invest a portion of its assets in fixed income securities and other investments whose interest may be subject to federal income tax, as described in the MHI SMASh Fund's prospectus.

A client may obtain a prospectus for the MHI SMASh Fund from the client's Sponsor Firm. The prospectus includes information concerning the MHI SMASh Fund's investment objective, strategies, investments and risks. The prospectus also contains a description of the tax consequences associated with the redemption of the MHI SMASh Fund shares and the receipt of dividend and capital gains distributions from the MHI SMASh Fund. MHI SMASh Fund redemptions may occur as a result of rebalancing an account's allocation to the MHI SMASh Fund, account withdrawals and account termination.

By selecting a MIP portfolio, a client consents to the investment of account assets in the MHI SMASh Fund. The client may revoke this consent by terminating the client's MIP portfolio. In the event of such a termination, the managers will redeem the client's MHI SMASh Fund shares. An affiliate of Western Asset serves as the MHI SMASh Fund's manager and Western Asset serves as the MHI SMASh Fund's sub-adviser. Only separately managed account clients of Western Asset or its affiliates may purchase shares of the MHI SMASh Fund. While neither the manager nor the sub-adviser of the MHI SMASh Fund charges a management fee to the MHI SMASh Fund, the manager and sub-adviser do receive portions of the fees clients pay for management of MIP portfolios.

Risks. The main risks associated with MIP portfolio investments in individual municipal securities are General Investment Risk, Credit Risk, Interest Rate Risk, Illiquidity Risk and, for state-specific and state-biased portfolios, Geographic Concentration Risk. See Appendix B of the Brochure for explanations of these risks. The risks associated with investments in the MHI SMASh Fund are described in the MHI SMASh Fund's prospectus, which is available from Sponsor Firms. One of the main risks associated with MIP portfolio investments in the MHI SMASh Fund is below investment grade risk. Below investment grade securities or "junk bonds" are considered speculative, have a higher risk of default, tend to be less liquid and are more difficult to value than higher grade securities. Junk bonds tend to be more volatile and more susceptible to adverse events and market sentiments.

The minimum account size for MIP portfolios is \$250,000, although LMPPG in its discretion may waive the minimum for any one or more clients. LMPPG's annual fee for managing MIP portfolios is 0.35% on all assets.

The Western Asset portfolio managers for the MIP strategy are listed below. For biographical information of each portfolio manager, please see Appendix C of the Brochure.

MIP Managers

Robert E. Amodeo
Barbara J. Ferguson
Edward J. Paulinski
Ronald Perry
Stephen A. Walsh