

**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 ClearBridge Investments, LLC (“ClearBridge”). Any inconsistent disclosure in the Brochure is superseded by the contents of this document.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.

ClearBridge ESG Dividend Strategy

In the ClearBridge ESG Dividend portfolios, ClearBridge integrates environmental, social and governance (“ESG”) criteria into the portfolio construction of the ClearBridge Dividend strategy. Once the investment criteria for the ClearBridge Dividend strategy have been met, the investment team applies proactive/supportive screening and some avoidance screening guidelines to identify investments consistent with both the financial and ESG objectives of the portfolios. Proactive or supportive screening examines issues such as progressive workplace practices, environmental innovation and community involvement. Avoidance screens exclude investments in companies that the team determines are significantly involved in the manufacture of tobacco and alcohol products, the provision of gaming services, the production of nuclear power, and the manufacture of weapons (investments in other companies may also be excluded). Clients may request additional, customized social screens (e.g., faith-based screens), subject to portfolio manager approval. When a security that would be held in portfolios in the underlying, unscreened investment strategy is excluded by a social screen, the ClearBridge portfolio managers will seek to invest the cash that would have been invested in such security in an alternate investment and/or allocate such cash to other investments held in the portfolios. As part of its research process, ClearBridge generally attempts to communicate directly with portfolio company managements on a regular basis, as well as with representatives of certain other key company stakeholders. In addition, ClearBridge actively votes proxies for portfolio company securities in accordance with ClearBridge’s Proxy Voting Policy and Procedures, as supplemented by ClearBridge’s ESG Proxy Voting Guidelines.

From time to time, LMPPG may make the ESG Dividend portfolios available in a taxable balanced format (in which U.S. Government and/or corporate debt securities represent the fixed income portion of the portfolios) and a tax-favored balanced format (in which municipal securities represent the fixed-income portion of the portfolios). Western Asset Management Company, an LMPPG affiliate (“Western Asset”), manages the fixed income portion of balanced portfolios, seeking to add stability and generate income. Western Asset does not apply social screens to the fixed income portion of balanced portfolios, unless this is separately agreed to with the client.

For a description of the ClearBridge Dividend strategy, including applicable risk information, please see Item 8 of the Brochure.

For information about the minimum account size and LMPPG’s annual fee for managing the ClearBridge ESG Dividend portfolios, please see Items 5 and 7 of the Brochure.

The ClearBridge portfolio managers for the ESG Dividend Strategy are listed below. For biographical information of each portfolio manager, please see Appendix C of the Brochure.

ClearBridge ESG Dividend Strategy Managers

Michael Clarfeld
Harry D. (“Hersh”) Cohen
Diane Keady
Mary Jane McQuillen
Peter J. Vanderlee