

Western Asset Form ADV — Part 2

Brochure
June 30, 2012

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Western Asset Management Company Limited - 10 Exchange Square, Primrose Street, London EC2A2EN, United Kingdom
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This brochure provides information about the qualifications and business practices of Western Asset Management Company and its supervised affiliates. If you have any questions about the contents of this brochure, please contact us at +1. 626.844.9400 in the United States or at the other numbers listed on page 3. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about Western Asset is also available on the SEC's website at www.adviserinfo.sec.gov. An investment adviser's registration with the SEC does not imply a certain level of skill or training.

www.westernasset.com



Item 2. Material Changes

Not applicable.

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Item 4. Advisory Business

Western Asset Management is a global asset management firm comprised of seven legal entities that operate as part of Western Asset Management's overall business.

The information contained in this brochure covers four of the seven entities: the US, London, Singapore and Tokyo offices. Each of these legal entities listed below is a SEC-registered investment adviser and each reflects the overall Firm's general business approach.

Contact information for each of the legal entities is as follows:

Western Asset Management Company

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Unless specifically noted, references to "Western Asset" and "Firm" represent the federally-registered entities listed above.

In addition to the legal entities above, Western Asset encompasses several other legal entities: Western Asset Management Company Limitada based in Sao Paulo; Western Asset Management Hong Kong; and Melbourne-based Western Asset Management Company Pty Ltd. Further, Western Asset Management Company Limited operates a branch in Dubai. Those entities are not covered by this brochure. Further information about these entities may be found below.

History

Western Asset is one of the world's leading investment management firms. Its sole business is managing fixed-income portfolios, an activity Western Asset has pursued for over 40 years.

Western Asset Management Company was founded in Los Angeles, California in October 1971 by United California Bank (which later became First Interstate) before relocating to Pasadena, California, where it is currently headquartered.

In December 1986, Western Asset was acquired by Legg Mason, Inc ("Legg Mason"), a NYSE-listed, independent asset management firm based in Baltimore, Maryland. Western Asset operates as an autonomous investment management company. Western Asset has entered into a revenue-sharing agreement with Legg Mason that allows Western Asset to retain control over a substantial percentage of its revenues.

In February 1996, in order to broaden Western Asset's non-US dollar capabilities, Legg Mason acquired Lehman Brothers Global Asset Management, based in London, and renamed it Western Asset Management Company Limited. It is authorized and regulated by the Financial Services Authority.

In September 2000, Western Asset Management Company (Asia) Pte. Ltd. (previously known as Legg Mason Asset Management (Asia) Pte Ltd) was established in Singapore. In December 2003, the office was expanded when Legg Mason acquired Rothschild Asset Management (Singapore) Limited and merged it into the existing Singapore operation. The Singapore office, Reg. No. 200007692R, is a holder of a Capital Markets Services Licence for fund management and regulated by the Monetary Authority of Singapore.

In December 2005, in order to further enhance Western Asset's capabilities and global presence, Legg Mason acquired a substantial part of Citigroup's asset management business in exchange for its brokerage and capital markets business. As part of this transaction, the Firm gained new offices in Hong Kong, Melbourne, New York, Sao Paulo and Tokyo, as well as related staff and assets. Note that Western Asset Management Hong Kong (fixed income business), although a division of Legg Mason Asset Management Hong Kong Limited, is operated and managed by Western Asset.

Western Asset Tokyo is a registered financial instruments dealer whose business is investment advisory or agency business, investment management, and Type II Financial Instruments Dealing business with the registration number KLFB (FID) No. 427, and a member of Japan Securities Investment Advisers Association (membership number 011-01319).

Western Asset Supervised Affiliates

As noted, Western Asset is comprised of a number of affiliated investment managers. Set forth below is a list of these affiliated entities and the dates as of when they were established or came under Western Asset management:

Entity	Jurisdiction	Date
Western Asset Management Company	United States	1971
Western Asset Management Company Limited	United Kingdom, UAE	1986
Western Asset Management Company PTE. LTD	Singapore	2000
Western Asset Management Company PTY LTD	Australia	2005
Western Asset Management Company DTVM Limitada	Brazil	2005
Western Asset Management Company LTD.	Japan	2005

Western Asset and its supervised affiliates' global presence includes 904 employees and a client base totaling 529, representing 40 countries, 1,066 accounts, and \$446.7 billion in assets under management as of March 31, 2012..

The Pasadena office is responsible for managing US fixed-income mandates, including the related portions of Western Asset's broader portfolios and servicing the Firm's US relationships. It undertakes all investment-related activities including investment management, research and analysis, securities settlement, and client service. The Pasadena office is also the Firm's headquarters.

The New York office is primarily responsible for the Firm's liquidity and municipal products. It undertakes all investment-related activities including investment management, research and analysis, securities settlement, and client service.

The Sao Paulo office is responsible for managing Brazilian fixed-income mandates, including the related portions of Western Asset's broader portfolios, and servicing the Firm's Brazilian relationships. Unlike other offices, it also manages equity and balanced accounts. It undertakes all investment-related activities including investment management, research and analysis, securities settlement, and client service.

The London office is responsible for managing global and non-U.S. dollar fixed-income mandates, including the related portions of Western Asset's broader portfolios, as well as servicing these relationships. It undertakes all investment related activities including investment management, research and analysis, securities settlement, and client service. The London office operates a Dubai office which is responsible for servicing the Firm's Middles Eastern relationships. The office performs client service and marketing functions and is a branch of Western Asset Management Company Limited.

The Singapore office is dedicated to managing Asian (excluding Japan) fixed-income mandates, and providing input and analysis for the Asian portions of Western Asset's broader portfolios, as well as servicing these relationships. It undertakes all investment-related activities including investment management, research and analysis, securities settlement, and client service.

The Hong Kong office is responsible for servicing the Firm's Hong Kong and China relationships. The office performs client service and marketing functions.

The Tokyo office is responsible for managing Japanese fixed-income mandates, including the related portions of Western Asset's broader portfolios, as well as servicing these relationships. It undertakes all investment-related activities including investment management, research and analysis, securities settlement, and client service.

The Melbourne office is responsible for managing Australian and New Zealand fixed-income mandates, including the related portions of Western Asset's broader portfolios, and servicing the Firm's Australian relationships. It undertakes all investment related activities including investment management, research and analysis, securities settlement, and client service.

Products and Services

Western Asset provides investment management and advisory services for a broad range of fixed income portfolios, including broad market portfolios and more specialized and tailored portfolios. It does not manage equity portfolios except in limited circumstances, although certain types of instruments which may be considered to have equity characteristics, such as preferred stock and convertible instruments are commonly found in certain fixed income investment portfolios that we manage. Western Asset's principal investment strategies are as follows:

Absolute Return

Asia External Debt

Asia Local Currency	Singapore Core
Commodity Plus	UK Core
Emerging Markets	UK Corporate
Emerging Markets Corporate Aggregate	UK High Alpha
Emerging Markets Local Currency	UK Long Duration
Euro Core Full Discretion	UK Unconstrained
Global Alpha Opportunities	US Bank Loan
Global Core Full Discretion (Ex Japan, JPY Unhedged)	US Core
Global Core Full Discretion (USD Hedged)	US Core Full Discretion
Global Credit	US Corporate
Global Credit Absolute Return	US Enhanced Cash
Global High Yield	US Enhanced Liquidity
Global Inflation-Linked (USD Unhedged)	US High Yield
Global Kokusai ^Q	US Index Plus
Global Multi-Sector (USD Unhedged)	US Intermediate
Global Sovereign (USD Unhedged)	US Limited Duration
Global Sovereign Limited Duration	US Limited Duration Constrained
Global Sovereign ^Q	US Long Duration Full Discretion
Investment Grade Credit	US Managed Cash
Investment Grade Credit Plus	US Municipal Intermediate
Japan Core	US Municipal Money Market
Japan Core Full Discretion	US Structured Products
Managed Currency ^Q	US TIPS Full Discretion
Singapore Cash	US Tax Efficient Short

All or a part of any account may be sub-advised by SEC registered supervised affiliates other than the legal entity directly contracting with a client. Appendix A contains more details about the products.

Western Asset generally tailors its advisory services and products to client needs and requirements. Western Asset typically reviews and crafts investment objectives and guidelines in detail with new clients as part of the start up process, and revisits objectives and guidelines with existing clients over time as their investment requirements change.

Western Asset's US offices also provide investment management services to clients under various 'wrap fee programs' that may be sponsored by banks, broker-dealers or other investment advisers that may or may not be affiliated with Western Asset. Wrap program clients should carefully review the terms of the relevant agreement with their sponsor to understand the terms, services, minimum account size and any additional fees that may be associated with their account and participation in the wrap fee program. Western Asset receives a portion of the wrap fee for services provided to such accounts. In light of the relatively small size of these accounts when compared to those of institutional clients Western Asset has developed products specifically for wrap fee programs and clients. Where Western Asset's US offices have discretion, Western Asset makes investment decisions that are consistent with the strategy selected by the client and sponsor. Where Western Asset does not have discretion, Western Asset provides information (*e.g.*, model portfolios) to the sponsor to be used by the sponsor or other investment professional in implementing investment decisions.

Regulatory Assets Under Management

Managing Office	Number of Client Accounts		Regulatory Assets Under Management
US (<i>Pasadena and New York</i>)	687	\$	343,013,297,314
London	163	\$	42,371,209,732.
Singapore	27	\$	3,772,609,087
Tokyo	18	\$	24,020,585,089
Total	895	\$	413,177,701,222

Advisory Services

In addition to its traditional discretionary investment management services, in 2010 Western Asset started an “Advisory Services” group. This group seeks to provide detailed, unbiased consulting advice on complex financial situations such as interest rate and foreign exchange hedges (typically through the use of derivatives) held by institutions, or valuation of structured products held by banks and insurance companies. This team of dedicated resources is a focal point by which advisory clients can access the full expertise of the broader Firm. This advice may or may not be combined with discretionary management.

Item 5. Fees and Compensation

Western Asset provides fixed-income management services to a wide variety of primarily institutional clients. In accordance with a client's investment management agreement, fees are generally calculated quarterly based on an annualized percentage charge on the value of the portfolio and typically billed in advance. Fees generally are not negotiable, but may be under exceptional circumstances. In the event of account termination, fees paid in advance will be prorated to the date of termination specified in the notice of termination, and any unearned portion thereof will be refunded to the client. Although agreements are individually negotiated and may vary, either clients or Western Asset, generally, have the right to terminate the advisory agreement by giving the other party thirty (30) days written notice. Existing clients may be currently charged per a fee schedule that was agreed to in the past and which may differ from Western Asset's current fee schedule.

Western Asset will normally negotiate a performance-based fee on request subject to any regulatory limits on fees. In such an arrangement, compensation is typically based on account performance relative to a mutually agreed benchmark. Performance-based fees vary depending on the extent to which Western Asset is authorized to employ a full array of investment techniques. In certain cases Western Asset may be paid a percentage of the account's return (*e.g.* 20%), typically above a "hurdle" or base return. Please see Item 6, "Performance-Based Fees and Side-by-Side Management" for information concerning conflicts of interests related to Western Asset's accounts that pay performance-based fees.

Western Asset typically acts solely as portfolio manager for an account and not as custodian or another service provider. Clients will pay separate fees to third parties for those services. Western Asset's US offices do maintain a family of privately offered commingled funds, primarily for those institutions seeking a strategic or opportunistic allocation to a certain investment sector or strategy. Those funds will pay custodian and administrative fees and other expenses to third party custodians, administrators and service providers such as accountants and lawyers, reducing the return to investors. Western Asset is also a sub-adviser to mutual funds administered by Legg Mason and its other affiliates. Those funds will pay management, administration and other fees to Legg Mason or its other affiliates.

Almost all fixed income instruments trade at a bid/ask spread and without an explicit brokerage charge. Accordingly, while there is not a formal trading expense, clients will bear the implicit trading costs reflected in these spreads. See Item 12, "Brokerage Practices" below for more information about Western Asset's brokerage practices.

Western Asset typically bills clients for fees but at client direction and agreement may deduct fees from assets. (This election does not extend to clients of the London office due to local regulation.) Western Asset believes its fees are similar to those charged by many other investment advisory firms for similar services; however, fixed-income management services may be available from other sources for lower fees.

Neither Western Asset nor its supervised persons accept compensation for the sale of securities or other investment products.

Current Fee Schedule

Below is a copy of Western Asset's current standard fee schedule.

Strategy	Fee	Minimum Account/Fee Size
Asia External Debt	.40 of 1% on first \$50 million .20 of 1% on amounts over \$50 million <i>With Japanese Consumption Tax:</i> .42% on first USD 50 million .21% on amounts over USD 50 million	The minimum separate account size is \$50 million
Asia Local Currency	.40 of 1% on first \$50 million .20 of 1% on amounts over \$50 million <i>With Japanese Consumption Tax:</i> .42% on first USD 50 million .21% on amounts over USD 50 million	The minimum separate account size is \$25 million
Commodity Plus	.30 of 1% on the first \$75 million .15 of 1% on the amount over \$75 million	The minimum separate account size is \$50 million
Currency Alpha	.30 of 1% on the first \$100 million .15 of 1% on the amount over \$100 million <i>With Japanese Consumption Tax:</i> .315 of 1% on first ¥10 billion .1575 of 1% on amounts over ¥10 billion	The minimum separate account size is \$20 million
Emerging Markets	.40 of 1% on first \$100 million .20 of 1% on amounts over \$100 million. <i>With Japanese Consumption Tax:</i> .42% on first USD 50 million .21% on amounts over USD 50 million	The minimum separate account size is \$50 million
Emerging Markets Corporate Aggregate	.40 of 1% on first \$100 million .20 of 1% on amounts over \$100 million <i>With Japanese Consumption Tax:</i> .42% on first USD 100 million .21% on amounts over USD 100 million	The minimum separate account size is \$50 million
Emerging Markets Local Currency	.40 of 1% on first \$100 million .20 of 1% on amounts over \$100 million <i>With Japanese Consumption Tax:</i> .42% on first USD 100 million .21% on amounts over USD 100 million	The minimum separate account size is \$50 million
Euro Core Full Discretion	30 of 1% on first €75 million .15 of 1% on amounts over €75 million	The minimum separate account size is €50 million.

Strategy	Fee	Minimum Account/Fee Size
Global Alpha Opportunities	1.00% Mgt Fee on first \$100 million 15.0% Participation Fee on first \$100 million 0.75% Mgt Fee on amounts over \$100 million 12.5% Participation Fee on amounts over \$100 million. <i>With Japanese Consumption Tax:</i> 1.05% Mgt Fee on first USD 100 million 15.75% Participation Fee on first USD 100 million 0.7875% Mgt Fee on amounts over USD 100 million 13.125% Participation Fee on amounts over USD 100 million.	The minimum separate account size is \$50 million
Global Core Full Discretion (USD Hedged)	.40 of 1% on first \$100 million .20 of 1% on amounts over US\$100 million <i>With Japanese Consumption Tax:</i> .42% on first USD 100 million .21% on amounts over USD 100 million	The minimum separate account size is \$50 million
Global Core Full Discretion (Ex Japan, JPY Unhedged)	<i>With Japanese Consumption Tax:</i> .42% on first USD 100 million .21% on amounts over USD 100 million	The minimum separate account size is JPY ¥5 billion
Global Credit	.35 of 1% on first \$100 million .175 of 1% on amounts over \$100 million <i>With Japanese Consumption Tax:</i> .3675% on first USD 100 million .18375% on amounts over USD 100 million	The minimum separate account size is \$50 million
Global Credit Absolute Return	1% on all assets	The minimum separate account size is \$25 million
Global High Yield	.40 of 1% on first \$100 million .20 of 1% on amounts over \$100 million	The minimum separate account size is \$50 million
Global Inflation-Linked (USD Unhedged)	.30 of 1% on first \$100 million .15 of 1% on amounts over \$100 million.	The minimum separate account size is \$50 million
Global Multi-Sector (USD Unhedged)	.40 of 1% on first \$100 million .20 of 1% on amounts over \$100 million. <i>With Japanese Consumption Tax:</i> .42% on first USD 100 million .21% on amounts over USD 100 million	The minimum separate account size is \$50 million

Strategy	Fee	Minimum Account/Fee Size
Global Kokusai ^Q (Ex Japan, JPY Unhedged)	<i>For accounts with tracking error/excess return targets up to 200 bps:</i> 0.315 of 1% on first JPY 10 billion (0.30% without Japanese Consumption Tax) 0.1575 of 1% on amounts over JPY 10 billion (0.15% without Japanese Consumption Tax)	The minimum separate account size is JPY ¥5 billion
	<i>For accounts with tracking error/excess return targets above 200 bps:</i> 0.42 of 1% on first JPY 10 billion (0.40% without Japanese Consumption Tax) 0.21 of 1% on amounts over JPY 10 billion (0.20% without Japanese Consumption Tax)	
Global Sovereign (USD Unhedged)	.30 of 1% on first \$100 million .15 of 1% on amounts over \$100 million.	The minimum separate account size is \$50 million
Global Sovereign Limited Duration	.25 of 1% on the first \$100 million .125 of 1% on the amount over \$100 million	The minimum separate account size is \$50 million
Global Sovereign ^Q (USD Unhedged)	<i>For accounts with tracking error/excess return targets up to 200 bps:</i> 30 of 1% on the first \$100 million .15 of 1% on the amount over \$100 million	The minimum separate account size is \$50 million
	<i>For accounts with tracking error/excess return targets above 200 bps:</i> .40 of 1% on the first \$100 million .20 of 1% on the amount over \$100 million	
Investment Grade Credit	.30 of 1% on first \$100 million .15 of 1% on amounts over \$100 million	The minimum separate account size is \$75 million
Japan Core	.25 of 1% on first ¥5 billion .15 of 1% over ¥5 billion	The minimum separate account size is JP¥5 billion.
	<i>With Japanese Consumption Tax:</i> .02625 of 1% on first ¥5 billion .1575 of 1% on amounts over ¥5 billion	
Japan Core Full Discretion	.30 of 1% on first ¥5 billion .20 of 1% over ¥5 billion	The minimum separate account size is JP¥5 billion.
	<i>With Japanese Consumption Tax:</i> .315 of 1% on first ¥5 billion .21 of 1% on amounts over ¥5 billion	
Singapore Cash	0.20 of 1% on first SG\$10 million 0.12 of 1% on next SG\$90 million 0.09 of 1% on next SG\$100 million 0.07 of 1% on amounts over SG\$200 million	The minimum separate account size is SG\$75 million
Singapore Core	.25 of 1% on first SG\$50 million .20 of 1% on next SG\$50 million .15 of 1% on amounts over SG\$100 million	The minimum separate account size is SG\$25 million

Strategy	Fee	Minimum Account/Fee Size
Total Return Unconstrained (TRU) Bond	.60 of 1% on the first \$100 million .40 of 1% on the amount over \$100 million <i>With Japanese Consumption Tax:</i> .63% on first USD 100 million .42% on amounts over USD 100 million	The minimum separate account size is \$200 million
UK Core	.30 of 1% on first £60 million .15 of 1% on amounts over £60 million	The minimum separate account size for a UK Core portfolio is £60 million
UK Corporate	.30 of 1% on first £60 million .15 of 1% on amounts over £60 million	The minimum separate account size for a UK Corporate portfolio is £60 million.
UK High Alpha	.35 of 1% on first £60 million .175 of 1% on amounts over £60 million	The minimum separate account size f is £60 million.
UK Long Duration	.30 of 1% on first £60 million .15 of 1% on amounts over £60 million	The minimum separate account size is £75 million
UK Unconstrained	.40 of 1% on first £60 million .20 of 1% on amounts over £60 million	The minimum separate account size is £60 million
US Bank Loan	.40 of 1% on the first \$100 million .20 of 1% on the amount over \$100 million <i>With Japanese Consumption Tax:</i> .42% on first USD 100 million .21% on amounts over USD 100 million	The minimum separate account size is \$50 million
US Core	.30 of 1% on the first. \$100 million .20 of 1% on the amount over \$100 million <i>With Japanese Consumption Tax:</i> .315 of 1% on first ¥10 billion .21 of 1% on amounts over USD 100 million	The minimum separate account size is \$75 million
US Core Full Discretion	.30 of 1% on first \$100 million .20 of 1% on amounts over \$100 million <i>With Japanese Consumption Tax:</i> .315% on first USD 100 million .21% on amounts over USD 100 million	The minimum separate account size is \$75 million
US Corporate	.30 of 1% on the first \$100 million .15 of 1% on the amount over \$100 million <i>With Japanese Consumption Tax:</i> .315% on first USD 100 million .1575% on amounts over USD 100 million	The minimum separate account size is \$75 million
US Enhanced Cash	.20 of 1% on the first \$100 million .10 of 1% on the amount over \$100 million	The minimum separate account size is \$75 million
US Enhanced Liquidity	.12 of 1% on the first \$100 million .09 of 1% on the next \$200 million .07 of 1% on the amount over \$300 million	The minimum separate account size is \$100 million

Strategy	Fee	Minimum Account/Fee Size
US High Yield	.40 of 1% on the first \$100 million .20 of 1% on the amount over \$100 million <i>With Japanese Consumption Tax:</i> .42% on first USD 100 million .21% on amounts over USD 100 million	The minimum separate account size is \$50 million
US Index Plus	.30 of 1% on the first \$100 million .20 of 1% on the amount over \$100 million	The minimum separate account size is \$50 million
US Intermediate	.250 of 1% on the first \$100 million .125 of 1% on the amount over \$100 million	The minimum separate account size is \$50 million.
US Limited Duration	.25 of 1% on first \$100 million .125 of 1% on amounts over \$100 million	The minimum separate account size is \$50 million
US Limited Duration Constrained	.20 of 1% on the first \$100 million .10 of 1% on the amount over \$100 million	The minimum separate account size is \$50 million
US Long Duration Full Discretion	.250 of 1% on the first \$100 million .125 of 1% on the amount over \$100 million	The minimum separate account size is \$50 million
US Managed Cash	.12 of 1% on the first \$100 million .09 of 1% on the next \$200 million .07 of 1% on the amount over \$300 million	The minimum separate account size is \$100 million
US Municipal Intermediate	.25 of 1% on the first \$100 million .125 of 1% on the amount over \$100 million	The minimum separate account size is \$50 million
US Municipal Money Market	.12 of 1% on the first \$100 million .09 of 1% on the next \$200 million .07 of 1% on the amount over \$300 million	The minimum separate account size is \$50 million
US Structured Products	.50 of 1% on the first \$100 million .25 of 1% on the amount over \$100 million	The minimum separate account size is \$50 million
US TIPS Full Discretion	.30 of 1% on the first \$100 million .15 of 1% on the amount over \$100 million	The minimum separate account size is \$50 million
US Tax Efficient Short	.25 of 1% on the first \$100 million .125 of 1% on the amount over \$100 million	The minimum separate account size is \$50 million

Item 6. Performance-Based Fees and Side-by-Side Management

Western Asset maintains fee schedules for different strategies, some of which may involve performance fees or other customized fee arrangements. In addition, Western Asset may agree to specific performance fees or other fee arrangements upon client request as well. Such performance fee-based accounts are managed alongside accounts that have a more traditional fee structure (*e.g.*, accounts that pay asset-based fees), typically by the same portfolio manager or team. This arrangement inherently creates a conflict of interest as Western Asset has an incentive to favour performance-based fee accounts in order to increase its revenues. Moreover, in situations where Western Asset is paid a performance fee, it may have an economic incentive to make riskier investments and/or pursue riskier strategies than it otherwise would. There are other potential conflicts that arise from the management of accounts with conflicting investment strategies and accounts in which Western Asset has a proprietary interest. These conflicts could cause Western Asset to favour particular accounts with different strategies or allocate investments to accounts in which it has a significant ownership or financial interest ("proprietary accounts"). Western Asset seeks to mitigate this conflict through a variety of means.

First, Western Asset discloses that this conflict exists to ensure that clients and potential clients are aware of the risks posed by different fee schedules and Western Asset's management of proprietary accounts. Once clients are aware of these potential conflicts, they can evaluate the implications of these conflicts and Western Asset's approach to mitigate these conflicts.

Second, Western Asset maintains a variety of policies and practices that are designed to reduce the potential for favoritism. Western Asset maintains compliance policies and procedures that it believes are reasonably designed to result in fair allocations of investment opportunities to clients over time, even though a specific trade allocation may have the effect of benefiting one or more accounts over other accounts when viewed in isolation. Western Asset frequently bunches (or aggregates) orders to minimize execution costs and optimize the implementation of investment strategies for clients.

Investment allocations are done in a manner that Western Asset believes is fair and equitable, with the presumption that similarly situated clients should generally participate in similar investment opportunities and trades. The most common means of allocating investment opportunities is to allocate based on the proportionate size of each client's account, making adjustments to accommodate individual client factors such as: unique investment goals and guidelines, available cash, liquidity requirements, odd lot positions, minimum allocations, existing portfolio holdings compared to the target weightings and regulatory restrictions. Allocations are developed based on clients with common investment strategies rather than on the particular fee schedules for particular clients.

Third, Western Asset maintains a variety of oversight mechanisms to monitor for situations that might suggest further inquiry would be prudent or that raise potential concerns. From an investment perspective, there are a variety of resources utilized to monitor performance and portfolio management measures such as dispersion and tracking error. Similarly situated accounts are grouped together in Western Asset's systems and data is available to a wide audience beyond a particular portfolio manager. Please see Item 13, "Review of Accounts" in this Form ADV for more information about how client accounts are reviewed. From a regulatory monitoring perspective, Western Asset maintains a compliance monitoring program which has a component dedicated to reviewing allocations through a variety of means. For example, accounts where Western Asset has a proprietary interest are identified and relevant trades subjected to particular scrutiny. Exception reports produced in the process of performance composite construction are reviewed to identify outliers.

Western Asset also maintains policies to identify and monitor the potential conflicts between “alternative investment” or “hedge fund” accounts and other accounts. “Alternative Investments” or “hedge funds” are commonly understood to mean the development, broad distribution and management of investment vehicles that have no investment benchmarks and use long/short strategies and/or investment leverage. Western Asset also may work with separate account clients to manage portfolios that have similar characteristics to “alternative investments” or “hedge funds.” Western Asset maintains additional monitoring for such accounts to seek to ensure that its trade allocation decisions are consistent with its fiduciary duties and are fair and equitable over time.

Alternative Investments Policy

In managing alternative investment and long-only accounts, Western Asset must assure that all accounts are treated fairly in connection with the allocation of investment opportunities and related trading decisions. Western Asset has established policies and procedures that govern investment decision making and trade allocation process for alternative investment accounts. The policies and procedures are designed to meet the fiduciary duties owed to clients, to avoid conflicts of interest, and to meet applicable requirements under the Advisers Act.

While alternative investment (AI) and long-only (LO) accounts share a common investment philosophy, they are subject to different investment objectives and may follow different investment strategies. In general, AI Accounts have greater investment flexibility than LO Accounts. For example, unlike LO Accounts:

- AI Accounts are seldom managed to a benchmark;
- AI Accounts focus on short-term investment horizons and engage in opportunistic trading to take advantage of market inefficiencies;
- AI Accounts can short securities and pursue market neutral, relative value strategies (i.e., strategies that use long and short positions in combination with one another) to seek sources of return that are not correlated with broad market fluctuations; and
- AI Accounts may leverage their portfolios using various financial instruments to increase the potential return of an investment.

Because of these considerations, trading decisions for AI and LO accounts are not identical even though the same portfolio manager may manage both AI and LO accounts. Whether a particular investment opportunity is allocated to only AI accounts or to AI and LO Accounts will depend on the investment strategy being implemented. If, under the circumstances, an investment opportunity is appropriate for both AI and LO accounts, then the investment opportunity generally will be allocated to AI and LO accounts on a pro-rata basis.

Item 7. Types of Clients

Western Asset is primarily an institutional manager and provides investment management services to private and public pension funds, foundations, endowments, insurance companies, international entities, U.S. and non-U.S. government institutions, U.S. and non-U.S. mutual funds, collateralized debt/loan obligations issuers and private investment funds. Western Asset also provides investment advisory services to individuals, primarily through wrap fee programs sponsored by affiliated and non-affiliated third parties.

Client Types as of March 31, 2012

Client Type <i>(clients may fit in to more than one category)</i>	Number of Clients
Individuals (Non-High Net Worth)	0
High Net Worth Individuals	6
Banking or Thrift Institutions	21
Investment Companies	86
Business Development Companies	0
Pooled Investment Vehicles (Other than Investment Companies)	6
Pension and Profit-Sharing Plans	252
Charitable Organizations	20
Corporations or Other Businesses Not Listed Above*	36
State or Municipal Government Entities	103
Other Investment Advisers	1
Insurance Companies	49
Other**	27

* Does not include individual wrap-fee client accounts Western Asset sub-advises pursuant to arrangements with wrap-fee account sponsors (20,276) as of March 31, 2012).

** Includes other businesses not listed

Please refer to Item 5 "Fees and Compensation" for additional information regarding minimum account size requirements.

Private Funds

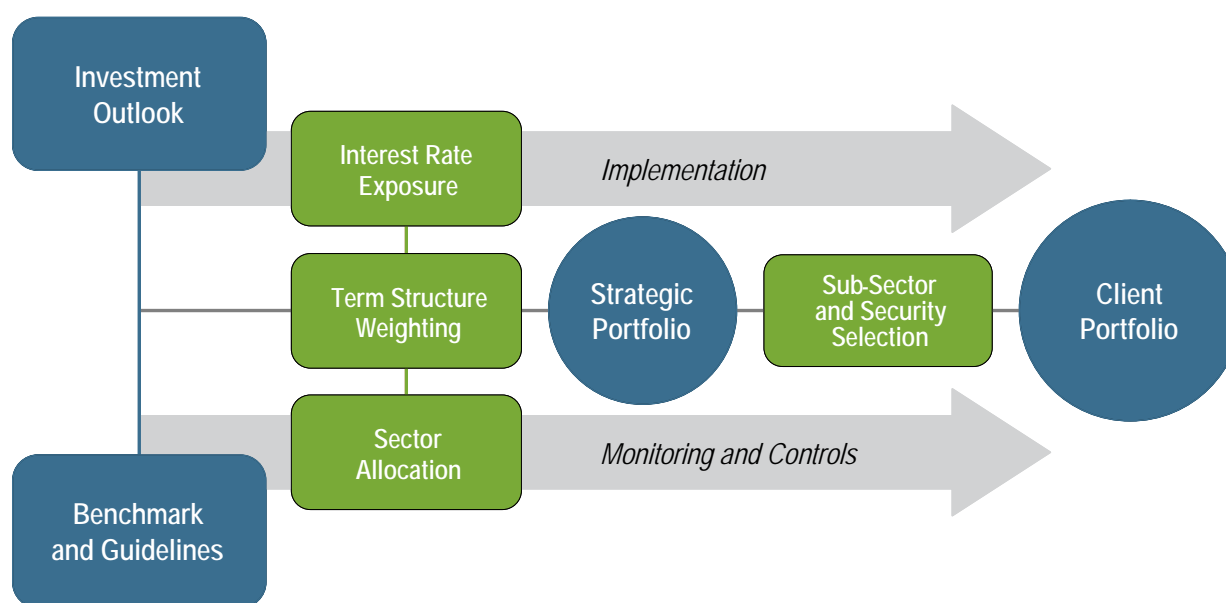
As of March 31, 2012 Western Asset's US office is also the Managing Member and investment manager of 40 private commingled investment funds. These funds are primarily designed to provide Western Asset's clients with opportunistic asset diversification in an effort to augment investment strategies in seeking a client's overall objectives. Investment in the funds is available to all clients with whom Western Asset has signed an Investment Management Agreement and may be used in instances where a client does not meet Western Asset's investment minimum for a separate account. The funds may also be utilized as a vehicle to launch a new strategy or product that may not initially create demand worthy of separate account minimums

Item 8. Methods of Analysis, Investment Strategies and Risk of Loss

Western Asset offers a full range of fixed income products, including Absolute Return, Core and Core Full, Credit and Corporate/High Yield, Emerging/Developing Market, Inflation Linked, Liquidity/Money Market, Long Duration, Mortgage Backed/Structured Product, Municipal Bond/Tax Efficient, Portable Alpha, Short Duration and Sovereign. While its general philosophy and approach is similar for all products, specific analysis and strategies will vary based on the product. More detailed descriptions of strategies are included in Appendix A "Investment Strategies". A general statement of Western Asset's investment philosophy is included below.

There can be no assurance that Western Asset will be successful in implementing any investment strategy. Investing in securities involves the risk of loss which clients should be prepared to bear. A description of the material investment risks associated with Western Asset's investment strategies is included in Appendix B "Material Investment Risks".

Investment Process



Investment Strategy & Process

The strategic goal at Western Asset is to add value to client portfolios while adhering to a disciplined risk control process. The investment management team seeks to exceed benchmark returns while approximating benchmark risk. The Firm's investment philosophy combines traditional analysis with innovative technology applied to all sectors of the market. Western Asset believes inefficiencies exist in the fixed-income markets and attempts to add incremental value by exploiting these inefficiencies across all eligible market sectors. The key areas of focus are:

- Sector & subsector allocation
- Issue selection
- Duration
- Term structure

These areas represent the primary sources of value added in active fixed-income management. Different investment approaches result from the relative weight attributed to each factor. For example, historical analyses of core portfolio performance attribution indicate that sector allocation and issue selection contribute the majority of value added by Western Asset, while duration and term structure decisions account for the remainder.

Sector & Subsector Allocation

For broader market accounts Western Asset seeks to successfully rotate among and within sectors of the bond market, generally preferring nongovernment sectors because they typically offer higher relative yields and have tended to outperform the broad market over long market cycles. Members of the Global Investment Strategy Committee, which is comprised of Western Asset's most senior investment personnel, including senior members in its supervised affiliates' geographic locations, continually analyze the broad economic environment to determine its potential impact on sector performance. They study historical yield spreads, identify the fundamental factors that influence yield spread relationships, and relate these findings to the Firm's projections to determine attractive alternatives.

The Firm's analysts continually augment this process by providing detailed analyses of specific sectors. Corporate analysis includes assiduous credit quality studies and historical yield spread analysis. Mortgage analysis includes the use of external research and integrates the components of prepayment, housing turnover, default and refinancing.

Issue Selection

Issue selection is a bottom-up process to determine mispriced or undervalued securities. The sector teams provide an ongoing assessment of changing credit characteristics and securities with traits such as floating interest rates, hidden underlying assets or credit backing, and securities issued in mergers. Also assessed are newly issued securities. Armed with these sector and issue analyses, the sector teams and portfolio manager select issues opportunistically.

Duration

Normally, Western Asset will seek to limit interest rate risk by restricting portfolio deviation to a percentage (typically 20% for broader market accounts) above or below benchmark duration (although this limit varies and may not apply to different investment processes). The Global Investment Strategy Committee decides on a duration target based on a comprehensive analysis of domestic and international macroeconomic factors, as well as the general political environment. The underlying belief is that interest rates are primarily determined by the level and direction of inflation, and that inflation is primarily a monetary phenomenon. The Global Investment Strategy Committee weighs its views against market expectations, taking on more risk as its views diverge from the market and less risk as they converge. The consensus is not to attempt to time the market, but rather to identify and stay with long-term trends.

Term Structure

Western Asset closely monitors shifts in the yield curve, since the relationship between short-, intermediate-, and long-maturity securities is essential for constructing a long-term investment horizon. The Global Investment Strategy Committee determines implications of the yield curve's shape, along with projections of central bank policy and market expectations, and formulates a yield curve strategy to be implemented by portfolio managers.

Bloc Allocation

In global portfolios, the decision by the global investment team to reduce the weight of one economic bloc relative to benchmark weights and increase the weight of another is motivated by the perception that overall market returns are going to be superior in the bloc whose weight has been increased, or that opportunities for enhancing returns through active management are better there. This kind of bloc re-weighting should usually not affect the strategic variables within the bloc, like sector allocation and term structure.

Currencies

In global portfolios, Western Asset's approach to currencies is to develop long-term strategies based on their risk-diversifying characteristics and notion of underlying value. Since currencies are usually more volatile than bonds, positions tend to be relatively small in order to avoid having the near-term return of the overall portfolio strategy be entirely dominated by currency positions. The global investment team formulates a currency strategy based on the same interpretation of economic trends that form the basis of bond strategies. Currency positions are monitored closely and adjusted tactically.

Portfolio Diversification

Western Asset's investment process provides aggressive diversification via several avenues. The Firm uses multiple independent strategies to capture return and seeks to weight them so that no one strategy has a disproportionate impact. In addition, for broader market portfolios, Western Asset seeks to diversify by sector. Historical exposures have ranged between 10% and 50% for each of the major domestic sectors, such as governments/agencies, corporates and mortgages. The Firm's portfolios are further diversified by issuer and issue. The exact nature of this process may vary by product. For example, issuer diversification typically increases as quality decreases.

Risk Management

Western Asset defines risk as lack of information about the future. A fundamental tenet of investing is that markets provide premiums to investors to incent them to take on risk – that is, to take on investments whose future outcomes involve risk and/or uncertainty. By carefully managing the types and amounts of risk taken, asset managers can collect the market premium for risk while avoiding offsetting losses.

In defining risk, Western Asset seeks to identify aspects of its investments that can lead to uncertainty about the future in order to help predict risk. Some of these aspects include (but are not limited to) exposures to the level of interest rates, the shape of the yield curve, volatility, convexity, inflation, prepayments, credit spreads, defaults, and foreign exchange. Other prominent risks include liquidity (funding and market) and counterparty risk. Western Asset looks at its exposures to these items (usually as a differential to benchmark exposures), as well as its estimates of how volatile these items will be and how they will relate to each other.

An independent Risk Management Department assesses risk in portfolios that represent each of the major strategies that Western Asset manages. Risk Management provides its analyses to the Market and Credit Risk Committee ("MCRC") and to the portfolio managers running the strategies. MCRC evaluates the various sources of risk that impact clients' portfolios, and establishes action plans and prudent internal warning levels to align investment teams with client risk tolerances. Chaired by Western Asset's Chief Risk Officer, the MCRC consists of senior members from Western Asset's portfolio management, risk

management and client service teams. It meets formally, and at a minimum on a monthly basis. Portfolio managers work with Risk Management to evaluate existing portfolios and prospective portfolios to understand the possible risk consequences of various portfolio structures under consideration.

While no metric can fully capture the behavior and risks of a portfolio, the members of the MCRC utilize certain metrics as tools to help augment their qualitative understanding of market and credit risk. For the MCRC's consideration, the risk management group produces forward-looking estimates of future risk behavior, including:

Volatility ratio—The ratio of the volatility (standard deviation) of the portfolio to the volatility of its benchmark. This ratio will tend to be greater than one in environments where investment managers feel risk will be rewarded, and less than one in environments where they feel risk will be punished.

Tracking error—The volatility of the difference in portfolio returns and benchmark returns. Estimated tracking error indicates how much the portfolio's returns may differ from the benchmark's, and should be in line with the client's risk tolerance.

Performance—Large positive or negative performance relative to benchmark is an indication of portfolio risk. While this measure is backward-looking, it serves as a backstop to indicate risks that might not have been detected in forward-looking measures.

The MCRC also considers concentrations in single obligors and in strategies, and seeks to guide portfolios to appropriate levels of diversification. Other regular analyses include:

Predictions/outcomes—checking the relationships our risk analyses predict between top exposures in the portfolio, and the return on the portfolio.

Risk trends—the evolution of risk metrics over time, indicating whether portfolios are de-risking; flat; or increasing risk.

Stress testing and scenario analysis—key long-term funds are subjected to extreme market stresses (such as the 1998 Russian debt crisis), while US money market funds are subjected to SEC-mandated shocks.

Counterparty risk is also evaluated on both a current exposure (market value) basis and a risk adjusted basis. The latter takes into account market-implied default and recovery rates of counterparties.

There is, of course, no assurance that the risk management processes and procedures described herein will be effective. Further, the risk management process does not necessarily lead to a reduction in risk, but seeks to provide information for use in discussions about the proper alignment of portfolio risk-taking; returns-generating themes; and client risk tolerances. Finally, some of the metrics noted above may not apply to a portfolio not managed to a benchmark.

Item 9. Disciplinary Information

Western Asset has no disciplinary actions to report.

Item 10. Other Financial Industry Activities and Affiliations

As previously stated, Western Asset is comprised of several sister-company affiliates which are under common management and supervision. With client permission Western Asset may delegate all or a portion of management of an account to one of these entities. The entities are:

- [Western Asset Management Company](#) (Pasadena and New York) which is registered with the Securities and Exchange Commission and the National Futures Association
- [Western Asset Management Company Limited](#) (London) which is authorized and regulated by the Financial Services Authority and registered with the Securities and Exchange Commission and the Korea Financial Supervisory Commission and the Dubai Financial Services Authority.
- [Western Asset Management Company Distribuidora de Títulos e Valores Mobiliários Limitada](#) (Sao Paulo) which is authorized and regulated by Comissão de Valores Mobiliários and Banco Central do Brasil and registered with the Securities and Exchange Commission.
- [Western Asset Management Company Pty Ltd](#) (Melbourne) ABN 41 117 767 923 which is the holder of the Australian Financial Services Licence 303160
- [Western Asset Management Company Pte. Ltd.](#) (Singapore) Co. Reg. No. 200007692R which is a holder of a Capital Markets Services Licence for fund management and regulated by the Monetary Authority of Singapore and registered with the Securities and Exchange Commission and the Korea Financial Supervisory Commission.
- [Western Asset Management Company Ltd](#) (Tokyo) which is a registered financial instruments dealer whose business is investment advisory or agency business, investment management, and Type II Financial Instruments Dealing business with the registration number KLFB (FID) No. 427, and a member of Japan Securities Investment Advisers Association (membership number 011-01319) and registered with the Securities and Exchange Commission

Registration or licensing with a regulatory body does not imply endorsement by such body of any Western Asset entity.

As previously noted, Western Asset is a wholly-owned subsidiary of Legg Mason, which is also the parent of Legg Mason Investor Services, LLC ("LMIS"), a broker-dealer registered under the Securities Exchange Act of 1934. Western Asset does not presently have any referral or other similar business arrangement with LMIS.

LMIS is the principal underwriter and distributor of the Legg Mason affiliated open-end funds to which Western Asset serves as sub-adviser. Other affiliates of Legg Mason, Legg Mason Fund Adviser, Inc. and Legg Mason Partners Fund Advisor, LLC, each of which is an SEC registered investment adviser, serve as investment managers or advisers of those funds. Western Asset's global offices may also serve as the adviser or sub-adviser to several SEC registered closed-end funds, some of which are advised by these Legg Mason entities or other SEC registered investment advisers.

A number of Western Asset's US-based employees, including members of management, are registered with FINRA as registered representatives of LMIS. Western Asset employees registered as LMIS representatives actively market Western Asset money market funds. However, these employees do not receive sales commissions from LMIS.

Western Asset's US-based entity is registered as a commodity pool operator and a commodity trading advisor. A number of Western Asset US-based employees, including members of management, are registered as Associated Persons or Registered Principals with the National Futures Association.

Affiliations and Conflicts of Interest

Although Western Asset is committed to acting in the best interests of its clients, in some situations there may be conflict of interest between Western Asset's interests and a client's interests or there may be conflicts in the interests of multiple clients. Many of these conflicts of interest are inherent in operating an investment advisory business. For example, Western Asset may have an incentive to resolve a matter in favor of clients that are affiliates of Western Asset over clients that are not affiliates. Western Asset has adopted policies and procedures that it believes are reasonably designed to mitigate these conflicts of interest.

Various investment adviser affiliates of Western Asset may provide advice to their clients with respect to investment strategies that are similar to or the same as their related adviser. Those advisory affiliates may purchase on behalf of their clients the same securities. As a result, the interests of one affiliate's clients may conflict with the interests of clients of affiliated advisers. For example, if an investment adviser affiliate implements a portfolio management decision for its client ahead of, or contemporaneously with, a decision another affiliate makes for its client(s), the market impact of the decision made by one advisory affiliate could result in the other affiliate's clients receiving less favorable trading results than they otherwise would. One affiliate's trade allocation and trade aggregation procedures do not typically apply to portfolio management decisions and trading executed by other Western Asset investment advisory affiliates.

Western Asset provides investment advice to a large number of clients. In some circumstances officers or employees of Western Asset may service as members of a board of directors of (or have similar responsibilities with respect to) a pooled investment vehicle that pays fees to Western Asset, which in some circumstances could be performance-based fees. As a result, it is possible that the Western Asset officers and employees who serve in such capacities may have potential conflicts of interest with the pooled vehicle. Each such officer or employee of Western Asset who serves in such a capacity carefully considers his or her obligations to the pooled vehicle and endeavors to resolve any such conflicts fairly.

Please see Item 11, "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading" as well as the Alternative Investments Policy contained in Item 6, "Performance-Based Fees and Side-by-Side Management" for additional information regarding conflicts of interest that arise as a result of Western Asset's investment advisory activities.

Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

All investment advisory firms owe a fiduciary duty to their clients. In its role as a fiduciary, Western Asset endeavors to eliminate and/or mitigate conflicts and potential conflicts of interest. Because conflicts of interest are endemic in the context of externally managed accounts, however, Western Asset's efforts to identify conflicts are ongoing. Western Asset has adopted a variety of controls such as policies, procedures, and oversight mechanisms in order to address the conflicts and potential conflicts of interest discussed below that may arise in the course of Western Asset's business as an investment adviser.

Following are summaries of a number of policies adopted by Western Asset in an effort to address and mitigate these types of conflicts of interest.

Code of Ethics

Western Asset's employees and all persons associated with Western Asset are required to follow Western Asset's Code of Ethics. Subject to satisfying the Code of Ethics and applicable laws, Western Asset employees and affiliates may trade for their own accounts in securities that are held in client accounts. The Code of Ethics emphasizes Western Asset's fiduciary obligation to put client interests first. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of employees will not interfere with the responsibility to make decisions in the best interest of clients.

The principal terms of the Code as it applies to personal trading are as follows:

- Employees must provide detailed reporting on personal trades, including quarterly transaction and annual holdings reports. Employees must also give Western Asset notice of all brokerage accounts so that the duplicate copies of trade confirmations can be sent to the Legal and Compliance Department.
- Employees must pre clear all fixed income trades with certain exclusions such as for money market instruments and government securities. (Employees in the Tokyo office must also pre clear equity trades.) Pre-clearance for equities is not generally required unless the security is on Western Asset's restricted list or is the stock of a Western Asset advised closed-end fund.
- An employee is limited to 75 transactions (buys or sells) per quarter.
- Securities must be held for 60 days excluding money market instruments, government securities and open-end funds not advised by Western Asset. (Employees in the Tokyo office must hold securities for 180 days, excluding money market instruments, government securities and open-end funds advised by Western Asset.)
- Investment professionals may not participate in initial public offerings ("IPOs"). IPOs for other employees and all private placements must be pre cleared and approved by the Legal and Compliance Department.
- Investment professionals may not trade in a security within 7 days of a trade made for a client in that security (the blackout period is one day for other employees).

In order to monitor personal transactions, Western Asset requires employees to have copies of all broker confirmations and statements for employees' personal securities transactions sent to it in order to monitor compliance with the Code. The Legal and Compliance Department is responsible for monitoring compliance with the Code of Ethics. Violations are reported to Western Asset's Chief Compliance Officer and Western Asset's Operations or Management Committee, depending on the office location. Successive violations are subject to increasingly serious consequences, including termination of employment and other sanctions.

The entire discussion under this heading is a summary and is qualified in its entirety by Western Asset's Code of Ethics, Conflicts of Interest Policy, Gifts and Entertainment Policy and Personal Investments with Business Contacts Policy. A copy of Western Asset's Code of Ethics is available to any client or prospective client upon request.

Political Contributions

Investment advisers that, directly or indirectly, use political or charitable contributions in an effort to influence a fiduciaries' decision to hire or retain Western Asset (*i.e.*, "pay-to-play") risk suffering significant legal sanctions and harm to their business and reputation from such practices. As a general matter, neither Western Asset nor any Western Asset employee may make any political contributions to influence a government entity, official or candidate to hire or retain Western Asset or a Legg Mason affiliate as investment adviser, invest or maintain an investment in any fund advised or sub-advised by Western Asset or a Legg Mason affiliate, or influence Western Asset's access to or allocation of securities issued by that government entity. In addition, neither Western Asset nor Western Asset's employees may make political contributions with the intent to accomplish something indirectly that would be otherwise prohibited directly.

All Western Asset employees and their immediate families are required to pre-clear all political contributions made to any candidate (both those that are successful and those that are unsuccessful) or incumbent for any elective office at any level of government in the United States through designated individuals in the Legal and Compliance Department. This includes all federal, state and local contributions, but does not include contributions to political action committees or political parties. Once pre-cleared, employees must confirm the details of the contribution, if made, including the name of the candidate, the office, and the date and amount of the contribution. Contributions may not be made to a political action committee or political party to make a contribution to a particular candidate through indirect means that would otherwise require pre-clearance if made directly.

Western Asset may be required to forego fees for certain accounts in circumstances where certain staff made contributions during or within the 2 years before their employment with Western.

Service as a Director

No Western Asset employees may serve on the board of directors of any public company.

For service on the boards of private companies, prior written authorization of the Western Asset General Counsel or Chief Compliance Officer is required. They will evaluate such roles to determine whether the company is or could become an appropriate investment for client accounts and whether the company is likely to go public in the foreseeable future. Such evaluation may result in the employee being required to forego their director role based on the actual or potential conflicts of interest that may exist. If approval is granted and such company contemplates going public, the employee must notify the Legal and Compliance Department as soon as reasonably feasible and must resign that position prior to going public. In addition, if

authorized, appropriate safeguards and procedures may be implemented through information barriers or other means to prevent the employee from making investment decisions or recommendations with respect to that company.

In addition to obtaining prior approval, employees who serve on the board of a private company must disclose such role when asked to disclose personal affiliations or associations. If the employee, in their role as director, has investment control over the assets of the company, the employee may be deemed to have a beneficial interest in the investment activities of the company and the investment activities of the company would become subject to Western Asset's Code of Ethics.

Gifts and Entertainment

Western Asset employees may be offered or may receive gifts and entertainment such as hosted dinners or other events from persons that are personally in a position, or potentially in a position, to do business with Western Asset such as clients, broker-dealers, consultants, vendors or other business contacts (generally known as "business contacts"). To ensure that Western Asset's employees are not beholden to a business contact and that their judgment remains unimpaired in this regard, Western Asset employees may only accept appropriate and reasonable gifts and entertainment as further detailed in Western Asset's gifts and entertainment policy.

In summary:

- Employees may not keep gifts with a value in excess of \$100 (or its non-USD equivalent) and may not accept cash or cash equivalents in any amount.
- Entertainment events (dinners, sporting and entertainment events) must be reported to the Legal and Compliance Department.
- To the extent the event has a value in excess of \$100 (or its non-USD equivalent) employees must contribute the excess to a Western Asset selected charity. Events with a value in excess of \$100 (or its non-USD equivalent), events outside the metropolitan area in which the employee resides and events involving family members require senior management approval.
- Normal business lunches are not subject to these provisions.

Outside Business Activities

Employees' personal activities, associations or functions may create potential conflicts of interest. The personal interests of Western Asset personnel must not be placed improperly before the interests of Western Asset or its clients. Outside business activities broadly include becoming employed by any other person or entity, receiving compensation from any other person or entity, or servicing as an officer, director or partner of another entity. Even if not technically included within this definition, all Western Asset employees are committed to be mindful of their personal activities and associations and the potential conflicts of interest that arise for Western Asset and its clients. Any employees engaging in outside business activity involving a financial services industry (*i.e.*, banking, securities, brokerage, insurance, etc.) are required to receive pre-clearance from either the General Counsel or Chief Compliance Officer.

Personal Investment with Business Contacts

To avoid conflicts or potential conflicts, any investment knowingly made by a Western Asset employee together with a Western Asset Business Associate ("Business Associate") in a Personal Investment must be approved in advance. Business Associates are considered: (i) any client, potential client, vendor, broker or other third party that does or desires to do business with Western Asset, (ii) persons that are associated with those entities described in (i) above who are personally in a position to actually or potentially be involved in doing business with Western Asset, or (iii) entities controlled by persons described in (ii) above.

A "Personal Investment" is any investment: (a) in a non-publicly traded entity such as a joint venture, partnership, limited liability company, new or existing business or similar type of business enterprise, (b) in real estate, real property or in a new or existing business, or (c) in non-publicly traded securities or any type of restricted investment limited to persons who meet only particular sophistication or financial qualification criteria.

Any approved investment must be re-submitted for approval if circumstances materially change or information provided in the course of obtaining approval becomes materially inaccurate.

Conflicts of Interest

Set forth below is a description of certain potential conflicts of interest that may arise in the course of Western Asset's activities for its own account and for the accounts of its clients, including pooled investment vehicles and separately managed accounts.

Conflicts Related to Portfolio Management of Multiple Accounts

Western Asset acts as investment adviser to pooled vehicles and separately managed accounts that have similar investment objectives and pursue similar investment strategies. As a result, certain investments identified by Western Asset may be appropriate for multiple clients. Decisions to buy and sell investments for each client advised by Western Asset are made with a view toward achieving such client's investment objectives, however Western Asset may face conflicts of interest in allocating investment opportunities among accounts because Western Asset might receive greater fees or compensation from some accounts than others. Moreover, a particular investment may be bought or sold for only one client or in different amounts and at different times for more than one but less than all clients, even though it could have been bought or sold for other clients at the same time. In addition, when a particular investment is bought or sold for two or more clients on the same date, there can be no assurance that a client will not receive less (or more) of the investment than it would otherwise receive if Western Asset did not have a conflict of interest among clients. Also, a particular investment may be bought for one or more clients when one or more other clients are selling the investment. Investment decisions for clients are made by Western Asset in its best judgment, but in its sole discretion, taking into account such factors as Western Asset believes to be relevant. Such factors may include investment objectives, regulatory restrictions, availability and liquidity of the investment, current holdings, availability of cash for investment, the size of the investments generally and limitations and restrictions on a client's account that are imposed by the client. In effecting transactions, it may not always be possible, or consistent with the investment objectives of Western Asset's various clients, to take or liquidate the same investment positions at the same time or at the same prices. Western Asset generally is not under any obligation to share any investment, idea or strategy with all of its clients.

Western Asset seeks to manage and/or mitigate the potential conflicts of interest described above by following procedures with respect to the allocation of investment opportunities among its clients, including the allocation of limited opportunities.

Information regarding these procedures is provided under Item 6, "Performance-Based Fees and Side-by-Side Management." Notwithstanding these procedures, if Western Asset implements a portfolio decision for one client ahead of, or contemporaneous with, another client, the market impact of the investment decision could result in one or more clients receiving more favorable trading results or reduced costs at the expense of one or more other clients.

Conflicts may arise when clients invest in different parts of an issuer's capital structure, including circumstances in which one or more clients own private securities or obligations of an issuer and other clients may own publicly traded securities of the same issuer. Western Asset may also, for example, direct a client to invest in a tranche of a structured finance vehicle, such as a collateralized loan or debt obligation, where we are also, at the same or different time, directing another client to make investments in a different tranche of the same vehicle, which tranche's interests may be adverse to other tranches. Western Asset may also cause a client to purchase from, or sell assets to, an entity, such as a structured finance vehicle, in which other clients may have an interest. These transactions could have an adverse effect on the clients that have interest in the structured finance vehicle. There may also be conflicts where, for example, a client holds certain loans of an issuer, and that same issuer has issued other loans or instruments that are owned by other clients or by an entity, such as a structured finance vehicle, in which other clients have an interest. In this situation, Western Asset may take actions with respect to the assets held by one client that are potentially adverse to the other clients, for example, by foreclosing on loans or by putting an issuer into default. In negotiating the terms and conditions of any such investments, or any subsequent amendments or waivers, Western Asset may find that the interests of a client and the interests of one or more other clients could conflict. In these situations, decisions over proxy voting, corporate reorganization, how to exit an investment, or bankruptcy matters (including, for example, whether to trigger an event of default or the terms of any workout), may result in conflicts of interest. Similarly, if an issuer in which a client and one or more other clients directly or indirectly hold different classes of securities (or other assets, instruments or obligations issued by such issuer or underlying investments of such issuer) encounters financial problems, decisions over the terms of any workout will raise conflicts of interests (including, for example, conflicts over proposed waivers and amendments to debt covenants). For example, a debt holder may be better served by a liquidation of the issuer in which it may be paid in full, whereas an equity or junior bond holder might prefer a reorganization that holds the potential to create value for the equity holders. Although in some cases Western Asset may refrain from taking certain actions or making investments on behalf of clients because of conflicts (potentially disadvantaging the clients on whose behalf the actions are not taken or investments not made), in other cases Western Asset will not refrain from taking actions or making investments on behalf of some clients that have the potential to disadvantage other clients.

Any of the foregoing conflicts of interest will be resolved on a case-by-case basis. Any such resolution will take into consideration the interests of the relevant clients, the circumstances giving rise to the conflict and applicable laws. Clients should be aware that conflicts will not necessarily be resolved in favor of their interests, and in fact may be resolved in favor of clients that pay Western Asset higher fees or performance-based fees or in which Western Asset or its affiliates have a significant proprietary interest. There can be no assurance that any actual or potential conflicts of interest will not result in a particular client receiving less favorable investment terms in certain investments than if such conflicts of interest did not exist.

Western Asset also acts as the investment adviser to pooled vehicles that Western Asset recommends to clients or, pursuant to the discretionary authority granted to Western Asset by a client, in which Western Asset causes a client to invest. This gives rise to conflicts of interest for Western Asset because Western Asset is paid an asset-based fee by certain of the pooled vehicles and, as a result, has an incentive to cause clients to invest in these pooled vehicles and thereby increase the vehicle's assets and Western Asset's fee. Western Asset will generally credit the amount of any advisory and shareholder service fees paid to Western Asset by the pooled vehicle in respect of such account's investment in the pooled vehicle against the fee payable by the

account to Western Asset pursuant to its investment advisory agreement. This credit will not necessarily eliminate the conflict and Western Asset may continue to have a financial incentive to favor causing clients to invest in Western Asset-affiliated pooled investment vehicles. In addition, Western Asset acts as the investment adviser to pooled investment vehicles that pay performance-based fees. The procedures Western Asset follows to manage the conflicts of interest that arise as a result of the side-by-side management of accounts paying performance-based fees and asset-based fees is included under Item 6, "Performance-Based Fees and Side-by-Side Management."

Western Asset, for its own account or the account of a client, could take a position through a derivative instrument that is linked to a client (or an affiliate thereof) or to an issuer of a security held by a client. It is possible that the structure or characteristics of such derivatives could adversely affect one or more clients. For example, the derivative could represent a leveraged investment, which could make it more likely (due to events of default or otherwise) that there could be significant changes in the values of the underlying securities or the securities of the counterparty to the derivative instrument.

Participation or Interest in Client Transactions

Western Asset does not engage in proprietary trading or investing for its own account, though it may carry out certain FX hedging transactions of its corporate cash. However, Western Asset anticipates that, in appropriate circumstances and consistent with client investment objectives, it or an affiliate may recommend the purchase or sale of securities in which Western Asset or one of its affiliates, employees or clients, directly or indirectly, has a financial interest. This may include circumstances where Western Asset or one of its affiliates or employees invests in a pooled investment vehicle that clients invest in or where Western Asset or one of its affiliates may be paid a performance fee by a pooled investment vehicle (see Item 6, "Performance-Based Fees and Side-By-Side Management"). Western Asset or one of its affiliates, employees or clients may sell securities or other property at the same time that Western Asset is recommending the security or other property to other clients or may buy securities or other property at the same time it is recommending that other clients sell the security or other property.

Conflicts Related to Proprietary Accounts

Western Asset may have conflicts relating to accounts in which it has a proprietary interest. This conflict most often arises in the context of a commingled vehicle where Western Asset has made an investment. This investment may provide an incentive for Western Asset to favor accounts in which it has such an interest over accounts or funds where it does not. In most cases, Western Asset's investment will be limited to modest amounts of seed money. However, Western Asset may make larger investments that result in Western Asset becoming a larger investor in a fund. To address this potential conflict, Western Asset has adopted a policy to address situations where its investment in commingled vehicles may be significant enough to heighten the risk of the potential conflict. Western Asset defines Proprietary Accounts as those accounts where 5% of net assets are owned by Western Asset employees, officers or affiliates. The Legal and Compliance Department monitors the trading activity or proprietary accounts to ensure that the trading in a proprietary portfolio has not disadvantaged clients of Western Asset.

Conflicts Related to Information Known by Western Asset

In connection with its activities, Western Asset may receive information that is not generally available to the public. Western Asset is not obligated to make such information available to its clients or to use such information to effect transactions for its clients. Also, at times, Western Asset's members or employees may come into possession of material, non-public information. Under applicable law, Western Asset is prohibited from improperly disclosing or using such information, including for the benefit

of a client. Western Asset maintains policies and procedures that preclude trading on the basis of, or taking any other action to take advantage of, material non-public information. These procedures may limit Western Asset from being able to purchase or sell securities of the issuer to whom the material, non-public information pertains, rendering illiquid any such security already in a client's account until such time as the ban on trading is lifted.

Western Asset may make information about a client's portfolio positions available to unrelated third parties. These third parties may use that information to provide additional market analysis and research to Western Asset. Western Asset may use that market analysis and research to provide investment advice to clients other than the client whose portfolio positions were used for the analysis.

Additionally, Western Asset may purchase access to information such as subscriptions to periodicals, participation in conferences, research papers, and access to surveys and quarterly performance data from organizations affiliated with professional consultant firms. Western Asset does not make payments to these firms conditioned on favorable evaluations of Western Asset and payments are not made to reward these firms for client referrals. Nonetheless, these firms may believe that they have a financial incentive to give favorable evaluations of Western Asset to their clients and may therefore operate as if they are faced with a conflict of interest. Clients should inquire of their consultants as to whether Western Asset purchases or receives any information from such consultant or any affiliate thereof.

To the extent Western Asset causes its clients to invest in a Western Asset-affiliated pooled vehicle, Western Asset may become aware of information with respect to such pooled vehicle that is not available to other investors in the pooled vehicle. Western Asset is not permitted to communicate or act upon such information in a way that disadvantages other investors in the pooled vehicle and, if such information is material, non-public information, Western Asset may be unable to purchase or sell securities of the pooled vehicle to which the material, non-public information pertains.

Conflicts Related to Cross Trades

To the extent permitted by applicable law, Western Asset's compliance policies and procedures, and a client's investment guidelines, Western Asset may engage in "cross trades" where, as investment manager to a client account, Western Asset causes that client account to purchase a security directly from another client account without the interpositioning of a broker-dealer. This might be done in an effort to reduce transaction costs, increase execution efficiency, and capitalize on timing opportunities. Cross trades present a conflict of interest because Western Asset represents the interests of both the selling account and the buying account in the same transaction. As a result, clients for whom Western Asset executes cross trades bear the risk that one counterparty to the cross trade may be treated more favorably by us than the other party, particularly in cases where the first party pays Western Asset higher management fees. Additionally, there is a risk that the price of a security bought or sold through a cross trade may not be as favorable as it might have been had the trade had been executed in the open market. See Item 12, "Brokerage Practices" for information on Western Asset's policies and procedures related to cross trades.

Conflicts Related to Valuation

In many cases, Western Asset's fees are based on the value and performance of the assets held in the client account. Western Asset generally does not price securities or other assets for purposes of determining fees. However, to the extent permitted by applicable laws, Western Asset, or an affiliate, may be charged with the responsibility to, or have a role in, determining asset values with respect to Western Asset products or accounts from time to time and Western Asset, or an affiliate, may be required

to price a portfolio holding when a market price is not readily available or when Western Asset has reason to believe that the market price is unreliable. To the extent Western Asset's fees are based on the value or performance of client accounts, Western Asset would benefit by receiving a fee based on the impact, if any, of an increased value of assets in an account. When pricing a security, Western Asset attempts, in good faith and in accordance with applicable laws, to determine the fair value of the security or other assets in question. Western Asset generally relies on prices provided by a custodian, a broker-dealer or another third-party pricing service for valuation purposes. When market quotations are not readily available or are believed by Western Asset to be unreliable, the security or other assets may be valued by Western Asset or an affiliate in accordance with applicable valuation procedures.

Conflicts Relating to the Identification and Resolution of Errors

Western Asset, like other investment managers, has a conflict of interest in connection with the identification and resolution of trade errors, operational errors and other errors. Specifically, Western Asset, as a party who may bear some or all of the financial responsibility to correct an error, has an incentive to determine that an error did not occur or, if one has occurred, to resolve it in a manner that minimizes the financial impact on it. Although a conflict of interest may exist, Western Asset endeavors to make determinations in good faith, taking into account all circumstances of which it is aware, including, where appropriate, its own interests and the standards under applicable law and those contained in the client's investment management agreement with Western Asset. A determination by Western Asset that an error has not occurred will not typically be communicated to the relevant client since, in Western Asset's view, no error has occurred, and thus clients will not be afforded an opportunity to assess the reasonableness of Western Asset's conclusions. This conflict is heightened in cases where Western Asset's client is a fund which does not have an independent board of directors, as is the case with the registered investment companies which Western Asset manages. All determinations for these funds with respect to the identification and resolution of errors will be made exclusively by Western Asset because there is no unaffiliated party, such as an independent board of directors, representing the interests of investors. As a result, investors will typically not be informed that an error existed or how it was resolved. See the discussion of Western Asset's error correction policy under "Additional Information" below.

Item 12. Brokerage Practices

Almost all fixed income instruments trade at a bid/ask spread and without an explicit brokerage charge. Accordingly, while there is not a formal trading expense or commission, clients will bear the implicit trading costs reflected in these spreads.

Western Asset maintains a variety of policies and practices to address its approach for trading on behalf of clients. These policies are designed to ensure that Western Asset is being thoughtful when executing transactions on behalf of clients and honoring its fiduciary obligation to seek best execution.

Western Asset seeks to obtain best execution of its clients' trades through monitoring and effectively controlling the quality of trade decisions. The circumstantial and judgmental aspects involved in obtaining best execution with respect to a particular trade are not always quantifiable. Therefore, it is not feasible to define a single measurement basis for best execution on a trade-by-trade basis. Instead, Western Asset focuses on establishing processes, disclosures, and documentation, which together form a systematic, repeatable, and demonstrable approach to seeking best execution.

In addition, when selecting a broker, individuals making trades on behalf of clients are obliged to consider the full range and quality of a broker's services, including execution capability, commission rate (including markups or markdowns), price, the value of research provided, financial responsibility and responsiveness. Western Asset is not obligated to merely get the best price or lowest commission, but rather should determine whether the transaction represents the best qualitative execution for the account.

In selecting brokers for execution, Western Asset seeks to ensure that brokers are selected on the merits and not because of other reasons. Western Asset maintains an approved broker list which is designed to limit trading only to those brokers who demonstrate desk strength, knowledgeable sales coverage, quality research, capital commitment and financial stability. Trades may only be executed with those brokers on the list. Additional scrutiny and monitoring is conducted for those brokers with whom trades involving direct counterparty risk (i.e., risk beyond settlement risk) may be executed.

Western Asset does not trade with any affiliated brokers and does not engage in principal trading. As described in Item 6, "Performance-Based Fees and Side-by-Side Management," Western Asset maintains policies to address the risks associated with trading for accounts in which it has a significant ownership or financial interest. Western Asset also does not make trading decisions on behalf of registered investment companies on the basis of the involvement of a broker in the distribution and sales activities for those funds. In fact, in most cases, Western Asset's role is limited to acting as investment adviser and its staff has no knowledge of the distribution arrangements for sub-advised open-end funds. While Western Asset maintains some referral arrangements from time to time, Western Asset does not direct trade activity on the basis of whether it maintains referral arrangements with any broker-dealer.

Western Asset's philosophy is not to make use of arrangements where brokerage business is promised in exchange for benefits of proprietary or third-party services (i.e., soft dollars or soft commissions). However, in the event that circumstances arise that suggest that entering into a soft dollar arrangement for the purchase of research services is prudent and in the best interests of Western Asset's clients, Western Asset maintains a policy and procedure to govern that process. If Western Asset enters into a soft dollar arrangement, its policy is to only pay for services that directly assist in the investment decision-making process and benefit the best interest of Western Asset clients. In maintaining this standard, all arrangements and services must benefit all clients who would participate in soft dollar trades. Further, all proposed arrangements and/or services must be submitted to the

Broker Review Committee for approval prior to their implementation. Such approved soft dollar arrangements could involve Western Asset causing a client to pay, or being deemed to have paid, commission rates (including markups or markdowns) that are higher than those Western Asset could have otherwise obtained in order to obtain research or brokerage services. To the extent that client brokerage commissions (or markups or markdowns) are used to obtain research or other services, Western Asset would receive a benefit because it may, in that case, not need to produce or pay for the research, products or services received.

Western Asset may receive research or other services (both solicited and unsolicited) from brokers in the ordinary course of trading on behalf of clients. These items are not received pursuant to arrangements or agreements to exchange brokerage activity for services or benefits and are not considered to be obtained using soft dollars. Western Asset is not obliged to direct brokerage in order to receive such information, however receipt of such research or services may be considered in Western Asset's best execution decisions when executing trades. As a result, Western Asset may have any incentive to select or recommend a broker based on its interest in receiving the research or other products or services that the broker provides to Western Asset in the ordinary course of trading for clients, rather than our clients' interest in receiving the most favorable execution.

Western Asset does not maintain directed brokerage arrangements on its own initiative and generally recommends against them in light of the unique features of the fixed-income market and the potential impact on Western Asset's trading decisions. However, clients may request that Western Asset direct the client's brokerage to a particular broker. A directed brokerage arrangement involves a client directive obligating Western Asset to utilize a particular broker or brokers without regard to best execution. Directed brokerage arrangements do not encompass client preferences, goals or instructions that are subject to Western Asset's obligation to obtain best execution. Western Asset's ability to obtain best execution for the client may be hindered by the directed brokerage relationship and that the client may forego any benefit from savings on execution costs that Western Asset could obtain for its other clients through negotiating for volume discounts with brokers.

As discussed previously, Western Asset may engage in internal cross trades where prudent, in compliance with SEC and Department of Labor rules, and where permitted by client contracts. Western Asset does not engage in agency cross transactions (i.e., transactions in which Western Asset earns a fee other than its advisory fee). Internal cross trades are subject to Rule 17a-7 under the Investment Company Act of 1940 for US mutual funds. Western Asset does not permit internal cross trades involving one or more retirement accounts (e.g., subject to ERISA). In other cases, Western Asset will ensure that any internal cross transactions are in the best interests and appropriate for both clients, the transactions should remain consistent with Western Asset's obligations to seek best execution, and an independent or objective pricing mechanism is used.

As described in Item 6, "Performance-Based Fees and Side-by-Side Management," Western Asset frequently bunches (aggregates) orders for client accounts. Please see that item for further information about Western Asset's policy on trade aggregation and the allocation of investments.

Item 13. Review of Accounts

As a core investment matter, on a daily basis members of every account's assigned portfolio management team are responsible for overseeing that account subject to the overall supervision of the account's portfolio manager. As part of this process, Western Asset's Risk Management Department produces a series of standard reports that focus on a portfolio's structure and risk relative to its benchmark, as well as any updates to each portfolio's structure. These reports are reviewed by members of both the investment and risk management teams and used to seek to structure the account properly in accordance with Western Asset's expectations.

Portfolios are also formally reviewed on a regular, ongoing basis. In this process, groups of similarly managed accounts in the same product are examined by the group of portfolio managers responsible for the portfolios being reviewed, several portfolio analysts, and local senior investment officers, including the CIO. The analysts provide a series of reports that list common portfolio and risk statistics, as well as individual portfolio performance. These reports serve as a basis for ensuring all the accounts in the grouping have remained in line with the current product strategy, the other accounts in the group, and their specific client goals.

Risk Management Review

Western Asset has a dedicated Risk Management Department with a separate reporting structure from the Investment Management Department. The Risk Management Department provides analysis and reports used by Western Asset to monitor portfolios. The Department monitors portfolios in the ordinary course as follows:

- On a daily basis each portfolio's key characteristics, such as duration, spread duration, convexity and other analytics are computed for unusual changes or amounts. Portfolios may have daily reports using returns based on a VaR analysis or a daily portfolio and returns-based tracking error reports.
- On a biweekly basis the Risk Management Department undertakes a more intensive review of portfolios and strategies looking at portfolio risk versus articulated return generating themes to seek to address any misalignments of risk and reward themes and at a comparison of portfolio risk versus client risk tolerances.
- On a monthly basis a representative account of each strategy run by Western Asset is analyzed in depth to produce a risk 'dashboard' indicating key risks. This dashboard is provided to the Market and Credit Risk Committee for review. Please see discussion of Risk Management under Item 8, "Methods of Analysis, Investment Strategies and Risk of Loss" for further information about the Market and Credit Risk Committee.

Portfolio Compliance Review

Western Asset maintains a Portfolio Compliance group as part of its Legal and Compliance Department that plays an important role in the mitigation of risk by providing daily monitoring of portfolio trading activity. The function is independent of portfolio management and marketing, reporting to the Head of Risk Management and Operations. All client portfolios are monitored every day through both post trade and pre trade procedures. Upon an account's inception the guidelines are programmed into Western Asset's automated monitoring system (except for a limited number of guidelines which must be monitored by compliance officers manually.) Western Asset maintains portfolio compliance officers and systems directly on the trading desk to provide pre-trade

checks for investments. While not all guidelines and tests are currently able to be monitored on a pre-trade basis, all effort is made to ensure that all client guidelines are monitored, including manual checks. In addition a compliance officer is assigned to each account. Each morning, compliance officers receive exception reports that cover variables specified by client guidelines. Compliance officers research the exceptions and if they appear to represent violations, alert the portfolio teams to bring the accounts back into compliance.

Reports to Clients

The portfolio managers and members of the US Broad Market Committee, described above, regularly report to the boards of directors of the US-based registered investment companies that are advised or sub-advised by Western Asset concerning the investment performance of such accounts. These reports are typically a combination of oral and written reports. Client relationship managers and members of the investment teams for the private funds and separately managed accounts managed by Western Asset provide written or oral reports to clients at various frequencies, including daily, monthly, quarterly and annually. Reports may include some or all of the following, in addition to other information: performance information, information regarding portfolio holdings and characteristics of the portfolio (e.g., average effective duration of the portfolio), market value and transaction information, a summary of the investment mandate, a summary of the relevant market conditions that has affected the performance of the investment portfolio and may affect performance in the future, commentary on relevant markets and/or commentary on the investment strategy. The frequency and content of such reports may be determined based on client preferences and/or regulatory requirements. Other reports also may be generated in response to client requests.

Item 14. Client Referrals and Other Compensation

Under certain circumstances, Western Asset may pay individuals or corporations for referring new clients. Rule 206(4)-3 under the Investment Advisers Act of 1940 (the "Advisers Act") imposes the following restrictions, among others, on the payment of cash referral fees:

- No fee may be paid to a person who has been the subject of certain disciplinary actions as set forth in Rule 206(4)-3.
- There must be a written contract between Western Asset and the referring party before any prospective client can be solicited.
- The referring party must provide each prospective client with a copy of Western Asset's Brochure and a copy of a special disclosure statement.
- Western Asset must receive from the referred client prior to or at the time of entering into any advisory contract, a signed and dated acknowledgment of the client's receipt of the Brochure and the special disclosure document, unless the referring party is affiliated with Western Asset.

Western Asset must make a *bona fide* effort to ascertain whether the referring party has complied with the written contract, and have a reasonable basis for believing that the referring party has so complied.

To the extent that Western Asset maintains referral arrangements, compensation is generally based on a percentage of assets or revenues for a period of time.

For the avoidance of doubt, parties such as affiliates of Western Asset or employees of Western Asset may introduce prospective clients to Western Asset without being subject to a referral arrangement. Such introductions are not generally subject to compensation arrangements for the payment of referral fees. Western Asset employees may be compensated as part of their duties, but an employee carrying out their job functions is not considered to be acting pursuant to a referral agreement and no disclosure statement or written referral agreement is required. Regardless, a Western Asset employee must disclose their affiliation with Western Asset when communicating with a prospect or potential client. If a party affiliated with Western Asset makes an introduction, Western Asset's preference is that they disclose their affiliation but there is no referral agreement or other enforcement mechanism to ensure such disclosure. If that affiliated party makes introductions and receives cash compensation from Western Asset for referrals, the arrangement must be memorialized in writing and the affiliated party must disclose their affiliation with Western Asset to prospective clients. However, in such cases, compliance is not required with the brochure disclosure, acknowledgement and affirmation provisions of Rule 206(4)-3 and as described above.

Typically Western Asset does not receive economic benefits from someone who is not a client for providing investment advice or other advisory services to its clients, although it is possible that from time to time retirement and/or pension plan sponsors may pay all or a portion of Western Asset's management fees in connection with advice provided by Western Asset to a retirement or pension plan instead of having such fees deducted directly from the assets of the applicable plan

Item 15. Custody

Western Asset does not intend to maintain physical custody of client assets, and its UK entity is not registered to hold client assets with the Financial Services Authority. However, under the provisions of Rule 206(4)-2 under the Advisers Act, Western Asset may be deemed to have custody of a client's assets because it either: i) has the ability to deduct the client's fees directly from a custodian account (pursuant to client authorization) or ii) Western Asset or its affiliates acts as adviser and Managing Member for a client that is a pooled investment vehicle.

Physical custody of each client's assets is maintained with a qualified third-party custodian in an account either in the client's name or, in the case of a private fund, the name of the legal entity. Even in the case of Western Asset's sponsored pooled private funds, an unaffiliated third party qualified custodian maintains custody of the funds' assets. "Qualified custodians" are defined under Rule 206(4)-2 generally include banks and savings associations, registered broker-dealers, registered futures commission merchants and foreign financial institutions that customarily hold financial assets. Qualified custodians may charge fees that are separate from Western Asset's fees.

Each client should carefully review account statements from its custodian to ensure that they reflect appropriate activity in the account. Separate account clients may also receive separate account statements from us. Each separate account client should compare the account statements that it receives from its qualified custodian with those that it receives from Western Asset.

Item 16. Investment Discretion

Western Asset accepts discretionary authority to manage securities accounts on behalf of its clients and substantially all of the accounts Western Asset manages are discretionary.

As part of the client intake process Western will review and negotiate an investment management agreement with the client. Typically included or attached to the agreement is a set of investment guidelines governing the management of the account. These are reviewed and discussed with the client upon inception and if Western Asset or the client desires to amend them. Western Asset will not normally commence management of the account without a signed and agreed investment management agreement and guidelines.

Clients will typically seek to limit the account to an agreed set of permitted types of instruments and include requirements for diversification of issuers and sectors, maximum or minimum allocations to asset classes, ratings classifications, currency denomination and other similar characteristics highly dependent on the nature of the account. Western Asset seeks to accommodate these requests subject to concerns about maintaining the account's ability to meet its objective and Western Asset's ability to program the limitations into its compliance systems.

Item 17. Voting Client Securities

As a fixed income manager, Western Asset does not normally receive proxies to vote common stock. However, it has adopted a policy to address the few instances where voting is required.

Proxy Policy and Process

Western Asset's proxy voting procedures are designed and implemented in a way that is reasonably expected to ensure that proxy matters are handled in the best interest of our clients. While the guidelines included in the procedures are intended to provide a benchmark for voting standards, each vote is ultimately cast on a case-by-case basis, taking into consideration Western Asset's contractual obligations to our clients and all other relevant facts and circumstances at the time of the vote (such that these guidelines may be overridden to the extent Western Asset deems appropriate). A summary of the voting procedures is included below. A full copy of the policy and procedures is available upon request. You may also request information detailing how proxies were voted with respect to securities held in your portfolio(s).

Proxy Voting Procedures Summary

Once proxy materials are received they are processed in the following manner:

- a. Proxies are reviewed to determine accounts impacted.
- b. Impacted accounts are checked to confirm Western Asset voting authority.
- c. A review is undertaken to identify any material conflicts of interest.
- d. If a material conflict of interest exists, (i) to the extent reasonably practicable and permitted by applicable law, the client is promptly notified, the conflict is disclosed and Western Asset obtains the client's proxy voting instructions, and (ii) to the extent that it is not reasonably practicable or permitted by applicable law to notify the client and obtain such instructions (e.g., the client is a mutual fund or other commingled vehicle or is an ERISA plan client), Western Asset seeks voting instructions from an independent third party.
- e. Research analysts or portfolio managers determine votes on a case-by-case basis taking into account the voting guidelines contained in Western Asset's procedures. Depending on the best interest of each individual client holding the applicable security that is to be voted, Western Asset may vote the same proxy differently for different clients. The analyst's or portfolio manager's basis for their decision is documented.
- f. Proxies are voted in accordance with the determination received from steps (d) or (e).

Item 18. Financial Information

Not applicable.

Additional Information

Western Asset believes the following information may be of interest and/or important for you to know about certain of its policies and practices.

Error Correction Policy

Western Asset's general policy, except where contractual arrangements or regulatory requirements provide otherwise, is (i) to make a client account whole for any net loss associated with a breach or an error (ii) to retain in a client's account, a net gain resulting from an error.

Western Asset categorizes breaches and errors as follows:

1. Breaches of investment guidelines and/or investment restrictions resulting from any transaction whereby a transaction and/or portfolio is not consistent with:
 - a. Regulatory requirements/restrictions (examples include, but are not limited to, legally improper or prohibited purchases/sales of securities; improper transactions with affiliates; legally improper or prohibited cash/currency transactions); or
 - b. Client mandates (includes prospectus for a fund). Client mandates are limited to written guidelines or instructions, except as otherwise expressly required by a client's investment management agreement.
2. Operational Errors:
 - a. Trading errors include, but are not limited to, execution of incorrect security transaction (other than as described above for breaches of guidelines, restrictions or regulations).
 - b. Settlement errors.

Western Asset is responsible for interpreting and applying this Policy and determining whether a breach or error has occurred. This Policy does not require Western to notify a client if Western Asset investigates a potential breach or error and determines that no breach or error has occurred. The Policy also does not require Western Asset to compensate a client for net losses if no breach or error has occurred or if Western Asset is not responsible for a breach or error, although Western Asset may do so in its discretion.

If a breach or error occurs in a client portfolio, it is Western Asset's policy that the breach or error will be corrected immediately or, in the case of a breach of a client mandate, the client will be promptly contacted to obtain a waiver. If a waiver is declined, the breach will be promptly corrected. If the breach or error, after correction, results in a gain to the client, that gain is retained in the client portfolio. If Western Asset is responsible for a breach or error that, after correction, results in a net loss to a client, Western Asset will reimburse the account for the net loss. The calculation of the amount of any net loss will depend on the facts and circumstances of any breach or error and the exact methodology may vary. For example, in certain circumstances, net loss may be calculated by reference to an index or an alternative security. When evaluating the potential adverse impact of a breach, relative analysis may be considered to compare the returns of an ineligible investment to other comparable eligible securities, benchmarks, indices or other indicators. In cases of breaches or errors involving a derivative instrument, the question of whether the account has suffered a loss will normally include an analysis of whether the account could have achieved similar

investment exposure through other derivatives or the cash markets. If the underlying exposure was permitted, Western Asset will normally take the view that the portfolio did not suffer a loss. The basis of calculation of a net loss will be shared with the client for discussion.

The client will be asked which method of reimbursement they prefer. The client may choose to receive compensation by check, wire or may receive a reduction in fees. Amounts under \$25 (or similar non-USD amount for non-US entities) are considered *de minimis* and are typically not reimbursed on the theory that the indirect cost of review to the client far outweighs the payment.

If Western Asset is aware of errors in client accounts that are not the responsibility of the firm, Western Asset will facilitate communications with third parties in order to arrange appropriate resolution of the error.

Class Action Suit Filings

Unless specifically agreed otherwise, Western Asset will not take action or render advice involving legal action on behalf of a client with respect to securities or other investments held in the client's account or issuer's thereof, which become the subject of legal notices or proceedings, including securities class actions and bankruptcies.

Dual Employment by Affiliates

From time to time employees of Western Asset, including portfolio management employees, may also be employed by entities affiliated with Western Asset, for certain designated purposes and subject to certain conditions designed to ensure compliance with applicable regulatory requirements. In such cases, the affiliated entity shall be responsible for the supervision of the activities of any such appointed employee with respect to the services they provide on behalf of the affiliated entity.

Appendix A—Investment Strategies

Absolute Return

Description: Western Asset's Absolute Return strategy employs actively managed, diversified fixed-income portfolios. Portfolio construction is based on Western's fundamental view of the fixed-income markets and is independent of broad market benchmarks.

Objective: Maximize return consistent with the current market environment and outperform the broad market over the course of a market cycle.

Approach: Construct a portfolio in which the manager intends to actively manage sector, duration and term structure exposure. The manager will be opportunistic and will make tactical changes based on our fundamental assessment of current market conditions.

Asia External Debt

Description: Western Asset's Asia External Debt Bond composite includes portfolios that employ an active, team-managed investment approach around a long-term, value-oriented investment philosophy. These portfolios use diversified strategies in all sectors of the Asian external bond market in seeking to add value while minimizing risk.

Objective: Exceed the benchmark by 100 to 150 basis points annually over the course of a market cycle while approximating benchmark risk.

Approach: Construct a diversified portfolio of Asian sovereign, quasi-sovereign and corporate issuers denominated in US Dollars.

Asia Local Currency

Description: Western Asset's Asia Local Currency composite includes portfolios that employ an active, team-managed investment approach around a long-term, value-oriented investment philosophy. These portfolios use diversified strategies and all sectors of the Asian fixed-income market in seeking to add value while minimizing risk.

Objective: Exceed the benchmark return by 100 to 150 basis points annually over the course of a market cycle while approximating benchmark risk.

Approach: Construct a diversified portfolio of Asian government bonds in their local currencies with a controlled exposure to non-government issuers. The strategy seeks to add value through country allocation/duration, currency, duration, yield curve positioning, sector allocation and sub-sector and issue selection. The strategy seeks to control portfolio risk through controlled through broad diversification across strategies, active risk budgeting and scenario analysis.

Commodity Plus

Description: Western Asset's Commodity Plus strategy employs two components: a synthetic commodity component that will provide exposure to the Index through the use of derivatives, and a fixed-income component intended to generate gains through short-term investments, in excess of the portfolio's expenses.

Objective: Exceed the benchmark by 50 basis points annually over the course of a market cycle while approximating benchmark risk.

Approach: Construct a portfolio in which it is anticipated to primarily gain exposure to the Index through one or more swaps agreements. However, the portfolio may also gain exposure to the Index through other derivatives. The portfolio anticipates that it will continue to maintain exposure to the Index even when the Index is declining.

Emerging Markets

Description: Western Asset's Emerging Markets strategy employs an actively managed approach that is risk controlled and assimilates Western Asset's top-down global economic views with analysts' fundamental and relative value views regarding emerging market country and sector opportunities in an effort to build and maintain a portfolio that generates superior risk-adjusted returns.

Objective: Exceed the benchmark return by 150 basis points annually over the course of a market cycle while approximating benchmark risk.

Approach: Construct and maintain a diversified portfolio of government and corporate issuers in emerging market countries. The strategy seeks to add value through sector rotation, issuer/issue selection and country rotation. Western uses various tools, both external and proprietary, to help identify, measure and manage portfolio risk.

Emerging Markets Corporate Aggregate

Description: Western Asset's Emerging Markets Corporate Aggregate strategy employs an actively managed approach that is risk controlled and assimilates Western Asset's top-down global economic views with analysts' fundamental and relative value views regarding emerging market country and corporate credit opportunities in an effort to build and maintain a portfolio that generates superior risk-adjusted returns.

Objective: Exceed the benchmark return by 150 basis points annually over the course of a market cycle while approximating 300 basis points tracking error.

Approach: Construct and maintain a diversified portfolio of corporate and quasi-sovereign issuers in emerging market countries. The strategy seeks to add value through corporate subsector relative weightings, and issuer/issue selection. Western uses various tools, both external and proprietary, to help identify, measure and manage portfolio risk.

Emerging Markets Local Currency

Description: Western Asset's Emerging Markets Local Currency strategy employs an actively managed approach that is risk controlled and assimilates Western Asset's top-down global economic views with analysts' fundamental and relative value views regarding emerging market country and local currency opportunities in an effort to build and maintain a portfolio that generates superior risk-adjusted returns.

Objective: Exceed the benchmark return by 150 basis points annually over the course of a market cycle while approximating 300 basis points tracking error.

Approach: Construct and maintain a diversified portfolio of local currency issuers in emerging market countries. The strategy seeks to add value through country selection, issuer/issue selection and currencies. Western uses various tools, both external and proprietary, to help identify, measure and manage portfolio risk.

Euro Core Full Discretion

Description: Western Asset's Euro Core Full Discretion composite includes portfolios that employ an active, team-managed investment approach around a long-term, value-oriented investment philosophy. These portfolios use diversified strategies and all sectors of the fixed-income market in seeking to add value while minimizing risk.

Objective: Exceed the benchmark return by 100 basis points annually over the course of a market cycle while approximating benchmark risk.

Approach: Construct a portfolio using all major fixed-income sectors with a bias towards non-sovereign, emphasizing corporate securities. This strategy allows for opportunistic investments in high-yield, emerging markets and non-euro securities. The strategy seeks to add value through sector rotation, issue selection, yield curve positioning, duration management and non-benchmark exposure. The strategy seeks to control market risk by constraining duration exposure.

Global Alpha Opportunities

Description: Western Asset's Global Alpha 1 strategy focuses on relative value and arbitrage opportunities using diversified strategies and liquid securities, independent of broad market benchmarks.

Objective: Maximize absolute return and significantly outperform 3-month LIBOR (3mL) over the long term, targeting annualized returns of 3mL + 7% with expected annualized returns volatility of 5-7%, resulting in a target information ratio of 1.0-1.5. The product can be customized to an investor's excess return objectives and risk tolerance by allowing for higher risk leverage.

Approach: Utilize both qualitative and quantitative approaches in order to perform top-down and bottom-up analyses and construct a diversified portfolio of independent alpha sources using strategies in global rates, credit, volatility, currency and commodity markets. Proprietary relative value models combined with professional insights and experience of the portfolio management team are used to determine the relative value positions that seek to provide optimal risk/return characteristics. Strict investment discipline will be applied at all times and will include appropriate sizing of trades based on risk budgeting and on monitoring the performance of individual trades with adherence to take-profit and stop-loss limits. Primarily invest in derivative securities, allowing for a customizable risk/return profile. Expect to predominantly hold securities with high liquidity and pricing transparency.

Global Core Full Discretion (USD Unhedged)

Description: Western Asset's Global Core Full Discretion (USD Hedged) strategy employs an active, team-managed investment approach around a long-term, value-oriented investment philosophy. These portfolios use diversified strategies and all sectors of the fixed-income market in seeking to add value while minimizing risk.

Objective: Exceed the benchmark return by 150 basis points annually over the course of a market cycle while approximating benchmark risk.

Approach: Construct a portfolio using global fixed-income markets and currencies with a bias towards non-sovereign securities, especially corporate and mortgage-backed securities. The strategy seeks to add value through bloc and currency allocation as well as sector concentration and issue selection. The strategy seeks to control portfolio risk through broad diversification across markets/sectors, duration control and active hedging of currency exposure.

Global Credit

Description: Western Asset Global Credit strategy employs an actively managed investment approach which utilizes the expertise of a large and experienced team of credit analysts, risk analysts and portfolio managers. Western Asset believes that the ability to integrate superior fundamental credit research with relative value analysis will drive performance in credit portfolios.

Objective: Seeks to take advantage of the historically wide spreads currently available globally in the credit sector of the fixed income markets.

Approach: Construct and maintain an unleveraged, diversified portfolio of investment grade corporate bonds based on the fundamental and relative value views of the Western Asset Global Credit team. The strategy seeks to add value through issuer and issue selection and sector and industry rotation.

Global Credit Absolute Return

Description: Western Asset's Global Credit Absolute Return strategy offers investors the flexibility to benefit from both rising and falling credit markets, which traditional long only credit funds are not able to do. Active credit management combined with the flexibility to enter into both long and short positions helps to maximize returns regardless of the interest rate outlook.

Objective: Maximize absolute return with a target return of 8-10% per annum over the course of a market cycle, with an expected volatility of 8-10% per annum (target sharpe ratio of at least 1*).

Approach: Capitalize on Western Asset's deep research and credit capabilities to invest in a diverse portfolio of investment-grade and high-yield credit (including emerging market credit) with a tactical, absolute return focus. Western Asset's credit professionals seek to identify opportunities with maximum flexibility in order to generate positive returns throughout the credit cycle. Multiple, diversified strategies will be identified in all available areas of the investment universe including (but not limited to) duration, yield curve, relative value, sector, subsector, issuer, currency and volatility. A strict investment discipline will be applied at all times and will include appropriate sizing of trades based on risk budgeting. An independent risk team comprised of experienced investment professionals will monitor the strategy and provide a qualitative overlay.

Global High Yield

Description: Western Asset's Global High Yield strategy employs an actively managed approach that is risk controlled and assimilates Western Asset's top-down macro-economic views with credit analysts' fundamental and relative value views regarding industry and issuer opportunities in an effort to build and maintain a portfolio that generates superior risk-adjusted returns.

Objective: Exceed the benchmark return by 150 basis points annually over the course of a market cycle while approximating benchmark risk.

Approach: Construct and maintain a diversified portfolio of high-income securities. The strategy seeks to add value through issuer/issue selection and sector rotation. Western uses various tools, both external and proprietary, to help identify, measure and manage portfolio risk.

Global Inflation Linked (USD Unhedged)

Description: Western Asset's Global Inflation-Linked (USD Unhedged) strategy employs an active, team-managed investment approach around a long-term, value-oriented investment philosophy. These portfolios use diversified strategies in seeking to add value while minimizing risk.

Objective: Maximize real return annually over the course of a market cycle while emphasizing real capital preservation.

Approach: Construct a portfolio primarily of inflation-indexed securities. The strategy seeks to add value through country selection, term structure, issue selection, duration management and currency management.

Global Multi-Sector (USD Unhedged)

Description: Western Asset's Global Multi-Sector (USD Unhedged) strategy employs an active, team-managed investment approach around a long-term, value-oriented investment philosophy. These portfolios use diversified strategies and all sectors of the fixed-income market in seeking to add value while minimizing risk.

Objective: Exceed the benchmark return by 200 basis points annually over the course of a market cycle. Provide income and capital appreciation.

Approach: Construct a strategic multi-sector high yield portfolio by investing in global fixed-income markets and currencies. Primarily, these are mortgage- and asset-backed securities, high-yield corporate securities, investment-grade corporate and securities and emerging market securities. The strategy seeks to add value through active sector selection and by security selection. The strategy seeks to control portfolio risk through broad diversification across markets and sector.

Global Sovereign (USD Unhedged)

Description: Western Asset's Global Sovereign (USD Unhedged) composite includes portfolios that employ an active, team-managed investment approach around a long-term, value-oriented investment philosophy. These portfolios use diversified strategies and investment-grade sectors of the fixed-income market in seeking to add value while minimizing risk.

Objective: Exceed the benchmark return by 150 basis points annually over the course of a market cycle while approximating benchmark risk.

Approach: Construct a portfolio using all major global investment-grade fixed-income markets and currencies, with a bias towards government issues. The strategy seeks to add value through country and currency allocation as well as security selection. The strategy seeks to control portfolio risk through broad diversification across country/sectors and active hedging of currency exposure.

Global Sovereign Limited Duration

Description: Western Asset's Global Sovereign Limited Duration strategy employs an active, team managed investment approach around a value-oriented investment philosophy. These portfolios use diversified strategies to add value while minimizing risk.

Objective: Exceed the benchmark return by 50 bps annually over the course of a market cycle while emphasizing real capital preservation.

Approach: Construct a portfolio of highly-rated securities, using all major global fixed-income market and currencies with a bias towards government issues. The strategy seeks to control portfolio risk through broad diversification across countries, sectors and active hedging of currency exposure. The strategy seeks to add value through country selection, term structure, issue selection, duration management and currency management.

Global Sovereign^o (USD Unhedged)

Description: Western Asset's Global Sovereign^o strategy employs proprietary models and a rigorous quantitative investment discipline combined with the professional insights and experience of portfolio managers. These portfolios focus on global relative value and independence of diversified strategies, including currency allocations, country allocations, duration positioning, and yield curve positioning.

Objective: Excess return objectives are customizable based on investors risk tolerance. Investors can target excess return ranging from 100 to 400 basis points annually over the course of a market cycle, with corresponding 100 to 400 basis points tracking error targets.

Approach: Utilize a model-driven investment discipline and construct a diversified portfolio of independent alpha engines using all major global markets. The strategy seeks to add value through country and currency allocation, as well as duration and yield curve positioning. Rigorous analyses are performed using proprietary quantitative models combined with professional insights and experience of the portfolio management team to determine the relative value positions that seek to provide optimal risk/return characteristics. Risk/return is customizable without the use of financial leverage.

Investment Grade Credit

Description: Western Asset Investment Grade Credit strategy employs an actively managed investment approach which utilizes the expertise of a large and experienced team of credit analysts, risk analysts and portfolio managers. Western Asset believes that the ability to integrate superior fundamental credit research with relative value analysis drives performance in credit portfolios.

Objective: Seeks to take advantage of the historically wide spreads currently available in the credit sector of the fixed income markets.

Approach: Construct and maintain an unleveraged, diversified portfolio of investment grade corporate bonds based on the fundamental and relative value views of the Western Asset Global Credit team. The strategy seeks to add value through issuer and issue selection and sector and industry rotation.

Managed Currency^o

Description: Western Asset's Managed Currency^o strategy employs an active, team-managed investment approach using quantitative, disciplined and diversified currency strategies that seek to add value while minimizing risk.

Objective: Exceed a cash equivalent benchmark by at least 150 basis points annually over the course of a market cycle.

Approach: Construct a diversified portfolio of currencies by rigorously analyzing and monitoring factors generated by a proprietary model, and exploiting inefficiencies using a quantitative, disciplined approach.

Singapore Cash

Description: Western Asset's Singapore Cash strategy invests in Singapore Dollar denominated money market instruments and debt securities with an average maturity of 6 months to 1 year. These portfolios use diversified strategies and can have up to 10% of securities with a maximum maturity of 2 years.

Objective: To achieve a before fees return of above short-term cash deposit whilst managing liquidity and risk to preserve capital of fund.

Approach: The manager seeks to achieve its investment objective by holding a highly liquid, high quality portfolio of cash securities that adhere to strict risk controls. The portfolio is constructed using primarily Treasury bills, bank deposits and corporate and bank securities with maximum maturity of no more than 2 years. The strategy seeks to add value through security selection utilizing rigorous fundamental research with a three-month and twelve-month outlook.

Singapore Core

Description: Western Asset's Singapore Core composite includes portfolios that employ an active, team-managed investment approach around a long-term, value-oriented investment philosophy. These portfolios use diversified strategies and focus predominantly on all sectors of the fixed-income market in seeking to add value while minimizing risk.

Objective: Exceed the benchmark return by 50 to 75 basis points annually over the course of a market cycle while approximating benchmark risk.

Approach: Construct a diversified portfolio of Singapore government and non-government bonds with a controlled exposure to non-Singapore markets. The strategy seeks to add value through duration, yield curve positioning, sector allocation and security selection. The strategy seek to control portfolio risk through broad diversification across strategies, active risk budgeting and scenario analysis.

UK Core

Description: Western Asset's UK Core composite includes portfolios that employ an active, team-managed investment approach around a long-term, value-oriented investment philosophy. These portfolios use diversified strategies and all investment-grade sectors of the fixed-income market in seeking to add value while minimizing risk.

Objective: Exceed the benchmark return by 100 basis points annually over the course of a market cycle while approximating benchmark risk.

Approach: Construct a portfolio using all major fixed-income markets and sectors. The strategy seeks to add value through duration, yield curve, sector rotation, issue selection and non-UK exposure. The strategy seeks to control market risk through constraining duration and currency exposure.

UK Corporate

Description: Western Asset's UK Corporate composite includes portfolios that employ an active, team-managed investment approach around a long-term, value-oriented investment philosophy. These portfolios use diversified strategies and all sub-sectors of the non-government fixed-income market in seeking to add value while minimizing risk.

Objective: Exceed the benchmark return by 75 basis points annually over the course of a market cycle while approximating benchmark risk.

Approach: Construct a portfolio emphasizing the non-government sectors. The strategy seeks to add value through sub-sector rotation, issue selection, duration, yield curve and non-UK exposure.

UK High Alpha

Description: Western Asset's UK High Alpha composite includes portfolios that employ an active, team-managed investment approach around a long-term, value-oriented investment philosophy. These portfolios use diversified strategies and all investment-grade and below investment-grade sectors of the fixed-income market in seeking to add value while minimizing risk.

Objective: Exceed the benchmark return by 150 basis points annually over the course of a market cycle while approximating benchmark risk.

Approach: Construct a portfolio using all major fixed-income markets and sectors. The strategy seeks to add value through duration, yield curve, sector rotation, issue selection and non-UK exposure.

UK Long Duration

Description: Western Asset's UK Long Duration composite includes portfolios that employ an active, team-managed investment approach around a long-term, value-oriented investment philosophy. These portfolios use diversified strategies and all investment-grade sectors of the fixed-income market in seeking to add value while minimizing risk.

Objective: Exceed the benchmark return by 100 basis points annually over the course of a market cycle while approximating benchmark risk.

Approach: Construct a portfolio using all major fixed-income markets and sectors. The strategy seeks to add value through duration, yield curve, sector rotation, issue selection and non-UK exposure. The strategy seeks to control market risk through by constraining duration and currency exposure.

UK Unconstrained

Description: Western Asset's UK Unconstrained composite includes portfolios that employ an active, team-managed investment approach around a long-term, value-oriented investment philosophy. These portfolios use diversified strategies and all sectors of the fixed-income market in seeking to add value while minimizing risk.

Objective: Exceed an internal or similar benchmark return by 200 basis points annually over the course of a market cycle.

Approach: Construct a portfolio using all major fixed-income markets and sectors. The strategy seeks to add value through duration, yield curve, sector rotation, issue selection and non-UK exposure.

US Bank Loan

Description: Western Asset's US Bank Loan strategy employs an active, team-managed investment approach around a long-term, value-oriented investment philosophy. These portfolios use diversified strategies and non-investment-grade sectors of the fixed-income market in seeking to add value while minimizing risk.

Objective: Exceed the benchmark return by 50 to 75 basis points annually over the course of a market cycle while approximating benchmark risk.

Approach: Construct a diversified portfolio consisting of bank loans. The strategy seeks to add value through subsector rotation and issue/issuer selection. The strategy seeks to control market risk through industry and issuer diversification.

US Core

Description: Western Asset's US Core strategy employs an active, team-managed investment approach around a long-term, value-oriented investment philosophy. These portfolios use diversified strategies and all investment-grade sectors of the fixed-income market in seeking to add value while minimizing risk.

Objective: Exceed the benchmark return by 75 basis points annually over the course of a market cycle while approximating benchmark risk.

Approach: Construct a portfolio using all major fixed-income sectors with a bias towards non-Treasuries, especially corporate, mortgage-backed and asset-backed securities. The strategy seeks to add value through sector rotation, issue selection, duration and term structure weighting.

US Core Full Discretion

Description: Western Asset's US Core Full Discretion strategy employs an active, team-managed investment approach around a long-term, value-oriented investment philosophy. These portfolios use diversified strategies and all sectors of the fixed-income market in seeking to add value while minimizing risk.

Objective: Exceed the benchmark return by 115 basis points annually over the course of a market cycle while approximating benchmark risk.

Approach: Construct a portfolio using all major fixed income sectors with a bias towards non-Treasuries. This strategy allows for opportunistic investments in high yield, emerging markets and non-dollar securities. The strategy seeks to add value through sector rotation, yield curve positioning, issue selection and duration management.

US Corporate

Description: Western Asset's US Corporate strategy employs an actively managed approach that is risk controlled and assimilates Western Asset's top-down macro-economic views with credit analysts' fundamental and relative value views regarding industry and issuer opportunities in an effort to build and maintain a portfolio that generates strong risk-adjusted returns.

Objective: Exceed the benchmark by 75 basis points annually over the course of a market cycle while approximating benchmark risk.

Approach: Construct and maintain a diversified portfolio of investment-grade bonds. The strategy seeks to add value through issue selection and sector rotation. Western uses various tools, both external and proprietary, to seek to identify, measure and manage portfolio risk.

US Enhanced Cash

Description: Western Asset's US Enhanced Cash strategy employs an active, team-managed investment approach around a high quality, value-oriented investment philosophy. These portfolios use diversified strategies and all investment-grade sectors of the fixed-income market in seeking to add value while minimizing risk.

Objective: Exceed the benchmark return by 50 basis points annually over the course of a market cycle while emphasizing capital preservation.

Approach: Construct a portfolio using all major fixed-income sectors with a bias towards non-Treasuries, especially corporate, mortgage-backed, and asset-backed securities. The strategy seeks to add value through sector rotation, issue selection and term structure weighting.

US Enhanced Liquidity

Description: Western Asset's US Enhanced Liquidity strategy employs an active, team-managed strategy and utilize a top-down economic and interest rate outlook, combined with a bottom-up security selection process.

Objective: Seeks to achieve returns in excess of the 3-month LIBOR annually over time.

Approach: Construct a portfolio using money market securities and short duration assets including primarily corporate notes, corporate paper, asset-backed securities, US Agency paper and bank obligations. The strategy seeks to add value through yield curve management, sector allocation and security selection.

US High Yield

Description: Western Asset's US High Yield strategy employs an actively managed approach that is risk controlled and assimilates Western Asset's top-down macro-economic views with credit analysts' fundamental and relative value views regarding industry and issuer opportunities in an effort to build and maintain a portfolio that generates superior risk-adjusted returns.

Objective: Exceed the benchmark return by 150 basis points annually over the course of a market cycle while approximating benchmark risk.

Approach: Construct and maintain a diversified portfolio of high-income securities. The strategy seeks to add value through issuer/issue selection and sector rotation. Western uses various tools, both external and proprietary, to seek to identify, measure and manage portfolio risk.

US Index Plus

Description: Western Asset's US Index Plus strategy employs an active team-managed strategy comprised of two components: a synthetic index component that will provide exposure to the equity benchmark through the use of derivatives, and a short duration component that employs a long term value-oriented approach utilizing diversified strategies and all sectors of the fixed-income market in an attempt to add value while minimizing risk.

Objective: Exceed an equity benchmark return by 50 basis points annually over the course of a market cycle while maintaining volatility consistent with the benchmark.

Approach: Construct a portfolio in which cash received is invested in a short-term bond portfolio using Enhanced Cash guidelines while derivatives such as futures, options or swaps are used to replicate the performance of the benchmark. The strategy seeks to earn total returns on the bond portfolio that are greater than the implied financing cost of the derivative contracts generates excess returns.

US Intermediate

Description: Western Asset's US Intermediate strategy employs an active, team-managed investment approach around a long-term, value-oriented investment philosophy. These portfolios use diversified strategies and all Investment-grade sectors of the fixed-income market in seeking to add value while minimizing risk.

Objective: Exceed the benchmark return by 60 basis points annually over the course of a market cycle while approximating benchmark risk.

Approach: Construct a portfolio using all major fixed-income sectors with a bias towards non-Treasuries, especially corporate, mortgage-backed and asset-backed securities. The strategy seeks to add value through sector rotation, issue selection, duration and term structure weighting.

US Limited Duration

Description: Western Asset's US Limited Duration strategy employs an active, team-managed investment approach around a high quality, value-oriented investment philosophy. These portfolios use diversified strategies and all investment-grade sectors of the fixed-income market in seeking to add value while minimizing risk.

Objective: Exceed the benchmark return by 50 basis points annually over the course of a market cycle.

Approach: Construct a portfolio using all major fixed-income sectors with a bias towards non-Treasuries, especially corporate, mortgage-backed and asset-backed securities. The strategy seeks to add value through sector rotation, issue selection, duration and term structure weighting.

US Limited Duration Constrained

Description: Western Asset's US Limited Duration Constrained strategy employs an active, team-managed investment approach around a high quality, value-oriented investment philosophy. These portfolios use diversified strategies and all investment-grade sectors of the fixed-income market in seeking to add value while minimizing risk.

Objective: Seeks to achieve returns in excess of the benchmark

Approach: Construct a portfolio using major fixed-income sectors. The strategy seeks to add value through sector rotation, issue selection, duration and term structure weighting.

US Long Duration Full Discretion

Description: Western Asset's US Long Duration Full Discretion strategy employs an active, team-managed investment approach with a long-term, value-oriented investment philosophy. These portfolios use diversified strategies and selected investment-grade sectors of the fixed income market in seeking to add value while minimizing risk.

Objective: Exceed the benchmark return by 115 basis points annually over the course of a market cycle while approximating benchmark risk.

Approach: Construct tightly-constrained portfolios predominantly using governments and corporates with duration targets in excess of 8 years. Enhance portfolio strategy and seek to control risk through the use of derivatives.

US Managed Cash

Description: Western Asset's US Managed Cash employs an active, team-managed strategy that utilizes fundamental and technical analysis to determine sector weightings.

Objective: Seeks to achieve returns in excess of the benchmark annually over time.

Approach: Construct a portfolio using primarily commercial paper, asset-backed securities, US Treasuries, US Agencies, bank obligations and repurchase agreements. The strategy seeks to add value through using fundamental research to assess the three-month and twelve-month outlook.

US Municipal Intermediate

Description: Western Asset's US Municipal Intermediate strategy employs an active, team-managed strategy around a disciplined investment process backed by state-of-the-art analytics and risk sensitivity in the allocation and selection phase.

Objective: Exceed the benchmark by 30 basis points annually over the course of a market cycle, while seeking to obtain optimal after-tax return.

Approach: Construct a portfolio using municipal securities and seek to add value through yield curve management, sector allocation and security selection.

US Municipal Money Market

Description: Western Asset's US Municipal Money Market strategy employs an active, team managed strategy around a disciplined investment process backed by state-of-the-art analytics and risk sensitivity in the allocation and selection phase.

Objective: Seeks to achieve returns in excess of the benchmark.

Approach: Construct a portfolio using municipal securities and seeks to add value through yield curve management, sector allocation and security selection.

US Structured Products

Description: Western Asset's US Structured Products strategy employs an active, team-managed investment approach around a long-term, value-oriented investment philosophy. These portfolios invest in structured securities including mortgage-backed securities (including mortgage-backed securities issued by nongovernment agency issuers), asset-backed securities (including CDOs, CBOs and CLOs), residual and defaulted securities, and collateralized debt (including aircraft leases, installment loan contracts, sale and leaseback securities, credit tenant lease securities and accounts receivables).

Objective: Maximize total return, consistent with prudent investment management.

Approach: Construct a portfolio using all structured product sectors including non-agency residential mortgage-backed, commercial mortgage-backed and asset-backed securities.

US TIPS Full Discretion

Description: Western Asset's US TIPS Full Discretion strategy employs an active, team-managed investment approach around a long-term, value-oriented investment philosophy. These portfolios use diversified strategies in seeking to add value while minimizing risk.

Objective: Exceed benchmark return by average of 100 basis points annually over the course of a market cycle while approximating benchmark risk.

Approach: Construct a well diversified, higher yielding inflation-protected portfolio with a bias towards Treasury Inflation Protected Securities (TIPS). Exposure to the diversifying sectors (which include credit, global inflation-linked securities and mortgage-backed securities) may be derived through derivative and forward transactions. This strategy allows for opportunistic investments in high yield, emerging markets, non-dollar securities, commodities and bank loans.

US Tax Efficient Short

Description: Western Asset's US Tax Efficient Short strategy employs an active, team-managed strategy utilizing a top-down economic and interest rate outlook, combined with a bottom-up security selection process.

Objective: Exceed the benchmark by 30 basis points annually over the course of a market cycle, while seeking to obtain the optimal after-tax return.

Approach: Construct a portfolio using Treasuries, Agencies, asset-backed securities, mortgage-backed securities and municipal securities. The strategy seeks to add value through yield curve management (duration and position), sector allocation and issue selection.

Appendix B—Investment Risks

Below is a brief summary of the material risks associated with the significant strategies and methods of analysis used by Western Asset. Investing in securities and other financial instruments involves a risk of loss that clients should be prepared to bear. All investment strategies carry some degree of investment, market and political risk. The risks involved for different client accounts will vary based on each client's investment strategy and the type of securities or other investments held in the client's account. Clients should be aware that not all of the risks listed below will pertain to every account; certain risks may only apply to certain strategies. Not all risks are described below.

Interest Rate Risks

The market value of an account's investments will change in response to changes in interest rates. During periods of declining interest rates, the values of fixed income securities generally rise. Conversely, during periods of rising interest rates, the values of such securities generally decline. The magnitude of these fluctuations is generally greater for securities with longer maturities. Notwithstanding the foregoing, because of the resetting of interest rates, adjustable rate securities are less likely than non-adjustable rate securities of comparable quality and maturity to increase significantly in value when market interest rates fall or to decrease significantly in value when interest rates rise (in each case, depending, however, on the characteristics of the reset terms, including the index chosen, frequency of reset and reset caps or floors, among other factors). As a result of principal prepayment features, the values of asset-backed securities generally fall when interest rates rise, but their potential for capital appreciation in periods of falling interest rates is limited because of the prepayment feature. To the extent an account invests in fixed income securities paying no interest, such as zero coupon and principal only and interest only securities, the account will be exposed to additional interest rate risk. In addition, interest rate sensitivity is generally more pronounced and less predictable in instruments with uncertain payment or prepayment schedules.

Credit Risks

An account is also subject to credit risk (*i.e.*, the risk that an issuer of securities will be unable to pay principal and/or interest when due, or that the value of a security will suffer because investors believe the issuer is less able to pay). Financial strength and solvency of an issuer are the primary factors influencing credit risk. In addition, subordination, lack or inadequacy of collateral or credit enhancement for a debt instrument affects its credit risk.

In some cases, the credit risk may be broadly gauged by credit ratings. Changes by recognized rating services in their ratings of securities and changes in the ability of an issuer to make scheduled payments may also affect the value of these investments. However, ratings are only the opinions of the agencies issuing them and are not absolute guarantees as to quality of the rated securities. Additionally, Western Asset may rely on its own independent analysis of the credit quality and risks associated with individual securities considered for an account, rather than relying on ratings agencies or third-party research. Therefore, Western Asset's capabilities in analyzing credit quality and associated risks will be particularly important, and there can be no assurance that it will be successful in this regard.

Government securities are subject to varying degrees of credit risk depending upon how the securities are supported. Not all government securities are backed by the full faith and credit of a national government.

Market Risks

Even in the absence of a credit downgrade or default, the price of fixed income securities held by an account may decline significantly due to reduction in market demand. Market demand for fixed income securities is amplified by liquidity risks.

Management Risks

The investment strategies, techniques and risk analyses employed, while designed to enhance returns, may not produce the desired results. The assessment of a particular security or assessment of market, interest rate or other trends could be incorrect, which can result in losses.

Loans, Loan Participations and Loan Assignments Risks

Bank loans may not be readily marketable and may be subject to restrictions on resale. There can be no assurance that future levels of supply and demand in loan trading will provide an adequate degree of liquidity and no assurance that the market will not experience periods of significant illiquidity in the future.

Investments in loans through direct assignment of a lender's interests may involve additional risks to an account. For example, if a secured loan is foreclosed, the account could become part owner of any collateral, and would bear the costs and liabilities associated with owning and disposing of the collateral.

Participation interests in a portion of a debt obligation typically result in a contractual relationship only with the institution participating out the interest, not with the borrower. An account must rely on the seller of the participation interest not only for the enforcement of its rights against the borrower, but also for the receipt and processing of principal, interest, or other payments due under the loan. This may subject an account to greater delays, expenses, and risks than if it could enforce its rights directly against the borrower. In addition, an account generally will have no rights of set-off against the borrower, and may not directly benefit from the collateral supporting the debt obligation in which it has purchased the participation. In addition, under the terms of a participation agreement, an account may be treated as a creditor of the seller of the participation interest (rather than of the borrower), thus exposing an account to the credit risk of the seller in addition to the credit risk of the borrower. Additional risks include inadequate perfection of a loan's security interest, the possible invalidation or compromise of an investment transaction as a fraudulent conveyance or preference under relevant creditors' rights laws, the validity and seniority of bank claims and guarantees, environmental liabilities that may arise with respect to collateral securing the obligations, and adverse consequences resulting from participating in such instruments through other institutions with lower credit quality.

A loan is often administered by a bank or other financial institution that acts as agent for all holders. The agent administers the terms of the loan, as specified in the loan agreement. Unless, under the terms of the loan or other indebtedness an account has direct recourse against the borrower, it may have to rely on the agent to enforce its rights against the borrower.

A number of judicial decisions in the United States and elsewhere have upheld the right of borrowers to sue lending institutions on the basis of various evolving legal theories (collectively termed "lender liability"). Generally, lender liability is founded upon the premise that an institutional lender has violated a duty (whether implied or contractual) of good faith and fair dealing owed to the borrower or has assumed a degree of control over the borrower resulting in a creation of a fiduciary duty owed to the borrower or its other creditors or shareholders.

In addition, under common law principles that in some cases form the basis for lender liability claims, if a lending institution (i) intentionally takes an action that results in the undercapitalization of a borrower to the detriment of other creditors of such borrower, (ii) engages in other inequitable conduct to the detriment of such other creditors, (iii) engages in fraud with respect to, or makes misrepresentations to, such other creditors or (iv) uses its influence as a stockholder to dominate or control a borrower to the detriment of other creditors of such borrower, a court may elect to subordinate the claim of the offending lending institution to the claims of the disadvantaged creditor or creditors, a remedy termed "equitable subordination."

Western Asset may, with respect to its management of investments in certain loans for an account, seek to remain flexible to

purchase and sell other securities in the borrower's capital structure, by remaining "public." In such cases, it will seek to avoid receiving material, non-public information about the borrowers to which an account may lend (through assignments, participations or otherwise) which may place an account at an information disadvantage relative to other lenders. If its personnel do come into possession of material, non-public information about the issuers of loans that may be held by an account or other accounts managed by it, its ability to trade in other securities of the issuers of these loans will be limited pursuant to applicable securities laws.

Asset-Backed (Including Mortgage-Backed) Securities Risks

Payment of interest and repayment of principal on asset-backed securities largely depends on the cash flows generated by the underlying assets backing the securities. The amount of market risk associated with investments in asset-backed securities depends on many factors, including the deal structure (*i.e.*, determinations as to the required amount of underlying assets or other support needed to produce the cash flows necessary to service interest and principal payments), the quality of the underlying assets, the level of credit support, if any, provided for the securities, and the credit quality of the credit-support provider, if any. Asset-backed securities involve risk of loss of principal if obligors of the underlying obligations default and the defaulted amounts exceed the securities' credit support.

In addition, principal repayment could be materially slowed depending on the cash flows generated by the underlying assets and/or principal losses may materially reduce payments received by an investor. The obligations underlying asset-backed securities, in particular securities backed by pools of residential and commercial mortgages, also are subject to unscheduled prepayment. Consequently, early payment associated with mortgage-backed securities may cause these securities to experience significantly greater price and yield volatility than traditional fixed income securities. During periods of falling interest rates, the rate of mortgage loan prepayments usually increases, which tends to decrease the life of mortgage-backed securities. During periods of rising interest rates, the rate of mortgage loan prepayments usually decreases, which tends to increase the life of mortgage-backed securities.

The value of asset-backed securities also may be affected by other factors, such as the availability of information concerning the pool and its structure, the creditworthiness of the servicing agent for the pool and its ability to service the underlying collateral, the originator of the underlying assets, or the entities providing the credit enhancement. Additionally, the value of asset-backed securities is subject to risks associated with the servicers' performance. In addition, the insolvency of entities that generate receivables or that utilize the underlying assets may result in a decline in the value of the underlying assets as well as costs and delays.

An unexpectedly high rate of defaults on the mortgages held by a mortgage pool may limit substantially the pool's ability to make payments of principal or interest to an account as a holder of subordinated securities, reducing the values of those securities or in some cases rendering them worthless; the risk of such defaults is generally higher in the case of mortgage pools that include so-called 'subprime' mortgages. An unexpectedly high or low rate of prepayments on a pool's underlying mortgages may have a similar effect on subordinated securities. In addition, certain types of asset-backed securities may experience losses on the underlying assets as a result of certain rights provided to consumer debtors under federal and state law.

Risks of Collateralized Debt Obligations

Investing in CDOs may entail a variety of unique risks. Among other risks, CDOs may be subject to prepayment risk, credit risk, liquidity risk, market risk, structural risk, legal risk and interest rate risk (which may be exacerbated if the interest rate payable on a structured financing changes based on multiples of changes in interest rates or inversely to changes in interest rates).

Additional risks include, without limitation: (i) the possibility that distributions from collateral securities will not be adequate to make interest or other payments; (ii) the possibility that the quality of the collateral may decline in value or default, due to factors such as the performance of a structure of the issuer thereof, the availability of any credit enhancement, the level and timing of payments and recoveries on, and the characteristics of, the underlying receivables, loans or other assets that are being securitized, remoteness of those assets from the originator or transferor, the adequacy of and ability to realize upon any related collateral and the capability of the servicer of the securitized assets; (iii) market and liquidity risks affecting the price of a structured finance investment, if required to be sold, at the time of sale; and (iv) if the particular structured product in which an account is invested is invested in a security in which such account is also invested, this would tend to increase such account's overall exposure to the credit of the issuer of such securities.

In many securitizations and CDO and CLO transactions, there are asset and counterparty performance requirements that must be met to ensure income is paid to all investors, rather than being retained in a lock-up or cash reserve as additional credit or liquidity support for senior investors. If an account takes subordinated positions in such transactions, it could result in an elimination, deferral or reduction of the income received by the account.

The underlying collateral in a loan portfolio or securitization is not necessarily individually assessed prior to purchase. Losses may occur not only because of default, but an adverse change in interest rates, poor servicing by an account manager, prepayment occurring outside historical averages, adverse credit spread moves, basis risk movements and lower than assumed collateral recovery rates, among others. Such losses within the collateral may adversely impact the loan portfolio or securitization assets in which an account may invest.

Lower-Rated Securities Risks

Lower-rated securities reflect a greater possibility that adverse changes in the financial condition of the issuer or in general economic conditions (including, for example, a substantial period of declining earnings), or both, or an unanticipated rise in interest rates, may impair the ability of the issuer to make payments of interest and principal. Such lower-rated securities also may be in default. Many issuers of lower-rated securities are highly leveraged, and their relatively high debt-to-equity ratios create increased risks that their operations might not generate sufficient cash flow to service their debt obligations. In addition, many issuers may be (i) in poor financial condition, (ii) experiencing poor operating results, (iii) having substantial capital needs or negative net worth or (iv) facing special competitive or product obsolescence problems, and may include companies involved in bankruptcy or other reorganizations or liquidation proceedings. Certain of these securities may not be publicly traded, and therefore it may be difficult to obtain information as to the true condition of the issuers. Overall declines in the below investment-grade bond and other markets may adversely affect such issuers by inhibiting their ability to refinance their debt at maturity. The inability (or perceived inability) of issuers to make timely payments of interest and principal would likely make the values of securities held by an account more volatile and could limit its ability to sell its securities at prices approximating the values placed on such securities. Lower-rated securities are generally less liquid than higher-rated securities.

When an account invests in securities in the lower rating categories, the achievement of the account's goals is more dependent on Western Asset's ability than would be the case if it were investing in securities in the higher rating categories.

Inflation Linked Securities Risks

The value of inflation-linked securities generally fluctuates in response to changes in real interest rates, which are in turn tied to the relationship between nominal interest rates and the rate of inflation. If real interest rates rise (*i.e.*, if interest rates rise for reasons other than inflation (for example, due to changes in currency exchange rates)), the value of the inflation-linked securities in an account's portfolio will decline. Moreover, because the principal amount of inflation linked securities would be adjusted

downward during a period of deflation, an account will be subject to deflation risk with respect to its investments in these securities.

The periodic adjustment of U.S. inflation linked securities is currently tied to the Consumer Price Index for Urban Consumers ("CPI-U"), which is calculated monthly by the U.S. Bureau of Labor Statistics. The CPI-U is a measurement of changes in the cost of living, made up of components such as housing, food, transportation, and energy. Inflation linked securities issued by a non-U.S. government are generally adjusted to reflect changes in a comparable inflation index calculated by that government. There can be no assurance that the CPI-U or any other inflation index will accurately measure the real rate of inflation in the prices of goods and services.

Risks of Derivative Instruments

A derivative is a financial contract the value of which depends upon, or is derived from, the value of underlying assets, reference rates or indices. Derivatives may relate to securities, interest rates, currencies or currency exchange rates, inflation rates, commodities and other indices or assets, and include futures contracts and related options, foreign currency contracts, swap contracts, options, forward contracts, repurchase or reverse repurchase agreements or other over-the-counter contracts. All derivative instruments involve risks different from, and potentially greater than, the risks associated with investing directly in securities and other more traditional assets, including:

- Management Risk. Derivative products are specialized instruments that require investment techniques and risk analyses different from those associated with stocks and bonds. The use of a derivative requires an understanding not only of the underlying instrument but also of the derivative itself. In particular, the use and complexity of derivatives require the maintenance of adequate controls to monitor the transactions entered into and the ability to assess the risk that a derivative adds to a portfolio.
- Counterparty Risk. This is the risk that a loss may be sustained as a result of the failure of the other party to a derivative (usually referred to as a "counterparty") to comply with the terms of the derivative contract.
- Documentation Risk. Many derivative instruments also have documentation risk. Because the contract for each over-the-counter derivative transaction is individually negotiated with a specific counterparty, there exists the risk that the parties may interpret contractual terms (*e.g.*, the definition of default) differently and thus may need to compromise their claims or seek a third-party determination, which could result in the counterparty's interpretation prevailing over the account's.
- Liquidity Risk. If a derivative transaction is particularly large or if the relevant market is illiquid (as is the case with many over-the-counter derivatives), it may not be possible to initiate a transaction or liquidate a position at an advantageous price. Less liquid derivatives may also fall more in price than other securities during market falls. During these periods of market disruptions, an account may have a greater need for cash to provide collateral for large swings in the mark-to-market obligations arising under the derivatives used by it.

- Leverage Risk. Because many derivatives have a leverage component (*i.e.*, a notional value in excess of the assets needed to establish and/or maintain the derivative position), adverse changes in the value or level of the underlying asset, rate or index can result in a loss substantially greater than the amount invested in the derivative itself. Certain derivatives have the potential for unlimited loss, regardless of the size of the initial investment.
- Other Risks. Other risks in using derivatives include the risk of mispricing or improper valuation of derivatives. Derivatives also involve the risk that changes in their value may not correlate perfectly with the assets, rates or indices they are designed to track. The risk may be more pronounced when outstanding notional amounts in the market exceed the amounts of the referenced assets. Derivatives are also subject to currency and other risks. Suitable derivatives are not available in all circumstances. In addition, Western Asset London may decide not to use derivatives to hedge or otherwise reduce an account's risk exposures. Counterparties to derivatives contracts may have the right to terminate such contracts if an account's net asset value declines below a certain level over a specified period of time. The exercise of such a right by the counterparty could have a material adverse effect on an account.

Recent legislation calls for new regulation of the derivatives markets. The extent and impact of the regulation are not yet fully known and may not be for some time. New regulation of derivatives may make them more costly, may limit their availability, or may otherwise adversely affect their value or performance. Additionally, this legislation will require most swaps to be executed through a centralized exchange or regulated facility and be cleared through a regulated clearinghouse. The swap market could be disrupted or limited as a result of this legislation, which could adversely affect an account. Moreover, the establishment of a centralized exchange or market for swap transactions may not result in swaps being easier to trade or value.

Counterparty Risks

An account is exposed to counterparty risk to the extent it uses over-the-counter derivatives, enters into repurchase agreements, lends its portfolio securities, or allows an over-the-counter derivative counterparty to retain possession of collateral. If a counterparty fails to meet its contractual obligations, goes bankrupt, or otherwise experiences a business interruption, an account could miss investment opportunities or otherwise hold investments it would prefer to sell, resulting in losses.

There can be no assurance that a counterparty will be able or willing to make timely settlement payments or otherwise meet its obligations, especially during unusually adverse market conditions. An account may invest in derivatives and/or execute a significant portion of its securities transactions through a limited number of counterparties and events that affect the creditworthiness of any of those counterparties may have a pronounced effect on it.

Options Risks

The value of options written by an account will be affected by many factors, including changes in the value of underlying securities or indices, changes in the dividend rates of underlying securities (or in the case of indices, the securities comprising such indices), changes in interest rates, changes in the actual or perceived volatility of financial markets and underlying securities, and the remaining time to an option's expiration. The value of an option also may be adversely affected if the market for the option is reduced or becomes less liquid. If an account writes a call option and does not hold the underlying security or instrument, the amount of loss is theoretically unlimited.

There can be no assurance that a liquid market will exist when an account seeks to close out an option position. If an account

were unable to close out an option that it had purchased on a security, it would have to exercise the option in order to realize any profit or the option may expire worthless.

Hedging Risk

Certain investment strategies may involve hedging certain risks, such as market risk and interest rate risk, through the use of various derivative instruments. However, it is generally not possible to eliminate all risk of adverse market movement. Suitable hedging transactions may not be available in all circumstances, and there can be no assurance that the account will engage in these transactions to reduce exposure to risks when that would be beneficial or that the hedging strategy if used will be successful.

Investment in Non-U.S. Securities Risks

Investment in securities of non-U.S. issuers presents certain special risks, including those resulting from future political, legal, and economic developments, which could include favorable or unfavorable changes in currency exchange rates, exchange control regulations (including currency blockage), expropriation, nationalization, or confiscatory taxation of assets, adverse changes in investment capital or exchange control regulations (which include suspension of the ability to transfer currency from a country), political changes, diplomatic developments, difficulty in obtaining and enforcing judgments against non-U.S. entities, the possible imposition of the applicable country's governmental laws or restrictions, and the reduced availability of public information concerning issuers. In the event of a nationalization, expropriation or other confiscation of assets, an account could lose its entire investment in a security. Legal remedies available to investors in certain jurisdictions may be more limited than those available to investors in the United States. Issuers of non-U.S. securities may not be subject to the same degree of regulation as U.S. issuers. Furthermore, non-U.S. issuers are not generally subject to uniform accounting, auditing and financial reporting standards or other regulatory practices and requirements comparable to those applicable to U.S. issuers. There is generally less government supervision and regulation of non-U.S. exchanges, brokers and issuers than there is in the United States, and there is greater difficulty in taking appropriate legal action in non-U.S. courts. There are special tax considerations that apply to securities of non-U.S. issuers and securities principally traded overseas.

The costs associated with investment in debt securities of non-U.S. issuers, including withholding taxes, brokerage commissions and custodial fees, may be higher than those associated with investment in debt securities of U.S. issuers. Securities of many non-U.S. issuers may be less liquid and their prices more volatile than those of comparable U.S. issuers. In addition, non-U.S. securities transactions may be subject to difficulties associated with the settlement of such transactions. Non-U.S. markets have different clearance and settlement procedures which in some markets have at times failed to keep pace with the volume of transactions, thereby creating substantial delays and settlement failures. Delays in settlement could result in temporary periods when assets of an account are uninvested and no return is earned thereon. The inability of an account to make intended security purchases due to settlement problems could cause it to miss attractive investment opportunities. Settlement failures could also adversely affect an account's performance. The inability to dispose of a security due to settlement problems could result in losses to an account due to subsequent declines in value of the security.

Investment in Emerging Market Issuers

An account may from time to time invest in emerging market issuers. The risks described above including the risks of nationalization or expropriation of assets, are typically increased to the extent that an account invests in emerging market issuers. Investments in emerging market issuers are speculative and subject to greater risks.

The securities, derivatives and currency markets of emerging market countries are generally smaller, less developed, less liquid and more volatile than the securities and currency markets of the United States and other developed markets. There also may be

a lower level of monitoring and regulation of securities markets in emerging market countries, and the activities of investors in such markets and enforcement of existing regulations may be extremely limited.

The currencies of certain emerging market countries have experienced a steady devaluation relative to the dollar, and continued devaluations may adversely affect the value of the assets of any portfolio denominated in such currencies. Many emerging market countries have experienced substantial, and in some periods extremely high, rates of inflation for many years, and continued inflation may adversely affect the economies and securities markets of such countries.

Underlying Currency Risks

Currency risk is the risk that fluctuations in exchange rates may negatively affect the value of an account's investments. Currency risk includes the risk that currencies in which an account's investments are traded, in which the account receives income and/or in which the account has taken on an active investment position will decline in value relative to its base currency. In the case of hedging positions, currency risk includes the risk that the currency to which an account has obtained exposure declines in value relative to the currency being hedged.

Currency exchange rates may fluctuate significantly over short periods of time for a number of reasons, including changes in supply and demand in the currency exchange markets, actual or perceived changes in interest rates, and intervention (or the failure to intervene) by U.S. and non-U.S. governments or central banks or supra-national agencies such as the International Monetary Fund, and currency controls or other political and economic developments.

Officials in non-U.S. jurisdictions may from time to time take actions in respect of their currencies that could significantly affect the value of an account's assets denominated in those currencies or the liquidity of such investments. The currency markets of emerging market countries are generally more volatile than the currency markets of the United States and other developed countries (and at times may be extremely volatile).

In addition, certain emerging market currencies are traded using only non-deliverable forwards, which are settled in cash based on the price of such currencies, and there is a risk that the price used to calculate the amount payable in connection with the settlement of such a contract will not reflect the value of the underlying currency. Certain emerging market currencies are illiquid, and in certain cases, an account may not be able to convert certain currencies into U.S. dollars, in which case Western Asset may decide to purchase dollars in a parallel market where the exchange rate could be materially and adversely different. The exchange rates for emerging market currencies may be particularly affected by exchange control regulations.

Sovereign Debt Risks

A governmental entity's willingness or ability to repay principal and interest when due may be affected by, among other factors, its cash flow situation, the extent of its reserves, the availability of sufficient foreign exchange on the date a payment is due, the relative size of the debt service burden to the economy as a whole, the governmental entity's policy toward the International Monetary Fund, the political constraints to which a governmental entity may be subject, and changes in governments and political systems. At certain times, certain countries (particularly emerging market countries) have declared moratoria on the payment of principal and interest on external debt. Governmental entities may also depend on expected disbursements from other governments, multilateral agencies and others to reduce principal and interest arrearages on their debt. The commitment on the part of these governments, agencies and others to make such disbursements may be conditioned on a governmental entity's implementation of economic reforms and/or economic performance and the timely service of such debtor's obligations. Failure to implement such reforms, achieve such levels of economic performance or repay principal or interest when due may result in the cancellation of such third parties' commitments to lend funds to the governmental entity, which may further impair

such debtor's ability or willingness to service its debts in a timely manner. Consequently, governmental entities may default on their sovereign debt. There is no bankruptcy proceeding by which sovereign debt on which governmental entities have defaulted may be collected in whole or in part.

Investments in Other Commingled Investment Vehicles

An account may invest in commingled investment vehicles, including commingled investment vehicles sponsored, advised or sub-advised by Western Asset or its affiliates. Such investment vehicles may have limited liquidity and any investment by an account in such vehicles will have the risks inherent in the instruments in which such vehicles invest. It is possible that such investment vehicles may make in kind distributions or redemptions. An account may bear certain fees and expenses of a commingled investment vehicle.

Convertible Securities Risk

Convertible securities are typically issued by smaller capitalized companies whose stock prices may be volatile. The price of a convertible security often reflects variations in the price of the underlying common stock in a way that non-convertible debt does not. A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by an account is called for redemption, the portfolio will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third-party. Any of these actions could have an adverse effect on an account.

Equity and Preferred Securities Risks

Equity securities are generally volatile and more risky than some other forms of investment. Equity securities of companies with relatively small market capitalizations may be more volatile than the securities of larger, more established companies and than the broad equity market indices.

Certain preferred stocks contain provisions that allow an issuer under certain conditions to skip or defer distributions. Preferred stocks often are subject to legal provisions that allow for redemption in the event of certain tax or legal changes or at the issuer's call. In the event of redemption, an account may not be able to reinvest the proceeds at comparable rates of return. Preferred stocks are subordinated to bonds and other debt securities in an issuer's capital structure in terms of priority for corporate income and liquidation payments, and therefore will be subject to greater credit risk than those debt securities. Preferred stocks may trade less frequently and in a more limited volume and may be subject to more abrupt or erratic price movements than many other securities, such as common stocks, corporate debt securities and U.S. government securities. The market prices of preferred shares are subject to changes in interest rates and are more sensitive to changes in the issuer's creditworthiness than are the prices of debt securities.

Liquidity Risks

An account may invest in assets and derivatives that it may not be able to readily sell or dispose of, including securities whose disposition is restricted by securities laws. The effect of liquidity risk is particularly pronounced when low trading volume, lack of a market maker, the size of the position being sold, or legal restrictions (including daily price fluctuation limits or "circuit breakers") limit or prevent an account's ability to initiate a transaction, sell assets or close derivative positions at desirable prices. (An account is also exposed to liquidity risk when it has an obligation to purchase particular securities (for example, as a result of entering into reverse repurchase agreements, writing a put, or closing out a short position).

Limitations on liquidity of an account's investments could prevent a successful sale thereof, result in delay of any sale, or reduce

the amount of proceeds that might otherwise be realized. In addition, an account's holdings in securities for which the relevant market is or becomes less liquid are more susceptible to loss of value. Less liquid securities also may fall more in price than other securities during periods when markets decline generally. Also, because illiquid securities may be difficult to value, the values realized on their sale may differ from the values at which they are carried by an account.

Commodity Markets Risks

Substantial risks are involved in trading instruments based upon commodity price movements. The prices of such investments may be highly volatile and market movements are difficult to predict. Commodity prices are influenced by a wide range of factors. Actions of and changes in governments, and political and economic instability, in commodity-producing and -exporting countries may affect the production and marketing of commodities. In addition, commodity-related industries throughout the world are subject to greater political, environmental, and other governmental regulation than many other industries. Changes in government policies and the need for regulatory approvals may adversely affect the products and services of companies in the commodities industries.

Concentration of Investments Risks

To the extent an account concentrates its investments in one or more countries, the value of its assets will be especially affected by economic, political and other factors affecting such country or countries. During times when an account invests its assets in one issuer or a small number of issuers, the value of its assets will be subject to an increased risk of loss if an issuer in which it invests were unable to make interest or principal payments or if the market value of the issuer's securities were to decline.

Borrowing and Leverage Risks

If permitted by investment policies, an account may purchase securities on margin, may borrow money, may use derivatives (including reverse repurchase agreements), and may lend its securities, each of which may cause its portfolio to be leveraged. Leverage increases an account's losses when the value of its investments decline. An account could be subject to a "margin call," under which it would be required to either deposit additional funds with a broker or suffer mandatory liquidation of securities pledged to a broker if the securities pledged to a broker to secure its margin accounts decline in value.

Municipal Security Risk

Municipal securities are subject to interest rate and credit risks. There may be less information available on the financial condition of issuers of municipal securities than for public corporations. The market for municipal bonds may be less liquid than for taxable bonds. A portion of the income may be taxable. Some investors may be subject to Alternative Minimum Tax. Capital gains distributions, if any, are taxable.

Market Disruption and Geopolitical Risk

Geopolitical events may disrupt securities markets and adversely affect global economies and markets. Those events as well as other changes in foreign and domestic economic and political conditions could adversely affect the value of an account's investments.

Europe — Recent Events.

A number of countries in Europe have experienced severe economic and financial difficulties. Many non-governmental issuers, and even certain governments, have defaulted on, or been forced to restructure, their debts; many other issuers have faced difficulties obtaining credit or refinancing existing obligations; financial institutions have in many cases required government or central bank support, have needed to raise capital, and/or have been impaired in their ability to extend credit; and financial

markets in Europe and elsewhere have experienced extreme volatility and declines in asset values and liquidity. These difficulties may continue, worsen or spread within and without Europe. Responses to the financial problems by European governments, central banks and others, including austerity measures and reforms, may not work, may result in social unrest and may limit future growth and economic recovery or have other unintended consequences. Further defaults or restructurings by governments and others of their debt could have additional adverse effects on economies, financial markets and asset valuations around the world. In addition, one or more countries may abandon the euro, the common currency of the European Union, and/or withdraw from the European Union. The impact of these actions, especially if they occur in a disorderly fashion, is not clear but could be significant and far-reaching. Whether or not the fund invests in securities of issuers located in Europe or with significant exposure to European issuers or countries, these events could negatively affect the value and liquidity of the fund's investments.

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Western Asset is committed to keeping nonpublic personal information about you secure and confidential. This notice is intended to help you understand how we fulfill this commitment. This privacy policy applies only to clients and former clients who are individuals.

From time to time, we may collect a variety of personal nonpublic information about you, including:

- Information we receive from you on applications and forms, via the telephone, through our websites, correspondence, e-mail or other communications (including face-to-face meetings), such as your social security number, income, occupation and birth date;
- Information about your transactions with us, our affiliates, or others, such as your purchases, sales, or account balances; and
- Information we receive from consumer reporting agencies, such as your credit worthiness and credit history.

As a matter of policy, we do not disclose your nonpublic personal information, except as permitted by applicable law or regulation or as disclosed below. For example, we may share the information described above with others in order to process your transactions or service your accounts. We may also be obligated to disclose nonpublic personal information if required by the Securities and Exchange Commission or other federal or state regulatory agencies. We may also provide the information described above to companies that perform marketing or administrative services on our behalf, such as printing and mailing, or to other financial institutions with whom we have joint marketing agreements. We will require these companies to protect the confidentiality of this information and to use it only to perform the services for which we hired them. We do not supply your nonpublic personal information to third parties for their marketing purposes.

With respect to our internal security procedures, we maintain physical, electronic, and procedural safeguards that comply with federal standards to help protect your nonpublic personal information, and we restrict access to nonpublic, personal information about you to those employees who need to know that information to provide products or services to you.

If you decide at some point either to close your account(s) or become an inactive customer, we will continue to adhere to the privacy policies and practices discussed above with respect to your nonpublic personal information.