

WESTERN ASSET EMERGING MARKETS INCOME FUND II INC.

Form 40-17G/A

July 16, 2010

July 16, 2010

**VIA EDGAR**

Securities and Exchange Commission

100 F Street, N.E.

Washington, D.C. 20549

Re: Rule 17g-1 Filing for Registered Investment Companies  
Managed by Affiliates of Legg Mason, Inc. (the Funds )

Ladies and Gentlemen:

Pursuant to Rule 17g-1(g)(1) under the Investment Company Act of 1940, as amended (the 1940 Act ), the following documents are hereby submitted for filing with the Securities and Exchange Commission (the Commission ): (1) copies of Rider Nos. 14 to 19 to the joint fidelity bond (the Bond ) executed on behalf of the Funds (the Bond was filed with the Commission on October 13, 2009); (2) copies of the resolutions of a majority of the Boards of Directors/Trustees of ClearBridge Energy MLP Fund, Inc., Western Asset Premium Tax Free Reserves (a series of Legg Mason Partners Premium Money Market Trust), Legg Mason Capital Management Research Fund (a series of Legg Mason Global Asset Management Trust) and Western Asset Mortgage Defined Opportunity Fund, Inc. (the New Funds ) who are not interested persons (as defined in the 1940 Act) of the New Funds approving the amount, type, form and coverage of the joint fidelity bond and the portion of the premium to be paid by the New Funds as well as approving the Agreement Concerning Allocation of Fidelity Bond Premiums and Recoveries (as defined below); (3) a statement as to the period for which premiums have been paid under the joint fidelity bond; and (4) an agreement among the Funds concerning the allocation of fidelity bond recoveries (the Agreement Concerning Allocation of Fidelity Bond Premiums and Recoveries ).

For purposes of (3) above, please note that the Funds have paid premiums under the joint fidelity bond for the period July 1, 2009 through June 30, 2010.

If you have any questions concerning this filing, please call the undersigned at (203) 703-7038.

Very truly yours,

/s/ Thomas C. Mandia

Thomas C. Mandia

Assistant Secretary, Western Asset Emerging

Markets Income Fund Inc.  
Enclosures

cc: Jennifer L. Whitman  
Rosemary D. Emmens

SCHEDULE I

LMP Corporate Loan Fund Inc.

Western Asset High Income Opportunity Fund Inc.

Western Asset Managed High Income Fund Inc.

Western Asset Managed Municipals Fund Inc.

Western Asset Municipal High Income Fund Inc.

LMP Real Estate Income Fund Inc.

Western Asset Intermediate Muni Fund Inc.

Western Asset High Income Fund Inc.

Western Asset High Income Fund II Inc.

Western Asset Worldwide Income Fund Inc.

Western Asset Global High Income Fund Inc.

Western Asset Emerging Markets Debt Fund Inc.

LMP Capital and Income Fund Inc.

Western Asset Emerging Markets Income Fund Inc.

Western Asset Emerging Markets Floating Rate Fund Inc.

Western Asset Global Partners Income Fund Inc.

Western Asset Municipal Partners Fund Inc.

Western Asset Variable Rate Strategic Fund Inc.

Western Asset Inflation Management Fund Inc.

Western Asset Municipal Defined Opportunity Trust, Inc.

Western Asset Investment Grade Defined Opportunity Trust, Inc.

Western Asset Global Corporate Defined Opportunity Fund Inc.

ClearBridge Energy MLP Fund Inc.

Western Asset Mortgage Defined Opportunity Fund, Inc.

**Legg Mason Partners Equity Trust**

Legg Mason ClearBridge Aggressive Growth Fund

Legg Mason ClearBridge Appreciation Fund

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Legg Mason ClearBridge Capital Fund

Legg Mason ClearBridge Diversified Large Cap Growth Fund

Legg Mason ClearBridge Dividend Strategy Fund

Legg Mason Esemplia Emerging Markets Equity Fund

Legg Mason ClearBridge Equity Fund

Legg Mason ClearBridge Equity Income Builder Fund

Legg Mason Investment Counsel Financial Services Fund

Legg Mason ClearBridge Fundamental All Cap Value Fund

Legg Mason Batterymarch Global Equity Fund

Legg Mason Global Currents International All Cap Opportunity Fund

Legg Mason ClearBridge Large Cap Value Fund

Legg Mason ClearBridge Large Cap Growth Fund

Legg Mason Lifestyle Allocation 100%

Legg Mason Lifestyle Allocation 30%

Legg Mason Lifestyle Allocation 50%

Legg Mason Lifestyle Allocation 70%

Legg Mason Lifestyle Allocation 85%

Legg Mason Lifestyle Income Fund

Legg Mason ClearBridge Mid Cap Core Fund

Legg Mason Capital Management All Cap Fund

Legg Mason Batterymarch S&P 500 Index Fund

Legg Mason ClearBridge Small Cap Growth Fund

Legg Mason ClearBridge Small Cap Value Fund

Legg Mason Investment Counsel Social Awareness Fund

Legg Mason Target Retirement 2015

Legg Mason Target Retirement 2020

Legg Mason Target Retirement 2025

Legg Mason Target Retirement 2030



Legg Mason Target Retirement 2035

Legg Mason Target Retirement 2040

Legg Mason Target Retirement 2045

Legg Mason Target Retirement 2050

Legg Mason Target Retirement Fund

Legg Mason Batterymarch U.S. Large Cap Equity Fund

Legg Mason Permal Tactical Allocation Fund

**Legg Mason Partners Income Trust**

Legg Mason Western Asset Adjustable Rate Income Fund

Legg Mason Western Asset California Municipals Fund

Legg Mason Western Asset Core Bond Fund

Legg Mason Western Asset Core Plus Bond Fund

Legg Mason Western Asset Corporate Bond Fund

Legg Mason Western Asset Global High Yield Bond Fund

Legg Mason Western Asset Global Inflation Management Fund

Legg Mason Western Asset Government Securities Fund

Legg Mason Western Asset High Income Fund

Legg Mason Western Asset Intermediate Maturity California Municipals Fund

Legg Mason Western Asset Intermediate Maturity New York Municipals Fund

Legg Mason Western Asset Intermediate-Term Municipals Fund

Legg Mason Western Asset Managed Municipals Fund

Legg Mason Western Asset Massachusetts Municipals Fund

Legg Mason Western Asset Municipal High Income Fund

Legg Mason Western Asset New Jersey Municipals Fund

Legg Mason Western Asset New York Municipals Fund

Legg Mason Western Asset Oregon Municipals Fund

Legg Mason Western Asset Pennsylvania Municipals Fund

Legg Mason Western Asset Short Duration Municipal Income Fund

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Legg Mason Western Asset Short-Term Bond Fund

Legg Mason Western Asset Strategic Income Fund

Western Asset Emerging Markets Debt Portfolio

Western Asset Global High Yield Bond Portfolio

**Legg Mason Partners Money Market Trust**

Western Asset California Tax Free Money Market Fund

Western Asset Liquid Reserves

Western Asset Connecticut Municipal Money Market Fund

Western Asset New York Tax Free Money Market Fund

Western Asset Tax Free Reserves

Western Asset U.S. Treasury Reserves

Western Asset California Municipal Money Market Fund

Western Asset Massachusetts Municipal Money Market Fund

Western Asset New York Municipal Money Market Fund

Western Asset Money Market Fund

Western Asset Government Money Market Fund

Western Asset Municipal Money Market Fund

Western Asset AMT Tax Free Money Market Fund

**Legg Mason Partners Institutional Trust**

Western Asset Institutional Money Market Fund

Western Asset Institutional Cash Reserves

Western Asset Institutional Liquid Reserves

Western Asset Institutional Tax Free Reserves

Western Asset Institutional U.S. Treasury Reserves

Western Asset Institutional Government Reserves

Western Asset Institutional AMT Tax Free Municipal Money Market Fund

Legg Mason Western Asset SMASh Series C Fund

Legg Mason Western Asset SMASh Series EC Fund

Legg Mason Western Asset SMASh Series M Fund

**Legg Mason Partners Premium Money Market Trust**

Western Asset Premium Liquid Reserves

Western Asset Premium U.S. Treasury Reserves

Western Asset Premium Tax Free Reserves

**Master Portfolio Trust**

Liquid Reserves Portfolio

U.S. Treasury Reserves Portfolio

Tax Free Reserves Portfolio

Prime Cash Reserves Portfolio

Institutional Enhanced Portfolio

Government Portfolio

**Legg Mason Partners Variable Equity Trust**

Legg Mason ClearBridge Variable Aggressive Growth Portfolio

Legg Mason ClearBridge Variable Appreciation Portfolio

Legg Mason ClearBridge Variable Dividend Strategy Portfolio

Legg Mason ClearBridge Variable Fundamental All Cap Value Portfolio

Legg Mason Global Currents Variable International All Cap Opportunity Portfolio

Legg Mason ClearBridge Variable Large Cap Value Portfolio

Legg Mason ClearBridge Variable Large Cap Growth Portfolio

Legg Mason Variable Lifestyle Allocation 50%

Legg Mason Variable Lifestyle Allocation 70%

Legg Mason Variable Lifestyle Allocation 85%

Legg Mason ClearBridge Variable Mid Cap Core Portfolio

Legg Mason ClearBridge Variable Capital Portfolio

Legg Mason ClearBridge Variable Equity Income Builder Portfolio

Legg Mason ClearBridge Variable Small Cap Growth Portfolio

Legg Mason Investment Counsel Variable Social Awareness Portfolio

**Legg Mason Partners Variable Income Trust**

Legg Mason Western Asset Variable Adjustable Rate Income Portfolio

Legg Mason Western Asset Variable Diversified Strategic Income Portfolio

Legg Mason Western Asset Variable Global High Yield Bond Portfolio

Legg Mason Western Asset Variable High Income Portfolio

Legg Mason Western Asset Variable Money Market Portfolio

Legg Mason Western Asset Variable Strategic Bond Portfolio

**Western Asset Income Fund**

**Western Asset Premier Bond Fund**

**Western Asset Funds, Inc.**

Western Asset Core Plus Bond Portfolio

Western Asset Core Bond Portfolio

Western Asset High Yield Portfolio

Western Asset Inflation Indexed Plus Bond Portfolio

Western Asset Intermediate Bond Portfolio

Western Asset Intermediate Plus Bond Portfolio

Western Asset Limited Duration Bond Portfolio

Western Asset Non-U.S. Opportunity Bond Portfolio

Western Asset Absolute Return Portfolio

Western Asset Global Strategic Income Portfolio

Western Asset Enhanced Equity Portfolio



**Legg Mason Charles Street Trust, Inc.**

Legg Mason Batterymarch U.S. Small Capitalization Equity Portfolio

Legg Mason BW Global Opportunities Bond Fund

**Legg Mason Capital Management Growth Trust, Inc.**

**Legg Mason Global Trust, Inc.**

Legg Mason Batterymarch International Equity Trust

Legg Mason Batterymarch Emerging Markets Trust

**Legg Mason Investors Trust, Inc.**

Legg Mason Capital Management American Leading Companies Trust

**Legg Mason Investment Trust, Inc.**

Legg Mason Capital Management Opportunity Trust

**Legg Mason Capital Management Special Investment Trust, Inc.**

**Legg Mason Tax-Free Income Fund**

Legg Mason Investment Counsel Maryland Tax-Free Income Trust

**Legg Mason Capital Management Value Trust, Inc.**

**Legg Mason Global Asset Management Trust**

Legg Mason BW International Opportunities Bond Fund

Legg Mason Manager Select Large Cap Growth Fund

Legg Mason Manager Select Large Cap Value Fund

Legg Mason Strategic Real Return Fund

Legg Mason Capital Management Research Fund

**Barrett Opportunity Fund, Inc.**

SCHEDULE II

Western Asset/Claymore Inflation-Linked Securities & Income Fund

Western Asset/Claymore Inflation-Linked Opportunities & Income Fund

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**ICI MUTUAL INSURANCE COMPANY,**

**a Risk Retention Group**

**INVESTMENT COMPANY BLANKET BOND**

**RIDER NO. 14**

**INSURED**

Legg Mason Growth Trust

**EFFECTIVE DATE**

**February 26, 2010**

In consideration of the premium charged for this Bond, it is hereby understood and agreed that Item 1 of the Declarations, Name of Insured, shall include the following:

Western Asset Mortgage Defined Opportunity Fund, Inc.

Except as above stated, nothing herein shall be held to alter, waive or extend any of the terms of this Bond.

**BOND NUMBER**

87028109B

**AUTHORIZED REPRESENTATIVE**

**/S/ Matthew Link**

**BOND PERIOD**

**July 1, 2009 to July 1, 2010**

**ICI MUTUAL INSURANCE COMPANY,**

**a Risk Retention Group**

**INVESTMENT COMPANY BLANKET BOND**

**RIDER NO. 15**

**INSURED**

**BOND NUMBER**

Legg Mason Growth Trust

87028109B

**EFFECTIVE DATE**

**BOND PERIOD**

**AUTHORIZED REPRESENTATIVE**

**March 1, 2010**

**July 1, 2009 to July 1, 2010**

**/S/ Matthew Link**

In consideration of the premium charged for this Bond, it is hereby understood and agreed that the name of the Insured identified in Item 1 of the Declarations, Name of Insured, as

Western Asset/Citi Cash Reserves, a series of:

Legg Mason Partners Money Market Trust

is changed to:

Western Asset/Citi Liquid Reserves, a series of:

Legg Mason Partners Money Market Trust

Legg Mason ClearBridge Fundamental Value Fund, a series of:

Legg Mason Partners Equity Trust

is changed to:

Legg Mason ClearBridge Fundamental All Cap Value Fund, a series of:

Legg Mason Partners Equity Trust

Legg Mason ClearBridge Variable Investors Portfolio, a series of:

Legg Mason Partners Variable Equity Trust

is changed to:

Legg Mason ClearBridge Variable Large Cap Value Portfolio, a series of:

Legg Mason Partners Variable Equity Trust

Except as above stated, nothing herein shall be held to alter, waive or extend any of the terms of this Bond.

**ICI MUTUAL INSURANCE COMPANY,**

**a Risk Retention Group**

**DIRECTORS AND OFFICERS/ERRORS AND OMISSIONS LIABILITY INSURANCE**

**RIDER NO. 16**

**INSURED**

Legg Mason Growth Trust

**EFFECTIVE DATE**

**BOND NUMBER**

87028109B

**AUTHORIZED REPRESENTATIVE**

**July 1, 2009 to July 1, 2010**

**/S/ Matthew Link**

In consideration of the premium charged for this policy, it is hereby understood and agreed that Item 1 of the Declarations, Named Insured Company, shall include the following as of the effective date indicated:

**FUND NAME**

ClearBridge Energy MLP Fund, Inc

Western Asset Premium Tax Free Reserves, a series of:

Legg Mason Partners Premium Money Market Trust

Legg Mason Capital Management Research Fund, a series of:

Legg Mason Global Asset Management Trust

**EFFECTIVE DATE**

May 26, 2010

May 31, 2010

June 30, 2010

Nothing herein contained shall be held to vary, alter, waive or extend any of the terms, conditions, provisions, agreements or limitations of this policy other than as above stated.

**ICI MUTUAL INSURANCE COMPANY,**

**a Risk Retention Group**

**INVESTMENT COMPANY BLANKET BOND**

**RIDER NO. 17**

**INSURED**

Legg Mason Growth Trust

**EFFECTIVE DATE**

**April 30, 2010**

**BOND PERIOD**

**July 1, 2009 to July 1, 2010**

**BOND NUMBER**

87028109B

**AUTHORIZED REPRESENTATIVE**

**/S/ Matthew Link**

In consideration of the premium charged for this Bond, and notwithstanding Item 1 of the Declarations, Name of Insured, or any other Rider to this Bond, it is hereby understood and agreed that the following shall not be Insureds under this Bond:

Legg Mason Batterymarch Variable Global Equity Portfolio, a series of:

Legg Mason Partners Variable Equity Trust

Except as above stated, nothing herein shall be held to alter, waive or extend any of the terms of this Bond.

**ICI MUTUAL INSURANCE COMPANY,**

**a Risk Retention Group**

**INVESTMENT COMPANY BLANKET BOND**

**RIDER NO. 18**

<b>INSURED</b>		<b>BOND NUMBER</b>
Legg Mason Growth Trust		87028109B
<b>EFFECTIVE DATE</b>	<b>BOND PERIOD</b>	<b>AUTHORIZED REPRESENTATIVE</b>
	<b>July 1, 2009 to July 1, 2010</b>	<b>/S/ Matthew Link</b>

In consideration of the premium charged for this Bond, it is hereby understood and agreed that the names of the Insureds identified in Item 1 of the Declarations, Name of Insured, under the Original Names set forth below have changed, effective as of the date(s) set forth below, to the corresponding New Names set forth below,

**Original Names**

Legg Mason ClearBridge Investors Value Fund, a series of:  
Legg Mason Partners Equity Trust

**New Names as of March 1, 2010**

Legg Mason ClearBridge Large Cap Value Fund a series of:  
Legg Mason Partners Equity Trust

**New Names as of April 30, 2010**

Legg Mason ClearBridge Variable Fundamental Value Portfolio, a series of:  
Legg Mason Partners Variable Equity Trust

Legg Mason ClearBridge Variable Fundamental All Cap Value Portfolio, a series of:  
Legg Mason Partners Variable Equity Trust

**New Names as of May 21, 2010**

Legg Mason Global Opportunities Bond Fund, a series of:  
Legg Mason Charles Street Trust, Inc.  
Legg Mason International Opportunities Bond Fund, a series of:  
Legg Mason Global Asset Management Trust

Legg Mason BW Global Opportunities Bond Fund, a series of:  
Legg Mason Charles Street Trust, Inc.  
Legg Mason BW International Opportunities Bond Fund, a series of:  
Legg Mason Charles Street Trust, Inc.

**New Names as of May 31, 2010**

Western Asset Institutional Municipal Money Market Fund, a series of:  
Legg Mason Partners Institutional Trust

Western Asset Institutional AMT Tax Free Municipal Money Market Fund, a series of:  
Legg Mason Partners Institutional Trust

Legg Mason Partners Institutional Trust, a series fund consisting of:

- Western Asset/Citi Institutional Liquid Reserves
- Western Asset/Citi Institutional U.S. Treasury Reserves
- Western Asset/Citi Institutional Cash Reserves
- Western Asset/Citi Institutional Tax Free Reserves

Legg Mason Partners Money Market Trust, a series fund consisting of:

- Western Asset/Citi California Tax Free Reserves
- Western Asset/Citi Cash Reserves
- Western Asset/Citi Tax Free Reserves
- Western Asset/Citi New York Tax Free Reserves
- Western Asset/Citi U.S. Treasury Reserves
- Western Asset/Citi Connecticut Tax Free Reserves

Legg Mason Partners Premium Money Market Trust, a series fund consisting of:

- Western Asset/Citi Premium Liquid Reserves
- Western Asset/Citi Premium U.S. Treasury Reserves

Legg Mason Partners Institutional Trust, a series fund consisting of:

- Western Asset Institutional Liquid Reserves
- Western Asset Institutional U.S. Treasury Reserves
- Western Asset Institutional Cash Reserves
- Western Asset Institutional Tax Free Reserves

Legg Mason Partners Money Market Trust, a series fund consisting of:

- Western Asset California Tax Free Money Market Fund
- Western Asset Liquid Reserves
- Western Asset Tax Free Reserves
- Western Asset New York Tax Free Money Market Fund
- Western Asset U.S. Treasury Reserves
- Western Asset Connecticut Municipal Money Market Fund

Legg Mason Partners Premium Money Market Trust, a series fund consisting of:

- Western Asset Premium Liquid Reserves
- Western Asset Premium U.S. Treasury Reserves

**New Names as of June 15, 2010**

Legg Mason Barrett Financial Services Fund, a series of:

- Legg Mason Partners Equity Trust

Except as above stated, nothing herein shall be held to alter, waive or extend any of the terms of this Bond.

Legg Mason Investment Counsel Financial Services Fund, a series of:

- Legg Mason Partners Equity Trust



**ICI MUTUAL INSURANCE COMPANY,**

**a Risk Retention Group**

**INVESTMENT COMPANY BLANKET BOND**

**RIDER NO. 19**

**INSURED**

Legg Mason Growth Trust

**EFFECTIVE DATE**

**March 30, 2010**

**BOND NUMBER**

87028109B

**AUTHORIZED REPRESENTATIVE**

**/S/ Matthew Link**

**BOND PERIOD**

**July 1, 2009 to July 1, 2010**

In consideration of the premium charged for this Bond, and notwithstanding Item 1 of the Declarations, Name of Insured, or any other Rider to this Bond, it is hereby understood and agreed that the following shall not be Insureds under this Bond:

The Barrett Funds, a series fund consisting of:

Barrett Growth Fund

Except as above stated, nothing herein shall be held to alter, waive or extend any of the terms of this Bond.

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CLEARBRIDGE ENERGY MLP FUND INC.

**APPROVAL OF FIDELITY BOND COVERAGE AND DIRECTORS AND OFFICERS/ERRORS AND OMISSIONS POLICY THROUGH ICI MUTUAL INSURANCE COMPANY**

**RESOLVED:** That the appropriate officers of the Fund be, and each hereby is, authorized and directed to take and/or ratify all necessary action for the Fund to become a member of ICI Mutual Insurance Company ( ICI Mutual ) and, in conjunction with other investment companies for which affiliates of Legg Mason Partners Fund Advisor, LLC ( LMPFA ) serve as investment adviser and/or administrator, to purchase from ICI Mutual fidelity bond coverage ( Joint Fidelity Bond ) and a Directors and Officers/Errors and Omissions ( D&O/E&O ) liability insurance policy to which the investment adviser, sub-adviser, principal underwriter, administrator, directors and/or officers of such investment companies may also be parties; and further

**RESOLVED:** That it is the finding of the Board that the Joint Fidelity Bond covering, among others, officers and employees of the Fund in accordance with the requirements of Rule 17g-1 under the 1940 Act is reasonable in form and amount, after having given due consideration to, among other things, the value of the aggregate assets of the Fund to which any person covered under the Joint Fidelity Bond may have access, the type and terms of the arrangements made for the custody and safekeeping of the Fund's assets and the nature of the securities in the Fund's portfolio; and further

**RESOLVED:** That the portion of the total premium for the Joint Fidelity Bond to be allocated to the Fund based on its net assets (following the public offering of its Common Stock) be, and hereby is, approved by a vote of a majority of the Board of Directors of the Fund (all Directors voting) and separately by a majority of the non-interested Directors, after having given due consideration to, among other things, the number of the other parties named as insureds, the nature of the business activities of such other parties, the amount of the Joint Fidelity Bond, the amount of the premiums for the Fidelity Bond, the ratable allocation of the premiums among all parties named as insureds, and the extent to which the share of the premium allocated to the Fund is less than the premium the Fund would have had to pay if it had provided and maintained a fidelity bond which covers only the Fund as the insured; and further

**RESOLVED:** That the Joint Fidelity Bond be, and hereby is, approved by a vote of the Board of Directors (all Directors voting) and separately by the non-interested Directors; and further

**RESOLVED:** That the appropriate officers of the Fund be, and each of them hereby is, authorized and directed to enter into an agreement, in substantially the form used for the Closed-end Funds, as required by paragraph (f) of Rule 17g-1 under the 1940 Act with the other named insureds under the Joint Fidelity Bond providing that in the event any recovery is received under the Bond as a result of a loss sustained by the Fund and also by one or more of the other named insureds, the Fund shall receive an equitable and proportionate share of the recovery, but in no event less than the amount it would have received had it obtained and maintained a single insured bond with the minimum coverage required by paragraph (d) (1) of such Rule 17g-1; and further

**RESOLVED:** That the appropriate officers of the Fund be, and each of them hereby is, authorized and directed to prepare, execute and file such amendments and supplements to the aforesaid agreement, and to take such other action as may be necessary or appropriate in order to conform to the provisions of the 1940 Act and the rules and regulations thereunder; and further

- RESOLVED:** That the Secretary of the Fund shall file the Joint Fidelity Bond with the Securities and Exchange Commission and give the notices required under paragraph (g) of Rule 17g-1 under the 1940 Act; and further
- RESOLVED:** That the Fund's purchase of the D&O/E&O policy to which the Directors, officers and employees of the Fund are parties, and which provides coverage to those parties against liabilities and expenses (with certain exceptions) arising out of claims, actions or proceedings asserted or threatened against them in their respective capacities for the Fund is determined to be in the best interest of the Fund; and further
- RESOLVED:** That pursuant to Rule 17d-1(d)(7) under the 1940 Act, the Board of Directors (all Directors voting) finds, and, separately, all of the non-interested Directors find, that the Fund's participation in the D&O/E&O policy is in the best interest of the Fund, and that the portion of the total premium for the D&O/E&O policy to be allocated to the Fund based on its net assets is fair and reasonable when compared to the premiums that would have been paid if the insurance coverage of the policy had been purchased separately by the insured parties; and further
- RESOLVED:** That the Directors and the appropriate officers of the Fund, or any of them, are authorized to make any and all payments and to do any and all other acts, in the name of the Fund and on its behalf, as they, or any of them, may determine to be necessary or desirable and proper in connection with or in furtherance of the foregoing resolutions.

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**WESTERN ASSET PREMIUM TAX FREE RESERVES**

**CONSIDERATION OF THE ADDITION OF THE FUND TO FIDELITY BOND COVERAGE AND TRUSTEES AND OFFICER/ERRORS AND OMISSIONS LIABILITY INSURANCE POLICY**

**RESOLVED:** That it is the finding of the Board that the fidelity bond written by ICI Mutual Insurance Company (the Bond ) in the aggregate amount of \$100 million plus such additional minimum amount relating to Tax Free Reserves as is required by the 1940 Act, upon effectiveness of the Post-Effective Amendment to the Trust's Registration Statement on Form N-1A with respect to Tax Free Reserves, covering, among others, officers and employees of the Trust, in accordance with the requirements of Rule 17g-1 promulgated by the Securities and Exchange Commission under Section 17(g) of the 1940 Act, is reasonable in form and amount, after having given due consideration to, among other things, the value of the aggregate assets of Tax Free Reserves to which any person covered under the Bond may have access, the type and terms of the arrangements made for the custody and safekeeping of Tax Free Reserves' assets, the nature of the securities in Tax Free Reserves' portfolio, the number of other parties named as insured parties under the Bond and the nature of the business activities of the other parties; and be it further

**RESOLVED:** That the premium to be paid by Tax Free Reserves under the Bond be and hereby is approved by the Board, after having given due consideration to, among other things, the number of other parties insured under the Bond, the nature of business activities of those other parties, the amount of the Bond, the amount of the premium for such bond, the ratable allocation of the premium among all parties named as insureds and the extent to which the share of the premium allocated to the Fund under the Bond is less than the premium that Tax Free Reserves would have had to pay had it maintained a single insured bond; and be it further

**RESOLVED:** That the Bond be and hereby is approved by the Board; and be it further

**RESOLVED:** That the officers of Tax Free Reserves be, and each hereby is, authorized and directed to enter into an agreement, as required by paragraph (f) of Rule 17g-1 under the 1940 Act, with the other named insureds under the Bond providing that in the event any recovery is received under the Bond as a result of a loss sustained by Tax Free Reserves and also by one or more of the other named insureds, Tax Free Reserves shall receive an equitable and proportionate share of the recovery, but in no event less than the amount it would have received had they provided and maintained a single insured bond with the minimum coverage required by paragraph (d)(1) of Rule 17g-1; and be it further

**RESOLVED:** That the officers of the Trust be, and they hereby are, authorized and directed to prepare, execute, and file such amendments and supplements to the aforesaid agreement, and to take such other action as may be necessary or appropriate in order to conform to the provisions of the 1940 Act, and the rules and regulations thereunder; and be it further

**RESOLVED:** That the Secretary of the Trust shall file or cause to be filed the Bond with the Commission and give notices required under paragraph (g) of Rule 17g-1; and be it further

**RESOLVED:** That pursuant to Rule 17d-1(d)(7) under the 1040 Act, the Board hereby finds that Tax Free Reserves participation in the joint liability insurance policies is in the best interest of the Fund; and be it further

**RESOLVED:** That Tax Free Reserves be included as an insured party under a Trustees and Officers/Errors and Omissions Liability Insurance Policy (the Policy ) issued by ICI Mutual Insurance Company to certain investment companies in the Legg Mason Partners Funds complex, Legg Mason Funds complex, Western Asset Funds complex, Western Asset Claymore Funds complex and Barrett Opportunity Fund, Inc., to which the investment adviser, affiliated principal underwriters, Trustees and officers of such investment companies are parties, and which provides coverage to such parties against liabilities and expenses (with certain exceptions) arising out of claims, actions or proceedings asserted or threatened against them in their respective capacities for the investment companies; and be it further

**RESOLVED:** That Tax Free Reserves, on behalf of its current and future Trustees who are not interested persons of the Fund as defined in the 1940 Act or who are otherwise covered by a joint Independent Directors Liability Insurance Policy underwritten by each of the commercial carriers (collectively referred to as the IDL Policies ) has agreed to participate in the IDL Policies, which provide coverage to such parties against liabilities and expenses (with certain exceptions) arising out of claims, actions or proceedings asserted or threatened against them in their respective capacities for the investment companies; and be it further

**RESOLVED:** That the portion of the aggregate premium for the Policy and the IDL Policies to be allocated to Tax Free Reserves is fair and reasonable to Tax Free Reserves in a manner consistent with Rule 17d-1(d)(7); and be it further

**RESOLVED:** That the officers of the Trust are authorized to make any and all payments and to do any and all other acts, in the name of Tax Free Reserves and on its behalf, as they, or any of them, may determine to be necessary or desirable and proper in connection with or in furtherance of the foregoing resolutions.

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LEGG MASON CAPITAL MANAGEMENT RESEARCH FUND

**DIRECTORS & OFFICERS/ERRORS & OMISSIONS POLICY AND FIDELITY BOND**

**RESOLVED:** That the Fund and its Board Members be included as insured parties under a Directors and Officers/Errors and Omissions Liability Insurance Policy (the Policy ) issued by ICI Mutual Insurance Company to certain investment companies in the Legg Mason Partners Funds complex, Legg Mason Funds complex, Western Asset Funds complex, Western Asset Claymore Funds complex and to Barrett Opportunity Fund Inc. to which the investment advisers, administrators, affiliated principal underwriter, Board Members and officers of such investment companies are parties, and which provides coverage to such parties against liabilities and expenses (with certain exceptions) arising out of claims, actions or proceedings asserted or threatened against them in their respective capacities for the investment companies; and further

**RESOLVED:** That the portion of the aggregate premium for the Policy of \$6,033,708 to be allocated to the Fund for the period February 24, 2010 through June 30, 2010, is fair and reasonable to the Fund; and further

**RESOLVED:** That the Fund, on behalf of its current and future Board Members who are not interested persons of the Fund as defined in the 1940 Act, or who will otherwise be covered by joint Independent Directors Liability Insurance Policies ( IDL Policies ), (such as a non-management director who is classified as an interested director), has agreed to participate in the IDL Policies, which provide coverage to such parties against liabilities and expenses (with certain exceptions) arising out of claims, actions or proceedings asserted or threatened against them in their respective capacities for the investment companies; and further

**RESOLVED:** That the portion of the aggregate premium for the IDL Policies of \$547,500 to be allocated to the Fund for the period February 24, 2010 through June 30, 2010, is fair and reasonable to the Fund; and further

**RESOLVED:** That pursuant to Rule 17d-1(d)(7) under the Investment Company Act of 1940, as amended (the 1940 Act ), the Board hereby finds that the Fund's participation in the Policy and the IDL Policies described to this meeting is in the best interest of the Fund; and further

**RESOLVED:** That the purchase of the fidelity bond coverage with ICI Mutual Insurance Company for the period February 24, 2010 through June 30, 2010, which coverage is maintained jointly on behalf of the Fund and the other parties named as insureds therein, including investment companies in the Legg Mason Partners Funds complex, Legg Mason Funds complex, Western Asset Funds complex, Western Asset Claymore Funds complex and to Barrett Opportunity Fund Inc. and Barrett Growth Fund Inc., and which provides coverage in the aggregate amount of \$75 million is approved; and further

**RESOLVED:** That it is the finding of the Board that the fidelity bond coverage with ICI Mutual Insurance Company for the July 1, 2009 through June 30, 2010 policy period in the aggregate amount of \$75 million covering among others, officers and employees of the Fund in accordance with the requirements of Rule 17g-1 under the 1940 Act, is reasonable in form and amount, after having given due consideration to, among other things, the value of the aggregate assets of the Fund to which any person covered under the fidelity bond may have access, the type and terms of the arrangements made for the custody and safekeeping of assets of the Fund and the nature of the securities in the Fund's portfolio; and further

- RESOLVED:** That the payment by the Fund of its portion of the total premium of \$407,235 for the period February 24, 2010 through June 30, 2010 for the aforementioned joint insured fidelity bond is fair and reasonable and therefore approved, taking into consideration, among other things, the number of parties named as insureds; the nature of the business activities of such parties, the amount of the joint insured fidelity bond; the amount of the premium to be allocated among all parties as insureds; the ratable allocation of the premium among all parties named as insureds; and the extent to which the share of the premium allocated to the Fund is less than the premium the Fund would have had to pay if it had provided and maintained a single insured bond; and further
- RESOLVED:** That the Agreement Concerning Allocation of Fidelity Bond Premiums and Recoveries ( Agreement ) entered into among the Fund and the other named insureds under the foregoing fidelity bond coverage is approved and that each officer of the Trust, acting singly, is authorized to execute and deliver such Agreement, the execution and delivery of said Agreement to be conclusive evidence of the Trustees approval; and further
- RESOLVED:** That the officers of the Trust are authorized to make any and all payments, in the name and on behalf of the Trust and the Fund, as they, or any of them, may determine to be necessary or desirable and proper in connection with or in furtherance of the foregoing resolutions; and further
- RESOLVED:** That the Assistant Secretary and the other officers of the Trust are directed to file the fidelity bond and the Agreement with the Securities and Exchange Commission and to make the other filings and give the notices as required by Paragraph (g) of Rule 17g-1 of the 1940 Act.

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WESTERN ASSET MORTGAGE DEFINED OPPORTUNITY FUND, INC.

**APPROVAL OF FIDELITY BOND COVERAGE AND DIRECTORS AND OFFICERS/ERRORS AND OMISSIONS POLICY**

**RESOLVED:** That the officers of the Fund be, and each hereby is, authorized and directed to take and/or ratify all necessary action for the Fund to become a member of ICI Mutual Insurance Company ( ICI Mutual ) and, in conjunction with other investment companies for which affiliates of LMPFA serve as investment adviser and/or administrator, to purchase from ICI Mutual fidelity bond coverage ( Joint Fidelity Bond ) and a Directors and Officers/Errors and Omissions ( D&O/E&O ) liability insurance policy to which the investment adviser, Subadviser, principal underwriter, administrator, directors and/or officers of such investment companies may also be parties; and further

**RESOLVED:** That it is the finding of the Board that the Joint Fidelity Bond covering, among others, officers and employees of the Fund in accordance with the requirements of Rule 17g-1 under the 1940 Act is reasonable in form and amount, after having given due consideration to, among other things, the value of the aggregate assets of the Fund to which any person covered under the Joint Fidelity Bond may have access, the type and terms of the arrangements made for the custody and safekeeping of the Fund's assets and the nature of the securities in the Fund's portfolio; and further

**RESOLVED:** That the portion of the total premium for the Joint Fidelity Bond to be allocated to the Fund based on its net assets (following the public offering of its Common Stock) be, and hereby is, approved by a vote of a majority of the Board of Directors of the Fund (all Directors voting) and separately by a majority of the Independent Directors, after having given due consideration to, among other things, the number of the other parties named as insureds, the nature of the business activities of such other parties, the amount of the Joint Fidelity Bond, the amount of the premiums for the Fidelity Bond, the ratable allocation of the premiums among all parties named as insureds, and the extent to which the share of the premium allocated to the Fund is less than the premium the Fund would have had to pay if it had provided and maintained a fidelity bond which covers only the Fund as the insured; and further

**RESOLVED:** That the Joint Fidelity Bond be, and hereby is, approved by a vote of the Board of Directors (all Directors voting) and separately by the Independent Directors; and further

**RESOLVED:** That the officers of the Fund be, and each of them hereby is, authorized and directed to enter into an agreement, in substantially the form used for the Closed-end Funds, as required by paragraph (f) of Rule 17g-1 under the 1940 Act with the other named insureds under the Joint Fidelity Bond providing that in the event any recovery is received under the Bond as a result of a loss sustained by the Fund and also by one or more of the other named insureds, the Fund shall receive an equitable and proportionate share of the recovery, but in no event less than the amount it would have received had it obtained and maintained a single insured bond with the minimum coverage required by paragraph (d)(1) of such Rule 17g-1; and further

**RESOLVED:** That the officers of the Fund be, and each of them hereby is, authorized and directed to prepare, execute and file such amendments and supplements to the aforesaid agreement, and to take such other action as may be necessary or appropriate in order to conform to the provisions of the 1940 Act and the rules and regulations thereunder; and further



- RESOLVED:** That the Secretary of the Fund shall file the Joint Fidelity Bond with the Securities and Exchange Commission and give the notices required under paragraph (g) of Rule 17g-1 under the 1940 Act; and further
- RESOLVED:** That the Fund's purchase of the D&O/E&O policy to which the Directors, officers and employees of the Fund are parties, and which provides coverage to those parties against liabilities and expenses (with certain exceptions) arising out of claims, actions or proceedings asserted or threatened against them in their respective capacities for the Fund is determined to be in the best interest of the Fund; and further
- RESOLVED:** That the Fund's purchase of the Independent Directors Liability Insurance Policy (the IDL Policy ) to which the Directors of the Fund are parties, and which provides coverage to the Directors against liabilities and expenses (with certain exceptions) arising out of claims, actions or proceedings asserted or threatened against them in their respective capacities for the Fund is determined to be in the best interest of the Fund; and further
- RESOLVED:** That pursuant to Rule 17d-1(d)(7) under the 1940 Act, the Board of Directors (all Directors voting) finds, and, separately, all of the Independent Directors find, that the Fund's participation in the D&O/E&O policy is in the best interest of the Fund, and that the portion of the total premium for the D&O/E&O policy to be allocated to the Fund based on its net assets is fair and reasonable when compared to the premiums that would have been paid if the insurance coverage of the policy had been purchased separately by the insured parties; and further
- RESOLVED:** That the Directors and the officers of the Fund, or any of them, are authorized to make any and all payments and to do any and all other acts, in the name of the Fund and on its behalf, as they, or any of them, may determine to be necessary or desirable and proper in connection with or in furtherance of the foregoing resolutions.

**AGREEMENT CONCERNING ALLOCATION OF FIDELITY BOND PREMIUMS AND**

**RECOVERIES**

This Agreement Concerning Allocation of Fidelity Bond Premiums and Recoveries made as of the 13<sup>th</sup> day of July, 2010 by and among the management investment companies listed on Schedules I and II (each, a Fund and collectively, the Funds), all of which are named insureds on a certain fidelity bond underwritten by ICI Mutual Insurance Company (the Insurer) covering certain acts relating to the Funds (Joint Fidelity Bond):

WHEREAS: each of the Funds has registered under the Investment Company Act of 1940, as amended (the 1940 Act) as either an open-end management investment company or a closed-end management investment company; and

WHEREAS: Rule 17g-1(f) under the 1940 Act requires that a registered management investment company named as an insured on a joint fidelity bond enter into a certain agreement with the other named insureds; and

WHEREAS: the Funds each will benefit from their respective participation in the Joint Fidelity Bond in compliance with this Rule;

NOW, THEREFORE, it is agreed as follows:

1. In the event any recovery under the Joint Fidelity Bond is received as a result of a loss sustained by any of the Funds, then each Fund sustaining such loss shall receive an equitable and proportionate share of the recovery, said proportion to be established by the ratio that the claim bears to the total amount claimed by all participants, but at least equal to the amount which each such Fund would have received had it provided and maintained a single insured bond with the minimum coverage required by Rule 17g-1(d)(1) under the 1940 Act ( Separate Bond ).
2. In the event that the claims of loss of the Funds are so related that the Insurer is entitled to assert that the claims must be aggregated with the results that the total amount payable on such claims is limited to the face amount of the Joint Fidelity Bond, the following rules for determining the priorities among the Funds for satisfaction of the claims under the Joint Fidelity Bond shall apply:
  - A. First, all claims of each Fund which have been duly proven and established under the Joint Fidelity Bond shall be satisfied up to the minimum amount of a Separate Bond for such Fund; and
  - B. Second, the remaining amount of insurance, if any, shall then be applied to the claims of the Funds in proportion to the total of the unsatisfied amount of the claims of each Fund.
3. Each party to this Agreement is hereby expressly put on notice of the limitation of shareholder liability as set forth in the Declaration of Trust of Legg Mason Tax-Free Income Fund and agrees that obligations assumed by this Trust pursuant to this Agreement shall be limited in all cases to the Trust and its assets. Each party to this Agreement agrees that it shall not seek satisfaction of any such obligation from the shareholders or any individual shareholder of the Legg Mason Tax-Free Income Fund nor from any individual Trustee of that Trust.
4. Additional Parties to this Agreement: This Agreement is intended to cover all entities insured under the Joint Fidelity Bond. Any insured under the Joint Fidelity Bond that is not currently listed on Schedules I and II hereto may be added to this Agreement by a written amendment.
5. This Agreement may be executed in multiple counterparts.

IN WITNESS WHEREOF, each Fund has caused this Agreement to be executed by one of its officers thereunto duly authorized as of the date first above written.

/s/ Thomas C. Mandia  
Thomas C. Mandia  
Assistant Secretary, each of the Funds listed on Schedule I

/s/ R. Jay Gerken  
R. Jay Gerken  
President, each of the Funds listed on Schedule II

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SCHEDULE I

LMP Corporate Loan Fund Inc.

Western Asset High Income Opportunity Fund Inc.

Western Asset Managed High Income Fund Inc.

Western Asset Managed Municipals Fund Inc.

Western Asset Municipal High Income Fund Inc.

LMP Real Estate Income Fund Inc.

Western Asset Intermediate Muni Fund Inc.

Western Asset High Income Fund Inc.

Western Asset High Income Fund II Inc.

Western Asset Worldwide Income Fund Inc.

Western Asset Global High Income Fund Inc.

Western Asset Emerging Markets Debt Fund Inc.

LMP Capital and Income Fund Inc.

Western Asset Emerging Markets Income Fund Inc.

Western Asset Emerging Markets Floating Rate Fund Inc.

Western Asset Global Partners Income Fund Inc.

Western Asset Municipal Partners Fund Inc.

Western Asset Variable Rate Strategic Fund Inc.

Western Asset Inflation Management Fund Inc.

Western Asset Municipal Defined Opportunity Trust, Inc.

Western Asset Investment Grade Defined Opportunity Trust, Inc.

Western Asset Global Corporate Defined Opportunity Fund Inc.

ClearBridge Energy MLP Fund Inc.

Western Asset Mortgage Defined Opportunity Fund, Inc.

**Legg Mason Partners Equity Trust**

Legg Mason ClearBridge Aggressive Growth Fund

Legg Mason ClearBridge Appreciation Fund

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Legg Mason ClearBridge Capital Fund  
Legg Mason ClearBridge Diversified Large Cap Growth Fund  
Legg Mason ClearBridge Dividend Strategy Fund  
Legg Mason Esemplia Emerging Markets Equity Fund  
Legg Mason ClearBridge Equity Fund  
Legg Mason ClearBridge Equity Income Builder Fund  
Legg Mason Investment Counsel Financial Services Fund  
Legg Mason ClearBridge Fundamental All Cap Value Fund  
Legg Mason Batterymarch Global Equity Fund  
Legg Mason Global Currents International All Cap Opportunity Fund  
Legg Mason ClearBridge Large Cap Value Fund  
Legg Mason ClearBridge Large Cap Growth Fund  
Legg Mason Lifestyle Allocation 100%  
Legg Mason Lifestyle Allocation 30%  
Legg Mason Lifestyle Allocation 50%  
Legg Mason Lifestyle Allocation 70%  
Legg Mason Lifestyle Allocation 85%  
Legg Mason Lifestyle Income Fund  
Legg Mason ClearBridge Mid Cap Core Fund  
Legg Mason Capital Management All Cap Fund  
Legg Mason Batterymarch S&P 500 Index Fund

Legg Mason ClearBridge Small Cap Growth Fund

Legg Mason ClearBridge Small Cap Value Fund

Legg Mason Investment Counsel Social Awareness Fund

Legg Mason Target Retirement 2015

Legg Mason Target Retirement 2020

Legg Mason Target Retirement 2025

Legg Mason Target Retirement 2030

Legg Mason Target Retirement 2035

Legg Mason Target Retirement 2040

Legg Mason Target Retirement 2045

Legg Mason Target Retirement 2050

Legg Mason Target Retirement Fund

Legg Mason Batterymarch U.S. Large Cap Equity Fund

Legg Mason Permal Tactical Allocation Fund

**Legg Mason Partners Income Trust**

Legg Mason Western Asset Adjustable Rate Income Fund

Legg Mason Western Asset California Municipals Fund

Legg Mason Western Asset Core Bond Fund

Legg Mason Western Asset Core Plus Bond Fund

Legg Mason Western Asset Corporate Bond Fund

Legg Mason Western Asset Global High Yield Bond Fund

Legg Mason Western Asset Global Inflation Management Fund

Legg Mason Western Asset Government Securities Fund

Legg Mason Western Asset High Income Fund

Legg Mason Western Asset Intermediate Maturity California Municipals Fund

Legg Mason Western Asset Intermediate Maturity New York Municipals Fund

Legg Mason Western Asset Intermediate-Term Municipals Fund

Legg Mason Western Asset Managed Municipals Fund

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Legg Mason Western Asset Massachusetts Municipals Fund

Legg Mason Western Asset Municipal High Income Fund

Legg Mason Western Asset New Jersey Municipals Fund

Legg Mason Western Asset New York Municipals Fund

Legg Mason Western Asset Oregon Municipals Fund

Legg Mason Western Asset Pennsylvania Municipals Fund

Legg Mason Western Asset Short Duration Municipal Income Fund

Legg Mason Western Asset Short-Term Bond Fund

Legg Mason Western Asset Strategic Income Fund

Western Asset Emerging Markets Debt Portfolio

Western Asset Global High Yield Bond Portfolio

**Legg Mason Partners Money Market Trust**

Western Asset California Tax Free Money Market Fund

Western Asset Liquid Reserves

Western Asset Connecticut Municipal Money Market Fund

Western Asset New York Tax Free Money Market Fund

Western Asset Tax Free Reserves

Western Asset U.S. Treasury Reserves

Western Asset California Municipal Money Market Fund

Western Asset Massachusetts Municipal Money Market Fund

Western Asset New York Municipal Money Market Fund

Western Asset Money Market Fund

Western Asset Government Money Market Fund

Western Asset Municipal Money Market Fund

Western Asset AMT Tax Free Money Market Fund

**Legg Mason Partners Institutional Trust**

Western Asset Institutional Money Market Fund

Western Asset Institutional Cash Reserves

Western Asset Institutional Liquid Reserves

Western Asset Institutional Tax Free Reserves

Western Asset Institutional U.S. Treasury Reserves

Western Asset Institutional Government Reserves

Western Asset Institutional AMT Tax Free Municipal Money Market Fund

Legg Mason Western Asset SMASh Series C Fund

Legg Mason Western Asset SMASh Series EC Fund

Legg Mason Western Asset SMASh Series M Fund

**Legg Mason Partners Premium Money Market Trust**

Western Asset Premium Liquid Reserves

Western Asset Premium U.S. Treasury Reserves

Western Asset Premium Tax Free Reserves

**Master Portfolio Trust**

Liquid Reserves Portfolio

U.S. Treasury Reserves Portfolio

Tax Free Reserves Portfolio

Prime Cash Reserves Portfolio

Institutional Enhanced Portfolio

Government Portfolio

**Legg Mason Partners Variable Equity Trust**

Legg Mason ClearBridge Variable Aggressive Growth Portfolio

Legg Mason ClearBridge Variable Appreciation Portfolio

Legg Mason ClearBridge Variable Dividend Strategy Portfolio

Legg Mason ClearBridge Variable Fundamental All Cap Value Portfolio

Legg Mason Global Currents Variable International All Cap Opportunity Portfolio



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Legg Mason ClearBridge Variable Large Cap Value Portfolio

Legg Mason ClearBridge Variable Large Cap Growth Portfolio

Legg Mason Variable Lifestyle Allocation 50%

Legg Mason Variable Lifestyle Allocation 70%

Legg Mason Variable Lifestyle Allocation 85%

Legg Mason ClearBridge Variable Mid Cap Core Portfolio

Legg Mason ClearBridge Variable Capital Portfolio

Legg Mason ClearBridge Variable Equity Income Builder Portfolio

Legg Mason ClearBridge Variable Small Cap Growth Portfolio

Legg Mason Investment Counsel Variable Social Awareness Portfolio

**Legg Mason Partners Variable Income Trust**

Legg Mason Western Asset Variable Adjustable Rate Income Portfolio

Legg Mason Western Asset Variable Diversified Strategic Income Portfolio

Legg Mason Western Asset Variable Global High Yield Bond Portfolio

Legg Mason Western Asset Variable High Income Portfolio

Legg Mason Western Asset Variable Money Market Portfolio

Legg Mason Western Asset Variable Strategic Bond Portfolio

**Western Asset Income Fund**

**Western Asset Premier Bond Fund**

**Western Asset Funds, Inc.**

Western Asset Core Plus Bond Portfolio

Western Asset Core Bond Portfolio

Western Asset High Yield Portfolio

Western Asset Inflation Indexed Plus Bond Portfolio

Western Asset Intermediate Bond Portfolio

Western Asset Intermediate Plus Bond Portfolio

Western Asset Limited Duration Bond Portfolio

Western Asset Non-U.S. Opportunity Bond Portfolio

Western Asset Absolute Return Portfolio

Western Asset Global Strategic Income Portfolio

Western Asset Enhanced Equity Portfolio

**Legg Mason Charles Street Trust, Inc.**

Legg Mason Batterymarch U.S. Small Capitalization Equity Portfolio

Legg Mason BW Global Opportunities Bond Fund

**Legg Mason Capital Management Growth Trust, Inc.**

**Legg Mason Global Trust, Inc.**

Legg Mason Batterymarch International Equity Trust

Legg Mason Batterymarch Emerging Markets Trust

**Legg Mason Investors Trust, Inc.**

Legg Mason Capital Management American Leading Companies Trust

**Legg Mason Investment Trust, Inc.**

Legg Mason Capital Management Opportunity Trust

**Legg Mason Capital Management Special Investment Trust, Inc.**

**Legg Mason Tax-Free Income Fund**

Legg Mason Investment Counsel Maryland Tax-Free Income Trust

**Legg Mason Capital Management Value Trust, Inc.**

**Legg Mason Global Asset Management Trust**

Legg Mason BW International Opportunities Bond Fund

Legg Mason Manager Select Large Cap Growth Fund

Legg Mason Manager Select Large Cap Value Fund

Legg Mason Strategic Real Return Fund

Legg Mason Capital Management Research Fund

**Barrett Opportunity Fund, Inc.**

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SCHEDULE II

Western Asset/Claymore Inflation-Linked Securities & Income Fund

Western Asset/Claymore Inflation-Linked Opportunities & Income Fund

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