

LEGG MASON FAMILY OF FUNDS

# Letter of Intent

A Letter of Intent helps you take advantage of breakpoints in Class A sales charges. This is not available to accounts where Legg Mason Investor Services is the dealer of record. You may purchase Class A shares of Legg Mason Mutual Funds over a 13-month period and pay the same sales charge, if any, as if all shares had been purchased at once. You select your Asset Level Goal by checking the appropriate box in Section 2 below. You can include purchases made by you, your spouse and your children under the age of 21 toward attaining your Asset Level Goal, as well as purchases made prior to the date of the Letter. Please see **Eligible Fund Purchases** in Section 4 for more information about the funds and share classes that may be eligible, and **Eligible Accounts** in section 4 for more information about the accounts that may be eligible.

Please read the terms and conditions carefully. Complete the following application and sign where indicated. If your account is held with another financial institution, the completed application should be mailed to your financial advisor. If your account is held directly with the fund, mail the completed application to: Legg Mason Funds, P.O. Box 9699, Providence, RI 02940-9699.

If you require assistance in filling out this application, please contact your financial advisor or Shareholder Services at 1-800-822-5544.

IMPORTANT: IT IS NECESSARY TO MAKE REFERENCE TO THIS LETTER OF INTENT EACH TIME YOU PURCHASE SHARES OF A LEGG MASON MUTUAL FUND. PLEASE KEEP A COPY OF THE COMPLETED FORM FOR YOUR RECORDS.

## 1 TYPE OF ACTION REQUESTED (CHECK ONE ONLY)

- Establish a new Letter of Intent.     Increase existing Letter of Intent - See Section 2.

## 2 ASSET LEVEL GOAL (CHECK ONE ONLY)

Please indicate the minimum asset level you wish to attain within the 13-month term of this Letter:

- \$25,000     \$50,000     \$100,000     \$250,000     \$500,000     \$750,000     \$1,000,000

## 3 ELIGIBLE ACCOUNT INFORMATION

You may credit toward your Asset Level Goal any Eligible Fund Purchases made in Eligible Accounts at any time prior to entering into this Letter that have not been sold or redeemed, based on the current price of those shares as of the date of the calculation. Please provide the information below with respect to any Eligible Accounts. If the account is held in the name of your spouse or children under the age of 21, please include the name of the account holder as well. You may use extra sheets if necessary. Please check with your Financial Advisor to see which accounts may be combined.

Name of financial firm where account is held	Account Owner(s) Name(s)	Account Number
Name of financial firm where account is held	Account Owner(s) Name(s)	Account Number
Name of financial firm where account is held	Account Owner(s) Name(s)	Account Number
Name of financial firm where account is held	Account Owner(s) Name(s)	Account Number

## 4 TERMS AND CONDITIONS/LETTER OF INTENT

By signing this Letter, you agree to purchase in **Eligible Accounts** over a thirteen (13) month period in accordance with the terms of this Letter, **Eligible Fund Purchases** in an amount equal to your Asset Level Goal, less any **Eligible Prior Purchases**. For this purpose, shares are valued at the public offering price, including any sales charge paid, calculated as of the date of purchase, plus any appreciation in the value of the shares as of the date of calculation, except for Eligible Prior Purchases, which are valued at current value as of the date of calculation. Your commitment will be met if at any time during the 13-month period, the value as so determined, of eligible holdings is at least equal to your Asset Level Goal. All reinvested dividends and distributions on shares acquired under this Letter will be credited toward your Asset Level Goal. You may include any **Eligible Fund Purchases** toward the Letter, including shares of classes other than Class A shares. However, this Letter of Intent will not entitle you to a reduction in the sales charge payable on any shares other than Class A shares, and if the shares are subject to a deferred sales charge, you will still be subject to that deferred sales charge with respect to those shares. Please note that shares redeemed or sold prior to reaching your Asset Level Goal will not be counted toward meeting your Goal.

**Eligible Fund Purchases.** Generally, purchases of any Legg Mason Fund shares may be credited toward your Asset Level Goal. Please check with your Financial Advisor to see which funds may be eligible. Shares of certain money market funds advised by the fund's manager or its affiliates (except for money market fund shares acquired by exchange from other Legg Mason funds) are not eligible. This list may change from time to time.

**Eligible Accounts.** Purchases may be made through any account in your name, or in the name of your spouse or your children under the age of 21. You may need to provide certain records, such as account statements, in order to verify your eligibility for reduced sales charges. Please check with your Financial Advisor to see which accounts may be combined. This is not available to accounts where Legg Mason Investor Services is the dealer of record.

**Eligible Prior Purchases.** You may also credit toward your Asset Level Goal any **Eligible Fund Purchases** made in **Eligible Accounts** at any time prior to entering into this Letter that have not been sold or redeemed, based on the current price of those shares as of the date of calculation. Because the fund may not have access to information concerning all of the accounts in which your Eligible Prior Purchases may be held, to ensure that you receive credit towards your Asset Level Goal you must inform the fund or your Financial Advisor at the time you enter into this Letter about any other Eligible Prior Purchases that should be credited. If eligible accounts are held by another financial institution you need to attach the current shareholder statements with respect to those accounts. If the account is held in the name of your spouse or children under the age of 21, please include the name of the account holder as well.

**Applicable Purchase Price.** Each time you make a purchase under this Letter, you will be entitled to the sales charge of the fund in which you are investing that is applicable to the amount of your Asset Level Goal. For example, if your Asset Level Goal is \$100,000, any Class A investments you make under this Letter would be subject to the sales charge of the specific fund you are investing in for purchases of \$100,000. Sales charges and breakpoints vary among the Legg Mason Mutual Funds.

**Increasing the Amount of the Letter.** You may at any time increase your Asset Level Goal by contacting your financial advisor. Upon such an increase, you will be credited by way of additional shares at the then current offering price for the difference between: (a) the aggregate sales charges actually paid for shares already purchased under this Letter and (b) the aggregate applicable sales charges for the increased Asset Level Goal. However, you must contact your financial advisor before purchasing shares in excess of the amount indicated in Section 2 of this Letter as no retroactive adjustments can be made. The 13-month period during which the Asset Level Goal must be achieved will remain unchanged.

**Sales and Exchanges.** Shares acquired pursuant to this Letter, other than Escrowed Shares as defined below, may be redeemed or exchanged at any time, although any shares that are redeemed prior to meeting your Asset Level Goal will no longer count toward meeting your Goal. **Complete liquidation prior to meeting your Asset Level Goal of purchases made under this Letter, however, will result in the cancellation of this Letter. See "Failure to Meet Asset Level Goal" below.** Exchanges in accordance with a fund's prospectus are permitted, and shares so exchanged will continue to count toward your Asset Level Goal, as long as the exchange results in an **Eligible Fund Purchase**.

**Cancellation of Letter.** Subject to the terms and conditions as set forth in **"Failure to Meet Asset Level Goal"** below, you may cancel this Letter by notifying your financial advisor in writing, or the Letter will be automatically cancelled if all shares are sold or redeemed as set forth above.

**Escrowed Shares.** Shares from your initial purchase, and subsequent purchases, if necessary, equal to five percent (5%) of the Asset Level Goal indicated in Section 2, will be held in escrow during the term of this Letter (the "Escrowed Shares"). Shares will be escrowed as of the date this Letter (or the date any increase in the amount of the Letter) is accepted. The Escrowed Shares will be included in the total shares owned as reflected in your account statement, and any dividends and capital gains distributions applicable to the Escrowed Shares will be credited to your account and counted toward your Asset Level Goal or paid in cash upon request. The Escrowed Shares will be released from escrow if all the terms of this Letter are met.

**Failure to Meet Asset Level Goal.** If the total assets under this Letter within its 13-month term are less than your Asset Level Goal or you elect to liquidate all of your holdings or cancel this Letter before reaching your Asset Level Goal, you will be liable for the difference between: (a) the sales charge actually paid and; (b) the sales charge that would have applied if you had not entered into this Letter. You may, however, be entitled to any breakpoints that would have been available to you under a right of

accumulation. An appropriate number of shares in your account will be redeemed to realize the amount due. If there are insufficient assets in your account, you will be liable for the difference. Any Escrowed Shares remaining after such redemption will be released to your account.

**Appointment of Attorney-In-Fact.** By signing this Letter, you irrevocably constitute and appoint your financial advisor listed in Section 6 below as attorney to hold the Escrowed Shares and to surrender for redemption any or all shares subject to the Letter, under the conditions set forth in this Letter, with full power of substitution in the premises.

EACH PURCHASE OF SHARES MADE PURSUANT TO THIS LETTER IS SUBJECT TO THE TERMS AND CONDITIONS CONTAINED IN THE PROSPECTUS OF THE RELEVANT FUND IN EFFECT AT THE TIME OF THE SPECIFIC PURCHASE

## 5 AGREEMENT

To be completed by all authorized registered account owners. By signing below, you agree to all of the terms and conditions set forth in this Letter. You also intend, but are under no obligation, to purchase additional Class A shares in order to qualify for a reduced sales charge, subject to the terms and conditions described in this Letter and the applicable fund(s) prospectus and Statement of Additional Information.

You understand that you or your financial advisor must refer to this Letter of Intent when placing any future purchase orders while this Letter is in effect.

Account Owner Name (please print) Account Owner Signature Date

Joint Account Owner Name (please print) Joint Account Owner Signature Date

Date of Letter

## 6 FINANCIAL ADVISOR INFORMATION

Name of Financial Advisor (please print) Financial Advisor Number

Financial Advisor Branch Location:

Street City, State & Zip Code Telephone Number

### CONTACT INFORMATION (INCLUDING CUSTOMER COMPLAINTS)

<b>Mail:</b>	<b>Postal address</b> Legg Mason Funds P.O. Box 9699 Providence, RI 02940-9699	<b>Overnight carrier address</b> Legg Mason Funds 4400 Computer Drive Westborough, MA 01581
<b>Phone:</b>	To speak with an investment professional regarding any of our funds, please call toll-free: 1-800-822-5544, Monday through Friday, 8:00 am – 5:30 pm (ET)	
<b>Fax:</b>	1-508-599-4186	
<b>TeleFund:</b>	To access our telephone account management service, please call toll-free: 1-877-6LMFUNDS (1-877-656-3863)	
<b>Internet:</b>	www.leggmason.com	

An investor should consider a Fund's investment objectives, risks, charges and expenses carefully before investing. For a free prospectus, which contains this and other information on any Legg Mason Fund, visit [www.leggmason.com](http://www.leggmason.com). An investor should read the prospectus carefully before investing.