



January 14, 2011

[Client Name]
[Address1]
[Address2]
[Address3]
[Address4]
[City, State ZIP]

**Important Information Regarding Your
Legg Mason Private Portfolios Managed Account(s)**

Dear Client:

As part of an ongoing effort to enhance our service model, we would like to inform you of some upcoming changes that will affect your Legg Mason Private Portfolios managed account(s) (the "Account"). **Your interaction with us will remain the same and no action is required on your part as a result of these changes.**

On or about February 18, 2011 (the "Conversion Date"), Pershing LLC (together with certain of its affiliates, "Pershing") will become the clearing firm for your Account. In addition, on the Conversion Date, we will also no longer be using the services of our affiliated sub-adviser, Morgan Stanley Smith Barney LLC (the "affiliated sub-adviser"), in connection with our managed investment programs. As a result, certain of the services previously performed by the affiliated sub-adviser with respect to your Account will be performed by us (either directly or through an affiliate other than the affiliated sub-adviser) and, in the case of certain portfolio trading and implementation services, Legg Mason Private Portfolio Group, LLC ("LMPPG") – see below.

Please note that there will be no change to how you do business with us, nor will there be any changes to the fees we charge as a result of this change. We anticipate no disruption in the services that you currently receive. Nonetheless, our decision to no longer use the services of the affiliated sub-adviser may be considered an assignment of your managed investment agreement under the Investment Advisers Act of 1940, and therefore, your consent is required. **No action is required on your part to consent. While you may terminate your managed investment agreement at any time, if you do not elect in writing to terminate your agreement within thirty (30) days of the date of this letter, we will deem your continued acceptance of our services as your consent to this assignment. You do not need to take any action if you want your managed investment program to continue without interruption.**

Enclosed you will find a revised version of the terms and conditions related to your Account. These terms reflect certain changes made to your Account in connection with the above conversion. **Unless we hear otherwise from you, your Account will be governed by the enclosed terms and conditions as of the Conversion Date.** For your convenience, below you will find a summary of some of the more significant changes outlined in the enclosed terms and conditions:

Custody Services – To the extent applicable, we will open an account and move your assets to Pershing on your behalf, whereby Pershing will perform certain of the custody services previously provided by Citigroup Global Markets Inc. in connection with your Account. These services include the safekeeping of Account assets, the settlement of transactions, the generation of trade confirmations, account statements

and tax reporting documentation (to the extent applicable), as well as other operational and account-related services.

Investment Manager Research – We will no longer be using the services of the affiliated sub-adviser in connection with the evaluation of investment products utilized in your Account. Instead, our investment product universe will consist of those investment products for which we (or an affiliate other than the affiliated sub-adviser) have performed research meeting either our “Citi Access” or more rigorous “Citi Focus” research standards. Please see the enclosed disclosure statement for more information regarding this.

Portfolio Trading and Implementation – We will no longer be using the services of the affiliated sub-adviser to implement management of equity investment strategies in single-style, balanced and Custom Single Discipline accounts. For these types of accounts, LMPPG will implement portfolio manager equity investment decisions. For Multiple Discipline Accounts, we (or an affiliate other than the affiliated sub-adviser) will implement portfolio manager equity investment decisions. Implementation includes placing securities trades for execution with broker-dealers. Please see the LMPPG Form ADV Disclosure Brochure for information on LMPPG’s implementation practices. This document was provided to you when you opened your Account. An updated version is available upon request from your Citi representative.

We encourage you to carefully read the enclosed revised terms and conditions in their entirety, as they reflect other changes in addition to those summarized above.

Our relationship with you is our top priority. Should you have any questions regarding this conversion or how these changes affect your Account, please contact your Citi representative.

Thank you for your trust and continued confidence.

Sincerely,

Michael Freeman
Head of Products and Investments
Citi Personal Wealth Management

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