

WESTERN ASSET HIGH INCOME OPPORTUNITY FUND INC.

Form DEF 14A

January 31, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

- o Preliminary Proxy Statement
o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
x Definitive Proxy Statement
o Definitive Additional Materials
o Soliciting Material Pursuant to §240.14a-12

WESTERN ASSET HIGH INCOME OPPORTUNITY FUND INC. (Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1) Title of each class of securities to which transaction applies:
(2) Aggregate number of securities to which transaction applies:
(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
(4) Proposed maximum aggregate value of transaction:
(5) Total fee paid:
o Fee paid previously with preliminary materials.
o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
(1) Amount Previously Paid:
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(3) Filing Party:

(4)

Date Filed:

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WESTERN ASSET HIGH INCOME OPPORTUNITY FUND INC.

125 Broad Street, New York, New York 10004

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To be Held on February 27, 2007

*To the Stockholders of Western Asset High Income Opportunity Fund Inc.:*

The Annual Meeting of Stockholders of Western Asset High Income Opportunity Fund Inc. (the "Fund") will be held at the offices of Bingham McCutchen LLP, 399 Park Avenue, New York, New York, 19th floor, on February 27, 2007 at 10:00 a.m., New York time, for the following purposes:

1. To elect one Class I Director and three Class III Directors of the Fund (**Proposal No. 1**), each to hold office for the term indicated or until his or her successor shall have been duly elected and qualified or until he or she resigns or is otherwise removed; and
2. To transact such other business as may properly come before the meeting or any adjournments thereof.

The Board of Directors has fixed the close of business on January 10, 2007 as the record date for the determination of stockholders entitled to notice of, and to vote at, the meeting and any adjournments thereof.

By Order of the Board of Directors

Robert I. Frenkel  
Secretary

New York, New York  
January 30, 2007

**IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED AT THE MEETING IN PERSON OR BY PROXY; IF YOU DO NOT EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY IN THE ACCOMPANYING ENVELOPE PROVIDED FOR YOUR CONVENIENCE, WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES.**

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**Instructions for Signing Proxy Cards**

The following general rules for signing proxy cards may be of assistance to you and avoid the time and expense to the Fund in validating your vote if you fail to sign your proxy card properly.

1. *Individual Accounts:* Sign your name exactly as it appears in the registration on the proxy card.
2. *Joint Accounts:* Either party may sign, but the name of the party signing should conform exactly to a name shown in the registration.
3. *All Other Accounts:* The capacity of the individual signing the proxy card should be indicated unless it is reflected in the form of registration. For example:

|                                     | <b>Registration</b>                                 | <b>Valid Signature</b>             |
|-------------------------------------|---|------------------------------------|
| <b>Corporate Accounts</b>           |   |                                    |
| (1)                                 | ABC Corp  | ABC Corp. (by John Doe, Treasurer) |
| (2)                                 | ABC Corp.   | John Doe, Treasurer                |
| (3)                                 | ABC Corp., c/o John Doe, Treasurer                  | John Doe                           |
| (4)                                 | ABC Corp. Profit Sharing Plan                       | John Doe, Trustee                  |
| <b>Trust Accounts</b>               |   |                                    |
| (1)                                 | ABC Trust   | Jane B. Doe, Trustee               |
| (2)                                 | Jane B. Doe, Trustee, u/t/d 12/28/78                | Jane B. Doe                        |
| <b>Custodial or Estate Accounts</b> |   |                                    |
| (1)                                 | John B. Smith, Cust., f/b/o John B. Smith, Jr. UGMA | John B. Smith                      |
| (2)                                 | John B. Smith                                       | John B. Smith, Jr., Executor       |

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WESTERN ASSET HIGH INCOME OPPORTUNITY FUND INC.

125 Broad Street, New York, New York 10004

PROXY STATEMENT

FOR THE ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON FEBRUARY 27, 2007

This proxy statement is furnished in connection with the solicitation by the Board of Directors (the "Board") of Western Asset High Income Opportunity Fund Inc. (formerly, High Income Opportunity Fund Inc.) (the "Fund") of proxies to be voted at the Annual Meeting of Stockholders (the "Meeting") of the Fund to be held at the offices of Bingham McCutchen LLP, 399 Park Avenue, 19th Floor Conference Center, New York, New York, on February 27, 2007 at 10:00 a.m., New York time, and at any adjournments thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders (the "Notice").

The costs of soliciting proxies and the expenses incurred in preparing this proxy statement will be borne by the Fund and are expected to be approximately \$90,000. In addition, the Fund will reimburse brokerage firms or other record holders for their expenses in forwarding solicitation materials to beneficial owners of shares of the Fund. Proxy solicitations will be made primarily by mail. In addition, certain officers, directors and employees of the Fund; Legg Mason, Inc.; Legg Mason Partners Fund Advisor, LLC ("LMPFA" or the "Manager"), the Fund's investment manager, which is a wholly-owned subsidiary of Legg Mason, Inc.; Western Asset Management Company ("Western Asset" or the "subadviser"), the Fund's sub-investment adviser; and/or American Stock Transfer & Trust Co. ("AST"), the Fund's transfer agent, may solicit proxies in person or by telephone or mail. Legg Mason, Inc. is located at 100 Light Street, Baltimore, Maryland 21202; LMPFA is located at 399 Park Avenue, New York, New York 10022; Western Asset is located at 385 East Colorado Boulevard, Pasadena, California 91101; and AST is located at 6201 15th Avenue, 1st Floor, Brooklyn, New York 11219.

The Annual Report of the Fund, including audited financial statements for the fiscal year ended September 30, 2006, has previously been furnished to all stockholders of the Fund. This proxy statement and form of proxy are first being mailed to stockholders on or about January 31, 2007. The Fund will provide, without charge, additional copies of the Annual Report to any stockholder upon request by calling the Fund at 1-800-331-1710.

All properly executed proxies received prior to the Meeting will be voted at the Meeting in accordance with the instructions marked thereon or otherwise as provided therein. Unless instructions to the contrary are marked, shares represented by the proxies will be voted "FOR" all the proposals. In accordance with the Fund's By-Laws, a quorum is constituted by the presence in person or by proxy of the holders of record of a majority of the outstanding shares of the Fund's common stock entitled to vote at the Meeting. For purposes of determining the presence of a quorum for transacting business at the Meeting, abstentions and broker "non-votes" (i.e., proxies from brokers or nominees indicating that such persons have not received instructions from the beneficial owner or other persons entitled to vote shares on a particular matter with respect to which the brokers or nominees do not have discretionary power) will be treated as shares that are present but which have not been voted.

Proposal No. 1 requires for approval the affirmative vote of a plurality of the votes cast at the Meeting with a quorum present. Because the requisite approval of the proposal is measured by a portion of the votes actually cast, abstentions and broker "non-votes" will have no impact on the approval of Proposal No. 1. Any proxy may be revoked at any time prior to the exercise thereof by submitting another proxy bearing a later date, by giving written notice to the Secretary of the Fund at the Fund's address indicated above, or by voting in person at the Meeting.

The Board knows of no business other than that specifically mentioned in the Notice to be presented for consideration at the Meeting. If any other matters are properly presented, it is the intention of the persons named in the enclosed proxy to vote in accordance with their best judgment to the extent permissible under applicable law.

The Board has fixed the close of business on January 10, 2007 as the record date (the "Record Date") for the determination of stockholders of the Fund entitled to notice of and to vote at the Meeting or any adjournment thereof. Stockholders of the Fund on that date will be entitled to one vote on each matter for each share held, and a fractional vote with respect to fractional shares, with no cumulative voting rights. At the Record Date, the Fund had outstanding 76,930,279.249 shares of Common Stock, par value \$0.001 per share, the only authorized class of stock, of which 73,120,243.994 or 95.05% were held in accounts, but not beneficially owned, by CEDE & Co., as nominee for The Depository Trust Company, Box 20, Bowling Green Station, New York, New York 10004-9998.

As of the Record Date, no single shareholder or "group" (as that term is used in Section 13(d) of the Securities Exchange Act of 1934, as amended (the "1934 Act")), to the knowledge of the Fund, owned beneficially 5% or more of the outstanding shares of the Fund. As of the Record Date, the officers and Board members of the Fund in the aggregate beneficially owned less than 1% of the outstanding shares of the Fund.

In the event that a quorum is not present, or if sufficient votes in favor of Proposal No. 1 set forth in the Notice and this Proxy Statement are not received by the time scheduled for the Meeting, the persons named as proxies may move for one or more adjournments of the Meeting to permit further solicitation of proxies with respect to such proposal. In determining whether to adjourn the Meeting, the following factors may be considered: the nature of the proposal that is the subject of the Meeting, the percentage of votes actually cast, the percentage of negative votes actually cast, the nature of any further solicitation and the information to be provided to stockholders with respect to the reasons for the solicitation. Any such adjournment will require the affirmative vote of a majority of the shares present at the Meeting. The persons named as proxies will vote in favor of such adjournment those shares which they are entitled to vote and which have voted in favor of such proposal.

#### **Proposal No. 1: Election of Directors**

In accordance with the Fund's Charter, the Board is currently classified into three classes. The Directors serving in Class III have terms expiring at the Meeting; three Class III Directors and one Class I Director have been nominated by the Board of Directors for election at the Meeting: in the case of the Class III Directors, to serve for a term of three years (until the 2010 Annual Meeting of Stockholders); and in the case of the Class I Director, to serve for a term of one year (until the 2008 Annual Meeting of Stockholders), or until their successors have been duly elected and qualified or until they resign or are otherwise removed. The affirmative vote of a plurality of the votes cast at the Meeting at which a quorum is present is sufficient to elect each nominee. It is the intention of the persons named in the enclosed proxy to vote in favor of the election of the persons listed below as nominees.

The Board knows of no reason why any of the nominees listed below will be unable to serve, but in the event of any such unavailability, the proxies received will be voted for such substitute nominee(s) as the Board may recommend.

Certain information concerning the nominees is set forth below. All of the nominees currently serve as Directors of the Fund. Any Director affiliated with the Manager or otherwise considered an "interested person" of the Fund, as defined in the Investment Company Act of 1940, as amended (the "1940 Act"), is indicated by an asterisk(\*). Information as to beneficial ownership is based upon information furnished to the Fund by the Directors.

**Persons Nominated for Election as Directors**

| Name,<br>Address and<br>Birth Year<br>Class I<br>Director<br>Nominee   | Position(s) and<br>Held with<br>Fund | Term<br>of<br>Office<br>Length<br>Time<br>Served | Principal Occupations<br>During Past Five Years   | Number of<br>Portfolios in<br>Fund<br>Complex<br>Overseen by<br>Director | Other Directorships<br>Held by Director  |
|--|--------------------------------------|--|---|--|--|
| <b>NON-INTERESTED DIRECTOR:</b>  |                                      |  |   |  |  |
| Carol L. Colman<br>Colman Consulting<br>278 Hawley Road<br>North Salem, NY 10560<br>Birth year: 1946                 | Director                             | Since 2007                                       | President, Colman Consulting Co.  | 37   | None   |
| <b>Class III Director Nominees</b>   |                                      |  |   |  |  |
| <b>NON-INTERESTED DIRECTORS:</b>   |                                      |  |   |  |  |
| Leslie H. Gelb<br>c/o Chairman of the Fund<br>399 Park Avenue<br>4th Floor<br>New York, NY 10022<br>Birth year: 1937 | Director                             | Since 2007                                       | President Emeritus and Senior Board Fellow, The Council on Foreign Relations; formerly, Columnist, Deputy Editorial Page Editor and Editor, Op-Ed Page, The New York Times. | 32   | Director of two registered investment companies advised by Blackstone Asia Advisors L.L.C. |
| William R. Hutchinson<br>535 N. Michigan Avenue<br>Suite 1012<br>Chicago, IL 60611<br>Birth year: 1942               | Director                             | Since 2007                                       | President, W.R. Hutchinson & Associates Inc. (consulting), formerly Group Vice President, Mergers and Acquisitions, BP Amoco p.l.c.   | 44   | Director of Associated Banc-Corp.  |

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|               |          |       |   |    |      |
|---------------|----------|-------|---|----|------|
| Dr. Riordan   | Director | Since | Professor and Director, Latin American Studies Program, Paul H. Nitze   | 34 | None |
| Roett         |          | 2007  | School of Advanced International Studies, The Johns Hopkins University. |    |      |
| The Johns     |          |       |   |    |      |
| Hopkins       |          |       |   |    |      |
| University    |          |       |   |    |      |
| 1740          |          |       |   |    |      |
| Massachusetts |          |       |   |    |      |
| Ave., NW      |          |       |   |    |      |
| Washington,   |          |       |   |    |      |
| DC 20036      |          |       |   |    |      |
| Birth year:   |          |       |   |    |      |
| 1938          |          |       |   |    |      |

**Directors Continuing in Office**

| <b>Name,<br/>Address<br/>and<br/>Birth Year<br/>Class I</b>   | <b>Position(s) and<br/>Held with<br/>Fund Served</b> | <b>Term<br/>of<br/>Office<br/>Held Length<br/>with Time</b>  | <b>Principal Occupations<br/>During Past Five Years</b> | <b>Number of<br/>Portfolios in<br/>Fund<br/>Complex<br/>Overseen by<br/>Director</b> | <b>Other Directorships<br/>Held by Director</b> |
|---|--|--|---|--|---|
| <b>Directors</b>  |  |  |   |  |   |
| <b>NON-INTERESTED DIRECTORS:</b>  |  |  |   |  |   |
| Daniel P. Cronin<br>c/o<br>Chairman of the Fund<br>399 Park Avenue<br>4th Floor<br>New York, NY 10022<br>Birth year: 1946 | Director Since 2007                                  | Retired; formerly, Associate General Counsel, Pfizer, Inc.   |   | 32   | None  |
| <b>Class II Directors</b>   |  |  |   |  |   |
| <b>INTERESTED DIRECTOR:</b>   |  |  |   |  |   |
| R. Jay Gerken, CFA*<br>Legg Mason & Co., LLC ("Legg Mason")<br>399 Park Avenue<br>New York, NY 10022<br>Birth year: 1951  | Chairman Since 2002 and<br>Chief Executive Officer   | Managing Director, Legg Mason; Chairman of the Board, Trustee, or Director of 168 funds associated with LMPFA and its affiliates; President, LMPFA (since 2006); Chairman, President and Chief Executive Officer of certain mutual funds associated with Legg Mason or its affiliates; formerly, Chairman, Smith Barney Fund Management LLC ("SBFM") and Citi Fund Management, Inc. ("CFM") (2002 to 2005); formerly, Chairman, President and Chief Executive Officer, Travelers Investment Advisers Inc. (2002 to 2005) |   | 168  | None  |
| <b>NON-INTERESTED DIRECTORS:</b>  |  |  |   |  |   |
| Paolo M. Cucchi<br>Drew University<br>108 Brothers College<br>Madison, NJ 07940<br>Birth Year: 1941                       | Director Since 2007                                  | Vice President and Dean of College of Liberal Arts at Drew University.   |   | 7  | None  |

\* Designates a Director who is affiliated with the Manager and considered an "interested person" of the Fund as defined in the 1940 Act.



| Name,<br>Address and<br>Birth Year  | Position(s) and<br>Held Length<br>with Time<br>Fund Served | Term<br>of<br>Office | Principal Occupations<br>During Past Five Years | Number of<br>Portfolios in<br>Fund<br>Complex<br>Overseen by<br>Director | Other Directorships<br>Held by Director |
|---|--|----------------------|---|--|---|
| John P.<br>Toolan<br>13 Chadwell<br>Place<br>Morristown,<br>NJ 07960<br>Birth year:<br>1930 | Director Since<br>Retired<br>1993                          |                      |   | 27   | None                                    |

**Beneficial Ownership Report**

| Name of Director                | Dollar Range <sup>*(1)</sup> of Equity<br>Securities in the Fund | Aggregate Dollar Range <sup>*(1)</sup> of Equity Securities<br>in all Funds Overseen by Director and<br>Advised by LMPFA |
|---------------------------------|--|--|
| <b>NON-INTERESTED DIRECTORS</b> |  |  |
| Carol L. Colman                 | A  | E  |
| Daniel P. Cronin                | A  | E  |
| Paolo M. Cucchi                 | A  | C  |
| Leslie H. Gelb                  | A  | A  |
| William R. Hutchinson           | A  | E  |
| Dr. Riordan Roett               | A  | C  |
| John P. Toolan                  | A  | E  |
| <b>INTERESTED DIRECTOR</b>      |  |  |
| R. Jay Gerken                   | B  | E  |

\* The dollar ranges are as follows: "A" = None; "B" = \$1-\$10,000; "C" = \$10,001-\$50,000; "D" = \$50,001-\$100,000; "E" = over \$100,000.

(1) This information has been furnished by each Director and nominee for election as Director as of May 31, 2006. "Beneficial Ownership" is determined in accordance with Rule 16a-1(a)(2) promulgated under the 1934 Act.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the 1934 Act and Section 30(h) of the 1940 Act in combination require the Fund's Directors and officers and persons who own more than 10% of the Fund's common stock, as well as LMPFA and certain of its affiliated persons, to file reports of ownership and changes in ownership with the Securities and Exchange Commission ("SEC") and the New York Stock Exchange, Inc. ("NYSE"). Such persons are required by SEC regulations to furnish the Fund with copies of all such filings. Based solely upon its review of the copies of such filings received by it and certain other information received by it, the Fund believes that, for the fiscal year ended September 30, 2006, all filing requirements applicable to such persons were met.

**Committees of the Board of Directors**

The Fund has a separately designated standing Corporate Governance and Nominating committee ("Nominating Committee"). The Fund has a separately designated standing Audit Committee ("Audit Committee") established in accordance with Section 3(a)(58)(A) of the 1934 Act. Both committees are comprised solely of members who are independent as defined in the NYSE's listing standards applicable to closed-end funds and are not "interested persons" of the Fund as defined in the 1940 Act. The Board of Directors of the Fund has

determined that all members of the Fund's Audit Committee are financially literate. Ms. Dasher has been designated as the audit committee financial expert within the meaning of the rules adopted and implemented under Section 407 of the Sarbanes-Oxley Act of 2002. The members of the Audit Committee are Ms. Jane Dasher, currently a Class III Director, Mr. Lee Abraham, currently a Class I Director and Mr. Toolan. The members of the Nominating Committee are Mr. Abraham, Mr. Donald Foley, currently a Class III Director and Mr. Richard Hanson, currently a Class I Director.

The principal functions of the Audit Committee are to (a) assist the Board of Directors in its oversight of (i) the integrity of the Fund's financial statements, (ii) the Fund's compliance with legal and regulatory requirements, (iii) the qualifications and independence of the Fund's independent registered public accounting firm and (iv) the performance of the Fund's internal audit function and independent registered public accounting firm; (b) approve, and recommend to the Independent Board Members (as such term is defined in the Audit Committee Charter) for their ratification, the selection, appointment, retention or termination of the Fund's independent registered public accounting firm, as well as approving the compensation thereof; (c) approve all audit and permissible nonaudit services provided to the Fund and certain other persons by such independent registered public accounting firm; and (d) prepare the report required to be prepared by the Audit Committee pursuant to SEC rules for inclusion in the Fund's annual proxy statement. The Fund's Amended and Restated Audit Committee Charter is attached hereto as Exhibit A.

The Fund has an Investment Committee responsible for reviewing the investment performance of the Fund. The members of this committee are Directors who are not "interested persons" of the Fund as defined under the 1940 Act. The members of the Investment Committee are Mr. Paul Hardin, currently a Class III Director, Mr. Roderick Rasmussen, currently a Class II Director and Mr. Toolan.

The Fund also has a Pricing Committee composed of the Chairman of the Board and one Director who is not an "interested person" of the Fund. The Pricing Committee is charged with determining fair value prices for securities when required. During the Fund's most recent fiscal year, the Pricing Committee met six times.

Five meetings of the Board were held during the Fund's fiscal year ended September 30, 2006, four of which were regular meetings. Four Audit Committee meetings were held and four Investment Committee meetings were held during the fiscal year ended September 30, 2006. The Nominating Committee met twice during the Fund's most recent fiscal year. No Director attended less than 75% of the Board meetings and the committee meetings of which he or she is a member. The Fund does not have a formal policy regarding attendance by Directors at annual meetings but may consider a policy in the future. At the 2006 Annual Meeting one Board member attended.

The Nominating Committee will accept nominees recommended by a stockholder as it deems appropriate. At the present time there are no vacancies on the Board. Stockholders who wish to recommend a nominee should send recommendations to the Fund's Secretary that include all information relating to such person that is required to be disclosed in solicitations of proxies for the election of Directors. A recommendation must be accompanied by a written consent of the individual to stand for election if nominated by the Board of Directors and to serve if elected by the stockholders. At a meeting held on December 15, 2006, the Nominating Committee nominated Ms. Colman and Messrs. Cronin, Cucchi, and Gelb for appointment by the Board of Directors of the Fund effective January 1, 2007, and at a meeting held January 17, 2007, nominated Ms. Colman, Messrs. Gelb and Hutchinson and Dr. Roett for election at the Meeting. The Fund's Corporate Governance and Nominating Committee Charter (the "Charter") is attached to this Proxy Statement as Exhibit B.

The Nominating Committee identifies potential nominees through its network of contacts. The Nominating Committee meets to discuss and consider such candidates' qualifications and then chooses a candidate by majority vote. The Nominating Committee does not have specific, minimum qualifications for nominees and has not established specific qualities or skills that it regards as necessary for one or more of the Fund's Directors to possess (other than any qualities or skills that may be required by applicable law, regulation or listing standard). However, as set forth in the Charter, in evaluating a person as a potential nominee to serve as a Director of the Fund, the Nominee Committee may consider the following factors, among any others it may deem relevant:

whether or not the person is an "interested person" as defined in the 1940 Act and whether the person is otherwise qualified under applicable laws and regulations to serve as a Director of the Fund;

whether or not the person has any relationships that might impair his or her independence, such as any business, financial or family relationships with Fund management, the investment manager of the Fund, Fund service providers or their affiliates;

whether or not the person serves on boards of, or is otherwise affiliated with, competing financial service organizations or their related mutual fund complexes;

whether or not the person is willing to serve, and willing and able to commit the time necessary for the performance of the duties of a Director of the Fund;

the contribution which the person can make to the Board and the Fund (or, if the person has previously served as a Director of the Fund, the contribution which the person made to the Board during his or her previous term of service), with consideration being given to the person's business and professional experience, education and such other factors as the Committee may consider relevant;

the character and integrity of the person; and

whether or not the selection and nomination of the person would be consistent with the requirements of the Fund's retirement policies.

### **Compensation**

Only the Independent Directors receive remuneration from the Fund for acting as a Director. Aggregate fees and expenses (including reimbursement for travel and out-of-pocket expenses) of \$32,536 were paid to such Directors by the Fund during the calendar year ended December 31, 2005. Fees for the Independent Directors, who also serve as board members of certain other funds sponsored by or affiliated with Legg Mason, are currently set at \$60,000 per annum plus a per meeting fee of \$2,500 with respect to in-person meetings and \$100 for each telephone meeting. None of the officers of the Fund received any compensation from the Fund for such period. Officers and interested Directors of the Fund are compensated by the Manager or Legg Mason.

The following table shows the compensation paid by the Fund to each person who was a Director during the Fund's fiscal year ended September 30, 2006 and calendar year ended December 31, 2005.

**Compensation Table**

| Name of Person          | Aggregate<br>Compensation<br>from Fund<br>for the Fiscal<br>Year Ended<br>9/30/06 | Aggregate<br>Compensation<br>from Fund and<br>Fund Complex<br>Paid to Directors<br>for the Calendar<br>Year Ended<br>12/31/05 | Number of<br>Portfolios for<br>Which Director<br>Serves Within<br>Fund Complex |
|-------------------------|---|---|--|
| Lee Abraham             | \$ 1,120  | \$ 73,000   | 27   |
| Alan J. Bloostein*      | \$ 569  | \$ 55,612   | 34   |
| Jane F. Dasher          | \$ 1,949  | \$ 78,155   | 27   |
| Donald R. Foley**       | \$ 1,347  | \$ 50,900   | 18   |
| R. Jay Gerken           | \$ 0  | \$ 0  | 171  |
| Richard E. Hanson, Jr.  | \$ 1,405  | \$ 73,900   | 27   |
| Paul Hardin             | \$ 1,305  | \$ 140,700  | 34   |
| Roderick C. Rasmussen** | \$ 1,235  | \$ 43,900   | 27   |
| John P. Toolan          | \$ 1,449  | \$ 77,200   | 27   |

Designates a Director who is an "interested person" of the Fund as defined under the 1940 Act.

\* Mr. Bloostein became a Director Emeritus on January 1, 2005.

\*\* Pursuant to the Fund's deferred compensation plan, the indicated Directors have elected to defer the following amounts of their compensation from the Fund: Donald R. Foley: \$115, Roderick C. Rasmussen: \$71, and the following amounts of their total compensation from the Fund Complex: Donald R. Foley: \$10,332, Roderick C. Rasmussen: \$30,000.

Mr. Alan J. Bloostein currently serves as an emeritus Board member for the Fund. For the fiscal year ended September 30, 2006, total compensation to the emeritus Board member was \$569. The Fund's Board has voted to terminate the emeritus plan effective January 1, 2007, and to adopt the Emeritus Retirement Plan for the purpose of providing the payments of the emeritus plan described below to current emeritus and retiring Board members. Notwithstanding the termination of the emeritus plan, Mr. Bloostein will be permitted to continue his emeritus service in accordance with the emeritus plan until the date on which Board members elected in accordance with this Proxy Statement accept their elections.

On June 22, 2006, the Fund's Board voted to establish a mandatory retirement age of 75 for current Board members and 72 for future board members who do not currently oversee another fund within the fund complex. The current Board member who has attained age 75 prior to January 1, 2007, Mr. Paul Hardin, will retire on the date on which Board members elected in accordance with this Proxy Statement accept their elections.

Each current emeritus and retiring Board member will be entitled to receive under the Emeritus Retirement Plan an aggregate benefit generally equal to the compensation the Board member would have received under the emeritus plan, discussed above, had the plan remained in effect. This benefit will be paid in quarterly installments unless a Board member elects to receive a lump sum payment calculated on a net present value

basis. The aggregate benefit (calculated on a net present value basis) to which each emeritus or retiring Board member is entitled under the Emeritus Retirement Plan is set forth below.

| <b>Emeritus/Retiring Board Member</b> | <b>Aggregate Benefit (Net Present Value) (\$)</b> |
|---------------------------------------|---|
| Lee Abraham                           | 288,607   |
| Alan J. Bloostein                     | 235,359   |
| Donald R. Foley                       | 245,580   |
| Paul Hardin                           | 288,607   |
| Roderick C. Rasmussen                 | 288,607   |
| John P. Toolan                        | 288,607   |

Each fund overseen by an emeritus or retiring Board member will pay a pro rata share (based upon asset size) of the aggregate benefit to such emeritus or retiring Board member. Legg Mason or its affiliates will reimburse each fund in the fund complex an amount equal to 50% of the emeritus and retiring Board member benefits paid by the fund.

**Current Officers**

The following is a list of the current executive officers of the Fund, all of whom have been elected by the Directors to serve until their respective successors are elected:

| <b>Name, Address and Age</b>   | <b>Position(s) Held with Fund</b>               | <b>Term of Office and Length of Time Served</b> | <b>Principal Occupation(s) During Past Five Years</b>  |
|--|---|---|--|
| R. Jay Gerken, CFA   | Chairman, President and Chief Executive Officer | Since 2002                                      | (see table of Directors above)   |
| Legg Mason<br>399 Park Avenue<br>New York, NY 10022<br>Birth year: 1951                |   |   |  |
| Ted P. Becker  | Chief Compliance Officer                        | Since 2006                                      | Managing Director of Compliance at Legg Mason (2005 to present); Chief Compliance Officer with certain mutual funds associated with Legg Mason (since 2006); Chief Compliance Officer of LMPFA and certain affiliates; Managing Director of Compliance at Citigroup Asset Management ("CAM," a group of affiliated investment advisers, which included SBFM, Smith Barney Asset Management and CFM and other affiliated investment advisory entities) (2002 to 2005); prior to 2002, Managing Director-Internal Audit & Risk Review at Citigroup |
| 399 Park Avenue<br>New York, NY 10022<br>Birth year: 1951                              |   |   |  |
| Robert J. Brault   | Chief Financial Officer and Treasurer           | Since 2004                                      | Director of Legg Mason; Chief Financial Officer and Treasurer of certain mutual funds associated with Legg Mason; formerly, Director of Internal Control for CAM U.S. Mutual Fund Administration (2002 to 2004); Director of Project Management & Information Systems for CAM U.S. Mutual Fund Administration (2000 to 2002)   |
| Legg Mason<br>125 Broad Street<br>11th Floor<br>New York, NY 10004<br>Birth year: 1965 |   |   |  |



| Name,<br>Address and<br>Age   | Position(s) Held<br>with Fund        | Term<br>of<br>Office<br>and<br>Length<br>of<br>Time<br>Served | Principal Occupation(s)<br>During Past Five Years   |
|---|--------------------------------------|---|---|
| Kaprel<br>Ozsolak<br>Legg Mason<br>125 Broad<br>Street<br>11th Floor<br>New York,<br>NY 10004<br>Birth year:<br>1965              | Assistant Treasurer                  | Since<br>2002   | Director of Legg Mason; Chief Financial Officer and Treasurer of certain mutual funds associated with Legg Mason; Controller of certain funds associated with Legg Mason or its predecessor (2002-2004)   |
| Robert I.<br>Frenkel<br>Legg Mason<br>4th Floor<br>300 First<br>Stamford<br>Place<br>Stamford, CT<br>06902<br>Birth year:<br>1954 | Secretary and Chief Legal<br>Officer | Since<br>2003   | Managing Director and General Counsel, Global Mutual Funds for Legg Mason and CAM and Vice President and Division Counsel of its predecessor (since 1994); Secretary of CFM; Secretary and Chief Legal Officer of mutual funds associated with Legg Mason |

**THE BOARD OF DIRECTORS, INCLUDING ALL OF THE NON-INTERESTED DIRECTORS, RECOMMENDS THAT YOU VOTE "FOR" THE ELECTION OF NOMINEES TO THE BOARD.**

#### **Audit Committee Report**

The purposes of the Fund's Audit Committee include assisting the Board of Directors in its oversight of the Fund's financial reporting process and internal controls, the Fund's financial statements and the selection of the Fund's independent registered public accounting firm. Management, however, is responsible for the preparation, presentation and integrity of the Fund's financial statements, and the independent registered public accounting firm is responsible for planning and carrying out proper audits and reviews.

In connection with the audited financial statements as of and for the year ended September 30, 2006 included in the Fund's Annual Report for the year ended September 30, 2006 (the "Annual Report"), at a meeting held on November 20, 2006, the Audit Committee considered and discussed the audited financial statements with management and the independent registered public accounting firm, and discussed the audit of such financial statements with the independent registered public accounting firm.

In addition, the Audit Committee discussed with the independent registered public accounting firm the quality, and not just the acceptability under generally accepted accounting principles, of the accounting principles applied by the Fund, and such other matters brought to the attention of the Audit Committee by the independent registered public accounting firm required by Statement of Auditing Standards No. 61, as currently in effect. The Audit Committee also received from the independent registered public accounting firm the written statement required by Independence Standards Board Statement No. 1, as currently in effect, delineating relationships between the independent registered public accounting firm and the Fund and discussed the impact that any such relationships may have on the objectivity and independence of the independent registered public accounting firm.

The members of the Audit Committee are not professionally engaged in the practice of auditing or accounting and are not experts in the fields of accounting or auditing including auditor independence. Moreover, the Audit Committee relies on and makes no independent verification of the facts presented to it or



representations made by management or the independent registered public accounting firm. Accordingly, the Audit Committee's oversight does not provide an independent basis to determine that management has maintained appropriate accounting and financial reporting principles or appropriate internal controls and procedures, designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the Audit Committee's considerations and discussions referred to above do not provide any assurance that the audit of the Fund's financial statements has been carried out in accordance with generally accepted accounting standards, that the financial statements are presented in accordance with generally accepted accounting principles or that the Fund's registered public accounting firm is in fact "independent."

Based on its consideration of the audited financial statements and the discussions referred to above with management and the independent registered public accounting firm and subject to the limitations on the responsibilities and role of the Audit Committee set forth in the Charter and those discussed above, the Committee recommended to the Board of Directors that the audited financial statements be included in the Fund's Annual Report.

Respectfully submitted,

Jane F. Dasher  
Lee Abraham  
John P. Toolan  
November 20, 2006

***Disclosure of Independent Registered Public Accounting Firm Fees***

**Audit Fees.** Audit fees paid by Fund to KPMG LLP ("KPMG") in connection with KPMG's audit of the Fund's annual financial statements for the year ended September 30, 2006 and 2005 were \$31,000 and \$31,000, respectively.

**Audit-Related Fees.** Fees for services related to the audit of the Fund's financial statements rendered by KPMG for the fiscal years ended September 30, 2006 and 2005 were \$0 and \$0, respectively.

**Tax Fees.** Fees for services rendered by KPMG for tax compliance for the fiscal years ended September 30, 2006 and 2005 were \$3,100 and \$3,000, respectively. These amounts represent aggregate fees paid for tax compliance, tax advice and tax planning services, which include the filing and amendment of federal, state and local income tax returns, timely tax qualification review and tax distribution and analysis planning rendered by KPMG to the Fund.

**All Other Fees.** There were no other fees billed to KPMG for services rendered to the Fund for the last two fiscal years.

**Pre-Approval Policies and Procedures.** The Audit Committee Charter requires that the Audit Committee shall approve (a) all audit and permissible non-audit services to be provided to the Fund and (b) all permissible non-audit services to be provided by the Fund's independent registered public accounting firm to the Manager and any service providers controlling, controlled by or under common control with the Manager that provide ongoing services to the Fund ("Covered Service Providers") if the engagement relates directly to the operations and financial reporting of the Fund. The Audit Committee may implement policies and procedures by which such services are approved other than by the full Committee.

The Audit Committee may not approve non-audit services that the Committee believes may impair the independence of the registered public accounting firm. As of the date of the approval of the Audit Committee Charter, permissible non-audit services include any professional services (including tax services), that are not prohibited services as described below, provided to the Fund by the independent registered public accounting firm, other than those provided to the Fund in connection with an audit or a review of the financial statements of the Fund. Permissible non-audit services may not include: (i) bookkeeping or other services related to the accounting records or financial statements of the Fund; (ii) financial information systems design and implementation; (iii) appraisal or valuation services, fairness opinions or contribution-in-kind reports; (iv) actuarial services; (v) internal audit outsourcing services; (vi) management functions or human resources; (vii) broker or dealer, investment adviser or investment banking services; (viii) legal services and expert services unrelated to the audit; and (ix) any other service the Public Company Accounting Oversight Board determines, by regulation, is impermissible.

Pre-approval by the Audit Committee of any permissible non-audit services is not required so long as: (i) the aggregate amount of all such permissible non-audit services provided to the Fund, the Manager and any Covered Service Provider constitutes not more than 5% of the total amount of revenues paid to the independent registered public accounting firm during the fiscal year in which the permissible non-audit services are provided to (a) the Fund, (b) the Manager and (c) any Covered Service Provider during the fiscal year in which the services are provided that would not have to be approved by the Committee; (ii) the permissible non-audit services were not recognized by the Fund at the time of the engagement to be non-audit services; and (iii) such services are promptly brought to the attention of the Audit Committee and approved by the Committee (or its delegate(s)) prior to the completion of the audit.

There were no services rendered by KPMG to the Fund for which the pre-approval requirement was waived.

**Aggregate Non-Audit Fees.** The aggregate non-audit fees billed by KPMG for non-audit services rendered to the Fund, the Manager and Covered Service Providers for the years ended December 31, 2005 and December 31, 2006 were \$0 and \$0, respectively.

The Fund's Audit Committee has considered whether the provision of non-audit services that were rendered by KPMG to LMPFA and Covered Service Providers which were not pre-approved (i.e., not requiring pre-approval) is compatible with maintaining KPMG's independence. All services provided by KPMG to the Fund, LMPFA or Covered Service Providers which were required to be pre-approved were pre-approved as required.

#### **Submission of Stockholder Proposals and other Stockholder Communications**

Stockholder proposals intended to be presented at the 2008 Annual Meeting of the stockholders of the Fund must be received by September 22, 2007 to be included in the proxy statement and the form of proxy relating to that meeting, as the Fund expects that the 2008 Annual Meeting will be held in February 2008. The submission by a stockholder of a proposal for inclusion in the proxy statement does not guarantee that it will be included. Any stockholder who desires to submit a proposal at the 2008 Annual Meeting of Shareholders without including such proposal in the Fund's proxy statement must deliver written notice thereof to the Secretary of the Fund (addressed to Western Asset High Income Opportunity Fund Inc., 125 Broad Street, New York, New York 10004) prior to February 28, 2007. However, if less than 70 days' notice or prior public disclosure of the date of the 2008 Annual Meeting of Shareholders is given or made to stockholders, any such notice to be timely must be received not later than the close of business on the 10th day following the day on which notice of the date of the annual or special meeting was given or such public disclosure was made. Stockholder proposals are subject to certain regulations under the federal securities laws.

The persons named as proxies for the 2008 Annual Meeting of stockholders will have discretionary authority to vote on any matter presented by a stockholder for action at that meeting unless the Fund receives notice of the matter by December 24, 2007, in which case these persons will not have discretionary voting authority except as provided in the SEC's rules governing stockholder proposals.

The Fund's Audit Committee has established guidelines and procedures regarding the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters (collectively, "Accounting Matters"). Persons with complaints or concerns regarding Accounting Matters may submit their complaints to the Chief Compliance Officer ("CCO"). Persons who are uncomfortable submitting complaints to the CCO, including complaints involving the CCO, may submit complaints directly to the Fund's Audit Committee Chair (together with the CCO, "Complaint Officers"). Complaints may be submitted on an anonymous basis.

The CCO may be contacted at:

Legg Mason & Co., LLC  
Compliance Department  
399 Park Avenue, 4th Floor  
New York, New York 10022

Complaints may also be submitted by telephone at 800-742-5274. Complaints submitted through this number will be received by the CCO.

The Fund's Audit Committee Chair may be contacted at:

Western Asset High Income Opportunity Fund Inc.  
Audit Committee Chair  
c/o Jane Dasher  
P.O. Box 7441  
Greenwich, CT 06836-7441

A stockholder who wishes to send any other communications to the Board should also deliver such communications to the Secretary of the Fund at 300 First Stamford Place, 4th Floor, Stamford, CT 06902. The Secretary is responsible for determining, in consultation with other officers of the Fund, counsel, and other advisers as appropriate, which stockholder communications will be relayed to the Board.

#### **Additional Information**

Legg Mason's sole business is asset management, with on-the-ground management capabilities located around the world and assets under management as of September 30, 2006 aggregating approximately \$891 billion.

#### **Other Matters**

The Manager knows of no other matters which are to be brought before the Meeting. However, if any other matters not now known or determined properly come before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote such proxy in accordance with their judgment on such matters.

By Order of the Board of Directors,

Robert I. Frenkel  
Secretary

January 30, 2007

**IT IS IMPORTANT THAT PROXIES BE RETURNED PROMPTLY. STOCKHOLDERS WHO DO NOT EXPECT TO ATTEND THE MEETING ARE THEREFORE URGED TO COMPLETE AND SIGN, DATE AND RETURN THE PROXY CARD AS SOON AS POSSIBLE IN THE ENCLOSED POSTAGE-PAID ENVELOPE.**



**Exhibit A**

**AUDIT COMMITTEE CHARTER  
AMENDED AND RESTATED AS OF DECEMBER 16, 2005**

**Establishment and Purpose**

This document serves as the Charter for the Audit Committee (the "Committee") of the Board of each registered investment company (the "Fund") advised by Smith Barney Fund Management or Salomon Brothers Asset Management or one of their affiliates (each, an "Adviser") listed on Appendix A hereto (each such Charter being a separate Charter). The primary purposes of the Committee are to (a) assist Board oversight of (i) the integrity of the Fund's financial statements, (ii) the Fund's compliance with legal and regulatory requirements, (iii) the qualifications and independence of the Fund's independent auditors and (iv) the performance of the Fund's internal audit function and independent auditors; (b) approve, and recommend to the Independent Board Members (as such term is defined below) for their ratification, the selection, appointment, retention or termination of the Fund's independent auditors, as well as approving the compensation thereof; (c) approve all audit and permissible nonaudit services provided to the Fund and certain other persons by the Fund's independent auditors; and (d) for each closed-end Fund, prepare the report required to be prepared by the Committee pursuant to the rules of the Securities and Exchange Commission for inclusion in the Fund's annual Proxy Statement.

**Duties and Responsibilities**

The Fund's independent auditors are accountable to the Committee.

The Committee shall:

1. Bear direct responsibility for the appointment, compensation, retention and oversight of the Fund's independent auditors, or of any other public accounting firm engaged for the purpose of performing other audit, review or attest services for the Fund.
2. Confirm with any independent auditor retained to provide audit services that the independent auditor has ensured the appropriate rotation of the lead audit partner pursuant to applicable regulations.
3. Approve (a) all audit and permissible non-audit services<sup>1</sup> to be provided to the Fund and (b) all permissible non-audit services to be provided by the Fund's independent auditors to the Adviser and any Covered Service Providers if the engagement relates directly to the operations and financial reporting of the Fund. The Committee may implement policies and procedures by which such services are approved other than by the full Committee.

<sup>1</sup> The Committee shall not approve non-audit services that the Committee believes may impair the independence of the auditors. As of the date of the approval of this Audit Committee Charter, permissible non-audit services include any professional services (including tax services), that are not prohibited services as described below, provided to the Fund by the independent auditors, other than those provided to the Fund in connection with an audit or a review of the financial statements of the Fund. Permissible non-audit services may not include: (i) bookkeeping or other services related to the accounting records or financial statements of the Fund; (ii) financial information systems design and implementation; (iii) appraisal or valuation services, fairness opinions or contribution-in-kind reports; (iv) actuarial services; (v) internal audit outsourcing services; (vi) management functions or human resources; (vii) broker or dealer, investment adviser or investment banking services; (viii) legal services and expert services unrelated to the audit; and (ix) any other service the Public Company Accounting Oversight Board determines, by regulation, is impermissible.

4. Discuss with the independent auditors any disclosed relationships or services that may diminish the objectivity and independence of the independent auditors and, if so determined by the Committee, recommend that the Board take appropriate action to ensure the independence of the independent auditors.
5. Review, in consultation with the independent auditors, the proposed scope of the Fund's audit each year, including the audit procedures to be utilized in the review of the Fund's financial statements.
6. Inquire of the Adviser and the independent auditors as to significant tax and accounting policies elected by the Fund (including matters affecting qualification under Subchapter M of the Internal Revenue Code).
7. Review with the independent auditors any problems or difficulties the auditors may have encountered during the conduct of the audit and management's response, including a discussion with the independent auditors of the matters required to be discussed by Statement on Auditing Standards No. 61, 89, 90 or any subsequent Statement, relating to the conduct of the audit.
8. Review, in consultation, as appropriate, with the independent auditors and significant Fund service providers, matters relating to internal controls over financial reporting and disclosure controls and procedures of the Fund and of the Fund's significant service providers.
9. Request, receive and/or review from the independent auditors such other materials as deemed necessary or advisable by the Committee in the exercise of its duties under this Charter; such materials may include, without limitation, any other material written communications bearing on the Fund's financial statements, or internal or disclosure controls, between the independent auditors and the Fund, the Adviser or other Fund service providers, such as any management letter or schedule of unadjusted differences, and any comment or "deficiency" letter (to the extent such letters relate to financial reporting) received from a regulatory or self-regulatory organization addressed to the Fund or the Adviser that relates to services rendered to the Fund.
10. For each closed-end Fund, establish procedures regarding the receipt, retention and treatment of complaints that the Fund may receive regarding Fund accounting, internal accounting controls or auditing matters, including procedures for the confidential or anonymous submission by Fund officers, employees, stockholders or service providers of concerns regarding questionable accounting or auditing matters related to the Fund.
11. For each closed-end Fund, obtain and review a report by the Fund's independent auditors describing (i) the auditing firm's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditing firm, and any steps taken to deal with any such issues; and (iii) (to assess the auditor's independence) all relationships between the independent auditor and the Fund.

Pre-approval by the Committee of any permissible non-audit services is not required so long as: (i) the aggregate amount of all such permissible non-audit services provided to the Fund, the Adviser and any service providers controlling, controlled by or under common control with the Adviser that provide ongoing services to the Fund ("Covered Service Providers") constitutes not more than 5% of the total amount of revenues paid to the independent auditors during the fiscal year in which the permissible non-audit services are provided by (a) the Fund, (b) the Adviser and (c) any entity controlling, controlled by or under common control with the Adviser that provides ongoing services to the Fund during the fiscal year in which the services are provided that would have to be approved by the Committee; (ii) the permissible non-audit services were not recognized by the Fund at the time of the engagement to be non-audit services; and (iii) such services are promptly brought to the attention of the Committee and approved by the Committee (or its delegate(s)) prior to the completion of the audit.

12. For each closed-end Fund, discuss policies with respect to risk assessment and risk management.
13. For each closed-end Fund, review hiring policies for employees or former employees of the Fund's independent auditors.
14. For each closed-end Fund, discuss with management and the Fund's independent auditors the Fund's audited financial statements and discuss with management the Fund's unaudited financial statements, including any narrative discussion by management concerning the Fund's financial condition and investment performance and, if appropriate, recommend the publication of the Fund's annual audited financial statements in the Fund's annual report in advance of the printing and publication of the annual report.
15. For each closed-end Fund, discuss the Fund's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies;
16. For each closed-end Fund, review and evaluate annually the performance of the Committee and the adequacy of this Charter and recommend any proposed changes to the Charter to the Board for approval.

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to retain, as it deems necessary to carry out its duties, special counsel and other experts or consultants at the expense of the Fund. The Fund shall provide appropriate funding, as determined by the Committee, for the Committee to carry out its duties and its responsibilities, including (a) for compensation to be paid to, or services to be provided by, the Fund's independent auditors or other public accounting firm providing audit, review or attest services for the Fund, (b) for payment of compensation to any outside legal, accounting or other advisors, counsel or consultants employed by the Committee and (c) for the ordinary administrative expenses of the Committee. In performing its duties, the Committee shall consult as it deems appropriate with the members of the Board, officers and employees of the Fund, the Adviser, the Fund's sub-adviser(s), if any, the Fund's counsel, counsel to the Independent Board Members and the Fund's other service providers.

#### **Composition**

The Committee shall be composed of each Board member who has been determined not to be an "interested person," as that term is defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended ("1940 Act"), of the Fund (the "Independent Board Members"), or such lesser number as the Board of the Fund may specifically determine and reflect in the Board's minutes, each of whom shall be financially literate and at least one of whom shall have accounting or related financial management expertise as determined by the Fund's Board in its business judgment. Each member of the Committee must also meet the independence and experience requirements as set forth in the New York Stock Exchange's Listed Company Manual or as set forth in the American Stock Exchange's listing standards, as applicable, and the independence requirements applicable to investment companies set forth in the Securities Exchange Act of 1934. The Committee shall elect a Chairperson, who shall preside over Committee meetings. The Chairperson shall serve for a term of three years, which term may be renewed from time to time.

#### **Meetings**

The Committee shall meet on a regular basis, but not less frequently than twice a year. Special meetings may also be held upon reasonable notice to the members of the Committee. An agenda shall be established for each meeting. The Committee may request any officer or employee of the Fund, the Fund's counsel, counsel to the

Independent Board Members, the Adviser, the Fund's independent auditors or other interested persons to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee will meet periodically with the Fund's independent auditors outside the presence of the Fund's and the Adviser's officers and employees. The Committee will also meet periodically with the fund's management outside the presence of the Fund's independent auditors. Meetings of the Committee may be held in person, by telephone or by other appropriate means.

One-third of the Committee's members, but not fewer than two members, shall constitute a quorum. At any meeting of the Committee, the decision of a majority of the members present and voting shall be determinative as to any matter submitted to a vote.

### **Reporting**

The Chairperson shall report regularly to the Board on the result of the Committee's deliberations and make such recommendations as deemed appropriate.

### **Limits on Role of Committee**

The function of the Committee is oversight. The Fund's management is responsible for (i) the preparation, presentation and integrity of the Fund's financial statements, (ii) the maintenance of appropriate accounting and financial reporting principles and policies and (iii) the maintenance of internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent auditors are responsible for planning and carrying out proper audits and reviews. In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not employees of the Fund. As such, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards. Each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Fund from which it receives information and (ii) the accuracy of the financial and other information provided to the Committee by such persons and organizations absent actual knowledge to the contrary (which shall be promptly reported to the Fund's Board) and (iii) statements made by the officers and employees of the Fund, the Adviser or other third parties as to any information technology, internal audit and other non-audit services provided by the independent auditors to the Fund. The designation of a person as an "audit committee financial expert," within the meaning of the rules adopted and implemented under Section 407 of the Sarbanes-Oxley Act of 2002, shall not impose any greater responsibility or liability on that person than the responsibility and liability imposed on such person as a member of the Committee, nor does it decrease the duties and obligations of other Committee members or the Board.

In carrying out its responsibilities, the Committee's policies and procedures shall be adapted, as appropriate, in order to best react to a changing environment.

### **Amendments**

This Charter may be amended by a vote of a majority of the Board members.

**Appendix A**

Legg Mason Partners Equity Funds

Legg Mason Partners Social Awareness Fund

Legg Mason Partners Municipal Funds

California Money Market Portfolio

Legg Mason Partners Florida Municipals Fund

Legg Mason Partners Georgia Municipals Fund

Legg Mason Partners Intermediate-Term Term Municipals Fund

Legg Mason Partners National Municipals Fund

Massachusetts Money Market Portfolio

New York Money Market Portfolio

Legg Mason Partners New York Municipals Fund

Legg Mason Partners Pennsylvania Municipals Fund

Smith Barney Municipal Money Market Fund, Inc.

Western Asset High Income Opportunity Fund Inc.\*

Legg Mason Partners Funds, Inc.

Legg Mason Partners Large Cap Value Fund

Legg Mason Partners U.S. Government Securities Fund

Legg Mason Partners Short-Term Investment Grade Bond Fund

Legg Mason Partners Income Funds

Legg Mason Partners Convertible Fund

Legg Mason Partners Diversified Strategic Income Fund

Legg Mason Partners Exchange Reserve Fund

Legg Mason Partners High Income Fund

Legg Mason Partners Municipal High Income Fund

Legg Mason Partners Capital and Income Fund

Legg Mason Partners Core Bond Fund

Legg Mason Partners Small Cap Core Fund, Inc.

Western Asset Intermediate Muni Fund Inc.\*

Smith Barney Money Funds, Inc.

Cash Portfolio

Government Portfolio

\* Closed-end Funds. The duties and responsibilities of paragraphs 10, 11, 12, and 13 and any other provision applicable exclusively to closed-end funds apply to these funds only

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**Exhibit B**

**CORPORATE GOVERNANCE AND  
NOMINATING COMMITTEE CHARTER**

**Purpose of Committee**

The purpose of the Corporate Governance and Nominating Committees (the "Committees") of the Boards of Directors (the "Boards") of the Smith Barney Investment Companies listed on Appendix A of Exhibit A (the "Funds") is to oversee the board governance practices of the Funds, to identify and recommend individuals to the Boards for nomination as members of the Boards and their committees (including these Committees) and to establish the agenda for meetings of the Independent Directors. Each Board of each Fund shall establish a Committee. The Committees shall report to the Boards on their activities when appropriate.

**Committee Membership**

The Committees shall consist solely of two or more members of each Board, (a) none of whom is an "interested person" of the Funds or their investment adviser as defined in the Investment Company Act of 1940 (the "Act") or has a direct or indirect financial interest in the operation of any Fund's plan under Rule 12b-1 under the Act or in any agreements related to a plan (any such person, an "Independent Director"), and (b) each of whom the Boards have determined has no material relationship with the Funds and is otherwise "independent" under the rules of the New York Stock Exchange, Inc.

The initial members of the Committees shall be appointed by the Boards, including a majority of the Independent Directors. Candidates to fill subsequent vacancies in the Committees shall be nominated by the Committees as set forth below and appointed by the Boards. Members shall serve at the pleasure of the Boards and for such term or terms as the Boards may determine.

**Committee Structure and Operations**

Each Committee shall designate one member as its chairperson. In the event of a tie vote on any issue, the chairperson's vote shall decide the issue. Each Committee shall meet in person or telephonically as appropriate for the conduct of its business at times and places determined by the Committee chairperson. In addition, actions may be taken by unanimous written consent when deemed necessary or desirable by the Committee.

**Committee Duties and Responsibilities**

The following are the duties and responsibilities of the Committees:

1. To monitor developments in corporate governance of registered investment companies with a view to advising the Boards on their policies, programs and procedures designed to assure compliance with legislative, regulatory and self-regulatory requirements applicable to investment company board governance.
2. To make recommendations to the Boards from time to time as to changes that the Committees believe to be desirable to the size of the Boards or any committee thereof.

3. To identify individuals believed to be qualified to become Independent Directors of the Funds, and to recommend to the Boards the nominees to stand for election as directors at meetings of stockholders. In the case of a vacancy to be filled in the office of a director (including a vacancy created by an increase in the size of a Board), each Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In nominating candidates, each Committee shall take into consideration such factors as it deems appropriate. The Committees may consider candidates proposed by management but is not required to do so.

In evaluating a person as a potential nominee to serve as a Director of the Fund, the Committee should consider among other factors it may deem relevant:

whether or not the person is an "interested person" as defined in the 1940 Act and whether the person is otherwise qualified under applicable laws and regulations to serve as a Director of the Fund;

whether or not the person has any relationships that might impair his or her independence, such as any business, financial or family relationships with Fund management, the investment manager of the Fund, other Fund service providers or their affiliates;

whether or not the person serves on boards of, or is otherwise affiliated with, competing financial service organizations or their related mutual fund complexes;

whether or not the person is willing to serve, and willing and able to commit the time necessary for the performance of the duties of a Director of the Fund;

the contribution which the person can make to the Board and the Fund (or, if the person has previously served as a Director of the Fund, the contribution which the person made to the Board during his or her previous term of service), with consideration being given to the person's business and professional experience, education and such other factors as the Committee may consider relevant;

the character and integrity of the person; and

whether or not the selection and nomination of the person would be consistent with the requirements of the Fund's retirement policies.

While the Committee is solely responsible for the selection and nomination of Directors. It may consider nominees recommended by Fund stockholders but is not required to do so. Stockholders who wish to recommend a nominee should send nominations to the Secretary of the Fund that include all information relating to such person that is required to be disclosed in solicitations of proxies for the election of Directors. The recommendation must be accompanied by a written consent of the individual to stand for election if nominated by the Board of Directors and to serve if elected by the stockholders.

4. To develop and recommend to the Boards standards to be applied in making determinations as to the absence of material relationships between the Company and a director.

5. To identify Board members qualified to fill vacancies on any committee of a Board (including the Committee) and to recommend that the Boards appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.

6. Establish agendas for the executive sessions of the Independent Directors and coordinate with management on agendas for regular meetings of the Board.
7. Prepare and issue the evaluation required under "Performance Evaluation" below.
8. Review on a periodic basis director fees and compensation.
9. Any other duties or responsibilities expressly delegated to the Committees by the Boards from time to time relating to the nomination of Board and committee members and to corporate governance matters.

**Delegation to Subcommittee**

A Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee or a committee of the Board.

**Performance Evaluation**

The Committees shall produce and provide to the Boards an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Boards any improvements to the Committee charter or to Board governance practices deemed necessary or desirable by the Committees. The performance evaluation by the Committees shall be conducted in such manner as the Committees deem appropriate. The report to the Boards may take the form of an oral report by the chairperson of the Committees or any other member designated by the Committees to make this report.

**Resources and Authority of the Committees**

The Committees shall have the resources and authority appropriate to discharge the duties and responsibilities specified in this Charter, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, such as search firms used to identify director candidates, as it deems appropriate, without seeking approval of the Boards or management. While it is expected that, in the normal course of business the Committees would consult with the other Independent Directors in connection with any such retention, the Committees are not required to do so.

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ANNUAL MEETING OF STOCKHOLDERS OF  
**WESTERN ASSET HIGH INCOME  
OPPORTUNITY FUND INC.**

**February 27, 2007**

Please date, sign and mail  
your proxy card in the  
envelope provided as soon  
as possible.

Please detach along perforated line and mail in the envelope provided.

**The Board of Directors recommends a vote FOR the following proposal.**

**PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK  
AS SHOWN HERE x**

**The Board of Directors recommends a vote "FOR" the following proposal:**

1. Election of Directors: Class I and Class III
2. In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

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|  |                         |           |
|--|-------------------------|-----------|
| <b>FOR ALL<br/>NOMINEES</b>                            | <b>NOMINEES:</b>        |           |
|  | O Carol L. Colman       | Class I   |
|  | O Leslie H. Gelb        | Class III |
| <b>WITHHOLD<br/>AUTHORITY<br/>FOR ALL<br/>NOMINEES</b> | O William R. Hutchinson | Class III |
|  | O Dr. Riordan Roett     | Class III |

This proxy, when properly executed, will be voted in the manner directed herein by the undersigned stockholder. If no direction is made, this proxy will be voted FOR each nominee for director.

**FOR ALL EXCEPT**  
(See instructions below)

**Please Complete, Sign and Date hereon and Mail in Accompanying Postpaid Envelope.**

**INSTRUCTION:**To withhold authority to vote for any individual nominee(s), mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here:

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder

Date:

Signature of Stockholder

Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

o

**WESTERN ASSET HIGH INCOME OPPORTUNITY FUND INC.**

**PROXY**

**125 Broad Street**

**New York, New York 10004**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF THE FUND**

The undersigned hereby appoints R. JAY GERKEN, ROBERT I. FRENKEL and TODD LEBO and each of them acting in the absence of the other, as Proxies, each with the power to appoint a substitute, and hereby authorizes them to represent and to vote, as designated herein, all the shares of common stock of Western Asset High Income Opportunity Fund Inc. held of record by the undersigned on January 10, 2007 at a Meeting of Stockholders to be held on February 27, 2007 or any adjournment thereof.

Please refer to the proxy statement for a discussion of the Proposal.

**(Continued and to be signed on the reverse side)**

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