

SALOMON BROTHERS CAPITAL & INCOME FUND INC  
Form DEFA14A  
September 27, 2005

## SCHEDULE 14A

### Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement.
- Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2)).**
- Definitive Proxy Statement.
- Definitive Additional Materials.
- Soliciting Material Pursuant to sec. 240.14a-12.

Smith Barney Allocation Series Inc.  
Smith Barney Multiple Discipline Trust  
Smith Barney Institutional Cash Management Fund Inc.  
Smith Barney Aggressive Growth Fund Inc.  
Smith Barney Investment Funds Inc.  
Smith Barney Equity Funds  
Smith Barney Muni Funds  
Intermediate Muni Fund Inc.  
Smith Barney Municipal Money Market Fund Inc.  
High Income Opportunity Fund Inc.  
Smith Barney Funds, Inc.  
Smith Barney Income Funds  
Smith Barney Small Cap Core Fund, Inc.  
Smith Barney Money Funds, Inc.  
Smith Barney Fundamental Value Fund Inc.

Zenix Income Fund Inc.  
Managed High Income Portfolio Inc.  
Smith Barney Investment Series  
Smith Barney Trust II  
Salomon Funds Trust  
Variable Annuity Portfolios  
CitiFunds Premium Trust  
CitiFunds Institutional Trust  
CitiFunds Trust I  
CitiFunds Trust III  
Salomon Brothers Capital Fund Inc  
Salomon Brothers Investors Value Fund Inc  
Salomon Brothers Opportunity Fund Inc  
Salomon Brothers Series Funds Inc  
Salomon Brothers Variable Series Funds Inc

Greenwich Street Series Fund  
Smith Barney Managed Municipals Fund Inc.  
Smith Barney California Municipals Fund Inc.  
Smith Barney New Jersey Municipals Fund Inc.  
Smith Barney Oregon Municipals Fund  
Smith Barney Arizona Municipals Fund Inc.  
Smith Barney Core Plus Bond Fund Inc.  
Smith Barney Sector Series Inc.  
Smith Barney Massachusetts Municipals Fund  
Smith Barney Investment Trust  
Smith Barney Appreciation Fund Inc.  
Smith Barney World Funds, Inc.  
Travelers Series Fund Inc.  
SB Adjustable Rate Income Fund  
Managed Municipals Portfolio Inc.

Salomon Brothers Institutional Series Funds Inc  
The Salomon Brothers Fund Inc  
Salomon Brothers Capital and Income Fund Inc.  
Salomon Brothers Emerging Markets Debt Fund Inc.  
Salomon Brothers Emerging Markets Income Fund Inc.  
Salomon Brothers Emerging Markets Income Fund II Inc.  
Salomon Brothers Emerging Markets Floating Rate Fund Inc.  
Salomon Brothers Global High Income Fund Inc.  
Salomon Brothers Global Partners Income Fund Inc.  
Salomon Brothers High Income Fund Inc  
Salomon Brothers High Income Fund II Inc  
Salomon Brothers Inflation Management Fund Inc.  
Salomon Brothers Municipal Partners Fund Inc.  
Salomon Brothers Municipal Partners Fund II Inc.  
Salomon Brothers 2008 Worldwide Dollar Government

Municipal High Income Fund Inc.  
Citigroup Investments Corporate Loan Fund Inc.  
Real Estate Income Fund Inc.

Term Trust Inc  
Salomon Brothers Variable Rate Strategic Fund Inc.  
Salomon Brothers Worldwide Income Fund Inc.

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(Name of Registrant as Specified in its Charter)

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(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment Of Filing Fee (Check the appropriate box):

- No fee required.
- 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:

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2) Aggregate number of securities to which transaction applies:

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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):

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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

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Fee paid previously with preliminary materials.

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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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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**Citigroup Asset Management  
Advised Investment Companies**

**ISS Presentation Relating to  
Transaction with Legg Mason**

**September 27, 2005**

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3. Approval of New Management & Subadvisory Agreements
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**Overview**   **Items for Shareholder Approval**

- Proposal 1: To Approve a New Management Agreement
  - All Funds in Fund Complex (Appendix A)
- Proposal 2: To Approve a New Subadvisory Agreement
  - Certain Funds (Appendix B)
- Proposal 3: To Elect Board Members
  - All Open-End Funds (Appendix C)

**The Proposed Transaction**

Sale of substantially all of Citigroup's asset management business, Citigroup Asset Management (CAM), to Legg Mason in exchange for the broker-dealer and investment banking business of Legg Mason, shares of common and preferred stock of Legg Mason and a loan

Several conditions to the sale, including:

Obtaining certain required regulatory approvals

Consent of certain advisory clients of CAM representing no less than 75% of the revenue attributable to the assets under management for such clients to continue their advisory relationship with CAM

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**The Proposed Transaction    Advisory Agreements**

Sale will cause the Funds' current investment advisory and subadvisory agreements to terminate as a matter of law

Shareholder approval is needed to assure continuity of investment advisory services after the completion of the transaction

Total fees for advisory and administrative services will remain the same under the new management agreements and new subadvisory agreements



**The Proposed Transaction About Legg Mason**

The combination will create the world's <sup>th</sup> largest money manager in the U.S. with assets under management of over \$830 billion

Legg Mason becomes a singularly focused, more profitable and certainly more influential organization within the global asset management community<sup>1</sup>

Legg Mason becomes the 5th largest manager of mutual funds in the United States<sup>1</sup>

Legg Mason's equity fund platform gains a number of large-cap growth and large-cap core funds and well regarded managers to complement Legg Mason's existing strength across value, blend and small-cap asset classes

Western Asset becomes the #1 pure manager of fixed income in the world, with approximately \$490 billion of assets under management and broad capabilities in all major fixed income asset types and currencies

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<sup>1</sup> Source: *Pensions & Investments*, The Top Money Managers, May 30, 2005.

**The Proposed Transaction About Legg Mason Cont d**

Salomon Brothers Asset Management, Smith Barney Fund Management LLC and TIMCO, the Funds advisers, will become part of a pure play asset management organization

Percent of assets beating the Lipper Category Average (U.S. open- and closed-end funds):

| <u>1-Year</u> | <u>3-Year</u> | <u>5-Year</u> | <u>10-Year</u> |
|---------------|---------------|---------------|----------------|
| 71%           | 88%           | 95%           | 98%            |

Source: Lipper Analytical New Applications v. 4.0 Does not include money market funds

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**Approval of New Management and Subadvisory Agreements**

No increase in the aggregate advisory and administrative fees

Advisers will continue to provide the same level of advisory and administrative services to the Funds

New standardized investment management agreement for the fund complex combining advisory and administrative services

Advisers will be owned by Legg Mason with its reputation for asset management excellence

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**Board Considerations in Approving New Agreements**

Among other things, the Board Members considered the following when approving the New Management Agreements and New Subadvisory Agreements:

The reputation, financial strength and resources of Legg Mason and its investment advisory subsidiaries (including Western Asset);

There is not expected to be any diminution in the nature, quality and extent of services provided to the Funds and their shareholders by the Advisers, including compliance services

The potential benefits to Fund shareholders from being part of a combined fund family with Legg Mason-sponsored funds, including possible economies of scale and access to investment opportunities

The fact that each Fund's total advisory and administrative fees will not increase by virtue of the New Management Agreements, but will remain the same

**Board Considerations in Approving New Agreements**

Assurances from Citigroup and Legg Mason that, for a three year period following the closing of the Transaction, the Advisers will have substantially the same access to the Citigroup sales force when distributing shares of the Funds

The Funds would not bear the costs of obtaining shareholder approval of the New Management Agreements

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**Election of Directors**

Open end mutual funds only

Experienced Directors

Closed-end funds elect directors at regularly scheduled annual meetings

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**Corporate Governance**

Independence of Board All Boards have only one interested Director. All other Directors are independent.

Each Fund has an Independent Audit Committee & Nominating/Governance Committee

Independent Directors meet regularly in executive sessions with counsel to the Independent Directors

Independent Directors separately reviewed and unanimously approved the new management and subadvisory agreements

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**Dissident Proxy Fights   Closed End Funds**

Dissident Objectives

Side-show issue: Dissidents are focusing on issue that lacks relevance to purpose of Special Meeting

Asking shareholders to vote against long-term interests of shareholders and approval of new management agreement

Opportunistic proxy fights centered on discounts

Focusing on the interests of short-term shareholders only

Closed-end Funds frequently trade at a discount, these funds are not unique

Taking advantage of need for shareholder approval to reap short-term windfall for minority group



**Dissident Proxy Fights   Closed End Funds**

Board Objectives

Focused on the interests of *all* shareholders

The Boards review and evaluate issues surrounding discounts at least quarterly :

Reviewed various solutions to the discount problem

Instituted share repurchase plans for some funds (SBF, SCD)

DRIP Plans repurchase shares at certain levels

Believe that closed-end fund structure is beneficial to shareholders

**Dissident Proxy Fights on Certain Closed-End Funds**

Karpus Management Inc. d/b/a Karpus Investment Management

Salomon Brothers Municipal Partners Fund

Salomon Brothers Municipal Partners Fund II

Salomon Brothers Inflation Management Fund

Salomon Brothers Capital and Income Fund

Real Estate Income Fund

Elliott Associates, L.P. and Elliott International, L.P.

The Salomon Brothers Fund

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**Salomon Brothers Municipal Partners Fund**

|                                 |   |       |        |       |
|---------------------------------|---|-------|--------|-------|
| Inception Date                  | January 29, 1993  |       |        |       |
| Ticker                          | MNP   |       |        |       |
| Investment Objective            | High level of current income which is exempt from regular federal income taxes, consistent with the preservation of capital   |       |        |       |
| Portfolio Content               | Substantially all of its assets in a diversified portfolio of long-term tax-exempt securities that are rated investment grade |       |        |       |
| Net Assets as of 8/22/05        | \$127,172,866   |       |        |       |
| Average Annualized Total Return | 1yr   | 3yr   | 5yr    | 10yr  |
| NAV (8/31/05)                   | 5.37%   | 6.12% | 7.69%  | 7.13% |
| Market Price (8/31/05)          | 12.20%  | 8.41% | 10.20% | 9.06% |
| Lehman Muni Bond Index          | 5.31%   | 5.17% | 6.37%  | 6.20% |
| Discount                        | Discount on 9/22/05: -6.09%   |       |        |       |
|                                 | Discount range for year ended 8/31/05: -14.31% to -6.05%  |       |        |       |

<sup>1</sup> Source: Lipper Analytical Services.

Past results are not necessarily indicative of future performance of the fund. Investment return will fluctuate.

**Salomon Brothers Municipal Partners Fund II**

|                                 |   |       |       |       |
|---------------------------------|---|-------|-------|-------|
| Inception Date                  | July 29, 1993   |       |       |       |
| Ticker                          | MPT   |       |       |       |
| Investment Objective            | High level of current income which is exempt from regular federal income taxes, consistent with the preservation of capital   |       |       |       |
| Portfolio Content               | Substantially all of its assets in a diversified portfolio of long-term tax-exempt securities that are rated investment grade |       |       |       |
| Net Assets as of 8/22/05        | \$133,551,476   |       |       |       |
| Average Annualized Total Return | 1yr   | 3yr   | 5yr   | 10yr  |
| NAV (8/31/05)                   | 5.01%   | 5.90% | 7.72% | 7.73% |
| Market Price (8/31/05)          | 10.33%  | 7.56% | 9.86% | 9.13% |
| Lehman Muni Bond Index          | 5.31%   | 5.17% | 6.37% | 6.20% |
| Discount                        | Discount on 9/22/05: -8.57%   |       |       |       |
|                                 | Discount range for year ended 8/31/05: -14.33% to -5.89%  |       |       |       |

<sup>1</sup> Source: Lipper Analytical Services.

Past results are not necessarily indicative of future performance of the fund. Investment return will fluctuate.

**Salomon Brothers Inflation Management Fund**

|                                 |   |                 |
|---------------------------------|---|-----------------|
| Inception Date                  | May 25, 2004  |                 |
| Ticker                          | IMF   |                 |
| Investment Objectives           | Total Return<br>Current Income  |                 |
| Portfolio Content               | At least 80% of its managed assets in inflation-protected securities issued by U.S. and non-U.S. governments, their agencies or instrumentalities and corporations that are structured to provide protection against inflation, and certain other fixed income securities that the Adviser believes will provide protection against inflation |                 |
| Net Assets as of 8/22/05        | \$185,981,783   |                 |
| Average Annualized Total Return | 1yr   | Since Inception |
| NAV (8/31/05)                   | 6.27%   | 7.81%           |
| Market Price (8/31/05)          | 1.50%   | -3.49%          |
| Lehman US TIIPS                 | 5.67%   | N/A%            |
| Discount                        | Discount on 9/22/05: -9.91%   |                 |
|                                 | Discount range for year ended 8/31/05: -9.95% to -1.59%   |                 |

<sup>1</sup> Source: Lipper Analytical Services.

Past results are not necessarily indicative of future performance of the fund. Investment return will fluctuate.

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**Salomon Brothers Capital and Income Fund**

|                                 |  |                 |
|---------------------------------|--|-----------------|
| Inception Date                  | February 24, 2004  |                 |
| Ticker                          | SCD  |                 |
| Investment Objectives           | Total Return with an emphasis on income  |                 |
| Portfolio Content               | At least 80% of its managed assets in a broad range of equity and fixed income securities of both U.S. and foreign issuers |                 |
| Net Assets as of 8/31/05        | \$659,525,406  |                 |
| Average Annualized Total Return | 1yr  | Since Inception |
| NAV (8/31/05)                   | 18.46%   | 10.65%          |
| Market Price (8/31/05)          | 11.09%   | -1.10%          |
| S&P 500                         | 12.55%   | 6.55%           |
| Discount                        | Discount on 9/22/05: -11.70%   |                 |
|                                 | Discount range for year ended 8/31/05: -14.83% to -4.61%   |                 |

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<sup>1</sup> Source: Lipper Analytical Services.

Past results are not necessarily indicative of future performance of the fund. Investment return will fluctuate.

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**Real Estate Income Fund**

|   |  |        |                 |
|---|--|--------|-----------------|
| Inception Date                                    | July 31, 2002  |        |                 |
| Ticker  | RIT  |        |                 |
| Investment Objectives                             | High Current Income<br>Capital Appreciation  |        |                 |
| Portfolio Content                                 | At least 90% of its total assets in income-producing common shares, preferred shares, convertible preferred shares and debt securities issued by Real Estate Companies<br><br>At least 80% of its total assets in income-producing equity securities issued by REITs |        |                 |
| Net Assets as of 8/31/05                          | \$329,296,087  |        |                 |
| Average Annualized Total Return                   | 1yr  | 3yr    | Since Inception |
| NAV (8/31/05)                                     | 20.36%   | 23.56% | 23.66%          |
| Market Price (8/31/05)                            | 16.13%   | 18.28% | 17.75%          |
| Lipper Sector Equity Funds Average (NAV)          | 21.04%   | 15.25% | 14.82%          |
| Lipper Sector Equity Funds Average (Market Value) | 18.52%   | 17.63% | 18.41%          |
| Discount  | Discount on 9/22/05: -10.82%   |        |                 |
|   | Discount range for year ended 8/31/05: -16.01% to -6.73%   |        |                 |

<sup>1</sup> Source: Lipper Analytical Services.

Past results are not necessarily indicative of future performance of the fund. Investment return will fluctuate.

**The Salomon Brothers Fund**

|                                 |   |        |        |        |
|---------------------------------|---|--------|--------|--------|
| Inception Date                  | 1929  |        |        |        |
| Ticker                          | SBF   |        |        |        |
| Investment Objectives           | Growth and conservation of capital Income   |        |        |        |
| Portfolio Contents              | Common stocks or securities convertible into common stocks of companies in industries the Adviser believes have the potential to grow at a faster rate than the economy as a whole and that appear to have above-average earnings growth potential. |        |        |        |
| Net Assets as of 8/22/05        | \$1,525,833,990   |        |        |        |
| Average Annualized Total Return | 1yr   | 3yr    | 5yr    | 10yr   |
| NAV (8/31/05)                   | 10.99%  | 12.04% | -2.14% | 10.10% |
| Market Price (8/31/05)          | 20.26%  | 14.45% | -2.16% | 12.21% |
| S&P 500                         | 12.55%  | 12.02% | -2.71% | 9.85%  |
| Discount                        | Discount on 9/22/05: -8.26%   |        |        |        |
|                                 | Discount range for year ended 8/31/05: -15.23% to -8.30%  |        |        |        |

<sup>1</sup> Source: Lipper Analytical Services.

Past results are not necessarily indicative of future performance of the fund. Investment return will fluctuate.



**Appendix A**

**All Funds in Complex Approving a New Management Agreement**

Smith Barney Allocation Series Inc.

Balanced Portfolio

Conservative Portfolio

Growth Portfolio

High Growth Portfolio

Income Portfolio

Select Balanced Portfolio

Select Growth Portfolio

Select High Growth Portfolio

Smith Barney Multiple Discipline Trust

Multiple Discipline Portfolio All Cap Growth and Value

Multiple Discipline Portfolio Balanced All Cap Growth and Value

Multiple Discipline Portfolio Global All Cap Growth and Value

Multiple Discipline Portfolio Large Cap Growth and Value

Smith Barney Institutional Cash Management Fund Inc.

Cash Portfolio

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Government Portfolio

Municipal Portfolio

Smith Barney Aggressive Growth Fund Inc.

Smith Barney Investment Funds Inc.

Smith Barney Government Securities Fund

Smith Barney Hansberger Global Value Fund

Smith Barney Investment Grade Bond Fund

Smith Barney Multiple Discipline Funds All Cap and International Fund

Smith Barney Multiple Discipline Funds All Cap Growth and Value Fund

Smith Barney Multiple Discipline Funds Balanced All Cap Growth and Value Fund

Smith Barney Multiple Discipline Funds Global All Cap Growth and Value Fund

Smith Barney Multiple Discipline Funds Large Cap Growth and Value Fund

Smith Barney Real Return Strategy Fund

Smith Barney Small Cap Growth Fund

Smith Barney Small Cap Value Fund

Smith Barney Equity Funds

Smith Barney Social Awareness Fund

Smith Barney Muni Funds

Smith Barney California Money Market Portfolio

Smith Barney Florida Portfolio

Smith Barney Georgia Portfolio

Smith Barney Limited Term Portfolio

Smith Barney Massachusetts Money Market Portfolio

Smith Barney National Portfolio

Smith Barney New York Money Market Portfolio

Smith Barney New York Portfolio

Smith Barney Pennsylvania Portfolio

Intermediate Muni Fund Inc.

Smith Barney Municipal Money Market Fund Inc.

High Income Opportunity Fund Inc.

Smith Barney Funds, Inc.

Smith Barney Large Cap Value Fund

Smith Barney Short-Term Investment Grade Bond Fund

Smith Barney U.S. Government Securities Fund

Smith Barney Income Funds

SB Capital and Income Fund

SB Convertible Fund

Smith Barney Diversified Strategic Income Fund

Smith Barney Dividend and Income Fund

Smith Barney Exchange Reserve Fund

Smith Barney High Income Fund

Smith Barney Municipal High Income Fund

Smith Barney Total Return Bond Fund

Smith Barney Small Cap Core Fund, Inc.

**Appendix A - Continued**

Smith Barney Money Funds, Inc.

Cash Portfolio

Government Portfolio

Smith Barney Fundamental Value Fund Inc.

Greenwich Street Series Fund

Appreciation Portfolio

Capital and Income Portfolio

Diversified Strategic Income Portfolio

Equity Index Portfolio

Fundamental Value Portfolio

Intermediate High Grade Portfolio

Salomon Brothers Variable Aggressive Growth Fund

Salomon Brothers Variable Growth & Income Fund

Smith Barney Managed Municipals Fund Inc.

Smith Barney California Municipals Fund Inc.

Smith Barney New Jersey Municipals Fund Inc.

Smith Barney Oregon Municipals Fund

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Smith Barney Arizona Municipals Fund Inc.

Smith Barney Core Plus Bond Fund Inc.

Smith Barney Sector Series Inc.

Smith Barney Financial Services Fund

Smith Barney Health Sciences Fund

Smith Barney Technology Fund

Smith Barney Massachusetts Municipals Fund

Smith Barney Investment Trust

Smith Barney Classic Values Fund

Smith Barney Intermediate Maturity California Municipals Fund

Smith Barney Intermediate Maturity New York Municipals Fund

Smith Barney Large Capitalization Growth Fund

Smith Barney Mid Cap Core Fund

Smith Barney S&P 500 Index Fund

Smith Barney Appreciation Fund Inc.

Smith Barney World Funds, Inc.

Smith Barney Inflation Management Fund

Smith Barney International All Cap Growth Portfolio

Travelers Series Fund Inc.

SB Adjustable Rate Income Portfolio

Smith Barney Aggressive Growth Portfolio

Smith Barney High Income Portfolio

Smith Barney International All Cap Growth Portfolio

Smith Barney Large Cap Value Portfolio

Smith Barney Large Capitalization Growth Portfolio

Smith Barney Mid Cap Core Portfolio

Smith Barney Money Market Portfolio

Social Awareness Stock Portfolio

SB Adjustable Rate Income Fund

Managed Municipals Portfolio Inc.

Municipal High Income Fund Inc.

Citigroup Investments Corporate Loan Fund Inc.

Real Estate Income Fund Inc.

Zenix Income Fund Inc.

Managed High Income Portfolio Inc.

Smith Barney Investment Series

SB Government Portfolio

SB Growth and Income Fund

Smith Barney Dividend Strategy Fund

Smith Barney Dividend Strategy Portfolio

Smith Barney Growth and Income Portfolio

Smith Barney International Fund

Smith Barney Premier Selections All Cap Growth Portfolio

Smith Barney Trust II

Smith Barney Capital Preservation Fund

Smith Barney Capital Preservation Fund II

Smith Barney Diversified Large Cap Growth Fund

Smith Barney International Large Cap Fund

Smith Barney Short Duration Municipal Income Fund

Smith Barney Small Cap Growth Opportunities Fund



**Appendix A - Continued**

Salomon Funds Trust

Salomon Brothers California Tax Free Bond Fund

Salomon Brothers Mid Cap Fund

Salomon Brothers National Tax Free Bond Fund

Salomon Brothers New York Tax Free Bond Fund

Variable Annuity Portfolios

Smith Barney Small Cap Growth Opportunities Portfolio

CitiFunds Premium Trust

Citi Premium Liquid Reserves

Citi Premium U.S. Treasury Reserves

CitiFunds Institutional Trust

Citi Institutional Cash Reserves

Citi Institutional Enhanced Income Fund

Citi Institutional Liquid Reserves

Citi Institutional Tax Free Reserves

Citi Institutional U.S. Treasury Reserves

CitiFunds Trust I

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Smith Barney Emerging Markets Equity Fund

CitiFunds Trust III

Citi California Tax Free Reserves

Citi Cash Reserves

Citi Connecticut Tax Free Reserves

Citi New York Tax Free Reserves

Citi Tax Free Reserves

Citi U.S. Treasury Reserves

Salomon Brothers Capital Fund Inc

Salomon Brothers Investors Value Fund Inc

Salomon Brothers Opportunity Fund Inc

Salomon Brothers Series Funds Inc

Salomon Brothers All Cap Value Fund

Salomon Brothers Balanced Fund

Salomon Brothers Cash Management Fund

Salomon Brothers High Yield Bond Fund

Salomon Brothers Institutional Money Market Fund

Salomon Brothers Large Cap Growth Fund

Salomon Brothers New York Municipal Money Market Fund

Salomon Brothers Short/Intermediate U.S. Government Fund

Salomon Brothers Small Cap Growth Fund

Salomon Brothers Strategic Bond Fund

Salomon Brothers Variable Series Funds Inc

Salomon Brothers Variable All Cap Fund

Salomon Brothers Variable High Yield Bond Fund

Salomon Brothers Variable Investors Fund

Salomon Brothers Variable Large Cap Growth Fund

Salomon Brothers Variable Small Cap Growth Fund

Salomon Brothers Variable Strategic Bond Fund

Salomon Brothers Variable Total Return Fund

Salomon Brothers Institutional Series Funds Inc

Salomon Brothers Institutional Emerging Markets Debt Fund

Salomon Brothers Institutional High Yield Bond Fund

**Appendix A - Continued**

The Salomon Brothers Fund Inc

Salomon Brothers Capital and Income Fund Inc.

Salomon Brothers Emerging Markets Debt Fund Inc.

Salomon Brothers Emerging Markets Floating Rate Fund Inc.

Salomon Brothers Emerging Markets Income Fund Inc.

Salomon Brothers Emerging Markets Income Fund II Inc.

Salomon Brothers Global High Income Fund Inc.

Salomon Brothers Global Partners Income Fund Inc.

Salomon Brothers High Income Fund Inc

Salomon Brothers High Income Fund II Inc

Salomon Brothers Inflation Management Fund Inc.

Salomon Brothers Municipal Partners Fund Inc.

Salomon Brothers Municipal Partners Fund II Inc.

Salomon Brothers 2008 Worldwide Dollar Government Term Trust Inc

Salomon Brothers Variable Rate Strategic Fund Inc.

Salomon Brothers Worldwide Income Fund Inc.

**Appendix B**

**Funds Approving a New Subadvisory Agreement with an Affiliated Subadviser**

SB Convertible Fund

SB Capital and Income Fund

Citigroup Investments Corporate Loan Fund Inc.

Greenwich Street Series Diversified Strategic Income Portfolio

Smith Barney Diversified Strategic Income Fund

Smith Barney Financial Services Fund

Smith Barney Health Sciences Fund

Smith Barney Technology Fund

Smith Barney International Fund

Smith Barney International Large Cap Fund

Smith Barney Emerging Markets Equity Fund

Smith Barney Core Plus Bond Fund Inc.

Salomon Brothers Series Funds Inc Salomon Brothers Strategic Bond Fund

Salomon Brothers Variable Series Funds Inc Variable Strategic Bond Fund

Salomon Brothers Global High Income Fund Inc.

Salomon Brothers Variable Rate Strategic Fund Inc.

Smith Barney Real Return Strategy Fund

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**Appendix B - Continued**

**Funds Approving a New Sub-Advisory Agreement with a Third-Party Subadviser**

Smith Barney Hansberger Global Value Fund

Smith Barney Classic Values Fund

Real Estate Income Fund Inc.

Smith Barney Multiple Discipline Funds - All Cap and International Fund

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**Appendix C**

**All Open End Funds Electing Directors**

Smith Barney Allocation Series Inc.

Smith Barney Multiple Discipline Trust

Smith Barney Institutional Cash Management Fund Inc.

Smith Barney Aggressive Growth Fund Inc.

Smith Barney Investment Funds Inc.

Smith Barney Equity Funds

Smith Barney Muni Funds

Smith Barney Municipal Money Market Fund Inc.

Smith Barney Funds, Inc.

Smith Barney Income Funds

Smith Barney Small Cap Core Fund, Inc.

Smith Barney Money Funds, Inc.

Smith Barney Fundamental Value Fund Inc.

Greenwich Street Series Fund

Smith Barney Managed Municipals Fund Inc.

Smith Barney California Municipals Fund Inc.