Western Asset Income Fund Form N-CSR March 10, 2008

## **UNITED STATES**

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **FORM N-CSR**

#### CERTIFIED SHAREHOLDER REPORT OF REGISTERED

#### MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number: 811-02351

Name of Fund: Western Asset Income Fund

**Address of Principal Executive Offices:** 

385 East Colorado Boulevard

Pasadena, CA 91101

Name and address of agent for service:

Charles A. Ruys de Perez

385 East Colorado Boulevard

Pasadena, CA 91101

Registrant s telephone number, including area code: (626) 844-9400

Date of fiscal year end: December 31, 2007

Date of reporting period: December 31, 2007

Item 1 Report to Shareholders

## Western Asset Income Fund

Annual Report to Shareholders

December 31, 2007

#### **Management s Discussion of Fund Performance**

#### **Fund Performance**

Total return on market value measures investment performance in terms of appreciation or depreciation in market value per share, plus dividends and any capital gain distributions. Total return on net asset value measures investment performance in terms of appreciation or depreciation in net asset value per share, plus dividends and any capital gain distributions. Average annual returns for Western Asset Income Fund (Fund) and three comparative indices for various periods ended December 31, 2007, are presented below:

	Average A	Average Annual Total Return		
	One	Five	Ten	
	Year	Years	Years	
Total Fund Investment Return Based on:				
Market Value	-6.16%	6.36%	5.96%	
Net Asset Value	2.17%	7.29%	6.82%	
Lehman High Yield Index <sup>A</sup>	2.13%	10.07%	3.96%	
Lehman US Credit Index <sup>B</sup>	5.11%	4.84%	6.05%	
Lipper Corporate Debt Funds BBB Rated Average <sup>C</sup>	4.37%	5.39%	5.35%	

The performance data quoted represents past performance and does not guarantee future results. The performance stated may have been due to extraordinary market conditions, which may not be duplicated in the future. Current performance may be lower or higher than the performance data quoted. The investment return and principal value of the fund will fluctuate so that an investor's shares, when sold, may be worth more or less than the original cost. Calculations assume reinvestment of dividends and capital gain distributions. Performance would have been lower if fees had not been waived in various periods.

2007 was a tale of two markets. The first six months were reasonably benign. Then came the crisis in the fixed-income markets in the second half. The TED<sup>D</sup> spread, a measure of systemic risk, rose four-fold during the period. The yield on the two-year Treasury declined 181 basis points (bps from its June 30th level, driving a powerful rally in the Treasury market. Investors began to suspect that the Federal Reserve Board (Fed had reached the end of its tightening cycle and would need to begin easing. These expectations were subsequently validated by the Fed s decision to cut the federal funds rate by a total of 100 bps at the final three Federal Open Market Committee meetings of the year. Short-term interest rates fell sharply, partly a result of the flight to quality. Long-term rates declined as well. Core inflation measures were tame but the Fed showed signs of hesitation in the use of monetary stimulus as headline measures remained uncomfortably high. Home prices declined and housing market indicators deteriorated markedly as the year progressed. Despite the ongoing weakness in residential construction and the collapse of the subprime lending market, economic growth picked up in the second and third quarters, largely due to a boom in nonresidential construction and net exports. Credit spreads widened significantly versus similar duration U.S. Treasuries with most of the losses arising in the second half of the year. Increasing uncertainty over the degree of subprime losses forced swap spreads sharply higher, negatively affecting mortgage-backed securities. The price of oil approached \$100 per barrel while gold prices reached new record highs. The dollar lost substantial value against a trade-weighted basket of currencies. Equity markets managed to produce small gains despite large losses in the final two months of the period.

A Lehman High Yield Index A market value-weighted index that tracks the daily price, coupon, and total return performance of non-investment grade, fixed rate, publicly placed, dollar-denominated, and non-convertible debt registered with the U.S. Securities and Exchange Commission.

B Lehman US Credit Index This index consists of publicly issued U.S. corporate and specified foreign debentures and secured notes that meet the specified maturity, liquidity, and quality requirements. To qualify, bonds must be SEC-registered. The index includes both corporate (industrial, utility, and finance) and non-corporate (sovereign, supranational, foreign agency, and foreign local government) sectors.

- C Lipper Corporate Debt Funds BBB Rated Average Average of the 153 funds comprising the Lipper universe of closed-end funds that invest at least 65% of assets in corporate and government debt issues rated in the top four grades.
- D Ted Spread (Ted) The price difference between three-month futures contracts for U.S. Treasuries and three-month contracts for euros having identical expiration months.
- E  $100 \ basis points = 1.00\%$ .
- F The Federal Reserve Board (Fed) is charged with, among other things, managing the nation s monetary policy by influencing the monetary and credit conditions in the economy in pursuit of maximum employment, stable prices, and moderate long-term interest rates.

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### Management s Discussion of Fund Performance Continued

The total return of the Fund including reinvestment of dividends for the annual period ending December 31, 2007 was -6.16% based on market price. Based on net asset value ( NAV ), the annual return for the Fund was 2.17%. The Fund underperformed the Lehman U.S. Credit Index, which returned 5.11%. The Fund s discount to NAV rose to 10.77% by December 31, 2007. Returns were negatively impacted by a bias towards lower quality credit, industry allocation and issue selection. The Fund s exposure to high yield securities hurt performance as the Lehman High Yield Index returned 2.13%. An overweight to financials, and specifically capital securities within the financial arena, which returned 0.03%, hurt relative performance. Finally, issue selection detracted from performance due largely to exposure to Residential Capital, Countrywide Financial and GMAC, which returned -31.98%, -23.22% and -11.65%, respectively.

Western Asset Management Company

February 19, 2008

#### **Fund Highlights**

(Amounts in Thousands, except per share amounts)

	Dece	ember 31,
	2007	2006
Net Asset Value	\$142,029	\$149,406
Per Share	\$15.13	\$15.91
Market Value Per Share	\$13.50	\$15.52
Net Investment Income	\$8,930	\$8,528
Per Share	\$0.95	\$0.91
Dividends Paid:		
Ordinary Income	\$8,985	\$8,100
Per Share	\$0.96	\$0.86
Long-Term Capital Gains	\$1,505	\$726
Per Share	\$0.16	\$0.08

#### The Fund

Western Asset Income Fund (the Fund ) is a closed-end, diversified management investment company which seeks for its shareholders a high level of current income through investment in a diversified portfolio of debt securities. Substantially all of the Fund s net investment to use income is distributed to its shareholders. A Dividend Reinvestment Plan is available to those shareholders of record desiring it. The Fund s common shares are listed on the New York Stock Exchange ( NYSE ) where they trade under the symbol PAI, and price quotations can be found in publications under the abbreviation WstAssetIncoFd.

#### **Investment Policies**

The Fund s investment policies provide that its portfolio must be invested as follows:

At least 75% in debt securities rated within the four highest grades, and in government securities, bank debt, commercial paper, cash or cash equivalents.

Up to 25% in other fixed income securities, convertible bonds, convertible preferred and preferred stock.

Not more than 25% in securities restricted as to resale.

#### Dividend Reinvestment Plan and Optional Cash Investment Service

The Fund and Computershare Trust Company, N.A. ( Computershare or the Agent ), as the Transfer Agent and Registrar of the Fund, offer two convenient ways to add shares of the Fund to your account. First, the Fund offers to all shareholders a Dividend Reinvestment Plan ( Plan ). Under the Plan, cash distributions (e.g., dividends and capital gains) are automatically invested in shares of the Fund unless the shareholder elects otherwise. Second, the Fund offers to registered shareholders (those who own shares in their own name on the Fund s records) the option to purchase additional whole and partial shares of the Fund through the Optional Cash Investment Service ( Optional Cash Investment Service ).

#### Dividend Reinvestment Plan

As a participant in the Dividend Reinvestment Plan, you will automatically receive your dividend or net capital gains distribution in newly issued shares of the Fund if the market price of a share on the date of the distribution is at or above the net asset value (NAV) of a Fund share, minus estimated brokerage commissions that would be incurred upon the purchase of Fund shares on the open market. The number of shares to be issued to you will be determined by dividing the amount of the cash distribution to which you are entitled (net of any applicable withholding taxes) by the greater of the NAV per share on such date or 95% of the market price of a share on such date. If the market price of a share on such distribution date is below the NAV, minus estimated brokerage commissions that would be incurred upon the purchase of Fund shares on the open market, the Agent will, as agent for the participants, buy shares of the Fund s stock through a broker on the open market. The price per share of shares purchased for each participant s account with respect to a particular dividend or other distribution will be the average price (including brokerage commissions, transfer taxes and any other costs of purchase) of all shares purchased with respect to that dividend or other distribution. All shares of common stock acquired on your behalf through the Plan will be automatically credited to an account maintained on the books of the Agent. Full and fractional shares will be voted by Computershare in accordance with your instructions.

#### **Fund Highlights Continued**

#### Optional Cash Investment Service

Under the Optional Cash Investment Service (offered to registered shareholders only), funds received from shareholders for stock purchases will be pooled once per month. The Agent will then purchase shares of the Fund s stock through a broker on the open market. For the purposes of making purchases, the Agent will commingle each participant s funds with those of all other participants in the Plan. The Agent will hold the total shares purchased for all participants in its name or the name of its nominee and will have no responsibility for the value of such shares after their purchase.

Beneficial shareholders (those who own shares held in a brokerage, bank or other financial institution account) are not eligible to participate in this option because there is no way to make payments through a broker, bank or nominee. A beneficial shareholder may, however, have his or her shares taken out of street name and re-register such shares in his or her own name, becoming a registered shareholder in order to participate. If you wish to do so, please contact your broker, bank or nominee.

#### Additional Information Regarding the Plan and the Optional Cash Investment Service

The Fund will pay all costs applicable to the Plan and Optional Cash Investment Service, with the exceptions noted below. Brokerage commissions, transfer taxes and any other costs of purchase or sale by the Agent under the Plan or Optional Cash Investment Service will be charged to participants. In the event the Fund determines to no longer pay such costs, the Agent will terminate the Plan and Optional Cash Investment Service and may, but is not obligated to, offer a new plan under which it would impose a direct service charge on participants.

All shares acquired through the Plan or the Optional Cash Investment Service receive voting rights and are eligible for any stock split, stock dividend, or other rights accruing to shareholders that the Board of Directors may declare.

You may terminate participation in the Plan or the Optional Cash Investment Service at any time by giving written notice to the Agent. Such termination will be effective prior to the record date next succeeding the receipt of such instructions or by a later date of termination specified in such instructions. Upon termination, a participant may request a certificate for the full shares credited to his or her account or may request the sale of all or part of such shares. If the participant instructs the Agent to sell the shares credited to the participant saccount, the Agent may accumulate such shares and those of any other terminating participants for purposes of such sale. Brokerage charges, transfer taxes, and any other costs of sale will be allocated pro rata among the selling participants. Any such sale may be made on any securities exchange where such shares are traded, in the over-the-counter market or in negotiated transactions, and may be subject to such terms of price, delivery, etc., as the Agent may agree to. Fractional shares credited to a terminating account will be paid for in cash at the current market price at the time of termination.

Dividends and other distributions invested in additional shares under the Plan are subject to income tax just as if they had been received in cash. After year end, dividends paid on the accumulated shares will be included in the Form 1099-DIV information return to the Internal Revenue Service and only one Form 1099-DIV will be sent to each participant each year.

Inquiries regarding the Plan and the Optional Cash Investment Service, as well as notices of termination, should be directed to Computershare Trust Company, N.A., P.O. Box 43010, Providence, RI 02940-3010 Investor Relations, telephone number 1-866-290-4386.

#### Schedule of Portfolio Holdings

The Fund files a complete schedule of its portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-Q. You may obtain a free copy of the Fund s Form N-Q by calling 1-800-799-4932 or by writing to the Fund, or you may obtain a copy of this report (and other information relating to the Fund) from the Securities and Exchange Commission s (SEC) website (http://www.sec.gov). Additionally, the Fund s Form N-Q can be viewed or copied at the SEC s Public Reference Room in Washington D.C. Information about the operation of the Public Reference Room can be obtained by calling 1-202-551-8090.

#### **Annual Certifications**

In May 2007, the Fund submitted its annual CEO certification to the NYSE in which the Fund s principal executive officer certified that he was not aware, as of the date of the certification, of any violation by the Fund of the NYSE s Corporate Governance listing standards. In addition, as required by Section 302 of the Sarbanes-Oxley Act of 2002 and related SEC rules, the

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Fund s principal executive and principal financial officers have made quarterly certifications, included in filings with the SEC on Forms N-CSR and N-Q, relating to, among other things, the Fund s disclosure controls and procedures and internal control over financial reporting.

#### **Proxy Voting**

You may request a free description of the policies and procedures that the Fund uses to determine how proxies relating to the Fund s portfolio securities are voted by calling 1-800-799-4932 or by writing to the Fund, or you may obtain a copy of these policies and procedures (and other information regarding the Fund) from the SEC s web site (http://www.sec.gov). You may request a free report regarding how the Fund voted proxies relating to portfolio securities during the most recent twelve-month period ended June 30 by calling 1-800-799-4932 or by writing to the Fund, or you may obtain a copy of this report (and other information relating to the Fund) from the SEC s website (http://www.sec.gov).

Quarterly Comparison of Market Price and Net Asset Value ( NAV ), Discount or Premium to NAV and Average Daily Volume of Shares Traded

				Average
	Market	Net Asset	Premium/	Daily Volume
	Price	Value	(Discount)	(Shares) <sup>A</sup>
March 31, 2007	\$ 14.91	\$ 15.92	(6.34)%	10,671
June 30, 2007	14.76	15.52	(4.90)%	12,238
September 30, 2007	14.72	15.47	(4.85)%	16,141
December 31, 2007	13.50	15.13	(10.77)%	18,245

A Amounts not in thousands.

#### **Portfolio Diversification**

December 31, 2007<sup>A</sup>

The pie and bar charts above represent the composition of the Fund s portfolio as of December 31, 2007.

<sup>&</sup>lt;sup>A</sup> The Fund is actively managed. As a result, the composition of its portfolio holdings and sectors is subject to change at any time.

B Standard & Poor s Ratings Services provide capital markets with credit ratings for the evaluation and assessment of credit risk.

### **Portfolio of Investments**

December 31, 2007

(Amounts in Thousands)

Western Asset Income Fund

Corporate Bonds and Notes   71.9%		% OF NET ASSETS	RATE	MATURITY DATE	PAR/ SHARES	VALUE
Aerospace and Defense	Long-Term Securities	98.6%				
L-3 Communications Corp.  7.625% 6/15/12 \$ 275 \$ 282  Airlines  Continental Airlines Inc. 6.545% 2/2/19 170 171 Continental Airlines Inc. 7.256% 3/15/20 201 208 Delta Air Lines Inc. 7.111% 9/18/11 400 400  T79  Automobiles DaimlerChrysler NA Holding Corp. 7.300% 1/15/12 245 261 Ford Motor Co. 7.4450% 7/16/31 8,050 5,977A General Motors Corp. 8.250% 7/15/23 3,450 2,743A  Beverages PepsiAmericas Inc. 5.750% 7/31/12 290 303  Building Products American Standard Inc. 8.250% 6/1/09 500 525 Nortek Inc. 8.500% 9/1/14 225 180  Capital Markets BankAmerica Capital III 5.813% 1/15/27 215 1848 Deutsche Bank AG 5.375% 10/12/12 330 338	Corporate Bonds and Notes	71.9%				
Airlines     0.6%       Continental Airlines Inc.     6.545%     2/2/19     170     171       Continental Airlines Inc.     7.256%     3/15/20     201     208       Delta Air Lines Inc.     7.111%     9/18/11     400     400       Automobiles       DaimlerChrysler NA Holding Corp.     7.300%     1/15/12     245     261       Ford Motor Co.     7.450%     7/16/31     8,050     5,977A       General Motors Corp.     8.250%     7/15/23     3,450     2,743A       Beverages       PepsiAmericas Inc.     5.750%     7/31/12     290     303       Building Products       American Standard Inc.     8.250%     6/1/09     500     525       Nortek Inc.     8.500%     9/1/14     225     180       Capital Markets       BankAmerica Capital III     5.813%     1/15/27     215     184a       Deutsche Bank AG     5.375%     10/12/12     330     338		0.2%	7 625%	6/15/12	¢ 275	¢ 292
Continental Airlines Inc.	L-3 Communications Corp.		7.025%	0/13/12	\$ 213	\$ 202
Continental Airlines Inc.   7.256%   3/15/20   201   208     Delta Air Lines Inc.   7.111%   9/18/11   400   400		0.6%				
Delta Air Lines Inc.   7.111%   9/18/11   400   400   400   779						
Automobiles						
Automobiles       DaimlerChrysler NA Holding Corp.     7.300%     1/15/12     245     261       Ford Motor Co.     7.450%     7/16/31     8,050     5,977A       General Motors Corp.     8.250%     7/15/23     3,450     2,743A       8,981       Beverages       Pepsi Americas Inc.     5.750%     7/31/12     290     303       Building Products       American Standard Inc.     8.250%     6/1/09     500     525       Nortek Inc.     8.500%     9/1/14     225     180       Capital Markets       BankAmerica Capital III     5.813%     1/15/27     215     184a       Beutsche Bank AG     5.375%     10/12/12     330     338	Delta Air Lines Inc.		7.111%	9/18/11	400	400
DaimlerChrysler NA Holding Corp.   7.300%   1/15/12   245   261						779
DaimlerChrysler NA Holding Corp.   7.300%   1/15/12   245   261	Automobiles	6.3%				
Ford Motor Co. 7.450% 7/16/31 8,050 5,977 <sub>A</sub> General Motors Corp. 8.250% 7/15/23 3,450 2,743 <sub>A</sub> 8,981  Beverages PepsiAmericas Inc. 5.750% 7/31/12 290 303  Building Products American Standard Inc. 8.250% 6/1/09 500 525 Nortek Inc. 8.500% 9/1/14 225 180  Capital Markets 5.1%  BankAmerica Capital III 5.813% 1/15/27 215 184 <sub>B</sub> Deutsche Bank AG 5.375% 10/12/12 330 338	DaimlerChrysler NA Holding Corp.		7.300%	1/15/12	245	261
Beverages   0.2%			7.450%	7/16/31	8,050	$5,977_{A}$
Beverages   0.2%	General Motors Corp.		8.250%	7/15/23	3,450	$2,743_{A}$
Beverages         0.2%           PepsiAmericas Inc.         5.750%         7/31/12         290         303           Building Products         0.5%           American Standard Inc.         8.250%         6/1/09         500         525           Nortek Inc.         8.500%         9/1/14         225         180           Capital Markets         5.1%           BankAmerica Capital III         5.813%         1/15/27         215         184 <sub>B</sub> Deutsche Bank AG         5.375%         10/12/12         330         338	•					
Beverages         0.2%           PepsiAmericas Inc.         5.750%         7/31/12         290         303           Building Products         0.5%           American Standard Inc.         8.250%         6/1/09         500         525           Nortek Inc.         8.500%         9/1/14         225         180           Capital Markets         5.1%           BankAmerica Capital III         5.813%         1/15/27         215         184 <sub>B</sub> Deutsche Bank AG         5.375%         10/12/12         330         338						8.981
PepsiAmericas Inc.       5.750%       7/31/12       290       303         Building Products       0.5%         American Standard Inc.       8.250%       6/1/09       500       525         Nortek Inc.       8.500%       9/1/14       225       180         Capital Markets       5.1%         Bank America Capital III       5.813%       1/15/27       215       184B         Deutsche Bank AG       5.375%       10/12/12       330       338						0,701
PepsiAmericas Inc.       5.750%       7/31/12       290       303         Building Products       0.5%         American Standard Inc.       8.250%       6/1/09       500       525         Nortek Inc.       8.500%       9/1/14       225       180         Capital Markets       5.1%         Bank America Capital III       5.813%       1/15/27       215       184B         Deutsche Bank AG       5.375%       10/12/12       330       338	Reverses	0.2%				
Building Products         American Standard Inc.       8.250%       6/1/09       500       525         Nortek Inc.       8.500%       9/1/14       225       180         Capital Markets         Bank America Capital III       5.813%       1/15/27       215       184 <sub>B</sub> Deutsche Bank AG       5.375%       10/12/12       330       338		0.2 /0	5 750%	7/31/12	200	303
American Standard Inc.       8.250%       6/1/09       500       525         Nortek Inc.       8.500%       9/1/14       225       180         Capital Markets         BankAmerica Capital III       5.813%       1/15/27       215       184 <sub>B</sub> Deutsche Bank AG       5.375%       10/12/12       330       338	r epsiAmericas me.		3.73070	7731712	290	303
American Standard Inc.       8.250%       6/1/09       500       525         Nortek Inc.       8.500%       9/1/14       225       180         Capital Markets         BankAmerica Capital III       5.813%       1/15/27       215       184 <sub>B</sub> Deutsche Bank AG       5.375%       10/12/12       330       338						
American Standard Inc.       8.250%       6/1/09       500       525         Nortek Inc.       8.500%       9/1/14       225       180         Capital Markets         BankAmerica Capital III       5.813%       1/15/27       215       184 <sub>B</sub> Deutsche Bank AG       5.375%       10/12/12       330       338	Ruilding Products	0.5%				
Nortek Inc. 8.500% 9/1/14 225 180  705  Capital Markets 5.1% Bank America Capital III 5.813% 1/15/27 215 184 <sub>B</sub> Deutsche Bank AG 5.375% 10/12/12 330 338		0.570	8 250%	6/1/09	500	525
705       Capital Markets     5.1%       Bank America Capital III     5.813%     1/15/27     215     184 <sub>B</sub> Deutsche Bank AG     5.375%     10/12/12     330     338						
Capital Markets         5.1%           BankAmerica Capital III         5.813%         1/15/27         215         184 <sub>B</sub> Deutsche Bank AG         5.375%         10/12/12         330         338	Notice inc.		0.50070	<i>)</i> /1/14	223	100
Capital Markets         5.1%           BankAmerica Capital III         5.813%         1/15/27         215         184 <sub>B</sub> Deutsche Bank AG         5.375%         10/12/12         330         338						705
Bank America Capital III       5.813%       1/15/27       215       184B         Deutsche Bank AG       5.375%       10/12/12       330       338						703
Bank America Capital III       5.813%       1/15/27       215       184B         Deutsche Bank AG       5.375%       10/12/12       330       338	One that Mandanta	F 40/				
Deutsche Bank AG 5.375% 10/12/12 330 338		5.1%	5.0120	1 /1 5 /07	215	104
Goldman Sachs Capital II 5.793% 12/29/49 920 819 <sub>C</sub>						
	Goldman Sachs Capital II		5./93%	12/29/49	920	819c

Lehman Brothers Holdings Capital Trust VII	5.857%	11/29/49	1,590	1,417c
Lehman Brothers Holdings Inc.	6.500%	7/19/17	110	111
Merrill Lynch and Co. Inc.	6.050%	8/15/12	400	408
Merrill Lynch and Co. Inc.	5.700%	5/2/17	1,000	953 <sub>A</sub>
Merrill Lynch and Co. Inc.	6.400%	8/28/17	300	305
Merrill Lynch and Co. Inc.	6.110%	1/29/37	320	283
Morgan Stanley	5.050%	1/21/11	1,180	1,180
Morgan Stanley	4.750%	4/1/14	60	56
Morgan Stanley	6.250%	8/28/17	100	102
The Bear Stearns Cos. Inc.	5.550%	1/22/17	720	645 <sub>A</sub>
The Goldman Sachs Group Inc.	6.345%	2/15/34	555	501

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## **Portfolio of Investments Continued**

Western Asset Income Fund Continued

	% OF NET ASSETS	RATE	MATURITY DATE	PAR/ SHARES	VALUE
Corporate Bonds and Notes Continued					
Chemicals	0.6%				
The Dow Chemical Co.		7.375%	11/1/29	\$ 800	\$ 880
Commercial Banks	3.3%				
Comerica Capital Trust II		6.576%	2/20/37	360	$288_{\mathrm{C}}$
Rabobank Capital Funding Trust II		5.260%	12/31/49	115	107 <sub>C,D</sub>
Rabobank Capital Funding Trust III		5.254%	12/31/16	1,145	1,025 <sub>C,D</sub>
RBS Capital Trust III		5.512%	9/29/49	1,460	1,342c
SunTrust Capital VIII		6.100%	12/15/36	560	466c
Wachovia Capital Trust III		5.800%	3/15/42	200	179 <sub>C</sub>
Wells Fargo and Co.		5.250%	10/23/12	790	803
Wells Fargo Capital X		5.950%	12/15/36	450	$420_{\rm C}$
					4,630
	0.00/				
Commercial Services and Supplies	0.3%				. = .
Waste Management Inc.		7.375%	5/15/29	415	454
Communications Equipment	N.M.				
Motorola Inc.		7.625%	11/15/10	56	60
Consumer Finance	2.9%				
American Express Co.		6.800%	9/1/66	1,120	1,136c
Capital One Financial Corp.		6.750%	9/15/17	230	221
GMAC LLC		8.000%	11/1/31	1,610	$1,351_{A}$
Nelnet Inc.		7.400%	9/29/36	460	$442_{\rm C}$
SLM Corp.		5.000%	10/1/13	30	26
SLM Corp.		5.375%	5/15/14	780	693
SLM Corp.		5.050%	11/14/14	130	112
SLM Corp.		5.625%	8/1/33	180	139
					4.120
					4,120
Containers and Packaging	0.1%				
Graphic Packaging International Corp.		9.500%	8/15/13	200	198

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Diversified Financial Services	9.3%				
AGFC Capital Trust I		6.000%	1/15/67	300	$272_{C,D}$
AIG SunAmerica Global Financing VI		6.300%	5/10/11	1,880	$1,953_{\rm D}$
BAC Capital Trust XIV		5.630%	12/31/49	170	151c
Bank of America Corp.		7.800%	9/15/16	250	283
Beaver Valley II Funding		9.000%	6/1/17	294	331
Capital One Bank		6.500%	6/13/13	330	324

	% OF NET ASSETS	RATE	MATURITY DATE	PAR/ SHARES	VALUE
Corporate Bonds and Notes Continued					
Diversified Financial Services Continued					
Capital One Capital IV		6.745%	2/17/37	\$ 390	\$ 290 <sub>A,C</sub>
Capmark Financial Group Inc.		5.875%	5/10/12	350	277 <sub>D,E</sub>
Chase Capital II		5.411%	2/1/27	725	579 <sub>B</sub>
Citigroup Capital XXI		8.300%	12/21/57	320	334c
Citigroup Inc.		6.125%	8/25/36	550	521
Deutsche Bank Capital Funding Trust		5.628%	1/19/49	670	609 <sub>C,D</sub>
General Electric Capital Corp.		6.375%	11/15/67	600	620 <sub>C</sub>
Glen Meadow Pass-Through Certificates		6.505%	2/12/67	310	292 <sub>C,D</sub>
HSBC Finance Capital Trust IX		5.911%	11/30/35	1,350	1,249 <sub>C</sub>
HSBC Finance Corp.		5.700%	6/1/11	1,730	1,740
ILFC E-Capital Trust II		6.250%	12/21/65	790	755 <sub>C,D</sub>
Mizuho Preferred Capital Co. LLC		8.790%	12/29/49	110	111 <sub>C,D</sub>
TNK-BP Finance SA		7.875%	3/13/18	100	99 <sub>D</sub>
UBS Preferred Funding Trust V		6.243%	5/12/49	1,120	1,078c
ZFS Finance USA Trust II		6.450%	12/15/65	1,440	1,342 <sub>C,D</sub>
					13,210
D: # 17 1	4.70/				
Diversified Telecommunication Services	1.7%	0.000	11/15/01	4.40	5.40
AT&T Corp.		8.000%	11/15/31	440	540
Embarq Corp.		7.082%	6/1/16	330	340
Qwest Corp.		6.875%	9/15/33	1,000	922
Verizon Global Funding Corp.		5.850%	9/15/35	570	558
					2,360
					,
Electric Utilities	4.4%				
Exelon Corp.		6.750%	5/1/11	550	575
FirstEnergy Corp.		6.450%	11/15/11	60	62
FirstEnergy Corp.		7.375%	11/15/31	395	433
Pacific Gas and Electric Co.		6.050%	3/1/34	800	799
PNPP II Funding Corp.		9.120%	5/30/16	2,186	$2,580_{A}$
Sithe/Independence Funding Corp.		9.000%	12/30/13	1,500	1,620
Tampa Electric Co.		6.375%	8/15/12	145	152
					6,221
					0,221
Energy Equipment and Services	0.2%				
EEB International Ltd.		8.750%	10/31/14	260	$265_{A,D}$
Food and Staples Retailing	0.3%				
3					

Wal-Mart Stores Inc. 6.500% 8/15/37 380 400

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### **Portfolio of Investments Continued**

Western Asset Income Fund Continued

	% OF NET ASSETS	RATE	MATURITY DATE	PAR/ SHARES	VALUE
Corporate Bonds and Notes Continued					
Food Products	0.2%				
Tyson Foods Inc.		6.850%	4/1/16	\$ 340	\$ 349 <sub>E</sub>
Gas Utilities	0.1%				
Southern Natural Gas Co.		5.900%	4/1/17	170	167 <sub>D</sub>
Health Care Equipment and Supplies	0.2%				
Hospira Inc.		6.050%	3/30/17	290	291
Health Care Providers and Services	4.4%				
Cardinal Health Inc.		6.300%	10/15/16	410	$420_{\mathrm{D}}$
Coventry Health Care Inc.		5.950%	3/15/17	440	431
HCA Inc.		7.875%	2/1/11	250	244
HCA Inc.		6.300%	10/1/12	180	160 <sub>A</sub>
HCA Inc.		6.250%	2/15/13	930	814
HCA Inc.		5.750%	3/15/14	65	54
HCA Inc.		9.125%	11/15/14	400	$416_{D}$
HCA Inc.		9.250%	11/15/16	500	525
Humana Inc.		6.450%	6/1/16	220	222
Tenet Healthcare Corp.		6.375%	12/1/11	1,465	$1,333_{A}$
UnitedHealth Group Inc.		6.000%	11/15/17	520	$527_{A,D}$
Universal Health Services Inc.		7.125%	6/30/16	520	553
WellPoint Inc.		5.875%	6/15/17	540	544
					6,243
Hotels, Restaurants and Leisure	0.2%				
Caesars Entertainment Inc.		8.125%	5/15/11	250	232 <sub>A</sub>
Household Durables	0.5%				
DR Horton Inc.		5.250%	2/15/15	410	326
Pulte Homes Inc.		6.250%	2/15/13	145	129
The Black and Decker Corp.		5.750%	11/15/16	290	289

Independent Power Producers and Energy					
Traders	2.5%				
Dynegy Holdings Inc.		6.875%	4/1/11	1,300	1,255
Dynegy Holdings Inc.		8.750%	2/15/12	735	742
The AES Corp.		9.500%	6/1/09	39	41
TXU Corp.		5.550%	11/15/14	1,500	1,197

	% OF NET ASSETS	RATE	MATURITY DATE	PAR/ SHARES	VALUE
Corporate Bonds and Notes Continued					
Independent Power Producers and Energy Traders Continued					
TXU Corp.		6.500%	11/15/24	\$ 520	\$ 379
					3,614
Insurance	3.4%				
Ace Ina Holdings Inc.		5.700%	2/15/17	240	238
Allstate Corp.		6.500%	5/15/37	480	$447_{A,C}$
American International Group Inc.		5.450%	5/18/17	180	176
American International Group Inc.		6.250%	3/15/37	80	$72_{\rm C}$
ASIF Global Financing XIX		4.900%	1/17/13	30	$29_{\mathrm{D}}$
Everest Reinsurance Holdings Inc.		6.600%	5/15/37	260	$230_{\rm C}$
Liberty Mutual Group		5.750%	3/15/14	270	275