

LMP CAPITAL & INCOME FUND INC.
Form N-CSR
January 07, 2009

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 811-21467

LMP Capital and Income Fund Inc.
(Exact name of registrant as specified in charter)

55 Water Street, New York, NY
(Address of principal executive offices)

10041
(Zip code)

Robert I. Frenkel, Esq.

Legg Mason & Co., LLC

100 First Stamford Place

Stamford, CT 06902
(Name and address of agent for service)

Registrant's telephone number, including area code: (800) 451-2010

Date of fiscal year end: October 31

Date of reporting period: October 31, 2008

ITEM 1. REPORT TO STOCKHOLDERS.

The **Annual** Report to Stockholders is filed herewith.

ANNUAL REPORT / OCTOBER 31, 2008

LMP

**Capital and Income
Fund Inc.**

(SCD)

Managed by **CLEARBRIDGE ADVISORS**

WESTERN ASSET

INVESTMENT PRODUCTS: NOT FDIC INSURED • NO BANK GUARANTEE • MAY LOSE VALUE

Fund objective

The Fund's investment objective is total return with an emphasis on income.

What's inside

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Legg Mason Partners Fund Advisor, LLC (LMPFA) is the Fund's investment manager. ClearBridge Advisors, LLC (ClearBridge), Western Asset Management Company (Western Asset) and Western Asset Management Company Limited (Western Asset Limited) are the Fund's subadvisers. LMPFA, ClearBridge, Western Asset and Western Asset Limited are wholly-owned subsidiaries of Legg Mason, Inc.

Letter from the chairman

Dear Shareholder,

Economic growth in the U.S. was mixed during the 12-month reporting period ended October 31, 2008. Looking back, third quarter 2007 U.S. gross domestic product (GDP)ⁱ growth was a strong 4.8%. However, continued weakness in the housing market, an ongoing credit crunch and soaring oil and food prices then took their toll on the economy, as fourth quarter 2007 GDP declined 0.2%. The economy then expanded 0.9% and 2.8% during the first and second quarters of 2008, respectively. This rebound was due, in part, to rising exports that were buoyed by a weakening U.S. dollar, and solid consumer spending, which was aided by the government's tax rebate program. The dollar's rally and the end of the rebate program, combined with other strains on the economy, then caused GDP to take a step backward in the third quarter of 2008. According to the preliminary estimate released by the U.S. Department of Commerce, third quarter 2008 GDP declined 0.5%.

The latest Bureau of Economic Research release indicates that the U.S. is currently in recession. Evidence supporting this conclusion includes a slowdown in consumer spending, with four consecutive months of declining retail sales from July through October 2008. According to the Department of Commerce, October's 2.8% fall in retail sales is the sharpest decline since it began tracking this data in 1992. In terms of the job market, the U.S. Department of Labor reported that payroll employment declined in each of the first 10 months of 2008. Year-to-date through October, roughly 1.2 million jobs have been shed and the unemployment rate now stands at 6.5%, its highest level since 1994.

Ongoing issues related to the housing and subprime mortgage markets and seizing credit markets prompted the Federal Reserve Board (Fed)ⁱⁱ to take aggressive and, in some cases, unprecedented actions. Beginning in September 2007, the Fed reduced the federal funds rateⁱⁱⁱ from 5.25% to 4.75%. This marked the first such reduction since June 2003. The Fed then reduced the federal funds rate on six additional occasions through April 2008, bringing the federal funds rate to 2.00%. The Fed then shifted

Letter from the chairman *continued*

gears in the face of mounting inflationary prices and a weakening U.S. dollar. At its meetings in June, August and September 2008, the Fed held rates steady. Then, on October 8, 2008, in a global coordination effort with six central banks around the world, interest rates were cut in an attempt to reduce the strains in the global financial markets. At that time, the Fed lowered the federal funds rate from 2.00% to 1.50%. The Fed again cut rates from 1.50% to 1.00% at its regularly scheduled meeting on October 29, 2008. In conjunction with its October meeting, the Fed stated: The pace of economic activity appears to have slowed markedly, owing importantly to a decline in consumer expenditures. ... Moreover, the intensification of financial market turmoil is likely to exert additional restraint on spending, partly by further reducing the ability of households and businesses to obtain credit.

In addition to the interest rate cuts, the Fed took several actions to improve liquidity in the credit markets. In March 2008, the Fed established a new lending program allowing certain brokerage firms, known as primary dealers, to also borrow from its discount window. Also in March, the Fed played a major role in facilitating the purchase of Bear Stearns by JPMorgan Chase. In mid-September 2008, it announced an \$85 billion rescue plan for ailing AIG and pumped \$70 billion into the financial system as Lehman Brothers' bankruptcy and mounting troubles at other financial firms roiled the markets.

The U.S. Department of the Treasury has also taken an active role in attempting to stabilize the financial system, as it orchestrated the government's takeover of mortgage giants Fannie Mae and Freddie Mac in September. In addition, on October 3, 2008, the Treasury's \$700 billion Troubled Asset Relief Program (TARP) was approved by Congress and signed into law by President Bush. As part of TARP, the Treasury had planned to make a \$250 billion capital injection into some of the nation's largest banks. However, in November 2008 (after the reporting period ended), Treasury Secretary Paulson said the Treasury no longer intended to use TARP to purchase bad loans and other troubled financial assets.

The U.S. stock market was extremely volatile and generated poor results during the 12 months ended October 31, 2008. Stock prices declined during each of the first five months of the reporting period. This was due, in part, to the credit crunch, weakening corporate profits, rising inflation and fears of an impending recession. The market then reversed course and posted positive returns in April and May 2008. The market's rebound was largely attributed to hopes that the U.S. would skirt a recession and that corporate profits would rebound as the year progressed. However, given the escalating credit crisis and the mounting turmoil in the financial markets, stock prices moved lower during four of the last five months of the period, including S&P 500 Indexiv declines of 8.91% and 16.79% in September and October,

II LMP Capital and Income Fund Inc.

respectively. All told, the S&P 500 Index returned -36.10% during the 12-month reporting period ended October 31, 2008.

Looking at the U.S. bond market, both short- and long-term Treasury yields experienced periods of extreme volatility during the reporting period. Investors were initially focused on the subprime segment of the mortgage-backed market. These concerns broadened, however, to include a wide range of financial institutions and markets. As a result, other fixed-income instruments also experienced increased price volatility. This unrest triggered several flights to quality, causing Treasury yields to move lower (and their prices higher), while riskier segments of the market saw their yields move higher (and their prices lower). This was particularly true toward the end of the reporting period, as the turmoil in the financial markets and sharply falling stock prices caused investors to flee securities that were perceived to be risky, even high-quality corporate bonds and high-grade municipal bonds. At one point in September 2008, the yield available from the three-month Treasury bill fell to 0.04%, as investors were essentially willing to forgo any return potential in order to access the relative safety of government-backed securities. During the 12 months ended October 31, 2008, two-year Treasury yields fell from 3.94% to 1.56%. Over the same time frame, 10-year Treasury yields moved from 4.48% to 4.01%. Looking at the 12-month period as a whole, the overall bond market, as measured by the Barclays Capital U.S. Aggregate Index^v, returned 0.30%.

Special shareholder notice

On November 18, 2008, the Fund announced changes to its managed distribution policy that will take effect beginning in 2009. The Fund, which had declared previously monthly distributions of \$0.1400 per common share payable in the months of November and December 2008, will pay distributions quarterly beginning with the quarter ended March 2009. In addition, the Fund will change the methodology it uses to determine its distribution rate. The Fund, which previously had declared a set monthly distribution rate, will begin setting its quarterly distribution rate based on a percentage of the Fund's net asset value (NAV)^{vi} per share on December 31, 2008. The Board of Directors of the Fund has approved an annual distribution rate, for the 2009 calendar year, of a minimum of approximately 5% of the NAV of the Fund as of the close of trading on December 31, 2008. The Fund may make additional distributions as necessary to meet certain tax requirements.

The Fund cited the deteriorating economic environment and the decline in equity and fixed-income valuations during the past year, which accelerated beginning in the second half of 2008. These declines have led to a reduction in the level of capital gains and income available from the Fund's equity and fixed-income investments. Whereas the Fund's distribution strategy

Letter from the chairman *continued*

previously encompassed a combination of net investment income and potential short-term and long-term capital gains, the current environment makes it more likely that future distributions will rely less heavily on a capital gains component and more on net investment income generated by the portfolio.

The Fund also utilizes a line of credit to enhance portfolio returns; this line of credit provides the Fund with the ability to moderate its use as market conditions and opportunities change. As a result of the manager's investment outlook and the need to maintain asset coverage requirements, the Fund has reduced its use of leverage to \$145 million as of October 31, 2008. This is down from \$170 million as reported in the Fund's semi-annual report dated April 30, 2008.

These changes are intended to help improve the overall, long-term performance of the Fund. It is anticipated that these actions will, over time, allow the Fund to rebuild its asset base through the capital appreciation of the underlying investments and will allow the investment manager to focus on longer-term performance that could ultimately result in increased distributions should the Fund's NAV increase. There can be no assurance, however, that the investment manager will be able to achieve these goals.

Under the terms of the Fund's revised managed distribution policy, the Fund will seek to maintain a consistent quarterly distribution level stated as a fixed percentage of its December 31, 2008 NAV, that may be paid in part or in full from net investment income and realized capital gains, or a combination thereof. Stockholders should note, however, that if the Fund's aggregate net investment income and net realized capital gains are less than the amount of the quarterly distribution level, the difference will be distributed from the Fund's assets and will constitute a return of the shareholder's capital. A return of capital is not taxable as a dividend; rather it reduces a shareholder's tax basis in his or her shares of the Fund with any balance in excess of the tax basis treated as a capital gain.

The Board of Directors may reduce the Fund's quarterly distribution rate in the future or terminate or suspend the managed distribution policy at any time. Any such reduction in the quarterly distribution rate, termination or suspension could have an adverse effect on the market price of the Fund's shares.

IV LMP Capital and Income Fund Inc.

A special note regarding increased market volatility

In recent months, we have experienced a series of events that have impacted the financial markets and created concerns among both novice and seasoned investors alike. In particular, we have witnessed the failure and consolidation of several storied financial institutions, periods of heightened market volatility, and aggressive actions by the U.S. federal government to steady the financial markets and restore investor confidence. While we hope that the worst is over in terms of the issues surrounding the credit and housing crises, it is likely that the fallout will continue to impact the financial markets and the U.S. economy during the remainder of the year and into 2009 as well.

Like all asset management firms, Legg Mason has not been immune to these difficult and, in some ways, unprecedented times. However, today's challenges have only strengthened our resolve to do everything we can to help you reach your financial goals. Now, as always, we remain committed to providing you with excellent service and a full spectrum of investment choices. And rest assured, we will continue to work hard to ensure that our investment managers make every effort to deliver strong long-term results.

We also remain committed to supplementing the support you receive from your financial advisor. One way we accomplish this is through our enhanced website, www.leggmason.com/cef. Here you can gain immediate access to many special features to help guide you through difficult times, including:

- Fund prices and performance,
- Market insights and commentaries from our portfolio managers, and
- A host of educational resources.

During periods of market unrest, it is especially important to work closely with your financial advisor and remember that reaching one's investment goals unfolds over time and through multiple market cycles. Time and again, history has shown that, over the long run, the markets have eventually recovered and grown.

LMP Capital and Income Fund Inc. V

Letter from the chairman *continued*

Information about your fund

Please read on for a more detailed look at prevailing economic and market conditions during the Fund's reporting period and to learn how those conditions have affected Fund performance.

Important information with regard to recent regulatory developments that may affect the Fund is contained in the Notes to Financial Statements included in this report.

As always, thank you for your confidence in our stewardship of your assets. We look forward to helping you meet your financial goals.

Sincerely,

R. Jay Gerken, CFA

Chairman, President and Chief Executive Officer

December 1, 2008

All index performance reflects no deduction for fees, expenses or taxes. Please note that an investor cannot invest directly in an index.

- i Gross domestic product (GDP) is the market value of all final goods and services produced within a country in a given period of time.
- ii The Federal Reserve Board (Fed) is responsible for the formulation of policies designed to promote economic growth, full employment, stable prices, and a sustainable pattern of international trade and payments.
- iii The federal funds rate is the rate charged by one depository institution on an overnight sale of immediately available funds (balances at the Federal Reserve) to another depository institution; the rate may vary from depository institution to depository institution and from day to day.
- iv The S&P 500 Index is an unmanaged index of 500 stocks and is generally representative of the performance of larger companies in the U.S.
- v

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The Barclays Capital (formerly Lehman Brothers) U.S. Aggregate Index is a broad-based bond index comprised of government, corporate, mortgage- and asset-backed issues, rated investment grade or higher, and having at least one year to maturity.

vi Net asset value (NAV) is calculated by subtracting total liabilities and outstanding preferred stock (if any) from the closing value of all securities held by the Fund (plus all other assets) and dividing the result (total net assets) by the total number of the common shares outstanding. The NAV fluctuates with changes in the market prices of securities in which the Fund has invested. However, the price at which an investor may buy or sell shares of the Fund is at the Fund's market price as determined by supply of and demand for the Fund's shares.

VI LMP Capital and Income Fund Inc.

Fund overview

Q. What is the Fund's investment strategy?

A. The Fund seeks total return with an emphasis on income. The Fund invests in a broad range of equity and fixed-income securities of both U.S. and foreign issuers. The Fund varies its allocation between equity and fixed-income securities depending on the portfolio manager's view of economic, market or political conditions, fiscal and monetary policy and security valuation. The portfolio manager manages the equity side of the Fund with a bottom-up approach focused on the risk and reward of each investment opportunity. A portfolio management team at Western Asset Management Company manages the fixed-income allocation of the Fund.

Q. What were the overall market conditions during the Fund's reporting period?

A. The Fund's reporting period began amid a rallying bull market for equities that was rapidly overwhelmed by a global credit crisis, centered on defaulting subprime mortgages and related collateralized mortgage securities. As the fiscal year progressed, the mortgage crisis metastasized into a series of escalating financial institution failures and international economic events that constituted a major historical disruption of the global stock and credit markets.

In early October of 2007, shortly before the start of the period, several major U.S. equity market indexes, including the Dow Jones Industrial Average (DJIA)ⁱ and the S&P 500 Indexⁱⁱ reached new record highs, with the DJIA closing above 14,000 for the first time. The rally was short-lived, however, as early indicators of the growing mortgage market crisis and a weakening economy soon came to dominate the headlines. The stock market tested lows shortly after the start of the Fund's fiscal year in late November, with selling driven by the broadening impact of the subprime mortgage market collapse and its impact on the global credit markets. By the end of calendar year 2007, many of the largest U.S. financial institutions were forced to raise capital in order to shore up their balance sheets.

The market rallied again briefly after the start of 2008, but soon reversed course amid significant volatility and growing concerns about the overall health of the U.S. financial system. The credit markets continued to show signs of weakness and, as a result, a number of money center and investment banks were forced to take asset markdowns and raise capital, culminating in the collapse of Bear Stearns in mid-March and the rescue of the firm by JPMorgan Chase and the Federal Reserve Board (Fed)ⁱⁱⁱ. By the end of March, the major averages closed down across the board and had lost between 10% and 20% of their value since the summer of 2007.

The spring of 2008 brought another broad but short-lived market rally, leaving the S&P 500 Index and other major averages up mid-single digits by the end of May. However, the month of June saw a dramatic decline in

Fund overview *continued*

equity prices, the likes of which had not been seen in decades. The DJIA fell over 10% in the month of June alone, its biggest June loss since 1930, putting the major averages in, or near, bear market territory (defined as down 20% from peak to trough). Key reasons for the sharp sell-off included the continued stress on the financial system, especially the credit markets, along with a sharp rise in commodity prices, particularly crude oil and energy prices.

In early September of 2008, a rapidly unfolding series of events linked to the ongoing credit market crisis led to the collapse and subsequent rescue by the Fed of the world's largest insurance company, American International Group, the distressed acquisition of financial services firm Merrill Lynch by Bank of America, and the bankruptcy filing of investment bank Lehman Brothers, the largest in U.S. history. In response, the Fed and the U.S. Department of the Treasury took several steps in an effort to stabilize the credit markets and Congress approved a \$700 billion program to clear much of the bad debt from the books of major financial companies.

As the fiscal year drew to a close, the month of October took its place in the history books as one of the worst ever for the U.S. stock market, second only to the "Black Monday" crash of October 1987 for the DJIA (which dropped over 22% on a single day), and the most volatile month for the S&P 500 Index since November 1929. The difficulty was not isolated to the U.S., as fears of a recession and worldwide slowdown led global stock markets to lose trillions in value, while a global sell-off in commodities continued. Consumer confidence in the U.S. dropped a record amount against the prior month, as unemployment rose and headlines highlighted a shift of concerns from commercial and real estate credit to consumer debt and speculation on the severity of an anticipated recession.

During the fiscal year, the U.S. bond market experienced periods of increased volatility. Changing perceptions regarding the economy, inflation and future Fed monetary policy caused bond prices to fluctuate. Two- and 10-year Treasury yields began the reporting period at 3.94% and 4.48%, respectively. Treasury yields moved lower and their prices moved higher toward the end of 2007 and during the first quarter of 2008, as concerns regarding the subprime mortgage market and a severe credit crunch caused a flight to quality. During this period, investors were drawn to the relative safety of Treasuries, while increased investor risk aversion caused other segments of the bond market to falter.

Treasury yields then moved higher in April, May and early June 2008, as the economy performed better than expected and inflation moved higher. Over this period, riskier fixed-income asset classes, such as high-yield bonds and emerging market debt rallied. However, the credit crunch resumed in mid-June, resulting in another flight to quality. Investors' risk

aversion then intensified in September and October 2008 given the severe disruptions in the global financial markets. During this time, virtually every asset class, with the exception of short-term Treasuries, performed poorly. At the end of the fiscal year, two- and 10-year Treasury yields were 1.56% and 4.01%, respectively.

The Fed attempted to stimulate economic growth by cutting the federal funds rate from 5.25% to 2.00% from September 2007 through April 2008. It then held rates steady until October 2008, citing inflationary pressures triggered by soaring oil prices. However, with the global economy moving toward a recession, oil prices falling sharply, and the financial markets in disarray, the Fed lowered interest rates twice in October 2008. The first cut occurred on October 8th, as the Fed and several other central banks around the world lowered rates in a coordinated effort. At that time, the Fed reduced the federal funds rate from 2.00% to 1.50%. Three weeks later, at its regularly scheduled meeting on October 29th, the Fed lowered rates from 1.50% to 1.00%. The Fed also left the door open to further actions, saying:

The Committee will monitor economic and financial developments carefully and will act as needed to promote sustainable economic growth and price stability.

Q. How did we respond to these changing market conditions?

A. We entered the fiscal year concerned about the health of the overall financial system and had positioned the Fund's equity portfolio with what we felt was an appropriately defensive posture. We had relatively low exposure to the Financials sector, an overweight in the Energy sector, and the balance of the equity portfolio focused in what we believed to be high-quality companies with relatively defensive fundamental business characteristics.

In the fixed-income market, many asset prices remained well below their fundamental value as a result of market fears. We underestimated the degree to which the entire financial superstructure would decline. Despite the difficult market environment, we believed that our focus on spread sectors, such as agency pass-through mortgages and corporate bonds, was still valid.

Fund overview *continued*

Performance review

For the 12 months ended October 31, 2008, LMP Capital and Income Fund Inc. returned -42.09% based on its net asset value (NAV)^v and -44.95% based on its New York Stock Exchange (NYSE) market price per share. The Fund's unmanaged benchmarks, the Barclays Capital U.S. Aggregate Index^{vi} and the S&P 500 Index, returned 0.30% and -36.10%, respectively, over the same time frame. The Fund's Lipper Income and Preferred Stock Closed-End Funds Category Average^{vii} returned -47.54% for the same period. Please note that Lipper performance returns are based on each fund's NAV.

During the 12-month period of this report, the Fund made distributions to shareholders totaling \$3.21 per share. The performance table below shows the Fund's 12-month total return based on its NAV and market price as of October 31, 2008. **Past performance is no guarantee of future results.**

PERFORMANCE SNAPSHOT as of October 31, 2008 (unaudited)

| | |
|-----------------------|---------------|
| PRICE PER SHARE | 12-MONTH |
| \$11.20 (NAV) | TOTAL RETURN* |
| \$9.07 (Market Price) | -42.09% |
| | -44.95% |

All figures represent past performance and are not a guarantee of future results.

*** Total returns are based on changes in NAV or market price, respectively. Total returns assume the reinvestment of all distributions in additional shares in accordance with the Fund's Dividend Reinvestment Plan.**

Q. What were the leading contributors to performance?

A. For the equity portion of the Fund, relative to the S&P 500 Index, stock selection in the Consumer Staples, Materials, Telecommunication Services and Information Technology (IT) sectors contributed to performance for the period. The Fund's overweights to the Energy and Utilities sectors and its underweights to the IT and Health Care sectors helped relative performance. In terms of individual Fund holdings, leading contributors to performance for the period included **Fidelity National Financial Inc.** in the Financials sector, **Schlumberger Ltd.** in the Energy sector, **QUALCOMM Inc.** and **Visa Inc.**, both in the IT sector, and **Philip Morris International Inc.** in the Consumer Staples sector.

In the fixed-income portion of the Fund, our tactically-driven duration^{viii} posture contributed to returns, as did our positioning in anticipation of the yield curve^{ix} steepening, as the spread between two- and 10-year Treasury yields widened.

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Q. What were the leading detractors from performance?

A. For the equity portion of the Fund, relative to the S&P 500 Index, stock selection in the Energy, Consumer Discretionary, Financials and Utilities sectors detracted from performance for the period. The Fund's overweight to the Industrials sector and its underweights to the Consumer Staples and Materials sectors also hurt relative performance. In terms of individual Fund holdings, leading detractors from performance for the period included positions in **Crosstex Energy Inc.** in the Energy sector, **American International Group Inc.** and **Och-Ziff Capital Management Group LLC**, both in the Financials sector, **General Electric Co.** in the Industrials sector and **Lamar Advertising Co. (Class A Shares)** in the Consumer Discretionary sector.

Our fixed-income positions, especially our high-yield holdings, performed poorly during the reporting period. Our concentration of high-yield Industrials issues and bank loans, especially of lower-rated quality, were hit hard by the credit crisis and declining commodity prices. Our investment grade Financials suffered from a series of bankruptcies, government conservatorships and mergers. In addition, non-agency structured product mortgages reached new lows amid all the market turmoil and weakness in the housing market.

Q. Were there any significant changes to the Fund during the reporting period?

A. During the fiscal year, we made three strategic changes to the Fund. First, we increased the Fund's allocation to fixed-income from a low 20% to a high 30% range. Second, we increased the Fund's exposure to high-yield fixed-income securities during the course of the year as credit spreads expanded and, therefore, made high-yield securities a more attractive investment in our view. We also increased the Fund's allocation to the investment grade credit sector and reduced its allocation to agency mortgage-backed securities.

On the equity side, as of the close of the fiscal year, we maintained a preference for the Fund's existing holdings in the Energy sector and other high-quality companies, even though they may not have performed significantly better than the overall market in the recent difficult economic environment.

Fund overview *continued*

Looking for additional information?

The Fund is traded under the symbol *SCD* and its closing market price is available in most newspapers under the NYSE listings. The daily NAV is available on-line under the symbol *XSCDX* on most financial websites. *Barron's* and *The Wall Street Journal's* Monday edition both carry closed-end fund tables that provide additional information. In addition, the Fund issues a quarterly press release that can be found on most major financial websites, as well as www.leggmason.com/cef.

In a continuing effort to provide information concerning the Fund, shareholders may call 1-888-777-0102 (toll free), Monday through Friday from 8:00 a.m. to 6:00 p.m. Eastern Time, for the Fund's current NAV, market price and other information.

Thank you for your investment in LMP Capital and Income Fund Inc. As always, we appreciate that you have chosen us to manage your assets and we remain focused on achieving the Fund's investment goals.

Sincerely,

Robert Gendelman

Portfolio Manager

ClearBridge Advisors, LLC (Equity Portion)

Western Asset Management Company (Fixed-Income Portion)

November 18, 2008

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The information provided is not intended to be a forecast of future events, a guarantee of future results or investment advice. Views expressed may differ from those of the firm as a whole.

Portfolio holdings and breakdowns are as of October 31, 2008 and are subject to change and may not be representative of the portfolio managers current or future investments. The Fund's top 10 holdings (as a percentage of net assets) as of this date were: Covanta Holding Corp. (3.5%), General Electric Co. (3.0%), Total SA, ADR (2.9%), JPMorgan Chase & Co. (2.8%), El Paso Corp. (2.7%), Assa Abloy AB (2.5%), Kimberly-Clark Corp. (2.3%), Time Warner Inc. (2.2%), Novartis AG, ADR (2.1%) and Kraft Foods Inc., Class A Shares (2.0%). Please refer to pages 9 through 30 for a list and percentage breakdown of the Fund's holdings.

The mention of sector breakdowns is for informational purposes only and should not be construed as a recommendation to purchase or sell any securities. The information provided regarding such sectors is not a sufficient basis upon which to make an investment decision. Investors seeking financial advice regarding the appropriateness of investing in any securities or investment strategies discussed should consult their financial professional. The Fund's top five sector holdings (as a percentage of net assets) as of October 31, 2008 were: Industrials (21.5%), Financials (16.7%), Energy (16.0%), Health Care (13.6%), and Consumer Discretionary (12.4%). The Fund's portfolio composition is subject to change at any time.

RISKS: Stock and bond prices are subject to fluctuation. As interest rates rise, bond prices fall, reducing the value of the Fund's share price. Investing in foreign securities is subject to certain risks not associated with domestic investing, such as currency fluctuations and changes in political and economic conditions. These risks are magnified in emerging or developing markets. High-yield bonds involve greater credit and liquidity risks than investment grade bonds. The Fund may use derivatives, such as options and futures, which can be illiquid, may disproportionately increase losses, and have a potentially large impact on Fund performance. Leverage may magnify gains and increase losses in the Fund's portfolio.

All index performance reflects no deduction for fees, expenses or taxes. Please note that an investor cannot invest directly in an index.

- i The Dow Jones Industrial Average (DJIA) is a widely followed measurement of the stock market. The average is comprised of 30 stocks that represent leading companies in major industries. These stocks, widely held by both individual and institutional investors, are considered to be all blue-chip companies.
- ii The S&P 500 Index is an unmanaged index of 500 stocks and is generally representative of the performance of larger companies in the U.S.
- iii The Federal Reserve Board (Fed) is responsible for the formulation of policies designed to promote economic growth, full employment, stable prices and a sustainable pattern of international trade and payments.
- iv The federal funds rate is the rate charged by one depository institution on an overnight sale of immediately available funds (balances at the Federal Reserve) to another depository institution; the rate may vary from depository institution to depository institution and from day to day.
- v Net asset value (NAV) is calculated by subtracting total liabilities and outstanding preferred stock (if any) from the closing value of all securities held by the Fund (plus all other assets) and dividing the result (total net assets) by the total number of the common shares outstanding. The NAV fluctuates with changes in the market prices of securities in which the Fund has invested. However, the price at which an investor may buy or sell shares of the Fund is at the Fund's market price as determined by supply of and demand for the Fund's shares.
- vi The Barclays Capital (formerly Lehman Brothers) U.S. Aggregate Index is a broad-based bond index comprised of government, corporate, mortgage- and asset-backed issues, rated investment grade or higher, and having at least one year to maturity.
- vii Lipper, Inc., a wholly-owned subsidiary of Reuters, provides independent insight on global collective investments. Returns are based on the 12-month period ended October 31, 2008, including the reinvestment of all distributions, including returns of capital, if any, calculated among the 30 funds in the Fund's Lipper category.
- viii

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Duration is the measure of the price sensitivity of a fixed-income security to an interest rate change of 100 basis points. Calculation is based on the weighted average of the present values for all cash flows.

ix The yield curve is the graphical depiction of the relationship between the yield on bonds of the same credit quality but different maturities.

Fund at a glance (unaudited)

INVESTMENT BREAKDOWN (%) As a percent of total investments October 31, 2008

Schedule of investments

October 31, 2008

LMP CAPITAL AND INCOME FUND INC.

| SHARES | SECURITY | VALUE |
|-----------------------------|--|-------------------|
| COMMON STOCKS 50.8% | | |
| CONSUMER DISCRETIONARY 4.2% | Auto Components 0.6% | |
| 161,020 | Johnson Controls Inc. | \$ 2,854,885 |
| 1,226,577 | Household Durables 0.0% | |
| 145,700 | Home Interiors & Gifts Inc.(a)(b)* | 1 |
| 342,880 | Media 3.6% | |
| 748,160 | Lamar Advertising Co., Class A Shares* | 2,210,269 |
| 511,700 | Liberty Media Corp. - Entertainment, Series A* | 5,520,368 |
| | Time Warner Inc. | 7,548,934 |
| | Warner Music Group Corp. | 2,118,438 |
| | <i>Total Media</i> | 17,398,009 |
| | TOTAL CONSUMER DISCRETIONARY | 20,252,895 |
| CONSUMER STAPLES 4.3% | Food Products 1.4% | |
| 235,600 | Kraft Foods Inc., Class A Shares | 6,865,384 |
| 124,800 | Household Products 2.9% | |
| 98,800 | Kimberly-Clark Corp. | 7,648,992 |
| | Procter & Gamble Co. | 6,376,552 |
| | <i>Total Household Products</i> | 14,025,544 |
| | TOTAL CONSUMER STAPLES | 20,890,928 |
| ENERGY 8.2% | Energy Equipment & Services 2.5% | |
| 44,710 | Diamond Offshore Drilling Inc. | 3,970,248 |
| 206,920 | Halliburton Co. | 4,094,947 |
| 137,340 | National-Oilwell Varco Inc.* | 4,105,092 |
| | <i>Total Energy Equipment & Services</i> | 12,170,287 |
| | Oil, Gas & Consumable Fuels 5.7% | |
| 499,741 | Crosstex Energy Inc. | 5,102,356 |
| 41,095 | Devon Energy Corp. | 3,322,942 |
| 950,610 | El Paso Corp. | 9,220,917 |
| 177,530 | Total SA, ADR | 9,842,263 |
| | <i>Total Oil, Gas & Consumable Fuels</i> | 27,488,478 |
| | TOTAL ENERGY | 39,658,765 |
| FINANCIALS 4.9% | Capital Markets 2.6% | |
| 321,700 | Charles Schwab Corp. | 6,150,904 |
| 307,220 | Invesco Ltd. | 4,580,650 |
| 333,237 | Och-Ziff Capital Management Group | 1,549,552 |
| | <i>Total Capital Markets</i> | 12,281,106 |

See Notes to Financial Statements.

Schedule of investments *continued*

October 31, 2008

LMP CAPITAL AND INCOME FUND INC.

| SHARES | SECURITY | VALUE |
|-------------------|--|--------------|
| 54,400 | Commercial Banks 0.4% Wells Fargo & Co. | \$ 1,852,320 |
| 225,300 | Diversified Financial Services 1.9% JPMorgan Chase & Co. | 9,293,625 |
| | TOTAL FINANCIALS | 23,427,051 |
| HEALTH CARE 7.1% | | |
| 142,020 | Health Care Equipment & Supplies 1.2% Medtronic Inc. | 5,727,667 |
| 209,000 | Health Care Providers & Services 1.0% UnitedHealth Group Inc. | 4,959,570 |
| 824,980 | Health Care Technology 1.4% HLTH Corp.* | 6,839,084 |
| 78,200 | Pharmaceuticals 3.5% Johnson & Johnson | 4,796,788 |
| 135,200 | Novartis AG, ADR | 6,893,848 |
| 158,500 | Wyeth | 5,100,530 |
| | <i>Total Pharmaceuticals</i> | 16,791,166 |
| | TOTAL HEALTH CARE | 34,317,487 |
| INDUSTRIALS 12.7% | | |
| 74,020 | Aerospace & Defense 3.2% L-3 Communications Holdings Inc. | 6,008,203 |
| 86,790 | TransDigm Group Inc.* | 2,615,851 |
| 124,800 | United Technologies Corp. | 6,859,008 |
| | <i>Total Aerospace & Defense</i> | 15,483,062 |
| 68,170 | Air Freight & Logistics 0.5% Expeditors International of Washington Inc. | 2,225,750 |
| 737,600 | Building Products 1.7% Assa Abloy AB | 8,269,746 |
| 548,680 | Commercial Services & Supplies 2.4% Covanta Holding Corp.* | 11,829,541 |
| 519,470 | Industrial Conglomerates 3.0% General Electric Co. | 10,134,860 |
| 247,030 | McDermott International Inc.* | 4,231,624 |
| | <i>Total Industrial Conglomerates</i> | 14,366,484 |
| 175,700 | Machinery 1.2% Dover Corp. | 5,581,989 |
| 76,220 | Road & Rail 0.7% CSX Corp. | 3,484,778 |
| | TOTAL INDUSTRIALS | 61,241,350 |

See Notes to Financial Statements.

LMP CAPITAL AND INCOME FUND INC.

| SHARES | SECURITY | VALUE |
|--|---|-------------------|
| INFORMATION TECHNOLOGY 3.3% | | |
| 220,900 | Communications Equipment 1.3% | |
| 76,810 | Nokia Oyj, ADR | \$ 3,353,262 |
| | QUALCOMM Inc. | 2,938,750 |
| | <i>Total Communications Equipment</i> | <i>6,292,012</i> |
| 326,420 | Computers & Peripherals 0.8% | |
| | EMC Corp.* | 3,845,228 |
| 98,600 | Software 1.2% | |
| 196,300 | Autodesk Inc.* | 2,101,166 |
| | Oracle Corp.* | 3,590,327 |
| | <i>Total Software</i> | <i>5,691,493</i> |
| | TOTAL INFORMATION TECHNOLOGY | 15,828,733 |
| MATERIALS 3.4% | | |
| 67,990 | Chemicals 2.5% | |
| 163,510 | Air Products & Chemicals Inc. | 3,952,259 |
| 66,600 | Celanese Corp., Series A Shares | 2,266,248 |
| | Monsanto Co. | 5,926,068 |
| | <i>Total Chemicals</i> | <i>12,144,575</i> |
| 239,200 | Metals & Mining 0.9% | |
| 58,430 | Commercial Metals Co. | 2,655,120 |
| | Freeport-McMoRan Copper & Gold Inc., Class B Shares | 1,700,313 |
| | <i>Total Metals & Mining</i> | <i>4,355,433</i> |
| | TOTAL MATERIALS | 16,500,008 |
| TELECOMMUNICATION SERVICES 1.4% | | |
| 205,240 | Wireless Telecommunication Services 1.4% | |
| | American Tower Corp., Class A Shares* | 6,631,305 |
| UTILITIES 1.3% | | |
| 170,150 | Gas Utilities 1.3% | |
| | National Fuel Gas Co. | 6,157,729 |
| | TOTAL COMMON STOCKS | |
| | (Cost \$365,140,645) | 244,906,251 |
| CONVERTIBLE PREFERRED STOCKS 0.2% | | |
| ENERGY 0.2% | | |
| 1,100 | Oil, Gas & Consumable Fuels 0.2% | |
| | El Paso Corp., 4.990% | |
| | (Cost \$885,005) | 872,025 |
| PREFERRED STOCKS 0.1% | | |
| FINANCIALS 0.1% | | |
| 30,000 | Diversified Financial Services 0.1% | |
| | Citigroup Inc., 8.125% | 505,500 |

See Notes to Financial Statements.

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Schedule of investments *continued*

October 31, 2008

LMP CAPITAL AND INCOME FUND INC.

| | SHARES | SECURITY | VALUE |
|----|---|---|-----------|
| | | Thriffs & Mortgage Finance 0.0% | |
| | 25,950 | Federal Home Loan Mortgage Corp. (FHLMC), 8.375% ^{(e)*} | \$ 40,223 |
| | 300 | Federal National Mortgage Association (FNMA), 7.000% ^{(c)(e)*} | 750 |
| | 17,650 | Federal National Mortgage Association (FNMA), 8.250% ^{(e)*} | 37,065 |
| | | <i>Total Thriffs & Mortgage Finance</i> | 78,038 |
| | | TOTAL PREFERRED STOCKS | |
| | | (Cost \$1,855,960) | 583,538 |
| | FACE AMOUNT | | |
| | ASSET-BACKED SECURITIES 1.8% | | |
| | FINANCIALS 1.8% | | |
| \$ | 658,646 | Home Equity 1.7% | |
| | 129,379 | Asset-Backed Funding Certificates, 4.709% due 1/25/34 ^(c) | 352,639 |
| | | Countrywide Asset-Backed Certificates, 4.509% due 6/25/34 ^(c) | 57,720 |
| | 720,000 | Credit-Based Asset Servicing & Securitization LLC, 5.704% due 12/25/36 | 562,804 |
| | 73,417 | Finance America Net Interest Margin Trust, 5.250% due 6/27/34 ^{(a)(b)(d)(g)} | 7 |
| | 160,514 | Fremont Home Loan Trust, 4.909% due 2/25/34 ^(c) | 80,320 |
| | 1,820,000 | Green Tree, 8.970% due 4/25/38 ^{(a)(c)(d)} | 1,330,875 |
| | | GSAA Home Equity Trust: | |
| | 1,770,000 | 3.559% due 3/25/37 ^(c) | 656,458 |
| | 1,790,000 | 3.529% due 7/25/37 ^(c) | 552,585 |
| | 1,720,000 | 3.559% due 5/25/47 ^(c) | 622,256 |
| | 1,005,000 | GSAMP Trust, 4.409% due 11/25/34 ^(c) | 804,832 |
| | 771,228 | Lehman XS Trust, 3.329% due 6/25/46 ^(c) | 721,868 |
| | 547,107 | MASTR Specialized Loan Trust, 3.609% due 5/25/37 ^{(a)(c)(d)} | 366,562 |
| | 1,468,810 | Option One Mortgage Loan Trust, 4.309% due 5/25/34 ^(c) | 1,182,521 |
| | 712,555 | RAAC, 3.639% due 10/25/46 ^{(c)(d)} | 499,932 |
| | 458,567 | Renaissance Home Equity Loan Trust, 5.159% due 3/25/34 ^(c) | 246,067 |
| | | Sail Net Interest Margin Notes: | |
| | 141,210 | 7.750% due 4/27/33 ^{(b)(d)(g)} | 14 |
| | 71,380 | 5.500% due 3/27/34 ^{(b)(d)(g)} | 8 |
| | 504,409 | Structured Asset Securities Corp., 3.509% due 11/25/37 ^(c) | 453,968 |
| | | <i>Total Home Equity</i> | 8,491,436 |
| | | Student Loan 0.1% | |
| | 350,000 | Nelnet Student Loan Trust, 5.015% due 4/25/24 ^(c) | 292,761 |
| | | TOTAL ASSET-BACKED SECURITIES (Cost \$11,656,319) | 8,784,197 |
| | COLLATERALIZED MORTGAGE OBLIGATIONS 2.4% | | |
| | 260,000 | American Home Mortgage Investment Trust, 4.059% due 11/25/45 ^(c) | 39,800 |
| | 1,374,505 | BCAP LLC Trust, 3.449% due 10/25/36 ^(c) | 843,909 |
| | 156,180 | Bear Stearns ARM Trust, 5.785% due 2/25/36 ^(c) | 95,529 |

See Notes to Financial Statements.

12 LMP Capital and Income Fund Inc. 2008 Annual Report

LMP CAPITAL AND INCOME FUND INC.

| | FACE AMOUNT | SECURITY | VALUE |
|----|----------------------------------|---|-------------------|
| \$ | 32,247 | Countrywide Alternative Loan Trust: 6.000% due 2/25/34 | \$ 27,434 |
| | 1,473,856 | 4.488% due 7/20/46(c) | 801,164 |
| | 60,576 | Federal Home Loan Mortgage Corp. (FHLMC): 6.000% due 3/15/34(c)(e) | 49,843 |
| | 520,941 | PAC, 6.000% due 4/15/34(c)(e) | 458,815 |
| | 746,310 | Harborview Mortgage Loan Trust, 5.348% due 11/19/35(c) | 52,242 |
| | 2,110,000 | JPMorgan Mortgage Trust: 5.907% due 6/25/37(a)(c) | 1,750,302 |
| | 1,060,000 | 6.000% due 8/25/37 | 637,389 |
| | 905,719 | MASTR ARM Trust, 4.574% due 9/25/33(c) | 802,933 |
| | 1,570,596 | MASTR Reperforming Loan Trust, 5.425% due 5/25/36(a)(c)(d) | 1,319,411 |
| | 339,500 | Merit Securities Corp., 4.740% due 9/28/32(c)(d) | 237,913 |
| | 300,171 | MLCC Mortgage Investors Inc.: 4.179% due 4/25/29(c) | 257,026 |
| | 484,041 | 4.139% due 5/25/29(c) | 463,377 |
| | 1,054,301 | RBS Greenwich Capital, Mortgage Pass-Through Certificates, 7.000% due 4/25/35 | 669,228 |
| | 1,723,292 | Structured ARM Loan Trust: 5.365% due 5/25/35(c) | 1,241,772 |
| | 631,603 | 5.895% due 5/25/36(c) | 422,399 |
| | 213,555 | Thornburg Mortgage Securities Trust: 6.214% due 7/25/37(c) | 173,726 |
| | 221,404 | 6.217% due 7/25/37(c) | 182,438 |
| | 779,248 | Washington Mutual Mortgage Pass-Through Certificates, 3.655% due 6/25/46(c) | 354,558 |
| | 781,515 | Wells Fargo Alternative Loan Trust, 3.689% due 6/25/37(c) | 483,081 |
| | | TOTAL COLLATERALIZED MORTGAGE OBLIGATIONS (Cost \$13,316,111) | 11,364,289 |
| | COLLATERALIZED SENIOR LOANS 2.6% | | |
| | CONSUMER DISCRETIONARY 0.9% | | |
| | 247,500 | Diversified Consumer Services 0.0% Thomson Learning Hold, Term Loan B, 4.960% due 7/5/14(c) | 185,762 |
| | 14,607 | Hotels, Restaurants & Leisure 0.1% Aramark Corp.: | |
| | 229,916 | Letter of Credit Facility Deposits, 1.875% due 1/31/14(c) | 12,266 |
| | | Term Loan, 6.705% due 1/31/14 | 193,072 |
| | | <i>Total Hotels, Restaurants & Leisure</i> | 205,338 |
| | 248,117 | Media 0.7% Charter Communications, Term Loan B, 7.350% due 3/15/14 | 186,824 |
| | 248,029 | CMP Susquehanna Corp., Term Loan, 4.669% due 6/7/13(c) | 111,613 |

See Notes to Financial Statements.

Schedule of investments *continued*

October 31, 2008

LMP CAPITAL AND INCOME FUND INC.

| | FACE AMOUNT | SECURITY | VALUE |
|-------------|----------------|--|------------|
| | | Media 0.7% <i>continued</i> | |
| \$ | 1,075,000 | Direct TV, Term Loan C, 5.250% due 4/13/13(c) | \$ 984,969 |
| | 496,862 | Idearc Inc., Term Loan B, 4.860% due 11/1/14(c) | 214,479 |
| | 242,875 | LodgeNet Entertainment Corp., Term Loan B, 4.700% due 4/4/14(c) | 142,082 |
| | 1,000,000 | Newsday LLC, 9.750% due 7/15/13 | 840,000 |
| | 247,475 | Regal Cinemas Corp., Term Loan B, 4.196% due 10/19/10(c) | 187,118 |
| | 250,000 | UPC Broadband Holding BV, Term Loan N, 4.214% due 3/30/14(c) | 179,375 |
| | 1,000,000 | Virgin Media Inc., Term Loan, 7.500% due 1/15/14 | 692,500 |
| | | <i>Total Media</i> | 3,538,960 |
| | 250,000 | Multiline Retail 0.1% Neiman Marcus Group Inc., Term Loan B, 6.939% due 3/13/13(c) | 190,078 |
| | 247,481 | Specialty Retail 0.0% Michaels Stores Inc., Term Loan B, 4.750% due 10/31/13(c) | 146,076 |
| | | TOTAL CONSUMER DISCRETIONARY | 4,266,214 |
| HEALTH CARE | 0.2% | Health Care Equipment & Supplies 0.0% | |
| | | Bausch & Lomb Inc.: | |
| | 198,500 | Term Loan, 8.080% due 4/11/15(c) | 161,116 |
| | 50,000 | Term Loan B, 6.511% due 4/11/15 | 40,583 |
| | | <i>Total Health Care Equipment & Supplies</i> | 201,699 |
| | | Health Care Providers & Services 0.1% | |
| | | Community Health Systems Inc.: | |
| | 15,468 | Delayed Draw Term Loan, 7.756% due 7/2/14 | 12,434 |
| | 226,754 | Term Loan B, 4.713% due 7/2/14(c) | 182,282 |
| | 246,851 | HCA Inc., Term Loan B, 7.080% due 11/1/13(c) | 204,331 |
| | | <i>Total Health Care Providers & Services</i> | 399,047 |
| | 247,487 | Pharmaceuticals 0.1% Royalty Pharma, Term Loan B, 5.511% due 5/15/14(c) | 217,170 |
| | | TOTAL HEALTH CARE | 817,916 |
| INDUSTRIALS | 0.1% | Aerospace & Defense 0.1% | |
| | | Dubai Aerospace Enterprise, Term Loan: | |
| | 284,588 | 6.410% due 7/31/14(c) | 212,018 |
| | 287,234 | 6.450% due 7/31/14(c) | 213,989 |
| | | <i>Total Aerospace & Defense</i> | 426,007 |
| | | Airlines 0.0% | |
| | 2,506 | Delta Airlines Inc., Term Loan, 8.082% due 4/30/14 | 1,441 |
| | 177,694 | United Airlines Inc., Term Loan B, 4.500% due 1/12/14(c) | 102,174 |
| | | <i>Total Airlines</i> | 103,615 |
| | 247,494 | Commercial Services & Supplies 0.0% US Investigations Services Inc., Term Loan B, 7.910% due 2/21/15 | 175,721 |
| | | TOTAL INDUSTRIALS | 705,343 |

See Notes to Financial Statements.

14 LMP Capital and Income Fund Inc. 2008 Annual Report

LMP CAPITAL AND INCOME FUND INC.

| FACE AMOUNT | SECURITY | VALUE |
|---------------------------------|---|------------|
| INFORMATION TECHNOLOGY 0.1% | | |
| \$ 564,300 | IT Services 0.1% First Data Corp., Term Loan, 5.687% due 10/15/14(c) | \$ 417,784 |
| MATERIALS 0.4% | | |
| 1,000,000 | Chemicals 0.1% Lyondell Chemical Co., Term Loan B2, 0.000% due 12/20/14(c) | 605,000 |
| 492,726 | Containers & Packaging 0.1% Graphic Packaging International, Term Loan C, 7.496% due 5/16/14(c) | 419,741 |
| 1,000,000 | Paper & Forest Products 0.2% Georgia-Pacific Corp., Term Loan, 4.544% due 12/23/13(c) | 833,056 |
| 248,125 | NewPage Corp., Term Loan, Tranche B, 7.156% due 11/5/14(c) | 202,577 |
| | <i>Total Paper & Forest Products</i> | 1,035,633 |
| | TOTAL MATERIALS | 2,060,374 |
| TELECOMMUNICATION SERVICES 0.6% | | |
| 1,000,000 | Diversified Telecommunication Services 0.4% Cablevision Systems Corp., Term Loan B, 4.214% due 3/30/13(c) | 869,286 |
| 168,750 | Insight Midwest, Term Loan B, 4.470% due 4/10/14(c) | 133,594 |
| 996,183 | Intelsat Corp., Term Loan, 5.288% due 6/30/13(c) | 826,832 |
| 500,000 | Level 3 Communications Inc., Term Loan, 4.946% due 3/1/14(c) | 373,750 |
| | <i>Total Diversified Telecommunication Services</i> | 2,203,462 |
| 997,455 | Wireless Telecommunication Services 0.2% MetroPCS Wireless Inc., Term Loan, 5.402% due 2/20/14(c) | 828,137 |
| | TOTAL TELECOMMUNICATION SERVICES | 3,031,599 |
| UTILITIES 0.3% | | |
| 498,750 | Electric Utilities 0.1% TXU Corp., Term Loan B, 6.169% due 10/10/14(c) | 391,242 |
| 997,487 | Independent Power Producers & Energy Traders 0.2% Calpine Corp., Term Loan, 6.645% due 3/29/09(c) | 802,621 |
| | TOTAL UTILITIES | 1,193,863 |
| | TOTAL COLLATERALIZED SENIOR LOANS (Cost \$15,598,112) | 12,493,093 |
| CONVERTIBLE BONDS & NOTES 1.1% | | |
| INFORMATION TECHNOLOGY 1.1% | | |
| 7,473,000 | Internet Software & Services 1.1% VeriSign Inc., 3.250% due 8/15/37 (Cost \$4,927,908) | 5,109,664 |
| CORPORATE BONDS & NOTES 23.5% | | |
| CONSUMER DISCRETIONARY 3.6% | | |
| 280,000 | Auto Components 0.3% Allison Transmission Inc., Senior Notes, 11.250% due 11/1/15(d)(f) | 149,800 |
| 295,000 | Keystone Automotive Operations Inc., Senior Subordinated Notes, 9.750% due 11/1/13 | 134,225 |

See Notes to Financial Statements.

Schedule of investments *continued*

October 31, 2008

LMP CAPITAL AND INCOME FUND INC.

| FACE AMOUNT | SECURITY | VALUE |
|----------------|--|------------------|
| | Auto Components 0.3% continued | |
| \$ 1,507,000 | Visteon Corp., Senior Notes: 8.250% due 8/1/10 | \$ 881,595 |
| 845,000 | 12.250% due 12/31/16(d) | 291,525 |
| | <i>Total Auto Components</i> | <i>1,457,145</i> |
| | Automobiles 0.1% | |
| 110,000 | Ford Motor Co., Debentures, 8.875% due 1/15/22 | 34,650 |
| | General Motors Corp., Senior Debentures: | |
| 600,000 | 8.250% due 7/15/23 | 195,000 |
| 1,300,000 | 8.375% due 7/15/33 | 429,000 |
| | <i>Total Automobiles</i> | <i>658,650</i> |
| | Diversified Consumer Services 0.0% | |
| | Education Management LLC/Education Management Finance Corp.: | |
| 20,000 | Senior Notes, 8.750% due 6/1/14 | 14,700 |
| 210,000 | Senior Subordinated Notes, 10.250% due 6/1/16 | 145,950 |
| | <i>Total Diversified Consumer Services</i> | <i>160,650</i> |
| | Hotels, Restaurants & Leisure 1.1% | |
| 1,000,000 | Boyd Gaming Corp., Senior Subordinated Notes, 6.750% due 4/15/14 | 635,000 |
| 255,000 | Buffets Inc., Senior Notes, 12.500% due 11/1/14(g) | 1,913 |
| 810,000 | Caesars Entertainment Inc., Senior Subordinated Notes, 8.125% due 5/15/11 | 291,600 |
| 305,000 | Choctaw Resort Development Enterprise, Senior Notes, 7.250% due 11/15/19(d) | 175,375 |
| 550,000 | Denny's Holdings Inc., Senior Notes, 10.000% due 10/1/12 | 420,750 |
| 160,000 | El Pollo Loco Inc., Senior Notes, 11.750% due 11/15/13 | 132,000 |
| 660,000 | Inn of the Mountain Gods Resort & Casino, Senior Notes, 12.000% due 11/15/10 | 293,700 |
| 600,000 | McDonald's Corp., Medium Term Notes, 5.350% due 3/1/18 | 536,198 |
| | MGM MIRAGE Inc.: | |
| 380,000 | Notes, 6.750% due 9/1/12 | 245,100 |
| 575,000 | Senior Notes, 5.875% due 2/27/14 | 343,562 |
| 203,000 | Senior Subordinated Notes, 9.375% due 2/15/10 | 134,995 |
| 750,000 | River Rock Entertainment Authority, Senior Secured Notes, 9.750% due 11/1/11 | 661,875 |
| 270,000 | Sbarro Inc., Senior Notes, 10.375% due 2/1/15 | 157,950 |
| 625,000 | Seneca Gaming Corp., Senior Notes, 7.250% due 5/1/12 | 421,875 |
| | Station Casinos Inc.: | |
| | Senior Notes: | |
| 60,000 | 6.000% due 4/1/12 | 22,350 |
| 530,000 | 7.750% due 8/15/16 | 180,200 |
| 100,000 | Senior Subordinated Notes, 6.875% due 3/1/16 | 9,500 |

See Notes to Financial Statements.

LMP CAPITAL AND INCOME FUND INC.

| FACE AMOUNT | SECURITY | VALUE |
|----------------|---|------------------|
| | Hotels, Restaurants & Leisure 1.1% <i>continued</i> | |
| \$ 500,000 | Turning Stone Casino Resort Enterprise, Senior Notes, 9.125% due 12/15/10(d) | \$ 437,500 |
| | <i>Total Hotels, Restaurants & Leisure</i> | <i>5,101,443</i> |
| | Household Durables 0.2% | |
| 185,000 | K Hovnanian Enterprises Inc., Senior Notes, 8.625% due 1/15/17 | 55,500 |
| 485,000 | Norcraft Cos. LP/Norcraft Finance Corp., Senior Subordinated Notes, 9.000% due 11/1/11 | 424,375 |
| 700,000 | Norcraft Holdings LP/Norcraft Capital Corp., Senior Discount Notes, 9.750% due 9/1/12 | 577,500 |
| | <i>Total Household Durables</i> | <i>1,057,375</i> |
| | Internet & Catalog Retail 0.0% | |
| 30,000 | Expedia Inc., Senior Notes, 8.500% due 7/1/16(d) | 22,350 |
| | Media 1.3% | |
| | Affinion Group Inc.: | |
| 355,000 | Senior Notes, 10.125% due 10/15/13 | 250,275 |
| 340,000 | Senior Subordinated Notes, 11.500% due 10/15/15 | 205,700 |
| 3,419,000 | CCH I LLC/CCH I Capital Corp., Senior Secured Notes, 11.000% due 10/1/15 | 1,555,645 |
| 325,000 | CCH II LLC/CCH II Capital Corp., Senior Notes, 10.250% due 10/1/13 | 204,750 |
| 105,000 | Charter Communications Holdings LLC/Charter Communications Holdings Capital Corp., Senior Discount Notes, 11.750% due 5/15/11 | 42,000 |
| 390,000 | Charter Communications Inc., Senior Secured Notes, 10.875% due 9/15/14(d) | 318,825 |
| | Comcast Corp.: | |
| 1,320,000 | 5.700% due 5/15/18 | 1,092,580 |
| 840,000 | Senior Notes, 6.500% due 1/15/17 | 739,517 |
| 225,000 | Dex Media West LLC/Dex Media Finance Co., Senior Notes, 8.500% due 8/15/10 | 173,250 |
| 1,485,000 | Idearc Inc., Senior Notes, 8.000% due 11/15/16 | 213,469 |
| 20,000 | News America Inc., Senior Notes, 6.650% due 11/15/37 | 15,885 |
| | R.H. Donnelley Corp.: | |
| 655,000 | Senior Discount Notes, 6.875% due 1/15/13 | 153,925 |
| 450,000 | Senior Notes, 8.875% due 1/15/16 | 96,750 |
| 10,000 | Time Warner Cable Inc., Senior Notes, 5.850% due 5/1/17 | 8,205 |
| 810,000 | Time Warner Inc., Senior Notes, 6.875% due 5/1/12 | 728,344 |
| 360,000 | TL Acquisitions Inc., Senior Notes, 10.500% due 1/15/15(d) | 216,000 |
| | <i>Total Media</i> | <i>6,015,120</i> |
| | Multiline Retail 0.5% | |
| 1,020,000 | Dollar General Corp., Senior Subordinated Notes, 11.875% due 7/15/17(f) | 838,950 |
| 2,105,000 | Neiman Marcus Group Inc., Senior Notes, 9.000% due 10/15/15(f) | 1,452,450 |
| | <i>Total Multiline Retail</i> | <i>2,291,400</i> |

See Notes to Financial Statements.

Schedule of investments *continued*

October 31, 2008

LMP CAPITAL AND INCOME FUND INC.

| | FACE AMOUNT | SECURITY | VALUE |
|-----------------------|----------------|---|------------|
| \$ | 315,000 | Specialty Retail 0.0% Blockbuster Inc., Senior Subordinated Notes, 9.000% due 9/1/12 | \$ 181,125 |
| | 270,000 | Textiles, Apparel & Luxury Goods 0.1% Oxford Industries Inc., Senior Notes, 8.875% due 6/1/11 | 222,750 |
| CONSUMER STAPLES 0.6% | | TOTAL CONSUMER DISCRETIONARY | 17,168,008 |
| | 760,000 | Beverages 0.1% Constellation Brands Inc., Senior Notes, 8.375% due 12/15/14 | 680,200 |
| | 423,774 | Food & Staples Retailing 0.2% CVS Caremark Corp., Pass-Through Certificates, 6.943% due 1/10/30(d) | 359,570 |
| | 200,000 | Kroger Co., Senior Notes: 5.500% due 2/1/13 | 184,484 |
| | 400,000 | 6.150% due 1/15/20 | 329,008 |
| | 150,000 | Safeway Inc., Senior Notes, 6.500% due 11/15/08 | 149,988 |
| | | <i>Total Food & Staples Retailing</i> | 1,023,050 |
| | 125,000 | Food Products 0.1% Dole Food Co. Inc., Senior Notes: 7.250% due 6/15/10 | 91,875 |
| | 261,000 | 8.875% due 3/15/11 | 181,395 |
| | | <i>Total Food Products</i> | 273,270 |
| | 150,000 | Tobacco 0.2% Alliance One International Inc., Senior Notes: 8.500% due 5/15/12 | 116,250 |
| | 380,000 | 11.000% due 5/15/12 | 323,000 |
| | 580,000 | Reynolds American Inc., 6.750% due 6/15/17 | 435,822 |
| | | <i>Total Tobacco</i> | 875,072 |
| | | TOTAL CONSUMER STAPLES | 2,851,592 |
| ENERGY 2.7% | | Energy Equipment & Services 0.3% Complete Production Services Inc., Senior Notes, 8.000% due 12/15/16 | 661,025 |
| | 965,000 | Key Energy Services Inc., Senior Notes, 8.375% due 12/1/14 | 186,250 |
| | 250,000 | Pride International Inc., Senior Notes, 7.375% due 7/15/14 | 45,375 |
| | 55,000 | Southern Natural Gas Co., Senior Notes, 8.000% due 3/1/32 | 7,776 |
| | 10,000 | Transocean Inc., Senior Notes, 5.250% due 3/15/13 | 419,296 |
| | 460,000 | <i>Total Energy Equipment & Services</i> | 1,319,722 |
| | 750,000 | Oil, Gas & Consumable Fuels 2.4% Amerada Hess Corp., Senior Notes, 6.650% due 8/15/11 | 704,198 |
| | 60,000 | Anadarko Petroleum Corp., Senior Notes: 5.950% due 9/15/16 | 50,121 |
| | 1,240,000 | 6.450% due 9/15/36 | 886,758 |

See Notes to Financial Statements.

18 LMP Capital and Income Fund Inc. 2008 Annual Report

LMP CAPITAL AND INCOME FUND INC.

| FACE AMOUNT | SECURITY | VALUE |
|----------------|---|------------|
| | Oil, Gas & Consumable Fuels 2.4% <i>continued</i> | |
| | Apache Corp., Senior Notes: | |
| \$ 200,000 | 5.250% due 4/15/13 | \$ 189,405 |
| 540,000 | 5.625% due 1/15/17 | 471,124 |
| 440,000 | Belden & Blake Corp., Secured Notes, 8.750% due 7/15/12 | 356,400 |
| | Chesapeake Energy Corp., Senior Notes: | |
| 775,000 | 6.375% due 6/15/15 | 598,688 |
| 400,000 | 6.500% due 8/15/17 | 296,500 |
| 85,000 | Compagnie Generale de Geophysique SA, Senior Notes, 7.500% due 5/15/15 | 57,375 |
| 330,000 | ConocoPhillips Holding Co., Senior Notes, 6.950% due 4/15/29 | 288,374 |
| 750,000 | Devon Financing Corp. ULC, Notes, 6.875% due 9/30/11 | 745,358 |
| | El Paso Corp., Medium-Term Notes: | |
| 180,000 | 7.800% due 8/1/31 | 125,823 |
| 1,050,000 | 7.750% due 1/15/32 | 731,541 |
| 870,000 | Energy Transfer Partners LP, Senior Notes, 6.700% due 7/1/18 | 709,770 |
| 320,000 | Enterprise Products Operating LP, Junior Subordinated Notes, 8.375% due 8/1/66(c) | 237,906 |
| 970,000 | EXCO Resources Inc., Senior Notes, 7.250% due 1/15/11 | 790,550 |
| 260,000 | International Coal Group Inc., Senior Notes, 10.250% due 7/15/14 | 219,700 |
| | Kerr-McGee Corp., Notes: | |
| 300,000 | 6.875% due 9/15/11 | 300,498 |
| 140,000 | 6.950% due 7/1/24 | 111,267 |
| | Kinder Morgan Energy Partners LP: | |
| 580,000 | Medium-Term Notes, 6.950% due 1/15/38 | 426,452 |
| | Senior Notes: | |
| 540,000 | 6.000% due 2/1/17 | 432,112 |
| 100,000 | 5.950% due 2/15/18 | 78,384 |
| 605,000 | OPTI Canada Inc., Senior Secured Notes, 8.250% due 12/15/14 | 363,000 |
| 240,000 | Overseas Shipholding Group Inc., Senior Notes, 7.500% due 2/15/24 | 181,200 |
| 410,000 | Parker Drilling Co., Senior Notes, 9.625% due 10/1/13 | 344,400 |
| 160,000 | Petroplus Finance Ltd., Senior Notes, 7.000% due 5/1/17(d) | 105,600 |
| 780,000 | SemGroup LP, Senior Notes, 8.750% due 11/15/15(b)(d)(g) | 50,700 |
| 260,000 | Stone Energy Corp., Senior Subordinated Notes, 8.250% due 12/15/11 | 214,500 |
| 330,000 | Teekay Corp., Senior Notes, 8.875% due 7/15/11 | 303,600 |
| 180,000 | VeraSun Energy Corp., Senior Notes, 9.375% due 6/1/17(g) | 16,200 |
| 355,000 | Whiting Petroleum Corp., Senior Subordinated Notes, 7.250% due 5/1/12 | 282,225 |
| | Williams Cos. Inc.: | |
| 100,000 | Notes, 8.750% due 3/15/32 | 81,677 |
| 470,000 | Senior Notes, 7.750% due 6/15/31 | 355,646 |

See Notes to Financial Statements.

Schedule of investments *continued*

October 31, 2008

LMP CAPITAL AND INCOME FUND INC.

| | FACE AMOUNT | SECURITY | VALUE |
|-----------------|----------------|--|-------------------|
| | | Oil, Gas & Consumable Fuels 2.4% <i>continued</i> | |
| \$ | 170,000 | XTO Energy Inc., Senior Notes: 7.500% due 4/15/12 | \$ 163,880 |
| | 350,000 | 5.650% due 4/1/16 | 276,265 |
| | 300,000 | 5.500% due 6/15/18 | 236,555 |
| | | <i>Total Oil, Gas & Consumable Fuels</i> | <i>11,783,752</i> |
| | | TOTAL ENERGY | 13,103,474 |
| FINANCIALS 4.8% | | Capital Markets 0.4% | |
| | 300,000 | Bear Stearns Co. Inc., Senior Notes, 6.400% due 10/2/17 | 267,086 |
| | 30,000 | Goldman Sachs Capital II, Junior Subordinated Bonds, 5.793% due 6/1/12(c)(h) | 13,786 |
| | 600,000 | Goldman Sachs Group Inc., Senior Notes, 6.150% due 4/1/18 | 497,874 |
| | 1,200,000 | Kaupthing Bank HF, Subordinated Notes, 7.125% due 5/19/16(d)(g) | 18,000 |
| | 50,000 | Lehman Brothers Holdings Capital Trust VII, Medium-Term Notes, 5.857% due 5/31/12(c)(g)(h) | 25 |
| | 1,110,000 | Lehman Brothers Holdings Inc., Medium-Term Notes: 6.750% due 12/28/17(g) | 4,163 |
| | 130,000 | Senior Notes, 6.200% due 9/26/14(g) | 17,550 |
| | 520,000 | Merrill Lynch & Co. Inc.: Notes, 6.875% due 4/25/18 | 462,628 |
| | 100,000 | Senior Notes, 5.450% due 2/5/13 | 90,219 |
| | 940,000 | Morgan Stanley, Medium-Term Notes, 5.625% due 1/9/12 | 818,641 |
| | | <i>Total Capital Markets</i> | <i>2,189,972</i> |
| | | Commercial Banks 0.8% | |
| | 20,000 | BAC Capital Trust XIV, Junior Subordinated Notes, 5.630% due 3/15/12(c)(h) | 9,409 |
| | 27,272 | Fifth Third Bank, Notes, 2.870% due 8/10/09 | 26,765 |
| | 290,000 | Glitnir Banki HF, Notes, 6.375% due 9/25/12(d)(g) | 10,150 |
| | 100,000 | HBOS Capital Funding LP, Tier 1 Notes, Perpetual Bonds, 6.071% due 6/30/14(c)(d)(h) | 43,986 |
| | 1,300,000 | Resona Preferred Global Securities Cayman Ltd., Bonds, 7.191% due 7/30/15(c)(d)(h) | 624,633 |
| | 1,400,000 | Shinsei Finance Cayman Ltd., Junior Subordinated Bonds, 6.418% due 7/20/16(c)(d)(h) | 315,258 |
| | 700,000 | SunTrust Capital, Trust Preferred Securities, 6.100% due 12/15/36(c) | 360,300 |
| | 1,520,000 | Wachovia Corp., Medium Term Notes, 5.500% due 5/1/13 | 1,428,437 |
| | 200,000 | Wells Fargo & Co.: Medium Term Notes, 4.375% due 1/31/13 | 184,825 |
| | 690,000 | Senior Notes, 5.625% due 12/11/17 | 609,756 |
| | 380,000 | Wells Fargo Capital X, Capital Securities, 5.950% due 12/15/36 | 249,151 |
| | | <i>Total Commercial Banks</i> | <i>3,862,670</i> |

See Notes to Financial Statements.

20 LMP Capital and Income Fund Inc. 2008 Annual Report

LMP CAPITAL AND INCOME FUND INC.

| FACE AMOUNT | SECURITY | VALUE |
|----------------|---|------------------|
| | Consumer Finance 1.8% | |
| \$ 300,000 | Aiful Corp., Notes, 6.000% due 12/12/11(d) | \$ 181,607 |
| 610,000 | American Express Co., Subordinated Debentures, 6.800% due 9/1/66(c) | 340,027 |
| 300,000 | Caterpillar Financial Services Corp., Medium-Term Notes, 5.450% due 4/15/18 | 247,299 |
| | Ford Motor Credit Co.: | |
| | Notes: | |
| 750,000 | 5.700% due 1/15/10 | 556,863 |
| 1,050,000 | 7.000% due 10/1/13 | 582,170 |
| | Senior Notes: | |
| 135,000 | 9.750% due 9/15/10 | 91,840 |
| 559,000 | 8.069% due 6/15/11(c) | 365,782 |
| 1,600,000 | 9.875% due 8/10/11 | 1,008,797 |
| 310,000 | 12.000% due 5/15/15 | 197,066 |
| 170,000 | 8.000% due 12/15/16 | 93,217 |
| | General Motors Acceptance Corp.: | |
| 1,700,000 | Bonds, 8.000% due 11/1/31 | 771,885 |
| | Notes: | |
| 500,000 | 5.625% due 5/15/09 | 424,050 |
| 320,000 | 7.750% due 1/19/10 | 239,738 |
| 1,580,000 | 6.875% due 9/15/11 | 925,845 |
| 1,900,000 | 6.625% due 5/15/12 | 1,053,736 |
| 300,000 | 6.750% due 12/1/14 | 151,655 |
| 500,000 | John Deere Capital Corp., Medium-Term Notes, 5.350% due 4/3/18 | 417,745 |
| | SLM Corp.: | |
| 125,000 | Medium-Term Notes, 3.735% due 1/26/09(c) | 118,526 |
| 1,340,000 | Senior Notes, 8.450% due 6/15/18 | 911,615 |
| | <i>Total Consumer Finance</i> | <i>8,679,463</i> |
| | Diversified Financial Services 1.3% | |
| 150,000 | AAC Group Holding Corp., Senior Discount Notes, 10.250% due 10/1/12(d) | 143,250 |
| 100,000 | Aiful Corp., Notes, 5.000% due 8/10/10(d) | 60,705 |
| | Bank of America Corp.: | |
| 970,000 | Senior Notes, 5.650% due 5/1/18 | 835,209 |
| 100,000 | Subordinated Notes, 5.420% due 3/15/17 | 76,125 |
| 125,000 | Capital One Bank, Notes, 5.750% due 9/15/10 | 116,305 |
| | Citigroup Inc.: | |
| 550,000 | Notes, 6.875% due 3/5/38 | 457,208 |
| 570,000 | Senior Notes, 6.500% due 8/19/13 | 540,879 |
| 125,000 | Countrywide Home Loans Inc., Medium-Term Notes, 4.125% due 9/15/09 | 119,899 |

See Notes to Financial Statements.

Schedule of investments *continued*

October 31, 2008

LMP CAPITAL AND INCOME FUND INC.

| FACE AMOUNT | SECURITY | VALUE |
|----------------|--|-------------------|
| | Diversified Financial Services 1.3% <i>continued</i> | |
| \$ 250,000 | General Electric Capital Corp.: | \$ 231,265 |
| 1,290,000 | Medium-Term Notes, 5.450% due 1/15/13 | 1,063,824 |
| 20,000 | Senior Notes, 5.625% due 5/1/18 | 12,952 |
| 200,000 | Subordinated Debentures, 6.375% due 11/15/67(c) | 97,938 |
| 125,000 | Glen Meadow Pass-Through Certificates, 6.505% due 2/12/67(c)(d) | 124,381 |
| 1,610,000 | HSBC Finance Corp., Senior Subordinated Notes, 5.875% due 2/1/09 | 1,391,858 |
| | JPMorgan Chase & Co., Subordinated Notes, 6.125% due 6/27/17 | |
| | Leucadia National Corp., Senior Notes: | |
| 370,000 | 8.125% due 9/15/15 | 329,300 |
| 70,000 | 7.125% due 3/15/17 | 60,200 |
| | Residential Capital LLC: | |
| 344,000 | Junior Secured Notes, 9.625% due 5/15/15(d) | 87,720 |
| 45,000 | Senior Secured Notes, 8.500% due 5/15/10(d) | 22,050 |
| 620,000 | Vanguard Health Holdings Co., I LLC, Senior Discount Notes, step bond to yield 10.257% due 10/1/15 | 489,800 |
| 300,000 | Vanguard Health Holdings Co., II LLC, Senior Subordinated Notes, 9.000% due 10/1/14 | 250,500 |
| | <i>Total Diversified Financial Services</i> | <i>6,511,368</i> |
| | Insurance 0.3% | |
| 1,170,000 | American International Group Inc., Medium-Term Notes, 5.850% due 1/16/18 | 425,097 |
| 650,000 | MetLife Inc., Junior Subordinated Debentures, 6.400% due 12/15/36 | 324,194 |
| 600,000 | Pacific Life Global Funding, Notes, 5.150% due 4/15/13(d) | 503,321 |
| 140,000 | Travelers Cos. Inc., Junior Subordinated Debentures, 6.250% due 3/15/37(c) | 83,565 |
| | <i>Total Insurance</i> | <i>1,336,177</i> |
| | Real Estate Investment Trusts (REITs) 0.1% | |
| 220,000 | Forest City Enterprises Inc., Senior Notes, 6.500% due 2/1/17 | 144,100 |
| 75,000 | iStar Financial Inc., Senior Notes, 4.875% due 1/15/09 | 62,253 |
| 85,000 | Ventas Realty LP/Ventas Capital Corp., Senior Notes, 6.500% due 6/1/16 | 70,125 |
| | <i>Total Real Estate Investment Trusts (REITs)</i> | <i>276,478</i> |
| | Real Estate Management & Development 0.0% | |
| 270,000 | Ashton Woods USA LLC/Ashton Woods Finance Co., Senior Subordinated Notes, 9.500% due 10/1/15(g) | 55,350 |
| 570,000 | Realogy Corp., Senior Subordinated Notes, 12.375% due 4/15/15 | 115,425 |
| | <i>Total Real Estate Management & Development</i> | <i>170,775</i> |
| | Thriffs & Mortgage Finance 0.1% | |
| 270,000 | Countrywide Home Loans Inc., Notes, 5.625% due 7/15/09 | 261,384 |
| | TOTAL FINANCIALS | 23,288,287 |

See Notes to Financial Statements.

LMP CAPITAL AND INCOME FUND INC.

| | FACE AMOUNT | SECURITY | VALUE |
|-------------|----------------|---|------------|
| HEALTH CARE | 2.2% | | |
| \$ | 690,000 | Health Care Equipment & Supplies 0.1% Biomet Inc., Senior Notes, 10.375% due 10/15/17(f) | \$ 577,875 |
| | 550,000 | Health Care Providers & Services 1.9% Cardinal Health Inc., Senior Notes, 5.800% due 10/15/16 | 446,515 |
| | 460,000 | Community Health Systems Inc., Senior Notes, 8.875% due 7/15/15 | 387,550 |
| | 220,000 | DaVita Inc.: Senior Notes, 6.625% due 3/15/13 | 194,150 |
| | 730,000 | Senior Subordinated Notes, 7.250% due 3/15/15 | 627,800 |
| | 295,000 | HCA Inc.: Notes, 6.375% due 1/15/15 | 177,000 |
| | 800,000 | Senior Secured Notes: 9.125% due 11/15/14 | 690,000 |
| | 215,000 | 9.250% due 11/15/16 | 183,288 |
| | 2,270,000 | 9.625% due 11/15/16(f) | 1,833,025 |
| | 425,000 | IASIS Healthcare LLC/IASIS Capital Corp., Senior Subordinated Notes, 8.750% due 6/15/14 | 337,875 |
| | 180,000 | Tenet Healthcare Corp., Senior Notes: 6.375% due 12/1/11 | 155,700 |
| | 870,000 | 6.500% due 6/1/12 | 730,800 |
| | 650,000 | 7.375% due 2/1/13 | 533,000 |
| | 801,000 | 9.875% due 7/1/14 | 658,822 |
| | 600,000 | UnitedHealth Group Inc., Senior Notes, 5.250% due 3/15/11 | 579,676 |
| | 961,000 | US Oncology Holdings Inc., Senior Notes, 8.334% due 3/15/12(c)(f) | 677,505 |
| | 720,000 | WellPoint Inc., Senior Notes: 5.000% due 1/15/11 | 710,319 |
| | 30,000 | 5.875% due 6/15/17 | 24,563 |
| | | <i>Total Health Care Providers & Services</i> | 8,947,588 |
| | 650,000 | Pharmaceuticals 0.2% Abbott Laboratories, Senior Notes, 5.600% due 11/30/17 | 599,665 |
| | 445,000 | Leiner Health Products Inc., Senior Subordinated Notes, 11.000% due 6/1/12(b)(g) | 23,363 |
| | 370,000 | Wyeth, Notes, 5.950% due 4/1/37 | 301,294 |
| | | <i>Total Pharmaceuticals</i> | 924,322 |
| | | TOTAL HEALTH CARE | 10,449,785 |
| INDUSTRIALS | 2.1% | | |
| | 2,280,000 | Aerospace & Defense 0.3% Hawker Beechcraft Acquisition Co., Senior Notes, 8.875% due 4/1/15(f) | 1,333,800 |

See Notes to Financial Statements.

Schedule of investments *continued*

October 31, 2008

LMP CAPITAL AND INCOME FUND INC.

| FACE AMOUNT | SECURITY | VALUE |
|----------------|--|------------------|
| | Airlines 0.2% | |
| | Continental Airlines Inc., Pass-Through Certificates: | |
| \$ 94,289 | 8.312% due 4/2/11(a) | \$ 75,431 |
| 380,000 | 7.339% due 4/19/14 | 252,700 |
| 800,000 | DAE Aviation Holdings Inc., Senior Notes, 11.250% due 8/1/15(d) | 604,000 |
| | <i>Total Airlines</i> | <i>932,131</i> |
| | Building Products 0.4% | |
| | Associated Materials Inc.: | |
| 625,000 | Senior Discount Notes, step bond to yield 18.865% due 3/1/14 | 340,625 |
| 1,110,000 | Senior Subordinated Notes, 9.750% due 4/15/12 | 993,450 |
| 1,790,000 | NTK Holdings Inc., Senior Discount Notes, step bond to yield 21.028% due 3/1/14 | 545,950 |
| | <i>Total Building Products</i> | <i>1,880,025</i> |
| | Commercial Services & Supplies 0.5% | |
| 220,000 | Allied Waste North America Inc., Senior Notes, 6.875% due 6/1/17 | 192,500 |
| 550,000 | DynCorp International LLC/DIV Capital Corp., Senior Subordinated Notes, 9.500% due 2/15/13 | 470,250 |
| 600,000 | Interface Inc., Senior Subordinated Notes, 9.500% due 2/1/14 | 531,000 |
| 440,000 | Rental Services Corp., Senior Notes, 9.500% due 12/1/14 | 266,200 |
| 790,000 | US Investigations Services Inc., Senior Subordinated Notes, 10.500% due 11/1/15(d) | 612,250 |
| 225,000 | Waste Management Inc., Senior Notes, 6.375% due 11/15/12 | 205,083 |
| | <i>Total Commercial Services & Supplies</i> | <i>2,277,283</i> |
| | Construction & Engineering 0.2% | |
| 1,000,000 | CSC Holdings Inc., Senior Notes, 8.500% due 6/15/15(d) | 850,000 |
| | Industrial Conglomerates 0.0% | |
| | Sequa Corp., Senior Notes: | |
| 140,000 | 11.750% due 12/1/15(d) | 87,500 |
| 144,725 | 13.500% due 12/1/15(d)(f) | 83,217 |
| | <i>Total Industrial Conglomerates</i> | <i>170,717</i> |
| | Road & Rail 0.2% | |
| 1,195,000 | Hertz Corp., Senior Subordinated Notes, 10.500% due 1/1/16 | 743,888 |
| 50,000 | Kansas City Southern de Mexico, Senior Notes, 7.625% due 12/1/13 | 39,375 |
| 430,000 | Kansas City Southern Railway, Senior Notes, 7.500% due 6/15/09 | 414,950 |
| | <i>Total Road & Rail</i> | <i>1,198,213</i> |
| | Trading Companies & Distributors 0.3% | |
| 1,035,000 | Ashtead Capital Inc., Notes, 9.000% due 8/15/16(d) | 657,225 |
| 440,000 | H&E Equipment Services Inc., Senior Notes, 8.375% due 7/15/16 | 235,400 |
| 650,000 | Penhall International Corp., Senior Secured Notes, 12.000% due 8/1/14(d) | 451,750 |
| | <i>Total Trading Companies & Distributors</i> | <i>1,344,375</i> |

See Notes to Financial Statements.

LMP CAPITAL AND INCOME FUND INC.

| | FACE AMOUNT | SECURITY | VALUE |
|-------------------------------|----------------|--|-------------------|
| | | Transportation Infrastructure 0.0% | |
| \$ | 150,000 | Swift Transportation Co., Senior Secured Notes: | |
| | 405,000 | 10.554% due 5/15/15(c)(d) | \$ 30,750 |
| | | 12.500% due 5/15/17(d) | 93,150 |
| | | <i>Total Transportation Infrastructure</i> | <i>123,900</i> |
| | | TOTAL INDUSTRIALS | 10,110,444 |
| INFORMATION TECHNOLOGY | 0.3% | | |
| | 695,000 | Electronic Equipment, Instruments & Components 0.1% | |
| | | NXP BV/NXP Funding LLC, Senior Notes, 9.500% due 10/15/15 | 236,300 |
| | 170,000 | IT Services 0.2% | |
| | 360,000 | Ceridian Corp., Senior Notes, 12.250% due 11/15/15(d)(f) | 106,250 |
| | 660,000 | First Data Corp., Senior Notes, 9.875% due 9/24/15 | 232,200 |
| | | SunGard Data Systems Inc., Senior Subordinated Notes, 10.250% due 8/15/15 | 465,300 |
| | | <i>Total IT Services</i> | <i>803,750</i> |
| | 290,000 | Office Electronics 0.0% | |
| | | Xerox Corp., Senior Notes, 6.750% due 2/1/17 | 213,364 |
| | 35,000 | Semiconductors & Semiconductor Equipment 0.0% | |
| | | Freescall Semiconductor Inc., Senior Notes, 8.875% due 12/15/14 | 15,750 |
| | | TOTAL INFORMATION TECHNOLOGY | 1,269,164 |
| MATERIALS | 1.9% | | |
| | | Chemicals 0.1% | |
| | 90,000 | Georgia Gulf Corp., Senior Notes: | |
| | 515,000 | 9.500% due 10/15/14 | 38,250 |
| | 60,000 | 10.750% due 10/15/16 | 136,475 |
| | | Huntsman International LLC, Senior Subordinated Notes, 7.875% due 11/15/14 | 53,700 |
| | 100,000 | Methanex Corp., Senior Notes, 8.750% due 8/15/12 | 95,500 |
| | 360,000 | PPG Industries Inc., Senior Notes, 6.650% due 3/15/18 | 308,093 |
| | | <i>Total Chemicals</i> | <i>632,018</i> |
| | 285,000 | Containers & Packaging 0.1% | |
| | | Graham Packaging Co. Inc., Senior Subordinated Notes, 9.875% due 10/15/14 | 180,975 |
| | 465,000 | Graphic Packaging International Corp., Senior Subordinated Notes, 9.500% due 8/15/13 | 320,850 |
| | 195,000 | Plastipak Holdings Inc., Senior Notes, 8.500% due 12/15/15(d) | 140,400 |
| | | <i>Total Containers & Packaging</i> | <i>642,225</i> |
| | 1,560,000 | Metals & Mining 1.1% | |
| | | Freeport-McMoRan Copper & Gold Inc., Senior Notes, 8.375% due 4/1/17 | 1,226,294 |
| | 650,000 | Metals USA Inc., Senior Secured Notes, 11.125% due 12/1/15 | 458,250 |
| | 205,000 | Noranda Aluminium Holding Corp., Senior Notes, 8.578% due 11/15/14(c)(f) | 77,900 |

See Notes to Financial Statements.

Schedule of investments *continued*

October 31, 2008

LMP CAPITAL AND INCOME FUND INC.

| | FACE AMOUNT | SECURITY | VALUE |
|----------------------------|----------------|---|------------------|
| | | Metals & Mining 1.1% <i>continued</i> | |
| \$ | 2,610,000 | Novelis Inc., Senior Notes, 7.250% due 2/15/15 | \$ 1,761,750 |
| | 1,400,000 | Ryerson Inc., Senior Secured Notes, 12.000% due 11/1/15(d) | 959,000 |
| | | Steel Dynamics Inc., Senior Notes: | |
| | 100,000 | 7.375% due 11/1/12 | 74,875 |
| | 785,000 | 7.750% due 4/15/16(d) | 523,987 |
| | 200,000 | Tube City IMS Corp., Senior Subordinated Notes, 9.750% due 2/1/15 | 117,000 |
| | 156,000 | Vale Overseas Ltd., Notes, 6.875% due 11/21/36 | 112,864 |
| | | <i>Total Metals & Mining</i> | <i>5,311,920</i> |
| | | Paper & Forest Products 0.6% | |
| | 1,640,000 | Abitibi-Consolidated Co. of Canada, Senior Secured Notes, 13.750% due 4/1/11(d) | 1,303,800 |
| | 1,185,000 | Appleton Papers Inc., Senior Subordinated Notes, 9.750% due 6/15/14 | 716,925 |
| | 435,000 | NewPage Corp., Senior Secured Notes, 9.051% due 5/1/12(c) | 306,675 |
| | 750,000 | Verso Paper Holdings LLC, 11.375% due 8/1/16 | 303,750 |
| | 150,000 | Weyerhaeuser Co., Senior Notes, 6.750% due 3/15/12 | 129,191 |
| | | <i>Total Paper & Forest Products</i> | <i>2,760,341</i> |
| | | TOTAL MATERIALS | 9,346,504 |
| TELECOMMUNICATION SERVICES | 3.0% | Diversified Telecommunication Services 2.3% | |
| | | AT&T Inc.: | |
| | 630,000 | 5.600% due 5/15/18 | 538,458 |
| | 1,210,000 | Senior Notes, 6.400% due 5/15/38 | 971,115 |
| | 460,000 | British Telecommunications PLC, Bonds, 9.125% due 12/15/30 | 417,468 |
| | 600,000 | Deutsche Telekom International Finance, Senior Notes, 5.750% due 3/23/16 | 491,922 |
| | 730,000 | Embarq Corp., Senior Notes, 6.738% due 6/1/13 | 635,699 |
| | | Hawaiian Telcom Communications Inc.: | |
| | 120,000 | Senior Notes, 9.750% due 5/1/13 | 9,000 |
| | 660,000 | Senior Subordinated Notes, 12.500% due 5/1/15 | 19,800 |
| | 680,000 | Intelsat Bermuda Ltd., Senior Notes, 11.250% due 6/15/16 | 584,800 |
| | | Level 3 Financing Inc., Senior Notes: | |
| | 1,295,000 | 9.250% due 11/1/14 | 744,625 |
| | 30,000 | 6.845% due 2/15/15(c) | 13,800 |
| | 1,095,000 | Nordic Telephone Co. Holdings, Senior Secured Bonds, 8.875% due 5/1/16(d) | 925,275 |
| | 1,150,000 | Qwest Communications International Inc., Senior Notes, 7.500% due 2/15/14 | 796,375 |
| | 100,000 | Telecom Italia Capital S.p.A., Senior Notes, 5.250% due 10/1/15 | 68,681 |
| | 790,000 | Telefonica Emisones SAU, Senior Notes, 6.221% due 7/3/17 | 667,834 |

See Notes to Financial Statements.

26 LMP Capital and Income Fund Inc. 2008 Annual Report

LMP CAPITAL AND INCOME FUND INC.

| | FACE AMOUNT | SECURITY | VALUE |
|----------------|----------------|---|-------------------|
| | | Diversified Telecommunication Services 2.3% continued | |
| | | Verizon Communications Inc. Senior Notes: | |
| \$ | 660,000 | 5.500% due 2/15/18 | \$ 554,888 |
| | 890,000 | 6.400% due 2/15/38 | 698,419 |
| | 450,000 | Verizon Florida Inc., Senior Notes, 6.125% due 1/15/13 | 401,323 |
| | 800,000 | Virgin Media Finance PLC, Senior Notes, 9.125% due 8/15/16 | 532,000 |
| | 650,000 | Wind Acquisition Finance SA, Senior Bonds, 10.750% due 12/1/15(d) | 503,750 |
| | 1,915,000 | Windstream Corp., Senior Notes, 8.625% due 8/1/16 | 1,455,400 |
| | | <i>Total Diversified Telecommunication Services</i> | <i>11,030,632</i> |
| | | Wireless Telecommunication Services 0.7% | |
| | 420,000 | ALLTEL Communications Inc., Senior Notes, 10.375% due 12/1/17(d)(f) | 459,900 |
| | 65,000 | MetroPCS Wireless Inc., Senior Notes, 9.250% due 11/1/14 | 54,438 |
| | 1,270,000 | New Cingular Wireless Services Inc., Notes, 8.125% due 5/1/12 | 1,259,865 |
| | | Sprint Capital Corp., Senior Notes: | |
| | 1,190,000 | 8.375% due 3/15/12 | 958,605 |
| | 330,000 | 6.875% due 11/15/28 | 193,438 |
| | 300,000 | Sprint Nextel Corp., 6.000% due 12/1/16 | 208,051 |
| | 780,000 | True Move Co., Ltd., Notes, 10.750% due 12/16/13(d) | 276,900 |
| | | <i>Total Wireless Telecommunication Services</i> | <i>3,411,197</i> |
| | | TOTAL TELECOMMUNICATION SERVICES | 14,441,829 |
| UTILITIES 2.3% | | Electric Utilities 0.2% | |
| | 365,000 | FirstEnergy Corp., Notes, 7.375% due 11/15/31 | 283,773 |
| | | Pacific Gas & Electric Co. Senior Notes: | |
| | 320,000 | 5.625% due 11/30/17 | 276,114 |
| | 230,000 | 5.800% due 3/1/37 | 171,914 |
| | 670,000 | Texas Competitive Electric Holding Co. LLC, Senior Notes, 10.500% due 11/1/16(d)(f) | 422,100 |
| | | <i>Total Electric Utilities</i> | <i>1,153,901</i> |
| | | Gas Utilities 0.1% | |
| | 770,000 | Suburban Propane Partners LP/Suburban Energy Finance Corp., Senior Notes, 6.875% due 12/15/13 | 596,750 |
| | | Independent Power Producers & Energy Traders 2.0% | |
| | | AES Corp., Senior Notes: | |
| | 1,100,000 | 7.750% due 3/1/14 | 896,500 |
| | 720,000 | 7.750% due 10/15/15 | 567,900 |
| | 660,000 | 8.000% due 10/15/17 | 511,500 |
| | 490,000 | Dynegy Holdings Inc., Senior Notes, 7.750% due 6/1/19 | 330,750 |
| | 990,000 | Dynegy Inc., Bonds, 7.670% due 11/8/16 | 743,490 |

See Notes to Financial Statements.

Schedule of investments *continued*

October 31, 2008

LMP CAPITAL AND INCOME FUND INC.

| | FACE AMOUNT | SECURITY | VALUE |
|---------------------------------|----------------|--|-------------|
| | | Independent Power Producers & Energy Traders 2.0% | |
| | | <i>continued</i> | |
| | | Edison Mission Energy, Senior Notes: | |
| \$ | 480,000 | 7.750% due 6/15/16 | \$ 387,600 |
| | 350,000 | 7.200% due 5/15/19 | 264,250 |
| | 750,000 | 7.625% due 5/15/27 | 491,250 |
| | 3,920,000 | Energy Future Holdings, Senior Notes, 11.250% due 11/1/17(d)(f) | 2,469,600 |
| | 670,896 | Mirant Mid Atlantic LLC, Pass-Through Certificates, 9.125% due 6/30/17 | 603,806 |
| | | NRG Energy Inc., Senior Notes: | |
| | 250,000 | 7.250% due 2/1/14 | 219,375 |
| | 2,175,000 | 7.375% due 2/1/16 | 1,881,375 |
| | 380,000 | TXU Corp., Senior Notes, 5.550% due 11/15/14 | 207,587 |
| | | <i>Total Independent Power Producers & Energy Traders</i> | 9,574,983 |
| | | TOTAL UTILITIES | 11,325,634 |
| | | TOTAL CORPORATE BONDS & NOTES (Cost \$161,396,940) | 113,354,721 |
| MORTGAGE-BACKED SECURITIES 4.0% | | | |
| FHLMC 2.7% | | Federal Home Loan Mortgage Corp. (FHLMC): | |
| | 2,624,898 | 5.114% due 6/1/35(c)(e) | 2,629,363 |
| | 88,042 | 6.100% due 9/1/37(c)(e) | 89,655 |
| | | Gold: | |
| | 446,386 | 7.000% due 6/1/17(e) | 470,851 |
| | 296,864 | 8.500% due 9/1/25(e) | 319,694 |
| | 572,305 | 6.500% due 8/1/29(e) | 585,486 |
| | 8,991,059 | 6.000% due 9/1/32-2/1/36(e) | 8,999,639 |
| | | TOTAL FHLMC | 13,094,688 |
| FNMA 1.3% | | Federal National Mortgage Association (FNMA): | |
| | 381,507 | 8.000% due 12/1/12(e) | 390,425 |
| | 1,533,020 | 5.500% due 1/1/14-4/1/35(e) | 1,508,059 |
| | 1,356,423 | 7.000% due 3/15/15-6/1/32(e) | 1,418,461 |
| | 491,731 | 4.212% due 12/1/34(c)(e) | 493,879 |
| | 677,889 | 4.851% due 1/1/35(c)(e) | 695,243 |
| | 881,681 | 5.040% due 3/1/35(c)(e) | 904,052 |
| | 812,619 | 4.855% due 4/1/35(c)(e) | 821,269 |
| | | TOTAL FNMA | 6,231,388 |
| | | TOTAL MORTGAGE-BACKED SECURITIES (Cost \$19,396,557) | 19,326,076 |
| SOVEREIGN BONDS 0.0% | | | |
| | 22,931ARS | Argentina 0.0% | |
| | | Republic of Argentina, GDP Linked Securities, 1.384% due 12/15/35(a)(c) (Cost \$266) | 414 |

See Notes to Financial Statements.

28 LMP Capital and Income Fund Inc. 2008 Annual Report

LMP CAPITAL AND INCOME FUND INC.

| U.S. GOVERNMENT & AGENCY OBLIGATIONS | FACE AMOUNT | SECURITY | VALUE |
|--|----------------|---|----------------------|
| | | 1.0% | |
| | | U.S. Government Agencies 1.0% | |
| \$ | 100,000 | Federal Home Loan Bank (FHLB), Global Bonds, 5.500% due 7/15/36 | \$ 97,018 |
| | 700,000 | Federal Home Loan Mortgage Corp. (FHLMC), Notes: 4.875% due 2/17/09(e) | 704,502 |
| | 3,900,000 | 4.210% due 10/19/09(c)(e) | 3,895,258 |
| | 110,000 | Federal National Mortgage Association (FNMA), Subordinated Notes, 5.250% due 8/1/12(e) | 110,041 |
| | | TOTAL U.S. GOVERNMENT & AGENCY OBLIGATIONS (Cost \$4,805,183) | 4,806,819 |
| U.S. TREASURY INFLATION PROTECTED SECURITIES | | 0.6% | |
| | 839,025 | U.S. Treasury Bonds, Inflation Indexed: 2.000% due 1/15/26 | 688,983 |
| | 2,053,542 | 2.375% due 1/15/27(i) | 1,777,599 |
| | 760,571 | U.S. Treasury Notes, Inflation Indexed, 2.375% due 1/15/17 | 693,784 |
| | | TOTAL U.S. TREASURY INFLATION PROTECTED SECURITIES (Cost \$3,576,090) | 3,160,366 |
| | | TOTAL INVESTMENTS BEFORE SHORT-TERM INVESTMENTS (Cost \$602,555,096) | 424,761,453 |
| SHORT-TERM INVESTMENTS | 11.9% | | |
| | | U.S. Government Agencies 0.3% | |
| | 740,000 | Federal National Mortgage Association (FNMA), Discount Notes: 1.825%-2.716% due 12/15/08(e)(j) | 737,789 |
| | 500,000 | 2.614% due 12/17/08(e)(j) | 498,351 |
| | 145,000 | 2.554% due 12/26/08(e)(j) | 144,442 |
| | | <i>Total U.S. Government Agencies (Cost \$1,380,582)</i> | <i>1,380,582</i> |
| | 45,216,000 | Repurchase Agreements 11.6% Interest in \$586,627,000 joint tri-party repurchase agreement dated 10/31/08 with Barclays Capital Inc., 0.200% due 11/3/08; Proceeds at maturity \$45,216,754; (Fully collateralized by various U.S. government agency obligations, 0.000% to 5.360% due 11/19/08 to 12/11/20; Market value \$46,120,322) | 45,216,000 |
| | 10,583,000 | Morgan Stanley tri-party repurchase agreement dated 10/31/08, 0.150% due 11/3/08; Proceeds at maturity \$10,583,132; (Fully collateralized by U.S. government agency obligation, 3.375% due 6/24/11; Market value \$10,797,451) | 10,583,000 |
| | | <i>Total Repurchase Agreements (Cost \$55,799,000)</i> | <i>55,799,000</i> |
| | | TOTAL SHORT-TERM INVESTMENTS (Cost \$57,179,582) | 57,179,582 |
| | | TOTAL INVESTMENTS 100.0% (Cost \$659,734,678#) | \$481,941,035 |

See Notes to Financial Statements.

Schedule of investments *continued*

October 31, 2008

LMP CAPITAL AND INCOME FUND INC.

Face amount denominated in U.S. dollars, unless otherwise noted.

- * Non-income producing security.
- (a) Security is valued in good faith at fair value by or under the direction of the Board of Directors (See Note 1).
- (b) Illiquid security.
- (c) Variable rate security. Interest rate disclosed is that which is in effect at October 31, 2008.
- (d) Security is exempt from registration under Rule 144A of the Securities Act of 1933. This security may be resold in transactions that are exempt from registration, normally to qualified institutional buyers. This security has been deemed liquid pursuant to guidelines approved by the Board of Directors, unless otherwise noted.
- (e) On September 7, 2008, the Federal Housing Finance Agency placed Fannie Mae and Freddie Mac into Conservatorship.
- (f) Payment-in-kind security for which part of the income earned may be paid as additional principal.
- (g) Security is currently in default.
- (h) Security has no maturity date. The date shown represents the next call date.
- (i) All or a portion of this security is held at the broker as collateral for open futures contracts.
- (j) Rate shown represents yield-to-maturity.
- # Aggregate cost for federal income tax purposes is \$663,908,894.

Abbreviations used in this schedule:

| | |
|-------|---|
| ADR | American Depositary Receipt |
| ARM | Adjustable Rate Mortgage |
| ARS | Argentine Peso |
| GDP | Gross Domestic Product |
| GSAMP | Goldman Sachs Alternative Mortgage Products |
| MASTR | Mortgage Asset Securitization Transactions Inc. |
| MLCC | Merrill Lynch Credit Corporation |
| PAC | Planned Amortization Class |

SCHEDULE OF WRITTEN OPTIONS

| CONTRACTS | SECURITY | EXPIRATION DATE | STRIKE PRICE | VALUE |
|-----------|-------------------------------|-----------------|--------------|------------|
| 14 | Eurodollar Futures, Call | 3/16/09 | \$ 97.75 | \$ 12,688 |
| 14 | Eurodollar Futures, Call | 3/16/09 | 97.50 | 20,300 |
| 1,126 | JPMorgan Chase & Co., Call | 12/20/08 | 42.50 | 286,588 |
| 158 | Monsanto Co., Call | 12/20/08 | 100.00 | 75,848 |
| 217 | Qualcomm Inc., Call | 12/20/08 | 42.50 | 32,116 |
| 544 | Wells Fargo & Co., Call | 12/20/08 | 36.00 | 108,527 |
| | TOTAL WRITTEN OPTIONS | | | |
| | (Premiums Received \$523,246) | | | \$ 536,067 |

See Notes to Financial Statements.

Statement of assets and liabilities

October 31, 2008

| | | |
|---|----|--------------------|
| ASSETS: | | |
| Investments, at value (Cost \$603,935,678) | \$ | 426,142,035 |
| Repurchase agreements, at value (Cost \$55,799,000) | | 55,799,000 |
| Foreign currency, at value (Cost \$638) | | 474 |
| Receivable for securities sold | | 11,458,948 |
| Interest and dividends receivable | | 4,551,817 |
| Receivable for open forward currency contracts | | 3,389,668 |
| Deposits with brokers for open swap contracts | | 450,002 |
| Receivable from broker variation margin on open futures contracts | | 420,432 |
| Unrealized appreciation on swap contracts | | 67,236 |
| Principal paydown receivable | | 39,666 |
| Interest receivable for open swap contracts | | 20,273 |
| Receivable for swap contracts closed | | 17,772 |
| Premiums received for open swap contracts | | 2,860 |
| Prepaid expenses | | 11,416 |
| <i>Total Assets</i> | | <i>502,371,599</i> |
| LIABILITIES: | | |
| Loan payable (Note 4) | | 145,000,000 |
| Payable for securities purchased | | 12,869,953 |
| Due to custodian | | 4,194,074 |
| Payable for open forward currency contracts | | 3,120,640 |
| Written options, at value (premium received \$523,246) | | 536,067 |
| Interest payable (Note 4) | | 391,145 |
| Investment management fee payable | | 361,067 |
| Unrealized depreciation on swap contracts | | 32,950 |
| Directors fees payable | | 12,432 |
| Interest payable for open swap contracts | | 6,378 |
| Accrued expenses | | 258,980 |
| <i>Total Liabilities</i> | | <i>166,783,686</i> |
| TOTAL NET ASSETS | \$ | 335,587,913 |
| NET ASSETS: | | |
| Par value (\$0.001 par value; 29,964,106 shares issued and outstanding; 100,000,000 shares authorized) | \$ | 29,964 |
| Paid-in capital in excess of par value | | 559,713,252 |
| Undistributed net investment income | | 9,656,195 |
| Accumulated net realized loss on investments, futures contracts, written options, short sales, swap contracts and foreign currency transactions | | (57,566,925) |
| Net unrealized depreciation on investments, futures contracts, written options, swap contracts and foreign currencies | | (176,244,573) |
| TOTAL NET ASSETS | \$ | 335,587,913 |
| Shares Outstanding | | 29,964,106 |
| Net Asset Value | | \$11.20 |

See Notes to Financial Statements.

Statement of operations**For the Year Ended October 31, 2008**

| | |
|--|----------------------|
| INVESTMENT INCOME: | |
| Interest | \$ 16,072,628 |
| Dividends | 7,858,645 |
| <i>Total Investment Income</i> | <i>23,931,273</i> |
| EXPENSES: | |
| Interest expense (Note 4) | 6,657,094 |
| Investment management fee (Note 2) | 6,066,804 |
| Excise tax (Note 1) | 606,545 |
| Commitment fees (Note 4) | 481,837 |
| Shareholder reports | 245,670 |
| Legal fees | 191,373 |
| Directors' fees | 119,977 |
| Dividend expense on securities sold short | 118,621 |
| Audit and tax | 77,877 |
| Stock exchange listing fees | 25,756 |
| Transfer agent fees | 17,943 |
| Custody fees | 16,721 |
| Insurance | 12,473 |
| Miscellaneous expenses | 6,919 |
| <i>Total Expenses</i> | <i>14,645,610</i> |
| Less: Fees paid indirectly (Note 1) | (367) |
| <i>Net Expenses</i> | <i>14,645,243</i> |
| NET INVESTMENT INCOME | 9,286,030 |
| REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS, FUTURES CONTRACTS, WRITTEN OPTIONS, SHORT SALES, SWAP CONTRACTS AND FOREIGN CURRENCY TRANSACTIONS (NOTES 1 AND 3): | |
| Net Realized Gain (Loss) From: | |
| Investment transactions | (68,233,451) |
| Futures contracts | 6,776,713 |
| Written options | 3,021,958 |
| Short sales | 1,604,163 |
| Swap contracts | 32,735 |
| Foreign currency transactions | (12,103) |
| <i>Net Realized Loss</i> | <i>(56,809,985)</i> |
| Change in Net Unrealized Appreciation/Depreciation From: | |
| Investments | (209,532,023) |
| Futures contracts | 872,757 |
| Written options | (19,021) |
| Swap contracts | 34,286 |
| Foreign currencies | 180,528 |
| <i>Change in Net Unrealized Appreciation/Depreciation</i> | <i>(208,463,473)</i> |
| NET LOSS ON INVESTMENTS, FUTURES CONTRACTS, WRITTEN OPTIONS, SHORT SALES, SWAP CONTRACTS AND FOREIGN CURRENCY TRANSACTIONS | (265,273,458) |
| DECREASE IN NET ASSETS FROM OPERATIONS | \$ (255,987,428) |

See Notes to Financial Statements.

Statements of changes in net assets

| FOR THE YEARS ENDED OCTOBER 31, | 2008 | 2007 |
|--|----------------------|---------------------|
| OPERATIONS: | | |
| Net investment income | \$ 9,286,030 | \$ 4,014,510 |
| Net realized gain (loss) | (56,809,985) | 96,113,345 |
| Change in net unrealized appreciation/depreciation | (208,463,473) | 188,526 |
| <i>Increase (Decrease) in Net Assets From Operations</i> | <i>(255,987,428)</i> | <i>100,316,381</i> |
| DISTRIBUTIONS TO SHAREHOLDERS FROM (NOTE 1): | | |
| Net investment income | (6,133,652) | (248,702) |
| Net realized gains | (90,051,127) | (46,195,662) |
| <i>Decrease in Net Assets From Distributions to Shareholders</i> | <i>(96,184,779)</i> | <i>(46,444,364)</i> |
| INCREASE (DECREASE) IN NET ASSETS | (352,172,207) | 53,872,017 |
| NET ASSETS: | | |
| Beginning of year | 687,760,120 | 633,888,103 |
| End of year* | \$ 335,587,913 | \$687,760,120 |
| * Includes undistributed net investment income of: | \$9,656,195 | \$5,727,873 |

See Notes to Financial Statements.

Statement of cash flows**For the Year Ended October 31, 2008****CASH FLOWS PROVIDED (USED) BY OPERATING ACTIVITIES:**

| | |
|---|--------------------|
| Interest and dividends received | \$ 20,615,300 |
| Operating expenses paid | (8,903,618) |
| Net purchases of short-term investments | 6,858,850 |
| Realized loss on foreign currency transactions | (12,103) |
| Realized gain on options | 4,745,831 |
| Realized gain on futures contracts | 6,776,713 |
| Realized gain on swap contracts | 32,735 |
| Net change in unrealized appreciation on futures contracts | 872,757 |
| Net change in unrealized depreciation on foreign currencies | (219,928) |
| Purchases of long-term investments | (1,155,645,766) |
| Proceeds from disposition of long-term investments | 1,247,654,450 |
| Premium for written swaps | 2,860 |
| Premium for written options | 523,246 |
| Change in receivable from broker variation margin | (405,252) |
| Change in payable for open forward currency contracts | (402,088) |
| Interest paid | (7,009,933) |
| <i>Net Cash Provided by Operating Activities</i> | <i>115,484,054</i> |

CASH FLOWS PROVIDED (USED) BY FINANCING ACTIVITIES:

| | |
|--|----------------------|
| Cash distributions paid on Common Stock | (96,184,779) |
| Paydown on loan | (25,000,000) |
| Due to custodian | 4,194,074 |
| Deposits with brokers for swap contracts | (450,002) |
| <i>Net Cash Flows Used By Financing Activities</i> | <i>(117,440,707)</i> |
| NET DECREASE IN CASH | (1,956,653) |
| Cash, Beginning of year | 1,957,127 |
| Cash, End of year | \$ 474 |

RECONCILIATION OF INCREASE IN NET ASSETS FROM OPERATIONS TO NET CASH FLOWS PROVIDED (USED) BY OPERATING ACTIVITIES:

| | |
|---|-----------------------|
| Decrease in Net Assets From Operations | \$ (255,987,428) |
| Accretion of discount on investments | (1,547,020) |
| Amortization of premium on investments | 120,553 |
| Decrease in investments, at value | 397,565,019 |
| Decrease in payable for securities purchased | (28,575,088) |
| Increase in interest and dividends receivable | (2,071,506) |
| Increase in premium for written swaps | 2,860 |
| Increase in premium for written options | 514,077 |
| Decrease in receivable for securities sold | 7,538,235 |
| Decrease in payable for open forward currency contracts | (402,088) |
| Increase in receivable from broker variation margin | (405,252) |
| Decrease in prepaid expenses | 4,770 |
| Decrease in interest payable | (352,839) |
| Decrease in accrued expenses | (920,239) |
| <i>Total Adjustments</i> | <i>371,471,482</i> |
| NET CASH FLOWS PROVIDED BY OPERATING ACTIVITIES | \$ 115,484,054 |

See Notes to Financial Statements.

Financial highlights**FOR A SHARE OF CAPITAL STOCK OUTSTANDING THROUGHOUT EACH YEAR ENDED OCTOBER 31, UNLESS OTHERWISE NOTED:**

| | 20081 | 20071 | 20061 | 20051 | 20041,2 |
|---|--------------------|--------------------|---------------|---------------|--------------------|
| NET ASSET VALUE, BEGINNING OF YEAR | \$22.95 | \$21.15 | \$19.69 | \$18.64 | \$19.063 |
| INCOME (LOSS) FROM OPERATIONS: | | | | | |
| Net investment income | 0.31 | 0.13 | 0.48 | 0.69 | 0.37 |
| Net realized and unrealized gain (loss) | (8.85) | 3.22 | 2.18 | 1.52 | (0.19) |
| <i>Total income (loss) from operations</i> | <i>(8.54)</i> | <i>3.35</i> | <i>2.66</i> | <i>2.21</i> | <i>0.18</i> |
| <i>Gain from Repurchase of Treasury Stock</i> | | | | <i>0.04</i> | |
| LESS DISTRIBUTIONS FROM: | | | | | |
| Net investment income | (0.20) | (0.01) | (0.55) | (0.98) | (0.40) |
| Net realized gains | (3.01) | (1.54) | (0.65) | (0.22) | |
| Return of capital | | | | | (0.20) |
| <i>Total distributions</i> | <i>(3.21)</i> | <i>(1.55)</i> | <i>(1.20)</i> | <i>(1.20)</i> | <i>(0.60)</i> |
| NET ASSET VALUE, END OF YEAR | \$11.20 | \$22.95 | \$21.15 | \$19.69 | \$18.64 |
| MARKET PRICE, END OF YEAR | \$9.07 | \$19.88 | \$18.19 | \$17.19 | \$17.24 |
| <i>Total return, based on NAV^{4,5}</i> | <i>(42.09)%</i> | <i>16.32%</i> | <i>13.89%</i> | <i>12.34%</i> | <i>1.06%</i> |
| <i>Total return, based on Market Price⁵</i> | <i>(44.95)%</i> | <i>18.22%</i> | <i>13.24%</i> | <i>6.85%</i> | <i>(10.74)%</i> |
| NET ASSETS, END OF YEAR (000s) | \$335,588 | \$687,760 | \$633,888 | \$637,654 | \$614,324 |
| RATIOS TO AVERAGE NET ASSETS: | | | | | |
| Gross expenses | 2.72% | 3.03% ⁶ | 3.13% | 2.45% | 1.54% ⁷ |
| Gross expenses, excluding interest expense and dividend expense | 1.46 | 1.426 | 1.33 | 1.23 | 1.157 |
| Net expenses | 2.728 | 3.036,9 | 3.139 | 2.45 | 1.547 |
| Net expenses, excluding interest expense and dividend expense | 1.468 | 1.426,9 | 1.339 | 1.23 | 1.157 |
| Net investment income | 1.73 | 0.60 | 2.33 | 3.55 | 2.977 |
| PORTFOLIO TURNOVER RATE | 169% ¹⁰ | 180% | 193% | 64% | 39% |
| AUCTION RATE PREFERRED STOCK: | | | | | |
| SUPPLEMENTAL DATA: | | | | | |
| Loans Outstanding, End of Year (000s) | \$145,000 | \$170,000 | \$220,000 | \$220,000 | \$220,000 |
| Asset Coverage for Loan Outstanding | 331% | 505% | 388% | 390% | 379% |
| Weighted Average Loan (000s) | \$168,497 | \$181,370 | \$220,000 | \$220,000 | \$105,783 |
| Weighted Average Interest Rate on Loans | 3.89% | 5.67% | 5.26% | 3.54% | 2.22% |

1 Per share amounts have been calculated using the average shares method.

2 For the period February 24, 2004 (inception date) through October 31, 2004.

3 Initial public offering price of \$20.00 per share less offering costs and sales load totaling \$0.94 per share.

4 Performance figures may reflect fee waivers and/or expense reimbursements. In the absence of fee waivers and/or expense reimbursements, the total return would have been lower. Past performance is no guarantee of future results. Total returns for periods of less than one year are not annualized.

5 The total return calculation assumes that distributions are reinvested in accordance with the Fund's dividend reinvestment plan. Past performance is no guarantee of future results. Total returns for periods of less than one year are not annualized.

6 Included in the expense ratios are certain non-recurring restructuring (and reorganization, if applicable) fees that were incurred by the Fund during the period. Without these fees, the gross and net expense ratios would not have changed.

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- 7 Annualized.
- 8 The impact to the expense ratio was less than 0.01% as a result of fees paid indirectly.
- 9 Reflects fee waivers and/or expense reimbursements.
- 10 Excluding mortgage dollar roll transactions. If mortgage dollar roll transactions had been included, the portfolio turnover rate would have been 177% for the year ended October 31, 2008.

See Notes to Financial Statements.

Notes to financial statements

1. Organization and significant accounting policies

LMP Capital and Income Fund Inc. (the Fund) was incorporated in Maryland on November 12, 2003 and is registered as a non-diversified, closed-end management investment company under the Investment Company Act of 1940, as amended, (the 1940 Act). The Board of Directors authorized 100 million shares of \$0.001 par value common stock. The Fund's investment objective is total return with an emphasis on income. The Fund pursues its investment objective by investing at least 80% of its assets in a broad range of equity and fixed income securities of both U.S. and foreign issuers.

The following are significant accounting policies consistently followed by the Fund and are in conformity with U.S. generally accepted accounting principles (GAAP). Estimates and assumptions are required to be made regarding assets, liabilities and changes in net assets resulting from operations when financial statements are prepared. Changes in the economic environment, financial markets and any other parameters used in determining these estimates could cause actual results to differ.

(a) Investment valuation. Equity securities for which market quotations are available are valued at the last reported sales price or official closing price on the primary market or exchange on which they trade. Debt securities are valued at the mean between the last quoted bid and asked prices provided by an independent pricing service that are based on transactions in debt obligations, quotations from bond dealers, market transactions in comparable securities and various other relationships between securities. Publicly traded foreign government debt securities are typically traded internationally in the over-the-counter market, and are valued at the mean between the last quoted bid and asked prices as of the close of business of that market. When prices are not readily available, or are determined not to reflect fair value, such as when the value of a security has been significantly affected by events after the close of the exchange or market on which the security is principally traded, but before the Fund calculates its net asset value, the Fund may value these securities at fair value as determined in accordance with the procedures approved by the Fund's Board of Directors. Short-term obligations with maturities of 60 days or less are valued at amortized cost, which approximates fair value.

(b) Repurchase agreements. When entering into repurchase agreements, it is the Fund's policy that its custodian or a third party custodian take possession of the underlying collateral securities, the market value of which, at all times, at least equals the principal amount of the repurchase transaction, including accrued interest. To the extent that any repurchase transaction exceeds one business day, the value of the collateral is marked-to-market to ensure the adequacy of the collateral. If the seller defaults, and the market value of the collateral declines or if bankruptcy proceedings are commenced with respect to the seller of the security, realization of the collateral by the Fund may be delayed or limited.

(c) Written options. When the Fund writes an option, an amount equal to the premium received by the Fund is recorded as a liability, the value of which is marked-to-market daily to reflect the current market value of the option written. If the option expires, the Fund realizes a gain from investments equal to the amount of the premium received. When a written call option is exercised, the difference between the premium received plus the option exercise price and the Fund's basis in the underlying security (in the case of a covered written call option), or the cost to purchase the underlying security (in the case of an uncovered written call option), including brokerage commission, is treated as a realized gain or loss. When a written put option is exercised, the amount of the premium received is added to the cost of the security purchased by the Fund from the exercise of the written put option to form the Fund's basis in the underlying security purchased. The writer or buyer of an option traded on an exchange can liquidate the position before the exercise of the option by entering into a closing transaction. The cost of a closing transaction is deducted from the original premium received resulting in a realized gain or loss to the Fund.

The risk in writing a covered call option is that the Fund may forego the opportunity of profit if the market price of the underlying security increases and the option is exercised. The risk in writing a put option is that the Fund may incur a loss if the market price of the underlying security decreases and the option is exercised. The risk in writing a call option is that the Fund is exposed to the risk of loss if the market price of the underlying security increases. In addition, there is the risk that the Fund may not be able to enter into a closing transaction because of an illiquid secondary market.

(d) Financial futures contracts. The Fund may enter into financial futures contracts typically, but not necessarily, to hedge a portion of the portfolio. Upon entering into a financial futures contract, the Fund is required to deposit cash or securities as initial margin, equal in value to a certain percentage of the contract amount (initial margin deposit). Additional securities are also segregated up to the current market value of the financial futures contracts. Subsequent payments, known as variation margin, are made or received by the Fund each day, depending on the daily fluctuations in the value of the underlying financial instruments. For foreign currency denominated futures contracts, variation margins are not settled daily. The Fund recognizes an unrealized gain or loss equal to the fluctuation in the value. When the financial futures contracts are closed, a realized gain or loss is recognized equal to the difference between the proceeds from (or cost of) the closing transactions and the Fund's basis in the contracts.

The risks associated with entering into financial futures contracts include the possibility that a change in the value of the contract may not correlate with the changes in the value of the underlying financial instruments. In addition, investing in financial futures contracts involves the risk that the Fund could lose more than the initial margin deposit and subsequent payments required for a futures transaction. Risks may also arise upon entering into these contracts from the potential inability of the counterparties to meet the terms of their contracts.

Notes to financial statements *continued*

(e) Forward foreign currency contracts. The Fund may enter into a forward foreign currency contract to hedge against foreign currency exchange rate risk on its non-U.S. dollar denominated securities or to facilitate settlement of a foreign currency denominated portfolio transaction. A forward foreign currency contract is an agreement between two parties to buy and sell a currency at a set price with delivery and settlement at a future date. The contract is marked-to-market daily and the change in value is recorded by the Fund as an unrealized gain or loss. When a forward foreign currency contract is closed, through either delivery or offset by entering into another forward foreign currency contract, the Fund records a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value of the contract at the time it was closed.

Forward foreign currency contracts involve elements of market risk in excess of the amounts reflected in the Statement of Assets and Liabilities. The Fund bears the risk of an unfavorable change in the foreign exchange rate underlying the forward foreign currency contract. Risks may also arise upon entering into these contracts from the potential inability of the counterparties to meet the terms of their contracts.

(f) Short sales of securities. A short sale is a transaction in which the Fund sells a security it does not own (but has borrowed) in anticipation of a decline in the market price of that security. To complete a short sale, the Fund may arrange through a broker to borrow the security to be delivered to the buyer. The proceeds received by the Fund for the short sale are retained by the broker until the Fund replaces the borrowed security. In borrowing the security to be delivered to the buyer, the Fund becomes obligated to replace the security borrowed at the market price at the time of replacement, whatever that price may be. A gain, limited to the price at which the Fund sold the security short, or a loss, unlimited in size, will be recognized upon the termination of a short sale.

Dividends declared on short positions existing on the record date are recorded on the ex-dividend date as an expense.

(g) Swap contracts. Swaps involve the exchange by the Fund with another party of the respective amounts payable with respect to a notional principal amount related to one or more indices or securities. The Fund may enter into these transactions to preserve a return or spread on a particular investment or portion of its assets, as a duration management technique, or to protect against any increase in the price of securities the Fund anticipates purchasing at a later date. The Fund may also use these transactions for speculative purposes, such as to obtain the price performance of a security without actually purchasing the security in circumstances where, for example, the subject security is illiquid, is unavailable for direct investment or available only on less attractive terms.

Swaps are marked-to-market daily based upon quotations from market makers and the change in value, if any, is recorded as an unrealized gain or loss in the Statement of Operations. Net receipts or payments of interest are recorded as realized gains or losses, respectively.

Swaps have risks associated with them, including possible default by the counterparty to the transaction, illiquidity and, where swaps are used as hedges, the risk that the use of a swap could result in losses greater than if the swap had not been employed.

(h) Credit default swaps. The Fund may enter into credit default swap (CDS) contracts for investment purposes, to manage its credit risk or to add leverage. CDS agreements involve one party making a stream of payments to another party in exchange for the right to receive a specified return in the event of a default by a third party, typically corporate issuers or sovereign issuers of an emerging country, on a specified obligation. The Fund may use a CDS to provide a measure of protection against defaults of the issuers (i.e., to reduce risk where a Fund has exposure to the sovereign issuer) or to take an active long or short position with respect to the likelihood of a particular issuer's default. As a seller of protection, the Fund generally receives an upfront payment or a fixed rate of income throughout the term of the swap provided that there is no credit event. If the Fund is a seller of protection and a credit event occurs, as defined under the terms of that particular swap agreement, the Fund will pay to the buyer of the protection an amount up to the notional value of the swap, and in certain instances take delivery of the security. As the seller, the Fund would effectively add leverage to its portfolio because, in addition to its total net assets, the Fund would be subject to investment exposure on the notional amount of the swap. As a buyer of protection, the Fund generally receives an amount up to the notional value of the swap if a credit event occurs.

Payments received or made at the beginning of the measurement period are reflected as such on the Statement of Assets and Liabilities. These upfront payments are recorded as realized gain or loss on the Statement of Operations and are amortized over the life of the swap. A liquidation payment received or made at the termination of the swap is recorded as realized gain or loss on the Statement of Operations. Net periodic payments received or paid by the Fund are recorded as realized gain or loss on the Statement of Operations.

Entering into a CDS agreement involves, to varying degrees, elements of credit, market and documentation risk in excess of the related amounts recognized on the Statement of Assets and Liabilities. Such risks involve the possibility that there will be no liquid market for these agreements, that the counterparty to the agreement may default on its obligation to perform or disagree as to the meaning of the contractual terms in the agreement, and that there will be unfavorable changes in net interest rates.

(i) Securities traded on a to-be-announced basis. The Fund may trade securities on a to-be-announced (TBA) basis. In a TBA transaction, the Fund commits to purchasing or selling securities which have not yet been issued by the issuer and for which specific information is not known, such as the face amount and maturity date and the underlying pool of investments in U.S. government agency mortgage pass-through securities. Securities purchased on a TBA basis are not settled until they are delivered to the Fund, normally 15 to 45 days after purchase. Beginning

Notes to financial statements *continued*

on the date the Fund enters into a TBA transaction, cash, U.S. government securities or other liquid high-grade debt obligations are segregated in an amount equal in value to the purchase price of the TBA security. These securities are subject to market fluctuations and their current value is determined in the same manner as for other securities.

(j) Mortgage dollar rolls. The Fund may enter into dollar rolls in which the Fund sells mortgage-backed securities for delivery in the current month, realizing a gain or loss, and simultaneously contracts to repurchase substantially similar (same type, coupon and maturity) securities to settle on a specified future date. During the roll period, the Fund forgoes interest paid on the securities. The Fund is compensated by the interest earned on the cash proceeds of the initial sale and by the typically lower repurchase price at the specified future date. The Fund maintains a segregated account, the dollar value of which is at least equal to its obligations with respect to dollar rolls.

The Fund executes its mortgage dollar rolls entirely in the TBA market, where the Fund makes a forward commitment to purchase a security and, instead of accepting delivery, the position is offset by a sale of the security with a simultaneous agreement to repurchase at a future date.

The risk of entering into a mortgage dollar roll is that the market value of the securities the Fund is obligated to repurchase under the agreement may decline below the repurchase price. In the event the buyer of securities under a mortgage dollar roll files for bankruptcy or becomes insolvent, the Fund's use of proceeds of the dollar roll may be restricted pending a determination by the other party, or its trustee or receiver, whether to enforce the Fund's obligation to repurchase the securities.

(k) Credit and market risk. The Fund invests in high yield and emerging market instruments that are subject to certain credit and market risks. The yields of high yield and emerging market debt obligations reflect, among other things, perceived credit and market risks. The Fund's investment in securities rated below investment grade typically involves risks not associated with higher rated securities including, among others, greater risk related to timely and ultimate payment of interest and principal, greater market price volatility and less liquid secondary market trading. The consequences of political, social, economic or diplomatic changes may have disruptive effects on the market prices of investments held by the Fund. The Fund's investment in non-dollar denominated securities may also result in foreign currency losses caused by devaluations and exchange rate fluctuations.

(l) Cash flow information. The Fund invests in securities and distributes dividends from net investment income and net realized gains, which are paid in cash and may be reinvested at the discretion of shareholders. These activities are reported in the Statement of Changes in Net Assets and additional information on cash receipts and cash payments are presented in the Statement of Cash Flows.

(m) Security transactions and investment income. Security transactions are accounted for on a trade date basis. Interest income, adjusted for amortization of premium and accretion of discount, is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date. Foreign dividend income is recorded on the ex-dividend date or as soon as practicable after the Fund determines the existence of a dividend declaration after exercising reasonable due diligence. The cost of investments sold is determined by use of the specific identification method. To the extent any issuer defaults on an expected interest payment, the Fund's policy is to generally halt any additional interest income accruals and consider the realizability of interest accrued up to the date of default.

(n) Foreign currency translation. Investment securities and other assets and liabilities denominated in foreign currencies are translated into U.S. dollar amounts based upon prevailing exchange rates at the date of valuation. Purchases and sales of investment securities and income and expense items denominated in foreign currencies are translated into U.S. dollar amounts based upon prevailing exchange rates on the respective dates of such transactions.

The Fund does not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in market prices of securities held. Such fluctuations are included with the net realized and unrealized gain or loss on investments.

Net realized foreign exchange gains or losses arise from sales of foreign currencies, including gains and losses on forward foreign currency contracts, currency gains or losses realized between the trade and settlement dates on securities transactions, and the difference between the amounts of dividends, interest, and foreign withholding taxes recorded on the Fund's books and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign exchange gains and losses arise from changes in the fair values of assets and liabilities, other than investments in securities, at the date of valuation, resulting from changes in exchange rates.

Foreign security and currency transactions may involve certain considerations and risks not typically associated with those of U.S. dollar denominated transactions as a result of, among other factors, the possibility of lower levels of governmental supervision and regulation of foreign securities markets and the possibility of political or economic instability.

(o) Distributions to shareholders. Distributions from net investment income for the Fund, if any, are declared and paid on a monthly basis. Distributions of net realized gains, if any, are declared at least annually. Pursuant to its Managed Distribution Policy, the Fund intends to make regular monthly distributions to shareholders at a fixed rate per common share, which rate may be adjusted from time to time by the Fund's Board of Directors. Under the Fund's Managed Distribution Policy, if, for any monthly distribution, the value of the Fund's net investment income and net realized capital gain is less than the amount of the distribution, the difference will be distributed from the Fund's assets (and constitute a return of capital). The

Notes to financial statements *continued*

Board of Directors may modify, terminate or suspend the Managed Distribution Policy at any time, including when certain events would make part of the return of capital taxable to shareholders. Any such modification, termination or suspension could have an adverse effect on the market price for Fund's shares. Distributions are recorded on the ex-dividend date and are determined in accordance with income tax regulations, which may differ from GAAP.

Effective in 2009, the Fund will pay distributions quarterly beginning with the quarter ended March 2009.

(p) Fees paid indirectly. The Fund's custody fees are reduced according to a fee arrangement, which provides for a reduction based on the level of cash deposited with the custodian by the Fund. If material, the amount is shown as a reduction of expenses on the Statement of Operations.

(q) Federal and other taxes. It is the Fund's policy to comply with the federal income and excise tax requirements of the Internal Revenue Code of 1986, as amended, applicable to regulated investment companies. Accordingly, the Fund intends to distribute substantially all of its taxable income and net realized gains, if any, to shareholders each year. Therefore, no federal income tax provision is required in the Fund's financial statements. However due to the timing of when distributions are made, the Fund may be subject to an excise tax of 4% of the amount by which 98% of the Fund's annual taxable income exceeds the distributions from such taxable income for the year. The Fund paid \$1,321,440 of Federal excise taxes attributable to calendar year 2007 in March 2008. The fund does not anticipate being subject to an excise tax for calendar year 2008. Under the applicable foreign tax laws, a withholding tax may be imposed on interest, dividends and capital gains at various rates.

Management has analyzed the Fund's tax positions taken on federal income tax returns for all open tax years and has concluded that as of October 31, 2008, no provision for income tax would be required in the Fund's financial statements. The Fund's federal and state income and federal excise tax returns for tax years for which the applicable statutes of limitations have not expired are subject to examination by the Internal Revenue Service and state departments of revenue.

(r) Reclassification. GAAP requires that certain components of net assets be adjusted to reflect permanent differences between financial and tax reporting. These reclassifications have no effect on net assets or net asset values per share. During the current year, the following reclassifications have been made:

| | UNDISTRIBUTED NET INVESTMENT INCOME | ACCUMULATED NET REALIZED LOSS | PAID-IN CAPITAL |
|-----|--|----------------------------------|--------------------|
| (a) | \$606,545 | | |
| (b) | 169,399 | \$(169,399) | \$(606,545) |

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- (a) Reclassifications are primarily due to a non-deductible excise tax accrued by the Fund.
- (b) Reclassifications are primarily due to foreign currency transactions treated as ordinary income for tax purposes, differences between book and tax amortization of premium on fixed income securities, income from mortgage backed securities treated as capital gains for tax purposes, book/tax differences in the treatment of swap contracts and book/tax differences in the treatment of distributions.

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2. Investment management agreement and other transactions with affiliates

Legg Mason Partners Fund Advisor, LLC (LMPFA) is the Fund's investment manager. ClearBridge Advisors, LLC (ClearBridge), Western Asset Management Company (Western Asset) and Western Asset Management Company Limited (Western Asset Limited) are the Fund's subadvisers. LMPFA, ClearBridge, Western Asset and Western Asset Limited are wholly-owned subsidiaries of Legg Mason, Inc. (Legg Mason).

LMPFA provides administrative and certain oversight services to the Fund. The Fund pays an investment management fee, calculated daily and paid monthly, at an annual rate of 0.85% of the Fund's average daily net assets plus the proceeds of any outstanding borrowings used for leverage.

LMPFA has delegated to ClearBridge the day-to-day portfolio management of the Fund. ClearBridge provides investment advisory services to the Fund by both determining the allocation of the Fund's assets between equity and fixed-income investments and performing day-to-day management of the Fund's investments in equity securities. Western Asset provides advisory services to the Fund by performing the day-to-day management of the Fund's fixed-income investments. For its services, LMPFA pays the subadvisers 70% of the net management fee it receives from the Fund. This fee will be divided on a pro rata basis, based on assets allocated to each subadviser, from time to time.

Western Asset Limited provides certain advisory services to the Fund relating to currency transactions and investments in non-U.S. dollar denominated securities. Western Asset Limited does not receive any compensation from the Fund. In turn, Western Asset pays Western Asset Limited a subadvisory fee of 0.30% on the assets managed by Western Asset Limited.

During periods in which the Fund is utilizing leverage, the fees which are payable to LMPFA as a percentage of the Fund's net assets will be higher than if the Fund did not utilize leverage because the fees are calculated as a percentage of the Fund's net assets, including those investments purchased with leverage.

Certain officers and one Director of the Fund are employees of Legg Mason or its affiliates and do not receive compensation from the Fund.

3. Investments

During the year ended October 31, 2008, the aggregate cost of purchases and proceeds from sales of investments (excluding short-term investments) and U.S Government & Agency Obligations were as follows:

| | INVESTMENTS | U.S. GOVERNMENT & AGENCY OBLIGATIONS |
|-----------|----------------|---|
| Purchases | \$ 958,563,892 | \$117,565,622 |
| Sales | 1,012,350,444 | 163,667,474 |

Notes to financial statements continued

At October 31, 2008, the aggregate gross unrealized appreciation and depreciation of investments for federal income tax purposes were as follows:

| | |
|-------------------------------|-----------------|
| Gross unrealized appreciation | \$ 1,557,411 |
| Gross unrealized depreciation | (183,525,270) |
| Net unrealized depreciation | \$(181,967,859) |

During the year ended October 31, 2008, written option transactions for the Fund were as follows:

| | NUMBER OF CONTRACTS | PREMIUMS RECEIVED |
|---|------------------------|----------------------|
| Written options, outstanding October 31, 2007 | 10 | \$ 9,169 |
| Options written | 20,545 | 5,208,896 |
| Options closed | (17,783) | (4,550,187) |
| Options expired | (699) | (144,632) |
| Written options, outstanding October 31, 2008 | 2,073 | \$ 523,246 |

At October 31, 2008, the Fund had the following open forward foreign currency contracts:

| FOREIGN CURRENCY | LOCAL CURRENCY | MARKET VALUE | SETTLEMENT DATE | UNREALIZED GAIN(LOSS) |
|---------------------------|-------------------|-----------------|--------------------|--------------------------|
| Contracts to buy: | | | | |
| British Pound | 808,000 | \$1,304,799 | 11/5/08 | \$ (6,989) |
| Euro | 1,320,254 | 1,679,954 | 11/5/08 | (392,673) |
| Euro | 2,830,000 | 3,601,027 | 11/5/08 | (41,749) |
| Japanese Yen | 72,660,000 | 739,493 | 11/5/08 | 64,214 |
| Euro | 5,320,192 | 6,761,694 | 12/4/08 | (1,073,352) |
| Swedish Krona | 49,111,284 | 6,333,320 | 12/4/08 | (1,223,425) |
| Swiss Franc | 4,428,000 | 3,814,348 | 12/4/08 | (302,309) |
| Euro | 1,320,254 | 1,676,272 | 2/3/09 | (76,075) |
| Japanese Yen | 72,660,000 | 742,614 | 2/3/09 | 1,186 |
| | | | | (3,051,172) |
| Contracts to sell: | | | | |
| British Pound | 808,000 | \$1,304,799 | 11/5/08 | \$ 285,345 |
| Euro | 2,830,000 | 3,601,027 | 11/5/08 | 796,793 |
| Euro | 1,320,254 | 1,679,954 | 11/5/08 | 75,984 |
| Japanese Yen | 72,660,000 | 739,493 | 11/5/08 | (4,068) |
| Euro | 5,320,192 | 6,761,694 | 12/4/08 | 838,306 |
| Swedish Krona | 49,111,284 | 6,333,320 | 12/4/08 | 1,066,680 |
| Swiss Franc | 4,428,000 | 3,814,348 | 12/4/08 | 185,652 |
| British Pound | 808,000 | 1,299,030 | 2/3/09 | 7,506 |
| Euro | 2,830,000 | 3,593,134 | 2/3/09 | 43,416 |
| Japanese Yen | 72,350,000 | 739,446 | 2/3/09 | 24,586 |
| | | | | 3,320,200 |

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Net unrealized gain on open forward foreign currency
contracts

\$ 269,028

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At October 31, 2008, the Fund had the following open futures contracts:

| | NUMBER OF CONTRACTS | EXPIRATION DATE | BASIS VALUE | MARKET VALUE | UNREALIZED GAIN(LOSS) |
|---|------------------------|--------------------|----------------|-----------------|--------------------------|
| Contracts to Buy: | | | | | |
| 90 Day Eurodollar | 139 | 3/09 | \$33,471,895 | \$33,978,550 | \$ 506,655 |
| 90 Day Eurodollar | 14 | 6/09 | 3,420,938 | 3,415,300 | (5,638) |
| 90 Day Eurodollar | 46 | 9/09 | 11,181,557 | 11,199,275 | 17,718 |
| British Pound 90 Day Germany Federal Republic 10-Year Bonds | 10 | 3/09 | 1,902,902 | 1,952,374 | 49,472 |
| | 14 | 12/08 | 2,051,638 | 2,065,292 | 13,654 |
| U.S. Treasury 2-Year Notes | 62 | 12/08 | 13,149,341 | 13,319,343 | 170,002 |
| U.S. Treasury 5-Year Notes | 125 | 12/08 | 13,996,268 | 14,157,227 | 160,959 |
| | | | | | \$ 912,822 |
| Contracts to Sell: | | | | | |
| U.S. Treasury 10-Year Notes | 87 | 12/08 | \$10,183,704 | \$ 9,837,797 | 345,907 |
| Net unrealized gain on open futures contracts | | | | | \$1,258,729 |

At October 31, 2008, the Fund had the following open swap contracts:

| SWAP COUNTERPARTY (REFERENCE ENTITY) | NOTIONAL AMOUNT | TERMINATION DATE | PERIODIC PAYMENTS MADE BY THE FUND | PERIODIC PAYMENTS RECEIVED BY THE FUND | UNREALIZED APPRECIATION/ (DEPRECIATION) |
|--|--------------------|---------------------|---|---|---|
| Interest Rate Swaps: | | | | | |
| Barclay s Capital Inc. | \$1,079,000 | 5/31/12 | 3-Month LIBOR | 4.400% semi-annually | \$ 34,484 |
| Barclay s Capital Inc. | 3,100,000 | 9/27/12 | 3-Month LIBOR | 4.520% semi-annually | 8,618 |
| Barclay s Capital Inc. | 740,000 | 9/27/20 | 4.910% semi-annually | 3-Month LIBOR | 1,028 |
| | | | | | \$ 44,130 |
| Credit Default Swaps: | | | | | |
| Barclay s Capital Inc. (AMBAC Assurance Corp.) | 30,000 | 12/20/12 | 0.360% quarterly | (a) | 8,665 |
| Barclay s Capital Inc. (MBIA Insurance Corp.) | 40,000 | 12/20/12 | (b) | 0.305% quarterly | (13,209) |
| Barclay s Capital Inc. (AMBAC Assurance Corp.) | 50,000 | 12/20/12 | 0.360% quarterly | (a) | 14,441 |
| Barclay s Capital Inc. (MBIA Insurance Corp.) | 60,000 | 12/20/12 | (b) | 0.310% quarterly | (19,741) |
| | | | | | \$ (9,844) |
| Net unrealized appreciation on open swap contracts | | | | | \$ 34,286 |

Percentage shown is an annual percentage rate.

(a) As a buyer of protection, the Fund generally receives an amount up to the notional value of the swap if a credit event occurs.

(b) As a seller of protection, the Fund will pay an amount up to the notional value of the swap, and in certain instances take delivery of the security if a credit event occurs.

Notes to financial statements *continued*

4. Loan

At October 31, 2008, the Fund had a \$150,000,000 credit line available pursuant to a revolving credit and security agreement, dated as of December 21, 2006 (the Agreement), with CHARTA, LLC and Citibank N.A. (Citibank). Citibank acts as administrative agent and secondary lender. As of October 31, 2008, the Fund had a \$145,000,000 loan outstanding pursuant to the Agreement. The loan generally bears interest at a variable rate based on the weighted average interest rates of the underlying commercial paper or LIBOR plus any applicable margin. In addition, the Fund pays a commitment fee on the total credit line available whether used or unused, at an annual rate of 0.12%. Securities held by the Fund are subject to a lien, granted to the lenders, to the extent of the borrowings outstanding and any additional expenses. For the year ended October 31, 2008, the Fund incurred interest expense on this loan in the amount of \$6,657,094 and commitment fees in the amount of \$481,837.

5. Distributions subsequent to October 31, 2008

On August 14, 2008, the Board of Directors of the Fund declared two distributions in the amount of \$0.1400 per share payable on November 28, 2008 and December 26, 2008 to shareholders of record on November 21, 2008 and December 19, 2008, respectively.

6. Capital shares

On November 20, 2006, the Fund's Board authorized the Fund to repurchase from time to time in the open market up to 1,000,000 shares of the Fund's common stock (the Program). The Board of Directors directed the management of the Fund to repurchase shares of the Fund's common stock at such times and in such amounts as management believes will enhance shareholder value, subject to review by the Fund's Board of Directors. As of October 31, 2008, no shares of common stock have been repurchased under this program.

7. Income tax information and distributions to shareholders

The tax character of distributions paid during the fiscal years ended October 31, were as follows:

| | 2008 | 2007 |
|--|--------------|--------------|
| <i>Distributions Paid From:</i> | | |
| Ordinary Income | \$87,431,154 | \$ 5,876,530 |
| Net Long-term Capital Gains | 8,753,625 | 40,567,834 |
| <i>Total distributions paid</i> | \$96,184,779 | \$46,444,364 |

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As of October 31, 2008, the components of accumulated earnings on a tax basis were as follows:

| | |
|---|-----------------|
| Undistributed ordinary income net | \$ 10,127,692 |
| Capital loss carryforward* | (52,209,925) |
| Other book/tax temporary differences(a) | (1,654,281) |
| Unrealized appreciation/(depreciation)(b) | (180,418,789) |
| Total accumulated earnings / (losses) net | \$(224,155,303) |

* As of October 31, 2008, the Fund had the following net capital loss carryforward remaining:

| Year of Expiration | Amount |
|--------------------|----------------|
| 10/31/2016 | \$(52,209,925) |

This amount will be available to offset any future taxable capital gains.

(a) Other book/tax temporary differences are attributable primarily to the realization for tax purposes of unrealized gains on certain futures contracts and foreign currency contracts, differences between book/tax accrual of interest income on securities in default and book/tax differences in the timing of the deductibility of various expenses.

(b) The difference between book-basis and tax-basis unrealized appreciation / (depreciation) is attributable primarily to the tax deferral of losses on wash sales and the difference between book and tax amortization methods for premiums on fixed income securities and other book/tax basis adjustments.

8. Recent accounting pronouncements

On September 20, 2006, the Financial Accounting Standards Board (FASB) released Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* (FAS 157). FAS 157 establishes an authoritative definition of fair value, sets out a framework for measuring fair value, and requires additional disclosures about fair value measurements. The application of FAS 157 is required for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. Management has determined that there is no material impact to the Fund's valuation policies as a result of adopting FAS 157. The Fund will implement the disclosure requirements beginning with its December 31, 2008 annual report.

* * *

In March 2008, FASB issued the Statement of Financial Accounting Standards No. 161, *Disclosures about Derivative Instruments and Hedging Activities* (FAS 161). FAS 161 is effective for fiscal years and interim periods beginning after November 15, 2008. FAS 161 requires enhanced disclosures about the Fund's derivative and hedging activities, including how such activities are accounted for and their effect on the Fund's financial position, performance and cash flows. Management is currently evaluating the impact the adoption of FAS 161 will have on the Fund's

financial statements and related disclosures.

* * *

Notes to financial statements *continued*

During September 2008, FASB Staff Position FAS 133-1 and FASB Interpretation 45-4, *Disclosures about Credit Derivatives and Certain Guarantees: An Amendment of FASB Statement No. 133 and FASB Interpretation No. 45; and Clarification of the Effective Date of FASB Statement No. 161* (Amendment) was issued and is effective for annual and interim reporting periods ending after November 15, 2008. The Amendment requires enhanced disclosures regarding credit derivatives and hybrid financial instruments containing embedded credit derivatives. Management is currently evaluating the impact the adoption of the Amendment will have on the Fund's financial statement disclosures.

9. Subsequent event

Effective November 1, 2008, the fiscal year end for LMP Capital and Income Fund Inc. will be changed from October 31st to December 31st. This change will result in a stub period annual report being produced for the two-month period ending December 31, 2008.

Report of independent registered public accounting firm

**The Board of Directors and Shareholders
LMP Capital and Income Fund Inc.:**

We have audited the accompanying statement of assets and liabilities, including the schedule of investments, of LMP Capital and Income Fund Inc. as of October 31, 2008, and the related statement of operations for the year then ended, the statements of changes in net assets for each of the years in the two-year period then ended, the statement of cash flows for the year then ended, and the financial highlights for each of the years in the four-year period then ended. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits. The financial highlights for the period from February 24, 2004 (commencement of operations) to October 31, 2004 were audited by other independent registered public accountants whose report thereon, dated December 21, 2004, expressed an unqualified opinion on those financial highlights.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of October 31, 2008, by correspondence with the custodian and brokers or by other appropriate auditing procedures. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of LMP Capital and Income Fund Inc. as of October 31, 2008, and the results of its operations for the year then ended, the changes in its net assets for each of the years in the two-year period then ended, its cash flows for the year then ended, and the financial highlights for each of the years in the four-year period then ended, in conformity with U.S. generally accepted accounting principles.

New York, New York

December 22, 2008

Additional information (unaudited)

Information about Directors and Officers

The business and affairs of LMP Capital and Income Fund Inc. (Fund) are managed under the direction of the Board of Directors. Information pertaining to the Directors and Officers of the Fund is set forth below.

NON-INTERESTED DIRECTORS:

CAROL L. COLMAN

c/o Chairman of the Fund, Legg Mason & Co., LLC (Legg Mason), 620 Eighth Avenue, New York, NY 10018

| | |
|--|---|
| Birth year | 1946 |
| Position(s) held with Fund ¹ | Director and Member of the Nominating and Audit Committees, Class I |
| Term of office ¹ and length of time served | Since 2003 |
| Principal occupation(s) during past five years | President, Colman Consulting Co. |
| Number of portfolios in fund complex overseen by director (including the Fund) | 23 |
| Other board memberships held by Director | None |

DANIEL P. CRONIN

c/o Chairman of the Fund, Legg Mason, 620 Eighth Avenue, New York, NY 10018

| | |
|--|---|
| Birth year | 1946 |
| Position(s) held with Fund ¹ | Director and Member of the Nominating and Audit Committees, Class I |
| Term of office ¹ and length of time served | Since 2003 |
| Principal occupation(s) during past five years | Retired; Formerly, Associate General Counsel, Pfizer Inc. (prior to and including 2004) |
| Number of portfolios in fund complex overseen by director (including the Fund) | 23 |
| Other board memberships held by Director | None |

PAOLO M. CUCCHI

c/o Chairman of the Fund, Legg Mason, 620 Eighth Avenue, New York, NY 10018

| | |
|--|--|
| Birth year | 1941 |
| Position(s) held with Fund ¹ | Director and Member of the Nominating and Audit Committees, Class I |
| Term of office ¹ and length of time served | Since 2007 |
| Principal occupation(s) during past five years | Professor of Italian and French languages, Drew University (since 1984); Formerly, Vice President and Dean of College of Liberal Arts at Drew University (from 1984 to 2008) |
| Number of portfolios in fund complex overseen by director (including the Fund) | 23 |
| Other board memberships held by Director | None |

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LESLIE H. GELB

c/o Chairman of the Fund, Legg Mason, 620 Eighth Avenue, New York, NY 10018

| | |
|--|--|
| Birth year | 1937 |
| Position(s) held with Fund1 | Director and Member of the Nominating and Audit Committees, Class II |
| Term of office1 and length of time served | Since 2003 |
| Principal occupation(s) during past five years | President Emeritus and Senior Board Fellow, The Council on Foreign Relations (since 2003); Formerly, President, The Council on Foreign Relations; Formerly, Columnist, Deputy Editorial Page Editor and Editor, Op-Ed Page, The New York Times |
| Number of portfolios in fund complex overseen by director (including the Fund) | 23 |
| Other board memberships held by Director | Director of two registered investment companies advised by Blackstone Asia Advisors LLC (Blackstone Advisors): India Fund Inc. and Asia Tigers Fund, Inc. |

WILLIAM R. HUTCHINSON

c/o Chairman of the Fund, Legg Mason, 620 Eighth Avenue, New York, NY 10018

| | |
|--|--|
| Birth year | 1942 |
| Position(s) held with Fund1 | Director and Member of the Nominating and Audit Committees, Class II |
| Term of office1 and length of time served | Since 2003 |
| Principal occupation(s) during past five years | President, W.R. Hutchinson & Associates Inc. (since 2001) |
| Number of portfolios in fund complex overseen by director (including the Fund) | 23 |
| Other board memberships held by Director | Director of Associated Banc-Corp. |

RIORDAN ROETT

c/o Chairman of the Fund, Legg Mason, 620 Eighth Avenue, New York, NY 10018

| | |
|--|---|
| Birth year | 1938 |
| Position(s) held with Fund1 | Director and Member of the Nominating and Audit Committees, Class III |
| Term of office1 and length of time served | Since 2003 |
| Principal occupation(s) during past five years | The Sarita and Don Johnston Professor of Political Science and Director, of Western Hemisphere Studies, Paul H. Nitze School of Advanced International Studies, The Johns Hopkins University (since 1993) |
| Number of portfolios in fund complex overseen by director (including the Fund) | 23 |
| Other board memberships held by Director | None |

Additional information (unaudited) continued

Information about Directors and Officers

JESWALD W. SALACUSE

c/o Chairman of the Fund, Legg Mason, 620 Eighth Avenue, New York, NY 10018

| | |
|--|--|
| Birth year | 1938 |
| Position(s) held with Fund1 | Director and Member of the Nominating and Audit Committees, Class III |
| Term of office1 and length of time served | Since 2003 |
| Principal occupation(s) during past five years | Henry J. Braker Professor of Commercial Law, The Fletcher School of Law and Diplomacy, Tufts University (since 1986); President, Arbitration Tribunal, World Bank/ICSID (since 2004) |
| Number of portfolios in fund complex overseen by director (including the Fund) | 23 |
| Other board memberships held by Director | Director of two registered investment companies advised by Blackstone Advisors |

INTERESTED DIRECTORS:

R. JAY GERKEN, CFA2

Legg Mason, 620 Eighth Avenue, New York, NY 10018

| | |
|--|--|
| Birth year | 1951 |
| Position(s) held with Fund1 | Director, Chairman, President and Chief Executive Officer, Class II |
| Term of office1 and length of time served | Since 2003 |
| Principal occupation(s) during past five years | Managing Director, Legg Mason; Chairman of the Board and Trustee/Director of 163 funds associated with Legg Mason Partners Fund Advisor, LLC. (LMPFA) and its affiliates; President of LMPFA (since 2006); Chairman, President and Chief Executive Officer of certain mutual funds associated with Legg Mason & Co. 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) |
| Number of portfolios in fund complex overseen by director (including the Fund) | 148 |
| Other board memberships held by Director | None |

OFFICERS:

KAPREL OZSOLAK

Legg Mason, 55 Water Street, New York, NY 10041

| | |
|--|--|
| Birth year | 1965 |
| Position(s) held with Fund1 | Chief Financial Officer and Treasurer |
| Term of office1 and length of time served | Since 2007 |
| Principal occupation(s) during past five years | Director of Legg Mason; Chief Financial Officer and Treasurer of certain funds associated with Legg Mason; Formerly, Controller of certain funds associated with certain predecessor firms of Legg Mason (from 2002 to 2004) |

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TED P. BECKER

Legg Mason, 620 Eighth Avenue, New York, NY 10018

Birth year
 Position(s) held with Fund1
 Term of office1 and length of
 time served
 Principal occupation(s) during past
 five years

1951
 Chief Compliance Officer

Since 2006

Director of Global Compliance at Legg Mason (since 2006); Chief Compliance Officer of LMPFA (since 2006); Managing Director of Compliance at Legg Mason, (since 2005); Chief Compliance Officer with certain mutual funds associated with Legg Mason, LMPFA and certain affiliates (since 2006); Formerly, Managing Director of Compliance at Citigroup Asset Management (CAM) or its predecessors (from 2002 to 2005)

ROBERT I. FRENKEL

Legg Mason, 100 First Stamford Place, Stamford, CT 06902

Birth year
 Position(s) held with Fund1
 Term of office1 and length of
 time served
 Principal occupation(s) during past
 five years

1954
 Secretary and Chief Legal Officer

Since 2003

Managing Director and General Counsel of Global Mutual Funds for Legg Mason and its predecessor (since 1994); Secretary and Chief Legal Officer of mutual funds associated with Legg Mason (since 2003); Formerly, Secretary of CFM (from 2001 to 2004)

THOMAS C. MANDIA

Legg Mason, 100 First Stamford Place, Stamford, CT 06902

Birth year
 Position(s) held with Fund1
 Term of office1 and length of
 time served
 Principal occupation(s) during past
 five years

1962
 Assistant Secretary

Since 2006

Managing Director and Deputy General Counsel of Legg Mason & Co. (since 2005); Managing Director and Deputy General Counsel for CAM (from 1992 to 2005); Assistant Secretary of certain mutual funds associated with Legg Mason

ALBERT LASKAJ

Legg Mason, 55 Water Street, New York, NY 10041

Birth year
 Position(s) held with Fund1
 Term of office1 and length of
 time served
 Principal occupation(s) during past
 five years

1977
 Controller

Since 2007

Vice President of Legg Mason (since 2008); Controller of certain funds associated with Legg Mason (Since 2007); Formerly, Assistant Controller of certain mutual funds associated with Legg Mason (from 2005 to 2007); Formerly, Accounting Manager of certain mutual funds associated with certain predecessor firms of Legg Mason (from 2003 to 2005)

Additional information (unaudited) continued

Information about Directors and Officers

STEVEN FRANK

Legg Mason, 55 Water Street, New York, NY 10041

Birth year

1967

Position(s) held with Fund¹

Controller

Term of office¹ and length of

Since 2007

time served

Principal occupation(s) during past

Vice President of Legg Mason (since 2002); Controller of certain funds associated with Legg Mason or its predecessors (since 2005); Formerly, Assistant Controller of certain mutual funds associated with Legg Mason predecessors (from 2001 to 2005)

five years

¹ The Fund's Board of Directors is divided into three classes: Class I, Class II and Class III. The terms of office of the Class I, II and III Directors expire at the Annual Meetings of Stockholders in the year 2009, year 2010 and year 2011, respectively, or thereafter in each case when their respective successors are duly elected and qualified. The Fund's executive officers are chosen each year at the first meeting of the Fund's Board of Directors following the Annual Meeting of Stockholders, to hold office until the meeting of the Board following the next Annual Meeting of Stockholders and until their successors are duly elected and qualified.

² Mr. Gerken is an interested person of the Fund as defined in the 1940 Act because Mr. Gerken is an officer of LMPFA and certain of its affiliates.

Annual chief executive officer and chief financial officer certifications (unaudited)

The Fund's Chief Executive Officer has submitted to the NYSE the required annual certification and the Fund also has included the Certifications of the Fund's Chief Executive Officer and Chief Financial Officer required by Section 302 of the Sarbanes-Oxley Act in the Fund's Form N-CSR filed with the SEC for the period of this report..

LMP Capital and Income Fund Inc. 55

Dividend reinvestment plan (unaudited)

Unless you elect to receive distributions in cash, all distributions, on your Common Shares will be automatically reinvested by American Stock Transfer & Trust Company, as agent for the Common Shareholders (the Plan Agent), in additional Common Shares under the Dividend Reinvestment Plan (the Plan). You may elect not to participate in the Plan by contacting the Plan Agent. If you do not participate, you will receive all cash distributions paid by check mailed directly to you by American Stock Transfer & Trust Company as dividend paying agent.

If you participate in the Plan, the number of Common Shares you will receive will be determined as follows:

(1) If the market price of the Common Shares on the record date (or, if the record date is not a New York Stock Exchange trading day, the immediately preceding trading day) for determining shareholders eligible to receive the relevant distribution (the determination date) is equal to or exceeds the net asset value per share of the Common Shares, the Fund will issue new Common Shares at a price equal to the greater of (a) the net asset value per share at the close of trading on the Exchange on the determination date or (b) 95% of the market price per share of the Common Shares on the determination date.

(2) If the net asset value per share of the Common Shares exceeds the market price of the Common Shares on the determination date, the Plan Agent will receive the distribution in cash and will buy Common Shares in the open market, on the Exchange or elsewhere, for your account as soon as practicable commencing on the trading day following the determination date and terminating no later than the earlier of (a) 30 days after the distribution payment date, or (b) the record date for the next succeeding distribution to be made to the Common Shareholders; except when necessary to comply with applicable provisions of the federal securities laws. If during this period: (i) the market price rises so that it equals or exceeds the net asset value per share of the Common Shares at the close of trading on the Exchange on the determination date before the Plan Agent has completed the open market purchases or (ii) if the Plan Agent is unable to invest the full amount eligible to be reinvested in open market purchases, the Plan Agent will cease purchasing Common Shares in the open market and the Fund shall issue the remaining Common Shares at a price per share equal to the greater of (a) the net asset value per share at the close of trading on the Exchange on the determination date or (b) 95% of the then current market price per share.

The Plan Agent maintains all participants' accounts in the Plan and gives written confirmation of all transactions in the accounts, including information you may need for tax records. Common Shares in your account will be held by the Plan Agent in non-certified form. Any proxy you receive will include all Common Shares you have received under the Plan.

You may withdraw from the Plan by notifying the Plan Agent in writing at 59 Maiden Lane, New York, New York 10038. Such withdrawal will be effective immediately if notice is received by the Plan Agent not less than ten business days prior to any dividend or distribution record date; otherwise such

withdrawal will be effective as soon as practicable after the Plan Agent's investment of the most recently declared dividend or distribution on the Common Shares. The Plan may be terminated by the Fund upon notice in writing mailed to Common Shareholders at least 30 days prior to the record date for the payment of any dividend or distribution by the Fund for which the termination is to be effective. Upon any termination, you will be sent a certificate or certificates for the full Common Shares held for you under the Plan and cash for any fractional Common Shares. You may elect to notify the Plan Agent in advance of such termination to have the Plan Agent sell part or all of your shares on your behalf. The Plan Agent is authorized to deduct brokerage charges actually incurred for this transaction from the proceeds.

There is no service charge for reinvestment of your dividends or distributions in Common Shares. However, all participants will pay a pro rata share of brokerage commissions incurred by the Plan Agent when it makes open market purchases. Because all dividends and distributions will be automatically reinvested in additional Common Shares, this allows you to add to your investment through dollar cost averaging, which may lower the average cost of your Common Shares over time.

Automatically reinvesting dividends and distributions does not mean that you do not have to pay income taxes due upon receiving dividends and distributions.

The Fund reserves the right to amend or terminate the Plan if, in the judgment of the Board of Directors, the change is warranted. There is no direct service charge to participants in the Plan; however, the Fund reserves the right to amend the Plan to include a service charge payable by the participants. Additional information about the Plan and your account may be obtained from the Plan Agent at 1-888-888-0151.

Important tax information (unaudited)

The following information is provided with respect to the distributions paid during the taxable year ended October 31, 2008:

| | | | | | | |
|---|------------|------------|------------|------------|------------|------------|
| Record Date: | 11/23/2007 | 12/21/2007 | 1/18/2008 | 2/22/2008 | 3/20/2008 | 4/18/2008 |
| Payable Date: | 11/30/2007 | 12/28/2007 | 1/25/2008 | 2/29/2008 | 3/28/2008 | 4/25/2008 |
| Ordinary Income: | | | | | | |
| Qualified Dividend Income for Individuals | 9.36% | 9.36% | 9.36% | 9.36% | 9.36% | 9.36% |
| Dividends Qualifying for the Dividends Received Deduction for Corporations | 8.34% | 8.34% | 8.34% | 8.34% | 8.34% | 8.34% |
| Interest from Federal Obligations | | | | | | |
| Long-Term Capital Gain Dividend | \$0.012800 | \$0.152700 | \$0.012800 | \$0.012800 | \$0.012800 | \$0.012800 |
| Record Date: | 5/23/2008 | 6/20/2008 | 7/18/2008 | 8/22/2008 | 9/19/2008 | 10/24/2008 |
| Payable Date: | 5/30/2008 | 6/27/2008 | 7/25/2008 | 8/29/2008 | 9/26/2008 | 10/31/2008 |
| Ordinary Income: | | | | | | |
| Qualified Dividend Income for Individuals | 9.36% | 9.36% | 9.36% | 9.36% | 9.36% | 16.02% |
| Dividends Qualifying for the Dividends Received Deduction for Corporations | 8.34% | 8.34% | 8.34% | 8.34% | 8.34% | 14.91% |
| Interest from Federal Obligations | | | | | | 0.57% |
| Long-Term Capital Gain Dividend | \$0.012800 | \$0.012800 | \$0.012800 | \$0.012800 | \$0.012800 | \$0.011400 |

The law varies in each state as to whether and what percentage of dividend income attributable to Federal obligations is exempt from state income tax. We recommend that you consult with your tax adviser to determine if any portion of the dividends you received is exempt from state income taxes.

Please retain this information for your records.

LMP Capital and Income Fund Inc.

Directors

Carol L. Colman
Daniel P. Cronin
Paolo M. Cucchi
Leslie H. Gelb
R. Jay Gerken, CFA
Chairman
William R. Hutchinson
Riordan Roett
Jeswald W. Salacuse

Officers

R. Jay Gerken, CFA
President and Chief Executive Officer

Kaprel Ozsolak
Chief Financial Officer and Treasurer

Ted P. Becker
Chief Compliance Officer

Robert I. Frenkel
Secretary and Chief Legal Officer

Thomas C. Mandia
Assistant Secretary

Albert Laskaj
Controller

Steven Frank
Controller

LMP Capital and Income Fund Inc.

55 Water Street
New York, New York 10041

Investment manager

Legg Mason Partners Fund Advisor, LLC

Subadvisers

ClearBridge Advisors, LLC

Western Asset Management Company

Western Asset Management Company Limited

Custodian

State Street Bank and Trust Company
225 Franklin Street
Boston, Massachusetts 02110

Transfer agent

American Stock Transfer & Trust Company
59 Maiden Lane
New York, New York 10038

Independent registered public accounting firm

KPMG LLP
345 Park Avenue
New York, New York 10154

Legal counsel

Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017

New York Stock Exchange Symbol

SCD

LMP Capital and Income Fund Inc.

LMP CAPITAL AND INCOME FUND INC.
55 Water Street
New York, New York 10041

Notice is hereby given in accordance with Section 23(c) of the Investment Company Act of 1940, as amended, that from time to time the Fund may purchase, at market prices, shares of its common stock in the open market.

The Fund files its complete schedule of portfolio holdings with the Securities and Exchange Commission (SEC) for the first and third quarters of each fiscal year on Form N-Q. The Fund's Forms N-Q are available on the SEC's website at www.sec.gov. The Fund's Forms N-Q may be reviewed and copied at the SEC's Public Reference Room in Washington D.C., and information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330. To obtain information on Form N-Q from the Fund, shareholders can call 1-800-451-2010.

Information on how the Fund voted proxies relating to portfolio securities during the prior 12-month period ended June 30th of each year and a description of the policies and procedures that the Fund uses to determine how to vote proxies related to portfolio transactions are available (1) without charge, upon request, by calling 1-800-451-2010. (2) on the Fund's website at www.leggmason.com/cef and (3) on the SEC's website at www.sec.gov.

This report is transmitted to the shareholders of LMP Capital and Income Fund Inc. for their information. This is not a prospectus, circular or representation intended for use in the purchase of shares of the Fund or any securities mentioned in this report.

American Stock
Transfer & Trust Company
59 Maiden Lane
New York, New York 10038

FD03548 12/08 SR08-721

ITEM 2. CODE OF ETHICS.

The registrant has adopted a code of ethics that applies to the registrant's principal executive officer, principal financial officer, principal accounting officer or controller.

ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

The Board of Directors of the registrant has determined that William R. Hutchinson, the chairman of the Board's Audit Committee, possesses the attributes identified in Instruction 2(b) of Item 3 to Form N-CSR to qualify as an audit committee financial expert, and has designated Mr. Hutchinson as the audit committee financial expert. Mr. Hutchinson is an independent Director pursuant to paragraph (a)(2) of Item 3 to Form N-CSR.

ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES

a) Audit Fees. The aggregate fees billed in the last two fiscal years ending October 31, 2007 and October 31, 2008 (the Reporting Periods) for professional services rendered by the Registrant's principal accountant (the Auditor) for the audit of the Registrant's annual financial statements, or services that are normally provided by the Auditor in connection with the statutory and regulatory filings or engagements for the Reporting Periods, were \$56,500 in 2007 and \$59,000 in 2008.

b) Audit-Related Fees. The aggregate fees billed in the Reporting Period for assurance and related services by the Auditor that are reasonably related to the performance of the Registrant's financial statements were \$13,500 in 2007 and \$0 in 2008. These services consisted of procedures performed in connection with procedures performed in connection with the agreed upon procedures for the calculations pursuant to the revolving credit and security agreement as of January 25, 2007 for the LMP Capital and Income Fund Inc.

In addition, there were no Audit-Related Fees billed in the Reporting Period for assurance and related services by the Auditor to the Registrant's investment adviser (not including any sub-adviser whose role is primarily portfolio management and is subcontracted with or overseen by another investment adviser), and any entity controlling, controlled by or under common control with the investment adviser that provides ongoing services to the LMP Capital and Income Fund Inc. (service affiliates), that were reasonably related to the performance of the annual audit of the service affiliates. Accordingly, there were no such fees that required pre-approval by the Audit Committee for the Reporting Periods (prior to August 6, 2003 services provided by the Auditor were not required to be pre-approved).

(c) Tax Fees. The aggregate fees billed in the Reporting Periods for professional services rendered by the Auditor for tax compliance, tax advice and tax planning (Tax Services) were \$5,150 in 2007 and \$2,650 in 2008. These services consisted of (i) review or preparation of U.S. federal, state, local and excise tax returns; (ii) U.S. federal, state and local tax planning, advice and assistance regarding statutory, regulatory or administrative developments, and (iii) tax advice regarding tax qualification matters and/or treatment of various financial instruments held or proposed to be acquired or held.

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There were no fees billed for tax services by the Auditors to service affiliates during the Reporting Periods that required pre-approval by the Audit Committee.

d) All Other Fees. There were no other fees billed in the Reporting Periods for products and services provided by the Auditor, other than the services reported in paragraphs (a) through (c) of this Item 4 for the LMP Capital and Income Fund Inc..

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All Other Fees. There were no other non-audit services rendered by the Auditor to Legg Mason Partners Fund Advisors, LLC (LMPFA), and any entity controlling, controlled by or under common control with LMPFA that provided ongoing services to LMP Capital and Income Fund Inc. requiring pre-approval by the Audit Committee in the Reporting Period.

(e) Audit Committee's pre-approval policies and procedures described in paragraph (c) (7) of Rule 2-01 of Regulation S-X.

(1) The Charter for the Audit Committee (the Committee) of the Board of each registered investment company the Fund) advised by LMPFA or one of their affiliates (each, an Adviser) requires that the 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 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.

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.

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 to (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.

(2) For the LMP Capital and Income Fund Inc., the percentage of fees that were approved by the audit committee, with respect to: Audit-Related Fees were 100% and 0% for 2007 and 2008; Tax Fees were 100% and 0% for 2007 and 2008; and Other Fees were 100% and 0% for 2007 and 2008.

(f) N/A

Proxy Voting Guidelines and Procedures

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Legg Mason Partners Fund Advisor, LLC (LMPFA) delegates the responsibility for voting proxies for the fund to the subadviser through its contracts with the subadviser. The subadviser will use its own proxy voting policies and procedures to vote proxies. Accordingly, LMPFA does not expect to have proxy-voting responsibility for the fund. Should LMPFA become responsible for voting proxies for any reason, such as the inability of the subadviser to provide investment advisory services, LMPFA shall utilize the proxy voting guidelines established by the most recent subadviser to vote proxies until a new subadviser is retained.

The subadviser's Proxy Voting Policies and Procedures govern in determining how proxies relating to the fund's portfolio securities are voted and are provided below. Information regarding how each fund voted proxies (if any) relating to portfolio securities during the most recent 12-month period ended June 30 is available without charge (1) by calling 888-425-6432, (2) on the fund's website at <http://www.leggmason.com/individualinvestors> and (3) on the SEC's website at <http://www.sec.gov>.

PROXY VOTING GUIDELINES & PROCEDURES SUMMARY

Concerning ClearBridge Advisors

Proxy Voting Policies and Procedures

ClearBridge is subject to the Proxy Voting Policies and Procedures that it has adopted to seek to ensure that it votes proxies relating to equity securities in the best interest of client accounts. The following is a brief overview of the policies.

ClearBridge votes proxies for each client account with respect to which it has been authorized or is required by law to vote proxies. In voting proxies, ClearBridge is guided by general fiduciary principles and seeks to act prudently and solely in the best interest of the beneficial owners of the accounts it manages. ClearBridge attempts to consider all factors that could affect the value of the investment and will vote proxies in the manner that it believes will be consistent with efforts to maximize shareholder values. ClearBridge may utilize an external service provider to provide it with information and/or a recommendation with regard to proxy votes. However, such recommendations do not relieve ClearBridge of its responsibility for the proxy vote.

In the case of a proxy issue for which there is a stated position in the policies, ClearBridge generally votes in accordance with such stated position. In the case of a proxy issue for which there is a list of factors set forth in the policies that ClearBridge considers in voting on such issue, ClearBridge considers those factors and votes on a case-by-case basis in accordance with the general principles set forth above. In the case of a proxy issue for which there is no stated position or list of factors that ClearBridge considers in voting on such issue, ClearBridge votes on a case-by-case basis in accordance with the general principles set forth above. Issues for which there is a stated position set forth in the policies or for which there is a list of factors set forth in the policies that ClearBridge considers in voting on such issues fall into a variety of categories, including election of directors, ratification of auditors, proxy and tender offer defenses, capital structure issues, executive and director compensation, mergers and corporate restructuring, and social and environmental issues. The stated position on an issue set forth in the policies can always be superseded, subject to the duty to act solely in the best interest of the beneficial owners of accounts, by the investment management professionals responsible for the account whose shares are being voted. There may be occasions when different investment teams vote differently on the same issue. An investment team (e.g., ClearBridge SAI investment team) may adopt proxy voting policies that supplement ClearBridge's Proxy Voting Policies and Procedures. In addition, in the case of Taft-Hartley clients, ClearBridge will comply with a client direction to vote proxies in accordance with Institutional Shareholder Services (ISS) PVS Voting guidelines, which ISS represents to be fully consistent with AFL-CIO guidelines.

In furtherance of ClearBridge's goal to vote proxies in the best interest of clients, ClearBridge follows procedures designed to identify and address material conflicts that may arise between ClearBridge's interests and those of its clients before voting proxies on behalf of such clients. To seek to identify conflicts of interest, ClearBridge periodically notifies ClearBridge employees in writing that they are under an obligation (i) to be aware of the potential for conflicts of interest on the part of ClearBridge with respect to voting proxies on behalf of client accounts both as a result of their personal relationships and due to special circumstances that may arise during the conduct of ClearBridge's business,

and (ii) to bring conflicts of interest of which they become aware to the attention of ClearBridge's compliance personnel. ClearBridge also maintains and considers a list of significant ClearBridge relationships that could present a conflict of interest for ClearBridge in voting proxies. ClearBridge is also sensitive to the fact that a significant, publicized relationship between an issuer and a non-ClearBridge Legg Mason affiliate might appear to the public to influence the manner in which ClearBridge decides to vote a proxy with respect to such issuer.

Absent special circumstances or a significant, publicized non-ClearBridge Legg Mason affiliate relationship

that ClearBridge for prudential reasons treats as a potential conflict of interest because such relationship might appear to the public to influence the manner in which ClearBridge decides to vote a proxy, ClearBridge generally takes the position that non-ClearBridge relationships between a Legg Mason affiliate and an issuer do not present a conflict of interest for ClearBridge in voting proxies with respect to such issuer. Such position is based on the fact that ClearBridge is operated as an independent business unit from other Legg Mason business units as well as on the existence of information barriers between ClearBridge and certain other Legg Mason business units.

ClearBridge maintains a Proxy Committee to review and address conflicts of interest brought to its attention by ClearBridge compliance personnel. A proxy issue that will be voted in accordance with a stated ClearBridge position on such issue or in accordance with the recommendation of an independent third party is not brought to the attention of the Proxy Committee for a conflict of interest review because ClearBridge's position is that to the extent a conflict of interest issue exists, it is resolved by voting in accordance with a pre-determined policy or in accordance with the recommendation of an independent third party. With respect to a conflict of interest brought to its attention, the Proxy Committee first determines whether such conflict of interest is material. A conflict of interest is considered material to the extent that it is determined that such conflict is likely to influence, or appear to influence, ClearBridge's decision-making in voting proxies. If it is determined by the Proxy Committee that a conflict of interest is not material, ClearBridge may vote proxies notwithstanding the existence of the conflict.

If it is determined by the Proxy Committee that a conflict of interest is material, the Proxy Committee is responsible for determining an appropriate method to resolve such conflict of interest before the proxy affected by the conflict of interest is voted. Such determination is based on the particular facts and circumstances, including the importance of the proxy issue and the nature of the conflict of interest.

Western Asset Management Company and Western Asset Management

Company Limited (together, Western Asset or the Firm) Proxy Voting

Policy

Background

Western Asset Management Company (WA) and Western Asset Management Company Limited (WAML) (together Western Asset) have adopted and implemented policies and procedures that we believe are reasonably designed to ensure that proxies are voted in the best interest of clients, in accordance with our fiduciary duties and SEC Rule 206(4)-6 under the Investment Advisers Act of 1940 (Advisers Act). Our authority to vote the proxies of our clients is established through investment management agreements or comparable documents, and our proxy voting guidelines have been tailored to reflect these specific contractual obligations. In addition to SEC requirements governing advisers, our proxy voting policies reflect the long-standing fiduciary standards and responsibilities for ERISA accounts. Unless a manager of ERISA assets has been expressly precluded from voting proxies, the Department of Labor has determined that the responsibility for these votes lies with the Investment Manager.

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In exercising its voting authority, Western Asset will not consult or enter into agreements with officers, directors or employees of Legg Mason Inc. or any of its affiliates (except that WA and WAML may so consult and agree with each other) regarding the voting of any securities owned by its clients.

Policy

Western Asset's proxy voting procedures are designed and implemented in a way that is reasonably expected to ensure that proxy matters are handled in the best interest of our clients. While the guidelines included in the procedures are intended to provide a benchmark for voting standards, each vote is ultimately cast on a case-by-case basis, taking into consideration Western Asset's contractual obligations to our clients

and all other relevant facts and circumstances at the time of the vote (such that these guidelines may be overridden to the extent Western Asset deems appropriate).

Procedures

Responsibility and Oversight

The Western Asset Compliance Department (Compliance Department) is responsible for administering and overseeing the proxy voting process. The gathering of proxies is coordinated through the Corporate Actions area of Investment Support (Corporate Actions). Research analysts and portfolio managers are responsible for determining appropriate voting positions on each proxy utilizing any applicable guidelines contained in these procedures.

Client Authority

Prior to August 1, 2003, all existing client investment management agreements (IMAs) will be reviewed to determine whether Western Asset has authority to vote client proxies. At account start-up, or upon amendment of an IMA, the applicable client IMA are similarly reviewed. If an agreement is silent on proxy voting, but contains an overall delegation of discretionary authority or if the account represents assets of an ERISA plan, Western Asset will assume responsibility for proxy voting. The Client Account Transition Team maintains a matrix of proxy voting authority.

Proxy Gathering

Registered owners of record, client custodians, client banks and trustees (Proxy Recipients) that receive proxy materials on behalf of clients should forward them to Corporate Actions. Prior to August 1, 2003, Proxy Recipients of existing clients will be reminded of the appropriate routing to Corporate Actions for proxy materials received and reminded of their responsibility to forward all proxy materials on a timely basis. Proxy Recipients for new clients (or, if Western Asset becomes aware that the applicable Proxy Recipient for an existing client has changed, the Proxy Recipient for the existing client) are notified at start-up of appropriate routing to Corporate Actions of proxy materials received and reminded of their responsibility to forward all proxy materials on a timely basis. If Western Asset personnel other than Corporate Actions receive proxy materials, they should promptly forward the materials to Corporate Actions.

Proxy Voting

Once proxy materials are received by Corporate Actions, they are forwarded to the Compliance Department for coordination and the following actions:

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a. Proxies are reviewed to determine accounts impacted.

b. Impacted accounts are checked to confirm Western Asset voting authority.

c. Compliance Department staff reviews proxy issues to determine any material conflicts of interest. (See conflicts of interest section of these procedures for further information on determining material conflicts of interest.)

d. If a material conflict of interest exists, (i) to the extent reasonably practicable and permitted by applicable law, the client is promptly notified, the conflict is disclosed and Western Asset obtains the client's proxy voting instructions, and (ii) to the extent that it is not reasonably practicable or permitted by applicable law to notify the client and obtain such instructions

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(e.g., the client is a mutual fund or other commingled vehicle or is an ERISA plan client), Western Asset seeks voting instructions from an independent third party.

e. Compliance Department staff provides proxy material to the appropriate research analyst or portfolio manager to obtain their recommended vote. Research analysts and portfolio managers determine votes on a case-by-case basis taking into account the voting guidelines contained in these procedures. For avoidance of doubt, depending on the best interest of each individual client, Western Asset may vote the same proxy differently for different clients. The analyst's or portfolio manager's basis for their decision is documented and maintained by the Compliance Department.

f. Compliance Department staff votes the proxy pursuant to the instructions received in (d) or (e) and returns the voted proxy as indicated in the proxy materials.

Timing

Western Asset personnel act in such a manner to ensure that, absent special circumstances, the proxy gathering and proxy voting steps noted above can be completed before the applicable deadline for returning proxy votes.

Recordkeeping

Western Asset maintains records of proxies voted pursuant to Section 204-2 of the Advisers Act and ERISA DOL Bulletin 94-2. These records include:

- a. A copy of Western Asset's policies and procedures.
- b. Copies of proxy statements received regarding client securities.
- c. A copy of any document created by Western Asset that was material to making a decision how to vote proxies.
- d. Each written client request for proxy voting records and Western Asset's written response to both verbal and written client requests.
- e. A proxy log including:

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1. Issuer name;
2. Exchange ticker symbol of the issuer's shares to be voted;
3. Council on Uniform Securities Identification Procedures (CUSIP) number for the shares to be voted;
4. A brief identification of the matter voted on;
5. Whether the matter was proposed by the issuer or by a shareholder of the issuer;
6. Whether a vote was cast on the matter;
7. A record of how the vote was cast; and
8. Whether the vote was cast for or against the recommendation of the issuer's management team.

Records are maintained in an easily accessible place for five years, the first two in Western Asset's offices.

Disclosure

Part II of both the WA Form ADV and the WAML Form ADV contain a description of Western Asset's proxy policies. Prior to August 1, 2003, Western Asset will deliver Part II of its revised Form ADV to all existing clients, along with a letter identifying the new disclosure. Clients will be provided a copy of these policies and procedures upon request. In addition, upon request, clients may receive reports on how their proxies have been voted.

Conflicts of Interest

All proxies are reviewed by the Compliance Department for material conflicts of interest. Issues to be reviewed include, but are not limited to:

1. Whether Western Asset (or, to the extent required to be considered by applicable law, its affiliates) manages assets for the company or an employee group of the company or otherwise has an interest in the company;
2. Whether Western Asset or an officer or director of Western Asset or the applicable portfolio manager or analyst responsible for recommending the proxy vote (together, "Voting Persons") is a close relative of or has a personal or business relationship with an executive, director or person who is a candidate for director of the company or is a participant in a proxy contest; and
3. Whether there is any other business or personal relationship where a Voting Person has a personal interest in the outcome of the matter before shareholders.

Voting Guidelines

Western Asset's substantive voting decisions turn on the particular facts and circumstances of each proxy vote and are evaluated by the designated research analyst or portfolio manager. The examples outlined below are meant as guidelines to aid in the decision making process.

Guidelines are grouped according to the types of proposals generally presented to shareholders. Part I deals with proposals which have been approved and are recommended by a company's board of directors; Part II deals with proposals submitted by shareholders for inclusion in proxy statements; Part III addresses issues relating to voting shares of investment companies; and Part IV addresses unique considerations pertaining to foreign issuers.

I. Board Approved Proposals

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The vast majority of matters presented to shareholders for a vote involve proposals made by a company itself that have been approved and recommended by its board of directors. In view of the enhanced corporate governance practices currently being implemented in public companies, Western Asset generally votes in support of decisions reached by independent boards of directors. More specific guidelines related to certain board-approved proposals are as follows:

1. Matters relating to the Board of Directors

Western Asset votes proxies for the election of the company's nominees for directors and for board-approved proposals on other matters relating to the board of directors with the following exceptions:

- a. Votes are withheld for the entire board of directors if the board does not have a majority of independent directors or the board does not have nominating, audit and compensation committees composed solely of independent directors.
-

b. Votes are withheld for any nominee for director who is considered an independent director by the company and who has received compensation from the company other than for service as a director.

c. Votes are withheld for any nominee for director who attends less than 75% of board and committee meetings without valid reasons for absences.

d. Votes are cast on a case-by-case basis in contested elections of directors.

2. Matters relating to Executive Compensation

Western Asset generally favors compensation programs that relate executive compensation to a company's long-term performance. Votes are cast on a case-by-case basis on board-approved proposals relating to executive compensation, except as follows:

a. Except where the firm is otherwise withholding votes for the entire board of directors, Western Asset votes for stock option plans that will result in a minimal annual dilution.

b. Western Asset votes against stock option plans or proposals that permit replacing or repricing of underwater options.

c. Western Asset votes against stock option plans that permit issuance of options with an exercise price below the stock's current market price.

d. Except where the firm is otherwise withholding votes for the entire board of directors, Western Asset votes for employee stock purchase plans that limit the discount for shares purchased under the plan to no more than 15% of their market value, have an offering period of 27 months or less and result in dilution of 10% or less.

3. Matters relating to Capitalization

The management of a company's capital structure involves a number of important issues, including cash flows, financing needs and market conditions that are unique to the circumstances of each company. As a result, Western Asset votes on a case-by-case basis on board-approved proposals involving changes to a company's capitalization except where Western Asset is otherwise withholding votes for the entire board of directors.

a. Western Asset votes for proposals relating to the authorization of additional common stock.

b. Western Asset votes for proposals to effect stock splits (excluding reverse stock splits).

c. Western Asset votes for proposals authorizing share repurchase programs.

4. Matters relating to Acquisitions, Mergers, Reorganizations and Other Transactions

Western Asset votes these issues on a case-by-case basis on board-approved transactions.

5. Matters relating to Anti-Takeover Measures

Western Asset votes against board-approved proposals to adopt anti-takeover measures except as follows:

- a. Western Asset votes on a case-by-case basis on proposals to ratify or approve shareholder rights plans.
- b. Western Asset votes on a case-by-case basis on proposals to adopt fair price provisions.

6. Other Business Matters

Western Asset votes for board-approved proposals approving such routine business matters such as changing the company's name, ratifying the appointment of auditors and procedural matters relating to the shareholder meeting.

- a. Western Asset votes on a case-by-case basis on proposals to amend a company's charter or bylaws.
- b. Western Asset votes against authorization to transact other unidentified, substantive business at the meeting.

II. Shareholder Proposals

SEC regulations permit shareholders to submit proposals for inclusion in a company's proxy statement. These proposals generally seek to change some aspect of a company's corporate governance structure or to change some aspect of its business operations. Western Asset votes in accordance with the recommendation of the company's board of directors on all shareholder proposals, except as follows:

1. Western Asset votes for shareholder proposals to require shareholder approval of shareholder rights plans.
2. Western Asset votes for shareholder proposals that are consistent with Western Asset's proxy voting guidelines for board-approved proposals.
3. Western Asset votes on a case-by-case basis on other shareholder proposals where the firm is otherwise withholding votes for the entire board of directors.

III. Voting Shares of Investment Companies

Western Asset may utilize shares of open or closed-end investment companies to implement its investment strategies. Shareholder votes for investment companies that fall within the categories listed in Parts I and II above are voted in accordance with those guidelines.

1. Western Asset votes on a case-by-case basis on proposals relating to changes in the investment objectives of an investment company taking into account the original intent of the fund and the role the fund plays in the clients' portfolios.

2. Western Asset votes on a case-by-case basis all proposals that would result in increases in expenses (e.g., proposals to adopt 12b-1 plans, alter investment advisory arrangements or approve fund mergers) taking into account comparable expenses for similar funds and the services to be provided.

IV. Voting Shares of Foreign Issuers

In the event Western Asset is required to vote on securities held in foreign issuers i.e. issuers that are incorporated under the laws of a foreign jurisdiction and that are not listed on a U.S. securities exchange or the NASDAQ stock market, the following guidelines are used, which are premised on the existence of a sound corporate governance and disclosure framework. These guidelines, however, may not be appropriate under some circumstances for foreign issuers and therefore apply only where applicable.

1. Western Asset votes for shareholder proposals calling for a majority of the directors to be independent of management.

2. Western Asset votes for shareholder proposals seeking to increase the independence of board nominating, audit and compensation committees.
3. Western Asset votes for shareholder proposals that implement corporate governance standards similar to those established under U.S. federal law and the listing requirements of U.S. stock exchanges, and that do not otherwise violate the laws of the jurisdiction under which the company is incorporated.

4. Western Asset votes on a case-by-case basis on proposals relating to (1) the issuance of common stock in excess of 20% of a company's outstanding common stock where shareholders do not have preemptive rights, or (2) the issuance of common stock in excess of 100% of a company's outstanding common stock where shareholders have preemptive rights.

ITEM 8. PORTFOLIO MANAGERS OF CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

(a)(1):

| NAME AND ADDRESS | LENGTH OF TIME SERVED | PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS |
|--|-----------------------|--|
| S. Kenneth Leech Western Asset 385 East Colorado Blvd. Pasadena, CA 91101 | Since 2006 | Co-portfolio manager of the fund; employee of SBAM since 2006 and Chief Investment Officer of Western Asset since 1998. |
| Stephen A. Walsh | Since 2006 | Co-portfolio manager of the fund; employee of SBAM since 2006 and Deputy Chief Investment Officer of Western Asset since 2000. |

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Western Asset

385 East Colorado Blvd.

Pasadena, CA 91101

Keith J. Gardner

Since 2007

Co-portfolio manager of the fund; portfolio manager and research analyst at Western Asset since 1994.

Western Asset

385 East Colorado Blvd.

Pasadena, CA 91101

Detlev Schlichter

Since 2007

Co-portfolio manager of the fund; portfolio manager at Western Asset since 2001.

Western Asset

385 East Colorado

Blvd. Pasadena, CA

91101

Jeffrey D. Van Schaick Since 2007 Co-portfolio manager of the fund; portfolio manager/research analyst with Western Asset and has been employed as portfolio manager/research analyst with Western Asset for at least the past five years.

Western Asset

385 East Colorado Blvd.

Pasadena, CA 91101

Robert Gendelman Since 2006 Portfolio manager of the fund; employee of Clearbridge Advisors since 2006; Senior Portfolio manager 2003-2006 at Cobble Creek Partners LLC; General Partner and Portfolio Manager at Neuberger Berman 1994-2003.

Clearbridge Advisors

620 Eighth Avenue New York,

NY 10018

(a)(2): DATA TO BE PROVIDED BY FINANCIAL CONTROL

The following tables set forth certain additional information with respect to the fund's portfolio managers for the fund. Unless noted otherwise, all information is provided as of October 31, 2008.

Other Accounts Managed by Portfolio Managers

The table below identifies the number of accounts (other than the fund) for which the fund's portfolio managers have day-to-day management responsibilities and the total assets in such accounts, within each of the following categories: registered investment companies, other pooled investment vehicles, and other accounts. For each category, the number of accounts and total assets in the accounts where fees are based on performance is also indicated.

| Portfolio Manager(s) | Registered Investment Companies | Other Pooled Investment Vehicles | Other Accounts |
|-----------------------------|---|--|---|
| S. Kenneth Leech | 113 registered investment companies with \$103.3 billion in total assets under management | 282 Other pooled investment vehicles with \$209.3 billion in assets under management | 1,001 Other accounts with \$225.9 billion in total assets under management* |
| Stephen A. Walsh | 113 registered investment companies with \$103.3 billion in total assets under management | 282 Other pooled investment vehicles with \$209.3 billion in assets under management | 1,001 Other accounts with \$225.9 billion in total assets under management* |

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| | | | |
|-------------------|---|--|--|
| Keith J. Gardner | 6 registered investment companies with \$0.8 billion in total assets under management | 8 Other pooled investment vehicles with \$0.9 billion in assets under management | 0 Other accounts with \$0 million in total assets under management |
| Detlev Schlichter | 2 registered investment companies with \$172.9 million in total assets | 29 Other pooled investment vehicles with \$3.4 billion in assets | 67 Other accounts with \$21.3 billion in total assets under |

| | under management | under management | management** |
|---------------------|---|---|--|
| Jeffrey Van Schaick | 4 registered investment Companies with \$0.8 billion in total assets Under management | 4 Other pooled investment vehicles with \$0.5 billion in assets under management | 15 Other accounts with \$2.8 billion in total assets under management*** |
| Robert Gendelman | 2 registered investment Companies with \$0.5 billion in total assets Under management | 2 Other pooled investment vehicles with \$0.01 billion in assets under management | 0 Other accounts with \$0 in assets under management |

* Includes 93 accounts managed, totaling \$23.5 billion, for which advisory fee is performance based.

** Includes 19 accounts managed, totaling \$5.3 billion, for which advisory fee is performance based.

*** Includes 2 accounts managed, totaling \$0.2 billion, for which advisory fee is performance based.

The numbers above reflect the overall number of portfolios managed by employees of Western Asset Management Company (Western Asset). Mr. Leech and Mr. Walsh are involved in the management of all the Firm 's portfolios, but they are not solely responsible for particular portfolios. Western Asset 's investment discipline emphasizes a team approach that combines the efforts of groups of specialists working in different market sectors. They are responsible for overseeing implementation of Western Asset 's overall investment ideas and coordinating the work of the various sector teams. This structure ensures that client portfolios benefit from a consensus that draws on the expertise of all team members.

(a)(3): Portfolio Manager Compensation (Western Asset)

With respect to the compensation of the portfolio managers, the Advisers' compensation system assigns each employee a total compensation target and a respective cap, which are derived from annual market surveys that benchmark each role with their job function and peer universe. This method is designed to reward employees with total compensation reflective of the external market value of their skills, experience, and ability to produce desired results.

Standard compensation includes competitive base salaries, generous employee benefits, and a retirement plan.

In addition, employees are eligible for bonuses. These are structured to closely align the interests of employees with those of the Advisers, and are determined by the professional's job function and performance as measured by a formal review process. All bonuses are completely discretionary. One of the principal factors considered is a portfolio manager's investment performance versus appropriate peer groups and benchmarks. Performance is reviewed on a 1, 3 and 5 year basis for compensation with 3 years having the most emphasis. Because portfolio managers are generally responsible for multiple accounts (including the Portfolio) with similar investment strategies, they are compensated on the performance of the aggregate group of similar accounts, rather than a specific account, though relative performance against the stated benchmark and its applicable Lipper peer group is considered. A smaller portion of a bonus payment is derived from factors that include client service, business development, length of service to the Adviser, management or supervisory responsibilities, contributions to developing

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business strategy and overall contributions to the Adviser's business.

Finally, in order to attract and retain top talent, all professionals are eligible for additional incentives in recognition of outstanding performance. These are determined based upon the factors described above and include Legg Mason, Inc. stock options and long-term incentives that vest over a set period of time past the award date.

Potential Conflicts of Interest (Western Asset)

Potential conflicts of interest may arise in connection with the management of multiple accounts (including accounts managed in a personal capacity). These could include potential conflicts of interest related to the knowledge and timing of a Portfolio's trades, investment opportunities and broker selection. Portfolio managers may be privy to the size, timing and possible market impact of a Portfolio's trades.

It is possible that an investment opportunity may be suitable for both a Portfolio and other accounts managed by a portfolio manager, but may not be available in sufficient quantities for both the Portfolio and the other accounts to participate fully. Similarly, there may be limited opportunity to sell an investment held by a Portfolio and another account. A conflict may arise where the portfolio manager may have an incentive to treat an account preferentially as compared to a Portfolio because the account pays a performance-based fee or the portfolio manager, the Advisers or an affiliate has an interest in the account. The Advisers have adopted procedures for allocation of portfolio transactions and investment opportunities across multiple client accounts on a fair and equitable basis over time. All eligible accounts that can participate in a trade share the same price on a pro-rata allocation basis in an attempt to mitigate any conflict of interest. Trades are allocated among similarly managed accounts to maintain consistency of portfolio strategy, taking into account cash availability, investment restrictions and guidelines, and portfolio composition versus strategy.

With respect to securities transactions for the Portfolios, the Advisers determine which broker or dealer to use to execute each order, consistent with their duty to seek best execution of the transaction. However, with respect to certain other accounts (such as pooled investment vehicles that are not registered investment companies and other accounts managed for organizations and individuals), the Advisers may be limited by the client with respect to the selection of brokers or dealers or may be instructed to direct trades through a particular broker or dealer. In these cases, trades for a Portfolio in a particular security may be placed separately from, rather than aggregated with, such other accounts. Having separate transactions with respect to a security may temporarily affect the market price of the security or the execution of the transaction, or both, to the possible detriment of a Portfolio or the other account(s) involved. Additionally, the management of multiple Portfolios and/or other accounts may result in a portfolio manager devoting unequal time and attention to the management of each Portfolio and/or other account.

It is theoretically possible that portfolio managers could use information to the advantage of other accounts they manage and to the possible detriment of a Portfolio. For example, a portfolio manager could short sell a security for an account immediately prior to a Portfolio's sale of that security. To address this conflict, the Advisers have adopted procedures for reviewing and comparing selected trades of alternative investment accounts (which may make directional trades such as short sales) with long only accounts (which include the Portfolios) for timing and pattern related issues. Trading decisions for alternative investment and long only accounts may not be identical even though the same Portfolio Manager may manage both types of accounts. Whether the Adviser allocates a particular investment opportunity to only alternative investment accounts or to alternative investment and long only accounts will depend on the investment strategy being implemented. If, under the circumstances, an investment opportunity is appropriate for both its alternative investment and long only accounts, then it will be allocated to both on a pro-rata basis.

A portfolio manager may also face other potential conflicts of interest in managing a Portfolio, and the description above is not a complete description of every conflict of interest that could be deemed to exist in managing both a Portfolio and the other accounts listed above.

Portfolio Manager Compensation (ClearBridge Advisors)

ClearBridge investment professionals receive base salary, other employee benefits and are eligible to

receive incentive compensation. Base salary is fixed and typically determined based on market factors and the skill and experience of individual investment personnel.

ClearBridge has incentive and deferred compensation plans (the Plans) for its investment professionals, including the fund s portfolio managers and research analysts. The Plans are designed to align the objectives of ClearBridge investment professionals with those of fund shareholders and other ClearBridge clients.

Additionally, the deferred plans are designed to retain its investment professionals and reward long-term performance.

Incentive Compensation

Investment performance is the key component in determining the final incentive award for all of ClearBridge s investment professionals. A portfolio manager s initial incentive award is based on the investment professional s ongoing contribution to ClearBridge s investment and business results and externally measured competitive pay practices for the portfolio manager s position/experience within the firm. This award is then adjusted upward or downward based on investment performance during the most recent year over a rolling 1, 3, and 5 year time period. Product performance is ranked among a peer group of non-ClearBridge investment managers and the applicable product benchmark (e.g., a securities index and, with respect to a fund, the benchmark set forth in the fund s prospectus to which the fund s average annual total returns are compared).

The peer group of non-ClearBridge investment managers is defined by product style/type, vehicle type and geography and selected by independent vendors that track and provide (for a fee paid by ClearBridge) relevant peer group performance and ranking data (e.g., primarily Lipper or Callan).

The 1, 3, and 5 year performance versus benchmark and peer group approximate effective weightings are 35% for trailing 1 year performance, 50% for trailing 3 year performance, and 15% for trailing 5 year performance. Lastly, the incentive award for an investment professional may also be adjusted by ClearBridge s Chief Investment Officer and Chief Operating Officer based on other qualitative factors such as contribution to the firm and the development of investment staff.

For ClearBridge s centralized research professionals, there is an annual incentive compensation plan with a combined scorecard based on portfolio manager questionnaires/surveys, stock picking performance, and contribution to the firm. The analyst s stock picks are tracked on a formal basis through Factset and make up a portion of the analyst s overall scorecard performance. These stock picks are measured versus their respective sector indices.

Deferred Award

Up to 20% of an investment professional s annual incentive compensation is subject to deferral. For portfolio managers, one-quarter of this deferral is invested in their primary managed product, one-quarter in a composite portfolio of the firm s new products, and one-quarter in up to

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14 elected proprietary ClearBridge-managed funds. Consequently, portfolio managers potentially could have 50% of their deferred award amount tracking the performance of their primary managed product. The final one-quarter of the deferral is received in the form of Legg Mason restricted stock shares.

For centralized research analysts, one-half of their deferral is invested in up to 14 elected proprietary funds, while one-quarter is invested in the new product composite and the remaining one-quarter is received in the form of Legg Mason restricted stock shares. Legg Mason then makes a company investment in the proprietary ClearBridge-managed funds equal to the deferral amounts by fund. This investment is a

company asset held on the Legg Mason balance sheet and paid out to the employees in shares upon vesting over a four-year deferral period.

Potential Conflicts of Interest

Potential conflicts of interest may arise when the fund's portfolio manager also has day-to-day management responsibilities with respect to one or more other funds or other accounts, as is the case for the fund's portfolio manager.

The manager, the subadviser and the fund have adopted compliance policies and procedures that are designed to address various conflicts of interest that may arise for the manager or the subadviser and the individuals that each employs. For example, the manager and the subadviser each seek to minimize the effects of competing interests for the time and attention of the portfolio manager by assigning the portfolio manager to manage funds and accounts that share a similar investment style. The manager and the subadviser have also adopted trade allocation procedures that are designed to facilitate the fair allocation of limited investment opportunities among multiple funds and accounts. There is no guarantee, however, that the policies and procedures adopted by the manager, the subadviser and the fund will be able to detect and/or prevent every situation in which an actual or potential conflict may appear. These potential conflicts include:

Allocation of Limited Time and Attention. A portfolio manager who is responsible for managing multiple funds and/or accounts may devote unequal time and attention to the management of those funds and/or accounts. As a result, the portfolio manager may not be able to formulate as complete a strategy or identify equally attractive investment opportunities for each of those accounts as might be the case if he or she were to devote substantially more attention to the management of a single fund. The effects of this potential conflict may be more pronounced where funds and/or accounts overseen by a particular portfolio manager have different investment strategies.

Allocation of Limited Investment Opportunities. If a portfolio manager identifies a limited investment opportunity that may be suitable for multiple funds and/or accounts, the opportunity may be allocated among these several funds or accounts, which may limit a fund's ability to take full advantage of the investment opportunity.

Pursuit of Differing Strategies. At times, a portfolio manager may determine that an investment opportunity may be appropriate for only some of the funds and/or accounts for which he or she exercises investment responsibility, or may decide that certain of the funds and/or accounts should take differing positions with respect to a particular security. In these cases, the portfolio manager may place separate transactions for one or more funds or accounts which may affect the market price of the security or the execution of the transaction, or both, to the detriment or benefit of one or more other funds and/or accounts.

Selection of Broker/Dealers. Portfolio managers may be able to select or influence the selection of the brokers and dealers that are used to execute securities transactions for the funds and/or accounts that they supervise. In addition to executing trades, some brokers and dealers provide brokerage and research services (as those terms are defined in Section 28(e) of the 1934 Act), which may result in the payment of higher brokerage fees than might have otherwise

been available. These services may be more beneficial to certain funds or accounts than to others. Although the payment of brokerage commissions is subject to the requirement that the sub-adviser determines in good faith that the commissions are reasonable in relation to the value of the brokerage and research services provided to the fund, a decision as to the selection of brokers and dealers could yield disproportionate costs and benefits among the funds and/or accounts managed. For this reason, the subadviser has formed a brokerage committee that reviews, among other things, the allocation of brokerage to broker/dealers, best execution and soft dollar usage.

Variation in Compensation. A conflict of interest may arise where the financial or other benefits

available to a portfolio manager differ among the funds and/or accounts that he or she manages. If the structure of the manager's management fee and/or the portfolio manager's compensation differs among funds and/or accounts (such as where certain funds or accounts pay higher management fees or performance-based management fees), the portfolio manager might be motivated to help certain funds and/or accounts over others. The portfolio manager might be motivated to favor funds and/or accounts in which he or she has an interest or in which the manager and/or its affiliates have interests. Similarly, the desire to maintain assets under management or to enhance the portfolio manager's performance record or to derive other rewards, financial or otherwise, could influence the portfolio manager in affording preferential treatment to those funds and/or accounts that could most significantly benefit the portfolio manager.

Related Business Opportunities. The manager or its affiliates may provide more services (such as distribution or recordkeeping) for some types of funds or accounts than for others. In such cases, a portfolio manager may benefit, either directly or indirectly, by devoting disproportionate attention to the management of funds and/or accounts that provide greater overall returns to the manager and its affiliates.

(a)(4): Portfolio Manager Securities Ownership

The table below identifies the dollar range of securities beneficially owned by each portfolio managers as of October 31, 2008.

| Portfolio Manager(s) | Dollar Range of Portfolio Securities Beneficially Owned |
|-----------------------------|--|
| S. Kenneth Leech | A |
| Stephen A. Walsh | A |
| Keith J. Gardner | A |
| Detlev Schlichter | A |
| Jeffrey D. Van Schaick | A |
| Robert Gendelman | D |

Dollar Range ownership is as follows:

A: none

B: \$1 - \$10,000

C: 10,001 - \$50,000

D: \$50,001 - \$100,000

E: \$100,001 - \$500,000

F: \$500,001 - \$1 million

G: over \$1 million

ITEM 9. PURCHASES OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT COMPANY AND AFFILIATED PURCHASERS.

None.

ITEM 10. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

None.

ITEM 11. CONTROLS AND PROCEDURES.

(a) The registrant's principal executive officer and principal financial officer have concluded that the registrant's disclosure

controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the 1940 Act)) are effective as of a date within 90 days of the filing date of this report that includes the disclosure required by this paragraph, based on their evaluation of the disclosure controls and procedures required by Rule 30a-3(b) under the 1940 Act and 15d-15(b) under the Securities Exchange Act of 1934.

(b) There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act) that occurred during the registrant's last fiscal half-year (the registrant's second fiscal half-year in the case of an annual report) that have materially affected, or are likely to materially affect the registrant's internal control over financial reporting.

ITEM 12. EXHIBITS.

(a) (1) Code of Ethics attached hereto.

Exhibit 99.CODE ETH

(a) (2) Certifications pursuant to section 302 of the Sarbanes-Oxley Act of 2002 attached hereto.

Exhibit 99.CERT

(b) Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 attached hereto.

Exhibit 99.906CERT

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this Report to be signed on its behalf by the undersigned, there unto duly authorized.

LMP Capital and Income Fund Inc.

By: /s/ **R. Jay Gerken**
(R. Jay Gerken)
Chief Executive Officer of
LMP Capital and Income Fund Inc.

Date: January 7, 2009

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ **R. Jay Gerken**
(R. Jay Gerken)
Chief Executive Officer of
LMP Capital and Income Fund Inc.

Date: January 7, 2009

By: /s/ **Kaprel Oszolak**
(Kaprel Oszolak)
Chief Financial Officer of
LMP Capital and Income Fund Inc.

Date: January 7, 2009
