

Supplementary Product Disclosure Statement

Second Supplementary Product Disclosure Statement

Issued by Legg Mason Asset Management Australia Limited (ABN 74 004 835 849) as Responsible Entity of the Legg Mason Balanced Trust and the Legg Mason Growth Trust and dated 9 February 2011.

This document is a Second Supplementary Product Disclosure Statement issued by Legg Mason Asset Management Australia Limited. It supplements the Product Disclosure Statement for the Legg Mason Balanced Trust and the Legg Mason Growth Trust dated 18 May 2009 and the Supplementary Product Disclosure Statement for the Legg Mason Balanced Trust and the Legg Mason Growth Trust dated 28 May 2010.

This Second Supplementary Product Disclosure Statement is to be read in conjunction with the Product Disclosure Statement for the Legg Mason Balanced Trust and the Legg Mason Growth Trust dated 29 June 2009 and the Supplementary Product Disclosure Statement for the Legg Mason Balanced Trust and the Legg Mason Growth Trust dated 28 May 2010.

Amendments To The Product Disclosure Statement

Page 1

The text in the second paragraph of the first column is replaced as follows:

“This PDS is not a recommendation to invest in the Trust and does not take into account your financial objectives, situation or needs. Investments are subject to risks, some of which are outlined in this PDS. None of Legg Mason Australia, Batterymarch Financial Management, Inc., Brandywine Global Investment Management, LLC, Esemplia Emerging Markets (the trading name of Legg Mason International Equities Limited), Global Currents Investment Management, LLC, The Permal Group or Western Asset Management Company guarantees any profit or recovery of capital from an investment in the Trust. In this context, “Western Asset Management Company” refers to Western Asset Management Company Pty Ltd (an Australian incorporated company) and Western Asset Management Company Limited (a U.K. based company). It is important that you understand and accept the risks before you invest and you should seek professional financial advice prior to making an investment decision.”

The text in the second paragraph of the second column is replaced as follows:

“None of Batterymarch Financial Management, Brandywine Global Investment Management, Esemplia Emerging Markets, Global Currents Investment Management, The Permal Group or Western Asset Management Company has prepared, authorised or

caused the issue of this PDS. They have consented only to the inclusion in the PDS of the statements about them in the form and context in which they are included and this consent has not been withdrawn.”

Page 2

The text in the fourth paragraph of the second column is replaced as follows:

“Western Asset Management Company businesses manage the assets of various Legg Mason Australia wholesale unit trusts on a sub advisory basis, via which the Trusts may gain exposure to Australian fixed income, global fixed income and cash. Western Asset Management Company is a leading global fixed income asset manager that applies a diversified, value oriented investment approaches that adhere to strict risk controls;”

An extra paragraph is included at the end of the second column is included as follows:

“Brandywine Global Fixed Income manages the assets of the Legg Mason Brandywine Global Opportunistic Fixed Income Trust on a sub advisory basis, via which the Trust may gain exposure to global fixed income. Brandywine Global Fixed Income, LLC, an affiliate based in Philadelphia in the United States of America, has extensive experience in global fixed income investment management and employs a disciplined, value investment approach.”

Supplementary Product Disclosure Statement

Issued by Legg Mason Asset Management Australia Limited (ABN 74 004 835 849) as Trustee of the Legg Mason Balanced Trust and the Legg Mason Growth Trust and dated 28 May 2010.

This document is a Supplementary Product Disclosure Statement issued by Legg Mason Asset Management Australia Limited. It supplements the Product Disclosure Statement for the Legg Mason Balanced Trust and the Legg Mason Growth Trust dated 18 May 2009. This Supplementary Product Disclosure Statement is to be read in conjunction with the Product Disclosure Statement for the Legg Mason Balanced Trust and the Legg Mason Growth Trust dated 18 May 2009.

Amendments To The Product Disclosure Statement

Page 2

The text in the third column under the heading "The Trust gains exposure to alternative investments" in the "Legg Mason Australia" section is replaced as follows:

"by investing in the Legg Mason Permal Global Absolute Trust, which predominantly invests in shares issued by Legg Mason Permal Global Absolute Fund, domiciled in Ireland. The Legg Mason Permal Global Absolute Fund seeks to generate absolute returns over the medium term through a macro style investment process. The Legg Mason Permal Global Absolute Fund offers broad exposure to a wide range of investments and has the flexibility to invest where the best investment opportunities lie. The Legg Mason Permal Global Absolute Fund can invest long or short in a wide range of asset classes focusing on Exchange Traded Funds, listed closed end funds, UCITS open ended funds and foreign exchange, but may also include a variety of derivative investments."

Page 3

The text in the 3% Alternative investments section under the heading "The Legg Mason Balanced Trust" on the Key Features page is replaced as follows:

"UBS Australian Bank Bill Index"

The text in the 3% Alternative investment section under the heading "The Legg Mason Growth Trust" on the Key Features page is replaced as follows:

"UBS Australian Bank Bill Index"



WEBB BRIDGE DOCKLANDS, MELBOURNE

LEGG MASON PRODUCT DISCLOSURE STATEMENT

Legg Mason Balanced Trust

Legg Mason Growth Trust

18 MAY 2009

FRONT COVER

The Webb Bridge is located in Melbourne's Docklands area and travels over the Yarra River. The bridge was completed in 2005 and is mainly used as a pedestrian and cycle bridge which allows users to appreciate the surrounding Melbourne CBD views.

The bridge design was derived from a competition, in which architects Denton Corker Marshall were the winners. Their design re-uses the remaining sections of the Webb Dock Rail Bridge, in order to link the Docklands on the north-side to the new residential developments on the south-side. The unification of the old and new represents the connection between the past and the future.

Photograph: Adam M. Dimech

IMPORTANT INFORMATION

Legg Mason Asset Management Australia Limited (ABN 76 004 835 849, AFSL 240827) ("Legg Mason Australia"), the Trustee for the Legg Mason Balanced Trust (SFN 2672/959/45) and the Legg Mason Growth Trust (SFN 3368/789/52) ("Trusts" and individually, a "Trust") has prepared this Product Disclosure Statement ("PDS").

This PDS is not a recommendation to invest in the Trusts and does not take into account your financial objectives, situation or needs. Investments are subject to risks, some of which are outlined in this PDS. None of Legg Mason Australia, Batterymarch Financial Management, Inc., Esemplia Emerging Markets (the trading name of Legg Mason International Equities Limited), Global Currents Investment Management, LLC, The Permal Group or Western Asset Management Company guarantees any profit or recovery of capital from an investment in the Trusts. In this context, "Western Asset Management Company" refers to Western Asset Management Company Pty Ltd (an Australian incorporated company) and Western Asset Management Company Limited (a U.K. based company). It is important that you understand and accept the risks before you invest and you should seek professional financial advice prior to making an investment decision.

Legg Mason Australia issues units in the Trusts on the terms and conditions described in this PDS, the Trust Deed of each Trust, the Superannuation Industry (Supervision) ("SIS") Act and the Corporations Act. Unitholders are bound by the PDS and the Trust Deed of each Trust. Units in the Trusts are only available to investors that receive this PDS (electronically or otherwise) in Australia. Investors should not rely on information about the Trusts that is not contained in this PDS or the Trust Deed of each Trust.

In this PDS, all fees and costs are expressed in Australian dollars inclusive of GST less any reduced input tax credits. A reference to a "Business Day" refers to a day on which banks are open for business in Melbourne, Australia. References to "you" or "your" refers to you as the reader of the PDS and "we" and "our" refers to Legg Mason Australia.

None of Batterymarch Financial Management, Inc., Legg Mason International Equities Limited, The Permal Group or Western Asset Management Company has prepared, authorised or caused the issue of this PDS. They have consented only to the inclusion in the PDS of the statements about them in the form and context in which they are included and this consent has not been withdrawn.

Information in this PDS was correct at the date of printing and is subject to change, including changes to the Trusts' investment guidelines, processes, fees, expenses and other material matters. For updated information, please refer to www.leggmason.com.au or contact us. A paper copy of updated information will be provided to unitholders on request. For material changes, a new or supplementary PDS may be issued and unitholders notified as required by the SIS Act and the Corporations Act. Updates should be read in conjunction with the latest PDS. A copy of the Trust Deed for each Trust is also available on request.

ABOUT US

Legg Mason, Inc.

Legg Mason, Inc. is a pre-eminent global asset management firm that is listed on the New York Stock Exchange. Through its asset management affiliates, Legg Mason, Inc. managed assets totalling US\$632 billion as at 31 March 2009. Legg Mason, Inc.'s asset management affiliates include Batterymarch Financial Management, Brandywine Global Investment Management, Esemplia Emerging Markets, Global Currents Investment Management, Legg Mason Capital Management, Legg Mason Australian Equities, The Permal Group and Western Asset Management Company.

Legg Mason Australia

Legg Mason Australia is the Australian asset management business of Legg Mason, Inc. Legg Mason Australia holds an Australian Financial Services Licence. Legg Mason Australia offers a range of investment strategies managed by its asset management affiliates. The strategies are applied across Australian and global equities, property, fixed income, cash, balanced and alternative investments. The assets of the Trusts are managed as follows

Legg Mason Australian Equities manages the assets of the Legg Mason Australian Equity Trust, the Legg Mason Australian Value Equity Trust, the Legg Mason Australian Small Companies Trust, the Legg Mason Property Securities Trust and the Legg Mason Tactical Allocation Trust, via which the Trusts currently gain exposure to Australian equities, property securities and tactical asset allocation. Legg Mason Australian Equities, part of Legg Mason Australia, is an Australian asset manager that relies on fundamental research to generate superior investment outcomes.

Batterymarch Financial Management, Inc.

manages the assets of Legg Mason Global Equity Trust on a sub advisory basis, via which the Trusts can gain a portion of their exposure to developed markets global equities. Batterymarch Financial Management, an affiliate based in Boston in the United States of America, is a quantitative driven asset manager that combines the benefits of advanced quantitative techniques with the knowledge of experienced fundamental investors;

Esemplia Emerging Markets manages the assets of Legg Mason Emerging Market Trust on a sub advisory basis, via which the Trusts currently gain a portion of their exposure to emerging market equities. Esemplia Emerging Markets, an affiliate based in London, is a dedicated emerging market equity specialist that applies a disciplined, systematic and fundamental based investment process;

Global Currents Investment Management, LLC, manages the assets of the Legg Mason Global Value Equity Trust on a subadvisory basis, via which the Trusts can gain a portion of their exposure to developed and emerging market global equities. Global Currents Investment Management, an affiliate based in Wilmington, Delaware, in the United States of America, is a value manager that looks to buy stocks trading at the lower end of their historical valuation range that have catalysts to spur future growth.

Western Asset Management Company businesses manage the assets of the Legg Mason Diversified Fixed Income Trust, the Legg Mason Australian Bond Trust, the Legg Mason Global Multi Sector Bond Trust and the Legg Mason Cash Trust on a sub advisory basis, via which the Trusts can gain exposure to Australian fixed income, global fixed income and cash. Western Asset Management Company is a leading global fixed income asset manager that applies diversified, value oriented investment approaches that adhere to strict risk controls; and

The Trusts gain exposure to alternative investments

by investing in the Legg Mason Permal Investment Holdings Trust, which predominately invests in shares issued by Permal Investment Holdings N.V., a "fund of fund" alternative investment vehicle. The Permal Group, an affiliate based in London, manages the assets of Permal Investment Holdings N.V. by investing in a carefully selected group of underlying investment managers that manage a range of alternative investments, characterising it as a "fund of fund" vehicle. Alternative investments comprise investment strategies that may have absolute return objectives, allow for the use of derivatives, leverage and/or short selling, and aim to generate returns that have low correlation with traditional asset classes.

How to contact Legg Mason Australia

Please contact Legg Mason Australia if you require further information or if you have any questions regarding this PDS.

 **Free call** 1800 679 541

 **Facsimile** (03) 9017 8690

 **Mail** GPO Box 507
Melbourne Vic 3001

Level 47, 120 Collins Street
Melbourne Vic 3000

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KEY FEATURES

Feature	Summary
Investment objectives and benchmarks	THE LEGG MASON BALANCED TRUST aims to earn a before fees and taxes return (over rolling three year periods) in excess of a benchmark constructed in accordance with the neutral asset allocation:
	35% Australian equities S&P/ASX 200 Accumulation Index.
	10% Property securities S&P/ASX 200 A-REIT Accumulation Index.
	23% Global equities MSCI All Country (ex Australia) World Index, net dividends reinvested, expressed in Australian dollars.
	12% Australian fixed income UBS Australian Composite Bond Index.
	12% Global fixed income Barclays Capital Global Aggregate Index, hedged into Australian dollars.
	5% Cash UBS Australian Bank Bill Index.
	3% Alternative investments 75% the MSCI World Index, net dividends reinvested, and 25% the Barclays Capital Global Aggregate Index, both expressed in Australian dollars.
	THE LEGG MASON GROWTH TRUST aims to earn a before fees and taxes return (over rolling three year periods) in excess of a benchmark constructed in accordance with the neutral asset allocation:
	41% Australian equities S&P/ASX 200 Accumulation Index.
10% Property securities S&P/ASX 200 A-REIT Accumulation Index.	
27% Global equities MSCI All Country (ex Australia) World Index, net dividends reinvested, expressed in Australian dollars.	
8.5% Australian fixed income UBS Australian Composite Bond Index.	
7.5% Global fixed income Barclays Capital Global Aggregate Index, hedged into Australian dollars.	
3% Cash UBS Australian Bank Bill Index.	
3% Alternative investment 75% the MSCI World Index, net dividends reinvested, and 25% the Barclays Capital Global Aggregate Index, both expressed in Australian dollars.	
Investment approach Refer to page 5 for more information	The Trusts aim to achieve their respective investment objective by holding actively managed diversified portfolios of Australian equities, property securities, global equities, Australian fixed income, global fixed income, cash and alternative investments, with active allocation between asset classes and stock selection within asset classes.
Risks Refer to page 7 for more information	The returns on your investment may be below your expectations and you risk losing your capital.

KEY FEATURES

Feature	Summary
Minimum initial investment and holding	\$200,000. We have the discretion to accept lower amounts.
Fees and other costs Refer to page 8 for more information	<p><u>LEGG MASON BALANCED TRUST</u></p> <p>BUY/SELL SPREAD ±0.28% relative to the net asset value ("NAV"), equating to \$560 for an application or redemption of \$200,000.</p> <p>INDIRECT COST RATIO 0.811% for the year to 30 June 2008, equating to \$1,622 p.a. for an investment of \$200,000.</p> <p><u>LEGG MASON GROWTH TRUST</u></p> <p>BUY/SELL SPREAD ±0.32% relative to the NAV, equating to \$640 for an application or redemption of \$200,000.</p> <p>INDIRECT COST RATIO 0.830% for the year to 30 June 2008, equating to \$1,660 p.a. for an investment of \$200,000.</p>
Unit prices Refer to page 11 for more information	An Entry Price and an Exit Price for each of the Trusts will generally be determined for each Business Day.
Eligible Investors	Any person who is a "wholesale client" in respect of investing in a pooled superannuation trust, as described in the "Standing Application for Units – Pooled Superannuation Trusts" form.

INVESTMENT INFORMATION

Legg Mason Balanced Trust

The Legg Mason Balanced Trust offers Eligible Investors an actively managed exposure to Australian equities, property securities, global equities, Australian fixed income, global fixed income, cash and alternative investments, as well as diversification benefits that would be difficult to achieve through direct investment.

Investment process

The investment process aims to identify attractive opportunities in the investment universe. The investment process is characterised by:

- active asset allocation between sectors and active security selection with each sector; and
- comprehensive risk management.

Investment guidelines

The Legg Mason Balanced Trust primarily invests in units of other wholesale unit trusts for which Legg Mason Australia is the Responsible Entity. There are no limits placed on holdings in trusts managed by Legg Mason Australia or any related entity. The Trust will generally be managed in accordance with the following asset allocation guidelines.

	Minimum	Neutral Allocation	Maximum
Australian equities	25%	35%	45%
Property securities	5%	10%	15%
*Global equities	15%	23%	31%
Total growth assets		68%	
Australian fixed income	2%	12%	22%
Global fixed income	7%	12%	17%
Cash	0%	5%	15%
Total defensive assets		29%	
Alternative investments	0%	3%	6%

* Includes an allocation to emerging market equities, which are largely comprised of listed securities of countries in the MSCI Emerging Markets Index.

Legg Mason Growth Trust

The Legg Mason Growth Trust offers Eligible Investors an actively managed exposure to Australian equities, property securities, global equities, Australian fixed income, global fixed income, cash and alternative investments, as well as diversification benefits that would be difficult to achieve through direct investment.

Investment process

The investment process aims to identify attractive opportunities in the investment universe. The investment process is characterised by:

- active asset allocation between sectors and active security selection with each sector; and
- comprehensive risk management.

Investment guidelines

The Legg Mason Growth Trust primarily invests in units of other wholesale unit trusts for which Legg Mason Australia is the Responsible Entity. There are no limits placed on holdings in trusts managed by Legg Mason Australia or any related entity. The Trust will generally be managed in accordance with the following asset allocation guidelines.

	Minimum	Neutral Allocation	Maximum
Australian equities	31%	41%	51%
Property securities	5%	10%	15%
*Global equities	18.5%	27%	35.5%
Total growth assets		78%	
Australian fixed income	0%	8.5%	18.5%
Global fixed income	2.5%	7.5%	12.5%
Cash	0%	3%	10%
Total defensive assets		19%	
Alternative investments	0%	3%	6%

* Includes an allocation to emerging market equities, which are largely comprised of listed securities of countries in the MSCI Emerging Markets Index.

FURTHER INVESTMENT INFORMATION

Other considerations

The Trusts do not intend to borrow. However, derivatives may be used to implement investment decisions. Please refer to the Derivatives section of this PDS for more information.

The Trusts do not take into account labour standards or environmental, social or ethical considerations in the selection, retention or realisation of investments. Decisions to invest in, retain or realise investments are based on the stated investment processes and investment guidelines.

Investment performance

Investment performance of the Trusts is published on our internet site at www.leggmason.com.au/en/product_performance/multi-sector.aspx

Legg Mason Australia claims compliance with the Global Investment Performance Standards (GIPS ©), as developed by the CFA Institute.

Risks

All investments involve risks. Different asset classes have different inherent risk characteristics. As each of the Trusts have different investment objectives and guidelines, their risk profiles are also different. Investors should consider the risk profiles of the Trusts independently of each other, with the assistance of a professional advisor, as required.

Investments in the Trusts are subject to the following specific risks:

- market risks, including declines in asset prices, changes in interest rates, issuer default, unfavourable economic conditions, changes in government regulation, inflation and lack of liquidity (in this context, "lack of liquidity" means investments may not be readily disposed of);
- credit risks, including adverse market or issuer developments, and downgrades to security ratings;
- the risks of investing in "fund of fund" alternative investments, including underlying investment manager specific risks, sector specific risks and risks associated with investing in an asset class with relatively less stringent regulatory oversight.
- manager risks, including human error, system failures, poor procedures, lack of management controls, termination of the Trust, counterparty risk, changes in fees, replacement of the Responsible Entity or the underlying affiliate asset managers;
- counterparty risks, including a situation where a counterparty either cannot or will not meet its obligations;
- investment risks, including benchmark performance that is below unitholder expectation and/or the Trust not meeting its investment objective;
- country risks, including adverse political, economic and social developments,

different levels of regulatory oversight and adverse currency movements; and

- the risks of implementing investment decisions using derivatives, including market risks, manager risks, counterparty risks, the risks of a derivative position unexpectedly not corresponding with the intended exposure, and the risks of a derivative position inadvertently not being backed by cash, cash equivalents or securities. A derivative position that is not appropriately backed will cause the Trusts to be inadvertently leveraged.

Techniques used to manage risks include:

- extensive research;
- active portfolio management;
- monitoring economic factors;
- maintaining disciplined management controls;
- auditing operational procedures; and
- managing derivatives in accordance with Legg Mason Australia's Derivative Risk Statement, as discussed in the "Derivatives" section of this PDS, including backing derivatives with cash, cash equivalents or securities.

FEES AND OTHER COSTS

Consumer advisory warning

DID YOU KNOW?

Small differences in both investment performance and fees and costs can have a substantial impact on your long term returns.

For example, total annual fees and costs of 2% of your fund balance rather than 1% could reduce your final return by up to 20% over a 30 year period (for example, reduce it from \$100,000 to \$80,000).

You should consider whether features such as superior investment performance or the provision of better member services justify higher fees and costs.

You may be able to negotiate to pay lower contribution fees and management costs where applicable. Ask the fund or your financial adviser.

TO FIND OUT MORE

If you would like to find out more, or see the impact of fees based on your own circumstances, the Australian Securities and Investments Commission (ASIC) website (www.fido.asic.gov.au) has a superannuation fee calculator to help you check out different fee options.

Fees and other costs table

This table shows fees and other costs that you may be charged. These fees and other costs may be deducted from your money, from the returns on your investment or from the Trusts assets as a whole. Investors investing through an investor directed portfolio scheme ("IDPS") or a master trust should note that the fees outlined in the following table do not include any other fees imposed by the IDPS or master trust operator.

Type of fee or cost	Amount	How and when paid
Fees when unitholder money moves in or out of the Trust ⁽¹⁾		
Establishment fee The fee to open your investment	Nil.	Not applicable.
Contribution fee The fee on each amount contributed to the unitholder's investment	Nil.	Not applicable.
Withdrawal fee The fee on each amount the unitholder takes out of their investment	Nil.	Not applicable.
Termination fee ⁽²⁾ The fee to close the unitholders investment	Nil.	Not applicable.
Management costs ⁽³⁾ The fees and costs for managing the unitholder's investment		
Investment costs		
Each of the Legg Mason Balanced Trust and the Legg Mason Growth Trust	0.646% p.a. of the NAV, equating to \$1,292 p.a. for a constant investment of \$200,000.	Reflected in unit prices daily and deducted from the respective Trusts quarterly in arrears.
Other Trust costs (estimated)		
LEGG MASON BALANCED TRUST	0.165% p.a. of the NAV, equating to \$330 p.a. for a constant investment of \$200,000.	Where such costs can be reliably estimated they are accrued throughout the financial year, reflected in unit prices and deducted from the respective Trusts at time of payment. Otherwise they are reflected in unit prices upon invoice and deducted from the respective Trust at time of payment.
LEGG MASON GROWTH TRUST	0.184% p.a. of the NAV, equating to \$368 p.a. for a constant investment of \$200,000.	
Service fees		
Investment switching fee The fee for changing investment options	Nil.	Not applicable.

(1) Please see "Buy/Sell Spread" and "Duty" under the heading "Additional explanation of fees and costs".

(2) Please see "Trust Termination Fee" under the heading "Additional explanation of fees and costs".

(3) Please see "Negotiated fees" under the heading "Additional explanation of fees and costs".

ADDITIONAL EXPLANATION OF FEES AND COSTS

Investment costs

The Investment costs identified in the “Fees and other costs” table comprises a Trustee Fee. Under the Trust Deed of each Trust, we may charge a Trustee Fee of up to 1.025% p.a. of the NAV.

Negotiated fees

Legg Mason Australia may negotiate differential fee arrangements. Please contact Legg Mason Australia to determine eligibility. There is no particular manner in which fees may be negotiated.

Other Trusts costs (estimated)

The Other Trusts costs identified in the “Fees and other costs” table are based on the estimated expenses that may be incurred for a financial year. Under the Trust Deed of each Trust, Legg Mason Australia is entitled to recover from the Trusts all expenses which are incurred in the proper performance and exercise of its powers and duties. Consequently, the expenses that are actually recovered may be higher than the estimated Other Trusts costs.

Other Trusts costs include the fees, costs and expenses of the Trusts (including those of the Custodian and the Administrator). Other Trusts Costs may also include financial institution fees, costs of unitholders’ meetings, costs of amending the Trust Deed of each Trust, costs of engaging auditors and/or other advisers, costs of promoting the Trusts, costs of compliance, costs of New South Wales duty and administrative costs generally.

Transactional and operational costs

In addition to the Other Trusts costs, the Trusts may incur transactional and operational costs such as brokerage, settlement and clearing costs. Transactional and operational costs incurred as a result of unitholders coming into and going out of the Trusts may be accounted for in the Buy/Sell Spread. Other transactional and operational costs are additional costs to unitholders that are deducted from the assets of the Trusts. Such costs are recovered as they are incurred and reflected in the unit price.

It is not possible to come up with a meaningful estimate of transactional and operational costs because the turnover in the underlying assets may change substantially as investment and market conditions change, which may affect the level of transactional and operational costs not covered in the Buy/Sell Spread. Further, due to the highly variable drivers upon which such transactional and operational costs are dependent, any estimate provided may not be indicative of future transactional and operational costs not covered in the Buy/Sell Spread.

Tax deductions

The benefit of any tax deductions are, where possible, passed onto unitholders in the form of reduced fees or costs.

Buy/Sell Spread

The Buy/Sell Spread represents an allowance for the estimated costs of trading securities as a consequence of unitholders transacting. The Buy/Sell Spread seeks to ensure that the interests of existing unitholders are not diluted by transacting unitholders. Legg Mason Australia does not benefit from the Buy/Sell Spread.

LEGG MASON BALANCED TRUST:

the Entry Price reflects a spread of +0.28% relative to NAV and the Exit Price reflects a spread of –0.28% relative to the NAV. Assuming an application of \$200,000, the Buy/Sell Spread would be \$560.

LEGG MASON GROWTH TRUST:

the Entry Price reflects a spread of +0.32% relative to NAV and the Exit Price reflects a spread of –0.32% relative to the NAV. Assuming an application of \$200,000, the Buy/Sell Spread would be \$640.

Trust Termination Fee

Upon termination and winding up of either of the Trusts, Legg Mason Australia is entitled to an amount equal to 0.5% of the amount distributable to unitholders, as defined by the Trust Deed of each Trust. Assuming an investment balance of \$200,000, this would equate to \$1,000.

Changes to the fees and expenses

All fees and expenses can change, without the consent of unitholders, subject to any maximum amount specified in the Trust Deed of each Trust.

Rebates and related payments

Legg Mason Australia complies with the Guide on Rebates and Related Payments in the Wealth Management Industry and the Code of Practice on Alternative forms of Remuneration issued by the Investment and Financial Services Association/Financial Planning Association. Legg Mason Australia may make product access payments and fund manager payments to IDPS and master trust operators. Legg Mason Australia may also pay other alternative forms of remuneration. Alternative remuneration is at Legg Mason Australia's expense. Information regarding alternative forms of remuneration is maintained on a register maintained by Legg Mason Australia that is available for inspection.

Indirect Cost Ratio

The Indirect Cost Ratio is the ratio of the Trusts' management costs that are not deducted directly from a unitholder's account, against the Trusts' total average net assets. The Indirect Cost ratio is the sum of the Management costs that are described in the "Fees and other costs" table. The Indirect Cost Ratio of each of the Trusts is calculated each year at 30 June.

LEGG MASON BALANCED TRUST:

the Indirect Cost Ratio was 0.811% for the year to 30 June 2008, equating to \$1,622 p.a. for an investment of \$200,000.

LEGG MASON GROWTH TRUST:

the Indirect Cost Ratio was 0.830% for the year to 30 June 2008, equating to \$1,660 p.a. for an investment of \$200,000.

Example of annual fees and costs

This table provides an example of how fees and costs for the Legg Mason Balanced Trust can affect your investment over a one year period. You should use this table to compare the Legg Mason Balanced Trust with other managed investment products.

Example – Legg Mason Balanced Trust	Balance of \$200,000 with total contributions of \$5,000 during year	
Contribution fees ⁽¹⁾	Nil.	For every \$5,000 you put in, you will be charged nil.
Plus management costs	0.811%	And for every \$200,000 you have in the Legg Mason Balanced Trust you will be charged \$1,622 each year.
Equals cost of fund		If you put in \$5,000 during a year and your balance was \$200,000, then for that year you will be charged fees of \$1,622 ⁽¹⁾ .
What it costs you will depend on the Trust you choose and the fees that you negotiate.		

(1) The Buy/Sell Spread also applies.

Valuation and net income

Net income is accumulated in the Trusts. Net income may include:

- realised gains on the sale of investments;
- dividends;
- interest; and
- other distributions.

Net income may be affected by:

- realised losses on the sale of investments; and
- fees, expenses and taxes charged to the Trusts.

Unit price calculation

Entry and Exit Prices are based on the NAV of each Trust, the number of units on issue and the Buy/Sell Spread. In normal circumstances, Entry and Exit Prices will be determined for each Business Day. Legg Mason Australia may declare Entry and/or Exit Prices more or less frequently or may delay calculation in certain circumstances.

Legg Mason Australia is prohibited by the SIS Act from issuing a unit at an Entry Price or an Exit Price which is not fair and reasonable between the unitholder in question and the remaining unitholders or where it cannot determine the price. In view of the value attributed to future income tax benefits (which takes into account the expected ability of the Trusts to utilise those benefits) reflected in the NAV of the Trusts at the date of this PDS and depending on all the circumstances existing at the time of a redemption, the Trustee may be in a position where it reasonably considers that it would

ADDITIONAL EXPLANATION OF FEES AND COSTS - CONTINUED

not in the circumstances be fair and reasonable as between a redeeming unit holder and remaining unit holders to redeem units at the Exit Price under the Trust Deed. If this is the case, Legg Mason Australia may be required to adjust Entry or Exit Prices.

Legg Mason Australia has a policy in relation to exercising discretion in calculating unit prices which is available upon request.

Application for and redemption of units

Application requests received before 11.00 am on a Business Day will generally receive the Entry Price for that Business Day. Application requests received after 11.00 am on a Business Day will generally receive the Entry Price for the next Business Day. Legg Mason Australia reserves the right not to accept an application request.

Redemption requests received before 11.00 am on a Business Day will generally receive the Exit Price for that Business Day. Redemption requests received after 11.00 am on a Business Day will generally receive the Exit Price for the next Business Day.

Your units may be compulsorily redeemed or a redemption request refused where you hold less, or a redemption would cause you to hold less, than the minimum holding amount (unless the redemption request relates to the balance of your holding). Legg Mason Australia may compulsorily redeem your units if you cease to be, or cannot prove that you are, an Eligible Investor.

Payment of redemptions

Redemption proceeds are typically paid within 5 Business Days, although the Trust Deed of each Trust allows us up to 30 Business Days or longer in certain circumstances. Legg Mason Australia may deduct money owed by you from a redemption. Proceeds from redemption will be paid in accordance with the unitholders' instructions or as agreed with Legg Mason Australia.

Redemption requests of more than 5% of the units on issue in either of the Trusts may be treated as five separate requests, each for 1/5 of the original request received on five successive Business Days. Redemption requests of more than 10% of the number of units on issue in either of the Trusts over five consecutive Business Days may have the excess paid within 45 Business Days of the original request.

Derivatives

Derivatives may be used to implement investment decisions. In this context, "derivatives" are financial products whose return is linked or derived from changes in the value of an underlying asset. Derivatives are generally more timely and cost effective to buy and sell than the underlying asset. Derivatives are not used for speculation where speculation is defined as derivatives activity that would result in the net exposure being outside of the Investment Guidelines. Derivative positions are fully backed by cash, cash equivalents or securities, or other financial instruments in certain cases, and are governed by Legg Mason Australia's Derivative Risk Statement, available at www.leggmason.com.au/en/fiduciary_standards/index.aspx

Custodian and Administrator

State Street Australia Limited is the Custodian of the Trusts. State Street Australia Limited also provides administration services for the Trusts pursuant to an Administrative Services Agreement. State Street Australia Limited does not oversee Legg Mason Australia's management of the Trusts and is not responsible for protecting the rights and interests of unitholders. Legg Mason Australia can terminate State Street Australia Limited's appointment as Custodian and/or Administrator in the circumstances specified under respective agreements governing these relationships.

As the register for the Trusts is located in New South Wales, certain transactions (including transferring units to another person) may be subject to stamp duty. Please speak to your professional financial advisor for information about how duty may apply to a particular transaction.

OTHER RIGHTS & OBLIGATIONS

The Trustee and the Trust Deed of each Trust

The Trust Deed of each Trust, the SIS Act and/or the Corporations Act and general legal principles govern Legg Mason Australia's responsibilities as the Trustee of the Trusts. Legg Mason Australia's duties include acting honestly and in the best interest of unitholders; to treat unitholders of the same class equally and unitholders of different classes fairly; and to exercise care and diligence. The terms and conditions of the Constitution of each Trust are binding on Legg Mason Australia and on unitholders. Some of the key terms and conditions of the Constitution of each Trust, the SIS Act and/or the Corporations Act include:

- the nature and entitlements of units in the Trusts;
- amendments to the Trust Deed of each Trust and how meetings of unitholders can be called and operated;
- termination of the Trusts and the retirement of Legg Mason Australia as Trustee;
- the powers of Legg Mason Australia to make investments on behalf of the Trusts;
- the considerations and powers of Legg Mason Australia in accepting applications and paying redemptions;
- the processes and procedures when one or more of the Trusts is not liquid;
- the indemnity which Legg Mason Australia is owed by the Trusts; and
- details of the Compliance Committee and the Compliance Plan.

Legg Mason Australia will provide investors with a free copy of the Trust Deed for each Trust upon request.

Reporting

Legg Mason Australia will confirm transactions to unitholders in the Trusts and provide quarterly reporting that identifies the Trusts' investment performance, provides market commentary, documents the units issued and/or redeemed over the quarter and the balance of units held. Unitholders will be sent the respective audited accounts of the Trusts and other information as required under the SIS Act and the Corporations Act at financial year's end.

Investing via an IDPS or a master trust

Investors accessing the Trusts indirectly through an IDPS or a master trust do not acquire the rights of a unitholder. Rather, the operator acquires the units and the rights of a unitholder, meaning that the right to receive distributions, confirmations, reports, attend meetings and make complaints. The rights of IPDS or master trust investors, including the taxation implications of investing, should be set out in disclosure documents issued by the IPDS or master trust operator.

Related party dealings

Legg Mason Australia may transact business with related parties on "arms' length" terms, whether the related party acts as agent or principal. Legg Mason Australia may delegate its functions to related parties or other third parties. Legg Mason Australia may invest in other trusts for which we are the Trustee or responsible entity.

Anti-money laundering

Anti-money laundering laws in Australia may require Legg Mason Australia to obtain additional information to verify the identity of an investor, any underlying beneficial owner of units in the Trusts and the source of any payment. The processing of applications or

redemptions may be delayed or suspended until the requested information is provided in a satisfactory form.

Complaints

To make a complaint, a unitholder should initially contact Legg Mason Australia. If the complaint is not satisfactorily resolved, the unitholder's complaint should be forwarded in writing. Legg Mason Australia will acknowledge receipt of the written complaint within 14 Business Days. Legg Mason Australia will formally respond to the complainant within 45 days to advise the complainant of the outcome of the investigation, the proposed course of action and any further avenues available.

Legg Mason Australia is a member of the Financial Ombudsman Service Limited, a body set up specifically to resolve complaints from investors. The Financial Ombudsman Service Limited can be contacted on 1300 780 808.

Privacy

Legg Mason Australia collects personal information from unitholders to process applications, administer investments and provide unitholders with services related to their investments. To do that, Legg Mason Australia may disclose a unitholder's personal information to third party agents, contractors or service providers to whom we outsource services such as mailing functions, registry and accounting. If a unitholder does not provide us with requested information we may not be able to process the application.

Legg Mason Australia's privacy practices are contained in a Privacy Policy. The Privacy Policy is available on Legg Mason Australia's website at www.leggmason.com.au

Legg Mason will provide investors with a free copy of the Privacy Policy upon request.

The information set out below is a broad overview of some of the tax consequences for Australian residents of investing in the Trusts. It does not take into account the specific circumstances of each unitholder that may invest in the Trusts and should not be used as the basis upon which potential unitholders make an investment decision.

This information has been prepared based on Australian tax law and administrative and judicial interpretations of such as at the date of this PDS.

The taxation implications of investing in the Trusts are particular to each unitholder's circumstances. Legg Mason Australia recommends that you seek professional tax advice, particularly if, for Australian tax purposes, you are not a resident of Australia or you are a "temporary resident" of Australia. Nothing contained in this PDS should be construed as the giving of, or be relied upon, as tax advice.

Taxation of the Trusts

The Trustee intends to maintain the status of the Trusts as a complying pooled superannuation trust for the purposes of the Income Tax Assessment Act 1936 and 1997 (Tax Act) and superannuation law. A complying pooled superannuation trust is taxed on the following basis:

- income of a pooled superannuation trust, such as interest, dividends and net trust distributions, is subject to income tax at the rate of 15%;
- income tax is also paid on net realised capital gains. Realised capital losses are used to offset realised capital gains. Excess realised capital losses may be carried forward and applied against future realised capital gains; and
- allowable deductions, rebates, imputation credits and foreign tax credits may be available to enable a pooled superannuation trust to reduce its taxation liability.

Taxation of the Unitholders

As a general rule the Trusts do not distribute income or capital gains to unitholders. Rather, those items are reflected in the unit prices of the Trusts. All assessable income and realised capital gains derived by the Trusts will be assessable in the hands of the Trusts, and will not be assessable to the unitholder.

Capital gains will not be assessable to eligible unitholders on the disposal of units in the Trusts.

Unitholders should not be subject to GST on applications to or redemptions from the Trusts. The Trusts may incur GST in respect of various supplies that it acquires. However, a reduced input tax credit may be available to the Trusts on certain supplies.

Foreign income and tax credits

The Trusts may realise assessable foreign sourced income from their investments, for example, foreign sourced dividend income.

HOW TO TRANSACT

Complete the "Standing Application for Units – Pooled Superannuation Trusts" form and send it to:



Mail

State Street Australia Limited
Unit Registry
Level 7 State Street Centre
338 Pitt Street
Sydney NSW 2000



Facsimile

+612 9323 6411; or +612 9323 6420

The "Standing Application for Units – Pooled Superannuation Trusts" form can be obtained by contacting Legg Mason Australia; it is also available at www.leggmason.com.au

In the case of joint applications, all applicants must sign. Applications lodged by companies must be signed in accordance with their constitution. Applications by trustees must be made in the name of, and signed by, the trustees. If an applicant wishes to specify individuals who have authority to act on their behalf in relation to their investment, they may do so by completing the "Authorised Signatories" section. The same person or persons who sign the "Standing Application for Units – Pooled Superannuation Trusts" form should sign the "Authorised Signatories" section.

Sending Instructions by Facsimile

Applicants providing authorised instructions by facsimile are subject to the following terms and conditions:

- Legg Mason Australia will accept applications, redemptions and instructions to change an applicants' details (including authorised signatories details, bank account details and reinvestment requests) by facsimile;

- Legg Mason Australia has absolute discretion in determining whether or not to follow instructions received by facsimile; and
- the applicant will release and indemnify Legg Mason Australia from any and all responsibility for any and all costs, claims, losses or liabilities of any nature (both direct and indirect) resulting from any act or omission of action relating to use of the facsimile facility.

If application is made by cheque

Forward the cheque to:

Urgent Delivery Prior To 11.00 am

State Street Australia Limited
Unit Registry
Level 7 State Street Centre
338 Pitt Street
Sydney NSW 2000

For the LEGG MASON BALANCED TRUST, make cheque payable to "State Street Bank & Trust Company - Unitholder name WM63".

For the LEGG MASON GROWTH TRUST, make cheque payable to "State Street Bank & Trust Company - Unitholder name YM22".

If application is made by Austraclear

Funds should be transferred to Austraclear code SSBS20. The Applicant must ensure they quote their Austraclear code on the "Standing Application for Units – Pooled Superannuation Trusts" form.

If application is made by Electronic Funds Transfer (Real Time Gross Settlement)

Applications made by Electronic Funds Transfer must be sent by Real Time Gross Settlement. Applications received through Electronic Funds Transfer are subject to confirmation (to Legg Mason Australia) of receipt of funds (from the Custodian), which is subject to a minimum 24 hour delay. Legg Mason Australia may exercise discretion to issue units prior to receiving confirmation of funds from the Custodian.

Electronic Funds Transfer details via Real Time Gross Settlement are:

Bank name:	State Street Bank & Trust Company
Acc:	State Street Bank & Trust Co Sydney Branch – Capital Markets
BIC No:	SBOS AU2X
BSB:	913 001
Account No.:	958 2131
Reference:	WM63 (for the Legg Mason Balanced Trust) YM22 (for the Legg Mason Growth Trust)

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