

Edgar Filing: CONSECO INC - Form CERTNYS

CONSECO INC
Form CERTNYS
September 10, 2003

This document was generated as part of a paper submission.

Please reference the Document Control Number 03031755 for access to the original document.

r="gray" align="center">

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

The CCO may be contacted at:

Legg Mason
Compliance Department
620 Eighth Avenue, 49th floor
New York, NY 10041

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

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

Western Asset Emerging Markets Income Fund II Inc.
Audit Committee Chair
c/o Robert K. Fulton, Esq.
Stradley Ronon Stevens & Young, LLP
2600 One Commerce Square
Philadelphia, PA 19103

Any stockholder who wishes to send any other communications to the Board of Directors should also deliver such communications to the Secretary of the Fund at the address listed above. The Secretary is responsible for determining, in consultation with other officers of the Fund, counsel, and other advisers as appropriate, which stockholder communications will be relayed to the Board.

Other Information

The Fund's Annual Report containing financial statements for the fiscal year ended May 31, 2008 is available free of charge by writing to the Fund c/o Legg Mason at the address listed on the front cover, or by calling toll-free 1-888-777-0102.

Please note that only one annual report or Proxy Statement may be delivered to two or more shareholders of the Fund who share an address, unless the Fund has received instructions to the contrary. To request a separate copy of these documents or to determine how to request a single copy if multiple copies of the document are received, shareholders should contact the Fund at the address and phone number set forth above.

Expenses of Proxy Solicitation

The costs of preparing, assembling and mailing material in connection with this solicitation of proxies will be borne by the Fund. Proxies may also be solicited in-person by officers of the Fund and by regular employees of LMPFA or its affiliates, or other representatives of the Fund or by telephone, in addition to the use of mails.

Brokerage houses, banks and other fiduciaries may be requested to forward proxy solicitation material to their principals to obtain authorization for the execution of proxies, and will be reimbursed by the Fund for such out-of-pocket expenses.

Other Business

The Board of Directors of the Fund does not know of any other matter which may come before the Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the proxy to vote the proxies in accordance with their judgment on that matter.

August 27, 2008

ANNUAL MEETING OF STOCKHOLDERS OF

**WESTERN ASSET
EMERGING MARKETS INCOME FUND II INC.**

September 25, 2008

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

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

20200000000000001000 5

092508

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE X					
The Board of Directors recommends a vote FOR the following proposal:					
1. Election of Class II Directors: to serve until the 2011 Annual Meeting of Stockholders.				2. Any other business that may properly come before the Meeting.	
		NOMINEES:			
FOR ALL NOMINEES		Jeswald W. Salacuse			Please Complete, Sign and Date hereon and Mail in Accompanying Postpaid Envelope.
		R. Jay Gerken			
WITHHOLD AUTHORITY FOR ALL NOMINEES					
FOR ALL EXCEPT (See instructions below)					

Edgar Filing: CONSECO INC - Form CERTNYS

INSTRUCTION: withhold authority to vote for any individual nominee(s), mark FOR																			
ALL EXCEPT and fill in the circle next to each nominee you wish to withhold, as shown here:																			
To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.																			
<div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> Signature of Stockholder </div> <div style="width: 10%;"> Date: </div> <div style="width: 45%;"> Signature of Stockholder </div> <div style="width: 10%;"> Date: </div> </div>																			
Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.																			

WESTERN ASSET EMERGING MARKETS INCOME FUND II INC.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints R. Jay Gerken, Robert I. Frenkel, William J. Renahan, Michael Kocur and Barbara Allen and each of them, attorneys and proxies for the undersigned, with full power of substitution and revocation to represent the undersigned and to vote on behalf of the undersigned all shares of Western Asset Emerging Markets Income Fund II Inc. (the Fund) which the undersigned is entitled to vote at the Annual Meeting of Stockholders of the Fund to be held at Legg Mason, 620 Eighth Avenue, 49th Floor, New York, New York on September 25, 2008, at 2:00 p.m., Eastern Standard Time and at any adjournments thereof (the Meeting). The undersigned hereby acknowledges receipt of the Notice of Meeting and accompanying proxy statement and hereby instructs said attorneys and proxies to vote said shares as indicated hereon. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Meeting. A majority of the proxies present and acting at the Meeting in person or by substitute (or, if only one shall be so present, then that one) shall have and may exercise all of the power and authority of said proxies hereunder. The undersigned hereby revokes any proxy previously given.

This proxy, if properly executed, will be voted in the manner directed by the stockholder. If no direction is made, this proxy will be voted FOR the election of the nominees as director.

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

(Continued and to be signed on the reverse side)

14475
