

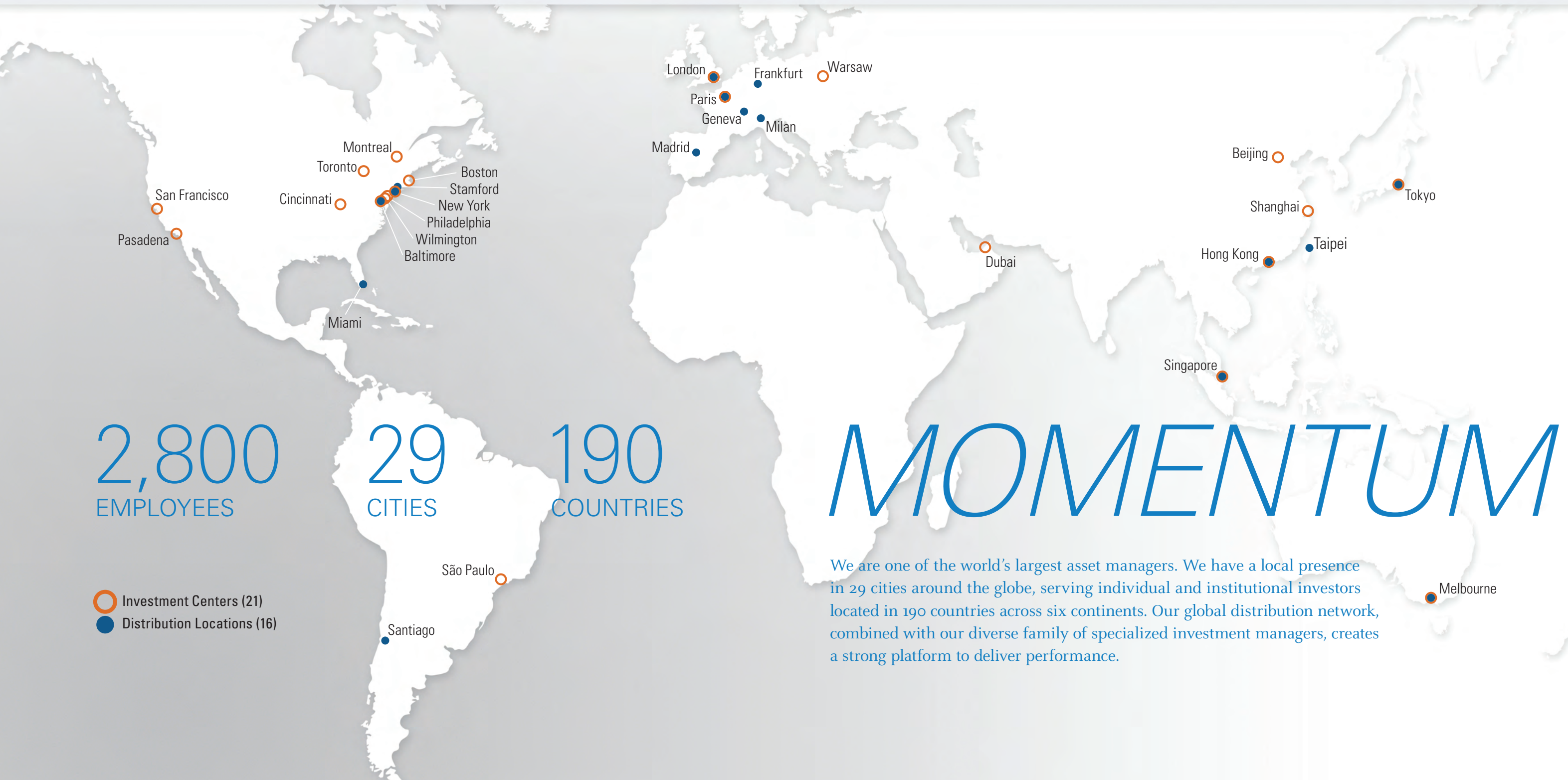


# BUILDING MOMENTUM

If the wind will not serve, take to the oars.

—Latin proverb

# INDEPENDENT INVESTMENT AFFILIATES + GLOBAL RETAIL DISTRIBUTION



2,800  
EMPLOYEES

29  
CITIES

190  
COUNTRIES

# MOMENTUM

- Investment Centers (21)
- Distribution Locations (16)

We are one of the world's largest asset managers. We have a local presence in 29 cities around the globe, serving individual and institutional investors located in 190 countries across six continents. Our global distribution network, combined with our diverse family of specialized investment managers, creates a strong platform to deliver performance.

## DEAR CLIENTS AND FELLOW SHAREHOLDERS:

I write you following the completion of my first year as CEO, very pleased to share the results of a year of great progress for our Legg Mason.

During this past year, I have been so proud to see our organization move *forward, together*, in service of our clients and shareholders, as we begin returning Legg Mason to a position of industry leadership. This new fiscal year, it is our commitment to build further on the clear momentum that we now enjoy.

Our Fiscal 2014 was a year of difficult but important decisions that involved streamlining our Company where appropriate, while adding resources and capabilities opportunistically, all with a clear focus on “*Building a Better Legg Mason*” and **positioning the Company for growth: our number one priority for Fiscal 2015.**

As we look ahead, fully appreciating the sacred trust our clients place in us, we feel an even greater sense of purpose and determination to help solve the financial challenges we all face: achieving financial security and growth in what remains a turbulent global economy.

We strongly believe that we have the talent and resources, properly aligned and focused, to help our clients navigate these challenges.

We remain confident that our business model, combining highly-performing, independent investment managers and global retail distribution, is not only differentiated in the marketplace, but distinctive. This model, successfully executed, provides the foundation to deliver for clients and, in turn, our shareholders, in two essential ways: by achieving compelling investment returns in appropriate products and strategies that are effectively distributed on a global basis. We are quite pleased to have made progress on both investment performance and distribution last year, and we expect to build upon those improvements in the year ahead.

We see the Legg Mason of the future with fewer but larger Affiliates, focused on delivering compelling investment results for investors, more comprehensive investment capabilities that reflect evolving client demand and needs, and an increasingly productive operating team to support both our Affiliates and global distribution platform. We believe that strong execution of this vision will improve our organic AUM growth rate; increase revenue generation; and further diversify our business by client, asset class and geography to yield increasingly better results for both our clients and fellow shareholders this coming year and beyond.

### **The Year in Review: Change and Action**

Our work this past year was one of deliberate action, centered on three fundamental imperatives: improving operating productivity, leveraging our global distribution platform and strengthening our independent, multi-Affiliate model to be more competitive and effective.

**Leadership Changes**—We strengthened our Board of Directors with the addition of our new non-executive Chairman, Dennis Kass, and Directors John Myers, John Murphy and John Davidson (elected in May), all of whom add diverse and broad business and asset management expertise.

**Joseph A. Sullivan**  
President and Chief Executive Officer



I'm grateful for the insight and counsel of these new Directors and look forward to our collaboration as we progress.

Additionally, I am very pleased that Tom Hoops joined Legg Mason to lead the critical business and product development effort at the senior executive level. Having most recently managed the Affiliated Managers Division within the asset management group at Wells Fargo, Tom appreciates our diverse, multi-Affiliate model and, as such, is quite comfortable and effective in bringing together our Affiliates, the executive team and the broader organization around common objectives.

**Improving Operating Productivity**—We introduced a LEAN/Six Sigma efficiency initiative to the Company that resulted in both short- and long-term benefits to the organization. Several hundred employees worldwide were trained to lead an evolution of our corporate DNA to embrace the practice of Kaizen, or “continuous improvement.” The Legg Mason of the future is committed to operating the firm with a high degree of efficiency and effectiveness, which is more than just a matter of fiscal prudence, but also a competitive necessity. This important productivity initiative has already yielded a meaningful reduction in our spend, which we are redeploying to our critical growth engine, Legg Mason Global Distribution.

**Leveraging Our Global Distribution Platform**—It is clear that we now operate in a more complex market environment with low real economic growth and interest rates, particularly in mature economies. This sober reality means that, to accomplish their long-term objectives, investors need to consider looking across asset classes and beyond the borders of regional geographies in new ways when investing. This is the real “new reality” that our investor clients face, and the implications for asset managers are significant. Size, reach and diversity of products and

strategies are essential to meet these evolving client needs; and managers that offer a broad, truly global perspective and investment strategy palette will succeed disproportionately in the marketplace.

We believe that Legg Mason is competitively positioned to capture just such opportunity.

While still in modest long-term outflow, we made significant progress this past year in distribution across the Company, with net long-term asset flows improving by approximately \$28 billion. Strong performance in both our institutional and retail channels was highlighted by our global retail platform achieving record gross sales, increasing 15% over the prior year.

Despite that improvement, we believe that we can dramatically grow our sales and improve net flows over the next few years, but to do so will require thinking and acting differently, embracing change as our clients and the markets change. Specifically, to better serve a larger and broader set of global clients, our sales and client service teams must have even deeper product knowledge, listen and engage with our clients more effectively, and be better prepared to offer innovative products and solutions that meet *their needs*.

In addition to working harder and being opportunistic, “winning” firms will also need to work smarter, with costs for all managers rising, as more is expected of us by clients, distribution partners and regulators than ever before.

In working smarter, we are investing thoughtfully and strategically to innovate and harness the power of technology, enabling us to better understand and serve our clients more effectively and efficiently.

Utilizing technology to collect and analyze client segmentation and geographic dispersion data, we created

## The Board's Perspective

Your Company concluded this fiscal year with strong and improving business and financial results. Assets under management increased because of positive stock market trends, broadly competitive investment performance and dramatic improvement in net flows. Rising revenues, continued expense discipline and prudent capital management have driven higher profitability and favorable absolute and relative returns for investors in Legg Mason.

CEO Joe Sullivan has led strategic initiatives to significantly enhance investment and distribution capabilities—creating a more focused Affiliate lineup, increasing product offerings through innovation and acquisitions, and expanding the Company's reach in global distribution channels. Your Board enthusiastically supports his plans to foster investment excellence firm-wide, improve the quality and efficiency of business operations, and accelerate the growth of revenues and profits.

We sincerely thank Harold Adams, John Koerner and John Cahill for their superb and diverse contributions as Directors of Legg Mason. In the fiscal year, we welcomed two new Directors to the Board: John Myers and John Murphy, both veteran industry leaders; and in May we welcomed John Davidson, a seasoned financial executive and public company director.

The Board will remain vigilant in working to fulfill our fiduciary responsibilities of supervision and oversight, on behalf of you, the owners of Legg Mason.

Respectfully,



Dennis M. Kass  
Chairman of the Board

## Financial Highlights

(dollars in thousands, except per share amounts)

Years Ended March 31,	2014	2013	2012	2011	2010
<b>OPERATING RESULTS</b>					
Operating revenues	\$2,741,757	\$2,612,650	\$2,662,574	\$2,784,317	\$2,634,879
Operating income (loss)	430,893	(434,499)	338,753	386,808	321,183
Income (loss) from continuing operations before income tax provision (benefit)	419,641	(510,607)	303,083	365,197	329,656
Net income (loss) attributable to Legg Mason, Inc. <sup>(1)</sup>	284,784	(353,327)	220,817	253,923	204,357
Adjusted income <sup>(2)</sup>	417,805	347,169	397,030	439,248	381,258
<b>PER COMMON SHARE</b>					
Net income (loss), diluted <sup>(1)</sup>	\$ 2.33	\$ (2.65)	\$ 1.54	\$ 1.63	\$ 1.32
Adjusted income, diluted <sup>(2)</sup>	3.41	2.61	2.77	2.83	2.45
Dividends declared	0.52	0.44	0.32	0.20	0.12
Book Value	40.32	38.44	40.59	38.41	35.94
<b>FINANCIAL CONDITION</b>					
Total assets	\$7,111,349	\$7,269,660	\$8,555,747	\$8,707,756	\$8,622,632
Total stockholders' equity	4,724,724	4,818,351	5,677,291	5,770,384	5,841,724

(1) Fiscal 2013 includes non-cash impairment charges related to intangible assets, net of income tax benefits, of \$508,252 or \$3.81 per share.

(2) Adjusted income, per diluted share represents a performance measure that is based on a methodology other than generally accepted accounting principles ("non-GAAP"). For more information regarding this non-GAAP financial measure, see Management's Discussion and Analysis of Financial Condition and Results of Operations included in this Annual Report.

a differentiated U.S. distribution model. As part of this work, we segmented the business needs of nearly 200,000 advisors in the U.S. retail market, including both those we now serve and those whom we've identified as having significant business potential. Further, we are applying the lessons we've learned in the meaningful success of our innovative "cross channel" sales model, launched in 2011. Given that success, our conviction is high that multiple coverage models can succeed and lift the productivity of all sales teams to create a more powerful distribution system.

We've introduced a new solutions-oriented, capital markets-based selling approach and a modified sales compensation plan to support it. Going forward, we will use metrics to reinforce collaboration throughout the organization and strengthen accountability for results.

We're very excited about the opportunity to accelerate our success in our global distribution platform with the launch in April of these new sales initiatives in the United States, and we will apply a similar, though regionally adapted, approach internationally in the year ahead.

### **Strengthening Our Independent Multi-Affiliate Model—**

While firmly committed to our independent, multi-Affiliate model, we recognize that there is room for meaningful improvement in how we execute this model. The economic structure, the relationship governance and mix of our Affiliate portfolio must be modified and enhanced.

With that in mind, we successfully completed two Management Equity Plans with Permal and ClearBridge during the year to create greater alignment in building long-term franchise value at the Affiliate level.

These plans are designed to improve the Affiliate's ability to recruit and retain talent, support succession planning and yield incremental margin for Legg Mason shareholders, as the Affiliate grows. We expect to complete similar plans with each of our major Affiliates.

At the same time, we substantially modified the mix of our Affiliate portfolio by rationalizing non-strategic, sub-scale and underperforming managers and adding new investment capabilities, through a series of difficult but important actions.

To address small or non-core Affiliates in a thoughtful manner, we reached an agreement to sell Private Capital Management back to its management team in August and made the decision to wind down operations at our London-based emerging market Affiliate, Esemplia, last fall.

Additionally, we combined Legg Mason Capital Management with ClearBridge Investments, rebranding LMCM products under the ClearBridge name. We will now leverage their shared history and success, focused on fundamental investing, under a single brand.

In March, we were very pleased to announce the acquisition of QS Investors, which was completed in May, bringing to Legg Mason a leading manager of customized solutions and global quantitative equities. We are very fortunate to add



## Executive Committee

*Legg Mason's Executive Committee is composed of (left to right) Tom Merchant, General Counsel; Tom Hoops, Head of Business Development; Joe Sullivan, Chief Executive Officer; Jennifer Murphy, Chief Administrative Officer; Pete Nachtwey, Chief Financial Officer; and Terry Johnson, Head of Global Distribution.*

this highly talented team with a distinctive and differentiated investment process and a scalable, proprietary investment platform capable of accommodating significant growth.

In tandem with the acquisition of QS, we have begun the process of combining, over time, the investment capabilities and operations of QS with those of Batterymarch Financial, our existing quantitative equity manager, and Legg Mason Global Asset Allocation, our multi-manager platform. We're confident that the combined platform, bringing together the best of these three firms, will powerfully position Legg Mason to meet the rapidly growing client demand for global solutions, liquid alternatives and smart beta categories.

Each of these actions involved difficult but necessary decisions that have helped streamline our Affiliate lineup and clarify our brand in the marketplace. As a result, we now have six larger, highly focused Affiliates in Brandywine Global, ClearBridge Investments, Permal, QS Investors, Royce & Associates and Western Asset Management, each with a distinct investment expertise and brand.

And, as it relates to expanding and refining our investment capabilities and Affiliate mix, we're not done.

We do expect to continue adding investment capability through lift-outs and bolt-ins and will likely add modestly to

our Affiliate lineup, but only if and as we find a quality firm with a leverageable investment platform, again, with a focus on having fewer and larger Affiliates.

As we expand our investment capability, we seek to add investment professionals and new Affiliate relationships with people and firms that are entrepreneurial and innovative, that deliver compelling investment results for investors, whose culture is consistent with our **clients first** commitment and who seek the benefits of a true partnership with a large, global firm.

While these attributes represent a high bar for admission, we believe that Legg Mason is a wonderful home for great investors. Our current Affiliates share these critical characteristics and are aligned with us in strong partnership to serve our clients, a mutual commitment that will drive our collective success.

We're proud of the significant and successful work on these three critical imperatives this past year and are confident that we are now better positioned in the marketplace, realizing that the heavy lifting of growth has just begun.

### **Year in Review: Business and Financials**

We are certainly pleased with the performance of our stock over the past year, which we believe reflects significant

progress on the three fundamental imperatives and improvement on key business metrics.

Most importantly, investment performance remained strong overall, with three-quarters or more of our strategy AUM exceeding benchmarks for all time periods as of year-end.

Our results include an improvement of \$28 billion in long-term net flows. This improvement, led by fixed income inflows and significantly reduced equity outflows, resulted in a modest total outflow for the fiscal year.

We achieved a 5% increase in revenues and a meaningful improvement in our operating margin, as adjusted, year over year.

For Fiscal Year 2014, Legg Mason reported net income of \$285 million, or \$2.33 per diluted share, and adjusted income of \$418 million, or \$3.41 per diluted share.

Assets under management at fiscal year-end were \$702 billion, up 6% from March 2013.

We refinanced our debt, deleveraged our balance sheet and locked in long-term debt capital at current historically low rates.

Finally, over the past year we returned capital to shareholders by repurchasing 9.7 million shares and increasing our dividend by 23%.

We are very pleased that over the past three years the combination of our share buyback and dividend has resulted in Legg Mason delivering one of the highest total shareholder payout rates in the industry.

### **The Year Ahead**

As an asset management firm, we generate a significant amount of cash that we can return to shareholders and invest strategically in future growth, which is the foundation of *Building a Better Legg Mason*.

In the year ahead, we remain committed to continuing to fill investment capability gaps, most importantly in non-U.S. equities, a goal that remains very high on my personal list of priorities.

We will also continue to look thoughtfully and opportunistically at adding alternative investment capabilities in such asset classes as real estate, energy and private equity.

We are excited about the potential for the solutions capability we now have with QS Investors to deliver the

outcome-oriented products that our clients want, both through QS's own expertise and through partnerships with our other investment Affiliates.

We intend to complete more Management Equity Plans in the coming year, as doing so aligns the Company more deeply with our Affiliates, provides a mechanism for long-term growth and sustainability and, very importantly, affords Legg Mason the opportunity to achieve incremental margin as each Affiliate grows.

We fully expect continued improvement in distribution in both the institutional and retail channels and are investing thoughtfully and meaningfully to support that growth.

And finally, as we run our business, we will continue to pursue managing this Company with the highest degree of efficiency and effectiveness possible...Kaizen!

While we seek to deliver on these operating goals, we'll continue to appropriately balance the allocation of our capital between investing in the business for the long term and returning it to shareholders.

I am extremely proud of the dedication and commitment of our nearly 3,000 professionals around the world, as they continue to work tirelessly to serve both our clients and shareholders.

We recognize the many challenges faced by investors today, challenges that may, at times, seem almost overwhelming. We have the resources, the capability and the opportunity to play a meaningful role with investors to solve many of these challenges. This opportunity is also a responsibility to lead, to bring more to the clients we now serve and to reach more investors around the world. In fulfilling this responsibility, we will return our Legg Mason to organic growth, to the benefit of the clients we serve, our shareholders and our fellow colleagues. We eagerly and gratefully accept this important responsibility.

We appreciate your continued trust and confidence.



Joseph A. Sullivan  
President and Chief Executive Officer

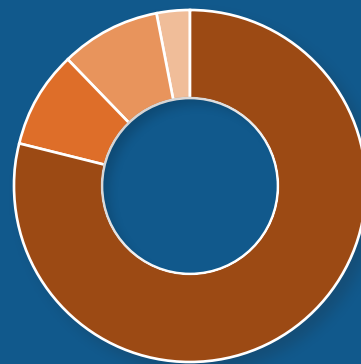


**Global value investing**

Pursuing value since 1986 across equity and fixed-income, globally and in the United States. Historically institutionally focused, the firm has both a boutique’s agility and a leader’s stability and resources.

**Assets by Strategy**

- Fixed Income—79%
- Diversified Equity—9%
- Large Cap Equity—9%
- Small/Mid Cap Equity—3%



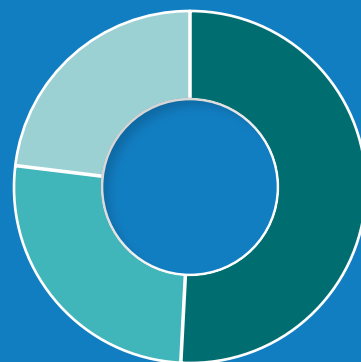
**ClearBridge**  
Investments

**Quality focused equity**

Global investment manager with over 45 years of experience and long-tenured portfolio managers who seek to build income, high active share or low volatility portfolios.

**Assets by Product Type**

- High Active Share\*—51%
- Income Solutions—26%
- Low Volatility—23%



\*Active share is a measure of the percentage of stock holdings in a manager’s portfolio that differs from the benchmark index.

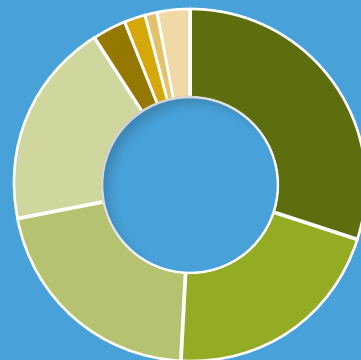
**PERMAL**

**Global alternative asset manager**

Permal Group is a leading global alternative asset manager offering investment solutions through established funds and customized portfolios.

**Multi-Manager Funds’ Assets by Strategy**

- Global Macro—30%
- Fixed Income—21%
- Global Long/Short—21%
- Event Driven—19%
- Thematic—3%
- Equity Long—2%
- Natural Resources—1%
- Cash/Other—3%





Brandywine Global's momentum in Fiscal 2014 came from a focus on culture, investment research and reinvestment in the business. Its strong culture led *Pensions & Investments* to recognize Brandywine as one of the "Best Places to Work." Brandywine added 50 talented professionals to its team and thoughtfully executed its research agenda, such that 97% of the firm's clients outperformed their indexes since inception.

The firm also expanded its global reach, opening offices in Montreal and Toronto. As of March 31, 2014, over 43% of the firm's assets come from 20 countries outside of the United States, while over 68% of assets are managed in global mandates. The firm also substantially grew its sub-advisory business, and now manages \$17 billion in mutual fund and UCITS assets, an increase of 15% over fiscal year-end 2013.

All of this led to the ultimate form of sustainable momentum: client satisfaction. The firm's assets rose to \$52 billion, its highest ever.

ClearBridge Investments is an active global equity manager with more than \$90 billion in assets under management. During the year, ClearBridge's long-tenured portfolio managers and fundamental research team continued to focus on building portfolios for clients around income solutions, high active share and managed volatility.

An improved equity environment, ClearBridge's consistent investment discipline and an ongoing commitment to reinvesting in its business drove its success throughout the year. Long-term competitive investment results across client portfolios resulted in new flows of more than \$9 billion across portfolio strategies. ClearBridge also expanded its business globally, particularly in Asia and Europe, in conjunction with Legg Mason Global Distribution.

ClearBridge operates with investment independence from its headquarters in New York and offices in Baltimore, San Francisco and Wilmington. ClearBridge portfolio managers are among the most seasoned in the industry, having an average of 25 years of investment experience and 19 years at the firm.

The past year has been marked by highly significant developments. Permal acquired Fauchier Partners, a leading European-based, institutionally focused alternative manager, and successfully merged it into the Group. Permal further enhanced its position as an industry innovator, launching various new products across the liquidity spectrum, including a two-year lock-up fund focused on opportunistic investing, as well as a daily liquid fund—Permal Alternative Select Fund—its first open-end alternative mutual fund. The growth of corporate activism has been a core theme that has played throughout the year, both across Permal's portfolios and in a dedicated fund. Elsewhere, there was further development on the buy-side managed account platform (PMAP), which grew to \$8.2 billion, increasing 24% over the past year, and there are now 86 accounts, divided into *pari passu* and customized exposures. Permal also has built out its customized mandate business, which now accounts for approximately \$4 billion of Permal's assets, and is core to the future as investors look to alternative investment solutions to fulfill specific portfolio requirements.

## Customized solutions and global quantitative equities

Innovative solutions within a quantitative framework. The firm takes a consultative approach to global asset management, and applies complementary behavioral and fundamental market insights to manage portfolios with a repeatable, risk-aware process.

### Total AUM by Product

- Global Equities—37%
- Customized Solutions—36%
- U.S. Equities—27%



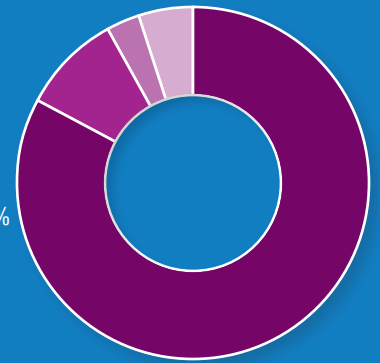
# Royce & Associates

## Small-cap equity

Known for its disciplined, value-oriented approach to managing small caps. An asset class pioneer, the firm's founder is one of the longest-tenured active managers.

### Total Invested Assets by Geography

- U.S. Equity—83%
- Rest of the World Equity—9%
- European Equity—3%
- Cash—5%

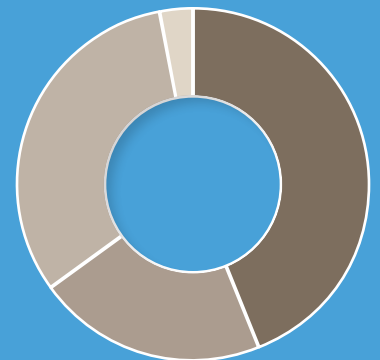


## Fixed income

One of the world's leading global fixed-income managers. Founded in 1971, the firm is known for team management, proprietary research and a long-term fundamental value approach.

### Total AUM by Mandate

- Specialized—44%  
*(Corporate, Emerging Markets, Long Duration, Global Portfolio, Inflation-Linked)*
- Broad Portfolio—21%
- Taxable Liquidity—32%
- Municipals—3%



Legg Mason acquired QS Investors, a research-driven solutions asset manager, in a transaction that closed on May 30th of 2014. Through QS, we have acquired a globally recognized manager with a distinctive and differentiated investment process, noted solutions capabilities and a proprietary investment platform capable of accommodating significant scale.

There are unique, complementary synergies among QS Investors, Batterymarch and LMGAA, and as previously announced, Batterymarch and LMGAA will be combined over time with QS Investors to create a world-class platform with unique solutions, quantitative equity and multi-manager asset allocation capabilities. The combined platform will be branded under the QS Investors name and headed by QS Investors' CEO Janet Campagna.

Building a scalable, global solutions platform that can both compete for and win large-scale institutional custom solutions mandates, and bringing these solutions to the retail marketplace, has been one of our top priorities, and we are very pleased to have taken this strong step forward.

For more than 40 years, Royce & Associates has utilized a disciplined, value-oriented approach in managing small-cap and other equity portfolios. Known through The Royce Funds, its family of open-end mutual funds, Royce is committed to the same investment principles that have served it well since 1972.

2013 was an exciting year for The Royce Funds. In April, Royce relaunched roycefunds.com to build a simpler, better organized site that's more vibrant and user-friendly, one that showcases our best asset—our experienced and talented investment staff. The site uses a responsive design to ensure a consistent experience for someone who may start viewing the website in the office on a desktop and continue on a tablet or mobile device on their way home.

The website was recognized by strategic consulting firm Kasina as one of the "10 best advisor websites," based on availability of content, quality of content and user experience. We were very pleased that the site also received four Mutual Fund Education Alliance awards, including the Overall/Digital/Technology award.

In December, Chris Clark and Francis Gannon were named Co-Chief Investment Officers, a change that became official on January 1, 2014. In their new roles they will provide supervision of Royce's portfolio management practice. This will encompass appropriate risk management oversight, as well as ensuring portfolio accountability and compliance.

While Western Asset's investment process remained unchanged in the year, we continued to reinvest in our franchise and build out our investment resources. Our success has always been grounded in a steady focus on our investment philosophy and process, and a commitment to hiring exceptional talent—our CIO, Ken Leech, co-served with Steve Walsh last year in preparation for Steve's retirement. Ken officially took over on March 31.

In the fiscal year and continuing into this year, we have increased our focus on higher-yielding investment solutions in this low interest rate environment, and to unconstrained investing. These areas, specifically, present very attractive global investment opportunities for our clients in an otherwise uncertain environment.

Western Asset earned several honors last year, including awards for Core and Core Plus from *Institutional Investor*, for the Western Asset High Income Fund and the Global Corporate Bond Fund from Lipper, and for the Legg Mason Western Asset U.S. High Yield Fund from *Benchmark Magazine*.

# GLOBAL DISTRIBUTION

## LEGG MASON'S GLOBAL DISTRIBUTION BUSINESS TODAY

**\$252B in AUM globally**

**Over 200 client-facing team members around the world**

**Gross FY 2014 sales of \$65 billion, up 15% from FY 2013**

**Over 16 distribution offices in six regions**

**Serving more than 100,000 intermediary clients globally**

Four core themes, all around understanding and meeting client needs, guide the management of Legg Mason's distribution platform:

- 1. Client solutions orientation:** Drives how we think about product development, how we cover the intermediary channel and how we help intermediaries serve investors.
- 2. Data-based decisions:** Analysis of client, market and demographic data informs our approach to client segmentation and underpins our coverage model for serving distribution partners and clients.
- 3. Broad global footprint:** Investment and client service teams around the world allow us to leverage and syndicate the best ideas and practices, regardless of their origin.
- 4. Active partnership with Affiliate managers:** We collaborate with our asset managers throughout the sales process with transparency and accountability and utilize their expertise to most effectively serve our clients.



Global Distribution Sales leadership



U.S. Distribution Sales team meeting

## INVESTING IN INNOVATION FOR THE FUTURE

Industry research suggests that a new breed of asset manager will emerge by 2020, with highly streamlined platforms, targeted solutions and stronger brands. Connecting with clients in a variety of ways to solve their investment needs will be a continually evolving process.

At Legg Mason, we believe the smart players will find new, innovative ways to harness customer and related data available to better anticipate and serve our clients. We will continue to evolve the traditional model to achieve greater efficiency and effectiveness in distribution.

We want to deepen and expand client coverage and improve the customer experience and salesforce effectiveness through technology, marketing and training.

In the fiscal year, Legg Mason introduced a new solutions-oriented, capital markets-based selling approach and a modified sales compensation plan to reinforce it.

We've segmented the business needs of advisors that we believe represent our opportunity set, including those we work with today as well as those whom we have identified as having great potential for us.

We drew inspiration from the meaningful success we've had with our innovative cross channel team, which we launched in 2011. As a result, our conviction is high that multiple coverage models can lift the productivity of all sales teams and create a more powerful distribution system.

Starting in fiscal year 2015, we are meaningfully expanding client-facing teams, with a particular focus on channels in

which we have both established a strong track record and see meaningful growth opportunities. These investments are being amplified.

### Global Investment Survey

Legg Mason's survey is an annual vehicle in which we connect with investors in all of the regions in which we operate. Our 2014 survey interviews over 4,000 affluent investors from more than 20 countries to find out their views on current asset allocations versus their goals, and their perceptions of opportunities across asset classes and geographies.

The findings from the survey provide valuable perspectives as we think about product development in the context of solving the investment challenges investors face. We use the data we collect to educate our sales teams and our distribution partners, and to build our brand with investors around the globe.



# CORPORATE CITIZENSHIP INVESTING IN OUR COMMUNITIES

The primary focus of the Legg Mason Charitable Foundation is on education, especially as it relates to at-risk children in the areas in which Legg Mason employees live and work.

We believe that our foundation contributions will yield the most results when we partner with grassroots organizations with strong local presences. More importantly, we take an integrated approach: applying both our financial resources and our employee time and effort with our Tier One Partners in the community.

Our partners directly meet one of our stated objectives; they are at a size in which Legg Mason's commitment really makes a difference; and they generally have Board support from one or more Legg Mason employees.

Our objectives focus on the following needs:

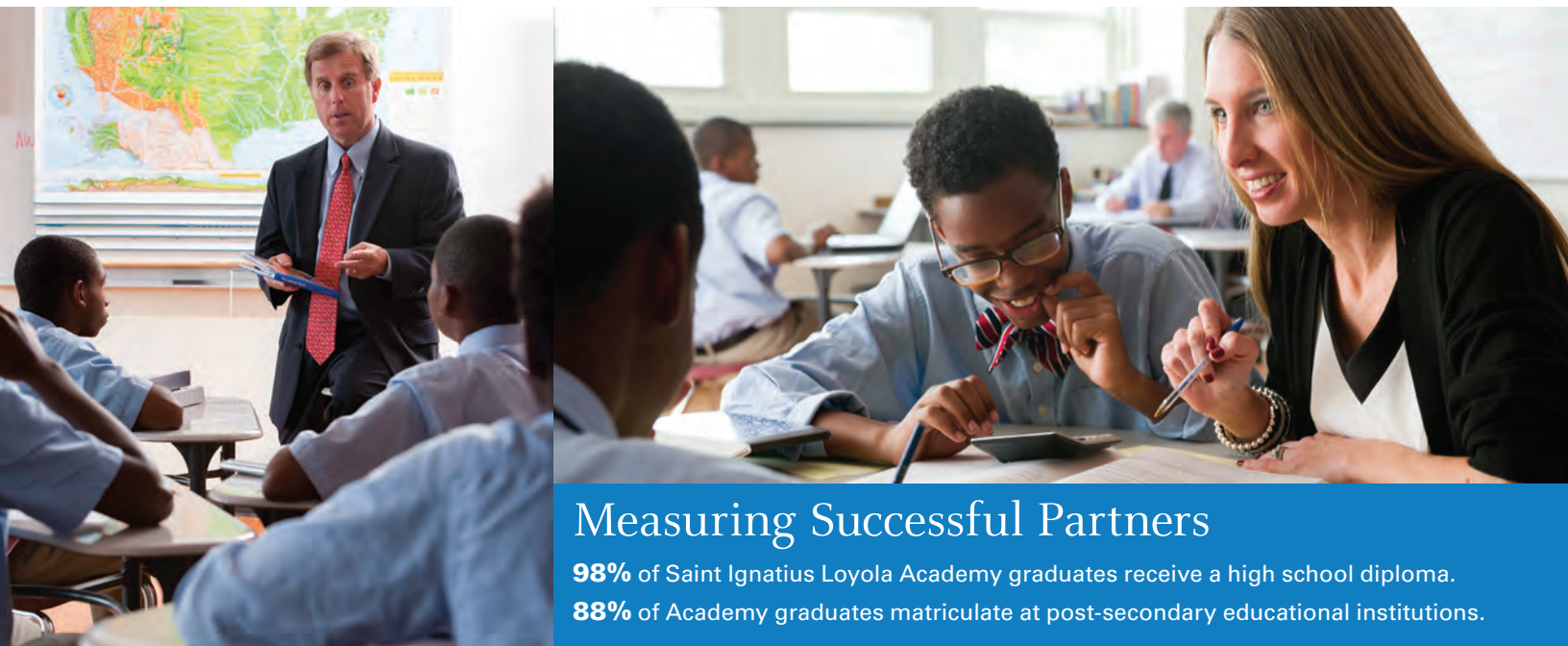
- Strong and innovative principals
- Well-trained teachers with appropriate resources
- Funding high-quality early education and after-school programs
- Scholarship funding for at-risk children

## **We rolled out this focused investment in community partners last year in Baltimore at Saint Ignatius Loyola.**

We are in the process of implementing similar partnerships at local organizations in metro areas in which we have a strong employee presence.

**Saint Ignatius Loyola Academy is a tuition-free, independent Jesuit school for underserved boys in grades six through eight.** The Academy has a 20-year history of providing quality education to at-risk children, of diverse races, ethnicities and religions, who live in Baltimore. Enrollment in the Academy is determined by a variety of factors, including financial need, a demonstrated desire to succeed and residence in Baltimore City.

Legg Mason's financial contribution supports scholarships for students and new building renovations at the school's campus. Our employees volunteer at the school with the students and provide skill-based volunteering to support the school's infrastructure. Legg Mason professionals are currently helping to relaunch the school's website. And, there are fundraising opportunities throughout the year to engage employee interest.



## Measuring Successful Partners

**98%** of Saint Ignatius Loyola Academy graduates receive a high school diploma.

**88%** of Academy graduates matriculate at post-secondary educational institutions.

# SUSTAINABILITY STANDARDS

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE FACTORS

Institutional investors and consultants increasingly understand the relevance of environmental, social and governance (ESG) factors to well-run companies and to the long-term health and stability of the markets.

At Legg Mason, our investment managers have long considered that sustainability is part of the long-term health of businesses and the markets in which they function.

Approximately 13% of our total long-term AUM is in ESG/socially responsible investing strategies, and as consultants, pensions, foundations and endowments increasingly look at these factors when making investment decisions, we expect this area to grow.

In fact, our largest equity Affiliate, ClearBridge Investments, believes that the integration of ESG factors into its fundamental research and stock selection process is a compelling offering. Governance issues are another important component of its engagement and advocacy work, as an integral part of its long-term view of stock ownership. ClearBridge has offered active ESG strategies for clients since 1987.

As long-term investors, responsible stewardship of our investments is an important consideration. We firmly believe that the companies that are thoughtful about these issues are often well-run companies.

And, at Legg Mason, we seek to run our business in the same way. Over the past several years, we have sought to both increase our efficiency in operations and reduce greenhouse gas emissions. We have done this through consolidating in energy-efficient buildings, investing in teleconferencing technology, outsourcing data centers and utilizing cloud technology. The space in Legg Mason's headquarters has obtained LEED gold certification. Collectively, these actions allow us both to run our business more efficiently and to have a positive long-term impact on the environment.

### **Legg Mason benchmarks its efforts against standards set by leading ESG organizations.**

In partnership with sustainability advocate Ceres, we engage with our stakeholders on an ongoing basis regarding our sustainability efforts and reporting to take advantage of diverse perspectives on our progress. The Carbon

Disclosure Project named Legg Mason to the 2013 Climate Disclosure Leadership Index (CDLI) in recognition of the firm's energy use reporting.



We believe that reflecting corporate environmental factors in business planning has a positive impact on mitigating climate-related risks and strengthens our business.

Legg Mason's Sustainability Council, led by Investor Relations, is focused on education and awareness, operations and efficiency, and carbon reporting and data collection.

In 2013, Legg Mason and its investment Affiliates, in partnership with Mercer Consulting, hosted a "Responsible Investing Teach-In" that included investment professionals and shared services employees from multiple corporate and Affiliate campuses.

## 2013 Corporate & Social Responsibility Report



We published our most recent Corporate & Social Responsibility Report earlier this year, which covered calendar year 2013.

The report provides an update to our many stakeholders on the programs and activities we offer in all areas of sustainability: the environment, diversity, volunteerism, community and philanthropy, with a focus on environmental issues and initiatives.

Among key achievements noted in the report was our inclusion in the prestigious 2013 Climate Disclosure Leadership Index, which required a score within the top 10% of S&P 500 companies that submitted a CDP response. Legg Mason ranked ninth out of 55 financial services companies that responded.



## BOARD OF DIRECTORS

*Standing left to right*

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*Not pictured*

**Carol Anthony (“John”) Davidson**

Retired Senior Vice President,  
Controller and Chief Accounting Officer,  
Tyco International

### Our New Director

**Carol Anthony (“John”) Davidson** is retired senior vice president, controller and chief accounting officer of Tyco International, where he was responsible for overseeing financial reporting, internal controls and accounting policy across Tyco’s global operations.

Prior to joining Tyco in January 2004, Mr. Davidson served as vice president, audit, risk and compliance for Dell Inc. During his six-year career at Dell, he served in other senior capacities, including chief compliance officer, vice president and corporate controller, and vice president of internal audit.

Mr. Davidson is a member of the board of directors of DaVita HealthCare Partners Inc. and Pentair Ltd. His other affiliations include membership on the board of trustees of the Financial Accounting Foundation and the board of governors of the Financial Industry Regulatory Authority.



# Selected Financial Data

(Dollars in thousands, except per share amounts or unless otherwise noted)

	Years Ended March 31,				
	2014	2013	2012	2011	2010
<b>OPERATING RESULTS</b>					
Operating Revenues	\$2,741,757	\$2,612,650	\$2,662,574	\$2,784,317	\$2,634,879
Operating expenses, excluding impairment	2,310,864	2,313,149	2,323,821	2,397,509	2,313,696
Impairment of intangible assets and goodwill	—	734,000	—	—	—
Operating Income (Loss)	430,893	(434,499)	338,753	386,808	321,183
Other non-operating expense, net	(13,726)	(73,287)	(54,006)	(23,315)	(32,027)
Other non-operating income (loss) of consolidated investment vehicles, net	2,474	(2,821)	18,336	1,704	17,329
Fund support	—	—	—	—	23,171
Income (Loss) before Income Tax Provision (Benefit)	419,641	(510,607)	303,083	365,197	329,656
Income tax provision (benefit)	137,805	(150,859)	72,052	119,434	118,676
Net Income (Loss)	281,836	(359,748)	231,031	245,763	210,980
Less: Net income (loss) attributable to noncontrolling interests	(2,948)	(6,421)	10,214	(8,160)	6,623
Net Income (Loss) Attributable to Legg Mason, Inc.	\$ 284,784	\$ (353,327)	\$ 220,817	\$ 253,923	\$ 204,357
<b>PER SHARE</b>					
Net Income (Loss) per Share Attributable to Legg Mason, Inc. Common Shareholders:					
Basic	\$ 2.34	\$ (2.65)	\$ 1.54	\$ 1.63	\$ 1.33
Diluted	\$ 2.33	\$ (2.65)	\$ 1.54	\$ 1.63	\$ 1.32
Weighted-Average Shares Outstanding:					
Basic	121,941	133,226	143,292	155,321	153,715
Diluted <sup>(1)</sup>	122,383	133,226	143,349	155,484	155,362
Dividends Declared	\$ 0.52	\$ 0.44	\$ 0.32	\$ 0.20	\$ 0.12
<b>BALANCE SHEET</b>					
Total Assets	\$7,111,349	\$7,269,660	\$8,555,747	\$8,707,756	\$8,622,632
Long-term debt	1,039,264	1,144,954	1,136,892	1,201,868	1,170,334
Total Stockholders' Equity	4,724,724	4,818,351	5,677,291	5,770,384	5,841,724
<b>FINANCIAL RATIOS AND OTHER DATA</b>					
Adjusted Income <sup>(2)</sup>	\$ 417,805	\$ 347,169	\$ 397,030	\$ 439,248	\$ 381,258
Adjusted Income per diluted share <sup>(2)</sup>	\$ 3.41	\$ 2.61	\$ 2.77	\$ 2.83	\$ 2.45
Operating Margin	15.7%	(16.6)%	12.7%	13.9%	12.2%
Operating Margin, as Adjusted <sup>(3)</sup>	22.0%	17.5%	22.3%	24.3%	21.9%
Total debt to total capital <sup>(4)</sup>	18.0%	19.2%	19.6%	20.1%	19.6%
Assets under management ( <i>in millions</i> )	\$ 701,774	\$ 664,609	\$ 643,318	\$ 677,646	\$ 684,549
Full-time employees	2,843	2,975	2,979	3,395	3,550

(1) Basic shares and diluted shares are the same for periods with a net loss.

(2) Adjusted Income is a non-GAAP performance measure. We define Adjusted Income as Net Income (Loss) Attributable to Legg Mason, Inc., plus amortization and deferred taxes related to intangible assets and goodwill, and imputed interest and tax benefits on contingent convertible debt less deferred income taxes on goodwill and indefinite-life intangible asset impairment, if any. We also adjust for certain non-core items, such as intangible asset impairments, the impact of fair value adjustments of contingent consideration liabilities, if any, the impact of tax rate adjustments on certain deferred tax liabilities related to indefinite-life intangible assets, and loss on extinguishment of contingent convertible debt. See Supplemental Non-GAAP Information in Management's Discussion and Analysis of Financial Condition and Results of Operations.

(3) Operating Margin, as Adjusted, is a non-GAAP performance measure we calculate by dividing (i) Operating Income (Loss), adjusted to exclude the impact on compensation expense of gains or losses on investments made to fund deferred compensation plans, the impact on compensation expense of gains or losses on seed capital investments by our affiliates under revenue sharing agreements, amortization related to intangible assets, transition-related costs of streamlining our business model, if any, income (loss) of consolidated investment vehicles, the impact of fair value adjustments of contingent consideration liabilities, if any, and impairment charges by (ii) our Operating Revenues, adjusted to add back net investment advisory fees eliminated upon consolidation of investment vehicles, less distribution and servicing expenses which we use as an approximate measure of revenues that are passed through to third parties, which we refer to as "Operating Revenues, as Adjusted." See Supplemental Non-GAAP Information in Management's Discussion and Analysis of Financial Condition and Results of Operations.

(4) Calculated based on total debt as a percentage of total capital (total stockholders' equity plus total debt) as of March 31.

# Management's Discussion and Analysis of Financial Condition and Results of Operations

## EXECUTIVE OVERVIEW

Legg Mason, Inc., a holding company, with its subsidiaries (which collectively comprise "Legg Mason") is a global asset management firm. Acting through our subsidiaries, we provide investment management and related services to institutional and individual clients, company-sponsored mutual funds and other investment vehicles. We offer these products and services directly and through various financial intermediaries. We have operations principally in the United States of America ("U.S.") and the United Kingdom ("U.K.") and also have offices in Australia, Bahamas, Brazil, Canada, Chile, China, Dubai, France, Germany, Italy, Japan, Luxembourg, Poland, Singapore, Spain, Switzerland and Taiwan. All references to fiscal 2014, 2013 or 2012, refer to our fiscal year ended March 31 of that year. Terms such as "we," "us," "our," and "Company" refer to Legg Mason.

Our operating revenues primarily consist of investment advisory fees from separate accounts and funds, and distribution and service fees. Investment advisory fees are generally calculated as a percentage of the assets of the investment portfolios that we manage. In addition, performance fees may be earned under certain investment advisory contracts for exceeding performance benchmarks. The largest portion of our performance fees is earned based on 12-month performance periods that end in differing quarters during the year, with a portion based on quarterly performance periods. Distribution and service fees are received for distributing investment products and services, or for providing other support services to investment portfolios, and are generally calculated as a percentage of the assets in an investment portfolio or as a percentage of new assets added to an investment portfolio. Our revenues, therefore, are dependent upon the level of our assets under management ("AUM") and fee rates, and thus are affected by factors such as securities market conditions, our ability to attract and maintain AUM and key investment personnel, and investment performance. Our AUM primarily vary from period to period due to inflows and outflows of client assets as well as market performance. Client decisions to increase or decrease their assets under our management, and decisions by potential clients to utilize our services, may be based on one or more of a number of factors. These factors include our reputation in the marketplace, the investment performance (both absolute and relative to benchmarks or competitive products) of our products and services, the fees we charge for our investment services, the client or potential client's situation, including investment objectives, liquidity needs, investment horizon and amount of assets managed, our relationships with distributors and the external economic environment, including market conditions.

The fees that we charge for our investment services vary based upon factors such as the type of underlying investment product, the amount of AUM, the asset management affiliate that provides the services, and the type of services (and investment objectives) that are provided. Fees charged for equity asset management services are generally higher than fees charged for fixed income and liquidity asset management services. Accordingly, our revenues and average advisory revenue yields will be affected by the composition of our AUM, with changes in the relative level of equity assets more significantly impacting our revenues and average advisory revenue yields. Average advisory revenue yields are calculated as the ratio of annualized investment advisory fees, excluding performance fees, to average AUM. In addition, in the ordinary course of our business, we may reduce or waive investment management fees, or limit total expenses, on certain products or services for particular time periods to manage fund expenses, or for other reasons, and to help retain or increase managed assets. We have revenue sharing agreements in place with most of our asset management affiliates, under which specified percentages of the affiliates' revenues are required to be distributed to us and the balance of the revenues is retained to pay operating expenses, including compensation expenses, but excluding certain expenses and income taxes. Under these agreements, our asset management affiliates retain different percentages of revenues to cover their costs. As such, our Net Income (Loss) Attributable to Legg Mason, Inc., operating margin and compensation as a percentage of operating revenues are impacted based on which affiliates generate our revenues, and a change in AUM at one affiliate can have a dramatically different effect on our revenues and earnings than an equal change at another affiliate. In addition, from time to time, we may agree to changes in revenue sharing agreements and other arrangements with our asset management personnel, which may impact our compensation expenses and profitability.

The most significant component of our cost structure is employee compensation and benefits, of which a majority is variable in nature and includes incentive compensation that is primarily based upon revenue levels, non-compensation related operating expense levels at revenue share-based affiliates, and our overall profitability. The next largest component of our cost structure is distribution and servicing expense, which consists primarily of fees paid to third-party distributors for selling our asset management products and services and are largely variable in nature. Certain other operating costs are quasi-fixed in nature, such as occupancy, depreciation and amortization, and fixed contract commitments for market data, communication and technology services, and usually

do not decline with reduced levels of business activity or, conversely, usually do not rise proportionately with increased business activity.

Our financial position and results of operations are materially affected by the overall trends and conditions of the financial markets, particularly in the U.S., but increasingly in the other countries in which we operate. Results of any individual period should not be considered representative of future results. Our profitability is sensitive to a variety of factors, including the amount and composition of our AUM, and the volatility and general level of securities prices and interest rates, among other things. Periods of unfavorable market conditions are likely to have an adverse effect on our profitability. In addition, the diversification of services and products offered, investment performance, access to distribution channels, reputation in the market, attracting and retaining key employees and client relations are significant factors in determining whether we are successful in attracting and

retaining clients. In the last few years, the industry has seen flows into products for which we do not currently garner significant market share.

The financial services business in which we are engaged is extremely competitive. Our competition includes numerous global, national, regional and local asset management firms, broker-dealers, commercial banks and other financial services companies. The industry has been impacted by continued economic uncertainty, the constant introduction of new products and services, and the consolidation of financial services firms through mergers and acquisitions. The industry in which we operate is also subject to extensive regulation under federal, state, and foreign laws. Like most firms, we have been impacted by regulatory and legislative changes. Responding to these changes and keeping abreast of regulatory developments, has required, and will continue to require, us to incur costs that continue to impact our profitability.

Our strategic priorities are focused on four primary areas listed below. Management keeps these strategic priorities in mind when it evaluates our operating performance and financial condition. Consistent with this approach, we have also presented in the table below the most important initiatives on which management currently focuses in evaluating our performance and financial condition.

<b>Strategic Priorities</b>	<b>Initiatives</b>
Products	<ul style="list-style-type: none"> <li>• Create an innovative portfolio of investment products and promote revenue growth through new product development and leveraging the capabilities of our affiliates</li> <li>• Identify and execute strategic acquisitions to increase product offerings and fill gaps in products and services</li> </ul>
Performance	<ul style="list-style-type: none"> <li>• Deliver compelling and consistent performance against both relevant benchmarks and the products and services of our competitors</li> </ul>
Distribution	<ul style="list-style-type: none"> <li>• Evaluate and reallocate resources within and to our distribution platform to continue to maintain and enhance our top tier distribution function with the capability to offer solutions to relevant investment challenges and grow market share worldwide</li> </ul>
Productivity	<ul style="list-style-type: none"> <li>• Operate with a high level of effectiveness and improve ongoing efficiency</li> <li>• Manage expenses</li> <li>• Align affiliate economic relationships</li> </ul>

The strategic priorities discussed above are designed to drive improvements in our operating margin, net flows, earnings, cash flows, assets under management and other key metrics. Certain of these key metrics are discussed in our annual results discussion to follow. In connection with these strategic priorities, during the year ended March 31, 2014, we incurred \$29.4 million in expenses related to various corporate initiatives, including the closing down or reorganizing of certain businesses and ongoing efforts to increase efficiency and effectiveness. Beginning in fiscal 2015, we plan to invest in our centralized global distribution business, which will include the reinvestment of savings from these various corporate initiatives.

In March 2014, we entered into an agreement to acquire QS Investors Holdings, LLC ("QS Investors"), a leading customized solutions and global quantitative equities provider with approximately \$5 billion in AUM and nearly \$100 billion in assets under advisement ("AUA") as of March 31, 2014. This acquisition is expected to close in the first quarter of fiscal 2015. In connection with the completion of this acquisition, beginning in the first quarter of fiscal 2015, we will begin reporting AUA. Two of our existing affiliates, Batterymarch Financial Management, Inc. ("Batterymarch") and Legg Mason Global Asset Allocation, LLC ("LMGAA"), will be integrated over time into QS Investors to leverage the best aspects of each

subsidiary. In connection with the integration, we expect to incur restructuring and transition costs of approximately \$35 million, approximately \$2.5 million of which was incurred in the year ended March 31, 2014. Approximately \$30 million of the anticipated remaining costs associated with the integration are expected to be incurred in the year ending March 31, 2015.

Net Income Attributable to Legg Mason, Inc. for fiscal 2014 was \$284.8 million, or \$2.33 per diluted share, as compared to Net Loss Attributable to Legg Mason, Inc. of \$353.3 million, or \$2.65 per diluted share, for fiscal 2013. The prior year loss was primarily attributable to \$734.0 million, or \$3.81 per diluted share, of non-cash impairment charges related to intangible assets and a \$69.0 million, or \$0.34 per diluted share, non-operating charge from the extinguishment of debt. Average AUM, and total revenues, increased in fiscal 2014, as compared to fiscal 2013. Strong overall investment performance and the improvement of our global distribution function contributed to a continued reduction in long-term asset outflows. Increases in AUM due to market performance and new product launches in fiscal 2014, offset modest outflows in long-term assets.

All three major U.S. equity market indices and the Barclays Capital Global Aggregate Bond Index increased during the past three fiscal years, while the Barclays Capital U.S. Aggregate Bond Index was slightly negative in fiscal 2014, after increasing during fiscal 2012 and 2013, as illustrated in the table below:

Indices <sup>(1)</sup>	% Change for the Year Ended March 31,		
	2014	2013	2012
Dow Jones Industrial Average	<b>12.9%</b>	10.3%	7.2%
S&P 500	<b>19.3%</b>	11.4%	6.2%
NASDAQ Composite Index	<b>28.5%</b>	5.7%	11.2%
Barclays Capital U.S. Aggregate Bond Index	<b>(0.1)%</b>	3.8%	7.7%
Barclays Capital Global Aggregate Bond Index	<b>1.9%</b>	1.3%	5.3%

(1) Indices are trademarks of Dow Jones & Company, McGraw-Hill Companies, Inc., NASDAQ Stock Market, Inc., and Barclays Capital, respectively, which are not affiliated with Legg Mason.

The following discussion and analysis provides additional information regarding our financial condition and results of operations.

## BUSINESS ENVIRONMENT AND RESULTS OF OPERATIONS

The business environment in fiscal 2014 was marked by a slow, steady growth in the U.S. economy. The economy experienced steady growth despite a broad range of mixed economic news including improvements in the housing sector and consumer confidence and uncertainty regarding the Federal Reserve's bond buying program. All three major U.S. equity market indices increased during fiscal 2014 while two of the major U.S. equity market indices reached record highs during the final quarter of fiscal 2014. The fixed income markets experienced a more difficult year as longer-term market interest rates increased, due in part to the Federal Reserve tapering its bond buying program. While the economic outlook has remained more positive than in recent years, the financial environment in which we operate still reflects a heightened level of sensitivity as we move into fiscal 2015.

The following table sets forth, for the periods indicated, amounts in the Consolidated Statements of Income (Loss) as a percentage of operating revenues and the increase (decrease) by item as a percentage of the amount for the previous period:

	Percentage of Operating Revenues			Period to Period Change <sup>(1)</sup>	
	Years Ended March 31,			2014 Compared to 2013	2013 Compared to 2012
	2014	2013	2012		
<b>Operating Revenues</b>					
Investment advisory fees					
Separate accounts	<b>28.4%</b>	28.0%	29.1%	<b>6.4%</b>	(5.8)%
Funds	<b>54.7</b>	55.3	56.0	<b>3.8</b>	(3.0)
Performance fees	<b>3.9</b>	3.8	1.9	<b>8.6</b>	99.2
Distribution and service fees	<b>12.7</b>	12.6	12.8	<b>5.2</b>	(3.1)
Other	<b>0.3</b>	0.3	0.2	<b>16.7</b>	35.8
Total Operating Revenues	<b>100.0</b>	100.0	100.0	<b>4.9</b>	(1.9)
<b>Operating Expenses</b>					
Compensation and benefits	<b>44.1</b>	45.5	41.7	<b>1.8</b>	7.1
Transition-related compensation	<b>—</b>	—	1.3	<b>n/m</b>	n/m
Total Compensation and Benefits	<b>44.1</b>	45.5	43.0	<b>1.8</b>	3.9
Distribution and servicing	<b>22.6</b>	23.0	24.4	<b>3.1</b>	(7.6)
Communications and technology	<b>5.8</b>	5.7	6.2	<b>5.5</b>	(9.1)
Occupancy	<b>4.2</b>	6.6	5.8	<b>(33.0)</b>	11.0
Amortization of intangible assets	<b>0.4</b>	0.5	0.7	<b>(12.1)</b>	(28.6)
Impairment of intangible assets	<b>—</b>	28.1	—	<b>n/m</b>	n/m
Other	<b>7.2</b>	7.2	7.2	<b>4.0</b>	(1.2)
Total Operating Expenses	<b>84.3</b>	116.6	87.3	<b>(24.2)</b>	31.1
<b>Operating Income (Loss)</b>	<b>15.7</b>	(16.6)	12.7	<b>n/m</b>	n/m
<b>Other Non-Operating Income (Expense)</b>					
Interest income	<b>0.2</b>	0.3	0.4	<b>(15.8)</b>	(33.9)
Interest expense	<b>(1.9)</b>	(2.4)	(3.3)	<b>(15.9)</b>	(28.2)
Other income (expense), net	<b>1.2</b>	(0.7)	0.8	<b>n/m</b>	n/m
Other non-operating income (expense) of consolidated investment vehicles, net	<b>0.1</b>	(0.1)	0.8	<b>n/m</b>	n/m
Total other non-operating expense	<b>(0.4)</b>	(2.9)	(1.3)	<b>(85.2)</b>	n/m
<b>Income (Loss) before Income Tax Provision (Benefit)</b>	<b>15.3</b>	(19.5)	11.4	<b>n/m</b>	n/m
Income tax provision (benefit)	<b>5.0</b>	(5.7)	2.7	<b>n/m</b>	n/m
<b>Net Income (Loss)</b>	<b>10.3</b>	(13.8)	8.7	<b>n/m</b>	n/m
Less: Net income (loss) attributable to noncontrolling interests	<b>(0.1)</b>	(0.3)	0.4	<b>(54.1)</b>	n/m
<b>Net Income (Loss) Attributable to Legg Mason, Inc.</b>	<b>10.4%</b>	(13.5)%	8.3%	<b>n/m</b>	n/m

n/m—not meaningful

(1) Calculated based on the change in actual amounts between fiscal years as a percentage of the prior year amount.

## ASSETS UNDER MANAGEMENT

Our AUM is primarily managed across the following asset classes:

Equity	Fixed Income	Liquidity
<ul style="list-style-type: none"> <li>• Large Cap Growth</li> <li>• Small Cap Core</li> <li>• Large Cap Value</li> <li>• Equity Income</li> <li>• Global Equity</li> <li>• Sector Equity</li> <li>• International Equity</li> <li>• Mid Cap Core</li> <li>• Global Emerging Market Equity</li> </ul>	<ul style="list-style-type: none"> <li>• U.S. Intermediate Investment Grade</li> <li>• Global Government</li> <li>• U.S. Credit Aggregate</li> <li>• Global Opportunistic Fixed Income</li> <li>• U.S. Municipal</li> <li>• Global Fixed Income</li> <li>• U.S. Long Duration</li> <li>• U.S. Limited Duration</li> <li>• U.S. High Yield</li> <li>• Emerging Markets</li> </ul>	<ul style="list-style-type: none"> <li>• U.S. Managed Cash</li> <li>• U.S. Municipal Cash</li> </ul>

The components of the changes in our AUM (in billions) for the years ended March 31, were as follows:

	2014	2013	2012
Beginning of period	<b>\$664.6</b>	\$643.3	\$677.6
Investment funds, excluding liquidity funds <sup>(1)</sup>			
Subscriptions	<b>52.1</b>	44.9	46.9
Redemptions	<b>(58.1)</b>	(49.0)	(51.1)
Separate account flows, net	<b>2.5</b>	(27.4)	(35.9)
Liquidity fund flows, net	<b>11.8</b>	19.8	12.6
Net client cash flows	<b>8.3</b>	(11.7)	(27.5)
Market performance and other <sup>(2)</sup>	<b>30.2</b>	34.2	17.1
Acquisitions (dispositions), net	<b>(1.3)</b>	(1.2)	(23.9)
End of period	<b>\$701.8</b>	\$664.6	\$643.3

(1) Subscriptions and redemptions reflect the gross activity in the funds and include assets transferred between funds and between share classes.

(2) Includes the negative impact of foreign exchange movements, primarily on fixed income securities, of \$4.9 billion, \$8.3 billion, and \$1.8 billion for the years ended March 31, 2014, 2013 and 2012, respectively. Also includes reinvestment of dividends and other.

AUM at March 31, 2014 was \$701.8 billion, an increase of \$37.2 billion, or 6%, from March 31, 2013. The increase in AUM was attributable to net client inflows of \$8.3 billion and market performance and other of \$30.2 billion, partially offset by the disposition of \$1.3 billion resulting from the sale of a small affiliate. Market performance and other includes \$4.9 million resulting from the negative impact of foreign currency exchange fluctuations. There were \$12.1 billion of net client inflows into the liquidity asset class and \$3.8 billion of net outflows from long-term asset classes. Equity outflows of \$5.0 billion were partially offset by fixed income inflows of \$1.2 billion. Equity outflows occurred in products managed at Royce & Associates ("Royce"), Batterymarch, The

Permal Group, Ltd. ("Permal"), and ClearBridge, LLC, formerly Legg Mason Capital Management ("LMCM"), and were partially offset by equity inflows at ClearBridge Investments, LLC ("ClearBridge"). Due in part to product investment performance, we have experienced net annual outflows in our equity asset class since fiscal 2007. Fixed income inflows were primarily in products managed by Brandywine Global Investment Management, LLC ("Brandywine"), and were partially offset by outflows principally at Western Asset Management Company ("Western Asset"), including \$4.8 billion in outflows from a single, low-fee global sovereign mandate managed by Western Asset. As previously discussed, in the first quarter of fiscal 2015, we will begin reporting AUA, which will primarily be related to QS Investors. In addition, approximately \$13 billion of fixed income assets classified as AUM as of March 31, 2014 will be reclassified to AUA in the first quarter of fiscal 2015, including the assets related to this low-fee global sovereign mandate. We experienced net fixed income inflows in fiscal 2014, after experiencing net fixed income outflows during the prior five fiscal years. We generally earn higher fees and profits on equity AUM, and outflows in the equity asset class will more negatively impact our revenues and Net Income (Loss) Attributable to Legg Mason, Inc. than would outflows in other asset classes. During the month ended April 30, 2014, we experienced liquidity outflows of approximately \$20 billion, primarily from a low-fee money market fund. We do not expect this outflow to have a material impact on our revenues or net income.

AUM at March 31, 2013, was \$664.6 billion, an increase of \$21.3 billion, or 3%, from March 31, 2012. The increase in AUM was attributable to market performance and other of \$34.2 billion and \$5.4 billion related to the acquisition of Fauchier Partners Management Limited ("Fauchier"). Market performance and other includes \$8.3 billion

resulting from the negative impact of foreign currency exchange fluctuations. These increases were offset in part by net client outflows of \$11.7 billion and dispositions of \$6.6 billion. The dispositions were in liquidity assets which resulted from the amendment of historical Smith Barney brokerage programs providing for investment in liquidity funds that our asset managers manage. Long-term asset classes accounted for the net client outflows, with \$20.4 billion and \$11.0 billion in equity and fixed income outflows, respectively, partially offset by liquidity inflows of \$19.7 billion. Equity outflows were primarily experienced by products managed at Batterymarch, Royce, Permal, and LMCM. The majority of fixed income outflows were in products managed by Western Asset, including \$6.4 billion in outflows from the low-fee global sovereign mandate discussed above. Fixed income

outflows at Western Asset were offset in part by fixed income inflows at Brandywine.

Our investment advisory and administrative contracts are generally terminable at will or upon relatively short notice, and investors in the mutual funds that we manage may redeem their investments in the funds at any time without prior notice. Institutional and individual clients can terminate their relationships with us, reduce the aggregate amount of assets under management, or shift their funds to other types of accounts with different rate structures for any number of reasons, including investment performance, changes in prevailing interest rates, changes in our reputation in the marketplace, changes in management or control of clients or third-party distributors with whom we have relationships, loss of key investment management personnel or financial market performance.

### AUM by Asset Class

AUM by asset class (in billions) for the years ended March 31 were as follows:

	2014	% of Total	2013	% of Total	2012	% of Total	% Change	
							2014 Compared to 2013	2013 Compared to 2012
Equity	<b>\$186.4</b>	<b>27%</b>	\$161.8	24%	\$163.4	26%	<b>15%</b>	(1)%
Fixed Income	<b>365.2</b>	<b>52</b>	365.1	55	356.1	55	—	3
Liquidity	<b>150.2</b>	<b>21</b>	137.7	21	123.8	19	<b>9</b>	11
Total	<b>\$701.8</b>	<b>100%</b>	\$664.6	100%	\$643.3	100%	<b>6%</b>	3%

Average AUM by asset class (in billions) for the years ended March 31 were as follows:

	2014	% of Total	2013	% of Total	2012	% of Total	% Change	
							2014 Compared to 2013	2013 Compared to 2012
Equity	<b>\$172.8</b>	<b>26%</b>	\$152.1	24%	\$168.4	26%	<b>14%</b>	(10)%
Fixed Income	<b>358.7</b>	<b>54</b>	364.5	56	359.8	56	<b>(2)</b>	1
Liquidity	<b>135.9</b>	<b>20</b>	128.9	20	116.6	18	<b>5</b>	11
Total	<b>\$667.4</b>	<b>100%</b>	\$645.5	100%	\$644.8	100%	<b>3%</b>	—%

The component changes in our AUM by asset class (in billions) for the fiscal years ended March 31, 2014, 2013 and 2012, were as follows:

	Equity	Fixed Income	Liquidity	Total
March 31, 2011	\$189.6	\$356.6	\$131.4	\$677.6
Investment funds, excluding liquidity funds				
Subscriptions	21.7	25.2	—	46.9
Redemptions	(30.4)	(20.7)	—	(51.1)
Separate account flows, net	(12.6)	(23.1)	(0.2)	(35.9)
Liquidity fund flows, net	—	—	12.6	12.6
Net client cash flows	(21.3)	(18.6)	12.4	(27.5)
Market performance and other	(2.1)	19.3	(0.1)	17.1
Acquisitions (dispositions), net	(2.8)	(1.2)	(19.9)	(23.9)
March 31, 2012	163.4	356.1	123.8	643.3
Investment funds, excluding liquidity funds				
Subscriptions	18.9	26.0	—	44.9
Redemptions	(26.4)	(22.6)	—	(49.0)
Separate account flows, net	(12.9)	(14.4)	(0.1)	(27.4)
Liquidity fund flows, net	—	—	19.8	19.8
Net client cash flows	(20.4)	(11.0)	19.7	(11.7)
Market performance and other	13.4	20.0	0.8	34.2
Acquisitions (dispositions), net	5.4	—	(6.6)	(1.2)
March 31, 2013	161.8	365.1	137.7	664.6
Investment funds, excluding liquidity funds				
Subscriptions	27.0	25.1	—	52.1
Redemptions	(30.1)	(28.0)	—	(58.1)
Separate account flows, net	(1.9)	4.1	0.3	2.5
Liquidity fund flows, net	—	—	11.8	11.8
Net client cash flows	(5.0)	1.2	12.1	8.3
Market performance and other	30.9	(1.1)	0.4	30.2
Acquisitions (dispositions), net	(1.3)	—	—	(1.3)
<b>March 31, 2014</b>	<b>\$186.4</b>	<b>\$365.2</b>	<b>\$150.2</b>	<b>\$701.8</b>



### AUM by Distribution Channel

We have two principal distribution channels, Global Distribution and Affiliate/Other, through which we sell a variety of investment products and services. Global Distribution, which consists of our centralized global distribution operations, principally sells U.S. and international mutual funds and other commingled

vehicles, retail separately managed account programs, and sub-advisory accounts for insurance companies and similar clients. Affiliate/Other consists of the distribution operations within our asset managers which principally sell institutional separate accounts and liquidity (money market) funds.

The component changes in our AUM by distribution channel (in billions) for the years ended March 31, 2014, 2013 and 2012, were as follows:

	Global Distribution	Affiliate/Other	Total
March 31, 2011	\$220.3	\$457.3	\$677.6
Net client cash flows, excluding liquidity funds	(2.3)	(37.8)	(40.1)
Liquidity fund flows, net	—	12.6	12.6
Net client cash flows	(2.3)	(25.2)	(27.5)
Market performance and other	2.6	14.5	17.1
Acquisitions/(dispositions), net	—	(23.9)	(23.9)
March 31, 2012	220.6	422.7	643.3
Net client cash flows, excluding liquidity funds	2.2	(33.7)	(31.5)
Liquidity fund flows, net	—	19.8	19.8
Net client cash flows	2.2	(13.9)	(11.7)
Market performance and other	9.3	24.9	34.2
Acquisitions/(dispositions), net	—	(1.2)	(1.2)
March 31, 2013	232.1	432.5	664.6
Net client cash flows, excluding liquidity funds	(1.2)	(2.3)	(3.5)
Liquidity fund flows, net	—	11.8	11.8
Net client cash flows	(1.2)	9.5	8.3
Market performance and other	16.5	13.7	30.2
Acquisitions/(dispositions), net	—	(1.3)	(1.3)
<b>March 31, 2014</b>	<b>\$247.4</b>	<b>\$454.4</b>	<b>\$701.8</b>

Our overall effective fee rate across all asset classes and distribution channels was 34 basis points for each of the years ended March 31, 2014 and 2013, and was 35 basis points for the year ended March 31, 2012. Fees for managing equity assets are generally higher, averaging approximately 70 basis points for the year ended March 31, 2014, and 75 basis points for each of the years ended March 31, 2013 and 2012. This compares to fees for managing fixed income assets, which averaged approximately 25 basis points for each of the years ended March 31, 2014, 2013 and 2012, and liquidity assets, which averaged under 10 basis points (reflecting the impact of current advisory fee waivers due

to the low interest rate environment) for each of the years ended March 31, 2014, 2013 and 2012. Equity assets are primarily managed by ClearBridge, Royce, Batterymarch, and Permal; fixed income assets are primarily managed by Western Asset, Brandywine, and Permal; and liquidity assets are primarily managed by Western Asset. Fee rates for assets distributed through Legg Mason Global Distribution, which are predominately retail in nature, averaged approximately 50 basis points for each of the years ended March 31, 2014, 2013 and 2012, while fee rates for assets distributed through the Affiliate/Other channel averaged approximately 30 basis points for each of the years ended March 31, 2014, 2013 and 2012.

## **Investment Performance**

Overall investment performance of our AUM for the years ended March 31, 2014, 2013 and 2012, was generally positive compared to relevant benchmarks.

### ***Year Ended March 31, 2014***

For the year ended March 31, 2014, most U.S. indices produced positive returns. The best performing was the NASDAQ Composite, returning 28.5%. These returns were achieved in an economic environment characterized by uneven global growth and heightened sensitivity to economic news such as concerns for economic growth in China and the ongoing Ukraine/Russia crisis.

In the fixed income markets, the Federal Reserve kept the target rate and discount rate steady while tapering the bond-buying program. The yield curve steepened over the year but flattened in the last quarter as many long-dated yields declined.

The lowest yielding fixed income sector for the year was U.S. Treasury Inflation Protected Securities ("TIPS"), as measured by the Barclays U.S. TIPS Index which returned (6.5)%. The best performing fixed income sector for the year was high yield bonds as measured by the Barclays U.S. High Yield Bond Index which returned 7.5% as of March 31, 2014.

### ***Year Ended March 31, 2013***

For the year ended March 31, 2013, most U.S. indices produced positive returns. The best performing was the S&P 400 Mid Cap Index, which returned 17.8% for the year ended March 31, 2013. These returns were achieved in an economic environment characterized by uneven domestic growth and heightened sensitivity to economic news which included improving unemployment and housing figures, the anticipation and implementation of the sequestration, concerns surrounding the fiscal cliff, and periodic developments in the continuing European sovereign debt crisis.

In the fixed income markets, the Federal Reserve affirmed its commitment to hold the federal funds rate at historic lows, by beginning a third round of quantitative easing and continuing support of the secondary mortgage market. These actions were taken to keep interest rates low and stimulate economic growth, and resulted in a downward shift in the yield curve over the year.

The lowest yielding fixed income sector for the year was U.S. government bonds, as measured by the Barclays U.S. Government Bond Index, which returned 3.0%. The best performing fixed income sector for the year was high yield bonds as measured by the Barclays U.S. High Yield Bond Index, which returned 13.1% as of March 31, 2013.

### ***Year Ended March 31, 2012***

For the year ended March 31, 2012, the equity markets ended a difficult year on a positive note, responding favorably to improving unemployment figures, the conclusion of bank stress tests resulting in certain banks increasing dividends, and reduced fears of a European debt fallout. As a result, most U.S. indices produced positive returns for our full fiscal year. The most notable was the NASDAQ Composite, which returned 11.2% for the year ended March 31, 2012.

In the fixed income markets, improved economic data suggested that the recovery was strengthening. Flights-to-safety ebbed as the European debt crisis eased, allowing U.S. Treasury rates to climb from historically low levels. The yield curve steepened over the year as economic releases from the Federal Reserve Board painted an increasingly optimistic picture and talk of a third round of quantitative easing diminished.

The worst performing fixed income sector for the year was high yield bonds, as measured by the Barclays High Yield Index, which returned 6.5%. The best performing fixed income sector for the year was TIPS, as measured by the Barclays U.S. TIPS Index, which returned 12.2% as of March 31, 2012.

The following table presents a summary of the percentages of our AUM by strategy<sup>(1)</sup> that outpaced their respective benchmarks as of March 31, 2014, 2013 and 2012, for the trailing 1-year, 3-year, 5-year, and 10-year periods:

	As of March 31, 2014				As of March 31, 2013				As of March 31, 2012			
	1-year	3-year	5-year	10-year	1-year	3-year	5-year	10-year	1-year	3-year	5-year	10-year
Total (includes liquidity)	<b>75%</b>	<b>87%</b>	<b>84%</b>	<b>92%</b>	84%	85%	88%	91%	62%	81%	70%	87%
Equity:												
Large cap	<b>67%</b>	<b>91%</b>	<b>52%</b>	<b>76%</b>	65%	68%	88%	80%	66%	43%	66%	78%
Small cap	<b>33%</b>	<b>26%</b>	<b>29%</b>	<b>82%</b>	13%	15%	27%	62%	49%	63%	88%	89%
Total equity (includes other equity)	<b>54%</b>	<b>69%</b>	<b>45%</b>	<b>77%</b>	48%	50%	62%	71%	53%	52%	66%	80%
Fixed income:												
U.S. taxable	<b>94%</b>	<b>94%</b>	<b>94%</b>	<b>97%</b>	96%	94%	91%	90%	66%	95%	61%	89%
U.S. tax-exempt	<b>0%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	100%	100%	100%	100%	2%	2%	2%	1%
Global taxable	<b>54%</b>	<b>82%</b>	<b>98%</b>	<b>93%</b>	89%	94%	95%	98%	38%	93%	70%	97%
Total fixed income	<b>74%</b>	<b>91%</b>	<b>96%</b>	<b>96%</b>	94%	94%	93%	94%	51%	87%	60%	84%

The following table presents a summary of the percentages of our U.S. mutual fund assets<sup>(2)</sup> that outpaced their Lipper category averages as of March 31, 2014, 2013 and 2012, for the trailing 1-year, 3-year, 5-year, and 10-year periods:

	As of March 31, 2014				As of March 31, 2013				As of March 31, 2012			
	1-year	3-year	5-year	10-year	1-year	3-year	5-year	10-year	1-year	3-year	5-year	10-year
Total (includes liquidity)	<b>44%</b>	<b>63%</b>	<b>56%</b>	<b>68%</b>	59%	57%	70%	64%	67%	66%	78%	74%
Equity:												
Large cap	<b>49%</b>	<b>86%</b>	<b>55%</b>	<b>54%</b>	90%	79%	77%	40%	78%	51%	48%	45%
Small cap	<b>27%</b>	<b>19%</b>	<b>25%</b>	<b>72%</b>	27%	16%	48%	68%	44%	63%	93%	98%
Total equity (includes other equity)	<b>39%</b>	<b>55%</b>	<b>42%</b>	<b>60%</b>	56%	44%	59%	53%	57%	56%	73%	71%
Fixed income:												
U.S. taxable	<b>80%</b>	<b>85%</b>	<b>92%</b>	<b>85%</b>	74%	92%	85%	90%	76%	91%	82%	83%
U.S. tax-exempt	<b>27%</b>	<b>61%</b>	<b>68%</b>	<b>86%</b>	50%	57%	86%	84%	91%	70%	91%	82%
Global taxable	<b>27%</b>	<b>86%</b>	<b>84%</b>	<b>86%</b>	71%	74%	95%	54%	96%	81%	87%	83%
Total fixed income	<b>54%</b>	<b>78%</b>	<b>83%</b>	<b>86%</b>	64%	76%	87%	85%	84%	81%	87%	83%

(1) For purposes of investment performance comparisons, strategies are an aggregation of discretionary portfolios (separate accounts, investment funds, and other products) into a single group that represents a particular investment objective. In the case of separate accounts, the investment performance of the account is based upon the performance of the strategy to which the account has been assigned. Each of our asset managers has its own specific guidelines for including portfolios in their strategies. For those managers which manage both separate accounts and investment funds in the same strategy, the performance comparison for all of the assets is based upon the performance of the separate account.

As of March 31, 2014, 2013 and 2012, 91%, 90% and 91% of total AUM is included in strategy AUM, respectively, although not all strategies have three-, five-, and ten-year histories. Total strategy AUM includes liquidity assets. Certain assets are not included in reported performance comparisons. These include: accounts that are not managed in accordance with the guidelines outlined above; accounts in strategies not marketed to potential clients; accounts that have not yet been assigned to a strategy; and certain smaller products at some of our affiliates.

Past performance is not indicative of future results. For AUM included in institutional and retail separate accounts and investment funds included in the same strategy as separate accounts, performance comparisons are based on gross-of-fee performance. For investment funds (including fund-of-hedge funds) which are not managed in a separate account format, performance comparisons are based on net-of-fee performance. These performance comparisons do not reflect the actual performance of any specific separate account or investment fund; individual separate account and investment fund performance may differ.

Certain prior year amounts have been updated to conform to the current year presentation.

(2) Source: Lipper Inc. includes open-end, closed-end, and variable annuity funds. As of March 31, 2014, 2013 and 2012, the U.S. long-term mutual fund assets represented in the data accounted for 20%, 19% and 18%, respectively, of our total AUM. The performance of our U.S. long-term mutual fund assets is included in the strategies.

The following table presents a summary of the absolute and relative performance compared to the applicable benchmark for a representative sample of funds within our AUM, net of management and other fees as of the end of the period presented, for the 1-year, 3-year, 5-year, and 10-year periods, and from each fund's inception. The table below includes a representative sample of funds from each significant subclass of our investment strategies (i.e., large cap equity, small cap equity, etc.). The funds within this group are representative of the performance of significant investment strategies we offer, that as of March 31, 2014, constituted an aggregate of approximately \$410 billion, or approximately 58% of our total AUM. The only meaningful exclusions are our funds-of-hedge funds strategies, which involve privately placed hedge funds, and represent only 3% of our total assets under management as of March 31, 2014, for which investment performance is not made publicly available. Providing investment returns of funds provides a relevant representation of our performance while avoiding the many complexities relating to factors such as multiple fee structures, bundled pricing, and asset level break points, that would arise in reporting performance for strategies or other product aggregations.

Fund Name/Index	Inception Date	Performance Type <sup>(1)</sup>	Annualized Absolute/Relative Total Return (%) vs. Benchmark				
			1-year	3-year	5-year	10-year	Inception
<b>Equity</b>							
<b>Large Cap</b>							
ClearBridge Appreciation Fund	3/10/1970	Absolute	18.42%	13.56%	18.47%	7.46%	10.44%
<i>S&amp;P 500</i>		Relative	(3.43)%	(1.10)%	(2.69)%	0.04%	(0.06)%
ClearBridge All Cap Value	11/12/1981	Absolute	18.34%	9.70%	18.86%	5.34%	10.44%
<i>Russell 3000 Value</i>		Relative	(3.32)%	(4.93)%	(3.02)%	(2.28)%	(1.73)%
Legg Mason Capital Management Value Trust	4/16/1982	Absolute	27.64%	14.94%	21.69%	2.25%	12.15%
<i>S&amp;P 500</i>		Relative	5.78%	0.29%	0.53%	(5.16)%	0.20%
ClearBridge Aggressive Growth Fund	10/24/1983	Absolute	32.29%	19.97%	26.69%	8.50%	12.66%
<i>Russell 3000 Growth</i>		Relative	8.76%	5.44%	4.75%	0.55%	2.69%
ClearBridge Large Cap Value Fund	12/31/1988	Absolute	21.75%	15.22%	20.51%	7.37%	9.70%
<i>Russell 1000 Value</i>		Relative	0.18%	0.42%	(1.25)%	(0.22)%	(0.87)%
ClearBridge Equity Income	11/6/1992	Absolute	15.20%	14.02%	18.12%	6.70%	8.66%
<i>Russell 3000 Value</i>		Relative	(6.46)%	(0.61)%	(3.76)%	(0.91)%	(1.60)%
ClearBridge Large Cap Growth Fund	8/29/1997	Absolute	24.40%	16.70%	19.81%	6.18%	7.67%
<i>Russell 1000 Growth</i>		Relative	1.18%	2.07%	(1.87)%	(1.69)%	2.14%
Legg Mason Brandywine Diversified Large Cap Value Fund	9/7/2010	Absolute	21.33%	14.97%	n/a	n/a	18.74%
<i>Russell 1000 Value</i>		Relative	(0.24)%	0.17%	n/a	n/a	0.82%
<b>Small Cap</b>							
Royce Pennsylvania Mutual	6/30/1967	Absolute	23.18%	10.95%	23.36%	9.36%	12.23%
<i>Russell 2000</i>		Relative	(1.72)%	(2.23)%	(0.95)%	0.82%	n/a
Royce Premier Fund	12/31/1991	Absolute	21.85%	9.27%	22.07%	10.99%	12.61%
<i>Russell 2000</i>		Relative	(3.05)%	(3.91)%	(2.24)%	2.46%	2.58%
Royce Total Return Fund	12/15/1993	Absolute	20.65%	12.19%	21.61%	8.70%	11.60%
<i>Russell 2000</i>		Relative	(4.25)%	(0.99)%	(2.70)%	0.17%	2.39%
Royce Special Equity	5/1/1998	Absolute	18.15%	11.95%	19.99%	8.86%	10.12%
<i>Russell 2000</i>		Relative	(6.75)%	(1.24)%	(4.33)%	0.33%	2.57%
ClearBridge Small Cap Growth	7/1/1998	Absolute	26.46%	16.88%	26.18%	9.85%	11.23%
<i>Russell 2000 Growth</i>		Relative	(0.74)%	3.27%	0.94%	0.99%	4.69%
<b>Fixed Income</b>							
<b>U.S. Taxable</b>							
Western Asset Core Bond Fund	9/4/1990	Absolute	0.85%	4.37%	10.86%	4.95%	7.26%
<i>Barclays US Aggregate</i>		Relative	0.94%	0.62%	6.06%	0.49%	0.68%
Western Asset Short Term Bond Fund	11/11/1991	Absolute	0.58%	1.50%	5.38%	1.94%	3.87%
<i>Citi Treasury Gov't/Credit 1-3 YR</i>		Relative	(0.09)%	0.33%	3.46%	(0.88)%	(0.71)%

Fund Name/Index	Inception Date	Performance Type <sup>(1)</sup>	Annualized Absolute/Relative Total Return (%) vs. Benchmark				
			1-year	3-year	5-year	10-year	Inception
Western Asset Adjustable Rate Income <i>Citi T-Bill 6-Month</i>	6/22/1992	Absolute	0.85%	1.75%	5.29%	1.79%	2.97%
		Relative	0.76%	1.65%	5.13%	0.08%	(0.11)%
Western Asset Corporate Bond Fund <i>Barclays US Credit</i>	11/6/1992	Absolute	3.47%	6.75%	14.52%	4.52%	6.76%
		Relative	2.46%	0.94%	5.63%	(0.68)%	0.04%
Western Asset Intermediate Bond Fund <i>Barclays Intermediate Gov't/Credit</i>	7/1/1994	Absolute	0.26%	3.84%	7.63%	4.79%	7.62%
		Relative	0.39%	0.71%	3.45%	0.85%	2.06%
Western Asset Core Plus Fund <i>Barclays US Aggregate</i>	7/8/1998	Absolute	1.13%	5.06%	10.90%	5.80%	6.55%
		Relative	1.23%	1.31%	6.10%	1.34%	1.13%
Western Asset Inflation Index Plus Bond <i>Barclays US TIPS</i>	3/1/2001	Absolute	(6.47)%	3.26%	5.38%	4.41%	5.82%
		Relative	0.02%	(0.24)%	0.48%	(0.11)%	(0.17)%
Western Asset High Yield Fund <i>Barclays US Corp High Yield</i>	9/28/2001	Absolute	6.79%	8.40%	18.85%	7.98%	8.46%
		Relative	(0.75)%	(0.60)%	0.60%	(0.71)%	(1.20)%
Western Asset Total Return Unconstrained <i>Barclays US Aggregate</i>	7/6/2006	Absolute	1.75%	3.50%	9.83%	n/a	5.42%
		Relative	1.84%	(0.25)%	5.03%	n/a	0.19%
Western Asset Mortgage Defined Opportunity Fund Inc. <i>BOFAML Floating Rate Home Loan Index</i>	2/24/2010	Absolute	13.77%	16.03%	n/a	n/a	18.55%
		Relative	10.37%	10.44%	n/a	n/a	11.34%
<b>U.S. Tax-Exempt</b>							
Western Asset Managed Municipals Fund <i>Barclays Municipal Bond</i>	3/4/1981	Absolute	(0.96)%	7.55%	7.42%	4.97%	7.98%
		Relative	(1.35)%	1.76%	1.71%	0.52%	0.50%
<b>Global Taxable</b>							
Legg Mason Western Asset Australian Bond Trust <i>UBS Australian Composite Bond Index</i>	6/30/1983	Absolute	4.36%	7.66%	8.14%	6.70%	6.42%
		Relative	1.04%	0.92%	2.19%	0.65%	0.64%
Western Asset Global High Yield Bond Fund <i>Barclays Global High Yield</i>	2/22/1995	Absolute	5.53%	7.77%	17.78%	7.21%	7.95%
		Relative	(3.47)%	(1.54)%	(0.96)%	(2.17)%	(1.98)%
Legg Mason Western Asset Core Plus Global Bond Trust <i>Barclays Global Aggregate (AUD Hedged)</i>	2/28/1995	Absolute	2.94%	8.24%	11.72%	5.91%	5.98%
		Relative	(0.74)%	0.22%	3.38%	(1.36)%	(1.02)%
Western Asset Emerging Markets Debt <i>JPM EMBI Global</i>	10/17/1996	Absolute	(3.75)%	4.63%	12.67%	8.20%	10.44%
		Relative	(2.70)%	(2.52)%	1.13%	(0.11)%	0.83%
Legg Mason Western Asset Global Multi Strategy Fund <i>50% Bar. Global Agg./25% Bar. HY 2%/25% JPM EMBI +</i>	8/31/2002	Absolute	(1.02)%	2.80%	9.51%	5.37%	7.24%
		Relative	(3.37)%	(2.53)%	(0.27)%	(1.22)%	(0.96)%
Legg Mason Brandywine Global Fixed Income <i>Citi World Gov't Bond</i>	10/31/2003	Absolute	(0.50)%	4.22%	9.09%	5.02%	5.46%
		Relative	(1.87)%	2.31%	5.25%	0.79%	0.65%
Legg Mason Brandywine Global Opportunities Bond <i>Citi World Gov't Bond</i>	11/1/2006	Absolute	0.60%	6.22%	11.51%	n/a	7.24%
		Relative	(0.78)%	4.31%	7.67%	n/a	2.67%
<b>Liquidity</b>							
Western Asset Institutional Cash Reserves Ltd. <i>Citi 3-Month T-Bill</i>	12/31/1989	Absolute	0.08%	0.14%	0.21%	1.89%	3.57%
		Relative	0.03%	0.08%	0.12%	0.32%	0.31%

(1) Absolute performance is the actual performance (i.e., rate of return) of the fund. Relative performance is the difference (or variance) between the performance of the fund and its stated benchmark.

## BUSINESS MODEL STREAMLINING INITIATIVE

In May 2010, we announced an initiative to streamline our business model to drive increased profitability and growth that primarily involved transitioning certain shared services to our investment affiliates who are closer to the actual client relationships. The initiative resulted in over \$140 million in annual cost savings, substantially all of which were cash savings. These cost savings consisted of (i) over \$80 million in compensation and benefits cost reductions resulting from eliminating positions in certain corporate shared services functions as a result of transitioning such functions to the affiliates, and charging affiliates for other centralized services that have continued to be provided to them without any corresponding adjustment in revenue sharing or other compensation arrangements; (ii) approximately \$50 million in non-compensation costs from eliminating and streamlining activities in our corporate and distribution business units, including savings associated with consolidating office space; and (iii) approximately \$10 million from our global distribution group sharing in affiliate revenues from retail assets under management without any corresponding adjustment in revenue sharing or other compensation arrangements.

The initiative involved \$127.5 million in transition-related costs that primarily included charges for employee termination benefits and incentives to retain employees during the transition period. The transition-related costs also included charges for consolidating leased office space, early contract terminations, accelerated depreciation of fixed assets, asset disposals and professional fees. During the year ended March 31, 2012,

transition-related costs totaled \$73.1 million. All transition-related costs were accrued as of the completion of the initiative on March 31, 2012. We achieved total annual cost savings from the initiative of approximately \$140 million and \$97 million as of March 31, 2013 and 2012, respectively, when compared to similar expenses prior to the commencement of the streamlining initiative. A portion of the estimated transition-related savings in fiscal 2013 were incremental to fiscal 2012, and are explained, where applicable, in the results of operations discussion to follow. See Note 15 of Notes to Consolidated Financial Statements for additional information on our business streamlining initiative.

## RESULTS OF OPERATIONS

In accordance with financial accounting standards on consolidation, we consolidate and separately identify certain sponsored investment vehicles, the most significant of which is a collateralized loan obligation entity ("CLO"). The consolidation of these investment vehicles has no impact on Net Income (Loss) Attributable to Legg Mason, Inc. and does not have a material impact on our consolidated operating results. We also hold investments in other consolidated sponsored investment funds and the change in the value of these investments, which is recorded in Other non-operating income (expense), is reflected in our Net Income (Loss), net of amounts allocated to noncontrolling interests, if any. See Notes 1, 3, and 17 of Notes to Consolidated Financial Statements for additional information regarding the consolidation of investment vehicles.

## Operating Revenues

The components of total operating revenues (in millions), and the dollar and percentage changes between periods were as follows:

	Years Ended March 31,			2014 Compared to 2013		2013 Compared to 2012	
	2014	2013	2012	\$ Change	% Change	\$ Change	% Change
Investment advisory fees:							
Separate accounts	\$ 777.4	\$ 730.3	\$ 775.5	\$ 47.1	6.4%	\$(45.2)	(5.8)%
Funds	1,501.3	1,446.1	1,491.3	55.2	3.8	(45.2)	(3.0)
Performance fees	107.1	98.6	49.5	8.5	8.6	49.1	99.2
Distribution and service fees	347.6	330.5	341.0	17.1	5.2	(10.5)	(3.1)
Other	8.4	7.2	5.3	1.2	16.7	1.9	35.8
Total operating revenues	\$2,741.8	\$2,612.7	\$2,662.6	\$129.1	4.9%	\$(49.9)	(1.9)%

Total operating revenues for the year ended March 31, 2014, were \$2.74 billion, an increase of 4.9% from \$2.61 billion for the year ended March 31, 2013. This increase was primarily due to the impact of a 3% increase in average long-term AUM and an increase in average AUM advisory revenue yields, from 33.7 basis points in the year ended March 31, 2013 to 34.1 basis points in the year ended March 31, 2014. The increase in average AUM advisory revenue yields was the result of a slightly more favorable average asset mix, with equity assets, which generally earn higher fees than fixed income and liquidity assets, comprising a slightly higher percentage of our total average AUM for the year ended March 31, 2014, as compared to the year ended March 31, 2013.

Total operating revenues for the year ended March 31, 2013, were \$2.61 billion, a decrease of 1.9% from \$2.66 billion for the year ended March 31, 2012, despite average AUM remaining essentially flat. This decrease was primarily due to the impact of a reduction in average AUM advisory revenue yields, from 35.2 basis points in the year ended March 31, 2012, to 33.7 basis points in the year ended March 31, 2013. The reduction in average AUM advisory revenue yields was the result of a less favorable average asset mix, with equity assets, which generally earn higher fees than fixed income and liquidity assets, comprising a lower percentage of our total average AUM for the year ended March 31, 2013, as compared to the year ended March 31, 2012. This decrease was offset in part by a \$49.1 million increase in performance fees.

#### ***Investment Advisory Fees from Separate Accounts***

For the year ended March 31, 2014, investment advisory fees from separate accounts increased \$47.1 million, or 6.4%, to \$777.4 million, as compared to \$730.3 million for the year ended March 31, 2013. Of this increase, \$32.8 million was the result of higher average equity assets managed by ClearBridge, \$23.2 million resulted from higher revenues at Permal, including those resulting from the acquisition of Fauchier in March 2013, and \$7.9 million was due to higher average fixed income assets managed by Brandywine. These increases were offset in part by a decrease of \$17.6 million due to lower average equity assets managed by Batterymarch and a decrease of \$6.8 million due to the sale of a small affiliate in August 2013.

For the year ended March 31, 2013, investment advisory fees from separate accounts decreased \$45.2 million, or 5.8%, to \$730.3 million, as compared to \$775.5 million for the year ended March 31, 2012. Of this decrease, \$41.5 million was the result of lower average equity assets managed by Batterymarch, LMCM and Legg Mason Global Equities Group ("LMGE"), and \$12.3 million was due to the divestiture of an affiliate in February 2012.

These decreases were offset in part by an increase of \$9.6 million due to higher average fixed income assets managed by Brandywine.

#### ***Investment Advisory Fees from Funds***

For the year ended March 31, 2014, investment advisory fees from funds increased \$55.2 million, or 3.8%, to \$1.5 billion, as compared to \$1.4 billion for the year ended March 31, 2013. Of this increase, \$85.6 million was due to higher average equity assets managed by ClearBridge and \$16.5 million was due to higher average fixed income assets managed by Brandywine, offset in part by a decrease of \$48.7 million due to lower average fixed income assets managed by Western Asset.

For the year ended March 31, 2013, investment advisory fees from funds decreased \$45.2 million, or 3.0%, to \$1.4 billion, as compared to \$1.5 billion for the year ended March 31, 2012. Of this decrease, \$52.9 million was due to lower average assets managed by Permal, and \$48.7 million was due to lower average equity assets managed by Royce, LMCM and LMGE. These decreases were offset in part by a \$39.1 million increase as a result of higher average fixed income assets managed by Western Asset and Brandywine, and a \$16.7 million increase as a result of higher average equity assets at ClearBridge.

#### ***Performance Fees***

Of our total AUM as of March 31, 2014, 2013, and 2012, approximately 6% was in accounts that were eligible to earn performance fees. For the year ended March 31, 2014, performance fees increased \$8.5 million to \$107.1 million, as compared to \$98.6 million for the year ended March 31, 2013, primarily due to higher fees earned on assets managed at Permal, including those resulting from the Fauchier acquisition, offset in part by the impact of \$32.0 million of fees received by Western Asset in the prior year, related to the wind-down of its participation in the U.S. Treasury's Public-Private Investment Program ("PPIP"). Strong performance fees were heavily influenced by strong equity markets in fiscal 2014.

For the year ended March 31, 2013, performance fees increased \$49.1 million to \$98.6 million, as compared to \$49.5 million for the year ended March 31, 2012, primarily due to \$32.0 million of fees received by Western Asset related to the wind-down of its participation in the PPIP. Higher fees earned on assets managed at Permal and Brandywine also contributed to the increase.

#### ***Distribution and Service Fees***

For the year ended March 31, 2014, distribution and service fees increased \$17.1 million, or 5.2%, to \$347.6 million, as compared to \$330.5 million for the year ended

March 31, 2013, resulting from an increase in average fee rates received on mutual fund AUM subject to distribution and service fees.

For the year ended March 31, 2013, distribution and service fees decreased \$10.5 million, or 3.1%, to \$330.5

million, as compared to \$341.0 million for the year ended March 31, 2012, resulting from a decline in average fee rates received on mutual fund AUM subject to distribution and service fees.

## Operating Expenses

The components of total operating expenses (in millions), and the dollar and percentage changes between periods were as follows:

	Years Ended March 31,			2014 Compared to 2013		2013 Compared to 2012	
	2014	2013	2012	\$ Change	% Change	\$ Change	% Change
Compensation and benefits	<b>\$1,210.4</b>	\$1,188.5	\$1,144.3	<b>\$ 21.9</b>	<b>1.8%</b>	\$ 44.2	3.9%
Distribution and servicing	<b>619.1</b>	600.6	649.7	<b>18.5</b>	<b>3.1</b>	(49.1)	(7.6)
Communications and technology	<b>157.9</b>	149.7	164.7	<b>8.2</b>	<b>5.5</b>	(15.0)	(9.1)
Occupancy	<b>115.2</b>	171.9	154.8	<b>(56.7)</b>	<b>(33.0)</b>	17.1	11.0
Amortization of intangible assets	<b>12.3</b>	14.0	19.6	<b>(1.7)</b>	<b>(12.1)</b>	(5.6)	(28.6)
Impairment of intangible assets	<b>—</b>	734.0	—	<b>(734.0)</b>	<b>n/m</b>	734.0	n/m
Other	<b>196.0</b>	188.4	190.7	<b>7.6</b>	<b>4.0</b>	(2.3)	(1.2)
Total operating expenses	<b>\$2,310.9</b>	\$3,047.1	\$2,323.8	<b>\$(736.2)</b>	<b>(24.2)%</b>	\$723.3	31.1%

n/m—not meaningful

Total operating expenses for the year ended March 31, 2014, were \$2.31 billion, a decrease of 24.2% from \$3.05 billion, for the year ended March 31, 2013. Total operating expenses for the year ended March 31, 2013, were \$3.05 billion, an increase of 31.1% from \$2.32 billion for the year ended March 31, 2012. The change in total operating expenses for both fiscal 2014 and fiscal 2013, was primarily the result of \$734.0 million of intangible asset impairment charges recorded during fiscal 2013, as further discussed below.

Operating expenses for the years ended March 31, 2014, 2013, and 2012, incurred at the investment management affiliate level comprised approximately 70% of total operating expenses in each year, excluding the impairment charges, which are deemed to be corporate expenses. The remaining operating expenses are comprised of corporate and distribution costs.



## Compensation and Benefits

The components of Total Compensation and Benefits (in millions) for the years ended March 31 were as follows:

	Years Ended March 31,			2014 Compared to 2013		2013 Compared to 2012	
	2014	2013	2012	\$ Change	% Change	\$ Change	% Change
Salaries and incentives	\$ 952.9	\$ 924.5	\$ 895.0	\$ 28.4	3.1%	\$ 29.5	3.3%
Benefits and payroll taxes	219.7	204.5	196.7	15.2	7.4	7.8	4.0
Transition-related costs	—	—	34.6	—	n/m	(34.6)	n/m
Management transition compensation costs	4.0	17.9	—	(13.9)	(77.7)	17.9	n/m
Other	33.8	41.6	18.0	(7.8)	(18.8)	23.6	131.1
<b>Total Compensation and Benefits</b>	<b>\$1,210.4</b>	<b>\$1,188.5</b>	<b>\$1,144.3</b>	<b>\$ 21.9</b>	<b>1.8%</b>	<b>\$ 44.2</b>	<b>3.9%</b>

n/m—not meaningful

Total Compensation and Benefits for the year ended March 31, 2014, increased 1.8% to \$1.21 billion, as compared to \$1.19 billion for the year ended March 31, 2013; and for the year ended March 31, 2013, increased 3.9% to \$1.19 billion, as compared to \$1.14 billion for the year ended March 31, 2012:

- Salaries and incentives increased \$28.4 million, to \$952.9 million for the year ended March 31, 2014, as compared to \$924.5 million for the year ended March 31, 2013, principally due to an increase of \$11.7 million in incentive-based compensation at investment affiliates, primarily resulting from higher revenues, and an increase of \$11.7 million in incentive-based compensation for corporate and distribution personnel, partially as a result of increased retail sales.
- Salaries and incentives increased \$29.5 million, to \$924.5 million for the year ended March 31, 2013, as compared to \$895.0 million for the year ended March 31, 2012, principally due to an increase of \$38.5 million in incentive-based compensation at investment affiliates, primarily resulting from costs associated with the modification of employment and other arrangements, most significantly with the management of Permal, and the impact of reductions in other non-compensation related operating expenses at revenue share based affiliates, which create an offsetting increase in compensation per the applicable revenue share agreements. Additional salary and incentive costs of \$12.2 million, resulting from market-based compensation increases among retained staff and new hires to support ongoing growth initiatives, also contributed to the increase. These increases were offset in part by a \$23.7 million decrease in corporate salaries primarily due to headcount reductions resulting from our business streamlining initiative.
- Benefits and payroll taxes increased \$15.2 million, to \$219.7 million for the year ended March 31, 2014, as compared to \$204.5 million for the year ended March 31, 2013, primarily as a result of \$4.4 million of costs associated with the previously discussed corporate initiatives, a \$3.5 million increase in costs associated with certain employee benefit plans, a \$2.5 million increase in health insurance expense, and a \$2.2 million increase in payroll-related taxes.
- Benefits and payroll taxes increased \$7.8 million, to \$204.5 million for the year ended March 31, 2013, as compared to \$196.7 million for the year ended March 31, 2012, primarily as a result of an increase in non-cash amortization expense and other costs associated with certain deferred compensation plans.
- Transition-related costs of \$34.6 million for the year ended March 31, 2012, represent costs related to our business streamlining initiative, which was completed in March 2012.
- Management transition compensation costs of \$4.0 million for the year ended March 31, 2014, represent amortization expense related to retention awards granted to certain executives and key employees in the prior year.
- Management transition compensation costs of \$17.9 million for the year ended March 31, 2013, were associated with our Chief Executive Officer stepping down in September 2012 and the subsequent reorganization of our executive committee. These costs were primarily comprised of \$7.5 million of cash severance and \$6.4 million of net non-cash accelerated vesting of stock based awards. Also included in this line item was \$3.0 million of non-cash amortization expense related to retention awards granted to certain executives and key employees.
- Other compensation and benefits decreased \$7.8 million, to \$33.8 million for the year ended

March 31, 2014, as compared to \$41.6 million for the year ended March 31, 2013, primarily due to a \$19.5 million decrease in deferred compensation and revenue-share based incentive obligations resulting from a reduction in net market gains on assets invested for deferred compensation plans and seed capital investments, which were partially offset by corresponding decreases in Other non-operating income (expense). These decreases were offset, in part, by an \$11.7 million increase in severance expense to \$16.8 million, primarily related to the previously discussed corporate initiatives.

- Other compensation and benefits increased \$23.6 million, to \$41.6 million, as compared to \$18.0 million for the year ended March 31, 2012, primarily due to an increase in revenue-share based incentive obligations resulting from a \$22.7 million increase in net market gains on assets invested for deferred compensation plans and seed capital investments, which were offset by corresponding increases in Other non-operating income (expense).

For the year ended March 31, 2014, compensation as a percentage of operating revenues decreased to 44.1% from 45.5% for the year ended March 31, 2013, due to the impact of compensation decreases related to a reduction in net market gains on assets invested for deferred compensation plans and seed capital investments and the compensation impact of the wind-down of Western Asset's participation in the PPIP in fiscal 2013.

For the year ended March 31, 2013, compensation as a percentage of operating revenues increased to 45.5% from 43.0% for the year ended March 31, 2012, due to the impact of reductions in other non-compensation related operating expenses at revenue share based affiliates, the impact of the modification of employment and other arrangements, as well as the impact of quasi-fixed compensation costs of administrative and distribution personnel which do not typically vary with revenues. These increases were offset in part by the impact of transition-related compensation recorded in fiscal 2012, as well as the impact of lower corporate compensation costs, principally attributable to our business streamlining initiative.

#### ***Distribution and Servicing***

For the year ended March 31, 2014, distribution and servicing expenses increased 3.1% to \$619.1 million, as compared to \$600.6 million for the year ended March 31, 2013, with \$15.2 million of the increase due to an increase in average AUM in certain products for which we pay fees to third-party distributors.

For the year ended March 31, 2013, distribution and servicing expenses decreased 7.6% to \$600.6 million,

as compared to \$649.7 million for the year ended March 31, 2012, driven by a \$53.8 million decrease due to a reduction in average AUM in certain products for which we pay fees to third-party distributors.

#### ***Communications and Technology***

For the year ended March 31, 2014, communications and technology expense increased 5.5% to \$157.9 million, as compared to \$149.7 million for the year ended March 31, 2013, primarily as a result of an increase in technology consulting, market data, and telephone expenses.

For the year ended March 31, 2013, communications and technology expense decreased 9.1% to \$149.7 million, as compared to \$164.7 million for the year ended March 31, 2012, driven by the impact of \$8.4 million in transition-related costs recognized in fiscal 2012, as well as \$4.4 million in cost savings as a result of our business streamlining initiative.

#### ***Occupancy***

For the year ended March 31, 2014, occupancy expense decreased 33.0% to \$115.2 million, as compared to \$171.9 million for the year ended March 31, 2013, primarily due to the impact of real estate related charges totaling \$52.8 million recognized in fiscal 2013 and a \$4.6 million decrease in rent expense, primarily as a result of lease reserves taken on vacant space in fiscal 2013. These decreases were offset in part by \$7.9 million in real estate related charges taken during fiscal 2014 in connection with the previously discussed corporate initiatives.

For the year ended March 31, 2013, occupancy expense increased 11.0% to \$171.9 million, as compared to \$154.8 million for the year ended March 31, 2012, primarily due to real estate related charges totaling \$52.8 million, recorded during fiscal 2013 related to further space consolidation which resulted in savings of approximately \$10.0 million per year beginning in fiscal 2014. This increase was offset in part by the impact of \$11.9 million of lease reserves recorded in fiscal 2012, as well as the acceleration of \$10.3 million of depreciation in fiscal 2012, both primarily related to certain office space permanently vacated as a part of our business streamlining initiative. The increase was also offset in part by \$6.0 million in cost savings, also as a result of our business streamlining initiative.

#### ***Amortization and Impairment of Intangible Assets***

For the year ended March 31, 2014, amortization of intangible assets decreased 12.1% to \$12.3 million, as compared to \$14.0 million for the year ended March 31, 2013, primarily due to certain management contracts becoming fully amortized in December 2013.

For the year ended March 31, 2013, amortization of intangible assets decreased 28.6% to \$14.0 million, as compared to \$19.6 million for the year ended March 31, 2012, primarily due to certain management contracts becoming fully amortized during fiscal 2012.

Impairment of intangible assets was \$734.0 million in the year ended March 31, 2013. The impairment charges related to our domestic mutual fund contracts asset, Permal funds-of-hedge fund contracts asset, and Permal trade name. The impairment charges resulted from a number of trends and factors, which resulted in a reduction of the projected cash flows and our overall assessment of fair value of the assets, such that the domestic mutual fund contracts asset, Permal funds-of-hedge funds contracts asset, and Permal trade name asset, declined below their carrying values, and accordingly were impaired by \$396.0 million, \$321.0 million, and \$17.0 million, respectively in fiscal 2013. See Note 5 of Notes to Consolidated Financial Statements for further discussion of the impairment charges.

#### **Other**

For the year ended March 31, 2014, other expenses increased \$7.6 million, or 4.0%, to \$196.0 million, as

compared to \$188.4 million for the year ended March 31, 2013, primarily due to a \$14.7 million increase in expense reimbursements paid to certain mutual funds and a \$5.0 million charge for a fair value adjustment to increase the contingent consideration liability related to the acquisition of Fauchier, as the acquired business has performed better than initially projected. These increases were offset in part by an \$8.0 million decrease in franchise taxes, as well as a \$5.3 million decrease in professional fees.

For the year ended March 31, 2013, other expenses decreased \$2.3 million, or 1.2%, to \$188.4 million, as compared to \$190.7 million for the year ended March 31, 2012, primarily due to a \$4.1 million reduction in charges for trading errors. A \$2.5 million decrease in expense reimbursements paid to certain mutual funds, and the impact of \$1.7 million of transition-related costs recognized in fiscal 2012, also contributed to the decrease. These decreases were offset in part by a \$5.0 million increase in litigation-related expenses as a result of certain resolved regulatory investigations. A \$1.8 million increase in professional fees, primarily related to initiatives with Permal, including the acquisition of Fauchier during fiscal 2013, also offset the decrease.

#### **Non-Operating Income (Expense)**

The components of total other non-operating income (expense) (in millions), and the dollar and percentage changes between periods were as follows:

	Years Ended March 31,			2014 Compared to 2013		2013 Compared to 2012	
	2014	2013	2012	\$ Change	% Change	\$ Change	% Change
Interest income	\$ 6.4	\$ 7.6	\$ 11.5	\$ (1.2)	(15.8)%	\$ (3.9)	(33.9)%
Interest expense	(52.9)	(62.9)	(87.6)	10.0	(15.9)	24.7	(28.2)
Other income (expense), net	32.8	(18.0)	22.1	50.8	n/m	(40.1)	n/m
Other non-operating income (loss) of consolidated investment vehicles, net	2.4	(2.8)	18.3	5.2	n/m	(21.1)	n/m
Total other non-operating expense	\$ (11.3)	\$ (76.1)	\$ (35.7)	\$ 64.8	(85.2)%	\$ (40.4)	n/m

n/m—not meaningful

#### **Interest Income**

For the year ended March 31, 2014, interest income decreased 15.8% to \$6.4 million, as compared to \$7.6 million for the year ended March 31, 2013, driven by the impact of lower average interest-bearing investment balances.

For the year ended March 31, 2013, interest income decreased 33.9% to \$7.6 million, as compared to \$11.5 million for the year ended March 31, 2012, driven by a \$2.6 million decrease due to lower yields earned on

investment balances and a \$1.8 million decrease due to lower average investment balances.

#### **Interest Expense**

For the year ended March 31, 2014, interest expense decreased 15.9% to \$52.9 million, as compared to \$62.9 million for the year ended March 31, 2013, primarily as a result of a \$5.6 million decrease in the interest accruals for uncertain tax positions and a \$4.4 million decrease due to the refinancing of the 2.5% Convertible

Senior Notes (the "Convertible Notes") in May 2012 and the five-year term loan in January 2014.

For the year ended March 31, 2013, interest expense decreased 28.2% to \$62.9 million, as compared to \$87.6 million for the year ended March 31, 2012, primarily as a result of the refinancing of the Convertible Notes in May 2012.

#### ***Other Income (Expense), Net***

For the year ended March 31, 2014, other income (expense), net, improved \$50.8 million, to income of \$32.8 million, from an expense of \$18.0 million in fiscal 2013. This increase was primarily a result of the impact of a \$69.0 million loss on debt extinguishment recognized in connection with the repurchase of the Convertible Notes in May 2012, offset in part by a \$19.5 million decrease in net market gains on seed capital investments and assets invested for deferred compensation plans, which are offset by corresponding decreases in compensation discussed above.

For the year ended March 31, 2013, other income (expense), net, decreased \$40.1 million, to an expense of \$18.0 million, from income of \$22.1 million in fiscal 2012. This decrease was primarily a result of the \$69.0 million loss on debt extinguishment recognized in connection with the repurchase of the Convertible Notes in May 2012. The impact of an \$8.6 million gain related to an assigned bankruptcy claim, and a \$7.5 million gain on the sale of a small affiliate, both recognized in the fiscal 2012, also contributed to the decrease. These decreases were offset in part by a \$22.7 million increase in net market gains on seed capital investments and assets invested for deferred compensation plans, which are offset by corresponding increases in compensation discussed above, as well as a \$20.8 million increase in net market gains on corporate investments in proprietary fund products, which are not offset in compensation.

#### ***Other Non-Operating Income (Loss) of Consolidated Investment Vehicles***

For the year ended March 31, 2014, other non-operating income (loss) of consolidated investment vehicles ("CIVs"), net, improved \$5.2 million to income of \$2.4 million, from a loss of \$2.8 million in fiscal 2013, primarily due to net market gains on investments of certain CIVs.

For the year ended March 31, 2013, other non-operating income (expense) of CIVs, net, decreased \$21.1 million to an expense of \$2.8 million, from income of \$18.3 million in fiscal 2012, primarily due to net market losses on investments of certain CIVs, as well as the impact of market gains recognized in fiscal 2012 related to a previously consolidated CIV that was redeemed in that fiscal year.

#### ***Income Tax Provision (Benefit)***

For the year ended March 31, 2014, the provision for income taxes was \$137.8 million, compared to an income tax benefit of \$150.9 million in the year ended March 31, 2013. The effective tax rate was 32.8% for the year ended March 31, 2014, compared to an effective benefit rate of 29.5% in the year ended March 31, 2013. The change in the effective rate was primarily related to a higher relative proportion of pre-tax income (loss) in jurisdictions with higher tax rates, substantially offset by adjustments to deferred tax balances and other reserves.

In July 2012, the U.K. Finance Act 2012 was enacted, which reduced the main U.K. corporate tax rate from 25% to 24% effective April 1, 2012 and to 23% effective April 1, 2013. In July 2013, the Finance Bill 2013 was enacted, further reducing the main U.K. corporate tax rate to 21% effective April 1, 2014 and to 20% effective April 1, 2015. The impact of tax rate changes on certain existing deferred tax assets and liabilities resulted in a tax benefit of \$19.2 million and \$18.1 million on the revaluation of deferred tax assets and liabilities for the years ended March 31, 2014 and 2013, respectively; and impacted the effective rate by 4.6 percentage points in the year ended March 31, 2014, and 3.5 percentage points in the year ended March 31, 2013. The impact of CIVs increased the effective rate by 0.2 percentage points for the year ended March 31, 2014, and reduced the effective rate by 0.5 percentage points for the year ended March 31, 2013.

For the year ended March 31, 2013, the benefit for income taxes was \$150.9 million, compared to a provision of \$72.1 million in the prior year. The effective benefit rate was 29.5% for the year ended March 31, 2013, compared to an effective tax rate of 23.8% in the year ended March 31, 2012. The change in the effective rate was primarily related to a lower tax benefit associated with the intangible asset impairment charge recorded in fiscal 2013, due to the lower statutory rates in the jurisdictions where certain intangible assets were held, partially offset by adjustments to reserves and the impact of certain tax planning initiatives recorded in fiscal 2012.

In July 2011, The U.K. Finance Act 2011 was enacted, which reduced the main U.K. corporate tax rate from 27% to 26% effective April 1, 2011, and from 26% to 25% effective April 1, 2012. As discussed above, in July 2012, the U.K. Finance Act 2012 was enacted, further reducing the main U.K. corporate tax rate to 24% effective April 1, 2012 and 23% effective April 1, 2013. The impact of the tax rate changes on certain existing deferred tax assets and liabilities resulted in a tax benefit of \$18.1 million and \$18.3 million for the years ended March 31, 2013 and 2012, respectively, and impacted the effective rate by 3.5 percentage points in the year ended March 31, 2013, and

6.0 percentage points in the year ended March 31, 2012. The impact of changes in the U.K. tax rate was more substantial for the year ended March 31, 2012, due to the higher level of pre-tax income in that fiscal year. The impact of CIVs reduced the effective rate by 0.5 and 0.8 percentage points for the years ended March 31, 2013 and 2012, respectively.

### **Net Income (Loss) Attributable to Legg Mason, Inc. and Operating Margin**

Net Income Attributable to Legg Mason, Inc. for the year ended March 31, 2014, totaled \$284.8 million, or \$2.33 per diluted share, compared to Net Loss Attributable to Legg Mason, Inc. of \$353.3 million, or \$2.65 per diluted share, in the year ended March 31, 2013. The increase was primarily attributable to the impact of the pre-tax impairment charges of \$734.0 million (\$508.3 million, net of income tax benefits, or \$3.81 per diluted share), recorded in the prior year, the impact of the \$69.0 million pre-tax loss (\$44.8 million, net of income tax benefits, or \$0.34 per diluted share) on debt extinguishment recognized in connection with the repurchase of the Convertible Notes in May 2012, the impact of \$52.8 million of real estate related charges recognized in fiscal 2013, and the net impact of increased operating revenues, as previously discussed. In addition, Net Income Attributable to Legg Mason, Inc. per diluted share benefited from a reduction in weighted-average shares outstanding as a result of share repurchases. Operating margin was 15.7% for the year ended March 31, 2014, compared to (16.6)% for the year ended March 31, 2013.

Net Loss Attributable to Legg Mason, Inc. for the year ended March 31, 2013, totaled \$353.3 million, or \$2.65 per diluted share, compared to Net Income Attributable to Legg Mason, Inc. of \$220.8 million, or \$1.54 per diluted share, in the year ended March 31, 2012. The decrease was primarily attributable to the impact of the pre-tax impairment charges of \$734.0 million (\$508.3 million, net of income tax benefits, or \$3.81 per diluted share), recorded in fiscal 2013, related to our indefinite-life intangible assets, as well as the \$69.0 million pre-tax loss (\$44.8 million, net of income tax benefits, or \$0.34 per diluted share) on debt extinguishment recognized in connection with the repurchase of the Convertible Notes in May 2012. Real estate related charges of \$52.8 million recognized in fiscal 2013 also contributed to the decrease. These decreases were offset in part by the impact of transition-related costs recorded in fiscal 2012, and the impact of increased cost savings in fiscal 2013, both in connection with our business streamlining initiative. These items were previously discussed above. Operating margin was (16.6)% for the year ended March 31, 2013, compared to 12.7% for the year ended March 31, 2012.

### **Supplemental Non-GAAP Financial Information**

As supplemental information, we are providing performance measures that are based on methodologies other than generally accepted accounting principles (“non-GAAP”) for “Adjusted Income” and “Operating Margin, As Adjusted” that management uses as benchmarks in evaluating and comparing our period-to-period operating performance.

Adjusted Income increased to \$417.8 million, or \$3.41 per diluted share, for the year ended March 31, 2014, from \$347.2 million, or \$2.61 per diluted share, for the year ended March 31, 2013. Operating Margin, as Adjusted, for the years ended March 31, 2014 and 2013, was 22.0% and 17.5%, respectively. Operating Margin, as Adjusted, for the year ended March 31, 2014, was reduced by 1.5 percentage points due to expenses recognized during the fiscal year related to the previously discussed corporate initiatives and restructuring charges related to the QS Investors acquisition, and by 1.0 percentage point due to structuring fees related to a closed-end fund launch during the fiscal year. Operating Margin, as Adjusted, for the year ended March 31, 2013, was reduced by 3.5 percentage points due to real estate related charges and management transition compensation costs recorded during that fiscal year, and by 1.0 percentage point due to structuring fees related to closed-end fund and real estate investment trust launches during that fiscal year.

Adjusted Income decreased to \$347.2 million, or \$2.61 per diluted share, for the year ended March 31, 2013, from \$397.0 million, or \$2.77 per diluted share, for the year ended March 31, 2012. Operating Margin, as Adjusted, for the years ended March 31, 2013 and 2012, was 16.8% and 21.3%, respectively. Operating Margin, as Adjusted, for the year ended March 31, 2013 was reduced by 3.5 percentage points due to real estate related charges and management transition compensation costs recorded during fiscal 2013.

### **Adjusted Income**

We define “Adjusted Income” as Net Income (Loss) Attributable to Legg Mason, Inc., plus amortization and deferred taxes related to intangible assets and goodwill, imputed interest and tax benefits on contingent convertible debt less deferred income taxes on goodwill and indefinite-life intangible asset impairment, if any. We also adjust for non-core items that are not reflective of our economic performance, such as intangible asset impairments, the impact of fair value adjustments of contingent consideration liabilities, if any, the impact of tax rate adjustments on certain deferred tax liabilities related to indefinite-life intangible assets, and loss on extinguishment of contingent convertible debt.

We believe that Adjusted Income provides a useful representation of our operating performance adjusted for non-cash acquisition related items and other items that facilitate comparison of our results to the results of other asset management firms that have not issued/extinguished contingent convertible debt or made significant acquisitions. We also believe that Adjusted Income is an important metric in estimating the value of an asset management business.

Adjusted Income only considers adjustments for certain items that relate to operating performance and comparability, and therefore, is most readily reconcilable to Net Income (Loss) Attributable to Legg Mason, Inc. determined under GAAP. This measure is provided in addition to Net Income (Loss) Attributable to Legg Mason, Inc., but is not a substitute for Net Income (Loss) Attributable to Legg Mason, Inc. and may not be comparable to non-GAAP performance measures, including measures of adjusted earnings or adjusted income, of other companies. Further, Adjusted Income is not a liquidity measure and should not be used in place of cash flow measures determined under GAAP. Fair value adjustments of contingent consideration liabilities may or may not provide a tax benefit, depending on the tax attributes of the acquisition transaction. Our current fair value adjustment of the contingent consideration liability does not provide a current tax benefit. We consider Adjusted Income to be useful to investors because it is an important metric in measuring the economic performance of asset management companies, as an indicator of value, and because it facilitates comparison of our operating results with the results of other asset management firms that have not issued/extinguished contingent convertible debt or made significant acquisitions.

In calculating Adjusted Income, we adjust for the impact of the amortization of management contract assets and impairment of indefinite-life intangible assets, and add (subtract) the impact of fair value adjustments on contingent consideration liabilities, if any, all of which arise from acquisitions, to Net Income (Loss) Attributable

to Legg Mason, Inc. to reflect the fact that these items distort comparisons of our operating results with the results of other asset management firms that have not engaged in significant acquisitions. Deferred taxes on indefinite-life intangible assets and goodwill include actual tax benefits from amortization deductions that are not realized under GAAP absent an impairment charge or the disposition of the related business. Because we fully expect to realize the economic benefit of the current period tax amortization, we add this benefit to Net Income (Loss) Attributable to Legg Mason, Inc. in the calculation of Adjusted Income. However, because of our net operating loss carry-forward, we will receive the benefit of the current tax amortization over time. Conversely, we subtract the non-cash income tax benefits on goodwill and indefinite-life intangible asset impairment charges and U.K. tax rate adjustments on excess book basis on certain acquired indefinite-life intangible assets, if applicable, that have been recognized under GAAP. We also add back non-cash imputed interest and the extinguishment loss on contingent convertible debt adjusted for amounts allocated to the conversion feature, as well as adding the actual tax benefits on the imputed interest that are not realized under GAAP. These adjustments reflect that these items distort comparisons of our operating results to other periods and the results of other asset management firms that have not engaged in significant acquisitions, including any related impairments, or issued/extinguished contingent convertible debt.

Should a disposition, impairment charge or other non-core item occur, its impact on Adjusted Income may distort actual changes in the operating performance or value of our firm. Accordingly, we monitor these items and their related impact, including taxes, on Adjusted Income to ensure that appropriate adjustments and explanations accompany such disclosures.

Although depreciation and amortization of fixed assets are non-cash expenses, we do not add these charges in calculating Adjusted Income because these charges are related to assets that will ultimately require replacement.

A reconciliation of Net Income (Loss) Attributable to Legg Mason, Inc. to Adjusted Income (in thousands except per share amounts) is as follows:

	For the Years Ended March 31,		
	2014	2013	2012
<b>Net Income (Loss) Attributable to Legg Mason, Inc.</b>	<b>\$284,784</b>	\$(353,327)	\$220,817
Plus (less):			
Amortization of intangible assets	<b>12,314</b>	14,019	19,574
Loss on extinguishment of 2.5% senior notes	—	54,873	—
Impairment of intangible assets	—	734,000	—
Contingent consideration fair value adjustment	<b>5,000</b>	—	—
Deferred income taxes on intangible assets:			
Impairment charges	—	(225,748)	—
Tax amortization benefit	<b>134,871</b>	135,588	135,830
U.K. tax rate adjustment	<b>(19,164)</b>	(18,075)	(18,268)
Imputed interest on convertible debt (2.5% senior notes)	—	5,839	39,077
<b>Adjusted Income</b>	<b>\$417,805</b>	\$ 347,169	\$397,030
<b>Net Income (Loss) per diluted share Attributable to Legg Mason, Inc. common shareholders</b>	<b>\$ 2.33</b>	\$ (2.65)	\$ 1.54
Plus (less):			
Amortization of intangible assets	<b>0.10</b>	0.11	0.14
Loss on extinguishment of 2.5% senior notes	—	0.41	—
Impairment of intangible assets	—	5.51	—
Contingent consideration fair value adjustment	<b>0.04</b>	—	—
Deferred income taxes on intangible assets:			
Impairment charges	—	(1.69)	—
Tax amortization benefit	<b>1.10</b>	1.02	0.95
U.K. tax rate adjustment	<b>(0.16)</b>	(0.14)	(0.13)
Imputed interest on convertible debt (2.5% senior notes)	—	0.04	0.27
<b>Adjusted Income per diluted share</b>	<b>\$ 3.41</b>	\$ 2.61	\$ 2.77

### **Operating Margin, as Adjusted**

We calculate "Operating Margin, as Adjusted," by dividing (i) Operating Income (Loss), adjusted to exclude the impact on compensation expense of gains or losses on investments made to fund deferred compensation plans, the impact on compensation expense of gains or losses on seed capital investments by our affiliates under revenue sharing agreements, amortization related to intangible assets, transition-related costs of streamlining our business model, if any, income (loss) of CIVs, the impact of fair value adjustments of contingent consideration liabilities, if any, and impairment charges by (ii) our operating revenues, adjusted to add back net investment advisory fees eliminated upon consolidation of investment vehicles, less distribution and servicing expenses which we use as an approximate measure of revenues that are passed through to third parties, which we refer to as "Operating Revenues, as Adjusted." The compensation items, other than transition-related costs, are removed

from Operating Income (Loss) in the calculation because they are offset by an equal amount in Other non-operating income (expense), and thus have no impact on Net Income (Loss) Attributable to Legg Mason, Inc. We adjust for the impact of amortization of management contract assets and the impact of fair value adjustments of contingent consideration liabilities, if any, which arise from acquisitions to reflect the fact that these items distort comparison of our operating results with results of other asset management firms that have not engaged in significant acquisitions. Transition-related costs, if any, impairment charges and income (loss) of CIVs are removed from Operating Income (Loss) in the calculation because these items are not reflective of our core asset management operations. We use Operating Revenues, as Adjusted in the calculation to show the operating margin without distribution and servicing expenses, which we use to approximate our distribution revenues that are passed through to third parties as a direct cost of

selling our products, although distribution and servicing expenses may include commissions paid in connection with the launching of closed-end funds for which there is no corresponding revenue in the period. Operating Revenues, as Adjusted, also include our advisory revenues we receive from CIVs that are eliminated in consolidation under GAAP.

We believe that Operating Margin, as Adjusted, is a useful measure of our performance because it provides a measure of our core business activities. It excludes items that have no impact on Net Income (Loss) Attributable to Legg Mason, Inc. and indicates what our operating margin would have been without the distribution revenues that are passed through to third parties as a direct cost of selling our products, amortization related to intangible assets, changes in the fair value of contingent consideration liabilities, if any,

The calculation of Operating Margin and Operating Margin, as Adjusted, is as follows (dollars in thousands):

	For the Years Ended March 31,		
	2014	2013	2012
Operating Revenues, GAAP basis	<b>\$2,741,757</b>	\$2,612,650	\$2,662,574
Plus (less):			
Operating revenues eliminated upon consolidation of investment vehicles	<b>1,950</b>	2,397	3,094
Distribution and servicing expense excluding consolidated investment vehicles	<b>(619,022)</b>	(600,582)	(649,679)
Operating Revenues, as Adjusted	<b>\$2,124,685</b>	\$2,014,465	\$2,015,989
Operating Income (Loss), GAAP basis	<b>\$ 430,893</b>	\$ (434,499)	\$ 338,753
Plus (less):			
Gains (losses) on deferred compensation and seed investments	<b>16,987</b>	36,497	13,809
Transition-related costs	—	—	73,066
Impairment of intangible assets	—	734,000	—
Contingent consideration fair value adjustment	<b>5,000</b>	—	—
Amortization of intangible assets	<b>12,314</b>	14,019	19,574
Operating income and expenses of consolidated investment vehicles	<b>2,370</b>	2,959	3,702
Operating Income, as Adjusted	<b>\$ 467,564</b>	\$ 352,976	\$ 448,904
<b>Operating Margin, GAAP basis</b>	<b>15.7%</b>	(16.6)%	12.7%
<b>Operating Margin, as Adjusted</b>	<b>22.0</b>	17.5	22.3

transition-related costs, if any, and impairment charges, and the impact of the consolidation of certain investment vehicles described above. The consolidation of these investment vehicles does not have an impact on Net Income (Loss) Attributable to Legg Mason, Inc. This measure is provided in addition to our operating margin calculated under GAAP, but is not a substitute for calculations of margins under GAAP and may not be comparable to non-GAAP performance measures, including measures of adjusted margins of other companies.

Effective April 1, 2013, we revised our definition of Operating Margin, as Adjusted, to add back the amortization of intangible assets. We have applied this change to all periods presented. The impact on results for the years ended March 31, 2013 and 2012 were increases of 0.7 and 1.0 percentage points, respectively.

## LIQUIDITY AND CAPITAL RESOURCES

The primary objective of our capital structure is to appropriately support our business strategies and to provide needed liquidity at all times, including maintaining required capital in certain subsidiaries. Liquidity and the access to liquidity is important to the success of our ongoing operations. Our overall funding needs and capital base are continually reviewed to determine if the capital base meets the expected needs of our businesses. We intend to continue to explore potential acquisition opportunities as a means of diversifying and strengthening our asset management business. These opportunities may

from time to time involve acquisitions that are material in size and may require, among other things, and subject to existing covenants, the raising of additional equity capital and/or the issuance of additional debt.

The consolidation of variable interest entities discussed above does not impact our liquidity and capital resources. We have no rights to the benefits from, nor do we bear the risks associated with, the assets and liabilities of the CIVs beyond our investments in and investment advisory fees generated from these vehicles, which are eliminated in consolidation. Additionally, creditors of the CIVs have



no recourse to our general credit beyond the level of our investment, if any, so we do not consider these liabilities to be our obligations.

Our assets consist primarily of intangible assets, goodwill, cash and cash equivalents, investment securities, and investment advisory and related fee receivables. Our assets have been principally funded by equity capital, long-term debt and the results of our operations. At March 31, 2014, cash and cash equivalents, total assets, long-term debt and stockholders' equity were \$0.9 billion,

\$7.1 billion, \$1.0 billion and \$4.7 billion, respectively. Total assets include amounts related to CIVs of \$0.2 billion.

Cash and cash equivalents are primarily invested in liquid domestic and non-domestic money market funds that hold principally domestic and non-domestic corporate commercial paper and bonds, government and agency securities, and bank deposits. We have not recognized any losses on these investments. Our monitoring of cash and cash equivalents mitigates the potential that material risks may be associated with these balances.

The following table summarizes our Consolidated Statements of Cash Flows for the years ended March 31 (in millions):

	<b>2014</b>	<b>2013</b>	<b>2012</b>
Cash flows provided by operating activities	<b>\$ 437.3</b>	\$ 303.3	\$ 496.8
Cash flows provided by/(used in) investing activities	<b>137.6</b>	(11.0)	2.3
Cash flows used in financing activities	<b>(639.0)</b>	(735.9)	(481.8)
Effect of exchange rate changes	<b>(10.9)</b>	(5.7)	(10.9)
Net change in cash and cash equivalents	<b>(75.0)</b>	(449.3)	6.4
Cash and cash equivalents, beginning of period	<b>933.0</b>	1,382.3	1,375.9
Cash and cash equivalents, end of period	<b>\$ 858.0</b>	\$ 933.0	\$1,382.3

Cash inflows provided by operating activities during fiscal 2014 were \$437.3 million, primarily related to Net Income, adjusted for non-cash items, offset in part by net sales (purchases) of trading and other current investments and a decrease in net activity related to CIVs, primarily due to the wind-down of the CLO. See Note 17 of Notes to Consolidated Financial Statements for additional information regarding the CLO. Cash inflows provided by operating activities during fiscal 2013 were \$303.3 million, primarily related to net sales of trading and other current investments and results of operations, adjusted for non-cash items, offset in part by the allocation of extinguished debt repayment and payments for accrued compensation. Cash inflows provided by operating activities during fiscal 2012 were \$496.8 million, primarily related to Net Income, adjusted for non-cash items.

Cash inflows provided by investing activities during fiscal 2014, were \$137.6 million, primarily related to net activity related to CIVs, offset in part by payments for fixed assets. Cash outflows used in investing activities during fiscal 2013, were \$11.0 million, primarily related to payments related to the acquisition of Fauchier and payments made for fixed assets, offset in part by net activity related to CIVs. Cash inflows provided by investing activities during

fiscal 2012, were \$2.3 million, primarily related to \$20.2 million of net activity related to CIVs and a release of restricted cash required for market hedge arrangements, offset in part by payments made for fixed assets.

Cash outflows used in financing activities during fiscal 2014 were \$639.0 million, primarily related to the repayment of long-term debt of \$500.4 million, the repayment of long-term debt of CIVs of \$133.0 million, the repurchase of 9.7 million shares of our common stock for \$360.0 million, and dividends paid of \$62.0 million, offset in part by the proceeds from the long-term debt issuances of \$393.7 million. Cash outflows used in financing activities during fiscal 2013 were \$735.9 million, primarily related to the repayment of long-term debt of \$1,049.2 million, the repurchase of 16.2 million shares of our common stock for \$425.5 million, the \$250.0 million repayment of short-term debt, and dividends paid of \$55.3 million, offset in part by the proceeds from the subsequent long-term debt issuances of \$1,143.2 million. Cash outflows used in financing activities during fiscal 2012, were \$481.8 million, primarily due to the repurchase of 13.6 million shares of our common stock for \$401.8 million and dividends paid of \$43.6 million.

## Financing Transactions

The table below reflects our primary sources of financing (in thousands) as of March 31, 2014:

Type	Total at March 31, 2014	Amount Outstanding at March 31,		Interest Rate	Maturity
		2014	2013		
5.5% senior notes	\$650,000	<b>\$650,000</b>	\$650,000	5.50%	May 2019
5.625% senior notes	400,000	<b>400,000</b>	N/A	5.625%	January 2044
Revolving credit agreements	750,000	—	—	LIBOR + 1.5% + 0.20% annual commitment fee	June 2017
Five-year amortizing term loan	—	—	500,000	LIBOR + 1.5%	Repaid January 2014

### Capital Plan and Other Financing Transactions

In May 2012, we announced a capital plan that included refinancing the Convertible Notes. The refinancing was effected through the issuance of \$650 million of 5.5% senior notes, the net proceeds of which, together with cash on hand and \$250 million of remaining borrowing capacity under a then existing revolving credit facility, were used to repurchase all \$1.25 billion of the Convertible Notes. The terms of the repurchase included the repayment of the Convertible Notes at par plus accrued interest, a prepayment fee of \$6.3 million, and the issuance of warrants to the holders of the Convertible Notes. The warrants replace a conversion feature of the Convertible Notes, and provide for the purchase, in the aggregate and subject to adjustment, of 14.2 million shares of our common stock, on a net share settled basis, at an exercise price of \$88 per share. The warrants expire in July 2017 and can be settled, at our election, in either shares of common stock or cash.

The \$650 million 5.5% senior notes are due May 2019 and were sold at a discount of \$6.8 million, which is being amortized to interest expense over the seven-year term.

Also, pursuant to the capital plan, in June 2012, we entered into an unsecured credit agreement which provides for a \$500 million revolving credit facility and a \$500 million term loan, which was repaid in fiscal 2014, as further discussed below. The proceeds of the term loan were used to repay the \$500 million of outstanding borrowings under the previous revolving credit facility, which was then terminated.

In January 2014, we issued \$400 million of 5.625% senior notes, the net proceeds of which, together with cash on hand, were used to repay the \$450 million of outstanding borrowings under the five-year term loan entered into in conjunction with the unsecured credit agreement noted above. The 5.625% senior notes are due January 2044 and were sold at a discount of \$6.3 million, which is being amortized to interest expense over the 30 year term.

In January 2014, we entered into a \$250 million incremental revolving credit facility, which was contemplated in, and is in addition to the \$500 million revolving credit facility available under, the existing credit agreement. These revolving credit facilities are available to fund working capital needs and for general corporate purposes and expire in June 2017. There were no borrowings outstanding under either of our revolving credit facilities as of March 31, 2014.

In connection with the extinguishment of the Convertible Notes, hedge transactions (purchased call options and warrants) executed in connection with the initial issuance of the Convertible Notes were also terminated.

The financial covenants under our bank agreements include: maximum net debt to EBITDA ratio of 2.5 to 1 and minimum EBITDA to interest expense ratio of 4.0 to 1. Debt is defined to include all obligations for borrowed money, excluding non-recourse debt of CIVs, and capital leases. Under these net debt covenants, our debt is reduced by the amount of our unrestricted cash in excess of the greater of subsidiary cash or \$375 million. EBITDA is defined as consolidated net income (loss) plus/minus tax expense (benefit), interest expense, depreciation and amortization, amortization of intangibles, any extraordinary expense or losses, and any non-cash charges, as defined in the agreements. As of March 31, 2014, our net debt to EBITDA ratio was 1.2 to 1 and EBITDA to interest expense ratio was 12.5 to 1, and, therefore, we have maintained compliance with the applicable covenants. In addition, the 5.5% senior notes are subject to certain nonfinancial covenants, including provisions relating to dispositions of certain assets, which could require a percentage of any related proceeds to be applied to accelerated repayments.

If our net income (loss) significantly declines, or if we spend our available cash, it may impact our ability to maintain compliance with the financial covenants. If we determine that our compliance with these covenants may be under pressure, we may elect to take a number of actions, including reducing our expenses in order to

increase our EBITDA, using available cash to repay all or a portion of our outstanding debt subject to these covenants or seeking to negotiate with our lenders to modify the terms or to restructure our debt. We anticipate that we will have available cash to repay our bank debt, should it be necessary. Using available cash to repay indebtedness would make the cash unavailable for other uses and might affect the liquidity discussions and conclusions. Entering into any modification or restructuring of our debt would likely result in additional fees or interest payments.

Our outstanding bank debt agreement is currently impacted by the ratings of two rating agencies. The interest rate and annual commitment fee on our revolving lines of credit are based on the higher credit rating of the two rating agencies. In June 2011, our rating by one of these agencies was downgraded one notch below the other. Should the other agency downgrade our rating, absent an upgrade from the former agency, our interest costs will rise modestly. In addition, under the terms of the 5.5% senior notes, the interest rate paid on these notes will increase modestly if our credit ratings are reduced below investment grade.

Also in connection with the capital plan, our board of directors authorized \$1.0 billion for additional purchases of our common stock, \$370 million of which remained available as of March 31, 2014. The capital plan authorizes using up to 65% of cash generated from future operations to purchase shares of our common stock.

### **Other Transactions**

In March 2013, we completed the acquisition of all of the outstanding share capital of Fauchier, a leading European based manager of funds-of-hedge funds, from BNP Paribas Investment Partners, S.A. The transaction included an initial cash payment of \$63.4 million, which was funded from existing cash resources. In addition, contingent consideration of up to approximately \$25 million and approximately \$33 million (using the exchange rate between the British pound and U.S. dollar as of March 31, 2014), may be due on or about the second and fourth anniversaries of closing, respectively, dependent on achieving certain levels of revenue, net of distribution costs, and subject to a potential catch-up adjustment in the fourth anniversary payment for any second anniversary payment shortfall. The fair value of the contingent consideration liability was approximately \$29.6 million as of March 31, 2014, an increase of \$7.7 million from March 31, 2013, with \$5.0 million attributable to revised estimates of amounts payable and \$2.7 million attributable to changes in the exchange rate and interest amortization. We have executed currency forwards to economically hedge the risk of movements in the exchange rate between the U.S. dollar and the British

pound in which the estimated contingent liability payment amounts are denominated.

In March 2014, we entered into an agreement to acquire QS Investors, a leading customized solutions and global quantitative equities provider, for an initial purchase price of \$11 million and contingent consideration of up to \$10 million and \$20 million due on or about the second and fourth anniversaries of the closing, respectively, dependent on the achievement of certain net revenue targets, and subject to a potential catch-up adjustment in the fourth anniversary payment for any second anniversary payment shortfall. This acquisition is expected to close in the first quarter of fiscal 2015.

Certain of our asset management affiliates maintain various credit facilities for general operating purposes. Certain affiliates are also subject to the capital requirements of various regulatory agencies. All such affiliates met their respective capital adequacy requirements during the periods presented.

See Notes 2 and 6 of Notes to Consolidated Financial Statements for additional information related to the acquisitions of Fauchier and QS Investors and our capital plan, respectively.

### **Future Outlook**

We expect that over the next 12 months cash generated from our operating activities will be adequate to support our operating and investing liquidity needs, and planned share repurchases. We currently intend to utilize our other available resources for any number of potential activities, including, but not limited to, acquisitions, seed capital investments in new products, repurchase of shares of our common stock, repayment of outstanding debt, or payment of increased dividends.

In June 2013 and March 2014, we implemented management equity plans that will entitle certain key employees of Permal and ClearBridge, respectively, to participate in 15% of the future growth of the respective enterprise value (subject to appropriate discounts), if any, as further discussed in Notes 1 and 11 of Notes to Consolidated Financial Statements. Repurchases of units granted under the plans may impact future liquidity requirements.

In connection with the planned integration over time of two existing affiliates, Batterymarch and LMGAA, with QS Investors after the acquisition closes, we expect to incur restructuring and transition costs of approximately \$35 million, of which approximately 25% are non-cash charges. Approximately \$2.5 million of these charges were accrued as of March 31, 2014. A significant portion of

these costs will be paid in the year ending March 31, 2015. See Note 2 for additional information.

As described above, we currently project that our cash flows from operating activities will be sufficient to fund our liquidity needs. As of March 31, 2014, we had over \$500 million in cash and cash equivalents in excess of our working capital requirements. As previously discussed, and in accordance with our capital plan, we intend to utilize up to 65% of cash generated from future operations to purchase shares of our common stock in the year ending March 31, 2015. As of March 31, 2014, we also had undrawn revolving credit facilities totaling \$750 million, expiring June 2017. We do not currently expect to raise incremental debt or equity financing over the next 12 months beyond our current levels. However, there can be no assurances of these expectations as our projections could prove to be incorrect, events may occur that require additional liquidity, such as an acquisition opportunity or an opportunity to refinance indebtedness, or market conditions might significantly worsen, affecting our results of operations and generation of available cash. If these events result in our operations and available cash being insufficient to fund liquidity needs, we would likely seek to manage our available resources by taking actions such as reducing future share repurchases, cost-cutting, reducing our expected expenditures on investments, selling assets (such as investment securities), repatriating earnings from foreign subsidiaries, reducing our dividend, or modifying arrangements with our affiliates and/or employees. Should these types of actions prove insufficient, or should a large acquisition or refinancing opportunity arise, we may seek to raise additional equity or debt.

At March 31, 2014, our total cash and cash equivalents of \$858 million included \$306 million held by foreign subsidiaries. During fiscal 2014, in order to increase our cash available in the U.S. for general corporate purposes, we implemented plans developed in prior years to repatriate accumulated foreign earnings for which deferred taxes had been previously accrued, and repatriated \$301 million. We plan to repatriate an additional \$245 million of foreign cash over the next several years. Due to certain tax planning strategies, we anticipate that we will generate a tax benefit of approximately \$12 million with respect to future repatriation of accumulated earnings.

We have adjusted the tax reserve accordingly. No further repatriation of accumulated prior period foreign earnings is currently planned. However, if circumstances change, we will provide for and pay any applicable additional U.S. taxes in connection with repatriation of offshore funds. It is not practical at this time to determine the income tax liability that would result from any further repatriation of accumulated foreign earnings.

### **Credit and Liquidity Risk**

Cash and cash equivalent deposits involve certain credit and liquidity risks. We maintain our cash and cash equivalents with a number of high quality financial institutions or funds and from time to time may have concentrations with one or more of these institutions. The balances with these financial institutions or funds and their credit quality are monitored on an ongoing basis.

### **Off-Balance Sheet Arrangements**

Off-balance sheet arrangements, as defined by the Securities and Exchange Commission ("SEC"), include certain contractual arrangements pursuant to which a company has an obligation, such as certain contingent obligations, certain guarantee contracts, retained or contingent interest in assets transferred to an unconsolidated entity, certain derivative instruments classified as equity or material variable interests in unconsolidated entities that provide financing, liquidity, market risk or credit risk support. Disclosure is required for any off-balance sheet arrangements that have, or are reasonably likely to have, a material current or future effect on our financial condition, results of operations, liquidity or capital resources. We generally do not enter into off-balance sheet arrangements, as defined, other than those described in the Contractual Obligations section that follows and Consolidation discussed in Critical Accounting Policies and Notes 1 and 17 of Notes to Consolidated Financial Statements.

### **CONTRACTUAL AND CONTINGENT OBLIGATIONS**

We have contractual obligations to make future payments, principally in connection with our long-term debt, non-cancelable lease agreements, acquisition agreements and service agreements. See Notes 6 and 8 of Notes to Consolidated Financial Statements for additional disclosures related to our commitments.

The following table sets forth these contractual obligations (in millions) by fiscal year, and excludes contractual obligations of CIVs, as we are not responsible or liable for these obligations:

	2015	2016	2017	2018	2019	Thereafter	Total
<b>Contractual Obligations</b>							
Long-term borrowings by contract maturity <sup>(1)</sup>	\$ 0.4	\$ —	\$ —	\$ —	\$ —	\$1,050.0	\$1,050.4
Interest on long-term borrowings and credit facility commitment fees <sup>(1)</sup>	59.8	59.8	59.8	58.7	58.3	580.4	876.8
Minimum rental and service commitments	134.3	115.7	97.6	87.1	72.9	351.2	858.8
<b>Total Contractual Obligations</b>	<b>194.5</b>	<b>175.5</b>	<b>157.4</b>	<b>145.8</b>	<b>131.2</b>	<b>1,981.6</b>	<b>2,786.0</b>
<b>Contingent Obligation</b>							
Payments related to business acquisition <sup>(2)</sup>	—	25.0	10.0	33.0	20.0	—	88.0
<b>Total Contractual and Contingent Obligations<sup>(3)(4)(5)(6)</sup></b>	<b>\$194.5</b>	<b>\$200.5</b>	<b>\$167.4</b>	<b>\$178.8</b>	<b>\$151.2</b>	<b>\$1,981.6</b>	<b>\$2,874.0</b>

(1) Excludes current portion of long-term borrowings of the consolidated CLO of \$79.2 million and interest on these borrowings, as applicable.

(2) The amount of contingent payments reflected for any year represents the maximum amount that could be payable, using the exchange rate between the British pound and U.S. dollar as of March 31, 2014, for the amounts due in fiscal 2016 and fiscal 2018, at the earliest possible date under the terms of the business purchase agreements. The contingent obligation had a fair value of \$29.6 million as of March 31, 2014.

(3) The table above does not include approximately \$34.5 million in capital commitments to investment partnerships in which Legg Mason is a limited partner. These obligations will be funded, as required, through the end of the commitment periods running through fiscal 2021.

(4) The table above does not include amounts for uncertain tax positions of \$55.7 million (net of the federal benefit for state tax liabilities), because the timing of any related cash outflows cannot be reliably estimated.

(5) The table above does not include redeemable noncontrolling interests, primarily related to CIVs, of \$45.1 million, because the timing of any related cash outflows cannot be reliably estimated.

(6) The table above excludes potential obligations arising from the ultimate settlement of awards under the management equity plans with key employees of Permal and ClearBridge due to the uncertainty of the timing and amounts ultimately payable. See Notes 1 and 11 of Notes to Consolidated Financial Statements for additional information regarding management equity plans.

## MARKET RISK

We maintain an enterprise risk management program to oversee and coordinate risk management activities of Legg Mason and its subsidiaries. Under the program, certain risk activities are managed at the subsidiary level. The following describes certain aspects of our business that are sensitive to market risk.

### Revenues and Net Income (Loss)

The majority of our revenue is calculated from the market value of our AUM. Accordingly, a decline in the value of the underlying securities will cause our AUM, and thus our revenues, to decrease. In addition, our fixed income and liquidity AUM are subject to the impact of interest rate fluctuations, as rising interest rates may tend to reduce the market value of bonds held in various mutual fund portfolios or separately managed accounts. In the ordinary course of our business, we may also reduce or waive investment management fees, or limit total expenses, on certain products or services for particular time periods to manage fund expenses, or for other reasons, and to help retain or increase managed assets. Performance fees may be earned on certain

investment advisory contracts for exceeding performance benchmarks, and strong markets tend to increase these fees. Declines in market values of AUM will result in reduced fee revenues and net income. We generally earn higher fees on equity assets than fees charged for fixed income and liquidity assets. Declines in market values of AUM in this asset class will disproportionately impact our revenues. In addition, under revenue sharing agreements, certain of our affiliates retain different percentages of revenues to cover their costs, including compensation. Our net income (loss), profit margin and compensation as a percentage of operating revenues are impacted based on which affiliates generate our revenues, and a change in AUM at one subsidiary can have a dramatically different effect on our revenues and earnings than an equal change at another subsidiary.

### Trading and Non-Trading Assets

Our trading and non-trading assets are comprised of investment securities, including seed capital in sponsored mutual funds and products, limited partnerships, limited liability companies and certain other investment products.

Trading and other current investments, excluding CIVs, at March 31, 2014 and 2013, subject to risk of security price fluctuations are summarized below (in thousands).

	2014	2013
Investment securities, excluding CIVs:		
Trading investments relating to long-term incentive compensation plans	<b>\$109,648</b>	\$ 86,583
Trading proprietary fund products and other investments	<b>335,456</b>	228,156
Equity method investments relating to long-term incentive compensation plans, proprietary fund products and other investments	<b>22,622</b>	56,341
<b>Total current investments, excluding CIVs</b>	<b>\$467,726</b>	\$371,080

Approximately \$33.7 million and \$39.2 million of trading and other current investments related to long-term incentive compensation plans as of March 31, 2014 and 2013, respectively, have offsetting liabilities such that fluctuation in the market value of these assets and the related liabilities will not have a material effect on our net income (loss) or liquidity. However, it will have an impact on our compensation expense with a corresponding offset in other non-operating income (expense). Trading and other current investments of \$90.0 million and \$91.1 million at March 31, 2014 and 2013, respectively, relate to other long-term incentive plans for which the related liabilities do not completely offset due to vesting provisions. Therefore, fluctuations in the market value of these trading investments will impact our compensation expense, non-operating income (expense) and net income (loss).

Approximately \$344.0 million and \$240.8 million of trading and other current investments at March 31, 2014 and 2013, respectively, are investments in proprietary fund products and other investments for which fluctuations in market value will impact our non-operating income (expense). Of these amounts, the fluctuations in market value related to approximately \$19.9 million and \$13.8 million of proprietary fund products as of March 31, 2014 and 2013, respectively, have offsetting compensation expense under revenue share agreements. The fluctuations in market value related to approximately \$109.8 million and \$71.9 million in proprietary fund products as of March 31, 2014 and 2013, respectively, are substantially offset by gains (losses) on market hedges and therefore do not materially impact Net Income (Loss) Attributable to Legg Mason, Inc. Investments in proprietary fund products are not liquidated before the related fund establishes a track record, has other investors, or a decision is made to no longer pursue the strategy.

Non-trading assets, excluding CIVs, at March 31, 2014 and 2013, subject to risk of security price fluctuations are summarized below (in thousands).

	2014	2013
Investment securities, excluding CIVs:		
Available-for-sale	<b>\$ 12,072</b>	\$ 12,400
Investments in partnerships, LLCs and other	<b>24,464</b>	31,143
Equity method investments in partnerships and LLCs	<b>62,973</b>	68,780
Other investments	<b>90</b>	99
<b>Total non-trading assets, excluding CIVs</b>	<b>\$99,599</b>	\$112,422

Investment securities of CIVs totaled \$50.5 million and \$24.8 million as of March 31, 2014 and 2013, respectively, and investments of CIVs totaled \$31.8 million and \$210.6 million as of March 31, 2014 and 2013, respectively. As of March 31, 2014 and 2013, we held equity investments in the CIVs of \$39.4 million and \$39.1 million, respectively. Fluctuations in the market value of investments of CIVs in excess of our equity investment will not impact Net Income (Loss) Attributable to Legg Mason, Inc. However,

it may have an impact on other non-operating income (expense) of CIVs with a corresponding offset in Net income (loss) attributable to non-controlling interests.

Valuation of trading and non-trading investments is described below within Critical Accounting Policies under the heading "Valuation of Financial Instruments." See Notes 1 and 14 of Notes to Consolidated Financial Statements for further discussion of derivatives.

The following is a summary of the effect of a 10% increase or decrease in the market values of our financial instruments subject to market valuation risks at March 31, 2014 (in thousands):

	Carrying Value	Fair Value Assuming a 10% Increase <sup>(1)</sup>	Fair Value Assuming a 10% Decrease <sup>(1)</sup>
Investment securities, excluding CIVs:			
Trading investments relating to long-term incentive compensation plans	\$109,648	\$120,613	\$ 98,683
Trading investments of proprietary fund products and other trading investments	335,456	369,002	301,910
Equity method investments relating to long-term incentive compensation plans, proprietary fund products and other investments	22,622	24,884	20,360
Total current investments, excluding CIVs	467,726	514,499	420,953
Investments in CIVs	39,434	43,377	35,491
Available-for-sale investments	12,072	13,279	10,865
Investments in partnerships, LLCs and other	24,464	26,910	22,018
Equity method investments in partnerships and LLCs	62,973	69,270	56,676
Other investments	90	99	81
Total investments subject to market risk	\$606,759	\$667,434	\$546,084

(1) Gains and losses related to certain investments in deferred compensation plans and proprietary fund products are directly offset by a corresponding adjustment to compensation expense and related liability. In addition, investments in proprietary fund products of approximately \$109.8 million have been economically hedged to limit market risk. As a result, a 10% increase or decrease in the unrealized market value of our financial instruments subject to market valuation risks would result in a \$32.8 million increase or decrease in our pre-tax earnings as of March 31, 2014.

Also, as of March 31, 2014 and 2013, cash and cash equivalents included \$456.6 million and \$485.8 million, respectively, of money market funds.

### Foreign Exchange Sensitivity

We operate primarily in the U.S., but provide services, earn revenues and incur expenses outside the U.S. Accordingly, fluctuations in foreign exchange rates for currencies, principally in the U.K., Brazil, Japan, Canada, Singapore, Australia, and those denominated in the euro, may impact our comprehensive income (loss) and net income (loss). We and certain of our affiliates have entered into forward contracts to manage a portion of the impact of fluctuations in foreign exchange rates on their results of operations. We do not expect foreign currency fluctuations to have a material effect on our net income (loss) or liquidity.

### Interest Rate Risk

Exposure to interest rate changes on our outstanding debt is substantially mitigated as our \$650 million of 5.5% senior notes and \$400 million of 5.625% senior notes are at fixed interest rates. See Note 6 of Notes to Consolidated Financial Statements for additional disclosures regarding debt.

### CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Accounting policies are an integral part of the preparation of our financial statements in accordance with accounting principles generally accepted in the United States of America. Understanding these policies, therefore, is a key factor in understanding our reported results of operations

and financial position. See Note 1 of Notes to Consolidated Financial Statements for a discussion of our significant accounting policies and other information. Certain critical accounting policies require us to make estimates and assumptions that affect the amounts of assets, liabilities, revenues and expenses reported in the financial statements. Due to their nature, estimates involve judgment based upon available information. Therefore, actual results or amounts could differ from estimates and the difference could have a material impact on the consolidated financial statements.

We consider the following to be our critical accounting policies that involve significant estimates or judgments.

### Consolidation

In the normal course of our business, we sponsor and are the manager of various types of investment vehicles. For our services, we are entitled to receive management fees and may be eligible, under certain circumstances, to receive additional subordinate management fees or other incentive fees. Our exposure to risk in these entities is generally limited to any equity investment we have made or are required to make and any earned but uncollected management fees. Uncollected management fees from managed investment vehicles were not material at March 31, 2014, and we have not issued any investment performance guarantees to these investment vehicles or their investors. In accordance with financial accounting standards on consolidation, we consolidate various sponsored investment vehicles, some of which are separately identified as CIVs.

Certain investment vehicles we sponsor and are the manager of are considered to be variable interest entities (“VIEs”) (further described below) while others are considered to be voting rights entities (“VREs”) subject to traditional consolidation concepts based on ownership rights. Investment vehicles that are considered VREs are consolidated if we have a controlling financial interest in the investment vehicle, absent substantive investor rights to replace the manager of the entity (kick-out rights). We may also fund the initial cash investment in certain VRE investment vehicles to generate an investment performance track record in order to attract third-party investors in the product. These “seed capital investments” are consolidated as long as Legg Mason maintains a controlling financial interest in the product, but they are not included as CIVs. We may also hold a longer-term controlling financial interest in sponsored investment fund VREs which have third-party investors and are consolidated and included as CIVs.

A VIE is an entity which does not have adequate equity to finance its activities without additional subordinated financial support; or the equity investors, as a group, do not have the normal characteristics of equity for a potential controlling financial interest.

#### ***Investment Company VIEs***

For most sponsored investment funds deemed to be investment companies, including money market funds, we determine if we are the primary beneficiary of a VIE if we absorb a majority of the VIE’s expected losses, or receive a majority of the VIE’s expected residual returns, if any. Our determination of expected residual returns excludes gross fees paid to a decision maker if certain criteria are met. In determining whether we are the primary beneficiary of an investment company VIE, we consider both qualitative and quantitative factors such as the voting rights of the equity holders; economic participation of all parties, including how fees are earned and paid to us; related party (including employees’) ownership; guarantees and implied relationships. In determining the primary beneficiary, we must make assumptions and estimates about, among other things, the future performance of the underlying assets held by the VIE, including investment returns, cash flows, and credit and interest rate risks. In determining whether a VIE is significant for disclosure purposes, we consider the same factors used for determination of the primary beneficiary.

#### ***Other VIEs***

For other sponsored investment funds that do not meet the investment company criteria, such as collateralized debt obligation entities and CLO entities, if we have a significant variable interest, we determine if we are the primary beneficiary of the VIE if we have both the power to direct the activities of the VIE that most significantly

impact the entity’s economic performance and the obligation to absorb losses, or the right to receive benefits, that potentially could be significant to the VIE. We determine whether we have a variable interest in a VIE by considering if, among other things, we have the obligation to absorb losses, or the right to receive benefits, that are expected to be significant to the VIE. We consider the management fee structure, including the seniority level of our fees, the current and expected economic performance of the entity, as well as other provisions included in the governing documents that might restrict or guarantee an expected loss or residual return.

In evaluating whether we have the obligation to absorb losses, or the right to receive benefits, that could potentially be significant to the VIE, we consider factors regarding the design, terms, and characteristics of the investment vehicles, including the following qualitative factors: if we have involvement with the investment vehicle beyond providing management services; if we hold equity or debt interests in the investment vehicle; if we have transferred any assets to the investment vehicle; if the potential aggregate fees in future periods are insignificant relative to the potential cash flows of the investment vehicle; and if the variability of the expected fees in relation to the potential cash flows of the investment vehicle is more than insignificant.

We must consolidate any VIE for which we are deemed to be the primary beneficiary.

See Note 17 of Notes to Consolidated Financial Statements for additional discussion of CIVs and other VIEs.

#### **Revenue Recognition**

The vast majority of our revenues are calculated as a percentage of the fair value of our AUM. The underlying securities within the portfolios we manage, which are not reflected within our consolidated financial statements, are generally valued as follows: (i) with respect to securities for which market quotations are readily available, the market value of such securities; and (ii) with respect to other securities and assets, fair value as determined in good faith.

For most of our mutual funds and other pooled products, their boards of directors or similar bodies are responsible for establishing policies and procedures related to the pricing of securities. Each board of directors generally delegates the execution of the various functions related to pricing to a fund valuation committee which, in turn, may rely on information from various parties in pricing securities such as independent pricing services, the fund accounting agent, the fund manager, broker-dealers, and others (or a combination thereof). The funds have controls



reasonably designed to ensure that the prices assigned to securities they hold are accurate. Management has established policies to ensure consistency in the application of revenue recognition.

As manager and advisor for separate accounts, we are generally responsible for the pricing of securities held in client accounts (or may share this responsibility with others) and have established policies to govern valuation processes similar to those discussed above for mutual funds that are reasonably designed to ensure consistency in the application of revenue recognition. Management relies extensively on the data provided by independent pricing services and the custodians in the pricing of separate account AUM. Separate account customers typically select the custodian.

Valuation processes for AUM are dependent on the nature of the assets and any contractual provisions with our clients. Equity securities under management for which market quotations are available are usually valued at the last reported sales price or official closing price on the primary market or exchange on which they trade. Debt securities under management are usually valued at bid, or the mean between the last quoted bid and asked prices, provided by independent pricing services that are based on transactions in debt obligations, quotations from bond dealers, market transactions in comparable securities and various other relationships between securities. Short-term debt obligations are generally valued at amortized cost, which is designed to approximate fair value. The vast majority of our AUM is valued based on data from third parties such as independent pricing services, fund accounting agents, custodians and brokers. This varies slightly from time to time based upon the underlying composition of the asset class (equity, fixed income and liquidity) as well as the actual underlying securities in the portfolio within each asset class. Regardless of the valuation process or pricing source, we have established controls reasonably designed to assess the reasonableness of the prices provided. Where market prices are not readily available, or are determined not to reflect fair value, value may be determined in accordance with established valuation procedures based on, among other things, unobservable inputs. Management fees on AUM where fair values are based on unobservable inputs are not material. As of March 31, 2014, equity, fixed income and liquidity AUM values aggregated \$186.4 billion, \$365.2 billion and \$150.2 billion, respectively.

As the vast majority of our AUM is valued by independent pricing services based upon observable market prices or inputs, we believe market risk is the most significant risk underlying the value of our AUM. Economic events and financial market turmoil have increased market price

volatility; however, the valuation of the vast majority of the securities held by our funds and in separate accounts continues to be derived from readily available market price quotations. As of March 31, 2014, less than 1% of total AUM is valued based on unobservable inputs.

### **Valuation of Financial Instruments**

Substantially all financial instruments are reflected in the financial statements at fair value or amounts that approximate fair value, except our long-term debt. Trading investments, investment securities and derivative assets and liabilities included in the Consolidated Balance Sheets include forms of financial instruments. Unrealized gains and losses related to these financial instruments are reflected in Net Income (Loss) or Other Comprehensive Income (Loss), depending on the underlying purpose of the instrument.

For equity investments where we do not control the investee, and where we are not the primary beneficiary of a variable interest entity, but can exert significant influence over the financial and operating policies of the investee, we follow the equity method of accounting. The evaluation of whether we exert control or significant influence over the financial and operational policies of an investee requires significant judgment based on the facts and circumstances surrounding each individual investment. Factors considered in these evaluations may include investor voting or other rights, any influence we may have on the governing board of the investee, the legal rights of other investors in the entity pursuant to the fund's operating documents and the relationship between us and other investors in the entity. Substantially all of our equity method investees are investment companies which record their underlying investments at fair value. Therefore, under the equity method of accounting, our share of the investee's underlying net income or loss predominantly represents fair value adjustments in the investments held by the equity method investee. Our share of the investee's net income or loss is based on the most current information available and is recorded as a net gain (loss) on investments within non-operating income (expense).

For investments, we value equity and fixed income securities using closing market prices for listed instruments or broker or dealer price quotations, when available. Fixed income securities may also be valued using valuation models and estimates based on spreads to actively traded benchmark debt instruments with readily available market prices. We evaluate our non-trading investment securities for "other than temporary" impairment. Impairment may exist when the fair value of an investment security has been below the adjusted cost for an extended period of time. If an "other than temporary"

impairment is determined to exist, the difference between the adjusted cost of the investment security and its current fair value is recognized as a charge to earnings in the period in which the impairment is determined.

For investments in illiquid or privately-held securities for which market prices or quotations are not readily available, the determination of fair value requires us to estimate the value of the securities using a variety of methods and resources, including the most current available financial information for the investment and the industry. As of March 31, 2014 and 2013, excluding investments in CIVs, we owned approximately \$0.3 million and \$0.4 million, respectively, of financial investments that were valued on our assumptions or estimates and unobservable inputs.

At March 31, 2014 and 2013, we also had approximately \$87.4 million and \$99.9 million, respectively, of other investments, such as investment partnerships, that are included in Other noncurrent assets on the Consolidated Balance Sheets, of which approximately \$63.0 million and \$68.8 million, respectively, are accounted for under the equity method. The remainder is accounted for under the cost method, which considers if factors indicate there may be an impairment in the value of these investments. In addition, as of March 31, 2014 and 2013, we had \$22.6 million and \$56.3 million, respectively, of equity method investments that are included in Investment securities on the Consolidated Balance Sheets.

The accounting guidance for fair value measurements and disclosures defines fair value and establishes a framework for measuring fair value. The accounting guidance defines fair value as the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. A fair value measurement should reflect all of the assumptions that market participants would use in pricing the asset or liability, including assumptions about the risk inherent in a particular valuation technique, the effect of a restriction on the sale or use of an asset, and the risk of non-performance.

The accounting guidance for fair value measurements establishes a hierarchy that prioritizes the inputs for valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs.

Our financial instruments measured and reported at fair value are classified and disclosed in one of the following categories:

Level 1—Financial instruments for which prices are quoted in active markets, which, for us, include investments in publicly traded mutual funds with quoted market prices and equities listed in active markets.

Level 2—Financial instruments for which prices are quoted for similar assets and liabilities in active markets; prices are quoted for identical or similar assets in inactive markets; or prices are based on observable inputs, other than quoted prices, such as models or other valuation methodologies. For us, this category may include repurchase agreements, fixed income securities and certain proprietary fund products. This category also includes CLO loans and derivative liabilities of a CIV.

Level 3—Financial instruments for which values are based on unobservable inputs, including those for which there is little or no market activity. This category includes investments in partnerships, limited liability companies, private equity funds and CLO debt of a CIV. This category may also include certain proprietary fund products with redemption restrictions.

The valuation of an asset or liability may involve inputs from more than one level of the hierarchy. The level in the fair value hierarchy within which a fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

Proprietary fund products and certain investments held by CIVs are valued at net asset value ("NAV") determined by the fund administrator. These funds are typically invested in exchange traded investments with observable market prices. Their valuations may be classified as Level 1, Level 2 or Level 3 based on whether the fund is exchange traded, the frequency of the related NAV determinations and the impact of redemption restrictions. For investments in illiquid and privately-held securities (private equity and investment partnerships) for which market prices or quotations may not be readily available, including certain investments held by CIVs, management must estimate the value of the securities using a variety of methods and resources, including the most current available financial information for the investment and the industry to which it applies in order to determine fair value. These valuation processes for illiquid and privately-held securities inherently require management's judgment and are therefore classified in Level 3.

The fair values of CLO loans and bonds are determined based on prices from well-recognized third-party pricing services that utilize available market data and are therefore classified as Level 2. Legg Mason has established controls designed to assess the reasonableness of the prices

provided. The fair value of CLO debt is valued using a discounted cash flow methodology. Inputs used to determine the expected cash flows include assumptions about forecasted default and recovery rates that a market participant would use in determining the fair value of the CLO's underlying collateral assets. Given the significance of the unobservable inputs to the fair value measurement, the CLO debt valuation is classified as Level 3.

Exchange traded options are valued using the last sale price or in the absence of a sale, the last offering price. Options traded over the counter are valued using dealer supplied valuations. Options are classified as Level 1. Futures contracts are valued at the last settlement price at the end of each day on the exchange upon which they are traded and are classified as Level 1.

As a practical expedient, we rely on the NAVs of certain investments as their fair value. The NAVs that have been provided by investees are derived from the fair values of the underlying investments as of the reporting date.

As of March 31, 2014, approximately 2% of total assets (11% of financial assets measured at fair value) and 5% of total liabilities meet the definition of Level 3. Excluding the assets and liabilities of CIVs, approximately 1% of total assets (7% of financial assets measured at fair value) and 1% of liabilities meet the definition of Level 3.

Any transfers between categories are measured at the beginning of the period.

See Note 3 of Notes to Consolidated Financial Statements for additional information.

### **Intangible Assets and Goodwill**

Balances as of March 31, 2014, are as follows (in thousands):

Amortizable asset management contracts	\$ 9,969
Indefinite-life intangible assets	3,109,004
Trade names	52,800
Goodwill	1,240,523
	\$4,412,296

Our identifiable intangible assets consist primarily of asset management contracts, contracts to manage proprietary mutual funds or funds-of-hedge funds, and trade names resulting from acquisitions. Asset management contracts are amortizable intangible assets that are capitalized at acquisition and amortized over the expected life of the contract. Contracts to manage proprietary mutual funds or funds-of-hedge funds are indefinite-life intangible assets because we assume that there is no foreseeable limit on the contract period due to the likelihood of continued

renewal at little or no cost. Similarly, trade names are considered indefinite-life intangible assets because they are expected to generate cash flows indefinitely.

In allocating the purchase price of an acquisition to intangible assets, we must determine the fair value of the assets acquired. We determine fair values of intangible assets acquired based upon projected future cash flows, which take into consideration estimates and assumptions including profit margins, growth or attrition rates for acquired contracts based upon historical experience, estimated contract lives, discount rates, projected net client flows and market performance. The determination of estimated contract lives requires judgment based upon historical client turnover and attrition rates and the probability that contracts with termination provisions will be renewed. The discount rate employed is a weighted-average cost of capital that takes into consideration a premium representing the degree of risk inherent in the asset, as more fully described below.

Goodwill represents the residual amount of acquisition cost in excess of identified tangible and intangible assets and assumed liabilities.

Given the relative significance of our intangible assets and goodwill to our consolidated financial statements, on a quarterly basis we consider if triggering events have occurred that may indicate a significant change in fair values. Triggering events may include significant adverse changes in our business, legal or regulatory environment, loss of key personnel, significant business dispositions, or other events, including changes in economic arrangements with our affiliates that will impact future operating results. If a triggering event has occurred, we perform quantitative tests, which include critical reviews of all significant factors and assumptions, to determine if any intangible assets or goodwill are impaired. We consider factors such as projected cash flows and revenue multiples, to determine whether the value of the assets is impaired and the indefinite-life assumptions are appropriate. If an asset is impaired, the difference between the value of the asset reflected on the consolidated financial statements and its current fair value is recognized as an expense in the period in which the impairment is determined. If a triggering event has not occurred, we perform quantitative tests annually at December 31, for indefinite-life intangible assets and goodwill, unless we can qualitatively conclude that it is more likely than not that the respective fair values exceed the related carrying values.

We completed our annual impairment tests of goodwill and indefinite-life intangible assets as of December 31, 2013, and determined that there were no impairments in the value of these assets as of that date. Further, no

impairments in the values of amortizable intangible assets was recognized during the year ended March 31, 2014, as our estimates of the related future cash flows exceeded the asset carrying values. We have also determined that no triggering events have occurred as of March 31, 2014, therefore, no additional indefinite-life intangible asset and goodwill impairment testing was necessary. As a result of uncertainty regarding future market conditions, assessing the fair value of the reporting unit and intangible assets requires management to exercise significant judgment.

### ***Amortizable Intangible Assets***

Intangible assets subject to amortization are considered for impairment at each reporting period using an undiscounted cash flow analysis. Significant assumptions used in assessing the recoverability of management contract intangible assets include projected cash flows generated by the contracts and the remaining lives of the contracts. Projected cash flows are based on fees generated by current AUM for the applicable contracts. Contracts are generally assumed to turnover evenly throughout the life of the intangible asset. The remaining life of the asset is based upon factors such as average client retention and client turnover rates. If the amortization periods are not appropriate, the expected lives are adjusted and the impact on the fair value is assessed. Actual cash flows in any one period may vary from the projected cash flows without resulting in an impairment charge because a variance in any one period must be considered in conjunction with other assumptions that impact projected cash flows.

The estimated remaining useful lives of amortizable intangible assets currently range from one to five years with a weighted-average life of approximately 3.2 years.

### ***Indefinite-Life Intangible Assets***

For intangible assets with lives that are indeterminable or indefinite, fair value is determined from a market participant's perspective based on projected discounted cash flows, taking into account the values market participants would pay in a taxable transaction to acquire the respective assets. We have two primary types of indefinite-life intangible assets: proprietary fund contracts and, to a lesser extent, trade names.

We determine the fair value of our intangible assets based upon discounted projected cash flows, which take into consideration estimates of future fees, profit margins, growth rates, taxes, and discount rates. An asset is determined to be impaired if the current implied fair value is less than the recorded carrying value of the asset. The determination of the fair values of our indefinite-life intangible assets is highly dependent on these estimates

and changes in these inputs could result in a material impairment of the related carrying values. If an asset is impaired, the difference between the current implied fair value and the carrying value of the asset reflected on the financial statements is recognized as an expense in the period in which the impairment is determined to exist.

Contracts that are managed and operated as a single unit, such as contracts within the same family of funds, are reviewed in aggregate and are considered interchangeable because investors can transfer between funds with limited restrictions. Similarly, cash flows generated by new funds added to the fund group are included when determining the fair value of the intangible asset. The Fauchier acquisition completed by Permal in March 2013 included a funds-of-hedge fund business, which, as intended, has been merged with the existing Permal fund business through common management, shared resources (including infrastructure, employees and processes) and co-branding initiatives. Accordingly, the related carrying values and cash flows of these funds have been aggregated for impairment testing.

Projected cash flows are based on annualized cash flows for the applicable contracts projected forward 40 years, assuming annual cash flow growth from estimated net client flows and projected market performance. To estimate the projected cash flows, projected AUM growth rates by affiliate are used. Cash flow growth rates consider estimates of both AUM flows and market expectations by asset class (equity, fixed income and liquidity) and by investment manager based upon, among other things, historical experience and expectations of future market and investment performance from internal and external sources. Currently, our market growth assumptions are 6% for equity, 3% for fixed income, and 0% for liquidity products, with a general assumption of 2% organic growth for all products, subject to exceptions for organic growth or contraction in near-term periods.

The starting point for these assumptions is our corporate planning process that includes three-year AUM projections from the management of each operating affiliate that consider the specific business circumstances of each affiliate, with near-year flow assumptions for certain affiliates adjusted, as appropriate, to reflect a market participant view. Beyond year three, the estimates move towards our general organic growth assumption of 2%, as appropriate for each affiliate and asset class, through year 20. The resulting cash flow growth rate for year 20 is held constant and used to further project cash flows through year 40. Based on projected AUM by affiliate and asset class, affiliate advisory fee rates are applied to determine projected revenues. The domestic mutual fund contracts projected revenues are applied to a weighted-average

margin for the applicable affiliates that manage the AUM. Margins are based on arrangements currently in place at each affiliate. Projected operating income is further reduced by an appropriate tax rate to calculate the projected cash flows.

We believe our growth assumptions are reasonable given our consideration of multiple inputs, including internal and external sources, although our assumptions are subject to change based on fluctuations in our actual results and market conditions. Our assumptions are also subject to change due to, among other factors, poor investment performance by one or more of our operating affiliates, the withdrawal of AUM by clients, changes in business climate, adverse regulatory actions, or loss of key personnel. We consider these risks in the development of our growth assumptions and discount rates, discussed further below. Further, actual cash flows in any one period may vary from the projected cash flows without resulting in an impairment charge because a variance in any one period must be considered in conjunction with other assumptions that impact projected cash flows.

Our process includes comparison of actual results to prior growth projections. However, differences between actual results and our prior projections are not necessarily indicative of a need to reassess our estimates given that: our discounted projected cash flow analyses include projections well beyond three years and variances in the near-years may be offset in subsequent years; fair value assessments are point-in-time, and the consistency of a fair value assessment with other indicators of value that reflect expectations of market participants at that point-in-time is critical evidence of the soundness of the estimate of value. In subsequent periods, we consider the differences in actual results from our prior projections in considering the reasonableness of the growth assumptions used in our current impairment testing.

Discount rates are based on appropriately weighted estimated costs of debt and equity capital using a market participant perspective. We estimate the cost of debt based on published debt rates. We estimate the cost of equity capital based on the Capital Asset Pricing Model, which considers the risk-free interest rate, peer-group betas, and company and equity risk premiums. The equity risk is further adjusted to consider the relative risk associated with each Legg Mason indefinite-life intangible asset and our reporting unit. The discount rates are also calibrated based on an assessment of relevant market values.

Consistent with standard valuation practices for taxable transactions, the projected discounted cash flow analysis also factors in a tax benefit value, as appropriate. This tax

benefit represents the discounted tax savings a third party that purchased an asset on a given valuation date would receive from future tax deductions for the amortization of the purchase price over 15 years.

The domestic mutual fund contracts acquired in the Citigroup Asset Management ("CAM") transaction of \$2,106 million, account for approximately 65% of our indefinite-life intangible assets. As of December 31, 2013, approximately \$138 billion of AUM, primarily managed by ClearBridge and Western Asset, are associated with this asset, with approximately 40% in equity AUM and 30% in each of long-term fixed AUM and liquidity AUM. Although our domestic mutual funds overall have maintained strong recent market performance, previously disclosed uncertainties regarding market conditions and asset flows and more recent assessments of related risk, including risks related to potential regulatory changes in the liquidity business, are reflected in our projected discounted cash flow analyses. Based on our projected discounted cash flow analyses, the related fair value exceeded its carrying value by approximately \$450 million. For our impairment test, cash flows from the domestic mutual fund contracts are assumed to have annual growth rates that average approximately 6%, but given current uncertainties, reflect only moderate AUM inflows in years 1 and 2. Projected cash flows of the domestic mutual fund contracts are discounted at 14.0%, reflecting the business factors noted above. Results for the 12 months through December 31, 2013, generally compared favorably to the growth assumptions related to the domestic mutual fund contracts asset impairment testing at December 31, 2012.

We believe that investment performance also has a significant influence on our domestic mutual fund contract long-term flows, and that continued out-performance will favorably impact our flows. In aggregate, 61% of our domestic mutual fund long-term AUM is in funds that have outpaced their three-year Lipper category average at December 31, 2013, which has improved from 33% at September 30, 2008. Generally, there tends to be a four to five-year lag before improved investment performance results in increased asset flows. In addition, we believe a recent reorganization of our distribution platform, which provides an improved focus on the growth of our business, has also favorably impacted our flows. The improvement in investment performance has assisted distribution personnel in selling more products. As a result of improved performance and the reorganization of the distribution platform, our U.S. distribution group has had net inflows for the 12 months through December 31, 2013.

Assuming all other factors remain the same, our actual results and/or changes in assumptions for the domestic

mutual fund contracts cash flow projections over the long-term would have to deviate approximately 20% or more from previous projections, or the discount rate would have to be raised from 14.0% to 16.0%, for the asset to be deemed impaired. Given the current uncertainty regarding future market conditions, it is reasonably possible that fund performance, flows and AUM levels may decrease in the near term such that actual cash flows from the domestic mutual funds contracts could deviate from the projections by approximately 20% or more and the asset could be deemed to be impaired by a material amount.

The Permal funds-of-hedge funds contracts of \$692 million account for approximately 20% of our indefinite-life intangible assets. Permal has experienced recent outflows and increased risk associated with its business. The past several years have seen declines in the traditional high net worth client fund-of-hedge funds business, Permal's historical focus, which Permal has offset to some extent with new institutional business. Despite these factors, the impact of the acquired Fauchier business, which has experienced better revenues, including performance fees, than originally projected, contributed to actual results which marginally exceeded previous projections for the Permal funds-of-hedge funds contracts used in the asset impairment testing at December 31, 2012. As a result of continued risk with its business, in our December 2013 testing, the near-term growth assumptions for these contracts were reduced. Further, fund-of-hedge fund managers are subject to unique market and regulatory influences, adding additional uncertainty to our estimates.

Based upon our projected discounted cash flow analyses, the fair value of the Permal funds-of-hedge funds contracts asset exceeded its carrying value by \$70 million. Cash flows on the Permal funds-of-hedge funds contracts are assumed to have an average annual growth rate of approximately 7%. However, given current experience, projected cash flows reflect moderate AUM outflows in year one, and no net AUM flows in year two, trending to moderate AUM inflows in year three. Investment performance, including its expected impact on future asset flows, is a significant factor in our growth projections for the Permal funds-of-hedge funds contracts. Our market performance projections are supported by the fact that Permal's two largest funds that comprise approximately half of the contracts asset AUM have 10-year average returns exceeding 5%. Our market projections are further supported by industry statistics. The projected cash flows from the Permal funds-of-hedge funds contracts are discounted at 15.5%, reflecting the factors noted above.

Assuming all other factors remain the same, our actual results and/or changes in assumptions for the Permal funds-of-hedge funds contracts cash flow projections over the long-term would have to deviate approximately 10% or more from previous projections, or the discount rate would have to be raised from 15.5% to 16.5%, for the asset to be deemed impaired. Given the current uncertainty regarding future market conditions, it is reasonably possible that fund performance, flows and AUM levels may decrease in the near term such that actual cash flows from the Permal funds-of-hedge funds contracts could deviate from the projections by approximately 10% or more and the asset could be deemed to be impaired by a material amount.

Trade names account for 2% of indefinite-life intangible assets and are primarily related to Permal. We tested these intangible assets using assumptions similar to those described above for indefinite-life contracts. The resulting fair values of the trade names significantly exceeded the related carrying amounts.

#### **Goodwill**

Goodwill is evaluated at the reporting unit level and is considered for impairment when the carrying amount of the reporting unit exceeds the implied fair value of the reporting unit. In estimating the implied fair value of the reporting unit, we use valuation techniques based on discounted projected cash flows and EBITDA multiples, similar to techniques employed in analyzing the purchase price of an acquisition. Legg Mason continues to be managed as one Global Asset Management operating segment. Internal management reporting of discrete financial information regularly received by the chief operating decision maker, our Chief Executive Officer, is at the consolidated Global Asset Management business level. As a result, goodwill is recorded and evaluated at one Global Asset Management reporting unit level. Our Global Asset Management reporting unit consists of the operating businesses of our asset management affiliates and our centralized global distribution operations. In our impairment testing process, all consolidated assets (except for certain tax benefits) and liabilities are allocated to our single Global Asset Management reporting unit. Similarly, the projected operating results of the reporting unit include our holding company corporate costs and overhead, including costs associated with executive management, finance, human resources, legal and compliance, internal audit and other central corporate functions.

Goodwill principally originated from the acquisitions of CAM, Permal and Royce. The value of the reporting unit is based in part, on projected consolidated net cash flows, including all cash flows of assets managed in our mutual

funds, closed-end funds and other proprietary funds, in addition to separate account assets of our managers.

Significant assumptions used in assessing the implied fair value of the reporting unit under the discounted cash flow method are consistent with the methodology discussed above for indefinite-life intangible assets. Also, at the reporting unit level, future corporate costs are estimated and consolidated with the projected operating results of all our affiliates.

Actual cash flows in any one period may vary from the projected cash flows without resulting in an impairment charge because a variance in any one period must be considered in conjunction with other assumptions that impact projected cash flows. For the reporting unit discounted projected cash flow analysis, projected cash flows, on an aggregate basis across all asset classes, are assumed to have an average annual growth rate of approximately 8%.

Discount rates are based on appropriately weighted estimated costs of debt using a market participant perspective, also consistent with the methodology discussed above for indefinite-life intangible assets. For our impairment test as of December 31, 2013, the projected cash flows were discounted at 14.5% to determine their present value, reflecting the company/asset specific factors noted above.

We also perform a market-based valuation of our reporting unit value, which applies an average of EBITDA multiples paid in change of control transactions for peer companies to our EBITDA. The observed average EBITDA multiple utilized was 11.0x, from 11 asset management transactions dated January 2010 through December 2012. The results of our two estimates of value for the reporting unit (the discounted cash flow and EBITDA multiple analyses) are compared and any significant difference is assessed to determine the reasonableness of each value and whether any adjustment to either result is warranted. Once the values are accepted, the appropriately weighted average of the two reporting unit valuations (the discounted cash flow and EBITDA multiple analyses) is used as the implied fair value of our Global Asset Management reporting unit, which at December 31, 2013, exceeded the carrying value by a material amount. Considering the relative merits of the details involved in each valuation process, we used an equal weighting of the two values for the December 2013 testing.

We further assess the accuracy of the reporting unit value determined from these valuation methods by comparing their results to our market capitalization to determine an implied control premium. The reasonableness of this

implied control premium is considered by comparing it to control premiums that have been paid in relevant actual change of control transactions. This assessment provides evidence that our underlying assumptions in our analyses of our reporting unit fair value are reasonable.

In calculating our market capitalization for these purposes, market volatility can have a significant impact on our capitalization, and if appropriate, we may consider the average market prices of our stock for a period of one or two months before the test date to determine market capitalization. A control premium arises from the fact that in an acquisition, there is typically a premium paid over current market prices of publicly traded companies that relates to the ability to control the operations of an acquired company. Further, assessments of control premiums in the asset management industry are difficult because many acquisitions involve privately held companies, or involve only portions of a public company, such that no control premium can be calculated. Asset manager transactions are often valued on EBITDA multiples which, absent unusual circumstances, have generally been consistently priced in a range of 8x to 13x EBITDA over the past several years.

Recent market evidence regarding control premiums suggest values of 13% to 79% as realistic and common and we believe such premiums to be a reasonable range of estimation for our equity value. Based on our analysis and consideration, we believe the implied control premium determined by our reporting unit value estimation at December 31, 2013, which is at the lower end of the observed range, is reasonable.

### **Stock-Based Compensation**

Our stock-based compensation plans include stock options, an employee stock purchase plan, market-based performance shares payable in common stock, restricted stock awards and units, management equity plans and deferred compensation payable in stock. Under our stock compensation plans, we issue equity awards to directors, officers, and key employees.

In accordance with the applicable accounting guidance, compensation expense for the years ended March 31, 2014, 2013 and 2012, includes compensation cost for all non-vested share-based awards at their grant date fair value amortized over the respective vesting periods on the straight-line method. Also, under the accounting guidance, cash flows related to income tax deductions in excess of or less than the stock-based compensation expense are classified as financing cash flows.

We granted 1.2 million, 1.0 million, and 0.8 million stock options in fiscal 2014, 2013 and 2012, respectively. During

fiscal 2014, we also implemented management equity plans for two of our affiliates and granted units to certain of their employees that entitle them to participate in 15% of the future growth of the respective affiliate's enterprise value (subject to appropriate discounts). For additional information on share-based compensation, see Note 11 of Notes to Consolidated Financial Statements.

We determine the fair value of each option grant using the Black-Scholes option-pricing model, except for market-based grants, for which we use a Monte Carlo option-pricing model. Both models require management to develop estimates regarding certain input variables. The inputs for the Black-Scholes model include: stock price on the date of grant, exercise price of the option, dividend yield, volatility, expected life and the risk-free interest rate, all of which, with the exception of the grant date stock price and the exercise price, require estimates or assumptions. We calculate the dividend yield based upon the average of the historical quarterly dividend payments over a term equal to the expected life of the options. We estimate volatility equally weighted between the historical prices of our stock over a period equal to the expected life of the option and the implied volatility of market listed options at the date of grant. The expected life is the estimated length of time an option will be held before it is either exercised or canceled, based upon our historical option exercise experience. The risk-free interest rate is the rate available for zero-coupon U.S. Government issues with a remaining term equal to the expected life of the options being valued. If we used different methods to estimate our variables for the Black-Scholes and Monte Carlo models, or if we used a different type of option-pricing model, the fair value of our option grants might be different.

We also determine the fair value of affiliate management equity plan grants using the Black-Scholes option-pricing model, subject to any post-vesting illiquidity discounts. Inputs to the Black-Scholes model are generally determined in a fashion similar to the fair value of grants of options in our own stock, described above. However, because our affiliates are private companies without quoted stock prices, we utilize discounted cash flow analyses and market-based valuations, similar to those discussed above under the heading "Intangible Assets and Goodwill," to determine the respective business enterprise values, subject to appropriate discounts for lack of control and marketability.

### **Income Taxes**

We are subject to the income tax laws of the federal, state and local jurisdictions of the U.S. and numerous foreign jurisdictions in which we operate. We file income tax returns representing our filing positions with each

jurisdiction. Due to the inherent complexities arising from conducting business and being taxed in a substantial number of jurisdictions, we must make certain estimates and judgments in determining our income tax provision for financial statement purposes.

These estimates and judgments are used in determining the tax basis of assets and liabilities and in the calculation of certain tax assets and liabilities that arise from differences in the timing of revenue and expense recognition for tax and financial statement purposes. Management assesses the likelihood that we will be able to realize our deferred tax assets. If it is more likely than not that the deferred tax asset will not be realized, then a valuation allowance is established with a corresponding increase to deferred tax provision.

Substantially all of our deferred tax assets relate to U.S. and U.K. taxing jurisdictions. As of March 31, 2014, U.S. federal deferred tax assets aggregated \$763 million, realization of which is expected to require \$3.8 billion of future U.S. earnings, approximately \$673 million of which must be in the form of foreign source income. Deferred tax assets generated in U.S. jurisdictions resulting from net operating losses generally expire 20 years after they are generated and those resulting from foreign tax credits generally expire 10 years after they are generated. Based on estimates of future taxable income, using assumptions consistent with those used in our goodwill impairment testing, it is more likely than not that current federal tax benefits relating to net operating losses are realizable and no valuation allowance is necessary at this time. With respect to those resulting from foreign tax credits, it is more likely than not that tax benefits relating to the utilization of \$39.9 million foreign tax credits as credits will not be realized and an additional valuation allowance of \$2.3 million was recorded in fiscal 2014 with respect thereto. In addition, a valuation allowance was established in prior years for the substantial portion of our deferred tax assets relating to U.K. taxing jurisdictions. While tax planning may enhance our positions, the realization of current tax benefits is not dependent on any significant tax strategies.

As of March 31, 2014, U.S. state deferred tax assets aggregated \$180 million. Due to limitations on the utilization of net operating loss carryforwards and taking into consideration state tax planning strategies, we recognized an additional valuation allowance of \$8.6 million during fiscal 2014. Additionally, \$34.8 million of fully reserved deferred tax assets relating to U.S. state capital loss carryforwards expired unused during fiscal 2014. Due to the uncertainty of future state apportionment factors and future effective state tax rates, the value of state net operating loss benefits ultimately realized may vary.



An increase in the valuation allowance against certain U.K. deferred tax assets of \$0.5 million, which resulted in a full valuation allowance, was also recorded in fiscal 2014. To the extent our analysis of the realization of deferred tax assets relies on deferred tax liabilities, we have considered the timing, nature and jurisdiction of reversals, as well as, future increases relating to the tax amortization of goodwill and indefinite-life intangible assets. In the event we determine all or any portion of our deferred tax assets that are not already subject to a valuation allowance are not realizable, we will be required to establish a valuation allowance by a charge to the income tax provision in the period in which that determination is made. Depending on the facts and circumstances, the charge could be material to our earnings.

The calculation of our tax liabilities involves uncertainties in the application of complex tax regulations. We recognize liabilities for anticipated tax uncertainties in the U.S. and

other tax jurisdictions based on our estimate of whether, and the extent to which, additional taxes will be due.

#### **RECENT ACCOUNTING DEVELOPMENTS**

See discussion of Recent Accounting Developments in Note 1 of Notes to Consolidated Financial Statements.

#### **EFFECTS OF INFLATION**

The rate of inflation can directly affect various expenses, including employee compensation, communications and technology and occupancy, which may not be readily recoverable in charges for services provided by us. Further, to the extent inflation adversely affects the securities markets, it may impact revenues and recorded intangible asset and goodwill values. See discussion of “Market Risk—Revenues and Net Income (Loss)” and “Critical Accounting Policies—Intangible Assets and Goodwill” previously discussed.

# Report of Management on Internal Control over Financial Reporting

The management of Legg Mason, Inc. is responsible for establishing and maintaining adequate internal control over financial reporting.

Legg Mason's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Legg Mason's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of Legg Mason; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures of Legg Mason are being made only in accordance with authorizations of management and directors of Legg Mason; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of Legg Mason's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of Legg Mason's internal control over financial reporting as of March 31, 2014, based on the framework set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in *Internal Control—Integrated Framework (1992)*. Based on that assessment, management concluded that, as of March 31, 2014, Legg Mason's internal control over financial reporting is effective based on the criteria established in the COSO framework.

The effectiveness of Legg Mason's internal control over financial reporting as of March 31, 2014, has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report appearing herein, which expresses an unqualified opinion on the effectiveness of Legg Mason's internal control over financial reporting as of March 31, 2014.



Joseph A. Sullivan  
President, Chief Executive Officer and Director



Peter H. Nachtwey  
Senior Executive Vice President and Chief Financial Officer

# Report of Independent Registered Public Accounting Firm

To the Board of Directors  
and Stockholders of Legg Mason, Inc.:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income (loss), comprehensive income (loss), changes in stockholders' equity and cash flows present fairly, in all material respects, the financial position of Legg Mason, Inc. and its subsidiaries ("the Company") at March 31, 2014 and March 31, 2013, and the results of their operations and their cash flows for each of the three years in the period ended March 31, 2014 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of March 31, 2014, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Report of Management on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. 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 audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



Baltimore, Maryland  
May 23, 2014

# Consolidated Balance Sheets

(Dollars in thousands)

	March 31,	
	2014	2013
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$ 858,022	\$ 933,036
Cash and cash equivalents of consolidated investment vehicles	56,372	46,541
Restricted cash	13,455	8,812
Receivables:		
Investment advisory and related fees	348,633	350,726
Other	68,186	72,392
Investment securities	467,726	371,080
Investment securities of consolidated investment vehicles	50,463	24,792
Deferred income taxes	186,147	85,257
Other	47,677	48,239
Other assets of consolidated investment vehicles	31,702	1,987
<b>Total Current Assets</b>	<b>2,128,383</b>	<b>1,942,862</b>
Fixed assets, net	189,241	201,819
Intangible assets, net	3,171,773	3,177,562
Goodwill	1,240,523	1,269,165
Investments of consolidated investment vehicles	31,810	210,553
Deferred income taxes	165,705	279,361
Other	183,706	187,274
Other assets of consolidated investment vehicles	208	1,064
<b>Total Assets</b>	<b>\$7,111,349</b>	<b>\$7,269,660</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Liabilities</b>		
Current Liabilities		
Accrued compensation	\$ 425,466	\$ 351,965
Accounts payable and accrued expenses	214,819	214,803
Current portion of long-term debt	438	50,438
Other	91,586	74,940
Debt and other current liabilities of consolidated investment vehicles	88,936	10,320
<b>Total Current Liabilities</b>	<b>821,245</b>	<b>702,466</b>
Deferred compensation	49,618	56,809
Deferred income taxes	265,583	161,298
Other	166,209	204,446
Other liabilities of consolidated investment vehicles	—	2,930
Long-term debt	1,038,826	1,094,516
Long-term debt of consolidated investment vehicles	—	207,835
<b>Total Liabilities</b>	<b>2,341,481</b>	<b>2,430,300</b>
<b>Commitments and Contingencies (Note 8)</b>		
<b>Redeemable Noncontrolling Interests</b>	<b>45,144</b>	<b>21,009</b>
<b>Stockholders' Equity</b>		
Common stock, par value \$.10; authorized 500,000,000 shares; issued 117,173,639 shares in 2014 and 125,341,361 shares in 2013	11,717	12,534
Additional paid-in capital	3,148,396	3,449,190
Employee stock trust	(29,922)	(32,623)
Deferred compensation employee stock trust	29,922	32,623
Retained earnings	1,526,662	1,304,259
Appropriated retained earnings for consolidated investment vehicle	—	4,829
Accumulated other comprehensive income, net	37,949	47,539
<b>Total Stockholders' Equity</b>	<b>4,724,724</b>	<b>4,818,351</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$7,111,349</b>	<b>\$7,269,660</b>

See Notes to Consolidated Financial Statements.

# Consolidated Statements of Income (Loss)

(Dollars in thousands, except per share amounts)

	Years Ended March 31,		
	2014	2013	2012
<b>OPERATING REVENUES</b>			
Investment advisory fees:			
Separate accounts	<b>\$ 777,420</b>	\$ 730,326	\$ 775,534
Funds	<b>1,501,278</b>	1,446,066	1,491,325
Performance fees	<b>107,087</b>	98,568	49,499
Distribution and service fees	<b>347,598</b>	330,480	340,966
Other	<b>8,374</b>	7,210	5,250
Total Operating Revenues	<b>2,741,757</b>	2,612,650	2,662,574
<b>OPERATING EXPENSES</b>			
Compensation and benefits	<b>1,210,387</b>	1,188,470	1,109,671
Transition-related compensation	—	—	34,638
Total Compensation and Benefits	<b>1,210,387</b>	1,188,470	1,144,309
Distribution and servicing	<b>619,070</b>	600,644	649,739
Communications and technology	<b>157,872</b>	149,645	164,712
Occupancy	<b>115,234</b>	171,941	154,816
Amortization of intangible assets	<b>12,314</b>	14,019	19,574
Impairment of intangible assets	—	734,000	—
Other	<b>195,987</b>	188,430	190,671
Total Operating Expenses	<b>2,310,864</b>	3,047,149	2,323,821
<b>OPERATING INCOME (LOSS)</b>	<b>430,893</b>	(434,499)	338,753
<b>OTHER NON-OPERATING INCOME (EXPENSE)</b>			
Interest income	<b>6,367</b>	7,590	11,481
Interest expense	<b>(52,911)</b>	(62,919)	(87,584)
Other income (expense), net, including \$68,975 debt extinguishment loss in 2013	<b>32,818</b>	(17,958)	22,097
Other non-operating income (loss) of consolidated investment vehicles, net	<b>2,474</b>	(2,821)	18,336
Total Other Non-Operating Income (Expense)	<b>(11,252)</b>	(76,108)	(35,670)
<b>INCOME (LOSS) BEFORE INCOME TAX PROVISION (BENEFIT)</b>	<b>419,641</b>	(510,607)	303,083
Income tax provision (benefit)	<b>137,805</b>	(150,859)	72,052
<b>NET INCOME (LOSS)</b>	<b>281,836</b>	(359,748)	231,031
Less: Net income (loss) attributable to noncontrolling interests	<b>(2,948)</b>	(6,421)	10,214
<b>NET INCOME (LOSS) ATTRIBUTABLE TO LEGG MASON, INC.</b>	<b>\$ 284,784</b>	\$ (353,327)	\$ 220,817
<b>NET INCOME (LOSS) PER SHARE ATTRIBUTABLE TO LEGG MASON, INC.</b>			
<b>COMMON SHAREHOLDERS</b>			
Basic	<b>\$ 2.34</b>	\$ (2.65)	\$ 1.54
Diluted	<b>\$ 2.33</b>	\$ (2.65)	\$ 1.54

See Notes to Consolidated Financial Statements.

# Consolidated Statements of Comprehensive Income (Loss)

(Dollars in thousands)

	Years Ended March 31,		
	2014	2013	2012
<b>NET INCOME (LOSS)</b>	<b>\$281,836</b>	<b>\$(359,748)</b>	<b>\$231,031</b>
Other comprehensive income (loss):			
Foreign currency translation adjustment	<b>(9,424)</b>	(23,945)	(22,098)
Unrealized gains (losses) on investment securities:			
Unrealized holding gains (losses), net of tax provision (benefit) of \$(123), \$(1) and \$132, respectively	<b>(184)</b>	(1)	198
Reclassification adjustment for losses included in net income (loss)	<b>18</b>	13	11
Net unrealized gains (losses) on investment securities	<b>(166)</b>	12	209
Total other comprehensive income (loss)	<b>(9,590)</b>	(23,933)	(21,889)
<b>COMPREHENSIVE INCOME (LOSS)</b>	<b>272,246</b>	(383,681)	209,142
Less: Comprehensive income (loss) attributable to noncontrolling interests	<b>(2,948)</b>	(6,421)	10,214
<b>COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO LEGG MASON, INC.</b>	<b>\$275,194</b>	<b>\$(377,260)</b>	<b>\$198,928</b>

See Notes to Consolidated Financial Statements.

# Consolidated Statements of Changes in Stockholders' Equity

(Dollars in thousands)

	Years Ended March 31,		
	2014	2013	2012
<b>COMMON STOCK</b>			
Beginning balance	\$ 12,534	\$ 13,987	\$ 15,022
Stock options and other stock-based compensation	83	8	17
Deferred compensation employee stock trust	5	8	7
Deferred compensation, net	118	192	124
Equity Units exchanged	—	—	183
Employee tax withholdings by settlement of net share transactions	(55)	(41)	(6)
Shares repurchased and retired	(968)	(1,620)	(1,360)
Ending balance	11,717	12,534	13,987
<b>ADDITIONAL PAID-IN CAPITAL</b>			
Beginning balance	3,449,190	3,864,216	4,111,095
Stock options and other stock-based compensation	29,537	5,198	16,508
Deferred compensation employee stock trust	1,779	1,803	2,020
Deferred compensation, net	48,143	44,246	32,193
Equity Units exchanged	—	—	102,831
Employee tax withholdings by settlement of net share transactions	(19,409)	(11,303)	(1,525)
Shares repurchased and retired	(359,028)	(423,855)	(398,906)
Redeemable noncontrolling interest for management equity plan	(1,816)	—	—
Allocation from 2.5% Convertible Senior Notes repurchase, net of tax	—	(31,115)	—
Ending balance	3,148,396	3,449,190	3,864,216
<b>EMPLOYEE STOCK TRUST</b>			
Beginning balance	(32,623)	(32,419)	(34,466)
Shares issued to plans	(1,784)	(1,811)	(2,027)
Distributions and forfeitures	4,485	1,607	4,074
Ending balance	(29,922)	(32,623)	(32,419)
<b>DEFERRED COMPENSATION EMPLOYEE STOCK TRUST</b>			
Beginning balance	32,623	32,419	34,466
Shares issued to plans	1,784	1,811	2,027
Distributions and forfeitures	(4,485)	(1,607)	(4,074)
Ending balance	29,922	32,623	32,419
<b>RETAINED EARNINGS</b>			
Beginning balance	1,304,259	1,715,395	1,539,984
Net income (loss) attributable to Legg Mason, Inc.	284,784	(353,327)	220,817
Dividends declared	(62,381)	(57,809)	(45,406)
Ending balance	1,526,662	1,304,259	1,715,395
<b>APPROPRIATED RETAINED EARNINGS FOR CONSOLIDATED INVESTMENT VEHICLE</b>			
Beginning balance	4,829	12,221	10,922
Net income (loss) reclassified to appropriated retained earnings	(4,829)	(7,392)	1,299
Ending balance	—	4,829	12,221
<b>ACCUMULATED OTHER COMPREHENSIVE INCOME, NET</b>			
Beginning balance	47,539	71,472	93,361
Net unrealized holding gains (losses) on investment securities	(166)	12	209
Foreign currency translation adjustment	(9,424)	(23,945)	(22,098)
Ending balance	37,949	47,539	71,472
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>\$4,724,724</b>	<b>\$4,818,351</b>	<b>\$5,677,291</b>

See Notes to Consolidated Financial Statements.

# Consolidated Statements of Cash Flows

(Dollars in thousands)

	Years Ended March 31,		
	2014	2013	2012
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net Income (Loss)	<b>\$281,836</b>	\$(359,748)	\$ 231,031
2.5% Convertible Senior Notes:			
Allocation of repurchase payment	—	(216,038)	—
Loss on extinguishment	—	68,975	—
Adjustments to reconcile Net Income (Loss) to net cash provided by operations:			
Impairment of intangible assets	—	734,000	—
Depreciation and amortization	<b>62,845</b>	87,848	93,795
Imputed interest for 2.5% Convertible Senior Notes	—	5,839	39,077
Accretion and amortization of securities discounts and premiums, net	<b>3,037</b>	3,295	4,552
Stock-based compensation	<b>66,488</b>	58,983	48,735
Net gains on investments	<b>(26,805)</b>	(43,684)	(1,714)
Net losses (gains) of consolidated investment vehicles	<b>(643)</b>	5,358	(6,711)
Deferred income taxes	<b>118,430</b>	(157,355)	49,192
Other	<b>3,276</b>	1,725	(12,191)
Decrease (increase) in assets:			
Investment advisory and related fees receivable	<b>(2,061)</b>	(11,045)	31,790
Net sales (purchases) of trading and other current investments	<b>(44,293)</b>	189,347	(40,020)
Other receivables	<b>14,105</b>	(9,712)	1,432
Other assets	<b>(24,042)</b>	(1,605)	1,810
Other assets of consolidated investment vehicles	<b>(62,916)</b>	(14,378)	53,720
Increase (decrease) in liabilities:			
Accrued compensation	<b>76,968</b>	(54,964)	42,763
Deferred compensation	<b>(7,191)</b>	(530)	(35,148)
Accounts payable and accrued expenses	<b>319</b>	8,690	(11,147)
Other liabilities	<b>(18,310)</b>	3,112	28,135
Other liabilities of consolidated investment vehicles	<b>(3,719)</b>	5,219	(22,332)
<b>CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>437,324</b>	303,332	496,769
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Payments for fixed assets	<b>(40,452)</b>	(38,351)	(31,822)
Acquisitions/dispositions	<b>1,351</b>	(55,277)	3,060
Change in restricted cash	<b>(5,801)</b>	(7,245)	11,221
Purchases of investment securities	<b>(4,335)</b>	(5,787)	(6,493)
Proceeds from sales and maturities of investment securities	<b>4,306</b>	5,272	6,197
Purchases of investments by consolidated investment vehicles	<b>(17,328)</b>	(98,374)	(141,727)
Proceeds from sales and maturities of investments by consolidated investment vehicles	<b>199,886</b>	188,739	161,894
<b>CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES</b>	<b>\$137,627</b>	\$ (11,023)	\$ 2,330

See Notes to Consolidated Financial Statements.



# Consolidated Statements of Cash Flows (continued)

(Dollars in thousands)

	Years Ended March 31,		
	2014	2013	2012
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Repayment of short-term borrowings	\$ —	\$ (250,000)	\$ —
Repayment of 2.5% Convertible Senior Notes, net of operating allocation	—	(1,040,212)	(1,014)
Repayment of long-term debt	<b>(500,439)</b>	(9,006)	—
Repayment of long-term debt of consolidated investment vehicles	<b>(133,047)</b>	(75,561)	—
Proceeds from issuance of long-term debt	<b>393,740</b>	1,143,246	—
Debt issuance costs	<b>(3,940)</b>	(10,289)	—
Issuance of common stock for stock-based compensation	<b>25,603</b>	1,986	4,538
Employee tax withholdings by settlement of net share transactions	<b>(19,464)</b>	(11,302)	—
Repurchase of common stock	<b>(359,996)</b>	(425,516)	(401,797)
Dividends paid	<b>(61,966)</b>	(55,250)	(43,602)
Net repayments of consolidated investment vehicles	—	—	(18,309)
Net (redemptions/distributions paid to)/subscriptions received from noncontrolling interest holders	<b>20,438</b>	(3,993)	(21,596)
<b>CASH USED IN FINANCING ACTIVITIES</b>	<b>(639,071)</b>	(735,897)	(481,780)
<b>EFFECT OF EXCHANGE RATES ON CASH</b>	<b>(10,894)</b>	(5,639)	(10,974)
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(75,014)</b>	(449,227)	6,345
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>933,036</b>	1,382,263	1,375,918
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>\$ 858,022</b>	\$ 933,036	\$ 1,382,263
<b>SUPPLEMENTAL DISCLOSURE</b>			
Cash paid for:			
Income taxes, net of refunds of \$(13,835), \$(2,313), and \$(12,034), respectively	<b>\$ 10,140</b>	\$ 32,318	\$ 24,552
Interest	<b>44,295</b>	40,262	41,039

See Notes to Consolidated Financial Statements.

# Notes to Consolidated Financial Statements

(Amounts in thousands, except per share amounts or unless otherwise noted)

## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Basis of Presentation

Legg Mason, Inc. ("Parent") and its subsidiaries (collectively, "Legg Mason") are principally engaged in providing asset management and related financial services to individuals, institutions, corporations and municipalities.

The consolidated financial statements include the accounts of the Parent and its subsidiaries in which it has a controlling financial interest. Generally, an entity is considered to have a controlling financial interest when it owns a majority of the voting interest in an entity. Legg Mason is also required to consolidate any variable interest entity ("VIE") in which it is considered to be the primary beneficiary. See "Consolidation" below and Note 17 for a further discussion of VIEs. All material intercompany balances and transactions have been eliminated.

Certain amounts in prior year financial statements have been reclassified to conform to the current year presentation.

All references to fiscal 2014, 2013 or 2012, refer to Legg Mason's fiscal year ended March 31 of that year.

### Use of Estimates

The consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("U.S.") and the applicable rules and regulations of the Securities and Exchange Commission (the "SEC"), which require management to make assumptions and estimates that affect the amounts reported in the financial statements and accompanying notes, including revenue recognition, valuation of financial instruments, intangible assets and goodwill, stock-based compensation, income taxes, and consolidation. Management believes that the estimates used are reasonable, although actual amounts could differ from the estimates and the differences could have a material impact on the consolidated financial statements.

### Consolidation

In the normal course of its business, Legg Mason sponsors and is the manager of various types of investment vehicles. For its services, Legg Mason is entitled to receive management fees and may be eligible, under certain circumstances, to receive additional subordinated management fees or other incentive fees. Legg Mason's exposure to risk in these entities is generally limited to any equity investment it has made or is required to make and any earned but uncollected management fees. Legg Mason did not sell or transfer assets to any of these investment vehicles. In accordance with financial accounting standards on consolidation,

Legg Mason consolidates and separately identifies certain sponsored investment vehicles as consolidated investment vehicles ("CIVs"), the most significant of which is a collateralized loan obligation entity ("CLO"). The consolidation of these investment vehicles has no impact on Net Income (Loss) Attributable to Legg Mason, Inc. and does not have a material impact on Legg Mason's consolidated operating results. The change in the value of these consolidated investment vehicles, which is recorded in Other Non-Operating Income (Expense), is reflected in Net Income (Loss), net of amounts allocated to noncontrolling interests.

Certain investment vehicles Legg Mason sponsors and is the manager of are considered to be VIEs (further described below) while others are considered to be voting rights entities ("VREs") subject to traditional consolidation concepts based on ownership rights. Investment vehicles that are considered VREs are consolidated if Legg Mason has a controlling financial interest in the investment vehicle, absent substantive investor rights to replace the manager of the entity (kick-out rights). Legg Mason may also fund the initial cash investment in certain VRE investment vehicles to generate an investment performance track record in order to attract third-party investors in the product. Legg Mason's initial investment in a new product typically represents 100% of the ownership in that product. As further discussed below, these "seed capital investments" are consolidated as long as Legg Mason maintains a controlling financial interest in the product, but they are not included as CIVs unless Legg Mason's investment is longer term. Legg Mason held a longer-term controlling financial interest in one sponsored investment fund VRE, which has third-party investors and was consolidated and included as a CIV as of March 31, 2014, 2013 and 2012.

A VIE is an entity which does not have adequate equity to finance its activities without additional subordinated financial support; or the equity investors, as a group, do not have the normal characteristics of equity for a potential controlling financial interest.

### Investment Company VIEs

For most sponsored investment funds deemed to be investment companies, including money market funds, Legg Mason determines it is the primary beneficiary of a VIE if it absorbs a majority of the VIE's expected losses, or receives a majority of the VIE's expected residual returns, if any. Legg Mason's determination of expected residual returns excludes gross fees paid to a decision maker if certain criteria are met. In determining whether it is the primary beneficiary of an investment company VIE, Legg Mason considers both qualitative and quantitative factors

such as the voting rights of the equity holders; economic participation of all parties, including how fees are earned and paid to Legg Mason; related party (including employees') ownership; guarantees and implied relationships.

Legg Mason concluded it was the primary beneficiary of one sponsored investment fund VIE, which was consolidated (and designated a CIV) as of March 31, 2014, 2013 and 2012, despite significant third party investments in this product. As of March 31, 2014, Legg Mason also concluded it was the primary beneficiary of 16 employee-owned funds it sponsors, which were consolidated and reported as CIVs.

#### **Other VIEs**

For other sponsored investment funds that do not meet the investment company criteria, Legg Mason determines it is the primary beneficiary of the VIE if it has both the power to direct the activities of the VIE that most significantly impact the entity's economic performance and the obligation to absorb losses, or the right to receive benefits, that potentially could be significant to the VIE.

Legg Mason concluded that it was the primary beneficiary of one of three CLOs in which it has a variable interest. Although it holds no equity interest in these investment vehicles, it had both the power to control and had a significant variable interest in one CLO because of the level of its expected subordinated fees. As of March 31, 2014, 2013 and 2012, the balances related to this CLO were consolidated and reported as a CIV in the Company's consolidated financial statements. The other CLOs were not consolidated, as their level of expected fees is insignificant.

In determining the primary beneficiary of investment company VIEs and other VIEs, Legg Mason must make assumptions and estimates about, among other things, the future performance of the underlying assets held by the VIE, including investment returns, cash flows, and credit and interest rate risks.

Legg Mason's investment in CIVs as of March 31, 2014 and 2013 was \$39,434 and \$39,056, respectively, which represents its maximum risk of loss, excluding uncollected advisory fees, which were not material. The assets of these CIVs are primarily comprised of investment securities. Investors and creditors of these CIVs have no recourse to the general credit or assets of Legg Mason beyond its investment in these funds.

See Note 17 for additional information about VIEs and VREs.

#### **Cash and Cash Equivalents**

Cash equivalents are highly liquid investments with original maturities of 90 days or less.

#### **Restricted Cash**

Restricted cash primarily represents long-term escrow deposits and cash collateral required for market hedge arrangements. This cash is not available to Legg Mason for general corporate use.

#### **Financial Instruments**

Substantially all financial instruments are reflected in the financial statements at fair value or amounts that approximate fair value, except Legg Mason's long-term debt.

As discussed above in "Consolidation," seed capital investments in proprietary fund products are initially consolidated and the individual securities within the portfolio are accounted for as trading investments. Legg Mason consolidates these products as long as it holds a controlling financial interest in the product. Upon deconsolidation, which typically occurs after several years, Legg Mason accounts for its investments in proprietary fund products as equity method investments (further described below) if its ownership is between 20% and 50%, or it otherwise has the ability to significantly influence the financial and operating policies of the investee. For partnerships and LLCs, where third-party investors may have less ability to influence operations, the equity method of accounting is considered if Legg Mason's ownership is greater than 3%. Changes in the fair value of proprietary fund products classified as trading or equity method investments are recognized in Other Non-Operating Income (Expense) on the Consolidated Statements of Income (Loss).

Legg Mason generally redeems its investment in proprietary fund products when the related product establishes a sufficient track record, when third-party investments in the related product are sufficient to sustain the strategy, or a decision is made to no longer pursue the strategy. The length of time Legg Mason holds a majority interest in a product varies based on a number of factors, such as market demand, market conditions and investment performance.

See Notes 3 and 17 for additional information regarding Legg Mason's seed capital investments and the determination of whether investments in proprietary fund products represent VIEs, respectively.

For equity investments where Legg Mason does not control the investee, and where it is not the primary beneficiary of a VIE, but can exert significant influence over the financial and operating policies of the investee, Legg Mason follows the equity method of accounting. The evaluation of whether Legg Mason can exert control or significant influence over the financial and operational policies of an investee requires significant judgment

based on the facts and circumstances surrounding each individual investment. Factors considered in these evaluations may include investor voting or other rights, any influence Legg Mason may have on the governing board of the investee, the legal rights of other investors in the entity pursuant to the fund's operating documents and the relationship between Legg Mason and other investors in the entity. Substantially all of Legg Mason's equity method investees are investment companies which record their underlying investments at fair value. Therefore, under the equity method of accounting, Legg Mason's share of the investee's underlying net income or loss predominantly represents fair value adjustments in the investments held by the equity method investee. Legg Mason's share of the investee's net income or loss is based on the most current information available and is recorded as a net gain (loss) on investments within Non-Operating Income (Expense). A significant portion of earnings (losses) attributable to Legg Mason's equity method investments has offsetting compensation expense adjustments under revenue sharing agreements and deferred compensation arrangements, therefore, fluctuations in the market value of these investments will not have a material impact on Net Income (Loss) Attributable to Legg Mason, Inc.

Legg Mason also holds debt and marketable equity investments which are classified as available-for-sale, held-to-maturity or trading. Debt and marketable equity securities classified as available-for-sale are reported at fair value and resulting unrealized gains and losses are reflected in stockholders' equity, noncontrolling interests, and comprehensive income (loss), net of applicable income taxes. Debt securities, for which there is positive intent and ability to hold to maturity, are classified as held-to-maturity and are recorded at amortized cost. Amortization of discount or premium is recorded under the interest method and is included in interest income. Certain investment securities, including those held by CIVs, are classified as trading securities. These investments are recorded at fair value and unrealized gains and losses are included in current period earnings. Realized gains and losses for all investments are included in current period earnings.

Equity and fixed income securities classified as trading or available-for-sale are valued using closing market prices for listed instruments or broker price quotations, when available. Fixed income securities may also be valued using valuation models and estimates based on spreads to actively traded benchmark debt instruments with readily available market prices.

Legg Mason evaluates its non-trading investment securities for "other-than-temporary" impairment. Impairment may exist when the fair value of an investment security has

been below the adjusted cost for an extended period of time. If an "other-than-temporary" impairment is determined to exist, the amount of impairment that relates to credit losses is recognized as a charge to income. As of March 31, 2014, 2013 and 2012, the amount of temporary unrealized losses for investment securities not recognized in income was not material.

For investments in illiquid or privately-held securities for which market prices or quotations may not be readily available, including certain investments held by CIVs, management estimates the value of the securities using a variety of methods and resources, including the most current available financial information for the investment and the industry.

In addition to the financial instruments described above and the derivative instruments and CLO loans, bonds and debt, described below, other financial instruments that are carried at fair value or amounts that approximate fair value include Cash and cash equivalents and Short-term borrowings. The fair values of Long-term debt at March 31, 2014 and 2013, aggregated \$1,135,103 and \$1,206,166, respectively. These fair values were estimated using publicly quoted market prices or discounted cash flow analyses, as appropriate, and were classified as Level 2 in the fair value hierarchy, as described below.

### **Derivative Instruments**

The fair values of derivative instruments are recorded as assets or liabilities on the Consolidated Balance Sheets. Legg Mason has used foreign exchange forwards and interest rate swaps to hedge the risk of movement in exchange rates or interest rates on financial assets and liabilities on a limited basis. Also, Legg Mason has used futures contracts on index funds to hedge the market risk of certain seed capital investments. In addition, certain CIVs use derivative instruments. However, there is no risk to Legg Mason in relation to the derivative assets and liabilities of the CIVs in excess of its investment in the funds, if any.

Legg Mason has not designated any financial instruments for hedge accounting, as defined in the accounting literature, during the periods presented. The gains or losses on derivative instruments not designated for hedge accounting are included as Other income (expense) or Other Non-Operating Income (Expense) in the Consolidated Statements of Income (Loss), with the exception of gains and losses on derivative instruments of CIVs, which are recorded as Other non-operating income (loss) of consolidated investment vehicles, net, in the Consolidated Statements of Income (Loss).

## Fair Value Measurements

Accounting guidance for fair value measurements defines fair value and establishes a framework for measuring fair value. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Under accounting guidance, a fair value measurement should reflect all of the assumptions that market participants would use in pricing the asset or liability, including assumptions about the risk inherent in a particular valuation technique, the effect of a restriction on the sale or use of an asset, and the risk of non-performance.

The objective of fair value accounting measurements is to reflect, at the date of the financial statements, how much an asset would be sold for in an orderly transaction (as opposed to a distressed or forced transaction) under current market conditions. Specifically, it requires the use of judgment to ascertain if a formerly active market has become inactive and in determining fair values when markets have become inactive. This accounting guidance also relates to other-than-temporary impairments and is intended to bring greater consistency to the timing of impairment recognition. It is also intended to provide greater clarity to investors about the credit and noncredit components of impaired debt securities that are not expected to be sold. The guidance also requires timely disclosures regarding expected cash flows, credit losses, and an aging of securities with unrealized losses.

Fair value accounting guidance also establishes a hierarchy that prioritizes the inputs for valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs.

Legg Mason's financial instruments are measured and reported at fair value and are classified and disclosed in one of the following categories:

Level 1—Financial instruments for which prices are quoted in active markets, which, for Legg Mason, include investments in publicly traded mutual funds with quoted market prices and equities listed in active markets.

Level 2—Financial instruments for which: prices are quoted for similar assets and liabilities in active markets; prices are quoted for identical or similar assets in inactive markets; or prices are based on observable inputs, other than quoted prices, such

as models or other valuation methodologies. For Legg Mason, this category may include fixed income securities and certain proprietary fund products. This category also includes CLO loans and derivative liabilities of a CIV.

Level 3—Financial instruments for which values are based on unobservable inputs, including those for which there is little or no market activity. This category includes investments in partnerships, limited liability companies, private equity funds and CLO debt of a CIV. This category may also include certain proprietary fund products with redemption restrictions.

The valuation of an asset or liability may involve inputs from more than one level of the hierarchy. The level in the fair value hierarchy in which a fair value measurement falls in its entirety is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

Certain proprietary fund products and investments held by CIVs are valued at net asset value ("NAV") determined by the applicable fund administrator. These funds are typically invested in exchange traded investments with observable market prices. Their valuations may be classified as Level 1, Level 2 or Level 3 based on whether the fund is exchange traded, the frequency of the related NAV determinations and the impact of redemption restrictions. For investments in illiquid and privately-held securities (private equity and investment partnerships) for which market prices or quotations may not be readily available, including certain investments held by CIVs, management must estimate the value of the securities using a variety of methods and resources, including the most current available financial information for the investment and the industry to which it applies in order to determine fair value. These valuation processes for illiquid and privately-held securities inherently require management's judgment and are therefore classified in Level 3.

The fair values of CLO loans and bonds are determined based on prices from well-recognized third-party pricing services that utilize available market data and are therefore classified as Level 2. Legg Mason has established controls designed to assess the reasonableness of the prices provided. The fair value of CLO debt is valued using a discounted cash flow methodology. Inputs used to determine the expected cash flows include assumptions about forecasted default and recovery rates that a market participant would use in determining the fair value of the CLO's underlying collateral assets. Given the significance of the unobservable inputs to the fair value measurement, the CLO debt valuation is classified as Level 3.

Exchange traded options are valued using the last sale price or, in the absence of a sale, the last offering price. Options traded over the counter are valued using dealer supplied valuations. Options are classified as Level 1. Futures contracts are valued at the last settlement price at the end of each day on the exchange upon which they are traded and are classified as Level 1.

As a practical expedient, Legg Mason relies on the NAV of certain investments, classified as Level 2 or Level 3, as their fair value. The NAVs that have been provided by investees are derived from the fair values of the underlying investments as of the reporting date.

Any transfers between categories are measured at the beginning of the period.

See Note 3 for additional information regarding fair value measurements.

### **Fair Value Option**

Legg Mason has elected the fair value option for certain eligible assets and liabilities, including corporate loans and debt, of a CLO it is consolidating (see Note 17). Management believes that the use of the fair value option mitigates the impact of certain timing differences and better matches the changes in fair value of assets and liabilities related to the CLO. Unrealized gains and losses on assets and liabilities for which the fair value option has been elected are reported in earnings. The decision to elect the fair value option is determined on an instrument by instrument basis, must be applied to an entire instrument, and is irrevocable once elected. Assets and liabilities which are measured at fair value pursuant to the fair value option are included in the assets and liabilities of consolidated investment vehicles in the Consolidated Balance Sheets. At this time, the Company has not elected to apply the fair value option to any of its other financial instruments.

### **Appropriated Retained Earnings**

Upon the election of the fair value option for eligible assets and liabilities of the CLO described above, Legg Mason recorded a cumulative effect adjustment to Appropriated retained earnings for consolidated investment vehicle on the Consolidated Balance Sheets equal to the difference between the fair values of the CLO's assets and liabilities. This difference is recorded as "Appropriated retained earnings for consolidated investment vehicle" because the investors in the CLO, not Legg Mason shareholders, will ultimately realize any benefits or losses associated with the CLO. Changes in the fair values of the CLO assets and liabilities are recorded as Net income (loss) attributable to noncontrolling interests in the Consolidated Statements of Income (Loss) and Appropriated retained earnings

for consolidated investment vehicle in the Consolidated Balance Sheets. At March 31, 2014, the CLO is in the final stage of liquidation, and the fair value of its assets and liabilities are substantially equal, and there is no Appropriated retained earnings.

### **Fixed Assets**

Fixed assets primarily consist of equipment, software and leasehold improvements. Equipment consists primarily of communications and technology hardware and furniture and fixtures. Software includes both purchased software and internally developed software. Fixed assets are reported at cost, net of accumulated depreciation and amortization. Depreciation and amortization are determined by use of the straight-line method. Equipment is depreciated over the estimated useful lives of the assets, generally ranging from three to eight years. Software is amortized over the estimated useful lives of the assets, which are generally three years. Leasehold improvements are amortized or depreciated over the initial term of the lease unless options to extend are likely to be exercised. Maintenance and repair costs are expensed as incurred. Internally developed software is reviewed periodically to determine if there is a change in the useful life, or if an impairment in value may exist. If impairment is deemed to exist, the asset is written down to its fair value or is written off if the asset is determined to no longer have any value.

### **Intangible Assets and Goodwill**

Legg Mason's identifiable intangible assets consist principally of asset management contracts, contracts to manage proprietary mutual funds or funds-of-hedge funds, and trade names resulting from acquisitions. Intangible assets are amortized over their estimated useful lives, using the straight-line method, unless the asset is determined to have an indefinite useful life. Asset management contracts are amortizable intangible assets that are capitalized at acquisition and amortized over the expected life of the contract. The value of contracts to manage assets in proprietary mutual funds or funds-of-hedge funds and the value of trade names are classified as indefinite-life intangible assets. The assignment of indefinite lives to proprietary fund contracts is based upon the assumption that there is no foreseeable limit on the contract period to manage proprietary funds due to the likelihood of continued renewal at little or no cost. The assignment of indefinite lives to trade names is based on the assumption that they are expected to generate cash flows indefinitely.

Goodwill represents the residual amount of acquisition cost in excess of identified tangible and intangible assets and assumed liabilities. Indefinite-life intangible assets

and goodwill are not amortized for financial statement purposes. Given the relative significance of intangible assets and goodwill to the Company's consolidated financial statements, on a quarterly basis Legg Mason considers if triggering events have occurred that may indicate that the fair values have declined below their respective carrying amounts. Triggering events may include significant adverse changes in the Company's business, legal or regulatory environment, loss of key personnel, significant business dispositions, or other events, including changes in economic arrangements with our affiliates that will impact future operating results. If a triggering event has occurred, the Company will perform quantitative tests, which include critical reviews of all significant factors and assumptions, to determine if any intangible assets or goodwill are impaired. Legg Mason considers factors such as projected cash flows and revenue multiples, to determine whether the value of the assets is impaired and the indefinite-life assumptions are appropriate. If an asset is impaired, the difference between the value of the asset reflected on the consolidated financial statements and its current fair value is recognized as an expense in the period in which the impairment is determined. If a triggering event has not occurred, the Company performs quantitative tests annually at December 31, for indefinite-life intangible assets and goodwill, unless the Company can qualitatively conclude that it is more likely than not that the respective fair values exceed the related carrying values. The fair values of intangible assets subject to amortization are considered for impairment at each reporting period using an undiscounted cash flow analysis. For intangible assets with indefinite lives, fair value is determined from a market participant's perspective based on projected discounted cash flows, which take into consideration estimates of future fees, profit margins, growth rates, taxes, and discount rates. Proprietary fund contracts that are managed and operated as a single unit and meet other criteria may be aggregated for impairment testing. Goodwill is evaluated at the reporting unit level, and is considered for impairment when the carrying value of the reporting unit exceeds the implied fair value of the reporting unit. In estimating the implied fair value of the reporting unit, Legg Mason uses valuation techniques principally based on discounted projected cash flows and EBITDA multiples, similar to techniques employed in analyzing the purchase price of an acquisition. Goodwill is deemed to be recoverable at the reporting unit level, which is also the operating segment level that Legg Mason defines as the Global Asset Management segment. This results from the fact that the chief operating decision maker, Legg Mason's Chief Executive Officer, regularly receives discrete financial information

at the consolidated Global Asset Management business level and does not regularly receive discrete financial information, such as operating results, at any lower level, such as the asset management affiliate level. Allocations of goodwill for management restructures, acquisitions and dispositions are based on relative fair values of the respective businesses restructured, added to or sold from the divisions.

See Note 5 for additional information regarding intangible assets and goodwill and Note 16 for additional business segment information.

### **Translation of Foreign Currencies**

Assets and liabilities of foreign subsidiaries that are denominated in non-U.S. dollar functional currencies are translated at exchange rates as of the Consolidated Balance Sheet dates. Revenues and expenses are translated at average exchange rates during the period. The gains or losses resulting from translating foreign currency financial statements into U.S. dollars are included in stockholders' equity and comprehensive income (loss). Gains or losses resulting from foreign currency transactions are included in Net Income (Loss).

### **Investment Advisory Fees**

Legg Mason earns investment advisory fees on assets in separately managed accounts, investment funds, and other products managed for Legg Mason's clients. These fees are primarily based on predetermined percentages of the market value of the assets under management ("AUM"), are recognized over the period in which services are performed and may be billed in advance of the period earned based on AUM at the beginning of the billing period in accordance with the related advisory contracts. Revenue associated with advance billings is deferred and included in Other (current) liabilities in the Consolidated Balance Sheets and is recognized over the period earned. Performance fees may be earned on certain investment advisory contracts for exceeding performance benchmarks on a relative or absolute basis, depending on the product, and are recognized at the end of the performance measurement period. Accordingly, neither advanced billings nor performance fees are subject to reversal. The largest portion of performance fees are earned based on 12-month performance periods that end in differing quarters during the year, with a portion also based on quarterly performance periods.

Legg Mason has responsibility for the valuation of AUM, substantially all of which is based on observable market data from independent pricing services, fund accounting agents, custodians or brokers.

### **Distribution and Service Fees Revenue and Expense**

Distribution and service fees represent fees earned from funds to reimburse the distributor for the costs of marketing and selling fund shares and servicing proprietary funds and are generally determined as a percentage of client assets. Reported amounts also include fees earned from providing client or shareholder servicing, including record keeping or administrative services to proprietary funds. Distribution fees earned on company-sponsored investment funds are reported as revenue. When Legg Mason enters into arrangements with broker-dealers or other third parties to sell or market proprietary fund shares, distribution and servicing expense is accrued for the amounts owed to third parties, including finders' fees and referral fees paid to unaffiliated broker-dealers or introducing parties. Distribution and servicing expense also includes payments to third parties for certain shareholder administrative services and sub-advisory fees paid to unaffiliated asset managers.

### **Deferred Sales Commissions**

Commissions paid to financial intermediaries in connection with sales of certain classes of company-sponsored mutual funds are capitalized as deferred sales commissions. The asset is amortized over periods not exceeding six years, which represent the periods during which commissions are generally recovered from distribution and service fee revenues and from contingent deferred sales charges ("CDSC") received from shareholders of those funds upon redemption of their shares. CDSC receipts are recorded as distribution and service fee revenue when received and a reduction of the unamortized balance of deferred sales commissions, with a corresponding expense.

Management periodically tests the deferred sales commission asset for impairment by reviewing the changes in value of the related shares, the relevant market conditions and other events and circumstances that may indicate an impairment in value has occurred. If these factors indicate an impairment in value, management compares the carrying value to the estimated undiscounted cash flows expected to be generated by the asset over its remaining life. If management determines that the deferred sales commission asset is not fully recoverable, the asset will be deemed impaired and a loss will be recorded in the amount by which the recorded amount of the asset exceeds its estimated fair value. For the years ended March 31, 2014, 2013 and 2012, no impairment charges were recorded. Deferred sales commissions, included in Other non-current assets in the Consolidated Balance Sheets, were \$8,031 and \$8,259 at March 31, 2014 and 2013, respectively.

### **Income Taxes**

Deferred income taxes are provided for the effects of temporary differences between the tax basis of an asset or liability and its reported amount in the financial statements. Deferred income tax assets are subject to a valuation allowance if, in management's opinion, it is more likely than not that these benefits will not be realized. Legg Mason's deferred income taxes principally relate to net operating loss and other carryforward benefits, business combinations, amortization of intangible assets and accrued compensation.

Under applicable accounting guidance, a tax benefit should only be recognized if it is more likely than not that the position will be sustained based on its technical merits. A tax position that meets this threshold is measured as the largest amount of benefit that has a greater than 50% likelihood of being realized upon settlement by the appropriate taxing authority having full knowledge of all relevant information.

The Company's accounting policy is to classify interest related to tax matters as interest expense and related penalties, if any, as other operating expense.

See Note 7 for additional information regarding income taxes.

### **Loss Contingencies**

Legg Mason accrues estimates for loss contingencies related to legal actions, investigations, and proceedings, exclusive of legal fees, when it is probable that a liability has been incurred and the amount of loss can be reasonably estimated. Related insurance recoveries are recorded separately when the underwriter has confirmed coverage of a specific claim amount. See Note 8 for additional information.

### **Stock-Based Compensation**

Legg Mason's stock-based compensation includes stock options, an employee stock purchase plan, market-based performance shares payable in common stock, restricted stock awards and units, management equity plans for certain affiliates and deferred compensation payable in stock. Under its stock compensation plans, Legg Mason issues equity awards to directors, officers, and other key employees.

In accordance with the applicable accounting guidance, compensation expense includes costs for all non-vested share-based awards classified as equity at their grant date fair value amortized over the respective vesting periods on the straight-line method. Legg Mason determines the fair value of stock options and affiliate management equity plan grants using the Black-Scholes option-pricing model, with the exception of market-based performance grants, which are



valued with a Monte Carlo option-pricing model. See “Other Developments” below and Note 11 for additional information regarding stock-based compensation.

### **Earnings Per Share**

Basic earnings per share attributable to Legg Mason, Inc. common shareholders (“EPS”) is calculated by dividing Net Income (Loss) Attributable to Legg Mason, Inc. by the weighted-average number of shares outstanding. The calculation of weighted-average shares includes common shares, shares exchangeable into common stock and certain unvested share-based payment awards that are considered participating securities because they contain nonforfeitable rights to dividends. Diluted EPS is similar to basic EPS, but adjusts for the effect of potential common shares unless they are antidilutive. For periods with a net loss, potential common shares are considered antidilutive. See Note 12 for additional discussion of EPS.

### **Restructuring Costs**

In May 2010, Legg Mason’s management committed to a plan to streamline its business model as further described in Note 15. The streamlining initiative was completed as of March 31, 2012. The costs associated with this initiative primarily related to employee termination benefits, incentives to retain employees during the transition period, charges for consolidating leased office space, and contract termination costs. Termination benefits, including severance and retention incentives, were recorded as Transition-related compensation in the Consolidated Statements of Income (Loss). These compensation items required employees to provide future service and were therefore expensed ratably over the required service period. Contract termination and other costs were expensed when incurred.

As further discussed in Note 2, in March 2014, Legg Mason entered into a definitive agreement to acquire QS Investors Holdings, LLC (“QS Investors”). Legg Mason plans to integrate its two existing affiliates, Batterymarch Financial Management, Inc. (“Batterymarch”) and Legg Mason Global Asset Allocation, LLC (“LMGAA”) into QS Investors over time to leverage the best aspects of each subsidiary. The costs anticipated with this integration primarily relate to employee termination benefits, including severance and retention incentives, which are recorded as Compensation and benefits in the Consolidated Statements of Income (Loss). See Note 2 for additional information.

### **Other Developments**

In conjunction with the December 2012 modification of employment and other arrangements with certain employees of its subsidiary, The Permal Group, Ltd (“Permal”), Legg Mason completed implementation of a

management equity plan during the quarter ended June 30, 2013. On March 31, 2014, a similar management equity plan was implemented by Legg Mason for certain employees of ClearBridge Investments, LLC (“ClearBridge”). The plans better align the interests of each affiliate’s management with those of Legg Mason and its shareholders, and provide for, among other things, higher margins at specified higher revenue levels. The management equity plans entitle certain key employees of each affiliate to participate in 15% of the future growth, if any, of the respective affiliates’ enterprise value (subject to appropriate discounts) subsequent to the date of grant. Current and future grants under the plans vest 20% annually for five years, over which the related grant-date fair values will be recognized as Compensation expense in the Consolidated Statements of Income. Once vested, plan units can be put to Legg Mason for settlement at fair value, beginning one year after the holder terminates their employment. Legg Mason can also call plan units, generally post employment, for settlement at fair value. Changes in control of Legg Mason or either affiliate do not impact vesting, settlement or other provisions of the units. However, upon sale of substantially all of the affiliate’s assets, the vesting of the respective units would accelerate and participants would receive a fair value payment in respect of their interests under the plan. Future grants of additional plan units will dilute the participation of existing outstanding units in 15% of the future growth of the respective affiliates’ enterprise value, if any, subsequent to the related future grant date, for which additional compensation expense would be incurred. Further, future grants under either plan will not entitle the plan participants, collectively, to more than an aggregate 15% of the future growth of the respective affiliate’s enterprise value. Upon vesting, the grant-date fair value of vested plan units will be reflected in the Consolidated Balance Sheets as redeemable noncontrolling interests through an adjustment to additional paid-in capital. Thereafter, redeemable noncontrolling interests will continue to be adjusted to the ultimate maximum estimated redemption value over the expected term, through retained earnings adjustments. See Note 11 for additional information.

### **Noncontrolling Interests**

For CIVs with third-party investors, the related noncontrolling interests are classified as redeemable noncontrolling interests if investors in these funds may request withdrawals at any time. Also included in redeemable noncontrolling interests are vested affiliate management equity plan units. There are no nonredeemable noncontrolling interests as of March 31, 2014 or 2013. As noted above, Net income (loss) attributable to noncontrolling interests in the Consolidated

Statements of Income (Loss) also includes Net income (loss) reclassified to Appropriated retained earnings for

consolidated investment vehicle in the Consolidated Balance Sheets.

Net income (loss) attributable to noncontrolling interests for the years ended March 31, 2014, 2013 and 2012, included the following amounts:

	2014	2013	2012
Net income attributable to redeemable noncontrolling interests	<b>\$ 1,881</b>	\$ 971	\$ 8,915
Net Income (loss) reclassified to Appropriated retained earnings for consolidated investment vehicle	<b>(4,829)</b>	(7,392)	1,299
<b>Total</b>	<b>\$(2,948)</b>	\$(6,421)	\$10,214

Redeemable noncontrolling interests as of and for the years ended March 31, 2014, 2013 and 2012, included the following amounts:

	2014	2013	2012
Balance, beginning of period	<b>\$21,009</b>	\$24,031	\$ 36,712
Net income attributable to redeemable noncontrolling interests	<b>1,881</b>	971	8,915
Net (redemptions/distributions paid to)/subscriptions received from noncontrolling interest holders	<b>20,438</b>	(3,993)	(21,596)
Management equity plan interests	<b>1,816</b>	—	—
<b>Balance, end of period</b>	<b>\$45,144</b>	\$21,009	\$ 24,031

## Recent Accounting Developments

In June 2013, the Financial Accounting Standards Board ("FASB") updated the guidance for investment company entities. The update clarifies the characteristics of an investment company, provides comprehensive guidance for assessing whether an entity is an investment company, requires an investment company to measure noncontrolling ownership interests in other investment companies at fair value rather than using the equity method, and requires additional disclosures. This update will be effective for Legg Mason in fiscal 2015. Legg Mason is currently evaluating its adoption and it is not expected to have a material impact on Legg Mason's consolidated financial statements.

In December 2013, the FASB ratified an Emerging Issues Task Force ("EITF") consensus that will update the guidance on measuring the financial assets and financial liabilities of consolidated collateralized financing entities. The update will require that an entity electing to apply the guidance should measure both the financial assets and financial liabilities using the fair value of the consolidated collateralized financing entity's financial assets or financial liabilities, whichever is more observable. Subject to formal issuance by the FASB, this update will also require certain disclosures by entities that apply its provisions and will be effective for Legg Mason in fiscal 2016, unless adopted earlier. Legg Mason is evaluating its adoption.

## 2. ACQUISITIONS

### Fauchier Partners Management, Limited

On March 13, 2013, Permal, a wholly-owned subsidiary of Legg Mason, completed the acquisition of all of the outstanding share capital of Fauchier Partners Management, Limited ("Fauchier"), a European based manager of funds-of-hedge funds, from BNP Paribas Investment Partners, S.A. in accordance with a Sale and Purchase Agreement ("SPA") entered into in December 2012. This transaction significantly expands Permal's institutional business, creating a global institutional capability across geographies and client profiles. At the time of acquisition, Fauchier managed assets of approximately \$5,400,000.

The initial purchase price was a cash payment of \$63,433, using the exchange rate between the British pound and U.S. dollar at the acquisition date, and was funded from existing cash resources. In addition, contingent consideration of up to approximately \$25,000 and approximately \$33,000 (using the exchange rate between the British pound and the U.S. dollar as of March 31, 2014) may be due on or about the second and fourth anniversaries of closing, respectively, dependent on achieving certain levels of revenue, net of distribution costs, and subject to a potential catch-up adjustment in the fourth anniversary payment for any second anniversary

payment shortfall. The contingent consideration liability established at closing had an acquisition date fair value of \$21,566, which represented the present value of the contingent consideration expected to be paid. As of March 31, 2014, the fair value of the contingent consideration liability was \$29,553, an increase of \$7,653 from March 31, 2013, with \$5,000 attributable to revised estimates of amounts that will be payable and \$2,653 attributable to changes in the exchange rate and interest amortization. The contingent consideration liability is included in Other liabilities in the Consolidated Balance Sheet. The increase in the contingent consideration liability due to revised estimates of amounts that will be payable was recorded in Other expenses in the Consolidated Statements of Income (Loss) for the year ended March 31, 2014. Legg Mason has executed currency forwards to economically hedge the risk of movements in the exchange rate between the U.S. dollar and the British pound in which the estimated contingent liability payment amounts are denominated. See Note 14 for additional information regarding derivatives and hedging.

Management estimated the fair values of the indefinite-life fund management contracts based upon discounted cash flow analyses, and the contingent consideration expected to be paid based upon probability-weighted revenue projections, using unobservable market data inputs, which are Level 3 measurements. As is typical with the acquisition of a portion of a business from a larger financial services firm with other related operations, Legg Mason expected some initial contraction in the acquired business. The significant assumptions used in these analyses at acquisition included projected annual cash flows, revenues and discount rates, are summarized as follows:

	Projected Cash Flow Growth Rates	Discount Rate
Indefinite-life fund management contracts	(35)% to 11% (weighted-average - 6%)	16.0%
	Projected Revenue Growth Rates	Discount Rate
Contingent consideration	(16)% to 3% (weighted-average - (5)%)	2.0%

The revised contingent consideration estimate at March 31, 2014, considers the higher level of Fauchier performance fees to date and includes various scenarios with net revenue growth rates ranging from 0% to 8% (weighted-average 2%) and a discount rate of 2.7%.

The Company has not presented pro forma combined results of operations for this acquisition because the results of operations as reported in the accompanying Consolidated Statements of Income (Loss) for the years ended March 31, 2013 or 2012, would not have been materially different. The financial results of Fauchier included in Legg Mason's consolidated financial results for the year ended March 31, 2014, include revenues of \$72,088. Fauchier operations have been integrated such that the related expenses are not readily identifiable.

A summary of the acquisition-date fair values of the assets acquired and liabilities assumed are as follows:

Cash	\$ 8,156
Receivables	12,174
Amortizable asset management contracts	2,865
Indefinite-life fund management contracts	65,126
Goodwill	28,983
Other current liabilities, net	(16,667)
Contingent consideration	(21,566)
Deferred tax liability	(15,638)
<b>Total net assets acquired</b>	<b>\$ 63,433</b>

The fair value of the amortizable asset management contracts is being amortized over a period of six years. None of the acquired intangible assets or goodwill are deductible for U.K. tax purposes.

### QS Investors, LLC

In March 2014, Legg Mason entered into a definitive agreement to acquire QS Investors, a customized solutions and global quantitative equities provider with approximately \$5,000,000 in AUM and nearly \$100,000,000 in assets under advisement as of March 31, 2014.

Legg Mason plans to integrate over time two existing affiliates, Batterymarch and LMGAA, into QS Investors to leverage the best capabilities of each entity. Legg Mason will pay an initial purchase price of \$11,000. In addition, contingent consideration of up to \$10,000 and \$20,000 may be due on or about the second and fourth anniversaries of closing, respectively, dependent on the achievement of certain net revenue targets, and subject to a potential catch-up adjustment in the fourth anniversary

payment for any second anniversary payment shortfall. The acquisition is expected to close in the first quarter of fiscal 2015.

In connection with the integration, Legg Mason expects to incur restructuring and transition costs of approximately \$35,000, primarily comprised of charges for employee related costs. Charges for restructuring and transition costs for the year ended March 31, 2014, were approximately \$2,500, which primarily represent costs for severance and retention incentives, recorded in Compensation and benefits in the Consolidated Statements of Income (Loss). Legg Mason expects that approximately \$30,000 of the remaining anticipated costs associated with the integration will be incurred in the year ending March 31, 2015.

### 3. INVESTMENTS AND FAIR VALUES OF ASSETS AND LIABILITIES

The disclosures below include details of Legg Mason's assets and liabilities that are measured at fair value, excluding the assets and liabilities of CIVs. See Note 17, Variable Interest Entities and Consolidation of Investment Vehicles, for information related to the assets and liabilities of CIVs that are measured at fair value.

Legg Mason has investments in debt and equity securities that are generally classified as trading as described in Note 1. Investments as of March 31, 2014 and 2013, are as follows:

	2014	2013
Investment securities:		
Current investments	<b>\$467,726</b>	\$371,080
Available-for-sale	<b>12,072</b>	12,400
Other <sup>(1)</sup>	<b>90</b>	99
<b>Total</b>	<b>\$479,888</b>	\$383,579

(1) Includes investments in private equity securities that do not have readily determinable fair values.

The net unrealized and realized gain (loss) for investment securities classified as trading was \$22,963, \$18,260 and \$(6,063) for fiscal 2014, 2013 and 2012, respectively.

Legg Mason's available-for-sale investments consist of mortgage backed securities, U.S. government and agency securities and equity securities. Gross unrealized gains and (losses) for investments classified as available-for-sale were \$203 and \$(451), respectively, as of March 31, 2014, and \$230 and \$(188), respectively, as of March 31, 2013.

Legg Mason uses the specific identification method to determine the cost of a security sold and the amount reclassified from accumulated other comprehensive income into earnings. The proceeds and gross realized gains and losses from sales and maturities of available-for-sale investments are as follows:

	Years Ended March 31,		
	2014	2013	2012
Available-for-sale:			
Proceeds	<b>\$4,306</b>	\$5,272	\$6,197
Gross realized gains	—	22	6
Gross realized losses	<b>(29)</b>	(43)	(25)

Legg Mason had no investments classified as held-to-maturity as of March 31, 2014 and 2013.

The fair values of financial assets and (liabilities) of the Company were determined using the following categories of inputs:

	As of March 31, 2014			Total
	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<b>ASSETS:</b>				
Cash equivalents <sup>(1)</sup> :				
Money market funds	\$456,631	\$ —	\$ —	\$ 456,631
Time deposits and other	—	106,226	—	106,226
Total cash equivalents	456,631	106,226	—	562,857
Current investments:				
Trading investments relating to long-term incentive compensation plans <sup>(2)</sup>	109,648	—	—	109,648
Trading investments of proprietary fund products and other trading investments <sup>(3)</sup>	260,251	75,015	190	335,456
Equity method investments relating to long-term incentive compensation plans, proprietary fund products and other investments <sup>(4)(5)</sup>	8,497	14,125	—	22,622
Total current investments	378,396	89,140	190	467,726
Available-for-sale investment securities <sup>(6)</sup>	2,048	10,024	—	12,072
Investments in partnerships, LLCs and other <sup>(6)</sup>	—	2,878	21,586	24,464
Equity method investments in partnerships and LLCs <sup>(4)(6)</sup>	—	—	62,973	62,973
Derivative assets:				
Currency and market hedges	3,584	—	—	3,584
Other investments <sup>(6)</sup>	—	—	90	90
Total	\$840,659	\$208,268	\$ 84,839	\$1,133,766
<b>LIABILITIES:</b>				
Contingent consideration liability <sup>(7)</sup>	\$ —	\$ —	\$(29,553)	\$ (29,553)
Derivative liabilities:				
Currency and market hedges	(2,335)	—	—	(2,335)
<b>Total</b>	<b>\$ (2,335)</b>	<b>\$ —</b>	<b>\$(29,553)</b>	<b>\$ (31,888)</b>

	As of March 31, 2013			
	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
<b>ASSETS:</b>				
Cash equivalents <sup>(1)</sup> :				
Money market funds	\$485,776	\$ —	\$ —	\$ 485,776
Time deposits and other	—	177,471	—	177,471
Total cash equivalents	485,776	177,471	—	663,247
Current investments:				
Trading investments relating to long-term incentive compensation plans <sup>(2)</sup>	86,583	—	—	86,583
Trading investments of proprietary fund products and other trading investments <sup>(3)</sup>	158,846	69,064	246	228,156
Equity method investments relating to long-term incentive compensation plans, proprietary fund products and other investments <sup>(4)(5)</sup>	12,600	43,741	—	56,341
Total current investments	258,029	112,805	246	371,080
Available-for-sale investment securities <sup>(6)</sup>	2,034	10,354	12	12,400
Investments in partnerships, LLCs and other <sup>(6)</sup>	761	2,620	27,762	31,143
Equity method investments in partnerships and LLCs <sup>(4)(6)</sup>	1,518	924	66,338	68,780
Derivative assets:				
Currency and market hedges	1,939	—	—	1,939
Other investments <sup>(6)</sup>	—	—	99	99
<b>Total</b>	<b>\$750,057</b>	<b>\$304,174</b>	<b>\$ 94,457</b>	<b>\$1,148,688</b>
<b>LIABILITIES:</b>				
Contingent consideration liability <sup>(7)</sup>	\$ —	\$ —	\$(21,900)	\$ (21,900)
Derivative liabilities:				
Currency and market hedges	(781)	—	—	(781)
<b>Total</b>	<b>\$ (781)</b>	<b>\$ —</b>	<b>\$(21,900)</b>	<b>\$ (22,681)</b>

(1) Cash equivalents include highly liquid investments with original maturities of 90 days or less. Cash investments in actively traded money market funds are measured at NAV and are classified as Level 1. Cash investments in time deposits and other are measured at amortized cost, which approximates fair value because of the short time between the purchase of the instrument and its expected realization, and are classified as Level 2.

(2) Primarily mutual funds where there is minimal market risk to the Company as any change in value is primarily offset by an adjustment to compensation expense and related deferred compensation liability.

(3) Trading investments of proprietary fund products and other trading investments consist of approximately 53% and 47% in equity and debt securities, respectively, as of March 31, 2014, and approximately 49% and 51% in equity and debt securities, respectively, as of March 31, 2013.

(4) Substantially all of Legg Mason's equity method investments are investment companies which record their underlying investments at fair value. Fair value is measured using Legg Mason's share of the investee's underlying net income or loss, which is predominately representative of fair value adjustments in the investments held by the equity method investee.

(5) Includes investments under the equity method (which approximate fair value) relating to long-term incentive compensation plans of \$14,125 and \$43,741 as of March 31, 2014 and 2013, respectively, and proprietary fund products and other investments of \$8,497 and \$12,600 as of March 31, 2014 and 2013, respectively, which are classified as Investment securities on the Consolidated Balance Sheets.

(6) Amounts are included in Other non-current assets on the Consolidated Balance Sheets for each of the periods presented.

(7) See Note 2.

Proprietary fund products include seed capital investments made by Legg Mason to fund new investment strategies and products. Legg Mason had investments in proprietary fund products which totaled \$405,918 and \$304,713, as of March 31, 2014 and 2013, respectively, which are substantially comprised of investments in 46 funds and 39 funds as of March 31, 2014 and 2013, respectively, that are individually greater than \$1,000 and together comprise over 90% of the seed capital investment total in each

period. See Note 1 for additional information regarding seed capital investments.

Substantially all of the above financial instruments where valuation methods rely on other than observable market inputs as a significant input utilize the equity method, the cost method, or NAV practical expedient discussed below, such that measurement uncertainty has little relevance.

The changes in financial assets and (liabilities) measured at fair value using significant unobservable inputs (Level 3) for the years ended March 31, 2014 and 2013, are presented in the tables below:

	Value as of March 31, 2013	Purchases	Sales	Redemptions/ Settlements/ Other	Transfers	Realized and Unrealized Gains/ (Losses), Net	Value as of March 31, 2014
<b>ASSETS:</b>							
Trading investments of proprietary fund products and other trading investments	\$ 246	\$ 1	\$ —	\$ (77)	\$ —	\$ 20	\$ 190
Investments in partnerships, LLCs and other	27,762	—	(731)	(4,869)	—	(576)	21,586
Equity method investments in partnerships and LLCs	66,338	5,154	(750)	(9,258)	—	1,489	62,973
Other investments	111	—	(12)	—	—	(9)	90
	\$ 94,457	\$5,155	\$(1,493)	\$(14,204)	\$ —	\$ 924	\$ 84,839
<b>LIABILITIES:</b>							
Contingent consideration liability	\$(21,900)	\$ —	\$ —	\$ —	\$ —	\$(7,653)	\$(29,553)

	Value as of March 31, 2012	Purchases	Sales	Redemptions/ Settlements/ Other	Transfers	Realized and Unrealized Gains/ (Losses), Net	Value as of March 31, 2013
<b>ASSETS:</b>							
Trading investments of proprietary fund products and other trading investments	\$ —	\$ 246	\$ —	\$ —	\$ —	\$ —	\$ 246
Equity method investments in proprietary fund products	11,778	—	—	(11,705)	—	(73)	—
Investments in partnerships, LLCs and other	28,763	—	(970)	(1,014)	—	983	27,762
Equity method investments in partnerships and LLCs	166,438	2,827	(2,268)	(117,411)	—	16,752	66,338
Other investments	124	—	—	—	—	(13)	111
	\$207,103	\$ 3,073	\$(3,238)	\$(130,130)	\$ —	\$17,649	\$ 94,457
<b>LIABILITIES:</b>							
Contingent consideration liability	\$ —	\$(21,566)	\$ —	\$ —	\$ —	\$(334)	\$(21,900)

Realized and unrealized gains and losses recorded for Level 3 investments are primarily included in Other Non-Operating Income (Expense) on the Consolidated Statements of Income (Loss). The change in unrealized losses for Level 3 investments and liabilities still held at the reporting date was \$5,210 and \$1,229 for the years ended March 31, 2014 and 2013, respectively. Also,

included in realized and unrealized losses, net, for the year ended March 31, 2014, is the change in the fair value of the contingent consideration liability.

There were no significant transfers between Level 1 and Level 2 during the years ended March 31, 2014 and 2013.

As a practical expedient, Legg Mason relies on the NAV of certain investments as their fair value. The NAVs that have been provided by the investees have been derived from the fair values of the underlying investments as of the respective reporting dates. The following table summarizes, as of March 31, the nature of these investments and any related liquidation restrictions or other factors which may impact the ultimate value realized:

Category of Investment	Investment Strategy	Fair Value Determined Using NAV		As of March 31, 2014	
		March 31, 2014	March 31, 2013	Unfunded Commitments	Remaining Term
Funds-of-hedge funds	Global macro, fixed income, long/short equity, natural resources, systematic, emerging market, European hedge	\$34,771 <sup>(1)</sup>	\$38,811 <sup>(1)</sup>	n/a	n/a
Hedge funds	Fixed income—developed market, event driven, fixed income—hedge, relative value arbitrage, European hedge	19,461	24,716	\$20,000	n/a
Private equity funds	Long/short equity	22,759 <sup>(2)</sup>	23,763 <sup>(2)</sup>	5,575	Up to 9 years
Other	Various	2,434	2,408	n/a	Various <sup>(3)</sup>
<b>Total</b>		<b>\$79,425<sup>(4)</sup></b>	<b>\$89,698<sup>(4)</sup></b>	<b>\$25,575</b>	

n/a—not applicable

(1) 40% monthly redemption and 60% quarterly redemption as of March 31, 2014. 49% monthly redemption and 51% quarterly redemption as of March 31, 2013. Any remaining lockup expired in June 2013.

(2) Liquidations are expected over the remaining term.

(3) Of this balance, 10% has a remaining term of less than one year and 90% has a remaining term of 19 years.

(4) Comprised of approximately 31% and 69% of Level 2 and Level 3 assets, respectively, as of March 31, 2014 and 32% and 68% of Level 2 and Level 3 assets, respectively, as of March 31, 2013.

There are no current plans to sell any of these investments held as of March 31, 2014.

#### 4. FIXED ASSETS

The following table reflects the components of fixed assets as of March 31:

	2014	2013
Equipment	\$ 147,663	\$ 152,065
Software	249,368	227,739
Leasehold improvements	209,747	222,260
Total cost	606,778	602,064
Less: accumulated depreciation and amortization	(417,537)	(400,245)
Fixed assets, net	\$ 189,241	\$ 201,819

Depreciation and amortization expense related to fixed assets was \$50,531, \$73,829 and \$74,221 for fiscal 2014, 2013 and 2012, respectively, and includes accelerated depreciation and amortization of \$2,542 in fiscal 2014,

primarily related to various corporate initiatives, \$21,020 in fiscal 2013, related to an initiative to reduce space requirements, and \$10,256 in fiscal 2012, related to our business streamlining initiative.

#### 5. INTANGIBLE ASSETS AND GOODWILL

Goodwill and indefinite-life intangible assets are not amortized, and the values of other identifiable intangible assets are amortized over their useful lives, unless the assets are determined to have indefinite useful lives. Goodwill and indefinite-life intangible assets are analyzed to determine if the fair value of the assets exceeds the book value. Intangible assets subject to amortization are considered for impairment at each reporting period. If the fair value is less than the book value, Legg Mason will record an impairment charge.



The following table reflects the components of intangible assets as of:

	March 31, 2014	March 31, 2013
<b>Amortizable asset management contracts</b>		
Cost	\$ 207,224	\$ 208,651
Accumulated amortization	(197,255)	(186,324)
Net	<b>9,969</b>	22,327
<b>Indefinite-life intangible assets</b>		
U.S. domestic mutual fund management contracts	<b>2,106,351</b>	2,106,351
Permal/Fauchier funds-of-hedge fund management contracts	<b>698,104</b>	692,133
Other fund management contracts	<b>304,549</b>	303,951
Trade names	<b>52,800</b>	52,800
	<b>3,161,804</b>	3,155,235
Intangible assets, net	<b>\$3,171,773</b>	\$3,177,562

The change in indefinite-life intangible assets is attributable to the impact of foreign currency translation. Legg Mason completed its annual impairment testing process of goodwill and indefinite-life intangible assets and determined that there was no impairment in the value of these assets as of December 31, 2013. As a result of uncertainty regarding future market conditions and economic results, assessing the fair value of the reporting unit and intangible assets requires management to exercise significant judgment. The current assessed fair value of the indefinite-life domestic mutual funds contracts asset related to the Citigroup Asset Management ("CAM") acquisition exceeds the carrying value by approximately 21%. The current assessed fair value of the indefinite-life funds-of-hedge funds contracts asset related to the Permal and Fauchier acquisitions exceeds the combined carrying values by approximately 10%. Should market performance, flows, or related assets under management levels decrease in the near term such that cash flow projections deviate from current projections, it is reasonably possible that the assets could be deemed to be impaired by a material amount. Legg Mason also determined that no triggering events occurred as of March 31, 2014 that would require further impairment testing.

As part of Legg Mason's annual impairment testing process as of December 31, 2012, the Company concluded that the carrying value of two significant indefinite-life fund management contract intangible assets and a trade name asset exceeded their respective fair

values, and the assets were impaired by an aggregate amount of \$734,000. The impairment charges resulted from a number of then current trends and factors. These factors resulted in a reduction of the projected cash flows and Legg Mason's overall assessment of fair value of the assets, such that the fair value of the domestic mutual fund management contracts asset, Permal funds-of-hedge fund management contracts asset, and Permal trade name declined below their carrying values, and accordingly were impaired by \$396,000, \$321,000, and \$17,000, respectively. Management estimated the fair values of the indefinite-life intangible assets based upon discounted cash flow analyses using unobservable market data inputs, which are Level 3 measurements. The significant assumptions used in these cash flow analyses as of December 31, 2012, included projected cash flows and discount rates, summarized as follows:

	Projected Cash Flow Growth Rates		
	Range	Weighted-Average	Discount Rates
Domestic mutual funds contracts asset	3% to 9%	6%	14.5%
Permal funds-of-hedge funds contracts and trade name assets	(1)% to 17%	8%	16.0%

Projected cash flow growth rates for these assets are most dependent on product investment performance, client AUM flows, and market conditions. Discount rates are influenced by changes in market conditions, as well as interest rates and other factors. Decreases in the projected cash flow growth rates and/or increases in the discount rates could result in lower fair value measurements and potential additional impairments that could be material.

As of March 31, 2014, amortizable asset management contracts are being amortized over a weighted-average remaining life of 3.2 years.

Estimated amortization expense for each of the next five fiscal years is as follows:

2015	\$3,381
2016	3,145
2017	2,479
2018	482
2019	482
Thereafter	—
<b>Total</b>	<b>\$9,969</b>

The change in the carrying value of goodwill is summarized below:

	Gross Book Value	Accumulated Impairment	Net Book Value
Balance as of March 31, 2012	\$2,436,945	\$(1,161,900)	\$1,275,045
Impact of excess tax basis amortization	(21,573)	—	(21,573)
Business acquisition (see Note 2)	28,983	—	28,983
Other, including changes in foreign exchange rates	(13,290)	—	(13,290)
Balance as of March 31, 2013	2,431,065	(1,161,900)	1,269,165
Impact of excess tax basis amortization	(21,675)	—	(21,675)
Other, including changes in foreign exchange rates	(6,967)	—	(6,967)
<b>Balance as of March 31, 2014</b>	<b>\$2,402,423</b>	<b>\$(1,161,900)</b>	<b>\$1,240,523</b>

Legg Mason recognizes the tax benefit of the amortization of excess tax basis related to the CAM acquisition. In accordance with accounting guidance for income taxes, the tax benefit is recorded as a reduction of goodwill and deferred tax liabilities as the benefit is realized.

## 6. SHORT-TERM BORROWINGS AND LONG-TERM DEBT

The disclosures below include details of Legg Mason's debt, excluding the debt of CIVs. See Note 17, Variable Interest Entities and Consolidation of Investment Vehicles, for information related to the debt of CIVs.

As of March 31, 2014 and 2013, Legg Mason had \$750,000 and \$500,000, respectively, of revolving credit facility capacity. Pursuant to a capital plan, in June 2012, Legg Mason entered into an unsecured credit agreement which provided for a \$500,000 revolving credit facility and a \$500,000 term loan, which was repaid in fiscal 2014, as further discussed below. The proceeds of the term loan were used to repay the \$500,000 of outstanding borrowings under the previous revolving credit facility,

which was then terminated. In January 2014, Legg Mason entered into a \$250,000 incremental borrowing credit facility, which was contemplated in, and is in addition to the \$500,000 revolving credit facility. Both revolving credit facilities expire in June 2017. The revolving credit facilities have interest rates of LIBOR plus 150 basis points and annual commitment fees of 20 basis points. The interest rates may change in the future based on changes in Legg Mason's credit ratings. These revolving credit facilities are available to fund working capital needs and for general corporate purposes. There were no borrowings outstanding under either of these facilities as of March 31, 2014 or 2013.

The revolving credit facilities have standard financial covenants, including a maximum net debt to EBITDA ratio (as defined in the documents) of 2.5 to 1 and minimum EBITDA to interest ratio (as defined in the documents) of 4.0 to 1. As of March 31, 2014, Legg Mason's net debt to EBITDA ratio was 1.2 to 1 and EBITDA to interest expense ratio was 12.5 to 1, and therefore, Legg Mason has maintained compliance with the applicable covenants.

The accreted value of long-term debt consists of the following:

	March 31, 2014			March 31, 2013
	Current Accreted Value	Unamortized Discount	Maturity Amount	Accreted Value
5.5% senior notes	\$ 645,042	\$ 4,958	\$ 650,000	\$ 644,077
5.625% senior notes	393,784	6,216	400,000	—
Five-year amortizing term loan	—	—	—	500,000
Other term loans	438	—	438	877
Subtotal	1,039,264	11,174	1,050,438	1,144,954
Less: current portion	438	—	438	50,438
Total	\$1,038,826	\$11,174	\$1,050,000	\$1,094,516

In January 2008, Legg Mason sold \$1,250,000 of 2.5% convertible senior notes (the "Convertible Notes") due 2015, which were refinanced in May 2012 pursuant to the aforementioned capital plan. The refinancing was effected through the issuance of \$650,000 of 5.5% senior notes (the "5.5% Senior Notes") due May 2019, the net proceeds of which, together with cash on hand and \$250,000 of additional borrowing under a then existing revolving credit facility, were used to repurchase the entire \$1,250,000 face amount of the Convertible Notes.

### **5.5% Senior Notes**

The \$650,000 5.5% Senior Notes due May 2019, were sold at a discount of \$6,754, which is being amortized to interest expense over the seven-year term. The 5.5% Senior Notes are subject to certain nonfinancial covenants, including provisions relating to dispositions of certain assets, which could require a percentage of any related proceeds to be applied to accelerated repayments. The 5.5% Senior Notes can be redeemed at any time prior to their scheduled maturity, in part or in aggregate, at the greater of the related principal amount at that time or the sum of the remaining scheduled payments discounted at the Treasury rate (as defined) plus 0.50%, together with any related accrued and unpaid interest. In February 2013, the 5.5% Senior Notes were registered to trade publicly, consistent with the terms of a registration rights agreement signed in connection with the issuance. In addition, under the terms of the 5.5% Senior Notes, the interest rate paid on these notes will increase modestly if Legg Mason's credit ratings are reduced below investment grade.

### **5.625% Senior Notes**

In January 2014, Legg Mason issued \$400,000 of 5.625% senior notes due 2044 (the "5.625% Senior Notes"), the proceeds of which, plus cash on hand, were used to repay all \$450,000 of outstanding borrowings under the five-year term loan entered into in conjunction with the unsecured credit agreement noted above. The 5.625% Senior Notes were sold at a discount of \$6,260 which is being amortized to interest expense over the 30-year term. The 5.625% Senior Notes can be redeemed at any time prior to their scheduled maturity in part or in aggregate, at the greater of the related principal amount at that time or the sum of the remaining scheduled payments discounted at the treasury rate (as defined) plus 0.30%, together with any related accrued and unpaid interest.

### **2.5% Convertible Senior Notes and Related Hedge Transactions**

Prior to the repurchase of the Convertible Notes in May 2012, as previously discussed, Legg Mason was accreting the carrying value of the Convertible Notes to the principal

amount at maturity using an interest rate of 6.5% (the effective borrowing rate for non-convertible debt at the time of issuance) over its expected life of seven years, resulting in interest expense of \$5,839 and \$39,077 for the years ended March 31, 2013 and 2012, respectively. The Convertible Notes were convertible, if certain conditions were met, at an initial conversion rate of 11.3636 shares of Legg Mason common stock per one thousand dollar principal amount of Convertible Notes (equivalent to a conversion price of approximately \$88 per share), or a maximum of 14,205 shares, subject to adjustment. Unconverted notes would mature at par in January 2015. Upon conversion of a one thousand dollar principal amount note, the holder would receive cash in an amount equal to one thousand dollars or, if less, the conversion value of the note. If the conversion value exceeded the principal amount of the Note at conversion, Legg Mason would also deliver, at its election, cash or common stock or a combination of cash and common stock for the conversion value in excess of one thousand dollars.

In connection with the sale of the Convertible Notes, in January 2008, Legg Mason entered into convertible note hedge transactions with respect to its common stock (the "Purchased Call Options") with financial institution counterparties ("Hedge Providers"). The Purchased Call Options were exercisable solely in connection with any conversions of the Convertible Notes in the event that the market value per share of Legg Mason common stock at the time of exercise was greater than the exercise price of the Purchased Call Options, which was equal to the \$88 conversion price of the Convertible Notes, subject to adjustment. Simultaneously, in separate transactions Legg Mason also sold to the Hedge Providers warrants to purchase, in the aggregate and subject to adjustment, 14,205 shares of common stock on a net share-settled basis at an exercise price of \$107.46 per share of common stock. The Purchased Call Options and warrants were not part of the terms of the Convertible Notes and did not affect the holders' rights under the Convertible Notes. These hedging transactions had a net cost of approximately \$83,000, which was paid from the proceeds of the Convertible Notes and recorded as a reduction of additional paid-in capital.

These transactions effectively increased the conversion price of the Convertible Notes to \$107.46 per share of common stock. Legg Mason had contractual rights, and, at execution of the related agreements, had the ability to settle its obligations under the conversion feature of the Convertible Notes, the Purchased Call Options and warrants, with Legg Mason common stock. Accordingly, these transactions were accounted for as equity, with no subsequent adjustment for changes in the value of these obligations.

The terms of the repurchase of the Convertible Notes in May 2012 noted above included their repayment at par plus accrued interest, a prepayment fee of \$6,250, and a non-cash exchange of warrants (the "Warrants") to the holders of the Convertible Notes that replicated and extended the contingent conversion feature of the Convertible Notes. The cash payment of \$1,256,250 to repurchase the Convertible Notes was allocated between their liability and equity components based on a liability fair value of \$1,193,971, determined using a then current market interest rate of 4.1%, resulting in a loss on debt extinguishment of \$68,975, including \$7,851 of accelerated deferred issue costs. The remaining balance of the cash payment was allocated to the equity component of the Convertible Notes for a \$62,279 reduction of additional paid-in capital, offset by related tax benefits of \$31,446. The \$1,193,971 amount of cash repurchase payment allocated to the liability component of the Convertible Notes upon their extinguishment exceeds the initial allocated value at issuance of \$977,933, requiring the Consolidated Statements of Cash Flows for the year ended March 31, 2013 to include an allocation of the \$216,038 excess to operating activities.

The Warrants issued to the holders of the Convertible Notes in connection with the repurchase of the Convertible Notes provide for the purchase, in the aggregate and subject to adjustment, of 14,205 shares of Legg Mason

common stock, on a net share settled basis, at an exercise price of \$88 per share. Upon exercise of the Warrants, Legg Mason will be required to deliver to the holders of the Warrants, at its election, either shares of its common stock or cash, in an amount based on the excess of the market price per share of its common stock over the exercise price of the Warrants. The Warrants expire in July 2017. Legg Mason has had the option to settle its obligations under the Warrants with Legg Mason common stock. Accordingly, the Warrants are accounted for as equity.

In connection with the extinguishment of the Convertible Notes, the hedge transactions (Purchased Call Options and warrants) executed in connection with the initial issuance of the Convertible Notes were also terminated.

As of March 31, 2014, the aggregate maturities of long-term debt, based on their contractual terms, are as follows:

2015	\$	438
2016		—
2017		—
2018		—
2019		—
Thereafter		1,050,000
<u>Total</u>		<u>\$1,050,438</u>

## 7. INCOME TAXES

The components of income (loss) before income tax provision (benefit) are as follows:

	2014	2013	2012
Domestic	\$320,890	\$(264,342)	\$257,866
Foreign	98,751	(246,265)	45,217
Total	\$419,641	\$(510,607)	\$303,083

The components of income tax expense (benefit) are as follows:

	2014	2013	2012
Federal	\$125,494	\$ (74,185)	\$54,179
Foreign	(1,450)	(85,677)	(7,850)
State and local	13,761	9,003	25,723
Total income tax provision (benefit)	\$137,805	\$(150,859)	\$72,052
Current	\$ 19,375	\$ 6,496	\$22,860
Deferred	118,430	(157,355)	49,192
Total income tax provision (benefit)	\$137,805	\$(150,859)	\$72,052

A reconciliation of the difference between the effective income tax (benefit) rate and the statutory federal income tax (benefit) rate is as follows:

	2014	2013	2012
Tax provision (benefit) at statutory U.S. federal income tax rate	35.0%	(35.0)%	35.0%
State income taxes, net of federal income tax benefit <sup>(1)</sup>	1.8	1.5	5.4
Effect of foreign tax rates <sup>(1)</sup>	(4.2)	3.8	(1.8)
Effect of loss on Australian restructuring	—	—	(6.0)
Changes in U.K. tax rates on deferred tax assets and liabilities	(4.6)	(3.5)	(6.0)
Net (income) loss attributable to noncontrolling interests	0.3	0.5	(0.8)
Other, net <sup>(1)</sup>	4.5	3.2	(2.0)
Effective income tax (benefit) rate	32.8%	(29.5)%	23.8%

(1) State income taxes include changes in related valuation allowances, net of the impact on deferred tax assets of changes in state apportionment factors and planning strategies. The effect of foreign tax rates also includes changes in related valuation allowances. Other includes changes in federal valuation allowances and permanent tax adjustments. See schedule below for the change in valuation allowances by jurisdiction.

In July 2011, The U.K. Finance Act 2011 (the "Act") was enacted. The Act reduced the main U.K. corporate tax rate from 27% to 26% effective April 1, 2011, and from 26% to 25% effective April 1, 2012. In July 2012, The U.K. Finance Act 2012 was enacted, which further reduced the main U.K. corporate tax rate to 24% effective April 1, 2012 and 23% effective April 1, 2013. In July 2013, the Finance Bill 2013 was enacted, further reducing the main U.K. corporate tax rate to 21% effective April 1,

2014 and 20% effective April 1, 2015. The reductions in the U.K. corporate tax rate resulted in tax benefits of \$19,164, \$18,075 and \$18,268, recognized in fiscal 2014, 2013 and 2012, respectively, as a result of the revaluation of deferred tax assets and liabilities at the new rates. In addition, during the year ended March 31, 2012, Legg Mason recorded \$18,254 of tax benefits related to a restructuring of our Australian business.

Deferred income taxes are provided for the effects of temporary differences between the tax basis of an asset or liability and its reported amount in the Consolidated Balance Sheets. These temporary differences result in taxable or deductible amounts in future years. A summary of Legg Mason's deferred tax assets and liabilities are as follows:

	2014	2013
<b>DEFERRED TAX ASSETS</b>		
Accrued compensation and benefits	<b>\$154,074</b>	\$ 107,411
Accrued expenses	<b>61,575</b>	73,181
Operating loss carryforwards	<b>267,940</b>	449,806
Capital loss carryforwards	<b>10,015</b>	41,256
Foreign tax credit carryforward	<b>235,661</b>	115,819
Federal benefit of uncertain tax positions	<b>16,914</b>	21,165
Mutual fund launch costs	<b>31,774</b>	24,324
Net unrealized losses from investments	—	4,447
Other	<b>303</b>	5,086
Deferred tax assets	<b>778,256</b>	842,495
Valuation allowance	<b>(90,832)</b>	(115,815)
Deferred tax assets after valuation allowance	<b>\$687,424</b>	\$ 726,680

	2014	2013
<b>DEFERRED TAX LIABILITIES</b>		
Basis differences, principally for intangible assets and goodwill	<b>\$ 72,596</b>	\$ 134,873
Depreciation and amortization	<b>523,595</b>	386,959
Net unrealized gains from investments	<b>4,743</b>	—
Other	<b>221</b>	1,528
Deferred tax liabilities	<b>601,155</b>	523,360
Net deferred tax asset	<b>\$ 86,269</b>	\$ 203,320

Certain tax benefits associated with Legg Mason's employee stock plans are recorded directly in Stockholders' Equity. No tax benefit was recorded to equity in fiscal 2014, 2013 or 2012, due to the net operating loss position of the Company. As of March 31, 2014, an additional \$7,424 of net operating loss will be recognized as an increase in Stockholders' Equity when ultimately realized.

Legg Mason has various loss carryforwards that may provide future tax benefits. Related valuation allowances are established in accordance with accounting guidance for income taxes, if it is management's opinion that it is more likely than not that these benefits will not be realized. Substantially all of Legg Mason's deferred tax assets related to U.S. federal and state and U.K. taxing jurisdictions. As of March 31, 2014, U.S. federal deferred tax assets aggregated \$762,699, realization of which is expected to require approximately \$3,800,000 of future U.S. earnings, approximately \$673,317 of which must be in the form of foreign source income. Based on estimates

of future taxable income, using assumptions consistent with those used in Legg Mason's goodwill impairment testing, it is more likely than not that current federal tax benefits relating to net operating losses are realizable and no valuation allowance is necessary at this time. With respect to those resulting from foreign tax credits, it is more likely than not that tax benefits relating to the utilization of \$39,919 of foreign tax credits as credits will not be realized and an additional valuation allowance of \$2,340 was provided in fiscal 2014. In addition, a valuation allowance was established in prior years for the substantial portion of our deferred tax assets relating to U.K. taxing jurisdictions. While tax planning may enhance Legg Mason's tax positions, the realization of these current tax benefits is not dependent on any significant tax strategies.

As of March 31, 2014, U.S. state deferred tax assets aggregated approximately \$180,183. Due to limitations on utilization of net operating loss carryforwards and taking into consideration certain state tax planning strategies, a valuation allowance was established in prior years for

state net operating loss benefits generated in certain jurisdictions. An additional valuation allowance of \$8,639 was established in fiscal 2014 for the additional tax benefits generated in these jurisdictions. Additionally, \$34,831 of fully reserved deferred tax assets relating to U.S. state capital loss carryforwards expired unused during fiscal 2014. Due to the uncertainty of future state apportionment factors and future effective state tax rates, the value of state net operating loss benefits ultimately realized may vary.

An increase to the valuation allowance of approximately \$467 in fiscal 2014 was primarily related to the current year change in certain U.K. deferred tax assets for which a full valuation allowance was previously recognized. To the extent the analysis of the realization of deferred tax assets relies on deferred tax liabilities, Legg Mason has considered the timing, nature and jurisdiction of reversals, as well as, future increases relating to the tax amortization of goodwill and indefinite-life intangible assets.

The following deferred tax assets and valuation allowances relating to carryforwards have been recorded at March 31, 2014 and 2013, respectively.

	2014	2013	Expires Beginning after Fiscal Year
<b>Deferred tax assets</b>			
U.S. federal net operating losses	<b>\$ 80,515</b>	\$266,659	2029
U.S. federal capital losses	<b>3,545</b>	74	2015
U.S. federal foreign tax credits	<b>235,661</b>	115,819	2015
U.S. charitable contributions	<b>—</b>	5,401	2013
U.S. state net operating losses <sup>(1)(2)</sup>	<b>168,173</b>	161,136	2015
U.S. state capital losses	<b>532</b>	34,960	2015
Foreign net operating losses	<b>19,252</b>	22,011	2027
Foreign capital losses	<b>5,938</b>	6,222	n/a
<b>Total deferred tax assets for carryforwards</b>	<b>\$513,616</b>	\$612,282	
<b>Valuation allowances</b>			
U.S. federal capital losses	<b>\$ 74</b>	\$ 74	
U.S. federal foreign tax credits	<b>25,947</b>	23,608	
U.S. charitable contributions	<b>—</b>	1,597	
U.S. state net operating losses	<b>34,590</b>	25,951	
U.S. state capital losses	<b>129</b>	34,960	
Foreign net operating losses	<b>15,738</b>	15,899	
Foreign capital losses	<b>5,938</b>	6,222	
<b>Valuation allowances for carryforwards</b>	<b>82,416</b>	108,311	
Foreign other deferred assets	<b>8,416</b>	7,504	
<b>Total valuation allowances</b>	<b>\$ 90,832</b>	\$115,815	

(1) Substantially all of the U.S. state net operating losses carryforward through fiscal 2029.

(2) Due to potential for change in the factors relating to apportionment of income to various states, the Company's effective state tax rates are subject to fluctuation which will impact the value of the Company's deferred tax assets, including net operating losses, and could have a material impact on the future effective tax rate of the Company.

Legg Mason had total gross unrecognized tax benefits of approximately \$77,892, \$72,650 and \$90,831 as of March 31, 2014, 2013 and 2012, respectively. Of these totals, approximately \$51,518, \$46,340 and \$62,400, respectively, (net of the federal benefit for state tax liabilities) are the amounts of unrecognized benefits which,

if recognized, would favorably impact future income tax provisions and effective tax rates. During fiscal 2014, as a result of the net impact of expiring statutes of limitation and the completion of tax authority examinations, unrecognized benefits of \$2,927 were realized.

A reconciliation of the beginning and ending amount of unrecognized gross tax benefits for the years ended March 31, 2014, 2013 and 2012, is as follows:

	2014	2013	2012
Balance, beginning of year	<b>\$ 72,650</b>	\$ 90,831	\$77,653
Additions based on tax positions related to the current year	<b>5,659</b>	11,726	9,822
Additions for tax positions of prior years	<b>12,610</b>	8,439	10,668
Reductions for tax positions of prior years	<b>(138)</b>	(13,083)	(3,575)
Decreases related to settlements with taxing authorities	<b>(12,889)</b>	(25,205)	(3,185)
Expiration of statutes of limitations	—	(58)	(552)
Balance, end of year	<b>\$ 77,892</b>	\$ 72,650	\$90,831

Although management cannot predict with any degree of certainty the timing of ultimate resolution of matters under review by various taxing jurisdictions, at this time the Company does not anticipate any changes to the gross unrecognized tax benefits balance within the next 12 months as a result of the statutes of limitations or the completion of tax authorities' examinations.

The Company accrues interest related to unrecognized tax benefits in interest expense and recognizes penalties in other operating expense. During the years ended March 31, 2014, 2013 and 2012, the Company recognized approximately \$(580), \$5,500, and \$1,300, respectively, which was substantially all interest. At March 31, 2014, 2013 and 2012, Legg Mason had approximately \$7,300, \$14,000, and \$10,000, respectively, accrued for interest and penalties on tax contingencies in the Consolidated Balance Sheets.

Legg Mason's prior year tax returns are subject to examination by the Internal Revenue Service, the Inland Revenue Service, Brazilian and other tax authorities in various other countries and states. The following tax years remain open to income tax examination for each of the more significant jurisdictions where Legg Mason is subject to income taxes: after fiscal 2009 for U.S. federal; after fiscal 2012 for the United Kingdom ("U.K."); after fiscal 2005 for Brazil; after fiscal 2009 for the state of California; after fiscal 2008 for the state of New York; and after fiscal 2010 for the states of Connecticut, Maryland and Massachusetts. The Company does not anticipate making any significant cash payments with the settlement of these audits in excess of amounts that have been reserved.

During the year ended March 31, 2014, Legg Mason revised its plan and completed repatriation of approximately \$301,000 of foreign accumulated earnings in order to make the cash available in the U.S. for general corporate purposes. Due to certain tax planning strategies, Legg Mason anticipates that it will generate a benefit of approximately \$12,000 with respect to repatriations

and has adjusted the tax reserve accordingly. No further repatriation of accumulated prior period foreign earnings is currently planned. However, if circumstances change, Legg Mason will provide for and pay any applicable additional U.S. taxes in connection with repatriation of these funds. It is not practical at this time to determine the income tax liability that would result from any further repatriation of accumulated foreign earnings.

Except as noted above, Legg Mason intends to permanently reinvest cumulative undistributed earnings of its foreign subsidiaries in foreign operations. Accordingly, no U.S. federal income taxes have been provided for the undistributed earnings to the extent that they are permanently reinvested in Legg Mason's foreign operations. It is not practical at this time to determine the income tax liability that would result upon repatriation of the earnings.

## 8. COMMITMENTS AND CONTINGENCIES

Legg Mason leases office facilities and equipment under non-cancelable operating leases, and also has multi-year agreements for certain services. These leases and service agreements expire on varying dates through fiscal 2026. Certain leases provide for renewal options and contain escalation clauses providing for increased rentals based upon maintenance, utility and tax increases.

As of March 31, 2014, the minimum annual aggregate rentals under operating leases and service agreements are as follows:

2015	\$134,280
2016	115,694
2017	97,595
2018	87,080
2019	72,879
Thereafter	351,275
<b>Total</b>	<b>\$858,803</b>



The minimum rental commitments shown above have not been reduced by \$172,526 for minimum sublease rentals to be received in the future under non-cancelable subleases, of which approximately 40% is due from one counterparty. The lease reserve liability, included in the table below, for space subleased as of March 31, 2014 was \$36,170. If a sub-tenant defaults on a sublease, Legg Mason may incur operating charges to adjust the existing lease reserve liability to reflect expected future sublease rentals at reduced amounts, as a result of the current commercial real estate market.

The above minimum rental commitments include \$784,221 in real estate and equipment leases and \$74,582 in service and maintenance agreements.

The minimum rental commitments shown above include \$30,200 for commitments related to space that has been vacated, but for which subleases are being pursued. The related lease reserve liability, included in the table below, was \$19,330 as of March 31, 2014, and remains subject to adjustment based on circumstances in the real estate markets that may require a change in assumptions or the actual terms of a sublease that is ultimately secured. The lease reserve liability takes into consideration various assumptions, including the expected amount of time it will take to secure a sublease agreement and prevailing rental rates in the applicable real estate markets.

The table below presents a summary of the changes in the lease reserve liability for subleased space and vacated space for which subleases are being pursued:

Balance as of March 31, 2011	\$ 40,521
Accrued charges for vacated and subleased space <sup>(1)</sup>	17,391
Payments, net	(12,397)
Adjustments and other	(752)
Balance as of March 31, 2012	44,763
Accrued charges for vacated and subleased space <sup>(1)</sup>	39,080
Payments, net	(15,341)
Adjustments and other	(1,590)
Balance as of March 31, 2013	66,912
Accrued charges for vacated and subleased space <sup>(1)</sup>	7,371
Payments, net	(17,117)
Adjustments and other	(1,666)
<b>Balance as of March 31, 2014</b>	<b>\$ 55,500</b>

(1) Included in Occupancy expense in the Consolidated Statements of Income (Loss)

The table above includes activity related to our business streamlining initiative. See Note 15 for additional information.

The following table reflects rental expense under all operating leases and servicing agreements.

	2014	2013	2012
Rental expense	<b>\$130,880</b>	\$138,488	\$140,285
Less: sublease income	<b>16,289</b>	14,750	14,310
Net rent expense	<b>\$114,591</b>	\$123,738	\$125,975

Legg Mason recognizes rent expense ratably over the lease period based upon the aggregate lease payments. The lease period is determined as the original lease term without renewals, unless and until the exercise of lease renewal options is reasonably assured, and also includes any period provided by the landlord as a "free rent" period. Aggregate lease payments include all rental payments specified in the contract, including contractual rent increases, and are reduced by any lease incentives received from the landlord, including those used for tenant improvements.

As of March 31, 2014, Legg Mason had commitments to invest approximately \$34,536 in limited partnerships that make private investments. These commitments are expected to be funded as required through the end of the respective investment periods ranging through fiscal 2021.

In connection with the acquisition of Fauchier, as further discussed in Note 2, contingent consideration of up to approximately \$25,000 and approximately \$33,000 (using the exchange rate between the British pound and U.S. dollar as of March 31, 2014), may be due on or about the second and fourth anniversaries of closing, respectively, which is dependent upon achieving certain levels of revenue, net of distribution costs, and subject to a potential catch-up adjustment in the fourth anniversary payment for any second anniversary payment shortfall. The fair value of the contingent consideration liability was \$29,553 as of March 31, 2014, an increase of \$7,653 from March 31, 2013, with \$5,000 attributable to revised estimates of amounts payable and \$2,653 attributable to changes in the exchange rate and interest amortization. Legg Mason has executed currency forwards to economically hedge the risk of movements in the exchange rate between the U.S. dollar and the British pound in which the estimated contingent liability payment amounts are denominated. See Note 14 for additional information regarding derivatives and hedging.

In connection with the acquisition of QS Investors, as further discussed in Note 2, Legg Mason will pay an initial purchase price of \$11,000 and contingent consideration of up to \$10,000 and \$20,000 may be due on or about the second and fourth anniversaries of closing, respectively, dependent on the achievement of certain net revenue targets, and subject to a potential catch-up adjustment in

the fourth anniversary payment for any second anniversary payment shortfall.

In the normal course of business, Legg Mason enters into contracts that contain a variety of representations and warranties and that provide general indemnifications, which are not considered financial guarantees by relevant accounting guidance. Legg Mason's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against Legg Mason that have not yet occurred.

Legg Mason has been the subject of customer complaints and has also been named as a defendant in various legal actions arising primarily from securities brokerage, asset management and investment banking activities, including certain class actions, which primarily allege violations of securities laws and seek unspecified damages, which could be substantial. In the normal course of its business, Legg Mason has also received subpoenas and is currently involved in governmental and industry self-regulatory agency inquiries, investigations and, from time to time, proceedings involving asset management activities. In accordance with guidance for accounting for contingencies, Legg Mason has established provisions for estimated losses from pending complaints, legal actions, investigations and proceedings when it is probable that a loss has been incurred and a reasonable estimate of loss can be made.

In a transaction with Citigroup in December 2005, Legg Mason transferred to Citigroup the subsidiaries that constituted its Private Client/Capital Markets ("PC/CM") businesses, thus transferring the entities that would have primary liability for most of the customer complaint, litigation and regulatory liabilities and proceedings arising from those businesses. However, as part of that transaction, Legg Mason agreed to indemnify Citigroup for most customer complaint, litigation and regulatory liabilities of Legg Mason's former PC/CM businesses that result from pre-closing events. While the ultimate resolution of these matters cannot be determined based on current information, after consultation with legal counsel, management believes that any accrual or range of reasonably possible losses as of March 31, 2014 is not material. Similarly, although Citigroup transferred to Legg Mason the entities that would be primarily liable for most customer complaint, litigation and regulatory liabilities and proceedings of the CAM business, Citigroup has agreed to indemnify Legg Mason for most customer complaint, litigation and regulatory liabilities of the CAM business that result from pre-closing events.

One of Legg Mason's asset management subsidiaries was named as the defendant in a lawsuit filed by a former

institutional client in late August 2011. Legg Mason settled this matter in the fourth quarter of fiscal 2014. The settlement was substantially covered by insurance and did not have a material effect on Legg Mason's financial position, results of operations or cash flows.

Additionally, there were two matters subject to regulatory investigations involving one of Legg Mason's asset management subsidiaries regarding its compliance with applicable legal requirements with respect to investments made for certain client accounts. These matters have been settled with the regulators. The settlements were substantially covered by insurance and did not have a material effect on Legg Mason's financial position, results of operations or cash flows.

Legg Mason cannot estimate the reasonably possible loss or range of loss associated with matters of litigation and other proceedings, including those described above as customer complaints, legal actions, inquiries, proceedings and investigations. The inability to provide a reasonably possible amount or range of losses is not because there is uncertainty as to the ultimate outcome of a matter, but because liability and damage issues have not developed to the point where Legg Mason can conclude that there is both a reasonable possibility of a loss and a meaningful amount or range of possible losses. There are numerous aspects to customer complaints, legal actions, inquiries, proceedings and investigations that prevent Legg Mason from estimating a related amount or range of reasonably possible losses. These aspects include, among other things, the nature of the matters; that significant relevant facts are not known, are uncertain or are in dispute; and that damages sought are not specified, are uncertain, unsupported or unexplained. In addition, for legal actions, discovery may not yet have started, may not be complete or may not be conclusive, and meaningful settlement discussions may not have occurred. Further, for regulatory matters, investigations may run their course without any clear indication of wrongdoing or fault until their conclusion.

In management's opinion, an adequate accrual has been made as of March 31, 2014, to provide for any probable losses that may arise from matters for which the Company could reasonably estimate an amount. Legg Mason's financial condition, results of operations and cash flows could be materially affected during a period in which a matter is ultimately resolved. In addition, the ultimate costs of litigation-related charges can vary significantly from period-to-period, depending on factors such as market conditions, the size and volume of customer complaints and claims, including class action suits, and recoveries from indemnification, contribution, insurance

reimbursement, or reductions in compensation under revenue share arrangements.

As of March 31, 2014 and 2013, Legg Mason's liability for losses and contingencies was \$500 and \$20,300, respectively. During fiscal 2014, 2013 and 2012, Legg Mason had charges relating to litigation and other proceedings of approximately \$200, \$5,200, and \$1,100, respectively (net of recoveries of \$19,300 and \$15,200 in fiscal 2014 and 2013, respectively).

## 9. EMPLOYEE BENEFITS

Legg Mason, through its subsidiaries, maintains various defined contribution plans covering substantially all employees. Through these plans, Legg Mason can make two types of discretionary contributions. One is a profit sharing contribution to eligible Plan participants based on a percentage of qualified compensation and the other is a match of employee 401(k) contributions. Matches range from 50% to 100% of employee 401(k) contributions, up to a maximum of the lesser of up to 6% of employee compensation or a specified amount up to \$15 per year. Corporate profit sharing and matching contributions, together with contributions made under subsidiary plans, totaled \$29,355, \$25,868 and \$22,336 in fiscal 2014, 2013 and 2012, respectively. In addition, employees can make voluntary contributions under certain plans.

## 10. CAPITAL STOCK

At March 31, 2014, the authorized numbers of common and preferred shares were 500,000 and 4,000, respectively. At March 31, 2014 and 2013, there were 10,333 and 11,948 shares of common stock, respectively, reserved for issuance under Legg Mason's equity plans.

In May 2012, as part of a capital plan, Legg Mason's Board of Directors authorized \$1,000,000 for additional purchases of Legg Mason common stock, as well as the completion of the remaining \$155,000 of a previously authorized share repurchase program. There is no expiration date attached to this authorization. During fiscal 2014, Legg Mason purchased and retired 9,677 shares of its common stock for \$359,996 through open market purchases. During fiscal 2013, Legg Mason purchased and retired 16,199 shares of its common stock for \$425,475 through open market purchases, which completed the repurchase of its common stock under the previous authorization, and began purchases under the new authorization. The remaining balance of the authorized stock buyback is approximately \$370,000.

In May 2008, Legg Mason issued \$1,150,000 of Equity Units, each unit consisting of a 5% interest in one thousand dollar principal amount of senior notes due June 30, 2021, and a purchase contract committing the holder to purchase shares of Legg Mason's common stock by June 30, 2011. During fiscal 2012, Legg Mason issued 1,830 shares of Legg Mason common stock upon the exercise of the purchase contracts from the remaining Equity Units and the senior notes from the Equity Units were retired in a remarketing.

As discussed in Note 6, warrants issued in connection with the repurchase of the Notes could result in the issuance of a maximum of 14,205 shares of Legg Mason common stock, subject to adjustment, if certain conditions are met.

Changes in common stock for the three years ended March 31, 2014, 2013 and 2012, respectively, are as follows:

	Years Ended March 31,		
	2014	2013	2012
<b>COMMON STOCK</b>			
Beginning balance	<b>125,341</b>	139,874	150,219
Shares issued for:			
Stock option exercises and other stock-based compensation	<b>839</b>	80	172
Deferred compensation employee stock trust	<b>50</b>	71	68
Deferred compensation, net	<b>1,175</b>	1,925	1,246
Shares repurchased and retired	<b>(9,677)</b>	(16,199)	(13,597)
Employee tax withholding by settlement of net share transactions	<b>(555)</b>	(410)	(64)
Equity Units exchanged	<b>—</b>	—	1,830
Ending balance	<b>117,173</b>	125,341	139,874

Dividends declared per share were \$0.52, \$0.44 and \$0.32 for fiscal 2014, 2013 and 2012, respectively. Dividends declared but not paid at March 31, 2014, 2013 and 2012, were \$14,945, \$14,185 and \$11,493, respectively, and are included in Other current liabilities.

## 11. STOCK-BASED COMPENSATION

Legg Mason's stock-based compensation includes stock options, an employee stock purchase plan, market-based performance shares payable in common stock, restricted stock awards and units, management equity plans and deferred compensation payable in stock. Effective July 26, 2011, the number of shares authorized to be issued under Legg Mason's active equity incentive stock plan

was increased by 6,500 to 41,500. Shares available for issuance under the active equity incentive stock plan as of March 31, 2014, were 9,740. Options under Legg Mason's employee stock plans have been granted at prices not less than 100% of the fair market value. Options are generally exercisable in equal increments over four to five years and expire within eight to ten years from the date of grant.

### Stock Options

Compensation expense relating to stock options for the years ended March 31, 2014, 2013 and 2012, was \$13,530, \$10,979 and \$14,076, respectively. The related income tax benefit for the years ended March 31, 2014, 2013 and 2012, was \$5,244, \$4,293 and \$5,539, respectively.

Stock option transactions under Legg Mason's equity incentive plans during the years ended March 31, 2014, 2013 and 2012 are summarized below:

	Number of Shares	Weighted-Average Exercise Price Per Share
Options outstanding at March 31, 2011	5,419	\$59.82
Granted	810	33.99
Exercised	(117)	25.32
Canceled/forfeited	(488)	48.80
Options outstanding at March 31, 2012	5,624	57.78
Granted	966	23.72
Exercised	(25)	21.80
Canceled/forfeited	(1,204)	51.87
Options outstanding at March 31, 2013	5,361	53.13
Granted	1,215	33.64
Exercised	(804)	30.52
Canceled/forfeited	(971)	97.49
<b>Options outstanding at March 31, 2014</b>	<b>4,801</b>	<b>\$43.02</b>

The total intrinsic value of options exercised during the years ended March 31, 2014, 2013 and 2012, was \$6,064, \$168 and \$398, respectively. At March 31, 2014, the aggregate intrinsic value of options outstanding was \$72,724.

The following information summarizes Legg Mason's stock options outstanding at March 31, 2014:

Exercise Price Range	Option Shares Outstanding	Weighted-Average Exercise Price Per Share	Weighted-Average Remaining Life (in years)
\$ 12.65-\$ 25.00	846	\$ 22.95	5.8
25.01- 35.00	2,403	31.89	4.9
35.01- 94.00	681	35.16	7.1
94.01- 100.00	416	95.13	0.3
100.01- 134.97	455	103.21	1.2
	<u>4,801</u>		

At March 31, 2014, 2013 and 2012, options were exercisable for 2,531, 3,254 and 3,334 shares, respectively, and the weighted-average exercise prices were \$54.04, \$69.07 and \$73.60, respectively. Stock options exercisable at March 31, 2014, have a weighted-average remaining contractual life of 3.0 years. At March 31, 2014, the aggregate intrinsic value of options exercisable was \$31,180.

The following information summarizes Legg Mason's stock options exercisable at March 31, 2014:

Exercise Price Range	Option Shares Exercisable	Weighted-Average Exercise Price Per Share
\$ 12.65–\$ 25.00	241	\$ 21.03
25.01– 35.00	1,412	31.80
35.01– 94.00	7	35.16
94.01– 100.00	416	95.13
100.01– 134.97	455	103.21
	2,531	

The following information summarizes unvested stock options under Legg Mason's equity incentive plans for the year ended March 31, 2014:

	Number of Shares	Weighted-Average Grant Date Fair Value
Shares unvested at March 31, 2013	2,107	\$11.65
Granted	1,215	33.64
Vested	(984)	29.66
Canceled/forfeited	(68)	29.73
<b>Shares unvested at March 31, 2014</b>	<b>2,270</b>	<b>\$30.74</b>

Unamortized compensation cost related to unvested options at March 31, 2014, was \$16,905 and is expected to be recognized over a weighted-average period of 1.5 years.

Cash received from exercises of stock options under Legg Mason's equity incentive plans was \$23,818, \$660 and \$2,851 for the years ended March 31, 2014, 2013 and 2012, respectively. The tax benefit expected to be realized for the tax deductions from these option exercises totaled \$1,815, \$45 and \$47 for the years ended March 31, 2014, 2013 and 2012, respectively.

The weighted-average fair value of service-based stock option grants during the years ended March 31, 2014, 2013 and 2012, excluding those granted to our Chief Executive Officer in May 2013 discussed below, using the Black-Scholes option pricing model, was \$12.13, \$9.47 and \$13.13 per share, respectively.

The following weighted-average assumptions were used in the model for grants in fiscal 2014, 2013 and 2012:

	2014	2013	2012
Expected dividend yield	<b>1.54%</b>	1.44%	1.39%
Risk-free interest rate	<b>0.80%</b>	0.81%	1.95%
Expected volatility	<b>45.08%</b>	51.80%	47.16%
Expected life (in years)	<b>4.93</b>	5.02	5.12

Legg Mason uses an equally weighted combination of both implied and historical volatility to measure expected volatility for calculating Black-Scholes option values.

In May 2013, Legg Mason awarded options to purchase 500 shares of Legg Mason, Inc. common stock at an exercise price of \$31.46, equal to the then current market value of Legg Mason's common stock, to its Chief Executive Officer, which is included in the outstanding options table. The award had a grant date fair value of \$5,525 and is subject to vesting requirements, 25% of which vests over a two-year service period; 25% of which vests over a two-year service period and is subject to Legg Mason's common stock price equaling or exceeding \$36.46 for 20 consecutive trading days; 25% of which is subject to Legg Mason's common stock price equaling or exceeding \$41.46 for 20 consecutive trading days; and 25% of which is subject to Legg Mason's common stock price equaling or exceeding \$46.46 for 20 consecutive trading days; as well as a requirement that certain shares received upon exercise are retained for a two-year period. In January 2014, 25% of this award vested when the Legg Mason stock price met and exceeded \$41.46 for 20 consecutive trading days.

The weighted-average fair value per share for these awards of \$11.05 was estimated as of the grant date using a grant price of \$31.46, and a Monte Carlo option pricing model with the following assumptions:

Expected dividend yield	1.48%
Risk-free interest rate	0.86%
Expected volatility	44.05%

## Restricted Stock

Restricted stock and restricted stock unit transactions during the years ended March 31, 2014, 2013 and 2012 are summarized below:

	Number of Shares	Weighted-Average Grant Date Value
Unvested shares at March 31, 2011	2,637	\$33.01
Granted	1,370	33.48
Vested	(1,075)	31.49
Canceled/forfeited	(59)	32.68
Unvested shares at March 31, 2012	2,873	33.83
Granted	2,185	24.04
Vested	(1,177)	31.22
Canceled/forfeited	(143)	58.30
Unvested shares at March 31, 2013	3,738	27.99
Granted	1,369	35.66
Vested	(1,622)	28.66
Canceled/forfeited	(151)	29.04
<b>Unvested shares at March 31, 2014</b>	<b>3,334</b>	<b>\$30.77</b>

The restricted stock and restricted stock unit awards were non-cash transactions. In fiscal 2014, 2013 and 2012, Legg Mason recognized \$48,263, \$46,351 and \$32,826, respectively, in compensation expense and related tax benefits of \$18,575, \$17,697 and \$12,705, respectively, for restricted stock and restricted stock unit awards. Unamortized compensation cost related to unvested restricted stock and restricted stock unit awards for 3,334 shares not yet recognized at March 31, 2014, was \$63,479 and is expected to be recognized over a weighted-average period of 1.7 years.

In connection with the change in Legg Mason's Chief Executive Officer in September 2012, 325 shares of restricted stock were granted to certain executives and key employees, with an aggregate value of \$8,400. In March 2013, the vesting of 85 of these shares was accelerated. The remaining shares vested on March 31, 2014. Compensation expense for the year ended March 31, 2013, includes approximately \$6,400 of accelerated stock-based net compensation costs associated with the departure of Legg Mason executive officers during fiscal 2013, of which \$1,400 relates to the accelerated vesting of shares in March 2013.

On January 28, 2008, the Legg Mason Compensation Committee approved grants to senior officers of 120 market-based performance shares. During fiscal 2013, the remaining 100 shares from this award were forfeited resulting in no outstanding balance as of March 31, 2013.

## Other

Legg Mason has a qualified Employee Stock Purchase Plan covering substantially all U.S. employees. Shares of common stock are purchased in the open market on behalf of participating employees, subject to a 4,500 total share limit under the plan. Purchases are made through payroll deductions and, effective January 2014, Legg Mason provides a 15% contribution towards purchases, which is charged to earnings. Prior to January 2014, Legg Mason's contribution was 10%. During the fiscal years ended March 31, 2014, 2013 and 2012, approximately 85, 107, and 107 shares, respectively, have been purchased in the open market on behalf of participating employees. In fiscal 2014, 2013 and 2012, Legg Mason recognized \$315, \$238 and \$267, respectively, in compensation expense related to the stock purchase plan.

In June 2013, Legg Mason implemented a management equity plan and granted units to key employees of Permal that entitle them to participate in 15% of the future growth of the Permal enterprise value (subject to appropriate discounts), if any, subsequent to the grant date. On March 31, 2014, a similar management equity plan was implemented by Legg Mason with a grant to certain key employees of ClearBridge. Independent valuations determined the aggregate cost of the awards to be approximately \$9,000 and \$16,000 for Permal and ClearBridge, respectively, which will be recognized as Compensation expense in the Consolidated Statements of Income (Loss) over the related vesting periods, through

December 2017 and March 2019, respectively. Both arrangements provide that one-half of the respective cost will be absorbed by the affiliate's incentive pool. Compensation expense related to the Permal management equity plan was \$2,270 for the year ended March 31, 2014.

Legg Mason also has an equity plan for non-employee directors. Under the current equity plan, directors may elect to receive shares of stock or restricted stock units. Prior to a July 19, 2007 amendment to the Plan, directors could also elect to receive stock options. Options granted under the old plan are immediately exercisable at a price equal to the market value of the shares on the date of grant and have a term of not more than ten years. In fiscal 2014, 2013 and 2012, Legg Mason recognized expense of \$1,950, \$1,250 and \$1,375, respectively, for awards under this plan. Shares, options, and restricted stock units issuable under the equity plan are limited to 625 shares in aggregate, of which 360 shares were issued under the plan as of March 31, 2014. As of March 31, 2014, 2013 and 2012 non-employee directors held 32, 112 and 184, stock options, respectively, which are included in the outstanding options table. As of March 31, 2014, 2013 and 2012, non-employee directors held 64, 91 and 74 restricted stock units, respectively, which vest on the grant date and are, therefore, not included in the unvested shares of restricted stock and restricted stock units in the table above. During the year ended March 31, 2014, there were 39 restricted stock units distributed and non-employee directors did not exercise any stock options. During the years ended March 31, 2013 and 2012, non-employee directors did not exercise any stock options and no restricted stock units were distributed. During the years ended March 31, 2014, 2013 and 2012, non-employee directors were granted 12, 17 and 12 restricted stock units and 47, 35 and 31 shares of common stock, respectively. For the year ended March 31, 2014, there were 26 stock options canceled or forfeited from the current equity plan for non-employee directors. For the years ended March 31, 2013 and 2012, there were no stock options canceled or forfeited from the current equity plan for non-employee directors. For the years ended March 31, 2014, 2013 and 2012, there were 54, 72 and 36 stock options canceled or forfeited, respectively, related to a prior equity plan for non-employee directors which was discontinued in July 2005.

During fiscal 2012, Legg Mason established a long-term incentive plan (the "LTIP") under its equity incentive plan, which provided an additional element of compensation to executives that is based on performance, determined as the achievement of a pre-defined amount of Legg Mason's cumulative adjusted earnings per share over the respective performance periods. Under the LTIP, current executive officers were granted cash value performance units in the quarters ended June 2011 and September

2012 for target amounts up to \$1,850 in each period. Awards granted under the LTIP that vest may be settled in cash and/or shares of Legg Mason common stock, at the discretion of Legg Mason. The estimated payout amounts of the awards, if any, are expensed over the future vesting periods based on a probability assessment of the expected outcome under the LTIP provisions. The June 2011 grant performance period ended March 31, 2014, and no cash and/or shares were due. The September 2012 grant performance period ends March 31, 2015 and no further grants are intended.

Deferred compensation payable in shares of Legg Mason common stock has been granted to certain employees in an elective plan. The vesting in the plan is immediate and the plan provides for discounts of up to 10% on contributions and dividends. There are 327 additional shares reserved for future issuance under the plan. In fiscal 2014, 2013 and 2012, Legg Mason recognized \$160, \$165 and \$191, respectively, in compensation expense related to this plan. During fiscal 2014, 2013 and 2012, Legg Mason issued 51, 71 and 68 shares, respectively, under the plan with a weighted-average fair value per share at the grant date of \$31.90, \$23.07 and \$27.05, respectively. The undistributed shares issued under this plan are held in a rabbi trust. Assets of the rabbi trust are consolidated with those of the employer, and the value of the employer's stock held in the rabbi trust is classified in stockholders' equity and accounted for in a manner similar to treasury stock. Therefore, the shares Legg Mason has issued to its rabbi trust and the corresponding liability related to the deferred compensation plan are presented as components of stockholders' equity as Employee stock trust and Deferred compensation employee stock trust, respectively. Shares held by the trust at March 31, 2014, 2013 and 2012, were 672, 726 and 690, respectively.

## 12. EARNINGS PER SHARE

Basic EPS is calculated by dividing Net Income (Loss) Attributable to Legg Mason, Inc. by the weighted-average number of shares outstanding. The calculation of weighted-average shares includes common shares and unvested restricted shares deemed to be participating securities. Diluted EPS is similar to basic EPS, but adjusts for the effect of potentially issuable common shares, except when inclusion is antidilutive. For periods where a net loss attributable to Legg Mason, Inc. is reported, the inclusion of potentially issuable common shares will decrease the net loss per share. Since this would be antidilutive, such shares are excluded from the calculation.

In May 2012, as part of a capital plan, Legg Mason's Board of Directors authorized \$1,000,000 for additional purchases of Legg Mason common stock, as well as the completion

of the remaining \$155,000 of a previously authorized share repurchase program. The capital plan authorizes using up to 65% of cash generated from future operations to purchase shares of Legg Mason common stock.

During the years ended March 31, 2014, 2013 and 2012, Legg Mason purchased and retired 9,677, 16,199 and 13,597 shares of its common stock, respectively, for \$359,996, \$425,475 and \$400,266, through open market purchases. The fiscal 2013 purchases completed the repurchase of its common stock under the previous authorization and included approximately \$270,000 of purchases under the new authorization. These repurchases

reduced weighted-average shares outstanding by 4,908, 8,449, and 9,716 shares for the years ended March 31, 2014, 2013, and 2012, respectively. The par value of the shares repurchased is charged to common stock, with the excess of the purchase price over par first charged against additional paid-in capital, with the remaining balance, if any, charged against retained earnings.

In June 2011, Legg Mason issued 1,830 shares of common stock upon the exercise of purchase contracts on the remaining outstanding Equity Units. Of these shares, 1,380 shares are included in weighted-average shares outstanding for the year ended March 31, 2012.

The following table presents the computations of basic and diluted EPS:

	Years Ended March 31		
	2014	2013	2012
Weighted-average basic shares outstanding	<b>121,941</b>	133,226	143,292
Potential common shares:			
Employee stock options	<b>442</b>	—	57
Weighted-average diluted shares <sup>(1)</sup>	<b>122,383</b>	133,226	143,349
Net income (Loss)	<b>\$281,836</b>	\$(359,748)	\$231,031
Less: Net income (Loss) Attributable to noncontrolling interests	<b>(2,948)</b>	(6,421)	10,214
Net Income (Loss) Attributable to Legg Mason, Inc.	<b>\$284,784</b>	\$(353,327)	\$220,817
Net Income (Loss) per share Attributable to Legg Mason, Inc. common shareholders			
Basic	<b>\$ 2.34</b>	\$ (2.65)	\$ 1.54
Diluted	<b>\$ 2.33</b>	\$ (2.65)	\$ 1.54

(1) Diluted shares are the same as basic shares for periods with a net loss.

The diluted EPS calculations for the years ended March 31, 2014 and 2013, exclude any potential common shares issuable under the 14,205 warrants issued in connection with the repurchase of the 2.5% Convertible Senior Notes in May 2012 because the market price of Legg Mason common stock did not exceed the exercise price, and therefore, the warrants would be antidilutive. The diluted EPS calculations for the years ended March 31, 2013 and 2012, exclude any potential common shares issuable under the 2.5% Convertible Senior Notes because the market price of Legg Mason common stock had not exceeded the price at which conversion would be dilutive using the treasury stock method. Also, at March 31, 2012, warrants issued in connection with the convertible note hedge transactions associated with the issuance of the 2.5% Convertible Senior Notes are excluded from the calculation of diluted EPS because the effect would be antidilutive.

Options to purchase 2,620 and 5,239 shares for the years ended March 31, 2014 and 2012, respectively, were not included in the computation of diluted EPS because the presumed proceeds from exercising such options,

including the related income tax benefits, exceed the average price of the common shares for the period and therefore the options are deemed antidilutive. Further, market-based options are excluded from potential dilution until the designated market condition is met. The diluted EPS calculation for the year ended March 31, 2013, excludes 5,730 potential common shares that are antidilutive due to the net loss for the fiscal year.

### 13. ACCUMULATED OTHER COMPREHENSIVE INCOME

Accumulated other comprehensive income includes cumulative foreign currency translation adjustments and net of tax, gains and losses on investment securities. The change in the accumulated translation adjustments for fiscal 2014 and 2013, primarily resulted from the impact of changes in the Brazilian real, the Australian dollar, the Japanese yen, and the British pound in relation to the U.S. dollar on the net assets of Legg Mason's subsidiaries in Brazil, Australia, Japan, and the U.K., for which the real, the Australian dollar, the yen, and the pound are the functional currencies, respectively.



A summary of Legg Mason's accumulated other comprehensive income as of March 31, 2014 and 2013, is as follows:

	2014	2013
Foreign currency translation adjustment	<b>\$37,835</b>	\$47,259
Unrealized gains on investment securities, net of tax provision of \$76 and \$187, respectively	<b>114</b>	280
Total	<b>\$37,949</b>	\$47,539

There were no significant amounts reclassified from Accumulated other comprehensive income to the Consolidated Statements of Income (Loss) for the years ended March 31, 2014, 2013 or 2012.

#### 14. DERIVATIVES AND HEDGING

The disclosures below detail Legg Mason's derivatives and hedging activities excluding the derivatives and hedging activities of CIVs. See Note 17, Variable Interest Entities and Consolidation of Investment Vehicles, for information related to the derivatives and hedging of CIVs.

Legg Mason uses currency forwards to economically hedge the risk of movements in exchange rates, primarily between the U.S. dollar, British pound, Japanese yen, Australian dollar, euro, Singapore dollar, Chinese yuan, Indonesian rupiah, Malaysian ringgit, Philippine peso, Thai

baht and South Korean won. In the Consolidated Balance Sheets, Legg Mason nets the fair value of certain foreign currency forwards or futures contracts executed with the same counterparty where Legg Mason has both the legal right and intent to settle the contracts on a net basis, resulting in net Other assets of \$1,249 and \$1,158 as of March 31, 2014 and 2013, respectively. Legg Mason has not designated any derivatives as hedging instruments for accounting purposes during the periods ended March 31, 2014 and 2013.

Legg Mason also uses market hedges on certain seed capital investments by entering into futures contracts to sell index funds that benchmark the hedged seed capital investments. Open futures contracts required cash collateral of \$12,985 and \$7,131 as of March 31, 2014 and 2013, respectively.

The following table presents the fair values as of March 31, 2014 and 2013, of derivative instruments not designated for accounting purposes as hedging instruments, classified as Other assets and Other liabilities:

	2014		2013	
	Assets	Liabilities	Assets	Liabilities
Currency forward contracts	<b>\$3,271</b>	<b>\$ 825</b>	\$1,496	\$101
Futures and forward contracts	<b>313</b>	<b>1,510</b>	443	680
Total	<b>\$3,584</b>	<b>\$2,335</b>	\$1,939	\$781

The following table presents gains (losses) recognized on derivative instruments for the years ended March 31, 2014, 2013 and 2012. As described above, the currency, futures and forward contracts included below are economic hedges of interest rate and market risk of certain operating and investing activities of Legg Mason. Gains and losses on these derivatives substantially offset gains and losses of the hedged items.

	Income Statement Classification	2014		2013		2012	
		Gains	Losses	Gains	Losses	Gains	Losses
Currency forward contracts for:							
Operating activities	Other expense	<b>\$7,098</b>	<b>\$ (2,617)</b>	\$3,650	\$(1,858)	\$ 5,604	\$(3,159)
Seed capital investments	Other non-operating income (expense)	<b>56</b>	<b>(1,719)</b>	1,090	(380)	431	(351)
Futures and forward contracts							
for seed capital investments	Other non-operating income (expense)	<b>2,471</b>	<b>(19,403)</b>	1,914	(5,597)	5,684	(4,560)
Total		<b>\$9,625</b>	<b>\$(23,739)</b>	\$6,654	\$(7,835)	\$11,719	\$(8,070)

## 15. RESTRUCTURING

In May 2010, Legg Mason announced a plan to streamline its business model to drive increased profitability and growth that primarily involved transitioning certain shared services to its investment affiliates which are closer to actual client relationships. This plan involved headcount reductions in operations, technology, and other administrative areas, which were partially offset by headcount increases at the affiliates, and enabled Legg Mason to eliminate a portion of its corporate office space that was primarily dedicated to operations and technology employees. The initiative was completed as of March 31, 2012.

Total transition-related costs were \$127,500, including non-cash charges of \$30,841, through completion of the plan in March 2012. Of the total transition-related costs incurred, \$79,686 were related to charges for employee

termination benefits and retention incentives during the transition period, and were recorded in Transition-related compensation in the Consolidated Statements of Income (Loss). The remainder represents other costs, including charges for consolidating leased office space, early contract terminations, asset disposals, and professional fees, which were recorded in the appropriate operating expense classifications. Charges for transition-related costs were \$73,066 and \$54,434 for the years ended March 31, 2012 and 2011, respectively, which primarily represent costs for lease loss accruals and fixed asset accelerated depreciation related to space permanently abandoned, as well as costs for severance and retention incentives. There were no charges for transition-related costs associated with this initiative for the years ended March 31, 2014 or 2013.

The table below presents a summary of changes in the transition-related liability from March 31, 2011 through March 31, 2014:

	Severance and Retention Incentives	Lease Loss Accruals and Other <sup>(1)</sup>	Total
Balance as of March 31, 2011	\$ 23,211	\$ 5,835	\$ 29,046
Accrued charges	29,096	25,916 <sup>(2)</sup>	55,012
Payments	(51,140)	(16,121)	(67,261)
Balance as of March 31, 2012	1,167	15,630	16,797
Payments and other	(1,167)	(10,744)	(11,911)
Balance as of March 31, 2013	—	4,886	4,886
Payments and other	—	(3,276)	(3,276)
<b>Balance as of March 31, 2014</b>	<b>\$ —</b>	<b>\$ 1,610</b>	<b>\$ 1,610</b>

(1) Amounts related to the lease reserve liability are also included in Note 8.

(2) Includes lease loss accruals of \$17,983 for space permanently abandoned.

See Note 2 for information regarding restructuring and transition costs associated with the planned integration over time of two existing affiliates, Batterymarch and LMGAA, in conjunction with the acquisition of QS Investors.

## 16. BUSINESS SEGMENT INFORMATION

Legg Mason is a global asset management company that provides investment management and related services to a wide array of clients. The company operates in one reportable business segment, Global Asset Management. Global Asset Management provides investment advisory services to institutional and individual clients and to

company-sponsored investment funds. The primary sources of revenue in Global Asset Management are investment advisory, distribution and administrative fees, which typically are calculated as a percentage of the AUM and vary based upon factors such as the type of underlying investment product and the type of services that are provided. In addition, performance fees may be earned under certain investment advisory contracts for exceeding performance benchmarks.

Revenues by geographic location are primarily based on the geographic location of the advisor or the domicile of fund families managed by Legg Mason.

The table below reflects our revenues and long-lived assets by geographic region as of March 31:

	2014	2013	2012
<b>OPERATING REVENUES</b>			
United States	<b>\$1,874,328</b>	\$1,800,539	\$1,806,990
United Kingdom	<b>436,542</b>	387,966	448,863
Other International	<b>430,887</b>	424,145	406,721
Total	<b>\$2,741,757</b>	\$2,612,650	\$2,662,574
<b>INTANGIBLE ASSETS, NET AND GOODWILL</b>			
United States	<b>\$3,127,654</b>	\$3,139,050	\$3,548,628
United Kingdom	<b>879,946</b>	895,767	1,108,297
Other International	<b>404,696</b>	411,910	474,986
Total	<b>\$4,412,296</b>	\$4,446,727	\$5,131,911

#### **17. VARIABLE INTEREST ENTITIES AND CONSOLIDATION OF INVESTMENT VEHICLES**

As further discussed in Notes 1 and 3, in accordance with financial accounting standards on consolidation, Legg Mason consolidates and separately identifies certain sponsored investment vehicles as CIVs, the most significant of which is a CLO. Legg Mason has concluded that it was the primary beneficiary of one of three CLOs in which it has a variable interest. As of March 31, 2014, 2013 and 2012, the balances related to this CLO were consolidated and reported as a CIV in the Company's consolidated financial statements. In addition, Legg Mason concluded it was the primary beneficiary of one sponsored investment fund VIE, which was consolidated (and designated a CIV) as of March 31, 2014, 2013 and 2012, despite significant third party investments in this product.

As of March 31, 2014, Legg Mason also concluded it was the primary beneficiary of 16 employee-owned funds it sponsors, which were consolidated and reported as CIVs. Finally, Legg Mason held a longer-term controlling financial interest in one sponsored investment fund VRE, which has third-party investors and was consolidated and included as a CIV as of March 31, 2014, 2013 and 2012.

Legg Mason's investment in CIVs as of March 31, 2014 and 2013, was \$39,434 and \$39,056, respectively, which represents its maximum risk of loss, excluding uncollected advisory fees. The assets of these CIVs are primarily comprised of investment securities. Investors and creditors of these CIVs have no recourse to the general credit or assets of Legg Mason beyond its investment in these funds.

The following tables reflect the impact of CIVs on the Consolidated Balance Sheets as of March 31, 2014 and 2013, respectively, and the Consolidated Statements of Income (Loss) for the years ended March 31, 2014, 2013 and 2012, respectively:

### Consolidating Balance Sheets

	March 31, 2014				March 31, 2013			
	Balance before Consolidation of CIVs	CIVs	Eliminations	Consolidated Totals	Balance before Consolidation of CIVs	CIVs	Eliminations	Consolidated Totals
Current assets	\$2,032,827	\$138,537	\$(42,981)	\$2,128,383	\$1,908,932	\$ 73,320	\$(39,390)	\$1,942,862
Non-current assets	4,950,948	32,018	—	4,982,966	5,115,181	211,617	—	5,326,798
Total assets	\$6,983,775	\$170,555	\$(42,981)	\$7,111,349	\$7,024,113	\$284,937	\$(39,390)	\$7,269,660
Current liabilities	\$ 735,737	\$ 89,055	\$ (3,547)	\$ 821,245	\$ 692,261	\$ 10,539	\$ (334)	\$ 702,466
Long-term debt of CIVs	—	—	—	—	—	207,835	—	207,835
Other non-current liabilities	1,520,236	—	—	1,520,236	1,517,069	2,930	—	1,519,999
Total liabilities	2,255,973	89,055	(3,547)	2,341,481	2,209,330	221,304	(334)	2,430,300
Redeemable non-controlling interests	3,172	26,325	15,647	45,144	1,355	—	19,654	21,009
Total stockholders' equity	4,724,630	55,175	(55,081)	4,724,724	4,813,428	63,633	(58,710)	4,818,351
Total liabilities and equity	\$6,983,775	\$170,555	\$(42,981)	\$7,111,349	\$7,024,113	\$284,937	\$(39,390)	\$7,269,660

## Consolidating Statements of Income (Loss)

	Year Ended March 31, 2014			
	Balance before Consolidation of CIVs	CIVs	Eliminations	As Reported
Total operating revenues	\$2,743,707	\$ —	\$(1,950)	\$2,741,757
Total operating expenses	2,310,444	2,376	(1,956)	2,310,864
Operating income (loss)	433,263	(2,376)	6	430,893
Total other non-operating income (expense)	(10,333)	2,445	(3,364)	(11,252)
Income before income tax provision (benefit)	422,930	69	(3,358)	419,641
Income tax provision (benefit)	137,805	—	—	137,805
Net income	285,125	69	(3,358)	281,836
Less: Net income (loss) attributable to noncontrolling interests	341	—	(3,289)	(2,948)
Net income attributable to Legg Mason, Inc.	\$ 284,784	\$ 69	\$ (69)	\$ 284,784

	Year Ended March 31, 2013			
	Balance before Consolidation of CIVs	CIVs	Eliminations	As Reported
Total operating revenues	\$2,615,047	\$ —	\$(2,397)	\$2,612,650
Total operating expenses	3,046,587	2,965	(2,403)	3,047,149
Operating income (loss)	(431,540)	(2,965)	6	(434,499)
Total other non-operating income (expense)	(72,177)	(2,864)	(1,067)	(76,108)
Income (loss) before income tax provision (benefit)	(503,717)	(5,829)	(1,061)	(510,607)
Income tax provision (benefit)	(150,859)	—	—	(150,859)
Net income (loss)	(352,858)	(5,829)	(1,061)	(359,748)
Less: Net income (loss) attributable to noncontrolling interests	469	—	(6,890)	(6,421)
Net income (loss) attributable to Legg Mason, Inc.	\$ (353,327)	\$(5,829)	\$ 5,829	\$ (353,327)

	Year Ended March 31, 2012			
	Balance before Consolidation of CIVs	CIVs	Eliminations	As Reported
Total operating revenues	\$2,665,668	\$ —	\$(3,094)	\$2,662,574
Total operating expenses	2,323,213	3,709	(3,101)	2,323,821
Operating income (loss)	342,455	(3,709)	7	338,753
Total other non-operating income (expense)	(49,236)	18,336	(4,770)	(35,670)
Income (loss) before income tax provision (benefit)	293,219	14,627	(4,763)	303,083
Income tax provision (benefit)	72,052	—	—	72,052
Net income (loss)	221,167	14,627	(4,763)	231,031
Less: Net income (loss) attributable to noncontrolling interests	350	—	9,864	10,214
Net income (loss) attributable to Legg Mason, Inc.	\$ 220,817	\$14,627	\$(14,627)	\$ 220,817

Other non-operating income (expense) includes interest income, interest expense and net gains (losses) on investments and long-term debt determined on an accrual basis.

The consolidation of CIVs has no impact on Net Income (Loss) Attributable to Legg Mason, Inc.

The fair value of the financial assets and (liabilities) of CIVs were determined using the following categories of inputs:

	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Value as of March 31, 2014
<b>ASSETS:</b>				
Trading investments:				
Hedge funds	\$ 1,110	\$ 3,941	\$ 17,888	\$ 22,939
Proprietary funds	27,524	—	—	27,524
Total trading investments	28,634	3,941	17,888	50,463
Investments:				
Private equity funds	—	—	31,810	31,810
	\$28,634	\$ 3,941	\$ 49,698	\$ 82,273
<b>LIABILITIES:</b>				
CLO debt	\$ —	\$ —	\$(79,179)	\$(79,179)
Derivative liabilities	—	(1,888)	—	(1,888)
	\$ —	\$(1,888)	\$(79,179)	\$(81,067)

	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Value as of March 31, 2013
<b>ASSETS:</b>				
Trading investments:				
Hedge funds	\$2,076	\$ 3,268	\$ 19,448	\$ 24,792
Investments:				
CLO loans	—	172,519	—	172,519
CLO bonds	—	11,052	—	11,052
Private equity funds	—	—	26,982	26,982
Total investments	—	183,571	26,982	210,553
	\$2,076	\$186,839	\$ 46,430	\$ 235,345
<b>LIABILITIES:</b>				
CLO debt	\$ —	\$ —	\$(207,835)	\$(207,835)
Derivative liabilities	—	(2,930)	—	(2,930)
	\$ —	\$ (2,930)	\$(207,835)	\$(210,765)

Except for the CLO debt, substantially all of the above financial instruments where valuation methods rely on other than observable market inputs as a significant input utilize the NAV practical expedient, such that measurement uncertainty has little relevance. In April 2014, the CLO was completing its wind-down for the subsequent distribution of cash to settle its liabilities. As of March 31, 2014, the carrying value of the CLO debt approximated the amount to be paid to investors, and there was no appreciable measurement uncertainty. The following table provides a summary of qualitative information relating to the valuation of CLO debt as of March 31, 2013:

Value as of March 31, 2013	Valuation technique	Unobservable input	Range (weighted-average)
\$(207,835)	Discounted cash flow	Discount rate	1.1%–11.0% (2.3%)
		Default rate	3.0%–4.0% (3.5%)
		Constant prepayment rate	25.0%

The changes in assets and (liabilities) of CIVs measured at fair value using significant unobservable inputs (Level 3) for the years ended March 31, 2014 and 2013 are presented in the table below:

	Value as of March 31, 2013	Purchases	Sales	Settlements/ Other	Transfers	Realized and Unrealized Gains/ (Losses), Net	Value as of March 31, 2014
<b>ASSETS:</b>							
Hedge funds	\$ 19,448	\$3,516	\$(8,037)	\$ —	\$—	\$ 2,961	<b>\$ 17,888</b>
Private equity funds	26,982	1,811	—	—	—	3,017	<b>31,810</b>
	<b>\$ 46,430</b>	<b>\$5,327</b>	<b>\$(8,037)</b>	<b>\$ —</b>	<b>\$—</b>	<b>\$ 5,978</b>	<b>\$ 49,698</b>
<b>LIABILITIES:</b>							
CLO debt	\$(207,835)	\$ —	\$ —	\$133,047	\$—	\$(4,391)	<b>\$(79,179)</b>
Total realized and unrealized gains (losses), net						\$ 1,587	

	Value as of March 31, 2012	Purchases	Sales	Settlements/ Other	Transfers	Realized and Unrealized Gains/ (Losses), Net	Value as of March 31, 2013
<b>ASSETS:</b>							
Hedge funds	\$ 24,116	\$1,980	\$(6,602)	\$ —	\$—	\$ (46)	\$ 19,448
Private equity funds	25,071	2,622	(2,030)	—	—	1,319	26,982
	<b>\$ 49,187</b>	<b>\$4,602</b>	<b>\$(8,632)</b>	<b>\$ —</b>	<b>\$—</b>	<b>\$ 1,273</b>	<b>\$ 46,430</b>
<b>LIABILITIES:</b>							
CLO debt	\$(271,707)	\$ —	\$ —	\$75,798	\$—	\$(11,926)	\$(207,835)
Total realized and unrealized gains (losses), net						\$(10,653)	

Realized and unrealized gains and losses recorded for Level 3 assets and liabilities of CIVs are included in Other non-operating income (expense) of CIVs on the Consolidated Statements of Income (Loss). Total unrealized losses for Level 3 investments and liabilities of CIVs relating only to those assets and liabilities still held at the reporting date were \$2,284 and \$11,842 for the years ended March 31, 2014 and 2013, respectively.

There were no transfers between Level 1 and Level 2 during either of the years ended March 31, 2014 and 2013.

The NAVs used as a practical expedient by CIVs have been provided by the investees and have been derived from the fair values of the underlying investments as of the respective reporting dates. The following table summarizes, as of March 31, 2014 and March 31, 2013, the nature of these investments and any related liquidation restrictions or other factors which may impact the ultimate value realized:

Category of Investment	Investment Strategy	Fair Value Determined Using NAV		As of March 31, 2014	
		March 31, 2014	March 31, 2013	Unfunded Commitments	Remaining Term
Hedge funds	Global macro, fixed income, long/short equity, systematic, emerging market, U.S. and European hedge	\$22,939 <sup>(1)</sup>	\$24,792 <sup>(2)</sup>	n/a	n/a
Private equity funds	Long/short equity	31,810 <sup>(3)</sup>	26,982 <sup>(3)</sup>	\$2,707	4 years
Total		\$54,749	\$51,774	\$2,707	

n/a—not applicable

(1) 10% daily redemption; 6% monthly redemption; 2% quarterly redemption; and 82% are subject to three to five year lock-up or side pocket provisions.

(2) 11% daily redemption; 8% monthly redemption; 2% quarterly redemption; and 79% are subject to three to five year lock-up or side pocket provisions.

(3) Liquidations are expected over the remaining term.

There are no current plans to sell any of these investments held as of March 31, 2014.

Legg Mason has elected the fair value option for certain eligible assets and liabilities, including corporate loans and debt, of the consolidated CLO. Management believes that the use of the fair value option mitigates the impact of certain timing differences and better matches the changes in fair value of assets and liabilities related to the CLO.

The following table presents the fair value and unpaid principal balance of CLO loans, bonds and debt carried at fair value under the fair value option as of March 31, 2014 and March 31, 2013:

	March 31, 2014	March 31, 2013
CLO loans and bonds		
Unpaid principal balance	\$ —	\$186,839
Unpaid principal balance in excess of fair value	—	(3,268)
Fair value	\$ —	\$183,571
CLO debt		
Principal amounts outstanding	\$ 92,114	\$225,161
Excess unpaid principal over fair value	(12,935)	(17,326)
Fair value	\$ 79,179	\$207,835

During the years ended March 31, 2014 and 2013, total net losses of \$5,914 and \$8,455, respectively, were recognized in Other non-operating income (loss) of CIVs in the Consolidated Statements of Income (Loss) related to assets and liabilities for which the fair value option was elected. CLO loans and CLO debt measured at fair value have floating interest rates, therefore, substantially all of the estimated gains and losses included in earnings for the years ended March 31, 2014 and 2013, were attributable to instrument specific credit risk.



The CLO debt bears interest at variable rates based on LIBOR plus a pre-defined spread, which ranges from 25 basis points to 400 basis points. All outstanding debt matures on July 15, 2018. The CLO commenced its wind-down in July 2012, such that proceeds from securities cannot be reinvested and are applied to reduce the debt outstanding in the quarter subsequent to receipt, after other required payments. As noted above, the CLO was completing its wind-down in April 2014.

Total derivative liabilities of CIVs of \$1,888 and \$2,930 as of March 31, 2014 and 2013, respectively, are recorded in Other liabilities of CIVs. Gains and (losses) of \$1,311 and \$(1,537), respectively, for the fiscal year ended March 31, 2014 and \$942 and \$(1,223), respectively, for the fiscal year ended March 31, 2013, related to derivative liabilities of CIVs are included in Other non-operating income (loss) of CIVs. There is no risk to Legg Mason in relation to the derivative assets and liabilities of the CIVs in excess of its investment in the funds, if any.

As of March 31, 2014 and 2013, for VIEs in which Legg Mason holds a variable interest or is the sponsor and holds a variable interest, but for which it was not the primary beneficiary, Legg Mason's carrying value and maximum risk of loss were as follows:

	As of March 31, 2014		As of March 31, 2013	
	Equity Interests on the Consolidated Balance Sheet <sup>(1)</sup>	Maximum Risk of Loss <sup>(2)</sup>	Equity Interests on the Consolidated Balance Sheet <sup>(1)</sup>	Maximum Risk of Loss <sup>(2)</sup>
CLOs	\$ —	\$ 911	\$ —	\$ 496
Real Estate Investment Trust	1,442	3,715	989	2,644
Other sponsored investment funds	34,126	78,521	43,104	87,121
Total	\$35,568	\$83,147	\$44,093	\$90,261

(1) Includes \$23,404 and \$33,918 related to investments in proprietary funds products as of March 31, 2014 and 2013, respectively.

(2) Includes equity investments the Company has made or is required to make and any earned but uncollected management fees.

The Company's total AUM of unconsolidated VIEs was \$16,032,764 and \$17,090,267 as of March 31, 2014 and 2013, respectively.

The assets of these VIEs are primarily comprised of cash and cash equivalents and investment securities, and the liabilities are primarily comprised of debt and various expense accruals. These VIEs are not consolidated because either (1) Legg Mason does not have the power to direct significant economic activities of the entity and rights/obligations associated with benefits/losses that could be significant to the entity, or (2) Legg Mason does not absorb a majority of each VIE's expected losses or does not receive a majority of each VIE's expected residual gains.

# Quarterly Financial Data

(Dollars in thousands, except per share amounts or unless otherwise noted)  
(Unaudited)

Fiscal 2014 <sup>(1)</sup>	Quarter Ended			
	Mar. 31	Dec. 31	Sept. 30	June 30
<b>Operating Revenues</b>	<b>\$681,396</b>	<b>\$720,092</b>	<b>\$669,852</b>	<b>\$670,417</b>
<b>Operating Expenses</b>	<b>562,055</b>	<b>598,440</b>	<b>563,486</b>	<b>586,883</b>
<b>Operating Income</b>	<b>119,341</b>	<b>121,652</b>	<b>106,366</b>	<b>83,534</b>
<b>Other Non-Operating Income (Expense)</b>	<b>(7,393)</b>	<b>4,303</b>	<b>485</b>	<b>(8,647)</b>
<b>Income before Income Tax Provision</b>	<b>111,948</b>	<b>125,955</b>	<b>106,851</b>	<b>74,887</b>
<b>Income tax provision</b>	<b>46,856</b>	<b>46,004</b>	<b>19,153</b>	<b>25,792</b>
<b>Net Income</b>	<b>65,092</b>	<b>79,951</b>	<b>87,698</b>	<b>49,095</b>
<b>Less: Net income (Loss) attributable to noncontrolling interests</b>	<b>(3,855)</b>	<b>(1,783)</b>	<b>1,410</b>	<b>1,280</b>
<b>Net Income Attributable to Legg Mason, Inc.</b>	<b>\$ 68,947</b>	<b>\$ 81,734</b>	<b>\$ 86,288</b>	<b>\$ 47,815</b>
<b>Net Income per Share Attributable to Legg Mason, Inc.</b>				
<b>common shareholders:</b>				
<b>Basic</b>	<b>\$ 0.58</b>	<b>\$ 0.68</b>	<b>\$ 0.70</b>	<b>\$ 0.38</b>
<b>Diluted</b>	<b>0.58</b>	<b>0.67</b>	<b>0.70</b>	<b>0.38</b>
<b>Cash dividend per share</b>	<b>0.13</b>	<b>0.13</b>	<b>0.13</b>	<b>0.13</b>
<b>Stock price range:</b>				
<b>High</b>	<b>49.50</b>	<b>44.09</b>	<b>35.85</b>	<b>37.04</b>
<b>Low</b>	<b>39.60</b>	<b>32.44</b>	<b>30.28</b>	<b>29.28</b>
<b>Assets Under Management (in millions):</b>				
<b>End of period</b>	<b>\$701,774</b>	<b>\$679,475</b>	<b>\$656,023</b>	<b>\$644,511</b>
<b>Average</b>	<b>689,003</b>	<b>670,019</b>	<b>650,428</b>	<b>654,737</b>

(1) Due to rounding of quarterly results, total amounts for fiscal year may differ immaterially from the annual results.

As of May 20, 2014, the closing price of Legg Mason's common stock was \$48.11.

Fiscal 2013 <sup>(1)</sup>	Quarter Ended			
	Mar. 31	Dec. 31	Sept. 30	June 30
Operating Revenues	\$667,763	\$ 673,900	\$640,295	\$630,692
Operating Expenses	624,750	1,307,223	560,561	554,615
Operating Income (Loss)	43,013	(633,323)	79,734	76,077
Other Non-Operating Income (Expense)	5,633	(5,441)	17,758	(94,058)
Income (Loss) before Income Tax Provision (Benefit)	48,646	(638,764)	97,492	(17,981)
Income tax provision (benefit)	17,955	(180,214)	16,397	(4,997)
Net Income (Loss)	30,691	(458,550)	81,095	(12,984)
Less: Net income (loss) attributable to noncontrolling interests	1,487	(4,680)	298	(3,526)
Net Income (Loss) Attributable to Legg Mason, Inc.	\$ 29,204	\$ (453,870)	\$ 80,797	\$ (9,458)
<b>Net Income (Loss) per share attributable to Legg Mason, Inc.</b>				
<b>common shareholders:</b>				
<b>Basic</b>	<b>\$ 0.23</b>	<b>\$ (3.45)</b>	<b>\$ 0.60</b>	<b>\$ (0.07)</b>
<b>Diluted</b>	<b>0.23</b>	<b>(3.45)</b>	<b>0.60</b>	<b>(0.07)</b>
<b>Cash dividend per share</b>	<b>0.11</b>	<b>0.11</b>	<b>0.11</b>	<b>0.11</b>
<b>Stock price range:</b>				
<b>High</b>	<b>32.59</b>	<b>26.63</b>	<b>27.14</b>	<b>28.47</b>
<b>Low</b>	<b>25.43</b>	<b>23.88</b>	<b>23.31</b>	<b>22.36</b>
<b>Assets Under Management (in millions):</b>				
<b>End of period</b>	<b>\$664,609</b>	<b>\$648,879</b>	<b>\$650,700</b>	<b>\$631,823</b>
<b>Average</b>	<b>657,357</b>	<b>648,354</b>	<b>639,389</b>	<b>635,463</b>

(1) Due to rounding of quarterly results, total amounts for fiscal year may differ immaterially from the annual results.

## Executive Officers

**Joseph A. Sullivan**  
President and Chief Executive Officer

**Peter H. Nachtwey**  
Senior Executive Vice President and  
Chief Financial Officer

**Thomas K. Hoops**  
Executive Vice President and  
Head of Business Development

**Terence A. Johnson**  
Executive Vice President and  
Head of Global Distribution

**Thomas C. Merchant**  
Executive Vice President and  
General Counsel

**Jennifer W. Murphy**  
Executive Vice President and  
Chief Administrative Officer

## Corporate Data

**EXECUTIVE OFFICES**  
100 International Drive  
Baltimore, Maryland 21202  
(410) 539-0000  
www.leggmason.com

**FORM 10-K**  
Legg Mason's Annual Report on Form 10-K for fiscal 2014, filed with the Securities and Exchange Commission and containing audited financial statements, is available upon request without charge by writing to the Corporate Secretary at the Executive Offices of the Company.

Copies can also be obtained by accessing our website at [www.leggmason.com](http://www.leggmason.com)

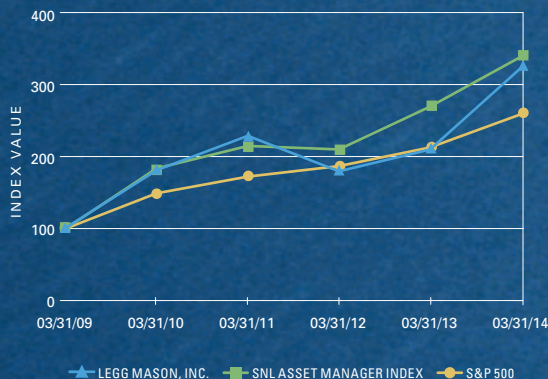
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www.pwc.com

**TRANSFER AGENT**  
American Stock Transfer & Trust Company  
6201 15th Avenue  
Brooklyn, NY 11219  
(212) 936-5100  
www.amstock.com

**COMMON STOCK**  
Shares of Legg Mason, Inc. common stock are listed and traded on the New York Stock Exchange (symbol: LM). As of March 31, 2014, there were 1,300 shareholders of record of the Company's common stock.

## Total Return Performance

The graph below compares the cumulative total stockholder return on Legg Mason's common stock for the last five fiscal years with the cumulative total return of the S&P 500 Stock Index and the SNL Asset Manager Index over the same period (assuming the investment of \$100 in each on March 31, 2009). The SNL Asset Manager Index consists of 35 asset management firms.



INDEX	PERIOD ENDING					
	03/31/09	03/31/10	03/31/11	03/31/12	03/31/13	03/31/14
Legg Mason, Inc.	100.00	181.10	229.31	179.55	210.15	324.97
SNL Asset Manager Index	100.00	184.57	216.01	211.14	271.17	341.34
S&P 500	100.00	149.77	173.20	187.99	214.24	261.07


Source: SNL Financial LC, Charlottesville, VA

# LEGG MASON

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