

SALOMON BROTHERS CAPITAL & INCOME FUND INC  
Form N-CSRS  
July 07, 2005

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM N-CSR**

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED**  
**MANAGEMENT INVESTMENT COMPANIES**

Investment Company Act file number **811-21467**

**Salomon Brothers Capital and Income Fund Inc.**

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(Exact name of registrant as specified in charter)

125 Broad Street, New York, NY

10004

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(Address of principal executive offices)

(Zip code)

Robert I. Frenkel, Esq.

**Salomon Brothers Asset Management Inc**

**300 First Stamford Place**

**Stamford, CT 06902**

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(Name and address of agent for service)

Registrant's telephone number, including area code: (800) 725-6666

Date of fiscal year end: **October 31**

Date of reporting period: **April 30, 2005**

ITEM 1. REPORT TO STOCKHOLDERS.

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

# **Salomon Brothers**

## **Capital and Income**

### **Fund Inc.**

  

### **Semi-Annual Report**

April 30, 2005

American Stock Transfer & Trust Company

59 Maiden Lane

New York, New York 10038

SCDSEMI 04/05

05-8644

SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

## Letter From the Chairman

**R. Jay Gerken, CFA**

*Chairman, President and Chief Executive Officer*

**Dear Shareholder,**

Despite rising interest rates, climbing oil prices, geopolitical concerns and uncertainties surrounding the U.S. Presidential election, the U.S. economy continued to expand during the period of this report. Following a robust 4.0% gain in the third quarter of 2004, gross domestic product (GDP) growth was 3.8% in the fourth quarter. The advance estimate for first quarter 2005 GDP growth was 3.1%. After the end of the Fund's reporting period, the advance first quarter 2005 GDP figure was revised up to 3.5%.

Given the overall strength of the economy, the Federal Reserve Board (Fed) continued to raise interest rates over the period in an attempt to ward off inflation. Following three rate hikes from June through September 2004, the Fed again increased its target for the federal funds rate<sup>iii</sup> in 0.25% increments four times during the reporting period. Following the end of the Fund's reporting period, at its May meeting, the Fed once again increased its target for the federal funds rate by 0.25% to 3.00%.

During the first half of the reporting period, the fixed income market confounded many investors as short-term interest rates rose in concert with the Fed rate tightening, while longer-term rates, surprisingly, remained fairly steady. However, this began to change in late February 2005, as strong economic data and inflationary concerns caused longer-term rates to rise as well. This continued through March, before longer-term rates again declined on the back of mixed economic data. Looking at the six-month period as a whole, the overall bond market, as measured by the Lehman Brothers Aggregate Bond Index,<sup>iv</sup> returned 0.98%.

The U.S. stock market posted a modest gain for the period, with the S&P 500 Index<sup>v</sup> returning 3.28%. The reporting period began on a bright note, as the equity markets rallied sharply in November and December 2004. Investors were drawn to stocks as the uncertainty of the Presidential election ended and oil prices fell from their record highs. Thus far in 2005, the equity markets have been volatile. Equities were weak in January, rose in February and again fell in March and April. The market's recent troubles have been attributed to mixed economic data, continued high oil prices, and rising interest rates.

Looking at the reporting period as a whole, the trend of value-oriented stocks outperforming their growth counterparts continued. In addition, mid- and large-cap stocks generally outperformed their small-cap brethren during the period.

Important information concerning the Fund and its Adviser with regard to recent regulatory developments is contained in the Additional Information note in the Notes to the Financial Statements included in this report.

**Performance Review**

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For the six months ended April 30, 2005, the Salomon Brothers Capital and Income Fund returned -2.34%, based on its NYSE market price and 3.05% based on its net asset value (NAV) per share. The Fund's unmanaged benchmark, the S&P 500 Index, returned 3.28% for the same time period. The

SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

Lipper Income and Preferred Stock Funds Closed-End Funds Category Average<sup>1</sup> returned 4.28%. Please note that Lipper performance returns are based on each fund's NAV per share.

During the six-month period, the Fund made distributions to shareholders totaling \$0.6000 per share (which may include return of capital). The performance table shows the Fund's 30-day SEC yield as well as its six-month total return based on its NAV and market price as of April 30, 2005. **Past performance is no guarantee of future results. The Fund's yields will vary.**

**FUND PERFORMANCE**

**AS OF APRIL 30, 2005**

**(unaudited)**

|                        | <b>30-Day</b>    | <b>Six-Month</b>    |
|------------------------|------------------|---------------------|
| <b>Price Per Share</b> | <b>SEC Yield</b> | <b>Total Return</b> |
| \$18.62 (NAV)          | 3.83%            | 3.05%               |
| \$16.26 (Market Price) | 4.39%            | -2.34%              |

**All figures represent past performance and are not a guarantee of future results. The Fund's yields will vary.**

Total returns are based on changes in NAV or market price, respectively. Total returns assume the reinvestment of all distributions. The SEC yield is a return figure often quoted by bond and other fixed-income mutual funds. This quotation is based on the most recent 30-day (or one-month) period covered by the Fund's filings with the SEC. The yield figure reflects the income dividends and interest earned during the period after deduction of the Fund's expenses for the period. These yields are as of April 30, 2005 and are subject to change.

**Information About Your Fund**

As you may be aware, several issues in the mutual fund industry have recently come under the scrutiny of federal and state regulators. The Fund's Adviser and some of its affiliates have received requests for information from various government regulators regarding market timing, late trading, fees, and other mutual fund issues in connection with various investigations. The regulators appear to be examining, among other things, the Fund's response to market timing and shareholder exchange activity, including compliance with prospectus disclosure related to these subjects. The Fund has been informed that the Adviser and its affiliates are responding to those information requests, but are not in a position to predict the outcome of these requests and investigations.

**Looking for Additional Information?**

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

<sup>1</sup> Lipper, Inc. is a major independent mutual-fund tracking organization. Returns are based on the six-month period ended April 30, 2005 including the reinvestment of dividends and capital gains distributions, if any, calculated among the 35 funds in the Fund's Lipper category, and excluding sales charges.



SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

In a continuing effort to provide information concerning the Fund, shareholders may call 1-888-777-0102 or 1-800-SALOMON (toll free), Monday through Friday from 8:00 a.m. to 6:00 p.m. Eastern Time, for the Fund's current NAV, market price, and other information.

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

Sincerely,

R. Jay Gerken, CFA

Chairman, President and Chief Executive Officer

*May 17, 2005*

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

Portfolio holdings and breakdowns are as of April 30, 2005 and are subject to change. Please refer to pages 5 through 31 for a list and percentage breakdown of the Fund's holdings.

**RISKS:** As interest rates rise, bond prices fall, reducing the value of the Fund. Investing in a non-diversified fund may entail greater risks than is normally associated with more widely diversified funds. The Fund may use derivatives, such as options and futures, which can be illiquid, may disproportionately increase losses, and have a potentially large impact on fund performance. High yield bonds involve greater credit and liquidity risks than investment grade bonds. Foreign securities are subject to certain risks not associated with domestic investing, such as currency fluctuations and changes in political and economic conditions which could result in significant fluctuations. The risks are magnified in emerging markets.

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

- i Gross domestic product is the market value of goods and services produced by labor and property in a given country.
- ii The Federal Reserve Board is responsible for the formulation of a policy designed to promote economic growth, full employment, stable prices, and a sustainable pattern of international trade and payments.
- iii

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The federal funds rate is the interest rate that banks with excess reserves at a Federal Reserve district bank charge other banks that need overnight loans.

- iv The Lehman Brothers Aggregate Bond Index is a broad-based bond index comprised of Government, Corporate, Mortgage and Asset-backed issues, rated investment grade or higher, and having at least one year to maturity.
- v The S&P 500 Index is a market capitalization-weighted index of 500 widely held common stocks.
- vi NAV is calculated by subtracting total liabilities from the closing value of all securities held by the Fund (plus all other assets) and dividing the result (total net assets) by the total number of the common shares outstanding. The NAV fluctuates with changes in the market prices of securities in which the fund has invested. However, the price at which an investor may buy or sell shares of the Fund is at the Fund's market price as determined by supply of and demand for the Fund's shares.

SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

## **Fund at a Glance** (unaudited)

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SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Schedule of Investments** (unaudited)

April 30, 2005

| Shares                                       | Security*  | Value        |
|--|--|--------------|
| <b>Common Stock 40.4%</b>                    |  |              |
| <b>Consumer Discretionary 4.3%</b>           |  |              |
| <b>Hotels Restaurants &amp; Leisure 0.3%</b> |  |              |
| 30,000                                       | Brinker International, Inc. (a)                        | \$ 1,014,000 |
| 13,000                                       | Ctrip.com International Ltd., ADR (a)                  | 570,440      |
| 30,100                                       | McDonald's Corp.                                       | 882,231      |
|  |  | <hr/>        |
|  |  | 2,466,671    |
|  |  | <hr/>        |
| <b>Household Durables 0.3%</b>               |  |              |
| 117,400                                      | Newell Rubbermaid Inc. (b)                             | 2,551,102    |
|  |  | <hr/>        |
| <b>Leisure Equipment &amp; Products 0.0%</b> |  |              |
| 27,100                                       | Mattel, Inc.   | 489,155      |
|  |  | <hr/>        |
| <b>Media 2.7%</b>                            |  |              |
| 103,100                                      | Cablevision Systems Corp., NY Group Class A Shares (a) | 2,675,445    |
| 22,800                                       | Comcast Corp., Class A Shares (a)                      | 732,108      |
| 112,300                                      | EchoStar Communications Corp., Class A Shares (a)      | 3,251,085    |
| 156,500                                      | The Interpublic Group of Cos., Inc. (a)(b)             | 2,012,590    |
| 172,400                                      | Liberty Media Corp., Series A Shares (a)               | 1,730,896    |
| 57,575                                       | Liberty Media International, Inc., Series A Shares (a) | 2,387,635    |
| 150,700                                      | News Corp., Class B Shares (b)                         | 2,399,144    |
| 8,400  | NTL Inc. (a)(b)  | 537,432      |
| 345,800                                      | SES Global-FDR#  | 4,752,253    |
| 140,500                                      | Time Warner Inc. (a)                                   | 2,361,805    |
| 34,000                                       | Viacom Inc., Class B Shares                            | 1,177,080    |
|  |  | <hr/>        |
|  |  | 24,017,473   |
|  |  | <hr/>        |
| <b>Multi-line Retail 0.7%</b>                |  |              |
| 55,000                                       | Dollar General Corp.                                   | 1,119,250    |
| 80,800                                       | J.C. Penney Co. Inc., (Holding Co.)                    | 3,830,728    |
| 25,000                                       | Wal-Mart Stores, Inc.                                  | 1,178,500    |
|  |  | <hr/>        |
|  |  | 6,128,478    |
|  |  | <hr/>        |
| <b>Specialty Retail 0.2%</b>                 |  |              |
| 25,000                                       | Best Buy Co., Inc.                                     | 1,258,500    |
| 18,700                                       | Regis Corp.  | 668,151      |
|  |  | <hr/>        |
|  |  | 1,926,651    |
|  |  | <hr/>        |

*See Notes to Financial Statements.*

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SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Schedule of Investments** (unaudited) (continued)

April 30, 2005

| Shares                                      | Security*                              | Value             |
|---|--|-------------------|
| <b>Textiles &amp; Apparel 0.1%</b>          |  |                   |
| 15,000                                      | Nike, Inc., Class B Shares             | \$ 1,152,150      |
| <b>Total Consumer Discretionary</b>         |  | <b>38,731,680</b> |
| <b>Consumer Staples 1.9%</b>                |  |                   |
| <b>Beverages 0.1%</b>                       |  |                   |
| 25,000                                      | PepsiCo, Inc.                          | 1,391,000         |
| <b>Food &amp; Drug Retailing 0.4%</b>       |  |                   |
| 20,000                                      | CVS Corp.                              | 1,031,600         |
| 162,600                                     | The Kroger Co. (a)                     | 2,564,202         |
|   |  | 3,595,802         |
| <b>Food Products 0.5%</b>                   |  |                   |
| 34,100                                      | Kellogg Co.                            | 1,532,795         |
| 40,000                                      | McCormick & Co. Inc, Non-Voting Shares | 1,383,600         |
| 75,000                                      | Sara Lee Corp.                         | 1,604,250         |
|   |  | 4,520,645         |
| <b>Household Products 0.3%</b>              |  |                   |
| 46,300                                      | Kimberly-Clark Corp.                   | 2,891,435         |
| <b>Tobacco 0.6%</b>                         |  |                   |
| 78,000                                      | Altria Group, Inc.                     | 5,069,220         |
| <b>Total Consumer Staples</b>               |  | <b>17,468,102</b> |
| <b>Energy 5.6%</b>                          |  |                   |
| <b>Energy Equipment &amp; Services 3.0%</b> |  |                   |
| 137,700                                     | ENSCO International Inc.               | 4,489,020         |
| 117,700                                     | GlobalSantaFe Corp.                    | 3,954,720         |
| 71,500                                      | Halliburton Co.                        | 2,973,685         |
| 110,600                                     | Nabors Industries, Ltd. (a)            | 5,958,022         |
| 105,000                                     | Pride International, Inc. (a)          | 2,341,500         |
| 112,700                                     | Rowan Cos., Inc. (a)                   | 2,989,931         |
| 100,000                                     | Transocean Inc. (a)                    | 4,637,000         |
|   |  | 27,343,878        |
| <b>Oil &amp; Gas 2.6%</b>                   |  |                   |
| 35,300                                      | BP Plc, ADR                            | 2,149,770         |
| 87,200                                      | Marathon Oil Corp.                     | 4,060,904         |

*See Notes to Financial Statements.*



SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Schedule of Investments** (unaudited) (continued)

April 30, 2005

| Shares                        | Security*                                   | Value             |
|-------------------------------|---|-------------------|
| <b>Oil &amp; Gas</b>          | <b>2.6% (continued)</b>                     |                   |
| 107,357                       | Nexen Inc.                                  | \$ 5,126,297      |
| 29,000                        | Noble Energy, Inc. (b)                      | 1,859,480         |
| 87,480                        | Total SA, ADR (b)                           | 9,702,407         |
|                               |   | <hr/>             |
|                               |   | 22,898,858        |
|                               |   | <hr/>             |
|                               | <b>Total Energy</b>                         | <b>50,242,736</b> |
|                               |   | <hr/>             |
| <b>Financials</b>             | <b>11.0%</b>                                |                   |
| <b>Banks</b>                  | <b>1.2%</b>                                 |                   |
| 92,952                        | Bank of America Corp.                       | 4,186,558         |
| 24,700                        | Comerica Inc.                               | 1,414,322         |
| 14,400                        | U.S. Bancorp.                               | 401,760           |
| 16,500                        | Wachovia Corp.                              | 844,470           |
| 53,800                        | Wells Fargo & Co.                           | 3,224,772         |
| 13,000                        | Zions Bancorp.                              | 910,390           |
|                               |   | <hr/>             |
|                               |   | 10,982,272        |
|                               |   | <hr/>             |
| <b>Diversified Financials</b> | <b>1.5%</b>                                 |                   |
| 11,300                        | American Express Co.                        | 595,510           |
| 53,780                        | Capital One Financial Corp.                 | 3,812,464         |
| 54,950                        | Freddie Mac                                 | 3,380,524         |
| 6,600                         | The Goldman Sachs Group, Inc.               | 704,814           |
| 41,840                        | JPMorgan Chase & Co.                        | 1,484,902         |
| 15,900                        | Legg Mason, Inc.                            | 1,126,674         |
| 8,000                         | Lehman Brothers Holdings Inc.               | 733,760           |
| 35,600                        | Merrill Lynch & Co., Inc.                   | 1,919,908         |
|                               |   | <hr/>             |
|                               |   | 13,758,556        |
|                               |   | <hr/>             |
| <b>Insurance</b>              | <b>0.9%</b>                                 |                   |
| 24,300                        | American International Group, Inc.          | 1,235,655         |
| 28,100                        | Assurant, Inc.                              | 929,829           |
| 8                             | Berkshire Hathaway Inc., Class A Shares (a) | 674,800           |
| 30,800                        | The Chubb Corp.                             | 2,518,824         |
| 8,000                         | The Hartford Financial Services Group, Inc. | 578,960           |
| 15,300                        | IPC Holdings, Ltd.                          | 575,739           |
| 14,200                        | PartnerRe Ltd.                              | 827,576           |
| 17,250                        | Willis Group Holdings Ltd. (b)              | 577,013           |
|                               |   | <hr/>             |
|                               |   | 7,918,396         |
|                               |   | <hr/>             |

*See Notes to Financial Statements.*

SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Schedule of Investments** (unaudited) (continued)

April 30, 2005

| Shares                  | Security*   | Value        |
|-------------------------|---|--------------|
| <b>Real Estate</b> 7.4% |   |              |
| 19,300                  | Alexandria Real Estate Equities, Inc.                   | \$ 1,328,226 |
| 65,200                  | AMB Property Corp.                                      | 2,542,148    |
| 155,000                 | American Financial Realty Trust                         | 2,376,150    |
| 7,400                   | Apartment Investment and Management Co., Class A Shares | 282,088      |
| 62,100                  | Archstone-Smith Trust                                   | 2,233,737    |
| 60,000                  | Arden Realty, Inc.                                      | 2,141,400    |
| 25,000                  | Ashford Hospitality Trust Inc. (b)                      | 256,000      |
| 31,900                  | AvalonBay Communities Inc.                              | 2,296,800    |
| 46,500                  | BioMed Realty Trust, Inc.                               | 939,300      |
| 17,200                  | Boston Properties Inc.                                  | 1,143,284    |
| 12,400                  | BRE Properties Inc., Class A Shares                     | 461,528      |
| 66,800                  | CarrAmerica Realty Corp.                                | 2,207,072    |
| 12,000                  | Developers Diversified Realty Corp.                     | 509,280      |
| 20,900                  | Duke Realty Corp.                                       | 639,540      |
| 218,000                 | Equity Office Properties Trust                          | 6,860,460    |
| 50,200                  | Equity Residential                                      | 1,724,370    |
| 29,800                  | Federal Realty Investment Trust                         | 1,594,300    |
| 67,400                  | General Growth Properties Inc.                          | 2,636,014    |
| 22,500                  | Gramercy Capital Corp.                                  | 447,300      |
| 57,900                  | Heritage Property Investment Trust (b)                  | 1,783,320    |
| 27,000                  | Highwoods Properties, Inc.                              | 759,510      |
| 90,000                  | iStar Financial Inc.                                    | 3,585,600    |
| 12,400                  | Kimco Realty Corp.                                      | 686,836      |
| 70,000                  | Liberty Property Trust                                  | 2,788,100    |
| 7,400                   | The Macerich Co.  | 446,220      |
| 100,000                 | Maguire Properties, Inc. (b)                            | 2,550,000    |
| 105,000                 | New Plan Excel Realty Trust, Inc. (b)                   | 2,710,050    |
| 7,200                   | Pan Pacific Retail Properties, Inc.                     | 435,024      |
| 60,000                  | Prentiss Properties Trust                               | 1,993,200    |
| 106,300                 | ProLogis  | 4,208,417    |
| 39,200                  | PS Business Parks Inc.                                  | 1,582,112    |
| 21,000                  | Public Storage Inc.                                     | 1,232,700    |
| 26,393                  | Reckson Associates Realty Corp.                         | 851,174      |
| 34,500                  | Simon Property Group, Inc.                              | 2,279,415    |
| 45,900                  | SL Green Realty Corp.                                   | 2,799,900    |

*See Notes to Financial Statements.*



SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Schedule of Investments** (unaudited) (continued)

April 30, 2005

| Shares                                     | Security*                                | Value             |
|--|--|-------------------|
| <b>Real Estate</b>                         | <b>7.4% (continued)</b>                  |                   |
| 25,000                                     | United Dominion Realty Trust, Inc.       | \$ 553,750        |
| 26,900                                     | Vornado Realty Trust                     | 2,056,505         |
|  |  | <hr/>             |
|  |  | 65,920,830        |
|  |  | <hr/>             |
|  |  | <b>98,580,054</b> |
|  |  | <hr/>             |
| <b>Total Financials</b>                    |  |                   |
|  |  | <hr/>             |
| <b>Healthcare</b>                          | <b>5.1%</b>                              |                   |
| <b>Biotechnology</b>                       | <b>1.6%</b>                              |                   |
| 49,800                                     | Amgen Inc. (a)                           | 2,898,858         |
| 78,000                                     | Genentech, Inc. (a)                      | 5,533,320         |
| 53,300                                     | InterMune, Inc. (a)(b)                   | 575,640           |
| 64,400                                     | OSI Pharmaceuticals, Inc. (a)            | 3,048,374         |
| 60,400                                     | Transkaryotic Therapies, Inc. (a)(b)     | 2,046,352         |
|  |  | <hr/>             |
|  |  | 14,102,544        |
|  |  | <hr/>             |
| <b>Healthcare Equipment &amp; Supplies</b> | <b>0.6%</b>                              |                   |
| 56,200                                     | DJ Orthopedics, Inc. (a)                 | 1,413,430         |
| 15,600                                     | Fisher Scientific International Inc. (a) | 926,328           |
| 35,300                                     | Zimmer Holdings, Inc. (a)                | 2,874,126         |
|  |  | <hr/>             |
|  |  | 5,213,884         |
|  |  | <hr/>             |
| <b>Healthcare Providers &amp; Services</b> | <b>1.0%</b>                              |                   |
| 27,200                                     | Aetna, Inc.                              | 1,995,664         |
| 47,000                                     | Coventry Health Care, Inc. (a)           | 3,216,210         |
| 23,000                                     | PacifiCare Health Systems, Inc. (a)      | 1,374,480         |
| 17,000                                     | WellPoint Inc. (a)                       | 2,171,750         |
|  |  | <hr/>             |
|  |  | 8,758,104         |
|  |  | <hr/>             |
| <b>Pharmaceuticals</b>                     | <b>1.9%</b>                              |                   |
| 25,700                                     | Abbott Laboratories                      | 1,263,412         |
| 68,200                                     | GlaxoSmithKline PLC, ADR                 | 3,447,510         |
| 37,800                                     | Novartis AG, ADR                         | 1,841,994         |
| 110,700                                    | Pfizer Inc.                              | 3,007,719         |
| 2,600                                      | Roche Holding AG#                        | 315,935           |
| 28,400                                     | Sanofi-Aventis#                          | 2,524,605         |
| 46,100                                     | Sanofi-Aventis, ADR (a)(b)               | 2,045,457         |

*See Notes to Financial Statements.*

SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Schedule of Investments** (unaudited) (continued)

April 30, 2005

| Shares   | Security*                                     | Value             |
|--|---|-------------------|
| <b>Pharmaceuticals 1.9% (continued)</b>          |   |                   |
| 34,200   | Sepracor, Inc. (a)                            | \$ 2,049,264      |
| 27,000   | Teva Pharmaceutical Industries Ltd., ADR      | 843,480           |
|  |   | <hr/>             |
|  |   | 17,339,376        |
|  |   | <hr/>             |
|  | <b>Total Healthcare</b>                       | <b>45,413,908</b> |
|  |   | <hr/>             |
| <b>Industrials 4.2%</b>                          |   |                   |
| <b>Aerospace &amp; Defense 1.3%</b>              |   |                   |
| 116,400  | The Boeing Co.                                | 6,928,128         |
| 20,100   | Lockheed Martin Corp.                         | 1,225,095         |
| 90,000   | Raytheon Co.                                  | 3,384,900         |
|  |   | <hr/>             |
|  |   | 11,538,123        |
|  |   | <hr/>             |
| <b>Building Products 0.3%</b>                    |   |                   |
| 52,800   | American Standard Cos., Inc.                  | 2,360,688         |
|  |   | <hr/>             |
| <b>Commercial Services &amp; Supplies 0.3%</b>   |   |                   |
| 35,700   | Avery Dennison Corp.                          | 1,868,895         |
| 50,000   | Wright Express Corp. (a)                      | 835,000           |
|  |   | <hr/>             |
|  |   | 2,703,895         |
|  |   | <hr/>             |
| <b>Construction &amp; Engineering 0.3%</b>       |   |                   |
| 131,700  | Chicago Bridge & Iron Company N.V.            | 2,947,446         |
|  |   | <hr/>             |
| <b>Industrial Conglomerates 1.4%</b>             |   |                   |
| 259,800  | General Electric Co.                          | 9,404,760         |
| 77,900   | Honeywell International Inc.                  | 2,785,704         |
|  |   | <hr/>             |
|  |   | 12,190,464        |
|  |   | <hr/>             |
| <b>Machinery 0.4%</b>                            |   |                   |
| 128,600  | Navistar International Corp. (a)              | 3,797,558         |
|  |   | <hr/>             |
| <b>Marine 0.2%</b>                               |   |                   |
| 82,500   | Arlington Tankers Ltd. (b)                    | 1,801,800         |
|  |   | <hr/>             |
| <b>Trading Companies &amp; Distributors 0.0%</b> |   |                   |
| 9,600  | MSC Industrial Direct Co., Class A Shares (b) | 257,952           |
|  |   | <hr/>             |
|  | <b>Total Industrials</b>                      | <b>37,597,926</b> |
|  |   | <hr/>             |
| <b>Information Technology 3.0%</b>               |   |                   |
| <b>Communications Equipment 1.2%</b>             |   |                   |

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|           |                                     |           |
|-----------|-------------------------------------|-----------|
| 1,660,300 | ADC Telecommunications, Inc. (a)(b) | 3,768,881 |
| 56,451    | Comverse Technology, Inc. (a)       | 1,286,518 |

*See Notes to Financial Statements.*

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SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Schedule of Investments** (unaudited) (continued)

April 30, 2005

| Shares   | Security*                                      | Value                         |
|--|--|-------------------------------|
| <b>Communications Equipment 1.2% (continued)</b>   |  |                               |
| 69,000   | Nokia Oyj, ADR                                 | \$ 1,102,620                  |
| 1,641,100  | Nortel Networks Corp. (a)                      | 4,086,339                     |
| 53,100   | Polycom, Inc. (a)                              | 810,306                       |
|  |  | <hr/> 11,054,664 <hr/>        |
| <b>Computers &amp; Peripherals 0.5%</b>            |  |                               |
| 45,300   | Hewlett-Packard Co.                            | 927,291                       |
| 44,000   | Lexmark International Inc., Class A Shares (a) | 3,055,800                     |
|  |  | <hr/> 3,983,091 <hr/>         |
| <b>Electronic Equipment &amp; Instruments 0.0%</b> |  |                               |
| 2,000  | Dolby Laboratories Inc. Class A Shares (a)     | 40,900                        |
|  |  | <hr/>                         |
| <b>Internet Software &amp; Services 0.2%</b>       |  |                               |
| 133,900  | Digitas Inc. (a)(b)                            | 1,334,983                     |
| 21,900   | SINA Corp. (a)(b)                              | 601,593                       |
|  |  | <hr/> 1,936,576 <hr/>         |
| <b>Semiconductor Equipment &amp; Products 0.6%</b> |  |                               |
| 24,000   | Intel Corp.                                    | 564,480                       |
| 96,000   | Maxim Integrated Products, Inc.                | 3,590,400                     |
| 108,700  | Teradyne, Inc. (a)                             | 1,197,874                     |
|  |  | <hr/> 5,352,754 <hr/>         |
| <b>Software 0.5%</b>                               |  |                               |
| 169,400  | Microsoft Corp.                                | 4,285,820                     |
|  |  | <hr/>                         |
| <b>Total Information Technology</b>                |  | <hr/> <b>26,653,805</b> <hr/> |
| <b>Materials 1.7%</b>                              |  |                               |
| <b>Chemicals 0.6%</b>                              |  |                               |
| 61,700   | Air Products and Chemicals, Inc.               | 3,623,641                     |
| 28,000   | E. I. du Pont de Nemours and Co.               | 1,319,080                     |
|  |  | <hr/> 4,942,721 <hr/>         |
| <b>Containers &amp; Packaging 0.1%</b>             |  |                               |
| 20,000   | Sealed Air Corp. (a)                           | 968,800                       |
|  |  | <hr/>                         |
| <b>Metals &amp; Mining 1.0%</b>                    |  |                               |
| 153,400  | Barrick Gold Corp. (b)                         | 3,423,888                     |
| 56,200   | Compass Minerals International Inc.            | 1,357,230                     |
| 30,000   | CONSOL Energy Inc.                             | 1,297,200                     |

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|        |                       |           |
|--------|-----------------------|-----------|
| 80,000 | Massey Energy Co. (b) | 2,888,800 |
|        |                       | <hr/>     |
|        |                       | 8,967,118 |
|        |                       | <hr/>     |

*See Notes to Financial Statements.*

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SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Schedule of Investments** (unaudited) (continued)

April 30, 2005

| Shares   | Security*                                      | Value              |
|--|--|--------------------|
| <b>Paper &amp; Forest Products 0.0%</b>            |  |                    |
| 4,700  | International Paper Co.                        | \$ 161,163         |
| <b>Total Materials</b>                             |  | <b>15,039,802</b>  |
|  |  |                    |
| <b>Telecommunication Services 2.1%</b>             |  |                    |
| <b>Diversified Telecommunication Services 0.9%</b> |  |                    |
| 23,300   | ALLTEL Corp.                                   | 1,327,168          |
| 276,800  | Citizens Communications Co. (b)                | 3,529,200          |
| 60,000   | Sprint Corp.                                   | 1,335,600          |
| 107,600  | Telewest Global, Inc. (a)                      | 1,994,904          |
|  |  | <hr/>              |
|  |  | 8,186,872          |
|  |  | <hr/>              |
| <b>Wireless Telecommunication Services 1.2%</b>    |  |                    |
| 90,000   | Crown Castle International Corp. (a)           | 1,451,700          |
| 169,600  | Nextel Communications Inc., Class A Shares (a) | 4,747,104          |
| 75,300   | SpectraSite Inc. (a)(b)                        | 4,226,589          |
| 15,000   | Western Wireless Corp., Class A Shares (a)     | 587,850            |
|  |  | <hr/>              |
|  |  | 11,013,243         |
|  |  | <hr/>              |
| <b>Total Telecommunication Services</b>            |  | <b>19,200,115</b>  |
|  |  |                    |
| <b>Utilities 1.5%</b>                              |  |                    |
| <b>Electric Utilities 0.4%</b>                     |  |                    |
| 41,900   | Allegheny Energy Inc. (a)(b)                   | 1,024,036          |
| 9,200  | Entergy Corp.                                  | 674,360            |
| 57,000   | NRG Energy, Inc. (a)                           | 1,772,700          |
|  |  | <hr/>              |
|  |  | 3,471,096          |
|  |  | <hr/>              |
| <b>Gas Utilities 0.4%</b>                          |  |                    |
| 364,800  | El Paso Corp.                                  | 3,644,352          |
|  |  | <hr/>              |
| <b>Multi-Utilities 0.7%</b>                        |  |                    |
| 83,900   | Sempra Energy                                  | 3,387,882          |
| 151,200  | The Williams Cos., Inc.                        | 2,573,424          |
|  |  | <hr/>              |
|  |  | 5,961,306          |
|  |  | <hr/>              |
| <b>Total Utilities</b>                             |  | <b>13,076,754</b>  |
|  |  |                    |
| <b>Total Common Stock</b> (Cost \$346,851,602)     |  | <b>362,004,882</b> |

*See Notes to Financial Statements.*

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SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Schedule of Investments** (unaudited) (continued)

April 30, 2005

| Shares  | Security*  | Value             |
|---|--|-------------------|
| <b>Preferred Stock 0.0%</b>                     |  |                   |
| <b>Consumer Discretionary 0.0%</b>              |  |                   |
| <b>Auto Components 0.0%</b>                     |  |                   |
| 14,000  | Delphi Trust I, 8.250% Cumulative Trust Preferred Securities (b) (Cost \$368,200)          | \$ 254,100        |
| <hr/>   |  |                   |
| <b>Convertible Preferred Stocks 3.3%</b>        |  |                   |
| <b>Energy 0.2%</b>                              |  |                   |
| <b>Energy Equipment &amp; Services 0.2%</b>     |  |                   |
| 38,000  | Hanover Compressor Capital Trust, 7.250% Preferred Securities (b)                          | 1,729,000         |
| <hr/>   |  |                   |
| <b>Financials 2.9%</b>                          |  |                   |
| <b>Banks 0.4%</b>                               |  |                   |
| 60,000  | Commerce Capital Trust II, 5.950% Trust Preferred Securities                               | 3,390,000         |
| <hr/>   |  |                   |
| <b>Diversified Financials 1.1%</b>              |  |                   |
| 75,000  | Capital One Financial Corp., 6.250% Upper DECS (b)   | 3,759,000         |
| 140,000   | Sovereign Capital Trust IV, 4.375% Contingent Trust Preferred Equity Redeemable Securities | 6,247,500         |
| <hr/>   |  |                   |
|   |  | 10,006,500        |
| <hr/>   |  |                   |
| <b>Insurance 0.1%</b>                           |  |                   |
| 1,000   | Fortis Insurance NV, 7.750% Mandatorily Exchangeable (c)                                   | 1,019,500         |
| <hr/>   |  |                   |
| <b>Real Estate 1.3%</b>                         |  |                   |
| 167,000   | Host Marriott Financial Trust, 6.750% Quarterly Income Preferred Securities                | 9,560,750         |
| 39,000  | Simon Property Group, Inc., 6.000% Perpetual, Series I                                     | 2,265,510         |
| <hr/>   |  |                   |
|   |  | 11,826,260        |
| <hr/>   |  |                   |
|   | <b>Total Financials</b>  | <b>26,242,260</b> |
| <hr/>   |  |                   |
| <b>Telecommunication Services 0.2%</b>          |  |                   |
| <b>Wireless Telecommunication Services 0.2%</b> |  |                   |
| 22,500  | Dobson Communications Corp., 6.000% Cumulative, Series F                                   | 1,738,125         |
| <hr/>   |  |                   |
|   | <b>Total Convertible Preferred Stock</b> (Cost \$31,354,041)                               | <b>29,709,385</b> |
| <hr/>   |  |                   |
| <b>Face Amount</b>                              |  |                   |
| <hr/>   |  |                   |
| <b>Corporate Bonds &amp; Notes 13.2%</b>        |  |                   |
| <b>Basic Industries 2.8%</b>                    |  |                   |
| \$ 440,000                                      | Abitibi-Consolidated Inc., Debentures, 8.850% due 8/1/30                                   | 376,200           |
| 650,000   | Ainsworth Lumber Co. Ltd., Sr. Notes, 7.250% due 10/1/12                                   | 617,500           |



*See Notes to Financial Statements.*

SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Schedule of Investments** (unaudited) (continued)

April 30, 2005

| Face<br>Amount                           | Security*  | Value      |
|--|--|------------|
| <b>Basic Industries 2.8% (continued)</b> |  |            |
| \$ 275,000                               | AK Steel Corp., Sr. Notes, 7.875% due 2/15/09 (b)  | \$ 253,688 |
| 475,000                                  | Aleris International Inc., Sr. Secured Notes, 10.375% due 10/15/10                                   | 518,937    |
| 500,000                                  | Anchor Glass Container Corp., Sr. Secured Notes, 11.000% due 2/15/13 (b)                             | 407,500    |
| 500,000                                  | Appleton Papers Inc., Sr. Sub. Notes, Series B, 9.750% due 6/15/14                                   | 512,500    |
| 325,000                                  | BCP Crystal Holdings Corp., Sr. Sub. Notes, 9.625% due 6/15/14                                       | 359,937    |
| 1,000,000                                | Berry Plastics Corp., Sr. Sub. Notes, 10.750% due 7/15/12  | 1,110,000  |
| 500,000                                  | Borden U.S. Finance Corp., Sr. Secured Notes, 9.000% due 7/15/14 (c)                                 | 502,500    |
| 250,000                                  | Bowater Inc., Notes, 6.500% due 6/15/13 (b)  | 228,125    |
| 400,000                                  | Buckeye Technologies Inc., Sr. Sub. Notes, 9.250% due 9/15/08  | 404,000    |
| 1,000,000                                | Compass Minerals Group, Inc., Sr. Sub. Notes, 10.000% due 8/15/11                                    | 1,095,000  |
| 1,000,000                                | Equistar Chemicals L.P., Sr. Notes, 10.625% due 5/1/11   | 1,120,000  |
| 650,000                                  | Hercules Inc., Sr. Sub. Notes, 6.750% due 10/15/29   | 635,375    |
| 1,000,000                                | Huntsman International LLC, Sr. Sub. Notes, 10.125% due 7/1/09 (b)                                   | 1,042,500  |
| 275,000                                  | IPSCO Inc, Sr. Notes, 8.750% due 6/1/13  | 306,625    |
| 500,000                                  | ISP Holdings Inc., Sr. Secured Notes, Series B, 10.625% due 12/15/09                                 | 540,000    |
| 211,000                                  | Ispat Inland ULC, Sr. Secured Notes, 9.750% due 4/1/14   | 242,123    |
| 1,250,000                                | Jefferson Smurfit Corp., Sr. Notes, 8.250% due 10/1/12   | 1,231,250  |
| 750,000                                  | JSG Funding PLC, Sr. Notes, 9.625% due 10/1/12   | 746,250    |
| 1,000,000                                | Koppers Inc., Sr. Secured Notes, 9.875% due 10/15/13   | 1,075,000  |
| 1,000,000                                | Lyondell Chemical Co., Sr. Secured Notes, 11.125% due 7/15/12  | 1,147,500  |
| 1,116,000                                | Millennium America Inc., Sr. Notes, 9.250% due 6/15/08   | 1,194,120  |
| 225,000                                  | Mueller Group Inc., Sr. Sub. Notes, 10.000% due 5/1/12   | 243,000    |
| 775,000                                  | Mueller Holdings Inc., Discount Notes, zero coupon until 4/15/09,<br>14.750% thereafter, due 4/15/14 | 519,250    |
| 600,000                                  | Nalco Co., Sr. Sub. Notes, 8.875% due 11/15/13 (b)   | 618,000    |
| 1,000,000                                | Newark Group, Inc., Sr. Sub. Notes, 9.750% due 3/15/14   | 990,000    |
| 1,000,000                                | Norske Skog Canada Ltd., Sr. Notes, 7.375% due 3/1/14 (b)  | 945,000    |
| 325,000                                  | Novelis Inc., Sr. Notes, 7.250% due 2/15/15 (c)  | 316,063    |
| 500,000                                  | OM Group, Inc., Sr. Sub. Notes, 9.250% due 12/15/11  | 507,500    |
| 900,000                                  | Owens-Illinois Inc., Debentures, 7.500% due 5/15/10 (b)  | 929,250    |
| 500,000                                  | Plastipak Holdings, Inc., Sr. Notes, 10.750% due 9/1/11  | 547,500    |
|  | Pliant Corp.:  |            |
| 275,000                                  | Sr. Secured Notes, zero coupon until 12/15/06, 11.125% thereafter, due 6/15/09                       | 244,750    |
| 150,000                                  | Sr. Sub. Notes, 13.000% due 6/1/10 (b)   | 113,250    |
| 400,000                                  | PPG Industries Inc., Notes, 6.500% due 11/1/07   | 421,697    |
| 500,000                                  | Resolution Performance Products LLC/RPP Capital Corp., Sr. Secured Notes,<br>9.500% due 4/15/10 (b)  | 513,750    |
|  | Rhodia S.A.:   |            |
| 500,000                                  | Sr. Notes, 7.625% due 6/1/10 (b)   | 482,500    |
| 500,000                                  | Sr. Sub. Notes, 8.875% due 6/1/11 (b)  | 470,000    |

*See Notes to Financial Statements.*

SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Schedule of Investments** (unaudited) (continued)

April 30, 2005

| Face<br>Amount                           | Security*   | Value      |
|--|---|------------|
| <b>Basic Industries 2.8% (continued)</b> |   |            |
| \$ 625,000                               | United Agri Products, Inc., Sr. Notes, 8.250% due 12/15/11                                      | \$ 615,625 |
| 325,000                                  | Westlake Chemical Corp., Sr. Notes, 8.750% due 7/15/11  | 355,063    |
| 115,000                                  | Weyerhaeuser Co., Notes, 6.125% due 3/15/07   | 118,943    |
| 150,000                                  | WMC Finance U.S.A. Ltd., Notes, 6.750% due 12/1/06  | 156,368    |
|  |   | 24,774,139 |
| <b>Consumer Cyclical 1.3%</b>            |   |            |
| 625,000                                  | AMF Bowling Worldwide, Inc., Sr. Sub. Notes, 10.000% due 3/1/10                                 | 628,125    |
| 500,000                                  | Buffets Inc., Sr. Sub. Notes, 11.250% due 7/15/10 (b)   | 495,000    |
| 200,000                                  | Carnival Corp., Sr. Notes, 3.750% due 11/15/07  | 197,701    |
| 875,000                                  | Cinemark Inc., Sr. Discount Notes, zero coupon until 3/15/09,<br>9.750% thereafter, due 3/15/14 | 605,938    |
| 125,000                                  | Cintas Corp. No. 2, Sr. Notes, 5.125% due 6/1/07  | 127,798    |
| 350,000                                  | Corrections Corp. of America, Sr. Notes, 6.250% due 3/15/13 (c)                                 | 339,500    |
| 500,000                                  | CSK Auto, Inc., Sr. Sub. Notes, 7.000% due 1/15/14  | 455,000    |
| 125,000                                  | CVS Corp., Notes, 5.625% due 3/15/06  | 126,866    |
| 150,000                                  | DaimlerChrysler NA Holding Corp., Notes, 6.400% due 5/15/06                                     | 152,533    |
| 550,000                                  | Denny's Corp., Sr. Notes, 10.000% due 10/1/12 (c)   | 566,500    |
| 200,000                                  | Eye Care Centers of America, Inc., Sr. Sub. Notes, 10.750% due 2/15/15 (c)                      | 187,000    |
| 1,000,000                                | FelCor Lodging L.P., Sr. Notes, 9.000% due 6/1/11 (b)   | 1,075,000  |
| 375,000                                  | Finlay Fine Jewelry Corp., Sr. Notes, 8.375% due 6/1/12   | 331,875    |
| 325,000                                  | Gaylord Entertainment Co., Sr. Notes, 6.750% due 11/15/14 (c)                                   | 302,250    |
| 150,000                                  | The Home Depot Inc., Sr. Notes, 5.375% due 4/1/06   | 152,006    |
| 1,250,000                                | Host Marriott, L.P., Sr. Notes, 7.125% due 11/1/13  | 1,271,875  |
| 600,000                                  | Interface, Inc., Sr. Sub. Notes, 9.500% due 2/1/14 (b)  | 603,000    |
| 500,000                                  | John Q. Hammons Hotels L.P., 1st Mortgage Notes, Series B, 8.875% due 5/15/12                   | 535,000    |
| 125,000                                  | Johnson Controls Inc., Sr. Notes, 5.000% due 11/15/06   | 126,432    |
| 25,000                                   | LCE Acquisition Corp., Sr. Sub. Notes, 9.000% due 8/1/14 (c)                                    | 24,125     |
| 250,000                                  | Leslie's Poolmart, Sr. Notes, 7.750% due 2/1/13 (c)   | 248,750    |
|  | Levi Strauss & Co., Sr. Notes:  |            |
| 150,000                                  | 7.730% due 4/1/12 (b)(c)(d)   | 138,750    |
| 675,000                                  | 9.750% due 1/15/15 (c)  | 648,000    |
| 125,000                                  | Lowe's Cos. Inc., Notes, 7.500% due 12/15/05  | 127,960    |
| 125,000                                  | McDonald's Corp., Medium-Term Notes, Series E, 5.950% due 1/15/08                               | 130,327    |
| 500,000                                  | MeriStar Hospitality Corp., Sr. Notes, 9.125% due 1/15/11                                       | 505,000    |
| 450,000                                  | Oxford Industries, Inc., Sr. Notes, 8.875% due 6/1/11   | 468,000    |
| 425,000                                  | Six Flags Inc., Sr. Notes, 9.625% due 6/1/14 (b)  | 361,250    |
| 125,000                                  | Target Corp., Sr. Notes, 5.500% due 4/1/07  | 128,215    |
| 200,000                                  | Toys R US Inc., Notes, 7.375% due 10/15/18  | 159,000    |

*See Notes to Financial Statements.*

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SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Schedule of Investments** (unaudited) (continued)

April 30, 2005

| Face<br>Amount                             | Security*   | Value                  |
|--|---|------------------------|
| <b>Consumer Cyclicals 1.3% (continued)</b> |   |                        |
| \$ 300,000                                 | VF Corp., Notes, 8.100% due 10/1/05   | \$ 305,324             |
| 500,000                                    | VICORP Restaurants Inc., Sr. Notes, 10.500% due 4/15/11                               | 510,000                |
|  |   | <hr/> 12,034,100 <hr/> |
| <b>Consumer Non-Cyclical 2.6%</b>          |   |                        |
| 396,017                                    | Ahold Lease U.S.A. Inc., Pass-Through Certificates, Series A-1, 7.820% due 1/2/20 (d) | 423,986                |
| 250,000                                    | AmeriPath Inc., Sr. Sub. Notes, 10.500% due 4/1/13                                    | 251,250                |
| 75,000                                     | Athena Neurosciences Finance LLC, Sr. Notes, 7.250% due 2/21/08 (b)                   | 65,813                 |
| 100,000                                    | Bottling Group LLC, Sr. Notes, 2.450% due 10/16/06                                    | 97,923                 |
| 1,000,000                                  | Boyd Gaming Corp., Sr. Sub. Notes, 6.750% due 4/15/14 (b)                             | 990,000                |
| 125,000                                    | Cargill Inc., Notes, 6.250% due 5/1/06 (c)  | 127,899                |
| 100,000                                    | Cendant Corp., Notes, 6.875% due 8/15/06  | 103,426                |
| 325,000                                    | Choctaw Resort Development Enterprise, Sr. Notes, 7.250% due 11/15/19 (c)             | 318,500                |
| 500,000                                    | Constellation Brands, Inc., Sr. Sub. Notes, Series B, 8.125% due 1/15/12 (b)          | 515,000                |
| 300,000                                    | DaVita Inc., Sr. Sub. Notes, 7.250% due 3/15/15 (c)                                   | 293,250                |
| 325,000                                    | Dean Foods Co., Sr. Notes, 6.900% due 10/15/17  | 329,875                |
| 675,000                                    | DEL Laboratories, Inc., Sr. Sub. Notes, 8.000% due 2/1/12 (c)                         | 641,250                |
| 500,000                                    | Del Monte Corp., Sr. Sub. Notes, 8.625% due 12/15/12                                  | 537,500                |
| 500,000                                    | Doane Pet Care Co., Sr. Sub Notes, 9.750% due 5/15/07                                 | 495,000                |
|  | Dole Foods Co. Inc.:  |                        |
| 350,000                                    | Debentures, 8.750% due 7/15/13 (b)  | 372,750                |
| 161,000                                    | Sr. Notes, 8.875% due 3/15/11   | 171,465                |
| 500,000                                    | Elizabeth Arden, Inc., Sr. Sub. Notes, 7.750% due 1/15/14                             | 506,250                |
| 500,000                                    | Extencicare Health Services, Inc., Sr. Sub. Notes, 6.875% due 5/1/14 (b)              | 481,250                |
| 125,000                                    | Fortune Brands Inc., Notes, 2.875% due 12/1/06  | 122,834                |
| 600,000                                    | Genesis HealthCare Corp., Sr. Sub. Notes, 8.000% due 10/15/13 (b)                     | 636,000                |
| 150,000                                    | The Gillette Co., Notes, 3.500% due 10/15/07  | 149,334                |
| 250,000                                    | Global Cash Access Inc., Sr. Sub. Notes, 8.750% due 3/15/12                           | 270,000                |
|  | HCA Inc.:   |                        |
| 375,000                                    | Debentures, 7.050% due 12/1/27  | 359,042                |
| 975,000                                    | Notes, 6.375% due 1/15/15   | 983,393                |
| 142,000                                    | Sr. Notes, 7.125% due 6/1/06  | 146,425                |
| 450,000                                    | Herbst Gaming Inc., Sr. Sub. Notes, 7.000% due 11/15/14 (c)                           | 443,250                |
| 500,000                                    | Home Interiors & Gifts, Inc., Sr. Sub. Notes, 10.125% due 6/1/08 (b)                  | 425,000                |
| 925,000                                    | IASIS Healthcare LLC, Sr. Sub. Notes, 8.750% due 6/15/14                              | 955,062                |
| 1,000,000                                  | Isle of Capri Casinos Inc., Sr. Sub. Notes, 7.000% due 3/1/14                         | 975,000                |
| 225,000                                    | Jean Coutu Group, Inc., Sr. Sub. Notes, 8.500% due 8/1/14 (b)                         | 213,187                |
| 125,000                                    | Kellogg Co., Sr. Notes, 2.875% due 6/1/08   | 120,062                |
| 550,000                                    | Las Vegas Sands Corp., Sr. Notes, 6.375% due 2/15/15 (c)                              | 518,375                |

*See Notes to Financial Statements.*

SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Schedule of Investments** (unaudited) (continued)

April 30, 2005

| Face<br>Amount                                 | Security*  | Value      |
|--|--|------------|
| <b>Consumer Non-Cyclicals 2.6% (continued)</b> |  |            |
| \$ 700,000                                     | MGM Mirage Inc., Sr. Notes:<br>6.750% due 9/1/12   | \$ 703,500 |
| 575,000  | 5.875% due 2/27/14 (b)   | 541,219    |
| 300,000  | Mohegan Tribal Gaming Authority, Sr. Sub. Notes:<br>7.125% due 8/15/14   | 302,625    |
| 350,000  | 6.875% due 2/15/15 (c)   | 346,500    |
| 325,000  | Penn National Gaming Inc., Sr. Sub. Notes, 6.750% due 3/1/15 (c)   | 312,812    |
| 500,000  | Pinnacle Entertainment Inc., Sr. Sub. Notes, 8.250% due 3/15/12  | 492,500    |
| 500,000  | Pinnacle Foods Holding Corp., Sr. Sub. Notes, 8.250% due 12/1/13 (b)   | 417,500    |
| 150,000  | Quest Diagnostics Inc., Sr. Notes, 6.750% due 7/12/06  | 154,632    |
| 325,000  | Riddell Bell Holdings Inc., Sr. Sub. Notes, 8.375% due 10/1/12 (c)   | 329,062    |
| 500,000  | Rite Aid Corp., Sr. Debentures, 6.875 due 8/15/13 (b)  | 433,750    |
| 150,000  | Safeway Inc., Sr. Notes, 4.800% due 7/16/07  | 150,958    |
| 900,000  | Sealy Mattress Co., Sr. Sub Notes, 8.250% due 6/15/14 (b)  | 913,500    |
| 625,000  | Seneca Gaming Corp., Sr. Notes, 7.250% due 5/1/12  | 621,875    |
| 425,000  | Simmons Bedding Co., Sr. Sub. Notes, 7.875% due 1/15/14  | 410,125    |
| 625,000  | Station Casinos, Inc., Sr. Sub. Notes, 6.875% due 3/1/16   | 634,375    |
| 575,000  | Tempur-Pedic Inc. and Tempur Production U.S.A. Inc., Sr. Sub. Notes,<br>10.250% due 8/15/10                              | 644,000    |
| 650,000  | Tenet Healthcare Corp.:<br>Notes, 7.375% due 2/1/13 (b)  | 612,625    |
| 375,000  | Sr. Notes, 9.875% due 7/1/14   | 387,188    |
| 500,000  | Turning Stone Casino Resort Enterprise, Sr. Notes, 9.125% due 12/15/10 (c)   | 515,000    |
| 125,000  | Unilever Capital Corp., Sr. Notes, 6.875% due 11/1/05  | 127,054    |
| 150,000  | UnitedHealth Group Inc., Sr. Notes, 3.300% due 1/30/08   | 146,365    |
| 350,000  | Vanguard Health Holding Co. I LLC, Sr. Discount Notes, zero coupon until 10/1/09,<br>11.250% thereafter, due 10/1/15 (b) | 239,750    |
| 500,000  | VWR International Inc., Sr. Sub. Notes, 8.000% due 4/15/14 (b)   | 467,500    |
| 75,000   | WellPoint Health Networks, Inc., Sr. Notes, 6.375% due 6/15/06   | 76,892     |
|  |  | 23,020,658 |
| <b>Energy 1.2%</b>                             |  |            |
| 255,000  | Burlington Resource Finance Co., Notes, 5.600% due 12/1/06   | 260,141    |
| 775,000  | Chesapeake Energy Corp., Sr. Notes:<br>6.375% due 6/15/15 (c)  | 763,375    |
| 75,000   | 6.625% due 1/15/16 (c)   | 74,250     |
| 75,000   | Cooper Cameron Corp., Sr. Notes, 2.650% due 4/15/07  | 72,611     |
| 600,000  | Dresser-Rand Group, Inc., Sr. Sub. Notes, 7.375% due 11/1/14 (c)   | 588,000    |
| 250,000  | Duke Energy Field Services LLC, Sr. Notes, 5.750% due 11/15/06   | 255,783    |

*See Notes to Financial Statements.*

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SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Schedule of Investments** (unaudited) (continued)

April 30, 2005

| Face<br>Amount                 | Security*   | Value        |
|--------------------------------|---|--------------|
| <b>Energy 1.2% (continued)</b> |   |              |
| \$ 1,725,000                   | Dynegy Holdings Inc.:<br>Debentures, 7.125% due 5/15/18                             | \$ 1,267,875 |
| 450,000                        | Sr. Secured Notes, 10.125% due 7/15/13 (c)  | 465,750      |
|                                | El Paso Corp., Sr. Notes:   |              |
| 1,000,000                      | 7.800% due 8/1/31 (b)   | 912,500      |
| 1,050,000                      | 7.750% due 1/15/32 (b)  | 971,250      |
| 500,000                        | Exco Resources, Inc., Sr. Notes, 7.250% due 1/15/11                                 | 495,000      |
| 325,000                        | Holly Energy Partners L.P., Sr. Notes, 6.250% due 3/1/15 (c)                        | 307,125      |
| 125,000                        | Norsk Hydro ASA, Notes, 6.360% due 1/15/09  | 133,613      |
| 1,550,000                      | Petronas Capital Ltd., 7.875% due 5/22/22 (c)                                       | 1,906,928    |
| 325,000                        | Texas Genco LLC, Sr. Notes, 6.875% due 12/15/14 (c)                                 | 320,125      |
| 1,500,000                      | The Williams Cos., Inc., Sr. Notes, 7.750% due 6/15/31 (b)                          | 1,590,000    |
|                                |   | 10,384,326   |
| <b>Financial 0.6%</b>          |   |              |
| 125,000                        | American Express Centurion Bank, Notes, 3.070% due 7/19/07 (d)                      | 125,211      |
| 125,000                        | Amvescap PLC, Sr. Notes, 5.900% due 1/15/07   | 128,865      |
| 380,000                        | Banesto Finance Ltd., Notes, 7.500% due 3/25/07                                     | 402,127      |
| 125,000                        | Bank of America Corp., Sub. Notes, 6.375% due 2/15/08                               | 131,810      |
| 250,000                        | Bank United Corp., Sub. Notes, 8.875% due 5/1/07                                    | 271,273      |
| 200,000                        | BB&T Corp., Sub. Notes, 6.375% due 6/30/05  | 201,000      |
| 125,000                        | The Bear Stearns Cos., Inc., Notes, 5.700% due 1/15/07                              | 128,329      |
| 75,000                         | Boeing Capital Corp., Sr. Notes, 5.650% due 5/15/06                                 | 76,367       |
| 125,000                        | Capital One Bank, Notes, 4.875% due 5/15/08   | 126,128      |
| 245,000                        | Chubb Corp., Notes, 6.150% due 8/15/05  | 246,634      |
| 125,000                        | CIT Group Inc., Notes, 6.500% due 2/7/06  | 127,652      |
| 125,000                        | Core Investment Grade Bond Trust I, Pass-Thru Certificates, 4.727% due 11/30/07     | 126,187      |
| 125,000                        | Countrywide Home Loans Inc., Medium-Term Notes, Series K, 4.250% due 12/19/07       | 124,514      |
| 125,000                        | General Electric Capital Corp., Medium-Term Notes, Series A, 3.110% due 6/22/07 (d) | 125,193      |
| 125,000                        | Hartford Financial Services Group Inc., Sr. Notes, 2.375% due 6/1/06                | 122,544      |
| 125,000                        | HSBC Finance Corp, Sr. Unsub. Notes, 5.875% due 2/1/09                              | 131,067      |
| 125,000                        | International Lease Finance Corp., Notes, 5.750% due 10/15/06                       | 128,081      |
| 125,000                        | John Deere Capital Corp., Sr. Notes, 5.125% due 10/19/06                            | 127,134      |
| 150,000                        | JPMorgan Chase & Co., Sr. Notes, 5.350% due 3/1/07                                  | 153,310      |
| 75,000                         | Marsh & McLennan Cos., Inc., Notes, 3.280% due 7/13/07 (d)                          | 74,555       |
| 125,000                        | MGIC Investment Corp., Sr. Notes, 7.500% due 10/15/05                               | 127,090      |
| 150,000                        | Morgan Stanley, Bonds, 5.800% due 4/1/07  | 154,310      |
| 500,000                        | Nationwide Life Global Funding I, Notes, 3.180% due 9/28/07 (c)(d)                  | 500,378      |
| 150,000                        | Protective Life Secured Trust, Medium-Term Notes, 3.220% due 4/13/07 (d)            | 150,132      |

*See Notes to Financial Statements.*

SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

## Schedule of Investments (unaudited) (continued)

April 30, 2005

| Face Amount                       | Security*   | Value      |
|-----------------------------------|---|------------|
| <b>Financial 0.6% (continued)</b> |   |            |
| \$ 150,000                        | Rio Tinto Finance U.S.A. Ltd., Notes, 2.625% due 9/30/08                | \$ 142,275 |
| 125,000                           | SLM Corp., Medium-Term Notes, Series A, 3.361% due 1/26/09 (d)          | 125,298    |
| 200,000                           | Suntrust Bank, Notes, 2.125% due 1/30/06                                | 197,651    |
| 125,000                           | Textron Financial Corp., Medium-Term Notes, Series E, 2.750% due 6/1/06 | 122,642    |
| 200,000                           | Vornado Realty L.P., Sr. Notes, 5.625% due 6/15/07                      | 205,759    |
| 150,000                           | Wells Fargo & Co., Notes, 3.113% due 3/23/07 (d)                        | 150,152    |
| 100,000                           | Zions Bancorp., Sr. Notes, 2.700% due 5/1/06                            | 98,783     |
|                                   |   | 5,052,451  |
| <b>Manufacturing 0.6%</b>         |   |            |
| 125,000                           | Cooper Industries, Inc., Sr. Notes, 5.250% due 7/1/07                   | 127,643    |
| 352,000                           | Dover Corp., Notes, 6.450% due 11/15/05                                 | 356,767    |
| 225,000                           | Ford Motor Co., Notes, 7.450% due 7/16/31 (b)                           | 185,361    |
|                                   | Ford Motor Credit Co., Notes:   |            |
| 200,000                           | 6.500% due 1/25/07 (b)  | 200,061    |
| 1,050,000                         | 7.000% due 10/1/13 (b)  | 946,419    |
|                                   | General Motors Acceptance Corp., Notes:                                 |            |
| 156,000                           | 6.125% due 9/15/06  | 155,120    |
| 1,600,000                         | 6.750% due 12/1/14 (b)  | 1,342,613  |
| 300,000                           | General Motors Corp., Sr. Debentures, 8.375% due 7/15/33 (b)            | 228,859    |
| 150,000                           | Goodrich Corp., Notes, 7.500% due 4/15/08                               | 162,991    |
| 125,000                           | Honeywell International Inc., Notes, 6.875% due 10/3/05 (b)             | 126,656    |
| 200,000                           | Ingersoll-Rand Co. Ltd., Notes, 6.250% due 5/15/06                      | 204,515    |
| 475,000                           | Invensys PLC, Sr. Notes, 9.875% due 3/15/11 (b)(c)                      | 472,625    |
| 100,000                           | Masco Corp., Sr. Notes, 6.750% due 3/15/06                              | 102,413    |
| 350,000                           | Park-Ohio Industries, Inc., Sr. Sub. Notes, 8.375% due 11/15/14 (c)     | 316,750    |
| 500,000                           | Sensus Metering Systems Inc., Sr. Sub. Notes, 8.625% due 12/15/13       | 472,500    |
| 250,000                           | Tyco International Group, S.A., Notes, 6.375% due 6/15/05               | 250,732    |
|                                   |   | 5,652,025  |
| <b>Media Cable 1.4%</b>           |   |            |
|                                   | Cablevision Systems Corp., Sr. Notes:                                   |            |
| 625,000                           | 7.880% due 4/1/09 (c)(d)  | 640,625    |
| 900,000                           | 8.000% due 4/15/12 (c)  | 892,125    |
| 625,000                           | CanWest Media Inc., Sr. Sub. Notes, 8.000% due 9/15/12 (c)              | 642,188    |
| 125,000                           | CBS Corp., Sr. Notes, 7.150% due 5/20/05                                | 125,186    |
|                                   | Charter Communications Holdings, LLC., Sr. Notes:                       |            |
| 1,350,000                         | 10.000% due 4/1/09  | 1,012,500  |
| 1,000,000                         | 10.750% due 10/1/09 (b)   | 760,000    |

See Notes to Financial Statements.

SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Schedule of Investments** (unaudited) (continued)

April 30, 2005

| Face<br>Amount                      | Security*   | Value      |
|-------------------------------------|---|------------|
| <b>Media Cable 1.4% (continued)</b> |   |            |
| \$ 250,000                          | Clear Channel Communications Inc., Sr. Notes, 3.125% due 2/1/07   | \$ 242,775 |
| 250,000                             | COX Communications Inc., Notes, 7.750% due 8/15/06 (b)  | 260,627    |
| 1,750,000                           | Dex Media Inc., Discount Notes, zero coupon until 11/15/08,<br>9.000% thereafter, due 11/15/13 (b)                | 1,321,250  |
| 1,175,000                           | DirectTV Holdings LLC, Sr. Notes, 8.375% due 3/15/13  | 1,277,813  |
| 1,000,000                           | EchoStar DBS Corp., Sr. Notes, 6.625% due 10/1/14 (c)   | 975,000    |
| 750,000                             | Insight Midwest, L.P., Sr. Notes, 10.500% due 11/1/10   | 802,500    |
| 500,000                             | LodgeNet Entertainment Corp., Sr. Sub. Debentures, 9.500% due 6/15/13   | 540,000    |
| 750,000                             | Mediacom Broadband LLC, Sr. Notes, 11.000% due 7/15/13 (b)  | 791,250    |
| 200,000                             | Nexstar Finance Holdings LLC, Sr. Discount Notes, zero coupon until 4/1/08,<br>11.375% thereafter, due 4/1/13 (b) | 154,000    |
| 50,000                              | NTL Cable PLC, Sr. Notes, 8.750% due 4/15/14 (b)(c)   | 53,125     |
| 50,000                              | Rainbow National Services LLC, Sr. Sub. Debentures, 10.375% due 9/1/14 (c)  | 56,750     |
| 125,000                             | Reed Elsevier Capital Inc., Notes, 6.125% due 8/1/06  | 127,631    |
| 600,000                             | Rogers Cable Inc., Sr. Secured Notes, 7.875% due 5/1/12   | 621,000    |
| 325,000                             | Sinclair Broadcast Group, Inc., Sr. Sub. Notes, 8.000% due 3/15/12  | 324,188    |
| 150,000                             | TCI Communications Inc., Sr. Notes, 6.875% due 2/15/06  | 155,506    |
| 150,000                             | Time Warner Inc., Notes, 6.125% due 4/15/06   | 153,094    |
| 100,000                             | Walt Disney Co., Medium-Term Notes, 5.500% due 12/29/06 (b)   | 101,992    |
|                                     | Young Broadcasting Inc., Sr. Sub. Notes:  |            |
| 325,000                             | 10.000% due 3/1/11 (b)  | 326,625    |
| 300,000                             | 8.750% due 1/15/14 (b)  | 280,500    |
|                                     |   | <hr/>      |
|                                     |   | 12,638,250 |
|                                     |   | <hr/>      |
| <b>Services/Other 0.3%</b>          |   |            |
|                                     | Allied Waste North America, Inc., Sr. Notes:  |            |
| 75,000                              | 7.250% due 3/15/15 (c)  | 68,625     |
|                                     | Series B:   |            |
| 217,000                             | 9.250% due 9/1/12   | 230,020    |
| 1,000,000                           | 7.375% due 4/15/14 (b)  | 880,000    |
| 100,000                             | Centex Corp., Notes, 4.750% due 1/15/08 (b)   | 100,253    |
| 450,000                             | Conveo Corp., Sr. Sub. Notes, 7.875% due 12/1/13 (b)  | 424,125    |
| 1,325,000                           | Iron Mountain Inc., Sr. Sub. Notes, 7.750% due 1/15/15  | 1,272,000  |
|                                     |   | <hr/>      |
|                                     |   | 2,975,023  |
|                                     |   | <hr/>      |
| <b>Technology 0.3%</b>              |   |            |
|                                     | Amkor Technology Inc., Sr. Notes:   |            |
| 400,000                             | 9.250% due 2/15/08 (b)  | 357,000    |
| 500,000                             | 7.125% due 3/15/11 (b)  | 395,000    |

*See Notes to Financial Statements.*



SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Schedule of Investments** (unaudited) (continued)

April 30, 2005

| <b>Face<br/>Amount</b>             | <b>Security*</b>   | <b>Value</b>           |
|------------------------------------|--|------------------------|
| <b>Technology 0.3% (continued)</b> |  |                        |
| \$ 125,000                         | Hewlett-Packard Co., Notes, 5.500% due 7/1/07  | \$ 128,568             |
| 125,000                            | IBM Canada Credit Services Co., Sr. Notes, 3.750% due 11/30/07 (c)   | 123,479                |
| 2,000,000                          | Lucent Technologies Inc., Debentures, 6.450% due 3/15/29   | 1,697,500              |
|                                    |  | <hr/> 2,701,547 <hr/>  |
| <b>Telecommunications 1.4%</b>     |  |                        |
| 1,000,000                          | Alamosa (Delaware) Inc., zero coupon until 7/31/05, 12.000% thereafter, due 7/31/09 (b)                          | 1,095,000              |
| 1,000,000                          | American Tower Corp., Sr. Notes, 7.500% due 5/1/12 (b)   | 1,020,000              |
| 1,000,000                          | Crown Castle International Corp., Sr. Notes, Series B, 7.500% due 12/1/13 (b)                                    | 1,070,000              |
| 125,000                            | GTE Corp., Debentures, 6.360% due 4/15/06  | 127,755                |
| 150,000                            | Intelsat (Bermuda) Ltd., Sr. Notes, 7.805% due 1/15/12 (c)(d)  | 151,125                |
| 850,000                            | MCI, Inc., Sr. Notes, 8.735% due 5/1/14  | 922,250                |
| 1,450,000                          | Nextel Communications Inc., Sr. Notes, 6.875% due 10/31/13   | 1,529,750              |
| 390,000                            | PanAmSat Corp., Sr. Notes, 9.000% due 8/15/14  | 407,550                |
| 2,125,000                          | Qwest Services Corp., Notes, 14.500% due 12/15/14 (c)  | 2,475,625              |
| 625,000                            | Rogers Wireless Communications Inc., Sr. Secured Notes, 7.500% due 3/15/15                                       | 644,531                |
| 650,000                            | SBA Communications Corp., Sr. Notes, 8.500% due 12/1/12 (c)  | 680,875                |
| 125,000                            | SBC Communications Inc., Sr. Notes, 5.750% due 5/2/06  | 127,267                |
| 500,000                            | SpectraSite Inc., Sr. Notes, 8.250% due 5/15/10  | 523,750                |
| 250,000                            | Sprint Capital Corp., Notes, 6.000% due 1/15/07  | 256,730                |
|                                    | UbiquiTel Operating Co., Sr. Notes:  |                        |
| 500,000                            | 9.875% due 3/1/11  | 543,750                |
| 150,000                            | 9.875% due 3/1/11 (c)  | 163,125                |
| 325,000                            | U.S. Unwired Inc., Sr. Secured Notes, Series B, 10.000% due 6/15/12  | 358,313                |
| 300,000                            | Western Wireless Corp., Sr. Notes, 9.250% due 7/15/13  | 344,250                |
| 550,000                            | Zeus Special Subsidiary Ltd., Sr. Discount Notes, zero coupon until 2/1/10,<br>9.250% thereafter, due 2/1/15 (c) | 335,500                |
|                                    |  | <hr/> 12,777,146 <hr/> |
| <b>Utilities 0.7%</b>              |  |                        |
|                                    | The AES Corp., Sr. Notes:  |                        |
| 100,000                            | 9.500% due 6/1/09 (b)  | 109,000                |
| 1,400,000                          | 7.750% due 3/1/14  | 1,435,000              |
| 1,000,000                          | Calpine Corp., 2nd Priority Sr. Secured Notes, 8.750% due 7/15/13 (b)(c)   | 695,000                |
| 175,000                            | Calpine Generating Co. LLC, Sr. Secured Notes, 12.390% due 4/1/11 (b)(d)   | 153,125                |
| 400,000                            | Commonwealth Edison Co., 1st Mortgage Notes, Series 93, 7.000% due 7/1/05  | 402,491                |
| 100,000                            | Duke Energy Corp., Sr. Notes, 4.200% due 10/1/08   | 99,573                 |
| 1,000,000                          | Edison Mission Energy, Sr. Notes, 7.730% due 6/15/09   | 1,030,000              |
| 75,000                             | Entergy Gulf States, Inc., 1st Mortgage Notes, 3.600% due 6/1/08   | 73,398                 |

*See Notes to Financial Statements.*

SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Schedule of Investments** (unaudited) (continued)

April 30, 2005

| Face<br>Amount                    | Security*   | Value              |
|-----------------------------------|---|--------------------|
| <b>Utilities 0.7% (continued)</b> |   |                    |
| \$ 125,000                        | Niagara Mohawk Power Corp., 1st Mortgage Notes, 7.750% due 5/15/06        | \$ 130,095         |
| 150,000                           | Nisource Finance Corp., Sr. Notes, 7.625% due 11/15/05                    | 153,083            |
| 782,000                           | NRG Energy, Inc., Sr. Secured Notes, 8.000% due 12/15/13 (c)              | 793,730            |
| 250,000                           | Pinnacle West Capital Corp., Sr. Notes, 6.400% due 4/1/06                 | 253,972            |
| 1,000,000                         | Reliant Energy Inc., Sr. Secured Notes, 9.500% due 7/15/13 (b)            | 1,042,500          |
| 155,000                           | United Utilities PLC, Notes, 6.450% due 4/1/08                            | 164,164            |
|                                   |   | <hr/>              |
|                                   |   | 6,535,131          |
|                                   |   | <hr/>              |
|                                   | <b>Total Corporate Bonds &amp; Notes</b> (Cost \$121,929,335)             | <b>118,544,796</b> |
|                                   |   | <hr/>              |
|                                   | <b>Convertible Bonds &amp; Notes 6.9%</b>                                 |                    |
|                                   | <b>Consumer Discretionary 0.9%</b>  |                    |
|                                   | <b>Media 0.9%</b>   |                    |
| 1,500,000                         | Charter Communications Inc., Sr. Notes, 4.750% due 6/1/06                 | 1,363,125          |
| 2,250,000                         | Liberty Media Corp., Debentures, 4.000% due 11/15/29                      | 1,479,375          |
| 5,000,000                         | Mediacom Communications Corp., Sr. Notes, 5.250% due 7/1/06               | 4,931,250          |
|                                   |   | <hr/>              |
|                                   |   | 7,773,750          |
|                                   |   | <hr/>              |
|                                   | <b>Consumer Staples 0.1%</b>  |                    |
|                                   | <b>Food Retailing 0.1%</b>  |                    |
| 1,750,000                         | General Mills Inc., Debentures, zero coupon due 10/28/22 (b)              | 1,244,688          |
|                                   |   | <hr/>              |
|                                   | <b>Energy 1.0%</b>  |                    |
|                                   | <b>Oil &amp; Gas 1.0%</b>   |                    |
| 17,000,000                        | EL Paso Corp., Debentures, zero coupon due 2/28/21                        | 8,988,750          |
|                                   |   | <hr/>              |
|                                   | <b>Healthcare 1.8%</b>  |                    |
|                                   | <b>Biotechnology 1.8%</b>   |                    |
| 5,000,000                         | BioMarin Pharmaceuticals Inc., Sub. Notes, 3.500% due 6/15/08             | 4,362,500          |
| 4,875,000                         | InterMune Inc., Sr. Notes, 0.250% due 3/1/11 (c)                          | 3,601,406          |
| 3,000,000                         | NPS Pharmaceuticals Inc., Sr. Notes, 3.000% due 6/15/08                   | 2,568,750          |
| 2,000,000                         | Sepracor, Inc., Sub. Debentures, 5.000% due 2/15/07                       | 2,020,000          |
| 4,000,000                         | Vertex Pharmaceuticals Inc., Sr. Sub. Notes, 5.750% due 2/15/11 (c)       | 3,770,000          |
|                                   |   | <hr/>              |
|                                   |   | 16,322,656         |
|                                   |   | <hr/>              |
|                                   | <b>Industrials 0.4%</b>   |                    |
|                                   | <b>Commercial Services &amp; Supplies 0.4%</b>                            |                    |
| 4,500,000                         | Allied Waste North America, Inc., Sr. Sub. Debentures, 4.250% due 4/15/34 | 3,729,375          |
|                                   |   | <hr/>              |

See Notes to Financial Statements.



SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

## Schedule of Investments (unaudited) (continued)

April 30, 2005

| Face<br>Amount   | Security*   | Value             |
|--|---|-------------------|
| <b>Information Technology 2.7%</b>                       |   |                   |
| <b>Communication Equipment 1.0%</b>                      |   |                   |
| \$ 6,500,000   | Ciena Corp., Sr. Notes, 3.750% due 2/1/08             | \$ 5,468,125      |
| 4,000,000  | Nortel Networks Corp., Sr. Notes, 4.250% due 9/1/08   | 3,635,000         |
|  |   | <hr/>             |
|  |   | 9,103,125         |
|  |   | <hr/>             |
| <b>Computer &amp; Peripherals 0.1%</b>                   |   |                   |
| 1,500,000  | Silicon Graphics Inc., Sr. Notes, 6.500% due 6/1/09   | 1,132,500         |
|  |   | <hr/>             |
| <b>Semiconductors &amp; Semiconductor Equipment 1.0%</b> |   |                   |
| 2,000,000  | Agere Systems Inc., Sub. Notes, 6.500% due 12/15/09   | 1,987,500         |
| 8,500,000  | Atmel Corp., Sub. Notes, zero coupon due 5/23/21      | 3,952,500         |
| 3,500,000  | Conexant Systems Inc., Sub. Notes, 4.000% due 2/1/07  | 3,023,125         |
|  |   | <hr/>             |
|  |   | 8,963,125         |
|  |   | <hr/>             |
| <b>Software 0.6%</b>                                     |   |                   |
| 500,000  | BEA Systems Inc., Sub. Notes, 4.000% due 12/15/06     | 489,375           |
| 4,500,000  | i2 Technologies Inc., Sub. Notes, 5.250% due 12/15/06 | 4,331,250         |
|  |   | <hr/>             |
|  |   | 4,820,625         |
|  |   | <hr/>             |
|  |   | <b>24,019,375</b> |
|  |   | <hr/>             |
|  |   | <b>62,078,594</b> |
|  |   | <hr/>             |

### Total Information Technology

24,019,375

### Total Convertible Bonds & Notes (Cost \$69,532,469)

62,078,594

| Face<br>Amount               |                                  |         |
|------------------------------|----------------------------------|---------|
| <b>Sovereign Bonds 14.1%</b> |                                  |         |
| <b>Argentina 0.6%</b>        |                                  |         |
|                              | Republic of Argentina (a)(e)(f): |         |
| 35,000 <sup>DEM</sup>        | 7.875% due 7/29/05               | 7,084   |
| 45,000 <sup>DEM</sup>        | 11.250% due 4/10/06              | 9,533   |
| 2,010,000 <sup>EUR</sup>     | 10.250% due 1/26/07              | 843,511 |
| 437,000 <sup>EUR</sup>       | 10.250% due 1/26/07              | 143,957 |
| 125,000 <sup>EUR</sup>       | 8.000% due 2/26/08               | 51,141  |
| 150,000 <sup>DEM</sup>       | 9.000% due 11/19/08              | 29,693  |
| 80,000 <sup>EUR</sup>        | 8.250% due 7/6/10                | 31,846  |
| 70,000 <sup>DEM</sup>        | 10.250% due 2/6/49               | 14,982  |
| 170,000 <sup>DEM</sup>       | 7.000% due 3/18/49               | 35,134  |
| 75,000 <sup>EUR</sup>        | 9.000% due 6/20/49               | 30,108  |
| 35,000 <sup>EUR</sup>        | 8.500% due 7/1/49                | 13,978  |
| 35,000 <sup>DEM</sup>        | 9.000% due 9/19/49               | 7,031   |

*See Notes to Financial Statements.*

SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Schedule of Investments** (unaudited) (continued)

April 30, 2005

| Face<br>Amount                    | Security*  | Value                  |
|-----------------------------------|--|------------------------|
| <b>Argentina 0.6% (continued)</b> |  |                        |
| 50,000 <sup>EUR</sup>             | 9.250% due 10/21/49                                | \$ 20,334              |
| 75,000 <sup>DEM</sup>             | 10.500% due 11/14/49                               | 14,891                 |
| 2,105,000                         | Discount Bond, Series L-GL, 3.500% due 3/31/23 (d) | 1,217,637              |
| Medium-Term Notes:                |  |                        |
| 50,000 <sup>EUR</sup>             | 9.000% due 5/24/05 (c)                             | 20,195                 |
| 365,000,000 <sup>ITL</sup>        | 4.645% due 7/8/05 (d)                              | 73,228                 |
| 1,215,000 <sup>EUR</sup>          | 10.000% due 2/22/07                                | 505,489                |
| 175,000,000 <sup>ITL</sup>        | 7.625% due 8/11/07                                 | 35,652                 |
| 185,000,000 <sup>ITL</sup>        | 8.000% due 10/30/09                                | 37,092                 |
| 70,000 <sup>EUR</sup>             | 8.500% due 7/30/10                                 | 27,766                 |
| 90,000 <sup>EUR</sup>             | 8.750% due 2/4/49                                  | 37,223                 |
| 55,000,000 <sup>ITL</sup>         | 7.000% due 3/18/49                                 | 11,482                 |
| 45,000 <sup>EUR</sup>             | 7.125% due 6/10/49                                 | 17,925                 |
| 35,000 <sup>EUR</sup>             | 8.125% due 10/4/49                                 | 13,673                 |
| 35,000 <sup>EUR</sup>             | 9.250% due 7/20/49                                 | 13,969                 |
| 4,290,000                         | Par Bond, Series L-GP, 6.000% due 3/31/23          | 2,497,638              |
|                                   |  | <hr/> 5,762,192 <hr/>  |
| <b>Brazil 3.2%</b>                |  |                        |
| Federative Republic of Brazil:    |  |                        |
| 4,755,000                         | 12.250% due 3/6/30                                 | 5,889,067              |
| 4,510,000                         | 11.000% due 8/17/40                                | 5,109,830              |
| 9,847,737                         | C Bonds, 8.000% due 4/15/14                        | 9,823,093              |
| 8,832,467                         | DCB, Series L, 4.313% due 4/15/12 (d)              | 8,277,677              |
|                                   |  | <hr/> 29,099,667 <hr/> |
| <b>Bulgaria 0.1%</b>              |  |                        |
| 775,000                           | Republic of Bulgaria, 8.250% due 1/15/15 (c)       | 963,906                |
| <b>Chile 0.2%</b>                 |  |                        |
| 1,700,000                         | Republic of Chile, 5.500% due 1/15/13              | 1,773,532              |
| <b>Colombia 0.8%</b>              |  |                        |
| Republic of Colombia:             |  |                        |
| 385,000                           | 10.750% due 1/15/13                                | 438,130                |
| 4,300,000                         | 8.125% due 5/21/24                                 | 3,956,000              |
| 1,950,000                         | Medium-Term Notes, 11.750% due 2/25/20             | 2,379,000              |
|                                   |  | <hr/> 6,773,130 <hr/>  |
| <b>El Salvador 0.1%</b>           |  |                        |
| 825,000                           | Republic of El Salvador, 7.750% due 1/24/23 (c)    | 907,500                |

See Notes to Financial Statements.

SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Schedule of Investments** (unaudited) (continued)

April 30, 2005

| Face<br>Amount              | Security*                                 | Value                  |
|-----------------------------|---|------------------------|
| <b>Ecuador 0.2%</b>         |   |                        |
|                             | Republic of Ecuador:                      |                        |
| 1,685,000                   | 12.000% due 11/15/12 (c)                  | \$ 1,600,750           |
| 10,000                      | 8.000% due 8/15/30 (c)(d)                 | 8,150                  |
|                             |   | <hr/> 1,608,900 <hr/>  |
| <b>Malaysia 0.0%</b>        |   |                        |
| 350,000                     | Federation of Malaysia, 8.750% due 6/1/09 | 404,972                |
|                             |   | <hr/> 404,972 <hr/>    |
| <b>Mexico 3.2%</b>          |   |                        |
|                             | United Mexican States:                    |                        |
| 200,000                     | 11.375% due 9/15/16                       | 290,500                |
| 7,770,000                   | 8.125% due 12/30/19                       | 9,110,325              |
|                             | Medium-Term Notes, Series A:              |                        |
| 1,000,000                   | 6.375% due 1/16/13                        | 1,045,000              |
| 425,000                     | 5.875% due 1/15/14                        | 429,569                |
| 12,010,000                  | 6.625% due 3/3/15                         | 12,736,605             |
| 3,425,000                   | 8.000% due 9/24/22                        | 3,986,700              |
| 1,340,000                   | 7.500% due 4/8/33                         | 1,455,575              |
|                             |   | <hr/> 29,054,274 <hr/> |
| <b>Panama 0.5%</b>          |   |                        |
|                             | Republic of Panama:                       |                        |
| 700,000                     | 7.250% due 3/15/15                        | 728,000                |
| 1,915,000                   | 9.375% due 1/16/23                        | 2,257,306              |
| 1,625,000                   | 8.875% due 9/30/27                        | 1,828,125              |
|                             |   | <hr/> 4,813,431 <hr/>  |
| <b>Peru 0.6%</b>            |   |                        |
|                             | Republic of Peru:                         |                        |
| 380,000                     | 9.125% due 2/21/12                        | 437,000                |
| 1,900,000                   | 9.875% due 2/6/15                         | 2,246,750              |
| 3,019,500                   | FLIRB, 5.000% due 3/7/17 (d)              | 2,830,781              |
|                             |   | <hr/> 5,514,531 <hr/>  |
| <b>The Philippines 0.6%</b> |   |                        |
|                             | Republic of the Philippines:              |                        |
| 2,625,000                   | 9.000% due 2/15/13                        | 2,733,150              |
| 2,000,000                   | 10.625% due 3/16/25                       | 2,161,200              |
|                             |   | <hr/> 4,894,350 <hr/>  |

*See Notes to Financial Statements.*





SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Schedule of Investments** (unaudited) (continued)

April 30, 2005

| Face<br>Amount            | Security*   | Value                  |
|---------------------------|---|------------------------|
| <b>Russia 2.1%</b>        |   |                        |
| 700,000                   | Aries Vermögensverwaltungs GmbH, Russian Federation Credit-Link Notes,<br>Series C, 9.600% due 10/25/14 (c) | \$ 892,500             |
| 17,065,000                | Russian Federation, 5.000% due 3/31/30 (c)(d)   | 18,174,225             |
|                           |   | <hr/> 19,066,725 <hr/> |
| <b>South Africa 0.3%</b>  |   |                        |
| 250,000                   | Republic of South Africa:<br>9.125% due 5/19/09   | 289,375                |
| 1,825,000                 | 6.500% due 6/2/14   | 1,980,125              |
|                           |   | <hr/> 2,269,500 <hr/>  |
| <b>Supranational 0.0%</b> |   |                        |
| 300,000                   | Corporacion Andina de Fomento, 3.520% due 1/26/07 (d)   | 300,014                |
|                           |   | <hr/>                  |
| <b>Turkey 0.7%</b>        |   |                        |
| 200,000                   | Republic of Turkey:<br>11.750% due 6/15/10  | 240,000                |
| 725,000                   | 11.500% due 1/23/12   | 880,875                |
| 4,150,000                 | 11.000% due 1/14/13   | 5,000,750              |
| 225,000                   | 11.875% due 1/15/30   | 295,312                |
|                           |   | <hr/> 6,416,937 <hr/>  |
| <b>Ukraine 0.2%</b>       |   |                        |
| 606,694                   | Republic of Ukraine:<br>11.000% due 3/15/07 (c)   | 650,679                |
| 625,000                   | 7.650% due 6/11/13 (c)  | 671,875                |
|                           |   | <hr/> 1,322,554 <hr/>  |
| <b>Uruguay 0.1%</b>       |   |                        |
| 575,000                   | Republic of Uruguay, Benchmark Bonds:<br>7.250% due 2/15/11   | 549,125                |
| 175,000                   | 7.500% due 3/15/15  | 159,250                |
|                           |   | <hr/> 708,375 <hr/>    |
| <b>Venezuela 0.6%</b>     |   |                        |
| 2,150,000                 | Bolivarian Republic of Venezuela:<br>5.375% due 8/7/10  | 1,937,150              |
| 725,000                   | 8.500% due 10/8/14  | 716,662                |
| 175,000                   | 9.250% due 9/15/27  | 172,637                |

*See Notes to Financial Statements.*

SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Schedule of Investments** (unaudited) (continued)

April 30, 2005

| <b>Face<br/>Amount</b>                                    | <b>Security*</b>   | <b>Value</b>       |
|---|--|--------------------|
| <b>Venezuela 0.6% (continued)</b>                         |  |                    |
| 1,900,000   | Collective Action Securities:<br>10.750% due 9/19/13                                     | \$ 2,135,600       |
| 150,000   | 9.375% due 1/13/34   | 148,650            |
|   |  | <hr/>              |
|   |  | 5,110,699          |
|   |  | <hr/>              |
|   | <b>Total Sovereign Bonds</b> (Cost \$125,575,309)  | <b>126,765,189</b> |
|   |  | <hr/>              |
| <b>Loan Participations (d)(g) 0.2%</b>                    |  |                    |
| 317,778   | Kingdom of Morocco, Tranche A, 3.803% due 1/2/09 (JPMorgan Chase & Co.)                  | 313,806            |
| 1,000,000   | UPC Broadband Inc., Term Loan, Tranche H2, 5.752%<br>due 3/15/12 (Bank of America Corp.) | 1,001,571          |
|   |  | <hr/>              |
|   | <b>Total Loan Participations</b> (Cost \$1,315,001)                                      | <b>1,315,377</b>   |
|   |  | <hr/>              |
| <b>Face<br/>Amount</b>                                    |  |                    |
| <b>U.S. Government Agency Mortgage Pass-Throughs 2.7%</b> |  |                    |
| \$ 2,613,154  | Fannie Mae, 8.000% due 12/1/12   | 2,759,966          |
|   | Freddie Mac:   |                    |
| 307,978   | 6.000% due 3/15/34 (d)   | 307,163            |
| 841,529   | 6.000% due 4/15/34 (d)   | 860,917            |
|   | Gold:  |                    |
| 691,195   | 8.500% due 9/1/25  | 756,962            |
| 5,493,538   | 6.000% due 9/1/32  | 5,646,347          |
| 13,651,722  | 6.000% due 2/1/34  | 14,025,268         |
|   |  | <hr/>              |
|   | <b>Total U.S. Government Agency Mortgage Pass-Throughs</b> (Cost \$24,004,750)           | <b>24,356,623</b>  |
|   |  | <hr/>              |
| <b>Asset-Backed Securities 6.8%</b>                       |  |                    |
| 1,000,000   | ACE Securities Corp., Series 2004-OP1, Class M3, 4.270% due 4/25/34 (d)                  | 1,002,467          |
|   | Aegis Asset-Backed Securities Trust:   |                    |
| 370,831   | Series 2004-2N, Class N1, 4.500% due 4/25/34 (c)   | 370,770            |
| 1,250,000   | Series 2004-5, Class M2, 4.240% due 12/25/34 (d)   | 1,265,062          |
| 665,539   | Series 2004-5N, 5.000% due 12/25/34 (c)  | 664,144            |
| 1,582,517   | Series 2004-6N, 4.750% due 3/25/35 (c)   | 1,580,539          |
|   | Ameriquest Mortgage Securities Inc.:   |                    |
| 1,000,000   | Series 2003-12, Class M2, 4.720% due 11/25/33 (d)  | 1,027,100          |
| 1,000,000   | Series 2004-R11, Class M5, 4.220% due 11/25/34 (d)                                       | 1,021,322          |

*See Notes to Financial Statements.*

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SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Schedule of Investments** (unaudited) (continued)

April 30, 2005

| Face<br>Amount                                  | Security*   | Value        |
|---|---|--------------|
| <b>Asset-Backed Securities 6.8% (continued)</b> |   |              |
| \$ 1,000,000                                    | Amortizing Residential Collateral Trust, Series 2004-1, Class M4,<br>4.070% due 10/25/34 (d) (Cost \$995,997) | \$ 1,018,963 |
| 453,170   | AQ Finance Net Interest Margin Trust, Series 2004-RN5, Class A,<br>5.193% due 6/25/34 (c)                     | 451,525      |
| 278,742   | Argent Net Interest Margin Trust:<br>Series 2004-WN8, Class A, 4.700% due 7/25/34 (c)                         | 277,855      |
| 500,000   | Series 2004-WN10, Class B, 7.385% due 11/25/34 (c)  | 500,000      |
| 2,000,000                                       | Argent Securities Inc., Series 2004-W8, Class M4, 4.320% due 5/25/34 (d)                                      | 2,013,278    |
| 750,000   | Asset-Backed Funding Certificates, Series 2004-FF1, Class M2, 4.470% due 1/25/34 (d)                          | 762,434      |
| 498,241   | Asset-Backed Funding Corp. Net Interest Margin Trust, Series 2004-OPT4, Class N1,<br>4.450% due 5/26/34 (c)   | 495,813      |
| 850,000   | Bayview Financial Acquisition Trust:<br>Series 2001-CA, Class M3, 4.270% due 8/25/36 (c)(d)                   | 848,406      |
| 795,822   | Series 2002-DA, Class M1, 3.870% due 8/25/32 (c)(d)   | 798,795      |
| 2,000,000                                       | Bear Stearns Asset Backed Securities Inc.:<br>Series 2004-HE5, Class M1, 3.590% due 7/25/34 (d)               | 2,001,154    |
|   | Net Interest Margin Notes:<br>Class A1:   |              |
| 129,185   | Series 2004-FR1N, 5.000% due 5/25/34 (c)  | 128,508      |
| 392,755   | Series 2004-HE5N, 5.000% due 7/25/34 (c)  | 391,580      |
| 246,409   | Series 2004-HE6N, 5.250% due 8/25/34 (c)  | 245,515      |
| 79,000  | Class A2, Series 2004-HE5N, 5.000% due 7/25/34 (c)  | 78,473       |
| 2,000,000                                       | Countrywide Asset-backed Certificates:<br>Class M2, Series 2004-BC4, 3.870% due 10/25/34 (d)                  | 2,009,646    |
|   | Class M4:   |              |
| 750,000   | Series 2003-3, 4.420% due 3/25/33 (d)   | 756,990      |
| 410,000   | Series 2004-5, 4.270% due 6/25/34 (d)   | 417,142      |
|   | Class N1:   |              |
| 516,229   | Series 2004-2N, 5.000% due 2/25/35 (c)  | 513,292      |
| 510,337   | Series 2004-5N, 5.500% due 10/25/35 (c)   | 509,165      |
| 587,441   | Credit-Based Asset Servicing and Securitization, Series 2004-AN, Class A,<br>5.000% due 9/27/36 (c)           | 580,611      |
| 950,000   | C.S. First Boston Mortgage Securities Corp., Series 2001-HE16, Class M2,<br>4.220% due 11/25/31 (d)           | 955,858      |
| 502,419   | Finance America Net Interest Margin Trust, Series 2004-1, Class A,<br>5.250% due 6/27/34 (c)                  | 500,214      |
| 504,545   | First Consumers Master Trust, Series 2001-A, Class A, 3.400% due 9/15/08 (d)                                  | 501,682      |
| 750,000   | First Franklin Mortgage Loan Asset-Backed Certificates, Series 2004-FF2, Class M4,<br>3.920% due 3/25/34 (d)  | 758,363      |

*See Notes to Financial Statements.*

SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Schedule of Investments** (unaudited) (continued)

April 30, 2005

| Face<br>Amount                                  | Security*   | Value      |
|---|---|------------|
| <b>Asset-Backed Securities 6.8% (continued)</b> |   |            |
| \$ 548,710                                      | First Franklin Net Interest Margin Trust:<br>Series 2004-FF7A, Class A, 5.000% due 9/37/34 (c)        | \$ 547,184 |
| 1,000,000                                       | Series 2004-FF10, Class N2, 6.000% due 11/25/34 (c)   | 980,000    |
| Fremont Home Loan Trust:                        |   |            |
| 1,000,000                                       | Series 2004-A, Class M5, 4.120% due 2/25/34 (d)   | 1,000,576  |
| 2,000,000                                       | Series 2004-B, Class M4, 4.190% due 5/25/34 (d)   | 2,004,776  |
| 875,000   | Series 2004-D, Class M5, 4.020% due 11/25/34 (d)  | 878,816    |
| 302,629   | Fremont Net Interest Margin Trust, Series 2004-B, 4.703% due 5/25/34 (c)                              | 301,559    |
| 1,005,000                                       | GSAMP Trust, Series 2004-OPT, Class M3, 4.170% due 11/25/34 (d)                                       | 1,012,235  |
| 1,018,951                                       | Homestar Net Interest Margin Trust, Series 2004-6, Class A1, 5.500% due 1/25/35 (c)                   | 1,021,658  |
| 967,433   | Long Beach Asset Holdings Corp., Series 2004-6, Class N2, 7.500% due 11/25/34 (c)                     | 937,152    |
| 750,000   | Long Beach Mortgage Loan Trust, Series 2004-6, Class M2, 4.170% due 11/25/34 (d)                      | 754,339    |
| 1,000,000                                       | Master Asset-Backed Securities Trust, Series 2004-OPT2, Class M4,<br>4.020% due 9/25/34 (d)           | 1,011,494  |
| Merrill Lynch Mortgage Investors Inc.:          |   |            |
| 404,915   | Series 2004-WM2N, Class N1, 4.500% due 10/25/05 (c)   | 403,199    |
| 429,071   | Series 2005-WM1N, Class N1, 5.000% due 9/25/35 (c)  | 429,205    |
| Morgan Stanley ABS Capital I:                   |   |            |
| 1,400,000                                       | Series 2004-HE4, Class M2, 4.320% due 5/25/34 (d)   | 1,400,805  |
| 500,000   | Series 2004-HE9, Class M6, 4.2700% due 11/25/34 (d)   | 506,354    |
| 61,341  | Series 2004-NC2N, 6.250% due 12/25/33 (c)   | 61,324     |
| 1,000,000                                       | Series 2004-NC8, Class M4, 4.020% due 9/25/34 (d)   | 1,007,388  |
| 1,000,000                                       | Series 2004-OP1, Class M5, 4.070% due 11/25/34 (d)  | 1,016,851  |
| New Century Home Equity Loan Trust:             |   |            |
| 1,250,000                                       | Series 2001-NC1, Class M2, 4.090% due 6/20/31 (d)   | 1,257,058  |
| 1,500,000                                       | Series 2003-4, Class M2, 4.840% due 10/25/33 (d)  | 1,540,239  |
| 1,500,000                                       | North Street Referenced Linked Notes Ltd., Series 2000-1A, Class A,<br>3.890% due 7/30/10 (c)(d)      | 787,500    |
| Novastar Home Equity Loan:                      |   |            |
| 2,000,000                                       | Series 2003-4, Class M2, 4.645% due 2/25/34 (d)   | 2,061,414  |
| 1,000,000                                       | Series 2004-1, Class M4, 3.995% due 6/25/34 (d)   | 1,004,484  |
| 1,250,000                                       | Series 2004-2, Class M5, 4.520% due 9/25/34 (d)   | 1,274,891  |
| 1,000,000                                       | Series 2004-4, Class M4, 4.120% due 3/25/35 (d)   | 1,004,585  |
| 365,560   | Novastar Net Interest Margin Trust, Class 2004-N2, 4.458% due 6/26/34 (c)                             | 363,730    |
| Option One Mortgage Loan Trust, Class M2:       |   |            |
| 2,000,000                                       | Series 2002-2, 4.170% due 6/25/32 (d)   | 2,009,037  |
| 1,500,000                                       | Series 2004-2, 4.070% due 5/25/34 (d)   | 1,500,864  |
| 500,000   | Park Place Securities Net Interest Margin Trust, Series 2004-WWF1, Class B,<br>6.290% due 1/25/35 (c) | 500,156    |

*See Notes to Financial Statements.*

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SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Schedule of Investments** (unaudited) (continued)

April 30, 2005

| Face<br>Amount                                  | Security*  | Value             |
|---|--|-------------------|
| <b>Asset-Backed Securities 6.8% (continued)</b> |  |                   |
| \$ 1,000,000                                    | Residential Asset Securities Corp., Series 2004-KS10, Class M2,<br>4.170% due 11/25/34 (d)     | \$ 1,005,163      |
|   | Sail Net Interest Margin Notes:  |                   |
|   | Class A:   |                   |
| 203,066   | Series 2003-BC2A, 7.750% due 4/27/33 (c)   | 200,857           |
| 718,474   | Series 2004-BN2A, 5.000% due 12/27/34 (c)  | 718,939           |
| 604,241   | Series 2004-2A, 5.500% due 3/27/34 (c)   | 606,546           |
| 796,402   | Series 2004-4A, 5.000% due 4/27/34 (c)   | 797,757           |
| 579,261   | Series 2004-5A, 4.500% due 6/27/34 (c)   | 578,161           |
| 534,643   | Series 2004-8A, 5.000% due 9/27/34 (c)   | 532,473           |
| 167,263   | Series 2005-1A, 4.250% due 2/27/35 (c)   | 167,102           |
| 312,654   | Class A2, Series 2004-11A, 4.750% due 1/27/35 (c)  | 312,673           |
|   | Class B:   |                   |
| 338,722   | Series 2004-11A, 7.500% due 1/27/35 (c)  | 325,384           |
| 442,511   | Series 2004-AA, 7.500% due 10/27/34 (c)  | 428,484           |
| 446,118   | Series 2004-BN2A, 7.000% due 12/27/34 (c)  | 428,273           |
| 375,923   | Series 2005-1A, 7.500% due 2/27/35 (c)   | 366,173           |
|   | Sharp SP I LLC Net Interest Margin Trust:  |                   |
| 649,633   | Series 2004-HS1N, 5.920% due 2/25/34 (c)   | 637,019           |
| 561,607   | Series 2004-OP1N, Class NA, 5.190% due 4/25/34 (c)   | 562,009           |
| 469,608   | Series 2005-HE1N, Class NA, 5.190% due 2/25/35 (c)   | 469,770           |
|   |  | <hr/>             |
|   | <b>Total Asset-Backed Securities</b> (Cost \$60,891,022)                                       | <b>61,162,322</b> |
|   |  | <hr/>             |
| <b>Collateralized Mortgage Obligations 0.9%</b> |  |                   |
|   | Commercial Mortgage Pass-Through Certificates, Class E:  |                   |
| 2,000,000                                       | Series 2002-FL6, 3.954% due 6/14/14 (c)(d)   | 2,001,677         |
| 292,230   | Series 2003-FL9, 3.954% due 11/15/15 (c)(d)  | 293,983           |
| 1,643,479                                       | Impac CMB Trust, Series 2004-4, Class 2M2, 4.520% due 9/25/34 (d)                              | 1,650,384         |
| 1,000,000                                       | Merit Securities Corp., Series 11PA, Class B2, 4.560% due 9/28/32 (c)(d)                       | 990,262           |
|   | Merrill Lynch Mortgage Investors Inc., Class B2:   |                   |
| 750,000   | Series 2004-A, 3.940% due 4/25/29 (d)  | 749,290           |
| 1,000,000                                       | Series 2004-B, 3.900% due 5/25/29 (d)  | 1,007,258         |
| 1,500,000                                       | Structured Asset Investment Loan Trust, Series 2003-BC10, Class M2,<br>4.870% due 10/25/33 (d) | 1,524,129         |
|   |  | <hr/>             |
|   | <b>Total Collateralized Mortgage Obligations</b> (Cost \$8,143,144)                            | <b>8,216,983</b>  |
|   |  | <hr/>             |

*See Notes to Financial Statements.*

SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Schedule of Investments** (unaudited) (continued)

April 30, 2005

| Face<br>Amount  | Security*  | Value                 |
|---|--|-----------------------|
| <b>Other Securities 1.9%</b>  |  |                       |
| \$ 16,458,134   | Targeted Return Index Securities, Sr. Secured Notes, Series HY-2004-1,<br>8.211% due 8/1/15 (c)(d) (Cost \$17,759,951)   | <u>\$ 16,754,347</u>  |
| <b>Contracts</b>  |  |                       |
| <b>Purchased Put Options 0.4%</b>                                   |  |                       |
| 2,100   | S&P 500 Index, Put @ 1,140, Expire 6/18/05 (Cost \$2,278,689)  | <u>3,528,000</u>      |
| <b>Face<br/>Amount</b>  |  |                       |
| <b>Short-Term Investments 9.2%</b>                                  |  |                       |
| <b>Repurchase Agreements 2.1%</b>                                   |  |                       |
| 9,029,000   | Interest in \$629,394,000 joint tri-party repurchase agreement dated 4/29/05 with Deutsche Bank Securities Inc.,<br>2.960% due 5/2/05; Proceeds at maturity \$9,031,277; (Fully collateralized by various U.S. government agency<br>obligations, 0.000% to 9.500% due 9/15/05 to 5/1/35; Market value \$9,216,754) | 9,029,000             |
| 5,000,000   | Interest in \$398,063,000 joint tri-party repurchase agreement dated 4/29/05 with Goldman Sachs Group Inc., 2.940%<br>due 5/2/05; Proceeds at maturity \$5,001,225; (Fully collateralized by various U.S. Treasury obligations, 1.250% to<br>9.375% due 5/31/05 to 11/15/24; Market value \$5,100,011)             | 5,000,000             |
| 5,000,000   | Interest in \$850,128,000 joint tri-party repurchase agreement dated 4/29/05 with UBS Securities LLC, 2.950% due<br>5/2/05; Proceeds at maturity \$5,001,229; (Fully collateralized by various U.S. government agency obligations,<br>0.000% to 8.500% due 5/26/05 to 8/6/38; Market value \$5,100,021)            | 5,000,000             |
| <b>Total Repurchase Agreements</b> (Cost \$19,029,000)              |  | <u>19,029,000</u>     |
| <b>Shares</b>   |  |                       |
| <b>Securities Purchased From Securities Lending Collateral 7.1%</b> |  |                       |
| 63,434,269  | State Street Navigator Securities Lending Trust Prime Portfolio<br>(Cost \$63,434,269)   | <u>63,434,269</u>     |
| <b>Total Short-Term Investments</b> (Cost \$82,463,269)             |  | <u>82,463,269</u>     |
| <b>Total Investments 100.0%</b> (Cost \$892,466,782**)              |  | <u>\$ 897,153,867</u> |

See Notes to Financial Statements.

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SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

## Schedule of Investments (unaudited) (continued)

April 30, 2005

*Face amount denominated in U.S. dollars unless otherwise indicated.*

\* *All securities (except those on loan) are segregated as collateral pursuant to revolving credit facility.*

*This security is exchangeable for Sprint Corp. PCS common stock Series 1 or cash based on the value of that stock.*

- (a) *Non-income producing security.*
  - (b) *All or a portion of this security is on loan.*
  - (c) *Security is exempt from registration under Rule 144A of the Securities Act of 1933. This security may be resold in transactions that are exempt from registration, normally to qualified institutional buyers. This security has been deemed liquid pursuant to guidelines approved by the Board of Directors.*
  - (d) *Rate shown reflects current rate on instrument with variable rate or step coupon rates.*
  - (e) *Security is currently in default.*
  - (f) *Argentina bonds were tendered as of February 25, 2005, under a plan of reorganization of Argentina.*
  - (g) *Participation interests were acquired through the financial institutions indicated parenthetically.*
- \*\* *Aggregate cost for federal income tax purposes is substantially the same.*  
*On June 6, 2005 bonds were exchanged for Republic of Argentina Discount Bonds, 5.830% due 12/31/33 denominated in Argentine peso.*
- # *Securities is valued in accordance with fair valuation procedures.*

### Abbreviations used in this schedule:

|        |                                      |
|--------|--------------------------------------|
| ADR    | American Depositary Receipt          |
| C Bond | Capitalization Bond                  |
| DCB    | Debt Conversion Bond                 |
| DEM    | German Mark                          |
| EUR    | Euro                                 |
| FDR    | French Depositary Receipt            |
| FLIRB  | Front-Loaded Interest Reduction Bond |
| ITL    | Italian Lira                         |

*See Notes to Financial Statements.*

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SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Statement of Assets and Liabilities** (unaudited)

April 30, 2005

**ASSETS:**

|  |                    |
|--|--------------------|
| Investments, at value (Cost \$892,466,782) | \$ 897,153,867     |
| Interest receivable                        | 5,499,874          |
| Receivable for securities sold             | 3,139,244          |
| Dividends receivable                       | 161,842            |
| Prepaid expenses                           | 21,001             |
|  | <hr/>              |
| <b>Total Assets</b>                        | <b>905,975,828</b> |
|  | <hr/>              |

**LIABILITIES:**

|  |                    |
|--|--------------------|
| Loan payable (Note 4)                                    | 220,000,000        |
| Payable for loaned securities collateral (Notes 1 and 3) | 63,434,269         |
| Payable for securities purchased                         | 3,673,167          |
| Payable to bank  | 3,295,780          |
| Management fee payable                                   | 586,009            |
| Interest Payable (Note 4)                                | 483,867            |
| Offering cost payable                                    | 455,059            |
| Directors' fee payable                                   | 2,795              |
| Accrued expenses   | 97,244             |
|  | <hr/>              |
| <b>Total Liabilities</b>                                 | <b>292,028,190</b> |
|  | <hr/>              |

**Total Net Assets****\$ 613,947,638****NET ASSETS:**

|  |             |
|--|-------------|
| Par value of shares of (\$0.001 par value, 100,000,000 shares authorized; 32,964,106 shares outstanding) | \$ 32,964   |
| Capital paid in excess of par value  | 621,879,774 |
| Overdistributed net investment income  | (9,012,195) |
| Accumulated net realized loss from investment transactions, options and foreign currencies               | (3,640,404) |
| Net unrealized appreciation of investments   | 4,687,499   |
|  | <hr/>       |

**Total Net Assets****\$ 613,947,638****Net Asset Value, per share** (\$613,947,638 ÷ 32,964,106 shares outstanding)**\$18.62***See Notes to Financial Statements.**Page 33*



SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

**Statement of Operations** (unaudited)

For the Six Months Ended April 30, 2005

**INVESTMENT INCOME:**

|                               |               |
|-------------------------------|---------------|
| Interest                      | \$ 13,375,254 |
| Dividends                     | 5,424,730     |
| Securities lending            | 56,055        |
| Less: Foreign withholding tax | (57,079)      |

**Total Investment Income****18,798,960****EXPENSES:**

|                                |           |
|--------------------------------|-----------|
| Management fee (Notes 1 and 2) | 3,591,347 |
| Interest expense (Note 4)      | 3,293,474 |
| Custody                        | 79,408    |
| Shareholder communications     | 39,778    |
| Audit and tax fees             | 27,826    |
| Directors' fees                | 27,719    |
| Legal fees                     | 20,446    |
| Transfer agency services       | 11,942    |
| Loan fees                      | 10,628    |
| Registration fees              | 5,057     |
| Other                          | 6,914     |

**Total Expenses****7,114,539****Net Investment Income****11,684,421****REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS, OPTIONS,  
AND FOREIGN CURRENCIES (NOTES 1 AND 3):**

|                               |              |
|-------------------------------|--------------|
| Realized Gain (Loss) From:    |              |
| Investment transactions       | 10,685,483   |
| Foreign currency transactions | 4,940        |
| Options                       | (12,632,250) |

**Net Realized Loss****(1,941,827)****Net Change in Unrealized Appreciation/Depreciation of Investments and Options****9,659,619****Net Gain on Investments, Options and Foreign Currencies****7,717,792****Increase in Net Assets From Operations****\$ 19,402,213***See Notes to Financial Statements.*

SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

## Statement of Changes in Net Assets

For the Six Months Ended April 30, 2005 (unaudited) and the Period Ended October 31, 2004

|  | 2005                  | 2004                  |
|--|-----------------------|-----------------------|
| <b>OPERATIONS:</b>   |                       |                       |
| Net investment income  | \$ 11,684,421         | \$ 12,181,904         |
| Net realized loss  | (1,941,827)           | (1,394,587)           |
| Net change in unrealized appreciation/depreciation   | 9,659,619             | (4,972,120)           |
|  | <u>19,402,213</u>     | <u>5,815,197</u>      |
| <b>Increase in Net Assets From Operations</b>  |                       |                       |
| <b>DISTRIBUTIONS TO SHAREHOLDERS FROM (NOTE 1):</b>  |                       |                       |
| Net investment income  | (19,778,463)          | (13,404,047)          |
| Return of Capital  |                       | (6,373,531)           |
|  | <u>(19,778,463)</u>   | <u>(19,777,578)</u>   |
| <b>Decrease in Net Assets From Distributions to Shareholders</b>                               |                       |                       |
| <b>FUND SHARE TRANSACTIONS:</b>  |                       |                       |
| Net proceeds from sale of shares (32,955,247 shares issued, net of \$1,318,000 offering costs) |                       | 628,027,000           |
| Net proceeds from shares issued on reinvestment of distributions (8,859 shares issued)         |                       | 159,269               |
|  |                       | <u>628,186,269</u>    |
| <b>Increase in Net Assets From Fund Share Transactions</b>                                     |                       |                       |
| <b>Increase (Decrease) in Net Assets</b>   | <b>(376,250)</b>      | <b>614,223,888</b>    |
| <b>NET ASSETS:</b>   |                       |                       |
| Beginning of period  | 614,323,888           | 100,000               |
| <b>End of period*</b>  | <b>\$ 613,947,638</b> | <b>\$ 614,323,888</b> |
| * Includes overdistributed net investment income of:   | \$(9,012,195)         | \$(918,153)           |

For the Period February 24, 2004 (commencement of operations) to October 31, 2004.

See Notes to Financial Statements.

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SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

## Statement of Cash Flows (unaudited)

For the Six Months Ended April 30, 2005

### CASH FLOWS PROVIDED (USED) BY OPERATING ACTIVITIES:

|   |               |
|---|---------------|
| Interest and dividends received                             | \$ 18,268,629 |
| Operating expenses paid                                     | (3,935,828)   |
| Net sale of short-term investments                          | 21,327,561    |
| Realized gain on foreign currency transactions              | 4,940         |
| Realized loss on option contracts                           | (12,632,250)  |
| Net change in unrealized appreciation on foreign currencies | 27            |
| Purchases of long-term investments                          | (275,839,938) |
| Proceeds from disposition of long-term investments          | 272,815,260   |
| Interest paid   | (3,187,773)   |

|  |                   |
|--|-------------------|
| <b>Net Cash Provided By Operating Activities</b> | <b>16,820,628</b> |
|--|-------------------|

### CASH FLOWS PROVIDED (USED) BY FINANCING ACTIVITIES:

|   |              |
|---|--------------|
| Cash distributions paid on Common Stock | (19,778,463) |
| Offering costs paid                     | (338,519)    |
| Net proceeds from bank overdraft        | 3,295,780    |

|  |                     |
|--|---------------------|
| <b>Net Cash Flows Used By Financing Activities</b> | <b>(16,821,202)</b> |
|--|---------------------|

### Net Decrease in Cash

|                           |     |
|---------------------------|-----|
| Cash, Beginning of period | 574 |
|---------------------------|-----|

### Cash, End of period

|    |
|----|
| \$ |
|----|

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

|   |                      |
|---|----------------------|
| <b>Increase in Net Assets From Operations</b> | <b>\$ 19,402,213</b> |
|---|----------------------|

|   |             |
|---|-------------|
| Accretion of discount on investments          | (1,455,491) |
| Amortization of premium on investments        | 1,011,029   |
| Increase in investments, at value             | (3,202,262) |
| Increase in prepaid expenses                  | (21,001)    |
| Increase in interest and dividends receivable | (85,869)    |
| Decrease in receivable for securities sold    | 1,951,660   |
| Decrease in payable for securities purchased  | (791,590)   |
| Increase in interest payable                  | 105,701     |
| Decrease in accrued expenses                  | (93,762)    |

|                          |                    |
|--------------------------|--------------------|
| <b>Total Adjustments</b> | <b>(2,581,585)</b> |
|--------------------------|--------------------|

|  |                      |
|--|----------------------|
| <b>Net Cash Flows Provided By Operating Activities</b> | <b>\$ 16,820,628</b> |
|--|----------------------|

*See Notes to Financial Statements.*

SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

## Financial Highlights

For a share of common stock outstanding throughout each year or period ended October 31, unless otherwise noted:

|   | 2005 <sup>(1)(2)</sup> | 2004 <sup>(2)(3)</sup> |
|---|------------------------|------------------------|
| <b>Net Asset Value, Beginning of Period</b>                         | \$18.64                | \$19.06*               |
| <b>Income (Loss) From Operations:</b>                               |                        |                        |
| Net investment income   | 0.35                   | 0.37                   |
| Net realized and unrealized loss                                    | 0.23                   | (0.19)                 |
| Total Income From Operations  | 0.58                   | 0.18                   |
| <b>Less Distributions From:</b>                                     |                        |                        |
| Net investment income   | (0.60)                 | (0.40)                 |
| Return of Capital   |                        | (0.20)                 |
| Total Distributions   | (0.60)                 | (0.60)                 |
| <b>Net Asset Value, End of Period</b>                               | \$18.62                | \$18.64                |
| <b>Market Value, End of Period</b>                                  | \$16.26                | \$17.24                |
| <b>Total Return, Based on Market Price, per share<sup>(4)</sup></b> | (2.34)%                | (10.74)%               |
| <b>Total Return Based on Net Asset Value</b>                        | 3.05%                  | 1.06%                  |
| <b>Ratios to Average Net Assets:</b>                                |                        |                        |
| Total expenses, including interest expense                          | 2.27%                  | 1.54%                  |
| Total expenses, excluding interest expense (operating expense)      | 1.22%                  | 1.15%                  |
| Net investment income   | 3.73%                  | 2.97%                  |
| <b>Supplemental Data:</b>   |                        |                        |
| Net assets, end of period (000 s)                                   | \$613,948              | \$614,324              |
| Portfolio turnover rate   | 33%                    | 39%                    |
| Asset coverage for loan outstanding                                 | 379%                   | 379%                   |
| Weighted average bank loan (000 s)                                  | \$220,000              | \$105,783              |
| Weighted average interest rate on bank loan                         | 3.02%                  | 2.22%                  |

(1) For the six months ended April 30, 2005 (unaudited).

(2) Per share amounts have been calculated using the monthly average shares method.

(3) For the period from February 24, 2004 (commencement of operations) through October 31, 2004.

(4) For purposes of this calculation, dividends are assumed to be reinvested at prices obtained under the Fund's dividend reinvestment plan and the broker commission paid to purchase or sell a share is excluded.

\* Initial public offering price of \$20.00 per share less offering cost and sales load totaling \$0.94 per share. Total return is not annualized, as it may not be representative of the total return for the year. Annualized.

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SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

## Notes to Financial Statements (unaudited)

### Note 1. Organization and Significant Accounting Policies

Salomon Brothers Capital and Income Fund Inc. ( Fund ) was incorporated in Maryland on November 12, 2003 and is registered as a non-diversified, closed-end, management investment company under the Investment Company Act of 1940 (the 1940 Act ), as amended. The Board of Directors authorized 100 million shares of \$0.001 par value common stock. The Fund seeks total return with an emphasis on income by investing primarily in a portfolio consisting of a broad range of equity and fixed income securities of both U.S. and foreign issues.

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

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

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

(c) LENDING OF PORTFOLIO SECURITIES. The Fund has an agreement with its custodian whereby the custodian may lend securities owned by the Fund to brokers, dealers and other financial

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SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

## Notes to Financial Statements (unaudited) (continued)

organizations. In exchange for lending securities under the terms of the agreement with its custodian, the Fund receives a lender's fee. Fees earned by the Fund on securities lending are recorded as securities lending income. Loans of securities by the Fund are collateralized by cash, U.S. government securities or high quality money market instruments that are maintained at all times in an amount at least equal to the current market value of the loaned securities, plus a margin which varies depending on the type of securities loaned. The custodian establishes and maintains the collateral in a segregated account. The Fund has the right under the lending agreement to recover the securities from the borrower on demand.

The Fund maintains the risk of any loss on the securities on loan as well as the potential loss on investments purchased with cash collateral received from securities lending.

(d) **LOAN PARTICIPATIONS.** The Fund may invest in loans arranged through private negotiation between one or more financial institutions. The Fund's investment in any such loan may be in the form of a participation in or an assignment of the loan. In connection with purchasing participations, the Fund generally will have no right to enforce compliance by the borrower with the terms of the loan agreement relating to the loan, nor any rights of set-off against the borrower and the Fund may not benefit directly from any collateral supporting the loan in which it has purchased the participation.

The Fund will assume the credit risk of both the borrower and the lender that is selling the participation. In the event of the insolvency of the lender selling the participation, the Fund may be treated as a general creditor of the lender and may not benefit from any set-off between the lender and the borrower.

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

(f) **CASH FLOW INFORMATION.** The Fund invests in securities and distributes dividends from net investment income and net realized gains from investment transactions which are paid in cash and may be reinvested at the discretion of Shareholders. These activities are reported in the Statement of Changes in Net Assets and additional information on cash receipts and cash payments is presented in the Statement of Cash Flows.

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SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

## Notes to Financial Statements (unaudited) (continued)

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

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

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

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

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

(i) **DISTRIBUTIONS TO SHAREHOLDERS.** Distributions from net investment income for the Fund, if any, are declared and paid on a monthly basis. Distributions of net realized gains, if any, are declared at least annually. Distributions are recorded on the ex-dividend date and are determined in accordance with income tax regulations, which may differ from GAAP.

(j) **FEDERAL AND OTHER TAXES.** It is the Fund's policy to comply with the federal income and excise tax requirements of the Internal Revenue Code of 1986, as amended, applicable to regulated investment companies. Accordingly, the Fund intends to distribute substantially all

SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

## Notes to Financial Statements (unaudited) (continued)

of its taxable income and net realized gains on investments, if any, to shareholders each year. Therefore, no federal income tax provision is required in the Fund's financial statements. Under the applicable foreign tax laws, a withholding tax may be imposed on interest, dividends and capital gains at various rates.

(k) RECLASSIFICATION. GAAP requires that certain components of net assets be adjusted to reflect permanent differences between financial and tax reporting. These reclassifications have no effect on net assets or net asset values per share.

### Note 2. Management Agreement and Other Transactions with Affiliates

Salomon Brothers Asset Management Inc ( SBAM ), an indirect wholly-owned subsidiary of Citigroup Inc. ( Citigroup ), acts as investment manager to the Fund. SBAM is responsible on a day-to-day basis for the management of the Fund's portfolio in accordance with the Fund's investment objectives and policies and for making decisions to buy, sell or hold particular securities of the Fund. The management fee for these services is payable monthly at an annual rate of 0.85% of the Fund's average daily net assets (plus any borrowings).

At April 30, 2005, Citigroup Financial Products Inc., another indirect wholly-owned subsidiary of Citigroup, held 5,591 shares of the Fund.

Certain officers and/or directors of the Fund are also officers and/or directors of SBAM and do not receive compensation from the Fund.

### Note 3. Portfolio Activity

For the six months ended April 30, 2005, the aggregate cost of purchases and proceeds from sales of investments (excluding short-term investments) were as follows:

|           |                |
|-----------|----------------|
| Purchases | \$ 275,048,348 |
| Sales     | \$ 269,876,160 |

At April 30, 2005, the aggregate gross unrealized appreciation and depreciation of investments for federal income tax purposes were substantially as follows:



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|                               |               |
|-------------------------------|---------------|
| Gross unrealized appreciation | \$ 38,646,237 |
| Gross unrealized depreciation | (33,959,152)  |
|                               | <hr/>         |
| Net unrealized appreciation   | \$ 4,687,085  |
|                               | <hr/>         |

At April 30, 2005, the Fund held purchased put option contracts with a total cost of \$2,278,689 and a total market value of \$3,528,000.

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SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

## Notes to Financial Statements (unaudited) (continued)

At April 30, 2005, the Fund loaned securities having a market value of \$61,866,966. The Fund received cash collateral amounting to \$63,434,269, which was invested into the State Street Navigator Securities Lending Trust Prime Portfolio, a Rule 2a-7 money market fund, registered under the 1940 Act.

At April 30, 2005, the Fund held loan participations with a total cost of \$1,315,001 and a total market value of \$1,315,377.

### Note 4. Loan

At April 30, 2005, the Fund had outstanding a \$220,000,000 loan pursuant to a revolving credit and security agreement with Crown Point Capital Company LLC and Citicorp North America, Inc. ( CNA ), an affiliate of SBAM. In addition, CNA acts as administrative agent of the credit facility. The loans generally bear interest at a variable rate based on the weighted average interest rates of the underlying commercial paper or LIBOR plus any applicable margin. Securities held by the Fund are subject to a lien, granted to the lenders, to the extent of the borrowings outstanding and any additional expenses. For the six months ended April 30, 2005, the Fund paid interest on this loan in the amount of \$3,187,773.

In the course of discussions with the Securities and Exchange Commission regarding modifying the exemptive relief that CNA and the Fund rely upon for this type of financing, interpretive issues arose with respect to the existing relief. The Fund cannot predict the outcome of these discussions. If the Fund is required to seek alternate financing sources, its cost of borrowing may increase.

### Note 5. Dividends Subsequent to April 30, 2005

On February 4, 2005, the Board of Directors ( Board ) of the Fund declared a dividend distribution in the amount of \$0.1000 per share payable on May 27, 2005 to shareholders of record on May 17, 2005.

In addition, on May 4, 2005, the Fund's Board declared three dividends, each in the amount of \$0.1000 per share, payable on June 24, 2005, July 29, 2005 and August 26, 2005 to shareholders of record on June 14, 2005, July 12, 2005 and August 16, 2005, respectively.

### Note 6. Capital Shares

On May 14, 2004, the Fund's Board authorized the Fund to repurchase from time to time in the open market up to 1,000,000 shares of the Fund's common stock. The Board directed the management of the Fund to repurchase shares of the Fund's common stock at such times and in such

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amounts as management believes will enhance shareholder value, subject to review by the Fund's Board. Since the inception of the repurchase plan, the Fund has not repurchased any shares.

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SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

## Notes to Financial Statements (unaudited) (continued)

### Note 7. Capital Loss Carryforward

On October 31, 2004, the Fund had a net capital loss carryforward of approximately \$9,064,399 all of which expires on October 31, 2012. This amount will be available to offset like amounts of any future taxable gains.

### Note 8. Change in Registered Public Accounting Firm

PricewaterhouseCoopers LLP has resigned as the independent registered public accounting firm for the Fund effective June 17, 2005. The Fund's Audit Committee has approved the engagement of KPMG LLP as the Fund's new independent registered public accounting firm for the fiscal year ending October 31, 2005. A majority of the Fund's Board of Directors, including a majority of the independent Directors, approved the appointment of KPMG LLP, subject to the right, of the Fund, by a majority vote of the shareholders at any meeting called for that purpose, to terminate the appointment without penalty.

The reports of PricewaterhouseCoopers LLP on the Fund's financial statements for each of the last two fiscal years contained no adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles. There have been no disagreements with PricewaterhouseCoopers LLP during the Fund's two most recent fiscal years and any subsequent interim period on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure which, if not resolved to the satisfaction of PricewaterhouseCoopers LLP, would have caused them to make reference thereto in their reports on the financial statements for such years.

### Note 9. Additional Information

On May 31, 2005, the U.S. Securities and Exchange Commission (SEC) issued an order in connection with the settlement of an administrative proceeding against Smith Barney Fund Management LLC (SBFM) and Citigroup Global Markets Inc. (CGMI) (each an affiliate of the manager) relating to the appointment of an affiliated transfer agent for the Smith Barney family of mutual funds (the Affected Funds).

The SEC order finds that SBFM and CGMI willfully violated Section 206(1) of the Investment Advisers Act of 1940 (Advisers Act). Specifically, the order finds that SBFM and CGMI knowingly or recklessly failed to disclose to the boards of the Affected Funds in 1999 when proposing a new transfer agent arrangement with an affiliated transfer agent that: First Data Investors Services Group (First Data), the Affected Funds' then existing transfer agent, had offered to continue as transfer agent and do the same work for substantially less money than before; and that Citigroup Asset Management (CAM), the Citigroup business unit that includes the CAM-managed funds' investment manager and other investment advisory



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SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

## Notes to Financial Statements (unaudited) (continued)

companies, had entered into a side letter with First Data under which CAM agreed to recommend the appointment of First Data as sub-transfer agent to the affiliated transfer agent in exchange, among other things, for a guarantee by First Data of specified amounts of asset management and investment banking fees to CAM and CGMI. The order also finds that SBFM and CGMI willfully violated Section 206(2) of the Advisers Act by virtue of the omissions discussed above and other misrepresentations and omissions in the materials provided to the Affected Funds boards, including the failure to make clear that the affiliated transfer agent would earn a high profit for performing limited functions while First Data continued to perform almost all of the transfer agent functions, and the suggestion that the proposed arrangement was in the Affected Funds best interests and that no viable alternatives existed. SBFM and CGMI do not admit or deny any wrongdoing or liability. The settlement does not establish wrongdoing or liability for purposes of any other proceeding.

The SEC censured SBFM and CGMI and ordered them to cease and desist from violations of Sections 206(1) and 206(2) of the Advisers Act. The order requires Citigroup to pay \$208.1 million, including \$109 million in disgorgement of profits, \$19.1 million in interest, and a civil money penalty of \$80 million. Approximately \$24.4 million has already been paid to the Affected Funds, primarily through fee waivers. The remaining \$183.7 million, including the penalty, has been paid to the U.S. Treasury and will be distributed pursuant to a plan to be prepared by Citigroup and submitted within 90 days of the entry of the order for approval by the SEC. The order also requires that transfer agency fees received from the Affected Funds since December 1, 2004 less certain expenses be placed in escrow and provides that a portion of such fees may be subsequently distributed in accordance with the terms of the order.

The order requires SBFM to recommend a new transfer agent contract to the Affected Fund boards within 180 days of the entry of the order; if a Citigroup affiliate submits a proposal to serve as transfer agent or sub-transfer agent, an independent monitor must be engaged at the expense of SBFM and CGMI to oversee a competitive bidding process. Under the order, Citigroup must comply with an amended version of a vendor policy that Citigroup instituted in August 2004. That policy, as amended, among other things, requires that when requested by the board of CAM-managed fund, CAM will retain at its own expense an independent consulting expert to advise and assist the board on the selection of certain service providers affiliated with Citigroup.

At this time, there is no certainty as to how the proceeds of the settlement will be distributed, to whom such distributions will be made, the methodology by which such distribution will be allocated, and when such distribution will be made. Although there can be no assurance, Citigroup does not believe that this matter will have a material adverse effect on the funds.

The Fund did not implement the transfer agent arrangement described above and therefore will not receive any portion of the distributions.

SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

## Notes to Financial Statements (unaudited) (continued)

### Note 10. Subsequent Event

On June 24, 2005, Citigroup announced that it has signed a definitive agreement under which Citigroup will sell substantially all of its worldwide asset management business to Legg Mason, Inc. (Legg Mason).

As part of this transaction, SBAM (the Manager), currently an indirect wholly owned subsidiary of Citigroup, would become an indirect wholly owned subsidiary of Legg Mason. The Manager is the investment adviser to the Fund.

The transaction is subject to certain regulatory approvals, as well as other customary conditions to closing. Subject to such approvals and the satisfaction of the other conditions, Citigroup expects the transaction to be completed later this year.

Under the Investment Company Act of 1940, consummation of the transaction will result in the automatic termination of the investment management contract between the Fund and the Manager. Therefore, the Fund's Board of Directors will be asked to approve a new investment management contract between the Fund and the Manager. If approved by the Board, the new investment management contract will be presented to the shareholders of the Fund for their approval.

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SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

## Additional Shareholder Information (unaudited)

### Results of Annual Meeting of Shareholders

The Annual Meeting of Shareholders of Salomon Brothers Capital and Income Fund Inc. was held on February 28, 2005, for the purposes of considering and voting upon the election of the entire Board of Directors. The following table provides information concerning the matter voted upon at the meeting:

### Election of Directors

| <u>Nominees</u>       | <u>Votes For</u> | <u>Votes Withheld</u> |
|-----------------------|------------------|-----------------------|
| Carol L. Colman       | 31,108,794       | 353,822               |
| Daniel P. Cronin      | 31,115,682       | 346,934               |
| Leslie H. Gelb        | 31,089,743       | 372,873               |
| R. Jay Gerken         | 31,103,548       | 359,068               |
| William R. Hutchinson | 31,119,910       | 342,706               |
| Dr. Riordan Roett     | 31,103,606       | 359,010               |
| Jeswald W. Salacuse   | 31,102,250       | 360,366               |



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SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

## Dividend Reinvestment Plan (unaudited)

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

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

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

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

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

You may withdraw from the Plan by notifying the Plan Agent in writing at 59 Maiden Lane, New York, New York 10038. Such withdrawal will be effective immediately if notice is received

SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

## **Dividend Reinvestment Plan** (unaudited) (continued)

by the Plan Agent not less than ten business days prior to any dividend or distribution record date; otherwise such withdrawal will be effective as soon as practicable after the Plan Agent's investment of the most recently declared dividend or distribution on the Common Shares. The Plan may be terminated by the Fund upon notice in writing mailed to Common Shareholders at least 30 days prior to the record date for the payment of any dividend or distribution by the Fund for which the termination is to be effective. Upon any termination, you will be sent a certificate or certificates for the full Common Shares held for you under the Plan and cash for any fractional Common Shares. You may elect to notify the Plan Agent in advance of such termination to have the Plan Agent sell part or all of your shares on your behalf. The Plan Agent is authorized to deduct brokerage charges actually incurred for this transaction from the proceeds.

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

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

The Fund reserves the right to amend or terminate the Plan if, in the judgment of the Board of Directors, the change is warranted. There is no direct service charge to participants in the Plan; however, the Fund reserves the right to amend the Plan to include a service charge payable by the participants. Additional information about the Plan and your account may be obtained from the Plan Agent at 59 Maiden Lane, New York, New York 10038.

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SALOMON BROTHERS CAPITAL AND INCOME FUND INC.

## **Additional Shareholder Information** (unaudited)

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

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

The Fund files its complete schedule of portfolio holdings with the Securities and Exchange Commission (The Commission) for the first and third quarters of each fiscal year on Form N-Q. The Fund's Forms N-Q are available on the Commission's website at [www.sec.gov](http://www.sec.gov). The Fund's Forms N-Q may be reviewed and copied at the Commission's Public Reference Room in Washington D.C., and information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330. To obtain information on Form N-Q from the Fund, shareholders can call 1-800-446-1013.

Information on how the Fund voted proxies relating to portfolio securities during the 12 month period ended June 30, 2004 and a description of the policies and procedures that the Fund uses to determine how to vote proxies relating to portfolio securities is available (1) without charge, upon request, by calling 1-800-446-1013, (2) on the Fund's website at [www.citigroupam.com](http://www.citigroupam.com) and (3) on the SEC's website at [www.sec.gov](http://www.sec.gov).

SALOMON BROTHERS CAPITAL AND INCOME FUND INC .

## Directors

CAROL L. COLMAN

DANIEL P. CRONIN

LESLIE H. GELB

R. JAY GERKEN, CFA

WILLIAM R. HUTCHINSON

RIORDAN ROETT

JESWALD W. SALACUSE

## Officers

R. JAY GERKEN, CFA

*Chairman President and Chief Executive Officer*

ANDREW B. SHOUP

*Senior Vice President and*

*Chief Administrative Officer*

JAMES E. CRAIGE, CFA

*Executive Vice President*

MARK J. McALLISTER, CFA

*Executive Vice President*

BETH A. SEMMEL, CFA

*Executive Vice President*

FRANCES M. GUGGINO

*Chief Financial Officer and Treasurer*

ANDREW BEAGLEY

*Chief Compliance Officer*

WENDY S. SETNICKA

*Controller*

ROBERT I. FRENKEL

*Secretary and Chief Legal Officer*

## **Salomon Brothers Capital and Income Fund Inc.**

125 Broad Street

10<sup>th</sup> Floor, MF-2

New York, New York 10004

Telephone 1-888-777-0102

INVESTMENT MANAGER AND ADMINISTRATOR

Salomon Brothers Asset Management Inc

399 Park Avenue

New York, New York 10022

CUSTODIAN

State Street Bank and Trust Company

225 Franklin Street

Boston, Massachusetts 02110

TRANSFER AGENT

American Stock Transfer & Trust Company

59 Maiden Lane

New York, New York 10038

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INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

PricewaterhouseCoopers LLP

300 Madison Avenue

New York, New York 10017

LEGAL COUNSEL

Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, New York 10017

NEW YORK STOCK EXCHANGE SYMBOL

SCD

ITEM 2. CODE OF ETHICS.

Not Applicable.

ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

Not Applicable.

ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Not Applicable.

ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.

Not applicable.

ITEM 6. **SCHEDULE OF INVESTMENTS.**

Not applicable.

ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

The Board of Directors of the Fund has delegated the authority to develop policies and procedures relating to proxy voting to the Manager. The Manager is part of Citigroup Asset Management ( CAM ), a group of investment adviser affiliates of Citigroup, Inc. ( Citigroup ). Along with the other investment advisers that comprise CAM, the Manager has adopted a set of proxy voting policies and procedures (the Policies ) to ensure that the Manager votes proxies relating to equity securities in the best interest of clients.

In voting proxies, the Manager is guided by general fiduciary principles and seeks to act prudently and solely in the best interest of clients. The Manager attempts to consider all factors that could affect the value of the investment and will vote proxies in the manner that it believes will be consistent with efforts to maximize shareholder values. The Manager may utilize an external service provider to provide it with information and/or a recommendation with regard to proxy votes. However, such recommendations do not relieve the Manager of its responsibility for the proxy vote.

In the case of a proxy issue for which there is a stated position in the Policies, CAM generally votes in accordance with such stated position. In the case of a proxy issue for which there is a list of factors set forth in the Policies that CAM considers in voting on such issue, CAM votes on a case-by-case basis in accordance with the general principles set forth above and considering such enumerated factors. In the case of a proxy issue for which there is no stated position or list of factors that CAM considers in voting on such issue, CAM votes on a case-by-case basis in accordance with the general principles set forth above. Issues for which there is a stated position set forth in the Policies or for which there is a list of factors set forth in the Policies that CAM considers in voting on such issues fall into a variety of categories, including election of directors, ratification of auditors, proxy and tender

offer defenses, capital structure issues, executive and director compensation, mergers and corporate restructurings, and social and environmental issues. The stated position on an issue set forth in the Policies can always be superseded, subject to the duty to act solely in the best interest of the beneficial owners of accounts, by the investment management professionals responsible for the account whose shares are being voted. Issues applicable to a particular industry may cause CAM to abandon a policy that would have otherwise applied to issuers generally. As a result of the independent investment advisory services provided by distinct CAM business units, there may be occasions when different business units or different portfolio managers within the same business unit vote differently on the same issue.

In furtherance of the Manager's goal to vote proxies in the best interest of clients, the Manager follows procedures designed to identify and address material conflicts that may arise between the Manager's interests and those of its clients before voting proxies on behalf of such clients. To seek to identify conflicts of interest, CAM periodically notifies CAM employees (including employees of the Manager) in writing that they are under an obligation (i) to be aware of the potential for conflicts of interest with respect to voting proxies on behalf of client accounts both as a result of their personal relationships and due to special circumstances that may arise during the conduct of CAM's and the Manager's business, and (ii) to bring conflicts of interest of which they become aware to the attention of compliance personnel. The Manager also maintains and considers a list of significant relationships that could present a conflict of interest for the Manager in voting proxies. The Manager is also sensitive to the fact that a significant, publicized relationship between an issuer and a non-CAM affiliate might appear to the public to influence the manner in which the Manager decides to vote a proxy with respect to such issuer. Absent special circumstances or a significant, publicized non-CAM affiliate relationship that CAM or the Manager for prudential reasons treats as a potential conflict of interest because such relationship might appear to the public to influence the manner in which the Manager decides to vote a proxy, the Manager generally takes the position that non-CAM relationships between Citigroup and an issuer (e.g. investment banking or banking) do not present a conflict of interest for the Manager in voting proxies with respect to such issuer. Such position is based on the fact that the Manager is operated as an independent business unit from other Citigroup business units as well as on the existence of information barriers between the Manager and certain other Citigroup business units.

CAM maintains a Proxy Voting Committee, of which the Manager personnel are members, to review and address conflicts of interest brought to its attention by compliance personnel. A proxy issue that will be voted in accordance with a stated position on an issue or in accordance with the recommendation of an independent third party is not brought to the attention of the Proxy Voting Committee for a conflict of interest review because the Manager's position is that to the extent a conflict of interest issue exists, it is resolved by voting in accordance with a pre-determined policy or in accordance with the recommendation of an independent third party.



With respect to a conflict of interest brought to its attention, the Proxy Voting Committee first determines whether such conflict of interest is material. A conflict of interest is considered material to the extent that it is determined that such conflict is likely to influence, or appear to influence, the Manager's decision-making in voting proxies. If it is determined by the Proxy Voting Committee that a conflict of interest is not material, the Manager may vote proxies notwithstanding the existence of the conflict.

If it is determined by the Proxy Voting Committee that a conflict of interest is material, the Proxy Voting Committee is responsible for determining an appropriate method to resolve such conflict of interest before the proxy affected by the conflict of interest is voted. Such determination is based on the particular facts and circumstances, including the importance of the proxy issue and the nature of the conflict of interest. Methods of resolving a material conflict of interest may include, but are not limited to, disclosing the conflict to clients and obtaining their consent before voting, or suggesting to clients that they engage another party to vote the proxy on their behalf.

ITEM 8. [RESERVED]

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

None.

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

Not applicable.

ITEM 11. CONTROLS AND PROCEDURES.

- (a) The registrant's principal executive officer and principal financial officer have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the "1940 Act")) are effective as of a date within 90 days of the filing date of this report that includes the disclosure required by this paragraph, based on their evaluation of the disclosure controls and procedures required by Rule 30a-3(b) under the 1940 Act and 15d-15(b) under the Securities Exchange Act of 1934.
- (b) There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act) that occurred during the registrant's last fiscal half-year (the registrant's second fiscal half-year in the case of an annual report) that have materially affected, or are likely to materially affect the registrant's internal control over financial reporting.

ITEM 12. EXHIBITS.

- (a) Code of Ethics attached hereto.

Exhibit 99.CODE ETH

- (b) Attached hereto.

Exhibit 99.CERT

Certifications pursuant to section 302 of the Sarbanes-Oxley Act of 2002



SIGNATURES

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

**Salomon Brothers Capital and Income Fund Inc.**

By: /s/ R. Jay Gerken

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R. Jay Gerken  
Chief Executive Officer of  
**Salomon Brothers Capital and Income Fund Inc.**

Date: July 6, 2005

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

By: /s/ R. Jay Gerken

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(R. Jay Gerken)  
Chief Executive Officer of  
**Salomon Brothers Capital and Income Fund Inc.**

Date: July 6, 2005

By: /s/ Frances M Guggino

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(Frances M Guggino)  
Chief Financial Officer of  
**Salomon Brothers Capital and Income Fund Inc.**

Date: July 6, 2005