

WESTERN ASSET HIGH INCOME FUND II INC.  
Form N-PX  
August 24, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**

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Washington, D.C. 20549

**FORM N-PX**

**ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number **811-8709**

**Western Asset High Income Fund II Inc.**

(Exact name of registrant as specified in charter)

**620 EIGHTH AVENUE,  
49TH FLOOR,  
NEW YORK, NEW YORK**  
(Address of principal executive offices)

**10018**  
(Zip code)

**Robert I. Frenkel, Esq.  
100 First Stamford Place  
Stamford, Connecticut 06902**

(Name and address of agent for service)

Registrant's telephone number, including area code: **1-888-777-0102**

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Date of fiscal year end: **April 30**

Date of reporting period: **July 1, 2011- June 30, 2012**

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**Item 1. Proxy Voting Record**

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\*\*\*\*\* FORM N-Px REPORT \*\*\*\*\*

ICA File Number: 811-08709

Reporting Period: 07/01/2011 - 06/30/2012

Western Asset High Income Fund II Inc.

===== Western Asset High Income Fund II Inc. =====

DEEP OCEAN GROUP

Ticker: TRMA Security ID: 51EQOCEAN

Meeting Date: JUL 15, 2011 Meeting Type: SPECIAL

Record Date: JUL 13, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
N/A	Proxy to Assign Power of Attorney to New Board of Directors	FOR	FOR	Management

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DEEP OCEAN GROUP

Ticker: TRMA Security ID: 51EQOCEAN

Meeting Date: AUG 31, 2011 Meeting Type: SPECIAL

Record Date: AUG 30, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
N/A	Proxies for the Power of Attorney and approval of board compensation	FOR	FOR	Management

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HORIZON LINES INC

Ticker: HRZ Security ID: 44044K101

Meeting Date: DEC 02, 2011 Meeting Type: SPECIAL

Record Date: DEC 01, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
Item 1	Proposal to amend the company's amended and restated Certificate of Incorporation to effect a 1-for-25 reverse stock split of the common stock.	FOR	FOR	Management
Item	Proposal to increase the number of	FOR	FOR	Management

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2 authorized shares of common stock from  
100,000,000 to 2,500,000,000.

Item Proposal to authorize the issuance of FOR FOR Management  
3 warrants in lieu of cash or redemption  
notes in consideration for "Excess  
Shares" to facilitate compliance with  
the Jones Act.

Item Proposal to transact any other FOR FOR Management  
4 business as may properly come before  
the Special Meeting or any adjournment  
or postponement of the Special Meeting.

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HORIZON LINES INC

Ticker: HRZL Security ID: 44044K309

Meeting Date: JUN 07, 2012 Meeting Type: ANNUAL

Record Date: MAY 14, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
Item 1	Elect directors.	FOR	FOR	Management
Item 2	Proposal to approve the ratification of Ernst & Young LLP as the independent registered public accounting firm for year 2012.	FOR	FOR	Management

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Item	Proposal to an advisory resolution to	FOR	FOR	Management
3	approve executive compensation.			

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LYONDELLBASELL INDUSTRIES N.V.

Ticker: LYO Security ID: N53745100

Meeting Date: MAY 09, 2012 Meeting Type: ANNUAL

Record Date: MAY 03, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
Item	Elect directors. Approval of the	FOR	FOR	Management
1	Lyondellbasell Industries N.V. 2012 global employee stock purchase plan.			
Item	Adoption of annual accounts for 2011.	FOR	FOR	Management
2				
Item	Discharge from liability of sole	FOR	FOR	Management
3	member of the management board.			
Item	Discharge from liability of sole	FOR	FOR	Management
4	member of the supervisory board.			
Item	Ratification of Pricewaterhousecoopers	FOR	FOR	Management
5	LLP as our independent registered public accounting firm.			
Item	Appointment of Pricewaterhousecoopers	FOR	FOR	Management
6	accountants N.V. as our auditors for the Dutch annual reports.			

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Item	Approval of compensation of the	FOR	FOR	Management
7	members of the supervisory board.			
Item	Ratification and approval of dividends	FOR	FOR	Management
8	in respect of the 2011 fiscal year.			
Item	Advisory (non-binding) vote approving	FOR	FOR	Management
9	executive compensation			
Item	Approval of the amended and restated	FOR	FOR	Management
10	Lyondellbasell Industries 2010 long-term incentive plan.			
Item	Approval of the Lyondellbasell	FOR	FOR	Management
11	Industries N.V. 2012 global employee stock purchase plan.			

===== END NPX REPORT



