



## Edgar Filing: FRANKLIN FLOATING RATE TRUST - Form 40-17F2

responsibility is to express an opinion on management's assertion about the Funds' compliance based on our examination.

Our examination was made in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence about the Funds' compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. Included among our procedures were the following tests performed as of April 30, 2003, and with respect to agreement of security purchases and sales, for the periods indicated:

- o Inspection of the records of Franklin/Templeton Investors Services, Inc. as they pertain to the security positions owned by the Funds and held in book entry form.
- o Reconciliation of such security positions to the books and records of the Funds.
- o Agreement of a sample of security purchases and sales since our last report to the books and records of the Funds.

We believe that our examination provides a reasonable basis for our opinion. Our examination does not provide a legal determination of the Funds' compliance with specified requirements.

In our opinion, management's assertion that the Funds were in compliance with the requirements of subsections (b) and (c) of Rule 17f-2 of the Investment Company Act of 1940 as of April 30, 2003 with respect to securities reflected in the investment accounts of the Funds are fairly stated, in all material respects.

This report is intended solely for the information and use of management and the Board of Directors and the Securities and Exchange Commission and is not intended to be and should not be used by anyone other than these specified parties.

/S/ PRICEWATERHOUSECOOPERS LLP

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PricewaterhouseCoopers LLP  
San Francisco, California  
June 15, 2003

Management Statement Regarding Compliance With Certain Provisions of the Investment Company Act of 1940

We, as members of management of Franklin Templeton Funds indicated in Attachment I (the "Funds"), are responsible for complying with the requirements of subsections (b) and (c) of Rule 17f-2, "Custody of Investments by Registered Management Investment Companies," of the Investment Company Act of 1940. We are also responsible for establishing and maintaining effective internal controls over compliance with those requirements. We have performed an evaluation of the Funds' compliance with the requirements of subsections (b) and (c) of Rule 17f-2 as of April 30, 2003 and for the periods indicated.

Based on this evaluation, we assert that the Funds were in compliance with the requirements of subsection (b) and (c) of Rule 17f-2 of the Investment Company

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Act of 1940 as of April 30, 2003 and for the periods indicated with respect to securities reflected in the investment accounts of the Funds.

By:

/S/ KIMBERLY H. MONASTERIO

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Kimberley H. Monasterio  
Principal Accounting Officer

Attachment I

Fund	Period Covered
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Franklin Value Investors Trust	
Franklin MicroCap Value Fund	February 1, 2003 - April 30, 2003
Franklin Value Fund	February 1, 2003 - April 30, 2003
Franklin Large Cap Growth Fund	February 1, 2003 - April 30, 2003
Franklin Balance Sheet Investment Fund	February 1, 2003 - April 30, 2003
Franklin Investors Securities Trust	
Franklin Total Return Fund	February 1, 2003 - April 30, 2003
Franklin Floating Rate Daily Access Fund	February 1, 2003 - April 30, 2003
Franklin Short Intermediate U.S. Government Sec. Fund	February 1, 2003 - April 30, 2003
Franklin Convertible Securities Fund	February 1, 2003 - April 30, 2003
Franklin Custodian Funds	
Franklin Growth Series	March 1, 2003 - April 30, 2003
Franklin Utilities Series	March 1, 2003 - April 30, 2003
Franklin Dyna Tech Series	March 1, 2003 - April 30, 2003
Franklin Income Series	March 1, 2003 - April 30, 2003
Franklin U.S. Government Securities Fund	March 1, 2003 - April 30, 2003
Franklin Gold and Precious Metals Fund	February 1, 2003 - April 30, 2003
Franklin Capital Growth Fund	February 1, 2003 - April 30, 2003
Franklin Universal Trust	November 1, 2002 - April 30, 2003
Franklin Strategic Mortgage Portfolio	November 1, 2002 - April 30, 2003

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Franklin Floating Rate Trust

February 1, 2003 - April 30, 2003