

FRANKLIN LTD DURATION INCOME TRUST
Form 40-17F2
June 11, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM N-17F-2

CERTIFICATE OF ACCOUNTING OF SECURITIES AND SIMILAR
INVESTMENTS IN THE CUSTODY OF
MANAGEMENT INVESTMENT COMPANIES

PURSUANT TO RULE N-17F-2 [17 CFR 270.17F-2]

1. Investment Company Act File Number:
811 -21357

Date Examination completed:
May 29, 2015

2. State Identification Number:

AL	AK	AZ	AR	CA	CO
CT	DE	DC	FL	GA	HI
ID	IL	IN	IA	KS	KY
LA	ME	MD	MA	MI	MN
MS	MO	MT	NE	NV	NH
NJ	NM	NY	NC	ND	OH
OK	OR	PA	RI	SC	SD
TN	TX	UT	VT	VA	WA
WV	WI	WY	PUERTO RICO		

Edgar Filing: FRANKLIN LTD DURATION INCOME TRUST - Form 40-17F2

3. Exact name of investment company as specified in registration statement:

Franklin Limited Duration Income Trust

4. Address of principal executive office: (number, street, city, state, zip code)

One Franklin Parkway, San Mateo, CA 94403

[PWC LOGO]

**Report of Independent Registered Public
Accounting Firm**

To the Board of Trustees of

Franklin Limited Duration Income Trust
Templeton Global Investment Trust
Franklin Real Estate Securities Trust
Franklin Strategic Series
Franklin High Income Trust
Franklin Money Fund
Franklin Templeton Money Fund Trust
Institutional Fiduciary Trust
Franklin Global Trust
Franklin Gold and Precious Metals Fund
Franklin Universal Trust
Templeton China World Fund
Templeton Emerging Markets Fund
Templeton Emerging Markets Income Fund
Templeton Global Income Fund
Templeton Income Trust
Franklin Custodian Funds
Franklin Strategic Mortgage Portfolio
Franklin Investors Securities Trust
Franklin Templeton Global Trust
Franklin Templeton International Trust
Franklin Value Investors Trust
Templeton Developing Markets Trust
Franklin Fund Allocator Series
Franklin Templeton Variable Insurance Products Trust
Templeton Institutional Funds
Franklin ETF Trust

and the Board of Directors of

Templeton Russia and East European Fund, Inc.
Templeton Dragon Fund, Inc.

PricewaterhouseCoopers LLP, PricewaterhouseCoopers Center, 300 Madison Avenue,
New York, NY 10017 T: (646) 471 3000, F: (813) 286 6000, www.pwc.com/us

We have examined management's assertion, included in the accompanying Management Statement Regarding Compliance with Certain Provisions of the Investment Company Act of 1940, that the funds (see Attachment I), (hereafter referred to as the "Funds") complied with the requirements of subsections (b) and (c) of Rule 17f-2 under the Investment Company Act of 1940 ("the Act") as of January 31, 2015. Management is responsible for the Funds' compliance with those requirements. Our responsibility is to express an opinion on management's assertion about the Funds' compliance based on our examination.

Our examination was conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States) 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 January 31, 2015 and with respect to agreement of security purchases and sales, for the periods indicated in Attachment I:

- Without prior notice to management, confirmation of all securities held by Franklin Templeton Investors Services, Inc., transfer agent, as they pertain to the security positions owned by the Funds and held in book entry form.
- Reconciliation of such security positions to the books and records of the Funds.
- Agreement of 100 security purchases and 100 security sales, since our last report, from the books and records of the Funds to the records of the transfer agent.

We believe that our examination provides a reasonable basis for our opinion. Our examination does not provide a legal determination on 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 January 31, 2015 with respect to securities reflected in the investment accounts of the Funds is fairly stated, in all material respects.

Edgar Filing: FRANKLIN LTD DURATION INCOME TRUST - Form 40-17F2

This report is intended solely for the information and use of, management, the Board of Trustees and 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

May 29, 2015

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

We, as members of management of the 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 subsection (b) of Rule 17f-2, as interpreted in Franklin Investors Securities Trust SEC No-Action Letter (publicly available September 24, 1992), and subsection (c) of Rule 17f-2 of the Investment Company Act of 1940, as of January 31, 2015, and for the periods indicated in Attachment I.

Based on this evaluation, we assert that the Funds were in compliance with the requirements of subsection (b) of Rule 17f-2, as interpreted in Franklin Investors Securities Trust SEC No-Action Letter (publicly available September 24, 1992), and subsection (c) of Rule 17f-2 of the Investment Company Act of 1940, as of January 31, 2015, and for the periods indicated in Attachment I, with respect to securities reflected in the investment accounts of the Funds.

By:

/s/GASTON GARDEY

Gaston Gardey

Chief Financial Officer and Chief Accounting Officer

Franklin Funds Board

Date May 29, 2015

/s/MARK H. OTANI

Mark H. Otani

Chief Financial Officer and Chief Accounting Officer

Templeton Funds Board

Date May 29, 2015

/s/ROBERT G. KUBILIS

Robert G. Kubilis

Chief Financial Officer and Chief Accounting Officer

Franklin New Jersey Funds Board

Date May 29, 2015

/s/LAURA F. FERGERSON

Laura F. Ferguson

Chief Executive Officer - Finance and Administration

Date May 29, 2015

<i>Fund</i>	<i>Period</i>
Franklin Limited Duration Income Trust	July 1, 2014 - January 31, 2015
Templeton Global Investment Trust:	
Templeton BRIC Fund	July 1, 2014 - January 31, 2015
Templeton Emerging Markets Balanced Fund	July 1, 2014 - January 31, 2015
Templeton Emerging Markets Small Cap Fund	July 1, 2014 - January 31, 2015
Templeton Frontier Markets Fund	July 1, 2014 - January 31, 2015
Templeton Global Balanced Fund	July 1, 2014 - January 31, 2015
Templeton Russia and East European Fund, Inc.	July 1, 2014 - January 31, 2015
Franklin Real Estate Securities Trust:	
Franklin Real Estate Securities Fund	July 1, 2014 - January 31, 2015
Franklin Strategic Series:	
Franklin Biotechnology Discovery Fund	July 1, 2014 - January 31, 2015
Franklin Flex Cap Growth Fund	July 1, 2014 - January 31, 2015
Franklin Focused Core Equity Fund	July 1, 2014 - January 31, 2015
Franklin Global Government Bond Fund	July 1, 2014 - January 31, 2015
Franklin Growth Opportunities Fund	July 1, 2014 - January 31, 2015
Franklin Natural Resources Fund	July 1, 2014 - January 31, 2015
Franklin Small Cap Growth Fund	July 1, 2014 - January 31, 2015
Franklin Small-Mid Cap Growth Fund	July 1, 2014 - January 31, 2015
Franklin Strategic Income Fund	July 1, 2014 - January 31, 2015
Franklin High Income Trust:	
Franklin High Income Fund	July 1, 2014 - January 31, 2015
Franklin Money Fund	July 1, 2014 - January 31, 2015
Franklin Templeton Money Fund Trust:	
Franklin Templeton Money Fund	July 1, 2014 - January 31, 2015
Institutional Fiduciary Trust:	
Money Market Portfolio	July 1, 2014 - January 31, 2015
Franklin Global Trust:	
Franklin Emerging Market Debt Opportunities Fund	July 1, 2014 - January 31, 2015
Franklin International Growth Fund	July 1, 2014 - January 31, 2015

Edgar Filing: FRANKLIN LTD DURATION INCOME TRUST - Form 40-17F2

Franklin Large Cap Equity Fund	July 1, 2014 - January 31, 2015
Franklin Gold and Precious Metals Fund	July 1, 2014 - January 31, 2015
Franklin Universal Trust	July 1, 2014 - January 31, 2015
Templeton China World Fund	July 1, 2014 - January 31, 2015
Templeton Emerging Markets Fund	July 1, 2014 - January 31, 2015
Templeton Emerging Markets Income Fund	July 1, 2014 - January 31, 2015
Templeton Global Income Fund	July 1, 2014 - January 31, 2015
Templeton Income Trust:	
Templeton Constrained Bond Fund	July 1, 2014 - January 31, 2015
Templeton Emerging Markets Bond Fund	July 1, 2014 - January 31, 2015
Templeton Global Bond Fund	July 1, 2014 - January 31, 2015
Templeton Global Total Return Fund	July 1, 2014 - January 31, 2015
Templeton International Bond Fund	July 1, 2014 - January 31, 2015
Franklin Custodian Funds:	
Franklin DynaTech Fund	July 1, 2014 - January 31, 2015
Franklin Growth Fund	July 1, 2014 - January 31, 2015
Franklin Income Fund	July 1, 2014 - January 31, 2015
Franklin U.S. Government Securities Fund	July 1, 2014 - January 31, 2015
Franklin Utilities Fund	July 1, 2014 - January 31, 2015
Franklin Strategic Mortgage Portfolio	July 1, 2014 - January 31, 2015
Franklin Investors Securities Trust:	
Franklin Adjustable U.S. Government Securities Fund	July 1, 2014 - January 31, 2015
Franklin Balanced Fund	July 1, 2014 - January 31, 2015
Franklin Convertible Securities Fund	July 1, 2014 - January 31, 2015
Franklin Equity Income Fund	July 1, 2014 - January 31, 2015
Franklin Floating Rate Daily Access Fund	July 1, 2014 - January 31, 2015
Franklin Low Duration Total Return Fund	July 1, 2014 - January 31, 2015
Franklin Total Return Fund	July 1, 2014 - January 31, 2015
Franklin Templeton Global Trust:	
Templeton Hard Currency Fund	July 1, 2014 - January 31, 2015
Franklin Templeton International Trust:	
Franklin Global Allocation Fund	July 1, 2014 - January 31, 2015
Franklin India Growth Fund	July 1, 2014 - January 31, 2015

Edgar Filing: FRANKLIN LTD DURATION INCOME TRUST - Form 40-17F2

Franklin World Perspectives Fund July 1, 2014 - January 31, 2015

Franklin Value Investors Trust:

Franklin All Cap Value Fund July 1, 2014 - January 31, 2015

Franklin Balance Sheet Investment Fund July 1, 2014 - January 31, 2015

Franklin Large Cap Value Fund July 1, 2014 - January 31, 2015

Franklin MicroCap Value Fund July 1, 2014 - January 31, 2015

Franklin MidCap Value Fund July 1, 2014 - January 31, 2015

Franklin Small Cap Value Fund July 1, 2014 - January 31, 2015

Templeton Developing Markets Trust

July 1, 2014 - January 31, 2015

Franklin Fund Allocator Series:

Franklin Conservative Allocation Fund July 1, 2014 - January 31, 2015

Franklin Corefolio Allocation Fund July 1, 2014 - January 31, 2015

Franklin Founding Funds Allocation Fund July 1, 2014 - January 31, 2015

Franklin Growth Allocation Fund July 1, 2014 - January 31, 2015

Franklin LifeSmart 2015 Retirement Target Fund July 1, 2014 - January 31, 2015

Franklin LifeSmart 2020 Retirement Target Fund July 1, 2014 - January 31, 2015

Franklin LifeSmart 2025 Retirement Target Fund July 1, 2014 - January 31, 2015

Franklin LifeSmart 2030 Retirement Target Fund July 1, 2014 - January 31, 2015

Franklin LifeSmart 2035 Retirement Target Fund July 1, 2014 - January 31, 2015

Franklin LifeSmart 2040 Retirement Target Fund July 1, 2014 - January 31, 2015

Franklin LifeSmart 2045 Retirement Target Fund July 1, 2014 - January 31, 2015

Franklin LifeSmart 2050 Retirement Target Fund July 1, 2014 - January 31, 2015

Franklin Moderate Allocation Fund July 1, 2014 - January 31, 2015

Franklin Multi-Asset Real Return Fund July 1, 2014 - January 31, 2015

Franklin Templeton Variable Insurance Products Trust:

Franklin Flex Cap Growth VIP Fund July 1, 2014 - January 31, 2015

Franklin Founding Funds Allocation VIP Fund July 1, 2014 - January 31, 2015

Franklin Large Cap Value VIP Fund July 1, 2014 - November 7, 2014

Franklin Managed Volatility Global Allocation VIP Fund July 1, 2014 - January 31, 2015

Franklin Rising Dividends VIP Fund July 1, 2014 - January 31, 2015

Franklin Small Cap Value VIP Fund July 1, 2014 - January 31, 2015

July 1, 2014 - January 31, 2015

Edgar Filing: FRANKLIN LTD DURATION INCOME TRUST - Form 40-17F2

Franklin Small-Mid Cap Growth VIP
Fund
Franklin Strategic Income VIP Fund July 1, 2014 - January 31, 2015
Templeton Developing Markets VIP
Fund July 1, 2014 - January 31, 2015
Templeton Foreign VIP Fund July 1, 2014 - January 31, 2015

Templeton Dragon Fund, Inc. July 1, 2014 - January 31, 2015

Templeton Institutional Funds:

Emerging Markets Series July 1, 2014 - January 31, 2015
Foreign Equity Series July 1, 2014 - January 31, 2015

Franklin ETF Trust:

Franklin Short Duration U.S.
Government ETF July 1, 2014 - January 31, 2015
