

UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940
Release No. 36104 / April 21, 2026

In the Matter of

FRANKLIN TEMPLETON ETF TRUST
CLEARBRIDGE INVESTMENTS, LLC
FRANKLIN ADVISERS, INC.
FRANKLIN ADVISORY SERVICES, LLC
FRANKLIN ALTERNATIVE STRATEGIES FUNDS
FRANKLIN CALIFORNIA TAX FREE TRUST
FRANKLIN CALIFORNIA TAX-FREE INCOME FUND
FRANKLIN CUSTODIAN FUNDS
FRANKLIN ETF TRUST
FRANKLIN FEDERAL TAX-FREE INCOME FUND
FRANKLIN FUND ALLOCATOR SERIES
FRANKLIN GLOBAL TRUST
FRANKLIN GOLD & PRECIOUS METALS FUND
FRANKLIN HIGH INCOME TRUST
FRANKLIN INVESTORS SECURITIES TRUST
FRANKLIN MANAGED TRUST
FRANKLIN MUNICIPAL SECURITIES TRUST
FRANKLIN MUTUAL ADVISERS, LLC
FRANKLIN MUTUAL SERIES FUNDS
FRANKLIN NEW YORK TAX FREE TRUST
FRANKLIN NEW YORK TAX-FREE INCOME FUND
FRANKLIN REAL ESTATE SECURITIES TRUST
FRANKLIN STRATEGIC SERIES
FRANKLIN TAX-FREE TRUST
FRANKLIN TEMPLETON FUND ADVISER, LLC
FRANKLIN TEMPLETON INSTITUTIONAL, LLC
FRANKLIN TEMPLETON INVESTMENT MANAGEMENT LIMITED
FRANKLIN TEMPLETON INVESTMENTS CORP.
FRANKLIN VALUE INVESTORS TRUST
INSTITUTIONAL FIDUCIARY TRUST
K2/D&S MANAGEMENT CO., L.L.C.
LEGG MASON GLOBAL ASSET MANAGEMENT TRUST
LEGG MASON PARTNERS INCOME TRUST
LEGG MASON PARTNERS INSTITUTIONAL TRUST
LEGG MASON PARTNERS INVESTMENT TRUST

TEMPLETON ASSET MANAGEMENT LTD.
TEMPLETON DEVELOPING MARKETS TRUST
TEMPLETON FUNDS
TEMPLETON GLOBAL ADVISORS LIMITED
TEMPLETON GLOBAL INVESTMENT TRUST
TEMPLETON GLOBAL SMALLER COMPANIES FUND
TEMPLETON GROWTH FUND, INC.
TEMPLETON INCOME TRUST
TEMPLETON INSTITUTIONAL FUNDS
TEMPLETON INVESTMENT COUNSEL, LLC
WESTERN ASSET FUNDS, INC.

One Franklin Parkway
San Mateo, CA 94403-1906

GEORGE PUTNAM BALANCED FUND
PUTNAM ASSET ALLOCATION FUNDS
PUTNAM CALIFORNIA TAX EXEMPT INCOME FUND
PUTNAM CONVERTIBLE SECURITIES FUND
PUTNAM DIVERSIFIED INCOME TRUST
PUTNAM ETF TRUST
PUTNAM FOCUSED INTERNATIONAL EQUITY FUND
PUTNAM FUNDS TRUST
PUTNAM GLOBAL HEALTH CARE FUND
PUTNAM GLOBAL INCOME TRUST
PUTNAM HIGH YIELD FUND
PUTNAM INCOME FUND
PUTNAM INTERNATIONAL EQUITY FUND
PUTNAM INVESTMENT FUNDS
PUTNAM INVESTMENT MANAGEMENT, LLC
PUTNAM LARGE CAP VALUE FUND
PUTNAM MASSACHUSETTS TAX EXEMPT INCOME FUND
PUTNAM MINNESOTA TAX EXEMPT INCOME FUND
PUTNAM MORTGAGE SECURITIES FUND
PUTNAM NEW JERSEY TAX EXEMPT INCOME FUND
PUTNAM NEW YORK TAX EXEMPT INCOME FUND
PUTNAM OHIO TAX EXEMPT INCOME FUND
PUTNAM PENNSYLVANIA TAX EXEMPT INCOME FUND
PUTNAM SUSTAINABLE LEADERS FUND
PUTNAM TARGET DATE FUNDS
PUTNAM TAX EXEMPT INCOME FUND
PUTNAM TAX-FREE INCOME TRUST

100 Federal Street
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(812-15588)

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ORDER UNDER SECTIONS 6(c) AND 17(b) OF THE INVESTMENT COMPANY ACT OF 1940

Franklin Templeton ETF Trust, et al. filed an application on June 13, 2024, and amendments to the application on July 24, 2025 and October 20, 2025, requesting an order under section 6(c) of the Investment Company Act of 1940 (“Act”) for an exemption from sections 2(a)(32), 5(a)(1), 18(f)(1), 18(i), 22(d) and 22(e) of the Act and rule 22c-1 under the Act, and under sections 6(c) and 17(b) of the Act for an exemption from sections 17(a)(1) and 17(a)(2) of the Act, which would provide the relief necessary for an open-end management investment company (or series thereof) registered under the Act (“Fund”) to offer one class of exchange-traded shares that operates as an exchange-traded fund (an “ETF Class”) and one or more classes of shares that are not exchange-traded (each such class, a “Mutual Fund Class”).

The order would provide Funds with two broad categories of relief: 1) the relief necessary to permit standard exchange-traded fund operations consistent with rule 6c-11 under the Act and 2) the relief necessary for a Fund to offer an ETF Class and one or more Mutual Fund Classes.

On March 25, 2026, a notice of the filing of the application was issued (Investment Company Act Release No. 36070). The notice gave interested persons an opportunity to request a hearing and stated that an order disposing of the application would be issued unless a hearing was ordered. No request for a hearing has been filed, and the Commission has not ordered a hearing.

The matter has been considered and it is found, on the basis of the information set forth in the application, as amended, that granting the requested exemptions is appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act.

It is further found that the terms of the proposed transactions, including the consideration to be paid or received, are reasonable and fair and do not involve overreaching on the part of any person concerned, and that the proposed transactions are consistent with the policy of each registered investment company concerned and with the general purposes of the Act.

Accordingly, in the matter of Franklin Templeton ETF Trust, et al. (File No. 812-15588),

IT IS ORDERED, under section 6(c) of the Act, that the requested exemption from sections 2(a)(32), 5(a)(1), 18(f)(1), 18(i), 22(d) and 22(e) of the Act and rule 22c-1 under the Act is granted, effective immediately, subject to the conditions contained in the application, as amended.

IT IS FURTHER ORDERED, under sections 6(c) and 17(b) of the Act, that the requested exemption from sections 17(a)(1) and 17(a)(2) of the Act is granted, effective immediately, subject to the conditions contained in the application, as amended.

For the Commission, by the Division of Investment Management, under delegated authority.

Sherry R. Haywood,

Assistant Secretary.