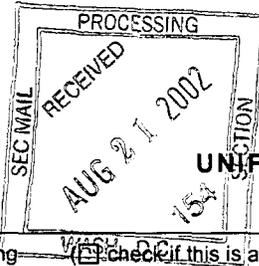


UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	
Expires:	
Estimated average burden hours per response	
SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	



FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering Franklin Templeton Strategic Growth Fund, LP/Sale of limited partnership interests (Check if this is an amendment and name has changed, and indicate change.)

1182294

Franklin Templeton Strategic Growth Fund, LP/Sale of limited partnership interests

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer



Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Franklin Templeton Asset Strategies, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)
866-269-6738

One Franklin Parkway, San Mateo, CA 94403

Address of Principal Offices (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

(if different from Executive Offices) **One Franklin Parkway, CA 94403**

Brief Description of Business: **Financial Management**

Type of Business Organization

- corporation limited partnership, already formed other (please specify) Limited Liability Corporation
- business trust limited partnership, to be formed

PROCESSED
SEP 10 2002
THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization: Month July Year 2001

Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State;

CN for Canada; FN for other foreign jurisdiction)

DE

GENERAL INSTRUCTIONS

Federal:
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual): **Johnson, Charles Endler**

Business or Residence Address (Number and Street, City, State, Zip Code): **One Franklin Parkway, San Mateo, CA 94403**

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual): **Post II, William Noble**

Business or Residence Address (Number and Street, City, State, Zip Code): **One Franklin Parkway, San Mateo, CA 94403**

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual):

Business or Residence Address (Number and Street, City, State, Zip Code):

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual):

Business or Residence Address (Number and Street, City, State, Zip Code):

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual):

Business or Residence Address (Number and Street, City, State, Zip Code):

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual):

Business or Residence Address (Number and Street, City, State, Zip Code):

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual):

Business or Residence Address (Number and Street, City, State, Zip Code):

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual):

Business or Residence Address (Number and Street, City, State, Zip Code):

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

- | | | |
|---|--------------------------|-------------------------------------|
| | <u>Yes</u> | <u>No</u> |
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?.....
Answer also in Appendix, Column 2, if filing under ULOE. | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 2. What is the minimum investment that will be accepted from any individual? | \$500,000 | |
| | <u>Yes</u> | <u>No</u> |
| 3. Does the offering permit joint ownership of a single unit? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. | | |

Full Name (Last name first, if individual) **Bailey,J Carter**

Business or Residence Address (Number and Street, City, State, Zip Code) **One Franklin Parkway, San Mateo, CA 94403**

Name of Associated Broker or Dealer **Templeton/Franklin Investment Services**

- States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States)..... All States
- [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] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

- States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States)..... All States
- [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] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

- States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States)..... All States
- [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] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ _____	\$ 16,631,430.29
Partnership Interests	\$ _____	\$ _____
Other (Specify) _____	\$ _____	\$ _____
Total.....	\$ _____	\$ _____

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount Of Purchases
Accredited Investors	_____	\$ 16,631,430.29
Non-accredited Investors	_____	\$ _____
Total (for filings under Rule 504 only).....	_____	\$ 16,631,430.29

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of Offering	Types of Security	Dollar Amount Sold
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____
Total.....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input type="checkbox"/>	\$ 100,000.00
Accounting Fees.....	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total.....	<input type="checkbox"/>	\$ _____

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

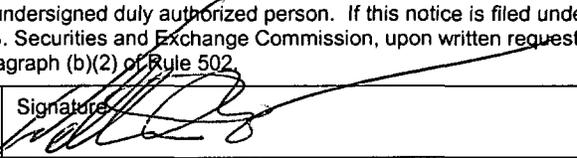
4 b. Enter the difference between the aggregate offering price given in response to Part C- Question 1 and total expenses furnished in response to Part C-Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ _____

5 Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

		Payments to Officers, Directors & Affiliates		Payments to Others
Salaries and fees	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase of real estate	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Repayment of indebtedness	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working capital	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Other (specify): _____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Total Payments Listed (column totals added).....			<input type="checkbox"/>	\$ _____

D. FEDERAL SIGNATURE

This issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Franklin Templeton Alternative Strategies, LLC	Signature 	Date 07/15/02
Name of Signer (Print or Type) William N. Post II	Title of Signer (Print or Type) Executive Vice President	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Franklin Templeton Alternative Strategies LLC	Signature 	Date 8/23/01
Name of Signer (Print or Type) William N. Post II	Title of Signer (Print or Type) Executive Vice President	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B - Item 1)			Type of security and aggregate offering price offered in state (Part C - Item 1)	Type of investor and amount purchased in State (Part C - Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E - Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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									

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B – Item 1)			Type of security and aggregate offering price offered in state (Part C – Item 1)	Type of investor and Amount purchased in State (Part C – Item 2)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX		XX	Partnership Interest No Maximum limitation	5	16,631,430.29	0	0		XX
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned **Franklin Templeton Asset Strategies**, a limited liability company, organized under the laws of Delaware, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Franklin Templeton Asset Strategies
 c/o Maria Delucchi-Kahale
 One Franklin Parkway Suite 910/1
 San Mateo, California 94403-1906

Place an "X" before the name of all the States for which the person executing this form is appointing the designated Officer or that State as its attorney in that State for receipt of service of process:

<input type="checkbox"/> ALABAMA	Secretary of State	<input type="checkbox"/> FLORIDA	Department of Banking and Financing
<input type="checkbox"/> ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<input type="checkbox"/> GEORGIA	Commissioner of Securities
<input type="checkbox"/> ARIZONA	The Corporation Commission	<input type="checkbox"/> GUAM	Administrator, Department of Finance
<input type="checkbox"/> ARKANSAS	The Securities Commissioner	<input type="checkbox"/> HAWAII	Commissioner of Securities
<input type="checkbox"/> CALIFORNIA	Commissioner of Corporations	<input type="checkbox"/> IDAHO	Director, Department of Finance
<input type="checkbox"/> COLORADO	Securities Commissioner	<input type="checkbox"/> ILLINOIS	Secretary of State
<input type="checkbox"/> CONNECTICUT	Banking Commissioner	<input type="checkbox"/> INDIANA	Secretary of State
<input type="checkbox"/> DELAWARE	Securities Commissioner	<input type="checkbox"/> IOWA	Commissioner of Insurance
<input type="checkbox"/> DISTRICT OF COLUMBIA	Public Service Commission	<input type="checkbox"/> KANSAS	Secretary of State
		<input type="checkbox"/> OHIO	Secretary of State

<u> </u> KENTUCKY	Director, Division of Securities	<u> </u> OREGON	Director, Department of Insurance and Finance
<u> </u> LOUISIANA	Commissioner of Securities	<u> </u> OKLAHOMA	Securities Administrator
<u> </u> MAINE	Administrator, Securities Division	<u> </u> PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process
<u> </u> MARYLAND	Commissioner of the Division of Securities	<u> </u> PUERTO RICO	Commissioner of Financial Institutions
<u> </u> MASSACHUSETTS	Secretary of State	<u> </u> RHODE ISLAND	Director of Business Regulation
<u> </u> MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce	<u> </u> SOUTH CAROLINA	Secretary of State
<u> </u> MINNESOTA	Commissioner of Commerce	<u> </u> SOUTH DAKOTA	Director of the Division of Securities
<u> </u> MISSISSIPPI	Secretary of State	<u> </u> TENNESSEE	Commissioner of Commerce and Insurance
<u> </u> MISSOURI	Securities Commissioner	<u> XX </u> TEXAS	Securities Commissioner
<u> </u> MONTANA	State Auditor and Commissioner of Insurance	<u> </u> UTAH	Director, Division of Securities
<u> </u> NEBRASKA	Director of Banking and Financing	<u> </u> VERMONT	Secretary of State
<u> </u> NEVADA	Secretary of State	<u> </u> VIRGINIA	Clerk, State Corporation Commission
<u> </u> NEW HAMPSHIRE	Secretary of State	<u> </u> WASHINGTON	Director of the Department Licensing
<u> </u> NEW JERSEY	Chief, Securities Bureau	<u> </u> WEST VIRGINIA	Commissioner of Securities
<u> </u> NEW MEXICO	Director, Securities Div.	<u> </u> WISCONSIN	Commissioner of Securities
<u> </u> NEW YORK	Secretary of State	<u> </u> WYOMING	Secretary of State
<u> </u> NORTH CAROLINA	Secretary of State		
<u> </u> NORTH DAKOTA	Securities Commissioner		

Dated this 5th day of August, 2002

(SEAL)

By



Title: Executive Vice President
Senior Managing Director

CORPORATE ACKNOWLEDGEMENT

State of CA }
County of SAN MATEO } SS.

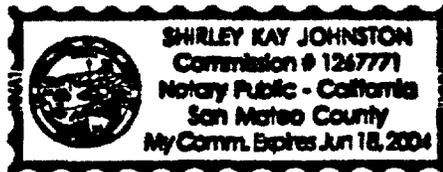
On this 5th day of August, 2002, before me Shirley Kay Johnston
the undersigned officer, personally appeared HARRY G. CLAY ^{Managing Member} known personally to me
or proved to me on the basis of satisfactory evidence to be the Executive Vice
President and acknowledged that he is being authorized so to do,
executed the foregoing instrument for the purposes therein contained, by signing the name of the
company by himself as the said Managing Member.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

Shirley Kay Johnston
Notary Public/Commissioner of Oaths

(SEAL)

My Commission Expires 6/18/04



Check Date: 08.Aug.2002

Check No. 00000919

Invoice Number	Invoice Date	Voucher ID	Gross Amount	Discount Available	Paid Amount
1344508062002	06.Aug.2002	00005339	500.00	0.00	500.00

Vendor Number	Name		Total Discounts		
0000013445	STATE SECURITIES BOARD		\$0.00		
Check Number	Date	Total Amount	Discounts Taken	Total Paid Amount	
00000919	08.Aug.2002	\$500.00	\$0.00	\$500.00	

FIDUCIARY TRUST COMPANY INTERNATIONAL
 600 5th Avenue
 New York, NY 10020

BANK OF AMERICA
 Community Development Bank
 Walnut Creek, CA

00000919

90-4182/1211

Date 08.Aug.2002

Pay Amount \$500.00***

****FIVE HUNDRED AND XX / 100 US DOLLAR****

* Void if not cashed within 6 months *

Pay
To The
Order Of

STATE SECURITIES BOARD
 208 EAST 10TH STREET 5TH FLOOR
 RUSK BUILDING
 AUSTIN, TX 78701

Mark L. Flanagan

⑈00000919⑈ ⑆121141822⑆ 73135⑈09669⑈