



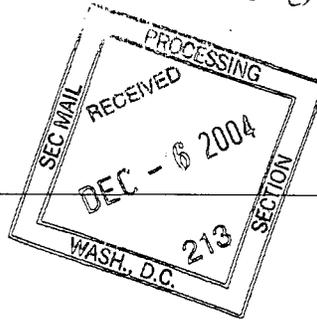
Branch 18 FRANKLIN  
811-01608 (High Income Trust)

Franklin Resources, Inc.  
One Franklin Parkway  
San Mateo, CA 94403-1906  
tel 650/312.2000  
franklintempleton.com

VIA FIRST CLASS MAIL

November 29, 2004

Filing Desk  
U.S. Securities and Exchange Commission  
450 Fifth Street N.W.  
Washington, DC 20549



**Re: Strigliabotti, et al., v. Franklin Resources, Inc., et al., Case No. 04-0883 SI**

Ladies and Gentlemen:

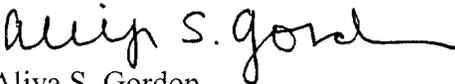
Pursuant to Section 33(a) of the 1940 Act, we are enclosing for filing the following additional pleadings in the above-mentioned lawsuit, which we previously reported to your office:

1. [Proposed] Order Denying Defendants' Motion to Dismiss First Amended Complaint
2. Certificate of Service

Please acknowledge receipt of this filing by date-stamping the enclosed copy of this letter and returning it in the envelope provided.

Please contact me with any questions at (650) 312-4843.

Sincerely,

  
Aliya S. Gordon  
Associate Corporate Counsel

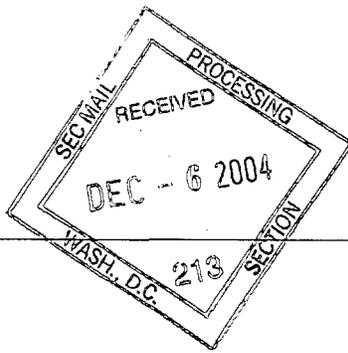
Encls.

cc: Barbara J. Green, Esq. (w/o encls.)  
Murray L. Simpson, Esq. (w/o encls.)

PROCESSED  
JAN 24 2005  
THOMSON  
FINANCIAL  




FRANKLIN TEMPLETON  
INVESTMENTS



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One Franklin Parkway  
San Mateo, CA 94403-1906  
tel 650/312.2000  
franklintempleton.com

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Aliya S. Gordon  
Associate Corporate Counsel

Encls.

cc: Barbara J. Green, Esq. (w/o encls.)  
Murray L. Simpson, Esq. (w/o encls.)

1 Ronald Lovitt, Bar No. 040921  
J. Thomas Hannan, Bar No. 039140  
2 Henry I. Bornstein, Bar No. 75885  
LOVITT & HANNAN, INC.  
3 900 Front Street, Suite 300  
San Francisco, California 94111  
4 (415) 362-8769  
Fax: (415) 362-7528

5 Lynn Lincoln Sarko, *pro hac vice*  
6 Michael D. Woerner, *pro hac vice*  
Gretchen F. Cappio, *pro hac vice*  
7 KELLER ROHRBACK, L.L.P.  
1201 Third Avenue, Suite 3200  
8 Seattle, WA 98101-3052  
(206) 623-1900  
9 Fax: (206) 623-3384

10 *Counsel for Plaintiffs*

11 (Complete List of Plaintiffs' Counsel at End of Document)

12 UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA

13 SUSAN STRIGLIABOTTI, et al., for the use )  
14 and benefit of THE TEMPLETON GROWTH )  
FUND, et al., ) No. C 04 0883 SI  
15 Plaintiffs, )  
16 v. ) [PROPOSED] ORDER DENYING  
FRANKLIN RESOURCES, INC., et al., ) DEFENDANTS' MOTION TO DISMISS  
17 Defendants. ) FIRST AMENDED COMPLAINT  
18 \_\_\_\_\_ )

19 The Court having heard defendants'<sup>1</sup> Motion to Dismiss this action from this Court on  
20 February 4, 2005.

21 The Court has considered the following papers submitted in support of and in opposition  
22 to Defendants' motion:  
23

24  
25 \_\_\_\_\_  
26 <sup>1</sup> Franklin Resources, Inc., Franklin Advisers, Inc., Franklin Templeton Distributors, Inc., Templeton Global Advisers, Ltd., Franklin Advisory Services, LLC, Franklin Mutual Advisers, LLC, and Franklin Templeton Services, Ltd.

- 1 • Notice of Motion and Motion to Dismiss First Amended Complaint; Memorandum of Points and Authorities in Support of Motion to Dismiss;
- 2 • Proposed Order Granting Defendants' Motion to Dismiss First Amended Complaint;
- 3 • Plaintiffs' Opposition to Defendants' Motion to Dismiss First Amended Complaint (and Exhibits A-E);
- 4 • [Proposed] Order Denying Defendants' Motion to Dismiss First Amended Complaint.

5 Having considered the foregoing and heard the arguments of counsel, it is hereby  
6 ORDERED, ADJUDGED, and DECREED that Defendants' Motion to Dismiss the First  
7 Amended Complaint is Denied .

8  
9  
10 Dated: \_\_\_\_\_

By: \_\_\_\_\_  
The Honorable Susan Illston  
Judge of the United States District Court

1 Lynn Lincoln Sarko, *pro hac vice*  
Michael D. Woerner, *pro hac vice*  
2 Gretchen F. Cappio, *pro hac vice*  
KELLER ROHRBACK, L.L.P.  
3 1201 Third Avenue, Suite 3200  
Seattle, WA 98101-3052  
4 Telephone: (206) 623-1900  
Facsimile: (206) 623-3384

5 *Co-Counsel for Plaintiffs*

6  
7 **UNITED STATES DISTRICT COURT**  
**NORTHERN DISTRICT OF CALIFORNIA**  
8 **SAN FRANCISCO DIVISION**

9 SUSAN STRIGLIABOTTI; FRED DUNCAN; )  
GRACE GIAMANCO; KEN PROTONENTIS; )  
10 JEFFREY S. THOMAS; ROSEMARY )  
STURGESS; STUART STURGESS; HUBERT )  
11 C. DAVIS and ELKE DAVIS for the use and )  
benefit of THE TEMPLETON GROWTH )  
12 FUND; THE FRANKLIN BALANCE SHEET )  
INVESTMENT FUND; THE FRANKLIN U.S. )  
13 GOVERNMENT SECURITIES FUND; THE )  
FRANKLIN FLEX CAP GROWTH FUND; )  
14 THE FRANKLIN DYNATECH FUND; THE )  
FRANKLIN INCOME FUND; THE )  
15 FRANKLIN SMALL-MID CAP GROWTH )  
FUND; THE FRANKLIN BIOTECHNOLOGY )  
16 DISCOVERY FUND; THE MUTUAL )  
SHARES FUND; and THE FRANKLIN )  
17 UTILITIES FUND, )

Plaintiffs, )

18 v. )

19 FRANKLIN RESOURCES, INC.; )  
TEMPLETON GLOBAL ADVISORS, LTD.; )  
20 FRANKLIN ADVISORY SERVICES, LLC; )  
FRANKLIN ADVISERS, INC.; FRANKLIN )  
21 TEMPLETON DISTRIBUTORS, INC.; )  
FRANKLIN MUTUAL ADVISERS, LLC; and )  
22 FRANKLIN TEMPLETON SERVICES, LLC, )

23 Defendants. )

No. C 04 0883 SI  
CERTIFICATE OF SERVICE

24 I, Erica K. Siegel, being first duly sworn, upon my oath, depose and say:

25 1. I am over the age of twenty-one years and am not a party to the within cause;

26 CERTIFICATE OF SERVICE  
Case No. C 04 0883 SI

1           2.     In my capacity as legal assistant employed by Keller Rohrback L.L.P., I caused to  
2                   be served via electronic service through the ECF system of the USDC Northern  
3                   District of California and/or mailed by regular mail, properly addressed and with  
4                   postage thereon fully prepaid, and deposited at a United States Post Office in  
5                   Seattle, Washington on November 22, 2004, a true and correct copy of the  
6                   attached document:

7  
8                   **[PROPOSED] ORDER DENYING DEFENDANTS' MOTION TO DISMISS FIRST**  
9                   **AMENDED COMPLAINT**

10           To the parties listed below:

11                                 Ronald Lovitt, Bar No. 040921  
12                                 J. Thomas Hannan, Bar No. 039140  
13                                 Henry I. Bornstein, Bar No. 75885  
14                                 LOVITT & HANNAN, INC.  
15                                 900 Front Street, Suite 300  
                                  San Francisco, California 94111  
                                  Telephone: (415) 362-8769  
                                  Facsimile: (415) 362-7528

16                                 **Lead Counsel for Plaintiffs**

17                                 Gary Gotto, Bar No. 007401  
18                                 Ron Kilgard, Bar No. 005902  
19                                 Keller Rohrback P.L.C.  
20                                 National Bank Plaza  
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                                  Phoenix, AZ 85012  
                                  (602) 248-0088  
                                  Fax: (602) 248-2822

21  
22  
23  
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26           CERTIFICATE OF SERVICE  
          Case No. C 04 0883 SI

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James C. Bradley  
Nina H. Fields  
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FAX (650) 473-2601

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Edward McDermott  
Anthony Zaccaria  
POLLACK & KAMINSKY  
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New York, NY 10036  
BUSINESS (212) 575-4700  
FAX (212) 575-6560

**Counsel for Defendants**

I certify under penalty of the Laws of the United States that the foregoing is true and correct.

Executed in Seattle, Washington on November 22, 2004.

  
Erica K. Siegel

CERTIFICATE OF SERVICE  
Case No. C 04 0883 SI