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

VIA FACSIMILE AND HAND-DELIVERY

August 12, 2002

Mr. Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

Re: **Statement Under Oath Of Principal Executive Officer and Principal
Financial Officer Regarding Facts and Circumstances Relating To
Exchange Filings-Martin L. Flanagan, the Principal Financial Officer of
Franklin Resources, Inc.**

Dear Mr. Katz:

Enclosed for filing please find the Statement Under Oath Of Principal Executive Officer and Principal Financial Officer Regarding Facts and Circumstances Relating To Exchange Filings (the "Statement Under Oath") signed by Martin L. Flanagan, the Principal Financial Officer of Franklin Resources, Inc. The original of the Statement Under Oath will be delivered via hand-delivery. The Statement Under Oath of Charles B. Johnson, the Principal Executive Officer of Franklin Resources, Inc., is being delivered under a separate cover letter.

Please acknowledge receipt of this letter and return a conformed copy of the Statement Under Oath to me via facsimile (Fax No.: 650-312-2804). I would also ask that you return a conformed copy of the Statement Under Oath with the messenger who will be hand-delivering the original.

Please feel free to contact me at (650) 525-7180 if you have any questions regarding the above matters.

Very truly yours,

FRANKLIN RESOURCES, INC.

Lawrence M. Chew
Associate General Counsel
and Assistant Secretary

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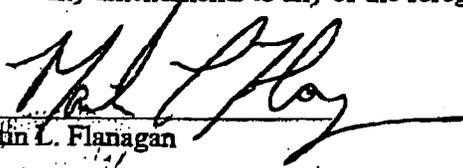
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STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

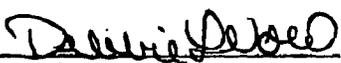
I, Martin L. Flanagan, state and attest that:

1. To the best of my knowledge, based upon a review of the covered reports of Franklin Resources, Inc. and, except as corrected or supplemented in a subsequent covered report:
 - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
2. I have reviewed the contents of this statement with the Company's audit committee.
3. In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
 - the Annual Report on Form 10-K of Franklin Resources, Inc. for the fiscal year ended September 30, 2001 filed with the Securities Exchange Commission on December 26, 2001;
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Franklin Resources, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.


Martin L. Flanagan

Dated: August 9, 2002

Subscribed and sworn to (or affirmed) before me on this 9 day of August 2002.

/s/ 
Notary Public

My Commission Expires: 12-22-2002



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