

FRANKLIN LTD DURATION INCOME TRUST
Form 40-17F2
November 09, 2016

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: September 21, 2016

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 | | |

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 U.S Government 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 Funds
Templeton Global Income Fund
Templeton Global Smaller Companies 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 Growth Fund, Inc.
Templeton Dragon Fund, Inc.
Templeton Global Opportunities Trust

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 June 30, 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 December 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 55 security purchases and 55 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 December 31, 2015 with respect to securities reflected in the investment accounts of the Funds is fairly stated, in all material respects.

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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

September 21, 2016

**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 December 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 December 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 September 21, 2016

/s/MARK H. OTANI

Mark H. Otani

Chief Financial Officer and Chief Accounting Officer

Templeton Funds Board

Date September 21, 2016

/s/ROBERT G. KUBILIS

Robert G. Kubilis

Chief Financial Officer and Chief Accounting Officer

New Jersey/Alternative Strategies Funds Board

Date September 21, 2016

/s/LAURA F. FERGERSON

Laura F. Ferguson

Chief Executive Officer - Finance and Administration

Date September 21, 2016

| Fund | Period |
|--|----------------------------------|
| Franklin Limited Duration Income Trust | July 1, 2015 - December 31, 2015 |
| Templeton Global Investment Trust: | |
| Templeton BRIC Fund | July 1, 2015 - December 31, 2015 |
| Templeton Emerging Markets Balanced Fund | July 1, 2015 - December 31, 2015 |
| Templeton Emerging Markets Small Cap Fund | July 1, 2015 - December 31, 2015 |
| Templeton Frontier Markets Fund | July 1, 2015 - December 31, 2015 |
| Templeton Global Balanced Fund | July 1, 2015 - December 31, 2015 |
| Templeton Russia and East European Fund, Inc. | July 1, 2015 - December 31, 2015 |
| Franklin Real Estate Securities Trust: | |
| Franklin Real Estate Securities Fund | July 1, 2015 - December 31, 2015 |
| Franklin Strategic Series: | |
| Franklin Biotechnology Discovery Fund | July 1, 2015 - December 31, 2015 |
| Franklin Flex Cap Growth Fund | July 1, 2015 - December 31, 2015 |
| Franklin Flexible Alpha Bond Fund | July 1, 2015 - December 31, 2015 |
| Franklin Focused Core Equity Fund | July 1, 2015 - December 31, 2015 |
| Franklin Global Government Bond Fund | July 1, 2015 - December 31, 2015 |
| Franklin Growth Opportunities Fund | July 1, 2015 - December 31, 2015 |
| Franklin Natural Resources Fund | July 1, 2015 - December 31, 2015 |
| Franklin Small Cap Growth Fund | July 1, 2015 - December 31, 2015 |
| Franklin Small-Mid Cap Growth Fund | July 1, 2015 - December 31, 2015 |
| Franklin Strategic Income Fund | July 1, 2015 - December 31, 2015 |
| Franklin High Income Trust: | |
| Franklin High Income Fund | |

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| | |
|---|--|
| | July 1, 2015 - December 31, 2015 |
| Franklin U.S. Government Money Fund (formerly, known as <i>Franklin Money Fund</i>) | July 1, 2015 - December 31, 2015 |
| Franklin Templeton Money Fund Trust: Franklin Templeton U.S. Government Money Fund (formerly, known as Franklin Templeton Money Fund) | July 1, 2015 - December 31, 2015 |
| Institutional Fiduciary Trust: Money Market Portfolio | July 1, 2015 - December 31, 2015 |
| Franklin Global Trust: Franklin Emerging Market Debt Opportunities Fund Franklin International Growth Fund Franklin Large Cap Equity Fund | July 1, 2015 - December 31, 2015 July 1, 2015 - December 31, 2015 July 1, 2015 - December 31, 2015 |
| Franklin Gold and Precious Metals Fund | July 1, 2015 - December 31, 2015 |
| Franklin Universal Trust | July 1, 2015 - December 31, 2015 |
| Templeton China World Fund | July 1, 2015 - December 31, 2015 |
| Templeton Emerging Markets Fund | July 1, 2015 - December 31, 2015 |
| Templeton Emerging Markets Income Fund | July 1, 2015 - December 31, 2015 |
| Templeton Funds: Templeton Foreign Fund Templeton World Fund | July 1, 2015 - December 31, 2015 July 1, 2015 - December 31, 2015 |
| Templeton Global Income Fund | July 1, 2015 - December 31, 2015 |
| Templeton Global Smaller Companies Fund | July 1, 2015 - December 31, 2015 |

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| | |
|---|----------------------------------|
| Templeton Growth Fund, Inc. | July 1, 2015 - December 31, 2015 |
| Templeton Income Trust: | |
| Templeton Constrained Bond Fund | July 1, 2015 - December 31, 2015 |
| Templeton Emerging Markets Bond Fund | July 1, 2015 - December 31, 2015 |
| Templeton Global Bond Fund | July 1, 2015 - December 31, 2015 |
| Templeton Global Total Return Fund | July 1, 2015 - December 31, 2015 |
| Templeton International Bond Fund | July 1, 2015 - December 31, 2015 |
| Franklin Custodian Funds: | |
| Franklin DynaTech Fund | July 1, 2015 - December 31, 2015 |
| Franklin Growth Fund | July 1, 2015 - December 31, 2015 |
| Franklin Income Fund | July 1, 2015 - December 31, 2015 |
| Franklin U.S. Government Securities Fund | July 1, 2015 - December 31, 2015 |
| Franklin Utilities Fund | July 1, 2015 - December 31, 2015 |
| Franklin Strategic Mortgage Portfolio | July 1, 2015 - December 31, 2015 |
| Franklin Investors Securities Trust: | |
| Franklin Adjustable U.S. Government Securities Fund | July 1, 2015 - December 31, 2015 |
| Franklin Balanced Fund | July 1, 2015 - December 31, 2015 |
| Franklin Convertible Securities Fund | July 1, 2015 - December 31, 2015 |
| Franklin Equity Income Fund | July 1, 2015 - December 31, 2015 |
| Franklin Floating Rate Daily Access Fund | July 1, 2015 - December 31, 2015 |
| Franklin Low Duration Total Return Fund | July 1, 2015 - December 31, 2015 |
| Franklin Real Return Fund | July 1, 2015 - December 31, 2015 |
| Franklin Total Return Fund | July 1, 2015 - December 31, 2015 |
| Franklin Templeton Global Trust: | |
| Templeton Hard Currency Fund | |

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July 1, 2015 - December
31, 2015

Franklin Templeton International Trust:

Franklin India Growth Fund

July 1, 2015 - December
31, 2015

Franklin World Perspectives Fund

July 1, 2015 - December
31, 2015

Franklin Value Investors Trust:

Franklin All Cap Value Fund

July 1, 2015 - December
31, 2015

Franklin Balance Sheet Investment Fund

July 1, 2015 - December
31, 2015

Franklin Large Cap Value Fund

July 1, 2015 - December
31, 2015

Franklin MicroCap Value Fund

July 1, 2015 - December
31, 2015

Franklin MidCap Value Fund

July 1, 2015 - December
31, 2015

Franklin Small Cap Value Fund

July 1, 2015 - December
31, 2015

Templeton Developing Markets Trust

July 1, 2015 - December
31, 2015

Franklin Fund Allocator Series:

Franklin Conservative Allocation Fund

July 1, 2015 - December
31, 2015

Franklin Corefolio Allocation Fund

July 1, 2015 - December
31, 2015

Franklin Founding Funds Allocation Fund

July 1, 2015 - December
31, 2015

Franklin Growth Allocation Fund

July 1, 2015 - December
31, 2015

Franklin LifeSmart 2015 Retirement
Target Fund

July 1, 2015 - December
31, 2015

Franklin LifeSmart 2020 Retirement
Target Fund

July 1, 2015 - December
31, 2015

Franklin LifeSmart 2025 Retirement
Target Fund

July 1, 2015 - December
31, 2015

Franklin LifeSmart 2030 Retirement
Target Fund

July 1, 2015 - December
31, 2015

Franklin LifeSmart 2035 Retirement
Target Fund

July 1, 2015 - December
31, 2015

Franklin LifeSmart 2040 Retirement
Target Fund

July 1, 2015 - December
31, 2015

Franklin LifeSmart 2045 Retirement
Target Fund

July 1, 2015 - December
31, 2015

Franklin LifeSmart 2050 Retirement
Target Fund

July 1, 2015 - December
31, 2015

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| | |
|--|----------------------------------|
| Franklin LifeSmart 2055 Retirement Target Fund | July 1, 2015 - December 31, 2015 |
| Franklin Moderate Allocation Fund | July 1, 2015 - December 31, 2015 |
| Franklin Multi-Asset Real Return Fund | July 1, 2015 - December 31, 2015 |
| Franklin Payout 2017 Fund | July 1, 2015 - December 31, 2015 |
| Franklin Payout 2018 Fund | July 1, 2015 - December 31, 2015 |
| Franklin Payout 2019 Fund | July 1, 2015 - December 31, 2015 |
| Franklin Payout 2020 Fund | July 1, 2015 - December 31, 2015 |
| Franklin Payout 2021 Fund | July 1, 2015 - December 31, 2015 |

Franklin Templeton Variable Insurance Products Trust:

| | |
|---|----------------------------------|
| Franklin Flex Cap Growth VIP Fund | July 1, 2015 - December 31, 2015 |
| Franklin Founding Funds Allocation VIP Fund | July 1, 2015 - December 31, 2015 |
| Franklin Income VIP Fund | July 1, 2015 - December 31, 2015 |
| Franklin Mutual Global Discovery VIP Fund | July 1, 2015 - December 31, 2015 |
| Franklin Mutual Shares VIP Fund | July 1, 2015 - December 31, 2015 |
| Franklin Rising Dividends VIP Fund | July 1, 2015 - December 31, 2015 |
| Franklin Small Cap Value VIP Fund | July 1, 2015 - December 31, 2015 |
| Franklin Small-Mid Cap Growth VIP Fund | July 1, 2015 - December 31, 2015 |
| Franklin Strategic Income VIP Fund | July 1, 2015 - December 31, 2015 |
| Franklin VolSmart Allocation VIP Fund | July 1, 2015 - December 31, 2015 |
| Templeton Developing Markets VIP Fund | July 1, 2015 - December 31, 2015 |
| Templeton Foreign VIP Fund | July 1, 2015 - December 31, 2015 |
| Templeton Growth VIP Fund | July 1, 2015 - December 31, 2015 |

Templeton Dragon Fund, Inc.

July 1, 2015 - December 31, 2015

Templeton Global Opportunities Trust

July 1, 2015 - December 31, 2015

Templeton Institutional Funds:

| | |
|----------------------------------|----------------------------------|
| Emerging Markets Series | July 1, 2015 - December 31, 2015 |
| Foreign Equity Series | July 1, 2015 - December 31, 2015 |
| Foreign Smaller Companies Series | July 1, 2015 - December 31, 2015 |
| Global Equity Series | July 1, 2015 - December 31, 2015 |

Franklin ETF Trust:

| | |
|---|----------------------------------|
| Franklin Short Duration U.S. Government ETF | July 1, 2015 - December 31, 2015 |
|---|----------------------------------|
