FRANKLIN RESOURCES INC

Form 10-Q July 30, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM 10-Q

(MARK ONE)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the quarterly period ended June 30, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to Commission File Number: 001-09318 FRANKLIN RESOURCES, INC.

(Exact name of registrant as specified in its charter)

Delaware 13-2670991 (State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

One Franklin Parkway, San Mateo, CA 94403 (Address of principal executive offices) (Zip Code)

(650) 312-2000

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. x YES o NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). x YES o NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x Accelerated filer o

Non-accelerated filer o (Do not check if a smaller reporting company)

Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange

Act). o YES x NO

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Outstanding: 212,602,957 shares of common stock, par value \$0.10 per share, of Franklin Resources, Inc. as of July 23, 2012.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

FRANKLIN RESOURCES, INC.

Condensed Consolidated Statements of Income

Unaudited

	Three Months Ended		Nine Months Ended		
	June 30,		June 30,		
(in thousands, except per share data)	2012	2011	2012	2011	
Operating Revenues					
Investment management fees	\$1,114,404	\$1,168,920	\$3,315,861	\$3,338,159	
Sales and distribution fees	569,138	594,187	1,679,387	1,707,517	
Shareholder servicing fees	77,221	77,520	229,365	225,325	
Other, net	22,821	12,406	60,196	31,908	
Total operating revenues	1,783,584	1,853,033	5,284,809	5,302,909	
Operating Expenses					
Sales, distribution and marketing	692,038	719,311	2,038,099	2,043,399	
Compensation and benefits	314,563	313,592	938,006	921,796	
Information systems and technology	44,079	41,266	128,805	123,110	
Occupancy	31,444	32,112	95,180	95,683	
General, administrative and other	58,538	64,055	192,260	147,508	
Total operating expenses	1,140,662	1,170,336	3,392,350	3,331,496	
Operating Income	642,922	682,697	1,892,459	1,971,413	
Other Income (Expenses)					
Investment and other income (losses), net	(17,975	14,503	135,612	118,282	
Interest expense	(10,089	(10,056)	(28,287)	(26,315)	
Other income (expenses), net	(28,064	4,447	107,325	91,967	
Income before taxes	614,858	687,144	1,999,784	2,063,380	
Taxes on income	184,906	208,944	588,322	599,498	
Net income	429,952	478,200	1,411,462	1,463,882	
Less: Net income (loss) attributable to					
Nonredeemable noncontrolling interests	(24,209) (24,575)	(30,027)	(44,029)	
Redeemable noncontrolling interests	(1,106) (572	2,218	307	
Net Income Attributable to Franklin Resources, Inc.	\$455,267	\$503,347	\$1,439,271	\$1,507,604	
Earnings per Share					
Basic	\$2.12	\$2.27	\$6.66	\$6.76	
Diluted	2.12	2.26	6.65	6.73	
Dividends per Share	\$0.27	\$0.25	\$2.81	\$0.75	
See Notes to Condensed Consolidated Financial Statements.					

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FRANKLIN RESOURCES, INC.

Condensed Consolidated Balance Sheets

Unaudited

(in thousands)	June 30, 2012	September 30, 2011
Assets	2012	2011
Current Assets		
Cash and cash equivalents	\$4,676,520	\$4,699,994
Cash and cash equivalents of consolidated variable interest entities	42,363	88,238
Receivables	793,914	772,475
Investment securities, trading	1,019,226	889,686
Investment securities, available-for-sale	602,917	990,976
Investments of consolidated variable interest entities, at fair value		10,994
Investments in equity method investees and other	69,049	21,861
Deferred taxes	96,639	107,898
Prepaid expenses and other	41,024	34,646
Total current assets	7,341,652	7,616,768
Banking/Finance Assets		
Cash and cash equivalents	666,169	410,381
Investment securities, available-for-sale	257,873	345,486
Loans held for sale	81,876	21,525
Loans receivable, net	266,073	401,860
Loans receivable of consolidated variable interest entities, net	55,347	149,386
Other	20,152	29,485
Total banking/finance assets	1,347,490	1,358,123
Non-Current Assets		
Investments of consolidated sponsored investment products	822,530	584,608
Investments of consolidated variable interest entities, at fair value	826,187	811,618
Investments in equity method investees and other	477,181	535,509
Property and equipment, net	585,173	589,748
Goodwill	1,528,295	1,536,212
Other intangible assets, net	599,193	611,979
Other	106,612	131,278
Total non-current assets	4,945,171	4,800,952
Total Assets	\$13,634,313	\$13,775,843
[Table continued on next page]		
See Notes to Condensed Consolidated Financial Statements		

See Notes to Condensed Consolidated Financial Statements.

FRANKLIN RESOURCES, INC. Condensed Consolidated Balance Sheets Unaudited [Table continued from previous page]		
(dollars in thousands, except per share data)	June 30, 2012	September 30, 2011
Liabilities and Stockholders' Equity Current Liabilities		
Compensation and benefits	\$378,950	\$400,885
Commercial paper	_	29,997
Current maturities of long-term debt	320,550	29,656
Current maturities of long-term debt of consolidated variable interest entities, at fair value	290	24,858
Accounts payable, accrued expenses and other	278,109	328,303
Commissions	368,123	369,539
Income taxes	39,954	128,826
Total current liabilities	1,385,976	1,312,064
Banking/Finance Liabilities	025 571	000 100
Deposits Long term debt of consolidated variable interest entities	925,571	890,189 164,176
Long-term debt of consolidated variable interest entities Federal Home Loan Bank advances	61,738 69,000	69,000
Other	760	970
Total banking/finance liabilities	1,057,069	1,124,335
Non-Current Liabilities	1,037,007	1,124,555
Long-term debt	666,997	1,004,381
Long-term debt of consolidated variable interest entities, at fair value	827,834	846,369
Deferred taxes	263,246	274,435
Other	96,572	91,789
Total non-current liabilities	1,854,649	2,216,974
Total liabilities	4,297,694	4,653,373
Commitments and Contingencies (Note 10)		
Redeemable Noncontrolling Interests	29,712	18,611
Stockholders' Equity		
Preferred stock, \$1.00 par value, 1,000,000 shares authorized; none issued	_	_
Common stock, \$0.10 par value, 1,000,000,000 shares authorized; 212,592,351 and 217,693,435 shares issued and outstanding, at June 30, 2012 and September 30, 2011	21,259	21,769
Retained earnings	8,704,623	8,443,531
Appropriated retained earnings of consolidated variable interest entities	31,993	18,969
Accumulated other comprehensive income (loss)	(8,546)	40,462
Total Franklin Resources, Inc. stockholders' equity	8,749,329	8,524,731
Nonredeemable noncontrolling interests	557,578	579,128
Total stockholders' equity	9,306,907	9,103,859
Total Liabilities and Stockholders' Equity	\$13,634,313	\$13,775,843
See Notes to Condensed Consolidated Financial Statements.		

FRANKLIN RESOURCES, INC.

Condensed Consolidated Statements of Cash Flows

Unaudited

	Nine Month	s Ended
	June 30,	
(in thousands)	2012	2011
Net Income	\$1,411,462	\$1,463,882
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	162,480	181,765
Stock-based compensation	77,419	67,267
Excess tax benefit from stock-based compensation	(18,675) (13,911)
Net gains on sale of assets	(34,667) (64,839
Net losses on non-current investments of consolidated sponsored investment products	26,424	_
Net (gains) losses of consolidated variable interest entities	(15,666) 43,226
Equity in net income of affiliated companies	(50,275) (59,243
Other-than-temporary impairment of investments	8,302	13,606
Provision for loan losses	5,486	4,181
Deferred income taxes	8,082	(3,471)
Changes in operating assets and liabilities:	-,	,
Increase in receivables, prepaid expenses and other	(160,624) (222,922)
Increase in trading securities, net	(439,307) (539,297
Increase (decrease) in income taxes payable	(61,735) 18,999
Increase (decrease) in commissions payable	(1,416) 88,476
Decrease in other liabilities	(10,471) (8,466
Increase (decrease) in accrued compensation and benefits	(20,987) 39,346
Net cash provided by operating activities	885,832	1,008,599
Purchase of investments	(340,301	
	(337,058) (278,833) (817,282)
Purchase of investments by consolidated variable interest entities		
Liquidation of investments	694,185	521,193
Liquidation of investments by consolidated variable interest entities	404,832	991,256
Purchase of banking/finance investments	— 06 170	(41,794)
Liquidation of banking/finance investments	86,179	88,092
Decrease (increase) in loans receivable, net	14,358	(56,252)
Decrease in loans receivable held by consolidated variable interest entities, net	54,475	123,223
Decrease in loans held for sale	24,858	_
Proceeds from sale of loans held for sale	70,026	_
Additions of property and equipment, net	(61,853) (84,716)
Acquisition of subsidiaries, net of cash acquired		(58,067)
Cash and cash equivalents recognized due to adoption of new consolidation guidance		45,841
Net cash provided by investing activities	609,701	432,661
Increase in deposits	35,382	33,551
Issuance of common stock	31,388	35,964
Dividends paid on common stock	(605,539) (161,193)
Repurchase of common stock	(698,821) (617,103)
Excess tax benefit from stock-based compensation	18,675	13,911
Decrease in commercial paper, net	(30,017) (39
Proceeds from issuance of debt	42,873	_
Payments on debt	(88,532) —
Payments on debt by consolidated variable interest entities	(193,974) (259,592)
·		, , , , ,

Noncontrolling interests Net cash used in financing activities 197,858 \$(1,290,707) \$(869,759) [Table continued on next page] See Notes to Condensed Consolidated Financial Statements.

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FRANKLIN RESOURCES, INC.

Condensed Consolidated Statements of Cash Flows

Unaudited

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	Nine Months l	Ended	
	June 30,		
(in thousands)	2012	2011	
Effect of exchange rate changes on cash and cash equivalents	\$(18,387)	\$24,772	
Increase in cash and cash equivalents	186,439	596,273	
Cash and cash equivalents, beginning of period	5,198,613	4,123,716	
Cash and Cash Equivalents, End of Period	\$5,385,052	\$4,719,989	
Components of Cash and Cash Equivalents			
Cash and cash equivalents, beginning of period			
Current assets	\$4,699,994	\$3,985,312	
Current assets of consolidated variable interest entities	88,238	_	
Banking/finance assets	410,381	138,404	
Total	\$5,198,613	\$4,123,716	
Cash and cash equivalents, end of period			
Current assets	\$4,676,520	\$4,481,196	
Current assets of consolidated variable interest entities	42,363	77,892	
Banking/finance assets	666,169	160,901	
Total	\$5,385,052	\$4,719,989	
	, , , , , , , , , , ,	+ 1,1 -2 ,2 02	
Supplemental Disclosure of Non-Cash Information			
Decrease in noncontrolling interests due to net deconsolidation of certain sponsored			
investment products	\$(167,473)	\$(1,674)
Increase in assets, net of liabilities, related to consolidation of variable interest entities		60,760	
Increase in receivables of consolidated variable interest entities related to investment	0.166		
trades pending settlement	9,166	57,111	
Decrease (increase) in other liabilities of consolidated variable interest entities related	2.250	(7 0.220	
to investment trades pending settlement	2,379	(78,328)
Transfers of loans receivable, net to loans held for sale	117,456		
Transfers of loans receivable of consolidated variable interest entities, net to loans held	37,423		
for sale	37,723		
Supplemental Disclosure of Cash Flow Information			
Cash paid for income taxes	\$636,954	¢ 596 022	
*	•	\$586,033	
Cash paid for interest	41,763	37,445	
Cash paid for interest by consolidated variable interest entities	35,485	35,604	
See Notes to Condensed Consolidated Financial Statements.			
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FRANKLIN RESOURCES, INC.

Notes to Condensed Consolidated Financial Statements

June 30, 2012

(Unaudited)

Note 1 – Basis of Presentation

The unaudited interim financial statements of Franklin Resources, Inc. ("Franklin") and its consolidated subsidiaries (collectively, the "Company") included herein have been prepared by the Company in accordance with the instructions to Form 10-O and the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC"). Under these rules and regulations, some information and footnote disclosures normally included in financial statements prepared under accounting principles generally accepted in the United States of America have been shortened or omitted. Management believes that all adjustments necessary for a fair statement of the financial position and the results of operations for the periods shown have been made. All adjustments are normal and recurring. These financial statements should be read together with the Company's audited financial statements included in its Form 10-K for the fiscal year ended September 30, 2011 ("fiscal year 2011"). Certain amounts for the comparative prior fiscal year period have been reclassified to conform to the financial statement presentation as of and for the period ended June 30, 2012. In the quarter ended September 30, 2011, the Company discontinued the classification of a portion of the investment management fees earned by certain of its non-U.S. subsidiaries as sales and distribution fees. Amounts for the comparative prior fiscal year period have been reclassified to conform to the current year presentation. This reclassification had no impact on previously reported net income or financial position and does not represent a restatement of any previously published financial results. See Note 1 – Significant Accounting Policies in the Company's Form 10-K for fiscal year 2011.

The following table presents the effects of the changes in the presentation of operating revenues to the Company's previously-reported condensed consolidated statement of income:

Three Months Ended			Nine Months Ended					
(in thousands)	June 30, 201	1			June 30, 201	1		
	As Reported	Adjustments		As Amended	As Reported	Adjustment	.S	As Amended
Operating Revenues								
Investment management	\$1,142,846	\$ 26,074		\$ 1,168,920	\$3,260,440	\$ 77,719		\$ 3,338,159
fees	ψ1,142,040	Ψ 20,074		ψ 1,100,720	Ψ3,200,440	Ψ //,/1/		Ψ 5,550,157
Sales and distribution fees	620,261	(26,074)	594,187	1,785,236	(77,719)	1,707,517
Shareholder servicing fees	77,520	_		77,520	225,325			225,325
Other, net	12,406	_		12,406	31,908			31,908
Total operating revenues	\$1,853,033	\$ —		\$ 1,853,033	\$5,302,909	\$ —		\$ 5,302,909
NI-4-2 NI A	C							

Note 2 – New Accounting Guidance

On October 1, 2011, the Company adopted new Financial Accounting Standards Board ("FASB") guidance that requires separate disclosures about purchases, sales, issuances and other settlements in the rollforward of activity in Level 3 fair value measurements.

On January 1, 2012, the Company adopted new FASB guidance that requires additional qualitative discussion for the sensitivity of recurring Level 3 fair value measurements to changes in the unobservable inputs, quantitative disclosure about the significant unobservable inputs used for all Level 3 measurements, and the categorization by level of the fair value hierarchy for financial instruments that are not measured at fair value.

See Note 7 - Fair Value Measurements for the expanded disclosures.

There were no significant updates to new accounting guidance not yet adopted by the Company as disclosed in its Form 10-K for fiscal year 2011.

Note 3 – Stockholders' Equity, Redeemable Noncontrolling Interests and Comprehensive Income The changes in total stockholders' equity and redeemable noncontrolling interests were as follows:

(in thousands)	Franklin				
()	Resources,		Nonredeemable	Total	Redeemable
for the mine months and address 20, 2012	Inc.		Noncontrolling	Stockholders'	Noncontrolling
for the nine months ended June 30, 2012	Stockholders	,	Interests	Equity	Interests
	Equity				
Balance at October 1, 2011	\$8,524,731		\$ 579,128	\$9,103,859	\$ 18,611
Net income (loss)	1,439,271		(30,027)	1,409,244	2,218
Net income reclassified to appropriated retained	13,025		(13,025)		
earnings	10,020		(10,020)		
Other comprehensive income	(2.620	,		(2.629	
Net unrealized losses on investments, net of tax	(2,638)		(2,638)	
Currency translation adjustments	(46,192)		(46,192)	
Net unrealized losses on defined benefit plans, net of tax	(178)		(178)	
Cash dividends on common stock	(609,238)		(609,238)	
Repurchase of common stock	(698,821)		(698,821)	
Noncontrolling interests	(0)0,021	,		(0)0,021	
Net subscriptions			138,880	138,880	58,978
Net deconsolidation of certain sponsored investment			(117,378)	(117,378)	(50,095)
products	100 000		(117,670)		(00,000)
Other ¹	129,369		Φ 557 570	129,369	¢ 20 712
Balance at June 30, 2012	\$8,749,329		\$ 557,578	\$9,306,907	\$ 29,712
1 Primarily relates to stock-based compensation plans.					
(in thousands)	Franklin				
(in thousands)	Resources,		Nonredeemable	e Total	Redeemable
	Inc.		Noncontrolling		Noncontrolling
for the nine months ended June 30, 2011	Stockholders	,	Interests	Equity	Interests
	Equity			1 3	
Balance at October 1, 2010	\$7,726,994		\$ 3,452	\$7,730,446	\$ 19,533
Balance at October 1, 2010 Adjustment for adoption of new consolidation			\$ 3,452		\$ 19,533
Adjustment for adoption of new consolidation guidance	106,601		\$ 3,452	106,601	\$ 19,533
Adjustment for adoption of new consolidation guidance Net income (loss)	106,601 1,507,604		(44,029)		\$ 19,533 307
Adjustment for adoption of new consolidation guidance Net income (loss) Net loss reclassified to appropriated retained earnings	106,601 1,507,604)		106,601	
Adjustment for adoption of new consolidation guidance Net income (loss) Net loss reclassified to appropriated retained earnings Other comprehensive income	106,601 1,507,604 (46,294)	(44,029)	106,601 1,463,575 —	
Adjustment for adoption of new consolidation guidance Net income (loss) Net loss reclassified to appropriated retained earnings Other comprehensive income Net unrealized losses on investments, net of tax	106,601 1,507,604 (46,294 (5,354)	(44,029)	106,601 1,463,575 — (5,354)	
Adjustment for adoption of new consolidation guidance Net income (loss) Net loss reclassified to appropriated retained earnings Other comprehensive income Net unrealized losses on investments, net of tax Currency translation adjustments	106,601 1,507,604 (46,294)	(44,029)	106,601 1,463,575 —	
Adjustment for adoption of new consolidation guidance Net income (loss) Net loss reclassified to appropriated retained earnings Other comprehensive income Net unrealized losses on investments, net of tax Currency translation adjustments Net unrealized gains on defined benefit plans, net of	106,601 1,507,604 (46,294 (5,354)	(44,029)	106,601 1,463,575 — (5,354)	
Adjustment for adoption of new consolidation guidance Net income (loss) Net loss reclassified to appropriated retained earnings Other comprehensive income Net unrealized losses on investments, net of tax Currency translation adjustments Net unrealized gains on defined benefit plans, net of tax	106,601 1,507,604 (46,294 (5,354 63,096 232)	(44,029)	106,601 1,463,575 — (5,354 63,096 232	
Adjustment for adoption of new consolidation guidance Net income (loss) Net loss reclassified to appropriated retained earnings Other comprehensive income Net unrealized losses on investments, net of tax Currency translation adjustments Net unrealized gains on defined benefit plans, net of tax Cash dividends on common stock	106,601 1,507,604 (46,294 (5,354 63,096 232 (166,856))	(44,029)	106,601 1,463,575 — (5,354 63,096 232 (166,856)	
Adjustment for adoption of new consolidation guidance Net income (loss) Net loss reclassified to appropriated retained earnings Other comprehensive income Net unrealized losses on investments, net of tax Currency translation adjustments Net unrealized gains on defined benefit plans, net of tax Cash dividends on common stock Repurchase of common stock	106,601 1,507,604 (46,294 (5,354 63,096 232))	(44,029)	106,601 1,463,575 — (5,354 63,096 232	
Adjustment for adoption of new consolidation guidance Net income (loss) Net loss reclassified to appropriated retained earnings Other comprehensive income Net unrealized losses on investments, net of tax Currency translation adjustments Net unrealized gains on defined benefit plans, net of tax Cash dividends on common stock Repurchase of common stock Noncontrolling interests	106,601 1,507,604 (46,294 (5,354 63,096 232 (166,856))	(44,029) 46,294	106,601 1,463,575 — (5,354 63,096 232 (166,856 (617,103)	307
Adjustment for adoption of new consolidation guidance Net income (loss) Net loss reclassified to appropriated retained earnings Other comprehensive income Net unrealized losses on investments, net of tax Currency translation adjustments Net unrealized gains on defined benefit plans, net of tax Cash dividends on common stock Repurchase of common stock Noncontrolling interests Net subscriptions	106,601 1,507,604 (46,294 (5,354 63,096 232 (166,856 (617,103))	(44,029) 46,294	106,601 1,463,575 — (5,354 63,096 232 (166,856 (617,103) 70,471	
Adjustment for adoption of new consolidation guidance Net income (loss) Net loss reclassified to appropriated retained earnings Other comprehensive income Net unrealized losses on investments, net of tax Currency translation adjustments Net unrealized gains on defined benefit plans, net of tax Cash dividends on common stock Repurchase of common stock Noncontrolling interests Net subscriptions Purchase of noncontrolling equity interest	106,601 1,507,604 (46,294 (5,354 63,096 232 (166,856))))	(44,029) 46,294	106,601 1,463,575 — (5,354 63,096 232 (166,856 (617,103)	307 16,995
Adjustment for adoption of new consolidation guidance Net income (loss) Net loss reclassified to appropriated retained earnings Other comprehensive income Net unrealized losses on investments, net of tax Currency translation adjustments Net unrealized gains on defined benefit plans, net of tax Cash dividends on common stock Repurchase of common stock Noncontrolling interests Net subscriptions Purchase of noncontrolling equity interest Net deconsolidation of certain sponsored investment	106,601 1,507,604 (46,294 (5,354 63,096 232 (166,856 (617,103))))	(44,029) 46,294	106,601 1,463,575 — (5,354 63,096 232 (166,856 (617,103) 70,471	307
Adjustment for adoption of new consolidation guidance Net income (loss) Net loss reclassified to appropriated retained earnings Other comprehensive income Net unrealized losses on investments, net of tax Currency translation adjustments Net unrealized gains on defined benefit plans, net of tax Cash dividends on common stock Repurchase of common stock Noncontrolling interests Net subscriptions Purchase of noncontrolling equity interest	106,601 1,507,604 (46,294 (5,354 63,096 232 (166,856 (617,103))))	(44,029) 46,294	106,601 1,463,575 — (5,354 63,096 232 (166,856 (617,103) 70,471	307 16,995

Balance at June 30, 2011

\$8,686,499

\$ 76,937

\$8,763,436

\$ 35,161

1 Primarily relates to stock-based compensation plans.

The components of comprehensive income, including amounts attributable to noncontrolling interests, were as follows:

	Three Months Ended Nine Months End					Ended		
(in thousands)	June 30,				June 30,			
	2012		2011		2012		2011	
Net income	\$429,952		\$478,200		\$1,411,462		\$1,463,882	
Net unrealized gains (losses) on investments, net of tax	(20,309)	7,678		(2,638)	(5,354)
Currency translation adjustments	(64,581)	17,771		(46,192)	63,096	
Net unrealized gains (losses) on defined benefit plans, net of					(178	`	232	
tax	_		_		(176)	232	
Total comprehensive income	345,062		503,649		1,362,454		1,521,856	
Less: comprehensive income (loss) attributable to								
Nonredeemable noncontrolling interests	(24,209)	(24,575)	(30,027)	(44,029)
Redeemable noncontrolling interests	(1,106)	(572)	2,218		307	
Total Comprehensive Income Attributable to Franklin	\$370,377		¢520.706		¢1 200 262		¢1 565 570	
Resources, Inc.	\$3/0,3//		\$528,796		\$1,390,263		\$1,565,578	

During the three and nine months ended June 30, 2012, the Company repurchased approximately 2.7 million and 6.7 million shares of its common stock at a cost of \$282.0 million and \$698.8 million under its stock repurchase program. In December 2011, the Company's Board of Directors authorized the repurchase of up to 10.0 million additional shares of its common stock under the stock repurchase program. At June 30, 2012, approximately 8.1 million shares of common stock remained available for repurchase under the stock repurchase program. During the three and nine months ended June 30, 2011, the Company repurchased 1.6 million and 5.1 million shares of its common stock at a cost of \$203.6 million and \$617.1 million. The stock repurchase program is not subject to an expiration date. Note 4 – Earnings per Share

The components of basic and diluted earnings per share were as follows:

	Three Month	s Ended	Nine Months Ended		
(in thousands, except per share data)	June 30,		June 30,		
	2012	2011	2012	2011	
Net Income Attributable to Franklin Resources, Inc.	\$455,267	\$503,347	\$1,439,271	\$1,507,604	
Less: Allocation of earnings to participating nonvested stock and stock unit awards	3,087	2,887	9,172	7,638	
Net Income Available to Common Stockholders	\$452,180	\$500,460	\$1,430,099	\$1,499,966	
Weighted-average shares outstanding – basic Effect of dilutive common stock options and non-participating nonvested stock unit awards Weighted-Average Shares Outstanding – Diluted	213,097 544 213,641	220,313 971 221,284	214,592 622 215,214	221,731 1,077 222,808	
Earnings per Share					
Basic	\$2.12	\$2.27	\$6.66	\$6.76	
Diluted	2.12	2.26	6.65	6.73	

Non-participating nonvested stock unit awards excluded from the calculation of diluted earnings per share because their effect would have been anti-dilutive were 0.1 million for the three and nine months ended June 30, 2012, and nil for the three and nine months ended June 30, 2011.

Note 5 – Variable Interest Entities

The Company has interests in various types of variable interest entities ("VIEs"). It is the primary beneficiary of collateralized loan obligations ("CLOs") and an auto loan securitization trust and therefore consolidates these VIEs. Other VIEs, for which the Company is not the primary beneficiary, primarily consist of certain sponsored and other investment products (collectively "other investment products") from which the Company earns investment management

and related services fees and/or has an equity ownership interest in the VIE.

Collateralized Loan Obligations

The Company provides collateral management services to the CLOs, which are asset-backed financing entities collateralized by a pool of assets.

The changes in fair values of the underlying assets and liabilities of the CLOs were as follows:

	Three Months Ended		Nine Mon	ths Ended	
	June 30,		June 30,		
(in thousands)	2012	2011	2012	2011	
Net gains from changes in fair value of assets	\$9,811	\$7,496	\$67,222	\$71,476	
Net losses from changes in fair value of liabilities	(11,245) (32,717) (50,383) (111,598)
Total net gains (losses)	\$(1,434) \$(25,221) \$16,839	\$(40,122)

The following tables present the unpaid principal balance and fair value of investments, including investments 90 days or more past due, and long-term debt of the CLOs:

	Investments	
Total Investments	•	Long-term Debt
	Past Due	
\$ 849,387	\$8,306	\$ 937,222
(23,200)	(6,276) (109,098
\$ 826,187	\$2,030	\$ 828,124
	Investments	
Total Investments	90 Days or	Long-term Debt
Total Investments	More	Long-term Debt
	Past Due	
\$ 887,838	\$21,577	\$ 1,044,863
(65,226)	(10,178) (173,636
\$ 822,612	\$11,399	\$ 871,227
	\$ 849,387 (23,200) \$ 826,187 Total Investments \$ 887,838 (65,226)	Total Investments 90 Days or More Past Due \$ 849,387 \$8,306 (23,200) (6,276 \$ 826,187 \$2,030 Investments 90 Days or More Past Due \$ 887,838 \$21,577 (65,226) (10,178

Automobile Loan Securitization Trusts

The Company retained certain interests in and servicing responsibilities for automobile loan securitization trusts ("securitization trusts"), which originated from securitization transactions between the Company and the securitization trusts in previous years. During the quarter ended March 31, 2012, the Company exercised its repurchase rights with respect to the outstanding loans in two of the three remaining securitization trusts and engaged a third party to solicit bids for these loans and related assets.

The following table provides details of the loans serviced by the Company that were held by the securitization trusts and the loans that were managed together with them:

(in thousands)	June 30, 2012	September 30, 2011
Principal amount of loans		
Loans receivable of consolidated VIEs	\$57,922	\$155,071
Loans receivable	_	83,791
Loans held for sale	89,302	8,994
Total	\$147,224	\$247,856
Principal amount of loans 30 days or more past due		
Loans receivable of consolidated VIEs	\$1,482	\$3,651
Loans receivable	_	1,721
Loans held for sale	2,110	8,994
Total	\$3,592	\$14,366

The Company had previously provided a guarantee to cover shortfalls for one of the securitization trusts in amounts due to the holders of the asset-backed securities if the shortfall exceeded cash on deposit. The guarantee is no longer in place due to the Company's repurchase of the outstanding loans of the related trust. The Company did not provide

any additional financial or other

support to the securitization trusts or the holders of the asset-backed securities during fiscal year 2011 or the nine months ended June 30, 2012.

The original amount of loans serviced for the securitization trusts that were still in existence totaled \$0.5 billion and \$1.2 billion at June 30, 2012 and September 30, 2011. The securitization trusts had approximately 7,900 and 19,100 loans outstanding, with weighted-average annualized interest rates of 10.53% and 10.55% at June 30, 2012 and September 30, 2011.

Other Investment Products

The carrying values of the Company's investment management and related service fees receivable from and the equity ownership interests in the other investment product VIEs as recorded in the Company's condensed consolidated balance sheets are set forth below. These amounts represent the Company's maximum exposure to loss from these investment products.

(in thousands)	June 30,	September 30,	
(iii tiiousalius)	2012	2011	
Current Assets			
Receivables	\$36,692	\$42,218	
Investment securities, available-for-sale	116,146	139,981	
Investments in equity method investees and other	27,346	154	
Total Current	180,184	182,353	
Non-Current Assets			
Investments in equity method investees and other	36,514	36,584	
Total	\$216,698	\$218,937	

The Company's total assets under management ("AUM") of the other investment products was \$32.7 billion at June 30, 2012 and \$36.1 billion at September 30, 2011.

While the Company has no contractual obligation to do so, it routinely makes cash investments in the course of launching sponsored investment products. The Company also may voluntarily elect to provide its sponsored investment products with additional direct or indirect financial support based on its business objectives. The Company did not provide financial or other support to its investment products during fiscal year 2011 or the nine months ended June 30, 2012.

Note 6 – Investments

Investments consisted of the following:

(in thousands)	June 30, 2012	September 30, 2011
Current		
Investment securities, trading	\$1,019,226	\$889,686
Investment securities, available-for-sale		
Sponsored investment products	553,863	925,711
Securities of U.S. states and political subdivisions	32,788	41,199
Securities of the U.S. Treasury and federal agencies	601	602
Other equity securities	15,665	23,464
Total investment securities, available-for-sale	602,917	990,976
Investments of consolidated VIEs, at fair value		10,994
Investments in equity method investees and other	69,049	21,861
Total Current	\$1,691,192	\$1,913,517
Banking/Finance		
Investment securities, available-for-sale		
Securities of U.S. states and political subdivisions	\$56	\$311
Securities of the U.S. Treasury and federal agencies	1,796	1,837
Corporate debt securities ¹	70,553	121,634
Mortgage-backed securities – agency residential	185,468	221,611
Other equity securities		93
Total investment securities, available-for-sale	257,873	345,486
Total Banking/Finance	\$257,873	\$345,486
Non-Current		
Investments of consolidated sponsored investment products		
Debt securities	\$338,272	\$323,208
Equity securities	484,258	261,400
Total investments of consolidated sponsored investment products	822,530	584,608
Investments of consolidated VIEs, at fair value	826,187	811,618
Investments in equity method investees and other	477,181	535,509
Total Non-Current	\$2,125,898	\$1,931,735

¹ Corporate debt securities are insured by the Federal Deposit Insurance Corporation or non-U.S. government agencies.

At June 30, 2012 and September 30, 2011, current investment securities, trading included \$173.0 million and \$361.1 million of investments held by sponsored investment products that were consolidated in the Company's condensed consolidated financial statements.

At June 30, 2012 and September 30, 2011, banking/finance segment investment securities with aggregate carrying amounts of \$131.7 million and \$156.4 million were pledged as collateral for the ability to borrow from the Federal Reserve Bank, and \$49.9 million and \$60.8 million were pledged as collateral for outstanding Federal Home Loan Bank ("FHLB") borrowings and amounts available in secured FHLB short-term borrowing capacity (see Note 9 – Debt). In addition, investment management and related services segment securities with an aggregate carrying value of \$6.5 million and \$6.9 million were pledged as collateral primarily for financing arrangements at June 30, 2012 and September 30, 2011.

² Consists of U.S. government-sponsored enterprise obligations.

A summary of the gross unrealized gains and losses relating to investment securities, available-for-sale is as follows:

(in thousands)		Gross Unrealized				
as of June 30, 2012	Cost Basis	Gains	Losses	Fair Value		
Sponsored investment products	\$510,184	\$52,925	\$(9,246) \$553,863		
Securities of U.S. states and political subdivisions	31,593	1,251		32,844		
Securities of the U.S. Treasury and federal agencies	2,359	38		2,397		
Corporate debt securities	70,000	553		70,553		
Mortgage-backed securities – agency residential	180,984	4,484		185,468		
Other equity securities	14,994	673	(2) 15,665		
Total	\$810,114	\$59,924	\$(9,248	\$860,790		
(in thousands)		Gross Unrealiz	zed			
(in thousands) as of September 30, 2011	Cost Basis	Gross Unrealiz	zed Losses	Fair Value		
· ·	Cost Basis \$877,632			Fair Value) \$925,711		
as of September 30, 2011		Gains	Losses			
as of September 30, 2011 Sponsored investment products	\$877,632	Gains \$78,013	Losses) \$925,711		
as of September 30, 2011 Sponsored investment products Securities of U.S. states and political subdivisions	\$877,632 39,950	Gains \$78,013 1,560	Losses) \$925,711 41,510		
as of September 30, 2011 Sponsored investment products Securities of U.S. states and political subdivisions Securities of the U.S. Treasury and federal agencies	\$877,632 39,950 2,423	Gains \$78,013 1,560 16	Losses) \$925,711 41,510 2,439		
as of September 30, 2011 Sponsored investment products Securities of U.S. states and political subdivisions Securities of the U.S. Treasury and federal agencies Corporate debt securities	\$877,632 39,950 2,423 120,041	Gains \$78,013 1,560 16 1,593	Losses \$(29,934 — —) \$925,711 41,510 2,439 121,634		

The net unrealized holding gains (losses) on investment securities, available-for-sale included in accumulated other comprehensive income (loss) were \$(23.0) million and \$21.1 million for the three and nine months ended June 30, 2012, and \$15.6 million and \$43.6 million for the three and nine months ended June 30, 2011.

The following tables show the gross unrealized losses and fair values of investment securities, available-for-sale with unrealized losses aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position:

•	Less Than 12 Months		12 Months or Greater		Total				
(in thousands)		Gross			Gross			Gross	
as of June 30, 2012	Fair Value	Unrealized Losses	l	Fair Value	Unrealized Losses	l	Fair Value	Unrealize Losses	ed
Sponsored investment products	\$93,803	\$(9,147)	\$829	\$(99)	\$94,632	\$(9,246)
Other equity securities				16	(2)	16	(2)
Total	\$93,803	\$(9,147)	\$845	\$(101)	\$94,648	\$(9,248)
	Less Than 12 Months 12 Month		12 Months	s or Greater		Total			
(in thousands)		Gross			Gross		Fair Value	Gross	
as of September 30, 2011	Fair Value	Unrealized Losses	d	Fair Value	Unrealized Losses	d		Unrealize Losses	ed