

STATE OF ALASKA
DEPARTMENT OF COMMERCE, COMMUNITY, AND ECONOMIC DEVELOPMENT
DIVISION OF BANKING AND SECURITIES
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STATE OF ALASKA
DEPARTMENT OF COMMERCE, COMMUNITY, AND ECONOMIC DEVELOPMENT
DIVISION OF BANKING AND SECURITIES

In the matter of:)
) ORDER NO: 15-466-S
)
FRANKLIN TAX-FREE TRUST) ORDER IMPOSING A CIVIL PENALTY
) AND CONSENT TO ORDER
)
)
Respondent.)
_____)

The Director of the Department of Commerce, Community, and Economic Development, Division of Banking and Securities (“Administrator”), has conducted an investigation into certain business activities of Franklin Tax-Free Trust (“Respondent”), and has determined that Respondent violated certain provisions of the Alaska Securities Act, Alaska Statute (AS) 45.55, by offering and selling securities in Alaska without the securities first being registered with the Administrator, federally covered in compliance with Alaska law, or exempt from registration.

Respondent agrees that the Administrator has jurisdiction over Respondent and these matters pursuant to the Alaska Securities Act.

Respondent wishes to resolve and settle this matter with the Administrator. As evidenced by the authorized signature on this Order, Respondent consents to the entry of this Order imposing a civil penalty. Respondent waives its right to a hearing under AS 45.55.920(d).

I. FACTS

1. Respondent is a Delaware statutory trust with an address of One Franklin Parkway, San Mateo, California, 94403.

1 2. The Franklin Insured Tax-Free Income Fund (the "Fund") is a series of Respondent.

2 3. Respondent is registered under the Investment Company Act of 1940. Respondent
3 is exempt from state securities registration according to section 18 of the Securities Act of
4 1933 ("1933 Act"); however, Respondent is subject to the notice filing provisions in Section
5 18(b)(2) of the 1933 Act and AS 45.55.075 and the Alaska Administrative Code (AAC) 3
6 AAC 08.085, which require an issuer to file notice with the Administrator on NASAA Form
7 NF and pay either a one year \$600 filing fee, or a two year \$1,100 filing fee, when securities
8 are offered or sold in the State of Alaska. All notice filings must be renewed before the date
9 of expiration of the previous notice filing.

10 4. Respondent first notice-filed with the Administrator on March 31, 2002. Respondent
11 timely renewed its notice filings with the Administrator and paid the required filing fees
12 every year until its March 31, 2013 filing expired on March 31, 2014.

13 5. From April 1, 2014 to March 10, 2015, Respondent did not notice-file with the
14 Administrator. During this time, Respondent sold shares of the Fund totaling \$112,531.39 in
15 the State of Alaska. Respondent stated to the Administrator that its failure to file during this
16 time period was the result of an unintentional data entry error that occurred during a
17 conversion to a new software filing system, whereby the system, under its default assumption
18 that Registrant's March 31, 2013 filing had been for a two year period, did not generate a
19 March 31, 2014 notice filing.

20 6. On March 11, 2015, Respondent renewed its notice filing with the Administrator and
21 paid the \$600 filing fee.

22 II. CONCLUSIONS OF LAW

23 1. The shares of the Fund offered and sold by the Respondent were federal covered
24 securities under 15 U.S.C. 77r(b)(2) (1933 Act) and subject to the filing requirements of AS

1 45.55.075.

2 2. Respondent sold federal covered securities in the State of Alaska from April 1, 2014,
3 to March 10, 2015, without filing the required renewal of its notice filing and paying the
4 required filing fee in violation of AS 45.55.075.

5 3. Respondent is subject to a civil penalty under AS 45.55.920(c) for violations of the
6 Alaska Securities Act that were not knowing or intentional.

7 **III. ORDER**

8 Pursuant to AS 45.55.920(c), and on the basis of the Findings of Fact, Conclusions of
9 Law and Respondent's consent to the entry of this Order, the Administrator ORDERS
10 Respondent to:

- 11 1. Pay a civil penalty in the amount of one thousand dollars (\$1,000).
12 2. Comply with all provisions of the Alaska Securities Act, including associated
13 regulations.

14 **IT IS SO ORDERED.**

15 CHRIS HLADICK, Commissioner
16 Department of Commerce, Community
and Economic Development

17
18 June 1, 2015
Date

/s/ Kevin Anselm
Kevin Anselm, Director
Division of Banking and Securities

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21 Corporate Consent to Entry of Order

22 I, Steven J. Gray, state that I am the Vice President and Assistant Secretary of
23 Franklin Tax-Free Trust ("Respondent"); that I am authorized to act on its behalf; that I have
24 read the foregoing Order and that I know and fully understand the Order's contents; that

1 Respondent has been advised of the right to a hearing and expressly waives any right to a
2 hearing in this matter; that Respondent voluntarily and without any force or duress, consents
3 to the entry of this Order, without admitting or denying the allegations and conclusions stated
4 herein; that Respondent understands that the Administrator reserves the right to take further
5 actions to enforce this Order or to take appropriate action upon discovery of other violations
6 of the Alaska Securities Act; and that Respondent will fully comply with the terms and
7 conditions stated herein.

8 Respondent further assures the Administrator that Respondent and its members,
9 officers, employees and agents will only effect securities transactions in Alaska in full
10 compliance with the terms of this Order, the Alaska Securities Act (AS 45.55) and
11 regulations (3 AAC 08).

12 Respondent understands that this Order is a publicly disclosable document.

13 Franklin Tax-Free Trust
14 5/19/15 By: /s/ Steven Gray
15 Date
16 Name: Steven J. Gray
17 Title: Vice President and Assistant Secretary

18 **ACKNOWLEDGEMENT**

19 A notary public or other officer completing this certificate verifies only the identity of the
20 individual who signed the document to which this certificate is attached, and not the
21 truthfulness, accuracy, or validity of that document.

22 STATE OF California
23 COUNTY OF San Mateo

24 On May 19, 2015 before me Maria Celeste Vera Cruz Dela Rosa personally appeared Steven Gray who
proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the
within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized
capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of
which the person(s) acted, executed the instrument.

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I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing Paragraph is true and correct.

WITNESS my hand and official seal.

(NOTARY SEAL)

/s/ Maria Celeste Vera Cruz Dela Rosa

Maria Celeste Vera Cruz Dela Rosa, Notary Public

My commission expires: 06/16/2015

Contact Person:
David Newman
Securities Examiner
(907) 269-7678

