

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____
IRC Sections 354(a), 357(a), 358(a), 361(a), 361(c), 362(b), 368(a), 1032(a), 1223(1), and 1223(2)

18 Can any resulting loss be recognized? ▶ No loss can be recognized as a result of this event.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____
The above described organizational action is reportable in the tax year 2016.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here Signature ▶ Signed copy is maintained by the issuer Date ▶ _____

Paid Preparer Use Only	Print your name ▶	Preparer's signature	Title ▶	Check <input type="checkbox"/> if self-employed	PTIN
	Print/Type preparer's name		Date	Firm's EIN ▶	
	Firm's name ▶			Phone no.	
	Firm's address ▶				

Franklin Large Cap Equity Fund
 EIN: 25-1816823
 FYE: 2016
 Attachment to Form 8937

Attachment to Form 8937

Form 8937 Part II Line 15

Franklin Large Cap Equity Fund (Acquired Fund)				Franklin Growth Fund (Acquiring Fund)				Merger Ratio
Ticker	CUSIP	Class	NAV	Ticker	CUSIP	Class	NAV	
FLCAX	353533680	A	7.4271	FKGRX	353496508	A	71.85	0.10337
-	353533672	C	7.1735	FRGSX	353496888	C	66.69	0.10756
-	353533664	R	7.4066	FGSRX	353496730	R	71.59	0.10346
-	-	-	-	FIFRX	353496649	R6	71.91	-
FLCIX	353533870	Advisor	7.4823	FCGAX	353496839	Advisor	71.99	0.10394

NAVs shown are as of immediately prior to the merger.

Merger Ratio is the number of Acquiring Fund shares received per one Acquired Fund share surrendered.

Effect on Basis

Each shareholder has an aggregate basis in Franklin Growth Fund shares received in the merger equal to the aggregate basis of that shareholder's Franklin Large Cap Equity Fund shares surrendered in the merger.

The number of Franklin Growth Fund shares received for each share of Franklin Large Cap Equity Fund shares given up in the exchange is as follows:

- 0.10337 shares of Franklin Growth Fund Class A shares for one Franklin Large Cap Equity Fund Class A share;
- 0.10756 shares of Franklin Growth Fund Class C shares for one Franklin Large Cap Equity Fund Class C share;
- 0.10346 shares of Franklin Growth Fund Class R shares for one Franklin Large Cap Equity Fund Class R share;
- 0.10394 shares of Franklin Growth Fund Advisor Class shares for one Franklin Large Cap Equity Fund Advisor Class share.