

Franklin Strategic Series – Franklin Flex Cap Growth Fund

EIN: 94-3144448

FYE: 2016

Attachment to Form 8937

Attachment to Form 8937**Form 8937 Part II Line 15**

Franklin Strategic Series - Franklin Flex Cap Growth Fund (Acquired Fund)				Franklin Strategic Series - Franklin Growth Opportunities Fund (Acquiring Fund)				Merger Ratio
Ticker	CUSIP	Class	NAV	Ticker	CUSIP	Class	NAV	
FKCGX	35251D103	A	45.6060	FGRAX	354713687	A	32.19	1.41678
FCIIX	35251D202	C	36.6913	FKACX	354713711	C	28.08	1.30667
FRCGX	354713562	R	43.0997	FKARX	354713513	R	31.07	1.38718
FFCRX	354713372	R6	48.0444	FOPPX	354713356	R6	34.34	1.39908
FKCAX	354713463	Z	47.6093	FRAAX	354713729	Z	34.13	1.39494

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 Strategic Series - Franklin Growth Opportunities Fund shares received in the merger equal to the aggregate basis of that shareholder's Franklin Strategic Series - Franklin Flex Cap Growth Fund shares surrendered in the merger.

The number of Franklin Strategic Series - Franklin Growth Opportunities Fund shares received for each share of Franklin Strategic Series - Franklin Flex Cap Growth Fund shares given up in exchange is as follows:

- 1.41678 shares of Franklin Strategic Series - Franklin Growth Opportunities Fund Class A shares for one Franklin Strategic Series - Franklin Flex Cap Growth Fund Class A share
- 1.30667 shares of Franklin Strategic Series - Franklin Growth Opportunities Fund Class A shares for one Franklin Strategic Series - Franklin Flex Cap Growth Fund Class A share
- 1.38718 shares of Franklin Strategic Series - Franklin Growth Opportunities Fund Class A shares for one Franklin Strategic Series - Franklin Flex Cap Growth Fund Class A share
- 1.39908 shares of Franklin Strategic Series - Franklin Growth Opportunities Fund Class A shares for one Franklin Strategic Series - Franklin Flex Cap Growth Fund Class A share
- 1.39494 shares of Franklin Strategic Series - Franklin Growth Opportunities Fund Class A shares for one Franklin Strategic Series - Franklin Flex Cap Growth Fund Class A share