

AXIALL CORP/DE/  
Form SC 13D/A  
June 16, 2016

CUSIP  
NO. 05463D100  
Page 1 of 14

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

AXIALL CORPORATION  
(Name of Issuer)

Common Stock, \$0.01 par value  
(Title of Class of Securities)

05463D100  
(CUSIP Number)

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Maria Gray

Vice President and Secretary

Franklin Resources, Inc.

One Franklin Parkway

San Mateo, CA 94403 1906

800 632 2350

Authorized to (Name, Address and Telephone Number of Person  
Receive Notices and Communications)

June 10, 2016

(Date of Event Which Requires Filing of this  
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the

subject of this Schedule 13D, and is filing this schedule because of §§240.13d 1(e), 240.13d 1(f) or

240.13d 1(g), check the following box.[  ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule,

including all exhibits. See §240.13d 7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form

with respect to the subject class of securities, and for any subsequent amendment containing information

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which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the

purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities

of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes hereto).

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1. NAMES OF REPORTING PERSONS.

Franklin Resources, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. SOURCE OF FUNDS

See Item 3

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

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6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

(See Item 5)

8. SHARED VOTING POWER

(See Item 5)

9. SOLE DISPOSITIVE POWER

(See Item 5)

10. SHARED DISPOSITIVE POWER

(See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,285

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12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14. TYPE OF REPORTING PERSON

HC, CO (See Item 5)

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1. NAMES OF REPORTING PERSONS.

Charles B. Johnson

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. SOURCE OF FUNDS

See Item 3

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

(See Item 5)

8. SHARED VOTING POWER

(See Item 5)

9. SOLE DISPOSITIVE POWER

(See Item 5)

10. SHARED DISPOSITIVE POWER

(See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,285

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES



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CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14. TYPE OF REPORTING PERSON

HC,IN (See Item 5)

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1. NAMES OF REPORTING PERSONS.

Rupert H. Johnson, Jr.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. SOURCE OF FUNDS

See Item 3

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

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6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

(See Item 5)

8. SHARED VOTING POWER

(See Item 5)

9. SOLE DISPOSITIVE POWER

(See Item 5)

10. SHARED DISPOSITIVE POWER

(See Item 5)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,285

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12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14. TYPE OF REPORTING PERSON

HC, IN (See Item 5)

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1. NAMES OF REPORTING PERSONS.

Franklin Advisory Services, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2 (d) OR 2 (e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

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CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14. TYPE OF REPORTING PERSON

IA,00 (See Item 5)

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This Amendment No. 3 amends and supplements the Schedule 13D, as amended, originally filed by the reporting persons with the Securities and Exchange Commission (the "SEC") on May 26, 2015 (the "Original Schedule 13D"

together with, Amendment No. 1, Amendment No. 2, and this Amendment No. 3 collectively, the "Schedule 13D") and the information herein is provided and is correct as of June 10, 2016. Unless otherwise indicated, each

capitalized term used but not defined herein shall have the meaning assigned to such term in the Original Schedule 13D.

#### Item 1. Security and Issuer

This statement relates to the Common Stock, \$0.01 par value (the "Common Stock"), of AXIALL CORPORATION, a Delaware corporation (the "Issuer"), whose principal executive offices are located at 1000 Abernathy Road; Suite 1200, Atlanta, Georgia, 30328.

#### Item 2. Identity and Background

(a)-(c), (f) The persons filing this Statement and the citizenship of such filers are listed on the cover pages hereto. The directors and principal executive officers of Franklin Resources, Inc. ("FRI"), their present principal occupations, citizenship and business addresses, and the business addresses of the filers are listed on Exhibit A.

(d) During the last five years, none of the filers, and to the best knowledge of the filers, none of the persons listed on Exhibit A has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).



(e) During the last five years, none of the filers, and to the best knowledge of the filers, none of the persons listed on Exhibit A was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

The securities reported in this Schedule 13D may be deemed to be beneficially owned by one or more direct and indirect subsidiaries (each, an "Investment Management Subsidiary" and, collectively, the "Investment Management Subsidiaries") of Franklin Resources Inc. ("FRI") in their capacities as the investment advisers to various investment companies registered under Section 8 of the Investment Company Act of 1940 and other accounts (collectively, the "Clients"). Such securities were acquired with funds of approximately \$149 million (including brokerage commissions), all of which were provided from investment capital of the Clients.

Item 4. Purpose of Transaction

The Investment Management Subsidiaries acquired the Common Stock on behalf of the Clients for investment. The Investment Management Subsidiaries believed that the Issuer was significantly undervalued and its Board of Directors should be more aggressive in taking actions to increase stockholder value. See the Original Schedule 13D. On June 10, 2016 the Issuer announced that it entered into a definitive agreement with Westlake Chemical Corporation ("Westlake") and Lagoon Merger Sub., Inc., a wholly owned subsidiary of Westlake, under which Lagoon Merger Sub will merge with and into the Issuer, which will survive as a wholly owned subsidiary of Westlake, and each share of Common Stock generally will receive \$33.00 in cash. The Investment Management Subsidiaries, on behalf of the Clients, have sold almost all of their Common Stock in the Issuer.

The Investment Management Subsidiaries, on behalf of the Clients, may in the future acquire additional

shares of Common Stock or other securities of the Issuer in the open market, in privately negotiated purchases or otherwise, and may also, depending upon

then current circumstances, dispose of all or a portion of the Common Stock in one or more transactions. Additionally, the Investment Management Subsidiaries reserve the right on behalf of the Clients, to exercise any and all of their rights as stockholders of the Issuer and reserve the right from time to time to formulate plans or proposals regarding the Issuer or any of its securities, including without limitation to carry out any of the actions or transactions described in paragraphs (a) through (j) of the instructions to Item 4 of Schedule 13D, to the extent deemed advisable by the Investment Management Subsidiaries.

Item 5. Interest in Securities of the Issuer

(a-b) The Investment Management Subsidiaries listed in this Item 5 may be deemed to be the beneficial owners of these securities for purposes of Rule 13d-3 under the Exchange Act in their capacities as the investment advisers to the Clients. When an investment management contract (including a sub-advisory agreement) delegates to an Investment Management Subsidiary investment discretion or voting power over the securities held in the investment advisory accounts that are subject to that agreement, FRI treats the Investment Management Subsidiary as having sole investment discretion or voting authority, as the case may be, unless the agreement specifies otherwise. Accordingly, each Investment Management Subsidiary reports on Schedule 13D that it has sole investment discretion and voting authority over the securities covered by any such investment management agreement.

Beneficial ownership by FRI is being reported in conformity with the guidelines articulated by the SEC staff in Release No. 34 39538 (January 12, 1998) relating to organizations, such as FRI, where related entities exercise voting and investment powers over the securities being reported independently from each other. The voting and investment powers held by Franklin Mutual Advisers, LLC ("FMA"), an indirect wholly owned investment management subsidiary of FRI, are exercised independently from FRI and from all other investment management subsidiaries of FRI (FRI, its affiliates and the investment management subsidiaries other than FMA are, collectively, "FRI affiliates").

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Furthermore, internal policies and procedures of FMA and FRI establish informational barriers that prevent the flow between FMA and the FRI affiliates of information that relates to the voting and investment powers over the

securities owned by their respective investment management clients. Consequently, FMA and the FRI affiliates report the securities over which they hold investment and voting power separately from each other for purposes of

Section 13 of the Act.

Charles B. Johnson and Rupert H. Johnson, Jr. (the "Principal Shareholders") each own in excess of 10% of the outstanding Common Stock of FRI and are the principal stockholders of FRI. FRI and the Principal Shareholders may be deemed to be, for purposes of Rule 13d 3 under the Act, the beneficial owners of securities held by persons and entities for whom or for which FRI's subsidiaries provide investment management services. The number of shares that may be deemed to be beneficially owned and the percentage of the class of which such shares are a part are reported in Items 11 and 13 of the cover pages for FRI and each of the Principal Shareholders. FRI, the Principal Shareholders disclaim any pecuniary interest in any of the Common Stock. In addition, the filing of the Schedule 13D on behalf of the Principal Shareholders, FRI should not be construed as an admission that any of them is, and each disclaims that it is, the beneficial owner, as defined in Rule 13d 3, of any of the Common Stock.

FRI, the Principal Shareholders believe that they are not a "group" within the meaning of Rule 13d 5 under the Act and that they are not otherwise required to attribute to each other the beneficial ownership of the Common Stock held by any of them or by any persons or entities.

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The number of shares of Common Stock as to which each reporting person on this Schedule 13D and other Investment Management Subsidiaries has:

|       |   |       |
|-------|---|-------|
| (i)   | Sole power to vote or to direct the vote of the Common Stock:           |       |
|       | Franklin Resources, Inc.:   | 0     |
|       | Charles B. Johnson:   | 0     |
|       | Rupert H. Johnson, Jr.:   | 0     |
|       | Franklin Advisory Services, LLC   | 0     |
|       | Franklin Advisers, Inc.   | 0     |
|       | Fiduciary Trust Company International                                   | 1,285 |
| (ii)  | Shared power to vote or to direct the vote of the Common Stock:         | 0     |
| (iii) | Sole power to dispose or to direct the disposition of the Common Stock: |       |
|       | Franklin Resources, Inc.:   | 0     |
|       | Charles B. Johnson:   | 0     |
|       | Rupert H. Johnson, Jr.:   | 0     |
|       | Franklin Advisory Services, LLC   | 0     |
|       | Franklin Advisers, Inc.   | 0     |
|       | Fiduciary Trust Company International                                   | 1,285 |

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(iv) Shared power to dispose or to direct the disposition of 0 the Common Stock:

(c) Other than the transactions described in Exhibit D, none of the reporting persons nor, to the best of their knowledge, any of the persons listed in Exhibit A, have effected any transactions in the Common Stock during the past sixty days.

(d) No person other than the Clients is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock.

(e) Not applicable

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the

Issuer

Other than as disclosed above, no person named in Item 2, nor to the best of any such person's knowledge, no person listed in Exhibit A, has any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to any of the Issuer's securities, including, but not limited to, transfer or voting of any of the securities, finders' fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or giving or withholding proxies.

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Item 7. Material to Be Filed as Exhibits

Exhibit A: Principal Executive Officers and Directors of FRI

Exhibit B: Joint Filing Agreement, dated as of June 16, 2016

Exhibit C: Limited Powers of Attorney

Exhibit D: Transactions in the past 60 Days.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set

forth in this statement is true, complete and correct.

Dated: June 15, 2016

Franklin Resources, Inc.

Charles B. Johnson

Rupert H. Johnson, Jr.

Franklin Advisory Services, LLC

By: /s/MARIA GRAY

Maria Gray

Vice President and Secretary of Franklin Resources, Inc.

Attorney in Fact for Charles B. Johnson pursuant to a Limited Power of Attorney  
attached to this Schedule 13D

Attorney in Fact for Rupert H. Johnson, Jr. pursuant to a Limited Power of  
Attorney

attached to this Schedule 13D

Secretary of Franklin Advisory Services, LLC





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**EXHIBIT A**

**PRINCIPAL EXECUTIVE OFFICERS, DIRECTORS AND PRINCIPAL STOCKHOLDERS OF REPORTING PERSONS**

Except where otherwise noted, each of the individuals named below is a citizen of the

United States with a principal business address as indicated below.

| <b>Name</b>           | <b>Principal Occupation</b>  | <b>Residence or Business Address</b>  |
|-----------------------|--|---|
| Gregory E. Johnson    | Chairman of the Board, Chief Executive Officer, and a Director, FRI                          | Franklin Resources, Inc.<br>One Franklin Parkway<br>San Mateo, CA<br>94403-1906 |
| Rupert H. Johnson, Jr | Vice Chairman, a Director and a Principal Stockholder, FRI<br><br>Senior Vice President, FAS | Franklin Resources, Inc.<br>One Franklin Parkway<br>San Mateo, CA<br>94403-1906 |
| Vijay C. Advani       | Co-President, FRI  | Franklin Resources, Inc.<br>One Franklin Parkway<br>San Mateo, CA<br>94403-1906 |
| Jennifer M. Johnson   | Co-President, FRI  | Franklin Resources, Inc.<br>One Franklin Parkway<br>San Mateo, CA<br>94403-1906 |

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|                    |   |   |
|--------------------|---|---|
| Kenneth A. Lewis   | Executive Vice President and Chief Financial Officer, FRI     | Franklin Resources, Inc.<br>One Franklin Parkway<br>San Mateo, CA<br>94403-1906 |
| Craig S. Tyle      | Executive Vice President and General Counsel, FRI             | Franklin Resources, Inc.<br>One Franklin Parkway<br>San Mateo, CA<br>94403-1906 |
| Peter K. Barker    | Director, FRI; Retired  | Franklin Resources, Inc. One Franklin Parkway<br>San Mateo, CA<br>94403-1906    |
| Mariann Byerwalter | Director, FRI; Chairman of the Board, SRI International       | Franklin Resources, Inc. One Franklin Parkway<br>San Mateo, CA<br>94403-1906    |
| Charles E. Johnson | Director, FRI; Founder and Managing Member, Tano Capital, LLC | Franklin Resources, Inc.<br>One Franklin Parkway<br>San Mateo, CA<br>94403-1906 |
| Mark C. Pigott     | Director, FRI; Executive Chairman and Director, PACCAR Inc.   | Franklin Resources, Inc.<br>One Franklin Parkway<br>San Mateo, CA<br>94403-1906 |



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| <b>Name</b>        | <b>Principal Occupation</b>   | <b>Residence or Business Address</b>  |
|--------------------|---|---|
| Chutta Ratnathicam | Director, FRI; Retired  | Franklin Resources, Inc.<br>One Franklin Parkway<br>San Mateo, CA<br>94403-1906 |
| Laura Stein        | Director, FRI; Executive Vice President - General Counsel & Corporate Affairs, The Clorox Company | Franklin Resources, Inc.<br>One Franklin Parkway<br>San Mateo, CA<br>94403-1906 |
| Seth H. Waugh      | Director, FRI; Vice Chairman, Florida East Coast Industries, LLC                                  | Franklin Resources, Inc.<br>One Franklin Parkway<br>San Mateo, CA<br>94403-1906 |
| Geoffrey Y. Yang   | Director, FRI; Managing Director and Founding Partner, Redpoint Ventures                          | Franklin Resources, Inc.<br>One Franklin Parkway<br>San Mateo, CA<br>94403-1906 |
| Charles B. Johnson | Principal Stockholder, FRI  | Franklin Resources, Inc.<br>One Franklin Parkway<br>San Mateo, CA<br>94403-1906 |

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|                  |  |  |
|------------------|--|--|
| Donald G. Taylor | President and Chief Investment<br>Officer, FAS | Franklin Resources,<br>Inc.<br>One Franklin Parkway<br>San Mateo, CA<br>94403-1906 |
|------------------|--|--|

|                   |                               |  |
|-------------------|-------------------------------|--|
| Madison S. Gulley | Executive Vice President, FAS | Franklin Resources,<br>Inc.<br>One Franklin Parkway<br>San Mateo, CA<br>94403-1906 |
|-------------------|-------------------------------|--|

|                   |                            |  |
|-------------------|----------------------------|--|
| Bruce C. Baughman | Senior Vice President, FAS | Franklin Resources,<br>Inc.<br>One Franklin Parkway<br>San Mateo, CA<br>94403-1906 |
|-------------------|----------------------------|--|

FRI: Franklin Resources, Inc.  
  
One Franklin Parkway  
  
San Mateo, CA 94403 1906

FRI is primarily engaged, through various subsidiaries, in providing investment management to the open-end investment companies in the Franklin Group of Funds and the Templeton Family of Funds and to domestic and international managed and institutional accounts. FRI's principal line of business is providing investment management, administration, distribution and related services to the Franklin Templeton Funds, managed accounts and other investment products.

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**EXHIBIT B**

**JOINT FILING AGREEMENT**

In accordance with Rule 13d 1(k) under the Securities Exchange Act of 1934, as amended, the undersigned

hereby agree to the joint filing with each other of the attached statement on Schedule 13D and to all

amendments to such statement and that such statement and all amendments to such statement are made on

behalf of each of them.

IN WITNESS WHEREOF, the undersigned hereby execute this agreement as of June 15, 2016.

Franklin Resources, Inc.

Charles B. Johnson

Rupert H. Johnson, Jr.

Franklin Advisory Services, LLC

By: /s/MARIA GRAY

Maria Gray

Vice President and Secretary of Franklin Resources, Inc.

Attorney in Fact for Charles B. Johnson pursuant to a Limited Power of Attorney  
attached to this Schedule 13D

Attorney in Fact for Rupert H. Johnson, Jr. pursuant to a Limited Power of  
Attorney  
attached to this Schedule 13D

Secretary of Franklin Advisory Services, LLC

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05463D100  
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**EXHIBIT C**

LIMITED POWER OF ATTORNEY

FOR

SECTION 13 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes

and appoints each of Robert Rosselot and Maria Gray, each acting individually, as the

undersigned's true and lawful attorney in fact, with full power and authority as

hereinafter described on behalf of and in the name, place and stead of the

undersigned to:

(1) prepare, execute, acknowledge, deliver and file Schedules 13D and 13G

(including any amendments thereto or any related documentation) with the United

States Securities and Exchange Commission, any national securities exchanges and

Franklin Resources, Inc., a Delaware corporation (the "Reporting Entity"), as

considered necessary or advisable under Section 13 of the Securities Exchange Act of



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1934 and the rules and regulations promulgated thereunder, as amended from time to

time (the "Exchange Act"); and

(2) perform any and all other acts which in the discretion of such attorney in fact are necessary or desirable for and on behalf of the undersigned in

connection with the foregoing.

The undersigned acknowledges that:

(1) this Limited Power of Attorney authorizes, but does not require, each such

attorney in fact to act in their discretion on information provided to such attorney in fact without independent verification of such information;

(2) any documents prepared and/or executed by either such attorney in fact on

behalf of the undersigned pursuant to this Limited Power of Attorney will be in such

form and will contain such information and disclosure as such attorney in fact, in

his or her discretion, deems necessary or desirable;

(3) neither the Reporting Entity nor either of such attorneys in fact assumes (i)

any liability for the undersigned's responsibility to comply with the requirements of

the Exchange Act or (ii) any liability of the undersigned for any failure to comply

with such requirements; and

(4) this Limited Power of Attorney does not relieve the undersigned from

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responsibility for compliance with the undersigned's obligations under the Exchange

Act, including without limitation the reporting requirements under Section 13 of the

Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys in fact

full power and authority to do and perform all and every act and thing whatsoever

requisite, necessary or appropriate to be done in and about the foregoing matters as

fully to all intents and purposes as the undersigned might or could do if present,

hereby ratifying all that each such attorney in fact of, for and on behalf of the

undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of

Attorney.

This Limited Power of Attorney shall remain in full force and effect until revoked

by the undersigned in a signed writing delivered to each such attorney in fact.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be

executed as of this 30th day of April, 2007

/s/Charles B. Johnson

Signature

B. Johnson

Charles

Name

Print

---

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LIMITED POWER OF ATTORNEY

FOR

SECTION 13 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes

and appoints each of Robert Rosselot and Maria Gray, each acting individually, as the

undersigned's true and lawful attorney in fact, with full power and authority as

hereinafter described on behalf of and in the name, place and stead of the

undersigned to:

(1) prepare, execute, acknowledge, deliver and file Schedules 13D and 13G

(including any amendments thereto or any related documentation) with the United

States Securities and Exchange Commission, any national securities exchanges and

Franklin Resources, Inc., a Delaware corporation (the "Reporting Entity"), as

considered necessary or advisable under Section 13 of the Securities Exchange Act of

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1934 and the rules and regulations promulgated thereunder, as amended from time to

time (the "Exchange Act"); and

(2) perform any and all other acts which in the discretion of such attorney in fact are necessary or desirable for and on behalf of the undersigned in

connection with the foregoing.

The undersigned acknowledges that:

(1) this Limited Power of Attorney authorizes, but does not require, each such

attorney in fact to act in their discretion on information provided to such attorney in fact without independent verification of such information;

(2) any documents prepared and/or executed by either such attorney in fact on

behalf of the undersigned pursuant to this Limited Power of Attorney will be in such

form and will contain such information and disclosure as such attorney in fact, in

his or her discretion, deems necessary or desirable;

(3) neither the Reporting Entity nor either of such attorneys in fact assumes (i)

any liability for the undersigned's responsibility to comply with the requirements of

the Exchange Act or (ii) any liability of the undersigned for any failure to comply

with such requirements; and

(4) this Limited Power of Attorney does not relieve the undersigned from

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responsibility for compliance with the undersigned's obligations under the Exchange

Act, including without limitation the reporting requirements under Section 13 of the

Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys in fact

full power and authority to do and perform all and every act and thing whatsoever

requisite, necessary or appropriate to be done in and about the foregoing matters as

fully to all intents and purposes as the undersigned might or could do if present,

hereby ratifying all that each such attorney in fact of, for and on behalf of the

undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of

Attorney.

This Limited Power of Attorney shall remain in full force and effect until revoked

by the undersigned in a signed writing delivered to each such attorney in fact.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be

executed as of this 25th day of April, 2007

H. Johnson, Jr.

/s/ Rupert

Signature

Johnson, Jr.

Rupert H.

Print Name

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**EXHIBIT G**

**TRANSACTIONS IN THE PAST 60 DAYS**

Each of the transactions described below was a sale of Common Stock in the open market.

| <b>Date of Transaction</b> | <b>Number of Shares</b> | <b>Price per Share</b>   |
|----------------------------|-------------------------|--------------------------|
|                            |                         | <b>(in U.S. Dollars)</b> |
| 06/10/16                   | 500,000                 | 32.4024                  |
| 06/10/16                   | 500,000                 | 32.4500                  |
| 06/10/16                   | 314,096                 | 32.4517                  |
| 06/10/16                   | 500,000                 | 32.4600                  |
| 06/10/16                   | 500,000                 | 32.4680                  |
| 06/10/16                   | 500,000                 | 32.4714                  |
| 06/10/16                   | 500,000                 | 32.4723                  |