# FRANKLIN UNIVERSAL TRUST

Form N-Q January 26, 2007

FORM N-Q

QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number 811-05569

FRANKLIN UNIVERSAL TRUST

(Exact name of registrant as specified in charter)

ONE FRANKLIN PARKWAY, SAN MATEO, CA 94403-1906

(Address of principal executive offices) (Zip code)

CRAIG S. TYLE, ONE FRANKLIN PARKWAY, SAN MATEO, CA 94403-1906

(Name and address of agent for service)

Registrant's telephone number, including area code: 650 312-2000

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Date of fiscal year end: 8/31

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Date of reporting period: 11/30/06

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Item 1. Schedule of Investments.

Franklin Universal Trust

QUARTERLY STATEMENT OF INVESTMENTS

November 30, 2006

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[LOGO](R)
FRANKLIN TEMPLETON
INVESTMENTS

FRANKLIN o Templeton o Mutual Series

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Franklin Universal Trust

STATEMENT OF INVESTMENTS, NOVEMBER 30, 2006 (UNAUDITED)

	COUNTRY
LONG TERM INVESTMENTS 126.2% COMMON STOCKS 38.8% NON-ENERGY MINERALS 1.3% AngloGold Ashanti Ltd., ADR Barrick Gold Corp.	South Africa Canada
PRODUCER MANUFACTURING 0.0% a b Harvard Industries Inc	United States United States
UTILITIES 37.5% Alliant Energy Corp. Ameren Corp. American Electric Power Co. Inc. Atmos Energy Corp. CenterPoint Energy Inc. Constellation Energy Group Dominion Resources Inc. DTE Energy Co. Duke Energy Corp. Edison International Energy East Corp. Entergy Corp. Exelon Corp. FirstEnergy Corp. FirstEnergy Corp. FPL Group Inc. NiSource Inc. NSTAR Pinnacle West Capital Corp. Progress Energy Inc. Public Service Enterprise Group Inc. The Southern Co. TXU Corp.	United States

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Franklin Universal Trust

STATEMENT OF INVESTMENTS, NOVEMBER 30, 2006 (UNAUDITED) (CONTINUED)

COUNTRY

COUNTRY

LONG TERM INVESTMENTS (CONTINUED) CORPORATE BONDS (CONTINUED) COMMUNICATIONS 8.4% Dobson Cellular Systems Inc., senior secured note, 9.875%, United States 11/01/12 ..... Inmarsat Finance II PLC, senior note, zero cpn. to 11/15/08, Intelsat Bermuda Ltd., senior note, 8.25%, 1/15/13 ...... Bermuda Millicom International Cellular SA, senior note, 10.00%, 12/01/13 .... Luxembourg Qwest Communications International Inc., senior note, 7.50%, 2/15/14 ...... United States f Wind Acquisition Finance SA, senior note, 144A, 10.75%, 12/01/15 ..... Italv CONSUMER DURABLES 7.4% Ford Motor Credit Co., General Motors Corp., senior deb., 8.25%, 7/15/23 ...... United States Jostens IH Corp., senior sub. note, 7.625%, 10/01/12 ..... United States KB Home, senior note, 6.25%, 6/15/15 ..... United States United States 7.25%, 6/15/18 ..... United States Visant Holding Corp., senior note, 8.75%, 12/01/13 .....

William Lyon Homes Inc., senior note, 7.625%, 12/15/12 .....

United States

CONSUMER NON-DURABLES 4.1%	
Dole Foods Co., senior note, 7.25%, 6/15/10	United States
6/01/16	United States
7.00%, 8/01/11	United States
7.75%, 5/15/13	United States
Spectrum Brands Inc., senior sub. note, 7.375%, 2/01/15	United States
CONSUMER SERVICES 12.8%	
c,d,g Atherton Franchise Capital, 13.073%, 12/01/08	United States
Cablevision Systems Corp., senior note, B, 8.00%, 4/15/12	United States
CanWest Media Inc., senior sub. note, 8.00%, 9/15/12	Canada United States
DIRECTV Holdings LLC, senior note, 8.375%, 3/15/13	United States
EchoStar DBS Corp., senior note, 7.125%, 2/01/16	United States
Host Marriott LP, senior note, M, 7.00%, 8/15/12	United States
0, 6.375%, 3/15/15	
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STATEMENT OF INVESTMENTS, NOVEMBER 30, 2006 (UNAUDITED) (CONTINUED)	
STATEMENT OF INVESTMENTS, NOVEMBER 30, 2006 (UNAUDITED) (CONTINUED)	
	COUNTRY
	COUNTRY
LONG TERM INVESTMENTS (CONTINUED)	COUNTRY
LONG TERM INVESTMENTS (CONTINUED)  CORPORATE BONDS (CONTINUED)	COUNTRY
LONG TERM INVESTMENTS (CONTINUED)	COUNTRY
LONG TERM INVESTMENTS (CONTINUED)  CORPORATE BONDS (CONTINUED)  CONSUMER SERVICES (CONTINUED)  LIN Television Corp., senior sub. note, 6.50%, 5/15/13	COUNTRY  United States United States
LONG TERM INVESTMENTS (CONTINUED)  CORPORATE BONDS (CONTINUED)  CONSUMER SERVICES (CONTINUED)  LIN Television Corp., senior sub. note, 6.50%, 5/15/13  MGM MIRAGE Inc., senior note, 6.875%, 4/01/16  Quebecor Media Inc., senior note, 7.75%, 3/15/16	COUNTRY  United States United States Canada
LONG TERM INVESTMENTS (CONTINUED)  CORPORATE BONDS (CONTINUED)  CONSUMER SERVICES (CONTINUED)  LIN Television Corp., senior sub. note, 6.50%, 5/15/13	COUNTRY  United States United States
LONG TERM INVESTMENTS (CONTINUED)  CORPORATE BONDS (CONTINUED)  CONSUMER SERVICES (CONTINUED)  LIN Television Corp., senior sub. note, 6.50%, 5/15/13  MGM MIRAGE Inc., senior note, 6.875%, 4/01/16  Quebecor Media Inc., senior note, 7.75%, 3/15/16  Radio One Inc., senior sub. note, 6.375%, 2/15/13  Royal Caribbean Cruises Ltd., senior note, 8.00%, 5/15/10	United States United States United States Canada United States United States
LONG TERM INVESTMENTS (CONTINUED)  CORPORATE BONDS (CONTINUED)  CONSUMER SERVICES (CONTINUED)  LIN Television Corp., senior sub. note, 6.50%, 5/15/13  MGM MIRAGE Inc., senior note, 6.875%, 4/01/16  Quebecor Media Inc., senior note, 7.75%, 3/15/16  Radio One Inc., senior sub. note, 6.375%, 2/15/13  Royal Caribbean Cruises Ltd., senior note,  8.00%, 5/15/10  6.875%, 12/01/13	United States United States United States Canada United States
LONG TERM INVESTMENTS (CONTINUED)  CORPORATE BONDS (CONTINUED)  CONSUMER SERVICES (CONTINUED)  LIN Television Corp., senior sub. note, 6.50%, 5/15/13  MGM MIRAGE Inc., senior note, 6.875%, 4/01/16  Quebecor Media Inc., senior note, 7.75%, 3/15/16  Radio One Inc., senior sub. note, 6.375%, 2/15/13  Royal Caribbean Cruises Ltd., senior note, 8.00%, 5/15/10	United States United States United States Canada United States United States
LONG TERM INVESTMENTS (CONTINUED)  CORPORATE BONDS (CONTINUED)  CONSUMER SERVICES (CONTINUED)  LIN Television Corp., senior sub. note, 6.50%, 5/15/13  MGM MIRAGE Inc., senior note, 6.875%, 4/01/16  Quebecor Media Inc., senior note, 7.75%, 3/15/16  Radio One Inc., senior sub. note, 6.375%, 2/15/13  Royal Caribbean Cruises Ltd., senior note, 8.00%, 5/15/10 6.875%, 12/01/13  Station Casinos Inc., senior note, 6.00%, 4/01/12 senior sub. note, 6.50%, 2/01/14	United States United States United States Canada United States United States United States United States United States
LONG TERM INVESTMENTS (CONTINUED)  CORPORATE BONDS (CONTINUED)  CONSUMER SERVICES (CONTINUED)  LIN Television Corp., senior sub. note, 6.50%, 5/15/13  MGM MIRAGE Inc., senior note, 6.875%, 4/01/16  Quebecor Media Inc., senior note, 7.75%, 3/15/16  Radio One Inc., senior sub. note, 6.375%, 2/15/13  Royal Caribbean Cruises Ltd., senior note,  8.00%, 5/15/10  6.875%, 12/01/13  Station Casinos Inc., senior note, 6.00%, 4/01/12	United States United States Canada United States United States United States United States United States
LONG TERM INVESTMENTS (CONTINUED)  CORPORATE BONDS (CONTINUED)  CONSUMER SERVICES (CONTINUED)  LIN Television Corp., senior sub. note, 6.50%, 5/15/13  MGM MIRAGE Inc., senior note, 6.875%, 4/01/16  Quebecor Media Inc., senior note, 7.75%, 3/15/16  Radio One Inc., senior sub. note, 6.375%, 2/15/13  Royal Caribbean Cruises Ltd., senior note, 8.00%, 5/15/10 6.875%, 12/01/13  Station Casinos Inc., senior note, 6.00%, 4/01/12 senior sub. note, 6.50%, 2/01/14 senior sub. note, 6.875%, 3/01/16	United States United States United States Canada United States United States United States United States United States
LONG TERM INVESTMENTS (CONTINUED) CORPORATE BONDS (CONTINUED) CONSUMER SERVICES (CONTINUED) LIN Television Corp., senior sub. note, 6.50%, 5/15/13 MGM MTRAGE Inc., senior note, 6.875%, 4/01/16 Quebecor Media Inc., senior note, 7.75%, 3/15/16 Radio One Inc., senior sub. note, 6.375%, 2/15/13 Royal Caribbean Cruises Ltd., senior note, 8.00%, 5/15/10 6.875%, 12/01/13 Station Casinos Inc., senior note, 6.00%, 4/01/12 senior sub. note, 6.50%, 2/01/14 senior sub. note, 6.875%, 3/01/16	United States United States United States Canada United States
LONG TERM INVESTMENTS (CONTINUED) CORPORATE BONDS (CONTINUED) CONSUMER SERVICES (CONTINUED) LIN Television Corp., senior sub. note, 6.50%, 5/15/13 MGM MIRAGE Inc., senior note, 6.875%, 4/01/16 Quebecor Media Inc., senior note, 7.75%, 3/15/16 Radio One Inc., senior sub. note, 6.375%, 2/15/13 Royal Caribbean Cruises Ltd., senior note, 8.00%, 5/15/10 6.875%, 12/01/13 Station Casinos Inc., senior note, 6.00%, 4/01/12 senior sub. note, 6.50%, 2/01/14 senior sub. note, 6.575%, 3/01/16  ELECTRONIC TECHNOLOGY 6.8% f Bombardier Inc., senior note, 144A, 8.00%, 11/15/14 DRS Technologies Inc., senior sub. note, 7.625%, 2/01/18	United States United States United States Canada United States United States United States United States United States
LONG TERM INVESTMENTS (CONTINUED) CORPORATE BONDS (CONTINUED) CONSUMER SERVICES (CONTINUED) LIN Television Corp., senior sub. note, 6.50%, 5/15/13 MGM MIRAGE Inc., senior note, 6.875%, 4/01/16 Quebecor Media Inc., senior note, 7.75%, 3/15/16 Radio One Inc., senior sub. note, 6.375%, 2/15/13 Royal Caribbean Cruises Ltd., senior note, 8.00%, 5/15/10 6.875%, 12/01/13 Station Casinos Inc., senior note, 6.00%, 4/01/12 senior sub. note, 6.50%, 2/01/14 senior sub. note, 6.875%, 3/01/16  ELECTRONIC TECHNOLOGY 6.8% f Bombardier Inc., senior note, 144A, 8.00%, 11/15/14	United States United States United States Canada United States

f NXP BV, 144A, 7.875%, 10/15/14	Netherlands	
6.75%, 3/01/13	United States United States United States	
ENERGY MINERALS 4.6%	II. 't a d. Ot a t a a	
Chesapeake Energy Corp., senior note, 6.25%, 1/15/18	United States United States	
Massey Energy Co., senior note, 6.875%, 12/15/13	United States	
Pogo Producing Co., senior sub. note,		
f 144A, 7.875%, 5/01/13	United States United States	
0.0/3%, 10/01/1/	United States	
HEALTH SERVICES 5.6%		
DaVita Inc., senior sub. note, 7.25%, 3/15/15	United States	
senior note, 6.50%, 2/15/16	United States	
f senior secured note, 144A, 9.125%, 11/15/14	United States	
Tenet Healthcare Corp., senior note, 7.375%, 2/01/13	United States	
10/01/14	United States	
INDUSTRIAL SERVICES 3.5%		
Allied Waste North America Inc., senior secured note, 6.50%, 11/15/10	United States	
Copano Energy LLC, senior note, 8.125%, 3/01/16	United States	
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Franklin Universal Trust		
STATEMENT OF INVESTMENTS, NOVEMBER 30, 2006 (UNAUDITED) (CONTINUED)		
	COUNTRY	
LONG TERM INVESTMENTS (CONTINUED)  CORPORATE BONDS (CONTINUED)		
INDUSTRIAL SERVICES (CONTINUED)		
Hanover Equipment Trust 01, senior secured note, B, 8.75%,		
9/01/11		
Markwest Energy Partners LP, senior note, 6.875%, 11/01/14	United States	
NON-ENERGY MINERALS 0.8%		
f Novelis Inc., senior note, 144A, 7.25%, 2/15/15	Canada	

Abitibi-Consolidated Co. of Canada, senior note, 8.375%, 4/01/15  BCP Crystal Holdings Corp., senior sub. note, 9.625%, 6/15/14  Buckeye Technologies Inc., senior sub. note, 8.00%, 10/15/10  Crown Americas Inc., senior note, 7.75%, 11/15/15  f Huntsman International LLC, senior note, 144A, 7.875%, 11/15/14  JSG Funding PLC, senior sub. note, 7.75%, 4/01/15  Lyondell Chemical Co., senior note, 8.00%, 9/15/14  Nalco Co., senior sub. note, 8.875%, 11/15/13  Owens-Brockway Glass Container Inc., senior note, 6.75%, 12/01/14  Rhodia SA, senior note, 10.25%, 6/01/10  f Verso Paper Holdings LLC, senior secured note, 144A, 9.125%, 8/01/14	Canada United States United States United States United States Ireland United States
PRODUCER MANUFACTURING 3.4%  Case New Holland Inc., senior note, 9.25%, 8/01/11	United States United States United States United States
RETAIL TRADE 2.6% GSC Holdings Corp., senior note, 8.00%, 10/01/12	United States United States
TECHNOLOGY SERVICES 1.5% d,g PSINet Inc.,     10.50%, 12/01/06	United States United States United States United States
TRANSPORTATION 0.6%  Great Lakes Dredge & Dock Co., senior sub. note, 7.75%, 12/15/13	United States
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Franklin Universal Trust	
STATEMENT OF INVESTMENTS, NOVEMBER 30, 2006 (UNAUDITED) (CONTINUED)	
	COUNTRY

LONG TERM INVESTMENTS (CONTINUED)
CORPORATE BONDS (CONTINUED)

UTILITIES 5.3%		
Aquila Inc., senior note, 14.875%, 7/01/12  Dynegy Holdings Inc., senior note, 8.75%, 2/15/12		d States
Midwest Generation LLC, senior secured note, 8.75%, 5 NRG Energy Inc., senior note, 7.375%,		d States
2/01/16		d States d States
TOTAL CORPORATE BONDS (COST \$172,056,938)		
FOREIGN GOVERNMENT AND AGENCY SECURITIES 2.1% GOVERNMENT BONDS 2.1%		
Eskom, E168, 11.00%, 6/01/08		Africa xico
TOTAL FOREIGN GOVERNMENT AND AGENCY SECURITIES (COST \$3,514,405)		
TOTAL LONG TERM INVESTMENTS (COST \$227,696,454)		
SHORT TERM INVESTMENT (COST \$2,093,138) 1.0% MONEY MARKET FUND 1.0%		
i Franklin Institutional Fiduciary Trust Money Market P	Portfolio, 4.97% United	d States
TOTAL INVESTMENTS (COST \$229,789,592) 127.2%  NOTES PAYABLE (27.2)%		
NET ASSETS 100.0%		
DENCY ABBDEVIATIONS		

CURRENCY ABBREVIATIONS ZAR - South African Rand

SELECTED PORTFOLIO ABBREVIATIONS ADR - American Depository Receipt

- a Rounds to less than 0.1% of net assets.
- b Non-income producing for the twelve months ended November 30, 2006.
- c See Note 2 regarding restricted securities.
- d Security has been deemed illiquid because it may not be able to be sold within seven days. At November 30, 2006, the aggregate value of these securities was \$29,259, representing 0.01% of net assets.
- e The principal amount is stated in U.S. dollars unless otherwise indicated.
- f Security was purchased pursuant to Rule 144A under the Securities Act of 1933 and may be sold in transactions exempt from registration only to qualified institutional buyers or in a public offering registered under the Securities Act of 1933. These securities have been deemed liquid under guidelines approved by the Fund's Board of Trustees. At November 30, 2006, the aggregate value of these securities was \$26,001,040, representing 12.87% of net assets.

- g Defaulted security.
- h Security purchased on a delayed delivery basis.
- i The Franklin Institutional Fiduciary Trust Money Market Portfolio is managed by the Fund's investment manager. The rate shown is the annualized seven-day yield at period end.

Quarterly Statement of Investments | See Notes to Statement of Investments. | 7

Franklin Universal Trust

NOTES TO STATEMENT OF INVESTMENTS (UNAUDITED)

Franklin Universal Trust (the Fund) is registered under the Investment Company Act of 1940, as amended, as a diversified, closed-end investment company.

#### 1. INCOME TAXES

At November 30, 2006, the cost of investments and net unrealized appreciation (depreciation) for income tax purposes were as follows:

Cost of investments	\$ 229,996,714
	=========
Unrealized appreciation	
Net unrealized appreciation (depreciation)	\$ 27,002,752

#### 2. RESTRICTED SECURITIES

At November 30, 2006, the Fund held investments in restricted securities, excluding 144A securities deemed to be liquid, valued in accordance with procedures approved by the Fund's Board of Trustees as reflecting fair value, as follows:

PRINCIPAL AMOUNT/ SHARES	ISSUER	ACQUISITION DATE	. <b>_</b>	COS
721,603	Atherton Franchise Capital, 13.073%,			
	12/01/08	4/28/94	\$	721
181,875	VS Holdings Inc	12/06/01		181
	TOTAL RESTRICTED SECURITIES (0.01% of Net Assets)			

For information on the Fund's policy regarding valuation of investments and other significant accounting policies, please refer to the Fund's most recent semiannual or annual shareholder report.

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Item 2. Controls and Procedures.

(a) EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES. The Registrant maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Registrant's filings under the Securities Exchange Act of 1934 and the Investment Company Act of 1940 is recorded, processed, summarized and reported within the periods specified in the rules and forms of the Securities and Exchange Commission. Such information is accumulated and communicated to the Registrant's management, including its principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. The Registrant's management, including the principal executive officer and the principal financial officer, recognizes that any set of controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

Within 90 days prior to the filing date of this Quarterly Schedule of Portfolio Holdings on Form N-Q, the Registrant had carried out an evaluation, under the supervision and with the participation of the Registrant's management, including the Registrant's principal executive officer and the Registrant's principal financial officer, of the effectiveness of the design and operation of the Registrant's disclosure controls and procedures. Based on such evaluation, the Registrant's principal executive officer and principal financial officer concluded that the Registrant's disclosure controls and procedures are effective.

(b) CHANGES IN INTERNAL CONTROLS. There have been no significant changes in the Registrant's internal controls or in other factors that could significantly affect the internal controls subsequent to the date of their evaluation in connection with the preparation of this Quarterly Schedule of Portfolio Holdings on Form N-Q.

Item 3. Exhibits.

(A) Certification pursuant to Section 30a-2 under the Investment Company Act of 1940 of Jimmy D. Gambill, Chief Executive Officer - Finance and Administration, and Galen G. Vetter, Chief Financial Officer.

#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FRANKILN UNIVERSAL TRUST

By /S/JIMMY D. GAMBILL

Jimmy D. Gambill

Chief Executive Officer - Finance and Administration Date January 25, 2007

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By /S/JIMMY D. GAMBILL

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Jimmy D. Gambill

Chief Executive Officer - Finance and Administration

Date January 25, 2007

By /S/GALEN G. VETTER

Galen G. Vetter

Chief Financial Officer

Date January 25, 2007

#### Exhibit A

- I, Jimmy D. Gambill, certify that:
  - 1. I have reviewed this report on Form N-Q of FRANKLIN UNIVERSAL TRUST;
- 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3. Based on my knowledge, the schedules of investments included in this report fairly present in all material respects the investments of the registrant as of the end of the fiscal quarter for which the report is filed;
- 4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940) and internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940) for the registrant and have:
- (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
- (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
- (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of a date within 90 days prior to the filing date of this report, based on such evaluation; and
- (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to

materially affect, the registrant's internal control over financial reporting; and

- 5. The registrant's other certifying officer(s) and I have disclosed to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

January 25, 2007

/S/JIMMY D. GAMBILL Jimmy D. Gambill Chief Executive Officer - Finance and Administration

### I, Galen G. Vetter, certify that:

- 1. I have reviewed this report on Form N-Q of FRANKLIN UNIVERSAL TRUST;
- 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3. Based on my knowledge, the schedules of investments included in this report fairly present in all material respects the investments of the registrant as of the end of the fiscal quarter for which the report is filed;
- 4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940) and internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940) for the registrant and have:
- (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
- (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

- (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of a date within 90 days prior to the filing date of this report, based on such evaluation; and
- (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5. The registrant's other certifying officer(s) and I have disclosed to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

January 25, 2007

/S/GALEN G. VETTER
Galen G. Vetter
Chief Financial Officer