Karyopharm Therapeutics Inc. Form SC 13G/A February 09, 2015

CUSIP NO. 48576U106 Page 1 of 14 13G

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

KARYOPHARM THERAPEUTICS INC.

(Name of Issuer)

Common Stock, \$0.0001 par value
(Title of Class of Securities)

48576U106

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- [X] Rule 13d 1(b)
- [ ] Rule 13d 1(c)
- [ ] Rule 13d 1(d)

\*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 which would alter the disclosures provided in

a prior cover page.

The information required in 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  $\mbox{\it Act}$  but shall be subject to

all other provisions of the Act (however, see the Notes).

CUSI Page 2	P NO. 48576U106 of 14	13G
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.	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NU	MBER OF SHARES BENEFICIALLY OWNED BY EACH	REPORTING PERSON WITH:

5. SOLE VOTING POWER

	(See Item 4)
6.	SHARED VOTING POWER
	(See Item 4)
7.	SOLE DISPOSITIVE POWER
	(See Item 4)
8.	SHARED DISPOSITIVE POWER
	(See Item 4)
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	4,652,759
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES [ ]
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	14.2%

12. TYPE OF REPORTING PERSON

HC, CO (See Item 4)

USIP N 3 of	O. 48576U106 14	13G
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.	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
NUMBE	R OF SHARES BENEFICIALLY OWNED BY EACH	REPORTING PERSON WITH:

5. SOLE VOTING POWER

	(See Item 4)
6.	SHARED VOTING POWER
	(See Item 4)
7.	SOLE DISPOSITIVE POWER
	(See Item 4)
8.	SHARED DISPOSITIVE POWER
	(See Item 4)
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	4,652,759
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES [ ]
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	14.2%

12. TYPE OF REPORTING PERSON

HC, IN (See Item 4)

13G

CUSIP NO. 48576U106

5. SOLE VOTING POWER

Page	4 c	f 14
	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.	CITIZENSHIP OR PLACE OF ORGANIZATION
		USA
	NUM	BER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

6. SHARED VOTING POWER  (See Item 4)  7. SOLE DISPOSITIVE POWER  (See Item 4)  8. SHARED DISPOSITIVE POWER  (See Item 4)  9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  4,652,759  10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES [ ]  11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  14.2%		(See Item 4)
7. SOLE DISPOSITIVE POWER  (See Item 4)  8. SHARED DISPOSITIVE POWER  (See Item 4)  9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  4,652,759  10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES [ ]  11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	6.	SHARED VOTING POWER
(See Item 4)  8. SHARED DISPOSITIVE POWER  (See Item 4)  9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  4,652,759  10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES []  11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		(See Item 4)
8. SHARED DISPOSITIVE POWER  (See Item 4)  9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  4,652,759  10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES []  11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	7.	SOLE DISPOSITIVE POWER
(See Item 4)  9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  4,652,759  10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES []  11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		(See Item 4)
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,652,759  10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES [ ]  11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	8.	SHARED DISPOSITIVE POWER
4,652,759  10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES [ ]  11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		(See Item 4)
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES [ ]  11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
CERTAIN SHARES [ ]  11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		4,652,759
	10.	
14.2%	11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
		14.2%

12. TYPE OF REPORTING PERSON

HC, IN (See Item 4)

JSIP N 5 of	O. 48576U106 14	13G
1.	NAMES OF REPORTING PERSONS.	
	Franklin Advisers, Inc.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER	OF A GROUP
	(a)	
	(b) X	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION	
	California	
NUMBE	R OF SHARES BENEFICIALLY OWNED BY EACH	REPORTING PERSON WITH:

5. SOLE VOTING POWER

4,542,486 6. SHARED VOTING POWER 0 7. SOLE DISPOSITIVE POWER 4,573,386 8. SHARED DISPOSITIVE POWER 0 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,573,386 10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ] 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12. TYPE OF REPORTING PERSON

14.0%

IA, CO (See Item 4)

13G

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Item 1.
(a) Name of Issuer
     KARYOPHARM THERAPEUTICS INC.
(b) Address of Issuer's Principal Executive Offices
      85 Wells Avenue
      2<sup>nd</sup> Floor
      Newton, MA 02459
Item 2.
(a) Name of Person Filing
     (i): Franklin Resources, Inc.
     (ii): Charles B. Johnson
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CUSIP NO. 48576U106

Page 6 of 14

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(iii): Rupert H. Johnson, Jr.
     (iv): Franklin Advisers, Inc.
    Address of Principal Business Office or, if none, Residence
(b)
     (i), (ii), and (iii):
          One Franklin Parkway
          San Mateo, CA 94403 1906
    (iv): One Franklin Parkway
          San Mateo, CA 94403 1906
(C)
   Citizenship
     (i): Delaware
     (ii) and (iii): USA
     (iv): California
(d)
   Title of Class of Securities
     Common Stock, $0.0001 par value
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(e) CUSIP Number

48576U106

CUSIP No Page 7 of	O. 48576 14	5U106		13G	
Item 3 or (c),	. If thi	s statement is i	filed pursuant	to \$\$240.13d 1(b)	or 240.13d 2(b)
	check	whether the pers	on filing is a:	:	
U.S.C. 780		Broker or deale	r registered ur	nder section 15 of	the Act (15
78c).	(b) [ ]	Bank as defined	in section 3(a	a)(6) of the Act (	15 U.S.C.
(15 U.S.C.		Insurance compa	ny as defined :	in section 3(a)(19	) of the Act
		78c).			
Investment		-	any registered	under section 8 o	f the
		Act of 1940 (15	U.S.C 80a 8).		
\$240.13d 1		An investment a	dviser in acco	rdance with	
	(f) [ ]	An employee ben	efit plan or er	ndowment fund in a	ccordance with
		\$240.13d 1(b)(1)	(ii)(F);		

(g) [X] A parent holding company or control person in accordance with
§240.13d 1(b)(1)(ii)(G);
(h) [ ] A savings associations as defined in Section 3(b) of the Federal Deposit
Insurance Act (12 U.S.C. 1813);
(i) [ ] A church plan that is excluded from the definition of an investment
company under section 3(c)(14) of the Investment Company Act of 1940 (15
U.S.C. 80a 3);
(j) [ ] A non U.S. institution in accordance with §240.13d 1(b)(ii)(J
(k) [ ] Group, in accordance with \$240.13d 1(b)(1)(ii)(K).
If filing as a non U.S. institution in accordance with $\$240.13d\ 1(b)(1)(ii)(J)$ .
please specify the type of institution:
Item 4. Ownership
The securities reported herein are beneficially owned by one or more open or
closed end investment companies or other managed accounts that are investment

;

management clients of investment managers that are direct and indirect subsidiaries

(each, an "Investment Management Subsidiary" and, collectively, the "Investment

Management Subsidiaries") of Franklin Resources Inc. ("FRI"), including the Investment

Management Subsidiaries listed in this Item 4. 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 13G that it has sole investment discretion

and voting authority over the securities covered by any such investment management

agreement, unless otherwise noted in this Item 4. As a result, for purposes of Rule

 $13d\ 3$  under the Act, the Investment Management Subsidiaries listed in this Item 4 may

be deemed to be the beneficial owners of the securities reported in this Schedule 13G.

Beneficial ownership by Investment Management Subsidiaries and other FRI affiliates is

being reported in conformity with the guidelines articulated by the SEC staff in  $\ensuremath{\mathsf{SEC}}$ 

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, are exercised independently from FRI and from all other  $\ensuremath{\operatorname{Investment}}$ 

Management Subsidiaries (FRI, its affiliates and the Investment Management

CUSIP NO. 48576U106 Page 8 of 14 13G

Subsidiaries other than FMA are collectively, "FRI affiliates"). Furthermore, internal

policies and procedures of FMA and FRI establish informational barriers that prevent  $\ensuremath{\mathsf{E}}$ 

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 management

clients. Consequently, FMA and 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 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

9 and 11 of the cover pages for FRI and each of the Principal Shareholders. FRI, the

Principal Shareholders and each of the Investment Management Subsidiaries disclaim any

pecuniary interest in any of the such securities. In addition, the filing of this

Schedule 13G on behalf of the Principal Shareholders, FRI and the FRI affiliates, as  $\frac{1}{2}$ 

applicable, should not be construed as an admission that any of them is, and each of

them disclaims that it is, the beneficial owner, as defined in Rule  $13d\ 3$ , of any of

the securities reported in this Schedule 13G.

FRI, the Principal Shareholders, and each of the Investment Management Subsidiaries

believe that they are not a "group" within the meaning of Rule 13d 5 under the  $\mbox{Act}$  and

that they are not otherwise required to attribute to each other the beneficial

ownership of the securities held by any of them or by any persons or entities for whom

or for which the Investment Management Subsidiaries provide investment management

services.

(a) Amount beneficially owned:

4,652,759

(b) Pe	ercent of class:
14	.2%
(c) N	umber of shares as to which the person has:
(i)	Sole power to vote or to direct the vote
Inc.:	Franklin Resources,
Johnson:	Charles B. 0
Jr.:	Rupert H. Johnson, 0
<u>[1]</u> .:	Franklin Templeton Portfolio Advisors, Inc 63,227
International:	Fiduciary Trust Company 15,000
4,542,486	Franklin Advisers, Inc.:
Ltd.:	Franklin Templeton Investments (Asia) 1,146
(ii)	Shared power to vote or to direct the vote

CUSIP NO. 48576U106 13G Page 9 of 14 (iii) Sole power to dispose or to direct the disposition of Franklin Resources, 0 Inc.: Charles B. Johnson: 0 Rupert H. Johnson, Jr.: 0 Franklin Advisers, Inc.: 4,573,386 Franklin Templeton Portfolio Advisors, 63,227 Inc.: Fiduciary Trust Company 15,000 International: Franklin Templeton Investments (Asia)

1,146

Ltd.:

(iv) Shared power to dispose or to direct the disposition of

0

#### Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date

hereof the reporting person has ceased to be the beneficial owner of more

than five percent of the class of securities, check the following

[].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

The clients of the Investment Management Subsidiaries, including investment

companies registered under the Investment Company Act of 1940 and other

managed accounts, have the right to receive or power to direct the receipt of

dividends from, and the proceeds from the sale of, the securities reported

herein.

Item 7. Identification and Classification of the Subsidiary Which Acquired the  $\ensuremath{\mathsf{A}}$ 

Security Being Reported on By the Parent Holding Company

See Attached Exhibit C

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

CUSIP NO. 48576U106 Page 10 of 14 13G

Item 10. Certification

By signing below I certify that, to the best of  $my\ knowledge\ and\ belief,$  the

securities referred to above were acquired and are held in the ordinary course of

business and were not acquired and are not held for the purpose of or with the effect

of changing or influencing the control of the issuer of the securities and were not

acquired and are not held in connection with or as a participant in any transaction

having that purpose or effect.

This report shall not be construed as an admission by the persons filing the report

that they are the beneficial owner of any securities covered by this report.

Exhibits.

Exhibit A Joint Filing Agreement

Exhibit B Limited Powers of Attorney for Section 13 Reporting Obligations

Exhibit C Item 7 Identification and Classification of Subsidiaries

#### 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: February 2, 2015

Franklin Resources, Inc.

Charles B. Johnson

Rupert H. Johnson, Jr.

Franklin Advisers, Inc.

By: /s/MARIA GRAY

Maria Gray

Vice President and Secretary of Franklin Resources, Inc.

Attorney in Fact for Charles B. Johnson pursuant to Power of Attorney

attached to this Schedule 13G

## Attorney

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

attached to this Schedule 13G

Secretary of Franklin Advisers, Inc.

CUSIP NO. 48576U106 13G Page 11 of 14 EXHIBIT A 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 13G 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 have executed this agreement on February 2, 2015. Franklin Resources, Inc. Charles B. Johnson Rupert H. Johnson, Jr.

Franklin Advisers, Inc.

#### By: /s/MARIA GRAY

Maria Gray

Vice President and Secretary of Franklin Resources, Inc.

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

### Attorney

Attorney in Fact for Rupert H. Johnson,  $\operatorname{Jr.}$  pursuant to Power of

attached to this Schedule 13G

Secretary of Franklin Advisers, Inc.

CUSIP NO. 48576U106 Page 12 of 14 13G

EXHIBIT B

#### 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  $\frac{1}{2}$ 

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  ${\tt United}$  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 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  $\mbox{undersigned}$  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

responsibility for compliance with the undersigned's obligations under the  $\ensuremath{\mathsf{Exchange}}$ 

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 \_\_\_\_\_ day of \_\_\_\_\_ April \_\_\_\_ , 2007

/s/Charles B.

Johnson

Signature

Charles B. Johnson

Print Name

CUSIP NO. 48576U106 Page 13 of 14 13G

#### 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  $% \left( 1\right) =\left( 1\right) +\left( 1\right$ 

individually, as the undersigned's true and lawful attorney in fact, with full power  $% \left( 1\right) =\left( 1\right) \left( 1\right) +\left( 1\right) \left( 1\right) \left( 1\right) +\left( 1\right) \left( 1\right) \left$ 

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  $\mbox{\it Act}$  of

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,  $\ensuremath{\mathsf{a}}$ 

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

responsibility for compliance with the undersigned's obligations under the  $\ensuremath{\mathsf{Exchange}}$ 

Act, including without limitation the reporting requirements under Section  $13\ \mathrm{of}\ \mathrm{the}$ 

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  $% \left( 1\right) =\left( 1\right) +\left( 1\right)$ 

executed as of this 25th day of April , 2007

/s/ Rupert H. Johnson,

<u>Jr.</u>

Signature

Rupert H. Johnson, Jr.

Print Name

CUSIP NO. 48576U106 Page 14 of 14		13G	
EXHIBIT C			
Franklin Advisers, Classification: 3(e)	Inc.		Item 3
Franklin Templeton Classification: 3(e)	Investments (Asia) Ltd.		Item 3
Franklin Templeton Classification: 3(e)	Portfolio Advisors, Inc.		Item 3
Fiduciary Trust Com Classification: 3(b)	mpany International		Item 3

#### Footnote to Schedule 13G

[1] Franklin Templeton Portfolio Advisors, Inc. ("FTPA") may beneficially own these

securities pursuant to various separately managed account investment management

arrangements. Under these arrangements, underlying clients may, from time to time,

delegate to FTPA the power to vote such securities, in which case FTPA has sole voting

power. To the extent that the underlying client retains voting power over any

securities, FTPA disclaims any power to vote or direct the vote of such securities.