

FRANKLIN CAPITAL CORP  
 Form N-23C-1  
 March 08, 2001

(Do not use this space)

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

FORM N-23C-1

STATEMENT BY REGISTERED CLOSED-END  
 INVESTMENT COMPANY WITH RESPECT TO PURCHASES OF ITS OWN  
 SECURITIES PURSUANT TO RULE N-23C-1 DURING THE LAST CALENDAR MONTH

(See rules and instructions on back of this form. If acknowledgment is  
 desired, file this form with the Commission in triplicate.)

REPORT FOR CALENDAR MONTH ENDING February 28, 2001  
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Franklin Capital Corporation

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 (Name of registered closed-end investment company)  
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| Date of<br>Each<br>Transaction | Identification<br>of Security                      | Number of<br>Shares<br>Purchased | Price<br>Per<br>Share | Approximate<br>Asset<br>Value or<br>Approximate<br>Asset Coverage<br>Per Share<br>at Time<br>of Purchase | Name of Seller<br>or of<br>Seller's Broker |
|--------------------------------|--|----------------------------------|-----------------------|--|--|
| February<br>23, 2001           | Franklin<br>Capital<br>Corporation<br>Common Stock | 400                              | \$6.12                | \$5.04   | First New York<br>Securities Corp.         |

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REMARKS:

Franklin Capital Corporation  
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Name of Registrant

By /s/ Hiram Lazar  
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(Name)

Date of Statement: March 7, 2001  
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Chief Financial Officer  
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(Title)

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION  
CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM  
DISPLAYS A CORRECTLY VALID OMB CONTROL NUMBER.

SEC 1580 (5-97)