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FRANKLIN CAPITAL CORP  
 Form N-23C-1  
 May 10, 2002

(Do not use this space)

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 OMB APPROVAL  
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OMB Number: 3235-0230  
 Expires: May 31, 2000  
 Estimated average burden  
 hours per response.....1.00  
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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 April 2002

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 (Name of registered closed-end investment company)

| DATE OF EACH TRANSACTION | IDENTIFICATION OF SECURITY                | NUMBER OF SHARES PURCHASED | PRICE PER SHARE | APPROXIMATE ASSET VALUE OR APPROXIMATE ASSET COVERAGE PER SHARE AT TIME OF PURCHASE | NAME OF SELLER OR OF SELLER'S BR |
|--------------------------|---|----------------------------|-----------------|---|----------------------------------|
| April 16, 2002           | Franklin Capital Corporation Common Stock | 500                        | \$3.87          | \$0.94  | Ladenburg, Th Co., Inc.          |
| April 18, 2002           | Franklin Capital Corporation Common Stock | 2,300                      | \$3.80          | \$0.94  | Ladenburg, Th Co., Inc.          |

REMARKS:

Franklin Capital Corporation

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 Name of Registrant

By /s/ Hiram M. Lazar

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 (Name)

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Date of Statement: May 8, 2002  
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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 CURRENTLY VALID OMB CONTROL NUMBER.

SEC 1580 (5-97)