

The RRB estimates that approximately 8,000 responses are received annually.

**ADDITIONAL INFORMATION OR COMMENTS:**

To request more information or to obtain a copy of the information collection justification, forms, and/or supporting material, please call the RRB Clearance Officer at (312) 751-3363. Comments regarding the information collection should be addressed to Ronald J. Hodapp, Railroad Retirement Board, 844 North Rush Street, Chicago, Illinois 60611-2092. Written comments should be received within 60 days of this notice.

**Chuck Mierzwa,**

*Clearance Officer.*

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**BILLING CODE 7905-01-M**

**RAILROAD RETIREMENT BOARD**

**Agency Forms Submitted for OMB Review**

**SUMMARY:** In accordance with the Paperwork Reduction act of 1995 (44 U.S.C. Chapter 35), the Railroad Retirement Board (RRB) has submitted the following proposal(s) for the collection of information to the Office of Management and Budget for review and approval.

**Summary of Proposal(s)**

(1) *Collection title:* Application and Claim for RUIA Benefits Due at Death.

(2) *Form(s) submitted:* UI-63.

(3) *OMB Number:* 3220-0055.

(4) *Expiration date of current OMB clearance:* 4/30/2000.

(5) *Type of request:* Extension of a currently approved collection.

(6) *Respondents:* Individuals or households.

(7) *Estimated annual number of respondents:* 200.

(8) *Total annual responses:* 200.

(9) *Total annual reporting hours:* 23.

(10) *Collection description:* The collection obtains the information needed by the Railroad Retirement Board to pay, under section 2(g) of the RUIA, benefits under that Act accrued, but not paid because of the death of the employee.

**ADDITIONAL INFORMATION OR COMMENTS:**

Copies of the forms and supporting documents can be obtained from Chuck Mierzwa, the agency clearance officer (312-751-3363). Comments regarding the information collection should be addressed to Ronald J. Hodapp, Railroad Retirement Board, 844 North Rush Street, Chicago, Illinois, 60611-2092 and the OMB reviewer, Joe Lackey (202-395-7316), Office of Management and

Budget, Room 10230, New Executive Office Building, Washington, D.C. 20503.

**Chuck Mierzwa,**

*Clearance Officer.*

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**SECURITIES AND EXCHANGE COMMISSION**

**[Investment Company Act Release No. 24254; 812-11250]**

**Franklin Capital Corporation; Notice of Application**

January 18, 2000.

**AGENCY:** Securities and Exchange Commission (the "Commission").

**ACTION:** Notice of an application for an order under section 61(a)(3)(B) of the Investment Company Act of 1940 (the "Act").

**SUMMARY OF APPLICATION:** Applicant, Franklin Capital Corporation, requests an order approving its Non-Statutory Stock Option Plan (the "Director Plan") and the grant of certain stock options under the Director Plan.

**FILED DATES:** The application was filed on August 6, 1998, and amended on April 14, 1999. Applicant has agreed to file an amendment during the notice period, the substance of which is reflected in this notice.

**HEARING OR NOTIFICATION OF HEARING:** An order granting the application will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Commission's Secretary and serving applicant with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on February 11, 2000, and should be accompanied by proof of service on applicant, in the form of an affidavit or, for lawyers, a certificate of service. Hearing requests should state the nature of the writer's interest, the reason for the request, and the issues contested. Persons who wish to be notified of a hearing may request notification by writing to the Commission's Secretary.

**ADDRESSES:** Secretary, Commission, 450 5th Street, NW, Washington, DC 20549-0609. Applicant, 450 Park Avenue, New York, New York 10022.

**FOR FURTHER INFORMATION CONTACT:** Deepak T. Pai, Senior Counsel, at (202) 942-0574, or George J. Zornada, Branch Chief, at (202) 942-0564 (Division of Investment Management, Office of Investment Company Regulation).

**SUPPLEMENTARY INFORMATION:** The following is a summary of the application. The complete application is available for a fee at the Commission's Public Reference Branch, 450 Fifth Street, NW, Washington, DC 20549-0102 (tel. 202-942-8090).

**Applicant's Representations**

1. Applicant is an internally-managed business development company ("BDC") within the meaning of section 2(a)(48) of the Act.<sup>1</sup> Applicant does not have an external investment adviser within the meaning of section 2(a)(20) of the Act.

2. Applicant requests an order under section 61(a)(3)(B) of the Act approving the Director Plan for directors who are not employees, officers, or interested persons (as defined in section 2(a)(9) of the Act) of the applicant ("Eligible Directors").<sup>2</sup> Applicant has a five member board of directors (the "Board"), four of whom are Eligible Directors. On August 5, 1997, applicant's Board adopted the Director Plan, and on September 9, 1997, applicant's shareholders approved the Director Plan. The Director Plan will become effective on the date that the Commission issues an order on the application (the "Approval Date").

3. The Director Plan provides for the grant of stock options to purchase shares of applicant's common stock ("Options") to each of the Eligible Directors on the Approval Date. A total of 30,000 shares of applicant's common stock is reserved for issuance under the Director Plan. Pursuant to the Director Plan, on the Approval Date, each of the Eligible Directors will be granted Options for 5,000 shares of common stock (20,000 shares total). The Options vest as follows: one-third of each Eligible Director's 5,000 Options will vest immediately, one-third will vest one year from the date of grant, and the remaining one-third will vest two years from the date of grant. The remaining 10,000 shares will be granted in the following manner: Options to purchase an additional 1,250 shares of common stock will be automatically granted to each Eligible Director upon his election, re-election, or appointment to the Board at the Year 2000 and Year 2001 annual shareholders' meetings.

<sup>1</sup> Section 2(a)(48) defines a BDC to be any closed-end investment company that operates for the purpose of making investments in securities described in sections 55(a)(1) through 55(a)(3) of the Act and makes available significant managerial assistance with respect to the issuers of such securities.

<sup>2</sup> Each Eligible Director receives director's fees equal to \$12,000 per year. The Eligible Directors do not receive any other compensation for their services.