

# SECURITIES AND EXCHANGE COMMISSION

## FORM N-54A

Notification of election by business development companies filed on Form N-54A

Filing Date: **1998-01-05**  
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### FILER

#### **ALLIED CAPITAL FINANCIAL CORP**

CIK: **941661** | IRS No.: **521278855** | State of Incorporation: **MD** | Fiscal Year End: **1231**  
Type: **N-54A** | Act: **40** | File No.: **814-00161** | Film No.: **98500669**

Mailing Address  
*1666 K STREET NW  
WASH DC 20006-2803*

Business Address  
*1666 K ST NW  
9TH FLOOR  
WASHINGTON DC 20006-2803  
2023311112*

As filed with the Securities and Exchange Commission on January 5, 1998

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U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM N-54A

NOTIFICATION OF ELECTION TO BE SUBJECT TO SECTIONS 55  
THROUGH 65 OF THE INVESTMENT COMPANY ACT OF 1940  
FILED PURSUANT TO SECTION 54(a) OF THE ACT

The undersigned business development company hereby notifies the Securities and Exchange Commission that it elects, pursuant to the provisions of section 54(a) of the Investment Company Act of 1940 (the "Act"), to be subject to the provisions of sections 55 through 65 of the Act and, in connection with such notification of election, submits the following information:

Name: ALLIED CAPITAL FINANCIAL CORPORATION

Address of Principal Business Office (No. & Street, City, State, Zip Code):

C/O ALLIED CAPITAL CORPORATION  
1666 K STREET, N.W., 9TH FLOOR  
WASHINGTON, D.C. 20006-2803

Telephone Number (including area code): (202) 331-1112

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Name and address of agent for service of process:

<S>  
WILLIAM L. WALTON, CHAIRMAN AND  
CHIEF EXECUTIVE OFFICER  
C/O ALLIED CAPITAL CORPORATION  
1666 K STREET, N.W., 9TH FLOOR  
WASHINGTON, D.C. 20006-2803

Copy to:

<C>  
STEVEN B. BOEHM, ESQUIRE  
SUTHERLAND, ASBILL & BRENNAN LLP  
1275 PENNSYLVANIA AVENUE, N.W.  
WASHINGTON, D.C. 20004-2404

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Check one of the following:

The company has filed a registration statement for a class of equity securities pursuant to section 12 of the Securities Exchange Act of 1934. Give the file number of the registration statement or, if the file number is unknown or has not yet been assigned, give the date on which the registration statement was filed: JANUARY 5, 1998

The company is relying on rule 12g-2 under the Securities Exchange Act of 1934 in lieu of filing a registration statement for a class of equity securities under that Act.

The file number of the registration as an investment company pursuant

The file number of the registration as an investment company pursuant to section 8(a) of the Act, if any, of any subsidiary of the company:  
(Not applicable)

The undersigned company certifies that it is a closed-end company organized under the laws of Maryland and with its principal place of business in Baltimore City, Maryland; that it will be operated for the purpose of making investments in securities described in sections 55(a) (1) through (3) of the Investment Company Act of 1940; and that it will make available significant managerial assistance with respect to issuers of such securities to the extent required by the Act.

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Pursuant to the requirements of the Act, the undersigned company has caused this notification of election to be subject to sections 55 through 65 of the Investment Company Act of 1940 to be duly signed on its behalf in the city of Washington, D.C., on the fifth day of January, 1998.

[SEAL]

ALLIED CAPITAL FINANCIAL CORPORATION

By: /s/ William L. Walton

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William L. Walton  
Chairman of the Board and  
Chief Executive Officer

Attest: /s/ Suzanne V. Sparrow

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Suzanne V. Sparrow  
Assistant Secretary