

SECURITIES AND EXCHANGE COMMISSION

FORM N-54C

Notification of withdrawal by business development companies filed on Form N-54C

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

ALLIED CAPITAL CORP II

CIK: **850426** | IRS No.: **521628801** | State of Incorpor.: **MD** | Fiscal Year End: **1231**
Type: **N-54C** | Act: **40** | File No.: **811-08595** | Film No.: **98500994**

Mailing Address
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM N-54C

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

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

Name: ALLIED CAPITAL CORPORATION II

Address of Principal Business Office c/o Allied Capital Advisers, Inc.
1666 K Street, N.W., Ninth Floor
Washington, DC 20006-2803

(No. & Street, City, State, Zip Code)

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

File Number under the Securities Exchange Act of 1934: 814-77; 0-18016

Basis for filing the notification of withdrawal:

On December 31, 1997, Allied Capital Corporation II merged with and into Allied Capital Lending Corporation ("Allied Lending"). Allied Lending has elected to be regulated as a business development company subject to sections 55 through 65 of the Act pursuant to Section 54(a) of the Act and has not withdrawn such election. Pursuant to the December 31, 1997 merger, Allied Lending changed its name to "Allied Capital Corporation"

SIGNATURE

Pursuant to the requirements of the Act, the undersigned company has caused this notification of withdrawal of election to be subject to sections 55 through

65 of the Act to be duly signed on its behalf in the city of Washington and District of Columbia on the 5th day of January, 1998.

[SEAL]

ALLIED CAPITAL CORPORATION II

By: /s/ Jon A. DeLuca

Jon A. DeLuca
Principal,
Chief Financial Officer
and Treasurer

Attest: /s/ Tricia B. Daniels

Tricia B. Daniels
Secretary