

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

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| OMB APPROVAL | |
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FORM N-6F

**NOTICE OF INTENT TO ELECT TO BE SUBJECT TO SECTIONS 55 THROUGH 65
OF THE INVESTMENT COMPANY ACT OF 1940**

The undersigned hereby notifies the Securities and Exchange Commission that it intends to file a notification of election to be subject to sections 55 through 65 of the Investment Company Act of 1940 (the "Act") and in connection with such notice submits the following information:

Name:* _____

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

Telephone Number (including area code): _____

Name and address of agent for service of process: _____

The undersigned company hereby notifies the Securities and Exchange Commission that it intends to file a notification of election to be subject to sections 55 through 65 of the Act within ninety days of the date of this filing. The company would be excluded from the definition of an investment company by section 3(c)(1) of the Act, except that it presently proposes to make a public offering of its securities as a business development company.

SIGNATURE

Pursuant to the requirements of section 6(f) of the Act, the undersigned company has caused this notice of intent to elect to be subject to sections 55 through 65 of the Act pursuant to section 54(a) of the Act to be duly executed on its behalf in the city of _____ and the state of _____ on the _____ day of _____, 20 ____ .

[SEAL]

(Signature)

(Name of Company)

By _____
(Name of director, officer or general partner
signing on behalf of the company)

(Title)

Attest: _____
(Name)

(Title)

*In selecting a name a company should consider the following: (a) section 35(d) of the Act; (b) the current list of companies registered under the Act (in order to ascer-

INSTRUCTIONS FOR FORM N-6F

Read instructions carefully before preparing this notice. It may be returned as not acceptable for filing unless it is prepared, executed, and filed substantially in accordance with these instructions. This form is not to be used as a blank form to be filled in, but only as a guide in the preparation of a notice of intent to file a notification of election. The form should be filed on paper 8 1/2 x 11 inches in size.

- (a) This form shall be used pursuant to section 6(f) of the Act to notify the Commission of the company's intent to file a notification of election to be subject to sections 55 through 65 of the Act. The form should not be filed by a company that at the time of filing has more than one hundred beneficial owners of its securities, or by a company that expects to have more than one hundred beneficial owners of its securities before a notification of election will be filed. Such a company should consider whether or not it needs to file a notification of registration under section 8(a) of the Act or a notification of election under section 54(a) of the Act.
- (b) **Signature.**
An original and three copies of the notice of intent to file a notification of election shall be filed. The three copies may have facsimile or typed signatures. If the company is a business development company having a board of directors, the original notice of intent to file a notification of election shall be signed on behalf of the company by a director, officer, or trustee. If the company is a partnership, the original notice shall be signed by a general partner.
- (c) **Filing.**
The notice of intent to elect and all inquiries and communication with respect thereto shall be forwarded to the Securities and Exchange Commission, Washington, D.C. 20549.
- (d) **Fee.**
There is no fee charged for filing the notice of intent to elect.
- (e) **SEC's Collection of Information.**
An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number. Filing of this Form is mandatory. The principal purpose of this collection of information is to notify the Commission that the business development company intends to file a notification of election to be subject to sections 55 through 65 of the Act within ninety days of the date of this filing. The Commission estimates that the burden for completing the Form will be approximately 0.5 hours per filing. Any person may direct to the Commission any comments concerning the accuracy of the burden estimate of this Form and any suggestions for reducing this burden. This collection of information has been reviewed by the Office of Management and Budget in accordance with the clearance requirements of 44 U.S.C. § 3507. The responses to the collection of information will not be kept confidential.