

ALLIED CAPITAL CORP
Form N-54C
April 01, 2010

**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:

ALLIED CAPITAL CORPORATION

(Name of Company)

1919 Pennsylvania Avenue, N.W.

Washington, DC 20006

Address of Principal Business Office

(Number and Street, City, State and Zip Code)

(202) 721-6100

Telephone Number (including area code)

0-22832

File Number under the Securities Exchange Act of 1934

Allied Capital Corporation (the Company) is withdrawing its election under section 54(a) of the Investment Company Act on the following basis for filing this Notification of Withdrawal:

On April 1, 2010, the Company merged with ARCC Odyssey Corp., a wholly owned subsidiary of Ares Capital Corporation, a business development company, and, immediately thereafter, merged with and into Ares Capital Corporation, with Ares Capital Corporation continuing as the surviving company in the merger.

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, District of Columbia on the 1st day of April, 2010.

ALLIED CAPITAL CORPORATION

By: /s/ John M. Scheurer

Name: John M. Scheurer

Title: President and Chief Executive
Officer

Attest: /s/ Miriam G. Krieger

Name: Miriam G. Krieger

Title: Executive Vice President and Corporate
Secretary