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

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**FORM N-6F**

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**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:** Franklin Square Investment Corporation

**Address of Principal Business Office:** Cira Centre  
2929 Arch Street, Suite 675  
Philadelphia, PA 19104-2867

**Telephone Number:** (215) 495-1150

**Name and Address of Agent  
For Service of Process:** Michael C. Forman  
Cira Centre  
2929 Arch Street, Suite 675  
Philadelphia, PA 19104-2867

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 Act within ninety days 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 Philadelphia and the Commonwealth of Pennsylvania on the 25<sup>th</sup> day of February, 2008.

Franklin Square Investment Corporation

By: /s/ Michael C. Forman

Name: Michael C. Forman

Title: Chief Executive Officer

Attest: /s/ Ryan Conley

Name: Ryan Conley

Title: Vice President

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