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FRANKLIN CAPITAL CORP  
Form 8-K  
December 05, 2001

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 4, 2001

FRANKLIN CAPITAL CORPORATION

-----  
(Exact name of registrant as specified in charter)

DELAWARE                      1-9727                      13-3419202

-----  
(State or other                      (Commission                      (IRS Employer  
jurisdiction of                      File Number)                      Identification No.)  
incorporation)

450 Park Avenue, 10th Floor, New York, New York 10022

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (212) 486-2323

-----  
N/A

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(Former name or former address, if changed since last report)

ITEM 5.        OTHER EVENTS

Franklin Capital Corporation, a Delaware corporation (the "Company") and Change Technology Partners, Inc., a Delaware corporation ("Change"), have entered into an Agreement and Plan of Merger, dated as of December 4, 2001.

A more complete description of the Merger Agreement and the associated transactions can be found in the press release attached hereto as Exhibit 99.1. All investors are encouraged to read, carefully and in their entirety, the press release and the copy of the Merger Agreement attached to this report as Exhibit 2.1.

ITEM 7.        FINANCIAL STATEMENTS AND EXHIBITS

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(c) Exhibits

EXHIBIT NUMBER -----	DESCRIPTION -----
2.1	Agreement and Plan of Merger, dated as of December 4, 2001, by and between Change and Franklin.
99.1	Text of Press Release, issued December 5, 2001

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FRANKLIN CAPITAL CORPORATION

Date: December 5, 2001

By: /s/ Spencer L. Brown  
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Spencer L. Brown  
Senior Vice President

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EXHIBIT INDEX

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