

RAND CAPITAL CORP  
Form 40-17F2  
February 27, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM N-17f-2**

**CERTIFICATE OF ACCOUNTING OF SECURITIES AND SIMILAR INVESTMENTS IN THE CUSTODY  
OF MANAGEMENT INVESTMENT COMPANIES  
Pursuant to Rule 17f-2 [17 CRF 270.17f-2]**

1. Investment Company Act File Number:

001-08205

Date  
examination  
completed:  
December 22,  
2008

2. State Identification Number:

|    |    |    |             |    |    |
|----|----|----|-------------|----|----|
| AL | AK | AZ | AR          | CA | CO |
| CT | DE | DC | FL          | GA | HI |
| ID | IL | IN | IA          | KS | KY |
| LA | ME | MD | MA          | MI | MN |
| MS | MO | MT | NE          | NV | NH |
| NJ | NM | NY | NC          | ND | OH |
| OK | OR | PA | RI          | SC | SD |
| TN | TX | UT | VT          | VA | WA |
| WV | WI | WY | PUERTO RICO |    |    |

Other (specify):

3. Exact name of investment company as specified in registration statement: Rand Capital Corporation

4. Address of principal executive office (number, street, city, state, zip code): 2200 Rand Building, Buffalo, NY 14203

**INSTRUCTIONS**

This Form must be completed by the investment companies that have custody of securities or similar investments.

**Investment Company**

1. All items must be completed by the investment company.

2. Give this Form to the independent public accountant who, in compliance with Rule 17f-2 under the Act and applicable state law, examines securities and similar investments in the custody of the investment company.

**Accountant**

3. Submit this Form to the Securities and Exchange Commission and appropriate state securities administrators when filing the certificate of accounting required by Rule 17f-2 under the Act and applicable state law. File the original and one copy with the Securities and Exchange Commission's principal office in Washington, D.C., one copy with the regional office for the region in which the investment company's principal business operations are conducted, and one copy with the appropriate state administrator(s), if applicable.

**THIS FORM MUST BE GIVEN TO YOUR INDEPENDENT PUBLIC ACCOUNTANT**



**Management Statement Regarding Compliance With Certain Provisions of the Investment  
Company Act of 1940**

**December 22, 2008**

**Freed Maxick & Battaglia, CPAs, PC**

**800 Liberty Building**

**Buffalo, NY 14202**

**To Whom It May Concern:**

We, as members of management of Rand Capital Corporation (the Corporation ), are responsible for complying with the requirements of subsections (b) and (c) of rule 17f-2, Custody of Investments by Registered Management Investment Companies, of the Investment Company Act of 1940 (the Act ). We have performed an evaluation of the Corporation s compliance with the requirements of subsections (b) and (c) of rule 17f-2 as of September 30, 2008.

Based on this evaluation, we assert that the Corporation was in compliance with the requirements of subsections (b) and (c) of rule 17f-2 of the Act as of September 30, 2008 with respect to securities reflected in the investment account of the Corporation.

Rand Capital Corporation

By: /s/ Allen F.Grumb

Allen F. Grumb

President and Chief Executive Officer

/s/ Daniel P. Penberthy

Daniel P. Penberthy

Executive Vice President and Chief Financial  
Officer

Report of Independent Registered Public Accounting Firm

To the Board of Directors of  
Rand Capital Corporation

We have examined management's assertion, included in the accompanying Management Statement Regarding Compliance With Certain Provisions of the Investment Company Act of 1940, that Rand Capital Corporation (the Corporation) complied with the requirements of subsections (b) and (c) of rule 17f-2 under the Investment Company Act of 1940 (the Act) as of September 30, 2008. Management is responsible for the Corporation's compliance with those requirements. Our responsibility is to express an opinion on management's assertion about the Corporation's compliance based on our examination.

Our examination was conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States) and, accordingly, included examining, on a test basis, evidence about the Company's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. Included among our procedures were the following tests performed as of September 30, 2008, and with respect to agreement of securities held.

Count and inspection of all securities located in the vault of the Corporation in Buffalo, New York, without prior notice to management;

Confirmation of all securities held by institutions in book entry form by Merrill Lynch;

Reconciliation of all such securities to the books and records of the Corporation and the Custodian;

We believe that our examination provides a reasonable basis for our opinion. Our examination does not provide a legal determination on the Corporation's compliance with specified requirements.

In our opinion, management's assertion that the Corporation complied with the requirements of subsections (b) and (c) of rule 17f-2 of the Act as of September 30, 2008, with respect to securities reflected in the investment account of the Corporation is fairly stated, in all material respects.

This report is intended solely for the information and use of management and the Board of Directors of the Corporation and the Securities and Exchange Commission and is not intended to be and should not be used by anyone other than these specified parties.

Freed Maxick & Battaglia, CPAs, PC  
Buffalo, New York  
December 22, 2008