

FRANKLIN CAPITAL CORP  
Form SC 13D/A  
May 26, 2004

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

Franklin Capital Corp.

-----  
(Name of Issuer)

Common Stock, \$1.00 par value

-----  
(Title of Class Securities)

35252P105

-----  
(CUSIP Number)

Lynne Silverstein (310) 752-1442  
Ault Glazer & Company Investment Management LLC,  
100 Wilshire Blvd, 15th Floor, Santa Monica, CA 90401

-----  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

May 19, 2004

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosure provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a current valid OMB control number.

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CUSIP No. 35252P105

- 1. Name of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

Ault Glazer & Company Investment Management LLC

- 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  .....

(b)  .....

- 3. SEC Use Only.....

- 4. Source of Funds (See Instructions) OO.....

- 5. Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e).....

- 6. Citizenship or Place of Organization      Delaware.....

7. Sole Voting Power      332,827.....

Number of  
Shares

8. Shared Voting Power      0.....

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Beneficially Owned by Each Reporting Person With: 9. Sole Dispositive Power 332,827

10. Shared Dispositive Power

11. Aggregate Amount Beneficially Owned by Each Reporting Person 332,827

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11) 32.63%

14. Type of Reporting Person (See Instructions)

IA

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CUSIP No. 35252P105

1. Name of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Milton C. Ault, III

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) |\_|

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(b) |\_ | .....

3. SEC Use Only.....

4. Source of Funds (See Instructions) OO.....

5. Check if Disclosure of Legal Proceeding Is Required Pursuant to Items  
2(d) or 2(e).....

6. Citizenship or Place of Organization USA.....

7. Sole Voting Power 332,827.....

Number of  
Shares  
Beneficially  
Owned by Each  
Reporting  
Person With:

8. Shared Voting Power 0.....

9. Sole Dispositive Power 332,827.....

10. Shared Dispositive Power 0.....

11. Aggregate Amount Beneficially Owned by Each Reporting Person 332,827.....

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions) .....

13. Percent of Class Represented by Amount in Row (11) 32.63%.....

14. Type of Reporting Person (See Instructions)

IN/HC.....

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Item 1 Security and Issuer

This statement relates to the Class A Common Stock, \$1.00 par value ("Common Stock"), issued by Franklin Capital Corp. ("FCC"), a Delaware Corporation. The address of the principal executive offices of FCC is 450 Park Avenue, 29th Floor, New York, New York 10022.

Item 2 Identity and Background

Name: Ault Glazer & Company Investment Management LLC ("Adviser")  
Place of Organization: Delaware  
Principal Business: Investment Adviser  
Address: 100 Wilshire Blvd., 15th Floor, Santa Monica, CA 90401  
Criminal Proceedings: None  
Applicable Civil, Judicial or Administrative Proceedings: None

Name: Milton C. Ault, III ("Ault")  
Address: 100 Wilshire Blvd., 15th Floor, Santa Monica, CA 90401  
Criminal Proceedings: None  
Applicable Civil, Judicial or Administrative Proceedings: None  
Citizenship: United States

Ault is the controlling and managing member of Adviser. Adviser's beneficial ownership of the Common Stock is direct as a result of Adviser's discretionary authority to buy, sell and vote shares of such Common Stock for its investment advisory clients. Ault's beneficial ownership of the Common Stock is indirect as a result of Ault's control of Adviser.

Item 3 Source and amount of Funds or other Consideration

The aggregate amount of funds used by Adviser to purchase FCC shares of Common Stock was approximately \$1,454,261. Such amount was derived from advisory client accounts.

Item 4 Purpose of Transaction

The Reporting Persons have concerns regarding the ability and willingness of current FCC management to maximize shareholder value. Adviser intends to recommend that FCC management work with Adviser to unlock what Adviser believes to be the true shareholder value of FCC. Adviser may recommend that FCC management effect one or more of the following changes: an extraordinary corporate transaction (which could include the sale or spinoff of one or more of FCC's business lines); a change in the present board of directors or management of

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FCC; a sale or transfer of a material amount of assets of FCC; a material change in the present capitalization or dividend policy of FCC, and a class of equity securities of FCC becoming eligible for

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termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934.

Subject to availability at prices deemed favorable, the Reporting Persons may acquire additional shares of Common Stock of FCC from time to time in the open market, in privately negotiated transactions or otherwise. The Reporting Persons may dispose of shares of Common Stock of FCC from time to time in the open market, in privately negotiated transactions or otherwise.

Although the foregoing represents the range of activities presently contemplated by the Reporting Persons with respect to FCC and the Common Stock, it should be noted that the possible activities of the Reporting Persons are subject to change at any time. Except as set forth above, the Reporting Persons has no present plans or intentions that relate to or that would result in any of the transactions described in clauses (a) through (j) of Item 4 of Schedule 13D.

Item 5 Interest in Securities of the Issuer

(a) As of May 19, 2004, the Reporting Persons directly or indirectly beneficially owned 332,827 shares, or 32.63%, of Common Stock of FCC (the percentage of the shares of Common Stock owned is based on 1,020,100 shares of Common Stock outstanding as of March 9, 2004, as reported by FCC in its Form 10-Q filed on March 30, 2004).

(1) Adviser owned 332,827 shares (32.63%)

(2) Ault owned 332,827 shares (32.63%)

(b) The responses of the Reporting Persons to Items 7 through 11 of the portions of the cover page of this Schedule 13D which relate to beneficial ownership of shares of the Common Stock are incorporated herein by reference.

(c) A list of transactions in the past 60 days.

Party	Date	Amount Bought (Sold)	Price per Share	Where & How Effected
Adviser	05/19/04	(500)	5.100	Open market
Adviser	05/19/04	(500)	5.500	Open market

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Adviser	05/19/04	(400)	5.510	Open market
Adviser	05/19/04	(100)	5.700	Open market
Adviser	05/18/04	(100)	6.710	Open market
Adviser	05/18/04	(400)	6.750	Open market
Adviser	05/18/04	(500)	6.850	Open market
Adviser	05/17/04	800	5.300	Open market
Adviser	05/17/04	200	5.800	Open market
Adviser	05/17/04	200	5.810	Open market
Adviser	05/17/04	2,400	5.940	Open market
Adviser	05/17/04	800	5.950	Open market
Adviser	05/17/04	400	5.980	Open market

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Party	Date	Amount Bought (Sold)	Price per Share	Where & How Effectuated
Adviser	05/17/04	1,000	6.000	Open market
Adviser	05/17/04	1,000	6.150	Open market
Adviser	05/17/04	1,000	6.250	Open market
Adviser	05/17/04	200	6.300	Open market
Adviser	05/17/04	200	6.450	Open market
Adviser	05/17/04	1,000	6.500	Open market
Adviser	05/17/04	400	6.550	Open market
Adviser	05/17/04	400	6.665	Open market
Adviser	05/17/04	300	6.700	Open market
Adviser	05/17/04	200	6.740	Open market

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Adviser	05/17/04	2,000	6.750	Open market
Adviser	05/17/04	1,000	6.850	Open market
Adviser	05/17/04	33,500	6.8909	Open market
Adviser	05/17/04	1,000	6.900	Open market
Adviser	05/17/04	400	6.940	Open market
Adviser	05/17/04	1,000	6.950	Open market
Adviser	05/17/04	400	7.360	Open market
Adviser	05/17/04	500	7.400	Open market
Adviser	05/17/04	200	7.850	Open market
Adviser	05/17/04	800	7.900	Open market
Adviser	05/17/04	100	8.700	Open market
Adviser	05/17/04	900	8.750	Open market
Adviser	05/14/04	1,000	3.9041	Open market
Adviser	05/14/04	3,000	4.3933	Open market
Adviser	05/14/04	200	4.930	Open market
Adviser	05/14/04	400	4.970	Open market
Adviser	05/14/04	300	4.990	Open market
Adviser	05/14/04	8,100	5.000	Open market
Adviser	05/14/04	200	5.100	Open market
Adviser	05/14/04	100	5.150	Open market
Adviser	05/14/04	35,000	5.5036	Open market
Adviser	05/14/04	500	5.650	Open market
Adviser	05/14/04	200	5.780	Open market
Adviser	05/14/04	1,000	5.830	Open market
Adviser	05/14/04	1,800	5.900	Open market
Adviser	05/14/04	700	5.910	Open market
Adviser	05/14/04	2,300	5.950	Open market
Adviser	05/13/04	100	2.970	Open market
Adviser	05/13/04	2,100	2.980	Open market
Adviser	05/13/04	13,000	3.000	Open market
Adviser	05/13/04	100	3.050	Open market



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Adviser	05/13/04	1,500	3.100	Open market
Adviser	05/13/04	100	3.150	Open market
Adviser	05/13/04	100	3.190	Open market
Adviser	05/13/04	600	3.200	Open market
Adviser	05/13/04	100	3.300	Open market
Adviser	05/13/04	2,200	3.500	Open market
Adviser	05/13/04	1,000	3.530	Open market
Adviser	05/13/04	1,000	3.600	Open market
Adviser	05/13/04	300	3.650	Open market

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Party	Date	Amount Bought (Sold)	Price per Share	Where & How Effectuated
Adviser	05/13/04	6,000	3.730	Open market
Adviser	05/13/04	1,000	3.850	Open market
Adviser	05/13/04	1,000	3.970	Open market
Adviser	05/13/04	3,000	3.990	Open market
Adviser	05/13/04	5,900	4.000	Open market
Adviser	05/13/04	11,600	4.100	Open market
Adviser	05/13/04	1,000	4.220	Open market
Adviser	05/13/04	1,000	4.240	Open market
Adviser	05/13/04	200	4.250	Open market
Adviser	05/13/04	800	4.300	Open market
Adviser	05/13/04	1,000	4.360	Open market
Adviser	05/13/04	1,200	4.400	Open market
Adviser	05/13/04	800	4.450	Open market

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Adviser	05/13/04	1,200	4.650	Open market
Adviser	05/13/04	1,000	4.690	Open market
Adviser	05/13/04	2,100	4.700	Open market
Adviser	05/13/04	2,000	4.710	Open market
Adviser	05/13/04	1,200	4.750	Open market
Adviser	05/13/04	1,600	4.800	Open market
Adviser	05/13/04	1,000	4.880	Open market
Adviser	05/13/04	1,500	4.900	Open market
Adviser	05/13/04	200	4.950	Open market
Adviser	05/13/04	6,400	5.000	Open market
Adviser	05/13/04	1,000	5.010	Open market
Adviser	05/13/04	1,500	5.050	Open market
Adviser	05/13/04	1,600	5.100	Open market
Adviser	05/13/04	200	5.120	Open market
Adviser	05/13/04	1,500	5.200	Open market
Adviser	05/13/04	2,300	5.250	Open market
Adviser	05/13/04	2,500	5.260	Open market
Adviser	05/13/04	300	5.270	Open market
Adviser	05/13/04	300	5.280	Open market
Adviser	05/13/04	3,100	5.290	Open market
Adviser	05/13/04	2,800	5.300	Open market
Adviser	05/13/04	3,700	5.350	Open market
Adviser	05/13/04	10,000	5.400	Open market
Adviser	05/13/04	13,500	5.4148	Open market
Adviser	05/13/04	900	5.450	Open market
Adviser	05/13/04	700	5.480	Open market
Adviser	05/13/04	2,627	5.500	Open market
Adviser	05/12/04	200	1.580	Open market
Adviser	05/12/04	400	1.620	Open market
Adviser	05/12/04	400	1.700	Open market
Adviser	05/12/04	400	1.780	Open market

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Adviser	05/12/04	200	1.790	Open market
Adviser	05/12/04	200	1.820	Open market
Adviser	05/12/04	1,300	2.400	Open market
Adviser	05/12/04	100	2.450	Open market
Adviser	05/12/04	2,000	2.500	Open market
Adviser	05/12/04	200	2.520	Open market

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Party	Date	Amount Bought (Sold)	Price per Share	Where & How Effectuated
Adviser	05/12/04	800	2.600	Open market
Adviser	05/12/04	1,000	2.700	Open market
Adviser	05/12/04	500	2.750	Open market
Adviser	05/12/04	500	2.800	Open market
Adviser	05/12/04	1,000	2.900	Open market
Adviser	05/12/04	1,400	3.400	Open market
Adviser	05/12/04	200	3.500	Open market
Adviser	05/12/04	400	3.510	Open market
Adviser	05/12/04	1,700	3.600	Open market
Adviser	05/12/04	400	3.700	Open market
Adviser	05/12/04	500	3.730	Open market
Adviser	05/12/04	1,000	3.740	Open market
Adviser	05/12/04	1,000	3.750	Open market
Adviser	05/12/04	1,000	3.800	Open market
Adviser	05/12/04	2,000	3.810	Open market

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Adviser	05/12/04	1,500	3.850	Open market
Adviser	05/12/04	500	3.950	Open market
Adviser	05/12/04	1,200	4.050	Open market
Adviser	05/12/04	5,000	4.100	Open market
Adviser	05/12/04	1,000	4.200	Open market
Adviser	05/12/04	1,000	4.220	Open market
Adviser	05/12/04	1,000	4.240	Open market
Adviser	05/12/04	1,000	4.250	Open market
Adviser	05/12/04	3,000	4.300	Open market
Adviser	05/12/04	2,000	4.350	Open market
Adviser	05/12/04	1,800	4.400	Open market
Adviser	05/12/04	1,000	4.420	Open market
Adviser	05/12/04	3,200	4.480	Open market
Adviser	05/12/04	1,000	4.500	Open market
Adviser	05/12/04	4,000	4.600	Open market
Adviser	05/12/04	2,900	4.700	Open market
Adviser	05/12/04	1,600	4.800	Open market
Adviser	05/12/04	1,000	4.820	Open market
Adviser	05/12/04	(1,000)	3.850	Open market
Adviser	05/12/04	(500)	3.950	Open market
Adviser	05/12/04	(600)	4.000	Open market
Adviser	05/12/04	(2,400)	4.100	Open market
Adviser	05/12/04	(700)	4.200	Open market
Adviser	05/12/04	(1,000)	4.230	Open market
Adviser	05/12/04	(2,500)	4.250	Open market
Adviser	05/12/04	(500)	4.350	Open market
Adviser	05/12/04	(2,000)	4.900	Open market
Adviser	05/12/04	(1,000)	5.150	Open market
Adviser	05/12/04	(1,000)	5.250	Open market
Adviser	05/12/04	(2,000)	5.350	Open market
Adviser	05/12/04	(1,000)	5.500	Open market

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Adviser	05/12/04	(1,000)	5.550	Open market
Adviser	05/12/04	(400)	5.850	Open market
Adviser	05/12/04	(600)	6.000	Open market
Adviser	05/12/04	(300)	4.320	Open market

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Party	Date	Amount Bought (Sold)	Price per Share	Where & How Effected
Adviser	05/12/04	24,100	3.8654	Open market
Adviser	05/12/04	30,300	4.0266	Open market
Adviser	05/11/04	500	1.3000	Open market
Adviser	05/11/04	4,500	1.4000	Open market
Adviser	05/11/04	20,000	1.5000	Open market
Adviser	05/11/04	200	1.1500	Open market
Adviser	05/11/04	600	1.2000	Open market
Adviser	05/11/04	400	1.2500	Open market
Adviser	05/11/04	500	1.4500	Open market

(d) Not Applicable

(e) Not Applicable

Item 6 Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Ault controls and manages the Adviser who makes voting and dispositive decisions for its investment advisory clients.

Item 7 Material to Be Filed as Exhibits

Exhibit A: Joint Filing Agreement Pursuant to Rule 13d-1

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: May 25, 2004

Ault Glazer & Company Investment  
Management LLC

/s/ Milton C. Ault

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Milton C. Ault, III, Managing Member

Milton C. Ault, III

/s/ Milton C. Ault

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EXHIBIT A

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Joint Filing Agreement Pursuant to Rule 13d-1

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This agreement is made pursuant to Rule 13d-1(k)(1) under the Securities and Exchange Act of 1934 (the "Act") by and among the parties listed below, each referred to herein as a "Joint Filer." The Joint Filers agree that a statement of beneficial ownership as required by Sections 13(g) or 13(d) of the Act and the Rules thereunder may be filed on each of their behalf on Schedule 13G or Schedule 13D, as appropriate, and that said joint filing may thereafter be amended by further joint filings. The Joint Filers state that they each satisfy the requirements for making a joint filing under Rule 13d-1.

Dated: May 25, 2004

Ault Glazer & Company Investment  
Management LLC

/s/ Milton C. Ault

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Milton C. Ault, III, Managing Member

Milton C. Ault, III

/s/ Milton C. Ault

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