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

September 9, 2009

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 June 30, 2009.

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 June 30, 2009 with respect to securities reflected in the investment account of the Corporation.

Rand Capital Corporation

By: /s/ Allen F. Grum

Allen F. Grum

President and Chief Executive Officer

/s/ Daniel P. Penberthy

Daniel P. Penberthy

**Executive Vice President and Chief
Financial Officer**

NASDAQ-RAND

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 June 30, 2009. 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 June 30, 2009, 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 June 30, 2009, 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
September 9, 2009

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Take it to
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