

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C.**

Securities Exchange Act of 1934  
Release No. 60581 / August 28, 2009

Administrative Proceeding  
File No. 3-13603

In the Matter of Brooke Corporation and Brooke Capital Corporation

The United States Securities and Exchange Commission announced the issuance of an Order Instituting Proceedings and Notice of Hearing Pursuant to Section 12(j) of the Securities Exchange Act of 1934 (Order) against Brooke Corporation (Brooke) and Brooke Capital Corporation (Brooke Capital).

In the Order, the Division of Enforcement alleges that Brooke and Brooke Capital are delinquent in their periodic filings, having not filed any annual or quarterly reports for periods subsequent to the fiscal quarter ended June 30, 2008. As a result, the Division of Enforcement alleges that Brooke and Brooke Capital have failed to comply with Section 13(a) of the Securities Exchange Act of 1934 and Rules 13a-1 and 13a-13 thereunder.

A hearing will be scheduled before an administrative law judge to determine whether the allegations contained in the Order are true, to provide Brooke and Brooke Capital an opportunity to respond to these allegations, and to determine whether it is appropriate to suspend for a period not exceeding 12 months or to revoke the registration of the securities of Brooke and Brooke Capital. The Order directs the administrative law judge to issue an initial decision within 120 days from the date of service of the Order.