

MACC PRIVATE EQUITIES INC
Form N-54C
May 05, 2008

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

FORM N-54C

NOTIFICATION OF WITHDRAWAL OF ELECTION TO BE SUBJECT TO
SECTIONS 55 THROUGH 65 OF THE INVESTMENT COMPANY ACT OF 1940
FILED PURSUANT TO SECTION 54(c) OF THE INVESTMENT COMPANY ACT OF 1940

The undersigned business development company hereby notifies the Securities and Exchange Commission that it withdraws its election to be subject to sections 55 through 65 of the Investment Company Act of 1940 (the "Act"), pursuant to the provisions of section 54(c) of the Act, and in connection with such notice of withdrawal of election submits the following information:

Name: MORAMERICA CAPITAL CORPORATION

Address of Principal Business Office: 101 Second Street S.E., Suite 800, Cedar Rapids, IA 52401

Telephone Number: (319) 363-8249

File Number under the Securities Exchange Act of 1934: 814-00148

In addition to completing the cover page, a company withdrawing its election under section 54(a) of the Act must state one of the following bases for filing the notification of withdrawal

- A. The company has never made a public offering of its securities; does not have more than 100 security holders for purposes of section 3(c)(1) of the Act and the rules thereunder; and does not propose to make a public offering.
- B. The company (1) has distributed substantially all of its assets to its security holders and has effected, or is in the process of effecting, a winding-up of its affairs, and (2) is not liquidating as part of a merger.
- C. The company has (1) sold substantially all of its assets to another company; or (2) merged into or consolidated with another company. MORAMERICA CAPITAL CORPORATION has merged into its parent MACC Private Equities, Inc. MACC Private Equities, Inc. is a registered investment company under the Investment Company Act of 1940 that has elected to be treated as a business development company under the Investment Company Act of 1940.
- D. The company has changed the nature of its business so as to cease to be a business development company, and such change was authorized by the vote of a majority of its outstanding voting securities or partnership interests. Describe the company's new business. Give the date of the shareholders' or partners' meeting and the number of votes in favor of and opposed to the change.
- E. The company has filed a notice of registration under section 8 of the Act. State the filing date of the company's notice of registration (Form N-8A) under the Act.
- F. Other. Explain the circumstances surrounding the withdrawal of

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election.

Pursuant to the requirements of the Act, the undersigned company has caused this notification of withdrawal of election to be subject to sections 55 through 65 of the Act to be duly signed on its behalf in the city of Newport Beach and the state of California on the 30th day of April, 2008.

MORAMERICA CAPITAL CORPORATION

By /s/ David R. Schroder

Name: David R. Schroder

Title: President

Attest: /s/ Robert A. Comey

Name: Robert A. Comey

Title: Treasurer and Assistant Secretary