

## SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Order Granting the Application of CharterMac to Withdraw its Common Shares, no par value, from Listing and Registration on the American Stock Exchange LLC File No. 1-13237

February 8, 2006

On January 5, 2006, CharterMac, a Delaware statutory trust ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 12d2-2(d) thereunder,<sup>2</sup> to withdraw its common shares, no par value ("Security"), from listing and registration on the American Stock Exchange LLC ("Amex"). Notice of such application requesting comments was published in the Federal Register on January 18, 2006.<sup>3</sup> No comments were received. As discussed below, the Commission is granting the application.

On December 5, 2005, the Board of Trustees ("Board") of the Issuer unanimously approved a resolution to withdraw the Security from listing on Amex and to list the Security on the New York Stock Exchange, Inc. ("NYSE"). The Issuer stated that the following reason factored into the Board's decision to withdraw the Security from Amex and list the Security on NYSE: the majority of all real estate investment trust and financial services companies are traded on NYSE. The Issuer stated that the Board believes it is in the best interest of the Issuer to be traded on the same exchange as other market competitors. The Issuer expects the Security to begin trading on NYSE on January 10, 2006.

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<sup>1</sup> 15 U.S.C. 78l(d).

<sup>2</sup> 17 CFR 240.12d2-2(d).

<sup>3</sup> See Securities Exchange Act Release No. 53097 (January 11, 2006), 71 FR 2961.

The Issuer stated in its application that it has met the requirements of Amex Rule 18 by complying with all applicable laws in effect in the State of Delaware, in which it is organized, and providing written notice of withdrawal to Amex. The Issuer's application relates solely to the withdrawal of the Security from listing on Amex, and shall not affect its continued listing on NYSE or its obligation to be registered under Section 12(b) of the Act.<sup>4</sup>

The Commission, having considered the facts stated in the application and having due regard for the public interest and protection of investors, orders that the application be, and it hereby is, granted, effective at the opening of business on February 9, 2006.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>5</sup>

Nancy M. Morris  
Secretary

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<sup>4</sup> 15 U.S.C. 781(b).

<sup>5</sup> 17 CFR 200.30-3(a)(1).