

CAPITAL PROPERTIES INC /RI/
Form SC 14D9/A
June 09, 2005

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-9
(AMENDMENT NO. 2)

SOLICITATION/RECOMMENDATION STATEMENT
PURSUANT TO SECTION 14(D)(4) OF
THE SECURITIES EXCHANGE ACT OF 1934

CAPITAL PROPERTIES, INC.

(Name of Subject Company)

CAPITAL PROPERTIES, INC.

(Name of Person(s) Filing Statement)

CLASS A COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

140430109

(CUSIP Number of Class of Securities)

BARBARA J. DREYER

TREASURER

CAPITAL PROPERTIES, INC.

100 DEXTER ROAD

EAST PROVIDENCE, RHODE ISLAND 02914

(401) 435-7171

(Name, Address and Telephone Number of Person
Authorized to Receive Notice and Communications
on Behalf of the Person(s) Filing Statement)

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This Amendment No. 2 (this "Amendment") amends and supplements the Schedule 14D-9 filed with the Securities and Exchange Commission (the "Commission") on May 16, 2005 (the "Schedule") by Capital Properties, Inc., a Rhode Island corporation (the "Company") as amended by that certain Amendment No. 1 to Schedule 14D-9 filed by the company with the Commission on May 31, 2005. This Amendment relates to the tender offer by Mercury Real Estate Advisors LLC, a Delaware limited liability Company, Mercury Special Situations Fund LP, a Delaware limited partnership, and Mercury Special Situations Offshore Fund, Ltd., a British Virgin Islands company, and David R. Jarvis and Malcolm F. MacLean IV, each an individual (collectively, the "Bidder"), to purchase up to 285,000 shares of the Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock" or "Shares"), of the Company at a purchase price of

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(a) (5) (vii) Letter dated June 3, 2005 from the Bidder to the Company.

(a) (5) (viii) Letter dated June 8, 2005 from the Company to the Bidder.