

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

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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.

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(Name of Subject Company)

CAPITAL PROPERTIES, INC.

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(Name of Person(s) Filing Statement)

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

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(Title of Class of Securities)

140430109

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(CUSIP Number of Class of Securities)

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BARBARA J. DREYER

TREASURER

CAPITAL PROPERTIES, INC.

100 DEXTER ROAD

EAST PROVIDENCE, RHODE ISLAND 02914

(401) 435-7171

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(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.