

INDEPENDENT BANK CORP  
Form RW  
July 13, 2009  
**FILED VIA EDGAR**

July 10, 2009

United States Securities and  
Exchange Commission  
100 F Street, N.W.  
Washington, D.C. 20549

Re: **Request for Withdrawal of Registration Statement on Form S-3**

Dear Sir/Madam:

I write on behalf of Independent Bank Corp. (the Company) to request a withdrawal of the Registration Statement on Form S-3 which the Company filed on February 6, 2009 with respect to the proposed resale offering by the selling securityholders of up to 78,158 Shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series C, par value \$0.01 per share and a warrant to purchase up to 481,664 shares of the Company's common stock. The offering in question has been terminated and the Company wishes to remove the unsold securities from registration and to apply the \$3,533.00 registration fee paid in connection with the Registration Statement toward future registrations.

If you have any questions feel free to contact me at 781-982-6158 or contact my paralegal assistant Taylor Beckett at 781-9825-6137. Thank you for your assistance.

Very truly yours,

INDEPENDENT BANK CORP.

By: /s/ Edward H. Seksay  
Edward H. Seksay  
General Counsel  
(Duly Authorized Signatory)

cc: Barry H. Jensen, Controller (*via email*)  
Maureen Gaffney, Director of Financial Reporting (*via email*)  
Kimberly DeSciscio, Senior Financial Analyst (*via email*)  
Richard A. Schaberg, Esq. (*via email*)