

INDEPENDENT BANK CORP

Form DEFA14A

April 12, 2005

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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

INDEPENDENT BANK CORP.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

 - (2) Aggregate number of securities to which transaction applies:

 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

 - (4) Proposed maximum aggregate value of transaction:

 - (5) Total fee paid:

- o Fee paid previously with preliminary materials.
 - o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:

 - (2) Form, Schedule or Registration Statement No.:

 - (3) Filing Party:

 - (4) Date Filed:
-

VIA FACSIMILE: <<FAX>>

April 12, 2005

<<Address>>

Dear <<Name>>:

We, the Chairman of the Board of Directors and the Chief Executive Officer of Independent Bank Corp., have together sent you this letter to ask for your vote in favor of all matters proposed by the Board at our upcoming April 21, 2005 Annual Shareholders Meeting.

We specifically urge you grant the Board your proxy to approve Restated Articles of Organization for Independent Bank Corp., a matter which requires the approval of at least two-thirds of our issued and outstanding shares. As indicated in our Proxy Statement, the Board has proposed the Restated Articles of Organization to align Independent Bank Corp. with the new Massachusetts business corporation statute. Moreover, the Board believes, based upon the history of Independent Bank Corp., the Board's experience with such matters, and the Board's understanding of current corporate governance best practices, that the best interests of our company will be served by approving a mandatory retirement age of 72 for Directors and granting the Board the power to remove a Director for cause.

We thank you for your continued support and urge you to cooperate with Georgeson Shareholder Communications, our proxy solicitor, to vote your shares as requested by the Board.

Yours truly,

Thomas J. Teuten
Chairman of the Board

Christopher Oddleifson
Chief Executive Officer