



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

May 30, 2012

VIA E-MAIL

Mr. Robert A. Pace
Chief Financial Officer
Independence Tax Credit Plus L.P. II & III
625 Madison Avenue
New York, New York 10022

Re: Independence Tax Credit Plus L.P. II
Item 4.01 Form 8-K
Filed on April 27, 2012
File No. 033-37704-03

Independence Tax Credit Plus L.P. III
Item 4.01 Form 8-K
Filed on April 27, 2012
File No. 000-24650

Dear Mr. Robert A. Pace:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Wilson K. Lee

Wilson K. Lee
Staff Accountant