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 MAY 24 2005  
 THOMSON FINANCIAL  
 MAY 21 2005  
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 SECTION  
 THOMSON FINANCIAL



05035161

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

OMB APPROVAL  
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OFFICIAL USE  
 FILE NO. 84-1644  
 DOC. SEQ. NO. 05035161  
 EFFECTIVE DATE 5-20-2005

**FORM TA-W**

**NOTICE OF WITHDRAWAL FROM REGISTRATION AS TRANSFER AGENT**

Pursuant To Section 17A of the Securities Exchange Act of 1934

Read all instructions on reverse side before preparing form. Please print or type.

1. Transfer Agent File No.: 084-1644 2. Full name of registrant: HISTORIC PRESERVATION PROPERTIES LIMITED PARTNERSHIP

3. Name under which transfer agent activities are conducted, if different from above:

4. Address of registrants principal place of business: No. and street 21 CUSTOM HOUSE ST. SUITE 440 City BOSTON State MA Zip Code 02110

5. Furnish registrants reasons for ceasing the performance of transfer agent functions or for otherwise requesting withdrawal of its registration.  
LIQUIDATION OF FUND

6. Furnish the last date registrant performed transfer agent functions as defined by Section 3(a)(25) of the Act for any security, including debt and equity, registered under Section 12 of the Act or which would be required to be registered except for the exemption from registration provided by subsection (g)(2)(B) or (g)(2)(G) of that section. 9/30/04

Does registrant have any intention of performing in the near future a transfer agent function for any such security? No

7. Is registrant directly or indirectly involved in any legal actions or proceedings or aware of any potential claims (including out-of-proof conditions) against it in connection with its performance of transfer agent functions for any security? If so, furnish complete information with respect to each.  
 Yes  No

8. Are there any unsatisfied judgments or liens against registrant arising out of its performance of transfer agent functions for any security? If so, furnish complete information regarding each judgment or lien.  
 Yes  No

9. For each issue shown on Schedule B of registrants Form TA-I, as amended, and for any issues for which registrant assumed transfer agent functions since the last amendment to Schedule B, furnish the name(s) and address(es) of any successor transfer agent(s) and state whether such transfer agent(s) is registered as a transfer agent pursuant to the Act. If there is no successor transfer agent(s), so state.  
NO SUCCESSOR TRANSFER AGENT

10. For each issue shown on Schedule B of registrants Form TA-I, as amended, and for any issues for which registrant assumed transfer agent functions since the last amendment to Schedule B, furnish the name(s) and address(es) of the person(s) who has or will have custody or possession of the books and records which registrant maintained in connection with its performance of transfer agent functions.  
NOT APPLICABLE

11. Furnish the address(es), if different from Item 10, where such books and records will be located.

12. EXECUTION. The registrant submitting this Form and its attachments and the person executing it represent hereby that it and all materials filed in connection therewith contain a true, correct and complete statement of all required information. Registrant also consents hereby to make the books and records it is required to preserve by Rules 17A d-6 and 7 under the Securities Exchange Act of 1934 (17 CFR 240.17A d-6 and 7) available for examination by authorized representatives of the Securities and Exchange Commission during the period the rules require registrant to preserve such books and records and hereby authorizes the person having custody of such books and records to make them available to such representatives.

**ATTENTION**  
 Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)).

Dated the 15<sup>th</sup> day of MARCH 2005  
HISTORIC PRESEVATION PROPERTIES LIMITED PARTNER.  
 (Name of transfer agent)  
Terrence P Sullivan  
 (Manual signature of principal officer or duly authorized principal)  
TERRENCE P SULLIVAN  
 (Printed name of principal officer or duly authorized principal)  
GENERAL PARTNER  
 (Title) 617-422-5815  
 (Telephone number)

AM  
 4-5-2005



OFFICE OF FILINGS AND  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
OPERATIONS CENTER  
6432 GENERAL GREEN WAY  
ALEXANDRIA, VIRGINIA 22312-2413

April 5, 2005

Terrence P. Sullivan, General Partner  
Historic Preservation Properties Limited Partnership  
21 Custom House Street, Suite 440  
Boston, MA 02110

Re: Form TA-W  
SEC File No.: 84-1644

Dear Mr. Sullivan:

Your notice on Form TA-W requesting withdrawal of your registration as a transfer agent pursuant to Section 17A(c)(3)(c) of the Securities Exchange Act of 1934 was filed on March 21, 2005.

Rule 17Ac3-1 provides that withdrawal from registration shall become effective on the 60th day after the filing of Form TA-W or within such shorter period of time as the Commission may determine.

However, if a notice to withdraw from registration is filed with the Commission at any time subsequent to the date of issuance of a Commission order instituting proceedings pursuant to Section 17A(c)(3)(A) of the Act, or if prior to the effective date of the notice or withdrawal the Commission institutes such a notice of withdrawal shall not become effective except at such time and upon such terms and conditions as the Commission deems necessary or appropriate in the public interest or for the protection of investors.

Sincerely,

*Alysa Morrow*  
Alysa Morrow, Legal Instruments Examiner  
Branch of Registrations & Examinations