

Whitestone REIT  
Form SC TO-T/A  
November 04, 2010

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Amendment No. 1  
to  
SCHEDULE TO  
Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934

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WHITESTONE REIT  
(Name of Subject Company)

MPF DEWAAY FUND 7, LLC, MPF DEWAAY PREMIER FUND 4, LLC, MPF BLUE RIDGE FUND II, LLC,  
MPF SENIOR NOTE PROGRAM I, LP, MPF SENIOR NOTE PROGRAM II, LP, MPF BADGER ACQUISITION  
CO., LLC, MACKENZIE PATTERSON SPECIAL FUND 5, LLC, MPF FLAGSHIP FUND 14, LLC.; SCM  
SPECIAL FUND 2, LP, MP VALUE FUND 7, LLC, MP INCOME FUND 16, LLC, MPF SPECIAL FUND 9, LLC,  
MPF FLAGSHIP FUND 12, LLC, MPF INCOME FUND 24, LLC; AND MACKENZIE PATTERSON FULLER, LP  
(Bidders)  
CLASS A COMMON SHARES  
(Title of Class of Securities)

None or unknown  
(CUSIP Number of Class of Securities)

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(Name, Address, and Telephone Number of  
Person Authorized to Receive Notices and  
Communications on Behalf of Bidder)

Calculation of Filing Fee

| Transaction<br>Valuation* | Amount of<br>Filing Fee |
|---------------------------|-------------------------|
| \$1,600,000               | \$114.08                |

\* For purposes of calculating the filing fee only. Assumes the purchase of 200,000 Shares  
at a purchase price equal to \$8 per Share in cash

[X]

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Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$114.08  
Form or Registration Number: SC TO-T  
Filing Party: MacKenzie Patterson Fuller, LP  
Date Filed: September 17, 2010

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going private transaction subject to Rule 13e-3
- amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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FINAL AMENDMENT TO TENDER OFFER

This Tender Offer Statement on Schedule TO relates to the offer (the "Offer") by: MPF DeWaay Fund 7, LLC, MPF DeWaay Premier Fund 4, LLC, MPF Blue Ridge Fund II, LLC, MPF Senior Note Program I, LP, MPF Senior Note Program II, LP, MPF Badger Acquisition Co., LLC, MacKenzie Patterson Special Fund 5, LLC, MPF Flagship Fund 14, LLC, MP Value Fund 7, LLC, MP Income Fund 16, LLC, MPF Special Fund 9, LLC, MPF Flagship Fund 12, LLC, MPF Income Fund 24, LLC, SCM Special Fund 2, LP (collectively the "Purchasers") to purchase up to 200,000 shares of Class A common shares (the "Shares") in Whitestone REIT (the "Corporation"), the subject company, at a purchase price equal to \$8 per Share, less the amount of any dividends declared or made with respect to the Shares between September 17, 2010 and October 22, 2010 or such other date to which this Offer may be extended (the "Expiration Date"), upon the terms and subject to the conditions set forth in the Offer to Purchase dated September 17, 2010 (the "Offer to Purchase") and the related Assignment Form.

The Offer resulted in the tender by Shareholders, and acceptance for payment by the Purchasers, of a total of 20,150 Shares. Upon completion of the Offer, the Purchasers held an aggregate of approximately 4.3% of the total outstanding Class A Shares, or 2.6% of all outstanding common shares, including Class A and B. These Shares were allocated among the Purchasers as follows:

|   |       |
|---|-------|
| SCM Special Fund 2, LP                  | 4,030 |
| MPF DeWaay Fund 7, LLC                  | 4,030 |
| MPF DeWaay Premier Fund 4, LLC          | 1,746 |
| MPF Blue Ridge Fund II, LLC             | 1,746 |
| MPF Senior Note Program I, LP           | 1,746 |
| MPF Senior Note Program II, LP          | 1,746 |
| MPF Badger Acquisition Co., LLC         | 1,614 |
| Mackenzie Patterson Special Fund 5, LLC | 1,746 |
| MPF Flagship Fund 14, LLC               | 1,746 |

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 4, 2010

MPF DeWaay Fund 7, LLC, MPF DeWaay Premier Fund 4, LLC, MPF Blue Ridge Fund II, LLC, MPF Senior Note Program I, LP, MPF Senior Note Program II, LP, MPF Badger Acquisition Co., LLC, MacKenzie Patterson Special Fund 5, LLC, MPF Flagship Fund 14, LLC, MP Value Fund 7, LLC, MP Income Fund 16, LLC, MPF Special Fund 9, LLC, MPF Flagship Fund 12, LLC, MPF Income Fund 24, LLC

By: MacKenzie Patterson Fuller, LP, Manager/General Partner

By: /s/ Chip Patterson  
Chip Patterson, Senior Vice  
President

MACKENZIE PATTERSON FULLER, LP

By: /s/ Chip Patterson  
Chip Patterson, Senior Vice President