

Piedmont Office Realty Trust, Inc.  
Form SC TO-T  
October 26, 2009

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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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PIEDMONT OFFICE REALTY TRUST, INC.  
(Name of Subject Company)

MPF DEWAAY FUND 8, LLC; MPF REIT FUND 1, LLC; MPF BADGER ACQUISITION CO., LLC; LEMON  
CREEK OPERATING PARTNERSHIP, LP; MPF SENIOR NOTE PROGRAM I AND II, LP; SCM SPECIAL  
FUND 2, LP; AND MACKENZIE PATTERSON FULLER, LP  
(Bidders)

SHARES OF COMMON STOCK  
(Title of Class of Securities)

None or unknown  
(CUSIP Number of Class of Securities)

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Christine Simpson  
MacKenzie Patterson Fuller, LP  
1640 School Street  
Moraga, California 94556  
(925) 631-9100 ext. 1024

Copy to:  
Chip Patterson, Esq.  
MacKenzie Patterson Fuller, LP  
1640 School Street  
Moraga, California 94556  
(925) 631-9100 ext. 1006

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

Calculation of Filing Fee

Transaction Valuation*	Amount of Filing Fee
\$4,000,000	\$223.20

\* For purposes of calculating the filing fee only. Assumes the purchase of 1,000,000  
Shares at a purchase price equal to \$4.00 per Share in cash

☐ 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:  
Form or Registration Number:  
Filing Party:  
Date Filed:

☐ 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: ☐

#### TENDER OFFER

This Tender Offer Statement on Schedule TO relates to the offer (the "Offer") by: MPF DeWaay Fund 8, LLC; MPF REIT FUND 1, LLC; MPF BADGER ACQUISITION CO., LLC; LEMON CREEK OPERATING PARTNERSHIP, LP; MPF SENIOR NOTE PROGRAM I AND II, LP; SCM Special Fund 2, LP; and MacKenzie Patterson Fuller, LP (collectively the "Purchasers") to purchase up to 1,000,000 shares of common stock (the "Shares") in Piedmont Office Realty Trust, Inc. (the "Corporation"), the subject company, at a purchase price equal to \$4.00 per Share, less the amount of any dividends declared or made with respect to the Shares between October 26, 2009 (the "Offer Date") and November 30, 2009, 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 October 26, 2009 (the "Offer to Purchase") and the related Assignment Form, copies of which are attached hereto as Exhibits (a)(1) and (a)(2), respectively. As noted above, the Offer price would be subject to reduction for dividends made or declared prior to the Expiration Date. Any dividends made or declared after the Expiration Date, by the terms of the Offer and as set forth in the Assignment Form, would be assigned by tendering Shareholders to the Purchasers.

In the event of a price reduction resulting from a Corporation dividend declared or made after the Offer Date and before the Expiration Date, as described above, the Purchasers will file an amendment to this Schedule TO reflecting such reduction and will, to the extent necessary, extend the Expiration Date to assure there is a minimum ten business day period following the amendment before the Offer expires.

Tender of Shares will include the tender of any and all securities into which the Shares may be converted and any securities distributed with respect to the Shares from and after the Offer Date.

The Corporation had 103,000 holders of record owning an aggregate of 478,900,000 Shares as of July 31, 2009, according to its Annual Report on Form 10-K for the year ended December 31, 2009 and its Quarterly Report on Form 10-Q for the fiscal period ending June 30, 2009, respectively. The Purchasers and their affiliates currently beneficially own 1,256,304 Shares, or 0.26% of the outstanding Shares. The 1,000,000 Shares subject to the Offer constitute

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0.21% of the outstanding Shares. Consummation of the Offer, if all Shares sought are tendered, would require payment by the Purchasers of up to \$4,000,000 in aggregate purchase price, which the Purchasers intend to fund out of their current working capital, unrestricted lines of credit, and binding capital commitments.

The address of the Corporation's principal executive offices is 11695 Johns Creek Parkway, Ste. 350, Johns Creek, Georgia 30097, and its phone number is (770) 418-8800.

The information in the Offer to Purchase, including all schedules and annexes thereto, is hereby expressly incorporated herein by reference in response to all the items of this Statement.

Item 12. Exhibits.

(a)(1) Offer to Purchase dated October 26, 2009

(a)(2) Assignment Form

(a)(3) Cover letter dated October 26, 2009

(a)(4) Form of advertisement in Investor's Business Daily

(b)- (h) Not applicable.

Item 13. Information Required by Schedule 13E-3.

Not applicable.

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: October 26, 2009

MPF DeWaay Fund 8, LLC; MPF REIT Fund 1, LLC; MPF Badger Acquisition Co., LLC; MPF Senior Note Program I and II, LP

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

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

SCM Special Fund 2, LP

By: SCM-GP, LLC, General Partner

By: Sutter Capital Management, LLC, Manager

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

Lemon Creek Operating Partnership, LP

By: Lemon Creek Properties, Inc.

By: /s/ Chip Patterson

Chip Patterson, Senior Vice

President

MacKenzie Patterson Fuller, LP

By: /s/ Chip Patterson

Chip Patterson, Senior Vice

President

## EXHIBIT INDEX

Exhibit	Description
(a)(1)	Offer to Purchase dated October 26, 2009
(a)(2)	Assignment Form
(a)(3)	Cover letter dated October 26, 2009
(a)(4)	Form of advertisement in Investor's Business Daily