

CatchMark Timber Trust, Inc.  
Form SC TO-T/A  
April 18, 2014

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Amendment No. 2  
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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CATCHMARK TIMBER TRUST, Inc.  
(Name of Subject Company)

CMG LEGACY INCOME FUND, LLC, CMG INCOME FUND II, LLC, CMG LEGACY GROWTH FUND, LLC  
CMG ACQUISITION CO., LLC AND CMG PARTNERS, LLC

(Bidders)  
SHARES OF CLASS A, B-1, B-2, AND B-3  
COMMON STOCK  
(Title of Class of Securities)

None or unknown  
(CUSIP Number of Class of Securities)

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Mark Swenson  
CMG Partners, LLC  
12828 Northup Way, Suite 110  
Bellevue, WA 98005  
(425) 376-0693

(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 |
|---------------------------|-------------------------|
| \$15,500,000              | \$1,996.40              |

\* For purposes of calculating the filing fee only. Assumes the purchase of 800,000 Shares of Class A and 200,000 Shares of each Class B-1, B-2, and B-3 at a purchase price equal to \$12, \$10, \$8.50, and \$7 per Share in cash, respectively.

[X] 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

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registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$1,996.40

Form or Registration Number: SC TO-T

Filing Party: CMG Partners, LLC

Date Filed: February 18, 2014

☐ 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: ☒

FINAL AMENDMENT TO TENDER OFFER

This Amendment No. 2 to the Tender Offer Statement on Schedule TO relates to the offer (the "Offer") by CMG LEGACY INCOME FUND, LLC, CMG INCOME FUND II, LLC, CMG LEGACY GROWTH FUND, LLC, CMG ACQUISITION CO., LLC AND CMG PARTNERS, LLC (collectively the "Purchasers") to purchase up to 800,000 Class A and 200,000 shares of each Class B-1, B-2, and B-3 of common stock (the "Shares") in CatchMark Timber Trust, Inc. (the "REIT"), the subject company, at a purchase price equal to \$12, \$10, \$8.50, and \$7 per Share, respectively, upon the terms and subject to the conditions set forth in the Offer to Purchase (the "Offer to Purchase") dated February 18, 2014 ("Offer Date") and the related Agreement of Assignment and Transfer.

The Offer resulted in the tender by shareholders, and acceptance for payment by the Purchasers, of a total of approximately 48,001 Shares: 6,784 Class A, 14,174 Class B-1, 13,846 Class B-2, and 13,546 Class B-3. The Purchasers will pay for all such tendered Shares immediately upon receipt of confirmation from the REIT (or its transfer agent) that the tendered Shares will be transferred to the Purchasers.

Following purchase of all of the tendered Shares, the Purchaser will own an aggregate of approximately 48,001 Shares, or approximately 0.2% of the total outstanding Shares.

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: April 18, 2014

CMG LEGACY INCOME FUND, LLC,  
CMG INCOME FUND II, LLC,  
CMG LEGACY GROWTH FUND, LLC,  
CMG ACQUISITION CO., LLC, AND  
CMG PARTNERS, LLC

By: Mark Swenson, Manager

By: / s /   M a r k  
Swenson