

Cole Credit Property Trust II Inc
Form SC TO-T/A
March 26, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

COLE CREDIT PROPERTY TRUST II, Inc.
(Name of Subject Company)

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

(Bidders)
SHARES OF COMMON STOCK
(Title of Class of Securities)

None or unknown
(CUSIP Number of Class of Securities)

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 Valuation* | Amount of Filing Fee |
|---------------------------|-------------------------|
| \$6,000,000 | \$818.40 |

* For purposes of calculating the filing fee only. Assumes the purchase of 1,000,000
Shares at a purchase price equal to \$6.00 per Share in cash

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

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Amount Previously Paid: \$818.40

Form or Registration Number: SC TO-T/A

Filing Party: CMG Partners, LLC

Date Filed: March 26, 2013

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 TENDER OFFER

This Tender Offer Statement on Schedule TO relates to the offer (the "Offer") by CMG Partners, LLC; CMG Legacy Growth Fund, LLC; CMG Legacy Income Fund, LLC; CMG Income Fund II, LLC; and CMG Acquisition Co., LLC (collectively the "Purchasers") to purchase up to 1,000,000 shares of common stock (the "Shares") in Cole Credit Property Trust II, Inc. (the "REIT"), the subject company, at a purchase price equal to \$6.00 per Share, upon the terms and subject to the conditions set forth in the Offer to Purchase (the "Offer to Purchase") dated January 22, 2013 ("Offer Date") and the related Agreement of Assignment and Transfer Form.

The Offer resulted in the tender by shareholders, and acceptance for payment by the Purchases, of a total of 228,248 Shares. Following purchase of all the tendered Shares, the Purchases will own an aggregate of approximately 229,248 Shares, or approximately 0.109% 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: March 26, 2013

CMG Partners, LLC, CMG Partners, LLC; CMG Legacy Growth Fund, LLC; CMG Legacy Income Fund, LLC; CMG Income Fund II, LLC; and CMG Acquisition Co., LLC
By: Mark Swenson, Manager

By: / s / M a r k
Swenson