

# SECURITIES AND EXCHANGE COMMISSION

## FORM D/A

Official notice of an offering of securities that is made without registration under the Securities Act in reliance on an exemption provided by Regulation D and Section 4(6) under the Act.  
[amend]

Filing Date: **2013-01-09**  
SEC Accession No. [0001554226-13-000001](#)

([HTML Version](#) on [secdatabase.com](#))

### FILER

#### **Milestone III REIT, LLC**

CIK: [1554226](#) | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **D/A** | Act: **33** | File No.: [021-182497](#) | Film No.: **13520576**

#### Mailing Address

5429 LBJ FREEWAY, SUITE  
800  
DALLAS TX 75240

#### Business Address

5429 LBJ FREEWAY, SUITE  
800  
DALLAS TX 75240  
214 561-1225

#### **MREI GP III, LLC**

CIK: [1554229](#) | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **D/A** | Act: **33** | File No.: [021-182497-01](#) | Film No.: **13520575**

#### Mailing Address

5429 LBJ FREEWAY, SUITE  
800  
DALLAS TX 75240

#### Business Address

5429 LBJ FREEWAY, SUITE  
800  
DALLAS TX 75240  
214 561-1225

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

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	June 30, 2012
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) [0001554226](#) Previous Name(s)  None Entity Type  
 Corporation  
Name of Issuer [Milestone III REIT, LLC](#)  Limited Partnership  
 Limited Liability Company  
Jurisdiction of Incorporation/  
Organization [DELAWARE](#)  General Partnership  
 Business Trust  
Year of Incorporation/Organization  Other  
 Over Five Years Ago  
 Within Last Five Years (Specify Year) 2012  
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer [Milestone III REIT, LLC](#)  
Street Address 1 [5429 LBJ FREEWAY, SUITE 800](#) Street Address 2  
City [DALLAS](#) State/Province/Country [TEXAS](#) ZIP/Postal Code [75240](#) Phone No. of Issuer [214 561-1225](#)

1. Issuer's Identity

CIK (Filer ID Number) [0001554229](#) Previous Name(s)  None Entity Type  
 Corporation  
Name of Issuer [MREI GP III, LLC](#)  Limited Partnership  
 Limited Liability Company  
Jurisdiction of Incorporation/  
Organization [DELAWARE](#)  General Partnership  
 Business Trust  
Year of Incorporation/Organization  Other  
 Over Five Years Ago  
 Within Last Five Years (Specify Year) 2009  
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer [MREI GP III, LLC](#)  
Street Address 1 Street Address 2

5429 LBJ FREEWAY, SUITE 800

City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
DALLAS	TEXAS	75240	214 561-1225

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### 3. Related Persons

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Last Name	First Name	Middle Name
Milestone Real Estate Investors III, LP	N/A	
Street Address 1	Street Address 2	
5429 LBJ Freeway	Suite 800	
City	State/Province/Country	ZIP/Postal Code
Dallas	TEXAS	75240

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Director and manager of Milestone III REIT, LLC

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Last Name	First Name	Middle Name
MREI GP III, LLC	N/A	
Street Address 1	Street Address 2	
5429 LBJ Freeway	Suite 800	
City	State/Province/Country	ZIP/Postal Code
Dallas	TEXAS	75240

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

General partner of Milestone Real Estate Investors III, LP

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Last Name	First Name	Middle Name
Milestone Investors LP	N/A	
Street Address 1	Street Address 2	
5429 LBJ Freeway	Suite 800	
City	State/Province/Country	ZIP/Postal Code
Dallas	TEXAS	75240

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Member of MREI GP III, LLC

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Last Name	First Name	Middle Name
TMG Investors GP LLC	N/A	
Street Address 1	Street Address 2	
5429 LBJ Freeway	Suite 800	
City	State/Province/Country	ZIP/Postal Code
Dallas	TEXAS	75240

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

General partner of Milestone Investors LP

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Last Name	First Name	Middle Name
<a href="#">The Milestone Real Estate Group, L.P.</a>	<a href="#">N/A</a>	
Street Address 1	Street Address 2	
<a href="#">5429 LBJ Freeway</a>	<a href="#">Suite 800</a>	
City	State/Province/Country	ZIP/Postal Code
<a href="#">Dallas</a>	<a href="#">TEXAS</a>	<a href="#">75240</a>

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)  
[Sole member of TMG Investors GP LLC](#)

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Last Name	First Name	Middle Name
<a href="#">The Milestone Group, LLC</a>	<a href="#">N/A</a>	
Street Address 1	Street Address 2	
<a href="#">5429 LBJ Freeway</a>	<a href="#">Suite 800</a>	
City	State/Province/Country	ZIP/Postal Code
<a href="#">Dallas</a>	<a href="#">TEXAS</a>	<a href="#">75240</a>

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)  
[General partner of The Milestone Real Estate Group, L.P.](#)

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Last Name	First Name	Middle Name
<a href="#">Goldberg</a>	<a href="#">Jeffrey</a>	<a href="#">L.</a>
Street Address 1	Street Address 2	
<a href="#">3 West 57th Street</a>	<a href="#">Floor 10</a>	
City	State/Province/Country	ZIP/Postal Code
<a href="#">New York</a>	<a href="#">NEW YORK</a>	<a href="#">10019</a>

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)  
[Principal of The Milestone Group, LLC](#)

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Last Name	First Name	Middle Name
<a href="#">Landin</a>	<a href="#">Robert</a>	<a href="#">P.</a>
Street Address 1	Street Address 2	
<a href="#">5429 LBJ Freeway</a>	<a href="#">Suite 800</a>	
City	State/Province/Country	ZIP/Postal Code
<a href="#">Dallas</a>	<a href="#">TEXAS</a>	<a href="#">75240</a>

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)  
[Principal of The Milestone Group, LLC](#)

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#### 4. Industry Group

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- Agriculture
- Banking & Financial Services
  - Commercial Banking
  - Insurance
  - Investing
  - Investment Banking
  - Pooled Investment Fund
    - Hedge Fund
    - Private Equity Fund
    - Venture Capital Fund
    - Other Investment Fund
  - \*Is the issuer registered as an investment company under the Investment Company Act of 1940?
    - Yes  No
  - Other Banking & Financial Services
- Business Services
- Energy
  - Coal Mining
  - Electric Utilities
  - Energy Conservation
  - Environmental Services
  - Oil & Gas
  - Other Energy
- Health Care
  - Biotechnology
  - Health Insurance
  - Hospitals & Physicians
  - Pharmaceuticals
  - Other Health Care
- Manufacturing
- Real Estate
  - Commercial
  - Construction
  - REITS & Finance
  - Residential
  - Other Real Estate
- Retailing
- Restaurants
- Technology
  - Computers
  - Telecommunications
  - Other Technology
- Travel
  - Airlines & Airports
  - Lodging & Conventions
  - Tourism & Travel Services
  - Other Travel
- Other

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#### 5. Issuer Size

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- | Revenue Range   | Aggregate Net Asset Value Range                         |
|---|---|
| <input type="checkbox"/> No Revenues                  | <input type="checkbox"/> No Aggregate Net Asset Value   |
| <input type="checkbox"/> \$1 - \$1,000,000            | <input type="checkbox"/> \$1 - \$5,000,000              |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000    | <input type="checkbox"/> \$5,000,001 - \$25,000,000     |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000   | <input type="checkbox"/> \$25,000,001 - \$50,000,000    |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | <input type="checkbox"/> \$50,000,001 - \$100,000,000   |
| <input type="checkbox"/> Over \$100,000,000           | <input type="checkbox"/> Over \$100,000,000             |
| <input type="checkbox"/> Decline to Disclose          | <input checked="" type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable               | <input type="checkbox"/> Not Applicable                 |

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#### 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

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- Rule 504(b)(1) (not (i), (ii) or (iii))  Rule 505
- Rule 504 (b)(1)(i)  Rule 506
- Rule 504 (b)(1)(ii)  Securities Act Section 4(6)
- Rule 504 (b)(1)(iii)  Investment Company Act Section 3(c)
  - Section 3(c)(1)  Section 3(c)(9)
  - Section 3(c)(2)  Section 3(c)(10)
  - Section 3(c)(3)  Section 3(c)(11)

- Section 3(c)(4)  Section 3(c)(12)  
 Section 3(c)(5)  Section 3(c)(13)  
 Section 3(c)(6)  Section 3(c)(14)  
 Section 3(c)(7)

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## 7. Type of Filing

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New Notice Date of First Sale [2011-06-22](#)  First Sale Yet to Occur

Amendment

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## 8. Duration of Offering

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Does the Issuer intend this offering to last more than one year?  Yes  No

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## 9. Type(s) of Securities Offered (select all that apply)

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- Pooled Investment Fund Interests  Equity  
 Tenant-in-Common Securities  Debt  
 Mineral Property Securities  Option, Warrant or Other Right to Acquire Another Security  
 Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Other (describe)

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## 10. Business Combination Transaction

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Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary)

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## 11. Minimum Investment

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Minimum investment accepted from any outside investor \$ [0](#) USD

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## 12. Sales Compensation

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Recipient <a href="#">n/a</a>	Recipient CRD Number <input checked="" type="checkbox"/> None <a href="#">None</a>	
(Associated) Broker or Dealer <input type="checkbox"/> None <a href="#">H &amp; L Equities, LLC</a>	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None <a href="#">113794</a>	
Street Address 1 <a href="#">1175 Peachtree St., NE</a>	Street Address 2 <a href="#">100 Colony Square, Suite 2120</a>	
City <a href="#">Atlanta</a>	State/Province/Country <a href="#">GEORGIA</a>	ZIP/Postal Code <a href="#">30361</a>
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

[FLORIDA](#)  
[GEORGIA](#)  
[TEXAS](#)

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### 13. Offering and Sales Amounts

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Total Offering Amount \$ 50,125,000 USD or  Indefinite

Total Amount Sold \$ 50,125,000 USD

Total Remaining to be Sold \$ 0 USD or  Indefinite

Clarification of Response (if Necessary)

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### 14. Investors

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Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,   
Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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### 15. Sales Commissions & Finders' Fees Expenses

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Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 6,250 USD  Estimate

Finders' Fees \$ 0 USD  Estimate

Clarification of Response (if Necessary)

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### 16. Use of Proceeds

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Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0 USD  Estimate

Clarification of Response (if Necessary)

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### Signature and Submission

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**Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.**

#### Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

I also am a duly authorized representative of the other identified issuer(s) in Item 1 above and authorized to sign on their behalf.

Issuer	Signature	Name of Signer	Title	Date
Milestone III REIT, LLC	Robert P. Landin	Robert P. Landin	Co-President of TMG Investors GP LLC	2013-01-09
MREI GP III, LLC	Robert P. Landin	Robert P. Landin	Co-President of TMG Investors GP LLC	2013-01-09

***Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.***

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.