## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# 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

## PIEDMONT OFFICE REALTY TRUST, INC.

(Name of Subject Company)

Series C (PDM B-3) of Tender Investors, LLC, which is managed by

Tender Investors Manager LLC, whose sole member is

Apex Real Estate Advisors, LLC
(Name of Filing Persons - Offerors)

## SHARES OF CLASS B-3 COMMON STOCK, PAR VALUE \$0.01 (Title of Class of Securities)

720190 503 (CUSIP Number of Class of Securities)

Brent Donaldson
Series C (PDM B-3) of Tender Investors, LLC,
a Delaware series limited liability company
c/o Tender Investors Manager, LLC
6114 La Salle Ave., #345
Oakland, CA 94611
Tel: 510.619.3636
Fax: 925.403.7967

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

	tion of Filing Fee tion Valuation* Amount of Filing Fee 0,000	\$5,880					
	or purposes of calculating the original filing fee of 1.00 per Share in cash.	nly. In the original filing, the offer was to purchase of 2,100,000 Shares at a purchase price equal to					
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 Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.							
	Amount Previously Paid:	\$5,880					
	Form or Registration:	Schedule TO-T					
	Number:	005-80150					
	Filing Party:	Series C (PDM B-3) of Tender Investors, LLC					
	Date Filed:	August 3, 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:  $\Box$ 

#### TENDER OFFER

This Amendment No. 2 to the Schedule TO originally filed on August 3, 2010 (the "Original Schedule TO") by Series C (PDM B-3) of Tender Investors, LLC, a Delaware series limited liability company (the "Purchaser"), as amended by Amendment No. 1, relates to the amended offer to purchase up to 427,000 shares of Class B-3 common stock of Piedmont Office Realty Trust, Inc., the subject company, at a purchase price equal to \$14.00 per Share (the "Amended Offer"), is being filed solely to file as Exhibit (a)(6) hereto the text of the amended and restated advertisement being published in connection with the Amended Offer.

The Amendment No. 1 filed on August 26, 2010 amended and restated in full the Original Schedule TO to reduce the number of shares for which the Amended Offer is being made to 427,000 shares, from the original 2,100,000 shares, and to remove its financing contingency, and provided an amended and restated Offer to Purchase as Exhibit (a)(1), Letter to Shareholders as Exhibit (a)(3) and a press releases issued by the Purchaser in connection with the Amended Offer as Exhibit (a)(5). No further changes are being made to the terms and conditions of the Amended Offer set forth in the Amendment No. 1 and the exhibits thereto.

#### Items 1 through 11.

The information in the Amended and Restated Offer to Purchase dated August 26, 2010, including all schedules thereto, previously filed as Exhibit (a)(1) to Amendment No. 1, is hereby expressly incorporated herein by reference in response to Items 1 through 11 of this Statement, except as set forth above or below.

#### Item 12. Exhibits.

- (a)(1) Amended and Restated Offer to Purchase dated August 26, 2010\*\*
- (a)(2) Assignment Form\*
- (a)(3) Amended and Restated Form of Letter to Shareholders dated August 26, 2010\*\*
- (a)(4) Form of Advertisement in Investor's Business Daily\*
- (a)(5) Press Release of Series C (PDM B-3) of Tender Investors, LLC, dated August 26, 2010\*\*
- (a)(6) Form of Amended and Restated Advertisement in Investor's Business Daily
- (b)-(h) Not applicable
- \* Previously filed with Original Schedule TO.
- \*\* Previously filed with Amendment No. 1 to Original Schedule TO.

#### **SIGNATURES**

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

Dated: September 7, 2010

SERIES C (PDM B-3) OF TENDER INVESTORS, LLC, A DELAWARE SERIES LIMITED LIABILITY COMPANY

By: Tender Investors Manager, LLC

Its: Manager

By: Apex Real Estate Advisors, LLC

Its: Manager

/s/Brent R. Donaldso

By: Brent Donaldson Its: Managing Principal

TENDER INVESTORS MANAGER, LLC, A DELAWARE LIMITED LIABILITY COMPANY

By: Apex Real Estate Advisors, LLC

Its: Manager

/s/Brent R. Donaldson

By: Brent Donaldson Its: Managing Principal

APEX REAL ESTATE ADVISORS, LLC, A DELAWARE LIMITED LIABILITY COMPANY

/s/ Brent R. Donaldson

By: Brent Donaldson Its: Managing Principal

### EXHIBIT INDEX

Exhibit	Description				
(a)(6)	Form of Amended and Restated Advertisement in Investor's Business Daily				

#### Text of Ad

[Published September 7, 2010 in Investor's Business Daily]

This announcement is neither an offer to buy nor a solicitation of an offer to sell Shares. The Offer is being made solely by the formal Amended and Restated Offer to Purchase made to Shareholders of record and is not being made to, and tenders will not be accepted from or on behalf of, Shareholders residing in any state in which making or accepting the Offer would violate that jurisdiction's laws. In those jurisdictions where the securities, Blue Sky, or other laws require the Offer to be made by a licensed broker or dealer, the Offer shall be deemed to be made on behalf of Purchaser only by one or more registered dealers licensed under the laws of such jurisdiction.

NOTICE OF AMENDED AND RESTATED OFFER TO PURCHASE FOR CASH: Up to 427,000 Shares of common stock of Piedmont Office Realty Trust, Inc (the "Company") at a price of \$14.00 per Share

by: Series C (PDM B-3) of Tender Investors, LLC, a Delaware series limited liability company ("Purchaser")

The Purchaser is offering to purchase for cash up to 427,000 Shares of Class B-3 common stock ("Shares") of the Company, at a price of \$14.00 per Share upon the terms and subject to the conditions set forth in Purchaser's Amended and Restated Offer to Purchase and in the related Assignment Form for the offer (which together constitute the "Offer" and the "Tender Offer Documents"). The Purchaser has amended its offer to reduce the number of Shares sought in the offer and to remove its financing contingency, with all other terms and conditions remaining unchanged. The Purchaser is now offering to purchase up to 427,000 Class B-3 Shares for \$14.00 per Share.

THE OFFERS AND WITHDRAWAL RIGHTS EXPIRE AT 11:59 P.M., EASTERN TIME, ON OCTOBER 15, 2010, UNLESS THE OFFER IS EXTENDED.

The Offer is not made for the purpose of acquiring or influencing control of the business of the issuer. The Offer will expire at 11:59 P.M. Eastern Time on October 15, 2010, unless and until Purchaser, in its sole discretion, shall have extended the period of time for which the Offer is open (such date and time, as extended the "Expiration Date"). The Purchaser will not provide a subsequent offering period following the Expiration Date. If Purchaser makes a material change in the terms of the Offer, or if it waives a material condition to the Offer, Purchaser will extend the Offer and disseminate additional tender offer materials to the extent required by Rule 14d-4(d)(6) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The minimum period during which the Offer must remain open following any material change in the terms of the Offer, other than a change in price or a change in percentage of securities sought, will depend upon the facts and circumstances including the materiality of the change with respect to a change in price or, subject to certain limitations, a change in the percentage of securities sought or a change in any dealer's soliciting fee. A minimum of ten business days from the date of such change is generally required to allow for adequate dissemination to Shareholders. Accordingly, if prior to the Expiration Date, Purchaser increases (other than increases of not more than two percent of the outstanding Shares) or decreases the number of Shares being sought, or increases or decreases the consideration offered pursuant to the Offer, and if the Offer is scheduled to expire at any time earlier than the period ending on the tenth business day from the date that notice of such increase or decrease is first published, sent or given to Shareholders, the Offer will be extended at least until the expiration of such ten business days. For purposes of the Offer, a "business day" means any day other than a Saturday, Sunday or federal holiday and consists of the time period from 12:01 a.m. through midnight, Eastern Time. In all cases payment for the Shares purchased pursuant to the Offer will be made only after timely receipt of the Assignment Forms (or facsimiles thereof), properly completed and duly executed, with any required signature guarantees, and any other documents required by such Assignment Forms.

Tenders of Shares made pursuant to the Offer are irrevocable, except that Shareholders who tender their Shares in response to the Offer will have the right to withdraw their tendered Shares at any time prior to the Expiration Date by sending to Series C (PDM B-3) of Tender Investors, LLC, a Delaware series limited liability company a written or facsimile transmission notice of withdrawal identifying the name of the person who tendered Shares to be withdrawn, signed by the same persons and in the same manner as the Assignment Form tendering the Shares to be withdrawn. In addition, tendered Shares may be withdrawn at any time on or after October 15, 2010, unless the tender has theretofore been accepted for payment as provided above. If tendering Shareholders tender more than the number of Shares that Purchaser seeks to purchase pursuant to the Offer for those Shares, Purchaser will take into account the number of Shares so tendered and take up and pay for as nearly as may be pro rata, disregarding fractions, according to the number of Shares tendered by each tendering Shareholder during the period during which that Offer remains open. The terms of the Offer are more fully set forth in the formal Tender Offer Documents which are available from Purchaser at the Purchaser's expense. The Offer contains terms and conditions and the information required by Rule 14d-6(d)(1) under the Exchange Act which are incorporated herein by reference. The Tender Offer Documents contain important information, which should be read carefully before any decision is made with respect to the Offer.

The Tender Offer Documents may be obtained at Purchaser's expense by written request to Purchaser or as set forth below. For Copies of the Tender Offer Documents, Call the Purchaser at (602) 331-0721, Make a Written Request Addressed to 1819 E. Morton, Suite 190, Phoenix, AZ 85020 email to offers@tendermanagerllc.com or visit our website at www.tendermanagerllc.com (click on Tenders).