

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

APACHE OFFSHORE INVESTMENT PARTNERSHIP
(Name of Subject Company)

SCM Special Fund, LLC, MPF Badger Acquisition Co., LLC, Sutter Opportunity Fund 4, LLC, MPF Senior Note Program II, LP, MPF ePlanning Opportunity Fund I, LP, MPF Flagship Fund 13, LLC, MPF DeWaay Premier Fund 4, LLC, MPF DeWaay Premier Fund 2, LLC, MPF Flagship Fund 9, LLC, MP Falcon Fund, LLC, MPF DeWaay Premier Fund, LLC, MPF Flagship Fund 12, LLC; AND MACKENZIE PATTERSON FULLER, LP
(Bidders)



UNITS OF LIMITED PARTNERSHIP INTEREST
(Title of Class of Securities)

None or unknown
(CUSIP Number of Class of Securities)

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

Calculation of Filing Fee

<u>Transaction Valuation*</u>	<u>Amount of Filing Fee</u>
\$2,866,950	\$ 88.02

* For purposes of calculating the filing fee only. Assumes the purchase of 207 Units at a purchase price equal to **\$13,850** per Unit 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.

Amount Previously Paid: \$ 88.02
Form or Registration Number: SC TO-T
Filing Party: MacKenzie Patterson Fuller, LP
Date Filed: JUNE 6, 2008

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 Tender Offer Statement on Schedule TO relates to the offer (the "Offer") by SCM Special Fund, LLC, MPF Badger Acquisition Co., LLC, Sutter Opportunity Fund 4, LLC, MPF Senior Note Program II, LP, MPF ePlanning Opportunity Fund I, LP, MPF Flagship Fund 13, LLC, MPF DeWaay Premier Fund 4, LLC, MPF DeWaay Premier Fund 2, LLC, MPF Flagship Fund 9, LLC, MP Falcon Fund, LLC, MPF DeWaay Premier Fund, LLC, MPF Flagship Fund 12, LLC

; (the "Partnership"), the subject company, at a purchase price equal to **\$13,850** per Unit, less the amount of any distributions declared or made with respect to the Units between **June 6, 2008** (the "Offer Date") and **July 18, 2008** (the "Expiration Date"), upon the terms and subject to the conditions set forth in the Offer to Purchase dated **June 6, 2008** (the "Offer to Purchase") and the related Letter of Transmittal.

The Offer resulted in the tender by unitholders, and acceptance for payment by the Purchasers, of a total of 7.1728 Units. Upon completion of the Offer, the Purchasers held an aggregate of approximately 7.1728 Units, or approximately 0.7% of the total outstanding Units. These shares were allocated among the Purchasers as follows:

SCM Special Fund, LLC: 2 Units
Sutter Opportunity Fund 4, LLC: 5.1728

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: July 24, 2008

SCM Special Fund, LLC, MPF Badger Acquisition Co., LLC, Sutter Opportunity Fund 4, LLC, MPF Senior Note Program II, LP, MPF ePlanning Opportunity Fund I, LP, MPF Flagship Fund 13, LLC, MPF DeWaay Premier Fund 4, LLC, MPF DeWaay Premier Fund 2, LLC, MPF Flagship Fund 9, LLC, MP Falcon Fund, LLC, MPF DeWaay Premier Fund, LLC, MPF Flagship Fund 12, LLC
; AND MACKENZIE PATTERSON FULLER, LP.

By: /s/ Chip Patterson
Chip Patterson, Senior Vice President of Manager or General Partner of each filing person

MACKENZIE PATTERSON FULLER, LP

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