

THOUSAND TRAILS INC /DE/  
Form SC TO-I  
May 01, 2002

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As Filed with the Securities and Exchange Commission on May 1, 2002

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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE TO**  
**TENDER OFFER STATEMENT**  
**UNDER SECTION 14(d)(1) OR 13(e)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**THOUSAND TRAILS, INC.**  
(Name of Subject Company (Issuer) and Filing Person (Offeror))

**Common Stock, \$0.01 Par Value Per Share**  
(Title of Class of Securities)

**885502-10-4**  
(CUSIP Number of Class of Securities)

**Walter B. Jaccard, Esq.**  
**Vice President and General Counsel**  
**Thousand Trails, Inc.**  
**2711 LBJ Freeway, Suite 200, Dallas, Texas**  
**Dallas, Texas 75234**  
**(972) 243-2228**  
(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of the Person(s) Filing Statement)

**Copies to:**  
**Irwin F. Sentilles III, Esq.**  
**Gibson, Dunn & Crutcher LLP**  
**2100 McKinney Ave., Suite 1100**  
**Dallas, Texas 75201**  
**(214) 698-3119**

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**CALCULATION OF FILING FEE**

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Transaction Valuation	Amount of Filing Fee
\$12,615,000*	\$1,160.58

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\* Estimated for purposes of calculating the amount of filing fee only. The amount assumes the purchase of 1,500,000 shares of common stock, par value \$0.01 per share (the Shares), of Thousand Trails, Inc., a Delaware corporation (the Company), at a price per share of \$8.41 in cash.

[ ] 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:	None	Filing Party:	Not applicable
Form or Registration No.:	Not applicable	Date Filed:	Not applicable

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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:

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ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3.

SIGNATURE

EX-99.(a)(1)(A) Offer to Purchase

EX-99.(a)(1)(B) Letter of Transmittal

EX-99.(a)(1)(C) Notice of Guaranteed Delivery

EX-99.(a)(1)(D) Letter to Brokers

EX-99.(a)(1)(E) Letter to Clients

EX-99.(a)(1)(F) Guidelines for Certification

EX-99.(d)(1) Letter Agreement

EX-99.(d)(3) Letter Agreement

EX-99.(d)(4) Form of Letter Agreement

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This Tender Offer Statement on Schedule TO relates to the self-tender offer by Thousand Trails, Inc., a Delaware corporation (the Company), to purchase up to 1,500,000 shares, or such lesser number as are validly tendered and not properly withdrawn, of its outstanding common stock, par value \$0.01 per share (the Shares), at a purchase price of \$8.41 per share, net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 1, 2002 (the Offer to Purchase), a copy of which is attached hereto as Exhibit (a)(1)(A), and in the related Letter of Transmittal (the Letter of Transmittal), a copy of which is attached hereto as Exhibit (a)(1)(B) (which, together with the Offer to Purchase, as amended or supplemented from time to time, constitute the Offer). This Tender Offer Statement on Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) of the Securities Exchange Act of 1934, as amended.

Except as otherwise set forth below, the information set forth in the Offer to Purchase and the related Letter of Transmittal, copies of which are filed with this Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively, including all schedules and annexes thereto, is hereby expressly incorporated herein by reference in response to each of the Items 1 through 11 of this Schedule TO.

**ITEM 4. TERMS OF THE TRANSACTION**

- (a)(1)(iv) Not applicable.
- (a)(1)(x) Not applicable.
- (a)(2) Not applicable.

**ITEM 7. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

- (d) Not applicable.

**ITEM 10. FINANCIAL INFORMATION**

- (a) The financial statements of Thousand Trails are not material to the offer.
- (b) The pro forma financial statements of Thousand Trails are not material to the offer.

**ITEM 12. EXHIBITS.**

Exhibit Number	Description
(a)(1)(A)	Offer to Purchase dated May 1, 2002.
(a)(1)(B)	Letter of Transmittal.
(a)(1)(C)	Notice of Guaranteed Delivery.
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Nominees.
(a)(1)(E)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Nominees.
(a)(1)(F)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.

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- (a)(1)(G) Press Release dated April 24, 2002 (incorporated by reference to the Company's press release filed under cover of Schedule TO-C on April 25, 2002, File No. 5-47489)
- (b) Not applicable.
- (d)(1) Letter Agreement dated April 23, 2002 between the Company and Carl Marks Strategic Investments II, LP.
- (d)(2) Stockholder Agreement dated April 5, 1999 between the Company and Carl Marks Management Company, LP, et al. (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1999, File No. 1-14645)
- (d)(3) Letter Agreement dated April 23, 2002 between the Company and IAT Reinsurance Syndicate, Ltd.
- (d)(4) Form of Letter Agreement with Officers and Directors.
- (g) Not applicable.
- (h) Not applicable.

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**ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3.**

Not applicable.

**SIGNATURE**

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: May 1, 2002

THOUSAND TRAILS, INC.

By: /s/ William J. Shaw

Name: William J. Shaw

Title: Chief Executive Officer

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