

Whitestone REIT  
Form 10-Q/A  
November 03, 2008

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

FORM 10-Q/A  
(Amendment No. 1)

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934.  
For the quarterly period ended March 31, 2008
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934.

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-50256

WHITESTONE REIT  
(Exact name of Registrant as specified in its charter)

Maryland  
(State or other jurisdiction of  
incorporation or organization)

76-0594970  
(I.R.S. Employee Identification No.)

2600 South Gessner, Suite 500  
Houston, Texas  
(Address of principal executive offices)

77063  
(Zip Code)

Registrant's telephone number, including area code: (713) 827-9595

N/A  
(Former Name, Former Address and Former Year,  
if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes  No

The number of the registrant's Common Shares of Beneficial Interest outstanding at October 29, 2008, was 9,707,307.

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EXPLANATORY NOTE

The purpose of this Amendment No. 1 to the Quarterly Report on Form 10-Q of Whitestone REIT for the quarterly period ended March 31, 2008 (the “Amendment”), which was originally filed on May 15, 2008 (the “Original Filing”), is to include the conclusions of our principal executive and principal financial officers regarding the effectiveness of our disclosure controls and procedures in Item 4T of Part I of the Quarterly Report and to revise the certifications contained in Exhibits 31.1 and 31.2 to include the information required by Item 601(b)(31) of Regulation S-K as filed herewith. This Amendment amends and restates only Item 4T of Part I of the Original Filing and Item 6 of Part II of the Original Filing to reflect the changes to Exhibits 31.1 and 31.2. Except for the foregoing amended information, this Amendment continues to describe conditions as of the date of the Original Filing, and we have not updated the disclosures contained herein to reflect events that occurred at a later date. Accordingly, this Amendment should be read in conjunction with our Securities and Exchange Commission filings made subsequent to the Original Filing.

As used in this Amendment, the terms “we,” “us” or “our” refer to Whitestone REIT and its subsidiaries.

WHITESTONE REIT  
FORM 10-Q/A  
Quarterly Period Ended March 31, 2008

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PART I  
FINANCIAL INFORMATION

Item 4T. Controls and Procedures

Management’s Evaluation of Disclosure Controls and Procedures

The management of Whitestone REIT, under the supervision and with the participation of our principal executive and financial officers, has evaluated the effectiveness of our disclosure controls and procedures in ensuring that the information required to be disclosed in our filings under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms, including ensuring that such information is accumulated and communicated to Whitestone REIT’s management as appropriate to allow timely decisions regarding required disclosure. Based on such evaluation, our principal executive and financial officers have concluded that such disclosure controls and procedures were not effective as of March 31, 2008 (the end of the period covered by this Quarterly Report on Form 10-Q). In reaching this conclusion, the Chief Executive Officer and Chief Financial Officer noted the certifications contained in Exhibits 31.1 and 31.2 did not include the required certifications relating to the Company’s internal controls over financial reporting as required by applicable SEC regulations and that the Company inadvertently left off management’s conclusion regarding the effectiveness of the Company’s disclosure controls and procedures. We have remedied this failure in the effectiveness of our disclosure controls and procedures by implementing additional controls and procedures designed to ensure that the disclosures provided by us meets the then-current requirements of the applicable filing made under the Exchange Act.



Changes in Internal Controls

During the three months ended March 31, 2008, there were no changes in Whitestone REIT's internal control over financial reporting that materially affected, or that are reasonably likely to materially affect, Whitestone REIT's internal control over financial reporting.

PART II  
OTHER INFORMATION

Item 6. Exhibits

| Exhibit No. | Description                                                                                                                                                                                                                                                            |
|-------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.1         | Declaration of Trust of Whitestone REIT, a Maryland real estate investment trust (previously filed as and incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-11/A, Commission File No. 333-111674, filed on May 24, 2004)   |
| 3.2         | Articles of Amendment and Restatement of Declaration of Trust of Whitestone REIT (previously filed as and incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-11/A, Commission File No. 333-111674, filed on July 29, 2004)  |
| 3.3         | Articles Supplementary (previously filed as and incorporated by reference to Exhibit 3(i).1 to the Registrant's Current Report on Form 8-K, Commission File No. 000-50256, filed on December 6, 2006)                                                                  |
| 3.4         | Bylaws (previously filed as and incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-11, Commission File No. 333-111674, filed on December 31, 2003)                                                                          |
| 3.5         | First Amendment to Bylaws (previously filed as and incorporated by reference to Exhibit 3(ii).1 to the Registrant's Current Report on Form 8-K, Commission File No. 000-50256, filed on December 6, 2006)                                                              |
| 4.1         | Specimen certificate for common shares of beneficial interest, par value \$.001 (previously filed as and incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-11, Commission File No. 333-111674, filed on December 31, 2003) |
| 10.28       | Amendment No.6, dated March 11, 2008, between Whitestone REIT Operating Partnership, L.P., Whitestone REIT Operating Partnership III, L.P., and KeyBank National Association, as agent for the consortium of lenders                                                   |
| 10.29       | Term Loan Agreement among Whitestone REIT Operating Partnership, L.P., Whitestone Pima Norte LLC, and KeyBank National Association, dated January 25, 2008                                                                                                             |
| 31.1*       | Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002                                                                                                                                                                 |
| 31.2*       | Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002                                                                                                                                                                 |

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32.1 Certificate of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.2 Certificate of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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\* Filed herewith.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

WHITESTONE REIT

Dated: November 3, 2008

By: /s/ James C. Mastandrea  
James C. Mastandrea  
Chief Executive Officer  
(Principal Executive Officer)

Dated: November 3, 2008

By: /s/ David K. Holeman  
David K. Holeman  
Chief Financial Officer  
(Principal Financial and Principal  
Accounting Officer)

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