

ACCREDITED HOME LENDERS HOLDING CO  
Form SC TO-T/A  
September 17, 2007

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE TO**

(Rule 14d-100)

**Tender Offer Statement under Section 14(d)(1)**

**or Section 13(e)(1) of the Securities Exchange Act of 1934**

(Amendment No. 11)

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**ACCREDITED HOME LENDERS HOLDING CO.**

(Name of Subject Company (Issuer))

**LSF5 ACCREDITED MERGER CO., INC.**

a wholly-owned subsidiary of

**LSF5 ACCREDITED INVESTMENTS, LLC**

(Names of Filing Persons (Offerors))

**Common Stock, par value \$0.001 per share**

(Title of Class of Securities)

**00437P107**

(CUSIP Number of Class of Securities)

**Marc L. Lipsky**

**LSF5 Accredited Merger Co., Inc.**

**717 North Harwood Street, Suite 2200**

**Dallas, TX 75201**

**(214) 754-8430**

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(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

With a copy to:

Mitchell S. Eitel, Esq.

John J. O'Brien, Esq.

Sullivan & Cromwell LLP

125 Broad Street

New York, New York 10004

Telephone: (212) 558-4000

CALCULATION OF FILING FEE

Transaction Valuation\*  
\$379,344,495.20

Amount of Filing Fee\*\*  
\$11,645.88

\* Estimated for purposes of calculating the amount of the filing fee only. This calculation assumes the purchase of (i) the 25,122,152 outstanding shares of common stock, par value \$0.001 per share (the "Shares"), of Accredited Home Lenders Holding Co. (the "Company") at a price of \$15.10 per Share. The calculation of the filing fee is based on the Company's representation of its capitalization as of May 31, 2007.

\*\* The amount of filing fee is calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, by multiplying the transaction valuation by 0.0000307.

x Check the 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:	\$11,645.88	Filing Party:	LSF5 Accredited Merger Co., Inc.
Form or Registration No.:	Schedule TO	Date Filed:	June 19, 2007

.. 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:

- x 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. ..



This Amendment No. 11 (this Amendment) amends and supplements Items 1, 4 and 12 in the Tender Offer Statement on Schedule TO, filed on June 19, 2007 (the Schedule TO) with the Securities and Exchange Commission by LSF5 Accredited Merger Co., Inc., a Delaware corporation (Purchaser) and LSF5 Accredited Investments, LLC, a Delaware limited liability company, as amended on July 3, 2007, July 17, 2007, July 30, 2007, August 10, 2007, August 14, 2007, August 16, 2007, August 21, 2007, August 28, 2007, August 31, 2007, and September 13, 2007.

Except as otherwise indicated in this Amendment, the information set forth in the Schedule TO remains unchanged. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO.

**Item 1. Summary of Terms**

The information set forth in the section of the Offer to Purchase entitled Summary Term Sheet is incorporated herein by reference, except that the first sentence in the section therein entitled How long do I have to decide whether to tender my Shares in the offer? shall be restated as follows:

You will have at least until 12:00 midnight, New York City time, on September 28, 2007, to tender your Shares in the offer.

**Item 4. Terms of the Transaction**

The information set forth in the section of the Offer to Purchase entitled Terms of the Offer is hereby amended and supplemented as follows:

On September 14, 2007, Parent announced that it had extended the Expiration Date of the Offer to September 28, 2007. A copy of the press release is filed as Exhibit (a)(2)(L) hereto and is incorporated by reference.

**Item 12. Exhibits**

(a)(2)(L) Press Release, issued by Purchaser on September 14, 2007.

**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.

**LSF5 ACCREDITED MERGER CO., INC.**

By: /s/ Marc L. Lipshy  
Name: Marc L. Lipshy

Title: Vice President and Secretary

Dated: September 14, 2007