

Wells Timberland REIT, Inc.
Form POS EX
February 14, 2011

As filed with the Securities and Exchange Commission on February 14, 2011

Registration No. 333-157087

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Post-Effective Amendment No. 3 to

FORM S-11

FOR REGISTRATION UNDER THE SECURITIES

ACT OF 1933 OF CERTAIN REAL ESTATE COMPANIES

WELLS TIMBERLAND REIT, INC.

(Exact name of registrant as specified in its governing instruments)

6200 The Corners Parkway

Norcross, Georgia 30092-3365

(770) 449-7800

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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Leo F. Wells, III

President

Wells Timberland REIT, Inc.

6200 The Corners Parkway

Norcross, Georgia 30092-3365

(770) 449-7800

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Rosemarie A. Thurston

Lesley H. Solomon

Alston & Bird LLP

1201 West Peachtree Street

Atlanta, Georgia 30309-3424

(404) 881-7000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-157087

If delivery of this prospectus is expected to be made pursuant to Rule 434, check the following box.

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 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 Smaller reporting company

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment that specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Explanatory Note: This Post-Effective Amendment No. 3 is filed pursuant Rule 462(d) under the Securities Act of 1933, as amended, solely to add certain exhibits not previously filed with respect to such Registration Statement.

PART II.

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 36. Financial Statements and Exhibits.

(b) Exhibits. The following exhibits are filed as part of this Registration Statement on Form S-11:

| Exhibit | Exhibit Description |
|----------------|--|
| 3.1 | Fifth Articles of Amendment and Restatement (incorporated by reference to Exhibit 3.1 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 filed on August 12, 2010 (the 2010 Second Quarter Form 10-Q) |
| 3.2 | Third Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the 2010 Second Quarter Form 10-Q) |
| 3.3 | First Amendment to the Third Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on October 12, 2010) |
| 10.1 | Amended and Restated Advisory Agreement among Wells Timberland REIT, Inc., Wells Timberland Operating Partnership, L.P. and Wells Timberland Management Organization, LLC (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended September 30, 2010 filed on November 10, 2010) |
| 10.2 | Placement Agent Agreement, dated as of February 25, 2010, by and among Wells Timberland REIT, Inc., Wells Germany GmbH and Viscardi AG (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on March 1, 2010 (the March 1 Form 8-K)) |
| 10.3 | Structuring Agent Agreement, dated as of February 25, 2010 by and between Wells Timberland REIT, Inc. and Wells Germany GmbH (incorporated by reference to Exhibit 10.2 to the March 1 Form 8-K) |
| 10.4 | Placement Agent Agreement, dated as of December 21, 2010, by and among Wells Timberland REIT, Inc., Wells Germany GmbH and Renalco S.A. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on January 5, 2011) |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-11, as amended, and has duly caused this amended registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norcross, State of Georgia, on the 14th day of February, 2011.

WELLS TIMBERLAND REIT, INC.

By: /s/ Douglas P. Williams
 Name: Douglas P. Williams
 Title: Executive Vice President, Secretary and
 Treasurer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 3 to Form S-11 Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature | Title(s) | Date |
|--|--|-------------------|
| /s/ Leo F. Wells, III* Leo F. Wells, III | President | February 14, 2011 |
| /s/ Douglas P. Williams Douglas P. Williams | Executive Vice President, Secretary and Treasurer (Principal Financial and Accounting Officer) | February 14, 2011 |
| /s/ Jess E. Jarratt* Jess E. Jarratt | Director | February 14, 2011 |
| /s/ Michael P. McCollum* Michael P. McCollum | Director | February 14, 2011 |
| /s/ E. Nelson Mills* E. Nelson Mills | Director | February 14, 2011 |
| /s/ Donald S. Moss* Donald S. Moss | Director | February 14, 2011 |
| /s/ Willis J. Potts, Jr.* Willis J. Potts, Jr. | Director | February 14, 2011 |
| /s/ George W. Sands* George W. Sands | Director | February 14, 2011 |
| /s/ Douglas P. Williams Douglas P. Williams, as attorney-in-fact | | February 14, 2011 |

EXHIBIT INDEX

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