

AMERICAN REALTY INVESTORS INC
Form 10-K
April 02, 2007
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2006

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 001-15663

American Realty Investors, Inc.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of

75-2847135
(IRS Employer

Incorporation or organization)
1800 Valley View Lane, Suite 300

Identification Number)

Dallas, Texas
(Address of principal executive offices)

75234
(Zip Code)

(469) 522-4200

Registrant's Telephone Number, including area code

Edgar Filing: AMERICAN REALTY INVESTORS INC - Form 10-K

Securities registered pursuant to Section 12(b) of the Act:

| <i>Title of Each Class</i> | <i>Name of each exchange on which registered</i> |
|--------------------------------|--|
| Common Stock, \$0.01 par value | New York Stock Exchange |

Securities registered pursuant to Section 12(g) of the Act:

NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes No

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

Large accelerated filer **Accelerated filer** **Non-accelerated filer**

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

The aggregate market value of the shares of voting and non-voting common equity held by non-affiliates of the Registrant, computed by reference to the closing price at which the common equity was last sold which was the sales price of the Common Stock on the New York Stock Exchange as of June 30, 2006 (the last business day of the Registrant's most recently completed second fiscal quarter) was \$14,986,643 based upon a total of 1,746,695 shares held as of June 30, 2006 by persons believed to be non-affiliates of the Registrant. The basis of the calculation does not constitute a determination by the Registrant as defined in Rule 405 of the Securities Act of 1933, as amended, such calculation, if made as of a date within sixty days of this filing, would yield a different value.

As of March 23, 2007, there were 10,892,372 shares of common stock outstanding, which includes 746,972 shares issued to and owned by Transcontinental Realty Investors, Inc.

Documents Incorporated By Reference:

Consolidated Financial Statements of Income Opportunity Realty Investors, Inc.; Commission File No. 001-14784

Table of Contents

**INDEX TO
ANNUAL REPORT ON FORM 10-K**

| | | Page |
|-----------------|---|-------------|
| PART I | | |
| Item 1. | <u>Business.</u> | 3 |
| Item 1A. | <u>Risk Factors.</u> | 8 |
| Item 1B. | <u>Unresolved Staff Comments</u> | 12 |
| Item 2. | <u>Properties.</u> | 12 |
| Item 3. | <u>Legal Proceedings.</u> | 27 |
| Item 4. | <u>Submission of Matters to a Vote of Security Holders.</u> | 29 |
| PART II | | |
| Item 5. | <u>Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities.</u> | 30 |
| Item 6. | <u>Selected Financial Data.</u> | 32 |
| Item 7. | <u>Management's Discussion and Analysis of Financial Condition and Results of Operations.</u> | 33 |
| Item 7A. | <u>Quantitative and Qualitative Disclosures About Market Risk.</u> | 46 |
| Item 8. | <u>Consolidated Financial Statements and Supplementary Data.</u> | 47 |
| Item 9. | <u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.</u> | 104 |
| Item 9A(T). | <u>Controls and Procedures.</u> | 104 |
| Item 9B. | <u>Other Information.</u> | 105 |
| PART III | | |
| Item 10. | <u>Directors and Executive Officers of the Registrant.</u> | 106 |
| Item 11. | <u>Executive Compensation.</u> | 114 |
| Item 12. | <u>Security Ownership of Certain Beneficial Owners and Management.</u> | 117 |
| Item 13. | <u>Certain Relationships and Related Transactions.</u> | 118 |
| Item 14. | <u>Principal Accountant Fees and Services.</u> | 121 |
| PART IV | | |
| Item 15. | <u>Exhibits and Financial Statement Schedules.</u> | 123 |
| | <u>Signature Page</u> | 125 |

Table of Contents

FORWARD-LOOKING STATEMENTS

Certain Statements in this Form 10-K are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934. The words estimate, plan, intend, expect, anticipate, believe, and similar expressions are intended to identify forward-looking statements. The forward-looking statements are found at various places throughout this Report and in the documents incorporated herein by reference. The Company disclaims any intention or obligations to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Although we believe that our expectations are based upon reasonable assumptions, we can give no assurance that our goals will be achieved. Important factors that could cause our actual results to differ from estimates or projections contained in any forward-looking statements are described in Item 1A. Risk Factors beginning on page 8.

PART I

ITEM 1. BUSINESS

American Realty Investors, Inc., a Nevada corporation (ARI or the Company or we or us), was organized in 1999, and in August 2000, through mergers into wholly-owned subsidiaries of ARI, acquired American Realty Trust, Inc., a Georgia corporation (ART), and National Realty LP, a Delaware limited partnership (NRLP). ART was the successor to a District of Columbia business trust organized July 14, 1961, to provide investors with a professionally managed, diversified portfolio of equity real estate and mortgage loan investments selected to provide opportunities for capital appreciation, as well as current income. The business trust merged into ART on June 24, 1988. NRLP was organized in 1987, and subsequently acquired all of the assets and assumed all of the liabilities of several public and private limited partnerships. NRLP also owned a portfolio of real estate and mortgage loan investments.

On December 31, 2006, ARI subsidiaries owned 82.2% of the outstanding shares of common stock of Transcontinental Realty Investors, Inc., a Nevada corporation (TCI), which has its common stock listed and traded on the New York Stock Exchange, Inc. (NYSE). The ownership of the TCI shares was achieved through a series of transactions, including a cash tender offer completed March 19, 2003, an exchange by certain ARI subsidiaries of securities with Basic Capital Management, Inc. (BCM) and a sale of a participating interest in a line of credit receivable from One Realco Corporation (One Realco) to BCM, as well as certain open market purchases of TCI shares in December 2003. See Note 1 to the Consolidated Financial Statements. ARI has consolidated TCI s accounts and operations since March 31, 2003. At December 31, 2006, TCI owned 24.9% of Income Opportunity Realty Investors, Inc., (IORI) shares of common stock, and TCI owned 746,972 shares of common stock of ARI.

Effective July 1, 2003, Prime Asset Management, Inc. (PAMI) became the advisor to ARI and TCI. PAMI is owned by Realty Advisors, Inc. (80.0%) and Syntek West, Inc. (Syntek West) (20.0%), related parties. Syntek West is owned by Gene E. Phillips. Effective August 18, 2003, PAMI changed its name to Prime Income Asset Management, Inc. (PIAMI). On October 1, 2003, Prime Income Asset Management, LLC (Prime), which is 100% owned by PIAMI, replaced PIAMI as the advisor to ARI and TCI.

Business Plan and Investment Policy

ARI s primary business is investing in equity interests in real estate (including equity securities of real estate-related entities), leases, joint venture development projects, and partnerships and, to a lesser extent, financing real estate and real estate activities through investments in mortgage loans, including first, wraparound and junior mortgage loans. Information regarding the real estate and mortgage notes receivable portfolios of ARI is set forth in ITEM 2. PROPERTIES NOTE 3. NOTES AND INTEREST RECEIVABLE and in Schedules III and IV to the Consolidated Financial Statements included in ITEM 8. CONSOLIDATED

Table of Contents

FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA. ARI has six operating segments: apartments, commercial properties, hotels, land ownership, quick-service restaurants, and notes receivable. For additional information, see NOTE 18 to the Consolidated Financial Statements.

ARI's business objective is to maximize long-term value for its stockholders by investing in commercial real estate through the ownership, management, development, and acquisition of apartments, commercial properties, hotels, and land. ARI intends to achieve this objective through acquiring and developing properties in multiple markets and operating as an industry-leading landlord. ARI believes this objective will provide the benefits of enhanced investment opportunities, economies of scale, risk diversification, both in terms of geographic market and real estate product type, and continuing access to both debt and equity capital. In pursuing its business objective, ARI seeks to achieve a combination of internal and external growth, maintain a strong balance sheet, and pursue a strategy of financial flexibility. ARI maximizes the value of its apartments and commercial properties by maintaining high occupancy levels while charging competitive rental rates, controlling costs, and focusing on tenant retention.

ARI generates increased operating cash flow through annual contractual increases in rental rates under existing leases. ARI also seeks to identify best practices across operating platforms in order to enhance cost savings and other efficiencies. ARI and its subsidiaries employ capital improvement and preventive maintenance programs designed to reduce operating costs and to increase the long-term value of its real estate investments.

ARI also pursues attractive development opportunities, focusing primarily on new construction or development, either directly or in a concerted effort with unaffiliated parties or affiliates. A summary of the properties under construction is set forth under ITEM 2. PROPERTIES below.

ARI also seeks to acquire properties consistent with its business objectives and strategies. ARI executes its acquisition strategy by purchasing properties which management believes will create stockholder value over the long-term. ARI will also sell properties when management believes value has been maximized or when a property is no longer considered an investment to be held long-term. During the year ended December 31, 2006, ARI, through its subsidiaries, acquired 51 properties and sold 25 properties.

ARI is continuously in various stages of discussions and negotiations with respect to development, acquisition, and disposition projects. The consummation of any current or future development, acquisition, or disposition, if any, and the pace at which any may be completed cannot be assured or predicted.

Substantially all properties are owned by subsidiaries of ARI, many of which are single-asset entities. This ownership structure permits greater access to financing for individual properties and permits flexibility in the type of transaction available for future disposition of each property by permitting a sale of either the asset or the equity ownership in the entity owning the asset. From time-to-time, subsidiaries have invested in joint ventures with others, creating the possibility of risks that do not exist with properties solely owned by an ARI subsidiary. In those instances where other investors are involved, those other investors may have business, economic, or other objectives that are inconsistent with ARI's objectives, which may in turn require ARI to make investment decisions different than it might if ARI was the sole investor.

Real estate generally cannot be sold quickly. ARI and its subsidiaries may not be able to promptly dispose of properties in response to economic or other conditions. To offset this challenge, selective dispositions have been a part of ARI's strategy to create an efficient portfolio and to provide additional sources of capital for future use. See the discussion under LIQUIDITY AND CAPITAL RESOURCES in Management's Discussion and Analysis of Financial Condition and Results of Operations for information concerning sales of properties during the past year. ARI and its subsidiaries finance acquisitions through non-recourse mortgages, internally generated funds, and, to a lesser extent, property sales. Those sources provide the bulk of funds for future acquisitions. ARI, from time-to-time, acquires properties subject to existing indebtedness by a subsidiary assuming such indebtedness. When properties are acquired in such a manner, ARI and its subsidiaries customarily seek to refinance the asset in order to properly leverage the asset for future operation.

Table of Contents

ARI, through its interest in Milano Restaurants International Corporation (Milano), operated and franchised several quick-service restaurant concepts including pizzerias featuring pizza delivery, carryout and dine-in under the trademarks Me-N-Ed s Pizzerias, Me-N-Ed s Slices, and Angelo & Vito s Pizzerias, (collectively the Pizzerias). In July 2003, ARI sold its interest in Milano to Gruppa Fiorentina, LLC (Gruppa), for \$18.5 million, receiving \$7.4 million in cash after debt assumption and providing purchase money financing of \$2.3 million. ARI owns 20.0% of Gruppa, thereby retaining a 20.0% interest in Milano. In conjunction with this transaction, ARI had guaranteed \$8.7 million of assumed debt and \$7.5 million in new debt obtained by Gruppa. Due to the debt guarantees and ARI s continuing ownership interest in Milano, management determined that the sale should be accounted for as a financing transaction. On November 27, 2006, Gruppa refinanced all of the notes payable at which time, ARI was released as the guarantor of all the above mentioned debt. The Company has determined that the sale was completed and recorded a gain of \$1.9 million for the sale of its 80% interest in Gruppa. The Company accounts for its 20% interest in Gruppa using the equity method of accounting.

ARI s businesses are not generally seasonal with regard to real estate investments. ARI s investment strategy seeks both current income and capital appreciation. ARI s plan of operation is to continue, to the extent its liquidity permits, to make equity investments in income-producing real estate such as hotels, apartments, and commercial properties, including equity securities of real estate-related entities. ARI also intends to continue to pursue higher risk, higher reward investments, such as improved and unimproved land where it can obtain financing of substantially all of a property s purchase price. ARI intends to seek selected dispositions of certain of its assets, including in particular selected income producing properties in stabilized markets and certain of its land holdings where the prices obtainable for such assets justify their disposition. ARI has determined that it will no longer actively seek to fund or purchase mortgage loans. However, it may, in selected instances, originate mortgage loans or it may provide purchase money financing in conjunction with a property sale. See ITEM 2. PROPERTIES, NOTE 3. NOTES AND INTEREST RECEIVABLE and Schedules III and IV to the Consolidated Financial Statements included in ITEM 8. CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

ARI s Board of Directors has broad authority under ARI s governing documents to make all types of investments, and may devote available assets to particular investments or types of investments, without restriction on the amount or percentage of assets that may be allocated to a single investment or to any particular type of investment, and without limit on the percentage of securities of any one issuer that may be acquired. Investment objectives and policies may be changed at any time by the Board without stockholder approval.

The specific composition from time-to-time of ARI s real estate portfolio owned through subsidiaries depends largely on the judgment of management to changing investment opportunities and the level of risk associated with specific investments or types of investments. Management intends to attempt to maintain a real estate portfolio diversified by location and type of property.

In addition to its equity investments in real estate, ARI and/or its subsidiaries have also invested in private and open market purchases of the equity securities of IORI and TCI, both affiliates of ARI. See ITEM 2. PROPERTIES Investments in Real Estate Companies and Real Estate Partnerships.

Management of the Company

Although the Board of Directors is directly responsible for managing the affairs of ARI and for setting the policies which guide it, its day-to-day operations are performed by Prime, a contractual advisor under the supervision of the Board. The duties of Prime include, among other things, locating, investigating, evaluating, and recommending real estate and mortgage note investments and sales opportunities, as well as financing and refinancing sources. Prime also serves as a consultant in connection with ARI s business plan and investment policy decisions made by the Board. Prime is a single-member limited liability company, the sole member of which is PIAMI, which is owned 80% by Realty Advisors, Inc. and 20% by Syntek West, Inc. Realty Advisors, Inc. is owned 100% by a trust for the benefit of the children of Gene E. Phillips. Syntek West, Inc. is owned 100% by Gene E. Phillips. Mr. Phillips is not an officer or director of Prime but serves as a representative of the

Table of Contents

Trust, is involved in daily consultation with the officers of Prime and has significant influence over the conduct of Prime's business, including the rendering of advisory services and the investment decisions for Prime and for ARI. As of March 23, 2006, PIAMI, Prime's parent, owned 1,437,208 shares of ARI's common stock, approximately 14.1% of the shares then outstanding. Prime is more fully described in ITEM 10. **DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT** The Advisor.

Prime has been providing advisory services to ARI since October 1, 2003. Prime also serves as advisor to TCI. The officers of ARI are also officers of IORI, TCI, and Prime. The directors of ARI also serve as directors of TCI. The Chairman of the Board of Directors of ARI also serves as the Chairman of the Board of Directors of TCI and IORI. One other director of ARI also serves as a director of TCI and IORI. Affiliates of Prime have provided property management services to ARI. Currently, Triad Realty Services, Ltd. (Triad), an affiliate, and Carmel Realty, Inc. (Carmel) provide such property management services. Triad and Carmel subcontract with other entities for property-level management services. The general partner of Triad is BCM. The limited partner of Triad is Highland Realty Services, Inc. (Highland). Triad subcontracts the property-level management and leasing of 30 of ARI's commercial properties (shopping centers, office buildings, and industrial warehouses) to Regis Realty I, LLC (Regis I) which is owned by Highland. Regis I receives property and construction management fees and leasing commissions in accordance with the terms of its property-level management agreement with Triad. Regis Hotel I, LLC, manages ARI's 10 hotels. The sole member of Regis I and Regis Hotel I, LLC is Highland. Carmel is owned by Regis I.

Regis I is also entitled to receive real estate brokerage commissions in accordance with the terms of the Advisory Agreement as discussed in ITEM 10. **DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT** The Advisor.

ARI has no employees. Under the terms of the Advisory Agreement, employees of Prime render services to ARI.

Competition

Real Estate. The real estate business is highly competitive and ARI competes with numerous entities engaged in real estate activities (including certain entities described in ITEM 13. **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS** Related Party Transactions), some of which have greater financial resources than ARI. Management believes that success against such competition is dependent upon the geographic location of the property, the performance of property-level managers in areas such as leasing and marketing, collections and control of operating expenses, the amount of new construction in the area and the maintenance and appearance of the property. Additional competitive factors include ease of access to the property, the adequacy of related facilities, such as parking and other amenities, and sensitivity to market conditions in determining rent levels. With respect to apartments, competition is also based upon the design and mix of the units and the ability to provide a community atmosphere for the residents. With respect to hotels, competition is also based upon the market served, i.e., transient, commercial, or group users. Management believes that beyond general economic circumstances and trends, the degree to which properties are renovated or new properties are developed in the competing submarket are also competitive factors. See also ITEM 1A. **RISK FACTORS.**

To the extent that ARI seeks to sell any of its properties, the sales prices for the properties may be affected by competition from other real estate entities and financial institutions, also attempting to sell properties in areas where ARI's properties are located, as well as aggressive buyers attempting to dominate or penetrate a particular market.

As described above and in ITEM 13. **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS** Related Party Transactions, the officers and directors of ARI also serve as officers and directors of TCI and the officers of ARI also serve as the officers of IORI and two directors of ARI are also directors of IORI. Both TCI and IORI have business objectives similar to ARI's. ARI's officers and directors owe fiduciary duties to both IORI and TCI as well as to ARI under applicable law. In determining whether a particular investment opportunity will be allocated to ARI, IORI, or TCI, management considers the respective investment objectives of each Company and the appropriateness of a particular investment in light of each

Table of Contents

Company's existing real estate and mortgage notes receivable portfolio. To the extent that any particular investment opportunity is appropriate to more than one of the entities, the investment opportunity may be allocated to the entity which has had funds available for investment for the longest period of time, or, if appropriate, the investment may be shared among all three or two of the entities.

In addition, also as described in ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, ARI competes with affiliates of Prime having similar investment objectives, in the purchasing, selling, leasing, and financing of real estate and real estate-related investments. In resolving any potential conflicts of interest which may arise, Prime has informed ARI that it intends to exercise its best judgment as to what is fair and reasonable under the circumstances in accordance with applicable law.

ARI is subject to all the risks incident to ownership and financing of real estate and interests therein, many of which relate to the general illiquidity of real estate investments. These risks include, but are not limited to, changes in general or local economic conditions, changes in interest rates and availability of permanent mortgage financing which may render the purchase, sale, or refinancing of a property difficult or unattractive, and which may make debt service overly burdensome, changes in real estate and zoning laws, increases in real estate taxes, federal or local economic or rent controls, floods, earthquakes, hurricanes and other acts of God and other factors beyond the control of management or the advisor. The illiquidity of real estate investments may also impair the ability of management to respond promptly to changing circumstances. Management believes that such risks are partially mitigated by the diversification by geographic region and property type of ARI's real estate and mortgage notes receivable portfolios. However, to the extent that property sales, new property investments, in particular improved and unimproved land, or mortgage lending are concentrated in any particular region, the advantages of geographic diversification are mitigated.

Virtually all of ARI's real estate, equity security holdings in TCI, and its portfolio of equity securities are held subject to secured indebtedness. Such borrowings increase the risk of loss because they represent a prior claim on ARI's assets and require fixed payments regardless of profitability. In the event of default, the lender may foreclose on the assets securing such indebtedness, and ARI could lose its investment in the pledged assets.

Quick-Service Restaurants. The pizza parlor business is highly competitive and is affected by changes in consumer tastes and eating habits, as well as national, regional, and local economic conditions, and demographic trends. The performance of an individual pizza parlor can be affected by changes in traffic patterns, demographics, and the type, number and location of competing restaurants.

At December 31, 2006, Milano owned and operated 60 pizza parlors under the trademarks Me-N-Ed's Pizzerias, and Angelo & Vito's Pizzerias (collectively the Pizzerias). The results achieved by Milano's relatively small pizza parlor base may not be indicative of the results of a larger number of pizza parlors in a more geographically dispersed area. Because of Milano's relatively small pizza parlor base, an unsuccessful pizza parlor has a more significant effect on Milano's results of operations than would be the case in a company owning more pizza parlors. ARI owns a 20% equity interest in the Pizzerias.

Available Information

ARI maintains an Internet site at <http://www.amrealitytrust.com>. Available through the website, free of charge, are Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, reports filed pursuant to Section 16, and amendments to those reports, as soon as reasonably practicable after they are electronically filed or furnished to the Securities and Exchange Commission. In addition, ARI has posted the charters for the Audit Committee, Compensation Committee, and Governance and Nominating Committee, as well as the Code of Business Conduct and Ethics, Corporate Governance Guidelines on Director Independence, and other information on the website. These charters and principles are not incorporated in this report by reference. ARI will also provide a copy of these documents free of charge to stockholders upon written request. ARI issues Annual Reports containing audited financial statements to its common stockholders.

Table of Contents

ITEM 1A. RISK FACTORS

An investment in our securities involves various risks. All investors should carefully consider the following risk factors in conjunction with the other information in this report before trading our securities.

Risk Factors Related to ARI's Business

Adverse events concerning existing tenants, or negative market conditions that may affect existing tenants could have an adverse impact on ARI's ability to attract new tenants, relet space, collect rent or renew leases, and thus could adversely affect cash flow from operations and inhibit growth. Cash flow from operations depends in part on the ability to lease space to tenants on economically favorable terms. ARI could be adversely affected by various facts and events over which the Company has limited or no control, such as:

lack of demand for space in areas where the Company's properties are located;

inability to retain existing tenants and attract new tenants;

oversupply of or reduced demand for space and changes in market rental rates;

defaults by tenants or failure to pay rent on a timely basis;

the need to periodically renovate and repair marketable space;

physical damage to properties;

economic or physical decline of the areas where properties are located;

potential risk of functional obsolescence of properties over time.

At any time, any tenant may experience a downturn in its business that may weaken its financial condition. As a result, a tenant may delay a lease commencement, fail to make rental payments when due, decline to extend a lease upon its expiration, become insolvent or declare bankruptcy. Any tenant bankruptcy or insolvency, leasing delay or failure to make rental payments when due could result in the termination of the tenant's lease and material losses to the Company.

If tenants do not renew their leases as they expire, ARI may not be able to rent the space. Furthermore, leases that are renewed, and some new leases for space that is relet, may have terms that are less economically favorable than expiring lease terms, or may require ARI to incur significant costs, such as renovations, tenant improvements, or lease transaction costs.

Any of these events could adversely affect cash flow from operations and ARI's ability to make distributions to shareholders and service indebtedness.

A significant portion of the costs of owning property, such as real estate taxes, insurance costs, and debt service payments are not necessarily reduced when circumstances cause a decrease in rental income from the properties.

ARI may not be able to compete successfully with other entities that operate in our industry. ARI experiences a great deal of competition in attracting tenants for its properties and in locating land to develop and properties to acquire.

Edgar Filing: AMERICAN REALTY INVESTORS INC - Form 10-K

In ARI's effort to lease its properties, ARI competes for tenants with a broad spectrum of other landlords. These competitors include, among others, publicly-held REITs, privately-held entities, individual property owners and tenants who wish to sublease their space. Some of these competitors may be able to offer prospective tenants more attractive financial terms than ARI is able to offer.

If the availability of land or high quality properties in ARI's markets diminishes, operating results could be adversely affected.

Table of Contents

ARI may experience increased operating costs, which could adversely affect our financial results and the value of our properties. ARI's properties are subject to increases in operating expenses such as insurance, cleaning, electricity, heating, ventilation and air conditioning, administrative costs and other costs associated with security, landscaping, repairs, and maintenance of the properties. While some current tenants generally are obligated by their leases to reimburse ARI for a portion of these costs, there is no assurance that these tenants will make such payments or agree to pay these costs upon renewal or new tenants will agree to pay these costs. If operating expenses increase in ARI's markets, ARI may not be able to increase rents or reimbursements in all of these markets to offset the increased expenses, without at the same time decreasing occupancy rates. If this occurs, ARI's ability to make distributions to shareholders and service indebtedness could be adversely affected.

ARI's ability to achieve growth in operating income depends in part on its ability to develop properties. ARI intends to continue to develop properties where warranted by market conditions. ARI has a number of ongoing development and land projects being readied for commencement.

Additionally, general construction and development activities include the following risks:

construction and leasing of a property may not be completed on schedule, which could result in increased expenses and construction costs, and would result in reduced profitability for that property;

construction costs may exceed original estimates due to increases in interest rates and increased cost of materials, labor or other costs, possibly making the property less profitable because of inability to increase rents to compensate for the increase in construction costs;

some developments may fail to achieve expectations, possibly making them less profitable;

ARI may be unable to obtain, or face delays in obtaining, required zoning, land-use, building, occupancy, and other governmental permits and authorizations, which could result in increased costs and could require ARI to abandon its activities entirely with respect to a project;

ARI may abandon development opportunities after the initial exploration, which may result in failure to recover costs already incurred. If ARI determines to alter or discontinue its development efforts, future costs of the investment may be expensed as incurred rather than capitalized and ARI may determine the investment is impaired resulting in a loss;

ARI may expend funds on and devote management's time to projects which will not be completed;

occupancy rates and rents at newly-completed properties may fluctuate depending on various factors including market and economic conditions, and may result in lower than projected rental rates and reduced income from operations.

ARI faces risks associated with property acquisitions. ARI acquires individual properties and various portfolios of properties and intends to continue to do so. Acquisition activities are subject to the following risks:

when ARI is able to locate a desired property, competition from other real estate investors may significantly increase the seller's offering price;

acquired properties may fail to perform as expected;

the actual costs of repositioning or redeveloping acquired properties may be higher than original estimates;

acquired properties may be located in new markets where ARI faces risks associated with an incomplete knowledge or understanding of the local market, a limited number of established business relationships in the area and a relative unfamiliarity with local governmental and permitting procedures;

ARI may be unable to quickly and efficiently integrate new acquisitions, particularly acquisitions of portfolios of properties, into existing operations, and results of operations and financial condition could be adversely affected.

Table of Contents

ARI may acquire properties subject to liabilities and without any recourse, or with limited recourse, with respect to unknown liabilities. However, if an unknown liability was later asserted against the acquired properties, ARI might be required to pay substantial sums to settle it, which could adversely affect cash flow.

Many of ARI's properties are concentrated in our primary markets, and the Company may suffer economic harm as a result of adverse conditions in those markets. ARI's properties are located principally in specific geographic areas in the Southwestern, Southeastern, and Midwestern United States. The Company's overall performance is largely dependent on economic conditions in those regions.

ARI is leveraged and we may not be able to meet our debt service obligations. ARI had total indebtedness at December 31, 2006 of approximately \$1.25 billion. Substantially all assets have been pledged to secure debt. These borrowings increase the risk of loss because they represent a prior claim on assets and most require fixed payments regardless of profitability. ARI's leveraged position makes it vulnerable to declines in the general economy and may limit the Company's ability to pursue other business opportunities in the future.

The Company may not be able to access financial markets to obtain capital on a timely basis, or on acceptable terms. ARI relies on proceeds from property dispositions and third party capital sources for a portion of its capital needs, including capital for acquisitions and development. The public debt and equity markets are among the sources upon which the Company relies. There is no guarantee ARI will be able to access these markets or any other source of capital. The ability to access the public debt and equity markets depends on a variety of factors, including:

general economic conditions affecting these markets;

ARI's own financial structure and performance;

the market's opinion of real estate companies in general;

the market's opinion of real estate companies that own properties like ARI.

ARI may suffer adverse effects as a result of terms and covenants relating to the Company's indebtedness. Required payments on ARI's indebtedness generally are not reduced if the economic performance of the portfolio declines. If the economic performance declines, net income, cash flow from operations and cash available for distribution to stockholders may be reduced. If payments on debt cannot be made, ARI could sustain a loss or suffer judgments, or in the case of mortgages, suffer foreclosures by mortgagees. Further, some obligations contain cross-default and/or cross-acceleration provisions, which means that a default on one obligation may constitute a default on other obligations.

ARI anticipates only a small portion of the principal of its debt will be repaid prior to maturity. Therefore, ARI is likely to refinance a portion of its outstanding debt as it matures. There is a risk that ARI may not be able to refinance existing debt or the terms of any refinancing will not be as favorable as the terms of the maturing debt. If principal balances due at maturity cannot be refinanced, extended, or repaid with proceeds from other sources, such as the proceeds of sales of assets or new equity capital, cash flow may not be sufficient to repay all maturing debt in years when significant balloon payments come due.

ARI's credit facilities and unsecured debt contain customary restrictions, requirements and other limitations on the ability to incur indebtedness, including total debt to asset ratios, secured debt to total asset ratios, debt service coverage ratios, and minimum ratios of unencumbered assets to unsecured debt, which ARI must maintain. ARI's continued ability to borrow is subject to compliance with financial and other covenants. In addition, failure to comply with such covenants could cause a default under credit facilities, and ARI may then be required to repay such debt with capital from other sources. Under those circumstances, other sources of capital may not be available, or be available only on unattractive terms.

ARI's leverage could affect the Company's ability to obtain additional financing for working capital, capital expenditures, acquisitions, development, or other general corporate purposes. The degree of leverage could also

Table of Contents

make ARI more vulnerable to a downturn in business or the economy or could affect the market price of the Company's common stock.

An increase in interest rates would increase interest costs on variable rate debt and could adversely impact the Company's ability to refinance existing debt. ARI currently has, and may incur more, indebtedness that bears interest at variable rates. Accordingly, if interest rates increase, so will the interest costs, which would adversely affect cash flow and the ability to pay principal and interest on ARI's debt and the ability to make distributions to shareholders. Further, rising interest rates could limit ARI's ability to refinance existing debt when it matures.

Unbudgeted capital expenditures or cost overruns could adversely affect business operations and cash flow. If capital expenditures for ongoing or planned development projects or renovations exceed expectations, the additional cost of these expenditures could have an adverse effect on business operations and cash flow. In addition, ARI might not have access to funds on a timely basis to pay the unexpected expenditures.

Construction costs are funded in large part through construction financing, which the Company may guarantee and the Company's obligation to pay interest on this financing continues until the rental project is completed, leased up, and permanent financing is obtained, or the for sale project is sold or the construction loan is otherwise paid. Unexpected delays in completion of one or more ongoing projects could also have a significant adverse impact on business operations and cash flow.

ARI may need to sell properties from time-to-time for cash flow purposes. Because of the lack of liquidity of real estate investments generally, ARI's ability to respond to changing circumstances may be limited. Real estate investments generally cannot be sold quickly. In the event that ARI must sell assets to generate cash flow, ARI cannot predict whether there will be a market for those assets in the time period desired, or whether ARI will be able to sell the assets at a price that will allow the Company to fully recoup its investment. ARI may not be able to realize the full potential value of the assets and may incur costs related to the early pay-off of the debt secured by such assets.

The Company intends to devote resources to the development of new projects. ARI plans to continue developing new projects as opportunities arise in the future. Development and construction activities entail a number of risks, including but not limited to the following:

ARI may abandon a project after spending time and money determining its feasibility;

construction costs may materially exceed original estimates;

the revenue from a new project may not be enough to make it profitable or generate a positive cash flow;

ARI may not be able to obtain financing on favorable terms for development of a property, if at all;

the Company may not complete construction and lease-ups on schedule, resulting in increased development or carrying costs;

ARI may not be able to obtain, or may be delayed in obtaining, necessary governmental permits.

The overall business is subject to all of the risks associated with the real estate industry. ARI is subject to all risks incident to investment in real estate, many of which relate to the general lack of liquidity of real estate investments, including, but not limited to:

ARI's real estate assets are concentrated primarily in the Southwest and any deterioration in the general economic conditions of this region could have an adverse effect;

Edgar Filing: AMERICAN REALTY INVESTORS INC - Form 10-K

changes in interest rates may make the ability to satisfy debt service requirements more burdensome;

lack of availability of financing may render the purchase, sale or refinancing of a property more difficult or unattractive;

changes in real estate and zoning laws;

Table of Contents

increases in real estate taxes and insurance costs;

federal or local economic or rent control;

acts of terrorism, and

hurricanes, tornadoes, floods, earthquakes and other similar natural disasters.

Risks Related to the Real Estate Industry

Real estate investments are illiquid, and the Company may not be able to sell properties if and when it is appropriate to do so. Real estate generally cannot be sold quickly. ARI may not be able to dispose of properties promptly in response to economic or other conditions. In addition, provisions of the Internal Revenue Code may limit ARI's ability to sell properties (without incurring significant tax costs) in some situations when it may be otherwise economically advantageous to do so, thereby adversely affecting returns to stockholders and adversely impacting ARI's ability to meet its obligations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

ARI's principal offices are located at 1800 Valley View Lane, Suite 300, Dallas, Texas 75234 and are, in the opinion of management, suitable and adequate for ARI's present operations.

Details of ARI's and its subsidiaries' real estate and mortgage notes receivable portfolios at December 31, 2006, are set forth in SCHEDULES III and IV, respectively, to the Consolidated Financial Statements included in ITEM 8. CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA. The discussions set forth below under the headings "Real Estate" and "Mortgage Loans" provide certain summary information concerning ARI's real estate and mortgage notes receivable portfolios.

At December 31, 2006, no single asset accounted for 10.0% or more of total assets. At December 31, 2006, 85.2% of ARI's assets consisted of real estate, and 3.5% consisted of notes and interest receivable. The remaining 11.3% of ARI's assets were cash, cash equivalents, marketable equity securities, restaurant equipment, investments in equity investees, goodwill and other intangibles, and other assets. The percentage of assets invested in any one category is subject to change and no assurance can be given that the composition of ARI's assets in the future will approximate the percentages listed above.

ARI's real estate is geographically diverse with concentrations in the Southwest, Southeast, and Midwest regions. At December 31, 2006, ARI's real estate was located in all geographic regions of the continental United States, other than the Northeast region, as shown more specifically in the table under "Real Estate" below. ARI also holds mortgage notes receivable secured by real estate located in the Southwest, Pacific, and Midwest regions of the continental United States. See SCHEDULE IV to the Consolidated Financial Statements included in ITEM 8.

CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA for a detailed description of ARI's notes receivable portfolio.

Real Estate

At December 31, 2006, 85.2% of ARI's assets were invested in real estate and the equity securities of IORI and other equity investees. ARI invests in real estate located throughout the continental United States, either on a leveraged or non-leveraged basis. ARI's real estate portfolio consists of properties held for investment, properties held for sale, investments in partnerships, and investments in equity investees.

Edgar Filing: AMERICAN REALTY INVESTORS INC - Form 10-K

Types of Real Estate Investments. ARI's real estate consists of apartments, commercial properties (office buildings, industrial warehouses, shopping centers, and a merchandise mart), hotels, and improved and

Table of Contents

unimproved land. In selecting real estate for investment, the location, age, and type of property, gross rents, lease terms, financial and business standing of tenants, operating expenses, fixed charges, land values, and physical condition are among the factors considered. Properties may be purchased subject to debt, or existing debt may be assumed and properties may be mortgaged, pledged or otherwise collateralized to obtain financing. The Board of Directors may alter the types of and criteria for selecting new real estate investments and for obtaining financing without a vote of stockholders.

Although ARI has typically invested in developed real estate, it may also invest in new construction or development either directly or in partnership with unaffiliated parties or affiliates (subject to approval by the Board of Directors). To the extent that it invests in construction and development projects, such as the apartments described below, ARI is subject to business risks, which include cost overruns and construction delays, associated with higher risk projects.

At December 31, 2006, ARI had the following properties under construction.

| Property | Location | Units | Amount Expended | Additional Amount to Expend | Construction Loan Funding |
|----------------------|--------------------|-----------|-----------------|-----------------------------|---------------------------|
| Apartments | | | | | |
| Bolivar Homes | Cleveland, MS | 65 Units | \$ 1,218 | \$ 7,390 | \$ 1,300 |
| Broadway Estates | Greenville, MS | 104 Units | 788 | 7,569 | 850 |
| Lago Vista | Farmers Branch, TX | 212 Units | 5,091 | 21,359 | 2,079 |
| Laguna Vista | Farmers Branch, TX | 206 Units | 9,969 | 11,137 | 17,741 |
| Legends of El Paso | El Paso, TX | 240 Units | 6,430 | 15,461 | 14,988 |
| Mason Park | Houston, TX | 312 Units | 1,991 | 17,409 | 3,349 |
| Mission Oaks | San Antonio, TX | 228 Units | 14,241 | (2,266) | 11,376 |
| Parc at Clarksville | Clarksville, TN | 206 Units | 889 | 13,002 | 5,624 |
| Parc at Maumelle | Maumelle, AR | 240 Units | 12,419 | 5,782 | 13,015 |
| Parc at Metro Center | Nashville, TN | 144 Units | 4,373 | 6,768 | 8,340 |
| Parc at Rogers | Rogers, AR | 152 Units | 973 | 19,852 | 3,563 |
| Pecan Pointe | Temple, TX | 232 Units | 1,991 | 14,846 | 180 |
| Sunflower Estates | Indianola, MS | 65 Units | 755 | 7,674 | 810 |
| Yazoo Estates | Yazoo City, MS | 96 Units | 31 | 8,314 | 835 |

In 2005, ARI completed the 70 unit Blue Lake Villas II in Waxahachie, Texas, the 272 unit Bluffs at Vista Ridge in Lewisville, Texas, the 232 unit Bridges on Kinsey in Tyler, Texas, the 208 unit Dakota Arms in Lubbock, Texas, the 240 unit Lake Forest in Houston, Texas, the 220 unit Wildflower Villas in Temple, Texas, the 398 unit Kingsland Ranch Apartments in Houston, Texas, the 240 unit Stonebridge at City Park Apartments in Houston, Texas, and the 240 unit Vistas of Vance Jackson in San Antonio, Texas.

The Company's three office buildings in downtown New Orleans suffered extensive damage from Hurricane Katrina. Management has worked with the Company's insurance carriers to finalize all related claims. Repairs have nearly been completed for the Amoco and 1010 Common buildings. The building at 225 Baronne is not open and few repairs have been completed. ARI intends to redevelop 225 Baronne as an urban residential facility, which it considers the best and most profitable use of the property. In August 2006, to facilitate the marketability of the property, ARI acquired the Clarke Garage and 305 Baronne for approximately \$14.0 million to provide additional parking and retail for the residential development.

The following table sets forth the percentages, by property type and geographic region, of owned real estate (excluding 92 parcels of improved and unimproved land, a hotel in Wroclaw, Poland, and a single-family residence, described below) at December 31, 2006.

| Region | Apartments | Commercial Properties | Hotels |
|-----------|------------|-----------------------|--------|
| Midwest | 8% | 18% | 33% |
| Mountain | | 13 | 11 |
| Pacific | | | 45 |
| Southeast | 7 | 35 | 11 |
| Southwest | 85 | 34 | |
| | 100% | 100% | 100% |

Table of Contents

The foregoing table is based solely on the number of apartment units, amount of commercial square footage, and number of hotel rooms owned, and does not reflect the value of ARI's investment in each region. See SCHEDULE III to the Consolidated Financial Statements included in ITEM 8. CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA for a detailed description of owned real estate.

Excluded from the table above are a 165 room hotel in Wroclaw, Poland, a single family residence in Dallas, Texas, and 92 parcels of improved and unimproved land. See Land Properties table below for a listing of properties, locations, and acres.

A summary of the activity in the owned real estate portfolio during 2006 is as follows:

| | |
|---|------------|
| Owned properties at January 1, 2006 | 212 |
| Properties purchased (excluding additions to existing land parcels) | 44 |
| Properties added from consolidation of partnerships | |
| Properties sold (excluding partial sales) | (20) |
| Owned properties at December 31, 2006 | 236 |

Operating Properties. Set forth below are ARI's operating properties and the monthly rental rate for apartments, the average annual rental rate for commercial properties, the average daily room rate and room revenue divided by total available rooms for hotels, and occupancy at December 31, 2006, 2005 and 2004 for apartments and commercial properties and average occupancy during 2006, 2005, and 2004 for hotels.

| Property | Location | Units/Square Footage | Rent Per | | | | | | |
|-------------------------|-------------------|---------------------------|-------------|--------|--------|-------------|------|------|--|
| | | | Square Foot | | | Occupancy % | | | |
| | | | 2006 | 2005 | 2004 | 2006 | 2005 | 2004 | |
| Apartments | | | | | | | | | |
| 4400 | Midland, TX | 92 Units/94,472 Sq. Ft. | \$.60 | \$.55 | \$.51 | 94% | 97% | 97% | |
| Anderson Estates | Oxford, MS | 48 Units/71,760 Sq. Ft. | .49 | * | * | 98 | * | * | |
| Arbor Point | Odessa, TX | 195 Units/178,920 Sq. Ft. | .54 | .50 | .47 | 96 | 92 | 90 | |
| Arlington Place | Pasadena, TX | 230 Units/205,476 Sq. Ft. | .76 | .76 | .76 | 93 | 96 | 97 | |
| Ashton Way | Midland, TX | 178 Units/138,964 Sq. Ft. | .53 | .48 | .45 | 96 | 96 | 95 | |
| Autumn Chase | Midland, TX | 64 Units/58,652 Sq. Ft. | .68 | .61 | .57 | 100 | 95 | 98 | |
| Bay Walk | Galveston, TX | 192 Units/153,120 Sq. Ft. | .75 | .75 | .75 | 91 | 94 | 90 | |
| Blue Lake Villas | Waxahachie, TX | 186 Units/169,746 Sq. Ft. | .95 | .93 | .91 | 95 | 95 | 90 | |
| Blue Lake Villas II | Waxahachie, TX | 70 Units/69,768 Sq. Ft. | .81 | .79 | * | 94 | 99 | * | |
| Bluffs at Vista Ridge | Lewisville, TX | 272 Units/257,432 Sq. Ft. | .99 | .98 | * | 95 | 89 | * | |
| Breakwater Bay | Beaumont, TX | 176 Units/145,688 Sq. Ft. | .98 | .94 | .93 | 96 | 99 | 87 | |
| Bridges on Kinsey | Tyler, TX | 232 Units/209,888 Sq. Ft. | .91 | .87 | * | 100 | 98 | * | |
| Bridgestone | Friendswood, TX | 76 Units/65,519 Sq. Ft. | .74 | .74 | .74 | 95 | 96 | 96 | |
| Capitol Hill | Little Rock, AR | 156 Units/151,116 Sq. Ft. | .77 | .76 | .88 | 94 | 98 | 70 | |
| Château | Bellevue, NE | 115 Units/99,220 Sq. Ft. | .74 | .74 | .73 | 92 | 91 | 86 | |
| Château Bayou | Ocean Springs, MS | 122 Units/105,536 Sq. Ft. | .74 | .70 | .67 | 100 | 100 | 94 | |
| Courtyard | Midland, TX | 133 Units/111,576 Sq. Ft. | .56 | .49 | .47 | 99 | 96 | 94 | |
| Coventry | Midland, TX | 120 Units/105,608 Sq. Ft. | .58 | .51 | .45 | 98 | 98 | 96 | |
| Dakota Arms | Lubbock, TX | 208 Units/178,776 Sq. Ft. | .88 | .88 | * | 99 | 93 | * | |
| David Johnson Phase II | Greenwood, MS | 32 Units/27,840 Sq. Ft. | .35 | * | * | 100 | * | * | |
| David Johnson Phase III | Greenwood, MS | 40 Units/35,240 Sq. Ft. | .41 | * | * | 95 | * | * | |
| DeSoto Ranch | DeSoto, TX | 248 Units/240,718 Sq. Ft. | .96 | .97 | .95 | 92 | 96 | 98 | |

Table of Contents

| Property | Location | Units/Square Footage | Rent Per | | | Occupancy % | | |
|-------------------------------|-------------------|---------------------------|-------------|------|------|-------------|------|------|
| | | | Square Foot | | | 2006 | 2005 | 2004 |
| | | | 2006 | 2005 | 2004 | 2006 | 2005 | 2004 |
| Apartments (Continued) | | | | | | | | |
| El Chapparal | San Antonio, TX | 190 Units/174,220 Sq. Ft. | .79 | .76 | .75 | 89 | 93 | 94 |
| Fairway View Estates | El Paso, TX | 264 Units/204,000 Sq. Ft. | .69 | .67 | .65 | 95 | 95 | 90 |
| Fairways | Longview, TX | 152 Units/134,176 Sq. Ft. | .63 | .61 | .59 | 93 | 91 | 96 |
| Falcon Lakes | Arlington, TX | 284 Units/207,960 Sq. Ft. | .97 | .97 | .96 | 97 | 96 | 94 |
| Fountain Lake | Texas City, TX | 166 Units/161,220 Sq. Ft. | .62 | .62 | .62 | 90 | 92 | 86 |
| Fountains of Waterford | Midland, TX | 172 Units/129,200 Sq. Ft. | .69 | .61 | .55 | 95 | 96 | 96 |
| Foxwood | Memphis, TN | 220 Units/212,000 Sq. Ft. | .61 | .61 | .61 | 88 | 95 | 83 |
| Governor s Square | Tallahassee, FL | 169 Units/146,550 Sq. Ft. | .70 | .69 | .73 | 97 | 98 | 95 |
| Harper s Ferry | Lafayette, LA | 122 Units/112,500 Sq. Ft. | .65 | .61 | .61 | 98 | 98 | 95 |
| Heather Creek | Mesquite, TX | 200 Units/170,212 Sq. Ft. | .96 | .95 | .94 | 97 | 94 | 93 |
| Hunters Glen | Midland, TX | 260 Units/174,180 Sq. Ft. | .51 | .45 | .42 | 100 | 100 | 93 |
| Island Bay | Galveston, TX | 458 Units/374,784 Sq. Ft. | .84 | .84 | .83 | 88 | 94 | 93 |
| Kingsland Ranch | Houston, TX | 398 Units/350,574 Sq. Ft. | .96 | .96 | * | 91 | 97 | * |
| Laguna Vista | Dallas, TX | 202 Units/188,009 Sq. Ft. | .31 | * | * | 16 | * | * |
| Lake Forest | Houston, TX | 240 Units/193,872 Sq. Ft. | .97 | .97 | * | 93 | 95 | * |
| Leflore Estates | Greenwood, MS | 104 Units/94,256 Sq. Ft. | .39 | * | * | 98 | * | * |
| Limestone Canyon | Austin, TX | 260 Units/216,000 Sq. Ft. | 1.06 | 1.06 | 1.06 | 90 | 94 | 96 |
| Limestone Ranch | Lewisville, TX | 252 Units/219,600 Sq. Ft. | .98 | .97 | .95 | 93 | 94 | 95 |
| Marina Landing | Galveston, TX | 256 Units/205,504 Sq. Ft. | .83 | .83 | .83 | 90 | 97 | 92 |
| Mariposa Villas | Dallas, TX | 216 Units/199,656 Sq. Ft. | .90 | .89 | .89 | 95 | 92 | 95 |
| Mediterranean Villas | San Antonio, TX | 140 Units/158,960 Sq. Ft. | .60 | .58 | .56 | 85 | 99 | 92 |
| Mission Oaks | San Antonio, TX | 228 Units/195,716 Sq. Ft. | .88 | * | * | 87 | * | * |
| Monticello Estates | Monticello, AR | 32 Units/27,840 Sq. Ft. | .39 | * | * | 94 | * | * |
| Mountain Plaza | El Paso, TX | 188 Units/220,710 Sq. Ft. | .59 | .54 | .52 | 82 | 97 | 90 |
| Oak Park IV | Clute, TX | 108 Units/78,708 Sq. Ft. | .56 | .56 | .56 | 92 | 93 | 93 |
| Paramount Terrace | Amarillo, TX | 181 Units/123,840 Sq. Ft. | .64 | .62 | .61 | 97 | 96 | 91 |
| Parc at Maumelle | Little Rock, AR | 240 Units/208,800 Sq. Ft. | .89 | * | * | 78 | * | * |
| Parc at Metro | Nashville, TN | 144 Units/130,338 Sq. Ft. | .44 | * | * | 64 | * | * |
| Quail Oaks | Balch Springs, TX | 131 Units/72,848 Sq. Ft. | .85 | .83 | .83 | 86 | 97 | 95 |
| River Oaks | Wylie, TX | 180 Units/164,604 Sq. Ft. | .90 | .96 | .86 | 94 | 95 | 95 |
| Riverwalk I | Greenville, MS | 32 Units/27,840 Sq. Ft. | .38 | * | * | 100 | * | * |
| Riverwalk II | Greenville, MS | 72 Units/63,520 Sq. Ft. | .47 | * | * | 94 | * | * |
| Sendero Ridge | San Antonio, TX | 384 Units/340,880 Sq. Ft. | 1.03 | .95 | 1.02 | 93 | 90 | 94 |
| Somerset | Texas City, TX | 200 Units/163,368 Sq. Ft. | .68 | .68 | .68 | 90 | 92 | 85 |
| Southgate | Odessa, TX | 180 Units/151,656 Sq. Ft. | .58 | .51 | .46 | 98 | 95 | 98 |
| Spy Glass | Mansfield, TX | 256 Units/239,264 Sq. Ft. | .98 | .97 | .96 | 95 | 93 | 92 |
| Stonebridge at City Park | Houston, TX | 240 Units/207,424 Sq. Ft. | .97 | .97 | * | 94 | 96 | * |
| Sunchase | Odessa, TX | 300 Units/223,048 Sq. Ft. | .59 | .54 | .51 | 94 | 96 | 97 |
| Tivoli | Dallas, TX | 190 Units/168,862 Sq. Ft. | .97 | .96 | .95 | 95 | 93 | 92 |
| Treehouse | Irving, TX | 160 Units/153,072 Sq. Ft. | .80 | .80 | .80 | 86 | 95 | 96 |
| Verandas at City View | Fort Worth, TX | 314 Units/295,170 Sq. Ft. | .94 | .92 | .92 | 97 | 96 | 93 |
| Villa Del Mar | Wichita, KS | 162 Units/128,004 Sq. Ft. | .64 | .62 | .62 | 90 | 91 | 89 |
| Villager | Ft. Walton, FL | 33 Units/22,840 Sq. Ft. | .92 | .88 | .79 | 100 | 97 | 100 |
| Vistas at Pinnacle Park | Dallas, TX | 332 Units/276,928 Sq. Ft. | .94 | .93 | .91 | 94 | 93 | 96 |

Table of Contents

| Property | Location | Units/Square Footage | Rent Per | | | Occupancy % | | |
|--------------------------------|----------------------|---------------------------|-------------|-------|-------|----------------|------|------|
| | | | Square Foot | | | 2006 2005 2004 | | |
| | | | 2006 | 2005 | 2004 | 2006 | 2005 | 2004 |
| Apartments (Continued) | | | | | | | | |
| Vistas at Vance Jackson | San Antonio, TX | 240 Units/196,272 Sq. Ft. | 1.02 | .72 | * | 97 | 94 | * |
| Westwood | Mary Ester, FL | 120 Units/93,000 Sq. Ft. | .97 | .83 | .74 | 100 | 99 | 100 |
| Westwood | Odessa, TX | 79 Units/49,001 Sq. Ft. | .60 | .54 | .46 | 92 | 100 | 91 |
| Whispering Pines | Topeka, KS | 320 Units/299,264 Sq. Ft. | .57 | .55 | .55 | 92 | 91 | 91 |
| Wildflower Villas | Temple, TX | 220 Units/201,536 Sq. Ft. | .90 | .85 | * | 90 | 92 | * |
| Willow Creek | El Paso, TX | 112 Units/103,140 Sq. Ft. | .62 | .59 | .58 | 91 | 97 | 97 |
| Windsong | Ft. Worth, TX | 188 Units/169,464 Sq. Ft. | .92 | .90 | .89 | 89 | 96 | 91 |
| Woodlake | Carrollton, TX | 256 Units/210,208 Sq. Ft. | .87 | .87 | .87 | 93 | 94 | 92 |
| Woodview | Odessa, TX | 232 Units/165,840 Sq. Ft. | .61 | .56 | .53 | 96 | 96 | 93 |
| Office Buildings | | | | | | | | |
| 1010 Common | New Orleans, LA | 494,579 Sq. Ft. | 14.08 | 14.09 | 14.08 | 77 | 85 | 84 |
| 225 Baronne | New Orleans, LA | 416,834 Sq. Ft. | 10.43 | 10.62 | 10.70 | 47 | 68 | 69 |
| 305 Baronne | New Orleans, LA | 37,087 Sq. Ft. | 4.64 | * | * | 90 | * | * |
| 600 Las Colinas | Las Colinas, TX | 509,829 Sq. Ft. | 20.67 | 21.88 | * | 92 | 88 | * |
| Amoco | New Orleans, LA | 378,244 Sq. Ft. | 14.02 | 13.78 | 13.66 | 74 | 72 | 69 |
| Cooley Building | Farmers Branch, TX | 27,000 Sq. Ft. | 14.00 | 13.63 | 12.63 | 50 | 100 | 100 |
| Durham Center | Durham, NC | 207,171 Sq. Ft. | 17.00 | 16.60 | 17.73 | 66 | 55 | 83 |
| Eton Square | Tulsa, OK | 222,654 Sq. Ft. | 10.70 | 10.51 | 11.09 | 90 | 60 | 75 |
| Executive Court | Memphis, TN | 41,840 Sq. Ft. | 4.23 | 4.51 | 8.00 | 0 | 10 | * |
| Forum | Richmond, VA | 79,791 Sq. Ft. | 13.96 | 13.86 | 13.68 | 90 | 90 | 76 |
| Four Hickory Centre | Farmers Branch, TX | 226,911 Sq. Ft. | 20.00 | 18.41 | 18.70 | 43 | 11 | 4 |
| GNB | Farmers Branch, TX | 200,000 Sq. Ft. | *** | * | * | *** | * | * |
| Lexington Center | Colorado Springs, CO | 74,603 Sq. Ft. | 11.20 | 10.88 | 10.56 | 39 | 58 | 58 |
| One Hickory Centre | Farmers Branch, TX | 102,615 Sq. Ft. | 11.16 | * | * | 100 | * | * |
| Park West | Farmers Branch, TX | 243,416 Sq. Ft. | 16.97 | 10.00 | * | 64 | 0 | * |
| Parkway North | Dallas, TX | 71,041 Sq. Ft. | 14.55 | 15.26 | 16.58 | 69 | 31 | 60 |
| Signature Building | Dallas, TX | 56,532 Sq. Ft. | 10.42 | 10.00 | ** | 100 | 100 | ** |
| Two Hickory Centre | Farmers Branch, TX | 96,127 Sq. Ft. | 20.63 | 18.29 | 21.47 | 97 | 89 | 100 |
| University Square | Anchorage, AK | 22,260 Sq. Ft. | 20.00 | 19.73 | 14.64 | 81 | 77 | 100 |
| Westgrove Air Plaza | Addison, TX | 78,326 Sq. Ft. | 11.29 | 11.29 | 12.68 | 76 | 79 | 74 |
| Industrial Warehouses | | | | | | | | |
| 5360 Tulane | Atlanta, GA | 30,000 Sq. Ft. | 2.85 | 2.85 | 2.85 | 100 | 100 | 100 |
| Addison Hangar | Addison, TX | 23,650 Sq. Ft. | 7.80 | 7.83 | 7.54 | 100 | 100 | 67 |
| Addison Hangar II | Addison, TX | 29,000 Sq. Ft. | 7.72 | 9.05 | 9.24 | 100 | 100 | 92 |
| Clarke Garage | New Orleans, LA | 6,869 Sq. Ft. | 11.15 | * | * | 70 | * | * |
| Encon | Fort Worth, TX | 256,410 Sq. Ft. | 2.80 | 2.93 | 3.12 | 0 | 100 | 100 |
| Space Center | San Antonio, TX | 101,500 Sq. Ft. | 3.36 | 3.36 | 3.41 | 61 | 61 | 61 |
| Shopping Centers | | | | | | | | |
| Bridgeview Plaza | LaCrosse, WI | 116,008 Sq. Ft. | 7.63 | 7.23 | 6.97 | 88 | 89 | 89 |
| Cross County Mall | Mattoon, IL | 304,575 Sq. Ft. | 6.00 | 5.59 | 5.44 | 74 | 88 | 88 |
| Cullman | Cullman, AL | 92,466 Sq. Ft. | 5.08 | 5.15 | 3.55 | 48 | 27 | 27 |
| Dunes Plaza | Michigan City, IN | 223,869 Sq. Ft. | 5.75 | 5.92 | 5.91 | 48 | 53 | 64 |
| Fruitland Park | Fruitland, FL | 6,722 Sq. Ft. | 7.23 | * | * | 100 | * | * |
| Willowbrook Village | Coldwater, MI | 179,741 Sq. Ft. | 5.97 | 5.95 | * | 94 | 93 | * |
| Merchandise Mart | | | | | | | | |
| Denver Mart | Denver, CO | 320,466 Sq. Ft. | 17.00 | 18.56 | 11.75 | 94 | 95 | 92 |
| Single Family Residence | | | | | | | | |
| Tavel Circle | Dallas, TX | 2,271 Sq. Ft. | | | | | | |

* Property was purchased or constructed.

Edgar Filing: AMERICAN REALTY INVESTORS INC - Form 10-K

** Not applicable data. ARI sold the Signature Athletic Club in November 2004, but retained the Signature Building.
*** Property is unoccupied.

Table of Contents

| Property | Location | Rooms | Average Room Rate | | | Occupancy % | | | Total Room Revenues Divided By Total Available Rooms | | |
|----------------------|--------------------|-----------|-------------------|----------|----------|-------------|------|------|--|----------|----------|
| | | | 2006 | 2005 | 2004 | 2006 | 2005 | 2004 | 2006 | 2005 | 2004 |
| Hotels | | | | | | | | | | | |
| Akademia | Wroclaw, Poland | 165 Rooms | \$ 87.21 | \$ 63.00 | \$ 55.33 | 62% | 73% | 65% | \$ 81.34 | \$ 45.09 | \$ 35.98 |
| Château Inn | Fresno, CA | 78 Rooms | 77.16 | 71.88 | 63.42 | 64 | 60 | 58 | 64.10 | 43.01 | 36.52 |
| City Suites | Chicago, IL | 45 Rooms | 168.24 | 144.21 | 126.29 | 64 | 63 | 58 | 108.50 | 96.18 | 71.60 |
| Comfort Inn | Denver, CO | 161 Rooms | 67.89 | 56.10 | 56.10 | 55 | 55 | 55 | 55.37 | 35.49 | 30.80 |
| Ocean Beach | Virginia Beach, VA | 110 Rooms | 120.92 | 120.26 | 108.92 | 38 | 48 | 65 | 37.80 | 57.62 | 70.56 |
| Picadilly Airport | Fresno, CA | 185 Rooms | 90.14 | 81.15 | 79.25 | 64 | 62 | 63 | 63.93 | 53.49 | 50.50 |
| Picadilly Shaw | Fresno, CA | 194 Rooms | 95.48 | 83.46 | 81.19 | 63 | 66 | 69 | 63.26 | 59.01 | 58.10 |
| Picadilly University | Fresno, CA | 190 Rooms | 82.31 | 77.68 | 68.21 | 55 | 57 | 63 | 54.73 | 44.19 | 43.03 |
| The Majestic | Chicago, IL | 55 Rooms | 177.11 | 151.17 | 129.64 | 57 | 52 | 52 | 102.34 | 75.50 | 65.91 |
| Willows | Chicago, IL | 52 Rooms | 167.47 | 141.10 | 119.84 | 59 | 57 | 57 | 98.19 | 86.14 | 67.62 |

Occupancy presented above and throughout this ITEM 2. is without reference to whether leases in effect are at, below, or above market rates.

Table of Contents

In 2006, ARI purchased the following properties:

| Property | Location | Units/ Sq. Ft./Acres | Purchase Price | Net Cash Paid/ (Received) | Debt Incurred | Interest Rate | Maturity Date |
|-------------------------------------|--------------------|-------------------------|-------------------|---------------------------------|------------------|----------------------|------------------|
| Apartments | | | | | | | |
| Anderson Estates | Oxford, MS | 48 Units | \$ 1,144 | \$ 148 | \$ 996 | 9.50% ⁽¹⁾ | 12/07 |
| David Jordan Phase II | Greenwood, MS | 32 Units | 743 | 98 | 645 | 8.50 ⁽¹⁾ | 4/07 |
| David Jordan Phase III | Greenwood, MS | 40 Units | 812 | 122 | 690 | 8.75 ⁽¹⁾ | 7/07 |
| Leflore Estates | Greenwood, MS | 104 Units | 2,114 | 337 | 1,777 | 7.00 ⁽¹⁾ | 2/07 |
| Monticello III Estates | Monticello, AR | 32 Units | 644 | 96 | 548 | 7.00 | 1/07 |
| Riverwalk Phase I | Greenwood, MS | 32 Units | 455 | 99 | 356 | 8.50 | 2/07 |
| Riverwalk Phase II | Greenwood, MS | 72 Units | 1,584 | 226 | 1,358 | 8.25 ⁽¹⁾ | 2/07 |
| | | | 7,496 | 1,126 | 6,370 | | |
| Land | | | | | | | |
| Bolivar Estates | Bolivar City, MS | 24.8 Acres | 650 | 649 | | | |
| Broadway Estates | Broadway City, MS | 12.2 Acres | 210 | 222 | | | |
| Carmichael Tract | Greenwood, MS | 6.0 Acres | 290 | 364 | | | |
| Castleglen | Garland, TX | 10.6 Acres | 723 | 690 | | | |
| Circle C Ranch | Austin, TX | 1,092 Acres | 25,569 | | 25,569 | 8.75 ⁽¹⁾ | 3/07 |
| Copperridge Condo #114 | Dallas, TX | 1 Unit | 53 | 54 | | | |
| Copperridge Condo #211 | Dallas, TX | 1 Unit | 41 | 41 | | | |
| Copperridge Condo #323 | Dallas, TX | 1 Unit | 42 | 40 | | | |
| Creekside Land | Ft. Worth, TX | 30.1 Acres | 2,105 | 2,097 | | | |
| Crowley Land | Ft. Worth, TX | 24.9 Acres | 1,500 | 6 | | | |
| Dedeaux Road | Gulfport, MS | 9.9 Acres | 1,500 | | 1,520 | | |
| Ewing Land | Addison, TX | 16.7 Acres | 15,361 | 3,444 | 10,752 | 5.50 | 12/09 |
| Forney Land | Forney, TX | 34.8 Acres | 3,945 | 3,926 | | | |
| Galleria East/Showcase | Dallas, TX | 15.0 Acres | 25,161 | 7,106 | 18,362 | 6.00 | 12/07 |
| GNB Land | Farmers Branch, TX | 45.5 Acres | 9,800 | | 10,000 | | |
| Keller Springs Lofts | Addison, TX | 1.7 Acres | 698 | | 690 | 8.25 | 10/07 |
| Kinwest/Hackberry Creek Office Park | Irving, TX | 7.9 Acres | 1,737 | 101 | 1,580 | 10.25 | 10/07 |
| Lincoln Estates II | Carthage, MS | 18.0 Acres | 32 | 32 | | | |
| Longfellow | Longview, TX | 13.7 Acres | 696 | 719 | 1,345 | 10.25 | 5/08 |
| Milner Tract | Greenwood, MS | 14.0 Acres | 392 | | 487 | 8.50 | 1/07 |
| Parc at Clarksville | Clarksville, TN | 10.4 Acres | 541 | | 547 | 8.00 | 8/07 |
| Parkway Estates | Greenwood, MS | 20.1 Acres | 682 | 364 | 487 | 8.50 | 1/07 |
| Pecan Pointe | Temple, TX | 12.7 Acres | 1,198 | 1,195 | 1,650 | 8.25 | 12/07 |
| Pioneer Crossing | Travis County, TX | 38.5 Acres | 614 | 614 | | | |
| RB Land | Dallas, TX | 86.1 Acres | 668 | 673 | | | |
| Ridgepoint Drive | Irving, TX | .6 Acres | 179 | 172 | | | |
| Ritchie Road | Waco, TX | 350.0 Acres | 2,677 | 897 | 1,735 | 8.61 | 9/07 |
| Senlac Hutton | Farmers Branch, TX | 5.9 Acres | 1,050 | 949 | | | |
| Southwood Plantation | Tallahassee, FL | 14.5 Acres | 1,150 | 477 | 748 | 8.50 ⁽¹⁾ | 2/07 |
| Sunflower Estates | Sunflower City, MS | 18.7 Acres | 187 | 212 | | | |
| Texas Land Plaza | Irving, TX | 10.3 Acres | 1,646 | 429 | 1,069 | 8.25 | 12/08 |
| Valley Ranch 20 | Farmers Branch, TX | 20.0 Acres | 4,673 | 1,892 | 3,038 | 8.50 ⁽¹⁾ | 2/07 |
| Valwood Park | Farmers Branch, TX | 11.6 Acres | 1,422 | | | | |
| Waco 42 | Waco, TX | 42.8 Acres | 531 | 112 | 398 | 8.00 | 5/07 |
| Waco Swanson/Ritchie Road | Waco, TX | 350.0 Acres | 2,677 | 897 | 1,735 | | 9/09 |
| WindMill Farms | Kaufman County, TX | 3,035.5 Acres | 52,038 | | 39,053 | 9.25 | 11/09 |
| Woodmont Fairway Office | Dallas, TX | 5.8 Acres | 3,833 | 1,014 | 3,000 | 8.25 ⁽¹⁾ | 1/07 |
| Woodmont Galleria West | Farmers Branch, TX | 7.1 Acres | 5,846 | 808 | 5,230 | 9.25 | 12/07 |
| Woodmont Galleria West | Farmers Branch, TX | 1.9 Acres | 1,604 | 184 | 1,475 | 9.25 | 12/07 |
| Woodmont Merit Drive | Dallas, TX | 9.3 Acres | 4,560 | 1,868 | 2,964 | 8.00 | 3/07 |
| Yazoo Estates | Yazoo City, MS | 15.1 Acres | 120 | 213 | | | |
| | | | 178,401 | 32,461 | 133,434 | | |

Edgar Filing: AMERICAN REALTY INVESTORS INC - Form 10-K

Office Buildings

| | | | | | | | |
|---------------------------|--------------------|----------------|-------|-------|-------|------|------|
| 305 Baronne & 217 Rampart | New Orleans, LA | 49,000 Sq. Ft. | 3,985 | 3,483 | | | |
| Clark Garage | New Orleans, LA | 7,877 Sq. Ft. | 9,925 | 564 | 9,025 | 9.25 | 6/07 |
| GNB Building | Farmers Branch, TX | 200,000 Sq.Ft. | 5,200 | | | | |

| | | |
|--------|-------|-------|
| 19,110 | 4,047 | 9,025 |
|--------|-------|-------|

| | | |
|------------|-----------|------------|
| \$ 205,007 | \$ 37,634 | \$ 148,829 |
|------------|-----------|------------|

(1) Exchanged for note receivable. See NOTE 3. NOTES AND INTEREST RECEIVABLE.

Table of Contents

In 2006, ARI sold the following properties:

| Property | Location | Units/Acres/ Sq. Ft. | Sales Price | Net Cash Received/ (Paid) | Debt Discharged | Gain on Sale |
|----------------------------|---------------------|---------------------------------|------------------------|--|----------------------------|-------------------------|
| Apartments | | | | | | |
| Apple Lane | Lawrence, KS | 75 Units | \$ 2,600 | \$ 1,173 | \$ 1,290 | \$ 1,589 |
| Oak Tree Square Apartments | Grandview, MO | 189 Units | 5,480 | 1,289 | 3,802 | 3,982 |
| Plantation Apartments | Tulsa, OK | 138 Units | 2,750 | 638 | 2,191 | 432 |
| Timbers on Broadway | Tyler, TX | 180 Units | 3,500 | | 2,224 | 1,124 |
| Williamsburg Hotel | Williamsburg, VA | 296 Units | 27,500 | 10,308 | 16,597 | 10,506 |
| Will-O-Wick Gardens | Pensacola, FL | 152 Units | 6,500 | 2,806 | 2,827 | 3,049 |
| | | | 48,330 | 16,214 | 28,931 | 20,682 |
| Land | | | | | | |
| Chase Oaks | Plano, TX | 1.8 Acres | 555 | 503 | | 340 |
| Elm Fork | Carrollton, TX | 27.6 Acres | 3,500 | (827) | 2,800 | |
| Elm Fork | Carrollton, TX | 8.5 Acres | 1,674 | (755) | 1,135 | |
| Elm Fork Land | Carrollton, TX | 25.3 Acres | 4,417 | 591 | 3,551 | 2,608 |
| Fruitland Land | Fruitland, FL | 3.9 Acres | 1,550 | 1,462 | | 1,279 |
| Hollywood Casino | Farmers Branch, TX | 10.5 Acres | 3,225 | 1,207 | | 1,411 |
| Hollywood Casino | Farmers Branch, TX | 3.4 Acres | 2,006 | 1,087 | 900 | 1,579 |
| Mandahl Bay | U.S. Virgin Islands | 1.5 Acres | 525 | 265 | 213 | 236 |
| McKinney Ranch Land | McKinney, TX | 123.9 Acres | 16,591 | 6,004 | 10,051 | 3,389 |
| McKinney Ranch Land | McKinney, TX | 44.5 Acres | 10,289 | 10,031 | | 5,292 |
| Metro Land | Nashville, TN | 1.2 Acres | 215 | | 160 | 144 |
| Nashville | Nashville, TN | 2.4 Acres | 462 | | 429 | 323 |
| Nashville | Nashville, TN | 16.4 Acres | 2,512 | | 2,416 | 1,700 |
| Stagliano | Farmers Branch, TX | 3.1 Acres | 1,373 | 187 | | 715 |
| Vineyards II | Grapevine, TX | 1.5 Acres | 1,272 | 429 | 745 | 578 |
| Vista Ridge Land | Lewisville, TX | 14.5 Acres | 2,526 | 2,355 | | 870 |
| Vista Ridge Land | Lewisville, TX | 18.9 Acres | 4,950 | 2,996 | 1,669 | 2,765 |
| Vista Ridge Land | Lewisville, TX | 3.8 Acres | 755 | 698 | | 306 |
| Woodmont Group I & II | Addison, TX | 4.9 Acres | 3,648 | 1,518 | 1,806 | 1,129 |
| | | | 62,045 | 27,751 | 25,875 | 24,664 |
| | | | \$ 110,375 | \$ 43,965 | \$ 54,806 | \$ 45,346 |

Table of Contents

In 2006, ARI financed/refinanced or obtained second mortgage financing on the following:

| Property | Location | Sq. Ft./Units/ | Debt | | Net Cash | Interest Rate | Maturity Date |
|-------------------------|--------------------|-----------------|-----------------------|------------|-----------|---------------|---------------|
| | | Rooms/Acres | Incurred | Discharged | Received | | |
| Apartments | | | | | | | |
| 4400 | Midland, TX | 92 Units | \$ 2,825 | \$ 945 | \$ 2,686 | 6.75% | 1/37 |
| Ashton Way | Midland, TX | 178 Units | 2,600 | 945 | 2,474 | 6.75 | 1/37 |
| Hunters Glen | Midland, TX | 212 Units | 2,475 | 1,804 | 421 | 7.23 | 2/07 |
| Woodview. | Odessa, TX | 232 Units | 5,229 | 1,839 | 1,123 | 6.75 | 1/37 |
| | | | 13,129 | 5,533 | 6,704 | | |
| Office Buildings | | | | | | | |
| Cooley Bldg. . | Farmers Branch, TX | | 3,045 | | 470 | | |
| Forum OB | Richmond, VA | 79,791 Sq. Ft. | 6,000 | 4,721 | 1,152 | 7.75 | 7/07 |
| Two Hickory | Farmers Branch, TX | 96,127 Sq. Ft. | 9,500 | 7,257 | 74 | 7.03 | 9/07 |
| University Square | Anchorage, AK | 20,715 Sq. Ft. | 1,360 | 1,068 | 271 | 8.25 | 5/07 |
| | | | 19,905 | 13,046 | 1,967 | | |
| Shopping Centers | | | | | | | |
| Cross County Mall | Mattoon, IL | 307,266 Sq. Ft. | 9,500 | 4,399 | 4,773 | 7.18 | 7/07 |
| | | | 9,500 | 4,399 | 4,773 | | |
| Land | | | | | | | |
| Diplomat Tract I | Farmers Branch, TX | 3.9 Acres | 309 | | 293 | 10.25 | 5/08 |
| Diplomat Tract II | Farmers Branch, TX | 4.1 Acres | 321 | | 304 | 10.25 | 5/08 |
| Diplomat Tract III | Farmers Branch, TX | 3.7 Acres | 293 | | 278 | 10.25 | 5/08 |
| Elm Fork | Carrollton, TX | 69.4 Acres | 6,500 | 3,805 | 2,015 | 9.25 | 7/07 |
| Hutton Tract | Farmers Branch, TX | 2.4 Acres | 281 | | 265 | 10.25 | 5/08 |
| LaDue/Walker | Farmers Branch, TX | 99.0 Acres | 13,948 | | 333 | 10.25 | 5/08 |
| Nashville | Nashville, TN | 100.9 Acres | 2,500 | | 2,500 | 12.50 | 5/07 |
| Nashville Land | Nashville, TX | 82.2 Acres | 6,500 | 2,776 | 3,561 | 7.50 | 7/07 |
| Palmer Lane | Austin, TX | 367.4 Acres | 14,000 | 14,300 | (893) | 8.50 | 8/07 |
| Payne I Land | Las Colinas, TX | 109.9 Acres | 5,683 | | 5,591 | 9.00 | 12/07 |
| Pioneer Crossing | Austin, TX | 235.0 Acres | 11,750 ⁽³⁾ | 4,000 | | 12.50 | 4/07 |
| Wells Fargo Foothills | Kaufman County, TX | 2,764.0 Acres | 6,440 | | 6,156 | 10.25 | 5/08 |
| Wells Fargo Foothills | Valley Ranch, TX | 68.0 Acres | 7,323 | | 7,014 | 10.25 | 5/08 |
| West End Land | Dallas, TX | 5.3 Acres | 9,000 | 2,000 | 6,079 | 8.00 | 3/07 |
| | | | 84,848 | 26,881 | 33,496 | | |
| | | | \$ 127,382 | \$ 49,859 | \$ 46,940 | | |

Table of Contents

Land Properties. Set forth below are ARI's land properties, consisting of both improved and unimproved land:

| Property | Location | Acres |
|--------------------------------------|----------------------------|--------------|
| 1013 Common | New Orleans, LA | 0.4 |
| 2301 Valley Branch | Farmers Branch, TX | 23.8 |
| Alliance 8 | Tarrant County, TX | 8.0 |
| Alliance 52 | Tarrant County, TX | 51.9 |
| Alliance Airport | Tarrant County, TX | 12.7 |
| Backlick | Springfield, VA | 4.0 |
| Bolivar Estates | Bolivar County, MS | 24.8 |
| Bonneau | Dallas County, TX | 8.4 |
| Broadway Estates | Broadway County, MS | 12.3 |
| Castleglen | Garland, Dallas County, TX | 10.6 |
| Centura | Farmers Branch, TX | 8.8 |
| Chase Oaks | Plano, TX | 10.0 |
| Circle C Ranch | Austin, TX | 1,092.0 |
| Cooks Lane | Ft. Worth, TX | 23.2 |
| Creekside Land | Ft. Worth, TX | 30.1 |
| Crowley Land | Ft. Worth, TX | 24.9 |
| Croslin | Dallas County, TX | 0.8 |
| Dalho | Farmers Branch, TX | 3.4 |
| Denton | Denton, TX | 25.9 |
| Dedeaux Road | Gulfport, MS | 10.0 |
| Denton Andrew B | Denton, TX | 22.9 |
| Denton Andrew C | Denton, TX | 5.2 |
| Denton-Coonrod | Denton, TX | 82.2 |
| DeSoto | DeSoto, TX | 21.9 |
| Diplomat Drive | Farmers Branch, TX | 11.7 |
| Dominion | Dallas, TX | 14.4 |
| Elm Fork | Denton County, TX | 44.0 |
| Ewing 8 | Addison, TX | 16.8 |
| Fiesta | San Angelo, TX | 0.7 |
| Folsom | Dallas, TX | 36.8 |
| Fort Wayne | Fort Wayne, IN | 18.9 |
| Forney Land | Kaufman County, TX | 34.9 |
| Fruitland | Fruitland Park, FL | 0.7 |
| Hollywood Casino | Farmers Branch, TX | 29.0 |
| GNB Land | Farmers Branch, TX | 45.5 |
| HSM | Farmers Branch, TX | 6.2 |
| JHL Connell | Carrollton, TX | 3.9 |
| Katrina | Palm Desert, CA | 22.4 |
| Kaufman Cogen | Kaufman County, TX | 2,567.0 |
| Kaufman Taylor | Kaufman County, TX | 31.0 |
| Keenan Bridge | Farmers Branch, TX | 7.5 |
| Keller Springs Lofts | Addison, TX | 1.8 |
| Kelly Lots | Collin County, TX | 0.8 |
| Kinwest /Hackberry Creek Office Park | Irving, TX | 8.0 |
| Lacy Longhorn | Farmers Branch, TX | 17.1 |
| Lakeshore Villas | Humble, TX | 1.4 |
| Lamar/Parmer | Austin, TX | 17.1 |
| Las Colinas | Las Colinas, TX | 1.6 |

Table of Contents

| Property | Location | Acres |
|----------------------|-------------------------|--------------|
| Las Colinas | Las Colinas, TX | 4.7 |
| LCLLP | Las Colinas, TX | 41.2 |
| Leone | Irving, TX | 8.2 |
| Limestone Canyon | Austin, TX | 10.0 |
| Lincoln Estates | Carthage, MS | 18.0 |
| Longfellow Land | Longview, TX | 13.7 |
| Lubbock | Lubbock, TX | 2.9 |
| Luna Road | Farmers Branch, TX | 2.6 |
| Mandahl Bay | US Virgin Islands | 109.2 |
| Manhattan | Farmers Branch, TX | 108.9 |
| Mansfield | Mansfield, TX | 21.9 |
| Marine Creek | Ft. Worth, TX | 43.3 |
| Mason Park | Houston, TX | 18.0 |
| Mason/Goodrich | Houston, TX | 17.2 |
| McKinney 36 | Collin County, TX | 34.6 |
| McKinney Corners | Collin County, TX | 18.5 |
| McKinney Ranch | McKinney, TX | 264.3 |
| Meloy | Kent, OH | 54.2 |
| Mendoza | Dallas County, TX | 0.4 |
| Mira Lago | Farmers Branch, TX | 4.2 |
| Nashville ARI | Nashville, TN | 81.2 |
| Nashville TCI | Nashville, TX | 6.2 |
| Pac Trust | Farmers Branch, TX | 7.1 |
| Palmer Lane | Austin, TX | 367.4 |
| Pantaze | Dallas, TX | 6.0 |
| Parc at Clarksville | Clarksville, TN | 10.4 |
| Parkway Estates | Greenwood, MS | 20.1 |
| Payne I | Las Colinas, TX | 109.9 |
| Payne II | Las Colinas, TX | 39.9 |
| Pecan Pointe | Temple, TX | 12.8 |
| Pioneer Crossing | Austin, TX | 400.1 |
| Pioneer Crossing | Travis County, TX | 38.5 |
| Pulaski | Pulaski County, AR | 21.9 |
| Railroad | Dallas, TX | .3 |
| RB Land | 1701 East Beltline Road | 86.2 |
| Ridgepoint Drive | Irving, TX | 0.6 |
| Ritchie Road | Waco, TX | 350.0 |
| Rochelle I | Las Colinas, TX | 10.1 |
| Rochelle II | Las Colinas, TX | 21.3 |
| Rogers | Rogers, AR | 20.1 |
| Seminary West | Ft. Worth, TX | 5.4 |
| Senlac | Farmers Branch, TX | 11.9 |
| Senlac Hutton | Farmers Branch, TX | 5.9 |
| Senlac VHP | Farmers Branch, TX | 4.0 |
| Sheffield Village | Grand Prairie, TX | 13.9 |
| Siskiyou | Siskiyou County, CA | 20.7 |
| Sladek | Travis County, TX | 63.3 |
| Southwood Plantation | Tallahassee, FL | 13.0 |
| Southwood Plantation | Tallahassee, FL | 14.5 |
| Sunflower Estates | Sunflower County, MS | 18.7 |

Table of Contents

| Property | Location | Acres |
|------------------------|--------------------|----------|
| Texas Land Plaza | Irving, TX | 10.3 |
| Thompson | Farmers Branch, TX | 4.0 |
| Thompson II | Dallas County, TX | 3.3 |
| Tomlin | Farmers Branch, TX | 9.2 |
| Valley Ranch | Irving, TX | 29.9 |
| Valley Ranch 20 | Irving, TX | 20.0 |
| Valley View 34 | Farmers Branch, TX | 33.9 |
| Valwood | Dallas County, TX | 223.4 |
| Valwood Park | Farmers Branch, TX | 11.6 |
| Vineyards II | Grapevine, TX | 8.1 |
| Vineyards (Grapevine) | Grapevine, TX | 11.2 |
| Vista Ridge | Lewisville, TX | 5.2 |
| Waco 42 | Waco, TX | 42.8 |
| Walker | Dallas County, TX | 147.1 |
| West End | Dallas, TX | 5.3 |
| Whorton | Benton County, AR | 79.7 |
| Wilmer 88 | Dallas, TX | 87.6 |
| Windmill Farms | Kaufman County, TX | 3,035.5 |
| Woodmont Fairway | Dallas, TX | 5.9 |
| Woodmont Galleria East | Dallas, TX | 15.0 |
| Woodmont Galleria West | Farmers Branch, TX | 9.2 |
| Woodmont Merit Drive | Dallas, TX | 9.3 |
| Yazoo Estates | Yazoo County, MS | 15.1 |
| | | 10,857.4 |

Partnership Properties. ARI accounts for partnership properties using the equity method. ARI had no property information for properties owned by partnerships.

In December 2004, ARI sold to an unrelated investment group a 95% partnership interest in Garden Centura, L.P. that owns the 410,901 sq. ft. Centura Tower office building located in Farmers Branch, Texas. ARI retained a non-controlling 1% general partner and 4% limited partner interest in Garden Centura, L.P. ARI accounts for its investment in this partnership on the equity method.

Mortgage Loans

In addition to real estate, a portion of ARI's assets are invested in mortgage notes receivable, secured by income-producing real estate, unimproved land and partnership interests. Management expects the percentage of ARI's assets invested in mortgage loans will decline, as ARI will no longer seek to fund or acquire new mortgage loans. However, ARI may, in selected instances, originate mortgage loans or it may provide purchase money financing in conjunction with a property sale. Management intends to service and hold for investment the mortgage notes currently in the portfolio. Mortgage notes receivable consist primarily of first mortgage loans.

Types of Properties Subject to Mortgages. The types of properties securing mortgage notes receivable at December 31, 2006, consisted of four commercial buildings, unimproved land and partnership interests. The type of properties subject to mortgages in which ARI invests may be altered without a vote of stockholders.

As of December 31, 2006, the obligors on \$43.8 million or 81.8% of the mortgage notes receivable portfolio were affiliates of ARI. Also at that date, \$2.9 million or 5.5% of the mortgage notes receivable portfolio was non-performing.

The following table sets forth the percentages (based on the outstanding mortgage loan balance at December 31, 2006), by property type and geographic region, of the income producing properties that serve as

Table of Contents

collateral for ARI's mortgage notes receivable. Excluded are \$61.8 million of mortgage notes that are secured by unimproved land and other security, or are unsecured. See SCHEDULE IV to the Consolidated Financial Statements included in ITEM 8. CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA for additional details of ARI's mortgage notes receivable portfolio.

| Region | Commercial Properties |
|-----------|-----------------------|
| Southwest | 100% |
| | 100% |

A summary of the activity in the mortgage notes receivable portfolio during 2006 is as follows:

| | |
|--|--------|
| Mortgage notes receivable at January 1, 2006 | 55 |
| Loans funded | 11 |
| Loans collected in full | (10) |
| Loans sold | (3) |
| Mortgage notes receivable at December 31, 2006 | 53 |

First Mortgage Loans. These loans generally provide for level periodic payments of principal and interest sufficient to substantially repay the loan at or prior to maturity, but may involve interest-only payments, moderate or negative amortization of principal, or all interest and a balloon principal payment at maturity. With respect to first mortgage loans, it is ARI's general policy to require that the borrower provide a title policy or an acceptable legal opinion of title as to the validity and the priority of ARI's mortgage lien over all other obligations, except liens arising from unpaid property taxes and other exceptions normally allowed by first mortgage lenders. ARI may grant participations in first mortgage loans that it originates to other lenders.

The following discussion briefly describes first mortgage loans funded in 2006, as well as events during 2006 that affected previously funded mortgage loans.

In February 2005, ARI sold a 9.9 acre tract of its Katrina (California) land parcel for \$2.6 million, receiving \$574,000 after payment of closing costs and providing purchase money financing of \$2.0 million. The loan accrued interest at 8.0%, required quarterly payments of interest, and matured in February 2008. In March 2005, ARI sold the loan for \$2.0 million, receiving \$2.0 million in cash after payment of closing costs.

In February 2005, ARI sold a 13.6 acre tract of its Katrina (California) land parcel for \$3.7 million, receiving \$591,000 after payment of closing costs and providing purchase money financing of \$2.8 million. The loan accrued interest at 8.0%, required quarterly payments of interest, and matured in February 2008. In March 2005, ARI sold the loan for \$2.8 million, receiving \$2.8 million in cash after payment of closing costs.

In February 2005, ARI sold a 6.5 acre tract of its Katrina (California) land parcel for \$1.7 million, receiving \$340,000 after payment of closing costs and providing purchase money financing of \$1.3 million. The loan accrued interest at 8.0%, required quarterly payments of interest, and matured in February 2007. In March 2005, ARI sold the loan for \$1.3 million, receiving \$1.3 million in cash after payment of closing costs.

In February 2005, ARI sold a 7.4 acre tract of its Katrina (California) land parcel for \$2.0 million, receiving \$455,000 after payment of closing costs and providing purchase money financing of \$1.5 million. The loan accrued interest at 8.0%, required quarterly payments of interest, and matured in February 2007. In March 2005, ARI sold the loan for \$1.5 million, receiving \$1.5 million in cash after payment of closing costs.

In February 2005, ARI sold an 81.2 acre tract of its Katrina (California) land parcel for \$19.9 million, paying \$814,000 after payment of debt and closing costs and providing purchase money financing of

Table of Contents

\$14.9 million. The loan accrued interest at 8.0%, required quarterly payments of interest, and matured in February 2007. In March 2005, ARI sold the loan for \$14.9 million, receiving \$14.9 million in cash after payment of closing costs.

In March 2005, ARI sold a 24.8 acre tract of its Katrina (California) land parcel for \$6.4 million, receiving \$1.0 million after payment of closing costs and providing purchase money financing of \$4.8 million. The loan accrued interest at 8.0%, required quarterly payments of interest, and matured in March 2007. In March 2005, ARI sold the loan for \$4.8 million, receiving \$4.8 million in cash after payment of closing costs.

In August 2005, ARI sold a 7.6 acres tract of its Vineyards (Texas) land parcel for \$4.3 million, receiving \$874,000 after payment of closing costs and providing purchase money financing of \$3.2 million. The secured note accrued interest at 8.0% per annum and matured in August 2006. In September 2005, ARI sold the note for \$3.2 million plus accrued but unpaid interest, receiving \$3.3 million in cash after payment of closing costs.

In September 2005, ARI sold a 5.2 acre tract of its Vineyards and Vineyards II (Texas) land parcels for \$2.3 million, receiving \$160,000 after payment of closing costs and debt paydown, and providing purchase money financing of \$1.7 million. The secured note accrued interest at 8.0% per annum and matured in September 2006. In September 2005, ARI sold the note for \$1.7 million plus accrued but unpaid interest, receiving \$1.7 million in cash after payment of closing costs.

In August 2005, ARI sold a 16.0 acre tract of its Mason Goodrich (Texas) land parcel for \$2.1 million, receiving \$935,000 after payment of closing costs and providing purchase money financing of \$1.0 million. The secured note accrued interest at 8.0%, required monthly interest payments, and matured in November 2005. In November 2005, the note was collected in full, including accrued but unpaid interest.

In March 2004, ARI sold an 8.0 acre tract of its Mason Goodrich (Texas) land parcel for \$1.0 million, receiving \$251,000 after payment of closing costs and providing purchase money financing of \$523,000. The secured loan bears interest at 10.0% per annum, requires monthly payments of accrued interest and matures in March 2006. All principal and accrued but unpaid interest is due at maturity. In 2005, \$117,000 in principal was collected. In March 2006, the note was extended to March 2007 by paying a 1% extension fee and making a 10% principal reduction.

In October 2004, ARI sold the In The Pines apartments to a third party and provided \$1.0 million of the purchase price as seller financing in the form of two notes. The first note accrued interest at 7.0% per annum, required monthly interest only payments, and matured in January 2005. The second note was unsecured, accrued interest at 8.5% per annum, required monthly interest only payments, and matured in January 2005. Both loans were paid in full, including unpaid interest, in October 2005.

In March 2005, ARI entered into an agreement to advance a third party \$3.2 million for development costs relating to single-family residential lots in Austin, Texas. These advances are secured by stock in the borrower and hold a second lien on the undeveloped land. The secured note bears interest at 10 percent, requires semi-annual payments and matures in March 2008. In September 2005, the total amount authorized under this advance was increased to \$5.0 million. As of March 31, 2006, ARI had advanced \$3.2 million to the borrower. ARI also guaranteed an \$18 million loan secured by a first lien on the undeveloped land. In September 2005, ARI purchased for \$4.1 million a subsidiary of Tacco Universal, a related party that holds two notes receivable from the borrower for \$3.0 and \$1.0 million, respectively. These notes are secured by approximately 142 acres of undeveloped land and membership interest in the borrower. These secured notes bear interest at 12 percent, have an interest reserve for payments that is added to the principal balance on a monthly basis and matured in June 2005. Both loans were extended to September 2005 and upon maturity were paid under the advance referred to at the beginning of this paragraph. In March 2006, ARI acquired all of the interests in the borrower, including ownership of the Austin, Texas land. The land is secured by the \$18 million first mortgage and a \$3 million subordinated loan. In March 2006, ARI secured a development loan of \$31.3 million (secured by the Austin,

Table of Contents

Texas land), of which \$18 million was used to pay the existing first mortgage. The development loan matures in March 2008 and bears interest at Prime plus one percent. The Company intends to develop the land for sale to single-family residential builders.

In July 2003, ARI advanced \$2.3 million to the Class A Limited Partners of TCI Countryside, L.P. of which ARI is the general partner. This loan bears interest at 7.25% and matures in January 2007. ARI also agreed to advance \$1.1 million to the Class A Limited Partners by advancing \$105,000 in July 2003 and every year thereafter for ten years. This loan bears interest at 7.25% and matures in July 2012. Interest due to ARI will be deducted from the quarterly return owed by ARI to the Class A Limited Partners, eliminating the quarterly payments. In October 2005, ARI agreed to settle the remaining obligations under this loan by paying a lump sum of \$425,000, making the total advanced \$740,000. After January 2007, ARI may redeem the Class A Limited Partners interests in exchange for cancellation of both notes.

In September 2005, ARI sold 10 acres of unimproved land to a third party for \$1.5 million and provided \$1.1 million of the purchase price as seller financing. The secured note accrued interest at 10%, required monthly interest only payments, and matured in September 2008. In December 2005, ARI sold this note to a financial institution for full face value less closing costs, plus accrued interest. ARI and other related parties have also guaranteed the full payment of the note balances, including any outstanding interest and costs incurred by the financial institution.

In December 2005, ARI sold 27.192 acres and 3.73 acres to a third party for \$10.1 million and \$1.4 million, and provided \$7.6 million and \$1.0 million of seller financing, respectively. Both notes bear interest at 8.0% per annum, require monthly interest only payments, and mature in December 2008. In January 2006, ARI sold both notes to a financial institution for full face value less closing costs, plus accrued interest. The financial institution has a Put Option that would require ARI to purchase both notes back under the following conditions: (1) failure to construct agreed upon roads on the property by December 2006 (the work is substantially complete); (2) there occurs any event of default by the buyer; (3) certain escrow deposits for the road completion are not sufficient to cover the cost of the road construction; (4) any amendment, modification or assignment of certain development and escrow agreements between ARI and the buyer; and (5) failure of ARI to deliver certain documents to the financial institution within a timely manner. ARI and other related parties have also guaranteed the full payment of the note balances, including any outstanding interest and costs incurred by the financial institution.

In December 2004, ARI sold the Centura Tower office building to a partnership and retained a 1% non-controlling general partner interest and a 4% limited partner interest. ARI has certain obligations to fund the partnership for rent abatements, tenant improvements, leasing commissions and other cash shortfalls. \$4.1 million of these obligations were escrowed by ARI with the lender at loan closing. Through December 31, 2006, ARI has funded \$6.5 million of these obligations, with \$6.5 million recorded in the form of a note receivable from the partnership. The note bears interest at a fixed rate of 7.0% per annum. The note will be paid out of excess cash flow or from sales proceeds, but only after certain partner preferred returns are paid.

In August 2001, ARI agreed to loan Dallas Fund XVII LP up to \$5.6 million secured by a second lien on an office building in Dallas, Texas. The note receivable initially had a variable interest rate, required monthly interest payments and originally matured in January 2003. ARI funded a total of \$4.3 million on this note. In January 2003, ARI agreed to extend the maturity date to May 2003. The collateral used to secure ARI's second lien was subsequently seized by the first lien holder. In March 2004, ARI agreed to accept an assignment of claims in litigation as additional security for the note. ARI later agreed to a modification agreement with the borrower effective November 2003. As of the modified effective date, accrued interest of \$582,000 was added to the principal balance of the note; the interest rate was fixed at nine percent per annum with all principal and interest due November 2005. ARI also received certain pledge and security agreements in various partnership interests belonging to the borrower and received various assignments of proceeds from asset sales in certain entities owned by the borrower. ARI reduced accrued interest and principal by \$1.5 million from the receipt of notes receivable assigned to ARI by the borrower and by \$605,000 from cash received. ARI also received \$1.4 million in January 2005 that was applied to accrued interest and principal effective December 30, 2004. ARI

Table of Contents

received \$1.8 million in September 2006 that was applied to accrued interest and principal. Through December 31, 2006, ARI has advanced an additional \$3.0 million to the borrower. The following notes were assigned to ARI as payment on the note.

\$678,000 from a partnership that owns an apartment building. This note is unsecured, bears no interest and has no maturity date. Distributions made from the partnership operations will be used to pay the principal on the note. ARI received \$132,000 in distributions in 2005 and \$27,000 in 2006.

\$264,000, including accrued interest, secured by a second lien on 13 acres of unimproved land. This note bears interest at 9.0% and matured in February 2003. This note is considered performing and no allowance has been established.

\$466,000 secured by a second lien on 23.3 acres of unimproved land. This note bears interest at 4.0% and is payable upon demand.

\$125,000 secured by a 100% interest in an affiliated company that owns an apartment building. This note bears interest at 12.0% and requires payments only if surplus cash is available and matures in April 2009.

In March 2004, ARI sold a K-Mart in Cary, North Carolina to BCM for \$3.2 million, including the assumption of debt. ARI also provided \$1.5 million of the purchase price as seller financing. The unsecured note bears interest at 2.0% over the prime rate, currently 9.5%, and matured in April 2005. In April 2005, the note was extended to April 2008.

In March 2004, ARI sold the Texstar Warehouse in Arlington, Texas to BCM for \$2.4 million, including the assumption of debt. ARI also provided \$1.3 million of the purchase price as seller financing. The unsecured note bears interest at 2.0% over the prime rate, currently 9.5%, and matured in April 2005. In April 2005, the note was extended to April 2008.

Investments in Real Estate Companies

Real estate entities. ARI's investment in real estate entities includes, through its ownership of 82.2% of the common stock of TCI, the equity securities of a publicly traded real estate company, IORI, and interests in real estate joint venture partnerships.

The Board of Directors authorized the expenditure of up to an aggregate of \$50.0 million to acquire, in open market purchases, shares of IORI, excluding private purchase transactions which were separately authorized. Through December 31, 2006, ARI had expended an aggregate of \$10.0 million to acquire shares of IORI, in open market purchases, in accordance with these authorizations. As of December 31, 2006, ARI and its subsidiaries, other than TCI, owned no shares of common stock of IORI, but TCI continued to own 345,728 IORI shares (approximately 24.9% of the outstanding IORI shares). ARI may make additional investments in the equity securities of IORI to the extent its liquidity permits.

ARI owns an approximate 24.0% interest in IORI, a publicly held real estate company. Based on the ownership percentage of ARI's investment in IORI and IORI's market value, ARI's investment in IORI has a market value of approximately \$6.9 million at December 31, 2006. The carrying value of this investment is approximately \$6.3 million at December 31, 2006.

ITEM 3. LEGAL PROCEEDINGS

During the fourth quarter of the fiscal year covered by this Report, no proceeding previously reported was terminated.

Sunset Management LLC. Three separate but consolidated legal proceedings exist which involve matters between Sunset Management LLC (Sunset) and Company and/or Basic Management, Inc. (BCM) over a

Table of Contents

pledge as collateral for certain loans of a number of shares of Common Stock of Transcontinental Realty Investors, Inc. (TCI). At least five items of litigation have terminated involving substantially the same issues with all relief sought by Sunset in those proceedings being denied. The three cases which continue are all pending in the United States District Court, Eastern District of Texas, Sherman division under master case No. 4:06-CV-00018 which consist of (i) *American Realty Trust, Inc. v. Sunset Management LLC*, case No. 4:06-CV-00361, (ii) *American Realty Trust, Inc., et al. v. Sunset Management LLC, et al.*, case No. 4:06-CV-00483 (formerly 6:06-CV-315) and (iii) *Sunset Management LLC v. American Realty Investors, Inc., et al.*, case No. 4:06-CV-00018. The three consolidated cases involve (a) a suit on the Sunset promissory note and the Company's argument that the note was modified or extended along with arguments concerning the enforceability of certain late fees and Sunset's failure to properly disclose the imposition and effect of late fees until months after it had supposedly been imposed, (b) a securities fraud case alleging that the Note was a security and that Sunset violated the securities law, principally Rule 10b-5 in the process of procuring a Note, and (c) Sunset's argument that the Company improperly transferred pledged stock among various pledgors but which had no damage to Sunset since the certificates were always held by an independent third party and all of the parties to whom such certificates were transferred were either promissors or guarantors on such note. The cases are in the process of scheduling additional depositions and discovery.

Fansler. On February 12, 2004, The Fansler Foundation (Fansler) instituted an action in the U.S. District Court, Eastern District of California, against the Company and Basic Capital Management, Inc. styled *The Fansler Foundation v. American Realty Investors, Inc. and Basic Capital Management, Inc.* The Fansler complaint, as amended September 7, 2004, demands a jury trial and alleges that in 1997, Fansler sold its interests in four hotels (commonly known as The Piccadilly Inn Hotels in Fresno, California) to American Realty Trust, Inc. (ARI) for 1,600,000 shares of ART Series F 10% Cumulative Convertible Preferred Stock (the ART Series F Preferred Stock) which was, in August 2000, converted into 1,600,000 shares of ARI Series A 10% Cumulative Convertible Preferred Stock (the ARI Series A Preferred Stock). Fansler's amended complaint alleges that it received multiple assurances that the ART Series F Preferred Stock (and subsequently the ARI A Preferred Stock) would be separately listed on the NYSE, which (although attempts were made to do so) did not and has not occurred because the stock does not meet the minimum distribution requirements of the NYSE. Fansler alleges that if the ARI Series A Preferred Stock were listed on the NYSE, the fair value of the shares held by Fansler would exceed \$20 million. Fansler's amended complaint alleges breach of fiduciary duty, breach of express and implied obligations arising under a written contract, promissory estoppel, misrepresentation, negligent fraud and misrepresentation and concealment and seeks rescission, unspecified, compensatory damages, interest, attorneys' fees and unspecified exemplary damages. The Company and BCM have denied all material allegations and intend to vigorously defend this action. Due to the existence of this litigation and, among other things, the inclusion in the Amended Complaint of a claim for rescission (that is, to restore the parties to their respective positions prior to the exchange of ART and ARI shares, which would require an accounting for and potential return of dividends paid thereafter), and ARI's rights to setoff asserted in this litigation, the Company has suspended the delivery of funds to Fansler representing declared dividends on the 1,600,000 shares of ARI Series A Preferred Stock held by Fansler, but all other eligible holders of ARI Series A Preferred Stock have received all funds representing declared dividends on the ARI Series A Preferred Stock.

Waters Edge. Shortly before the advent of Hurricane Katrina, an apartment complex in Mississippi was sold to Waters Edge Living, LLC but notwithstanding such sale, the property continued on insurance coverage applicable to American Realty Investors, Inc. (ARI) and others. As a result of sorting out various claims, two items of litigation exist, *Waters Edge Living, LLC v. RUSI Indemnity Co., et al.*, civil action No. 4:06-CV-00334-RH-WCS pending in the United States District Court for the Northern district of Florida and *Prime Income Asset Management, Inc., et al. v. Waters Edge Living, LLC, et al.*, civil action No. 3:07-CV-0102-D pending in the United States District Court for the Northern district of Texas. ARI is not a direct party in either case. In the Texas case, three subsidiaries of ARI are plaintiffs, Continental Baronne, Inc., Continental Common, Inc. and Continental Amoco, Inc. which own three New Orleans office buildings damaged by Hurricane Katrina. RUSI Indemnity Co. has paid approximately \$50.0 million into a trust account held by Merrill Lynch under the supervision of the Florida Court. Of that amount, approximately \$32.5 million is money paid on account of the

Table of Contents

Waters Edge Living, LLC claim and \$17.5 million is money paid on the claims of Continental Baronne, Inc. and the other three New Orleans office buildings. Three ARI subsidiaries are intending to intervene in the near future in the Florida proceeding to attempt to obtain prompt return of the \$17.5 million, although Prime Income Asset Management, Inc. (PIAMI) has pending an emergency motion for return of those funds (which has been pending since February 1, 2007). Of the \$32.5 million allegedly allocable to Waters Edge Living, LLC, PIAMI et al are entitled to a refund, at a minimum, of approximately \$6.0 million (consisting of \$1.9 million previously advanced from PIAMI against the payment of the claim and \$4.0 million for flood insurance proceeds, which should be credited against the \$32.5 million) and potentially more, depending upon the amount by which the total claims exceed a \$100.0 million cap under the applicable policies. While this case is a plaintiff's case from the perspective of the ARI subsidiaries, funds belonging to the ARI subsidiaries are being withheld from those subsidiaries aggregating at least \$17.5 million. There is no significant prospect from these cases that ARI will have to pay any additional funds to Waters Edge Living, LLC.

The ownership of property and provision of services to the public as tenants entails an inherent risk of liability. Although the Company and its subsidiaries are involved in various items of litigation incidental to and in the ordinary course of its business, in the opinion of Management, the outcome of such litigation will not have a material adverse impact upon the Company's financial condition, results of operations or liquidity.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Annual Meeting of Stockholders was held on November 20, 2006, at which proxies were solicited pursuant to Regulation 14 under the Securities Exchange Act of 1934, as amended (the Exchange Act). There was no solicitation in opposition to Management's nominees listed in the Proxy Statement, all of which were elected. At the Annual Meeting stockholders were asked to consider and vote upon the election of Directors and the ratification of the selection of the independent public accountants for ARI for the fiscal year ending December 31, 2006. At the Meeting, stockholders elected the following individuals as Directors:

| Director | Shares Voting | |
|-----------------------|---------------|--------------------|
| | For | Withheld Authority |
| Henry A. Butler | 10,531,502 | 84,967 |
| Sharon Hunt | 10,530,516 | 85,953 |
| Robert A. Jakuszewski | 10,531,359 | 85,110 |
| Ted R. Munselle | 10,531,499 | 84,970 |
| Ted P. Stokely | 10,531,179 | 85,290 |

There were no abstentions or broker non-votes on the election of Directors. With respect to the ratification of the appointment of Farmer, Fuqua & Huff, P.C. as independent auditors of the Company for the fiscal year ending December 31, 2007, and any interim period, at least 10,554,195 votes were received in favor of such proposal, 19,053 votes were received against such proposal, and 43,221 votes abstained.

Table of Contents**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

ARI's common stock is listed and traded on the New York Stock Exchange under the symbol "ARL." The following table sets forth the high and low sales prices as reported in the consolidated reporting system of the New York Stock Exchange.

| Quarter Ended | High | Low |
|---|---------|---------|
| March 31, 2007 (through March 21, 2007) | \$ 8.22 | \$ 8.20 |
| December 29, 2006 | 7.87 | 7.50 |
| September 26, 2006 | 8.70 | 8.00 |
| June 30, 2006 | 8.58 | 8.58 |
| March 31, 2006 | 8.76 | 8.76 |
| December 30, 2005 | 8.10 | 7.75 |
| September 28, 2005 | 9.61 | 9.53 |
| June 30, 2005 | 9.99 | 9.97 |
| March 31, 2005 | 9.00 | 9.00 |

On of March 21, 2007, the closing market price of ARI's common stock on the New York Stock Exchange was \$8.20 per share.

As of March 21, 2007, ARI's common stock was held by approximately 2,542 stockholders of record.

During the second quarter of 1999, the Board of Directors established the policy that dividend declarations on ARI's common stock would be determined on an annual basis following the end of each year. In accordance with that policy, the Board determined not to pay any dividends in 2006. Future distributions to common stockholders will be dependent upon ARI's realized income, financial condition, capital requirements and other factors deemed relevant by the Board.

15,000,000 shares of Series A 10.0% Cumulative Convertible Preferred Stock are authorized under ARI's Amended Articles of Incorporation, with a par value of \$2.00 per share and a liquidation preference of \$10.00 per share plus accrued and unpaid dividends. Dividends are payable at the annual rate of \$1.00 per share, or \$.25 per share quarterly, to stockholders of record on the last day of each March, June, September, and December, when and as declared by the Board of Directors. The Series A Preferred Stock may be converted into common stock at 90.0% of the average daily closing price of ARI's common stock for the prior 20 trading days. At December 31, 2006, 3,390,913 shares of Series A Preferred Stock were outstanding and 869,808 shares were reserved for issuance as future consideration in various business transactions. Of the outstanding shares, 300,000 shares are owned by ART Edina, Inc., and 600,000 shares are owned by ART Hotel Equities, Inc., wholly-owned subsidiaries of ARI. Dividends are not paid on the shares owned by ARI subsidiaries.

231,750 shares of Series C Cumulative Convertible Preferred Stock are authorized under ARI's Amended Articles of Incorporation, with a par value of \$2.00 per share and liquidation preference of \$100.00 per share plus accrued and unpaid dividends. The Series C Preferred Stock bears a quarterly dividend of \$2.50 per share to stockholders of record on the last day of March, June, September and December when and as declared by the Board of Directors. The Series C Preferred Stock is reserved for conversion of the Class A limited partner units of ART Palm, L.P. ("Art Palm "). At December 31, 2006, 5,192,870 Class A units were outstanding. The Class A units may be exchanged for Series C Preferred Stock at the rate of 100 Class A units for each share of Series C Preferred Stock. After December 31, 2005, all outstanding shares of Series C Preferred Stock may be converted into ARI common stock. All conversions of Series C Preferred Stock into ARI common stock will be at 90.0% of the average daily closing price of ARI's common stock for the prior 20 trading days. In January 2006, 1.6 million Class A limited partner units were redeemed for \$1,620,880 million in cash. At March 21, 2007, no shares of Series C Preferred Stock was outstanding.

Table of Contents

91,000 shares of Series D 9.50% Cumulative Preferred Stock are authorized under ARI's Amended Articles of Incorporation, with a par value of \$2.00 per share, and a liquidation preference of \$20.00 per share. Dividends are payable at the annual rate of \$1.90 per year or \$.475 per quarter to stockholders of record on the last day of each March, June, September and December when and as declared by the Board of Directors. The Series D Preferred Stock is reserved for the conversion of the Class A limited partner units of Ocean Beach Partners, L.P. The Class A units may be exchanged for Series D Preferred Stock at the rate of 20 Class A units for each share of Series D Preferred Stock. No more than one-third of the Class A units could be exchanged prior to May 31, 2001. Between June 1, 2001 and May 31, 2006, all unexchanged Class A units are exchangeable. At March 21, 2007, no shares of Series D Preferred Stock was outstanding.

500,000 shares of Series E 6.0% Cumulative Preferred Stock are authorized under ARI's Amended Articles of Incorporation, with a par value \$2.00 per share and a liquidation preference of \$10.00 per share. Dividends are payable at the annual rate of \$.60 per share or \$.15 per quarter to stockholders of record on the last day of each March, June, September and December when and as declared by the Board of Directors. At March 21, 2007, no Series E Preferred Stock was outstanding.

100,000 shares of Series J 8% Cumulative Convertible Preferred Stock have been designated pursuant to a Certificate of Designation filed March 16, 2006, as an instrument amendatory to ARI's Amended Articles of Incorporation, with a par value of \$2.00 per share, and a liquidation preference of \$1,000 per share. Dividends are payable at the annual rate of \$80 per share, or \$20 per quarter, to stockholders of record on the last day of each of March, June, September and December, when and as declared by the Board of Directors. Although the Series J 8% Cumulative Convertible Preferred Stock has been designated, no shares have been issued as of March 21, 2007.

The following table sets forth information regarding purchases made by ARI of shares of ARI common stock on a monthly basis during the fourth quarter of 2006:

| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of | Maximum Number of |
|---------------|-------------------------------------|---------------------------------|---------------------|----------------------------------|
| | | | Shares Purchased | Shares that May |
| | | | as Part of Publicly | Yet be Purchased |
| | | | Announced Program | Under the Program ⁽¹⁾ |
| October 2006 | | \$ | | 129,493 |
| November 2006 | | | | 129,493 |
| December 2006 | | | | 129,493 |
| Total | | \$ | | |

(1) The repurchase program was announced in September 2000. 1,000,000 shares may be repurchased through the program. The program has no expiration date.

Table of Contents**ITEM 6. SELECTED FINANCIAL DATA**

| | For the Years Ended December 31, | | | | |
|---|----------------------------------|--------------|------------|--------------|-------------|
| | 2006 | 2005 | 2004 | 2003 | 2002 |
| | (dollars in thousands) | | | | |
| EARNINGS DATA | | | | | |
| Total operating revenues | \$ 182,344 | \$ 159,200 | \$ 137,452 | \$ 153,073 | \$ 87,779 |
| Total operating expenses | (170,453) | (156,277) | (150,615) | (164,802) | (95,853) |
| Operating (loss) income | 11,891 | 2,923 | (13,163) | (11,729) | (8,074) |
| Other income (expense) | (47,523) | (57,213) | (49,979) | (43,150) | (41,389) |
| Loss before gain on real estate sales, minority interest, and equity in earnings of investees | (35,632) | (54,290) | (63,142) | (54,879) | (49,463) |
| Gain on land sales | 23,973 | 39,926 | 11,781 | 43,831 | 16,727 |
| Minority interest | 672 | (3,056) | (7,270) | (771) | (1,346) |
| Equity in income (loss) of investees | 1,540 | 397 | (41) | (4,441) | (20,914) |
| Net income (loss) from continuing operations | (9,447) | (17,023) | (58,672) | (16,260) | (54,996) |
| Net income from discontinued operations | 22,513 | 64,440 | 91,866 | 28,123 | 46,532 |
| Net income (loss) | 13,066 | 47,417 | 33,194 | 11,863 | (8,464) |
| Preferred dividend requirement | (2,491) | (2,572) | (2,601) | (2,351) | (2,401) |
| Income (loss) applicable to common shares | \$ 10,575 | \$ 44,845 | \$ 30,593 | \$ 9,512 | \$ (10,865) |
| PER SHARE DATA | | | | | |
| Basic earnings per share | | | | | |
| Net income (loss) from continuing operations | \$ (1.18) | \$ (1.93) | \$ (5.80) | \$ (1.73) | \$ (5.05) |
| Net income from discontinued operations | 2.22 | 6.35 | 8.70 | 2.61 | 4.09 |
| Net income (loss) applicable to common shares | \$ 1.04 | \$ 4.42 | \$ 2.90 | \$.88 | \$ (.96) |
| Weighted average shares outstanding | 10,149,000 | 10,149,000 | 10,559,571 | 10,789,352 | 11,375,127 |
| BALANCE SHEET DATA | | | | | |
| Real estate, net | \$ 1,272,424 | \$ 1,113,105 | \$ 983,422 | \$ 1,054,735 | \$ 466,042 |
| Notes and interest receivable, net | 52,631 | 81,440 | 72,661 | 70,595 | 82,133 |
| Total assets | 1,493,671 | 1,345,795 | 1,190,843 | 1,240,880 | 711,330 |
| Notes and interest payable | 1,124,765 | 1,021,822 | 939,921 | 986,769 | 475,433 |
| Stock-secured notes payable | 22,452 | 22,549 | 18,663 | 21,194 | 8,558 |
| Stockholders equity | 160,489 | 148,397 | 103,009 | 76,871 | 79,527 |
| Book value per share | \$ 15.81 | \$ 12.80 | \$ 8.89 | \$ 6.75 | \$ 6.99 |

Table of Contents

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the financial statements and notes thereto appearing elsewhere in this report.

This Report on Form 10-K contains forward-looking statements within the meaning of the federal securities laws, principally, but not only, under the captions Business, Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations. We caution investors that any forward-looking statements in this report, or which management may make orally or in writing from time to time, are based on management's beliefs and on assumptions made by, and information currently available to, management. When used, the words anticipate, believe, expect, intend, may, might, plan, estimate, project, should, will, result and similar expressions which refer to historical matters are intended to identify forward-looking statements. These statements are subject to risks, uncertainties, and assumptions and are not guarantees of future performance, which may be affected by known and unknown risks, trends, uncertainties, and factors, that are beyond our control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated, or projected. We caution you that, while forward-looking statements reflect our good faith beliefs when we make them, they are not guarantees of future performance and are impacted by actual events when they occur after we make such statements. We expressly disclaim any responsibility to update our forward-looking statements, whether as a result of new information, future events or otherwise. Accordingly, investors should use caution in relying on past forward-looking statements, which are based on results and trends at the time they are made, to anticipate future results or trends.

Some of the risks and uncertainties that may cause our actual results, performance or achievements to differ materially from those expressed or implied by forward-looking statements include, among others, the following:

general risks affecting the real estate industry (including, without limitation, the inability to enter into or renew leases, dependence on tenants' financial condition, and competition from other developers, owners and operators of real estate);

risks associated with the availability and terms of financing and the use of debt to fund acquisitions and developments;

failure to manage effectively our growth and expansion into new markets or to integrate acquisitions successfully;

risks and uncertainties affecting property development and construction (including, without limitation, construction delays, cost overruns, inability to obtain necessary permits and public opposition to such activities);

risks associated with downturns in the national and local economies, increases in interest rates, and volatility in the securities markets;

costs of compliance with the Americans with Disabilities Act and other similar laws and regulations;

potential liability for uninsured losses and environmental contamination;

risks associated with our dependence on key personnel whose continued service is not guaranteed; and

the other risk factors identified in this Form 10-K, including those described under the caption Risk Factors.

The risks included here are not exhaustive. Other sections of this report, including Part I, Item 1A. Risk Factors, include additional factors that could adversely affect our business and financial performance. Moreover, we operate in a very competitive and rapidly changing environment. New risk factors emerge from time to time and it is not possible for management to predict all such risk factors, nor can we assess the impact of all such risk factors on our business or the extent to which any factor, or combination of factors, may cause actual

Table of Contents

results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results. Investors should also refer to our quarterly reports on Form 10-Q for future periods and current reports on Form 8-K as we file them with the SEC, and to other materials we may furnish to the public from time to time through Forms 8-K or otherwise.

Overview

ARI was organized in 1999. In August 2000, ARI acquired American Realty Trust, Inc. (ART) and National Realty, L.P. (NRLP). ART was the successor to a business trust organized in 1961 to provide investors with a professionally managed, diversified portfolio of real estate and mortgage loan investments selected to provide opportunities for capital appreciation as well as current income. The business trust merged into ART in 1987. ART owns a portfolio of real estate and mortgage loan investments. NRLP was organized in 1987, and subsequently acquired all of the assets and assumed all of the liabilities of 35 public and private limited partnerships. NRLP also owned a portfolio of real estate and mortgage loan investments.

At December 31, 2006, ARI subsidiaries owned approximately 82% of the outstanding shares of common stock of Transcontinental Realty Investors, Inc., a Nevada corporation (TCI), which has its common stock listed and traded on the New York Stock Exchange, Inc. (NYSE). The ownership of the TCI shares was achieved through a series of transactions, including a cash tender offer completed March 19, 2003, an exchange by certain ARI subsidiaries of securities with Basic Capital Management, Inc. (BCM) and a sale of a participating interest in a line of credit receivable from One Realco Corporation (One Realco) to BCM, as well as certain open market purchases of TCI shares in December 2003. See Note 1 to the Consolidated Financial Statements. ARI has consolidated TCI 's accounts and operations since March 31, 2003. At December 31, 2006, TCI owned approximately 25% of the outstanding common stock of Income Opportunity Realty Investors, Inc., (IORI), a public company whose shares are listed and traded on the American Stock Exchange. At December 31, 2006, TCI owned 746,972 shares of common stock of ARI.

ARI is an externally advised and managed real estate investment company that owns a diverse portfolio of income-producing properties and land held for development. The Company 's portfolio of income-producing properties includes residential apartment communities, office buildings, hotels, a trade mart located in Denver, Colorado and other commercial properties. ARI 's investment strategy includes acquiring existing income-producing properties as well as developing new properties on land already owned or acquired for a specific development project. ARI acquires land primarily in in-fill locations or high-growth suburban markets. ARI is an active buyer and seller and during 2006 acquired over \$204 million and sold over \$110 million of land and income-producing properties. As of December 31, 2006, the Company owned approximately almost 14,000 units in 75 residential apartment communities, 34 commercial properties comprising almost 5.3 million rentable square feet and ten hotels containing a total of 1,235 rooms. In addition, at December 31, 2006, ARI owned almost 10,900 acres of land held for development and had over 2,500 apartment units in 14 projects under construction. The Company currently owns income-producing properties and land in 19 states as well as in the U.S. Virgin Islands and Wroclaw, Poland. ARI finances its acquisitions primarily through operating cash flow, proceeds from the sale of land and income-producing properties and debt financing primarily in the form of property-specific first-lien mortgage loans from commercial banks and institutional lenders. ARI finances its development projects principally with short-term, variable interest rate construction loans that are converted to long-term, fixed rate amortizing mortgages when the development project is completed and occupancy has been stabilized. The Company will, from time to time, also enter into partnerships with various investors to acquire income-producing properties or land and to sell interests in certain of its wholly-owned properties. When the Company sells assets, it may carry a portion of the sales price generally in the form of a short-term, interest bearing seller-financed note receivable. The Company generates operating revenues primarily by leasing apartment units to residents; leasing office, retail and industrial space to commercial tenants; and renting hotel rooms to guests. ARI is advised by Prime under a contractual arrangement that is reviewed annually by ARI 's Board of Directors. ARI 's commercial properties are managed by Regis Commercial while the Company 's hotels are managed by Regis Hotel. ARI currently contracts with five third-party

Table of Contents

companies to manage the Company's apartment communities. Approximately 62% of ARI's common stock is owned by BCM; an additional 13% is owned by Prime and TCI owns approximately seven percent of the outstanding common shares of ARI. Other affiliated companies own approximately two percent of ARI's outstanding common shares. ARI is a C Corporation for U.S. federal income tax purposes and files an annual consolidated income tax return with TCI. ARI does not qualify as a Real Estate Investment Trust (REIT) for federal income tax purposes primarily due to ARI's majority ownership of the Company.

Critical Accounting Policies

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America, or GAAP, requires management to use judgment in the application of accounting policies, including making estimates and assumptions. We base our estimates on historical experience and on various other assumptions believed to be reasonable under the circumstances. These judgments affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. If our judgment or interpretation of the facts and circumstances relating to various transactions had been different, it is possible that different accounting policies would have been applied resulting in a different presentation of our financial statements. From time to time, we evaluate our estimates and assumptions. In the event estimates or assumptions prove to be different from actual results, adjustments are made in subsequent periods to reflect more current information. Below is a discussion of accounting policies that we consider critical in that they may require complex judgment in their application or require estimates about matters that are inherently uncertain.

Real Estate

Upon acquisitions of real estate, ARI assesses the fair value of acquired tangible and intangible assets, including land, buildings, tenant improvements, above- and below-market leases, origination costs, acquired in-place leases, other identified intangible assets and assumed liabilities in accordance with Statement of Financial Accounting Standards (SFAS) No. 141, Business Combinations and allocates the purchase price to the acquired assets and assumed liabilities, including land at appraised value and buildings at replacement cost.

We assess and consider fair value based on estimated cash flow projections that utilize appropriate discount and/or capitalization rates, as well as available market information. Estimates of future cash flows are based on a number of factors including the historical operating results, known and anticipated trends, and market and economic conditions. The fair value of the tangible assets of an acquired property considers the value of the property as if it were vacant. We also consider an allocation of purchase price of other acquired intangibles, including acquired in-place leases that may have a customer relationship intangible value, including (but not limited to) the nature and extent of the existing relationship with the tenants, the tenants' credit quality and expectations of lease renewals. Based on our acquisitions to date, our allocation to customer relationship intangible assets has been immaterial.

We record acquired above- and below-market leases at their fair values (using a discount rate which reflects the risks associated with the leases acquired) equal to the difference between (1) the contractual amounts to be paid pursuant to each in-place lease and (2) management's estimate of fair market lease rates for each corresponding in-place lease, measured over a period equal to the remaining term of the lease for above-market leases and the initial term plus the term of any below-market fixed rate renewal options for below-market leases.

Other intangible assets acquired include amounts for in-place lease values that are based on our evaluation of the specific characteristics of each tenant's lease. Factors to be considered include estimates of carrying costs during hypothetical expected lease-up periods considering current market conditions, and costs to execute similar leases. In estimating carrying costs, we include real estate taxes, insurance and other operating expenses and estimates of lost rentals at market rates during the expected lease-up periods, depending on local market conditions. In estimating costs to execute similar leases, we consider leasing commissions, legal and other related expenses.

Table of Contents

Real estate is stated at depreciated cost. The cost of buildings and improvements includes the purchase price of property, legal fees and other acquisition costs. Costs directly related to the development of properties are capitalized. Capitalized development costs include interest, property taxes, insurance, and other project costs incurred during the period of development.

Management reviews its long-lived assets used in operations for impairment when there is an event or change in circumstances that indicates an impairment in value. An impairment loss is recognized if the carrying amount of its assets is not recoverable and exceeds its fair value. If such impairment is present, an impairment loss is recognized based on the excess of the carrying amount of the asset over its fair value. The evaluation of anticipated cash flows is highly subjective and is based in part on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results in future periods.

SFAS No. 144 requires that qualifying assets and liabilities and the results of operations that have been sold, or otherwise qualify as held for sale, be presented as discontinued operations in all periods presented if the property operations are expected to be eliminated and the Company will not have significant continuing involvement following the sale. The components of the property's net income that is reflected as discontinued operations include the net gain (or loss) upon the disposition of the property held for sale, operating results, depreciation and interest expense (if the property is subject to a secured loan). We generally consider assets to be held for sale when the transaction has been approved by our Board of Directors, or a committee thereof, and there are no known significant contingencies relating to the sale, such that the property sale within one year is considered probable. Following the classification of a property as held for sale, no further depreciation is recorded on the assets.

A variety of costs are incurred in the acquisition, development and leasing of properties. After determination is made to capitalize a cost, it is allocated to the specific component of a project that is benefited. Determination of when a development project is substantially complete and capitalization must cease involves a degree of judgement. Our capitalization policy on development properties is guided by SFAS No. 34 Capitalization of Interest Cost and SFAS No. 67 Accounting for Costs and the Initial Rental Operations of Real Estate Properties. The costs of land and buildings under development include specifically identifiable costs. The capitalized costs include pre-construction costs essential to the development of the property, development costs, construction costs, interest costs, real estate taxes, salaries and related costs and other costs incurred during the period of development. We consider a construction project as substantially completed and held available for occupancy upon the receipt of certificates of occupancy, but no later than one year from cessation of major construction activity. We cease capitalization on the portion (1) substantially completed and (2) occupied or held available for occupancy, and we capitalize only those costs associated with the portion under construction.

Investment in Unconsolidated Real Estate Ventures

Except for ownership interests in variable interest entities, ARI accounts for our investments in unconsolidated real estate ventures under the equity method of accounting because the Company exercises significant influence over, but does not control, these entities. These investments are recorded initially at cost, as investments in unconsolidated real estate ventures, and subsequently adjusted for equity in earnings and cash contributions and distributions. Any difference between the carrying amount of these investments on the Company's balance sheet and the underlying equity in net assets is amortized as an adjustment to equity in earnings of unconsolidated real estate ventures over the life of the related asset. Under the equity method of accounting, ARI's net equity is reflected within the Consolidated Balance Sheets, and our share of net income or loss from the joint ventures is included within the Consolidated Statements of Operations. The joint venture agreements may designate different percentage allocations among investors for profits and losses, however, ARI's recognition of joint venture income or loss generally follows the joint venture's distribution priorities, which may change upon the achievement of certain investment return thresholds. For ownership interests in variable interest entities, the Company consolidates those in which we are the primary beneficiary.

Table of Contents

Recognition of Rental Income

Rental income for commercial property leases is recognized on a straight-line basis over the respective lease terms. In accordance with SFAS 141, we recognize rental revenue of acquired in-place above- and below-market leases at their fair values over the terms of the respective leases. On our Consolidated Balance Sheets we include as a receivable the excess of rental income recognized over rental payments actually received pursuant to the terms of the individual commercial lease agreements.

Reimbursements of operating costs, as allowed under most of our commercial tenant leases, consist of amounts due from tenants for common area maintenance, real estate taxes and other recoverable costs, and are recognized as revenue in the period in which the recoverable expenses are incurred. We record these reimbursements on a gross basis, since we generally are the primary obligor with respect to purchasing goods and services from third-party suppliers, have discretion in selecting the supplier and have the credit risk with respect to paying the supplier.

Rental income for residential property leases is recorded when due from residents and is recognized monthly as earned, which is not materially different than on a straight-line basis as lease terms are generally for periods of one year or less.

For hotel properties, revenues for room sales and guest services are recognized as rooms are occupied and services are rendered.

An allowance for doubtful accounts is recorded for all past due rents and operating expense reimbursements considered to be uncollectible.

Revenue Recognition on the Sale of Real Estate

Sales of real estate are recognized when and to the extent permitted by Statement of Financial Accounting Standards No. 66, Accounting for Sales of Real Estate (SFAS No. 66), as amended by SFAS No. 144. Until the requirements of SFAS No. 66 for full profit recognition have been met, transactions are accounted for using the deposit, installment, cost recovery or financing method, whichever is appropriate. When ARI provides seller financing, gain is not recognized at the time of sale unless the buyer's initial investment and continuing investment are deemed to be adequate as determined by SFAS 66 guidelines.

Non-performing Notes Receivable

ARI considers a note receivable to be non-performing when the maturity date has passed without principal repayment and the borrower is not making interest payments. Any new note receivable that results from a modification or extension of a note considered non-performing will also be considered non-performing, without regard to the borrower's adherence to payment terms.

Interest Recognition on Notes Receivable

Interest income is not recognized on notes receivable that have been delinquent for 60 days or more. In addition, accrued but unpaid interest income is only recognized to the extent that the net realizable value of the underlying collateral exceeds the carrying value of the receivable.

Allowance for Estimated Losses

A valuation allowance is provided for estimated losses on notes receivable considered to be impaired. Impairment is considered to exist when it is probable that all amounts due under the terms of the note will not be collected. Valuation allowances are provided for estimated losses on notes receivable to the extent that the investment in the note exceeds management's estimate of fair value of the collateral securing such note.

Table of Contents**Fair Value of Financial Instruments**

The following assumptions were used in estimating the fair value of ARI's notes receivable, marketable equity securities and notes payable. For performing notes receivable, the fair value was estimated by discounting future cash flows using current interest rates for similar loans. For non-performing notes receivable, the estimated fair value of ARI's interest in the collateral property was used. For marketable equity securities, fair value was based on the year-end closing market price of each security. For notes payable, the fair value was estimated using current rates for mortgages with similar terms and maturities.

Results of Operations

2006 Compared to 2005. ARI had net income of \$13.1 million in 2006, including gains on land sales totaling \$24.0 million and net income from discontinued operations of \$22.5 million, compared to net income of \$47.4 million in 2005, including gains on land sales of \$39.9 million and income from discontinued operations of \$64.4 million. ARI defines its same-store universe for each income-producing asset type (apartments, commercial properties and hotels) as properties with stabilized occupancy owned and operated for the entire two-year period beginning January 1, 2005 and ending December 31, 2006. For this time period, ARI had 54 apartment communities, 26 commercial properties and ten hotels in its same-store universe.

Rents and other property revenues were \$182.3 million in 2006 compared to \$159.2 million in 2005, an increase of \$23.1 million or 15 percent. The overall increase is due to a \$10.0 million increase in rental revenues from the Company's apartment communities, a \$10.9 million increase in rental and other property revenues from the Company's commercial portfolio, a \$300,000 increase in land-related rents and royalty income and a \$1.9 million increase in same-store hotel revenues. Within the apartment communities portfolio, \$4.3 million of the increase from 2005 to 2006 is due to better performance in ARI's same store apartment universe (a seven percent increase from 2005 to 2006); \$1.5 million is due to acquisitions; and \$4.2 million is due to developed projects placed in service during 2005 and 2006. The improvement in rents and other property revenues within ARI's commercial portfolio was principally comprised of an increase of \$10.8 million due to acquisitions of commercial properties in 2005 and 2006 (including ARI's August 2005 acquisition of 600 Las Colinas Boulevard which represented almost \$6.8 million of the \$10.8 million increase) and a \$4.1 million increase in same-store rental revenues. ARI's commercial properties in New Orleans, which suffered extensive damage in 2005 from Hurricane Katrina, are included in the same-store universe and were closed for a period of time in 2005 while repairs were made (approximately \$4.0 million of business interruption insurance proceeds were received in 2006 to compensate ARI for lost rents in New Orleans and these amounts have been included in 2006 same-store rental revenues). ARI's same-store hotels increased revenues by eight percent or \$1.9 million in 2006 compared to 2005, due to both occupancy gains and increases in average room rates. TCI acquired no hotels in 2005 or 2006 and sold one hotel in 2005 and one hotel in 2006.

Property operations expenses increased \$16.0 million from \$106.9 million in 2005 to \$122.9 million in 2006. The overall increase is due to a \$4.9 million increase in operating expenses from the Company's apartment communities, a \$8.1 million increase in operating expenses from the Company's commercial portfolio, a \$2.7 million increase in hotel operating expenses and a \$300,000 increase in operating expenses (principally real estate taxes) related to the Company's land portfolio. Within the apartment communities portfolio, \$2.0 million of the increase from 2005 to 2006 is due to ARI's same store apartment universe (a five percent increase from 2005 to 2006); \$900,000 is due to acquisitions of existing apartment communities; and \$2.0 million is due to developed projects placed in service during 2005 and 2006. The increase in operating expenses within ARI's commercial portfolio was due in part to an increase in same-store operating expenses of \$3.0 million from 2005 to 2006 (primarily due to lower 2005 operating expenses at ARI's New Orleans office buildings which were closed while hurricane-related repairs were being made); \$5.1 million of the increase was due to acquisitions of commercial properties in 2005 and 2006 (including ARI's August 2005 acquisition of 600 Las Colinas Boulevard which represented \$4.0 million of the \$5.3 million increase). Operating expenses for ARI's same-store hotels increased by \$2.7 million in 2006 compared to 2005 driven by higher variable expenses due to increased occupancy.

Table of Contents

Depreciation and amortization expense increased \$3.1 million, to \$25.4 million in 2006 from \$22.3 million in 2005. Depreciation on ARI's apartment portfolio increased \$1.9 million while depreciation expense for the commercial portfolio increased \$1.6 million and depreciation for the hotel group declined \$400,000. Depreciation expense for the apartment portfolio increased due to 2005 and 2006 acquisitions (\$800,000), developed projects placed in service during 2005 and 2006 (\$1.0 million) and additions to depreciable assets in the same-store universe (\$100,000). Depreciation expense for the commercial portfolio increased due to 2005 and 2006 acquisitions (\$1.9 million, of which \$1.0 million related to the August 2005 acquisition of 600 Las Colinas Boulevard), offset by 2005 revisions to depreciable lives for certain commercial properties (\$300,000). Depreciation expense for the hotel portfolio declined \$400,000, due principally to certain improvements being fully depreciated in 2005.

General and administrative expenses were \$9.5 million in 2006 compared to \$17.7 million in 2005. The decrease in 2006 was due to lower legal and professional fees and reduced state income tax expense, combined with the proceeds of a litigation settlement received in 2006.

Advisory fee expense was \$12.7 million in 2006 compared to \$9.3 million in 2005. The increase from 2005 was due to higher gross assets in 2006 and a 2005 refund of 2004 Advisor cost reimbursements received from Prime. ARI's advisory agreement with Prime limits the amount of cost reimbursements payable by ARI to Prime. See NOTE 12. ADVISORY AGREEMENT.

The 2006 gain on involuntary conversion of \$20.5 million relates to damage sustained at the Company's New Orleans commercial properties from Hurricane Katrina during 2005. ARI's 225 Baronne property was closed immediately after the storm and the Company intends to redevelop 225 Baronne as a residential property. ARI's 1010 Common and Amoco buildings suffered hurricane damage as well but have been repaired and have reopened. 1010 Common is presently 77% occupied and Amoco is 89% occupied. In 2005 the Company received \$4.2 million in business interruption insurance proceeds which was included in 2005 rental revenues. ARI received approximately \$45 million of insurance proceeds in 2006, of which \$4.0 million related to business interruption claims and has been included in 2006 rental revenues.

Interest expense increased \$15.5 million to \$76.5 million in 2006 from \$61.0 million in 2005. The overall increase in interest expense is due to a \$2.3 million increase within the apartment portfolio, a \$4.0 million increase in the commercial portfolio, a \$6.5 million increase in the land portfolio and a \$3.0 million increase in other interest expense, offset by \$300,000 decline in interest expense for the hotel group. Within the apartment portfolio, \$600,000 of the increase is due to additional debt incurred as a result of 2005 and 2006 acquisitions while \$1.7 million is due to increased debt related to developed projects placed in service in 2005 and 2006. The increase in interest expense for the commercial portfolio is due to a \$800,000 increase for the same-store universe (primarily due to rising variable interest rates) and \$3.2 million for 2005 and 2006 acquisitions (of which \$1.7 million relates to the August 2005 acquisition of 600 Las Colinas Boulevard). Interest expense within the land portfolio increased due to rising variable interest rates, increased debt from refinancing existing land parcels and additional debt incurred to finance 2005 and 2006 land acquisitions. Other interest expense increased primarily due to additional borrowings of non-real estate specific debt.

Gain on land sales decreased \$15.9 million, to \$24.0 million in 2006 from \$39.9 million in 2005. During 2006 ARI sold approximately 318 acres of land in 19 separate transactions at an average sales price of \$347,000 per acre. The largest land sales in 2006 were the sale of a) 123.9 acres in McKinney, Texas for \$134,000 per acre, generating net cash proceeds of \$6.0 million and a recognized gain of \$3.4 million and b) 44.5 acres in McKinney, Texas for \$231,000 per acre, generating net cash proceeds of \$10.0 million and a recognized gain of \$5.3 million. In 2005 the Company sold 411 acres of land in 27 separate transactions at an average sales price of \$235,000 per acre, generating net cash proceeds of \$23.8 million.

Minority interest was \$672,000 in 2006 compared to \$(3.1) million in 2005. Fully consolidated ventures where ARI owns less than 100 percent ownership swung to a net loss in 2006 compared to net income in 2005.

Table of Contents

Income from discontinued operations was \$22.5 million in 2006 compared to \$64.4 million in 2005. For 2006 and 2005, income from discontinued operations relates to 27 properties sold by ARI in 2004, 18 properties sold in 2005 and seven properties sold during 2006 or held for sale at December 31, 2006. Operating results for the Pizza World restaurants are also included in discontinued operations.

| | 2006 | 2005 |
|--|-----------|-----------|
| Revenue | | |
| Rental | \$ 17,143 | \$ 28,099 |
| Restaurant sales | 34,509 | 36,818 |
| | 51,652 | 64,917 |
| Cost of Sales | | |
| Property operations | 13,023 | 23,146 |
| Restaurant cost of sales | 28,526 | 27,906 |
| | 41,549 | 51,052 |
| Expenses | 10,103 | 13,865 |
| Interest | 6,062 | 10,390 |
| Depreciation | 3,687 | 1,652 |
| | 9,749 | 12,042 |
| Income (loss) from discontinued operations | 354 | 1,823 |
| Gain on sale of real estate | 22,159 | |