ACORN FACTOR, INC.
Form 10-K
April 16, 2007

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

FORM 10-K

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

For the fiscal year ended December 31, 2006 **Commission file number 0-19771**

ACORN FACTOR, INC.
(Exact name of registrant as specified in charter)

Delaware	**22-2786081**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
200 Route 17, Mahwah, New Jersey	**07430**
(Address of principal executive offices)	**(Zip Code)**

(201) 529-2026

Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:
Common Stock, par value $.01 per share
(Title of Class)

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

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

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 x No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K 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. o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.
Large accelerated filer o Accelerated filer o Non-accelerated filer x

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

As of last day of the second fiscal quarter, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was approximately $23 million based on the closing sale price on that date as reported on the Over-the-Counter Bulletin Board.

As of April 10, 2007 there were 9,561,659 shares of Common Stock, $0.01 par value per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:

None.

TABLE OF CONTENTS

Certain statements contained in this report are forward-looking in nature. These statements can be identified by the use of forward-looking terminology such as "believes", "expects", "may", "will", "should" or "anticipates", or the nega thereof, or comparable terminology, or by discussions of strategy. You are cautioned that our business and operations are subject to a variety of risks and uncertainties and, consequently, our actual results may materially differ from those projected by any forward-looking statements. Certain of such risks and uncertainties are discussed below under the heading "Item 1A. Risk Factors."

EasyBill™, *Oncosoft*™ and *OncoPro*™ are trademarks of our dsIT Solutions Ltd subsidiary. *Maingate*® is a registered trademark and *PowerCamp*™ is a trademark of Comverge, Inc.

PART I

ITEM 1. BUSINESS

OVERVIEW

Acorn Factor is a holding company that currently maintains majority ownership or primarily controlling equity positions in the three companies described below. Our principal business strategy is to identify, develop, acquire and operate majority-owned subsidiaries and primarily-controlled companies by seeking to acquire new technologies or existing businesses that (i) are led by proven entrepreneurs, (ii) have strong growth potential and (iii) are approaching profitability and positive cash flow. We seek to identify and acquire companies possessing new business models that can speed adoption of proven technologies, with a particular focus on "power systems" that offer solutions for managing knowledge, asset protection and intelligent delivery systems for our increasingly scarce natural resources. We also seek strategic partner companies outside the "power systems" area, which we believe would otherwise substantially fulfill the objectives of our business strategy.

We presently hold majority or significant equity interests in the following companies:

(a) Comverge, Inc. — a leading demand response company enabling utilities, industry and consumers to better manage peak electricity usage;

(b) Paketeria GmbH — the innovator of Germany's first "Super Service Market"; and

(c) dsIT Solutions Ltd. — a provider of software consulting and development services and software/hardware solutions in the areas of port security, oncology treatment and billing services.

During 2006, we had operations in two reportable segments: RT Solutions and IT Solutions, both conducted through our dsIT subsidiary.

- RT Solutions whose activities are focused on two areas - naval solutions and other real-time and embedded hardware & software development.

- IT Solutions, whose activities are comprised of the Company's Oncosoft™ solution state of the art chemotherapy package for oncology and hematology departments and EasyBill™, an easy-to-use, end-to-end, modular customer care and billing system designed especially for small and medium-sized enterprises with large and expanding customer bases.

SALES BY ACTIVITY

The following table shows, for the years indicated, the dollar amount and the percentage of the sales attributable to each of the segments of our operations.

	2004		2005		2006	
	Amount	%	Amount	%	Amount	%
RT Solutions	$ 1,988	59	$ 2,844	68	$ 2,729	66
IT Solutions	1,312	39	1,314	31	1,125	27
Other	64	2	29	1	263	7
Total	$ 3,364	100%	$ 4,187	100%	$ 4,117	100%

RT SOLUTIONS

Products and Services

dsIT's RT Solutions activities are focused on two areas - naval solutions and other real-time and embedded hardware & software development. Our naval solutions include a full range of sonar and acoustic-related solutions to the commercial, defense and homeland security markets. These solutions include:

- Diver Detection Sonar (DDS) - a system that guards ports and shore installations from underwater threats;
- Mobile Acoustic Range (MAR); - a mobile system that accurately measures the radiated noise of submarines and surface vessels, thus assisting to reduce their noise level;
- Generic Sonar Simulator (GSS) - a PC based sonar simulator for the rapid and comprehensive training of ASW, submarine, and mine detection sonar operators;
- Harbor Surveillance System (HSS) - a system that incorporates DDS sensors with above-water surveillance sensors to create a comprehensive above and below water security system; and
- Underwater Acoustic Signal Analysis system (UASA) - a system that processes, analyzes and classifies all types of acoustic signals radiated by various sources and received by naval sonar systems.

Our other real-time and embedded hardware & software development solutions areas of development and production include:

- Computerized vision for the Semiconductor industry;
- Modems & data links;
- Bluetooth solutions;
- VOIP/ROIP applications;
- Operation control consoles and HMI applications; and
- Command & control applications

During 2004, 2005 and 2006, sales from our RT solutions activities were $2.0 million, $2.8 million and $2.7 million, respectively, accounting for approximately 59%, 68% and 66% of company sales for 2004, 2005 and 2006, respectively.

We generally provide our RT solutions on a fixed-price basis. When working on a fixed-price basis, we undertake to deliver software or hardware/software solutions to a customer's specifications or requirements for a particular project, accounting for these services on the percentage-of-completion method. Since the profit margins on these projects are primarily determined by our success in controlling project costs, the margins on these projects may vary as a result of various factors, including underestimating costs, difficulties associated with implementing new technologies and economic and other changes that may occur during the term of the contract.

dsIT has initiated discussions for strategic alliances for marketing its sonar technology. We hope that some of these discussions will come to fruition before the end of 2007.

Customers and Markets

All of this segment's operations and most sales took place in Israel in 2004, 2005 and 2006. We expect to generate significant revenues from naval solutions outside of Israel in 2007. We have created significant relationships with some of Israel's largest companies in its defense and electronics industries. dsIT is continuing to invest considerable effort to penetrate European, Asian and other markets in order to broaden its geographic sales base with respect to our sonar technology solutions. Two customers accounted for 63% of segment sales in 2006 (32% and 31%, respectively) while in 2005 three customers accounted for 72% (33%, 22%, and 17%, respectively) of segment sales. (See Risks Related to the RT and IT Solutions segments - "We Are Substantially Dependent On A Small Number Of Customers And The Loss Of One Or More Of These Customers May Cause Revenues And Cash Flow To Decline" for more information.)

Competition

Our RT Solutions activity faces competition from numerous competitors, both large and small, operating in the Israeli and United States markets, some with substantially greater financial and marketing resources. We believe that our wide range of experience and long-term relationships with large corporations as well as the strategic partnerships we are developing will enable us to compete successfully and obtain future business.

IT SOLUTIONS

Products and Services

Through dsIT, we also provide globally oriented solutions in the area of information technology ("IT"). dsIT's IT solutions includes OncoPro™, a state of the art chemotherapy package for oncology and hematology departments, based on experience gained in the largest cancer center in Israel. OncoPro™ integrates patient data with medical knowledge bases and enables the simplified management of daily ward functions as well as the creation of complex protocols. We also offer EasyBill™, an easy-to-use, end-to-end, modular customer care and billing system designed especially for small and medium-sized enterprises with large and expanding customer bases.

Sales from our IT solutions activities were $1.3 million, $1.3 million and $1.1 million, respectively, accounting for approximately 39%, 31% and 27% of company sales for 2004, 2005 and 2006, respectively.

We recently received a letter of intent from a major chain of hospitals in the U.S., which will allow us to install our OncoPro™ solutions package as a beta site. We expect to finalize this arrangement in the near future. In addition, we continue to have discussions with respect to potential strategic partners, investors and alliances for our OncoPro™ solutions package.

Customers and Markets

All of this segment's operations and sales took place in Israel in 2004, 2005 and 2006. We expect to begin to generate revenues from our OncoPro™ solutions outside of Israel in 2007. We have created a significant relationship with Israel's largest HMO organization (the Clalit Health Fund or "Clalit") and are continuing to invest considerable effort to penetrate the US and European markets in order to broaden our geographic sales base. Two customers accounted for 83% (61% (Clalit) and 22%, respectively) of segment sales in 2006 (three customers accounted for 94% of segment sales in 2005 (54% (Clalit), 25% and 15%, respectively)). (See Item 1A. Risk Factors - Risks Related to the RT and IT Solutions Segments - "We are substantially dependent on a small number of customers and the loss of one or more of these customers may cause revenues and cash flow to decline" for more information.)

Proprietary Rights

The customer, for whom the services are performed, generally owns the intellectual property rights resulting from our consulting and development services. We own two proprietary software packages described above - Easybill™ and OncoPro™. These packages are licensed for use by customers, while we retain ownership of the intellectual property.

DEMAND RESPONSE SOLUTIONS - COMVERGE INC.

We are engaged in the business of providing demand response solutions, through Comverge Inc. Comverge is North America's leading provider of clean and low-cost peak electric capacity reduction, achieved through Demand Response solutions and technologies, including its patent pending fully outsourced Virtual Peaking Capacity(TM) offering. As North America's leader in Demand Response, Comverge serves over 500 clients in the electric utility industry, implementing both integrated and outsourced solution-based models for direct and price responsive load management, remote meter reading, and distributed generation monitoring. We currently have an approximate 23% equity interest in Comverge and are Comverge’s single largest stockholder. Comverge’s stockholders include Nth Power, EnerTech Capital, E.ON Venture Partners GmbH, Ridgewood Capital, Easton Hunt Capital Partners, L.P., Norsk Hydro Technology Ventures, Rockport Capital Partners, Partners for Growth, the Shell Internet Ventures affiliate of Royal Dutch/Shell Group, and Air Products and Chemicals, Inc.

Comverge designs, develops and markets a full spectrum of products, services and turnkey solutions to electric utilities and transmission and distribution companies that provide capacity during periods of peak electricity demand and allow their residential and commercial customers to conserve energy. These Demand Response solutions allow Comverge’s customers to reduce usage or “shed load” during peak usage periods, such as the summer air conditioning season, thereby reducing or eliminating the need to buy costly additional power on the spot market, or invest in new peaking generation capacity. Demand Response solutions are cost-effective and environmentally superior to building new generation capabilities.

In addition to Demand Response solutions, Comverge also offers a combination of intelligent hardware and a suite of software products, which, together or separately, help customers address energy usage issues through data communications and analysis, real-time pricing and integrated billing and reporting. Comverge’s two-way data communications solutions allow utilities to gather, transmit, verify and analyze real-time usage information, and can be used for automated meter reading, support time-of-use metering, theft detection, remote connect/disconnect and other value-added services.

Comverge’s principal offices are located in East Hanover, New Jersey and Atlanta, Georgia. In addition, Comverge operates satellite offices in Newark, California, Pensacola, Florida and Tel Aviv, Israel.

SUPER SERVICES MARKET - PAKETERIA GmbH

We are engaged in the “Super Services Market” business through our 33% equity interest in Paketeria GmbH. In August 2006, we made our first investment (€600,000 or approximately $776.000) in Paketeria GmbH followed by a second investment (€320,000 or approximately $419,000) in October 2006. As a result of these investments, we currently own approximately 33% of Paketeria with options to acquire a controlling interest by August 2007.

Paketeria GmbH, a company registered in Germany and headquartered in Berlin, is a retail chain store operating in a unique “Super Services Market” format. The stores provide eBay drop shop, post and parcels, office supplies, photo processing, photocopy, printer cartridge refilling, and Internet pharmacy services in Germany. Paketeria was established to take advantage of the privatization and subsequent substantial reduction in retail outlets of the German post office, which has stranded many communities without convenient access to postal services. Since the beginning of 2006, Paketeria has doubled in size to four company owned stores and 60 franchised stores.

Paketeria's principal offices are located in Berlin, Germany. Paketeria's stores and franchises are located throughout Germany with a concentration in the area in and around Berlin.

BACKLOG

As of December 31, 2006, our backlog of work to be completed was $1.9 million, $1.4 million of which related to our RT segment and $0.5 million of which related to our IT segment. We estimate that we will perform our entire backlog in both of our reporting segments in 2007.

EMPLOYEES

At December 31, 2006, we employed a total of 70 people, including 53 in engineering and technical support, 1 in marketing and sales, and 16 in management, administration and finance. A total of 69 of our employees are employed by dsIT and are based in Israel. Our only employee in the United States is our CEO and President. We consider our relationship with our employees to be satisfactory.

We have no collective bargaining agreements with any of our employees. However, with regard to our Israeli activities, certain provisions of the collective bargaining agreements between the Israeli Histadrut (General Federation of Labor in Israel) and the Israeli Coordination Bureau of Economic Organizations (including the Industrialists Association) are applicable by order of the Israeli Ministry of Labor. These provisions mainly concern the length of the workday, contributions to a pension fund, insurance for work-related accidents, procedures for dismissing employees, determination of severance pay and other conditions of employment. We generally provide our Israeli employees with benefits and working conditions beyond the required minimums. Israeli law generally requires severance pay upon the retirement or death of an employee or termination of employment without due cause. Furthermore, Israeli employees and employers are required to pay specified amounts to the National Insurance Institute, which administers Israel's social security programs. The payments to the National Insurance Institute include health tax and are approximately 5% of wages (up to a specified amount), of which the employee contributes approximately width="6%">

3,549

Benefit from income taxes

12

-

6,431

-

Income from continuing operations

1,265

3,294

27,641

3,549

(Loss) income from discontinued operations (including a gain on sale of $7,264 in the 2006

nine-month period, net of taxes of $84 in the

third quarter of 2006 and $2,498 in the 2006

nine-month period)

(84

)

25

7,617

178

Net income applicable to common stock

$

1,181

$

3,319

$

35,258

$

3,727

Basic net income (loss) per share of common stock:

Continuing operations

$

0.17

$

0.46

$

3.79

$

0.49

Discontinued operations

(0.01

)

-

1.05

0.03

Basic net income per share of common stock
$
0.16

$
0.46

$
4.84

$
0.52

Diluted net income (loss) per share of common stock:

Continuing operations
$
0.17

$
0.44

$
3.61

$
0.47

Discontinued operations

(0.01
)

-

0.99

0.02

Diluted net income per share of common stock
$
0.16

$
0.44

$ 4.60

$ 0.49

Average shares of common stock outstanding:

Basic	
	7,317
	7,203
	7,288
	7,211
Diluted	
	7,617
	7,605
	7,658
	7,649

The accompanying notes are an integral part of these consolidated financial statements.

4

Table of Contents

STRATUS PROPERTIES INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(In Thousands)

	Nine Months Ended September 30, 2006	Nine Months Ended September 30, 2005
Cash flow from operating activities:		
Net income	$ 35,258	$ 3,727
Adjustments to reconcile net income to net cash provided by operating activities:		
Income from discontinued operations	(7,617)	(178)
Depreciation	1,043	572
Cost of real estate sold	20,112	11,157
Deferred income taxes	(6,431)	-
Stock-based compensation	894	239
Deposits and other	(6,746)	1,035
(Increase) decrease in working capital:		
Accounts receivable and prepaid expenses	(193)	(260)
Accounts payable, accrued liabilities and other	2,889	6,623
Net cash provided by continuing operations	39,209	22,915
Net cash provided by discontinued operations	374	1,111
Net cash provided by operating activities	39,583	24,026
Cash flow from investing activities:		
Development of real estate properties	(12,911)	(29,745)
Development of commercial leasing properties and other expenditures	(16,668)	(232)
Municipal utility district reimbursements	1,337	645
Net cash used in continuing operations	(28,242)	(29,332)
Net cash provided by (used in) discontinued operations	10,022	(33)
Net cash used in investing activities	(18,220)	(29,365)
Cash flow from financing activities:		
Borrowings from revolving credit facility	15,000	47,005
Payments on revolving credit facility	(30,677)	(45,640)
Borrowings from TIAA mortgage	22,800	-
Payments on TIAA mortgage	(49)	-
Borrowings from project loans	2,236	11,791
Repayments on project loans	(26,863)	(4,299)
Net proceeds from exercised stock options	917	747
Purchases of Stratus common shares	(542)	(3,307)
Bank credit facility fees	(421)	(283)
Net cash (used in) provided by continuing operations	(17,599)	6,014
Net cash used in discontinued operations	-	(146)
Net cash (used in) provided by financing activities	(17,599)	5,868
Net increase in cash and cash equivalents	3,764	529
Cash and cash equivalents at beginning of year	1,901	379
Cash and cash equivalents at end of period	5,665	908

Less cash at discontinued operations		-		(131)
Less cash restricted as to use		(116)		(119)
Unrestricted cash and cash equivalents at end of period	$	5,549	$	658

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

STRATUS PROPERTIES INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL

The accompanying unaudited consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto for the year ended December 31, 2005, included in Stratus Properties Inc.'s (Stratus) Annual Report on Form 10-K (Stratus 2005 Form 10-K) filed with the Securities and Exchange Commission. In the opinion of management, the accompanying consolidated financial statements reflect all adjustments (consisting only of normal recurring items) considered necessary to present fairly the financial position of Stratus at September 30, 2006 and December 31, 2005, and the results of operations for the three-month and nine-month periods ended September 30, 2006 and 2005, and cash flows for the nine-month periods ended September 30, 2006 and 2005. Operating results for the three-month and nine-month periods ended September 30, 2006 are not necessarily indicative of the results that may be expected for the year ending December 31, 2006. Certain prior year amounts have been reclassified to conform to the current year presentation. A change in accounting principle applied during 2006 is discussed in Note 2.

2. STOCK-BASED COMPENSATION

Accounting for Stock-Based Compensation. As of September 30, 2006, Stratus has three stock-based employee compensation plans and one stock-based director compensation plan. Prior to January 1, 2006, Stratus accounted for options granted under all of its plans under the recognition and measurement principles of Accounting Principles Board (APB) Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations, as permitted by Statement of Financial Accounting Standards (SFAS) No. 123, "Accounting for Stock-Based Compensation." APB Opinion No. 25 required compensation cost for stock options to be recognized based on the difference on the date of grant, if any, between the quoted market price of the stock and the amount an employee must pay to acquire the stock (i.e., the intrinsic value). Because all the plans require that the option exercise price be at least the market price on the date of grant, Stratus recognized no compensation cost on the grant or exercise of its employees' options through December 31, 2005. Other awards of restricted stock units under the plans did result in compensation costs being recognized in earnings based on the intrinsic value on the date of grant.

Effective January 1, 2006, Stratus adopted the fair value recognition provisions of SFAS No. 123 (revised 2004), "Share-Based Payment" or "SFAS No. 123R," using the modified prospective transition method. Under that transition method, compensation cost recognized in 2006 includes: (a) compensation costs for all stock option awards granted to employees prior to, but not yet vested as of January 1, 2006, based on the grant-date fair value estimated in accordance with the original provisions of SFAS No. 123, and (b) compensation costs for all stock option awards granted subsequent to January 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of SFAS No. 123R. In addition, other stock-based awards charged to expense under SFAS No. 123 (i.e., restricted stock units) continue to be charged to expense under SFAS No. 123R. Results for prior periods have not been restated. Stratus has elected to recognize compensation costs for awards that vest over several years on a straight-line basis over the vesting period. Stratus' stock option awards provide for employees to receive the next year's vesting after an employee retires. For stock option awards granted after January 1, 2006, to retirement-eligible employees, Stratus records one year of amortization of the awards' value on the date of grant. In addition, prior to adoption of SFAS No. 123R, Stratus recognized forfeitures as they occurred in its SFAS No. 123 pro forma disclosures. Beginning January 1, 2006, Stratus includes estimated forfeitures in its compensation cost and updates the estimated forfeiture rate through the final vesting date of the awards.

As a result of adopting SFAS No. 123R on January 1, 2006, Stratus' net income for the three months ended September 30, 2006, was $0.1 million ($0.02 per basic and diluted share) lower, and Stratus' net income for the nine months ended September 30, 2006, was $0.6 million ($0.08 per basic and diluted share) lower than if it had continued to account for share-based compensation under APB Opinion No. 25.

Stock-Based Compensation Plans. As discussed above, Stratus currently has four stock-based compensation plans and all are shareholder approved. As of September 30, 2006, only three of the plans, which are discussed below, have awards available for grant. Stratus' Stock Option Plan, 1998 Stock

Table of Contents

Option Plan, 2002 Stock Incentive Plan and Stock Option Plan for Non-Employee Directors (the Plans) provide for the issuance of stock options, restricted stock units (see below) and stock appreciations rights (collectively stock-based compensation awards), adjusted for the effects of the effective reverse stock split transactions (see Note 6 of the Stratus 2005 Form 10-K), representing 1,330,000 shares of Stratus common stock at no less than market value at time of grant.

Generally, stock-based compensation awards are exercisable in 25 percent annual increments beginning one year from the date of grant and expire 10 years after the date of grant. Awards for approximately 3,100 shares under the 1998 Stock Option Plan, 32,500 shares under the Stock Option Plan for Non-Employee Directors and 9,800 shares under the 2002 Stock Option Plan were available for new grants as of September 30, 2006.

Stock-Based Compensation Cost. Compensation cost charged against earnings for stock-based awards is shown below (in thousands). Stock-based compensation costs are capitalized as appropriate, but such capitalization was not previously reflected in our pro-forma disclosures shown below as amounts were not considered material.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
Stock options awarded to employees (including directors)	$ 167	$ -	$ 449	$ -
Stock options awarded to nonemployees	-	25	2	34
Restricted stock units	111	68	681	205
Less capitalized amounts	(63)	-	(238)	-
Impact on net income	$ 215	$ 93	$ 894	$ 239

The following table illustrates the effect on net income and earnings per share for the three months ended September 30, 2005 and the nine months ended September 30, 2005, if Stratus had applied the fair value recognition provisions of SFAS No. 123 to stock-based awards granted under Stratus' stock-based compensation plans (in thousands, except per share amounts):

	Three Months Ended September 30, 2005	Nine Months Ended September 30, 2005
Net income applicable to common stock, as reported	$ 3,319	$ 3,727
Add: Stock-based employee compensation expense included in reported net income applicable to common stock for restricted stock units	68	205
Deduct: Total stock-based employee compensation expense determined under fair value-based method for all awards	(234)	(700)
Pro forma net income applicable to common stock	$ 3,153	$ 3,232
Earnings per share:		
Basic - as reported	$ 0.46	$ 0.52
Basic - pro forma	$ 0.44	$ 0.45
Diluted - as reported	$ 0.44	$ 0.49

Diluted - pro forma	$	0.42	$	0.43

For the pro forma computations, the values of option grants were calculated on the dates of grant using the Black-Scholes option pricing model and amortized to expense on a straight-line basis over the options' vesting periods. No other discounts or restrictions related to vesting or the likelihood of vesting of stock options were applied. The following table summarizes the calculated fair value and assumptions used to determine the fair value of Stratus' stock option grants under SFAS No. 123 during the three-month and nine-month periods ended September 30, 2005.

7

Options granted	7,500
Fair value per stock option	$ 11.48
Risk-free interest rate	4.33%
Expected volatility rate	46.2%
Expected life of options (in years)	10.0

Options. A summary of options outstanding as of September 30, 2006 and changes during the nine months ended September 30, 2006 follow:

	Number of Options	Weighted Average Option Price	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value ($000)
Balance at January 1	838,336	$ 10.11		
Granted	7,500	26.44		
Exercised	(150,194)	7.82		
Expired/Forfeited	-	-		
Balance at September 30	695,642	10.78	4.46	$ 15,014
Vested and exercisable at September 30	546,767	9.74	3.52	$ 12,367

The fair value of each option award is estimated on the date of grant using a Black-Scholes option valuation model. Expected volatility is based on the historical volatility of Stratus' stock. Stratus uses historical data to estimate option exercise, forfeitures and expected life of the options. When appropriate, employees who have similar historical exercise behavior are grouped for valuation purposes. The risk-free interest rate is based on Federal Reserve rates in effect for bonds with maturity dates equal to the expected term of the option at the date of grant. Stratus has not paid, and has no current plan to pay, cash dividends on its common stock. The following table summarizes the calculated fair value and assumptions used to determine the fair value of Stratus' stock option awards during the nine-month period ended September 30, 2006.

Options granted	7,500
Grant-date fair value per stock option	$ 14.57
Expected and weighted average volatility	48.6%
Expected life of options (in years)	6.7
Risk-free interest rate	4.7%

The total intrinsic value of options exercised during the nine months ended September 30, 2006, was $2.6 million. During the first nine months of 2006, approximately 23,900 stock options with a weighted-average grant-date fair market value of $6.65 vested. As of September 30, 2006, there were approximately 148,900 stock options unvested with a weighted-average grant-date fair market value of $9.38. As of September 30, 2006, Stratus had $1.0 million of total unrecognized compensation cost related to unvested stock options expected to be recognized over a weighted average period of 1.1 years.

The following table includes amounts related to exercises of stock options and vesting of restricted stock units during the first nine months of 2006 (in thousands, except Stratus shares tendered):

Table of Contents

Stratus shares tendered to pay the exercise price and/or the minimum required taxes[a]		4,162
Cash received from stock option exercises	$	1,034
Actual tax benefit realized for the tax deductions from stock option exercises	$	946
Amounts Stratus paid for employee taxes related to stock option exercises	$	117

a. Under terms of the related plans, upon exercise of stock options and vesting of restricted stock units, employees may tender Stratus shares to Stratus to pay the exercise price and/or the minimum required taxes.

Restricted Stock Units. Under Stratus' restricted stock program, shares of its common stock may be granted to certain officers of Stratus at no cost. The restricted stock units are converted into shares of Stratus common stock ratably on the anniversary of each award over the vesting period, generally four years. The awards fully vest upon retirement. Fair value for restricted stock unit awards is based on the average of the high and low Stratus common stock price on the date of grant.

Stratus granted 49,000 restricted stock units in the first nine months of 2006. A summary of outstanding unvested restricted stock units as of September 30, 2006, and activity during the nine months ended September 30, 2006 is presented below:

	Number of Restricted Stock Units	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value ($000)
Balance at January 1	45,045		
Granted	49,000		
Vested	(4,545)		
Forfeited	-		
Balance at September 30	89,500	1.4	$ 2,896

The grant-date fair value of restricted stock units granted during the first nine months of 2006 was $1.2 million. The total intrinsic value of restricted stock units vesting during the nine months ended September 30, 2006, was $0.1 million. As of September 30, 2006, Stratus had $1.0 million of total unrecognized compensation cost related to unvested restricted stock units expected to be recognized over a weighted average period of 1.4 years.

3. EARNINGS PER SHARE

Stratus' basic net income per share of common stock was calculated by dividing the income applicable to continuing operations, income from discontinued operations and net income applicable to common stock by the weighted average number of common shares outstanding during the period. The following is a reconciliation of net income and weighted average common shares outstanding for purposes of calculating diluted net income per share (in thousands, except per share amounts):

Table of Contents

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
Net income from continuing operations	$ 1,265	$ 3,294	$ 27,641	$ 3,549
(Loss) income from discontinued operations	(84)	25	7,617	178
Net income applicable to common stock	$ 1,181	$ 3,319	$ 35,258	$ 3,727
Weighted average common shares outstanding	7,317	7,203	7,288	7,211
Add: Dilutive stock options	271	375	330	418
Restricted stock	29	27	40	20
Weighted average common shares outstanding for purposes of calculating diluted net income per share	7,617	7,605	7,658	7,649
Diluted net income (loss) per share of common stock:				
Continuing operations	$ 0.17	$ 0.44	$ 3.61	$ 0.47
Discontinued operations	(0.01)	-	0.99	0.02
Diluted net income per share of common stock	$ 0.16	$ 0.44	$ 4.60	$ 0.49

4. DEBT

In June 2006, Stratus entered into a 30-year, $22.8 million mortgage with a 10-year balloon payment from Teachers Insurance and Annuity Association of America (TIAA). Proceeds from the mortgage were used to repay outstanding amounts under Stratus' Escarpment Village shopping center project loan and other outstanding debt balances. The annual interest rate on the mortgage is 5.55 percent. The Escarpment Village shopping center and the related lease agreements are security for the loan.

In May 2006, Stratus entered into a modification and extension agreement to extend the maturity and decrease the interest rate on its Comerica revolving credit facility. The maturity date was extended from May 30, 2007 to May 30, 2008 and interest accrues, at Stratus' option, at Comerica's rate minus 0.8 percent or one-month London Interbank Offered Rate plus 1.95 percent, subject to a minimum annual rate of 5.0 percent. The available commitment of $45 million and other conditions and security remain unchanged.

5. RESTRICTED CASH AND INTEREST COST

Restricted Cash. Restricted cash includes approximately $0.1 million held at September 30, 2006 and December 31, 2005, representing funds held for payment of fractional shares resulting from the May 2001 stock split (see Note 6 of the Stratus 2005 Form 10-K). Restricted cash at December 31, 2005 also included $0.3 million from Deerfield lot sales to be used for payment on the Deerfield loan.

Interest Cost. Interest expense excludes capitalized interest of $0.3 million in the third quarter of 2006, $0.9 million in the third quarter of 2005, $1.7 million in the first nine months of 2006 and $2.2 million in the first nine months of 2005.

6. DISCONTINUED OPERATIONS

In the fourth quarter of 2005, Stratus committed to a plan to sell its office buildings at 7000 West. On March 27, 2006, Stratus' wholly owned subsidiary, Stratus 7000 West Joint Venture (7000 West JV), sold its two 70,000-square-foot office buildings at 7000 West William Cannon Drive (7000 West), known as the Lantana Corporate Center, to CarrAmerica for $22.3 million, resulting in a gain of $9.8 million ($7.3 million net of taxes or $1.00 per basic share and $0.95 per diluted share) in the first nine months of 2006. CarrAmerica paid $10.6 million cash to Stratus at closing and assumed the $11.7 million principal balance remaining under Stratus' 7000 West project loan from TIAA. In connection with CarrAmerica's assumption of the loan, 7000 West JV entered into a First Modification Agreement with CarrAmerica and TIAA under which TIAA released 7000 West JV's $3.5 million letter of credit issued by Comerica Bank that secured certain re-tenanting obligations and released 7000 West JV from all future obligations under the loan. In addition, TIAA released Stratus from all future liabilities under its guaranty of 7000 West JV's environmental representations and recourse obligations under the loan.

Table of Contents

Upon completion of the sale of 7000 West, Stratus ceased all involvement with the 7000 West office buildings. The operations, assets and liabilities of 7000 West represented a component of Stratus' commercial leasing segment.

The table below provides a summary of 7000 West's results of operations (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
Rental income	$ -	$ 859	$ 1,057	$ 2,625
Rental property costs	-	(349)	(403)	(987)
Depreciation	-	(229)	-	(687)
General and administrative expenses	-	(74)	(48)	(225)
Interest expense[a]	-	(182)	(168)	(548)
Interest income	-	-	2	-
Gain on sale	-	-	9,762	-
Provision for income taxes	(84)[b]	-	(2,585)	-
(Loss) income from discontinued operations	$ (84)	$ 25	$ 7,617	$ 178

a. Relates to interest expense from 7000 West project loan (see below) and does not include any additional allocations of interest.
b. Reflects the allocation of Stratus' third-quarter tax provision to discontinued operations in accordance with income tax accounting rules.

The following summarizes 7000 West's net assets (in thousands) at December 31, 2005:

Assets:	
Cash and cash equivalents	$ 5
Other current assets	1,136
Property held for sale, net of accumulated depreciation of $4,577	11,089
Liabilities:	
Current portion of long-term debt	(11,795)
Other current liabilities	(241)
Net assets	$ 194

7. BUSINESS SEGMENTS

Stratus has two operating segments, "Real Estate Operations" and "Commercial Leasing." The Real Estate Operations segment is comprised of all Stratus' developed properties, properties under development and undeveloped properties in Austin, Texas, which consist of its properties in the Barton Creek community, the Circle C community and Lantana. In addition, the Deerfield property in Plano, Texas is included in the Real Estate Operations segment.

The Commercial Leasing segment includes two office buildings at 7500 Rialto Boulevard and the Escarpment Village project. The first 75,000-square-foot building at 7500 Rialto Boulevard is approximately 96 percent leased. The second 75,000-square-foot building opened in September 2006 and is approximately 50 percent leased. Southwest Property Services L.L.C., which Stratus formed in 2004, manages these office buildings. For the 2006 periods, the Commercial Leasing segment also includes Escarpment Village, a 168,000-square-foot retail project anchored by a grocery store. Rental income from Escarpment Village totaled $0.8 million in the third quarter of 2006 and $1.3 million in the first nine months of 2006 (including less than $0.1 million in the first quarter). In the fourth quarter of

2005, Stratus committed to sell the two 70,000-square-foot office buildings at 7000 West and completed the sale on March 27, 2006. The 7000 West operating results are reported as discontinued operations in the table below.

Table of Contents

As of September 30, 2006, Stratus' minimum rental income which includes scheduled rent increases, under noncancelable long-term leases which extend to 2026, totaled $0.9 million in the fourth quarter of 2006, $4.3 million in 2007, $4.4 million in 2008, $4.2 million in 2009, $3.8 million in 2010 and $32.1 million thereafter.

Stratus' lease agreement with the anchor tenant of Escarpment Village and its contract with Trammell Crow Central Texas, Ltd. (Trammell Crow), the firm managing Escarpment Village, contain provisions requiring Stratus to share the net profits from a sale of the project. The anchor tenant and Trammell Crow are each entitled to 10 percent of any net profit from a sale of Escarpment Village after Stratus receives a 12 percent return on its investment. Stratus is required to pay the anchor tenant its net profits interest upon a sale of the project, but no later than May 2007. Stratus is required to pay Trammell Crow its net profits interest upon a sale of the project, but no later than May 2008. If the project is not sold prior to either payment deadline, then the net profits calculation will be made based upon a hypothetical sale at fair market value. As of September 30, 2006, Stratus estimates these net profit payments will total $0.9 million. This amount was recorded in other assets and is being amortized over the tenant's lease term (20 years) as a reduction of rental income. The actual payments may vary from this amount and will be based on the actual sale price of Escarpment Village or the estimated fair value of Escarpment Village, as applicable.

The segment data presented below were prepared on the same basis as Stratus' consolidated financial statements.

	Real Estate Operations[a]	Commercial Leasing	Other	Total
		(In Thousands)		
Three Months Ended September 30, 2006				
Revenues	$ 8,680	$ 1,170	$ -	$ 9,850
Cost of sales, excluding depreciation	(5,633)	(710)	-	(6,343)
Depreciation	(29)	(429)	-	(458)
General and administrative expenses	(1,425)	(158)	-	(1,583)
Operating income (loss)	$ 1,593	$ (127)	$ -	$ 1,466
Loss from discontinued operations	$ -	$ (84)	$ -	$ (84)
Benefit from income taxes	$ -	$ -	$ 12	$ 12
Capital expenditures	$ 6,326	$ 3,375	$ -	$ 9,701
Total assets	$ 124,481	$ 56,744	$ 6,468[b]	$ 187,693
Three Months Ended September 30, 2005				
Revenues	$ 11,782	$ 364	$ -	$ 12,146
Cost of sales, excluding depreciation	(7,074)	(378)	-	(7,452)
Depreciation	(37)	(156)	-	(193)
General and administrative expense	(970)	(142)	-	(1,112)
Operating income (loss)	$ 3,701	$ (312)	$ -	$ 3,389
Income from discontinued operations	$ -	$ 25	$ -	$ 25
Capital expenditures	$ 10,847	$ 43	$ -	$ 10,890
Total assets	$ 144,266	$ 25,134[c]	$ -	$ 169,400
Nine Months Ended September 30, 2006				
Revenues	$ 51,982	$ 2,433	$ -	$ 54,415
Cost of sales, excluding depreciation	(24,864)	(1,612)	-	(26,476)
Depreciation	(96)	(947)	-	(1,043)
General and administrative expenses	(4,728)	(477)	-	(5,205)
Operating income (loss)	$ 22,294	$ (603)	$ -	$ 21,691
Income from discontinued operations	$ -	$ 7,617[d]	$ -	$ 7,617

Benefit from income taxes	$	-	$	-	$	6,431[b]	$	6,431
Capital expenditures	$	12,911	$	16,668	$	-	$	29,579

12

Table of Contents

	Real Estate Operations[a]	Commercial Leasing	Other	Total
		(In Thousands)		
Nine Months Ended September 30, 2005				
Revenues	$ 21,069	$ 983	$ -	$ 22,052
Cost of sales, excluding depreciation	(13,063)	(1,060)	-	(14,123)
Depreciation	(112)	(460)	-	(572)
General and administrative expense	(3,074)	(464)	-	(3,538)
Operating income (loss)	$ 4,820	$ (1,001)	$ -	$ 3,819
Income from discontinued operations	$ -	$ 178	$ -	$ 178
Capital expenditures	$ 29,745	$ 265	$ -	$ 30,010

a. Includes sales commissions, management fees and other revenues together with related expenses.
b. Includes deferred tax assets resulting from the reversal of a portion of Stratus' deferred tax asset valuation allowance which was recorded as a benefit from income taxes (see Note 8).
c. Includes assets from the discontinued operations of 7000 West, which Stratus sold on March 27, 2006, totaling $12.3 million, net of accumulated depreciation of $4.6 million, at September 30, 2005. These buildings represented two of Stratus' three commercial leasing properties as of September 30, 2005.
d. Includes a $7.3 million gain, net of taxes of $2.5 million, on the sale of 7000 West.

8. INCOME TAXES

Stratus' deferred tax assets at December 31, 2005 totaled $17.6 million and Stratus had provided a 100 percent valuation allowance because realization of the deferred tax assets was not considered likely. Realization of Stratus' deferred tax assets is dependent on generating sufficient taxable income within the carryforward period available under tax law. In the first quarter of 2006, Stratus sold 7000 West (see Note 6) and in April 2006 Stratus completed the sale of 58 acres at its Lantana property. These transactions generated pre-tax income of $25.6 million and along with Stratus' current homebuilder contract arrangements and projected levels of future sales provide sufficient evidence that Stratus now believes it is more likely than not that it will be able to realize all of its deferred tax assets. As a result, first-quarter 2006 net income from continuing operations included a $6.4 million, $0.88 per basic share and $0.83 per diluted share, tax benefit resulting from the reversal of a portion of Stratus' deferred tax asset valuation allowance and the remaining balance of its valuation allowance is being realized in Stratus' 2006 effective tax rate. Stratus recorded an income tax provision of $84,000 in the third quarter of 2006 which was allocated to discontinued operations in accordance with income tax accounting rules.

In May 2006, the Texas governor signed into law the Texas Revised Franchise Bill (the Franchise Tax). The Franchise Tax replaces current taxable capital and earned surplus components with a tax based on "taxable margin." Taxable margin is defined as the entity's total revenues less either cost of goods sold or compensation. Stratus' income tax benefit from continuing operations for the first nine months of 2006 includes a deferred tax credit of $45,000 related to the Franchise Tax.

Accounting for Uncertainty in Income Taxes. In June 2006, the Financial Accounting Standards Board issued Interpretation No. 48, "Accounting for Uncertainty in Income Taxes," (FIN 48). FIN 48 clarifies the accounting for income taxes by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. FIN 48 also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for the first fiscal year beginning after December 15, 2006. Stratus is reviewing the provisions of FIN 48 and has not yet determined the impact of adoption.

Table of Contents

REVIEW BY INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The financial information as of September 30, 2006, and for each of the three-month and nine-month periods ended September 30, 2006 and 2005, included in Part I of this Form 10-Q pursuant to Rule 10-01 of Regulation S-X has been reviewed by PricewaterhouseCoopers LLP (PricewaterhouseCoopers), Stratus' independent registered public accounting firm, in accordance with the standards of the Public Company Accounting Oversight Board (United States). PricewaterhouseCoopers' report is included in this quarterly report.

PricewaterhouseCoopers does not carry out significant or additional procedures beyond those that would have been necessary if its report had not been included in this quarterly report. Accordingly, such report is not a "report" or "part of a registration statement" within the meaning of Sections 7 and 11 of the Securities Act of 1933 and the liability provisions of Section 11 of such Act do not apply.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
of Stratus Properties Inc.:

We have reviewed the accompanying condensed consolidated balance sheet of Stratus Properties Inc. and its subsidiaries as of September 30, 2006, and the related consolidated statements of income for each of the three-month and nine-month periods ended September 30, 2006 and 2005, and the consolidated statements of cash flows for each of the nine-month periods ended September 30, 2006 and 2005. These interim financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying condensed consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of December 31, 2005, and the related consolidated statements of income, of changes in stockholders' equity and of cash flows for the year then ended, management's assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2005 and the effectiveness of the Company's internal control over financial reporting as of December 31, 2005; and in our report dated March 16, 2006, we expressed unqualified opinions thereon. The consolidated financial statements and management's assessment of the effectiveness of internal control over financial reporting referred to above are not presented herein. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2005, is fairly stated in all material respects in relation to the consolidated balance sheet from which it has been derived.

As discussed in Note 2 to the condensed consolidated financial statements, effective January 1, 2006, the Company adopted Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment.*

/s/ PricewaterhouseCoopers LLP

Austin, Texas
November 9, 2006

Table of Contents

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

OVERVIEW

Management's discussion and analysis presented below should be read in conjunction with our discussion and analysis of financial results contained in our 2005 Annual Report on Form 10-K (2005 Form 10-K). The operating results summarized in this report are not necessarily indicative of our future operating results. All subsequent references to Notes refer to Notes to Consolidated Financial Statements, unless otherwise stated. Per share amounts are on a diluted basis unless otherwise noted.

We are engaged in the acquisition, development, management and sale of commercial, multi-family and residential real estate properties located primarily in the Austin, Texas area. We conduct real estate operations on properties we own.

Our principal real estate holdings are currently in southwest Austin, Texas. As of September 30, 2006, our most significant holding is the 1,728 acres of residential, multi-family and commercial property and 42 developed residential estate lots located within the Barton Creek community. We also own approximately 384 acres of undeveloped residential, commercial and multi-family property and 36 acres of commercial property under development within the Circle C Ranch (Circle C) community. Our other properties in the Circle C community include Meridian, which is an 800-lot residential development, and Escarpment Village, which is a 168,000-square-foot retail center anchored by a grocery store. At September 30, 2006, Meridian consisted of approximately 282 acres and 121 developed residential lots. Our remaining Austin holdings at September 30, 2006, consisted of 223 acres of commercial property and two 75,000-square-foot office buildings at 7500 Rialto Boulevard, one of which is approximately 96 percent leased and the other is approximately 50 percent leased, located within Lantana. In the fourth quarter of 2005, we decided to sell our two 70,000-square-foot office buildings at 7000 West William Cannon Drive (7000 West), known as the Lantana Corporate Center. On March 27, 2006, we sold 7000 West for $22.3 million (see Note 6 and "Discontinued Operations - 7000 West").

In January 2004, we acquired approximately 68 acres of land in Plano, Texas, which we refer to as Deerfield. At September 30, 2006, our Deerfield property consists of approximately 26 acres of residential land, which is being developed, and 14 developed residential lots. We also own two acres of undeveloped commercial property in San Antonio, Texas.

In November 2005, we formed a joint venture partnership with Trammell Crow Central Texas Development, Inc. (Trammell Crow) to acquire an approximate 74-acre tract at the intersection of Airport Boulevard and Lamar Boulevard in Austin, Texas for $7.7 million. We refer to the property as the Crestview Station project, a single-family, multi-family, retail and office development. With our joint venture partner, we have commenced brown field remediation and permitting of the property. Trammell Crow is also managing Escarpment Village for us.

DEVELOPMENT AND OTHER ACTIVITIES

Lantana. In April 2006, we sold a 58-acre tract at Lantana to Advanced Micro Devices, Inc. (NYSE: AMD) for $21.2 million, recognizing a second-quarter 2006 gain of $15.6 million to net income or $2.04 per share on the sale. Lantana is a partially developed, mixed-use project with remaining Stratus entitlements for approximately 1.9 million square feet of office and retail use on 223 acres. Regional utility and road infrastructure is in place with capacity to serve Lantana at full build-out permitted under Stratus' existing entitlements.

In 2001, we reached agreement with the City concerning development of a 417-acre portion of the Lantana community. The agreement reflected a cooperative effort between the City and us to allow development based on grandfathered entitlements, while adhering to stringent water quality standards and other enhancements to protect the environment. With this agreement, we completed the core entitlement process for the entire Lantana project allowing for approximately 2.9 million square feet of office and retail development, approximately 400 multi-family units (previously sold to an unrelated third party), and a tract for approximately 330 residential lots which we sold in 2003.

Table of Contents

In September 2006, we completed a second 75,000-square-foot office building at 7500 Rialto Boulevard in response to increased demand for office space within Lantana. As of September 30, 2006, Stratus had leased approximately 50 percent of the space at the second office building and approximately 96 percent of the original office building. In the fourth quarter of 2005, we committed to a plan to sell our two office buildings at 7000 West. On March 27, 2006, we sold 7000 West for $22.3 million (see Note 6 and "Discontinued Operations - 7000 West").

Barton Creek Community. We commenced construction of a new subdivision within the Barton Creek community during the fourth quarter of 2000. This subdivision, Mirador, was completed in late-2001. Mirador adjoins the Escala Drive subdivision. We developed 34 estate lots in the Mirador subdivision, with each lot averaging approximately 3.5 acres in size.

Since January 2002, we have secured subdivision plat approval for three new residential subdivisions within the Barton Creek Community, including: Versant Place - 54 lots, Wimberly Lane Phase II - 47 lots and Calera - 155 lots. At September 30, 2006, our remaining unsold developed lots within the Barton Creek Community included: Calera Drive - 11 lots, Wimberly Lane Phase II - 16 lots, Calera Court - 8 lots, Mirador - 6 lots and Escala - 1 lot. Development of the remaining Barton Creek property is expected to occur over several years.

In May 2004, we entered into a contract with a national homebuilder to sell 41 lots within the Wimberly Lane Phase II subdivision in the Barton Creek community. In June 2004, the homebuilder paid us a non-refundable $0.6 million deposit for the right to purchase the 41 lots. The deposit was used to pay ongoing development costs of the lots. The deposit will be applied against subsequent purchases of lots by the homebuilder after certain thresholds are achieved and will be recognized as income as lots are sold. The lots are being sold on a scheduled takedown basis, with the initial six lots sold in December 2004 following completion of subdivision utilities, and then an average of three lots per quarter beginning in June 2005. The average purchase price for each of the 41 lots is $150,400, subject to a six percent annual escalator commencing in December 2004. The Wimberly Lane Phase II subdivision also included six estate lots, each averaging approximately five acres, which we retained, marketed and sold in 2005 for a total of $1.8 million.

During 2004, we completed construction of four courtyard homes at Calera Court within the Barton Creek community. Calera Court, the initial phase of the "Calera" subdivision, will include 16 courtyard homes on 16 acres. The second phase of Calera, Calera Drive, consisting of 53 single-family lots, many of which adjoin the Fazio Canyons Golf Course, received final plat and construction permit approval in 2005. In the third quarter of 2005, development of these lots was completed and the initial five lots were sold for $2.1 million. Development of the third and last phase of Calera, which will include approximately 70 single-family lots, is expected to commence by the end of 2006.

Circle C Community. We have commenced development activities at the Circle C community based on the entitlements secured in our Circle C settlement with the City. Our Circle C settlement, as amended in 2004, permits development of 1.16 million square feet of commercial space, 504 multi-family units and 830 single-family residential lots. The preliminary plan has been approved for Meridian, an 800-lot residential development at the Circle C community. In October 2004, we received final City plat and construction permit approvals for the first phase of Meridian, and construction commenced in January 2005. During the first quarter of 2005, we contracted to sell a total of 494 lots in our Meridian project to three national homebuilders in four phases. Sales for each of the four phases commence upon substantial completion of development for that phase, and continue every quarter until all of the lots have been sold. The first phase, which includes 134 lots, was substantially completed at the end of 2005. Development of the second phase of 134 lots commenced in the third quarter of 2005 and was substantially completed in March 2006. We estimate our sales from the first two phases of Meridian will total at least 35 lots for $2.1 million during the fourth quarter of 2006.

16

Table of Contents

The grand opening of Escarpment Village, a 168,000-square-foot retail project anchored by a grocery store at the Circle C community, was in May 2006. As of September 30, 2006, we had leases for 156,000 square feet or 93 percent of the space at Escarpment Village.

Deerfield. In January 2004, we acquired the Deerfield property in Plano, Texas, for $7.0 million. The property was zoned and subject to a preliminary subdivision plan for 234 residential lots. In February 2004, we executed an Option Agreement and a Construction Agreement with a national homebuilder. Pursuant to the Option Agreement, the homebuilder paid us $1.4 million for an option to purchase all 234 lots over 36 monthly take-downs. The net purchase price for each of the 234 lots was $61,500, subject to certain terms and conditions. The $1.4 million option payment is non-refundable, but will be applied against subsequent purchases of lots by the homebuilder after certain thresholds are achieved and will be recognized by us as income as lots are sold. The Construction Agreement requires the homebuilder to complete development of the entire project by March 15, 2007. We agreed to pay up to $5.2 million of the homebuilder's development costs. The homebuilder must pay all property taxes and maintenance costs. In February 2004, we entered into a $9.8 million three-year loan agreement with Comerica Bank (Comerica) to finance the acquisition and development of Deerfield. Development is proceeding on schedule and we had no amounts outstanding under the loan at September 30, 2006. The initial lot sale occurred in November 2004 and subsequent lot sales are on schedule. In October 2005, we executed a revised agreement with the homebuilder, increasing the lot sizes and average purchase price to $67,150 based on a new total of 224 lots. We expect to complete 15 lot sales for $1.0 million during the fourth quarter of 2006.

Crestview Station. In November 2005, we formed a joint venture partnership with Trammell Crow to acquire an approximate 74-acre tract at the intersection of Airport Boulevard and Lamar Boulevard in Austin, Texas, for $7.7 million. With our joint venture partner, we have commenced brown field remediation and permitting of the property, known as the Crestview Station project, which is located on the commuter rail line recently approved by City of Austin voters. Crestview Station is planned for single-family, multi-family, retail and office development, with closings on the single-family and multi-family components expected to occur in 2007 upon completion of the remediation. At September 30, 2006, our investment in the Crestview Station project totaled $3.8 million and the joint venture partnership had $7.4 million of outstanding debt, of which each joint venture partner guarantees $1.9 million.

The Crestview Station property is divided into three distinct parcels - one containing approximately 46 acres, a second consisting of approximately 27 acres, and a third 0.5-acre tract. Our joint venture partnership has contracted with a nationally recognized remediation firm to demolish the existing buildings and remediate the 27-acre and 0.5-acre tracts in preparation for residential permitting. Under the terms of the remediation contract, the joint venture partnership will pay the contractor approximately $4.9 million upon completion of performance benchmarks and certification by the State of Texas that the remediation is complete. The contractor is required to pay all costs associated with the remediation and to secure an environmental liability policy with $10.0 million of coverage remaining in place for a 10-year term. Pursuant to the agreement with the contractor, all environmental and legal liability was assigned to and assumed by the contractor effective November 30, 2005.

Downtown Austin Project. In April 2005, the City selected our proposal to develop a mixed-use project in downtown Austin immediately north of the new City Hall complex. The project includes an entire city block and is suitable for a mixture of retail, office, hotel, residential and civic uses. We have entered into negotiations with the City to reach agreement on the project's design and transaction terms and structure. As of September 30, 2006, we had deferred $2.6 million of costs related to this project.

RESULTS OF OPERATIONS

We are continually evaluating the development potential of our properties and will continue to consider opportunities to enter into significant transactions involving our properties. As a result, and because of numerous other factors affecting our business activities as described herein, our past operating results are not necessarily indicative of our future results.

Table of Contents

Summary operating results follow (in thousands):

	Third Quarter 2006	Third Quarter 2005	Nine Months 2006	Nine Months 2005
Revenues:				
Real estate operations	$ 8,680	$ 11,782	$ 51,982	$ 21,069
Commercial leasing	1,170	364	2,433	983
Total revenues	$ 9,850	$ 12,146	$ 54,415	$ 22,052
Operating income	$ 1,466	$ 3,389	$ 21,691	$ 3,819
Benefit from income taxes	$ 12	$ -	$ 6,431	$ -
Net income from continuing operations	$ 1,265	$ 3,294	$ 27,641	$ 3,549
(Loss) income from discontinued operations	(84)	25	7,617	178
Net income	$ 1,181	$ 3,319	$ 35,258	$ 3,727

Our deferred tax assets at December 31, 2005 totaled $17.6 million and we had provided a 100 percent valuation allowance because realization of the deferred tax assets was not considered likely. Realization of our deferred tax assets is dependent on generating sufficient taxable income within the carryforward period available under tax law. In the first quarter of 2006, we sold 7000 West (see Note 6) and in April 2006 we completed the sale of 58 acres at our Lantana property. These transactions generated pre-tax income of $25.6 million and along with our current homebuilder contract arrangements and projected levels of future sales provide sufficient evidence that we now believe it is more likely than not that we will be able to realize all of our deferred tax assets. As a result, first-quarter 2006 net income from continuing operations included a $6.4 million, $0.88 per basic share and $0.83 per diluted share, tax benefit resulting from the reversal of a portion of our deferred tax asset valuation allowance and the remaining balance of our valuation allowance is being realized in our 2006 effective tax rate. We recorded an income tax provision of $84,000 in the third quarter of 2006 which was allocated to discontinued operations in accordance with income tax accounting rules.

In May 2006, the Texas governor signed into law the Texas Revised Franchise Bill (the Franchise Tax). The Franchise Tax replaces current taxable capital and earned surplus components with a tax based on “taxable margin.” Taxable margin is defined as the entity’s total revenues less either cost of goods sold or compensation. Our income tax benefit from continuing operations for the first nine months of 2006 includes a deferred tax credit of $45,000 related to the Franchise Tax.

We have two operating segments, “Real Estate Operations” and “Commercial Leasing” (see Note 7). The following is a discussion of our operating results by segment.

Real Estate Operations

Summary real estate operating results follow (in thousands):

	Third Quarter 2006	Third Quarter 2005	Nine Months 2006	Nine Months 2005
Revenues:				
Developed property sales	$ 7,934	$ 6,603	$ 28,441	$ 15,480

Undeveloped property sales	-	5,000	22,245	5,000
Commissions, management fees and other	746	179	1,296	589
Total revenues	8,680	11,782	51,982	21,069
Cost of sales	(5,662)	(7,111)	(24,960)	(13,175)
General and administrative expenses	(1,425)	(970)	(4,728)	(3,074)
Operating income	$ 1,593	$ 3,701	$ 22,294	$ 4,820

18

Table of Contents

Developed Property Sales. Improving market conditions in the Austin area have resulted in increased lot sales in the first nine months of 2006. Property sales for the third-quarter and nine-month periods of 2006 and 2005 included the following (revenues in thousands):

	Third Quarter			
	2006		2005	
	Lots	Revenues	Lots	Revenues
Residential Properties:				
Barton Creek				
Calera Drive	5	$2,065	5	$2,110
Calera Court Courtyard Homes	1	610	-	-
Mirador Estate	1	553	-	-
Wimberly Lane Phase II				
Standard Homebuilder	4	686	4	615
Escala Drive Estate	-	-	4	2,218
Circle C				
Meridian	51	3,013	-	-
Deerfield	15	1,007	27	1,660
Total Residential	77	$7,934	40	$6,603

	Nine Months			
	2006		2005	
	Lots	Revenues	Lots	Revenues
Residential Properties:				
Barton Creek				
Calera Drive	23	$9,919	5	$2,110
Calera Court Courtyard Homes	5	2,922	-	-
Mirador Estate	6	3,306	6	3,292
Wimberly Lane Phase II				
Standard Homebuilder	9	1,469	7	1,092
Estate	-	-	5	1,551
Escala Drive Estate	-	-	7	3,992
Circle C				
Meridian	133	7,804	-	-
Deerfield	45	3,021	56	3,443
Total Residential	221	$28,441	86	$15,480

Undeveloped Property Sales. During the first quarter of 2006, we sold a 7.5-acre tract in the Barton Creek community for $1.5 million. In April 2006, we sold a 58-acre tract at Lantana to AMD for $21.2 million of which $0.5 million represented a reimbursement of certain costs and we recorded this amount as a reduction of cost of sales. During the third quarter of 2005, we sold a 38-acre tract within the Barton Creek Community for $5.0 million.

Commissions, Management Fees and Other. Commissions, management fees and other revenues included sales of our development fee credits to third parties totaling $0.5 million in the third quarter of 2006, $0.2 million in the third quarter of 2005, $0.9 million in the first nine months of 2006 and $0.4 million in the first nine months of 2005. We received these development fee credits as part of the Circle C settlement (see Note 8 of our 2005 Form 10-K).

Cost of Sales and General and Administrative Expenses. Cost of sales totaled $5.7 million in the third quarter of 2006 and $25.0 million in the first nine months of 2006, compared with $7.1 million in the 2005 quarter and $13.2 million in the 2005 nine-month period. Cost of sales for the third quarter of 2005

Table of Contents

includes the cost of a 38-acre tract sale The increase in cost of sales for the 2006 nine-month period primarily relates to the increase in lot sales and other land sales in 2006 compared to the 2005 nine-month period. General and administrative expenses increased to $1.4 million in the third quarter of 2006 and $4.7 million in the first nine months of 2006, compared to $1.0 million in the 2005 quarter and $3.1 million in the 2005 nine-month period primarily because of higher compensation costs (see "Other Financial Results" below).

Commercial Leasing

Our commercial leasing operating results primarily reflect the activities at Escarpment Village, two office buildings at 7500 Rialto Boulevard and Southwest Property Services L.L.C. after removing the results for 7000 West which are now classified as discontinued operations (see "Discontinued Operations - 7000 West" below). Summary commercial leasing operating results follow (in thousands):

	Third Quarter		Nine Months	
	2006	2005	2006	2005
Rental income	$ 1,170	$ 364	$ 2,433	$ 983
Rental property costs	(710)	(378)	(1,612)	(1,060)
Depreciation	(429)	(156)	(947)	(460)
General and administrative expenses	(158)	(142)	(477)	(464)
Operating loss	$ (127)	$ (312)	$ (603)	$ (1,001)

In 2006, we began earning rental income from our Escarpment Village project that was substantially completed in the second quarter of 2006. Rental income from our Escarpment Village project totaled $0.8 million in the third quarter of 2006 and $1.3 million in the first nine months of 2006. The balance of our rental income in the 2006 periods and all of the rental income in the 2005 periods is primarily from one of our 7500 Rialto Boulevard office buildings. As discussed earlier, in September 2006, we completed construction of a second 75,000-square-foot office building at 7500 Rialto Boulevard which is approximately 50 percent leased.

Our lease agreement with the anchor tenant of Escarpment Village and our contract with Trammell Crow, the firm managing Escarpment Village, contain provisions requiring that we share the net profits from a sale of the project. The anchor tenant and Trammell Crow are each entitled to 10 percent of any net profit from a sale of Escarpment Village after we receive a 12 percent return on our investment. We are required to pay the anchor tenant its net profits interest upon a sale of the project, but no later than May 2007. We are required to pay Trammell Crow its net profits interest upon a sale of the project, but no later than May 2008. If the project is not sold prior to either payment deadline, then the net profits calculation will be made based upon a hypothetical sale at fair market value. As of September 30, 2006, we estimate the net profit payments will total $0.9 million. This amount was recorded in other assets and is being amortized over the tenant's lease term (20 years) as a reduction of rental income. The actual payment may vary from this amount and will be based on the sale price of Escarpment Village or the estimated fair value of Escarpment Village, as applicable.

Other Financial Results

Consolidated general and administrative expenses increased to $1.6 million in the third quarter of 2006 and $5.2 million in the first nine months of 2006, from $1.1 million in the 2005 quarter and $3.5 million in the 2005 nine-month period, primarily because of higher compensation costs, including stock-based compensation costs. On January 1, 2006, we adopted Statement of Financial Accounting Standards No. 123 (revised 2004), "Share-Based Payment." Stock-based compensation costs charged to general and administrative expenses totaled $0.1 million in the third quarter of 2006 quarter, $0.1 million in the third quarter of 2005, $0.6 million in the first nine months of 2006 and $0.2 million in the first nine months of 2005.

Table of Contents

DISCONTINUED OPERATIONS - 7000 WEST

In the fourth quarter of 2005, we committed to a plan to sell our office buildings at 7000 West. On March 27, 2006, our wholly owned subsidiary, Stratus 7000 West Joint Venture (7000 West JV), sold its two 70,000-square-foot office buildings at 7000 West William Cannon Drive (7000 West), known as the Lantana Corporate Center, to CarrAmerica Lantana, LP (CarrAmerica) for $22.3 million, resulting in a gain of $9.8 million ($7.3 million net of taxes or $1.00 per basic share and $0.95 per diluted share) in the first nine months of 2006. CarrAmerica paid us $10.6 million cash at closing and assumed the $11.7 million principal balance remaining under our 7000 West project loan from Teachers Insurance and Annuity Association of America (TIAA). In connection with CarrAmerica’s assumption of the loan, 7000 West JV entered into a First Modification Agreement with CarrAmerica and TIAA under which TIAA released 7000 West JV’s $3.5 million letter of credit issued by Comerica Bank that secured certain re-tenanting obligations and released 7000 West JV from all future obligations under the loan. In addition, TIAA released us from all future liabilities under its guaranty of 7000 West JV’s environmental representations and recourse obligations under the loan.

Upon completion of the sale of 7000 West, Stratus ceased all involvement with the 7000 West office buildings. The operations, assets and liabilities of 7000 West represented a component of our commercial leasing segment.

Our discontinued operations generated net income of $8.2 million, including a $7.8 million gain net of taxes on the sale, in the first quarter of 2006, and additional income taxes totaling $0.5 million in the second quarter of 2006 and $0.1 million in the third quarter of 2006 that reduced the gain on the sale. Net income from discontinued operations totaled $25,000 in the third quarter of 2005 and $0.2 million in the first nine months of 2005. We earned rental income of $0.9 million in the third quarter of 2005, $1.1 million in the first nine months of 2006 and $2.6 million in the first nine months of 2005 from the two fully leased office buildings at 7000 West.

CAPITAL RESOURCES AND LIQUIDITY

Comparison of Nine-Months 2006 and 2005 Cash Flows

Operating activities provided cash of $39.6 million during the first nine months of 2006 and $24.0 million during the first nine months of 2005, including cash provided by discontinued operations totaling $0.4 million during the 2006 period and $1.1 million during the 2005 period. Compared to the 2005 period, operating cash flows in the first nine months of 2006 improved primarily because of the increase in sales activities.

Cash used in investing activities before discontinued operations totaled $28.2 million during the first nine months of 2006, compared with $29.3 million during the 2005 period. Real estate development expenditures for the first nine months of 2006 and 2005 included development costs for properties in the Barton Creek, Lantana and Circle C communities. Commercial leasing expenditures for the first nine months of 2006 primarily related to the second building at 7500 Rialto Boulevard, which was completed in September 2006. Expenditures in the 2006 and 2005 nine-month periods were partly offset by Barton Creek Municipal Utility District (MUD) reimbursements of $1.3 million for the first nine months of 2006 and $0.6 million for the first nine months of 2005. The 2006 nine-month period included $10.0 million received from the March 2006 sale of 7000 West (see “Discontinued Operations - 7000 West”).

During the first nine months of 2006, our financing activities included $22.8 million received from a 30-year mortgage on Escarpment Village and net repayments of $15.7 million on our revolving line of credit and $24.6 million on our project construction loans, including repayments of $6.5 million on the 7500 Rialto Boulevard project loan and $2.9 million on the Deerfield loan and net repayments of $5.3 million on the Meridian project loan and $9.9 million on the Escarpment Village project loan. During the first nine months of 2005, our financing activities reflected $1.4 million of net borrowings under our revolving line of credit and $7.5 million of net borrowings from our project construction loans, including borrowings of $8.6 million from the Meridian project loan and $2.8 million from the Escarpment Village project loan, net repayments of $2.5 million on the Deerfield project loan and final payment of

$1.2 million on the Calera Court project

Table of Contents
loan. See “Credit Facility and Other Financing Arrangements” below for a discussion of our outstanding debt at September 30, 2006.

In 2001, our Board of Directors approved an open market share purchase program for up to 0.7 million shares of our common stock. During the first nine months of 2006, we purchased 22,051 shares for $0.5 million, a $24.59 per share average. A total of 470,565 shares remain available under this program. During the first nine months of 2005, we purchased 187,271 shares for $3.3 million, a $17.66 per share average, including a privately negotiated purchase of 125,316 shares from a former executive for $2.3 million, an $18.13 per share average. The transaction was based on market prices of our common stock. Our loan agreement with Comerica provides a limit of $6.5 million for common stock purchases after September 30, 2005. The timing of future purchases of our common stock is dependent on many factors including the price of our common shares, our cash flows and financial position, and general economic and market conditions.

Credit Facility and Other Financing Arrangements
At September 30, 2006, we had total debt of $32.8 million, including $0.3 million of current debt, compared to total debt of $50.3 million, including $0.2 million of current debt, at December 31, 2005. We used proceeds from the 7000 West and AMD sales to reduce debt in the first nine months of 2006. Our debt outstanding at September 30, 2006 consisted of the following:

- $22.8 million of borrowings under a 30-year mortgage with a 10-year balloon payment from TIAA; and

- $10.0 million of borrowings outstanding under two unsecured $5.0 million term loans, one of which will mature in January 2008 and the other in July 2008.

In June 2006, we entered into a 30-year, $22.8 million mortgage from TIAA and used the proceeds plus cash from operating activities to repay all of our outstanding project loans and to reduce borrowings under our credit facility. We had unrestricted cash and cash equivalents of $5.5 million at September 30, 2006.

In May 2006, we entered into a modification and extension agreement to extend the maturity and decrease the interest rate on our Comerica revolving credit facility. The maturity date was extended from May 30, 2007 to May 30, 2008 and interest accrues, at our option, at Comerica’s rate minus 0.8 percent or one-month London Interbank Offered Rate plus 1.95 percent, subject to a minimum annual rate of 5.0 percent. The available commitment of $45 million and other conditions and security remain unchanged.

Outlook
As discussed in “Risk Factors” located in our 2005 Form 10-K, our financial condition and results of operations are highly dependent upon market conditions in Austin. Our future operating cash flows and, ultimately, our ability to develop our properties and expand our business will be largely dependent on the level of our real estate sales. In turn, these sales will be significantly affected by future real estate market conditions in Austin, Texas, development costs, interest rate levels and regulatory issues including our land use and development entitlements. From 2001 through 2004, a downturn in the technology sector negatively affected the Austin real estate market, especially the high-end residential and commercial leasing markets; however, beginning in 2005, market conditions have improved.

Over the past several years, we have successfully worked cooperatively with the City to obtain approvals that allow the development of our properties to proceed in a timely manner while protecting the environment. We believe the desirable location and overall quality of our properties, in combination with the land use and development entitlements we have obtained, will command a premium over the value of other Austin-area properties.

Our long-term success will depend on our ability to maximize the value of our real estate through obtaining required approvals that permit us to develop and sell our properties in a timely manner at a reasonable cost. We must incur significant development expenditures and secure additional permits prior to the development and sale of certain properties. In addition, we continue to pursue additional development

Table of Contents

opportunities, and believe we can obtain bank financing for developing our properties at a reasonable cost.

NEW ACCOUNTING STANDARDS

Accounting for Stock-Based Compensation. As of September 30, 2006, we had three stock-based employee compensation plans and one stock-based director compensation plan. Prior to January 1, 2006, we accounted for options granted under all of our plans under the recognition and measurement principles of Accounting Principles Board (APB) Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations, as permitted by Statement of Financial Accounting Standards (SFAS) No. 123, "Accounting for Stock-Based Compensation." APB Opinion No. 25 required compensation cost for stock options to be recognized based on the difference on the date of grant, if any, between the quoted market price of the stock and the amount an employee must pay to acquire the stock (i.e., the intrinsic value). Because all the plans require that the option exercise price be at least the market price on the date of grant, we recognized no compensation cost on the grant or exercise of our employees' options through December 31, 2005. Other awards of restricted stock units under the plans did result in compensation costs being recognized in earnings based on the intrinsic value on the date of grant.

Effective January 1, 2006, we adopted the fair value recognition provisions of SFAS No. 123 (revised 2004), "Share-Based Payment" or "SFAS No. 123R," using the modified prospective transition method. Under that transition method, compensation cost recognized in 2006 includes: (a) compensation costs for all stock option awards granted to employees prior to, but not yet vested as of January 1, 2006, based on the grant-date fair value estimated in accordance with the original provisions of SFAS No. 123, and (b) compensation costs for all stock option awards granted subsequent to January 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of SFAS No. 123R. Other stock-based awards charged to expense under SFAS No. 123 (i.e., restricted stock units) continue to be charged to expense under SFAS No. 123R (see Note 2). Results for prior periods have not been restated.

As a result of adopting SFAS No. 123R on January 1, 2006, our net income for the three months ended September 30, 2006, was $0.1 million ($0.02 per basic and diluted share) lower, and our net income for the nine months ended September 30, 2006, was $0.6 million ($0.08 per basic and diluted share) lower than if we had continued to account for share-based compensation under APB Opinion No. 25.

Compensation cost charged against earnings for stock-based awards is shown below (in thousands). We capitalized $0.1 million of stock-based compensation costs to fixed assets in the third quarter of 2006 and $0.2 million in the first nine months of 2006 and none in the 2005 periods.

	Three Months Ended September 30, 2006	Three Months Ended September 30, 2005	Nine Months Ended September 30, 2006	Nine Months Ended September 30, 2005
Cost of sales	$ 71	$ -	$ 266	$ -
General and administrative expenses	144	93	628	239
Total stock-based compensation cost	$ 215	$ 93	$ 894	$ 239

Accounting for Uncertainty in Income Taxes. In June 2006, the Financial Accounting Standards Board issued Interpretation No. 48, "Accounting for Uncertainty in Income Taxes," (FIN 48). FIN 48 clarifies the accounting for income taxes by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. FIN 48 also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for the first fiscal year beginning after December 15, 2006. We are reviewing the provisions of FIN 48 and have not yet determined the impact of adoption.

23

Table of Contents

CAUTIONARY STATEMENT

Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements regarding proposed real estate sales and development activities at the Deerfield project, the Barton Creek community, the Circle C community and at Lantana; the proposed development of a mixed-use project in downtown Austin; future events related to financing and regulatory matters; the expected results of our business strategy; and other plans and objectives of management for future operations and activities. Important factors that could cause actual results to differ materially from our expectations include economic and business conditions, business opportunities that may be presented to and pursued by us, changes in laws or regulations and other factors, many of which are beyond our control, and other factors that are described in more detail under "Risk Factors" located in our 2005 Form 10-K.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.
There have been no significant changes in our market risks since the year ended December 31, 2005. For more information, please read the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2005.

Item 4. Controls and Procedures.
(a) Evaluation of disclosure controls and procedures. Our chief executive officer and chief financial officer, with the participation of management, have evaluated the effectiveness of our "disclosure controls and procedures" (as defined in Rules 13a-14(c) and 15d-14(c) under the Securities Exchange Act of 1934) as of the end of the period covered by this quarterly report on Form 10-Q. Based on their evaluation, they have concluded that our disclosure controls and procedures are effective in timely alerting them to material information relating to Stratus (including our consolidated subsidiaries) required to be disclosed in our periodic Securities and Exchange Commission filings.

(b) Changes in internal controls. There has been no change in our internal control over financial reporting that occurred during the third quarter that has materially affected, or is reasonably likely to materially affect our internal control over financial reporting.

PART II. - OTHER INFORMATION

Item 1. Legal Proceedings.
We may from time to time be involved in various legal proceedings of a character normally incident to the ordinary course of our business. We believe that potential liability from any of these pending or threatened proceedings will not have a material adverse effect on our financial condition or results of operations. We maintain liability insurance to cover some, but not all, potential liabilities normally incident to the ordinary course of our business as well as other insurance coverage customary in our business, with such coverage limits as management deems prudent.

Item 1A. Risk Factors.
There have been no material changes to our risk factors since the year ended December 31, 2005. For more information, please read Item 1A included in our Form 10-K for the year ended December 31, 2005.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.
The following table sets forth shares of our common stock we repurchased during the three-month period ended September 30, 2006.

Table of Contents

			Current Program[a]	
Period	Total Shares Purchased	Average Price Paid Per Share	Shares Purchased	Shares Available for Purchase
July 1 to 31, 2006	-	-	-	471,948
August 1 to 31, 2006	1,143	$27.00	1,143	470,805
September 1 to 30, 2006	240	26.91	240	470,565
Total	1,383	26.99	1,383	

a. In February 2001, our Board of Directors approved an open market share purchase program for up to 0.7 million shares of our common stock. The program does not have an expiration date. Our loan agreement with Comerica provides a limit of $6.5 million for common stock purchases after September 30, 2005.

Item 6. Exhibits.
The exhibits to this report are listed in the Exhibit Index beginning on page E-1 hereof.
Instruments with respect to other long-term debt of Stratus and its consolidated subsidiaries are omitted pursuant to Item 601(b)(4)(iii) of Regulation S-K since the total amount authorized under each such omitted instrument does not exceed 10 percent of the total assets of Stratus and its subsidiaries on a consolidated basis. Stratus hereby agrees to furnish a copy of any such instrument to the Securities and Exchange Commission upon request.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

STRATUS PROPERTIES INC.

By: /s/ John E. Baker

John E. Baker
Senior Vice President and
Chief Financial Officer
(authorized signatory and
Principal Financial Officer)

Date: November 9, 2006

Table of Contents

STRATUS PROPERTIES INC.
EXHIBIT INDEX

Exhibit Number	
3.1	Amended and Restated Certificate of Incorporation of Stratus. Incorporated by reference to Exhibit 3.1 to the Quarterly Report on Form 10-Q of Stratus for the quarter ended March 31, 2004 (Stratus' 2004 First Quarter Form 10-Q).
3.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Stratus, dated May 14, 1998. Incorporated by reference to Exhibit 3.2 to Stratus' 2004 First Quarter Form 10-Q.
3.3	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Stratus, dated May 25, 2001. Incorporated by reference to Exhibit 3.2 to the Annual Report on Form 10-K of Stratus for the fiscal year ended December 31, 2001 (Stratus' 2001 Form 10-K).
3.4	By-laws of Stratus, as amended as of February 11, 1999. Incorporated by reference to Exhibit 3.4 to Stratus' 2004 First Quarter Form 10-Q.
4.1	Rights Agreement dated as of May 16, 2002, between Stratus and Mellon Investor Services LLP, as Rights Agent, which includes the Certificates of Designation of Series C Participating Preferred Stock; the Forms of Rights Certificate Assignment, and Election to Purchase; and the Summary of Rights to Purchase Preferred Shares. Incorporated by reference to Exhibit 4.1 to Stratus' Registration Statement on Form 8-A dated May 22, 2002.
4.2	Amendment No. 1 to Rights Agreement between Stratus Properties Inc. and Mellon Investor Services LLC, as Rights Agent, dated as of November 7, 2003. Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of Stratus dated November 7, 2003.
10.1	Modification and Extension Agreement by and between Stratus Properties Inc., Stratus Properties Operating Co., L.P., Circle C Land, L.P., Austin 290 Properties, Inc., Calera Court, L.P., and Comerica Bank effective July 19, 2006. Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Stratus dated July 19, 2006.
10.2	Loan Agreement by and between Stratus Properties Inc., Stratus Properties Operating Co., L.P., Circle C Land, L.P., Austin 290 Properties, Inc., Calera Court, L.P., and Comerica Bank dated as of September 30, 2005. Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Stratus dated September 30, 2005.
10.3	Revolving Promissory Note by and between Stratus Properties Inc., Stratus Properties Operating Co., L.P., Circle C Land, L.P., Austin 290 Properties, Inc., Calera Court, L.P., and Comerica Bank dated as of September 30, 2005. Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of Stratus dated September 30, 2005.
10.4	

Loan Agreement dated December 28, 2000, by and between Stratus Properties Inc. and Holliday Fenoliglio Fowler, L.P., subsequently assigned to an affiliate of First American Asset Management. Incorporated by reference to Exhibit 10.20 to the Annual Report on Form 10-K of Stratus for the fiscal year ended December 31, 2000.

10.5 Loan Agreement dated June 14, 2001, by and between Stratus Properties Inc. and Holliday Fenoliglio Fowler, L.P., subsequently assigned to an affiliate of First American Asset Management. Incorporated by reference to Exhibit 10.20 to the Quarterly Report on Form 10-Q of Stratus for the quarter ended September 30, 2001.

Table of Contents

10.6 Construction Loan Agreement dated June 11, 2001, between 7500 Rialto Boulevard, L.P. and Comerica Bank-Texas. Incorporated by Reference to Exhibit 10.26 to Stratus' 2001 Form 10-K.

10.7 Modification Agreement dated January 31, 2003, by and between Lantana Office Properties I, L.P., formerly 7500 Rialto Boulevard, L.P., and Comerica Bank-Texas. Incorporated by reference to Exhibit 10.19 to the Quarterly Report on Form 10-Q of Stratus for the quarter ended March 31, 2003.

10.8 Second Modification Agreement dated as of December 29, 2003, to be effective as of January 31, 2004, by and between Lantana Office Properties I, L.P., a Texas limited partnership (formerly known as 7500 Rialto Boulevard, L.P.), as borrower, and Comerica Bank, as lender. Incorporated by reference to Exhibit 10.20 to the Annual Report on Form 10-K of Stratus for the fiscal year ended December 31, 2003 (Stratus' 2003 Form 10-K).

10.9 Guaranty Agreement dated June 11, 2001, by Stratus Properties Inc. in favor of Comerica Bank-Texas. Incorporated by Reference to Exhibit 10.27 to Stratus' 2001 Form 10-K.

10.10 Loan Agreement dated September 22, 2003, by and between Calera Court, L.P., as borrower, and Comerica Bank, as lender. Incorporated by reference to Exhibit 10.26 to the Quarterly Report on Form 10-Q of Stratus for the quarter ended September 30, 2003.

10.11 Development Agreement dated August 15, 2002, between Circle C Land Corp. and City of Austin. Incorporated by reference to Exhibit 10.18 to the Quarterly Report on Form 10-Q of Stratus for the quarter ended September 30, 2002.

10.12 First Modification Agreement dated March 27, 2006, by and between Stratus 7000 West Joint Venture, as Old Borrower, and CarrAmerica Lantana, LP, as New Borrower, and Teachers Insurance and Annuity Association of America, as Lender. Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Stratus dated March 27, 2006.

10.13 Agreement of Sale and Purchase dated November 23, 2005, by and between Stratus Properties Operating Co., L.P., as Seller, and Advanced Micro Devices, Inc., as Purchaser. Incorporated by reference to Exhibit 10.12 to the Quarterly Report on Form 10-Q of Stratus for the quarter ended March 31, 2006 (Stratus' 2006 First Quarter Form 10-Q).

10.14 First Amendment to Agreement of Sale and Purchase dated April 26, 2006, by and between Stratus Properties Operating Co., L.P., as Seller, and Advanced Micro Devices, Inc., as Purchaser. Incorporated by reference to Exhibit 10.13 to Stratus' 2006 First Quarter Form 10-Q.

10.15 Deed of Trust, Assignment of Leases and Rents, Security Agreement and Fixture Filing dated as of June 30, 2006, by and among Escarpment Village, L.P. and Teachers Insurance and Annuity Association of America. Incorporated by reference to Exhibit 10.15 to the Quarterly Report on Form 10-Q of Stratus for the quarter ended June 30, 2006 (Stratus' 2006 Second Quarter Form 10-Q).

10.16

Promissory Note dated as of June 30, 2006, by and between Escarpment Village, L.P. and Teachers Insurance and Annuity Association of America. Incorporated by reference to Exhibit 10.16 to Stratus' 2006 Second Quarter Form 10-Q.

Executive Compensation Plans and Arrangements (Exhibits 10.17 through 10.26)

10.17 Stratus' Performance Incentive Awards Program, as amended, effective February 11, 1999. Incorporated by reference to Exhibit 10.24 to Stratus' 2004 First Quarter Form 10-Q.

10.18 Stratus Stock Option Plan. Incorporated by reference to Exhibit 10.25 to Stratus' 2003 Form 10-K.

Table of Contents

10.19	Stratus 1996 Stock Option Plan for Non-Employee Directors. Incorporated by reference to Exhibit 10.22 to the Quarterly Report on Form 10-Q of Stratus for the quarter ended June 30, 2005 (Stratus' 2005 Second Quarter Form 10-Q).
10.20	Stratus Properties Inc. 1998 Stock Option Plan. Incorporated by reference to Exhibit 10.23 to Stratus' 2005 Second Quarter Form 10-Q.
10.21	Form of Notice of Grant of Nonqualified Stock Options and Limited Rights under the 1998 Stock Option Plan. Incorporated by reference to Exhibit 10.24 to Stratus' 2005 Second Quarter Form 10-Q.
10.22	Form of Restricted Stock Unit Agreement under the 1998 Stock Option Plan. Incorporated by reference to Exhibit 10.25 to Stratus' 2005 Second Quarter Form 10-Q.
10.23	Stratus Properties Inc. 2002 Stock Incentive Plan. Incorporated by reference to Exhibit 10.26 to Stratus' 2005 Second Quarter Form 10-Q.
10.24	Form of Notice of Grant of Nonqualified Stock Options and Limited Rights under the 2002 Stock Incentive Plan. Incorporated by reference to Exhibit 10.27 to Stratus' 2005 Second Quarter Form 10-Q.
10.25	Form of Restricted Stock Unit Agreement under the 2002 Stock Incentive Plan. Incorporated by reference to Exhibit 10.28 to Stratus' 2005 Second Quarter Form 10-Q.
10.26	Stratus Director Compensation. Incorporated by reference to Exhibit 10.20 to the Annual Report on Form 10-K of Stratus for the fiscal year ended December 31, 2005.
15.1	Letter from PricewaterhouseCoopers LLP regarding the unaudited interim financial statements.
31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a).
31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14(a)/15d-14(a).
32.1	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350.
32.2	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350.