

INCOME OPPORTUNITY REALTY INVESTORS INC /TX/

Form 10-Q

November 13, 2009

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**FORM 10-Q**

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

For the quarterly period ended September 30, 2009

or

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

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

Commission File Number 001-14784

**INCOME OPPORTUNITY REALTY INVESTORS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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Nevada  
(State or Other Jurisdiction of) 75-2615944  
(I.R.S. Employer)

Incorporation or Organization) Identification No.)  
1800 Valley View Lane, Suite 300, Dallas, Texas 75234

(Address of principal executive offices)

(Zip Code)

(469) 522-4200

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). \*

Yes  No

\* The registrant has not yet been phased into the interactive data requirements

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

Large accelerated filer  Accelerated filer

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of Common Stock, as of the latest practicable date.

|  |  |
|--|--|
| Common Stock, \$.01 par value<br>(Class) | 4,168,214<br>(Outstanding at November 6, 2009) |
|--|--|

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**INCOME OPPORTUNITY REALTY INVESTORS, INC.**

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**Table of Contents****PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****INCOME OPPORTUNITY REALTY INVESTORS, INC.****BALANCE SHEETS****(unaudited)**

|  | <b>September 30,<br/>2009</b>   | <b>December 31,<br/>2008</b> |
|--|---|------------------------------|
|  | <b>(dollars in thousands, except share and<br/>par value amounts)</b> |                              |
| <b>Assets</b>  |   |                              |
| Real estate, at cost   | \$ 29,504   | \$ 31,765                    |
| Less accumulated depreciation  | -   | (250)                        |
| Total real estate  | 29,504  | 31,515                       |
| Real estate held for sale at cost, net of depreciation (\$2,209 and \$2,063 for 2009 and 2008)                     | 5,375   | 5,427                        |
| Notes and interest receivable from related parties   | 38,971  | 41,432                       |
| Less allowance for doubtful accounts   | (1,826)   | (1,826)                      |
| Total notes and interest receivable  | 37,145  | 39,606                       |
| Cash and cash equivalents  | 108   | 52                           |
| Investments in unconsolidated subsidiaries and investees   | 74  | 74                           |
| Receivable and accrued interest from related parties   | 42,082  | 38,203                       |
| Other assets   | 3,363   | 676                          |
| Total assets   | \$ 117,651  | \$ 115,553                   |
| <b>Liabilities and Shareholders' Equity</b>  |   |                              |
| <b>Liabilities:</b>  |   |                              |
| Notes and interest payable   | \$ 37,440   | \$ 37,618                    |
| Liabilities related to assets held for sale  | 4,646   | 4,701                        |
| Accounts payable and other liabilities (including \$7 in 2009 and \$3 in 2008 from affiliated and related parties) | 5,944   | 2,460                        |
|  | 48,030  | 44,779                       |
| <b>Commitments and contingencies:</b>  |   |                              |
| <b>Shareholders' equity:</b>   |   |                              |
| Common Stock, \$.01 par value, authorized 10,000,000 shares; issued 4,173,675 shares in 2009 and 2008              | 42  | 42                           |
| Treasury Stock at cost   | (39)  | (39)                         |
| Paid-in capital  | 61,955  | 61,955                       |
| Retained earnings  | 7,663   | 8,816                        |
| Total shareholders' equity   | 69,621  | 70,774                       |

|                              |            |            |
|------------------------------|------------|------------|
| Total liabilities and equity | \$ 117,651 | \$ 115,553 |
|------------------------------|------------|------------|

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

**Table of Contents****INCOME OPPORTUNITY REALTY INVESTORS, INC****STATEMENTS OF OPERATIONS****(unaudited)**

|   | For the Three Months Ended<br>September 30, |         | For the Nine Months Ended<br>September 30, |         |
|---|---|---------|--|---------|
|   | 2009  | 2008    | 2009                                       | 2008    |
| <b>(dollars in thousands, except share and per share amounts)</b>   |   |         |  |         |
| <b>Revenues:</b>  |   |         |  |         |
| Rental and other property revenues (including \$68 and \$79 for the three months ended, \$200 and \$211 for the nine months ended 2009 and 2008 respectively from affiliates and related parties) | \$ 68                                       | \$ 115  | \$ 208                                     | \$ 247  |
| <b>Expenses:</b>  |   |         |  |         |
| Property operating expenses (including \$0 and \$0 for the three months ended, \$0 and \$6 for the nine months ended 2009 and 2008 respectively from affiliates and related parties)              | 65  | 22      | 148  | 328     |
| Depreciation and amortization   | -   | 12      | 40   | 36      |
| General and administrative (including \$8 and \$0 for the three months ended, \$8 and \$0 for the nine months ended 2009 and 2008 respectively from affiliates and related parties)               | 31  | 4       | 189  | 275     |
| Advisory fee to affiliates  | 213   | 218     | 660  | 667     |
| Total operating expenses  | 309   | 256     | 1,037                                      | 1,306   |
| Operating loss  | (241)                                       | (141)   | (829)                                      | (1,059) |
| <b>Other income (expense):</b>  |   |         |  |         |
| Interest income (including \$364 and \$455 for the three months ended \$1,115 and \$1,612 for the nine months ended 2009 and 2008 respectively from affiliates and related parties)               | 364   | 485     | 1,115                                      | 2,019   |
| Mortgage and loan interest  | (507)                                       | (575)   | (1,608)                                    | (2,395) |
| Gain on involuntary conversion  | -   | 7,434   | -  | 7,434   |
| Earnings from unconsolidated subsidiaries and investees   | -   | (2)     | -  | (434)   |
| Net income fee to affiliates  | -   | (1,055) | -  | (873)   |
| Total other income (expenses)   | (143)                                       | 6,287   | (493)                                      | 5,751   |
| Income (loss) before gain on land sales, non-controlling interest, and taxes  | (384)                                       | 6,146   | (1,322)                                    | 4,692   |
| Income (loss) from continuing operations before tax   | (384)                                       | 6,146   | (1,322)                                    | 4,692   |
| Income tax benefit (expense)  | (5)   | 86      | 66   | 7,538   |
| Net income (loss) from continuing operations  | (389)                                       | 6,232   | (1,256)                                    | 12,230  |
| <b>Discontinued operations:</b>   |   |         |  |         |
| Income (loss) from discontinued operations  | (15)  | 248     | 159  | (8,251) |
| Gain on sale of real estate from discontinued operations  | -   | -       | -  | 29,789  |

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|   |                 |                 |                   |                  |
|---|-----------------|-----------------|-------------------|------------------|
| Income tax benefit (expense) from discontinued operations | 5               | (87)            | (56)              | (7,538)          |
| <b>Net income (loss)</b>                                  | <b>(399)</b>    | <b>6,393</b>    | <b>(1,153)</b>    | <b>26,230</b>    |
| Preferred dividend requirement                            | -               | -               | -                 | -                |
| <b>Net income (loss) applicable to common shares</b>      | <b>\$ (399)</b> | <b>\$ 6,393</b> | <b>\$ (1,153)</b> | <b>\$ 26,230</b> |

### **Earnings per share - basic**

|  |                  |                |                  |                |
|--|------------------|----------------|------------------|----------------|
| Income (loss) from continuing operations             | \$ (0.09)        | \$ 1.50        | \$ (0.29)        | \$ 2.94        |
| Discontinued operations                              | -                | 0.04           | 0.02             | 3.36           |
| <b>Net income (loss) applicable to common shares</b> | <b>\$ (0.09)</b> | <b>\$ 1.54</b> | <b>\$ (0.27)</b> | <b>\$ 6.30</b> |

### **Earnings per share - diluted**

|  |                  |                |                  |                |
|--|------------------|----------------|------------------|----------------|
| Income (loss) from continuing operations             | \$ (0.09)        | \$ 1.50        | \$ (0.29)        | \$ 2.94        |
| Discontinued operations                              | -                | 0.04           | 0.02             | 3.36           |
| <b>Net income (loss) applicable to common shares</b> | <b>\$ (0.09)</b> | <b>\$ 1.54</b> | <b>\$ (0.27)</b> | <b>\$ 6.30</b> |

|  |           |           |           |           |
|--|-----------|-----------|-----------|-----------|
| Weighted average common share used in computing earnings per share         | 4,168,214 | 4,162,574 | 4,168,214 | 4,162,640 |
| Weighted average common share used in computing diluted earnings per share | 4,168,214 | 4,162,574 | 4,168,214 | 4,162,640 |

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

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**INCOME OPPORTUNITY REALTY INVESTORS, INC.**

**STATEMENT OF SHAREHOLDERS EQUITY**

**For the Nine Months Ended September 30, 2009**

**(unaudited)**

**(dollars in thousands)**

|                                    | <b>Total</b> | <b>Common Stock<br/>Shares</b> | <b>Common Stock<br/>Amount</b> | <b>Treasury<br/>Stock</b> | <b>Paid-in<br/>Capital</b> | <b>Retained<br/>Earnings</b> |
|------------------------------------|--------------|--------------------------------|--------------------------------|---------------------------|----------------------------|------------------------------|
| <b>Balance, December 31, 2008</b>  | \$ 70,774    | 4,173,675                      | \$ 42                          | \$ (39)                   | \$ 61,955                  | \$ 8,816                     |
| Net loss                           | (1,153)      | -                              | -                              | -                         | -                          | (1,153)                      |
| <b>Balance, September 30, 2009</b> | \$ 69,621    | 4,173,675                      | \$ 42                          | \$ (39)                   | \$ 61,955                  | \$ 7,663                     |

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

**Table of Contents****INCOME OPPORTUNITY REALTY INVESTORS, INC.****STATEMENTS OF CASH FLOWS****(unaudited)**

|   | <b>For the Nine Months Ended<br/>September 30,</b> |             |
|---|--|-------------|
|   | <b>2009</b>  | <b>2008</b> |
|   | <b>(dollars in thousands)</b>                      |             |
| <b>Cash Flow From Operating Activities:</b>   |  |             |
| Net income (loss) applicable to common shares   | \$ (1,153)   | \$ 26,230   |
| Adjustments to reconcile net loss applicable to common shares to net cash used in operating activities: |  |             |
| Depreciation and amortization   | 186  | 231         |
| Impairment of assets  | -  | 434         |
| Loss on non-controlling interest  | -  | (677)       |
| Gain on sale of income producing properties   | -  | (29,789)    |
| (Increase) decrease in assets:  |  |             |
| Accrued interest receivable   | 2,964  | (1,087)     |
| Other assets  | (2,651)  | 5,492       |
| Increase (decrease) in liabilities:   |  |             |
| Accrued interest payable  | 153  | 1,018       |
| Other liabilities   | 3,483  | 2,526       |
| Net cash provided by operating activities   | 2,982  | 4,378       |
| <b>Cash Flow From Investing Activities:</b>   |  |             |
| Proceeds from sales of income producing properties  | -  | 46,399      |
| Change in notes receivable  | (503)  | -           |
| Real estate improvements  | (94)   | -           |
| Proceeds from sales of land   | 1,972  | -           |
| Intercompany change   | (3,915)  | (24,463)    |
| Net cash provided by (used in) investing activities   | (2,540)  | 21,936      |
| <b>Cash Flow From Financing Activities:</b>   |  |             |
| Payments on maturing notes payable  | (386)  | (26,541)    |
| Stock buyback   | -  | (2)         |
| Net cash used in financing activities   | (386)  | (26,543)    |
| Net increase (decrease) in cash and cash equivalents  | 56   | (229)       |
| Cash and cash equivalents, beginning of period  | 52   | 267         |
| Cash and cash equivalents, end of period  | \$ 108   | \$ 38       |
| <b>Supplemental disclosures of cash flow information:</b>   |  |             |
| Cash paid for interest  | \$ 1,691   | \$ 4,631    |
| Cash paid for income taxes  | \$ 84  | \$ 16       |

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

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1. ORGANIZATION AND BASIS OF PRESENTATION**

Income Opportunity Realty Investors, Inc. ( IOT , We , Us , Our or the Company ) a Nevada corporation, is the successor to a California business trust organized on December 14, 1984. The Company invests in equity interests in real estate through acquisitions, leases and partnerships and in mortgage loans. The Company is headquartered in Dallas, Texas and its Common Stock trades on the American Stock Exchange under the symbol IOT.

Syntek West, Inc. ( SWI ), an affiliated entity, owned approximately 60.4% of the Company's outstanding stock until July 16, 2009.

On July 17, 2009, Transcontinental Realty Investors, Inc. ( TCI ), acquired from Syntek West, Inc., ( SWI ), 2,518,934 shares of common stock, par value \$0.01 per share of Income Opportunity Realty Investors, Inc. ( IOT ) at an aggregate price of \$17,884,431 (approximately \$7.10 per share), the full amount of which was paid by TCI through an assumption of an aggregate amount of indebtedness of \$17,884,431 on the outstanding balance owed by SWI to IOT. The 2,518,934 shares of IOT common stock acquired by TCI constituted approximately 60.4% of the issued and outstanding common stock of IOT. TCI has owned for several years an aggregate of 1,037,184 shares of common stock of IOT (approximately 25% of the issued and outstanding stock). After giving effect to the transaction on July 17, 2009, TCI owns an aggregate of 3,556,118 shares of IOT common stock which constitutes approximately 85.3% of the shares of common stock of IOT outstanding (which is a total of 4,168,214 shares). Shares of IOT are traded on the American Stock Exchange.

SWI served as the Company's external advisor until July 1, 2009. Effective July 1, 2009, the Advisory Agreement and the Cash Management Agreement with Syntek was terminated. IOT has engaged Prime Income Asset Management, LLC ( Prime ) as our External Advisor and Cash Manager under the substantially same terms as under the SWI Agreement. Prime also serves as an Advisor and Cash Manager to TCI and American Realty Investors, Inc. ( ARL ). We are an externally advised and managed real estate company. We have no employees.

**Properties**

At September 30, 2009, the Company owned or had owned interests in an office building, a shopping center, 18.59 acres of land held for future development, which includes a warehouse currently being used for storage and 184.72 acres of undeveloped land.

The accompanying interim financial statements are unaudited; however, the financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and in conjunction with the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all of the disclosures required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting solely of normal recurring matters) necessary for a fair statement of the financial statements for these interim periods have been included. The results of operations for the interim periods are not necessarily indicative of the results to be obtained for other interim periods or for the full fiscal year. The yearend consolidated balance sheet data was derived from audited financial statements, but does not include all disclosure required by accounting principles generally accepted in the United States of America. These financial statements should be read in conjunction with the Company's financial statements and notes thereto contained in the Company's Annual Report in the Company's Form 10-K for its fiscal year ended December 31, 2008.

Dollar amounts in tables are in thousands, except per share amounts.

Certain prior period amounts have been reclassified to conform to current period presentation and to reflect discontinued operations.

**Newly issued accounting standards**

In June 2009, the Financial Accounting Standards Board ( FASB ) issued Accounting Standard Update No. 2009-01 ( ASU No. 2009-01 ) was issued to amend topic Accounting Standard Codification 105 ( ASC 105 ) Generally Accepted Accounting Principles an amendment based on Statement of Financial Accounting Standard No. 168 the FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles . This amendment establishes the FASB Accounting Standards Codification ( Codification ) as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with GAAP. Rules and interpretive releases of the Securities and Exchange Commission (SEC) under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. The Codification is effective for interim and annual periods ending on or after September 15, 2009.

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On January 1, 2009, the FASB issued SFAS No. 160 now referred to as ASC 810 Consolidations . The statement is to establish accounting and reporting standards for the non-controlling interest in a subsidiary and for the deconsolidation of a subsidiary. This standard defines a non-controlling interest, previously called a minority interest, as the portion of equity in a subsidiary not

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attributable, directly or indirectly, to a parent. It requires, among other items, that a non-controlling interest be included in the consolidated statement of financial position within equity separate from the parent's equity; consolidated net income to be reported at amounts inclusive of both the parent's and non-controlling interest's shares and, separately, the amounts of consolidated net income attributable to the parent and non-controlling interest all on the consolidated statement of operations; and if a subsidiary is deconsolidated, any retained non-controlling equity investment in the former subsidiary be measured at fair value and a gain or loss be recognized in net income based on such fair value. The presentation and disclosure requirements were applied retrospectively. Other than the change in presentation of non-controlling interests, the adoption had no impact on the Financial Statements.

In April 2009, the FASB issued FSP FAS No. 157-4 now referred to as ASC 820 Fair Value Measurements and Disclosures, which provides additional guidance for applying the provisions that define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants under current market conditions. It requires an evaluation of whether there has been a significant decrease in the volume and level of activity for the asset or liability in relation to normal market activity for the asset or liability. If there has been a change, transactions or quoted prices may not be indicative of fair value and a significant adjustment may need to be made to those prices to estimate fair value. Additionally, an entity must consider whether the observed transaction was orderly (that is, not distressed or forced). If the transaction was orderly, the obtained price can be considered a relevant observable input for determining fair value. If the transaction is not orderly, other valuation techniques must be used when estimating fair value. It was applied prospectively for interim periods ending after June 15, 2009.

In April 2009, the FASB issued FSP FAS No 107-1 and Accounting Principles Board (APB) No. 28-1 now referred to as ASC 825-10-50 Disclosure about Fair Value of Financial Instruments. It required disclosures about fair value of financial instruments in interim financial statements, in addition to the annual financial statements as already required and will be required for interim periods ending after June 15, 2009. The application of this standard will not have a material impact on our financial statements.

In April 2009, the FASB issued FSP FAS No. 115-2 and FAS No. 124-2 Recognition and Presentation of Other-Than-Temporary Impairments. The standard establishes a different other-than-temporary impairment indicator for debt securities than previously prescribed. If it is more likely than not that an impaired security will be sold before the recovery of its cost basis, either due to the investor's intent to sell or because it will be required to sell the security, the entire impairment is recognized in earnings. Otherwise, only the portion of the impaired debt security related to estimated credit losses is recognized in earnings, while the remainder of the impairment is recorded in other comprehensive income and recognized over the remaining life of the debt security. In addition, the standard expands the presentation and disclosure requirements for other-than-temporary-impairments for both debt and equity securities. It was applied prospectively for interim periods ending after June 15, 2009.

In May 2009, the FASB issued SFAS No. 165 now referred to as ASC 855 Subsequent Events, which establishes general standards of accounting and disclosure of events that occur after the balance sheet date but before the financial statements are issued or available to be issued. It was applied prospectively for interim periods ending after June 15, 2009.

In June 2009, the FASB issued SFAS No. 166 Accounting for Transfers of Financial Assets - an amendment of FASB Statement No. 140, to improve the relevance, representational faithfulness and comparability of the information that a reporting entity provides in its financial statements about a transfer of financial assets; the effects of a transfer on its financial position, financial performance and cash flows and a transferor's continuing involvement, if any, in transferred financial assets. This Statement must be applied as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009. Additionally, on and after the effective date, the concept of a qualified special-purpose entity is no longer relevant for accounting purposes.

**NOTE 2. REAL ESTATE ACTIVITY**

The highlight of our significant real estate transactions for the nine months ended September 30, 2009 are listed below.

In September 2009, we sold 15.06 acres of Travelers land, located in Farmers Branch, Texas for a sales price of \$6.9 million. We received \$6.9 million in cash. In addition, we recorded a deferred gain on sale of \$4.9 million on the property sold to a related party. A gain will be recognized when the property is sold to a third party.

**NOTE 3. DISCONTINUED OPERATIONS**

The Company applies the provisions of SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. SFAS No. 144 requires that long-lived assets that are to be disposed of by sale be measured at the lesser of (1) book value or (2) fair value less cost to sell. In addition, it requires that one accounting model be used for long-lived assets to be disposed of by sale and broadens the presentation of

discontinued operations to include more disposal transactions.

Income from discontinued operations includes seven properties that were sold in 2008. There was also a commercial building and shopping center held for sale as of September 30, 2009. The discontinued operations for the three and nine months ended 2008 includes the gain on sale of the properties previously sold. The following table summarizes income from discontinued operations (dollars in thousands).

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|   | For the Three Months Ended September 30, |        | For the Nine Months Ended September 30, |           |
|---|--|--------|---|-----------|
|   | 2009                                     | 2008   | 2009                                    | 2008      |
| <b>Revenue</b>  |  |        |   |           |
| Rental  | \$ 244                                   | \$ 221 | \$ 878                                  | \$ 1,700  |
| Property operations   | 130                                      | 549    | 300                                     | 1,860     |
|   | 114                                      | (328)  | 578                                     | (160)     |
| <b>Expenses</b>   |  |        |   |           |
| Interest  | (77)                                     | (65)   | (262)                                   | (2,804)   |
| General and administration  | (2)                                      | -      | (11)                                    | (871)     |
| Depreciation  | (50)                                     | (46)   | (146)                                   | (194)     |
|   | (129)                                    | (111)  | (419)                                   | (3,869)   |
| Net income (loss) from discontinued operations before gains on sale of real estate, taxes, and fees | (15)                                     | (439)  | 159                                     | (4,029)   |
| Gain on sale of discontinued operations   | -  | -      | -                                       | 29,789    |
| Net income or sales fee to affiliate  | -  | 687    | -                                       | (4,222)   |
| Income (loss) from discontinued operations before tax   | (15)                                     | 248    | 159                                     | 21,538    |
| Tax benefit (expense)   | 5  | (87)   | (56)                                    | (7,538)   |
| Income (loss) from discontinued operations  | \$ (10)                                  | \$ 161 | \$ 103                                  | \$ 14,000 |

The Company's application of SFAS No. 144 results in the presentation of the net operating results of these qualifying properties sold or held for sale as of September 30, 2009 as income from discontinued operations. The application of SFAS No. 144 does not have an impact on net income available to common shareholders. SFAS No. 144 only impacts the presentation of these properties within the Consolidated Statements of Operation.

**NOTE 4. NOTES AND INTEREST RECEIVABLE AFFILIATED**

The notes receivable consists of twelve notes aggregating \$39.0 million, including accrued interest. The notes accrue interest ranging from Prime + 2% to 12.00% with maturity dates ranging from December 2009 to September 2014. The notes are primarily excess cash flow notes. The allowance on the notes was a purchase allowance that was netted against the notes when acquired (dollars in thousands).

| Borrower   | Maturity | Principal Balance | Interest Rate |
|--|----------|-------------------|---------------|
| Housing for Seniors of Humble, LLC   | 12/27/09 | \$ 2,000          | 11.50%        |
| Housing for Seniors of Humble, LLC   | 12/27/09 | 6,363             | 11.50%        |
| Unified Housing Foundation, Inc. (Marquis at VR)   | 12/10/13 | 2,805             | 12.00%        |
| Unified Housing Foundation, Inc. (Echo Station)  | 12/26/13 | 1,872             | 12.00%        |
| Unified Housing Foundation, Inc. (Cliffs of El Dorado)                                     | 09/15/10 | 2,990             | 10.00%        |
| Unified Housing Foundation, Inc. (Timbers of Terrell)                                      | 12/18/13 | 1,416             | 12.00%        |
| Unified Housing Foundation, Inc. (Tivoli)  | 12/31/13 | 1,826             | 12.00%        |
| Unified Housing Foundation, Inc. (Parkside Crossing)                                       | 12/29/13 | 2,172             | 12.00%        |
| Unified Housing Foundation, Inc. (Sendero Ridge)   | 12/31/13 | 5,227             | 12.00%        |
| Unified Housing Foundation, Inc. (Limestone Ranch)   | 12/29/13 | 2,320             | 12.00%        |
| Unified Housing Foundation, Inc. (Limestone Canyon)  | 12/19/13 | 3,080             | 12.00%        |
| Centura Land Mortgage (due from Transcontinental Realty Investors, Inc. - a related party) | 09/18/14 | 6,900             | Prime + 2.00% |
| Less: purchase allowance   |          | (1,826)           |               |

\$ 37,145

**NOTE 5. NOTES AND INTEREST PAYABLE**

The following table lists the mortgage notes payable as of September 30, 2009 (dollars in thousands):

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| Project          | Maturity                | Principal<br>Balance    |
|------------------|-------------------------|-------------------------|
| 2010 Valley View | 05/22/12                | \$ 2,030 <sup>(1)</sup> |
| Centura Land     | 09/18/14                | 6,900                   |
| Eagle Crest      | 11/01/11                | 2,393                   |
| Parkway Center   | 06/01/36                | 2,616 <sup>(1)</sup>    |
| Travelers Land   | 08/10/09 <sup>(3)</sup> | 27,994 <sup>(2)</sup>   |
| Accrued interest |                         | 153                     |
|                  |                         | \$ 42,086               |

<sup>(1)</sup> Held for sale as of September 30, 2009.

<sup>(2)</sup> This mortgage note represents the allocation of a note with an aggregate outstanding balance of \$36.5 million as of September 30, 2009. The remaining balance of this note of \$8.5 million is held on the books of TCI, an affiliated entity. As a joint grantor of the mortgage loan, we have joint and several liability of the obligations and liabilities of the loan in its entirety, which include but are not limited to payment of all unpaid and accrued interest and principal for the entire outstanding loan balance.

<sup>(3)</sup> Renegotiating loan

**NOTE 6. ADVISORY AGREEMENT**

The Company had an Advisory Agreement with Syntek West, Inc. ( SWI ) until July 1, 2009. Effective July 1, 2009, the agreement with Syntek was terminated and an advisory agreement was entered into with Prime on substantially the same terms as the agreement with Syntek. The Advisor is responsible for the Company's day-to-day operations. The Advisor must formulate and submit to IOT's Board of Directors for approval an annual budget and business plan containing a twelve-month forecast of operations and cash flow with a general plan for asset sales and purchases, borrowing activity and other investments. The Advisor reports to the Board quarterly on IOT's performance against the business plan. The Advisory Agreement further placed The Advisor in a fiduciary relationship to IOT's stockholders and contains a broad standard governing the Advisor's liability for any losses incurred by IOT.

The Advisor receives, as compensation for its management and advice, monthly advisory fees based on 0.0625% of IOT's assets annually as well as specific fees for assisting IOT in obtaining financing and completing acquisitions. If IOT's operating expenses exceed limits specified in the Advisory Agreement, The Advisor is obligated to refund a portion of the advisory fees. The Advisor also receives a net income fee calculated as 7.50% of IOT's net income.

The Company and SWI entered into a Cash Management Agreement to further define the administration of the Company's day-to-day investment operations, relationship contacts, flow of funds and deposit and borrowing of funds. Effective July 1, 2009, the Advisory Agreement and the Cash Management Agreement with Syntek was terminated. IOT has engaged Prime as Cash Manager under the substantially same terms as under the SWI Agreement. Under the Cash Management Agreement, all funds of the Company are delivered to the Cash Manager which has a deposit liability to the Company and is responsible for investment of all excess funds, which earn interest at the *Wall Street Journal* Prime rate plus one percent per annum, set quarterly on the first day of each calendar quarter. Borrowings for the benefit of the Company bear the same interest rate. The Cash Management Agreement and the Advisory Agreement are automatically renewed each year unless terminated by either party.

Prime also serves as an advisor and cash manager to TCI and ARL.

Revenues, fees, interest on cash advances and cost reimbursements to SWI and Prime (dollars in thousands):

|              | For the Nine Months Ended<br>September 30, |        |
|--------------|--|--------|
|              | 2009                                       | 2008   |
| Advisory fee | \$ 660                                     | \$ 667 |

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|                                  |          |          |
|----------------------------------|----------|----------|
| Net sales fee                    | -        | 3,100    |
| Net income fee                   | -        | 1,995    |
| Cost Reimbursements              | 8        | -        |
| Income on cash advances from IOT | (853)    | (1,800)  |
|                                  | \$ (185) | \$ 3,962 |

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**Table of Contents****NOTE 7. RECEIVABLE FROM AND PAYABLE TO AFFILIATES**

From time to time, IOT and its affiliates and related parties have made unsecured advances to each other which include transactions involving the purchase, sale, and financing of property. In addition, we have a cash management agreement with our advisor. The agreement provides for excess cash to be invested in and managed by our cash management advisor, Prime, as of July 1, 2009, an affiliated entity. The table below reflects the various transactions between affiliates (dollars in thousands).

|                             | SWI       | TCI       | IHPI      | Prime    | Total     |
|-----------------------------|-----------|-----------|-----------|----------|-----------|
| Balance, December 31, 2008  | \$ 35,704 | \$ 2,499  | \$ -      | \$ -     | \$ 38,203 |
| Cash receipts               | (796)     | -         | -         | (419)    | (1,215)   |
| Cash payments               | 131       | -         | -         | 1,274    | 1,405     |
| Other additions             | 1,531     | 200       | -         | 8,855    | 10,586    |
| Other repayments            | (4,198)   | (2,699)   | -         | -        | (6,897)   |
| Note receivable             | (32,372)  | 17,884    | 14,488    | -        | -         |
| Balance, September 30, 2009 | \$ -      | \$ 17,884 | \$ 14,488 | \$ 9,710 | \$ 42,082 |

**NOTE 8. OPERATING SEGMENTS**

The Company's segments are based on the Company's method of internal reporting which classifies its operations by property type. The Company's segments are commercial, apartments, land and other. Significant differences between and among the accounting policies of the operating segments as compared to the Consolidated Financial Statements principally involve the calculation and allocation of administrative expenses. Management evaluates the performance of each of the operating segments and allocates resources to them based on their operating income and cash flow. There are no intersegment revenues and expenses and IOT conducted all of its business within the United States. Presented below is operating segment information for the three and nine months ended September 30, 2009 and 2008 (dollars in thousands):

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| For the Three Months Ended September 30, 2009 | Commercial |            |          |        | Total    |
|---|------------|------------|----------|--------|----------|
|   | Properites | Apartments | Land     | Other  |          |
| Operating revenue                             | \$ -       | \$ -       | \$ 68    | \$ -   | \$ 68    |
| Operating expenses                            | -          | -          | 50       | 15     | 65       |
| Depreciation and amortization                 | -          | -          | -        | -      | -        |
| Mortgage and loan interest                    | -          | -          | 507      | -      | 507      |
| Interest income                               | -          | -          | -        | 364    | 364      |
| Gain on land sales                            | -          | -          | -        | -      | -        |
| Segment operating income (loss)               | \$ -       | \$ -       | \$ (503) | \$ 363 | \$ (140) |
| Capital expenditures                          | -          | -          | -        | -      | -        |
| Assets  | -          | -          | 29,504   | -      | 29,504   |

**Property Sales**

|                                |      |      |          |      |          |
|--------------------------------|------|------|----------|------|----------|
| Sales price                    | \$ - | \$ - | \$ 6,891 | \$ - | \$ 6,891 |
| Cost of sale                   | -    | -    | 1,972    | -    | 1,972    |
| Deferred current gain          | -    | -    | 4,919    | -    | 4,919    |
| Recognized prior deferred gain | -    | -    | -        | -    | -        |
| Gain on sale                   | \$ - | \$ - | \$ -     | \$ - | \$ -     |

| For the Three Months Ended September 30, 2008 | Commercial |            |          |        | Total  |
|---|------------|------------|----------|--------|--------|
|   | Properites | Apartments | Land     | Other  |        |
| Operating revenue                             | \$ -       | \$ -       | \$ 86    | \$ 29  | \$ 115 |
| Operating expenses                            | -          | -          | 25       | (3)    | 22     |
| Depreciation and amortization                 | -          | -          | 12       | -      | 12     |
| Mortgage and loan interest                    | -          | -          | 557      | 18     | 575    |
| Interest income                               | -          | -          | -        | 485    | 485    |
| Gain on land sales                            | -          | -          | -        | -      | -      |
| Segment operating income (loss)               | \$ -       | \$ -       | \$ (508) | \$ 499 | \$ (9) |
| Capital expenditures                          | -          | -          | -        | -      | -      |
| Assets  | -          | -          | 37,082   | -      | 37,082 |

**Property Sales**

|                                |      |      |      |      |      |
|--------------------------------|------|------|------|------|------|
| Sales price                    | \$ - | \$ - | \$ - | \$ - | \$ - |
| Cost of sale                   | -    | -    | -    | -    | -    |
| Deferred current gain          | -    | -    | -    | -    | -    |
| Recognized prior deferred gain | -    | -    | -    | -    | -    |
| Gain on sale                   | \$ - | \$ - | \$ - | \$ - | \$ - |

The tables below reconcile the segment information to the corresponding amounts in the Consolidated Statements of Operations:

|  | For the Three Months Ended |         |
|--|----------------------------|---------|
|  | Sep-09                     | Sep-08  |
| Segment operating loss                       | \$ (140)                   | \$ (9)  |
| Other non- segment items of income (expense) |                            |         |
| General and administrative                   | (31)                       | (4)     |
| Gain on involuntary coversion                | -                          | 7,434   |
| Equity in income of investee                 | -                          | (2)     |
| Advisory fee                                 | (213)                      | (218)   |
| Net income fee to affiliate                  | -                          | (1,055) |
| Deferred tax benefit (expense)               | (5)                        | 86      |

|  |    |       |    |       |
|--|----|-------|----|-------|
| Income (loss) from continuing operations | \$ | (389) | \$ | 6,232 |
|--|----|-------|----|-------|

**SEGMENT ASSET RECONCILIATION TO TOTAL ASSETS**

|   | <b>For the Three Months Ended</b> |                   |
|---|-----------------------------------|-------------------|
|   | <b>Sep-09</b>                     | <b>Sep-08</b>     |
| Segment assets                          | \$ 29,504                         | \$ 37,082         |
| Investments in real estate partnerships | 74                                | 98                |
| Other assets and receivables            | 82,698                            | 81,681            |
| Assets held for sale                    | 5,375                             | -                 |
| <b>Total assets</b>                     | <b>\$ 117,651</b>                 | <b>\$ 118,861</b> |

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| For the Nine Months Ended September 30, 2009 | Commercial |            |            |          | Total    |
|--|------------|------------|------------|----------|----------|
|  | Properites | Apartments | Land       | Other    |          |
| Operating revenue                            | \$ -       | \$ -       | \$ 208     | \$ -     | \$ 208   |
| Operating expenses                           | -          | -          | 139        | 9        | 148      |
| Depreciation and amortization                | -          | -          | 40         | -        | 40       |
| Mortgage and loan interest                   | -          | -          | 1,608      | -        | 1,608    |
| Interest income                              | -          | -          | -          | 1,115    | 1,115    |
| Gain on land sales                           | -          | -          | -          | -        | -        |
| Segment operating income (loss)              | \$ -       | \$ -       | \$ (1,579) | \$ 1,106 | \$ (473) |
| Capital expenditures                         | -          | -          | -          | -        | -        |
| Assets                                       | -          | -          | 29,504     | -        | 29,504   |

**Property Sales**

|                                |      |      |          |      |          |
|--------------------------------|------|------|----------|------|----------|
| Sales price                    | \$ - | \$ - | \$ 6,891 | \$ - | \$ 6,891 |
| Cost of sale                   | -    | -    | 1,972    | -    | 1,972    |
| Deferred current gain          | -    | -    | 4,919    | -    | 4,919    |
| Recognized prior deferred gain | -    | -    | -        | -    | -        |
| Gain on sale                   | \$ - | \$ - | \$ -     | \$ - | \$ -     |

| For the Nine Months Ended September 30, 2008 | Commercial |            |            |          | Total    |
|--|------------|------------|------------|----------|----------|
|  | Properites | Apartments | Land       | Other    |          |
| Operating revenue                            | \$ -       | \$ -       | \$ 218     | \$ 29    | \$ 247   |
| Operating expenses                           | -          | -          | 328        | -        | 328      |
| Depreciation and amortization                | -          | -          | 36         | -        | 36       |
| Mortgage and loan interest                   | -          | -          | 2,395      | -        | 2,395    |
| Interest income                              | -          | -          | -          | 2,019    | 2,019    |
| Gain on land sales                           | -          | -          | -          | -        | -        |
| Segment operating income (loss)              | \$ -       | \$ -       | \$ (2,541) | \$ 2,048 | \$ (493) |
| Capital expenditures                         | -          | -          | -          | -        | -        |
| Assets                                       | -          | -          | 37,082     | -        | 37,082   |

**Property Sales**

|                                |      |           |      |      |           |
|--------------------------------|------|-----------|------|------|-----------|
| Sales price                    | \$ - | \$ 49,563 | \$ - | \$ - | \$ 49,563 |
| Cost of sale                   | -    | 19,774    | -    | -    | 19,774    |
| Deferred current gain          | -    | -         | -    | -    | -         |
| Recognized prior deferred gain | -    | -         | -    | -    | -         |
| Gain on sale                   | \$ - | \$ 29,789 | \$ - | \$ - | \$ 29,789 |

The tables below reconcile the segment information to the corresponding amounts in the Consolidated Statements of Operations:

|  | For the Nine Months Ended |          |
|--|---------------------------|----------|
|  | Sep-09                    | Sep-08   |
| Segment operating loss                       | \$ (473)                  | \$ (493) |
| Other non- segment items of income (expense) |                           |          |
| General and administrative                   | (189)                     | (275)    |
| Gain on involuntary conversion               | -                         | 7,434    |
| Equity in income of investee                 | -                         | (434)    |
| Advisory fee                                 | (660)                     | (667)    |
| Net income fee to affiliate                  | -                         | (873)    |
| Deferred tax benefit                         | 66                        | 7,538    |

|  |            |           |
|--|------------|-----------|
| Income (loss) from continuing operations | \$ (1,256) | \$ 12,230 |
|--|------------|-----------|

**SEGMENT ASSET RECONCILIATION TO TOTAL ASSETS**

|   | <b>For the Nine Months Ended</b> |                   |
|---|----------------------------------|-------------------|
|   | <b>Sep-09</b>                    | <b>Sep-08</b>     |
| Segment assets                          | \$ 29,504                        | \$ 37,082         |
| Investments in real estate partnerships | 74                               | 98                |
| Other assets and receivables            | 82,698                           | 81,681            |
| Assets held for sale                    | 5,375                            | -                 |
| <b>Total assets</b>                     | <b>\$ 117,651</b>                | <b>\$ 118,861</b> |

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### **NOTE 9. RELATED PARTY TRANSACTIONS**

We have historically engaged in and will continue to engage in certain business transactions with related parties, including but not limited to asset acquisitions and dispositions. Transactions involving related parties cannot be presumed to be carried out on an arm's length basis due to the absence of free market forces that naturally exist in business dealings between two or more unrelated entities. Related party transactions may not always be favorable to our business and may include terms, conditions and agreements that are not necessarily beneficial to or in the best interests of our company.

### **NOTE 10. COMMITMENTS AND CONTINGENCIES**

**Litigation.** IOT is involved in various lawsuits arising in the ordinary course of business. Management is of the opinion that the outcome of these lawsuits will have no material impact on the Company's financial condition, results of operations or liquidity.

### **NOTE 11. SUBSEQUENT EVENTS**

On October 20, 2009, we sold the 2010 Valley View Office building; a 40,666 square foot facility located in Farmers Branch, Texas for a sales price of \$3.2 million and recorded a deferred gain of \$0.8 million. We also sold the Parkway Centre building; a 28,374 square foot facility located in Dallas, Texas for a sales price of \$4.0 million and recorded a deferred gain of \$0.6 million due to being sold to a related party.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### ***WARNING CONCERNING FORWARD-LOOKING STATEMENTS***

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

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

Some of the risks and uncertainties that may cause our actual results, performance, or achievements to differ materially from those expressed or implied by forward-looking statements include, among others, the factors listed and described in Part I Item 1A Risk Factors in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, which investors should review.

Other sections of this report may also include suggested factors that could adversely affect our business and financial performance. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time and it is not possible for management to predict all such matters; nor can we assess the impact of all such matters on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Given these uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results. Investors should also refer to our quarterly reports on Form 10-Q for future periods and current reports on Form 8-K as we file them with the Securities and Exchange Commission (SEC) and to other materials we may furnish to the public from time to time through Forms 8-K or otherwise.

### **Overview**

IOT invests in equity interests in real estate through acquisitions, leases, partnerships and in mortgage loans. IOT is the successor to a California business trust organized on December 14, 1984, which commenced operations on April 10, 1985.

**Critical Accounting Policies**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America,

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

### **Real Estate Held for Investment**

Real estate held for investment is carried at cost. Statement of Financial Accounting Standards No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. ( SFAS No. 144 ), requires that a property be considered impaired if the sum of the expected future cash flows (undiscounted and without interest charges) is less than the carrying amount of the property. If impairment exists, an impairment loss is recognized, by a charge against earnings, equal to the amount by which the carrying amount of the property exceeds the fair value less cost to sell the property. If impairment of a property is recognized, the carrying amount of the property is reduced by the amount of the impairment, and a new cost for the property is established. Such new cost is depreciated over the property's remaining useful life. Depreciation is provided by the straight-line method over estimated useful lives, which ranges from the life of the lease to 40 years.

We review the carrying values of our properties at least annually or whenever events or a change in circumstances indicate that impairment may exist. Impairment is considered to exist if in the case of a property, the future cash flow from the property (undiscounted and without interest) is less than the carrying amount of the property. If impairment is found to exist, a provision for loss is recorded by a charge against earnings. The property review generally includes selective property inspections, discussions with the manager of the property, visits to selected properties in the area and a review of the following: (1) the property's current rents compared to market rents, (2) the property's expenses, (3) the property's maintenance requirements, and (4) the property's cash flows.

### **Real Estate Held-for-Sale**

Foreclosed real estate is initially recorded at new cost, defined as the lower of original cost or fair value minus estimated costs of sale. SFAS No. 144 also requires that properties held-for-sale be reported at the lower of carrying amount or fair value less costs of sale. If a reduction in a held-for-sale property's carrying amount to fair value less costs of sale is required, a provision for loss is recognized by a charge against earnings. Subsequent revisions, either upward or downward, to a held-for-sale property's estimated fair value less costs of sale are recorded as an adjustment to the property's carrying amount, but not in excess of the property's carrying amount when originally classified as held-for-sale. In addition, a corresponding charge against or credit to earnings is recognized. Properties held for sale are not depreciated.

### **Investments in Equity Investees**

IOT may be considered to have the ability to exercise significant influence over the operating and investment policies of certain of its investees. Those investees are accounted for using the equity method. Under the equity method, an initial investment, recorded at cost, is increased by a proportionate share of the investee's operating income and any additional investment and decreased by a proportionate share of the investee's operating losses and distributions received.

### **Recognition of Rental Income**

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

### **Revenue Recognition on the Sale of Real Estate**

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

**Interest Recognition on Notes Receivable**

Interest income is accrued when due, except for cash flow notes. With respect to cash flow notes, accrued but unpaid interest income is only recognized to the extent that cash is received.

**Table of Contents****Allowance for Estimated Losses**

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

**Liquidity and Capital Resources****General**

Our principal liquidity needs are:

meeting debt service requirements including balloon payments;

funding normal recurring expenses;

funding capital expenditures; and

funding new property acquisitions.

Our primary source of cash is from the refinancing of existing mortgages, rents, receivables, and sale of assets. We will refinance debt obligations as they become due and generate excess cash from operations and sale of properties. However, if refinancing and excess cash from operations does not prove to be sufficient to satisfy all our obligations as they mature, we may sell income-producing real estate, refinance real estate, and incur additional borrowings secured by real estate to meet our cash requirements.

**Cash flow summary**

The following summary discussion of our cash flows is based on the consolidated statement of cash flows from Item 1 Financial Statements and is not meant to be an all inclusive discussion of the changes in our cash flows for the periods presented. The changes in our cash flows are shown below (dollars in thousands):

|   | 2009    | 2008     | Variance |
|---|---------|----------|----------|
| Net cash provided by operating activities           | 2,982   | 4,378    | (1,396)  |
| Net cash provided by (used in) investing activities | (2,540) | 21,936   | (24,476) |
| Net cash used in financing activities               | (386)   | (26,543) | 26,157   |

The variance in the operating cash is primarily due the additional cash used for both continued and discontinued operations in the prior period. In the prior period, we had total of ten income producing properties, and there were non-continuing costs incurred prior to the sale of the properties.

The variance in investing cash is due to fewer proceeds from sales in the current period. In addition, we withdrew cash previously invested with our advisor. In the prior period, we had cash from investing activities due to the sale of seven apartment complexes, and current period includes one land sale, offset by investing a portion of the proceeds with our advisor.

The variance in financing cash was due to prior period pay down on notes. In the prior period, we paid off the mortgages secured by the apartments with the cash received from the sale of the Midland/Odessa properties. In the current period, the pay down on debt is due to monthly recurring debt payments.

We did not pay quarterly dividends in 2009 or 2008.

**Results of Operations**

Our current operations consist of 18.59 acres of land which includes a warehouse currently being used as storage. Our discontinued operations consist of seven apartment complexes sold in 2008, an office building and a shopping center held for sale during or subsequent to the quarter ended September 30, 2009.

The discussion below is not a line by line explanation of the variances within the classifications of our income and expense items. Instead, we have focused on significant fluctuations within our operations that we feel are relevant to obtain an overall understanding of the change in income applicable to common shares. This discussion should be read in conjunction with our Consolidated Statements of Operations as presented in Part I, Item 1 of this 10-Q.

We reported a net loss applicable to common shares of (\$1.2) million or (\$0.27) per diluted earnings per share for the nine months ended September 30, 2009, as compared to a net income of \$26.2 million or \$6.30 per diluted earnings per share which includes a \$29.8 million gain on sale from discontinued operations before tax expense for the same period ended 2008. Our net loss applicable to common shares for the three months ended September 30, 2009 was (\$399,000) or (\$.09) per diluted earnings per shares as compared

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to a net income of \$6.4 million or \$1.54 diluted earnings per share for the same period ended 2008.

**Results of operations for the three months ended September 30, 2009 as compared to the same period ended 2008****Revenues**

Rental and other property revenues decreased \$47,000 due to an \$18,000 decrease within our storage property and in other miscellaneous income fees in 2008 of \$29,000.

**Operating Expenses**

Property operating expenses increased by \$43,000 as compared to the same period ended 2008. The increase is principally due to a third quarter refund of prior year's real estate taxes in 2008.

**General and Administration**

General and administration expense increased by \$27,000. The increase is due to legal and professional fees during third quarter 2009.

**Other Income (Expense)**

Interest income decreased by \$121,000 as compared to the same period ended 2008. The decrease is due to the receipt of cash on the receivables from Unified Housing Foundation, Inc. The notes are excess cash flow notes. Interest on the notes is recorded as cash is received. Less cash was received in the current period as compared to the prior period.

Mortgage loan and interest expense decreased by \$68,000 as compared to prior year. The decrease is due to the continued pay down on the mortgage balance and thus effectively reducing the interest expense.

Net income fee to affiliates for 2008 was due to net income and sale of properties in 2008.

Gain on involuntary conversion in 2008 was due to insurance proceeds received from the claim filed for tornado damage incurred on the Falcon Point apartments.

**Discontinued Operations**

Discontinued operations relate to seven apartment complexes sold in 2008, an office building and a shopping center held for sale during the three months ended September 30, 2009. The results of discontinued operations are shown below (dollars in thousands).

|                            | <b>For the Three Months Ended September 30,</b> |             |
|----------------------------|---|-------------|
|                            | <b>2009</b>                                     | <b>2008</b> |
| <b>Revenue</b>             |   |             |
| Rental                     | \$ 244  | \$ 221      |
| Property operations        | 130   | 549         |
|                            | 114   | (328)       |
| <b>Expenses</b>            |   |             |
| Interest                   | (77)  | (65)        |
| General and administration | (2)   | -           |
| Depreciation               | (50)  | (46)        |
|                            | (129)   | (111)       |

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|  |         |        |
|--|---------|--------|
| Net loss from discontinued operations before gains on sale of real estate, taxes, and fees | (15)    | (439)  |
| Gain on sale of discontinued operations  | -       | -      |
| Net income or sales fee to affiliate   | -       | 687    |
| <br>   |         |        |
| Income (loss) from discontinued operations before tax                                      | (15)    | 248    |
| Tax benefit (expense)  | 5       | (87)   |
| <br>   |         |        |
| Income (loss) from discontinued operations   | \$ (10) | \$ 161 |

The Company has historically engaged in and may continue to engage in certain business transactions with related parties, including

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but not limited to asset acquisition and dispositions. Transactions involving related parties cannot be presumed to be carried out on an arm's length basis due to the absence of free market forces that naturally exist in business dealings between two or more unrelated entities. Related party transactions may not always be favorable to our business and may include terms, conditions and agreements that are not necessarily beneficial to or in the best interest of our Company.

**Results of operations for the nine months ended September 30, 2009 as compared to the same period ended 2008****Revenues**

Rental and other property revenues decreased by \$39,000 due to an increase of \$15,000 within our storage property and a decrease of \$54,000 in other miscellaneous fee income.

**Operating Expenses**

Property operating expenses decreased by \$180,000 as compared to the same period ended 2008. The decrease is principally due to property tax refunds received in 2009 for taxes paid in 2008 and electricity was \$10,000 higher in 2008 than 2009.

**General and Administration**

General and administration expenses decreased by \$86,000. The decrease was due to accounting and professional fees which were less in 2009.

**Other Income (Expense)**

Interest income decreased by \$904,000 as compared to the same period ended 2008. The decrease is due to the receipt of cash on the receivables from Unified Housing Foundation, Inc. The notes are excess cash flow notes. Interest on the notes is recorded as cash is received. Less cash was received in the current period as compared to the prior period.

Mortgage loan and interest expense decreased by \$787,000 as compared to the prior year. The decrease is due to the continued pay down on the mortgage balance and thus effectively reducing the interest expense.

Net income fee to affiliates for 2008 was due to net income and sale of properties in 2008. No fee was booked in 2009 due to a net loss as of October 2009.

Gain on involuntary conversion in 2008 was due to insurance proceeds received from the claim filed for tornado damage incurred on the Falcon Point apartments.

**Discontinued Operations**

Discontinued operations relate to seven apartment complexes sold in 2008 and an office building and a shopping center held for sale during the nine months ended September 30, 2009. The results of discontinued operations are shown below (dollars in thousands).

|                            | <b>For the Nine Months Ended September 30,</b> |             |
|----------------------------|--|-------------|
|                            | <b>2009</b>                                    | <b>2008</b> |
| <b>Revenue</b>             |  |             |
| Rental                     | \$ 878   | \$ 1,700    |
| Property operations        | 300  | 1,860       |
|                            | 578  | (160)       |
| <b>Expenses</b>            |  |             |
| Interest                   | (262)  | (2,804)     |
| General and administration | (11)   | (871)       |

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|   |        |           |
|---|--------|-----------|
| Depreciation  | (146)  | (194)     |
|   | (419)  | (3,869)   |
| Net income (loss) from discontinued operations before gains on sale of real estate, taxes, and fees | 159    | (4,029)   |
| Gain on sale of discontinued operations   | -      | 29,789    |
| Net income or sales fee to affiliate  | -      | (4,222)   |
| Income from discontinued operations before tax  | 159    | 21,538    |
| Tax expense   | (56)   | (7,538)   |
| Income from discontinued operations   | \$ 103 | \$ 14,000 |

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Financial statement income varies from taxable income principally due to the accounting for income and losses of investees, gains and losses from asset sales, depreciation on owned properties, amortization of discounts on notes receivable and payable and the difference in the allowance for estimated losses. IOT has alternative minimum tax credit carry forwards available for 2009 and has a loss for federal income tax purposes for the first nine months of 2009; therefore, it recorded no provision for income taxes.

At September 30, 2009, IOT had a net deferred tax asset of approximately \$3.3 million due to tax deductions available to it in future years. However, as management cannot determine that it is more likely than not that IOT will realize the benefit of the deferred tax asset, a 100% valuation allowance has been established.

**Inflation**

The effects of inflation on IOT's operations are not quantifiable. Revenues from apartment operations tend to fluctuate proportionately with inflationary increases and decreases in housing costs. Fluctuations in the rate of inflation also affect the sales value of properties and the ultimate gain to be realized from property sales. To the extent that inflation affects interest rates, earnings from short-term investments and the cost of new financings, as well as the cost of variable interest rate debt, will be affected.

**Environmental Matters**

Under various federal, state and local environmental laws, ordinances and regulations, IOT may be potentially liable for removal or remediation costs, as well as certain other potential costs, relating to hazardous or toxic substances (including governmental fines and injuries to persons and property) where property-level managers have arranged for the removal, disposal or treatment of hazardous or toxic substances. In addition, certain environmental laws impose liability for release of asbestos-containing materials into the air and third parties may seek recovery for personal injury associated with such materials.

Management is not aware of any environmental liability relating to the above matters that would have a material adverse effect on IOT's business, assets or results of operations.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES REGARDING MARKET RISK**

At September 30, 2009, IOT's exposure to a change in interest rates on its debt was as follows (dollars in thousands except per share):

|   | Balance  | Weighted<br>Average<br>Interest Rate | Effect of 1%<br>Increase In<br>Base Rates |
|---|----------|--------------------------------------|---|
| Notes payable:                            |          |                                      |   |
| Variable rate                             | \$ 6,900 | 6.50%                                | \$ 69,000                                 |
| Total decrease in IOT's annual net income |          |                                      | 69,000                                    |
| Per share                                 |          |                                      | \$ 0.02                                   |

**ITEM 4T. CONTROLS AND PROCEDURES**

(a) Evaluation of Disclosure Controls and Procedures. As of the end of the period covered by this report, our management, with the participation of our Principal Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934). Based upon that evaluation, our Principal Executive Officer and Chief Financial Officer concluded that these disclosure controls and procedures were effective as of the end of the period covered by this report.

(b) Changes in Internal Control Over Financial Reporting. No change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) occurred during the first quarter of our fiscal year ending 2009, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Table of Contents****PART II. OTHER INFORMATION****ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

During the quarter ended by this Report, no equity securities of Income Opportunity Realty Investors, Inc. s stock were purchased. The following table sets forth a summary of the repurchases made during the quarter ended by this Report, and the specified number of shares that may yet be purchased under the program as specified below:

| <b>Period</b>               | <b>Total Number of<br/>Shares Purchased</b> | <b>Average Price<br/>Paid per Share</b> | <b>Total Number of<br/>Shares Purchased<br/>as Part of Publicly<br/>Announced Program</b> | <b>Maximum Number of<br/>Shares that May<br/>Yet be Purchased<br/>Under the Program<sup>(a)</sup></b> |
|-----------------------------|---|---|---|---|
| Balance as of June 30, 2009 |   |   | 810,272   | 89,728  |
| July 31, 2009               | -   | -                                       | 810,272   | 89,728  |
| August 31, 2009             | -   | -                                       | 810,272   | 89,728  |
| September 30, 2009          | -   | -                                       | 810,272   | 89,728  |
| Total                       | -   |   |   |   |

(a) On June 23, 2000, the IOT Board of Directors approved a share repurchase program for up to 900,000 shares of our common stock. This repurchase program has no termination date.

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**ITEM 6. EXHIBITS**

The following documents are filed herewith as exhibits or incorporated by reference as indicated:

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 3.0                       | Articles of Incorporation of Income Opportunity Realty Investors, Inc., (incorporated by reference to Appendix C to the Registrant's Registration Statement on Form S-4, dated February 12, 1996).   |
| 3.1                       | Bylaws of Income Opportunity Realty Investors, Inc. (incorporated by reference to Appendix D to the Registrant's Registration Statement on Forms S-4 dated February 12, 1996).   |
| 10.2                      | Advisory Agreement dated as of July 17, 2009 between Income Opportunity Realty Investors, Inc. and Syntek West, Inc. (incorporated by reference to Exhibit 10.2 to the registrant's current report on Form 10-Q for event occurring July 1, 2009). |
| 31.1*                     | Certification by President and Chief Operating Officer and Principal Executive Officer Pursuant to Rule 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as amended.   |
| 31.2*                     | Certification by the Chief Financial Officer and Principal Financial Officer pursuant to Rule 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as amended.   |
| 32.1*                     | Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   |

\* filed herewith

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**SIGNATURE PAGE**

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.

INCOME OPPORTUNITY REALTY INVESTORS, INC.

Date: November 13, 2009

By: /s/ Daniel J. Moos  
Daniel J. Moos  
President and Chief Operating Officer (Principal Executive Officer)

Date: November 13, 2009

By: /s/ Gene S. Bertcher  
Gene S. Bertcher  
Executive Vice President and Chief Financial Officer