

TRANSCONTINENTAL REALTY INVESTORS INC
Form 10-Q
May 15, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended March 31, 2014

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 001-09240

TRANSCONTINENTAL REALTY INVESTORS, INC.
(Exact Name of Registrant as Specified in Its Charter)

Nevada
(State or Other Jurisdiction of
Incorporation or Organization)

94-6565852
(I.R.S. Employer
Identification No.)

1603 Lyndon B. Johnson Freeway, Suite 800, 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

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(§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

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 the 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 a 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
(Class)

8,413,469
(Outstanding at May 5, 2014)

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FORM 10-Q
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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

TRANSCONTINENTAL REALTY INVESTORS, INC.
CONSOLIDATED BALANCE SHEETS
(unaudited)

| | March 31, 2014 | December 31, 2013 |
|---|---|-------------------------|
| | (dollars in thousands, except share and par value amounts) | |
| Assets | | |
| Real estate, at cost | \$742,995 | \$777,974 |
| Real estate held for sale at cost, net of depreciation (\$28,033 for 2014 and \$2,390 for 2013) | 11,945 | 16,427 |
| Real estate subject to sales contracts at cost, net of depreciation (\$2,036 for 2014 and \$1,949 for 2013) | 25,090 | 29,353 |
| Less accumulated depreciation | (104,212) | (127,952) |
| Total real estate | 675,818 | 695,802 |
| Notes and interest receivable: | | |
| Performing (including \$60,221 in 2014 and \$66,431 in 2013 from related parties) | 63,479 | 69,626 |
| Non-performing | 552 | 543 |
| Less allowance for doubtful accounts (including \$2,098 in 2014 and \$2,098 in 2013 from related parties) | (2,262) | (2,262) |
| Total notes and interest receivable | 61,769 | 67,907 |
| Cash and cash equivalents | 18,177 | 16,086 |
| Restricted cash | 27,185 | 31,799 |
| Investments in unconsolidated joint ventures and investees | 1,824 | 1,697 |
| Receivable from related party | 80,139 | 52,380 |
| Other assets | 35,492 | 32,000 |
| Total assets | \$900,404 | \$897,671 |
| Liabilities and Shareholders' Equity | | |
| Liabilities: | | |
| Notes and interest payable | \$578,133 | \$562,734 |
| Notes related to real estate held for sale | 15,717 | 17,100 |
| Notes related to real estate subject to sales contracts | 20,991 | 23,011 |
| Deferred gain (from sales to related parties) | 53,096 | 53,096 |
| Accounts payable and other liabilities (including \$4,893 in 2014 and \$4,697 in 2013 to related parties) | 36,536 | 50,160 |
| Total liabilities | 704,473 | 706,101 |
| Shareholders' equity: | | |

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| | | |
|--|-----------|-----------|
| Preferred stock, Series C: \$0.01 par value, authorized 10,000,000 shares, issued and outstanding 30,000 shares in 2014 and 2013 (liquidation preference \$100 per share). Series D: \$0.01 par value, authorized, issued and outstanding 100,000 shares in 2013 and 2012 (liquidation preference \$100 per share) | 1 | 1 |
| Common stock, \$0.01 par value, authorized 10,000,000 shares, issued 8,413,669 shares in 2014 and 2013 and outstanding 8,413,469 shares in 2014 and 2013 | 84 | 84 |
| Treasury stock at cost, 200 shares in 2014 and 2013 | (2 |) (2 |
| Paid-in capital | 271,446 | 271,720 |
| Retained earnings | (93,478 |) (98,029 |
| Total Transcontinental Realty Investors, Inc. shareholders' equity | 178,051 | 173,774 |
| Non-controlling interest | 17,880 | 17,796 |
| Total shareholders' equity | 195,931 | 191,570 |
| Total liabilities and shareholders' equity | \$900,404 | \$897,671 |

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

TRANSCONTINENTAL REALTY INVESTORS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

| | For the Three Months Ended March 31, | |
|---|--|-----------|
| | 2014 | 2013 |
| | (dollars in thousands, except per share amounts) | |
| Revenues: | | |
| Rental and other property revenues (including \$175 and \$165 for the three months ended 2014 and 2013, respectively, from related parties) | \$19,727 | \$19,505 |
| Expenses: | | |
| Property operating expenses (including \$146 and \$194 for the three months ended 2014 and 2013, respectively, from related parties) | 9,592 | 9,389 |
| Depreciation and amortization | 4,444 | 3,733 |
| General and administrative (including \$744 and \$648 for the three months ended 2014 and 2013, respectively, from related parties) | 1,560 | 1,622 |
| Provision on impairment of notes receivable and real estate assets | - | - |
| Net income fee to related party | 490 | 56 |
| Advisory fee to related party | 1,852 | 2,138 |
| Total operating expenses | 17,938 | 16,938 |
| Net operating income | 1,789 | 2,567 |
| Other income (expenses): | | |
| Interest income (including \$1,874 and \$2,140 for the three months ended 2014 and 2013, respectively, from related parties) | 2,113 | 2,176 |
| Other income | 157 | 36 |
| Mortgage and loan interest (including \$31 and \$487 for the three months ended 2014 and 2013, respectively, from related parties) | (6,841) | (7,933) |
| Deferred borrowing costs amortization | (932) | (2,416) |
| Loan charges and prepayment penalties | (1,582) | (3,937) |
| Loss on the sale of investments | - | (7) |
| Losses from unconsolidated joint ventures and investees | (4) | (13) |
| Litigation settlement | 3,839 | (45) |
| Total other expenses | (3,250) | (12,139) |
| Loss before gain on land sales, non-controlling interest, and taxes | (1,461) | (9,572) |
| Gain (loss) on land sales | 753 | (48) |
| Net loss from continuing operations before taxes | (708) | (9,620) |
| Income tax benefit | 1,870 | 2,318 |
| Net income (loss) from continuing operations | 1,162 | (7,302) |
| Discontinued operations: | | |

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| | | |
|---|-----------|------------|
| Net income (loss) from discontinued operations | (710) | 432 |
| Gain on sale of real estate from discontinued operations | 6,053 | 6,190 |
| Income tax expense from discontinued operations | (1,870) | (2,318) |
| Net income from discontinued operations | 3,473 | 4,304 |
| Net income (loss) | 4,635 | (2,998) |
| Net loss attributable to non-controlling interest | (84) | (111) |
| Net income (loss) attributable to Transcontinental Realty Investors, Inc. | 4,551 | (3,109) |
| Preferred dividend requirement | (274) | (274) |
| Net income (loss) applicable to common shares | \$4,277 | \$(3,383) |
| Earnings per share - basic | | |
| Net income (loss) from continuing operations | \$0.10 | \$(0.91) |
| Net income from discontinued operations | 0.41 | 0.51 |
| Net income (loss) applicable to common shares | \$0.51 | \$(0.40) |
| Earnings per share - diluted | | |
| Net income (loss) from continuing operations | \$0.09 | \$(0.91) |
| Net income from discontinued operations | 0.40 | 0.51 |
| Net income (loss) applicable to common shares | \$0.49 | \$(0.40) |
| Weighted average common shares used in computing earnings per share | 8,413,469 | 8,413,469 |
| Weighted average common shares used in computing diluted earnings per share | 8,639,679 | 8,413,469 |
| Amounts attributable to Transcontinental Realty Investors, Inc. | | |
| Net income (loss) from continuing operations | \$1,078 | \$(7,413) |
| Net income from discontinued operations | 3,473 | 4,304 |
| Net income (loss) | \$4,551 | \$(3,109) |

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

TRANSCONTINENTAL REALTY INVESTORS, INC.
CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY
For the Three Months Ended March 31, 2014
(unaudited, dollars in thousands)

| | Total Equity | Comprehensive Income (Loss) | Preferred Stock | Common Stock Shares | Common Stock Amount | Treasury Stock | Paid-in Capital | Retained Earnings | Non-controlling Interest |
|---|-----------------|-----------------------------------|--------------------|------------------------|------------------------|-------------------|--------------------|----------------------|-----------------------------|
| Balance, December 31, 2013 | \$ 191,570 | \$ (99,647) | \$ 1 | 8,413,669 | \$ 84 | \$ (2) | \$ 271,720 | \$ (98,029) | \$ 17,796 |
| Series C preferred stock dividends (7.0% per year) | (52) | - | - | - | - | - | (52) | - | - |
| Series D preferred stock dividends (9.0% per year) | (222) | - | - | - | - | - | (222) | - | - |
| Net income | 4,635 | 4,635 | - | - | - | - | - | 4,551 | 84 |
| Sale of controlling interest | - | - | - | - | - | - | - | - | - |
| Distributions to non- controlling interests | - | - | - | - | - | - | - | - | - |
| Balance, March 31, 2014 | \$ 195,931 | \$ (95,012) | \$ 1 | 8,413,669 | \$ 84 | \$ (2) | \$ 271,446 | \$ (93,478) | \$ 17,880 |

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

TRANSCONTINENTAL REALTY INVESTORS, INC.
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
 (unaudited)

| | For the Three Months Ended March 31, | |
|---|--|------------|
| | 2014 | 2013 |
| | (dollars in thousands) | |
| Net income (loss) | \$4,635 | \$(2,998) |
| Other comprehensive income (loss) | - | - |
| Total comprehensive income (loss) | 4,635 | (2,998) |
| Comprehensive income attributable to non-controlling interest | (84) | (111) |
| Comprehensive income (loss) attributable to Transcontinental Realty Investors, Inc. | \$4,551 | \$(3,109) |

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

TRANSCONTINENTAL REALTY INVESTORS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

| | For the Three Months Ended March 31, | |
|---|--|------------|
| | 2014 | 2013 |
| | (dollars in thousands) | |
| Cash Flow From Operating Activities: | | |
| Net income (loss) | \$4,635 | \$(2,998) |
| Adjustments to reconcile net income (loss) applicable to common shares to net cash flows from operating activities: | | |
| Loss (gain) on sale of land | (753) | 48 |
| Gain on sale of income-producing properties | (6,053) | (6,190) |
| Depreciation and amortization | 4,609 | 5,166 |
| Amortization of deferred borrowing costs | 1,213 | 2,435 |
| Losses(earnings) from unconsolidated joint ventures and investees | 4 | (8) |
| Decrease (increase) in assets: | | |
| Accrued interest receivable | 10,587 | 2,018 |
| Other assets | (13) | (695) |
| Prepaid expense | (777) | (613) |
| Escrow | 4,607 | 11,513 |
| Earnest money | (65) | 375 |
| Rent receivables | (238) | 813 |
| Decrease in liabilities: | | |
| Accrued interest payable | (62) | (240) |
| Related party payables | (27,759) | (12,336) |
| Other liabilities | (13,554) | (11,824) |
| Net cash used in operating activities | (23,619) | (12,536) |
| Cash Flow From Investing Activities: | | |
| Originations or advances on notes receivable | (4,449) | (145) |
| Acquisition of land held for development | (93) | - |
| Proceeds from sale of income-producing properties | 22,480 | 24,267 |
| Proceeds from sale of land | 1,504 | 2,537 |
| Investment in unconsolidated real estate entities | (131) | 32 |
| Improvement of land held for development | (115) | (70) |
| Improvement of income-producing properties | (1,162) | (964) |
| Construction and development of new properties | (205) | (115) |
| Net cash provided by investing activities | 17,829 | 25,542 |
| Cash Flow From Financing Activities: | | |
| Proceeds from notes payable | 61,212 | 78,345 |
| Recurring amortization of principal on notes payable | (4,668) | (4,335) |
| Payments on maturing notes payable | (44,486) | (94,725) |
| Deferred financing costs | (3,903) | (1,496) |
| Preferred stock dividends - Series C | (52) | (52) |
| Preferred stock dividends - Series D | (222) | (222) |

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| | | |
|--|----------|-----------|
| Net cash provided by (used in) financing activities | 7,881 | (22,485) |
| Net increase (decrease) in cash and cash equivalents | 2,091 | (9,479) |
| Cash and cash equivalents, beginning of period | 16,086 | 13,001 |
| Cash and cash equivalents, end of period | \$18,177 | \$3,522 |
| Supplemental disclosures of cash flow information: | | |
| Cash paid for interest | \$7,151 | \$10,205 |

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

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. ORGANIZATION AND BASIS OF PRESENTATION

Organization

As used herein, the terms “TCI”, “the Company”, “we”, “our” or “us” refer to Transcontinental Realty Investors, Inc., a Nevada corporation. TCI is the successor to a California business trust which was organized on September 6, 1983, and commenced operations on January 31, 1984. Effective March 31, 2003, TCI’s financial results were consolidated in American Realty Investors, Inc. (“ARL”) Form 10-K and related consolidated financial statements.

The Company is headquartered in Dallas, Texas and its common stock trades on the New York Stock Exchange (“NYSE”) under the symbol (“TCI”). Subsidiaries of ARL own approximately 83.8% of the Company’s common stock. ARL’s common stock trades on the New York Stock Exchange under the symbol (“ARL”). We have no employees.

TCI is a “C” corporation for U.S. federal income tax purposes and files an annual consolidated tax return with ARL and its ultimate parent, Realty Advisors Management, Inc.

TCI owns approximately 81.1% of the common stock of Income Opportunity Realty Investors, Inc. (“IOT”). Effective July 17, 2009, IOT’s financial results were consolidated with those of ARL and TCI and their subsidiaries. Shares of IOT are traded on the NYSE MKT under the symbol (“IOT”).

TCI invests in real estate through direct ownership, leases and partnerships and also invests in mortgage loans on real estate. Pillar Income Asset Management, Inc. (“Pillar”) is the Company’s external Advisor and Cash Manager. Although the Board of Directors is directly responsible for managing the affairs of TCI, and for setting the policies which guide it, the day-to-day operations of TCI are performed by Pillar, as the contractual Advisor, under the supervision of the Board. Pillar’s duties include, but are not limited to, locating, evaluating and recommending real estate and real estate-related investment opportunities and arranging debt and equity financing for the Company with third party lenders and investors. Additionally, Pillar serves as a consultant to the Board with regard to their decisions in connection with TCI’s business plan and investment policy. Pillar also serves as an Advisor and Cash Manager to ARL and IOT.

Regis Realty Prime, LLC (“Regis”) manages our commercial properties and provides brokerage services for our real estate portfolio. TCI engages third-party companies to lease and manage its apartment properties. TCI also has a development agreement with Unified Housing Foundation, Inc. (“UHF”), a non-profit corporation that provides management services for the development of residential apartment projects in the future. This development agreement was terminated December 31, 2013.

Properties

We own or had interests in a total property portfolio of 44 income-producing properties as of March 31, 2014. The properties consisted of:

9 commercial buildings consisting of six office buildings, one industrial warehouse and two retail centers comprising in aggregate approximately 2.3 million rentable square feet;

- 35 apartment communities totaling 5,846 units; excluding apartments being developed; and
- 4,094 acres of developed and undeveloped land.

We join with various third-party development companies to construct residential apartment communities. We are in the predevelopment process on several residential apartment communities but have not yet begun construction. At March 31, 2014, we had no apartment projects in development. The third-party developer typically holds a general partner, as well as a majority limited partner interest in a limited partnership formed for the purpose of building a single property while we generally take a minority limited partner interest in the limited partnership. We may contribute land to the partnership as part of our equity contribution or we may contribute the necessary funds to the partnership to acquire the land. We are required to fund all required equity contributions while the third-party developer is responsible for obtaining construction financing, hiring a general contractor and for the overall management, successful completion and delivery of the project. We generally bear all the economic risks and rewards of ownership in these partnerships and therefore include these partnerships in our consolidated financial statements. The third-party developer is paid a developer fee typically equal to a percentage of the construction costs. When the project reaches stabilized occupancy, we acquire the third-party developer's partnership interests in exchange for any remaining unpaid developer fees.

Basis of Presentation

The accompanying unaudited Consolidated Financial Statements have been prepared in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America, or GAAP, have been condensed or omitted in accordance with such rules and regulations, although management believes the disclosures are adequate to prevent the information presented from being misleading. In the opinion of management, all adjustments (consisting of normal recurring matters) considered necessary for a fair presentation have been included. The results of operations for the three months ended March 31, 2014, are not necessarily indicative of the results that may be expected for other interim periods or for the full fiscal year.

The year-end Consolidated Balance Sheet at December 31, 2013, was derived from the audited financial statements at that date, but does not include all of the information and disclosures required by GAAP for complete financial statements. For further information, refer to the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2013. Certain 2013 financial statement amounts have been reclassified to conform to the 2014 presentation, including adjustments for discontinued operations.

Principles of Consolidation

The accompanying Consolidated Financial Statements include the accounts of the Company, its subsidiaries, generally all of which are wholly-owned, and all entities in which we have a controlling interest. Arrangements that are not controlled through voting or similar rights are accounted for as a Variable Interest Entity (VIE), in accordance with the provisions and guidance of ASC Topic 810 "Consolidation", whereby we have determined that we are a primary beneficiary of the VIE and meet certain criteria of a sole general partner or managing member as identified in accordance with Emerging Issues Task Force ("EITF") Issue 04-5, Investor's Accounting for an Investment in a Limited Partnership when the Investor is the Sole General Partner and the Limited Partners have Certain Rights ("EITF 04-5"). VIEs are generally entities that lack sufficient equity to finance their activities without additional financial support from other parties or whose equity holders as a group lack adequate decision making ability, the obligation to absorb expected losses or residual returns of the entity, or have voting rights that are not proportional to their economic interests. The primary beneficiary generally is the entity that provides financial support and bears a majority of the financial risks, authorizes certain capital transactions, or makes operating decisions that materially affect the entity's financial results. All significant intercompany balances and transactions have been eliminated in consolidation.

In determining whether we are the primary beneficiary of a VIE, we consider qualitative and quantitative factors, including, but not limited to: the amount and characteristics of our investment; the obligation or likelihood for us or other investors to provide financial support; our and the other investors' ability to control or significantly influence key decisions for the VIE; and the similarity with and significance to the business activities of us and the other investors. Significant judgments related to these determinations include estimates about the current future fair values and performance of real estate held by these VIEs and general market conditions.

For entities in which we have less than a controlling financial interest or entities where we are not deemed to be the primary beneficiary, the entities are accounted for using the equity method of accounting. Accordingly, our share of the net earnings or losses of these entities is included in consolidated net income. Our investment in ARL is accounted for under the equity method.

Real Estate, Depreciation and Impairment

Real estate assets are stated at the lower of depreciated cost or fair value, if deemed impaired. Major replacements and betterments are capitalized and depreciated over their estimated useful lives. Depreciation is computed on a

straight-line basis over the useful lives of the properties (buildings and improvements – 10-40 years; furniture, fixtures and equipment – 5-10 years). The Company continually evaluates the recoverability of the carrying value of its real estate assets using the methodology prescribed in ASC Topic 360, “Property, Plant and Equipment”. Factors considered by management in evaluating impairment of its existing real estate assets held for investment include significant declines in property operating profits, annually recurring property operating losses and other significant adverse changes in general market conditions that are considered permanent in nature. Under ASC Topic 360, a real estate asset held for investment is not considered impaired if the undiscounted, estimated future cash flows of an asset (both the annual estimated cash flow from future operations and the estimated cash flow from the theoretical sale of the asset) over its estimated holding period are in excess of the asset’s net book value at the balance sheet date. If any real estate asset held for investment is considered impaired, a loss is provided to reduce the carrying value of the asset to its estimated fair value.

Real Estate Held for Sale

We periodically classify real estate assets as “held for sale”. An asset is classified as held for sale after the approval of our Board of Directors, after an active program to sell the asset has commenced and if the sale is probable. One of the deciding factors in determining whether a sale is probable is whether the firm purchase commitment is obtained and whether the sale is probable within the year. Upon the classification of a real estate asset as held for sale, the carrying value of the asset is reduced to the lower of its net book value or its estimated fair value, less costs to sell the asset. Subsequent to the classification of assets as held for sale, no further depreciation expense is recorded. Real estate assets held for sale are stated separately on the accompanying Consolidated Balance Sheets. Upon a decision that the sale is no longer probable, the asset is classified as an operating asset and depreciation expense is reinstated. The operating results of real estate assets held for sale and sold are reported as discontinued operations in the accompanying Consolidated Statements of Operations. Income from discontinued operations includes the revenues and expenses, including depreciation and interest expense, associated with the assets. This classification of operating results as discontinued operations applies retroactively for all periods presented. Additionally, gains and losses on assets designated as held for sale are classified as part of discontinued operations.

Cost Capitalization

Costs related to planning, developing, leasing and constructing a property are capitalized and classified as Real Estate in the Consolidated Balance Sheets. We capitalize interest to qualifying assets under development based on average accumulated expenditures outstanding during the period. In capitalizing interest to qualifying assets, we first use the interest incurred on specific project debt, if any, and next use the weighted average interest rate of non-project specific debt. We capitalize interest, real estate taxes and certain operating expenses until building construction is substantially complete and the building is ready for its intended use, but no later than one year from the cessation of major construction activity.

We capitalize leasing costs which include commissions paid to outside brokers, legal costs incurred to negotiate and document a lease agreement and any internal costs that may be applicable. We allocate these costs to individual tenant leases and amortize them over the related lease term.

Fair Value Measurement

We apply the guidance in ASC Topic 820, “Fair Value Measurements and Disclosures”, to the valuation of real estate assets. These provisions define fair value as the price that would be received to sell an asset or paid to transfer a liability in a transaction between market participants at the measurement date, establish a hierarchy that prioritizes the information used in developing fair value estimates and require disclosure of fair value measurements by level within the fair value hierarchy. The hierarchy gives the highest priority to quoted prices in active markets (Level 1 measurements) and the lowest priority to unobservable data (Level 3 measurements), such as the reporting entity’s own data.

The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date and includes three levels defined as follows:

- Level 1 Unadjusted quoted prices for identical and unrestricted assets or liabilities in active markets.
- Level 2 Quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 Unobservable inputs that are significant to the fair value measurement.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Related Parties

We apply ASC Topic 805, "Business Combinations", to evaluate business relationships. Related parties are persons or entities who have one or more of the following characteristics, which include entities for which investments in their equity securities would be required, trust for the benefit of persons including principal owners of the entities and members of their immediate families, management personnel of the entity and members of their immediate families and other parties with which the entity may deal if one party controls or can significantly influence the decision making of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests, or affiliates of the entity.

Newly Issued Accounting Pronouncements

We have considered all other newly issued accounting guidance that is applicable to our operations and the preparation of our Consolidated Financial Statements, including that which we have not yet adopted. We do not believe that any such guidance will have a material effect on our financial position or results of operations.

NOTE 2. REAL ESTATE ACTIVITY

Below is a summary of the real estate owned as of March 31, 2014 (dollars in thousands):

| | |
|--|------------|
| Apartments | \$433,141 |
| Commercial properties | 165,007 |
| Land held for development | 144,847 |
| Real estate held for sale | 39,978 |
| Real estate subject to sales contract | 27,126 |
| Total real estate | \$810,099 |
| Less accumulated depreciation | (134,281) |
| Total real estate, net of depreciation | \$675,818 |

The highlights of our significant real estate transactions for the three months ended March 31, 2014, are listed below:

On February 6, 2014, the Company sold a 232-unit apartment complex known as Pecan Pointe located in Temple, Texas for a sales price of \$23.1 million to an independent third party. The buyer assumed the existing debt of \$16.5 million secured by the property. A gain of \$6.1 million was recorded on the sale.

On March 26, 2014, the Company sold 6.314 acres of land known as McKinney Ranch land located in McKinney, Texas to an independent third party, for a sales price of \$1.7 million. We paid \$1.5 million on the existing mortgage to satisfy a portion of the multi-tract collateral debt of \$6.6 million, secured by various land parcels located in McKinney, Texas. A gain of \$0.8 million was recorded on the land parcel sale.

In December 2010, various commercial and land holdings were sold to FRE Real Estate, Inc., a related party. During the first three months of 2011, many of these transactions were rescinded as of the original transaction date and were subsequently sold to related parties under the same ownership as FRE Real Estate, Inc. As of March 31, 2014, one commercial building, Thermalloy, remains in FRE Real Estate, Inc. The Company did not recognize or record the sale in accordance with ASC 360-20 due to TCI's continuing involvement, which included the potential payment of cash shortfalls, future obligations under the existing mortgage and guaranty, the buyer's inadequate initial investment and the Company's questionable recovery of investment cost. The Company determined that no sale had occurred for financial reporting purposes and therefore the asset remained on the books and continued to record operating expenses and depreciation as a period cost until a sale occurred that met the requirements of ASC 360-20.

The properties that we have sold to a related party and have deferred the recognition of the sale are treated as "subject to sales contract" on the Consolidated Balance Sheets. These properties were sold to a related party in order to help facilitate an appropriate debt or organizational restructure and may or may not be transferred back to the seller upon resolution. These properties have mortgages that are secured by the property and many have corporate guarantees. According to the loan documents, the maker is currently in default on these mortgages primarily due to lack of payment and is actively involved in discussions with every lender in order to settle or cure the default situation. We have reviewed each asset and taken impairment to the extent we feel the value of the property was less than our current basis.

As of March 31, 2014, there remains one apartment complex, one commercial building and 151 acres of land that we have sold to a related party and have deferred the recognition of the sale. These are treated as “subject to sales contract” on the Consolidated Balance Sheets. These properties were sold to a related party in order to help facilitate an appropriate debt or organizational restructure and may or may not be transferred back to the seller upon resolution. These properties have mortgages that are secured by the property and many have corporate guarantees. According to the loan documents, the maker is currently in default on these mortgages primarily due to lack of payment and is actively involved in discussions with every lender in order to settle or cure the default situation. We have reviewed each asset and taken impairment to the extent we feel the value of the property was less than our current basis. The Company did not recognize or record the sale in accordance with ASC 360-20 due to our continuing involvement, which included the potential payment of cash shortfalls, future obligations under the existing mortgage and guaranty, the buyer’s inadequate initial investment and the Company’s questionable recovery of investment cost. The Company determined that no sale had occurred for financial reporting purposes and therefore the asset remained on the books and continued to record operating expenses and depreciation as a period cost until a sale occurred that met the requirements of ASC 360-20. The buyers received no compensation for the facilitation of the bankruptcy or debt restructuring process.

We continue to invest in the development of apartment projects. During the three months ended March 31, 2014, we have expended \$0.2 million related to the construction or predevelopment of various apartment complexes.

NOTE 3. NOTES AND INTEREST RECEIVABLE

A portion of our assets are invested in mortgage notes receivable, principally secured by real estate. We may originate mortgage loans in conjunction with providing purchase money financing of property sales. Notes receivable are generally collateralized by real estate or interests in real estate and personal guarantees of the borrower and, unless noted otherwise, are so secured. Management intends to service and hold for investment the mortgage notes in our portfolio. A majority of the notes receivable provide for principal to be paid at maturity. Our mortgage notes receivable consist of first, wraparound and junior mortgage loans (dollars in thousands):

| Borrower | Maturity Date | Interest Rate | Amount | Security |
|--|---------------|---------------|----------|--|
| Performing loans: | | | | |
| Miscellaneous related party notes (1) | Various | Various | \$ 2,091 | Various secured interests |
| S Breeze I-V, LLC | 06/14 | 5.00% | 3,238 | 6% Class A and 25% Class B Limited Partner Interests |
| Unified Housing Foundation, Inc. (Echo Station) (1) | 12/32 | 12.00% | 1,481 | 100% Interest in Unified Housing of Temple, LLC |
| Unified Housing Foundation, Inc. (Lakeshore Villas) (1) | 12/32 | 12.00% | 2,000 | Unsecured |
| Unified Housing Foundation, Inc. (Lakeshore Villas) (1) | 12/32 | 12.00% | 6,363 | Membership interest in Housing for Seniors of Humble, LLC |
| Unified Housing Foundation, Inc. (Limestone Canyon) (1) | 12/32 | 12.00% | 4,663 | 100% Interest in Unified Housing of Austin, LLC |
| Unified Housing Foundation, Inc. (Limestone Canyon) (1) | 12/32 | 12.00% | 3,057 | 100% Interest in Unified Housing of Austin, LLC |
| Unified Housing Foundation, Inc. (Limestone Ranch) (1) | 12/32 | 12.00% | 6,000 | 100% Interest in Unified Housing of Vista Ridge, LLC |
| Unified Housing Foundation, Inc. (Limestone Ranch) (1) | 12/32 | 12.00% | 2,250 | 100% Interest in Unified Housing of Vista Ridge, LLC |
| Unified Housing Foundation, Inc. (Parkside Crossing) (1) | 12/32 | 12.00% | 1,936 | 100% Interest in Unified Housing of Parkside Crossing, LLC |
| Unified Housing Foundation, Inc. (Sendero Ridge) (1) | 12/32 | 12.00% | 4,812 | 100% Interest in Unified Housing of Sendero Ridge, LLC |
| | 12/32 | 12.00% | 5,174 | |

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| | | | | |
|--|---------|---------|-----------|--|
| Unified Housing Foundation, Inc. (Sendero Ridge) (1) | | | | 100% Interest in Unified Housing of Sendero Ridge, LLC |
| Unified Housing Foundation, Inc. (Timbers of Terrell) (1) | 12/32 | 12.00% | 1,323 | 100% Interest in Unified Housing of Terrell, LLC |
| Unified Housing Foundation, Inc. (Tivoli) (1) | 12/32 | 12.00% | 7,966 | 100% Interest in Unified Housing of Tivoli, LLC |
| Unified Housing Foundation, Inc. (1) | 12/13 | 5.00% | 6,000 | Unsecured |
| Foundation for Better Housing, Inc. (Preserve at Pecan Points) (1) | 03/19 | 12.00% | 1,810 | Unsecured |
| Foundation for Better Housing, Inc. (Preserve at Pecan Points) (1) | 03/17 | 12.00% | 1,156 | Unsecured |
| Accrued interest | | | 2,159 | |
| Total Performing | | | \$ 63,479 | |
| Non-Performing loans: | | | | |
| Miscellaneous non-related party notes | Various | Various | 507 | Various secured and unsecured interests |
| Accrued interest | | | 45 | |
| Total Non-Performing | | | \$ 552 | |
| Allowance for doubtful accounts | | | (2,262) | |
| Total | | | \$ 61,769 | |

(1) Related party notes

At March 31, 2014, we had junior mortgage loans and accrued interest receivable from related parties, net of allowances, totaling \$58.1 million. We recognized interest income of \$1.6 million related to these notes receivables.

The Company has various notes receivable from Unified Housing Foundation, Inc. (“UHF”). UHF is determined to be a related party due to our significant investment in the performance of the collateral secured under the notes receivable. Payments are due from surplus cash flow of operations. Sale or refinancing of any of the properties underlying these notes will be used to repay outstanding interest and principal for the remaining notes. These notes are cross-collateralized but to the extent cash is received from a specific UHF property, it is applied against any outstanding interest for the related-property note. The allowance on the UHF notes was a purchase allowance that was netted against the notes when acquired.

On March 31, 2014, The Company received \$4.0 million of notes and accrued interest receivable from Foundation for Better Housing, Inc. ("FBH"). The notes accrue interest at 12%. Of these receivables, \$0.8 million will mature in December 2015, \$1.4 million in March 2017 and \$1.8 million in March 2019.

NOTE 4. INVESTMENT IN UNCONSOLIDATED JOINT VENTURES AND INVESTEEES

Investments in unconsolidated joint ventures and other investees in which we have a 20% to 50% interest or otherwise exercise significant influence, are carried at cost and adjusted for the Company's proportionate share of their undistributed earnings or losses under the equity method of accounting. ARL is our parent company and is considered as an unconsolidated joint venture.

Investments in unconsolidated joint ventures and investees consist of the following:

| | Percentage ownership as of | | | |
|------------------------------------|-------------------------------|---|-------------------|---|
| | March 31, 2014 | % | March 31, 2013 | % |
| American Realty Investors, Inc.(1) | 1.99 | % | 1.99 | % |

(1) Unconsolidated investment in parent company

Our interest in the common stock of ARL in the amount of 1.99% is accounted for under the equity method because we exercise significant influence over the operations and financial activities. Accordingly, the investments are carried at cost, adjusted for the Company's proportionate share of earnings or losses.

TCI owns 135,000 shares of ARL Series K preferred stock. It was pledged as collateral on a \$5.0 million promissory note relating to the Amoco Building settlement agreement. This note has been paid in full and the stock is no longer pledged as collateral. The par value per share is \$2 and the liquidation preference is \$22 per share. It is convertible to common stock at a rate of 5 to 1.

The following is a summary of the financial position and results of operations from our unconsolidated parent (dollars in thousands):

| | | |
|--|-----------|-----------|
| As of March 31, | 2014 | 2013 |
| Real estate, net of accumulated depreciation | \$15,212 | \$44,951 |
| Notes receivable | 67,450 | 44,472 |
| Other assets | 128,291 | 132,397 |
| Notes payable | (51,138) | (61,442) |
| Other liabilities | (98,220) | (85,195) |
| Shareholders' equity | (61,595) | (75,183) |
| For the Three Months Ended March 31, | 2014 | 2013 |
| Rents and interest and other income | \$2,881 | \$4,709 |
| Depreciation | (68) | (81) |
| Operating expenses | (1,486) | (1,230) |
| Gain on land sales | - | 12 |
| Interest expense | (1,633) | (1,511) |
| Income (loss) from continuing operations | (306) | 1,899 |
| Income from discontinued operations | - | - |

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| | | | |
|--|---------|---|----------|
| Net Income (loss) | \$ (306 |) | \$ 1,899 |
| Company's proportionate share of earnings (loss) (1) | \$ (6 |) | \$ 38 |

(1) Earnings (loss) represents continued and discontinued operations

NOTE 5. NOTES PAYABLE

Below is a summary of our notes and interest payable as of March 31, 2014 (dollars in thousands):

| | Notes Payable | Accrued Interest | Total Debt |
|---------------------------------------|---------------|------------------|------------|
| Apartments | \$ 358,379 | \$ 1,199 | \$ 359,578 |
| Commercial | 94,346 | 285 | 94,631 |
| Land | 74,523 | 117 | 74,640 |
| Real estate held for sale | 15,717 | - | 15,717 |
| Real estate subject to sales contract | 19,453 | 1,538 | 20,991 |
| Other | 49,284 | - | 49,284 |
| Total | \$ 611,702 | \$ 3,139 | \$ 614,841 |

With respect to the additional notes payable due to the acquisition of properties or refinancing of existing mortgages, a summary of some of the more significant transactions is discussed below:

On February 12, 2014, the Company exercised the first prepayment option on the settlement with the lender relating to the Amoco Building and paid \$1.2 million to settle all obligations. The remaining balance of the note in the amount of \$3.5 million, along with accrued interest, was forgiven. The 135,000 shares of Series K Convertible Preferred Stock of ARL that was pledged to the lender has been released to TCI.

On February 28, 2014, the Company refinanced the existing mortgage on Parc at Denham Springs apartments, a 224-unit complex located in Denham Springs, LA, for a new mortgage of \$19.2 million. TCI paid off the existing mortgage of \$19.2 million and \$1.6 million in closing costs. The note accrues interest at 3.75% and payments of interest and principal are due monthly, maturing April 1, 2051.

On March 25, 2014, the Company exercised its lender granted option under the settlement agreement relating to the Galleria East Center Retail / Showcase Chevrolet land which was transferred to the existing lender on February 4, 2011. TCI paid the balance of the notes along with all accrued and unpaid interest and received a reduction in price of \$0.4 million.

On March 28, 2014, the Company secured financing of \$40.0 million from an independent third party. The note has a term of five years at an interest rate of 12.0%. The note is interest only for the first year with quarterly principal payments due of \$500,000 starting April 1, 2015. The loan is secured by various equity interests in residential apartments.

On March 31, 2014, the Company entered into a settlement agreement relating to the Fenton Centre building which was transferred to the existing lender on June 7, 2011. The total amount of the settlement was \$7.0 million, \$5.0 million was paid at the time of the settlement and the remaining \$2.0 million will be paid out in equal monthly installments through November 5, 2015.

There are various land mortgages, secured by the property, that are in the process of a modification or extension to the original note due to expiration of the loan. We are in constant contact with these lenders, working together in order to modify the terms of these loans and we anticipate a timely resolution that is similar to the existing agreement or subsequent modification.

The properties that we have sold to a related party and have deferred the recognition of the sale are treated as "subject to sales contract" on the Consolidated Balance Sheets. These properties were sold to a related party in order to help

facilitate an appropriate debt or organizational restructure and may or may not be transferred back to the seller upon resolution. These properties have mortgages that are secured by the property and many have corporate guarantees. According to the loan documents, the maker is currently in default on these mortgages primarily due to lack of payment and is actively involved in discussions with every lender in order to settle or cure the default situation. We have reviewed each asset and taken impairment to the extent we feel the value of the property was less than our current basis.

NOTE 6. RELATED PARTY TRANSACTIONS

The following table reconciles the beginning and ending balances of accounts receivable from and (accounts payable) to related parties as of March 31, 2014 (dollars in thousands):

| | Pillar | ARL | Total |
|---|-----------|----------|----------|
| Related party receivable, December 31, 2013 | \$- | \$52,380 | \$52,380 |
| Cash transfers | 28,637 | - | 28,637 |
| Advisory fees | (1,852) | - | (1,852) |
| Net income fee | (490) | - | (490) |
| Fees and commissions | (264) | - | (264) |
| Cost reimbursements | (699) | - | (699) |
| Interest (to) from advisor | - | 461 | 461 |
| Expenses paid by advisor | (1,130) | - | (1,130) |
| Financing (mortgage payments) | (3,776) | - | (3,776) |
| Sales/purchases transactions | 6,872 | - | 6,872 |
| Purchase of obligations | (27,298) | 27,298 | - |
| Related party receivable, March 31, 2014 | \$- | \$80,139 | \$80,139 |

During the ordinary course of business, we have related party transactions that include, but are not limited to, rental income, interest income, interest expense, general and administrative costs, commissions, management fees, and property expenses. In addition, we have assets and liabilities that include related party amounts. The related party amounts included in assets and liabilities, and the related party revenues and expenses received/paid are shown on the face of the financial statements.

NOTE 7. OPERATING SEGMENTS

Our segments are based on our method of internal reporting which classifies our operations by property type. Our property types are grouped into commercial, apartments, land and other operating segments. 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 and other expenses. Management evaluates the performance of each of the operating segments and allocates resources to them based on their net operating income and cash flow.

Items of income that are not reflected in the segments are interest, other income, gain on debt extinguishment, gain on condemnation award, equity in partnerships, and gains on sale of real estate. Expenses that are not reflected in the segments are provision for losses, advisory fees, net income and incentive fees, general and administrative, non-controlling interests and net loss from discontinued operations before gains on sale of real estate.

The segment labeled as "Other" consists of revenue and operating expenses related to the notes receivable and corporate debt.

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Presented below is our reportable segments' operating income for the three months ended March 31, 2014 and 2013, including segment assets and expenditures (dollars in thousands):

| For the Three Months Ended March 31, 2014 | Commercial | | | | Total |
|---|------------|------------|------------|---------|------------|
| | Properties | Apartments | Land | Other | |
| Rental and other property revenues | \$4,560 | \$15,159 | \$- | \$8 | \$19,727 |
| Property operating expenses | 2,936 | 6,463 | 188 | 5 | 9,592 |
| Depreciation | 1,798 | 2,646 | - | - | 4,444 |
| Mortgage and loan interest | 1,415 | 4,084 | 1,109 | 233 | 6,841 |
| Deferred borrowing costs amortization | 13 | 886 | 30 | 3 | 932 |
| Loan charges and prepayment penalties | 9 | 1,573 | - | - | 1,582 |
| Interest income | - | - | - | 2,113 | 2,113 |
| Gain on land sales | - | - | 753 | - | 753 |
| Segment operating income (loss) | \$(1,611) | \$(493) | \$(574) | \$1,880 | \$(798) |
| Capital expenditures | 1,130 | - | 85 | - | 1,215 |
| Real estate assets | 129,235 | 376,617 | 158,022 | - | 663,874 |
| Property Sales | | | | | |
| Sales price | \$- | \$23,131 | \$1,565 | \$- | \$24,696 |
| Cost of sale | - | 17,078 | 812 | - | 17,890 |
| Gain on sale | \$- | \$6,053 | \$753 | \$- | \$6,806 |
| | | | | | |
| For the Three Months Ended March 31, 2013 | Commercial | | | | Total |
| | Properties | Apartments | Land | Other | |
| Rental and other property revenues | \$5,063 | \$14,408 | \$34 | \$- | \$19,505 |
| Property operating expenses | 3,062 | 6,049 | 301 | (23) | 9,389 |
| Depreciation | 1,089 | 2,644 | - | - | 3,733 |
| Mortgage and loan interest | 1,267 | 4,551 | 1,403 | 712 | 7,933 |
| Deferred borrowing costs amortization | 21 | 2,338 | 56 | 1 | 2,416 |
| Loan charges and prepayment penalties | - | 3,937 | - | - | 3,937 |
| Interest income | - | - | - | 2,176 | 2,176 |
| Loss on land sales | - | - | (48) | - | (48) |
| Segment operating gain(loss) | \$(376) | \$(5,111) | \$(1,774) | \$1,486 | \$(5,775) |
| Capital expenditures | 677 | 31 | 53 | - | 761 |
| Real estate assets | 137,004 | 386,885 | 170,619 | - | 694,508 |
| Property Sales | | | | | |
| Sales price | \$- | \$25,300 | \$2,250 | \$- | \$27,550 |
| Cost of sale | - | 19,110 | 2,298 | - | 21,408 |
| Deferred current gain | - | - | - | - | - |
| Gain (loss) on sale | \$- | \$6,190 | \$(48) | \$- | \$6,142 |

The table below reconciles the segment information to the corresponding amounts in the Consolidated Statements of Operations:

For the Three Months Ended
March 31,
2014 2013

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| | | |
|--|-----------|-------------|
| Segment operating loss | \$ (798) | \$ (5,775) |
| Other non-segment items of income (expense) | | |
| General and administrative | (1,560) | (1,622) |
| Net income fee to related party | (490) | (56) |
| Advisory fee to related party | (1,852) | (2,138) |
| Other income | 157 | 36 |
| Loss on sale of investment | - | (7) |
| Earnings (loss) from unconsolidated joint ventures and investees | (4) | (13) |
| Litigation settlement | 3,839 | (45) |
| Income tax benefit | 1,870 | 2,318 |
| Net income (loss) from continuing operations | \$ 1,162 | \$ (7,302) |

The table below reconciles the segment information to the corresponding amounts in the Consolidated Balance Sheets:

| | March 31, | |
|---|------------|------------|
| | 2014 | 2013 |
| Segment assets | \$ 663,874 | \$ 694,508 |
| Investments in real estate partnerships | 1,824 | 5,415 |
| Notes and interest receivable | 61,769 | 57,225 |
| Other assets | 172,937 | 242,463 |
| Total assets | \$ 900,404 | \$ 999,611 |

NOTE 8. DISCONTINUED OPERATIONS

We apply the provisions of ASC Topic 360 "Property, Plant and Equipment". ASC Topic 360 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.

Discontinued operations relates to properties that were either sold or held for sale as of the period ended March 31, 2014. Included in discontinued operations are a total of two and 17 properties for 2014 and 2013, respectively. Properties sold in 2014 have been reclassified to discontinued operations for current and prior year reporting periods. In 2014, we sold one apartment complex (Pecan Pointe) and have one commercial property held for sale (1010 Common). In 2013, we sold 11 apartment complexes (Dorado Ranch, Huntington Ridge, Laguna Vista, Legends of El Paso, Mariposa Villas, Paramount Terrace, River Oaks, Savoy of Garland, Stonebridge at City Park, Verandas at City View and Vistas of Pinnacle Park) and four commercial properties (225 Baronne, Amoco, Ergon and Eton Square). The gain on sale of the properties is also included in discontinued operations for those years. The following table summarizes revenue and expense information for the properties sold and held for sale (dollars in thousands):

| | For the Three Months Ended March 31, | |
|---|--------------------------------------|----------|
| | 2014 | 2013 |
| Revenues: | | |
| Rental and other property revenues | \$ 1,147 | \$ 8,949 |
| | 1,147 | 8,949 |
| Expenses: | | |
| Property operating expenses | 928 | 4,457 |
| Depreciation | 166 | 269 |
| General and administrative | 164 | 1,432 |
| Total operating expenses | 1,258 | 6,158 |
| Other income (expense): | | |
| Other income | 37 | - |
| Mortgage and loan interest | (310) | (2,272) |
| Deferred borrowing costs amortization | (281) | (18) |
| Loan charges and prepayment penalties | - | (45) |
| Earnings from unconsolidated subsidiaries and investees | - | 21 |
| Litigation settlement | (45) | (45) |
| Total other expenses | (599) | (2,359) |
| | (710) | 432 |

Loss from discontinued operations before gain on sale of real estate
and tax

| | | | |
|--|--------|-------|--------|
| Gain on sale of real estate from discontinued operations | 6,053 | | 6,190 |
| Income tax expense | (1,870 |) | (2,318 |
| Income from discontinued operations | \$ | 3,473 | \$ |
| | | | 4,304 |

Our application of ASC Topic 360 results in the presentation of the net operating results of these qualifying properties sold or held for sale during 2014 as income from discontinued operations. This does not have an impact on net income available to common shareholders and only impacts the presentation of these properties within the Consolidated Statements of Operations.

NOTE 9. COMMITMENTS AND CONTINGENCIES AND LIQUIDITY

Dynex Commercial, Inc. and Dynex Capital, Inc.

On February 13, 2013, the Court of Appeals, Fifth District of Texas at Dallas (the “Fifth Court of Appeals”) rendered an opinion involving Transcontinental Realty Investors, Inc. (the “Issuer” or “TCI”) in Case No. 05-04-01358-CV styled Basic Capital Management, Inc., American Realty Trust, Inc., Transcontinental Realty Investors, Inc., Continental Poydras Corp., Continental Common, Inc. and Continental Baronne, Inc. v. Dynex Commercial, Inc. and Dynex Capital, Inc. The case was on appeal from the 68th Judicial District Court of Dallas County, Texas, had previously been appealed to the Fifth Court of Appeals and further appealed to the Supreme Court of the State of Texas which had remanded the instant case back to the Fifth Court of Appeals to address certain issues. The case had its origin with Dynex Commercial making loans to Continental Poydras Corp., Continental Common, Inc. and Continental Baronne, Inc. (subsidiaries of Continental Mortgage & Equity Trust (“CMET”), an entity which merged into TCI in 1999 after the original suit was filed). Under the original loan commitment, \$160,000,000 in loans were to be made to the entities. The loans were conditioned on the execution of a commitment between Dynex Commercial and Basic Capital Management, Inc. (“Basic”).

An original trial to a jury resulted in the jury awarding significant damages to Basic for “lost opportunity,” awarding damages in “increased costs” and “lost opportunity” damages to American Realty Trust, Inc. (“ART”) and damages of \$960,646.28 in “increased costs” and \$11,161,520 for “lost opportunity” damages in favor of TCI and its subsidiaries (a total of \$12,122,166.28). The original Trial Court ignored the jury’s findings and entered a “Judgment Notwithstanding the Verdict” (“JNOV”) in Dynex’s favor; the Fifth Court of Appeals has now ruled that the JNOV was improper because there was sufficient evidence to support the jury’s findings. As a result, the Fifth Court of Appeals ordered the Trial Court to enter a new judgment consistent with the jury’s original findings.

The Fifth Court of Appeals also determined that TCI was entitled to damages for “lost opportunities” relating to tenant improvements and awarded TCI an additional \$252,577. Issues relating to attorneys fees were also addressed with the Fifth Court of Appeals ordering the Trial Court to “re-try” the issue of attorney’s fees to determine the amount of fees to which TCI would be entitled on a “breach of commitment” claim. In addition, as a result of the changes in amounts awarded and passage of time, the Fifth Court of Appeals also ordered the Trial Court to recalculate the correct amounts of pre and post-judgment interest owed to Appellants.

While the fifteen year old controversy is not yet fully resolved, the Fifth Court of Appeals opinion is favorable to TCI, but TCI expects continued challenges by Dynex to the Fifth Court of Appeals opinion and any ultimate award of damages by the Trial Court.

Liquidity. Management believes that TCI will generate excess cash from property operations in 2014; such excess, however, will not be sufficient to discharge all of TCI’s obligations as they become due. Management intends to sell land and income-producing real estate, refinance real estate and obtain additional borrowings primarily secured by real estate to meet its liquidity requirements.

Partnership Buyouts. TCI is the limited partner in various partnerships related to the construction of residential properties. As permitted in the respective partnership agreements, TCI intends to purchase the interests of the general and any other limited partners in these partnerships subsequent to the completion of these projects. The amounts paid to buy out the non-affiliated partners are limited to development fees earned by the non-affiliated partners, and are set forth in the respective partnership agreements.

Litigation. The ownership of property and provision of services to the public as tenants entails an inherent risk of liability. Although the Company and its subsidiaries are involved in various items of litigation incidental to and in the

ordinary course of its business, in the opinion of management, the outcome of such litigation will not have a material adverse impact upon the Company's financial condition, results of operation or liquidity.

The Company is involved in and vigorously defending against, a number of deficiency claims with respect to assets that have been foreclosed by various lenders. Such claims are generally against a consolidated subsidiary as the borrower or the Company as a guarantor of indebtedness or performance. Some of these proceedings may ultimately result in an unfavorable determination for the Company and/or one of its consolidated subsidiaries. While we cannot predict the final result of such proceedings, management believes that the maximum exposure to the Company and its consolidated subsidiaries, if any, will not exceed approximately \$20 million in the aggregate and will occur, if at all, in future years.

NOTE 10. EARNINGS PER SHARE

Earnings per share (“EPS”) have been computed pursuant to the provisions of ASC Topic 260 “Earnings Per Share”. The computation of basic EPS is calculated by dividing income available to common shareholders from continuing operations, adjusted for preferred dividends, by the weighted-average number of common shares outstanding during the period. Shares issued during the period shall be weighted for the portion of the period that they were outstanding.

We have 30,000 shares of Series C cumulative convertible preferred stock issued and outstanding. The stock has a liquidation preference of \$100.00 per share. After September 30, 2006, the stock may be converted into common stock at 90% of the daily average closing price of the common stock for the prior five trading days. The effects of the Series C Cumulative Convertible Preferred Stock are included in the dilutive earnings per share if applying the if-converted method is dilutive. The 30,000 shares are owned by Realty Advisors, Inc., a related party, and have accrued dividends unpaid of \$0.9 million.

As of March 31, 2014, we have 5,000 shares of stock options outstanding, which will expire on January 1, 2015 if not exercised. These options are considered in the computation of diluted earnings per share if the effect of applying the “treasury stock” method is dilutive.

As of March 31, 2014, the preferred stock and the stock options were dilutive and thus included in the EPS calculation.

NOTE 11. SUBSEQUENT EVENTS

On April 3, 2014, the Company sold 1010 Common, a 512,593 square foot commercial building, located in New Orleans, LA, for a sales price of \$16.6 million. An estimated gain of \$4.1 million will be recorded on the sale.

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

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

This Report on Form 10-Q contains forward-looking statements within the meaning of the federal securities laws, principally, but not only, under the captions "Business", "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations". We caution investors that any forward-looking statements in this report, or which management may make orally or in writing from time to time, are based on management's beliefs and on assumptions made by, and information currently available to, management. When used, the words "anticipate", "believe", "expect", "intend", "may", "might", "plan", "estimate", "project", "should", "will", "result" and similar expressions 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 following:

- general risks affecting the real estate industry (including, without limitation, the inability to enter into or renew leases, dependence on tenants' financial condition, and competition from other developers, owners and operators of real estate);
- risks associated with the availability and terms of construction and mortgage financing and the use of debt to fund acquisitions and developments;
- demand for apartments and commercial properties in the Company's markets and the effect on occupancy and rental rates;
- the Company's ability to obtain financing, enter into joint venture arrangements in relation to or self-fund the development or acquisition of properties;
- risks associated with the timing and amount of property sales and the resulting gains/losses associated with such sales;
- failure to manage effectively our growth and expansion into new markets or to integrate acquisitions successfully;
- risks and uncertainties affecting property development and construction (including, without limitation, construction delays, cost overruns, inability to obtain necessary permits and public opposition to such activities);
-

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

- costs of compliance with the Americans with Disabilities Act and other similar laws and regulations;
- potential liability for uninsured losses and environmental contamination;
- risks associated with our dependence on key personnel whose continued service is not guaranteed; and
- the other risk factors identified in this Form 10-Q, including those described under the caption “Risk Factors.”

The risks included here are not exhaustive. 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 at Part I, Item 1A. “Risk Factors” in the Company’s Annual Report on Form 10-K, which investors should review. There have been no changes from the risk factors previously described in the Company’s Form 10-K for the fiscal year ended December 31, 2013.

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

Overview

We are an externally advised and managed real estate investment company that owns a diverse portfolio of income-producing properties and land held for development. Our portfolio of income-producing properties includes residential apartment communities, office buildings, and other commercial properties. Our investment strategy includes acquiring existing income-producing properties as well as developing new properties on land already owned or acquired for a specific development project. We acquire land primarily in urban in-fill locations or high-growth suburban markets. We are an active buyer and seller of real estate and during the three months ended March 31, 2014, sold \$24.8 million of land and income-producing properties. As of March 31, 2014, we owned 5,846 units in 35 residential apartment communities and 9 commercial properties comprising approximately 2.3 million rentable square feet. In addition, we owned 4,094 acres of land held for development

We finance our acquisitions primarily through operating cash flow, proceeds from the sale of land and income-producing properties, and debt financing primarily in the form of property-specific first-lien mortgage loans from commercial banks and institutional lenders. We finance our development projects principally with short-term, variable interest rate construction loans that are converted to long-term, fixed rate amortizing mortgages when the development project is completed and occupancy has been stabilized. We will, from time to time, also enter into partnerships with various investors to acquire income-producing properties or land and to sell interests in certain of our wholly-owned properties. When we sell assets, we may carry a portion of the sales price generally in the form of a short-term, interest bearing seller-financed note receivable. We generate operating revenues primarily by leasing apartment units to residents and leasing office, retail and industrial space to commercial tenants. We have no employees.

We have historically engaged in and may continue to engage in certain business transactions with related parties, including 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 our best interest.

Pillar Income Asset Management, Inc. ("Pillar") is the Company's external Advisor and Cash Manager. Although the Board of Directors is directly responsible for managing the affairs of TCI, and for setting the policies which guide it, the day-to-day operations of TCI are performed by Pillar, as the contractual Advisor, under the supervision of the Board. Pillar's duties include, but are not limited to, locating, evaluating and recommending real estate and real estate-related investment opportunities and arranging debt and equity financing for the Company with third party lenders and investors. Additionally, Pillar serves as a consultant to the Board with regard to their decisions in connection with TCI's business plan and investment policy. Pillar also serves as an Advisor and Cash Manager to ARL and IOT.

Regis Realty Prime, LLC ("Regis") manages our commercial properties and provides brokerage services for our real estate portfolio. TCI engages third-party companies to lease and manage its apartment properties. TCI also has a development agreement with Unified Housing Foundation, Inc. ("UHF"), a non-profit corporation that provides management services for the development of residential apartment projects in the future. This development agreement was terminated December 31, 2013.

Critical Accounting Policies

We present our financial statements in accordance with generally accepted accounting principles in the United States ("GAAP"). The FASB Accounting Standards Codification ("ASC") is the single 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. As of the effective date, we no longer refer to the authoritative guidance dictating its accounting methodologies under the previous accounting standards hierarchy. Instead, we refer to the ASC Codification as the sole source of authoritative literature.

The accompanying Consolidated Financial Statements include our accounts, our subsidiaries, generally all of which are wholly-owned, and all entities in which we have a controlling interest. Arrangements that are not controlled through voting or similar rights are accounted for as a Variable Interest Entity (“VIE”), in accordance with the provisions and guidance of ASC Topic 810 “Consolidation”, whereby we have determined that we are a primary beneficiary of the VIE and meet certain criteria of a sole general partner or managing member as identified in accordance with Emerging Issues Task Force (“EITF”) Issue 04-5, Investor’s Accounting for an Investment in a Limited Partnership when the Investor is the Sole General Partner and the Limited Partners have Certain Rights (“EITF 04-5”). VIEs are generally entities that lack sufficient equity to finance their activities without additional financial support from other parties or whose equity holders as a group lack adequate decision making ability, the obligation to absorb expected losses or residual returns of the entity, or have voting rights that are not proportional to their economic interests. The primary beneficiary generally is the entity that provides financial support and bears a majority of the financial risks, authorizes certain capital transactions, or makes operating decisions that materially affect the entity’s financial results. All significant intercompany balances and transactions have been eliminated in consolidation.

In determining whether we are the primary beneficiary of a VIE, we consider qualitative and quantitative factors, including, but not limited to: the amount and characteristics of our investment; the obligation or likelihood for us or other investors to provide financial support; our and the other investors’ ability to control or significantly influence key decisions for the VIE; and the similarity with and significance to the business activities of us and the other investors. Significant judgments related to these determinations include estimates about the current future fair values and performance of real estate held by these VIEs and general market conditions.

For entities in which we have less than a controlling financial interest or entities where we are not deemed to be the primary beneficiary, the entities are accounted for using the equity method of accounting. Accordingly, our share of the net earnings or losses of these entities are included in consolidated net income. Our investment in ARL is accounted for under the equity method.

Real Estate

Upon acquisitions of real estate, we assess the fair value of acquired tangible and intangible assets, including land, buildings, tenant improvements, “above-market” and “below-market” leases, origination costs, acquired in-place leases, other identified intangible assets and assumed liabilities in accordance with ASC Topic 805 “Business Combinations”, and allocate the purchase price to the acquired assets and assumed liabilities, including land at appraised value and buildings at replacement cost.

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

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

A variety of costs are incurred in the acquisition, development and leasing of properties. After determination is made to capitalize a cost, it is allocated to the specific component of a project that is benefited. Determination of when a development project is substantially complete and capitalization must cease involves a degree of judgment. Our capitalization policy on development properties is guided by ASC Topic 835-20 "Interest – Capitalization of Interest" and ASC Topic 970 "Real Estate - General". The costs of land and buildings under development include specifically identifiable costs. The capitalized costs include pre-construction costs essential to the development of the property, development costs, construction costs, interest costs, real estate taxes, salaries and related costs and other costs incurred during the period of development. We cease capitalization when a building is considered substantially complete and ready for its intended use, but no later than one year from the cessation of major construction activity.

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

ASC Topic 360 “Property, Plant and Equipment” requires that qualifying assets and liabilities and the results of operations that have been sold, or otherwise qualify as held for sale, be presented as discontinued operations in all periods presented if the property operations are expected to be eliminated and we will not have significant continuing involvement following the sale. The components of the property’s net income that is reflected as discontinued operations include the net gain (or loss) upon the disposition of the property held for sale, operating results, depreciation and interest expense (if the property is subject to a secured loan). We generally consider assets to be held for sale when the transaction has been approved by our Board of Directors, or a committee thereof, and there are no known significant contingencies relating to the sale, such that the property sale within one year is considered probable. Following the classification of a property as held for sale, no further depreciation is recorded on the assets.

Acquisitions from our parent, ARL, have previously been reflected at the fair value purchase price. Upon discussion with the SEC and in review of the guidance pursuant to ASC 250-10-45-22 to 24, we have adjusted those assets, in a prior year, to reflect a basis equal to ARL’s cost basis in the asset at the time of the sale. The related party payables to ARL were reduced for the lower asset price.

Depreciation and Impairment

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

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

Investments in Unconsolidated Real Estate Ventures

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

Recognition of Rental Income

Rental income for commercial property leases is recognized on a straight-line basis over the respective lease terms. In accordance with ASC Topic 805 “Business Combinations”, we recognize rental revenue of acquired in-place “above-market” and “below-market” leases at their fair values over the terms of the respective leases. On our Consolidated

Balance Sheets, we include as a receivable the excess of rental income recognized over rental payments actually received pursuant to the terms of the individual commercial lease agreements.

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

Rental income for residential property leases is recorded when due from residents and is recognized monthly as earned, which is not materially different than on a straight-line basis as lease terms are generally for periods of one year or less. An allowance for doubtful accounts is recorded for all past due rents and operating expense reimbursements considered to be uncollectible.

Revenue Recognition on the Sale of Real Estate

Sales and the associated gains or losses of real estate are recognized in accordance with the provisions of ASC Topic 360-20, "Property, Plant and Equipment – Real Estate Sale". The specific timing of a sale is measured against various criteria in ASC 360-20 related to the terms of the transaction and any continuing involvement in the form of management or financial assistance associated with the properties. If the sales criteria for the full accrual method are not met, we defer some or all of the gain recognition and account for the continued operations of the property by applying the finance, leasing, deposit, installment or cost recovery methods, as appropriate, until the sales criteria are met.

Non-Performing Notes Receivable

We consider a note receivable to be non-performing when the maturity date has passed without principal repayment and the borrower is not making interest payments in accordance with the terms of the agreement.

Interest Recognition on Notes Receivable

We record interest income as earned in accordance with the terms of the related loan agreements.

Allowance for Estimated Losses

We assess the collectability of notes receivable on a periodic basis, of which the assessment consists primarily of an evaluation of cash flow projections of the borrower to determine whether estimated cash flows are sufficient to repay principal and interest in accordance with the contractual terms of the note. We recognize impairments on notes receivable when it is probable that principal and interest will not be received in accordance with the contractual terms of the loan. The amount of the impairment to be recognized generally is based on the fair value of the partnership's real estate that represents the primary source of loan repayment. See Note 3 "Notes and Interest Receivable" for details on our notes receivable.

Fair Value of Financial Instruments

We apply the guidance in ASC Topic 820, "Fair Value Measurements and Disclosures", to the valuation of real estate assets. These provisions define fair value as the price that would be received to sell an asset or paid to transfer a liability in a transaction between market participants at the measurement date, establish a hierarchy that prioritizes the information used in developing fair value estimates and require disclosure of fair value measurements by level within the fair value hierarchy. The hierarchy gives the highest priority to quoted prices in active markets (Level 1 measurements) and the lowest priority to unobservable data (Level 3 measurements), such as the reporting entity's own data.

The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date and includes three levels defined as follows:

Level

1 – Unadjusted quoted prices for identical and unrestricted assets or liabilities in active markets.

Level 2 – Quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level

3 – Unobservable inputs that are significant to the fair value measurement.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Related Parties

We apply ASC Topic 805, "Business Combinations", to evaluate business relationships. Related parties are persons or entities who have one or more of the following characteristics, which include entities for which investments in their equity securities would be required, trust for the benefit of persons including principal owners of the entities and members of their immediate families, management personnel of the entity and members of their immediate families and other parties with which the entity may deal if one party controls or can significantly influence the decision making of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests, or affiliates of the entity.

Results of Operations

The discussion of our results of operations is based on management's review of operations, which is based on our segments. Our segments consist of apartments, commercial buildings, land and other. For discussion purposes, we break these segments down into the following sub-categories; same property portfolio, acquired properties, and developed properties in the lease-up phase. The same property portfolio consists of properties that were held by us for the entire period for both years being compared. The acquired property portfolio consists of properties that we acquired but have not been held for the entire period for both periods being compared. Developed properties in the lease-up phase consist of completed projects that are being leased-up. As we complete each phase of the project, we lease-up that phase and include those revenues in our continued operations. Once a developed property becomes leased-up and is held the entire period for both periods under comparison, it is considered to be included in the same property portfolio. Income-producing properties that we have sold during the year are reclassified to discontinuing operations for all periods presented.

The following discussion is based on our Consolidated Statements of Operations for the three months ended March 31, 2014 and 2013, as included in Part I, Item 1. "Financial Statements" of this report. The prior year's property portfolios have been adjusted for subsequent sales. Continuing operations relates to income-producing properties that were held during those years as adjusted for sales in the subsequent years.

At March 31, 2014 and 2013, we owned or had interests in a portfolio of 44 and 59 income-producing properties, respectively. The total property portfolio represents all income-producing properties held as of March 31 for the period presented. Sales subsequent to the period ended represent properties that were held as of the period end for the periods presented, but sold in the next quarter. Continuing operations represents all properties that have not been reclassified to discontinued operations as of March 31, 2014 for the periods presented. The table below shows the number of income-producing properties held at the quarter ended:

| | March 31, | |
|--------------------------------|-----------|------|
| | 2014 | 2013 |
| Continuing operations | 43 | 43 |
| Held for sale/subsequent sales | 1 | 16 |
| Total property portfolio | 44 | 59 |

Comparison of the three months ended March 31, 2014 to the same period ended 2013

For the three months ended March 31, 2014, we reported a net income applicable to common shares of \$4.3 million or \$0.49 per diluted earnings per share, as compared to a net loss applicable to common shares of \$3.4 million or \$0.40 per diluted earnings per share for the same period ended 2013.

Revenues

Rental and other property revenues were \$19.7 million for the three months ended March 31, 2014. This represents an increase of \$0.2 million, as compared to the prior period revenues of \$19.5 million. This change, by segment, is an increase in the apartment portfolio of \$0.7 million, offset by a decrease in the commercial portfolio of \$0.5 million. Within the apartment portfolio there was an increase of \$0.7 million in the same property portfolio. Our apartment portfolio continues to thrive in the current economic conditions with occupancies averaging 95%. Our existing commercial portfolio decreased by \$0.5 million in the same store properties. This decrease is due to lost rents from tenant vacancies. We are continuing to market our properties aggressively to attract new tenants and strive for continuous improvement of our properties in order to maintain our existing tenants.

Expense

Property operating expenses were \$9.6 million for the three months ended March 31, 2014. This represents an increase of \$0.2 million, as compared to the prior period operating expenses of \$9.4 million. This change, by segment, is an increase in the apartment portfolio of \$0.4 million, a decrease in the commercial portfolio of \$0.1 million and a decrease in the land portfolio of \$0.1 million. Within the apartment portfolio, the increase relates to general repair and maintenance expense and real estate taxes.

Depreciation and amortization expense was \$4.4 million for the three months ended March 31, 2014. This represents an increase of \$0.7 million, as compared to the prior period expense of \$3.7 million. This change is attributable to the commercial portfolio due to new assets placed in service in the current period.

Other income (expense)

Mortgage and loan interest expense was \$6.8 million for the three months ended March 31, 2014. This represents a decrease of \$1.1 million, as compared to the prior period expense of \$7.9 million. This change by segment, is a decrease in the apartment portfolio of \$0.5 million, a decrease in the land portfolio of \$0.3 million, a decrease in the other portfolio of \$0.5 million, offset by an increase in the commercial portfolio of \$0.2 million. Within the apartment portfolio, the majority of the decrease relates to the same apartment portfolio due to the refinances closed with long-term, low interest rates. Within the other portfolio, the majority of the decrease is due to a decrease in the interest paid to our Advisor. The decrease in the land portfolio was due to land sales.

Deferred borrowing costs amortization was \$0.9 million for the three months ended March 31, 2014. This represents a decrease of \$1.5 million as compared to the prior period expense of \$2.4 million. The majority of the decrease is in the same store apartment portfolio due to the write off in the prior period of prior loan deferred borrowing costs upon the refinance into a new mortgage note.

Loan charges and prepayment penalties were \$1.6 million for the three months ended March 31, 2014. This represents a decrease of \$2.3 million, as compared to the prior period expense of \$3.9 million. There were fewer refinances completed in the current period than in the prior period.

Due to the litigation settlement and the prepayment option relating to the Amoco Building, the outstanding balance of the note was forgiven.

Gain on land sales increased for the three months ended March 31, 2014, as compared to the prior period. In the current period we sold 6.31 acres of land in one transaction for a sales price of \$1.6 million and recorded a gain of \$0.8 million. In the prior period, we sold 28.42 acres of land in two separate transactions for an aggregate sales price of \$2.75 million and recorded a loss of \$0.1 million.

Discontinued operations relates to properties that were either sold or held for sale as of the period ended March 31, 2014. Included in discontinued operations are a total of two and 17 properties for 2014 and 2013, respectively. Properties sold in 2014 have been reclassified to discontinued operations for current and prior year reporting periods. In 2014, we sold one apartment complex (Pecan Pointe) and have one commercial property held for sale (1010 Common). In 2013, we sold 11 apartment complexes (Dorado Ranch, Huntington Ridge, Laguna Vista, Legends of El Paso, Mariposa Villas, Paramount Terrace, River Oaks, Savoy of Garland, Stonebridge at City Park, Verandas at City View and Vistas of Pinnacle Park) and four commercial properties (225 Baronne, Amoco, Ergon and Eton Square). The gain on sale of the properties is also included in discontinued operations for those years.

| | For the Three Months Ended March 31, | |
|--|--------------------------------------|----------|
| | 2014 | 2013 |
| Revenues: | | |
| Rental and other property revenues | \$ 1,147 | \$ 8,949 |
| | 1,147 | 8,949 |
| Expenses: | | |
| Property operating expenses | 928 | 4,457 |
| Depreciation | 166 | 269 |
| General and administrative | 164 | 1,432 |
| Total operating expenses | 1,258 | 6,158 |
| Other income (expense): | | |
| Other income | 37 | - |
| Mortgage and loan interest | (310) | (2,272) |
| Deferred borrowing costs amortization | (281) | (18) |
| Loan charges and prepayment penalties | - | (45) |
| Earnings from unconsolidated subsidiaries and investees | - | 21 |
| Litigation settlement | (45) | (45) |
| Total other expenses | (599) | (2,359) |
| Loss from discontinued operations before gain on sale of real estate and tax | (710) | 432 |
| Gain on sale of real estate from discontinued operations | 6,053 | 6,190 |
| Income tax expense | (1,870) | (2,318) |
| Income from discontinued operations | \$ 3,473 | \$ 4,304 |

Liquidity and Capital Resources

Our principal liquidity needs are:

- fund normal recurring expenses;
- meet debt service and principal repayment obligations including balloon payments on maturing debt;
- fund capital expenditures, including tenant improvements and leasing costs;
- fund development costs not covered under construction loans; and
- fund possible property acquisitions.

Our principal sources of cash have been and will continue to be:

- property operations;
- proceeds from land and income-producing property sales;
- collection of mortgage notes receivable;
- collection of receivables from related party companies;
- refinancing of existing debt; and
- additional borrowing, including mortgage notes payable and lines of credit.

We draw on multiple financing sources to fund our long-term capital needs. We generally fund our development projects with construction loans. Management anticipates that our available cash from property operations may not be sufficient to meet all of our cash requirements. Management intends to selectively sell land and income-producing assets, refinance or extend real estate debt and seek additional borrowing secured by real estate to meet its liquidity requirements. Although the past cannot predict the future, historically, management has been successful at extending a portion of our current maturity obligations and selling assets as necessary to meet current obligations.

Cash Flow Summary

The following summary discussion of our cash flows is based on the statements of cash flows as presented in Part I, Item 1. "Financial Statements" and is not meant to be an all-inclusive discussion of the changes in our cash flow (dollars in thousands):

| | March 31, | | |
|---|-------------|-------------|-------------|
| | 2014 | 2013 | Variance |
| Net cash used in operating activities | \$(23,619) | \$(11,841) | \$(11,778) |
| Net cash provided by investing activities | \$17,829 | \$25,542 | \$(7,713) |
| Net cash provided by (used in) financing activities | \$7,881 | \$(22,485) | \$30,366 |

Our primary use of cash for operations is daily operating costs, general and administrative expenses, advisory fees, and land holding costs. Our primary source of cash from operating activities is from rental income on properties. In addition, we have a related party account in which excess cash is transferred to or from. We received more interest payments from our notes receivables in the current period and used more cash to pay down related party payables and other payables than in the prior period.

Our primary cash outlays for investing activities are for construction and development, acquisition of land and income-producing properties, and capital improvements to existing properties. Our primary sources of cash from investing activities are from the proceeds on the sale of land and income-producing properties. Sales in the current period were consistent with the prior period. The majority of the decrease is related to the acquisition of notes receivables and land held for development.

Our primary sources of cash from financing activities are from proceeds on notes payables either through refinancing our existing loans or by obtaining new financing. Our primary cash outlays are for recurring debt payments and payments on maturing notes payable. Proceeds from notes payable associated with new loans and refinancing provided more cash in the current period to be used in operations.

Environmental Matters

Under various federal, state and local environmental laws, ordinances and regulations, we 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 our business, assets or results of operations.

Inflation

The effects of inflation on our operations are not quantifiable. Revenues from property operations tend to fluctuate proportionately with inflationary increases and decreases in real estate costs. Fluctuations in the rate of inflation also affect sales values 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, the cost of new financings and the cost of variable interest rate debt will be affected.

Tax Matters

In prior periods, TCI was part of the ARL consolidated federal group. During the third quarter 2012, Realty Advisors Management, Inc. (“RAMI”) subsidiaries acquired stock of ARL such that more than 80% of ARL was owned by the RAMI group. As a result, TCI joined the RAMI consolidated group for federal income tax reporting.

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. TCI had a loss for federal income tax purposes after the use of net operating loss carryforwards in the first three months of 2014, and a loss in 2013 and 2012; therefore, it recorded no provision for income taxes.

At March 31, 2014, TCI had a net deferred tax asset of \$92.1 million due to tax deductions available to it in future years. However, as management cannot determine that it is more likely than not that TCI will realize the benefit of the deferred tax assets, a 100% valuation allowance has been established.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

At March 31, 2014, our exposure to a change in interest rates on our debt is as follows (dollars in thousands, except per share):

| | Balance | Weighted Average Interest Rate | Effect of 1% Increase In Base Rates |
|---|----------|--------------------------------------|---|
| Notes payable: | | | |
| Variable rate | \$55,345 | 4.59 % | \$ 553 |
| Total decrease in TCI’s annual net income | | | 553 |
| Per share | | | \$ 0.06 |

ITEM 4. CONTROLS AND PROCEDURES

Based on an evaluation by our management (with the participation of our Principal Executive Officer and Principal Financial Officer), as of the end of the period covered by this report, our Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), were effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to our management, including our Principal Executive Officer and Principal Financial Officer, to allow timely decisions regarding required disclosures.

There has been no change in our internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

In December 1989, the Board of Directors approved a share repurchase program, authorizing the repurchase of a total of 687,000 shares of TCI's common stock. In June 2000, the Board increased this authorization to 1,387,000 shares. On August 10, 2010, the Board of Directors approved an increase in the share repurchase program for up to an additional 250,000 shares of common stock which results in a total authorization under the repurchase program for up to 1,637,000 shares of our common stock. This repurchase program has no termination date. The following table represents shares repurchased on a monthly basis during the first quarter of 2014:

| Period | Total Number of Shares Purchased | Average Price Paid per share | Total Number of Shares Purchased as Part of Publicly Announced Program | Maximum Number of Shares that May Yet be Purchased Under the Program |
|------------------------------|-------------------------------------|---------------------------------|--|---|
| Balance at December 31, 2013 | | | 1,230,535 | 406,465 |
| January 31, 2014 | - | \$ - | 1,230,535 | 406,465 |
| February 28, 2014 | - | \$ - | 1,230,535 | 406,465 |
| March 31, 2014 | - | \$ - | 1,230,535 | 406,465 |
| Total | - | | | |

ITEM 6.

EXHIBITS

The following exhibits are filed with this report or incorporated by reference as indicated;

| Exhibit | Number | Description |
|---------|--------|--|
| 3.0 | | Articles of Incorporation of Transcontinental Realty Investors, Inc., (incorporated by reference to Exhibit No. 3.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1991). |
| 3.1 | | Certificate of Amendment to the Articles of Incorporation of Transcontinental Realty Investors, Inc., (incorporated by reference to the Registrant's Current Report on Form 8-K, dated June 3, 1996). |
| 3.2 | | Certificate of Amendment of Articles of Incorporation of Transcontinental Realty Investors, Inc., dated October 10, 2000 (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2000). |
| 3.3 | | Articles of Amendment to the Articles of Incorporation of Transcontinental Realty Investors, Inc., setting forth the Certificate of Designations, Preferences and Rights of Series A Cumulative Convertible Preferred Stock, dated October 20, 1998 (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 1998). |
| 3.4 | | Certificate of Designation of Transcontinental Realty Investors, Inc., setting forth the Voting Powers, Designations, References, Limitations, Restriction and Relative Rights of Series B Cumulative Convertible Preferred Stock, dated October 23, 2000 (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2000). |
| 3.5 | | Certificate of Designation of Transcontinental Realty Investors, Inc., setting forth the Voting Powers, Designating, Preferences, Limitations, Restrictions and Relative Rights of Series C Cumulative Convertible Preferred Stock, dated September 28, 2001 (incorporated by reference to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001). |
| 3.6 | | Articles of Amendment to the Articles of Incorporation of Transcontinental Realty Investors, Inc., Decreasing the Number of Authorized Shares of and Eliminating Series B Preferred Stock dated December 14, 2001 (incorporated by reference to Exhibit 3.7 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2001). |
| 3.7 | | By-Laws of Transcontinental Realty Investors, Inc. (incorporated by reference to Exhibit No. 3.2 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1991). |
| 3.8 | | |

Certificate of Designation of Transcontinental Realty Investors, Inc., setting forth the Voting Powers, Designations, Preferences, Limitations, Restrictions and Relative Rights of Series D Cumulative Preferred Stock filed August 14, 2006 with the Secretary of State of Nevada (incorporated by reference to Registrant's Current Report on Form 8-K for event dated November 21, 2006 at Exhibit 3.8 thereof).

- 10.1 Advisory Agreement dated as of April 30, 2011, between Transcontinental Realty Investors, Inc., and Pillar Income Asset Management, Inc. (incorporated by reference to Exhibit 10.1 to the registrant's current report on Form 8-K for event occurring May 2, 2011).
- 31.1* Certification of the 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 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. 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

*

Filed herewith.

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.

TRANSCONTINENTAL REALTY INVESTORS, INC.

Date: May 15, 2014

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

Date: May 15, 2014

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

