

TRANSCONTINENTAL REALTY INVESTORS INC  
Form SC 13D/A  
November 13, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 37)\*

TRANSCONTINENTAL REALTY INVESTORS, INC.

-----  
(NAME OF ISSUER)

Common Stock, par value \$0.01 per share

-----  
(TITLE OF CLASS OF SECURITIES)

893617-20-9

-----  
(CUSIP NUMBER)

Robert A. Waldman  
1800 Valley View Lane, Suite 300  
Dallas, Texas 75234  
(469) 522-4200

-----  
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON  
AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS)

November 7, 2002

-----  
(DATE OF EVENT WHICH REQUIRES FILING  
OF THIS STATEMENT)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [ ].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the

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Notes).

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

American Realty Trust, Inc., FEI No. 54-0697989

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(A) [ ]

(B) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(D) OR 2(E)

[ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Georgia

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,994,301

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

49.5%

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14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

ART Holdings, Inc., FEI No. 75-2663476

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(A) [ ]  
(B) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(D) OR 2(E) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

NUMBER OF 7 SOLE VOTING POWER  
SHARES  
BENEFICIALLY -0-

OWNED BY  
EACH 8 SHARED VOTING POWER  
REPORTING -0-

PERSON  
WITH 9 SOLE DISPOSITIVE POWER  
-0-

10 SHARED DISPOSITIVE POWER  
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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-0-

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Basic Capital Management, Inc., FEI No. 75-2261065

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(A) [ ]

(B) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(D) OR 2(E)

[ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7	SOLE VOTING POWER
	1,166,948

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

1,166,948

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,166,948

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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(SEE INSTRUCTIONS)

[ ]

-----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 14.5%

-----  
 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
 CO  
 -----

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-----  
 1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
 The Gene E. Phillips Children's Trust, I.D. No. 13-6599759

-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
 (A) [ ]  
 (B) [ ]

-----  
 3 SEC USE ONLY

-----  
 4 SOURCE OF FUNDS (SEE INSTRUCTIONS)  
 N/A

-----  
 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
 ITEMS 2(D) OR 2(E) [ ]

-----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Texas

-----  
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

	7	SOLE VOTING POWER	1,827
	8	SHARED VOTING POWER	-0-
	9	SOLE DISPOSITIVE POWER	1,827
	10	SHARED DISPOSITIVE POWER	-0-

-----

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 1,827

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 (SEE INSTRUCTIONS)

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0.02%

---

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
 00

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1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
 Syntek Asset Management, L.P., FEI No. 75-2311348

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
 (A) [ ]  
 (B) [ ]

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)  
 N/A

---

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
 ITEMS 2 (D) OR 2 (E) [ ]

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  26,475
	8	SHARED VOTING POWER  -0-
	9	SOLE DISPOSITIVE POWER  26,475
	10	SHARED DISPOSITIVE POWER



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-0-

-----  
10 SHARED DISPOSITIVE POWER

-0-

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,994,301

-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

49.5%

-----  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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-----  
1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

EQK Holdings, Inc., FEI No. 75-2931679

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(A) [ ]

(B) [ ]

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

-----  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(D) OR 2(E)

[ ]

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

-----  
NUMBER OF 7 SOLE VOTING POWER  
SHARES  
BENEFICIALLY 3,994,301  
OWNED BY



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EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
	-----	
	9	SOLE DISPOSITIVE POWER
		3,994,301
	-----	
	10	SHARED DISPOSITIVE POWER
-----		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,994,301	
-----		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
-----		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	49.5%	
-----		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
	CO	
-----		

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ITEM 1. SECURITY AND ISSUER.

This Amendment No. 37 to Statement on Schedule 13D relates to the shares of Common Stock, par value \$0.01 per share (the "Shares") of TRANSCONTINENTAL REALTY INVESTORS, INC., a Nevada corporation ("TCI" or the "Issuer") and further amends the original Statement on Schedule 13D as amended by Amendment Nos. 1 through 36 thereof (the "Amended Statement") filed by and on behalf of the "Reporting Persons" described below. The principal executive offices of TCI are located at 1800 Valley View Lane, Suite 300, Dallas, Texas 75234. The CUSIP number of the shares is 893617-20-9.

This Amendment No. 37 is being filed to reflect various changes in the information contained in the Amended Statement, including a press release announcing a proposed tender offer of the Issuer's Shares. Transcontinental Realty Acquisition Corporation ("TCI Acquisition Sub"), a wholly-owned subsidiary of American Realty Investors, Inc. ("ARL"), is planning to offer to purchase any or all outstanding shares of common stock of the Issuer.

ITEM 2. IDENTITY AND BACKGROUND.

Item 2 of the Amended Statement is hereby further amended as follows:

Collene C. Currie is no longer a director of ARL.

On September 24, 2002 the SEC filed a civil complaint, Civil Action No.

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1:02CV01872 (D.D.C.), in a lawsuit styled Securities and Exchange Commission v. Basic Capital Management, Inc. and Gene E. Phillips, and the SEC issued an Order Instituting Proceedings Pursuant to Section 21C of the Securities Exchange Act of 1934 ("Exchange Act"), Making Findings and Imposing a Cease-and-Desist Order, In The Matter of Basic Capital Management, Inc., Nevada Sea Investments, Inc., International Health Products, Inc., One Realco Corporation, TacCO Financial, Inc. and Gene E. Phillips (Administrative Proceedings File No. 3-10898, Administrative Procedure Release No. 46538). In anticipation of the Order, Mr. Gene E. Phillips, BCM and four corporations affiliated with Mr. Phillips or the trust for his children that indirectly owns BCM (Nevada Sea Investments, Inc., International Health Products, Inc., One Realco Corporation and TacCO Financial, Inc.) (together, the "Respondents") submitted an Offer of Settlement and consented, without admitting or denying any of the allegations, to the entry of a judgment ordering Mr. Phillips and BCM to pay a civil penalty of \$850,000.

The Order finds, among other things, that the Respondents violated Section 10(b) and 13(d) of the Exchange Act, as amended, and Rules 10b-5, 13d-1 and 13d-2 promulgated thereunder, by failing to timely file reports required under Section 13(d) with respect to the securities of Greenbriar Corporation. Although none of the Respondents purchased more than five percent of Greenbriar's outstanding shares, their holdings together with the holdings of ART amounted to approximately 16.1% by June 1997. Between May 1996 and June 1997, the Respondents and ART accounted for approximately 54% of the total trading volume in Greenbriar stock. On particular days during the period, the Respondents bought all the Greenbriar stock traded. The Order requires the Respondents

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to cease and desist from committing or causing any violation of Sections 10(b) and 13(d) of the Exchange Act and Rules 10b-5, 13d-1 and 13d-2 promulgated thereunder.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 of the Amended Statement is hereby further amended as follows:

ARL currently does not have sufficient cash to pay for the purchase of TCI's Shares and related expenses of a tender offer. If the tender offer takes place, ARL expects to pay for Shares tendered from cash on hand at the time tendered Shares are accepted and from borrowings. ARL expects to obtain this financing through refinancing existing indebtedness on its various real estate holdings, which it typically does in the ordinary course of its business, and by borrowing money from financial institutions with repayment secured by pledges of some of its real estate holdings. Although it does not have any firm commitments for either refinancings or new borrowings, it has had numerous discussions with existing lenders regarding refinancings of properties in Palm Desert, California, Tallahassee, Florida, Farmers Branch, Texas, Lincoln, Nebraska, Denver, Colorado, Fresno, California, Nashville, Tennessee and Sofia, Bulgaria, among others.

### ITEM 4. PURPOSE OF TRANSACTION.

Item 4 of the Amended Statement is hereby further amended as follows:

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At the close of the market on November 7, 2002, ARL announced that it intends to commence, through subsidiaries, a tender offer for shares of common stock of its affiliates TCI and IOT. ARL expects to commence the tender offer on or before November 15, 2002. ARL is proposing to make the tender offer through its wholly-owned subsidiary, TCI Acquisition Sub, in order to comply with its obligations under a court-approved settlement agreement of certain litigation against TCI, Income Opportunity Realty Investors ("IOT") and certain of their affiliates known as Jack Olive, et. al. v. National Income Realty Trust, et. al., Case No. C89 4331 MHP pending in the United States District Court for the Northern District of California. The parties to the litigation have entered into a settlement agreement, after arms length negotiation, providing that ARL would propose a merger with TCI pursuant to which stockholders of TCI (other than Mr. Phillips, BCM, ARL and ART) would receive \$17.50 in cash for each of their shares of the common stock of TCI or, at their option, a share of the preferred stock of ARL in lieu of cash.

In order to propose the merger transaction to the stockholders of TCI, ARL was required to prepare a registration statement and proxy statement and submit it for review to the Securities and Exchange Commission. The settlement agreement required that the review process be completed by March 31, 2002, unless extended by Settlement Counsel, George Donaldson. That process has not yet been completed. In the event that ARL is in default of its obligations under the settlement agreement to propose and consummate the merger, it may cure its default by making a tender offer for the share of TCI's and IOT's common stock. In discussions with Settlement Counsel on Friday, November 1, 2002, representatives of ARL agreed to announce a tender offer for the shares of TCI's and

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IOT's common stock on November 7, 2002 and commence the offers not later than November 15, 2002. ARL did in fact announce a proposed tender offer on November 7, 2002 and plans to commence the tender offer on November 15, 2002. If ARL successfully completes the tender offer, ARL will not be liable for liquidated damages under the settlement agreement. ARL will defer further action on the proposed mergers during the pendency of the offer. If the offer is consummated for less than all of the Shares of TCI held by persons other than affiliates of ARL, ARL currently expects to pursue the merger after the consummation of the offer. Depending on the number of TCI Shares tendered in the offer, TCI's Shares could become eligible for delisting from the New York Stock Exchange and for termination of registration pursuant to Section 12(g)(4) of the Exchange Act.

Except with respect to the proposed tender and the proposed merger offer described above, and any ancillary effect same would have on the following items, the Reporting Persons do not have any plans or proposals that relate to or would result in:

(a) The acquisition by any person of additional securities of the Issuer or the disposition of securities of the Issuer;

(b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;

(c) A sale or transfer of a material amount of assets of TCI or any of its subsidiaries (except that as part of the tender offer certain real property

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assets owned by the Issuer may be sold);

(d) Any change in the present board of directors or management of TCI, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;

(e) Any material change in the present capitalization or dividend policy of TCI;

(f) Any other material change in TCI's business or corporate structure;

(g) Changes in TCI's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of TCI by any person (except that the Reporting Persons' collective ownership of 64.3% of the outstanding Shares would itself be an impediment to any potential change of control not approved by the Reporting Persons);

(h) Causing a class of securities of TCI to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association (except that, depending on the number of Shares tendered, TCI's Shares may no longer be eligible for listing on a national securities exchange);

(i) A class of equity securities of TCI becoming eligible for termination of registration pursuant to Section 12(g) (4) of the Exchange Act, as amended (except that if the tender offer reduced the number of common stockholders of TCI to a number below 300, such Shares would then become eligible for termination of registration); or

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(j) Any actions similar to any of those enumerated above.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 of the Amended Statement is hereby further amended as follows:

(a) According to the latest information available from the Issuer, as of November 1, 2002, the total number of issued and outstanding Shares was 8,072,594 Shares. As of November 1, 2002, the following Shares were owned directly and beneficially by the Reporting Persons as set forth below:

NAME	NUMBER OF SHARES	APPROXIMATE PERCENT OF CLASS
ART*	3,994,301	49.5%
BCM	1,166,948	14.5%
AHI	-0-	-0-
GEP TRUST	1,827	0.02%
SAM LP	26,475	0.3%
ARL*	3,994,301	49.5%
EQK**	3,994,301	49.5%

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TOTALS: 5,189,551 64.3%

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 \* Same Shares owned by EQK; EQK is a wholly-owned subsidiary of ART, which in turn is a wholly-owned subsidiary of ARL; ARL is the indirect parent of EQK.

\*\* Effective August 10, 2001, ART transferred to its subsidiary EQK 2,135,400 Shares, all of which had previously been purchased in open market transactions over a period of years.

Pursuant to Rule 13d-3 under the Exchange Act, each of the directors of ARL, ART and EQK may be deemed to beneficially own the number of Shares owned by EQK described above; each of the directors of BCM may be deemed to beneficially own the Shares held directly by BCM; and each of the directors of Syntek Asset Management, Inc. ("SAMI"), a general partner of SAM LP, and Gene E. Phillips, the other general partner of SAM LP, may be deemed to beneficially own the Shares held by SAM LP. Those individuals and the number of Shares deemed beneficially owned pursuant to Rule 13d-3, and the approximate percent of the class, as well as the relationship, are set forth in the following table:

NAME OF DIRECTOR OR GENERAL PARTNER	ENTITY	NO. OF SHARES BENEFICIALLY OWNED	PE
Earl D. Cecil	ARL	3,994,301*	

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NAME OF DIRECTOR OR GENERAL PARTNER	ENTITY	NO. OF SHARES BENEFICIALLY OWNED	PE
Richard W. Humphrey	ARL	3,994,301*	
Joseph Mizrachi	ARL	3,994,301*	
Ryan T. Phillips	BCM+	1,168,804	
Mickey Ned Phillips	BCM	1,166,977	
Donald W. Phillips	GEP Trust	1,827	
Gene E. Phillips	SAM LP	26,475	
SAMI	SAM LP	26,475	
Robert A. Waldman	ART and EQK	3,994,301*	
Ronald E. Kimbrough	ART and EQK	3,994,301*	
Total Units Beneficially owned by Reporting Persons and Individuals listed above		5,191,407	

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+ Also beneficiary of the GEP Trust.

(b) No modification.

(c) No modification.

(d) No modification.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 of the Amended Statement is hereby further amended to add the following exhibit:

Pursuant to the settlement agreement, which is discussed in Item 4, ARL, BCM, Mr. Phillips and stockholders affiliated with those parties who in the aggregate own a total of 64.3% of the TCI common stock have orally agreed with TCI Acquisition Sub not to tender shares of TCI common stock owned by them in the tender offer.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 of the Amended Statement is hereby further amended to add the following exhibit:

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EXHIBIT DESIGNATION

DESCRIPTION OF EXHIBIT

99.1

Pre-commencement Press

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SIGNATURES AND POWER OF ATTORNEY

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certify that the information set forth in this statement is true, complete and correct.

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DATED: November 12, 2002

SYNTEK ASSET MANAGEMENT, LP,  
a Delaware limited partnership  
By: Syntek Asset Management, General Partner

By: /s/ RONALD E. KIMBROUGH  
-----  
Ronald E. Kimbrough  
Executive Vice President

AMERICAN REALTY INVESTORS, INC.

By: /s/ RONALD E. KIMBROUGH  
-----  
Ronald E. Kimbrough  
Executive Vice President

ART HOLDINGS, INC.

By: /s/ RONALD E. KIMBROUGH  
-----  
Ronald E. Kimbrough  
Executive Vice President

THE GENE E. PHILLIPS CHILDREN'S TRUST

By: /s/ DONALD W. PHILLIPS  
-----  
Donald W. Phillips, Trustee

AMERICAN REALTY TRUST, INC.

By: /s/ RONALD E. KIMBROUGH  
-----  
Ronald E. Kimbrough  
Executive Vice President

BASIC CAPITAL MANAGEMENT, INC.

By: /s/ RONALD E. KIMBROUGH  
-----  
Ronald E. Kimbrough  
Executive Vice President

EQK HOLDINGS, INC.

By: /s/ RONALD E. KIMBROUGH  
-----  
Ronald E. Kimbrough

Executive Vice President