

INCOME OPPORTUNITY REALTY INVESTORS INC /TX/

Form SC TO-C

November 08, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
(RULE 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

INCOME OPPORTUNITY REALTY INVESTORS, INC.
(Name of the Issuer)

AMERICAN REALTY INVESTORS, INC.
(Other Person)

BASIC CAPITAL MANAGEMENT, INC.
(Other Person)

GENE E. PHILLIPS
(Other Person)

TRANSCONTINENTAL REALTY INVESTORS, INC.
(Other Person)

TRANSCONTINENTAL REALTY ACQUISITION CORPORATION
(Other Person)

INCOME OPPORTUNITY ACQUISITION CORPORATION
(Offeror)
(Name of Filing Persons)

COMMON STOCK, PAR VALUE .01 PER SHARE
(Title of Class of Securities)

452926-10-8
(CUSIP Number of Class of Securities)

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(469) 522-4360 (FAX)

With copies
to:

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(Name, Address, and Telephone Numbers of Person Authorized to Receive
Notices and Communications on Behalf of the Persons Filing Statement)

Calculation of Filing Fee

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Transaction valuation	Amount of filing fee
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Not Applicable	Not Applicable
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Amount Previously Paid: Not Applicable Filing Party: Not Applicable
Form or Registration No.: Not Applicable Date Filed: Not Applicable

[X] Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates

[X] third-party tender offer subject to Rule 14d-1.

[] issuer tender offer subject to Rule 13e-4.

[X] going private transaction subject to Rule 13e-3

[] amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: []

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Item 12. Exhibits

Exhibit Index

Exhibit (A) (5) (i)

(A) (5) (i) Press Release issued by American Realty Investors, Inc.
on November 8, 2002

EXHIBIT INDEX

(a) (5) (i) Press release issued by American Realty Investors, Inc. on November 8, 2002.