

STRATUS PROPERTIES INC
Form SC 13G/A
February 11, 2005

SECURITIES & EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Amendment No. 1) *
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b) *

Stratus Properties Inc.
(Name of Issuer)

Common Stock, \$.01 Par Value
(Title of Class of Securities)

863167201
(CUSIP Number)

December 31, 2004
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule 13G is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 12 Pages)

*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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for purposes 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
Notes).

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CUSIP No. 863167201

13G

Page 2 of 12 Pages

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.

OF ABOVE PERSONS (ENTITIES ONLY)
High Rise Capital Advisors, L.L.C.
13-4094399

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

(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|--------------|------------------------------|---------|
| NUMBER OF | (5) SOLE VOTING POWER | -0- |
| SHARES | ----- | ----- |
| BENEFICIALLY | (6) SHARED VOTING POWER | 419,458 |
| OWNED BY | ----- | ----- |
| EACH | (7) SOLE DISPOSITIVE POWER | -0- |
| REPORTING | ----- | ----- |
| PERSON WITH | (8) SHARED DISPOSITIVE POWER | 419,458 |

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

419,458

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **

[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

5.8%

(12) TYPE OF REPORTING PERSON **

OO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 863167201

13G

Page 3 of 12 Pages

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.

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OF ABOVE PERSONS (ENTITIES ONLY)
Bridge Realty Advisors, L.L.C.
36-4448205

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER -0-
SHARES -----

BENEFICIALLY (6) SHARED VOTING POWER 419,458
OWNED BY -----

EACH (7) SOLE DISPOSITIVE POWER -0-
REPORTING -----

PERSON WITH (8) SHARED DISPOSITIVE POWER 419,458

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON 419,458

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9) 5.8%

(12) TYPE OF REPORTING PERSON **
OO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 863167201

13G

Page 4 of 12 Pages

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
Cedar Bridge Realty Fund, L.P.
36-4448215

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 286,266

EACH (7) SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON WITH (8) SHARED DISPOSITIVE POWER
286,266

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
286,266

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
4.0%

(12) TYPE OF REPORTING PERSON **
PN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 863167201

13G

Page 5 of 12 Pages

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
Cedar Bridge Institutional Fund, L.P.
77-0597412

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [X]
(b) []

(3) SEC USE ONLY

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 133,192

EACH (7) SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON WITH (8) SHARED DISPOSITIVE POWER
133,192

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
133,192

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
1.8%

(12) TYPE OF REPORTING PERSON **
PN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 863167201

13G

Page 6 of 12 Pages

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
Arthur Zankel

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

NUMBER OF (5) SOLE VOTING POWER
-0-

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SHARES -----

BENEFICIALLY (6) SHARED VOTING POWER 419,458

OWNED BY -----

EACH (7) SOLE DISPOSITIVE POWER -0-

REPORTING -----

PERSON WITH (8) SHARED DISPOSITIVE POWER 419,458

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON 419,458

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9) 5.8%

(12) TYPE OF REPORTING PERSON ** IN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 863167201

13G

Page 7 of 12 Pages

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
David O'Connor

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

NUMBER OF (5) SOLE VOTING POWER 1,000

SHARES -----

BENEFICIALLY (6) SHARED VOTING POWER 419,458

OWNED BY -----

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EACH (7) SOLE DISPOSITIVE POWER 1,000
REPORTING -----
PERSON WITH (8) SHARED DISPOSITIVE POWER 419,458

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON 420,458

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9) 5.8%

(12) TYPE OF REPORTING PERSON **
IN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 863167201 13G Page 8 of 12 Pages

Item 1(a). Name of Issuer:

The name of the issuer is Stratus Properties Inc. (the "Company").

Item 1(b). Address of Issuer's Principal Executive Offices:

98 San Jacinto Blvd, Suite 220
Austin, TX 78701

Item 2(a). Name of Person Filing:

This statement is filed by:

(i) Cedar Bridge Realty Fund, L.P., a Delaware limited partnership ("CBR"), with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by it;

(ii) Cedar Bridge Institutional Fund, L.P. a Delaware limited partnership ("CBI" and together with CBR, the "Partnerships"), with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by it;

(iii) Bridge Realty Advisors, L.L.C., a Delaware limited liability company (the "CB General Partner"), which serves as the sole general partner to the Partnerships, with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by each of the Partnerships;

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(iv) High Rise Capital Advisors, L.L.C., a Delaware limited liability company (the "General Partner"), which serves as sole managing member of the CB General Partner, with respect to shares of Common Stock as defined in Item 2(d) below) directly owned by each of the Partnerships;

(v) Mr. Arthur Zankel ("Mr. Zankel") who serves as a managing member of the General Partner with respect to shares of Common Stock owned by the Partnerships; and

(vi) Mr. David O'Connor ("Mr. O'Connor") who serves as a managing member of the General Partner, with respect to shares of Common Stock owned by the Partnerships.

CUSIP No. 863167201

13G

Page 9 of 12 Pages

The Partnerships, the General Partner, the CB General Partner, Mr. Zankel and Mr. O'Connor are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the business office of each of the Reporting Persons is
535 Madison Avenue
26th Floor
New York, NY 10022.

Item 2(c). Citizenship:

Each of the Partnerships, the General Partner, and the CB General Partner is organized under the laws of the State of Delaware. Messrs. Zankel and O'Connor are citizens of the United States of America.

Item 2(d). Title of Class of Securities:

Common Stock, \$.01 Par Value (the "Common Stock")

Item 2(e). CUSIP Number:

863167201

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or(c), check whether the person filing is a:

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- (a) Broker or dealer registered under Section 15 of the Act,
- (b) Bank as defined in Section 3(a)(6) of the Act,

- (c) Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
- (f) Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F),
- (g) Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h) Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to 13d-1(c), check this box:

CUSIP No. 863167201

13G

Page 10 of 12 Pages

Item 4. Ownership.

A. High Rise Capital Advisors, L.L.C.

- (a) Amount beneficially owned: 419,458
- (b) Percent of class: 5.8%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -
 - (ii) Shared power to vote or direct the vote: 419,458
 - (iii) Sole power to dispose or direct the disposition: -
 - (iv) Shared power to dispose or direct the disposition: 419,458

B. Bridge Realty Advisors, L.L.C.

- (a) Amount beneficially owned: 419,458
- (b) Percent of class: 5.8%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -
 - (ii) Shared power to vote or direct the vote: 419,458
 - (iii) Sole power to dispose or direct the disposition: -
 - (iv) Shared power to dispose or direct the disposition: 419,458

C. Cedar Bridge Realty Fund, L.P.

- (a) Amount beneficially owned: 286,266
- (b) Percent of class: 4.0%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -
 - (ii) Shared power to vote or direct the vote: 286,266
 - (iii) Sole power to dispose or direct the disposition:-
 - (iv) Shared power to dispose or direct the disposition: 286,266

D. Cedar Bridge Institutional Fund, L.P.

- (a) Amount beneficially owned: 133,192
- (b) Percent of class: 1.8%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -

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- (ii) Shared power to vote or direct the vote: 133,192
- (iii) Sole power to dispose or direct the disposition: -
- (iv) Shared power to dispose or direct the disposition:
133,192

E. Arthur Zankel

- (a) Amount beneficially owned: 419,458
- (b) Percent of class: 5.8%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -
 - (ii) Shared power to vote or direct the vote: 419,458
 - (iii) Sole power to dispose or direct the disposition: -
 - (iv) Shared power to dispose or direct the disposition:
419,458

CUSIP No. 863167201 13G Page 11 of 12 Pages

F. David O'Connor

- (a) Amount beneficially owned: 420,458
- (b) Percent of class: 5.8%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 1,000
 - (ii) Shared power to vote or direct the vote: 419,458
 - (iii) Sole power to dispose or direct the disposition:
1,000
 - (iv) Shared power to dispose or direct the disposition:
419,458

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Each of the Partnerships are private investment partnerships, the sole general partner of which is the CB General Partner. As the sole general partner of each of the Partnerships, the CB General Partner has the power to vote and dispose of the Securities owned by each of the Cedar Bridge Partnerships and, accordingly, may be deemed the "beneficial owner" of such Securities. The managing member of the CB General Partner is the General Partner. The managing members of the General Partner are Arthur Zankel and David O'Connor.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

See Item 2.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Each of the Reporting Persons hereby makes the following certification:

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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 863167201

13G

Page 12 of 12 Pages

SIGNATURE

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

DATED: February 11, 2005

/s/ David O'Connor

David O'Connor

As a managing member of:

(a) High Rise Capital Advisors, LLC,,
for itself and as

(i) the managing member of Bridge Realty Advisors,
L.L.C, as general partner of:

(A) Cedar Bridge Realty Fund, L.P.; and

(B) Cedar Bridge Institutional Fund, L.P. and

/s/ Arthur Zankel

Arthur Zankel

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