

HARTMAN COMMERCIAL PROPERTIES REIT
Form 424B3
August 01, 2006

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-111674

PROSPECTUS SUPPLEMENT NO. 1

Dated August 1, 2006

(To Prospectus Dated May 3, 2006)

Hartman Commercial Properties REIT
1450 West Sam Houston Parkway North, Suite 100
Houston, Texas 77043-3124
(713) 467-2222

Maximum Offering of 11,000,000 Common Shares of Beneficial Interest
Minimum Offering of 200,000 Common Shares of Beneficial Interest
Minimum Purchase of 100 Shares (\$1,000) in Most States

This document supplements, and should be read in conjunction with, the prospectus of Hartman Commercial Properties REIT dated May 3, 2006. Unless otherwise defined in this supplement, capitalized terms used in this supplement shall have the same meanings as set forth in the prospectus.

The purposes of this prospectus supplement are as follows:

- (1) to update the status of our offering of common shares of beneficial interest in Hartman Commercial Properties REIT;
- (2) to disclose certain recent events affecting Hartman Commercial Properties REIT; and
- (3) to provide you with a copy of our Quarterly Report on Form 10-Q for the three months ended March 31, 2006, as filed with the Securities and Exchange Commission on May 12, 2006 (excluding the exhibits thereto), which amends and supplements certain information contained in the prospectus, as further described herein.

Any statement contained in the prospectus shall be deemed to be modified or superseded to the extent that information in this prospectus supplement modifies or supersedes such statement. Any statement that is modified or superseded shall not be deemed to constitute a part of the prospectus except as modified or superseded by this prospectus supplement.

This prospectus supplement should be read in conjunction with, and may not be delivered or utilized without, the prospectus, as supplemented. This prospectus supplement is qualified by reference to the prospectus, as supplemented, except to the extent that information contained in this prospectus supplement supersedes the information contained therein. Capitalized terms used and not defined herein shall have the meanings given to them in the prospectus.

Neither the Securities and Exchange Commission, the Attorney General of the State of New York nor any state securities regulator has approved or disapproved of these securities or determined if this prospectus, as supplemented, is truthful or complete. Any representation to the contrary is a criminal offense.

Investing in our common shares involves a high degree of risk. You should purchase common shares only if you can afford a complete loss of your investment. See “Risk Factors” beginning on page 17 of the prospectus dated May 3, 2006 for a discussion of these risks.

The date of this Prospectus Supplement is August 1, 2006

Status of the Offering

Our Registration Statement on Form S-11 (SEC File No. 333-111674) was declared effective by the SEC on September 15, 2004 with respect to the Public Offering described in the prospectus of up to 10,000,000 shares of the Company's common stock to the public at a price of \$10 per share, plus up to 1,000,000 shares available for sale pursuant to our dividend reinvestment plan, to be offered at a price of \$9.50 per share, and the Company commenced the Public Offering on such date. Post-Effective Amendments No. 1, 2 and 3 to the Registration Statement were declared effective by the SEC on June 27, 2005, March 9, 2006 and May 3, 2006, respectively.

The 10,000,000 shares offered to the public in the Public Offering are being offered to investors on a best efforts basis, which means that the broker-dealers participating in the offering are only required to use their best efforts to sell the shares and have no firm commitment or obligation to purchase any of the shares.

As of May 31, 2006, 2,528,960 shares had been issued at the Public Offering price of \$10.00 per share (less any applicable purchase discounts) and 75,374 shares had been issued at a price of \$9.50 per share pursuant to the dividend reinvestment plan, for a total of 2,604,334 shares issued pursuant to the Public Offering as of such date with gross offering proceeds received of \$26,005,653. Our application of such gross offering proceeds has been as follows:

| Description of Use of Offering Proceeds | Amount of Proceeds so Utilized |
|--|--------------------------------------|
| Selling Commissions paid to broker/ dealers not affiliated with D.H. Hill Securities , LLP | \$ 1,265,955 |
| Selling Discounts | 61,193 |
| Dealer Manager Fee paid to D.H. Hill Securities , LLP | 629,280 |
| Offering expense reimbursements paid to the Management Company | 632,240 |
| Acquisition Fees paid to the Management Company | 505,792 |
| Total Offering Expenses | 3,094,460 |
| Net Offering Proceeds | 22,911,193 |
| Repayment of Lines of Credit | 14,300,000 |
| Used for Working Capital | 8,611,193 |

Although the immediate use of \$14,300,000 of proceeds of the offering was the repayment of the Company's lines of credit, and the immediate use of \$8,611,193 was for working capital, purchases of real estate assets have been made by re-drawing on the lines of credit and using working capital. Therefore, the ultimate use of a substantial portion of the aggregate net offering proceeds may be regarded as being for the acquisition of real estate assets. For the year ended December 31, 2005, an aggregate of \$605,263 of our lines of credit was used to fund the excess of distributions to shareholders over our cash flow from operating activities. During 2006, we have continued to partially fund our distributions to shareholders out of our lines of credit, as distributions have continued to exceed cash flow from operations. To the extent a portion of the net offering proceeds have been utilized to repay amounts borrowed under our lines of credit, such net offering proceeds may be regarded as being distributions to shareholders, all or a portion of which may be characterized as return of capital.

Recent Change on the Board of Trustees of Hartman Commercial Properties REIT

Terry L. Henderson, Chief Financial Officer and a member of our Board of Trustees since 2005, resigned, effective July 4, 2006, to pursue other interests.

On July 5, 2006, our Board of Trustees elected James C. Mastandrea as an independent trustee to fill a vacancy created by the resignation of Samuel Hathorn in 2005. Mr. Mastandrea is an independent director, as that term is defined under Nasdaq listing standards, and will serve on the Audit, Nominating and Governance, Compensation, Conflicts and Special Committees of the Board of Trustees. Mr. Mastandrea is Chief Executive Officer, President and Chairman of the Board of Paragon Real Estate Equity and Investment Trust. Mr. Mastandrea has previously served as Chairman and Chief Executive Officer of MDC Realty Corporation in Chicago, Illinois, and as Chairman of the Board of Trustees and Chief Executive Officer of First Union Real Estate Investments, an NYSE-listed REIT headquartered in Cleveland, Ohio.

Recent Change in the Key Employees of Hartman Management, L.P., our Advisor

Terry L. Henderson, Chief Financial Officer since 2003, resigned, effective July 4, 2006, to pursue other interests. On June 21, 2006, Hartman Management, L.P. hired Dave K. Holeman to act as the Chief Financial Officer of Hartman Management, L.P. Prior to joining Hartman Management, L.P., Mr. Holeman was the Chief Financial Officer and Vice President of Gexa Energy for 2 years. Prior to Gexa, Mr. Holeman served as the Chief Financial Officer and Controller for Houston Cellular Telephone Company for 7 years. Prior to Houston Cellular, Mr. Holeman was employed by H.M.S.S., a company providing alternative site health care services, in various capacities, including Controller and Assistant Controller. Mr. Holeman began his career as an auditor for Deloitte and Touche, LLP. Mr. Holeman is a Certified Public Accountant and has a BBA degree in accounting from Abilene Christian University.

Appointment of Investment Committee

On July 20, 2006, our Board of Trustees appointed an Investment Committee, consisting solely of our four independent trustees, with Mr. Mastandrea being chairman, vesting in the committee the responsibility for evaluating and approving all uses of net offering proceeds. Net offering proceeds will be held in a separate account until such time as the Investment Committee approves the specific use of such funds.

Quarterly Report on Form 10-Q for the Three Months Ended March 31, 2006

Attached as the remainder of this prospectus supplement, and incorporated by reference herein is our Quarterly Report on Form 10-Q for the three months ended March 31, 2006 (excluding the exhibits thereto), which we filed with the U.S. Securities and Exchange Commission on May 12, 2006. The information contained in the Form 10-Q amends and supplements certain information contained in the prospectus, including those sections entitled "Estimated Use of Proceeds" and "Current Status of the Offering" beginning on pages 41 and 44 of the prospectus, respectively (see Part II, Item 2 of the Form 10-Q); "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 93 of the prospectus (see Part I, Item 2 of Form 10-Q); and "Financial Information" beginning on page F-1 of the prospectus (see Part I, Item 1 of the Form 10-Q).

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, 2006

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

000-50256

HARTMAN COMMERCIAL PROPERTIES REIT

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

76-0594970
(IRS Employer
Identification No.)

1450 W. Sam Houston Parkway N., Suite 100
Houston, Texas 77043

(Address of principal executive offices)

(713) 467-2222

(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 checkmark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer.

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See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

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

Yes

No

The number of the registrant’s Common Shares of Beneficial Interest outstanding at April 30, 2006 was 9,484,960.

PART I—FINANCIAL INFORMATION

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PART I - FINANCIAL INFORMATION**Item 1. Financial Statements**

Hartman Commercial Properties REIT and Subsidiary

Consolidated Balance Sheets

| | March 31, 2006 (Unaudited) | December 31, 2005 |
|---|-------------------------------|----------------------|
| Assets | | |
| Real estate | | |
| Land | \$ 32,770,566 | \$ 32,770,566 |
| Buildings and improvements | 141,344,762 | 141,018,810 |
| | 174,115,328 | 173,789,376 |
| Less accumulated depreciation | (21,182,002) | (19,824,386) |
| Real estate, net | 152,933,326 | 153,964,990 |
| Cash and cash equivalents | 1,715,364 | 848,998 |
| Escrows and acquisition deposits | 4,525,647 | 5,307,663 |
| Note receivable | 622,135 | 628,936 |
| Receivables | | |
| Accounts receivable, net of allowance for doubtful accounts of \$463,585 and \$472,875 as of March 31, 2006 and December 31, 2005, respectively | 1,259,745 | 1,248,985 |
| Accrued rent receivable | 2,691,821 | 2,593,060 |
| Due from affiliates | 3,240,968 | 3,180,663 |
| Receivables, net | 7,192,534 | 7,022,708 |
| Deferred costs, net | 3,189,336 | 3,004,218 |
| Prepaid expenses and other assets | 1,194,604 | 684,536 |
| Total assets | \$ 171,372,946 | \$ 171,462,049 |

See notes to consolidated financial statements.

Hartman Commercial Properties REIT and Subsidiary

Consolidated Balance Sheets (continued)

| | March 31, 2006 (Unaudited) | December 31, 2005 |
|---|-------------------------------|----------------------|
| Liabilities and Shareholders' Equity | | |
| Liabilities | | |
| Notes payable | \$ 73,316,704 | \$ 73,025,535 |
| Accounts payable and accrued expenses | 1,425,780 | 4,063,126 |
| Due to affiliates | 308,669 | 350,865 |
| Tenants' security deposits | 1,467,069 | 1,440,864 |
| Prepaid rent | 428,160 | 470,248 |
| Offering proceeds escrowed | 1,303,480 | 1,559,439 |
| Dividends payable | 1,631,724 | 1,525,460 |
| Other liabilities | 1,026,914 | 1,026,914 |
| Total liabilities | 80,908,500 | 83,462,451 |
| Minority interests of unit holders in Operating Partnership; 5,808,337 units at March 31, 2006 and December 31, 2005 | 33,744,495 | 34,272,074 |
| Commitments and contingencies | - | - |
| Shareholders' equity | | |
| Preferred shares, \$0.001 par value per share; 50,000,000 shares authorized; none issued and outstanding at March 31, 2006 and December 31, 2005 | - | - |
| Common shares, \$0.001 par value per share; 400,000,000 shares authorized; 9,346,440 and 8,913,654 issued and outstanding at March 31, 2006 and December 31, 2005, respectively | 9,346 | 8,914 |
| Additional paid-in capital | 66,420,123 | 62,560,077 |
| Accumulated deficit | (9,709,518) | (8,841,467) |
| Total shareholders' equity | 56,719,951 | 53,727,524 |
| Total liabilities and shareholders' equity | \$ 171,372,946 | \$ 171,462,049 |

See notes to consolidated financial statements.

Hartman Commercial Properties REIT and Subsidiary

Consolidated Statements of Income

(Unaudited)

| | Three Months Ended March 31, | |
|---|------------------------------|--------------|
| | 2006 | 2005 |
| Revenues | | |
| Rental income | \$ 5,976,726 | \$ 4,777,193 |
| Tenants' reimbursements | 1,380,329 | 1,359,938 |
| Interest and other income | 153,316 | 175,509 |
| Total revenues | 7,510,371 | 6,312,640 |
| Expenses | | |
| Operation and maintenance | 1,017,455 | 756,465 |
| Interest expense | 1,307,569 | 770,060 |
| Real estate taxes | 865,455 | 729,032 |
| Insurance | 133,758 | 104,759 |
| Electricity, water and gas utilities | 512,103 | 219,610 |
| Property management and asset management fees to an affiliate | 412,249 | 359,003 |
| General and administrative | 449,526 | 317,439 |
| Depreciation | 1,357,616 | 1,028,878 |
| Amortization | 201,220 | 337,728 |
| Bad debt expense (recoveries) | (9,290) | 167,985 |
| Total expenses | 6,247,661 | 4,790,959 |
| Income before minority interests | 1,262,710 | 1,521,681 |
| Minority interests in Operating Partnership | (499,335) | (697,237) |
| Net income | \$ 763,375 | \$ 824,444 |
| Net income per common share | \$ 0.083 | \$ 0.114 |
| Weighted-average shares outstanding | 9,211,711 | 7,247,162 |

See notes to consolidated financial statements.

Hartman Commercial Properties REIT and Subsidiary
Consolidated Statements of Changes in Shareholders' Equity
(Unaudited)

| | Common Stock Shares | \$ Amount | Additional Paid-in Capital | Accumulated Deficit | \$ Total |
|---|------------------------|--------------|-------------------------------|------------------------|---------------|
| Balance, December 31, 2004 | 7,010,146 | \$ 7,010 | \$ 45,527,152 | \$ (5,705,170) | \$ 39,828,992 |
| Issuance of common stock for cash, net of offering costs | 1,865,557 | 1,866 | 16,672,428 | - | 16,674,294 |
| Issuance of shares under dividend reinvestment plan at \$9.50 per share | 37,951 | 38 | 360,497 | - | 360,535 |
| Net income | - | - | - | 2,448,182 | 2,448,182 |
| Dividends | - | - | - | (5,584,479) | (5,584,479) |
| Balance, December 31, 2005 | 8,913,654 | 8,914 | 62,560,077 | (8,841,467) | 53,727,524 |
| Issuance of common stock for cash, net of offering costs | 412,133 | 412 | 3,663,862 | - | 3,664,274 |
| Issuance of shares under dividend reinvestment plan at \$9.50 per share | 20,653 | 20 | 196,184 | - | 196,204 |
| Net income | - | - | - | 763,375 | 763,375 |
| Dividends | - | - | - | (1,631,426) | (1,631,426) |
| Balance, March 31, 2006 | 9,346,440 | \$ 9,346 | \$ 66,420,123 | \$ (9,709,518) | \$ 56,719,951 |

See notes to consolidated financial statements.

Hartman Commercial Properties REIT and Subsidiary

Consolidated Statements of Cash Flows

(Unaudited)

| | Three Months Ended March 31, | |
|---|------------------------------|-------------|
| | 2006 | 2005 |
| Cash flows from operating activities: | | |
| Net income | \$ 763,375 | \$ 824,444 |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities: | | |
| Depreciation | 1,357,616 | 1,028,878 |
| Amortization | 201,220 | 337,728 |
| Minority interests in Operating Partnership | 499,335 | 697,237 |
| Equity in income of real estate partnership | - | (12,038) |
| Bad debt expense (recoveries) | (9,290) | 167,985 |
| Changes in operating assets and liabilities: | | |
| Escrows and acquisition deposits | 782,016 | 2,658,203 |
| Receivables | (100,231) | (272,506) |
| Due to/from affiliates | (102,501) | (277,974) |
| Deferred costs | (386,338) | (266,588) |
| Prepaid expenses and other assets | (510,068) | (187,488) |
| Accounts payable and accrued expenses | (2,637,346) | (1,985,568) |
| Tenants' security deposits | 26,205 | 34,972 |
| Prepaid rent | (42,088) | 47,839 |
| Net cash provided by (used in) operating activities | (158,095) | 2,795,124 |
| Cash flows used in investing activities: | | |
| Additions to real estate | (325,952) | (5,797,994) |
| Distributions received from real estate partnership | - | 9,743 |
| Repayment of note receivable | 6,801 | 3,005 |
| Net cash used in investing activities | (319,151) | (5,785,246) |
| Cash flows from financing activities: | | |
| Dividends paid | (1,525,162) | (1,230,281) |
| Distributions paid to OP unit holders | (1,026,914) | (1,019,363) |
| Proceeds from issuance of common shares | 3,860,478 | 3,804,786 |
| Proceeds from stock offering escrowed | (255,959) | (334,006) |
| Proceeds from notes payable | 530,406 | 4,200,000 |
| Repayments of notes payable | (239,237) | (1,665,237) |
| Net cash provided by financing activities | 1,343,612 | 3,755,899 |
| Net increase in cash and cash equivalents | 866,366 | 765,777 |
| Cash and cash equivalents at beginning of period | 848,998 | 631,978 |

| | | | | |
|--|----|-----------|----|-----------|
| Cash and cash equivalents at end of period | \$ | 1,715,364 | \$ | 1,397,755 |
|--|----|-----------|----|-----------|

See notes to consolidated financial statements.

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Hartman Commercial Properties REIT and Subsidiary
Notes to Consolidated Financial Statements (Unaudited)
March 31, 2006

Note 1 - Summary of Significant Accounting Policies

The consolidated financial statements included in this report are unaudited; however, amounts presented in the balance sheet as of December 31, 2005 are derived from the audited consolidated financial statements of the Company (defined below) at that date. The unaudited financial statements at March 31, 2006 have been prepared in accordance with U.S. generally accepted accounting principles for interim financial information on a basis consistent with the annual audited consolidated financial statements and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. The consolidated financial statements presented herein reflect all adjustments which, in the opinion of management, are necessary for a fair presentation of the financial position of Hartman Commercial Properties REIT (“HCP”) and its subsidiary as of March 31, 2006 and results of operations and cash flows for the three month period ended March 31, 2006. All such adjustments are of a normal recurring nature. The results of operations for the interim period are not necessarily indicative of the results expected for a full year. The statements should be read in conjunction with the audited consolidated financial statements and footnotes thereto included in HCP’s Annual Report on Form 10-K.

Description of business and nature of operations

HCP was formed as a real estate investment trust, pursuant to the Texas Real Estate Investment Trust Act on August 20, 1998 to consolidate and expand the real estate investment strategy of Allen R. Hartman (“Hartman”) in acquiring and managing retail, office/warehouse and office properties. In July 2004, HCP changed its state of organization from Texas to Maryland pursuant to a merger of HCP directly with and into a Maryland real estate investment trust formed for the sole purpose of the reorganization and the conversion of each outstanding common share of beneficial interest of the Texas entity into 1.42857 common shares of beneficial interest of the Maryland entity (see Note 8). Hartman, HCP’s Chairman of the Board of Trustees, has been engaged in the ownership, acquisition, and management of commercial properties in the Houston, Texas, metropolitan area for over 20 years. HCP serves as the general partner of Hartman REIT Operating Partnership, L.P. (the “Operating Partnership” or “HROP” or “OP”), which was formed on December 31, 1998 as a Delaware limited partnership. HCP and the Operating Partnership are collectively referred to herein as the “Company.” HCP currently conducts substantially all of its operations and activities through the Operating Partnership. As the general partner of the Operating Partnership, HCP has the exclusive power to manage and conduct the business of the Operating Partnership, subject to certain customary exceptions. Hartman Management, L.P. (the “Management Company”), a company wholly-owned by Hartman, provides a full range of real estate services for the Company, including leasing and property management, accounting, asset management and investor relations. As of March 31, 2006 and December 31, 2005, the Company owned and operated 37 retail, office/warehouse and office properties in and around Houston, Dallas and San Antonio, Texas.

Basis of consolidation

HCP is the sole general partner of the Operating Partnership and possesses full legal control and authority over the operations of the Operating Partnership. As of March 31, 2006 and December 31, 2005, HCP owned a majority of the partnership interests in the Operating Partnership. Consequently, the accompanying consolidated financial statements of the Company include the accounts of the Operating Partnership. All significant intercompany balances have been eliminated. Minority interest in the accompanying consolidated financial statements represents the share of equity and earnings of the Operating Partnership allocable to holders of partnership interests other than HCP. Net income is allocated to minority interests based on the weighted-average percentage ownership of the Operating Partnership during the year. Issuance of additional common shares of beneficial interest in HCP (“common shares”) and units of limited partnership interest in the Operating Partnership (“OP Units”) changes the ownership interests of both the

minority interests and HCP.

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Hartman Commercial Properties REIT and Subsidiary
Notes to Consolidated Financial Statements (Unaudited)
March 31, 2006

Note 1 - Summary of Significant Accounting Policies (continued)

Basis of accounting

The financial records of the Company are maintained on the accrual basis of accounting whereby revenues are recognized when earned and expenses are recorded when incurred.

Cash and cash equivalents

The Company considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents. Cash and cash equivalents at March 31, 2006 and December 31, 2005 consist of demand deposits at commercial banks and money market funds.

Due from affiliates

Due from affiliates include amounts owed to the Company from Hartman-operated limited partnerships and other entities.

Escrows and acquisition deposits

Escrow deposits include escrows established pursuant to certain mortgage financing arrangements for real estate taxes, insurance, maintenance and capital expenditures and escrow of proceeds of the Public Offering described in Note 8 prior to shares being issued for those proceeds. Acquisition deposits include earnest money deposits on future acquisitions.

Real estate

Real estate properties are recorded at cost, net of accumulated depreciation. Improvements, major renovations and certain costs directly related to the acquisition, improvement and leasing of real estate are capitalized. Expenditures for repairs and maintenance are charged to operations as incurred. Depreciation is computed using the straight-line method over the estimated useful lives of 5 to 39 years for the buildings and improvements. Tenant improvements are depreciated using the straight-line method over the life of the lease.

Management reviews its properties for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets, including accrued rental income, may not be recoverable through operations. Management determines whether an impairment in value has occurred by comparing the estimated future cash flows (undiscounted and without interest charges), including the estimated residual value of the property, with the carrying cost of the property. If impairment is indicated, a loss will be recorded for the amount by which the carrying value of the property exceeds its fair value. Management has determined that there has been no impairment in the carrying value of the Company's real estate assets as of March 31, 2006 and December 31, 2005.

Deferred costs

Deferred costs consist primarily of leasing commissions paid to the Management Company and deferred financing costs. Leasing commissions are amortized using the straight-line method over the terms of the related lease agreements. Deferred financing costs are amortized using the straight-line method over the terms of the loans, which approximates the interest method. Costs allocated to in-place leases whose terms differ from market terms related to

acquired properties are amortized over the remaining life of the respective leases.

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Hartman Commercial Properties REIT and Subsidiary
Notes to Consolidated Financial Statements (Unaudited)
March 31, 2006

Note 1 - Summary of Significant Accounting Policies (continued)

Offering costs

Offering costs include selling commissions, issuance costs, investor relations fees and unit purchase discounts. These costs were incurred in the raising of capital through the sale of common shares and are treated as a reduction of shareholders' equity.

Revenue recognition

All leases on properties held by the Company are classified as operating leases, and the related rental income is recognized on a straight-line basis over the terms of the related leases. Differences between rental income earned and amounts due per the respective lease agreements are capitalized or charged, as applicable, to accrued rent receivable. Percentage rents are recognized as rental income when the thresholds upon which they are based have been met. Recoveries from tenants for taxes, insurance, and other operating expenses are recognized as revenues in the period the corresponding costs are incurred. The Company provides an allowance for doubtful accounts against the portion of tenant accounts receivable which is estimated to be uncollectible.

Federal income taxes

The Company is qualified as a real estate investment trust ("REIT") under the Internal Revenue Code of 1986 and is therefore not subject to Federal income taxes provided it meets all conditions specified by the Internal Revenue Code for retaining its REIT status. The Company believes it has continuously met these conditions since reaching 100 shareholders in 1999 (see Note 6).

Use of estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates used by the Company include the estimated useful lives for depreciable and amortizable assets and costs, and the estimated allowance for doubtful accounts receivable. Actual results could differ from those estimates.

Derivative Instruments

The Company has initiated a program designed to manage exposure to interest rate fluctuations by entering into financial derivative instruments. The primary objective of this program is to comply with debt covenants on a credit facility. The Company entered into an interest rate swap agreement with respect to amounts borrowed under certain of our credit facilities, which effectively exchanges existing obligations to pay interest based on floating rates for obligations to pay interest based on fixed LIBOR rates.

Changes in the market value of the derivative instruments and in the market value of the hedged items are recorded in earnings each reporting period. For items that are appropriately classified as cash flow hedges in accordance with Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities," changes in the market value of the instrument and in the market value of the hedged item are recorded as other comprehensive income with the exception of the portion of the hedged items that are considered ineffective.

The derivative instruments are reported at fair value as other assets or other liabilities as applicable.

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Hartman Commercial Properties REIT and Subsidiary
Notes to Consolidated Financial Statements (Unaudited)
March 31, 2006

Note 1 - Summary of Significant Accounting Policies (continued)

Fair value of financial instruments

The Company's financial instruments consist primarily of cash, cash equivalents, accounts receivable and accounts and notes payable. The carrying value of cash, cash equivalents, accounts receivable and accounts payable are representative of their respective fair values due to the short-term nature of these instruments. Investment securities are carried at fair market value or at amounts that approximate fair market value. The fair value of the Company's debt obligations is representative of its carrying value based upon current rates offered for similar types of borrowing arrangements. The fair value of interest rate swaps (used for hedging purposes) is the estimated amount that the financial institution would receive or pay to terminate the swap agreements at the reporting date, taking into account current interest rates and the current creditworthiness of the swap counterparties.

Hartman Commercial Properties REIT and Subsidiary
Notes to Consolidated Financial Statements (Unaudited)
March 31, 2006

Note 1 - Summary of Significant Accounting Policies (continued)

Recent Accounting Pronouncement

In May 2005, the FASB issued Statement of Financial Accounting Standards No. 154 ("SFAS 154"), "*Accounting Changes and Error Corrections - A Replacement of APB Opinion No. 2 and FASB Statement No. 3.*" This statement changes the requirements for the accounting for and reporting of a change in accounting principle. This statement applies to all voluntary changes in accounting principle. It also applies to changes required by an accounting pronouncement in the unusual instance that the pronouncement does not include specific transition provisions. When a pronouncement includes specific transition provisions, those provisions should be followed. This statement is effective for fiscal years beginning after December 15, 2005 and is not expected to have a material impact on the Company's consolidated financial statements.

In February 2006, the Financial Accounting Standards Board ("FASB") issued SFAS No. 155, "Accounting for Certain Hybrid Financial Instruments an amendment of FASB Statements No. 133 and 140" ("SFAS 155"). This Statement will be effective beginning the first quarter of 2007. Earlier adoption is permitted. The statement permits interests in hybrid financial assets that contain an embedded derivative that would require bifurcation to be accounted for as a single financial instrument at fair value with changes in fair value recognized in earnings. This election is permitted on an instrument-by-instrument basis for all hybrid financial instruments held, obtained, or issued as of the adoption date. The Company is currently assessing the impact and timing of adoption of SFAS 155.

In March 2006, FASB issued SFAS No. 156, "Accounting for Servicing of Financial Assets - an amendment of FASB Statement No. 140," ("SFAS 156") which permits entities to elect to measure servicing assets and servicing liabilities at fair value and report changes in fair value in earnings. Adoption of SFAS 156 is required for financial periods beginning after September 15, 2006. The Company is currently assessing the impact and timing of adoption of SFAS 156, but does not expect the standard to have a material impact on the consolidated financial statements.

Concentration of risk

Substantially all of the Company's revenues are obtained from retail, office/warehouse and office locations in the Houston, Dallas and San Antonio, Texas metropolitan areas.

The Company maintains cash accounts in major financial institutions in the United States. The terms of these deposits are on demand to minimize risk. The balances of these accounts regularly exceed the federally insured limits, although no losses have been incurred in connection with such cash balances.

Comprehensive income

The Company follows Statement of Financial Accounting Standards ("SFAS") No. 130, "*Reporting Comprehensive Income,*" which establishes standards for reporting and display for comprehensive income and its components. For the periods presented, the Company did not have significant amounts of other comprehensive income.

Note 2 - Real Estate

The purchase prices the Company pays for the properties it acquires are determined by, among other procedures, estimating the amount and timing of expected cash flows from the acquired properties, discounted at market rates. This process in general also results in the assessment of fair value for each property.

Hartman Commercial Properties REIT and Subsidiary
Notes to Consolidated Financial Statements (Unaudited)
March 31, 2006

Note 2 -

Real Estate (continued)

The Company allocates the purchase price of real estate to the acquired tangible assets, consisting of land, building and tenant improvements, and identified intangible assets and liabilities, generally consisting of the value of above-market and below-market leases, other value of in-place leases and the value of tenant relationships, based in each case on management's estimates of their fair values.

Management estimates the fair value of acquired tangible assets by valuing the acquired property as if it were vacant. The "as-if-vacant" value (limited to the purchase price) is allocated to land, building, and tenant improvements based on management's determination of the relative fair values of these assets.

Above-market and below-market in-place lease values for owned properties are recorded based on the present value (using an interest rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to the in-place leases and (ii) management's estimate of fair market lease rates for the corresponding in-place leases, measured over a period equal to the remaining non-cancelable term of the lease. The capitalized above-market lease values are amortized as a reduction of rental income over the remaining non-cancelable terms of the respective leases. The capitalized below-market lease values are amortized as an increase to rental income over the initial term and any fixed-rate renewal periods in the respective leases.

The aggregate value of other intangible assets acquired is measured based on the difference between (i) the property valued with existing in-place leases adjusted to market rental rates and (ii) the property valued as if vacant. Management's estimates of value are made using methods similar to those used by independent appraisers, primarily discounted cash flow analysis. Factors considered by management in its analysis include an estimate of carrying costs during hypothetical expected lease-up periods considering current market conditions, and costs to execute similar leases. The Company also considers information obtained about each property as a result of its pre-acquisition due diligence, marketing and leasing activities in estimating the fair value of the tangible and intangible assets acquired. In estimating carrying costs, management also includes real estate taxes, insurance and other operating expenses and estimates of lost rentals at market rates during the expected lease-up periods, which generally range from four to 18 months, depending on specific local market conditions. Management also estimates costs to execute similar leases including leasing commissions, legal and other related expenses to the extent that such costs are not already incurred in connection with a new lease origination as part of the transaction.

The total amount of other intangible assets acquired is further allocated to in-place lease values and customer relationship intangible values based on management's evaluation of the specific characteristics of each tenant's lease and the Company's overall relationship with that respective tenant. Characteristics considered by management in allocating these values include the nature and extent of the Company's existing business relationships with the tenant, growth prospects for developing new business with the tenant, the tenant's credit quality, and expectations of lease renewals (including those existing under the terms of the lease agreement), among other factors.

The value of in-place leases, if any, is amortized to expense over the remaining initial term of the respective leases, which, for leases with allocated intangible value, are expected to range generally from five to 10 years. The value of customer relationship intangibles is amortized to expense over the remaining initial term and any renewal periods in the respective leases, but in no event does the amortization period for intangible assets exceed the remaining depreciable life of the building. Should a tenant terminate its lease, the unamortized portion of the in-place lease value and customer relationship intangibles are charged to expense.

Hartman Commercial Properties REIT and Subsidiary
 Notes to Consolidated Financial Statements (Unaudited)
 March 31, 2006

Note 2 - Real Estate (continued)

At March 31, 2006 and December 31, 2005, the Company owned and operated 37 commercial properties in the Houston, Dallas and San Antonio, Texas areas comprising approximately 3,121,000 square feet of GLA.

Note 3 - Interest Rate Swap

Effective March 16, 2006, the Company executed an interest rate swap used to mitigate the risks associated with adverse movements in interest rates which might affect expenditures. The Company has not designated this derivative contract as a hedge, and as such, the change in the fair value of the derivative is recognized currently in earnings. This derivative instrument has a total notional amount of \$30,000,000, and matures monthly through March, 2008. As of March 31, 2006, the fair value of this instrument is \$-0- and as such, is not reflected in the consolidated balance sheet.

Note 4 - Debt

Notes Payable

Mortgages and other notes payable consist of the following:

| | March 31, 2006 | December 31, 2005 |
|--------------------------------------|----------------------|----------------------|
| Mortgages and other notes payable | \$ 39,925,217 | \$ 40,050,441 |
| Revolving loan secured by properties | 32,975,094 | 32,975,094 |
| Insurance premium finance note | 416,393 | - |
| Total | \$ 73,316,704 | \$ 73,025,535 |

In December 2002, the Company refinanced substantially all of its mortgage debt with a \$34,440,000 three-year floating rate mortgage loan collateralized by 18 of the Company's properties and having a maturity date of January 1, 2006, extendable for an additional two years. Effective as of February 28, 2006 we extended the loan to January 1, 2008. During the initial term, the loan bore interest at 2.5% over a 30-day LIBOR (6.79% at December 31, 2005) computed on the basis of a 360-day year. During the extension term the interest rate will be 3.0% over 30-day LIBOR (7.63% at March 31, 2006). Interest only payments are due monthly and the loan may be repaid in full or in \$100,000 increments, with a final balloon payment due upon maturity.

The Company capitalized loan costs of \$1,271,043 financed from the proceeds of the refinancing and amortized the costs fully over the initial term of the loan. The security documents related to the mortgage loan contain a covenant that requires Hartman REIT Operating Partnership II, L.P., a wholly owned subsidiary formed for the purpose of this credit facility, to maintain adequate capital in light of its contemplated operations. This covenant and the other restrictions provided for in the credit facility do not affect Hartman REIT Operating Partnership II, L.P.'s ability to make distributions to the Company.

In connection with the purchase of the Windsor Park property in December 2003, the Company assumed a note payable in the amount of \$6,550,000 secured by the property. The balance at March 31, 2006 was \$5,485,217. The note is payable in equal monthly installments of principal and interest of \$80,445, with interest at the rate of 8.34%

per annum. The balance of the note is payable in full on December 1, 2006.

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Hartman Commercial Properties REIT and Subsidiary
 Notes to Consolidated Financial Statements (Unaudited)
 March 31, 2006

Note 4 - Debt (continued)

On June 2, 2005, the Company finalized a new revolving credit facility with a consortium of banks. The facility became retroactively effective as of March 11, 2005, the date certain documents for the facility were placed into escrow, pending the completion of the transaction. The credit facility is secured by a pledge of the partnership interests in Hartman REIT Operating Partnership III LP (“HROP III”), a new wholly owned subsidiary of the Operating Partnership that was formed to hold title to the properties comprising the borrowing base pool for the facility. Presently there are 18 properties owned by HROP III.

The current limit of the credit facility is \$50,000,000 and it may be increased to \$100,000,000 as the borrowing base pool expands. The Company entered into this credit facility to refinance the \$25,000,000 loan described above, to finance property acquisitions and for general corporate purposes.

As of March 31, 2006 and December 31, 2005 the balance outstanding under the facility was \$32,975,094 and the availability to draw was \$17,024,906.

Outstanding amounts under the credit facility accrue interest computed (at the Company’s option) at either the LIBOR or the Alternative Base Rate on the basis of a 360 day year, plus the applicable margin as determined from the following table:

| | LIBOR Margin | Alternative Base Rate Margin |
|--|-----------------|------------------------------------|
| Total Leverage Ratio | | |
| Less than 60% but greater than or equal to 50% | 2.40% | 1.15% |
| Less than 50% but greater than or equal to 45% | 2.15% | 1.025% |
| Less than 45% | 1.90% | 1.00% |

The Alternative Base Rate is a floating rate equal to the higher of the bank’s base rate or the Federal Funds Rate plus .5%. LIBOR Rate loans will be available in one, two, three or six month periods, with a maximum of six contracts at any time. The effective interest rate as of March 31, 2006 was 6.65% per annum.

Interest only is payable monthly under the loan with the total amount of principal due at maturity on March 11, 2008. The loan may be prepaid at any time in part or in whole, provided that the credit facility is not in default. If LIBOR pricing is elected, there is a prepayment penalty based on a “make-whole” calculation for all costs associated with prepaying a LIBOR borrowing.

As of December 31, 2005, the Company was in violation of a loan covenant which provides that the ratio of declared dividends to funds from operations (as defined in the loan agreement) shall not be greater than 95%. As this violation constitutes an event of default, the lenders had the right to accelerate payment of this credit facility. However, on May 8, 2006 the Company received a waiver from the required majority of the consortium banks in the credit facility and also entered into a modification of the loan agreement whereby the covenant was amended though December 31, 2006. As amended, the ratio of declared dividends to funds from operations (as defined in the loan agreement) shall not exceed 107% for the three months ended March 31, 2006 and June 30, 2006. The Company is now in compliance with the covenant, as amended.

The Company financed its comprehensive insurance premium with a note in the amount of \$757,175 payable in 10 equal monthly installments of \$75,718, which includes interest at 5.49%. The note is secured by unearned insurance premiums and will be paid in full in December 2006.

Hartman Commercial Properties REIT and Subsidiary
 Notes to Consolidated Financial Statements (Unaudited)
 March 31, 2006

Note 4 - Debt (continued)

As of March 31, 2006, annual maturities of notes payable, including the revolving loan, are as follows:

| Year Ended | | |
|--------------|----|------------|
| <u>March</u> | | |
| <u>31.</u> | | |
| 2007 | \$ | 5,901,610 |
| 2008 | | 67,415,094 |
| | \$ | 73,316,704 |

Supplemental Cash Flow Information

The Company made cash payments for interest on debt of \$1,307,569 and \$770,060 for the three months ended March 31, 2006 and 2005, respectively.

Note 5 - Earnings Per Share

Basic earnings per share is computed using net income available to common shareholders and the weighted average number of common shares outstanding. Diluted earnings per share reflects common shares issuable from the assumed conversion of OP Units convertible into common shares. Only those items that have a dilutive impact on basic earnings per share are included in the diluted earnings per share. Accordingly, excluded from the earnings per share calculation for each of the three months ended March 31, 2006 and 2005 are 5,808,337 OP Units as their inclusion would be anti-dilutive.

| | Three Months Ended March 31, | |
|--|------------------------------|------------|
| | 2006 | 2005 |
| Basic and diluted earnings per share | | |
| Weighted average common shares outstanding | 9,211,711 | 7,247,162 |
| Basic and diluted earnings per share | \$ 0.083 | \$ 0.114 |
| Net income | \$ 763,375 | \$ 824,444 |

Note 6 - Federal Income Taxes

Federal income taxes are not provided because the Company intends to and believes it qualifies as a REIT under the provisions of the Internal Revenue Code. Shareholders of the Company include their proportionate taxable income in their individual tax returns. As a REIT, the Company must distribute at least 90% of its ordinary taxable income to its shareholders and meet certain income sources and investment restriction requirements. In addition, REITs are subject to a number of organizational and operational requirements. If the Company fails to qualify as a REIT in any taxable year, the Company will be subject to federal income tax (including any applicable alternative minimum tax) on its

taxable income at regular corporate tax rates.

Taxable income differs from net income for financial reporting purposes principally due to differences in the timing of recognition of interest, real estate taxes, depreciation and rental revenue.

Hartman Commercial Properties REIT and Subsidiary
 Notes to Consolidated Financial Statements (Unaudited)
 March 31, 2006

Note 6 - Federal Income Taxes (continued)

For Federal income tax purposes, the cash dividends distributed to shareholders are characterized as follows for the year ended December 31, 2005:

| | 2005 |
|--|--------|
| Ordinary income (unaudited) | 62.6% |
| Return of capital (unaudited) | 37.4% |
| Capital gain distributions (unaudited) | 0.0% |
| Total | 100.0% |

Note 7 - Related-Party Transactions

In January 1999, the Company entered into a property management agreement with the Management Company. Effective September 1, 2004, this agreement was amended and restated. Prior to September 1, 2004, in consideration for supervising the management and performing various day-to-day affairs, the Company paid the Management Company a management fee of 5% and a partnership management fee of 1% based on Effective Gross Revenues from the properties, as defined. After September 1, 2004, the Company pays the Management Company property management fees in an amount not to exceed the fees customarily charged in arm's length transactions by others rendering similar services in the same geographic area, as determined by a survey of brokers and agents in such area. The Company expects these fees to be between approximately 2% and 4% of Gross Revenues, as such term is defined in the amended and restated property management agreement, for the management of office buildings and approximately 5% of Gross Revenues for the management of retail and office/industrial properties. Effective September 1, 2004, the Company entered into an advisory agreement with the Management Company which provides that the Company pay the Management Company a fee of one-fourth of .25% of Gross Asset Value, as such term is defined in the advisory agreement, per quarter for asset management services. The Company incurred total management, partnership and asset management fees of \$412,249 and \$359,003 for the three months ended March 31, 2006 and 2005, respectively. Such fees in the amounts of \$139,153 and \$111,286 were payable to the Management Company at March 31, 2006 and December 31, 2005, respectively.

The aggregate fees and reimbursements payable to the Management Company under the new agreements effective September 1, 2004 were not intended to be significantly different from those that would have been payable under the previous agreement. Upon actual calculation, the asset management fee under the new agreement was significantly higher. The Management Company waived the excess of the fee for the period September 1, 2004 through March 31, 2006 in perpetuity.

During July 2004, the Company amended certain terms of its Declaration of Trust. Under the amended terms, the Management Company may be required to reimburse the Company for operating expenses exceeding certain

limitations determined at the end of each fiscal quarter. Reimbursements, if any, from the Management Company are recorded on a quarterly basis as a reduction in property management fees.

Under the provisions of the property management agreement, costs incurred by the Management Company for the management and maintenance of the properties are reimbursable to the Management Company. At March 31, 2006 and December 31, 2005, \$21,193 and \$51,675, respectively, were payable to the Management Company related to these reimbursable costs.

Hartman Commercial Properties REIT and Subsidiary
Notes to Consolidated Financial Statements (Unaudited)
March 31, 2006

Note 7 - Related-Party Transactions (continued)

In consideration of leasing the properties, the Company also pays the Management Company leasing commissions for leases originated by the Management Company and for expansions and renewals of existing leases. The Company incurred total leasing commissions to the Management Company of \$386,338 and \$266,588 for the three months ended March 31, 2006 and 2005, respectively. At March 31, 2006 and December 31, 2005, \$57,102 and \$78,744, respectively, were payable to the Management Company relating to leasing commissions.

In connection with the Public Offering described in Note 8, the Company reimburses the Management Company up to 2.5% of the gross selling price of all common shares sold for organization and offering expenses (excluding selling commissions and a dealer manager fee) incurred by the Management Company on behalf of the Company. The Company pays its dealer manager, through the Management Company by agreement between them, a fee of up to 2.5% of the gross selling price of all common shares sold in the offering. The Company incurred total fees of \$193,236 and \$273,241 for the three months ended March 31, 2006 and 2005, respectively. Such fees have been treated as offering costs and netted against the proceeds from the sale of common shares.

Also in connection with the Public Offering described in Note 8, the Management Company receives an acquisition fee equal to 2% of the gross selling price of all common shares sold for services in connection with the selection, purchase, development or construction of properties for the Company. The Company will capitalize this acquisition fee and allocate it to the purchase price of properties acquired with offering proceeds. The Company incurred total acquisition fees to the Management Company of \$77,294 and \$109,296 for the three months ended March 31, 2006 and 2005. At March 31, 2006 and December 31, 2005, \$91,221 and \$109,160, respectively, were payable to the Management Company relating to organization and offering expenses, dealer manager fees and acquisition fees.

The Management Company paid \$23,974 and \$26,856 to the Company for office space during the three months ended March 31, 2006 and 2005, respectively. Such amounts are included in rental income in the consolidated statements of income.

HCP's day-to-day operations are strategically directed by the Board of Trustees and implemented through the Management Company. HCP owns substantially all of its real estate properties through the Operating Partnership. Hartman is the HCP's Board Chairman and sole owner of the Management Company and Terry L. Henderson, a trustee and Chief Financial Officer of HCP, also serves as Chief Financial Officer of the Management Company. Hartman was owed \$47,729 and \$47,478 in dividends payable on his common shares at March 31, 2006 and December 31, 2005, respectively. Hartman owned 2.9% and 3.0% of the issued and outstanding common shares of the Company as of March 31, 2006 and December 31, 2005, respectively.

The Company was a party to various other transactions with related parties which are reflected in due to/from affiliates in the accompanying consolidated balance sheets and also disclosed in Note 8.

Hartman Commercial Properties REIT and Subsidiary
Notes to Consolidated Financial Statements (Unaudited)
March 31, 2006

Note 8 -

Shareholders' Equity

In July 2004, HCP changed its state of organization from Texas to Maryland pursuant to a merger of HCP directly with and into a Maryland real estate investment trust formed for the sole purpose of the reorganization and the conversion of each outstanding common share of beneficial interest of the Texas entity into 1.42857 common shares of beneficial interest of the Maryland entity. Under its Articles of Amendment and Restatement in effect, HCP has authority to issue 400,000,000 common shares of beneficial interest, \$0.001 par value per share, and 50,000,000 preferred shares of beneficial interest, \$0.001 par value per share. All capital stock amounts, share and per share information in the accompanying consolidated financial statements and the related notes to consolidated financial statements have been adjusted to retroactively reflect this recapitalization.

On September 15, 2004, HCP's Registration Statement on Form S-11, with respect to a public offering (the "Public Offering") of up to 10,000,000 common shares of beneficial interest to be offered at a price of \$10 per share was declared effective under the Securities Act of 1933. The Registration Statement also covers up to 1,000,000 shares available pursuant to HCP's dividend reinvestment plan to be offered at a price of \$9.50 per share. The shares are offered to investors on a best efforts basis. Post-Effective Amendments No. 1, 2 and 3 to the Registration Statement were declared effective by the SEC on June 27, 2005, March 9, 2006 and May 3, 2006, respectively.

As of March 31, 2006, 2,277,690 shares had been issued pursuant to the Public Offering with net offering proceeds received of \$ 20,338,568. An additional 58,604 shares had been issued pursuant to the dividend reinvestment plan in lieu of dividends totaling \$556,739.

At March 31, 2006 and December 31, 2006, Hartman and the Board of Trustees collectively owned 5.67% and 5.95%, respectively, of HCP's outstanding shares.

Operating Partnership units

Limited partners in the Operating Partnership holding OP Units have the right to convert their OP Units into common shares at a ratio of one OP Unit for one common share. Distributions to OP Unit holders are paid at the same rate per unit as dividends per share of HCP. In connection with the reorganization discussed above, OP Unit holders received 1.42857 OP Units for each OP Unit previously held. Subject to certain restrictions, OP Units are not convertible into common shares until the later of one year after acquisition or an initial public offering of the common shares. As of March 31, 2006 and December 31, 2005, after giving effect to the recapitalization, there were 14,793,289 and 14,360,503 OP Units outstanding, respectively. HCP owned 8,984,952 and 8,552,166 Units as of March 31, 2006 and December 31, 2005, respectively. HCP's weighted-average share ownership in the Operating Partnership was approximately 60.38% and 56.44% during the three months ended March 31, 2006 and 2005, respectively. At March 31, 2006 and December 31, 2006, Hartman and the Board of Trustees collectively owned 7.59% and 7.82% of the Operating Partnership's outstanding units.

Hartman Commercial Properties REIT and Subsidiary
Notes to Consolidated Financial Statements (Unaudited)
March 31, 2006

Note 8 - Shareholders' Equity (continued)

Dividends and distributions

The following tables summarize the cash dividends/distributions payable to holders of common shares and holders of OP Units declared with respect to the three months ended March 31, 2006 and the year ended December 31, 2005:

| Dividend per Common Share | HCP Shareholders Date Dividend Payable | Total Amount Payable |
|------------------------------|--|-------------------------|
| \$0.0589 | 4/15/05 | \$412,931 |
| 0.0589 | 5/15/05 | 429,416 |
| 0.0590 | 6/15/05 | 439,453 |
| 0.0589 | 7/15/05 | 445,621 |
| 0.0589 | 8/15/05 | 452,396 |
| 0.0590 | 9/15/05 | 460,581 |
| 0.0589 | 10/15/05 | 467,260 |
| 0.0589 | 11/15/05 | 470,627 |
| 0.0590 | 12/15/05 | 480,737 |
| 0.0589 | 1/15/06 | 489,019 |
| 0.0589 | 2/15/06 | 509,475 |
| 0.0590 | 3/15/06 | 526,966 |
| 0.0589 | 4/15/06 | 535,420 |
| 0.0589 | 5/15/06 | 543,576 |
| 0.0590 | 6/15/06 | 552,430 |

| Distribution per OP Unit | OP Unit Holders Including Minority Unit Holders Date Distribution Payable | Total Amount Payable |
|-----------------------------|---|-------------------------|
| \$0.0589 | 4/15/05 | \$733,748 |
| 0.0589 | 5/15/05 | 748,498 |
| 0.0590 | 6/15/05 | 758,154 |
| 0.0589 | 7/15/05 | 762,996 |
| 0.0589 | 8/15/05 | 768,976 |
| 0.0590 | 9/15/05 | 776,345 |
| 0.0589 | 10/15/05 | 782,136 |
| 0.0589 | 11/15/05 | 785,388 |
| 0.0590 | 12/15/05 | 802,101 |
| 0.0589 | 1/15/06 | 809,838 |
| 0.0589 | 2/15/06 | 830,294 |
| 0.0590 | 3/15/06 | 848,033 |
| 0.0589 | 4/15/06 | 856,239 |
| 0.0589 | 5/15/06 | 864,395 |
| 0.0590 | 6/15/06 | 873,793 |

On April 25, 2006, the Board of Trustees of HCP declared a dividend of \$0.15 per common share for the second quarter of 2006, which will be paid in three monthly payments of \$0.05 per share on or about July 1, August 1, and September 1, 2006. Distributions to HROP OP Units are the same amount per unit as HCP dividends per share. This represents a decrease from the dividend/distributions declared in the first quarter of 2006 of \$0.1768 per common share. The Board's decision was based upon the Company's lower occupancy and earnings during 2005 and the first quarter of 2006.

Hartman Commercial Properties REIT and Subsidiary
Notes to Consolidated Financial Statements (Unaudited)
March 31, 2006

Note 9 - Commitments and Contingencies

The Company is a participant in various legal proceedings and claims that arise in the ordinary course of business. These matters are generally covered by insurance. While the resolution of these matters cannot be predicted with certainty, the Company believes that the final outcome of such matters will not have a material effect on the financial position, results of operations, or cash flows of the Company.

Note 10 - Segment Information

Management does not differentiate by property types and because no individual property is so significant as to be a separate segment, the Company does not present segment information.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operation

You should read the following discussion of our financial condition and results of operations in conjunction with our financial statements and the notes thereto included in this report. For more detailed information regarding the basis of presentation for the following information, you should read the notes to the consolidated financial statements included in this report.

Forward-Looking Statements

This report on Form 10-Q includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Statements included in this quarterly report that are not historical facts (including any statements concerning plans and objectives of management for future operations or economic performance, or assumptions or forecasts related thereto), including, without limitation, the information set forth in this "Management's Discussion and Analysis of Financial Condition and Results of Operation," are forward-looking statements. These statements can be identified by the use of forward-looking terminology, including "forecast," "may," "believe," "will," "expect," "anticipate," "estimate," "continue" or similar words. These statements discuss future expectations, contain projections of results of operations or of financial condition or state other "forward-looking" information. We and our representatives may from time to time make other oral or written statements that are also forward-looking statements.

These forward-looking statements are made based upon management's current plans, expectations, estimates, assumptions and beliefs concerning future events impacting us and therefore involve a number of risks and uncertainties. While we believe that the assumptions concerning future events are reasonable, we caution that there are inherent difficulties in anticipating or predicting certain important factors. Such factors are discussed in our other filings, including but not limited to, our Annual Report on Form 10-K, filed with the Securities and Exchange Commission. We disclaim any intention or obligation to revise any forward-looking statements, including financial estimates, whether as a result of new information, future events or otherwise.

Overview

We own 37 commercial properties, consisting of 19 retail centers, 12 office/warehouse properties and six office buildings. All of our properties are located in the Houston, Dallas and San Antonio, Texas metropolitan areas. As of March 31, 2006, we had 765 total tenants. No individual lease or tenant is material to our business. Revenues from our largest lease constituted 2.55% of our total revenues for the three months ended March 31, 2006. Leases for our properties range from one year for our smaller spaces to over ten years for larger tenants. Our leases generally include minimum monthly lease payments and tenant reimbursements for payment of taxes, insurance and maintenance.

We have no employees and we do not manage our properties. Our properties and day-to-day operations are managed by Hartman Management, L.P. (the "Management Company") under a management agreement.

Under the management agreement in effect after September 1, 2004, we pay the Management Company the following amounts:

§ property management fees in an amount not to exceed the fees customarily charged in arm's length transactions by others rendering similar services in the same geographic area for similar properties as determined by a survey of brokers and agents in such area. Generally, we expect these fees to be between approximately two and four percent (2.0%-4.0%) of gross revenues for the management of commercial office buildings and approximately five percent (5.0%) of gross revenues for the management of retail and industrial properties.

§ for the leasing of the properties, a separate fee for the leases of new tenants and renewals of leases with existing tenants in an amount not to exceed the fee customarily charged in arm's length transactions by others rendering similar services in the same geographic area for similar properties as determined by a survey of brokers and agents in such area (with such fees, at present, being equal to 6% of the effective gross revenues from leases originated by the Management Company and 4% of the effective gross revenues from expansions or renewals of existing leases).

§ except as otherwise specifically provided, all costs and expenses incurred by the Management Company in fulfilling its duties for the account of and on behalf of us. Such costs and expenses shall include the wages and salaries and other employee-related expenses of all on-site and off-site employees of the Management Company who are engaged in the operation, management, maintenance or access control of our properties, including taxes, insurance and benefits relating to such employees, and legal, travel and other out-of-pocket expenses that are directly related to the management of specific properties.

Gross revenues are defined as all amounts actually collected as rents or other charges for the use and occupancy of our properties, but excludes interest and other investment income and proceeds received for a sale, exchange, condemnation, eminent domain taking, casualty or other disposition of assets.

Under an advisory agreement effective September 1, 2004, we also pay the Management Company for asset management services a quarterly fee in an amount equal to one-fourth of 0.25% of the gross asset value calculated on the last day of each preceding quarter.

Gross asset value is defined as the amount equal to the aggregate book value of our assets (other than investments in bank accounts, money market funds or other current assets), before depreciation, bad debts or other similar non-cash reserves and without reduction for any debt relating to such assets, at the date of measurement, except that during such periods in which we are obtaining regular independent valuations of the current value of our net assets for purposes of enabling fiduciaries of employee benefit plans to comply with applicable Department of Labor reporting requirements, gross asset value is the greater of (i) the amount determined pursuant to the foregoing or (ii) our assets' aggregate valuation established by the most recent such valuation report without reduction for depreciation, bad debts or other similar non-cash reserves and without reduction for any debt relating to such assets.

The fees payable to the Management Company under the agreements effective September 1, 2004 were not intended to be significantly different from those that would have been payable under the previous agreements. Upon actual calculation, the asset management fee under the new agreement was significantly higher. The Management Company waived the excess of the fee for the period September 1, 2004 through March 31, 2006 in perpetuity.

Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements. We prepared these financial statements in conformity with U.S. generally accepted accounting principles. The preparation of these financial statements required us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. We based our estimates on historical experience and on various other assumptions we believe to be reasonable under the circumstances. Our results may differ from these estimates. Currently, we believe that our accounting policies do not require us to make estimates using assumptions about matters that are highly uncertain. You should read Note 1, Summary of Significant Accounting Policies, to our financial statements in conjunction with this Management's Discussion and Analysis of Financial Condition and Results of Operations.

We have described below the critical accounting policies that we believe could impact our consolidated financial statements most significantly.

Basis of Consolidation. We are the sole general partner of Hartman REIT Operating Partnership, L.P. (the "Operating Partnership") and possess full legal control and authority over its operations. As of March 31, 2006 and December 31, 2005, we owned a majority of the partnership interests in the Operating Partnership ("OP Units"). Consequently, our consolidated financial statements include the accounts of the Operating Partnership. All significant intercompany balances have been eliminated. Minority interest in the accompanying consolidated financial statements represents the share of equity and earnings of the Operating Partnership allocable to holders of partnership interests other than us. Net income is allocated to minority interests based on the weighted-average percentage ownership of the Operating Partnership during the year. Issuance of additional common shares and OP Units changes our ownership interests as well as those of minority interests.

Real Estate. We record real estate properties at cost, net of accumulated depreciation. We capitalize improvements, major renovations and certain costs directly related to the acquisition, improvement and leasing of real estate. We charge expenditures for repairs and maintenance to operations as they are incurred. We calculate depreciation using the straight-line method over the estimated useful lives of 5 to 39 years of our buildings and improvements. We depreciate tenant improvements using the straight-line method over the life of the lease.

We review our properties for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets, including accrued rental income, may not be recoverable through our operations. We determine whether an impairment in value has occurred by comparing the estimated future cash flows (undiscounted and without interest charges), including the estimated residual value of the property, with the carrying cost of the property. If impairment is indicated, we record a loss for the amount by which the carrying value of the property exceeds its fair value. We have determined that there has been no impairment in the carrying value of our real estate assets as of March 31, 2006 and December 31, 2005.

Purchase Price Allocation. We estimate the fair value of acquired tangible assets by valuing the acquired property as if it were vacant. The "as-if-vacant" value (limited to the purchase price) is allocated to land, building, and tenant improvements based on management's determination of the relative fair values of these assets. We record above-market and below-market in-place lease values for purchased properties based on the present value (using an interest rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to the in-place leases and (ii) management's estimate of fair market lease rates for the corresponding in-place leases, measured over a period equal to the remaining non-cancelable term of the lease. We amortize the capitalized above-market lease values as a reduction of rental income over the remaining non-cancelable terms of the respective leases. We amortize the capitalized below-market lease values as an increase to rental income over the initial term and any fixed-rate renewal periods in the respective leases. Because most of our leases are

relatively short term, have inflation or other scheduled rent escalations, and cover periods during which there have been few, and generally insignificant, pricing changes in the specific properties' markets, the properties we have acquired have not been subject to leases with terms materially different than then-existing market-level terms.

We measure the aggregate value of other intangible assets acquired based on the difference between (i) the property valued with existing in-place leases adjusted to market rental rates and (ii) the property valued as if vacant. Our management's estimates of value are made using methods similar to those used by independent appraisers, primarily discounted cash flow analysis. Factors considered by management in its analysis include an estimate of carrying costs during hypothetical expected lease-up periods considering current market conditions, and costs to execute similar leases. We also consider information obtained about each property as a result of our pre-acquisition due diligence, marketing and leasing activities in estimating the fair value of the tangible and intangible assets acquired. In estimating carrying costs, management will also include real estate taxes, insurance and other operating expenses and estimates of lost rentals at market rates during the expected lease-up periods, which we expect to primarily range from four to 18 months, depending on specific local market conditions. Our management also estimates costs to execute similar leases including leasing commissions, legal and other related expenses to the extent that such costs are not already incurred in connection with a new lease origination as part of the transaction.

The total amount of other intangible assets acquired is further allocated to in-place lease values and customer relationship intangible values based on our management's evaluation of the specific characteristics of each tenant's lease and our overall relationship with that respective tenant. Characteristics considered by our management in allocating these values include the nature and extent of our existing business relationships with the tenant, growth prospects for developing new business with the tenant, the tenant's credit quality and expectations of lease renewals (including those existing under the terms of the lease agreement), among other factors.

We amortize the value of in-place leases, if any, to expense over the remaining initial terms of the respective leases, which, for leases with allocated intangible value, we expect to range generally from five to 10 years. The value of customer relationship intangibles is amortized to expense over the remaining initial terms and any renewal periods in the respective leases, but in no event does the amortization period for intangible assets exceed the remaining depreciable life of the building. Should a tenant terminate its lease, the unamortized portion of the in-place lease value and customer relationship intangibles are charged to expense.

Revenue Recognition. All leases on properties we hold are classified as operating leases, and we recognize the related rental income on a straight-line basis over the terms of the related leases. We capitalize or charge to accrued rent receivable, as applicable, differences between rental income earned and amounts due per the respective lease agreements. Percentage rents are recognized as rental income when the thresholds upon which they are based have been met. Recoveries from tenants for taxes, insurance, and other operating expenses are recognized as revenues in the period the corresponding costs are incurred. We provide an allowance for doubtful accounts against the portion of tenant accounts receivable which we estimate to be uncollectible.

Liquidity and Capital Resources

General. We generally lease our properties on a triple-net basis or on bases which provide for tenants to pay for increases in operating expenses over a base year or set amount, which means that tenants are required to pay for all repairs and maintenance, property taxes, insurance and utilities, or increases thereof, applicable to their space. During the three months ended March 31, 2006, our cash flows used in operating activities were \$158,095, and we paid total distributions of approximately \$2.55 million. Therefore, we had a cash flow shortage of approximately \$2.7 million. We funded this shortage with cash from borrowings under our KeyBank credit facility. This shortage resulted from decreased revenues and lower occupancy rates beginning in the third quarter of 2005, as well as increased interest expenses associated with rising interest rates and increased borrowings. Management has recently implemented new initiatives aimed at increasing occupancy and cash flows. In addition, on April 25, 2006, our Board voted to decrease the dividend on our common shares for the second quarter of 2006 by approximately 15% to alleviate cash flow shortages. Therefore, we anticipate that cash flows from operating activities and our borrowing capacity will allow us to make all distributions required for us to continue to qualify to be taxed as a REIT.

Public Offering. As reflected in Note 8 to the financial statements, on September 15, 2004, our Registration Statement on Form S-11 with respect to our ongoing, best efforts public offering of up to 10,000,000 common shares of beneficial interest at a price of \$10.00 per share was declared effective under the Securities Act of 1933. The Registration Statement also covers up to 1,000,000 shares available pursuant to our dividend reinvestment plan to be offered at a price of \$9.50 per share. The shares are offered to investors on a best efforts basis. As of March 31, 2006, 2,336,294 shares had been issued pursuant to the Public Offering with gross offering proceeds received of \$23,333,638. For a more detailed discussion of the results of the Public Offering through the end of the first quarter and our application of the offering proceeds through such date, see Part II, Item 2 of this report.

Cash and Cash Equivalents. We had cash and cash equivalents of \$1,715,364 on March 31, 2006 as compared to \$848,998 on December 31, 2005. The increase was principally due to the temporary investment of proceeds from sales of common shares pursuant to the Public Offering prior to utilizing such proceeds for either buying properties,

improving properties, reducing debt or supplying working capital. We generally do not maintain large cash balances, but rather utilize cash on hand for one of the foregoing purposes or for making distributions to shareholders. We place all cash in short-term, highly liquid investments that we believe provide appropriate safety of principal.

Our Debt for Borrowed Money. In December 2002, we refinanced most of our debt with a credit facility from GMAC Commercial Mortgage Corporation. The loan is secured by, among other things, 18 of our properties, which are held by Hartman REIT Operating Partnership II, L.P., a wholly-owned subsidiary formed for the purpose of this credit facility, and the improvements, personal property and fixtures on the properties, all reserves, escrows and deposit accounts held by Hartman REIT Operating Partnership II, L.P., all intangible assets specific to or used in connection with the properties, and an assignment of rents related to such properties. We believe the fair market value of these properties was approximately \$62,000,000 at the time the loan was put in place. We may prepay the loan without penalty. As of March 31, 2006, the outstanding principal balance under this facility was \$34,440,000.

We are required to make monthly interest payments under this credit facility. During the initial term of the note, indebtedness under the credit facility bore interest at LIBOR plus 2.5% computed on the basis of a 360 day year, adjusted monthly. The interest rate was 6.79% as of December 31, 2005. We are not required to make any principal payments prior to the loan's maturity. The credit facility matured on January 1, 2006, and we elected the option, subject to certain conditions, of extending the facility for an additional two-year period. We entered into a Modification Agreement on February 28, 2006 which extended the term of the credit facility to January 1, 2008. During the extension term, indebtedness under the credit facility bears interest at LIBOR plus 3.0%, computed on the basis of a 360 day year, adjusted monthly. In no event shall the interest rate be lower than 4.32% during the extension term. The interest rate was 7.63% as of March 31, 2006.

In addition, Hartman REIT Operating Partnership II, L.P. entered into certain covenants pursuant to the credit facility which, among other things, require it to maintain specified levels of insurance and use the properties securing the note only for retail, light industrial, office, warehouse and commercial office uses. The facility also limits, without the approval of the lender, this wholly-owned subsidiary's ability to:

- acquire additional material assets;
- merge or consolidate with any other entity;
- engage in any other business or activity other than the ownership, operation and maintenance of the properties securing the note;
 - make certain investments;
 - incur, assume or guarantee additional indebtedness;
 - grant certain liens; and
 - loan money to others.

The security documents related to the note contain a covenant that requires Hartman REIT Operating Partnership II, L.P. to maintain adequate capital in light of its contemplated business operations. We believe that this covenant and the other restrictions provided for in our credit facility will not affect or limit Hartman REIT Operating Partnership II, L.P.'s ability to make distributions us. The note and the security documents related thereto also contain customary events of default, including, without limitation, payment defaults, bankruptcy-related defaults and breach of covenant defaults. These covenants only apply to Hartman REIT Operating Partnership II, L.P. and do not impact the other operations of the Operating Partnership, including the operation of our properties that do not secure this debt.

In connection with the purchase of the Windsor Park property in December 2003, we assumed a note payable in the amount of \$6,550,000 secured by the property. The balance at March 31, 2006 was \$5,485,217. The note is payable in

equal monthly installments of principal and interest of \$80,445, with interest at the rate of 8.34% per annum. The balance of the note is payable in full on December 1, 2006.

On June 2, 2005, the Operating Partnership finalized a revolving line of credit facility with a consortium of banks led by KeyBank National Association ("KeyBank"). The credit facility became retroactively effective as of March 11, 2005, the date certain documents for the facility were placed into escrow, pending the completion of the transaction. The credit facility is secured by a pledge of the partnership interests in Hartman REIT Operating Partnership III LP ("HROP III"), a wholly-owned subsidiary of the Operating Partnership that was formed to hold title to the properties comprising the borrowing base pool for the credit facility. Presently there are 18 properties owned by HROP III.

The current limit of the credit facility is \$50,000,000 and it may be increased to \$100,000,000 as the borrowing base pool expands. The purpose of the credit facility was to refinance the Operating Partnership's previous loan with Regions Bank (formerly Union Planter's Bank, N.A.), to finance property acquisitions and for general corporate purposes. As of March 31, 2006, the balance outstanding under the facility was \$32,975,094, of which \$18,650,000 was used to pay off the principal balance owing under the Regions Bank loan. Based upon the required ratios explained below, the remaining availability under the facility as of March 31, 2006 was \$17,024,906.

Outstanding amounts under the facility will accrue interest, at the Company's option, at either the LIBOR Rate or the Alternative Base Rate, plus the applicable margin as determined from the following grid:

| Total Leverage Ratio | LIBOR Margin | Alternative Base Rate Margin |
|--|-----------------|------------------------------------|
| Less than 60% but greater than or equal to 50% | 2.40% | 1.150% |
| Less than 50% but greater than or equal to 45% | 2.15% | 1.025% |
| Less than 45% | 1.90% | 1.000% |

The Alternative Base Rate equals a floating rate equal to the higher of KeyBank's Base Rate or Federal Funds Rate plus 0.5%. Interest is due monthly in arrears, computed on the actual number of days elapsed over a 360-day year. LIBOR Rate loans will be available in one, two, three or six month periods, with a maximum of six contracts at any time. In the event of default, interest will be calculated as above plus 2%. The effective interest rate as of March 31, 2006 was 6.65% per annum.

Interest only is payable monthly under the loan with the total amount of principal due at maturity on March 11, 2008. The loan may be prepaid at any time in part or in whole, provided that the facility is not in default. If LIBOR Rate pricing is elected, there is a prepayment penalty based on a "make-whole" calculation for all costs associated with prepaying a LIBOR borrowing.

The revolving line of credit is supported by a pool of eligible properties referred to as the borrowing base pool. The borrowing base pool must meet the following criteria:

- The Company will provide a negative pledge on the borrowing base pool and may not provide a negative pledge of the borrowing base pool to any other lender.
 - The properties must be free of all liens, unless otherwise permitted.
- All eligible properties must be retail, office-warehouse, or office properties, must be free and clear of material environmental concerns and must be in good repair.
 - The aggregate physical occupancy of the borrowing base pool must remain above 80% at all times.
 - No property may comprise more than 15% of the value of the borrowing base pool with the exception of Corporate Park Northwest, which is allowed into the borrowing base pool.
 - The borrowing base pool must at all times be comprised of at least 10 properties.

- The borrowing base pool properties may not contain development or redevelopment projects.

Properties can be added to and removed from the borrowing base pool at any time provided no defaults would occur as a result of the removal. If a property does not meet the criteria of an eligible property and the Company wants to include it in the borrowing base pool, a majority vote of the bank consortium is required for inclusion in the borrowing base pool.

Covenants, tested quarterly, relative to the borrowing base pool are as follows:

- The Company will not permit any liens on the properties in the borrowing base pool unless otherwise permitted.
- The ratio of aggregate net operating income from the borrowing base pool to debt service shall at all times exceed 1.5 to 1.0. For any quarter, debt service shall be equal to the average loan balance for the past quarter times an interest rate which is the greater of (a) the then current annual yield on 10 year United States Treasury notes over 25 years plus 2%; (b) a 6.5% constant; or (c) the actual interest rate for the facility.
- The ratio of the value of the borrowing base pool to total funded loan balance must always exceed 1.67 to 1.00. The value of the borrowing base pool is defined as aggregate net operating income for the preceding four quarters, less a \$0.15 per square foot per annum capital expenditure reserve, divided by a 9.25% capitalization rate.

Covenants, tested quarterly, relative to the Company are as follows:

- The Company will not permit its total indebtedness to exceed 60% of the fair market value of its real estate assets at the end of any quarter. Total indebtedness is defined as all liabilities of the Company, including this facility and all other secured and unsecured debt of the Company, including letters of credit and guarantees. Fair market value of real estate assets is defined as aggregate net operating income for the preceding four quarters, less a \$0.15 per square foot per annum capital expenditure reserve, divided by a 9.25% capitalization rate.
- The ratio of consolidated rolling four-quarter earnings before interest, income tax, depreciation and amortization expenses for such quarter to total interest expense, including capitalized interest, shall not be less than 2.0 to 1.0.
- The ratio of consolidated earnings before interest, income tax, depreciation and amortization expenses for such quarter to total interest, including capitalized interest, principal amortization, capital expenditures and preferred stock dividends shall not be less than 1.5 to 1.0. Capital expenditures shall be deemed to be \$0.15 per square foot per annum.
 - The ratio of secured debt to fair market value of real estate assets shall not be greater than 40%.
 - The ratio of declared dividends to funds from operations shall not be greater than 95%.
 - The ratio of development assets to fair market value of real estate assets shall not be greater than 20%.
 - The Company must maintain its status as a real estate investment trust for income tax purposes.
- Total other investments shall not exceed 30% of total asset value. Other investments shall include investments in joint ventures, unimproved land, marketable securities and mortgage notes receivable. Additionally, the preceding investment categories shall not comprise greater than 30%, 15%, 10% and 20%, respectively, of total other investments.

The Company must hedge all variable rate debt above \$40 million until the point in which the ratio of variable rate debt to fixed rate debt is 50% of total debt and maintain such hedges during any period in which variable rate debt exceeds 50% of total debt. On March 27, 2006 the Company executed an interest rate swap dated as of March 16, 2006 for the purpose of hedging variable interest rate exposure, in compliance with the requirements of the loan agreement. The lender waived default for the fact that the hedge was not executed within six months of closing, as required by the loan agreement.

As of December 31, 2005, we were in violation of the covenant which provides that the ratio of declared dividends to funds from operations (as defined in the loan agreement) shall not be greater than 95%. As this violation constitutes an event of default, our lenders had the right to accelerate payment of the credit facility. However, on May 8, 2006 the Company received a waiver from the required majority of the consortium banks in the credit facility and also entered into a modification of the loan agreement whereby the covenant was amended through December 31, 2006. As amended, the ratio of declared dividends to funds from operations (as defined in the loan agreement) shall not exceed 107% for the three month periods ending March 31, 2006 and June 30, 2006. The Company is now in compliance with the covenant, as amended.

Capital Expenditures. We currently do not expect to make significant capital expenditures or any significant improvements to any of our currently owned properties during the next 12 months. However, we may have unexpected capital expenditures or improvements on our existing assets. Additionally, we intend to continue our ongoing acquisition strategy of acquiring properties (generally in the \$1,000,000 to \$10,000,000 value range) in the Houston, Dallas and San Antonio, Texas metropolitan areas, where we believe opportunities exist for acceptable investment returns, and we may incur significant capital expenditures or make significant improvements in connection with any properties we may acquire.

Total Contractual Cash Obligations. A summary of our contractual cash obligations, as of March 31, 2006 is as follows:

| Contractual Obligations | Payment due by period | | | | |
|--|-----------------------|--------------------|--------------------|---------------------|----------------------|
| | Total | Less than One Year | One to Three Years | Three to Five Years | More than Five Years |
| Long-Term Debt Obligations | \$ 73,316,704 | \$ 5,901,610 | \$ 67,415,094 | — | — |
| Capital Lease Obligations | — | — | — | — | — |
| Operating Lease Obligations | — | — | — | — | — |
| Purchase Obligations | — | — | — | — | — |
| Other Long-Term Liabilities Reflected on the Registrant's Balance Sheet under GAAP | — | — | — | — | — |
| Total | \$ 73,316,704 | \$ 5,901,610 | \$ 67,415,094 | — | — |

We have no commercial commitments such as lines of credit or guarantees that might result from a contingent event that would require our performance pursuant to a funding commitment.

Property Acquisitions. During 2005, we acquired from unrelated parties three multi-tenant office buildings comprising approximately 486,024 square feet of gross leasable area (GLA). The properties were acquired for cash in the amount of approximately \$30,430,000.

Common Share Dividends. We declared the following dividends to our shareholders with respect to the first quarter of 2005 through the first quarter of 2006, payable in three monthly installments after the end of each respective quarter:

| Month Paid or Payable | Total Amount of Dividends Paid or Payable | Dividends Per Share |
|-----------------------|---|---------------------|
| April 2005 | \$412,931 | \$0.0589 |
| May 2005 | 429,416 | 0.0589 |
| June 2005 | 439,453 | 0.0590 |
| July 2005 | 445,621 | 0.0589 |
| August 2005 | 452,396 | 0.0589 |
| September 2005 | 460,581 | 0.0590 |
| October 2005 | 467,260 | 0.0589 |
| November 2005 | 470,627 | 0.0589 |
| December 2005 | 480,737 | 0.0590 |
| January 2006 | 489,019 | 0.0589 |
| February 2006 | 509,475 | 0.0589 |

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| | | |
|----------------------------|---------|-----------------|
| March 2006 | 526,966 | 0.0590 |
| April 2006 | 535,420 | 0.0589 |
| May 2006 | 543,576 | 0.0589 |
| June 2006 | 552,430 | 0.0590 |
| Average Per Quarter | | \$0.1768 |

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OP Unit Distributions. The Operating Partnership declared the following distributions to holders of its OP Units, including the Company, with respect to the first quarter of 2005 through the first quarter of 2006, payable in three monthly installments after the end of each respective quarter:

| Month Paid or Payable | Total Amount of Distributions Paid or Payable | Distributions Per Unit |
|------------------------------|--|-----------------------------------|
| April 2005 | \$733,748 | \$0.0589 |
| May 2005 | 748,498 | 0.0589 |
| June 2005 | 758,154 | 0.0590 |
| July 2005 | 762,996 | 0.0589 |
| August 2005 | 768,976 | 0.0589 |
| September 2005 | 776,345 | 0.0590 |
| October 2005 | 782,136 | 0.0589 |
| November 2005 | 785,388 | 0.0589 |
| December 2005 | 802,101 | 0.0590 |
| January 2006 | 809,838 | 0.0589 |
| February 2006 | 830,294 | 0.0589 |
| March 2006 | 848,033 | 0.0590 |
| April 2006 | 856,239 | 0.0589 |
| May 2006 | 864,395 | 0.0589 |
| June 2006 | 873,793 | 0.0590 |
| Average Per Quarter | | \$0.1768 |

On April 25, 2006, our Board declared a dividend of \$0.15 per common share for the second quarter of 2006, which will be paid in three monthly payments of \$0.05 per share on or about July 1, August 1, and September 1, 2006. Distributions to HROP OP Units are the same amount per unit as dividends per share on our common shares. This represents a decrease from the dividend/distributions declared in the first quarter of 2006 of \$0.1768 per common share. The Board's decision was based upon the Company's lower occupancy and earnings during 2005 and the first quarter of 2006.

Results of Operations***Quarter Ended March 31, 2006 Compared to Quarter Ended March 31, 2005****General.*

The following table provides a general comparison of our results of operations for the quarters ended March 31, 2005 and March 31, 2006:

| | March 31, 2005 | March 31, 2006 |
|---|-----------------------|-----------------------|
| Number of properties owned and operated | 35 | 37 |
| Aggregate gross leasable area (sq. ft.) | 2,741,232 | 3,121,037 |
| Occupancy rate | 86% | 83% |
| Total revenues | \$6,312,640 | \$7,510,371 |
| Total expenses | 4,790,959 | 6,247,661 |
| Income before minority interests | 1,521,681 | 1,262,710 |
| Minority interests in the Operating Partnership | (697,237) | (499,335) |
| Net income | 824,444 | 763,375 |

Revenues.

We had rental income, tenant reimbursements and other income of \$7,510,371 for the three months ended March 31, 2006, as compared to revenues of \$6,312,640 for the three months ended March 31, 2005, an increase of \$1,197,731, or 19%. Substantially all of our revenues are derived from rents received from the use of our properties. The increase in our revenues during the first quarter of 2006 as compared to the first quarter of 2005 was due to an increase in the amount of rent charged at some locations and the purchase of additional properties. Our occupancy rate at March 31, 2006 was 83%, as compared to 86% at March 31, 2005 and our average annualized revenue was \$9.63 per square foot in the first quarter of 2006, as compared to an average annualized revenue of \$9.36 per square foot in the first quarter of 2005.

We had interest and other income of \$153,316 for the three months ended March 31, 2006, as compared to \$175,509 for the three months ended March 31, 2005, a decrease of \$22,193, or 13%. We hold all revenues and proceeds we receive from offerings and loans in money market accounts and other short-term, highly liquid investments. The decrease in interest and other income during the first quarter of 2006 as compared to 2005 resulted primarily from decreases in non-rent income such as late fees and deposit forfeitures.

Expenses.

Our total expenses, including interest expense and depreciation and amortization expense, were \$6,247,661 for the three months ended March 31, 2006, as compared to \$4,790,959 for the three months ended March 31, 2005, an increase of \$1,456,702, or 30%. We expect that the dollar amount of operating expenses will increase as we acquire additional properties and expand our operations. General and administrative expenses were approximately 6% of total revenues for the first quarter of 2006, as compared to approximately 5% of total revenues for the first quarter of 2005, because we incurred more legal and accounting fees during the first quarter of 2006.

The increase in our operating expenses during the first quarter of 2006 was a result of increased maintenance, interest, real estate taxes, utilities, insurance and depreciation expenses, primarily due to new property acquisitions. This increase was partially offset by a decrease of \$313,783 in the categories of bad debt and amortization expenses.

The amount we pay the Management Company under our property management agreement is based in part on our property revenues. As a result of our increased revenues in the first quarter of 2006 and additional properties, management fees were \$412,249 in the first quarter of 2006, as compared to \$359,003 in the first quarter of 2005, an increase of \$53,246, or 15%.

Our interest expense increased by \$537,509, or 70%, in the first quarter of 2006 as compared to the first quarter of 2005. Our average outstanding debt, predominantly subject to floating interest rates, increased from \$57,916,758 in the first quarter of 2005 to \$73,151,491 in the first quarter of 2006, and the average interest rate associated with this debt increased from 5.30% in the first quarter of 2005 to 7.15% in the first quarter of 2006. In March 2006, we executed an interest rate swap to hedge \$30,000,000 of our variable-rate debt against future increases in interest rates.

General and administrative expenses increased \$132,087, or 42%, in the first quarter of 2006 as compared to the first quarter of 2005. This was primarily the result of an increase in office expense.

Net Income.

Income provided by operating activities before minority interests was \$1,262,710 for the quarter ended March 31, 2006, as compared to \$1,521,681 for the quarter ended March 31, 2005, a decrease of \$258,971, or 17%. Net income for the quarter ended March 31, 2006 was \$763,375, as compared to \$824,444 for the quarter ended March 31, 2005, a decrease of \$61,069, or 7%. The decrease resulted from the increases in various expenses, as discussed above.

Taxes

We elected to be taxed as a REIT under the Internal Revenue Code beginning with our taxable year ended December 31, 1999. As a REIT, we generally are not subject to federal income tax on income that we distribute to our shareholders. If we fail to qualify as a REIT in any taxable year, we will be subject to federal income tax on our taxable income at regular corporate rates. We believe that we are organized and operate in such a manner as to qualify to be taxed as a REIT, and we intend to operate so as to remain qualified as a REIT for federal income tax purposes.

Inflation

We anticipate that our leases will continue to be triple-net leases or otherwise provide that tenants pay for increases in operating expenses and will contain provisions that we believe will mitigate the effect of inflation. In addition, many of our leases are for terms of less than five years, which allows us to adjust rental rates to reflect inflation and other changing market conditions when the leases expire. Consequently, increases due to inflation, as well as ad valorem tax rate increases, generally do not have a significant adverse effect upon our operating results.

Environmental Matters

Our properties are subject to environmental laws and regulations adopted by various governmental authorities in the jurisdictions in which our operations are conducted. From our inception, we have incurred no significant environmental costs, accrued liabilities or expenditures to mitigate or eliminate future environmental contamination.

Off-Balance Sheet Arrangements

We have no significant off-balance sheet arrangements as of March 31, 2006 and December 31, 2005.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk is the risk of loss arising from adverse changes in market rates and prices. The principal market risk to which we are exposed is the risk related to interest rate fluctuations. Based upon the nature of our operations, we are not subject to foreign exchange or commodity risk. We will be exposed to changes in interest rates as a result of our credit facilities which have floating interest rates. As of March 31, 2006, we had \$67,415,000 of indebtedness outstanding under these facilities, \$37,415,000 of which was not hedged to protect against rising interest rates. The impact of a 1% increase in interest rates on our debt would result in an increase in interest expense and a decrease in income before minority interests of approximately \$374,150 annually.

Item 4. Controls and Procedures

In accordance with Rules 13a-15 and 15d-15 under the Securities and Exchange Act, we carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report.

As reported in our annual report on Form 10-K for the year ended December 31, 2005, our independent registered public accounting firm, in the course of the audit of our 2005 financial statements, brought to management's attention two material weaknesses in our internal controls: (1) Inadequate controls and procedures in place to effectively identify and monitor amendments to lease agreements and (2) Inadequate controls and procedures in place to effectively identify and monitor tenant defaults where a lease commission has been recorded. As a result of these deficiencies, our accounting personnel may not be made aware of changes to lease agreements and tenant defaults that require recognition in our financial accounting records. Accordingly, errors in our accounting for revenue and amortization expense may occur and may not be detected. A material weakness (within the meaning of the Public Company Accounting Oversight Board Accounting Standard No. 2) is a control deficiency, or aggregation of control deficiencies, that result in more than a remote risk that a material misstatement in the Company's annual or interim financial statements will not be prevented or detected.

Based upon that evaluation and the material weaknesses described above, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are not effective in timely alerting them to material information relating to the Company (including its consolidated subsidiaries) that is required to be included in the Company's Exchange Act filings. During the period covered by this report, there have not been any changes to our internal control over financial reporting. The Company is in the process of remediating the material weaknesses and intends to engage an external consultant to assist management in establishing and maintaining adequate controls and remediating the identified material weaknesses.

PART II. OTHER INFORMATION**Item 1. Legal Proceedings**

From time to time, we are subject to certain legal proceedings claims and disputes that arise in the ordinary course of our business. Although we cannot predict the outcomes of these legal proceedings, we do not believe these actions, in the aggregate, will have a material adverse impact on our financial position, results of operations or liquidity.

Item 1A. Risk Factors

There have been no material changes to the risk factors as disclosed in our 2005 Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 31, 2006.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The Company's Registration Statement on Form S-11 (SEC File No. 333-111674) was declared effective by the SEC on September 15, 2004 with respect to the ongoing Public Offering described in Note 8 to the Financial Statements included in Item 1 of this Report, of up to 10,000,000 shares of the Company's common stock to the public at a price of \$10 per share, plus up to 1,000,000 shares available for sale pursuant to our dividend reinvestment plan, to be offered at a price of \$9.50 per share, and the Company commenced the Public Offering on such date. Post-Effective Amendments No. 1, 2 and 3 to the Registration Statement were declared effective by the SEC on June 27, 2005, March 9, 2006 and May 3, 2006, respectively.

The 10,000,000 shares offered to the public in the Public Offering are being offered to investors on a best efforts basis by the dealer manager D.H. Hill Securities, LLP, which means that the broker-dealers participating in the offering are only required to use their best efforts to sell the shares and have no firm commitment or obligation to purchase any of the shares.

As of March 31, 2006, an aggregate of 2,336,294 shares had been issued pursuant to the Public Offering with gross offering proceeds received of \$23,333,638. The Company's application of such gross offering proceeds through March 31, 2006 was as follows:

| Description of Use of Offering Proceeds | Amount of Proceeds so Utilized |
|--|--------------------------------|
| Selling Commissions paid to broker/ dealers not affiliated with D.H. Hill Securities , LLP | \$ 1,265,955 |
| Selling Discounts | 56,344 |
| Dealer Manager Fee paid to D.H. Hill Securities , LLP | 566,463 |
| Offering expense reimbursements paid to the Management Company | 569,423 |
| Acquisition Fees paid to the Management Company | 455,536 |
| Total Offering Expenses | 2,913,721 |
| Net Offering Proceeds | 20,419,917 |
| Repayment of Lines of Credit | 11,800,000 |
| Used for Working Capital | 8,619,917 |

Although the immediate use of \$11,800,000 of proceeds of the offering was the repayment of the Company's lines of credit, and the immediate use of \$8,619,917 was for working capital, subsequent purchases of real estate assets were accomplished by re-drawing on the lines of credit and using working capital. Therefore, the ultimate use of \$11,800,000 and \$8,619,917 of offering proceeds may be regarded as being the acquisition of real estate assets.

Item 3.

Defaults Upon Senior Securities

None.

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Item 4. Submission of Matters to a Vote of Security Holders

None.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit

No. Description

- 3.1 Declaration of Trust of Hartman Commercial Properties REIT, a Maryland real estate investment trust (previously filed as and incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-11/A, Commission File No. 333-111674, filed on May 24, 2004)
- 3.2 Articles of Amendment and Restatement of Declaration of Trust of Hartman Commercial Properties REIT (previously filed as and incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-11/A, Commission File No. 333-111674, filed on July 29, 2004)
- 3.3 Bylaws (previously filed as and incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-11, Commission File No. 333-111674, filed on December 31, 2003)
- 4.1 Specimen certificate for common shares of beneficial interest, par value \$.001 (previously filed as and incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-11, Commission File No. 333-111674, filed on December 31, 2003)
- 10.1 Agreement of Limited Partnership of Hartman REIT Operating Partnership, L.P. (previously filed as and incorporated by reference to Exhibit 10.1 to the Registrant's General Form for Registration of Securities on Form 10, filed on April 30, 2003)
- 10.2 Amended and Restated Property Management Agreement (previously filed and incorporated by reference to Exhibit 10.2 to the Registrant's Form 10-K Annual Report for the year ended December 31, 2004, filed on March 31, 2005)
- 10.3 Advisory Agreement (previously filed and incorporated by reference to Exhibit 10.3 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2004, filed on March 31, 2005)
- 10.4 Certificate of Formation of Hartman REIT Operating Partnership II GP, LLC (previously filed as and incorporated by reference to Exhibit 10.3 to the Registrant's General Form for Registration of Securities on Form 10, filed on April 30, 2003)
- 10.5 Limited Liability Company Agreement of Hartman REIT Operating Partnership II GP, LLC (previously filed as and incorporated by reference to Exhibit 10.4 to the Registrant's General Form for Registration of Securities on Form 10, filed on April 30,

2003)

- 10.6 Agreement of Limited Partnership of Hartman REIT Operating Partnership II, L.P. (previously filed as and incorporated by reference to Exhibit 10.6 to the Registrant's General Form for Registration of Securities on Form 10, filed on April 30, 2003)
- 10.7 Promissory Note, dated December 20, 2002, between Hartman REIT Operating Partnership II, L.P. and GMAC Commercial Mortgage Corporation (previously filed as and incorporated by reference to Exhibit 10.7 to the Registrant's General Form for Registration of Securities on Form 10, filed on April 30, 2003)
- 10.8 Deed of Trust and Security Agreement, dated December 20, 2002, between Hartman REIT Operating Partnership II, L.P. and GMAC Commercial Mortgage Corporation (previously filed as and incorporated by reference to Exhibit 10.8 to the Registrant's General Form for Registration of Securities on Form 10, filed on April 30, 2003)

Exhibit

| <u>No.</u> | <u>Description</u> |
|-------------------|---|
| 10.9 | Loan Agreement between Hartman REIT Operating Partnership, L.P. and Union Planter's Bank, N.A. (previously filed as and incorporated by reference to Exhibit 10.10 to Amendment No. 2 to the Registrant's General Form for Registration of Securities on Form 10, filed on August 6, 2003) |
| 10.10 | Employee and Trust Manager Incentive Plan (previously filed and incorporated by reference to Exhibit 10.9 to the Registrant's General Form for Registration of Securities on Form 10, filed on April 30, 2003) |
| 10.11 | Summary Description of Hartman Commercial Properties REIT Trustee Compensation Arrangements (previously filed and incorporated by reference to Exhibit 10.11 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2004, filed on March 31, 2005) |
| 10.12 | Form of Agreement and Plan of Merger and Reorganization (previously filed as and incorporated by reference to the Registrant's Proxy Statement, filed on April 29, 2004) |
| 10.13 | Dealer Manager Agreement (previously filed and as incorporated by reference to Exhibit 10.13 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2004, Commission File No. 000-50256, Central Index Key No. 0001175535, filed on March 31, 2005) |
| 10.14 | Escrow Agreement (previously filed as and incorporated by reference to Exhibit 10.14 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2004, filed on March 31, 2005) |
| 10.15 | Form of Amendment to the Agreement of Limited Partnership of Hartman REIT Operating Partnership, L.P. (previously filed in and incorporated by reference to the Registrant's Registration Statement on Form S-11, Commission File No. 333-111674, filed on December 31, 2003) |
| 10.16 | Revolving Credit Agreement among Hartman REIT Operating Partnership, L.P., Hartman REIT Operating Partnership III LP, and KeyBank National Association (together with other participating lenders), dated June 2, 2005 (previously filed as and incorporated by reference to Exhibit 10.13 to Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-11, Commission File No. 333-111674, filed on June 17, 2005) |
| 10.17 | Form of Revolving Credit Note under Revolving Credit Agreement among Hartman REIT Operating Partnership, L.P., Hartman REIT Operating Partnership III LP, and KeyBank National Association (together with other participating lenders) (previously filed as and incorporated by reference to Exhibit 10.14 to Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-11, Commission File No. 333-111674, filed on June 17, 2005) |
| 10.18 | Guaranty under Revolving Credit Agreement among Hartman REIT Operating Partnership, L.P., Hartman REIT Operating Partnership III LP, and KeyBank National Association (together with other participating lenders) (previously filed as and |

incorporated by reference to Exhibit 10.15 to Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-11, Commission File No. 333-111674, filed on June 17, 2005)

- 10.19 Form of Negative Pledge Agreement under Revolving Credit Agreement among Hartman REIT Operating Partnership, L.P., Hartman REIT Operating Partnership III LP, and KeyBank National Association (together with other participating lenders) (previously filed as and incorporated by reference to Exhibit 10.16 to Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-11, Commission File No. 333-111674, filed on June 17, 2005)
- 10.20 Form of Collateral Assignment of Partnership Interests under Revolving Credit Agreement among Hartman REIT Operating Partnership, L.P., Hartman REIT Operating Partnership III LP, and KeyBank National Association (together with other participating lenders) (previously filed as and incorporated by reference to Exhibit 10.17 to Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-11, Commission File No. 333-111674, filed on June 17, 2005)

- 10.21 Modification Agreement, dated as of February 28, 2006, between Hartman REIT Operating Partnership II, L.P. and GMAC Commercial Mortgage Corporation (previously filed and incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed March 3, 2006)
- 10.22 Interest Rate Swap Agreement dated as of March 16, 2006, between Hartman REIT Operating Partnership, L.P., Hartman REIT Operating Partnership III LP, and KeyBank National Association (previously filed and incorporated by reference to Exhibit 10.22 to the Registrant's Annual Report on Form 10-K, filed March 31, 2006)
- 10.23* Waiver and Amendment No. 1, dated May 8, 2006, between Hartman REIT Operating Partnership, L.P., Hartman REIT Operating Partnership III, L.P., and KeyBank National Association, as agent for the consortium of lenders
- 31.1* Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2* Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1* Certification of Chief Executive Officer Pursuant to 18 U.S.C., Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2* Certification of Chief Financial Officer Pursuant to 18 U.S.C., Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

*Filed herewith

SIGNATURE

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.

Hartman Commercial Properties REIT
(Registrant)

Date: May 12, 2006

By:
/s/ Terry L. Henderson
Terry L. Henderson
Chief Financial Officer (Authorized officer of the
registrant and principal financial officer)