

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-K**

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

For the fiscal year ended June 30, 2022

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 0-4057

**PORTSMOUTH SQUARE, INC.**

(Exact name of registrant as specified in its charter)

CALIFORNIA  
(State or other jurisdiction of  
Incorporation or organization)

94-1674111  
(I.R.S. Employer  
Identification No.)

1516 S. Bundy Drive, Suite 200, Los Angeles, California 90025  
(Address of principal executive offices) (Zip Code)

(310) 889-2500  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, No Par Value  
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendments to this Form 10-K.

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act):

Yes  No

The aggregate market value of the Common Stock, no par value, held by non-affiliates computed by reference to the closing price reported on December 31, 2021 was \$5,734,000.

The number of shares outstanding of registrant's Common Stock, as of September 28, 2022 was 734,187.

Securities registered pursuant to section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	None	None

DOCUMENTS INCORPORATED BY REFERENCE: None

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## FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (“Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (“Exchange Act”). Forward-looking statements include, but are not limited to, statements related to our expectations regarding the performance of our business, our financial results, our liquidity and capital resources, the impact to our business and financial condition, and measures being taken in response to the novel strain of coronavirus and the disease it causes (“COVID-19”), the effects of competition and the effects of future legislation or regulations and other non-historical statements. Forward-looking statements include all statements that are not historical facts, and in some cases, can be identified by the use of forward-looking terminology such as the words “outlook,” “believes,” “expects,” “potential,” “continues,” “may,” “will,” “should,” “could,” “seeks,” “projects,” “predicts,” “intends,” “plans,” “estimates,” “anticipates” or the negative version of these words or other comparable words. You should not rely on forward-looking statements since they involve known and unknown risks, uncertainties and other factors which are, in some cases, beyond our control and which could materially affect our results of operations, financial condition, cash flows, performance or future achievements or events.

COVID-19 has had and continues to have a significant negative effect on the hospitality industry and our business. The effects of COVID-19, including government restrictions such as mandated closings of non-essential businesses and travel restrictions, have severely reduced overall lodging demand. Since March 2020, we have experienced a significant decline in occupancy and Revenue per Available Room (“RevPAR”) associated with COVID-19, which resulted in a decline in our operating cash flow, our financial condition, results of operations and performance, and a decline on the global economy and financial markets. The continued extent to which COVID-19 has impacted us and guests at our hotel will depend on future developments, which are highly uncertain and cannot be predicted with confidence, including the scope, severity and duration of the pandemic and possible resurgences, the actions taken to contain the pandemic or mitigate its effect, additional closures that may be mandated or advisable whether due to an increased number of COVID-19 cases or otherwise, and the direct and indirect economic effects of the pandemic and containment measures, among others. However, the distribution of COVID-19 vaccines that began in December 2020 and the reports of their effectiveness have resulted in an improvement in traveler and general consumer sentiment. Investors are cautioned to interpret many of the risks identified in the risk factors discussed herein.

Other factors that may cause actual results to differ materially from current expectations include, but are not limited to:

- risks associated with the lodging industry, including competition, increases in wages, labor relations, energy and fuel costs, actual and threatened pandemics, actual and threatened terrorist attacks, and downturns in domestic and international economic and market conditions, particularly in the San Francisco Bay area;
- risks associated with the real estate industry, including changes in real estate and zoning laws or regulations, increases in real property taxes, rising insurance premiums, costs of compliance with environmental laws and other governmental regulations;
- the availability and terms of financing and capital and the general volatility of securities markets;
- changes in the competitive environment in the hotel industry;
- economic volatility and potential recessive trends;
- risks related to natural disasters;
- hyperinflation;
- litigation; and
- other risk factors discussed below in this Report.

All such forward-looking statements are based on current expectations of management and therefore involve estimates and assumptions that are subject to risks, uncertainties and other factors that could cause actual results to differ materially from the results expressed in the statements. You should not put undue reliance on any forward-looking statements and we urge investors to carefully review the disclosures we make concerning risks and uncertainties in Item 1A: “Risk Factors” in this Annual Report on Form 10-K, as such factors may be updated from time to time in our periodic filings with the SEC, which are accessible on the SEC’s website at [www.sec.gov](http://www.sec.gov), as well as risks, uncertainties and other factors discussed in this Annual Report on Form 10-K. Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

## PART I

### Item 1. Business.

#### GENERAL

Portsmouth Square, Inc. (referred to as “Portsmouth” or the “Company” and may also be referred to as “we” “us” or “our”) is a California corporation, incorporated on July 6, 1967, for the purpose of acquiring a hotel property in San Francisco, California through a California limited partnership, Justice Investors Limited Partnership (“Justice” or the “Partnership”). As of June 30, 2022, approximately 75.0% of the outstanding common stock of Portsmouth was owned by The InterGroup Corporation (“InterGroup”), a public company (NASDAQ: INTG).

Portsmouth’s primary business was conducted through its general and limited partnership interest in Justice Investors Limited Partnership, a California limited partnership (“Justice” or the “Partnership”). Portsmouth received management fees as a general partner of Justice for its services in overseeing and managing the Partnership’s assets. Those fees were eliminated in consolidation. Effective July 15, 2021, Portsmouth completed the purchase of 100% of the limited partnership interest of Justice through its acquisition of the remaining 0.7% non-controlling interest. Effective December 23, 2021, the partnership was dissolved. The financial statements of Justice were consolidated with those of the Company.

Prior to its dissolution effective December 23, 2021, Justice owned and operated a 544-room hotel property located at 750 Kearny Street, San Francisco California, known as the Hilton San Francisco Financial District (the “Hotel”) and related facilities including a five-level underground parking garage through its subsidiaries Justice Operating Company, LLC (“Operating”) and Justice Mezzanine Company, LLC (“Mezzanine”). Mezzanine was a wholly owned subsidiary of the Partnership; Operating is a wholly owned subsidiary of Mezzanine. Effective December 23, 2021, Portsmouth replaced Justice as the single member of Mezzanine. Mezzanine is the borrower under certain mezzanine indebtedness of Justice, and in December 2013, the Partnership conveyed ownership of the Hotel to Operating. The Hotel is a full-service Hilton brand hotel pursuant to a Franchise License Agreement with HLT Franchise Holding LLC (“Hilton”) through January 31, 2030.

As of June 30, 2022, The InterGroup Corporation (“InterGroup”), a public company, owns approximately 75.0% of the outstanding common shares of Portsmouth. As of June 30, 2022, the Company’s Chairman of the Board and Chief Executive Officer, John V. Winfield, owns approximately 2.5% of the outstanding common shares of the Company. Mr. Winfield also serves as the President, Chairman of the Board and Chief Executive Officer of InterGroup and owns approximately 67.8% of the outstanding common shares of InterGroup as of June 30, 2022.

The Company also derives income from the investment of its cash and investment securities assets. The Company has invested in income-producing instruments, equity and debt securities and may consider other investments in the future. See Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations for a discussion of the Company’s marketable securities and other investments.

## **HILTON HOTELS FRANCHISE LICENSE AGREEMENT**

The Partnership entered into a Franchise License Agreement (the “License Agreement”) with the HLT Existing Franchise Holding LLC (“Hilton”) on December 10, 2004. The term of the License Agreement was for an initial period of fifteen years commencing on the date the Hotel began operating as a Hilton hotel, with an option to extend the License Agreement for another five years, subject to certain conditions. On June 26, 2015, Operating and Hilton entered into an amended franchise agreement that, among other things, extended the License Agreement through 2030, and provided the Partnership with certain key money cash incentives to be earned through 2030.

## **HOTEL MANAGEMENT COMPANY AGREEMENT**

Operating entered into a hotel management agreement (“HMA”) with Aimbridge Hospitality (“Aimbridge”) to manage the Hotel, along with its five-level parking garage, with an effective date of February 3, 2017. The term of the management agreement is for an initial period of ten years commencing on the February 3, 2017 date and automatically renews for successive one (1) year periods, not to exceed five years in the aggregate, subject to certain conditions. Under the terms on the HMA, base management fee payable to Aimbridge shall be one and seven-tenths percent (1.70%) of total Hotel revenue.

For the fiscal years ended June 30, 2022 and 2021, hotel management fees were \$1,055,000 and \$242,000, respectively, offset by key money amortization of \$250,000 for both years and are included in Hotel operating expenses in the consolidated statements of operations. As part of the Hotel management agreement, Aimbridge, through the Company’s wholly owned subsidiary, Kearny Street Parking LLC, manages the parking garage in-house.

## **CHINESE CULTURE FOUNDATION LEASE**

On March 15, 2005, the Hotel entered an amended lease with the Chinese Culture Foundation of San Francisco (the “Foundation”) for the third-floor space of the Hotel commonly known as the Chinese Culture Center, which the Foundation had right to occupy pursuant to a 50-year nominal rent lease that began in 1967.

The amended lease, among other things, requires the Hotel to pay to the Foundation a monthly event space fee in the amount of \$5,000, adjusted annually based on the local Consumer Price Index. As of June 30, 2022, monthly event space fee is \$6,800. The term of the amended lease expires on October 17, 2023, with an automatic extension for another 10-year term if the property continues to be operated as a hotel. Subject to certain conditions as set forth in the amended lease, the Foundation is entitled to reserve for a maximum of 75 days per calendar year for use of the event space. If the Hotel needs the event space during one of the dates previously reserved by the Foundation, the Hotel shall pay the Foundation \$4,000 per day for using the event space. During the fiscal years ended June 30, 2022 and 2021, the Hotel paid the Foundation \$12,000 and \$0 for such fees, respectively.

## **MARKETABLE SECURITIES INVESTMENT POLICIES**

In addition to its Hotel and real estate operations, the Company also invests from time to time in income producing instruments, corporate debt and equity securities, publicly traded investment funds, mortgage-backed securities, securities issued by REITs and other companies which invest primarily in real estate.

The Company’s securities investments are made under the supervision of an Executive Strategic Real Estate and Securities Investment Committee of the Board of Directors (the “Committee”). The Committee currently has three members and is chaired by the Company’s Chairman of the Board and Chief Executive Officer, John V. Winfield. The Committee has delegated authority to manage the portfolio to the Company’s Chairman and Chief Executive Officer together with such assistants and management committees he may engage. The Committee generally follows certain established investment guidelines for the Company’s investments. These guidelines presently include: (i) corporate equity securities should be listed on the New York Stock Exchange (NYSE), NYSE MKT, NYSE Arca or the Nasdaq Stock Market (NASDAQ); (ii) the issuer of the listed securities should be in compliance with the listing standards of the applicable national securities exchange; and (iii) investment in a particular issuer should not exceed 10% of the market value of the total portfolio. The investment guidelines do not require the Company to divest itself of investments, which initially meet these guidelines but subsequently fail to meet one or more of the investment criteria. The Committee has in the past approved non-conforming investments and may in the future approve non-conforming investments. The Committee may modify these guidelines from time to time.

The Company may also invest, with the approval of the Committee, in unlisted securities, such as convertible notes, through private placements including private equity investment funds. Those investments in non-marketable securities are carried at cost on the Company's balance sheet as part of other investments and reviewed for impairment on a periodic basis. As of June 30, 2022 and 2021, the Company had other investments of zero and \$20,000, respectively.

The Company may utilize margin for its marketable securities purchases using standard margin agreements with national brokerage firms. The margin used by the Company may fluctuate depending on market conditions. The use of leverage could be viewed as risky, and the market values of the portfolio may be subject to large fluctuations. Margin balances due on June 30, 2022 and 2021 were \$130,000 and \$1,715,000, respectively.

As Chairman of the Committee and of the Company, John V. Winfield, directs the investment activity of the Company in public and private markets pursuant to authority granted by the Board of Directors. Mr. Winfield also serves as Chief Executive Officer and Chairman of the Board of InterGroup and oversees the investment activity of InterGroup. Effective June 2016, Mr. Winfield became the Managing Director of Justice. Depending on certain market conditions and various risk factors, the Chief Executive Officer and InterGroup may, at times, invest in the same companies in which the Company invests. Such investments align the interests of the Company with the interests of these related parties because it places the personal resources of the Chief Executive Officer and the resources of InterGroup, at risk in substantially the same manner as the Company in connection with investment decisions made on behalf of the Company.

Further information with respect to investment in marketable securities and other investments of the Company is set forth in Management Discussion and Analysis of Financial Condition and Results of Operations section and Notes 6 and 7 of the Notes to Consolidated Financial Statements.

### **SEASONALITY**

Historically, the Hotel's operation has been seasonal under normal circumstances. Like most hotels in the San Francisco area, the Hotel generally maintained high occupancy and room rates during the entire year except for the weeks starting from Thanksgiving to the end of the calendar year due to the holiday season. These seasonal patterns can be expected to cause fluctuations in the quarterly revenues of the Hotel. The COVID-19 pandemic altered the typical seasonality by significantly reducing operations and revenues through the first calendar quarter of 2022. The hotel has since returned to normal seasonality of being mostly impacted from Thanksgiving through the first week of January. See Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations for more information regarding the effects of the COVID-19 pandemic on our results of operations.

### **COMPETITION**

The hotel industry has been devastated by the COVID-19 pandemic that hurt business worse than 9/11 and the Great Recession combined. By the start of the fiscal year 2021 most of the hotels in the San Francisco market were closed due to lack of business, only one hotel in our primary competitive set remained open at that time. Most of those hotels stayed closed through end of Q1 fiscal year 2021. By the end of Q2 fiscal year 2021, all but one had reopened. The market has seen slight improvements over the last two quarters of fiscal year 2021 but RevPAR in San Francisco was hit the hardest of any major market in the US. Our Hotel has navigated this very competitive market nimbly and has consistently been ranked the number one hotel in its Competitive Set ("CompSet") based on our ability to drive occupancy. At the end of fiscal year 2021 the Hotel had roughly a 233% RevPAR index. We took advantage of the slow periods to make certain capital improvements including complete refinishing of all guest room furniture, resurfacing half of the hotel bath tubs that needed repair, refreshed meeting space and lobby paint and vinyl, replaced all bed frames and socks, and started the carpet corridor install that was completed in July 2021. Hotel improvements are ongoing to remain competitive.

As of the date of this report, the competition for business is stronger than ever as there still hasn't been a rebound close to 2019 for the overall market. For the six months ending June 30, 2022, the Hotel's CompSet was still only running 51% occupancy and average daily rate of \$244 for a RevPAR of \$125. The Hotel has fared drastically better than its CompSet by aggressively pursuing all segments and opening all channels on off peak days and limiting access over peak demand dates. Conversely, for the six months ending June 30, 2022, the Hotel is running occupancy of 82% at \$195 average daily rate for a RevPAR of \$160, giving the Hotel a RevPAR index of 128%. As group demands rebound some of the larger hotels in our CompSet, we could see significant gains in their occupancy as they sell large blocks to fill their empty meeting spaces which will gradually chip away at the Hotel's phenomenal RevPAR index for the last six months.

The Hotel's location in the San Francisco Financial District historically had provided greater opportunities over its competitors when it comes to developing relationships with the Financial District entities and the customers who regularly do business in the downtown area. With business travel to San Francisco almost non-existent for the time, we are competing with hotels in more tourist attracting locations and amenities for the leisure traveler. The ability to capitalize on the strong midweek demand of the individual business traveler to the Financial District has been the focus during the timeframe of strong growth in the market; however, that customer along with our group customers has significantly reduced occupancy beginning in March of 2020 as COVID-19 ravaged the hotel industry. The shift to attracting leisure travel has pushed the hotel to price aggressively to lure competition from the more tourist locations in San Francisco.

The Hotel is also subject to certain operating risks common to the hospitality industry, which could adversely impact performance.

These risks include, but are not limited to:

- Competition for guests and meetings from other hotels including competition and pricing pressure from internet wholesalers and distributors;
- increases in operating costs, including wages, benefits, insurance, property taxes and energy, due to inflation and other factors, which may not be offset in the future by increased room rates;
- labor strikes, disruptions or lock outs;
- dependence on demand from business and leisure travelers, which may fluctuate and is seasonal;
- increases in energy costs, cost of fuel, airline fares and other expenses related to travel, which may negatively affect traveling;
- terrorism, terrorism alerts and warnings, wars and other military actions, pandemics or other medical events or warnings which may result in decreases in business and leisure travel;
- natural disasters; and
- adverse effects of downturns and recessionary conditions in international, national and/or local economies and market conditions.

#### **ENVIRONMENTAL MATTERS**

In connection with the ownership of the Hotel, the Company is subject to various federal, state and local laws, ordinances and regulations relating to environmental protection. Under these laws, a current or previous owner or operator of real estate may be liable for the costs of removal or remediation of certain hazardous or toxic substances on, under or in such property. Such laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the presence of hazardous or toxic substances.

Environmental consultants retained by the Partnership and its lenders conducted updated Phase I environmental site assessments in fiscal year ended June 30, 2014 on the Hotel property. These Phase I assessments relied, in part, on Phase I environmental assessments prepared in connection with the Partnership's first mortgage loan obtained in December 2013. Phase I assessments are designed to evaluate the potential for environmental contamination on properties based generally upon site inspections, facility personnel interviews, historical information and certain publicly available databases; however, Phase I assessments will not necessarily reveal the existence or extent of all environmental conditions, liabilities or compliance concerns at the properties.

Although the Phase I assessments and other environmental reports we have reviewed disclose certain conditions on our property and the use of hazardous substances in operation and maintenance activities that could pose a risk of environmental contamination or liability, we are not aware of any environmental liability that we believe would have a material adverse effect on our business, financial position, results of operations or cash flows.

The Company believes that the Hotel is in compliance, in all material respects, with all federal, state and local environmental ordinances and regulations regarding hazardous or toxic substances and other environmental matters, the violation of which could have a material adverse effect on the Company. The Company has not received written notice from any governmental authority of any material noncompliance, liability or claim relating to hazardous or toxic substances or other environmental matters in connection with any of its present properties.

## **EMPLOYEES**

As of June 30, 2022, Portsmouth had three full-time employees. The employees of the Company are not part of any collective bargaining agreement, and the Company believes that its employee relations are satisfactory.

On February 3, 2017, Aimbridge assumed all labor union agreements and retained employees of their choice to continue providing services to the Hotel. As of June 30, 2022, approximately 86% of those employees were represented by one of three labor unions, and their terms of employment were determined under various collective bargaining agreements (“CBAs”) to which Aimbridge was a party. CBA for Local 2 (Hotel and Restaurant Employees) expired on August 13, 2022 and is currently under review. CBA for Local 856 (International Brotherhood of Teamsters) will expire on December 31, 2022. CBA for Local 39 (Stationary Engineers) will expire on July 31, 2024.

Negotiation of collective bargaining agreements, which includes not just terms and conditions of employment, but scope and coverage of employees, is a regular and expected course of business operations for the Company and Aimbridge. The Company expects and anticipates that the terms of conditions of CBAs will have an impact on wage and benefit costs, operating expenses, and certain hotel operations during the life of each CBA and incorporates these principles into its operating and budgetary practices.

## **ADDITIONAL INFORMATION**

The Company files required annual and quarterly reports on Forms 10-K and 10-Q, current reports on Form 8-K and other information with the Securities and Exchange Commission (“SEC” or the “Commission”). The public may read and copy any materials that we file with the Commission at the SEC’s Public Reference Room at 100 F Street, NE, Washington, DC 20549, on official business days during the hours of 10:00 a.m. to 3:00 p.m. You may obtain information on the operation of the Public Reference Room by calling the Commission at 1-800-SEC-0330. The Commission also maintains an Internet site at <http://www.sec.gov> that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the Commission.

Other information about the Company can be found on our parent company’s website [www.intgla.com](http://www.intgla.com). Reference in this document to that website address does not constitute incorporation by reference of the information contained on the website.

### **Item 1A. Risk Factors.**

*The responses by federal, state, and local civil authorities to the COVID-19 pandemic has had a material detrimental impact on our business, financial results and liquidity, and such impact could worsen and last for an unknown period of time.*

The global spread of the COVID-19 pandemic is complex and rapidly-evolving, with governments, public institutions and other organizations imposing or recommending, and businesses and individuals implementing, restrictions on various activities or other actions to combat its spread, such as restrictions and bans on travel or transportation, limitations on the size of gatherings, closures of work facilities, schools, public buildings and businesses, cancellation of events, including sporting events, conferences and meetings, and quarantines and lock-downs. The shelter-in-place, physical distancing, quarantine measures, city closures and their consequences have dramatically reduced travel, conventions and demand for hotel rooms, which has and will continue to impact our business, operations, and financial results. The extent to which the closures impacts our business, operations, and financial results, including the duration and magnitude of such effects, will depend on numerous evolving factors that we may not be able to accurately predict or assess, including the duration and scope of the closures; the negative impact it has on global and regional economies and economic activity, including the duration and magnitude of its impact on unemployment rates and consumer discretionary spending; its short and longer-term impact on the demand for travel, transient and group business, and levels of consumer confidence; our ability to successfully navigate the impacts of the closures; governments actions, businesses and individuals take in response to the closures, including limiting or banning travel; and how quickly economies, travel activity, and demand for lodging recovers after the closures subsides.

The COVID-19 closures have subjected our business, operations and financial condition to a number of risks, including, but not limited to, those discussed below:

- **Risks Related to Revenue:** The COVID-19 closures and other imposed restrictions have negatively impacted and will in the future negatively impact to an extent we are unable to predict, our revenue from the Hotel. Currently, the Hotel is not generating revenue sufficient to meet its operating expenses, which is adversely affecting our net income.
- **Risks Related to Operations:** Because of the significant decline in the demand for hotel rooms, the Hotel has taken steps to reduce operating costs and improve efficiency, including furloughing a substantial number of its personnel and implementing reduced work weeks for other personnel. Such steps, and further changes we may make in the future to reduce costs, may negatively impact guest loyalty, or our ability to attract and retain associates, and our reputation and market share may suffer as a result. For example, if our furloughed personnel do not return to work with us when the COVID-19 closures and imposed restrictions are lifted, including because they find new jobs during the furlough, we may experience operational challenges that impact guest loyalty and our market share, which could limit our ability to grow revenue and could reduce our profits. Further, reputational damage from, and the financial impact of, reduced work weeks could lead associates to depart the company and could make it harder for us to recruit new associates in the future. We may also face demands or requests from labor unions that represent our associates, whether in the course of our periodic renegotiation of our collective bargaining agreements or otherwise, for additional compensation, healthcare benefits or other terms as a result of COVID-19 that could increase costs, and we could experience labor disputes or disruptions as we continue to implement our COVID-19 mitigation plans.

COVID-19, and the volatile regional and global economic conditions stemming from the pandemic, as well as reactions to future pandemics or resurgences of COVID-19, could also precipitate or aggravate the other risk factors that we identify in this Annual Report, which in turn could materially adversely affect our business, financial condition, liquidity, and results of operations (including revenues and profitability). Further, COVID-19 may also affect our operating and financial results in a manner that is not presently known to us or that we currently do not consider presenting significant risks to our operations.

*Adverse changes in the U.S. and global economies could negatively impact our financial performance.*

Due to a number of factors affecting consumers, the outlook for the lodging industry remains uncertain. These factors have resulted at times in the past and could continue to result in the future in fewer customers visiting, or customers spending less, in San Francisco, as compared to prior periods. Leisure travel and other leisure activities represent discretionary expenditures, and participation in such activities tends to decline during economic downturns, during which consumers generally have less disposable income. As a result, in those times customer demand for the luxury amenities and leisure activities that we offer may decline. Furthermore, during periods of economic contraction, revenues may decrease while some of our costs remain fixed or even increase, resulting in decreased earnings.

*Weakened global economic conditions may adversely affect our industry, business and results of operations.*

Our overall performance depends in part on worldwide economic conditions which could adversely affect the tourism industry. According to current economic news reports, the United States and other key international economies may be subject to a recession, characterized by falling demand for a variety of goods and services, restricted credit, going concern threats to financial institutions, major multinational companies and medium and small businesses, poor liquidity, declining asset values, reduced corporate profitability, and volatility in credit, equity and foreign exchange markets. These conditions affect discretionary and leisure spending and could adversely affect our customers' ability or willingness to travel to destinations for leisure and cutback on discretionary business travel, which could adversely affect our operating results. In addition, in a weakened economy, companies that have competing properties may reduce room rates and other prices which could also reduce our average revenues and harm our operating results.

*We operate a single property located in San Francisco and rely on the San Francisco market. Changes adversely impacting this market could have a material effect on our business, financial condition, results of operation, and fair market value of the Hotel.*

Our business has a limited base of operations and substantially all of our revenues are currently generated by the Hotel. Accordingly, we are subject to greater risks than a more diversified hotel or resort operator and the profitability of our operations is linked to local economic conditions in San Francisco. The combination of a decline in the local economy of San Francisco, reliance on a single location and the significant investment associated with it may cause our operating results to fluctuate significantly and may adversely affect us and materially affect our total profitability.

*We face intense local and increasingly national competition which could impact our operations and adversely affect our business and results of operations.*

We operate in the highly competitive San Francisco hotel industry. The Hotel competes with other high-quality Northern California hotels and resorts. Many of these competitors seek to attract customers to their properties by providing, food and beverage outlets, retail stores and other related amenities, in addition to hotel accommodations. To the extent that we seek to enhance our revenue base by offering our own various amenities, we compete with the service offerings provided by these competitors.

Many of the competing properties have themes and attractions which draw a significant number of visitors and directly compete with our operations. Some of these properties are operated by subsidiaries or divisions of large public companies that may have greater name recognition and financial and marketing resources than we do and market to the same target demographic group as we do. Various competitors are expanding and renovating their existing facilities. We believe that competition in the San Francisco hotel and resort industry is based on certain property-specific factors, including overall atmosphere, range of amenities, price, location, technology infrastructure, entertainment attractions, theme and size. Any market perception that we do not excel with respect to such property-specific factors could adversely affect our ability to compete effectively. If we are unable to compete effectively, we could lose market share, which could adversely affect our business and results of operations.

*The San Francisco hotel and resort industry are capital intensive; financing our renovations and future capital improvements could reduce our cash flow and adversely affect our financial performance.*

The Hotel has an ongoing need for renovations and other capital improvements to remain competitive, including replacement, from time to time, of furniture, fixtures and equipment. We will also need to make capital expenditures to comply with applicable laws and regulations.

Renovations and other capital improvements of hotels require significant capital expenditures. In addition, renovations and capital improvements of hotels usually generate little or no cash flow until the project's completion. We may not be able to fund such projects solely from cash provided from our operating activities. Consequently, we will rely upon the availability of debt or equity capital and reserve funds to fund renovations and capital improvements and our ability to carry them out will be limited if we cannot obtain satisfactory debt or equity financing, which will depend on, among other things, market conditions. No assurances can be made that we will be able to obtain additional equity or debt financing or that we will be able to obtain such financing on favorable terms.

Renovations and other capital improvements may give rise to the following additional risks, among others: construction cost overruns and delays; increased prices of materials due to tariffs; temporary closures of all or a portion of the Hotel to customers; disruption in service and room availability causing reduced demand, occupancy and rates; and possible environmental issues.

As a result, renovations and any other future capital improvement projects may increase our expenses, reduce our cash flows and our revenues. If capital expenditures exceed our expectations, this excess would have an adverse effect on our available cash.

*We have substantial debt, and we may incur additional indebtedness, which may negatively affect our business and financial results.*

We have substantial debt service obligations. Our substantial debt may negatively affect our business and operations in several ways, including: requiring us to use a substantial portion of our funds from operations to make required payments on principal and interest, which will reduce funds available for operations and capital expenditures, future business opportunities and other purposes; making us more vulnerable to economic and industry downturns and reducing our flexibility in responding to changing business and economic conditions; limiting our flexibility in planning for, or reacting to, changes in the business and the industry in which we operate; placing us at a competitive disadvantage compared to our competitors that have less debt; limiting our ability to borrow more money for operations, capital or to finance acquisitions in the future; and requiring us to dispose of assets, if needed, in order to make required payments of interest and principal.

*Our business model involves high fixed costs, including property taxes and insurance costs, which we may be unable to adjust in a timely manner in response to a reduction in our revenues.*

The costs associated with owning and operating the Hotel are significant. Some of these costs (such as property taxes and insurance costs) are fixed, meaning that such costs may not be altered in a timely manner in response to changes in demand for services. Failure to adjust our expenses may adversely affect our business and results of operations. Our real property taxes may increase as property tax rates change and as the values of properties are assessed and reassessed by tax authorities. Our real estate taxes do not depend on our revenues, and generally we could not reduce them other than by disposing of our real estate assets.

Insurance premiums have increased significantly in recent years, and continued escalation may result in our inability to obtain adequate insurance at acceptable premium rates. A continuation of this trend would appreciably increase the operating expenses of the Hotel. If we do not obtain adequate insurance, to the extent that any of the events not covered by an insurance policy materialize, our financial condition may be materially adversely affected.

In the future, our property may be subject to increases in real estate and other tax rates, utility costs, operating expenses, insurance costs, repairs and maintenance and administrative expenses, which could reduce our cash flow and adversely affect our financial performance. If our revenues decline and we are unable to reduce our expenses in a timely manner, our business and results of operations could be adversely affected.

*Risk of declining market values in marketable securities.*

The Company invests from time to time in marketable securities. As a result, the Company is exposed to market volatility in connection with these investments. The Company's financial position and financial performance could be adversely affected by worsening market conditions or sluggish performance of such investments.

*Illiquidity risk in nonmarketable securities.*

Nonmarketable securities are, by definition, instruments that are not readily salable in the capital markets, and when sold are usually at a substantial discount. Thus, the holder is limited to return on investment from any income producing feature of the instrument, as any sale of such an instrument would be subject to a substantial discount. Thus, a holder may need to hold such instruments for long period of time and not be able to realize a return of their cash investment should there be a need to liquidate to obtain cash at any given time.

*Litigation and legal proceedings could expose us to significant liabilities and thus negatively affect our financial results.*

We are a party, from time to time, to various litigation claims and legal proceedings, government and regulatory inquiries and/or proceedings, including, but not limited to, intellectual property, premises liability and breach of contract claims. Material legal proceedings are described more fully in Note 17, Commitments and Contingencies, to our consolidated financial statements, included in Item 8 of this Annual Report on Form 10-K.

Litigation is inherently unpredictable and defending these proceedings can result in significant ongoing expenditures and the diversion of our management's time and attention from the operation of our business, which could have a negative effect on our business operations. Our failure to successfully defend or settle any litigation or legal proceedings could result in liabilities that, to the extent not covered by our insurance, could have a material adverse effect on our financial condition, revenue and profitability.

*The threat of terrorism could adversely affect the number of customer visits to the Hotel.*

The threat of terrorism has caused, and may in the future cause, a significant decrease in customer visits to San Francisco due to disruptions in commercial and leisure travel patterns and concerns about travel safety. We cannot predict the extent to which disruptions in air or other forms of travel as a result of any further terrorist act, outbreak of hostilities or escalation of war would adversely affect our financial condition, results of operations or cash flows. The possibility of future attacks may hamper business and leisure travel patterns and, accordingly, the performance of our business and our operations.

*We depend in part, on third party management companies for the future success of our business and the loss of one or more of their key personnel could have an adverse effect on our ability to manage our business and operate successfully and competitively or could be negatively perceived in the capital markets.*

The Hotel is managed by Aimbridge. Their ability to manage the Hotel and to operate successfully and competitively is dependent, in part, upon the efforts and continued service of their managers. The departure of key personnel of current or future management companies could have an adverse effect on our business and our ability to operate successfully and competitively, and it could be difficult to find replacements for these key personnel, as competition for such personnel is intense.

*Seasonality and other related factors such as weather can be expected to cause quarterly fluctuations in revenue at the Hotel.*

The hotel and resort industry are seasonal in nature. This seasonality can tend to cause quarterly fluctuations in revenues at the Hotel. Our quarterly earnings may also be adversely affected by other related factors outside our control, including weather conditions and poor economic conditions. As a result, we may have to enter into short-term borrowings in certain quarters in order to offset these quarterly fluctuations in our revenues.

*The hotel industry is heavily regulated and failure to comply with extensive regulatory requirements may result in an adverse effect on our business.*

The hotel industry is subject to extensive regulation and the Hotel must maintain its licenses and pay taxes and fees to continue operations. Our property is subject to numerous laws, including those relating to the preparation and sale of food and beverages, including alcohol. We are also subject to laws governing our relationship with our employees in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and firing employees and work permits. Also, our ability to remodel, refurbish or add to our property may be dependent upon our obtaining necessary building permits from local authorities. The failure to obtain any of these permits could adversely affect our ability to increase revenues and net income through capital improvements of our property. In addition, we are subject to the numerous rules and regulations relating to state and federal taxation. Compliance with these rules and regulations requires significant management attention. Furthermore, compliance costs associated with such laws, regulations and licenses are significant. Any change in the laws, regulations or licenses applicable to our business or a violation of any current or future laws or regulations applicable to our business or gaming license could require us to make substantial expenditures or could otherwise negatively affect our gaming operations. Any failure to comply with all such rules and regulations could subject us to fines or audits by the applicable taxation authority.

Violations of laws could result in, among other things, disciplinary action. If we fail to comply with regulatory requirements, this may result in an adverse effect on our business.

*Uninsured and underinsured losses could adversely affect our financial condition and results of operations.*

There are certain types of losses, generally of a catastrophic nature, such as earthquakes and floods or terrorist acts, which may be uninsurable or not economically insurable, or may be subject to insurance coverage limitations, such as large deductibles or co-payments. We will use our discretion in determining amounts, coverage limits, deductibility provisions of insurance and the appropriateness of self-insuring, with a view to maintaining appropriate insurance coverage on our investments at a reasonable cost and on suitable terms. Uninsured and underinsured losses could harm our financial condition and results of operations. We could incur liabilities resulting from loss or injury to the Hotel or to persons at the Hotel. Claims, whether or not they have merit, could harm the reputation of the Hotel or cause us to incur expenses to the extent of insurance deductibles or losses in excess of policy limitations, which could harm our results of operations.

In the event of a catastrophic loss, our insurance coverage may not be sufficient to cover the full current market value or replacement cost of our lost investment. Should an uninsured loss or a loss in excess of insured limits occur, we could lose all or a portion of the capital we have invested in the Hotel, as well as the anticipated future revenue from the property. In that event, we might nevertheless remain obligated for any mortgage debt or other financial obligations related to the Hotel. In the event of a significant loss, our deductible may be high, and we may be required to pay for all such repairs and, as a consequence, it could materially adversely affect our financial condition. Inflation, changes in building codes and ordinances, environmental considerations and other factors might also keep us from using insurance proceeds to replace or renovate the Hotel after it has been damaged or destroyed. Under those circumstances, the insurance proceeds we receive might be inadequate to restore our economic position on the damaged or destroyed property.

It has generally become more difficult and expensive to obtain property and casualty insurance, including coverage for terrorism. When our current insurance policies expire, we may encounter difficulty in obtaining or renewing property or casualty insurance on our property at the same levels of coverage and under similar terms. Such insurance may be more limited and for some catastrophic risks (for example, earthquake, flood and terrorism) may not be generally available at current levels. Even if we are able to renew our policies or to obtain new policies at levels and with limitations consistent with our current policies, we cannot be sure that we will be able to obtain such insurance at premium rates that are commercially reasonable. If we were unable to obtain adequate insurance on the Hotel for certain risks, it could cause us to be in default under specific covenants on certain of our indebtedness or other contractual commitments that require us to maintain adequate insurance on the Hotel to protect against the risk of loss. If this were to occur, or if we were unable to obtain adequate insurance and the Hotel experienced damage which would otherwise have been covered by insurance, it could materially adversely affect our financial condition and the operations of the Hotel.

In addition, insurance coverage for the Hotel and for casualty losses does not customarily cover damages that are characterized as punitive or similar damages. As a result, any claims or legal proceedings, or settlement of any such claims or legal proceedings that result in damages that are characterized as punitive or similar damages may not be covered by our insurance. If these types of damages are substantial, our financial resources may be adversely affected.

*You may lose all or part of your investment.*

There is no assurance that the Company's initiatives to improve its profitability or liquidity and financial position will be successful.

*The price of the Company's common stock may fluctuate significantly, which could negatively affect the Company and holders of its common stock.*

The market price of the Company's common stock may fluctuate significantly from time to time as a result of many factors, including: investors' perceptions of the Company and its prospects; investors' perceptions of the Company's and/or the industry's risk and return characteristics relative to other investment alternatives; difficulties between actual financial and operating results and those expected by investors and analysts; changes in our capital structure; trading volume fluctuations; actual or anticipated fluctuations in quarterly financial and operational results; volatility in the equity securities market; and sales, or anticipated sales, of large blocks of the Company's common stock.

*The concentrated beneficial ownership of our common stock and the ability it affords to control our business may limit or eliminate other shareholders' ability to influence corporate affairs.*

As of June 30, 2022, InterGroup owns 75% of the Company's outstanding common stock. Because of this concentrated stock ownership, the Company's largest shareholders will be able to significantly influence the election of the Company's board of directors and all other decisions on all matters requiring shareholder approval. As a result, the ability of other shareholders to determine the management and policies of the Company is significantly limited. The interests of these shareholders may differ from the interests of other shareholders with respect to the issuance of shares, business transactions with or sales to other companies, selection of officers and directors and other business decisions. This level of control may also have an adverse impact on the market value of our shares because our largest shareholders may institute or undertake transactions, policies or programs that may result in losses, may not take any steps to increase our visibility in the financial community and/or may sell enough shares to significantly decrease our price per share.

#### **Item 1B. Unresolved Staff Comments.**

None.

#### **Item 2. Properties.**

##### **SAN FRANCISCO HOTEL PROPERTY**

The Hotel is owned by the Partnership through its wholly owned subsidiary, Justice Operating Company, LLC. The Hotel is centrally located in the Financial District in San Francisco, one block from the Transamerica Pyramid. The Embarcadero Center is within walking distance and North Beach is two blocks away. Chinatown is directly across the bridge that runs from the Hotel to Portsmouth Square Park. The Hotel is a 31-story (including parking garage), steel and concrete, A-frame building, built in 1970. The Hotel has 544 well-appointed guest rooms and luxury suites situated on 22 floors. The third floor houses the Chinese Culture Center (the "CCC"), its administrative office, and a grand ballroom. The Hotel has approximately 22,000 square feet of meeting room space, including the grand ballroom. Other features of the Hotel include a 5-level underground parking garage and pedestrian bridge across Kearny Street connecting the Hotel and the CCC with Portsmouth Square Park in Chinatown.

As required by its senior lender, the Partnership will continue to make minimum payments into its furniture, fixtures, and equipment ("FF&E") escrow account held by its senior lender of the greater of 4% of annual revenues or a minimum of \$1,952,000 per annum. In the opinion of management, the Hotel is adequately covered by insurance.

##### **HOTEL FINANCINGS**

On December 18, 2013: (i) Justice Operating Company, LLC, a Delaware limited liability company ("Operating"), entered into a loan agreement ("Mortgage Loan Agreement") with Bank of America ("Mortgage Lender"); and (ii) Justice Mezzanine Company, a Delaware limited liability company ("Mezzanine"), entered into a mezzanine loan agreement ("Mezzanine Loan Agreement" and, together with the Mortgage Loan Agreement, the "Loan Agreements") with ISBI San Francisco Mezz Lender LLC ("Mezzanine Lender" and, together with Mortgage Lender, the "Lenders"). The Company is the sole member of Mezzanine, and Mezzanine is the sole member of Operating.

The Loan Agreements provide for a \$97,000,000 Mortgage Loan and a \$20,000,000 Mezzanine Loan. The proceeds of the Loan Agreements were used to fund the redemption of limited partnership interests and the pay-off of the prior mortgage.

The Mortgage Loan is secured by the Company's principal asset, the Hotel. The Mortgage Loan bears an interest rate of 5.275% per annum and matures in January 2024. The term of the loan is ten years with interest only due in the first three years and principal and interest payments to be made during the remaining seven years of the loan based on a thirty-year amortization schedule. The Mortgage Loan also requires payments for impounds related to property tax, insurance and FF&E reserves. As additional security for the Mortgage Loan, there is a limited guaranty ("Mortgage Guaranty") executed by the Company in favor of the Mortgage Lender.

The Mezzanine Loan is secured by the Operating membership interest held by Mezzanine and is subordinated to the Mortgage Loan. The Mezzanine Loan had an interest rate of 9.75% per annum and a maturity date of January 1, 2024. Interest only payments were due monthly. On July 31, 2019, Mezzanine refinanced the Mezzanine Loan by entering into a new mezzanine loan agreement (“New Mezzanine Loan Agreement”) with Cred Reit Holdco LLC in the amount of \$20,000,000. The prior Mezzanine Loan was paid off. Interest rate on the new mezzanine loan is 7.25% and the loan matures on January 1, 2024. Interest only payments are due monthly. As additional security for the new mezzanine loan, there is a limited guaranty executed by the Company in favor of Cred Reit Holdco LLC (the “Mezzanine Guaranty” and, together with the Mortgage Guaranty, the “Guaranties”).

The Guaranties are limited to what are commonly referred to as “bad boy” acts, including: (i) fraud or intentional misrepresentations; (ii) gross negligence or willful misconduct; (iii) misapplication or misappropriation of rents, security deposits, insurance, or condemnation proceeds; and (iv) failure to pay taxes or insurance. The Guaranties are full recourse guaranties under identified circumstances, including failure to maintain “single purpose” status which is a factor in a consolidation of Operating or Mezzanine in a bankruptcy of another person, transfer, or encumbrance of the Property in violation of the applicable loan documents, Operating or Mezzanine incurring debts that are not permitted, and the Property becoming subject to a bankruptcy proceeding. Pursuant to the Guaranties, the Partnership was required to maintain a certain minimum net worth and liquidity. Effective as of May 12, 2017, InterGroup agreed to become an additional guarantor under the limited guaranty and an additional indemnitor under the environmental indemnity for the \$97,000,000 mortgage loan and the \$20,000,000 mezzanine loan. Pursuant to the agreement, InterGroup is required to maintain a certain net worth and liquidity. As of June 30, 2022 and 2021, InterGroup is in compliance with both requirements. Justice Operating Company, LLC is not meeting certain of its loan covenants such as the Debt Service Coverage Ratio (“DSCR”) which would trigger the creation of a lockbox and cash sweep by the Lender for all cash collected by the Hotel, and under certain terms, would allow the Lender to request Operating to replace its hotel management company. The DSCR for Operating had been below 1.00 from third quarter of fiscal year 2020 to third quarter of fiscal year 2022 while it is required to maintain a DSCR of at least 1.10 to 1.00 for two consecutive quarters. However, such lockbox has been created and utilized from the loan inception and will be in place up to loan maturity regardless of the DSCR. Justice has not missed any of its debt service payments and does not anticipate missing any debt obligations for at least the next twelve months and beyond. Additionally, Operating’s DSCR for the fourth quarter of fiscal year 2022 has reached 1.69 for the Mortgage Loan and 1.34 for the Mezzanine Loan.

Each of the Loan Agreements contains customary representations and warranties, events of default, reporting requirements, affirmative covenants and negative covenants, which impose restrictions on, among other things, organizational changes of the respective borrower, operations of the Property, agreements with affiliates and third parties. Each of the Loan Agreements also provides for mandatory prepayments under certain circumstances (including casualty or condemnation events) and voluntary prepayments, subject to satisfaction of prescribed conditions set forth in the Loan Agreements.

On July 2, 2014, the Partnership obtained from InterGroup an unsecured loan in the principal amount of \$4,250,000 at 12% per year fixed interest, with a term of 2 years, payable interest only each month. InterGroup received a 3% loan fee. The loan may be prepaid at any time without penalty. The loan was extended to July 31, 2023. On December 16, 2020, Justice and InterGroup entered into a loan modification agreement which increased Justice’s borrowing from InterGroup as needed up to \$10,000,000. Upon the dissolution of Justice in December 2021, Portsmouth assumed Justice’s note payable to InterGroup in the amount of \$11,350,000. On December 31, 2021, Portsmouth and InterGroup entered into a loan modification agreement which increased Portsmouth’s borrowing from InterGroup as needed up to \$16,000,000. As of June 30, 2022 and 2021, the balance of the loan was \$14,200,000 and \$6,650,000, net of loan amortization costs of zero, respectively.

On April 9, 2020, Justice entered into a loan agreement (“SBA Loan”) with CIBC Bank USA under the Coronavirus Aid, Relief, and Economic Security Act (“CARES Act”) administered by the U.S. Small Business Administration (the “SBA”). Justice received proceeds of \$4,719,000 from the SBA Loan. In accordance with the requirements of the CARES Act, Justice used the proceeds from the SBA Loan for payroll costs and other qualified expenses. The SBA Loan was scheduled to mature on April 9, 2022 with a 1.00% interest rate and was subject to the terms and conditions applicable to loans administered by the U.S. Small Business Administration under the CARES Act. On June 10, 2021, the SBA Loan was forgiven in full and \$4,719,000 was recorded as gain on debt extinguishment on the consolidated statement of operations for the fiscal year ending June 30, 2021.

On February 3, 2021, Justice entered into a second loan agreement (“Second SBA Loan”) with CIBC Bank USA administered by the SBA. Justice received proceeds of \$2,000,000 from the Second SBA Loan. As of June 30, 2021, Justice used all proceeds from the Second SBA Loan primarily for payroll costs. The Second SBA Loan was scheduled to mature on February 3, 2026, had a 1.00% interest rate, and was subject to the terms and conditions applicable to loans administered by the U.S. Small Business Administration under the CARES Act. On November 19, 2021, the Second SBA Loan was forgiven in full and \$2,000,000 was recorded as gain on debt extinguishment on the consolidated statement of operations for the fiscal year ending June 30, 2022.

#### **INVESTMENT IN REAL ESTATE**

In August 2007, the Company agreed to acquire 50% interest in InterGroup Uluniu, Inc. (“Uluniu”), a Hawaiian corporation and a 100% owned subsidiary of InterGroup, for \$973,000, which represents an amount equal to the costs paid by InterGroup for the acquisition and carrying costs of approximately two acres of unimproved land held for development located in Maui, Hawaii. In March 2021, to make both companies more efficient, InterGroup purchased back the 50% interest of Uluniu from Portsmouth for \$980,000, which represents Portsmouth’s carrying cost of the investment. No gains or losses were realized as a result of the transaction since it was a related-party transaction. As a related-party transaction, the fairness of the financial terms of the transactions were reviewed and approved by the independent director of the Company.

#### **Item 3. Legal Proceedings.**

The Company may be subject to legal proceedings, claims, and litigation arising in the ordinary course of business. The Company will defend itself vigorously against any such claims. Management does not believe that the impact of such matters will have a material effect on the financial conditions or result of operations when resolved.

#### **Item 4. Mine Safety Disclosures.**

Not applicable.

## PART II

### **Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

#### **MARKET INFORMATION**

Portsmouth's common stock is traded on the OTC Market Inc.'s Pink tier under the symbol PRSI. As of June 30, 2022, the number of holders of record of the Company's Common Stock was approximately 127. Such number of owners was determined from the Company's shareholders records and does not include beneficial owners of the Company's Common Stock whose shares are held in the names of various brokers, clearing agencies or other nominees.

#### **DIVIDENDS**

It is expected that the Company will not consider a return to a regular dividend policy until such time that the Hotel cash flows, distributions and other economic factors warrant such consideration. The Company will continue to review and modify its dividend policy as needed to meet such strategic and investment objectives as may be determined by the Board of Directors.

#### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

Portsmouth has no securities authorized for issuance under equity compensation plans.

#### **PURCHASES OF EQUITY SECURITIES**

Portsmouth did not repurchase any of its own securities during the fourth quarter of its fiscal year ending June 30, 2022 and does not have any publicly announced repurchase program.

### **Item 6. Selected Financial Data.**

Not required for smaller reporting companies.

## **Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.**

### **NEGATIVE EFFECTS OF CIVIL AUTHORITY ACTIONS ON OUR BUSINESS**

On February 25, 2020, the City of San Francisco issued the proclamation by the Mayor declaring the existence of a local emergency. The negative effects of the civil authority actions related to the novel strain of coronavirus (“COVID-19”) on our business have been significant. In March 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious virus, which has continued to spread, has adversely affected workforces, customers, economies, and financial markets globally. It has also disrupted the normal operations of many businesses, including ours. To mitigate the harm from the pandemic, on March 16, 2020, the City and County of San Francisco, along with a group of five other Bay Area counties and the City of Berkeley, issued parallel health officer orders imposing shelter in place limitations across the Bay Area, requiring everyone to stay safe at home except for certain essential needs. Since February 2020, several unfavorable events and civil authority actions have unfolded causing demand for our hotel rooms to suffer including cancellations of all citywide conventions, reduction of flights in and out of the Bay Area and decline in both leisure and business travel.

In December 2020, due to the surge in COVID-19 cases and hospitalizations, the Health Officer of the City and County of San Francisco suspended or restricted certain activities. Health Order C19-07q (the “Order”) incorporates suspensions, reductions in capacity limits, and other restrictions contained in the Regional Stay At Home Order issued by the California Department of Public Health on December 3, 2020. Effective December 17, 2020, the Bay Area Region, including San Francisco, was required to comply with the State’s December 3, 2020 Regional Stay-at-Home Order. The Order strongly discouraged anyone in the County from travelling for leisure, recreation, business, or other purposes that could be postponed until after the surge. With limited exceptions, this Order imposed a mandatory quarantine on anyone traveling, moving, or returning to the County from anywhere outside the Bay Area. Effective January 20, 2021, Health Order C19- 07r revised and replaced the previous Order; it continued to temporarily prohibit certain businesses and activities from resuming but allowed certain other businesses, activities, travel, and governmental functions to occur subject to specified health and safety restrictions, limitations, and conditions to limit the transmission of COVID-19.

On March 24, 2021, the City and County of San Francisco announced it moved into the orange tier which removed the suggested Shelter in Place for guests travelling to San Francisco. This was a very positive step for the hotel community. This tier opened activities in the city including expanded restaurant capacities, museums, and attractions. For the hotel it allowed for guests to gather in public spaces and for outlets and amenities to open at limited capacities including fitness centers. It did not change the very stringent cleaning and sanitation requirements set forth by the Health Officer of the City and County of San Francisco which proved to be a costly measure to maintain. Effective May 6, 2021, the City and County of San Francisco moved into the yellow tier guidelines. We continue to closely monitor the very fluid changes that the Center for Disease Control, San Francisco Department of Health and other authorities implement with regards to the COVID-19 pandemic.

On August 20, 2021, San Francisco announced vaccination requirements for indoor activities. This order requires restaurants, theaters, and entertainment venues where food or drink is served inside, as well as gyms, recreation facilities, yoga studios, dance studios and other fitness establishments, clubs involving elevated breathing to show proof of vaccination.

On January 11, 2022, a new Health Order has been issued. The primary change to the Order is to comply with changes the State made lowering the threshold for mega events to 500 attendees indoor and 5,000 attendees outdoor beginning January 15, 2022. On March 17, 2022, the State of California announced that beginning on April 1, 2022, it will no longer require that people attending Indoor Mega-Event (i.e., events with 1,000 or more attendees) provide proof of vaccination or negative testing to gain entry. Instead, the State strongly recommend that venues hosting Indoor Mega-Events continue to impose that requirement.

The San Francisco hospitality market has seen the two largest citywide events go virtual with DreamForce in September 2021 and JP Morgan Healthcare Conference in January 2022. RSA Conference originally scheduled for February 2022 was moved to June 2022 and Google Cloud Next was cancelled for 2022. As of the date of this report, the market is seeing slow and steady improvement month over month. Rates in the market grew roughly 20% from February 2022 to March 2022 as demand is steadily increasing, particularly midweek where it has been the softest. Demand generators are returning to the market with the largest being Game Developers Conference in March 2022. Although it was approximately half of the pre-COVID attendance, it lifted the market to the best RevPAR we have seen since March 2020. April 2022 continued the trend with midweek rates rising and another strong performance from the RIMS citywide. May was another strong month with increasing leisure demand and another successful citywide in American Thoracic Society, RevPAR grew 10% month over month. June was the strongest month since the pandemic with rates growing \$35 almost 15% just from the previous month driven by strong summer travel and the most successful citywide since the pandemic began in RSA. The hotel achieved a significant benchmark breaking the \$4MM mark in total revenues for the first time since January of 2020. July and August 2022 performed strong as well as we closed out the expected demand from summer travel along with an increase in much needed Business Travel and small groups to the hotel. April 2022 continued the trend with midweek rates rising and another strong performance from the RIMS citywide. May was another strong month with increasing leisure demand and another successful citywide in American Thoracic Society, RevPAR grew 10% month over month. June was the strongest month since the pandemic with rates growing \$35 almost 15% just from the previous month driven by strong summer travel and the most successful citywide since the pandemic began in RSA. The hotel achieved a significant benchmark breaking the \$4MM mark in total revenues for the first time since January of 2020. July and August 2022 performed strong as well as we closed out the expected demand from summer travel along with an increase in much needed Business Travel and small groups to the hotel.

As a result of the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") signed into law on March 27, 2020, additional avenues of relief may be available to workers and families through enhanced unemployment insurance provisions and to small businesses through programs administered by the Small Business Administration ("SBA"). The CARES Act includes, among other things, provisions relating to payroll tax credits and deferrals, net operating loss carryback periods, alternative minimum tax credits and technical corrections to tax depreciation methods for qualified improvement property. The CARES Act also established a Paycheck Protection Program ("PPP"), whereby certain small businesses are eligible for a loan to fund payroll expenses, rent, and related costs. On April 9, 2020, Justice entered into a loan agreement ("SBA Loan") with CIBC Bank USA under the CARES Act. Justice received proceeds of \$4,719,000 from the SBA Loan. In accordance with the requirements of the CARES Act, Justice used proceeds from the SBA Loan for payroll costs and other qualified expenses. The SBA Loan was scheduled to mature on April 9, 2022 with a 1.00% interest rate and was subject to the terms and conditions applicable to loans administered by the U.S. Small Business Administration under the CARES Act. On June 10, 2021, the SBA Loan was forgiven in full and \$4,719,000 was recorded as gain on debt extinguishment on the consolidated statement of operations for the fiscal year ended June 30, 2021.

On February 3, 2021, Justice entered into a second loan agreement ("Second SBA Loan") with CIBC Bank USA administered by the SBA. Justice received proceeds of \$2,000,000 from the Second SBA Loan. As of June 30, 2021, Justice used all proceeds from the Second SBA Loan primarily for payroll costs. The Second SBA Loan was scheduled to mature on February 3, 2026, had a 1.00% interest rate, and was subject to the terms and conditions applicable to loans administered by the U.S. Small Business Administration under the CARES Act. On November 19, 2021, the Second SBA Loan was forgiven in full and \$2,000,000 was recorded as gain on debt extinguishment on the consolidated statement of operations for the fiscal year ended June 30, 2022.

## RESULTS OF OPERATIONS

The Company's principal source of revenue continues to be derived from its ownership in Justice Operating Company, LLC ("Operating") inclusive of hotel room revenue, food and beverage revenue, garage revenue, and revenue from other operating departments. Operating owns the Hotel and related facilities, including a five-level underground parking garage. The financial statements of Operating have been consolidated with those of the Company.

### Fiscal Year Ended June 30, 2022 Compared to Fiscal Year Ended June 30, 2021

The Company had net loss of \$6,565,000 for the year ended June 30, 2022 compared to net loss of \$5,286,000 for the year ended June 30, 2021. Increase in Hotel revenue is offset by increased operating expenses, loss on asset disposal, reduced gain from debt extinguishment, and loss on marketable securities.

The Company had net loss from Hotel operations of \$4,050,000 for the year ended June 30, 2022 compared to net loss of \$7,873,000 for the year ended June 30, 2021. The change was primarily attributable to the \$16,866,000 increase in Hotel revenue, offset by \$9,540,000 increase in operating expenses.

The following table sets forth a more detailed presentation of Hotel operations for the years ended June 30, 2022 and 2021.

<b>For the year ended June 30,</b>	<b>2022</b>	<b>2021</b>
<b>Hotel revenues:</b>		
Hotel rooms	\$ 26,599,000	\$ 12,138,000
Food and beverage	1,471,000	293,000
Garage	3,112,000	2,117,000
Other operating departments	352,000	120,000
Total hotel revenues	31,534,000	14,668,000
Operating expenses excluding depreciation and amortization	(27,451,000)	(17,911,000)
Operating income (loss) before interest, depreciation, and amortization	4,083,000	(3,243,000)
Gain on disposal or sale of assets	-	12,000
Gain on forgiveness of debt	2,000,000	4,719,000
Interest expense - mortgage	(7,924,000)	(7,282,000)
Depreciation and amortization expense	(2,209,000)	(2,079,000)
Net loss from Hotel operations	<u>\$ (4,050,000)</u>	<u>\$ (7,873,000)</u>

For the year ended June 30, 2022, the Hotel had operating income of \$4,083,000 before non-recurring charges, interest, depreciation, and amortization on total operating revenues of \$31,534,000 compared to operating loss of \$3,243,000 before non-recurring charges, interest, depreciation, and amortization on total operating revenues of \$14,668,000 for the year ended June 30, 2021. Room revenues increased by \$14,461,000 for the year ended June 30, 2022 compared to the year ended June 30, 2021, food and beverage revenue increased by \$1,178,000, revenue from garage increased by \$995,000, and revenue from other operating departments increased by \$232,000. The year over year increase in all areas are result of recovery from the business interruption attributable to a variety of responses by federal, state, and local civil authority to the COVID-19 outbreak since March 2020. The following table sets forth the monthly average occupancy percentage of the Hotel for the fiscal years ended June 30, 2022 and 2021.

<b>Month</b>	<b>Jul</b>	<b>Aug</b>	<b>Sep</b>	<b>Oct</b>	<b>Nov</b>	<b>Dec</b>	<b>Jan</b>	<b>Feb</b>	<b>Mar</b>	<b>Apr</b>	<b>May</b>	<b>Jun</b>	<b>Fiscal Year</b>
<b>Year</b>	<b>2021</b>	<b>2021</b>	<b>2021</b>	<b>2021</b>	<b>2021</b>	<b>2021</b>	<b>2022</b>	<b>2022</b>	<b>2022</b>	<b>2022</b>	<b>2022</b>	<b>2022</b>	<b>2021 - 2022</b>
Average Occupancy %	82%	77%	76%	79%	72%	74%	68%	74%	81%	87%	90%	95%	80%
<b>Year</b>	<b>2020</b>	<b>2020</b>	<b>2020</b>	<b>2020</b>	<b>2020</b>	<b>2020</b>	<b>2021</b>	<b>2021</b>	<b>2021</b>	<b>2021</b>	<b>2021</b>	<b>2021</b>	<b>2020 - 2021</b>
Average Occupancy %	44%	55%	62%	64%	52%	30%	29%	45%	67%	66%	71%	78%	55%

Total operating expenses increased by \$9,540,000 due to increase in salaries and wages, union health insurance, repairs and maintenance, credit card fees, management fees, and franchise fees.

The following table sets forth the average daily room rate, average occupancy percentage and room revenue per available room (“RevPAR”) of the Hotel for the year ended June 30, 2022 and 2021.

<b>For the Year Ended June 30,</b>	<b>Average Daily Rate</b>	<b>Average Occupancy %</b>	<b>RevPAR</b>
<b>2022</b>	\$ 168	80%	\$ 134
<b>2021</b>	\$ 111	55%	\$ 61

The Hotel’s revenues increased by 115% year over year. Average daily rate increased by \$57, average occupancy increased 25%, and RevPAR increased by \$73 for the twelve months ended June 30, 2022 compared to the twelve months ended June 30, 2021.

The Hotel has taken advantage of the softer demand to take on many improvement projects. We have replaced the wall vinyl in several areas in the lobby and replaced all the art to represent more of the iconic locations in San Francisco. All lobby and restaurant rugs have been replaced and all public restrooms on the first four floors have new vinyl. The Hotel has replaced most of the vinyl in the common areas of the meeting floors and will complete the meeting rooms by September 2022. All guest room carpet has been replaced and a new revised model room that has been valued engineered has been presented to the Hilton design team and is expected to be completed by mid-year 2023. Project to repurpose the old Justice offices, accounting offices, Spa, and Executive Lounge has begun which would add 15 additional income producing guest rooms to our inventory. Part of the renovation will be funded by the Hotel’s furniture, fixture, and equipment reserve account with our senior lender.

The Company had a net loss on marketable securities of \$1,141,000 for the year ended June 30, 2022 compared to a net gain on marketable securities of \$1,399,000 for the year ended June 30, 2021. For the year ended June 30, 2022, the Company had \$2,056,000 net loss related to the Company’s investment in the common stock of Comstock Mining Inc. (“Comstock” - NYSE MKT: LODE). For the year ended June 30, 2021, the Company had \$1,031,000 net gain related to the Company’s investment in the common stock of Comstock. As of June 30, 2022 and 2021, investments in Comstock represent 0% and 19%, respectively, of the Company’s investment portfolio. For the year ended June 30, 2022, the Company had a net realized loss of \$2,489,000 and a net unrealized gain of \$1,348,000. For the year ended June 30, 2021, the Company had a net realized loss of \$540,000 and a net unrealized gain of \$1,939,000. Gains and losses on marketable securities may fluctuate significantly from period to period in the future and could have a significant impact on the Company’s results of operations. However, the amount of gain or loss on marketable securities for any given period may have no predictive value and variations in amount from period to period may have no analytical value. For a more detailed description of the composition of the Company’s marketable securities see the Marketable Securities section below.

During the year ended June 30, 2022 and 2021, the Company performed an impairment analysis of its other investments and determined its investments had other than temporary impairments and recorded impairment losses of \$20,000 and \$38,000, respectively.

The Company consolidates Justice (Hotel) for financial reporting purposes and is not taxed on its non-controlling interest in the Hotel. The income tax benefit during the years ended June 30, 2022 and 2021 represents the income tax effect on the Company’s pretax loss which include its share in net loss of the Hotel.

## MARKETABLE SECURITIES AND OTHER INVESTMENTS

As of June 30, 2022 and 2021, the Company had investments in marketable equity securities of \$541,000 and \$3,536,000, respectively. The following table shows the composition of the Company's marketable securities portfolio by selected industry groups:

As of June 30, 2022 Industry Group	Fair Value	% of Total Investment Securities
Communication services	\$ 355,000	65.6%
REITs and real estate companies	162,000	29.9%
Basic materials	18,000	3.3%
Utilities	5,000	0.9%
Technology	1,000	0.3%
	<u>\$ 541,000</u>	<u>100.0%</u>

As of June 30, 2021 Industry Group	Fair Value	% of Total Investment Securities
Communication services	\$ 1,334,000	37.7%
Basic materials	720,000	20.3%
Industrials	653,000	18.5%
REITs and real estate companies	438,000	12.4%
Energy	250,000	7.1%
Healthcare	141,000	4.0%
	<u>\$ 3,536,000</u>	<u>100.0%</u>

As of June 30, 2022, the Company held five different equity positions in its investment portfolio. The Company held two equity securities that comprised more than 10% of the equity value of the portfolio. The largest security position represents 66% of the portfolio and consists of the common stock of Paramount Global - Preferred Stock (NASDAQ: PARAP), which is included in the communication services industry group.

The following table shows the net gain or loss on the Company's marketable securities and the associated margin interest and trading expenses for the respective years.

For the years ended June 30,	2022	2021
Net (loss) gain on marketable securities	\$ (1,141,000)	\$ 1,399,000
Impairment loss on other investments	(20,000)	(38,000)
Dividend and interest income	121,000	17,000
Margin interest expense	(41,000)	(11,000)
Trading expenses	(162,000)	(130,000)
Net (loss) gain from marketable securities	<u>\$ (1,243,000)</u>	<u>\$ 1,237,000</u>

## FINANCIAL CONDITION, LIQUIDITY AND CAPITAL SOURCES

The Company had cash, cash equivalents and restricted cash of \$8,888,000 and \$8,532,000 as of June 30, 2022 and 2021, respectively. The Company had marketable securities, net of margin due to securities brokers, of \$411,000 and \$1,821,000 as of June 30, 2022 and 2021, respectively. These marketable securities are short-term investments and liquid in nature.

On December 16, 2020, Justice and InterGroup entered into a loan modification agreement which increased Justice's borrowing from InterGroup as needed up to \$10,000,000 and extended the maturity date of the loan to July 31, 2021. As of the date of this report, the maturity date was extended to July 31, 2023. Upon the dissolution of Justice in December 2021, Portsmouth assumed Justice's note payable to InterGroup in the amount of \$11,350,000. On December 31, 2021, Portsmouth and InterGroup entered into a loan modification agreement which increased Portsmouth's borrowing from InterGroup as needed up to \$16,000,000. During the fiscal year ending June 30, 2022, InterGroup advanced \$7,550,000 to the Hotel, bringing the total amount due to InterGroup to \$14,200,000 as of June 30, 2022. The Company could amend its by-laws and increase the number of authorized shares to issue additional shares to raise capital in the public markets if needed.

On April 9, 2020, Justice entered into a loan agreement (“SBA Loan”) with CIBC Bank USA under the Coronavirus Aid, Relief, and Economic Security Act (“CARES Act”) administered by the U.S. Small Business Administration (the “SBA”). Justice received proceeds of \$4,719,000 from the SBA Loan. In accordance with the requirements of the CARES Act, Justice used the proceeds from the SBA Loan for payroll costs and other qualified expenses. The SBA Loan was scheduled to mature on April 9, 2022 with a 1.00% interest rate and was subject to the terms and conditions applicable to loans administered by the U.S. Small Business Administration under the CARES Act. On June 10, 2021, the SBA Loan was forgiven in full and \$4,719,000 was recorded as gain on debt extinguishment on the consolidated statement of operations for the fiscal year ended June 30, 2021.

On February 3, 2021, Justice entered into a second loan agreement (“Second SBA Loan”) with CIBC Bank USA administered by the SBA. Justice received proceeds of \$2,000,000 from the Second SBA Loan. As of June 30, 2021, Justice used all proceeds from the Second SBA Loan primarily for payroll costs. The Second SBA Loan was scheduled to mature on February 3, 2026, had a 1.00% interest rate, and was subject to the terms and conditions applicable to loans administered by the U.S. Small Business Administration under the CARES Act. On November 19, 2021, the Second SBA Loan was forgiven in full and \$2,000,000 was recorded as gain on debt extinguishment on the consolidated statement of operations for the fiscal year ending June 30, 2022.

Our known short-term liquidity requirements primarily consist of funds necessary to pay for operating and other expenditures, including management and franchise fees, corporate expenses, payroll and related costs, taxes, interest and principal payments on our outstanding indebtedness, and repairs and maintenance of the Hotel.

Our long-term liquidity requirements primarily consist of funds necessary to pay for scheduled debt maturities and capital improvements of the Hotel. We will continue to finance our business activities primarily with existing cash, including from the activities described above, and cash generated from our operations. After considering our approach to liquidity and accessing our available sources of cash, we believe that our cash position will be adequate to meet anticipated requirements for operating and other expenditures, including corporate expenses, payroll and related benefits, taxes and compliance costs and other commitments, for at least twelve months from the date of issuance of these financial statements, even if current levels of occupancy and revenue per occupied room (“RevPAR”, calculated by multiplying the hotel’s average daily room rate by its occupancy percentage) were to persist. The objectives of our cash management policy are to maintain existing leverage levels and the availability of liquidity, while minimizing operational costs. We believe that our cash on hand, along with other potential sources of liquidity that management may be able to obtain, will be sufficient to fund our working capital needs, as well as our capital lease and debt obligations for at least the next twelve months and beyond. However, there can be no guarantee that management will be successful with its plan.

#### MATERIAL CONTRACTUAL OBLIGATIONS

The following table provides a summary of the Company’s material financial obligations which also includes interest.

	Total	Year 2023	Year 2024	Year 2025	Year 2026	Year 2027	Thereafter
Mortgage notes payable	\$109,114,000	\$ 1,721,000	\$107,393,000	\$ -	\$ -	\$ -	\$ -
Related party notes payable	17,721,000	567,000	14,767,000	567,000	567,000	462,000	791,000
Interest	11,080,000	7,871,000	3,209,000	-	-	-	-
Total	<u>\$137,915,000</u>	<u>\$10,159,000</u>	<u>\$125,369,000</u>	<u>\$ 567,000</u>	<u>\$ 567,000</u>	<u>\$ 462,000</u>	<u>\$ 791,000</u>

#### OFF-BALANCE SHEET ARRANGEMENTS

The Company has no material off balance sheet arrangements.

## IMPACT OF INFLATION

Hotel room rates are typically impacted by supply and demand factors, not inflation, since rental of a hotel room is usually for a limited number of nights. Room rates can be, and usually are, adjusted to account for inflationary cost increases. Since Aimbridge has the power and ability under the terms of its management agreement to adjust Hotel room rates on an ongoing basis, there should be minimal impact on partnership revenues due to inflation. For the two most recent fiscal years, the impact of inflation on the Company's income is not viewed by management as material.

## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Critical accounting policies are those that are most significant to the portrayal of our financial position and results of operations and require judgments by management in order to make estimates about the effect of matters that are inherently uncertain. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts in our consolidated financial statements. We evaluate our estimates on an ongoing basis, including those related to the consolidation of our subsidiaries, to our revenues, allowances for bad debts, accruals, asset impairments, other investments, income taxes and commitments and contingencies. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. The actual results may differ from these estimates or our estimates may be affected by different assumptions or conditions.

### Item 7A. Quantitative and Qualitative Disclosures about Market Risk.

Not required for smaller reporting companies.

### Item 8. Financial Statements and Supplementary Data.

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## Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders  
Portsmouth Square, Inc.

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheet of Portsmouth Square, Inc. and its subsidiaries (the "Company") as of June 30, 2022, and the related consolidated statements of operations, shareholders' deficit, and cash flows for the year then ended, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of June 30, 2022, and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

### Basis for Opinion

The Company's management is responsible for these consolidated financial statements. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud.

Our audit of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

### Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matters do not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which they relate.

#### *Description of the Matters: Liquidity and Deferred Tax Asset Valuation Allowance*

As discussed in Note 2 to the consolidated financial statements, the Company's cash flows have been primarily generated from their Hotel and real estate operations. However, the responses by federal, state, and local civil authorities to the COVID-19 pandemic continued to have a material detrimental impact on their liquidity. As a result, the Company has taken several steps to preserve capital and increase liquidity. After considering their approach to liquidity and accessing their available sources of cash, the Company believes that their cash position will be adequate to meet anticipated requirements for operating and other expenditures for at least twelve months from the date of issuance of these consolidated financial statements, even if the economic recovery takes longer than anticipated.

As discussed in Note 13 to the consolidated financial statements, a significant portion of the deferred tax assets at June 30, 2022 are not realizable and thus a valuation allowance of \$22,775,000 has been recorded.

We identified liquidity and the deferred tax asset valuation allowance as critical audit matters due to the uncertainty, subjectivity, estimates and judgments required by management when forecasting future liquidity and profitability.

#### *How We Addressed the Matters in Our Audit*

To test the Company's conclusions about their ability to continue as a going concern and about their deferred tax valuation allowance, we obtained an analysis about their plans and reviewed all the positive and negative conditions. In addition to considering the impact of any subsequent events, we received the Company's five-year income projection. We examined the forecast for reasonableness in addition to reviewing management's plans and considered whether it is likely that the Company will have sufficient available cash to fund their continuing operations and meet their current obligations as they become due for a reasonable period of time, and the extent to which their future profitability will allow them to realize their current deferred tax assets, and that such plans can be effectively implemented.

/s/ WithumSmith+Brown, PC

We have served as the Company's auditor since 2022.

East Brunswick, NJ  
September 28, 2022

PCAOB ID Number 100

## Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors  
Portsmouth Square, Inc.

### **Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Portsmouth Square, Inc. (the “Company”) as of June 30, 2021, the related consolidated statements of operations, shareholders’ deficit and cash flows for the years then ended, and the related notes (collectively, referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as of June 30, 2021, and the consolidated results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

### ***Basis for Opinion***

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures to respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

/s/ Moss Adams LLP

Irvine, California  
September 28, 2022

We served as the Company’s auditor from 2017 through 2021.

**PORTSMOUTH SQUARE, INC.  
CONSOLIDATED BALANCE SHEETS**

<b>As of</b>	<b>June 30, 2022</b>	<b>June 30, 2021</b>
<b>ASSETS</b>		
Investment in hotel, net	\$ 31,230,000	\$ 31,513,000
Investment in marketable securities	541,000	3,536,000
Other investments	-	20,000
Cash and cash equivalents	2,662,000	2,310,000
Restricted cash	6,226,000	6,222,000
Accounts receivable - hotel, net	377,000	194,000
Other assets	852,000	701,000
Deferred tax assets	7,911,000	8,055,000
	<u>49,799,000</u>	<u>52,551,000</u>
Total assets	<u>\$ 49,799,000</u>	<u>\$ 52,551,000</u>
<b>LIABILITIES AND SHAREHOLDERS' DEFICIT</b>		
<b>Liabilities:</b>		
Accounts payable and other liabilities - Hotel	\$ 8,307,000	\$ 7,440,000
Accounts payable and other liabilities	235,000	190,000
Accounts payable to related party	4,908,000	3,193,000
Due to securities broker	130,000	1,715,000
Related party notes payable	17,721,000	10,738,000
SBA Loan - Justice	-	2,000,000
Finance Leases	183,000	664,000
Mortgage notes payable - Hotel, net	108,747,000	110,134,000
	<u>140,231,000</u>	<u>136,074,000</u>
Total liabilities	<u>140,231,000</u>	<u>136,074,000</u>
Commitments and Contingencies - Note 16		
<b>Shareholders' deficit:</b>		
Common stock, no par value: Authorized shares - 750,000; 734,187 shares issued and outstanding as of June 30, 2022 and 2021, respectively	2,092,000	2,092,000
Accumulated deficit	(92,524,000)	(84,960,000)
Total Portsmouth shareholders' deficit	(90,432,000)	(82,868,000)
Noncontrolling interest	-	(655,000)
Total shareholders' deficit	(90,432,000)	(83,523,000)
	<u>(90,432,000)</u>	<u>(83,523,000)</u>
Total liabilities and shareholders' deficit	<u>\$ 49,799,000</u>	<u>\$ 52,551,000</u>

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

**PORTSMOUTH SQUARE, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

<b>For the years ended June 30,</b>	<b>2022</b>	<b>2021</b>
<b>Revenue - Hotel</b>	\$ 31,534,000	\$ 14,668,000
<b>Costs and operating expenses</b>		
Hotel operating expenses	(27,451,000)	(17,911,000)
Hotel depreciation and amortization expense	(2,209,000)	(2,079,000)
General and administrative expense	(1,130,000)	(796,000)
Total costs and operating expenses	(30,790,000)	(20,786,000)
Income (loss) from operations	744,000	(6,118,000)
Other income (expense)		
Interest expense - mortgage	(6,549,000)	(6,710,000)
Interest expense - related party	(1,375,000)	(572,000)
Gain on asset disposal	-	12,000
Gain on forgiveness of debt	2,000,000	4,719,000
Net gain on marketable securities	915,000	368,000
Net (loss) gain on marketable securities - Comstock	(2,056,000)	1,031,000
Impairment loss on other investments	(20,000)	(38,000)
Dividend and interest income	121,000	17,000
Trading and margin interest expense	(203,000)	(141,000)
Total other expense, net	(7,167,000)	(1,314,000)
Loss before income taxes	(6,423,000)	(7,432,000)
Income tax (expense) benefit	(142,000)	2,146,000
<b>Net loss</b>	(6,565,000)	(5,286,000)
Less: Net loss attributable to the noncontrolling interest	-	58,000
Net loss attributable to Portsmouth	\$ (6,565,000)	\$ (5,228,000)
Basic and diluted net loss per share attributable to Portsmouth	\$ (8.94)	\$ (7.12)
Weighted average number of common shares outstanding - basic and diluted	734,187	734,187

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

**PORTSMOUTH SQUARE, INC.**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' DEFICIT**

	<u>Common Stock</u>		<u>Accumulated Deficit</u>	<u>Total Portsmouth Shareholders' Deficit</u>	<u>Noncontrolling Interest</u>	<u>Total Shareholders' Deficit</u>
	<u>Shares</u>	<u>Amount</u>				
<b>Balance at July 1, 2020</b>	734,183	\$2,092,000	\$ (73,809,000)	\$ (71,717,000)	\$ (5,824,000)	\$ (77,541,000)
Net loss	-	-	(5,228,000)	(5,228,000)	(58,000)	(5,286,000)
Reclassify noncontrolling interest due to purchase of Partnership interest	-	-	(5,923,000)	(5,923,000)	5,923,000	-
Purchase of Partnership interest	-	-	-	-	(696,000)	(696,000)
Shares Issued	<u>4</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>Balance at June 30, 2021</b>	<u>734,187</u>	<u>2,092,000</u>	<u>(84,960,000)</u>	<u>(82,868,000)</u>	<u>(655,000)</u>	<u>(83,523,000)</u>
Net loss	-	-	(6,565,000)	(6,565,000)	-	(6,565,000)
Reclassify noncontrolling interest due to purchase of Partnership interest	-	-	(999,000)	(999,000)	999,000	-
Purchase of Partnership interest	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(344,000)</u>	<u>(344,000)</u>
<b>Balance at June 30, 2022</b>	<u>734,187</u>	<u>\$2,092,000</u>	<u>\$ (92,524,000)</u>	<u>\$ (90,432,000)</u>	<u>\$ -</u>	<u>\$ (90,432,000)</u>

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

**PORTSMOUTH SQUARE, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

<b>For the year ended June 30,</b>	<b>2022</b>	<b>2021</b>
<b>Cash flows from operating activities:</b>		
Net loss	\$ (6,565,000)	\$ (5,286,000)
Adjustments to reconcile net loss to net cash used in operating activities:		
Net unrealized gain on marketable securities	(1,348,000)	(1,939,000)
Gain on disposal of assets	-	(12,000)
Gain on forgiveness of debt	(2,000,000)	(4,719,000)
Deferred income taxes	144,000	(2,081,000)
Impairment loss on other investments	20,000	38,000
Depreciation and amortization	2,209,000	2,079,000
Amortization of loan cost	295,000	335,000
Amortization of related party notes payable	(567,000)	(567,000)
Changes in operating assets and liabilities:		
Investment in marketable securities	4,343,000	(1,032,000)
Accounts receivable - Hotel, net	(183,000)	57,000
Other assets	(151,000)	130,000
Accounts payable and other liabilities - Hotel	867,000	(148,000)
Accounts payable and other liabilities	45,000	(65,000)
Accounts payable related party	1,715,000	808,000
Due to securities broker	(1,585,000)	1,715,000
Net cash used in operating activities	<u>(2,761,000)</u>	<u>(10,687,000)</u>
<b>Cash flows from investing activities:</b>		
Payments for hotel furniture, equipment and building improvements	(1,926,000)	(1,068,000)
Investment in Justice	(344,000)	(696,000)
Investment in real estate	-	980,000
Proceeds from other investments	-	29,000
Net cash used in investing activities	<u>(2,270,000)</u>	<u>(755,000)</u>
<b>Cash flows from financing activities:</b>		
Proceeds from related party note payable	7,550,000	3,650,000
Payments of mortgage and finance leases	(2,113,000)	(2,011,000)
Issuance cost from refinance of related party loan	(50,000)	(50,000)
Proceeds from SBA Loan - Justice	-	2,000,000
Net cash provided by financing activities	<u>5,387,000</u>	<u>3,589,000</u>
<b>Net increase (decrease) in cash, cash equivalents, and restricted cash</b>	356,000	(7,853,000)
Cash, cash equivalents, and restricted cash at the beginning of the period	8,532,000	16,385,000
Cash, cash equivalents, and restricted cash at the end of the period	<u>\$ 8,888,000</u>	<u>\$ 8,532,000</u>
Supplemental information:		
Interest paid	\$ 6,590,000	\$ 6,720,000
Taxes paid	\$ 27,000	\$ 23,000
Supplemental non-cash investing and financing transactions:		
Additions to Hotel equipment through finance leases	\$ -	\$ 30,000

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

**PORTSMOUTH SQUARE, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1 - BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES**

**Description of Business**

Portsmouth's primary business was conducted through its general and limited partnership interest in Justice Investors Limited Partnership, a California limited partnership ("Justice" or the "Partnership"). Effective July 15, 2021, Portsmouth completed the purchase of 100% of the limited partnership interest of Justice through the acquisition of the remaining 0.7% non-controlling interest. Effective December 23, 2021, the partnership was dissolved. The financial statements of Justice were consolidated with those of the Company.

Prior to its dissolution effective December 23, 2021, Justice owned and operated a 544-room hotel property located at 750 Kearny Street, San Francisco California, known as the Hilton San Francisco Financial District (the "Hotel") and related facilities including a five-level underground parking garage through its subsidiaries Justice Operating Company, LLC ("Operating") and Justice Mezzanine Company, LLC ("Mezzanine"). Mezzanine was a wholly owned subsidiary of the Partnership; Operating is a wholly owned subsidiary of Mezzanine. Effective December 23, 2021, Portsmouth replaced Justice as the single member of Mezzanine. Mezzanine is the borrower under certain mezzanine indebtedness of Justice, and in December 2013, the Partnership conveyed ownership of the Hotel to Operating. The Hotel is a full-service Hilton brand hotel pursuant to a Franchise License Agreement with HLT Franchise Holding LLC ("Hilton") through January 31, 2030.

Operating entered into a hotel management agreement ("HMA") with Aimbridge Hospitality ("Aimbridge") to manage the Hotel, along with its five-level parking garage, with an effective date of February 3, 2017. The term of the management agreement is for an initial period of ten years commencing on the February 3, 2017 date and automatically renews for successive one (1) year periods, not to exceed five years in the aggregate, subject to certain conditions. Under the terms on the HMA, base management fee payable to Aimbridge shall be one and seven-tenths percent (1.70%) of total Hotel revenue.

As of June 30, 2022, The InterGroup Corporation ("InterGroup"), a public company, owns approximately 75.0% of the outstanding common shares of Portsmouth. As of June 30, 2022, the Company's Chairman of the Board and Chief Executive Officer, John V. Winfield, owns approximately 2.5% of the outstanding common shares of the Company. Mr. Winfield also serves as the President, Chairman of the Board and Chief Executive Officer of InterGroup and owns approximately 67.8% of the outstanding common shares of InterGroup as of June 30, 2022.

**Principles of Consolidation**

The consolidated financial statements include the accounts of the Company and Justice up to its dissolution in December 2021 at which time all subsidiaries of Justice became subsidiaries of Portsmouth as the Company replaced Justice as the single member of Justice's subsidiaries where appropriate. All significant inter-company transactions and balances have been eliminated.

**Investment in Hotel, Net**

Property and equipment are stated at cost. Building improvements are depreciated on a straight-line basis over their useful lives ranging from 3 to 39 years. Furniture, fixtures, and equipment are depreciated on a straight-line basis over their useful lives ranging from 3 to 7 years.

Repairs and maintenance are charged to expense as incurred. Costs of significant renewals and improvements are capitalized and depreciated over the shorter of its remaining estimated useful life or life of the asset. The cost of assets sold or retired and the related accumulated depreciation are removed from the accounts; any resulting gain or loss is included in other income (expenses).

The Company reviews property and equipment for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable in accordance with generally accepted accounting principles ("GAAP"). If the carrying amount of the asset, including any intangible assets associated with that asset, exceeds its estimated undiscounted net cash flow, before interest, the Company will recognize an impairment loss equal to the difference between the assets' carrying amount and its estimated fair value. If impairment is recognized, the reduced carrying amount of the asset will be accounted for as its new cost. For a depreciable asset, the new cost will be depreciated over the asset's remaining useful life. Generally, fair values are estimated using discounted cash flow, replacement cost or market comparison analyses. The process of evaluating for impairment requires estimates as to future events and conditions, which are subject to varying market and economic factors. Therefore, it is reasonably possible that a change in estimate resulting from judgments as to future events could occur which would affect the recorded amounts of the property. No impairment losses were recorded for the years ended June 30, 2022 and 2021.

### **Investment in Marketable Securities**

Marketable securities are stated at fair value as determined by the most recently traded price of each security at the balance sheet date. Marketable securities are classified as trading securities with all unrealized gains and losses on the Company's investment portfolio recorded through the consolidated statements of operations.

### **Cash and Cash Equivalents**

Cash equivalents consist of highly liquid investments with an original maturity of three months or less when purchased and are carried at cost, which approximates fair value. As of June 30, 2022 and 2021, the Company does not have any cash equivalents.

### **Restricted Cash**

Restricted cash is comprised of amounts held by lenders for payment of real estate taxes, insurance, replacement and capital addition reserves for the Hotel. It also includes key money received from Aimbridge that is restricted for capital improvements.

### **Accounts Receivable - Hotel, Net**

Accounts receivable from Hotel customers are carried at cost less an allowance for doubtful accounts that is based on management's assessment of the collectability of accounts receivable. The net accounts receivable balance on July 1, 2020 was \$251,000. As of June 30, 2022 and 2021, the Company has gross accounts receivable of \$392,000 and \$211,000 respectively, and allowance for doubtful accounts of \$15,000 and \$17,000, respectively. The Company extends unsecured credit to its customers but mitigates the associated credit risk by performing ongoing credit evaluations of its customers.

### **Other Assets**

Other assets include prepaid insurance, estimated life insurance proceeds, prepaid expenses, other investments, net, and other miscellaneous assets. Other investments include non-marketable securities (carried at cost, net of any impairments loss). The Company has no significant influence or control over the entities that issue these investments. These investments are reviewed on a periodic basis for other-than-temporary impairment. The Company reviews several factors to determine whether a loss is other-than-temporary. These factors include, but are not limited to: (i) the length of time an investment is in an unrealized loss position, (ii) the extent to which fair value is less than cost, (iii) the financial condition and near-term prospects of the issuer and (iv) our ability to hold the investment for a period of time sufficient to allow for any anticipated recovery in fair value. For the years ended June 30, 2022 and 2021, the Company recorded impairment losses related to other investments of \$20,000 and \$38,000, respectively. As of June 30, 2022 and 2021, cumulative impairment losses were \$2,269,000 and \$2,249,000, respectively.

### **Income Taxes**

The Company consolidated Justice ("Hotel") for financial reporting purposes up to its dissolution in December 2021 and was not taxed on its non-controlling interest in the Hotel. Effective July 15, 2021, the Company became the owner of 100% of Justice and began to include all the Hotel's income and expense accounts into its income taxes calculations. The income tax expense or benefit during the fiscal years ended June 30, 2022 and 2021, respectively, represent the income tax effect on the Company's pretax loss which includes its share in the net loss of the Hotel accordingly.

Deferred income taxes are calculated under the liability method. Deferred income tax assets and liabilities are based on differences between the financial statement and tax basis of assets and liabilities at the current enacted tax rates. Changes in deferred income tax assets and liabilities are included as a component of income tax expense. Changes in deferred income tax assets and liabilities attributable to changes in enacted tax rates are charged or credited to income tax expense in the period of enactment. Valuation allowances are established for certain deferred tax assets where realization is not likely.

We have considered the income tax accounting and disclosure implications of the relief provided by the Coronavirus Aid, Relief, and Economic Security (CARES) Act enacted on March 27, 2020, and the American Rescue Plan Act enacted on March 11, 2021. The effect of tax law changes is required to be recognized either in the interim period in which the legislation is enacted or reflected in the computation of the annual effective tax rate, depending on the nature of the change. As of June 30, 2022 and 2021, we evaluated the income tax provisions of the CARES Act and the American Rescue Plan Act and have determined there to be no material effect on the fiscal years' tax provision. We will continue to evaluate the income tax provisions of both acts and monitor the tax law changes that could have income tax accounting and disclosure implications.

The Company accounts for its uncertain tax positions pursuant to *ASC 740, Income Taxes*. This guidance prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. The Company believes its income tax filing positions and deductions will be sustained upon examination and that there are no significant uncertain tax positions. Further, any interest or penalties associated with uncertain tax positions shall be recorded in the income tax provision. As of June 30, 2022 there were no uncertain tax positions or any associated penalties and interest.

#### **Due to Securities Broker**

Various securities brokers have advanced funds to the Company for the purchase of marketable securities under standard margin agreements. These advanced funds are recorded as a liability.

#### **Accounts Payable and Other Liabilities**

Accounts payable and other liabilities include trade payables, advance customer deposits, accrued wages, accrued real estate taxes, and other liabilities.

#### **Fair Value of Financial Instruments**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date. Accounting standards for fair value measurement establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The hierarchy is broken down into three levels based on the observability of inputs as follows:

*Level 1*—inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

*Level 2*—inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the assets or liability, either directly or indirectly, for substantially the full term of the financial instruments.

*Level 3*—inputs to the valuation methodology are unobservable and significant to the fair value.

## Revenue Recognition

On July 1, 2018, we adopted ASC 606, *Revenue from Contracts with Customers*, using the modified retrospective approach to all contracts resulting in no cumulative adjustment to accumulated deficit. The adoption of this standard did not impact the timing of our revenue recognition based on the short-term, day-to-day nature of our operations. See Note 3 – Revenue.

## Advertising Costs

Advertising costs are expensed as incurred and are included in Hotel operating expenses in the consolidated statements of operations. Advertising costs were \$61,000 and \$110,000 for the years ended June 30, 2022 and 2021, respectively.

## Basic and Diluted Loss per Share

Basic loss per share is calculated based upon the weighted average number of common shares outstanding during each fiscal year. As of June 30, 2022 and 2021, the Company did not have any potentially dilutive securities outstanding.

## Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues, and expenses. Such estimates primarily relate to the recording of allowance for doubtful accounts which are based on management's assessment of the collectability of accounts receivable, as of the end of the fiscal year. Actual results may differ from those estimates. Management considers new evidence, both positive and negative, that could affect its view of the future realization of deferred tax assets and when appropriate, records tax valuation allowances based on that evidence and estimates.

## Debt Issuance Costs

Debt issuance costs related to a recognized debt liability are presented in the consolidated balance sheets as a direct deduction from the carrying amount of the debt liability and are amortized over the life of the debt. Loan amortization costs are included in interest expense in the consolidated statement of operations.

## Recently Issued and Adopted Accounting Pronouncements

As of June 30, 2022, there was no material impact from the recent adoption of new accounting pronouncements, nor expected material impact from recently issued accounting pronouncements yet to be adopted, on the Company's consolidated financial statements.

## NOTE 2 - LIQUIDITY

Historically, our cash flows have been primarily generated from our Hotel operations. However, the responses by federal, state, and local civil authorities to the COVID-19 pandemic continues to have a material detrimental impact on our liquidity. For the fiscal years ended June 30, 2022 our net cash used in operating activities was \$2,761,000. We have taken several steps to preserve capital and increase liquidity at our Hotel, including implementing strict cost management measures to eliminate non-essential expenses, renegotiating certain reoccurring expenses, and temporarily closing certain hotel services and outlets. As the hospitality and travel environment continues to improve, we will continue to evaluate what services we bring back and anticipate making upgrades to our guest rooms during fiscal year 2023.

The Company had cash and cash equivalents of \$2,662,000 and \$2,310,000 as of June 30, 2022 and 2021, respectively. The Company had restricted cash of \$6,226,000 and \$6,222,000 as of June 30, 2022 and 2021, respectively. The Company had marketable securities, net of margin due to securities brokers, of \$411,000 and \$1,821,000 as of June 30, 2022 and 2021, respectively. These marketable securities are short-term investments and liquid in nature.

On December 16, 2020, Justice and InterGroup entered into a loan modification agreement which increased Justice's borrowing from InterGroup as needed up to \$10,000,000 and extended the maturity date of the loan to July 31, 2021. As of the date of this report, the maturity date was extended to July 31, 2023. Upon the dissolution of Justice in December 2021, Portsmouth assumed Justice's note payable to InterGroup in the amount of \$11,350,000. On December 31, 2021, Portsmouth and InterGroup entered into a loan modification agreement which increased Portsmouth's borrowing from InterGroup as needed up to \$16,000,000. During the fiscal year ending June 30, 2022, InterGroup advanced \$7,550,000 to the Hotel, bringing the total amount due to InterGroup to \$14,200,000 as of June 30, 2022. The Company could amend its by-laws and increase the number of authorized shares to issue additional shares to raise capital in the public markets if needed.

On April 9, 2020, Justice entered into a loan agreement (“SBA Loan”) with CIBC Bank USA under the Coronavirus Aid, Relief, and Economic Security Act (“CARES Act”) administered by the U.S. Small Business Administration (the “SBA”). Justice received proceeds of \$4,719,000 from the SBA Loan. In accordance with the requirements of the CARES Act, Justice used the proceeds from the SBA Loan for payroll costs and other qualified expenses. The SBA Loan was scheduled to mature on April 9, 2022 with a 1.00% interest rate and was subject to the terms and conditions applicable to loans administered by the U.S. Small Business Administration under the CARES Act. On June 10, 2021, the SBA Loan was forgiven in full and \$4,719,000 was recorded as gain on debt extinguishment on the consolidated statement of operations for the fiscal year ending June 30, 2021.

On February 3, 2021, Justice entered into a second loan agreement (“Second SBA Loan”) with CIBC Bank USA administered by the SBA. Justice received proceeds of \$2,000,000 from the Second SBA Loan. As of June 30, 2021, Justice used all proceeds from the Second SBA Loan primarily for payroll costs. The Second SBA Loan was scheduled to mature on February 3, 2026, had a 1.00% interest rate, and was subject to the terms and conditions applicable to loans administered by the U.S. Small Business Administration under the CARES Act. On November 19, 2021, the Second SBA Loan was forgiven in full and \$2,000,000 was recorded as gain on debt extinguishment on the consolidated statement of operations for the fiscal year ending June 30, 2022.

Our known short-term liquidity requirements primarily consist of funds necessary to pay for operating and other expenditures, including management and franchise fees, corporate expenses, payroll and related costs, taxes, interest and principal payments on our outstanding indebtedness, and repairs and maintenance of the Hotel.

Our long-term liquidity requirements primarily consist of funds necessary to pay for scheduled debt maturities and capital improvements of the Hotel. We will continue to finance our business activities primarily with existing cash, including from the activities described above, and cash generated from our operations. After considering our approach to liquidity and accessing our available sources of cash, we believe that our cash position will be adequate to meet anticipated requirements for operating and other expenditures, including corporate expenses, payroll and related benefits, taxes and compliance costs and other commitments, for at least twelve months from the date of issuance of these financial statements, even if current levels of occupancy and revenue per occupied room (“RevPAR”, calculated by multiplying the hotel’s average daily room rate by its occupancy percentage) were to persist. The objectives of our cash management policy are to maintain existing leverage levels and the availability of liquidity, while minimizing operational costs. We believe that our cash on hand, along with other potential sources of liquidity that management may be able to obtain, will be sufficient to fund our working capital needs, as well as our capital lease and debt obligations for at least the next twelve months and beyond. However, there can be no guarantee that management will be successful with its plan.

The following table provides a summary as of June 30, 2022, the Company’s material financial obligations which also including interest payments:

	Total	Year 2023	Year 2024	Year 2025	Year 2026	Year 2027	Thereafter
Mortgage notes payable	\$109,114,000	\$ 1,721,000	\$107,393,000	\$ -	\$ -	\$ -	\$ -
Related party notes payable	17,721,000	567,000	14,767,000	567,000	567,000	462,000	791,000
Interest	11,080,000	7,871,000	3,209,000	-	-	-	-
Total	<u>\$137,915,000</u>	<u>\$10,159,000</u>	<u>\$125,369,000</u>	<u>\$567,000</u>	<u>\$567,000</u>	<u>\$462,000</u>	<u>\$ 791,000</u>

### NOTE 3 - REVENUE

The following table present our revenue disaggregated by revenue streams.

<b>For the year ended June 30,</b>	<b>2022</b>	<b>2021</b>
<b>Hotel revenues:</b>		
Hotel rooms	\$ 26,599,000	\$ 12,138,000
Food and beverage	1,471,000	293,000
Garage	3,112,000	2,117,000
Other operating departments	352,000	120,000
Total Hotel revenue	<u>\$ 31,534,000</u>	<u>\$ 14,668,000</u>

#### *Performance obligations*

We identified the following performance obligations for which revenue is recognized as the respective performance obligations are satisfied, which results in recognizing the amount we expect to be entitled to for providing the goods or services:

- *Cancelable room reservations or ancillary services* are typically satisfied as the good or service is transferred to the hotel guest, which is generally when the room stay occurs.
- *Noncancelable room reservations and banquet or conference reservations* represent a series of distinct goods or services provided over time and satisfied as each distinct good or service is provided, which is reflected by the duration of the room reservation.
- *Other ancillary goods and services* are purchased independently of the room reservation at standalone selling prices and are considered separate performance obligations, which are satisfied when the related good or service is provided to the hotel guest.
- *Components of package reservations* for which each component could be sold separately to other hotel guests are considered separate performance obligations and are satisfied as set forth above.

Hotel revenue primarily consists of hotel room rentals, revenue from accommodations sold in conjunction with other services (e.g., package reservations), food and beverage sales and other ancillary goods and services (e.g., parking). Revenue is recognized when rooms are occupied or goods and services have been delivered or rendered, respectively. Payment terms typically align with when the goods and services are provided. For package reservations, the transaction price is allocated to the performance obligations within the package based on the estimated standalone selling prices of each component.

We do not disclose the value of unsatisfied performance obligations for contracts with an expected length of one year or less. Due to the nature of our business, our revenue is not significantly impacted by refunds. Cash payments received in advance of guests staying at our hotel are refunded to hotel guests if the guest cancels within the specified time period, before any services are rendered. Refunds related to service are generally recognized as an adjustment to the transaction price at the time the hotel stay occurs or services are rendered.

#### *Contract assets and liabilities*

We do not have any material contract assets as of June 30, 2022 and 2021, other than trade and other receivables, net on our consolidated balance sheets. Our receivables are primarily the result of contracts with customers, which are reduced by an allowance for doubtful accounts that reflects our estimate of amounts that will not be collected.

We record contract liabilities when cash payments are received or due in advance of guests staying at our hotel, which are presented within accounts payable and other liabilities on our consolidated balance sheets and had a balance of \$375,000 at July 1, 2020. Contract liabilities increased to \$493,000 as of June 30, 2022 from \$161,000 as of June 30, 2021. The increase for the twelve months ended June 30, 2022 was primarily driven by advance deposits received from customers for services to be performed after June 30, 2022.

### Contract costs

We consider sales commissions earned to be incremental costs of obtaining a contract with our customers. As a practical expedient, we expense these costs as incurred as our contracts with customers are less than one year.

### NOTE 4 – INVESTMENT IN HOTEL, NET

Investment in Hotel consisted of the following as of:

<b>June 30, 2022</b>	<b>Cost</b>	<b>Accumulated Depreciation</b>	<b>Net Book Value</b>
Land	\$ 1,124,000	\$ -	\$ 1,124,000
Finance lease ROU assets	1,805,000	(922,000)	883,000
Furniture and equipment	32,860,000	(28,567,000)	4,293,000
Building and improvements	56,274,000	(31,344,000)	24,930,000
Investment in Hotel, net	<u>\$ 92,063,000</u>	<u>\$ (60,833,000)</u>	<u>\$ 31,230,000</u>

  

<b>June 30, 2021</b>	<b>Cost</b>	<b>Accumulated Depreciation</b>	<b>Net Book Value</b>
Land	\$ 1,124,000	\$ -	\$ 1,124,000
Finance lease ROU assets	1,805,000	(606,000)	1,199,000
Furniture and equipment	31,014,000	(27,956,000)	3,058,000
Building and improvements	56,194,000	(30,062,000)	26,132,000
Investment in Hotel, net	<u>\$ 90,137,000</u>	<u>\$ (58,624,000)</u>	<u>\$ 31,513,000</u>

### NOTE 5 – INVESTMENT IN REAL ESTATE

In August 2007, the Company agreed to acquire 50% interest in InterGroup Uluniu, Inc. (“Uluniu”), a Hawaiian corporation and a 100% owned subsidiary of InterGroup, for \$973,000, which represents an amount equal to the costs paid by InterGroup for the acquisition and carrying costs of approximately two acres of unimproved land held for development located in Maui, Hawaii. In March 2021, to make both companies more efficient, InterGroup purchased back the 50% interest of Uluniu from Portsmouth for \$980,000, which represents Portsmouth’s carrying cost of the investment. No gains or losses were realized as a result of the transaction since it was a related-party transaction. As a related-party transaction, the fairness of the financial terms of the transactions were reviewed and approved by the independent director of the Company.

### NOTE 6 - INVESTMENT IN MARKETABLE SECURITIES

The Company’s investment in marketable securities consists primarily of corporate equities. The Company has also invested in income producing securities, which may include interests in real estate-based companies and REITs, where financial benefit could inure to its shareholders through income and/or capital gain.

As of June 30, 2022 and 2021, all of the Company's marketable securities are classified as trading securities. The change in the unrealized gains and losses on these investments are included in earnings. Trading securities are summarized as follows:

<u>Investment</u>	<u>Cost</u>	<u>Gross Unrealized Gain</u>	<u>Gross Unrealized Loss</u>	<u>Net Unrealized Loss</u>	<u>Fair Value</u>
<b>As of June 30, 2022</b>					
Corporate					
Equities	\$ 643,000	\$ 42,000	\$ (144,000)	\$ (102,000)	\$ 541,000
<b>As of June 30, 2021</b>					
Corporate					
Equities	\$ 4,987,000	\$ 438,000	\$ (1,889,000)	\$ (1,451,000)	\$ 3,536,000

As of June 30, 2021, approximately 19% of the investment marketable securities balance above is comprised of the common stock of Comstock Mining, Inc. ("Comstock" - NYSE AMERICAN: LODE). As of June 30, 2022, the Company does not have any investment in the common stock of Comstock. The Company's director and Chairman of the Audit Committee, William J. Nance, serves as Comstock's director and Chairman of the Audit and Finance, Compensation and Nominating and Governance Committees of Comstock.

As of June 30, 2022 and 2021, the Company had \$73,000 and \$1,873,000, respectively, of unrealized losses related to securities held for over one year; of which \$0 and \$1,789,000 are related to its investment in Comstock, respectively.

Net (loss) gain on marketable securities on the statement of operations is comprised of realized and unrealized losses. Below is the breakdown of the two components for the years ended June 30, 2022 and 2021, respectively.

<u>For the year ended June 30,</u>	<u>2022</u>	<u>2021</u>
Realized (loss) gain on marketable securities	\$ (433,000)	\$ 32,000
Realized loss on marketable securities related to Comstock	(2,056,000)	(572,000)
Unrealized gain on marketable securities	1,348,000	336,000
Unrealized gain on marketable securities related to Comstock	-	1,603,000
Net (loss) gain on marketable securities	\$ (1,141,000)	\$ 1,399,000

#### NOTE 7 - FAIR VALUE MEASUREMENTS

The carrying values of the Company's financial instruments not required to be carried at fair value on a recurring basis approximate fair value due to their short maturities (i.e., accounts receivable, other assets, accounts payable and other liabilities, due to securities broker and obligations for securities sold) or the nature and terms of the obligation (i.e., other notes payable and mortgage notes payable).

The assets measured at fair value on a recurring basis are as follows:

<u>As of June 30, 2022</u>	<u>Level 1</u>
Assets:	
Investment in marketable securities:	
Communication services	\$ 355,000
REITs and real estate companies	162,000
Basic materials	18,000
Utilities	5,000
Technology	1,000
	\$ 541,000

<b>As of June 30, 2021</b>	<b>Level 1</b>
<b>Assets:</b>	
<b>Investment in marketable securities:</b>	
Communication services	\$ 1,334,000
Basic materials	720,000
Industrials	653,000
REITs and real estate companies	438,000
Energy	250,000
Healthcare	141,000
	<u>\$ 3,536,000</u>

The fair values of investments in marketable securities are determined by the most recently traded price of each security at the balance sheet date.

Financial assets that are measured at fair value on a non-recurring basis and are not included in the tables above include “Other investments in non-marketable securities,” that were initially measured at cost and have been written down to fair value as a result of impairment or adjusted to record the fair value of new instruments received (i.e., preferred shares) in exchange for old instruments (i.e., debt instruments). The following table shows the fair value hierarchy for these assets measured at fair value on a non-recurring basis as follows:

<b>Assets</b>	<b>Level 3</b>	<b>June 30, 2022</b>	<b>Net loss for the year ended June 30, 2022</b>
Other non-marketable investments	\$ -	\$ -	\$ (20,000)

<b>Assets</b>	<b>Level 3</b>	<b>June 30, 2021</b>	<b>Net loss for the year ended June 30, 2021</b>
Other non-marketable investments	\$ 20,000	\$ 20,000	\$ (38,000)

For fiscal year ended June 30, 2022 and 2021, we received distribution from other non-marketable investments of zero and \$30,000, respectively.

Other investments in non-marketable securities are carried at cost net of any impairment loss. The Company has no significant influence or control over the entities that issue these investments. These investments are reviewed on a periodic basis for other-than-temporary impairment. When determining the fair value of these investments on a non-recurring basis, the Company uses valuation techniques such as the market approach and the unobservable inputs include factors such as conversion ratios and the stock price of the underlying convertible instruments. The Company reviews several factors to determine whether a loss is other-than-temporary. These factors include but are not limited to: (i) the length of time an investment is in an unrealized loss position, (ii) the extent to which fair value is less than cost, (iii) the financial condition and near-term prospects of the issuer and (iv) our ability to hold the investment for a period of time sufficient to allow for any anticipated recovery in fair value.

## NOTE 8 – OTHER ASSETS

Other assets consist of the following as of June 30:

	<b>2022</b>	<b>2021</b>
Inventory - Hotel	\$ 27,000	\$ 37,000
Prepaid expenses	534,000	381,000
Miscellaneous assets	291,000	283,000
Total other assets	<u>\$ 852,000</u>	<u>\$ 701,000</u>

## NOTE 9 – RELATED PARTY AND OTHER FINANCING TRANSACTIONS

The following summarizes the balances of related party and other notes payable as of June 30, 2022 and 2021, respectively.

<b>As of June 30,</b>	<b>2022</b>	<b>2021</b>
Note payable - InterGroup	\$ 14,200,000	\$ 6,650,000
Note payable - Hilton	2,375,000	2,692,000
Note payable - Aimbridge	1,146,000	1,396,000
SBA Loan - Justice	-	2,000,000
Total related party and other notes payable	<u>\$ 17,721,000</u>	<u>\$ 12,738,000</u>

On July 2, 2014, the Partnership obtained from InterGroup an unsecured loan in the principal amount of \$4,250,000 at 12% per year fixed interest, with a term of 2 years, payable interest only each month. InterGroup received a 3% loan fee. The loan may be prepaid at any time without penalty. The loan was extended to July 31, 2023. On December 16, 2020, Justice and InterGroup entered into a loan modification agreement which increased Justice's borrowing from InterGroup as needed up to \$10,000,000. Upon the dissolution of Justice in December 2021, Portsmouth assumed Justice's note payable to InterGroup in the amount of \$11,350,000. On December 31, 2021, Portsmouth and InterGroup entered into a loan modification agreement which increased Portsmouth's borrowing from InterGroup as needed up to \$16,000,000. As of June 30, 2022 and 2021, the balance of the loan was \$14,200,000 and \$6,650,000, net of loan amortization costs of zero, respectively.

Note payable to Hilton (Franchisor) is a self-exhausting, interest free development incentive note which is reduced by approximately \$317,000 annually through 2030 by Hilton if the Partnership is still a Franchisee with Hilton.

On February 1, 2017, Operating entered an HMA with Ambridge to manage the Hotel with an effective takeover date of February 3, 2017. The term of the management agreement is for an initial period of 10 years commencing on the takeover date and automatically renews for an additional year not to exceed five years in aggregate subject to certain conditions. The HMA also provides for Ambridge to advance a key money incentive fee to the Hotel for capital improvements in the amount of \$2,000,000 under certain terms and conditions described in a separate key money agreement. The key money contribution shall be amortized in equal monthly amounts over an eight (8) year period commencing on the second anniversary of the takeover date. During the first quarter of fiscal year 2021, the Hotel obtained approval from Ambridge to use the key money for hotel operations and the funds were exhausted by December 31, 2020. Unamortized portion of the key money is included in the related party notes payable in the consolidated balance sheets.

On April 9, 2020, Justice entered into a loan agreement ("SBA Loan") with CIBC Bank USA under the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") administered by the U.S. Small Business Administration (the "SBA"). Justice received proceeds of \$4,719,000 from the SBA Loan. In accordance with the requirements of the CARES Act, Justice used the proceeds from the SBA Loan for payroll costs and other qualified expenses. The SBA Loan was scheduled to mature on April 9, 2022 with a 1.00% interest rate and was subject to the terms and conditions applicable to loans administered by the U.S. Small Business Administration under the CARES Act. On June 10, 2021, the SBA Loan was forgiven in full and \$4,719,000 was recorded as gain on debt extinguishment on the consolidated statement of operations for the fiscal year ending June 30, 2021.

On February 3, 2021, Justice entered into a second loan agreement (“Second SBA Loan”) with CIBC Bank USA administered by the SBA. Justice received proceeds of \$2,000,000 from the Second SBA Loan. As of June 30, 2021, Justice used all proceeds from the Second SBA Loan primarily for payroll costs. The Second SBA Loan was scheduled to mature on February 3, 2026, had a 1.00% interest rate, and was subject to the terms and conditions applicable to loans administered by the U.S. Small Business Administration under the CARES Act. On November 19, 2021, the Second SBA Loan was forgiven in full and \$2,000,000 was recorded as gain on debt extinguishment on the consolidated statement of operations for the fiscal year ended June 30, 2022.

Future minimum principal payments for all related party and other financing transactions are as follows:

**For the year ending June 30,**

2023	\$ 567,000
2024	14,767,000
2025	567,000
2026	567,000
2027	462,000
Thereafter	791,000
	<u>\$ 17,721,000</u>

As of June 30, 2022 and 2021, the Company had accounts payable to related party of \$4,908,000 and \$3,193,000, respectively. These are amounts due to InterGroup and represent accrued interests and certain shared costs and expenses, primarily general and administrative expenses, rent, insurance, and other expenses.

To fund the redemption of limited partnership interests and to repay the prior mortgage of \$42,940,000, Justice obtained a \$97,000,000 mortgage loan and a \$20,000,000 mezzanine loan in December 2013. The mortgage loan is secured by the Company’s principal asset, the Hotel. The mortgage loan bears an interest rate of 5.275% per annum with interest only payments due through January 2017. Beginning in February 2017, the loan began to amortize over a thirty-year period through its maturity date of January 2024. Outstanding principal balance on the loan was \$89,114,000 and \$90,745,000 as of June 30, 2022 and 2021, respectively. As additional security for the mortgage loan, there is a limited guaranty executed by Portsmouth in favor of the mortgage lender. The mezzanine loan is secured by the Operating membership interest held by Mezzanine and is subordinated to the Mortgage Loan. The mezzanine interest only loan had an interest rate of 9.75% per annum and a maturity date of January 1, 2024. As additional security for the mezzanine loan, there is a limited guaranty executed by Portsmouth in favor of the mezzanine lender. On July 31, 2019, Mezzanine refinanced the mezzanine loan by entering into a new mezzanine loan agreement (“New Mezzanine Loan Agreement”) with Cred Reit Holdco LLC in the amount of \$20,000,000. The prior Mezzanine Loan which had a 9.75% per annum interest rate was paid off. Interest rate on the new mezzanine loan is 7.25% and the loan matures on January 1, 2024. Interest only payments are due monthly.

Effective May 11, 2017, InterGroup agreed to become an additional guarantor under the limited guaranty and an additional indemnitor under the environmental indemnity for Justice Investors limited partnership’s \$97,000,000 mortgage loan and the \$20,000,000 mezzanine loan. Pursuant to the agreement, InterGroup is required to maintain certain net worth and liquidity. As of June 30, 2022, InterGroup is in compliance with both requirements. Justice Operating Company, LLC has not been meeting certain of its loan covenants such as the Debt Service Coverage Ratio (“DSCR”) which would trigger the creation of a lockbox by the Lender for all cash collected by the Hotel. However, such lockbox has been created and utilized from the loan inception and will be in place up to loan maturity regardless of the DSCR.

The Company’s Board of Directors is currently comprised of directors John V. Winfield, William J. Nance, John C. Love, Jerold R. Babin, and Steve Grunwald. All the Company’s directors also serve as directors of InterGroup except for Mr. Grunwald. The Company’s director and Chairman of the Audit Committee, William J. Nance, serves as Comstock’s director and Chairman of the Audit and Finance, Compensation and Nominating and Governance Committees of Comstock.

John V. Winfield serves as Chief Executive Officer and Chairman of the Company and InterGroup. Effective June 2016, Mr. Winfield became the Managing Director of Justice till its dissolution in December 2021. Depending on certain market conditions and various risk factors, the Chief Executive Officer and InterGroup may, at times, invest in the same companies in which the Company invests. The Company encourages such investments because it places personal resources of the Chief Executive Officer and the resources of InterGroup, at risk in connection with investment decisions made on behalf of the Company.

On May 24, 2021, John V. Winfield resigned effective immediately as the Company's President and the Company's Board of Directors elected David C. Gonzalez as the Company's new President, effective as of May 24, 2021. Mr. Gonzalez serves as Vice President Real Estate of InterGroup and is an advisor of the Executive Strategic Real Estate and Securities Investment Committee of InterGroup and Portsmouth.

#### **NOTE 10 – MORTGAGE NOTES PAYABLE**

On December 18, 2013: (i) Justice Operating Company, LLC, a Delaware limited liability company ("Operating"), entered into a loan agreement ("Mortgage Loan Agreement") with Bank of America ("Mortgage Lender"); and (ii) Justice Mezzanine Company, a Delaware limited liability company ("Mezzanine"), entered into a mezzanine loan agreement ("Mezzanine Loan Agreement" and, together with the Mortgage Loan Agreement, the "Loan Agreements") with ISBI San Francisco Mezz Lender LLC ("Mezzanine Lender" and, together with Mortgage Lender, the "Lenders"). The Partnership was the sole member of Mezzanine until its dissolution in December 2021 when Portsmouth replaced the Partnership as the sole member of Mezzanine. Mezzanine is the sole member of Operating.

The Loan Agreements provide for a \$97,000,000 Mortgage Loan and a \$20,000,000 Mezzanine Loan. The proceeds of the Loan Agreements were used to fund the redemption of limited partnership interests and the pay-off of the prior mortgage.

The Mortgage Loan is secured by Operating's principal asset, the Hilton San Francisco-Financial District (the "Property"). The Mortgage Loan bears an interest rate of 5.275% per annum and matures in January 2024. The term of the loan is ten years with interest only due in the first three years and principal and interest payments to be made during the remaining seven years of the loan based on a thirty-year amortization schedule. The Mortgage Loan also requires payments for impounds related to property tax, insurance and capital improvement reserves. As additional security for the Mortgage Loan, there is a limited guaranty ("Mortgage Guaranty") executed by the Company in favor of Mortgage Lender.

The Mezzanine Loan is secured by the Operating membership interest held by Mezzanine and is subordinated to the Mortgage Loan. The Mezzanine Loan had an interest rate of 9.75% per annum and a maturity date of January 1, 2024. Interest only payments were due monthly. On July 31, 2019, Mezzanine refinanced the Mezzanine Loan by entering into a new mezzanine loan agreement ("New Mezzanine Loan Agreement") with Cred Reit Holdco LLC in the amount of \$20,000,000. The prior Mezzanine Loan was paid off. Interest rate on the new mezzanine loan is 7.25% and the loan matures on January 1, 2024. Interest only payments are due monthly. As additional security for the new mezzanine loan, there is a limited guaranty executed by the Company in favor of Cred Reit Holdco LLC (the "Mezzanine Guaranty" and, together with the Mortgage Guaranty, the "Guaranties").

The Guaranties are limited to what are commonly referred to as "bad boy" acts, including: (i) fraud or intentional misrepresentations; (ii) gross negligence or willful misconduct; (iii) misapplication or misappropriation of rents, security deposits, insurance or condemnation proceeds; and (iv) failure to pay taxes or insurance. The Guaranties are full recourse guaranties under identified circumstances, including failure to maintain "single purpose" status which is a factor in a consolidation of Operating or Mezzanine in a bankruptcy of another person, transfer or encumbrance of the Property in violation of the applicable loan documents, Operating or Mezzanine incurring debts that are not permitted, and the Property becoming subject to a bankruptcy proceeding. Pursuant to the Guaranties, the Partnership was required to maintain a certain minimum net worth and liquidity. Effective as of May 12, 2017, InterGroup agreed to become an additional guarantor under the limited guaranty and an additional indemnitor under the environmental indemnity for the \$97,000,000 mortgage loan and the \$20,000,000 mezzanine loan. Pursuant to the agreement, InterGroup is required to maintain a certain net worth and liquidity. As of June 30, 2022 and 2021, InterGroup is in compliance with both requirements. Justice Operating Company, LLC is not meeting certain of its loan covenants such as the Debt Service Coverage Ratio ("DSCR") which would trigger the creation of a lockbox and cash sweep by the Lender for all cash collected by the Hotel, and under certain terms, would allow the Lender to request Operating to replace its hotel management company. The DSCR for Operating had been below 1.00 from third quarter of fiscal year 2020 to third quarter of fiscal year 2022 while it is required to maintain a DSCR of at least 1.10 to 1.00 for two consecutive quarters. However, such lockbox has been created and utilized from the loan inception and will be in place up to loan maturity regardless of the DSCR. Justice has not missed any of its debt service payments and does not anticipate missing any debt obligations for at least the next twelve months and beyond. Additionally, Operating's DSCR for the fourth quarter of fiscal year 2022 has reached 1.69 for the Mortgage Loan and 1.34 for the Mezzanine Loan.

Each of the Loan Agreements contains customary representations and warranties, events of default, reporting requirements, affirmative covenants and negative covenants, which impose restrictions on, among other things, organizational changes of the respective borrower, operations of the Property, agreements with affiliates and third parties. Each of the Loan Agreements also provides for mandatory prepayments under certain circumstances (including casualty or condemnation events) and voluntary prepayments, subject to satisfaction of prescribed conditions set forth in the Loan Agreements.

As of June 30, 2022 and 2021, the Company had the following mortgages:

<u>June 30, 2022</u>	<u>June 30, 2021</u>	<u>Interest Rate</u>	<u>Origination Date</u>	<u>Maturity Date</u>
\$ 89,114,000	\$ 90,745,000	Fixed 5.28%	December 18, 2013	January 1, 2024
20,000,000	20,000,000	Fixed 7.25%	July 31, 2019	January 1, 2024
109,114,000	110,745,000	Mortgage notes payable - hotel		
(367,000)	(611,000)	Net debt issuance costs		
<u>\$ 108,747,000</u>	<u>\$ 110,134,000</u>	Total mortgage notes payable - hotel		

Future minimum principal payments for mortgage notes payable are as follows:

For the year ending June 30,	
2023	\$ 1,721,000
2024	107,393,000
	<u>\$ 109,114,000</u>

#### NOTE 11 – MANAGEMENT AGREEMENTS

On February 1, 2017, Operating entered into a Hotel management agreement (“HMA”) with Aimbridge Hospitality (“Aimbridge”) to manage the Hotel with an effective takeover date of February 3, 2017. The term of management agreement is for an initial period of 10 years commencing on the takeover date and automatically renews for an additional year not to exceed five years in the aggregate subject to certain conditions. The HMA also provides for Aimbridge to advance a key money incentive fee to the Hotel for capital improvements in the amount of \$2,000,000 under certain terms and conditions described in a separate key money agreement. The key money contribution shall be amortized in equal monthly amounts over an eight (8) year period commencing on the second (2<sup>nd</sup>) anniversary of the takeover date. As of June 30, 2021, the key money balance was zero as the Hotel obtained approval from Aimbridge to use the funds for hotel operations during the first quarter of fiscal year 2021. As of June 30, 2022 and 2021, balance of the unamortized portion of the key money are \$1,146,000 and \$1,396,000, respectively, and are included in the related party notes payable in the consolidated balance sheets. For the fiscal years ended June 30, 2022 and 2021, hotel management fees were \$1,055,000 and \$242,000, respectively, offset by key money amortization of \$250,000 for both years and are included in Hotel operating expenses in the consolidated statements of operations.

## NOTE 12 – CONCENTRATION OF CREDIT RISK

As of June 30, 2022 and 2021, all accounts receivables are related to Hotel customers. The Hotel had two customers that accounted for 88%, or \$183,000 of accounts receivable at June 30, 2022, and two customers that accounted for 89%, or \$64,000 of accounts receivable at June 30, 2021.

The Company maintains its cash and cash equivalents and restricted cash with various financial institutions that are monitored regularly for credit quality. At times, such cash and cash equivalents holdings may be in excess of the Federal Deposit Insurance Corporation (“FDIC”) or other federally insured limits; however, the Company has never suffered any losses as a result of such high balances.

## NOTE 13 - INCOME TAXES

The provision for income tax (expense) benefit consists of the following:

<b>For the years ended June 30,</b>	<b>2022</b>	<b>2021</b>
<b>Federal</b>		
Current tax expense	\$ -	\$ -
Deferred tax (expense) benefit	(310,000)	1,606,000
	<u>(310,000)</u>	<u>1,606,000</u>
<b>State</b>		
Current tax (expense) benefit	(1,000)	65,000
Deferred tax benefit	169,000	475,000
	<u>168,000</u>	<u>540,000</u>
<b>Total income tax (expense) benefit</b>	<b>\$ (142,000)</b>	<b>\$ 2,146,000</b>

A reconciliation of the statutory federal income tax rate to the effective tax rate is as follows:

<b>For the years ended June 30,</b>	<b>2022</b>	<b>2021</b>
Statutory federal tax rate	21.0%	21.0%
State income taxes, net of federal tax benefit	2.0%	5.8%
Non-taxable PPP loan	21.7%	-
Provision to return adjustment	8.3%	2.9%
Valuation allowance	-236.7%	-4.3%
Deferral True-Up – Justice Basis Diff in FA	180.9%	-
Other	0.6%	3.6%
	<u>-2.2%</u>	<u>29.0%</u>

The components of the Company’s deferred tax assets and (liabilities) as of June 30, 2022 and 2021 are as follows:

	<b>2022</b>	<b>2021</b>
<b>Deferred tax assets</b>		
Net operating loss carryforward	\$ 10,925,000	\$ 9,802,000
Investment reserve	-	671,000
Interest expense	2,231,000	2,684,000
Accruals and reserves	587,000	-
Depreciation	15,646,000	-
Other	1,800,000	1,423,000
Deferred tax assets before valuation allowance	<u>31,189,000</u>	<u>14,580,000</u>
Less Valuation allowance	<u>(22,775,000)</u>	<u>(951,000)</u>
Deferred tax assets after valuation allowance	<u>8,414,000</u>	<u>13,629,000</u>
<b>Deferred tax liabilities</b>		
Basis difference in Justice	-	(5,092,000)
State taxes	(503,000)	(482,000)
	<u>(503,000)</u>	<u>(5,574,000)</u>
<b>Net deferred tax assets</b>	<b>\$ 7,911,000</b>	<b>\$ 8,055,000</b>

Management considers new evidence, both positive and negative, that could affect its view of the future realization of deferred tax assets to determine if it is more likely than not that the deferred tax asset will be realized. As of June 30, 2022, it has been determined that it is more likely than not that the deferred tax asset will not be recognized with the exception of forecasted five-year projected income. Thus, there was a valuation allowance of \$22,775,000 as of June 30, 2022. This was an increase of \$21,824,000 from June 30, 2021.

As of June 30, 2022, the Company had net operating loss (“NOL”) carryforwards of approximately \$35,011,000 and \$40,416,000 for federal and state purposes, respectively. Of the \$35,011,000 federal NOL’s carryforwards, \$14,697,000 expire in varying amount through 2037 and \$20,314,000 of post 2017 NOL’s can be carried forward indefinitely. Note that the post 2017 NOL’s may only offset 80% of future taxable income.

Assets and liabilities are established for uncertain tax positions taken or positions expected to be taken in income tax returns when such positions are judged to not meet the “more-likely-than-not” threshold based on the technical merits of the positions. As of June 30, 2022, it has been determined that there are no uncertain tax positions likely to impact the Company.

Utilization of the net operating loss carryover may be subject a substantial annual limitation if it should be determined that there has been a change in the ownership of more than 50 percent of the value of the Company’s stock, pursuant to Section 382 of the Internal Revenue Code of 1986 and similar state provisions. The annual limitation may result in the expiration of net operating loss carryovers before utilization.

The Company and the Partnership files tax returns as prescribed by the tax laws of the jurisdictions in which it operates and is subject to examination by federal, state and local jurisdictions, where applicable. Note that the Partnership was dissolved in 2021 and filed its required final tax returns as a result of the Company completing the acquisition of 100% of Justice Investors LP.

As of June 30, 2022, tax years beginning in fiscal years 2018 and 2017 remain open to examination by the major tax jurisdictions and are subject to the statute of limitations.

#### NOTE 14 - SEGMENT INFORMATION

The Company operates in two reportable segments, the operation of the Hotel (“Hotel Operations”) and the investment of its cash in marketable securities and other investments (“Investment Transactions”). These two operating segments, as presented in the consolidated financial statements, reflect how management internally reviews each segment’s performance. Management also makes operational and strategic decisions based on this same information.

Information below represents reporting segments for the years ended June 30, 2022 and 2021, respectively. Segment loss from Hotel operations consists of the operation of the Hotel and operation of the garage. Income (loss) from investments consists of net investment gain (loss), dividend and interest income and investment related expenses.

<b>As of and for the year ended June 30, 2022</b>	<b>Hotel Operations</b>	<b>Investment Transactions</b>	<b>Other</b>	<b>Total</b>
Revenues	\$ 31,534,000	\$ -	\$ -	\$ 31,534,000
Segment operating expenses	(27,451,000)	-	(1,130,000)	(28,581,000)
Segment income (loss)	4,083,000	-	(1,130,000)	2,953,000
Interest expense - mortgage	(6,549,000)	-	-	(6,549,000)
Interest expense – related party	(1,375,000)	-	-	(1,375,000)
Gain on debt forgiveness	2,000,000	-	-	2,000,000
Depreciation and amortization expense	(2,209,000)	-	-	(2,209,000)
Loss from investments	-	(1,243,000)	-	(1,243,000)
Income tax expense	-	-	(142,000)	(142,000)
Net loss	\$ (4,050,000)	\$ (1,243,000)	\$ (1,272,000)	\$ (6,565,000)
Total assets	\$ 40,810,000	\$ 541,000	\$ 8,448,000	\$ 49,799,000

<b>As of and for the year ended June 30, 2021</b>	<b>Hotel Operations</b>	<b>Investment Transactions</b>	<b>Other</b>	<b>Total</b>
Revenues	\$ 14,668,000	\$ -	\$ -	\$ 14,668,000
Segment operating expenses	(17,911,000)	-	(796,000)	(18,707,000)
Segment loss	(3,243,000)	-	(796,000)	(4,039,000)
Interest expense – mortgage	(6,710,000)	-	-	(6,710,000)
Interest expense – related party	(572,000)	-	-	(572,000)
Gain on disposal of asset	12,000	-	-	12,000
Gain on debt forgiveness	4,719,000	-	-	4,719,000
Depreciation and amortization expense	(2,079,000)	-	-	(2,079,000)
Gain from investments	-	1,237,000	-	1,237,000
Income tax benefit	-	-	2,146,000	2,146,000
Net income (loss)	\$ (7,873,000)	\$ 1,237,000	\$ 1,350,000	\$ (5,286,000)
Total assets	\$ 40,367,000	\$ 3,556,000	\$ 8,628,000	\$ 52,551,000

## **NOTE 15 – RELATED PARTY TRANSACTIONS**

As discussed in Note 9 – Related Party and Other Financing Transactions, upon the dissolution of Justice in December 2021, Portsmouth assumed Justice’s note payable to InterGroup in the amount of \$11,350,000. On December 31, 2021, Portsmouth and InterGroup entered into a loan modification agreement which increased Portsmouth’s borrowing from InterGroup as needed up to \$16,000,000. The maturity date was extended to July 31, 2023. As of June 30, 2022 and 2021, the balance of the loan was \$14,200,000 and \$6,650,000, respectively, and are included in the related party notes payable in the consolidated balance sheets.

Certain shared costs and expenses, primarily administrative expenses, rent and insurance are allocated between the Company and InterGroup based on management’s estimate of the pro rata utilization of resources. For the years ended June 30, 2022 and 2021, these expenses were approximately \$144,000 and \$96,000, respectively.

Four of the Company’s Directors serve as directors of InterGroup.

As Chairman of the Executive Strategic Real Estate and Securities Investment Committee and Chief Executive Officer (CEO), John V. Winfield, directs the investment activity of the Company in public and private markets pursuant to authority granted by the Board of Directors. Mr. Winfield also serves as President, Chief Executive Officer, and Chairman of InterGroup and oversees the investment activity of InterGroup. Effective June 2016, Mr. Winfield became the Managing Director of Justice. Depending on certain market conditions and various risk factors, the Chief Executive Officer and InterGroup may, at times, invest in the same companies in which the Company invests. Such investments align the interests of the Company with the interests of these related parties because it places the personal resources of the Chief Executive Officer and the resources of InterGroup at risk in substantially the same manner as the Company in connection with investment decisions made on behalf of the Company.

## **NOTE 16 – COMMITMENTS AND CONTINGENCIES**

### **Cash Management Agreement**

As part of the Hotel refinancing effective December 18, 2013, Operating entered into a Cash Management Agreement with Bank of America, N.A. (“Lender”) and Wells Fargo Bank, N.A. (“Cash Management Bank”) whereby all cash received by Operating is to be deposited into a business checking account controlled by the Cash Management Bank up to the loan maturity date. Additionally, other terms of the Cash Management Agreement provide that effective February 2019 or upon a Property Improvement Plan (“PIP”) requirement by Hilton (“Franchisor”) deemed the “Cash Sweep Period” during which all excess cash generated by Operating beyond the monthly budgeted expenses and debt services including principal and interest, insurance reserves, real estate taxes reserve, furniture fixtures and equipment (“FF&E”) reserves, for the senior and mezzanine loans, will be held by the Cash Management Bank for future hotel improvements as required by the date or a PIP. Currently, any and all funds are being controlled by the Cash Management Bank according to the Cash Management Agreement.

### **Franchise Agreements**

The Partnership entered into a Franchise License Agreement (the “License Agreement”) with the HLT Existing Franchise Holding LLC (“Hilton”) on December 10, 2004. The term of the License agreement was for an initial period of 15 years commencing on the date the Hotel began operating as a Hilton hotel, with an option to extend the License Agreement for another five years, subject to certain conditions. On June 26, 2015, Operating and Hilton entered into an amended franchise agreement which amongst other things extended the License Agreement through 2030, and also provided the Partnership certain key money cash incentives to be earned through 2030.

Since the opening of the Hotel as a full brand Hilton in January 2006, it has incurred monthly royalties, program fees and information technology recapture charges equal to a percentage of the Hotel’s gross room revenue. Fees for such services during fiscal year 2022 and 2021 totaled approximately \$2,107,000 and \$703,000, respectively.

## **Hotel Employees**

On February 3, 2017, Aimbridge assumed all labor union agreements and retained employees of their choice to continue providing services to the Hotel. As of June 30, 2022, approximately 86% of those employees were represented by one of three labor unions, and their terms of employment were determined under various collective bargaining agreements (“CBAs”) to which Aimbridge was a party. CBA for Local 2 (Hotel and Restaurant Employees) expired on August 13, 2022 and is currently under review. CBA for Local 856 (International Brotherhood of Teamsters) will expire on December 31, 2022. CBA for Local 39 (Stationary Engineers) will expire on July 31, 2024.

Negotiation of collective bargaining agreements, which includes not just terms and conditions of employment, but scope and coverage of employees, is a regular and expected course of business operations for the Company and Aimbridge. The Company expects and anticipates that the terms of conditions of CBAs will have an impact on wage and benefit costs, operating expenses, and certain hotel operations during the life of each CBA and incorporates these principles into its operating and budgetary practices.

## **Legal Matters**

Portsmouth Square Inc., through its operating company Justice Investors Operating Co., a Delaware limited liability company (the “Company”), is the owner of the real property located at 750 Kearny Street in San Francisco, currently improved with a 27 – story building which houses a Hilton Hotel (the “Property”). The Property was improved pursuant to approvals granted by the City and County of San Francisco (the “City”) in 1970. Those approvals included a Major Encroachment Permit (“Permit”) by which the Company was authorized to construct an ornamental overhead pedestrian bridge across Kearny Street, connecting the Property to the City park and underground parking garage known as Portsmouth Square (the “Bridge”). The construction of the Bridge was a condition of the City’s approval of the construction of the hotel structure on the Property. Effective on May 24, 2022, the City has revoked the Permit and directed the Company to remove the Bridge at the Company’s expense, including construction management costs and traffic control. Pursuant to a letter dated June 13, 2022, the City’s Department of Public works has specifically directed the “removal of the unpermitted pedestrian bridge and all related physical encroachments in the public right-of-way and on City property” and the submission of a general bridge removal and restoration plan (the “Plan”). The Company disputes the legality of the purported revocation of the Permit. The Company further disputes any obligation to remove the Bridge at its expense. In particular, representatives of the Company have participated in meetings with the City since August 1, 2019, discussing a collaborative process for the possible removal of the Bridge. Until the recent revocation of the Permit, the City representatives have repeatedly and consistently agreed that the City will pay for the associated costs of any Bridge removal. Nevertheless, without waiving any rights, in an effort to understand all of the available options, and to provide a response to the City’s new directives, the Company has engaged a Project Manager, a structural engineering firm and an architect to advise on the process and for the development of a Plan for the Bridge removal, as well as the reconstruction of the front of the Hilton Hotel. The Plan is currently not expected to be completed until early in 2023. At this time, early estimates of the cost of the Plan exceed \$2 million. The Company is currently considering its options with regard to filing litigation to invalidate the revocation of the Permit so as to preclude removal of the Bridge, and/or to compel the City to honor its commitment to pay for the removal of the Bridge.

The Company may be subject to legal proceedings, claims, and litigation arising in the ordinary course of business. The Company will defend itself vigorously against any such claims. Management does not believe that the impact of such matters will have a material effect on the financial conditions or result of operations when resolved.

## **NOTE 17 – SUBSEQUENT EVENTS**

The Company evaluated subsequent events through the date that the accompanying financial statements were issued, and has determined that no material subsequent events exist through the date of this filing.

## **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.**

On January 31, 2022, the Audit Committee retained WithumSmith+Brown, PC (“Withum”) as the Company’s new independent registered public accounting firm upon the resignation of Moss Adams LLP (“Moss Adams”) in December 2021. For the fiscal years ended June 30, 2020 and 2021, and the interim periods up to the resignation date, Moss Adams’ reports on the financial statements did not contain an adverse opinion or a disclaimer of opinion, nor was qualified or modified as to uncertainty, audit scope, or accounting principles. Furthermore, there were no disagreements on any matter of accounting principles or practices, financial statement disclosure, nor auditing scope or procedure.

### **Item 9A. Controls and Procedures.**

#### **EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES**

The Company’s management, with the participation of the Company’s Chief Executive Officer and Principal Financial Officer, has evaluated the effectiveness of the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Exchange Act) as of the end of the fiscal period covered by this Annual Report on Form 10-K. Based upon such evaluation, management has concluded that the disclosure controls and procedures are effective in ensuring that information required to be disclosed in this filing is accumulated and communicated to management and is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms.

#### **MANAGEMENT’S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Management is responsible for establishing and maintaining internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act. The internal control over financial reporting is a process, under the supervision of our Chief Executive Officer and Principal Financial Officer, designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

The internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect our transactions and dispositions of our assets;
- provide reasonable assurance that our transactions are recorded as necessary to permit preparation of our financial statements in accordance with accounting principles generally accepted in the United States of America, and that our receipts and expenditures are being made only in accordance with authorizations of our management and our directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

Management, including our Chief Executive Officer and Principal Financial Officer, conducted an evaluation of the effectiveness of our internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Based on its evaluation under that framework, management concluded that the Company’s internal control over financial reporting was effective as of June 30, 2022.

This Annual Report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by our independent registered public accounting firm, pursuant to provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act that permit us to provide only management’s report in this Annual Report on Form 10-K.

#### **CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING**

There have been no changes in the Company’s internal control over financial reporting during the fiscal year covered by this Annual Report on Form 10-K that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting

**Item 9B. Other Information.**

None.

**PART III****Item 10. Directors, Executive Officers and Corporate Governance**

The following table sets forth certain information with respect to the Directors and Executive Officers of the Company as of June 30, 2022:

<b>Name</b>	<b>Position with the Company</b>	<b>Age</b>	<b>Term to Expire</b>
John V. Winfield	Chairman of the Board and Chief Executive Officer <sup>(1)</sup>	75	Fiscal 2022 Annual Meeting
David C. Gonzalez	President Advisor of Executive Strategic Real Estate and Securities Investment Committee <sup>(1)</sup>	55	Fiscal 2022 Annual Meeting
Jerold R. Babin	Director	89	Fiscal 2022 Annual Meeting
John C. Love	Director <sup>(2)(3)(4)</sup>	82	Fiscal 2022 Annual Meeting
William J. Nance	Director <sup>(2)(3)</sup>	78	Fiscal 2022 Annual Meeting
Steve Grunwald	Director <sup>(1)(3)(4)</sup>	41	Fiscal 2022 Annual Meeting

**Other Executive Officers:**

Danfeng Xu	Treasurer, Controller (Principal Financial Officer), and Secretary. Ms. Xu resigned effective August 31, 2022	35	N/A
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<sup>(1)</sup> Member of Executive Strategic Real Estate and Securities Investment Committee

<sup>(2)</sup> Member of Audit Committee

<sup>(3)</sup> Member of Compensation Committee

<sup>(4)</sup> Member of Nominating Committee

**Business Experience:**

The principal occupation and business experience during the last five years for each of the Directors and Executive Officers of the Company are as follows:

**John V. Winfield** — Mr. Winfield was first elected to the Board in May of 1996 and currently serves as the Company’s Chairman of the Board and Chief Executive Officer. On May 24, 2021, Mr. Winfield resigned effective immediately from the position of the Company’s President. Mr. Winfield is also Chairman of the Board, President and Chief Executive Officer of InterGroup, Portsmouth’s parent company, and has held those positions since 1987. Effective June 2016, Mr. Winfield became the Managing Director of Justice. Mr. Winfield’s extensive experience as an entrepreneur and investor, as well as his managerial and leadership experience from serving as a chief executive officer and director of public companies, led to the Board’s conclusion that he should serve as a director of the Company.

**David C. Gonzalez** — Mr. Gonzalez was elected as the Company’s President in May 2021 upon the resignation of Mr. Winfield. Mr. Gonzalez was appointed Vice President Real Estate of InterGroup, Portsmouth’s parent company, on January 31, 2001. Since 1989, Mr. Gonzalez has served in numerous capacities with InterGroup, including Controller and Director of Real Estate. Mr. Gonzalez was appointed advisor of the Executive Strategic Real Estate and Securities Investment Committee of InterGroup and Portsmouth in February 2020.

**Jerold R. Babin** — Mr. Babin was first appointed as a Director of the Company in February 1996. Mr. Babin is also a director of InterGroup. Mr. Babin is a retail securities broker. From 1974 to 1989, he worked at Drexel Burnham and from 1989 to June 30, 2010, he worked for Prudential Securities (later Wachovia Securities and now Wells Fargo Advisors) where he held the title of First Vice-President. Mr. Babin retired from his position at Wells Fargo advisors in June 2010. For the past 20 years, until present, Mr. Babin has also served as an arbitrator for FINRA (formerly NASD). Mr. Babin’s extensive experience in the securities and financial markets as well as his experience in the securities and public company regulatory industry led to the Board’s conclusion that he should serve as a director of the Company.

**John C. Love** — Mr. Love was appointed a Director of the Company on March 5, 1998. Mr. Love is an international hospitality and tourism consultant. He is a retired partner in the national CPA and consulting firm of Pannell Kerr Forster and, for the last 30 years, a lecturer in hospitality industry management control systems and competition & strategy at Golden Gate University and San Francisco State University. He is Chairman Emeritus of the Board of Trustees of Golden Gate University and the Executive Secretary of the Hotel and Restaurant Foundation. Mr. Love is also a Director of InterGroup, having been appointed in January 1998. Mr. Love’s extensive experience as a CPA and in the hospitality industry, including teaching at the university level for the last 30 years in management control systems, and his knowledge and understanding of finance and financial reporting, led to the Board’s conclusion that he should serve as a director of the Company.

**William J. Nance** — Mr. Nance was first elected to the Board in May 1996. He is the President and CEO of Century Plaza Printers, Inc., a company he founded in 1979. He has also served as a consultant in the acquisition and disposition of multi-family and commercial real estate. Mr. Nance is a Certified Public Accountant and, from 1970 to 1976, was employed by Kenneth Leventhal & Company where he was a Senior Accountant specializing in the area of REITs and restructuring of real estate companies, mergers and acquisitions, and all phases of real estate development and financing. Mr. Nance is a Director of InterGroup and has held such position since 1984. Mr. Nance also serves as a director of Comstock Mining, Inc. Mr. Nance’s extensive experience as a CPA and in numerous phases of the real estate industry, his business and management experience gained in running his own businesses, his service as a director and audit committee member for other public companies and his knowledge and understanding of finance and financial reporting, led to the Board’s conclusion that he should serve as a director of the Company.

**Steve Grunwald** — Mr. Grunwald joined the Board in December 2019. Mr. Grunwald is a successful hospitality operator with over 15 years of experience. He worked at various positions at the five-star hotel Le Châtelain Brussels and later on became the General Manager of the property. In 2006, Mr. Grunwald actively participated in the construction and opening of a boutique hotel, The Progress Hotel. He became the General Manager of two more properties in 2009. In 2013, he oversaw the renovations and reopening of The Hotel Siru and took over the management of the property. Mr. Grunwald is currently managing four hotels of different styles and categories. Mr. Grunwald obtained his bachelor’s degree from Brussels Business Institute’s College of Hospitality and Tourism Management in 2004. Mr. Grunwald’s vast experience in the hospitality industry led to the Board’s conclusion that he should serve as a director of the Company.

**Danfeng Xu** – Ms. Xu was appointed as Treasurer and Controller of the Company on October 16, 2017. Ms. Xu also serves as Treasurer and Controller of InterGroup, having been appointed to the position on October 16, 2017. On June 1, 2018, she was appointed Secretary of the Company and InterGroup. Prior to joining the Company, she had served as Controller and worked in other positions at the Hotel from July 2010 to February 2017. She obtained her Bachelor of Science degree in Business Administration, Accounting and Finance from The Ohio State University and her Master of Professional Accounting, with a concentration in Audit and Assurance from University of Washington. Ms. Xu resigned effective August 31, 2022.

**Family Relationships:** There are no family relationships among directors, executive officers, or persons nominated or chosen by the Company to become directors or executive officers.

**Involvement in Certain Legal Proceedings:** No director or executive officer, or person nominated or chosen to become a director or executive officer, was involved in any legal proceeding requiring disclosure.

#### **Compliance with Section 16(a) of the Securities Exchange Act of 1934**

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's officers and directors, and each beneficial owner of more than ten percent of the Common Stock of the Company, to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Officers, directors and greater than ten-percent shareholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on its review of the copies of Forms 3 and 4 and amendments thereto furnished to the Company during its most recent fiscal year, or written representations from certain reporting persons that no Forms 5 were required for those persons, the Company believes that during fiscal 2022 all filing requirements applicable to its officers, directors, and greater than ten-percent beneficial owners were complied with.

#### **Code of Ethics.**

The Company has adopted a Code of Ethics that applies to its executive officers, including its principal executive officer, principal financial officer, or persons performing similar functions as well as its Board of Directors. A copy of the Code of Ethics is filed as Exhibit 14 to this Report. A copy is also posted on the Portsmouth page of its parent company's website at [www.intgla.com](http://www.intgla.com). The Company will provide to any person without charge, upon request, a copy of its Code of Ethics by sending such request to: Portsmouth Square, Inc., Attn: Treasurer, 1516 S Bundy Drive, Suite 200, Los Angeles, California 90025. The Company will promptly disclose any amendments or waivers to its Code of Ethics on Form 8-K.

#### **BOARD AND COMMITTEE INFORMATION**

Portsmouth is an unlisted company and a Smaller Reporting Company under the rules and regulations of the Securities and Exchange Commission ("SEC"). With the exception of the Company's Chairman of the Board and CEO, John V. Winfield, all of Portsmouth's Board of Directors consists of "independent" directors as independence is defined by the applicable rules of the SEC and NASDAQ.

#### **Procedures for Recommendations of Nominees to Board of Directors**

There have been no changes to the procedures previously disclosed by which security holders may recommend nominees to the Company's Board of Directors.

#### **Audit Committee and Audit Committee Financial Expert**

Portsmouth is an unlisted company and a Smaller Reporting Company under SEC rules and regulations. The Company's Audit Committee is currently comprised of Directors William J. Nance (Chairperson) and John C. Love, each of whom are independent directors as independence is defined by the applicable rules of the SEC and NASDAQ, and as may be modified or supplemented. William J. Nance and John C. Love also meets the audit committee financial expert requirement based on their qualifications and business experience discussed above in Item 10.

#### **Item 11. Executive Compensation.**

The following table provides certain summary information concerning compensation awarded to, earned by, or paid to the Company's principal executive officer and other named executive officers of the Company whose total compensation exceeded \$100,000 for all services rendered to the Company for each of the Company's last two completed fiscal years ended June 30, 2022 and 2021. No stock awards, long-term compensation, options or stock appreciation rights were granted to any of the named executive officers during the last two fiscal years.

## SUMMARY COMPENSATION TABLE

Name and Principal Position	Annual Compensation				
	Fiscal Year	Salary	Bonus	All Other Compensation	Total
John V. Winfield	2022	\$ 433,000 <sup>(1)</sup>	\$ -	\$ -	\$ 433,000
Chairman and Chief Executive Officer	2021	\$ 306,000 <sup>(1)</sup>	\$ -	\$ -	\$ 306,000
David C. Gonzalez	2022	\$ 173,000	\$ -	\$ -	\$ 173,000
President	2021	\$ -	\$ -	\$ -	\$ -

<sup>(1)</sup> Amounts shown include \$6,000 per year in regular Directors fees.

Portsmouth has no stock option plan or stock appreciation rights for its executive officers. The Company has no pension or long-term incentive plans. There are no employment contracts between Portsmouth and any executive officer, and there are no termination-of-employment or change-in-control arrangements.

### Internal Revenue Code Limitations

Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), provides that, in the case of a publicly held corporation, the corporation is not generally allowed to deduct remuneration paid to its chief executive officer and certain other highly compensated officers to the extent that such remuneration exceeds \$1,000,000 for the taxable year. Certain remuneration, however, is not subject to disallowance, including compensation paid on a commission basis and, if certain requirements prescribed by the Code are satisfied, other performance-based compensation. Since InterGroup and Portsmouth are each a public company, the \$1,000,000 limitation applies separately to the compensation paid by each entity. Stock option expenses are also amortized over several years. For fiscal years 2022 and 2021, no compensation paid by the Company to its CEO or other executive officers was subject the deduction disallowance prescribed by Section 162(m) of the Code.

### DIRECTOR COMPENSATION

The following table provides information concerning compensation awarded to, earned by, or paid to the Company's directors for the fiscal year ended June 30, 2022.

#### DIRECTOR COMPENSATION TABLE

Name	Fees Earned or Paid in Cash	All Other Compensation	Total
Jerold R. Babin	\$ 6,000	\$ -	\$ 6,000
John C. Love	\$ 8,000 <sup>(1)</sup>	\$ -	\$ 8,000
William J. Nance	\$ 8,000 <sup>(1)</sup>	\$ -	\$ 8,000
Steve Grunwald	\$ 6,000	\$ -	\$ 6,000
John V. Winfield <sup>(2)</sup>	-	-	-

<sup>(1)</sup> Amounts shown include regular Board fees and Audit Committee fees.

<sup>(2)</sup> As an executive officer, Mr. Winfield's director fees are reported in the Summary Compensation Table.

Each director of the Company is paid a Board retainer fee of \$1,500 per quarter for a total annual compensation of \$6,000. This policy has been in effect since July 1, 1985. Members of the Company's Audit Committee also receive a fee of \$500 per quarter. Directors and Committee members are also reimbursed for their out-of-pocket travel costs to attend meetings.

### Change in Control or Other Arrangements

Except for the foregoing, there are no other arrangements for compensation of directors and there are no employment contracts between the Company and its directors or any change in control arrangements.

### Outstanding Equity Awards at Fiscal Year End

The Company did not have any outstanding equity awards at the end of its fiscal year ended June 30, 2022 and has no equity compensation plans in effect.

### Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table sets forth, as of September 28, 2022, certain information with respect to the beneficial ownership of Common Stock owned by (i) those persons or groups known by the Company to own more than five percent of the outstanding shares of Common Stock, (ii) each Director and Executive Officer, and (iii) all Directors and Executive Officers as a group.

<u>Name and Address of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u> <sup>(1)</sup>	<u>Percent of Class</u> <sup>(2)</sup>
John V. Winfield 1516 S. Bundy Drive, Suite 200 Los Angeles, CA 90025	18,641	2.5%
Jerold R. Babin 243 28 <sup>th</sup> Street San Francisco, CA 94121	45,678 <sup>(3)</sup>	6.2%
John C. Love 1516 S. Bundy Drive, Suite 200 Los Angeles, CA 90025	-	-
William J. Nance 1516 S. Bundy Drive, Suite 200 Los Angeles, CA 90025	-	-
Steve Grunwald 1516 S. Bundy Drive, Suite 200 Los Angeles, CA 90025	-	-
David C. Gonzalez 1516 S. Bundy Drive, Suite 200 Los Angeles, CA 90025	-	-
Danfeng Xu <sup>(5)</sup> 1516 S. Bundy Drive, Suite 200 Los Angeles, CA 90025	-	-
The InterGroup Corporation 1516 S. Bundy Drive, Suite 200 Los Angeles, CA 90025	550,418 <sup>(4)</sup>	75.0%
All of the above as a group	614,737	83.7%

<sup>(1)</sup> Unless otherwise indicated, and subject to applicable community property laws, each person has sole voting and investment power with respect to the shares beneficially owned.

<sup>(2)</sup> Percentages are calculated based of 734,187 shares of Common Stock issued and outstanding as of September 28, 2022.

<sup>(3)</sup> Jerold R. Babin claims sole voting power over the 45,678 shares identified herein, of which he has sole dispositive power over 7,000 held in his retirement account. He claims shared dispositive power with his wife over the 38,478 shares which they hold as trustees of a family trust.

<sup>(4)</sup> As directors of InterGroup, Messrs. Winfield, Babin, Love and Nance have the power to direct the vote of the shares of Portsmouth owned by InterGroup.

<sup>(5)</sup> Ms. Xu resigned effective August 31, 2022.

**Security Ownership of Management in Parent Corporation.**

As Chairman of the Board and a 67.8% beneficial shareholder of InterGroup, Mr. Winfield has voting and dispositive power over the shares owned of record and beneficially by InterGroup.

**Changes in Control Arrangements.**

There are no arrangements that may result in a change in control of Portsmouth.

**Securities Authorized for Issuance Under Equity Compensation Plans.**

Portsmouth has no securities authorized for issuance under any equity compensation plans.

**Item 13. Certain Relationships and Related Transactions, and Director Independence.**

As of September 28, 2022, InterGroup and John V. Winfield owned 75.0% and 2.5% of the common stock of Portsmouth, respectively.

As discussed in Note 9 – Related Party and Other Financing Transactions, on July 2, 2014, the Partnership obtained from InterGroup an unsecured loan in the principal amount of \$4,250,000 at 12% per year fixed interest, with a term of 2 years, payable interest only each month. InterGroup received a 3% loan fee. The loan may be prepaid at any time without penalty. On December 16, 2020, Justice and InterGroup entered into a loan modification agreement which increased Justice's borrowing from InterGroup as needed up to \$10,000,000. Upon the dissolution of Justice in December 2021, Portsmouth assumed Justice's note payable to InterGroup in the amount of \$11,350,000. On December 31, 2021, Portsmouth and InterGroup entered into a loan modification agreement which increased Portsmouth's borrowing from InterGroup as needed up to \$16,000,000. As of June 30, 2022 and 2021, the balance of the loan was \$14,200,000 and \$6,650,000.

Under the terms of the Justice Partnership Agreement, its general partner, Portsmouth, received compensation of one percent of hotel revenue up until the dissolution of Justice in December 2021. During each of the fiscal years ended June 30, 2022 and 2021, total compensation earned by Portsmouth under the agreement was \$130,000 and \$146,000, respectively, and are eliminated in consolidation. Effective with the dissolution of the Partnership, the compensation to Portsmouth from the hotel was terminated.

Certain shared costs and expenses, primarily administrative expenses, rent and insurance are allocated among the Company and InterGroup based on management's estimate of the pro rata utilization of resources. For the years ended June 30, 2022 and 2021, these expenses were approximately \$144,000 and \$96,000, respectively.

Four of the Company’s Directors serve as directors of InterGroup. The Company’s President serves as Vice President Real Estate of InterGroup. Director William Nance is a director and Chairman of the Audit Committee of Comstock Mining, Inc., since 2005.

As Chairman of the Executive Strategic Real Estate and Securities Investment Committee and the Company’s Chief Executive Officer (CEO), John V. Winfield, directs the investment activity of the Company in public and private markets pursuant to authority granted by the Board of Directors. Mr. Winfield also serves as Chief Executive Officer and Chairman of InterGroup and oversees the investment activity of InterGroup. Effective June 2016, Mr. Winfield became the Managing Director of Justice. Depending on certain market conditions and various risk factors, the Chief Executive Officer and InterGroup may, at times, invest in the same companies in which the Company invests. Such investments align the interests of the Company with the interests of these related parties because it places the personal resources of the Chief Executive Officer and the resources of InterGroup at risk in substantially the same manner as the Company in connection with investment decisions made on behalf of the Company.

There are no other relationships or related transactions between the Company and any of its officers, directors, five-percent security holders or their families that require disclosure.

**Director Independence**

Portsmouth is an unlisted company and a Smaller Reporting Company under the rules and regulations of the SEC. With the exception of the Company’s CEO, John V. Winfield, all of Portsmouth’s Board of Directors consists of “independent” directors as independence is defined by the applicable rules and regulations of the SEC and NASDAQ.

**Item 14. Principal Accounting Fees and Services.**

On January 31, 2022, the Audit Committee retained WithumSmith+Brown, PC, PCAOB ID: 100 (“Withum”) as the Company’s new independent registered public accounting firm upon the resignation of Moss Adams LLP , Irvine CA, PCAOB ID: 659 (“Moss Adams”) in December 2021. The aggregate fees billed for each of the last two fiscal years ended June 30, 2022 and 2021 for professional services rendered by Withum and Moss Adams are set forth in the table below. These fees were billed for audit of the Company’s annual financial statements, review of financial statements included in the Company’s Form 10-Q reports, and services provided in connection with statutory and regulatory filings and engagements for those fiscal years.

	Fiscal Year	
	2022	2021
Audit fees – Withum	\$ 24,000	\$ -
Tax fees – Withum	3,000	-
Audit fees – Moss Adams	103,000	105,000
Tax fees – Moss Adams	10,000	11,000
Total	<u>\$ 140,000</u>	<u>\$ 116,000</u>

**Audit Committee Pre-Approval Policies**

The Audit Committee shall pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent registered public accounting firm, subject to any de minimis exceptions that may be set for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Committee prior to the completion of the audit. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting. All of the services described herein were approved by the Audit Committee pursuant to its pre-approval policies.

None of the hours expended on the independent registered public accounting firms’ engagement to audit the Company’s financial statements for the most recent fiscal year were attributed to work performed by persons other than the independent registered public accounting firm’s full-time permanent employees.

## PART IV

### Item 15. Exhibits, Financial Statement Schedules.

#### (a)(1) Financial Statements

The following financial statements of the Company are included in Part II, Item 8 of this Report at pages 23 through 43:

[Report of Independent Registered Public Accounting Firm](#)

[Consolidated Balance Sheets - June 30, 2022 and 2021](#)

[Consolidated Statements of Operations for years ended June 30, 2022 and 2021](#)

[Consolidated Statements of Shareholders' Deficit for years ended June 30, 2022 and 2021](#)

[Consolidated Statements of Cash Flows for years ended June 30, 2022 and 2021](#)

[Notes to the Consolidated Financial Statements](#)

#### (a)(2) Financial Statement Schedules

All other schedules for which provision is made in Regulation S-X have been omitted because they are not required or are not applicable or the required information is shown in the consolidated financial statements or notes to the consolidated financial statements.

#### (a)(3) Exhibits

Set forth below is an index of applicable exhibits filed with this report according to exhibit table number.

<b>Exhibit Number</b>	<b>Description</b>
3.(i)	<a href="#">Bylaws (amended February 16, 2000) *</a>
3.(ii)	<a href="#">Articles of Incorporation*</a>
4.	<a href="#">Instruments defining the rights of security holders including indentures (See Articles of Incorporation and Bylaws) *</a>
10.	Material Contracts:
10.3	<a href="#">Franchise License Agreement, dated December 10, 2004, between Justice Investors Limited Partnership and Hilton Hotels (incorporated by reference to Exhibit 10.10 of the Company's amended report on Form 10-K/A for the fiscal year ended June 30, 2011, as filed with the Commission on August 24, 2012). *</a>
10.5	<a href="#">Management Agreement, dated February 1, 2017, between Justice Operating Company, LLC and Aimbridge Management Company, LLC. (incorporated by reference to Exhibit 10.5 of the Company's Form 10-K Report for the fiscal year ended June 30, 2017, as filed with the Commission on October 13, 2017). *</a>
14.	<a href="#">Code of Ethics (filed herewith).</a>
31.1	<a href="#">Certification of Principal Executive Officer of Periodic Report Pursuant to Rule 13a-14(a) and Rule 15d-14(a).</a>
31.2	<a href="#">Certification of Principal Financial Officer of Periodic Report Pursuant to Rule 13a-14(a) and Rule 15d-14(a).</a>
32.1	<a href="#">Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350.</a>
32.2	<a href="#">Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350.</a>
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

\* All exhibits marked by an asterisk have been previously filed with other documents, including Registrant's Form 10 filed on October 27, 1967, and subsequent filings on Forms 8-K, 10-K, 10-KSB, 10-Q and 10-QSB, which are incorporated herein by reference

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

PORTSMOUTH SQUARE, INC.  
(Registrant)

Date: September 28, 2022 by /s/ John V. Winfield  
John V. Winfield,  
Chairman of the Board and  
Chief Executive Officer

Date: September 28, 2022 by /s/ David C. Gonzalez  
David C. Gonzalez,  
President and  
Interim Principal Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<b><u>Signatures</u></b>	<b><u>Title and Position</u></b>	<b><u>Date</u></b>
<u>/s/ John V. Winfield</u> John V. Winfield	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	<u>September 28, 2022</u>
<u>/s/ David C. Gonzalez</u> David C. Gonzalez	President, Advisor of Executive Strategic Real Estate and Securities Investment Committee (Interim Principal Financial Officer)	<u>September 28, 2022</u>
<u>/s/ Jerold R. Babin</u> Jerold R. Babin	Director	<u>September 28, 2022</u>
<u>/s/ John C. Love</u> John C. Love	Director	<u>September 28, 2022</u>
<u>/s/ William J. Nance</u> William J. Nance	Director	<u>September 28, 2022</u>
<u>/s/ Steve Grunwald</u> Steve Grunwald	Director	<u>September 28, 2022</u>

**PORTSMOUTH SQUARE, INC.  
CODE OF ETHICS FOR SENIOR FINANCIAL OFFICERS**

This Code of Ethics applies to Portsmouth Square, Inc. (“Portsmouth” or the “Company”) Senior Financial Officers. “Senior Financial Officers” shall include the principal executive officer, the principal accounting officer or controller, or persons performing similar functions, including Portsmouth’s President and Chief Executive Officer, Chief Financial Officer, Treasurer, Controller, Vice President, and such other individuals as determined from time to time by the Audit Committee of the Company for purposes of this Code of Ethics. The Company expects all employees, in carrying out their job responsibilities, to act in accordance with the highest standards of personal and professional integrity, to comply with all applicable laws, and to abide by Portsmouth’s other corporate policies and procedures adopted from time to time by the Company. This Code of Ethics supplements the foregoing with respect to all Senior Financial Officers.

Portsmouth’s Senior Financial Officers will:

1. Engage in and promote honest and ethical conduct, acting with integrity and exercising at all times their best independent judgment;
2. Avoid actual or apparent conflicts of interest between personal and professional relationships and disclose to the Company’s Audit Committee and counsel any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
3. Produce full, fair, accurate, timely and understandable disclosure in reports and documents that Portsmouth files with, or submits to, the Securities and Exchange Commission and in other public communications made by Portsmouth;
4. Comply with applicable governmental laws, rules and regulations, as well as the rules and regulations of self-regulatory organizations of which Portsmouth is a member;
5. Maintain the confidentiality of Company information, except when authorized or otherwise required to make any disclosure, and avoid the use of any Company information for personal advantage;
6. Promote ethical and honest behavior among employees under your supervision; and
7. Promptly report any possible violation of this Code of Ethics to the Audit Committee and the Company’s counsel.

All Senior Financial Officers are prohibited from directly or indirectly taking any action to coerce, manipulate, mislead or fraudulently influence Portsmouth’s independent public accountant engaged in the performance of an audit or review of the financial statements of the Company for the purpose of rendering the financial statements of Portsmouth misleading.

The Audit Committee of the Board of Directors shall approve any waiver or amendment of this Code of Ethics, and any such waiver or amendment shall be disclosed promptly as required by law and SEC regulations.

All Senior Financial Officers will be held accountable for their adherence to this Code of Ethics. Failure to observe the terms of this Code of Ethics may result in disciplinary action, up to and including termination of employment. Violations of this Code of Ethics may also constitute violations of law, and may result in civil and criminal penalties for the individual, his or her supervisor and/or Portsmouth.

If a Senior Financial Officer has any questions regarding the best course of action in a particular situation, he or she should promptly contact the Chairman of the Audit Committee or the Company’s counsel. An individual may choose to remain anonymous in reporting any possible violation of this Code of Ethics.

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## CERTIFICATION

I, John V. Winfield, certify that:

1. I have reviewed this Annual Report on Form 10-K of Portsmouth Square, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an Annual Report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing equivalent functions):
  - (a) All significant deficiencies and material weakness in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 28, 2022

/s/ John V. Winfield

John V. Winfield  
Chief Executive Officer  
(Principal Executive Officer)

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## CERTIFICATION

I, David C. Gonzalez, certify that:

1. I have reviewed this Annual Report on Form 10-K of Portsmouth Square, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an Annual Report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing equivalent functions):
  - (a) All significant deficiencies and material weakness in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 28, 2022

/s/ David C. Gonzalez

David C. Gonzalez  
President  
(Interim Principal Financial Officer)

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**Certification of Principal Executive Officer Pursuant to  
18 U.S.C. Section 1350,  
As Adopted Pursuant to  
Section 906 of The Sarbanes-Oxley Act Of 2002**

In connection with the Annual Report of Portsmouth Square, Inc. (the "Company") on Form 10-K for the fiscal year ended June 30, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John V. Winfield, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

- The Report fully complies with the requirements of Section 13(a) or 5(d) of the Securities Exchange Act of 1934; and
- The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

*/s/ John V. Winfield*

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John V. Winfield  
Chief Executive Officer  
(Principal Executive Officer)

Date: September 28, 2022

A signed original of this written statement required by Section 906 has been provided to Portsmouth Square, Inc. and will be retained by Portsmouth Square, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

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**Certification of Principal Financial Officer Pursuant to  
18 U.S.C. Section 1350,  
As Adopted Pursuant to  
Section 906 of The Sarbanes-Oxley Act Of 2002**

In connection with the Annual Report of Portsmouth Square, Inc. (the "Company") on Form 10-K for the fiscal year ended June 30, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David C. Gonzalez, President of the Company, and serving as its Interim Principal Financial Officer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

- The Report fully complies with the requirements of Section 13(a) or 5(d) of the Securities Exchange Act of 1934; and
- The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David C. Gonzalez

David C. Gonzalez  
President  
(Interim Principal Financial Officer)

Date: September 28, 2022

A signed original of this written statement required by Section 906 has been provided to Portsmouth Square, Inc. and will be retained by Portsmouth Square, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

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