

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

FORM 10-Q

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

For the quarterly period ended March 31, 2016

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 0-6877

**SANTA FE FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

NEVADA  
(State or other jurisdiction of  
Incorporation or organization)

95-2452529  
(I.R.S. Employer  
Identification No.)

10940 Wilshire Blvd., Suite 2150, Los Angeles, California 90024  
(Address of principal executive offices) (Zip Code)

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

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

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

Yes  No

The number of shares outstanding of registrant's Common Stock, as of April 22, 2016 was 1,241,810.

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**PART I  
 FINANCIAL INFORMATION**

**Item 1 - Condensed Consolidated Financial Statements**

**SANTA FE FINANCIAL CORPORATION  
 CONDENSED CONSOLIDATED BALANCE SHEETS**

As of	March 31, 2016 (Unaudited)	June 30, 2015
<b>ASSETS</b>		
Investment in Hotel, net	\$ 41,050,000	\$ 39,938,000
Investment in real estate, net	5,042,000	4,972,000
Investment in marketable securities	5,899,000	1,955,000
Other investments, net	663,000	7,711,000
Cash and cash equivalents	5,303,000	1,146,000
Restricted cash - mortgage impounds	474,000	656,000
Accounts receivable - Hotel, net	2,909,000	6,791,000
Other assets, net	3,400,000	4,366,000
Deferred tax asset	11,103,000	8,351,000
<b>Total assets</b>	<b>\$ 75,843,000</b>	<b>\$ 75,886,000</b>
<b>LIABILITIES AND SHAREHOLDERS' DEFICIT</b>		
<b>Liabilities:</b>		
Accounts payable and other liabilities	\$ 17,217,000	\$ 15,975,000
Due to broker	43,000	-
Obligations for securities sold	37,000	-
Other notes payable	14,212,000	9,155,000
Mortgage notes payable - real estate	3,360,000	3,410,000
Mortgage notes payable - Hotel	117,000,000	117,000,000
<b>Total liabilities</b>	<b>151,869,000</b>	<b>145,540,000</b>
<b>Commitments and contingencies</b>		
<b>Shareholders' deficit:</b>		
Common stock - par value \$0.10 per share;		
Authorized shares - 2,000,000;		
Shares issued 1,339,638 and outstanding 1,241,810	134,000	134,000
Additional paid-in capital	8,808,000	8,808,000
Accumulated deficit	(57,320,000)	(52,746,000)
Treasury stock, at cost, 97,828 shares	(951,000)	(951,000)
<b>Total Santa Fe shareholders' deficit</b>	<b>(49,329,000)</b>	<b>(44,755,000)</b>
Noncontrolling interest	(26,697,000)	(24,899,000)
<b>Total shareholders' deficit</b>	<b>(76,026,000)</b>	<b>(69,654,000)</b>
<b>Total liabilities and shareholders' deficit</b>	<b>\$ 75,843,000</b>	<b>\$ 75,886,000</b>

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

**SANTA FE FINANCIAL CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(UNAUDITED)**

For the three months ended March 31,

	<u>2016</u>	<u>2015</u>
<b>Revenues:</b>		
Hotel	\$ 14,481,000	\$ 13,983,000
Real estate	102,000	158,000
Total revenues	<u>14,583,000</u>	<u>14,141,000</u>
Costs and operating expenses:		
Hotel operating expenses	(11,831,000)	(11,997,000)
Hotel restructuring costs	(5,236,000)	-
Real estate operating expenses	(20,000)	(92,000)
Depreciation and amortization expense	(777,000)	(734,000)
General and administrative expense	(254,000)	(240,000)
Total costs and operating expenses	<u>(18,118,000)</u>	<u>(13,063,000)</u>
Income (loss) from operations	<u>(3,535,000)</u>	<u>1,078,000</u>
Other income (expense):		
Interest expense - mortgage	(1,944,000)	(1,938,000)
Net loss on marketable securities	(208,000)	(411,000)
Net unrealized loss on other investments	-	(36,000)
Impairment loss on other investments	(158,000)	(248,000)
Dividend and interest income	6,000	1,000
Trading and margin interest expense	(51,000)	(116,000)
Other expense, net	<u>(2,355,000)</u>	<u>(2,748,000)</u>
Loss before income taxes	(5,890,000)	(1,670,000)
Income tax benefit	<u>1,970,000</u>	<u>503,000</u>
Net loss	(3,920,000)	(1,167,000)
Less: Net loss attributable to the noncontrolling interest	<u>1,395,000</u>	<u>258,000</u>
Net loss attributable to Santa Fe	<u>\$ (2,525,000)</u>	<u>\$ (909,000)</u>
Basic and diluted net loss per share attributable to Santa Fe	<u>\$ (2.03)</u>	<u>\$ (0.73)</u>
Weighted average number of common shares outstanding - basic and diluted	<u>1,241,810</u>	<u>1,241,810</u>

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

**SANTA FE FINANCIAL CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(UNAUDITED)**

For the nine months ended March 31,

	<u>2016</u>	<u>2015</u>
<b>Revenues:</b>		
Hotel	\$ 43,332,000	\$ 42,857,000
Real estate	334,000	475,000
Total revenues	<u>43,666,000</u>	<u>43,332,000</u>
<b>Costs and operating expenses:</b>		
Hotel operating expenses	(34,993,000)	(35,868,000)
Hotel restructuring costs	(5,236,000)	
Real estate operating expenses	(125,000)	(219,000)
Depreciation and amortization expense	(2,288,000)	(2,120,000)
General and administrative expense	(796,000)	(748,000)
Total costs and operating expenses	<u>(43,438,000)</u>	<u>(38,955,000)</u>
Income from operations	<u>228,000</u>	<u>4,377,000</u>
<b>Other income (expense):</b>		
Interest expense - mortgage	(5,874,000)	(5,951,000)
Loss on disposal of assets	(30,000)	(51,000)
Net loss on marketable securities	(2,873,000)	(1,950,000)
Net unrealized loss on other investments	(63,000)	(64,000)
Impairment loss on other investments	(312,000)	(248,000)
Dividend and interest income	8,000	257,000
Trading and margin interest expense	(158,000)	(359,000)
Other expense, net	<u>(9,302,000)</u>	<u>(8,366,000)</u>
Loss before income taxes	(9,074,000)	(3,989,000)
Income tax benefit	<u>2,752,000</u>	<u>1,232,000</u>
Net loss	(6,322,000)	(2,757,000)
Less: Net loss attributable to the noncontrolling interest	<u>1,748,000</u>	<u>547,000</u>
Net loss attributable to Santa Fe	<u>\$ (4,574,000)</u>	<u>\$ (2,210,000)</u>
Basic and diluted net loss per share attributable to Santa Fe	<u>\$ (3.68)</u>	<u>\$ (1.78)</u>
Weighted average number of common shares outstanding - basic and diluted	<u>1,241,810</u>	<u>1,241,810</u>

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

**SANTA FE FINANCIAL CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

<b>For the nine months ended March 31,</b>	<b>2016</b>	<b>2015</b>
<b>Cash flows from operating activities:</b>		
Net loss	\$ (6,322,000)	\$ (2,757,000)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Net unrealized loss on marketable securities	2,987,000	1,975,000
Unrealized loss on other investments	63,000	64,000
Impairment loss on other investments	312,000	248,000
Loss on disposal of assets	30,000	51,000
Depreciation and amortization	2,288,000	2,120,000
Changes in assets and liabilities:		
Investment in marketable securities	(258,000)	195,000
Accounts receivable	3,882,000	301,000
Other assets	1,093,000	(182,000)
Accounts payable and other liabilities	1,242,000	(1,234,000)
Due to securities broker	43,000	(126,000)
Obligations for securities sold	37,000	(102,000)
Deferred tax asset	(2,752,000)	(1,232,000)
Net cash provided by (used in) operating activities	<u>2,645,000</u>	<u>(679,000)</u>
<b>Cash flows from investing activities:</b>		
Payments for hotel and real estate investments	(3,627,000)	(4,081,000)
Payments for other investments	-	(50,000)
Net cash used in investing activities	<u>(3,627,000)</u>	<u>(4,131,000)</u>
<b>Cash flows from financing activities:</b>		
Restricted cash - withdrawal of mortgage impounds, net	182,000	340,000
Net increase in mortgage and other notes payable, net	5,007,000	4,462,000
Redemption payment to noncontrolling interest	(50,000)	-
Net cash provided by financing activities	<u>5,139,000</u>	<u>4,802,000</u>
<b>Net increase (decrease) in cash and cash equivalents:</b>	4,157,000	(8,000)
Cash and cash equivalents at the beginning of the period	1,146,000	1,139,000
Cash and cash equivalents at the end of the period	<u>\$ 5,303,000</u>	<u>\$ 1,131,000</u>
<b>Supplemental information:</b>		
Interest paid	<u>\$ 5,906,000</u>	<u>\$ 6,032,000</u>
<b>Non-cash transaction:</b>		
Conversion of other investments to marketable securities	<u>\$ 6,659,000</u>	<u>\$ -</u>

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

**SANTA FE FINANCIAL CORPORATION**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**NOTE 1 – BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES**

The condensed consolidated financial statements included herein have been prepared by Santa Fe Financial Corporation (“Santa Fe” or the “Company”), without audit, according to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in the condensed consolidated financial statements prepared in accordance with generally accepted accounting principles (U.S. GAAP) have been condensed or omitted pursuant to such rules and regulations, although the Company believes the disclosures that are made are adequate to make the information presented not misleading. Further, the condensed consolidated financial statements reflect, in the opinion of management, all adjustments (which included only normal recurring adjustments) necessary for a fair statement of the financial position, cash flows and results of operations as of and for the periods indicated. It is suggested that these financial statements be read in conjunction with the audited financial statements of Santa Fe and the notes therein included in the Company’s Annual Report on Form 10-K for the year ended June 30, 2015. The June 30, 2015 Condensed Consolidated Balance Sheet was derived from the Company’s Form 10-K for the year ended June 30, 2015.

The results of operations for the three and nine months ended March 31, 2016 are not necessarily indicative of results to be expected for the full fiscal year ending June 30, 2016.

For the three and nine months ended March 31, 2016 and 2015, the Company had no components of comprehensive income other than net income itself.

Santa Fe Financial Corporation, a Nevada corporation, (“Santa Fe” or the “Company”) owns approximately 68.8% of the outstanding common shares of Portsmouth Square, Inc. (“Portsmouth”), a public company. Santa Fe is an 81.7%-owned subsidiary of The InterGroup Corporation (“InterGroup”), a public company. InterGroup also directly owns approximately 13.3% of the common stock of Portsmouth, a public company.

Portsmouth’s primary business is conducted through its general and limited partnership interest in Justice Investors, a California limited partnership (“Justice” or the “Partnership”). Portsmouth controls approximately 93% of the voting interest in Justice and is the sole general partner.

Justice, through its subsidiaries Justice Holdings Company, LLC (“Holdings”), a Delaware Limited Liability Company, Justice Operating Company, LLC (“Operating”) and Justice Mezzanine Company, LLC (“Mezzanine”), owns a 543-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. Holdings and Mezzanine are both a wholly-owned subsidiaries of the Partnership; Operating is a wholly-owned subsidiary of Mezzanine. Mezzanine is the Mezzanine borrower under certain indebtedness of Justice, and in December 2013, the Partnership conveyed ownership of the Hotel to Operating. The Hotel is operated by the partnership as a full service Hilton brand hotel pursuant to a Franchise License Agreement with HLT Franchise Holding LLC (Hilton) . Justice also has a Management Agreement with Prism Hospitality L.P. (“Prism”) to perform management functions for the Hotel. The management agreement with Prism had an original term of ten years and can be terminated at any time with or without cause by the Partnership owner. Effective January 2014, the management agreement with Prism was amended by the Partnership. Effective December 1, 2013, GMP Management, Inc., a company owned by a Justice limited partner and a related party, also provides management services for the Partnership pursuant to a Management Services Agreement, which is for a term of 3 years, but which can be terminated earlier by the Partnership for cause.

In addition to the operations of the Hotel, the Company also generates income from the ownership and management of real estate. On December 31, 1997, the Company acquired a controlling 55.4% interest in InterGroup Woodland Village, Inc. (“Woodland Village”) from InterGroup. Woodland Village’s major asset is a 27-unit apartment complex located in Los Angeles, California. The Company also owns a two-unit apartment building in Los Angeles, California.

Basic loss per share is calculated based upon the weighted average number of common shares outstanding during each respective period. During the three and nine months ended March 31, 2016 and 2015, the Company did not have any potentially dilutive securities outstanding.

### Settlement of Evon Litigation

On February 13, 2014, Evon Corporation ("Evon") filed a complaint in San Francisco Superior Court against the Company, Justice Investors ("Justice" or the "Partnership"), a subsidiary of the Company, and a limited partner and related party of Justice asserting contract and tort claims based on Justice's withholding of \$4.7 million from a payment due to Holdings to pay the transfer tax related to a redemption of partnership interests in the Partnership previously reported by the Company (the "Redemption"). On April 1, 2014, the defendants in the action removed the action to the United States District Court for the Northern District of California. Evon dismissed its complaint on April 8, 2014 and, that same day, filed a second complaint in San Francisco Superior Court substantially similar to the dismissed complaint, except for the omission of a federal cause of action. Evon alleged causes of action for breach of contract and breach of the implied covenant of good faith and fair dealing against Justice only; breach of fiduciary duty against Portsmouth only; conversion against Justice and Portsmouth; and fraud and concealment against Justice, Portsmouth and a Justice limited partner and a related party.

On June 27, 2014, the Partnership commenced an action in San Francisco Superior Court against Evon, Justice Holdings Company, LLC, a subsidiary of the Partnership ("Holdings"), and certain partners of the Partnership who elected an alternative redemption structure in the Partnership. The action seeks a declaration of the correct interpretation of (i) the special allocations sections of the Amended and Restated Agreement of Limited Partnership of Justice, with an effective date of January 1, 2013; and (ii) whether certain partners who elected the alternative redemption structure breached the governing Limited Partnership Interest Redemption Option Agreement. The complaint states that these declarations are relevant to preparation of the Partnership's 2013 and 2014 state and federal tax returns and the associated Forms K-1 to be issued to affected current and former partners. The Partnership filed a First Amended Complaint on October 31, 2014. Evon filed a cross-complaint on December 9, 2014, alleging fraudulent concealment and promissory fraud against the Partnership in connection with the redemption transaction.

On May 5, 2016, Justice Investors and Portsmouth entered into a settlement agreement relating to previously reported litigation with Evon Corporation and certain other parties. Under the settlement agreement, Justice Investors, a subsidiary of Portsmouth, will pay Evon Corporation \$5,575,000 no later than January 10, 2017. This amount was recorded as restructuring cost during the quarter ended March 31, 2016. As of May 13, 2016, payments totaling approximately \$2,600,000 were made related to this settlement.

### Settlement of CCSF Litigation

During the quarter, the Company settled a legal matter that resulted in a benefit of approximately \$389,000, this amount was recorded as a reduction of Hotel restructuring costs.

### Recently Issued Accounting Pronouncements

In March 2016, the FASB issued ASU 2016-09, Compensation - Stock Compensation (Topic 718). This update was issued as part of the FASB's simplification initiative and affects all entities that issue share-based payment awards to their employees. The amendments in this update cover such areas as the recognition of excess tax benefits and deficiencies, the classification of those excess tax benefits on the statement of cash flows, an accounting policy election for forfeitures, the amount an employer can withhold to cover income taxes and still qualify for equity classification and the classification of those taxes paid on the statement of cash flows. This update is effective for annual and interim periods beginning after December 15, 2016, which will require the Company to adopt these provisions in the first quarter of fiscal 2018. This guidance will be applied either prospectively, retrospectively or using a modified retrospective transition method, depending on the area covered in this update. Early adoption is permitted. The Company has not yet selected a transition date nor have we determined the effect of the standard on our ongoing financial reporting.



In January 2016, the FASB issued an update (ASU No. 2016-01, Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities). The amendments in this update impact public business entities as follows: 1) Require equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income. 2) Simplify the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment. When a qualitative assessment indicates that impairment exists, an entity is required to measure the investment at fair value. 3) Eliminate the requirement to disclose the methods and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet. 4) Require entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes. 5) Require an entity to present separately in other comprehensive income the portion of the total change in fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments. 6) Require separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (that is, securities or loans and receivables) on the balance sheet or the accompanying notes to the financial statements. 7) Clarify that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity's other deferred tax assets. The amendments in this update become effective for annual periods and interim periods within those annual periods beginning after December 15, 2017. The Company is currently evaluating the impact of adopting the new guidance on the consolidated financial statements, but it is not expected to have a material impact on its consolidated financial statements.

In November 2015, FASB issued Accounting Standards Update 2015-17, *Income Taxes: Balance Sheet Classification of Deferred Taxes*, which is intended to improve how deferred taxes are classified on organizations' balance sheets by eliminating the current requirement for organizations to present deferred tax liabilities and assets as current and noncurrent in a classified balance sheet. Instead, organizations will now be required to classify all deferred tax assets and liabilities as noncurrent. The changes are effective for financial statements issued for annual periods beginning after December 15, 2016, and interim periods within those annual periods, which means the first quarter of the Company's fiscal year 2018. We are currently reviewing the ASU and assessing the potential impact on the consolidated financial statements.

In July 2015, the FASB issued Accounting Standard Update No. 2015-11, *Simplifying the Measurement of Inventory* ("ASU 2015-11") which requires entities to measure most inventory at the lower of cost and net realizable value. Net realizable value is defined as the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. The guidance is effective for annual and interim periods beginning after December 15, 2016. Though permitted, the Company does not plan to early adopt. We are currently evaluating the impact ASU 2015-11 will have on the Company's consolidated financial statements.

In April 2015, the FASB issued ASU 2015-03, *Simplifying the Presentation of Debt Issuance Costs*, which requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability. ASU 2015-03 is effective for annual periods beginning after December 15, 2015 and early application is permitted. We are in the process of evaluating this guidance.

In February 2015, the FASB issued ASU 2015-02, Consolidation (Topic 810): *Amendments to the Consolidation Analysis*, which changes the consolidation analysis for both the variable interest model and for the voting model for limited partnerships and similar entities. ASU 2015-02 is effective for annual and interim periods beginning after December 15, 2015 and for interim periods within those fiscal years, early application is permitted. ASU 2015-02 provides for one of two methods of transition: retrospective application to each prior period presented; or recognition of the cumulative effect of retrospective application of the new standard in the period of initial application. We are in the process of evaluating this guidance and our method of adoption.

In April 2014, the FASB issued ASU 2014-08, *Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360)* ("ASU 2014-08"). The amendments in ASU 2014-08 provide guidance for the recognition of discontinued operations, change the requirements for reporting discontinued operations in ASC 205-20, "Discontinued Operations" ("ASC 205-20") and require additional disclosures about discontinued operations. ASU 2014-08 is effective for the Company for annual periods beginning after December 15, 2014. The Company adopted this standard in the quarter ended September 30, 2015 and it did not have an impact on its consolidated financial statements as it relates primarily to how items are presented in the financial statements.

In May 2014, the Financial Accounting Standards Board (the "FASB") issued Accounting Standard Update No. 2014-09, *Revenue from Contracts with Customers* ("ASU 2014-09") amending revenue recognition guidance and requiring more detailed disclosures to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The guidance is effective for annual and interim reporting periods beginning after December 15, 2017, with early adoption permitted for annual and interim reporting periods beginning after December 15, 2016. The Company does not plan to early adopt. We are currently evaluating the impact ASU 2014-09 will have on the Company's consolidated financial statements.

In August 2014, the FASB issued Accounting Standard Update No. 2014-15, *Presentation of Financial Statements — Going Concern* ("ASU 2014-15"). The new guidance explicitly requires that management assess an entity's ability to continue as a going concern and may require additional detailed disclosures. ASU 2014-15 is effective for annual periods beginning after December 15, 2016 and interim periods within those annual periods. Though permitted, the Company does not plan to early adopt. The Company does not believe that this standard will have a significant impact on its consolidated financial statements.

#### NOTE 2 – INVESTMENT IN HOTEL, NET

Investment in hotel consisted of the following as of:

<b>March 31, 2016</b>	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Net Book Value</u>
Land	\$ 1,896,000	\$ -	\$ 1,896,000
Furniture and equipment	26,778,000	(22,729,000)	4,049,000
Building and improvements	<u>59,821,000</u>	<u>(24,716,000)</u>	<u>35,105,000</u>
	<u>\$ 88,495,000</u>	<u>\$ (47,445,000)</u>	<u>\$ 41,050,000</u>

  

<b>June 30, 2015</b>	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Net Book Value</u>
Land	\$ 1,896,000	\$ -	\$ 1,896,000
Furniture and equipment	25,958,000	(21,605,000)	4,353,000
Building and improvements	<u>57,494,000</u>	<u>(23,805,000)</u>	<u>33,689,000</u>
	<u>\$ 85,348,000</u>	<u>\$ (45,410,000)</u>	<u>\$ 39,938,000</u>

#### NOTE 3 – INVESTMENT IN REAL ESTATE, NET

The Company owns and operates a 27-unit and 2-unit multi-family apartment complex located in Los Angeles, California and owns land held for development located in Maui, Hawaii. Investment in real estate consisted of the following:

<b>As of</b>	<u>March 31, 2016</u>	<u>June 30, 2015</u>
Land	\$ 2,430,000	\$ 2,430,000
Buildings, improvements and equipment	2,766,000	2,634,000
Accumulated depreciation	<u>(1,127,000)</u>	<u>(1,065,000)</u>
	4,069,000	3,999,000
Land held for development	<u>973,000</u>	<u>973,000</u>
Investment in real estate, net	<u>\$ 5,042,000</u>	<u>\$ 4,972,000</u>

**NOTE 4 - INVESTMENT IN MARKETABLE SECURITIES**

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

At March 31, 2016 and June 30, 2015, 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 March 31, 2016</b>					
Corporate Equities	\$ 9,940,000	\$ 386,000	\$ (4,427,000)	\$ (4,041,000)	\$ 5,899,000
<b>As of June 30, 2015</b>					
Corporate Equities	\$ 3,016,000	\$ 368,000	\$ (1,429,000)	\$ (1,061,000)	\$ 1,955,000

As of March 31, 2016, approximately 86% of the investment marketable securities balance above is comprised of the common stock of Comstock Mining, Inc.

As of March 31, 2016 and June 30, 2015, the Company had \$1,774,000 and \$1,420,000, respectively, of unrealized losses related to securities held for over one year.

Net loss on marketable securities on the statement of operations is comprised of realized and unrealized gains (losses). Below is the composition of the two components for the three and nine months ended March 31, 2016 and 2015, respectively.

<b>For the three months ended March 31,</b>	<b>2016</b>	<b>2015</b>
Realized gain (loss) on marketable securities	\$ 137,000	\$ (75,000)
Unrealized loss on marketable securities	(345,000)	(336,000)
Net loss on marketable securities	\$ (208,000)	\$ (411,000)
<b>For the nine months ended March 31,</b>	<b>2016</b>	<b>2015</b>
Realized gain on marketable securities	\$ 114,000	\$ 25,000
Unrealized loss on marketable securities	(2,987,000)	(1,975,000)
Net loss on marketable securities	\$ (2,873,000)	\$ (1,950,000)

**NOTE 5 – OTHER INVESTMENTS, NET**

The Company may also invest, with the approval of the Securities Investment Committee and other Company guidelines, in private investment equity funds and other unlisted securities, such as convertible notes through private placements. Those investments in non-marketable securities are carried at cost on the Company's balance sheet as part of other investments, net of other than temporary impairment losses. Other investments also include non-marketable warrants carried at fair value.

Other investments, net consist of the following:

Type	March 31, 2016	June 30, 2015
Preferred stock - Comstock, at cost	\$ -	\$ 6,659,000
Private equity hedge fund, at cost	568,000	777,000
Other preferred stock, at cost	95,000	223,000
Warrants - at fair value	-	52,000
	<u>\$ 663,000</u>	<u>\$ 7,711,000</u>

As of June 30, 2015, the Company had \$6,659,000 (6,659 preferred shares) held in Comstock Mining, Inc. ("Comstock" – OTCBB: LODE) 7 1/2% Series A-1 Convertible Preferred Stock (the "A-1 Preferred").

On August 27, 2015, all of such preferred stock was converted into common stock of Comstock. Such shares are now included on the balance sheet under "Investment in marketable securities".

#### NOTE 6 - 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) 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:

##### As of March 31, 2016

Assets:	Level 1	Level 3	Total
Investment in marketable securities:			
Basic materials	\$ 5,060,000	\$ -	\$ 5,060,000
Other	839,000	-	839,000
	<u>\$ 5,899,000</u>	<u>\$ -</u>	<u>\$ 5,899,000</u>

##### As of June 30, 2015

Assets:	Level 1	Level 3	Total
Other investments - warrants	\$ -	\$ 52,000	\$ 52,000
Investment in marketable securities:			
Basic materials	1,392,000	-	1,392,000
Other	563,000	-	563,000
	<u>1,955,000</u>	<u>-</u>	<u>1,955,000</u>
	<u>\$ 1,955,000</u>	<u>\$ 52,000</u>	<u>\$ 2,007,000</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. The fair value of the warrants was determined based upon a Black-Scholes option valuation model.

Financial assets that are measured at fair value on a non-recurring basis and are not included in the tables above include "Other investments, net (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:

Assets	Level 3	March 31, 2016	Net loss for the nine months ended March 31, 2016
Other non-marketable investments	\$ 663,000	\$ 663,000	\$ (312,000)

  

Assets	Level 3	June 30, 2015	Net loss for the nine months ended March 31, 2015
Other non-marketable investments	\$ 7,659,000	\$ 7,659,000	\$ (248,000)

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 and holds less than 20% ownership in each of the 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.

#### NOTE 7 – SEGMENT INFORMATION

The Company operates in three reportable segments, the operation of the hotel (“Hotel Operations”), its multi-family residential properties (“Real Estate Operations”) and the investment of its cash in marketable securities and other investments (“Investment Transactions”). These three operating segments, as presented in the 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 three and nine months ended March 31, 2016 and 2015, respectively. Operating income for rental properties consist of rental income. Operating income from hotel operations consists of the operation of the hotel and operation of the garage. Income (loss) from investment transactions consist of net investment gain (loss), impairment loss on other investments, net unrealized gain (loss) on other investments, dividend and interest income and trading and margin interest expense.

As of and for the three months ended March 31, 2016	Hotel Operations	Real Estate Operations	Investment Transactions	Other	Total
Revenues	\$ 14,481,000	\$ 102,000	\$ -	\$ -	\$ 14,583,000
Segment operating expenses	(17,067,000)	(20,000)	-	(254,000)	(17,341,000)
Segment income (loss)	(2,586,000)	82,000	-	(254,000)	(2,758,000)
Interest expense - mortgage	(1,921,000)	(23,000)	-	-	(1,944,000)
Depreciation and amortization expense	(755,000)	(22,000)	-	-	(777,000)
Loss from investments	-	-	(411,000)	-	(411,000)
Income tax benefit	-	-	-	1,970,000	1,970,000
Net income (loss)	\$ (5,262,000)	\$ 37,000	\$ (411,000)	\$ 1,716,000	\$ (3,920,000)
Total assets	\$ 52,153,000	\$ 5,042,000	\$ 6,562,000	\$ 12,086,000	\$ 75,843,000

As of and for the three months ended March 31, 2015	Hotel Operations	Real Estate Operations	Investment Transactions	Other	Total
Revenues	\$ 13,983,000	\$ 158,000	\$ -	\$ -	\$ 14,141,000
Segment operating expenses	(11,997,000)	(92,000)	-	(240,000)	(12,329,000)
Segment income (loss)	1,986,000	66,000	-	(240,000)	1,812,000
Interest expense - mortgage	(1,913,000)	(25,000)	-	-	(1,938,000)
Depreciation and amortization expense	(719,000)	(15,000)	-	-	(734,000)
Loss from investments	-	-	(810,000)	-	(810,000)
Income tax benefit	-	-	-	503,000	503,000
Net income (loss)	\$ (646,000)	\$ 26,000	\$ (810,000)	\$ 263,000	\$ (1,167,000)
Total assets	\$ 48,175,000	\$ 4,934,000	\$ 10,709,000	\$ 8,581,000	\$ 72,399,000

As of and for the nine months ended March 31, 2016	Hotel Operations	Real Estate Operations	Investment Transactions	Other	Total
Revenues	\$ 43,332,000	\$ 334,000	\$ -	\$ -	\$ 43,666,000
Segment operating expenses	(40,229,000)	(125,000)	-	(796,000)	(41,150,000)
Segment income (loss)	3,103,000	209,000	-	(796,000)	2,516,000
Interest expense - mortgage	(5,803,000)	(71,000)	-	-	(5,874,000)
Loss on disposal of assets	(30,000)	-	-	-	(30,000)
Depreciation and amortization expense	(2,226,000)	(62,000)	-	-	(2,288,000)
Loss from investments	-	-	(3,398,000)	-	(3,398,000)
Income tax benefit	-	-	-	2,752,000	2,752,000
Net income (loss)	\$ (4,956,000)	\$ 76,000	\$ (3,398,000)	\$ 1,956,000	\$ (6,322,000)
Total assets	\$ 52,153,000	\$ 5,042,000	\$ 6,562,000	\$ 12,086,000	\$ 75,843,000

As of and for the nine months ended March 31, 2015	Hotel Operations	Real Estate Operations	Investment Transactions	Other	Total
Revenues	\$ 42,857,000	\$ 475,000	\$ -	\$ -	\$ 43,332,000
Segment operating expenses	(35,868,000)	(219,000)	-	(748,000)	(36,835,000)
Segment loss	6,989,000	256,000	-	(748,000)	6,497,000
Interest expense - mortgage	(5,876,000)	(75,000)	-	-	(5,951,000)
Loss on disposal of assets	(51,000)	-	-	-	(51,000)
Depreciation and amortization expense	(2,074,000)	(46,000)	-	-	(2,120,000)
Income from investments	-	-	(2,364,000)	-	(2,364,000)
Income tax benefit	-	-	-	1,232,000	1,232,000
Net income (loss)	\$ (1,012,000)	\$ 135,000	\$ (2,364,000)	\$ 484,000	\$ (2,757,000)
Total assets	\$ 48,175,000	\$ 4,934,000	\$ 10,709,000	\$ 8,581,000	\$ 72,399,000

#### NOTE 8 – RELATED PARTY TRANSACTIONS

Certain shared costs and expenses, primarily administrative expenses, rent and insurance are allocated among the Company, the Company's parent, Santa Fe and InterGroup, the parent of Santa Fe, based on management's estimate of the pro rata utilization of resources. For the three and nine months ended March 31, 2016 and 2015, these expenses were approximately \$36,000 and \$108,000, for each respective period.

During the three months ended March 31, 2016 and 2015, the Company received management fees from Justice Investors totaling \$141,000 and \$138,000, respectively. During the nine months ended March 31, 2016 and 2015, the Company received management fees from Justice Investors totaling \$441,000 and \$419,000, respectively. These fees are eliminated in consolidation.

In connection with the redemption of limited partnership interests of Justice Investors, Limited Partnership (which took place during fiscal year ended June 30, 2014), Justice Operating Company, LLC agreed to pay a total of \$1,550,000 in fees to certain officers and directors of the Company for services rendered in connection with the redemption of partnership interests, refinancing of Justice's properties and reorganization of Justice Investors. This agreement was superseded by a letter dated December 11, 2013 from Justice Investors, Limited Partnership, in which Justice Investors Limited Partnership assumed the payment obligations of Justice Operating Company, LLC. The first payment under this agreement was made concurrently with the closing of the loan agreements, with the remaining payments due upon Justice Investor's having adequate available cash as described in the letter. As of March 31, 2016, \$400,000 of these fees remains outstanding.

Four of the Portsmouth directors serve as directors of InterGroup. Three of those directors also serve as directors of Santa Fe. The three Santa Fe directors also serve as directors of InterGroup.

John V. Winfield serves as Chief Executive Officer and Chairman of the Company, Portsmouth, and InterGroup. Depending on certain market conditions and various risk factors, the Chief Executive Officer, Portsmouth 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 Portsmouth and InterGroup, at risk in connection with investment decisions made on behalf of the Company.

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**Item 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****FORWARD-LOOKING STATEMENTS AND PROJECTIONS**

The Company may from time to time make forward-looking statements and projections concerning future expectations. When used in this discussion, the words "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," "may," "could," "might" and similar expressions, are intended to identify forward-looking statements. These statements are subject to certain risks and uncertainties, such as national and worldwide economic conditions, including the impact of recessionary conditions on tourism, travel and the lodging industry, the impact of terrorism and war on the national and international economies, including tourism and securities markets, energy and fuel costs, natural disasters, general economic conditions and competition in the hotel industry in the San Francisco area, seasonality, labor relations and labor disruptions, actual and threatened pandemics such as swine flu, partnership distributions, the ability to obtain financing at favorable interest rates and terms, securities markets, regulatory factors, litigation and other factors discussed below in this Report and in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2015, that could cause actual results to differ materially from those projected. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as to the date hereof. The Company undertakes no obligation to publicly release the results of any revisions to those forward-looking statements, which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

**RESULTS OF OPERATIONS**

The Company's principal sources of revenue continue to be derived from the investment of its 68.8% owned subsidiary, Portsmouth, in the Justice Investors limited partnership ("Justice" or the "Partnership"), rental income from its investments in multi-family real estate properties and income received from investment of its cash and securities assets. Justice owns a 543 room hotel property located at 750 Kearny Street, San Francisco, California 94108, known as the "Hilton San Francisco Financial District" (the "Hotel") and related facilities, including a five-level underground parking garage. The financial statements of Justice have been consolidated with those of the Company.

The Hotel is operated by the Partnership as a full service Hilton brand hotel pursuant to a Franchise License Agreement with HLT Franchise Holding LLC (Hilton). The Partnership entered into a Franchise License Agreement with the HLT 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 opening date, with an option to extend the License Agreement for another five years, subject to certain conditions. On June 26, 2015, the Partnership and Hilton entered into an amended franchise agreement which extended the License Agreement through 2030, modified the monthly royalty rate, extended geographic protection to the Partnership and also provided the Partnership certain key money cash incentives to be earned through 2030. The key money cash incentives were received on July 1, 2015.

Justice also has a Management Agreement with Prism Hospitality L.P. ("Prism") to perform management functions for the Hotel. The management agreement with Prism had an original term of ten years and can be terminated at any time with or without cause by the Partnership owner. Effective January 2014, the management agreement with Prism was amended by the Partnership. Effective December 1, 2013, GMP Management, Inc., a company owned by a Justice limited partner and a related party, also provides management services for the Partnership pursuant to a Management Services Agreement, which is for a term of 3 years, but which can be terminated earlier by the Partnership for cause.

The parking garage that is part of the Hotel property is managed by Ace Parking pursuant to a contract with the Partnership. Portsmouth also receives management fees as a general partner of Justice for its services in overseeing and managing the Partnership's assets. Those fees are eliminated in consolidation.

On May 5, 2016, Justice Investors and Portsmouth entered into a settlement agreement relating to previously reported litigation with Evon Corporation and certain other parties. Under the settlement agreement, Justice Investors, a subsidiary of Portsmouth, will pay Evon Corporation \$5,575,000 no later than January 10, 2017. This amount was recorded as restructuring cost during the quarter ended March 31, 2016. As of May 13, 2016, payments totaling approximately \$2,600,000 were made related to this settlement.

During the quarter, the Company settled a legal matter that resulted in a benefit of approximately \$389,000, this amount was recorded as a reduction of Hotel restructuring costs.

Please see NOTE 1 of the condensed consolidated financial statements for further details on the two legal settlements.

In addition to the operations of the Hotel, the Company also generates income from the ownership and management of real estate. On December 31, 1997, the Company acquired a controlling 55.4% interest in Intergroup Woodland Village, Inc. ("Woodland Village") from InterGroup. Woodland Village's major asset is a 27-unit apartment complex located in Los Angeles, California. The Company also owns a two-unit apartment building in Los Angeles, California.

### Three months Ended March 31, 2016 Compared to Three months Ended March 31, 2015

The Company had a net loss of \$3,920,000 for the three months ended March 31, 2016 compared to a net loss of \$1,167,000 for the three months ended March 31, 2015. The increase in the net loss is primarily attributable to the Hotel related restructuring costs incurred during the quarter partially offset by the improvement in the Hotel operations.

The Company had a net loss from hotel operations of \$5,262,000 for the three months ended March 31, 2016, compared to a net loss of \$646,000 for the three months ended March 31, 2015 primarily as the result of Hotel restructuring costs of \$5,236,000 related to the two legal settlements noted above. Hotel revenues increased during the current quarter while operating expenses remained relatively consistent.

The following table sets forth a more detailed presentation of Hotel operations for the three months ended March 31, 2016 and 2015.

<b>For the three months ended March 31,</b>	<b>2016</b>	<b>2015</b>
Hotel revenues:		
Hotel rooms	\$ 11,764,000	\$ 10,824,000
Food and beverage	1,739,000	2,164,000
Garage	666,000	699,000
Other operating departments	312,000	296,000
Total hotel revenues	14,481,000	13,983,000
Operating expenses excluding restructuring costs, depreciation and amortization	(11,831,000)	(11,997,000)
Hotel restructuring costs	(5,236,000)	-
Operating (loss) income before interest, depreciation and amortization	(2,586,000)	1,986,000
Interest expense - mortgage	(1,921,000)	(1,913,000)
Depreciation and amortization expense	(755,000)	(719,000)
Net loss from Hotel operations	<u>\$ (5,262,000)</u>	<u>\$ (646,000)</u>

For the three months ended March 31, 2016, the Hotel incurred an operating loss of \$2,586,000 before interest, depreciation and amortization on total operating revenues of \$14,481,000 compared to operating income of \$1,986,000 before interest, depreciation and amortization on total operating revenues of \$13,983,000 for the three months ended March 31, 2015. Room revenues increased by \$940,000 for the three months ended March 31, 2016 compared to the three months ended March 31, 2015 primarily as the result of the increase in the transient room rate and the new contract with Virgin Atlantic Airlines. Food and beverage revenue decreased by \$425,000 as the result of the Superbowl week and catering and banquet services from groups not materializing as anticipated.

Total operating expenses decreased by \$166,000 this quarter as compared to the previous comparable quarter primarily due to a decrease in franchise fees. Franchise fees decreased as the result of the new Hilton franchise agreement.



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 three months ended March 31, 2016 and 2015.

Three Months Ended March 31,	Average Daily Rate	Average Occupancy %	RevPAR
2016	\$ 265	90%	\$ 238
2015	\$ 242	91%	\$ 221

The Hotel's revenues increased by 3.6% this quarter as compared to the previous comparable quarter. Average daily rate increased by \$23 and RevPAR increased by \$17 for the three months ended March 31, 2016 compared to the three months ended March 31, 2015.

Our highest priority is guest satisfaction. We believe that enhancing the guest experience differentiates the Hotel from our competition by building the most sustainable guest loyalty program. In order to make a large impact on guest experience, the hotel will continue training team members on Hilton brand standards and guest satisfaction, hiring and retaining talents in key operations, and enhancing the arrival experience. In addition, the Hotel replaced the carpet flooring in the lobby and the fourth floor with oak wood, creating an open and welcoming environment; modernized the furniture in the lobby, the porte cochere, and the second floor; and replaced the third floor carpets and doors. The Wellness Center on the fifth floor features a new spa with two treatment rooms and a room for manicure and pedicure which has been doing well. The fitness center has been expanded with state of the art equipment.

In order to further enhance the guest experience, the Hotel plans to renovate the fourth floor meeting rooms to make a state of the art meeting space and, concurrently, to renovate the fourth floor bathrooms. The hotel will remodel guest room bathrooms with modern shower amenities and update desk tables and the night stands with granite tops for a sleek and modern look. The Hotel is also looking into converting the carpet in the rooms to hardwood floors. Finally, the Hotel, in conjunction with the Chinese Cultural Center, is developing a landscape area on the Pedestrian Bridge that connects the Hotel to Portsmouth Square. We continue to take steps that further develop our ties with the local Chinese community and the city of San Francisco, representing good corporate citizenship and promoting important new business opportunities.

The Company had a net loss on marketable securities of \$208,000 for the three months ended March 31, 2016 compared to a net loss on marketable securities of \$411,000 for the three months ended March 31, 2015. The Company had an unrealized loss of \$403,000 related to the Company's investment in the common stock of Comstock Mining, Inc. during three months ended March 31, 2016. Such investments represent approximately 86% of the Company's portfolio as of March 31, 2016. For the three months ended March 31, 2016, the Company had a net realized gain of \$137,000 and a net unrealized loss of \$345,000. For the three months ended March 31, 2015, the Company had a net realized loss of \$75,000 and a net unrealized loss of \$336,000. 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 three months ended March 31, 2016 and 2015, the Company performed an impairment analysis of its other investments and determined that its investments had an other than temporary impairment and recorded an impairment loss of \$158,000 in the current quarter as compared to an impairment loss of \$248,000 in the prior year comparable quarter.

The Company and its subsidiary, Portsmouth, compute and file income tax returns and prepare discrete income tax provisions for financial reporting. The income tax benefit during the three months ended March 31, 2016 and 2015 represents primarily the income tax effect on the Portsmouth's pretax loss which includes its share in net income(loss) of the Hotel.

#### **Nine months Ended March 31, 2016 Compared to Nine months Ended March 31, 2015**

The Company had a net loss of \$6,322,000 for the nine months ended March 31, 2016 compared to a net loss of \$2,757,000 for the nine months ended March 31, 2015. The increase in the net loss is primarily attributable to the Hotel restructuring costs and the higher net loss on marketable securities as the result of the decrease in the market value of the Company's holdings in common stock of Comstock Mining, Inc., partially offset by the improvement in the Hotel operations.

The Company had a net loss from hotel operations of \$4,956,000 for the nine months ended March 31, 2016 compared to a net loss of \$1,012,000 for the nine months ended March 31, 2015 primarily as the result of Hotel restructuring costs of \$5,236,000 related to the two legal settlements noted above. Hotel revenues increased during the nine months ended March 31, 2016 while operating expenses also decreased during the same period.

The following table sets forth a more detailed presentation of Hotel operations for the nine months ended March 31, 2016 and 2015.

<b>For the nine months ended March 31,</b>	<b>2016</b>	<b>2015</b>
<b>Hotel revenues:</b>		
Hotel rooms	\$ 35,167,000	\$ 34,084,000
Food and beverage	5,247,000	5,810,000
Garage	2,025,000	2,117,000
Other operating departments	893,000	846,000
<b>Total hotel revenues</b>	<b>43,332,000</b>	<b>42,857,000</b>
Operating expenses excluding restructuring costs, depreciation and amortization	(34,993,000)	(35,868,000)
Hotel restructuring costs	(5,236,000)	-
<b>Operating income before loss on disposal of assets, interest and depreciation and amortization</b>	<b>3,103,000</b>	<b>6,989,000</b>
Loss on disposal of assets	(30,000)	(51,000)
Interest expense - mortgage	(5,803,000)	(5,876,000)
Depreciation and amortization expense	(2,226,000)	(2,074,000)
<b>Net loss from Hotel operations</b>	<b>\$ (4,956,000)</b>	<b>\$ (1,012,000)</b>

For the nine months ended March 31, 2016, the Hotel generated operating income of \$3,103,000 before the loss on disposal of assets and interest and depreciation and amortization on total operating revenues of \$43,332,000 compared to operating income of \$6,989,000 before the loss on disposal of assets and interest and depreciation and amortization on total operating revenues of \$42,857,000 for the nine months ended March 31, 2015. Room revenues increased by \$1,083,000 for the nine months ended March 31, 2016 compared to the nine months ended March 31, 2015 primarily as the result of the increase in the transient room rate and the new contract with Virgin Atlantic Airlines. Food and beverage revenue decreased by \$563,000 as the result of the Superbowl week and catering and banquet services from groups not materializing as anticipated.

Operating expenses decreased by \$875,000 compared to the prior comparable period primarily due to reduced royalty fees per the new Hilton franchise agreement and decrease in legal expenses as the result of the current litigation.

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 nine months ended March 31, 2016 and 2015.

<b>Nine months Ended March 31,</b>	<b>Average Daily Rate</b>	<b>Average Occupancy %</b>	<b>RevPAR</b>
<b>2016</b>	\$ 258	91%	\$ 235
<b>2015</b>	\$ 248	92%	\$ 229

The Hotel's revenues increased by 1.1% for the nine months ended March 31, 2016 compared to the same period ended March 31, 2015. Average daily rate increased by \$10 and RevPAR increased by \$6 for the nine months ended March 31, 2016 compared to the nine months ended March 31, 2015. The increases were offset by the decrease in the average occupancy by 1%.

Our highest priority is guest satisfaction. We believe that enhancing the guest experience differentiates the Hotel from our competition by building the most sustainable guest loyalty program. In order to make a large impact on guest experience, the hotel will continue training team members on Hilton brand standards and guest satisfaction, hiring and retaining talents in key operations and enhancing the arrival experience. In addition, the Hotel replaced the carpet flooring in the lobby and the fourth floor with oak wood, creating an open and welcoming environment; modernized the furniture in the lobby, the porte cochere, and the second floor; and replaced the third floor carpets and doors. The Wellness Center on the fifth floor features a new spa with two treatment rooms and a room for manicure and pedicure which has been doing well. The fitness center has been expanded with state of the art equipment.

In order to further enhance the guest experience, the Hotel plans to renovate the fourth floor meeting rooms to make a state of the art meeting space and, concurrently, to renovate the fourth floor bathrooms. The hotel will remodel guest room bathrooms with modern shower amenities and update desk tables and the night stands with granite tops for a sleek and modern look. The Hotel is also looking into converting the carpet in the rooms to hardwood floors. Finally, the Hotel, in conjunction with the Chinese Cultural Center, is developing a landscape area on the Pedestrian Bridge that connects the Hotel to Portsmouth Square. We continue to take steps that further develop our ties with the local Chinese community and the city of San Francisco, representing good corporate citizenship and promoting important new business opportunities.

Real estate revenues decreased to \$334,000 for the nine months ended March 31, 2016 compared to \$475,000 for the same period in the prior year primarily due to the vacancy and renovation of approximately 30% of the units which are currently undergoing major renovations that will improve the rents in the future. Real estate operating expenses also decreased to \$125,000 compared to \$219,000 as the result of the vacancies.

The Company had a net loss on marketable securities of \$2,873,000 for the nine months ended March 31, 2016 compared to a net loss on marketable securities of \$1,950,000 for the nine months ended March 31, 2015. Approximately \$2,603,000 of the \$2,873,000 net loss is related to the Company's investment in the common stock of Comstock Mining, Inc. Such investments represent approximately 86% of the Company's portfolio as of March 31, 2016. For the nine months ended March 31, 2016, the Company had a net realized gain of \$114,000 and a net unrealized loss of \$2,987,000. For the nine months ended March 31, 2015, the Company had a net realized gain of \$25,000 and a net unrealized loss of \$1,975,000. 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 nine months ended March 31, 2016 and 2015, the Company performed an impairment analysis of its other investments and determined that its investments had an other than temporary impairment and recorded impairment losses of \$312,000 in the current period as compared to \$248,000 in the prior year comparable period.

The Company and its subsidiary, Portsmouth, compute and file income tax returns and prepare discrete income tax provisions for financial reporting. The income tax benefit during the nine months ended March 31, 2016 and 2015 represents primarily the income tax effect on the Portsmouth's pretax loss which includes its share in net income (loss) of the Hotel.

**MARKETABLE SECURITIES**

As of March 31, 2016 and June 30, 2015, the Company had investments in marketable equity securities of \$5,899,000 and \$1,955,000, respectively. The following table shows the composition of the Company's marketable securities portfolio by selected industry groups as:

<b>As of March 31, 2016</b>		
Industry Group	Fair Value	% of Total Investment Securities
Basic materials	\$ 5,060,000	85.8%
Other	839,000	14.2%
	<u>\$ 5,899,000</u>	<u>100.0%</u>
<b>As of June 30, 2015</b>		
Industry Group	Fair Value	% of Total Investment Securities
Basic materials	\$ 1,392,000	71.2%
Other	563,000	28.8%
	<u>\$ 1,955,000</u>	<u>100.0%</u>

The Company's investment in marketable securities portfolio consists primarily of (85.8%) of the common stock of Comstock Mining, Inc. ("Comstock" - NYSE MKT: LODE) which is included in the basic materials industry group. The significant increase in the Company's investment in Comstock was due to the conversion of the \$6,659,000 (6,659 preferred shares) held in Comstock Mining, Inc. ("Comstock" - OTCBB: LODE) 7 1/2% Series A-1 Convertible Preferred Stock (the "A-1 Preferred") to common stock on August 27, 2015. The A-1 Preferred was previously included in other investments prior to its conversion.

Marketable securities are stated at fair value as determined by the most recently traded price of each security at the balance sheet date.

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.

	<b>2016</b>	<b>2015</b>
<b>For the three months ended March 31,</b>		
Net loss on marketable securities	\$ (208,000)	\$ (411,000)
Net unrealized loss on other investments	-	(36,000)
Impairment loss on other investments	(158,000)	(248,000)
Dividend and interest income	6,000	1,000
Margin interest expense	(11,000)	(23,000)
Trading and management expenses	(40,000)	(93,000)
	<u>\$ (411,000)</u>	<u>\$ (810,000)</u>
<b>For the nine months ended March 31,</b>		
Net loss on marketable securities	\$ (2,873,000)	\$ (1,950,000)
Net unrealized loss on other investments	(63,000)	(64,000)
Impairment loss on other investments	(312,000)	(248,000)
Dividend and interest income	8,000	257,000
Margin interest expense	(32,000)	(81,000)
Trading and management expenses	(126,000)	(278,000)
	<u>\$ (3,398,000)</u>	<u>\$ (2,364,000)</u>

## FINANCIAL CONDITION AND LIQUIDITY

The Company's cash flows are primarily generated from its Hotel operations and general partner management fees from Justice Investors. The Company also generates cash from the investment of its cash and marketable securities, other investments and the ownership of real estate.

On December 18, 2013, the Partnership completed an Offer to Redeem any and all limited partnership interests not held by Portsmouth. As a result, Portsmouth, which prior to the Offer to Redeem owned 50% of the then outstanding limited partnership interests now controls approximately 93% of the voting interest in Justice and is now its sole General Partner.

To fund redemption of limited partnership interests and to repay the prior mortgage, Justice obtained a \$97,000,000 mortgage loan and a \$20,000,000 mezzanine loan. The mortgage loan is secured by the Partnership's principal asset, the Hotel. The mortgage loan initially bears an interest rate of 5.28% per annum and matures in January 2024. As additional security for the mortgage loan, there is a limited 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 initially bears interest at 9.75% per annum and matures in January 2024. As additional security for the mezzanine loan, there is a limited guaranty executed by the Company in favor of mezzanine lender.

On May 5, 2016, Justice Investors and Portsmouth entered into a settlement agreement relating to previously reported litigation with Evon Corporation and certain other parties. Under the settlement agreement, Justice Investors, a subsidiary of Portsmouth, will pay Evon Corporation \$5,575,000 no later than January 10, 2017. This amount was recorded as restructuring cost during the quarter ended March 31, 2016. As of May 13, 2016, payments totaling approximately \$2,600,000 were made related to this settlement.

During the quarter, the Company settled a legal matter that resulted in a benefit of approximately \$389,000, this amount was recorded as a reduction of Hotel restructuring costs.

Please see NOTE 1 of the condensed consolidated financial statements for further details on the two legal settlements.

On July 2, 2014, the Partnership obtained from the Intergroup Corporation (parent company of Portsmouth) 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 proceeds of the loan were applied to the July 2014 payments to Holdings described in Note 2 of the Company's Annual Report on Form 10-K for the year ended June 30, 2015.

Despite an uncertain economy, the Hotel has continued to generate strong revenue growth. While the debt service requirements related the new loans and the legal settlement may create some additional risk for the Company and its ability to generate cash flows in the future, management believes that cash flows from the operations of the Hotel and the garage will continue to be sufficient to meet all of the Partnership's current and future obligations and financial requirements.

The Company has invested in short-term, income-producing instruments and in equity and debt securities when deemed appropriate. The Company's marketable securities are classified as trading with unrealized gains and losses recorded through the consolidated statements of operations.

Management believes that its cash, marketable securities, other investments, real estate operations and the cash flows generated from those assets and from the partnership management fees, will be adequate to meet the Company's current and future obligations.

**MATERIAL CONTRACTUAL OBLIGATIONS**

The following table provides a summary as of March 31, 2016, the Company's material financial obligations which also including interest payments:

	Total	3 Months 2016	Year 2017	Year 2018	Year 2019	Year 2020	Thereafter
Mortgage notes payable	\$ 120,360,000	\$ 17,000	\$ 744,000	\$ 1,473,000	\$ 1,552,000	\$ 1,636,000	\$ 114,938,000
Other notes payable	14,212,000	2,873,000	7,652,000	363,000	317,000	317,000	2,690,000
Interest	44,706,000	1,845,000	7,443,000	6,714,000	6,130,000	5,599,000	16,975,000
Total	\$ 179,278,000	\$ 4,735,000	\$ 15,839,000	\$ 8,550,000	\$ 7,999,000	\$ 7,552,000	\$ 134,603,000

**OFF BALANCE SHEET ARRANGEMENTS**

The Company has no 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 the Company has the power and ability to adjust hotel room rates on an ongoing basis, there should be minimal impact on partnership revenues due to inflation. Partnership revenues are also subject to interest rate risks, which may be influenced by inflation. For the two most recent fiscal years, the impact of inflation on the Company's income is not viewed by management as material.

The Company's residential rental properties provide income from short-term operating leases and no lease extends beyond one year. Rental increases are expected to offset anticipated increased property operating expenses.

**CRITICAL ACCOUNTING POLICIES AND USE OF ESTIMATES**

Critical accounting policies are those that are most significant to the presentation 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 condensed 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 on-going 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. There have been no material changes to the Company's critical accounting policies during the nine months ended March 31, 2016. Please refer to the Company's Annual Report on Form 10-K for the year ended June 30, 2015 for a summary of the critical accounting policies.

**Item 4. 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) and 15d-15(e) under the Exchange Act) as of the end of the quarterly period covered by this Quarterly Report on Form 10-Q. Based upon such evaluation, the Chief Executive Officer and Principal Financial Officer have concluded that, as of the end of such period, the Company's 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.

**CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING**

There have been no changes in the Company's internal control over financial reporting during the last quarterly period covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II.  
OTHER INFORMATION**

**Item 6. Exhibits.**

- 31.1 Certification of Principal Executive Officer of Periodic Report Pursuant to Rule 13a-14(a) and Rule 15d-14(a).
- 31.2 Certification of Principal Financial Officer of Periodic Report Pursuant to Rule 13a-14(a) and Rule 15d-14(a).
- 32.1 Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350.
- 32.2 Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350.

**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.

SANTA FE FINANCIAL CORPORATION  
(Registrant)

Date: May 13, 2016

by /s/ John V. Winfield  
John V. Winfield, President,  
Chairman of the Board and  
Chief Executive Officer

Date: May 13, 2016

by /s/ David T. Nguyen  
David T. Nguyen, Treasurer  
and Controller

**CERTIFICATION**

I, John V. Winfield, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Santa Fe Financial Corporation;
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: May 13, 2016

/s/ John V. Winfield  
John V. Winfield  
President and Chief Executive Officer  
(Principal Executive Officer)



**CERTIFICATION**

I, David T. Nguyen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Santa Fe Financial Corporation;
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: May 13, 2016

/s/ David T. Nguyen  
David T. Nguyen  
Treasurer and Controller  
(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 Quarterly Report of Santa Fe Financial Corporation (the "Company") on Form 10-Q for the quarterly period ended March 31, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John V. Winfield, President and 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

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

Date: May 13, 2016

A signed original of this written statement required by Section 906 has been provided to Santa Fe Financial Corporation and will be retained by Santa Fe Financial Corporation 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 Quarterly Report of Santa Fe Financial Corporation (the "Company") on Form 10-Q for the quarterly period ended March 31, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David T. Nguyen, Treasurer and Controller of the Company, serving as its 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 T. Nguyen

David T. Nguyen  
Treasurer and Controller  
(Principal Financial Officer)

Date: May 13, 2016

A signed original of this written statement required by Section 906 has been provided to Santa Fe Financial Corporation and will be retained by Santa Fe Financial Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

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