

**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, 2015**

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. [X] 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). [X] 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 [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act): [ ] Yes [X] No

The number of shares outstanding of registrant's Common Stock, as of April 24, 2015 was 1,241,810.

## TABLE OF CONTENTS

<b>PART I – FINANCIAL INFORMATION</b>		<b>Page</b>
Item 1.	Financial Statements.	
	Condensed Consolidated Balance Sheets as of March 31, 2015 (Unaudited) and June 30, 2014.	3
	Condensed Consolidated Statements of Operations (Unaudited) for the Three months ended March 31, 2015 and 2014.	4
	Condensed Consolidated Statements of Operations (Unaudited) for the Nine months ended March 31, 2015 and 2014.	5
	Condensed Consolidated Statements of Cash Flows (Unaudited) for the Nine months ended March 31, 2015 and 2014.	6
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations.	14
Item 4.	Controls and Procedures.	21
<b>PART II – OTHER INFORMATION</b>		
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	21
Item 6.	Exhibits.	22
	Signatures	22

**PART I  
FINANCIAL INFORMATION**

**Item 1 - Condensed Consolidated Financial Statements**

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

<b>As of</b>	<b>March 31, 2015 (Unaudited)</b>	<b>June 30, 2014</b>
<b>ASSETS</b>		
Investment in hotel, net	\$ 39,697,000	\$ 37,883,000
Investment in real estate, net	4,934,000	4,981,000
Investment in marketable securities	2,761,000	4,931,000
Other investments, net	7,948,000	8,210,000
Cash and cash equivalents	1,131,000	1,139,000
Restricted cash - redemption	-	16,163,000
Restricted cash - mortgage impounds	604,000	944,000
Accounts receivable - hotel, net	1,663,000	1,964,000
Other assets, net	5,183,000	4,858,000
Deferred tax asset	8,478,000	7,246,000
	<u>72,399,000</u>	<u>88,319,000</u>
Total assets	<u>\$ 72,399,000</u>	<u>\$ 88,319,000</u>
<b>LIABILITIES AND SHAREHOLDERS' DEFICIT</b>		
Liabilities:		
Accounts payable and other liabilities	\$ 15,659,000	\$ 16,893,000
Redemption payable	-	16,163,000
Due to securities broker	872,000	998,000
Obligations for securities sold	-	102,000
Other notes payable	4,791,000	282,000
Mortgage notes payable - real estate	3,425,000	3,472,000
Mortgage notes payable - hotel	117,000,000	117,000,000
	<u>141,747,000</u>	<u>154,910,000</u>
Total liabilities	<u>141,747,000</u>	<u>154,910,000</u>
Commitments and contingencies		
<b>Shareholders' deficit:</b>		
Common stock - par value \$.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	(52,469,000)	(50,259,000)
Treasury stock, at cost, 97,828 shares	(951,000)	(951,000)
Total Santa Fe shareholders' deficit	<u>(44,478,000)</u>	<u>(42,268,000)</u>
Noncontrolling interest	<u>(24,870,000)</u>	<u>(24,323,000)</u>
Total shareholders' deficit	<u>(69,348,000)</u>	<u>(66,591,000)</u>
Total liabilities and shareholders' deficit	<u>\$ 72,399,000</u>	<u>\$ 88,319,000</u>

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

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

<b>For the three months ended March 31,</b>	<u><b>2015</b></u>	<u><b>2014</b></u>
<b>Revenues:</b>		
Hotel	\$ 13,983,000	\$ 11,849,000
Real estate	<u>158,000</u>	<u>163,000</u>
Total revenues	<u>14,141,000</u>	<u>12,012,000</u>
 Costs and operating expenses:		
Hotel operating expenses	(11,997,000)	(10,620,000)
Hotel restructuring costs	-	300,000
Real estate operating expenses	(92,000)	(89,000)
Depreciation and amortization expense	(734,000)	(481,000)
General and administrative expense	<u>(240,000)</u>	<u>(261,000)</u>
 Total costs and operating expenses	<u>(13,063,000)</u>	<u>(11,151,000)</u>
 Income from operations	<u>1,078,000</u>	<u>861,000</u>
 Other income (expense):		
Interest expense - mortgage	(1,938,000)	(1,791,000)
Net (loss) gain on marketable securities	(411,000)	26,000
Impairment loss on other investments	(248,000)	-
Net unrealized (loss) gain on other investments	(36,000)	68,000
Dividend and interest income	1,000	2,000
Trading and margin interest expense	<u>(116,000)</u>	<u>(136,000)</u>
 Other expense, net	<u>(2,748,000)</u>	<u>(1,831,000)</u>
 Loss before income taxes	(1,670,000)	(970,000)
Income tax benefit	<u>503,000</u>	<u>332,000</u>
 Net loss	(1,167,000)	(638,000)
Less: Net loss attributable to the noncontrolling interest	<u>258,000</u>	<u>194,000</u>
 Net loss attributable to Santa Fe	<u>\$ (909,000)</u>	<u>\$ (444,000)</u>
 Basic and diluted net loss per share attributable to Santa Fe	<u>\$ (0.73)</u>	<u>\$ (0.36)</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)**

<b>For the nine months ended March 31,</b>	<u><b>2015</b></u>	<u><b>2014</b></u>
<b>Revenues:</b>		
Hotel	\$ 42,857,000	\$ 37,428,000
Real estate	475,000	469,000
Total revenues	<u>43,332,000</u>	<u>37,897,000</u>
 Costs and operating expenses:		
Hotel operating expenses	(35,868,000)	(29,645,000)
Hotel restructuring costs	-	(6,995,000)
Hotel occupancy tax - penalty fees	-	(1,084,000)
Real estate operating expenses	(219,000)	(331,000)
Depreciation and amortization expense	(2,120,000)	(1,858,000)
General and administrative expense	<u>(748,000)</u>	<u>(758,000)</u>
Total costs and operating expenses	<u>(38,955,000)</u>	<u>(40,671,000)</u>
Income (loss) from operations	<u>4,377,000</u>	<u>(2,774,000)</u>
 Other income (expense):		
Interest expense - mortgage	(5,951,000)	(3,245,000)
Interest expense - occupancy tax	-	(328,000)
Loss on extinguishment of debt	-	(3,910,000)
Loss on disposal of assets	(51,000)	(1,092,000)
Net (loss) gain on marketable securities	(1,950,000)	326,000
Impairment loss on other investments	(248,000)	-
Net unrealized (loss) gain on other investments	(64,000)	64,000
Dividend and interest income	257,000	258,000
Trading and margin interest expense	<u>(359,000)</u>	<u>(384,000)</u>
Other expense, net	<u>(8,366,000)</u>	<u>(8,311,000)</u>
Loss before income taxes	(3,989,000)	(11,085,000)
Income tax benefit	<u>1,232,000</u>	<u>2,593,000</u>
Net loss	(2,757,000)	(8,492,000)
Less: Net loss attributable to the noncontrolling interest	<u>547,000</u>	<u>2,423,000</u>
Net loss attributable to Santa Fe	<u>\$ (2,210,000)</u>	<u>\$ (6,069,000)</u>
Basic and diluted net loss per share attributable to Santa Fe	<u>\$ (1.78)</u>	<u>\$ (4.89)</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>	<u><b>2015</b></u>	<u><b>2014</b></u>
<b>Cash flows from operating activities:</b>		
Net loss	\$ (2,757,000)	\$ (8,492,000)
Adjustments to reconcile net loss to net cash used in operating activities:		
Net unrealized loss (gain) on marketable securities	1,975,000	(54,000)
Impairment loss on other investments	248,000	-
Unrealized loss (gain) on other investments	64,000	(64,000)
Loss on extinguishment of debt	-	3,910,000
Loss on disposal of assets	51,000	1,092,000
Depreciation and amortization	2,120,000	1,858,000
Changes in assets and liabilities:		
Investment in marketable securities	195,000	653,000
Accounts receivable	301,000	216,000
Other assets	(182,000)	(2,469,000)
Accounts payable and other liabilities	(1,234,000)	6,491,000
Due to securities broker	(126,000)	93,000
Obligations for securities sold	(102,000)	(928,000)
Deferred tax asset	(1,232,000)	(2,593,000)
Net cash used in operating activities	<u>(679,000)</u>	<u>(287,000)</u>
<b>Cash flows from investing activities:</b>		
Payments for hotel and real estate investments	(4,081,000)	(2,258,000)
Payments for other investments	(50,000)	(150,000)
Net cash used in investing activities	<u>(4,131,000)</u>	<u>(2,408,000)</u>
<b>Cash flows from financing activities:</b>		
Restricted cash - withdrawal of (payments to) mortgage impounds, net	340,000	(1,359,000)
Redemption payments, net	-	(64,152,000)
Proceeds from mortgage and other notes payable, net	4,462,000	68,568,000
Net cash provided by financing activities	<u>4,802,000</u>	<u>3,057,000</u>
<b>Net (decrease) increase in cash and cash equivalents:</b>	(8,000)	362,000
Cash and cash equivalents at the beginning of the period	1,139,000	688,000
Cash and cash equivalents at the end of the period	<u>\$ 1,131,000</u>	<u>\$ 1,050,000</u>
Supplemental information:		
Interest paid	<u>\$ 6,032,000</u>	<u>\$ 3,354,000</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, 2014. The June 30, 2014 Condensed Consolidated Balance Sheet was derived from the Company’s Form 10-K for the year ended June 30, 2014.

The results of operations for the three and nine months ended March 31, 2015 are not necessarily indicative of results to be expected for the full fiscal year ending June 30, 2015.

For the three and nine months ended March 31, 2015 and 2014, 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 81.3%-owned subsidiary of The InterGroup Corporation (‘‘InterGroup’’), a public company. InterGroup also directly owns approximately 13.1% 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. The financial statements of Justice are consolidated with those of the Company.

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 Hilton Hotels Corporation. 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 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.

Management believes that the revenues expected to be generated from the operations of the hotel, garage and leases will be sufficient to meet all of the Partnership’s current and future obligations and financial requirements. Management also believes that there is significant value in the Hotel to support additional borrowings, if necessary.

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 income 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, 2015 and 2014, the Company did not have any potentially dilutive securities outstanding.

### Recently Issued Accounting Pronouncements

Accounting Standards Update No. 2015-02, Consolidation (Topic 810): Amendments to the Consolidation Analysis. The amendments in this ASU are intended to improve targeted areas of consolidation guidance for legal entities such as limited partnerships, limited liability corporations, and securitization structures (collateralized debt obligations, collateralized loan obligations, and mortgage-backed security transactions). The ASU reduces the number of consolidation models from four to two, thereby simplifying the criteria for consolidation by: (a) Placing more emphasis on risk of loss when determining a controlling financial interest. A reporting organization may no longer have to consolidate a legal entity in certain circumstances based solely on its fee arrangement, when certain criteria are met; (b) Reducing the frequency of the application of related-party guidance when determining a controlling financial interest in a variable interest entity (VIE) and changing consolidation conclusions in several industries that typically make use of limited partnerships or VIEs. The ASU will be effective for periods beginning after December 15, 2015, with early adoption permitted. The Company plans to adopt these provisions in the third quarter of 2016 and currently does not expect the adoption to have a material impact on its consolidated financial statements.

In May 2014, the FASB issued Update No. 2014-09, Revenue from Contracts with Customers (Topic 606). The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should 1) identify the contract(s) with a customer, 2) identify the performance obligations in the contract, 3) determine the transaction price, 4) allocate the transaction price to the performance obligations in the contract, and 5) recognize revenue when (or as) the entity satisfies a performance obligation. This update is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period, and early adoption is not permitted. The Company is in the process of evaluating the impact of this standard on its financial statements.

### NOTE 2 – INVESTMENT IN HOTEL, NET

Investment in hotel consisted of the following as of:

<b>March 31, 2015</b>	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Net Book Value</u>
Land	\$ 1,896,000	\$ -	\$ 1,896,000
Furniture and equipment	25,578,000	(21,221,000)	4,357,000
Building and improvements	57,745,000	(24,301,000)	33,444,000
	<u>\$ 85,219,000</u>	<u>\$ (45,522,000)</u>	<u>\$ 39,697,000</u>
<b>June 30, 2014</b>	<u>Cost</u>	<u>Accumulated Accumulated Depreciation</u>	<u>Net Book Net Book Value</u>
Land	\$ 1,896,000	\$ -	\$ 1,896,000
Furniture and equipment	23,306,000	(20,074,000)	3,232,000
Building and improvements	55,281,000	(22,526,000)	32,755,000
	<u>\$ 80,483,000</u>	<u>\$ (42,600,000)</u>	<u>\$ 37,883,000</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>	<b>March 31, 2015</b>	<b>June 30, 2014</b>
Land	\$ 2,430,000	\$ 2,430,000
Buildings, improvements and equipment	2,580,000	2,580,000
Accumulated depreciation	<u>(1,049,000)</u>	<u>(1,002,000)</u>
	3,961,000	4,008,000
Land held for development	<u>973,000</u>	<u>973,000</u>
Investment in real estate, net	<u>\$ 4,934,000</u>	<u>\$ 4,981,000</u>

### NOTE 4 - INVESTMENT IN MARKETABLE SECURITIES

The Company's investment in marketable securities consists primarily of corporate equities. The Company has also 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, 2015 and June 30, 2014, 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 Gain (Loss)</u>	<u>Fair Value</u>
<b>As of March 31, 2015</b>					
Corporate					
Equities	\$ 4,412,000	\$ 302,000	\$ (1,953,000)	\$ (1,651,000)	\$ 2,761,000
<b>As of June 30, 2014</b>					
Corporate					
Equities	\$ 4,603,000	\$ 1,250,000	\$ (922,000)	\$ 328,000	\$ 4,931,000

As of March 31, 2015 and June 30, 2014, the Company had \$1,923,000 and \$901,000, respectively, of unrealized losses related to securities held for over one year.

Net gain (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, 2015 and 2014, respectively.

<b>For the three months ended March 31,</b>	<b>2015</b>	<b>2014</b>
Realized (loss) gain on marketable securities	\$ (75,000)	\$ 253,000
Unrealized loss on marketable securities	<u>(336,000)</u>	<u>(227,000)</u>
Net (loss) gain on marketable securities	<u>\$ (411,000)</u>	<u>\$ 26,000</u>

<b>For the nine months ended March 31,</b>	<u>2015</u>	<u>2014</u>
Realized gain on marketable securities	\$ 25,000	\$ 272,000
Unrealized (loss) gain on marketable securities	<u>(1,975,000)</u>	<u>54,000</u>
Net (loss) gain on marketable securities	<u>\$ (1,950,000)</u>	<u>\$ 326,000</u>

#### **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:

<u>Type</u>	<u>March 31, 2015</u>	<u>June 30, 2014</u>
Preferred stock - Comstock, at cost	\$ 6,659,000	\$ 6,659,000
Private equity hedge fund, at cost	777,000	1,025,000
Corporate debt and equity instruments, at cost	168,000	168,000
Other preferred stock, at cost	290,000	240,000
Warrants - at fair value	54,000	118,000
	<u>\$ 7,948,000</u>	<u>\$ 8,210,000</u>

During the three months ended March 31, 2015, the Company performed an impairment analysis of its other investments and determined that one of its investments had an other than temporary impairment and recorded impairment losses of \$248,000.

#### **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, 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:

##### **As of March 31, 2015**

Assets:	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Other investments - warrants	\$ -	\$ -	\$ 54,000	\$ 54,000
Investment in marketable securities:				
Basic materials	1,194,000	-	-	1,194,000
Industrial goods	654,000	-	-	654,000
Financial services	398,000	-	-	398,000
Energy	189,000	-	-	189,000
REITs and real estate companies	137,000	-	-	137,000
Other	189,000	-	-	189,000
	<u>2,761,000</u>	<u>-</u>	<u>-</u>	<u>2,761,000</u>
	<u>\$ 2,761,000</u>	<u>\$ -</u>	<u>\$ 54,000</u>	<u>\$ 2,815,000</u>

**As of June 30, 2014**

Assets:	Level 1	Level 2	Level 3	Total
Other investments - warrants	\$ -	\$ -	\$ 118,000	\$ 118,000
Investment in marketable securities:				
Basic materials	2,657,000	-	-	2,657,000
Technology	479,000	-	-	479,000
Financial services	287,000	-	-	287,000
REITs and real estate companies	278,000	-	-	278,000
Other	1,230,000	-	-	1,230,000
	4,931,000	-	-	4,931,000
	\$ 4,931,000	\$ -	\$ 118,000	\$ 5,049,000

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 1	Level 2	Level 3	March 31, 2015	Net loss for the nine months ended March 31, 2015
Other non-marketable investments	\$ -	\$ -	\$ 7,894,000	\$ 7,894,000	\$ (248,000)
Assets	Level 1	Level 2	Level 3	June 30, 2014	Net loss for the nine months ended March 31, 2014
Other non-marketable investments	\$ -	\$ -	\$ 8,092,000	\$ 8,092,000	\$ -

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, 2015 and 2014, 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, 2015	Hotel	Real Estate	Investment	Other	Total
	Operations	Operations	Transactions		
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 three months ended March 31, 2014	Hotel	Real Estate	Investment	Other	Total
	Operations	Operations	Transactions		
Revenues	\$ 11,849,000	\$ 163,000	\$ -	\$ -	\$ 12,012,000
Segment operating expenses	(10,620,000)	(89,000)	-	(261,000)	(10,970,000)
Segment income (loss)	1,229,000	74,000	-	(261,000)	1,042,000
Interest expense - mortgage	(1,766,000)	(25,000)	-	-	(1,791,000)
Hotel restructuring adjustment	300,000	-	-	-	300,000
Depreciation and amortization expense	(465,000)	(16,000)	-	-	(481,000)
Loss from investments	-	-	(40,000)	-	(40,000)
Income tax benefit	-	-	-	332,000	332,000
Net income (loss)	\$ (702,000)	\$ 33,000	\$ (40,000)	\$ 71,000	\$ (638,000)
Total assets	\$ 44,002,000	\$ 4,996,000	\$ 12,753,000	\$ 25,577,000	\$ 87,328,000

As of and for the nine months ended March 31, 2015	Hotel	Real Estate	Investment	Other	Total
	Operations	Operations	Transactions		
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

As of and for the nine months ended March 31, 2014	Hotel	Real Estate	Investment	Other	Total
	Operations	Operations	Transactions		
Revenues	\$ 37,428,000	\$ 469,000	\$ -	\$ -	\$ 37,897,000
Segment operating expenses	(37,724,000)	(331,000)	-	(758,000)	(38,813,000)
Segment income (loss)	(296,000)	138,000	-	(758,000)	(916,000)
Interest expense - mortgage	(3,168,000)	(77,000)	-	-	(3,245,000)
Interest expense - occupancy tax	(328,000)	-	-	-	(328,000)
Loss on extinguishment of debt	(3,910,000)	-	-	-	(3,910,000)
Loss on disposal of assets	(1,092,000)	-	-	-	(1,092,000)
Depreciation and amortization expense	(1,811,000)	(47,000)	-	-	(1,858,000)
Income from investments	-	-	264,000	-	264,000
Income tax benefit	-	-	-	2,593,000	2,593,000
Net income (loss)	\$ (10,605,000)	\$ 14,000	\$ 264,000	\$ 1,835,000	\$ (8,492,000)
Total assets	\$ 44,002,000	\$ 4,996,000	\$ 12,753,000	\$ 25,577,000	\$ 87,328,000

## NOTE 8 – RELATED PARTY TRANSACTIONS

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 19 of the Company's consolidated financial statements in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2014.

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, 2015 and 2014, these expenses were approximately \$36,000 and \$108,000, for each respective period.

During the three months ended March 31, 2015 and 2014, the Company received management fees from Justice Investors totaling \$138,000 and \$113,000, respectively. During the nine months ended March 31, 2015 and 2014, the Company received management fees from Justice Investors totaling \$419,000 and \$333,000, 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, 2015, \$1,250,000 of these fees remain payable.

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, his family, 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 his family members, and the resources of Portsmouth and InterGroup, at risk in connection with investment decisions made on behalf of the Company.

## **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, 2014, 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 Hilton Hotels Corporation. The term of the Agreement is for a period of 15 years commencing on January 12, 2006, with an option to extend the license term for another five years, subject to certain conditions. 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 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.

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, 2015 Compared to Three months Ended March 31, 2014**

The Company had a net loss of \$1,167,000 for the three months ended March 31, 2015 compared to a net loss of \$638,000 for the three months ended March 31, 2014. The higher net loss is primarily attributable losses related to the Company's investment activities partially offset by the improvement in the operations of the hotel.

The Company had net loss from hotel operations of \$646,000 for the three months ended March 31, 2015, compared to a net loss of \$702,000 for the three months ended March 31, 2014. Hotel revenues increased substantially during the current quarter, however, operating expenses and interest expense also increased due to the parent loan interest expense.

The following table sets forth a more detailed presentation of Hotel operations for the three months ended March 31, 2015 and 2014.

<b><u>For the three months ended March 31,</u></b>	<b><u>2015</u></b>	<b><u>2014</u></b>
Hotel revenues:		
Hotel rooms	\$ 10,824,000	\$ 9,655,000
Food and beverage	2,164,000	1,372,000
Garage	699,000	679,000
Other operating departments	<u>296,000</u>	<u>143,000</u>
Total hotel revenues	13,983,000	11,849,000
Operating expenses, excluding non-recurring charges, depreciation and amortization	<u>(11,997,000)</u>	<u>(10,620,000)</u>
Operating income before non-recurring charges, interest and depreciation and amortization	1,986,000	1,229,000
Hotel restructuring costs	<u>-</u>	<u>300,000</u>
Income (loss) before loss on disposal of assets, interest and depreciation and amortization	1,986,000	1,529,000
Interest expense - mortgage	(1,913,000)	(1,766,000)
Depreciation and amortization expense	<u>(719,000)</u>	<u>(465,000)</u>
Net loss from Hotel operations	<u>\$ (646,000)</u>	<u>\$ (702,000)</u>

For the three months ended March 31, 2015, the Hotel generated operating income of \$1,986,000 before non-recurring charges and interest and depreciation and amortization on total operating revenues of \$13,983,000 compared to operating income of \$1,229,000 before non-recurring charges and interest and depreciation and amortization on total operating revenues of \$11,849,000 for the three months ended March 31, 2014. Room revenues increased by \$1,169,000 for the three months ended March 31, 2015 compared to the three months ended March 31, 2014 primarily as the result of higher room rates and increased occupancy from business groups. Food and beverage revenue also increased by \$792,000 as result of increase in group stays during the current period.

Operating expenses increased by \$1,377,000 compared to the prior period primarily due to higher employee related expenses, room occupancy related expenses and food and beverage related expenses, franchise and credit card fees as the result in the increase in revenues. Legal expenses also increased 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 three months ended March 31, 2015 and 2014.

<b><u>Three Months Ended March 31,</u></b>	<b><u>Average Daily Rate</u></b>	<b><u>Average Occupancy %</u></b>	<b><u>RevPAR</u></b>
<b>2015</b>	\$242	91%	\$221
<b>2014</b>	\$226	87%	\$197

Room revenues remained strong as the San Francisco market continued to have good demand for higher rated business. The Hotel's average daily rate increased by \$16 for the three months ended March 31, 2015 compared to the three months ended March 31, 2014, while occupancy percentages increased to 91%. As a result, the Hotel was able to achieve a RevPAR number that was \$24 higher than the comparative three month period.

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. In addition to the recent completion of "The Cloud" (technology lounge), three new premium executive meeting rooms and the Karaoke lounge, the hotel has enhanced the arrival experience of the guests by renovating and upgrading the entrance and the lobby. The lobby, the porte cochere and the second floor furniture have been modernized. The carpet flooring in the lobby has been replaced by oak wood creating an open and welcoming environment. The Wellness Center on the fifth floor features a new spa with two

treatment rooms and a room for manicure and pedicure. The fitness center has been expanded with state of the art equipment.

In order to further the client experience, the hotel plans to renovate the fourth floor meeting rooms to make a state of the art meeting space. The third floor and the ballroom carpets will be replaced. The bathrooms in the Hotel rooms will be remodeled with modern shower amenities. And 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 taking 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 \$411,000 for the three months ended March 31, 2015 compared to a net gain on marketable securities of \$26,000 for the three months ended March 31, 2014. Approximately \$295,000 of the \$411,000 net loss is related to the Company's investment in the common stock of Comstock. Such investments represent approximately 40% of the Company's portfolio. 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. For the three months ended March 31, 2014, the Company had a net realized gain of \$253,000 and a net unrealized loss of \$227,000. 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, 2015, the Company performed an impairment analysis of its other investments and determined that one of its investments had an other than temporary impairment and recorded impairment losses of \$248,000.

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, 2015 and 2014 represents primarily the income tax effect on the Portsmouth's pretax loss which includes its share in net loss of the Hotel. The Company's tax benefit as a percentage of the Portsmouth's loss before income taxes has increased in the quarter ended March 31, 2015 due to the redemption and a larger ownership in Justice.

### **Nine Months ended March 31, 2015 Compared to Nine Months ended March 31, 2014**

The Company had a net loss of \$2,757,000 for the nine months ended March 31, 2015 compared to a net loss of \$8,492,000 for the nine months ended March 31, 2014. The decrease in the net loss is primarily attributable to all of the costs associated with the redemption of the limited partners of Justice that occurred in the nine months ended March 31, 2014 partially offset by higher losses from the Company's investment activities during the current period.

The Company had net loss from hotel operations of \$1,012,000 for the nine months ended March 31, 2015, compared to a net loss of \$10,605,000 for the nine months ended March 31, 2014. The decrease in the net loss as noted above was primarily attributable to all of the costs associated with the redemption of the limited partners of Justice that occurred in the nine months ended March 31, 2014. Although revenues from the Hotel increased during the current period, the increase was offset by higher operating expenses and mortgage interest expense.

The following table sets forth a more detailed presentation of Hotel operations for the nine months ended March 31, 2015 and 2014.



<b><u>For the nine months ended March 31,</u></b>	<b><u>2015</u></b>	<b><u>2014</u></b>
Hotel revenues:		
Hotel rooms	\$ 34,084,000	\$ 30,470,000
Food and beverage	5,810,000	4,268,000
Garage	2,117,000	2,178,000
Other operating departments	846,000	512,000
Total hotel revenues	42,857,000	37,428,000
Operating expenses, excluding non-recurring charges, depreciation and amortization	(35,868,000)	(29,645,000)
Operating income before non-recurring charges, interest and depreciation and amortization	6,989,000	7,783,000
Hotel restructuring costs	-	(6,995,000)
Hotel occupancy tax - penalty fees	-	(1,084,000)
Income (loss) before loss on extinguishment of debt, loss on disposal of assets , interest, depreciation and amortization	6,989,000	(296,000)
Loss on extinguishment of debt	-	(3,910,000)
Loss on disposal of assets	(51,000)	(1,092,000)
Interest expense - mortgage	(5,876,000)	(3,168,000)
Interest expense - occupancy tax	-	(328,000)
Depreciation and amortization expense	(2,074,000)	(1,811,000)
Net loss from Hotel operations	<u>\$ (1,012,000)</u>	<u>\$ (10,605,000)</u>

For the nine months ended March 31, 2015, the Hotel generated operating income of \$6,989,000 before non-recurring charges and interest and depreciation and amortization on total operating revenues of \$42,857,000 compared to operating income of \$7,783,000 before non-recurring charges and interest and depreciation and amortization on total operating revenues of \$37,428,000 for the nine months ended March 31, 2014. Room revenues increased by \$3,614,000 for the nine months ended March 31, 2015 compared to the nine months ended March 31, 2014 primarily as the result of higher room rates and increased occupancy from business groups. Food and beverage revenue also increased by \$1,542,000 as result of increase in group stays during the current period.

Operating expenses increased by \$6,223,000 compared to the prior period primarily due to higher legal fees and higher operating expenses which include employee related expenses, room occupancy related expenses and food and beverage related expenses, franchise and credit card fees as the result in the increase in revenues and higher property taxes as the result of the redemption the limited partners and the refinancing of the Hotel. Legal expenses increased as the result of the current litigation.

Mortgage interest increased as the result of having nine months of interest expense on the new mortgage loans versus only three months and also due to the \$4,250,000 parent company loan.

The following table sets forth the average daily room rate, average occupancy percentage and room revenue per available room (øRevPARö) of the Hotel for the nine months ended March 31, 2015 and 2014.

<b><u>Nine Months Ended March 31,</u></b>	<b><u>Average Daily Rate</u></b>	<b><u>Average Occupancy %</u></b>	<b><u>RevPAR</u></b>
<b>2015</b>	\$248	92%	\$229
<b>2014</b>	\$227	90%	\$205

Room revenues remained strong as the San Francisco market continued to have good demand for higher rated business. The Hotelø's average daily rate increased by \$21 for the nine months ended March 31, 2015 compared to the nine months ended March 31, 2014, while occupancy percentages increase to 92% from 90%. As a result, the Hotel was able to achieve a RevPAR number that was \$24 higher than the comparative three month period.

The Company had a net loss on marketable securities of \$1,950,000 for the nine months ended March 31, 2015 compared to a net gain on marketable securities of \$326,000 for the nine months ended March 31, 2014. Approximately \$1,381,000 of the \$1,950,000 net loss is related to the Companyø's investment in the common stock of Comstock. Such investments represent approximately 40% of the Companyø's portfolio. 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. For the

nine months ended March 31, 2014, the Company had a net realized gain of \$272,000 and a net unrealized gain of \$54,000. 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, 2015, the Company performed an impairment analysis of its other investments and determined that one of its investments had an other than temporary impairment and recorded impairment losses of \$248,000.

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, 2015 and 2014 represents primarily the income tax effect on the Portsmouth's pretax loss which includes its share in net loss of the Hotel. The Company's tax benefit as a percentage of the Portsmouth's loss before income taxes has increased in the period ended March 31, 2015 due to the redemption and a larger ownership in Justice.

## MARKETABLE SECURITIES

As of March 31, 2015 and June 30, 2014, the Company had investments in marketable equity securities of \$2,761,000 and \$4,931,000, respectively. The following table shows the composition of the Company's marketable securities portfolio by selected industry groups as:

As of March 31, 2015		% of Total Investment Securities
Industry Group	Fair Value	
Basic materials	\$ 1,194,000	43.2%
Industrial goods	654,000	23.7%
Financial services	398,000	14.4%
Energy	189,000	6.8%
REITs and real estate companies	137,000	5.0%
Other	189,000	6.9%
	<u>\$ 2,761,000</u>	<u>100.0%</u>

  

As of June 30, 2014		% of Total Investment Securities
Industry Group	Fair Value	
Basic materials	\$ 2,657,000	53.9%
Technology	479,000	9.7%
Financial services	287,000	5.8%
REITs and real estate companies	278,000	5.6%
Other	1,230,000	25.0%
	<u>\$ 4,931,000</u>	<u>100.0%</u>

The Company's investment in marketable securities portfolio is diversified with 29 different equity positions as of March 31, 2015. The Company holds three equity securities that are individually more than 10% of the equity value of the portfolio. The largest security represents 40% of the portfolio and consists of the common stock of Comstock Mining, Inc. (Comstock - NYSE MKT: LODE) which is included in the basic materials industry group. The amount of the Company's investment in any particular issuer may increase or decrease, and additions or deletions to its securities portfolio may occur, at any time. While it is the internal policy of the Company to limit its initial investment in any single equity to less than 10% of its total portfolio value, that investment could eventually exceed 10% as a result of equity appreciation or reduction of other positions. A significant percentage of the portfolio

consists of common stock in Comstock that was obtained through dividend payments by Comstock on its 7.5% Series A-1 Convertible Preferred Stock. The Company also owns Comstock convertible preferred stock that is valued at its cost basis of \$6,659,000 as of March 31, 2015 and June 30, 2014 and included in Other Investments.

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>For the three months ended March 31,</b>	<b>2015</b>	<b>2014</b>
Net (loss) gain on marketable securities	\$ (411,000)	\$ 26,000
Net unrealized (loss) gain on other investments	(36,000)	68,000
Impairment loss on other investments	(248,000)	-
Dividend and interest income	1,000	2,000
Margin interest expense	(23,000)	(25,000)
Trading and management expenses	(93,000)	(111,000)
	<u>\$ (810,000)</u>	<u>\$ (40,000)</u>

<b>For the nine months ended March 31,</b>	<b>2015</b>	<b>2014</b>
Net (loss) gain on marketable securities	\$ (1,950,000)	\$ 326,000
Impairment loss on other investments	(248,000)	-
Net unrealized (loss) gain on other investments	(64,000)	64,000
Dividend and interest income	257,000	258,000
Margin interest expense	(81,000)	(109,000)
Trading and management expenses	(278,000)	(275,000)
	<u>\$ (2,364,000)</u>	<u>\$ 264,000</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 Hilton San Francisco-Financial District. 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 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 19 of the Company's consolidated financial statements in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2014.

Despite an uncertain economy, the Hotel has continued to generate strong revenue growth. While the debt service requirements related to the new loans and the ongoing legal dispute with some of the former Justice partners 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. Management also believes that there is sufficient equity in the Hotel assets to support future borrowings, if necessary, to fund any new capital improvements and other 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, 2015, of the Company's material financial obligations which also include interest payments.

	Total	3 Months 2015	Year 2016	Year 2017	Year 2018	Year 2019	Thereafter
Mortgage notes payable	\$ 120,425,000	\$ 17,000	\$ 69,000	\$ 744,000	\$ 1,473,000	\$ 1,552,000	\$ 116,570,000
Other notes payable	4,791,000	121,000	296,000	4,329,000	45,000	-	-
Interest	58,820,000	1,947,000	7,770,000	7,694,000	7,224,000	6,640,000	27,545,000
Total	\$ 184,036,000	\$ 2,085,000	\$ 8,135,000	\$ 12,767,000	\$ 8,742,000	\$ 8,192,000	\$ 144,115,000

## 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 Prism 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. 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, 2015. Please refer to the Company's Annual Report on Form 10-K for the year ended June 30, 2014 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 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

- (a) None.
- (b) Not applicable.
- (c) Purchases of equity securities by the small business issuer and affiliated purchasers.

Santa Fe did not repurchase any of its own securities during the third quarter of its fiscal year ending June 30, 2015 and does not have any publicly announced repurchase program. The following table reflects purchases of Santa Fe's common stock made by its parent company, The InterGroup Corporation, for its own account, during the third quarter of fiscal 2015. InterGroup can be considered an affiliated purchaser.

**SMALL BUSINESS ISSUER PURCHASES OF EQUITY SECURITIES**

<b>Fiscal 2015 Period</b>	<b>(a) Total Number of Shares Purchased</b>	<b>(b) Average Price Paid Per Share</b>	<b>(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b>	<b>(d) Maximum Number of shares that May Yet be Purchased Under the Plans or Programs</b>
<b>Month #1 January 1- January 31)</b>	-	-	-	N/A
<b>Month #2 February 1- February 28)</b>	1,300	\$17.43	-	N/A
<b>Month #3 (March 1- March 31)</b>	-	-	-	N/A
<b>TOTAL:</b>	1,300	\$17.43	-	N/A

**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 11, 2015

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

Date: May 11, 2015

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