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**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, 2018**

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.)

11620 Wilshire Boulevard, Suite 350, Los Angeles, California 90025  
(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

Emerging growth company

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

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

Yes  No

The number of shares outstanding of registrant's Common Stock, as of April 26, 2018 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  
(Unaudited)**

As of	March 31, 2018	June 30, 2017
<b>ASSETS</b>		
Investment in hotel, net	\$ 36,607,000	\$ 38,390,000
Investment in real estate, net	4,981,000	5,007,000
Investment in marketable securities	2,759,000	5,874,000
Other investments, net	510,000	696,000
Cash and cash equivalents	2,497,000	2,097,000
Restricted cash	6,339,000	5,173,000
Accounts receivable - hotel, net	958,000	1,436,000
Other assets, net	1,501,000	1,683,000
Deferred tax assets	7,864,000	10,927,000
	<u>7,864,000</u>	<u>10,927,000</u>
Total assets	<u>\$ 64,016,000</u>	<u>\$ 71,283,000</u>
<b>LIABILITIES AND SHAREHOLDERS' DEFICIT</b>		
<b>Liabilities:</b>		
Accounts payable and other liabilities	\$ 16,742,000	\$ 17,402,000
Due to securities broker	252,000	1,005,000
Obligations for securities sold	455,000	1,271,000
Related party and other notes payable	9,971,000	10,209,000
Mortgage notes payable - real estate	3,205,000	3,256,000
Mortgage notes payable - hotel, net	114,670,000	115,615,000
	<u>114,670,000</u>	<u>115,615,000</u>
Total liabilities	<u>145,295,000</u>	<u>148,758,000</u>
<b>Shareholders' deficit:</b>		
Common stock - par value \$.10 per share; Authorized - 2,000,000; Issued 1,339,638 and outstanding 1,241,810 as of March 31, 2018 and June 30, 2017	134,000	134,000
Additional paid-in capital	8,808,000	8,808,000
Accumulated deficit	(61,947,000)	(58,938,000)
Treasury stock, at cost, 97,828 shares	(951,000)	(951,000)
Total Santa Fe shareholders' deficit	<u>(53,956,000)</u>	<u>(50,947,000)</u>
Noncontrolling interest	(27,323,000)	(26,528,000)
Total shareholders' deficit	<u>(81,279,000)</u>	<u>(77,475,000)</u>
	<u>(81,279,000)</u>	<u>(77,475,000)</u>
Total liabilities and shareholders' deficit	<u>\$ 64,016,000</u>	<u>\$ 71,283,000</u>

The accompanying notes are an integral part of these (unaudited) 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>2018</b></u>	<u><b>2017</b></u>
<b>Revenues:</b>		
Hotel	\$ 14,344,000	\$ 13,495,000
Real estate	86,000	85,000
Total revenues	<u>14,430,000</u>	<u>13,580,000</u>
<b>Costs and operating expenses:</b>		
Hotel operating expenses	(10,573,000)	(10,333,000)
Real estate operating expenses	(55,000)	(43,000)
Depreciation and amortization expense	(670,000)	(690,000)
General and administrative expense	(448,000)	(236,000)
Total costs and operating expenses	<u>(11,746,000)</u>	<u>(11,302,000)</u>
Income from operations	<u>2,684,000</u>	<u>2,278,000</u>
<b>Other income (expense):</b>		
Interest expense - mortgage	(1,939,000)	(2,027,000)
Net loss on marketable securities	(206,000)	(359,000)
Unrealized loss on other investments	(21,000)	-
Impairment loss on other investments	-	(75,000)
Dividend and interest income	22,000	25,000
Trading and margin interest expense	(78,000)	(77,000)
Total other expense, net	<u>(2,222,000)</u>	<u>(2,513,000)</u>
Income (loss) before income taxes	462,000	(235,000)
Income tax benefit (expense)	<u>101,000</u>	<u>(18,000)</u>
Net income (loss)	563,000	(253,000)
Less: Net income attributable to the noncontrolling interest	<u>(286,000)</u>	<u>(24,000)</u>
Net income (loss) attributable to Santa Fe	<u>\$ 277,000</u>	<u>\$ (277,000)</u>
Basic and diluted net income (loss) per share attributable to Santa Fe	<u>\$ 0.22</u>	<u>\$ (0.22)</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 (unaudited) 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>2018</b></u>	<u><b>2017</b></u>
<b>Revenues:</b>		
Hotel	\$ 41,968,000	\$ 40,937,000
Real estate	257,000	262,000
Total revenues	<u>42,225,000</u>	<u>41,199,000</u>
<b>Costs and operating expenses:</b>		
Hotel operating expenses	(31,905,000)	(30,515,000)
Real estate operating expenses	(148,000)	(135,000)
Depreciation and amortization expense	(2,052,000)	(2,213,000)
General and administrative expense	(1,077,000)	(719,000)
Total costs and operating expenses	<u>(35,182,000)</u>	<u>(33,582,000)</u>
Income from operations	<u>7,043,000</u>	<u>7,617,000</u>
<b>Other income (expense):</b>		
Interest expense - mortgage	(5,951,000)	(5,970,000)
Net loss on marketable securities	(1,488,000)	(1,475,000)
Unrealized loss on other investments	(21,000)	-
Impairment loss on other investments	(124,000)	(97,000)
Dividend and interest income	53,000	61,000
Trading and margin interest expense	(253,000)	(221,000)
Total other expense, net	<u>(7,784,000)</u>	<u>(7,702,000)</u>
Loss before income taxes	(741,000)	(85,000)
Income tax expense	<u>(3,063,000)</u>	<u>(346,000)</u>
Net loss	(3,804,000)	(431,000)
Less: Net loss (income) attributable to the noncontrolling interest	795,000	(252,000)
Net loss attributable to Santa Fe	<u>\$ (3,009,000)</u>	<u>\$ (683,000)</u>
Basic and diluted net loss per share attributable to Santa Fe	<u>\$ (2.42)</u>	<u>\$ (0.55)</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 (unaudited) 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>2018</b>	<b>2017</b>
<b>Cash flows from operating activities:</b>		
Net loss	\$ (3,804,000)	\$ (431,000)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Net unrealized loss on marketable securities	1,667,000	1,643,000
Unrealized loss on other investments	21,000	
Impairment loss on other investments	124,000	97,000
Deferred taxes	3,063,000	346,000
Depreciation and amortization	2,091,000	2,297,000
Changes in assets and liabilities:		
Investment in marketable securities	1,448,000	(1,330,000)
Accounts receivable	478,000	2,226,000
Other assets	182,000	329,000
Accounts payable and other liabilities	(660,000)	(1,819,000)
Due to securities broker	(753,000)	745,000
Obligations for securities sold	(816,000)	522,000
Net cash provided by operating activities	3,041,000	4,625,000
<b>Cash flows from investing activities:</b>		
Payments for hotel and real estate investments	(243,000)	(266,000)
Proceeds from other investments	41,000	-
Payments for other investments	-	(180,000)
Net cash used in investing activities	(202,000)	(446,000)
<b>Cash flows from financing activities:</b>		
Restricted cash - payments to mortgage impounds, net	(1,166,000)	(1,445,000)
Net payments of related party and other notes payable	(1,273,000)	(528,000)
Net cash used in financing activities	(2,439,000)	(1,973,000)
<b>Net increase in cash and cash equivalents:</b>	400,000	2,206,000
Cash and cash equivalents at the beginning of the period	2,097,000	3,397,000
Cash and cash equivalents at the end of the period	\$ 2,497,000	\$ 5,603,000
Supplemental information:		
Interest paid	\$ 6,075,000	\$ 6,078,000
Non-cash transaction:		
Key money incentive fee	\$ -	\$ 2,000,000

The accompanying notes are an integral part of these (unaudited) 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, 2017. The June 30, 2017 Condensed Consolidated Balance Sheet was derived from the Company’s Form 10-K for the year ended June 30, 2017.

The results of operations for the nine months ended March 31, 2018 are not necessarily indicative of results to be expected for the full fiscal year ending June 30, 2018.

Santa Fe Financial owns approximately 68.8% of the outstanding common shares of Portsmouth Square, Inc. (“Portsmouth”), a public company. Santa Fe is an 81.9%-owned subsidiary of The InterGroup Corporation (“InterGroup”), a public company. InterGroup also directly owns approximately 13.4% of the common stock of Portsmouth.

Portsmouth’s primary business is conducted through its general and limited partnership interest in Justice Investors Limited Partnership; a California limited partnership (“Justice” or the “Partnership”). Portsmouth controls 93.1% of the voting interest in Justice and is the sole general partner. The financial statements of Justice are consolidated with those of Portsmouth.

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 544-room hotel property located at 750 Kearny Street, San Francisco California, known as the Hilton San Francisco Financial District (the “Hotel”) and related facilities including a five-level underground parking garage. Holdings and Mezzanine are both wholly-owned subsidiaries of the Partnership; Operating is a wholly-owned subsidiary of Mezzanine. Mezzanine is the borrower under certain mezzanine indebtedness of Justice, and in December 2013, the Partnership conveyed ownership of the Hotel to Operating. The Hotel is operated by the partnership as a full-service Hilton brand hotel pursuant to a Franchise License Agreement with HLT Franchise Holding LLC (Hilton).

Justice had a management agreement with Prism Hospitality L.P. (“Prism”) to perform certain management functions for the Hotel. The management agreement with Prism had an original term of ten years, subject to the Partnership’s right to terminate at any time with or without cause. Effective January 2014, the management agreement with Prism was amended by the Partnership to change the nature of the services provided by Prism and the compensation payable to Prism, among other things. Prism’s management agreement was terminated upon its expiration date of February 3, 2017. Effective December 1, 2013, GMP Management, Inc. (“GMP”), a company owned by a Justice limited partner and a related party, also provided management services for the Partnership pursuant to a management services agreement, with a three-year term, subject to the Partnership’s right to terminate earlier for cause. In June 2016, GMP resigned. On February 1, 2017, Justice entered into a Hotel management agreement (“HMA”) with Interstate Management Company, LLC (“Interstate”) to manage the Hotel with an effective takeover date of February 3, 2017. The term of the HMA is for an initial period of ten years commencing on the takeover date and automatically renews for an additional year not to exceed five years in aggregate subject to certain conditions. The HMA also provides for Interstate to advance a key money incentive fee to the Hotel for capital improvements in the amount of \$2,000,000 under certain terms and conditions described in a separate key money agreement. The \$2,000,000 is included in the restricted cash and related party and other notes payable balances in the condensed consolidated balance sheets as of March 31, 2018 and June 30, 2017.

The parking garage that is part of the Hotel property was managed by Ace Parking pursuant to a contract with the Partnership. The contract was terminated with an effective termination date of October 4, 2016. The Company began managing the parking garage in-house after the termination of Ace Parking. Effective February 3, 2017, Interstate took over the management of the parking garage along with the Hotel.

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

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

#### **Obligations for Securities Sold**

Obligation for securities sold represents the fair market value of shares sold with the promise to deliver that security at some future date and the fair market value of shares underlying the written call options with the obligation to deliver that security when and if the option is exercised. The obligation may be satisfied with current holdings of the same security or by subsequent purchases of that security. Unrealized gains and losses from changes in the obligation are included in the condensed consolidated statements of operations.

#### **Income Tax**

The Company consolidates Justice ("Hotel") for financial reporting purposes and is not taxed on its non-controlling interest in the Hotel. The income tax expense (benefit) during the three and nine months ended March 31, 2018 and 2017 represents the income tax effect on the Company's pretax income which includes its share in the net income of the Hotel. Additionally, the income tax expense (benefit) includes adjustments relating to the changes in the tax rates and effect on the deferred tax assets as a result of the recent tax law changes.

#### **Financial Condition and Liquidity**

The Company's cash flows are primarily generated from its Hotel operations. The Company also receives cash generated from the investment of its cash and marketable securities and other investments.

To fund the redemption of limited partnership interests and to repay the prior mortgage of \$42,940,000, Justice obtained a \$97,000,000 mortgage loan and a \$20,000,000 mezzanine loan. The mortgage loan is secured by the Partnership's principal asset, the Hotel. The mortgage loan bears an interest rate of 5.275% per annum with interest only payments due thru January 2017. Beginning in February 2017, the loan began to amortize over a thirty-year period thru its maturity date of 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 interest only loan 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.

Effective as of May 11, 2017, InterGroup agreed to become an additional guarantor under the limited guaranty and an additional indemnitor under the environmental indemnity for Justice Investors limited partnership's \$97,000,000 mortgage loan and the \$20,000,000 mezzanine loan. Pursuant to the agreement, InterGroup is required to maintain a certain net worth and liquidity. As of March 31, 2018, InterGroup is in compliance with both requirements.

Despite an uncertain economy, the Hotel has continued to generate positive operating income. While the debt service requirements related the loans 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, 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. Additionally, management believes there is significant appreciated value in the Hotel property 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 Santa Monica, California. The Company also owns a two-unit apartment building in Los Angeles, California.

#### **Recently Issued Accounting Pronouncements and U.S. Tax Reform**

In August 2014, the FASB issued ASU No. 2014-15, *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern* that requires management to evaluate whether there are conditions and events that raise substantial doubt about the Company's ability to continue as a going concern within one year after the financial statements are issued on both an interim and annual basis. Management is required to provide certain footnote disclosures if it concludes that substantial doubt exists or when its plans alleviate substantial doubt about the Company's ability to continue as a going concern. ASU No. 2014-15 becomes effective for annual periods beginning after December 15, 2016 and for interim reporting periods thereafter. The Company's adoption of this ASU did not have a material impact on its consolidated financial statements.

On June 16, 2016, the FASB issued ASU 2016-13, "*Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments.*" This ASU modifies the impairment model to utilize an expected loss methodology in place of the currently used incurred loss methodology, which will result in the more timely recognition of losses. ASU No. 2016-13 will be effective for us as of January 1, 2020. The Company is currently reviewing the effect of ASU No. 2016-13.

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, *Revenue from Contracts with Customers (Topic 606)* (ASU 2014-09), which amends the existing accounting standards for revenue recognition. In August 2015, the FASB issued ASU No. 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, which delays the effective date of ASU 2014-09 by one year. The FASB also agreed to allow entities to choose to adopt the standard as of the original effective date. In March 2016, the FASB issued Accounting Standards Update No. 2016-08, *Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)* (ASU 2016-08) which clarifies the implementation guidance on principal versus agent considerations. The guidance includes indicators to assist an entity in determining whether it controls a specified good or service before it is transferred to the customers. The new revenue recognition standard will be effective for the Company in the first quarter of 2019, with the option to adopt it in the first quarter of 2018. We currently anticipate adopting the new standard effective July 1, 2019. The new standard also permits two methods of adoption: retrospectively to each prior reporting period presented (full retrospective method), or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application (the modified retrospective method). The Company currently anticipates adopting the standard using the modified retrospective method. While the Company is still in the process of completing the analysis on the impact this guidance will have on the consolidated financial statements and related disclosures, the Company does not expect the impact to be material.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)* (ASU 2016-02), which supersedes existing guidance on accounting for leases in Leases (Topic 840) and generally requires all leases, including operating leases, to be recognized in the statement of financial position as right-of-use assets and lease liabilities by lessees. The provisions of ASU 2016-02 are to be applied using a modified retrospective approach and are effective for reporting periods beginning after December 15, 2018; early adoption is permitted. We intend to adopt the standard on July 1, 2019. The Company is currently reviewing the effect of ASU No. 2016-02.

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (the "Tax Act"). The Tax Act significantly revises the future ongoing corporate income tax by, among other things, lowering corporate income tax rates. As the Company has a June 30 fiscal year-end, the lower corporate income tax rate will be phased in, resulting in a statutory federal rate of approximately 28% for our fiscal year ending June 30, 2018, and 21% for subsequent fiscal years. The reduction of the corporate tax rate will cause us to reduce our deferred tax asset to the lower federal base rate of 21%. As a result, a provisional net charge of \$3,313,000 was included in the income tax expense for the quarter ended December 31, 2017.

The changes included in the Tax Act are broad and complex. The final transition impacts of the Tax Act may differ from the above estimate, possibly materially, due to, among other things, changes in interpretations of the Tax Act, any legislative action to address questions that arise because of the Tax Act, any changes in accounting standards for income taxes or related interpretations in response to the Tax Act, or any updates or changes to estimates the company has utilized to calculate the transition impact. The Securities Exchange Commission has issued rules that would allow for a measurement period of up to one year after the enactment date of the Tax Act to finalize the recording of the related tax impacts. We currently anticipate finalizing and recording any resulting adjustments by the end of our current fiscal year ending June 30, 2018.

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

Investment in hotel consisted of the following as of:

<b>March 31, 2018</b>	<b>Cost</b>	<b>Accumulated Depreciation</b>	<b>Net Book Value</b>
Land	\$ 1,896,000	\$ -	\$ 1,896,000
Furniture and equipment	27,966,000	(25,592,000)	2,374,000
Building and improvements	59,798,000	(27,461,000)	32,337,000
	<u>\$ 89,660,000</u>	<u>\$ (53,053,000)</u>	<u>\$ 36,607,000</u>

  

<b>June 30, 2017</b>	<b>Cost</b>	<b>Accumulated Depreciation</b>	<b>Net Book Value</b>
Land	\$ 1,896,000	\$ -	\$ 1,896,000
Furniture and equipment	27,681,000	(24,570,000)	3,111,000
Building and improvements	59,771,000	(26,388,000)	33,383,000
	<u>\$ 89,348,000</u>	<u>\$ (50,958,000)</u>	<u>\$ 38,390,000</u>

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

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

<b>As of</b>	<b>March 31, 2018</b>	<b>June 30, 2017</b>
Land	\$ 2,430,000	\$ 2,430,000
Buildings, improvements and equipment	2,905,000	2,854,000
Accumulated depreciation	(1,327,000)	(1,250,000)
	<u>4,008,000</u>	<u>4,034,000</u>
Land held for development	973,000	973,000
Investment in real estate, net	<u>\$ 4,981,000</u>	<u>\$ 5,007,000</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, 2018 and June 30, 2017, 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, 2018</b>					
Corporate					
Equities	\$ 10,778,000	\$ 480,000	\$ (8,499,000)	\$ (8,019,000)	\$ 2,759,000
<b>As of June 30, 2017</b>					
Corporate					
Equities	\$ 12,190,000	\$ 538,000	\$ (6,854,000)	\$ (6,316,000)	\$ 5,874,000

As of March 31, 2018, and June 30, 2017, approximately 24% and 40%, respectively, of the investment marketable securities balance above is comprised of the common stock of Comstock Mining, Inc.

As of March 31, 2018, and June 30, 2017, the Company had \$8,450,000 and \$6,783,000 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 net loss on marketable securities for the three and nine months ended March 31, 2018 and 2017, respectively.

	<u>2018</u>	<u>2017</u>
<b>For the three months ended March 31,</b>		
Realized gain on marketable securities	\$ 249,000	\$ 87,000
Unrealized (loss) gain on marketable securities	(79,000)	91,000
Unrealized loss on marketable securities related to Comstock	(376,000)	(537,000)
Net loss on marketable securities	\$ (206,000)	\$ (359,000)
<b>For the nine months ended March 31,</b>		
Realized gain on marketable securities	\$ 179,000	\$ 168,000
Unrealized gain on marketable securities	89,000	102,000
Unrealized loss on marketable securities related to Comstock	(1,756,000)	(1,745,000)
Net loss on marketable securities	\$ (1,488,000)	\$ (1,475,000)

## 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, net consist of the following:

Type	March 31, 2018	June 30, 2017
Private equity hedge fund, at cost	\$ 344,000	\$ 485,000
Other investments	166,000	211,000
	<u>\$ 510,000</u>	<u>\$ 696,000</u>

## 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, 2018 Total - Level 1	June 30, 2017 Total - Level 1
<b>Assets:</b>		
Investment in marketable securities:		
Basic materials	\$ 671,000	\$ 2,766,000
Technology	585,000	1,386,000
Energy	-	689,000
Other	1,503,000	1,033,000
	<u>\$ 2,759,000</u>	<u>\$ 5,874,000</u>

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

Financial assets that are measured at fair value on a non-recurring basis and are not included in the tables above include "Other investments, 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, 2018	Net loss for the nine months ended March 31, 2018
Other non-marketable investments	\$510,000	\$ 510,000	\$ (124,000)

Assets	Level 3	June 30, 2017	Net loss for the nine months ended March 31, 2017
Other non-marketable investments	\$696,000	\$ 696,000	\$ (97,000)

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, 2018 and 2017, respectively. Segment income from Hotel operations consists of the operation of the Hotel and operation of the garage. Segment income from real estate operations consists of the operation of the rental properties. Segment (loss) gain from investments consists of net investment gain (loss), dividend and interest income and investment related expenses.

<b>As of and for the three months ended March 31, 2018</b>	<b>Hotel Operations</b>	<b>Real Estate Operations</b>	<b>Investment Transactions</b>	<b>Corporate</b>	<b>Total</b>
Revenues	\$ 14,344,000	\$ 86,000	\$ -	\$ -	\$ 14,430,000
Segment operating expenses	(10,573,000)	(55,000)	-	(448,000)	(11,076,000)
Segment income (loss)	3,771,000	31,000	-	(448,000)	3,354,000
Interest expense - mortgage	(1,918,000)	(21,000)	-	-	(1,939,000)
Depreciation and amortization expense	(643,000)	(27,000)	-	-	(670,000)
Loss from investments	-	-	(283,000)	-	(283,000)
Income tax benefit	-	-	-	101,000	101,000
Net income (loss)	\$ 1,210,000	\$ (17,000)	\$ (283,000)	\$ (347,000)	\$ 563,000
Total assets	\$ 46,755,000	\$ 4,981,000	\$ 3,269,000	\$ 9,011,000	\$ 64,016,000

<b>As of and for the three months ended March 31, 2017</b>	<b>Hotel Operations</b>	<b>Real Estate Operations</b>	<b>Investment Transactions</b>	<b>Corporate</b>	<b>Total</b>
Revenues	\$ 13,495,000	\$ 85,000	\$ -	\$ -	\$ 13,580,000
Segment operating expenses	(10,333,000)	(43,000)	-	(236,000)	(10,612,000)
Segment income (loss)	3,162,000	42,000	-	(236,000)	2,968,000
Interest expense - mortgage	(2,005,000)	(22,000)	-	-	(2,027,000)
Depreciation and amortization expense	(664,000)	(26,000)	-	-	(690,000)
Loss from investments	-	-	(486,000)	-	(486,000)
Income tax expense	-	-	-	(18,000)	(18,000)
Net income (loss)	\$ 493,000	\$ (6,000)	\$ (486,000)	\$ (254,000)	\$ (253,000)
Total assets	\$ 48,728,000	\$ 5,033,000	\$ 6,749,000	\$ 13,925,000	\$ 74,435,000

<b>As of and for the nine months ended March 31, 2018</b>	<b>Hotel Operations</b>	<b>Real Estate Operations</b>	<b>Investment Transactions</b>	<b>Corporate</b>	<b>Total</b>
Revenues	\$ 41,968,000	\$ 257,000	\$ -	\$ -	\$ 42,225,000
Segment operating expenses	(31,905,000)	(148,000)	-	(1,077,000)	(33,130,000)
Segment income (loss)	10,063,000	109,000	-	(1,077,000)	9,095,000
Interest expense - mortgage	(5,885,000)	(66,000)	-	-	(5,951,000)
Depreciation and amortization expense	(1,974,000)	(78,000)	-	-	(2,052,000)
Loss from investments	-	-	(1,833,000)	-	(1,833,000)
Income tax expense	-	-	-	(3,063,000)	(3,063,000)
Net income (loss)	\$ 2,204,000	\$ (35,000)	\$ (1,833,000)	\$ (4,140,000)	\$ (3,804,000)
Total assets	\$ 46,755,000	\$ 4,981,000	\$ 3,269,000	\$ 9,011,000	\$ 64,016,000

<b>As of and for the nine months ended March 31, 2017</b>	<b>Hotel Operations</b>	<b>Real Estate Operations</b>	<b>Investment Transactions</b>	<b>Corporate</b>	<b>Total</b>
Revenues	\$ 40,937,000	\$ 262,000	\$ -	\$ -	\$ 41,199,000
Segment operating expenses	(30,515,000)	(135,000)	-	(719,000)	(31,369,000)
Segment income (loss)	10,422,000	127,000	-	(719,000)	9,830,000
Interest expense - mortgage	(5,902,000)	(68,000)	-	-	(5,970,000)
Depreciation and amortization expense	(2,137,000)	(76,000)	-	-	(2,213,000)
Loss from investments	-	-	(1,732,000)	-	(1,732,000)
Income tax expense	-	-	-	(346,000)	(346,000)
Net income (loss)	\$ 2,383,000	\$ (17,000)	\$ (1,732,000)	\$ (1,065,000)	\$ (431,000)
Total assets	\$ 48,728,000	\$ 5,033,000	\$ 6,749,000	\$ 13,925,000	\$ 74,435,000

#### **NOTE 8 – RELATED PARTY TRANSACTIONS**

On July 2, 2014, the Partnership obtained from InterGroup (a related party) an unsecured loan in the principal amount of \$4,250,000 at 12% per year fixed interest, with a term of 2 years, payable interest only each month. InterGroup received a 3% loan fee. The loan may be prepaid at any time without penalty. The loan was extended to December 31, 2018.

Also included in the balance of related party note payable at March 31, 2018 is the obligation to Hilton (Franchisor) in the form of a self-exhausting, interest free development incentive note which is reduced by approximately \$316,000 annually through 2030 by Hilton if the Partnership is still a Franchisee with Hilton. The outstanding balance of the note as of March 31, 2018 and June 30, 2017, was \$3,720,000 and \$3,958,000, respectively.

On February 1, 2017, Justice entered into a Hotel management agreement (“HMA”) with Interstate Management Company, LLC (“Interstate”) to manage the Hotel with an effective takeover date of February 3, 2017. The term of management agreement is for an initial period of 10 years commencing on the takeover date and automatically renews for an additional year not to exceed five years in the aggregate subject to certain conditions. The HMA also provides for Interstate to advance a key money incentive fee to the Hotel for capital improvements in the amount of \$2,000,000 under certain terms and conditions described in a separate key money agreement. The key money contribution shall be amortized in equal monthly amounts over an eight (8) year period commencing on the second (2<sup>nd</sup>) anniversary of the takeover date. The \$2,000,000 is included in restricted cash and related party note payable balances in the condensed consolidated balance sheets as of March 31, 2018 and June 30, 2017.

In April 2017, Portsmouth obtained from InterGroup an unsecured short-term loan in the amount of \$1,000,000 at 5% per year fixed interest, with a term of five months and maturing September 6, 2017. The loan was extended to September 15, 2017 and paid off on September 13, 2017.

Effective May 12, 2017, InterGroup agreed to become an additional guarantor under the limited guaranty and an additional indemnitor under environmental indemnity for Justice Investors limited partnership’s \$97,000,000 mortgage loan and the \$20,000,000 mezzanine loan, in order to maintain certain minimum net worth and liquidity guarantor covenant requirements that Portsmouth was unable to satisfy independently.

In connection with the redemption of the limited partnership interest of Justice, 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 the partnership interests, refinancing of the Justices properties and reorganization of Justice. This agreement was superseded by a letter dated December 11, 2013 from Justice, in which Justice assumed the payment obligations of Justice Operating Company, LLC. As of March 31, 2018, \$200,000 of these fees remain payable.

Justice had an outstanding accounts payable balance to InterGroup for \$116,000 for management of the Hotel from June to December of 2016 which was paid in full as of December 31, 2017.

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.

As Chairman of the Securities Investment Committee, the Company's President and Chief Executive Officer (CEO), John V. Winfield, directs the investment activity of the Company in public and private markets pursuant to authority granted by the Board of Directors. Mr. Winfield also serves as Chief Executive Officer and Chairman of the Portsmouth and InterGroup and oversees the investment activity of those companies. 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. Such investments align the interests of the Company with the interests of related parties because it places the personal resources of the Chief Executive Officer and the resources of the Portsmouth and InterGroup, at risk in substantially the same manner as the Company in connection with investment decisions made on behalf of the Company.

## **Item 2 – LEGAL PROCEEDINGS**

We are involved from time to time in legal proceedings of types regarded as common in our business, including administrative or judicial proceedings, such as employment or labor disputes, breach of contract liability and premises liability litigation. Where appropriate, we may establish financial reserves for such proceedings. We also maintain insurance to mitigate certain of such risks.

On April 21, 2014, the Partnership commenced arbitration against Glaser Weil Fink Howard Avchen & Shapiro, LLP, Greet J. Cohen, Gary N. Jacobs, Janet S. McCloud, Paul B. Salvaty, and Joseph K. Fletcher III ("Respondents") in connection with the redemption transaction. The Partnership alleged legal malpractice and also sought declaratory relief regarding provisions of the redemption option agreement. Prior to arbitration proceedings, the parties agreed in principle to settle the matter. The Respondents agreed to pay \$8,300,000. The settlement payment will be recorded upon receipt.

On May 5, 2016, Justice and Portsmouth entered into a settlement agreement relating to previously reported litigation with Evon Corporation and certain other parties. Under the settlement agreement, Justice, a subsidiary of Portsmouth agreed to pay Evon Corporation \$5,575,000. The final installment due was made in January 2017 and all conditions of the settlement agreement have been satisfied by the Company.

## **Item 3 – 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, 2017, 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 544-room hotel property located at 750 Kearny Street, San Francisco, California 94108, known as the "Hilton San Francisco Financial District" (the "Hotel" or the "Property") 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 (the "License Agreement") with HLT Franchise Holding LLC (Hilton). The Partnership entered into the License Agreement 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 had a management agreement with Prism Hospitality L.P. ("Prism") to perform certain management functions for the Hotel. The management agreement with Prism had an original term of ten years and could be terminated at any time with or without cause by the Partnership. Effective January 2014, the management agreement with Prism was amended by the Partnership to change the nature of the services provided by Prism and the compensation payable to Prism, among other things. Prism's management agreement was terminated upon its expiration date of February 3, 2017. Effective December 1, 2013, GMP Management, Inc. ("GMP"), a company owned by a Justice limited partner and a related party, began to provide management services for the Partnership pursuant to a management services agreement with a term of three years, subject to the Partnership's right to terminate earlier, for cause. In June 2016, GMP resigned. After a lengthy review process of several national third party hotel management companies, on February 1, 2017, Justice entered into a Hotel management agreement ("HMA") with Interstate Management Company, LLC ("Interstate") to manage the Hotel with an effective takeover date of February 3, 2017. The term of HMA is for an initial period of 10 years commencing on the takeover date and automatically renews for an additional year not to exceed five years in the aggregate subject to certain conditions. The HMA also provides for Interstate to advance a key money incentive fee to the Hotel for capital improvements in the amount of \$2,000,000 under certain terms and conditions described in a separate key money agreement. The \$2,000,000 was received in May 2017 and is included in the restricted cash and related party and other notes payable balances in the condensed consolidated balance sheets as of March 31, 2018 and June 30, 2017.

The parking garage that is part of the Hotel property was managed by Ace Parking pursuant to a contract with the Partnership. The contract was terminated with an effective termination date of October 4, 2016. The Company began managing the parking garage in-house after the termination of Ace Parking. Effective February 3, 2017, Interstate took over the management of the parking garage along with the Hotel.

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 Santa Monica, California. The Company also owns a 2-unit apartment building in Los Angeles, California.



### Three months Ended March 31, 2018 Compared to Three months Ended March 31, 2017

The Company had a net income of \$563,000 for the three months ended March 31, 2018 compared to net loss of \$253,000 for the three months ended March 31, 2017. The increase in net income is primarily attributable to increased revenue from Hotel operations.

#### Hotel Operations

The Company had net income from Hotel operations of \$1,210,000 for the three months ended March 31, 2018 compared to net income of \$493,000 for the three months ended March 31, 2017. The increase in net income is primarily due to increased revenue.

The following table sets forth a more detailed presentation of Hotel operations for the three months ended March 31, 2018 and 2017:

For the three months ended March 31,	2018	2017
Hotel revenues:		
Hotel rooms	\$ 11,714,000	\$ 11,212,000
Food and beverage	1,748,000	1,394,000
Garage	756,000	622,000
Other operating departments	126,000	267,000
Total hotel revenues	14,344,000	13,495,000
Operating expenses excluding depreciation and amortization	(10,573,000)	(10,333,000)
Operating income before interest, depreciation and amortization	3,771,000	3,162,000
Interest expense - mortgage	(1,918,000)	(2,005,000)
Depreciation and amortization expense	(643,000)	(664,000)
Net income from Hotel operations	<u>\$ 1,210,000</u>	<u>\$ 493,000</u>

For the three months ended March 31, 2018, the Hotel had operating income of \$3,771,000 before interest expense, depreciation and amortization on total operating revenues of \$14,344,000 compared to operating income of \$3,162,000 before interest expense, depreciation and amortization on total operating revenues of \$13,495,000 for the three months ended March 31, 2017. Room revenues increased by \$502,000 for the three months ended March 31, 2018 compared to the three months ended March 31, 2017 primarily due to a change of strategy to grow occupancy on shoulder dates therefore increasing room revenue per available room ("RevPAR") and market share. Food and beverage revenue increased by \$354,000 as a result of increased catering and banquet services. Garage revenue increased by \$134,000 due to rate increase for monthly parkers and increase in occupancy. Revenue from other operating departments decreased by \$141,000 as a result of decreased attrition revenue and vending machine commission.

Total operating expenses increased by \$240,000 this quarter primarily due to increase in legal fees.

The following table sets forth the average daily room rate, average occupancy percentage and RevPAR of the Hotel for the three months ended March 31, 2018 and 2017.

Three Months Ended March 31,	Average Daily Rate	Average Occupancy %	RevPAR
2018	\$ 250	95%	\$ 239
2017	\$ 272	85%	\$ 229

The Hotel's revenues increased by 6.3% this quarter as compared to the previous comparable quarter. Average daily rate decreased by \$22, average occupancy increased from 85% to 95%, and RevPAR increased by \$10 for the three months ended March 31, 2018 compared to the three months ended March 31, 2017.

## Real Estate Operations

The Company had net loss from real estate operations of \$17,000 for the three months ended March 31, 2018 compared to net loss of \$6,000 for the three months ended March 31, 2017. The increase in net loss is primarily due to increased operating expense. Revenues from real estate operations remained relatively consistent during the comparable three-month periods due to the on-going renovation of the property in Santa Monica, California.

## Investment Transactions

The Company had a net loss on marketable securities of \$206,000 for the three months ended March 31, 2018 compared to a net loss on marketable securities of \$359,000 for the three months ended March 31, 2017. For the three months ended March 31, 2018, the Company had a net realized gain of \$249,000 and a net unrealized loss of \$455,000. For the three months ended March 31, 2017, the Company had a net realized gain of \$87,000 and a net unrealized loss of \$446,000. 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.

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 (expense) during the three months ended March 31, 2018 and 2017 represents primarily the income tax effect on the Portsmouth's pretax income which includes its share in net income of the Hotel.

## Nine Months Ended March 31, 2018 Compared to Nine Months Ended March 31, 2017

The Company had a net loss of \$3,804,000 for the nine months ended March 31, 2018 compared to net loss of \$431,000 for the nine months ended March 31, 2017. The change is primarily due to increase in income tax expense.

## Hotel Operations

Net income from Hotel operations was \$2,204,000 for the nine months ended March 31, 2018 compared to net income of \$2,383,000 for the nine months ended March 31, 2017. The decrease in net income is primarily due to increase in legal expense.

The following table sets forth a more detailed presentation of Hotel operations for the nine months ended March 31, 2018 and 2017.

<b>For the nine months ended March 31,</b>	<b>2018</b>	<b>2017</b>
Hotel revenues:		
Hotel rooms	\$ 34,266,000	\$ 34,007,000
Food and beverage	5,121,000	4,349,000
Garage	2,272,000	1,946,000
Other operating departments	309,000	635,000
Total hotel revenues	41,968,000	40,937,000
Operating expenses excluding depreciation and amortization	(31,905,000)	(30,515,000)
Operating income before interest, depreciation and amortization	10,063,000	10,422,000
Interest expense - mortgage	(5,885,000)	(5,902,000)
Depreciation and amortization expense	(1,974,000)	(2,137,000)
Net income from Hotel operations	\$ 2,204,000	\$ 2,383,000

For the nine months ended March 31, 2018, the Hotel had operating income of \$10,063,000 before interest, depreciation and amortization on total operating revenues of \$41,968,000 compared to operating income of \$10,422,000 before interest, depreciation and amortization on total operating revenues of \$40,937,000 for the nine months ended March 31, 2017. Room revenues increased by \$259,000 for the nine months ended March 31, 2018 compared to the nine months ended March 31, 2017 primarily due to increased revenue in the quarter ending March 31, 2018 as we changed our strategy to grow occupancy on shoulder dates therefore increasing room revenue per available room (“RevPAR”) and market share. Food and beverage revenue increased by \$772,000 as a result of increased group banquet contribution in September and October of 2017. Garage revenues increased by \$326,000 as a result of freeing parking spaces that were utilized as storage by previous management as well as additional valet parking income. Revenue from other operating departments decreased by \$326,000 as a result of decreased attrition revenue and reclassing cancellation fees from other operating revenue to room revenue in 2018.

Total operating expenses increased by \$1,390,000 for the nine months ended March 31, 2018 as compared to the nine months ended March 31, 2017 primarily due to increase in legal expense.

The following table sets forth the average daily room rate, average occupancy percentage and RevPAR of the Hotel for the nine months ended March 31, 2018 and 2017.

Nine months Ended March 31,	Average Daily Rate	Average Occupancy %	RevPAR
2018	\$ 248	92%	\$ 229
2017	\$ 254	90%	\$ 228

The Hotel’s total revenues increased by 2.5% for the nine months ended March 31, 2018 as compared to the nine months ended March 31, 2017. Average daily rate decreased by \$6 and RevPAR increased by \$1 for the nine months ended March 31, 2018 compared to the nine months ended March 31, 2017. Average occupancy increased by 2% during the nine months ended March 31, 2018 versus the comparable period.

#### Real Estate Operations

Real estate revenues decreased to \$257,000 for the nine months ended March 31, 2018 from \$262,000 for the nine months ended March 31, 2017 primarily as the result of higher vacancies due to the on-going renovation of the property in Santa Monica, California while operating expenses increased by \$13,000 during the current period.

#### Investment Transactions

The Company had a net loss on marketable securities of \$1,488,000 for the nine months ended March 31, 2018 compared to a net loss on marketable securities of \$1,475,000 for the nine months ended March 31, 2017. For the nine months ended March 31, 2018, the Company had a net loss of approximately \$1,756,000 related to the Company’s investment in the common stock of Comstock. For the nine months ended March 31, 2017, the Company had a net loss of approximately \$1,745,000 related to the Company’s investment in Comstock. For the nine months ended March 31, 2018, the Company had a net realized gain of \$179,000 and a net unrealized loss of \$1,667,000. For the nine months ended March 31, 2017, the Company had a net realized gain of \$168,000 and a net unrealized loss of \$1,643,000. 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.

The Company and its subsidiary, Portsmouth, compute and file income tax returns and prepare discrete income tax provisions for financial reporting. The income tax expense during the nine months ended March 31, 2018 and 2017 represents primarily the income tax effect on the Portsmouth’s pretax income (loss) which includes its share of the net income of the Hotel. Due to recent tax reform act and the Company’s fiscal year ending on June 30, 2018, the Company is utilizing a blended effective rate of the old and new tax rates that are in effect as of and for the nine months ended March 31, 2018.

## MARKETABLE SECURITIES

The following table shows the composition of the Company's marketable securities portfolio as of March 31, 2018 and June 30, 2017 by selected industry groups:

<b>As of March 31, 2018</b>		<b>% of Total</b>
<b>Industry Group</b>	<b>Fair Value</b>	<b>Investment Securities</b>
Basic materials	\$ 671,000	24.4%
Technology	585,000	21.2%
REITs and real estate companies	572,000	20.7%
Financial	69,000	2.5%
Other	862,000	31.2%
	<u>\$ 2,759,000</u>	<u>100.0%</u>

  

<b>As of June 30, 2017</b>		<b>% of Total</b>
<b>Industry Group</b>	<b>Fair Value</b>	<b>Investment Securities</b>
Basic materials	\$ 2,766,000	47.1%
Technology	1,386,000	23.6%
Energy	689,000	11.7%
REITs and real estate companies	350,000	6.0%
Other	683,000	11.6%
	<u>\$ 5,874,000</u>	<u>100.0%</u>

As of March 31, 2018, the Company's investment in marketable securities portfolio consists primarily of 24% of the common stock of Comstock which is included in the basic materials industry group.

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

<b>For the three months ended March 31,</b>	<b>2018</b>	<b>2017</b>
Net loss on marketable securities	\$ (206,000)	\$ (359,000)
Unrealized loss on other investments	(21,000)	-
Impairment loss on other investments	-	(75,000)
Dividend and interest income	22,000	25,000
Margin interest expense	(36,000)	(41,000)
Trading and management expenses	(42,000)	(36,000)
	<u>\$ (283,000)</u>	<u>\$ (486,000)</u>

  

<b>For the nine months ended March 31,</b>	<b>2018</b>	<b>2017</b>
Net loss on marketable securities	\$ (1,488,000)	\$ (1,475,000)
Unrealized loss on other investments	(21,000)	-
Impairment loss on other investments	(124,000)	(97,000)
Dividend and interest income	53,000	61,000
Margin interest expense	(124,000)	(108,000)
Trading and management expenses	(129,000)	(113,000)
	<u>\$ (1,833,000)</u>	<u>\$ (1,732,000)</u>

## FINANCIAL CONDITION AND LIQUIDITY

The Company's cash flows are primarily generated from its Hotel operations, general partner management fees, and limited partnership distributions from the Partnership. The Company also receives cash generated from the investment of its cash and marketable securities and other investments.

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 the redemption of limited partnership interests and to repay the prior mortgage of \$42,940,000, Justice obtained a \$97,000,000 mortgage loan and a \$20,000,000 mezzanine loan. The mortgage loan is secured by the Partnership's principal asset, the Hotel. The mortgage loan bears an interest rate of 5.275% per annum with interest only payments due through January 2017. Beginning in February 2017, the loan began to amortize over a thirty-year period through its maturity date of January 2024. 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 interest only loan 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. The outstanding balance of the senior loan and the mezzanine loans as of March 31, 2018 were \$95,359,000 and \$20,000,000, respectively. Effective May 12, 2017, InterGroup (a related party) agreed to become an additional guarantor under the limited guaranty and an additional indemnitor under the environmental indemnity for Justice Investors limited partnership's \$97,000,000 mortgage loan and the \$20,000,000 mezzanine loan.

On July 2, 2014, the Partnership obtained from InterGroup (a related party) an unsecured loan in the principal amount of \$4,250,000 at 12% per year fixed interest, with a term of 2 years, payable interest only each month. InterGroup received a 3% loan fee. The loan may be prepaid at any time without penalty. The loan was extended to December 31, 2018.

In April 2017, Portsmouth obtained from InterGroup an unsecured short-term loan in the amount of \$1,000,000 at 5% per year fixed interest, with a term of five months and maturing September 6, 2017. The short-term loan was extended to September 15, 2017 and paid off on September 13, 2017.

Despite an uncertain economy, the Hotel has continued to generate strong revenue growth. While the debt service requirements related the loans and the legal settlement may create some additional risks 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, 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. Additionally, management believes there is significant appreciated value in the Hotel property to support additional borrowings, if necessary.

## MATERIAL CONTRACTUAL OBLIGATIONS

The following table provides a summary as of March 31, 2018, the Company's material financial obligations which also including interest payments:

	<u>Total</u>	<u>3 Months</u> <u>Year 1</u>	<u>Year 2</u>	<u>Year 3</u>	<u>Year 4</u>	<u>Year 5</u>	<u>Thereafter</u>
Mortgage notes payable	\$ 118,577,000	\$ 359,000	\$ 1,474,000	\$ 1,540,000	\$ 4,268,000	\$ 1,649,000	\$ 109,287,000
Related party and other notes payable	9,971,000	79,000	4,671,000	567,000	567,000	567,000	3,520,000
Interest	40,239,000	1,923,000	7,405,000	7,084,000	6,921,000	6,769,000	10,137,000
Total	<u>\$ 168,787,000</u>	<u>\$ 2,361,000</u>	<u>\$ 13,550,000</u>	<u>\$ 9,191,000</u>	<u>\$ 11,756,000</u>	<u>\$ 8,985,000</u>	<u>\$ 122,944,000</u>

## 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 ongoing basis, including those related to the consolidation of our subsidiaries, to our revenues, allowances for bad debts, accruals, asset impairments, other investments, income taxes and commitments and contingencies. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. The actual results may differ from these estimates or our estimates may be affected by different assumptions or conditions. There have been no material changes to the Company's critical accounting policies during the nine months ended March 31, 2018. Please refer to the Company's Annual Report on Form 10-K for the year ended June 30, 2017 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 and on the material weakness noted below, 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 not 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

As stated in the Company's Form 10-K for the year ended June 30, 2017, we identified a material weakness in internal controls over financial reporting related to our deferred income taxes and income tax expense during the fourth quarter of fiscal 2017. During the quarter ended September 30, 2017, we hired new tax CPA specialist to perform detailed analysis which was completed for the year ended June 30, 2017. We also assigned our audit committee with oversight responsibilities. The Company has taken steps to remediate the material weakness and improved its internal control over financial reporting during the last quarterly period covered by this Form 10-Q.

## PART II. OTHER INFORMATION

### Item 5. 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.](#)

101.INS XBRL Instance Document  
101.SCH XBRL Taxonomy Extension Schema  
101.CAL XBRL Taxonomy Extension Calculation Linkbase  
101.DEF XBRL Taxonomy Extension Definition Linkbase  
101.LAB XBRL Taxonomy Extension Label Linkbase  
101.PRE XBRL Taxonomy Extension Presentation Linkbase

### 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: April 27, 2018 by /s/ John V. Winfield  
John V. Winfield, President,  
Chairman of the Board and Chief Executive Officer

Date: April 27, 2018 by /s/ Danfeng Xu  
Danfeng Xu, 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: April 26, 2018

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

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## CERTIFICATION

I, Danfeng Xu, 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: April 26, 2018

/s/ Danfeng Xu  
Danfeng Xu  
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, 2018, 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: April 26, 2018

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, 2018, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Danfeng Xu, 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/ Danfeng Xu  
Danfeng Xu  
Controller  
(Principal Financial Officer)

Date: April 26, 2018

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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