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# SANTA FE FINANCIAL CORPORATION



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**2013**

## **ANNUAL REPORT**

**For Fiscal Year  
Ended June 30, 2013**

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

**FORM 10-K**

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

**For the fiscal year ended June 30, 2013**

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)

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

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

Common Stock, \$.10 Par Value  
(Title of class)

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

Yes  No

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

Yes  No

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

Yes  No

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

The aggregate market value of the Common Stock, no par value, held by non-affiliates computed by reference to the average bid and asked price on December 31, 2012 (the last business day of registrant's most recently completed second fiscal quarter ended December 31, 2012) was \$3,763,197.

The number of shares outstanding of registrant's Common Stock, as of September 3, 2013 was 1,241,810

DOCUMENTS INCORPORATED BY REFERENCE: None

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## FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains certain “forward-looking statements” within the meaning of the Private Securities Litigation reform Act of 1995. Forward-looking statements give our current expectations or forecasts of future events. You can identify these statements by the fact that they do not relate strictly to historical or current facts. They contain words such as “anticipate,” “estimate,” “expect,” “project,” “intend,” “plan,” “believe” “may,” “could,” “might” and other words or phrases of similar meaning in connection with any discussion of future operating or financial performance. From time to time we also provide forward-looking statements in our Forms 10-Q and 8-K, Annual Reports to Shareholders, press releases and other materials we may release to the public. Forward looking statements reflect our current views about future events and are subject to risks, uncertainties, assumptions and changes in circumstances that may cause actual results or outcomes to differ materially from those expressed in any forward looking statement. Consequently, no forward looking statement can be guaranteed and our actual future results may differ materially.

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

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

We caution you not to place undue reliance on these forward-looking statements, which speak only as to the date hereof. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise. You are advised, however, to consult any further disclosures we make on related subjects on our Forms 10-K, 10-Q, and 8-K reports to the Securities and Exchange Commission.

## PART I

### Item 1. Business.

#### GENERAL

Santa Fe Financial Corporation (“Santa Fe” or the “Company” and may also be referred to as “we” “us” or “our” in this report) was incorporated under the name of Tri Financial Corporation in the State of Nevada on July 25, 1967 as a wholly owned subsidiary of Crateo, Inc., a public company. On October 31, 1969, Crateo issued a one-for-one stock dividend of all of its shares of Tri Financial to its common shareholders. On September 17, 1970, the name of the Corporation was changed to Santa Fe Financial Corporation.

As of June 30, 2013, approximately 80.5% of the outstanding common stock of Santa Fe was owned by The InterGroup Corporation (“InterGroup”), a public company (NASDAQ: INTG). As of June 30, 2013, Santa Fe owned approximately 68.8% of the common stock of Portsmouth Square, Inc. (“Portsmouth”), a public company (OTCBB: PRSI). InterGroup also directly owns approximately 12.9% of the common stock of Portsmouth.

The Company’s principal source of operating revenue has been, and continues to be, derived from the management of its 68.8% owned subsidiary, Portsmouth. Portsmouth’s principal business is conducted through its general and limited partnership interest in the Justice Investors limited partnership (“Justice” or the “Partnership”). The Company has a 50.0% limited partnership interest in Justice and serves as the Managing General Partner. The other general partner is Evon Corporation (“Evon”). 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 are consolidated with those of the Company. See Note 2 to the consolidated financial statements.

Most significant partnership decisions require the active participation and approval of both general partners. Pursuant to the terms of the partnership agreement, voting rights of the partners are determined according to the partners’ entitlement to share in the net profit and loss of the partnership. The Company is not entitled to any additional voting rights by virtue of its position as a general partner. The partnership agreement provides that no portion of the partnership real property can be sold without the written consent of the general partners and the limited partners entitled to more than 72% of the net profit. The partnership agreement also provides that amendments to the agreement may be made only upon the consent of the general partners and at least seventy 75% of the interests of the limited partners and the consent of at least 75% of the interests of the limited partners will also be required to remove a general partner. As of June 30, 2013, there were 113 limited partners in Justice, including Portsmouth and Evon.

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 the day-to-day management functions of the Hotel.

The parking garage that is part of the Hotel property is managed by Ace Parking Management, Inc. pursuant to a contract with the Partnership. Justice also leases a portion of the lobby level of the Hotel to a day spa operator. 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.

The Company derives rental income from two multi-family, residential rental properties located in the Los Angeles area. The Company may also look for new real estate investment opportunities in hotels, apartments, office buildings and shopping centers. The acquisition of any new real estate investments will depend on the Company’s ability to find suitable investment opportunities and the availability of sufficient financing to acquire such investments. To help fund any such acquisition, the Company may borrow funds to leverage its investment capital. The amount of any such debt will depend on a number of factors including, but not limited to, the availability of financing and the sufficiency of the acquisition property’s projected cash flows to support the operations and debt service.

The Company also derives income from the investment of its cash and investment securities assets. The Company has invested in income-producing instruments, equity and debt securities and will consider other investments if such investments offer growth or profit potential. See Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations for a discussion of the Company's marketable securities and other investments.

## **RECENT BUSINESS DEVELOPMENTS**

### **Limited Partnership Redemption Proposal**

By letter dated June 12, 2013, Portsmouth advised the limited partners of Justice that it would not be extending its March 29, 2013 Redemption proposal, but would instead be working together with Evon, the co-general partner, towards a redemption transaction that both general partners could support. The Company has been engaged in discussions with representatives of Evon concerning possible transactions whereby partners in Justice, other than Portsmouth, would be afforded the opportunity to have their holdings in Justice redeemed by Justice through a proposed refinancing of the Hotel. These discussions are continuing. While Portsmouth is hopeful that the discussions will result in a transaction that, on consummation, would result in Portsmouth significantly increasing its proportionate ownership of Justice on terms acceptable to Portsmouth and its becoming the sole general partner of Justice, no assurance can be given that such a transaction will be accomplished.

### **Amendments to Justice Investors Limited Partnership Agreement**

On December 1, 2008, Portsmouth and Evon, as the two general partners of Justice, entered into a 2008 Amendment to the Limited Partnership Agreement (the "Amendment") that provides for a change in the respective roles of the general partners. Pursuant to the Amendment, Portsmouth assumed the role of Managing General Partner and Evon continued on as the Co-General Partner of Justice. The Amendment was ratified by approximately 98% of the limited partnership interests. The Amendment also provides that future amendments to the Limited Partnership Agreement may be made only upon the consent of the general partners and at least seventy five percent (75%) of the interests of the limited partners. Consent of at least 75% of the interests of the limited partners will also be required to remove a general partner pursuant to the Amendment.

Effective November 30, 2010, the general and limited partners of Justice Investors entered into an Amended and Restated Agreement of Limited Partnership, which was approved and ratified by more than 98% of the limited partnership interests of Justice. The Partnership Agreement was amended and restated in its entirety to comply with the new provisions of the California Corporations Code known as the "Uniform Limited Partnership Act of 2008". The amendment did not result in any material modifications of the rights or obligations of the general and limited partners.

### **New General Partner Compensation Agreement**

Concurrent with the December 2008 Amendment to the Limited Partnership Agreement, a new General Partner Compensation Agreement (the "Compensation Agreement") was entered into on December 1, 2008, among Justice, Portsmouth and Evon to terminate and supersede all prior compensation agreement for the general partners. Pursuant to the Compensation Agreement, the general partners of Justice are entitled to receive an amount equal to 1.5% of the gross annual revenues of the Partnership (as defined), less \$75,000 to be used as a contribution toward the cost of Justice engaging an asset manager. In no event shall the annual compensation be less than a minimum base of approximately \$285,000, with eighty percent (80%) of that amount being allocated to Portsmouth for its services as managing general partner and twenty percent (20%) allocated to Evon as the co-general partner. Compensation earned by the general partners in each calendar year in excess of the minimum base, will be payable in equal fifty percent (50%) shares to Portsmouth and Evon. During the years ended June 30, 2013 and 2012, the general partners were paid approximately \$620,000 and \$562,000 respectively, under the applicable compensation agreements. Of those amounts, approximately \$401,000 and \$366,000 was paid to Portsmouth for fiscal 2013 and 2012.

## **HILTON HOTELS FRANCHISE LICENSE AGREEMENT**

On December 10, 2004, the Partnership entered into a Franchise License Agreement with Hilton Hotels Corporation (the "Franchise Agreement") for the right to operate the Hotel as a Hilton brand hotel. The term of the Franchise

Agreement is for 15 years commencing on the opening date of the Hotel, January 12, 2006, with an option to extend that Agreement for another five years, subject to certain conditions.

Pursuant to the Franchise Agreement, the Partnership paid monthly royalty fees for the first two years of three percent (3%) of the Hotel's gross room revenue, as defined, for the preceding calendar month; the third year was at four percent (4%) of the Hotel's gross room revenue; and the fourth year until the end of the term will be five percent (5%) of the Hotel's gross room revenue. Justice also pays a monthly program fee of four percent (4%) of the Hotel's gross room revenue. The amount of the monthly program fee is subject to change; however, the increase cannot exceed one percent (1%) of the Hotel gross room revenue in any calendar year, and the cumulative increases in the monthly fees will not exceed five percent (5%) of gross room revenue. The Partnership also pays a monthly information technology recapture charge of 0.75% of the Hotel's gross revenue.

Prior to operating the Hotel as a Hilton hotel, the Partnership was required to make substantial renovations to the Hotel to meet Hilton standards in accordance with a product improvement plan ("PIP") agreed upon by Hilton and the Partnership, as well as comply with other brand standards. That project included a complete renovation and upgrade of all of the Hotel's guestrooms, meeting rooms, common areas and restaurant and bar. As of January 12, 2006, the Hotel renovation work was substantially completed, at which time Justice obtained approval from Hilton to open the Hotel as the "Hilton San Francisco Financial District". The Hotel opened with a limited number of rooms available to rent, which increased as the Hotel transitioned into full operations by the end of February 2006.

The total cost of the construction-renovation project of the Hotel was approximately \$37,030,000, which includes approximately \$630,000 in interest costs incurred during the construction phase that were capitalized. To meet those substantial financial commitments, and the costs of operations during the renovation period and for the first five months when the Hotel ramped up its operations, the Partnership has relied on additional borrowings to meet its obligations. As discussed in Item 2. Properties, the Partnership was able to secure adequate financing, collateralized by the Hotel, to meet those commitments.

## **HOTEL MANAGEMENT COMPANY AGREEMENT**

In February 2007, the Partnership terminated its prior hotel management agreement with Dow Hotel Company and entered into a management agreement with Prism Hospitality ("Prism") to manage and operate the Hotel as its agent, effective February 10, 2007. Prism is an experienced Hilton approved operator of upscale and luxury hotels throughout the Americas. The agreement is effective for a term of ten years, unless the agreement is extended as provided in the agreement, and the Partnership has the right to terminate the agreement upon ninety days written notice without further obligation. Under the management agreement, the Partnership is to pay base management fees of 2.5% of gross operating revenues for the fiscal year. However, 0.75% of the stated management fee is due only if the partially adjusted net operating income for the subject fiscal year exceeds the amount of a minimum Partnership return (\$7 million) for that fiscal year. Prism is also entitled to an incentive management fee if certain milestones are accomplished. Prism is also entitled to an incentive management fee if certain milestones are accomplished. No incentive fees were earned during the fiscal years ended June 30, 2013 and 2012. Management fees paid to Prism during the years ended June 30, 2013 and 2012 were \$754,000 and \$626,000, respectively.

## **GARAGE OPERATIONS**

The parking garage is operated by Ace Parking Management, Inc. ("Ace Parking") pursuant to a Parking Facilities Management Agreement (the "Parking Agreement") with Justice. The initial term of the Parking Agreement was to expire on October 31, 2010, with an option to renew for another five-year term. Pursuant to that agreement, the Partnership paid Ace Parking a management fee of \$2,000 per month, an accounting fee equal to \$250 per month, plus "Excess Profit Fee" equal to three percent (3%) of annual net profits in excess of \$150,000.

On October 31, 2010, Justice and Ace Parking entered into an amendment of the Parking Agreement to extend the term for a period of sixty two (62) months, commencing on November 1, 2010 and terminating December 31, 2015, subject to either party's right to terminate the agreement without cause on ninety (90) days written notice. The monthly management fee of \$2,000 and the accounting fee of \$250 remain the same, but the amendment modified how the Excess Profit Fee to be paid to Ace would be calculated. The amendment provides that, if net operating income ("NOI") from the garage operations exceeds \$1,800,000 but is less than \$2,000,000, Ace will be entitled to an

Excess Profit Fee of one percent (1%) of the total annual NOI. If the annual NOI is \$2,000,000 or higher, Ace will be entitled to an Excess Profit Fee equal to two percent (2%) of the total annual NOI.

### **TRU SPA LEASE**

Approximately 5,400 square feet of space on the lobby level of the Hotel is leased to Tru Spa for the operation of a health and beauty spa. The lease was scheduled to expire in May 2013, with a five year option to extend the term. The spa lease provides for minimum monthly rent of \$14,000. Minimum rental amounts are subject to adjustment every three years based on increases in the Consumer Price Index. In April 2013, the Partnership and Tru Spa entered into a short term extension of the spa lease for a base rent of \$5,900 per month from April 1, 2013 to December 31, 2013.

### **CHINESE CULTURE FOUNDATION LEASE**

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

The amended lease requires the Partnership to pay to the Foundation a monthly event space fee in the amount of \$5,000, adjusted annually based on the local Consumer Price Index. The term of the amended lease expires on October 17, 2023, with an automatic extension for another 10 year term if the property continues to be operated as a hotel. This amendment allowed Justice to incorporate the third floor into the renovation of the Hotel resulting in a new ballroom for the joint use of the Hotel and new offices and a gallery for the Chinese Culture Center.

### **Seasonality**

Hotel's operations historically have been seasonal. Like most hotels in the San Francisco area, the Hotel generally maintains higher occupancy and room rates during the first and second quarters of its fiscal year (July 1 through December 31) than it does in the third and fourth quarters (January 1 through June 30). These seasonal patterns can be expected to cause fluctuations in the quarterly revenues from the Hotel.

### **Competition**

The hotel industry is highly competitive. Competition is based on a number of factors, most notably convenience of location, brand affiliation, price, range of services and guest amenities or accommodations offered and quality of customer service. Competition is often specific to the individual market in which properties are located.

The Hotel is located in an area of intense competition from other hotels in the Financial District and San Francisco in general. The Hotel is somewhat limited by having only 15,000 square feet of meeting room space. Other hotels, with greater meeting room space, may have a competitive advantage by being able to attract larger groups and small conventions. Increased competition from new hotels, or hotels that have been recently undergone substantial renovation, could have an adverse effect on occupancy, average daily rate ("ADR") and room revenue per available room ("RevPar") and put pressure on the Partnership to make additional capital improvements to the Hotel to keep pace with the competition.

Our highest priority remains guest satisfaction. We believe that enhancing the guest experience differentiates the Hotel from our competition by building the most sustainable guest loyalty. During fiscal 2013, we completed a significant, "green" project that retrofits all of our guest room windows with new "double-pane" inserts that result in greater energy savings and better sound attenuation for our guests. We have also upgraded our common areas of the Hotel and improved our restaurant facilities, food and beverage services and now provide advanced technological amenities throughout our lobby. Our guest responses to these improvements have been very positive. The Hotel also remains a leader in implementing Hilton's Huanying ("Welcome") program that features a tailored experience for Chinese travelers. 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.

Moving forward, we will continue to focus on cultivating more international business, especially from China, and capturing a greater percentage of the higher rated business, leisure and group travel. We will also continue in our

efforts to upgrade our guest rooms and facilities and explore new and innovative ways to differentiate the Hotel from its competition, as well as focusing on returning our food and beverage operations to profitability. During the last twelve months, we have seen steady improvement in business and leisure travel. If that trend in the San Francisco market and the hotel industry continues, it should translate into an increase in room revenues and profitability. However, like all hotels, it will remain subject to the uncertain domestic and global economic environment and other risk factors beyond our control, such as the effect of natural disasters.

The Hotel is also subject to certain operating risks common to all of the hotel industry, which could adversely impact performance. These risks include:

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

### **Environmental Matters**

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

Environmental consultants retained by the Partnership or its lenders conducted updated Phase I environmental site assessments in fiscal year ended June 30, 2008 on the Hotel property. These Phase I assessments relied, in part, on Phase I environmental assessments prepared in connection with the Partnership's first mortgage loan obtained in July 2005. Phase I assessments are designed to evaluate the potential for environmental contamination on properties based generally upon site inspections, facility personnel interviews, historical information and certain publicly-available databases; however, Phase I assessments will not necessarily reveal the existence or extent of all environmental conditions, liabilities or compliance concerns at the properties.

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

The Company believes that the Hotel is in compliance, in all material respects, with all federal, state and local environmental ordinances and regulations regarding hazardous or toxic substances and other environmental matters, the violation of which could have a material adverse effect on the Company. The Company has not received written

notice from any governmental authority of any material noncompliance, liability or claim relating to hazardous or toxic substances or other environmental matters in connection with any of its present properties.

## **EMPLOYEES**

As of June 30, 2013, Santa Fe had three full-time employees. The employees of the Company are not part of any collective bargaining agreement, and the Company believes that its employee relations are satisfactory.

Employees of Justice and management of the Hotel are not unionized and the Company believes that their relationships with the Hotel are satisfactory and consistent with the market in San Francisco.

As of June 30, 2013, the Partnership had approximately 244 employees. Approximately 80% of those employees were represented by one of three labor unions, and their terms of employment were determined under a collective bargaining agreement (CBA) to which the Partnership was a party. During the year ended June 30, 2013, the Partnership continued under an existing CBA for the Local 2 (Hotel and Restaurant Employees). As of June 30, 2013, the CBA for Local 856 (International Brotherhood of Teamsters) has expired and is currently under renegotiation. Negotiation of collective bargaining agreements, which includes not just terms and conditions of employment but scope and coverage of employees, is a regular and expected course of business operations for the Partnership.

The Partnership expects and anticipates that the terms of conditions of CBAs will have an impact on wage and benefit costs, operating expenses, and certain hotel operations during the life of the each CBA, and incorporates these principles into its operating and budgetary practices.

## **ADDITIONAL INFORMATION**

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

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

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

Not required for smaller reporting companies.

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

None.

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

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

The Hotel is owned directly by the Partnership. The Hotel is centrally located near the Financial District in San Francisco, one block from the Transamerica Pyramid. The Embarcadero Center is within walking distance and North Beach is two blocks away. Chinatown is directly across the bridge that runs from the Hotel to Portsmouth Square Park. The Hotel is a 31-story (including parking garage), steel and concrete, A-frame building, built in 1970. The

Hotel has 543 well-appointed guest rooms and luxury suites situated on 22 floors as well as a 5,400 square foot Tru Spa health and beauty spa on the lobby level. The third floor houses the Chinese Culture Center and grand ballroom. The Hotel has approximately 15,000 square feet of meeting room space, including the grand ballroom. Other features of the Hotel include a 5-level underground parking garage and pedestrian bridge across Kearny Street connecting the Hotel and the Chinese Culture Center with Portsmouth Square Park in Chinatown. The bridge, built and owned by the Partnership, is included in the lease to the Chinese Culture Center.

Since the Hotel recently completed renovations, there is no present program for any further major renovations; however, the Partnership expects to expend at least 4% of gross annual Hotel revenues each year for capital improvements and requirements. In the opinion of management, the Hotel is adequately covered by insurance.

## **HOTEL FINANCINGS**

On July 27, 2005, Justice entered into a first mortgage loan with The Prudential Insurance Company of America in a principal amount of \$30,000,000 (the "Prudential Loan"). The term of the Prudential Loan is for 120 months at a fixed interest rate of 5.22% per annum. The Prudential Loan calls for monthly installments of principal and interest in the amount of approximately \$165,000, calculated on a 30-year amortization schedule. The Loan is collateralized by a first deed of trust on the Partnership's Hotel property, including all improvements and personal property thereon and an assignment of all present and future leases and rents. The Prudential Loan is without recourse to the limited and general partners of Justice. The principal balance of the Prudential Loan was \$26,043,000 as of June 30, 2013.

On March 27, 2007, Justice entered into a second mortgage loan with Prudential (the "Second Prudential Loan") in a principal amount of \$19,000,000. The term of the Second Prudential Loan is for approximately 100 months and matures on August 5, 2015, the same date as the first Prudential Loan. The Second Prudential Loan is at a fixed interest rate of 6.42% per annum and calls for monthly installments of principal and interest in the amount of approximately \$119,000, calculated on a 30-year amortization schedule. The Second Prudential Loan is collateralized by a second deed of trust on the Partnership's Hotel property, including all improvements and personal property thereon and an assignment of all present and future leases and rents. The Second Prudential Loan is also without recourse to the limited and general partners of Justice. The principal balance of the Second Prudential Loan was \$17,370,000 as of June 30, 2013.

The Partnership had a \$2,500,000 unsecured revolving line of credit facility with a bank that was to mature on April 30, 2010. Effective April 29, 2010, the Partnership obtained a modification from the bank which converted its revolving line of credit facility to a term loan. The Partnership also obtained a waiver of any prior noncompliance with financial covenants. The modification provides that Justice will pay the \$2,500,000 balance on its line of credit facility over a period of four years, to mature on April 30, 2014. This term loan calls for monthly principal and interest payments of \$41,000, calculated on a six-year amortization schedule, with interest only from May 1, 2010 to August 31, 2010. Pursuant to the modification, the annual floating interest rate was reduced by 0.5% to the WSJ Prime Rate plus 2.5% (with a minimum floor rate of 5.0% per annum). The modification provides for new financial covenants that include specific financial ratios and a return to minimum profitability after June 30, 2011. Management believes that the Partnership has the ability to meet the specific covenants and the Partnership was in compliance with the covenants as of June 30, 2013 and 2012. The Partnership paid a loan modification fee of \$10,000. The loan continues as unsecured. As of June 30, 2013 and 2012, the interest rate was 5.75% and the outstanding balances were \$1,167,000 and \$1,702,000, respectively.

## **LOS ANGELES, CALIFORNIA APARTMENT BUILDINGS**

The property owned and consolidated by the Company's 55.4% subsidiary, Woodland Village, is a 27-unit apartment complex located Los Angeles, California. The Company's equity interest in Woodland Village was acquired on September 29, 1999 at a cost of \$4,075,000. For the year ended June 30, 2013, real estate property taxes were approximately \$60,000. Depreciation is recorded on the straight-line method based upon an estimated useful life of 40 years. In November 2010, Woodland Village refinanced its \$1,641,000 adjustable rate mortgage note payable on its 27-unit apartment building for a new 10-year fixed rate mortgage in the amount of \$3,260,000. The interest rate on the new loan is fixed at 4.85% per annum, with monthly principal and interest payments based on a 30-year amortization schedule. The note matures in December 2020. With the proceeds, Woodland Village loaned \$831,000 to Santa Fe and \$669,000 to InterGroup under the same terms. The intercompany loan of \$831,000 to Santa Fe was

eliminated in consolidation. The loan balance of \$654,000 to Intergroup is included in other assets, net in the consolidated balance sheet. As of June 30, 2013, the outstanding mortgage balance was \$3,138,000.

The second Los Angeles property, Acanto, which is wholly owned by the Company, is a two-story apartment building with 2 units. The property was acquired on February 1, 2002 at an initial cost of \$785,000. For the year ended June 30, 2013, real estate property taxes were approximately \$12,000. Depreciation is recorded on the straight-line method, based upon an estimated useful life of 40 years. The outstanding mortgage balance was approximately \$395,000 at June 30, 2013 and the maturity date of the mortgage is September 2042 and is collateralized by the property. The interest rate is fixed at 4.25%.

Effective August 1, 2005, the Company entered into a Management Agreement with Century West Properties, Inc. ("Century West") to act as an agent of the Company to rent and manage both of the Company's residential rental properties in the Los Angeles, California area. The Management Agreement with Century West was for a term of twelve months ending on July 31, 2006 and continues thereafter on a month-to-month basis, unless terminated upon 30 days prior written notice. The Management Agreements provide for a monthly fee equal to 4% of the monthly gross receipts from the properties with resident managers and a fee of 4 1/2% of monthly gross receipts for properties without resident managers. For the years ended June 30, 2013 and 2012, management fees were \$23,000 for each year, respectively.

Woodland Village and Acanto lease units in the apartment buildings on a short-term basis, with no lease extending beyond one year. For the year ended June 30, 2013, the economic occupancy (gross potential less rent below market, vacancy loss, bad debt, discounts and concessions divided by gross potential rent) for Woodland Village and Acanto was 70% and 93%, respectively. The physical occupancy (gross potential rent less vacancy loss divided by gross potential rent) for the year ended June 30, 2013 for Woodland Village and Acanto was 93% and 97%, respectively.

In the opinion of management, both rental properties are adequately covered by insurance.

#### **LAND HELD FOR DEVELOPMENT**

On August 29, 2007, the Board of Directors of Portsmouth authorized an investment of \$973,000 for Portsmouth to acquire a 50% equity interest in Intergroup Uluniu, Inc., a Hawaii corporation ("Uluniu") in a related party transaction. Uluniu was a 100% owned subsidiary of The InterGroup Corporation ("InterGroup"). Uluniu owns an approximately two-acre parcel of unimproved land located in Kihei, Maui, Hawaii which is held for development. The Company's investment in Uluniu represents an amount equal to the costs paid by InterGroup for the acquisition and carrying costs of the property through August 2007.

Uluniu intends to obtain the entitlements and permits necessary for the joint development of the parcel with an adjoining landowner into residential units. After the completion of this predevelopment phase, the Uluniu will determine whether it more advantageous to sell the entitled property or to commence with construction. Due to current economic conditions, the project is on hold.

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

The Company is not subject to any legal proceedings requiring disclosure.

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

Not Applicable.

## PART II

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

#### MARKET INFORMATION

Santa Fe's common stock is traded on the OTC Bulletin Board ("OTCBB") under the symbol: SFEF.OB The following table sets forth the range of the high and low bid quotations as reported by the OTCBB for Santa Fe's common stock for each full quarterly period for the years ended June 30, 2013 and 2012. The quotations reflect inter-dealer prices, without retail mark-up, markdown or commissions and may not represent actual transactions.

<u>Fiscal 2013</u>	<u>High</u>	<u>Low</u>
First Quarter (7/ 1 to 9/30)	\$18.00	\$13.85
Second Quarter (10/1 to 12/31)	\$14.00	\$11.25
Third Quarter (1/1 to 3/31)	\$20.00	\$11.76
Fourth Quarter (4/1 to 6/30)	\$18.50	\$15.50
<u>Fiscal 2012</u>		
First Quarter (7/ 1 to 9/30)	\$21.00	\$15.50
Second Quarter (10/1 to 12/31)	\$20.00	\$16.00
Third Quarter (1/1 to 3/31)	\$20.00	\$16.25
Fourth Quarter (4/1 to 6/30)	\$22.00	\$18.00

As of June 30, 2013, the number of holders of record of the Company's Common Stock was approximately 220. Such number of owners was determined from the Company's shareholders records and does not include beneficial owners of the Company's Common Stock whose shares are held in the names of various brokers, clearing agencies or other nominees. Including beneficial holders, there are approximately 420 shareholders of the Company's Common Stock.

#### Dividends

On February 1, 2000, the Board of Directors of the Company determined that it did not foresee the Company paying any cash dividends on its Common Stock in the immediate future. Instead, it is the intent of the Company to deploy its capital in a manner to increase its operating and investment activities.

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

Santa Fe has no securities authorized for issuance under equity compensation plans.

#### PURCHASES OF EQUITY SECURITIES

Santa Fe did not repurchase any of its own securities during the fourth quarter of its fiscal year ending June 30, 2013 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 fourth quarter of fiscal 2013. InterGroup can be considered an affiliated purchaser.

## SMALL BUSINESS ISSUER PURCHASES OF EQUITY SECURITIES

Fiscal 2013 Period	(a) Total Number of Shares Purchased	(b) Average Price Paid Per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number of shares that May Yet be Purchased Under the Plans or Programs
<b>Month #1 April 1- April 30)</b>	-	-	-	N/A
<b>Month #2 May 1- May 31)</b>	200	\$21.25	-	N/A
<b>Month #3 (June 1- June 30)</b>	230	\$21.25	-	N/A
<b>TOTAL:</b>	430	\$21.25	-	N/A

### Item 6. Selected financial Data.

Not required for smaller reporting companies.

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

#### 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. Portsmouth has a 50.0% limited partnership interest in Justice and serves as the managing general partner of Justice. Evon Corporation ("Evon") serves as the other general partner. 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. See Note 2 to the Consolidated Financial Statements.

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 the day-to-day management functions of the Hotel.

The parking garage that is part of the Hotel property is managed by Ace Parking pursuant to a contract with the Partnership. Justice also leases a portion of the lobby level of the Hotel to a day spa operator. 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.

### Fiscal Year Ended June 30, 2013 Compared to Fiscal Year Ended June 30, 2012

The Company had net income of \$1,166,000 for the year ended June 30, 2013 compared to net income of \$824,000 for the year ended June 30, 2012. The increase in net income is primarily attributable the significant decrease in losses from investing activities partially offset by the decrease in income from hotel operations.

The Company had net income from hotel operations of \$2,964,000 for the fiscal year ended June 30, 2013, compared to net income of \$4,014,000 for the fiscal year ended June 30, 2012. The decrease in net income is attributable to a significant increase in operating expenses in the current period and a decrease in other revenues, partially offset by an increase in room, food and beverage and garage revenues room compared to the prior year.

The following table sets forth a more detailed presentation of Hotel operations for the years ended June 30, 2013 and 2012.

<u>For the years ended June 30,</u>	<u>2013</u>	<u>2012</u>
Hotel revenues:		
Hotel rooms	\$ 36,378,000	\$ 32,893,000
Food and beverage	6,617,000	5,779,000
Garage	2,786,000	2,765,000
Other operating departments	784,000	1,025,000
Total hotel revenues	<u>46,565,000</u>	<u>42,462,000</u>
Operating expenses excluding interest, depreciation and amortization	<u>(38,635,000)</u>	<u>(33,465,000)</u>
Operating income before interest, depreciation and amortization	7,930,000	8,997,000
Interest	(2,612,000)	(2,724,000)
Depreciation and amortization	<u>(2,354,000)</u>	<u>(2,259,000)</u>
Income from hotel operations	<u>\$ 2,964,000</u>	<u>\$ 4,014,000</u>

For the fiscal year ended June 30, 2013, the Hotel generated operating income of \$7,930,000 before interest, depreciation and amortization, on total operating revenues of \$46,565,000 compared to operating income of \$8,997,000 before interest, depreciation and amortization, on total operating revenues of \$42,462,000 for the fiscal year ended June 30, 2012. Room revenues increased by \$3,485,000 for the fiscal year ended June 30, 2013 compared to the year ended June 30, 2012, food and beverage revenues increased by \$838,000 and garage revenues increased by \$21,000, while other revenues decreased by \$241,000 for the same period. Despite the increase in total hotel revenues, operating income was negatively impacted by a significant increase of \$5,170,000 in operating expenses during the current year due to several factors.

Major factors for the increase in operating expenses were an increase in contractual union wages and benefits in all operating departments, a reserve established for other wage costs, higher group insurance costs and higher commissions on certain group and city-wide convention business in the current year. There was also an operating loss of approximately \$1,102,000 in the Hotel's food and beverage operations for the fiscal year ended June 30, 2013 compared to a loss of \$379,000 for fiscal year ended June 30, 2012. That loss was primarily attributable to higher labor costs and increased staffing for new food operations as part of a plan to capture anticipated business from the newly constructed City College of San Francisco campus next to the Hotel. That business did not materialize as City College opened with an enrollment of only 20% of its expected capacity of 5,000 to 7,000 students per day during the week. In addition, Hurricane Sandy resulted in cancellations of higher rated corporate and group business in October and November 2012 that was replaced by lower rated crew and transient business that did not utilize the Hotel's food and beverage outlets or banquet and catering services. In the prior fiscal year, the Hotel also recorded a credit for property taxes in the amount of \$270,000 for an over accrual of taxes related to the reassessment of the improvements of the Hotel that was less than anticipated. Franchise and management fees, which are based on a percentage of revenues, also increased as well as costs for certain promotions for Hilton Honors members during the current period.

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 fiscal years ended June 30, 2013 and 2012.

<b><u>Fiscal Year ended June 30.</u></b>	<b><u>Average Daily Rate</u></b>	<b><u>Average Occupancy %</u></b>	<b><u>RevPar</u></b>
<b>2013</b>	\$205	90%	\$184
<b>2012</b>	\$191	87%	\$166

The operating results of the Hotel's rooms department remained strong as the San Francisco market continued to show signs of recovery. The Hotel's average daily rate average increased significantly by \$14 for the fiscal year ended June 30, 2013 compared to the fiscal year ended June 30, 2012. The increase in occupancy of 3% was due to continued increased demand for hotel rooms in San Francisco and the Hotel's ability to capture a greater share of those rooms within its market set. Due to that increased demand, the Hotel was also able to reduce the amount of discounted Internet business that it was forced to take in prior years to maintain occupancy in a very competitive market and recessionary economic conditions. As a result, the Hotel was able to achieve a RevPar number that was \$18 higher than fiscal 2012. Those results made it possible for Justice Investors to declare a limited partnership distribution in December 2012 in the total amount of \$1,200,000, of which Portsmouth received \$600,000. In December 2011, Justice declared a limited partnership distribution in the aggregate amount of \$1,000,000, of which Portsmouth received \$500,000. The general partners of Justice will continue to monitor and review the operations and financial results of the Hotel and to set the amount of any future distributions that may be appropriate based on operating results, cash flows and other factors, including establishment of reasonable reserves for debt payments and operating contingencies.

Our highest priority remains guest satisfaction. We believe that enhancing the guest experience differentiates the Hotel from our competition by building the most sustainable guest loyalty. During fiscal 2013, we completed a significant, "green" project that retrofits all of our guest room windows with new "double-pane" inserts that result in greater energy savings and better sound attenuation for our guests. We have also upgraded our common areas of the Hotel and improved our restaurant facilities, food and beverage services and now provide advanced technological amenities throughout our lobby. Our guest responses to these improvements have been very positive. The Hotel also remains a leader in implementing Hilton's Huanying ("Welcome") program that features a tailored experience for Chinese travelers. 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.

Moving forward, we will continue to focus on cultivating more international business, especially from China, and capturing a greater percentage of the higher rated business, leisure and group travel. We will also continue in our efforts to upgrade our guest rooms and facilities and explore new and innovative ways to differentiate the Hotel from its competition, as well as focusing on returning our food and beverage operations to profitability. During the last twelve months, we have seen steady improvement in business and leisure travel. If that trend in the San Francisco market and the hotel industry continues, it should translate into an increase in room revenues and profitability. However, like all hotels, it will remain subject to the uncertain domestic and global economic environment and other risk factors beyond our control, such as the effect of natural disasters.

Rental revenue from the Company's real estate operations remained relatively consistent while operating expenses increased by \$27,000 as the result of higher repairs and maintenance expenses. Management continues to review and analyze the Company's real estate operations to improve occupancy and rental rates, reduce expenses and improve efficiencies.

The Company had a net loss on marketable securities of \$683,000 for the year ended June 30, 2013 compared to a net loss on marketable securities of \$1,665,000 for the year ended June 30, 2012. For the year ended June 30, 2013, the Company had a net realized gain of \$104,000 and a net unrealized loss of \$787,000. For the year ended June 30, 2012, the Company had a net realized loss of \$621,000 and a net unrealized loss of \$1,044,000. Gains and losses on marketable securities and other investments may fluctuate significantly from period to period in the future and could have a significant impact on the Company's net income. However, the amount of gain or loss on marketable securities and other investments 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 please see the Marketable Securities section below.

During the year ended June 30, 2013, the Company had an unrealized loss of \$176,000 related to other investments compared to an unrealized loss of \$292,000 for the year ended June 30, 2012. The losses are the result of the decrease in the fair value of stock warrants.

During the years ended June 30, 2013 and 2012, the Company performed an impairment analysis of its other investments and determined that one of its investments had other than temporary impairment and recorded impairment losses of \$62,000 and \$575,000, for each respective period.

The Company and its subsidiary, Portsmouth, compute and file income tax returns and prepare discrete income tax provisions for financial reporting. Since Portsmouth consolidates Justice (Hotel) for financial reporting purposes and is not taxed on its 50% non-controlling interest in the Hotel, variability in the tax provision results from the relative significance of the non-controlling interest and the magnitude of the pretax income or loss at the Company and its subsidiary.

## MARKETABLE SECURITIES AND OTHER INVESTMENTS

As of June 30, 2013 and 2012, the Company had investments in marketable equity securities of \$5,205,000 and \$4,050,000, respectively. The following table shows the composition of the Company's marketable securities portfolio by selected industry groups as:

As of June 30, 2013		% of Total
Industry Group	Fair Value	Investment Securities
Basic materials	\$ 2,420,000	46.5%
Technology	989,000	19.0%
Financial services	838,000	16.1%
REITs and real estate companies	291,000	5.6%
Other	667,000	12.8%
	<u>\$ 5,205,000</u>	<u>100.0%</u>

As of June 30, 2012		% of Total
Industry Group	Fair Value	Investment Securities
Basic materials	\$ 2,475,000	61.1%
Technology	379,000	9.4%
Financial services	337,000	8.3%
REITs and real estate companies	205,000	5.1%
Other	654,000	16.1%
	<u>\$ 4,050,000</u>	<u>100.0%</u>

The Company's investment portfolio is diversified with 32 different equity positions. The Company holds three equity securities that comprise of more than 10% of the equity value of the portfolio. The security represents 40.3% 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. Marketable securities are stated at fair value as determined by the most recently traded price of each security at the balance sheet date.

The Company also holds a \$6,659,000 investment in Comstock Series A-1 Convertible Preferred Stock which is carried at cost and included in Other investments, net.

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 years ended June 30,</b>	<u><b>2013</b></u>	<u><b>2012</b></u>
Net loss on marketable securities	\$ (683,000)	\$ (1,665,000)
Net unrealized loss on other investments	(176,000)	(292,000)
Impairment loss on other investments	(62,000)	(575,000)
Dividend and interest income	528,000	603,000
Margin interest expense	(117,000)	(121,000)
Trading and management expenses	<u>(355,000)</u>	<u>(370,000)</u>
	<u><u>\$ (865,000)</u></u>	<u><u>\$ (2,420,000)</u></u>

## **FINANCIAL CONDITION AND LIQUIDITY**

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

Due to the significant downturn in the San Francisco hotel market beginning in September 2008 and the continued weakness in domestic and international economies, no Partnership distributions were paid in fiscal 2011 and 2010. During such periods, the Company had to depend more on the revenues generated from the investment of its cash and marketable securities and from its general partner management fees. Since we have seen improvement in the operations of the Hotel, and the San Francisco market in general, Justice was in a position to pay a limited partnership distribution in December 2012 in an aggregate amount of \$1,200,000, of which Portsmouth received \$600,000. In December 2011, Justice paid a limited partnership distribution in an aggregate amount of \$1,000,000, of which Portsmouth received \$500,000. The general partners of Justice will continue to monitor and review the operations and financial results of the Hotel and to set the amount of any future distributions that may be appropriate based on operating results, cash flows and other factors, including establishment of reasonable reserves for debt payments and operating contingencies.

The new Justice Compensation Agreement that became effective on December 1, 2008, when Portsmouth assumed the role of managing general partner of Justice, has provided additional cash flows to the Company. Under the new Compensation Agreement, Portsmouth is now entitled to 80% of the minimum base fee to be paid to the general partners of \$285,000, while under the prior agreement, Portsmouth was entitled to receive only 20% of the minimum base fee. As a result of increases in Hotel gross revenues in fiscal 2013, total general partner fees paid to Portsmouth for the year ended June 30, 2013 increased to \$401,000, compared to \$366,000 for the year ended June 30, 2012.

To meet its substantial financial commitments for the renovation and transition of the Hotel to a Hilton, Justice had to rely on borrowings to meet its obligations. On July 27, 2005, Justice entered into a first mortgage loan with The Prudential Insurance Company of America in a principal amount of \$30,000,000 (the "Prudential Loan"). The term of the Prudential Loan is for 120 months at a fixed interest rate of 5.22% per annum. The Prudential Loan calls for monthly installments of principal and interest in the amount of approximately \$165,000, calculated on a 30-year amortization schedule. The Loan is collateralized by a first deed of trust on the Partnership's Hotel property, including all improvements and personal property thereon and an assignment of all present and future leases and rents. The Prudential Loan is without recourse to the limited and general partners of Justice. The principal balance of the Prudential Loan was \$26,043,000 as of June 30, 2013.

On March 27, 2007, Justice entered into a second mortgage loan with Prudential (the "Second Prudential Loan") in a principal amount of \$19,000,000. The term of the Second Prudential Loan is for 100 months and matures on August 5, 2015, the same date as the first Prudential Loan. The Second Prudential Loan is at a fixed interest rate of 6.42% per annum and calls for monthly installments of principal and interest in the amount of \$119,000, calculated on a 30-year amortization schedule. The Second Prudential Loan is collateralized by a second deed of trust on the Partnership's Hotel property, including all improvements and personal property thereon and an assignment of all present and future

leases and rents. The Second Prudential Loan is also without recourse to the limited and general partners of Justice. The principal balance of the Second Prudential Loan was \$17,370,000 as of June 30, 2013.

Effective April 29, 2010, the Partnership obtained a modification of its \$2,500,000 unsecured revolving line of credit facility with East West Bank that was to mature on April 30, 2010, and converted that line of credit facility to an unsecured term loan. The modification provides that Justice will pay the \$2,500,000 balance on its line of credit facility over a period of four years, to mature on April 30, 2014. This term loan calls for monthly principal and interest payments of \$41,000, calculated on a nine-year amortization schedule, with interest only from May 1, 2010 to August 31, 2010. Pursuant to the modification, the annual floating interest rate was reduced by 0.5% to the Wall Street Journal Prime Rate plus 2.5% (with a minimum floor rate of 5.0% per annum). The modification provides for new financial covenants that include specific financial ratios and a return to minimum profitability after June 30, 2011. Management believes that the Partnership has the ability to meet the specific covenants and the Partnership was in compliance with the covenants as of June 30, 2013. As of June 30, 2013, the interest rate was 5.75% and the outstanding balance was \$1,167,000.

Despite an uncertain economy, the Hotel has continued to generate positive cash flows. While the debt service requirements related to the two Prudential loans, as well as the term loan to pay off the line of credit, 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, securities assets, real estate and the cash flows generated from those assets and from partnership distributions and management fees, will be adequate to meet the Company's current and future obligations.

## MATERIAL CONTRACTUAL OBLIGATIONS

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

	Total	Year 1	Year 2	Year 3	Year 4	Year 5	Thereafter
Mortgage notes payable	\$ 46,946,000	\$ 1,022,000	\$ 1,080,000	\$ 41,507,000	\$ 72,000	\$ 77,000	\$ 3,188,000
Other notes payable	1,595,000	1,392,000	60,000	45,000	51,000	47,000	-
Interest	6,900,000	2,753,000	2,587,000	688,000	167,000	156,000	549,000
Total	\$ 55,441,000	\$ 5,167,000	\$ 3,727,000	\$ 42,240,000	\$ 290,000	\$ 280,000	\$ 3,737,000

## OFF-BALANCE SHEET ARRANGEMENTS

The Company has no material off balance sheet arrangements.

## IMPACT OF INFLATION

Hotel room rates are typically impacted by supply and demand factors, not inflation, since rental of a hotel room is usually for a limited number of nights. Room rates can be, and usually are, adjusted to account for inflationary cost increases. Since 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.

## **CRITICAL ACCOUNTING POLICIES**

Critical accounting policies are those that are most significant to the portrayal of our financial position and results of operations and require judgments by management in order to make estimates about the effect of matters that are inherently uncertain. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts in our consolidated financial statements. We evaluate our estimates on an 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.

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

Not required for smaller reporting companies.

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

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of  
Santa Fe Financial Corporation:

We have audited the accompanying consolidated balance sheets of Santa Fe Financial Corporation and its subsidiaries (the Company) as of June 30, 2013 and 2012, and the related consolidated statements of operations, shareholders' equity (deficit) and cash flows for each of the years in the two-year period ended June 30, 2013. These consolidated financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Santa Fe Financial Corporation and its subsidiaries as of June 30, 2013 and 2012, and the consolidated results of their operations and their cash flows for each of the years in the two-year period ended June 30, 2013 in conformity with accounting principles generally accepted in the United States of America.

/s/ Burr Pilger Mayer, Inc.  
San Francisco, California  
September 18, 2013

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

<b>As of June 30,</b>	<b>2013</b>	<b>2012</b>
	<b>2013</b>	<b>2012</b>
<b>ASSETS</b>		
Investment in hotel, net	\$ 37,611,000	\$ 36,481,000
Investment in real estate, net	5,042,000	5,105,000
Investment in marketable securities	5,205,000	4,050,000
Other investments, net	7,933,000	8,171,000
Cash and cash equivalents	688,000	1,143,000
Accounts receivable - hotel, net	1,957,000	1,641,000
Other assets, net	3,104,000	3,342,000
Deferred tax assets	3,193,000	3,236,000
	<b>\$ 64,733,000</b>	<b>\$ 63,169,000</b>
 <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Liabilities:</b>		
Accounts payable and other liabilities	\$ 9,844,000	\$ 8,745,000
Due to securities broker	832,000	53,000
Obligations for securities sold	928,000	321,000
Other notes payable	1,595,000	2,072,000
Mortgage notes payable - real estate	3,533,000	3,577,000
Mortgage notes payable - hotel	43,413,000	44,321,000
	<b>60,145,000</b>	<b>59,089,000</b>
 <b>Commitments and contingencies</b>		
<b>Shareholders' equity:</b>		
Common stock - par value \$.10 per share;		
Authorized - 2,000,000;		
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 (retained earnings)	(205,000)	169,000
Treasury stock, at cost, 97,828 shares	(951,000)	(951,000)
Total Santa Fe shareholders' equity	<b>7,786,000</b>	<b>8,160,000</b>
Noncontrolling interest	(3,198,000)	(4,080,000)
Total shareholders' equity	<b>4,588,000</b>	<b>4,080,000</b>
	<b>\$ 64,733,000</b>	<b>\$ 63,169,000</b>

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

**SANTA FE FINANCIAL CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

<b>For the years ended June 30,</b>	<u>2013</u>	<u>2012</u>
<b>Revenues:</b>		
Hotel	\$ 46,565,000	\$ 42,462,000
Real estate	556,000	572,000
Total revenues	<u>47,121,000</u>	<u>43,034,000</u>
<b>Costs and operating expenses:</b>		
Hotel operating expenses	(38,635,000)	(33,465,000)
Real estate operating expenses	(242,000)	(215,000)
Depreciation and amortization expense	(2,417,000)	(2,322,000)
General and administrative expense	(946,000)	(902,000)
Total costs and operating expenses	<u>(42,240,000)</u>	<u>(36,904,000)</u>
Income from operations	<u>4,881,000</u>	<u>6,130,000</u>
<b>Other income (expense):</b>		
Interest expense	(2,720,000)	(2,840,000)
Net loss on marketable securities	(683,000)	(1,665,000)
Net unrealized loss on other investments	(176,000)	(292,000)
Impairment loss on other investments	(62,000)	(575,000)
Dividend and interest income	528,000	603,000
Trading and margin interest expense	(472,000)	(491,000)
Net other expense	<u>(3,585,000)</u>	<u>(5,260,000)</u>
Income before income taxes	1,296,000	870,000
Income tax expense	<u>(130,000)</u>	<u>(46,000)</u>
<b>Net income</b>	1,166,000	824,000
Less: Net income attributable to the noncontrolling interest	<u>(1,540,000)</u>	<u>(2,017,000)</u>
Net loss attributable to Santa Fe	<u>\$ (374,000)</u>	<u>\$ (1,193,000)</u>
Basic and diluted loss per share attributable to Santa Fe	<u>\$ (0.30)</u>	<u>\$ (0.96)</u>
Weighted average number of common shares outstanding	<u>1,241,810</u>	<u>1,241,810</u>

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

**SANTA FE FINANCIAL CORPORATION**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (DEFICIT)**

	<u>Common Stock</u>		<u>Additional Paid-in Capital</u>	<u>Retained Earnings (Accumulated Deficit)</u>	<u>Treasury Stock</u>	<u>Total Santa Fe Shareholders' Equity</u>	<u>Noncontrolling Interest</u>	<u>Total Shareholders' Equity (Deficit)</u>
	<u>Shares</u>	<u>Amount</u>						
<b>Balance at June 30, 2011</b>	1,339,638	\$ 134,000	\$ 8,808,000	\$ 1,362,000	\$ (951,000)	\$ 9,353,000	\$ (5,597,000)	\$ 3,756,000
Net loss				(1,193,000)		(1,193,000)	2,017,000	824,000
Distributions to noncontrolling interest							(500,000)	(500,000)
<b>Balance at June 30, 2012</b>	1,339,638	134,000	8,808,000	169,000	(951,000)	8,160,000	(4,080,000)	4,080,000
Net loss				(374,000)		(374,000)	1,540,000	1,166,000
Distribution to noncontrolling interest							(600,000)	(600,000)
Dividend to noncontrolling interest							(58,000)	(58,000)
<b>Balance at June 30, 2013</b>	<u>1,339,638</u>	<u>\$ 134,000</u>	<u>\$ 8,808,000</u>	<u>\$ (205,000)</u>	<u>\$ (951,000)</u>	<u>\$ 7,786,000</u>	<u>\$ (3,198,000)</u>	<u>\$ 4,588,000</u>

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

**SANTA FE FINANCIAL CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

<b>For the years ended June 30,</b>	<u>2013</u>	<u>2012</u>
<b>Cash flows from operating activities:</b>		
Net income	\$ 1,166,000	\$ 824,000
Adjustments to reconcile net income to net cash provided by operating activities:		
Net unrealized loss on marketable securities	787,000	1,044,000
Unrealized loss on other investments	176,000	292,000
Impairment loss on other investments	62,000	575,000
Depreciation and amortization	2,417,000	2,322,000
Changes in assets and liabilities:		
Investment in marketable securities	(1,942,000)	3,447,000
Accounts receivable - hotel, net	(316,000)	42,000
Other assets, net	114,000	(501,000)
Accounts payable and other liabilities	1,099,000	571,000
Due to securities broker	779,000	(3,464,000)
Obligations for securities sold	607,000	71,000
Deferred tax asset	43,000	(37,000)
Net cash provided by operating activities	<u>4,992,000</u>	<u>5,186,000</u>
<b>Cash flows from investing activities:</b>		
Hotel and real estate investments	(3,360,000)	(2,819,000)
Other investments, net	-	160,000
Net cash used in investing activities	<u>(3,360,000)</u>	<u>(2,659,000)</u>
<b>Cash flows from financing activities:</b>		
Distributions and dividends to noncontrolling interest	(658,000)	(500,000)
Payments on mortgage notes payable	(952,000)	(915,000)
Payments on other notes payable	(477,000)	(714,000)
Net cash used in financing activities	<u>(2,087,000)</u>	<u>(2,129,000)</u>
<b>Net (decrease) increase in cash and cash equivalents:</b>	(455,000)	398,000
Cash and cash equivalents at beginning of year	1,143,000	745,000
Cash and cash equivalents at end of year	<u>\$ 688,000</u>	<u>\$ 1,143,000</u>
<b>Supplemental information:</b>		
Income tax paid	<u>\$ 204,000</u>	<u>\$ 43,000</u>
Interest paid	<u>\$ 2,837,000</u>	<u>\$ 2,961,000</u>

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

**SANTA FE FINANCIAL CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES**

**Description of Business**

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 80.5%-owned subsidiary of The InterGroup Corporation ("InterGroup"), a public company. InterGroup also directly owns approximately 12.9% 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 has a 50.0% limited partnership interest in Justice and serves as one of the two general partners. The other general partner, Evon Corporation ("Evon"), served as the managing general partner until December 1, 2008 at which time Portsmouth assumed the role of managing general partner. As discussed in Note 2, the financial statements of Justice are consolidated with those of the Company.

Justice 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. 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 the day-to-day management functions of the Hotel. The parking garage that is part of the Hotel property is managed by Ace Parking pursuant to a contract with the Partnership. Justice also leases a portion of the lobby level of the Hotel to a day spa operator.

Due to the temporary closing of the Hotel to undergo major renovations from May 2005 until January 2006 to transition and reposition the Hotel from a Holiday Inn to a Hilton, and the substantial depreciation and amortization expenses resulting from the renovations and operating losses incurred as the Hotel ramped up operations after reopening, Justice has recorded net losses. These losses were anticipated and planned for as part of the Partnership's renovation and repositioning plan for Hotel and management considers those net losses to be temporary. The Hotel has been generating positive cash flows from operations since June 2006. For the fiscal years ended June 30, 2013 and 2012, the Partnership generated net income of \$2,964,000 and \$4,014,000, respectively. Hotel operations improved significantly during the last two fiscal years and depreciation and amortization expenses decreased as many of the furniture and fixture improvements from the renovation of the Hotel reached full deprecation during the fiscal 2011.

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.

**Principles of Consolidation**

The consolidated financial statements include the accounts of the Company, Portsmouth and Woodland Village. All significant inter-company transactions and balances have been eliminated.

**Investment in Hotel, Net**

The Hotel property and equipment are stated at cost less accumulated depreciation. Building improvements are being depreciated on a straight-line basis over their useful lives ranging from 3 to 39 years. Furniture, fixtures, and equipment are being depreciated on a straight-line basis over their useful lives ranging from 3 to 7 years.

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

The Company reviews property and equipment for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If the carrying amount of the asset, including any intangible assets associated with that asset, exceeds its estimated undiscounted net cash flow, before interest, the Partnership will recognize an impairment loss equal to the difference between its carrying amount and its estimated fair value. If impairment is recognized, the reduced carrying amount of the asset will be accounted for as its new cost. For a depreciable asset, the new cost will be depreciated over the asset's remaining useful life. Generally, fair values are estimated using discounted cash flow, replacement cost or market comparison analyses. The process of evaluating for impairment requires estimates as to future events and conditions, which are subject to varying market and economic factors. Therefore, it is reasonably possible that a change in estimate resulting from judgments as to future events could occur which would affect the recorded amounts of the property. No impairment losses were recorded for the years ended June 30, 2013 and 2012.

#### **Investment in Real Estate, Net**

Rental properties are stated at cost less accumulated depreciation. Depreciation of rental property is provided on the straight-line method based upon estimated useful lives of 5 to 40 years for buildings and improvements and 5 to 10 years for equipment. Expenditures for repairs and maintenance are charged to expense as incurred and major improvements are capitalized.

The Company also reviews its rental property assets for impairment. No impairment losses on the investment in real estate have been recorded for the years ended June 30, 2013 and 2012.

#### **Investment in Marketable Securities**

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

#### **Other Investments, Net**

Other investments include non-marketable securities (carried at cost, net of any impairments loss), non –marketable warrants (carried at fair value) and certain convertible preferred securities, received in exchange for debt instruments, carried at a book basis, initially determined using the estimated fair value on the exchange date. The Company has no significant influence or control over the entities that issue these investments. These investments are reviewed on a periodic basis for other-than-temporary impairment. The Company reviews several factors to determine whether a loss is other-than-temporary. These factors include but are not limited to: (i) the length of time an investment is in an unrealized loss position, (ii) the extent to which fair value is less than cost, (iii) the financial condition and near term prospects of the issuer and (iv) our ability to hold the investment for a period of time sufficient to allow for any anticipated recovery in fair value. For the years ended June 30, 2013 and 2012, the Company recorded impairment losses related to other investments of \$62,000 and \$575,000, respectively. As of June 30, 2013 and 2012, the allowance for impairment losses was \$2,873,000 and \$2,811,000, respectively.

#### **Derivative Financial Instruments**

The Company has investments in stock warrants that are considered derivative instruments.

Derivative financial instruments, as defined in ASC 815-10-15-83, "Derivatives and Hedging"(pre-Codification SFAS No. 133 Accounting for Derivative Financial Instruments and Hedging Activities ), consist of financial instruments or other contracts that contain a notional amount and one or more underlying (e.g. interest rate, security price or other variable), require no initial net investment and permit net settlement. Derivative financial instruments may be free-standing or embedded in other financial instruments. Further, derivative financial instruments are initially, and subsequently, measured at fair value on the Company's consolidated balance sheet with the related unrealized gain or loss recorded in the Company's consolidated statement of operations. The Company used the Black-Scholes option

valuation model to estimate the fair value these instruments which requires management to make significant assumptions including trading volatility, estimated terms, and risk free rates. Estimating fair values of derivative financial instruments requires the development of significant and subjective estimates that may, and are likely to, change over the duration of the instrument with related changes in internal and external market factors. In addition, option-based models are highly volatile and sensitive to changes in the trading market price of the underlying common stock, which has a high-historical volatility. Since derivative financial instruments are initially and subsequently carried at fair values, the Company's consolidated statement of operations will reflect the volatility in these estimate and assumption changes.

### **Cash and Cash Equivalents**

Cash equivalents consist of highly liquid investments with an original maturity of three months or less when purchased and are carried at cost, which approximates fair value.

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

Accounts receivable from Hotel customers are carried at cost less an allowance for doubtful accounts that is based on management's assessment of the collectability of accounts receivable. The Company extends unsecured credit to its customers but mitigates the associated credit risk by performing ongoing credit evaluations of its customers. As of June 30, 2013 and 2012, the balance of allowance for doubtful accounts was \$3,000 for each respective year.

### **Other Assets, Net**

Other assets include prepaid insurance, loan fees, franchise fees, license fees and other miscellaneous assets. Loan fees are stated at cost and amortized over the term of the loan using the effective interest method. Franchise fees are stated at cost and amortized over the life of the agreement (15 years). License fees are stated at cost and amortized over 10 years.

### **Income Taxes**

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

Assets and liabilities are established for uncertain tax positions taken or positions expected to be taken in income tax returns when such positions are judged to not meet the "more-likely-than-not" threshold based on the technical merits of the positions.

### **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 statement of operations.

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

Accounts payable and other liabilities include trade payables, advance deposits and other liabilities.

## **Fair Value of Financial Instruments**

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

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

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

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

## **Treasury Stock**

The Company records the acquisition of treasury stock under the cost method.

## **Revenue Recognition**

Room revenue is recognized on the date upon which a guest occupies a room and/or utilizes the Hotel’s services. Food and beverage revenues are recognized upon delivery. Garage revenue is recognized when a guest uses the garage space. The Company records a liability for payments collected in advance of revenue recognition. This liability is included in Accounts payable and other liabilities.

Revenue recognition from apartment rentals commences when an apartment unit is placed in service and occupied by a rent-paying tenant. Apartment units are leased on a short-term basis, with no lease extending beyond one year.

## **Advertising Costs**

Advertising costs are expensed as incurred. Advertising costs were \$419,000 and \$415,000 for the years ended June 30, 2013 and 2012, respectively.

## **Basic and Diluted (Loss) Income per Share**

Basic loss per share is calculated based upon the weighted average number of common shares outstanding during each fiscal year. As of June 30, 2013 and 2012, the Company did not have any potentially dilutive securities outstanding.

## **Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues, and expenses. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, upon settlement, actual results may differ from estimated amounts.

## **Recent Accounting Pronouncements**

In June 2011, the FASB issued ASU 2011-05, “Presentation of Comprehensive Income.” ASU 2011-05 changes the way other comprehensive income (“OCI”) appears within the financial statements. Companies will be required to show net income, OCI and total comprehensive income in one continuous statement or in two separate but consecutive statements. Components of OCI may no longer be presented solely in the statement of changes in

shareholders' deficit. ASU 2011-05 was effective for the Company beginning July 1, 2012. For the year ended June 30, 2013 and 2012, the Company had no components of Comprehensive Income other than net income itself.

In September 2011, the FASB issued ASU No. 2011-09, Compensation - Retirement Benefits - Multiemployer Plans (Subtopic 715-80) - Disclosures about an Employer's Participation in a Multiemployer Plan, which requires employers that participate in multiemployer pension plans to provide additional quantitative and qualitative disclosures in order to provide more information about an employer's involvement in multiemployer pension plans. Although the majority of the amendments in this ASU apply only to multiemployer pension plans, there are also amendments that require changes in disclosures for multiemployer plans that provide postretirement benefits other than pensions. The Company adopted this ASU on June 30, 2012. This ASU impacted the Company's disclosures only and did not have any impact on the Company's financial position, results of operations, or cash flows. The disclosures required by this ASU are presented in Note 17 and Note 18 to the financial statements.

## **NOTE 2 - JUSTICE INVESTORS**

On July 14, 2005, the FASB issued Staff Position (FSP) SOP 78-9-1, "Interaction of AICPA Statement of Position 78-9 and EITF Issue No. 04-5" which was codified into ASC Topic 910-810, "Real Estate – General – Consolidation", to amend the guidance in AICPA Statement of Position 78-9, "Accounting for Investments in Real Estate Ventures" (SOP 78-9) to be consistent with the consensus in Emerging Issues Task Force Issue No. 04-5 "Determining Whether a General Partner, or General Partners as a Group, Controls a Limited Partnership or Similar Entity When the Limited Partners Have Certain Rights" which was codified into ASC 810-20, "Consolidation", eliminated the concept of "important rights"(ASC Topic 970-810) and replaces it with the concepts of "kick out rights" and "substantive participating rights". In accordance with guidance set forth in ASC Topic 970-20, Portsmouth has applied the principles of accounting applicable for investments in subsidiaries due to its substantial limited partnership interest and general partnership rights and has consolidated the financial statements of Justice with those of the Company effective as of July 1, 2006. For the years ended June 30, 2013 and 2012, the results of operations for Justice were consolidated with those of the Company.

On December 1, 2008, Portsmouth and Evon, as the two general partners of Justice, entered into a 2008 Amendment to the Limited Partnership Agreement (the "Amendment") that provides for a change in the respective roles of the general partners. Pursuant to the Amendment, Portsmouth assumed the role of Managing General Partner and Evon continued on as the Co-General Partner of Justice. The Amendment was ratified by approximately 98% of the limited partnership interests. The Amendment also provides that future amendments to the Limited Partnership Agreement may be made only upon the consent of the general partners and at least seventy five percent (75%) of the interests of the limited partners. Consent of at least 75% of the interests of the limited partners will also be required to remove a general partner pursuant to the Amendment.

Effective November 30, 2010, the general and limited partners of Justice Investors entered into an Amended and Restated Agreement of Limited Partnership, which was approved and ratified by more than 98% of the limited partnership interests of Justice. The Partnership Agreement was amended and restated in its entirety to comply with the new provisions of the California Corporations Code known as the "Uniform Limited Partnership Act of 2008". The amendment did not result in any material modifications of the rights or obligations of the general and limited partners.

Concurrent with the Amendment to the Limited Partnership Agreement, a new General Partner Compensation Agreement (the "Compensation Agreement") was entered into on December 1, 2008, among Justice, Portsmouth and Evon to terminate and supersede all prior compensation agreement for the general partners of Justice Investors. Pursuant to the Compensation Agreement, the general partners of Justice will be entitled to receive an amount equal to 1.5% of the gross annual revenues of the Partnership (as defined), less \$75,000 to be used as a contribution toward the cost of Justice engaging an asset manager. In no event shall the annual compensation be less than a minimum base of approximately \$285,000, with eighty percent (80%) of that amount being allocated to Portsmouth for its services as managing general partner of Justice and twenty percent (20%) allocated to Evon as the co-general partner. Compensation earned by the general partners in each calendar year in excess of the minimum base, will be payable in equal fifty percent (50%) shares to Portsmouth and Evon.

### NOTE 3 – INVESTMENT IN HOTEL, NET

Investment in hotel consisted of the following as of:

	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Net Book Value</u>
<b>June 30, 2013</b>			
Land	\$ 1,896,000	\$ -	\$ 1,896,000
Furniture and equipment	22,270,000	(19,312,000)	2,958,000
Building and improvements	54,327,000	(21,570,000)	32,757,000
	<u>\$ 78,493,000</u>	<u>\$ (40,882,000)</u>	<u>\$ 37,611,000</u>
<b>June 30, 2012</b>			
Land	\$ 1,896,000	\$ -	\$ 1,896,000
Furniture and equipment	20,855,000	(18,187,000)	2,668,000
Building and improvements	52,383,000	(20,466,000)	31,917,000
	<u>\$ 75,134,000</u>	<u>\$ (38,653,000)</u>	<u>\$ 36,481,000</u>

The Partnership leases certain equipment under agreements that are classified as capital leases. The cost of equipment under capital leases was \$2,131,000 at June 30, 2013 and 2012. The accumulated depreciation on capital leases was \$1,930,000 and \$1,668,000 as of June 30, 2013 and 2012, respectively.

### NOTE 4 – INVESTMENT IN REAL ESTATE, NET

The Company owns and operates a 27-unit and a 2-unit multi-family apartment complex located in Los Angeles, California and owns land held for development located in Maui, Hawaii. As of June 30, 2013 and 2012, investment in real estate included the following:

	<u>2013</u>	<u>2012</u>
Land	\$ 2,430,000	\$ 2,430,000
Buildings, improvements and equipment	2,580,000	2,580,000
Accumulated depreciation	(941,000)	(878,000)
	4,069,000	4,132,000
Land held for development	973,000	973,000
Investment in real estate, net	<u>\$ 5,042,000</u>	<u>\$ 5,105,000</u>

Depreciation expense for the years ended June 30, 2013 and 2012 was \$63,000 each year.

In August 2007, Portsmouth agreed to acquire 50% interest in Intergroup Uluniu, Inc., a Hawaiian corporation and a 100% owned subsidiary of InterGroup, for \$973,000, which represents an amount equal to the costs paid by InterGroup for the acquisition and carrying costs of approximately two acres of unimproved land held for development located in Maui, Hawaii. As a related party transaction, the fairness of the financial terms of the transaction were reviewed and approved by the independent director of Portsmouth.

### NOTE 5 - 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 inure to its shareholders through income and/or capital gain.

At June 30, 2013 and 2012, 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</u>	<u>Fair Value</u>
<b>As of June 30, 2013</b>					
Corporate Equities	\$ 4,811,000	\$ 1,530,000	\$ (1,136,000)	\$ 394,000	\$ 5,205,000
<b>As of June 30, 2012</b>					
Corporate Equities	\$ 3,038,000	\$ 1,970,000	\$ (958,000)	\$ 1,012,000	\$ 4,050,000

As of June 30, 2013 and 2012, the Company had \$902,000 and \$756,000, respectively, of unrealized losses related to securities held for over one year.

Net loss on marketable securities on the statement of operations is comprised of realized and unrealized gains (losses). Below is the composition of the two components for the years ended June 30, 2013 and 2012, respectively.

	<u>2013</u>	<u>2012</u>
For the year ended June 30,		
Realized gain (loss) on marketable securities	\$ 104,000	\$ (621,000)
Unrealized loss on marketable securities	(787,000)	(1,044,000)
Net loss on marketable securities	<u>\$ (683,000)</u>	<u>\$ (1,665,000)</u>

#### NOTE 6 – 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:

<u>Type</u>	<u>June 30, 2013</u>	<u>June 30, 2012</u>
Preferred stock - Comstock, at cost	\$ 6,659,000	\$ 6,659,000
Private equity hedge fund, at cost	1,102,000	1,164,000
Corporate debt and equity instruments, at cost	168,000	168,000
Warrants - at fair value	4,000	180,000
	<u>\$ 7,933,000</u>	<u>\$ 8,171,000</u>

On October 20, 2010, as part of a debt restructuring of one of its investments, the Company exchanged approximately \$6,659,000 in notes, convertible notes and debt instruments that it held in Comstock Mining, Inc. ("Comstock" – now NYSE MKT: LODE) for 6,659 shares (\$1,000 stated value) of newly created 7 1/2% Series A-1 Convertible Preferred Stock (the "A-1 Preferred") of Comstock. Prior to the exchange, those notes and convertible debt instruments had a carrying value of \$1,085,000, net of impairment adjustments. The Company accounted for the transaction as an exchange of its debt securities and recorded the new instruments (A-1 Preferred) received based on their fair value. The Company estimated the fair value of the A-1 Preferred at \$1,000 per share, which was the stated value of the

instrument, for a total of \$6,659,000. The fair value of the A-1 Preferred had a similar value to the Series B preferred stock financing (stated value of \$1,000 per share) by which Comstock concurrently raised \$35.7 million in new capital from other investors in October 2010. The Company recorded an unrealized gain during fiscal 2011 of \$5,574,000 related to the preferred stock received as part of the debt restructuring.

As part of that transaction, the Company's parent company, The InterGroup Corporation, also exchanged approximately \$6,572,000 in notes, convertible notes and debt instruments for 6,572 shares of A-1 Preferred, respectively. The Company's Chairman and President also exchanged approximately \$7,681,000 in notes and convertible notes held personally by him for 7,681 shares of A-1 Preferred. Together, the Company, Santa Fe, InterGroup and Mr. Winfield constitute all of the holders of the A-1 Preferred.

Each share of A-1 Preferred has a stated value of \$1,000 per share and a liquidation and change of control preference equal to the stated value plus accrued and unpaid dividends. Commencing January 1, 2011, the holders are entitled to semi-annual dividends at a rate of 7.5% per annum, payable in cash, common stock, preferred stock or any combination of the foregoing, at the election of Comstock. At the holder's election, each share of A-1 Preferred is convertible at a fixed conversion rate (subject to anti-dilution) into 1,536 shares of common stock of Comstock, therefore converting into common stock at a conversion price of \$0.6510. Each share of A-1 Preferred will entitle the holder to vote with the holders of common stock as a single class on all matters submitted to the vote of the common stock (on an as converted basis) and, for purposes of voting only, each share of A-1 Preferred shall be entitled to five times the number of votes per common share to which it would otherwise be entitled. Each share of A-1 Preferred shall entitle its holder to one (1) vote in any matter submitted to vote of holders of Preferred Stock, voting as a separate class. The A-1 Preferred, in conjunction with the other series of newly created Preferred Stock of Comstock, also has certain rights requiring consent of the Preferred Stock holders for Comstock to take certain corporate and business actions. The holders will have registration rights with respect to the shares of common stock underlying the A-1 Preferred and also preemptive rights. The foregoing description of the A-1 Preferred and the specific terms of the A-1 Preferred is qualified in its entirety by reference to the provisions of the Series A Securities Purchase Agreement, the Certificate of Designation of Preferences and Rights and Limitations of 7 1/2% Series A-1 Convertible Preferred Stock and the Registration Rights Agreement for the Series A Preferred Stock, which were filed as exhibits to the Company's Current Report on Form 8-K, dated October 20, 2010.

As of June 30, 2013 and 2012, the Company had investments in corporate debt and equity instruments which had attached warrants that were considered derivative instruments. These warrants have an allocated cost basis of \$257,000 as of June 30, 2013 and 2012 and a fair value of \$4,000 and \$180,000 as of June 30, 2013 and 2012, respectively. During the years ended June 30, 2013 and 2012, the Company had an unrealized loss of \$176,000 and an unrealized gain of \$292,000, respectively, related to these warrants.

#### **NOTE 7 - FAIR VALUE MEASUREMENTS**

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

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

**As of June 30, 2013**

Assets:	Level 1	Level 2	Level 3	Total
Cash equivalents - money market	\$ 3,000	\$ -	\$ -	\$ 3,000
Other investments - warrants	-	-	4,000	4,000
Investment in marketable securities:				
Basic materials	2,420,000	-	-	2,420,000
Technology	989,000	-	-	989,000
Financial services	838,000	-	-	838,000
REITs and real estate companies	291,000	-	-	291,000
Other	667,000	-	-	667,000
	5,205,000	-	-	5,205,000
	\$ 5,208,000	\$ -	\$ 4,000	\$ 5,212,000

**As of June 30, 2012**

Assets:	Level 1	Level 2	Level 3	Total
Cash equivalents - money market	\$ 3,000	\$ -	\$ -	\$ 3,000
Other investments - warrants	-	-	180,000	180,000
Investment in marketable securities:				
Basic materials	2,475,000	-	-	2,475,000
Technology	379,000	-	-	379,000
Financial services	337,000	-	-	337,000
REITs and real estate companies	205,000	-	-	205,000
Other	654,000	-	-	654,000
	4,050,000	-	-	4,050,000
	\$ 4,053,000	\$ -	\$ 180,000	\$ 4,233,000

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 in non-marketable securities," that were initially measured at cost and have been written down to fair value as a result of impairment or adjusted to record the fair value of new instruments received (i.e., preferred shares) in exchange for old instruments (i.e., debt instruments). The following table shows the fair value hierarchy for these assets measured at fair value on a non-recurring basis as follows:

Assets	Level 1	Level 2	Level 3	June 30, 2013	Net loss for the year ended June 30, 2013
Other non-marketable investments	\$ -	\$ -	\$ 7,929,000	\$ 7,929,000	\$ (62,000)
Assets	Level 1	Level 2	Level 3	June 30, 2012	Net loss for the year ended June 30, 2012
Other non-marketable investments	\$ -	\$ -	\$ 7,991,000	\$ 7,991,000	\$ (575,000)

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. These investments are reviewed on a periodic basis for other-than-temporary impairment. When determining the fair value of these investments on a non-recurring basis, the Company uses valuation techniques such as the market approach and the unobservable inputs include factors such as conversion ratios and the stock price of the underlying convertible instruments. The Company reviews several factors to determine whether a loss is other-than-temporary. These factors include but are not limited to: (i) the length of time an investment is in an unrealized loss position, (ii) the extent to which fair value is less than cost, (iii) the financial condition and near term prospects of the issuer and (iv) our ability to hold the investment for a period of time sufficient to allow for any anticipated recovery in fair value.

## NOTE 8 – OTHER ASSETS, NET

Other assets consist of the following as of June 30:

	<u>2013</u>	<u>2012</u>
Inventory - hotel	\$ 918,000	\$ 907,000
Prepaid expenses	581,000	945,000
Note receivable - related party	644,000	654,000
Miscellaneous assets, net	<u>961,000</u>	<u>836,000</u>
Total other assets	<u>\$ 3,104,000</u>	<u>\$ 3,342,000</u>

Amortization expense of loan fees and franchise costs for the years ended June 30, 2013 and 2012 was \$72,000 each year.

## NOTE 9 – OTHER NOTES PAYABLE

The Partnership had a \$2,500,000 unsecured revolving line of credit facility with a bank that was to mature on April 30, 2010. Effective April 29, 2010, the Partnership obtained a modification from the bank which converted its revolving line of credit facility to a term loan.

The modification provides that Justice will pay the \$2,500,000 balance on its line of credit facility over a period of four years, to mature on April 30, 2014. This term loan calls for monthly principal and interest payments, calculated on a six-year amortization schedule, with interest only from May 1, 2010 to August 31, 2010. Pursuant to the modification, the annual floating interest rate was reduced by 0.5% to the WSJ Prime Rate plus 2.5% (with a minimum floor rate of 5.0% per annum). The modification provides for new financial covenants that include specific financial ratios and a return to minimum profitability after June 30, 2011. Management believes that the partnership has the ability to meet the specific covenants. The Partnership was in compliance with the covenants as of June 30, 2013 and 2012. The loan continues as unsecured. The Partnership made additional principal payments totaling \$124,000 in fiscal year 2012. The outstanding balance was \$1,167,000 and \$1,702,000 as of June 30, 2013 and 2012 respectively; the interest rate was 5.75% as of June 30, 2013.

The Partnership has short-term financing agreements with a financial institution for the payment of its general, property, and workers' compensation insurance. The notes payable under these financing agreements bear interest at 4% per annum and payable in equal monthly installments (principal and interest) through July 2013. The notes payable at June 30, 2013 and 2012, were \$71,000 and \$61,000, respectively.

As of June 30, 2013 and 2012, the Company had other notes payable and capital lease obligations outstanding of \$429,000 and \$309,000, respectively, which were included in Other Notes Payable.

During the year, Justice entered into a financing agreement with Ace Parking Management, Inc. to purchase equipment. The note bears 11.5% interest and is payable in equal monthly installments (principal and interest) through April 2018. As of June 30, 2013, the note payable balance was \$219,000.

## NOTE 10 – MORTGAGE NOTES PAYABLE

Each mortgage note payable is secured by its respective land and building. As of June 30, 2013 and 2012, the Company had the following mortgages:

<u>June 30, 2013</u>	<u>June 30, 2012</u>	<u>Interest Rate</u>	<u>Origination Date</u>	<u>Maturity Date</u>
\$ 26,043,000	\$ 26,599,000	Fixed 5.22%	July 27, 2005	August 5, 2015
17,370,000	17,722,000	Fixed 6.42%	March 27, 2007	August 5, 2015
<u>\$ 43,413,000</u>	<u>\$ 44,321,000</u>	Total mortgage notes payable - hotel		
\$ 3,138,000	\$ 3,189,000	Fixed 4.85%	November 4, 2010	December 1, 2020
395,000	388,000	Fixed 4.25%	September 1, 2012	September 1, 2042
<u>\$ 3,533,000</u>	<u>\$ 3,577,000</u>	Total mortgage notes payable - real estate		

On July 27, 2005, Justice entered into a first mortgage loan with The Prudential Insurance Company of America in a principal amount of \$30,000,000 (the "Prudential Loan"). The term of the Prudential Loan is for 120 months at a fixed interest rate of 5.22% per annum. The Prudential Loan calls for monthly installments of principal and interest in the amount of approximately \$165,000, calculated on a 30-year amortization schedule. The Loan is collateralized by a first deed of trust on the Partnership's Hotel property, including all improvements and personal property thereon and an assignment of all present and future leases and rents. The Prudential Loan is without recourse to the limited and general partners of Justice.

In March 2007, Justice entered into a second mortgage loan with The Prudential Insurance Company of America (the "Second Prudential Loan") in a principal amount of \$19,000,000. The term of the Second Prudential Loan is for approximately 100 months and matures on August 5, 2015, the same date as the Partnership's first mortgage loan with Prudential. The Second Prudential Loan is at a fixed interest rate of 6.42% per annum and calls for monthly installments of principal and interest in the amount of approximately \$119,000, calculated on a 30-year amortization schedule. The Loan is collateralized by a second deed of trust on the Partnership's Hotel property, including all improvements and personal property thereon and an assignment of all present and future leases and rents. The Loan is without recourse to the limited and general partners of Justice.

In September 2012, the Company refinanced its \$388,000 adjustable rate mortgage note payable on its 2-unit apartment located in Los Angeles, California for a new 30-year fixed rate mortgage in the amount of \$400,000. The interest rate on the new loan is 4.25% per annum. The note matures in September 2042.

Future minimum payments for all notes payable are as follows:

For the year ending June 30,	
2014	\$ 2,415,000
2015	1,139,000
2016	41,552,000
2017	123,000
2018	123,000
Thereafter	3,189,000
	<u>\$ 48,541,000</u>

#### NOTE 11 – GARAGE OPERATIONS

The parking garage is operated by Ace Parking Management, Inc. ("Ace Parking") for the Partnership pursuant to a Parking Facilities Management Agreement (the "Parking Agreement"). The initial term of the Parking Agreement was to expire on October 31, 2010, with an option to renew for another five-year term. Garage revenue is included as part of hotel revenue. For the year ended June 30, 2013 and 2012, garage revenue was \$2,786,000 and \$2,765,000, respectively

On October 31, 2010, the Partnership and Ace Parking entered into an amendment of the Parking Agreement to extend the term for a period of sixty two (62) months, commencing on November 1, 2010 and terminating December 31, 2015, subject to either party's right to terminate the agreement without cause on ninety (90) days written notice. The monthly management fee of \$2,000 and the accounting fee of \$250 remain the same, but the amendment modified how the Excess Profit Fee to be paid to Ace Parking would be calculated.

The amendment provides that, if net operating income (NOI) from the garage operations exceeds \$1,800,000 but is less than \$2,000,000, then Ace Parking will be entitled to an Excess Profit Fee of one percent (1%) of the total annual NOI. If the annual NOI is \$2,000,000 or higher, Ace Parking will be entitled to an Excess Profit Fee equal to two percent (2%) of the total annual NOI. The garage's NOI exceeded the annual NOI of \$2,000,000 for the years ended June 30, 2013 and 2012.

Base Management and incentive fees to Ace Parking amounted to \$44,000 and \$52,000 during the years ended June 30, 2013 and 2012 .

#### NOTE 12 – MANAGEMENT AGREEMENT

On February 2, 2007, the Partnership entered into an agreement with Prism to manage and operate the Hotel as its agent. The agreement is effective for a term of ten years, unless the agreement is extended or earlier terminated as provided in the agreement. Under the management agreement, the Partnership is required to pay the base management fees of up to 2.5% of gross operating revenues of the Hotel (i.e., room, food and beverage, and other operating departments) for the fiscal year. Of that amount, 1.75% of the gross operating revenues are paid monthly. The balance or 0.75% is paid only to the extent that the partially adjusted net operating income (net operating income less capital expenditures) for the fiscal year exceeds the amount of the Hotel's return for the fiscal year. The base management fee was limited to 1.75% as of and for the years ended June 30, 2013 and 2012. Prism is also entitled to an incentive management fee (not to exceed 4% in total) if certain milestones are accomplished. No incentive fees were paid during the years ended June 30, 2013 and 2012. Management fees paid to Prism during the years ended June 30, 2013 and 2012 were \$754,000 and \$626,000, respectively.

#### NOTE 13 – CONCENTRATION OF CREDIT RISK

Travel agents and airlines made up 30% or \$595,000 and 20% or \$332,000 of accounts receivable at June 30, 2013 and 2012, respectively. The Hotel had one customer who accounted for 27% or \$525,000 of accounts receivable at June 30, 2013. The Hotel had two customers who accounted for 7% or \$122,000 of accounts receivable at June 30, 2012.

#### NOTE 14 - INCOME TAXES

The Company and Portsmouth file separate tax returns for both federal and state purposes. The provision for income tax expense consists of the following:

<b>For the years ended June 30,</b>	<u>2013</u>	<u>2012</u>
Federal		
Current tax expense	\$ (62,000)	\$ (55,000)
Deferred tax (expense) benefit	(116,000)	45,000
	<u>(178,000)</u>	<u>(10,000)</u>
State		
Current tax expense	(25,000)	(28,000)
Deferred tax benefit (expense)	73,000	(8,000)
	<u>48,000</u>	<u>(36,000)</u>
Total income tax expense	<u>\$ (130,000)</u>	<u>\$ (46,000)</u>

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

<b>For the years ended June 30,</b>	<u><b>2013</b></u>	<u><b>2012</b></u>
Statutory federal tax rate	34.0%	34.0%
State income taxes, net of federal tax benefit	-5.5%	-6.0%
Noncontrolling interest	-34.7%	-72.9%
Valuation allowance	30.6%	62.8%
Other	-14.2%	-12.5%
	<u>10.2%</u>	<u>5.4%</u>

The components of the Company's deferred tax assets and (liabilities) as of June 30, 2013 and 2012 are as follows:

	<u><b>2013</b></u>	<u><b>2012</b></u>
<b>Deferred tax assets</b>		
Net operating loss carryforward	\$ 6,897,000	\$ 6,944,000
Investment reserve	1,541,000	2,049,000
Capital loss carryforward	624,000	-
Depreciation and amortization	202,000	196,000
Wash sales	168,000	35,000
Constructive sales	64,000	18,000
Accrued vacation	21,000	15,000
Valuation allowance	(1,695,000)	(1,298,000)
	<u>7,822,000</u>	<u>7,959,000</u>
<b>Deferred tax liabilities</b>		
Unrealized gains on marketable securities	(2,408,000)	(2,821,000)
Deferred gains on real estate sale	(913,000)	(913,000)
Basis difference in Justice	(1,037,000)	(758,000)
State taxes	(271,000)	(231,000)
	<u>(4,629,000)</u>	<u>(4,723,000)</u>
Net deferred tax assets	<u>\$ 3,193,000</u>	<u>\$ 3,236,000</u>

As of June 30, 2013, the Company had federal and state operating loss carryforwards of \$17,086,000 and \$12,304,000, respectively. These carryforwards expire in varying amounts through 2030.

The Company is subject to U.S. federal income tax as well as to income tax in multiple state jurisdictions. Federal income tax returns of the Company are subject to IRS examination for the 2009 through 2012 tax years. State income tax returns are subject to examination for the 2008 through 2012 tax years.

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

As of June 30, 2013, there were no uncertain tax positions. Management does not anticipate any future adjustments in the next twelve months which would result in a material change to its tax position. For the years ended June 30, 2013 and 2012, the Company did not have any interest and penalties.

#### **NOTE 15 – 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 year ended June 30, 2013 and 2012, respectively. Segment income (loss) from Hotel operations consists of the operation of the hotel and operation of the garage. Segment income (loss) from real estate operations consists of the operation of the rental properties. Loss from investments consists of net investment gain (loss), dividend and interest income and investment related expenses.

As of and for the year ended June 30, 2013	Hotel Operations	Real Estate Operations	Investment Transactions	Other	Total
Revenues	\$ 46,565,000	\$ 556,000	\$ -	\$ -	\$ 47,121,000
Segment operating expenses	(38,635,000)	(242,000)	-	(946,000)	(39,823,000)
Segment income (loss)	7,930,000	314,000	-	(946,000)	7,298,000
Interest expense	(2,612,000)	(108,000)	-	-	(2,720,000)
Depreciation and amortization expense	(2,354,000)	(63,000)	-	-	(2,417,000)
Loss from investments	-	-	(865,000)	-	(865,000)
Income tax expense	-	-	-	(130,000)	(130,000)
Net income (loss)	<u>\$ 2,964,000</u>	<u>\$ 143,000</u>	<u>\$ (865,000)</u>	<u>\$ (1,076,000)</u>	<u>\$ 1,166,000</u>
Total assets	<u>\$ 37,611,000</u>	<u>\$ 5,042,000</u>	<u>\$ 13,138,000</u>	<u>\$ 8,942,000</u>	<u>\$ 64,733,000</u>

  

As of and for the year ended June 30, 2012	Hotel Operations	Real Estate Operations	Investment Transactions	Other	Total
Revenues	\$ 42,462,000	\$ 572,000	\$ -	\$ -	\$ 43,034,000
Segment operating expenses	(33,465,000)	(215,000)	-	(902,000)	(34,582,000)
Segment income (loss)	8,997,000	357,000	-	(902,000)	8,452,000
Interest expense	(2,724,000)	(116,000)	-	-	(2,840,000)
Depreciation and amortization expense	(2,259,000)	(63,000)	-	-	(2,322,000)
Loss from investments	-	-	(2,420,000)	-	(2,420,000)
Income tax expense	-	-	-	(46,000)	(46,000)
Net income (loss)	<u>\$ 4,014,000</u>	<u>\$ 178,000</u>	<u>\$ (2,420,000)</u>	<u>\$ (948,000)</u>	<u>\$ 824,000</u>
Total assets	<u>\$ 36,481,000</u>	<u>\$ 5,105,000</u>	<u>\$ 12,221,000</u>	<u>\$ 9,362,000</u>	<u>\$ 63,169,000</u>

#### NOTE 16 - RELATED PARTY TRANSACTIONS

In December 2012, Justice declared a limited partnership distribution in the amount of \$1,200,000, of which Portsmouth received \$600,000. In December 2011, Justice declared a limited partnership distribution in the aggregate amount of \$1,000,000, of which Portsmouth received \$500,000. Both of the amounts received by Portsmouth were eliminated in consolidation.

During the year ended June 30, 2013 and 2012, the Company received management fees from Justice Investors totaling \$401,000 and \$366,000, respectively. These amounts were eliminated in consolidation.

Certain shared costs and expenses, primarily administrative expenses, rent and insurance are allocated among the Company and InterGroup based on management's estimate of the pro rata utilization of resources. For the years ended June 30, 2013 and 2012, these expenses were approximately \$144,000 for each respective year.

As of June 30, 2013, the Company has a note receivable from InterGroup in the amount of \$644,000. The interest rate on the note is fixed at 4.85% and the note matures in December 2020. See Note 8 – Other Assets, Net.

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 Santa Fe and InterGroup and oversees the investment activity of those companies. Depending on certain market conditions and various risk factors, the Chief Executive Officer, his family, Santa Fe 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 Santa Fe and InterGroup, at risk in connection with investment decisions made on behalf of the Company.

In fiscal year ended June 30, 2004, the disinterested members of the Boards of Directors of the Company and its subsidiary, Portsmouth, established a performance based compensation program for the Company's CEO to keep and retain his services as a direct and active manager of the Company's securities portfolio. Pursuant to the current criteria established by the Board, Mr. Winfield is entitled to performance based compensation for his management of the Company's securities portfolio equal to 20% of all net investment gains generated in excess of an annual return equal to the Prime Rate of Interest (as published in the Wall Street Journal) plus 2%. Compensation amounts are calculated and paid quarterly based on the results of the Company's investment portfolio for that quarter. Should the Company have a net investment loss during any quarter, Mr. Winfield would not be entitled to any further performance-based compensation until any such investment losses are recouped by the Company. This performance based compensation program may be further modified or terminated at the discretion of the respective Boards of Directors. The Company's CEO did not earn any performance based compensation for the years ended June 30, 2013 and 2012.

## **NOTE 17 – COMMITMENTS AND CONTINGENCIES**

### ***Administrative Fees—General Partners***

During each of the years ended June 30, 2013 and 2012, the general partners of Justice were paid a total of \$620,000 and \$562,000, respectively. The total amount paid represents the minimum base compensation of \$285,000 each year plus \$335,000 and \$277,000 respectively, based upon the agreement.

### ***Franchise Agreements***

The Partnership entered into a Franchise License agreement (the License agreement) with the Hilton Hotels Corporation (Hilton) on December 10, 2004. The term of the License agreement is for a 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.

Beginning on the opening date in January 2006, the Partnership paid monthly royalty fees for the first two years of three percent (3%) of the Hotel's gross room revenue for the preceding calendar month; the third year was at four percent (4%) of the Hotel's gross room revenue; and the fourth year until the end of the term will be five percent (5%) of the Hotel's gross room revenue. The Partnership also pays a monthly program fee of four percent (4%) of the Hotel's gross revenue. The amount of the monthly program fee is subject to change; however, the increase cannot exceed one percent (1%) of the Hotel gross room revenue in any calendar year, and the cumulative increases in the monthly fees will not exceed five percent (5%) of gross room revenue. Franchise fees for the years ended June 30, 2013 and 2012 were \$3,374,000 and \$3,008,000, respectively.

The Partnership also pays Hilton a monthly information technology recapture charge of 0.75% of the Hotel's gross revenues. Due to the difficult economic environment, Hilton agreed to reduce its information technology fees to 0.65%. For the years ended June 30, 2013 and 2012, those charges were \$236,000 and \$214,000, respectively.

### ***Employees***

As of June 30, 2013, Santa Fe had three full-time employees. The employees of the Company are not part of any collective bargaining agreement, and the Company believes that its employee relations are satisfactory.

As of June 30, 2013, the Partnership had approximately 244 employees. Approximately 80% of those employees were represented by one of three labor unions, and their terms of employment were determined under a collective bargaining agreement (CBA) to which the Partnership was a party. During the year ended June 30, 2013, the Partnership continued

under an existing CBA for the Local 2 (Hotel and Restaurant Employees). As of June 30, 2013, the CBA for Local 856 (International Brotherhood of Teamsters) has expired and is currently under renegotiation. Negotiation of collective bargaining agreements, which includes not just terms and conditions of employment but scope and coverage of employees, is a regular and expected course of business operations for the Partnership.

The Partnership expects and anticipates that the terms of conditions of CBAs will have an impact on wage and benefit costs, operating expenses, and certain hotel operations during the life of the each CBA, and incorporates these principles into its operating and budgetary practices.

### ***Legal Matters***

In August 2012, two current and four former employees of the Hotel commenced a putative wage and hour class action against the Partnership. The Complaint alleged that the Partnership failed to provide compliant meal periods, failed to authorize and permit compliant rest periods, failed to pay all regular and overtime wages due, failed to provide accurate itemized wage statements, and failed to pay all wages owed upon termination of employment.

In February 2013, the Partnership agreed to settle the class action lawsuit for \$525,000. The amount was accrued as of June 30, 2013 and is included as part of "Accounts payable and accrued liabilities" in the Balance Sheets. Prism Hotels L.P. agreed to reimburse the Partnership for 50% of the total amount of the settlement and pay up to \$300,000 of legal fees and defense costs incurred in defense of the lawsuit. During fiscal 2013, the Company incurred legal costs of \$365,000 associated with the lawsuit, of which Prism agreed to pay \$300,000 in accordance with the agreement. The amount due to Prism at June 30, 2013 for the management fee was applied against the receivable for the reimbursement of the settlement and legal costs. The Partnership insurance carrier awarded \$225,000 in insurance proceeds as a result of a claim related to the settlement. Of the total proceeds, 50% or \$112,500 was allocated to the Partnership and the remaining amount was allocated to Prism. The insurance reimbursement awarded to the Partnership was offset against the related legal expense.

The Partnership is involved from time to time in various claims in the ordinary course of business. Management does not believe that the impact of such matters will have a material effect on the financial conditions or result of operations when resolved.

### **NOTE 18 – EMPLOYEE BENEFIT PLAN**

Justice has a 401(k) Profit Sharing Plan (the Plan) for non-union employees who have completed six months of service. Justice provides a matching contribution up to 4% of the contribution to the Plan based upon a certain percentage on the employees' elective deferrals. Justice may also make discretionary contributions to the Plan each year. Contributions made to the Plan amounted to \$56,000 and \$63,000 during the years ended June 30, 2013 and 2012, respectively.

Certain employees of Justice who are members of various unions are covered by union-sponsored, collectively bargained, multi-employer health and welfare and benefit pension plans. Justice does not contribute separately to those multi-employer plans.

### **NOTE 19 – SUBSEQUENT EVENTS**

The Company has evaluated all events occurring subsequent to June 30, 2013 through September 18, 2013, the date which these financial statements were available to be issued, and concluded that nothing has occurred outside the normal course of business operations that require disclosure or recognition as of June 30, 2013.

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

None.

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

**EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES**

The Company's management, with the participation of the Company's Chief Executive Officer and Principal Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Exchange Act) as of the end of the fiscal period covered by this Annual Report on Form 10-K. Based upon such evaluation, 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.

**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, for the Company. In establishing adequate internal control over financial reporting, management has developed and maintained a system of internal control, policies and procedures designed to provide reasonable assurance that information contained in the accompanying consolidated financial statements and other information presented in this annual report is reliable, does not contain any untrue statement of a material fact or omit to state a material fact, and fairly presents in all material respects the financial condition, results of operations and cash flows of the Company as of and for the periods presented in this annual report.

Management conducted an evaluation of the effectiveness of Company's internal control over financial reporting using the framework in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control Integrated Framework. Based on its evaluation under that framework, management concluded that the Company's internal control over financial reporting was effective as of June 30, 2013.

**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 Annual Report on Form 10-K that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**Item 9B. Other Information.**

None to report.

## PART III

### Item 10. Directors, Executive Officers and Corporate Governance.

The following table sets forth certain information with respect to the Directors and Executive Officers of the Company as of June 30, 2013:

<u>Name</u>	<u>Position with the Company</u>	<u>Age</u>	<u>Term to Expire</u>
John V. Winfield	Chairman of the Board; President and Chief Executive Officer <sup>(1)</sup>	66	Fiscal 2013 Annual Meeting
John C. Love	Director <sup>(1)(2)</sup>	73	Fiscal 2013 Annual Meeting
William J. Nance	Director <sup>(1)(2)</sup>	69	Fiscal 2013 Annual Meeting
<b>Other Executive Officers:</b>			
Michael G. Zybala	Vice President, Secretary and General Counsel	61	N/A
David T. Nguyen	Treasurer and Controller (Principal Financial Officer)	39	N/A

<sup>(1)</sup> Member of Securities Investment Committee

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

#### Business Experience:

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

**John V. Winfield** -- Mr. Winfield was first elected to the Board in May of 1995 and currently serves as the Company's Chairman of the Board, President and Chief Executive Officer, having been appointed as such in April 1996. Mr. Winfield is also the Chairman of the Board, President and Chief Executive Officer of the Company's subsidiary, Portsmouth, having held those positions since May of 1996. Mr. Winfield is Chairman of the Board, President and Chief Executive Officer of The InterGroup Corporation ("InterGroup"), a public company, and has held those positions since 1987. Mr. Winfield also serves as Chairman of the Board of Comstock Mining, Inc. (NYSE MKT: LODE), a public company in which he was elected a Director on June 23, 2011. Mr. Winfield's extensive experience as an entrepreneur and investor, as well as his managerial and leadership experience from serving as a chief executive officer and director of public companies, led to the Board's conclusion that he should serve as a director of the Company.

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

**William J. Nance** -- Mr. Nance was first elected to the Board in May of 1996. Mr. Nance is also a director of Portsmouth. Mr. Nance is the President and CEO of Century Plaza Printers, Inc., a company he founded in 1979. He has also served as a consultant in the acquisition and disposition of multi-family and commercial real estate. Mr.

Nance is a Certified Public Accountant and, from 1970 to 1976, was employed by Kenneth Leventhal & Company where he was a Senior Accountant specializing in the area of REITS and restructuring of real estate companies, mergers and acquisitions, and all phases of real estate development and financing. Mr. Nance is also Director of InterGroup, and has held such position since 1984. Mr. Nance also serves as a director of Comstock Mining, Inc. Mr. Nance's extensive experience as a CPA and in numerous phases of the real estate industry, his business and management experience gained in running his own businesses, his service as a director and audit committee member for other public companies and his knowledge and understanding of finance and financial reporting, led to the Board's conclusion that he should serve as a director of the Company.

**Michael G. Zybala** -- Mr. Zybala was appointed as Vice President and Secretary of the Company on February 20, 1998. He is also Vice President, Secretary and General Counsel of Portsmouth. Mr. Zybala is an attorney at law and has served as the Company's General Counsel since 1995 and has represented the Company as its corporate counsel since 1978. Mr. Zybala also serves as Assistant Secretary and counsel to InterGroup and has held those positions since January 1999.

**David T. Nguyen** -- Mr. Nguyen was appointed as Treasurer of the Company on February 27, 2003. Mr. Nguyen also serves as Treasurer of InterGroup and Portsmouth, having been appointed to those positions on February 26, 2003 and February 27, 2003, respectively. Mr. Nguyen is a Certified Public Accountant and, from 1995 to 1999, was employed by PricewaterhouseCoopers LLP where he was a Senior Accountant specializing in real estate. Mr. Nguyen has also served as the Company's Controller from 1999 to December 2001 and from December 2002 to present.

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

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

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

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

Based solely on its review of the copies of Forms 3 and 4 and amendments thereto furnished to the Company during its most recent fiscal year, or written representations from certain reporting persons that no Forms 5 were required for those persons, the Company believes that during fiscal 2012 all filing requirements applicable to its officers, directors, and greater than ten-percent beneficial owners were complied with.

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

The Company has adopted a Code of Ethics that applies to its principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, as well as its Board of Directors. A copy of the Code of Ethics is filed as Exhibit 14 to this Report. A copy is also posted on the Santa Fe page of its parent company's website at [www.intgla.com](http://www.intgla.com). The Company will provide to any person without charge, upon request, a copy of its Code of Ethics by sending such request to: Santa Fe Financial Corporation, Attn: Treasurer, 10940 Wilshire Blvd., Suite 2150, Los Angeles, CA 90024. The Company will promptly disclose any amendments or waivers to its Code of Ethics on Form 8-K.

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

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

## Procedures for Recommendations of Nominees to Board of Directors

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

## Audit Committee and Audit Committee Financial Expert

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

## Item 11. Executive Compensation.

The following table provides certain summary information concerning compensation awarded to, earned by, or paid to the Company's principal executive officer and other named executive officers of the Company whose total compensation exceeded \$100,000 for all services rendered to the Company for each of the Company's last two completed fiscal years ended June 30, 2012 and 2011. No stock awards, long-term compensation, options or stock appreciation rights were granted to any of the named executive officers during the last two fiscal years.

### SUMMARY COMPENSATION TABLE

#### Annual Compensation

<u>Name and Principal Position</u>	<u>Fiscal Year</u>	<u>Salary</u>	<u>Bonus</u>	<u>All Other Compensation</u>	<u>Total</u>
John V. Winfield Chairman; President and Chief Executive Officer	2013	\$ 267,000 <sup>(1)</sup>	-	\$ 43,000 <sup>(2)</sup>	\$ 310,000 <sup>(1)</sup>
	2012	\$ 267,000 <sup>(1)</sup>	-	\$ 43,000 <sup>(2)</sup>	\$ 310,000 <sup>(1)</sup>
Michael G. Zybala Vice President, Secretary and General Counsel	2013	\$ 135,000	\$ 18,000	-	\$ 153,000 <sup>(3)</sup>
	2012	\$ 126,000	\$ 12,000	-	\$ 138,000 <sup>(3)</sup>
David T. Nguyen Treasurer and Controller (Principal Financial Officer)	2013	\$ 90,000	\$ 10,000	-	\$ 100,000 <sup>(4)</sup>
	2012	\$ 90,000	\$ 10,000	-	\$ 100,000 <sup>(4)</sup>

<sup>(1)</sup> Includes salary and director's fees received from the Company's subsidiary, Portsmouth, in the amounts of \$134,000 for each of the fiscal years ended June 30, 2013 and 2012 and directors fees in the amount of \$6,000 per year paid by Santa Fe. Does not include compensation received from Santa Fe's parent corporation, InterGroup, of \$255,000 for each of the fiscal years ended June 30, 2013 and June 30, 2012.

<sup>(2)</sup> During fiscal 2013 and 2012, the Company and Portsmouth also paid combined annual premiums of \$43,000, for each respective year, for split dollar whole life insurance policies, owned by, and the beneficiary of which is, a trust for the benefit of Mr. Winfield's family. Portsmouth's share of those premiums was \$17,000 per year. These policies were obtained in December 1998 and provide for an aggregate death benefit of \$2,500,000. The Company has a secured right to receive, from any proceeds of the policy, reimbursement of all premiums paid prior to any payments to the beneficiary.

<sup>(3)</sup> Includes salary and bonus paid by Portsmouth in the aggregate amount of \$123,000 for fiscal year ended June 30, 2013 and salary bonus of \$113,000 for fiscal year ended June 30, 2012. Does not include \$47,000 and \$55,000 paid by Santa Fe's parent company, InterGroup, for fiscal years 2013 and 2012, respectively.

<sup>(4)</sup> Includes salary and bonus paid by Portsmouth in the amount of \$50,000 for fiscal year ended June 30, 2013 and salary in the amount of \$50,000 for fiscal year ended June 30, 2012. Does not include \$100,000 paid by Santa Fe's parent company, InterGroup, for fiscal year 2013 and \$100,000 for fiscal year 2012.

As a Smaller Reporting Company, Santa Fe has no compensation committee. Executive Officer compensation is set by disinterested members of the Board of Directors. Santa Fe has no stock option plan or stock appreciation rights for its executive officers. The Company has no pension or long-term incentive plans. There are no employment contracts between Santa Fe and any executive officer, and there are no termination-of-employment or change-in-control arrangements.

In fiscal year ended June 30, 2004, the disinterested members of the Boards of Directors of the Company and its subsidiary, Portsmouth, established a performance based compensation program for the Company's CEO to keep and retain his services as a direct and active manager of the Company's securities portfolio. Pursuant to the current criteria established by the Board, Mr. Winfield is entitled to performance based compensation for his management of the Company's securities portfolio equal to 20% of all net investment gains generated in excess of an annual return equal to the Prime Rate of Interest (as published in the Wall Street Journal) plus 2%. Compensation amounts are calculated and paid quarterly based on the results of the Company's investment portfolio for that quarter. Should the Company have a net investment loss during any quarter, Mr. Winfield would not be entitled to any further performance-based compensation until any such investment losses are recouped by the Company. This performance based compensation program may be further modified or terminated at the discretion of the respective Boards of Directors. The Company's CEO did not earn any performance based compensation for the years ended June 30, 2013 and 2012.

#### Internal Revenue Code Limitations

Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), provides that, in the case of a publicly held corporation, the corporation is not generally allowed to deduct remuneration paid to its chief executive officer and certain other highly compensated officers to the extent that such remuneration exceeds \$1,000,000 for the taxable year. Certain remuneration, however, is not subject to disallowance, including compensation paid on a commission basis and, if certain requirements prescribed by the Code are satisfied, other performance based compensation. Since InterGroup, Santa Fe and Portsmouth are each public companies, the \$1,000,000 limitation applies separately to the compensation paid by each entity. Stock option expenses are also amortized over a several years. For fiscal years 2013 and 2012, no compensation paid by the Company to its CEO or other executive officers was subject the deduction disallowance prescribed by Section 162(m) of the Code.

#### DIRECTOR COMPENSATION

The following table provides information concerning compensation awarded to, earned by, or paid to the Company's directors for the fiscal year ended June 30, 2013.

**DIRECTOR COMPENSATION TABLE**

<u>Name</u>	<u>Fees Earned or Paid in Cash</u>	<u>All Other Compensation</u>	<u>Total</u>
John C. Love	\$46,000 <sup>(1)</sup>	-	\$46,000
William J. Nance	\$46,000 <sup>(1)</sup>	-	\$46,000
John V. Winfield <sup>(2)</sup>	-	-	-

<sup>(1)</sup> Mr. Love and Mr. Nance also serve as directors of the Company's subsidiary, Portsmouth. Amounts shown include \$8,000 in regular board and audit committee fees paid by Santa Fe and \$8,000 in regular board and audit committee fees paid by Portsmouth. These amounts also include \$30,000 in special hotel committee fees paid to Mr. Love and Mr. Nance by Portsmouth related to the oversight of its Hotel asset.

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

The bylaws of Santa Fe permit directors to be paid a fixed sum for attendance at each meeting of the Board or a stated retainer fee as director. Each director is paid a fee of \$1,500 per quarter for a total annual compensation of \$6,000. This policy has been in effect since July 1, 1985. Members of the Company's Audit Committee also receive a fee of \$500 per quarter.

#### **Change in Control or Other Arrangements**

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

#### **Outstanding Equity Awards at Fiscal Year End.**

The Company did not have any outstanding equity awards at the end of its fiscal year ended June 30, 2013 and has no equity compensation plans in effect.

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

The following table sets forth, as of September 3, 2013, certain information with respect to the beneficial ownership of Common Stock of the Company owned by those persons or groups known by the Company to own more than five percent of the outstanding shares of Common Stock.

<u>Name and Address of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u> <sup>(1)</sup>	<u>Percent of Class</u> <sup>(2)</sup>
<b>The InterGroup Corporation</b> 10940 Wilshire Blvd., Suite 2150 Los Angeles, CA 90024	1,000,227	80.5%
<b>John V. Winfield</b> 10940 Wilshire Blvd., Suite 2150 Los Angeles, CA 90024	49,400	4.0%
<b>The InterGroup Corporation and John V. Winfield as a group</b>	1,041,648 <sup>(3)</sup>	84.5%

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

<sup>(2)</sup> Percentages are calculated on the basis of 1,241,810 shares of Common Stock issued and outstanding as of September 3, 2013 plus any securities that the person has a right to acquire within 60 days pursuant to options, warrants, conversion privileges or other rights.

<sup>(3)</sup> Pursuant to a Voting Trust Agreement dated June 30, 1998, InterGroup has the power to vote the 49,400 shares of Common Stock owned by Mr. Winfield. As President, Chairman of the Board and a 62.6% beneficial shareholder of InterGroup, Mr. Winfield has voting and dispositive power over the shares owned of record and beneficially by InterGroup.

### Security Ownership of Management.

The following table sets forth, as of September 3, 2013, certain information with respect to the beneficial ownership of Common Stock of the Company owned by (i) each Director and each of the named Executive Officers, and (ii) all Directors and Executive Officers as a group.

<u>Name of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u> <sup>(1)</sup>	<u>Percent of Class</u> <sup>(2)</sup>
John V. Winfield	1,049,627 <sup>(3)</sup>	84.5%
John C. Love	0 <sup>(4)</sup>	-
William J. Nance	0 <sup>(4)</sup>	-
Michael G. Zybala	0	-
David T. Nguyen	0	-
All Directors and Executive Officers as a Group (5 persons)	1,049,627	84.5%

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

<sup>(2)</sup> Percentages are calculated on the basis of 1,241,810 shares of Common Stock issued and outstanding as of September 3, 2013 plus any securities that person has the right to acquire within 60 days pursuant to options, warrants, conversion privileges or other rights.

<sup>(3)</sup> John V. Winfield is the sole beneficial owner of 49,400 shares of Common Stock. InterGroup is the beneficial owner of 1,000,227 shares of Common Stock. As the President, Chairman of the Board and a 62.6% shareholder of InterGroup, Mr. Winfield has voting and dispositive power with respect to the shares of Santa Fe owned of record and beneficially by InterGroup.

<sup>(4)</sup> John C. Love is a 0.9% shareholder of InterGroup as well as a Director thereof. William J. Nance is also a Director of InterGroup and a 2.4% shareholder.

### Security Ownership of Management in Subsidiary

As of August 31, 2013, Santa Fe was the record and beneficial owner of 505,437 shares of its subsidiary, Portsmouth, and 94,862 shares are owned by Santa Fe's parent company InterGroup. The President and Chairman of the Board of Santa Fe and InterGroup has voting power with respect to common shares of Portsmouth owned by Santa Fe and InterGroup which represent 81.8% of the voting power of Portsmouth. No other director or executive officer of Santa Fe has a beneficial interest in Portsmouth's shares.

### Changes in Control

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

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

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

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

As of September 3, 2013, Santa Fe and InterGroup owned 81.8% of the common stock of Portsmouth, and InterGroup and John V. Winfield, in the aggregate, owned approximately 84.5% of the voting stock of Santa Fe. All of the Company's Directors serve as directors of InterGroup and all three of the Company's Directors serve on the Board of Portsmouth.

As of June 30, 2013, the Company has a note receivable from InterGroup in the amount of \$644,000. The interest rate on the note is fixed at 4.85% and the note matures in December 2020.

Certain costs and expenses, primarily administrative salaries, rent and insurance, are allocated among the Company, its subsidiary, Portsmouth, and parent InterGroup based on management's estimate of the pro rata utilization of resources. During each of the fiscal years ended June 30, 2013 and 2012, the Company and Portsmouth made payments to InterGroup of approximately \$144,000 for administrative costs and reimbursement of direct and indirect costs associated with the management of the Companies and their investments, including the partnership asset.

As Chairman of the Securities Investment Committee, the Company's President and Chief Executive officer, 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 Portsmouth and InterGroup and oversees the investment activity of those companies. 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.

In December 1998, Board of Directors authorized the Company to obtain whole life insurance and split dollar insurance policies covering the Company's President and Chief Executive Officer, Mr. Winfield. During fiscal years 2013 and 2012, the Company paid annual premiums of \$26,000 for the split dollar whole life insurance policy, owned by, and the beneficiary of which is, a trust for the benefit of Mr. Winfield's family. The Company has a secured right to receive, from any proceeds of the policy, reimbursement of all premiums paid prior to any payments to the beneficiary. During fiscal 2013 and 2012, Portsmouth also paid annual premiums of \$17,000 for a split dollar policy also covering Mr. Winfield. The premiums associated with that split dollar policy are considered additional compensation to Mr. Winfield.

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

#### **Director Independence**

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

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

**Audit Fees** - The aggregate fees billed for each of the last two fiscal years ended June 30, 2013 and 2012 for professional services rendered by Burr Pilger Mayer, Inc., the independent registered public accounting firm for the audit of the Company's annual financial statements and review of financial statements included in the Company's Form 10-Q reports or services normally provided by the independent registered public accounting firm in connection with statutory and regulatory filings or engagements for those fiscal years, were as follows:

	<b>Fiscal Year</b>	
	<b>2013</b>	<b>2012</b>
Audit fees	\$ 151,000	\$ 156,000
Audit related fees	-	-
Tax fees	-	-
All other fees	-	-
<b>TOTAL:</b>	<b>\$ 151,000</b>	<b>\$ 156,000</b>

#### **Audit Committee Pre-Approval Policies**

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

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

#### **PART IV**

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

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

The following financial statements of the Company are included in Part II, Item 8 of this Report at pages 19 through 40:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets - June 30, 2013 and 2012

Consolidated Statements of Operations for years ended June 30, 2013 and 2012

Consolidated Statements of Shareholders' Equity (Deficit) for years ended June 30, 2013 and 2012

Consolidated Statements of Cash Flows for years ended June 30, 2013 and 2012

Notes to the Consolidated Financial Statements

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

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

##### **(a)(3) Exhibits**

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

<b>Exhibit Number</b>	<b>Description</b>
3.(i)	Articles of Incorporation (Restated Articles of Incorporation, dated August 12, 1997, are incorporated by reference to the Company's Form 10-KSB for the year ended December 31, 1997, as filed with the Commission on March 31, 1998).
3.(ii)	Bylaws (as amended February 15, 2000) incorporated by reference to the Company's Form 10-KSB for the year ended December 31, 1999, as filed with the Commission on March 29, 2000).
4.	Instruments defining the rights of security holders including indentures (See Articles of Incorporation and Bylaws)*
10.	Material Contracts:
10.1	Amended and Restated Agreement of Limited Partnership of Justice Investors, effective November 30, 2010 (incorporated by reference to Exhibit 10.1 to the Company's Form 10-Report for the quarterly period ended December 31, 2010, filed with the Commission on February 11, 2011).
10.2	General Partner Compensation Agreement, dated December 1, 2008 (incorporated by reference to Exhibit 10.2 to Company's Form 10-Q Report for the quarterly period ended December 31, 2008, filed with the Commission on February 12, 2009).
10.3	Franchise License Agreement, dated December 10, 2004, between Justice Investors and Hilton Hotels (incorporated by reference to Exhibit 10.3 of the Company's amended report on Form 10-K/A for the fiscal year ended June 30, 2011, as filed with the Commission on August 24, 2012).
10.4	Management Agreement, dated February 2, 2012, between Justice Investors and Prism Hospitality, L.P. (incorporated by reference to Exhibit 10.4 of the Company's amended report on Form 10-K/A for the fiscal year ended June 30, 2011, as filed with the Commission on August 24, 2012).
14.	Code of Ethics (filed herewith).
21.	Subsidiaries (filed herewith).
31.1	Certification of Principal Executive Officer of Periodic Report Pursuant to Rule 13a-14(a) and Rule 15d-14(a). (filed herewith)
31.2	Certification of Principal Financial Officer of Periodic Report Pursuant to Rule 13a-14(a) and Rule 15d-14(a). (filed herewith)
32.1	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350. (filed herewith)
32.2	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350. (filed herewith)

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

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SANTA FE FINANCIAL CORPORATION  
(Registrant)

Date: September 18, 2013

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

Date: September 18, 2013

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

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

<u>Signatures</u>	<u>Title and Position</u>	<u>Date</u>
<u>/s/ John V Winfield</u> John V. Winfield	President, Chief Operating Officer and Chairman of the Board (Principal Executive Officer)	September 18, 2013
<u>/s/ David T. Nguyen</u> David T. Nguyen	Treasurer and Controller (Principal Financial Officer)	September 18, 2013
<u>/s/ Michael G. Zybala</u> Michael G. Zybala	Vice President and Secretary	September 18, 2013
<u>/s/ John C. Love</u> John C. Love	Director	September 18, 2013
<u>/s/ William J. Nance</u> William J. Nance	Director	September 18, 2013

## BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

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### **JOHN V. WINFIELD**

*Chairman of the Board, President, and  
Chief Executive Officer*  
Executive Officer of Santa Fe Financial  
Corporation, Portsmouth Square, Inc. and  
The InterGroup Corporation

### **JOHN C. LOVE**

*Director*  
Retired Partner Pannell Kerr Forster CPAs;  
International Hospitality and Tourism  
Consultant; Hotel Broker

### **DAVID T. NGUYEN**

*Treasurer and Controller*  
Santa Fe Financial Corporation,  
Portsmouth Square, Inc. and  
The InterGroup Corporation

### **WILLIAM J. NANCE**

*Director*  
Certified Public Accountant; President,  
Century Plaza Printers, Inc. and Private,  
Consultant (real estate and banking)

### **MICHAEL G. ZYBALA**

*Vice President, Secretary, and  
General Counsel*  
Santa Fe Financial Corporation and  
Portsmouth Square, Inc.; Assistant Secretary  
and Counsel The InterGroup Corporation

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### **ANNUAL REPORT ON FORM 10-KSB**

A copy of the Company's Annual Report for the fiscal year ended June 30, 2013 to the Securities and Exchange Commission on Form 10-KSB may be obtained upon written request to:

**Michael G. Zybala, Secretary**  
Santa Fe Financial Corporation  
10940 Wilshire Blvd., Suite 2150, Los Angeles, California 90024

The Company's Form 10-KSB for the fiscal year ended June 30, 2013 and its Quarterly Reports on Form 10-QSB are also available through the Securities and Exchange Commission's web site (<http://www.sec.gov>).

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### **AUDITORS**

Burr, Pilger & Mayer LLP  
600 California Street,  
Suite 1300  
San Francisco, CA 94108

### **STOCK TRANSFER AGENT**

Computershare Trust Company, N.A.  
250 Royall Street  
Canton, MA 02021  
Telephone: 800-962-4284  
Website: [www.computershare.com](http://www.computershare.com)

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