

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

FORM 10-Q

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

For the quarterly period ended March 31, 2014

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 0-4057

**PORTSMOUTH SQUARE, INC.**

(Exact name of registrant as specified in its charter)

CALIFORNIA  
(State or other jurisdiction of  
Incorporation or organization)

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

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

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

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

Yes  No

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

Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

Yes  No

The number of shares outstanding of registrant's Common Stock, as of April 25, 2014, was 734,183.

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**PART 1  
FINANCIAL INFORMATION**

**Item 1 – Condensed Consolidated Financial Statements**

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

As of	<u>March 31, 2014</u> <u>(Unaudited)</u>	<u>June 30, 2013</u>
<b>ASSETS</b>		
Investment in hotel, net	\$ 33,425,000	\$ 34,048,000
Investment in real estate	973,000	973,000
Investment in marketable securities	2,987,000	3,324,000
Other investments, net	5,266,000	5,160,000
Cash and cash equivalents	999,000	668,000
Restricted cash - redemption	17,104,000	-
Restricted cash - mortgage impounds	1,359,000	-
Accounts receivable, net	1,741,000	1,957,000
Other assets, net	4,554,000	2,004,000
Deferred tax asset	5,786,000	3,193,000
Total assets	<u>\$ 74,194,000</u>	<u>\$ 51,327,000</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)</b>		
<b>Liabilities:</b>		
Accounts payable and other liabilities	\$ 15,390,000	\$ 9,176,000
Redemption payable	17,104,000	-
Due to securities broker	515,000	579,000
Obligations for securities sold	-	531,000
Other notes payable	531,000	1,595,000
Mortgage and subordinated notes payable	117,000,000	43,413,000
Total liabilities	<u>150,540,000</u>	<u>55,294,000</u>
<b>Commitments and contingencies</b>		
<b>Shareholders' deficit:</b>		
Common stock, no par value: Authorized shares - 750,000; 734,183 shares issued and outstanding	2,092,000	2,092,000
Additional paid-in-capital	-	916,000
Retained earnings (accumulated deficit)	(72,237,000)	574,000
Total Portsmouth shareholders' (deficit) equity	<u>(70,145,000)</u>	<u>3,582,000</u>
Noncontrolling interest	(6,201,000)	(7,549,000)
Total shareholders' deficit	<u>(76,346,000)</u>	<u>(3,967,000)</u>
Total liabilities and shareholders' deficit	<u>\$ 74,194,000</u>	<u>\$ 51,327,000</u>

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

**PORTSMOUTH SQUARE, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(UNAUDITED)**

For the three months ended March 31,

	<u>2014</u>	<u>2013</u>
<b>Revenue - Hotel</b>	\$ 11,849,000	\$ 10,475,000
<b>Costs and operating expenses</b>		
Hotel operating expenses	(10,620,000)	(9,563,000)
Hotel restructuring adjustment	300,000	-
Hotel depreciation and amortization expense	(441,000)	(560,000)
General and administrative expense	(179,000)	(169,000)
<b>Total costs and operating expenses</b>	<u>(10,940,000)</u>	<u>(10,292,000)</u>
<b>Income from operations</b>	909,000	183,000
<b>Other income (expense)</b>		
Interest expense - mortgage	(1,766,000)	(648,000)
Net gain (loss) on marketable securities	24,000	(17,000)
Net unrealized gain on other investments	34,000	-
Dividend and interest income	-	3,000
Trading and margin interest expense	(75,000)	(60,000)
<b>Other expense, net</b>	<u>(1,783,000)</u>	<u>(722,000)</u>
<b>Loss before income taxes</b>	(874,000)	(539,000)
<b>Income tax benefit</b>	<u>332,000</u>	<u>141,000</u>
<b>Net loss</b>	(542,000)	(398,000)
Less: Net loss attributable to the noncontrolling interest	55,000	194,000
<b>Net loss attributable to Portsmouth</b>	<u>\$ (487,000)</u>	<u>\$ (204,000)</u>
<b>Basic and diluted net loss per share attributable to Portsmouth</b>	<u>\$ (0.66)</u>	<u>\$ (0.28)</u>
<b>Weighted average number of common shares outstanding - basic and diluted</b>	<u>734,183</u>	<u>734,183</u>

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

**PORTSMOUTH SQUARE, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(UNAUDITED)**

For the nine months ended March 31,

	<u>2014</u>	<u>2013</u>
<b>Revenue - Hotel</b>	\$ 37,428,000	\$ 33,581,000
<b>Costs and operating expenses</b>		
Hotel operating expenses	(29,645,000)	(28,125,000)
Hotel restructuring costs	(6,995,000)	-
Hotel occupancy tax - penalty fees	(1,084,000)	-
Hotel depreciation and amortization expense	(1,739,000)	(1,686,000)
General and administrative expense	(522,000)	(509,000)
Total costs and operating expenses	<u>(39,985,000)</u>	<u>(30,320,000)</u>
Income (loss) from operations	<u>(2,557,000)</u>	<u>3,261,000</u>
Other income (expense)		
Interest expense - mortgage	(3,168,000)	(1,972,000)
Interest expense - occupancy tax	(328,000)	-
Loss on extinguishment of debt	(3,910,000)	-
Loss on disposal of assets	(1,092,000)	-
Net gain (loss) on marketable securities	231,000	(260,000)
Net unrealized gain (loss) on other investments	31,000	(112,000)
Dividend and interest income	171,000	181,000
Trading and margin interest expense	(198,000)	(169,000)
Other expense, net	<u>(8,263,000)</u>	<u>(2,332,000)</u>
Income (loss) before income taxes	(10,820,000)	929,000
Income tax benefit (expense)	<u>2,593,000</u>	<u>(18,000)</u>
<b>Net (loss) income</b>	<u>(8,227,000)</u>	<u>911,000</u>
Less: Net income attributable to the noncontrolling interest	<u>(202,000)</u>	<u>(750,000)</u>
Net (loss) income attributable to Portsmouth	<u>\$ (8,429,000)</u>	<u>\$ 161,000</u>
Basic and diluted net (loss) income per share attributable to Portsmouth	<u>\$ (11.48)</u>	<u>\$ 0.22</u>
Weighted average number of common shares outstanding - basic and diluted	<u>734,183</u>	<u>734,183</u>

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

**PORTSMOUTH SQUARE, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

<b>For the nine months ended March 31,</b>	<b>2014</b>	<b>2013</b>
<b>Cash flows from operating activities:</b>		
Net (loss) income	\$ (8,227,000)	\$ 911,000
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Net unrealized (gain) loss on marketable securities	(42,000)	340,000
Unrealized (gain) loss on other investments	(31,000)	112,000
Hotel loss on extinguishment of debt	3,910,000	-
Loss on disposal of assets	1,092,000	-
Depreciation and amortization	1,739,000	1,686,000
Changes in assets and liabilities:		
Investment in marketable securities	379,000	(964,000)
Accounts receivable	216,000	(302,000)
Other assets	(2,586,000)	(115,000)
Accounts payable and other liabilities	6,214,000	1,179,000
Due to securities broker	(64,000)	852,000
Obligations for securities sold	(531,000)	(97,000)
Deferred tax asset	(2,593,000)	18,000
Net cash (used in) provided by operating activities	<u>(524,000)</u>	<u>3,620,000</u>
<b>Cash flows from investing activities:</b>		
Payments for hotel furniture, equipment and building improvements	(2,172,000)	(2,512,000)
Payment for other investments	(75,000)	-
Net cash used in investing activities	<u>(2,247,000)</u>	<u>(2,512,000)</u>
<b>Cash flows from financing activities:</b>		
Restricted cash - redemption and mortgage impounds	(18,463,000)	-
Redemption payments and dividends to noncontrolling interest	(47,048,000)	(783,000)
Net borrowings (payments) on mortgage and subordinated notes payable	69,677,000	(676,000)
Payments (borrowings) on other notes payable	(1,064,000)	(426,000)
Net cash provided by (used in) financing activities	<u>3,102,000</u>	<u>(1,885,000)</u>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>331,000</b>	<b>(777,000)</b>
Cash and cash equivalents at the beginning of the period	668,000	1,032,000
Cash and cash equivalents at the end of the period	<u>\$ 999,000</u>	<u>\$ 255,000</u>
<b>Supplemental information:</b>		
Interest paid	<u>\$ 3,213,000</u>	<u>\$ 2,003,000</u>

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

**PORTSMOUTH SQUARE, INC.**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

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

The condensed consolidated financial statements included herein have been prepared by Portsmouth Square, Inc. (“Portsmouth” or the “Company”), without audit, according to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in the condensed consolidated financial statements prepared in accordance with generally accepted accounting principles (U.S. GAAP) have been condensed or omitted pursuant to such rules and regulations, although the Company believes the disclosures that are made are adequate to make the information presented not misleading. Further, the condensed consolidated financial statements reflect, in the opinion of management, all adjustments (which included only normal recurring adjustments) necessary for a fair statement of the financial position, cash flows and results of operations as of and for the periods indicated. It is suggested that these financial statements be read in conjunction with the audited financial statements of Portsmouth and the notes therein included in the Company's Annual Report on Form 10-K for the year ended June 30, 2013. The June 30, 2013 Condensed Consolidated Balance Sheet was derived from the Company's Form 10-K for the year ended June 30, 2013.

The results of operations for the three and nine months ended March 31, 2014 are not necessarily indicative of results to be expected for the full fiscal year ending June 30, 2014.

For the three and nine months ended March 31, 2014 and 2013, the Company had no components of comprehensive income other than net income itself.

**OWNERSHIP AND PROPERTIES**

As of March 31, 2014, Santa Fe Financial Corporation (“Santa Fe”), a public company, owns approximately 68.8% of the outstanding common shares of Portsmouth Square, Inc. (“Portsmouth” or the “Company”). Santa Fe is an 80.7%-owned subsidiary of The InterGroup Corporation (“InterGroup”), a public company. InterGroup also directly owns approximately 12.9% of the common stock of Portsmouth.

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 93% limited partnership interest in Justice and is the sole general partner. 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.

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.

Basic income (loss) per share is calculated based upon the weighted average number of common shares outstanding during each period. During the three and nine months March 31, 2014 and 2013, the Company did not have any potentially dilutive securities outstanding.

**JUSTICE PARTNERSHIP REDEMPTION AND RESTRUCTURING**

On December 18, 2013, Justice Investors, a California limited partnership (“Justice” or the “Partnership”), completed its Offer to Redeem any and all limited partnership interests not held by Portsmouth Square, Inc. (the “Company”), and the Loan Agreements, as defined in below. In addition, the requisite approval of amendments to its Amended and Restated Agreement of Limited Partnership became effective upon the completion of the Offer to Redeem and the consummation of the Loan Agreements. Such amendments are described in below. As a result, the Company is now the sole General Partner of Justice and controls 93% of Justice.

Justice has accepted tenders, for cash, of approximately 29.173% of the limited partnership interests outstanding prior to the Offer to Redeem, and payments to the holders of such interests, in the amount of \$1,385,000 for each 1% tendered, are in the process of being distributed. In addition, Justice has accepted the election of holders of approximately 17.146% of the limited partnership interests outstanding prior to the Offer to Redeem to participate in the alternate redemption structure, which allows them to redeem their limited partnership interests at some time within the next 12 months for certain property or cash or a combination of property and cash. As of March 31, 2014, the current and deferred payments to holders of limited partnership interests are classified as restricted cash and, together with the expenses discussed below, totals \$17,104,000 and is classified on the balance sheet as redemption payable. The Company, which prior to the Offer to Redeem owned 50% of the then outstanding limited partnership interests, now owns approximately 93% of the limited partnership interests of Justice.

Justice incurred approximately \$6,995,000 in hotel restructuring costs relating to the Offer to Redeem and related financing transactions, including a one-time management fee of \$1,550,000, approximately \$445,000 in legal, accounting and other professional expenses, and a Documentary Transfer Tax fee of approximately \$5 million paid to the City of San Francisco. The Documentary Transfer Tax fee was assessed as a condition to recording the transfer of Justice Investors' principal asset to a subsidiary to consummate the redemption. While Justice believes the assessment of the Documentary Transfer tax was inappropriate, the tax was paid, under protest, on advice of Justice's counsel to allow for the consummation of the redemption. Justice intends to challenge the calculation of the tax. No prediction can be made as to whether the tax will be upheld, or whether any portion of the tax will be refunded. Justice allocated a portion of the Documentary Transfer Tax to certain former limited partners of Justice Investors as a cost of the transaction. Certain of these limited partners have objected to the allocation, and Justice and the limited partners are pursuing non-binding mediation in an attempt to resolve the dispute. No prediction can be given as to the outcome of the dispute.

On April 21, 2014, Justice Investors, a subsidiary of Registrant, commenced an arbitration action against Glaser Weil Fink Howard Avchen & Shapiro, LLP (formerly known as Glaser Weil Fink Jacobs Howard Avchen & Shapiro, LLP), Brett J. Cohen, Gary N. Jacobs, Janet S. McCloud, Paul B. Salvaty, and Joseph K. Fletcher III (collectively, the "Respondents") in connection with a Limited Partnership Interest Redemption Option Agreement, which is the subject of legal proceedings. The arbitration is pending before JAMS in Los Angeles. No prediction can be given as to the outcome of this matter.

Justice utilized the book value method to record the redemption of the limited partners. Under book value (bonus) method the remaining partners continue the existing partnership, recording no changes to the book values of the partnership's assets and liabilities. As a result, any revaluation of the existing partnership's assets or liabilities that might be undertaken is solely to determine the settlement price to the outgoing partner. The partner's withdrawal from the partnership is recorded by adjusting the remaining partners' capital accounts with the amount of the bonus, which is allocated according to their income-sharing ratio. The amount of adjustment is equal to the difference between the settlement price paid to the withdrawing partner and the book value of his share of total partnership capital at the time he withdraws. Justice Partner's capital was reduced by approximately \$64.1 million for the redemption.

In connection with the Offer to Redeem, Justice retired existing debt and replaced it with lower-yielding loans, the proceeds of which were used to fund the Offer to Redeem and to provide for additional working capital for the Hotel. Justice incurred a loss on the extinguishment of debt of \$3,910,000 which included a yield maintenance (prepayment penalty) expense of \$3,808,000 and a write-off of capitalized loan costs on the refinanced debt of approximately \$102,000.

The City of San Francisco's Tax Collector's office has claimed that Justice owes the City of San Francisco \$2.1 million based on the Tax Collector's interpretation of the San Francisco Business and Tax Regulations Code relating to Transient Occupancy Tax and Tourist Improvement District Assessment. This amount exceeds Justice's estimate of the taxes owed, and Justice has disputed the claim and is seeking to discharge all penalties and interest charges imposed by the Tax Collector. No prediction can be given at this time as to the outcome of this dispute. The Company paid the full amount during the quarter ended March 31, 2014 as part of the appeals process but is holding the amount on the balance sheet in other assets as it is currently under protest.

In December 2013, Justice determined to substantially demolish the Hotel's ground-level Spa (with the exception of the ceilings and certain mechanical systems) to build out additional meeting rooms, a technology lounge and re-locate Hotel offices. Justice believes this will result in a greater guest experience and increases in operating revenues. Justice recorded a loss of approximately \$738,000 as a disposal of assets on the closure of the Hotel's Spa on the lobby level.



## Justice Loan Agreements

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

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

The Mortgage Loan is secured by the Partnership’s principal asset, the Hilton San Francisco-Financial District (the “Property”). The Mortgage Loan initially bears an interest rate of 5.28% per annum and matures in January 2024. The term of the loan is 10 years with interest only due in the first three years and principle and interest on the remaining seven years of the loan. The Mortgage Loan also requires payments for impounds related to property tax, insurance and capital improvement reserves. As additional security for the Mortgage Loan, there is a limited guaranty (“Mortgage Guaranty”) executed by the Company in favor of Mortgage Lender.

The Mezzanine Loan is secured by the Operating membership interest held by Mezzanine and is subordinated to the Mortgage Loan. The Mezzanine Loan initially bears interest at 9.75% per annum and matures in January, 2024. Interest only is payable monthly. As additional security for the Mezzanine Loan, there is a limited guaranty executed by the Company in favor of Mezzanine Lender (the “Mezzanine Guaranty” and, together with the Mortgage Guaranty, the “Guaranties”).

The Guaranties are limited to what are commonly referred to as “bad boy” acts, including: (i) fraud or intentional misrepresentations; (ii) gross negligence or willful misconduct; (iii) misapplication or misappropriation of rents, security deposits, insurance or condemnation proceeds; and (iv) failure to pay taxes or insurance. The Guaranties will be full recourse guaranties under identified circumstances, including failure to maintain “single purpose” status, transfer of the Property in violation of the applicable loan documents and the Property becoming subject to a bankruptcy proceeding. Pursuant to the Guaranties, the Company is required to maintain a certain minimum net worth and liquidity. As of March 31, 2014, the Company is in compliance with both requirements.

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

## Limited Partnership Agreement Amendments

In conjunction with the Offer to Redeem, the Partnership solicited and obtained consents from holders of the requisite limited partnership interests to amendments to the Justice Amended and Restated Agreement of Limited Partnership, which became effective upon the completion of the Offer to Redeem and the consummation of the Loan Agreements. The amendments included the following changes to the Justice Amended and Restated Agreement of Limited Partnership:

- Providing for a single general partner;
- Providing for Class B limited partnership interests, which, if issued, would represent interests in the Partnership; and
- Permitting the General Partner to admit additional limited partners, subject to certain restrictions.

## NOTE 2 – INVESTMENT IN HOTEL, NET

Investment in hotel consisted of the following as of:

<b>March 31, 2014</b>	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Net Book Value</u>
Land	\$ 1,124,000	\$ -	\$ 1,124,000
Furniture and equipment	22,863,000	(19,856,000)	3,007,000
Building and improvements	50,398,000	(21,104,000)	29,294,000
	<u>\$ 74,385,000</u>	<u>\$ (40,960,000)</u>	<u>\$ 33,425,000</u>

<b>June 30, 2013</b>	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Net Book Value</u>
Land	\$ 1,124,000	\$ -	\$ 1,124,000
Furniture and equipment	22,270,000	(19,312,000)	2,958,000
Building and improvements	50,473,000	(20,507,000)	29,966,000
	<u>\$ 73,867,000</u>	<u>\$ (39,819,000)</u>	<u>\$ 34,048,000</u>

### NOTE 3 - INVESTMENT IN MARKETABLE SECURITIES

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

At March 31, 2014 and June 30, 2013, 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 March 31, 2014</b>					
Corporate					
Equities	\$ 2,805,000	\$ 847,000	\$ (665,000)	\$ 182,000	\$ 2,987,000
<b>As of June 30, 2013</b>					
Corporate					
Equities	\$ 3,104,000	\$ 992,000	\$ (772,000)	\$ 220,000	\$ 3,324,000

As of March 31, 2014 and June 30, 2013, the Company had \$627,000 and \$637,000, respectively, of unrealized losses related to securities held for over one year.

Net gain (loss) on marketable securities on the statement of operations is comprised of realized and unrealized gains (losses). Below is the composition of the two components for the three and nine months March 31, 2014 and 2013, respectively.

<b>For the three months ended March 31,</b>	<u>2014</u>	<u>2013</u>
Realized gain on marketable securities	\$ 183,000	\$ 56,000
Unrealized loss on marketable securities	(159,000)	(73,000)
Net gain (loss) on marketable securities	<u>\$ 24,000</u>	<u>\$ (17,000)</u>

<b>For the nine months ended March 31,</b>	<b>2014</b>	<b>2013</b>
Realized gain on marketable securities	\$ 189,000	\$ 80,000
Unrealized gain (loss) on marketable securities	42,000	(340,000)
Net gain (loss) on marketable securities	<u>\$ 231,000</u>	<u>\$ (260,000)</u>

#### **NOTE 4 – OTHER INVESTMENTS, NET**

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

Other investments, net consist of the following:

Type	March 31, 2014	June 30, 2013
Preferred stock - Comstock, at cost	\$ 4,410,000	\$ 4,410,000
Private equity hedge fund, at cost	646,000	646,000
Corporate debt and equity instruments, at cost	101,000	101,000
Other preferred stock	74,000	-
Warrants - at fair value	35,000	3,000
	<u>\$ 5,266,000</u>	<u>\$ 5,160,000</u>

#### **NOTE 5 - FAIR VALUE MEASUREMENTS**

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

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

##### **As of March 31, 2014**

Assets:	Level 1	Level 2	Level 3	Total
Other investments - warrants	-	-	35,000	35,000
Investment in marketable securities:				
Basic materials	\$ 2,007,000	\$ -	\$ -	\$ 2,007,000
Financial services	211,000	-	-	211,000
REITs and real estate companies	158,000	-	-	158,000
Technology	115,000	-	-	115,000
Other	496,000	-	-	496,000
	<u>\$ 2,987,000</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,022,000</u>

**As of June 30, 2013**

Assets:	Level 1	Level 2	Level 3	Total
Cash equivalents - money market	\$ 3,000	\$ -	\$ -	\$ 3,000
Other investments - warrants	-	-	3,000	3,000
<b>Investment in marketable securities:</b>				
Basic materials	1,513,000	-	-	1,513,000
Technology	622,000	-	-	622,000
Financial services	526,000	-	-	526,000
REITs and real estate companies	255,000	-	-	255,000
Other	408,000	-	-	408,000
	<u>3,324,000</u>	<u>-</u>	<u>-</u>	<u>3,324,000</u>
	<u>\$ 3,327,000</u>	<u>\$ -</u>	<u>\$ 3,000</u>	<u>\$ 3,330,000</u>

The fair values of investments in marketable securities are determined by the most recently traded price of each security at the balance sheet date. The fair value of the warrants was determined based upon a Black-Scholes option valuation model.

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

Assets	Level 1	Level 2	Level 3	March 31, 2014	Net gain for the nine months ended March 31, 2014
Other non-marketable investments	\$ -	\$ -	\$ 5,231,000	\$ 5,231,000	\$ (3,000)

  

Assets	Level 1	Level 2	Level 3	June 30, 2013	Net loss for the nine months ended March 31, 2013
Other non-marketable investments	\$ -	\$ -	\$ 5,157,000	\$ 5,157,000	\$ (112,000)

Other investments in non-marketable securities are carried at cost net of any impairment loss. The Company has no significant influence or control over the entities that issue these investments and holds less than 20% ownership in each of the investments. These investments are reviewed on a periodic basis for other-than-temporary impairment. The Company reviews several factors to determine whether a loss is other-than-temporary. These factors include but are not limited to: (i) the length of time an investment is in an unrealized loss position, (ii) the extent to which fair value is less than cost, (iii) the financial condition and near term prospects of the issuer and (iv) our ability to hold the investment for a period of time sufficient to allow for any anticipated recovery in fair value.

**NOTE 6 - SEGMENT INFORMATION**

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

Information below represents reporting segments for the three and nine months March 31, 2014 and 2013, respectively. Operating income from Hotel operations consists of the operation of the hotel and operation of the garage. Operating income for investment transactions consist of net investment income and dividend and interest income.

<b>As of and for the three months ended March 31, 2014</b>	Hotel Operations	Investment Transactions	Other	Total
Revenues	\$ 11,849,000	\$ -	\$ -	\$ 11,849,000
Segment operating expenses	(10,320,000)	-	(179,000)	(10,499,000)
Segment income (loss)	1,529,000	-	(179,000)	1,350,000
Interest expense - mortgage	(1,766,000)	-	-	(1,766,000)
Depreciation and amortization expense	(441,000)	-	-	(441,000)
Loss from investments	-	(17,000)	-	(17,000)
Income tax benefit	-	-	332,000	332,000
Net income (loss)	\$ (678,000)	\$ (17,000)	\$ 153,000	\$ (542,000)
Total assets	\$ 33,425,000	\$ 8,253,000	\$ 32,516,000	\$ 74,194,000

<b>As of and for the three months ended March 31, 2013</b>	Hotel Operations	Investment Transactions	Other	Total
Revenues	\$ 10,475,000	\$ -	\$ -	\$ 10,475,000
Segment operating expenses	(9,563,000)	-	(169,000)	(9,732,000)
Segment income (loss)	912,000	-	(169,000)	743,000
Interest expense	(648,000)	-	-	(648,000)
Depreciation and amortization expense	(560,000)	-	-	(560,000)
Loss from investments	-	(74,000)	-	(74,000)
Income tax benefit	-	-	141,000	141,000
Net income (loss)	\$ (296,000)	\$ (74,000)	\$ (28,000)	\$ (398,000)
Total assets	\$ 33,729,000	\$ 8,506,000	\$ 8,794,000	\$ 51,029,000

<b>As of and for the nine months ended March 31, 2014</b>	Hotel Operations	Investment Transactions	Other	Total
Revenues	\$ 37,428,000	\$ -	\$ -	\$ 37,428,000
Segment operating expenses	(37,724,000)	-	(522,000)	(38,246,000)
Segment loss	(296,000)	-	(522,000)	(818,000)
Interest expense - mortgage	(3,168,000)	-	-	(3,168,000)
Interest expense - occupancy tax	(328,000)	-	-	(328,000)
Loss on extinguishment of debt	(3,910,000)	-	-	(3,910,000)
Loss on disposal of assets	(1,092,000)	-	-	(1,092,000)
Depreciation and amortization expense	(1,739,000)	-	-	(1,739,000)
Income from investments	-	235,000	-	235,000
Income tax benefit	-	-	2,593,000	2,593,000
Net income (loss)	\$ (10,533,000)	\$ 235,000	\$ 2,071,000	\$ (8,227,000)
Total assets	\$ 33,425,000	\$ 8,253,000	\$ 32,516,000	\$ 74,194,000

<b>As of and for the nine months ended March 31, 2013</b>	Hotel Operations	Investment Transactions	Other	Total
Revenues	\$ 33,581,000	\$ -	\$ -	\$ 33,581,000
Segment operating expenses	(28,125,000)	-	(509,000)	(28,634,000)
Segment income (loss)	5,456,000	-	(509,000)	4,947,000
Interest expense	(1,972,000)	-	-	(1,972,000)
Depreciation and amortization expense	(1,686,000)	-	-	(1,686,000)
Loss from investments	-	(360,000)	-	(360,000)
Income tax expense	-	-	(18,000)	(18,000)
Net income (loss)	\$ 1,798,000	\$ (360,000)	\$ (527,000)	\$ 911,000
Total assets	\$ 33,729,000	\$ 8,506,000	\$ 8,794,000	\$ 51,029,000

#### NOTE 7 - RELATED PARTY TRANSACTIONS

Certain shared costs and expenses, primarily administrative expenses, rent and insurance are allocated among the Company, the Company's parent, Santa Fe and InterGroup, the parent of Santa Fe, based on management's estimate of the pro rata utilization of resources. For the three months ended March 31, 2014 and 2013, these expenses were approximately \$18,000 for each respective period. For the nine months ended March 31, 2014 and 2013, these expenses were approximately \$54,000 for each respective period.

During the three months ended March 31, 2014 and 2013, the Company received management fees from Justice Investors totaling \$113,000 and \$88,000, respectively. During the nine months ended March 31, 2014 and 2013, the Company received management fees from Justice Investors totaling \$333,000 and \$291,000, respectively. These amounts were eliminated in consolidation.

In connection with the redemption of limited partnership interests of Justice Investors, Limited Partnership described in Note 1 above, Justice Operating Company, LLC agreed to pay a total of \$1,550,000 in fees to certain officers and directors of the Company for services rendered in connection with the redemption of partnership interests, refinancing of Justice's properties and reorganization of Justice Investors. This agreement was superseded by a letter dated December 11, 2013 from Justice Investors, Limited Partnership, in which Justice Investors Limited Partnership assumed the payment obligations of Justice Operating Company, LLC. The first payment under this agreement was made concurrently with the closing of the loan agreements described in Note 1 above, with the remaining payments due upon Justice Investor's having adequate available cash as described in the letter.

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

John V. Winfield serves as Chief Executive Officer and Chairman of the Company, Santa Fe, and InterGroup. 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.

## Item 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### FORWARD-LOOKING STATEMENTS AND PROJECTIONS

The Company may from time to time make forward-looking statements and projections concerning future expectations. When used in this discussion, the words “anticipate,” “estimate,” “expect,” “project,” “intend,” “plan,” “believe,” “may,” “could,” “might” and similar expressions, are intended to identify forward-looking statements. These statements are subject to certain risks and uncertainties, such as national and worldwide economic conditions, including the impact of recessionary conditions on tourism, travel and the lodging industry, the impact of terrorism and war on the national and international economies, including tourism and securities markets, energy and fuel costs, natural disasters, general economic conditions and competition in the hotel industry in the San Francisco area, seasonality, labor relations and labor disruptions, actual and threatened pandemics such as swine flu, partnership distributions, the ability to obtain financing at favorable interest rates and terms, securities markets, regulatory factors, litigation and other factors discussed below in this Report and in the Company’s Annual Report on Form 10-K for the fiscal year ended June 30, 2013, that could cause actual results to differ materially from those projected. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as to the date hereof. The Company undertakes no obligation to publicly release the results of any revisions to those forward-looking statements, which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

### RESULTS OF OPERATIONS

The Company's principal business is conducted through its general and limited partnership interest in the Justice Investors limited partnership (“Justice” or the “Partnership”). Justice owns a 543 room hotel property located at 750 Kearny Street, San Francisco, California 94108, known as the “Hilton San Francisco Financial District” (the “Hotel”) and related facilities, including a five-level underground parking garage. The financial statements of Justice have been consolidated with those of the Company.

The Hotel is operated by the Partnership as a full service Hilton brand hotel pursuant to a Franchise License Agreement with Hilton Hotels Corporation. The term of the Agreement is for a period of 15 years commencing on January 12, 2006, with an option to extend the license term for another five years, subject to certain conditions. Justice also has a Management Agreement with Prism Hospitality L.P. (“Prism”) to perform 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. Portsmouth also receives management fees as a general partner of Justice for its services in overseeing and managing the Partnership’s assets. Those fees are eliminated in consolidation.

On December 18, 2013, Justice Investors completed its Offer to Redeem any and all limited partnership interests not held by Portsmouth Square, Inc. As a result, the Company is now the sole General Partner of Justice.

Justice has accepted tenders, for cash, of approximately 29.173% of the limited partnership interests outstanding prior to the Offer to Redeem, and payments to the holders of such interests, in the amount of \$1,385,000 for each 1% tendered, are in the process of being distributed. In addition, Justice has accepted the election of holders of approximately 17.146% of the limited partnership interests outstanding prior to the Offer to Redeem to participate in the alternate redemption structure, which allows them to redeem their limited partnership interests at some time within the next 12 months for certain property or cash or a combination of property and cash. As of March 31, 2014, the current and deferred payments to holders of limited partnership interests are classified as restricted cash and, together with the expenses discussed below, totals \$17,104,000 and is classified on the balance sheet as redemption payable. The Company, which prior to the Offer to Redeem owned 50% of the then outstanding limited partnership interests, now owns approximately 93% of the limited partnership interests of Justice.

On December 18, 2013, Justice Operating Company, LLC, a Delaware limited liability company (“Operating”), entered into a loan agreement (“Mortgage Loan Agreement”) with Bank of America (“Mortgage Lender”); and Justice Mezzanine Company, a Delaware limited liability company (“Mezzanine”), entered into a mezzanine loan agreement (“Mezzanine Loan Agreement” and, together with the Mortgage Loan Agreement, the “Loan Agreements”) with ISBI San Francisco Mezz Lender LLC (“Mezzanine Lender” and, together with Mortgage Lender, the “Lenders”). Justice is the sole member of Mezzanine, and Mezzanine is the sole member of Operating. The Loan Agreements provide for a \$97,000,000 Mortgage Loan and a \$20,000,000 Mezzanine Loan. A portion of the proceeds of the Loan Agreements was used to fund the redemption of limited partnership interests described in above. Please see Footnote 1 of the consolidated financial statements for further information on the loans.

### Three Months Ended March 31, 2014 Compared to Three Months Ended March 31, 2013

The Company had a net loss of \$542,000 for the three months ended March 31, 2014 compared to net loss of \$398,000 for the three months ended March 31, 2013. The change in the net loss is primarily attributable to higher mortgage interest expense as the result of the higher mortgage balance partially offset by the continued improvement of Hotel operations.

The Company had a net loss from hotel operations of \$678,000 for the three months ended March 31, 2014, compared to net loss of \$296,000 for the three months ended March 31, 2013. The change in the net loss is primarily attributable to higher mortgage interest expense as the result of the higher mortgage balance. This is partially offset by the increase in revenues at the Hotel resulting from higher average room rates.

The following table sets forth a more detailed presentation of Hotel operations for the three months ended March 31, 2014 and 2013.

For the three months ended March 31,	2014	2013
<b>Hotel revenues:</b>		
Hotel rooms	\$ 9,655,000	\$ 8,139,000
Food and beverage	1,372,000	1,483,000
Garage	679,000	688,000
Other operating departments	143,000	165,000
Total hotel revenues	11,849,000	10,475,000
Operating expenses, excluding non-recurring charges, depreciation and amortization	(10,620,000)	(9,563,000)
Operating income before non-recurring charges, interest and depreciation and amortization	1,229,000	912,000
Hotel restructuring adjustment	300,000	-
Income (loss) before loss on extinguishment of debt, loss on disposal of assets, interest, depreciation and amortization	1,529,000	912,000
Interest expense - mortgage	(1,766,000)	(648,000)
Depreciation and amortization expense	(441,000)	(560,000)
<b>Net loss from Hotel operations</b>	<b>\$ (678,000)</b>	<b>\$ (296,000)</b>

For the three months ended March 31, 2014, the Hotel generated operating income of \$1,229,000 before non-recurring charges and interest and depreciation and amortization on total operating revenues of \$11,849,000 compared to operating income of \$912,000 before non-recurring charges and interest and depreciation and amortization on total operating revenues of \$10,475,000 for the three months ended March 31, 2013. Room revenues increased by \$1,516,000 for the three months ended March 31, 2014 compared to the three months ended March 31, 2013 primarily as the result of higher room rates from the transient segment due to city wide compression. Food and beverage revenues decreased by \$111,000 and garage revenues decreased by \$9,000 for the same period.

Operating expenses increased by \$1,057,000 compared to the prior period primarily due to legal fees, higher franchise and credit card fees as the result in the increase in revenues and due to higher property taxes as the result of the refinancing of the Hotel.

The following table sets forth the average daily room rate, average occupancy percentage and room revenue per available room (“RevPAR”) of the Hotel for the three months ended March 31, 2014 and 2013.



Three Months Ended March 31,	Average Daily Rate	Average Occupancy %	RevPAR
<b>2014</b>	\$ 226	87%	\$ 197
<b>2013</b>	\$ 199	84%	\$ 167

Room revenues remained strong as the San Francisco market continued to have good demand for higher rated business. The Hotel's average daily rate increased by \$27 for the three months ended March 31, 2014 compared to the three months ended March 31, 2013, while occupancy percentages increase to 87% from 84%. As a result, the Hotel was able to achieve a RevPAR number that was \$30 higher than the comparative three month period.

Our highest priority is guest satisfaction. We believe that enhancing the guest experience differentiates the Hotel from our competition by building the most sustainable guest loyalty. 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 Company had a net gain on marketable securities of \$24,000 for the three months ended March 31, 2014 compared to a net loss on marketable securities of \$17,000 for the three months ended March 31, 2013. For the three months ended March 31, 2014, the Company had a net realized gain of \$183,000 and a net unrealized loss of \$159,000. For the three months ended March 31, 2013, the Company had a net realized gain of \$56,000 and a net unrealized loss of \$73,000. Gains and losses on marketable securities may fluctuate significantly from period to period in the future and could have a significant impact on the Company's results of operations. However, the amount of gain or loss on marketable securities for any given period may have no predictive value and variations in amount from period to period may have no analytical value. For a more detailed description of the composition of the Company's marketable securities see the Marketable Securities section below.

The Company consolidates Justice (Hotel) for financial reporting purposes and is not taxed on its non-controlling interest in the Hotel. The income tax benefit during the three months ended March 31, 2014 and 2013 represents the income tax effect on the Company's pretax loss which includes its share in net loss of the Hotel.

#### **Nine Months Ended March 31, 2014 Compared to Nine Months Ended March 31, 2013**

The Company had a net loss of \$8,227,000 for the nine months ended March 31, 2014 compared to net income of \$911,000 for the nine months ended March 31, 2013. The significant change in the net (loss) income is primarily attributable the costs related to the restructuring and redemption of the limited partners of Justice Investors and the related refinancing of the mortgage note on the Hotel. This is partially offset by the continued improvement of Hotel operations prior to the non-recurring expenses.

The Company had a net loss from hotel operations of \$10,533,000 for the nine months ended March 31, 2014, compared to net income of \$1,798,000 for the nine months ended March 31, 2013. The change in the net (loss) income is primarily attributable the costs related to the restructuring and the redemption of the limited partners of Justice and the related refinancing of the mortgage note on the Hotel. This is partially offset by the increase revenues at the Hotel resulting from higher average room rates partially offset by the related increase in operating expenses.

The following table sets forth a more detailed presentation of Hotel operations for the nine months ended March 31, 2014 and 2013.

<b>For the nine months ended March 31,</b>	<b>2014</b>	<b>2013</b>
<b>Hotel revenues:</b>		
Hotel rooms	\$ 30,470,000	\$ 26,352,000
Food and beverage	4,268,000	4,502,000
Garage	2,178,000	2,107,000
Other operating departments	512,000	620,000
<b>Total hotel revenues</b>	<b>37,428,000</b>	<b>33,581,000</b>
Operating expenses, excluding non-recurring charges, depreciation and amortization	(29,645,000)	(28,125,000)
Operating income before non-recurring charges, interest and depreciation and amortization	7,783,000	5,456,000
Hotel restructuring costs	(6,995,000)	-
Hotel occupancy tax - penalty fees	(1,084,000)	-
<b>Income (loss) before loss on extinguishment of debt, loss on disposal of assets, interest, depreciation and amortization</b>	<b>(296,000)</b>	<b>5,456,000</b>
Loss on extinguishment of debt	(3,910,000)	-
Loss on disposal of assets	(1,092,000)	-
Interest expense - mortgage	(3,168,000)	(1,972,000)
Interest expense - occupancy tax	(328,000)	-
Depreciation and amortization expense	(1,739,000)	(1,686,000)
<b>Net (loss) income from Hotel operations</b>	<b>\$ (10,533,000)</b>	<b>\$ 1,798,000</b>

For the nine months ended March 31, 2014, the Hotel generated operating income of \$7,783,000 before non-recurring charges and interest and depreciation and amortization on total operating revenues of \$37,428,000 compared to operating income of \$5,456,000 before non-recurring charges and interest and depreciation and amortization on total operating revenues of \$33,581,000 for the nine months ended March 31, 2013. Room revenues increased by \$4,118,000 for the nine months ended March 31, 2014 compared to the nine months ended March 31, 2013 primarily as the result of higher room rates as the result of higher rates obtained from a new contract with a major airline company. Food and beverage revenues decreased by \$234,000 due to the closing of certain outlets that were not profitable and garage revenues increased by \$71,000 for the same period due to the increase in the transient segment.

Major factors for the increase in operating expenses were an increase in contractual union wages and benefits in all operating departments and higher commissions paid for certain group and city-wide convention business in the current period. 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. However, management fees which are based on a percentage of revenues, also decreased as the result of the new revised agreement. Justice paid a flat rate fee beginning in January of 2014.

The following table sets forth the average daily room rate, average occupancy percentage and room revenue per available room ("RevPAR") of the Hotel for the nine months ended March 31, 2014 and 2013.

<b>Nine Months Ended March 31,</b>	<b>Average Daily Rate</b>	<b>Average Occupancy %</b>	<b>RevPAR</b>
<b>2014</b>	\$ 227	90%	\$ 205
<b>2013</b>	\$ 201	88%	\$ 177

Room revenues remained strong as the San Francisco market continued to have good demand for higher rated business. The Hotel's average daily rate increased by \$26 for the nine months ended March 31, 2014 compared to the nine months ended March 31, 2013, while occupancy percentages increase to 90% from 88%. As a result, the Hotel was able to achieve a RevPAR number that was \$28 higher than the comparative nine month period.

Justice incurred approximately \$6,995,000 in hotel restructuring costs relating to the Offer to Redeem and related financing transactions, including a one-time management fee of \$1,550,000, approximately \$445,000 in legal, accounting and other professional expenses, and a Documentary Transfer Tax fee of approximately \$5 million paid to the City of San Francisco. The Documentary Transfer Tax fee was assessed as a condition to recording the transfer of Justice Investors' principal asset to a subsidiary to consummate the redemption. While Justice believes the assessment of the Documentary Transfer tax was inappropriate, the tax was paid, under protest, on advice of Justice's counsel to allow for the consummation of the redemption. Justice intends to challenge the calculation of the tax. No prediction can be made as to whether the tax will be upheld, or whether any portion of the tax will be refunded. Justice allocated a portion of the Documentary Transfer Tax to certain former limited partners of Justice Investors as a cost of the transaction. Certain of these limited partners have objected to the allocation, and Justice and the limited partners are pursuing non-binding mediation in an attempt to resolve the dispute. No prediction can be given as to the outcome of the dispute.

On April 21, 2014, Justice Investors, a subsidiary of Registrant, commenced an arbitration action against Glaser Weil Fink Howard Avchen & Shapiro, LLP (formerly known as Glaser Weil Fink Jacobs Howard Avchen & Shapiro, LLP), Brett J. Cohen, Gary N. Jacobs, Janet S. McCloud, Paul B. Salvaty, and Joseph K. Fletcher III (collectively, the "Respondents") in connection with a Limited Partnership Interest Redemption Option Agreement, which is the subject of legal proceedings. The arbitration is pending before JAMS in Los Angeles. No prediction can be given as to the outcome of this matter.

The City of San Francisco's Tax Collector's office has claimed that Justice owes the City of San Francisco \$2.1 million based on the Tax Collector's interpretation of the San Francisco Business and Tax Regulations Code relating to Transient Occupancy Tax and Tourist Improvement District Assessment. This amount exceeds Justice's estimate of the taxes owed, and Justice has disputed the claim and is seeking to discharge all penalties and interest charges imposed by the Tax Collector. No prediction can be given at this time as to the outcome of this dispute. The Company paid the full amount during the quarter ended March 31, 2014 as part of the appeals process but is holding the amount on the balance sheet in other assets as it is currently under protest.

In connection with the Offer to Redeem, Justice retired existing debt and replaced it with lower-yielding loans, the proceeds of which were used to fund the Offer to Redeem and to provide for additional working capital for the Hotel. Justice incurred a loss on the extinguishment of debt of \$3,910,000 which included a yield maintenance (prepayment penalty) expense of \$3,808,000 and a write-off of capitalized loan costs on the refinanced debt of approximately \$102,000.

In December 2013, Justice determined to substantially demolish the Hotel's ground-level Spa (with the exception of the ceilings and certain mechanical systems) to build out additional meeting rooms, a technology lounge and re-locate Hotel offices. Justice believes this will result in a greater guest experience and increases in operating revenues. Justice recorded a loss of approximately \$738,000 as a disposal of assets on the closure of the Hotel's Spa on the lobby level.

Our highest priority is guest satisfaction. We believe that enhancing the guest experience differentiates the Hotel from our competition by building the most sustainable guest loyalty. 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 Company had a net gain on marketable securities of \$231,000 for the nine months ended March 31, 2014 compared to a net loss marketable securities of \$260,000 for the nine months ended March 31, 2013. For the nine months ended March 31, 2014, the Company had a net realized gain of \$189,000 and a net unrealized gain of \$42,000. For the nine months ended March 31, 2013, the Company had a net realized gain of \$80,000 and a net unrealized loss of \$340,000. Gains and losses on marketable securities may fluctuate significantly from period to period in the future and could have a significant impact on the Company's results of operations. However, the amount of gain or loss on marketable securities for any given period may have no predictive value and variations in amount from period to period may have no analytical value. For a more detailed description of the composition of the Company's marketable securities see the Marketable Securities section below.

The Company consolidates Justice (Hotel) for financial reporting purposes and is not taxed on its non-controlling interest in the Hotel. The income tax benefit (expense) during the nine months ended March 31, 2014 and 2013 represents the income tax effect on the Company's pretax income which include its share in net income of the Hotel. The tax benefit during the nine months ended March 31, 2014 primarily resulted from the loss from Justice.

#### MARKETABLE SECURITIES

As of March 31, 2014 and June 30, 2013, the Company had investments in marketable equity securities of \$2,987,000 and \$3,324,000, respectively. The following table shows the composition of the Company's marketable securities portfolio by selected industry groups as:

As of March 31, 2014		% of Total Investment Securities
Industry Group	Fair Value	
Basic materials	\$ 2,007,000	67.2%
Financial services	211,000	7.1%
REITs and real estate companies	158,000	5.3%
Technology	115,000	3.9%
Other	496,000	16.5%
	<u>\$ 2,987,000</u>	<u>100.0%</u>

  

As of June 30, 2013		% of Total Investment Securities
Industry Group	Fair Value	
Basic materials	\$ 1,513,000	45.5%
Technology	622,000	18.7%
Financial services	526,000	15.8%
REITs and real estate companies	255,000	7.7%
Other	408,000	12.3%
	<u>\$ 3,324,000</u>	<u>100.0%</u>

The Company's investment portfolio is diversified with 34 different equity positions. The Company holds one equity security that is comprised of more than 10% of the equity value of the portfolio. The largest security represents 52.3% 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.

## 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 Partnership"). The Company also receives cash generated from the investment of its cash and marketable securities and other investments.

On December 18, 2013, Justice Investors completed its Offer to Redeem any and all limited partnership interests not held by Portsmouth Square, Inc. As a result, the Company is now the sole General Partner of Justice.

Justice has accepted tenders, for cash, of approximately 29.173% of the limited partnership interests outstanding prior to the Offer to Redeem, and payments to the holders of such interests, in the amount of \$1,385,000 for each 1% tendered, are in the process of being distributed. In addition, Justice has accepted the election of holders of approximately 17.146% of the limited partnership interests outstanding prior to the Offer to Redeem to participate in the alternate redemption structure, which allows them to redeem their limited partnership interests at some time within the next 12 months for certain property or cash or a combination of property and cash. As of March 31, 2014, the current and deferred payments to holders of limited partnership interests are classified as restricted cash and, together with the expenses discussed below, totals \$17,104,000 and is classified on the balance sheet as redemption payable. The Company, which prior to the Offer to Redeem owned 50% of the then outstanding limited partnership interests, now owns approximately 93% of the limited partnership interests of Justice.

Justice incurred approximately \$6,995,000 in hotel restructuring costs relating to the Offer to Redeem and related financing transactions, including a one-time management fee of \$1,550,000, approximately \$445,000 in legal, accounting and other professional expenses, and a Documentary Transfer Tax fee of approximately \$5 million paid to the City of San Francisco. The Documentary Transfer Tax fee was assessed as a condition to recording the transfer of Justice Investors' principal asset to a subsidiary to consummate the redemption. While Justice believes the assessment of the Documentary Transfer tax was inappropriate, the tax was paid, under protest, on advice of Justice's counsel to allow for the consummation of the redemption. Justice intends to challenge the calculation of the tax. No prediction can be made as to whether the tax will be upheld, or whether any portion of the tax will be refunded. Justice allocated a portion of the Documentary Transfer Tax to certain former limited partners of Justice Investors as a cost of the transaction. Certain of these limited partners have objected to the allocation, and Justice and the limited partners are pursuing non-binding mediation in an attempt to resolve the dispute. No prediction can be given as to the outcome of the dispute.

To fund redemption of limited partnership interests and to repay the prior mortgage, Justice obtained a \$97,000,000 mortgage loan and a \$20,000,000 mezzanine loan.

The mortgage loan are secured by the Partnership's principal asset, the Hilton San Francisco-Financial District. The mortgage loan initially bears an interest rate of 5.28% per annum and matures in January 2024. As additional security for the mortgage loan, there is a limited guaranty executed by the Company in favor of mortgage lender.

The mezzanine loan is a secured by the Operating membership interest held by Mezzanine and is subordinated to the Mortgage Loan. The mezzanine loan initially bears interest at 9.75% per annum and matures in January 2024. As additional security for the mezzanine loan, there is a limited guaranty executed by the Company in favor of mezzanine lender.

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. The general partner fees paid to Portsmouth for the nine months ended March 31, 2014 and 2013 was \$333,000 and \$291,000, respectively.

Despite an uncertain economy, the Hotel has continued to generate positive cash flows. While the debt service requirements related the new loans, may create some additional risk for the Company and its ability to generate cash flows in the future, management believes that cash flows from the operations of the Hotel and the garage will continue to be sufficient to meet all of the Partnership's current and future obligations and financial requirements. Management also believes that there is sufficient equity in the Hotel assets to support future borrowings, if necessary, to fund any new capital improvements and other requirements.

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

Management believes that its cash, marketable securities, 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 as of March 31, 2014, the Company's material financial obligations which also including interest payments.

	Total	3 Months 2014	Year 2015	Year 2016	Year 2017	Year 2018	Thereafter
Mortgage and subordinated notes payable	\$ 117,000,000	\$ -	\$ -	\$ -	\$ 584,000	\$ 1,462,000	\$ 114,954,000
Redemption payable	17,104,000	8,552,000	8,552,000	-	-	-	-
Other notes payable	531,000	256,000	130,000	45,000	51,000	49,000	-
Interest	157,374,000	1,841,000	7,331,000	7,316,000	7,207,000	6,994,000	126,685,000
<b>Total</b>	<b>\$ 292,009,000</b>	<b>\$ 10,649,000</b>	<b>\$ 16,013,000</b>	<b>\$ 7,361,000</b>	<b>\$ 7,842,000</b>	<b>\$ 8,505,000</b>	<b>\$ 241,639,000</b>

#### 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 AND USE OF ESTIMATES

Critical accounting policies are those that are most significant to the portrayal of our financial position and results of operations and require judgments by management in order to make estimates about the effect of matters that are inherently uncertain. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts in our consolidated financial statements. We evaluate our estimates on an on-going basis, including those related to the consolidation of our subsidiaries, to our revenues, allowances for bad debts, accruals, asset impairments, other investments, income taxes and commitments and contingencies. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. The actual results may differ from these estimates or our estimates may be affected by different assumptions or conditions. There have been no material changes to the Company's critical accounting policies during the three and nine months March 31, 2014. Please refer to the Company's Annual Report on Form 10-K for the year ended June 30, 2013 for a summary of the critical accounting policies.

**Item 4. Controls and Procedures****EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES**

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

**CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING**

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

**PART II.  
OTHER INFORMATION**

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

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

Portsmouth did not repurchase any of its own securities during the third quarter of its fiscal year ending June 30, 2014 and does not have any publicly announced repurchase program. The following table reflects purchases of Portsmouth's common stock made by its parent company, The InterGroup Corporation, for its own account, during the third quarter of fiscal 2014. InterGroup can be considered an affiliated purchaser.

**SMALL BUSINESS ISSUER PURCHASES OF EQUITY SECURITIES**

Fiscal 2012 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 (January 1- January)</b>	-	-	-	N/A
<b>Month #2 (February 1- February 29)</b>	-	-	-	N/A
<b>Month #3 (March 1- March 31)</b>	65	\$ 30.00	-	N/A
<b>TOTAL:</b>	65	\$ 30.00	-	N/A

**PART II.  
OTHER INFORMATION**

**Item 6. Exhibits.**

31.1 Certification of Principal Executive Officer of Periodic Report Pursuant to Rule 13a-14(a) and Rule 15d-14(a).

31.2 Certification of Principal Financial Officer of Periodic Report Pursuant to Rule 13a-14(a) and Rule 15d-14(a).

32.1 Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350.

32.2 Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350

**SIGNATURES**

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

PORTSMOUTH SQUARE, INC.  
(Registrant)

Date: May 16, 2014 by /s/ John V. Winfield John V. Winfield, President,  
Chairman of the Board and  
Chief Executive Officer

Date: May 16, 2014 by /s/ Geoffrey M. Palermo  
Assistant Secretary

Date: May 16, 2014 by /s/ David T. Nguyen David T. Nguyen, Treasurer  
and Controller



## CERTIFICATION

I, John V. Winfield, certify that:

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

Date: May 16, 2014

/s/ John V. Winfield

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

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## CERTIFICATION

I, David T. Nguyen, certify that:

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

Date: May 16, 2014

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

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

In connection with the Quarterly Report of Portsmouth Square, Inc. (the "Company") on Form 10-Q for the quarterly period ended March 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John V. Winfield, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

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

/s/ John V. Winfield

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

Date: May 16, 2014

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

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

In connection with the Quarterly Report of Portsmouth Square, Inc. (the "Company") on Form 10-Q for the quarterly period ended March 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David T. Nguyen, Treasurer and Controller of the Company, serving as its Principal Financial Officer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

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

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

Date: May 16, 2014

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

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