

INTERGROUP CORP  
Form 10-K  
October 13, 2017

**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  
<sup>X</sup>1934**

**For the fiscal year ended June 30, 2017**

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 1-10324**

**THE INTERGROUP CORPORATION**

(Exact name of registrant as specified in its charter)

DELAWARE                      13-3293645  
(State or other jurisdiction of    (I.R.S. Employer  
Incorporation or organization) Identification No.)

1100 Glendon Avenue, Suite PH-1, 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:

Title of each class	Name of each exchange on which registered
Common Stock \$.01 par value	The NASDAQ Stock Market, LLC

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

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

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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.

x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer  Accelerated Filer   
Non-Accelerated Filer  (Do not check if a smaller reporting company) Smaller reporting company   
Emerging growth company

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

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

Yes  No

The aggregate market value of the Common Stock, no par value, held by non-affiliates computed by reference to the closing price on September 30, 2017 was \$20,717,000.

The number of shares outstanding of registrant's Common Stock, as of September 30, 2017 was 2,359,724.

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” 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**

The InterGroup Corporation (“InterGroup” or the “Company” and may also be referred to as “we” “us” or “our” in this report) a Delaware corporation formed in 1985, as the successor to Mutual Real Estate Investment Trust (“M-REIT”), a New York real estate investment trust created in 1965. The Company has been a publicly-held company since M-REIT's first public offering of shares in 1966.

The Company was organized to buy, develop, operate, rehabilitate and dispose of real property of various types and descriptions, and to engage in such other business and investment activities as would benefit the Company and its shareholders. The Company was founded upon, and remains committed to, social responsibility. Such social responsibility was originally defined as providing decent and affordable housing to people without regard to race. In 1985, after examining the impact of federal, state and local equal housing laws, the Company determined to broaden its definition of social responsibility. The Company changed its form from a REIT to a corporation so that it could pursue a variety of investments beyond real estate and broaden its social impact to engage in any opportunity which would offer the potential to increase shareholder value within the Company's underlying commitment to social responsibility.

As of June 30, 2017, the Company owned approximately 81.9% of the common shares of Santa Fe Financial Corporation (“Santa Fe”), a public company (OTCBB: SFEF). Santa Fe's revenue is primarily generated through its 68.8% owned subsidiary, Portsmouth Square, Inc. (“Portsmouth”), a public company (OTCBB: PRSI). InterGroup also directly owns approximately 13.4% 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. See Note 2 to the consolidated financial statements.

Justice, through its subsidiaries Justice Holdings Company, LLC (“Holdings”), a Delaware Limited Liability Company, Justice Operating Company, LLC (“Operating”) and Justice Mezzanine Company, LLC (“Mezzanine”), owns a 543-room hotel property located at 750 Kearny Street, San Francisco California, known as the Hilton San Francisco Financial District (the “Hotel”) and related facilities including a five-level underground parking garage. Holdings and Mezzanine are both wholly-owned subsidiaries of the Partnership; Operating is a wholly-owned subsidiary of Mezzanine. Mezzanine is the borrower under certain mezzanine indebtedness of Justice, and in December 2013, the Partnership

conveyed ownership of the Hotel to Operating. The Hotel is operated by the partnership as a full-service Hilton brand hotel pursuant to a Franchise License Agreement with HLT Franchise Holding LLC (Hilton). Justice had a management agreement with Prism Hospitality L.P. (“Prism”) to perform certain management functions for the Hotel. The management agreement with Prism had an original term of ten years, subject to the Partnership’s right to terminate at any time with or without cause. Effective January 2014, the management agreement with Prism was amended by the Partnership to change the nature of the services provided by Prism and the compensation payable to Prism, among other things. Prism’s management agreement was terminated upon its expiration date of February 3, 2017. Effective December 1, 2013, GMP Management, Inc. (“GMP”), a company owned by a Justice limited partner and a related party, also provided management services for the Partnership pursuant to a management services agreement, with a three-year term, subject to the Partnership’s right to terminate earlier for cause. In June 2016, GMP resigned. After a lengthy review process of several national third-party hotel management companies, on February 1, 2017, Justice entered into a Hotel management agreement (“HMA”) with Interstate Management Company, LLC (“Interstate”) to manage the Hotel with an effective takeover date of February 3, 2017. The term of management agreement is for an initial period of 10 years commencing on the takeover date and automatically renews for an additional year not to exceed five years in the aggregate subject to certain conditions. The HMA also provides for Interstate to advance a key money incentive fee to the Hotel for capital improvements in the amount of \$2,000,000 under certain terms and conditions described in a separate key money agreement. The \$2,000,000 is included in the restricted cash and related party and other notes payable balances in the consolidated balance sheets as of June 30, 2017.

In addition to the operations of the Hotel, the Company also generates income from the ownership, management and, when appropriate, sale of real estate. Properties include fifteen apartment complexes, one commercial real estate property and three single-family houses. The properties are located throughout the United States, but are concentrated in Texas and Southern California. The Company also has an investment in unimproved real property. As of June 30, 2017, all of the Company's operating real estate properties are managed in-house.

The Company acquires its investments in real estate and other investments utilizing cash, securities or debt, subject to approval or guidelines of the Board of Directors and its Real Estate Investment Committee. The Company may also look for new real estate investment opportunities in hotels, apartments, office buildings and development properties. 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.

#### **HILTON HOTELS FRANCHISE LICENSE AGREEMENT**

The Partnership entered into a Franchise License Agreement (the "License Agreement") with the HLT Existing Franchise Holding LLC (Hilton) on November 24, 2004. The term of the License Agreement was for an initial period of fifteen years commencing on the date the Hotel began operating as a Hilton hotel, with an option to extend the License Agreement for another five years, subject to certain conditions. On June 26, 2015, Operating and Hilton entered into an amended franchise agreement that, among other things, extended the License Agreement through 2030, and also provided the Partnership with certain key money cash incentives to be earned through 2030.

#### **HOTEL MANAGEMENT COMPANY AGREEMENT**

On February 2, 2007, the Partnership entered into a management agreement with Prism to manage and operate the Hotel as its agent. The original management agreement was effective for a term of ten years, but was amended in January 2014. Effective January 2014, the required base management fees were amended to a fixed rate of \$20,000 per month. Under the amended management agreement, Prism could also earn an incentive fee of \$11,000 for each

month that the revenues per room of the Hotel exceeded the average revenues per room of a defined set of competing hotels. Base management fees and incentives paid to Prism during the years ended June 30, 2017 and 2016 were \$120,000 and \$251,000, respectively.

Effective December 1, 2013, GMP Management, Inc. ("GMP"), a company owned by a Justice limited partner and related party, began to provide management services for the Partnership pursuant to a management services agreement. The management agreement with GMP had a term of three years, subject to the Partnership's right to terminate earlier, for cause. In June 2016, GMP resigned. Under the agreement, GMP was required to advise the Partnership on the management and operation of the hotel; administer the Partnership's contracts, leases, agreements with hotel managers and franchisors and other contracts and agreements; provide administrative and asset management services, oversee financial reporting, and maintain offices at the Hotel in order to facilitate provision of services. GMP was paid an annual base management fee of \$325,000 per year, increasing by 5% per year, payable in monthly installments, and was eligible for reimbursement for reasonable and necessary costs and expenses incurred by GMP in performing its obligations under the agreement.

During the year ended June 30, 2016, GMP was paid \$1,637,000 for the salaries, benefits, and local payroll taxes for GMP employees and various other reimbursable expenses. Also included in the \$1,637,000 is the \$200,000 fee paid to GMP for the completion of the reorganization of the Partnership and the related financing transactions.

Total GMP base management fees and reimbursed GMP employee costs expensed during the year ended June 30, 2016 were \$1,219,000 and are included in the consolidated statements of operations. GMP resigned in June 2016 and there were no fees paid to GMP during fiscal year ended June 30, 2017.

After a lengthy review process of several national third-party hotel management companies, on February 1, 2017, Justice entered into a Hotel management agreement with Interstate Management Company, LLC to manage the Hotel with an effective takeover date of February 3, 2017. The term of the management agreement is for an initial period of ten years commencing on the takeover date and automatically renews for an additional year not to exceed five years in the aggregate subject to certain conditions.

## **GARAGE OPERATIONS**

On October 31, 2010, the Partnership and Ace Parking entered into an amendment of their original parking agreement to extend the term for a period of sixty-two (62) months, commencing on November 1, 2010 and terminating on 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 remained the same, but the amendment modified how the "Excess Profit Fee" (as described below) to be paid to Ace Parking would be calculated. The parking agreement with Ace Parking was terminated with an effective termination date of October 4, 2016. The Company began managing the parking garage in-house after the termination of Ace Parking. As part of the Hotel management agreement, Interstate, through the Partnership's wholly-owned subsidiary, Kearny Street Parking LLC, began managing the parking garage in-house effective February 3, 2017.

The amendment noted above provided that, if net operating income ("NOI") from the garage operations exceeded \$1,800,000 but was less than \$2,000,000, then Ace Parking would be entitled to a fee (the "Excess Profit Fee") of one percent (1%) of the total annual NOI. If the annual NOI was \$2,000,000 or higher, Ace Parking would be entitled to an Excess Profit Fee equal to two percent (2%) of the total annual NOI. The garage's NOI did not exceed the annual NOI of \$1,800,000 for the years ended June 30, 2017 or 2016. Base management and incentive fees to Ace Parking amounted to \$39,000 and \$24,000 for the years ended June 30, 2017 and 2016, respectively.

## **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 Culture Center, which the Foundation had right to occupy pursuant to a 50-year nominal rent lease that began in 1967.

The amended lease, among other things, 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.

## **SALES AND REFINANCINGS OF REAL ESTATE PROPERTIES**

In July 2015, the Company purchased a residential house in Los Angeles, California as a strategic asset for \$1,975,000 in cash. In August 2016, the Company obtained a \$1,000,000 mortgage note payable on this property and received net proceeds of \$983,000. The interest on note is 4.50% with interest only payments for twenty three months. The loan matures in August of 2018.

In June 2016, the Company refinanced its \$1,929,000 mortgage note payable on its 12-unit apartment complex located in Los Angeles, California and obtained a new mortgage in the amount of \$2,300,000. The interest rate on the new mortgage is 3.60% and matures in June 2026.

In April 2016, the Company entered into an interest rate agreement on its \$923,000 mortgage note payable on its commercial property located in Los Angeles, California in order to settle the variable rate as of March 31, 2016 of 4.22% into a fixed rate of 3.99%, the swap agreement matures in January 2021. A swap is a contractual agreement to exchange interest rate payments.

## MARKETABLE SECURITIES INVESTMENT POLICIES

In addition to its Hotel and real estate operations, the Company also invests from time to time in income producing instruments, corporate debt and equity securities, publicly traded investment funds, mortgage backed securities, securities issued by REIT's and other companies which invest primarily in real estate.

The Company's securities investments are made under the supervision of a Securities Investment Committee of the Board of Directors (the "Committee"). The Committee currently has three members and is chaired by the Company's Chairman of the Board and President, John V. Winfield. The Committee has delegated authority to manage the portfolio to the Company's Chairman and President together with such assistants and management committees he may engage. The Committee generally follows certain established investment guidelines for the Company's investments. These guidelines presently include: (i) corporate equity securities should be listed on the New York Stock Exchange (NYSE), NYSE MKT, NYSE Arca or the Nasdaq Stock Market (NASDAQ); (ii) the issuer of the listed securities should be in compliance with the listing standards of the applicable national securities exchange; and (iii) investment in a particular issuer should not exceed 10% of the market value of the total portfolio. The investment guidelines do not require the Company to divest itself of investments, which initially meet these guidelines but subsequently fail to meet one or more of the investment criteria. The Committee has in the past approved non-conforming investments and may in the future approve non-conforming investments. The Committee may modify these guidelines from time to time.

The Company may also invest, with the approval of the Securities Investment Committee, in unlisted securities, such as convertible notes, through private placements including private equity investment funds. Those investments in non-marketable securities are carried at cost on the Company's balance sheet as part of other investments and reviewed for impairment on a periodic basis. As of June 30, 2017, the Company had other investments of \$1,211,000.

As part of its investment strategies, the Company may assume short positions in marketable securities. Short sales are used by the Company to potentially offset normal market risks undertaken in the course of its investing activities or to provide additional return opportunities. As of June 30, 2017, the Company had obligations for securities sold (equities short) of \$3,710,000.

In addition, the Company may utilize margin for its marketable securities purchases through the use of standard margin agreements with national brokerage firms. The margin used by the Company may fluctuate depending on market conditions. The use of leverage could be viewed as risky and the market values of the portfolio may be subject to large fluctuations.

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

Further information with respect to investment in marketable securities and other investments of the Company is set forth in Management Discussion and Analysis of Financial Condition and Results of Operations section and Notes 5 and 6 of the Notes to Consolidated Financial Statements.

### **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 San Francisco market is a very competitive market with a high supply of guest rooms and meeting space in the area. During fiscal 2017, we began the work with Hilton approved providers to overhaul all technical aspects of the Hotel whereby when completed, we expect to have an edge over our competitors by implementing advanced state of the art systems which we anticipate a complete implementation during fiscal 2018. Specifically, the complete overhaul of the infrastructure of the Internet in both the guest rooms and meeting space will position the hotel above any of our competitors in this market or any other. This investment will allow the hotel to go to market with specific measurable statistics that will help win the much coveted technology company meetings. Our short-term plans also include the relocation of the restaurant and bar to the front of the Hotel which would provide visibility from Kearny and Washington Streets and therefore, attract additional traffic as well as put us in line with our two closest competitors that have street view outlets. In fiscal 2016, the Hotel replaced the carpet flooring in the lobby and the fourth floor with oak wood, creating an open and welcoming environment that completely transformed the sense of arrival for guests. The Hotel also modernized the furniture in the lobby, the porte cochere, and the second floor; and replaced the third-floor carpets and doors. The fitness center was expanded to twice the size to eliminate one of our top guest complaints while upgrading the space with state of the art equipment.

The Hotel's highest priority is guest satisfaction. Enhancing the guest experience differentiates the Hotel from its competition and is critical to the Hotel's objective of building sustainable guest loyalty. In addition to the recent completion of "The Cloud" (a technology lounge), three new premium executive meeting rooms and the Karaoke lounge, the Hotel has enhanced the arrival experience of the guests by renovating and upgrading the entrance and the lobby. Meeting planner scores reflect the increased focus on taking care of guests increasing in our scores 6.2 points year over year in likelihood to return to property.

The Hotel is focusing on high-end clients with more banquets and meeting room requirements. Moving forward, the Hotel will continue to focus on cultivating international business, especially from China, and capturing a greater percentage of the higher rated business, leisure and group travel. We believe that our Hotel's location in the San Francisco Financial District lends itself to greater opportunities than our competitors when it comes to developing relationships with the financial district entities and will focus on establishing a greater client base. The Hotel will also continue in our efforts to expand guest rooms and facilities and explore new and innovative ways to differentiate the Hotel from its competition, as well as focusing on enhancing the Hotel's technology infrastructure. The hotel will capitalize on the increased hotel occupancy, rates and overall hotel property value upon completion of the Moscone Center expansion and improvement project which is scheduled to be completed in December of 2018. However, like all hotels, the Hotel 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 and economic uncertainties. 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, 2014 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 December 2013. 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.

## **Competition – Rental Properties**

The ownership, operation and leasing of multifamily rental properties are highly competitive. The Company competes with domestic and foreign financial institutions, other REITs, life insurance companies, pension trusts, trust funds, partnerships and individual investors. In addition, The Company competes for tenants in markets primarily on the basis of property location, rent charged, services provided and the design and condition of improvements. The Company also competes with other quality apartment owned by public and private companies. The number of competitive multifamily properties in a particular market could adversely affect the Company's ability to lease its multifamily properties, as well as the rents it is able to charge. In addition, other forms of residential properties, including single family housing and town homes, provide housing alternatives to potential residents of quality apartment communities or potential purchasers of for-sale condominium units. The Company competes for residents in its apartment communities based on resident service and amenity offerings and the desirability of the Company's locations. Resident leases at the Company's apartment communities are priced competitively based on market conditions, supply and demand characteristics, and the quality and resident service offerings of its communities.

## **EMPLOYEES**

As of June 30, 2017, the Company had a total of 11 full-time employees in its corporate office. Effective August 2014, the Company entered into a client service agreement with ADP, a professional employer organization serving as an off-site, full service human resource department for its corporate office. ADP personnel management services are delivered by entering into a co-employment relationship with the Company's employees. The employees and the Company are not party to 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.

Effective February 3, 2017, the Partnership had no employees. On February 3, 2017, Interstate assumed all labor union agreements and retained employees of their choice to continue providing services to the Hotel. As of June 30, 2017, approximately 83% of those employees were represented by one of three labor unions, and their terms of employment were determined under various collective bargaining agreements ("CBAs") to which the Partnership was a party. During the year ended June 30, 2014, the Partnership renewed the CBAs for the Local 2 (Hotel and Restaurant Employees), Local 856 (International Brotherhood of Teamsters), and Local 39 (stationary engineers). The present CBAs expire in July 2018 and labor union negotiations are scheduled to commence during the 4th calendar quarter of 2017.

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 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 its 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.**

*Adverse changes in the U.S. and global economies could negatively impact our financial performance.*

Due to a number of factors affecting consumers, outlook for the lodging industry remain uncertain. These factors have resulted at times in the past and could continue to result in the future in fewer customers visiting, or customers spending less, in San Francisco, as compared to prior periods. Leisure traveling and other leisure activities represent discretionary expenditures and participation in such activities tends to decline during economic downturns, during which consumers generally have less disposable income. As a result, in those times customer demand for the luxury amenities and leisure activities that we offer may decline. Furthermore, during periods of economic contraction, revenues may decrease while some of our costs remain fixed or even increase, resulting in decreased earnings.

*We operate a single property located in San Francisco and rely on the San Francisco market. Changes adversely impacting this market could have a material effect on our business, financial condition and results of operations.*

Our business has a limited base of operations and substantially all of our revenues are currently generated by the Hotel. Accordingly, we are subject to greater risks than a more diversified hotel or resort operator and the profitability of our operations is linked to local economic conditions in San Francisco. The combination of a decline in the local economy of San Francisco, reliance on a single location and the significant investment associated with it may cause our operating results to fluctuate significantly and may adversely affect us and materially affect our total profitability.

*We face intense local and increasingly national competition which could impact our operations and adversely affect our business and results of operations.*

We operate in the highly-competitive San Francisco hotel industry. The Hotel competes with other high-quality Northern California hotels and resorts. Many of these competitors seek to attract customers to their properties by providing, food and beverage outlets, retail stores and other related amenities, in addition to hotel accommodations. To the extent that we seek to enhance our revenue base by offering our own various amenities, we compete with the service offerings provided by these competitors.

Many of the competing properties have themes and attractions which draw a significant number of visitors and directly compete with our operations. Some of these properties are operated by subsidiaries or divisions of large public companies that may have greater name recognition and financial and marketing resources than we do and market to the same target demographic group as we do. Various competitors are expanding and renovating their existing facilities. We believe that competition in the San Francisco hotel and resort industry is based on certain property-specific factors, including overall atmosphere, range of amenities, price, location, entertainment attractions, theme and size. Any market perception that we do not excel with respect to such property-specific factors could adversely affect our ability to compete effectively. If we are unable to compete effectively, we could lose market share, which could adversely affect our business and results of operations.

*The San Francisco hotel and resort industry is capital intensive; financing our renovations and future capital improvements could reduce our cash flow and adversely affect our financial performance.*

The Hotel has an ongoing need for renovations and other capital improvements to remain competitive, including replacement, from time to time, of furniture, fixtures and equipment. We will also need to make capital expenditures to comply with applicable laws and regulations.

Renovations and other capital improvements of hotels require significant capital expenditures. In addition, renovations and capital improvements of hotels usually generate little or no cash flow until the project's completion. We may not be able to fund such projects solely from cash provided from our operating activities. Consequently, we will rely upon the availability of debt or equity capital and reserve funds to fund renovations and capital improvements and our ability to carry them out will be limited if we cannot obtain satisfactory debt or equity financing, which will depend on, among other things, market conditions. No assurances can be made that we will be able to obtain additional equity or debt financing or that we will be able to obtain such financing on favorable terms.

Renovations and other capital improvements may give rise to the following additional risks, among others: construction cost overruns and delays; temporary closures of all or a portion of the Hotel to customers; disruption in service and room availability causing reduced demand, occupancy and rates; and possible environmental issues.

As a result, renovations and any other future capital improvement projects may increase our expenses and reduce our cash flows and our revenues. If capital expenditures exceed our expectations, this excess would have an adverse effect on our available cash.

*We have substantial debt, and we may incur additional indebtedness, which may negatively affect our business and financial results.*

We have substantial debt service obligations. Our substantial debt may negatively affect our business and operations in several ways, including: requiring us to use a substantial portion of our funds from operations to make required payments on principal and interest, which will reduce funds available for operations and capital expenditures, future business opportunities and other purposes; making us more vulnerable to economic and industry downturns and reducing our flexibility in responding to changing business and economic conditions; limiting our flexibility in planning for, or reacting to, changes in the business and the industry in which we operate; placing us at a competitive disadvantage compared to our competitors that have less debt; limiting our ability to borrow more money for operations, capital or to finance acquisitions in the future; and requiring us to dispose of assets, if needed, in order to make required payments of interest and principal.



*Our business model involves high fixed costs, including property taxes and insurance costs, which we may be unable to adjust in a timely manner in response to a reduction in our revenues.*

The costs associated with owning and operating the Hotel are significant. Some of these costs (such as property taxes and insurance costs) are fixed, meaning that such costs may not be altered in a timely manner in response to changes in demand for services. Failure to adjust our expenses may adversely affect our business and results of operations. Our real property taxes may increase as property tax rates change and as the values of properties are assessed and reassessed by tax authorities. Our real estate taxes do not depend on our revenues, and generally we could not reduce them other than by disposing of our real estate assets.

Insurance premiums have increased significantly in recent years, and continued escalation may result in our inability to obtain adequate insurance at acceptable premium rates. A continuation of this trend would appreciably increase the operating expenses of the Hotel. If we do not obtain adequate insurance, to the extent that any of the events not covered by an insurance policy materialize, our financial condition may be materially adversely affected.

In the future, our property may be subject to increases in real estate and other tax rates, utility costs, operating expenses, insurance costs, repairs and maintenance and administrative expenses, which could reduce our cash flow and adversely affect our financial performance. If our revenues decline and we are unable to reduce our expenses in a timely manner, our business and results of operations could be adversely affected.

*Risk of declining market values on marketable securities.*

The Company invests from time to time in marketable securities. As a result, the Company is exposed to market volatility in connection with these investments. The Company's financial position and financial performance could be adversely affected by worsening market conditions or sluggish performance of such investments.

*Litigation and legal proceedings could expose us to significant liabilities and thus negatively affect our financial results.*

We are a party, from time to time, to various litigation claims and legal proceedings, government and regulatory inquiries and/or proceedings, including, but not limited to, intellectual property, premises liability and breach of contract claims. Material legal proceedings are described more fully in Note 17, Commitments and Contingencies, to our consolidated financial statements, included in Item 8 of this Annual Report on Form 10-K.

Litigation is inherently unpredictable, and defending these proceedings can result in significant ongoing expenditures and the diversion of our management's time and attention from the operation of our business, which could have a negative effect on our business operations. Our failure to successfully defend or settle any litigation or legal proceedings could result in liabilities that, to the extent not covered by our insurance, could have a material adverse effect on our financial condition, revenue and profitability.

*The threat of terrorism could adversely affect the number of customer visits to the Hotel.*

The threat of terrorism has caused, and may in the future cause, a significant decrease in customer visits to San Francisco due to disruptions in commercial and leisure travel patterns and concerns about travel safety. We cannot predict the extent to which disruptions in air or other forms of travel as a result of any further terrorist act, outbreak of hostilities or escalation of war would adversely affect our financial condition, results of operations or cash flows. The possibility of future attacks may hamper business and leisure travel patterns and, accordingly, the performance of our business and our operations.

*We depend on third party management companies for the future success of our business and the loss of one or more of their key personnel could have an adverse effect on our ability to manage our business and operate successfully and competitively, or could be negatively perceived in the capital markets.*

The hotel is managed by Interstate. Their ability to manage the Company's business and operate successfully and competitively is dependent, in part, upon the efforts and continued service of their managers. The departure of key personnel of current or future management companies could have an adverse effect on our business and our ability to operate successfully and competitively, and it could be difficult to find replacements for these key personnel, as competition for such personnel is intense.

*Seasonality and other related factors such as weather can be expected to cause quarterly fluctuations in revenue at the Hotel.*

The hotel and resort industry is seasonal in nature. This seasonality can tend to cause quarterly fluctuations in revenues at the Hotel. Our quarterly earnings may also be adversely affected by other related factors outside our control, including weather conditions and poor economic conditions. As a result, we may have to enter into short-term borrowings in certain quarters in order to offset these quarterly fluctuations in our revenues.

*The hotel industry is heavily regulated and failure to comply with extensive regulatory requirements may result in an adverse effect on our business.*

The hotel industry is subject to extensive regulation and the Hotel must maintain its licenses and pay taxes and fees to continue operations. Our property is subject to numerous laws, including those relating to the preparation and sale of food and beverages, including alcohol. We are also subject to laws governing our relationship with our employees in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and firing employees and work permits. Also, our ability to remodel, refurbish or add to our property may be dependent upon our obtaining necessary building permits from local authorities. The failure to obtain any of these permits could adversely affect our ability to increase revenues and net income through capital improvements of our property. In addition, we are subject to the numerous rules and regulations relating to state and federal taxation. Compliance with these rules and regulations requires significant management attention. Furthermore, compliance costs associated with such laws, regulations and licenses are significant. Any change in the laws, regulations or licenses applicable to our business or a violation of any current or future laws or regulations applicable to our business or gaming license could require us to make substantial expenditures or could otherwise negatively affect our gaming operations. Any failure to comply with all such rules and regulations could subject us to fines or audits by the applicable taxation authority.

Violations of laws could result in, among other things, disciplinary action. If we fail to comply with regulatory requirements, this may result in an adverse effect on our business.

*Uninsured and underinsured losses could adversely affect our financial condition and results of operations.*

There are certain types of losses, generally of a catastrophic nature, such as earthquakes and floods or terrorist acts, which may be uninsurable or not economically insurable, or may be subject to insurance coverage limitations, such as large deductibles or co-payments. We will use our discretion in determining amounts, coverage limits, deductibility provisions of insurance and the appropriateness of self-insuring, with a view to maintaining appropriate insurance coverage on our investments at a reasonable cost and on suitable terms. Uninsured and underinsured losses could harm our financial condition and results of operations. We could incur liabilities resulting from loss or injury to the Hotel or to persons at the Hotel. Claims, whether or not they have merit, could harm the reputation of the Hotel or cause us to incur expenses to the extent of insurance deductibles or losses in excess of policy limitations, which could harm our results of operations.

In the event of a catastrophic loss, our insurance coverage may not be sufficient to cover the full current market value or replacement cost of our lost investment. Should an uninsured loss or a loss in excess of insured limits occur, we could lose all or a portion of the capital we have invested in the Hotel, as well as the anticipated future revenue from the property. In that event, we might nevertheless remain obligated for any mortgage debt or other financial obligations related to the Hotel. In the event of a significant loss, our deductible may be high and we may be required to pay for all such repairs and, as a consequence, it could materially adversely affect our financial condition. Inflation, changes in building codes and ordinances, environmental considerations and other factors might also keep us from using insurance proceeds to replace or renovate the Hotel after it has been damaged or destroyed. Under those circumstances, the insurance proceeds we receive might be inadequate to restore our economic position on the damaged or destroyed property.

It has generally become more difficult and expensive to obtain property and casualty insurance, including coverage for terrorism. When our current insurance policies expire, we may encounter difficulty in obtaining or renewing property or casualty insurance on our property at the same levels of coverage and under similar terms. Such insurance may be more limited and for some catastrophic risks (for example, earthquake, flood and terrorism) may not be generally available at current levels. Even if we are able to renew our policies or to obtain new policies at levels and with limitations consistent with our current policies, we cannot be sure that we will be able to obtain such insurance at premium rates that are commercially reasonable. If we were unable to obtain adequate insurance on the Hotel for certain risks, it could cause us to be in default under specific covenants on certain of our indebtedness or other contractual commitments that require us to maintain adequate insurance on the Hotel to protect against the risk of loss. If this were to occur, or if we were unable to obtain adequate insurance and the Hotel experienced damage which would otherwise have been covered by insurance, it could materially adversely affect our financial condition and the operations of the Hotel.

In addition, insurance coverage for the Hotel and for casualty losses does not customarily cover damages that are characterized as punitive or similar damages. As a result, any claims or legal proceedings, or settlement of any such claims or legal proceedings that result in damages that are characterized as punitive or similar damages may not be covered by our insurance. If these types of damages are substantial, our financial resources may be adversely affected.

*You may lose all or part of your investment.*

There is no assurance that the Company's initiatives to improve its profitability or liquidity and financial position will be successful. Accordingly, there is substantial risk that an investment in the Company will decline in value.

*The price of the Company's common stock may fluctuate significantly, which could negatively affect the Company and holders of its common stock.*

The market price of the Company's common stock may fluctuate significantly from time to time as a result of many factors, including: investors' perceptions of the Company and its prospects; investors' perceptions of the Company's and/or the industry's risk and return characteristics relative to other investment alternatives; difficulties between actual financial and operating results and those expected by investors and analysts; changes in our capital structure; trading volume fluctuations; actual or anticipated fluctuations in quarterly financial and operational results; volatility in the equity securities market; and sales, or anticipated sales, of large blocks of the Company's common stock.

*The concentrated beneficial ownership of our common stock and the ability it affords to control our business may limit or eliminate other shareholders' ability to influence corporate affairs.*

Santa Fe and InterGroup collectively own more than 80% of the Company's outstanding common stock. Because of this concentrated stock ownership, the Company's largest shareholders will be in a position to significantly influence the election of our board of directors and all other decisions on all matters requiring shareholder approval. As a result, the ability of other shareholders to determine the management and policies of the Company is significantly limited. The interests of these shareholders may differ from the interests of other shareholders with respect to the issuance of shares, business transactions with or sales to other companies, selection of officers and directors and other business decisions. This level of control may also have an adverse impact on the market value of our shares because our largest shareholders may institute or undertake transactions, policies or programs that may result in losses, may not take any steps to increase our visibility in the financial community and/or may sell sufficient numbers of shares to significantly decrease our price per share.

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

None.

## **Item 2. Properties.**

### **SAN FRANCISCO HOTEL PROPERTY**

The Hotel is owned indirectly by the Partnership through its indirect wholly-owned subsidiary, Operating. 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. The third floor houses the Chinese Culture Center and grand ballroom. The Hotel has approximately 22,000 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.

The Partnership expects to expend at least 4% of gross annual Hotel revenues each year for capital improvements. In the opinion of management, the Hotel is adequately covered by insurance.

### **HOTEL FINANCINGS**

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”). The Partnership 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 and the pay-off of the prior mortgage.

The Mortgage Loan is secured by the Partnership’s principal asset, the Hotel. The Mortgage Loan bears an interest rate of 5.275% per annum and matures in January 2024. The term of the loan is ten years with interest only due in the first

three years and principal and interest payments to be made during the remaining seven years of the loan based on a thirty-year amortization schedule. 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 bears interest at 9.75% per annum and matures on January 1, 2024. Interest only payments are due 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 are full recourse guaranties under identified circumstances, including failure to maintain “single purpose” status which is a factor in a consolidation of Operating or Mezzanine in a bankruptcy of another person, transfer or encumbrance of the Property in violation of the applicable loan documents, Operating or Mezzanine incurring debts that are not permitted, and the Property becoming subject to a bankruptcy proceeding. Pursuant to the Guaranties, the Partnership is required to maintain a certain minimum net worth and liquidity. Effective as of May 12, 2017, InterGroup agreed to become an additional guarantor under the limited guaranty and an additional indemnitor under the environmental indemnity for Justice Investors limited partnership’s \$97,000,000 mortgage loan and the \$20,000,000 mezzanine loan. Pursuant to the agreement, InterGroup is required to maintain a certain net worth and liquidity. As of June 30, 2017, InterGroup 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.

On July 2, 2014, the Partnership obtained from Intergroup an unsecured loan in the principal amount of \$4,250,000 at 12% per year fixed interest, with a term of two years, payable interest only each month. Intergroup received a 3% loan fee. The loan may be prepaid at any time without penalty. The proceeds of the loan were applied to the July 2014 payments to Holdings described in Note 2. The loan was extended to December 31, 2017.

In March 2017, Portsmouth obtained from InterGroup an unsecured loan in the principal amount of \$2,700,000 at 5% per year fixed interest, with a term of one-year, payable interest only each month. In April 2017, the balance of the loan was repaid along with all accrued interest.

In April 2017, Portsmouth obtained from InterGroup an unsecured short-term loan in the principal amount of \$1,000,000 at 5% per year fixed interest, with a term of five months and maturing September 6, 2017. Accrued interest and monthly principal installments in the amount of \$200,000 are due and payable commencing on May 1, 2017 and continuing on the first day of each calendar month thereafter, until five months after the date of the loan at which time any unpaid balance of principal and interest on the note is due and payable. The loan was extended to September 15, 2017 and paid off on September 13, 2017.

## **RENTAL PROPERTIES**

As June 30, 2017, the Company's investment in real estate consisted of twenty properties located throughout the United States, with a concentration in Texas and Southern California. These properties include fifteen apartment complexes, three single-family houses as strategic investments and one commercial real estate property. All properties are operating properties. In addition to the properties, the Company owns approximately 2 acres of unimproved land in Maui, Hawaii.

## **MANAGEMENT OF RENTAL PROPERTIES**

As of June 30, 2017, all of the Company's operating real estate properties are managed in-house.

The Company may engage third party management companies as agents to manage certain of Company's residential rental properties.

### **Description of Properties**

**Las Colinas, Texas.** The Las Colinas property is a water front apartment community along Beaver Creek that was developed in 1993 with 358 units on approximately 15.6 acres of land. The Company acquired the complex on April 30, 2004 for approximately \$27,145,000. Depreciation is recorded on the straight-line method, based upon an estimated useful life of 27.5 years. Real estate property taxes for the year ended June 30, 2017 were approximately \$817,000. The outstanding mortgage balance was approximately \$17,818,000 at June 30, 2017 and the maturity date of the mortgage is December 1, 2022.

**Morris County, New Jersey.** The Morris County property is a two-story garden apartment complex that was completed in June 1964 with 151 units on approximately 8 acres of land. The Company acquired the complex on September 15, 1967 at an initial cost of approximately \$1,600,000. Real estate property taxes for the year ended June 30, 2017 were approximately \$231,000. Depreciation is recorded on the straight-line method, based upon an estimated useful life of 40 years. The outstanding mortgage balance was approximately \$9,387,000 at June 30, 2017 and the maturity date of the mortgage is July 31, 2022. In June 2014, the Company obtained a second mortgage on this property in the amount of \$2,701,000. The term of the loan is approximately 8 years with the interest rate fixed at 4.51%. The outstanding mortgage balance was approximately \$2,611,000 at June 30, 2017. The loan matures in August 2022.

**St. Louis, Missouri.** The St. Louis property is a two-story project with 264 units on approximately 17.5 acres. The Company acquired the complex on November 1, 1968 at an initial cost of \$2,328,000. For the year ended June 30, 2017, real estate property taxes were approximately \$157,000. Depreciation is recorded on the straight-line method, based upon an estimated useful life of 40 years. The outstanding mortgage balance was approximately \$5,611,000 at June 30, 2017 and the maturity date of the mortgage is May 31, 2023.

**Florence, Kentucky.** The Florence property is a three-story apartment complex with 157 units on approximately 6.0 acres. The Company acquired the property on December 20, 1972 at an initial cost of approximately \$1,995,000. For the year ended June 30, 2017, real estate property taxes were approximately \$46,000. Depreciation is recorded on the straight-line method, based upon an estimated useful life of 40 years. In March 2015, the Company refinanced the \$3,636,000 mortgage note payable for a new mortgage in the amount of \$3,492,000. The Company paid down approximately \$210,000 of the old mortgage as part of the refinancing. The new mortgage has a fixed interest rate of 3.87% for ten years and matures in April 2025. The outstanding mortgage balance was approximately \$3,357,000 at June 30, 2017.

**Los Angeles, California.** The Company owns one commercial property, twelve apartment complexes, and three single-family houses in the general area of West Los Angeles.

The first Los Angeles commercial property is a 5,500 square foot, two story building that served as the Company's corporate offices until it was leased out, effective October 1, 2009 and the Company leased a new space for its corporate office. The Company acquired the building on March 4, 1999 for \$1,876,000. The property taxes for the year ended June 30, 2017 were approximately \$30,000. Depreciation is recorded on the straight-line method, based upon an estimated useful life of 40 years. In April 2016, the Company refinanced the \$1,007,000 mortgage note payable for a new mortgage in the amount of \$921,000. The new mortgage has a fixed interest rate swap with the floating rate loan. By combining both rates rate through maturity of the credit facility (1.49% swap + 2.50% credit spread), the all-in fixed rate is 3.99%. The outstanding mortgage balance was approximately \$878,000 at June 30, 2017 and the note matures in January 2021.

The first Los Angeles apartment complex is a 10,600 square foot two-story apartment with 12 units. The Company acquired the property on July 30, 1999 at an initial cost of approximately \$1,305,000. For the year ended June 30, 2017, real estate property taxes were approximately \$21,000. Depreciation is recorded on the straight-line method, based upon an estimated useful life of 40 years. In June 2016, the Company refinanced the \$2,095,000 mortgage note payable for a new mortgage in the amount of \$2,300,000. The interest fixed interest rate is 3.59%. The outstanding mortgage balance was approximately \$2,261,000 at June 30, 2017 and the maturity date of the mortgage is January 1, 2022.

The second Los Angeles apartment complex is a 29,000 square foot three-story apartment with 27 units. This complex is held by Intergroup Woodland Village, Inc. ("Woodland Village"), which is 55.4% and 44.6% owned by Santa Fe and the Company, respectively. The property was acquired on September 29, 1999 at an initial cost of approximately \$4,075,000. For the year ended June 30, 2017, real estate property taxes were approximately \$63,000. Depreciation is recorded on the straight-line method, based upon an estimated useful life of 40 years. The outstanding mortgage balance was approximately \$2,909,000 at June 30, 2017 and the maturity date of the mortgage is December 1, 2020.

The third Los Angeles apartment complex is a 12,700 square foot apartment with 14 units. The Company acquired the property on October 20, 1999 at an initial cost of approximately \$2,150,000. For the year ended June 30, 2017, real estate property taxes were approximately \$35,000. Depreciation is recorded on the straight-line method, based upon an estimated useful life of 40 years. The outstanding mortgage balance was approximately \$1,697,000 at June 30, 2017 and the maturity date of the mortgage is March 1, 2021.

The fourth Los Angeles apartment complex is a 10,500 square foot apartment with 9 units. The Company acquired the property on November 10, 1999 at an initial cost of approximately \$1,675,000. For the year ended June 30, 2017, real estate property taxes were approximately \$27,000. Depreciation is recorded on the straight-line method, based upon an estimated useful life of 40 years. The outstanding mortgage balance was approximately \$1,156,000 at June 30, 2017 and the maturity date of the mortgage is March 1, 2021.

The fifth Los Angeles apartment complex is a 26,100 square foot two-story apartment with 31 units. The Company acquired the property on May 26, 2000 at an initial cost of approximately \$7,500,000. For the year ended June 30, 2017, real estate property taxes were approximately \$110,000. Depreciation is recorded on the straight-line method, based upon an estimated useful life of 40 years. The outstanding mortgage balance was approximately \$5,165,000 at June 30, 2017 and the maturity date of the mortgage is December 1, 2020.

The sixth Los Angeles apartment complex is a 27,600 square foot two-story apartment with 30 units. The Company acquired the property on July 7, 2000 at an initial cost of approximately \$4,411,000. For the year ended June 30, 2017, real estate property taxes were approximately \$70,000. Depreciation is recorded on the straight-line method, based upon an estimated useful life of 40 years. The outstanding mortgage balance was approximately \$6,041,000 at June 30, 2017 and the maturity date of the mortgage is September 1, 2022.

The seventh Los Angeles apartment complex is a 3,000 square foot apartment with 4 units. The Company acquired the property on July 19, 2000 at an initial cost of approximately \$1,070,000. For the year ended June 30, 2017, real estate property taxes were approximately \$17,000. Depreciation is recorded on the straight-line method, based upon an estimated useful life of 40 years. The outstanding mortgage balance was approximately \$360,000 at June 30, 2017 and the maturity date of the mortgage is September 1, 2042.

The eighth Los Angeles apartment complex is a 4,500 square foot two-story apartment with 4 units. The Company acquired the property on July 28, 2000 at an initial cost of approximately \$1,005,000. For the year ended June 30, 2017, real estate property taxes were approximately \$16,000. Depreciation is recorded on the straight-line method, based upon an estimated useful life of 40 years. The outstanding mortgage balance was approximately \$610,000 at June 30, 2017 and the maturity date of the mortgage is September 1, 2042.

The ninth Los Angeles apartment complex is a 7,500 square foot apartment with 7 units. The Company acquired the property on August 9, 2000 at an initial cost of approximately \$1,308,000. For the year ended June 30, 2017, real estate property taxes were approximately \$21,000. Depreciation is recorded on the straight-line method, based upon an estimated useful life of 40 years. The outstanding mortgage balance was approximately \$890,000 at June 30, 2017 and the maturity date of the mortgage is September 1, 2042.

The tenth Los Angeles apartment complex is a 13,000 square foot two-story apartment with 8 units. The Company acquired the property on May 1, 2001 at an initial cost of approximately \$1,206,000. For the year ended June 30, 2017, real estate property taxes were approximately \$19,000. Depreciation is recorded on the straight-line method, based upon an estimated useful life of 40 years. In July 2013, the Company refinanced its \$466,000 adjustable rate mortgage note payable on this property for a new 30-year mortgage in the amount of \$500,000. The interest rate on the new loan is fixed at 3.75% per annum for the first five years and variable for the remaining of the term. The note matures in July 2043. The outstanding mortgage balance was approximately \$461,000 at June 30, 2017.

The eleventh Los Angeles apartment complex, which is owned 100% by the Company's subsidiary Santa Fe, is a 4,200 square foot two-story apartment with 2 units. Santa Fe acquired the property on February 1, 2002 at an initial cost of approximately \$785,000. For the year ended June 30, 2017, 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 \$364,000 at June 30, 2017 and the maturity date of the mortgage is September 1, 2042.

The twelfth apartment which is located in Marina del Rey, California, is a 6,316 square foot two-story apartment with 9 units. The Company acquired the property on April 29, 2011 at an initial cost of approximately \$4,000,000. For the year ended June 30, 2017, real estate property taxes were approximately \$53,000. Depreciation is recorded on the straight-line method, based upon an estimated useful life of 27.5 years. The outstanding mortgage balance was approximately \$1,356,000 at June 30, 2017 and the maturity date of the mortgage is May 1, 2021.

The first Los Angeles single-family house is a 2,771 square foot home. The Company acquired the property on November 9, 2000 at an initial cost of approximately \$660,000. For the year ended June 30, 2017, real estate property taxes were approximately \$10,000. Depreciation is recorded on the straight-line method, based upon an estimated useful life of 40 years. The outstanding mortgage balance was approximately \$392,000 at June 30, 2017 and the maturity date of the mortgage is September 1, 2042.

The second Los Angeles single-family house is a 2,201 square foot home. The Company acquired the property on August 22, 2003 at an initial cost of approximately \$700,000. For the year ended June 30, 2017, 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 \$418,000 at June 30, 2017 and the maturity date of the mortgage is September 1, 2042.

In July 2015, the Company purchased a residential house in Los Angeles, California as a strategic asset for \$1,975,000 in cash. In August 2016, the Company obtained a \$1,000,000 mortgage note payable and received net proceeds of \$983,000. The interest on note is 4.50% with interest only payments for twenty three months. The loan matures in August of 2018. For the year ended June 30, 2017, real estate property taxes were approximately \$47,000. Depreciation is recorded on the straight-line method, based upon an estimated useful life of 40 years.

In August 2004, the Company purchased an approximately two acre parcel of unimproved land in Kihei, Maui, Hawaii for \$1,467,000. The Company 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 Company 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.

## **MORTGAGES**

Further information with respect to mortgage notes payable of the Company is set forth in Note 10 of the Notes to Consolidated Financial Statements.

## **ECONOMIC AND PHYSICAL OCCUPANCY RATES**

The Company leases units in its residential rental properties on a short-term basis, with no lease extending beyond one year. The economic occupancy (gross potential less rent below market, vacancy loss, bad debt, discounts and

concessions divided by gross potential rent) and the physical occupancy (gross potential rent less vacancy loss divided by gross potential rent) for each of the Company's operating properties for fiscal year ended June 30, 2017 are provided below.



Property	Economic Occupancy		Physical Occupancy	
1. Las Colinas, TX	96	%	96	%
2. Morris County, NJ	98	%	98	%
3. St. Louis, MO	100	%	93	%
4. Florence, KY	100	%	97	%
5. Los Angeles, CA (1)	84	%	100	%
6. Los Angeles, CA (2)	82	%	54	%
7. Los Angeles, CA (3)	100	%	99	%
8. Los Angeles, CA (4)	96	%	99	%
9. Los Angeles, CA (5)	81	%	92	%
10. Los Angeles, CA (6)	97	%	97	%
11. Los Angeles, CA (7)	100	%	97	%
12. Los Angeles, CA (8)	100	%	89	%
13. Los Angeles, CA (9)	98	%	95	%
14. Los Angeles, CA (10)	100	%	99	%
15. Los Angeles, CA (11)	100	%	91	%
16. Los Angeles, CA (12)	92	%	98	%
17. Los Angeles, CA (13)	*		*	

\*Property is currently listed for rent and was vacant during fiscal 2017.

The Company's Los Angeles, California properties are subject to various rent control laws, ordinances and regulations which impact the Company's ability to adjust and achieve higher rental rates.

### Item 3. Legal Proceedings.

In 2014, Evon Corporation ("Evon") filed a complaint in San Francisco Superior Court against the Partnership, Portsmouth, and a limited partner and related party asserting contract and tort claims based on Justice's withholding of \$4.7 million to pay the transfer tax described in Note 1. Evon's complaint asserted various tort and contract claims against Justice and Portsmouth; and also, a tort against a Justice limited partner and related party. In July 2014, Justice paid to Holdings \$4.7 million, the amount Evon claims was incorrectly withheld. In June 2014, the Partnership sued Evon and related defendants, seeking a judicial declaration as to certain issues arising out of the partnership redemption documents. Evon filed a cross-complaint in December 2014, alleging torts against the Partnership in connection with the redemption transaction. On May 5, 2016, Justice Investors and Portsmouth (parent Company) settled these actions via a global agreement. The Partnership agreed to pay Evon \$5,575,000. As of January 10, 2017, the Company has satisfied all conditions of the settlement agreement.

In 2013, the City and County of San Francisco ("CCSF") Office of the Assessor Recorder claimed that Justice owed \$2.1 million for Transient Occupancy Tax and Tourist Improvement District Assessment. This amount exceeded Justice's estimate of the taxes owed, and Justice disputed the claim. The Company paid the full amount in March 2014 as part of the appeals process and reflected the amount on the balance sheet in "Other assets, net" as it was under protest as of June 30, 2015. On December 18, 2013, a Documentary Transfer Tax of approximately \$4.7 million was paid under protest to CCSF. CCSF had required payment as a condition of recording the transfer of the Hotel, which was necessary to effect the Loan Agreements. The Partnership then filed a lawsuit challenging the transfer tax in San Francisco County Superior Court. During the year ended June 30, 2016, the Partnership settled the two CCSF lawsuits, receiving \$1.45 million, apportioned half and half to each matter, resulting in approximately \$390,000 in excess of net assets recorded. This amount was recorded as a reduction of Hotel restructuring costs.

In March 2017, the Company settled its lawsuit against RSUI Indemnity Company ("RSUI"), the insurer for the Company's Directors and Officers Liability Policies. Justice received \$900,000 from RSUI, resolving allegations that RSUI had improperly handled a claim.

On April 21, 2014, the Partnership commenced arbitration against Glaser Weil Fink Howard Avchen & Shapiro, LLP, Brett J. Cohen, Gary N. Jacobs, Janet S. McCloud, Paul B. Salvaty, and Joseph K. Fletcher III (“Respondents”) in connection with the redemption transaction. The arbitration alleges legal malpractice and also seeks declaratory relief regarding provisions of the redemption option agreement. The arbitration proceedings are active; discovery is proceeding. The hearing is set for April 2018 before JAMS in Los Angeles. No prediction can be given as to the outcome of this matter.

The Company is subject to legal proceedings, claims, and litigation arising in the ordinary course of business. The Company defends itself vigorously against any such claims. 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.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**PART II**

**Item 5. Market for Common Equity and Related Stockholder Matters.**

**MARKET INFORMATION**

The Company's Common Stock is listed and trades on the NASDAQ Capital Market tier of the NASDAQ Stock Market, LLC under the symbol: “INTG”. The following table sets forth the high and low sales prices for the Company’s common stock for each quarter of the last two fiscal years ended June 30, 2017 and 2016 as reported by NASDAQ.

Fiscal 2017	High	Low
<b>First Quarter (7/ 1 to 9/30)</b>	\$25.15	\$24.15
Second Quarter (10/1 to 12/31)	\$27.21	\$22.32
Third Quarter (1/1 to 3/31)	\$29.77	\$25.20
Fourth Quarter (4/1 to 6/30)	\$28.50	\$25.00

Fiscal 2016	High	Low
First Quarter (7/ 1 to 9/30)	\$36.79	\$20.20
Second Quarter (10/1 to 12/31)	\$29.37	\$24.46
Third Quarter (1/1 to 3/31)	\$27.25	\$24.82
Fourth Quarter (4/1 to 6/30)	\$30.22	\$25.00

As of June 30, 2017, the approximate number of holders of record of the Company's Common Stock was 253. 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 names of various brokers, clearing agencies or other nominees.

#### DIVIDENDS

The Company has not declared any cash dividends on its common stock and does not foresee issuing cash dividends in the near future.

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

This information appears in Part III, Item 12 of this report.

**ISSUER PURCHASES OF EQUITY SECURITIES**

The following table reflects purchases of InterGroup's common stock made by The InterGroup Corporation, for its own account, during the fourth quarter of its fiscal year ending June 30, 2017.

**SMALL BUSINESS ISSUER PURCHASES OF EQUITY SECURITIES**

Fiscal 2017 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
Month #1 (April 1- April 30)	-	-	-	70,509
Month #2 (May 1- May 31)	-	-	-	70,509
Month #3 (June 1- June 30)	3,568	\$ 25.87	3,568	66,941
<b>TOTAL:</b>	<b>3,568</b>	<b>\$ 25.87</b>	<b>3,568</b>	<b>66,941</b>

The Company has only one stock repurchase program. The program was initially announced on January 13, 1998 and was amended on February 10, 2003 and October 12, 2004. The total number of shares authorized to be repurchased pursuant to those prior authorizations was 870,000, adjusted for stock splits. On June 3, 2009, the Board of Directors authorized the Company to purchase up to an additional 125,000 shares of Company's common stock. On November 15, 2012, the Board of Directors authorized the Company to purchase up to an additional 100,000 shares of Company's common stock. The purchases will be made, in the discretion of management, from time to time, in the open market or through privately negotiated third party transactions depending on market conditions and other factors. The Company's repurchase program has no expiration date and can be amended and increased, from time to time, in the discretion of the Board of Directors. No plan or program expired during the period covered by the table.

**Item 6. Selected Financial Data.**

Not required for smaller reporting companies.

**Item 7. Management Discussion and Analysis of Financial Condition and Results of Operations.**

**RESULTS OF OPERATIONS**

As of June 30, 2017, the Company owned approximately 81.9% of the common shares of its subsidiary, Santa Fe and Santa Fe owned approximately 68.8% of the common shares of Portsmouth Square, Inc. InterGroup also directly owns approximately 13.4% of the common shares of Portsmouth. The Company's principal sources of revenue continue to be derived from the general and limited partnership interests of its subsidiary, Portsmouth, in the Justice Investors limited partnership ("Justice" or the "Partnership"), rental income from its investments in multi-family real estate properties and income received from investment of its cash and securities assets. Justice owns a 543 room hotel property located at 750 Kearny Street, San Francisco, California 94108, known as the "Hilton San Francisco Financial District" (the "Hotel" or the "Property") and related facilities, including a five-level underground parking garage. The financial statements of Justice have been consolidated with those of the Company.

The Hotel is operated by the Partnership as a full-service Hilton brand hotel pursuant to a Franchise License Agreement (the “License Agreement”) with HLT Franchise Holding LLC (“Hilton”). The Partnership entered into the License Agreement on December 10, 2004. The term of the License Agreement was for an initial period of 15 years commencing on the opening date, with an option to extend the License Agreement for another five years, subject to certain conditions. On June 26, 2015, the Partnership and Hilton entered into an amended franchise agreement which extended the License Agreement through 2030, modified the monthly royalty rate, extended geographic protection to the Partnership and also provided the Partnership certain key money cash incentives to be earned through 2030. The key money cash incentives were received on July 1, 2015.

Justice had a management agreement with Prism Hospitality L.P. (“Prism”) to perform certain management functions for the Hotel. The management agreement with Prism had an original term of ten years and can be terminated at any time with or without cause by the Partnership. Effective January 2014, the management agreement with Prism was amended by the Partnership to change the nature of the services provided by Prism and the compensation payable to Prism, among other things. Prism’s management agreement was terminated upon its expiration date of February 3, 2017. Effective December 1, 2013, GMP Management, Inc. (“GMP”), a company owned by a Justice limited partner and a related party, began to provide management services for the Partnership pursuant to a management services agreement with a term of three years, subject to the Partnership’s right to terminate earlier, for cause. In June 2016, GMP resigned. After a lengthy review process of several national third-party hotel management companies, on February 1, 2017, Justice entered into a Hotel management agreement (“HMA”) with Interstate Management Company, LLC (“Interstate”) to manage the Hotel with an effective takeover date of February 3, 2017. The term of management agreement is for an initial period of 10 years commencing on the takeover date and automatically renews for an additional year not to exceed five years in the aggregate subject to certain conditions. The HMA also provides for Interstate to advance a key money incentive fee to the Hotel for capital improvements in the amount of \$2,000,000 under certain terms and conditions described in a separate key money agreement.

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

In addition to the operations of the Hotel, the Company also generates income from the ownership and management of real estate. Properties include fifteen apartment complexes, one commercial real estate property, and three single-family houses as strategic investments. The properties are located throughout the United States, but are concentrated in Texas and Southern California. The Company also has an investment in unimproved real property.

The Company acquires its investments in real estate and other investments utilizing cash, securities or debt, subject to approval or guidelines of the Board of Directors. The Company also invests in income-producing instruments, equity and debt securities and will consider other investments if such investments offer growth or profit potential.

**Fiscal Year Ended June 30, 2017 Compared to Fiscal Year Ended June 30, 2016**

The Company had a net loss of \$1,676,000 for the year ended June 30, 2017 compared to a net loss of \$9,267,000 for the year ended June 30, 2016. The change is primarily the result of the significant reduction legal settlement costs at the Hotel and reduced Hotel operating expenses and the lower loss on marketable securities.

**Hotel Operations**

The Company had net income from Hotel operations of \$3,494,000 for the year ended June 30, 2017 compared to net loss of \$4,430,000 for the year ended June 30, 2016. The change to net income from a net loss from Hotel operations as noted above was primarily attributable to the absence of legal settlement costs of \$5,396,000 for the year ended June 30, 2017 and the reduction of Hotel operating expenses of \$6,529,000, partially offset by the decrease in Hotel revenues of \$4,232,000.



The following table sets forth a more detailed presentation of Hotel operations for the years ended June 30, 2017 and 2016.

For the year ended June 30,	2017	2016
Hotel revenues:		
Hotel rooms	\$45,012,000	\$47,208,000
Food and beverage	5,934,000	7,533,000
Garage	2,695,000	2,706,000
Other operating departments	693,000	1,119,000
Total hotel revenues	54,334,000	58,566,000
Operating expenses, excluding non-recurring charges, depreciation and amortization	(40,717,000)	(47,246,000)
Operating income before non-recurring charges, interest and depreciation and amortization	13,617,000	11,320,000
Legal settlement costs	-	(5,396,000 )
Income before loss on disposal of assets , interest and depreciation and amortization	13,617,000	5,924,000
Loss on disposal of assets	-	(30,000 )
Interest expense - mortgage	(7,066,000 )	(7,271,000 )
Depreciation and amortization expense	(3,057,000 )	(3,053,000 )
Net income (loss) from Hotel operations	\$3,494,000	\$(4,430,000 )

For the year ended June 30, 2017, the Hotel generated operating income of \$13,617,000 before non-recurring charges and interest and depreciation and amortization on total operating revenues of \$54,334,000 compared to operating income of \$11,320,000 before non-recurring charges and interest and depreciation and amortization on total operating revenues of \$58,566,000 for the year ended June 30, 2016. Room revenues decreased by \$2,196,000 for the year ended June 30, 2017 compared to the year ended June 30, 2016 primarily as a result of decline in group revenue. Food and beverage revenue decreased by \$1,599,000 for the year ended June 30, 2017 compared to the year ended June 30, 2016 due to lack of revenue contribution from groups while garage revenue remained relatively consistent, year over year.

Operating expenses decreased by \$6,529,000 for the year ended June 30, 2017 to \$40,717,000 compared to the year ended June 30, 2016 of \$47,246,000 primarily as a result of reduced legal expense, general and administrative expense and management fees.

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 year ended June 30, 2017 and 2016.

**For the Year      Average      Average**

<u>Ended June 30,</u>	<u>Daily</u>	<u>Occupancy</u>	<u>RevPAR</u>
	<u>Rate</u>	<u>%</u>	
2017	\$ 250	91	% \$ 227
2016	\$ 257	92	% \$ 237

Due to the expansion and improvement project at the Moscone Center, which is the largest convention and exhibition complex in San Francisco, the San Francisco market has seen a steep decline in group business for the year ended June 30, 2017. The expansion and improvement project is scheduled to be completed by December 2018. We expect to receive a special benefit of increased hotel occupancy, rates and overall hotel property value upon project completion. For the year ended June 30, 2017, the group business that the Hotel had captured was at a lower rate than last year due to larger hotels needing to fill rooms thus driving the group ADR down. The Hotel's average daily rate decreased by \$7, compared to the year ended June 30, 2016, while occupancy decreased by 1%. As a result, the Hotel's RevPar was \$10 lower than the prior year.

Our highest priority is guest satisfaction. We believe that enhancing the guest experience differentiates the Hotel from our competition and is critical to the Hotel's objective of building sustainable guest loyalty. In order to make a large impact on guest experience, the Hotel will continue training team members on Hilton brand standards and guest satisfaction, hiring and retaining talents in key operations, and enhancing the arrival experience. As previously discussed, GMP Management resigned in June 2016 and the Hotel is being managed by Interstate since February 2017. We believe that enhancing the Hotel's technology is critical and to that end, are currently working with all Hilton approved vendors to upgrade all technical aspects of the Hotel and the implementation of state-of-the-art systems that will set us apart from our competitors. We have made ten additional rooms available by eliminating the Justice's offices from the Hotel and relocating the accounting department to administrative space and eliminated the unprofitable Wellness Center that was added by previous management. We anticipate that the additional ten rooms will be placed into service within the fiscal year ending June 30, 2018. We are also in the planning stages of reconfiguring our lobby, restaurant and bar space to bring the restaurant and bar to the front of the property where it will have street visibility and be more accessible. Additionally, the fitness center which is occupying the equivalent of five rooms and the executive lounge which is occupying the equivalent of four rooms, will be relocated to a different area within the hotel. The nine equivalent rooms will be placed back into service. Part of this renovation will be funded by the Hotel's FF&E reserve account with our lender as well as the \$2,000,000 key money incentive provided by Interstate.

### **Real Estate Operations**

Revenue from real estate operations increased to \$14,671,000 for the year ended June 30, 2017 from \$14,332,000 for the year ended June 30, 2016 primarily as the result of increased rental rates. Real estate operating expenses increased to \$7,166,000 from \$6,790,000 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 and to reduce expenses and improve efficiencies.

### **Investment Transactions**

The Company had a net loss on marketable securities of \$3,496,000 for the year ended June 30, 2017 compared to a net loss on marketable securities of \$7,189,000 for the year ended June 30, 2016. For the year ended June 30, 2017, the Company had an unrealized loss of \$4,517,000 related to the Company's investment in the common stock of Comstock Mining Inc. ("Comstock" - NYSE MKT: LODE). For the year ended June 30, 2016, the Company had an unrealized loss of \$5,716,000 related to the Company's investment in the common stock of Comstock. As of June 30, 2017, and 2016, investments in Comstock represent approximately 28% and 65%, respectively, of the Company's investment portfolio. For the year ended June 30, 2017, the Company had a net realized gain of \$356,000 and a net unrealized loss of \$3,852,000. For the year ended June 30, 2016, the Company had a net realized loss of \$990,000 and a net unrealized loss of \$6,199,000. Gains and losses on marketable securities may fluctuate significantly from period

to period in the future and could have a significant impact on the Company's results of operations. However, the amount of gain or loss on marketable securities for any given period may have no predictive value and variations in amount from period to period may have no analytical value. For a more detailed description of the composition of the Company's marketable securities see the Marketable Securities section below.

During the years ended June 30, 2017 and 2016, the Company performed an impairment analysis of its other investments and determined that its investments had an other than temporary impairment and recorded impairment losses of \$178,000 and \$673,000, respectively

The Company and its subsidiaries, Portsmouth and Santa Fe, compute and file income tax returns and prepare discrete income tax provisions for financial reporting. The income tax (expense)benefit during the year ended June 30, 2017 and 2016 represents primarily the combined income tax effect of Portsmouth's pretax income (loss) which includes its share in net income(loss) from the Hotel and the pre-tax income(loss) from Intergroup (standalone).

## **MARKETABLE SECURITIES AND OTHER INVESTMENTS**

As of June 30, 2017, and 2016, the Company had investments in marketable equity securities of \$17,177,000 and \$14,282,000, respectively. The following table shows the composition of the Company's marketable securities portfolio by selected industry groups as:

<b>As of June 30, 2017</b>		<b>% of Total Investment</b>	
Industry Group	Fair Value	Securities	
Basic materials	\$6,222,000	36.2	%
Technology	4,134,000	24.1	%
REITs and real estate companies	1,820,000	10.6	%
Corporate bonds	1,683,000	9.8	%
Energy	1,345,000	7.8	%
Other	1,973,000	11.5	%
	<b>\$17,177,000</b>	<b>100.0</b>	<b>%</b>

<b>As of June 30, 2016</b>		<b>% of Total Investment</b>	
Industry Group	Fair Value	Securities	
Basic materials	\$9,273,000	64.9	%
Energy	1,907,000	13.4	%
Financial services	1,021,000	7.1	%
Other	2,081,000	14.6	%
	<b>\$14,282,000</b>	<b>100.0</b>	<b>%</b>

The Company's investment portfolio is diversified with 69 different equity positions. The Company holds two equity securities that comprised more than 10% of the equity value of the portfolio. The largest security position represents 27.6% of the portfolio and consists of the common stock of Comstock which is included in the basic materials industry group. The significant increase in the Company's investment in Comstock was due to the conversion of the \$13,231,000 (13,231 preferred shares) held in Comstock Mining, Inc. ("Comstock" – OTCBB: LODI) 7 1/2% Series A-1 Convertible Preferred Stock (the "A-1 Preferred") to common stock on August 27, 2015. The A-1 Preferred was previously included in other investments prior to its conversion.

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.

For the years ended June 30,	2017	2016
Net loss on marketable securities	\$(3,496,000)	\$(7,189,000)
Net unrealized loss on other investments	-	(127,000 )
Impairment loss on other investments	(178,000 )	(673,000 )
Dividend and interest income	287,000	56,000
Margin interest expense	(652,000 )	(426,000 )

Trading expenses	(508,000 )	(518,000 )
	\$(4,547,000)	\$(8,877,000)

## 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, its real estate operations and from the investment of its cash in marketable securities and other investments.

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

To fund redemption of limited partnership interests and to repay the prior mortgage, Justice obtained a \$97,000,000 mortgage loan and a \$20,000,000 mezzanine loan. The mortgage loan is secured by the Partnership's principal asset, the Hotel. The mortgage loan initially bears an interest rate of 5.275% per annum and matures in January 2024. As additional security for the mortgage loan, there is a limited guaranty executed by the Company in favor of mortgage lender. The mezzanine loan is secured by the Operating membership interest held by Mezzanine and is subordinated to the Mortgage Loan. The mezzanine loan initially bears interest at 9.75% per annum and matures in January 2024. As additional security for the mezzanine loan, there is a limited guaranty executed by the Company in favor of mezzanine lender. Effective as of May 12, 2017, InterGroup agreed to become an additional guarantor under the limited guaranty and an additional indemnitor under the environmental indemnity for Justice Investors limited partnership's \$97,000,000 mortgage loan and the \$20,000,000 mezzanine loan.

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. Additionally, management believes there is significant appreciated value in the Hotel and other real estate properties to support additional borrowings if necessary.

## MATERIAL CONTRACTUAL OBLIGATIONS

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

	<b>Total</b>	<b>Year 1</b>	<b>Year 2</b>	<b>Year 3</b>	<b>Year 4</b>	<b>Year 5</b>	<b>Thereafter</b>
Mortgage notes payable	\$ 181,087,000	\$ 2,957,000	\$ 3,099,000	\$ 4,246,000	\$ 3,229,000	\$ 3,228,000	\$ 164,328,000
Other notes payable	6,112,000	369,000	474,000	607,000	567,000	567,000	3,528,000
Interest	58,687,000	9,977,000	9,542,000	9,386,000	8,996,000	8,475,000	12,311,000
Total	\$ 245,886,000	\$ 13,303,000	\$ 13,115,000	\$ 14,239,000	\$ 12,792,000	\$ 12,270,000	\$ 180,167,000

## 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.

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

## **CRITICAL ACCOUNTING POLICIES**

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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<u>Consolidated Balance Sheets - June 30, 2017 and 2016</u>	<u>31</u>
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## INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and Shareholders of

The Intergroup Corporation:

We have audited the accompanying consolidated balance sheet of The Intergroup Corporation and its subsidiaries (the Company) as of June 30, 2017, and the related consolidated statements of operations, shareholders' deficit and cash flows for the year then ended (collectively, the financial statements). These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit 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 audits 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 audit provides 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 InterGroup Corporation and its subsidiary as of June 30, 2017, and the results of their operations and their cash flows for the year then ended, in conformity with U.S. generally accepted accounting principles.

/s/ Hein & Associates LLP

Irvine, California

October 13, 2017



**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Shareholders of  
The Intergroup Corporation:

We have audited the accompanying consolidated balance sheet of The Intergroup Corporation and its subsidiaries (the Company) as of June 30, 2016, and the related consolidated statement of operations, shareholders' deficit and cash flows for the year ended June 30, 2016. This consolidated financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on this consolidated financial statement based on our audit.

We conducted our audit 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 audit provides a reasonable basis for our opinion.

In our opinion, the financial statement referred to above present fairly, in all material respects, the consolidated financial position of The Intergroup Corporation and its subsidiaries as of June 30, 2016, and the consolidated results of their operations and their cash flows for the year period ended June 30, 2016 in conformity with accounting principles generally accepted in the United States of America.

/s/ BPM LLP

San Francisco,  
California  
September 28,  
2016

**THE INTERGROUP CORPORATION****CONSOLIDATED BALANCE SHEETS**

As of June 30,	2017	2016
<b>ASSETS</b>		
Investment in Hotel, net	\$42,092,000	\$44,821,000
Investment in real estate, net	54,984,000	56,356,000
Investment in marketable securities	17,177,000	14,282,000
Other investments, net	1,211,000	1,029,000
Cash and cash equivalents	2,871,000	5,404,000
Restricted cash	7,402,000	3,221,000
Other assets, net	3,365,000	5,639,000
Deferred tax asset	4,107,000	3,985,000
<b>Total assets</b>	<b>\$133,209,000</b>	<b>\$134,737,000</b>
<b>LIABILITIES AND SHAREHOLDERS' DEFICIT</b>		
<b>Liabilities:</b>		
Accounts payable and other liabilities	\$2,947,000	\$3,717,000
Accounts payable and other liabilities - Hotel	12,833,000	14,783,000
Due to securities broker	3,012,000	1,493,000
Obligations for securities sold	3,710,000	163,000
Related party and other notes payable	6,112,000	6,996,000
Mortgage notes payable - Hotel	115,615,000	116,160,000
Mortgage notes payable - real estate	64,298,000	64,672,000
<b>Total liabilities</b>	<b>208,527,000</b>	<b>207,984,000</b>
<b>Commitments and contingencies - Note 18</b>		
<b>Shareholders' deficit:</b>		
Preferred stock, \$.01 par value, 100,000 shares authorized; none issued	-	-
Common stock, \$.01 par value, 4,000,000 shares authorized; 3,395,616 and 3,395,616 issued; 2,359,724 and 2,381,726 outstanding, respectively	33,000	33,000
Additional paid-in capital	10,346,000	10,363,000
Accumulated deficit	(45,298,000)	(43,645,000)
Treasury stock, at cost, 1,035,892 and 1,013,890 shares	(12,626,000)	(12,082,000)
<b>Total InterGroup shareholders' deficit</b>	<b>(47,545,000)</b>	<b>(45,331,000)</b>
Noncontrolling interest	(27,773,000)	(27,916,000)
<b>Total shareholders' deficit</b>	<b>(75,318,000)</b>	<b>(73,247,000)</b>
<b>Total liabilities and shareholders' deficit</b>	<b>\$133,209,000</b>	<b>\$134,737,000</b>

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

**THE INTERGROUP CORPORATION****CONSOLIDATED STATEMENTS OF OPERATIONS**

For the years ended June 30,	2017	2016
Revenues:		
Hotel	\$54,334,000	\$58,566,000
Real estate	14,671,000	14,332,000
Total revenues	69,005,000	72,898,000
Costs and operating expenses:		
Hotel operating expenses	(40,717,000)	(47,246,000)
Legal settlement costs	-	(5,396,000 )
Real estate operating expenses	(7,166,000 )	(6,790,000 )
Depreciation and amortization expense	(5,305,000 )	(5,146,000 )
General and administrative expense	(2,821,000 )	(2,722,000 )
Total costs and operating expenses	(56,009,000)	(67,300,000)
Income from operations	12,996,000	5,598,000
Other income (expense):		
Interest expense - mortgage	(9,604,000 )	(9,898,000 )
Loss on disposal of assets	-	(30,000 )
Net loss on marketable securities	(3,496,000 )	(7,189,000 )
Net unrealized loss gain on other investments and derivatives	-	(127,000 )
Impairment loss on other investments	(178,000 )	(673,000 )
Dividend and interest income	287,000	56,000
Trading and margin interest expense	(1,160,000 )	(944,000 )
Net other expense	(14,151,000)	(18,805,000)
Loss before income taxes	(1,155,000 )	(13,207,000)
Income tax (expense) benefit	(521,000 )	3,940,000
Net loss	(1,676,000 )	(9,267,000 )
Less: Net loss attributable to the noncontrolling interest	23,000	2,131,000
Net loss attributable to InterGroup	\$(1,653,000 )	\$(7,136,000 )
Net loss per share		
Basic and diluted	\$(0.71 )	\$(3.89 )
Net loss per share attributable to InterGroup		
Basic and diluted	\$(0.70 )	\$(2.99 )
Weighted average number of common and diluted shares outstanding	2,371,765	2,384,098

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





**THE INTERGROUP CORPORATION****CONSOLIDATED STATEMENTS OF SHAREHOLDERS' DEFICIT**

	<u>Common Stock</u>		Additional Paid-in Capital	Accumulated Deficit	Treasury Stock	InterGroup Shareholders' Deficit	Noncontrolling Interest	Total Shareholders' Deficit
	Shares	Amount						
Balance at July 1, 2015	3,391,096	\$33,000	\$10,494,000	\$(36,459,000)	\$(11,878,000)	\$(37,810,000)	\$(26,162,000)	\$(63,972,000)
Net loss	-	-	-	(7,136,000 )	-	(7,136,000 )	(2,131,000 )	(9,267,000 )
Stock options expense	-	-	391,000	-	-	391,000	-	391,000
Issuance of stock for compensation	4,520	-	88,000	-	-	88,000	-	88,000
Redemption of limited partnership interests	-	-	-	(50,000 )	-	(50,000 )	-	(50,000 )
Investment in Santa Fe	-	-	(292,000 )	-	-	(292,000 )	172,000	(120,000 )
Investment in Portsmouth	-	-	(318,000 )	-	-	(318,000 )	205,000	(113,000 )
Purchase of treasury stock	-	-	-	-	(204,000 )	(204,000 )	-	(204,000 )
Balance at June 30, 2016	3,395,616	33,000	10,363,000	(43,645,000)	(12,082,000)	(45,331,000)	(27,916,000)	(73,247,000)
Net loss	-	-	-	(1,653,000 )	-	(1,653,000 )	(23,000 )	(1,676,000 )
Stock options expense	-	-	268,000	-	-	268,000	-	268,000
Investment in Santa Fe	-	-	(188,000 )	-	-	(188,000 )	105,000	(83,000 )

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Investment in Portsmouth	-	-	(97,000 )	-	-	(97,000 )	61,000	(36,000)
Purchase of treasury stock	-	-	-	-	(544,000 )	(544,000 )	-	(544,000)
Balance at June 30, 2017	3,395,616	\$33,000	\$10,346,000	\$(45,298,000)	\$(12,626,000)	\$(47,545,000)	\$(27,773,000)	\$(75,318,000)

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

**THE INTERGROUP CORPORATION****CONSOLIDATED STATEMENTS OF CASH FLOWS**

For the years ended June 30,	2017	2016
Cash flows from operating activities:		
Net loss	\$(1,676,000 )	\$(9,267,000 )
Adjustments to reconcile net loss to net cash provided by operating activities:		
Net unrealized loss on marketable securities	3,852,000	6,199,000
Deferred taxes	(122,000 )	(3,988,000 )
Legal settlement costs	-	5,575,000
Unrealized loss on other investments	-	127,000
Impairment loss on other investments	178,000	673,000
Loss on disposal of assets	-	30,000
Depreciation	5,305,000	5,146,000
Amortization	84,000	84,000
Stock compensation expense	268,000	479,000
Changes in assets and liabilities:		
Investment in marketable securities	(6,747,000 )	(1,401,000 )
Other assets, net	2,273,000	4,409,000
Accounts payable and other liabilities	(2,720,000 )	(383,000 )
Due to securities broker	1,519,000	1,148,000
Obligations for securities sold	3,547,000	141,000
Net cash provided by operating activities	6,294,000	8,972,000
Cash flows from investing activities:		
Investment in hotel, net	(328,000 )	(4,064,000 )
Investment in real estate, net	(875,000 )	(2,681,000 )
Purchase of other investments	(360,000 )	-
Investment in Santa Fe	(83,000 )	(120,000 )
Investment in Portsmouth	(36,000 )	(113,000 )
Net cash used in investing activities	(1,682,000 )	(6,978,000 )
Cash flows from financing activities:		
Net payments of mortgage and other notes payable	(2,420,000 )	(4,512,000 )
Restricted cash for capital improvements, mortgage impounds and redemption	(4,181,000 )	(353,000 )
Redemption of noncontrolling interest	-	(50,000 )
Purchase of treasury stock	(544,000 )	(204,000 )
Net cash used in financing activities	(7,145,000 )	(5,119,000 )
Net decrease in cash and cash equivalents	(2,533,000 )	(3,125,000 )
Cash and cash equivalents at the beginning of the year	5,404,000	8,529,000
Cash and cash equivalents at the end of the year	\$2,871,000	\$5,404,000

Supplemental information:

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Income tax paid	\$1,063,000	\$2,078,000
Interest paid	\$10,256,000	\$10,324,000
Non-cash transactions:		
Conversion of other investments to marketable securities	\$-	\$13,231,000

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

## THE INTERGROUP CORPORATION

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

#### NOTE 1 - BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES:

##### Description of the Business

The InterGroup Corporation, a Delaware corporation, (“InterGroup” or the “Company”) was formed to buy, develop, operate and dispose of real property and to engage in various investment activities to benefit the Company and its shareholders.

As of June 30, 2017, the Company had the power to vote 85.8% of the voting shares of Santa Fe Financial Corporation (“Santa Fe”), a public company (OTCBB: SFEF). This percentage includes the power to vote an approximately 4% interest in the common stock in Santa Fe owned by the Company’s Chairman and President pursuant to a voting trust agreement entered into on June 30, 1998.

Santa Fe’s primary business is conducted through the management of its 68.8% owned subsidiary, Portsmouth Square, Inc. (“Portsmouth”), a public company (OTCBB: PRSI). Portsmouth has a 93% limited partnership interest in Justice and is the sole general partner. InterGroup also directly owns approximately 13.4% of the common stock of Portsmouth.

Justice, through its subsidiaries Justice Holdings Company, LLC (“Holdings”), a Delaware Limited Liability Company, Justice Operating Company, LLC (“Operating”) and Justice Mezzanine Company, LLC (“Mezzanine”), owns a 543-room hotel property located at 750 Kearny Street, San Francisco California, known as the Hilton San Francisco Financial District (the “Hotel”) and related facilities including a five-level underground parking garage. Holdings and Mezzanine are both wholly-owned subsidiaries of the Partnership; Operating is a wholly-owned subsidiary of Mezzanine. Mezzanine is the borrower under certain mezzanine indebtedness of Justice, and in December 2013, the Partnership conveyed ownership of the Hotel to Operating. The Hotel is operated by the partnership as a full-service Hilton brand hotel pursuant to a Franchise License Agreement with HLT Franchise Holding LLC (Hilton). Justice had a management agreement with Prism Hospitality L.P. (“Prism”) to perform certain management functions for the Hotel. The management agreement with Prism had an original term of ten years, subject to the Partnership’s right to terminate at any time with or without cause. Effective January 2014, the management agreement with Prism was amended by the Partnership to change the nature of the services provided by Prism and the compensation payable to Prism, among other things. Prism’s management agreement was terminated upon its expiration date of February 3, 2017. Effective

December 1, 2013, GMP Management, Inc. (“GMP”), a company owned by a Justice limited partner and a related party, also provided management services for the Partnership pursuant to a management services agreement, with a three-year term, subject to the Partnership’s right to terminate earlier for cause. In June 2016, GMP resigned. After a lengthy review process of several national third-party hotel management companies, on February 1, 2017, Justice entered into a Hotel management agreement (“HMA”) with Interstate Management Company, LLC (“Interstate”) to manage the Hotel with an effective takeover date of February 3, 2017. The term of management agreement is for an initial period of 10 years commencing on the takeover date and automatically renews for an additional year not to exceed five years in the aggregate subject to certain conditions. The HMA also provides for Interstate to advance a key money incentive fee to the Hotel for capital improvements in the amount of \$2,000,000 under certain terms and conditions described in a separate key money agreement. The \$2,000,000 is included in the restricted cash and related party and other notes payable balances in the consolidated balance sheets as of June 30, 2017.

In addition to the operations of the Hotel, the Company also generates income from the ownership of real estate. Properties include apartment complexes, commercial real estate, and three single-family houses as strategic investments. The properties are located throughout the United States, but are concentrated in Texas and Southern California. The Company also has investments in unimproved real property. All of the Company’s residential rental properties are managed in-house.

## **Principles of Consolidation**

The consolidated financial statements include the accounts of the Company and Santa Fe. All significant inter-company transactions and balances have been eliminated.

## **Investment in Hotel, Net**

Property and equipment are stated at cost. 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 in accordance with generally accepted accounting principles. 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, 2017 and 2016.

## **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, 2017 and 2016.

The fair value of the tangible assets of an acquired property, which includes land, building and improvements, is determined by valuing the property as if they were vacant, and incorporates costs during the lease-up periods considering current market conditions and costs to execute similar leases such lost rental revenue and tenant improvements. The value of tangible assets are depreciated using straight-line method based upon the assets estimated useful lives.

### **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) and non-marketable debt instruments. 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, 2017 and 2016, the Company recorded impairment losses related to other investments of \$178,000 and \$673,000, respectively. As of June 30, 2017 and 2016, the allowance for impairment losses was \$6,154,000 and \$5,976,000, respectively.

### **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.

### **Restricted Cash**

Restricted cash is comprised of amounts held by lenders for payment of real estate taxes, insurance, replacement and capital addition reserves for the Hotel. It also includes key money received from Interstate that is restricted for capital improvements.

### **Other Assets, Net**

Other assets include prepaid insurance, accounts receivable, franchise fees, license fees and other miscellaneous assets. 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.

Accounts receivable from the Hotel and rental property 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.

### **Due to Securities Broker**

The Company may utilize margin for its marketable securities purchases through the use of standard margin agreements with national brokerage firms. 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.

### **Obligation 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, customer advance deposits and other liabilities.

## **Treasury Stock**

The Company records the acquisition of treasury stock under the cost method. During the years ended June 30, 2017 and 2016, the Company purchased 22,002 and 8,823 shares of treasury stock respectively.

## **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.

## **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 \$294,000 and \$522,000 for the years ended June 30, 2017 and 2016, respectively.

### **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.

## **Earnings (Loss) Per Share**

Basic loss per share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding. The computation of diluted loss per share is similar to the computation of basic earnings per share except that the weighted-average number of common shares is increased to include the number of additional common shares that would have been outstanding if potential dilutive common shares had been issued. The Company's only potentially dilutive common shares are stock options. The basic and diluted earnings per share were the same for the years ended June 30, 2017 and 2016 because the Company had a net loss.

## **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.

## **Reclassifications**

Certain prior year balances have been reclassified to conform with the current year presentation.

## **Recent Accounting Pronouncements**

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

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

On August 26, 2016, the FASB issued ASU 2016-15, “*Statement of Cash Flows - Classification of Certain Cash Receipts and Cash Payments (Topic 230).*” This ASU is intended to reduce the diversity in practice around how certain transactions are classified within the statement of cash flows. The Company adopted ASU No. 2016-15 in the first quarter of 2017 with no material impact to our financial statements.

In April 2015, the FASB issued ASU 2015-03, *Simplifying the Presentation of Debt Issuance Costs*, which requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability. ASU 2015-03 is effective for annual and interim periods within these annual periods beginning after December 15, 2015 and early application is permitted. The Company adopted this standard beginning with the quarter ended December 31, 2016 and reclassified the debt issuance costs of \$840,000 from Other Assets to Mortgage notes payable – Hotel, net on the June 30, 2016 condensed consolidated balance sheet.

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

**NOTE 2 - JUSTICE INVESTORS**

Justice Investors Limited Partnership, a California limited partnership (“Justice” or the “Partnership”), was formed in 1967 to acquire real property in San Francisco, California, for the development and lease of the Hotel and related facilities. The Partnership has one general partner, Portsmouth Square, Inc., a California corporation (“Portsmouth”) and approximately 24 voting limited partners, including Portsmouth.

Management believes that the revenues and cash flows 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 appreciated value in the Hotel property in excess of the net book value to support additional borrowings, if necessary.

**NOTE 3 – INVESTMENT IN HOTEL, NET**

Investment in Hotel consisted of the following as of:

<b>June 30, 2017</b>	<b>Cost</b>	<b>Accumulated Depreciation</b>	<b>Net Book Value</b>
Land	\$2,738,000	\$-	\$2,738,000
Furniture and equipment	27,681,000	(24,569,000 )	3,112,000
Building and improvements	64,308,000	(28,066,000 )	36,242,000
	\$94,727,000	\$(52,635,000 )	\$42,092,000

<b>June 30, 2016</b>	<b>Cost</b>	<b>Accumulated Depreciation</b>	<b>Net Book Value</b>
Land	\$2,738,000	\$-	\$2,738,000
Furniture and equipment	28,857,000	(23,096,000 )	5,761,000
Building and improvements	62,908,000	(26,586,000 )	36,322,000
	\$94,503,000	\$(49,682,000 )	\$44,821,000

**NOTE 4 - INVESTMENT IN REAL ESTATE, NET**

At June 30, 2017, the Company's investment in real estate consisted of twenty one properties located throughout the United States. These properties include sixteen apartment complexes, three single-family houses as strategic investments, and one commercial real estate property. The Company also owns unimproved land located in Maui, Hawaii.



Investment in real estate included the following:

As of June 30,	2017	2016
Land	\$25,033,000	\$25,033,000
Buildings, improvements and equipment	66,804,000	65,929,000
Accumulated depreciation	(36,853,000)	(34,606,000)
	\$54,984,000	\$56,356,000

#### 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, 2017 and 2016, 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:

Investment	Cost	Gross Unrealized Gain	Gross Unrealized Loss	Net Unrealized Loss	Fair Value
As of June 30, 2017					
Corporate Equities	\$29,170,000	\$ 1,768,000	\$ (13,761,000 )	\$ (11,993,000 )	\$17,177,000
As of June 30, 2016					
Corporate Equities	\$22,500,000	\$ 1,161,000	\$ (9,379,000 )	\$ (8,218,000 )	\$14,282,000

As of June 30, 2017, and 2016, approximately 28% and 65% of the investment marketable securities balance above is comprised of the common stock of Comstock Mining Inc.

As of June 30, 2017 and 2016, the Company had \$13,294,000 and \$3,620,000, 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, 2017 and 2016, respectively.

For the year ended June 30,	2017	2016
Realized gain (loss) on marketable securities	\$356,000	\$(990,000 )
Unrealized loss on marketable securities	(3,852,000)	(6,199,000)
Net loss on marketable securities	\$(3,496,000)	\$(7,189,000)

**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. Those investments in non-marketable securities are carried at cost on the Company’s balance sheet as part of other investments, net of other than temporary impairment losses.

Other investments, net consist of the following:

Type	June 30, 2017	June 30, 2016
Private equity hedge fund, at cost	\$ 782,000	\$ 916,000
Other investments	429,000	113,000
	\$ 1,211,000	\$ 1,029,000

#### 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, 2017

##### Level 1

Assets:

Investment in marketable securities:

Basic materials	\$6,222,000
Technology	4,134,000
REITs and real estate companies	1,820,000
Energy	1,345,000
Corporate bonds	1,683,000
Other	1,973,000
	\$17,177,000

As of June 30, 2016

##### Level 1

Assets:

Investment in marketable securities:

Basic materials	\$9,273,000
Energy	1,907,000
Financial services	1,021,000
Other	2,081,000
	\$14,282,000

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

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:

<b>Assets</b>	<b>Level 3</b>	<b>June 30, 2017</b>	<b>Net loss for the year ended June 30, 2017</b>
Other non-marketable investments	\$ 1,211,000	\$ 1,211,000	\$ (178,000 )

<b>Assets</b>	<b>Level 3</b>	<b>June 30, 2016</b>	<b>Net loss for the year ended June 30, 2016</b>
Other non-marketable investments	\$ 1,029,000	\$ 1,029,000	\$ (673,000 )

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:

	2017	2016
Accounts receivable, net	\$ 1,489,000	\$ 3,250,000
Prepaid expenses	602,000	1,298,000
Miscellaneous assets, net	1,274,000	1,091,000
<b>Total other assets</b>	<b>\$ 3,365,000</b>	<b>\$ 5,639,000</b>

#### **NOTE 9 – RELATED PARTY AND OTHER NOTES PAYABLE**

On May 5, 2016, Justice and Portsmouth entered into a settlement agreement relating to previously reported litigation with Evon Corporation and certain other parties. Under the settlement agreement, Justice, a subsidiary of Portsmouth agreed to pay Evon Corporation \$5,575,000. As of June 30, 2017, this balance has been fully paid. This amount was

accrued and recorded as restructuring cost for the year end June 30, 2016.

Also included in the balance of the related party note payable at June 30, 2017 is the obligation to Hilton (Franchisor) in the form of a self-exhausting, interest free development incentive notes which will be reduced approximately \$316,000 annually through 2030 by Hilton if the Partnership is still a Franchisee with Hilton. For the years ended June 30, 2017 and 2016, the note was reduced by approximately \$316,000 for each respective year.

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

As of June 30, 2016, the Company has various non-mortgage notes payable and financing obligations outstanding totaling \$212,000. The notes bear interest at market rates and were fully paid as of June 30, 2017.

Future minimum payments for all related party and other notes payable are as follows:

For the year ending June 30,	
2018	\$ 369,000
2019	474,000
2020	607,000
2021	567,000
2022	567,000
Thereafter	3,528,000
	\$6,112,000

#### **NOTE 10 - MORTGAGE NOTES PAYABLE**

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”). The Partnership 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 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 bears an interest rate of 5.275% 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 based on a thirty-year amortization schedule. 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 bears interest at 9.75% per annum and matures on January 1, 2024. Interest only, payments are due 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 are full recourse guaranties under identified circumstances, including failure to maintain “single purpose” status which is a factor in a consolidation of Operating or Mezzanine in a bankruptcy of another person, transfer or encumbrance of the Property in violation of the applicable loan documents, Operating or Mezzanine incurring debts that are not permitted, and the Property becoming subject to a bankruptcy proceeding. Pursuant to the Guaranties, the Partnership is required to maintain a certain minimum net worth and liquidity. As of June 30, 2017, and 2016, the Partnership 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.



In June 2016, The Company refinanced its \$1,929,000 mortgage note payable on its 12-unit apartment complex located in Los Angeles, California and obtained a new mortgage in the amount of \$2,300,000. The interest rate on the new mortgage is 3.59% and matures in June 2026.

In April 2016, the Company entered into an interest rate agreement on its \$923,000 mortgage note payable on its commercial property located in Los Angeles, California in order to settle the variable rate as of March 31, 2016 of 4.22% into a fixed rate of 3.99%, the swap agreement matures in January 2021. A swap is a contractual agreement to exchange interest rate payments. As of June 30, 2017, the fair market value of the swap agreement is immaterial.

Each mortgage notes payable is secured by real estate or the Hotel. As of June 30, 2017, and 2016, the mortgage notes payable are summarized as follows:

As of June 30, 2017

Property	Number of Units	Note Origination Date	Note Maturity Date	Mortgage Balance	Interest Rate
SF Hotel	543 rooms	December 2013	January 2024	\$ 96,343,000	5.28 %
SF Hotel	543 rooms	December 2013	January 2024	20,000,000	9.75 %
		Mortgage notes payable - Hotel		116,343,000	
		Debt issuance costs		(728,000 )	
		Total mortgage notes payable - Hotel		\$ 115,615,000	
Florence	157	March 2015	April 2025	\$ 3,357,000	3.87 %
Las Colinas	358	November 2012	December 2022	17,818,000	3.73 %
Morris County	151	July 2012	August 2022	9,387,000	3.51 %
Morris County	151	June 2014	August 2022	2,611,000	4.51 %
St. Louis	264	May 2013	May 2023	5,611,000	4.05 %
Los Angeles	4	September 2012	September 2042	360,000	3.75 %
Los Angeles	2	September 2012	September 2042	364,000	3.75 %
Los Angeles	1	August 2012	September 2042	392,000	3.75 %
Los Angeles	31	January 2010	December 2020	5,165,000	4.85 %
Los Angeles	30	August 2007	September 2022	6,041,000	5.97 %
Los Angeles	27	November 2010	December 2020	2,909,000	4.85 %
Los Angeles	14	April 2011	March 2021	1,697,000	5.89 %
Los Angeles	12	June 2016	June 2026	2,261,000	3.59 %
Los Angeles	9	April 2011	May 2021	1,356,000	5.60 %
Los Angeles	9	April 2011	March 2021	1,156,000	5.89 %

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Los Angeles	8	July	2013	July	2043	461,000	3.75	%
Los Angeles	7	August	2012	September	2042	890,000	3.75	%
Los Angeles	4	August	2012	September	2042	610,000	3.75	%
Los Angeles	1	September	2012	September	2042	418,000	3.75	%
Los Angeles	1	August	2016	August	2018	1,000,000	5.25	%
Los Angeles	Office	April	2016	January	2021	878,000	3.99	%
		Mortgage notes payable -						
		real estate				64,742,000		
		Debt issuance costs				(444,000	)	
		Total mortgage notes						
		payable - real estate				\$ 64,298,000		

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As of June 30, 2016

Property	Number of Units	Note Origination Date	Note Maturity Date	Mortgage Balance	Interest Rate
SF Hotel	543 rooms	December 2013	January 2024	\$ 97,000,000	5.28 %
SF Hotel	543 rooms	December 2013	January 2024	20,000,000	9.75 %
		Mortgage notes payable - Hotel		117,000,000	
		Debt issuance costs		(840,000)	)
		Total mortgage notes payable - Hotel		\$ 116,160,000	
Florence	157	March 2015	April 2025	\$ 3,421,000	3.87 %
Las Colinas	358	November 2012	December 2022	18,217,000	3.73 %
Morris County	151	July 2012	July 2022	9,696,000	3.51 %
Morris County	151	June 2014	August 2022	2,658,000	4.51 %
St. Louis	264	May 2013	May 2023	5,726,000	4.05 %
Los Angeles	4	September 2012	September 2042	369,000	3.75 %
Los Angeles	2	September 2012	September 2042	372,000	3.75 %
Los Angeles	1	August 2012	September 2042	401,000	3.75 %
Los Angeles	31	January 2010	December 2020	5,274,000	4.85 %
Los Angeles	30	August 2007	September 2022	6,168,000	5.97 %
Los Angeles	27	November 2010	December 2020	2,971,000	4.85 %
Los Angeles	14	April 2011	March 2021	1,726,000	5.89 %
Los Angeles	12	June 2016	June 2026	2,300,000	3.59 %
Los Angeles	9	April 2011	May 2021	1,381,000	5.60 %
Los Angeles	9	April 2011	March 2021	1,176,000	5.89 %
Los Angeles	8	July 2013	July 2043	472,000	3.75 %
Los Angeles	7	August 2012	September 2042	911,000	3.75 %
Los Angeles	4	August 2012	September 2042	624,000	3.75 %
Los Angeles	1	September 2012	September 2042	428,000	3.75 %
Los Angeles	Office	April 2016	January 2021	914,000	3.99 %
		Mortgage notes payable - Hotel		65,205,000	
		Debt issuance costs		(533,000)	)
		Total mortgage notes payable - Hotel		\$ 64,672,000	

Future minimum payments for all mortgage notes payable are as follows:

For the year ending June 30,	
2018	\$2,957,000
2019	3,099,000
2020	4,246,000
2021	3,229,000
2022	3,228,000
Thereafter	164,326,000
	\$181,085,000

#### **NOTE 11 – GARAGE OPERATIONS**

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

## **NOTE 12 – MANAGEMENT AGREEMENTS**

Justice had a management agreement with Prism Hospitality L.P. (“Prism”) to perform certain management functions for the Hotel. The management agreement with Prism had an original term of ten years, subject to the Partnership’s right to terminate at any time with or without cause. Effective January 2014, the management agreement with Prism was amended by the Partnership to change the nature of the services provided by Prism and the compensation payable to Prism, among other things. Prism’s management agreement was terminated upon its expiration date of February 3, 2017. Effective December 1, 2013, GMP Management, Inc. (“GMP”), a company owned by a Justice limited partner and a related party, also provided management services for the Partnership pursuant to a management services agreement, with a three-year term, subject to the Partnership’s right to terminate earlier for cause. In June 2016, GMP resigned. After a lengthy review process of several national third-party hotel management companies, on February 1, 2017, Justice entered into a Hotel management agreement (“HMA”) with Interstate Management Company, LLC (“Interstate”) to manage the Hotel with an effective takeover date of February 3, 2017. The term of management agreement is for an initial period of 10 years commencing on the takeover date and automatically renews for an additional year not to exceed five years in the aggregate subject to certain conditions. The HMA also provides for Interstate to advance a key money incentive fee to the Hotel for capital improvements in the amount of \$2,000,000 under certain terms and conditions described in a separate key money agreement. The key money contribution shall be amortized in equal monthly amounts over an eight (8) year period commencing on the second (2<sup>nd</sup>) anniversary of the takeover date. The \$2,000,000 is included in restricted cash and related party note payable balances in the condensed consolidated balance sheets as of June 30, 2017.

In February 2017, Interstate was hired to manage the Hotel. During the year ended June 30, 2017, Interstate management fees were \$372,000. During the year ended June 30, 2016, GMP management fees were \$1,219,000.

## **NOTE 13 – CONCENTRATION OF CREDIT RISK**

As of June 30, 2017, all accounts receivables are related to Hotel customers. As of June 30, 2016, approximately 45% of accounts receivable is related to legal settlement receivables. The Hotel had one customer that accounted for 27%, or \$390,000 of accounts receivable at June 30, 2017, and four customers that accounted for 26%, or \$811,000 of accounts receivable at June 30, 2016.

The Partnership maintains its cash and cash equivalents and restricted cash with various financial institutions that are monitored regularly for credit quality. At times, such cash and cash equivalents holdings may be in excess of the Federal Deposit Insurance Corporation (“FDIC”) or other federally insured limits.

**NOTE 14 – INCOME TAXES**

The provision for the Company's income tax (expense) benefit is comprised of the following:

For the years ended June 30,	2017	2016
Federal		
Current tax (expense) benefit	\$(333,000)	\$79,000
Deferred tax (expense) benefit	(168,000)	3,349,000
	(501,000)	3,428,000
State		
Current tax expense	(310,000)	(128,000 )
Deferred tax benefit	290,000	640,000
	(20,000 )	512,000
	\$(521,000)	\$3,940,000

The provision for income taxes differs from the amount of income tax computed by applying the federal statutory income tax rate to loss before taxes as a result of the following differences:

For the years ended June 30,	2017	2016
Statutory federal tax rate	\$440,000	\$4,471,000
State income taxes, net of federal tax benefit	(25,000 )	465,000
Dividend received deduction	56,000	13,000
Noncontrolling interest	-	(117,000 )
Valuation allowance	(521,000)	(489,000 )
Other	(471,000)	(403,000 )
	\$(521,000)	\$3,940,000

The components of the deferred tax asset and liabilities are as follows:

	June 30, 2017	June 30, 2016
Deferred tax assets:		
Net operating loss carryforwards	\$ 14,302,000	\$ 11,372,000
Capital loss carryforwards	1,122,000	1,302,000
Investment impairment reserve	1,778,000	1,898,000
Accruals and reserves	1,182,000	1,096,000
Unrealized gains on marketable securities	284,000	-
Tax credits	516,000	-
Equity earnings	-	758,000
Other	289,000	-
Valuation allowance	(3,388,000 )	(2,824,000 )
	16,085,000	13,602,000
Deferred tax assets (liabilities):		
Equity earnings	(2,624,000 )	-
Deferred gains on real estate sale and depreciation	(8,816,000 )	(8,321,000 )
Unrealized gains on marketable securities	-	(335,000 )
State taxes	(538,000 )	(961,000 )
	(11,978,000 )	(9,617,000 )
Net deferred tax asset	\$4,107,000	\$ 3,985,000

As of June 30, 2017, the Company had estimated net operating losses (NOLs) of \$35,246,000 and \$27,112,000 for federal and state purposes, respectively. Below is the break-down of the NOLs for Intergroup, Santa Fe and Portsmouth. The carryforward expires in varying amounts through the year 2037.

	<b>Federal</b>	<b>State</b>
InterGroup	\$-	\$1,478,000
Santa Fe	8,180,000	2,951,000
Portsmouth	27,066,000	22,683,000
	\$35,246,000	\$27,112,000

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.

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. As of June 30, 2017, it has been determined there are no uncertain tax positions likely to impact the Company.



The Partnership files tax returns as prescribed by the tax laws of the jurisdictions in which it operates and is subject to examination by federal, state and local jurisdictions, were applicable.

As of June 30, 2017, tax years beginning in fiscal 2011 remain open to examination by the major tax jurisdictions, and are subject to the statute of limitations.

#### NOTE 15 – SEGMENT INFORMATION

The Company operates in three reportable segments, the operation of the Hotel (“Hotel Operations”), the operation of 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 information.

Information below represents reported segments for the years ended June 30, 2017 and 2016. Segment income (loss) from Hotel operations consists of the operation of the Hotel and operation of the garage. Segment income from real estate operations consists of the operation of the rental properties. Loss from investments consists of net investment loss, dividend and interest income and investment related expenses.

As of and for the year ended June 30, 2017	Hotel Operations	Real Estate Operations	Investment Transactions	Other	Total
Revenues	\$54,334,000	\$14,671,000	\$-	\$-	\$69,005,000
Segment operating expenses	(40,717,000)	(7,166,000)	-	(2,821,000)	(50,704,000)
Segment income (loss) from operations	13,617,000	7,505,000	-	(2,821,000)	18,301,000
Interest expense - mortgage	(7,066,000)	(2,538,000)	-	-	(9,604,000)
Depreciation and amortization expense	(3,057,000)	(2,248,000)	-	-	(5,305,000)
Loss from investments	-	-	(4,547,000)	-	(4,547,000)
Income tax expense	-	-	-	(521,000)	(521,000)
Net income (loss)	\$3,494,000	\$2,719,000	\$(4,547,000)	\$(3,342,000)	\$(1,676,000)
Total assets	\$48,739,000	\$54,984,000	\$18,388,000	\$11,098,000	\$133,209,000

As of and for the year ended June 30, 2016	Hotel Operations	Real Estate Operations	Investment Transactions	Other	Total
Revenues	\$58,566,000	\$14,332,000	\$-	\$-	\$72,898,000
Segment operating expenses	(47,246,000)	(6,790,000)	-	(2,722,000)	(56,758,000)
Segment income (loss) from operations	11,320,000	7,542,000	-	(2,722,000)	16,140,000

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Legal settlement costs	(5,396,000 )	-	-	-	(5,396,000 )
Interest expense - mortgage	(7,271,000 )	(2,627,000 )	-	-	(9,898,000 )
Loss on disposal of assets	(30,000 )	-	-	-	(30,000 )
Depreciation and amortization expense	(3,053,000 )	(2,093,000 )	-	-	(5,146,000 )
Loss from investments	-	-	(8,877,000 )	-	(8,877,000 )
Income tax benefit	-	-	-	3,940,000	3,940,000
Net income (loss)	\$(4,430,000 )	\$2,822,000	\$(8,877,000 )	\$1,218,000	\$(9,267,000 )
Total assets	\$50,969,000	\$56,356,000	\$15,311,000	\$12,101,000	\$134,737,000

**NOTE 16 – STOCK-BASED COMPENSATION PLANS**

The Company follows the Statement of Financial Accounting Standards 123 (Revised), "Share-Based Payments" ("SFAS No. 123R"), which was primarily codified into ASC Topic 718 "Compensation – Stock Compensation", which addresses accounting for equity-based compensation arrangements, including employee stock options and restricted stock units.

The Company currently has three equity compensation plans, each of which has been approved by the Company's stockholders. The InterGroup Corporation 2008 Restricted Stock Unit Plan (the "2008 RSU Plan"), the InterGroup Corporation 2007 Stock Compensation Plan for Non-Employee Directors (the "2007 Stock Plan") and the InterGroup 2010 Omnibus Employee Incentive Plan are described below. Any outstanding options issued under the Key Employee Plan or the Non-Employee Director Plan remain effective in accordance with their terms.

### **Intergroup Corporation 2010 Omnibus Employee Incentive Plan**

On February 24, 2010, the shareholders of the Company approved The Intergroup Corporation 2010 Omnibus Employee Incentive Plan (the “2010 Incentive Plan”), which was formally adopted by the Board of Directors following the annual meeting of shareholders. The Company believes that such awards better align the interests of its employees with those of its shareholders. Option awards are generally granted with an exercise price equal to the market price of the Company’s stock at the date of grant; those option awards generally vest based on 5 years of continuous service. Certain option and share awards provide for accelerated vesting if there is a change in control, as defined in the 2010 Incentive Plan. The 2010 Incentive plan as modified in December 2013, authorizes a total of up to 400,000 shares of common stock to be issued as equity compensation to officers and employees of the Company in an amount and in a manner to be determined by the Compensation Committee in accordance with the terms of the 2010 Incentive Plan. The 2010 Incentive Plan authorizes the awards of several types of equity compensation including stock options, stock appreciation rights, performance awards and other stock based compensation. The 2010 Incentive Plan will expire on February 23, 2020, if not terminated sooner by the Board of Directors upon recommendation of the Compensation Committee. Any awards issued under the 2010 Incentive Plan will expire under the terms of the grant agreement.

On December 26, 2013, the Compensation Committee authorized, subject to shareholder approval, a grant of non-qualified and incentive stock options for an aggregate of 160,000 shares (the “Option Grant”) to the Company’s President and Chief Executive Officer, John V. Winfield. The stock option grant was approved by shareholders on February 19, 2014. The grant of stock options was made pursuant to, and consistent with, the 2010 Incentive Plan, as proposed to be amended. The non-qualified stock options are for 133,195 shares and have a term of ten years, expiring on December 26, 2023, with an exercise price of \$18.65 per share. The incentive stock options are for 26,805 shares and have a term of five years, expiring on December 26, 2018, with an exercise price of \$20.52 per share. In accordance with the terms of the 2010 Incentive Plan, the exercise prices were based on 100% and 110%, respectively, of the fair market value of the Company’s common stock as determined by reference to the closing price of the Company’s common stock as reported on the NASDAQ Capital Market on the date of grant. The stock options are subject to time vesting requirements, with 20% of the options vesting annually commencing on the first anniversary of the grant date.

In February 2012, the Compensation Committee awarded 90,000 stock options to the Company’s Chairman, President and Chief Executive, John V. Winfield to purchase up to 90,000 shares of common stock. The exercise price of the options is \$19.77 which is the fair value of the Company’s Common Stock as reported on NASDAQ on February 28, 2012. The options expire ten years from the date of grant. The options are subject to both time and market based vesting requirements, each of which must be satisfied before the options are fully vested and eligible to be exercised. Pursuant to the time vesting requirements, the options vest over a period of five years, with 18,000 options vesting upon each one year anniversary of the date of grant. Pursuant to the market vesting requirements, the options vest in increments of 18,000 shares upon each increase of \$2.00 or more in the market price of the Company’s common stock above the exercise price (\$19.77) of the options. To satisfy this requirement, the common stock must trade at that increased level for a period of at least ten trading days during any one quarter. As of June 30, 2017, 90,000 of these options have met the market vesting requirements.

On March 16, 2010, the Compensation Committee authorized the grant of 100,000 stock options to the Company's Chairman, President and Chief Executive, John V. Winfield to purchase up to 100,000 shares of the Company's common stock pursuant to the 2010 Incentive Plan. The exercise price of the options is \$10.30, which is 100% of the fair market value of the Company's Common Stock as determined by reference to the closing price of the Company's Common Stock as reported on the NASDAQ Capital Market on March 16, 2010, the date of grant. The options expire ten years from the date of grant, unless earlier terminated in accordance with the terms of the 2010 Incentive Plan. The options shall be subject to both time and market based vesting requirements, each of which must be satisfied before options are fully vested and eligible to be exercised. Pursuant to the time vesting requirements, the options vest over a period of five years, with 20,000 options vesting upon each one year anniversary of the date of grant. Pursuant to the market vesting requirements, the options vest in increments of 20,000 shares upon each increase of \$2.00 or more in the market price of the Company's common stock above the exercise price (\$10.30) of the options. To satisfy this requirement, the common stock must trade at that increased level for a period of at least ten trading days during any one quarter. As of June 30, 2017, all the market vesting requirements have been met.

In March 2017, the Compensation Committee awarded 18,000 stock options to the Company's Vice President of Real Estate, David C. Gonzalez, to purchase up to 18,000 shares of common stock. The exercise price of the options is \$27.30 which is the fair value of the Company's Common Stock as reported on NASDAQ on March 2, 2017. The options expire ten years from the date of grant. Pursuant to the time vesting requirements, the options vest over a period of five years, with 3,600 options vesting upon each one-year anniversary of the date of grant.

During the years ended June 30, 2017 and 2016, the Company recorded stock option compensation expense of \$268,000 and \$391,000, respectively, related to stock options previously issued. As of June 30, 2017, there was an estimated total of \$304,000 of unamortized compensation related to stock options which is expected to be recognized over the weighted-average of 3.09 years.

Option-pricing models require the input of various subjective assumptions, including the option's expected life, estimated forfeiture rates and the price volatility of the underlying stock. The expected stock price volatility is based on analysis of the Company's stock price history. The Company has selected to use the simplified method for estimating the expected term. The risk-free interest rate is based on the U.S. Treasury interest rates whose term is consistent with the expected life of the stock options. No dividend yield is included as the Company has not issued any dividends and does not anticipate issuing any dividends in the future.

The following table summarizes the stock options activity from July 1, 2015 through June 30, 2017:

		<b>Number of Shares</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Life</b>	<b>Aggregate Intrinsic Value</b>
Oustanding at	July 1, 2015	350,000	\$ 16.70	6.95 years	\$ 939,000
Granted		-	-		
Exercised		-	-		
Forfeited		-	-		
Exchanged		-	-		
Oustanding at	June 30, 2016	350,000	\$ 16.70	5.95 years	\$ 3,082,000
Exercisable at	June 30, 2016	236,000	\$ 15.54	5.33 years	\$ 2,351,000
Vested and Expected to vest at	June 30, 2016	350,000	\$ 16.70	5.95 years	\$ 3,082,000
Oustanding at	July 1, 2016	350,000	\$ 16.70	5.95 years	\$ 3,082,000
Granted		18,000	27.30		
Exercised		-	-		
Forfeited		-	-		
Exchanged		-	-		

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Oustanding at	June 30, 2017	368,000	\$ 17.21	5.17 years	\$ 3,046,000
Exercisable at	June 30, 2017	286,000	\$ 16.19	5.20 years	\$ 2,635,000
Vested and Expected to vest at	June 30, 2017	368,000	\$ 17.21	5.17 years	\$ 3,046,000

**The InterGroup Corporation 2007 Stock Compensation Plan for Non-Employee Directors**

The InterGroup Corporation 2007 Stock Compensation Plan for Non-Employee Directors (the “2007 Stock Plan”) was approved by the shareholders of the Company on February 21, 2007, and was thereafter adopted by the Board of Directors. The 2007 Stock Plan will terminate upon the earlier of the date all shares reserved for issuance have been awarded or February 21, 2017, if not sooner terminated by the Board upon recommendation by the Compensation Committee. The stock available for issuance under the 2007 Stock Plan shall be unrestricted shares of the Company's Common Stock, par value \$.01 per share, which may be unissued shares or treasury shares. Subject to certain adjustments upon changes in capitalization, a maximum of 60,000 shares of the Common Stock will be available for issuance to participants under the 2007 Stock Plan. This plan was terminated on February 21, 2017.

All non-employee directors are eligible to participate in the 2007 Plan. Each non-employee director as of the adoption date of the 2007 Stock Plan was granted an award of 600 unrestricted shares of the Company's Common Stock. On each July 1 following the adoption date of the 2007 Stock Plan, each non-employee director shall receive an automatic grant of a number of shares of Company's Common Stock equal in value to \$18,000 based on 100% of the fair market value (as defined) of the Common Stock on the date of grant, provided he or she holds such position on that date and the number of shares of Common Stock available for grant under the 2007 Stock Plan is sufficient to permit such automatic grant. Any fractional shares resulting from such grant will be rounded up to next highest whole share. All stock awards to non-employee directors will be fully vested on the date of grant. The dollar amount of the annual grant is subject to further adjustment by the Board of Directors upon recommendation by the Compensation Committee.

The stock awards granted under the 2007 Stock Plan are shares of unrestricted Common Stock and are fully vested on the date of grant. The right of the non-employee director to receive his or her annual grant of Common Stock is personal to the director and is not transferable. Once received, shares of Common Stock awarded to the non-employee director are freely transferable subject to any requirements of Section 16(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). On June 28, 2007, Company filed a registration statement on Form S-8 to register the shares subject to the 2007 Stock Plan and the Company's two prior stock option plans under the Securities Act of 1933, as amended (the "Securities Act"). Upon recommendation of the Compensation Committee, the Board may, at any time and from time to time and in any respect, amend or modify the 2007 Stock Plan. The Board must obtain stockholder approval of any material amendment to the 2007 Stock Plan if required by any applicable law, regulation or stock exchange rule. The Board of Directors may amend the 2007 Stock Plan or any award agreement, which amendment may be retroactive, in order to conform it to any present or future law, regulation or ruling relating to plans of this or similar nature. No amendment or modification of the 2007 Stock Plan or any award agreement may adversely affect any outstanding award without the written consent of the participant holding the award.

Upon recommendation of the Compensation Committee, the Board of Directors, on February 23, 2011, voted to increase the annual grant awarded to each of the non-employee directors to a number of shares of Company's common stock equal in value to \$22,000, effective as of the July 1, 2011 grant, while decreasing the annual cash compensation payable to non-employee directors from \$16,000 to \$12,000 per year. In July 2016, the Compensation Committee, the Board of Directors, voted to amend the 2007 Stock Plan and pay the \$22,000 in cash in lieu of the annual grant of stock.

For the year ended June 30, 2016, the four non-employee directors of the Company received a total grant of 4,520 shares of Common Stock pursuant to the 2007 Stock Plan.

#### **NOTE 17 – RELATED PARTY TRANSACTIONS**

In connection with the redemption of limited partnership interests of Justice described in Note 2 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. This agreement was superseded by a letter dated December 11, 2013 from Justice, in which Justice assumed the payment obligations of Justice Operating Company, LLC. The first payment under this agreement was made concurrently with the closing of the loan agreements described in Note 2 above, with the remaining payments due upon Justice Investor's having adequate available cash as described in the letter. As of June 30, 2017, \$400,000 of these fees remain payable.

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



## **NOTE 18 – COMMITMENTS AND CONTINGENCIES**

### **Franchise Agreements**

The Partnership entered into a Franchise License Agreement (the “License Agreement”) with the HLT Existing Franchise Holding LLC (“Hilton”) on November 24, 2004. The term of the License agreement was for an initial period of 15 years commencing on the date the Hotel began operating as a Hilton hotel, with an option to extend the License Agreement for another five years, subject to certain conditions. On June 26, 2015, Operating and Hilton entered into an amended franchise agreement which amongst other things extended the License Agreement through 2030, and also provided the Partnership certain key money cash incentives to be earned through 2030.

Since the opening of the Hotel in January 2006, the Partnership has incurred monthly royalties, program fees and information technology recapture charges equal to a percent of the Hotel’s gross room revenue. Fees for such services during fiscal year 2017 and 2016 totaled approximately \$3.3 million and \$3.1 million, respectively.

### **Employees**

As of June 30, 2017, the Partnership, through Operating, had approximately 275 employees. Approximately 83% 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, 2014, the Partnership renewed the CBAs for the Local 2 (Hotel and Restaurant Employees), Local 856 (International Brotherhood of Teamsters), and Local 39 (stationary engineers). The present CBAs expire in July 2018.

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 each CBA, and incorporates these principles into its operating and budgetary practices.

### **Legal Matters**

In 2014, Evon Corporation ("Evon") filed a complaint in San Francisco Superior Court against the Partnership, Portsmouth, and a limited partner and related party asserting contract and tort claims based on Justice's withholding of \$4.7 million to pay the transfer tax described in Note 1. Evon's complaint asserted various tort and contract claims against Justice and Portsmouth; and also, a tort against a Justice limited partner and related party. In July 2014, Justice paid to Holdings \$4.7 million, the amount Evon claims was incorrectly withheld. In June 2014, the Partnership sued Evon and related defendants, seeking a judicial declaration as to certain issues arising out of the partnership redemption documents. Evon filed a cross-complaint in December 2014, alleging torts against the Partnership in connection with the redemption transaction. On May 5, 2016, Justice Investors and Portsmouth (parent Company) settled these actions via a global agreement. The Partnership agreed to pay Evon \$5,575,000. As of January 10, 2017, the Company has satisfied all conditions of the settlement agreement.

In 2013, the City and County of San Francisco ("CCSF") Office of the Assessor Recorder claimed that Justice owed \$2.1 million for Transient Occupancy Tax and Tourist Improvement District Assessment. This amount exceeded Justice's estimate of the taxes owed, and Justice disputed the claim. The Company paid the full amount in March 2014 as part of the appeals process and reflected the amount on the balance sheet in "Other assets, net" as it was under protest as of June 30, 2015. On December 18, 2013, a Documentary Transfer Tax of approximately \$4.7 million was paid under protest to CCSF. CCSF had required payment as a condition of recording the transfer of the Hotel, which was necessary to effect the Loan Agreements. The Partnership then filed a lawsuit challenging the transfer tax in San Francisco County Superior Court. During the year ended June 30, 2016, the Partnership settled the two CCSF lawsuits, receiving \$1.45 million, apportioned half and half to each matter, resulting in approximately \$390,000 in excess of net assets recorded. This amount was recorded as a reduction of Hotel restructuring costs.

In March 2017, the Company settled its lawsuit against RSUI Indemnity Company ("RSUI"), the insurer for the Company's Directors and Officers Liability Policies. Justice received \$900,000 from RSUI, resolving allegations that RSUI had improperly handled a claim.

On April 21, 2014, the Partnership commenced arbitration against Glaser Weil Fink Howard Avchen & Shapiro, LLP, Brett J. Cohen, Gary N. Jacobs, Janet S. McCloud, Paul B. Salvaty, and Joseph K. Fletcher III ("Respondents") in connection with the redemption transaction. The arbitration alleges legal malpractice and also seeks declaratory relief regarding provisions of the redemption option agreement. The arbitration proceedings are active; discovery is proceeding. The hearing is set for April 2018 before JAMS in Los Angeles. No prediction can be given as to the outcome of this matter.

The Company is subject to legal proceedings, claims, and litigation arising in the ordinary course of business. The Company defends itself vigorously against any such claims. 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 19 – SUBSEQUENT EVENTS**

The Company has evaluated all events occurring subsequent to June 30, 2017 and concluded that no additional subsequent events has occurred outside the normal course of business operations that require disclosure.

**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, management has concluded that the disclosure controls and procedures were not effective, because certain deficiencies involving internal control over financial reporting constituted a material weakness, as identified below. The material weakness identified did not result in the restatement of any previously reported financial statements or any other related financial disclosures, nor does management believe that it had any effect on the accuracy of our financial statements for the current reporting period.

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

Management is responsible for establishing and maintaining internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act. The internal control over financial reporting is a process, under the supervision of our Chief Executive Officer and Chief Financial Officer, designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

The internal control over financial reporting include those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect our transactions and dispositions of our assets;

- provide reasonable assurance that our transactions are recorded as necessary to permit preparation of our financial statements in accordance with accounting principles generally accepted in the United States of America, and that our receipts and expenditures are being made only in accordance with authorizations of our management and our directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

Management, including our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of our internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Based on its evaluation, management concluded that there was a material weakness in our internal control over financial reporting. A material weakness is a deficiency, or a combination of control deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

The material weakness is related to the Company's preparation of its tax provision.

During the fourth quarter of fiscal 2017, we identified a material weakness in internal controls over financial reporting related to their accounting for deferred income taxes and income tax expense. Specifically, we did not design and maintain effective controls to identify items within the deferred tax balances that could be materially incorrect. We did not provide appropriate oversight of our third-party tax CPA firm preparer. This material weakness did not have, but could have resulted in various material adjustments to deferred tax accounts for fiscal 2017 and 2016. We are undergoing ongoing evaluation and improvements in our internal control over financial reporting. Regarding our identified material weakness, we have performed the following remediation efforts:

In order to mitigate the material weakness to the fullest extent possible, management hired new tax CPA specialist to review and do a detail analysis which was completed for the year ended June 30, 2017. The Company has also assigned its audit committee with oversight responsibilities. The preparation of the Company's deferred tax assets and liabilities will be reviewed annually by tax experts as well as the Chief Financial Officer and the Chief Executive Officer.

As a result of the material weaknesses described above, management concluded that, as of June 30, 2017, we did not maintain effective internal control over financial reporting based on the criteria established in Internal Control – Integrated Framework, issued by COSO.

This annual report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our independent registered public accounting firm, pursuant to provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act that permit us to provide only management's report in this Annual Report on Form 10-K.

This report shall not be deemed to be filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, and is not incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

## **CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING**

There have not been any other changes in our internal control over financial reporting during the year ended June 30, 2017 to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.



**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, 2017:

<b>Name</b>	<b>Position with the Company</b>	<b>Age</b>	<b>Term to Expire</b>
<b>Class A Directors:</b>			
John V. Winfield <sup>(1)(4)(6)(7)</sup>	Chairman of the Board; President and Chief Executive Officer	71	Fiscal 2018 Annual Meeting
Jerold R. Babin <sup>(2)(3)(7)</sup>	Director	83	Fiscal 2018 Annual Meeting
<b>Class B Directors:</b>			
Yvonne L. Murphy <sup>(1)(2)(5)(6)(7)</sup>	Director	60	Fiscal 2019 Annual Meeting
William J. Nance <sup>(1)(2)(3)(4)(6)(7)</sup>	Director	73	Fiscal 2019 Annual Meeting
<b>Class C Director:</b>			
John C. Love <sup>(3)(4)(5)</sup>	Director	77	Fiscal 2017 Annual Meeting
<b>Executive Officers:</b>			
David C. Gonzalez	Vice President Real Estate	51	N/A
David T. Nguyen	Treasurer and Controller	44	N/A
<b>Corporate Secretary:</b>			
Clyde W. Tinnen	Secretary	44	N/A

<sup>(1)</sup> Member of the Executive Committee



- (2) Member of the Administrative and Compensation Committee
- (3) Member of the Audit Committee
- (4) Member of the Real Estate Investment Committee
- (5) Member of the Nominating Committee
- (6) Member of the Securities Investment Committee
- (7) Member of the Special Strategic Options 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 appointed to the Board in 1982. He currently serves as the Company's Chairman of the Board, President and Chief Executive Officer, having first been appointed as such in 1987. Mr. Winfield also serves as President, Chairman and Chief Executive Officer of the Company's subsidiaries, Santa Fe Financial Corporation ("Santa Fe") and Portsmouth Square, Inc. ("Portsmouth"), both public companies. 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.

**Jerold R. Babin** — Mr. Babin was first appointed as a Director of the Portsmouth, a subsidiary of the Company, on February 1996. Mr. Babin was elected to the Board of InterGroup in February 2014. Mr. Babin is a retail securities broker. From 1974 to 1989, he worked at Drexel Burnham and from 1989 to June 30, 2010, he worked for Prudential Securities (later Wachovia Securities and now Wells Fargo Advisors) where he held the title of First Vice-President. Mr. Babin retired from his position at Wells Fargo advisors in June 2010. For the past 20 years, until present, Mr. Babin has also served as an arbitrator for FINRA (formerly NASD). Mr. Babin's extensive experience in the securities and financial markets as well as his experience in the securities and public company regulatory industry led to the Board's conclusion that he should serve as a director of the Company.

**Yvonne L. Murphy** — Mrs. Murphy was elected to the Board of InterGroup in February 2014. Mrs. Murphy has had an impressive 30-year history in corporate management, legal research and legislative lobbying. She was a member of Governor Kenny C. Guinn's executive staff in Nevada, and was employed for years by the prestigious Jones Vargas law firm in Reno, Nevada. She served in nine legislative sessions during the most challenging years in Nevada's history. Prior to starting her own lobbying firm, Ms. Murphy worked for RR Partners in its corporate office in Las Vegas, Nevada and in the Government Affairs Division in Reno. She has a Doctorate and a Masters in Business Administration from the California Pacific University.

**William J. Nance** — Mr. Nance is a Certified Public Accountant and private consultant to the real estate and banking industries. He is also President of Century Plaza Printers, Inc. Mr. Nance was first elected to the Board in 1984. He served as the Company's Chief Financial Officer from 1987 to 1990 and as Treasurer from 1987 to June 2002. Mr. Nance is also a Director of Santa Fe and Portsmouth. 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.

**John C. Love** — Mr. Love was appointed to the Board in 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 Santa Fe and Portsmouth. 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.

**David C. Gonzalez** — Mr. Gonzalez was appointed Vice President Real Estate of the Company on January 31, 2001. Over the past 26 years, Mr. Gonzalez has served in numerous capacities with the Company, including Controller and Director of Real Estate.

**David T. Nguyen** — Mr. Nguyen was appointed as Treasurer of the Company on February 26, 2003 and serves as the Company's Principal Financial Officer. Mr. Nguyen also serves as Treasurer of Santa Fe and Portsmouth, having been appointed to those positions on February 27, 2003. 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 served as the Company's Controller from 1999 to 2001 and from 2002 to the present.

**Clyde W. Tinnen** – Mr. Tinnen was appointed as Secretary of the Company on December 14, 2014. Mr. Tinnen also serves as Secretary of InterGroup and Santa Fe, having been appointed to those positions on December 14, 2014. Mr. Tinnen is a corporate partner at the law firm of Withers Bergman LLP. Prior to joining Withers Bergman LLP in April 2015, Mr. Tinnen was a corporate partner at Kelley Drye & Warren LLP, where he was employed from January 2010 to March 2015, after previously working as a corporate associate with the law firm of Cravath, Swaine & Moore LLP from September 2006 to December 2009.

**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 and Forms 5 and amendments thereto furnished to the Company with respect to 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 2017 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, including its Board of Directors. A copy of the Code of Ethics is posted on the 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: The InterGroup Corporation, Attn: Treasurer, 1100 Glendon Ave., Suite PH-1, Los Angeles, CA 90024. The Company will promptly disclose any amendments or waivers to its Code of Ethics on Form 8-K and will post such information on its website.

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

InterGroup's common stock is listed on the NASDAQ Capital Market tier of the NASDAQ Stock Market, LLC ("NASDAQ"). InterGroup is 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 InterGroup's Board of Directors consists of "independent" directors as independence is defined by the applicable rules of the SEC and NASDAQ.

### **Nominating Committee**

The Company's Nominating Committee is comprised of two "independent" directors as independence is defined by the applicable rules of the SEC and NASDAQ. Directors Babin and Murphy serve as the current members of the Nominating Committee. The Company has not established a charter for the Nominating Committee and the Committee has no policy with regard to consideration of any director candidates recommended by security holders. As a smaller reporting company whose directors own in excess of sixty percent of the voting shares of the Company, InterGroup has not deemed it appropriate to institute such a policy. There have not been any material changes to the procedures by which security holders may recommend nominees to the Company's board of directors.

**Audit Committee and Audit Committee Financial Expert**

The Company is a Smaller Reporting Company under SEC rules and regulations. The Company's Audit Committee is currently comprised of three members: Directors Nance (Chairperson), Babin and Love, each of who meet the independence requirements of the SEC and NASDAQ as modified or supplemented from time to time. The Company's Board of Directors has determined that Directors Nance and Love also meet the Audit Committee Financial Expert requirement as defined by the SEC and NASDAQ 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 and its subsidiaries for each of the Company's last two completed fiscal years ended June 30, 2017 and 2016. There was no non-equity incentive plan compensation or nonqualified deferred compensation earnings. There are currently no employment contracts with the executive officers.

**SUMMARY COMPENSATION TABLE**

<b>Name and Position</b>	<b>Fiscal Year</b>	<b>Salary</b>	<b>Bonus</b>	<b>Other Compensation</b>	<b>Total</b>
John V. Winfield Chairman, President and Chief Executive Officer	2017	\$ 784,000 (1)	\$ -	\$ 151,000	(2)(4) \$935,000
	2016	\$ 772,000 (1)	\$ -	\$ 539,000	(2)(4) \$1,311,000
David C. Gonzalez Vice President - Real Estate	2017	\$252,000	\$ -	\$ 28,000	(5) \$280,000
	2016	\$216,000	\$ -	\$ -	\$216,000
David T. Nguyen Treasurer and Controller	2017	\$ 240,000 (3)	\$ -	\$ -	\$240,000
	2016	\$ 240,000 (3)	\$ -	\$ -	\$240,000

(1) Mr. Winfield also serves as President and Chairman of the Board of the Company's subsidiary, Santa Fe, and Santa Fe's subsidiary, Portsmouth. Mr. Winfield received a salary from Santa Fe and Portsmouth in the aggregate amount of \$447,000 from those entities for the fiscal years 2017 and 2016. The amounts include director's fees totaling \$12,000 for each year.

(2) Amounts include annual premiums for split dollar whole life insurance policies owned by, and the beneficiary of which are, a trust for the benefit of Mr. Winfield's family and compensation for a portion of the salary of an assistant. The amount of compensation related to the assistant was approximately \$54,000 for each of the fiscal years 2017 and 2016, respectively. The annual insurance premiums paid were \$85,000 for the same respective years. Santa Fe and Portsmouth paid \$43,000 of that amount. The Company has a secured right to receive, from any proceeds of the policies, reimbursement of all premiums paid prior to any payment to the beneficiary.

(3) Mr. Nguyen's salary is allocated approximately 50% to the Company and 50% to Santa Fe and Portsmouth.

(4) In connection with the redemption of limited partnership interests of Justice in Note 2 of the consolidated financial statements, Justice 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. The first payment under this agreement was made concurrently with the closing of the loan agreements, with the remaining payments due upon Justice having adequate available cash. In July 2015, Mr. Winfield received the remaining payment amount of \$400,000 which is included in this total.

(5) For fiscal 2017, the dollar amount reflects aggregate grant date fair value of options expected to vest, computed in accordance with FASB ASC Topic 718, of 18,000 stock options granted to Mr. Gonzalez on March 2, 2017 pursuant to the Company's 2010 Incentive Plan.

### Compensation Committee and Executive Compensation

The Company's Administrative and Compensation Committee (the "Compensation Committee") is comprised of three "independent" members of the Board of Directors as independence is defined by the applicable rules of the SEC and NASDAQ. Mr. Nance serves as Chairman of the Compensation Committee. The Company has not established a charter for the Compensation Committee. The Compensation Committee reviews and recommends to the Board of Directors the compensation for the Company's Chief Executive Officer and other executive officers, including equity or performance based compensation and plans. The Compensation Committee seeks to design and set compensation to attract and retain highly qualified executive officers and to align their interests with those of long-term owners of the Company. The Compensation Committee may also make recommendations to the Board of Directors as to the amount and form of director compensation. The Compensation Committee has not engaged any compensation consultants in determining the amount or form of executive or director compensation, but does review and monitor published compensation surveys and studies. The Compensation Committee may delegate to the Company's Chief Executive Officer the authority to determine the compensation of certain executive officers. The Compensation Committee also oversees the Company's 2007 Stock Plan, the 2008 RSU Plan and the 2010 Incentive Plan.

### Outstanding Equity Awards at Fiscal Year Ended June 30, 2017

The following table sets forth information concerning option awards and stock awards for each named executive officer that were outstanding as of the end of the Company's last completed fiscal year ended June 30, 2017. There were no other equity incentive plan awards that were outstanding.

Name	Option Awards		Option exercise price \$	Option expiration date
	Number of securities underlying unexercised options (#) exercisable	Number of securities underlying unexercised options (#) unexercisable		
John V. Winfield	100,000 <sup>(1)</sup>	-	\$ 10.30	3/16/20



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John V. Winfield	90,000	(2)	-	\$ 19.77	2/28/22
John V. Winfield	79,917	(3)	53,278	(3) \$ 18.65	12/26/23
John V. Winfield	16,083	(3)	10,722	(3) \$ 20.52	12/26/23
David C. Gonzalez	-		18,000	(4) \$ 27.30	3/2/22

(1) Stock options issued to Mr. Winfield pursuant to the Company's 2010 Incentive Plan are subject to both time and performance based vesting requirements, each of which must be satisfied before the options are fully vested and eligible to be exercised. Pursuant to the time vesting requirements, the options vest over a period of five years, with 20,000 options vesting upon each one year anniversary of the date of grant, March 16, 2010. Pursuant to the performance vesting requirements, the options vest in increments of 20,000 shares upon each increase of \$2.00 or more in the market price of the Company's common stock above the exercise price (\$10.30) of the options. To satisfy this requirement, the common stock must trade at that increased level for a period of at least ten trading days during any one quarter. As of June 30, 2017, the performance vesting requirements of the options were satisfied.

(2) Stock options issued to Mr. Winfield pursuant to the Company's 2010 Incentive Plan are subject to both time and performance based vesting requirements, each of which must be satisfied before the options are fully vested and eligible to be exercised. Pursuant to the time vesting requirements, the options vest over a period of five years, with 18,000 options vesting upon each one year anniversary of the date of grant, February 28, 2012. Pursuant to the performance vesting requirements, the options vest in increments of 18,000 shares upon each increase of \$2.00 or more in the market price of the Company's common stock above the exercise price (\$19.77) of the options. To satisfy this requirement, the common stock must trade at that increased level for a period of at least ten trading days during any one quarter. As of June 30, 2017, 90,000 options have met the performance vesting requirements.

(3) On December 26, 2013, the Compensation Committee authorized, subject to shareholder approval, a grant of non-qualified and incentive stock options for an aggregate of 160,000 shares (the "Option Grant") to the Company's President and Chief Executive Officer, John V. Winfield. The stock option grant was approved by shareholders on February 19, 2014. The grant of stock options was made pursuant to, and consistent with, the 2010 Incentive Plan, as proposed to be amended. The non-qualified stock options are for 133,195 shares and have a term of ten years, expiring on December 26, 2023, with an exercise price of \$18.65 per share. The incentive stock options are for 26,805 shares and have a term of five years, expiring on December 26, 2018, with an exercise price of \$20.52 per share. In accordance with the terms of the 2010 Incentive Plan, the exercise prices were based on 100% and 110%, respectively, of the fair market value of the Company's common stock as determined by reference to the closing price of the Company's common stock as reported on the NASDAQ Capital Market on the date of grant. The stock options are subject to time vesting requirements, with 20% of the options vesting annually commencing on the first anniversary of the grant date.

(4) Mr. Gonzalez's stock options vest over a period of five years, with 3,600 options vesting upon each one-year anniversary of the date of grant, March 2, 2017.

David Nguyen, Treasurer, does not have any outstanding equity rewards.

### **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 2016 and 2016, 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.

## **EQUITY COMPENSATION PLANS**

The Company currently has three equity compensation plans, each of which has been approved by the Company's stockholders. However, any outstanding stock options issued under the Company's prior equity compensation plans remain effective in accordance with their terms.

The purpose of the Company's equity compensation plans is to provide a means whereby officers, directors and key employees of the Company develop a sense of proprietorship and personal involvement in the development and financial success of the Company, and to encourage them to devote their best efforts to the business of the Company, thereby advancing the interests of the Company and its shareholders. A further purpose of these plans is to provide a means through which the Company may attract able individuals to become employees or serve as directors of the Company and to provide a means for such individuals to acquire and maintain stock ownership in the Company, thereby strengthening their concern for the welfare of the Company.

### **The InterGroup Corporation 2007 Stock Compensation Plan for Non-Employee Directors**

The InterGroup Corporation 2007 Stock Compensation Plan for Non-Employee Directors (the "2007 Stock Plan") was approved by the shareholders of the Company on February 21, 2007, and was thereafter adopted by the Board of Directors. The 2007 Plan will terminate upon the earlier of the date all shares reserved for issuance have been awarded or February 21, 2017, if not sooner terminated by the Board upon recommendation by the Compensation Committee. The stock available for issuance under the 2007 Stock Plan shall be unrestricted shares of the Company's common stock, par value \$.01 per share, which may be unissued shares or treasury shares. Subject to certain adjustments upon changes in capitalization, a maximum of 60,000 shares of the common stock will be available for issuance to participants under the 2007 Stock Plan.

All non-employee directors are eligible to participate in the 2007 Stock Plan. Each non-employee director as of the adoption date of the 2007 Stock Plan was granted an award of 600 unrestricted shares of the Company's common stock. On each July 1 following the adoption date of the 2007 Stock Plan, each non-employee director shall receive an automatic grant of a number of shares of company's common stock equal in value to \$18,000 based on 100% of the fair market value (as defined) of the Common Stock on the date of grant, provided he or she holds such position on that date and the number of shares of Common Stock available for grant under the 2007 Stock Plan is sufficient to permit such automatic grant. Any fractional shares resulting from such grant will be rounded up to next highest whole share. All stock awards to non-employee directors will be fully vested on the date of grant. The dollar amount of the annual grant is subject to further adjustment by the Board of Directors upon recommendation by the Compensation Committee. The stock awards granted under the 2007 Stock Plan are shares of unrestricted common stock and are fully vested on the date of grant. The right of the non-employee director to receive his or her annual grant of common stock is personal to the director and is not transferable. Once received, shares of common stock awarded to the non-employee director are freely transferable subject to any requirements of Section 16(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). On June 28, 2007, Company filed a registration statement on Form S-8 to register the shares subject to the 2007 Stock Plan and the Company's two prior stock option plans under the Securities Act of 1933, as amended (the "Securities Act").

Upon recommendation of the Compensation Committee, the Board may, at any time and from time to time and in any respect, amend or modify the 2007 Stock Plan. The Board must obtain stockholder approval of any material amendment to the 2007 Stock Plan if required by any applicable law, regulation or stock exchange rule. The Board of Directors may amend the 2007 Stock Plan or any award agreement, which amendment may be retroactive, in order to conform it to any present or future law, regulation or ruling relating to plans of this or similar nature. No amendment or modification of the 2007 Stock Plan or any award agreement may adversely affect any outstanding award without the written consent of the participant holding the award.

Upon recommendation of the Compensation Committee, the Board of Directors, on February 23, 2011, voted to increase the annual grant awarded to each of the non-employee directors to a number of shares of Company's common stock equal in value to \$22,000, effective as of the July 1, 2011 grant, while decreasing the annual cash compensation payable to non-employee directors from \$16,000 to \$12,000 per year. In July 2016, the Compensation Committee, the Board of Directors, voted to amend the 2007 Stock Plan and pay the \$22,000 in cash in lieu of the annual grant of stock.

For the year ended June 30, 2016, the four non-employee directors of the Company received a total grant of 4,520 shares of Common Stock pursuant to the 2007 Stock Plan, respectively.

#### **The InterGroup Corporation 2008 Restricted Stock Unit Plan**

On December 3, 2008, the Board of Directors adopted, subject to shareholder approval, a new equity compensation plan for its officers, directors and key employees entitled, The InterGroup Corporation 2008 Restricted Stock Unit Plan (the “2008 RSU Plan”). The 2008 RSU Plan was approved and ratified by the shareholders on February 18, 2009.

The 2008 RSU Plan authorizes the Company to issue restricted stock units (“RSUs”) as equity compensation to officers, directors and key employees of the Company on such terms and conditions established by the Compensation Committee of the Company. RSUs are not actual shares of the Company’s common stock, but rather promises to deliver common stock in the future, subject to certain vesting requirements and other restrictions as may be determined by the Committee. Holders of RSUs have no voting rights with respect to the underlying shares of common stock and holders are not entitled to receive any dividends until the RSUs vest and the shares are delivered. No awards of RSUs shall vest until at least six months after shareholder approval of the Plan. Subject to certain adjustments upon changes in capitalization, a maximum of 200,000 shares of the common stock are available for issuance to participants under the 2008 RSU Plan. The 2008 RSU Plan will terminate ten (10) years from December 3, 2008, unless terminated sooner by the Board of Directors. After the 2008 RSU Plan is terminated, no awards may be granted but awards previously granted shall remain outstanding in accordance with the Plan and their applicable terms and conditions.

The shares of common stock to be delivered upon the vesting of an award of RSUs have been registered under the Securities Act, pursuant to a registration statement filed on Form S-8 by the Company on June 16, 2010. The grant of RSUs is personal to the recipient and is not transferable. Once received, shares of common stock issuable upon the vesting of the RSUs are freely transferable subject to any requirements of Section 16(b) of the Exchange Act. Under the 2008 RSU Plan, the Compensation Committee also has the power and authority to establish and implement an exchange program that would permit the Company to offer holders of awards issued under prior shareholder approved compensation plans to exchange certain options for new RSUs on terms and conditions to be set by the Committee. The exchange program is designed to increase the retention and motivational value of awards granted under prior plans. In addition, by exchanging options for RSUs, the Company will reduce the number of shares of common stock subject to equity awards, thereby reducing potential dilution to stockholders in the event of significant increases in the value of its common stock.

As of June 30, 2017, there were no RSUs outstanding.

#### **The InterGroup Corporation 2010 Omnibus Employee Incentive Plan**

On February 24, 2010, the shareholders of the Company approved The InterGroup Corporation 2010 Omnibus Employee Incentive Plan (the “2010 Incentive Plan”), which was formally adopted by the Board of Directors following the annual meeting of shareholders. The 2010 Incentive Plan as modified in December 2013, authorizes a total of up to 400,000 shares of common stock to be issued as equity compensation to officers and employees of the Company in an amount and in a manner to be determined by the Compensation Committee in accordance with the terms of the Plan. The 2010 Incentive Plan authorizes the awards of several types of equity compensation including stock options, stock appreciation rights, performance awards and other stock based compensation. The 2010 Incentive Plan will expire on February 23, 2020, if not terminated sooner by the Board of Directors upon recommendation of the Compensation Committee. Any awards issued under the Plan will expire under the terms of the grant agreement.

The shares of common stock to be issued under the 2010 Incentive Plan have been registered under the Securities Act, pursuant to a registration statement filed on Form S-8 by the Company on June 16, 2010. Once received, shares of common stock issued under the Plan will be freely transferable subject to any requirements of Section 16(b) of the Exchange Act.

On February 28, 2012, the Compensation Committee authorized the grant of 90,000 stock options to the Company’s Chairman, President and Chief Executive, John V. Winfield to purchase up to 90,000 shares of the Company’s common stock pursuant to the 2010 Incentive Plan. The exercise price of the options is \$19.77, which equals 100% of the fair market value of the Company’s common stock as determined by reference to the closing price of the Company’s common stock as reported on the NASDAQ Capital Market on February 28, 2012 the date of grant. The options expire ten years from the date of grant, unless earlier terminated in accordance with the terms of the 2010 Plan. The

options shall be subject to both time and market based vesting requirements, each of which must be satisfied before options are fully vested and eligible to be exercised. Pursuant to the time vesting requirements, the options vest over a period of five years, with 18,000 options vesting upon each one year anniversary of the date of grant. Pursuant to the market vesting requirements, the options vest in increments of 18,000 shares upon each increase of \$2.00 or more in the market price of the Company's common stock above the exercise price (\$19.77) of the options. To satisfy this requirement, the common stock must trade at that increased level for a period of at least ten trading days during any one quarter. As of June 30, 2017, 90,000 options have met the market vesting requirements.

On December 26, 2013, the Compensation Committee authorized, subject to shareholder approval, a grant of non-qualified and incentive stock options for an aggregate of 160,000 shares (the "Option Grant") to the Company's President and Chief Executive Officer, John V. Winfield. The stock option grant was approved by shareholders on February 19, 2014. The grant of stock options was made pursuant to, and consistent with, the 2010 Incentive Plan, as proposed to be amended. The non-qualified stock options are for 133,195 shares and have a term of ten years, expiring on December 26, 2023, with an exercise price of \$18.65 per share. The incentive stock options are for 26,805 shares and have a term of five years, expiring on December 26, 2018, with an exercise price of \$20.52 per share. In accordance with the terms of the 2010 Incentive Plan, the exercise prices were based on 100% and 110%, respectively, of the fair market value of the Company's common stock as determined by reference to the closing price of the Company's common stock as reported on the NASDAQ Capital Market on the date of grant. The stock options are subject to time vesting requirements, with 20% of the options vesting annually commencing on the first anniversary of the grant date.

In March 2017, the Compensation Committee awarded 18,000 stock options to the Company's Vice President of Real Estate, David C. Gonzalez, to purchase up to 18,000 shares of common stock. The exercise price of the options is \$27.30 which is the fair value of the Company's Common Stock as reported on NASDAQ on March 2, 2017. The options expire ten years from the date of grant. Pursuant to the time vesting requirements, the options vest over a period of five years, with 3,600 options vesting upon each one-year anniversary of the date of grant.

### **Compensation of Directors**

Until fiscal 2011, each non-employee director received an annual cash retainer in the amount of \$16,000, to be paid in equal quarterly payments. Upon recommendation of the Compensation Committee, the Board of Directors, on February 23, 2011, voted to decrease the annual cash compensation payable to non-employee directors from \$16,000 to \$12,000, effective as of fiscal year ended June 30, 2011. With the exception of members of the Audit Committee, non-employee directors do not receive any additional fees for attending Board or Committee meetings, but are entitled to reimbursement of their reasonable expenses to attend such meetings. Members of the Audit Committee are paid a fee of \$1,000 per quarter, with the Chair of that Committee to receive \$1,500 per quarter. As an executive officer, the Company's Chairman has elected to forego his annual board fees.

Non-employee directors are also eligible for grants of equity compensation under the Company's 2007 Stock Plan and 2008 RSU Plan. Pursuant to the 2007 Stock Plan, each non-employee director was entitled to an annual grant of a number of shares of common stock of the Company equal in value to \$18,000 based on the fair market value of the Common Stock on the date of grant. To compensate for the \$4,000 reduction in annual cash compensation payable to non-employee directors as discussed above, the Board of Directors, upon recommendation of the Compensation Committee, increased the annual grant of common stock to an amount equal in value to \$22,000, effective as of the July 1, 2011 grant. In July 2016, the Compensation Committee, the Board of Directors, voted to amend the 2007 Stock Plan and pay the \$22,000 in cash in lieu of the annual grant of stock.



Non-employee directors may also be eligible to participate in exchange offers as may be authorized by the Compensation Committee under the 2008 RSU Plan to exchange previously issued stock options for RSUs.

The following table sets forth the compensation paid to directors for the fiscal year ended June 30, 2017:

**DIRECTOR COMPENSATION**

Name	Fees Earned or Paid in Cash		Stock Awards	All Other Compensation	Total
John C. Love	\$ 52,000	(1)	-	-	\$52,000
William J. Nance	\$ 54,000	(2)	-	-	\$54,000
Jerold R. Babin	\$ 42,000		-	-	\$42,000
Yvonne L. Murphy	\$ 34,000		-	-	\$34,000
John V. Winfield <sup>(3)</sup>	-		-	-	

(1) Amounts shown include board retainer fees, committee fees and meeting fees.

(1) Mr. Love also serves as a director of the Company's subsidiaries, Santa Fe and 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.

(2) Mr. Nance also serves as a director of the Company's subsidiaries, Santa Fe and 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.

(3) As Chief Executive Officer, the Company's Chairman, John V. Winfield, was not paid any board, committee or meetings fees. Mr. Winfield did receive a total of \$12,000 in regular board fees from the Company's subsidiaries, which is reported on the Summary Compensation Table.

#### **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.

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

##### **Security Ownership of Certain Beneficial Owners.**

The following table sets forth, as of September 30, 2017, 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.

<b>Name and Address of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership<sup>(1)</sup></b>	<b>Percent of Class<sup>(2)</sup></b>
John V. Winfield	1,674,907	(3) 63.3 %

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Los Angeles, CA 90024

(1) 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.

(2) Percentages are calculated on the basis of 2,359,724 shares of Common Stock outstanding at September 30, 2017, plus any securities that person has the right to acquire within 60 days pursuant to options, warrants, conversion privileges or other rights.

(3) Includes 286,000 shares that Mr. Winfield has a right to acquire pursuant to vested stock options.

### **Security Ownership of Management.**

The following table sets forth, as of September 30, 2017, 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.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership <sup>(1)</sup>	Percent of Class <sup>(2)</sup>
John V. Winfield	1,674,907	(3) 63.3 %
William J. Nance	55,891	2.1 %
John C. Love	19,161	0.7 %
David C. Gonzalez	26,769	1.0 %
David T. Nguyen	3,000	*
Jerold R. Babin	2,282	*
Yvonne L. Murphy	2,282	*
All Directors and Executive Officers as a Group (7 persons)	1,784,292	67.4 %

\* Ownership does not exceed 1%.

<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 2,359,724 shares of Common Stock outstanding at September 30, 2017, 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> Includes 286,000 shares that Mr. Winfield has a right to acquire pursuant to vested stock options.

### 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.**

The following table sets forth information as of June 30, 2017 with respect to compensation plans (including individual compensation arrangements) under which equity securities of the Company are authorized for issuance, aggregated as follows:

<b>Plan category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b> (a)	<b>Weighted-average exercise price of outstanding warrants and rights</b> (b)	<b>Remaining available for future issuance under equity compensation plans(excluding securities reflected in column (a))</b> (c)
<b>Equity compensation plans approved by security holders</b>	368,000	\$ 17.21	83,893
<b>Equity compensation plans not approved by security holders</b>	None	N/A	None
<b>Total</b>	368,000	\$ 17.21	83,893

(a) There were 368,000 stock options outstanding as of June 30, 2017.

(b) Reflects the weighted average exercise price of all outstanding options.

(c) As of June 30, 2017, the Company had 22,046 shares of Common Stock available for future issuance pursuant to its 2007 Stock Compensation Plan for Non-Employee Directors. Pursuant to the 2007 Plan, each non-employee director will receive, on July 1 of each year, an annual grant of a number of shares of Common Stock of the Company equal in value to \$22,000 based on the fair market value of the Common Stock on the date of grant. The Company also had 79,847 RSUs available for future issuance under the 2008 RSU Plan. As of June 30, 2017, there were no shares available for future issuance under the 2010 Omnibus Employee Incentive Pan.

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

On December 4, 1998, the Compensation Committee authorized the Company to obtain whole life and split dollar insurance policies covering the Company's President and Chief Executive Officer, Mr. Winfield. During fiscal 2016 and 2015, the Company paid annual premiums in the amount of approximately \$85,000 for the split dollar 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.

On June 30, 1998, the Company's Chairman and President entered into a voting trust agreement with the Company giving the Company the power to vote his 4.0% interest in the outstanding shares of the Santa Fe common stock.

In connection with the redemption of limited partnership interests of Justice Investors, Limited Partnership described in Note 2 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 2 above, with the remaining payments due upon Justice Investor's having adequate available cash as described in the letter. As of June 30, 2017, \$400,000 of these fees remain payable.

Two general partners provided services to the Partnership through December 17, 2013. On December 18, 2013, the Partnership redeemed Evon's partnership interest and Portsmouth Square became the sole general partner. The Partnership's obligation to pay Evon, Justice's former general partner, terminated as of December 18, 2013. Under the terms of the Justice Partnership Agreement, its current general partner, Portsmouth, receives annual base compensation of \$285,000, plus one percent of Hotel Revenue. During each of the years ended June 30, 2017 and 2016, total compensation paid to Portsmouth under the new and previous agreements was \$518,000 and \$593,000, respectively. Amounts paid to Portsmouth are eliminated in consolidation.

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

### **Director Independence**

InterGroup's common stock is listed on the NASDAQ Capital Market tier of the NASDAQ Stock Market LLC ("NASDAQ"). InterGroup is a Smaller Reporting Company under the rules and regulations of the SEC. The Board of Directors of InterGroup currently consists of five members. With the exception of the Company's President and CEO, John V. Winfield, all of InterGroup's Board of Directors consists of "independent" directors as independence is defined by the applicable rules of the SEC and NASDAQ. There are no members of the Company's compensation, nominating or audit committees that do not meet those independence standards.

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

**Audit Fees** - The aggregate fees billed for each of the last two fiscal years ended June 30, 2017 and 2016 for professional services rendered by Hein & Associates LLP ("Hein") and Burr Pilger Mayer, Inc. ("BPM"), respectively, the independent registered public accounting firms 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:



	Fiscal Year	
	2017	2016
Audit fees - Hein	\$300,000	\$-
Audit fees - BPM	41,000	273,000
Tax fees - Hein	48,000	-
<b>TOTAL:</b>	<b>\$389,000</b>	<b>\$273,000</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 29 through 53:

Reports of Independent Registered Public Accounting Firms

Consolidated Balance Sheets - June 30, 2017 and 2016

Consolidated Statements of Operations for Years Ended June 30, 2017 and 2016

Consolidated Statements of Shareholders' Deficit for Years Ended June 30, 2017 and 2016

Consolidated Statements of Cash Flows for Years Ended June 30, 2017 and 2016

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.

**Exhibit Number Description**

**3.(i) Articles of Incorporation:**

**3.1** Certificate of Incorporation, dated September 11, 1985, incorporated by reference to Exhibit 3.1 of the Company's Registration Statement on Form S-4, filed on September 6, 1985 (Registration No. 33-00126) and Amendment 1 to that Registration Statement filed on October 23, 1985.

**3.2** Restated Certificate of Incorporation, dated March 9, 1998, incorporated by reference to Exhibit 3 of the Company's Amended Quarterly Report on Form 10-QSB/A for the period ended March 31, 1998, as filed on May 19, 1998.

**3.3** Certificate of Amendment to Certificate of Incorporation, dated October 2, 1998, incorporated by reference to Exhibit 3 of the Company's Quarterly report on Form 10-QSB for the period ended September 30, 1998, as filed on November 13, 1998.

**3.4** Certificate of Amendment of Certificate of Incorporation filed with the Delaware Secretary of State on August 6, 2007, incorporated by reference to Exhibit 3.4 of the Company's Annual Report on Form 10-KSB for the year ended June 30, 2007 as filed on September 28, 2007.

**3.(ii)** Amended and Restated By-Laws of The InterGroup Corporation, effective as of December 10, 2007, incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K as filed on December 12, 2007.

**4.** Instruments defining the rights of security holders including indentures\*

**9.** Voting Trust Agreement: Voting Trust Agreement dated June 30, 1998 between John V. Winfield and The InterGroup Corporation is incorporated by reference to the Company's Annual Report on Form 10-KSB filed with the Commission on September 28, 1998.

**10.** Material Contracts:

**10.1** 1998 Stock Option Plan for Non-Employee Directors approved by the Board of Directors on December 8, 1998 and ratified by the shareholders on January 27, 1999 (incorporated by reference to the Company's Proxy Statement on Schedule 14A filed with the Commission on December 21, 1998).

**10.2** 1998 Stock Option Plan for Selected Key Officers, Employees and Consultants approved by the Board of Directors on December 8, 1998 and ratified by the shareholders on January 27, 1999 (incorporated by reference to the Company's Proxy Statement on Schedule 14A filed with the Commission on December 21, 1998).

**10.3** The InterGroup Corporation 2007 Stock Compensation Plan for Non-Employee Directors (incorporated by reference to the Company's Proxy Statement on Schedule 14A filed with the Commission on January 26, 2007).

**10.4** 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-Q Report for the quarterly period ended December 31, 2010, filed with the Commission on February 11, 2011).

**10.5** 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 13, 2009).

**10.6** The InterGroup Corporation 2008 Restricted Stock Unit Plan, adopted by the Board of Directors on December 3, 2008, and ratified by the shareholders on February 18, 2009 (incorporated by reference to the Company's Proxy Statement on Schedule 14A, filed with the Commission on January 21, 2009).

**10.7** Restricted Stock Unit Agreement, dated February 18, 2009, between The InterGroup Corporation and John V. Winfield (incorporated by reference to Exhibit 10.7 of the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2009, as filed with the Commission on October 13, 2009).

**10.8** The InterGroup Corporation 2010 Omnibus Employee Incentive Plan, approved by the shareholders and adopted by the Board of Directors on February 24, 2010 (incorporated by reference to the Company's Proxy Statement on Schedule 14A, filed with the Commission on January 27, 2010).



- 10.9** Employee Stock Option Agreement, dated March 16, 2010, between The InterGroup Corporation and John V. Winfield (incorporated by reference to Exhibit 10.9 of the Company's report on Form 10-K for the fiscal year ended June 30, 2010, as filed with the Commission on September 27, 2010).
- 10.10** Franchise License Agreement, dated December 10, 2004, between Justice Investors and Hilton Hotels (incorporated by reference to Exhibit 10.10 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).
- 10.11** Management Agreement, dated February 2, 2012, between Justice Investors and Prism Hospitality, L.P. (incorporated by reference to Exhibit 10.11 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).
- 10.12** Management Agreement, dated August 1, 2005, between Century West Properties, Inc. and The InterGroup Corporation (incorporated by reference to Exhibit 10.12 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).
- 10.13** Employee Stock Option Agreement, dated February 28, 2012, between The InterGroup Corporation and John V. Winfield (incorporated by reference to Exhibit 10.13 of the Company's annual report on Form 10-K for the fiscal year ended June 30, 2014, as filed with the Commission on September 20, 2012).
- 10.14** Property Management Agreement, effective June 17, 2013, between R & K Interests, Inc., a California Corporation, doing business as Investors' Property Services and The InterGroup Corporation (incorporated by reference to Exhibit 10.1 of the Company's current report on Form 8-K as filed with the Commission on June 20, 2013).
- 10.15** Asset Management Agreement, effective July 1, 2013, between The InterGroup Corporation and Delta Alliance Capital Management, LLC, a California limited liability company (incorporated by reference to Exhibit 10.2 or the Company's current report on Form 8-K as filed with the Commission on June 20, 2013).
- 10.16** Management Agreement, dated February 1, 2017, between Justice Operating Company, LLC and Interstate Management Company, LLC. (filed herewith).
- 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).

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\* All Exhibits marked by one asterisk are incorporated herein by reference to the Trust's Registration Statement on Form S-4 as filed with the Securities and Exchange Commission on September 6, 1985, Amendment No. 1 to Form S-4 as filed with the Securities and Exchange Commission on October 23, 1985, Exhibit 14 to Form 8 Amendment No. 1 to Form 8 filed with the Securities & Exchange Commission November 1987 and Form 8 Amendment No. 1 Item 4 filed with the Securities & Exchange Commission October 1988.

**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.

THE INTERGROUP CORPORATION  
(Registrant)

Date: October 13, 2017 by /s/ John V. Winfield  
John V. Winfield, President,  
Chairman of the Board and  
Chief Executive Officer

Date: October 13, 2017 by /s/ David Nguyen  
David 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.

<b>Signatures</b>	<b>Title and Position</b>	<b>Date</b>
/s/ John V Winfield John V. Winfield	President, Chief Operating Officer and Chairman of the Board (Principal Executive Officer)	<u>October 13, 2017</u>
/s/ David T. Nguyen David T. Nguyen	Treasurer and Controller (Principal Financial Officer)	<u>October 13, 2017</u>
/s/ Jerold R. Babin Jerold R. Babin	Director	<u>October 13, 2017</u>
/s/ John C. Love John C. Love	Director	<u>October 13, 2017</u>
/s/ Yvonne L. Murphy Yvonne L. Murphy	Director	<u>October 13, 2017</u>



/s/ William J. Nance     Director  
William J. Nance

October 13, 2017