

HMG COURTLAND PROPERTIES INC  
Form 10QSB  
May 15, 2007

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

FORM 10-QSB

(Mark One)

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

For the Quarterly period ended March 31, 2007

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 1-7865

HMG/COURTLAND PROPERTIES, INC.

(Exact name of small business issuer as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

59-1914299  
(I.R.S. Employer  
Identification No.)

1870 S. Bayshore Drive, Coconut Grove, Florida  
(Address of principal executive offices)

33133  
(Zip Code)

305-854-6803

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

Check whether the issuer (1) has filed all reports required to be filed by Sections 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 is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes  No

APPLICABLE ONLY TO CORPORATE ISSUERS:

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date.

1,023,955 Common shares were outstanding as of March 31, 2007.

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**Cautionary Statement.** This Form 10-QSB contains certain statements relating to future results of the Company that are considered "forward-looking statements" within the meaning of the Private Litigation Reform Act of 1995. Actual results may differ materially from those expressed or implied as a result of certain risks and uncertainties, including, but not limited to, changes in political and economic conditions; interest rate fluctuation; competitive pricing pressures within the Company's market; equity and fixed income market fluctuation; technological change; changes in law; changes in fiscal, monetary, regulatory and tax policies; monetary fluctuations as well as other risks and uncertainties detailed elsewhere in this Form 10-QSB or from time-to-time in the filings of the Company with the Securities and Exchange Commission. Such forward-looking statements speak only as of the date on which such statements are made, and the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events.

**HMG/COURTLAND PROPERTIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

|  | March 31,<br>2007<br>(UNAUDITED) | December 31,<br>2006 |
|--|----------------------------------|----------------------|
| <b>ASSETS</b>  |                                  |                      |
| Investment properties, net of accumulated depreciation:  |                                  |                      |
| Commercial properties  | \$ 7,356,893                     | \$ 7,385,857         |
| Commercial properties- construction in progress  | 436,842                          | 239,166              |
| Hotel, club and spa facility   | 5,296,387                        | 5,433,500            |
| Marina properties  | 2,983,534                        | 3,044,878            |
| Land held for development  | 27,689                           | 27,689               |
| Total investment properties, net   | 16,101,345                       | 16,131,090           |
| Cash and cash equivalents  | 3,421,155                        | 2,412,871            |
| Investments in marketable securities   | 5,697,005                        | 5,556,121            |
| Other investments  | 4,549,853                        | 4,293,662            |
| Investment in affiliate  | 3,199,472                        | 3,165,235            |
| Loans, notes and other receivables   | 866,250                          | 1,910,555            |
| Notes and advances due from related parties  | 746,444                          | 736,909              |
| Deferred taxes   | 5,000                            | 76,000               |
| Goodwill   | 7,728,627                        | 7,728,627            |
| Other assets   | 846,205                          | 718,935              |
| <b>TOTAL ASSETS</b>  | <b>\$ 43,161,356</b>             | <b>\$ 42,730,005</b> |
| <b>LIABILITIES</b>   |                                  |                      |
| Mortgages and notes payable  | \$ 20,765,174                    | \$ 20,931,301        |
| Accounts payable and accrued expenses  | 1,804,443                        | 1,704,182            |
| Interest rate swap contract payable  | 65,000                           | 45,000               |
| <b>TOTAL LIABILITIES</b>   | <b>22,634,617</b>                | <b>22,680,483</b>    |
| Minority interests   | 3,391,901                        | 3,126,715            |
| <b>STOCKHOLDERS' EQUITY</b>  |                                  |                      |
| Preferred stock, \$1 par value; 2,000,000 shares authorized; none issued   | -                                | -                    |
| Excess common stock, \$1 par value; 500,000 shares authorized; none issued   | -                                | -                    |
| Common stock, \$1 par value; 1,500,000 shares authorized;<br>1,317,535 shares issued as of March 31, 2007 and<br>December 31, 2006 | 1,317,535                        | 1,317,535            |
| Additional paid-in capital   | 26,585,595                       | 26,585,595           |
| Undistributed gains from sales of properties, net of losses  | 41,572,120                       | 41,572,120           |
| Undistributed losses from operations   | (49,742,078)                     | (49,964,109)         |
| Accumulated other comprehensive loss   | (32,500)                         | (22,500)             |
|  | 19,700,672                       | 19,488,641           |

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|  |                   |                   |
|--|-------------------|-------------------|
| Less: Treasury stock, at cost (293,580 shares as of<br>March 31, 2007 and December 31, 2006) | (2,565,834)       | (2,565,834)       |
| TOTAL STOCKHOLDERS' EQUITY   | 17,134,838        | 16,922,807        |
| <br>TOTAL LIABILITIES AND STOCKHOLDERS'<br>EQUITY  | <br>\$ 43,161,356 | <br>\$ 42,730,005 |

*See notes to the condensed consolidated financial  
statements*

(1)

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**HMG/COURTLAND PROPERTIES, INC AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)**

|   | Three months ended |            |
|---|--------------------|------------|
|   | March 31,          |            |
| REVENUES  | 2007               | 2006       |
| Real estate rentals and related revenue                                   | \$ 385,228         | \$ 336,355 |
| Food & beverage sales   | 1,782,562          | 1,786,051  |
| Marina revenues   | 445,188            | 427,814    |
| Spa revenues  | 211,094            | 129,130    |
| Net gain from investments in marketable securities                        | 126,401            | 136,353    |
| Net income from other investments   | 377,093            | 112,818    |
| Interest, dividend and other income                                       | 140,492            | 130,462    |
| Total revenues  | 3,468,058          | 3,058,983  |
| EXPENSES  |                    |            |
| Operating expenses:   |                    |            |
| Rental and other properties   | 136,356            | 175,577    |
| Food and beverage cost of sales   | 472,657            | 530,396    |
| Food and beverage labor and related costs                                 | 345,047            | 335,929    |
| Food and beverage other operating costs                                   | 582,627            | 539,736    |
| Marina expenses   | 250,691            | 260,016    |
| Spa expenses  | 212,343            | 152,285    |
| Depreciation and amortization   | 311,558            | 261,283    |
| Adviser's base fee  | 225,000            | 225,000    |
| General and administrative  | 95,633             | 78,277     |
| Professional fees and expenses  | 81,941             | 78,648     |
| Directors' fees and expenses  | 21,413             | 16,300     |
| Total operating expenses  | 2,735,266          | 2,653,447  |
| Interest expense  | 402,328            | 397,820    |
| Minority partners' interests in operating income of consolidated entities | 37,433             | 34,871     |
| Total expenses  | 3,175,027          | 3,086,138  |
| Income (loss) before income taxes   | 293,031            | (27,155)   |
| Provision for income taxes  | 71,000             | 48,000     |
| Net income (loss)   | \$ 222,031         | (\$75,155) |
| <u>Other comprehensive (loss) income:</u>                                 |                    |            |
| Unrealized (loss) gain on interest rate swap agreement                    | (\$10,000)         | \$ 198,000 |
| Total other comprehensive (loss) income                                   | (10,000)           | 198,000    |
| Comprehensive income  | \$ 212,031         | \$ 122,845 |
| <u>Net Income (loss) Per Common Share:</u>                                |                    |            |
| Basic   | \$ .22             | (\$ .07)   |
| Diluted   | \$ .21             | -          |
| Weighted average common shares outstanding-basic                          | 1,023,955          | 1,050,131  |
| Weighted average common shares outstanding-diluted                        | 1,057,570          | -          |

*See notes to the condensed consolidated financial statements*

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**HMG/COURTLAND PROPERTIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

|  | Three months ended March 31, |            |
|--|------------------------------|------------|
|  | 2007                         | 2006       |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>   |                              |            |
| Net income (loss)  | \$ 222,031                   | (\$75,155) |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: |                              |            |
| Depreciation and amortization  | 311,558                      | 261,283    |
| Net income from other investments  | (377,093)                    | (112,818)  |
| Net gain from investments in marketable securities                                       | (126,401)                    | (136,353)  |
| Minority partners' interest in operating income  | 37,433                       | 34,871     |
| Deferred income tax expense  | 71,000                       | 48,000     |
| Changes in assets and liabilities:   |                              |            |
| Increase in other assets and other receivables   | (117,346)                    | (46,586)   |
| Net proceeds from sales and redemptions of securities                                    | 356,639                      | 791,871    |
| Increase in investments in marketable securities   | (362,208)                    | (217,794)  |
| Increase in accounts payable and accrued expenses  | 70,543                       | 199,592    |
| Total adjustments  | (135,875)                    | 822,066    |
| Net cash provided by operating activities  | 86,156                       | 746,911    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>   |                              |            |
| Purchases and improvements of properties   | (273,923)                    | (839,749)  |
| (Increase) decrease in notes and advances from related parties                           | (9,535)                      | 14,509     |
| Additions in mortgage loans and notes receivables  | (100,548)                    | -          |
| Collections of mortgage loans and notes receivables                                      | 1,127,040                    | 24,303     |
| Distributions from other investments   | 352,589                      | 229,456    |
| Contributions to other investments   | (287,218)                    | (254,525)  |
| Net cash provided by (used in) investing activities                                      | 808,405                      | (826,006)  |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>   |                              |            |
| Additional borrowings, mortgages and notes payables                                      | -                            | 614,777    |
| Repayment of mortgages and notes payables  | (166,127)                    | (34,970)   |
| Purchase of treasury stock   | -                            | (687,120)  |
| Contributions from minority partners   | 279,850                      | 418,608    |
| Net cash provided by financing activities  | 113,723                      | 311,295    |



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|  |    |           |    |           |
|--|----|-----------|----|-----------|
| Net increase in cash and cash equivalents                |    | 1,008,284 |    | 232,200   |
| Cash and cash equivalents at beginning of the period     |    | 2,412,871 |    | 2,350,735 |
| Cash and cash equivalents at end of the period           | \$ | 3,421,155 | \$ | 2,582,935 |
| <b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b> |    |           |    |           |
| Cash paid during the period for interest                 | \$ | 402,000   | \$ | 398,000   |

*See notes to the condensed consolidated financial statements*

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**HMG/COURTLAND PROPERTIES, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

In the opinion of the Company, the accompanying unaudited condensed consolidated financial statements prepared in accordance with instructions for Form 10-QSB, include all adjustments (consisting only of normal recurring accruals) which are necessary for a fair presentation of the results for the periods presented. Certain information and footnote disclosures normally included in the financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed consolidated financial statements be read in conjunction with the Company's Annual Report for the year ended December 31, 2006. The balance sheet as of December 31, 2006 was derived from audited financial statements as of that date. The results of operations for the three months ended March 31, 2007 are not necessarily indicative of the results to be expected for the full year.

The condensed consolidated financial statements include the accounts of HMG/Courtland Properties, Inc. (the "Company") and entities in which the Company owns a majority voting interest or controlling financial interest. All material transactions and balances with consolidated and unconsolidated entities have been eliminated in consolidation or as required under the equity method.

**2. RECENT ACCOUNTING PRONOUNCEMENT**

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities. SFAS No. 159 permits entities to choose to measure eligible financial instruments at fair value. The unrealized gains and losses on items for which the fair value option has been elected should be reported in earnings. The decision to elect the fair value options is determined on an instrument by instrument basis, it should be applied to an entire instrument, and it is irrevocable. Assets and liabilities measured at fair value pursuant to the fair value option should be reported separately in the balance sheet from those instruments measured using another measurement attribute. SFAS No. 159 is effective as of the beginning of the first fiscal year that begins after November 15, 2007. The Company is currently analyzing the potential impact of adoption of SFAS No. 159 to its consolidated financial statements.

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements , ("SFAS 157"). SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The Company does not anticipate adoption of this standard will have a material impact on its consolidated financial statements.

**HMG/COURTLAND PROPERTIES, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Continued)**  
**(Unaudited)**

**3. RESULTS OF OPERATIONS FOR MONTY'S RESTAURANT, MARINA AND OFFICE/RETAIL PROPERTY, COCONUT GROVE, FLORIDA**

The Company, through two 50%-owned entities, Bayshore Landing, LLC ("Landing") and Bayshore Rawbar, LLC ("Rawbar"), (collectively, "Bayshore") owns a restaurant, office/retail and marina property located in Coconut Grove (Miami), Florida known as Monty's (the "Monty's Property").

Summarized combined statement of income for Landing and Rawbar for the three months ended March 31, 2007 and 2006 is presented below (Note: the Company's ownership percentage in these operations is 50%):

| Summarized Combined statements of income<br>Bayshore Landing, LLC and<br>Bayshore Rawbar, LLC | For the three<br>months ended<br>March 31,<br>2007 | For the three<br>months ended<br>March 31,<br>2006 |
|---|--|--|
| <u>Revenues:</u>  |  |  |
| Food and Beverage Sales   | \$ 1,783,000                                       | \$ 1,786,000                                       |
| Marina dockage and related  | 333,000  | 316,000  |
| Retail/mall rental and related  | 93,000   | 73,000   |
| Total Revenues  | 2,209,000  | 2,175,000  |
| <u>Expenses:</u>  |  |  |
| Cost of food and beverage sold  | 473,000  | 530,000  |
| Labor and related costs   | 291,000  | 284,000  |
| Entertainers  | 54,000   | 52,000   |
| Other food and beverage related costs   | 61,000   | 70,000   |
| Other operating costs   | 268,000  | 242,000  |
| Insurance   | 166,000  | 88,000   |
| Management fees   | 101,000  | 93,000   |
| Utilities   | 77,000   | 95,000   |
| Ground rent   | 198,000  | 172,000  |
| Interest  | 244,000  | 240,000  |
| Depreciation  | 157,000  | 109,000  |
| Total Expenses  | 2,090,000  | 1,975,000  |
| Net Income before minority interest   | \$ 119,000   | \$ 200,000   |

**HMG/COURTLAND PROPERTIES, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Continued)**  
**(Unaudited)**

**4. INVESTMENTS IN MARKETABLE SECURITIES**

Investments in marketable securities consist primarily of large capital corporate equity and debt securities in varying industries or issued by government agencies with readily determinable fair values. These securities are stated at market value, as determined by the most recent traded price of each security at the balance sheet date. Consistent with the Company's overall current investment objectives and activities its entire marketable securities portfolio is classified as trading.

Net gain from investments in marketable securities for the three months ended March 31, 2007 and 2006 is summarized below:

| Description  | Three Months Ended<br>March 31, |            |
|--|---------------------------------|------------|
|  | 2007                            | 2006       |
| Net realized gain from sales of securities               | \$ 65,000                       | \$ 29,000  |
| Unrealized net gain in trading securities                | 61,000                          | 107,000    |
| Total net gain from investments in marketable securities | \$ 126,000                      | \$ 136,000 |

For the three months ended March 31, 2007 net realized gain from sales of marketable securities of approximately \$65,000 consisted of approximately \$84,000 of gross gains net of \$19,000 of gross losses. For the three months ended March 31, 2006 net realized gain from sales of marketable securities of approximately \$29,000 consisted of approximately \$164,000 of gross gains net of \$135,000 of gross losses.

Investment 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 net earnings. However, the amount of investment gains or losses on marketable securities for any given period has no predictive value and variations in amount from period to period have no practical analytical value.

**5. OTHER INVESTMENTS**

As of March 31, 2007, the Company has committed to invest approximately \$13.3 million in other investments primarily in private capital funds, of which approximately \$11.5 million has been funded. The carrying value of other investments (which reflects distributions and valuation adjustments) is approximately \$4.5 million as of March 31, 2007.

During the three months ended March 31, 2007 the Company made follow-on contributions to four existing investments totaling approximately \$287,000. During this same period the Company received approximately \$353,000 in distributions.

**HMG/COURTLAND PROPERTIES, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Continued)**  
**(Unaudited)**

Net income from other investments for the three months ended March 31, 2007 and 2006, is summarized below:

|  | 2007       | 2006       |
|--|------------|------------|
| High yield distressed debt fund                                      | \$ 24,000  | \$ 38,000  |
| Venture capital fund - technology                                    | 48,000     | 51,000     |
| Partnership owning diversified businesses                            | 222,000    | -          |
| Partnership owning real estate                                       | 35,000     | -          |
| Others, net  | 14,000     | -          |
| Income from investment in 49% owned affiliate (T.G.I.F. Texas, Inc.) | 34,000     | 24,000     |
| Total net income from other investments                              | \$ 377,000 | \$ 113,000 |

During the three months ended March 31, 2007, the Company received cash distributions primarily consisting of a \$222,000 cash distribution from one investment in a partnership in which one of its portfolio companies made a recapitalization distribution in February 2007. This distribution exceeded the carrying amount of the investment and accordingly was recognized as income.

During the three months ended March 2006, the Company received cash distributions from two funds, one from a high yield distressed debt fund the other from a technology venture fund. These distributions exceeded the carrying amount of the investments and accordingly were recognized as income.

#### **6. DERIVATIVE FINANCIAL INSTRUMENTS**

The Company is exposed to interest rate risk through its borrowing activities. In order to minimize the effect of changes in interest rates, the Company has entered into an interest rate swap contract under which the Company agrees to pay an amount equal to a specified rate of 7.57% times a notional principal approximating the outstanding loan balance, and to receive in return an amount equal to the one month LIBOR rate plus 2.45% times the same notional amount. The Company designated this interest rate swap contract as a cash flow hedge. As of March 31, 2007 the fair value (net of 50% minority interest) was an unrealized loss of \$32,500 and as of December 31, 2006 the fair value (net of 50% minority interest) of the cash flow hedge was an unrealized loss of \$22,500. These amounts have been recorded as other comprehensive loss and will be reclassified to interest expense over the life of the swap contract.

#### **7. SEGMENT INFORMATION**

The Company has three reportable segments: Real estate rentals; Food and Beverage sales; and Other investments and related income. The Real estate and rentals segment primarily includes the leasing of its Grove Isle property, marina dock rentals at both Monty's and Grove Isle marinas, and the leasing of office and retail space at its Monty's property. The Food and Beverage sales segment consists of the Monty's restaurant operation. Lastly, the Other investment and related income segment includes all of the Company's other investments, marketable securities, loans, notes and other receivables and the Grove Isle spa operations which individually do not meet the criteria as a reportable segment.

**HMG/COURTLAND PROPERTIES, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Continued)**  
**(Unaudited)**

**7. SEGMENT INFORMATION (continued)**

|   | For the three months ended March 31, |              |
|---|--------------------------------------|--------------|
|   | <u>2007</u>                          | <u>2006</u>  |
| <u>Net Revenues:</u>                          |                                      |              |
| Real estate and marina rentals                | \$ 830,416                           | \$ 764,169   |
| Food and beverage sales                       | 1,782,562                            | 1,786,051    |
| Other investments and related income          | 855,080                              | 508,763      |
| Total Net Revenues                            | \$ 3,468,058                         | \$ 3,058,983 |
| <br><u>Income (loss) before income taxes:</u> |                                      |              |
| Real estate and marina rentals                | \$ 105,084                           | (\$4,974)    |
| Food and beverage sales                       | 62,503                               | 73,428       |
| Other investments and related income          | 125,444                              | (95,610)     |
| Total income (loss) before income taxes       | \$ 293,031                           | (\$27,155)   |

**8. BASIC AND DILUTED EARNINGS PER SHARE**

Basic and diluted earnings per share for the three months ended March 31, 2007 computed as follows:

|   |             |
|---|-------------|
|   | <u>2007</u> |
| <b><u>Basic:</u></b>  |             |
| Net income  | \$ 222,031  |
| Weighted average shares outstanding   | 1,023,955   |
| Basic earnings per share  | \$ .22      |
|   | <u>2007</u> |
| <b><u>Diluted:</u></b>  |             |
| Net income  | \$ 222,031  |
| Weighted average shares outstanding   | 1,023,955   |
| Plus incremental shares from assumed conversion: Stock options (dilutive shares only) | 33,615      |
| Diluted weighted average common shares  | 1,057,570   |
| Diluted earnings per share  | \$ .21      |

**HMG/COURTLAND PROPERTIES, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Continued)**  
**(Unaudited)**

**9. NOTE RECEIVABLE**

In July 2004 the Company loaned \$1 million to an entity which owned and operated a restaurant in Key West, Florida. In February 2007, the restaurant was sold and the Company was repaid the \$1 million loan plus accrued and unpaid interest of approximately \$26,000.

**10. INCOME TAXES**

We adopted the provisions of Financial Accounting Standards Board (“FASB”) Interpretation No. 48, “Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement No. 109” (“FIN 48”), on January 1, 2007. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise’s financial statements in accordance with FASB Statement 109, “Accounting for Income Taxes”, and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

Based on our evaluation, we have concluded that there are no significant uncertain tax positions requiring recognition in our financial statements. Our evaluation was performed for the tax years ended December 31, 2003, 2004, 2005 and 2006, the tax years which remain subject to examination by major tax jurisdictions as of March 31, 2007.

We may from time to time be assessed interest or penalties by major tax jurisdictions, although any such assessments historically have been minimal and immaterial to our financial results. In the event we have received an assessment for interest and/or penalties, it has been classified in the financial statements as selling, general and administrative expense.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### RESULTS OF OPERATIONS

The Company reported net income of approximately \$222,000 (or \$.22 per basic share and \$.21 per diluted share) for the three months ended March 31, 2007. This is as compared with a net loss of approximately \$75,000 (or \$.07 per share) for the three months ended March 31, 2006.

As discussed further below, total revenues for the three months ended March 31, 2007 as compared with the same period in 2006, increased by approximately \$409,000 or 13%. Total expenses for the three months ended March 31, 2007, as compared with the same period in 2006, increased by approximately \$89,000 or 3%.

### REVENUES

Rentals and related revenues for the three months ended March 31, 2007 as compared with the same period in 2006 increased by \$49,000 (14%). Approximately \$30,000 of the increase was due to increased rental revenue from the Grove Isle property as a result of inflation adjustments as provided in the lease. The remaining increase was the result of increase rental revenue from the Monty's retail space.

#### Restaurant operations:

A summarized statement of income for the Company's Monty's restaurant for the three months ended March 31, 2007 and 2006 is presented below:

| Summarized statement of income of Monty's restaurant | Three months ended March 31, 2007 | Percentage of sales | Three months ended March 31, 2006 | Percentage of sales |
|--|-----------------------------------|---------------------|-----------------------------------|---------------------|
| <u>Revenues:</u>                                     |                                   |                     |                                   |                     |
| Food and Beverage Sales                              | \$1,783,000                       | 100%                | \$1,786,000                       | 100%                |
| <u>Expenses:</u>                                     |                                   |                     |                                   |                     |
| Cost of food and beverage sold                       | 473,000                           | 26.5%               | 530,000                           | 29.7%               |
| Labor, entertainment and related costs               | 345,000                           | 19.4%               | 336,000                           | 18.8%               |
| Other food and beverage direct costs                 | 61,000                            | 3.4%                | 70,000                            | 3.9%                |
| Insurance  | 87,000                            | 4.9%                | 46,000                            | 2.6%                |
| Management fees                                      | 81,000                            | 4.5%                | 81,000                            | 4.5%                |
| Utilities  | 49,000                            | 2.8%                | 52,000                            | 2.9%                |
| Rent (as allocated)                                  | 167,000                           | 9.4%                | 168,000                           | 9.4%                |
| Other  | 138,000                           | 7.7%                | 123,000                           | 6.9%                |
| Total Expenses                                       | 1,401,000                         | 78.6%               | 1,406,000                         | 78.7%               |
| Income before depreciation and minority interest     | \$382,000                         | 21.4%               | \$380,000                         | 21.3%               |

Restaurant sales were consistent with last year as favorable weather conditions were experienced during the three months ended March 31, 2007 much like during the same period in 2006. Cost of sales improved over last year primarily due to decreased cost of beverages due to less beer spoilage. Insurance expense increased in 2007 by almost 50% over 2006 as a result of general insurance premium increases being experienced by across the board in South Florida.





**Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)**

Marina operations:

Summarized and combined statements of income for marina operations:  
(The Company owns 50% of the Monty's marina and 95% of the Grove Isle marina)

|   | Combined<br>marina<br>operations<br>Three<br>months<br>ended March | Combined<br>marina<br>operations<br>Three<br>months<br>ended March |
|---|--|--|
|   | 31,<br>2007  | 31,<br>2006  |
| Summarized statement of income<br>of marina operations        |  |  |
| <u>Revenues:</u>  |  |  |
| Dockage fees and related income                               | \$333,000  | \$315,000  |
| Grove Isle marina slip owners dues                            | 112,000  | 113,000  |
| Total marina revenues   | 445,000  | 428,000  |
| <u>Expenses:</u>  |  |  |
| Labor and related costs                                       | 58,000   | 54,000   |
| Insurance   | 50,000   | 40,000   |
| Management fees   | 16,000   | 9,000  |
| Utilities   | 17,000   | 35,000   |
| Bay bottom lease  | 63,000   | 59,000   |
| Repairs and maintenance                                       | 27,000   | 39,000   |
| Other   | 20,000   | 24,000   |
| Total Expenses  | 251,000  | 260,000  |
| Income before interest, depreciation<br>and minority interest | \$194,000  | \$168,000  |

The Monty's Marina dockage fee and related revenues for the three months ended March 31, 2007 as compared to the same period in 2006 increased by approximately \$18,000 or 4%. This was the result of increased dockage activity in 2007. Utilities expense for the three months ended March 31, 2007 as compared with 2006 decreased by \$18,000 or approximately 50% due to increased electrical pass through charges to marina tenants in 2007 versus 2006.

Spa operations:

Below are summarized statements of income for Grove Isle spa operations for the three months ended March 31, 2007 and 2006. The Company owns 50% of the Grove Isle Spa with the other 50% owned by an affiliate of the Noble House Resorts, the tenant of the Grove Isle Resort:

|   | Three<br>months<br>ended March | Three<br>months<br>ended March |
|---|--------------------------------|--------------------------------|
|   | 31,<br>2007                    | 31,<br>2006                    |
| Summarized statement of income<br>of spa operations |                                |                                |
| <u>Revenues:</u>                                    |                                |                                |
| Services provided                                   | \$198,000                      | \$116,000                      |
| Membership and other                                | 13,000                         | 13,000                         |
| Total spa revenues                                  | 211,000                        | 129,000                        |

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Expenses:

|  |           |            |
|--|-----------|------------|
| Cost of sales (commissions and other)                    | 64,000    | 33,000     |
| Salaries, wages and related                              | 74,000    | 38,000     |
| Other operating expenses                                 | 46,000    | 41,000     |
| Management and administrative fees                       | 15,000    | 10,000     |
| Pre-opening and start up costs                           | -         | 20,000     |
| Other non-operating expenses                             | 13,000    | 10,000     |
| Total Expenses   | 212,000   | 152,000    |
| Loss before interest, depreciation and minority interest | (\$1,000) | (\$23,000) |

(11)

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**Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)**

Spa revenues for the three months ended March 31, 2007 as compared with the same period in 2006 increased by \$82,000 or 63%. The spa is benefiting from increased occupancy and overall improved operations at the Grove Isle resort during 2007. In order to better serve its customers, beginning in 2007 the spa is utilizing full-time employees to provide spa services versus on-call contractors previously used.

Net gain from investments in marketable securities:

Net gain from investments in marketable securities for the three months ended March 31 2007 was a gain of approximately \$126,000, as compared with a net gain from investments in marketable securities of approximately \$136,000 for the same period in 2006. For further details refer to Note 4 to Condensed Consolidated Financial Statements (unaudited).

Net income from other investments:

Net income from other investments for the three months ended March 31, 2007 was approximately \$377,000 as compared with net income of approximately \$113,000 for the same period in 2006. The increase in income was primarily from a cash distribution from an investment in a partnership owning diversified businesses.. For further details refer to Note 5 to Condensed Consolidated Financial Statements (unaudited).

Interest, dividend and other income:

Interest and dividend income for the three months ended March 31, 2007 was approximately \$140,000 as compared with approximately \$130,000, for the same period in 2006. The increase from last year of \$10,000 (or 8%) was primarily due to increased income from loans, notes and other receivables.

**EXPENSES**

Expenses for rental and other properties for the three months ended March 31, 2007 decreased by approximately \$39,000 (or 22%) as compared to that for the three months ended March 31, 2006. This decrease was primarily due to a 2006 non-recurring management fee of \$100,000 paid to the manager of the HMG-Fieber joint venture which sold its last property in August 2005. This decrease was partially offset by increased insurance expense of the Monty's retail mall of approximately \$28,000.

For comparisons of all food and beverage related expenses refer to Restaurant Operations (above) summarized statement of income for Monty's restaurant.

For comparisons of all marina related expenses refer to Marina Operations (above) for summarized and combined statements of income for marina operations.

For comparisons of all spa related expenses refer to Spa Operations (above) for summarized statements of income for spa operations.

Depreciation and amortization expense for the three months ended March 31, 2007 increased by approximately \$50,000 (or 19%) primarily due to the completion of improvements to the Monty's property placed in service in the fourth quarter of 2006.

**Management's Discussion and Analysis of Financial  
Condition and Results of Operations (continued)**

**EFFECT OF INFLATION:**

Inflation affects the costs of operating and maintaining the Company's investments. In addition, rentals under certain leases are based in part on the lessee's sales and tend to increase with inflation, and certain leases provide for periodic adjustments according to changes in predetermined price indices.

**LIQUIDITY, CAPITAL EXPENDITURE REQUIREMENTS AND CAPITAL RESOURCES**

The Company's material commitments in 2007 primarily consist of maturities of debt obligations of approximately \$4.4 million and commitments to fund private capital investments of approximately \$1.9 million due upon demand. The funds necessary to meet these obligations are expected to be available from the proceeds of sales of properties or investments, refinancing, distributions from investments and available cash. The majority of maturing debt obligations for 2007 is a note payable to the Company's 49% owned affiliate, T.G.I.F. Texas, Inc. ("TGIF") of approximately \$3.7 million. This amount is due on demand. The obligation due to TGIF will be paid with funds available from distributions from the Company's investment in TGIF and from available cash.

**MATERIAL COMPONENTS OF CASH FLOWS**

For the three months ended March 31, 2007, net cash provided by operating activities was approximately \$86,000. Included in this amount are proceeds and redemptions of marketable securities of \$357,000 offset by increased investments in marketable securities of approximately \$362,000.

For the three months ended March 31, 2007, net cash provided by investing activities was approximately \$808,000. This consisted primarily of approximately \$1.1 million in collections of mortgage loans and notes receivable, partially offset by improvements to the Monty's property of approximately \$274,000.

For the three months ended March 31, 2007, net cash provided by financing activities was approximately \$114,000. This consisted of \$280,000 of contributions from minority partners partially offset by \$166,000 of repayments of mortgages and notes payable.

**Item 3. Controls and Procedures**

(a) Evaluation of Disclosure Controls and Procedures.

Our Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in the Securities Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this Quarterly Report on Form 10-QSB have concluded that, based on such evaluation, our disclosure controls and procedures were adequate and designed to ensure that material information relating to us and our consolidated subsidiaries, which we are required to disclose in the reports we file or submit under the Securities Exchange Act of 1934, was made known to them by others within those entities and reported within the time periods specified in the SEC's rules and forms.

(b) There were no significant changes in the Company's internal controls or in other factors that could significantly affect these controls during the quarter covered by this report or from the end of the reporting period to the date of this Form 10-QSB.

**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings:** None.

**Item 2. Changes in Securities and Small Business Issuers Purchase of Equity Securities:** None.

**Item 3. Defaults Upon Senior Securities:** None.

**Item 4. Submission of Matters to a Vote of Security Holders:** None

**Item 5. Other Information:** None

**Item 6. Exhibits and Reports on Form 8-K:**

(a) Certifications pursuant to 18 USC Section 1350-Sarbanes-Oxley Act of 2002. Filed herewith.

(b) Reports on Form 8-K filed for the quarter ended March 31, 2007: None.

SIGNATURES

Pursuant to the requirements 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.

HMG/COURTLAND PROPERTIES,  
INC.

Dated: May 15, 2007

/s/ Lawrence Rothstein  
President, Treasurer and Secretary  
Principal Financial Officer

Dated: May 15, 2007

/s/ Carlos Camarotti  
Vice President- Finance and  
Controller  
Principal Accounting Officer

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