

Edgar Filing: HMG COURTLAND PROPERTIES INC - Form 10QSB

HMG COURTLAND PROPERTIES INC  
Form 10QSB  
May 14, 2004

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, 2004  
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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 59-1914299  
-----

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer  
Identification No.)

1870 S. Bayshore Drive, Coconut Grove, Florida 33133  
-----  
(Address of principal executive offices) (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 x No

APPLICABLE ONLY TO CORPORATE ISSUERS:

State the number of shares outstanding of each of the issuer's classes of common

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equity, as of the latest practicable date.

1,089,135 Common shares were outstanding as of April 30, 2004.

HMG/COURTLAND PROPERTIES, INC.

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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;

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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, 2004 -----	December 31, 2003 -----
ASSETS (UNAUDITED)		
Investment properties, net of accumulated depreciation:		
Commercial and industrial	\$ 2,580,839	\$ 2,611,777
Hotel and club facility	4,114,751	4,212,734
Yacht slips	140,349	169,073
Land held for development	1,083,855	1,083,855
	-----	-----
Total investment properties, net	7,919,794	8,077,439
Cash and cash equivalents	2,029,742	2,624,643
Investments in marketable securities	5,849,147	4,892,908
Other investments	4,830,146	5,048,016
Investment in affiliate	2,947,077	2,926,326
Loans, notes and other receivables	973,081	1,015,118
Notes and advances due from related parties	987,224	1,003,243
Deferred taxes	416,000	478,000
Other assets	245,965	234,036
	-----	-----
TOTAL ASSETS	\$ 26,198,176	\$ 26,299,729
	=====	=====
LIABILITIES		
Mortgages and notes payable	\$ 8,051,799	\$ 8,086,227
Accounts payable and accrued expenses	322,582	229,461
	-----	-----
TOTAL LIABILITIES	8,374,381	8,315,688
Minority interests	324,419	322,193
	-----	-----
STOCKHOLDERS' EQUITY		
Preferred stock, \$1 par value; 2,000,000 shares		

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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; 1,315,635 shares issued and outstanding	1,315,635	1,315,635
Additional paid-in capital	26,571,972	26,571,972
Undistributed gains from sales of properties, net of losses	39,526,129	39,478,523
Undistributed losses from operations	(47,996,496)	(47,786,418)
	-----	-----
	19,417,240	19,579,712
Less: Treasury stock, at cost (226,500 shares)	(1,659,114)	(1,659,114)
Notes receivable from exercise of stock options	(258,750)	(258,750)
	-----	-----
TOTAL STOCKHOLDERS' EQUITY	17,499,376	17,661,848
	-----	-----
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 26,198,176	\$ 26,299,729
	=====	=====

See notes to the condensed consolidated financial statements

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HMG/COURTLAND PROPERTIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	Three months ended March 31	
	2004	2003
	----	----
REVENUES		
Real estate rentals and related revenue	\$ 428,488	\$ 411,823
Marina revenues	116,678	123,569
Net gain (loss) from investments in marketable securities	114,249	(24,645)
Net (loss) gain from other investments	(47,899)	68,629
Interest, dividend and other income	79,041	62,933
	-----	-----
Total	690,557	642,309
EXPENSES		
Operating expenses:		
Rental and other properties	123,630	147,410
Marina expenses	112,114	94,544
Depreciation and amortization	144,325	146,935
Adviser's base fee	225,000	225,000
General and administrative	78,065	73,130
Professional fees and expenses	29,183	45,096

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Directors' fees and expenses	16,953	11,800
	-----	-----
Total operating expenses	729,270	743,915
Interest expense	112,720	126,977
Minority partners' interests in operating (loss) gain of consolidated entities	(3,355)	50
	-----	-----
Total expenses	838,635	870,942
	-----	-----
Loss before sales of properties and income taxes	(148,078)	(228,633)
Gain on sales of properties, net	47,606	39,144
	-----	-----
Loss before income taxes	(100,472)	(189,489)
Provision for income taxes	62,000	7,000
	-----	-----
Net Loss	(\$ 162,472)	(\$ 196,489)
	=====	=====
Net Loss Per Common Share:		
Basic and diluted	(\$ 0.15)	(\$ 0.18)
	=====	=====
Weighted average common shares outstanding:	1,089,135	1,089,135
	=====	=====

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, 2004	2003
	-----	-----
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	(\$ 162,472)	(\$ 196,489)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	144,325	146,935
Net loss (gain) from other investments	47,899	(68,629)
Gain on sales of properties, net	(47,606)	(39,144)
Net (gain) loss from investments in marketable securities	(114,249)	24,645
Minority partners' interest in operating (losses) gains	(3,355)	50

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Deferred income tax expense	62,000	7,000
Changes in assets and liabilities:		
Increase in other assets and other receivables	(74,208)	(21,747)
Net proceeds from sales and redemptions of securities	817,106	736,179
Decrease in sales of securities pending delivery	--	(8,369)
Increased investments in marketable securities	(1,659,096)	(157,774)
Increase in accounts payable and accrued expenses	93,120	120,202
Decrease in other liabilities	--	(673,626)
	-----	-----
Total adjustments	(734,064)	65,722
	-----	-----
Net cash used in operating activities	(896,536)	(130,767)
	-----	-----
 CASH FLOWS FROM INVESTING ACTIVITIES:		
Net proceeds from disposals of properties	69,752	45,000
Decrease in notes and advances from related parties	16,019	396,498
Net decrease in mortgage loans and notes receivables	97,998	107,405
Distributions from other investments	442,294	270,595
Contributions to other investments	(290,000)	(89,820)
	-----	-----
Net cash provided by investing activities	336,063	729,678
	-----	-----
 CASH FLOWS FROM FINANCING ACTIVITIES:		
Repayment of mortgages and notes payables	(34,428)	(28,060)
	-----	-----
Net cash used in financing activities	(34,428)	(28,060)
	-----	-----
Net (decrease) increase in cash and cash equivalents	(594,901)	570,851
Cash and cash equivalents at beginning of the period	2,624,643	1,863,534
	-----	-----
Cash and cash equivalents at end of the period	\$ 2,029,742	\$ 2,434,385
	=====	=====
 SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the period for interest	\$ 113,000	\$ 127,000
	=====	=====
Cash paid during the period for income taxes	--	--
	=====	=====

See notes to condensed consolidated financial statements

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(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 10QSB, 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, 2003. The balance sheet as of December 31, 2003 was derived from audited financial statements as of that date. The results of operations for the three months ended March 31, 2004 are not necessarily indicative of the results to be expected for the full year.

## 2. RECENT ACCOUNTING PRONOUNCEMENTS. -----

During April 2003, the FASB issued SFAS 149 - "Amendment of Statement 133 on Derivative Instruments and Hedging Activities", effective for contracts entered into or modified after June 30, 2003, except as stated below and for hedging relationships designated after June 30, 2003. In addition, except as stated below, all provisions of this Statement should be applied prospectively. The provisions of this Statement that relate to Statement 133 Implementation Issues that have been effective for fiscal quarters that began prior to June 15, 2003, should continue to be applied in accordance with their respective effective dates. In addition, paragraphs 7(a) and 23(a), which relate to forward purchases or sales of then-issued securities or other securities that do not yet exist, should be applied to both existing contracts and new contracts entered into after June 30, 2003. The Company does not participate in such transactions, and accordingly, adoption of this statement did not have a material effect on the Company's financial statements.

During May 2003, the FASB issued SFAS 150 - "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity", effective for financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. This Statement establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. It requires that an issuer classify a freestanding financial instrument that is within its scope as a liability (or an asset in some circumstances). Many of those instruments were previously classified as equity. Some of the provisions of this Statement are consistent with the current definition of liabilities in FASB Concepts Statement No. 6, "Elements of Financial Statements". The Company does not participate in such transactions, and accordingly, adoption of this statement did not have a material effect on the Company's financial statements.

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

In January 2003, the FASB issued FASB Interpretation No. 46 ("FIN 46"), "Consolidation of Variable Interest Entities." FIN 46 clarifies the application of Accounting Research Bulletin No. 51, "Consolidated Financial Statements," to certain entities in which equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. FIN 46 applies immediately to variable interest entities ("VIE's") created after January 31, 2003, and to VIE's in which an enterprise obtains an interest after that date. On October 9, 2003 the FASB issued FASB Staff Position No. FIN 46-6 "Effective Date of FASB Interpretation No.46 Consolidation of Variable Interest Entities," which defers the implementation date for public entities that hold an interest in a variable interest entity or potential variable interest entity from the first fiscal year or interim period beginning after June 15, 2003 to the end of the first interim or annual period ending after December 15, 2003. This deferral applies only if 1) the variable interest entity was created before February 1, 2003 and 2) the public entity has not issued financial statements reporting that variable interest entity in accordance with FIN 46, other than disclosures required by paragraph 26 of FIN 46. The adoption of FIN 46 did not have a material impact on the Company's financial position, liquidity or results of operations.

### 3. GAIN ON SALES OF PROPERTIES

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For the three months ended March 31, 2004 Grove Isle Yacht Club Associates (GIYCA) sold one yacht slip located in Miami, Florida resulting in a net gain to the Company of approximately \$48,000.

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

### 4. INVESTMENTS IN MARKETABLE SECURITIES

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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 (loss) from investments in marketable securities for the three months ended March 31, 2004 and 2003 is summarized below:



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Three Months Ended March 31,

Description	2004	2003
Net realized loss from sales of securities	(\$ 8,000)	(\$ 36,000)
Unrealized net gain in trading securities	122,000	41,000
Net change in sales of securities pending delivery	--	(30,000)
Total net gain (loss) from investments in marketable securities	\$ 114,000	(\$ 25,000)

For the three months ended March 31, 2004 net realized loss from sales of marketable securities of approximately \$8,000 consisted of approximately \$79,000 of gross losses net of \$71,000 of gross gains. For the three months ended March 31, 2003 net realized loss from sales of marketable securities of approximately \$36,000 consisted of approximately \$49,000 of gross losses net of \$13,000 of gross gains.

Net change in sales of securities pending delivery in 2003 represents the changes in the market value of those securities and the delivery of securities to realize gain or loss from these transactions. There are no remaining sales of securities pending delivery in 2004.

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.

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

5. OTHER INVESTMENTS

As of March 31, 2004, the Company has committed to invest approximately \$10 million in other investments primarily in private capital funds, of which approximately \$8.7 million has been funded. The carrying value of other investments (which reflects distributions and valuation adjustments) is approximately \$4.9 million. During the three months ended March 31, 2004 the Company has made follow-on contributions to four existing investments of approximately \$290,000 and has received approximately \$442,000 in distributions from other investments. The distributions in 2004 primarily consisted of one return of capital distribution in the amount of \$306,000 from an investment in a partnership which recapitalized one of its operating businesses and distributed the proceeds to its partners.

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Net (loss) gain from other investments for the three months ended March 31, 2004 and 2003, is summarized below:

	2004	2003
	-----	-----
Real estate development and operation	\$ 38,000	\$ 59,000
Venture capital fund - technology	(104,000)	
Income from investment in 49% owned affiliate (T.G.I.F. Texas, Inc.)	21,000	13,000
Others, net	(3,000)	(3,000)
	-----	-----
Total net (loss) gain from other investments	(\$ 48,000)	\$ 69,000
	=====	=====

In March 2004, the Company reduced the carrying value of one of its investments in a venture capital fund by \$104,000. This fund experienced a decline in the market value of its holdings in publicly-traded companies having a concentration in technology and communications.

### 6. MORTGAGES AND NOTES PAYABLE

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Included in mortgages and notes payable as of March 31, 2004 and December 31, 2003 is approximately \$3.7 million of notes payable to a 49%-owned affiliate, T.G.I.F. Texas, Inc., as previously disclosed.

### 7. SUBSEQUENT EVENT - SALE OF SHOPPING CENTER

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In April 2004, the Company sold its shopping center located near Jacksonville, Florida for approximately \$3.9 million. The Company projects a gain on the sale of approximately \$1.8 million.

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

### RESULTS OF OPERATIONS

-----

The Company reported a net loss of approximately \$162,000 (or \$.15 per share) for the three months ended March 31, 2004. This is as compared with a net loss of approximately \$196,000 (or \$.18 per share) for the three months ended March 31, 2003. Total revenues for the three months ended March 31, 2004 as compared with the same period in 2003, increased by approximately \$48,000 or 7%. Total expenses for the three months ended March 31, 2004, as compared with the same periods in 2003, decreased by approximately \$32,000 or 4%. Gain on sales of properties for the three months ended March 31, 2004 was approximately \$48,000

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as compared with gains of approximately \$39,000 for the three months ended March 31, 2003.

### REVENUES

Rentals and related revenues for the three months ended March 31, 2004 as compared with the same comparable period in 2003 increase slightly (4%) primarily due to consumer price index adjustments to base rent.

Marina revenues for the three months ended March 31, 2004 as compared with the same comparable period in 2003 decreased slightly (5%) primarily due to reduced transient rental income as a result of the sale of yacht slips in the prior year.

Net gain from investments in marketable securities for the three months ended March 31, 2004 was approximately \$114,000 as compared with a net loss of approximately \$25,000 for the same comparable three month period in 2003. See discussion in Note 4 to Condensed Consolidated Financial Statements (unaudited).

Net loss from other investments for the three months ended March 31, 2004 was approximately \$48,000 as compared with a net gain of approximately \$69,000 for the same three month comparable period in 2003. See discussion in Note 5 to Condensed Consolidated Financial Statements (unaudited).

Interest and dividend income for the three months ended March 31, 2004 was approximately \$79,000 as compared with approximately \$63,000 for the same three month comparable period in 2003. This increase of approximately \$16,000 (or 26%) was primarily due to an increase in debt security investments that yield interest income.

### EXPENSES

Rental and other properties expenses for the three months ended March 31, 2004 decreased by approximately \$24,000 (or 16%) as compared that for the three months ended March 31, 2003. This was primarily the result of a non-recurring repair to the Grove Isle property in 2003 of approximately \$18,000.

Marina expenses for the three months ended March 31, 2004 increased by approximately \$18,000 or 19% as compared with the same comparable three month period in 2003 primarily due to increased insurance expense as a result of the reinstatement of windstorm coverage at the Grove Isle Marina in 2004.

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

Professional fees expense decreased by approximately \$16,000 (or 35%) for the three months ended March 31, 2004 as compared with the same period in 2003 primarily as a result of a reduction in the Company auditing and tax preparation fees due to the change in accountants, as previously reported.

Interest expense decreased by approximately \$14,000 (or 11%) for the three months ended March 31, 2004 as compared with the same period in 2003 primarily as a result the overall reduction in outstanding debt.

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### 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 2004 primarily consist of maturities of debt obligations of approximately \$3.8 million and commitments to fund private capital investments of approximately \$1.3 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 2004 is a note payable to the Company's 49% owned affiliate, T.G.I.F. Texas, Inc. ("TGIF") of approximately \$3.6 million. This amount is due on demand. It is expected that this obligation when due to TGIF would be paid with funds available from distributions from its investment in TGIF and from available cash.

### MATERIAL COMPONENTS OF CASH FLOWS

-----  
For the three months ended March 31, 2004, net cash used in operating activities was approximately \$896,000. Included in this amount is an increase in investments of marketable securities of approximately \$1.7 million less proceeds from sales of marketable securities of approximately \$817,000.

For the three months ended March 31, 2004, net cash provided by investing activities was approximately \$336,000. This was comprised primarily of distributions from other investments of approximately \$442,000, repayments of mortgage loans and notes receivable of approximately \$98,000 and proceeds from sales of properties of approximately \$70,000. These sources of cash were partially offset by contributions to other investments of \$290,000.

For the three months ended March 31, 2004, net cash used in financing activities was approximately \$34,000 consisting of repayments of mortgages and notes payable.

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### Item 3. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures. Our Chief Executive Officer and Chief Financial, , after evaluating the effectiveness of our disclosure controls and procedures (as defined in the 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 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

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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, 2004: On March 23, 2004 the Company filed Form 8-K reporting the election of Mr. Clinton Stuntebeck as a director of the Company, to hold office until the next Annual Meeting of Shareholders.

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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 14, 2004

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

Dated: May 14, 2004

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

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