

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2012

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 1-10153

HOMEFED CORPORATION

(Exact name of registrant as specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

33-0304982
(I.R.S. Employer
Identification Number)

1903 Wright Place, Suite 220, Carlsbad, California
(Address of principal executive offices)

92008
(Zip Code)

(760) 918-8200

(Registrant's telephone number, including area code)

N/A

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

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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this Chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES NO

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

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:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. On November 5, 2012, there were 7,879,500 outstanding shares of the Registrant's Common Stock, par value \$.01 per share.

Part I -FINANCIAL INFORMATION

Item 1. Financial Statements.

HOMEFED CORPORATION AND SUBSIDIARIES

Consolidated Balance Sheets

September 30, 2012 and December 31, 2011

(Dollars in thousands, except par value)

| | September 30, 2012 (Unaudited) | December 31, 2011 |
|---|--------------------------------------|----------------------|
| <u>ASSETS</u> | | |
| Real estate | \$ 113,174 | \$ 92,626 |
| Cash and cash equivalents | 18,025 | 40,820 |
| Investments available for sale (amortized cost of \$39,090 and \$43,296) | 39,094 | 43,297 |
| Accounts receivable, deposits and other assets | 7,430 | 1,158 |
| Net deferred tax asset | 10,518 | 10,852 |
| TOTAL | \$ 188,241 | \$ 188,753 |
| <u>LIABILITIES</u> | | |
| Accounts payable and accrued liabilities | \$ 4,478 | \$ 3,120 |
| Non-refundable option payments | 10 | 350 |
| Liability for environmental remediation | 8,130 | 8,972 |
| Deferred revenue | 373 | - |
| Income taxes payable | - | 1,727 |
| Other liabilities | 138 | 155 |
| | 13,129 | 14,324 |
| <u>COMMITMENTS AND CONTINGENCIES</u> | | |
| <u>EQUITY</u> | | |
| Common stock, \$.01 par value; 25,000,000 shares authorized; 7,879,500 shares outstanding, after deducting 395,409 shares held in treasury | 79 | 79 |
| Additional paid-in capital | 376,461 | 376,332 |
| Accumulated other comprehensive income | 3 | 1 |
| Accumulated deficit | (218,468) | (218,706) |
| Total HomeFed Corporation common shareholders' equity | 158,075 | 157,706 |
| Noncontrolling interest | 17,037 | 16,723 |
| Total equity | 175,112 | 174,429 |
| TOTAL | \$ 188,241 | \$ 188,753 |

See notes to interim consolidated financial statements.

HOMEFED CORPORATION AND SUBSIDIARIES

Consolidated Statements of Operations

For the three and nine month periods ended September 30, 2012 and 2011

(In thousands, except per share amounts)

(Unaudited)

| | For the Three Month Period Ended September 30, | | For the Nine Month Period Ended September 30, | |
|---|---|-----------------|--|----------------|
| | <u>2012</u> | <u>2011</u> | <u>2012</u> | <u>2011</u> |
| <u>REVENUES</u> | | | | |
| Sales of real estate | \$ 3,971 | \$ 2,333 | \$ 7,321 | \$ 9,753 |
| Farming revenues | 4,962 | 4,733 | 4,962 | 4,733 |
| Rental income | 130 | 132 | 384 | 346 |
| Co-op marketing and advertising fees | 75 | 48 | 293 | 128 |
| | <u>9,138</u> | <u>7,246</u> | <u>12,960</u> | <u>14,960</u> |
| <u>EXPENSES</u> | | | | |
| Cost of sales | 2,632 | 831 | 3,264 | 4,850 |
| General and administrative expenses | 2,058 | 1,823 | 5,909 | 6,025 |
| Farming expenses | 991 | 935 | 2,618 | 2,493 |
| Administrative services fees to Leucadia National Corporation | 45 | 45 | 135 | 135 |
| | <u>5,726</u> | <u>3,634</u> | <u>11,926</u> | <u>13,503</u> |
| Income from operations | 3,412 | 3,612 | 1,034 | 1,457 |
| Interest and other income | <u>30</u> | <u>52</u> | <u>82</u> | <u>345</u> |
| Income before income taxes and noncontrolling interest | 3,442 | 3,664 | 1,116 | 1,802 |
| Income tax provision | <u>(1,476)</u> | <u>(1,579)</u> | <u>(564)</u> | <u>(836)</u> |
| Net income | 1,966 | 2,085 | 552 | 966 |
| Net income (loss) attributable to the noncontrolling interest | <u>(62)</u> | <u>206</u> | <u>314</u> | <u>429</u> |
| Net income attributable to HomeFed Corporation common shareholders | <u>\$ 2,028</u> | <u>\$ 1,879</u> | <u>\$ 238</u> | <u>\$ 537</u> |
| Basic and diluted earnings per common share attributable to HomeFed Corporation common shareholders | <u>\$ 0.26</u> | <u>\$ 0.24</u> | <u>\$ 0.03</u> | <u>\$ 0.07</u> |

See notes to interim consolidated financial statements.

HOMEFED CORPORATION AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income (Loss)
For the periods ended September 30, 2012 and 2011
(In thousands)
(Unaudited)

| | For the Three Month Period Ended September 30, | | For the Nine Month Period Ended September 30, | |
|---|---|-----------------|--|---------------|
| | <u>2012</u> | <u>2011</u> | <u>2012</u> | <u>2011</u> |
| Net income | \$ 1,966 | \$ 2,085 | \$ 552 | \$ 966 |
| Other comprehensive income (loss): | | | | |
| Net unrealized holding gains (losses) on investments arising during the period, net of taxes of \$0, \$(2), \$1 and \$(2) | <u>2</u> | <u>(4)</u> | <u>2</u> | <u>(3)</u> |
| Net change in unrealized holding gains (losses) on investments, net of taxes of \$0, \$(2), \$1 and \$(2) | <u>2</u> | <u>(4)</u> | <u>2</u> | <u>(3)</u> |
| Other comprehensive income (loss), net of income taxes | <u>2</u> | <u>(4)</u> | <u>2</u> | <u>(3)</u> |
| Comprehensive income | <u>1,968</u> | <u>2,081</u> | <u>554</u> | <u>963</u> |
| Comprehensive (income) loss attributable to the noncontrolling interest | <u>62</u> | <u>(206)</u> | <u>(314)</u> | <u>(429)</u> |
| Comprehensive income attributable to HomeFed Corporation common shareholders | <u>\$ 2,030</u> | <u>\$ 1,875</u> | <u>\$ 240</u> | <u>\$ 534</u> |

See notes to interim consolidated financial statements.

HOMEFED CORPORATION AND SUBSIDIARIES

Consolidated Statements of Changes in Equity

For the nine month periods ended September 30, 2012 and 2011

(In thousands, except par value)

(Unaudited)

| | HomeFed Corporation Common Shareholders | | | | | | |
|--|---|----------------------------------|---|------------------------|------------------|----------------------------|------------------|
| | Common Stock \$.01 Par Value | Additional Paid-In Capital | Accumulated Other Comprehensive Income | Accumulated Deficit | Subtotal | Noncontrolling Interest | Total |
| Balance, January 1, 2011 | \$ 79 | \$376,110 | \$ 3 | \$(223,197) | \$152,995 | \$ 15,117 | \$168,112 |
| Net income | | | | 537 | 537 | 429 | 966 |
| Other comprehensive loss, net of taxes | | | (3) | | (3) | | (3) |
| Share-based compensation expense | | 169 | | | 169 | | 169 |
| Balance, September 30, 2011 | <u>\$ 79</u> | <u>\$376,279</u> | <u>\$ -</u> | <u>\$(222,660)</u> | <u>\$153,698</u> | <u>\$ 15,546</u> | <u>\$169,244</u> |
| Balance, January 1, 2012 | \$ 79 | \$376,332 | \$ 1 | \$(218,706) | \$157,706 | \$ 16,723 | \$174,429 |
| Net income | | | | 238 | 238 | 314 | 552 |
| Other comprehensive income, net of taxes | | | 2 | | 2 | | 2 |
| Share-based compensation expense | | 129 | | | 129 | | 129 |
| Balance, September 30, 2012 | <u>\$ 79</u> | <u>\$376,461</u> | <u>\$ 3</u> | <u>\$(218,468)</u> | <u>\$158,075</u> | <u>\$ 17,037</u> | <u>\$175,112</u> |

HOMEFED CORPORATION AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the nine month periods ended September 30, 2012 and 2011

(In thousands)

(Unaudited)

| | <u>2012</u> | <u>2011</u> |
|---|------------------|------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net income | \$ 552 | \$ 966 |
| Adjustments to reconcile net income to net cash used for operating activities: | | |
| Provision for deferred income taxes | 333 | 959 |
| Share-based compensation expense | 129 | 169 |
| Depreciation and amortization of property, equipment and leasehold improvements | 185 | 183 |
| Accretion of discount on investments available for sale | (28) | (41) |
| Changes in operating assets and liabilities: | | |
| Real estate | (3,279) | 29 |
| Accounts receivable, deposits and other assets | (6,339) | (4,913) |
| Non-refundable option payments | (340) | 1,350 |
| Accounts payable and accrued liabilities | 1,358 | (998) |
| Liability for environmental remediation | (842) | (535) |
| Income taxes receivable/payable | (1,769) | (2,209) |
| Deferred revenue | 373 | - |
| Other liabilities | (17) | (98) |
| Net cash used for operating activities | <u>(9,684)</u> | <u>(5,138)</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Acquisition of real estate | (17,345) | (11,000) |
| Purchases of investments (other than short-term) | (64,166) | (70,174) |
| Proceeds from maturities of investments available for sale | 68,400 | 65,200 |
| Net cash used for investing activities | <u>(13,111)</u> | <u>(15,974)</u> |
| Net decrease in cash and cash equivalents | (22,795) | (21,112) |
| Cash and cash equivalents, beginning of period | <u>40,820</u> | <u>43,788</u> |
| Cash and cash equivalents, end of period | <u>\$ 18,025</u> | <u>\$ 22,676</u> |
| Supplemental disclosures of cash flow information: | | |
| Cash paid for income taxes | \$ 2,000 | \$ 2,200 |

See notes to interim consolidated financial statements.

HOMEFED CORPORATION AND SUBSIDIARIES
Notes to Interim Consolidated Financial Statements

1. Significant Accounting Policies

The unaudited interim consolidated financial statements, which reflect all adjustments (consisting of normal recurring items or items discussed herein) that management believes necessary to fairly state results of interim operations, should be read in conjunction with the Notes to Consolidated Financial Statements (including the Summary of Significant Accounting Policies) included in the Company's audited consolidated financial statements for the year ended December 31, 2011, which are included in the Company's Annual Report filed on Form 10-K for such year (the "2011 10-K"). Results of operations for interim periods are not necessarily indicative of annual results of operations. The consolidated balance sheet at December 31, 2011 was extracted from the audited annual consolidated financial statements and does not include all disclosures required by accounting principles generally accepted in the United States of America ("GAAP") for annual financial statements.

Effective January 1, 2012, the Company adopted new Financial Accounting Standards Board ("FASB") guidance with respect to the improvement of the comparability of fair value measurements presented and disclosed in financial statements issued in accordance with GAAP and International Financial Reporting Standards. The amendment includes requirements for measuring fair value and for disclosing information about fair value measurements, but does not require additional fair value measurements and is not intended to establish valuation standards or affect valuation practices outside of financial reporting. The guidance did not have any impact on the Company's consolidated financial statements.

Effective January 1, 2012, the Company adopted new FASB guidance on the presentation of comprehensive income. This amendment eliminated the previous option to report other comprehensive income and its components in the statement of changes in equity; instead, it requires the presentation of comprehensive income, the components of net income and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This amendment was applied retrospectively. Adoption of this amendment changed the presentation of the Company's consolidated financial statements but did not have any impact on its consolidated financial position, results of operations or cash flows.

Effective January 1, 2012, the Company adopted new FASB guidance with respect to the simplification of how entities test for goodwill impairment. This amendment permits an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. The guidance did not have any impact on the Company's consolidated financial statements.

Certain amounts for prior periods have been reclassified to be consistent with the 2012 presentation.

2. Income Taxes

The Company does not have any amounts in its consolidated balance sheet for unrecognized tax benefits related to uncertain tax positions at September 30, 2012. The statute of limitations with respect to the Company's federal income tax returns has expired for all years through 2008 and with respect to California state income tax returns has expired for all years through 2007.

3. Earnings Per Common Share

Basic and diluted earnings per share amounts were calculated by dividing net earnings by the weighted average number of common shares outstanding. The numerators and denominators used to calculate basic and diluted earnings per share for the three and nine month periods ended September 30, 2012 and 2011 are as follows (in thousands):

| | <u>For the three months</u> <u>ended September 30,</u> | | <u>For the nine months</u> <u>ended September 30,</u> | |
|--|---|-----------------|--|---------------|
| | <u>2012</u> | <u>2011</u> | <u>2012</u> | <u>2011</u> |
| Numerator – net income attributable to | | | | |
| HomeFed Corporation common shareholders | \$ <u>2,028</u> | \$ <u>1,879</u> | \$ <u>238</u> | \$ <u>537</u> |
| Denominator for basic and diluted earnings per | | | | |
| share– weighted average shares | <u>7,880</u> | <u>7,880</u> | <u>7,880</u> | <u>7,880</u> |

Options to purchase 96,500 and 97,833 weighted average shares of common stock for the three and nine month periods ended September 30, 2012, respectively, were outstanding but were not included in the computation of diluted earnings per share primarily because the options' exercise price was greater than the average market prices of the common shares for their respective periods. Options to purchase 104,500 weighted average shares of common stock were outstanding for the three and nine month periods ended September 30, 2011, but were not included in the computation of diluted earnings per share primarily because the options' exercise price was greater than the average market prices of the common shares for their respective periods.

4. Related Party Transactions

Pursuant to an administrative services agreement, Leucadia National Corporation (“Leucadia”) provides administrative and accounting services, including providing the services of the Company’s Secretary. Administrative services fee expenses were \$45,000 and \$135,000 for each of the three and nine month periods ended September 30, 2012 and 2011, respectively. The administrative services agreement automatically renews for successive annual periods unless terminated in accordance with its terms. The Company subleases office space to Leucadia under a sublease agreement until February 2013. Amounts reflected in other income pursuant to this agreement were \$3,000 for each of the three month periods ended September 30, 2012 and 2011, and \$9,000 for each of the nine month periods ended September 30, 2012 and 2011.

5. Interest and Other Income

Interest and other income includes interest income of \$20,000 and \$40,000 for the three month periods ended September 30, 2012 and 2011, respectively, and \$60,000 and \$170,000 for the nine month periods ended September 30, 2012 and 2011, respectively.

6. Financial Instruments

The Company’s material financial instruments include cash and cash equivalents and investments classified as available for sale; investments classified as available for sale are the only assets or liabilities that are measured at fair value on a recurring basis. All of the Company’s investments mature in one year or less. The par value, amortized cost, gross unrealized gains and losses and estimated fair value of investments classified as available for sale as of September 30, 2012 and December 31, 2011 are as follows (in thousands):

Fair Value Measurements Using
Quoted Prices in Significant

| | Par Value | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Active Markets for Identical Assets (Level 1) | Other Observable Inputs (Level 2) | Total Fair Value Measurements |
|---------------------------|--------------|-------------------|------------------------------|-------------------------------|--|--|-------------------------------------|
| <u>September 30, 2012</u> | | | | | | | |
| U.S. Treasury securities | \$ 39,100 | \$ 39,090 | \$ 4 | \$ — | \$ 39,094 | \$ — | \$ 39,094 |
| <u>December 31, 2011</u> | | | | | | | |
| U.S. Treasury securities | \$ 43,300 | \$ 43,296 | \$ 1 | \$ — | \$ 43,297 | \$ — | \$ 43,297 |

As of September 30, 2012, the Company did not have any assets or liabilities measured at fair value on a nonrecurring basis.

For cash and cash equivalents, the carrying amounts of such financial instruments approximate their fair values.

The Company does not invest in any derivatives or engage in any hedging activities.

7. Real Estate Activity

In February 2012, the Company acquired approximately 450 acres of land in Virginia Beach, Virginia for cash consideration of \$17,350,000 including closing costs. The Ashville Park project is entitled for 451 single family lots; at acquisition 91 lots were finished and available for sale. During the third quarter of 2012, the Company sold 31 lots for net cash consideration of \$4,350,000. In October 2012, the Company sold 22 lots for net cash consideration of \$3,400,000. Since the Company is obligated to complete certain improvements to the property sold, a portion of the revenue from sales of real estate is deferred, and is recognized as revenues upon the completion of the required improvements to the property, including costs related to common areas, under the percentage of completion method of accounting.

In March 2012, the Company sold 18 single family lots at San Elijo Hills to a homebuilder for aggregate cash proceeds of \$3,350,000, pursuant to which it had previously received a non-refundable option payment of \$350,000 in 2011, and recognized a gain of \$2,700,000.

As of November 5, 2012, the Company has entered into an agreement to sell an aggregate of 54 single family residential lots at the San Elijo Hills project to a homebuilder for aggregate cash proceeds of \$17,550,000, for which it has received a non-refundable option deposit of \$1,750,000 in October 2012. The option payment is non-refundable if the Company fulfills its obligations under the agreement, and will be applied to reduce the amount due from the purchaser at closing. Although this agreement is binding on the purchaser, should the Company fulfill its obligations under the agreement within the specified timeframes and the purchaser decides not to close, the Company's recourse will be primarily limited to retaining the option payment.

8. Stock Options

On July 9, 2012, options to purchase an aggregate of 6,000 shares of common stock were granted to the members of the Board of Directors under the Company's 1999 Stock Incentive Plan at an exercise price of \$22.35 per share.

9. Subsequent Event

In October 2012, the Company purchased 52 single family lots at the San Elijo Hills project that had been sold to a homebuilder in 2005 and 2006 for \$31,200,000. Included on six of the lots are finished model homes that will require some renovation prior to being sold. The lots were purchased for cash consideration of \$12,200,000; in addition, the lots are encumbered by a municipal bond financing of approximately \$2,750,000, funds that were used by the prior owner for infrastructure. The Company has not as yet determined whether it will retain the financing or repay it. The Company had previously deposited \$1,200,000 into escrow for this transaction, which was classified with other assets at September 30, 2012.

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

Liquidity and Capital Resources

For the nine month periods ended September 30, 2012 and 2011, net cash was used for operating activities, principally for real estate project expenditures, general and administrative expenses, farming expenses at the Rampage property and estimated federal and state tax payments. The Company's principal sources of funds are proceeds from the sale of real estate, fee income from the San Elijo Hills project, dividends and tax sharing payments from its subsidiaries, farming income related to grape sales at the Rampage property, borrowings from or repayment of advances by its subsidiaries and cash and cash equivalents and investments. As of September 30, 2012, the Company had aggregate cash, cash equivalents and investments of \$57,100,000 to meet its current liquidity needs and for future investment opportunities.

As of September 30, 2012, the remaining land at the San Elijo Hills project to be developed and sold or leased consisted of the following (including real estate under contract for sale):

| | |
|------------------------------------|--------|
| Single family lots | 266 |
| Multi-family units | 11 |
| Square footage of commercial space | 37,800 |

In October 2012, the Company purchased 52 single family lots at the San Elijo Hills project that had been sold to a homebuilder in 2005 and 2006 for \$31,200,000. Included on six of the lots are finished model homes that will require some renovation prior to being sold. The lots were purchased for cash consideration of \$12,200,000; in addition, the lots are encumbered by a municipal bond financing of approximately \$2,750,000, funds that were used by the prior owner for infrastructure. The Company has not as yet determined whether it will retain the financing or repay it. The Company had previously deposited \$1,200,000 into escrow for this transaction, which was classified with other assets at September 30, 2012.

In March 2012, the Company sold 18 single family lots at San Elijo Hills to a homebuilder for aggregate cash proceeds of \$3,350,000, pursuant to which it had previously received a non-refundable option payment of \$350,000 in 2011, and recognized a gain of \$2,700,000. These lots were originally zoned and designated for multi-family residential development, but the buyer was able to obtain approval from the City to convert the designation to single family lots.

As of November 5, 2012, the Company has entered into an agreement to sell an aggregate of 54 single family residential lots at the San Elijo Hills project to a homebuilder for aggregate cash proceeds of \$17,550,000, for which it has received a non-refundable option deposit of \$1,750,000 in October 2012. The option payment is non-refundable if the Company fulfills its obligations under the agreement, and will be applied to reduce the amount due from the purchaser at closing. Although this agreement is binding on the purchaser, should the Company fulfill its obligations under the agreement within the specified timeframes and the purchaser decides not to close, the Company's recourse will be primarily limited to retaining the option payment.

As more fully discussed in the 2011 10-K, residential property sales volume, prices and new building starts have declined significantly in many U.S. markets, including California and the greater San Diego region, which have negatively affected sales and profits at the San Elijo Hills project. The slowdown in residential sales has been exacerbated by the turmoil in the mortgage lending and credit markets, which has resulted in stricter lending standards and reduced liquidity for prospective home buyers. Sales of new homes and re-sales of existing homes have declined substantially from the early years of the project's development.

Recent homebuilder interest and sales activity at the San Elijo Hills project are encouraging; however, it is too soon to determine if the long slump in the housing market is coming to an end, or when the Company will be able to sell its remaining inventory. The Company believes that by exercising patience and waiting for market conditions to improve it can best maximize shareholder value with its remaining residential lot inventory. On an ongoing basis the Company evaluates the local real estate market and economic conditions in general, and updates its expectations of future market conditions as it continues to assess the best time to market its remaining residential lot inventory for sale. Although development has been completed on all of the remaining residential

single family lots at the San Elijo Hills project to the same degree as lots previously sold, the Company has recently determined to further develop some of the remaining lots at the project to enhance sales value. Additional development work will include the extension of sewer, water, storm drain, road and curb improvements from the neighborhood boundary to individual lots. The Company has not determined whether all of the remaining lots will be further developed.

In February 2012, the Company acquired approximately 450 acres of land in Virginia Beach, Virginia for cash consideration of \$17,350,000 including closing costs. The Ashville Park project is entitled for 451 single family lots; at acquisition 91 lots were finished and available for sale. During the third quarter of 2012, the Company sold 31 lots for net cash consideration of \$4,350,000. In October 2012, the Company sold 22 lots for net cash consideration of \$3,400,000. Since the Company is obligated to complete certain improvements to the property sold, a portion of the revenue from sales of real estate is deferred, and is recognized as revenues upon the completion of the required improvements to the property, including costs related to common areas, under the percentage of completion method of accounting.

Results of Operations

Real Estate Sales Activity

San Elijo Hills Project:

There were no sales of real estate during the three month period ended September 30, 2012. During the three month period ended September 30, 2011 and the nine months ended September 30, 2012 and 2011, the Company closed on sales of real estate and recognized revenues as follows:

| | <u>For the three month period ended</u> <u>September 30, 2011</u> | <u>For the nine month periods ended</u> | |
|---|--|---|---------------------------|
| | | <u>September 30, 2012</u> | <u>September 30, 2011</u> |
| Single family units | – | 18 | 32 |
| Multi-family units | – | – | – |
| Residential condominium units | 1 | – | 2 |
| Commercial lot sales- planned square feet | 11,200 | – | 11,200 |
| Sales price, net of closing costs, recognized on closing date | \$ 2,350,000 | \$ 3,350,000 | \$9,750,000 |

During the three month period ended September 30, 2011, cost of sales of real estate aggregated \$850,000, and during the nine month periods ended September 30, 2012 and 2011, cost of sales of real estate aggregated \$650,000 and \$4,850,000, respectively.

Otay Ranch Project:

There was no real estate sales activity at the Otay Ranch project during the three and nine months ended September 30, 2012 and 2011. As discussed in the 2011 10-K, the Company continues to evaluate how to maximize the value of this investment while pursuing land sales and processing further entitlements on portions of its property. The Otay Ranch project is in the early stages of development; as a result, the Company does not expect any sales activity in the near future.

Ashville Park Project:

During the three and nine month periods ended September 30, 2012, the Company closed on sales of real estate and recognized revenues as follows:

| | |
|-------------------------------------|--------------|
| Single family units | 31 |
| Sales price, net of closing costs | \$ 4,350,000 |
| Revenues recognized on closing date | \$ 3,950,000 |

As discussed above, a portion of the revenue from sales of real estate is deferred, and is recognized as revenues upon the completion of the required improvements to the property.

During the three and nine month periods ended September 30, 2012, cost of sales of real estate aggregated \$2,600,000. Cost of sales is recognized in the same proportion to the amount of revenue recognized under the percentage of completion method of accounting.

Other Results of Operations Activity

Farming revenues increased by \$200,000 during the three and nine month periods ended September 30, 2012 as compared to the same periods in 2011 as a result of higher yields.

Rental income increased by \$40,000 during the nine month period ended September 30, 2012 as compared to the same period in 2011 due to the addition of two retail tenants.

The Company recorded co-op marketing and advertising fees of \$70,000 and \$50,000 for the three month periods ended September 30, 2012 and 2011, respectively, and \$290,000 and \$130,000 for the nine month periods ended September 30, 2012 and 2011, respectively. The Company records these fees when the San Elijo Hills project builders sell homes, and are generally based upon a fixed percentage of the homes' selling price. These fees provide the Company with funds to conduct its marketing activities.

General and administrative expenses increased during the three month period ended September 30, 2012 as compared to the same period in 2011 primarily due to higher legal and professional fees. The increase in legal expenses relates to environmental litigation at the Fanita Ranch property that was in process at the date of acquisition. The increase in professional fees primarily relates to activity at the Ashville Park project.

General and administrative expenses decreased slightly during the nine month period ended September 30, 2012 as compared to the same period in 2011 primarily due to lower legal expenses. Legal expenses for the nine month period ended September 30, 2012 decreased due to lower legal fees associated with litigation brought by a minority shareholder against one of the Company's subsidiaries related to the San Elijo Hills project. Legal expenses for the nine month period ended September 30, 2012 includes legal fees regarding the environmental litigation at the Fanita Ranch property that was in process at date of acquisition. The Company also incurred higher professional and travel expenses related to activity at the Ashville Park project during 2012.

The change in interest and other income for the three and nine month periods ended September 30, 2012 as compared to the same periods in 2011 reflect a moderate decline in interest income due to lower interest rates and less invested assets. The nine month 2011 period also includes \$150,000 of income relating to proceeds received from the settlement of a contract dispute.

The Company's effective income tax rate is higher than the federal statutory rate due to state income taxes.

Cautionary Statement for Forward-Looking Information

Statements included in this Report may contain forward-looking statements. Such statements may relate, but are not limited, to projections of revenues, income or loss, development expenditures, plans for growth and future operations, competition and regulation, as well as assumptions relating to the foregoing. Such forward-looking statements are made pursuant to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995.

Forward-looking statements are inherently subject to risks and uncertainties, many of which cannot be predicted or quantified. When used in this Report, the words "estimates," "expects," "anticipates," "believes," "plans," "intends" and variations of such words and similar expressions are intended to identify forward-looking statements that involve risks and uncertainties. Future events and actual results could differ materially from those set forth in, contemplated by or underlying the forward-looking statements.

Factors that could cause actual results to differ materially from any results projected, forecasted, estimated or budgeted or may materially and adversely affect the Company's actual results include but are not limited to the

following: the performance of the real estate industry in general; changes in mortgage interest rate levels or changes in consumer lending practices that reduce demand for housing; recent turmoil in the mortgage lending markets; the economic strength of the Southern California region where our business is currently concentrated; changes in domestic laws and government regulations or in the implementation and/or enforcement of government rules and regulations; demographic changes in the United States generally and California in particular that reduce the demand for housing; increases in real estate taxes and other local government fees; significant competition from other real estate developers and homebuilders; delays in construction schedules and cost overruns; increased costs for land, materials and labor; imposition of limitations on our ability to develop our properties resulting from condemnations, environmental laws and regulations and developments in or new applications thereof; earthquakes, fires and other natural disasters where our properties are located; construction defect liability on structures we build or that are built on land that we develop; our ability to insure certain risks economically; shortages of adequate water resources and reliable energy sources in the areas where we own real estate projects; changes in the composition of our assets and liabilities through acquisitions or divestitures; the actual cost of environmental liabilities concerning our land could exceed liabilities recorded; opposition from local community or political groups at our development projects; and our ability to generate sufficient taxable income to fully realize our deferred tax asset. For additional information see Part I, Item 1A. Risk Factors in the 2011 10-K.

Undue reliance should not be placed on these forward-looking statements, which are applicable only as of the date hereof. The Company undertakes no obligation to revise or update these forward-looking statements to reflect events or circumstances that arise after the date of this Report or to reflect the occurrence of unanticipated events.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Information required under this Item is contained in Item 7A of the 2011 10-K, and is incorporated by reference herein.

Item 4. Controls and Procedures.

The Company's management evaluated, with the participation of the Company's principal executive and principal financial officers, the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of September 30, 2012. Based on their evaluation, the Company's principal executive and principal financial officers concluded that the Company's disclosure controls and procedures were effective as of September 30, 2012.

There has been no change in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the Company's fiscal quarter ended September 30, 2012, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II – OTHER INFORMATION

Item 6. Exhibits.

- 31.1 Certification of President pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Vice President, Treasurer and Controller pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101 Financial statements from the Quarterly Report on Form 10-Q of HomeFed Corporation for the quarter ended September 30, 2012, formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) Consolidated Statements of Comprehensive Income (Loss), (iv) the Consolidated Statements of Changes in Equity, (v) the Consolidated Statements of Cash Flows, and (vi) the Notes to Consolidated Financial Statements.

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.

HOMEFED CORPORATION
(Registrant)

Date: November 6, 2012

By: /s/ Erin N. Ruhe
Erin N. Ruhe
Vice President, Treasurer and Controller
(Principal Accounting Officer)

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--|
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CERTIFICATIONS

I, Paul J. Borden, certify that:

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

Date: November 6, 2012

By: /s/ Paul J. Borden
Paul J. Borden
President

CERTIFICATIONS

I, Erin N. Ruhe, certify that:

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

Date: November 6, 2012

By: /s/ Erin N. Ruhe
Erin N. Ruhe
Vice President, Treasurer and Controller

CERTIFICATION
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED BY SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Paul J. Borden, as President of HomeFed Corporation (the "Company") certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) the accompanying Form 10-Q report for the period ending September 30, 2012 as filed with the U.S. Securities and Exchange Commission (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 6, 2012

By: /s/ Paul J. Borden
Paul J. Borden
President

CERTIFICATION
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED BY SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Erin N. Ruhe, as Vice President, Treasurer and Controller of HomeFed Corporation (the "Company") certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) the accompanying Form 10-Q report for the period ending September 30, 2012 as filed with the U.S. Securities and Exchange Commission (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 6, 2012

By: /s/ Erin N. Ruhe
Erin N. Ruhe
Vice President, Treasurer and Controller