

**Regency Affiliates, Inc. and Subsidiaries**  
**Condensed Consolidated Financial Statements**  
**September 30, 2018**

**Regency Affiliates, Inc. and Subsidiaries**  
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## INDEPENDENT AUDITOR'S REVIEW REPORT

Board of Directors and Stockholders of  
Regency Affiliates, Inc. and Subsidiaries

We have reviewed the accompanying interim condensed consolidated financial statements of Regency Affiliates, Inc. and Subsidiaries, which comprise the interim condensed consolidated balance sheet as of September 30, 2018, and the related interim condensed consolidated statements of income, changes in equity, and cash flows for the three and nine months ended September 30, 2018 and 2017, and the related notes to the interim condensed consolidated financial statements.

### Management's Responsibility for the Financial Information

Management is responsible for the preparation and fair presentation of the interim condensed consolidated financial information in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal controls sufficient to provide a reasonable basis for the preparation and fair presentation of interim condensed consolidated financial information in accordance with accounting principles generally accepted in the United States of America.

### Auditor's Responsibility

Our responsibility is to conduct our reviews in accordance with auditing standards generally accepted in the United States of America applicable to reviews of interim condensed consolidated financial information. A review of interim condensed consolidated financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the United States of America, the objective of which is the expression of an opinion regarding the consolidated financial information as a whole. Accordingly, we do not express such an opinion.

### Conclusion

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying interim condensed consolidated financial information for it to be in accordance with accounting principles generally accepted in the United States of America.

*Rosenberg Rich Baker Berman & Company*

Somerset, New Jersey  
January 4, 2019

**Regency Affiliates, Inc. and Subsidiaries**  
**Condensed Consolidated Balance Sheets**

	September 30, 2018	December 31, 2017
	(unaudited)	
<b>Assets</b>		
Current Assets:		
Cash and cash equivalents	\$ 4,568,271	\$ 5,255,732
Restricted cash	610,866	339,002
Prepaid expenses	84,922	421,693
Prepaid insurance	98,964	90,600
Prepaid income taxes	117,815	231,409
Rent receivable	30,304	20,700
Total current assets	5,511,142	6,359,136
Real Estate		
Self-storage properties	35,091,099	35,087,576
Less accumulated depreciation	(1,908,806)	(1,325,507)
Property and equipment, net	21,440	25,127
Investment in partnerships/LLC	42,604,308	39,723,401
Prepaid insurance, net of current portion	309,250	377,200
Other assets	204,360	204,360
Total assets	\$ 81,832,793	\$ 80,451,293
<b>Liabilities and Shareholders' Equity</b>		
Current Liabilities:		
Accounts payable and accrued expenses	\$ 528,837	\$ 321,283
Deferred revenue	154,029	145,683
Deferred rent	81,081	81,081
Income tax payable	903,270	233,722
Dividends payable	308,164	299,457
Tenant security deposits	7,697	8,244
Total current liabilities	1,983,078	1,089,470
Non-current Liabilities:		
Mortgage note payable, net	25,154,164	25,144,791
Total liabilities	27,137,242	26,234,261
Commitments and contingencies		
Shareholders' Equity		
Serial preferred stock, par value \$0.10; 2,000,000 shares authorized; no shares issued and outstanding	-	-
Common stock, par value \$0.01; 8,000,000 shares authorized; 4,815,058 and 4,791,308 shares issued and outstanding, as of September 30, 2018 and December 31, 2017, respectively	48,151	47,913
Additional paid-in capital	14,034,695	14,016,916
Retained earnings	40,575,570	40,113,418
Total shareholders' equity	54,658,416	54,178,247
Noncontrolling interest	37,135	38,785
Total equity	54,695,551	54,217,032
Total liabilities and shareholders' equity	\$ 81,832,793	\$ 80,451,293

See independent auditor's review report and notes to the condensed consolidated financial statements.

**Regency Affiliates, Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Income**  
(unaudited)

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Revenue				
Rental	\$ 883,008	\$ 833,561	\$ 2,494,024	\$ 2,381,905
Insurance, late fees and other income	91,382	61,432	233,783	206,191
Retail	5,581	4,105	17,565	10,872
Total revenue	<u>979,971</u>	<u>899,098</u>	<u>2,745,372</u>	<u>2,598,968</u>
Operating expenses:				
Self-storage cost of operations	355,201	331,948	1,102,605	957,144
Self-storage depreciation expense	194,498	194,070	583,299	582,212
General and administrative expenses	411,494	423,482	1,475,771	1,418,734
Total operating expenses	<u>961,193</u>	<u>949,500</u>	<u>3,161,675</u>	<u>2,958,090</u>
(Loss) income from operations	<u>18,778</u>	<u>(50,402)</u>	<u>(416,303)</u>	<u>(359,122)</u>
Other (income) expense:				
Income from equity investment in partnerships/LLC	(2,420,303)	(2,233,214)	(6,232,531)	(5,543,849)
License agreement income	(9,032)	(28,460)	(72,254)	(90,291)
Interest income	(1,301)	(227)	(47,668)	(5,852)
Interest expense	306,288	340,063	938,168	934,838
Amortization of debt discount	3,156	3,156	9,373	9,469
Total other (income) expense	<u>(2,121,192)</u>	<u>(1,918,682)</u>	<u>(5,404,912)</u>	<u>(4,695,685)</u>
Net income before income taxes	2,139,970	1,868,280	4,988,609	4,336,563
Income tax expense	<u>1,139,724</u>	<u>765,818</u>	<u>3,600,769</u>	<u>1,562,048</u>
Net income	1,000,246	1,102,462	1,387,840	2,774,515
Net income attributable to noncontrolling interest	<u>18,280</u>	<u>5,972</u>	<u>18,610</u>	<u>23,061</u>
Net income allocated to shareholders	<u>\$ 981,966</u>	<u>\$ 1,096,490</u>	<u>\$ 1,369,230</u>	<u>\$ 2,751,454</u>

See independent auditor's review report and notes to the condensed consolidated financial statements.

**Regency Affiliates, Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Changes in Equity**  
**For the Nine Months Ended September 30, 2018**

	Preferred Stock		Common Stock		Additional Paid- In Capital	Retained Earnings	Shareholders' Equity	Noncontrolling Interest	Total Equity
	Shares	Amount	Shares	Amount					
Balance at January 1, 2018	-	\$ -	4,791,308	\$ 47,913	\$ 14,016,916	\$ 40,113,418	\$ 54,178,247	\$ 38,785	\$ 54,217,032
Noncontrolling interest expense	-	-	-	-	-	-	-	-	-
Cashless exercise of stock option	-	-	23,750	238	(238)	-	-	-	-
Stock options compensation expense	-	-	-	-	18,017	-	18,017	-	18,017
Dividend paid to noncontrolling interest	-	-	-	-	-	-	-	(20,260)	(20,260)
Dividends declared	-	-	-	-	-	(907,078)	(907,078)	-	(907,078)
Net Income	-	-	-	-	-	1,369,230	1,369,230	18,610	1,387,840
Balance at September 30, 2018 (unaudited)	-	\$ -	4,815,058	\$ 48,151	\$ 14,034,695	\$ 40,575,570	\$ 54,658,416	\$ 37,135	\$ 54,695,551

See independent auditor's review report and notes to the condensed consolidated financial statements.

**Regency Affiliates, Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Cash Flows**  
**(unaudited)**

	Nine Months Ended September 30,	
	2018	2017
<b>Cash Flows From Operating Activities</b>		
Net Income	\$ 1,387,840	\$ 2,774,515
Adjustments to reconcile net income to net cash used in operating activities:		
Non-cash expenses		
Depreciation and amortization	586,986	585,321
Income from equity investment in partnerships/LLCs	(6,232,531)	(5,543,849)
Stock based compensation	18,017	31,079
Amortization of debt discount	9,373	9,469
Changes in operating assets and liabilities		
Prepaid expenses	336,771	3,658
Prepaid insurance	59,586	78,796
Prepaid income taxes	113,594	(132,085)
Rent receivable	(9,604)	(42,832)
Inventory	-	(1,296)
Accounts payable and accrued expenses	207,554	54,116
Deferred revenue	8,346	6,657
Deferred rent	-	1,825
Income tax payable	669,548	496,017
Tenant security deposits	(547)	1,884
Total adjustments	<u>(4,232,907)</u>	<u>(4,451,240)</u>
Net cash used in operating activities	<u>(2,845,067)</u>	<u>(1,676,725)</u>
<b>Cash Flows From Investing Activities</b>		
Distributions of earnings from partnerships	3,351,624	2,245,405
Purchase of self storage equipment	(3,523)	(108,997)
Change in restricted cash	(271,864)	(12,896)
Net cash provided by investing activities	<u>3,076,237</u>	<u>2,123,512</u>
<b>Cash Flows From Financing Activities</b>		
Dividends paid to common shareholders	(898,371)	(874,401)
Dividends paid to noncontrolling shareholder	(20,260)	(26,089)
Net cash used in financing activities	<u>(918,631)</u>	<u>(900,490)</u>
Net decrease in cash and cash equivalents	(687,461)	(453,703)
Cash and cash equivalents - beginning	<u>5,255,732</u>	<u>5,044,512</u>
Cash and cash equivalents - ending	<u>\$ 4,568,271</u>	<u>\$ 4,590,809</u>
<b>Supplemental Disclosures of Cash Flow Information</b>		
Cash paid during the period for:		
Interest	\$ 937,406	\$ 975,567
Income taxes	<u>\$ 2,819,618</u>	<u>\$ 998,095</u>
Non-cash investing and financing activities:		
Common stock dividends declared	<u>\$ 308,164</u>	<u>\$ 291,467</u>

See independent auditor's review report and notes to the condensed consolidated financial statements.

**Regency Affiliates, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
**(unaudited)**

**Note 1. Summary of Significant Accounting Policies**

*Basis of Presentation*

The accompanying financial statements are presented on an accrual basis in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”) as defined in the Financial Accounting Standards Board Accounting Standards Codification (the “Codification”) for interim financial information. Accordingly, they do not include all of the information and notes required by accounting principles generally accepted in the United States of America. However, in the opinion of the management of the Company, all adjustments necessary for a fair presentation of the financial position and operating results have been included in these statements. These unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s Annual Report for the fiscal year ended December 31, 2017, as posted with OTC Markets on July 24, 2018. Operating results for the three and nine months ended September 30, 2018 are not necessarily indicative of the results that may be expected for any subsequent quarters or for the year ending December 31, 2018.

*Nature of Operations*

Regency Affiliates, Inc. (“Regency” or “the Company”) invests in assets that generate attractive, predictable and sustainable returns on capital. The Company’s objective is to generate long term value for its shareholders. Management seeks sound investment opportunities to meet its business characteristics and valuation criteria.

The Company holds a limited partnership interest in Security Land and Development Company Limited Partnership (“Security Land”), which owns and operates 34.3 acres of land and rental property of approximately 717,000 square feet in Woodlawn, Maryland, which is occupied by the United States Social Security Administration’s Office of Disability and International Operations. In November 2000, the Company acquired a 5% limited partnership interest in 1500 Woodlawn Limited Partnership, the general partner of Security Land. See Note 2, “Investment in Security Land and Development Company Limited Partnership.”

In addition, Regency Power Corporation (“Regency Power”, 100% owned subsidiary of the Company) owns a 50% interest in MESC Capital, LLC, a Delaware limited liability company (“MESC Capital”). MESC Capital owns a 100% interest in Mobile Energy Services Company, LLC, an Alabama limited liability company (“Mobile Energy”), which owns an on-site energy facility that supplies steam and electricity to a Kimberly-Clark tissue mill in Mobile, Alabama. See Note 3, “Investment in MESC Capital LLC.”

In April 2016, Regency formed a new, wholly owned subsidiary, RSS Investments LLC (“RSS”). RSS acquired a majority ownership (80%) of SSCP Harrisburg Holdings, LLC, a Delaware limited liability company (“Harrisburg Holdings”). Harrisburg Holdings is the sole member of SSCP Harrisburg Intermediate Holdings, LLC, a Delaware limited liability company (“Intermediate Holdings”). Simultaneously with RSS’s investment in Harrisburg Holdings, Harrisburg Intermediate Holdings acquired a portfolio of five self-storage facilities in Harrisburg, Pennsylvania. Through our controlling interest of SSCP Harrisburg Holdings, LLC, we are focused on the ownership, operation, and acquisition of self-storage properties located within the Harrisburg, Pennsylvania area.

*Principles of Consolidation*

These condensed financial statements include the accounts of the Company, and its wholly owned subsidiaries, Regency Power and RSS. All significant intercompany balances and transactions have been eliminated in consolidation.



**Regency Affiliates, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
**(unaudited)**

**Note. 1. Summary of Significant Accounting Policies (continued)**

*Noncontrolling Interest*

The Company consolidates its 80% equity interest in Harrisburg Holdings and reports the remaining 20% interest by the third party, SSCP Management LLC, as a noncontrolling interest on the condensed balance sheet. At September 30, 2018 and December 31, 2017, the noncontrolling equity interest was \$37,135 and \$38,785, respectively. The net income or net loss of Harrisburg Holdings is allocated based on the ownership percentages on the condensed statements of income. For the three months ended September 30, 2018 and 2017, Harrisburg Holdings had net income of \$107,303 and \$29,861, respectively, resulting in net income attributable to the noncontrolling interest for the three months ended September 30, 2018 and 2017 of \$18,280 and \$5,972, respectively. For the nine months ended September 30, 2018 and 2017, Harrisburg Holdings had net income of \$108,953 and \$115,305, respectively, resulting in net income attributable to the noncontrolling interest for the nine months ended September 30, 2018 and 2017 of \$18,610 and \$23,061, respectively.

*Reclassification*

Certain amounts in prior periods have been reclassified to conform to current period presentation. These reclassifications had no effect on the previously reported net income.

*Cash and Cash Equivalents*

Cash and cash equivalents represent cash and short-term highly liquid investments with original maturities of three months or less. The Company places its cash and cash equivalents with high credit quality financial institutions that may exceed federally insured amounts at times. As of September 30, 2018 and December 31, 2017, the Company's cash equivalents were \$3,295,185 and \$4,488,345, respectively.

*Self-Storage Properties*

Self-storage properties are carried at historical cost less accumulated depreciation and any impairment losses. Major replacements and betterments, which improve or extend the life of an asset, are capitalized. Expenditures for ordinary repairs and maintenance are expensed as incurred and are included in self-storage cost of operation. Estimated depreciable lives of self-storage properties are determined by considering the age and other indicators about the condition of the assets at their respective dates of acquisition, resulting in an estimated useful life for assets within each category. All self-storage property assets are depreciated using the straight-line method. Buildings and improvements are depreciated over estimated useful lives of 39 years.

When a self-storage property is acquired in a business combination, the purchase price of the acquired self-storage property is allocated to land, buildings and improvements, furniture and equipment, customer in-place leases, assumed real estate leasehold interests, other assets acquired and liabilities assumed, based on the estimated fair value of each component. When a portfolio of self-storage properties is acquired, the purchase price is allocated to the individual self-storage properties based on the fair value determined using an income approach with appropriate risk-adjusted capitalization rates, which take into account the relative size, age and location of the individual self-storage properties.

**Regency Affiliates, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
**(unaudited)**

**Note 1. Summary of Significant Accounting Policies (continued)**

*Self-Storage Properties (continued)*

These items consist of the following at:

	September 30, 2018	December 31, 2017
Land	\$ 4,870,000	\$ 4,870,000
Building and improvements	30,193,771	30,193,771
Furniture and equipment	27,328	23,805
	35,091,099	35,087,576
Less: Accumulated Depreciation	(1,908,806)	(1,325,507)
	\$ 33,182,293	\$ 33,762,069

Depreciation expense on these properties was \$194,498 and \$194,071 for the three months ended September 30, 2018 and 2017, respectively. Depreciation expense on these properties was \$583,299 and \$582,212 for the nine months ended September 30, 2018 and 2017, respectively.

*Property and Equipment*

Property and equipment is carried at cost. Depreciation is provided over the estimated useful lives of the assets using the straight-line method as follows: machinery and equipment 7 years. Repairs and maintenance costs are expensed as incurred.

These items consist of the following at:

	September 30, 2018	December 31, 2017
Machinery and equipment	\$ 43,822	\$ 43,822
Less: Accumulated depreciation	(22,382)	(18,695)
	\$ 21,440	\$ 25,127

Depreciation expense was \$1,229 and \$1,155 for the three months ended September 30, 2018 and 2017, respectively. Depreciation expense was \$3,687 and \$3,109 for the nine months ended September 30, 2018 and 2017, respectively.

**Regency Affiliates, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
**(unaudited)**

**Note 1. Summary of Significant Accounting Policies (continued)**

*Income Taxes*

The Company utilizes FASB ASC 740-10, "Income Taxes", which requires an asset and liability approach to financial accounting and reporting for income taxes. The difference between the financial statement and tax basis of assets and liabilities is determined annually. Deferred income tax assets and liabilities are computed for those temporary differences that have future tax consequences using the current enacted tax laws and rates that apply to the periods in which they are expected to affect taxable income. In some situations, FASB ASC 740-10 permits the recognition of expected benefits of utilizing net operating loss and tax credit carryforwards. Valuation allowances are established based upon management's estimate, if necessary. Income tax expense (benefit) is the current tax payable or refund for the period plus or minus the net change in the deferred tax assets and liabilities.

The Tax Cuts and Jobs Act (the "Tax Act") was enacted on December 22, 2017. The Tax Act reduces the U.S. federal corporate tax rate from 35% to 21%. As of the completion of these condensed financial statements and related disclosures, the Company has made a reasonable estimate of the effects of the Tax Act. This estimate incorporates assumptions made based upon the Company's current interpretation of the Tax Act, and may change as the Company may receive additional clarification and implementation guidance and as the interpretation of the Tax Act evolves. In accordance with SEC Staff Accounting Bulletin No. 118, the Company will finalize the accounting for the effects of the Tax Act no later than the fourth quarter of 2018. Future adjustments made to the provisional effects will be reported as a component of income tax expense in the reporting period in which any such adjustments are determined.

*Use of Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements, and also affect the amounts of revenues and expenses reported for each period. Actual results could differ from those which result from using such estimates. Management utilizes various other estimates, including but not limited to, assessing the collectability of rents receivable, determining the estimated lives of long-lived assets, determining the potential impairment of intangibles, the fair value of stock options, the recognition of revenue, and other legal claims and contingencies. The results of any changes in accounting estimates are reflected in the financial statements in the period in which the changes become evident. Estimates and assumptions are reviewed periodically and the effects of revisions are reflected in the period that they are determined to be necessary.

**Regency Affiliates, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
**(unaudited)**

**Note 1. Summary of Significant Accounting Policies (continued)**

*Revenue and Expense Recognition*

Management has determined that all of its leases are operating leases. Substantially all leases may be terminated on a month-to-month basis and rental income is recognized ratably over the lease term using the straight-line method. Rents received in advance are deferred and recognized on a straight-line basis over the related lease term associated with the prepayment. Promotional discounts and other incentives are recognized as a reduction to rental income over the applicable lease term. Other property related revenue consists of ancillary revenues such as tenant insurance related access fees and commissions and sales of storage supplies with are recognized in the period earned.

Property tax expense is based on actual amounts billed, or estimates of anticipated bills or assessments that have not yet been received from the taxing authorities. Cost of operations, general and administrative expense, interest expense, and advertising expenditures are expensed as incurred.

*Fair Value Measurements*

The carrying amounts of cash, restricted cash, prepaid expenses, accounts payable, accrued liabilities, deferred revenue, and other liabilities approximate their fair value due to the short-term nature of these instruments. Cash equivalents, consisting of U.S. Treasury Bills, are adjusted to fair value at each balance sheet date based on quoted prices which are considered level 1 inputs.

ASC 820 “Fair Value Measurements and Disclosures” provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements).

Fair value is defined as an exit price, representing the amount that would be received upon the sale of an asset or payment to transfer a liability in an orderly transaction between market participants. Fair value is a market-based measurement that is determined based on assumptions that market participants would use in pricing an asset or liability. A three-tier fair value hierarchy is used to prioritize the inputs in measuring fair value as follows:

- Level 1 Quoted prices in active markets for identical assets or liabilities.
- Level 2 Quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable, either directly or indirectly.
- Level 3 Significant unobservable inputs that cannot be corroborated by market data.

**Regency Affiliates, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
**(unaudited)**

**Note 1. Summary of Significant Accounting Policies (continued)**

*Fair Value Measurements, continued*

The fair value of the Company's financial instruments are as follows:

	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Quoted Prices for Similar Assets or Liabilities in Active Markets (Level 2)	Significant Unobservable Inputs (Level 3)	Total
U.S. Treasury Bills as of September 30, 2018	\$ 3,295,185	\$ -	\$ -	\$ 3,295,185
U.S. Treasury Bills as of December 31, 2017	\$ 4,488,345	\$ -	\$ -	\$ 4,488,345

*Limitations*

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial statements. These estimates are subjective in nature, involve uncertainties and matters of significant judgment, and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

*Subsequent Events Evaluation*

The Company has evaluated subsequent events through January 4, 2019, which is the date these financial statements were available to be issued.

**Note 2. Investment in Security Land and Development Company Limited Partnership**

The Company owns a limited partnership interest in Security Land, which owns and operates an office complex. The Company has limited voting rights and is entitled to certain allocations of the profit and loss and operating cash flow distributions of Security Land.

For the three months ended September 30, 2018 and 2017, the Company's income from its equity investment in Security Land was \$1,361,266 and \$1,196,118, respectively.

For the nine months ended September 30, 2018 and 2017, the Company's income from its equity investment in Security Land was \$3,570,247 and \$3,224,169, respectively.

The Company also owns a 5% limited partnership interest in 1500 Woodlawn Limited Partnership, the general partner of Security Land. The Company recognized income of \$3,615 and \$3,148 for the three months ended September 30, 2018 and 2017, respectively, from this investment. The Company recognized income of \$9,428 and \$8,485 for the nine months ended September 30, 2018 and 2017, respectively, from this investment.

**Regency Affiliates, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
**(unaudited)**

**Note 2. Investment in Security Land and Development Company Limited Partnership (continued)**

Summarized Balance Sheet information for Security Land is as follows:

	<u>September 30, 2018</u>	<u>December 31, 2017</u>
Balance Sheet Data		
Cash and cash equivalents	\$ 668,298	\$ 85,245
Restricted cash	2,729,582	3,245,360
Real estate, net	2,913,515	4,865,934
Deferred charges, net	98,333	349,333
Receivables and other assets	1,151,095	1,151,095
Due from affiliate	62,046	-
Prepaid expenses and other receivables	488,334	-
Leasing cost, net of accumulated amortization	-	269,755
Total Assets	<u>\$ 8,111,203</u>	<u>\$ 10,146,722</u>
Accounts payable and accrued expenses	\$ 291,210	\$ 361,558
Project note payable	11,330,375	17,040,169
Accrued interest payable	122,262	135,790
Total Liabilities	<u>\$ 11,743,847</u>	<u>\$ 17,537,517</u>
Partners' capital (deficit):		
Total Partners' Capital (Deficit)	(3,632,643)	(7,390,795)
Total Liabilities and Partner's Capital (Deficit)	<u>\$ 8,111,203</u>	<u>\$ 10,146,722</u>

**Regency Affiliates, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
**(unaudited)**

**Note 2. Investment in Security Land and Development Company Limited Partnership (continued)**

Summarized Statements of Income information for Security Land is as follows:

	For the Three Months Ended September 30,		For the Nine months ended September 30,	
	2018	2017	2018	2017
Revenues	\$ 3,533,175	\$ 3,578,698	\$ 10,545,433	\$ 10,577,764
Expenses	1,428,907	900,472	4,422,340	4,643,529
Net income from operations	2,104,268	2,678,226	6,123,093	5,934,235
Other expenses	(788,313)	(1,419,155)	(2,364,940)	(2,540,373)
Net income	<u>\$ 1,315,955</u>	<u>\$ 1,259,071</u>	<u>\$ 3,758,153</u>	<u>\$ 3,393,862</u>

**Note 3. Investment in MESC Capital LLC**

The Company owns a 50% membership interest in MESC Capital, which, through its subsidiary, owns an on-site energy facility that supplies steam and electricity to a Kimberly-Clark tissue mill in Mobile, Alabama pursuant to an Amended and Restated Tissue Mill and Energy Services and Site Coordination Agreement that expires on or about April 30, 2019.

The Company accounts for the Investment in Partnerships using the equity method, whereby the carrying value of these investments are increased or decreased by the Company's allocable share of book income or loss. The Company recognized income of \$1,055,456 and \$1,033,948 for the three months ended September 30, 2018 and 2017, respectively, from this investment. The Company recognized income of \$2,652,856 and \$2,311,195 for the nine months ended September 30, 2018 and 2017, respectively, from this investment.

On April 24, 2017, Kimberly-Clark notified MESC Capital of its intention to not renew the lease upon its expiration on April 30, 2019.

**Regency Affiliates, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
(unaudited)

**Note 3. Investment in MESC Capital LLC**

Summarized Balance Sheet information for MESC Capital LLC is as follows:

	<u>September 30,</u>	<u>December 31, 2017</u>
Balance Sheet Data		
Cash and cash equivalents	\$ 1,565,756	\$ 2,050,457
Restricted cash	3,659,369	8,097,742
Trade receivable	3,116,334	1,782,114
Current portion of net investment in direct financing lease	982,067	2,893,980
Inventory	1,181,487	138,850
Prepaid expenses and other current assets	244,120	143,841
Total current assets	<u>10,749,133</u>	<u>15,106,984</u>
General plant, net	5,483	12,256
Investment in direct financing lease, net of current portion	-	239,753
Other assets- Inventory, net of current portion	-	1,236,509
Total assets	<u>\$ 10,754,616</u>	<u>\$ 16,591,632</u>
Accounts payable	\$ 176,098	\$ 243,418
Accounts payable to related parties	497,239	510,050
Accrued liabilities	146,115	56,437
Current portion of long-term debt	-	3,434,250
Total current liabilities	<u>819,452</u>	<u>4,244,155</u>
Long-term debt, net of current portion	<u>1,000,000</u>	<u>2,014,776</u>
Total liabilities	<u>1,819,452</u>	<u>6,258,931</u>
Members' equity	8,935,164	10,332,701
Total liabilities and members' equity	<u>\$ 10,754,616</u>	<u>\$ 16,591,632</u>



**Regency Affiliates, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
**(unaudited)**

**Note 3. Investment in MESC Capital LLC**

Summarized Income Statement information for MESC Capital LLC is as follows:

	For the Three Months Ended		For the Nine months ended	
	September 30,		September 30,	
	2018	2017	2018	2017
Revenues	\$ 3,912,459	\$ 3,888,474	\$ 11,786,942	\$ 11,700,518
Expenses	1,801,547	1,944,452	6,481,230	7,078,131
Net Income	<u>2,110,912</u>	<u>2,010,458</u>	<u>5,305,712</u>	<u>4,622,387</u>

**Note 4. Stock Based Compensation**

*2003 Incentive Stock Plan*

Effective as of March 17, 2003, the Company's Board of Directors and Stockholders approved and adopted the 2003 Stock Incentive Plan (the "2003 Plan"). The 2003 Plan allows the Administrator (as defined in the 2003 Plan), currently the Compensation Committee, to determine the issuance of incentive stock options, non-qualified stock options and restricted stock to eligible employees and outside directors and consultants of the Company. The Company has reserved 500,000 shares of common stock for issuance under the 2003 Plan. The exercise price of any option granted under the 2003 Plan is determined by the Administrator, and no option or award exercise date can exceed ten years from the grant date. On August 13, 2008, the Company's Board of Directors approved an amendment to the 2003 Plan that increased the total number of authorized shares available from 500,000 to 750,000. All other terms of the Plan remain in full force and effect.

Total stock-based compensation expense recorded within General and Administrative Expenses in the Condensed Statements of Income was \$4,615 and \$7,560 during the three months ended September 30, 2018 and 2017, respectively. Total stock-based compensation expense recorded within General and Administrative Expenses in the Consolidated Statements of Income was \$18,017 and \$31,079 during the nine months ended September 30, 2018 and 2017, respectively. These amounts recognize the vested portion of the requisite grant terms. Unamortized stock-based compensation for these option awards as of September 30, 2018 was \$26,609 and will be amortized over a remaining period of 2.75 years.

As of September 30, 2018, 75,000 shares remain available for issuance under the 2003 Plan.

**Regency Affiliates, Inc. and Subsidiaries**  
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**Note 4. Stock Based Compensation, continued**

The following is a summary of the status of the Company's options for the nine months ended September 30, 2018:

	Exercise Price Range	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life
Outstanding at January 1, 2018	\$ 2.60-9.50	140,000	\$ 6.29	4.11
Issued		-		
Exercised		(50,000)	\$ 4.20	
Outstanding at September 30, 2018	\$ 2.60-9.50	90,000	\$ 7.45	5.31
Exercisable at September 30, 2018	\$ 2.60-9.50	69,000	\$ 6.83	4.60

**Note 5. Income Taxes**

As referred to in Note 1, the Company accounts for income taxes under FASB ASC 740-10, "Income Taxes". The deferred taxes are the result of temporary differences between financial reporting and tax reporting for depreciation, earnings from the Company's partnership investment in Security Land and the recognition of income tax carry-forward items.

The Company files consolidated income tax returns with its wholly owned subsidiaries. As of December 31, 2013, for regular federal and state income tax purposes, the Company has utilized all of its net operating loss carryforwards (NOLs). The Company believes it is no longer subject to income tax examinations for years prior to 2013 by the respective taxing authorities.

The Company and the general partner of Security Land are in disagreement as to the manner in which taxable income of Security Land is to be allocated pursuant to the partnership agreement and applicable law, and for years 2004 through 2017, the Company has reported taxable income and loss from Security Land in a manner it believes is proper, but which was different than the manner reported by Security Land. An investigation or other action by the applicable tax authorities to resolve this difference could have an adverse impact on the Company's operations and financial results.

The Company's 2014 and 2015 tax returns are under examination by the Internal Revenue Service ("IRS").

To safeguard itself from any possible negative impact, in February 2016, the Company purchased an insurance policy and binder to insure against the negative tax consequences should any arise from the disagreement with Security Land regarding reported taxable income allocations (See Notes 2 and 7). The Company paid \$633,900 for the policy and binder which provide coverage of up to \$10 million over the next seven years in the event the IRS or a state taxing authority were to investigate and reject the Company's tax positions taken. The policy is subject to certain limitations, exclusions and retentions.

**Regency Affiliates, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
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**Note 5. Income Taxes, continued**

For the three months ended September 30, 2018 and 2017, the Company has recorded tax expense of \$1,139,724 and \$765,818, respectively, including expense of \$123,312 and \$3,196, respectively, for state income taxes. For the nine months ended September 30, 2018 and 2017, the Company has recorded tax expense of \$3,600,769 and \$1,562,048, respectively, including expense of \$333,597 and \$115,951, respectively, for state income taxes. The Company's applicable statutory tax rates are 21% and 5.5% for federal and state tax purposes, respectively, for the three and nine months ended September 30, 2018. The Company's applicable statutory tax rates are 34% and 5.5% for federal and state tax purposes, respectively, for the three and nine months ended September 30, 2017. The reconciliation of the Company's income tax expense for the three and nine months ended September 30, 2018 and 2017 is as follows:

	For the Three Months Ended		For the Nine months ended	
	September 30,		September 30,	
	2018	2017	2018	2017
Income tax at federal statutory rate	\$ 452,733	\$ 879,288	\$ 1,050,947	\$ 1,765,082
State taxes, net of federal benefit	123,312	3,196	333,597	115,951
Permanent differences	735,000	(116,666)	367,500	(322,181)
Change in prior year tax estimate	-	-	2,020,046	
Other	(171,321)	-	(171,321)	-
Total income tax expense	<u>\$ 1,139,724</u>	<u>\$ 765,818</u>	<u>\$ 3,600,769</u>	<u>\$ 1,562,048</u>

**Note 6. Related Party Transactions**

In May 2016, the Company entered into a consulting agreement with a non-independent member of its Board of Directors, to provide consulting, financial analyses, and due diligence services for any new potential investment available to the Company, and ongoing financial monitoring of existing investments. Terms of the agreement include an initial fee of \$7,500 and a fee of \$7,200 each month thereafter. In addition, the agreement called for a 25,000 non-qualified common stock option award, exercisable at \$9.50 per share with a term of 10 years and vesting of 5,000 options per year over a 5-year period. The Company may terminate the agreement at any time for cause; the consultant may terminate the agreement at will. The fair value of the options granted was \$83,400. During the three months ended September 30, 2018 and 2017, the Company recorded stock-based compensation expense of \$3,296 and \$5,400, respectively, related to this stock option. During the nine months ended September 30, 2018 and 2017, the Company recorded stock-based compensation expense of \$12,869 and \$22,000, respectively, related to this stock option. In addition, under the terms of the agreement, the Company paid \$21,600 and \$21,600 to the consultant during the three months ended September 30, 2018 and 2017, respectively. The Company paid \$64,800 and \$64,800 to the consultant under the terms of the agreement during the nine months ended September 30, 2018 and 2017, respectively.

**Regency Affiliates, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
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**Note 6. Related Party Transactions, continued**

Pursuant to a property management agreement entered into with SSCP Property Management, LLC, an affiliate of SSCP, SSCP must pay 5% of the monthly gross receipts as a management fee to an entity wholly-owned by the noncontrolling equity interest. On July 31, 2017 this property management agreement was terminated and the Company entered into an agreement with an unrelated third party to provide these services. The expense incurred was \$0 and \$5,400 during the three months ended September 30, 2018 and 2017, respectively. The expense incurred was \$0 and \$64,800 during the nine months ended September 30, 2018 and 2017, respectively. No amounts were owed to this party as of September 30, 2018 or December 31, 2017.

**Note 7. Contingencies, Risks, and Uncertainties**

The Company is subject to numerous contingencies, risks and uncertainties including, but not limited to, the following that could have a severe impact on the Company:

A default in the Lease or sudden catastrophe to the Security West Building from uninsured acts of God or war could have a materially adverse impact upon the Company's investment in Security Land and Development Company Limited Partnership and, therefore, its financial position and results of operations (See Note 2).

Royalty, an affiliate of the Company's management, beneficially owns approximately 60% of the Company's common stock. As a result, Royalty has the ability to control the outcome of all matters requiring shareholder approval, including the election and removal of directors and any merger, consolidation or sale of all or substantially all of the Company's assets.

There are many public and private companies that are also searching for operating businesses and other business opportunities as potential acquisition or merger candidates. The Company will be in direct competition with these other companies in its search for business opportunities. Many of these entities have significantly greater financial and personnel resources than the Company.

The Company and the general partner of Security Land are in disagreement as to the manner in which taxable income of Security Land is to be allocated pursuant to the partnership agreement and applicable law, and for years 2004 through 2017, the Company reported taxable income (loss) from Security Land in a manner the Company believes is proper, but which was different than the manner reported by Security Land (See Note 5). This may result in an investigation or other action by the applicable tax authorities and any action taken by tax authorities to resolve this difference could have an adverse impact on the Company's operations and financial results. In February 2016, the Company obtained an insurance policy to protect against such losses, however, it may not be sufficient under all circumstances to cover all potential losses to the Company in the event of any such adverse determinations.

In September 2016, the Company received an Internal Revenue Service letter indicating its 2014 Federal Form 1120 was selected for examination. In September 2017, the Company received an Internal Revenue Service letter indicating its 2015 Federal Form 1120 was selected for examination. Management has submitted the initial documentation requested.

On April 24, 2017, Kimberly-Clark notified MESC Capital of its intention to not renew its lease.

**Regency Affiliates, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
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**Note 8. Lease Commitments**

In January 2016, Regency paid a \$201,329 security deposit and entered into a new, seven-year office lease agreement, for a 4,081 square foot space for its New York City location. Base rental payments under this agreement are \$74 per square foot per year, with a 1.75% fixed annual escalation. In addition, the Company is responsible to pay the tenant's share of real estate tax increases above the 2016/2017 base year and electricity usage. A rent concession has been granted to waive the first three months' rent. On the third anniversary of rent commencement, and provided the Company is not in default of any rental obligations, the landlord agrees to reduce the security deposit to six months' base rent, or approximately \$151,000. The lease also contains an early termination clause which is effective after five years, with proper notice and payment of an early termination fee. The office relocated in May 2016, the first month of the lease term. Rent expense for the three months ended September 30, 2018 and 2017 was \$77,082 and \$76,755, respectively. Rent expense for the nine months ended September 30, 2018 and 2017 was \$230,847 and \$230,520, respectively.

As of September 30, 2018, future minimum payments under this operating lease are as follows:

For the Years Ended December 31:	
2018 (remainder of the year)	\$ 78,164
2019	316,304
2020	321,839
2021	327,471
2022	333,202
Thereafter	111,709
Total	<u>\$ 1,488,689</u>

**Regency Affiliates, Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
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**Note 9. License Agreement**

In May 2016, a new License Agreement commenced with an unrelated entity which provides the use of leased space within the Company's New York City office, for \$8,833 per month, plus monthly office service fees, through June 2018. Annual one-year renewal periods are available, with license and service fee increases of 2.25% and 2.5%, respectively, until the expiration of the office lease.

License fee income and related service fees for the three months ended September 30, 2018 and 2017 was \$9,032 and \$28,460, respectively. License fee income and related service fees for the nine months ended September 30, 2018 and 2017 was \$72,254 and \$90,291, respectively.

**Note 10. Simplified Employee Pension- Individual Retirement Account (SEP-IRA)**

The Company adopted a SEP-IRA Plan in 2004. During the three months ended September 30, 2018 and 2017, the Company expensed contributions of \$0 and \$0, respectively, to the SEP-IRA Plan. During the nine months ended September 30, 2018 and 2017, the Company expensed contributions of \$117,080 and \$117,080, respectively, to the SEP-IRA Plan. The SEP-IRA Plan covers all employees who receive compensation from the Company during the year. Employer contributions are discretionary and determined annually. In addition, the SEP-IRA Plan allows participants to make elective deferral contributions through payroll deductions.

**Note 11. Dividends**

The Board of Directors has a dividend policy whereby the Board expects to declare a total annual dividend to common shareholders of \$0.25 per share, to be paid in equal, quarterly installments of \$0.0625 per share, provided that the determination to pay any cash dividends for any quarterly period will be made at the applicable time by the Board, in the Board's sole discretion, in compliance with the requirements of applicable law, and with consideration of the Company's future earnings and financial condition and other factors as may be deemed appropriate for consideration by the Board. The dividend policy will remain in effect until the Board determines, in its sole discretion, that it is in the best interests of the Company and its common shareholders to terminate the dividend policy.

In March 2018, the Board of Directors declared a quarterly cash dividend of \$0.0625 per share of issued and outstanding common stock to holders of record as of the close of trading on September 30, 2018, totaling \$299,457, payable on April 6, 2018. The dividend was paid on April 6, 2018.

In June 2018, the Board of Directors declared a quarterly cash dividend of \$0.0625 per share of issued and outstanding common stock to holders of record as of the close of trading on September 30, 2018, totaling \$299,457, payable on June 19, 2018. The dividend was paid on June 19, 2018.

In September 2018, the Board of Directors increased its quarterly dividend policy to \$0.0640 per share of issued and outstanding common stock.

In September 2018, the Board of Directors declared a quarterly cash dividend of \$0.0640 per share of issued and outstanding common stock to holders of record as of the close of trading on September 28, 2018, totaling \$308,164, payable on October 6, 2018.

**Regency Affiliates, Inc. and Subsidiaries**  
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**(unaudited)**

**Note 12. Mortgage Note Payable**

On April 18, 2016, the Company, through its subsidiary SSCP, obtained a \$25,250,000 bank note to fund the acquisition of SSCP. The note is a non-recourse debt financing with a ten-year term, 4.95% fixed interest rate, and has a maturity date of May 6, 2026. The note is guaranteed by the owners of SSCP Management LLC, and is secured by all assets of Harrisburg Holdings. The net book value of these assets at September 30, 2018 was \$34,163,122.

The Company paid underwriting fees of \$126,250 in conjunction with the issuance of the note. The fees were recorded as a debt discount and are amortized over the life of the agreement, using the straight-line method which approximates the effective interest method. Amortization of debt discount \$3,156 and \$3,156 for the three months ended September 30, 2018 and 2017, respectively. Amortization of debt discount was \$9,373 and \$9,469 for the nine months ended September 30, 2018 and 2017, respectively. The only amount due during the first four years of the note is interest.

Under the terms of this agreement Harrisburg Holdings is required to meet and maintain certain financial covenants. The covenant for the nine months ended September 30, 2018 is:

Minimum Debt Service Coverage Ratio 1.45 to 1.00  
 Actual Debt Service Coverage Ratio 1.59 to 1.00

As of September 30, 2018, future minimum principal payments due under the note are as follows:

For the Years Ended December 31:	Amount
2018 (remainder of the year)	\$ -
2019	-
2020	248,531
2021	388,486
2022	408,158
Thereafter	24,204,825
Total	\$ 25,250,000

**Note 13. Subsequent Events**

Subsequent to September 30, 2018, through the date of this report, the Company received \$1,000,000 in distributions from its investment in MESC.

In December 2018, the Board of Directors declared a quarterly cash dividend of \$0.0640 per share of issued and outstanding common stock to holders of record as of the close of trading on December 31, 2018, totaling \$308,164, payable on January 7, 2019.

On December 17, 2018, Security Land signed a new ten-year lease with the United States General Services Administration, which became effective as of November 1, 2018 and expires on October 31, 2028. The initial annual rent will be approximately \$11,750,000 per annum. Based on the new lease, Security Land arranged for new debt totaling approximately \$30,000,000. The new debt will be used to pay off existing debt and provide for capital improvements of the facility. In connection with the new lease and debt, on December 19, 2018, Security Land paid to the Company a distribution of \$1,214,963.