Regency Affiliates, Inc. and Subsidiaries

Condensed Consolidated Financial Statements

September 30, 2021

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, 2021, the related interim condensed consolidated statements of income, and changes in equity for the three and nine months ended September 30, 2021 and 2020, and the related interim condensed consolidated statement of cash flows for the nine months ended September 30, 2021 and 2020, and the related notes to the interim condensed consolidated financial statements.

We have audited, in accordance with auditing standards generally accepted in the United States of America, the consolidated balance sheet of Regency Affiliates, Inc. and Subsidiaries as of December 31, 2020, and the related consolidated statements of income, changes in equity, and cash flows for the year then ended (not presented herein); and in our report dated April 5, 2021, we expressed an unqualified opinion on those 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
November 15, 2021

Regency Affiliates, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets

	September 30, 2021 (unaudited)	December 31, 2020
Assets		
Current Assets:		
Cash and cash equivalents	$ 1,557,549	$ 1,905,812
Restricted cash	657,656	393,465
Short-term investments	6,877,297	5,949,471
Prepaid expenses	36,726	66,420
Prepaid insurance	103,725	94,260
Prepaid income taxes	-	184,778
Rent receivable	42,926	31,452
Management fee receivable	12,988	12,988
Total current assets	9,288,867	8,638,646
Real Estate		
Self-storage properties	35,244,979	35,184,266
Less accumulated depreciation	(4,248,676)	(3,665,188)
Property and equipment, net	10,830	11,909
Investment in partnerships/LLC	55,761,168	55,397,915
Prepaid insurance, net of current portion	37,450	105,400
Other assets	150,997	150,997
Total assets	$ 96,245,615	$ 95,823,945
Liabilities and Shareholders' Equity		
Current Liabilities:		
Accounts payable and accrued expenses	$ 588,479	$ 353,718
Mortgage note payable, net, current portion	401,305	386,709
Deferred revenue	220,532	174,887
Deferred rent	40,322	54,802
Dividends payable	502,289	484,699
Income taxes payable	380,974	-
Tenant security deposits	5,756	5,906
Total current liabilities	2,139,657	1,460,721
Non-current Liabilities:		
Deferred taxes	228,533	224,456
Mortgage note payable, net	24,313,886	24,592,990
Total liabilities	26,682,076	26,278,167
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 4,815,058 shares issued and outstanding, as of September 30, 2021 and December 31, 2020, respectively	48,151	48,151
Additional paid-in capital	14,014,556	14,014,556
Retained earnings	55,206,838	55,309,401
Total shareholders' equity	69,269,545	69,372,108
Noncontrolling interest	293,994	173,670
Total equity	69,563,539	69,545,778
Total liabilities and shareholders' equity	$ 96,245,615	$ 95,823,945

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)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2021	2020	2021	2020
Revenue				
Rental	$ 1,132,791	$ 922,150	$ 3,171,119	$ 2,746,824
Insurance, late fees and other income	84,515	76,944	237,244	226,700
Retail	7,181	6,861	19,103	18,259
Total revenue	1,224,487	1,005,955	3,427,466	2,991,783
Operating expenses:				
Self-storage cost of operations	376,981	381,649	1,189,754	1,117,288
Self-storage depreciation expense	194,496	194,462	583,488	583,386
General and administrative expenses	324,239	376,451	1,064,119	1,097,998
Total operating expenses	895,716	952,562	2,837,361	2,798,672
Income from operations	328,771	53,393	590,105	193,111
Other income:				
Management agreement income	38,965	38,559	116,894	128,531
Income from equity investment in partnerships/LLC	501,785	530,737	1,639,024	1,570,977
License agreement income	-	24,573	-	82,987
Interest income	11,529	4,086	25,427	36,764
Interest expense	(318,345)	(318,690)	(939,015)	(954,044)
Amortization of debt discount	(3,156)	(3,156)	(9,468)	(9,468)
Total other income	230,778	276,109	832,862	855,747
Net income before income taxes	559,549	329,502	1,422,967	1,048,858
Income tax (benefit) expense	156,674	(11,464)	398,431	425,420
Net income	402,875	340,966	1,024,536	623,438
Net income attributable to noncontrolling interest	65,572	21,018	140,013	63,563
Net income allocated to shareholders	$ 337,303	$ 319,948	$ 884,523	$ 559,875

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
(unaudited)

	Preferred Stock		Common Stock		Additional Paid-In	Retained	Shareholders'	Noncontrolling	
	Shares	Amount	Shares	Amount	Capital	Earnings	Equity	Interest	Total Equity
Balance at January 1, 2020	-	$ -	4,815,058	$ 48,151	$ 14,014,556	$ 55,802,608	$ 69,865,315	$ 92,208	$ 69,957,523
Dividend paid to noncontrolling interest	-	-	-	-	-	-	-	(6,563)	(6,563)
Dividends declared	-	-	-	-	-	(315,386)	(315,386)	-	(315,386)
Net income	-	-	-	-	-	168,656	168,656	17,791	186,447
Balance at March 31, 2020	-	$ -	$ 4,815,058	$ 48,151	$ 14,014,556	$ 55,655,878	$ 69,718,585	$ 103,436	$ 69,822,021
Dividend paid to noncontrolling interest	-	-	-	-	-	-	-	(6,563)	(6,563)
Dividends declared	-	-	-	-	-	(315,386)	(315,386)	-	(315,386)
Net income	-	-	-	-	-	71,271	71,271	24,754	96,025
Balance at June 30, 2020	-	$ -	$ 4,815,058	$ 48,151	$ 14,014,556	$ 55,411,763	$ 69,474,470	$ 121,627	$ 69,596,097
Dividend paid to noncontrolling interest	-	-	-	-	-	-	-	(6,563)	(6,563)
Dividends declared	-	-	-	-	-	(325,016)	(325,016)	-	(325,016)
Net income	-	-	-	-	-	319,948	319,948	21,018	340,966
Balance at September 30, 2020	-	$ -	$ 4,815,058	$ 48,151	$ 14,014,556	$ 55,406,695	$ 69,469,402	$ 136,082	$ 69,605,484
Balance at January 1, 2021	-	$ -	4,815,058	$ 48,151	$ 14,014,556	$ 55,309,401	$ 69,372,108	$ 173,670	$ 69,545,778
Dividend paid to noncontrolling interest	-	-	-	-	-	-	-	(6,563)	(6,563)
Dividends declared	-	-	-	-	-	(325,016)	(325,016)	-	(325,016)
Net income	-	-	-	-	-	279,035	279,035	38,117	317,152
Balance at March 31, 2021	-	$ -	4,815,058	$ 48,151	$ 14,014,556	$ 55,263,420	$ 69,326,127	$ 205,224	$ 69,531,351
Dividend paid to noncontrolling interest	-	-	-	-	-	-	-	(6,563)	(6,563)
Dividends declared	-	-	-	-	-	(325,016)	(325,016)	-	(325,016)
Net income	-	-	-	-	-	268,185	268,185	36,324	304,509
Balance at June 30, 2021	-	$ -	4,815,058	$ 48,151	$ 14,014,556	$ 55,206,589	$ 69,269,296	$ 234,985	$ 69,504,281
Dividend paid to noncontrolling interest	-	-	-	-	-	-	-	(6,563)	(6,563)
Dividends declared	-	-	-	-	-	(337,054)	(337,054)	-	(337,054)
Net income	-	-	-	-	-	337,303	337,303	65,572	402,875
Balance at September 30, 2021	-	$ -	4,815,058	$ 48,151	$ 14,014,556	$ 55,206,838	$ 69,269,545	$ 293,994	$ 69,563,539

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)

	For the Nine Months Ended September 30, 2021	2020
Cash Flows From Operating Activities		
Net Income	$ 1,024,536	$ 623,438
Adjustments to reconcile net income to net cash provided by operating activities:		
Non-cash expenses		
Depreciation and amortization	587,295	587,454
Income from equity investment in partnerships/LLCs	(1,639,024)	(1,570,977)
Amortization of debt discount	9,468	9,468
Deferred taxes	4,077	-
Changes in operating assets and liabilities		
Prepaid expenses	29,694	460,178
Prepaid insurance	58,485	57,121
Prepaid income taxes	184,778	1,639,329
Rent receivable	(11,474)	(10,735)
Accounts payable and accrued expenses	234,761	221,142
Deferred revenue	45,645	8,889
Deferred rent	(14,480)	-
Income tax payable	380,974	(81,424)
Tenant security deposits	(150)	(1,505)
Total adjustments	(129,951)	1,318,940
Net cash provided by operating activities	894,585	1,942,378
Cash Flows From Investing Activities		
Purchase of short-term investments	(6,077,817)	(181,520)
Purchase of equipment	(63,441)	(21,220)
Distributions of earnings from partnerships	1,275,771	-
Proceeds from short-term investments	5,149,991	-
Net cash provided by (used in) investing activities	284,504	(202,740)
Cash Flows From Financing Activities		
Dividends paid to common shareholders	(975,048)	(946,158)
Dividends returned from common shareholders	5,552	63,824
Dividends paid to noncontrolling shareholder	(19,689)	(19,689)
Repayment of mortgage note payable	(273,976)	(112,789)
Net cash used in financing activities	(1,263,161)	(1,014,812)
Net (decrease) increase in cash and cash equivalents and restricted cash	(84,072)	724,826
Cash and cash equivalents and restricted cash - beginning	2,299,277	1,001,219
Cash and cash equivalents and restricted cash - ending	$ 2,215,205	$ 1,726,045
Supplemental Disclosures of Cash Flow Information		
Cash paid during the period for:		
Interest	$ 939,015	$ 954,044
Income taxes	$ 13,713	$ 226,239
Non-cash investing and financing activities:		
Common stock dividends declared	$ 337,054	$ 325,016

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

Note 1. Summary of Significant Accounting Policies

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"), a 100% owned subsidiary of the Company owned 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.

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.

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 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, 2020, as posted with OTC Markets on April 5, 2021. Operating results for the three and nine months ended September 30, 2021 are not necessarily indicative of the results that may be expected for any subsequent quarters or for the year ending December 31, 2021.

Principles of Consolidation

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

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 consolidated balance sheet. At September 30, 2021 and December 31, 2020, the noncontrolling equity interest was $293,994 and $173,670, respectively. The net income or net loss of Harrisburg Holdings is allocated based on the ownership percentages on the statements of income. For the three months ended September 30, 2021 and 2020, Harrisburg Holdings had net income of $327,863 and $105,093, respectively, resulting in net income attributable to the non-controlling interest for the three months ended September 30, 2021 and 2020 of $65,572 and $21,018, respectively. For the nine months ended September 30, 2021 and 2020, Harrisburg Holdings had net income of $700,066 and $317,817, respectively, resulting in net income attributable to the noncontrolling interest for the nine months ended September 30, 2021 and 2020 of $140,013 and $63,563, respectively.

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, 2021 and December 31, 2020, the Company had no cash equivalents.

Restricted Cash

The self-storage properties hold escrow funds in money market trust accounts for real estate taxes, insurance, and replacement reserves disbursements to be paid when due, pursuant to the terms of the bank financing agreement.

Short-Term Investments

Short-term investments consist of treasury bills, treasury notes, and treasury bonds with original maturity dates greater than three months at the date of purchase. Short-term investments are valued at cost, which approximates fair value. As of September 30, 2021 and December 31, 2020, the Company’s short-term investments were $6,877,297 and $5,949,471, respectively.

Investments in Partnerships/ LLC

The Company uses the equity method of accounting for its investments in partnerships in equity securities in which it has more than a 20% interest but does not have a controlling interest and is not the primary beneficiary. Investments owned over 50% with a controlling interest are consolidated within these financial statements.

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; furniture and equipment are depreciated over estimated useful lives of 7 years. The cost of land is not depreciated. Repairs and maintenance costs are expensed as incurred.

Note 1. Summary of Significant Accounting Policies (continued)

Self-Storage Properties (continued)

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.

These items consist of the following at:

	September 30, 2021	December 31, 2020
Land	$ 4,870,000	$ 4,870,000
Building and improvements	30,307,237	30,248,870
Furniture and equipment	67,742	65,396
	35,244,979	35,184,266
Less: Accumulated Depreciation	(4,248,676)	(3,665,188)
Self-Storage Properties, net	$ 30,996,303	$ 31,519,078

Depreciation expense was $194,496 and $194,462 for the three months ended September 30, 2021 and 2020, respectively. Depreciation expense was $583,488 and $583,386 for the nine months ended September 30, 2021 and 2020, respectively.

Property and Equipment

Property and equipment are carried at cost less accumulated depreciation. 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 that do not extend the life or functionality of the asset.

These items consist of the following at:

	September 30, 2021	December 31, 2020
Machinery and equipment	$ 49,096	$ 46,368
Less: Accumulated depreciation	(38,266)	(34,459)
Property and equipment, net	$ 10,830	$ 11,909

Depreciation expense was $959 and $1,356 for the three months ended September 30, 2021 and 2020, respectively. Depreciation expense was $3,807 and $4,068 for the nine months ended September 30, 2021 and 2020, respectively.

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 Company recognizes a tax benefit for an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities based on the technical merits of the position. See Note 4 for uncertain tax positions of the Company as of September 30, 2021.

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 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.

Revenue and Expense Recognition

Effective January 1, 2019, the Company adopted Financial Account Standards Board ("FASB") Accounting Standards Codification ("ASC") 606, Revenue from Contracts with Customers ("ASC 606"). The guidance includes a five-step framework that requires an entity to: (i) identify the contract(s) with a customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract, and (v) recognize revenue when the entity satisfies a performance obligation.

Management has determined that all of its leases are operating leases and therefore these leases are outside of the scope of ASC 606. We recognize rental income in accordance with ASC 840, 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.

For insurance income, the Company acts as an agent and recognized revenue for only its commission on the arrangement. The Company has a contract with the insurance carrier for acting as an agent, with a fixed commission amount. The performance obligation is satisfied, and revenue is earned at a point in time, which is when the Company sells a policy to a customer. This is evidenced by a signed contract. There is no variable consideration for this revenue stream.

Note 1. Summary of Significant Accounting Policies (continued)

Revenue and Expense Recognition (continued)

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.

Stock-Based Compensation

The Company follows ASC 718, Compensation - Stock Compensation, which addresses the accounting for stock-based payment transactions, requiring such transactions to be accounted for using the fair value method. Awards of shares for property or services are recorded at the more readily measurable of the fair value of the stock and the fair value of the service. The Company uses the Black-Scholes option-pricing model to determine the grant date fair value of stock-based awards under ASC 718. The fair value is charged to earnings depending on the terms and conditions of the award, and the nature of the relationship of the recipient of the award to the Company. The Company records the grant date fair value in line with the period over which it was earned. For employees and consultants, this is typically considered to be the vesting period of the award. The Company estimates the expected forfeitures and updates the valuation accordingly.

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.

Note 1. Summary of Significant Accounting Policies (continued)

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

As of September 30, 2021				
Security Type	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 Notes	$ 3,047,971	$ -	$ -	$ 3,047,971
U.S. Treasury Bills	3,829,326	-	-	3,829,326
Total	$ 6,877,297	$ -	$ -	$ 6,877,297

As of December 31, 2020				
Security Type	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	$ 5,949,471	$ -	$ -	$ 5,949,471

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 November 15, 2021, which is the date these financial statements were available to be issued.

Advertising

Costs incurred for producing and communicating advertising for the Company are charged to operations as incurred. Producing and communicating advertising expenses for the three months ended September 30, 2021 and 2020 were $42,419 and $26,285 respectively. Producing and communicating advertising expenses for the nine months ended September 30, 2021 and 2020 were $116,258 and $71,195 respectively.

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, 2021 and 2020, the Company's income from its equity investment in Security Land was $481,523 and $509,306, respectively, and $1,572,841 and $1,507,542 for the nine months ended September 30, 2021 and 2020, 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 $20,262 and $21,431 for the three months ended September 30, 2021 and 2020, respectively, from this investment. The Company recognized income of $66,183 and $63,435 for the nine months ended September 30, 2021 and 2020, respectively, from this investment.

On December 6, 2018, the Company entered into a second amended and restated limited partnership agreement (the "Amended Partnership Agreement") with Woodlawn and other limited partners. Among other things, the Amended Partnership Agreement allowed Security Land to enter into a new agreement with the United States General Services Administration and refinance its debt, as described below. As part of the Amended Partnership Agreement, the income allocated to the Company was reduced from 95% to 48.969%.

On December 6, 2018, Security Land entered into an agreement ("Management Agreement") with Woodlawn and the Company. Pursuant to the Management Agreement, there is an asset management fee payable to the Company at a rate of 1.3% of monthly rental income in the applicable period, payable monthly through the date of sale of the property. For the three months ended September 30, 2021 and 2020, the Company recognized $38,965 and $38,559 from the management fee agreement. For the nine months ended September 30, 2021 and 2020, the Company recognized $116,894 and $128,531 from the management fee agreement.

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. In 2019, Security Land made tax payments to the state of Maryland on behalf of the Company for $424,122.

On April 9, 2021, the Company received a distribution of $1,275,771 related to its investment in SLDC.

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

Summarized Balance Sheet information for Security Land is as follows:

	September 30, 2021	December 31, 2020
Balance Sheet Data		
Cash and cash equivalents	$ 714,949	$ 2,817,943
Restricted cash	9,656,766	12,535,827
Real estate, net	25,230,545	24,903,056
Deferred charges, net	940,552	409,824
Leasing cost, net of accumulated amortization	-	784,975
Receivables and other assets	1,497,650	999,082
Total Assets	$ 38,040,462	$ 42,450,707
Accounts payable and accrued expenses	$ 323,814	$ 1,984,667
Project note payable	16,069,832	19,509,819
Accrued interest payable	28,122	37,405
Total Liabilities	$ 16,421,768	$ 21,531,892
Partners' capital:		
Total Partners' Capital	21,618,694	20,918,815
Total Liabilities and Partners' Capital	$ 38,040,462	$ 42,450,707

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,	
	2021	2020	2021	2020
Revenues	$ 3,042,755	$ 3,070,835	$ 9,139,793	$ 9,172,670
Expenses	2,060,055	2,031,435	5,939,914	6,096,054
Net income	$ 982,700	$ 1,039,400	$ 3,199,879	$ 3,076,616

Note 3. 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.

Note 3. Stock Based Compensation (continued)

As of September 30, 2021, 75,000 shares remain available for issuance under the 2003 Plan.

The following is a summary of the status of the Company's options for the nine months ended September 30, 2021 and 2020:

	Exercise Price	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life
Outstanding at January 1, 2020	$ 6.50	50,000	$ 6.50	2.94
Issued	-	-	-	-
Exercised	-	-	-	-
Forfeited	-	-	-	-
Outstanding at September 30, 2020	$ 6.50	50,000	$ 6.50	2.19
Exercisable at September 30, 2020	$ 6.50	50,000	$ 6.50	2.19
Outstanding at January 1, 2021	$ 6.50	50,000	$ 6.50	1.93
Issued	-	-	-	
Exercised	-	-	-	
Forfeited	-	-	-	
Outstanding at September 30, 2021	$ 6.50	50,000	$ 6.50	1.19
Exercisable at September 30, 2021	$ 6.50	50,000	$ 6.50	1.19

Note 4. 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, 2014, 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 2014 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 2018, 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”).

Note 4. Income Taxes (continued)

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. 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.

For the three months ended September 30, 2021 and 2020, the Company has recorded tax expense (benefit) of $156,674 and $(11,464), respectively, including state income tax expense (benefit) of $41,966 and $(74,932), respectively. For the nine months ended September 30, 2021 and 2020, the Company has recorded tax expense of $398,431 and $425,420, respectively, including state income tax expense of $99,608 and $42,000, respectively. The Company's applicable statutory tax rates are 21% and 7% for federal and state tax purposes, respectively, for the three and nine months ended September 30, 2021 and 2020. The reconciliation of the Company's income tax expense for the three and nine months ended September 30, 2021 and 2020 is as follows:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2021	2020	2021	2020
Income tax at federal statutory rate	$ 117,505	$ 5,121	$ 298,823	$ 220,260
State taxes, net of federal benefit	41,966	(74,932)	99,608	42,000
Other adjustments	(2,797)	58,347	-	163,160
Total income tax (benefit) expense	$ 156,674	$ (11,464)	$ 398,431	$ 425,420

Note 5. 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.

Royalty, an affiliate of the Company's management, beneficially owns approximately 49% 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.

Note 5. Contingencies, Risks, and Uncertainties (continued)

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 2018, 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. 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.

The Company's operations may be affected by the recent and ongoing outbreak of the coronavirus disease (COVID-19) which in March 2020, was declared a pandemic by the World Health Organization. Governmental authorities in the States where we operate have taken and may continue to take measures in order to combat the spread of the disease including forced closures of business establishments. The full impact of the COVID-19 outbreak is unknown, resulting in a high degree of uncertainty for potentially extended periods of time. At this time, neither the duration nor scope of the disruption can be predicted, therefore, the negative impact on our financial position and operating results cannot be reasonable estimated. The results of this pandemic may have material adverse impact on the Company's financial position, operations, and cash flows. Possible areas that may be affected include, but are not limited to, disruption to the Company's customers and revenue, labor workforce, unavailability of products and supplies used in operations, and the decline in value of assets held by the Company which includes our investments in partnerships. The Company is closely monitoring the impact of the coronavirus (COVID-19) pandemic on all aspects of its business.

Note 6. 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, 2021 and 2020 was $76,884 and $80,924, respectively. Rent expense for the nine months ended September 30, 2021 and 2020 was $230,652 and $242,009, respectively.

As of September 30, 2021, future minimum payments under this operating lease are as follows:

2021 (remainder of the year)	$	82,339
2022		333,200
2023		111,707
Total	$	527,246

Note 7. License Agreement

In May 2016, a 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. In July 2020, the rent was reduced to $7,900 per month.

License fee income and related service fees for the three months ended September 30, 2021 and 2020 was $0 and $24,573, respectively. License fee income and related service fees for the nine months ended September 30, 2021 and 2020 was $0 and $82,987, respectively.

The agreement was terminated effective October 15, 2020.

Note 8. Simplified Employee Pension- Individual Retirement Account (SEP-IRA)

The Company adopted a SEP-IRA Plan in 2004. During the three months ended September 30, 2021 and 2020, the Company expensed contributions of $0, to the SEP-IRA Plan. During the three months ended September 30, 2021 and 2020, the Company expensed contributions of $0, to the SEP-IRA Plan. During the nine months ended September 30, 2021 and 2020, the Company expensed contributions of $84,653 and $81,216, 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 9. Dividends

The Board of Directors has a dividend policy whereby the Board expects to declare a quarterly dividend to common shareholders 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. The dividend was $0.065 through June 30, 2021. In September 2021, the Board of Directors increased the dividend to $0.07 per share.

In February 2021, the Company received cash of $5,552 as a return of dividends for which the recipients could not be located by the Company's transfer agent. The Company included this amount in accrued dividends on the Company's consolidated balance sheet and is attempting to locate the parties for whom the dividends were to be paid. The returned dividends as of September 30, 2021 and December 31, 2020, were $165,235 and $159,683, respectively.

Note 10. Mortgage Note Payable

On April 18, 2016, the Company, through its five wholly owned subsidiaries, obtained a $25,250,000 bank note to fund the acquisition. 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 and is secured by all assets of SSCP. The only amount due during the first four years of the note is interest. After such point, the Company makes monthly payments of $134,777 until a balloon payment is due in 2026. The Company paid $126,250 in fees for underwriting of the note. These fees were recorded as a debt discount and are amortized over the life of the note. Amortization expense of the debt discount was $3,156 for each of the three months ended September 30, 2021 and 2020. Amortization expense of the debt discount was $9,468 for each of the nine months ended September 30, 2021 and 2020. The unamortized debt discount at September 30, 2021 and December 31, 2020 was $57,867 and $67,335, respectively. The principal outstanding on the note at September 30, 2021 and December 31, 2020 was $24,773,058 and $25,047,034, respectively. For the three months ended September 30, 2021 and 2020, the Company incurred interest expense of $318,345 and $318,690, respectively, in connection with the note. For the nine months ended September 30, 2021 and 2020, the Company incurred interest expense of $939,015 and $954,044, respectively, in connection with the note.

Under the terms of this agreement, the Company is required to meet and maintain certain financial covenants. As of September 30, 2021, the Company was in compliance with all financial covenants. The covenant at September 30, 2021 is:

Minimum Debt Service Coverage Ratio	1.15 to 1.00
Actual Debt Service Coverage Ratio	1.80 to 1.00

Future payments (which excludes debt discount) due under the note are as follows for the years ending December 31:

2021 (remainder of year)	$	98,476
2022		406,292
2023		426,866
2024		448,482
2025		471,192
Thereafter		22,921,750
Total	$	24,773,058

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Regency Affiliates, Inc. and Subsidiaries

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(212)-644-3450
http://www.regencyaffiliates.com/
info@regencyaffiliates.com
60-67

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Quarterly Report
For the Period Ending: September 30, 2021
(the "Reporting Period")

As of September 30, 2021, the number of shares outstanding of our Common Stock was:

4,815,057

As of June 30, 2021, the number of shares outstanding of our Common Stock was:

4,815,057

As of December 31, 2020, the number of shares outstanding of our Common Stock was:

4,815,057

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control[5] of the company has occurred over this reporting period:

Yes: ☐ No: ☒

[5] "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

N/A

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Delaware, Active

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None.

The address(es) of the issuer's principal executive office:

570 Lexington Ave, New York, NY 10022

The address(es) of the issuer's principal place of business:
Check box if principal executive office and principal place of business are the same address: ☒

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

2) Security Information

Trading symbol:	RAFI	
Exact title and class of securities outstanding:	Common	
CUSIP:	758847305	
Par or stated value:	$0.01	
Total shares authorized:	8,000,000	as of date: September 30, 2021
Total shares outstanding:	4,815,057	as of date: September 30, 2021

Number of shares in the Public Float[6]: 3,629,821 as of date: September 30, 2021
Total number of shareholders of record: 93 as of date: September 30, 2021

All additional class(es) of publicly traded securities (if any):

Trading symbol: _____
Exact title and class of securities outstanding: _____
CUSIP: _____
Par or stated value: _____
Total shares authorized: _____ as of date: _____
Total shares outstanding: _____ as of date: _____

Transfer Agent

Name: Transfer Online
Phone: (503) 227-2950
Email: info@transferonline.com
Address: 512 SE Salmon Street, Portland, OR 97214

Is the Transfer Agent registered under the Exchange Act?[7] Yes: ☒ No: ☐

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☒

Shares Outstanding as of Second Most Recent Fiscal Year End: Date ______	Opening Balance Common: ______ Preferred: ______		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	**Transaction type (e.g. new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of**	**Individual/ Entity Shares were issued to (entities must have individual with voting / investment**	**Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided**	**Restricted or Unrestricted as of this filing.**	**Exemption or Registration Type.**

[6] "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

[7] To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

					issuance? (Yes/No)	control disclosed).			
______	______	______	______	______	______	______	______	______	______
______	______	______	______	______	______	______	______	______	______
______	______	______	______	______	______	______	______	______	______
Shares Outstanding on Date of This Report: Ending Balance Ending Balance: Date ______ Common: ______ Preferred: ______									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

____

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Date of Note Issuance	Outstanding Balance ($)	Principal Amount at Issuance ($)	Interest Accrued ($)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
4/18/2016	24,773,058	25,250,000	0	6/6/2050	N/A	Wells Fargo Bank NA	Mortgage
______	______	______	______	______	______	______	______
______	______	______	______	______	______	______	______
______	______	______	______	______	______	______	______

Use the space below to provide any additional details, including footnotes to the table above:

____

4) Financial Statements

A. The following financial statements were prepared in accordance with:

☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)[8]:

Name: **John Van Buiten, CPA**
Title: **Senior Director**
Relationship to Issuer: **Consultant**

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

C. Balance sheet;
D. Statement of income;
E. Statement of cash flows;
F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
G. Financial notes; and
H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

Document Name	Period End Date	Date Posted
Quarterly Report – Quarterly Report	6/30/2021	8/23/2021
Quarterly Report – Quarterly Report	3/31/2021	5/20/2021
Annual Report – Annual Report	12/31/2020	4/14/2021
Quarterly Report – Quarterly Report	9/30/2020	11/16/2020

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

[8] The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Regency Affiliates, Inc. 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

B. Please list any subsidiaries, parents, or affiliated companies.

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.

C. Describe the issuers' principal products or services.

Real Estate Investments

6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

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.

7) Company Insiders (Officers, Directors, and Control Persons)

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% of more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Laurence Levy	Chairman, CEO, and CFO	New York, NY	2,720,602	Common Stock	56.5%	Shares beneficially owned by Mr. Levy include (a) 282,866 shares of common stock owned by Protea Investments, LLC, (b) 75,000 shares of common stock owned by The Springbok Irrevocable Trust, and (c) 2,362,736 shares of common stock owned by Royalty Holdings, LLC.
Anthony Brittan	Director	London, UK	0	n/a	n/a	_____
Errol Glasser	Director	New York, NY	1,000	Common Stock	<1%	_____
Royalty Holdings, LLC	Owner of more than 5%	New York, NY	2,362,736	Restricted	49.1%	Shares beneficially owned by Mr. Laurence Levy, New York NY.
_____	_____	_____	_____	_____	_____	_____

8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

No

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

No

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

No

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

No

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Todd J. Emmerman
Firm: Brown Rudnick LLP
Address 1: 7 Times Square, New York, NY 10036
Address 2: _____
Phone: (212) 209-4888
Email: temmerman@brownrudnick.com

Accountant or Auditor

Name: Rob Quick
Firm: RRBB Accountants & Advisors
Address 1: 265 Davidson Avenue, Suite 201 Somerset, NJ 08873-4120
Address 2: _____
Phone: 908-231-1000
Email: rquick@rrbb.com

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name:	John Van Buiten
Firm:	Financial Consulting Strategies, LLC
Nature of Services:	Consulting
Address 1:	55 Harristown Road #105, Glen Rock, NJ 07452
Address 2:	_____
Phone:	201-857-5180
Email:	jvanbuiten@fcstrategiesllc.com

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Laurence S. Levy certify that:

1. I have reviewed this Quarterly Disclosure Statement of Regency Affiliates, Inc.;

2. Based on my knowledge, this disclosure statement 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 disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

November 15, 2021 [Date]

/s/ Laurence S. Levy [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Laurence S. Levy certify that:

1. I have reviewed this Quarterly Disclosure Statement of Regency Affiliates, Inc.;

2. Based on my knowledge, this disclosure statement 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 disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

November 15, 2021

/s/ Laurence S. Levy [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")