

**Regency Affiliates, Inc. and Subsidiaries**  
**Condensed Consolidated Financial Statements**  
**September 30, 2022**

**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

**Results of Review of Interim Financial Information**

We have reviewed the condensed consolidated balance sheet of Regency Affiliates, Inc. and Subsidiaries (the “Company”) as of September 30, 2022, and the related condensed consolidated statements of income and changes in equity for the three and nine months period ended September 30, 2022 and 2021, and the related interim condensed consolidated statement of cash flows for nine months ended September 30, 2022 and 2021, and the related notes to the interim condensed consolidated financial statements. (collectively referred to as the interim financial statements). Based on our reviews, we are not aware of any material modifications that should be made to the accompanying interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with auditing standards generally accepted in the United States of America, the balance sheet of the Company as of December 31, 2021, 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 1, 2022, we expressed an unqualified opinion on those financial statements.

**Basis for Review Results**

These interim financial statements are the responsibility of the Company’s management. We conducted our review in accordance with auditing standards generally accepted in the United States of America applicable to reviews of condensed consolidated financial information. A review of interim 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 financial statements taken as a whole. Accordingly, we do not express such an opinion.

*Rosenberg Rich Baker Berman & Company*

Somerset, New Jersey  
November 14, 2022

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

	September 30, 2022	December 31, 2021
	(unaudited)	
<b>Assets</b>		
Current Assets:		
Cash and cash equivalents	\$ 2,893,429	\$ 1,967,081
Restricted cash	673,705	404,931
Short-term investments	4,418,370	6,177,808
Prepaid expenses	10,764	36,799
Prepaid insurance	51,556	90,600
Prepaid income taxes	377,411	11,380
Rent receivable	58,661	57,083
Management fee receivable	13,324	13,324
Total current assets	8,497,220	8,759,006
Real Estate		
Self-storage properties	35,281,465	35,250,939
Less accumulated depreciation	(5,034,656)	(4,451,225)
Real estate, net	30,246,809	30,799,714
Property and equipment, net	7,566	10,995
Investment in partnerships/LLC	57,748,022	56,106,836
Operating lease right-of-use asset	250,889	-
Prepaid insurance, net of current portion	-	14,800
Other assets	150,997	150,997
Total assets	\$ 96,901,503	\$ 95,842,348
<b>Liabilities and Shareholders' Equity</b>		
Current Liabilities:		
Accounts payable and accrued expenses	\$ 570,810	\$ 370,561
Mortgage note payable, net	416,452	393,667
Deferred revenue	255,734	205,130
Deferred rent	-	34,865
Operating lease liability	274,385	-
Income tax payable	620,933	236,710
Dividends payable	541,803	529,755
Tenant security deposits	3,590	4,897
Total current liabilities	2,683,707	1,775,585
Non-current Liabilities:		
Mortgage note payable, net	23,927,103	24,229,929
Total liabilities	26,610,810	26,005,514
Commitments and contingencies (Notes 5 and 6)		
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, 2022 and December 31, 2021, respectively	48,151	48,151
Additional paid-in capital	14,014,556	14,014,556
Retained earnings	55,635,282	55,412,479
Total shareholders' equity	69,697,989	69,475,186
Noncontrolling interest	592,704	361,648
Total equity	70,290,693	69,836,834
Total liabilities and shareholders' equity	\$ 96,901,503	\$ 95,842,348

*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,	
	2022	2021	2022	2021
Revenue				
Rental	\$ 1,277,454	\$ 1,132,791	\$ 3,681,856	\$ 3,171,119
Insurance, late fees and other income	83,893	84,515	247,033	237,244
Retail	8,721	7,181	23,003	19,103
Total revenue	<u>1,370,068</u>	<u>1,224,487</u>	<u>3,951,892</u>	<u>3,427,466</u>
Operating expenses:				
Self-storage cost of operations	388,550	376,981	1,181,345	1,189,754
Self-storage depreciation expense	194,477	194,496	583,431	583,488
General and administrative expenses	295,974	324,239	1,139,300	1,064,119
Total operating expenses	<u>879,001</u>	<u>895,716</u>	<u>2,904,076</u>	<u>2,837,361</u>
Income from operations	<u>491,067</u>	<u>328,771</u>	<u>1,047,816</u>	<u>590,105</u>
Other income (expense):				
Management agreement income	39,969	38,965	119,908	116,894
Income from equity investment in partnerships/LLC	579,115	501,785	1,641,186	1,639,024
Realized loss on sale of short-term investments	(4,823)	-	(34,408)	-
Interest income	19,772	11,529	34,046	25,427
Interest expense	(309,322)	(318,345)	(923,921)	(939,015)
Amortization of debt discount	(3,156)	(3,156)	(9,468)	(9,468)
Total other income	<u>321,555</u>	<u>230,778</u>	<u>827,343</u>	<u>832,862</u>
Net income before income taxes	812,622	559,549	1,875,159	1,422,967
Income tax expense	<u>134,667</u>	<u>156,674</u>	<u>378,411</u>	<u>398,431</u>
Net income	677,955	402,875	1,496,748	1,024,536
Net income attributable to noncontrolling interest	<u>94,913</u>	<u>65,572</u>	<u>250,745</u>	<u>140,013</u>
Net income allocated to shareholders	<u>\$ 583,042</u>	<u>\$ 337,303</u>	<u>\$ 1,246,003</u>	<u>\$ 884,523</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 Three and Nine Months Ended September 30, 2022 and 2021**  
**(unaudited)**

	Preferred Stock		Common Stock		Additional Paid-In Capital	Retained Earnings	Shareholders' Equity	Noncontrolling Interest	Total Equity
	Shares	Amount	Shares	Amount					
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
Balance at January 1, 2022	-	\$ -	4,815,058	\$ 48,151	\$ 14,014,556	\$ 55,412,479	\$ 69,475,186	\$ 361,648	\$ 69,836,834
Dividend paid to noncontrolling interest	-	-	-	-	-	-	-	(6,563)	(6,563)
Dividends declared	-	-	-	-	-	(337,054)	(337,054)	-	(337,054)
Net income	-	-	-	-	-	309,112	309,112	72,741	381,853
Balance at March 31, 2022	-	\$ -	4,815,058	\$ 48,151	\$ 14,014,556	\$ 55,384,537	\$ 69,447,244	\$ 427,826	\$ 69,875,070
Dividend paid to noncontrolling interest	-	-	-	-	-	-	-	(6,563)	(6,563)
Dividends declared	-	-	-	-	-	(337,054)	(337,054)	-	(337,054)
Net income	-	-	-	-	-	353,849	353,849	83,091	436,940
Balance at June 30, 2022	-	\$ -	4,815,058	\$ 48,151	\$ 14,014,556	\$ 55,401,332	\$ 69,464,039	\$ 504,354	\$ 69,968,393
Dividend paid to noncontrolling interest	-	-	-	-	-	-	-	(6,563)	(6,563)
Dividends declared	-	-	-	-	-	(349,092)	(349,092)	-	(349,092)
Net income	-	-	-	-	-	583,042	583,042	94,913	677,955
Balance at September 30, 2022	-	\$ -	4,815,058	\$ 48,151	\$ 14,014,556	\$ 55,635,282	\$ 69,697,989	\$ 592,704	\$ 70,290,693

*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,	
	2022	2021
<b>Cash Flows From Operating Activities</b>		
Net Income	\$ 1,496,748	\$ 1,024,536
Adjustments to reconcile net income to net cash provided by operating activities:		
Non-cash expenses		
Depreciation and amortization	586,860	587,295
Income from equity investment in partnerships/LLCs	(1,641,186)	(1,639,024)
Amortization of right of use asset	216,299	-
Amortization of debt discount	9,468	9,468
Realized loss on short term investments	34,408	-
Deferred taxes	-	4,077
Changes in operating assets and liabilities		
Prepaid expenses	26,035	29,694
Prepaid insurance	53,844	58,485
Prepaid income taxes	(366,031)	184,778
Rent receivable	(1,578)	(11,474)
Accounts payable and accrued expenses	200,249	234,761
Income taxes payable	384,223	380,974
Deferred revenue	50,604	45,645
Deferred rent	-	(14,480)
Operating lease liability	(227,668)	-
Tenant security deposits	(1,307)	(150)
Total adjustments	(675,780)	(129,951)
Net cash provided by operating activities	820,968	894,585
<b>Cash Flows From Investing Activities</b>		
Purchase of short-term investments	(5,445,045)	(6,077,817)
Purchase of equipment	(30,526)	(63,441)
Distributions of earnings from partnerships	-	1,275,771
Proceeds from short-term investments	7,170,075	5,149,991
Net cash provided by investing activities	1,694,504	284,504
<b>Cash Flows From Financing Activities</b>		
Dividends paid to common shareholders	(1,020,010)	(975,048)
Dividends returned from common shareholders	8,858	5,552
Dividends paid to noncontrolling shareholder	(19,689)	(19,689)
Repayment of mortgage note payable	(289,509)	(273,976)
Net cash used in financing activities	(1,320,350)	(1,263,161)
Net increase (decrease) in cash and cash equivalents and restricted cash	1,195,122	(84,072)
Cash and cash equivalents and restricted cash - beginning	2,372,012	2,299,277
Cash and cash equivalents and restricted cash - ending	\$ 3,567,134	\$ 2,215,205
<b>Supplemental Disclosures of Cash Flow Information</b>		
Cash paid during the period for:		
Interest	\$ 923,921	\$ 939,015
Income taxes	\$ 52,604	\$ 13,713
Non-cash investing and financing activities:		
Common stock dividends declared	\$ 349,092	\$ 337,054
Recognition of right of use asset obligation	\$ 502,053	\$ -

*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**

**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 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, 2021, as posted with OTC Markets on April 4, 2022. Operating results for the three and nine months ended September 30, 2022 are not necessarily indicative of the results that may be expected for any subsequent quarters or for the year ending December 31, 2022.

*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 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 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.



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

**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, 2022 and December 31, 2021, the noncontrolling equity interest was \$592,704 and \$361,648 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, 2022 and 2021, Harrisburg Holdings had net income of \$474,563 and \$327,863, respectively, resulting in net income attributable to the non-controlling interest for the three months ended September 30, 2022 and 2021 of \$94,913 and \$65,572, respectively. For the nine months ended September 30, 2022 and 2021, Harrisburg Holdings had net income of \$1,253,725 and \$700,066, respectively, resulting in net income attributable to the non-controlling interest for the nine months ended September 30, 2022 and 2021 of \$250,745 and \$140,013, 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, 2022 and December 31, 2021, 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 with original maturity dates greater than three months at the date of purchase. The Company classifies its Treasury Instruments as held to maturity. The short-term investments are valued at cost, which approximates fair value. As of September 30, 2022 and December 31, 2021, the Company's short-term investments were \$4,418,370 and \$6,177,808, 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 the land is not depreciated. Repairs and maintenance costs are expensed as incurred.

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

**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, 2022	December 31, 2021
Land	\$ 4,870,000	\$ 4,870,000
Building and improvements	30,314,997	30,308,797
Furniture and equipment	96,468	72,142
	<u>35,281,465</u>	<u>35,250,939</u>
Less: Accumulated Depreciation	(5,034,656)	(4,451,225)
Self-Storage Properties, net	<u>\$ 30,246,809</u>	<u>\$ 30,779,714</u>

Depreciation expense on these properties was \$194,476 and \$194,496 for the three months ended September 30, 2022 and 2021, respectively. Depreciation expense on these properties was \$583,431 and \$583,488 for the nine months ended September 30, 2022 and 2021, 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, 2022	December 31, 2021
Machinery and equipment	\$ 50,462	\$ 50,462
Less: Accumulated depreciation	(42,896)	(39,467)
Property and equipment, net	<u>\$ 7,566</u>	<u>\$ 10,995</u>

Depreciation expense was \$1,030 and \$959 for the three months ended September 30, 2022 and 2021, respectively. Depreciation expense was \$3,429 and \$3,807 for the nine months ended September 30, 2022 and 2021, respectively.

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

**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 5 for uncertain tax positions of the Company as of September 30, 2022.

*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*

We recognize rental income in accordance with ASC Topic 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.

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.

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

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

*Advertising Expenses*

The Company expenses advertising costs when incurred. Advertising and marketing costs totaled \$36,621 and \$42,419 for the three months ended September 30, 2022 and 2021, respectively. Advertising and marketing costs totaled \$108,429 and \$116,258 for the nine months ended September 30, 2022 and 2021, respectively.

*Stock-Based Compensation*

The Company follows ASC Topic 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. Short-term investments, 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 Topic 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 Measurements (continued)*

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**

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

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

As of September 30, 2022				
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	\$ 778,008	\$ -	\$ -	\$ 778,008
U.S. Treasury Bills	3,640,362	-	-	3,640,362
<b>Total</b>	<b>\$ 4,418,370</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 4,418,370</b>

As of December 31, 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	\$ 3,828,510	\$ -	\$ -	\$ 3,828,510
U.S. Treasury Bills	2,349,298	-	-	2,349,298
<b>Total</b>	<b>\$ 6,177,808</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 6,177,808</b>

*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 14, 2022, which is the date these condensed consolidated financial statements were available to be issued.

*Recent Accounting Pronouncements Adopted*

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842) ("ASC 842"), which modifies lease accounting for lessees to increase transparency and comparability by recording lease assets and liabilities for leases and disclosing key information about leasing arrangements. In July 2018, the FASB issued ASU No. 2018-10, Codification Improvements to Topic 842, Leases, and ASU No. 2018-11, Leases (Topic 842), Targeted Improvements, which affect certain aspects of the previously issued guidance. In December 2018, the FASB issued ASU No. 2018-20, Narrow-Scope Improvements for Lessor, Leases (Topic 842), which provides guidance on sales tax and other taxes collected from lessees. In December 2019, the FASB issued ASU No. 2019-01, Codification Improvements to Topic 842, Leases, which affect certain aspects of the previously issued guidance. Amendments include an additional transition method that allows entities to apply the new standard on the adoption date and recognize a cumulative effect adjustment to the opening balance of retained earnings, as well as a new practical expedient for lessors.

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

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

*Recent Accounting Pronouncements Adopted (continued)*

The Company adopted this guidance effective January 1, 2022 and elected the optional transition method that allows lessees to apply the new guidance as of the adoption date and recognize any cumulative-effect adjustment to the opening balance of accumulated deficits in the period of adoption. The Company elected the transition package of practical expedients which allows the Company (1) to not reassess whether any expired or existing contracts are leases, or contain leases, (2) to not reassess the lease classification for any expired or existing leases, and (3) to not reassess initial direct costs for any existing leases. Further, the Company elected the practical expedient to not separate lease and non-lease components for all leases and account for the combined lease and non-lease components as a single lease component. The Company also excluded leases with an initial term of 12 months or less from the balance sheet. Upon adoption, the Company recorded a right-of-use asset and a lease liability on its condensed consolidated balance sheets for substantially all of its operating lease arrangements, which approximates the present value of its future minimum lease obligations pertaining to its operating leases as disclosed in Note 6. Any new lease arrangements or modifications entered into subsequent to the adoption date will be accounted for in accordance with the new standard.

In May 2021, the Financial Accounting Standards Board (“FASB”) issued accounting standards update (“ASU”) 2021-04—Earnings Per Share (Topic 260), Debt— Modifications and Extinguishments (Subtopic 470-50), Compensation—Stock Compensation (Topic 718), and Derivatives and Hedging—Contracts in Entity’s Own Equity (Subtopic 815-40): Issuer’s Accounting for Certain Modifications or Exchanges of Freestanding Equity-Classified Written Call Options, to clarify and reduce diversity in an issuer’s accounting for modifications or exchanges of freestanding equity-classified written call options (for example, warrants) that remain equity classified after modification or exchange. The amendments in this ASU are effective for fiscal years beginning after December 15, 2021, and interim periods with fiscal years beginning after December 15, 2021. Early adoption was permitted, including adoption in an interim period. The adoption of this pronouncement had no impact on our accompanying consolidated financial statements.

**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, 2022 and 2021, the Company's income from its equity investment in Security Land was \$555,731 and \$481,523, respectively. For the nine months ended September 30, 2022 and 2021, the Company's income from its equity investment in Security Land was \$1,574,916 and \$1,572,841, 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 \$23,384 and \$20,262 for the three months ended September 30, 2022 and 2021, respectively, from this investment. The Company recognized income of \$66,270 and \$66,183 for the nine months ended September 30, 2022 and 2021, respectively, from this investment.

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

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

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, 2022 and 2021, the Company recognized \$39,969 and \$38,965 from the management fee agreement. For the nine months ended September 30, 2022 and 2021, the Company recognized \$119,908 and \$116,894 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, Security Land paid to the Company a distribution of \$1,275,771.

Summarized Balance Sheet information for Security Land at September 30, 2022 and December 31, 2021 is as follows:

	<u>(unaudited)</u>	
	<u>September 30, 2022</u>	<u>December 31, 2021</u>
Balance Sheet Data		
Cash and cash equivalents	\$ 1,833,423	\$ 1,342,696
Restricted cash	11,166,132	9,282,388
Real estate, net	25,189,644	25,821,295
Prepaid expenses and other receivables	572,546	671,236
Receivables and other assets	1,024,855	1,024,855
Leasing cost, net of accumulated amortization	444,568	515,254
Total Assets	<u>\$ 40,231,168</u>	<u>\$ 38,657,724</u>
Accounts payable and accrued expenses	\$ 1,336,836	\$ 1,660,696
Project note payable	13,068,833	14,661,079
Accrued interest payable	22,870	27,933
Total Liabilities	<u>\$ 14,428,539</u>	<u>\$ 16,349,708</u>
Partners' capital:		
Total Partners' Capital	<u>25,802,629</u>	<u>22,308,016</u>
Total Liabilities and Partner's Capital	<u>\$ 40,231,168</u>	<u>\$ 38,657,724</u>

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

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

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

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2022	2021	2022	2021
Revenues	\$ 3,206,618	\$ 3,042,755	\$ 9,466,519	\$ 9,139,793
Expenses	2,072,473	2,060,055	6,252,404	5,939,914
Net income	<u>\$ 1,134,145</u>	<u>\$ 982,700</u>	<u>\$ 3,214,115</u>	<u>\$ 3,199,879</u>

**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.

As of September 30, 2022, 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, 2022 and 2021:

	Exercise Price Range	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life
Outstanding at January 1, 2021	\$ 6.50	50,000	\$ 6.50	1.93
Issued	\$ -	-	\$ -	-
Exercised	\$ -	-	\$ -	-
Forfeited	\$ -	-	\$ -	-
Outstanding at September 30, 2021	<u>\$ 6.50</u>	<u>50,000</u>	<u>\$ 6.50</u>	<u>1.19</u>
Exercisable at September 30, 2021	<u>\$ 6.50</u>	<u>50,000</u>	<u>\$ 6.50</u>	<u>1.19</u>
Outstanding at January 1, 2022	\$ 6.50	50,000	\$ 6.50	0.93
Issued	\$ -	-	\$ -	-
Exercised	\$ -	-	\$ -	-
Forfeited	\$ -	-	\$ -	-
Outstanding at September 30, 2022	<u>\$ 6.50</u>	<u>50,000</u>	<u>\$ 6.50</u>	<u>0.19</u>
Exercisable at September 30, 2022	<u>\$ 6.50</u>	<u>50,000</u>	<u>\$ 6.50</u>	<u>0.19</u>



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

**Note 4. Income Taxes**

As referred to in Note 1, the Company accounts for income taxes under FASB ASC Topic 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 ("NOL") carryforwards. 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").

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. In 2016, 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.

Income taxes were recognized at effective rates of 23% and 21%, respectively, for the three and nine months ended September 30, 2022 and 2021.

**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.

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

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

The Company and the general partner of Security Land were in disagreement as to the manner in which taxable income of Security Land was 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 (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 all documentation requested.

The Company's operations may be affected by the recent and ongoing outbreak of the coronavirus disease 2019 (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 reasonably 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**

For operating leases, the lease liability is initially and subsequently measured at the present value of the unpaid lease payments. The Company generally uses its incremental borrowing rate as the discount rate for leases unless an interest rate is implicitly stated in the lease. The Company's incremental borrowing rate used for all leases under ASC 842 was 5.00%, the rate of interest that the Company would have to pay to borrow an amount equal to the lease payments on a collateralized basis over a similar term. The lease term for the Company's leases includes the noncancellable period of the lease plus any additional periods covered by either a Company option to extend the lease that the Company is reasonably certain to exercise, or an option to extend the lease controlled by the lessor. ROU assets, once recorded, are reviewed annually for impairment.

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.

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

**Note 6. Lease Commitments (continued)**

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, 2022 and 2021 was \$77,171 and \$76,884, respectively. Rent expense for the nine months ended September 30, 2022 and 2021 was \$231,514 and \$230,652, respectively.

Other information related to leases is presented below:

	<b>As of September 30, 2022</b>
<b>Other information</b>	
Weighted-average discount rate – operating lease	5.00 %
Weighted-average remaining lease term – operating lease (in months)	10

As of September 30, 2022, the expected annual minimum lease payments of the Company's operating lease liability were as follows:

For the Years Ended December 31,	
2022 (remainder of the year)	\$ 83,780
2023	196,954
Total future minimum lease payments, undiscounted	280,734
Less: Imputed interest for leases in excess of one year	6,349
Present value of future minimum lease payments	274,385

**Note 7. Simplified Employee Pension- Individual Retirement Account (SEP-IRA)**

The Company adopted a SEP-IRA Plan in 2004. During the three months ended September 30, 2022 and 2021, the Company expensed contributions of \$0 and \$0, respectively, to the SEP-IRA Plan. During the nine months ended September 30, 2022 and 2021, the Company expensed contributions of \$86,213 and \$84,653, 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 8. 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 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.

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

**Note 8. Dividends (continued)**

The quarterly dividend was \$0.0655 for the quarters ended March 31, 2020 and June 30, 2020. The quarterly dividend was increased to \$0.0675 for the quarter ended September 30, 2020 and remained at that rate through the quarter ended June 30, 2021. The quarterly dividend was increased to \$0.07 beginning for the quarter ended September 30, 2021. The quarterly dividend was increased to \$0.0725 beginning for the quarter ended September 30, 2022.

During 2020 and 2021, the Company received cash 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. At September 30, 2022 and December 31, 2021 there were \$192,711 and \$192,701 of returned dividends included in accrued dividends.

**Note 9. 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 debt discount was \$3,156 and \$3,156 for the three months ended September 30, 2022 and 2021, respectively. Amortization expense of debt discount was \$9,468 and \$9,468 for the nine months ended September 30, 2022 and 2021, respectively. The unamortized debt discount at September 30, 2022 and December 31, 2021 is \$45,242 and \$54,710, respectively. The principal outstanding on the note at September 30, 2022 and December 31, 2021 is \$24,388,797 and \$24,678,306, respectively. For the three months ended September 30, 2022 and 2021, the Company incurred interest expense of \$309,322 and \$318,345, respectively, in connection with the note. For the nine months ended September 30, 2022 and 2021, the Company incurred interest expense of \$923,921 and \$939,015, 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, 2022, the Company was in compliance with all financial covenants. The covenant at September 30, 2022 is:

Minimum Debt Service Coverage Ratio	1.15 to 1.00
Actual Debt Service Coverage Ratio	1.48 to 1.00

Future payments due under the note are as follows for the years ending December 31:

2022 (remainder of the year)	\$	103,037
2023		425,112
2024		446,639
2025		469,257
2026		22,944,751
Total	\$	<u>24,388,797</u>

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## Regency Affiliates, Inc. and Subsidiaries

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<http://www.regencyaffiliates.com/>

[info@regencyaffiliates.com](mailto:info@regencyaffiliates.com)

60-67

### Quarterly Report

For the Period Ending: September 30, 2022

(the "Reporting Period")

As of September 30, 2022, the number of shares outstanding of our Common Stock was:

4,815,057

As of June 30, 2022, the number of shares outstanding of our Common Stock was:

4,815,057

As of March 31, 2022, the number of shares outstanding of our Common Stock was:

4,815,057

As of December 31, 2021, 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<sup>5</sup> of the company has occurred over this reporting period:

<sup>5</sup> "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

Yes:  No:

**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:	<u>RAFI</u>
Exact title and class of securities outstanding:	<u>Common</u>
CUSIP:	<u>758847305</u>
Par or stated value:	<u>\$0.01</u>

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.

Total shares authorized: 8,000,000 as of date: September 30, 2022  
 Total shares outstanding: 4,815,057 as of date: September 30, 2022  
 Number of shares in the Public Float<sup>6</sup>: 3,633,177 as of date: September 30, 2022  
 Total number of shareholders of record: 93 as of date: September 30, 2022

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?<sup>7</sup> 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: <u>Opening Balance</u>			*Right-click the rows below and select “Insert” to add rows as needed.						
Date _____	Common: _____	Preferred: _____							
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per	Were the shares issued at a discount to market price at	Individual/ Entity Shares were issued to (entities must have individual with voting /	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

<sup>6</sup> “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.

<sup>7</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

	returned to treasury)			share) at Issuance	the time of issuance? (Yes/No)	investment control disclosed).	Services Provided		
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report:									
		Ending _____	Balance _____						
Ending Balance:									
Date _____	Common: _____		Preferred: _____						

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, 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.)
<u>4/18/2016</u>	<u>24,578,606</u>	<u>25,250,000</u>	<u>0</u>	<u>6/6/2050</u>	<u>N/A</u>	<u>Wells Fargo Bank</u> <u>NA</u>	<u>Mortgage</u>
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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)<sup>8</sup>:

Name: Sharon Kim  
Title: Accounting Supervisor  
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.

<b>Document Name</b>	<b>Period End Date</b>	<b>Date Posted</b>
Quarterly Report – Quarterly Report	6/30/2022	8/15/2022
Quarterly Report – Quarterly Report	3/31/2022	5/16/2022
Annual Report – Annual Report	12/31/2021	4/4/2022
Quarterly Report – Quarterly Report	9/30/2021	11/15/2021

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:

<sup>8</sup> 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% or 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
<u>Laurence Levy</u>	<u>Chairman, CEO, and CFO</u>	<u>New York, NY</u>	<u>2,720,602</u>	<u>Common Stock</u>	<u>56.5%</u>	<u>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.</u>
<u>Anthony Brittan</u>	<u>Director</u>	<u>London, UK</u>	<u>0</u>	<u>n/a</u>	<u>n/a</u>	<u>—</u>
<u>Errol Glasser</u>	<u>Director</u>	<u>New York, NY</u>	<u>1,000</u>	<u>Common Stock</u>	<u>&lt;1%</u>	<u>—</u>
<u>Royalty Holdings, LLC</u>	<u>Owner of more than 5%</u>	<u>New York, NY</u>	<u>2,362,736</u>	<u>Restricted</u>	<u>49.1%</u>	<u>Shares beneficially owned by Mr. Laurence Levy, New York NY.</u>
<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>

## 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: Sharon Kim  
Firm: Financial Consulting Strategies, LLC  
Nature of Services: Consulting  
Address 1: 55 Harristown Road #105, Glen Rock, NJ 07452  
Address 2:  
Phone: 201-857-5165  
Email: skim@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, 2022 [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, 2022

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

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