

Regency Affiliates, Inc. and Subsidiary
Condensed Consolidated Financial Statements
June 30, 2024

Regency Affiliates, Inc. and Subsidiary

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INDEPENDENT AUDITOR’S REVIEW REPORT

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

Results of Review of Interim Financial Information

We have reviewed the accompanying condensed consolidated financial statements of Regency Affiliates, Inc. and Subsidiary (the “Company”) which comprise of the balance sheet as of June 30, 2024, and the related condensed consolidated statements of income and changes in equity for the three and six months ended June 30, 2024, and 2023, and cash flows for the six months ended June 30, 2024, and 2023, and the related notes (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.

Basis for Review Results

We conducted our reviews in accordance with auditing standards generally accepted in the United States of America applicable to reviews of interim financial information. A review of condensed interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. A review of condensed interim financial information is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards, the objective of which is an expression of an opinion regarding the financial information as a whole, and accordingly, we do not express such an opinion. We are required to be independent of Regency Affiliates, Inc. and Subsidiary and to meet our other ethical responsibilities in accordance with the relative ethical requirements relating to our review. We believe that the results of the review procedures provide a reasonable basis for our conclusion.

Responsibilities of Management for the Interim Financial Information

Management is responsible for the preparation and fair presentation of the condensed interim financial information in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of interim financial information that is free from material misstatement, whether due to fraud or error.

Report on Condensed Balance Sheet as of December 31, 2023

We have previously audited, in accordance with auditing standards generally accepted in the United States of America, the consolidated balance sheet of Regency Affiliates, Inc. and Subsidiary as of December 31, 2023, 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 11, 2024, we expressed an unmodified audit opinion on those audited consolidated financial statements. In our opinion, the accompanying condensed consolidated balance sheet of Regency Affiliates, Inc. and Subsidiary as of December 31, 2023, is consistent, in all material respects, with the audited consolidated financial statements from which it has been derived.

Rosenberg Rich Baker Berman P.A.

Somerset, New Jersey
October 11, 2024

Regency Affiliates, Inc. and Subsidiary
Condensed Consolidated Balance Sheets

	As of	
	June 30, 2024 (unaudited)	December 31, 2023
Assets		
Current Assets:		
Cash and cash equivalents	\$ 400,624	\$ 459,979
Restricted cash	582,498	563,567
Short-term investments	5,984,610	5,069,553
Prepaid expenses and other current assets	988,183	1,185,341
Rent receivable	63,879	53,615
Management fee receivable	-	13,734
Total current assets	<u>8,019,794</u>	<u>7,345,789</u>
Real Estate		
Self-storage properties	35,380,621	35,373,727
Less accumulated depreciation	(6,438,139)	(6,038,680)
Real estate, net	<u>28,942,482</u>	<u>29,335,047</u>
Property and equipment, net	27,204	30,643
Investment in partnerships/LLC	49,474,879	50,479,487
Operating lease right-of-use asset	227,135	253,058
Other assets	10,462	10,638
Total assets	<u>\$ 86,701,956</u>	<u>\$ 87,454,662</u>
Liabilities and Shareholders' Equity		
Current Liabilities:		
Accounts payable and accrued expenses	\$ 261,819	\$ 146,934
Mortgage note payable, net	447,072	435,858
Deferred revenue	258,953	241,484
Operating lease liability	53,092	50,709
Dividends payable	611,177	213,106
Tenant security deposits	3,475	3,653
Total current liabilities	<u>1,635,588</u>	<u>1,091,744</u>
Non-current Liabilities:		
Mortgage note payable, net	23,202,960	23,417,748
Operating lease liability	177,154	204,122
Total liabilities	<u>25,015,702</u>	<u>24,713,614</u>
Commitments and contingencies (Notes 8 and 9)		
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 shares issued and outstanding as of June 30, 2024 and December 31, 2023	48,151	48,151
Additional paid-in capital	14,014,556	14,014,556
Retained earnings	46,430,843	47,627,276
Total shareholders' equity	<u>60,493,550</u>	<u>61,689,983</u>
Noncontrolling interest	1,192,704	1,051,065
Total equity	<u>61,686,254</u>	<u>62,741,048</u>
Total liabilities and shareholders' equity	<u>\$ 86,701,956</u>	<u>\$ 87,454,662</u>

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

Regency Affiliates, Inc. and Subsidiary
Condensed Consolidated Statements of Operations
(unaudited)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2024	2023	2024	2023
Revenue:				
Rental	\$ 1,152,018	\$ 1,222,883	\$ 2,293,857	\$ 2,466,145
Insurance, late fees and other income	110,768	88,262	216,661	172,438
Total revenue	<u>1,262,786</u>	<u>1,311,145</u>	<u>2,510,518</u>	<u>2,638,583</u>
Operating expenses:				
Self-storage cost of operations	413,242	373,421	818,695	726,078
Self-storage depreciation expense	186,221	194,477	402,897	388,954
General and administrative expenses	480,537	310,006	822,874	669,810
Total operating expenses	<u>1,080,000</u>	<u>877,904</u>	<u>2,044,466</u>	<u>1,784,842</u>
Income from operations	<u>182,786</u>	<u>433,241</u>	<u>466,052</u>	<u>853,741</u>
Other income (expense):				
Management agreement income	-	41,203	-	82,406
(Loss) income from equity investment in partnerships/LLC	(273,784)	679,257	(290,176)	1,410,266
Realized gain (loss) on sale of short-term investments	1,372	(18,955)	1,316	(18,280)
Interest income	81,551	31,248	145,426	68,001
Other expense	(27,807)	(109)	(36,940)	(12,755)
Interest expense	(300,344)	(305,086)	(598,776)	(595,180)
Amortization of debt discount	(3,156)	(3,156)	(6,312)	(6,312)
Total other (expense) income	<u>(522,168)</u>	<u>424,402</u>	<u>(785,462)</u>	<u>928,146</u>
Net (loss) income before income taxes	(339,382)	857,643	(319,410)	1,781,887
Income tax expense	-	211,487	-	436,284
Net (loss) income	(339,382)	646,156	(319,410)	1,345,603
Net income attributable to noncontrolling interest	<u>81,683</u>	<u>85,929</u>	<u>154,765</u>	<u>182,675</u>
Net (loss) income allocated to shareholders	<u>\$ (421,065)</u>	<u>\$ 560,227</u>	<u>\$ (474,175)</u>	<u>\$ 1,162,928</u>

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

Regency Affiliates, Inc. and Subsidiary
Condensed Consolidated Statements of Changes in Equity
(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, 2023	-	\$ -	4,815,058	\$ 48,151	\$ 14,014,556	\$ 51,475,461	\$ 65,538,168	\$ 691,816	\$ 66,229,984
Dividend paid to noncontrolling interest	-	-	-	-	-	-	-	(6,563)	(6,563)
Dividends declared	-	-	-	-	-	(349,092)	(349,092)	-	(349,092)
Net income	-	-	-	-	-	602,701	602,701	96,746	699,447
Balance at March 31, 2023	-	\$ -	4,815,058	\$ 48,151	\$ 14,014,556	\$ 51,729,070	\$ 65,791,777	\$ 781,999	\$ 66,573,776
Dividend paid to noncontrolling interest	-	-	-	-	-	-	-	(6,563)	(6,563)
Dividends declared	-	-	-	-	-	(349,092)	(349,092)	-	(349,092)
Net income	-	-	-	-	-	560,227	560,227	85,929	646,156
Balance at June 30, 2023	-	\$ -	4,815,058	\$ 48,151	\$ 14,014,556	\$ 51,940,205	\$ 66,002,912	\$ 861,365	\$ 66,864,277
Balance at January 1, 2024	-	\$ -	4,815,058	\$ 48,151	\$ 14,014,556	\$ 47,627,276	\$ 61,689,983	\$ 1,051,065	\$ 62,741,048
Dividend paid to noncontrolling interest	-	-	-	-	-	-	-	(6,563)	(6,563)
Dividends declared	-	-	-	-	-	(361,129)	(361,129)	-	(361,129)
Net (loss)/income	-	-	-	-	-	(53,110)	(53,110)	73,082	19,972
Balance at March 31, 2024	-	\$ -	4,815,058	\$ 48,151	\$ 14,014,556	\$ 47,213,037	\$ 61,275,744	\$ 1,117,584	\$ 62,393,328
Dividend paid to noncontrolling interest	-	-	-	-	-	-	-	(6,563)	(6,563)
Dividends declared	-	-	-	-	-	(361,129)	(361,129)	-	(361,129)
Net (loss)/income	-	-	-	-	-	(421,065)	(421,065)	81,683	(339,382)
Balance at June 30, 2024	-	\$ -	4,815,058	\$ 48,151	\$ 14,014,556	\$ 46,430,843	\$ 60,493,550	\$ 1,192,704	\$ 61,686,254

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

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

	For the Six Months Ended	
	June 30,	
	2024	2023
Cash Flows From Operating Activities		
Net (loss) income	\$ (319,410)	\$ 1,345,603
Adjustments to reconcile net (loss) income to net cash provided by (used in) operating activities:		
Non-cash expenses		
Depreciation and amortization	402,898	373,139
Loss (income) from equity investment in partnerships/LLCs	290,176	(1,410,266)
Realized loss on sale of short-term investments	(1,316)	-
Amortization of right of use asset	31,913	50,158
Amortization of debt discount	6,312	6,312
Accretion of discount on short term investments	(122,378)	68,001
Changes in operating assets and liabilities		
Prepaid expenses and other current assets	197,158	9,599
Rent receivable	3,470	7,670
Other assets	176	(10,638)
Management fee receivable	-	410
Accounts payable and accrued expenses	114,885	2,265
Deferred revenue	17,469	16,332
Income tax payable	-	(597,581)
Operating lease liability	(30,575)	(89,824)
Dividends payable	361,129	-
Tenant security deposits	(178)	(1,202)
Total adjustments	1,271,139	(1,575,625)
Net cash provided by (used in) operating activities	951,729	(230,022)
Cash Flows From Investing Activities		
Purchase of short-term investments	(3,550,411)	(885,609)
Purchase of equipment	(6,894)	(24,287)
Proceeds from short-term investments	2,759,048	2,543,908
Distributions of earnings from partnerships	714,432	-
Net cash (used in) provided by investing activities	(83,825)	1,634,012
Cash Flows From Financing Activities		
Dividends paid to common shareholders	(722,260)	(693,737)
Dividends returned from common shareholders	36,944	2,229
Dividends paid to noncontrolling shareholder	(13,126)	(13,126)
Repayment of mortgage note payable	(209,886)	(213,482)
Net cash used in financing activities	(908,328)	(918,116)
Net (decrease)/increase in cash and cash equivalents and restricted cash	(40,424)	485,874
Cash and cash equivalents and restricted cash - beginning	1,023,546	3,150,295
Cash and cash equivalents and restricted cash - ending	\$ 983,122	\$ 3,636,169
Supplemental Disclosures of Cash Flow Information		
Cash paid during the period for:		
Interest	\$ 598,776	\$ 595,180
Income taxes	\$ -	\$ 1,033,865
Non-cash investing and financing activities:		
Common stock dividends declared	\$ 361,129	\$ 349,092
Recognition of right of use asset/obligation	\$ -	\$ 282,542

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

Regency Affiliates, Inc. and Subsidiary
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, 2023, as posted with OTC Markets on April 11, 2024. Operating results for the three and six months ended June 30, 2024 are not necessarily indicative of the results that may be expected for any subsequent quarters or for the year ending December 31, 2024.

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 in Woodlawn, Maryland. In November 2000, the Company acquired a 5% limited partnership interest in 1500 Woodlawn Limited Partnership, the general partner of Security Land (“Woodlawn”). See Note 4, “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, Intermediate Holdings acquired a portfolio of five self-storage facilities in Harrisburg, Pennsylvania (“SSCP Harrisburg Properties”). Through our controlling interest of Harrisburg Holdings, 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 subsidiary, RSS. All intercompany balances and transactions have been eliminated in consolidation.

Reclassification

Certain amounts in prior periods related to the classification of revenue and prepaid expenses have been reclassified to conform to current period presentation. This reclassification to adjust prior period presentation had no net impact on the consolidated statements of operations or consolidated statements of cash flows.

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

Note 1. Summary of Significant Accounting Policies (continued)

Noncontrolling Interest

The Company consolidates Harrisburg Holdings as it owns 80% of the equity interest and reports the remaining 20% interest owned by the third party, SSCP Management, LLC, as a noncontrolling interest on the condensed consolidated balance sheet. At June 30, 2024 and December 31, 2023, the noncontrolling equity interest was \$1,192,704 and \$1,051,065, respectively. The net income or net loss of Harrisburg Holdings is allocated based on the ownership percentages. For the three-months ended June 30, 2024 and 2023, Harrisburg Holdings had net income of \$408,414 and \$429,648, respectively, resulting in net income attributable to the non-controlling interest for the three-months ended June 30, 2024 and 2023 of \$81,683 and \$85,929, respectively. For the six-months ended June 30, 2024 and 2023, Harrisburg Holdings had net income of \$773,826 and \$913,377, respectively, resulting in net income attributable to the non-controlling interest for the six-months ended June 30, 2024 and 2023 of \$154,765 and \$182,675, respectively.

Cash, Cash Equivalents and Restricted Cash

Cash and cash equivalents represent cash and short-term highly liquid investments with original maturities of three months or less. Cash equivalents consist of interest-bearing bank accounts. The Company places its cash and cash equivalents with high credit quality financial institutions that may exceed federally insured amounts at times. The self-storage properties hold escrow funds in a bank account for real estate taxes, insurance, and replacement reserves disbursements to be paid when due, pursuant to the terms of the bank financing agreement, which are included in restricted cash on the Company's condensed consolidated balance sheet.

The following table provides a reconciliation of cash and restricted cash to the total amount shown in the condensed consolidated statements of cash flows at June 30, 2024 and June 30, 2023:

	June 30, 2024	June 30, 2023
Cash and cash equivalents	\$ 400,624	\$ 3,028,532
Restricted cash	582,498	607,637
Total cash and cash equivalents and restricted cash shown in the condensed consolidated statements of cash flows	<u>\$ 983,122</u>	<u>\$ 3,636,169</u>

Short-Term Investments

Short-term investments consist of treasury bills and notes with original maturity dates greater than three months and less than one year 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. The Company has evaluated and determined that no allowance for credit allowances would be required, given that the Company's short-term investments consist of high-quality government securities. As of June 30, 2024 and December 31, 2023, the Company's short-term investments, at amortized cost, were \$5,984,610 and \$5,069,553, respectively.

Investments in Partnerships/ LLC

The Company uses the equity method of accounting for its investments in partnerships 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.

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

Note 1. Summary of Significant Accounting Policies (continued)

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 an estimated useful life of 39 years; furniture and equipment are depreciated over an estimated useful life of 7 years. The cost of the land is not depreciated. Repair and maintenance costs are expensed as incurred.

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:

	<u>June 30, 2024</u>	<u>December 31, 2023</u>
Land	\$ 4,760,502	\$ 4,760,502
Building and improvements	30,497,047	30,494,117
Furniture and equipment	<u>123,072</u>	<u>119,108</u>
	35,380,621	35,373,727
Less: Accumulated depreciation	<u>(6,438,139)</u>	<u>(6,038,680)</u>
Self-Storage Properties, net	<u>\$ 28,942,482</u>	<u>\$ 29,335,047</u>

Depreciation expense on these properties was \$182,783 and \$194,477 for the three-months ended June 30, 2024 and 2023, respectively. Depreciation expense on these properties was \$399,459 and \$388,954 for the six-months ended June 30, 2024 and 2023, 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:

	<u>June 30, 2024</u>	<u>December 31, 2023</u>
Machinery and equipment	\$ 79,614	\$ 79,614
Less: Accumulated depreciation	<u>(52,410)</u>	<u>(48,971)</u>
Property and equipment, net	<u>\$ 27,204</u>	<u>\$ 30,643</u>

Depreciation expense was \$1,698 and \$642 for the three-months ended June 30, 2024 and 2023, respectively. Depreciation expense was \$3,439 and \$1,591 for the six-months ended June 30, 2024 and 2023, respectively.

Regency Affiliates, Inc. and Subsidiary
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.

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 Recognition

Effective January 1, 2019, the Company adopted Financial Account Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 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 Topic 606. The Company recognizes rental income in accordance with ASC Topic 842, 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.

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

Note 1. Summary of Significant Accounting Policies (continued)

Expense Recognition

Property tax expense is based on actual amounts billed. Cost of operations, general and administrative expense and interest expense are expensed as incurred.

Advertising Expenses

The Company expenses advertising costs when incurred. Advertising and marketing costs totaled \$45,047 and \$2,867 for the three-months ended June 30, 2024 and 2023, respectively. Advertising and marketing costs totaled \$85,926 and \$6,146 for the six-months ended June 30, 2024 and 2023, respectively.

Fair Value Measurements

The carrying amounts of cash and cash equivalents, restricted cash, prepaid expenses and other current assets, accounts payable, accrued liabilities, deferred revenue, and other liabilities approximate their fair value due to the short-term nature of these instruments.

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 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.

Leases

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842): Amendments to FASB Codification (“ASU 2016-02”), which increases transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. At the lease commencement date, the lessee must recognize a lease liability and right-of-use asset, which is initially measured at the present value of future lease payments.

Limitations on the Use of Fair Value Estimates

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.

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

Note 1. Summary of Significant Accounting Policies (continued)

Recent Accounting Pronouncements Not Yet Adopted

In November 2023, the Financial Accounting Standards Board, or the FASB, issued ASU 2023-07 – Improvements to Reportable Segment Disclosures, which enhances the disclosures required for reportable segments in annual and interim consolidated financial statements, including additional, more detailed information about a reportable segment’s expenses. The standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is available. The Company is still evaluating the full extent of the potential impact of the adoption of ASU 2023-07 but believes it will not have a material impact on its consolidated financial statements and disclosures.

In December 2023, the FASB issued ASU 2023-09 – Improvements to Income Tax Disclosures, which enhances the transparency and decision usefulness of income tax disclosures. The standard is effective for public companies for annual periods beginning after December 15, 2024. Early adoption is available. The Company is still evaluating the full extent of the potential impact of the adoption of ASU 2023-09 but believes it will not have a material impact on its consolidated financial statements and disclosures.

Subsequent Events Evaluation

The Company has evaluated subsequent events through October 11, 2024, which is the date these financial statements were available to be issued.

Note 2. Fair Value Measurements

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

As of June 30, 2024				
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	\$ -	\$ 1,185,836	\$ -	\$ 1,185,836
U.S. Treasury Bills	-	4,798,774	-	4,798,774
Total	\$ -	\$ 5,984,610	\$ -	\$ 5,984,610

As of December 31, 2023				
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	\$ -	\$ 1,135,193	\$ -	\$ 1,135,193
U.S. Treasury Bills	-	3,934,360	-	3,934,360
Total	\$ -	\$ 5,069,553	\$ -	\$ 5,069,553

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

Note 3. Marketable Securities

The tables below summarize the cost and fair values of marketable securities at June 30, 2024 and December 31, 2023:

As of June 30, 2024				
Security Type	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury Notes	\$ 1,185,836	\$ 24	\$ (505)	\$ 1,185,355
U.S. Treasury Bills	4,798,774	280	(164)	4,798,890
Total	<u>\$ 5,984,610</u>	<u>\$ 304</u>	<u>\$ (669)</u>	<u>\$ 5,984,245</u>

As of December 31, 2023				
Security Type	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury Notes	\$ 1,135,193	\$ 2,712	\$ -	\$ 1,137,905
U.S. Treasury Bills	3,934,360	5,154	(938)	3,938,576
Total	<u>\$ 5,069,553</u>	<u>\$ 7,866</u>	<u>\$ (938)</u>	<u>\$ 5,076,481</u>

Accrued interest receivable as of June 30, 2024 and December 31, 2023 was \$5,846 and \$6,484, respectively.

As of June 30, 2024 and December 31, 2023, the Company held five and four securities that were in an unrealized loss position, respectively. The aggregate fair value of securities held by the Company in an unrealized loss position for less than twelve months as of June 30, 2024 and December 31, 2023 was \$2,994,419 and \$2,259,787, respectively, and there were no securities held by the Company in an unrealized loss position for more than twelve months. The Company has the intent and ability to hold such securities until recovery. As a result, the Company did not record any charges for credit-related impairments for its marketable debt securities for the three and six-months ended June 30, 2024 and 2023.

Note 4. Investment in Security Land and Development Company Limited Partnership

The Company owns a limited partnership interest in Security Land, which owns a parcel of land 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 June 30, 2024 and 2023, the Company recognized a loss of \$262,729 and income of \$651,829, respectively, from its equity investment in Security Land. For the six-months ended June 30, 2024 and 2023, the Company recognized a loss of \$278,459 and income of \$1,353,320, respectively, from its equity investment in Security Land. The Company was paid \$685,566 in distributions during the six-months ended June 30, 2024. There were no distributions paid to the Company during the six-months ended June 30, 2023.

The Company also owns a 5% limited partnership interest in 1500 Woodlawn Limited Partnership, the general partner of Security Land. The Company recognized a loss of \$11,055 and income of \$27,428 for the three-months ended June 30, 2024 and 2023, respectively, from this investment. The Company recognized a loss of \$11,717 and income of \$56,946 for the six-months ended June 30, 2024 and 2023, respectively, from this investment. The Company was paid \$28,866 in distributions during the six-months ended June 30, 2024. There were no distributions paid to the Company during the six-months ended June 30, 2023.

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

Note 4. 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 June 30, 2024 and 2023, the Company recognized \$0 and \$41,203, respectively, from the management fee agreement. For the six-months ended June 30, 2024 and 2023, the Company recognized \$0 and \$82,406, respectively, from the management fee agreement.

On December 17, 2018, Security Land signed a new ten-year lease with the United States General Services Administration (the “GSA”), which became effective as of November 1, 2018 and under the terms of the lease would have expired on October 31, 2028. In October 2021, the GSA notified Security Land that it would early terminate its lease for the Security West building effective November 1, 2023. The GSA fully vacated from the Security West building effective November 1, 2023 and as of June 30, 2024, the building is slated to be demolished. Security Land is currently investigating and evaluating redevelopment opportunities for the site.

Summarized Balance Sheet information for Security Land at June 30, 2024 and December 31, 2023 is as follows:

	(unaudited) June 30, 2024	December 31, 2023
Balance Sheet Data		
Cash and cash equivalents	\$ 6,946,789	\$ 8,546,020
Real estate, net	2,151,154	2,151,154
Prepaid expenses and other receivables	52,791	41,824
Receivables and other assets	100,000	358,291
Total Assets	<u>\$ 9,250,734</u>	<u>\$ 11,097,289</u>
Accounts payable and accrued expenses	\$ 221,157	\$ 123,482
Total Liabilities	<u>\$ 221,157</u>	<u>\$ 123,482</u>
Partners' capital:		
Total Partners' Capital	9,029,577	10,973,807
Total Liabilities and Partner's Capital	<u>\$ 9,250,734</u>	<u>\$ 11,097,289</u>

Summarized Statements of Net (loss) income information for Security Land is as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2024	2023	2024	2023
Revenues	\$ 38,145	\$ 3,214,779	\$ 229,767	\$ 6,490,761
Expenses	(574,327)	(1,884,515)	(798,052)	(3,728,883)
Net (loss) income	<u>\$ (536,182)</u>	<u>\$ 1,330,264</u>	<u>\$ (568,285)</u>	<u>\$ 2,761,878</u>

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

Note 5. 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 June 30, 2024, 125,000 shares remain available for issuance under the 2003 Plan. There were no options outstanding at June 30, 2024 and December 31, 2023.

Note 6. Related Party Transactions

In connection with the Company's investment in Security Land, the Company also holds a 5% interest in Woodlawn. Security Land entered into an agreement with TCG Properties Corporation, an affiliate of Woodlawn, to provide management services. Effective with the termination of the lease for the Security West building with GSA, no payments have been made to TCG Properties Corporation under this arrangement.

Note 7. 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 subsidiary. 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 was 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 0% and 25% for the three and six-months ended June 30, 2024 and 2023, respectively.

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

Note 8. 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.

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 4). 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. From time to time and as recently as June 2024, the Company and the general partner of Security Land have engaged in discussions intended to settle the foregoing tax dispute and any related liability for unpaid taxes (and interest and penalties). No such settlement has been achieved to date and no assurance can be given that the parties will ever reach a settlement of the dispute.

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. As of June 30, 2024, management does not believe that the Company has any material uncertain tax positions that would require it to measure and reflect the potential lack of sustainability of a position on audit in its financial statements. The Company will continue to evaluate its uncertain tax positions in future periods to determine if measurement and recognition in its financial statements is necessary. The Company does not believe there will be any material changes in its unrecognized tax positions over the next year.

The Company's operations may be affected from time to time by health pandemics, such as COVID-19, geopolitical unrest (such as in Europe or in the Middle East) and the impact of elevated interest rates. These factors may have an adverse impact on the Company's financial position, operations, and cash flows, or on the financial markets, potentially impacting the cost of its capital or the ability to raise capital at a point when raising capital might be appropriate for the Company. The Company is monitoring these and other risks on all aspects of its business.

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

Note 9. 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 April 2023, Regency paid a \$10,638 security deposit and entered into a new, five-year office lease agreement for a 432 square foot space for its New York location. Base rental payments under this agreement are \$5,066 per month for the first year, \$5,247 per month for the second year and \$5,428 per month for the remaining term.

Rent expense for the three-months ended June 30, 2024 and 2023 was \$15,957 and \$56,767, respectively. Rent expense for the six-months ended June 30, 2024 and 2023 was \$31,913 and \$133,939, respectively.

Other information related to leases is presented below:

	As of June 30, 2024
Other information	
Weighted-average discount rate – operating lease	5.00 %
Weighted-average remaining lease term – operating lease (in months)	47

As of June 30, 2024, future minimum payments under this operating lease are as follows:

For the Years Ended December 31,	
2024 (remainder of the year)	\$ 31,480
2025	64,225
2026	65,130
2027	65,130
2028	27,138
Total future minimum lease payments, undiscounted	253,103
Less: Imputed interest for leases in excess of one year	(22,857)
Total	\$ 230,246

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

The Company adopted a SEP-IRA Plan in 2004. During the three-months ended June 30, 2024 and 2023, the Company expensed contributions of \$0 and \$3,000, respectively, to the SEP-IRA Plan. The Company adopted a SEP-IRA Plan in 2004. During the six-months ended June 30, 2024 and 2023, the Company expensed contributions of \$92,297 and \$89,609, 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.

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

Note 11. 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 quarterly dividend per share was increased to \$0.0750 for quarters ended September 30, 2023 and following.

During the three and six-months ended June 30, 2024 and 2023, the Company recorded as dividends payable a portion of declared dividends for certain stockholders who could not be located by the Company's transfer agent. At June 30, 2024 and December 31, 2023, there were \$250,048 and \$213,106, respectively, of returned dividends included in dividends payable on the Company's condensed consolidated balance sheet.

Note 12. Mortgage Note Payable

On April 18, 2016, SSCP Harrisburg Properties obtained a \$25,250,000 bank note to fund the acquisition of the self-storage properties. 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 Harrisburg Properties and is secured by all assets of SSCP Harrisburg Properties. The only amount due during the first four years of the note was 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 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 June 30, 2024 and 2023, respectively. Amortization expense of debt discount was \$6,312 and \$6,312 for the six-months ended June 30, 2024 and 2023, respectively. The unamortized debt discount at June 30, 2024 and December 31, 2023 is \$23,148 and \$29,460, respectively. The principal outstanding on the note at June 30, 2024 and December 31, 2023 is \$23,673,180 and \$23,883,066, respectively. For the three-months ended June 30, 2024 and 2023, the Company incurred interest expense of \$300,344 and \$305,086, respectively, in connection with the note. For the six-months ended June 30, 2024 and 2023, the Company incurred interest expense of \$598,776 and \$595,180, 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 June 30, 2024, the Company was in compliance with all financial covenants. The covenant at June 30, 2024 is:

Minimum Debt Service Coverage Ratio	1.15 to 1.00
Actual Debt Service Coverage Ratio	1.59 to 1.00

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

2024 (remainder of the year)	\$ 227,010
2025	471,192
2026	<u>22,974,978</u>
Total	\$ 23,673,180
Less: Debt discount	<u>23,148</u>
Subtotal	<u>\$ 23,650,032</u>
Mortgage note payable, net - current	\$ <u>447,072</u>
Mortgage note payable, net – non-current	<u>\$ 23,202,960</u>

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

Note 13. Subsequent Events

On October 7, 2024, (the “Closing”) RSS (the “Buyer”) acquired the balance of the membership interests in Harrisburg Holdings that RSS did not already own from SSCP Management (the “Seller”), for an aggregate purchase price of \$3,000,000. At the Closing, the Buyer held back \$250,000 of the purchase price, which will be released to the Seller upon receipt of confirmatory lien release documentation from the Seller’s lender. As a result of the membership interest acquisition, the Company became, indirectly, the owner of 100% of the equity interests in the SSCP Harrisburg Properties.

On October 8, 2024, RSS borrowed \$5,000,000 from an unrelated third-party, the proceeds of which were used to fund the acquisition of the Harrisburg Holdings membership interests (and related expenses) and are otherwise available for general corporate purposes, including the repurchase by Regency of shares of its outstanding common stock. The loan accrues interest, payable monthly, at the rate of 10% per annum, and is payable in full on May 7, 2026 or sooner under certain circumstances including upon repayment in full of the \$25,250,000 bank note secured by the SSCP Harrisburg Properties (described in Note 12). The \$5,000,000 loan is prepayable at any time without premium or penalty, is secured by a pledge of the membership interests in Harrisburg Holdings owned by RSS, and includes certain customary covenants, representations and events of default. In addition, while the \$5,000,000 loan remains outstanding, RSS agreed to first offer the lender the opportunity to purchase the SSCP Harrisburg Properties in the event that RSS determined to sell the properties.

Regency Affiliates, Inc. and Subsidiary

1890 Palmer Avenue, Suite 303 Larchmont, NY 10538

(212)-644-3450

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

Quarterly Report

For the period ending June 30, 2024 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

4,815,057 as of June 30, 2024 *(Current Reporting Period Date or More Recent Date)*

4,815,057 as of December 31, 2023 *(Most Recent Completed Fiscal Year End)*

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 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:

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: No:

⁴ “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 and names used by predecessor entities, along with the dates of the name changes.

Regency Affiliates, Inc. and Subsidiary
1890 Palmer Avenue, Suite 303 Larchmont, NY 10538

Current State and Date of Incorporation or Registration: Delaware, November 25, 2003

Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

N/A

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

None

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

None

Address of the issuer's principal executive office:

1890 Palmer Avenue, Suite 303 Larchmont, NY 10538

Address of the issuer's principal place of business:

Check 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?

No: Yes: If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Transfer Online

Phone: (503) 227-2950

Email: info@transferonline.com

Address: 512 SE Salmon Street, Portland, OR 97214

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

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>	
Total shares authorized:	<u>8,000,000</u>	as of date: <u>June 30, 2024</u>
Total shares outstanding:	<u>4,815,057</u>	as of date: <u>June 30, 2024</u>
Total number of shareholders of record:	<u>92</u>	as of date: <u>June 30, 2024</u>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	_____	
Par or stated value:	_____	
Total shares authorized:	_____	as of date: _____
Total shares outstanding:	_____	as of date: _____
Total number of shareholders of record:	_____	as of date: _____

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

Holders of common equity are entitled to one vote per share and are eligible for dividends when and as declared by the Company's Board of Directors. The Company's certificate of incorporation does not provide for any preemptive rights.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

The Company's Board of Director has the authority to designate material rights of preferred stock when issued. There is no preferred stock issued as of June 30, 2024 and as a result the preferred stock has no current rights.

3. Describe any other material rights of common or preferred stockholders.

N/A

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

N/A

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any 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 for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: Yes: (If yes, you must complete the table below)

Shares Outstanding <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 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 issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	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.
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report:									
<u>Ending Balance</u> :									
Date _____	Common: _____	Preferred: _____							

Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

***Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

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

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer’s equity securities :

No: Yes: (If yes, you must complete the table below)

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. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
4/18/2016	23,673,180	25,250,000	0	5/6/2026	N/A	Wells Fargo Bank NA	Mortgage
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

***Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

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

4) Issuer’s Business, Products and Services

The purpose of this section is to provide a clear description of the issuer’s current operations. Ensure that these descriptions are updated on the Company’s Profile on www.OTCMarkets.com.

A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

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.

B. List any subsidiaries, parent company, or affiliated companies.

- Security Land and Development Company Limited Partnership
- RSS Investments LLC
- SSCP Harrisburg Holdings, LLC
- SSCP Harrisburg Intermediate Holdings, LLC
- 1500 Woodlawn Limited Partnership

C. Describe the issuers' principal products or services.

Real estate investment

5) Issuer's Facilities

The goal of this section is to provide investors 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. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

In April 2016, Regency formed a new, wholly owned subsidiary, RSS Investments LLC ("RSS"). RSS initially acquired a majority ownership (80%) of SSCP Harrisburg Holdings, LLC, a Delaware limited liability company ("Harrisburg Holdings"). Effective October 7, 2024, RSS acquired the remaining 20% of 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 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.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. 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. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors 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 owners.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Laurence Levy</u>	<u>Chairman, CEO, CFO</u>	<u>Scarsdale, NY</u>	<u>2,720,602</u>	<u>Common Stock</u>	<u>56.5%</u>	_____
<u>Anthony Brittan</u>	<u>Director</u>	<u>London, UK</u>	<u>0</u>	<u>N/A</u>	<u>N/A</u>	_____

<u>Errol Glasser</u>	<u>Director</u>	<u>Savannah, GA</u>	<u>19,875</u>	<u>Common Stock</u>	<u><1%</u>	<u>—</u>
<u>Royalty Holdings, LLC</u>	<u>Owner of more than 5%</u>	<u>Larchmont, NY</u>	<u>2,362,736</u>	<u>Restricted</u>	<u>49.1%</u>	<u>Laurence Levy</u>
<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

No

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

No

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

No

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

No

5. Been the subject 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

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

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 to 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

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

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: _____

All other means of Investor Communication:

X (Twitter): _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

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), consultant(s) or any entity/individual that 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: 1300 Route 17 North, Suite 1 #1038 Ramsey, NJ 07446
Address 2:
Phone: 201-857-5165
Email: skim@fcstrategiesllc.com

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: Sharon Kim
Title: Accounting Manager
Relationship to Issuer: Consultant

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

- IFRS
 U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Sharon Kim
Title: Accounting Manager
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements:⁵ Consultant at Financial Consulting Strategies, LLC that has experience in the preparation of financial statements.

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

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 Disclosure Statement for 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.

October 11, 2024

/s/ Laurence S. Levy

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

Principal Financial Officer:

I, Laurence S. Levy certify that:

1. I have reviewed this Disclosure Statement for 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.

October 11, 2024

/s/ Laurence S. Levy

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