MNP

MERCHANTS' NATIONAL PROPERTIES, INC.
10 Grand Central, 155 East 44th Street, New York, NY 10017

ISSUER INFORMATION

Title and class of security:	Common Shares ($1 par value)
Transfer Agent:	Merchants' National Properties, Inc. 10 Grand Central 155 East 44th Street New York, NY 10017
President and Chief Executive Officer:	Craig M. Deitelzweig (Director)
Board of Directors:	James M. Better (Chairman) Leonard S. Gruenberg Mark Magowan James Magowan Matthew Maguire Richard Schosberg James Stern John Usdan
Issuer's telephone number:	(212) 557-1400

Number of shares outstanding of common stock as of August 19, 2024: 90,592

MNP

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FINANCIAL INFORMATION

The information furnished in the accompanying consolidated balance sheets and related consolidated statements of operations, changes in stockholders' equity and cash flows reflect all adjustments, consisting solely of normal and recurring adjustments that are, in management's opinion, necessary for a fair and consistent presentation of the aforementioned consolidated financial statements.

Cautionary Statement Regarding Forward-Looking Statements

Certain statements contained in this letter and the attached report of Merchants' National Properties, Inc., and Subsidiaries ("MNP") may be considered forward-looking statements. Additionally, MNP or the executive officers on MNP's behalf, may from time to time make forward-looking statements in reports and other documents or in connection with written or oral statements made to the press, potential investors, or others.

Forward-looking statements can generally be identified by our use of forward-looking terminology such as "may," "will," "expect," "intend," "estimate," "continue," "anticipate" or other similar words. However, the absence of these or similar words or expressions do not mean that a statement is not forward-looking. Forward-looking statements are not guarantees of performance and are based on certain assumptions. Forward-looking statements may include the discussion of future expectations or description of plans and strategies and may contain projections of results of operations or of financial condition or other forward-looking information. Expected future net income (loss) depends on many factors including among others expected uses of cash generated from operations, expected sources and adequacy of capital resources and liquidity. Any deviation from these assumptions may lead to fluctuations in future net income (loss).

Any such forward-looking statements are based on a number of assumptions involving judgments and are subject to risks, uncertainties, and other factors that could cause actual results to differ materially from our historical experience and our present expectations. Accordingly, readers are cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date of this report. MNP makes no representations or warranties (express or implied) about the accuracy of any such forward-looking statements contained in this report, and MNP does not intend to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by law.

MNP

MERCHANTS' NATIONAL PROPERTIES, INC.
10 Grand Central, 155 East 44th Street, New York, NY 10017

August 19, 2024

To our Stockholders:

Attached are Merchants' National Properties, Inc.'s ("MNP" or the "Company") unaudited consolidated financial statements for the six months ended June 30, 2024 and 2023. These statements have been filed with the OTC Markets.

Financial Highlights:

For the six months ended June 30, 2024, the Company reported grossed-up rental and other income of $30.3 million, vs. $28.6 million for the six months ended June 30, 2023. For the six months ended June 30, 2024, the Company reported grossed-up operating income of $13.7 million, vs. $12.9 million for the six months ended June 30, 2023. For the six months ended June 30, 2024, the Company reported grossed-up earnings before interest, taxes, depreciation and amortization ("EBITDA") of $18 million, vs. $19.8 million for the six months ended June 30, 2023, EBITDA includes an increase in the value of marketable securities of $1.1 million in 2024 vs. $5.3 million in 2023. Finally, for the six months ended June 30, 2024, the Company reported a net income of $4.9 million, as compared to $6.4 million for the six months ended June 30, 2023.

Including non-recurring gains and losses, net of taxes, the reportable earnings per share for the six months ended June 30, 2024 was $54.04, vs. $71.07 for the six months ended June 30, 2023. Excluding non-recurring gains and losses, the grossed-up earnings per share from operations for the six months ended June 30, 2024 was $151.36 vs. $141.92 for the six months ended June 30, 2023.

For the six months ended June 30, 2024, stockholders' equity increased by $2.6 million with a corresponding increase in book value per share to $2,317 at June 30, 2024 from $2,288 at December 31, 2023. The Company paid $80.00 per share in dividends in 2023. The Board approved an interim 2024 dividend of $25.00 per share, which was paid on May 8, 2024.

MNP purchased 31 shares during the six months ended June 30, 2024 at an average cost of $1,491 per share, as compared to 51 shares during the six months ended June 30, 2023. As of June 30, 2024 and 2023, 90,592 and 90,623 shares of common stock were outstanding, respectively.

Accounting principles generally accepted in the United States of America ("GAAP") require unrealized gains and losses of marketable securities to be included in net income. This standard has driven substantial swings in earnings during the reporting periods. As a result of these influences, we believe the most useful metric for assessing our performance is "Operating Income As Grossed-Up."

The following table provides a side-by-side comparison of MNP's June 30, 2024 vs. June 30, 2023 consolidated statements of operations in accordance with GAAP and "As Grossed-Up", a non-GAAP measure, which provides more transparency to MNP's share of the underlying assets' revenues and expenses which flow up to MNP from various real estate investments.

INCOME STATEMENT OVERVIEW
GAAP vs. As Grossed-Up

	Six Months Ended June 30, 2024		Six Months Ended June 30, 2023		
	As Unaudited	**As Grossed-Up**	**As Unaudited**	**As Grossed-Up**	
Rental and other income	$ 8,885,644	$ 30,270,692	$ 8,842,279	$ 28,635,109	
Equity in earnings of real estate ventures	5,049,105	-	3,146,225	-	
Operating expenses	(7,493,978)	(16,556,093)	(7,065,551)	(15,767,444)	
Operating income	**6,440,771**	**13,714,599**	**4,922,953**	**12,867,665**	
Investment income	1,465,204	2,168,761	955,234	1,431,868	
Gain on sale of marketable securities	1,050,483	1,050,483	-	-	
Gain on sale of rental property	-	323,689	-	-	
Write off of unused tenant improvements	-	-	-	196,161	
Impairment of intangible assets	-	-	(32,701)	(32,701)	
Unrealized gain on marketable securities	1,050,189	1,093,633	5,266,829	5,267,749	(A)
Unrealized (loss) gain on swap contracts	(360,536)	(314,635)	(50,352)	42,742	(B)
EBITDA	**9,646,111**	**18,036,530**	**11,061,963**	**19,773,484**	
Financing expense	(965,608)	(4,286,940)	(865,693)	(4,103,337)	
Depreciation and amortization expense	(1,847,657)	(6,672,783)	(1,847,708)	(7,085,889)	
Income taxes	(2,653,303)	(2,897,264)	(1,689,436)	(1,925,132)	
Income taxes - deferred	220,693	220,693	(367,363)	(367,363)	
Net income	**4,400,236**	**4,400,236**	**6,291,763**	**6,291,763**	
Noncontrolling interests in loss of consolidated subsidiaries	496,328	496,328	151,751	151,751	
Net income attributable to Merchants' National Properties, Inc.	**$ 4,896,564**	**$ 4,896,564**	**$ 6,443,514**	**$ 6,443,514**	

The following is a description of some of the factors which impacted the As Unaudited and As Grossed-Up net income for the six months ended June 30, 2024 and 2023, respectively.

(A) Including the unrealized gains in marketable securities, as required under GAAP, the grossed-up income before taxes was $18 million for the six months ended June 30, 2024, as compared to $19.8 million for the six months ended June 30, 2023.

(B) In accordance with GAAP, the Company recognizes derivatives as either assets or liabilities in the consolidated balance sheets and measures those instruments at fair value. Changes in fair value will affect either accumulated other comprehensive income or loss, which is a component of equity, if the derivative qualifies as a hedge and is effective, or net income or loss, if the derivative does not qualify as a hedge or if the hedge is ineffective. For the six months ended June 30, 2024, this change in fair value has resulted in decreasing grossed-up income before taxes by $315 thousand, compared to an increase of $43 thousand for the six months ended June 30, 2023.

Respectfully submitted,

Craig M. Deitelzweig
President, Chief Executive Officer and Director

James M. Better
Chairman of the Board of Directors

**MERCHANTS' NATIONAL PROPERTIES, INC.
AND SUBSIDIARIES**

CONSOLIDATED FINANCIAL STATEMENTS

SIX MONTHS ENDED JUNE 30, 2024 AND 2023

MERCHANTS' NATIONAL PROPERTIES, INC. AND SUBSIDIARIES

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MERCHANTS' NATIONAL PROPERTIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	June 30, 2024 (unaudited)	December 31, 2023 (audited)
ASSETS		
Rental properties, net	$ 72,823,372	$ 73,655,113
Marketable securities	69,350,367	68,377,897
Investments in real estate ventures	116,153,170	114,972,990
Cash and cash equivalents	13,761,111	19,982,366
Restricted cash	545,457	498,854
Tenant security deposits in escrow	508,173	508,173
Receivables:		
Loans, real estate ventures	12,317,620	3,477,475
Affiliated real estate ventures	67,745	544,479
Employees	2,888,807	2,783,520
Related parties	2,882,518	1,447,813
Tax refund	34,672	42,398
Deferred rent	2,858,848	2,731,938
Tenants	141,024	268,825
Other	1,197,133	1,338,294
Interest rate swaps	575,901	936,437
Prepaid expenses and other assets, net of accumulated amortization of $1,197,126 and $1,105,993 in 2024 and 2023, respectively	1,618,150	1,805,043
In-place leases, net of accumulated amortization of $1,909,532 and $1,638,623 in 2024 and 2023, respectively	4,813,998	5,084,907
Operating lease right-of-use asset	963,638	1,059,433
Prepaid income taxes	197,645	1,652,003
Deferred tax assets	4,816,305	3,950,091
Total assets	**$ 308,515,654**	**$ 305,118,049**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities		
Accounts payable and accrued expenses	$ 3,840,912	$ 3,210,325
Below-market leases, net of accumulated amortization of $449,086 and $375,377 in 2024 and 2023, respectively	1,883,817	1,957,526
Operating lease liability	982,364	1,077,976
Security deposits	595,071	595,071
Due to affiliate	854,167	40,442
Mortgages payable, less unamortized debt issuance costs of $231,991 and $263,479 in 2024 and 2023, respectively	40,868,602	41,307,183
Deferred tax liabilities	37,387,773	36,742,252
Total liabilities	**86,412,706**	**84,930,775**
Stockholders' Equity		
Common stock, $1 par value; 187,000 shares authorized, 105,199 shares issued (shares outstanding, 90,592 and 90,623 in 2024 and 2023, respectively)	105,199	105,199
Additional paid-in capital	1,146,317	1,146,317
Retained earnings	225,677,395	223,055,781
Treasury stock, at cost (14,607 and 14,576 shares in 2024 and 2023, respectively)	(16,947,200)	(16,900,975)
Total stockholders' equity	**209,981,711**	**207,406,322**
Noncontrolling interests	12,121,237	12,780,952
	222,102,948	**220,187,274**
Total liabilities and stockholders' equity	**$ 308,515,654**	**$ 305,118,049**

See notes to consolidated financial statements.

MERCHANTS' NATIONAL PROPERTIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended June 30, 2024 (unaudited)	Three Months Ended June 30, 2023 (unaudited)	Six Months Ended June 30, 2024 (unaudited)	Six Months Ended June 30, 2023 (unaudited)
Revenues				
Rental revenues	$ 2,282,956	$ 2,214,131	$ 4,265,705	$ 4,545,153
Management fees	973,081	846,422	1,896,625	1,675,323
Leasing commissions	311,324	347,910	696,637	775,304
Asset acquisition/disposition fees	16,600	-	16,600	-
Development and buildout fees	259,086	212,005	509,090	444,307
Property personnel fees	492,286	442,759	984,660	885,517
Other revenues	190,503	246,252	516,327	516,675
Total revenues	**4,525,836**	**4,309,479**	**8,885,644**	**8,842,279**
Operating Expenses				
Real estate taxes	514,155	391,823	853,585	779,412
Depreciation and amortization	1,003,308	900,672	1,847,657	1,847,708
Other operating expenses	529,077	447,062	997,578	949,913
Financing expenses	509,311	432,622	965,608	865,693
Total operating expenses	**2,555,851**	**2,172,179**	**4,664,428**	**4,442,726**
Net revenues from rentals and other income	**1,969,985**	**2,137,300**	**4,221,216**	**4,399,553**
Equity in earnings from real estate ventures, net	3,218,063	1,612,826	5,049,105	3,146,225
Investment income	957,787	540,515	1,465,204	955,234
Unrealized (loss) gain on marketable securities	(7,456,626)	2,710,416	1,050,189	5,266,829
Gain on sale of marketable securities	1,050,483	-	1,050,483	-
Unrealized gain (loss) on interest rate swaps	910,371	195,361	(360,536)	(50,352)
Impairment of intangible assets	-	(32,701)	-	(32,701)
Net income before general and administrative expenses and other costs and income tax expense	**650,063**	**7,163,717**	**12,475,661**	**13,684,788**
General and administrative expenses and other costs				
Professional fees	266,667	154,109	363,102	277,238
Salaries and other general expenses	2,673,210	2,550,825	5,279,713	5,058,988
Total general and administrative expenses and other costs	**2,939,877**	**2,704,934**	**5,642,815**	**5,336,226**
Net (loss) income before income tax expense	**(2,289,814)**	**4,458,783**	**6,832,846**	**8,348,562**
Income tax expense	283,447	1,219,171	2,432,610	2,056,799
Net (loss) income	**(2,573,261)**	**3,239,612**	**4,400,236**	**6,291,763**
Noncontrolling interests in loss of consolidated subsidiaries	146,541	47,246	496,328	151,751
Net (loss) income attributable to Merchants' National Properties, Inc.	**$ (2,426,720)**	**$ 3,286,858**	**$ 4,896,564**	**$ 6,443,514**
Basic and diluted (loss) earnings per share	$ (26.78)	$ 36.25	$ 54.04	$ 71.07
Weighted average number of common shares outstanding				
Basic and diluted	90,609	90,668	90,609	90,668

See notes to consolidated financial statements.

MERCHANTS' NATIONAL PROPERTIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
THREE MONTHS ENDED JUNE 30, 2024 AND 2023

	Common Stock		Additional Paid-In	Retained	Treasury Stock		Non-Controlling	Total
	Shares	Amount	Capital	Earnings	Shares	Amount	Interests	Equity
Balance, April 1, 2023	**105,199**	**$ 105,199**	**$ 1,146,317**	**$ 220,430,434**	**(14,525)**	**$ (16,830,745)**	**$ 12,987,429**	**$ 217,838,634**
Acquisition of treasury stock	-	-	-	-	(51)	(70,230)	-	(70,230)
Net income (loss)	-	-	-	3,286,858	-	-	(47,246)	3,239,612
Dividends paid	-	-	-	(2,271,850)	-	-	-	(2,271,850)
Balance, June 30, 2023 (unaudited)	**105,199**	**$ 105,199**	**$ 1,146,317**	**$ 221,445,442**	**(14,576)**	**$ (16,900,975)**	**$ 12,940,183**	**$ 218,736,166**
Balance, April 1, 2024	**105,199**	**$ 105,199**	**$ 1,146,317**	**$ 230,379,065**	**(14,597)**	**$ (16,931,164)**	**$ 12,267,778**	**$ 226,967,195**
Acquisition of treasury stock	-	-	-	-	(10)	(16,036)	-	(16,036)
Net loss	-	-	-	(2,426,720)	-	-	(146,541)	(2,573,261)
Dividends paid	-	-	-	(2,274,950)	-	-	-	(2,274,950)
Balance, June 30, 2024 (unaudited)	**105,199**	**$ 105,199**	**$ 1,146,317**	**$ 225,677,395**	**(14,607)**	**$ (16,947,200)**	**$ 12,121,237**	**$ 222,102,948**

* See Note 1 for description of the transaction

See notes to consolidated financial statements.

MERCHANTS' NATIONAL PROPERTIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
SIX MONTHS ENDED JUNE 30, 2024 AND 2023

	Common Stock		Additional Paid-In	Retained	Treasury Stock		Non-Controlling	Total
	Shares	Amount	Capital	Earnings	Shares	Amount	Interests	Equity
Balance, January 1, 2023	**105,199**	**$ 105,199**	**$ 1,146,317**	**$ 217,273,778**	**(14,525)**	**$ (16,830,745)**	**$ 13,099,182**	**$ 214,793,731**
Acquisition of treasury stock	-	-	-	-	(51)	(70,230)	-	(70,230)
Net income (loss)	-	-	-	6,443,514	-	-	(151,751)	6,291,763
Dividends paid	-	-	-	(2,271,850)	-	-	-	(2,271,850)
Capital distributions	-	-	-	-	-	-	(7,248)	(7,248)
Balance, June 30, 2023 (unaudited)	**105,199**	**$ 105,199**	**$ 1,146,317**	**$ 221,445,442**	**(14,576)**	**$ (16,900,975)**	**$ 12,940,183**	**$ 218,736,166**
Balance, January 1, 2024	**105,199**	**$ 105,199**	**$ 1,146,317**	**$ 223,055,781**	**(14,576)**	**$ (16,900,975)**	**$ 12,780,952**	**$ 220,187,274**
Acquisition of treasury stock	-	-	-	-	(31)	(46,225)	-	(46,225)
Net income (loss)	-	-	-	4,896,564	-	-	(496,328)	4,400,236
Dividends paid	-	-	-	(2,274,950)	-	-	-	(2,274,950)
Capital distributions	-	-	-	-	-	-	(163,387)	(163,387)
Balance, June 30, 2024 (unaudited)	**105,199**	**$ 105,199**	**$ 1,146,317**	**$ 225,677,395**	**(14,607)**	**(16,947,200)**	**$ 12,121,237**	**$ 222,102,948**

* See Note 1 for description of the transaction

See notes to consolidated financial statements.

MERCHANTS' NATIONAL PROPERTIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six Months Ended June 30, 2024 (unaudited)	Six Months Ended June 30, 2023 (unaudited)
Cash flows from operating activities		
Net income	$ 4,400,236	$ 6,291,763
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	1,443,037	1,416,556
Amortization of deferred leasing costs	133,711	127,803
Amortization of debt issuance costs included in financing expenses	31,488	59,200
Amortization of below-market leases	(73,709)	(78,725)
Amortization of in-place leases	270,909	303,349
Amortization of operating leases	-	4,636
(Benefit) provision for deferred taxes	(220,693)	367,363
Accrued interest on loans receivable, real estate ventures	(338,961)	(37,500)
Equity in earnings of investments in real estate ventures, net	(5,049,105)	(3,146,225)
Unrealized loss on interest rate swaps	360,536	50,352
Realized gain on marketable securities	(1,050,483)	-
Unrealized gain on marketable securities	(1,050,189)	(5,266,829)
Changes in assets and liabilities		
Receivables - affiliated real estate ventures	476,734	670,423
Receivables - employees	(105,287)	(158,262)
Receivables - related parties	(1,434,705)	2,103,402
Receivables - tax refund	7,726	-
Receivables - deferred rent	(126,910)	(130,992)
Receivables - tenants	127,801	(151,224)
Receivables - other	141,161	(436,401)
Prepaid expenses and other assets	53,182	11,069
Change in operating lease right-of-use asset	95,795	-
Prepaid income taxes	1,454,358	316,228
Accounts payable and accrued expenses	630,587	1,413,275
Income taxes payable	-	7,099
Change in operating lease liability	(95,612)	-
Security deposits	-	3,500
Due to affiliate	813,725	(438,721)
Net cash provided by operating activities	**895,332**	**3,301,139**
Cash flows from investing activities		
Contributions to investments in real estate ventures	-	(4,068,513)
Distributions from investments in real estate ventures	3,868,925	3,624,773
Loans - affiliated real estate ventures	(8,501,184)	-
Additions to buildings and improvements	(611,296)	(1,647,061)
Intangible asset available for sale	-	29,114
Proceeds from sale of marketable securities	1,128,202	-
Net cash used in investing activities	**(4,115,353)**	**(2,061,687)**
Cash flows from financing activities		
Purchase of treasury stock	(46,225)	(70,230)
Payment of dividends	(2,274,950)	(2,271,850)
Capital distributions to noncontrolling interests	(163,387)	(7,248)
Principal payments of mortgages payable	(470,069)	(457,146)
Net cash used in financing activities	**(2,954,631)**	**(2,806,474)**
Net decrease in cash and cash equivalents, restricted cash and tenant security deposits in escrow	**(6,174,652)**	**(1,567,022)**
Cash and cash equivalents, restricted cash and tenant security deposits in escrow, beginning of period	20,989,393	22,210,015
Cash and cash equivalents, restricted cash and tenant security deposits in escrow, end of period	**$ 14,814,741**	**$ 20,642,993**

See notes to consolidated financial statements.

MERCHANTS' NATIONAL PROPERTIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six Months Ended June 30, 2024 (unaudited)	Six Months Ended June 30, 2023 (unaudited)
Reconciliation of cash and cash equivalents, restricted cash and tenant security deposits in escrow, beginning of period		
Cash and cash equivalents	$ 19,982,366	$ 20,983,236
Restricted cash	498,854	749,857
Tenant security deposits in escrow	508,173	476,922
Cash and cash equivalents, restricted cash and tenant security deposits in escrow, beginning of period	**$ 20,989,393**	**$ 22,210,015**
Reconciliation of cash and cash equivalents, restricted cash and tenant security deposits in escrow, end of period		
Cash and cash equivalents	$ 13,761,111	$ 19,849,756
Restricted cash	545,457	324,461
Tenant security deposits in escrow	508,173	468,776
Cash and cash equivalents, restricted cash and tenant security deposits in escrow, end of period	**$ 14,814,741**	**$ 20,642,993**
Supplemental cash flow disclosures		
Interest paid	$ 932,997	$ 806,333
Income taxes paid - net of refunds of $109,926 and $0, respectively	437,115	1,350,133
Supplemental non-cash investing and financing activities		
Capital improvements included in accounts payable and accrued expenses	-	269,531
Write-off of fully amortized deferred lease costs	42,578	153,786

See notes to consolidated financial statements.

MERCHANTS' NATIONAL PROPERTIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1 – ORGANIZATION

Merchants' National Properties, Inc. ("Merchants"), Guest Realty Company ("Guest"), Marx Realty & Improvement Co. Inc. ("Marx"), Maryland Stores Corporation ("Maryland"), Rier Realty Co., Inc. ("Rier"), East Putnam Ave. I, LLC ("Putnam"), The M&B Building Owners II, LLC ("Bethpage"), Brahmin Realty Associates, LLC ("Brahmin"), Madison Syndicate ("Madison"), University Plaza Joint Venture LLC ("University"), Athens Joint Venture LLC ("Athens"), Bell Blvd. Partners ("Bell"), Orange Syndicate ("Orange") and MNP 2121 Wisconsin Ave LLC ("MNP 2121") own, manage, develop and lease various commercial real estate properties and invest in real estate ventures in the United States (collectively, these entities are referred to as the "Company"). Guest, Marx, Maryland and Rier (the "Acquired Entities") were acquired in the transaction discussed below.

On November 21, 2006, Merchants acquired certain shares of stock and partnership interests in the Acquired Entities and other joint venture interests from the estate of a Merchants' former stockholder for a total cost of $41,661,149 in cash. There were no significant liabilities assumed upon acquisition. The purchase price was allocated to the real estate and partnership interests based on their fair values. No goodwill or intangible assets were recorded.

On November 8, 2012, Putnam was formed to acquire property, which was developed into a commercial and residential project. Merchants owned 92.75% of Putnam. On August 30, 2023, Putnam sold the East Putnam property in Greenwich, CT for $5.1 million, which resulted in a gain on sale of $295,680.

On July 16, 2013, Bethpage was formed to acquire land for the purpose of net leasing or developing it into a commercial project. Merchants owns 95.70% of Bethpage.

In October 2014, Brahmin was formed to acquire a 50% tenancy-in-common interest in three real properties. Merchants owns 59.40% of Brahmin.

On September 11, 2015, Merchants acquired an additional 8.05% interest in the members' equity of University, which resulted in 57.88% interest in the members' equity of University.

During 2020, Merchants consolidated its investment in Athens pursuant to a Plan of Redemption and Partition whereby Merchants' ownership interest increased from 45.3332% to 90.6664%, when Athens took full ownership of the retail condominium unit at 819 7th Street NW, Washington, D.C. in exchange for its ownership interest in a commercial property in Pittsburgh, PA.

During 2020, Merchants consolidated its investment in Bell to reflect the increase in its ownership interest in Bell from 33.25% to 66.5% after the acquisition of the fifth-floor commercial condominium unit at 819 7th Street NW, Washington, D.C.

On February 2, 2022, Merchants acquired a 4-story office building, located at 2121 Wisconsin Avenue NW in Washington, D.C. ("Wisconsin"), for approximately $27.7 million. This property was acquired through a newly formed tenancy-in-common ("TIC") between Lenox Avenue I, LLC owned by Orange, with an 82% TIC interest and MNP 2121, with an 18% TIC interest. Orange acquired Wisconsin with the proceeds from the sale of its Miami, FL property. In 2022, Merchants ownership interest in Orange increased from 48.5607% to 72.48%. Merchants' ownership interest in MNP 2121 is 52.25%. As a result, Merchants collectively owns 68.62% of Wisconsin (59.21% through Orange and 9.41% through MNP 2121).

2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation
The consolidated financial statements include the accounts of Merchants and its subsidiaries; Guest, a 100% owned subsidiary; Maryland, an 80% owned subsidiary; Marx, a 100% owned subsidiary; Rier, a 94.64% owned subsidiary; Putnam, a 92.75% owned limited liability company (through the sale date of August 30, 2023); Madison, a 52.93% owned partnership; Bethpage, a 95.70% owned limited liability company; Brahmin, a 59.40% owned limited liability company; University, a 57.88% owned limited liability company, Athens, a 90.67% owned limited liability company, Bell, a 66.5% owned partnership and Wisconsin, a 68.62% owned TIC interest. All significant intercompany accounts and transactions have been eliminated in consolidation.

Noncontrolling Interests
Accounting principles generally accepted in the United States of America ("GAAP") require that noncontrolling interests in subsidiaries and affiliates be reported in the equity section of a company's balance sheet. In addition, the amounts attributable to the net income (loss) of these subsidiaries and affiliates are reported separately in the consolidated statements of operations and changes in stockholders' equity for all years presented.

Use of Estimates
The Company uses estimates and assumptions in preparing consolidated financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. The most significant estimates and assumptions relate to asset acquisition allocation, depreciable lives, impairment of long-lived assets and investments in real estate ventures and the recovery of receivables. Actual results could differ from those estimates.

Rental Properties, Net
Real estate is recorded at cost. Maintenance and repairs are charged to operations at the time the expenditures are made, whereas betterments and improvements are capitalized. Upon the sale or other disposition of real estate, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is reflected in operations.

Purchase Accounting
The Company allocates the purchase price of asset acquisitions to the various components of the acquisition based upon the relative fair value of each component, which may be derived from various observable or unobservable inputs and assumptions.

In allocating the fair value of the identified intangible assets and liabilities of the acquired properties, below-market lease values were recorded based on the discounted difference between the current in-place rent and the Company's estimate of current market rents. Other intangible assets acquired include amounts for in-place lease values that were based on the Company's evaluation of specific characteristics of the tenants' leases. Factors considered included estimates of carrying costs during hypothetical expected lease-up periods, taking into account current market conditions, and costs to execute similar leases. In estimating carrying costs, the Company included real estate taxes, insurance and other operating expenses and estimates of lost rentals at market rates during the expected lease-up periods, based on local market conditions.

2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Purchase Accounting (continued)
In estimating costs to execute similar leases, the Company considered tenant improvement allowances, leasing commissions, legal and other related expenses. The below-market leases are amortized as a charge to rental revenues over the term of the leases. Amortization of the in-place lease values is included in amortization.

Marketable Securities
Marketable securities, which consist of equity securities, are carried at fair value in the consolidated financial statements. Realized gains and losses are included in net income based on the specific identification method; unrealized holding gains and losses are included in the accompanying consolidated statements of operations.

In-Place Leases
Amortization of acquired in-place leases for the six months ended June 30, 2024 and 2023 was $270,909 and $303,349, respectively, and is included as a component of amortization in the accompanying consolidated statements of operations. As of June 30, 2024, future amortization expense is as follows:

Year Ending December 31,	
2024	$ 270,909
2025	541,818
2026	496,686
2027	476,107
2028	449,243
Thereafter	2,579,235
	$ 4,813,998

Below-Market Leases
Amortization of acquired below-market leases for the six months ended June 30, 2024 and 2023 was $73,709 and $78,726, respectively, and is included as a component of rental revenues in the accompanying consolidated statements of operations. As of June 30, 2024, future amortization of below-market leases is as follows:

Year Ending December 31,	
2024	$ 73,707
2025	147,416
2026	132,269
2027	130,892
2028	129,272
Thereafter	1,270,261
	$ 1,883,817

The weighted average amortization period for below market leases and in-place lease costs were 9.21 years and 8.15 years, respectively.

2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in Real Estate Ventures
Investments in unconsolidated affiliated companies, in which the Company has a less than 50% interest and significant influence, but not control, are accounted for using the equity method. Distributions declared but not paid are recorded as receivables from affiliated real estate ventures. On a periodic basis, management assesses whether there are any indicators that the carrying value of the Company's investments in real estate ventures may be impaired. An investment is impaired only if management's estimate of the fair value of the investment is less than the carrying value of the investment, and such decline in value is deemed to be other than temporary. To the extent impairment has occurred, the loss shall be measured as the excess of the carrying amount of the investment over the fair value of the investment. The Company's estimates of fair value for each investment are based on a number of assumptions that are subject to economic and market uncertainties, including, among others, demand for space, competition for tenants, changes in market rental rates, and operating costs. As these factors are difficult to predict and are subject to future events that may alter management's assumptions, the fair values estimated by management in its impairment analyses may not be realized. No impairment of the recoverability of the carrying amount of the Company's investments has occurred as of June 30, 2024 or 2023.

Long-Lived Assets
The Company reviews the carrying values of its long-lived assets, such as rental properties, whenever events or changes in circumstances indicate that the carrying values may no longer be appropriate. Recoverability of carrying values is assessed by estimating future net cash flows from the assets. Impairment assessment inherently involves judgment as to assumptions about expected future cash flows and the impact of market conditions on those assumptions. Future events and changing market conditions may impact management's assumptions as to rental rates, costs, holding periods or other factors that may result in changes in the Company's estimates of future cash flows. Although management believes the assumptions used in testing for impairment are reasonable, changes in any one of the assumptions could produce a significantly different result. No impairment was noted at June 30, 2024 or 2023.

Cash and Cash Equivalents
The Company considers cash and cash equivalents to include cash on hand, cash in banks, and short-term investments in institutional money market funds with initial maturities of three months or less. Cash balances in banks in the United States of America are insured by the Federal Deposit Insurance Corporation subject to certain limitations. Cash balances in institutional money market funds are insured by the Securities Investor Protection Corporation subject to certain limitations. At times, the balances may exceed federally insured limits; however, no losses have been incurred.

Restricted Cash
Restricted cash represents funds held in escrow for tenant and capital improvements and leasing commissions as required by the lenders.

Debt Issuance Costs
Debt issuance costs represent amounts incurred in connection with obtaining debt financing and are recorded as a direct deduction of the related debt obligation. These costs are being amortized on the straight-line basis over the term of the related loans, which approximates the effective interest method. For the six months ended June 30, 2024 and 2023, amortization of deferred financing costs was $31,488 and $59,200, respectively. These amounts are included in financing expenses on the consolidated statements of operations.

2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derivative Instruments

In accordance with GAAP, the Company recognizes derivatives as either assets or liabilities in the consolidated balance sheets and measures those instruments at fair value. Changes in fair value will affect either accumulated other comprehensive income or loss, which is a component of equity, if the derivative qualifies as a hedge and is effective, or net income or loss, if the derivative does not qualify as a hedge or if the hedge is ineffective. The Company has not designated the interest rate derivatives as hedges, based on its assessment of market conditions. Therefore, changes in the fair value have been recorded in the results of operations for the six months ended June 30, 2024 and 2023.

As of June 30, 2024 and 2023, the Company recorded losses of $360,536 and $50,352, respectively, on the fair value of the interest rate swap agreements.

Income Taxes

The Company files a combined income tax return for New Jersey, New York State and New York City except for Putnam, Bethpage, Brahmin, Madison, University, Athens, Bell, Orange and MNP 2121. Merchants and Marx file a consolidated federal income tax return and separate income tax returns for all states except New York. Guest, Maryland and Rier file separate federal income tax returns and for all states except New York. Putnam, Bethpage, Brahmin, Madison, University, Athens, Bell, Orange, and MNP 2121 file separate federal and state income tax returns.

The Company applies the provisions of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 740: Income Taxes ("ASC Topic 740"). The Company files income tax returns in the U.S. federal jurisdiction and in various states.

The Company does not have any uncertain tax positions. As a result, there are no unrecognized tax benefits in the consolidated balance sheets. If the Company were to incur any interest and penalties in connection with income tax deficiencies, the Company would classify interest in the "interest expense" category and classify penalties in the "non-interest expense" category within the consolidated statements of operations.

Deferred Income Taxes

The Company uses the asset and liability method of accounting for income taxes in accordance with ASC Topic 740. Under the asset and liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities.

Revenue Recognition

The Company recognizes base rental revenue on a straight-line basis over the terms of the respective leases which are accounted for under Accounting Standards Codification 842, Leases ("ASC 842"). Unbilled rents receivable represent the amount by which straight-line rental revenue exceeds rents currently billed in accordance with lease agreements. Revenue recognition commences from lease agreements at the date the leased premise is ready for its intended use by the tenant and the tenant takes possession or controls the physical use of the leased premise. In addition to base rents, tenants are also charged for their pro rata share of increases in real estate taxes and certain operating expenses for the Property over a base year.

2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue Recognition (continued)
The Company provides its tenants with certain customary services for lease contracts such as common area maintenance and general security. The Company has utilized the practical expedient in ASC 842 and has elected to combine the non-lease components with the lease components of operating lease agreements and account for them as a single lease component in accordance with ASC 842. Receivables from tenants are stated at the amount management expects to collect. Account balances are written off after all means of collection have been exhausted and the potential for recovery is considered remote. Accounts are considered past due or delinquent based on contractual terms and how recently payments have been received. No allowance was considered necessary at June 30, 2024 or 2023. The receivable balance at January 1, 2023 was $226,353.

In accordance with ASC 606, Revenue from Contracts with Customers, management fees, accounting fees and development fees are recognized ratably over the period that the services are performed. Leasing commissions are recognized when the leases are executed. Asset acquisition/dispositions fees and mortgage financing fees are recognized when the transactions are entered into.

Credit Losses on Financial Instruments
In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments ("ASU 2016-13"), the objective of which is to provide financial statements users with more information about the expected credit losses on consolidated financial instruments and other commitments to extend credit held by an entity, except for tenant receivables. Prior U.S. GAAP required an "incurred loss" methodology for recognizing credit losses that delayed recognition until it was probable that a loss had been incurred. Because this methodology restricted the recognition of credit losses that were expected but did not yet meet the "probable" threshold, ASU 2016-13 was issued to require the consideration of a broader range of reasonable and supportable information when determining estimates of credit losses. ASU 2016-13 was required to be adopted in the first interim period of the fiscal year beginning after December 15, 2022. Accordingly, the Company adopted ASU 2016-13 on January 1, 2023. The Company evaluates and determines credit losses based on historical losses, the aging of receivables, the quality and liquidity of collateral that secures receivables and the cash flow generated by the entities that owe receivables. The adoption of ASU 2016-13 did not have a material impact on the Company's results of operations and cash flows.

Sales of Real Estate
Gains on sales of real estate are recognized pursuant to the provisions included in ASC 610-20. Under ASC 610-20, the Company must first determine whether the transaction is a sale to a customer or non-customer. The Company typically sells real estate on a selective basis and not within the ordinary course of its business and therefore expects that its sale transactions will not be contracts with customers. The Company next determines whether it has a controlling financial interest in the property after the sale, consistent with the consolidation model in ASC 810 "Consolidation" ("ASC 810"). If the Company determines that it does not have a controlling financial interest in the real estate, it evaluates whether a contract exists under ASC 606 and whether the buyer has obtained control of the asset that was sold. The Company recognizes a full gain on sale of real estate when the derecognition criteria under ASC 610-20 have been met.

2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Depreciation
Properties are stated at cost. Depreciation of rental properties is computed using the straight-line method over the estimated useful lives of the assets as follows:

Building and improvements	Seven – 39 years
Equipment and furnishings	Five years

Tenant improvements are depreciated over the shorter of the estimated useful life of the assets or the terms of the respective leases.

Earnings Per Share
The Company computes basic earnings per share by dividing the net income attributable to Merchants by the weighted average number of shares outstanding for the year. Diluted earnings per share are calculated utilizing the weighted average number of common shares outstanding adjusted for the effect of any common stock equivalents.

Reference Rate Reform
In March 2020, the FASB issued Accounting Standards Update ("ASU") 2020-04, "Reference Rate Reform (Topic 848)". ASU 2020-04 applies to contracts, hedging relationships, and other transactions that reference LIBOR or another reference rate expected to be discontinued because of reference rate reform. ASU 2020-14 is effective for all entities as of March 12, 2020 through December 31, 2022. At December 31, 2022, the Company replaced one of its contracts from LIBOR to SOFR. The other index was replaced in March 2023. The adoption of ASC 848 did not have a material impact on the Company's results of operation and cash flows. See Note 10.

Risks and Uncertainties
The Company is subject to risks incidental to the ownership, development and management of real estate. These include the risks normally associated with the changes in the general economic climate, trends in the real estate industry, availability of land for development, changes in tax laws and interest rates, availability of financing, and the potential liability under environmental and other laws.

The Company's investments include marketable equity securities. Due to the risks associated with equity securities, it is at least reasonably possible that changes in market conditions in the near term could materially affect the value of investments reported in the consolidated financial statements.

Reclassification
Certain reclassifications have been made to the prior year's consolidated financial statements to conform to the current year presentation. These reclassifications have no effect on previously reported net loss.

Subsequent Events
These consolidated financial statements were approved by management and available for issuance on August 19, 2024. Management has evaluated subsequent events through this date.

3 – FAIR VALUE MEASUREMENTS

The Company follows the provisions of ASC Topic 820, "Fair Value Measurements and Disclosures", which establishes a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date.

The three levels are defined 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 and model-derived valuations whose inputs or significant value drivers are observable.
Level 3: Unobservable inputs are used when little or no market data is available.

Financial assets (liabilities) measured at fair value on a recurring basis are summarized below:

June 30, 2024				
	Fair Value Measurements Using			
	Level 1	Level 2	Level 3	Total
Assets				
Marketable securities	$ 69,350,367	$ -	$ -	$ 69,350,367
Interest rate swaps	-	575,901	-	575,901

December 31, 2023				
	Fair Value Measurements Using			
	Level 1	Level 2	Level 3	Total
Assets				
Marketable securities	$ 68,377,897	$ -	$ -	$ 68,377,897
Interest rate swaps	-	936,437	-	936,437

The Company values investments in marketable securities that are freely tradable and are listed on a national securities exchange at their last quoted sales price as of the valuation date.

The interest rate swap agreements are valued at fair value using a swap valuation model that utilizes an income approach using observable market inputs including interest rates London Interbank Offered Rate ("LIBOR"), Secured Overnight Financing Rate ("SOFR") and credit default swap rates.

The carrying values of cash and cash equivalents, restricted cash, receivables, loans payable and accounts payable and accrued expenses approximate their fair values due to their short-term nature. It was not practicable to reasonably estimate the fair value of the loans receivable from real estate ventures, the line of credit and mortgages payable as there are no quoted market prices of similar products and management has not developed a valuation model necessary to make such estimates.

4 – RENTAL PROPERTIES, NET

Rental properties consist of the following:

	June 30, 2024 (unaudited)	December 31, 2023 (audited)
Land	$ 25,128,115	$ 25,128,115
Buildings and improvements	57,590,765	56,979,469
Furniture and fixtures	742,224	742,224
Equipment	3,003,446	3,003,446
	86,464,550	85,853,254
Less: accumulated depreciation	13,641,178	12,198,141
	$ 72,823,372	$ 73,655,113

Depreciation expense for the six months ended June 30, 2024 and 2023 was $1,443,037 and $1,416,556, respectively.

5 – MARKETABLE SECURITIES

Cost and fair value information for common stock securities are as follows:

	June 30, 2024 (unaudited)	December 31, 2023 (audited)
Cost	$ 819,452	$ 897,173
Fair value	69,350,367	68,377,897
Net unrealized gain	$ 68,530,915	$ 67,480,724

During the six months ended June 30, 2024, the Company realized net gains on the sale of marketable securities of $1,050,483. Proceeds from sales of marketable securities during 2024 were $1,128,202, with a cost basis of $77,719. There were no sales of marketable securities during the year ended December 31, 2023.

6 – INVESTMENTS IN REAL ESTATE VENTURES

The Company holds investments in various real estate ventures. Changes in the Company's investments in real estate ventures for the six months ended June 30, 2024 and the year ended December 31, 2023, respectively, are as follows:

	June 30, 2024 (unaudited)	December 31, 2023 (audited)
Balance, beginning of period	$ 114,972,990	$ 112,466,720
Contributions	-	4,070,995
Distributions	(3,868,925)	(9,843,003)
Equity in earnings, net	5,049,105	8,278,278
Net investments, end of period	$ 116,153,170	$ 114,972,990

6 – INVESTMENTS IN REAL ESTATE VENTURES (Continued)

The following information summarizes the total assets, liabilities, revenues and expenses of the investees in the aggregate prior to allocating the Company's share indicated by the percentages listed on the following page:

		June 30, 2024 (unaudited)		December 31, 2023 (unaudited)
Assets, net of accumulated depreciation and amortization of $299,571,612 and $287,397,408	$	620,239,476	$	608,319,702
Liabilities		380,180,186		379,417,279
Equity	$	240,059,290	$	228,902,423

		Six Months Ended June 30, 2024 (unaudited)		Six Months Ended June 30, 2023 (unaudited)
Rental and other revenues	$	77,129,128	$	73,178,207
Unrealized gain on marketable securities		186,188		3,946
Net gains on disposal of rental property		652,183		-
Total income		77,967,499		73,182,153
Direct operating expenses		34,664,328		31,382,113
Financing expenses		10,745,392		10,202,474
Depreciation and amortization expense		15,705,414		21,428,399
Income taxes		1,097,216		1,113,205
Total expenses		62,212,350		64,126,191
Net income	$	15,755,149	$	9,055,962

The investments in real estate ventures on the accompanying consolidated balance sheets are accounted for by the Company using the equity method. The above amounts, which are maintained on the historical cost basis and represent 100% of the assets (net of accumulated amortization and depreciation where applicable), liabilities, equity, revenues and expenses of the real estate joint ventures, have not been audited, except one of the investments as noted in the independent auditors' 2023 report. The assets and liabilities of this investment in real estate venture are approximately 31% and 27%, respectively, of the total assets and liabilities above at June 30, 2024 and 31% and 28%, respectively, at June 30, 2023. The net income of this investment in real estate venture is approximately 87% and 111% of the total net income above for the six months ended June 30, 2024 and 2023, respectively.

6 – INVESTMENTS IN REAL ESTATE VENTURES (Continued)

Investments in real estate ventures consist of the following:

	% Of Ownership (a)	
Investee	June 30, 2024	June 30, 2023
135 Bowery	9.0000%	9.0000%
430 Park Avenue Syndicate (b)	7.0828	7.0828
532 Madison Syndicate	10.4099	10.4099
708 Third Avenue Holdings, LLC	35.7135	35.7135
Avon Joint Venture	40.5938	40.5938
BSC Empire	37.6214	37.6214
Belle Haven Realty LLC	42.5700	42.5700
Bellflower Joint Venture	17.4167	17.4167
Bey Lea Joint Venture (b) (d)	0.0000	9.1366
Boston Syndicate	31.4393	31.4393
Dollar Land Associates, LLC	37.6214	37.6214
Farmingville Associates (b)	10.6223	10.6223
Fort Lee Joint Venture	30.0000	30.0000
Hastings Drive I, LLC	48.8289	48.8289
Herald Owners, LLC	28.5030	28.5030
Ithaca Joint Venture	21.0000	21.0000
Joseph E. Marx Company, Inc. ("JEM")	23.3330	23.3330
Knights Road Shopping Center LP (b)	11.4044	11.4044
Louisville Syndicate	49.3097	49.3097
Marlton Joint Venture	34.9167	34.9167
Newbury Street Partners (b) (c)	19.2084	19.2084
Ocean County Ventures (b)	30.0981	30.0981
Pequannock Joint Venture LLC	22.5953	22.5953
Peters Land Realty, LLC	26.7644	26.7644
Queens Blvd. Realty, LLC	12.6867	12.6867
Seaford Joint Venture	22.6781	22.6781

(a) % of Company's beneficial interest in the underlying investment.
(b) Excludes indirect interest through JEM.
(c) Merchants purchased 0.5% interest in Newbury Street Partners on June 8, 2023 for $100,000.
(d) The property was sold on July 28, 2023.

7 – LOANS RECEIVABLE, REAL ESTATE VENTURE

Loan receivable from one real estate venture affiliate in the amount of $1,987,500 and $1,950,000 as of June 30, 2024 and December 31, 2023, respectively, is unsecured, due on demand and bears interest at 5.0%. As of June 30, 2024 and December 31, 2023, accrued interest of $487,500 and $431,250, respectively, was included in the loan receivable balance.

Loan receivable from one real estate venture affiliate in the amount of $680,292 and $536,067 as of June 30, 2024 and December 31, 2023, respectively, is unsecured, due on demand and bears interest at 6.0%. As of June 30, 2024 and December 31, 2023, accrued interest of $30,292 and $11,067, respectively, was included in the loan receivable balance.

Loan receivable from one real estate venture in the amount of $1,080,588 and $991,408 as of June 30, 2024 and December 31, 2023, respectively, is unsecured, due on demand and bears interest at 6.0%. As of June 30, 2024 and December 31, 2023, accrued interest of $50,588 and $21,408 was included in the loan receivable balance.

Management believes that these loans are fully collectible, and no allowance for credit loss is required at June 30, 2024 and 2023.

8 – LINE OF CREDIT

In March 2021, Merchants obtained a three-year $40 million credit facility (the "Credit Facility") with Valley National Bank, which expired in February 2024 and was not renewed. The Credit Facility was subject to a borrowing base of 75% of the fair value of the Company's marketable securities and 100% of the value of cash and cash equivalents. Initially, the interest rate on the Credit Facility was LIBOR plus 1.25%. The loan agreement was amended on February 1, 2023, changing the interest rate on the Credit Facility to SOFR plus 1.25%. The Credit Facility was subject to certain covenants and allowed the Company to request that the bank issue standby letters of credit of up to $10 million on its behalf.

There was no interest expense on the Credit Facility during the six months ended June 30, 2024.

9 – MORTGAGES PAYABLE

In August 2019, Merchants obtained a $8,625,000 mortgage payable, secured by a first mortgage lien on the property located at 605-609 West 181st Street, New York, NY. The mortgage required monthly payments of interest only at 3.39% through September 1, 2020. Beginning October 1, 2020, the mortgage requires principal and interest payment based on a 24-year amortization term. The mortgage matures on September 1, 2029, at which time the outstanding principal balance and any unpaid interest is due. For the six months ended June 30, 2024 and 2023, interest expense was $138,969 and $136,384, respectively. The mortgage payable balance at June 30, 2024 and December 31, 2023 was $7,694,688 and $7,825,678, respectively. The loan is subject to a debt service coverage ratio of 1.10. Beginning January 1, 2020, the debt service ratio requires quarterly testing.

9 – MORTGAGES PAYABLE (Continued)

The Company has a receive-variable (SOFR), pay-fixed (1.64%) interest rate swap agreement related to its variable rate loan on West 181st Street. The interest rate swap agreement was effective as of August 13, 2019, matures on September 4, 2029, and had an original notional amount of $8,625,000 with a notional amount of $7,694,688 and $7,825,678 at June 30, 2024 and December 31, 2023, respectively. The notional amount is reduced based on the terms of the agreement. The interest rate swap agreement is intended to hedge the Company's exposure to possible increases in interest rates and the resulting increase in cash outflows. In March 2023, variable LIBOR was replaced with SOFR.

In October 2014, Brahmin obtained three mortgages totaling $2,790,000, which collectively are secured by a first mortgage lien on the properties located at 10-14 Bosworth Street, 41 Bromfield Street and 45 Bromfield Street, Boston, MA. On June 1, 2019, the three mortgages with an outstanding balance of approximately $2,480,000 were modified to allow for borrowings up to $4,750,000. The modified mortgages require monthly payments in the aggregate of $52,342 with 4.35% of interest to adjust every seven years through November 1, 2039. The initial interest rate during the first seven years is fixed at 4.35% and every seven years the interest will adjust to 185 basis points plus the seven-year US Treasury Index not to exceed 4.35%. Merchants is a limited guarantor of this loan. For the six months ended June 30, 2024 and 2023, interest expense was $92,985 and $95,232, respectively. The mortgage payable balance at June 30, 2024 and December 31, 2023 was $4,167,530 and $4,231,578, respectively. The loan is subject to a debt service coverage ratio ("DSCR") of 1.20, which shall be tested annually. Brahmin is currently not in compliance with the DSCR and in May 2024, as per the terms of the loan agreement, elected to provide Mortgagee with additional cash collateral by Mortgagor's right, title and interest in a non-interest-bearing account in the amount of $682,000. Brahmin is current in its debt service payments.

On April 3, 2015, Putnam obtained a construction loan in the amount of $4,000,000 for the development of its property, with an option to convert it to a permanent facility at the issuance of a certificate of occupancy after closing. On December 29, 2016, the outstanding construction loan in the amount of $3,965,429 was converted into a permanent mortgage of $4,500,000, maturing on January 1, 2024. The mortgage required monthly payments in the aggregate of $21,484, including principal and interest based on a 30-year amortization schedule. The interest rate during the term of the note was 4%. The mortgage payable balance at June 30, 2023 was $3,933,693. For the six months ended June 30, 2023, interest expense was $79,087. The mortgage was paid off on August 30, 2023 upon the sale of the East Putnam property in Greenwich, CT (see Note 1).

On September 11, 2015, University obtained a loan in the amount of $9,000,000. The loan requires monthly payments in the aggregate of $47,291 and has a maturity date of September 11, 2025. Merchants is the guarantor of this loan. The loan can be prepaid in whole or in part from time to time without penalty. The loan is subject to a debt service ratio of 1.30, which shall be tested annually. If the debt service ratio falls below 1.30, University is required to provide cash collateral or an unconditional standby letter of credit. In April 2018, University deposited $300,000 in a debt service reserve at the request of the lender in order to satisfy this covenant due to noncompliance as of December 31, 2017. For the six months ended June 30, 2024 and 2023, interest expense was $136,736 and $141,522, respectively. The mortgage payable balance at June 30, 2024 and December 31, 2023 was $6,819,632 and $6,966,474, respectively.

The Company has a receive-variable (SOFR plus 1.625%), pay-fixed (3.9%) interest rate swap agreement related to its variable rate loan on University. The interest rate swap agreement was effective as of October 1, 2015, matures on October 1, 2025, and had an original notional amount of $9,000,000 with a notional amount of $6,819,632 and $6,966,474 at June 30, 2024 and December 31, 2023, respectively. The notional amount

9 – MORTGAGES PAYABLE (Continued)

is reduced based on the terms of the agreement. The interest rate swap agreement is intended to hedge the Company's exposure to possible increases in interest rates and the resulting increase in cash outflows.

In November 2016, Athens obtained a $5,000,000 mortgage payable, secured by a first mortgage lien on the property located at 819 7th Street NW, Washington DC. Merchants is a limited guarantor of this loan. The mortgage requires monthly payments in the aggregate of $25,199, including principal and interest, based on a 25-year amortization schedule and has a maturity date of December 1, 2023. Athens exercised its option to extend the maturity date to May 27, 2024, and has subsequently received an additional 90 day extension from the lender to extend the maturity date to August 27, 2024. Management intends to pay the outstanding balance upon the extended maturity date. The interest rate during the initial term of the note was 3.50%. The interest rate during the extended term is SOFR + 300 bps. For the six months ended June 30, 2024 and 2023, interest expense was $221,290 and $73,298, respectively. The mortgage payable balance at June 30, 2024 and December 31, 2023 was $4,010,063 and $4,017,422, respectively. The loan is subject to a debt service ratio of 1.25, which shall be tested annually. Athens is currently not in compliance with the ratio; however, Athens is current in its debt service payments.

In February 2022, Wisconsin obtained a mortgage payable of up to $20,730,000, secured by a first mortgage lien on the property located at 2121 Wisconsin Avenue, NW, Washington, DC. Merchants has provided a Guaranty for payment and performance of this mortgage. In addition, Merchants has provided an environmental indemnity guaranty (the "Guaranty"). Management believes that there is no liability under the Guaranty at June 30, 2024. The mortgage payable matures in February 2032, requires monthly interest only payments at the rate of 3.4% for the first 24 months and then principal and interest payments thereafter of $85,064, based on a 35-year amortization period. For the six months ended June 30, 2024 and 2023, interest expense was $344,140 and $280,970, respectively. The mortgage payable balance at June 30, 2024 and December 31, 2023 was $18,408,679 and $18,529,512, respectively.

Future minimum payments on all of the aforementioned mortgages payable are as follows:

Year Ending December 31,		
2024	$	4,509,807
2025		7,391,477
2026		748,116
2027		775,597
2028		801,805
Thereafter		26,873,790
		41,100,593
Less: unamortized debt issuance costs		231,991
	$	40,868,602

10 – LEASE ARRANGEMENTS (AS LESSOR)

Building space is leased under non-cancelable operating leases. Certain tenant leases provide for minimum annual rent, a percentage of tenant sales in excess of stipulated amounts, real estate taxes, utility costs and other expenses. Certain leases also provide for renewal and termination options.

Minimum rental revenues under existing non-cancelable leases as of June 30, 2024 are approximately as follows:

Year Ending December 31,		
2024	$	3,419,000
2025		6,760,000
2026		6,657,000
2027		6,500,000
2028		5,846,000
Thereafter		34,747,000
	$	63,929,000

For the six months ended June 30, 2024 and 2023, one tenant represented approximately 18% and 16% of rental income, respectively.

The components of rental revenue are as follows:

	June 30,			
	2024 (unaudited)		2023 (unaudited)	
Fixed lease payments	$	3,818,638	$	4,063,000
Variable lease payments		447,067		482,153
	$	4,265,705	$	4,545,153

11 – INCOME TAXES

The Company's effective tax rate differs from the statutory tax rate due to state credits, as discussed below. The Company's income tax provision consists of the following:

	Six Months Ended June 30,			
	2024 (unaudited)		2023 (unaudited)	
Current				
Federal	$	1,695,520	$	887,156
State		957,783		802,280
		2,653,303		1,689,436
Deferred				
Federal		(300,857)		575,201
State		80,164		(207,838)
		(220,693)		367,363
Income tax provision per consolidated statements of operations	$	2,432,610	$	2,056,799

11 – INCOME TAXES (Continued)

Components of deferred tax assets and liabilities are as follows:

	June 30, 2024 (unaudited)		December 31, 2023 (audited)	
	Components	Tax Effect	Components	Tax Effect
Deferred tax assets				
Bad debt expense	$ 134,598	$ 39,845	$ 52,221	$ 15,459
Depreciation - federal	4,336,789	1,283,825	2,536,341	532,631
Depreciation - state	23,187,673	2,525,139	23,187,673	2,525,139
Interest expense deduction limitation	2,409,577	713,309	2,409,577	582,389
Unrealized loss on interest rate swap	13,652	4,042	-	-
Prepaid rent	844,999	250,145	994,736	294,473
	30,927,288	4,816,305	29,180,548	3,950,091
Deferred tax liabilities				
Amortization	1,846,229	546,541	1,846,229	546,541
Bad Debt Expense	-	-	1,724	510
Depreciation - federal	19,752,585	5,847,377	20,340,260	5,738,228
Deferred gain on disposal of rental property	32,847,128	9,723,768	32,847,128	9,723,768
Deferred revenue	10,750,718	3,182,548	10,544,907	3,121,619
Other	9,151,103	2,709,011	8,251,196	2,442,611
Unrealized gain on interest rate swap	800,583	236,997	905,456	268,043
Unrealized gain on marketable securities	68,825,141	15,141,531	67,731,509	14,900,932
	143,973,487	37,387,773	142,468,409	36,742,252
Net deferred tax liability	$ 113,046,199	$ 32,571,468	$ 113,287,861	$ 32,792,161

The above components of deferred tax assets and liabilities also include GAAP to tax differences from investments in real estate ventures.

12 – RELATED PARTY TRANSACTIONS

The Company manages various properties and several entities through which investments in real estate ventures are held. Management fees, leasing commissions, supervisory fees and other revenues earned from related parties for the six months ended June 30, 2024 and 2023 were $4,228,056 and $3,649,264, respectively.

As of June 30, 2024 and December 31, 2023, the amount due from related parties for management fees, leasing commissions, supervisory fees and other charges was $2,882,518 and $1,447,813, respectively. These amounts are non-interest bearing and are due on demand.

As of June 30, 2024 and December 31, 2023, the amount due to related parties to cover temporary cash shortfalls was $854,167 and $40,442, respectively. These amounts are non-interest bearing and are due on demand.

12 – RELATED PARTY TRANSACTIONS (Continued)

Loans to employees for the purchase of membership interests in certain real estate ventures totaling $2,888,807 and $2,783,520 at June 30, 2024 and December 31, 2023, respectively, are included in receivables from employees on the consolidated balance sheets. The loans bear interest at 6%, and any unpaid balance, including accrued interest, is due within 12 months of termination of employment with the Company. The loans to employees are collateralized by the employees' respective ownership interest in these real estate ventures.

13 – RETIREMENT PLAN

The Company makes matching contributions to a retirement plan equivalent to 50% of participants' contributions, not to exceed 2% of such employees' base compensation, or the Internal Revenue Code imposed annual maximum of $6,900 for 2024 and $6,700 for 2023. The Company's matching contributions for the six months ended June 30, 2024 and 2023 were $84,176 and $43,242, respectively.

14 – COMMITMENTS AND CONTINGENCIES

Guarantees and Indemnification

In April 2020, Herald Owners LLC ("Herald") obtained a mortgage payable of up to $49,844,000, with a mortgage balance outstanding at June 30, 2024 in the amount of $45,725,928 secured by a first mortgage lien on the property located at 1307 New York Avenue, NW, Washington, DC. Merchants is a limited guarantor on this loan. In addition, Merchants has provided Deferred Equity and Completion guarantees, an Environmental Indemnity Agreement and an Interest, Carry and Rebalancing Guaranty (the "Guaranty"). Among other requirements, the Guaranty will terminate upon the completion of construction work and achievement of an occupancy rate of 88% of net rentable square footage. In January 2022, the construction was completed. Management believes that there is no liability under the Guaranty at June 30, 2024 and December 31, 2023. The mortgage payable was set to mature in April 2023, requires monthly interest only payments at the rate of 4.5% and contains two 12-month extension options, subject to Merchants meeting certain conditions. Herald exercised its first extension option on February 1, 2023, extending the maturity date to April 5, 2024. Herald exercised its second extension option on April 5, 2024, extending the maturity date to April 5, 2025.

As part of the one-year extension of the Herald mortgage, Merchants loaned Herald Owners Holding, LLC ("Herald Holding"), a wholly owned subsidiary of Herald, $3.9M to cover interest, carry costs, and loan extension costs, $3M for tenant improvement and leasing costs related to future leases and $1.4M to cover capital expenditures, and is included in loan receivables, real estate ventures on the consolidated balance sheets. This loan covers 30% for Herald DC Ventures, LLC ("Funding Member"), an affiliate of Merchants and 70% for Herald Member, LLC ("Non-Funding Member"), an affiliate of Iowa Public Employee's Retirement System, managed by Invesco Advisors, Inc. The loan is repayable by Herald Holding prior to distributions to Funding Member and Non-Funding Member and carries an interest rate of 14%. For the six months ended June 30, 2024, interest income was $253,057.

The Company has signed limited suretyship and guarantee agreements with the mortgagees of one and two investees as of June 30, 2024 and December 31, 2023, respectively, which own rental real properties with mortgages outstanding of approximately $16,000,000 and $18,571,000 as of June 30, 2024 and December 31, 2023, respectively. In addition, the Company has provided indemnification for any environmental issues to the lenders of these investees. Management believes that there is no liability under these guarantees as of June 30, 2024 and December 31, 2023.

14 – COMMITMENTS AND CONTINGENCIES (Continued)

Employment Agreement

In April 2020, the Company amended and restated the original 2017 employee agreement with its Chief Executive Officer (the "CEO"), ending August 2024, with an automatic extension of one year, pursuant to which the Company agreed to pay a base annual salary of $620,000, with an annual increase of the lesser of the increase in the consumer price index or 3% per year. The CEO also became eligible for an annual performance bonus award providing a target bonus opportunity of 75% of the current base salary. The Company also granted the CEO a long-term incentive award equal to $1,100,000 (the "LT Cash Incentive"). The LT Cash Incentive shall vest on each of the four anniversaries of the August 10, 2020 Award Date in four equal installments, subject to the CEO's continued employment through the respective vesting dates, and was paid in full on August 9, 2024. As of June 30, 2024, $1,031,250 was accrued and included in accounts payable and accrued expenses.

In addition, when the Company enters into new investments, as defined in the CEO's employment agreement, the CEO is required to make a personal investment at the level of 5% of the Company's investment. The funds for the CEO's personal investments would be loaned by the Company on a non-recourse basis, with interest at 6% a year, using the acquired equity as collateral. The unpaid balance, including accrued interest, is due within 12 months of termination of employment with the Company. As of June 30, 2024 and December 31, 2023, the loan balance, including accrued interest, was $2,318,966 and $2,251,901, respectively. These amounts are included in receivables from employees on the accompanying consolidated balance sheets.

For the six months ended June 30, 2024, the CEO's total compensation was $842,296, which consisted of $352,296 for base salary, a $352,500 bonus and a $137,500 LT Cash Incentive. For the six months ended June 30, 2023, the CEO's total compensation was $821,535, which consisted of $342,035 for base salary, a $342,000 bonus and a $137,500 LT Cash Incentive.

In April 2021, the Company entered into a restricted stock agreement pursuant to which the CEO was granted 100 shares of common stock of the Company. The CEO was granted an additional 100 shares of common stock of the Company in December 2021, an additional 100 shares in May 2023 and an additional 100 shares in December 2023. These 400 shares vested on August 10, 2024.

The Company follows the provisions of ASC Topic 718, "Compensation - Stock Compensation", which covers a wide range of share-based compensation arrangements and provides guidance for recognition of compensation cost related to these types of transactions. Compensation will be measured based on the fair value of the equity instrument when it is earned.

For the six months ended June 30, 2024 and 2023, the Company has determined that the stock compensation expense is not material to the financial statements as a whole. Stock compensation expense of $585,200 will be recorded upon 100% vesting.

14 – COMMITMENTS AND CONTINGENCIES (Continued)

Capital Calls and Investment Funding

In the normal course of business, the Company may be requested to make additional capital contributions to its real estate investments. As of the date of this report, the Company has not received any capital calls from its real estate investments.

Litigation

In the normal course of business, the Company is a party to various legal claims, actions and complaints relating to its real estate activities. Management does not expect that the results of any of these proceedings will have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

15 – LEASES (AS LESSEE)

The Company leases office space from 708 Third Avenue Holdings, LLC, in which it has an investment. The lease expires on January 23, 2029 and falls under ASC 842, as discussed in Note 2. For the six months ended June 30, 2024 and 2023, the operating lease cost was $109,785 and $126,740, respectively, and is included in the consolidated statement of operations.

The following summarizes the line items in the consolidated balance sheets which include amounts for the operating lease:

	June 30, 2024 (unaudited)	December 31, 2023 (audited)
Operating right-of-use asset	$ 963,638	$ 1,059,433
Current maturities of operting lease liability	$ 200,934	$ 195,188
Operating lease liability, less current maturities	781,430	882,788
Total operating lease liability	$ 982,364	$ 1,077,976

Additional disclosures regarding the Company's lease as lessee are as follows:

	Six Months Ended June 30,	
	2024 (unaudited)	2023 (unaudited)
Cash paid for amounts included in the measurement of lease liability	$ 114,054	$ 109,602
Weighted average remaining lease term	4.6 years	5.6 years
Weighted average discount rate	3.55%	3.55%

15 – LEASES (AS LESSEE) (Continued)

The maturities of operating lease liability as of June 30, 2024 were as follows:

Year Ending December 31,		
2024	$	116,280
2025		232,560
2026		232,560
2027		232,560
2028		232,560
Thereafter		19,380
Total lease payments		1,065,900
Less: interest		83,536
Present value of lease liability	$	982,364