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DELTA REPORT

10-Q

LOAN - MANHATTAN BRIDGE CAPITAL,

10-Q - SEPTEMBER 30, 2024 COMPARED TO 10-Q - JUNE 30, 2024

The following comparison report has been automatically generated

TOTAL DELTAS	341
CHANGES	118
DELETIONS	113
ADDITIONS	110

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June September 30, 2024

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ______ to ______

Commission File Number: 000-25991

MANHATTAN BRIDGE CAPITAL, INC.
(Exact name of registrant as specified in its charter)

New York	11-3474831
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

60 Cutter Mill Road, Great Neck, New York 11021
(Address of principal executive offices)

(516) 444-3400
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common shares, par value $.001	LOAN	Nasdaq Capital Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

As of July 22, 2024 October 23, 2024, the registrant had a total of 11,438,651 common shares, $.001 $.001 par value per share, outstanding.

MANHATTAN BRIDGE CAPITAL, INC.
TABLE OF CONTENTS

Forward Looking Statements

This report contains forward-looking statements within the meaning of section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements are typically identified by the words "believe," "expect," "intend," "estimate" and similar expressions. Those statements appear in a number of places in this report and include statements regarding our intent, belief or current expectations or those of our directors or officers with respect to, among other things, trends affecting our financial condition and results of operations and our business and growth strategies. These forward-looking statements are not guarantees of future performance and involve risks and uncertainties. Actual results may differ materially from those projected, expressed or implied in the forward-looking statements as a result of various factors (such factors are referred to herein as "Cautionary Statements"), including but not limited to the following: (i) our loan origination activities, revenues and profits are limited by available funds; (ii) we operate in a highly competitive market and competition may limit our ability to originate loans with favorable interest rates; (iii) our Chief Executive Officer is critical to our business and our future success may depend on our ability to retain him; (iv) if we overestimate the yields on our loans or incorrectly value the collateral securing the loan, we may experience losses; (v) we may be subject to "lender liability" claims; (vi) our due diligence may not uncover all of a borrower's liabilities or other risks to its business; (vii) borrower concentration could lead to significant losses; (viii) we may choose to make distributions in our own stock, in which case you may be required to pay income taxes in excess of the cash dividends you receive; and (ix) an increase in interest rates may impact our profitability. The accompanying information contained in this report, including the information set forth under "Management's Discussion and Analysis of Financial Condition and Results of Operations," identifies important factors that could cause such differences. Further information on potential factors that could affect our business is described under the heading "Risk Factors" in Part I, Item 1A, of our Annual Report on Form 10-K for the fiscal year ended December 31, 2023. These forward-looking statements speak only as of the date of this report, and we caution potential investors not to place undue reliance on such statements. We undertake no obligation to update or revise any forward-looking statements. All subsequent written or oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the Cautionary Statements.

All references in this Form 10-Q to "Company," "we," "us," or "our" refer to Manhattan Bridge Capital, Inc. and its wholly-owned subsidiary, MBC Funding II Corp., unless the context otherwise indicates.

PART I. FINANCIAL INFORMATION

Item 1.CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

MANHATTAN BRIDGE CAPITAL, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS

	June 30, 2024 (unaudited)	December 31, 2023 (audited)	September 30, 2024 (unaudited)	December 31, 2023 (audited)
Assets				
Loans receivable	$ 66,859,733	$ 73,048,403	$ 68,711,438	$ 73,048,403
Interest and other fees receivable on loans	1,488,784	1,395,905	1,536,643	1,395,905
Cash	105,929	104,222	167,863	104,222
Cash - restricted	—	1,587,773	—	1,587,773
Other assets	134,321	63,636	99,180	63,636
Right-of-use asset - operating lease, net	180,446	207,364	167,243	207,364
Deferred financing costs, net	23,101	27,583	19,636	27,583
Total assets	$ 68,792,314	$ 76,434,886	$ 70,702,003	$ 76,434,886
Liabilities and Stockholders' Equity				
Liabilities:				
Line of credit	$ 17,345,510	$ 25,152,338	$ 19,170,268	$ 25,152,338
Senior secured notes (net of deferred financing costs of $134,528 and $172,069, respectively)	5,865,472	5,827,931		
Senior secured notes (net of deferred financing costs of $115,756 and $172,069, respectively)			5,884,244	5,827,931
Deferred origination fees	646,027	719,019	618,812	719,019
Accounts payable and accrued expenses	242,248	295,292	211,786	295,292
Operating lease liability	193,800	220,527	180,529	220,527
Loan holdback			50,000	—
Dividends payable	1,315,445	1,287,073	1,315,445	1,287,073
Total liabilities	25,608,502	33,502,180	27,431,084	33,502,180
Commitments and contingencies				
Stockholders' equity:				
Preferred shares - $.01 par value; 5,000,000 shares authorized; none issued	—	—	—	—
Common shares - $.001 par value; 25,000,000 shares authorized; 11,757,058 issued; 11,438,651 and 11,440,651 outstanding, respectively	11,757	11,757	11,757	11,757
Additional paid-in capital	45,555,408	45,548,876	45,558,674	45,548,876
Less: Treasury stock, at cost – 318,407 and 316,407 shares, respectively	(1,070,406)	(1,060,606)	(1,070,406)	(1,060,606)
Accumulated deficit	(1,312,947)	(1,567,321)	(1,229,106)	(1,567,321)
Total stockholders' equity	43,183,812	42,932,706	43,270,919	42,932,706
Total liabilities and stockholders' equity	$ 68,792,314	$ 76,434,886	$ 70,702,003	$ 76,434,886

The accompanying notes are an integral part of these condensed consolidated financial statements.

MANHATTAN BRIDGE CAPITAL, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

	2024	2023	2024	2023	2024	2023	2024	2023
	Three Months Ended June 30,		Six Months Ended June 30,		Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023	2024	2023	2024	2023
Revenue:								
Interest income from loans	$ 2,032,687	$ 1,942,527	$ 4,175,174	$ 3,896,349	$ 1,952,957	$ 1,992,495	$ 6,128,131	$ 5,888,843
Origination fees	410,528	456,835	841,119	900,806	360,376	441,271	1,201,494	1,342,077
Total revenue	2,443,215	2,399,362	5,016,293	4,797,155	2,313,333	2,433,766	7,329,625	7,230,920
Operating costs and expenses:								
Interest and amortization of deferred financing costs	603,230	595,427	1,293,819	1,241,690	537,218	614,389	1,831,037	1,856,079
Referral fees	500	1,000	1,000	1,292	847	361	1,847	1,652
General and administrative expenses	434,282	400,979	844,560	897,075	380,482	377,192	1,225,041	1,274,267
Total operating costs and expenses	1,038,012	997,406	2,139,379	2,140,057	918,547	991,942	3,057,925	3,131,998
Income from operations	1,405,203	1,401,956	2,876,914	2,657,098	1,394,786	1,441,824	4,271,700	4,098,922
Other income	4,500	20,380	9,000	24,880	4,500	4,500	13,500	29,380
Income before income tax expense	1,409,703	1,422,336	2,885,914	2,681,978	1,399,286	1,446,324	4,285,200	4,128,302
Income tax expense	(650)	(650)	(650)	(650)	—	—	(650)	(650)
Net income	$ 1,409,053	$ 1,421,686	$ 2,885,264	$ 2,681,328	$ 1,399,286	$ 1,446,324	$ 4,284,550	$ 4,127,652
Basic and diluted net income per common share outstanding:								
—Basic	$ 0.12	$ 0.12	$ 0.25	$ 0.23	$ 0.12	$ 0.13	$ 0.37	$ 0.36
—Diluted	$ 0.12	$ 0.12	$ 0.25	$ 0.23	$ 0.12	$ 0.13	$ 0.37	$ 0.36
Weighted average number of common shares outstanding:								
Weighted average number of common shares outstanding								
—Basic	11,438,651	11,475,406	11,438,662	11,485,116	11,438,651	11,461,052	11,438,658	11,477,133
—Diluted	11,438,651	11,475,406	11,438,662	11,485,116	11,438,651	11,461,052	11,438,658	11,477,133

The accompanying notes are an integral part of these condensed consolidated financial statements.

MANHATTAN BRIDGE CAPITAL, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(unaudited)

FOR THE THREE MONTHS ENDED JUNE SEPTEMBER 30, 2024

	Common Shares		Additional	Treasury Stock		Accumulated	
	Shares	Amount	Paid in Capital	Shares	Cost	Deficit	Totals
Balance, April 1, 2024	**11,757,058**	**$ 11,757**	**$ 45,552,142**	**318,407**	**$ (1,070,406)**	**$ (1,406,555)**	**$ 43,086,938**
Non - cash compensation			3,266				3,266
Dividends declared and payable						(1,315,445)	(1,315,445)
Net income						1,409,053	1,409,053
Balance, June 30, 2024	**11,757,058**	**$ 11,757**	**$ 45,555,408**	**318,407**	**$ (1,070,406)**	**$ (1,312,947)**	**$ 43,183,812**

	Common Shares		Additional Paid in	Treasury Shares		Accumulated	
	Shares	Amount	Capital	Shares	Cost	Deficit	Totals
Balance, July 1, 2024	**11,757,058**	**$ 11,757**	**$ 45,555,408**	**318,407**	**$ (1,070,406)**	**$ (1,312,947)**	**$ 43,183,812**
Non-cash compensation			3,266				3,266
Dividends declared and payable						(1,315,445)	(1,315,445)
Net income						1,399,286	1,399,286
Balance, September 30, 2024	**11,757,058**	**$ 11,757**	**$ 45,558,674**	**318,407**	**$ (1,070,406)**	**$ (1,229,106)**	**$ 43,270,919**

FOR THE THREE MONTHS ENDED JUNE SEPTEMBER 30, 2023

	Common Shares		Additional	Treasury Stock		Accumulated		Common Shares		Additional Paid in	Tre
	Shares	Amount	Paid in Capital	Shares	Cost	Deficit	Totals	Shares	Amount	Capital	Sha
Balance, April 1, 2023	11,757,058	$ 11,757	$ 45,539,077	262,113	$ (798,939)	$ (1,918,595)	$ 42,833,300				
Balance, July 1, 2023								11,757,058	$ 11,757	$ 45,542,343	295,
Purchase of treasury shares				33,360	(164,806)		(164,806)				4,
Non - cash compensation			3,266				3,266				
Non-cash compensation										3,266	
Dividends declared and payable						(1,289,428)	(1,289,428)				
Net income						1,421,686	1,421,686				
Balance, June 30, 2023	11,757,058	$ 11,757	$ 45,542,343	295,473	$ (963,745)	$ (1,786,337)	$ 42,804,018				
Balance, September 30, 2023								11,757,058	$ 11,757	$ 45,545,609	299,

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024

	Common Shares		Additional Paid in	Treasury Shares		Accumulated	
	Shares	Amount	Capital	Shares	Cost	Deficit	Totals
Balance, January 1, 2024	**11,757,058**	**$ 11,757**	**$ 45,548,876**	**316,407**	**$ (1,060,606)**	**$ (1,567,321)**	**$ 42,932,706**
Purchase of treasury shares				2,000	(9,800)		(9,800)
Non-cash compensation			9,798				9,798
Dividends paid						(2,630,890)	(2,630,890)
Dividends declared and payable						(1,315,445)	(1,315,445)
Net income						4,284,550	4,284,550
Balance, September 30, 2024	**11,757,058**	**$ 11,757**	**$ 45,558,674**	**318,407**	**$ (1,070,406)**	**$ (1,229,106)**	**$ 43,270,919**

FOR THE SIX NINE MONTHS ENDED JUNE 30, 2024

	Common Shares		Additional	Treasury Stock		Accumulated	
	Shares	Amount	Paid in Capital	Shares	Cost	Deficit	Totals
Balance, January 1, 2024	**11,757,058**	**$ 11,757**	**$ 45,548,876**	**316,407**	**$ (1,060,606)**	**$ (1,567,321)**	**$ 42,932,706**

Purchase of treasury shares				2,000	(9,800)		(9,800)
Non - cash compensation			6,532				6,532
Dividends paid						(1,315,445)	(1,315,445)
Dividends declared and payable						(1,315,445)	(1,315,445)
Net income						2,885,264	2,885,264
Balance, June 30, 2024	**11,757,058**	**$ 11,757**	**$ 45,555,408**	**318,407**	**$ (1,070,406)**	**$ (1,312,947)**	**$ 43,183,812**

FOR THE SIX MONTHS ENDED JUNE SEPTEMBER 30, 2023

	Common Shares		Additional Paid in	Treasury Shares		Accumulated					
	Shares	Amount	Paid in Capital	Shares	Cost	Deficit	Totals	Shares	Amount	Capital	Sha
Balance, January 1, 2023	11,757,058	$ 11,757	$ 45,535,811	262,113	$ (798,939)	$ (1,885,056)	$ 42,863,573	11,757,058	$ 11,757	$ 45,535,811	262
Balance	11,757,058	$ 11,757	$ 45,535,811	262,113	$ (798,939)	$ (1,885,056)	$ 42,863,573	11,757,058	$ 11,757	$ 45,535,811	262
Purchase of treasury shares				33,360	(164,806)		(164,806)				37
Non - cash compensation			6,532				6,532				
Non-cash compensation			9,798				9,798				
Dividends paid						(1,293,181)	(1,293,181)				
Dividends declared and payable						(1,289,428)	(1,289,428)				
Net income						2,681,328	2,681,328				
Balance, June 30, 2023	11,757,058	$ 11,757	$ 45,542,343	295,473	$ (963,745)	$ (1,786,337)	$ 42,804,018				
Balance, September 30, 2023	11,757,058	$ 11,757	$ 45,545,609	299,973	$ (984,630)	$ (1,628,766)	$ 42,943,970				
Balance	11,757,058	$ 11,757	$ 45,542,343	295,473	$ (963,745)	$ (1,786,337)	$ 42,804,018	11,757,058	$ 11,757	$ 45,545,609	299

The accompanying notes are an integral part of these condensed consolidated financial statements.

MANHATTAN BRIDGE CAPITAL, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023
Cash flows from operating activities:		
Net income	$ 2,885,264	$ 2,681,328
Adjustments to reconcile net income to net cash provided by operating activities -		
Amortization of deferred financing costs	44,191	49,494
Adjustment to right-of-use asset - operating lease and liability	190	1,230
Depreciation	2,209	1,946
Non-cash compensation expense	6,532	6,532
Changes in operating assets and liabilities:		
Interest and other fees receivable on loans	(92,879)	89,214
Other assets	(71,703)	(72,115)
Accounts payable and accrued expenses	(53,044)	(58,132)
Deferred origination fees	(72,992)	17,853
Net cash provided by operating activities	2,647,768	2,717,350
Cash flows from investing activities:		
Issuance of short-term loans	(19,677,520)	(28,122,249)
Collections received from loans	25,866,190	32,811,877
Purchase of fixed assets	(1,191)	(5,085)
Net cash provided by investing activities	6,187,479	4,684,543
Cash flows from financing activities:		
Repayment of line of credit, net	(7,806,828)	(4,323,513)
Dividends paid	(2,602,518)	(2,730,049)
Purchase of treasury shares	(9,800)	(164,806)
Deferred financing costs incurred	(2,167)	(38,191)
Net cash used in financing activities	(10,421,313)	(7,256,559)
Net (decrease) increase in cash	(1,586,066)	145,334
Cash and cash - restricted, beginning of period*	1,691,995	103,540
Cash, end of period	$ 105,929	$ 248,874
Supplemental Disclosure of Cash Flow Information:		
Cash paid during the period for taxes	$ 650	$ 650
Cash paid during the period for interest	$ 1,297,587	$ 1,215,297
Cash paid during the period for operating leases	$ 32,208	$ 31,863
Supplemental Schedule of Noncash Financing Activities:		
Dividend declared and payable	$ 1,315,445	$ 1,289,428
Loan holdback relating to mortgage receivable	$ —	$ 17,500

	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Cash flows from operating activities:		
Net income	$ 4,284,550	$ 4,127,652
Adjustments to reconcile net income to net cash provided by operating activities -		
Amortization of deferred financing costs	66,427	71,449
Adjustment to right-of-use asset - operating lease and liability	121	1,636
Depreciation	3,480	3,001
Non-cash compensation expense	9,798	9,798
Changes in operating assets and liabilities:		
Interest and other fees receivable on loans	(140,738)	14,128
Other assets	(35,005)	(38,381)
Accounts payable and accrued expenses	(83,505)	(53,682)
Deferred origination fees	(100,207)	1,167
Net cash provided by operating activities	4,004,921	4,136,768
Cash flows from investing activities:		
Issuance of short-term loans	(29,362,922)	(40,810,565)
Collections received from loans	33,749,887	44,512,989
Purchase of fixed assets	(4,018)	(5,085)
Net cash provided by investing activities	4,382,947	3,697,339

Cash flows from financing activities:		
Repayment of line of credit, net	(5,982,070)	(3,561,140)
Dividends paid	(3,917,963)	(4,019,478)
Purchase of treasury shares	(9,800)	(185,691)
Deferred financing costs incurred	(2,167)	(38,191)
Net cash used in financing activities	(9,912,000)	(7,804,500)
Net (decrease) increase in cash	(1,524,132)	29,607
Cash and cash - restricted, beginning of period*	1,691,995	103,540
Cash, end of period	$ 167,863	$ 133,147
Supplemental Disclosure of Cash Flow Information:		
Cash paid during the period for taxes	$ 650	$ 650
Cash paid during the period for interest	$ 1,816,980	$ 1,797,254
Cash paid during the period for operating leases	$ 47,779	$ 47,822
Supplemental Schedule of Noncash Financing Activities:		
Dividend declared and payable	$ 1,315,445	$ 1,288,753
Loan holdback relating to mortgage receivable	$ 50,000	$ —

* At December 31, 2023, cash and restricted cash consisted of $1,587,773 of restricted cash.

The accompanying notes are an integral part of these condensed consolidated financial statements.

MANHATTAN BRIDGE CAPITAL, INC. AND SUBSIDIARY

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE September 30, 2024
(unaudited)

1.THE DESCRIPTION OF COMPANY

The accompanying unaudited condensed consolidated financial statements of Manhattan Bridge Capital, Inc. ("MBC"), a New York corporation founded in 1989, and its consolidated subsidiary, MBC Funding II Corp. ("MBC Funding II"), a New York corporation formed in December 2015 (collectively referred to herein as the "Company") have been prepared by the Company in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") for interim financial information and with instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete annual financial statements. However, in the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The accompanying unaudited condensed consolidated financial statements should be read in conjunction with the Company's annual audited consolidated financial statements for the year ended December 31, 2023 and the notes thereto included in the Company's Annual Report on Form 10-K. Results of consolidated operations for the interim period are not necessarily indicative of the operating results to be attained in the entire fiscal year.

The Company offers short-term, secured, non–banking loans to real estate investors (also known as hard money loans) to fund their acquisition, renovation, rehabilitation or development of residential or commercial properties located in the New York metropolitan area, including New Jersey and Connecticut, and in Florida.

Summary of Significant Accounting Policies
The preparation of condensed consolidated 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 disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amount of revenues and expenses during the reporting period. Actual amounts could differ from those estimates.

The condensed consolidated financial statements include the accounts of MBC and MBC Funding II. All significant intercompany balances and transactions have been eliminated in consolidation.

Interest income from commercial loans is recognized, as earned, over the loan period.

Origination fee revenue on commercial loans is amortized over the term of the respective note.

2.RECENTLY ISSUED TECHNICAL ACCOUNTING PRONOUNCEMENTS

Management does not believe that any recently issued, but not yet effective, accounting standards, if currently adopted, would have a material effect on the Company's condensed consolidated financial statements.

3.CASH – RESTRICTED

Restricted cash mainly represents collections received, pending clearance, from the Company's commercial loans and is primarily dedicated to the reduction of the Webster Credit Line (as defined below), established pursuant to the Amended and Restated Credit Agreement (as defined below, see Note 5).

4.COMMERCIAL LOANS

Loans Receivable

The Company offers short-term secured non–banking loans to real estate investors (also known as hard money loans) to fund their acquisition and construction of properties located in the New York metropolitan area, including New Jersey and Connecticut, and in Florida. The loans are principally secured by collateral consisting of real estate and accompanied by personal guarantees from the principals of the borrowers. The loans are generally for a term of one year. The short-term loans are initially recorded, and carried thereafter, in the condensed consolidated financial statements at cost. Most of the loans provide for receipt of interest only during the term of the loan and a balloon payment at the end of the term.

At June 30, 2024 September 30, 2024, the Company was committed to $9,057,307 8,147,338 in construction loans that can be drawn by the borrowers when certain conditions are met.

At June 30, 2024 September 30, 2024, no entity had loans outstanding representing more than 10% of the total balance of the loans outstanding.

The Company generally grants loans for a term of one year. When a performing loan reaches its maturity and the borrower requests an extension, the Company may extend the term of the loan beyond one year. Prior to granting an extension of any loan, the Company reevaluates the underlying collateral.

Credit Risk

Credit risk profile based on loan activity as of June 30, 2024 September 30, 2024 and December 31, 2023:

Performing loans		Developers-Residential		Developers-Commercial		Developers-Mixed Use		Total outstanding loans
June 30, 2024	$	57,210,156	$	8,204,577	$	1,445,000	$	66,859,733
December 31, 2023 (audited)	$	64,729,403	$	7,300,000	$	1,019,000	$	73,048,403

Performing loans		Developers-Residential		Developers-Commercial		Developers-Mixed Use		Total outstand loans
September 30, 2024	$	59,886,438	$	7,380,000	$	1,445,000	$	68,71
December 31, 2023 (audited)	$	64,729,403	$	7,300,000	$	1,019,000	$	73,04

At June 30, 2024 September 30, 2024, the Company's loans receivable consisted of loans in the amount of $26,213, $760,433 22,526, $1,760,250, $120,000, $5,265,000 4,995,000 and $16,615,666 14,738,817, originally due or committed to lend to borrowers in 2016, 2019, 2020, 2021, 2022 and 2023, respectively. The loans receivable also includes included loans in the amount of $11,446,000 16,575,000 originally due in the first six nine months of 2024.

Generally, borrowers are paying their interest, and the Company receives a fee in connection with the extension of the loans. In all instances, the borrower has either signed an extension agreement or is in the process of signing the extension. Accordingly, at June 30, 2024 September 30, 2024, no loan impairments exist and there are no provisions for impairments of loans or recoveries thereof.

During February 2023, the Company sold one of its loans receivable at its face value of $485,000. Mr. Assaf Ran, the Company's President and Chief Executive Officer, participated in such acquisition in the amount of $152,000. In addition, in June 2023, the Company filed a foreclosure lawsuit relating to one property, as a result of a deed transfer from a borrower to a buyer without the Company's consent. In that instance, the buyer of the property on which the Company had a valid mortgage suffered a data breach which resulted in the failure of the buyer to remit the funds needed for the loan payoff. In October 2023, the Company received the entire payoff amount for the loan receivable, including all unpaid fees, to rectify the situation.

Subsequent to the balance sheet date, 5. $600,000 of the loans receivable at June 30, 2024 were paid off.
5. LINE OF CREDIT

The Company executed an Amended and Restated Credit and Security Agreement (as amended, the "Amended and Restated Credit Agreement"), with Webster Business Credit Corporation ("Webster"), Flushing Bank ("Flushing") and Mizrahi Tefahot Bank Ltd ("Mizrahi" and together with Webster and Flushing, the "Lenders"), which established the Company's credit line (the "Webster Credit Line"). Currently, the Webster Credit Line provides the Company with a credit line of $32.5 million in the aggregate until February 28, 2026, secured by assignments of mortgages and other collateral. The interest rates relating to the Webster Credit Line equal (i) the Secured Overnight Financing Rate ("SOFR") plus a premium, which rate aggregated approximately 8.9 8.4%, including a 0.5% agency fee, as of June 30, 2024 September 30, 2024, or (ii) a Base Rate (as defined in the Amended and Restated Credit Agreement) plus 2.00% and a 0.5% agency fee, as chosen by the Company for each drawdown.

The Webster Credit Line contains various covenants and restrictions including, among other covenants and restrictions, limiting the amount that the Company can borrow relative to the value of the underlying collateral, maintaining various financial ratios and limitations on the terms of loans the Company makes to its customers, limiting the Company's ability to pay dividends under certain circumstances, and limiting the Company's ability to repurchase its common shares, sell assets, engage in mergers or consolidations, grant liens, and enter into transactions with affiliates. In addition, the Webster Credit Line contains a cross default provision which will deem any default under any indebtedness owed by us or our subsidiary, MBC Funding II, as a default under the credit line. Under the Amended and Restated Credit Agreement, the Company may repurchase, redeem or otherwise retire its equity securities in an amount not to exceed ten percent of our annual net income from the prior fiscal year. Further, the Company may issue up to $20 million in bonds through its subsidiary, of which not more than $10 million of such bonds may be secured by mortgage notes receivable, and provided that the terms and conditions of such bonds are approved by Webster, subject to its reasonable discretion.

On January 31, 2023, the Company entered into an amendment, effective as of January 2, 2023, with respect to the Amended and Restated Credit Agreement with the Lenders and Mr. Ran, as guarantor, to (i) extend the maturity date of the credit line by three years to February 28, 2026; (ii) transition the applicable benchmark from LIBOR to SOFR and adjust the applicable margin with respect to Base Rate Loans and SOFR Loans; (iii) update the required calculation with respect to the fixed charge coverage ratio covenant; (iv) further increase the limit on individual loans and the concentration of any mortgagor (together with guarantors and other related entities and affiliates); and (v) eliminate the requirement to pledge additional mortgage loans as collateral for the credit line. In addition, the terms of the personal guaranty provided by Mr. Ran were amended such that the potential sums owed under such guaranty will not exceed the sum of $1,000,000$1,000,000 plus any costs relating to the enforcement of the personal guaranty.

The Company was in compliance with all covenants of the Webster Credit Line, as amended, as of June 30, 2024 September 30, 2024. At June 30, 2024 September 30, 2024, the outstanding amount under the Amended Credit Agreement was $17,345,510 19,170,268. The interest rate on the amount outstanding fluctuates daily. The rate, including a 0.5% agency fee, was approximately 8.9 8.4% as of June 30, 2024 September 30, 2024.

6.SENIOR SECURED NOTES

On April 25, 2016, in an initial public offering, MBC Funding II issued 6% senior secured notes, due April 22, 2026 (the "Notes") in the aggregate principal amount of $6,000,000 under the Indenture, dated April 25, 2016, among MBC Funding II, as Issuer, the Company, as Guarantor, and Worldwide Stock Transfer LLC, as Indenture Trustee (the "Indenture"). The Notes, having a principal amount of $1,000 each, are listed on the NYSE American and trade under the symbol "LOAN/26". Interest accrues on the Notes commencing on May 16, 2016. The accrued interest is payable monthly in cash, in arrears, on the 15th day of each calendar month commencing June 2016.

Under the terms of the Indenture, the aggregate outstanding principal balance of the mortgage loans held by MBC Funding II, together with MBC Funding II's cash on hand, must always equal at least 120% of the aggregate outstanding principal amount of the Notes at all times. To the extent the aggregate principal amount of the mortgage loans owned by MBC Funding II plus MBC Funding II's cash on hand is less than 120% of the aggregate outstanding principal balance of the Notes, MBC Funding II is required to repay, on a monthly basis, the principal amount of the Notes equal to the amount necessary such that, after giving effect to such repayment, the aggregate principal amount of all mortgage loans owned by MBC Funding II plus, MBC Funding II's cash on hand at such time is equal to or greater than 120% of the outstanding principal amount of the Notes. For this purpose, each mortgage loan is deemed to have a value equal to its outstanding principal balance, unless the borrower is in default of its obligations.

MBC Funding II may redeem the Notes, in whole or in part, at any time after April 22, 2019, upon at least 30 days prior written notice to the Noteholders. The redemption price will be equal to the outstanding principal amount of the Notes redeemed plus the accrued but unpaid interest thereon up to, but not including, the date of redemption, without penalty or premium. No Notes were redeemed by MBC Funding II as of June 30, 2024 September 30, 2024.

MBC Funding II is obligated to offer to redeem the Notes if there occurs a "change of control" with respect to MBC Funding II or the Company or if MBC Funding II or the Company sell any assets unless, in the case of an asset sale, the proceeds are reinvested in the business of the seller. The redemption price in connection with a "change of control" will be 101% of the principal amount of the Notes redeemed plus accrued but unpaid interest thereon up to, but not including, the date of redemption. The redemption price in connection with an asset sale will be the outstanding principal amount of the Notes redeemed plus accrued but unpaid interest thereon up to, but not including, the date of redemption.

The Company guaranteed MBC Funding II's obligations under the Notes, which are secured by its pledge of 100% of the outstanding common shares of MBC Funding II that it owns.

The Company's principal executive officers consist of Assaf Ran, who serves as its Chief Executive Officer and President, and Vanessa Kao, who serves as its Chief Financial Officer. As of June 30, 2024 September 30, 2024, each of Mr. Ran and Ms. Kao own an aggregate of $704,000 and $288,000 of our Notes, respectively.

7.STOCKHOLDERS' EQUITY

7. The Company adopted a share buyback program on April 11, 2023, for the repurchase of up to 100,000 of the Company's common shares. Before this program expired on April 10, 2024, the Company had purchased an aggregate of 56,294 common shares at an aggregate cost of $271,468, including 2,000 common shares repurchased during the first quarter of 2024 at an aggregate cost of $9,800.

8.EARNINGS PER COMMON SHARE

Basic and diluted earnings per share are calculated in accordance with Accounting Standards Codification ("ASC") Topic 260, "Earnings Per Share" ("ASC Topic 260"). Under ASC Topic 260, basic earnings per share is computed by dividing income available to common shareholders by the weighted-average number of common shares outstanding for the period. The computation of diluted earnings per share is similar to basic earnings per share, except that the denominator is increased to include the potential dilution from the exercise of stock options and warrants for common shares using the treasury stock method. The numerator in calculating both basic and diluted earnings per common share for each period is the reported net income.

8. 9.STOCK–BASED COMPENSATION

Stock-based compensation expense recognized under ASC Topic 718, "Compensation-Stock Compensation," for each of the three-month periods ended June 30, 2024 September 30, 2024 and 2023 of $3,266, and for each of the six-month nine-month periods ended June 30, 2024 September 30, 2024 and 2023, of $6,532 9,798 represents the amortization of the fair value of 1,000,000 restricted shares granted to the Company's Chief Executive Officer on September 9, 2011 of $195,968, after adjusting for the effect on the fair value of the stock options related to this transaction. The fair value is being amortized over 15 years. At June 30, 2024 September 30, 2024, all 1,000,000 shares remained restricted, and the remaining unrecognized stock-based compensation amounted to $28,307 25,040. One third of such restricted shares shall vest on each of September 9, 2026, September 9, 2027, and September 9, 2028, respectively.

9. 10. STOCKHOLDERS' EQUITY

The Company adopted a share buyback program on April 11, 2023, for the repurchase of up to 100,000 of the Company's common shares in the next twelve months. Before this program expired on April 10, 2024, the Company had purchased an aggregate of 56,294 common shares at an aggregate cost of $271,468, including 2,000 common shares repurchased during the first quarter of 2024 at an aggregate cost of $9,800.

10. COMMITMENT

In accordance with the dividend declared by the Company's Board of Directors on March 12, July 29, 2024, a cash dividend of $0.115 per share in an aggregate amount of $1,315,445 was paid on July October 15, 2024, to all shareholders of record on July 10, October 8, 2024.

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Item 2.MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and notes thereto included in this Quarterly Report on Form 10-Q. The discussion and analysis contain forward-looking statements based on current expectations that involve risks and uncertainties. Actual results and the timing of certain events may differ significantly from those projected in such forward-looking statements.

We are a New York-based real estate finance company that specializes in originating, servicing and managing a portfolio of first mortgage loans. We offer short-term, secured, non-banking loans (sometimes referred to as "hard money" loans), which we may renew or extend on, before or after their initial term expires, to real estate investors to fund their acquisition, renovation, rehabilitation or development of residential or commercial properties located in the New York metropolitan area, including New Jersey and Connecticut, and in Florida.

The properties securing the loans are generally classified as residential or commercial real estate and, typically, are not income producing. Each loan is Our loans are generally secured by a first mortgage lien on real estate. In addition, each loan is personally guaranteed by the principal(s) of the borrower, which guarantee may be collaterally secured by a pledge of the guarantor's interest in the borrower. The face amount of the loans we originated in the past seven years ranged from $40,000 to a maximum of $3.6 million. Our lending policy limits the maximum amount of any loan to the lower of (i) 9.9% of the aggregate amount of our loan portfolio (not including the loan under consideration) and (ii) $4 million. Our loans typically have a maximum initial term of 12 months and bear interest at a fixed rate of 9% to 13.5% per year. In addition, we usually receive origination fees or "points" ranging from 0% to 2% of the original principal amount of the loan as well as other fees relating to underwriting and funding the loan. Interest is always payable monthly, in arrears. In the case of acquisition financing, the principal amount of the loan usually does not exceed 75% of the value of the property (as determined by an independent appraiser) and in the case of construction financing, it is typically up to 80% of construction costs.

Since commencing our business in 2007, except as set forth below, we have never foreclosed on a property, although sometimes we have renewed or extended the term of a loan to enable the borrower to avoid premature sale or refinancing of the property. When we renew or extend a loan, we generally receive additional "points" and other fees. In June 2023, we filed a foreclosure lawsuit relating to one property, as a result of a deed transfer from the borrower to a buyer without our consent. In that instance, the buyer of the property on which we had a valid mortgage suffered a data breach which resulted in the failure of the buyer to remit the funds needed for the loan payoff. In October 2023, we received the entire payoff amount for the loan receivable, including all unpaid fees, to rectify the situation.

Our primary business objective is to grow our loan portfolio while protecting and preserving capital in a manner that provides for attractive risk-adjusted returns to our shareholders over the long term through dividends. We intend to achieve this objective by continuing to selectively originate, fund loans secured by first mortgages on residential and commercial real estate held for investment located in the New York metropolitan area, including New Jersey and Connecticut, and in Florida, and to carefully manage and service our portfolio in a manner designed to generate attractive risk-adjusted returns across a variety of market conditions and economic cycles. We believe that current market dynamics specifically the demand/supply imbalance for relatively small real estate loans, presents opportunities for us to selectively originate high-quality first mortgage loans and we believe that these market conditions should persist for a number of years. We have built our business on a foundation of intimate knowledge of the New York metropolitan area real estate market combined with a disciplined credit and due diligence culture that is designed to protect and preserve capital. We believe that our flexibility and ability to structure loans that address the needs of our borrowers without compromising our standards on credit risk, our expertise, our intimate knowledge of the New York metropolitan area real estate market and our focus on newly originated first mortgage loans, has defined our success until now and should enable us to continue to achieve our objectives.

A principal source of new transactions has been repeat business from prior customers and their referral of new business. We also receive leads for new business from banks, brokers and a limited amount of advertising. Finally, our Chief Executive Officer also spends a significant portion of his time on new business development. We rely on our own employees, independent legal counsel, and other independent professionals to verify titles and ownership, to file liens and to consummate the transactions. Outside appraisers are used to assist us in evaluating the worth of collateral, when deemed necessary by management. We also use construction inspectors.

For the six nine month periods ended June 30, 2024 September 30, 2024 and 2023, the total amounts of $19,677,520 $29,362,922 and $28,122,249, $40,810,565, respectively, have been lent, offset by collections received from borrowers, under our commercial loans of $25,866,190 $33,749,887 and $32,811,877, $44,512,989, respectively.

At June 30, 2024 September 30, 2024, we were committed to $9,057,307 $8,147,338 in construction loans that can be drawn by our borrowers when certain conditions are met.

To date, none of the loans previously made have been non-collectable, although no assurances can be given that existing or future loans may not prove to be non-collectible or foreclosed in the future.

We satisfied all of the requirements to be taxed as a real estate investment trust ("REIT") and elected to be taxed as a REIT commencing with our taxable year ended December 31, 2014. In order to maintain our qualification for taxation as a REIT and avoid any excise tax on our net taxable income, we are required to distribute each year at least 90% of our REIT taxable income. If we distribute less than 100% of our taxable income (but more than 90%), the undistributed portion will be taxed at the regular corporate income tax rates. As a REIT, we may also be subject to federal excise taxes and minimum state taxes.

Results of Operations

Three months ended June 30, 2024 September 30, 2024 compared to three months ended June 30, 2023 September 30, 2023

Revenue

Total revenues for the three months ended September 30, 2024 were approximately $2,313,000 compared to approximately $2,434,000 for the three months ended September 30, 2023, a decrease of $121,000 or 5.0%. The decrease in revenue was due to a reduction in loans receivable, period over period, and reduced origination fees, which were impacted by a slowdown in new loan originations, partially offset by higher interest rates charged on our commercial loans. For the three months ended September 30, 2024 and 2023, approximately $1,953,000 and $1,992,000, respectively, of our revenues were attributable to interest income on secured commercial loans that we offer to real estate investors, and approximately $360,000 and $441,000, respectively, of our revenues were attributable to origination fees on such loans. The loans are principally secured by collateral consisting of real estate and accompanied by personal guarantees from the principals of the borrowers.

Interest and amortization of deferred financing costs

Interest and amortization of deferred financing costs for the three months ended September 30, 2024 were approximately $537,000 compared to approximately $614,000 for the three months ended September 30, 2023, a decrease of $77,000, or 12.5%. The decrease is primarily attributable to the decrease in interest expense due to a reduction in borrowed amounts related to the use of the Webster Credit Line. (See Note 5 to the condensed consolidated financial statements included elsewhere in this quarterly report on Form 10-Q).

General and administrative expenses

General and administrative expenses for the three months ended September 30, 2024 were approximately $380,000 compared to approximately $377,000 for the three months ended September 30, 2023, an increase of $3,000. The increase is primarily due to higher salaries, partially offset by reductions in marketing expenses and legal fees.

Net income

Net income for the three months ended September 30, 2024 was approximately $1,399,000 compared to approximately $1,446,000 for the three months ended September 30, 2023, a decrease of $47,000, or 3.3%. This decrease is primarily attributable to the decrease in revenue, partially offset by the decrease in interest expense.

Nine months ended September 30, 2024 compared to nine months ended September 30, 2023

Revenue

Total revenues for the three nine months ended June 30, 2024 September 30, 2024 were approximately $2,443,000 $7,330,000 compared to approximately $2,399,000 $7,231,000 for the three nine months ended June 30, 2023 September 30, 2023, an increase of $44,000, $99,000, or 1.8% 1.4%. The increase in revenue was due to higher interest rates charged on our commercial loans, partially offset by a reduction in loans receivable, period over period, and reduced origination fees, which were impacted by a slowdown in new loan originations. For the three nine months ended June 30, 2024 September 30, 2024 and 2023, revenues of approximately $2,033,000 $6,128,000 and $1,943,000, $5,889,000, respectively, of our revenues were attributable to interest income on the secured commercial loans that we offer to real estate investors, and approximately $411,000 $1,201,000 and $457,000, $1,342,000, respectively, of our revenues were attributable to origination fees on such loans. The loans are principally secured by collateral consisting of real estate and accompanied by personal guarantees from the principals of the borrowers.

Interest and amortization of deferred financing costs

Interest and amortization of deferred financing costs for the three nine months ended June 30, 2024 September 30, 2024 were approximately $603,000 $1,831,000 compared to approximately $595,000 $1,856,000 for the three nine months ended June 30, 2023 September 30, 2023, an increase a decrease of $8,000, $25,000, or 1.3%. The increase decrease is primarily attributable to the decrease in interest expense due to higher interest expenses resulting from elevated interest rates, partially offset by a reduction in borrowed amounts related to the use of the Webster Credit Line. (See Note 5 to the condensed consolidated financial statements included elsewhere in this quarterly report on Form 10-Q).

General and administrative expenses

General and administrative expenses for the three nine months ended June 30, 2024 September 30, 2024 were approximately $434,000 $1,225,000 compared to approximately $401,000 $1,274,000 for the three nine months ended June 30, 2023, an increase of $33,000, or 8.2%. The increase is primarily due to costs related to the filing of our registration statement on Form S-3 incurred in 2024, along with higher salaries and legal fees, partially offset by reductions in marketing and banking expenses.

Net income

Net income for the three months ended June 30, 2024 was approximately $1,409,000 compared to approximately $1,422,000 for the three months ended June 30, 2023 September 30, 2023, a decrease of $13,000, $49,000, or 0.9%.

Six months ended June 30, 2024 compared to six months ended June 30, 2023

Total revenue

Total revenues for the six months ended June 30, 2024 were approximately $5,016,000 compared to approximately $4,797,000 for the six months ended June 30, 2023, an increase of $219,000, or 4.6%. The increase in revenue was due to higher interest rates charged on our commercial loans, partially offset by a reduction in loans receivable, period over period, and reduced origination fees, which were impacted by a slowdown in new loan originations. For the six months ended June 30, 2024 and 2023, revenues of approximately $4,175,000 and $3,896,000, respectively, were attributable to interest income on secured commercial loans that we offer to real estate investors, and approximately $841,000 and $901,000, respectively, were attributable to origination fees on such loans. The loans are principally secured by collateral consisting of real estate and accompanied by personal guarantees from the principals of the borrowers.

Interest and amortization of deferred financing costs

Interest and amortization of deferred financing costs for the six months ended June 30, 2024 were approximately $1,294,000 compared to approximately $1,242,000 for the six months ended June 30, 2023, an increase of $52,000, or 4.2%. The increase is primarily due to higher interest expenses resulting from elevated interest rates, partially offset by a reduction in borrowed amounts related to the use of the Webster Credit Line. (See Note 5 to the condensed consolidated financial statements included elsewhere in this quarterly report on Form 10-Q).

General and administrative expenses

General and administrative expenses for the six months ended June 30, 2024 were approximately $845,000 compared to approximately $897,000 for the six months ended June 30, 2023, a decrease of $52,000, or 5.8% 3.8%. The decrease is primarily due to a special bonus awarded to officers in 2023 for extending the Webster Credit Line and a reduction in marketing expenses, partially offset by higher salaries and costs related to the filing of our registration statement on Form S-3 incurred in 2024.

Net income

Net income for the six nine months ended June 30, 2024 September 30, 2024 was approximately $2,885,000 $4,285,000 compared to approximately $2,681,000 $4,128,000 for the six nine months ended June 30, 2023 September 30, 2023, an increase of $204,000, $157,000, or 7.6% 3.8%. This increase is primarily attributable to the increase in interest income from loans, and the decrease in general and administrative expenses, partially offset by the increase decrease in interest expense. origination fees.

Liquidity and Capital Resources

At June 30, 2024 September 30, 2024, we had cash of approximately $106,000, $168,000, compared to cash of approximately $104,000 at December 31, 2023.

For the six nine months ended June 30, 2024 September 30, 2024, net cash provided by operating activities was approximately $2,648,000, $4,005,000, compared to approximately $2,717,000 $4,137,000 for the six nine months ended June 30, 2023 September 30, 2023. The decrease in net cash provided by operating activities primarily resulted from the increase in interest and other fees receivable on loans and the decrease in deferred origination fees, partially offset by the increase in net income.

For the six nine months ended June 30, 2024 September 30, 2024, net cash provided by investing activities was approximately $6,187,000, $4,383,000, compared to approximately $4,685,000 $3,697,000 for the six nine months ended June 30, 2023 September 30, 2023. Net cash provided by investing activities for the six nine months ended June 30, 2024 September 30, 2024 mainly consisted of the collection of our commercial loans of approximately $25,866,000, $33,750,000 (not including a $50,000 holdback), offset by the issuance of commercial loans of approximately $19,678,000. $29,363,000. Net cash provided by investing activities for the six nine months ended June 30, 2023 September 30, 2023, mainly consisted of the collection of our commercial loans of approximately $32,812,000, $44,513,000, offset by the issuance of commercial loans of approximately $28,122,000. $40,811,000.

For the six nine months ended June 30, 2024 September 30, 2024, net cash used in financing activities was approximately $10,421,000, $9,912,000, compared to approximately $7,257,000 $7,805,000 for the six nine months ended June 30, 2023 September 30, 2023. Net cash used in financing activities for the six nine months ended June 30, 2024 September 30, 2024 reflects the partial repayment of the Webster Credit Line of approximately $7,807,000, $5,982,000, dividend payments of approximately $2,603,000, $3,918,000, repurchase of treasury shares of approximately $10,000 and deferred financing costs of approximately $2,000. Net cash used in financing activities for the six nine months ended June 30, 2023 September 30, 2023 reflects the partial repayment of the Webster Credit Line of approximately $4,324,000, $3,561,000, dividend payments of approximately $2,730,000, $4,019,000, repurchase of treasury shares of approximately $165,000 $186,000 and deferred financing costs of approximately $38,000.

Our Amended and Restated Credit and Security Agreement with Webster, Flushing Bank and Mizrahi provides for the Webster Credit Line. Currently, the Webster Credit Line provides us with a credit line of $32.5 million in the aggregate until February 28, 2026, secured by assignments of mortgages and other collateral. The interest rates relating to the Webster Credit Line equal (i) SOFR plus a premium, which rate aggregated approximately 8.9% 8.4%, including a 0.5% agency fee, as of June 30, 2024 September 30, 2024, or (ii) a Base Rate (as defined in the Amended and Restated Credit Agreement) plus 2.00% and a 0.5% agency fee, as chosen by the Company for each drawdown.

The Webster Credit Line contains various covenants and restrictions including covenants limiting the amount that the Company can borrow relative to the value of the underlying collateral, maintaining various financial ratios and limitations on the terms of loans the Company makes to its customers, limiting the Company's ability to pay dividends under certain circumstances, and limiting the Company's ability to repurchase its common shares, sell assets, engage in mergers or consolidations, grant liens, and enter into transactions with affiliates. In addition, the Webster Credit Line contains a cross default provision which will deem any default under any indebtedness owed by us or our subsidiary, MBC Funding II, as a default under the credit line. Under the Amended and Restated Credit Agreement, the Company may repurchase, redeem or otherwise retire its equity securities in an amount not to exceed ten percent of our annual net income from the prior fiscal year. Further, the Company may issue up to $20 million in bonds through its subsidiary, of which not more than $10 million of such bonds may be secured by mortgage notes receivable, and provided that the terms and conditions of such bonds are approved by Webster, subject to its reasonable discretion.

On January 31, 2023, we entered into an amendment, effective as of January 2, 2023, with respect to the Amended and Restated Credit Agreement with the Lenders and Mr. Ran, as guarantor, to (i) extend the maturity date of the credit line by three years to February 28, 2026; (ii) transition the applicable benchmark from LIBOR to SOFR and adjust the applicable margin with respect to Base Rate Loans and SOFR Loans; (iii) update the required calculation with respect to the fixed charge coverage ratio covenant; (iv) further increase the limit on individual loans and the concentration of any mortgagor (together with guarantors and other related entities and affiliates); and (v) eliminate the requirement to pledge an additional mortgage loans as collateral for the credit line. In addition, the terms of the personal guaranty provided by Mr. Ran were amended such that the potential sums owed under such guaranty will not exceed the sum of $1,000,000 plus any costs relating to the enforcement of the personal guaranty.

We were in compliance with all covenants of the Webster Credit Line, as amended, as of June 30, 2024 September 30, 2024. At June 30, 2024 September 30, 2024, the outstanding amount under the Amended and Restated Credit Agreement was $17,345,510. $19,170,268. The interest rate on the amount outstanding fluctuates daily. The rate, including a 0.5% agency fee, was approximately 8.9% 8.4% as of June 30, 2024 September 30, 2024.

12

MBC Funding II has $6,000,000 of outstanding principal amount of Notes. The Notes mature on April 22, 2026, unless redeemed earlier, and accrue interest at a rate of 6% per annum commencing on May 16, 2016 and will be payable monthly, in arrears, in cash, on the 15th day of each calendar month, commencing June 2016.

Under the terms of the Indenture, the aggregate outstanding principal balance of the mortgage loans held by MBC Funding II, together with its cash on hand, must always equal at least 120% of the aggregate outstanding principal amount of the Notes at all times. To the extent the aggregate principal amount of the mortgage loans owned by MBC Funding II plus its cash on hand is less than 120% of the aggregate outstanding principal balance of the Notes, MBC Funding II is required to repay, on a monthly basis, the principal amount of the Notes equal to the amount necessary such that, after giving effect to such repayment, the aggregate principal amount of all mortgage loans owned by it plus, its cash on hand at such time is equal to or greater than 120% of the outstanding principal amount of the Notes. For this purpose, each mortgage loan is deemed to have a value equal to its outstanding principal balance, unless the borrower is in default of its obligations.

The Notes are secured by a first priority lien on all of MBC Funding II's assets, including, primarily, mortgage notes, mortgages and other transaction documents entered into in connection with first mortgage loans originated and funded by us, which MBC Funding II acquired from MBC pursuant to an asset purchase agreement. MBC Funding II may redeem the Notes, in whole or in part, at any time after April 22, 2019 upon at least 30 days prior written notice to the noteholders. The redemption price will be equal to the outstanding principal amount of the Notes redeemed plus the accrued but unpaid interest thereon up to, but not including, the date of redemption, without penalty or premium. No Notes were redeemed by MBC Funding II as of June 30, 2024 September 30, 2024.

MBC Funding II is obligated to offer to redeem the Notes if there occurs a "change of control" with respect to us or MBC Funding II or if we or MBC Funding II sell any assets unless, in the case of an asset sale, the proceeds are reinvested in the business of the seller. The redemption price in connection with a "change of control" will be 101% of the principal amount of the Notes redeemed plus accrued but unpaid interest thereon up to, but not including, the date of redemption. The redemption price in connection with an asset sale will be the outstanding principal amount of the Notes redeemed plus accrued but unpaid interest thereon up to, but not including, the date of redemption.

We guarantee MBC Funding II's obligations under the Notes, which are secured by our pledge of 100% of the outstanding common shares of MBC Funding II that we own.

On April 11, 2023, our board of directors authorized a share buyback program for the repurchase of up to 100,000 of our common shares in the next twelve months. shares. Before this program expired on April 10, 2024, we had purchased an aggregate of 56,294 common shares at an aggregate cost of approximately $271,000.

We anticipate that our current cash balances and the Amended and Restated Credit Agreement, as described above, together with our cash flows from operations will be sufficient to fund our operations for the next 12 months. In addition, from time to time, we receive short-term unsecured loans from our executive officers and others in order to provide us with the flexibility necessary to maintain a steady deployment of capital. However, we expect our working capital requirements to increase over the next 12 months as we continue to strive for growth at the right conditions.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a smaller reporting company, we are not required to provide the information required by this Item.

Item 4. CONTROLS AND PROCEDURES

(a) Evaluation and Disclosure Controls and Procedures

(a) Evaluation and Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of June 30, 2024 September 30, 2024 (the "Evaluation Date"). Based upon that evaluation, the chief executive officer and the chief financial officer concluded that, as of the Evaluation Date, our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act (i) are recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms and (ii) are accumulated and communicated to our management, including its chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Changes in Internal Control Over Financial Reporting

(b) Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) or 15d-15(f) under the Exchange Act) during the fiscal quarter ended June 30, 2024 September 30, 2024 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

Item 6. EXHIBITS

Exhibit No.	Description
31.1	Chief Executive Officer Certification under Rule 13a-14
31.2	Chief Financial Officer Certification under Rule 13a-14
32.1*	Chief Executive Officer Certification pursuant to 18 U.S.C. section 1350
32.2*	Chief Financial Officer Certification pursuant to 18 U.S.C. section 1350
101.INS	Inline XBRL Instance Document
101.CAL	Inline XBRL Taxonomy Extension Schema Document
101.SCH	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
104	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101).

* Furnished, not filed, in accordance with item 601(32)(ii) of Regulation S-K.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	Manhattan Bridge Capital, Inc. (Registrant)
Date: July 22, 2024 October 23, 2024	By: */s/ Assaf Ran*
	Assaf Ran, President and Chief Executive Officer (Principal Executive Officer)
Date: July 22, 2024 October 23, 2024	By: */s/ Vanessa Kao*
	Vanessa Kao, Chief Financial Officer (Principal Financial and Accounting Officer)

EXHIBIT 31.1

CERTIFICATION

I, Assaf Ran, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Manhattan Bridge Capital, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 22, 2024 October 23, 2024

/s/ Assaf Ran
Assaf Ran
President and Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION

I, Vanessa Kao, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Manhattan Bridge Capital, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 22, 2024 October 23, 2024

/s/ Vanessa Kao
Vanessa Kao
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit ***32.1***

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350

In connection with the Quarterly Report on Form 10-Q of Manhattan Bridge Capital, Inc. (the "Company") for the period ended June 30, 2024 September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Assaf Ran, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, that, to my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: October 23, 2024
Dated: July 22, 2024

/s/ Assaf Ran
Assaf Ran
President and Chief Executive Officer
(Principal Executive Officer)

Exhibit ***32.2***

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350

In connection with the Quarterly Report on Form 10-Q of Manhattan Bridge Capital, Inc. (the "Company") for the period ended June 30, 2024 September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Vanessa Kao, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, that, to my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: October 23, 2024
Dated: July 22, 2024

REFINITIV

/s/ Vanessa Kao

Vanessa Kao
Chief Financial Officer
(Principal Financial and Accounting Officer)

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