



October 4, 2018

Fellow Shareholders,

The Board of Directors and management team of Elah Holdings, Inc. are pleased to share with you our first financial reporting package since our emergence from bankruptcy in May, covering both the first and second quarters of 2018. We determined that it would be more helpful to readers of our financial statements to report the first six months of our financial results at one time, since we believe publishing the first quarter alone would be fairly misleading in light of our Plan of Reorganization (“Plan”) that went effective in the second quarter. With the accounting complexities of the material transactions associated with the Plan behind us, management will be working to deliver quarterly financial information to you on a more timely basis going forward.

*Our Operations and Strategy*

Elah Holdings’ business strategy continues our longstanding approach from Real Industry, Inc., Signature Group Holdings, Inc. and indeed, even as described in Fremont General Corporation’s Disclosure Statement: we are a holding company led by experienced business leaders seeking to acquire profitable businesses in the commercial and industrial markets. Our recently reorganized company is now streamlined to reflect our singular purpose of identifying and executing an acquisition that positions Elah Holdings to generate sustainable and increasing equity value for its shareholders over the next several years.

We are seeking to partner with business owners who have a strong desire to remain a significant owner of their enterprise yet want to do so through a public vehicle that has valuable tax assets. Using this “partnership” model, we expect to be able to qualify opportunities based upon the seller’s confidence in the future performance of their business. That performance, when combined with Elah Holdings’ tax assets, should deliver a meaningful improvement in free cash flow to the business, allowing for further reinvestment and earnings growth. We believe this approach is also a powerful mitigant to the risks and uncertainties associated with any acquisition, as the seller is reinvesting alongside our shareholders.

Our business objective is easy to describe and hopefully easy to understand. However, the challenge of finding the right business and, in particular, the right business owner(s) who can appreciate our unique value proposition, means we may not identify such opportunities in a traditional M&A process. We are more focused on proactively identifying businesses and owners through our management and Board’s network of investors, executives and financial and other professional advisors. While we would like to execute our strategy as soon as possible, we began this modified approach to targeted deal identification and structure in May, and we expect it may take time before we find the right target partner. We believe our current cash resources and expected cash collections from other assets, including tax receivables and an investment in a commercial mortgage portfolio, are sufficient to allow us to continue our acquisition search efforts until we find the right partner.

## *Our Chapter 11 Reorganization*

Our company has changed considerably in 2018. We began the year operating as a debtor in possession in Chapter 11 proceedings in the Delaware bankruptcy court under the name Real Industry, Inc. The companies comprising Real Alloy<sup>1</sup>, our largest operating business, were also in Chapter 11, operating as debtors in possession. Over the first five months of 2018, Real Industry and Real Alloy prosecuted separate paths to each emerge, separately, from bankruptcy in May.

Real Industry completed its Plan on May 9, 2018 centered around a \$17.5 million injection of new equity into our business. This equity infusion allows us to focus on our ongoing acquisition efforts, while also funding the administrative costs, liabilities, and negotiated settlements of our bankruptcy case in full. The sponsors of our Plan now collectively own 49% of Elah Holdings' common stock. Additionally, funds affiliated with the Private Credit Group of Goldman Sachs Asset Management have issued a commitment letter to provide a credit facility up to \$500 million for our future acquisition activity.

Under the terms of the Plan approved by our shareholders and the bankruptcy court, we paid or settled all debts in full, and we compromised our more than \$30 million in preferred equity and accrued dividends with a \$2 million cash payment plus issuance of 31% of Elah Holdings' common stock. In addition, a completely new Board was put in place, our stock "went dark" after being deregistered, and our name was changed to Elah Holdings. Our stock has a new ticker symbol: ELLH and trades over the counter on the Pink Sheets.

Real Alloy, on the other hand, was sold pursuant to a Bankruptcy Court-approved Section 363 sale of the Real Alloy U.S. assets and non-U.S. equity that closed on May 31, 2018. Real Industry did not receive any value from the sale of such assets, and Elah Holdings has no ongoing financial ties to Real Alloy.

## *Financial Reporting*

Today's Elah Holdings is much different than what you might gather from reading the attached financial statements or reviewing our historical financial results. As of the date of this report, we are neither operating in bankruptcy nor incurring the costs of a bankruptcy proceeding. The Real Alloy business has been sold, and we do not expect any more reorganization items to be recorded.

We are reporting \$75.8 million in earnings for the six months ended June 30, 2018, driven by the deconsolidation of our investment in Real Alloy reported in Earnings from Discontinued Operations in the first quarter and the accretive compromise of our Preferred Equity recorded in Reorganization Items, net in the second quarter. These non-cash, one-time gains were offset by professional fees also recorded as Reorganization Items associated with our bankruptcy and general operating costs during the six-month period.

Real Industry owned the equity of Real Alloy until the May 31, 2018 closing of its sale. However, as a result of the facts and circumstances surrounding the separate paths taken in the bankruptcy early in the year, and in light of the accounting guidance, management has concluded that Real Alloy's financial results should be deconsolidated from Real Industry/Elah Holdings effective as of January 1, 2018. Further, although not a determinant factor in the test for deconsolidation, in light of what finally transpired

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<sup>1</sup> Wholly owned U.S. entities only; Real Alloy non-U.S. entities did not file for bankruptcy protection in the U.S. or in their local jurisdictions.

in the bankruptcy proceedings, we do not believe that the inclusion of Real Alloy's financial results for 2018 are instructive for investors and others to understanding Elah Holdings on a go forward basis.

As of June 30, 2018, our largest assets are cash and tax receivables, reported in Non-Current Assets, along with our longstanding investment in a performing commercial mortgage portfolio. We carry minimal liabilities and our shareholders' equity reflects the previously described equity infusion, deconsolidation of Real Alloy, the compromise of our preferred equity and the remaining 20% of the common equity owned by our stockholders as of the Plan's effective date.

As part of the Plan, we identified an intent to deregister our common shares, which has significantly reduced our public company costs, internally and externally. We believe we are maintaining the internal resources and governance structure to deliver timely and accurate financial information as well as be ready to reposition the company for a return to one of the larger exchanges as necessary. The attached financial schedules have been internally prepared by management to comport with U.S. generally accepted accounting principles (GAAP), but they have not been reviewed or audited by our auditing firm. In preparing our full annual audited financial statements, we may identify adjustments to these financial statements.

We are thankful for our shareholders' support during this period of transformation and look forward to providing future updates on our efforts.

Sincerely,

***Kyle Ross***

Chief Executive Officer

**Unaudited Quarterly Report to Stockholders for  
Three Months Ended March 31, 2018**

**and**

**Unaudited Quarterly Report to Stockholders for  
Three Months Ended June 30, 2018**



**ELAH HOLDINGS, INC.**

**CORPORATE INFORMATION**

**State of Incorporation:** Delaware

**Telephone:** (805) 435-1255

**Employer Identification Number:** 46-3783818

**Investor Relations:** ir@elahholdings.com

**Address of Principal Executive Office:** 8214  
Westchester Drive, Suite 950, Dallas, Texas 75225

**Stockholder Inquiries:** stock@elahholdings.com

**Mailing Address:** 1934 Old Gallows Road,  
#T09301, Tysons Corner, Virginia 22182

**Prior Corporate Names:** Real Industry, Inc. (June  
1, 2015 – May 9, 2018); Signature Group  
Holdings, Inc. (June 11, 2010 to June 1, 2015)

**STOCK INFORMATION**

**Security:** Common Stock, \$0.001 Par Value

**Authorized Stock as of September 30, 2018:**  
2,500,000 Capital Shares (2,450,000 Common;  
50,000 Preferred)

**CUSIP:** 28413L 105

**Trading Symbol:** ELLH

**Issued & Outstanding Stock as of September 30,  
2018:** 739,096 Common Shares; 0 Preferred Shares

**Trading Market:** OTC Pink Open Market

**Changes in Stock:** As part of the Company's Chapter 11 Plan of Reorganization, effective May 9, 2018, (A) the Company issued an aggregate 49% of the common stock to investors sponsoring the Plan, and 31% to the holder of the Company's prior preferred stock. The common stockholders of the Company prior to May 9, 2018 represented 20% of the go-forward common stock, with ELLH shares issued at a rate of 1-for-200 effective reverse stock split (rounded up from 0.51 shares, no fractional shares issued). After this action and processing by FINRA and DTC, ELLH stock began trading on July 23, 2018.

**Restrictions on Transfers of Stock:** (A) Certificate of Incorporation prohibits, without Board approval (i) acquisitions above 4.9% of the outstanding common stock and (ii) for a period of five years from May 9, 2018, transfers of stock by holders of 4.9% or more of the outstanding common stock; (B) Amended and Restated Rights Agreement, dated May 9, 2018, limits acquisitions of 5.0% or more of the outstanding common stock.

## **TRANSFER AGENT INFORMATION**

**Transfer Agent:** Computershare Investor Services    **Standard Mail:** P.O. Box 43078, Providence, RI 02940-3078  
**Telephone:** (800) 522-6645  
**Website:** [www-us.computershare.com/Investor](http://www-us.computershare.com/Investor)    **Overnight:** 250 Royall Street, Canton, MA 02021

## **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

We are including this cautionary statement to make applicable the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These unaudited quarterly financial statements and accompanying Letter from CEO contain forward-looking statements, as defined in Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, which are subject to risks and uncertainties and are based on our current expectations, estimates, and projections about the businesses and prospects of the Company (“we” or “us”), as well as the beliefs and certain assumptions made by management. All statements other than statements about historical or current facts, including, without limitation, statements about our business strategy, plans, and objectives of management and our future prospects, are forward-looking statements. Words such as “anticipates,” “expects,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “may,” “should,” “will” and variations of these words are intended to identify forward-looking statements. Such statements speak only as of the date hereof and are subject to change. We undertake no obligation to revise or update publicly any forward-looking statements for any reason, unless otherwise required by law. These statements are not guarantees of future performance and are subject to certain risks, uncertainties, and assumptions that are difficult to predict. Accordingly, actual results could differ materially and adversely from those expressed in any forward-looking statements as a result of various factors.

Forward-looking statements discuss, among other matters: our financial and operational results, as well as our expectations for future financial trends and performance of our business in future periods; our strategy; risks and uncertainties associated with our business, our strategy and the impact of our concluded reorganization under Chapter 11 of Title 11 of the United States Code (“Chapter 11”); the adequacy of our capital resources and financing capability; potential adjustments to the categorization of activities during our Chapter 11 proceedings as a result of our year-end audit; the ability of the Company to preserve and utilize the net operating loss tax carryforwards (NOLs) following the Chapter 11 proceedings; the Company’s ability to execute on its strategic plan to evaluate and close potential M&A opportunities; our long-term outlook; our preparation for future market conditions; and any statements or assumptions underlying any of the foregoing. Important factors that may cause such differences include, but are not limited to, changes in our cash needs as compared to our historical operations or our planned reductions in operating expense; adverse litigation; the impact of the recently approved U.S. tax legislation and any other changes in U.S. or non-U.S. tax laws on our operations or the value of our NOLs; our ability to successfully identify, acquire and integrate companies and businesses that perform and meet expectations after completion of such acquisitions; our ability to achieve future profitability; our ability to control operating costs and other expenses; that general economic conditions may be worse than expected; that competition may increase significantly; changes in laws or government regulations or policies affecting our current business operations and/or our legacy businesses, as well as those risks and uncertainties disclosed under the section entitled “Risks Related to Real Industry as a Holding Company” within “Risk Factors” in Real Industry, Inc.’s Form 10-K filed with the Securities and Exchange Commission (“SEC”) on April 5, 2018 (“Annual Report”). Please note that subsequent to the filing of such Annual Report, the Company no longer has preferred stock or an interest in Real Alloy.

## **EXPLANATORY NOTE**

On May 9, 2018, the Company emerged from its Chapter 11 Proceedings pursuant to its Plan of Reorganization. A description of the corporate actions effectuated under and concurrent with the Plan, as well as copies of the Company's revised corporate documents and confirmed Plan, are included in the Company's Current Report on Form 8-K filed with the SEC on May 9, 2018, available here:

<https://www.sec.gov/Archives/edgar/data/38984/000155837018004521/0001558370-18-004521-index.htm>.

Concurrent with the effective date of the Plan, the Company qualified to "go dark" from periodic reporting under the Securities Exchange Act of 1934, and filed a Form 15 to deregister its common stock from reporting with the SEC.

Information on the Chapter 11 proceedings is available here: <https://cases.primeclerk.com/realindustry>.

## **IMPORTANT NOTE REGARDING THESE FINANCIAL STATEMENTS**

These condensed consolidated interim financial statements for the three months ended March 31, 2018 and the three and six months ended June 30, 2018 ("Q1 and Q2 Financial Statements") have been prepared in accordance with United States generally accepted accounting principles ("GAAP") for interim financial information. They are unaudited and do not include all disclosures, information and footnotes that would otherwise be required by GAAP in a complete set of financial statements. The Company's auditors have not reviewed the Q1 and Q2 Financial Statements. The results of operations for an interim period may not give a true indication of the results to be expected for a full year or any future period. In addition, the unaudited, unreviewed financial results set forth below should not be viewed as a substitute for full annual audited financial statements prepared in accordance with GAAP.

The Company has determined that despite the Chapter 11 reorganization, fresh start accounting is not applicable to the Company's financial statements on a go-forward basis. However, given the facts and circumstances of the Chapter 11 proceedings, management has determined that its Real Alloy business should be deconsolidated. Thus, the Q1 and Q2 Financial Statements deconsolidate the Real Alloy business effective January 1, 2018. Presentation of the Company's Q1 and Q2 Financial Statements thus differs significantly from the presentation of the Real Industry/Real Alloy business as of December 31, 2017, as reported in the Form 10-K. Further, for this reason, the Q1 and Q2 Financial Statements do not include comparisons to prior periods. Management urges caution in comparing the attached condensed consolidated interim Q1 and Q2 Financial Statements to the Annual Report, or any prior financial statements of Real Industry. Because of the deconsolidation of Real Alloy and reorganization items have not been reviewed and are unaudited, during the course of our review and audit process on our operating and financial results for the fiscal year ended December 31, 2018, we could identify items that would require us to make adjustments and could affect our final results, and such adjustments could be material.

**ELAH HOLDINGS, INC.**

**UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS**

(\$ in thousands)	June 30, 2018	March 31, 2018
<b><u>ASSETS</u></b>		
Current assets:		
Cash and cash equivalents	\$ 8,943	\$ 5,829
Trade accounts receivable, net	—	—
Prepaid expenses, supplies and other current assets	2,463	3,005
Current assets of discontinued operations	640	263
Total current assets	12,046	9,096
Noncurrent assets	8,892	8,920
<b>TOTAL ASSETS</b>	<b>\$ 20,938</b>	<b>\$ 18,016</b>
<b><u>LIABILITIES, REDEEMABLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY</u></b>		
Current liabilities:		
Trade payables	257	90
Accrued liabilities	1,110	2,352
Debtor in Possession financing	—	5,500
Current liabilities of discontinued operations	36	2
Total current liabilities	1,403	7,944
Liabilities subject to compromise	—	2,620
Other noncurrent liabilities	191	169
<b>TOTAL LIABILITIES</b>	<b>1,594</b>	<b>10,733</b>
Redeemable preferred stock <sup>1</sup>	—	28,503
<b>TOTAL STOCKHOLDERS' EQUITY<sup>2</sup></b>	<b>19,344</b>	<b>(21,220)</b>
<b>TOTAL LIABILITIES, REDEEMABLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY</b>	<b>\$ 20,938</b>	<b>\$ 18,016</b>

1. Redeemable Preferred Stock, Series B; \$1,000 liquidation preference per share; 100,000 shares designated; 28,503 shares issued and outstanding as of March 31, 2018; all Series B stock cancelled in Plan of Reorganization, effective May 9, 2018.

2. Common Stock, \$0.001 par value; at March 31, 2018, 66,500,000 shares authorized, 29,613,396 shares issued and outstanding; at June 30, 2018 (following an effective 1-for-200 reverse stock split in accordance with the Plan of Reorganization, effective May 9, 2018), 2,450,000 shares authorized, 739,096 shares issued and outstanding.

**ELAH HOLDINGS, INC.**

**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

(\$ in thousands)

	Three months ended		Six months ended
	3/31/2018	6/30/2018	6/30/2018
Revenues	\$ 16	\$ 19	\$ 35
Cost of sales	—	—	—
Gross profit	16	19	35
Selling, general and administrative expenses	267	349	616
Other operating expense, net	1,072	1,118	2,190
Operating profit (loss)	(1,323)	(1,448)	(2,771)
Nonoperating (expense) income:			
Interest expense, net	(347)	(227)	(573)
Reorganization items, net	(1,620)	13,220	11,600
Other, net	—	—	—
Total nonoperating (expense) income, net	(1,967)	12,993	11,026
Earnings (Loss) from continuing operations before income taxes	(3,290)	11,545	8,255
Income tax expense	—	—	—
Earnings (Loss) from continuing operations	(3,290)	11,545	8,255
Earnings from discontinued operations, net of income taxes	67,279	309	67,588
Net Earnings	\$ 63,989	\$ 11,853	\$ 75,843

Please note that due to the significant changes in the common stock of the Company under the Plan of Reorganization, effective May 9, 2018, we are not including an earnings per share calculation table.



**ELAH HOLDINGS, INC.**

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**

(\$ in thousands)

**Six Months Ended  
June 30, 2018**

<b>Cash flows from operating activities:</b>	
Net earnings	\$ 75,843
<b>Adjustments to reconcile net earnings to net cash provided by (used in) operating activities:</b>	
Impact of discontinued operations	(67,926)
Other operating activities	763
Noncash reorganization items, net	(15,432)
<b>Changes in operating assets and liabilities:</b>	
Operating assets	728
Trade payables, accrued liabilities and liabilities subject to compromise	(2,532)
Net cash provided by (used in) operating activities	(8,556)
<b>Cash flows from investing activities:</b>	
Acquisition of business, net of cash	—
Purchases of property and equipment	—
Other - investing activities	—
Net cash provided by (used in) investing activities of discontinued operations	—
Net cash provided by (used in) investing activities	—
<b>Cash flows from financing activities:</b>	
Proceeds from Debtor in Possession Facility	5,500
Repayments of Debtor in Possession Facility	(5,500)
Cash Settlement Paid to Holders of Preferred Equity	(2,000)
Proceeds from issuance of common stock	17,500
Other - financing activities	—
Net cash provided by (used in) financing activities	15,500
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	—
Increase (decrease) in cash, cash equivalents and restricted cash	6,944
Cash, cash equivalents and restricted cash, beginning of period	1,999
Cash, cash equivalents and restricted cash, end of period	\$ 8,943