

RELM HOLDINGS INC.

Year End Report

December 31, 2009

Unaudited Financial Statements

Date: November 30, 2010

NOTICE TO READER

The Company's management has prepared the accompanying unaudited interim financial statements. Independent auditors have preformed a review of those financial statements.

RELM Holdings Inc.
Consolidated
Year End - December 31, 2009
Unaudited

Item I. NAME OF ISSUER

Relm Holdings Inc.

1719 Delaware Avenue, Wilmington, DE 19806

Mailing Address: P.O. Box 270 – Wilmington, DE 19899

Office: 302-824-7064

Web: www.relmholdingsinc.com

Item II. SHARES OUTSTANDING

Our common shares are traded on the Pink OTC Markets under the symbol “RELM.”

A. Common Shares

	December 31, 2009	December 31, 2008	December 31, 2007
Shares authorized	1,000,000,000	1,000,000,000	100,000,000
Shares outstanding	650,010,410	578,356,125	97,875,000
Freely tradable shares	91,372,823	11,903,799	11,903,799
No. of beneficial shareholders	(NA)	(NA)	(NA)
No. of shareholders of record	176	176	98

B. Preferred Shares

	December 31, 2009	December 31, 2008	December 31, 2007
Shares authorized	5,000,000	5,000,000	5,000,000
Shares outstanding	742,200	3,742,200*	742,200
Freely tradable shares	0	0	0
No. of beneficial shareholders	1	1	1
No. of shareholders of record	1	2	1

*Note: The 3,000,000 shares of Preferred Shares issued, were canceled in exchange for a \$500,000 Note to the original owner.

RELM Holdings Inc.
Consolidated
Year End - December 31, 2009
Unaudited

ITEM III. – INTERIM FINANCIAL STATEMENT

Description	Page
• Management Report on Unaudited Statements	4
• Consolidated Balance Sheets (unaudited), as of December 31, 2009	5
• Consolidated Statements of Operations (unaudited) as of December 31, 2009	6
• Notes to Consolidated Financial Statements (unaudited)	7

RELM Holdings Inc.
Consolidated
Year End - December 31, 2009
Unaudited

Management Report

To the Stockholders

RELM Holdings Inc.

The accompanying unaudited consolidated statement of operations and the related unaudited consolidated balance sheet for the year ended December 31, 2009 of RELM Holdings Inc. (the Company) have been prepared by company management and by outside consultants from information maintained by the management and staff of RELM Holdings Inc. and by outside consultants for RELM Holdings Inc. and may not comply in all respects with generally accepted accounting principles.

In our opinion, the financial statements referred to above present fairly, in all material respects except for the possible **non-compliance** in all respects with generally accepted accounting principles, the financial position of RELM Holdings Inc. as of December 31, 2009 and the results of operations for the year ended December 31, 2009.

Management

RELM Holdings Inc.
Consolidated
Year End - December 31, 2009
Unaudited

Balance Sheet	12/31/2009	12/31/2008
CURRENT ASSETS		
Cash	\$ 20,254.00	
Employee Loans	\$ 3,100.00	
Accounts Receivable	\$ 227,648.50	
Unbilled Receivables	\$ 33,118.56	
Allowance for Bad Debts	\$ (37,098.40)	
Prepaid Assets	\$ 158.06	
Deferred Expenses	\$ 8,113.94	
Software License Fee Receivable	\$ 1,755,000.00	
Total Current Assets	\$ 2,010,294.66	-
PROPERTY AND EQUIPMENT		
Automobiles	\$ 107,352.65	
Computers	\$ 589,445.65	
Operating Equipment	\$ 15,133.86	
	\$ 711,932.16	-
Accumulated Depreciation	\$ (683,773.19)	
Property And Equipment-net	\$ 28,158.97	-
OTHER ASSETS		
Loans to Affiliate	\$ 13,624.00	
Deposits	\$ 1,416.67	
Goodwill	\$ 3,978,783.94	
Other Assets		\$ 2,000.00
Total Other Assets	\$ 3,993,824.94	\$ 2,000.00
Total Assets	\$ 6,032,278.24	\$ 2,000.00
CURRENT LIABILITIES		
Current Portion of Long Term Debt	\$ 600,000.00	
Accounts Payable	\$ 293,955.82	\$ 2,375.00
Accrued and Withheld Amounts	\$ 172,411.93	
Deferred Income	\$ 76,673.11	
Vacation Pay	\$ 47,107.89	
Accrued 401K	\$ 50,834.55	
Other	\$ 11,526.12	
Software License Payable	\$ 2,496,666.00	
Total Current Liabilities	\$ 3,749,175.42	\$ 2,375.00
LONG TERM DEBT AND OTHER LIABILITIES		
Line of Credit Term Out WTC	\$ 3,073,850.89	
Due to Shareholders	\$ 3,620.00	\$ 3,620.00
Related Party Mgt Fee	\$ 108,834.00	\$ 42,533.00
Related Party Expenses Paid	\$ 102,000.00	\$ 102,086.00
Accrued Salaries	\$ 1,769,519.00	\$ 1,769,519.00
Total long Term Debt and Other Liabilities	\$ 5,057,823.89	\$ 1,917,758.00
STOCKHOLDERS EQUITY		
Common Stock	\$ 726,081.00	\$ 691,081.00
Retained Deficit	\$ (3,500,802.07)	\$ (2,609,214.00)
Total Equity	\$ (2,774,721.07)	\$ (1,918,133.00)
Total Liabilities and Equity	\$ 6,032,278.24	\$ 2,000.00

RELM Holdings Inc.
Consolidated
Year End - December 31, 2009
Unaudited

Statement of Operations	12/31/2009	12/31/2008
REVENUES		
Contact Revenues	\$ 638,787.35	
Engineering Revenues	\$ 858,958.44	
Desktop Revenues	\$ 219,752.24	
Hardware Revenue	\$ 249,304.92	
Miscellaneous	\$ 250.00	
Total Revenue	\$ <u>1,967,052.95</u>	-
EXPENSES		
Hardware	\$ 197,615.67	
Marketing	\$ 6,725.43	
Automobile Expenses	\$ 77,630.83	
Bad Debts	\$ 34,667.54	
Bank Service Charges	\$ 11,223.06	
Group Insurance	\$ 58,232.35	
Business Insurance	\$ 38,495.15	
Salaries	\$ 1,195,634.57	
Payroll Taxes	\$ 91,222.45	
Employee Benefits	\$ 8,573.16	
Rent	\$ 38,887.97	
Telephone	\$ 9,751.05	
Utilities	\$ 8,028.05	
Office Expenses	\$ 28,091.39	
Professional fees	\$ 1,453.00	
Other	\$ 8,890.69	\$ 18,110.00
Depreciation	\$ 3,000.00	
Total Operating Expenses	\$ <u>1,818,122.36</u>	\$ <u>18,110.00</u>
Operating Income	\$ 148,930.59	\$ (18,110.00)
Interest Expenses	\$ 197,535.45	\$ 23,277.00
Net Loss	\$ <u>(48,604.86)</u>	\$ <u>(41,387.00)</u>

RELM Holdings Inc.
Consolidated
Year End - December 31, 2009
Unaudited

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. Basis of Presentation

The accompanying unaudited interim financial statements have been prepared by the Company's management with the guidelines of Pink Sheets OTC Markets for providing adequate current information. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. Independent auditors have not performed a review of these financial statements.

2. 2009 Developments

Access Versalign Inc. ("AVI") purchased Versalign Inc. on February 20, 2009 in a share exchange. The Versalign shareholders received 2 million shares of AVI in exchange for 100% of the shares in Versalign. Subsequent to this event, RELM purchased 38 million shares of AVI common stock giving it 76% control of AVI. AVI was purchased with a demand note that has a value of \$2,000,000 and RELM is able to liquidate this demand note through the proceeds from the sale of public stock in an affiliate (Protective Capital Structures Corp - PCSO: OTC. PK) ("Public Stock") held by Relm Real Estate Holdings Inc. ("RREH")

RELM plans to issue an additional 315 million shares of restricted RELM stock to AVI shareholders to acquire the remaining 24% balance of shares in AVI. As part of the plan, each AVI shareholder of record before the acquisition of AVI by RELM is expected to receive 14.2 shares of RELM for each share of AVI.

AVI continues to pursue its efforts to acquire four information technology services companies and is actively seeking funding for the acquisitions through the liquidation of Public Stock held in portfolio or debt financing. Due to the unusual contraction of the current lending environment and the limited liquidity of the Public Stock held in portfolio. Both sides have agreed in principle to continue to negotiate pending AVI's ability to generate funds required for closing via cash flow from stock sales or third-party loans. These acquisitions are intended to increase AVI's geographic reach, expand the suite of service offerings and provide organizational scale and operational efficiency, but if the companies are not acquired, AVI's operating business will not be impaired.

RREH has postponed talks to acquire any real estate properties until the portfolio of Public Stock can be liquidated to provide sufficient funds. However, there is no assurance the Public Stock held in portfolio can be liquidated in a timely manner to acquire any assets.

Additionally, a major shareholder entered into a Debt Wrap Agreement with an accredited investor with the anticipation that the major shareholder would help to provide additional

RELM Holdings Inc.
Consolidated
Year End - December 31, 2009
Unaudited

liquidity for RELM's operations and acquisitions. To date the financing arrangement has not been successfully completed, but all parties remain committed to the process.

3. Fair Value Measurements for 2009

Effective January 1, 2008, the Company adopted the provisions of Statement of Financial Accounting Standards ("SFAS") No. 157, "Fair Value Measurements" as required for financial assets and liabilities. The adoption of the required provisions of SFAS No. 157-2 on January 1, 2009 did not have a material impact on the Company's condensed consolidated financial statements as all finite-lived assets were not deemed to be impaired using an undiscounted cash flow analysis. The standard provides guidance for establishing a framework for measuring fair values of assets and liabilities. Under the standard, fair value refers to the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e. an exit price). The standard clarifies the principle that fair value should be based on the assumptions or inputs market participants would use when pricing the asset or liability. In support of this principle, SFAS No. 157 establishes a three level hierarchy for fair value measurements based on the quality or transparency of inputs used to measure the fair value of an asset or liability at the measurement date. The three - level hierarchy is defined as follows:

- **Level 1** (the highest priority) — inputs to the valuation methodology are quoted market prices (unadjusted) for identical financial assets or liabilities in active markets.
- **Level 2** — inputs to the valuation methodology include quoted market prices for similar assets and liabilities in active markets, and inputs that are observable for an asset or liability, either directly or indirectly, for substantially the full term of a financial instrument.
- **Level 3** (the lowest priority) — inputs to the valuation methodology are unobservable and significant to the fair value measurement. These inputs reflect management's own assumptions about the assumptions a market participant would use in pricing a financial instrument. A financial instrument's categorization within the valuation hierarchy is based upon the lowest level or priority of input that is significant to the fair value measurement of the financial asset or liability. The Company's financial assets or liabilities subject to SFAS No. 157 as of December 31, 2009 were investments in cash equivalents, short term investments and long term investments instruments consisting primarily of public stock of an affiliate (Public Stock) and corporate obligations of an affiliate. Following is a description of the valuation methodologies used to determine the fair value of the Company's financial assets including the general classification of such instruments pursuant to the valuation hierarchy.

Cash equivalents — The Company considers all liquid investments with a maturity of three months or less when purchased to be cash equivalents. The Company's cash equivalents consist

RELM Holdings Inc.
Consolidated
Year End - December 31, 2009
Unaudited

of Public Stock in an affiliate company. The Public Stock is recorded based on quoted market prices in limited markets where the Public Stock must be sold under Rule 144 for cash. The Public Stock is classified in Level 3 of the valuation hierarchy.

Short-term investments — The Company's short-term investments consist primarily of corporate obligations in the form of Public Stock, which should be able to be sold within one year or six months or less. There is a limited market for the Public Stock at the quoted market prices. The short-term investments classified in Level 3 of the valuation hierarchy.

Long-term investments — The Company's long-term investments consist primarily of corporate obligations in the form of Public Stock. There is a limited market for the Public Stock at the quoted market prices. Further, these shares can only be liquidated under SEC Rule 144 at a rate of 4% per year. The long-term investments are classified in Level 3 of the valuation hierarchy.

The following table presents the Public Stock carried at fair value as of December 31, 2009 by caption on the consolidated balance sheet and by SFAS No. 157 valuation hierarchy as described above.

Fair Value Measurements at Reporting Date – December 31, 2009

Description	December 31, 2009	Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
		(Level 1)	(Level 2)	(Level 3)
Cash Equivalents	\$ 14,323,720			\$ 14,323,720
Short-term Investments--12 Months or less	\$ 42,971,160			\$ 42,971,160
Investment more than 12 Months (Consolidated)	\$ 690,403,269			\$ 690,403,269
Total - Unconsolidated Unrealized Gain	\$ 57,294,880			\$ 57,294,880

4. Income Results

RELM has consolidated AVI and RREH, and management has made some adjustments in the financials to include the acquisition of AVI and the merger with Versalign on February 20, 2009.

Year end 2009, revenue was driven through AVI from the government and private sector contracts for technology services and products that produced total revenue of \$1,967,653 in 2009 versus \$2,133,200 in 2008. These transactions allowed the Company to finish year end with

RELM Holdings Inc.
Consolidated
Year End - December 31, 2009
Unaudited

EBITDA of \$225,346 and a pretax loss of (\$6,638) in 2009 versus an EBITDA of \$347,790 and pretax income of \$42,369 in 2008.

5. Long Term Financing Provided to AVI

AVI received a long-term loan, which was collateralized with the non-bank financial institution affiliate's Public Stock. The loan from the non-bank financial institution affiliate was at a 2.67% interest rate in an amount of \$6,000,000, for 34.5 years. The expected sale of Public Stock is scheduled to pay-off the \$3,673,850 in bank financing with Wilmington Trust Company at the end of 24 months. However the loan can be paid off at any time, and once paid, AVI is expected to have an additional \$2,326,150 that can be used as working capital.

6. RELM Purchase of AVI

RELM purchased 76% of AVI's common stock or (38,000,000 shares of common stock) with a demand promissory note. This Note is expected to be paid from the portfolio of Public Stock held in RELM's subsidiaries, which consists of Public Stock issued by an affiliate company (PCSO: OTC. PK) that is quoted in a limited market and is thinly traded.

7. Off Balance Sheets Assets

AVI established an escrow account and issued a 36-month Note to pay \$195,000 to one of two original Versalign Stockholders pursuant to the Versalign "Acquisition Agreement." The \$195,000 Note is collateralized with 95,000,000 shares of RELM Public Stock* and held in an Off Balance Sheet Attorney Escrow Account, which was established on February 20, 2009. The Public Stock must be sold in compliance with applicable SEC Rules. The proceeds from the sales of the RELM Stock must be used to pay the \$195,000 Note to the original Versalign Stockholder. The RELM shares must sell at an average minimum price of \$0.0017 over time to fully discharge the Note and if sold at a higher price, the surplus cash will be returned to AVI. As of December 31, 2009, AVI has paid \$6,000 to one of the two original Versalign Stockholders and is currently late with payments on that Note, which is held in a collateral escrow account under the terms of the Note agreement. Once the Escrow Agent begins to liquidate shares held in escrow, AVI anticipates that this obligation will be brought current and paid in full before the final maturity date.

*The 95,000,000 shares of Public Stock were provided by a major shareholder in exchange for a demand note priced at \$0.003 or \$285,000 on December 30, 2008.

RELM Holdings Inc.
Consolidated
Year End - December 31, 2009
Unaudited

Assets	AVI	RREH	Price	Total
Stock	14,400,000	67,200,000	\$0.47	\$ 38,352,000
PCSO: OTC. PK				
Stock	6,000,000	2,960,000,000	\$0.47	\$1,394,020,000
PCSO: OTC. PK				
Total	20,400,000	3,027,200,000		\$1,432,372,000

Liabilities	AVI	RREH		Total
Non-Bank Loan	\$ 6,000,000	675,000,000		
Bank Loan	\$ 3,673,851			
Total	\$ 9,673,851	675,000,000		\$ 684,673,851

Unrealized Gain on Securities:

90 days Unrealized Gain	\$ 14,323,720
270 days Unrealized Gain	\$ 42,971,160
Greater than 360 days	\$ 690,403,269
Total Unrealized Gain on Securities	<u>\$ 747,698,149</u>

RELM Holdings Inc.
Consolidated
Year End - December 31, 2009
Unaudited

ITEM IV – MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The information set forth and discussed below for the year end December 31, 2009 is derived from, and should be read in conjunction with, the condensed consolidated financial statements included elsewhere herein. The financial information set forth and discussed below is unaudited, but in the opinion of management, reflects all adjustments (consisting of normal recurring accruals) necessary for a fair presentation of such information. The accompanying unaudited interim financial statements have been prepared by the Company’s management and independent auditors have not performed a review of these financial statements. The Company’s results of operations for yearend may not be indicative of results expected during the next entire year.

General

The RELM business model is to acquire operating businesses. The Company currently has two active subsidiaries, Access Versalign Inc. (“AVI”) and Relm Real Estate Holdings Inc. (“RREH”). AVI provides information technology services and RREH focuses on real estate acquisitions and both have been consolidated into RELM’s financial statements.

Liquidity and Capital Resources for AVI

AVI has valued its business using earnings before interest, taxes, depreciation and amortization (EBITDA) to provide the reader a more accurate picture of AVI’s cash flow and what can be produced before the cost of financing.

- AVI’s EBITDA for year end 2009 was \$225,346 that includes a one-time write off for a non cash item of \$34,667, before making loan payments to Wilmington Trust for interest in the amount of \$197,317 and principal in the amount of \$120,000 and accrued interest payments of \$160,200 to Protective. 2009 cash flow decreased to (\$142,463).
- AVI’s EBITDA for year end 2008 was \$347,790 that includes a one-time write off for a non cash item of \$18,110, before making loan payments to Wilmington Trust for interest in the amount of \$264,034 and principal in the amount of \$120,000 and 3-months accrued interest payments of \$23,277 to Protective. 2008 cash flow decreased to (\$59,521).

To increase AVI’s liquidity and improve cash flow in 2010, RELM will look to liquidate shares of Public Stock in its subsidiaries held in portfolio.

At the Versalign closing, AVI established collateral accounts with Public Stock in an affiliate which must be liquidated to pay off the Wilmington Trust debt. Once liquidated, the payoff would reduce the AVI’s obligations by \$317,317 resulting in a potential increase in cash of

RELM Holdings Inc.
Consolidated
Year End - December 31, 2009
Unaudited

\$157,117 annually. Plus, adding \$2,326,150 in additional liquidity from the sale of the Public Stock which could be used to provide funding for the business opportunities or acquisitions. If this liquidation does not occur in a timely manner, RELM's subsidiaries may not have the cash flow to meet the demands of the operating businesses or to fulfill the current AVI Letters of Intent to acquire other businesses.

AVI in these current market conditions from time to time receives a low volume of large dollar receipts and our account receivables fluctuate due to the timing and size of cash receipts. Any increase our "day's sales outstanding" for these large receivables may negatively impact our cash flow from operations and our working capital. Our cash equivalent assets of marketable securities are expected to improve liquidity and cash reserves in the future operations of the business.

AVI had a receivable that was paid in the form of Public Stock in the amount of 14,400,000 shares which have a market value of \$6,768,000.

AVI received a loan and Public Stock was used as Collateral. The collateral was apothecated and pledged to Wilmington Trust and used as collateral to restructure an existing Versalign loan of \$3,793,851. The affiliate loan, of \$6,000,000 was subordinated to the Wilmington Trust Loan and carries an interest rate of 2.67% that will reset to 7.5% on March 12, 2019.

Liquidity and Capital Resources for RREH

RREH received a dividend of 67,200,000 shares of Public Stock valued at \$8,775,000 based on an average price of \$0.13 per share in the form of Public Stock from an affiliate at year end December 2008. However, at year end December 2009, the value of Public Stock was priced at \$0.47 per share or \$31,584,000 based on using the assumption of the average market price of shares quoted on the OTC Market from December 1 to December 31, 2009. However, the actual cash from the sale of the Public Stock could be substantially *less* than the market value at the end of December 2009. We have chosen to use the ***Fair Value Measurements at Reporting Date – December 31, 2009***, to value the Public Stock as part of our equity capital. At year end 2009, RELM has chosen to value the Public Stock in its financial statement as part of its equity capital.

RREH received a loan and Public Stock, which was used as Collateral. The loan is from an affiliate dated March 11, 2008. The loan has a face amount of \$675,000,000 which carries an interest rate of 2.67% that will reset to 7.5% on March 12, 2010. RREH has a loan balance of \$662,000,000 and the Collateral of 682,000,000 shares of Series A Convertible Preferred Shares, which were to convert under the certificate designation into 2,960,000,000 common shares in February and March 2009. The present value of the Public Stock held in portfolio is theoretically valued at \$1,432,372,000 resulting in an unrealized gain of \$747,698,149 which is expected to produce an unrealized gain on the Public Stock of \$57,294,880 within the next 270 days. However, there is no assurance that the value of the Public Stock can be maintained and any funds can be realized from the sale of the Public Stock because it is thinly traded and there is a limited market for the Public Stock.

RELM Holdings Inc.
Consolidated
Year End - December 31, 2009
Unaudited

The Public Stock is expected to eventually be converted to cash and can only be used to Purchase Real-Estate Property and the Real-Estate Property must generate sufficient income to repay the loan which carries a rate of 2.67% and resets to 7.5% on March 11, 2010, and amortizes over 35 years. The discounted value of the Public Stock will fluctuate year to year and there is no assurance that the value of the Public Stock can be maintained and any funds can be realized from the sale of the Public Stock because it is thinly traded and there is a limited market for the Public Stock.

ITEM V. SUBSEQUENT EVENTS

Management Changes

Marc Greenberg was named President of RELM Holdings, effective February 1, 2010. He succeeds Randall Burton, who has resigned as President, but will remain as Chairman of the Board of Directors. RELM plans to appoint additional outside members to the Board of Directors who will oversee RELM's policies.

New Business Opportunities

AVI was recently awarded an \$18,000 contract for the upgrade and maintenance of the computer network and infrastructure of a local Delaware Charter School. In addition, AVI is continuing its on-going relationship with another Delaware School District and has begun a project to install upgraded file servers and network infrastructure equipment with an approximate value of \$6000. AVI is aggressively expanding its Information Technology Disposal and Data Security offerings. AVI recently completed a hard disk drive data eradication and physical destruction project for a national bank under an existing contract at a project cost of \$20,000. Finally, AVI has responded to and is a finalist for an RFP for US Technology Recycling, Disposal and Data Destruction issued by another large national bank. If awarded, this contract will result in an increase in staff and internal infrastructure.

Legal Proceedings

RELM is **not** involved in legal proceedings. However, one of the two original Versalign Stockholders has filed suit against AVI, because it is currently late with payments on that Note, which is held in a collateral escrow account under the terms of the Note agreement. AVI believes that once the AVI converts its stock portfolio held in escrow, which consist of shares in an affiliate company, to cash, AVI anticipates this obligation will be brought current and paid in full before the final maturity date.