

**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 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 **0-17686**

**DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP**

*(Exact name of registrant as specified in its charter)*

Wisconsin

*(State or other jurisdiction of  
incorporation or organization)*

39-1606834

*(I.R.S. Employer  
Identification No.)*

1900 W. 75th Street, Suite 100  
Prairie Village, KS 66208

*(Address of principal executive offices, including zip code)*

(816) 421-7444

*(Registrant's telephone number, including area code)*

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	N/A	N/A

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 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

Non-accelerated filer

Emerging growth company

Accelerated filer

Smaller Reporting 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 November 11, 2024 the registrant had 46,280.3 units issued and outstanding.

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**PART I - FINANCIAL INFORMATION**  
**Item 1. Financial Statements**

**DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP**

**CONDENSED BALANCE SHEETS**

**September 30, 2024 and December 31, 2023**

	September 30, 2024 <u>(unaudited)</u>	December 31, 2023 <u></u>
<b>PROPERTIES HELD FOR SALE: (Note 3)</b>		
Properties held for sale	\$ 725,765	\$ 725,765
<b>OTHER ASSETS:</b>		
Cash and cash equivalents	40,898	179,745
Investments held in Indemnification Trust (Note 7)	390,646	487,947
Security deposits escrow	17,948	17,356
Rents and other receivables	-	145,120
Prepaid state income tax	10,222	35,118
Deferred closing costs	49,053	31,291
Prepaid insurance	185	1,577
Deferred charges, net	77,104	89,906
Total other assets	<u>586,055</u>	<u>988,060</u>
Total assets	<u>\$ 1,311,820</u>	<u>\$ 1,713,825</u>

The accompanying notes to the financial statements are an integral part of these statements.

**DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP**

**CONDENSED BALANCE SHEETS**

**September 30, 2024 and December 31, 2023**

**LIABILITIES AND PARTNERS' CAPITAL**

	September 30, 2024 <u>(unaudited)</u>	December 31, 2023 <u></u>
<b>LIABILITIES:</b>		
Accounts payable and accrued expenses	\$ 15,734	\$ 6,466
Due to General Partner (Note 5)	-	29,048
Accrued state income tax (Note 8)	-	204,872
Distributions payable (Note 8)	-	234,495
Security deposits	17,230	17,230
<b>Total liabilities</b>	<u>32,964</u>	<u>492,111</u>
<b>CONTINGENCIES AND COMMITMENTS (Notes 6 and 7)</b>	-	-
<b>PARTNERS' CAPITAL: (Notes 1 and 4)</b>		
<b>General Partner (1993-Present)</b>		
Cumulative net income (retained earnings)	543,924	543,341
Cumulative cash distributions	(233,692)	(232,466)
<b>Total general partners' capital</b>	<u>310,232</u>	<u>310,875</u>
<b>Limited Partners (46,280.3 interests outstanding at September 30, 2024 and December 31, 2023)</b>		
Capital contributions	46,280,300	46,280,300
Offering costs	(6,921,832)	(6,921,832)
Cumulative net income (retained earnings)	60,214,374	60,156,589
Cumulative cash distributions	(97,763,989)	(97,763,989)
<b>Total Limited Partners' capital</b>	<u>1,808,853</u>	<u>1,751,068</u>
<b>Former General Partner (1987-1993)</b>		
Cumulative net income (retained earnings)	707,513	707,513
Cumulative cash distributions	(1,547,742)	(1,547,742)
<b>Total former general partners' capital</b>	<u>(840,229)</u>	<u>(840,229)</u>
<b>Total partners' capital</b>	<u>1,278,690</u>	<u>1,221,714</u>
<b>Total liabilities and partners' capital</b>	<u>\$ 1,311,820</u>	<u>\$ 1,713,825</u>

The accompanying notes to the financial statements are an integral part of these statements.

**DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP**

**CONDENSED STATEMENTS OF INCOME**

**For the Three and Nine Month Periods Ended September 30, 2024 and 2023**

	Three months ended		Nine months ended	
	September 30, 2024 (unaudited)	September 30, 2023 (unaudited)	September 30, 2024 (unaudited)	September 30, 2023 (unaudited)
<b>OPERATING REVENUES:</b>				
Rental income (Note 3)	\$ 117,587	\$ 309,010	\$ 352,761	\$ 907,706
<b>TOTAL OPERATING REVENUES</b>	<u>117,587</u>	<u>309,010</u>	<u>352,761</u>	<u>907,706</u>
<b>EXPENSES:</b>				
Partnership management fees (Note 5)	45,000	68,079	135,000	204,237
Insurance	554	712	1,582	2,179
General and administrative	4,881	149,503	20,873	224,991
Advisory Board fees and expenses	750	1,750	2,250	5,250
Professional services	27,520	30,506	150,593	123,239
Depreciation	-	-	-	-
Amortization	4,267	53,781	12,801	83,785
<b>TOTAL OPERATING EXPENSES</b>	<u>82,972</u>	<u>304,331</u>	<u>\$ 323,098</u>	<u>\$ 643,681</u>
<b>OTHER INCOME</b>				
Other interest income	2,271	1,011	28,706	9,010
Gain on sale of property	-	4,338,508	0	5,375,213
<b>TOTAL OTHER INCOME</b>	<u>2,271</u>	<u>4,339,519</u>	<u>28,706</u>	<u>5,384,223</u>
<b>NET INCOME</b>	<u>\$ 36,886</u>	<u>\$ 4,344,198</u>	<u>\$ 58,369</u>	<u>\$ 5,648,248</u>
<b>NET INCOME ALLOCATED - GENERAL PARTNER</b>	<u>\$ 369</u>	<u>\$ 43,442</u>	<u>\$ 584</u>	<u>\$ 56,482</u>
<b>NET INCOME ALLOCATED - LIMITED PARTNERS</b>	<u>\$ 36,517</u>	<u>\$ 4,300,756</u>	<u>\$ 57,784</u>	<u>\$ 5,591,766</u>
Based on 46,280.3 interests outstanding: (Basic and diluted)				
<b>NET INCOME PER LIMITED PARTNERSHIP INTEREST</b>	<u>\$ 0.79</u>	<u>\$ 92.93</u>	<u>\$ 1.25</u>	<u>\$ 120.82</u>

The accompanying notes to the financial statements are an integral part of these statements.

**DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP**

**CONDENSED STATEMENTS OF CASH FLOWS**

**For the Nine Month Periods Ended September 30, 2024 and 2023**

	Nine Months Ended	
	September 30, 2024 (unaudited)	September 30, 2023 (unaudited)
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 58,369	\$ 5,648,248
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation and amortization	12,801	83,786
Changes in operating assets and liabilities		
Gain on sale of property	-	(5,375,213)
Decrease in rents and other receivables	145,120	300,314
(Increase) decrease in security deposit escrow	(592)	13,484
Decrease in prepaid insurance	1,392	2,278
Decrease in prepaid state income taxes	24,897	4,355
(Decrease) increase in accounts payable and accrued expenses	(195,604)	176,903
Security deposit refund	-	(21,820)
Decrease (Increase) in deferred closing costs	(17,762)	(50,667)
Increase in unearned rental income	-	30,801
(Decrease) Increase in due to General Partner	(29,214)	(2,090)
Net cash from (used in) operating activities	<u>(593)</u>	<u>810,379</u>
<b>CASH FLOWS PROVIDED FROM INVESTING ACTIVITIES:</b>		
Proceeds from sale of Property, net	-	6,229,467
Interest applied to Indemnification Trust account	(22,699)	(7,808)
Indemnification Trust account withdrawal	120,000	-
Net cash provided from investing activities	<u>97,301</u>	<u>6,221,659</u>
<b>CASH FLOWS USED IN FINANCING ACTIVITIES:</b>		
Cash distributions to Limited Partners	(234,495)	(1,875,001)
Cash distributions to General Partner	(1,060)	(5,848)
Net cash used in financing activities	<u>(235,555)</u>	<u>(1,880,849)</u>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(138,847)</b>	<b>5,151,189</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>179,745</b>	<b>171,236</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>\$ <u>40,898</u></b>	<b>\$ <u>5,322,425</u></b>
<b>Supplemental disclosure of cash flow information</b>		
Noncash investing activities		
Distributions declared, not yet paid	\$ 166	\$ 5,019,601

The accompanying notes to the financial statements are an integral part of these statements.

**DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP**

**CONDENSED STATEMENTS OF PARTNER'S CAPITAL (Unaudited)**

**For the Three and Nine Month Periods Ended September 30, 2024 and 2023**

	General Partner			Limited Partners					Total Partners' Capital
	Cumulative Net Income	Cumulative Cash Distributions	Total	Capital Contributions, Net of Offering Costs	Cumulative Net Income	Cumulative Cash Distribution	Reallocation	Total	
BALANCE AT DECEMBER 31, 2023	\$ 543,341	\$ (232,466)	\$ 310,875	\$ 39,358,468	\$ 60,156,589	\$ (97,763,989)	\$ (840,229)	\$ 910,839	\$ 1,221,714
Net Income (Loss)	(46)	-	(46)	-	(4,559)	-	-	(4,559)	(4,605)
Distributions declared	-	(1,109)	(1,109)	-	-	-	-	-	(1,109)
BALANCE AT MARCH 31, 2024	\$ 543,295	\$ (233,575)	\$ 309,720	\$ 39,358,468	\$ 60,152,030	\$ (97,763,989)	\$ (840,229)	\$ 906,280	\$ 1,216,000
Net Income	261	-	261	-	25,828	-	-	25,828	26,089
Distributions declared	-	(117)	(117)	-	-	-	-	-	(117)
BALANCE AT JUNE 30, 2024	\$ 543,556	\$ (233,692)	\$ 309,864	\$ 39,358,468	\$ 60,177,858	\$ (97,763,989)	\$ (840,229)	\$ 932,108	\$ 1,241,972
Net Income	369	-	369	-	36,517	-	-	36,517	36,886
Distributions declared	-	(166)	(166)	-	-	-	-	-	(166)
BALANCE AT SEPTEMBER 30, 2024	\$ 543,925	\$ (233,858)	\$ 310,067	\$ 39,358,468	\$ 60,214,375	\$ (97,763,989)	\$ (840,229)	\$ 968,625	\$ 1,278,690
BALANCE AT DECEMBER 31, 2022	\$ 420,502	\$ (175,584)	\$ 244,918	\$ 39,358,468	\$ 47,995,656	\$ (83,352,268)	\$ (840,229)	\$ 3,161,627	\$ 3,406,545
Net Income	11,404	-	11,404	-	1,128,857	-	-	1,128,857	1,140,261
Distributions declared	-	(5,111)	(5,111)	-	-	(475,001)	-	(475,001)	(480,112)
BALANCE AT MARCH 31, 2023	\$ 431,906	\$ (180,695)	\$ 251,211	\$ 39,358,468	\$ 49,124,513	\$ (83,827,269)	\$ (840,229)	\$ 3,815,483	\$ 4,066,694
Net Income	1,638	-	1,638	-	162,153	-	-	162,153	163,791
Distributions declared	-	(737)	(737)	-	-	(1,250,000)	-	(1,250,000)	(1,250,737)
BALANCE AT JUNE 30, 2023	\$ 433,544	\$ (181,432)	\$ 252,112	\$ 39,358,468	\$ 49,286,666	\$ (85,077,269)	\$ (840,229)	\$ 2,727,636	\$ 2,979,748
Net Income	43,442	-	43,442	-	4,300,756	-	-	4,300,756	4,344,198
Distributions declared	-	(19,601)	(19,601)	-	-	(150,000)	-	(150,000)	(169,601)
BALANCE AT SEPTEMBER 30, 2023	\$ 476,986	\$ (201,033)	\$ 275,953	\$ 39,358,468	\$ 53,587,422	\$ (85,227,269)	\$ (840,229)	\$ 6,878,392	\$ 7,154,345

The accompanying notes to the financial statements are an integral part of these statements.

## DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP

### NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS

The condensed statements included herein have been prepared by the registrant, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission, and reflect all adjustments which are, in the opinion of management, necessary to a fair statement of the results of operations for the interim period, on a basis consistent with the annual audited statements. The adjustments made to these condensed statements consist only of normal recurring adjustments. Certain information, accounting policies, and footnote disclosures normally included in financial statements prepared in accordance with United States Generally Accepted Accounting Principles (US GAAP) have been condensed or omitted pursuant to such rules and regulations, although the registrant believes that the disclosures are adequate to make the information presented not misleading. It is suggested that these condensed financial statements be read in conjunction with the financial statements and the summary of significant accounting policies and notes thereto included in the registrant's latest annual report on Form 10-K.

#### **1. ORGANIZATION:**

DiVall Insured Income Properties 2 Limited Partnership (the "Partnership") was formed on November 20, 1987, pursuant to the Uniform Limited Partnership Act of the State of Wisconsin. The initial capital, contributed during 1987, consisted of \$300, representing aggregate capital contributions of \$200 by the former general partners and \$100 by the initial Limited Partner. A subsequent offering of limited partnership interests closed on February 22, 1990, with 46,280.3 units of limited partnership interests ("Interests") having been sold in that offering, resulting in total proceeds to the Partnership, net of underwriting compensation and other offering costs, of \$39,358,468.

The Partnership is continuing its orderly liquidation process per the terms of Partnership Agreement as the Partnership's term expired November 30, 2023. The Partnership had been in the business of owning and operating its investment portfolio of commercial real estate properties (the "Properties") since the late 1980's. The Partnership has sold six Properties in the last two years. The three remaining Properties currently owned by the Partnership are leased on a triple net basis to, and operated by, franchisees of the International Wendy's Company under leases with terms through December 31, 2040. As of September 30, 2024, the Partnership owned three Properties, which are all located in South Carolina.

The Partnership Agreement (as defined below) provides that the Partnership is scheduled to be dissolved on November 30, 2023, or earlier upon the prior occurrence of any of the following events: (a) the disposition of all its Properties; (b) the written determination by the General Partner, that the Partnership's assets may constitute "plan assets" for purposes of ERISA; (c) the agreement of limited partners owning a majority of the outstanding Interests to dissolve the Partnership; or (d) the dissolution, bankruptcy, death, withdrawal, or incapacity of the last remaining General Partner, unless an additional General Partner is elected previously by a majority of the limited partners.

Pursuant to a consent solicitation that concluded on October 15, 2020, the Partnership solicited and obtained the affirmative consent of limited partners holding more than a majority of the Partnership's outstanding Interests to authorize the General Partner, to sell the Properties prior to November 30, 2023 if the General Partner determined such sale to be in the best interest of the Partnership and, upon the sale of all Properties, to commence an orderly liquidation, wind-up and dissolution of the Partnership. In connection with such consent, the limited partners approved a resolution granting the General Partner the authority to sell all or substantially all of the Partnership's assets prior to November 30, 2023 and subsequently liquidate and dissolve the Partnership, without further approval from the limited partners. On August 25, 2023, the General Partner adopted resolutions determining that it is in the best interest of the Partnership to sell all or substantially all of the Partnership's assets, and providing that the General Partner will, upon the sale of such assets, liquidate and dissolve the Partnership in accordance with applicable law and the terms of the Partnership Agreement. During the fiscal year ended December 31, 2023 the General Partner caused the Partnership to dispose of five of its now former Properties, and thereafter and through the quarter ended September 30, 2024 continued to pursue the orderly disposition of the Partnership's remaining Properties.

#### **2. RECENTLY ADOPTED ACCOUNTING PRINCIPLES:**

None that would have a significant impact on the Partnership.



**DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP**

**NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS**

**3. PROPERTIES HELD FOR SALE:**

The total cost of the Properties includes the original purchase price plus acquisition fees and other capitalized costs paid to an affiliate of the former general partners of the Partnership.

As of September 30, 2024, the Partnership owned three Properties, all of which contained fully constructed Wendy's restaurants. The Properties are all located in South Carolina and are included in Properties held for sale.

Properties Held for Sale

The Martintown Rd. Property in North Augusta, SC was listed for sale on December 22, 2021 and the listing contract expired in 2023. The Property was sold without agency directly to the tenant on March 31, 2023.

The remaining three Wendy's Properties were listed for sale on July 12, 2023.

The components of the properties held for sale in the condensed balance sheets as of September 30, 2024 and December 31, 2023 are outlined below:

	September 30, 2024	December 31, 2023
Balance Sheet:		
Land	\$ 725,765	\$ 725,765
Building	1,810,991	1,810,991
Accumulated Depreciation	(1,810,991)	(1,810,991)
Properties held for sale	<u>\$ 725,765</u>	<u>\$ 725,765</u>

**DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP**

**NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS**

**4. PARTNERSHIP AGREEMENT:**

The Limited Partnership Agreement, as amended from time to time (collectively, the “Partnership Agreement”) was amended, effective as of October 20, 2020, to extend the term of the Partnership to November 30, 2023, or until dissolution prior thereto pursuant to the consent of the majority of the outstanding limited partnership interests.

Under the terms of the Partnership Agreement, net profits or losses from operations are allocated 99% to the limited partners and 1% to the current General Partner. The agreement also provided for distributions from Net Cash Receipts, as defined, to be made 99% to limited partners and 1% to the current General Partner, provided that quarterly distributions are cumulative and are not to be made to the current General Partner unless and until each limited partner has received a distribution from Net Cash Receipts in an amount equal to 10% per annum, cumulative simple return on his or her Adjusted Original Capital, as defined, from the Return Calculation Date, as defined, except to the extent needed by the General Partner to pay its federal and state income taxes on the income allocated to it attributable to such year.

The provisions regarding distribution of Net Proceeds, as defined, provide that Net Proceeds are to be distributed as follows: (a) to the limited partners, an amount equal to 100% of their Adjusted Original Capital; (b) then, to the limited partners, an amount necessary to provide each limited partner a liquidation preference equal to a 13.5% per annum, cumulative simple return on Adjusted Original Capital from the Return Calculation Date including in the calculation of such return on all prior distributions of Net Cash Receipts and any prior distributions of Net Proceeds under this clause, except to the extent needed by the General Partner to pay its federal and state income tax on the income allocated to it attributable to such year; and (c) then, to limited partners, 99%, and to the General Partner, 1%, of remaining Net Proceeds available for distribution.

During the 2020 consent solicitation process, the Limited Partners approved two separate amendments to the Partnership Agreement. The amendments served to: (i) extend the term of the Partnership by three (3) years to November 30, 2023, and (ii) permit the General Partner to effect distributions at times that it deems appropriate, but no less often than semi-annually.

**DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP**

**NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS**

**5. TRANSACTIONS WITH GENERAL PARTNER AND ITS AFFILIATES:**

Pursuant to the terms of the Permanent Manager Agreement (“PMA”) executed in 1993 and renewed for an additional two-year term as of January 1, 2023, the General Partner receives a base fee (the “Base Fee”) for managing the Partnership equal to four percent of gross receipts, subject initially to a minimum annual Base Fee. The PMA also provides that the Partnership is responsible for reimbursement of the General Partner for office rent and related office overhead (“Expenses”) up to an initial annual maximum of \$13,250. Both the Base Fee and Expenses reimbursement are subject to annual Consumer Price Index based adjustments. Effective March 1, 2021, the General Partner elected to roll back the last five years of CPI increases to their 2016 level and suspend any future CPI adjustments for the base fee. Therefore, the minimum Base Fee was \$272,316 annually in 2023. In addition, the maximum annual Expenses reimbursement remained at \$23,256 and any potential future CPI adjustments had been suspended. Effective January 1, 2024, Management has elected to reduce the Base Fee from \$22,693 per month to \$15,000 per month for the first nine months of 2024. Management intends to continue to reduce the Base Fee as the liquidation and wind down process continues. The annual Expense reimbursement was also reduced from \$1,938 per month to \$1,500 per month for calendar year 2024. The General Partner continues to evaluate these costs in light of the winding up of the Partnership and liquidation of its assets.

For purposes of computing the 4% overall fee paid to the General Partner, gross receipts include amounts recovered in connection with the misappropriation of assets by the former general partners and their affiliates. The fee received by the General Partner from the Partnership on any amounts recovered reduce the four percent minimum fee by that same amount.

Amounts paid and/or accrued to the General Partner and its affiliates for the three-month periods ended September 30, 2024 and 2023 are as follows:

	Incurred for the Three Months Ended September 30, 2024 (unaudited)	Incurred for the Three Months Ended September 30, 2023 (unaudited)	Incurred for the Nine Months Ended September 30, 2024 (unaudited)	Incurred for the Nine Months Ended September 30, 2023 (unaudited)
<b>General Partner</b>				
Management fees	\$ 45,000	\$ 68,079	\$ 135,000	\$ 204,237
Overhead allowance	4,500	5,814	13,500	17,442
Leasing commissions	-	93,636	-	124,649
Reimbursement for out-of-pocket expenses	-	-	2,500	2,500
Cash distribution	166	19,601	1,392	25,449
<b>Amounts paid and/or accrued to the General Partner</b>	<b>\$ 49,666</b>	<b>\$ 187,130</b>	<b>\$ 152,392</b>	<b>\$ 374,277</b>

At September 30, 2024 and December 31, 2023, \$0 and \$29,048, respectively, was payable to the General Partner.

**DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP**

**NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS**

As of September 30, 2024, Jesse Small, an Advisory Board Member, beneficially owned greater than ten percent of the Partnership's outstanding limited partnership interests. Amounts paid to Mr. Small for his services as a member of the Advisory Board for the three and nine month periods ended September 30, 2024 and 2023 are as follows:

	Three Month Period ended <u>September 30, 2024</u> (Unaudited)	Three Month Period ended <u>September 30, 2023</u> (Unaudited)	Nine Month Period ended <u>September 30, 2024</u> (Unaudited)	Nine Month Period ended <u>September 30, 2023</u> (Unaudited)
Advisory Board Fees paid	<u>\$ 375</u>	<u>\$ 875</u>	<u>\$ 1,125</u>	<u>\$ 2,625</u>

At September 30, 2024 and December 31, 2023 there were no outstanding Advisory Board fees accrued and payable to Jesse Small.

**6. CONTINGENT LIABILITIES:**

According to the Partnership Agreement, TPG, as General Partner of the Partnership, may receive a disposition fee not to exceed three percent of the contract price on the sale of the properties of the Partnership and two affiliated publicly registered limited partnerships, DiVall Insured Income Fund Limited Partnership ("DiVall 1"), which was dissolved December 1998, and DiVall Income Properties 3 Limited Partnership, which was dissolved in December 2003 ("DiVall 3"), and together with the Partnership and DiVall 1, the "three original partnerships"). In addition, fifty percent of all such disposition fees earned by TPG were to be escrowed until the aggregate amount of recovery of the funds misappropriated from the three original partnerships by the former general partners was greater than \$4,500,000. Upon reaching such recovery level, full disposition fees would thereafter be payable and fifty percent of the previously escrowed amounts would be paid to TPG. At such time as the recovery exceeded \$6,000,000 in the aggregate, the remaining escrowed disposition fees were to be paid to TPG. If such levels of recovery were not achieved, TPG would contribute the amounts escrowed toward the recovery until the three original partnerships were made whole. In lieu of a disposition fee escrow, fifty percent of all such disposition fees previously discussed were paid directly to a restoration account and then distributed among the three original partnerships; whereby the three original partnerships recorded the recoveries as income. After the recovery level of \$4,500,000 was exceeded, fifty percent of the total disposition fee amount paid to the three original partnerships recovery through the restoration account (in lieu of the disposition fee escrow) was refunded to TPG during March 1996. The remaining fifty percent amount allocated to the Partnership through the restoration account, and which was previously reflected as Partnership recovery income, may be owed to TPG if the \$6,000,000 recovery level is met. As of September 30, 2024, TPG does not expect any future refund, as it is uncertain that such a \$6,000,000 recovery level will be achieved.

**7. PMA INDEMNIFICATION TRUST:**

The PMA provides that TPG will be indemnified from any claims or expenses arising out of, or relating to, TPG serving in the capacity of general partner or as substitute general partner, so long as such claims do not arise from fraudulent or criminal misconduct by TPG. The PMA provides that the Partnership fund this indemnification obligation by establishing a reserve of up to \$250,000 of Partnership assets which would not be subject to the claims of the Partnership's creditors. An Indemnification Trust (the "Trust") serving such purposes has been established at United Missouri Bank, N.A. The corpus of the Trust has been fully funded with Partnership assets. Funds are invested in U.S. Treasury securities. In addition, \$260,646 of interest earnings has been credited to the Trust as of September 30, 2024. The rights of TPG to the Trust shall be terminated upon the earliest to occur of the following events: (i) the written release by TPG of any and all interest in the Trust; (ii) the expiration of the longest statute of limitations relating to a potential claim which might be brought against TPG and which is subject to indemnification; or (iii) a determination by a court of competent jurisdiction that TPG shall have no liability to any person with respect to a claim which is subject to indemnification under the PMA. At such time as the indemnity provisions expire or the full indemnity is paid, any funds remaining in the Trust will revert back to the general funds of the Partnership.

**DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP**

**NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS**

**8. LIMITED PARTNER STATE INCOME TAXES**

For the 2023 tax year, state income taxes were paid on behalf of the Limited Partners to the states of South Carolina, Georgia and Ohio.

In the state of South Carolina, composite tax was filed and paid on behalf of the Limited Partners in the amount of \$204,872. This process has been the normal course for the last several years. South Carolina state law does not allow for the payment of tax via pass-through entity ("PTE") tax return as many other states do. This tax payment was accrued for GAAP and tax purposes in calendar year 2023.

In the states of Ohio and Georgia, PTE payments were made during the first quarter of 2024 and are reflected on the balance sheet as of December 31, 2023 as distributions payable totaling \$234,495.

**9. FAIR VALUE DISCLOSURES:**

The Partnership has determined the fair value based on hierarchy that gives the highest priority to quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Inputs are broadly defined as assumptions market participants would use in pricing an asset or liability. The three levels of the fair value hierarchy under the accounting principle are described below:

Level 1. Quoted prices in active markets for identical assets or liabilities.

Level 2. Quoted prices for similar investments in active markets, quoted prices for identical or similar investments in markets that are not active, and inputs other than quoted prices that are observable for the investment.

Level 3. Unobservable inputs for which there is little, if any, market activity for the investment. The inputs into the determination of fair value are based upon the best information in the circumstances and may require significant management judgment or estimation and the use of discounted cash flow models to value the investment.

The fair value hierarchy is based on the lowest level of input that is significant to the fair value measurements. The Partnership's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the investment. The assets held in the indemnification trust account are invested in one year treasury bills which are measured using level 1 fair value inputs.

The Partnership assesses the levels of the investments at each measurement date, and transfers between levels are recognized on the actual date of the event or change in circumstances that caused the transfer in accordance with the Partnership's accounting policy regarding the recognition of transfers between levels of the fair value hierarchy. For the three-month period ended September 30, 2024 and the year ended December 31, 2023, there were no such transfers.

**10. SUBSEQUENT EVENTS:**

Wendy's – Sam Rittenberg, Charleston, SC

On June 6, 2023, the Partnership executed a listing agreement with Matthews Real Estate Investment Services, Inc. for the sale of the Property with an asking price of \$3.9 million. The Property listing went active on July 12, 2023. On March 8, 2024, the Partnership lowered the asking price of the Property to \$3,684,866. On July 18, 2024 the Partnership accepted an offer of \$3,108,135 as amended July 22, 2024 and the sale closed on October 15, 2024.

Wendy's – Richland Ave, Aiken, SC

On June 6, 2023, the Partnership executed a listing agreement with Matthews Real Estate Investment Services, Inc. for the sale of the Property with an asking price of \$3.4 million. The Property listing went active on July 12, 2023. On July 18, 2024 the Partnership accepted an offer of \$3,016,300, as amended July 22, 2024 and the sale closed on October 15, 2024.

Wendy's – Folly Road, Charleston, SC

On June 6, 2023, the Partnership executed a listing agreement with Matthews Real Estate Investment Services, Inc. for the sale of the Property with an asking price of \$3.5 million. The Property listing went active on July 12, 2023. On March 8, 2024, the Partnership lowered the asking price of the Property to \$3,341,033. On July 18, 2024 the Partnership accepted an offer of \$2,939,098, as amended July 22, 2024 and the sale closed on October 15, 2024.

As a result of these property sales as of October 15, 2024 the Partnership no longer holds any Properties. On October 25, 2024 the Partnership effected a distribution of an aggregate of \$7.5 million to its limited partners from the proceeds of the property sales.

We have reviewed all material events through the date of this report in accordance with ASC 855-10.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

### **CAUTIONARY STATEMENT**

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements are not historical facts but are the intent, belief or current expectations of management of the Partnership based on its knowledge and understanding of the business and industry. Words such as "may," "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "would," "could," "should" and variations of these words and similar expressions are intended to identify forward-looking statements. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we can give no assurance that these expectations will prove to have been correct. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond our control, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements.

Examples of forward-looking statements include, but are not limited to, statements we make regarding:

- our expectations regarding our financial condition, results of operations in future periods, and matters related to the timing to wind-up the Partnership's operations;
- our expectations regarding the timing and efforts to satisfy existing or potential Partnership obligations as we wind-up the Partnership;
- our expectations regarding economic and business conditions and how conditions could impact the wind-up of the Partnership;
- our decisions and policies with respect to the potential disposition of our remaining assets as we wind-up the Partnership;
- costs and expenses to complete the wind-up and dissolution of the Partnership;
- our ability to collect on any remaining obligations owed to the Partnership;
- any contingent liabilities related to our former Properties or other Partnership matters; and
- other risks and uncertainties described from time to time in our filings with the Securities and Exchange Commission (the "SEC").

### **Critical Accounting Policies and Estimates**

Management's discussion and analysis of financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with US GAAP. The preparation of these financial statements requires our management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On a regular basis, we evaluate these estimates, including investment impairment. These estimates are based on management's historical industry experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results may differ from these estimates, and the difference could be material.

See Note 1 to the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2023 for a discussion of our significant accounting policies.

### **Investment Properties**

Pursuant to a consent solicitation that concluded on October 15, 2020, the Partnership solicited and obtained the affirmative consent of limited partners holding more than a majority of the Partnership's outstanding Interests to authorize the General Partner, to sell the Properties prior to November 30, 2023 if the General Partner determined such sale to be in the best interest of the Partnership and, upon the sale of all Properties, to commence an orderly liquidation, wind-up and dissolution of the Partnership. In connection with such consent, the limited partners approved a resolution granting the General Partner the authority to sell all or substantially all of the Partnership's assets prior to November 30, 2023, and subsequently liquidate and dissolve the Partnership, without further approval from the limited partners.

On August 25, 2023, the General Partner adopted resolutions (a) determining that it is in the best interest of the Partnership to sell all or substantially all of the Partnership's assets, and (b) providing that the General Partner will, upon the sale of such assets, liquidate and dissolve the Partnership in accordance with applicable law and the terms of the Partnership Agreement. In addition, the stated term of the Partnership ended on November 30, 2023, and, prior to that date the Partnership did not seek or obtain the consent of the limited partners to amend the Partnership Agreement to extend the Partnership's term. As a result of the authority and authorization provided to the General Partner, and because the Partnership's intended term lapsed on November 30, 2023, during the fiscal year ended December 31, 2023 the General Partner caused the Partnership to dispose of five of its now former Properties and expects to continue to pursue and effect the orderly disposition of the Partnership's remaining Properties.

As of September 30, 2024, the Partnership owned three Properties, all of which feature tenants that are Wendy's franchisees. The Properties are all located in the state of South Carolina and included in Properties held for sale. Subsequent to September 30, 2024 the Partnership closed on the sale of its final three Properties, and going forward the General Partner intends to continue to the orderly wind-up of the Partnership.

Property taxes, general maintenance, insurance and ground rent on the Properties are the responsibility of the tenant. However, when a tenant fails to make the required tax payments or when a Property becomes vacant, the Partnership makes the appropriate property tax payments to avoid possible foreclosure of the Property.

There were no building improvements capitalized during the three month period ending September 30, 2024.

### **Net Income**

Net income for the three-month periods ended September 30, 2024 and 2023 was \$36,886 and \$4,344,198, respectively. Net income per limited partnership interest for the three-month periods ended September 30, 2024 and 2023 was \$0.79 and \$92.93, respectively. Net income for the nine-month periods ended September 30, 2024 and 2023 was \$58,369 and \$ 5,648,248, respectively. Net income per limited partnership interest for the nine-month periods ended September 30, 2024 and 2023 was \$1.25 and \$ 120.82, respectively.

The decrease in net income for the three and nine months ended September 30, 2024 when compared to the net income for the prior year periods is primarily the net effect of the sale of the Martintown Road Property on March 31, 2023 (with no corresponding Property sale in the 2024 periods), and lower rental income resulting from the Partnership owning fewer rental Properties (as described below). See paragraphs below for further information as to the primary factors that contributed to the variances in operating income and expense items from the 2023 periods to the 2024 periods.

## **Results of Operations**

### **Three-month period ended September 30, 2024, as compared to the three-month period ended September 30, 2023:**

*Operating Rental Income:* Rental income for the three-month periods ended September 30, 2024 and 2023 was \$117,587 and \$309,010 respectively. The rental income was comprised of monthly lease obligations. The decrease in rental income for the quarter ended September 30, 2024 compared to the quarter ended September 30, 2023 is due to the loss in rents associated with the five Properties that were sold in the fourth quarter of 2023.

*General and Administrative Expense:* General and administrative expenses for the three-month periods ended September 30, 2024 and 2023 were \$4,881 and \$149,503, respectively. General and administrative expenses were comprised of management expense, state/city registration and annual report filing fees, office supplies, printing costs, outside storage expenses, copying costs, postage and shipping expenses, website fees, bank fees and state income tax expenses. The decrease for the quarter ended September 30, 2024 compared to the quarter ended September 30, 2023 is due primarily to the reduction in the management fee and overhead allowance, as well as the change in treatment for 2023 state income taxes due for the 2023 tax year, which were accrued during the 2023 tax year instead of being expensed when paid as had been the practice in prior years.

*Professional Services:* Professional services expenses for the three-month periods ended September 30, 2024 and 2023 were \$27,520 and \$30,506 respectively. Professional services expenses were primarily comprised of investor relations data processing, investor mailings processing, outsourced financial services, legal, auditing and tax preparation fees, and SEC report conversion and processing fees. The decrease for the quarter ended September 30, 2024 compared to the quarter ended September 30, 2023 is due primarily to our decreased use of outside financial advisors and other professionals during the 2024 period as we curtailed our reliance on outside service providers as part of our wind-up activities.

### **Nine-month period ended September 30, 2024, as compared to the nine-month period ended September 30, 2023:**

Income from operations for the nine-month periods ended September 30, 2024 and 2023 were \$58,369 and \$5,648,248 respectively. The 2023 period included the sale of one Property during that period, whereas there were no Property sales during the nine months ended September 30, 2024.

*Operating Rental Income:* Rental income for the nine-month periods ended September 30, 2024 and 2023 was \$352,761 and \$907,706, respectively. The rental income was comprised of monthly lease obligations. The decrease from the 2023 period to the 2024 period is due to the loss in rents associated with the five Properties that were sold during calendar year 2023 after September 30, 2023.

*General and Administrative Expense:* General and administrative expenses for the nine-month periods ended September 30, 2024 and 2023 were \$20,873 and \$ 224,991, respectively. General and administrative expenses were comprised of management expense, state/city registration and annual report filing fees, office supplies, printing costs, outside storage expenses, copying costs, postage and shipping expenses, website fees, bank fees, and state income tax expenses. The decrease for the nine months ended September 30, 2024 compared to the nine months ended September 30, 2023 is due primarily to the reduction in the management fee and overhead allowance, as well as the change in treatment for 2023 state income taxes due for the 2023 tax year, which were accrued during the 2023 tax year instead of being expensed when paid as had been the practice in prior years.

*Professional services:* Professional services expenses for the nine-month periods ended September 30, 2024 and 2023 were \$150,593 and \$123,239, respectively. Professional services expenses were primarily comprised of investor relations data processing, investor mailings processing, outsourced financial services, legal, auditing and tax preparation fees, and SEC report conversion and processing fees. The increase for the nine months ended September 30, 2024 compared to the nine months ended September 30, 2023 is due primarily to an increase in outsourced financial services fees upon reclassification from management fees in accordance with the Partnership Agreement, as amended.

## **Cash Flow Analysis**

Net cash flows from operating activities for the nine-month periods ended September 30, 2024 and 2023 were \$(593) and \$810,379, respectively. The decrease is attributed primarily to lower net income (net of the gain on the sale of property during the 2023 period) during the 2024 period versus the 2023 period in addition to the state income tax payments to Ohio, South Carolina and Georgia totaling \$441,588 in the first quarter attributable to 2023 income.



Cash flows provided from investing activities for the nine-month periods ended September 30, 2024 and 2023 were \$97,301 and \$6,221,659, respectively. The 2024 amount represents the net of interest earned on the indemnification trust account offset by a withdrawal from the indemnification trust to support state income tax payments made on behalf of Limited Partners. The 2023 amount represents the proceeds from the sale of the Partnership's former Martintown Road property that was sold during the 2023 period offset partially by interest earned on the indemnification trust account.

For the nine-month period ended September 30, 2024, cash flows used in financing activities was \$235,555 and consisted of aggregate limited partner distributions of \$234,495 and general partner distributions of \$1,060.

For the nine-month period ended September 30, 2023, cash flows used in financing activities was \$1,880,849 and consisted of aggregate limited partner distributions of \$1,875,001, and general partner distributions of \$5,848.

### **Liquidity and Capital Resources**

The Partnership's cash balance was \$40,898 at September 30, 2024. This balance represents amounts deemed necessary to allow the Partnership to operate normally.

The Partnership's principal demands for liquidity are expected to continue to be, for the payment of operating expenses, assumption of Limited Partner state income taxes and distributions to Limited Partners. Management anticipates that cash generated through the sales of Properties will primarily provide the sources for future Partnership liquidity and limited partner distributions. The two primary liquidity risks in the absence of mortgage debt with respect to the liquidating operations of the Properties and their eventual sale, are the Partnership's inability to collect rent receivables and completing anticipated sales of the remaining Properties. The amount of cash to be distributed to our limited partners is determined by the General Partner and is dependent on a number of factors, including funds available for payment of operating expenses during liquidation and state income tax payments related to the sales of the remaining Properties in the portfolio.

As of September 30, 2024, the three owned Properties were 100% leased. In addition, the Partnership collected 100% of its base rent that was owing from current operating tenants for the period ended September 30, 2024 and the fiscal year ended December 31, 2023, which we believe is a good indication of overall tenant quality and stability.

There were no leases set to expire in 2024.

**Item 3. Quantitative and Qualitative Disclosure About Market Risk**

As a smaller reporting company, the Partnership is not required to provide the information required by Item 305 of Regulation S-K.

**Item 4. Controls and Procedures**

Controls and Procedures

*Controls and Procedures:*

As of September 30, 2024 the Partnership's management, including the persons performing the functions of the Partnership's principal executive officer and principal financial officer, have concluded that the Partnership's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report were effective based on the evaluation of these controls and procedures as required by paragraph (b) of Rule 13a-15 or Rule 15d-15 under the Exchange Act.

*Changes in Internal Control over Financial Reporting:*

There has been no change in the Partnership's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the fiscal quarter ending September 30, 2024 that has materially affected, or is reasonably likely to materially affect, the Partnership's internal control over financial reporting.

## PART II - OTHER INFORMATION

### **Item 1. Legal Proceedings**

As of the date of this report, there are no material pending legal proceedings to which the Partnership is a party.

### **Item 1a. Risk Factors**

Not Applicable.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

### **Item 3. Defaults Upon Senior Securities**

None.

### **Item 4. Mine Safety Disclosures**

Not applicable.

### **Item 5. Other Information**

Effective January 1, 2025, the Partnership expects to enter into a renewal of the Permanent Manager Agreement originally dated February 8, 1993. By its terms that agreement would expire on December 31, 2024 and the renewal would be entered into for the primary purpose of allowing the General Partner to facilitate the completion of the wind-up of the Partnership.

On October 15, 2024, the Partnership closed on the sale of its final three Properties for cash consideration. In each case the buyer was a third party unrelated to the Partnership. The Property address and the gross sale price for each applicable Property is identified below.

1721 Sam Rittenberg Blvd., Charleston, SC

On June 6, 2023, the Partnership executed a listing agreement with Matthews Real Estate Investment Services, Inc. for the sale of the Property with an asking price of \$3.9 million. On March 8, 2024, the Partnership lowered the asking price of the Property to \$3,684,866. On July 18, 2024 the Partnership accepted an offer of \$3,108,135 as amended July 22, 2024, and the sale closed on October 15, 2024.

1004 Richland Ave. West, Aiken, SC

On June 6, 2023, the Partnership executed a listing agreement with Matthews Real Estate Investment Services, Inc. for the sale of the Property with an asking price of \$3.4 million. On July 18, 2024 the Partnership accepted an offer of \$3,016,300, as amended July 22, 2024, and the sale closed on October 15, 2024.

343 Folly Road, Charleston, SC

On June 6, 2023, the Partnership executed a listing agreement with Matthews Real Estate Investment Services, Inc. for the sale of the Property with an asking price of \$3.5 million. On March 8, 2024, the Partnership lowered the asking price of the Property to \$3,341,033. On July 18, 2024 the Partnership accepted an offer of \$2,939,098, as amended July 22, 2024, and the sale closed on October 15, 2024.

### **Item 6. Exhibits**

(a) Listing of Exhibits

- 3.1 [Certificate of Limited Partnership dated November 20, 1987, filed as Exhibit 3.7 to the Partnership's Annual Report on Form 10-K filed March 22, 2013, Commission File 0-17686, and incorporated herein by reference.](#)
- 4.1 Agreement of Limited Partnership dated as of November 20, 1987, amended as of November 25, 1987, and February 20, 1988, filed as Exhibit 3A to Amendment No. 1 to the Partnership's Registration Statement on Form S-11 as filed on February 22, 1988, and incorporated herein by reference.
- 4.2 Amendments to Amended Agreement of Limited Partnership dated as of June 21, 1988, included as part of Supplement dated August 15, 1988, filed under Rule 424(b)(3), Commission File 0-17686, and incorporated herein by reference.
- 4.3 Amendment to Amended Agreement of Limited Partnership dated as of February 8, 1993, filed as Exhibit 3.3 to the Partnership's Annual Report on Form 10-K for the year ended December 31, 1992, Commission File 0-17686, and incorporated herein by reference.
- 4.4 Amendment to Amended Agreement of Limited Partnership dated as of May 26, 1993, filed as Exhibit 3.4 to the Partnership's Annual Report on Form 10-K for the year ended December 31, 1993, Commission File 0-17686, and incorporated herein by reference.
- 4.5 Amendment to Amended Agreement of Limited Partnership dated as of June 30, 1994, filed as Exhibit 3.5 to the Partnership's Annual Report on Form 10-K for the year ended December 31, 1994, Commission File 0-17686, and incorporated herein by reference.
- 4.6 [Amendment to Amended Agreement of Limited Partnership dated as of November 9, 2009, filed as Exhibit 4.1 to the Partnership's Quarterly Report on Form 10-Q filed November 12, 2009, Commission File 0-17686, and incorporated herein by reference.](#)
- 4.7 [Amendment to Amended Agreement of Limited Partnership dated as of October 22, 2020, filed as Exhibit 4.7 to the Partnership's Quarterly Report on Form 10-Q filed November 13, 2020, Commission File 0-17686, and incorporated herein by reference.](#)
- 31.1 [Sarbanes-Oxley Section 302 Certification](#)
- 32.1 [Certification of Periodic Financial Report Pursuant to 18 U.S.C. Section 1350.](#)
- 99.1 [Correspondence to the Limited Partners, distributed on or about October 25, 2024.](#)
- 101 The following materials from the Partnership's Quarterly Report on Form 10-Q for the quarter ended, formatted in XBRL (Extensible Business Reporting Language): (i) Unaudited Condensed Balance Sheets at September 30, 2024 and December 31, 2023, (ii) Unaudited Condensed Statements of Income for the three and nine month periods ended September 30, 2024 and 2023, (iii) Unaudited Condensed Statement of Cash Flows for the nine month periods ended September 30, 2024 and 2023, (iv) Unaudited Condensed Statements of Partners' Capital for the nine month periods ended September 30, 2024 and 2023, and



**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.

**DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP**

By: /s/ Bruce A. Provo  
Bruce A. Provo  
(President and Chief Financial Officer, and Duly Authorized Officer of the Partnership)

Date: November 14, 2024

DIVALL INSURED INCOME PROPERTIES 2  
LIMITED PARTNERSHIPCERTIFICATIONS

I, Bruce A. Provo, certify that:

1. I have reviewed this quarterly report on Form 10-Q of DiVall Insured Income Properties 2 Limited Partnership;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this 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 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 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.

Dated: November 14, 2024

By: /s/ Bruce A. Provo

President and Chief Financial Officer of The Provo Group, Inc., the General Partner of  
the Partnership  
(principal executive officer and principal financial officer of the registrant)

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**DIVALL INSURED INCOME PROPERTIES 2  
LIMITED PARTNERSHIP**

**Certification of Periodic Financial Report  
Pursuant to 18 U.S.C. Section 1350**

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned principal executive officer and principal financial officer of DiVall Insured Income Properties 2 Limited Partnership (the "Company") certify that this Quarterly Report on Form 10-Q of the Company for the period ended September 30, 2024 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 14, 2024

By: /s/ Bruce A. Provo  
President and Chief Financial of The Provo Group, Inc., the General Partner of the  
Partnership  
(principal executive officer and principal financial officer of the registrant)

This certification is made solely for the purpose of 18 U.S.C. Section 1350, subject to the knowledge standard contained therein, and not for any other purpose.

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# DiVall Insured Income Properties 2, L.P. Sale News

**Fall 2024**

## PARTNERSHIP PROPERTY SALES SCORECARD PER UNIT

We completed sales of the final three properties since the last “scorecard”. These three properties were all located in South Carolina. Folly Road and Sam Rittenberg were in Charleston. Richland Ave was in Aiken.

We are distributing \$7,500,000 in net asset value in connection with these three sales.

<u>Individual Property NAV's per unit</u>	<b>SALE CONSENT APPROVED</b>	
	<b>10/15/2020 SEC 8-K</b>	
	<u>NAV</u>	<u>NAV</u>
	<u>12/31/2019</u>	<u>12/31/2020</u>
BRAKES4LESS-3859 Washington Rd., Martinez, GA	\$17	\$17
WENDY'S-1730 Walton Way, Augusta, GA	35	34
WENDY'S-517 E Martintown Rd., No. Augusta, SC	35	36
WENDY'S-361 Hwy 17, Mt. Pleasant, SC	45	52
APPLEBEE'S-2770 Brice Rd., Reynoldsburg, OH	39	37
WENDY'S-3013 Peach Orchard, Augusta, GA	47	79
WENDY'S-343 Folly Rd., Charleston, SC	38	48
WENDY'S-1901 Whiskey Rd., Aiken, SC	47	74
WENDY'S-1721 Sam Rittenberg, Charleston, SC	47	59
WENDY'S-1004 Richland Ave., Aiken, SC	42	59
<b>NAV Based on appraised value per unit</b>	<b>\$392</b>	<b>\$495</b>

Net Sales Proceeds Distributed to LP's representing NAV reduction:

<u>Date</u>	<u>Property</u>	<u>Per Unit NAV</u> <u>Distribution</u>	<u>Per Unit NAV</u> <u>Distribution</u>
10/29/2021	Vacant Wendy's (Martinez, GA)	\$ (17)	\$ (17)
4/22/2022	Walton Way Wendy's	(31)	(31)
3/31/2023	Martintown Rd Wendy's	(27)	(27)
8/31/2023	361 Hwy 17, Mt Pleasant Wendy's	(65)	(65)
9/7/2023	Brice Road, Applebee's	(41)	(41)
11/1/2023	Peach Orchard Wendy's	(79)	(79)
11/6/2023	Whiskey Rd Wendy's	(79)	(79)
9/30/2024	Folly Rd Wendy's	(52)	(52)
9/30/2024	Sam Rittenberg Wendy's	(56)	(56)
9/30/2024	Richland Ave Wendy's	(54)	(54)
<b>Distributions paid (in excess) of pre-consent NAV as approved by LP's and post-consent NAV after GP lease extensions</b>		<b>\$ (109)</b>	<b>\$ (6)</b>



**PARTNERSHIP PROPERTY SALES SCORECARD PER UNIT (CONT'D)**

**Distributions paid (in excess) of pre-consent NAV as approved by LP's and post-consent NAV after GP lease extensions**

\$ (109)      \$ (6)

The Partnership elected to pay State Capital Gain Taxes on behalf of the Limited Partners by filing either "composite" or PTE (pass-through entity) tax returns in Ohio, Georgia and South Carolina in lieu of individual partners reporting of capital gains income for these states.

State Capital Gain Tax Assumption (paid or accrued)		Per Unit Partnership assumption of LP State Taxes	Per Unit Partnership assumption of LP State Taxes
GA - Composite	2021	\$ (0.36)	\$ (0.36)
GA - Composite	2022	(0.81)	(0.81)
GA - Pass-Through Entity	2023	(4.00)	(4.00)
SC - Composite	2023	(4.43)	(4.43)
OH - Pass Through Entity	2023	(1.12)	(1.12)
SC - Composite - Estimated	2024	(5.00)	(5.00)

**Partnership election to pay State Income Taxes on behalf of LP's in lieu of additional distribution**

\$ (15.72)      \$ (15.72)

**Distributions from Liquidated properties (all) and deemed distributions by direct partnerships payment of state income taxes (in excess) of pre-consent NAV approved by LP's and post-consent NAV after GP lease extensions**

\$ (125)      \$ (22)

We are pleased to have distributed \$5,785,000 (or 32%) more NAV than the LP's approved on October 15, 2020; in the consent to sell and liquidate. We estimated at the time of the consent to distribute \$18,140,000 from the sale of the final 10 properties based on the most current NAV reported to the SEC and for ERISA of \$392/unit as of December 31, 2019. We actually distributed \$23,900,000. The 2020 consent provided the GP discretion to achieve a reasonable price under market circumstances even if less than the reported NAV.

Thank you for your patience as we created productive sales and liquidation strategies.

Since the Partnership's initial "investable" capital raise of \$33 million (net of \$13 million of syndication fees and original G.P.'s shenanigans) in the late 1980's; the Partnership has distributed approximately \$105 million to investors, from both operations and strategic sales.

**COMPUTERSHARE CONTACT INFORMATION:**

Investor Centre website: [www.computershare.com/DIIP](http://www.computershare.com/DIIP)

Email: [web.queries@computershare.com](mailto:web.queries@computershare.com)

Shareholder online inquiries: <https://www-us.computershare.com/investor/Contact>

See <https://divallproperties.com/relations.php> for full contact information

For further quarterly 2024 unaudited financial information, see the Partnership's interim financial reports filed as part of the Partnership's Form 10-Q. A copy of this filing and other public reports can be viewed and printed free of charge at the Partnership's website at [www.divallproperties.com](http://www.divallproperties.com) or at the SEC's website at [www.sec.gov](http://www.sec.gov). The Partnership's 2023 Annual Report on Form 10-K was filed with the SEC on April 1, 2024, which also can be accessed via the websites listed.