

REALTY INCOME CORP  
Form 10-Q  
April 26, 2017  
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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM 10-Q**

**x Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the quarterly period ended March 31, 2017, or**

**o Transition report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934**

**Commission File Number 1-13374**

**REALTY INCOME CORPORATION**

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

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**Maryland**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**33-0580106**  
(IRS Employer Identification  
Number)

**11995 El Camino Real, San Diego, California 92130**

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **(858) 284-5000**

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files). Yes  No

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Emerging growth company

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

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

There were 273,059,276 shares of common stock outstanding as of April 20, 2017.

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## REALTY INCOME CORPORATION AND SUBSIDIARIES

**CONSOLIDATED BALANCE SHEETS**

March 31, 2017 and December 31, 2016

(dollars in thousands, except per share data)

|  | 2017<br>(unaudited) | 2016          |
|--|---------------------|---------------|
| <b>ASSETS</b>  |                     |               |
| Real estate, at cost:  |                     |               |
| Land   | \$ 3,832,452        | \$ 3,752,204  |
| Buildings and improvements   | 10,327,309          | 10,112,212    |
| Total real estate, at cost   | 14,159,761          | 13,864,416    |
| Less accumulated depreciation and amortization   | (2,075,711)         | (1,987,200)   |
| Net real estate held for investment  | 12,084,050          | 11,877,216    |
| Real estate held for sale, net   | 11,790              | 26,575        |
| Net real estate  | 12,095,840          | 11,903,791    |
| Cash and cash equivalents  | 27,598              | 9,420         |
| Accounts receivable, net   | 103,759             | 104,584       |
| Acquired lease intangible assets, net  | 1,108,096           | 1,082,320     |
| Goodwill   | 15,036              | 15,067        |
| Other assets, net  | 71,857              | 37,689        |
| Total assets   | \$ 13,422,186       | \$ 13,152,871 |
| <b>LIABILITIES AND EQUITY</b>  |                     |               |
| Distributions payable  | \$ 57,885           | \$ 55,235     |
| Accounts payable and accrued expenses  | 86,638              | 121,156       |
| Acquired lease intangible liabilities, net   | 268,486             | 264,206       |
| Other liabilities  | 122,078             | 85,616        |
| Preferred shares subject to mandatory redemption   | 408,750             | -             |
| Line of credit payable   | -                   | 1,120,000     |
| Term loans, net  | 319,200             | 319,127       |
| Mortgages payable, net   | 463,332             | 466,045       |
| Notes payable, net   | 4,641,094           | 3,934,433     |
| Total liabilities  | 6,367,463           | 6,365,818     |
| Commitments and contingencies  |                     |               |
| Stockholders' equity:  |                     |               |
| Preferred stock and paid in capital, par value \$0.01 per share, 69,900,000 shares authorized, no shares issued and outstanding as of March 31, 2017 and 16,350,000 issued and outstanding as of December 31, 2016, liquidation preference \$25.00 per share | -                   | 395,378       |
| Common stock and paid in capital, par value \$0.01 per share, 370,100,000 shares authorized, 273,051,486 shares issued and outstanding as of March 31, 2017 and 260,168,259 shares issued and outstanding as of December 31, 2016                            | 8,987,933           | 8,228,594     |
| Distributions in excess of net income  | (1,952,990)         | (1,857,168)   |
| Total stockholders' equity   | 7,034,943           | 6,766,804     |
| Noncontrolling interests   | 19,780              | 20,249        |
| Total equity   | 7,054,723           | 6,787,053     |
| Total liabilities and equity   | \$ 13,422,186       | \$ 13,152,871 |

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



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REALTY INCOME CORPORATION AND SUBSIDIARIES  
**CONSOLIDATED STATEMENTS OF INCOME**  
 For the three months ended March 31, 2017 and 2016  
 (dollars in thousands, except per share data) (unaudited)

|   | Three months ended<br>March 31, |    |             |
|---|---------------------------------|----|-------------|
|   | 2017                            |    | 2016        |
| <b>REVENUE</b>  |                                 |    |             |
| Rental  | \$ 285,821                      | \$ | 256,801     |
| Tenant reimbursements   | 11,229                          |    | 9,105       |
| Other   | 975                             |    | 1,210       |
| Total revenue   | 298,025                         |    | 267,116     |
| <b>EXPENSES</b>   |                                 |    |             |
| Depreciation and amortization   | 121,097                         |    | 107,933     |
| Interest  | 59,305                          |    | 60,678      |
| General and administrative  | 13,565                          |    | 12,318      |
| Property (including reimbursable)   | 19,075                          |    | 15,105      |
| Income taxes  | 1,047                           |    | 964         |
| Provisions for impairment   | 5,433                           |    | 1,923       |
| Total expenses  | 219,522                         |    | 198,921     |
| Gain on sales of real estate  | 10,532                          |    | 2,289       |
| Net income  | 89,035                          |    | 70,484      |
| Net income attributable to noncontrolling interests                         | (165)                           |    | (241)       |
| Net income attributable to the Company                                      | 88,870                          |    | 70,243      |
| Preferred stock dividends   | (3,911)                         |    | (6,770)     |
| Excess of redemption value over carrying value of preferred shares redeemed | (13,373)                        |    | -           |
| Net income available to common stockholders                                 | \$ 71,586                       | \$ | 63,473      |
| Amounts available to common stockholders per common share:                  |                                 |    |             |
| Net income, basic and diluted   | \$ 0.27                         | \$ | 0.25        |
| Weighted average common shares outstanding:                                 |                                 |    |             |
| Basic   | 263,340,491                     |    | 250,173,815 |
| Diluted   | 263,934,304                     |    | 250,698,023 |

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

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REALTY INCOME CORPORATION AND SUBSIDIARIES  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
 For the three months ended March 31, 2017 and 2016  
 (dollars in thousands) (unaudited)

|   | <b>2017</b> | <b>2016</b> |
|---|-------------|-------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>   |             |             |
| Net income  | \$ 89,035   | \$ 70,484   |
| Adjustments to net income:  |             |             |
| Depreciation and amortization   | 121,097     | 107,933     |
| Amortization of share-based compensation  | 2,753       | 2,605       |
| Non-cash revenue adjustments  | (1,343)     | (3,099)     |
| Amortization of net premiums on mortgages payable   | (630)       | (1,101)     |
| Amortization of deferred financing costs  | 2,390       | 2,200       |
| (Gain) loss on interest rate swaps  | (1,330)     | 5,778       |
| Gain on sales of real estate  | (10,532)    | (2,289)     |
| Provisions for impairment on real estate  | 5,433       | 1,923       |
| Change in assets and liabilities  |             |             |
| Accounts receivable and other assets  | 139         | 5,081       |
| Accounts payable, accrued expenses and other liabilities                                    | 6,119       | (53,225)    |
| Net cash provided by operating activities   | 213,131     | 136,290     |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>   |             |             |
| Investment in real estate   | (374,573)   | (313,169)   |
| Improvements to real estate, including leasing costs  | (3,749)     | (902)       |
| Proceeds from sales of real estate  | 31,232      | 11,038      |
| Collection of loans receivable  | 30          | 12,428      |
| Restricted escrow deposits for Section 1031 tax-deferred exchanges and pending acquisitions | (18,252)    | (4,088)     |
| Net cash used in investing activities   | (365,312)   | (294,693)   |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>   |             |             |
| Cash distributions to common stockholders   | (162,506)   | (147,345)   |
| Cash dividends to preferred stockholders  | (6,168)     | (6,770)     |
| Borrowings on line of credit  | 79,000      | 1,209,000   |
| Payments on line of credit  | (1,199,000) | (794,000)   |
| Proceeds from notes and bonds payable issued  | 711,812     | -           |
| Principal payments on mortgages payable   | (2,120)     | (164,339)   |
| Proceeds from common stock offerings, net   | 705,012     | -           |
| Proceeds from dividend reinvestment and stock purchase plan                                 | 56,991      | 3,512       |
| Proceeds from At-the-Market (ATM) program   | -           | 30,547      |
| Distributions to noncontrolling interests   | (631)       | (382)       |
| Debt issuance costs   | (6,614)     | -           |
| Other items, including shares withheld upon vesting   | (5,417)     | (3,419)     |
| Net cash provided by financing activities   | 170,359     | 126,804     |
| Net increase (decrease) in cash and cash equivalents  | 18,178      | (31,599)    |
| Cash and cash equivalents, beginning of period  | 9,420       | 40,294      |
| Cash and cash equivalents, end of period  | \$ 27,598   | \$ 8,695    |

For supplemental disclosures, see note 17.

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





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REALTY INCOME CORPORATION AND SUBSIDIARIES

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

March 31, 2017

(unaudited)

**1. Management Statement**

The consolidated financial statements of Realty Income Corporation ( Realty Income , the Company , we , our or us ) were prepared from our books and records without audit and include all adjustments (consisting of only normal recurring accruals) necessary to present a fair statement of results for the interim periods presented. Readers of this quarterly report should refer to our audited consolidated financial statements for the year ended December 31, 2016, which are included in our 2016 Annual Report on Form 10-K, as certain disclosures that would substantially duplicate those contained in the audited financial statements have not been included in this report.

At March 31, 2017, we owned 4,980 properties, located in 49 states and Puerto Rico, containing over 84.0 million leasable square feet.

**2. Summary of Significant Accounting Policies and Procedures and Recent Accounting Pronouncements**

A. The accompanying consolidated financial statements include the accounts of Realty Income and other entities for which we make operating and financial decisions (i.e., control), after elimination of all material intercompany balances and transactions. We consolidate entities that we control and record a noncontrolling interest for the portion that we do not own. Noncontrolling interest that was created or assumed as part of a business combination was recognized at fair value as of the date of the transaction (see note 11). We have no unconsolidated investments.

B. We have elected to be taxed as a real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended. We believe we have qualified and continue to qualify as a REIT. Under the REIT operating structure, we are permitted to deduct dividends paid to our stockholders in determining our taxable income. Assuming our dividends equal or exceed our taxable net income, we generally will not be required to pay federal corporate income taxes on such income. Accordingly, no provision has been made for federal income taxes in the accompanying consolidated financial statements, except for federal income taxes of our taxable REIT subsidiaries. The income taxes recorded on our consolidated statements of income represent amounts paid by Realty Income and its subsidiaries for city and state income and franchise taxes.

C. We recognize an allowance for doubtful accounts relating to accounts receivable for amounts deemed uncollectible. We consider tenant specific issues, such as financial stability and ability to pay rent, when determining collectability of accounts

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receivable and appropriate allowances to record. The allowance for doubtful accounts was \$2.1 million at March 31, 2017 and \$74,000 at December 31, 2016.

D. We assign a portion of goodwill to our applicable property sales, which results in a reduction of the carrying amount of our goodwill. In order to allocate goodwill to the carrying amount of properties that we sell, we utilize a relative fair value approach based on the original methodology for assigning goodwill. As we sell properties, our goodwill will likely continue to gradually decrease over time.

E. In May 2014, the Financial Accounting Standards Board, or FASB, issued ASU 2014-09, *Revenue from Contracts with Customers*. This ASU outlines a comprehensive model for companies to use in accounting for revenue arising from contracts with customers, and will apply to transactions such as the sale of real estate. This ASU is effective for interim and annual periods beginning after December 15, 2017. The standard permits the use of either the retrospective or cumulative effect transition method. We plan to use the cumulative effect transition method upon adoption of the standard on January 1, 2018, and do not expect this topic to have a material impact on our consolidated financial statements or the related notes.

In February 2016, FASB issued Topic 842, *Leases*, which amended Topic 840, *Leases*. Under this amended topic, the accounting applied by a lessor is largely unchanged from that applied under Topic 840, *Leases*. The large majority of operating leases should remain classified as operating leases, and lessors should continue to

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recognize lease income for those leases on a generally straight-line basis over the lease term. The amendments included in this topic are effective, on a retrospective or modified retrospective basis, for interim and annual periods beginning after December 15, 2018. We have not yet adopted this topic and are currently evaluating the impact this amendment may have on our consolidated financial statements.

In January 2017, FASB issued ASU 2017-01, which amends Topic 805, *Business Combinations*. FASB issued this ASU to clarify the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The ASU is effective for interim and annual periods beginning after December 15, 2017. We have not yet adopted this topic and are currently evaluating the impact this amendment may have on our consolidated financial statements.

### 3. Supplemental Detail for Certain Components of Consolidated Balance Sheets

| A. Acquired lease intangible assets, net, consist of the following (dollars in thousands) at: | March 31,<br>2017 | December 31,<br>2016 |
|---|-------------------|----------------------|
| Acquired in-place leases  | \$ 1,210,506      | \$ 1,164,075         |
| Accumulated amortization of acquired in-place leases  | (382,307)         | (358,040)            |
| Acquired above-market leases  | 375,724           | 365,005              |
| Accumulated amortization of acquired above-market leases                                      | (95,827)          | (88,720)             |
|   | \$ 1,108,096      | \$ 1,082,320         |

| B. Other assets, net, consist of the following (dollars in thousands) at: | March 31,<br>2017 | December 31,<br>2016 |
|---|-------------------|----------------------|
| Restricted escrow deposits  | 25,327            | 4,246                |
| Prepaid expenses  | 16,910            | 14,406               |
| Insurance proceeds receivable   | 10,641            | 300                  |
| Credit facility origination costs, net                                    | 6,563             | 7,303                |
| Notes receivable issued in connection with property sales                 | 5,360             | 5,390                |
| Corporate assets, net   | 4,864             | 3,585                |
| Impounds related to mortgages payable                                     | 2,074             | 2,015                |
| Other items   | 118               | 444                  |
|   | \$ 71,857         | \$ 37,689            |

| C. Distributions payable consist of the following declared distributions (dollars in thousands) at: | March 31,<br>2017 | December 31,<br>2016 |
|---|-------------------|----------------------|
| Common stock distributions  | \$ 57,799         | \$ 52,896            |
| Preferred stock dividends   | -                 | 2,257                |
| Noncontrolling interests distributions  | 86                | 82                   |
|   | \$ 57,885         | \$ 55,235            |

| D. Accounts payable and accrued expenses consist of the following (dollars in thousands) at: | March 31,<br>2017 | December 31,<br>2016 |
|--|-------------------|----------------------|
| Notes payable - interest payable   | \$ 42,223         | \$ 60,668            |
| Property taxes payable   | 13,352            | 16,949               |
| Accrued costs on properties under development  | 5,163             | 9,049                |

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|   |           |            |
|---|-----------|------------|
| Mortgages, term loans, credit line - interest payable and interest rate swaps | 3,182     | 5,432      |
| Shares subject to mandatory redemption - interest payable                     | 1,655     | -          |
| Other items   | 21,063    | 29,058     |
|   | \$ 86,638 | \$ 121,156 |

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|  |    |                   |    |                      |
|--|----|-------------------|----|----------------------|
| E. Acquired lease intangible liabilities, net, consist of the following (dollars in thousands) at: |    | March 31,<br>2017 |    | December 31,<br>2016 |
| Acquired below-market leases   | \$ | 327,697           | \$ | 318,926              |
| Accumulated amortization of acquired below-market leases   |    | (59,211)          |    | (54,720)             |
|  | \$ | 268,486           | \$ | 264,206              |
| F. Other liabilities consist of the following (dollars in thousands) at:                           |    | March 31,<br>2017 |    | December 31,<br>2016 |
| Rent received in advance and other deferred revenue (1)  | \$ | 110,468           | \$ | 74,098               |
| Security deposits  |    | 6,516             |    | 6,502                |
| Capital lease obligations  |    | 5,094             |    | 5,016                |
|  | \$ | 122,078           | \$ | 85,616               |

(1) In connection with Diageo's sale of its wine business to Treasury Wine Estates, we agreed to release Diageo from its guarantee of our leases in exchange for Diageo's payment of \$75 million of additional rent to us. The additional rent was paid in two equal installments, one of which was received in August 2016 for \$37.5 million and was recorded as prepaid rent. The final payment of \$37.5 million was received in January 2017, at which time Treasury Wine Estates became the guarantor of our leases on those properties. We have accounted for this transaction as a lease modification and the additional rent will be recognized on a straight-line basis over the remaining lease terms of approximately 15 years.

#### 4. Investments in Real Estate

We acquire land, buildings and improvements necessary for the successful operations of commercial tenants.

##### A. Acquisitions During the First Three Months of 2017 and 2016

During the first three months of 2017, we invested \$370.7 million in 60 new properties and properties under development or expansion with an initial weighted average contractual lease rate of 6.1%. The 60 new properties and properties under development or expansion are located in 18 states, will contain approximately 1.5 million leasable square feet, and are 100% leased with a weighted average lease term of 16.4 years. The tenants occupying the new properties operate in 13 industries and the property types consist of 98.7% retail and 1.3% industrial, based on rental revenue. None of our investments during 2017 caused any one tenant to be 10% or more of our total assets at March 31, 2017.

The \$370.7 million invested during the first three months of 2017 was allocated as follows: \$108.7 million to land, \$209.5 million to buildings and improvements, \$53.9 million to intangible assets related to leases, and \$1.4 million to intangible liabilities related to leases and other assumed liabilities. There was no contingent consideration associated with these acquisitions.

The properties acquired during the first three months of 2017 generated total revenues of \$688,000 and net income of \$217,000.

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Of the \$370.7 million we invested during the first three months of 2017, \$365.7 million of the purchase price allocation is based on a preliminary measurement of fair value and is subject to change. Additionally, \$351.6 million invested in the fourth quarter of 2016 is based on a preliminary measurement of fair value and is subject to change. The allocation for these properties represents our current best estimate of fair value, and we expect to finalize the valuations and complete the purchase price allocations in 2017. During the first three months of 2017, we finalized the purchase price allocations for \$417.9 million invested in the fourth quarter of 2016. There were no material changes to our consolidated balance sheets or income statements as a result of these purchase price allocations being finalized.

In comparison, during the first three months of 2016, we invested \$352.6 million in 103 new properties and properties under development or expansion with an initial weighted average contractual lease rate of 6.6%. The 103 new properties and properties under development or expansion are located in 31 states, contain approximately 1.7 million leasable square feet, and are 100% leased with a weighted average lease term of 15.8 years. The tenants occupying the new properties operate in 18 industries and the property types consisted of 85.7% retail and 14.3% industrial, based on rental revenue.

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The \$352.6 million invested during the first three months of 2016 was allocated as follows: \$102.2 million to land, \$243.1 million to buildings and improvements, \$10.0 million to intangible assets related to leases, and \$2.0 million to intangible liabilities related to leases and other assumed liabilities. We also recorded mortgage premiums of \$692,000. There was no contingent consideration associated with these acquisitions.

The properties acquired during the first three months of 2016 generated total revenues of \$1.1 million and net income of \$408,000 for the three months ended March 31, 2016.

The estimated initial weighted average contractual lease rate for a property is generally computed as estimated contractual net operating income, which, in the case of a net leased property, is equal to the aggregate base rent for the first full year of each lease, divided by the total cost of the property. Since it is possible that a tenant could default on the payment of contractual rent, we cannot provide assurance that the actual return on the funds invested will remain at the percentages listed above.

In the case of a property under development or expansion, the contractual lease rate is generally fixed such that rent varies based on the actual total investment in order to provide a fixed rate of return. When the lease does not provide for a fixed rate of return on a property under development or expansion, the estimated initial weighted average contractual lease rate is computed as follows: estimated net operating income (determined by the lease) for the first full year of each lease, divided by our projected total investment in the property, including land, construction and capitalized interest costs. Of the \$370.7 million we invested during the first three months of 2017, \$5.0 million was invested in nine properties under development or expansion with an estimated initial weighted average contractual lease rate of 7.7%. Of the \$352.6 million we invested during the first three months of 2016, \$52.1 million was invested in 23 properties under development or expansion with an estimated initial weighted average contractual lease rate of 6.8%.

**B. *Acquisition Transaction Costs***

Acquisition transaction costs of \$131,000 and \$24,000 were recorded to general and administrative expense on our consolidated statements of income during the first three months of 2017 and 2016, respectively.

**C. *Investments in Existing Properties***

During the first three months of 2017, we capitalized costs of \$3.4 million on existing properties in our portfolio, consisting of \$410,000 for re-leasing costs, \$341,000 for recurring capital expenditures and \$2.6 million for non-recurring building improvements. In comparison, during the first three months of 2016, we capitalized costs of \$1.3 million on existing properties in our portfolio, consisting of \$191,000 for re-leasing costs, \$72,000 for recurring capital expenditures and \$1.0 million for non-recurring building improvements.

**D. *Properties with Existing Leases***

Of the \$370.7 million we invested during the first three months of 2017, approximately \$321.7 million was used to acquire 35 properties with existing leases. In comparison, of the \$352.6 million we invested during the first three months of 2016,

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approximately \$26.8 million was used to acquire four properties with existing leases. The value of the in-place and above-market leases is recorded to acquired lease intangible assets, net on our consolidated balance sheets, and the value of the below-market leases is recorded to acquired lease intangible liabilities, net on our consolidated balance sheets.

The values of the in-place leases are amortized as depreciation and amortization expense. The amounts amortized to expense for all of our in-place leases, for the first three months of 2017 and 2016 were \$24.8 million and \$22.6 million, respectively.

The values of the above-market and below-market leases are amortized over the term of the respective leases, including any bargain renewal options, as an adjustment to rental revenue on our consolidated statements of income. The amounts amortized as a net decrease to rental revenue for capitalized above-market and below-market leases for the first three months of 2017 and 2016 were \$2.4 million and \$2.1 million, respectively. If a lease was to be terminated prior to its stated expiration, all unamortized amounts relating to that lease would be recorded to revenue or expense, as appropriate.



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The following table presents the estimated impact during the next five years and thereafter related to the amortization of the acquired above-market and below-market lease intangibles and the amortization of the in-place lease intangibles at March 31, 2017 (in thousands):

|            |    | <b>Net increase<br/>(decrease) to<br/>rental revenue</b> |    | <b>Increase to<br/>amortization<br/>expense</b> |
|------------|----|--|----|---|
| 2017       | \$ | (7,724)  | \$ | 75,038  |
| 2018       |    | (10,063)   |    | 97,739  |
| 2019       |    | (9,084)  |    | 87,481  |
| 2020       |    | (8,315)  |    | 81,997  |
| 2021       |    | (7,038)  |    | 73,768  |
| Thereafter |    | 30,813   |    | 412,176   |
| Totals     | \$ | (11,411)   | \$ | 828,199   |

## 5. Credit Facility

In June 2015, we entered into a \$2.0 billion unsecured revolving credit facility, or our credit facility, which replaced our \$1.5 billion credit facility that was scheduled to expire in May 2016. The initial term of our credit facility expires in June 2019 and includes, at our option, two six-month extensions. Our credit facility has a \$1.0 billion accordion expansion option. Under our credit facility, our investment grade credit ratings as of March 31, 2017 provide for financing at the London Interbank Offered Rate, commonly referred to as LIBOR, plus 0.90% with a facility commitment fee of 0.15%, for all-in drawn pricing of 1.05% over LIBOR. The borrowing rate is subject to an interest rate floor and may change if our investment grade credit ratings change. We also have other interest rate options available to us under our credit facility. Our credit facility is unsecured and, accordingly, we have not pledged any assets as collateral for this obligation.

At March 31, 2017, credit facility origination costs of \$6.6 million are included in other assets, net on our consolidated balance sheet. These costs are being amortized over the remaining term of our credit facility.

At March 31, 2017, we had a borrowing capacity of \$2.0 billion available on our credit facility (subject to customary conditions to borrowing) and no outstanding balance, as compared to an outstanding balance of \$1.12 billion at December 31, 2016.

The weighted average interest rate on outstanding borrowings under our credit facility was 1.7% during the first three months of 2017 and 1.5% during the first three months of 2016. Our credit facility is subject to various leverage and interest coverage ratio limitations, and at March 31, 2017, we were in compliance with the covenants on our credit facility.

## 6. Term Loans

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In June 2015, in conjunction with entering into our credit facility, we entered into a \$250 million senior unsecured term loan maturing on June 30, 2020. Borrowing under this term loan bears interest at the current one-month LIBOR, plus 0.95%. In conjunction with this term loan, we also entered into an interest rate swap which effectively fixes our per annum interest rate on this term loan at 2.67%.

In January 2013, in conjunction with our acquisition of American Realty Capital Trust, Inc., or ARCT, we entered into a \$70 million senior unsecured term loan maturing January 2018. Borrowing under this term loan bears interest at the current one-month LIBOR, plus 1.20%. In conjunction with this term loan, we also entered into an interest rate swap which effectively fixes our per annum interest rate on this term loan at 2.15%.

Deferred financing costs of \$1.2 million incurred in conjunction with the \$250 million term loan and \$303,000 incurred in conjunction with the \$70 million term loan are being amortized over the remaining terms of each respective term loan. The net balance of these deferred financing costs, which was \$800,000 at March 31, 2017, and \$873,000 at December 31, 2016, is included within term loans, net on our consolidated balance sheets.

Table of Contents**7. Mortgages Payable**

During the first three months of 2017, we made \$2.1 million in principal payments. No mortgages were assumed during the first three months of 2017.

During the first three months of 2016, we made \$164.3 million in principal payments, including the repayment of seven mortgages in full for \$146.7 million. Additionally, we assumed mortgages totaling \$32.5 million, excluding net premiums. During the first three months of 2016, aggregate net premiums totaling \$692,000 were recorded upon the assumption of a mortgage with an above-market interest rate. Amortization of our net premiums is recorded as a reduction to interest expense over the remaining term of the respective mortgages, using a method that approximates the effective-interest method.

Our mortgages contain customary covenants, such as limiting our ability to further mortgage each applicable property or to discontinue insurance coverage without the prior consent of the lender. At March 31, 2017, we remain in compliance with these covenants.

The balance of our deferred financing costs, which are classified as part of mortgages payable, net, on our consolidated balance sheets, was \$286,000 at March 31, 2017 and \$324,000 at December 31, 2016. These costs are being amortized over the remaining term of each mortgage.

The following is a summary of all our mortgages payable as of March 31, 2017 and December 31, 2016, respectively (dollars in thousands):

| As Of    | Number of Properties(1) | Weighted Average Stated Interest Rate(2) | Weighted Average Effective Interest Rate(3) | Weighted Average Remaining Years Until Maturity | Remaining Principal Balance | Unamortized Premium and Deferred Finance Costs Balance, net | Mortgage Payable Balance |
|----------|-------------------------|--|---|---|-----------------------------|---|--------------------------|
| 3/31/17  | 127                     | 4.9%                                     | 4.3%  | 3.7   | \$ 457,888                  | \$ 5,444  | \$ 463,332               |
| 12/31/16 | 127                     | 4.9%                                     | 4.3%  | 4.0   | \$ 460,008                  | \$ 6,037  | \$ 466,045               |

(1) At March 31, 2017 and December 31, 2016, there were 36 mortgages on 127 properties. The mortgages require monthly payments with principal payments due at maturity. The mortgages are at fixed interest rates, except for six mortgages on 15 properties totaling \$74.0 million at March 31, 2017 and December 31, 2016, including net unamortized discounts. After factoring in arrangements which limit our exposure to interest rate risk and effectively fix our per annum interest rates, our mortgage debt subject to variable rates totals \$38.2 million at March 31, 2017 and December 31, 2016.

(2) Stated interest rates ranged from 2.6% to 6.9% at March 31, 2017, while stated interest rates ranged from 2.4% to 6.9% at December 31, 2016.

(3) Effective interest rates ranged from 2.8% to 8.7% at March 31, 2017, while effective interest rates ranged from 2.5% to 8.8% at December 31, 2016.

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The following table summarizes the maturity of mortgages payable, excluding net premiums of \$5.7 million and deferred finance costs of \$286,000, as of March 31, 2017 (dollars in millions):

| <b>Year of Maturity</b> |    | <b>Principal</b> |
|-------------------------|----|------------------|
| 2017                    | \$ | 101.1            |
| 2018                    |    | 21.9             |
| 2019                    |    | 42.3             |
| 2020                    |    | 82.4             |
| 2021                    |    | 66.9             |
| Thereafter              |    | 143.3            |
| Totals                  | \$ | 457.9            |

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Table of Contents**8. Notes Payable***A. General*

Our senior unsecured notes and bonds consist of the following, sorted by maturity date (dollars in millions):

|   | March 31,<br>2017 | December 31,<br>2016 |
|---|-------------------|----------------------|
| 5.375% notes, issued in September 2005 and due in September 2017  | 175               | 175                  |
| 2.000% notes, issued in October 2012 and due in January 2018  | 350               | 350                  |
| 6.750% notes, issued in September 2007 and due in August 2019   | 550               | 550                  |
| 5.750% notes, issued in June 2010 and due in January 2021   | 250               | 250                  |
| 3.250% notes, issued in October 2012 and due in October 2022  | 450               | 450                  |
| 4.650% notes, issued in July 2013 and due in August 2023  | 750               | 750                  |
| 3.875% notes, issued in June 2014 and due in July 2024  | 350               | 350                  |
| 4.125% notes, \$250 issued in September 2014 and \$400 issued in March 2017, all of which are due in October 2026 | 650               | 250                  |
| 3.000% notes, issued in October 2016 and due in January 2027  | 600               | 600                  |
| 5.875% bonds, \$100 issued in March 2005 and \$150 issued in June 2011, all of which are due in March 2035        | 250               | 250                  |
| 4.650% notes, issued in March 2017 and due in March 2047  | 300               | -                    |
| Total principal amount  | 4,675             | 3,975                |
| Unamortized original issuance discounts and deferred financing costs  | (34)              | (41)                 |
|   | \$ 4,641          | \$ 3,934             |

The following table summarizes the maturity of our notes and bonds payable as of March 31, 2017, excluding unamortized original issuance discounts and deferred financing costs (dollars in millions):

| <b>Year of Maturity</b> | <b>Principal</b> |
|-------------------------|------------------|
| 2017                    | \$ 175           |
| 2018                    | 350              |
| 2019                    | 550              |
| 2020                    | -                |
| 2021                    | 250              |
| Thereafter              | 3,350            |
| Totals                  | \$ 4,675         |

As of March 31, 2017, the weighted average interest rate on our notes and bonds payable was 4.4% and the weighted average remaining years until maturity was 8.1 years.

*B. Note Issuances*

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In March 2017, we issued \$300 million of 4.650% senior unsecured notes due 2047, or the 2047 Notes, and \$400 million of 4.125% senior unsecured notes due 2026, or the 2026 Notes. The public offering price for the 2047 Notes was 99.97% of the principal amount for an effective yield to maturity of 4.65%. The public offering price for the 2026 Notes was 102.98% of the principal amount for an effective yield to maturity of 3.75%. The 2026 Notes constituted a further issuance of, and formed a single series with, the \$250 million aggregate principal amount of senior notes due 2026, issued in September 2014. The net proceeds of approximately \$705.2 million from the offerings were used to repay borrowings outstanding under our credit facility to fund investment opportunities, and for other general corporate purposes.

### **9. Redemption of Preferred Stock**

In March 2017, we issued an irrevocable notice of redemption for all 16,350,000 shares of our 6.625% Monthly Income Class F Preferred Stock for \$25 per share, plus accrued dividends. The redemption occurred in April 2017. The issuance of the redemption notice prior to the end of the quarter required us to reclassify \$408.8 million of preferred stock from stockholders' equity to liabilities on our consolidated balance sheet at March 31, 2017. These shares subject to mandatory redemption are presented at fair value. We incurred a charge of \$13.4 million, representing the Class F preferred stock original issuance costs that we paid in 2012.

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**10. Equity**

*A. Issuance of Common Stock*

In March 2017, we issued 11,850,000 shares of common stock. After underwriting discounts and other offering costs of \$29.7 million, the net proceeds of \$705.0 million were used to repay borrowings under our credit facility.

*B. Dividend Reinvestment and Stock Purchase Plan*

Our Dividend Reinvestment and Stock Purchase Plan, or the DRSP, provides our common stockholders, as well as new investors, with a convenient and economical method of purchasing our common stock and reinvesting their distributions. Our DRSP also allows our current stockholders to buy additional shares of common stock by reinvesting all or a portion of their distributions. The DRSP authorizes up to 26,000,000 common shares to be issued. During the first three months of 2017, we issued 966,557 shares and raised approximately \$57.0 million under the DRSP. During the first three months of 2016, we issued 61,458 shares and raised approximately \$3.5 million under the DRSP. From the inception of the DRSP through March 31, 2017, we have issued 13,836,446 shares and raised approximately \$650.2 million.

Our DRSP includes a waiver approval process, allowing larger investors or institutions, per a formal approval process, to purchase shares at a small discount, if approved by us. During the first three months of 2017, we issued 927,695 shares and raised \$54.7 million under the waiver approval process. We did not issue shares under the waiver approval process during the first three months of 2016.

*C. At-the-Market (ATM) Program*

Through our at-the-market equity distribution program, or our ATM program, we can offer and sell up to 12,000,000 shares of common stock. The shares of common stock may be sold to, or through, a consortium of banks acting as our sales agents either by means of ordinary brokers transactions on the NYSE at prevailing market prices or at negotiated prices. We did not issue any shares under the ATM program during the first three months of 2017. During the first three months of 2016, we issued 500,000 shares and raised approximately \$30.5 million under the ATM program. From the inception of our ATM program through March 31, 2017, we have issued 3,493,441 shares and raised \$203.1 million.

**11. Noncontrolling Interests**

In January 2013, we completed our acquisition of ARCT. Equity issued as consideration for this transaction included common and preferred partnership units issued by Tau Operating Partnership, L.P., or Tau Operating Partnership, the consolidated subsidiary which owns properties acquired through the ARCT acquisition. We and our subsidiaries hold a 99.4% interest in Tau Operating Partnership, and consolidate the entity.

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In June 2013, we completed the acquisition of a portfolio of properties by issuing common partnership units in Realty Income, L.P. The units were issued as consideration for the acquisition. At March 31, 2017, the remaining units from this issuance represent a 0.4% ownership in Realty Income, L.P. We hold the remaining 99.6% interests in this entity and consolidate the entity.

Neither of the common partnership units have voting rights. Both common partnership units are entitled to monthly distributions equal to the amount paid to common stockholders of Realty Income, and are redeemable in cash or Realty Income common stock, at our option, and at a conversion ratio of one to one, subject to certain exceptions. Noncontrolling interests with redemption provisions that permit the issuer to settle in either cash or common stock, at the option of the issuer, were evaluated to determine whether temporary or permanent equity classification on the balance sheet was appropriate. We determined that the units meet the requirements to qualify for presentation as permanent equity.

In 2016, we completed the acquisition of two properties by acquiring a controlling interest in two separate joint ventures. We are the managing member of each of these joint ventures, and possess the ability to control the business and manage the affairs of these entities. At March 31, 2017, we and our subsidiaries held 92.4% and 74% interests, respectively, and fully consolidated these entities in our consolidated financial statements.



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The following table represents the change in the carrying value of all noncontrolling interests through March 31, 2017 (dollars in thousands):

|                                     |    | <b>Tau Operating<br/>Partnership units(1)</b> |    | <b>Realty Income, L.P.<br/>units(2)</b> |    | <b>Other<br/>Noncontrolling<br/>Interests</b> |    | <b>Total</b> |
|-------------------------------------|----|---|----|---|----|---|----|--------------|
| Carrying value at December 31, 2016 | \$ | 13,405  | \$ | 2,216                                   | \$ | 4,628   | \$ | 20,249       |
| Distributions                       |    | (200)   |    | (56)                                    |    | (378)   |    | (634)        |
| Allocation of net income            |    | 65  |    | 64                                      |    | 36  |    | 165          |
| Carrying value at March 31, 2017    | \$ | 13,270  | \$ | 2,224                                   |    | 4,286   | \$ | 19,780       |

(1) 317,022 Tau Operating Partnership units were issued on January 22, 2013 and remained outstanding as of March 31, 2017 and December 31, 2016.

(2) 534,546 Realty Income, L.P. units were issued on June 27, 2013, and 88,182 remain outstanding as of March 31, 2017 and December 31, 2016.

During the first quarter of 2016, we adopted ASU 2015-02, which amends Topic 810, *Consolidation*. This ASU amended the criteria used to evaluate whether an entity is a variable interest entity, or VIE, resulting in the conclusion that all limited partnerships are considered VIEs, unless substantive kick-out rights or participating rights exist. Accordingly, we determined that both Tau Operating Partnership and Realty Income, L.P. are VIEs. We have also concluded that we are the primary beneficiary of these VIEs, based on our controlling financial interests. We evaluated the minority unitholder rights noting that they do not hold substantive kick-out rights or participating rights. These conclusions did not result in changes to our historical accounting for these partnerships. Below is a summary of selected financial data of consolidated VIEs, including the joint ventures acquired during 2016, for which we are the primary beneficiary included in the consolidated balance sheets at March 31, 2017 and December 31, 2016 (in thousands):

|                   |    | <b>March 31, 2017</b> |    | <b>December 31, 2016</b> |
|-------------------|----|-----------------------|----|--------------------------|
| Net real estate   | \$ | 2,996,473             | \$ | 3,040,903                |
| Total assets      |    | 3,464,114             |    | 3,499,481                |
| Total debt        |    | 250,002               |    | 251,047                  |
| Total liabilities |    | 355,600               |    | 364,797                  |

## 12. Fair Value of Financial Instruments

Fair value is defined as the price that would be received from the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The disclosure for assets and liabilities measured at fair value requires allocation to a three-level valuation hierarchy. This valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. Categorization within this hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

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We believe that the carrying values reflected in our consolidated balance sheets reasonably approximate the fair values for cash and cash equivalents, accounts receivable, escrow deposits, loans receivable, line of credit payable, term loans and all other liabilities, due to their short-term nature or interest rates and terms that are consistent with market, except for our notes receivable issued in connection with property sales, mortgages payable and our senior notes and bonds payable, which are disclosed as follows (dollars in millions):

| <b>At March 31, 2017</b>                                       |    | <b>Carrying value per<br/>balance sheet</b> |    | <b>Estimated fair<br/>value</b> |
|--|----|---|----|---------------------------------|
| Notes receivable issued in connection with property sales      | \$ | 5.4   | \$ | 5.5                             |
| Mortgages payable assumed in connection with acquisitions, net |    | 463.3                                       |    | 465.9                           |
| Notes and bonds payable, net                                   |    | 4,641.1                                     |    | 4,845.8                         |
| <br>   |    |   |    |                                 |
| <b>At December 31, 2016</b>                                    |    | <b>Carrying value per<br/>balance sheet</b> |    | <b>Estimated fair<br/>value</b> |
| Notes receivable issued in connection with property sales      | \$ | 5.4   | \$ | 5.5                             |
| Mortgages payable assumed in connection with acquisitions, net |    | 466.0                                       |    | 468.7                           |
| Notes and bonds payable, net                                   |    | 3,934.4                                     |    | 4,143.3                         |

The estimated fair values of our notes receivable issued in connection with property sales and our mortgages payable have been calculated by discounting the future cash flows using an interest rate based upon the relevant Treasury yield curve, plus an applicable credit-adjusted spread. Because this methodology includes unobservable inputs that reflect our own internal assumptions and calculations, the measurement of estimated fair values related to our notes receivable and mortgages payable is categorized as level three on the three-level valuation hierarchy.

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The estimated fair values of our senior notes and bonds payable are based upon indicative market prices and recent trading activity of our senior notes and bonds payable. Because this methodology includes inputs that are less observable by the public and are not necessarily reflected in active markets, the measurement of the estimated fair values, related to our notes and bonds payable, is categorized as level two on the three-level valuation hierarchy.

We record interest rate swaps on the consolidated balance sheet at fair value. At March 31, 2017, interest rate swaps in a liability position valued at \$1.0 million were included in accounts payable and accrued expenses and interest rate swaps in an asset position valued at \$210,000 were included in other assets, net on the consolidated balance sheet. The fair value of our interest rate swaps are based on valuation techniques including discounted cash flow analysis on the expected cash flows of each swap, using both observable and unobservable market-based inputs, including interest rate curves. Because this methodology uses observable and unobservable inputs, and the unobservable inputs are not significant to the fair value measurement, the measurement of interest rate swaps is categorized as level two on the three-level valuation hierarchy.

**13. Gain on Sales of Real Estate**

During the first three months of 2017, we sold 14 properties for \$31.2 million, which resulted in a gain of \$10.5 million. During the first three months of 2016, we sold 11 properties for \$11.0 million, which resulted in a gain of \$2.3 million.

**14. Impairments**

We review long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. A provision is made for impairment if estimated future operating cash flows (undiscounted and without interest charges) plus estimated disposition proceeds (undiscounted) are less than the current book value of the property. Key factors that we utilize in this analysis include projected rental rates, estimated holding periods, historical sales and releases, capital expenditures and property sales capitalization rates. If a property is classified as held for sale, it is carried at the lower of carrying cost or estimated fair value, less estimated cost to sell, and depreciation of the property ceases.

For the first three months of 2017, we recorded total provisions for impairment of \$5.4 million on five properties classified as held for sale, three properties classified as held for investment, and one sold property in a total of five industries. For the first three months of 2016, we recorded total provisions for impairment of \$1.9 million on eight sold properties in a total of seven industries.

**15. Distributions Paid and Payable**

A. *Common Stock*

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We pay monthly distributions to our common stockholders. The following is a summary of monthly distributions paid per common share for the first three months of 2017 and 2016:

| <b>Month</b> |    | <b>2017</b> |    | <b>2016</b> |
|--------------|----|-------------|----|-------------|
| January      | \$ | 0.2025      | \$ | 0.1910      |
| February     |    | 0.2105      |    | 0.1985      |
| March        |    | 0.2105      |    | 0.1985      |
| Total        | \$ | 0.6235      | \$ | 0.5880      |

At March 31, 2017, a distribution of \$0.211 per common share was payable and was paid in April 2017.

Table of Contents**B. Class F Preferred Stock**

Prior to the notice of redemption of the Class F preferred stock in March 2017, dividends of \$0.101215 per share were paid monthly in arrears on the Class F preferred stock. During each of the first three months of 2017 and 2016, we paid three monthly dividends to holders of our Class F preferred stock totaling \$0.414063 per share, or \$3.9 million, and \$6.8 million, respectively, and at March 31, 2017, a final monthly dividend of \$0.101215 per share was payable and was paid in April 2017. As discussed in note 9, during April 2017 we redeemed all 16,350,000 shares for \$25 per share, plus accrued dividends. Dividends that accrued subsequent to the March 2017 notice of redemption date for the Class F preferred stock were recorded to interest expense.

**16. Net Income per Common Share**

Basic net income per common share is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding during each period. Diluted net income per common share is computed by dividing net income available to common stockholders, plus income attributable to dilutive shares and convertible common units, for the period by the weighted average number of common shares that would have been outstanding assuming the issuance of common shares for all potentially dilutive common shares outstanding during the reporting period.

The following is a reconciliation of the denominator of the basic net income per common share computation to the denominator of the diluted net income per common share computation.

|  | <b>Three months ended<br/>March 31,</b> |             |
|--|---|-------------|
|  | <b>2017</b>                             | <b>2016</b> |
| Weighted average shares used for the basic net income per share computation                    | 263,340,491                             | 250,173,815 |
| Incremental shares from share-based compensation   | 276,791                                 | 207,186     |
| Weighted average partnership common units convertible to common shares that were dilutive      | 317,022                                 | 317,022     |
| Weighted average shares used for diluted net income per share computation                      | 263,934,304                             | 250,698,023 |
| Unvested shares from share-based compensation that were anti-dilutive                          | 58,887                                  | 400         |
| Weighted average partnership common units convertible to common shares that were anti-dilutive | 88,182                                  | 330,045     |

**17. Supplemental Disclosures of Cash Flow Information**

Cash paid for interest was \$75.6 million in the first three months of 2017 and \$84.1 million in the first three months of 2016.

Interest capitalized to properties under development was \$190,000 in the first three months of 2017 and \$126,000 the first three months of 2016.

Cash paid for income taxes was \$2.5 million in the first three months of 2017 and \$1.6 million the first three months of 2016.

The following non-cash activities are included in the accompanying consolidated financial statements:

A. During the first three months of 2017, we removed the net book value of two damaged buildings from our consolidated balance sheet, and recorded net receivables of \$10.6 million in anticipation of receiving insurance proceeds for these properties.

B. During the first three months of 2016, we assumed mortgages payable to third-party lenders of \$32.5 million, and recorded \$692,000 of net premiums.

## 18. Segment Information

We evaluate performance and make resource allocation decisions on an industry by industry basis. For financial reporting purposes, we have grouped our tenants into 47 activity segments. All of the properties are incorporated into one of the applicable segments. Because almost all of our leases require the tenant to pay operating expenses, rental revenue is the only component of segment profit and loss we measure.

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The following tables set forth certain information regarding the properties owned by us, classified according to the business of the respective tenants (dollars in thousands):

| <b>Assets, as of:</b>            | <b>March 31,<br/>2017</b> | <b>December 31,<br/>2016</b> |
|----------------------------------|---------------------------|------------------------------|
| Segment net real estate:         |                           |                              |
| Apparel                          | \$ 173,999                | \$ 175,418                   |
| Automotive service               | 205,607                   | 152,220                      |
| Automotive tire services         | 251,650                   | 238,151                      |
| Beverages                        | 292,377                   | 293,447                      |
| Child care                       | 48,604                    | 49,584                       |
| Convenience stores               | 1,041,436                 | 1,050,285                    |
| Dollar stores                    | 1,111,511                 | 1,120,896                    |
| Drug stores                      | 1,529,785                 | 1,541,846                    |
| Financial services               | 403,931                   | 408,228                      |
| General merchandise              | 247,193                   | 248,040                      |
| Grocery stores                   | 679,524                   | 464,359                      |
| Health and fitness               | 807,317                   | 823,697                      |
| Home improvement                 | 309,905                   | 311,459                      |
| Motor vehicle dealerships        | 209,588                   | 197,713                      |
| Restaurants-casual dining        | 499,380                   | 511,863                      |
| Restaurants-quick service        | 571,215                   | 574,532                      |
| Theaters                         | 365,757                   | 370,732                      |
| Transportation services          | 791,483                   | 796,717                      |
| Wholesale club                   | 436,306                   | 439,557                      |
| 28 other non-reportable segments | 2,119,272                 | 2,135,047                    |
| Total segment net real estate    | 12,095,840                | 11,903,791                   |
| Intangible assets:               |                           |                              |
| Apparel                          | 42,704                    | 43,786                       |
| Automotive service               | 36,905                    | 33,160                       |
| Automotive tire services         | 11,115                    | 11,533                       |
| Beverages                        | 2,216                     | 2,280                        |
| Convenience stores               | 14,004                    | 14,372                       |
| Dollar stores                    | 49,853                    | 51,249                       |
| Drug stores                      | 179,784                   | 182,981                      |
| Financial services               | 28,551                    | 29,749                       |
| General merchandise              | 43,975                    | 43,248                       |
| Grocery stores                   | 102,491                   | 65,412                       |
| Health and fitness               | 62,202                    | 63,574                       |
| Home improvement                 | 47,434                    | 49,932                       |
| Motor vehicle dealerships        | 34,412                    | 25,032                       |
| Restaurants-casual dining        | 21,563                    | 22,058                       |
| Restaurants-quick service        | 42,606                    | 43,356                       |
| Theaters                         | 12,860                    | 13,822                       |
| Transportation services          | 98,001                    | 101,664                      |
| Wholesale club                   | 31,941                    | 32,723                       |
| Other non-reportable segments    | 245,479                   | 252,389                      |
| Goodwill:                        |                           |                              |
| Automotive service               | 439                       | 440                          |
| Automotive tire services         | 862                       | 862                          |
| Child care                       | 4,945                     | 4,945                        |
| Convenience stores               | 2,004                     | 2,008                        |

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|                               |              |               |
|-------------------------------|--------------|---------------|
| Restaurants-casual dining     | 2,094        | 2,107         |
| Restaurants-quick service     | 1,068        | 1,068         |
| Other non-reportable segments | 3,624        | 3,637         |
| Other corporate assets        | 203,214      | 151,693       |
| Total assets                  | \$13,422,186 | \$ 13,152,871 |

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| <b>Revenue for the three months ended March 31,</b> | <b>2017</b> | <b>2016</b> |
|---|-------------|-------------|
| Segment rental revenue:                             |             |             |
| Apparel   | \$ 4,966    | \$ 4,875    |
| Automotive service                                  | 5,543       | 4,677       |
| Automotive tire services                            | 7,159       | 7,264       |
| Beverages   | 7,758       | 6,404       |
| Child care  | 5,487       | 5,092       |
| Convenience stores                                  | 28,303      | 22,864      |
| Dollar stores                                       | 22,752      | 22,595      |
| Drug stores   | 31,631      | 28,421      |
| Financial services                                  | 7,159       | 4,313       |
| General merchandise                                 | 5,361       | 4,259       |
| Grocery stores                                      | 10,162      | 7,645       |
| Health and fitness                                  | 21,605      | 21,304      |
| Home improvement                                    | 6,919       | 6,054       |
| Motor vehicle dealerships                           | 6,736       | 4,214       |
| Restaurants-casual dining                           | 10,890      | 9,835       |
| Restaurants-quick service                           | 14,336      | 12,794      |
| Theaters  | 13,344      | 13,449      |
| Transportation services                             | 15,388      | 13,091      |
| Wholesale club                                      | 9,413       | 9,370       |
| 28 other non-reportable segments                    | 50,909      | 48,281      |
| Total rental revenue                                | 285,821     | 256,801     |
| Tenant reimbursements                               | 11,229      | 9,105       |
| Other revenue                                       | 975         | 1,210       |
| Total revenue                                       | \$ 298,025  | \$ 267,116  |

**19. Common Stock Incentive Plan**

In 2012, our Board of Directors adopted and stockholders approved the Realty Income Corporation 2012 Incentive Award Plan, or the 2012 Plan, to enable us to motivate, attract and retain the services of directors and employees considered essential to our long-term success. The 2012 Plan offers our directors and employees an opportunity to own our stock or rights that will reflect our growth, development and financial success. Under the terms of the 2012 plan, the aggregate number of shares of our common stock subject to options, restricted stock, stock appreciation rights, restricted stock units and other awards, will be no more than 3,985,734 shares. The 2012 Plan has a term of ten years from the date it was adopted by our Board of Directors.

The amount of share-based compensation costs recognized in general and administrative expense on our consolidated statements of income was \$2.8 million during the first three months of 2017 and \$2.6 million during the first three months of 2016.

**A. Restricted Stock**

During the first three months of 2017, we granted 114,118 shares of common stock under the 2012 Plan. 72,626 of these shares vest over a four-year service period, and the remaining 41,492 shares vest over a five-year service period.

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As of March 31, 2017, the remaining unamortized share-based compensation expense related to restricted stock totaled \$23.8 million, which is being amortized on a straight-line basis over the service period of each applicable award. The amount of share-based compensation is based on the fair value of the stock at the grant date. We define the grant date as the date the recipient and Realty Income have a mutual understanding of the key terms and condition of the award, and the recipient of the grant begins to benefit from, or be adversely affected by, subsequent changes in the price of the shares.

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*B. Performance Shares and Restricted Stock Units*

During the first three months of 2017, we granted 111,637 performance shares, as well as dividend equivalent rights, to our executive officers. The performance shares are earned based on our TSR performance relative to select industry indices and peer groups as well as achievement of certain operating metrics, and vest 50% on the first and second January 1 after the end of the three year performance period, subject to continued service.

During the first three months of 2017, we also granted 10,191 restricted stock units of which 6,161 vest over a four-year service period, and the remaining 4,030 vest over a five-year service period. These restricted stock units have the same economic rights as shares of restricted stock.

As of March 31, 2017, the remaining share-based compensation expense related to the performance shares and restricted stock units totaled \$12.5 million. The fair value of the performance share was estimated on the date of grant using a Monte Carlo Simulation model. The performance shares are being recognized on a tranche-by-tranche basis over the service period. The amount of share-based compensation for the restricted stock units is based on the fair value of our common stock at the grant date. The restricted stock units are being recognized on a straight-line basis over the service period.

**20. Commitments and Contingencies**

In the ordinary course of business, we are party to various legal actions which we believe are routine in nature and incidental to the operation of our business. We believe that the outcome of the proceedings will not have a material adverse effect upon our consolidated financial position or results of operations.

At March 31, 2017, we had commitments of \$5.0 million for re-leasing costs, recurring capital expenditures, and non-recurring building improvements. In addition, as of March 31, 2017, we had committed \$67.1 million under construction contracts, which is expected to be paid in the next twelve months.

**21. Subsequent Events**

In April 2017, we declared a dividend of \$0.211 per share to our common stockholders, which will be paid in May 2017.

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

**FORWARD-LOOKING STATEMENTS**

This Quarterly Report on Form 10-Q, including the documents incorporated by reference, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act of 1934, as amended. When used in this quarterly report, the words estimated, anticipated, expect, believe, intend and similar expressions are intended to identify forward-looking statements. Forward-looking statements include discussions of strategy, plans, or intentions of management. Forward-looking statements are subject to risks, uncertainties, and assumptions about Realty Income Corporation, including, among other things:

- Our anticipated growth strategies;
- Our intention to acquire additional properties and the timing of these acquisitions;
- Our intention to sell properties and the timing of these property sales;
- Our intention to re-lease vacant properties;
- Anticipated trends in our business, including trends in the market for long-term, net leases of freestanding, single-tenant properties; and
- Future expenditures for development projects.

Future events and actual results, financial and otherwise, may differ materially from the results discussed in the forward-looking statements. In particular, some of the factors that could cause actual results to differ materially are:

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- Our continued qualification as a real estate investment trust;
- General business and economic conditions;
- Competition;
- Fluctuating interest rates;
- Access to debt and equity capital markets;
- Continued volatility and uncertainty in the credit markets and broader financial markets;
- Other risks inherent in the real estate business including tenant defaults, potential liability relating to environmental matters, illiquidity of real estate investments, and potential damages from natural disasters;
- Impairments in the value of our real estate assets;
- Changes in the tax laws of the United States of America;
- The outcome of any legal proceedings to which we are a party or which may occur in the future;  
and
- Acts of terrorism and war.

Additional factors that may cause risks and uncertainties include those discussed in the sections entitled Business , Risk Factors and Management s Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K, for the fiscal year ended December 31, 2016.

Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date that this quarterly report was filed with the Securities and Exchange Commission, or SEC. While forward-looking statements reflect our good faith beliefs, they are not guarantees of future performance. We undertake no obligation to publicly release the results of any revisions to these forward-looking statements that may be made to reflect events or circumstances after the date of this quarterly report or to reflect the occurrence of unanticipated events. In light of these risks and uncertainties, the forward-looking events discussed in this quarterly report might not occur.

**THE COMPANY**

Realty Income, The Monthly Dividend Company®, is an S&P 500 company dedicated to providing stockholders with dependable monthly dividends that increase over time. The company is structured as a real estate investment trust, or REIT, requiring it annually to distribute at least 90% of its taxable income (excluding net

capital gains) in the form of dividends to its stockholders. The monthly dividends are supported by the cash flow generated from real estate owned under long-term, net lease agreements with regional and national commercial tenants. The company has in-house acquisition, portfolio management, asset management, real estate research, credit research, legal, finance and accounting, information technology, and capital markets capabilities.

Realty Income was founded in 1969, and listed on the New York Stock Exchange (NYSE: O) in 1994. Over the past 48 years, Realty Income has been acquiring and managing freestanding commercial properties that generate rental revenue under long-term net lease agreements. The company is a member of the S&P High Yield Dividend Aristocrats® index for having increased its dividend every year for more than 20 consecutive years.

At March 31, 2017, we owned a diversified portfolio:

- Of 4,980 properties;
- With an occupancy rate of 98.3%, or 4,897 properties leased and 83 properties available for lease;
- Leased to 250 different commercial tenants doing business in 47 separate industries;
- Located in 49 states and Puerto Rico;
- With over 84.0 million square feet of leasable space; and
- With an average leasable space per property of approximately 16,880 square feet; approximately 11,610 square feet per retail property and 221,920 square feet per industrial property.

Of the 4,980 properties in the portfolio, 4,956, or 99.5%, are single-tenant properties, and the remaining are multi-tenant properties. At March 31, 2017, of the 4,956 single-tenant properties, 4,873 were leased with a weighted average remaining lease term (excluding rights to extend a lease at the option of the tenant) of approximately 9.7 years.

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**Investment Philosophy**

We believe that owning an actively managed, diversified portfolio of commercial properties under long-term, net lease agreements produces consistent and predictable income. A net lease typically requires the tenant to be responsible for monthly rent and certain property operating expenses including property taxes, insurance, and maintenance. In addition, tenants of our properties typically pay rent increases based on: (1) increases in the consumer price index (typically subject to ceilings), (2) fixed increases, or (3) additional rent calculated as a percentage of the tenants' gross sales above a specified level. We believe that a portfolio of properties under long-term, net lease agreements generally produces a more predictable income stream than many other types of real estate portfolios, while continuing to offer the potential for growth in rental income.

Diversification is also a key component of our investment philosophy. We believe that diversification of the portfolio by tenant, industry, geography, and, to a certain extent, property type leads to more consistent and predictable income for our stockholders by reducing vulnerability that can come with any single concentration. Our investment activities have led to a diversified property portfolio that, as of March 31, 2017, consisted of 4,980 properties located in 49 states and Puerto Rico, leased to 250 different commercial tenants doing business in 47 industries. Each of the 47 industries represented in our property portfolio individually accounted for no more than 11.1% of our rental revenue for the quarter ended March 31, 2017.

**Investment Strategy**

Our investment strategy is to acquire real estate leased to regional and national tenants. When identifying new properties for investment, we generally focus on acquiring high-quality real estate that tenants consider important to the successful operation of their business. We generally seek to acquire real estate that has the following characteristics:

- Properties that are freestanding, commercially-zoned with a single tenant;
- Properties that are in significant markets or strategic locations critical to generating revenue for regional and national tenants (i.e. they need the property in which they operate in order to conduct their business);
- Properties that we deem to be profitable for the tenants and/or can generally be characterized as important to the successful operations of the company's business;
- Properties that are located within attractive demographic areas relative to the business of our tenants, generally fungible, and have good visibility and easy access to major thoroughfares;
- Properties with real estate valuations that approximate replacement costs;
- Properties with rental or lease payments that approximate market rents; and
- Properties that can be purchased with the simultaneous execution or assumption of long-term, net lease agreements, offering both current income and the potential for future rent increases.

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We seek to invest in industries in which several, well-organized, regional and national tenants are capturing market share through the selection of prime real estate locations supported by superior service, quality control, economies of scale, consumer branding, and advertising. In addition, we frequently acquire large portfolios of single-tenant properties net leased to different tenants operating in a variety of industries. We have an internal team dedicated to sourcing such opportunities, often using our relationships with various tenants, owners/developers, and advisers to uncover and secure transactions. We also undertake thorough research and analysis to identify what we consider to be appropriate property locations, tenants, and industries for investment. This research expertise is instrumental to uncovering net lease opportunities in markets where we believe we can add value.

In selecting potential investments, we look for tenants with the following attributes:

- Tenants with reliable and sustainable cash flow;
- Tenants with revenue and cash flow from multiple sources;
- Tenants that are willing to sign a long-term lease (10 or more years); and
- Tenants that are large owners and users of real estate.

From a retail perspective, our investment strategy is to target tenants that have a service, non-discretionary, and/or low-price-point component to their business. We believe these characteristics better position tenants to operate in a variety of economic conditions and to compete more effectively with internet retailers. As a result of the execution of this strategy, over 90% of our annualized retail rental revenue at March 31, 2017 is derived from tenants with a service, non-discretionary, and/or low price point component to their business. From a non-



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retail perspective, we target industrial properties leased to Fortune 1000, primarily investment grade rated companies. We believe these characteristics enhance the stability of the rental revenue generated from these properties.

After applying this investment strategy, we pursue those transactions where we can achieve an attractive investment spread over our cost of capital and favorable risk-adjusted returns.

**Underwriting Strategy**

In order to be considered for acquisition, properties must meet stringent underwriting requirements. We have established a four-part analysis that examines each potential investment based on:

- The aforementioned overall real estate characteristics, including demographics, replacement cost and comparative rental rates;
- Industry, tenant (including credit profile), and market conditions;
- Store profitability for retail locations if profitability data is available; and
- The importance of the real estate location to the operations of the tenants' business.

We believe the principal financial obligations for most of our tenants typically include their bank and other debt, payment obligations to suppliers, and real estate lease obligations. Because we typically own the land and building in which a tenant conducts its business or which are critical to the tenant's ability to generate revenue, we believe the risk of default on a tenant's lease obligation is less than the tenant's unsecured general obligations. It has been our experience that tenants must retain their profitable and critical locations in order to survive. Therefore, in the event of reorganization, they are less likely to reject a lease of a profitable or critical location because this would terminate their right to use the property.

Thus, as the property owner, we believe that we will fare better than unsecured creditors of the same tenant in the event of reorganization. If a property is rejected by the tenant during reorganization, we own the property and can either lease it to a new tenant or sell the property. In addition, we believe that the risk of default on real estate leases can be further mitigated by monitoring the performance of the tenants' individual locations and considering whether to proactively sell locations that meet our criteria for disposition.

Prior to entering into any transaction, our research department conducts a review of a tenant's credit quality. The information reviewed may include reports and filings, including any public credit ratings, financial statements, debt and equity analyst reports, and reviews of corporate credit spreads, stock prices, market capitalization, and other financial metrics. We conduct additional due diligence, including additional financial reviews of the tenant and a more comprehensive review of the business segment and industry in which the tenant operates. We continue to monitor our tenants' credit quality on an ongoing basis by reviewing the available information previously discussed, and providing summaries of these findings to management. We estimate that approximately 45% of our annualized rental revenue comes from properties leased to investment grade rated companies or their

subsidiaries. At March 31, 2017, our top 20 tenants represent approximately 53% of our annualized revenue and nine of these tenants have investment grade credit ratings or are subsidiaries of investment grade companies.

**Portfolio and Asset Management Strategy**

In addition to pursuing new properties for investment, we seek to increase earnings and distributions to stockholders through active portfolio and asset management.

Generally, our portfolio and asset management efforts seek to achieve:

- Rent increases at the expiration of existing leases, when market conditions permit;
- Optimum exposure to certain tenants, industries, and markets through re-leasing vacant properties and selectively selling properties;
- Maximum asset-level returns on properties that are re-leased or sold;
- Additional value creation from the existing portfolio by enhancing individual properties, pursuing alternative uses, and deriving ancillary revenue; and
- Investment opportunities in new asset classes for the portfolio.

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We continually monitor our portfolio for any changes that could affect the performance of our tenants, our tenants' industries, and the real estate locations in which we have invested. We also regularly analyze our portfolio with a view towards optimizing its returns and enhancing its overall credit quality. Our active portfolio and asset management strategy pursues asset sales when we believe the reinvestment of the sale proceeds will:

- Generate higher returns;
- Enhance the credit quality of our real estate portfolio;
- Extend our average remaining lease term; and/or
- Decrease tenant, industry, or geographic concentration.

At March 31, 2017, we classified 13 properties with a carrying amount of \$11.8 million as held for sale on our balance sheet. For 2017, we intend to continue our active disposition efforts to further enhance our real estate portfolio and anticipate \$75 to \$100 million in property sales. We plan to invest these proceeds into new property acquisitions, if there are attractive opportunities available. However, we cannot guarantee that we will sell properties during the remainder of 2017 at our estimated values or be able to invest the property sale proceeds in new properties.

The active management of the portfolio is an essential component of our long-term strategy of maintaining high occupancy. Since 1970, our occupancy rate at the end of each year has never been below 96%. However, we cannot assure you that our future occupancy levels will continue to equal or exceed 96%.

**Impact of Real Estate and Credit Markets**

In the commercial real estate market, property prices generally continue to fluctuate. Likewise, during certain periods, the U.S. credit markets have experienced significant price volatility, dislocations, and liquidity disruptions, which may impact our access to and cost of capital. We continually monitor the commercial real estate and U.S. credit markets carefully and, if required, will make decisions to adjust our business strategy accordingly.

**RECENT DEVELOPMENTS**

**Increases in Monthly Dividends to Common Stockholders**

We have continued our 48-year policy of paying monthly dividends. In addition, we increased the dividend three times during 2017. As of April 2017, we have paid 78 consecutive quarterly dividend increases and increased the dividend 91 times since our listing on the NYSE in 1994.

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| <b>2017 Dividend increases</b> | <b>Month Declared</b> | <b>Month Paid</b> |    | <b>Dividend per share</b> |    | <b>Increase per share</b> |
|--------------------------------|-----------------------|-------------------|----|---------------------------|----|---------------------------|
| 1st increase                   | Dec 2016              | Jan 2017          | \$ | 0.2025                    | \$ | 0.0005                    |
| 2nd increase                   | Jan 2017              | Feb 2017          | \$ | 0.2105                    | \$ | 0.0080                    |
| 3rd increase                   | Mar 2017              | Apr 2017          | \$ | 0.2110                    | \$ | 0.0005                    |

The dividends paid per share during the first three months of 2017 totaled approximately \$0.624, as compared to approximately \$0.588 during the first three months of 2016, an increase of \$0.036, or 6.1%.

The monthly dividend of \$0.211 per share represents a current annualized dividend of \$2.532 per share, and an annualized dividend yield of approximately 4.3% based on the last reported sale price of our common stock on the NYSE of \$59.53 on March 31, 2017. Although we expect to continue our policy of paying monthly dividends, we cannot guarantee that we will maintain our current level of dividends, that we will continue our pattern of increasing dividends per share, or what our actual dividend yield will be in any future period.

### **Acquisitions During the First Three Months of 2017**

During the first three months of 2017, we invested \$370.7 million in 60 new properties and properties under development or expansion, with an initial weighted average contractual lease rate of 6.1%. The 60 new properties and properties under development or expansion are located in 18 states, will contain approximately 1.5 million leasable square feet, and are 100% leased with a weighted average lease term of 16.4 years. The tenants occupying the new properties operate in 13 industries and the property types are 98.7% retail and 1.3% industrial, based on rental revenue. During the first three months of 2017, none of our real estate investments caused any one tenant to be 10% or more of our total assets at March 31, 2017.

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The estimated initial weighted average contractual lease rate for a property is generally computed as estimated contractual net operating income, which, in the case of a net leased property, is equal to the aggregate base rent for the first full year of each lease, divided by the total cost of the property. Since it is possible that a tenant could default on the payment of contractual rent, we cannot provide assurance that the actual return on the funds invested will remain at the percentages listed above.

In the case of a property under development or expansion, the contractual lease rate is generally fixed such that rent varies based on the actual total investment in order to provide a fixed rate of return. When the lease does not provide for a fixed rate of return on a property under development or expansion, the estimated initial weighted average contractual lease rate is computed as follows: estimated net operating income (determined by the lease) for the first full year of each lease, divided by our projected total investment in the property, including land, construction and capitalized interest costs. Of the \$370.7 million we invested during the first three months of 2017, \$5.0 million was invested in nine properties under development or expansion with an estimated initial weighted average contractual lease rate of 7.7%. We may continue to pursue development or expansion opportunities under similar arrangements in the future.

**Portfolio Discussion**

Leasing Results

At March 31, 2017, we had 83 properties available for lease out of 4,980 properties in our portfolio, which represents a 98.3% occupancy rate based on the number of properties in our portfolio. Since December 31, 2016, when we reported 84 properties available for lease out of 4,944 and a 98.3% occupancy rate, we:

- Had 60 lease expirations (including leases rejected in bankruptcy);
- Re-leased 49 properties; and
- Sold 12 vacant properties.

Of the 49 properties re-leased during the first three months of 2017, 46 properties were re-leased to existing tenants, and three were re-leased to new tenants after a period of vacancy. The annual rent on these 49 leases was \$8,007,000, as compared to the previous rent on these same properties of \$7,731,000, which represents a rent recapture rate of 103.6% on the properties re-leased during the first three months of 2017.

As part of our re-leasing costs, we pay leasing commissions to unrelated, third party real estate brokers consistent with the commercial real estate industry standard, and sometimes provide tenant rent concessions. We do not consider the collective impact of the leasing commissions or tenant rent concessions to be material to our financial position or results of operations.

At March 31, 2017, our average annualized rental revenue was approximately \$13.73 per square foot on the 4,897 leased properties in our portfolio. At March 31, 2017, we classified 13 properties with a carrying amount of \$11.8 million as held for sale on our balance sheet. The expected sale of these properties does not represent a strategic shift that will have a major effect on our

operations and financial results and, accordingly, they are not reported as discontinued operations. The expected sale of these properties is consistent with our active disposition efforts to further enhance our real estate portfolio and maximize portfolio returns.

Investments in Existing Properties

In the first three months of 2017, we capitalized costs of \$3.4 million on existing properties in our portfolio, consisting of \$410,000 for re-leasing costs, \$341,000 for recurring capital expenditures, and \$2.6 million for non-recurring building improvements. In the first three months of 2016, we capitalized costs of \$1.3 million on existing properties in our portfolio, consisting of \$191,000 for re-leasing costs, \$72,000 for recurring capital expenditures and \$1.0 million for non-recurring building improvements. We define recurring capital expenditures as mandatory and recurring landlord capital obligations that have a limited useful life. We define non-recurring capital expenditures as property improvements where we invest additional capital that extends the useful life of the property.

The majority of our building improvements relate to roof repairs, HVAC improvements, and parking lot resurfacing and replacements. The amounts of our capital expenditures can vary significantly, depending on the rental market, tenant credit worthiness, the lease term and the willingness of tenants to pay higher rents over the terms of the leases.

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**Note Issuance**

In March 2017, we issued \$300 million of 4.650% senior unsecured notes due 2047, or the 2047 Notes, and \$400 million of 4.125% senior unsecured notes due 2026, or the 2026 Notes. The public offering price for the 2047 Notes was 99.97% of the principal amount for an effective yield to maturity of 4.65%. The public offering price for the 2026 Notes was 102.98% of the principal amount for an effective yield to maturity of 3.75%. The 2026 Notes constituted a further issuance of, and formed a single series with, the \$250 million aggregate principal amount of senior notes due 2026, issued in September 2014. The net proceeds of approximately \$705.2 million from the offerings were used to repay borrowings outstanding under our credit facility to fund investment opportunities and for other general corporate purposes.

**Issuance of Common Stock**

In March 2017, we issued 11,850,000 shares of common stock. After underwriting discounts and other offering costs of \$29.7 million, the net proceeds of \$705.0 million were used to repay borrowings under our credit facility.

**Redemption of Preferred Stock**

In March 2017, we issued an irrevocable notice of redemption for all 16,350,000 shares of our 6.625% Monthly Income Class F Preferred Stock for \$25 per share, plus accrued dividends. The redemption occurred in April 2017. The issuance of the redemption notice prior to the end of the quarter required us to reclassify \$408.8 million of preferred stock from stockholders' equity to liabilities on our consolidated balance sheet at March 31, 2017. These shares subject to mandatory redemption are presented at fair value. We incurred a non-cash charge of \$13.4 million. This charge is for the excess of redemption value over the carrying value and represents the Class F preferred stock original issuance costs that were paid in 2012.

**Net Income Available to Common Stockholders**

Net income available to common stockholders was \$71.6 million in the first three months of 2017, as compared to \$63.5 million in the first three months of 2016, an increase of \$8.1 million. On a diluted per common share basis, net income was \$0.27 in the first three months of 2017, as compared to \$0.25 in the first three months of 2016, an increase of \$0.02, or 8.0%.

Net income and funds from operations available to common stockholders per share for the quarter ended March 31, 2017 were impacted by a \$13.4 million non-cash redemption charge on the Class F preferred shares that were redeemed in April 2017, which represents \$0.05 per share. This charge is for the excess in redemption value over the carrying value of the Class F preferred stock and represents the original issuance cost that was paid in 2012.

Net income and funds from operations available to common stockholders for the first three months of 2017 was impacted by a non-cash gain of \$1.3 million, or \$0.005 net income per share, resulting from fair value adjustments on our interest rate swaps. Net income available to common stockholders for the first three months of 2016 was impacted by a non-cash loss of \$5.8 million, or \$0.02 net income per share, resulting from fair value adjustments on our interest rate swaps. Each quarter we adjust the carrying value of our interest rate swaps to fair value. The changes in the fair value of our interest rate swaps are recorded to interest expense.

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The calculation to determine net income available to common stockholders includes impairments, gains from the sale of properties and/or fair value adjustments on our interest rate swaps. These items vary from period to period based on the timing of property sales and the interest rate environment, and can significantly impact net income available to common stockholders.

Gains from the sale of properties during the first three months of 2017 were \$10.5 million, as compared to gains from the sale of properties of \$2.3 million during the first three months of 2016.

### **Funds from Operations Available to Common Stockholders (FFO)**

In the first three months of 2017, our FFO increased by \$16.6 million, or 9.7%, to \$187.2 million, as compared to \$170.6 million in the first three months of 2016. On a diluted per common share basis, FFO was \$0.71 in the first three months of 2017, compared to \$0.68 in the first three months of 2016, an increase of \$0.03, or 4.4%.

### **Adjusted Funds from Operations Available to Common Stockholders (AFFO)**

In the first three months of 2017, our AFFO increased by \$25.4 million, or 14.4%, to \$201.3 million versus \$175.9 million in the first three months of 2016. On a diluted per common share basis, our AFFO was \$0.76 in the first three months of 2017, compared to \$0.70 in the first three months of 2016, an increase of \$0.06, or 8.6%.



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See our discussion of FFO and AFFO (which are not financial measures under generally accepted accounting principles, or GAAP), later in the section entitled Management's Discussion and Analysis of Financial Condition and Results of Operations, in this quarterly report, which includes a reconciliation of net income available to common stockholders to FFO and AFFO.

## LIQUIDITY AND CAPITAL RESOURCES

### Capital Philosophy

Historically, we have met our long-term capital needs by issuing common stock, preferred stock and long-term unsecured notes and bonds. Over the long term, we believe that common stock should be the majority of our capital structure; however, we may issue additional preferred stock or debt securities. We may issue common stock when we believe that our share price is at a level that allows for the proceeds of any offering to be accretively invested into additional properties. In addition, we may issue common stock to permanently finance properties that were initially financed by our credit facility or debt securities. However, we cannot assure you that we will have access to the capital markets at all times and at terms that are acceptable to us.

Our primary cash obligations, for the current year and subsequent years, are included in the Table of Obligations, which is presented later in this section. We expect to fund our operating expenses and other short-term liquidity requirements, including property acquisitions and development costs, payment of principal and interest on our outstanding indebtedness, property improvements, re-leasing costs and cash distributions to common and preferred stockholders, primarily through cash provided by operating activities, borrowing on our credit facility and periodically through public securities offerings.

### Conservative Capital Structure

We believe that our stockholders are best served by a conservative capital structure. Therefore, we seek to maintain a conservative debt level on our balance sheet and solid interest and fixed charge coverage ratios. At March 31, 2017, our total outstanding borrowings of senior unsecured notes and bonds, term loans, mortgages payable and credit facility borrowings, as well as our mandatorily redeemable preferred shares of \$408.8 million, were \$5.86 billion, or approximately 26.5% of our total market capitalization of \$22.14 billion.

We define our total market capitalization at March 31, 2017 as the sum of:

- Shares of our common stock outstanding of 273,051,486, plus total common units outstanding of 405,204, multiplied by the last reported sales price of our common stock on the NYSE of \$59.53 per share on March 31, 2017, or \$16.28 billion;
- Aggregate liquidation value (par value of \$25.00 per share) of the Class F preferred stock of \$408.8 million;

- Outstanding mortgages payable of \$457.9 million, excluding net mortgage premiums of \$5.7 million and deferred financing costs of \$286,000;
- Outstanding borrowings of \$320.0 million on our term loans, excluding deferred financing costs of \$800,000; and
- Outstanding senior unsecured notes and bonds of \$4.68 billion, excluding unamortized original issuance discounts of \$7.5 million and deferred financing costs of \$26.4 million.

#### **Universal Shelf Registration**

In December 2015, we filed a shelf registration statement with the SEC, which is effective for a term of three years and will expire in December 2018. In accordance with SEC rules, the amount of securities to be issued pursuant to this shelf registration statement was not specified when it was filed and there is no specific dollar limit. The securities covered by this registration statement include (1) common stock, (2) preferred stock, (3) debt securities, (4) depositary shares representing fractional interests in shares of preferred stock, (5) warrants to purchase debt securities, common stock, preferred stock, or depositary shares, and (6) any combination of these securities. We may periodically offer one or more of these securities in amounts, prices and on terms to be announced when and if these securities are offered. The specifics of any future offerings, along with the use of proceeds of any securities offered, will be described in detail in a prospectus supplement, or other offering materials, at the time of any offering.

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**At-the-Market (ATM) Program**

In September 2015, we established an at-the-market equity distribution program, or our ATM program, pursuant to which we can offer and sell up to 12,000,000 shares of common stock to, or through, a consortium of banks acting as our sales agents by means of ordinary brokers transactions on the NYSE at prevailing market prices or at negotiated prices. We did not issue any shares under the ATM program during the first three months of 2017.

**Issuance of Common Stock**

In March 2017, we issued 11,850,000 shares of common stock. After underwriting discounts and other offering costs of \$29.7 million, the net proceeds of \$705.0 million were used to repay borrowings under our credit facility.

**Dividend Reinvestment and Stock Purchase Plan**

Our Dividend Reinvestment and Stock Purchase Plan, or our DRSP, provides our common stockholders, as well as new investors, with a convenient and economical method of purchasing our common stock and reinvesting their distributions. Our DRSP also allows our current stockholders to buy additional shares of common stock by reinvesting all or a portion of their distributions. Our DRSP authorizes up to 26,000,000 common shares to be issued. Our DRSP includes a waiver approval process, allowing larger investors or institutions, per a formal approval process, to purchase shares at a small discount, if approved by us. During the first three months of 2017, we issued 966,557 shares and raised approximately \$57.0 million under our DRSP, of which we issued 927,695 shares and raised \$54.7 million under the waiver approval process.

**\$2.0 Billion Revolving Credit Facility**

In June 2015, we entered into a \$2.0 billion unsecured revolving credit facility, or our credit facility, that expires in June 2019 and includes, at our option, two six-month extensions. Our credit facility has a \$1.0 billion accordion expansion option. Under our credit facility, our investment grade credit ratings as of March 31, 2017 provide for financing at the London Interbank Offered Rate, commonly referred to as LIBOR, plus 0.90%, with a facility commitment fee of 0.15%, for all-in drawn pricing of 1.05% over LIBOR. The borrowing rate is subject to an interest rate floor and may change if our investment grade credit ratings were to change. We also have other interest rate options available to us under our credit facility. Our credit facility is unsecured and, accordingly, we have not pledged any assets as collateral for this obligation.

At March 31, 2017, we had a borrowing capacity of \$2.0 billion available on our credit facility and no outstanding balance. The weighted average interest rate on borrowings during the first three months of 2017 was 1.7% per annum. We must comply with various financial and other covenants in our credit facility. At March 31, 2017, we were in compliance with these covenants. We expect to use our credit facility to acquire additional properties and for other general corporate purposes. Any additional borrowings will increase our exposure to interest rate risk.

We generally use our credit facility for the short-term financing of new property acquisitions. Thereafter, we generally seek to refinance those borrowings with the net proceeds of long-term or permanent financing, which may include the issuance of common stock, preferred stock or debt securities. We cannot assure you, however, that we will be able to obtain any such refinancing, or that market conditions prevailing at the time of the refinancing will enable us to issue equity or debt securities at acceptable terms.

### **Term Loans**

In June 2015, in conjunction with entering into our credit facility, we entered into a \$250 million senior unsecured term loan maturing June 30, 2020. Borrowing under this term loan bears interest at LIBOR, plus 0.95%. In conjunction with this term loan, we also entered into an interest rate swap which effectively fixes our per annum interest rate on this term loan at 2.67%.

In January 2013, in conjunction with our acquisition of American Realty Capital Trust, or ARCT, we entered into a \$70 million senior unsecured term loan maturing in January 2018. Borrowing under the term loan bears interest at LIBOR, plus 1.20%. In conjunction with this term loan, we also acquired an interest rate swap which effectively fixes our per annum interest rate on this term loan at 2.15%.

### **Mortgage Debt**

As of March 31, 2017, we had \$457.9 million of mortgages payable, all of which were assumed in connection with our property acquisitions. Additionally, at March 31, 2017, we had net premiums totaling \$5.7 million on these mortgages and deferred financing costs of \$286,000. We expect to pay off the mortgages payable as soon as prepayment penalties have declined to a level that would make it economically feasible to do so. During the first three months of 2017, we made \$2.1 million in principal payments.

Table of Contents**Notes Outstanding**

Our senior unsecured note and bond obligations consist of the following as of March 31, 2017, sorted by maturity date (dollars in millions):

|   |    |       |
|---|----|-------|
| 5.375% notes, issued in September 2005 and due in September 2017  | \$ | 175   |
| 2.000% notes, issued in October 2012 and due in January 2018  |    | 350   |
| 6.750% notes, issued in September 2007 and due in August 2019   |    | 550   |
| 5.750% notes, issued in June 2010 and due in January 2021   |    | 250   |
| 3.250% notes, issued in October 2012 and due in October 2022  |    | 450   |
| 4.650% notes, issued in July 2013 and due in August 2023  |    | 750   |
| 3.875% notes, issued in June 2014 and due in July 2024  |    | 350   |
| 4.125% notes, \$250 issued in September 2014 and \$400 issued in March 2017, all of which are due in October 2026 |    | 650   |
| 3.000% notes, issued in October 2016 and due in January 2027  |    | 600   |
| 5.875% bonds, \$100 issued in March 2005 and \$150 issued in June 2011, all of which are due in March 2035        |    | 250   |
| 4.650% notes, issued in March 2017 and due in March 2047  |    | 300   |
| Total principal amount  | \$ | 4,675 |
| Unamortized original issuance discounts and deferred financing costs  |    | (34)  |
|   |    | 4,641 |

In March 2017, we issued \$300 million of the 2047 Notes, and \$400 million of the 2026 Notes. The public offering price for the 2047 Notes was 99.97% of the principal amount for an effective yield to maturity of 4.65%. The public offering price for the 2026 Notes was 102.98% of the principal amount for an effective yield to maturity of 3.75%. The 2026 Notes constitutes a further issuance of, and formed a single series with, the \$250 million aggregate principal amount of senior notes due 2026, issued in September 2014. The net proceeds of approximately \$705.2 million from this offering were used to repay borrowings outstanding under our credit facility to fund potential investment opportunities and for other general corporate purposes.

All of our outstanding notes and bonds have fixed interest rates and contain various covenants, with which we remained in compliance as of March 31, 2017. Additionally, interest on all of our senior note and bond obligations is paid semiannually.

The following is a summary of the key financial covenants for our senior unsecured notes, as defined and calculated per the terms of our senior notes and bonds. These calculations, which are not based on U.S. GAAP measurements, are presented to investors to show our ability to incur additional debt under the terms of our senior notes and bonds as well as to disclose our current compliance with such covenants, and are not measures of our liquidity or performance. The actual amounts as of March 31, 2017 are:

| <b>Note Covenants</b>                         | <b>Required</b>          | <b>Actual</b> |
|---|--------------------------|---------------|
| Limitation on incurrence of total debt        | ≤ 60% of adjusted assets | 40.9%         |
| Limitation on incurrence of secured debt      | ≤ 40% of adjusted assets | 3.3%          |
| Debt service coverage (trailing 12 months)(1) | ≥ 1.5 x                  | 4.1x          |
| Maintenance of total unencumbered assets      | ≥ 150% of unsecured debt | 250.0%        |

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(1) This covenant is calculated on a pro forma basis for the preceding four-quarter period on the assumptions that: (i) the incurrence of any Debt (as defined in the covenants) incurred by us since the first day of such four-quarter period and the application of the proceeds therefrom (including to refinance other Debt since the first day of such four-quarter period), (ii) the repayment or retirement of any of our Debt since the first day of such four-quarter period, and (iii) any acquisition or disposition by us of any asset or group since the first day of such four quarters had in each case occurred on April 1, 2016, and subject to certain additional adjustments. Such pro forma ratio has been prepared on the basis required by that debt service covenant, reflects various estimates and assumptions and is subject to other uncertainties, and therefore does not purport to reflect what our actual debt service coverage ratio would have been had transactions referred to in clauses (i), (ii) and (iii) of the preceding sentence occurred as of April 1, 2016, nor does it purport to reflect our debt service coverage ratio for any future period. The following is our calculation of debt service coverage at March 31, 2017 (in thousands, for trailing twelve months):

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|   |    |           |
|---|----|-----------|
| Net income attributable to the Company        | \$ | 334,198   |
| Plus: interest expense                        |    | 209,816   |
| Plus: provision for taxes                     |    | 3,345     |
| Plus: depreciation and amortization           |    | 463,107   |
| Plus: provisions for impairment               |    | 24,174    |
| Plus: pro forma adjustments                   |    | 66,666    |
| Less: gain on sales of real estate            |    | (30,222)  |
| Income available for debt service, as defined | \$ | 1,071,084 |
| Total pro forma debt service charge           | \$ | 260,457   |
| Debt service coverage ratio (1)               |    | 4.1       |
| Pro forma debt service coverage ratio (1)     |    | 4.5       |

(1) The debt service coverage ratio calculation includes annualized interest expense for the mandatorily redeemable Class F preferred stock in accordance with the requirements of our note covenants. The pro forma debt service coverage ratio assumes that the redemption of the Class F preferred stock occurred on March 31, 2017 using available cash and borrowings on our line of credit. The pro forma debt service coverage ratio assumes annualized interest expense on our line of credit at the rate available to us on March 31, 2017.

*Fixed Charge Coverage Ratio*

Fixed charge coverage ratio is calculated in exactly the same manner as the debt service coverage ratio, except that preferred stock dividends are also added to the denominator. Similar to debt service coverage ratio, we consider fixed charge coverage ratio to be an appropriate supplemental measure of a company's ability to make its interest and preferred stock dividend payments. Our calculations of both debt service and fixed charge coverage ratios may be different from the calculations used by other companies and, therefore, comparability may be limited. The presentation of debt service and fixed charge coverage ratios should not be considered as alternatives to any U.S. GAAP operating performance measures. Below is our calculation of fixed charges at March 31, 2017 (in thousands, for the trailing twelve months):

|  |    |           |
|--|----|-----------|
| Income available for debt service, as defined                | \$ | 1,071,084 |
| Pro forma debt service charge plus preferred stock dividends | \$ | 260,457   |
| Fixed charge coverage ratio (1)                              |    | 4.1       |
| Pro forma fixed charge coverage ratio (1)                    |    | 4.5       |

(1) The fixed charge coverage ratio calculation includes annualized interest expense for the mandatorily redeemable Class F preferred stock in accordance with the requirements of our note covenants. The pro forma fixed charge coverage ratio assumes that the redemption of the Class F preferred stock occurred on March 31, 2017 using available cash and borrowings on our line of credit. The pro forma fixed charge coverage ratio assumes annualized interest expense on our line of credit at the rate available to us on March 31, 2017.

**Cash Reserves**

We are organized to operate as an equity REIT that acquires and leases properties and distributes to stockholders, in the form of monthly cash distributions, a substantial portion of our net cash flow generated from leases on our properties. We intend to retain an appropriate amount of cash as working capital. At March 31, 2017, we had cash and cash equivalents totaling \$27.6 million.

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We believe that our cash and cash equivalents on hand, cash provided from operating activities, and borrowing capacity is sufficient to meet our liquidity needs for the next twelve months. We intend, however, to use permanent or long-term capital to fund property acquisitions and to repay future borrowings under our credit facility.

### **Credit Agency Ratings**

The borrowing interest rates under our credit facility are based upon our ratings assigned by credit rating agencies. As of March 31, 2017, we were assigned the following investment grade corporate credit ratings on our senior unsecured notes and bonds: Moody's Investors Service has assigned a rating of Baa1 with a positive outlook, Standard & Poor's Ratings Group has assigned a rating of BBB+ with a positive outlook, and Fitch Ratings has assigned a rating of BBB+ with a stable outlook.



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Based on our ratings as of March 31, 2017, the facility interest rate as of March 31, 2017 was LIBOR plus 0.90% with a facility commitment fee of 0.15%, for all-in drawn pricing of 1.05% over LIBOR. Our credit facility provides that the interest rate can range between: (i) LIBOR plus 1.55% if our credit rating is lower than BBB-/Baa3 or unrated and (ii) LIBOR plus 0.85% if our credit rating is A-/A3 or higher. In addition, our credit facility provides for a facility commitment fee based on our credit ratings, which range from: (i) 0.30% for a rating lower than BBB-/Baa3 or unrated, and (ii) 0.125% for a credit rating of A-/A3 or higher.

We also issue senior debt securities from time to time and our credit ratings can impact the interest rates charged in those transactions. If our credit ratings or ratings outlook change, our cost to obtain debt financing could increase or decrease. The credit ratings assigned to us could change based upon, among other things, our results of operations and financial condition. These ratings are subject to ongoing evaluation by credit rating agencies and we cannot assure you that our ratings will not be changed or withdrawn by a rating agency in the future if, in its judgment, circumstances warrant. Moreover, a rating is not a recommendation to buy, sell or hold our debt securities, preferred stock or common stock.

**Table of Obligations**

The following table summarizes the maturity of each of our obligations as of March 31, 2017 (dollars in millions):

| Year of Maturity | Credit Facility(1) | Notes and Bonds(2) | Term Loan(3) | Mortgages Payable(4) | Interest(5) | Ground Leases Paid by Realty Income(6) | Ground Leases Paid by Our Tenants(7) | Other(8) | Totals     |
|------------------|--------------------|--------------------|--------------|----------------------|-------------|--|--------------------------------------|----------|------------|
| 2017             | \$ -               | \$ 175.0           | \$ -         | \$ 101.1             | \$ 172.7    | \$ 1.2                                 | \$ 10.1                              | \$ 72.1  | \$ 532.2   |
| 2018             | -                  | 350.0              | 70.0         | 21.9                 | 209.5       | 1.6                                    | 13.4                                 | -        | 666.4      |
| 2019             | -                  | 550.0              | -            | 42.3                 | 194.3       | 1.5                                    | 13.3                                 | -        | 801.4      |
| 2020             | -                  | -                  | 250.0        | 82.4                 | 167.4       | 1.4                                    | 13.1                                 | -        | 514.3      |
| 2021             | -                  | 250.0              | -            | 66.9                 | 145.7       | 1.2                                    | 12.8                                 | -        | 476.6      |
| Thereafter       | -                  | 3,350.0            | -            | 143.3                | 876.4       | 22.1                                   | 106.6                                | -        | 4,498.4    |
| Totals           | \$ -               | \$ 4,675.0         | \$ 320.0     | \$ 457.9             | \$ 1,766.0  | \$ 29.0                                | \$ 169.3                             | \$ 72.1  | \$ 7,489.3 |

(1) The initial term of the credit facility expires in June 2019 and includes, at our option, two six-month extensions.

(2) Excludes non-cash original issuance discounts recorded on notes payable. The unamortized balance of the original issuance discounts at March 31, 2017 is \$7.5 million. Also excludes deferred financing costs of \$26.4 million.

(3) Excludes deferred financing costs of \$800,000.

(4) Excludes non-cash net premiums recorded on the mortgages payable. The unamortized balance of these net premiums at March 31, 2017, is \$5.7 million. Also excludes deferred financing costs of \$286,000.

(5) Interest on the term loans, notes, bonds, mortgages payable, and credit facility has been calculated based on outstanding balances as of March 31, 2017 through their respective maturity dates.

(6) Realty Income currently pays the ground lessors directly for the rent under the ground leases.

(7) Our tenants, who are generally sub-tenants under ground leases, are responsible for paying the rent under these ground leases. In the event a tenant fails to pay the ground lease rent, we are primarily responsible.

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(8) Other consists of \$67.1 million of commitments under construction contracts and \$5.0 million of commitments for tenant improvements and leasing costs.

In March 2017, we issued an irrevocable notice of redemption for all 16,350,000 shares of our 6.625% Monthly Income Class F Preferred Stock for \$25 per share, plus accrued dividends. The redemption occurred in April 2017. The issuance of the redemption notice prior to the end of the quarter required us to reclassify preferred stock from stockholders' equity to liabilities on our consolidated balance sheet at March 31, 2017.

Our credit facility, term loans, and notes payable obligations are unsecured. Accordingly, we have not pledged any assets as collateral for these obligations.

### **No Unconsolidated Investments**

We have no unconsolidated investments, nor do we engage in trading activities involving energy or commodity contracts.

### **Dividend Policy**

Distributions are paid monthly to holders of shares of our common stock. Prior to the redemption of our Class F preferred stock in April 2017, distributions were paid monthly to holders of shares of our Class F preferred stock, in each case, if, and when, declared by our Board of Directors.

Distributions are paid monthly to the limited partners holding common units of Tau Operating Partnership, L.P. and Realty Income, L.P., each on a per unit basis that is generally equal to the amount paid per share to our common stockholders.

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In order to maintain our status as a REIT for federal income tax purposes, we generally are required to distribute dividends to our stockholders aggregating annually at least 90% of our taxable income (excluding net capital gains), and we are subject to income tax to the extent we distribute less than 100% of our taxable income (including net capital gains). In 2016, our cash distributions to preferred and common stockholders totaled \$637.6 million, or approximately 129.2% of our estimated taxable income of \$493.4 million. Our estimated taxable income reflects non-cash deductions for depreciation and amortization. Our estimated taxable income is presented to show our compliance with REIT dividend requirements and is not a measure of our liquidity or operating performance. We intend to continue to make distributions to our stockholders that are sufficient to meet this dividend requirement and that will reduce or eliminate our exposure to income taxes. Furthermore, we believe our funds from operations are sufficient to support our current level of cash distributions to our stockholders. Our cash distributions to common stockholders in the first three months of 2017 totaled \$162.5 million, representing 80.7% of our adjusted funds from operations available to common stockholders of \$201.3 million. In comparison, our 2016 cash distributions to common stockholders totaled \$610.5 million, representing 82.9% of our adjusted funds from operations available to common stockholders of \$736.4 million.

Prior to the redemption of our Class F preferred stock in April 2017, the Class F preferred stockholders received cumulative distributions at a rate of 6.625% per annum on the \$25 per share liquidation preference (equivalent to \$1.65625 per annum per share).

Future distributions will be at the discretion of our Board of Directors and will depend on, among other things, our results of operations, FFO, AFFO, cash flow from operations, financial condition, capital requirements, the annual distribution requirements under the REIT provisions of the Internal Revenue Code of 1986, as amended, or the Code, our debt service requirements, and any other factors the Board of Directors may deem relevant. In addition, our credit facility contains financial covenants that could limit the amount of distributions payable by us in the event of a default, and which prohibit the payment of distributions on the common or preferred stock in the event that we fail to pay when due (subject to any applicable grace period) any principal or interest on borrowings under our credit facility.

Distributions of our current and accumulated earnings and profits for federal income tax purposes generally will be taxable to stockholders as ordinary income, except to the extent that we recognize capital gains and declare a capital gains dividend, or that such amounts constitute qualified dividend income subject to a reduced rate of tax. The maximum tax rate of non-corporate taxpayers for qualified dividend income is generally 20%. In general, dividends payable by REITs are not eligible for the reduced tax rate on qualified dividend income, except to the extent that certain holding requirements have been met with respect to the REIT's stock and the REIT's dividends are attributable to dividends received from certain taxable corporations (such as our taxable REIT subsidiaries) or to income that was subject to tax at the corporate or REIT level (for example, if we distribute taxable income that we retained and paid tax on in the prior taxable year).

Distributions in excess of earnings and profits generally will first be treated as a non-taxable reduction in the stockholders' basis in their stock, but not below zero. Distributions in excess of that basis generally will be taxable as a capital gain to stockholders who hold their shares as a capital asset. Approximately 21.5% of the distributions to our common stockholders, made or deemed to have been made in 2016, were classified as a return of capital for federal income tax purposes. We estimate that in 2017, between 15% and 25% of the distributions may be classified as a return of capital.

**RESULTS OF OPERATIONS**

**Critical Accounting Policies**

Our consolidated financial statements have been prepared in accordance with GAAP, and are the basis for our discussion and analysis of financial condition and results of operations. Preparing our consolidated financial statements requires us to make a number of estimates and assumptions that affect the reported amounts and disclosures in the consolidated financial statements. We believe that we have made these estimates and assumptions in an appropriate manner and in a way that accurately reflects our financial condition. We continually test and evaluate these estimates and assumptions using our historical knowledge of the business, as well as other factors, to ensure that they are reasonable for reporting purposes. However, actual results may differ from these estimates and assumptions. This summary should be read in conjunction with the more complete discussion of our accounting policies and procedures included in note 2 to our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2016.

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In order to prepare our consolidated financial statements according to the rules and guidelines set forth by GAAP, many subjective judgments must be made with regard to critical accounting policies. One of these judgments is our estimate for useful lives in determining depreciation expense for our properties. Depreciation on a majority of our buildings and improvements is computed using the straight-line method over an estimated useful life of 25 to 35 years for buildings and 4 to 20 years for improvements, which we believe are appropriate estimates of useful life. If we use a shorter or longer estimated useful life, it could have a material impact on our results of operations.

Management must make significant assumptions in determining the fair value of assets acquired and liabilities assumed. When acquiring a property for investment purposes, we typically allocate the fair value of real estate acquired to: (1) land, (2) building and improvements, and (3) identified intangible assets and liabilities, based in each case on their estimated fair values. Intangible assets and liabilities consist of above-market or below-market lease value of in-place leases, the value of in-place leases, and tenant relationships, as applicable. In an acquisition of multiple properties, we must also allocate the purchase price among the properties. The allocation of the purchase price is based on our assessment of estimated fair value and is often based upon the expected future cash flows of the property and various characteristics of the market where the property is located. In addition, any assumed mortgages receivable or payable and any assumed or issued noncontrolling interests are recorded at their estimated fair values. The estimated fair values of our mortgages payable have been calculated by discounting the future cash flows using applicable interest rates that have been adjusted for factors, such as industry type, tenant investment grade, maturity date, and comparable borrowings for similar assets. The initial allocation of the purchase price is based on management's preliminary assessment, which may differ when final information becomes available. Subsequent adjustments made to the initial purchase price allocation are made within the allocation period, which does not exceed one year. The use of different assumptions in the allocation of the purchase price of the acquired properties and liabilities assumed could affect the timing of recognition of the related revenue and expenses.

Another significant judgment must be made as to if, and when, impairment losses should be taken on our properties when events or a change in circumstances indicate that the carrying amount of the asset may not be recoverable. A provision is made for impairment if estimated future operating cash flows (undiscounted and without interest charges) plus estimated disposition proceeds (undiscounted) are less than the current book value of the property. Key inputs that we utilize in this analysis include projected rental rates, estimated holding periods, historical sales and releases, capital expenditures, and property sales capitalization rates. If a property is held for sale, it is carried at the lower of carrying cost or estimated fair value, less estimated cost to sell. The carrying value of our real estate is the largest component of our consolidated balance sheets. Our strategy of primarily holding properties, long-term, directly decreases the likelihood of their carrying values not being recoverable, thus requiring the recognition of an impairment. However, if our strategy, or one or more of the above assumptions were to change in the future, an impairment may need to be recognized. If events should occur that require us to reduce the carrying value of our real estate by recording provisions for impairment, they could have a material impact on our results of operations.

***The following is a comparison of our results of operations for the three months ended March 31, 2017, to the three months ended March 31, 2016.***

**Rental Revenue**

Rental revenue was \$285.8 million for the first three months of 2017, as compared to \$256.8 million for the first three months of 2016, an increase of \$29.0 million, or 11.3%. The increase in rental revenue in the first three months of 2017 compared to the first three months of 2016 is primarily attributable to:

- The 50 properties (1.1 million square feet) we acquired in the first three months of 2017, which generated \$686,000 of rent in the first three months of 2017;
- The 475 properties (7.6 million square feet) we acquired in 2016, which generated \$28.5 million of rent in the first three months of 2017, compared to \$878,000 in the first three months of 2016, an increase of \$27.6 million; and
- Same store rents generated on 4,322 properties (73.8 million square feet) during the first three months of 2017 and 2016, increased by \$4.05 million, or 1.6%, to \$250.24 million from \$246.19 million; partially offset by
- A net decrease in straight-line rent and other non-cash adjustments to rent of \$358,000 in the first three months of 2017 as compared to the first three months of 2016;
- A net decrease of \$2.3 million relating to properties sold in the first three months of 2017 and during 2016; and

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- A net decrease of \$719,000 relating to the aggregate of (i) rental revenue from properties (124 properties comprising 1.7 million square feet) that were available for lease during part of 2017 or 2016, (ii) rental revenue for seven properties under development, and (iii) lease termination settlements. In aggregate, the revenues for these items totaled \$3.0 million in the first three months of 2017, compared to \$3.7 million in the first three months of 2016.

For purposes of determining the same store rent property pool, we include all properties that were owned for the entire year-to-date period, for both the current and prior year, except for properties during the current or prior year that; (i) were vacant at any time, (ii) were under development or redevelopment, and (iii) were involved in eminent domain and rent was reduced. Each of the exclusions from the same store pool are separately addressed within the applicable sentences above, explaining the changes in rental revenue for the period.

Of the 4,980 properties in the portfolio at March 31, 2017, 4,956, or 99.5%, are single-tenant properties and the remaining are multi-tenant properties. Of the 4,956 single-tenant properties, 4,873, or 98.3%, were net leased with a weighted average remaining lease term (excluding rights to extend a lease at the option of the tenant) of approximately 9.7 years at March 31, 2017. Of our 4,873 leased single-tenant properties, 4,343 or 89.1% were under leases that provide for increases in rents through:

- Base rent increases tied to a consumer price index (typically subject to ceilings);
- Percentage rent based on a percentage of the tenants gross sales;
- Fixed increases; or
- A combination of two or more of the above rent provisions.

Percentage rent, which is included in rental revenue, was \$3.4 million in the first three months of 2017 and \$1.7 million in the first three months of 2016. We anticipate percentage rent to be less than 1% of rental revenue in 2017.

Our portfolio of real estate, leased primarily to regional and national tenants under net leases, continues to perform well and provides dependable lease revenue supporting the payment of monthly dividends to our stockholders. At March 31, 2017, our portfolio of 4,980 properties was 98.3% leased with 83 properties available for lease, as compared to 98.3% leased, with 84 properties available for lease at December 31, 2016, and 97.8% leased with 101 properties available for lease at March 31, 2016. It has been our experience that approximately 1% to 4% of our property portfolio will be unleased at any given time; however, it is possible that the number of properties available for lease could exceed these levels in the future.

**Tenant Reimbursements**

Contractually obligated reimbursements from tenants for recoverable real estate taxes and operating expenses were \$11.2 million in the first three months of 2017, compared to \$9.1 million in the first three months of 2016. The increase in tenant reimbursements is primarily due to our increase in acquisitions.

**Other Revenue**

Other revenue, which comprises property-related revenue not included in rental revenue or tenant reimbursements, was \$975,000 in the first three months of 2017, compared to \$1.2 million in the first three months of 2016.

**Depreciation and Amortization**

Depreciation and amortization was \$121.1 million for the first three months of 2017, compared to \$107.9 million for the first three months of 2016. The increase in depreciation and amortization in the first three months of 2017 was primarily due to the acquisition of properties in 2016 and the first three months of 2017, which was partially offset by property sales in those same periods. As discussed in the sections entitled Funds from Operations Available to Common Stockholders (FFO) and Adjusted Funds from Operations Available to Common Stockholders (AFFO), depreciation and amortization is a non-cash item that is added back to net income available to common stockholders for our calculation of FFO and AFFO.



Table of Contents**Interest Expense**

The following is a summary of the components of our interest expense (dollars in thousands):

|   | <b>Three months ended</b> |              |
|---|---------------------------|--------------|
|   | <b>March 31,</b>          |              |
|   | <b>2017</b>               | <b>2016</b>  |
| Interest on our credit facility, term loans, notes, mortgages and interest rate swaps | \$ 56,058                 | \$ 53,169    |
| Credit facility commitment fees   | 750                       | 758          |
| Amortization of credit facility origination costs and deferred financing costs        | 2,313                     | 2,123        |
| (Gain) loss on interest rate swaps  | (1,330)                   | 5,778        |
| Dividend on preferred shares subject to redemption                                    | 2,257                     | -            |
| Amortization of net mortgage premiums   | (630)                     | (1,101)      |
| Capital lease obligation  | 77                        | 77           |
| Interest capitalized  | (190)                     | (126)        |
| Interest expense  | \$ 59,305                 | \$ 60,678    |
| <br><b>Credit facility, term loans, mortgages and notes</b>                           |                           |              |
| Average outstanding balances (dollars in thousands)                                   | \$ 5,711,310              | \$ 4,858,114 |
| Average interest rates  | 3.87%                     | 4.29%        |

We classified \$2.3 million on the outstanding Class F preferred stock as interest expense at March 31, 2017. Additionally, each quarter we adjust the carrying value of our interest rate swaps to fair value. Changes in the fair value of our interest rate swaps are recorded directly to interest expense. We recorded a gain on interest rate swaps of \$1.3 million during the first three months of 2017 and a loss on interest rate swaps of \$5.8 million during the first three months of 2016.

At March 31, 2017, the weighted average interest rate on our:

- Term loans outstanding of \$320.0 million (excluding deferred financing costs of \$800,000) was 1.9%;
- Mortgages payable of \$457.9 million (excluding net premiums totaling \$5.7 million and deferred financing costs of \$286,000 on these mortgages) was 4.9%;
- Notes and bonds payable of \$4.68 billion (excluding unamortized original issue discounts of \$7.5 million and deferred financing costs of \$26.4 million) was 4.4%; and
- Combined outstanding notes, bonds, mortgages, term loan and credit facility borrowings of \$5.45 billion was 4.3% (excludes \$408.8 million of mandatorily redeemable preferred shares, which were redeemed in April 2017).

**General and Administrative Expenses**

General and administrative expenses increased by \$1.3 million to \$13.6 million for the first three months of 2017, compared to \$12.3 million in the first three months of 2016. This increase was primarily due to more employees and higher compensation costs. Included in general and administrative expenses are acquisition transaction costs of \$131,000 for the first three months of 2017 and \$24,000 for the first three months of 2016. In April 2017, we had 149 employees, as compared to 133 employees in April 2016.

| Dollars in thousands   | Three months ended |           |
|--|--------------------|-----------|
|  | March 31,          |           |
|  | 2017               | 2016      |
| General and administrative expenses                                  | \$ 13,565          | \$ 12,318 |
| Total revenue(1)   | 286,796            | 258,011   |
| General and administrative expenses as a percentage of total revenue | 4.7%               | 4.8%      |

(1) Excludes tenant reimbursements revenue, and gain on sales of properties.

**Property Expenses (including tenant reimbursable expenses)**

Property expenses consist of costs associated with unleased properties, non-net-leased properties and general portfolio expenses, as well as contractually obligated reimbursable costs from tenants for recoverable real estate taxes and operating expenses. Expenses related to unleased properties and non-net-leased properties include, but are not limited to, property taxes, maintenance, insurance, utilities, property inspections, bad debt expense and legal fees. General portfolio costs include, but are not limited to, insurance, legal, property inspections, and title search fees. At March 31, 2017, 83 properties were available for lease, as compared to 84 at December 31, 2016 and 101 at March 31, 2016.

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Property expenses were \$19.1 million (including \$11.2 million in reimbursable expenses) in the first three months of 2017 and \$15.1 million (including \$9.1 million in reimbursable expenses) in the first three months of 2016. The increase in gross property expenses in the first three months of 2017 is primarily attributable to the increased portfolio size, which contributed to higher contractually obligated reimbursements primarily due to our acquisitions during 2016 and the first three months of 2017. We also incurred higher gross property expenses as a result of maintenance and utilities, property taxes, ground rent expenses, legal costs, and bad debt expense on vacant properties.

| Dollars in thousands  | Three months ended |          |
|---|--------------------|----------|
|   | March 31,          |          |
|   | 2017               | 2016     |
| Property expenses net of tenant reimbursements                                  | \$ 7,846           | \$ 6,000 |
| Total revenue(1)  | 286,796            | 258,011  |
| Property expenses net of tenant reimbursements as a percentage of total revenue | 2.7%               | 2.3%     |

(1) Excludes tenant reimbursements revenue, and gain on sales of properties.

**Income Taxes**

Income taxes were \$1.0 million in the first three months of 2017 and 2016. These amounts are for city and state income and franchise taxes paid by us and our subsidiaries.

**Provisions for Impairment**

For the first three months of 2017, we recorded total provisions for impairment of \$5.4 million on five properties classified as held for sale, three properties classified as held for investment, and one sold property. For the first three months of 2016, we recorded total provisions for impairment of \$1.9 million on eight sold properties.

**Gain on Sales of Real Estate**

During the first three months of 2017, we sold 14 properties for \$31.2 million, which resulted in a gain of \$10.5 million. During the first three months of 2016, we sold 11 properties for \$11.0 million, which resulted in a gain of \$2.3 million.

**Preferred Stock Dividends**

Preferred stock dividends totaled \$3.9 million in the first three months of 2017 and \$6.8 million in the first three months of 2016.

#### **Excess of Redemption Value over Carrying Value of Preferred Shares Redeemed**

When we issued the irrevocable notice of redemption on our Class F preferred stock in March 2017, we incurred a non-cash charge of \$13.4 million for the excess of redemption value over the carrying value. The non-cash charge represents the Class F preferred stock original issuance cost that was paid in 2012.

#### **Net Income Available to Common Stockholders**

Net income available to common stockholders was \$71.6 million in the first three months of 2017, compared to \$63.5 million in the first three months of 2016, an increase of \$8.1 million. On a diluted per common share basis, net income was \$0.27 in the first three months of 2017, as compared to \$0.25 in the first three months of 2016, an increase of \$0.02, or 8.0%.

Net income available to common stockholders per share for the quarter ended March 31, 2017 were impacted by a \$13.4 million non-cash redemption charge on the Class F preferred shares that were redeemed in April 2017, which represents \$0.05 net income per share. This charge is for the excess in redemption value over the carrying value of the Class F preferred stock and represents the original issuance cost that was paid in 2012.

Net income available to common stockholders for the first three months of 2017 was impacted by a non-cash gain of \$1.3 million, or \$0.005 net income per share, resulting from fair value adjustments on our interest rate swaps. Net income available to common stockholders for the first three months of 2016 was impacted by a non-cash loss of \$5.8 million, or \$0.02 net income per share. Each quarter we adjust the carrying value of our interest rate swaps to fair value. The changes in the fair value of our interest rate swaps are recorded to interest expense.

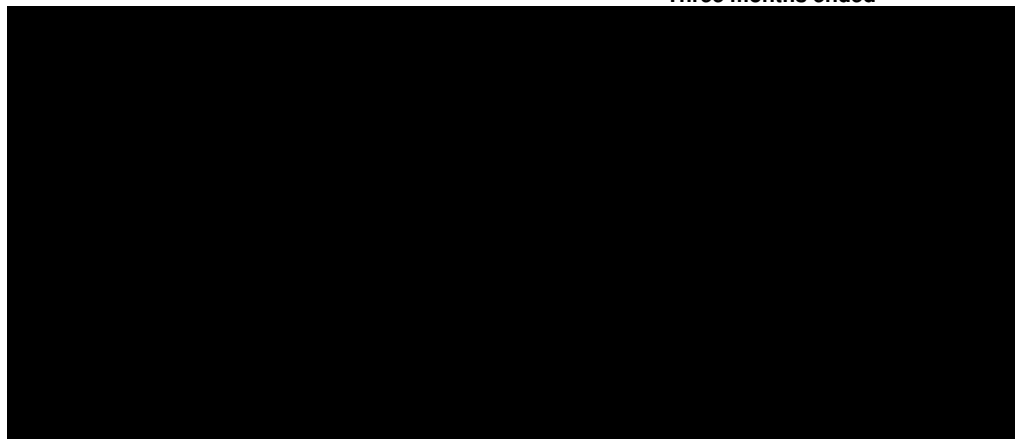
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The calculation to determine net income available to common stockholders includes impairments, gains from the sale of properties and/or fair value adjustments on our interest rate swaps. These items vary from period to period based on the timing of property sales and the interest rate environment, and can significantly impact net income available to common stockholders.

**Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)**

EBITDA, a non-GAAP financial measure, means, for the most recent quarter, earnings (net income) before (i) interest expense, including non-cash loss (gain) on swaps, (ii) income and franchise taxes, (iii) real estate depreciation and amortization, (iv) impairment losses, and (v) gain on sales of real estate. Our EBITDA may not be comparable to EBITDA reported by other companies that interpret the definitions of EBITDA differently than we do. Management believes EBITDA to be a meaningful measure of a REIT's performance because it is widely followed by industry analysts, lenders and investors. The ratio of our total debt to EBITDA is also used to determine vesting of performance share awards granted to our executive officers. EBITDA should be considered along with, but not as an alternative to net income as a measure of our operating performance. Our ratio of debt to EBITDA, which is used by management as a measure of leverage, is calculated by annualizing quarterly EBITDA and then dividing by our total debt per the consolidated balance sheet.

Three months ended



(1) We calculate Annualized EBITDA by multiplying the Quarterly EBITDA by four.

(2) Total debt is consistent with its definition under market capitalization as described in "Liquidity and Capital Resources - Conservative Capital Structure" earlier in this Management's Discussion and Analysis of Financial Condition and Results of Operations. As part of our declared redemption of preferred stock in March 2017, we classified \$408.8 million of preferred stock to liabilities as of March 31, 2017, and included this amount as part of total debt in our calculation of debt-to-EBITDA.

Table of Contents**FUNDS FROM OPERATIONS AVAILABLE TO COMMON STOCKHOLDERS (FFO)**

In the first three months of 2017, our FFO increased by \$16.6 million, or 9.7%, to \$187.2 million, compared to \$170.6 million in the first three months of 2016. On a diluted per common share basis, FFO was \$0.71 in the first three months of 2017, compared to \$0.68 in the first three months of 2016, an increase of \$0.03, or 4.4%. FFO in the first three months of 2017 includes a non-cash redemption charge of \$13.4 million on the Class F preferred shares that were redeemed in April 2017, which represents \$0.05 on a diluted per common share basis. This charge is for the excess of redemption value over the carrying value and represents the Class F preferred stock original issuance cost that was paid in 2012.

The following is a reconciliation of net income available to common stockholders (which we believe is the most comparable GAAP measure) to FFO. Also presented is information regarding distributions paid to common stockholders and the weighted average number of common shares used for the basic and diluted computation per share (dollars in thousands, except per share amounts):

|   | <b>Three months ended</b> |             |
|---|---------------------------|-------------|
|   | <b>March 31,</b>          |             |
|   | <b>2017</b>               | <b>2016</b> |
| Net income available to common stockholders   | \$ 71,586                 | \$ 63,473   |
| Depreciation and amortization   | 121,097                   | 107,933     |
| Depreciation of furniture, fixtures and equipment   | (157)                     | (193)       |
| Provisions for impairment on investment properties  | 5,433                     | 1,923       |
| Gain on sales of investment properties  | (10,532)                  | (2,289)     |
| FFO adjustments allocable to noncontrolling interests                                       | (214)                     | (218)       |
| FFO available to common stockholders  | \$ 187,213                | \$ 170,629  |
| FFO allocable to dilutive noncontrolling interests  | 220                       | -           |
| Diluted FFO (1)   | \$ 187,433                | \$ 170,629  |
| <br>  |                           |             |
| FFO per common share, basic and diluted (2)   | \$ 0.71                   | \$ 0.68     |
| <br>  |                           |             |
| Distributions paid to common stockholders   | \$ 162,506                | \$ 147,345  |
| <br>  |                           |             |
| FFO available to common stockholders in excess of distributions paid to common stockholders | \$ 24,707                 | \$ 23,284   |
| <br>  |                           |             |
| Weighted average number of common shares used for computation per share:                    |                           |             |
| Basic   | 263,340,491               | 250,173,815 |
| Diluted (2)   | 263,934,304               | 250,381,001 |

(1) FFO available to common stockholders and dilutive noncontrolling interests for the first quarter of 2017 is \$187,433 after the inclusion of \$220 of FFO allocable to dilutive noncontrolling interests. Noncontrolling interests were antidilutive for all other periods presented.

(2) The computation of diluted FFO does not assume conversion of securities that are exchangeable for common shares if the conversion of those securities would increase diluted FFO per share in a given period.

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We define FFO, a non-GAAP measure, consistent with the National Association of Real Estate Investment Trusts' definition, as net income available to common stockholders, plus depreciation and amortization of real estate assets, plus impairments of depreciable real estate assets, and reduced by gains on property sales.

We consider FFO to be an appropriate supplemental measure of a REIT's operating performance as it is based on a net income analysis of property portfolio performance that adds back items such as depreciation and impairments for FFO. The historical accounting convention used for real estate assets requires straight-line depreciation of buildings and improvements, which implies that the value of real estate assets diminishes predictably over time. Since real estate values historically rise and fall with market conditions, presentations of operating results for a REIT, using historical accounting for depreciation, could be less informative. The use of FFO is recommended by the REIT industry as a supplemental performance measure. In addition, FFO is used as a measure of our compliance with the financial covenants of our credit facility.

Table of Contents**ADJUSTED FUNDS FROM OPERATIONS AVAILABLE TO COMMON STOCKHOLDERS (AFFO)**

In the first three months of 2017, our AFFO increased by \$25.4 million, or 14.4%, to \$201.3 million, compared to \$175.9 million in 2016. On a diluted per common share basis, AFFO was \$0.76 in the first three months of 2017, compared to \$0.70 in the first three months of 2016, an increase of \$0.06, or 8.6%. We consider AFFO to be an appropriate supplemental measure of our performance. Most companies in our industry use a similar measurement, but they may use the term CAD (for Cash Available for Distribution), FAD (for Funds Available for Distribution) or other terms.

The following is a reconciliation of net income available to common stockholders (which we believe is the most comparable GAAP measure) to FFO and AFFO. Also presented is information regarding distributions paid to common stockholders and the weighted average number of common shares used for the basic and diluted computation per share (dollars in thousands, except per share amounts):

|  | <b>Three months ended</b> |    |             |
|--|---------------------------|----|-------------|
|  | <b>March 31,</b>          |    |             |
|  | <b>2017</b>               |    | <b>2016</b> |
| Net income available to common stockholders  | \$ 71,586                 | \$ | 63,473      |
| Cumulative adjustments to calculate FFO (1)  | 115,627                   |    | 107,156     |
| FFO available to common stockholders   | 187,213                   |    | 170,629     |
| Amortization of share-based compensation   | 2,753                     |    | 2,605       |
| Amortization of deferred financing costs (2)   | 1,487                     |    | 1,299       |
| Amortization of net mortgage premiums  | (630)                     |    | (1,101)     |
| (Gain) loss on interest rate swaps   | (1,330)                   |    | 5,778       |
| Leasing costs and commissions  | (410)                     |    | (191)       |
| Recurring capital expenditures   | (341)                     |    | (72)        |
| Straight-line rent   | (3,283)                   |    | (5,151)     |
| Amortization of above and below-market leases  | 2,432                     |    | 2,052       |
| Excess of redemption value over carrying value of Class F preferred share redemption         | 13,373                    |    | -           |
| Other adjustments (3)  | 72                        |    | 70          |
| Total AFFO available to common stockholders  | \$ 201,336                | \$ | 175,918     |
| AFFO allocable to dilutive noncontrolling interests  | 294                       |    | -           |
| Diluted AFFO (4)   | \$ 201,630                | \$ | 175,918     |
| <br>   |                           |    |             |
| AFFO per common share, basic and diluted (5)   | \$ 0.76                   | \$ | 0.70        |
| <br>   |                           |    |             |
| Distributions paid to common stockholders  | \$ 162,506                | \$ | 147,345     |
| <br>   |                           |    |             |
| AFFO available to common stockholders in excess of distributions paid to common stockholders | \$ 38,830                 | \$ | 28,573      |
| <br>   |                           |    |             |
| Weighted average number of common shares used for computation per share:                     |                           |    |             |
| Basic  | 263,340,491               |    | 250,173,815 |
| Diluted (5)  | 264,022,486               |    | 250,381,001 |

(1) See reconciling items for FFO presented under Funds from Operations Available to Common Stockholders (FFO).



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(2) Includes the amortization of costs incurred and capitalized upon issuance of our notes payable, assumption of our mortgages payable and upon issuance of our term loans. The deferred financing costs are being amortized over the lives of the respective mortgages and term loans. No costs associated with our credit facility agreements or annual fees paid to credit rating agencies have been included.

(3) Includes adjustments allocable to both non-controlling interests and capital lease obligations.

(4) AFFO available to common stockholders and dilutive noncontrolling interests for the first quarter of 2017 is \$201,630 after the inclusion of \$294 of AFFO allocable to dilutive noncontrolling interests.

(5) The computation of diluted AFFO does not assume conversion of securities that are convertible to common shares if the conversion of those securities would increase diluted AFFO per share in a given period.

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We believe the non-GAAP financial measure AFFO provides useful information to investors because it is a widely accepted industry measure of the operating performance of real estate companies that is used by industry analysts and investors who look at and compare those companies. In particular, AFFO provides an additional measure to compare the operating performance of different REITs without having to account for differing depreciation assumptions and other unique revenue and expense items which are not pertinent to measuring a particular company's on-going operating performance. Therefore, we believe that AFFO is an appropriate supplemental performance metric, and that the most appropriate GAAP performance metric to which AFFO should be reconciled is net income available to common stockholders.

Presentation of the information regarding FFO and AFFO is intended to assist the reader in comparing the operating performance of different REITs, although it should be noted that not all REITs calculate FFO and AFFO in the same way, so comparisons with other REITs may not be meaningful. Furthermore, FFO and AFFO are not necessarily indicative of cash flow available to fund cash needs and should not be considered as alternatives to net income as an indication of our performance. FFO and AFFO should not be considered as alternatives to reviewing our cash flows from operating, investing, and financing activities. In addition, FFO and AFFO should not be considered as measures of liquidity, our ability to make cash distributions, or our ability to pay interest payments.

### **PROPERTY PORTFOLIO INFORMATION**

At March 31, 2017, we owned a diversified portfolio:

- Of 4,980 properties;
- With an occupancy rate of 98.3%, or 4,897 properties leased and 83 properties available for lease;
- Leased to 250 different commercial tenants doing business in 47 separate industries;
- Located in 49 states and Puerto Rico;
- With over 84.0 million square feet of leasable space; and
- With an average leasable space per property of approximately 16,880 square feet; approximately 11,610 square feet per retail property and 221,920 square feet per industrial property.

At March 31, 2017, of our 4,980 properties, 4,897 were leased under net lease agreements. A net lease typically requires the tenant to be responsible for monthly rent and certain property operating expenses including property taxes, insurance, and maintenance. In addition, our tenants are typically subject to future rent increases based on increases in the consumer price index (typically subject to ceilings), additional rent calculated as a percentage of the tenants' gross sales above a specified level, or fixed increases.

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At March 31, 2017, our 250 commercial tenants, which we define as retailers with over 50 locations and non-retailers with over \$500 million in annual revenues, represented approximately 95% of our annualized revenue. We had 273 additional tenants, representing approximately 5% of our annualized revenue at March 31, 2017, which brings our total tenant count to 523 tenants.

Table of Contents**Industry Diversification**

The following table sets forth certain information regarding our property portfolio classified according to the business of the respective tenants, expressed as a percentage of our total rental revenue:

|                               | Percentage of Rental Revenue(1)               |                 |                 |                     |                 |                 |
|-------------------------------|---|-----------------|-----------------|---------------------|-----------------|-----------------|
|                               | For the<br>Quarter Ended<br>March 31,<br>2017 | Dec 31,<br>2016 | Dec 31,<br>2015 | For the Years Ended |                 |                 |
|                               |   |                 | Dec 31,<br>2015 | Dec 31,<br>2014     | Dec 31,<br>2013 | Dec 31,<br>2012 |
| <u>Retail industries</u>      |   |                 |                 |                     |                 |                 |
| Apparel stores                | 1.7%  | 1.9%            | 2.0%            | 2.0%                | 1.9%            | 1.7%            |
| Automotive collision services | 0.9   | 1.0             | 1.0             | 0.8                 | 0.8             | 1.1             |
| Automotive parts              | 1.2   | 1.3             | 1.4             | 1.3                 | 1.2             | 1.0             |
| Automotive service            | 1.8   | 1.9             | 1.9             | 1.8                 | 2.1             | 3.1             |
| Automotive tire services      | 2.5   | 2.7             | 2.9             | 3.2                 | 3.6             | 4.7             |
| Book stores                   | *   | *               | *               | *                   | *               | 0.1             |
| Child care                    | 1.9   | 1.9             | 2.0             | 2.2                 | 2.8             | 4.5             |
| Consumer electronics          | 0.3   | 0.3             | 0.3             | 0.3                 | 0.3             | 0.5             |
| Convenience stores            | 9.9   | 8.7             | 9.2             | 10.1                | 11.2            | 16.3            |
| Crafts and novelties          | 0.5   | 0.5             | 0.5             | 0.5                 | 0.5             | 0.3             |
| Dollar stores                 | 8.0   | 8.6             | 8.9             | 9.6                 | 6.2             | 2.2             |
| Drug stores                   | 11.1  | 11.2            | 10.6            | 9.5                 | 8.1             | 3.5             |
| Education                     | 0.3   | 0.3             | 0.3             | 0.4                 | 0.4             | 0.7             |
| Entertainment                 | 0.5   | 0.5             | 0.5             | 0.5                 | 0.6             | 0.9             |
| Equipment services            | *   | 0.1             | 0.1             | 0.1                 | 0.1             | 0.1             |
| Financial services            | 2.2   | 1.4             | 1.3             | 1.4                 | 1.5             | 0.2             |
| General merchandise           | 1.6   | 1.5             | 1.4             | 1.2                 | 1.1             | 0.6             |
| Grocery stores                | 3.6   | 3.1             | 3.0             | 3.0                 | 2.9             | 3.7             |
| Health and fitness            | 7.5   | 8.1             | 7.7             | 7.0                 | 6.3             | 6.8             |
| Health care                   | 0.9   | 0.9             | 1.0             | 1.1                 | 1.1             | -               |
| Home furnishings              | 0.8   | 0.7             | 0.7             | 0.7                 | 0.9             | 1.0             |
| Home improvement              | 2.4   | 2.5             | 2.4             | 1.7                 | 1.6             | 1.5             |
| Jewelry                       | 0.1   | 0.1             | 0.1             | 0.1                 | 0.1             | -               |
| Motor vehicle dealerships     | 2.4   | 1.9             | 1.6             | 1.6                 | 1.6             | 2.1             |
| Office supplies               | 0.3   | 0.3             | 0.3             | 0.4                 | 0.5             | 0.8             |
| Pet supplies and services     | 0.6   | 0.6             | 0.7             | 0.7                 | 0.8             | 0.6             |
| Restaurants - casual dining   | 3.8   | 3.9             | 3.8             | 4.3                 | 5.1             | 7.3             |
| Restaurants - quick service   | 5.0   | 4.9             | 4.2             | 3.7                 | 4.4             | 5.9             |
| Shoe stores                   | 0.5   | 0.5             | 0.5             | 0.1                 | 0.1             | 0.1             |
| Sporting goods                | 1.6   | 1.6             | 1.8             | 1.6                 | 1.7             | 2.5             |
| Telecommunications            | *   | *               | -               | -                   | -               | -               |
| Theaters                      | 4.6   | 4.9             | 5.1             | 5.3                 | 6.2             | 9.4             |
| Transportation services       | 0.1   | 0.1             | 0.1             | 0.1                 | 0.1             | 0.2             |
| Wholesale clubs               | 3.3   | 3.6             | 3.8             | 4.1                 | 3.9             | 3.2             |
| Other                         | *   | *               | *               | *                   | 0.1             | 0.1             |
| Retail industries             | 81.9%   | 81.5%           | 81.1%           | 80.4%               | 79.8%           | 86.7%           |

Table of Contents**Industry Diversification (continued)**

|                              | Percentage of Rental Revenue(1)               |                 |                 |                     |                 |                 |
|------------------------------|---|-----------------|-----------------|---------------------|-----------------|-----------------|
|                              | For the<br>Quarter Ended<br>March 31,<br>2017 | Dec 31,<br>2016 | Dec 31,<br>2015 | For the Years Ended |                 |                 |
|                              |   |                 |                 | Dec 31,<br>2014     | Dec 31,<br>2013 | Dec 31,<br>2012 |
| <u>Non-retail industries</u> |   |                 |                 |                     |                 |                 |
| Aerospace                    | 0.9   | 1.0             | 1.1             | 1.2                 | 1.2             | 0.9             |
| Beverages                    | 2.7   | 2.6             | 2.7             | 2.8                 | 3.3             | 5.1             |
| Consumer appliances          | 0.4   | 0.5             | 0.6             | 0.5                 | 0.6             | 0.1             |
| Consumer goods               | 0.9   | 0.9             | 0.9             | 0.9                 | 1.0             | 0.1             |
| Crafts and novelties         | 0.1   | 0.1             | 0.1             | 0.1                 | 0.1             | -               |
| Diversified industrial       | 0.9   | 0.9             | 0.8             | 0.5                 | 0.2             | 0.1             |
| Electric utilities           | 0.1   | 0.1             | 0.1             | 0.1                 | *               | -               |
| Equipment services           | 0.4   | 0.5             | 0.4             | 0.5                 | 0.4             | 0.3             |
| Financial services           | 0.4   | 0.4             | 0.4             | 0.4                 | 0.5             | 0.4             |
| Food processing              | 1.1   | 1.1             | 1.2             | 1.4                 | 1.5             | 1.3             |
| General merchandise          | 0.2   | 0.3             | 0.3             | 0.3                 | -               | -               |
| Government services          | 1.0   | 1.1             | 1.2             | 1.3                 | 1.4             | 0.1             |
| Health care                  | 0.6   | 0.6             | 0.7             | 0.7                 | 0.8             | *               |
| Home furnishings             | 0.1   | 0.1             | 0.2             | 0.2                 | 0.2             | -               |
| Insurance                    | 0.1   | 0.1             | 0.1             | 0.1                 | 0.1             | *               |
| Machinery                    | 0.1   | 0.1             | 0.1             | 0.2                 | 0.2             | 0.1             |
| Other manufacturing          | 0.8   | 0.8             | 0.7             | 0.7                 | 0.6             | -               |
| Packaging                    | 0.9   | 0.8             | 0.8             | 0.8                 | 0.9             | 0.7             |
| Paper                        | 0.1   | 0.1             | 0.1             | 0.1                 | 0.2             | 0.1             |
| Shoe stores                  | 0.2   | 0.2             | 0.2             | 0.8                 | 0.9             | -               |
| Telecommunications           | 0.6   | 0.6             | 0.7             | 0.7                 | 0.7             | 0.8             |
| Transportation services      | 5.3   | 5.4             | 5.3             | 5.1                 | 5.3             | 2.2             |
| Other                        | 0.2   | 0.2             | 0.2             | 0.2                 | 0.1             | 1.0             |
| Non-retail industries        | 18.1%   | 18.5%           | 18.9%           | 19.6%               | 20.2%           | 13.3%           |
| Totals                       | 100.0%  | 100.0%          | 100.0%          | 100.0%              | 100.0%          | 100.0%          |

\* Less than 0.1%

(1) Includes rental revenue for all properties owned at the end of each period presented, including revenue from properties reclassified as discontinued operations.

Table of Contents**Property Type Composition**

The following table sets forth certain property type information regarding our property portfolio as of March 31, 2017 (dollars in thousands):

| <b>Property Type</b> | <b>Number of Properties</b> | <b>Approximate Leasable Square Feet</b> | <b>Rental Revenue for the Quarter Ended March 31, 2017(1)</b> | <b>Percentage of Rental Revenue</b> |
|----------------------|-----------------------------|---|---|-------------------------------------|
| Retail               | 4,810                       | 55,863,700                              | \$ 226,963  | 79.5%                               |
| Industrial           | 111                         | 24,632,900                              | 36,921  | 12.9                                |
| Office               | 44                          | 3,403,200                               | 15,061  | 5.3                                 |
| Agriculture          | 15                          | 184,500                                 | 6,511   | 2.3                                 |
| Totals               | 4,980                       | 84,084,300                              | \$ 285,456  | 100.0%                              |

(1) Includes rental revenue for all properties owned at March 31, 2017. Excludes revenue of \$365 from sold properties.

**Tenant Diversification**

The following table sets forth the largest tenants in our property portfolio, expressed as a percentage of total rental revenue at March 31, 2017:

| <b>Tenant</b>                    | <b>Number of Properties</b> | <b>% of Rental Revenue</b> |
|----------------------------------|-----------------------------|----------------------------|
| Walgreens                        | 203                         | 6.8%                       |
| FedEx                            | 43                          | 5.4%                       |
| Dollar General                   | 524                         | 4.1%                       |
| LA Fitness                       | 47                          | 3.8%                       |
| Dollar Tree / Family Dollar      | 457                         | 3.7%                       |
| AMC Theatres                     | 22                          | 2.6%                       |
| Circle K (Couche-Tard)           | 299                         | 2.6%                       |
| Walmart / Sam's Club             | 39                          | 2.3%                       |
| BJ's Wholesale Club              | 15                          | 2.3%                       |
| Treasury Wine Estates            | 17                          | 2.2%                       |
| Super America / Western Refining | 134                         | 1.9%                       |
| CVS Pharmacy                     | 69                          | 1.9%                       |
| GPM Investments / Fas Mart       | 216                         | 1.9%                       |
| Regal Cinemas                    | 22                          | 1.9%                       |
| Rite Aid                         | 69                          | 1.8%                       |
| 7-Eleven                         | 111                         | 1.8%                       |
| Life Time Fitness                | 9                           | 1.8%                       |
| TBC Corporation (Sumitomo)       | 158                         | 1.6%                       |
| Kroger                           | 11                          | 1.2%                       |
| FreedomRoads / Camping World     | 18                          | 1.2%                       |



Table of Contents**Service Category Diversification for our Retail Properties**

The following table sets forth certain information regarding the 4,810 retail properties included in our 4,980 total properties owned at March 31, 2017, classified according to the business types and the level of services they provide at the property level (dollars in thousands):

|  | Number of<br>Retail<br>Properties | Retail Rental Revenue<br>for the Quarter Ended<br>March 31, 2017(1) | Percentage of<br>Retail Rental<br>Revenue |
|--|-----------------------------------|---|---|
| <b><u>Tenants Providing Services</u></b>         |                                   |   |   |
| Automotive collision services                    | 54                                | \$ 2,710  | 1.2%                                      |
| Automotive service                               | 264                               | 5,514   | 2.4                                       |
| Child care                                       | 198                               | 5,487   | 2.4                                       |
| Education  | 14                                | 835   | 0.4                                       |
| Entertainment                                    | 11                                | 1,310   | 0.6                                       |
| Equipment services                               | 2                                 | 111   | *   |
| Financial services                               | 227                               | 6,152   | 2.7                                       |
| Health and fitness                               | 86                                | 21,333  | 9.4                                       |
| Health care                                      | 27                                | 1,134   | 0.5                                       |
| Telecommunications                               | 1                                 | 7   | *   |
| Theaters   | 45                                | 13,344  | 5.9                                       |
| Transportation services                          | 2                                 | 229   | 0.1                                       |
| Other  | 7                                 | 64  | *   |
|  | 938                               | 58,230  | 25.6                                      |
| <b><u>Tenants Selling Goods and Services</u></b> |                                   |   |   |
| Automotive parts (with installation)             | 68                                | 1,609   | 0.7                                       |
| Automotive tire services                         | 193                               | 7,159   | 3.2                                       |
| Convenience stores                               | 864                               | 28,145  | 12.4                                      |
| Motor vehicle dealerships                        | 29                                | 6,736   | 3.0                                       |
| Pet supplies and services                        | 12                                | 724   | 0.3                                       |
| Restaurants - casual dining                      | 317                               | 9,944   | 4.4                                       |
| Restaurants - quick service                      | 566                               | 14,294  | 6.3                                       |
|  | 2,049                             | 68,611  | 30.3                                      |
| <b><u>Tenants Selling Goods</u></b>              |                                   |   |   |
| Apparel stores                                   | 29                                | 5,053   | 2.2                                       |
| Automotive parts                                 | 83                                | 1,941   | 0.9                                       |
| Book stores                                      | 1                                 | 104   | *   |
| Consumer electronics                             | 9                                 | 829   | 0.4                                       |
| Crafts and novelties                             | 13                                | 1,416   | 0.6                                       |
| Dollar stores                                    | 981                               | 22,752  | 10.0                                      |
| Drug stores                                      | 335                               | 30,170  | 13.3                                      |
| General merchandise                              | 77                                | 4,310   | 1.9                                       |
| Grocery stores                                   | 98                                | 10,075  | 4.4                                       |
| Home furnishings                                 | 58                                | 2,282   | 1.0                                       |
| Home improvement                                 | 57                                | 6,251   | 2.8                                       |
| Jewelry  | 4                                 | 175   | 0.1                                       |
| Office supplies                                  | 9                                 | 724   | 0.3                                       |
| Shoe stores                                      | 2                                 | 182   | 0.1                                       |
| Sporting goods                                   | 35                                | 4,445   | 2.0                                       |
| Wholesale clubs                                  | 32                                | 9,413   | 4.1                                       |
|  | 1,823                             | 100,122   | 44.1                                      |
| Total Retail Properties                          | 4,810                             | \$ 226,963  | 100.0%                                    |

\* Less than 0.1%

(1)



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Includes rental revenue for all retail properties owned at March 31, 2017. Excludes revenue of \$58,493 from non-retail properties and \$365 from sold properties.

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Table of Contents**Lease Expirations**

The following table sets forth certain information regarding our property portfolio regarding the timing of the lease term expirations in our portfolio (excluding rights to extend a lease at the option of the tenant) on our 4,873 net leased, single-tenant properties and their contribution to rental revenue for the quarter ended March 31, 2017 (dollars in thousands):

| Year        | Total Portfolio(1)           |            | Approx.<br>Leasable<br>Sq. Feet | Rental<br>Revenue(2) | % of<br>Rental<br>Revenue |
|-------------|------------------------------|------------|---------------------------------|----------------------|---------------------------|
|             | Expiring<br>Leases<br>Retail | Non-Retail |                                 |                      |                           |
| 2017        | 105                          | 2          | 1,382,000                       | \$ 3,144             | 1.1%                      |
| 2018        | 278                          | 8          | 3,531,700                       | 10,464               | 3.7                       |
| 2019        | 263                          | 10         | 3,910,200                       | 13,562               | 4.8                       |
| 2020        | 210                          | 11         | 4,461,700                       | 13,399               | 4.8                       |
| 2021        | 294                          | 12         | 5,319,900                       | 15,133               | 5.4                       |
| 2022        | 303                          | 17         | 8,028,800                       | 17,755               | 6.3                       |
| 2023        | 382                          | 20         | 6,721,500                       | 23,151               | 8.2                       |
| 2024        | 199                          | 12         | 4,463,300                       | 12,621               | 4.5                       |
| 2025        | 326                          | 14         | 5,273,400                       | 21,246               | 7.6                       |
| 2026        | 317                          | 5          | 4,451,500                       | 15,785               | 5.6                       |
| 2027        | 525                          | 4          | 5,909,000                       | 20,122               | 7.2                       |
| 2028        | 290                          | 7          | 6,362,800                       | 17,041               | 6.1                       |
| 2029        | 400                          | 5          | 6,986,800                       | 20,843               | 7.4                       |
| 2030        | 80                           | 13         | 2,439,100                       | 14,430               | 5.1                       |
| 2031        | 272                          | 25         | 5,237,500                       | 24,621               | 8.8                       |
| 2032 - 2043 | 460                          | 4          | 7,592,800                       | 37,823               | 13.4                      |
| Totals      | 4,704                        | 169        | 82,072,000                      | \$ 281,140           | 100.0%                    |

\* Less than 0.1%

(1) Excludes 24 multi-tenant properties and 83 vacant properties. The lease expirations for properties under construction are based on the estimated date of completion of those properties.

(2) Excludes revenue of \$4,316 from 24 multi-tenant properties and from 83 vacant properties at March 31, 2017, and \$365 from sold properties.

Table of Contents**Geographic Diversification**

The following table sets forth certain state-by-state information regarding our property portfolio as of March 31, 2017 (dollars in thousands):

| <b>State</b>   | <b>Number of Properties</b> | <b>Percent Leased</b> | <b>Approximate Leasable Square Feet</b> | <b>Rental Revenue for the Quarter Ended March 31, 2017(1)</b> | <b>Percentage of Rental Revenue</b> |
|----------------|-----------------------------|-----------------------|---|---|-------------------------------------|
| Alabama        | 161                         | 97%                   | 1,416,300                               | \$ 5,447  | 1.9%                                |
| Alaska         | 3                           | 67                    | 275,900                                 | 193   | 0.1                                 |
| Arizona        | 109                         | 99                    | 1,626,300                               | 6,447   | 2.3                                 |
| Arkansas       | 55                          | 100                   | 816,500                                 | 1,816   | 0.6                                 |
| California     | 184                         | 99                    | 5,324,800                               | 26,778  | 9.4                                 |
| Colorado       | 81                          | 100                   | 1,097,400                               | 4,660   | 1.6                                 |
| Connecticut    | 23                          | 96                    | 531,000                                 | 2,545   | 0.9                                 |
| Delaware       | 18                          | 100                   | 93,000                                  | 744   | 0.3                                 |
| Florida        | 369                         | 99                    | 4,019,400                               | 16,843  | 5.9                                 |
| Georgia        | 251                         | 98                    | 4,164,700                               | 12,716  | 4.5                                 |
| Idaho          | 12                          | 100                   | 87,000                                  | 380   | 0.1                                 |
| Illinois       | 232                         | 99                    | 5,413,600                               | 15,569  | 5.5                                 |
| Indiana        | 171                         | 99                    | 2,105,400                               | 8,537   | 3.0                                 |
| Iowa           | 40                          | 95                    | 2,970,600                               | 4,108   | 1.4                                 |
| Kansas         | 91                          | 97                    | 1,842,900                               | 4,800   | 1.7                                 |
| Kentucky       | 62                          | 98                    | 1,368,400                               | 4,004   | 1.4                                 |
| Louisiana      | 98                          | 97                    | 1,342,500                               | 4,120   | 1.4                                 |
| Maine          | 16                          | 94                    | 178,500                                 | 1,121   | 0.4                                 |
| Maryland       | 35                          | 94                    | 859,000                                 | 4,110   | 1.4                                 |
| Massachusetts  | 81                          | 98                    | 770,600                                 | 4,066   | 1.4                                 |
| Michigan       | 163                         | 98                    | 1,689,000                               | 6,363   | 2.2                                 |
| Minnesota      | 158                         | 99                    | 1,951,100                               | 9,941   | 3.5                                 |
| Mississippi    | 134                         | 94                    | 1,623,600                               | 4,541   | 1.6                                 |
| Missouri       | 140                         | 98                    | 2,851,300                               | 8,800   | 3.1                                 |
| Montana        | 11                          | 100                   | 87,000                                  | 466   | 0.2                                 |
| Nebraska       | 38                          | 100                   | 806,500                                 | 2,257   | 0.8                                 |
| Nevada         | 22                          | 100                   | 413,000                                 | 1,309   | 0.5                                 |
| New Hampshire  | 19                          | 100                   | 315,800                                 | 1,547   | 0.5                                 |
| New Jersey     | 71                          | 99                    | 834,400                                 | 4,744   | 1.7                                 |
| New Mexico     | 31                          | 100                   | 348,500                                 | 862   | 0.3                                 |
| New York       | 94                          | 100                   | 2,505,000                               | 12,629  | 4.4                                 |
| North Carolina | 173                         | 98                    | 2,258,100                               | 7,842   | 2.8                                 |
| North Dakota   | 7                           | 86                    | 118,300                                 | 251   | 0.1                                 |
| Ohio           | 246                         | 99                    | 6,242,100                               | 14,936  | 5.2                                 |
| Oklahoma       | 133                         | 99                    | 1,651,700                               | 4,624   | 1.6                                 |
| Oregon         | 28                          | 100                   | 593,300                                 | 2,410   | 0.8                                 |
| Pennsylvania   | 148                         | 99                    | 1,855,000                               | 7,550   | 2.6                                 |
| Rhode Island   | 4                           | 100                   | 161,600                                 | 811   | 0.3                                 |
| South Carolina | 157                         | 99                    | 1,419,200                               | 5,935   | 2.1                                 |
| South Dakota   | 14                          | 100                   | 188,800                                 | 411   | 0.1                                 |
| Tennessee      | 225                         | 97                    | 3,195,100                               | 8,815   | 3.1                                 |
| Texas          | 490                         | 99                    | 9,206,000                               | 27,657  | 9.7                                 |
| Utah           | 22                          | 100                   | 970,600                                 | 2,270   | 0.8                                 |
| Vermont        | 5                           | 100                   | 98,000                                  | 486   | 0.2                                 |
| Virginia       | 169                         | 98                    | 3,118,800                               | 8,021   | 2.8                                 |
| Washington     | 43                          | 98                    | 733,400                                 | 2,824   | 1.0                                 |
| West Virginia  | 15                          | 100                   | 326,300                                 | 1,102   | 0.4                                 |
| Wisconsin      | 118                         | 100                   | 2,136,000                               | 6,613   | 2.3                                 |
| Wyoming        | 6                           | 100                   | 54,700                                  | 286   | 0.1                                 |
| Puerto Rico    | 4                           | 100                   | 28,300                                  | 149   | *                                   |
| Totals/Average | 4,980                       | 98%                   | 84,084,300                              | \$ 285,456  | 100.0%                              |

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\* Less than 0.1%

(1) Includes rental revenue for all properties owned at March 31, 2017. Excludes revenue of \$365 from sold properties.

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**IMPACT OF INFLATION**

Tenant leases generally provide for limited increases in rent as a result of increases in the tenants' sales volumes, increases in the consumer price index (typically subject to ceilings), or fixed increases. We expect that inflation will cause these lease provisions to result in rent increases over time. During times when inflation is greater than increases in rent, as provided for in the leases, rent increases may not keep up with the rate of inflation.

Moreover, our use of net lease agreements tends to reduce our exposure to rising property expenses due to inflation because the tenant is responsible for property expenses. Inflation and increased costs may have an adverse impact on our tenants if increases in their operating expenses exceed increases in revenue.

**IMPACT OF RECENT ACCOUNTING PRONOUNCEMENTS**

For information on the impact of recent accounting pronouncements on our business, see note 2 of the Notes to the Consolidated Financial Statements.

**OTHER INFORMATION**

Our common stock is listed on the NYSE under the ticker symbol **O** with a CUSIP number of 756109-104. Our central index key number is 726728.

We maintain a corporate website at [www.realtyincome.com](http://www.realtyincome.com). On our website we make available, free of charge, copies of our annual report on Form 10-K, quarterly reports on Form 10-Q, Form 3s, Form 4s, Form 5s, current reports on Form 8-K, and amendments to those reports, as soon as reasonably practicable after we electronically file these reports with the Securities and Exchange Commission, or SEC. None of the information on our website is deemed to be part of this report.

*Corporate Responsibility.* We are committed to providing an engaging, diverse, and safe work environment for our employees, to upholding our corporate responsibilities as a public company operating for the benefit of our stockholders, and to operating our company in an environmentally conscious manner. As The Monthly Dividend Company®, our mission is to provide our stockholders with monthly dividends that increase over time. How we manage and use the physical, financial and talent resources that enable us to achieve this mission, demonstrates our commitment to corporate responsibility.

*Social Responsibility and Ethics.* An extension of our mission is our commitment to being socially responsible and conducting our business according to the highest ethical standards. Our employees are awarded compensation that is in line with those of our peers and competitors, including generous healthcare benefits for employees and their families; participation in a 401(k) plan with a matching contribution by Realty Income; competitive paid time-off benefits; and an infant-at-work program for new parents. Our employees have access to members of our Board of Directors to report anonymously, if desired, any suspicion of misconduct by any member of our senior management or executive team. We also have a longstanding commitment to equal employment opportunity and adhere to all Equal Employer Opportunity Policy guidelines. We apply the principles of full and fair disclosure in all of our business dealings, as outlined in our Corporate Code of Business Ethics. We are also committed to dealing fairly with all of our customers, suppliers, and competitors.

Realty Income and our employees have taken an active role in supporting our communities through civic involvement with charitable organizations, including our partnership with San Diego Habitat for Humanity, and corporate donations. Focusing our impact on social and environmentally sustainable areas our non-profit partnerships have resulted in approximately 700 employee volunteer hours during 2016, employee and corporate donations to fund local affordable housing, educational services to at-risk youth, funding local foodbanks, and toys for under-served children. Our dedication to being a responsible corporate citizen has a direct and positive impact in the communities in which we operate and contributes to the strength of our reputation and our financial performance.

*Corporate Governance.* We believe that a company's reputation for integrity and serving its stockholders responsibly is of utmost importance. We are committed to managing the company for the benefit of our stockholders and are focused on maintaining good corporate governance. Practices that illustrate this commitment include:

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- Our Board of Directors is comprised of eight directors, seven of which are independent, non-employee directors;
- Our Board of Directors is elected on an annual basis;
- We employ a majority vote standard for uncontested elections;
- Our Compensation Committee of the Board of Directors works with independent consultants in conducting annual compensation reviews for our key executives, and compensates each individual primarily based on reaching certain performance metrics that determine the success of our company; and
- We adhere to all other corporate governance principles outlined in our Corporate Governance Guidelines document on our website.

*Environmental Practices.* Our focus on conservationism is demonstrated by how we manage our day-to-day activities at our corporate headquarters. At our headquarters, we promote energy efficiency and encourage practices such as powering down office equipment at the end of the day, implementing file-sharing technology and automatic duplex mode to limit paper use, adopting an electronic approval system, carpooling to our headquarters, and recycling paper waste.

With respect to recycling and reuse practices, we encourage the use of recycled products and the recycling of materials during our operations. Cell phones, wireless devices and office equipment are recycled or donated whenever possible.

In addition, our headquarters was retrofitted according to the State of California energy efficiency standards (specifically following California Green Building Standards Code and Title 24 of the California Code of Regulations), with features such as an automatic lighting control system with light-harvesting technology, a Building Management System that monitors and controls energy use, an energy-efficient PVC roof and heating and cooling system, LED lighting, and drought-tolerant landscaping with recycled materials.

The properties in our portfolio are net leased to our tenants who are responsible for maintaining the buildings and are in control of their energy usage and environmental sustainability practices. We remain active in working with our tenants to promote environmental responsibility at the properties we own and to promote the importance of energy efficient facilities.

Our Asset Management team has engaged with a renewable energy development company to identify assets that would maximize energy efficiency initiatives throughout our property portfolio. These initiatives include solar energy arrays, battery storage, and charging stations. In addition, we continue to explore regional opportunities with our tenants, bringing our properties into compliance to qualify for city and county programs.

**Item 3: Quantitative and Qualitative Disclosures about Market Risk**

We are exposed to interest rate changes primarily as a result of our credit facility, term loans, mortgages payable, and long-term notes and bonds used to maintain liquidity and expand our real estate investment portfolio and operations. Our interest rate risk management objective is to limit the impact of interest rate changes on earnings and cash flow and to lower our overall borrowing costs. To achieve these objectives we issue long-term notes and bonds, primarily at fixed rates.

In order to mitigate and manage the effects of interest rate risks on our operations, we may utilize a variety of financial instruments, including interest rate swaps and caps. The use of these types of instruments to hedge our exposure to changes in interest rates carries additional risks, including counterparty credit risk, the enforceability of hedging contracts and the risk that unanticipated and significant changes in interest rates will cause a significant loss of basis in the contract. To limit counterparty credit risk we will seek to enter into such agreements with major financial institutions with favorable credit ratings. There can be no assurance that we will be able to adequately protect against the foregoing risks or realize an economic benefit that exceeds the related amounts incurred in connection with engaging in such hedging activities. We do not enter into any derivative transactions for speculative or trading purposes.

The following table presents by year of expected maturity, the principal amounts, average interest rates and estimated fair values of our fixed and variable rate debt as of March 31, 2017. This information is presented to evaluate the expected cash flows and sensitivity to interest rate changes (dollars in millions):



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| Year of maturity | Fixed rate debt | Weighted average rate on fixed rate debt | Variable rate debt | Weighted average rate on variable rate debt |
|------------------|-----------------|--|--------------------|---|
| 2017             | \$ 266.3        | 5.51%                                    | \$ 9.8             | 2.97%                                       |
| 2018             | 365.3           | 2.15                                     | 76.6               | 2.10  |
| 2019             | 554.5           | 6.74                                     | 37.8               | 2.69  |
| 2020             | 82.2            | 4.99                                     | 250.2              | 1.93  |
| 2021             | 310.0           | 5.72                                     | 6.9                | 3.13  |
| Thereafter       | 3,478.4         | 4.11                                     | 14.9               | 2.93  |
| Totals (1)       | \$ 5,056.7      | 4.44%                                    | \$ 396.2           | 2.12%                                       |
| Fair Value (2)   | \$ 5,238.1      |  | \$ 393.6           |   |

- (1) Excludes net premiums recorded on mortgages payable, original issuance discounts recorded on notes payable and deferred financing costs on mortgages payable, notes payable, and term loans. At March 31, 2017, the unamortized balance of net premiums on mortgages payable is \$5.7 million, the unamortized balance of original issue discounts on notes payable is \$7.5 million, and the balance of deferred financing costs on mortgages payable is \$286,000, on notes payable is \$26.4 million, and on term loans is \$800,000.
- (2) We base the estimated fair value of the fixed rate senior notes and bonds at March 31, 2017 on the indicative market prices and recent trading activity of our senior notes and bonds payable. We base the estimated fair value of our fixed rate and variable rate mortgages at March 31, 2017 on the relevant Treasury yield curve, plus an applicable credit-adjusted spread. We believe that the carrying value of the credit facility balance and term loans balance reasonably approximate their estimated fair values at March 31, 2017.

The table incorporates only those exposures that exist as of March 31, 2017. It does not consider those exposures or positions that could arise after that date. As a result, our ultimate realized gain or loss, with respect to interest rate fluctuations, would depend on the exposures that arise during the period, our hedging strategies at the time, and interest rates.

All of our outstanding notes and bonds have fixed interest rates. All of our mortgages payable, except six mortgages totaling \$74.0 million at March 31, 2017, including net unamortized discounts, have fixed interest rates. After factoring in arrangements that limit our exposure to interest rate risk and effectively fix our per annum interest rates, our mortgage debt subject to variable rates totals \$38.2 million at March 31, 2017. Interest on our credit facility and term loan balances is variable. However, the variable interest rate feature on our term loans has been mitigated by interest rate swap agreements. Based on a hypothetical credit facility balance of \$500.0 million at March 31, 2017, a 1% change in interest rates would change our interest rate costs by \$5.0 million per year.

**Item 4: Controls and Procedures****Evaluation of Disclosure Controls and Procedures**

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We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended) that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As of and for the quarter ended March 31, 2017, we carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective and were operating at a reasonable assurance level.

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**Changes in Internal Controls**

There were no changes to our internal control over financial reporting that occurred during the quarter ended March 31, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. As of March 31, 2017, there were no material weaknesses in our internal controls, and therefore, no corrective actions were taken.

**Limitations on the Effectiveness of Controls**

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

**PART II. OTHER INFORMATION**

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

The following shares of stock were withheld for state and federal payroll taxes on the vesting of employee stock awards, as permitted under the 2010 Incentive Award Plan of Realty Income Corporation:

- 66,813 shares of stock, at a price of \$57.48, in January 2017;
- 22,022 shares of stock, at a price of \$60.78, in February 2017; and
- 113 shares of stock, at a price of \$60.60, in March 2017.

**Item 6: Exhibits**

**Articles of Incorporation and By-Laws**

**Exhibit No.                      Description**

2.1 Agreement and Plan of Merger, dated as of September 6, 2012, by and among Realty Income Corporation, Tau Acquisition LLC and American Realty Capital Trust, Inc. (filed as exhibit 2.1 to the Company's Form 8-K, filed on September 6, 2012 and incorporated herein by reference).

2.2 First Amendment to Agreement and Plan of Merger, dated as of January 6, 2013, by and among Realty Income Corporation, Tau Acquisition LLC and American Realty Capital Trust, Inc. (filed as exhibit 2.1 to the Company's Form 8-K, filed on January 7, 2013 and incorporated herein by reference).

3.1 Articles of Incorporation of the Company, as amended by amendment No. 1 dated May 10, 2005 and amendment No. 2 dated May 10, 2005 (filed as exhibit 3.1 to the Company's Form 10-Q for the quarter ended June 30, 2005 and incorporated herein by reference), amendment No. 3 dated July 29, 2011 (filed as exhibit 3.1 to the Company's Form 8-K, filed on August 2, 2011 and incorporated herein by reference); and amendment No. 4 dated June 21, 2012 (filed as exhibit 3.1 to the Company's Form 8-K, filed on June 21, 2012 and incorporated herein by reference).

3.2 Amended and Restated Bylaws of the Company dated June 16, 2015 (filed as exhibit 3.1 to the Company's Form 8-K filed on June 17, 2015 and incorporated herein by reference)

3.3 Articles Supplementary to the Articles of Incorporation of the Company classifying and designating the 6.625% Monthly Income Class F Cumulative Redeemable Preferred Stock, dated February 3, 2012 (the First Class F Articles Supplementary ) (filed as exhibit 3.1 to the Company's Form 8-K, filed on February 3, 2012 and incorporated herein by reference).

3.4 Certificate of Correction to the First Class F Articles Supplementary, dated April 11, 2012 (filed as exhibit 3.2 to the Company's Form 8-K, filed on April 17, 2012 and incorporated herein by reference).

3.5 Articles Supplementary to the Articles of Incorporation of the Company classifying and

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designating additional shares of the 6.625% Monthly Income Class F Cumulative Redeemable Preferred Stock, dated April 17, 2012 (filed as exhibit 3.3 to the Company's Form 8-K, filed on April 17, 2012 and incorporated herein by reference).

**Instruments defining the rights of security holders, including indentures**

4.1 Indenture dated as of October 28, 1998 between the Company and The Bank of New York (filed as exhibit 4.1 to the Company's Form 8-K, filed on October 28, 1998 and incorporated herein by reference).

4.2 Form of 5.875% Senior Notes due 2035 (filed as exhibit 4.2 to the Company's Form 8-K, filed on March 11, 2005 and incorporated herein by reference).

4.3 Officer's Certificate pursuant to sections 201, 301 and 303 of the Indenture dated October 28, 1998 between the Company and The Bank of New York, as Trustee, establishing a series of securities entitled 5.875% Senior Debentures due 2035 (filed as exhibit 4.3 to the Company's Form 8-K, filed on March 11, 2005 and incorporated herein by reference).

4.4 Form of 5.375% Senior Notes due 2017 (filed as exhibit 4.2 to the Company's Form 8-K, filed on September 16, 2005 and incorporated herein by reference).

4.5 Officer's Certificate pursuant to sections 201, 301 and 303 of the Indenture dated October 28, 1998 between the Company and The Bank of New York, as Trustee, establishing a series of securities entitled 5.375% Senior Notes due 2017 (filed as exhibit 4.3 to the Company's Form 8-K, filed on September 16, 2005 and incorporated herein by reference).

4.6 Form of 6.75% Notes due 2019 (filed as exhibit 4.2 to Company's Form 8-K, filed on September 5, 2007 and incorporated herein by reference).

4.7 Officer's Certificate pursuant to sections 201, 301 and 303 of the Indenture dated October 28, 1998 between the Company and The Bank of New York Trust Company, N.A., as Trustee, establishing a series of securities entitled 6.75% Senior Notes due 2019 (filed as exhibit 4.3 to the Company's Form 8-K, filed on September 5, 2007 and incorporated herein by reference).

4.8 Form of 5.750% Notes due 2021 (filed as exhibit 4.2 to Company's Form 8-K, filed on June 29, 2010 and incorporated herein by reference).

4.9 Officer's Certificate pursuant to sections 201, 301 and 303 of the Indenture dated October 28, 1998 between the Company and The Bank of New York Mellon Trust Company, N.A., as Successor Trustee, establishing a series of securities entitled 5.750% Notes due 2021 (filed as exhibit 4.3 to the Company's Form 8-K, filed on June 29, 2010 and incorporated herein by reference).

4.10 Form of Common Stock Certificate (filed as exhibit 4.16 to the Company's Form 10-Q for the quarter ended September 30, 2011 and incorporated herein by reference).

4.11 Form of Preferred Stock Certificate representing the 6.625% Monthly Income Class F Cumulative Redeemable Preferred Stock (filed as exhibit 4.1 to the Company's Form 8-K, filed on February 3, 2012 and incorporated herein by reference).

4.12 Form of 2.000% Note due 2018 (filed as exhibit 4.2 to Company's Form 8-K, filed on October 10, 2012 and incorporated herein by reference).

4.13 Form of 3.250% Note due 2022 (filed as exhibit 4.3 to Company's Form 8-K, filed on October 10, 2012 and incorporated herein by reference).

4.14 Officer's Certificate pursuant to sections 201, 301 and 303 of the Indenture dated

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October 28, 1998 between the Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee, establishing a series of securities entitled 2.000% Notes due 2018 and establishing a series of securities entitled 3.250% Notes due 2022 (filed as exhibit 4.4 to the Company's Form 8-K, filed on October 10, 2012 and incorporated herein by reference).

4.15 Form of 4.650% Note due 2023 (filed as exhibit 4.2 to Company's Form 8-K, filed on July 16, 2013 and incorporated herein by reference).

4.16 Officer's Certificate pursuant to sections 201, 301 and 303 of the Indenture dated October 28, 1998 between the Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee, establishing a series of securities entitled 4.650% Notes due 2023 (filed as exhibit 4.3 to the Company's Form 8-K, filed on July 16, 2013 and incorporated herein by reference).

4.17 Form of 3.875% Note due 2024 (filed as exhibit 4.2 to Company's Form 8-K, filed on June 25, 2014 and incorporated herein by reference).

4.18 Officer's Certificate pursuant to sections 201, 301 and 303 of the Indenture dated October 28, 1998 between the Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee, establishing a series of securities entitled 3.875% Notes due 2024 (filed as exhibit 4.3 to the Company's Form 8-K, filed on June 25, 2014 and incorporated herein by reference).

4.19 Form of 4.125% Note due 2026 (filed as exhibit 4.2 to Company's Form 8-K, filed on September 23, 2014 and incorporated herein by reference).

4.20 Officer's Certificate pursuant to sections 201, 301 and 303 of the Indenture dated October 28, 1998 between the Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee, establishing a series of securities entitled 4.125% Notes due 2026 (filed as exhibit 4.3 to the Company's Form 8-K, filed on September 23, 2014 and incorporated herein by reference).

4.21 Form of 3.000% Note due 2027 (filed as exhibit 4.2 to Company's Form 8-K, filed on October 12, 2016 and incorporated herein by reference).

4.22 Officer s Certificate pursuant to sections 201, 301 and 303 of the Indenture dated October 28, 1998 between the Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee, establishing a series of securities entitled 3.000% Notes due 2027 (filed as exhibit 4.3 to the Company s Form 8-K, filed on October 12, 2016 and incorporated herein by reference).

4.23 Form of 4.650% Note due 2047 (filed as exhibit 4.2 to Company s Form 8-K, filed on March 15, 2017 and incorporated herein by reference).

4.24 Form of 4.125% Note due 2026 (filed as exhibit 4.3 to Company s Form 8-K, filed on March 15, 2017 and incorporated herein by reference).

4.25 Officers Certificate pursuant to Sections 201, 301, and 303 of the Indenture dated October 28, 1998 between the Company and The bank of New York Mellon Trust Company, N.A. as successor trustee, establishing a series of securities entitled 4.650% Notes due 2047 and re-opening a series of securities entitled 4.125% Notes due 2026 (filed as exhibit 4.4 to Company s Form 8-K, filed on March 15, 2017 and incorporated herein by reference).



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**Material Contracts**

10.1 Second Amendment to Realty Income Corporation 2012 Incentive Award Plan (filed as exhibit 10.1 to the Company's Form 8-K, filed on February 17, 2017 and incorporated herein by reference).

\*10.2 Amended and Restated Employment Agreement dated February 14, 2017 between the Company and John P. Case.

\*10.3 Form of Performance Share Award Agreement

**Certifications**

\*31.1 Rule 13a-14(a) Certifications as filed by the Chief Executive Officer pursuant to SEC release No. 33-8212 and 34-47551.

\*31.2 Rule 13a-14(a) Certifications as filed by the Chief Financial Officer pursuant to SEC release No. 33-8212 and 34-47551.

\*32 Section 1350 Certifications as furnished by the Chief Executive Officer and the Chief Financial Officer pursuant to SEC release No. 33-8212 and 34-47551.

**Interactive Data Files**

\*101 The following materials from Realty Income Corporation's Quarterly Report on Form 10-Q for the period ended March 31, 2017, formatted in Extensible Business Reporting Language: (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Income, (iii) Consolidated Statements of Cash Flows, and (iv) Notes to Consolidated Financial Statements.

\* Filed herewith.

**SIGNATURE**

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

REALTY INCOME CORPORATION

Date: April 26, 2017

/s/ SEAN P. NUGENT  
Sean P. Nugent  
Vice President, Controller  
(Principal Accounting Officer)

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