

**REALTY  INCOME**  
The Monthly Dividend Company<sup>®</sup>

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

**FORM 10-Q**

- Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**For the quarterly period ended September 30, 2019, or**
- 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)

**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**

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange On Which Registered
Common Stock, \$0.01 Par Value	O	New York Stock Exchange

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

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

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

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

Emerging growth company

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

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

There were 325,919,119 shares of common stock outstanding as of October 29, 2019.

REALTY INCOME CORPORATION  
Index to Form 10-Q  
September 30, 2019

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

## REALTY INCOME CORPORATION AND SUBSIDIARIES

**CONSOLIDATED BALANCE SHEETS**

(dollars in thousands, except per share data)

	September 30, 2019	December 31, 2018
<b>ASSETS</b>	(unaudited)	
Real estate, at cost:		
Land	\$ 5,085,951	\$ 4,682,660
Buildings and improvements	13,062,209	11,858,806
Total real estate, at cost	18,148,160	16,541,466
Less accumulated depreciation and amortization	(3,017,204)	(2,714,534)
Net real estate held for investment	15,130,956	13,826,932
Real estate held for sale, net	15,770	16,585
Net real estate	15,146,726	13,843,517
Cash and cash equivalents	236,064	10,387
Accounts receivable	163,444	144,991
Lease intangible assets, net	1,313,798	1,199,597
Goodwill	14,503	14,630
Other assets, net	305,369	47,361
Total assets	\$ 17,179,904	\$ 15,260,483
<b>LIABILITIES AND EQUITY</b>		
Distributions payable	\$ 74,735	\$ 67,789
Accounts payable and accrued expenses	163,154	133,765
Lease intangible liabilities, net	326,172	310,866
Other liabilities	260,357	127,109
Line of credit payable	—	252,000
Term loans, net	498,936	568,610
Mortgages payable, net	282,053	302,569
Notes payable, net	6,256,400	5,376,797
Total liabilities	7,861,807	7,139,505
Commitments and contingencies		
Stockholders' equity:		
Common stock and paid in capital, par value \$0.01 per share, 740,200,000 shares authorized, 325,910,281 shares issued and outstanding as of September 30, 2019 and 370,100,000 shares authorized, 303,742,090 shares issued and outstanding as of December 31, 2018	12,294,138	10,754,495
Distributions in excess of net income	(2,987,120)	(2,657,655)
Accumulated other comprehensive loss	(13,599)	(8,098)
Total stockholders' equity	9,293,419	8,088,742
Noncontrolling interests	24,678	32,236
Total equity	9,318,097	8,120,978
Total liabilities and equity	\$ 17,179,904	\$ 15,260,483

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

REALTY INCOME CORPORATION AND SUBSIDIARIES  
**CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME**  
(dollars in thousands, except per share data) (unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
<b>REVENUE</b>				
Rental (including reimbursable)	\$ 372,312	\$ 337,252	\$ 1,090,601	\$ 980,365
Other	1,935	829	3,461	4,897
<b>Total revenue</b>	<b>374,247</b>	<b>338,081</b>	<b>1,094,062</b>	<b>985,262</b>
<b>EXPENSES</b>				
Depreciation and amortization	149,424	136,967	437,367	402,069
Interest	73,410	69,342	215,918	195,385
General and administrative	16,460	16,332	50,153	49,970
Property (including reimbursable)	20,354	15,806	63,332	48,594
Income taxes	1,822	1,302	4,422	3,733
Provisions for impairment	13,503	6,862	31,236	25,034
<b>Total expenses</b>	<b>274,973</b>	<b>246,611</b>	<b>802,428</b>	<b>724,785</b>
Gain on sales of real estate	1,674	7,813	15,828	18,818
Foreign currency and derivative gains, net	327	—	463	—
<b>Net income</b>	<b>101,275</b>	<b>99,283</b>	<b>307,925</b>	<b>279,295</b>
Net income attributable to noncontrolling interests	(226)	(284)	(740)	(753)
<b>Net income available to common stockholders</b>	<b>\$ 101,049</b>	<b>\$ 98,999</b>	<b>\$ 307,185</b>	<b>\$ 278,542</b>
Amounts available to common stockholders per common share:				
<b>Net Income:</b>				
Basic	\$ 0.32	\$ 0.34	\$ 0.99	\$ 0.97
Diluted	\$ 0.32	\$ 0.34	\$ 0.98	\$ 0.97
<b>Weighted average common shares outstanding:</b>				
Basic	319,945,932	290,664,368	311,556,279	286,599,191
Diluted	320,263,017	291,207,186	311,865,410	287,105,285
<b>Other comprehensive income:</b>				
Net income available to common stockholders	\$ 101,049	\$ 98,999	\$ 307,185	\$ 278,542
Foreign currency translation adjustment	(359)	—	(365)	—
Unrealized gain (loss) on derivatives, net	1,357	—	(5,136)	—
<b>Comprehensive income available to common stockholders</b>	<b>\$ 102,047</b>	<b>\$ 98,999</b>	<b>\$ 301,684</b>	<b>\$ 278,542</b>

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

**REALTY INCOME CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF EQUITY**  
(dollars in thousands) (unaudited)

**Three Months Ended September 30, 2019 and 2018**

	Shares of common stock	Common stock and paid in capital	Distributions in excess of net income	Accumulated other comprehensive loss	Total stockholders' equity	Noncontrolling interests	Total equity
Balance, June 30, 2019	318,218,713	\$ 11,722,036	\$ (2,869,937)	\$ (14,597)	\$ 8,837,502	\$ 25,092	\$ 8,862,594
Net income	—	—	101,049	—	101,049	226	101,275
Other comprehensive income	—	—	—	998	998	—	998
Distributions paid and payable	—	—	(218,232)	—	(218,232)	(392)	(218,624)
Share issuances, net of costs	7,693,184	569,617	—	—	569,617	—	569,617
Redemption of common units	—	3	—	—	3	(901)	(898)
Reallocation of equity	—	(653)	—	—	(653)	653	—
Share-based compensation, net	(1,616)	3,135	—	—	3,135	—	3,135
<b>Balance, September 30, 2019</b>	<b>325,910,281</b>	<b>\$ 12,294,138</b>	<b>\$ (2,987,120)</b>	<b>\$ (13,599)</b>	<b>\$ 9,293,419</b>	<b>\$ 24,678</b>	<b>\$ 9,318,097</b>
Balance, June 30, 2018	290,024,275	\$ 9,925,543	\$ (2,449,793)	\$ —	\$ 7,475,750	\$ 36,719	\$ 7,512,469
Net Income	—	—	98,999	—	98,999	284	99,283
Distributions paid and payable	—	—	(193,058)	—	(193,058)	(628)	(193,686)
Share issuances, net of costs	5,093,354	289,451	—	—	289,451	—	289,451
Redemption of common units	28,182	1,361	—	—	1,361	(1,361)	—
Share-based compensation, net	(279)	3,737	—	—	3,737	—	3,737
<b>Balance, September 30, 2018</b>	<b>295,145,532</b>	<b>\$ 10,220,092</b>	<b>\$ (2,543,852)</b>	<b>\$ —</b>	<b>\$ 7,676,240</b>	<b>\$ 35,014</b>	<b>\$ 7,711,254</b>

**Nine Months Ended September 30, 2019 and 2018**

	Shares of common stock	Common stock and paid in capital	Distributions in excess of net income	Accumulated other comprehensive loss	Total stockholders' equity	Noncontrolling interests	Total equity
Balance, December 31, 2018	303,742,090	\$ 10,754,495	\$ (2,657,655)	\$ (8,098)	\$ 8,088,742	\$ 32,236	\$ 8,120,978
Net income	—	—	307,185	—	307,185	740	307,925
Other comprehensive loss	—	—	—	(5,501)	(5,501)	—	(5,501)
Distributions paid and payable	—	—	(636,650)	—	(636,650)	(980)	(637,630)
Share issuances, net of costs	22,109,297	1,540,930	—	—	1,540,930	—	1,540,930
Issuance of common partnership units	—	—	—	—	—	6,286	6,286
Redemption of common units	—	(6,866)	—	—	(6,866)	(14,257)	(21,123)
Reallocation of equity	—	(653)	—	—	(653)	653	—
Share-based compensation, net	58,894	6,232	—	—	6,232	—	6,232
<b>Balance, September 30, 2019</b>	<b>325,910,281</b>	<b>12,294,138</b>	<b>(2,987,120)</b>	<b>\$ (13,599)</b>	<b>\$ 9,293,419</b>	<b>\$ 24,678</b>	<b>\$ 9,318,097</b>
Balance, December 31, 2017	284,213,685	\$ 9,624,264	\$ (2,252,763)	\$ —	\$ 7,371,501	\$ 19,207	\$ 7,390,708
Net income	—	—	278,542	—	278,542	753	279,295
Distributions paid and payable	—	—	(569,631)	—	(569,631)	(1,457)	(571,088)
Share issuances, net of costs	10,761,688	587,566	—	—	587,566	—	587,566
Contributions by noncontrolling interests	—	—	—	—	—	18,848	18,848
Redemption of common units	88,182	2,829	—	—	2,829	(2,829)	—
Reallocation of equity	—	(492)	—	—	(492)	492	—
Share-based compensation, net	81,977	5,925	—	—	5,925	—	5,925
<b>Balance, September 30, 2018</b>	<b>295,145,532</b>	<b>\$ 10,220,092</b>	<b>\$ (2,543,852)</b>	<b>\$ —</b>	<b>\$ 7,676,240</b>	<b>\$ 35,014</b>	<b>\$ 7,711,254</b>

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

REALTY INCOME CORPORATION AND SUBSIDIARIES  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(dollars in thousands) (unaudited)

	Nine Months Ended September 30,	
	2019	2018
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 307,925	\$ 279,295
Adjustments to net income:		
Depreciation and amortization	437,367	402,069
Amortization of share-based compensation	10,478	12,527
Non-cash revenue adjustments	(6,508)	(5,781)
Amortization of net premiums on mortgages payable	(1,061)	(1,167)
Amortization of deferred financing costs	6,378	5,337
Loss (gain) on interest rate swaps	2,058	(3,064)
Foreign currency and derivative gains, net	(463)	—
Gain on sales of real estate	(15,828)	(18,818)
Provisions for impairment on real estate	31,236	25,034
Change in assets and liabilities		
Accounts receivable and other assets	(7,886)	(1,540)
Accounts payable, accrued expenses and other liabilities	14,010	(4,050)
Net cash provided by operating activities	777,706	689,842
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Investment in real estate	(2,019,666)	(1,437,377)
Improvements to real estate, including leasing costs	(15,834)	(22,432)
Proceeds from sales of real estate	72,601	83,024
Insurance proceeds received	—	7,121
Collection of loans receivable	—	5,267
Non-refundable escrow deposits	(7,173)	(3,275)
Net cash used in investing activities	(1,970,072)	(1,367,672)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Cash distributions to common stockholders	(629,658)	(564,747)
Borrowings on line of credit	1,619,282	1,670,000
Payments on line of credit	(1,871,282)	(1,006,000)
Principal payment on term loan	(70,000)	(125,866)
Proceeds from notes and bonds payable issued	895,774	497,500
Principal payment on notes payable	—	(350,000)
Principal payments on mortgages payable	(19,495)	(14,608)
Proceeds from common stock offerings, net	845,061	—
Proceeds from dividend reinvestment and stock purchase plan	6,259	6,966
Proceeds from At-the-Market (ATM) program, net	689,641	588,860
Redemption of common units	(21,123)	—
Distributions to noncontrolling interests	(1,027)	(1,391)
Debt issuance costs	(7,996)	(4,436)
Other items, including shares withheld upon vesting	(4,245)	(14,862)
Net cash provided by financing activities	1,431,191	681,416
Effect of exchange rate changes on cash and cash equivalents	(607)	—
Net increase in cash, cash equivalents and restricted cash	238,218	3,586
Cash, cash equivalents and restricted cash, beginning of period	21,071	12,142
Cash, cash equivalents and restricted cash, end of period	\$ 259,289	\$ 15,728

For supplemental disclosures, see note 17.

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



REALTY INCOME CORPORATION AND SUBSIDIARIES  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

September 30, 2019  
(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, 2018, which are included in our 2018 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. Unless otherwise indicated, all dollar amounts are expressed in United States (U.S.) dollars.

At September 30, 2019 we owned 5,964 properties, located in 49 U.S. states, Puerto Rico and the United Kingdom (U.K.), consisting of over 100.5 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 subsidiaries 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 10). 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 and comprehensive income represent amounts paid by Realty Income and its subsidiaries for city and state income and franchise taxes and for U.K. income taxes.

C. 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. Based on our analysis of goodwill during the second quarters of 2019 and 2018, respectively, we determined there was no impairment on our existing goodwill.

D. In February 2016, the FASB issued ASU 2016-02 (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 our leases remain classified as operating leases, and we continue to recognize lease income on a generally straight-line basis over the lease term. Although primarily a lessor, we are also a lessee under several ground lease arrangements. We adopted this standard effective as of January 1, 2019 using the effective date method, and elected the practical expedients available for implementation under the standard. As a result, we recognize lease obligations for ground leases designated as operating and financing leases with corresponding right of use assets and liabilities (see note 3). Additionally, above-market rents on certain of our leases under which we are a lessor are accounted for as financing receivables amortizing over the lease term, and below-market rents on certain of our leases under which we are a lessor are accounted for as prepaid rent (see note 3). Also, as a result of the adoption of this standard, tenant reimbursable revenue and property expenses are now presented on a gross basis as both tenant reimbursement revenue included in rental revenue, and as a reimbursable expense included in property expenses, respectively, on our consolidated statements of income and comprehensive income. Property taxes and insurance paid directly by the lessee to a third party will continue to be presented on a net basis. These presentation changes had no impact on our results of operations. As a result, there was no restatement of prior issued financial statements and, similarly, no cumulative effect adjustment to opening



equity; however, we have elected to aggregate prior period tenant reimbursement revenue within rental revenue to be consistent with the current period presentation within the statements of income and comprehensive income.

E. In connection with our acquisition of properties in the U.K. during the second quarter of 2019, we adopted accounting guidance applicable under Topic 830, *Foreign Currency Matters*. The functional currency of the U.K. subsidiaries holding the acquired properties is the British pound sterling. Assets and liabilities from our foreign-owned subsidiaries are translated into U.S. dollars using the exchange rate in effect at the consolidated balance sheet date. Equity accounts are translated at historical rates, except for retained earnings, whereas the impact is calculated via the income statement translation process. Revenue and expense accounts are translated using the weighted average exchange rates during the period. The cumulative translation adjustments from our U.K. subsidiaries are recorded in accumulated other comprehensive income in the consolidated statements of equity. We have intercompany debt denominated in the British pound sterling, which is the same currency as the functional currency of our U.K. subsidiaries. When this debt is remeasured against the functional currency of the Company, which is the U.S. dollar, a gain or loss can result. Such transaction gains or losses realized upon settlement of a foreign currency transaction, which may include intercompany transactions, are included in net income under the caption 'Foreign currency and derivative gains (losses), net'.

### 3. Supplemental Detail for Certain Components of Consolidated Balance Sheets (dollars in thousands):

A. Lease intangible assets, net, consist of the following at:	September 30, 2019	December 31, 2018
In-place leases	\$ 1,439,816	\$ 1,321,979
Accumulated amortization of in-place leases	(613,053)	(546,573)
Above-market leases	677,257	583,109
Accumulated amortization of above-market leases	(190,222)	(158,918)
	<u>\$ 1,313,798</u>	<u>\$ 1,199,597</u>
B. Other assets, net, consist of the following at:	September 30, 2019	December 31, 2018
Right of use asset - operating leases, net	\$ 122,754	\$ —
Financing receivables	54,022	—
Right of use asset - financing leases	36,901	—
Credit facility origination costs, net	12,339	14,248
Prepaid expenses	14,126	11,595
Derivative assets and receivables - at fair value	13,617	3,100
Impounds related to mortgages payable	11,751	9,555
Restricted escrow deposits	11,474	1,129
Value-added tax receivable	10,303	—
Non-refundable escrow deposits	7,173	200
Corporate assets, net	5,331	5,681
Other items	5,578	1,853
	<u>\$ 305,369</u>	<u>\$ 47,361</u>
C. Distributions payable consist of the following declared distributions at:	September 30, 2019	December 31, 2018
Common stock distributions	\$ 74,630	\$ 67,636
Noncontrolling interests distributions	105	153
	<u>\$ 74,735</u>	<u>\$ 67,789</u>
D. Accounts payable and accrued expenses consist of the following at:	September 30, 2019	December 31, 2018
Notes payable - interest payable	\$ 65,522	\$ 73,094
Property taxes payable	24,334	14,511
Derivative liabilities and payables - at fair value	17,674	7,001
Value-added tax payable	13,168	—
Accrued costs on properties under development	7,259	8,137
Mortgages, term loans, and credit line - interest payable	1,097	1,596
Other items	34,100	29,426
	<u>\$ 163,154</u>	<u>\$ 133,765</u>

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E. Lease intangible liabilities, net, consist of the following at:	September 30, 2019	December 31, 2018
Below-market leases	\$ 434,771	\$ 404,938
Accumulated amortization of below-market leases	(108,599)	(94,072)
	<u>\$ 326,172</u>	<u>\$ 310,866</u>

F. Other liabilities consist of the following at:	September 30, 2019	December 31, 2018
Lease liability - operating leases, net	\$ 124,349	\$ —
Rent received in advance and other deferred revenue	123,854	115,380
Security deposits	6,286	6,093
Lease liability - financing leases	5,868	—
Capital lease obligation	—	5,636
	<u>\$ 260,357</u>	<u>\$ 127,109</u>

#### 4. Investments in Real Estate

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

##### A. Acquisitions During the First Nine Months of 2019 and 2018

Below is a summary of our acquisitions for the nine months ended September 30, 2019:

	Number of Properties	Square Feet (in millions)	Investment (\$ in millions)	Weighted Average Lease Term (Years)	Initial Average Cash Lease Yield
<b>Nine months ended September 30, 2019 <sup>(1)</sup></b>					
Acquisitions - U.S. (in 38 states)	214	6.2	\$ 1,412.9	15.7	6.5%
Acquisitions - U.K. <sup>(2)</sup>	13	1.2	576.8	15.0	5.2%
<b>Total Acquisitions</b>	<b>227</b>	<b>7.4</b>	<b>1,989.7</b>	<b>15.5</b>	<b>6.1%</b>
Properties under Development - U.S.	14	0.4	36.0	16.0	7.4%
<b>Total <sup>(3)</sup></b>	<b>241</b>	<b>7.8</b>	<b>\$ 2,025.7</b>	<b>15.5</b>	<b>6.2%</b>

<sup>(1)</sup> None of our investments during 2019 caused any one tenant to be 10% or more of our total assets at September 30, 2019. All of our 2019 investments in acquired properties are 100% leased at the acquisition date.

<sup>(2)</sup> Represents investments of £456.1 million during the nine months ended September 30, 2019 multiplied by the applicable exchange rate on the date of acquisition.

<sup>(3)</sup> The tenants occupying the new properties operate in 19 industries, and are 89.6% retail and 10.4% industrial, based on rental revenue. Approximately 25% of the rental revenue generated from acquisitions during the first nine months of 2019 is from investment grade rated tenants and their subsidiaries.

The \$2.0 billion invested during the first nine months of 2019 was allocated as follows: \$477.8 million to land, of which \$17.4 million was related to right of use assets under long-term ground leases, \$1.29 billion to buildings and improvements, \$226.1 million to intangible assets related to leases, \$54.4 million to financing receivables related to certain leases with above-market terms, \$33.5 million to intangible liabilities related to below-market leases, and \$8.5 million to prepaid rent related to certain leases with below-market terms. There was no contingent consideration associated with these acquisitions.

The properties acquired during the first nine months of 2019 generated total revenues of \$47.1 million and net income of \$21.9 million during the nine months ended September 30, 2019.

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Below is a summary of our acquisitions for the nine months ended September 30, 2018:

	Number of Properties	Square Feet (in millions)	Investment (\$ in millions)	Weighted Average Lease Term (Years)	Initial Average Cash Lease Yield
<b>Nine months ended September 30, 2018 <sup>(1)</sup></b>					
Acquisitions - U.S. (in 37 states)	580	3.2	\$ 1,395.7	14.6	6.3%
Properties under Development - U.S.	11	1.1	69.7	10.9	6.8%
<b>Total <sup>(2)</sup></b>	<b>591</b>	<b>4.3</b>	<b>\$ 1,465.4</b>	<b>14.4</b>	<b>6.3%</b>

<sup>(1)</sup> All of our 2018 investments were 100% leased upon acquisition.

<sup>(2)</sup> The tenants occupying the new properties operated in 20 industries, and the property types consisted of 96.1% retail and 3.9% industrial, based on rental revenue. Approximately 67% of the rental revenue generated from acquisitions during the first nine months of 2018 was from investment grade rated tenants and their subsidiaries.

The \$1.47 billion invested during the first nine months of 2018 was allocated as follows: \$528.8 million to land, \$854.9 million to buildings and improvements, \$115.6 million to intangible assets related to leases, and \$34.0 million to intangible liabilities related to certain leases with below-market terms. There was no contingent consideration associated with these acquisitions.

The properties acquired during the first nine months of 2018 generated total revenues of \$31.4 million and net income of \$16.8 million during the nine months ended September 30, 2018.

The initial average cash lease yield for a property is generally computed as estimated contractual first year cash 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 initial average cash lease yield is computed as follows: estimated cash 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.

#### *B. Investments in Existing Properties*

During the first nine months of 2019, we capitalized costs of \$11.0 million on existing properties in our portfolio, consisting of \$1.9 million for re-leasing costs, \$577,000 for recurring capital expenditures and \$8.5 million for non-recurring building improvements. In comparison, during the first nine months of 2018, we capitalized costs of \$12.3 million on existing properties in our portfolio, consisting of \$2.8 million for re-leasing costs, \$529,000 for recurring capital expenditures, and \$8.9 million for non-recurring building improvements.

#### *C. Properties with Existing Leases*

Of the \$2.0 billion we invested during the first nine months of 2019, approximately \$1.23 billion was used to acquire 100 properties with existing leases. In comparison, of the \$1.47 billion we invested during the first nine months of 2018, approximately \$307.5 million was used to acquire 147 properties with existing leases. The value of the in-place and above-market leases is recorded to lease intangible assets, net on our consolidated balance sheets, and the value of the below-market leases is recorded to 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 nine months of 2019 and 2018 were \$84.5 million and \$79.8 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 and comprehensive income. The amounts amortized as a net decrease to rental revenue for capitalized above-market and below-market leases for the first nine months of 2019 and 2018 were \$14.3 million and

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\$12.4 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.

The following table presents the estimated impact during the next five years and thereafter related to the amortization of the above-market and below-market lease intangibles and the amortization of the in-place lease intangibles at September 30, 2019 (dollars in thousands):

		Net decrease to rental revenue	Increase to amortization expense
2019	\$	(5,497)	\$ 26,439
2020		(21,304)	102,681
2021		(20,145)	94,527
2022		(18,603)	82,915
2023		(17,175)	72,497
Thereafter		(78,139)	447,704
<b>Totals</b>	<b>\$</b>	<b>(160,863)</b>	<b>\$ 826,763</b>

## 5. Credit Facility

In August 2019, we amended and restated our unsecured credit facility, or our credit facility, in order to allow borrowings in multiple currencies under our revolving credit facility. The amended and restated credit agreement is otherwise substantively consistent with the prior credit agreement entered into in October 2018. Our credit facility consists of a \$3.0 billion unsecured revolving credit facility with an initial term that expires in March 2023 and includes, at our option, two six-month extensions and a \$250.0 million unsecured term loan due March 2024. The revolving credit facility allows us to borrow in up to 14 currencies, including U.S. dollars, and has a \$1.0 billion expansion option. Under our credit facility, our investment grade credit ratings as of September 30, 2019 provide for financing at the London Interbank Offered Rate, commonly referred to as LIBOR, plus 0.775% with a facility commitment fee of 0.125%, for all-in drawn pricing of 0.90% 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 September 30, 2019 and December 31, 2018, credit facility origination costs of \$12.3 million and \$14.2 million, respectively, 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 September 30, 2019, we had no outstanding balance on our \$3.0 billion revolving credit facility, as compared to an outstanding balance of \$252.0 million at December 31, 2018.

The weighted average interest rate on outstanding borrowings under our revolving credit facility was 3.2% during the first nine months of 2019 and 2.8% during the first nine months of 2018. At December 31, 2018, the weighted average interest rate on outstanding borrowings under our revolving credit facility was 3.2%. Our credit facility is subject to various leverage and interest coverage ratio limitations, and at September 30, 2019, we were in compliance with the covenants on our credit facility.

## 6. Term Loans

In October 2018, in conjunction with entering into our credit facility, we entered into a \$250.0 million senior unsecured term loan, which matures in March 2024. Borrowing under this term loan bears interest at the current one-month LIBOR, plus 0.85%. In conjunction with this term loan, we also entered into an interest rate swap which effectively fixes our per annum interest on this term loan at 3.89%. The terms of this term loan were not impacted by the amendment and restatement of our credit agreement in August 2019.

In June 2015, in conjunction with entering into our previous credit facility, we entered into a \$250.0 million senior unsecured term loan maturing in June 2020. Borrowing under this term loan bears interest at the current one-month LIBOR, plus 0.90%. 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 2.62%. The terms of this term loan were not impacted by the amendment and restatement of our credit agreement in August 2019.

In January 2013, in conjunction with our acquisition of American Realty Capital Trust, Inc., or ARCT, we entered into a \$70.0 million senior unsecured term loan with an initial maturity date of January 2018. Borrowing under this term loan bore interest at the current one-month LIBOR, plus 1.10%. In conjunction with this term loan, we also entered into an interest rate swap, which, until the interest rate swap's termination in January 2018, effectively fixed our per annum interest rate on this term loan at 2.05%. In 2018, we entered into two separate six-month extensions of this loan, during which periods the interest was born at the current one-month LIBOR, plus 0.90%. In January 2019, we paid off the outstanding principal and interest on this term loan.

Deferred financing costs of \$1.2 million incurred in conjunction with the \$250.0 million term loan maturing June 2020 and \$1.1 million incurred in conjunction with the \$250.0 million term loan maturing March 2024 are being amortized over the remaining terms of each respective term loan. The net balance of these deferred financing costs, which was \$1.1 million at September 30, 2019, and \$1.4 million at December 31, 2018, is included within term loans, net on our consolidated balance sheets.

## 7. Mortgages Payable

During the first nine months of 2019, we made \$19.5 million in principal payments, including the repayment of one mortgage in full for \$15.8 million. During the first nine months of 2018, we made \$14.6 million in principal payments, including the repayment of one mortgage in full for \$11.0 million. No mortgages were assumed during the first nine months of 2019 or 2018. Assumed mortgages are secured by the properties on which the debt was placed and are considered non-recourse debt with limited customary exceptions for items such as solvency, bankruptcy, misrepresentation, fraud, misapplication of payments, environmental liabilities, failure to pay taxes, insurance premiums, liens on the property, violations of the single purpose entity requirements, and uninsured losses.

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 September 30, 2019, we were 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 \$143,000 at September 30, 2019 and \$183,000 at December 31, 2018. These costs are being amortized over the remaining term of each mortgage.

The following table summarizes our mortgages payable as of September 30, 2019 and December 31, 2018, respectively (dollars in thousands):

As Of	Number of Properties <sup>(1)</sup>	Weighted Average Stated Interest Rate <sup>(2)</sup>	Weighted Average Effective Interest Rate <sup>(3)</sup>	Weighted Average Remaining Years Until Maturity	Remaining Principal Balance	Unamortized Premium and Deferred Financing Costs Balance, net	Mortgage Payable Balance
9/30/2019	59	5.2%	4.6%	2.6	\$ 278,882	\$ 3,171	\$ 282,053
12/31/2018	60	5.1%	4.6%	3.2	\$ 298,377	\$ 4,192	\$ 302,569

<sup>(1)</sup> At September 30, 2019, there were 25 mortgages on 59 properties. At December 31, 2018, there were 26 mortgages on 60 properties. The mortgages require monthly payments with principal payments due at maturity. At September 30, 2019, the mortgages were at fixed interest rates, except for one variable rate mortgage on one property totaling \$7.1 million, which has been subsequently swapped to a fixed interest rate. At December 31, 2018, the mortgages were at fixed rates, except for two mortgages on two properties totaling \$23.3 million. 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 totaled \$16.0 million at December 31, 2018.

<sup>(2)</sup> Stated interest rates ranged from 3.8% to 6.9% at September 30, 2019 and December 31, 2018.

<sup>(3)</sup> Effective interest rates ranged from 3.8% to 7.7% at September 30, 2019, while effective interest rates ranged from 1.1% to 7.7% at December 31, 2018.

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The following table summarizes the maturity of mortgages payable, excluding net premiums of \$3.3 million and deferred financing costs of \$143,000, as of September 30, 2019 (dollars in millions):

Year of Maturity	Principal
2019	\$ 1.2
2020	82.4
2021	67.0
2022	109.7
2023	6.7
Thereafter	11.9
<b>Totals</b>	<b>\$ 278.9</b>

**8. Notes Payable**

**A. General**

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

	September 30, 2019	December 31, 2018
5.750% notes, issued in June 2010 and due in January 2021	\$ 250	\$ 250
3.250% notes, \$450 issued in October 2012 and \$500 issued in December 2017, both due in October 2022	950	950
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
3.875% notes, issued in April 2018 and due in April 2025	500	500
4.125% notes, \$250 issued in September 2014 and \$400 issued in March 2017, both due in October 2026	650	650
3.000% notes, issued in October 2016 and due in January 2027	600	600
3.650% notes, issued in December 2017 and due in January 2028	550	550
3.250% notes, issued in June 2019 and due in June 2029	500	—
2.730% notes, issued in May 2019 and due in May 2034 <sup>(1)</sup>	387	—
5.875% bonds, \$100 issued in March 2005 and \$150 issued in June 2011, both due in March 2035	250	250
4.650% notes, \$300 issued in March 2017 and \$250 issued in December 2017, both due in March 2047	550	550
<b>Total principal amount</b>	<b>6,287</b>	<b>5,400</b>
Unamortized net original issuance premiums and deferred financing costs	(31)	(23)
	<b>\$ 6,256</b>	<b>\$ 5,377</b>

<sup>(1)</sup> Represents the principal balance (in U.S. dollars) of the Sterling-denominated private placement of £315.0 million based on the applicable exchange rate on September 30, 2019.

The following table summarizes the maturity of our notes and bonds payable as of September 30, 2019, excluding net unamortized original issuance premiums and deferred financing costs (dollars in millions):

Year of Maturity	Principal
2021	\$ 250
2022	950
2023	750
Thereafter	4,337
<b>Totals</b>	<b>\$ 6,287</b>

As of September 30, 2019, the weighted average interest rate on our notes and bonds payable was 3.9% and the weighted average remaining years until maturity was 8.5 years. All of our outstanding notes and bonds payable have fixed interest rates and contain various covenants, with which we remained in compliance as of September 30, 2019. Additionally, interest on all of our senior unsecured note and bond obligations is paid semiannually.

**B. Note Repayment**

In January 2018, we repaid our \$350 million of outstanding 2.000% notes, plus accrued and unpaid interest upon maturity.

**C. Note Issuances**

In May 2019, we issued £315 million of 2.730% senior unsecured notes due May 2034, or the 2034 Notes, through a private placement.

In June 2019, we issued \$500 million of 3.250% senior unsecured notes due June 2029, or the 2029 Notes. The public offering price for the 2029 Notes was 99.36% of the principal amount, for an effective yield to maturity of 3.326% and net proceeds of approximately \$492.2 million.

In April 2018, we issued \$500 million of 3.875% senior unsecured notes due 2025, or the 2025 Notes. The public offering price for the 2025 Notes was 99.50% of the principal amount, for an effective yield to maturity of 3.957% and net proceeds of approximately \$493.1 million.

The net proceeds from these offerings were used to repay borrowings outstanding under our credit facility, to fund investment opportunities, and for other general corporate purposes.

**9. Issuances of Common Stock****A. Issuance of Common Stock in an Overnight Underwritten Public Offering**

In May 2019, we issued 12,650,000 shares of common stock in an overnight underwritten public offering. After deducting underwriting discounts and other offering costs of \$31.0 million, the net proceeds of \$845.1 million were used to repay borrowings under our credit facility, to fund investment opportunities, and for other general corporate purposes.

**B. 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.

The following table outlines common stock issuances pursuant to our DRSP program (dollars in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,		Inception to Date
	2019	2018	2019	2018	
Shares of common stock issued under the DRSP program	29,801	38,011	89,219	131,072	14,319,029
Gross proceeds	\$ 2.1	\$ 2.2	\$ 6.3	\$ 7.0	\$ 677.2

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. We did not issue shares under the waiver approval process during the first nine months of 2019 or 2018.

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

Under our "at-the-market" equity distribution plan, or our ATM program, shares of common stock may be offered and sold (1) by us to, or through, a consortium of banks acting as our sales agents or (2) by a consortium of banks acting as forward sellers on behalf of any forward purchasers contemplated thereunder, in each case by means of ordinary brokers' transactions on the NYSE at prevailing market prices or at negotiated prices. Our ATM program authorizes up to 28,961,855 common shares to be issued. At September 30, 2019, we had 11,083,783 shares remaining for future issuance under our ATM program. We anticipate maintaining the availability of our ATM program in the future, including through replenishing the authorized shares issuable thereunder.



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The following table outlines the common stock issuance pursuant to our ATM program (dollars in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Shares of common stock issued under the ATM program	7,663,383	5,055,343	9,370,078	10,630,616
Gross proceeds	\$ 570.3	\$ 290.9	\$ 694.4	\$ 588.9

## 10. 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. In January 2019, we redeemed all 317,022 remaining common units of Tau Operating Partnership for cash, and paid off the outstanding balance and interest on the \$70.0 million senior unsecured term loan entered in January 2013 in conjunction with our acquisition of ARCT. Following the redemption, we hold 100% of the ownership interests of Tau Operating Partnership and continue to consolidate the entity. As part of this transaction, our taxable REIT subsidiary, Crest Net Lease, obtained a 0.11% interest in Tau Operating Partnership.

In June 2013, we completed the acquisition of a portfolio of properties by issuing common partnership units in Realty Income, L.P. as consideration for the acquisition. Additionally, in March 2019 and in March and April 2018, we completed the acquisitions of additional properties, by paying both cash and by issuing additional common partnership units in Realty Income, L.P. as consideration for the acquisitions. At September 30, 2019, the remaining units from these issuances represent a 1.9% ownership in Realty Income, L.P. We hold the remaining 98.1% 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 entities. In December 2018, we acquired all of the outstanding minority ownership interests associated with one of these entities. In July 2019, we acquired all of the outstanding minority ownership interest associated with the remaining entity.

The following table represents the change in the carrying value of all noncontrolling interests through September 30, 2019 (dollars in thousands):

	Tau Operating Partnership units <sup>(1)</sup>	Realty Income, L.P. units <sup>(2)</sup>	Other Noncontrolling Interests	Total
Carrying value at December 31, 2018	\$ 13,356	\$ 17,912	\$ 968	\$ 32,236
Reallocation of equity	—	653	—	653
Redemptions	(13,356)	—	(901)	(14,257)
Shares issued in conjunction with acquisition	—	6,286	—	6,286
Distributions	—	(904)	(76)	(980)
Allocation of net income	—	731	9	740
Carrying value at September 30, 2019	\$ —	\$ 24,678	\$ —	\$ 24,678

<sup>(1)</sup> 317,022 Tau Operating Partnership units were issued on January 22, 2013. No units remained outstanding as of September 30, 2019, and 317,022 units remained outstanding as of December 31, 2018.

<sup>(2)</sup> 534,546 Realty Income, L.P. units were issued on June 27, 2013, 242,007 units were issued on March 30, 2018, 131,790 units were issued on April 30, 2018, and 89,322 units were issued on March 28, 2019. 463,119 and 373,797 remained outstanding as of September 30, 2019 and December 31, 2018, respectively.



At December 31, 2018, Tau Operating Partnership, Realty Income, L.P., and an entity acquired during 2016 were considered variable interest entities, or VIEs, in which we were deemed the primary beneficiary based on our controlling financial interests. In January 2019, we redeemed all 317,022 remaining Tau Operating Partnership units held by nonaffiliates for \$20.2 million and recorded the excess over carrying value of \$6.9 million as a reduction to common stock and paid in capital. Following the redemption, we hold 100% of the ownership interests of Tau Operating Partnership, L.P., and continue to consolidate the entity. In July 2019, we purchased the remaining interest in the entity acquired during 2016 for \$900,000. At September 30, 2019, Realty Income, L.P. is the only remaining VIE. Below is a summary of selected financial data of consolidated VIEs at September 30, 2019 and December 31, 2018 (in thousands):

		September 30, 2019		December 31, 2018
Net real estate	\$	617,517	\$	2,903,093
Total assets		700,156		3,259,495
Total debt		—		191,565
Total liabilities		87,797		320,800

## 11. Financial Instruments and Fair Value Measurements

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.

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 mortgages payable assumed in connection with acquisitions and our senior notes and bonds payable, which are disclosed as follows (dollars in millions):

September 30, 2019		Carrying value		Estimated fair value
Mortgages payable assumed in connection with acquisitions <sup>(1)</sup>	\$	278.9	\$	289.5
Notes and bonds payable <sup>(2)</sup>		6,287.1		6,839.7
December 31, 2018		Carrying value		Estimated fair value
Mortgages payable assumed in connection with acquisitions <sup>(1)</sup>	\$	298.4	\$	305.7
Notes and bonds payable <sup>(2)</sup>		5,400.0		5,430.0

<sup>(1)</sup> Excludes non-cash net premiums recorded on the mortgages payable. The unamortized balance of these net premiums was \$3.3 million at September 30, 2019, and \$4.4 million at December 31, 2018. Also excludes deferred financing costs of \$143,000 at September 30, 2019 and \$183,000 at December 31, 2018.

<sup>(2)</sup> Excludes non-cash original issuance premiums and discounts recorded on notes payable. The unamortized balance of the net original issuance premiums was \$6.6 million at September 30, 2019, and \$10.5 million at December 31, 2018. Also excludes deferred financing costs of \$37.3 million at September 30, 2019 and \$33.7 million at December 31, 2018.

The estimated fair values of our mortgages payable assumed in connection with acquisitions and private senior notes payable have been calculated by discounting the future cash flows using an interest rate based upon the relevant forward interest rate 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 mortgages payable is categorized as level three on the three-level valuation hierarchy.

The estimated fair values of our publicly-traded 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. Prior to our adoption of hedge accounting in October 2018, the change in fair value of interest rate swaps was recognized through interest

expense. Following adoption, changes to fair value are recorded to accumulated other comprehensive income, or AOCI.

In May 2019, we entered into four cross-currency swaps to exchange £130 million for \$166 million maturing in May 2034, in order to hedge the foreign currency risk associated with our Sterling-denominated intercompany loan receivable from our consolidated foreign subsidiaries. These cross-currency swaps were designated as cash flow hedges on their trade date. Gains and losses, representing hedge components excluded from the assessment of effectiveness, are recognized in earnings over the life of the hedges on a systematic and rational basis, as documented at hedge inception in accordance with our accounting policy election. The earnings recognition of excluded components is presented in foreign currency and derivative gains, net on our consolidated statements of income and comprehensive income, which is the same caption item as the hedged transactions.

The following table summarizes the terms and fair values of our derivative financial instruments at September 30, 2019 and December 31, 2018 (dollars in millions):

Derivative Type	Hedge Designation	Notional Amount		Strike	Effective Date	Maturity Date	Fair Value - asset (liability)	
		September 30,	December 31,				September 30,	December 31,
		2019	2018				2019	2018
Interest rate swap	Cash flow	\$ 7.1	\$ 7.2	6.03%	09/25/2012	09/03/2021	\$ (0.3)	\$ (0.2)
Interest rate swap	Cash flow	250.0	250.0	1.72%	06/30/2015	06/30/2020	—	3.0
Interest rate swap	Cash flow	250.0	250.0	3.04%	10/24/2018	03/24/2024	(17.4)	(6.8)
Cross-currency swap <sup>(1)</sup>	Cash flow	41.6	—	<sup>(2)</sup>	05/20/2019	05/22/2034	2.9	—
Cross-currency swap <sup>(1)</sup>	Cash flow	41.6	—	<sup>(3)</sup>	05/20/2019	05/22/2034	2.9	—
Cross-currency swap <sup>(1)</sup>	Cash flow	41.6	—	<sup>(4)</sup>	05/20/2019	05/22/2034	2.4	—
Cross-currency swap <sup>(1)</sup>	Cash flow	41.6	—	<sup>(5)</sup>	05/20/2019	05/22/2034	2.2	—
		<u>\$ 673.5</u>	<u>\$ 507.2</u>				<u>\$ (7.3)</u>	<u>\$ (4.0)</u>

<sup>(1)</sup> Represents British Pound Sterling, or GBP, United States Dollar, or USD, cross-currency swap.

<sup>(2)</sup> GBP fixed rates initially at 4.82% and escalating to 10.96%, and USD fixed rate at 9.800%.

<sup>(3)</sup> GBP fixed rates initially at 4.82% and escalating to 10.96%, and USD fixed rate at 9.803%.

<sup>(4)</sup> GBP fixed rates initially at 4.82% and escalating to 10.96%, and USD fixed rate at 9.745%.

<sup>(5)</sup> GBP fixed rates initially at 4.82% and escalating to 10.96%, and USD fixed rate at 9.755%.

We measure our derivatives at fair value and include the balances within other assets and accounts payable and accrued expenses on our consolidated balance sheets.

We have agreements with each of our derivative counterparties containing provisions under which we could be declared in default on our derivative obligations if repayment of our indebtedness is accelerated by the lender due to our default.

We utilize interest rate swap agreements to manage interest rate risk and cross-currency swaps to manage foreign currency risk. The valuation of these instruments is determined using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves, spot and forward rates, as well as option volatility.

To comply with the provisions of ASC 820, *Fair Value Measurement*, we incorporate credit valuation adjustments to appropriately reflect both our own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of our derivative contracts for the effect of nonperformance risk, we have considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees.

Although we have determined that the majority of the inputs used to value our derivatives fall within level two on the three-level valuation hierarchy, the credit valuation adjustments associated with our derivatives utilize level three inputs, such as estimates of current credit spreads, to evaluate the likelihood of default by ourselves and our counterparties. However, at September 30, 2019 and December 31, 2018, we assessed the significance of the impact of the credit valuation adjustments on the overall valuation of our derivative positions and determined that

the credit valuation adjustments are not significant to the overall valuation of our derivatives. As a result, we determined that our derivative valuations in their entirety are classified as level two on the three-level valuation hierarchy.

Unrealized gains and losses in AOCI are reclassified to interest expense in the case of interest rate swaps and to foreign currency gains and losses, net in the case of cross-currency swaps, when the related hedged items are recognized. During the three and nine months ended September 30, 2019, we reclassified \$890,000 and \$2.0 million, respectively, from AOCI as an increase to interest expense for our interest rate swaps and \$5.7 million and \$7.1 million for the three and nine months ended September 30, 2019 for cross-currency swaps into foreign exchange gains. During the first nine months of 2018, there were no outstanding derivatives designated as hedges and accounted for through AOCI. As a result, there were no amounts to reclassify from AOCI during the first nine months of 2018.

We expect to reclassify \$5.7 million from AOCI as an increase to interest expense relating to interest rate swaps and \$1.9 million from AOCI to foreign currency gain relating to cross-currency swaps within the next twelve months.

## 12. Operating Leases

A. At September 30, 2019, we owned 5,964 properties in 49 U.S. states, Puerto Rico, and the U.K. Of the 5,964 properties, 5,934, or 99.5%, are single-tenant properties, and the remaining are multi-tenant properties. At September 30, 2019, 102 properties were available for lease or sale.

Substantially all of our leases are net leases where the tenant pays or reimburses us for property taxes and assessments, maintains the interior and exterior of the building and leased premises, and carries insurance coverage for public liability, property damage, fire and extended coverage.

Rent based on a percentage of a tenants' gross sales, or percentage rents, for the third quarter of 2019 and 2018 was \$407,000 and \$454,000, respectively. Percentage rents for the first nine months of 2019 and 2018 were \$4.5 million and \$4.3 million, respectively.

At September 30, 2019, minimum future annual rents to be received on the operating leases for the next five years and thereafter are as follows (dollars in thousands):

2019	\$	358,249
2020		1,420,029
2021		1,376,492
2022		1,309,148
2023		1,227,605
Thereafter		8,346,953
<b>Total</b>	<b>\$</b>	<b>14,038,476</b>

B. Major Tenants - No individual tenant's rental revenue, including percentage rents, represented more than 10% of our total revenue for each of the nine months ended September 30, 2019 and 2018.

## 13. Gain on Sales of Real Estate

The following table summarizes our properties sold during the periods indicated below (dollars in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Number of properties	27	20	64	60
Net sales proceeds	\$ 21.5	\$ 35.5	\$ 72.6	\$ 83.0
Gain on sales of real estate	\$ 1.7	\$ 7.8	\$ 15.8	\$ 18.8

#### 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 re-leases, 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.

The following table summarizes our provisions for impairment during the periods indicated below (dollars in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Total provisions for impairment	\$ 13.5	\$ 6.9	\$ 31.2	\$ 25.0
Number of properties:				
Classified as held for sale	9	—	9	—
Classified as held for investment	2	1	4	3
Sold	16	18	28	36

#### 15. Distributions Paid and Payable

We pay monthly distributions to our common stockholders. The following is a summary of monthly distributions paid per common share for the first nine months of 2019 and 2018:

Month	2019	2018
January	\$ 0.2210	\$ 0.2125
February	0.2255	0.2190
March	0.2255	0.2190
April	0.2260	0.2195
May	0.2260	0.2195
June	0.2260	0.2195
July	0.2265	0.2200
August	0.2265	0.2200
September	0.2265	0.2200
Total	\$ 2.0295	\$ 1.9690

At September 30, 2019, a distribution of \$0.227 per common share was payable and was paid in October 2019.

#### 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.

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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:

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Weighted average shares used for the basic net income per share computation	319,945,932	290,664,368	311,556,279	286,599,191
Incremental shares from share-based compensation	317,085	225,796	309,131	189,072
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	320,263,017	291,207,186	311,865,410	287,105,285
Unvested shares from share-based compensation that were anti-dilutive	7,892	261	6,529	1,378
Weighted average partnership common units convertible to common shares that were anti-dilutive	463,119	397,690	434,981	271,890

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

Cash paid for interest was \$214.2 million in the first nine months of 2019 and \$197.2 million in the first nine months of 2018.

Interest capitalized to properties under development was \$549,000 in the first nine months of 2019 and \$234,000 in the first nine months of 2018.

Cash paid for income taxes was \$3.6 million in the first nine months of 2019 and \$4.0 million in the first nine months of 2018.

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

A. As a result of the adoption of ASU 2016-02 on January 1, 2019, we recorded \$132.0 million of lease liabilities and related right of use assets as lessee under operating leases.

B. During the first nine months of 2019, we issued 89,322 common partnership units of Realty Income, L.P. totaling \$6.3 million, as partial consideration for an acquisition of properties.

C. During the first nine months of 2018, we issued 373,797 common partnership units of Realty Income, L.P. as partial consideration for an acquisition of properties, totaling \$18.8 million.

D. During the first nine months of 2018, we completed the acquisition of a property using \$7.5 million in funds that were held in a non-refundable escrow account.

Per the requirements of ASU 2016-18 (Topic 230, *Statement of Cash Flows*), the following table provides a reconciliation of cash and cash equivalents reported within the consolidated balance sheets to the total of the cash, cash equivalents and restricted cash reported within the consolidated statements of cash flows (dollars in thousands):

	September 30, 2019		September 30, 2018	
Cash and cash equivalents shown in the consolidated balance sheets	\$	236,064	\$	6,666
Restricted escrow deposits <sup>(1)</sup>		11,474		1,533
Impounds related to mortgages payable <sup>(1)</sup>		11,751		7,529
Total cash, cash equivalents, and restricted cash shown in the consolidated statements of cash flows	\$	259,289	\$	15,728

<sup>(1)</sup> Included within other assets, net on the consolidated balance sheets (see note 3). These amounts consist of cash that we are legally entitled to but, that is not immediately available to us. As a result, these amounts were considered restricted as of the dates presented.

## **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 49 activity segments. All of the properties are incorporated into one of the applicable segments. Unless otherwise specified, all segments listed below are located within the U.S. 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.

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):

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Assets, as of:	September 30, 2019	December 31, 2018
Segment net real estate:		
Automotive service	\$ 283,422	\$ 210,668
Automotive tire services	232,712	238,939
Beverages	280,427	284,910
Child care	208,788	151,640
Convenience stores	1,717,039	1,756,732
Dollar stores	1,123,086	1,117,250
Drug stores	1,447,853	1,490,261
Financial services	394,771	414,613
General merchandise	471,376	317,424
Grocery stores - U.S. <sup>(1)</sup>	865,039	774,526
Grocery stores - U.K. <sup>(1)</sup>	449,200	—
Health and fitness	995,315	882,515
Home improvement	487,219	424,494
Restaurants-casual dining	529,316	559,616
Restaurants-quick service	1,008,276	964,980
Theaters	889,931	555,990
Transportation services	735,020	758,133
Wholesale club	402,478	412,203
Other non-reportable segments	2,625,458	2,528,623
Total segment net real estate	15,146,726	13,843,517
Intangible assets:		
Automotive service	58,974	61,951
Automotive tire services	7,474	8,696
Beverages	1,573	1,765
Child care	20,448	12,277
Convenience stores	104,901	108,714
Dollar stores	48,294	48,842
Drug stores	155,827	165,558
Financial services	17,843	20,426
General merchandise	60,080	43,122
Grocery stores - U.S. <sup>(1)</sup>	170,231	144,551
Grocery stores - U.K. <sup>(1)</sup>	108,863	—
Health and fitness	68,738	71,609
Home improvement	72,128	57,928
Restaurants-casual dining	16,944	18,153
Restaurants-quick service	52,662	54,448
Theaters	35,989	25,811
Transportation services	64,758	73,577
Wholesale club	24,150	26,484
Other non-reportable segments	223,921	255,685
Goodwill:		
Automotive service	436	437
Automotive tire services	862	862
Child care	4,825	4,863
Convenience stores	1,978	1,983
Restaurants-casual dining	1,794	1,841
Restaurants-quick service	1,040	1,052
Other non-reportable segments	3,568	3,592
Other corporate assets	704,877	202,739
Total assets	\$ 17,179,904	\$ 15,260,483





Revenue	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Segment rental revenue:				
Automotive service	\$ 8,505	\$ 7,120	\$ 23,735	\$ 21,150
Automotive tire services	7,766	7,460	23,517	22,607
Beverages	7,988	7,908	23,819	23,581
Child care	7,837	5,255	23,425	16,172
Convenience stores	41,286	39,384	123,932	101,254
Dollar stores	25,213	23,903	75,311	70,390
Drug stores	31,902	32,431	97,414	97,206
Financial services	7,585	7,850	22,997	21,741
General merchandise	9,594	7,453	25,115	21,613
Grocery stores - U.S. <sup>(1)</sup>	17,673	16,095	51,009	47,433
Grocery stores - U.K. <sup>(1)</sup>	6,618	—	9,533	—
Health and fitness	26,437	23,754	78,915	70,812
Home improvement	10,950	9,678	31,430	28,261
Restaurants-casual dining	10,939	12,355	33,614	34,344
Restaurants-quick service	21,880	18,673	65,124	52,035
Theaters	24,002	17,479	62,567	52,814
Transportation services	16,109	16,105	48,327	47,653
Wholesale club	9,468	9,345	28,525	28,218
Other non-reportable segments and tenant reimbursements	80,560	75,004	242,292	223,081
Rental (including reimbursable)	372,312	337,252	1,090,601	980,365
Other	1,935	829	3,461	4,897
Total revenue	\$ 374,247	\$ 338,081	\$ 1,094,062	\$ 985,262

<sup>(1)</sup> During 2019, we acquired 13 grocery stores located in the U.K. Grocery stores in the U.S. and U.K. are managed as two separate operating segments.

## 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 and comprehensive income was \$3.2 million during the third quarter of 2019, \$3.9 million during the third quarter of 2018, \$10.5 million during the first nine months of 2019 and \$12.5 million during the first nine months of 2018.

### A. Restricted Stock

During the first nine months of 2019, we granted 81,927 shares of common stock under the 2012 Plan. This included 32,000 total shares of restricted stock granted to the independent members of our Board of Directors in connection with our annual awards in May 2019, 20,000 shares of which vested immediately, 8,000 shares of which vest in equal parts over a three-year service period, and 4,000 shares of which vest over a one-year service period. With the exception of shares granted to our independent directors, shares granted to employees vest over a four-year service period.

As of September 30, 2019, the remaining unamortized share-based compensation expense related to restricted stock totaled \$11.3 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 conditions 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.

**B. Performance Shares and Restricted Stock Units**

During the first nine months of 2019, we granted 115,137 performance shares, as well as dividend equivalent rights, to our executive officers. The performance shares are earned based on our Total Shareholder Return (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 nine months of 2019, we also granted 5,482 restricted stock units, all of which vest over a four-year service period. These restricted stock units have the same economic rights as shares of restricted stock.

As of September 30, 2019, the remaining share-based compensation expense related to the performance shares and restricted stock units totaled \$10.6 million. The fair value of the performance shares were 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 September 30, 2019, we had commitments of \$9.8 million for re-leasing costs, recurring capital expenditures, and non-recurring building improvements. In addition, as of September 30, 2019, we had committed \$23.5 million under construction contracts related to development projects, which is expected to be paid in the next twelve months.

We have certain properties that are subject to ground leases which are accounted for as operating leases. At September 30, 2019, minimum future rental payments for the next five years and thereafter are as follows (dollars in millions):

	Ground Leases Paid by Realty Income <sup>(1)</sup>	Ground Leases Paid by Our Tenants <sup>(2)</sup>	Total
2019	\$ 0.4	\$ 3.4	\$ 3.8
2020	1.5	13.5	15.0
2021	1.3	13.2	14.5
2022	1.2	13.1	14.3
2023	1.2	13.1	14.3
Thereafter	19.9	82.1	102.0
<b>Total</b>	<b>\$ 25.5</b>	<b>\$ 138.4</b>	<b>\$ 163.9</b>
Present value adjustment for remaining lease payments <sup>(3)</sup>			(39.6)
Lease liability - operating leases, net			<b>\$ 124.3</b>

<sup>(1)</sup> Realty Income currently pays the ground lessors directly for the rent under the ground leases.

<sup>(2)</sup> Our tenants, who are generally sub-tenants under the 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 for the rent payment.

<sup>(3)</sup> The range of discount rates used to calculate the present value of the lease payments is 3.09% to 5.50%. At September 30, 2019, the weighted average discount rate is 4.29% and the weighted average remaining lease term is 12.5 years. The discount rates are derived using a hypothetical corporate credit curve for the ground leases based on our outstanding senior notes and relevant market data. The discount rates are specific for individual leases primarily based on the lease term.

## 21. Subsequent Events

In October 2019, we declared a dividend of \$0.227 per share to our common stockholders, which will be paid in November 2019.

## 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:

- Our continued qualification as a real estate investment trust;
- General local and foreign business and economic conditions;
- Competition;
- Fluctuating interest and currency 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 income tax laws and rates;
- 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, 2018.

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 commercial tenants.

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Realty Income was founded in 1969, and listed on the New York Stock Exchange (NYSE: O) in 1994. For over 50 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 21 consecutive years.

At September 30, 2019, we owned a diversified portfolio:

- Of 5,964 properties;
- With an occupancy rate of 98.3%, or 5,862 properties leased and 102 properties available for lease;
- Leased to 274 different commercial tenants doing business in 49 separate industries;
- Located in 49 U.S. states, Puerto Rico and the United Kingdom (U.K.);
- With over 100.5 million square feet of leasable space;
- With a weighted average remaining lease term (excluding rights to extend a lease at the option of the tenant) of approximately 9.3 years; and
- With an average leasable space per property of approximately 16,852 square feet; approximately 11,873 square feet per retail property and 237,668 square feet per industrial property.

Of the 5,964 properties in the portfolio at September 30, 2019, 5,934, or 99.5%, are single-tenant properties, of which 5,836 were leased, and the remaining are multi-tenant properties.

Unless otherwise specified, references to rental revenue in the Management's Discussion and Analysis of Financial Condition and Results of Operations are exclusive of reimbursements from tenants for recoverable real estate taxes and operating expenses totaling \$15.5 million and \$12.5 million for the third quarters of 2019 and 2018, respectively, and \$49.3 million and \$35.2 million for the first nine months of 2019 and 2018, respectively.

### **Investment Philosophy**

We believe that owning an actively managed, diversified portfolio of primarily single-tenant 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 September 30, 2019, consisted of 5,964 properties located in 49 U.S. states, Puerto Rico and the U.K., leased to 274 different commercial tenants doing business in 49 industries. Each of the 49 industries represented in our property portfolio accounted for no more than 11.6% of our rental revenue for the quarter ended September 30, 2019.

### **Investment Strategy**

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 our 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.

We seek to invest in industries in which several well-organized 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, brokers, 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, approximately 95% of our annualized retail rental revenue at September 30, 2019 is derived from tenants with a service, non-discretionary, and/or low price point component to their business. From a non-retail perspective, we target industrial properties leased to industry leaders that are 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. We will continue to evaluate all investments for consistency with our objective of owning net lease assets.

#### **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. Approximately 49% of our annualized rental revenue

comes from properties leased to investment grade rated companies or their subsidiaries. At September 30, 2019, our top 20 tenants represented approximately 54% of our annualized revenue and 12 of these tenants have investment grade credit ratings or are subsidiaries of investment grade companies.

### **Asset Management Strategy**

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

Generally, our 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.

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 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
- Strategically decrease tenant, industry, or geographic concentration.

At September 30, 2019, we classified 28 properties with a carrying amount of \$15.8 million as held for sale on our balance sheet. For the remainder of 2019, we intend to continue our active disposition efforts to further enhance our real estate portfolio and anticipate reaching approximately \$75 to \$100 million in annual 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 2019 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 global 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 global 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 50-year policy of paying monthly dividends. In addition, we increased the dividend five times during 2019. As of October 2019, we have paid 88 consecutive quarterly dividend increases and increased the dividend 103 times since our listing on the NYSE in 1994.

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The following table summarizes our dividend increases in 2019:

2019 Dividend increases	Month Declared	Month Paid	Dividend per share	Increase per share
1st increase	Dec 2018	Jan 2019 \$	0.2210 \$	0.0005
2nd increase	Jan 2019	Feb 2019 \$	0.2255 \$	0.0045
3rd increase	Mar 2019	Apr 2019 \$	0.2260 \$	0.0005
4th increase	Jun 2019	Jul 2019 \$	0.2265 \$	0.0005
5th increase	Sep 2019	Oct 2019 \$	0.2270 \$	0.0005

The dividends paid per share during the first nine months of 2019 totaled approximately \$2.030, as compared to approximately \$1.969 during the first nine months of 2018, an increase of \$0.061, or 3.1%.

The monthly dividend of \$0.227 per share represents a current annualized dividend of \$2.724 per share, and an annualized dividend yield of approximately 3.6% based on the last reported sale price of our common stock on the NYSE of \$76.68 on September 30, 2019. 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 Third Quarter and First Nine Months of 2019**

Below is a listing of our acquisitions in the U.S. and U.K. for the periods indicated below:

	Number of Properties	Square Feet (in millions)	Investment (\$ in millions)	Weighted Average Lease Term (Years)	Initial Average Cash Lease Yield
<b>Three months ended September 30, 2019 <sup>(1)</sup></b>					
Acquisitions - U.S. (in 23 states)	39	2.0	\$ 372.0	15.1	5.7%
Acquisitions - U.K. <sup>(2)</sup>	1	0.1	27.6	20.6	4.8%
<b>Total Acquisitions</b>	<b>40</b>	<b>2.1</b>	<b>399.6</b>	<b>15.4</b>	<b>5.7%</b>
Properties under Development - U.S.	11	0.4	11.9	15.0	7.7%
<b>Total <sup>(3)</sup></b>	<b>51</b>	<b>2.5</b>	<b>\$ 411.5</b>	<b>15.4</b>	<b>5.7%</b>

**Nine months ended September 30, 2019 <sup>(1)</sup>**

Acquisitions - U.S. (in 38 states)	214	6.2	\$ 1,412.9	15.7	6.5%
Acquisitions - U.K. <sup>(2)</sup>	13	1.2	576.8	15.0	5.2%
<b>Total Acquisitions</b>	<b>227</b>	<b>7.4</b>	<b>1,989.7</b>	<b>15.5</b>	<b>6.1%</b>
Properties under Development - U.S.	14	0.4	36.0	16.0	7.4%
<b>Total <sup>(4)</sup></b>	<b>241</b>	<b>7.8</b>	<b>\$ 2,025.7</b>	<b>15.5</b>	<b>6.2%</b>

<sup>(1)</sup> None of our investments during 2019 caused any one tenant to be 10% or more of our total assets at September 30, 2019. All of our 2019 investments in acquired properties are 100% leased at the acquisition date.

<sup>(2)</sup> Represents investments of £22.2 million during the three months ended September 30, 2019 and £456.1 million during the nine months ended September 30, 2019 multiplied by the applicable exchange rate on the date of acquisition.

<sup>(3)</sup> The tenants occupying the new properties operate in 13 industries, and are 48.7% retail and 51.3% industrial, based on rental revenue. Approximately 56% of the rental revenue generated from acquisitions during the third quarter of 2019 is from investment grade rated tenants and their subsidiaries.

<sup>(4)</sup> The tenants occupying the new properties operate in 19 industries, and are 89.6% retail and 10.4% industrial, based on rental revenue. Approximately 25% of the rental revenue generated from acquisitions during the first nine months of 2019 is from investment grade rated tenants and their subsidiaries.

The initial average cash lease yield for a property is generally computed as estimated contractual first year cash net operating income, which, in the case of a net leased property, is equal to the aggregate cash 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



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provide for a fixed rate of return on a property under development or expansion, the initial average cash lease yield is computed as follows: estimated cash 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. We may continue to pursue development or expansion opportunities under similar arrangements in the future.

**Portfolio Discussion****Leasing Results**

At September 30, 2019, we had 102 properties available for lease out of 5,964 properties in our portfolio, which represents a 98.3% occupancy rate based on the number of properties in our portfolio.

The following tables summarize our leasing results for the periods indicated below:

Properties available for lease at June 30, 2019	102
Lease expirations	50
Re-leases to same tenant <sup>(1)</sup>	(26)
Re-leases to new tenant <sup>(1)(2)</sup>	(3)
Dispositions	(21)
Properties available for lease at September 30, 2019	102

<sup>(1)</sup> The annual new rent on these re-leases was \$6.96 million, as compared to the previous annual rent of \$6.86 million on the same properties, representing a rent recapture rate of 101.5% on the properties re-leased during the quarter ended September 30, 2019.

<sup>(2)</sup> Re-leased to one new tenant after a period of vacancy, and two new tenants without vacancy

Properties available for lease at December 31, 2018	80
Lease expirations	260
Re-leases to same tenant <sup>(1)</sup>	(174)
Re-leases to new tenant <sup>(1)(2)</sup>	(12)
Dispositions	(52)
Properties available for lease at September 30, 2019	102

<sup>(1)</sup> The annual new rent on these re-leases was \$48.52 million, as compared to the previous annual rent of \$47.53 million on the same properties, representing a rent recapture rate of 102.1% on the properties re-leased during the quarter ended September 30, 2019.

<sup>(2)</sup> Re-leased to six new tenants after a period of vacancy, and six new tenants without vacancy.

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 September 30, 2019, our average annualized rental revenue was approximately \$14.63 per square foot on the 5,862 leased properties in our portfolio. At September 30, 2019, we classified 28 properties with a carrying amount of \$15.8 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 is consistent with our existing disposition strategy to further enhance our real estate portfolio and maximize portfolio returns.

**Investments in Existing Properties**

In the third quarter of 2019, we capitalized costs of \$4.9 million on existing properties in our portfolio, consisting of \$851,000 for re-leasing costs, \$406,000 for recurring capital expenditures, and \$3.6 million for non-recurring building improvements. In the third quarter of 2018, we capitalized costs of \$6.7 million on existing properties in our portfolio, consisting of \$379,000 for re-leasing costs, \$382,000 for recurring capital expenditures, and \$5.9 million for non-recurring building improvements.

In the first nine months of 2019, we capitalized costs of \$11.0 million on existing properties in our portfolio, consisting of \$1.9 million for re-leasing costs, \$577,000 for recurring capital expenditures, and \$8.5 million for non-recurring building improvements. In the first nine months of 2018, we capitalized costs of \$12.3 million on existing properties in our portfolio, consisting of \$2.8 million for re-leasing costs, \$529,000 for recurring capital expenditures, and \$8.9 million for non-recurring building improvements.



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.

We define recurring capital expenditures as mandatory and recurring landlord capital expenditure obligations that have a limited useful life. We define non-recurring capital expenditures as property improvements in which we invest additional capital that extend the useful life of the properties.

#### **Capital Raising**

During the third quarter of 2019, we raised \$572.4 million from the sale of common stock at a weighted average price of \$74.41.

During the first nine months of 2019, we raised \$1.58 billion from the sale of common stock at a weighted average price of \$71.31.

#### **Pending \$1.25 Billion Acquisition of Properties from CIM Real Estate Finance Trust, Inc.**

In September 2019, we signed a definitive agreement to acquire 454 single-tenant retail properties from CIM Real Estate Finance Trust, Inc., a non-listed REIT which is sponsored by an affiliate of CIM Group, for approximately \$1.25 billion in cash. Additionally, we expect to assume existing mortgage debt totaling approximately \$131 million.

The transaction is expected to close in various tranches with the acquisition of most of the properties in the portfolio expected to close in 2019, subject to customary closing conditions.

#### **Amended and Restated Credit Agreement**

In August 2019, we amended and restated our unsecured credit facility, or our credit facility, in order to allow borrowings in multiple currencies. The amended and restated credit facility is otherwise substantively consistent with the prior credit agreement entered into in October 2018. Our credit facility consists of a \$3.0 billion unsecured revolving credit facility with an initial term that expires in March 2023 and includes, at our option, two six-month extensions and a \$250.0 million unsecured term loan due March 2024. The unsecured revolving credit facility allows us to borrow in up to 14 currencies, including U.S. dollars, and has a \$1.0 billion expansion option. Under our credit facility, our investment grade credit ratings as of September 30, 2019 provide for financing at the London Interbank Offered Rate, commonly referred to as LIBOR, plus 0.775% with a facility commitment fee of 0.125%, for all-in drawn pricing of 0.90% 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.

#### **Note Issuances**

In May 2019, we issued £315 million of 2.730% senior unsecured notes due May 2034, or the 2034 Notes, through a private placement.

In June 2019, we issued \$500 million of 3.250% senior unsecured notes due June 2029, or the 2029 Notes. The public offering price for the 2029 Notes was 99.36% of the principal amount, for an effective yield to maturity of 3.326% and net proceeds of approximately \$492.2 million.

The net proceeds from these offerings were used to repay borrowings outstanding under our credit facility, to fund investment opportunities, and for other general corporate purposes.

#### **Authorized Shares**

In May 2019, our stockholders approved an increase in the number of authorized shares of our common stock under our articles of incorporation to 740,200,000 from 370,100,000.

#### **Tau Operating Partnership Buyout and Term Loan Payoff**

In January 2019, we redeemed all of the 317,022 remaining common units of Tau Operating Partnership, L.P. held by nonaffiliates for cash. Following the redemption, we hold 100% of the ownership interests of Tau Operating Partnership, L.P., and continue to consolidate the entity. Additionally, in January 2019, we paid off the outstanding balance and interest on the \$70.0 million senior unsecured term loan entered in January 2013 in conjunction with our acquisition of ARCT. Following the redemption, we hold 100% of the ownership interests of Tau Operating Partnership, L.P., and continue to consolidate the entity. As part of this transaction, our taxable REIT subsidiary, Crest Net Lease, obtained a 0.11% interest in Tau Operating Partnership.

**Select Financial Results**

The following summarizes our select financial results (dollars in millions, except per share data):

	Three Months Ended September		30,		Nine Months Ended September 30,		% Increase (decrease)	
	2019	2018	2019	2018	Three months	Nine months		
Net income available to common stockholders <sup>(1)</sup>	\$ 101.0	\$ 99.0	\$ 307.2	\$ 278.5	2.0 %	10.3 %		
Net income per share <sup>(2)</sup>	\$ 0.32	\$ 0.34	\$ 0.98	\$ 0.97	(5.9)%	1.0 %		
Gain on sales of real estate	\$ 1.7	\$ 7.8	\$ 15.8	\$ 18.8	(78.2)%	(16.0)%		
Provisions for impairment	\$ 13.5	\$ 6.9	\$ 31.2	\$ 25.0	95.7 %	24.8 %		
FFO available to common stockholders	\$ 262.0	\$ 234.6	\$ 759.2	\$ 685.5	11.7 %	10.8 %		
FFO per share <sup>(2)</sup>	\$ 0.82	\$ 0.81	\$ 2.43	\$ 2.39	1.2 %	1.7 %		
AFFO available to common stockholders	\$ 265.4	\$ 236.2	\$ 768.0	\$ 687.7	12.4 %	11.7 %		
AFFO per share <sup>(2)</sup>	\$ 0.83	\$ 0.81	\$ 2.46	\$ 2.40	2.5 %	2.5 %		

<sup>(1)</sup> The calculation to determine net income available to common stockholders includes impairments, gains from the sale of properties, and foreign currency gains and losses, which can vary from period to period based on timing and can significantly impact net income available to common stockholders.

<sup>(2)</sup> All per share amounts are presented on a diluted per common share basis.

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 September 30, 2019, our total outstanding borrowings of senior unsecured notes and bonds, term loans, mortgages payable and credit facility borrowings were \$7.07 billion, or approximately 22.0% of our total market capitalization of \$32.09 billion.

We define our total market capitalization at September 30, 2019 as the sum of:

- Shares of our common stock outstanding of 325,910,281, plus total common units outstanding of 463,119, multiplied by the last reported sales price of our common stock on the NYSE of \$76.68 per share on September 30, 2019, or \$25.03 billion;
- Outstanding mortgages payable of \$278.9 million, excluding net mortgage premiums of \$3.3 million and deferred financing costs of \$143,000;
- Outstanding borrowings of \$500.0 million on our term loans, excluding deferred financing costs of \$1.1 million; and
- Outstanding senior unsecured notes and bonds of \$6.29 billion, excluding net unamortized original issuance premiums of \$6.6 million and deferred financing costs of \$37.3 million.

### Universal Shelf Registration

In November 2018, we filed a shelf registration statement with the SEC, which is effective for a term of three years and will expire in November 2021. 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.

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

Under our ATM equity distribution plan, or our ATM program, shares of common stock may be offered and sold (1) by us to, or through, a consortium of banks acting as our sales agents or (2) by a consortium of banks acting as forward sellers on behalf of any forward purchasers contemplated thereunder, in each case by means of ordinary brokers' transactions on the NYSE at prevailing market prices or at negotiated prices. Our ATM program authorizes up to 28,961,855 common shares to be issued. At September 30, 2019, we had 11,083,783 shares remaining for future issuance under our current ATM program. We anticipate maintaining the availability of our ATM program in the future, including through replenishing the authorized shares issuable thereunder.

The following table outlines the common stock issuance pursuant to our ATM program (dollars in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Shares of common stock issued under the ATM program	7,663,383	5,055,343	9,370,078	10,630,616
Gross proceeds	\$ 570.3	\$ 290.9	\$ 694.4	\$ 588.9

### Issuance of Common Stock

In May 2019, we issued 12,650,000 shares of common stock in an overnight underwritten public offering. After deducting underwriting discounts and other offering costs of \$31.0 million, the net proceeds of \$845.1 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. We did not issue shares under the waiver approval process during the first nine months of 2019.

The following table outlines common stock issuances pursuant to our DRSP program (dollars in millions):

	Three Months Ended September		Nine Months Ended September 30,		Inception to Date
	2019	30, 2018	2019	2018	
Shares of common stock issued under the DRSP program	29,801	38,011	89,219	131,072	14,319,029
Gross proceeds	\$ 2.1	\$ 2.2	\$ 6.3	\$ 7.0	\$ 677.2

### Revolving Credit Facility

In August 2019, we amended and restated our unsecured credit facility, or our credit facility, in order to allow borrowings in multiple currencies. The amended and restated credit agreement is otherwise substantively consistent with the prior credit agreement entered into in October 2018. Our credit facility consists of a \$3.0 billion unsecured revolving credit facility with an initial term that expires in March 2023 and includes, at our option, two six-month extensions and a \$250.0 million unsecured term loan due March 2024. The multicurrency revolving facility allows us to borrow in up to 14 currencies, including U.S. dollars. Our revolving credit facility has a \$1.0 billion expansion option. Under our credit facility, our investment grade credit ratings as of September 30, 2019 provide for financing at the London Interbank Offered Rate, commonly referred to as LIBOR, plus 0.775% with a facility commitment fee of 0.125%, for all-in drawn pricing of 0.90% 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 September 30, 2019, we had no outstanding balance on our \$3.0 billion revolving credit facility. The weighted average interest rate on borrowings under our revolving credit facility during the first nine months of 2019 was 3.2% per annum. We must comply with various financial and other covenants in our credit facility. At September 30, 2019, 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 October 2018, in conjunction with entering into our credit facility, we entered into a \$250.0 million senior unsecured term loan, which matures in March 2024. Borrowing under this term loan bears interest at the current one-month LIBOR, plus 0.85%. In conjunction with this term loan, we also entered into an interest rate swap which effectively fixes our per annum interest on this term loan at 3.89%.

In June 2015, in conjunction with entering into our previous credit facility, we entered into a \$250.0 million senior unsecured term loan maturing in June 2020. Borrowing under this term loan bears interest at the current one-month LIBOR, plus 0.90%. 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 2.62%.

### Mortgage Debt

As of September 30, 2019, we had \$278.9 million of mortgages payable, all of which were assumed in connection with our property acquisitions. Additionally, at September 30, 2019, we had net premiums totaling \$3.3 million on these mortgages and deferred financing costs of \$143,000. 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 nine months of 2019, we made \$19.5 million in principal payments, including the repayment of one mortgage in full for \$15.8 million.

**Notes Outstanding**

Our senior unsecured note and bond obligations consist of the following as of September 30, 2019, sorted by maturity date (dollars in millions):

5.750% notes, issued in June 2010 and due in January 2021	\$	250
3.250% notes, \$450 issued in October 2012 and \$500 issued in December 2017, both due in October 2022		950
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
3.875% notes, issued in April 2018 and due in April 2025		500
4.125% notes, \$250 issued in September 2014 and \$400 issued in March 2017, both due in October 2026		650
3.000% notes, issued in October 2016 and due in January 2027		600
3.650% notes, issued in December 2017 and due in January 2028		550
3.250% notes, issued in June 2019 and due in June 2029		500
2.730% notes, issued in May 2019 and due in May 2034 <sup>(1)</sup>		387
5.875% bonds, \$100 issued in March 2005 and \$150 issued in June 2011, both due in March 2035		250
4.650% notes, \$300 issued in March 2017 and \$250 issued in December 2017, both due in March 2047		550
Total principal amount	\$	6,287
Unamortized net original issuance premiums and deferred financing costs		(31)
	\$	6,256

<sup>(1)</sup> Represents the principal balance (in U.S. dollars) of the Sterling-denominated private placement of £315.0 million based on the applicable exchange rate on September 30, 2019.

All of our outstanding notes and bonds have fixed interest rates and contain various covenants, with which we remained in compliance as of September 30, 2019. 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 September 30, 2019 are:

Note Covenants	Required	Actual
Limitation on incurrence of total debt	≤ 60% of adjusted assets	37.7%
Limitation on incurrence of secured debt	≤ 40% of adjusted assets	1.5%
Debt service coverage (trailing 12 months) <sup>(1)</sup>	≥ 1.5x	4.7x
Maintenance of total unencumbered assets	≥ 150% of unsecured debt	268.4%

<sup>(1)</sup> Our debt service coverage ratio 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 October 1, 2018 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 October 1, 2018, nor does it purport to reflect our debt service coverage ratio for any future period. Our fixed charge coverage ratio is calculated in the same manner as our debt service coverage ratio, except that preferred stock dividends are also added to the denominator; since we redeemed our Class F preferred dividends in April 2017, our fixed charge coverage ratio is equivalent to our debt service coverage ratio. The following is our calculation of debt service and fixed charge coverage at September 30, 2019 (in thousands, for trailing twelve months):

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Net income available to common stockholders	\$	392,257
Plus: interest expense, excluding the amortization of deferred financing costs		277,533
Plus: provision for taxes		6,029
Plus: depreciation and amortization		575,078
Plus: provisions for impairment		32,471
Plus: pro forma adjustments		76,847
Less: gain on sales of real estate		(21,653)
Income available for debt service, as defined	\$	1,338,562
Total pro forma debt service charge	\$	287,645
Debt service and fixed charge coverage ratio		4.7

**Authorized Shares**

In May 2019, our stockholders approved an increase in the number of authorized shares of our common stock under our articles of incorporation to 740,200,000 from 370,100,000.

**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 September 30, 2019, we had cash and cash equivalents totaling \$236.1 million.

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 revolving credit facility are based upon our ratings assigned by credit rating agencies. As of September 30, 2019, 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 A3 with a "stable" outlook, Standard & Poor's Ratings Group has assigned a rating of A- with a "stable" outlook, and Fitch Ratings has assigned a rating of BBB+ with a "stable" outlook.

Based on our ratings as of September 30, 2019, the facility interest rate was LIBOR, plus 0.775% with a facility commitment fee of 0.125%, for all-in drawn pricing of 0.90% over LIBOR. Our credit facility provides that the interest rate can range between: (i) LIBOR, plus 1.45% if our credit rating is lower than BBB-/Baa3 or unrated and (ii) LIBOR, plus 0.75% if our credit rating is A/A2 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) 0.10% for a credit rating of A/A2 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 September 30, 2019 (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
2019	\$ —	\$ —	\$ —	\$ 1.2	\$ 59.6	\$ 0.4	\$ 3.4	\$ 8.3	\$ 72.9
2020	—	—	250.0	82.4	272.1	1.5	13.5	25.0	644.5
2021	—	250.0	—	67.0	256.1	1.3	13.2	—	587.6
2022	—	950.0	—	109.7	245.3	1.2	13.1	—	1,319.3
2023	—	750.0	—	6.7	210.5	1.2	13.1	—	981.5
Thereafter	—	4,337.1	250.0	11.9	1,252.8	19.9	82.1	—	5,953.8
<b>Totals</b>	<b>\$ —</b>	<b>\$ 6,287.1</b>	<b>\$ 500.0</b>	<b>\$ 278.9</b>	<b>\$ 2,296.4</b>	<b>\$ 25.5</b>	<b>\$ 138.4</b>	<b>\$ 33.3</b>	<b>\$ 9,559.6</b>

(1) The initial term of the credit facility expires in March 2023 and includes, at our option, two six-month extensions.

(2) Excludes non-cash original issuance discounts and premiums recorded on notes payable of \$6.6 million and deferred financing costs of \$37.3 million at September 30, 2019.

(3) Excludes deferred financing costs of \$1.1 million.

(4) Excludes both non-cash net premiums recorded on the mortgages payable of \$3.3 million and deferred financing costs of \$143,000 at September 30, 2019.

(5) Interest on the term loans, notes, bonds, mortgages payable, and credit facility has been calculated based on outstanding balances as of September 30, 2019 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.

(8) "Other" consists of \$23.5 million of commitments under construction contracts and \$9.8 million for re-leasing costs, recurring capital expenditures, and non-recurring building improvements.

Our revolving 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.

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

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 2018, our cash distributions to common stockholders totaled \$761.6 million, or 133.4% of our taxable income of \$571.0 million. Our taxable income reflects non-cash deductions for depreciation and amortization. Our 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 nine months of 2019 totaled \$629.7 million, representing 82.0% of our adjusted funds from operations available to common stockholders of \$768.0 million. In comparison, our 2018 cash distributions to common stockholders totaled \$761.6 million, representing 82.4% of our adjusted funds from operations available to common stockholders of \$924.6 million.

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). However, non-corporate stockholders, including individuals, generally may deduct up to 20% of dividends from a REIT, other than capital gain dividends and dividends treated as qualified dividend income, for taxable years beginning after December 31, 2017 and before January 1, 2026.

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 22.9% of the distributions to our common stockholders, made or deemed to have been made in 2018, were classified as a return of capital for federal income tax purposes. We estimate that in 2019, 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, 2018.

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. 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 cost of real estate acquired, inclusive of transaction costs, to: (1) land, (2) building and improvements, and (3) identified intangible assets and liabilities, based in each case on their relative estimated fair values. Intangible assets and liabilities consist of above-market or below-market lease value of in-place leases and the value of in-place leases, as applicable. Additionally, above-market rents on certain leases under which we are a lessor are accounted for as financing receivables amortizing over the lease term, while below-market rents on certain leases under which we are a lessor are accounted for as prepaid rent. 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 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 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 re-leases, 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 and nine months ended September 30, 2019, to the three and nine months ended September 30, 2018.***

**Total Revenue**

The following summarizes our total revenue (dollars in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,		Increase (decrease)	
	2019	2018	2019	2018	Three months	Nine months
REVENUE						
Rental (excluding reimbursable)	\$ 356,789	\$ 324,773	\$ 1,041,327	\$ 945,191	\$ 32,016	\$ 96,136
Rental (reimbursable)	15,523	12,479	49,274	35,174	3,044	14,100
Other	1,935	829	3,461	4,897	1,106	(1,436)
Total revenue	\$ 374,247	\$ 338,081	\$ 1,094,062	\$ 985,262	\$ 36,166	\$ 108,800

**Rental Revenue (excluding reimbursable)**

The increase in rental revenue (excluding reimbursable) in the third quarter of 2019 compared to the third quarter of 2018 is primarily attributable to:

- The 231 properties (7.5 million square feet) we acquired in 2019, which generated \$26.1 million of rent in the third quarter of 2019;
- The 753 properties (4.8 million square feet) we acquired in 2018, which generated \$28.3 million of rent in the third quarter of 2019, compared to \$19.7 million in the third quarter of 2018, an increase of \$8.6 million;
- Same store rents generated on 4,836 properties (83.6 million square feet) during the third quarter of 2019 and 2018, increased by \$3.6 million, or 1.2%, to \$293.73 million from \$290.18 million; partially offset by
- A net decrease in straight-line rent and other non-cash adjustments to rent of \$1.3 million in the third quarter of 2019 as compared to the third quarter of 2018;
- A net decrease of \$3.7 million relating to properties sold during 2019 and 2018 that were reported in continuing operations; and
- A net decrease of \$1.2 million relating to the aggregate of (i) rental revenue from properties (134 properties comprising 3.2 million square feet) that were available for lease during part of 2019 or 2018, (ii) rental revenue for ten properties under development, and (iii) lease termination settlements. In aggregate, the revenues for these items totaled \$5.6 million in the third quarter of 2019, compared to \$6.8 million in the third quarter of 2018.

The increase in rental revenue (excluding reimbursable) in the first nine months of 2019 compared to the first nine months of 2018 is primarily attributable to:

- The 231 properties (7.5 million square feet) we acquired in the first nine months of 2019, which generated \$44.9 million of rent in the first nine months of 2019;

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- The 753 properties (4.8 million square feet) we acquired in 2018, which generated \$84.3 million of rent in the first nine months of 2019, compared to \$29.7 million in the first nine months of 2018, an increase of \$54.6 million; and
- Same store rents generated on 4,836 properties (83.6 million square feet) during the first nine months of 2019 and 2018, increased by \$12.4 million or 1.4%, to \$882.53 million from \$870.16 million; partially offset by
- A net decrease in straight-line rent and other non-cash adjustments to rent of \$2.3 million in the first nine months of 2019 as compared to the first nine months of 2018;
- A net decrease of \$11.4 million relating to properties sold in the first nine months of 2019 and during 2018 that were reported in continuing operations; and
- A net decrease of \$2.0 million relating to the aggregate of (i) rental revenue from properties (134 properties comprising 3.2 million square feet) that were available for lease during part of 2019 or 2018, (ii) rental revenue for ten properties under development, and (iii) lease termination settlements. In aggregate, the revenues for these items totaled \$17.9 million in the first nine months of 2019 compared to \$19.9 million in the first nine months of 2018.

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, or (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 5,964 properties in the portfolio at September 30, 2019, 5,934, or 99.5%, are single-tenant properties and the remaining are multi-tenant properties. Of the 5,934 single-tenant properties, 5,836, or 98.3%, were net leased at September 30, 2019. Of our 5,836 leased single-tenant properties, 5,038 or 86.3% 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 \$407,000 in the third quarter of 2019, \$454,000 in the third quarter of 2018, \$4.5 million in the first nine months of 2019, and \$4.3 million in the first nine months of 2018. We anticipate percentage rent to be less than 1% of rental revenue for 2019.

Our portfolio of real estate, leased primarily to commercial tenants under net leases, continues to perform well and provides dependable lease revenue supporting the payment of monthly dividends to our stockholders. At September 30, 2019, our portfolio of 5,964 properties was 98.3% leased with 102 properties available for lease, as compared to 98.6% leased, with 80 properties available for lease at December 31, 2018, and 98.8% leased with 71 properties available for lease at September 30, 2018. 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.

### **Rental Revenue (reimbursable)**

A number of our leases provide for contractually obligated reimbursements from tenants for recoverable real estate taxes and operating expenses. The increase in tenant reimbursements for the periods presented is primarily due to the growth of our portfolio due to acquisitions.

### **Other Revenue**

The increase in other revenue in the third quarter of 2019 was primarily related to interest income recognized on financing receivables for certain leases with above-market terms as compared to the third quarter of 2018. The decrease in other revenue in the first nine months of 2019 was primarily related to lower proceeds from property insurance claims, condemnations and lower interest income from our investments in U.S. government money market funds as compared to the first nine months of 2018.

**Total Expenses**

The following summarizes our total expenses (dollars in thousands):

	Three Months Ended September 30,		Nine months Ended September 30,		Increase	
	2019	2018	2019	2018	Three months	Nine months
<b>EXPENSES</b>						
Depreciation and amortization	\$ 149,424	\$ 136,967	\$ 437,367	\$ 402,069	\$ 12,457	\$ 35,298
Interest	73,410	69,342	215,918	195,385	4,068	20,533
General and administrative	16,460	16,332	50,153	49,970	128	183
Property (excluding reimbursable)	4,831	3,327	14,058	13,420	1,504	638
Property (reimbursable)	15,523	12,479	49,274	35,174	3,044	14,100
Income taxes	1,822	1,302	4,422	3,733	520	689
Provisions for impairment	13,503	6,862	31,236	25,034	6,641	6,202
Total expenses	\$ 274,973	\$ 246,611	\$ 802,428	\$ 724,785	\$ 28,362	\$ 77,643
Total revenue <sup>(1)</sup>	358,724	325,602	1,044,788	950,088		
General and administrative expenses as a percentage of total revenue <sup>(1)</sup>	4.6%	5.0%	4.8%	5.3%		
Property expenses (excluding reimbursable) as a percentage of total revenue <sup>(1)</sup>	1.3%	1.0%	1.3%	1.4%		

<sup>(1)</sup> Excludes rental revenue (reimbursable).

**Depreciation and Amortization**

The increase in depreciation and amortization in the third quarter and first nine months of 2019 was primarily due to the acquisition of properties in 2018 and the first nine months of 2019, 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.

## Interest Expense

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Interest on our credit facility, term loans, notes, mortgages and interest rate swaps	\$ 69,889	\$ 67,556	\$ 206,247	\$ 192,517
Credit facility commitment fees	958	639	2,844	1,896
Amortization of debt origination and deferred financing costs	2,552	2,083	6,930	6,168
Loss (gain) on interest rate swaps	694	(265)	2,058	(3,064)
Amortization of net mortgage premiums	(354)	(354)	(1,061)	(1,167)
Amortization of net note premiums	(211)	(291)	(784)	(964)
Obligations related to financing lease liabilities	78	78	233	233
Interest capitalized	(196)	(104)	(549)	(234)
Interest expense	\$ 73,410	\$ 69,342	\$ 215,918	\$ 195,385

### Credit facility, term loans, mortgages and notes

Average outstanding balances (dollars in thousands)	\$ 7,171,012	\$ 6,933,288	\$ 6,991,532	\$ 6,604,422
Average interest rates	3.88%	3.89%	3.93%	3.88%

The increase in interest expense from 2018 to 2019 for the third quarter and the first nine months is primarily due to the October 2018 issuance of our \$250.0 million senior term loan, the May 2019 issuance of our 2.730% notes due 2034, the June 2019 issuance of our 3.250% notes due 2029, and a loss on our interest rate swaps during the third quarter and first nine months of 2019.

At September 30, 2019, we had no outstanding borrowings on our revolving credit facility. The weighted average interest rate on our:

- Term loans outstanding of \$500.0 million (excluding deferred financing costs of \$1.1 million) was 3.3%;
- Mortgages payable of \$278.9 million (excluding net premiums totaling \$3.3 million and deferred financing costs of \$143,000 on these mortgages) was 5.2%;
- Notes and bonds payable of \$6.29 billion (excluding net unamortized original issue premiums of \$6.6 million and deferred financing costs of \$37.3 million) was 3.9%; and
- Combined outstanding notes, bonds, mortgages and term loans of \$7.07 billion (excluding all net premiums and deferred financing costs) was 3.9%.

### General and Administrative Expenses

General and administrative expenses are expenditures related to the operations of our company, including employee-related costs, professional fees, and other general overhead costs associated with running our business. In October 2019, we had 184 employees, as compared to 166 employees in October 2018.

### Property Expenses (excluding reimbursable)

Property expenses (excluding reimbursable) consist of costs associated with unleased properties, non-net-leased properties and general portfolio expenses. Expenses related to unleased properties and non-net-leased properties include, but are not limited to, property taxes, maintenance, insurance, utilities, property inspections and legal fees. General portfolio costs include, but are not limited to, insurance, legal, property inspections, and title search fees. At September 30, 2019, 102 properties were available for lease, as compared to 80 at December 31, 2018, and 71 at September 30, 2018.

The increase in property expenses (excluding reimbursable) in the third quarter and the first nine months of 2019 is primarily attributable to higher property taxes and maintenance associated with our expanding portfolio size.

### Property Expenses (reimbursable)

The increase in property expenses (reimbursable) in the third quarter and first nine months of 2019 was primarily attributable to the increased portfolio size, which contributed to higher contractually obligated reimbursements from tenants for recoverable real estate taxes and operating expenses primarily due to our acquisitions in each period.

### Income Taxes

Income taxes are for city and state income and franchise taxes, and for U.K. income taxes paid by us and our subsidiaries.

### Provisions for Impairment

The following table summarizes provisions for impairment during the periods indicated below (dollars in millions):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2019		2018		2019		2018	
Total provisions for impairment	\$	13.5	\$	6.9	\$	31.2	\$	25.0
Number of properties:								
Classified as held for sale		9		—		9		—
Classified as held for investment		2		1		4		3
Sold		16		18		28		36

### Gain on Sales of Real Estate

The following table summarizes our properties sold during the periods indicated below (dollars in millions):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2019		2018		2019		2018	
Number of properties sold		27		20		64		60
Net sales proceeds	\$	21.5	\$	35.5	\$	72.6	\$	83.0
Gain on sales of real estate	\$	1.7	\$	7.8	\$	15.8	\$	18.8

### Foreign Currency and Derivative Gains, Net

We borrow in the functional currencies of the countries in which we invest. Foreign currency gains and losses are primarily a result of intercompany debt and certain remeasurement transactions.

### Net Income Available to Common Stockholders

The following summarizes our net income available to common stockholders (dollars in millions, except per share data):

	Three Months Ended September 30,				Nine Months Ended September 30,		% Increase (decrease)			
	2019		2018		2019	2018	Three months	Nine months		
	Net income available to common stockholders	\$	101.0	\$	99.0	\$	307.2	\$	278.5	2.0 %
Net income per share <sup>(1)</sup>	\$	0.32	\$	0.34	\$	0.98	\$	0.97	(5.9)%	1.0%

<sup>(1)</sup> All per share amounts are presented on a diluted per common share basis.

The calculation to determine net income available to common stockholders includes impairments, gains from the sale of properties, and foreign currency gains and losses, which can vary from period to period based on timing and significantly impact net income available to the Company and available to common stockholders.

### Adjusted Earnings before Interest, Taxes, Depreciation and Amortization for Real Estate (Adjusted EBITDAre)

The National Association of Real Estate Investment Trusts (NAREIT) came to the conclusion that a NAREIT-defined EBITDA metric for real estate companies (i.e., EBITDA for real estate, or EBITDAre) would provide investors with a consistent measure to help make investment decisions among REITs. Our definition of "Adjusted EBITDAre" is generally consistent with the NAREIT definition, other than our adjustment to remove foreign currency and derivative gains and losses, as described below (which is consistent with our previous calculations of "Adjusted EBITDA"). We define Adjusted EBITDAre, a non-GAAP financial measure, for the most recent quarter as earnings (net income) before (i) interest expense, including non-cash loss (gain) on swaps, (ii) income and franchise taxes,

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(iii) real estate depreciation and amortization, (iv) impairment losses, (v) gain on sales of real estate, and (vi) foreign currency and derivative gains, net. Our Adjusted EBITDAre may not be comparable to Adjusted EBITDAre reported by other companies or as defined by NAREIT, and other companies may interpret or define Adjusted EBITDAre differently than we do. Management believes Adjusted EBITDAre to be a meaningful measure of a REIT's performance because it is widely followed by industry analysts, lenders and investors. Management also believes the use of an annualized quarterly Adjusted EBITDAre metric is meaningful because it represents the company's current earnings run rate for the period presented. The ratio of our total debt to our annualized quarterly Adjusted EBITDAre is also used to determine vesting of performance share awards granted to our executive officers. Adjusted EBITDAre 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 Adjusted EBITDAre, which is used by management as a measure of leverage, is calculated by annualizing quarterly Adjusted EBITDAre and then dividing by net debt. Net debt is total debt per the consolidated balance sheet, less cash and cash equivalents.

The following table summarizes our EBITDAre calculation for the periods indicated below (dollars in thousands):

	<b>Three Months Ended September 30,</b>	
	<b>2019</b>	<b>2018</b>
Net income	\$ 101,275	\$ 99,283
Interest	73,410	69,342
Income taxes	1,822	1,302
Depreciation and amortization	149,424	136,967
Provisions for impairment	13,503	6,862
Gain on sales of real estate	(1,674)	(7,813)
Foreign currency and derivative gains, net	(327)	—
<b>Quarterly Adjusted EBITDAre</b>	<b>\$ 337,433</b>	<b>\$ 305,943</b>
<b>Annualized Adjusted EBITDAre <sup>(1)</sup></b>	<b>\$ 1,349,732</b>	<b>\$ 1,223,772</b>
<b>Net Debt</b>	<b>\$ 6,801,325</b>	<b>\$ 6,772,993</b>
<b>Net Debt/Adjusted EBITDAre</b>	<b>5.0</b>	<b>5.5</b>

<sup>(1)</sup> We calculate Annualized Adjusted EBITDAre by multiplying the Quarterly Adjusted EBITDAre by four.

**FUNDS FROM OPERATIONS AVAILABLE TO COMMON STOCKHOLDERS (FFO)**

The following summarizes our funds from operations available to common stockholders (FFO) (dollars in millions, except per share data):

	<b>Three Months Ended September</b>		<b>Nine Months Ended September 30,</b>		<b>% Increase</b>	
	<b>2019</b>	<b>30, 2018</b>	<b>2019</b>	<b>2018</b>	<b>Three months</b>	<b>Nine months</b>
FFO available to common stockholders	\$ 262.0	\$ 234.6	\$ 759.2	\$ 685.5	11.7%	10.8%
FFO per share <sup>(1)</sup>	\$ 0.82	\$ 0.81	\$ 2.43	\$ 2.39	1.2%	1.7%

<sup>(1)</sup> All per share amounts are presented on a diluted per common share basis.

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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):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Net income available to common stockholders	\$ 101,049	\$ 98,999	\$ 307,185	\$ 278,542
Depreciation and amortization	149,424	136,967	437,367	402,069
Depreciation of furniture, fixtures and equipment	(136)	(166)	(438)	(493)
Provisions for impairment	13,503	6,862	31,236	25,034
Gain on sales of real estate	(1,674)	(7,813)	(15,828)	(18,818)
FFO adjustments allocable to noncontrolling interests	(135)	(299)	(327)	(820)
FFO available to common stockholders	\$ 262,031	\$ 234,550	\$ 759,195	\$ 685,514
FFO allocable to dilutive noncontrolling interests	362	217	1,032	667
Diluted FFO	\$ 262,393	\$ 234,767	\$ 760,227	\$ 686,181

FFO per common share:				
Basic	\$ 0.82	\$ 0.81	\$ 2.44	\$ 2.39
Diluted	\$ 0.82	\$ 0.81	\$ 2.43	\$ 2.39
Distributions paid to common stockholders	\$ 216,248	\$ 191,703	\$ 629,658	\$ 564,747
FFO available to common stockholders in excess of distributions paid to common stockholders	\$ 45,783	\$ 42,847	\$ 129,537	\$ 120,767
Weighted average number of common shares used for computation per share:				
Basic	319,945,932	290,664,368	311,556,279	286,599,191
Diluted	320,726,136	291,207,186	312,300,391	287,105,285

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.

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

The following summarizes our adjusted funds from operations available to common stockholders (AFFO) (dollars in millions, except per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,		% Increase	
	2019	2018	2019	2018	Three months	Nine months
AFFO available to common stockholders	\$ 265.4	\$ 236.2	\$ 768.0	\$ 687.7	12.4%	11.7%
AFFO per share <sup>(1)</sup>	\$ 0.83	\$ 0.81	\$ 2.46	\$ 2.40	2.5%	2.5%

<sup>(1)</sup> All per share amounts are presented on a diluted per common share basis.

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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):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Net income available to common stockholders	\$ 101,049	\$ 98,999	\$ 307,185	\$ 278,542
Cumulative adjustments to calculate FFO <sup>(1)</sup>	160,982	135,551	452,010	406,972
FFO available to common stockholders	262,031	234,550	759,195	685,514
Amortization of share-based compensation	3,187	3,870	10,478	12,527
Amortization of deferred financing costs <sup>(2)</sup>	1,299	1,014	3,471	2,872
Amortization of net mortgage premiums	(354)	(354)	(1,061)	(1,167)
Loss (gain) on interest rate swaps	694	(265)	2,058	(3,064)
Straight-line payments from cross-currency swaps <sup>(3)</sup>	1,754	—	2,553	—
Leasing costs and commissions	(851)	(379)	(1,880)	(2,831)
Recurring capital expenditures	(406)	(382)	(577)	(529)
Straight-line rent	(7,642)	(6,575)	(19,735)	(18,207)
Amortization of above and below-market leases	5,486	4,655	13,227	12,426
Other adjustments <sup>(4)</sup>	157	61	297	203
Total AFFO available to common stockholders	\$ 265,355	\$ 236,195	\$ 768,026	\$ 687,744
AFFO allocable to dilutive noncontrolling interests	368	227	1,064	692
Diluted AFFO	\$ 265,723	\$ 236,422	\$ 769,090	\$ 688,436
AFFO per common share:				
Basic	\$ 0.83	\$ 0.81	\$ 2.47	\$ 2.40
Diluted	\$ 0.83	\$ 0.81	\$ 2.46	\$ 2.40
Distributions paid to common stockholders	\$ 216,248	\$ 191,703	\$ 629,658	\$ 564,747
AFFO available to common stockholders in excess of distributions paid to common stockholders	\$ 49,107	\$ 44,492	\$ 138,368	\$ 122,997
Weighted average number of common shares used for computation per share:				
Basic	319,945,932	290,664,368	311,556,279	286,599,191
Diluted	320,726,136	291,207,186	312,300,391	287,105,285

<sup>(1)</sup> See reconciling items for FFO presented under “Funds from Operations Available to Common Stockholders (FFO).”

<sup>(2)</sup> 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.

<sup>(3)</sup> Straight-line payments from cross-currency swaps represent quarterly payments in U.S. dollars received by us from counterparties in exchange for associated foreign currency payments. These USD payments are fixed and determinable for the duration of the associated hedging transaction.

<sup>(4)</sup> Includes adjustments allocable to noncontrolling interests, obligations related to financing lease liabilities, and foreign currency gains and losses as a result of intercompany debt and remeasurement transactions.

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 September 30, 2019, we owned a diversified portfolio:

- Of 5,964 properties;
- With an occupancy rate of 98.3%, or 5,862 properties leased and 102 properties available for lease;
- Leased to 274 different commercial tenants doing business in 49 separate industries;
- Located in 49 U.S. states, Puerto Rico and the U.K.;
- With over 100.5 million square feet of leasable space; and
- With an average leasable space per property of approximately 16,852 square feet; approximately 11,873 square feet per retail property and 237,668 square feet per industrial property.

Of the 5,964 properties we owned at September 30, 2019, 5,862 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.

At September 30, 2019, our 274 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 329 additional tenants, representing approximately 5% of our annualized revenue at September 30, 2019, which brings our total tenant count to 603 tenants.

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## 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 (excluding reimbursable) by Industry					
	For the Quarter Ended September 30, 2019	Dec 31, 2018	Dec 31, 2017	For the Years Ended		
		Dec 31, 2018	Dec 31, 2017	Dec 31, 2016	Dec 31, 2015	Dec 31, 2014
U.S.						
Aerospace	0.8%	0.8%	0.9%	1.0%	1.1%	1.2%
Apparel stores	1.1	1.3	1.6	1.9	2.0	2.0
Automotive collision services	1.2	0.9	1.0	1.0	1.0	0.8
Automotive parts	1.5	1.7	1.3	1.3	1.4	1.3
Automotive service	2.4	2.2	2.2	1.9	1.9	1.8
Automotive tire services	2.2	2.4	2.6	2.7	2.9	3.2
Beverages	2.2	2.5	2.7	2.6	2.7	2.8
Child care	2.2	1.7	1.8	1.9	2.0	2.2
Consumer appliances	0.5	0.5	0.5	0.5	0.6	0.5
Consumer electronics	0.3	0.3	0.3	0.3	0.3	0.3
Consumer goods	0.6	0.7	0.8	0.9	0.9	0.9
Convenience stores	11.6	11.2	9.6	8.7	9.2	10.1
Crafts and novelties	0.6	0.7	0.6	0.6	0.6	0.6
Diversified industrial	0.7	0.8	0.9	0.9	0.8	0.5
Dollar stores	7.1	7.5	7.9	8.6	8.9	9.6
Drug stores	8.9	10.2	10.9	11.2	10.6	9.5
Education	0.2	0.3	0.3	0.3	0.3	0.4
Electric utilities	0.1	0.1	0.1	0.1	0.1	0.1
Entertainment	0.4	0.4	0.4	0.5	0.5	0.5
Equipment services	0.4	0.4	0.4	0.6	0.5	0.6
Financial services	2.1	2.3	2.4	1.8	1.7	1.8
Food processing	0.5	0.5	0.6	1.1	1.2	1.4
General merchandise	2.7	2.3	2.0	1.8	1.7	1.5
Government services	0.7	0.9	1.0	1.1	1.2	1.3
Grocery stores	5.0	5.0	4.4	3.1	3.0	3.0
Health and beauty	0.3	0.2	*	*	*	*
Health and fitness	7.4	7.4	7.5	8.1	7.7	7.0
Health care	1.4	1.5	1.4	1.5	1.7	1.8
Home furnishings	0.7	0.8	0.9	0.8	0.9	0.9
Home improvement	3.1	3.0	2.6	2.5	2.4	1.7
Insurance	*	0.1	0.1	0.1	0.1	0.1
Jewelry	*	0.1	0.1	0.1	0.1	0.1
Machinery	0.1	0.1	0.1	0.1	0.1	0.2
Motor vehicle dealerships	1.7	1.9	2.1	1.9	1.6	1.6
Office supplies	0.2	0.2	0.2	0.3	0.3	0.4
Other manufacturing	0.6	0.7	0.8	0.8	0.7	0.7
Packaging	1.0	1.1	1.0	0.8	0.8	0.8
Paper	0.1	0.1	0.1	0.1	0.1	0.1
Pet supplies and services	0.6	0.5	0.6	0.6	0.7	0.7
Restaurants - casual dining	3.1	3.2	3.8	3.9	3.8	4.3
Restaurants - quick service	6.1	5.7	5.1	4.9	4.2	3.7
Shoe stores	0.3	0.5	0.6	0.7	0.7	0.9
Sporting goods	0.8	1.1	1.4	1.6	1.8	1.6
Telecommunications	0.5	0.6	0.6	0.6	0.7	0.7
Theaters	6.7	5.5	5.0	4.9	5.1	5.3
Transportation services	4.6	5.0	5.4	5.5	5.4	5.2

Wholesale clubs	2.7	3.0	3.3	3.6	3.8	4.1
Other	0.1	0.1	0.1	0.2	0.2	0.2
Total U.S.	98.1%	100.0%	100.0%	100.0%	100.0%	100.0%
U.K.						
Grocery Stores	1.9	-	-	-	-	-
Total U.K.	1.9%	-	-	-	-	-
Totals	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%

\* Less than 0.1%

**Property Type Composition**

The following table sets forth certain property type information regarding our property portfolio as of September 30, 2019 (dollars in thousands):

Property Type	Number of Properties	Approximate Leasable Square Feet <sup>(1)</sup>	Rental Revenue for the Quarter Ended September 30, 2019 <sup>(2)</sup>	Percentage of Rental Revenue
Retail	5,787	68,708,100 \$	295,202	82.7%
Industrial	120	28,520,100	41,395	11.6
Office	42	3,091,500	13,418	3.8
Agriculture	15	184,500	6,708	1.9
<b>Totals</b>	<b>5,964</b>	<b>100,504,200 \$</b>	<b>356,723</b>	<b>100.0%</b>

<sup>(1)</sup> Includes leasable building square footage. Excludes 3,300 acres of leased land categorized as agriculture at September 30, 2019.

<sup>(2)</sup> Includes rental revenue for all properties owned at September 30, 2019. Excludes revenue of \$66 from sold properties and rental revenue (reimbursable) of \$15,523.

**Tenant Diversification**

The following table sets forth the 20 largest tenants in our property portfolio, expressed as a percentage of total rental revenue at September 30, 2019:

Tenant	Number of Leases	% of Rental Revenue <sup>(1)</sup>
Walgreens	215	5.7%
7-Eleven	398	5.1%
FedEx	42	4.4%
Dollar General	609	3.8%
LA Fitness	55	3.6%
AMC Theatres	34	3.2%
Dollar Tree / Family Dollar	469	3.1%
Regal Cinemas	41	3.1%
Wal-Mart / Sam's Club	54	2.8%
Lifetime Fitness	14	2.3%
Circle K (Couche-Tard)	287	2.1%
Sainsbury's	13	2.0%
BJ's Wholesale Clubs	15	1.9%
Treasury Wine Estates	17	1.8%
CVS Pharmacy	84	1.7%
Kroger	22	1.7%
Super America (Marathon)	137	1.5%
GPM Investments / Fas Mart	208	1.5%
TBC Corp	159	1.4%
Home Depot	17	1.3%
<b>Totals</b>	<b>2,890</b>	<b>54.0%</b>

<sup>(1)</sup> Excludes rental revenue (reimbursable).

**Service Category Diversification for our Retail Properties**

The following table sets forth certain information regarding the properties owned at September 30, 2019, classified according to the business types and the level of services they provide (dollars in thousands):

	Retail Rental Revenue for the Quarter Ended September 30, 2019 <sup>(1)</sup>	Percentage of Retail Rental Revenue
<b>Tenants Providing Services</b>		
Automotive collision services	\$ 4,293	1.5%
Automotive service	8,505	2.9
Child care	7,864	2.7
Education	827	0.3
Entertainment	1,327	0.5
Equipment services	114	*
Financial services	6,561	2.2
Health and fitness	26,359	8.9
Health care	2,086	0.7
Telecommunications	80	*
Theaters	23,972	8.1
Transportation services	250	0.1
Other	197	0.1
	82,435	28.0
<b>Tenants Selling Goods and Services</b>		
Automotive parts (with installation)	1,704	0.6
Automotive tire services	7,766	2.6
Convenience stores	41,152	13.9
Health and beauty	13	*
Motor vehicle dealerships	6,033	2.0
Pet supplies and services	1,240	0.4
Restaurants - casual dining	10,264	3.5
Restaurants - quick service	21,880	7.4
	90,052	30.4
<b>Tenants Selling Goods</b>		
Apparel stores	4,001	1.4
Automotive parts	3,380	1.1
Book stores	113	*
Consumer electronics	1,112	0.4
Crafts and novelties	1,908	0.6
Dollar stores	25,209	8.5
Drug stores	30,390	10.3
General merchandise	7,239	2.5
Grocery stores	17,662	6.0
Grocery stores - UK	6,525	2.2
Home furnishings	2,167	0.7
Home improvement	9,624	3.3
Jewelry	175	0.1
Office supplies	569	0.2
Shoe stores	185	0.1
Sporting goods	2,988	1.0
Wholesale clubs	9,468	3.2
	122,715	41.6%
<b>Totals</b>	<b>\$ 295,202</b>	<b>100.0%</b>

\* Less than 0.1%

<sup>(1)</sup> Includes rental revenue for all retail leases for properties owned at September 30, 2019. Excludes revenue of \$61,521 from non-retail leases, \$66 from sold properties, and \$15,523 of rental revenue (reimbursable).

### Lease Expirations

The following table sets forth certain information regarding the timing of the lease term expirations in our portfolio (excluding rights to extend a lease at the option of the tenant) and their contribution to rental revenue for the quarter ended September 30, 2019 (dollars in thousands):

Total Portfolio <sup>(1)</sup>						
Year	Expiring Leases		Approx. Leasable Sq. Feet	Rental Revenue for the Quarter Ended September 30, 2019	% of Rental Revenue	
	Retail	Non-Retail				
2019	49	4	383,400	\$ 1,729	0.5%	
2020	216	10	2,962,500	10,424	2.9	
2021	327	16	5,288,900	15,297	4.3	
2022	410	22	9,332,000	21,145	5.9	
2023	541	23	9,973,300	30,687	8.6	
2024	389	16	6,632,100	21,267	6.0	
2025	365	16	6,582,500	23,736	6.7	
2026	310	4	4,861,900	15,747	4.4	
2027	523	5	6,318,000	21,977	6.1	
2028	340	14	9,330,300	22,924	6.4	
2029	422	7	8,413,100	23,832	6.7	
2030	176	14	3,822,700	19,064	5.4	
2031	313	25	6,176,200	28,141	7.9	
2032	109	4	3,369,900	13,204	3.7	
2033	275	1	3,239,600	16,955	4.8	
2034-2044	987	6	11,902,800	70,008	19.7	
Totals	5,752	187	98,589,200	\$ 356,137	100.0%	

<sup>(1)</sup> The lease expirations for leases under construction are based on the estimated date of completion of those projects. Excludes revenue of \$586 from 120 expired leases, \$66 from sold properties, and \$15,523 of rental revenue (reimbursable) at September 30, 2019. Leases on our multi-tenant properties are counted separately in the table above.

## Geographic Diversification

The following table sets forth certain state-by-state information regarding our property portfolio as of September 30, 2019 (dollars in thousands):

Location	Number of Properties	Percent Leased	Approximate Leasable Square Feet	Rental Revenue for the Quarter Ended September 30, 2019 <sup>(1)</sup>	Percentage of Rental Revenue
Alabama	170	97%	1,594,400 \$	5,973	1.7%
Alaska	3	100	274,600	535	0.1
Arizona	119	100	1,823,200	7,296	2.1
Arkansas	86	100	919,900	2,460	0.7
California	200	99	6,394,800	31,428	8.8
Colorado	97	95	1,554,800	5,894	1.7
Connecticut	21	95	1,378,200	3,279	0.9
Delaware	18	100	93,000	661	0.2
Florida	399	98	4,360,300	19,362	5.4
Georgia	285	97	4,402,200	13,881	3.9
Idaho	12	100	87,000	398	0.1
Illinois	280	99	6,227,600	21,898	6.1
Indiana	192	99	2,353,400	9,409	2.6
Iowa	39	95	3,028,500	4,400	1.2
Kansas	112	96	2,097,500	5,883	1.6
Kentucky	84	99	1,721,700	4,885	1.4
Louisiana	120	97	1,682,700	5,410	1.6
Maine	18	100	203,700	1,225	0.3
Maryland	38	100	1,494,000	5,236	1.5
Massachusetts	58	91	782,100	3,851	1.1
Michigan	195	99	2,224,200	7,819	2.2
Minnesota	166	98	2,261,100	10,613	3.0
Mississippi	172	98	1,892,900	5,509	1.5
Missouri	176	95	2,837,900	9,136	2.6
Montana	12	100	89,100	552	0.2
Nebraska	46	100	708,800	1,763	0.5
Nevada	24	96	1,196,900	2,147	0.6
New Hampshire	13	100	313,100	1,404	0.4
New Jersey	75	99	1,051,300	5,866	1.6
New Mexico	36	100	375,100	1,277	0.4
New York	127	99	2,868,800	15,736	4.4
North Carolina	191	99	3,183,200	10,773	3.0
North Dakota	5	100	95,700	178	*
Ohio	312	98	7,649,200	17,414	4.9
Oklahoma	183	99	2,247,000	7,655	2.1
Oregon	28	100	591,500	2,338	0.7
Pennsylvania	222	98	2,226,900	10,962	3.1
Rhode Island	3	100	158,000	815	0.2
South Carolina	179	96	1,791,200	8,181	2.3
South Dakota	18	100	203,700	476	0.1
Tennessee	249	99	3,676,800	11,497	3.2
Texas	720	99	10,815,700	39,237	11.0
Utah	22	100	933,000	2,267	0.6
Vermont	2	100	88,000	365	0.1
Virginia	212	99	3,134,900	10,242	2.9
Washington	49	98	896,800	3,106	0.9
West Virginia	26	100	427,300	1,463	0.4
Wisconsin	125	98	2,834,400	7,484	2.1
Wyoming	8	100	60,800	317	0.1

Puerto Rico	4	100	28,300	149	*
U.K.	13	100	1,169,000	6,618	1.9
Totals\Average	5,964	98%	100,504,200 \$	356,723	100.0%

\* Less than 0.1%

(1) Includes rental revenue for all properties owned at September 30, 2019. Excludes revenue of \$66 from sold properties and \$15,523 of tenant reimbursement revenue.



## 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

Realty Income is committed to conducting our business according to the highest ethical standards. We are dedicated to providing an engaging, diverse, and safe work environment for our employees, operating our business in an environmentally conscious manner, and upholding our corporate responsibilities as a public company for the benefit of our shareholders. As The Monthly Dividend Company<sup>®</sup>, 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.

### Environmental Practices

Our focus on the environment 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 electronic approval systems;
- Encouraging employees to carpool 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 2018, we sent more than 28,500 pounds of paper to our offsite partner for recycling.

In addition, our headquarters was constructed 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, and drought-tolerant landscaping with recycled materials. We continue to evaluate our current operations, strive to improve our environmental performance, and implement sustainable business practices.

The properties in our portfolio are primarily 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 work with our tenants to promote environmental responsibility at the properties we own, with some locations achieving LEED (Leadership in Energy and Environmental Design) certification.

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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 in order to qualify for city and county renewable energy or energy efficiency programs to conserve our world's finite resources.

Realty Income also has an internal "Green Team" that encourages our employees to focus on environmentally-smart choices to further reduce our environmental impact as a company. The Green Team, which includes executive and officer-level employees, works to positively impact the environment through education and engagement within the company and local communities, focusing on waste, energy, and water management.

### Company Culture and Employees

We put great effort into cultivating an inclusive company culture. We are one team, and together we are committed to a culture that provides an engaging work environment and encourages respect, collaboration, humility, transparency, and integrity. Regular open communication is central to how we work, and our employees take pride in our 50-year history of providing monthly dividends to our stockholders. We hire talented employees with diverse backgrounds and perspectives, and work to provide an environment where capable team members have fulfilling careers in the real estate industry.

### Social Responsibility

We are committed to providing a positive and engaging work environment for our employees and taking an active role in the betterment of the communities in which our employees and shareholders live and work. Our employees are awarded compensation that is in line with those of our peers and competitors, including generous healthcare benefits (medical, dental, vision) for all employees and their families, participation in a 401(k) plan with a matching contribution from Realty Income, restricted stock awards based on company performance, competitive paid time-off benefits, a well-being program, continued education and development opportunities, up to 16 weeks of paid maternity leave, and an infant-at-work program for new parents. We also have a long-standing commitment to being an equal opportunity employer and adhere to all Equal Employer Opportunity Policy guidelines.

We believe that giving back to our community is an extension of our mission to improve the lives of our shareholders, our employees, and their families. Realty Income and its employees have taken an active role in supporting communities through civic involvement with non-profit organizations and corporate donations. Our non-profit activities resulted in approximately 810 company-sponsored employee volunteer hours in 2018, principally through our partnership with San Diego Habitat for Humanity. We are proud of the efforts we have made to date and look forward to continuing to strengthen our impact as part of the successful operations of The Monthly Dividend Company®.

Additional information on Realty Income's commitment to social responsibility may be found on our website.

### Corporate Governance

We believe that nothing is more important than a company's reputation for integrity and serving as a responsible fiduciary for its shareholders. 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, but are not limited to:

- Our Board of Directors is currently comprised of nine directors, eight of whom are independent, non-employee directors;
- In accordance with our continued focus on board refreshment, in July 2018, we added two new independent, non-employee directors;
- Our Board of Directors is elected on an annual basis with a majority vote standard;
- Our Directors conduct annual self-evaluations and participate in orientation and continuing education programs;
- An Enterprise Risk Management evaluation is conducted annually to identify and assess company risk;
- Each committee within our Board of Directors is comprised entirely of independent directors; and
- We adhere to all other corporate governance principles outlined in our Corporate Governance Guidelines. These guidelines, as well as our bylaws, committee charters and other governance documents may be found on our website.

***Business Ethics***

We are committed to conducting our business according to the highest ethical standards and upholding our corporate responsibilities as a public company operating for the benefit of our shareholders. Our Board of Directors has adopted a Code of Business Ethics that applies to our directors, officers, and other employees. The Code of Business Ethics includes our commitment to dealing fairly with all of our customers, service providers, suppliers, and competitors. We conduct annual training with our employees regarding ethical behavior and require all employees to acknowledge the terms of, and abide by, our Code of Business Ethics, which is also available on our website. 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. Anonymous reporting is always available through the company's whistleblower hotline and reported to our Audit Committee quarterly.

**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 September 30, 2019. This information is presented to evaluate the expected cash flows and sensitivity to interest rate changes (dollars in millions):

**Expected Maturity Data**

<b>Year of Maturity</b>	<b>Fixed rate debt</b>	<b>Weighted average rate on fixed rate debt</b>
2019	\$ 1.2	5.61%
2020	332.4	3.21
2021	317.0	5.73
2022	1,059.7	3.43
2023	756.7	4.65
Thereafter	4,599.0	3.81
<b>Totals <sup>(1)</sup></b>	<b>\$ 7,066.0</b>	<b>3.90%</b>
Fair Value <sup>(2)</sup>	\$ 7,629.2	

<sup>(1)</sup> Excludes net premiums recorded on mortgages payable, net original issuance premiums recorded on notes payable and deferred financing costs on mortgages payable, notes payable, and term loans. At September 30, 2019, the unamortized balance of net premiums on mortgages payable is \$3.3 million, the unamortized balance of net original issuance premiums on notes payable is \$6.6 million, and the balance of deferred financing costs on mortgages payable is \$143,000, on notes payable is \$37.3 million, and on term loans is \$1.1 million.

<sup>(2)</sup> We base the estimated fair value of the publicly-traded fixed rate senior notes and bonds at September 30, 2019 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 and private senior notes payable at September 30, 2019 on the relevant forward interest rate 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 September 30, 2019.

The table above incorporates only those exposures that exist as of September 30, 2019. 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. At September 30, 2019, all of our mortgages payable had fixed interest rates, except one variable rate mortgage on one property totaling \$7.1 million, which has been subsequently swapped to a fixed interest rate. 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.

During the second quarter of 2019, we commenced foreign operations and acquired real property in the U.K. As a result, we are subject to currency fluctuations that may, from time to time, affect our financial condition and results of operations. Increases or decreases in the value of British pound sterling relative to the U.S. dollar impact the amount of net income we earn from our investments in the U.K. We mitigate these foreign currency exposures with non-U.S. denominated borrowings and cross-currency swaps. If we increase our international presence through investments in properties outside the U.S., we may also decide to transact additional business or borrow funds in currencies other than U.S. dollars.

#### **Item 4: Controls and Procedures**

##### **Evaluation of Disclosure Controls and Procedures**

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 September 30, 2019, 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.

##### **Changes in Internal Controls**

There have been no changes in our internal control over financial reporting that occurred during the quarter ended September 30, 2019 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

##### **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 2012 Incentive Award Plan of Realty Income Corporation:

- 160 shares of stock, at a weighted average price of \$68.03, in July 2019;
- 88 shares of stock, at a weighted average price of \$69.67, in August 2019; and
- 428 shares of stock, at a weighted average price of \$75.96, in September 2019.

**Item 6: Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
<b>Articles of Incorporation and Bylaws</b>	
2.1	<a href="#">Agreement and Plan of Merger, dated as of September 6, 2012 (File No. 001-13374), 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).</a>
2.2	<a href="#">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 (File No. 001-13374) and incorporated herein by reference).</a>
3.1	<a href="#">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 (File No. 033-69410) and incorporated herein by reference).</a>
3.2	<a href="#">Articles of Amendment dated July 29, 2011 (filed as exhibit 3.1 to the Company's Form 8-K, filed on August 2, 2011 (File No. 001-13374) and incorporated herein by reference).</a>
3.3	<a href="#">Articles of Amendment dated June 21, 2012 (filed as exhibit 3.1 to the Company's Form 8-K, filed on June 21, 2012 (File No. 001-13374) and incorporated herein by reference).</a>
3.4	<a href="#">Articles of Amendment dated May 14, 2019 (filed as exhibit 3.1 to the Company's Form 8-K, filed on May 16, 2019 (File No. 001-13374) and incorporated herein by reference).</a>
3.5	<a href="#">Amended and Restated Bylaws of the Company dated March 13, 2018 (filed as exhibit 3.1 to the Company's Form 8-K, filed on March 14, 2018 (File No. 001-13374) and incorporated herein by reference).</a>
3.6	<a href="#">Articles Supplementary dated June 30, 1998 establishing the terms of the Company's Class A Junior Participating Preferred Stock (filed as exhibit A to exhibit 1 to the Company's Form 8-A12B, filed on June 26, 1998 (File No. 001-13374) and incorporated herein by reference).</a>
3.7	<a href="#">Articles Supplementary dated May 24, 1999 establishing the terms of the Company's 93/8% Class B Cumulative Redeemable Preferred Stock (filed as exhibit 4.1 to the Company's Form 8-K, filed on May 25, 1999 (File No. 001-13374) and incorporated herein by reference).</a>
3.8	<a href="#">Articles Supplementary dated July 28, 1999 establishing the terms of the Company's 91/2% Class C Cumulative Redeemable Preferred Stock (filed as exhibit 4.1 to the Company's Form 8-K, filed on July 30, 1999 (File No. 001-13374) and incorporated herein by reference).</a>
3.9	<a href="#">Articles Supplementary dated May 24, 2004 and the Articles Supplementary dated October 18, 2004 establishing the terms of the Company's 7.375% Monthly Income Class D Cumulative Redeemable Preferred Stock (filed as exhibit 3.8 to the Company's Form 8-A12B, filed on May 25, 2004 (File No. 001-13374) and incorporated herein by reference).</a>
3.10	<a href="#">Articles Supplementary dated November 30, 2006 establishing the terms of the Company's 6.75% Monthly Income Class E Cumulative Redeemable Preferred Stock (filed as exhibit 3.5 to the Company's Form 8-A12B, filed on December 5, 2006 (File No. 001-13374) and incorporated herein by reference).</a>
3.11	<a href="#">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 (File No. 001-13374) and incorporated herein by reference).</a>
3.12	<a href="#">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 (File No. 001-13374) and incorporated herein by reference).</a>
3.13	<a href="#">Articles Supplementary to the Articles of Incorporation of the Company classifying and 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 (File No. 001-13374) and incorporated herein by reference).</a>
<b>Instruments defining the rights of security holders, including indentures</b>	
4.1	<a href="#">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 (File No. 001-13374) and incorporated herein by reference).</a>
4.2	<a href="#">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 (File No. 033-69410) and incorporated herein by reference).</a>
4.3	<a href="#">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 (File No. 033-69410) and incorporated herein by reference).</a>
4.4	<a href="#">Form of 5.750% Notes due 2021 (filed as exhibit 4.2 to the Company's Form 8-K, filed on June 29, 2010 (File No. 001-13374) and incorporated herein by reference).</a>
4.5	<a href="#">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 (File No. 001-13374) and incorporated herein by reference).</a>
4.6	<a href="#">Form of Common Stock Certificate (filed as exhibit 4.16 to the Company's Form 10-Q for the quarter ended September 30, 2011, filed on October 28, 2011 (File No. 001-13374) and incorporated herein by reference).</a>
4.7	<a href="#">Form of 3.250% Note due 2022 (filed as exhibit 4.3 to the Company's Form 8-K, filed on October 10, 2012 (File No. 001-13374) and incorporated herein by reference).</a>
4.8	<a href="#">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 "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 (File No. 001-13374) and incorporated herein by reference).</a>
4.9	<a href="#">Form of 4.650% Note due 2023 (filed as exhibit 4.2 to the Company's Form 8-K, filed on July 16, 2013 (File No. 001-13374) and incorporated herein by reference).</a>

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- 4.10 [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 \(File No. 001-13374\) and incorporated herein by reference\).](#)
- 4.11 [Form of 3.875% Note due 2024 \(filed as exhibit 4.2 to the Company's Form 8-K, filed on June 25, 2014 and incorporated herein by reference\).](#)
- 4.12 [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" \(filed as exhibit 4.3 to the Company's Form 8-K, filed on June 25, 2014 and incorporated herein by reference\).](#)
- 4.13 [Form of 4.125% Note due 2026 \(filed as exhibit 4.2 to the Company's Form 8-K, filed on September 23, 2014 and incorporated herein by reference\).](#)
- 4.14 [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" \(filed as exhibit 4.3 to the Company's Form 8-K, filed on September 23, 2014 and incorporated herein by reference\).](#)
- 4.15 [Form of 3.000% Note due 2027 \(filed as exhibit 4.2 to the Company's Form 8-K, filed on October 12, 2016 and incorporated herein by reference\).](#)
- 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 "3.000% Notes due 2027" \(filed as exhibit 4.3 to the Company's Form 8-K, filed on October 12, 2016 and incorporated herein by reference\).](#)
- 4.17 [Form of 4.650% Note due 2047 \(filed as exhibit 4.2 to the Company's Form 8-K, filed on March 15, 2017 and incorporated herein by reference\).](#)
- 4.18 [Form of 4.125% Note due 2026 \(filed as exhibit 4.3 to the Company's Form 8-K, filed on March 15, 2017 and incorporated herein by reference\).](#)
- 4.19 [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 "4.125% Notes due 2026" \(filed as exhibit 4.4 to the Company's Form 8-K, filed on March 15, 2017 and incorporated herein by reference\).](#)
- 4.20 [Form of 3.650% Note due 2028 \(filed as exhibit 4.2 to the Company's Form 8-K, filed on December 6, 2017 and incorporated herein by reference\).](#)
- 4.21 [Form of 3.250% Note due 2022 \(filed as exhibit 4.3 to the Company's Form 8-K, filed on December 6, 2017 and incorporated herein by reference\).](#)
- 4.22 [Form of 4.650% Note due 2047 \(filed as exhibit 4.4 to the Company's Form 8-K, filed on December 6, 2017 and incorporated herein by reference\).](#)
- 4.23 [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 "3.650% Notes due 2028" and re-opening a series of securities entitled "3.250% Notes due 2022" and "4.650% Notes due 2047." \(filed as exhibit 4.5 to the Company's Form 8-K, filed on December 6, 2017 and incorporated herein by reference\).](#)
- 4.24 [Form of 3.875% Note due 2025 \(filed as exhibit 4.2 to the Company's Form 8-K, filed on April 4, 2018 and incorporated herein by reference\).](#)
- 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 "3.875% Notes due 2025" and re-opening a series of securities entitled "4.125% Notes due 2026" \(filed as exhibit 4.3 to the Company's Form 8-K, filed on April 4, 2018 and incorporated herein by reference\).](#)
- 4.26 [Form of 3.250% Note due 2029 \(filed as exhibit 4.2 to the Company's Form 8-K, filed on June 16, 2019 and incorporated herein by reference\).](#)
- 4.27 [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 "3.250% Notes due 2029." \(filed as exhibit 4.3 to the Company's Form 8-K, filed on June 16, 2019 and incorporated herein by reference\).](#)

### **Material Contracts**

- 10.1 [Second Amended and Restated Credit Agreement dated August 7, 2019 \(filed as exhibit 10.1 to the Company's Form 8-K, filed on August 12, 2019 and incorporated herein by reference\).](#)

### **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 September 30, 2019 formatted in Inline Extensible Business Reporting Language: (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Income and Comprehensive Income, (iii) Consolidated Statements of Stockholders' Equity, (iv) Consolidated Statements of Cash Flows, and (v) Notes to Consolidated Financial Statements.
- \*104 The cover page from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2019, formatted in Inline Extensible Business Reporting Language.

\* 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: November 5, 2019

/s/ SEAN P. NUGENT

Sean P. Nugent

Senior Vice President, Controller

(Principal Accounting Officer)

## EXHIBIT 31.1

### Certification of Chief Executive Officer

I, Sumit Roy, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Realty Income Corporation for the quarter ended September 30, 2019;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2019

/s/ SUMIT ROY

Sumit Roy

President, Chief Executive Officer



## EXHIBIT 31.2

### Certification of Chief Financial Officer

I, Paul M. Meurer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Realty Income Corporation for the quarter ended September 30, 2019;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2019

/s/ PAUL M. MEURER

Paul M. Meurer

Executive Vice President, Chief Financial Officer and Treasurer

**Exhibit 32**

**Certification of Chief Executive Officer and Chief Financial Officer  
Pursuant to 18 U.S.C. SECTION 1350**

Pursuant to 18 U.S.C. Section 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned officers of Realty Income Corporation, a Maryland corporation (the "Company"), hereby certify, to his best knowledge, that:

- (i) the accompanying quarterly report on Form 10-Q of the Company for the quarter ended September 30, 2019 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended (the "Act"); and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ SUMIT ROY  
Sumit Roy  
President, Chief Executive Officer

/s/ PAUL M. MEURER  
Paul M. Meurer  
Executive Vice President, Chief Financial Officer and Treasurer

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. Section 1350, and is not being filed for purposes of Section 18 of the Act, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.