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SPIRIT REALTY CAPITAL, INC.

Form 10-Q

August 09, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

^x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2018

OR

^o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number

Spirit Realty Capital, Inc. 001-36004

Spirit Realty, L.P. 333-216815-01

SPIRIT REALTY CAPITAL, INC.

SPIRIT REALTY, L.P.

(Exact name of registrant as specified in its charter)

Spirit Realty Capital,
Inc.

Maryland

20-1676382

Spirit Realty, L.P.

Delaware

20-1127940

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification Number)

2727 North Harwood Street, Suite 300, Dallas,
Texas 75201

(972) 476-1900

(Address of principal executive offices; zip code)

(Registrant's telephone number, including
area code)

(Former name, former address and former fiscal year, if changed since last report)

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.

Spirit Realty Capital, Inc. Yes No Spirit Realty, L.P. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Spirit Realty Capital, Inc. Yes No Spirit Realty, L.P. Yes No

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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.

Spirit Realty Capital, Inc.

Large accelerated filer Accelerated filer Non-accelerated filer

Smaller reporting company Emerging growth company

Spirit Realty, L.P.

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.

Spirit Realty Capital, Inc. Spirit Realty, L.P.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Spirit Realty Capital, Inc. Yes No Spirit Realty, L.P. Yes No

As of August 6, 2018, there were 428,566,702 shares of common stock, par value \$0.01, of Spirit Realty Capital, Inc. outstanding.

Explanatory Note

This report combines the quarterly reports on Form 10-Q for the three and six months ended June 30, 2018 of Spirit Realty Capital, Inc., a Maryland corporation, and Spirit Realty, L.P., a Delaware limited partnership. Unless otherwise indicated or unless the context requires otherwise, all references in this report to “we,” “us,” “our,” or the “Company” refer to Spirit Realty Capital, Inc. together with its consolidated subsidiaries, including Spirit Realty, L.P. Unless otherwise indicated or unless the context requires otherwise, all references to the “Operating Partnership” refer to Spirit Realty, L.P. together with its consolidated subsidiaries.

Spirit General OP Holdings, LLC (“OP Holdings”) is the sole general partner of the Operating Partnership. The Company is a real estate investment trust (“REIT”) and the sole member of OP Holdings, as well as the special limited partner of the Operating Partnership. As sole member of the general partner of our Operating Partnership, our Company has the full, exclusive and complete responsibility for our Operating Partnership’s day-to-day management and control.

We believe combining the quarterly reports on Form 10-Q of our Company and Operating Partnership into a single report results in the following benefits:

- enhancing investors’ understanding of our Company and Operating Partnership by enabling investors to view the business as a whole, reflective of how management views and operates the business;
- eliminating duplicative disclosure and providing a streamlined presentation as a substantial portion of the disclosures apply to both our Company and Operating Partnership; and
- creating time and cost efficiencies by preparing one combined report in lieu of two separate reports.

There are a few differences between our Company and Operating Partnership, which are reflected in the disclosures in this report. We believe it is important to understand these differences in the context of how we operate as an interrelated, consolidated company. Our Company is a REIT, the only material assets of which are the partnership interests in our Operating Partnership. As a result, our Company does not conduct business itself, other than acting as the sole member of the general partner of our Operating Partnership, issuing equity from time to time and guaranteeing certain debt of our Operating Partnership. Our Operating Partnership holds substantially all the assets of our Company. Our Company issued convertible notes and guarantees some of the debt of our Operating Partnership. See Note 4 to the consolidated financial statements included herein for further discussion. Our Operating Partnership conducts the operations of the business and is structured as a partnership with no publicly traded equity. Except for net proceeds from the issuance of convertible notes and equity issuances by our Company, which are generally contributed to our Operating Partnership in exchange for partnership units of our Operating Partnership, our Operating Partnership generates the capital required by our Company’s business through our Operating Partnership’s operations or our Operating Partnership’s incurrence of indebtedness.

The presentation of stockholders’ equity and partners’ capital are the main areas of difference between the consolidated financial statements of our Company and those of our Operating Partnership. The partnership units in our Operating Partnership are accounted for as partners’ capital in our Operating Partnership’s consolidated financial statements.

There are no non-controlling interests in the Company or the Operating Partnership.

To help investors understand the significant differences between our Company and our Operating Partnership, this report presents the consolidated financial statements separately for our Company and our Operating Partnership. All other sections of this report, including “Selected Financial Data,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Quantitative and Qualitative Disclosures About Market Risk,” are presented together for our Company and our Operating Partnership.

In order to establish that the Chief Executive Officer and the Chief Financial Officer of each entity have made the requisite certifications and that our Company and Operating Partnership are compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934, or the Exchange Act, and 18 U.S.C. §1350, this report also includes separate “Item 4. Controls and Procedures” sections and separate Exhibit 31 and 32 certifications for each of our Company and our Operating Partnership.

SPIRIT REALTY CAPITAL, INC.
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GLOSSARY

Definitions:

1031 Exchange	Tax-deferred like-kind exchange of properties held for business or investment purposes, pursuant to Section 1031 of the Code
2017 Tax Legislation	Tax Cuts and Jobs Act
2019 Notes	\$402.5 million convertible notes of the Corporation due in 2019
2021 Notes	\$345.0 million convertible notes of the Corporation due in 2021
AFFO	Adjusted Funds From Operations
Amended Incentive Award Plan	Amended and Restated Spirit Realty Capital, Inc. and Spirit Realty, L.P. 2012 Incentive Award Plan
ASC	Accounting Standards Codification
Asset Management Agreement	Asset Management Agreement between Spirit Realty, L.P. and Spirit MTA REIT dated May 31, 2018
ASU	Accounting Standards Update
ATM Program	At the Market equity distribution program, pursuant to which the Company may offer and sell registered shares of common stock from time to time
CMBS Code	Commercial Mortgage Backed Securities Internal Revenue Code of 1986, as amended
Collateral Pools	Pools of collateral assets that are pledged to the indenture trustee for the benefit of the noteholders and secure obligations of issuers under Master Trust 2013 and Master Trust 2014
Company	The Corporation and its consolidated subsidiaries
Contractual Rent	Monthly contractual cash rent and earned income from direct financing leases, excluding percentage rents, from our properties owned fee-simple or ground leased, recognized during the final month of the reporting period, adjusted to exclude amounts received from properties sold during that period and adjusted to include a full month of contractual rent for properties acquired during that period.
Convertible Notes	The 2019 Notes and 2021 Notes, together
Corporation	Spirit Realty Capital, Inc., a Maryland corporation
CPI	Consumer Price Index
Credit Agreement	Revolving credit facility agreement between the Operating Partnership and certain lenders dated March 31, 2015, as amended or otherwise modified from time to time
EBITDAre	EBITDAre is a non-GAAP financial measure and is computed in accordance with standards established by NAREIT. EBITDAre is defined as net income (loss) (computed in accordance with GAAP), plus interest expense, plus income tax expense (if any), plus depreciation and amortization, plus (minus) losses and gains on the disposition of depreciated property, plus impairment write-downs of depreciated property and investments in unconsolidated real estate ventures, plus adjustments to reflect the Company's share of EBITDAre of unconsolidated real estate ventures.
Exchange Act	Securities Exchange Act of 1934, as amended
FASB	Financial Accounting Standards Board
FFO	Funds From Operations
Fitch	Fitch Ratings, Inc.
GAAP	Generally Accepted Accounting Principles in the United States
LIBOR	London Interbank Offered Rate
Master Trust 2013	The net-lease mortgage securitization trust established in December 2013
Master Trust 2014	The net-lease mortgage securitization trust established in 2005 and amended and restated in 2014

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Master Trust Legal, accounting, and financial advisory services costs incurred in connection with the Exchange
Exchange Costs Offer
Master Trust Master Trust 2013 and Master Trust 2014 notes, together
Notes

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Definitions:

Master Trust Release	Proceeds from the sale of assets securing the Master Trust Notes held in restricted accounts until a qualifying substitution is made or until used for principal reduction
Moody's	Moody's Investor Services
NAREIT	National Association of Real Estate Investment Trusts
OP Holdings	Spirit General OP Holdings, LLC
Operating Partnership	Spirit Realty, L.P., a Delaware limited partnership
Property Management and Servicing Agreement	Second amended and restated agreement governing the management services and special services provided to Master Trust 2014 by Spirit Realty, L.P., dated as of May 20, 2014, as amended, supplemented, amended and restated or otherwise modified
Real Estate Investment Value	The gross acquisition cost, including capitalized transaction costs, plus improvements and less impairments, if any
REIT	Real Estate Investment Trust
Revolving Credit Facility	\$800.0 million unsecured credit facility pursuant to the Credit Agreement
S&P	Standard & Poor's Rating Services
SEC	Securities and Exchange Commission
Securities Act	Securities Act of 1933, as amended
Senior Unsecured Notes	\$300 million aggregate principal amount of senior notes issued in August 2016
Series A Preferred Stock	6,900,000 shares of 6.000% Cumulative Redeemable Preferred Stock issued October 3, 2017, with a liquidation preference of \$25.00 per share.
Shopko	Specialty Retail Shops Holding Corp. and certain of its affiliates
SMTA	Spirit MTA REIT, a Maryland real estate investment trust
Spin-Off	Creation of an independent, publicly traded REIT, SMTA, through our contribution of properties leased to Shopko, assets that collateralize Master Trust 2014 and other additional assets to SMTA followed by the distribution by us to our stockholders of all of the common shares of beneficial interest in SMTA.
SubREIT	Spirit MTA SubREIT, a wholly-owned subsidiary of SMTA
Term Loan	\$420.0 million senior unsecured term facility pursuant to the Term Loan Agreement
Term Loan Agreement	Term loan agreement between the Operating Partnership and certain lenders dated November 3, 2015, as amended or otherwise modified from time to time
TSR	Total Stockholder Return
U.S.	United States
Vacant	Owned properties which are not economically yielding

Unless otherwise indicated or unless the context requires otherwise, all references to the "Company," "Spirit Realty Capital," "we," "us" or "our" refer to the Corporation and its consolidated subsidiaries, including the Operating Partnership. Unless otherwise indicated or unless the context requires otherwise, all references to the "Operating Partnership" refer to Spirit Realty, L.P. and its consolidated subsidiaries.

PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

SPIRIT REALTY CAPITAL, INC.

Consolidated Balance Sheets

(In Thousands, Except Share and Per Share Data)

(Unaudited)

	June 30, 2018	December 31, 2017
Assets		
Investments:		
Real estate investments:		
Land and improvements	\$ 1,586,288	\$ 1,598,355
Buildings and improvements	2,971,052	2,989,451
Total real estate investments	4,557,340	4,587,806
Less: accumulated depreciation	(560,600)	(503,568)
	3,996,740	4,084,238
Loans receivable, net	55,438	78,466
Intangible lease assets, net	287,607	306,252
Real estate assets under direct financing leases, net	24,828	24,865
Real estate assets held for sale, net	18,825	20,469
Net investments	4,383,438	4,514,290
Cash and cash equivalents	9,289	8,792
Deferred costs and other assets, net	107,273	121,949
Investment in Master Trust 2014	33,581	—
Preferred equity investment in SMTA	150,000	—
Goodwill	225,600	225,600
Assets related to SMTA Spin-Off	—	2,392,880
Total assets	\$ 4,909,181	\$ 7,263,511
Liabilities and stockholders' equity		
Liabilities:		
Revolving Credit Facility	\$ 346,500	\$ 112,000
Term Loan, net	—	—
Senior Unsecured Notes, net	295,542	295,321
Mortgages and notes payable, net	467,334	589,644
Convertible Notes, net	722,756	715,881
Total debt, net	1,832,132	1,712,846
Intangible lease liabilities, net	125,905	130,574
Accounts payable, accrued expenses and other liabilities	121,858	131,642
Liabilities related to SMTA Spin-Off	—	1,968,840
Total liabilities	2,079,895	3,943,902
Commitments and contingencies (see Note 6)		
Stockholders' equity:		
Preferred stock and paid in capital, \$0.01 par value, 20,000,000 shares authorized: 6,900,000 shares issued and outstanding at both June 30, 2018 and December 31, 2017	166,193	166,193
Common stock, \$0.01 par value, 750,000,000 shares authorized: 428,570,110 and 448,868,269 shares issued and outstanding at June 30, 2018 and December 31, 2017, respectively	4,286	4,489
Capital in excess of par value	4,986,719	5,193,631

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Accumulated deficit	(2,327,912)	(2,044,704)
Total stockholders' equity	2,829,286	3,319,609
Total liabilities and stockholders' equity	\$4,909,181	\$7,263,511
See accompanying notes.		

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SPIRIT REALTY CAPITAL, INC.

Consolidated Statements of Operations and Comprehensive Income

(In Thousands, Except Share and Per Share Data)

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Revenues:				
Rentals	\$95,599	\$102,918	\$193,238	\$204,299
Interest income on loans receivable	294	754	1,289	1,527
Earned income from direct financing leases	465	518	930	1,130
Tenant reimbursement income	2,637	4,172	6,505	7,652
Related party fee income	2,219	—	2,219	—
Other income	1,245	308	1,817	559
Total revenues	102,459	108,670	205,998	215,167
Expenses:				
General and administrative	13,520	21,868	28,810	34,044
Property costs (including reimbursable)	4,806	7,780	10,357	14,013
Real estate acquisition costs	70	414	117	674
Interest	23,548	28,051	46,601	55,857
Depreciation and amortization	39,942	43,441	80,636	87,316
Impairments	1,478	10,074	4,975	37,957
Total expenses	83,364	111,628	171,496	229,861
Income (loss) from continuing operations before other income and income tax expense	19,095	(2,958)	34,502	(14,694)
Other income:				
Gain (loss) on debt extinguishment	5,509	7	27,092	(23)
(Loss) gain on disposition of assets	(860)	6,884	391	11,897
Preferred dividend income from SMTA	1,250	—	1,250	—
Total other income	5,899	6,891	28,733	11,874
Income (loss) from continuing operations before income tax expense	24,994	3,933	63,235	(2,820)
Income tax expense	(177)	(160)	(340)	(277)
Income (loss) from continuing operations	24,817	3,773	62,895	(3,097)
(Loss) income from discontinued operations	(7,653)	19,433	(15,013)	39,132
Net income and total comprehensive income	\$17,164	\$23,206	\$47,882	\$36,035
Dividends paid to preferred stockholders	(2,588)	—	(5,176)	—
Net income attributable to common stockholders	\$14,576	\$23,206	\$42,706	\$36,035
Net income per share attributable to common stockholders - basic:				
Continuing operations	\$0.05	\$0.01	\$0.13	\$(0.01)
Discontinued operations	(0.02)	0.04	(0.03)	0.08
Net income per share attributable to common stockholders - basic	\$0.03	\$0.05	\$0.10	\$0.07
Net income per share attributable to common stockholders - diluted				
Continuing operations	\$0.05	\$0.01	\$0.13	\$(0.01)
Discontinued operations	(0.02)	0.04	(0.03)	0.08
Net income per share attributable to common stockholders - diluted	\$0.03	\$0.05	\$0.10	\$0.07

SPIRIT REALTY CAPITAL, INC.

Consolidated Statements of Operations and Comprehensive Income

(In Thousands, Except Share and Per Share Data)

(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2018	2017	2018	2017
Weighted average shares of common stock outstanding:				
Basic	428,134,240	419,102,268	436,458,588	430,845,051
Diluted	429,018,957	419,102,268	437,016,150	430,845,051
Dividends declared per common share issued	\$0.1800	\$ 0.1800	\$0.3600	\$ 0.3600
See accompanying notes.				

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SPIRIT REALTY CAPITAL, INC.
Consolidated Statement of Stockholders' Equity
(In Thousands, Except Share Data)
(Unaudited)

	Preferred Stock	Common Stock					
	Shares	Par Value and Capital in Excess of Par Value	Shares	Par Value	Capital in Excess of Par Value	Accumulated Deficit	Total Stockholders' Equity
Balances, December 31, 2017	6,900,000	\$ 166,193	448,868,269	\$ 4,489	\$ 5,193,631	\$(2,044,704)	\$ 3,319,609
Net income	—	—	—	—	—	47,882	47,882
Dividends declared on preferred stock	—	—	—	—	—	(5,176)	(5,176)
Net income available to common stockholders	—	—	—	—	—	42,706	42,706
Dividends declared on common stock	—	—	—	—	—	(155,724)	(155,724)
Tax withholdings related to net stock settlements	—	—	(202,829)	(2)	—	(1,655)	(1,657)
Repurchase of common shares	—	—	(21,222,257)	(212)	—	(167,953)	(168,165)
SMTA dividend distribution	—	—	—	—	(216,005)	—	(216,005)
Stock-based compensation	—	—	1,126,927	11	9,093	(582)	8,522
Balances, June 30, 2018	6,900,000	\$ 166,193	428,570,110	\$ 4,286	\$ 4,986,719	\$(2,327,912)	\$ 2,829,286

See accompanying notes.

SPIRIT REALTY CAPITAL, INC.
Consolidated Statements of Cash Flows
(In Thousands)
(Unaudited)

	Six Months Ended June 30,	
	2018	2017
Operating activities		
Net income	\$47,882	\$36,035
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	116,097	129,214
Impairments	15,918	50,372
Amortization of deferred financing costs	5,552	4,823
Amortization of debt discounts	8,252	6,304
Stock-based compensation expense	9,104	11,438
(Gain) loss on debt extinguishment	(26,729)	22
Gain on dispositions of real estate and other assets	(117)	(31,490)
Non-cash revenue	(9,765)	(14,275)
Bad debt expense and other	1,592	2,714
Changes in operating assets and liabilities:		
Deferred costs and other assets, net	(3,254)	3,337
Accounts payable, accrued expenses and other liabilities	(4,121)	2,893
Net cash provided by operating activities	160,411	201,387
Investing activities		
Acquisitions of real estate	(18,144)	(218,117)
Capitalized real estate expenditures	(21,133)	(23,327)
Investments in notes receivable	(35,450)	(3,000)
Collections of principal on loans receivable and real estate assets under direct financing leases	22,818	2,074
Proceeds from dispositions of real estate and other assets	37,563	239,077
Net cash used in investing activities	(14,346)	(3,293)

	Six Months Ended June 30,	
	2018	2017
Financing activities		
Borrowings under Revolving Credit Facility	475,500	568,200
Repayments under Revolving Credit Facility	(241,000)	(334,200)
Borrowings under mortgages and notes payable	104,247	—
Repayments under mortgages and notes payable	(164,883)	(26,759)
Debt extinguishment costs	(2,968)	—
Deferred financing costs	(1,398)	(192)
Cash, cash equivalents and restricted cash held by SMTA at Spin-Off	(73,081)	—
Sale of SubREIT preferred shares	5,000	—
Repurchase of shares of common stock	(169,821)	(203,827)
Preferred stock dividends paid	(5,176)	—
Common stock dividends paid	(159,534)	(174,693)
Net cash used in financing activities	(233,114)	(171,471)
Net (decrease) increase in cash, cash equivalents and restricted cash	(87,049)	26,623
Cash, cash equivalents and restricted cash, beginning of period	114,707	36,900
Cash, cash equivalents and restricted cash, end of period	\$27,658	\$63,523
Cash paid for interest	\$76,963	\$57,065
Cash paid for income taxes	\$754	\$749

	Six Months Ended June 30,	
	2018	2017
Supplemental Disclosures of Non-Cash Investing and Financing Activities:		
Investment in preferred shares	\$150,000	\$ —
Non-cash distribution to SMTA, net	142,924	—
Relief of debt through sale or foreclosure of real estate properties	56,119	35,528
Reclass of residual value on expired deferred financing lease to operating asset	—	8,613
Net real estate and other collateral assets sold or surrendered to lender	28,271	35,008
Accrued interest capitalized to principal ⁽¹⁾	412	1,206
Accrued performance share dividend rights	306	353
Distributions declared and unpaid	78,381	82,422
Accrued deferred financing costs	—	221
Financing provided in connection with disposition of assets	2,888	—

⁽¹⁾ Accrued and overdue interest on certain CMBS notes that have been intentionally placed in default.
See accompanying notes.

SPIRIT REALTY, L.P.

Consolidated Balance Sheets

(In Thousands, Except Unit and Per Unit Data)

(Unaudited)

	June 30, 2018	December 31, 2017
Assets		
Investments:		
Real estate investments:		
Land and improvements	\$1,586,288	\$ 1,598,355
Buildings and improvements	2,971,052	2,989,451
Total real estate investments	4,557,340	4,587,806
Less: accumulated depreciation	(560,600)	(503,568)
	3,996,740	4,084,238
Loans receivable, net	55,438	78,466
Intangible lease assets, net	287,607	306,252
Real estate assets under direct financing leases, net	24,828	24,865
Real estate assets held for sale, net	18,825	20,469
Net investments	4,383,438	4,514,290
Cash and cash equivalents	9,289	8,792
Deferred costs and other assets, net	107,273	121,949
Investment in Master Trust 2014	33,581	—
Preferred equity investment in SMTA	150,000	—
Goodwill	225,600	225,600
Assets related to SMTA Spin-Off	—	2,392,880
Total assets	\$4,909,181	\$ 7,263,511
Liabilities and partners' capital		
Liabilities:		
Revolving Credit Facility	\$346,500	\$ 112,000
Term Loan, net	—	—
Senior Unsecured Notes, net	295,542	295,321
Mortgages and notes payable, net	467,334	589,644
Notes payable to Spirit Realty Capital, Inc., net	722,756	715,881
Total debt, net	1,832,132	1,712,846
Intangible lease liabilities, net	125,905	130,574
Accounts payable, accrued expenses and other liabilities	121,858	131,642
Liabilities related to SMTA Spin-Off	—	1,968,840
Total liabilities	2,079,895	3,943,902
Commitments and contingencies (see Note 6)		
Partners' capital:		
Partnership units		
General partner's capital: 3,988,218 units issued and outstanding as of both June 30, 2018 and December 31, 2017	23,384	24,426
Limited partners' preferred capital: 6,900,000 issued and outstanding as of June 30, 2018 and December 31, 2017	166,193	166,193
Limited partners' capital: 424,581,892 and 444,880,051 units issued and outstanding as of June, 2018 and December 31, 2017, respectively	2,639,709	3,128,990
Total partners' capital	2,829,286	3,319,609

Total liabilities and partners' capital	\$4,909,181	\$7,263,511
See accompanying notes.		

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SPIRIT REALTY, L.P.

Consolidated Statements of Operations and Comprehensive Income

(In Thousands, Except Unit and Per Unit Data)

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Revenues:				
Rentals	\$95,599	\$102,918	\$193,238	\$204,299
Interest income on loans receivable	294	754	1,289	1,527
Earned income from direct financing leases	465	518	930	1,130
Tenant reimbursement income	2,637	4,172	6,505	7,652
Related party fee income	2,219	—	2,219	—
Other income	1,245	308	1,817	559
Total revenues	102,459	108,670	205,998	215,167
Expenses:				
General and administrative	13,520	21,868	28,810	34,044
Property costs (including reimbursable)	4,806	7,780	10,357	14,013
Real estate acquisition costs	70	414	117	674
Interest	23,548	28,051	46,601	55,857
Depreciation and amortization	39,942	43,441	80,636	87,316
Impairments	1,478	10,074	4,975	37,957
Total expenses	83,364	111,628	171,496	229,861
Income (loss) from continuing operations before other income and income tax expense	19,095	(2,958)	34,502	(14,694)
Other income:				
Gain (loss) on debt extinguishment	5,509	7	27,092	(23)
(Loss) gain on disposition of assets	(860)	6,884	391	11,897
Preferred dividend income from SMTA	1,250	—	1,250	—
Total other income	5,899	6,891	28,733	11,874
Income (loss) from continuing operations before income tax expense	24,994	3,933	63,235	(2,820)
Income tax expense	(177)	(160)	(340)	(277)
Income (loss) from continuing operations	24,817	3,773	62,895	(3,097)
(Loss) income from discontinued operations	(7,653)	19,433	(15,013)	39,132
Net income and total comprehensive income	\$17,164	\$23,206	\$47,882	\$36,035
Preferred distributions	(2,588)	—	(5,176)	—
Net income after preferred distributions	\$14,576	\$23,206	\$42,706	\$36,035
Net income attributable to the general partner				
Continuing operations	\$192	\$31	\$476	\$(28)
Discontinued operations	(59)	157	(114)	325
Net income attributable to the general partner	\$133	\$188	\$362	\$297
Net income attributable to the limited partners				
Continuing operations	\$24,625	\$3,742	\$62,419	\$(3,069)
Discontinued operations	(7,594)	19,276	(14,899)	38,807
Net income attributable to the limited partners	\$17,031	\$23,018	\$47,520	\$35,738

SPIRIT REALTY, L.P.

Consolidated Statements of Operations and Comprehensive Income

(In Thousands, Except Unit and Per Unit Data)

(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2018	2017	2018	2017
Net income per partnership unit - basic				
Continuing operations	\$0.05	\$ 0.01	\$0.13	\$ (0.01)
Discontinued operations	(0.02)	0.04	(0.03)	0.08
Net income per partnership unit - basic	\$0.03	\$ 0.05	\$0.10	\$ 0.07
Net income per partnership unit - diluted				
Continuing operations	\$0.05	\$ 0.01	\$0.13	\$ (0.01)
Discontinued operations	(0.02)	0.04	(0.03)	0.08
Net income per partnership unit - diluted	\$0.03	\$ 0.05	\$0.10	\$ 0.07
Weighted average partnership units outstanding:				
Basic	428,134,247	479,102,268	436,458,588	480,845,051
Diluted	429,018,934	479,102,268	437,016,154	480,845,051
Distributions declared per partnership unit issued	\$0.1800	\$ 0.1800	\$0.3600	\$ 0.3600
See accompanying notes.				

SPIRIT REALTY, L.P.

Consolidated Statements of Partners' Capital

(In Thousands, Except Unit Data)

(Unaudited)

	Preferred Units Limited Partners' Capital ⁽¹⁾		Common Units General Partner's Capital ⁽²⁾		Limited Partners' Capital ⁽¹⁾		Total Partnership Capital
	Units	Amount	Units	Amount	Units	Amount	
Balances, December 31, 2017	6,900,000	\$ 166,193	3,988,218	\$ 24,426	444,880,051	\$ 3,128,990	\$ 3,319,609
Net income	—	—	—	362	—	47,520	47,882
Partnership distributions declared on preferred units	—	—	—	—	—	(5,176)	(5,176)
Net income after preferred distributions	—	—	—	362	—	42,344	42,706
Partnership distributions declared on common units	—	—	—	(1,404)	—	(154,320)	(155,724)
Tax withholdings related to net partnership unit settlements	—	—	—	—	(202,829)	(1,657)	(1,657)
Repurchase of partnership units	—	—	—	—	(21,222,257)	(168,165)	(168,165)
SMTA dividend distribution	—	—	—	—	—	(216,005)	(216,005)
Stock-based compensation	—	—	—	—	1,126,927	8,522	8,522
Balances, June 30, 2018	6,900,000	\$ 166,193	3,988,218	\$ 23,384	424,581,892	\$ 2,639,709	\$ 2,829,286

⁽¹⁾ Consists of limited partnership interests held by the Corporation and Spirit Notes Partner, LLC.⁽²⁾ Consists of general partnership interests held by OP Holdings.

See accompanying notes.

SPIRIT REALTY, L.P.

Consolidated Statements of Cash Flows

(In Thousands)

(Unaudited)

	Six Months Ended	
	June 30,	
	2018	2017
Operating activities		
Net income attributable to partners	\$47,882	\$36,035
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	116,097	129,214
Impairments	15,918	50,372
Amortization of deferred financing costs	5,552	4,823
Amortization of debt discounts	8,252	6,304
Stock-based compensation expense	9,104	11,438
(Gain) loss on debt extinguishment	(26,729)	22
Gain on dispositions of real estate and other assets	(117)	(31,490)
Non-cash revenue	(9,765)	(14,275)
Bad debt expense and other	1,592	2,714
Changes in operating assets and liabilities:		
Deferred costs and other assets, net	(3,254)	3,337
Accounts payable, accrued expenses and other liabilities	(4,121)	2,893
Net cash provided by operating activities	160,411	201,387
Investing activities		
Acquisitions of real estate	(18,144)	(218,117)
Capitalized real estate expenditures	(21,133)	(23,327)
Investments in notes receivable	(35,450)	(3,000)
Collections of principal on loans receivable and real estate assets under direct financing leases	22,818	2,074
Proceeds from dispositions of real estate and other assets	37,563	239,077
Net cash used in investing activities	(14,346)	(3,293)

	Six Months Ended June 30,	
	2018	2017
Financing activities		
Borrowings under Revolving Credit Facility	475,500	568,200
Repayments under Revolving Credit Facility	(241,000)	(334,200)
Borrowings under mortgages and notes payable	104,247	—
Repayments under mortgages and notes payable	(164,883)	(26,759)
Debt extinguishment costs	(2,968)	—
Deferred financing costs	(1,398)	(192)
Cash, cash equivalents and restricted cash held by SMTA at Spin-Off	(73,081)	—
Sale of SubREIT preferred shares	5,000	—
Repurchase of partnership units	(169,821)	(203,827)
Preferred distributions paid	(5,176)	—
Common distributions paid	(159,534)	(174,693)
Net cash used in financing activities	(233,114)	(171,471)
Net (decrease) increase in cash, cash equivalents and restricted cash	(87,049)	26,623
Cash, cash equivalents and restricted cash, beginning of period	114,707	36,900
Cash, cash equivalents and restricted cash, end of period	\$27,658	\$63,523
Cash paid for interest	\$76,963	\$57,065
Cash paid for income taxes	\$754	\$749

	Six Months Ended June 30,	
	2018	2017
Supplemental Disclosures of Non-Cash Investing and Financing Activities:		
Investment in preferred shares	\$150,000	\$ —
Non-cash distribution to SMTA, net	142,924	—
Relief of debt through sale or foreclosure of real estate properties	56,119	35,528
Reclass of residual value on expired deferred financing lease to operating asset	—	8,613
Net real estate and other collateral assets sold or surrendered to lender	28,271	35,008
Accrued interest capitalized to principal ⁽¹⁾	412	1,206
Accrued performance share dividend rights	306	353
Distributions declared and unpaid	78,381	82,422
Accrued deferred financing costs	—	221
Financing provided in connection with disposition of assets	2,888	—

⁽¹⁾ Accrued and overdue interest on certain CMBS notes that have been intentionally placed in default.
See accompanying notes.

SPIRIT REALTY CAPITAL, INC. and SPIRIT REALTY, L.P.

Notes to Consolidated Financial Statements

June 30, 2018

(Unaudited)

Note 1. Organization

Company Organization and Operations

Spirit Realty Capital, Inc. (the "Corporation" or "Spirit" or, with its consolidated subsidiaries, the "Company") operates as a self-administered and self-managed REIT that seeks to generate and deliver sustainable and attractive returns for stockholders by primarily investing in and managing a portfolio of single-tenant, operationally essential real estate throughout the U.S. that is generally leased on a long-term, triple-net basis to tenants operating within retail, office, industrial and data center property types. Single tenant, operationally essential real estate generally refers to free-standing, commercial real estate facilities where tenants conduct activities that are essential to the generation of their sales and profits. The Company began operations through a predecessor legal entity in 2003.

The Company's operations are generally carried out through Spirit Realty, L.P. (the "Operating Partnership") and its subsidiaries. Spirit General OP Holdings, LLC ("OP Holdings"), one of the Company's wholly-owned subsidiaries, is the sole general partner and owns approximately 1% of the Operating Partnership. The Corporation and a wholly-owned subsidiary ("Spirit Notes Partner, LLC") are the only limited partners and together own the remaining 99% of the Operating Partnership.

On May 31, 2018, (the "Distribution Date"), Spirit completed the previously announced spin-off (the "Spin-Off") of the assets that collateralize Master Trust 2014, properties leased to Shopko, and certain other assets into an independent, publicly traded REIT, Spirit MTA REIT ("SMTA"). Beginning in the second quarter of 2018, the historical financial results of SMTA are reflected in our consolidated financial statements as discontinued operations for all periods presented.

Note 2. Summary of Significant Accounting Policies

Basis of Accounting and Principles of Consolidation

The accompanying consolidated financial statements of the Company and the Operating Partnership have been prepared pursuant to the rules and regulations of the SEC. In the opinion of management, the consolidated financial statements include the normal, recurring adjustments necessary for a fair statement of the information required to be set forth therein. The results for interim periods are not necessarily indicative of the results for the entire year. Certain information and note disclosures, normally included in financial statements prepared in accordance with GAAP, have been condensed or omitted from these statements pursuant to SEC rules and regulations and, accordingly, these financial statements should be read in conjunction with the Company's audited consolidated financial statements as filed with the SEC in its Annual Report on Form 10-K for the year ended December 31, 2017.

The consolidated financial statements include the accounts of the Corporation and its wholly-owned subsidiaries. The consolidated financial statements of the Operating Partnership include the accounts of the Operating Partnership and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

All expenses incurred by the Company have been allocated to the Operating Partnership in accordance with the Operating Partnership's first amended and restated agreement of limited partnership, which management determined to be a reasonable method of allocation. Therefore, expenses incurred would not be materially different if the Operating Partnership had operated as an unaffiliated entity.

The Company has formed numerous special purpose entities to acquire and hold real estate encumbered by indebtedness (see Note 4). Each special purpose entity is a separate legal entity and is the sole owner of its assets and responsible for its liabilities. The assets of these special purpose entities are not available to pay, or otherwise satisfy obligations to, the creditors of any affiliate or owner of another entity unless the special purpose entities have expressly agreed and are permitted to do so under their governing documents. As of June 30, 2018 and December 31, 2017, net assets totaling \$0.91 billion and \$2.78 billion, respectively, were held, and net liabilities totaling \$0.49

billion and \$2.63 billion, respectively, were owed by these encumbered special purpose entities and are included in the accompanying consolidated balance sheets.

SPIRIT REALTY CAPITAL, INC. and SPIRIT REALTY, L.P.

Notes to Consolidated Financial Statements - (continued)

June 30, 2018

(Unaudited)

Discontinued Operations

A discontinued operation represents: (i) a component of an entity or group of components that has been disposed of or is classified as held for sale in a single transaction and represents a strategic shift that has or will have a major effect on the Company's operations and financial results or (ii) an acquired business that is classified as held for sale on the date of acquisition. Examples of a strategic shift include disposing of: (i) a separate major line of business, (ii) a separate major geographic area of operations, or (iii) other major parts of the Company. The Company determined that the Spin-Off represented a strategic shift that has a major effect on the Company's results and, therefore, SMTA's operations qualify as discontinued operations. See Note 8 for further discussion on discontinued operations.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although management believes its estimates are reasonable, actual results could differ from those estimates.

Segment Reporting

The Company views its operations as one segment, which consists of net leasing operations. The Company has no other reportable segments.

Allowance for Doubtful Accounts

The Company reviews its rent and other tenant receivables for collectability on a regular basis, taking into consideration changes in factors such as the tenant's payment history, the financial condition of the tenant, business conditions in the industry in which the tenant operates, and economic conditions in the area in which the tenant operates. If the collectability of a receivable with respect to any tenant is in doubt, a provision for uncollectible amounts will be established or a direct write-off of the specific receivable will be made. The Company's reserves for uncollectible amounts totaled \$3.7 million and \$12.4 million as of June 30, 2018 and December 31, 2017, respectively, against accounts receivable balances of \$13.1 million and \$27.2 million, respectively. Receivables are recorded within deferred costs and other assets, net in the accompanying consolidated balance sheets. Receivables are written off against the reserves for uncollectible amounts when all possible means of collection have been exhausted. For deferred rental revenues related to the straight-line method of reporting rental revenue, the collectability review includes management's estimates of amounts that will not be realized based on an assessment of the risks inherent in the portfolio, considering historical experience. The Company established a reserve for losses of \$0.5 million at June 30, 2018 and \$1.8 million at December 31, 2017 against deferred rental revenue receivables of \$62.8 million and \$81.6 million, respectively. Deferred rental revenue receivables are recorded within deferred costs and other assets, net in the accompanying consolidated balance sheets.

Goodwill

Goodwill arises from business combinations and represents the excess of the cost of an acquired entity over the net fair value amounts that were assigned to the identifiable assets acquired and the liabilities assumed. Goodwill is tested for impairment at the reporting unit level on an annual basis and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of the reporting unit below its carrying value. No impairment was recorded for the periods presented.

SPIRIT REALTY CAPITAL, INC. and SPIRIT REALTY, L.P.

Notes to Consolidated Financial Statements - (continued)

June 30, 2018

(Unaudited)

Cash, Cash Equivalents and Restricted Cash

Cash and cash equivalents include cash and highly liquid investment securities with maturities at acquisition of three months or less. The Company invests cash primarily in money market funds of major financial institutions with fund investments consisting of highly-rated money market instruments and other short-term investments. Restricted cash is classified within deferred costs and other assets, net in the accompanying consolidated balance sheets. Cash, cash equivalents and restricted cash consisted of the following (in thousands):

	June 30, 2018	December 31, 2017	June 30, 2017
Cash and cash equivalents	\$9,289	\$ 8,798	\$11,246
Restricted cash:			
Collateral deposits ⁽¹⁾	372	1,751	1,587
Tenant improvements, repairs, and leasing commissions ⁽²⁾	9,147	8,257	10,392
Master Trust Release ⁽³⁾	7,412	85,703	34,045
Liquidity reserve ⁽⁴⁾	—	5,503	—
Other ⁽⁵⁾	1,438	4,695	6,253
Total cash, cash equivalents and restricted cash	\$27,658	\$ 114,707	\$63,523

⁽¹⁾ Funds held in lender controlled accounts generally used to meet future debt service or certain property operating expenses.

⁽²⁾ Deposits held as additional collateral support by lenders to fund improvements, repairs and leasing commissions incurred to secure a new tenant.

⁽³⁾ Proceeds from the sale of assets pledged as collateral under either Master Trust 2013 or Master Trust 2014, which are held on deposit until a qualifying substitution is made or the funds are applied as prepayment of principal.

⁽⁴⁾ Liquidity reserve cash was placed on deposit for Master Trust 2014 and is held until there is a cashflow shortfall or upon achieving certain performance criteria, as defined in the agreements governing Master Trust 2014, or a liquidation of Master Trust 2014 occurs.

⁽⁵⁾ Funds held in lender controlled accounts released after scheduled debt service requirements are met.

Income Taxes

The Company has elected to be taxed as a REIT under the Code. As a REIT, the Company generally will not be subject to federal income tax provided it continues to satisfy certain tests concerning the Company's sources of income, the nature of its assets, the amounts distributed to its stockholders and the ownership of Company stock. Management believes the Company has qualified and will continue to qualify as a REIT and therefore, no provision has been made for federal income taxes in the accompanying consolidated financial statements. Even if the Company qualifies for taxation as a REIT, it may be subject to state and local income and franchise taxes, and to federal income tax and excise tax on its undistributed income. Taxable income from non-REIT activities managed through any of the Company's taxable REIT subsidiaries is subject to federal, state, and local taxes, which are not material.

The Operating Partnership is a partnership for federal income tax purposes. Partnerships are pass-through entities and are not subject to U.S. federal income taxes, therefore no provision has been made for federal income taxes in the accompanying financial statements. Although most states and cities where the Operating Partnership operates follow the U.S. federal income tax treatment, there are certain jurisdictions such as Texas, Tennessee and Ohio that impose income or franchise taxes on a partnership.

Franchise taxes are included in general and administrative expenses on the accompanying consolidated statements of operations and comprehensive income.

On May 31, 2018, the Company completed the spin-off of Spirit MTA REIT through a distribution of shares in SMTA to the Company's shareholders. The distribution resulted in a deemed sale of assets and recognition of taxable gain by the Company, which is entitled to a dividends paid deduction equal to the value of the shares in SMTA that it

distributed. The Company believes that its dividends paid deduction for 2018, including the value of the SMTA shares distributed, will equal or exceed its taxable income, including the gain recognized. As a result, the Company does not expect the distribution to result in current tax other than an immaterial amount of state and local tax which has been recognized in the accompanying financial statements.

SPIRIT REALTY CAPITAL, INC. and SPIRIT REALTY, L.P.

Notes to Consolidated Financial Statements - (continued)

June 30, 2018

(Unaudited)

New Accounting Pronouncements

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers: Topic 606. This new guidance establishes a principles-based approach for accounting for revenue from contracts with customers and is effective for annual reporting periods beginning after December 15, 2017, with early application permitted for annual reporting periods beginning after December 15, 2016. The Company adopted the new revenue recognition standard effective January 1, 2018 under the modified retrospective method, and elected to apply the standard only to contracts that were not completed as of the date of adoption (i.e. January 1, 2018). In evaluating the impact of this new standard, the Company identified that lease contracts covered by Leases (Topic 840) are excluded from the scope of this new guidance. As such, this ASU had no material impact on the Company's reported revenues, results of operations, financial position, cash flows and disclosures.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842), which supersedes the existing guidance for lease accounting Leases (Topic 840). ASU 2016-02 requires lessees to recognize leases on their balance sheets, and leaves lessor accounting largely unchanged. Leases pursuant to which the Company is the lessee primarily consist of its corporate office and equipment leases. The amendments in this ASU are effective for the fiscal years beginning after December 15, 2018 and interim periods within those fiscal years. Early application is permitted for all entities. ASU 2016-02 requires a modified retrospective approach for all leases existing at, or entered into after, the date of initial application, with an option to elect to use certain transition relief. Under the guidance as currently contemplated, the Company will record certain expenses paid directly by tenants that protect the Company's interests in its properties, such as insurance and real estate taxes, however the FASB has announced it will re-evaluate this requirement. The Company has begun implementation of the ASU and is currently evaluating the overall impact of this ASU on its consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, Measurement of Credit Losses on Financial Instruments, which requires more timely recognition of credit losses associated with financial assets. ASU 2016-13 requires financial assets (or a group of financial assets) measured at an amortized cost basis to be presented at the net amount expected to be collected. ASU 2016-13 is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The Company is currently evaluating the impact of this ASU on its consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, Classification of Certain Cash Receipts and Cash Payments, which addresses specific cash flow issues with the objective of reducing the existing diversity in practice. ASU 2016-15 is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years, and requires retrospective adoption unless it is impracticable to apply, in which case it is to be applied prospectively as of the earliest date practicable. The Company adopted ASU 2016-15 effective January 1, 2018 and has applied it retrospectively. As a result of adoption, debt prepayment and debt extinguishment costs, previously presented in operating activities, are now presented in financing activities in the consolidated statement of cash flows. There was no impact on the statements of cash flows for the Company for other types of transactions.

In November 2016, the FASB issued ASU 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash. This guidance requires entities to include restricted cash and restricted cash equivalents within the cash and cash equivalents balances presented in the statement of cash flows. The new guidance is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted, and the new guidance is to be applied retrospectively. The Company adopted ASU 2016-18 effective January 1, 2018 and applied it retrospectively. As a result, restricted cash and restricted cash equivalents are included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the consolidated statements of cash flows.

Note 3. Investments

Real Estate Investments

As of June 30, 2018, the Company's gross investment in real estate properties and loans totaled approximately \$4.9 billion, representing investments in 1,512 properties, including 54 properties securing mortgage loans. The gross

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SPIRIT REALTY CAPITAL, INC. and SPIRIT REALTY, L.P.

Notes to Consolidated Financial Statements

June 30, 2018

(Unaudited)

investment is comprised of land, buildings, lease intangible assets and lease intangible liabilities, as adjusted for any impairment, and the carrying amount of loans receivable, real estate assets held under direct financing leases and real estate assets held for sale. The portfolio is geographically dispersed throughout 49 states with Texas, at 12.2%, as the only state with a real estate investment value greater than 10% of the real estate investment value of the Company's entire portfolio.

During the six months ended June 30, 2018, the Company had the following real estate and loan activity, net of accumulated depreciation and amortization:

	Number of Properties			Dollar Amount of Investments		
	Owned	Financed	Total	Owned	Financed	Total
	(In Thousands)					
Gross balance, December 31, 2017	2,392	88	2,480	\$7,823,058	\$79,967	\$7,903,025
Acquisitions/improvements ⁽¹⁾	5	2	7	39,277	37,888	77,165
Dispositions of real estate ⁽²⁾⁽³⁾⁽⁴⁾	(40)	(6)	(46)	(79,862)	—	(79,862)
Principal payments and payoffs	—	(28)	(28)	—	(23,299)	(23,299)
Impairments	—	—	—	(15,918)	—	(15,918)
Write-off of gross lease intangibles	—	—	—	(47,003)	—	(47,003)
Loan premium amortization and other	—	—	—	(867)	(1,230)	(2,097)
Spin-off to SMTA	(899)	(2)	(901)	(2,855,052)	(37,888)	(2,892,940)
Gross balance, June 30, 2018	1,458	54	1,512	4,863,633	55,438	4,919,071
Accumulated depreciation and amortization				(661,537)	—	(661,537)
Other				(1)	—	(1)
Net balance, June 30, 2018				\$4,202,095	\$55,438	\$4,257,533

⁽¹⁾ Includes investments of \$17.9 million in revenue producing capitalized expenditures, as well as \$3.4 million of non-revenue producing capitalized expenditures as of June 30, 2018.

⁽²⁾ The total accumulated depreciation and amortization associated with dispositions of real estate was \$14.3 million as of June 30, 2018.

⁽³⁾ For the six months ended June 30, 2018, the total (loss) gain on disposal of assets for properties held in use and held for sale was \$(2.5) million and \$2.7 million, respectively.

⁽⁴⁾ Includes six deed-in-lieu properties with a real estate investment of \$28.5 million that were transferred to the lender during the six months ended June 30, 2018.

Scheduled minimum future contractual rent to be received under the remaining non-cancelable term of the operating leases (including contractual fixed rent increases occurring on or after July 1, 2018) at June 30, 2018 (in thousands):

	June 30, 2018
Remainder of 2018	\$182,714
2019	362,458
2020	355,473
2021	334,983
2022	311,806
Thereafter	2,222,648
Total future minimum rentals	\$3,770,082

Because lease renewal periods are exercisable at the option of the lessee, the preceding table presents future minimum lease payments due during the initial lease term only. In addition, the future minimum rentals do not include any

contingent rent based on a percentage of the lessees' gross sales or lease escalations based on future changes in the CPI or other stipulated reference rate.

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SPIRIT REALTY CAPITAL, INC. and SPIRIT REALTY, L.P.

Notes to Consolidated Financial Statements

June 30, 2018

(Unaudited)

Loans Receivable

The following table details loans receivable, net of premiums and allowance for loan losses (in thousands):

	June 30, December 31,	
	2018	2017
Mortgage loans - principal	\$46,830	\$ 69,963
Mortgage loans - premiums, net of amortization	3,390	5,038
Allowance for loan losses	—	(389)
Mortgages loans, net	50,220	74,612
Other notes receivable - principal	5,218	5,355
Allowance for loan losses	—	—
Other notes receivable, net	5,218	5,355
Total loans receivable, net	\$55,438	\$ 79,967

The mortgage loans are secured by single-tenant commercial properties and generally have fixed interest rates over the term of the loans. There are three other notes receivable included within loans receivable, of which two notes totaling \$3.5 million are secured by tenant assets and stock and the remaining note, with a balance of \$1.7 million, is unsecured.

On January 16, 2018, the Operating Partnership funded a \$35.0 million B-1 Term Loan as part of a syndicated loan and security agreement with Shopko as borrower and several banks as lenders. The B-1 Term Loan bears interest at a rate of 12.00% per annum and matures on June 19, 2020. Principal will be repaid in quarterly installments of \$0.6 million commencing on November 1, 2018, while interest will be paid monthly. The loan is secured by Shopko's assets in its \$784 million asset-backed lending facility and is subordinate to other loans made under the syndicated loan and security agreement. The Operating Partnership received a commitment fee equal to 3.00% of the B-1 Term Loan. The B-1 Term Loan was contributed to SMTA in conjunction with the Spin-Off.

Lease Intangibles, Net

The following table details lease intangible assets and liabilities, net of accumulated amortization (in thousands):

	June 30,	December 31,
	2018	2017
In-place leases	\$368,450	\$ 591,551
Above-market leases	59,478	89,640
Less: accumulated amortization (140,321)	(140,321)	(271,288)
Intangible lease assets, net	\$287,607	\$ 409,903
Below-market leases	\$169,149	\$ 216,642
Less: accumulated amortization (43,244)	(43,244)	(61,339)
Intangible lease liabilities, net	\$125,905	\$ 155,303

The amounts amortized as a net increase to rental revenue for capitalized above and below-market leases were \$1.4 million and \$1.6 million for the three months ended June 30, 2018 and 2017, respectively, and \$2.9 million and \$3.4 million for the six months ended June 30, 2018 and 2017, respectively. The value of in place leases amortized and included in depreciation and amortization expense was \$8.7 million and \$10.9 million for the three months ended June 30, 2018 and 2017, respectively, and \$18.7 million and \$22.1 million for the six months ended June 30, 2018 and 2017, respectively.

SPIRIT REALTY CAPITAL, INC. and SPIRIT REALTY, L.P.

Notes to Consolidated Financial Statements

June 30, 2018

(Unaudited)

Real Estate Assets Under Direct Financing Leases

The components of real estate investments held under direct financing leases were as follows (in thousands):

	June 30, 2018	December 31, 2017
Minimum lease payments receivable	\$6,358	\$ 7,325
Estimated residual value of leased assets	24,552	24,552
Unearned income	(6,082)	(7,012)
Real estate assets under direct financing leases, net	\$24,828	\$ 24,865

Real Estate Assets Held for Sale

The following table shows the activity in real estate assets held for sale for the six months ended June 30, 2018 (dollars in thousands):

	Number of Properties	Carrying Value
Balance, December 31, 2017	15	\$48,929
Transfers from real estate investments held and used	6	14,090
Sales	(6)	(10,257)
Transfers to real estate investments held in use	(7)	(25,715)
Transfers to SMTA	(5)	(7,853)
Impairments	—	(369)
Balance, June 30, 2018	3	\$18,825
Impairments		

The following table summarizes total impairment losses recognized on the accompanying consolidated statements of operations and comprehensive income (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Real estate and intangible asset impairment	\$662	\$14,657	\$15,624	\$49,877
Write-off of lease intangibles, net	687	1,339	311	495
Recovery of loans receivable, previously impaired	—	—	(17)	—
Total impairment loss	\$1,349	\$15,996	\$15,918	\$50,372

Impairments for the three months ended June 30, 2018 and 2017, were comprised of \$1.3 million and \$13.1 million on properties classified as held and used, respectively, and \$2.9 million on properties classified as held for sale for the three months ended June 30, 2017.

Impairments for the six months ended June 30, 2018 and 2017, were comprised of \$15.5 million and \$36.0 million on properties classified as held and used, respectively, and \$0.4 million and \$14.4 million on properties classified as held for sale, respectively.

SPIRIT REALTY CAPITAL, INC. and SPIRIT REALTY, L.P.

Notes to Consolidated Financial Statements - (continued)

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Note 4. Debt

The debt of the Company and the Operating Partnership are the same, except for the presentation of the Convertible Notes which were issued by the Company. Subsequently, an intercompany note between the Company and the Operating Partnership was executed with terms identical to those of the Convertible Notes. Therefore, in the consolidated balance sheet of the Operating Partnership, the amounts related to the Convertible Notes are reflected as notes payable to Spirit Realty Capital, Inc., net. The Company's debt is summarized below:

	Weighted Average Effective Interest Rates ⁽¹⁾	Weighted Average Stated Rates ⁽²⁾	Weighted Average Maturity ⁽³⁾ (in Years)	June 30, 2018	December 31, 2017
				(In Thousands)	
Revolving Credit Facility	4.49 %	3.32 %	0.8	\$346,500	\$112,000
Term Loan	— %	— %	0.3	—	—
Master Trust Notes	5.50 %	5.27 %	5.5	170,154	2,248,504
CMBS	5.73 %	5.51 %	5.0	276,124	332,647
Related Party Notes Payable	0.99 %	1.00 %	9.4	29,368	—
Convertible Notes	5.32 %	3.28 %	1.8	747,500	747,500
Senior Unsecured Notes	4.65 %	4.45 %	8.2	300,000	300,000
Total debt	5.30 %	3.95 %	3.6	1,869,646	3,740,651
Debt discount, net				(20,042)	(61,399)
Deferred financing costs, net ⁽⁴⁾				(17,472)	(39,572)
Total debt, net				\$1,832,132	\$3,639,680

⁽¹⁾ The effective interest rates include amortization of debt discount/premium, amortization of deferred financing costs, facility fees, and non-utilization fees, where applicable, calculated for the three months ended June 30, 2018 and based on the average principal balance outstanding during the period.

⁽²⁾ Represents the weighted average stated interest rate based on the outstanding principal balance as of June 30, 2018.

⁽³⁾ Represents the weighted average maturity based on the outstanding principal balance as of June 30, 2018.

⁽⁴⁾ The Company records deferred financing costs for its Revolving Credit Facility in deferred costs and other assets, net on its consolidated balance sheets.

Revolving Credit Facility

The Company has access to an unsecured credit facility, the Revolving Credit Facility, which matures on March 31, 2019 (extendable at the Operating Partnership's option to March 31, 2020, subject to satisfaction of certain requirements) and includes an accordion feature to increase the committed facility size up to \$1.0 billion, subject to satisfying certain requirements and obtaining additional lender commitments. The Operating Partnership may voluntarily prepay the Revolving Credit Facility, in whole or in part, at any time without premium or penalty, but subject to applicable LIBOR breakage fees, if any.

Borrowings bear interest at 1-Month LIBOR plus 0.875% to 1.55% per annum and require a facility fee in an amount equal to the aggregate revolving credit commitments (whether or not utilized) multiplied by a rate equal to 0.125% to 0.30% per annum. As of June 30, 2018, the Revolving Credit Facility bore interest at 1-Month LIBOR plus 1.25% and incurred a facility fee of 0.25% per annum.

In connection with placement and use of the Revolving Credit Facility, the Company has incurred costs of \$4.8 million. These deferred financing costs are being amortized to interest expense over the remaining initial term of the Revolving Credit Facility. The unamortized deferred financing costs relating to the Revolving Credit Facility were \$1.0 million and \$1.6 million as of June 30, 2018 and December 31, 2017, respectively, and recorded in deferred costs

and other assets, net on the accompanying consolidated balance sheets.

As of June 30, 2018, \$346.5 million was outstanding and \$453.5 million of borrowing capacity was available under the Revolving Credit Facility. The Operating Partnership's ability to borrow under the Revolving Credit Facility is subject to ongoing compliance with a number of customary financial covenants and other customary affirmative and negative

SPIRIT REALTY CAPITAL, INC. and SPIRIT REALTY, L.P.

Notes to Consolidated Financial Statements - (continued)

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covenants. As of June 30, 2018, the Company and the Operating Partnership were in compliance with these financial covenants.

Term Loan

On November 3, 2015, the Company entered into a Term Loan Agreement with an initial maturity date of November 2, 2018, which may be extended at the Company's option pursuant to two one-year extension options, subject to the satisfaction of certain conditions and payment of an extension fee. In addition, an accordion feature allows the facility to be increased to \$600.0 million, subject to obtaining additional lender commitments. Borrowings may be repaid without premium or penalty, and may be re-borrowed within 30 days up to the then available loan commitment and subject to occurrence limitations within any twelve-month period.

As of June 30, 2018, the Term Loan had a zero outstanding balance and \$420.0 million of available borrowing capacity. The Term Loan Agreement provides that outstanding borrowings bear interest at 1-Month LIBOR plus 0.90% to 1.75% per annum, depending on the Company's credit ratings.

As a result of entering into the Term Loan, the Company incurred origination costs of \$2.4 million. These deferred financing costs are being amortized to interest expense over the remaining initial term of the Term Loan. As of June 30, 2018 and December 31, 2017, the unamortized deferred financing costs relating to the Term Loan were \$0.3 million and \$0.7 million, respectively, and were recorded net against the principal balance of mortgages and notes payable as of June 30, 2018 and December 31, 2017, on the accompanying consolidated balance sheets.

Senior Unsecured Notes

On August 18, 2016, the Operating Partnership completed a private placement of \$300.0 million aggregate principal amount of senior notes, which are guaranteed by the Company. The Senior Unsecured Notes were issued at 99.378% of their principal face amount, resulting in net proceeds of \$296.2 million, after deducting transaction fees and expenses. The Senior Unsecured Notes accrue interest at a rate of 4.45% per annum, payable on March 15 and September 15 of each year, and mature on September 15, 2026. The Company filed a registration statement with the SEC to exchange the private Senior Unsecured Notes for registered Senior Unsecured Notes with substantially identical terms, which became effective on April 14, 2017. All \$300.0 million aggregate principal amount of private Senior Unsecured Notes were tendered in the exchange for registered Senior Unsecured Notes.

The Senior Unsecured Notes are redeemable in whole at any time or in part from time to time, at the Operating Partnership's option, at a redemption price equal to the sum of: an amount equal to 100% of the principal amount of the Senior Unsecured Notes to be redeemed plus accrued and unpaid interest and liquidated damages, if any, up to, but not including, the redemption date; and a make-whole premium calculated in accordance with the indenture.

Notwithstanding the foregoing, if any of the Senior Unsecured Notes are redeemed on or after June 15, 2026 (three months prior to the maturity date of the Senior Unsecured Notes), the redemption price will not include a make-whole premium.

In connection with the offering, the Operating Partnership incurred \$3.4 million in deferred financing costs and an offering discount of \$1.9 million. These amounts are being amortized to interest expense over the life of the Senior Unsecured Notes. As of June 30, 2018 and December 31, 2017, the unamortized deferred financing costs relating to the Senior Unsecured Notes were \$2.9 million and \$3.0 million, respectively, and the unamortized discount was \$1.6 million and \$1.7 million, respectively, with both the deferred financing costs and offering discount recorded net against the Senior Unsecured Notes principal balance on the accompanying consolidated balance sheets.

In connection with the issuance of the Senior Unsecured Notes, the Company and Operating Partnership are subject to ongoing compliance with a number of customary financial covenants and other customary affirmative and negative covenants. As of June 30, 2018, the Company and the Operating Partnership were in compliance with these financial covenants.

SPIRIT REALTY CAPITAL, INC. and SPIRIT REALTY, L.P.

Notes to Consolidated Financial Statements - (continued)

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Master Trust Notes

Master Trust 2013 and Master Trust 2014 are asset-backed securitization platforms through which the Company has raised capital through the issuance of non-recourse net-lease mortgage notes collateralized by commercial real estate, net-leases and mortgage loans.

On January 23, 2018, the Company re-priced a private offering of the Master Trust 2014 Series 2017-1 notes with \$674.2 million aggregate principal amount. As a result, the interest rate on the Class B Notes was reduced from 6.35% to 5.49%, while the other terms of the Class B Notes will remain unchanged. The terms of the Class A Notes were unaffected by the repricing. In connection with the re-pricing, the Company received \$8.2 million in additional proceeds, that reduced the discount on the underlying debt.

On February 2, 2018, Spirit Realty, L.P., sold its holding of Master Trust 2014 Series 2014-2 notes with a principal balance of \$11.6 million to a third-party. This transaction resulted in an increase in the Company's mortgages and notes payable, net balance as shown in the balance sheet.

On May 21, 2018, the Company retired \$123.1 million of Master Trust 2013 Series 2013-1 Class A notes. There was no make-whole payment associated with the redemption of these notes. During the six months ended June 30, 2018 there were \$15.2 million in prepayments on Master Trust 2013 Series 2013-2 Class A notes with \$934 thousand in associated make-whole payments.

On May 31, 2018, in conjunction with the Spin-Off, the Company contributed Master Trust 2014, which is included in liabilities related to SMTA Spin-Off in our December 31, 2017 consolidated balance sheet.

The Master Trust Notes are summarized below:

	Stated Rates (1)	Maturity	June 30, 2018	December 31, 2017
		(in Years)	(in Thousands)	
Series 2014-1 Class A2			\$—	\$ 252,437
Series 2014-2			—	222,683
Series 2014-3			—	311,336
Series 2014-4 Class A1			—	150,000
Series 2014-4 Class A2			—	358,664
Series 2017-1 Class A			—	515,280
Series 2017-1 Class B			—	125,400
Total Master Trust 2014 notes			—	1,935,800
Series 2013-1 Class A			—	125,000
Series 2013-2 Class A	5.3 %	5.5	170,154	187,704
Total Master Trust 2013 notes	5.3 %	5.5	170,154	312,704
Debt discount, net			—	(36,188)
Deferred financing costs, net			(4,588)	(24,010)
Total Master Trust Notes, net			\$ 165,566	\$ 2,188,306

(1) Represents the individual series stated interest rate as of June 30, 2018 and the weighted average stated rate of the total Master Trust Notes, based on the collective series outstanding principal balances as of June 30, 2018.

As of June 30, 2018, the Master Trust 2013 notes were secured by 269 owned and financed properties issued by a single indirect wholly-owned subsidiary of the Company which is a bankruptcy-remote, special purpose entity.

CMBS

As of June 30, 2018, indirect wholly-owned special purpose entity subsidiaries of the Company were borrowers under six fixed-rate non-recourse loans, excluding one loan in default, which have been securitized into CMBS and are

secured by the borrowers' respective leased properties and related assets. The stated interest rates of the loans as

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SPIRIT REALTY CAPITAL, INC. and SPIRIT REALTY, L.P.

Notes to Consolidated Financial Statements - (continued)

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(Unaudited)

of June 30, 2018, excluding the defaulted loan, ranged from 4.67% to 6.00% with a weighted average stated interest rate of 5.35%. As of June 30, 2018, these fixed-rate loans were secured by 100 properties. As of June 30, 2018 and December 31, 2017, the unamortized deferred financing costs associated with these fixed-rate loans were \$3.5 million and \$3.9 million, respectively, and the unamortized net offering discount was \$0.1 million as-of both periods. Both the deferred financing costs and offering discount were recorded net against the principal balance of the mortgages and notes payable on the accompanying consolidated balance sheets and are being amortized to interest expense over the term of the respective loans.

On January 22, 2018, the Company entered into a new non-recourse loan agreement with Société Générale and Barclays Bank PLC as lenders. The loan is collateralized by a single distribution center property located in Katy, Texas. The loan has a term of ten years to maturity with an interest rate based on the 10-year mid-market swap rate (or Treasury rate, whichever is greater) plus a spread of 245 basis points. As a result of the issuance, the Company received approximately \$84 million in proceeds. The loan along with the single distribution center property were contributed to SMTA as part of the Spin-Off.

As of June 30, 2018, a certain borrower remained in default under the loan agreement relating to one CMBS fixed-rate loan, where one property securing the respective loan was no longer generating sufficient revenue to pay the scheduled debt service. The default interest rate on this loan was 9.85%. The defaulted borrower is a bankruptcy remote special purpose entity and the sole owner of the collateral securing the loan obligation. As of June 30, 2018, the aggregate principal balance under the defaulted loan was \$9.6 million, which includes \$2.9 million of interest capitalized to the principal balance.

Related Party Mortgage Loans Payable

Wholly-owned subsidiaries of Spirit are the borrower on four mortgage loans payable held by SMTA and secured by six single-tenant commercial properties. In total, these mortgage notes had outstanding principal of \$29.4 million at June 30, 2018, which is included in mortgages and notes payable, net on the consolidated balance sheets. As of June 30, 2018, these mortgage notes have a weighted average stated interest rate of 1.0%, a weighted average term of 9.4 years and are eligible for early repayment without penalty.

Convertible Notes

In May 2014, the Company issued \$402.5 million aggregate principal amount of 2.875% convertible notes due in 2019 and \$345.0 million aggregate principal amount of 3.75% convertible notes due in 2021. Interest on the Convertible Notes is payable semiannually in arrears on May 15 and November 15 of each year. The 2019 Notes will mature on May 15, 2019 and the 2021 Notes will mature on May 15, 2021. Proceeds from the issuance were contributed to the Operating Partnership and are recorded as a note payable to Spirit Realty Capital, Inc., on the consolidated balance sheets of the Operating Partnership.

The Convertible Notes are convertible only during certain periods and, subject to certain circumstances, into cash, shares of the Company's common stock, or a combination thereof. The initial conversion rate applicable to each series is 76.3636 per \$1,000 principal note (equivalent to an initial conversion price of \$13.10 per share of common stock, representing a 22.5% premium above the public offering price of the common stock offered concurrently at the time the Convertible Notes were issued). The conversion rate is subject to adjustment for certain anti-dilution events, including special distributions and regular quarterly cash dividends exceeding \$0.16625 per share. As of June 30, 2018, the conversion rate was 87.013 per \$1,000 principal note, which reflects the adjustment from the SMTA dividend distribution related to the Spin-Off, in addition to the other regular dividends declared during the life of the Convertible Notes. Earlier conversion may be triggered if shares of the Company's common stock trade higher than the established thresholds, if the Convertible Notes trade below established thresholds, or certain corporate events occur.

In connection with the issuance of the Convertible Notes, the Company recorded a discount of \$56.7 million, which represents the estimated value of the embedded conversion feature for each of the Convertible Notes. The discount is

being amortized to interest expense using the effective interest method over the term of each of the 2019 Notes and 2021 Notes. As of June 30, 2018 and December 31, 2017, the unamortized discount was \$18.6 million and \$23.7 million, respectively. The discount is shown net against the aggregate outstanding principal balance of the Convertible

SPIRIT REALTY CAPITAL, INC. and SPIRIT REALTY, L.P.

Notes to Consolidated Financial Statements - (continued)

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Notes on the accompanying consolidated balance sheets. The equity component of the conversion feature is recorded in capital in excess of par value in the accompanying consolidated balance sheets, net of financing transaction costs. In connection with the offering, the Company also incurred \$19.6 million in deferred financing costs. This amount has been allocated on a pro-rata basis to each of the Convertible Notes and is being amortized to interest expense over the term of each note. As of June 30, 2018 and December 31, 2017, the unamortized deferred financing costs relating to the Convertible Notes were \$6.2 million and \$8.0 million, respectively, and recorded net against the Convertible Notes principal balance on the accompanying consolidated balance sheets.

Debt Extinguishment

During the six months ended June 30, 2018, the Company extinguished a total of \$179.3 million aggregate principal amount of indebtedness, including the retirement of \$123.1 million of Master Trust 2013 Series 2013-1 Class A notes and \$56.2 million of CMBS debt. The extinguishments had a weighted average contractual interest rate of 5.69%. As a result of these transactions, the Company recognized a net gain on debt extinguishment of approximately \$26.7 million.

During the six months ended June 30, 2017, the Company extinguished a total of \$51.2 million aggregate principal amount of mortgage indebtedness with a weighted average contractual interest rate of 5.69%. As a result of these transactions, the Company recognized a de minimis net loss.

Debt Maturities

As of June 30, 2018, scheduled debt maturities of the Company's Revolving Credit Facility, Term Loan, Senior Unsecured Notes, Master Trust 2013, CMBS and Convertible Notes, including balloon payments, are as follows (in thousands):

	Scheduled Principal	Balloon Payment	Total
Remainder of 2018 ⁽¹⁾	\$ 5,635	\$9,624	\$ 15,259
2019 ⁽²⁾	11,672	749,000	760,672
2020	12,164	—	12,164
2021	12,737	345,000	357,737
2022	13,315	42,400	55,715
Thereafter	28,410	639,689	668,099
Total	\$ 83,933	\$ 1,785,713	\$ 1,869,646

⁽¹⁾ The balloon payment balance in 2018 of \$9.6 million includes \$2.9 million of capitalized interest for the acceleration of principal payable following an event of default under one non-recourse CMBS loan with a stated maturity in 2018.

⁽²⁾ 2019 includes the Revolving Credit Facility, which is extendible for one year at the borrower's option.

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Interest Expense

The following table is a summary of the components of interest expense related to the Company's borrowings (in thousands):

	Three Months Ended June 30, 2018		Six Months Ended June 30, 2018	
	2018	2017	2018	2017
Interest expense – Revolving Credit Facility ⁽¹⁾	\$2,849	\$1,325	\$4,201	\$2,557
Interest expense – Term Loan	—	2,511	—	4,757
Interest expense – Senior Unsecured Notes	3,337	3,338	6,675	6,675
Interest expense – mortgages and notes payable	23,480	27,860	56,187	56,078
Interest expense – Convertible Notes ⁽²⁾	6,128	6,127	12,255	12,255
Non-cash interest expense:				
Amortization of deferred financing costs	2,573	2,423	5,552	4,823
Amortization of debt discount, net	3,689	3,242	8,252	6,304
Total interest expense	\$42,056	\$46,826	\$93,122	\$93,449

⁽¹⁾ Includes facility fees of approximately \$0.6 million and \$0.5 million for the three month periods ended June 30, 2018 and 2017, respectively, and \$1.1 million for each of the six months ended June 30, 2018 and 2017.

⁽²⁾ Included in interest expense on the Operating Partnership's consolidated statements of operations and comprehensive income are amounts paid to the Company by the Operating Partnership related to the notes payable to Spirit Realty Capital, Inc.

Note 5. Stockholders' Equity and Partners' Capital

Common Stock

During the six months ended June 30, 2018, portions of awards of restricted common stock and performance share awards granted to certain of the Company's officers and other employees vested. The vesting of these awards, granted pursuant to the Amended Incentive Award Plan, resulted in federal and state income tax liabilities for the recipients. As permitted by the terms of the Amended Incentive Award Plan and the award grants, certain executive officers and employees elected to surrender 0.2 million shares of common stock valued at \$1.7 million, solely to pay the associated statutory tax withholdings during the six months ended June 30, 2018.

Preferred Stock

As of June 30, 2018, the Company had 6.9 million shares of 6.00% Series A Preferred Stock outstanding. The Series A Preferred Stock pays cumulative cash dividends at the rate of 6.00% per annum on the liquidation preference of \$25.00 per share (equivalent to \$0.375 per share on a quarterly basis and \$1.50 per share on an annual basis). During the six months ended June 30, 2018, the Company paid \$5.2 million in Series A Preferred Stock dividends.

ATM Program

In November 2016, the Company's Board of Directors approved a new ATM Program and the Company terminated its existing program. As of June 30, 2018, no shares of the Company's common stock had been sold under the new ATM Program and \$500.0 million in gross proceeds capacity remained available.

Stock Repurchase Programs

In May 2018, the Company's Board of Directors approved a new stock repurchase program, which authorizes the Company to repurchase up to \$250.0 million of its common stock. These purchases can be made in the open market or through private transactions from time to time over the 18-month time period following authorization, depending on prevailing market conditions and applicable legal and regulatory requirements. Purchase activity will be dependent on various factors, including the Company's capital position, operating results, funds generated by asset sales, dividends that may be required by those sales, and investment options that may be available, including acquiring new properties

or retiring debt. The stock repurchase program does not obligate the Company to repurchase any specific number of shares and may be suspended at any time at the Company's discretion. As of June 30, 2018, no shares of the Company's

SPIRIT REALTY CAPITAL, INC. and SPIRIT REALTY, L.P.

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June 30, 2018

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common stock had been repurchased under the new program and the full \$250.0 million in gross repurchase capacity remained available.

In August 2017, the Company's Board of Directors approved a stock repurchase program, which authorized the Company to repurchase up to \$250.0 million of its common stock during the 18-month time period following authorization. During the six months ended June 30, 2018, prior to the SMTA Spin-Off, 21.2 million shares of the Company's common stock were repurchased in open market transactions under this stock repurchase program at a weighted average price of \$7.90 per share, and no additional capacity remains under this stock repurchase program. Fees associated with the repurchase of \$0.5 million are included in accumulated deficit.

Dividends Declared

For the six months ended June 30, 2018, the Company's Board of Directors declared the following preferred and common stock dividends:

Declaration Date	Dividend Per Share	Record Date	Total Amount (in thousands)	Payment Date
Preferred Stock				
March 5, 2018	\$ 0.375	March 15, 2018	\$ 2,588	March 30, 2018
May 29, 2018	\$ 0.375	June 15, 2018	\$ 2,588	June 29, 2018
Common Stock				
March 5, 2018	\$ 0.18	March 30, 2018	\$ 78,581	April 13, 2018
May 29, 2018	\$ 0.18	June 29, 2018	\$ 77,143	July 13, 2018

The Common Stock dividend declared on May 29, 2018 was paid on July 13, 2018 and is included in accounts payable, accrued expenses and other liabilities as of June 30, 2018.

Note 6. Commitments and Contingencies

The Company is periodically subject to claims or litigation in the ordinary course of business, including claims generated from business conducted by tenants on real estate owned by the Company. In these instances, the Company is typically indemnified by the tenant against any losses that might be suffered, and the Company and/or the tenant are typically insured against such claims.

In 2015, Haggen Holdings, LLC and a number of its affiliates, including Haggen Operations Holdings, LLC ("Haggen"), filed petitions for bankruptcy. At the time of the filing, Haggen leased 20 properties from a subsidiary of the Company under a master lease. The Company and Haggen restructured the master lease in an initial settlement agreement with approved claims of \$21.0 million. In 2016, the Company entered into a second settlement agreement with both Haggen and Albertsons, LLC for \$3.4 million and \$3.0 million, respectively. To date, the Company has collected \$5.5 million of the total claims and there is no guaranty that the remaining claims of \$21.9 million will be paid or otherwise satisfied in full.

As of June 30, 2018, there were no outstanding claims against the Company that are expected to have a material adverse effect on the Company's financial position, results of operations or cash flows.

As of June 30, 2018, the Company had commitments totaling \$57.6 million, of which \$21.8 million relates to future acquisitions, with the majority of the remainder to fund revenue generating improvements on properties the Company currently owns. Commitments related to acquisitions contain standard cancellation clauses contingent on the results of due diligence. Of the total commitments of \$57.6 million, \$56.0 million is expected to be funded during fiscal year 2018. In addition, the Company is contingently liable for \$5.7 million of debt owed by one of its former tenants and is indemnified by that former tenant for any payments the Company may be required to make on such debt.

The Company estimates future costs for known environmental remediation requirements when it is probable that the Company has incurred a liability and the related costs can be reasonably estimated. The Company considers various factors when estimating its environmental liabilities, and adjustments are made when additional information becomes available that affects the estimated costs to study or remediate any environmental issues. When only a wide range of

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estimated amounts can be reasonably established and no other amount within the range is better than another, the low end of the range is recorded in the consolidated financial statements. As of June 30, 2018, no accruals have been made.

Note 7. Fair Value Measurements

Nonrecurring Fair Value Measurements

Fair value measurement of an asset on a nonrecurring basis occurs when events or changes in circumstances related to an asset indicate that the carrying amount of the asset is no longer recoverable. The following table sets forth the Company's assets that were accounted for at fair value on a nonrecurring basis as of June 30, 2018 and December 31, 2017 (in thousands):

Description	Fair Value	Fair Value Hierarchy Level	
		Level 1	Level 2 / Level 3
June 30, 2018			
Long-lived assets held and used	\$ 4,818	\$ —	\$ 4,818
Long-lived assets held for sale	\$ —	\$ —	\$ —
December 31, 2017			
Long-lived assets held and used	\$ 28,312	\$ —	\$ 28,312
Long-lived assets held for sale	\$ 42,142	\$ —	\$ 42,142

Real estate and the related intangible assets are evaluated for impairment based on certain indicators including, but not limited to: the asset being held for sale, vacant, non-operating or the lease on the asset expiring in 60 days or less. The fair values of impaired real estate and intangible assets were determined by using the following information, depending on availability, in order of preference: signed purchase and sale agreements or letters of intent; recently quoted bid or ask prices, or market prices for comparable properties; estimates of cash flow, which consider, among other things, contractual and forecasted rental revenues, leasing assumptions, and expenses based upon market conditions; and expectations for the use of the real estate. Based on these inputs, the Company determined that its valuation of the impaired real estate and intangible assets falls within Level 3 of the fair value hierarchy.

During the six months ended June 30, 2018 and for the year ended December 31, 2017, we determined that two and 18 long-lived assets held and used, respectively, were impaired.

For 17 of the held and used properties impaired during the year ended December 31, 2017, the Company estimated property fair value using price per square foot of comparable properties. The following table provides information about the price per square foot of comparable properties used as inputs (price per square foot in dollars):

Description	June 30, 2018		December 31, 2017	
	Range	Weighted Square Average Footage	Range	Weighted Square Average Footage
Long-lived assets held and used by asset type				
Retail	\$ —	—	\$13.66 - \$305.05	\$ 55.68 364,940
Industrial	\$ —	—	\$3.30 - \$8.56	\$ 5.35 370,824
Office	\$ —	—	\$24.82 - \$244.86	\$ 40.14 161,346

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For the two held and used properties impaired during the six months ended June 30, 2018 and one held and used property impaired during the year ended December 31, 2017, the Company estimated property fair value using price per square foot based on a listing price or a broker opinion of value. The following table provides information about the price per square foot based on a listing price and broker opinion of value used as inputs (price per square foot in dollars):

Description	June 30, 2018			December 31, 2017		
	Range	Weighted Average	Square Footage	Range	Weighted Average	Square Footage

Long-lived assets held and used by asset type

Retail	\$232.81	\$232.81	16,000	\$88.89	\$88.89	22,500
Office	\$225.04	\$225.04	5,999	\$—	\$—	—

For the eight long-lived assets held for sale impaired during the year ended December 31, 2017, the Company estimated fair value of held for sale properties using price per square foot from the signed purchase and sale agreements as follows (price per square foot in dollars):

Description	June 30, 2018			December 31, 2017		
	Range	Weighted Average	Square Footage	Range	Weighted Average	Square Footage

Long-lived assets held for sale by asset type

Retail	\$—	—		\$55.30 - \$346.23	\$230.52	150,376
Industrial	\$—	—		\$24.02 - \$54.21	\$37.09	223,747

Estimated Fair Value of Financial Instruments

Financial assets and liabilities for which the carrying values approximate their fair values include cash and cash equivalents, restricted cash and escrow deposits, and accounts receivable and payable. Generally, these assets and liabilities are short-term in duration and are recorded at cost, which approximates fair value, on the accompanying consolidated balance sheets.

In addition to the disclosures for assets and liabilities required to be measured at fair value at the balance sheet date, companies are required to disclose the estimated fair values of all financial instruments, even if they are not carried at their fair values. The fair values of financial instruments are estimates based upon market conditions and perceived risks at June 30, 2018 and December 31, 2017. These estimates require management's judgment and may not be indicative of the future fair values of the assets and liabilities.

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June 30, 2018

(Unaudited)

The estimated fair values of the following financial instruments have been derived based on market quotes for comparable instruments or discounted cash flow analyses using estimates of the amount and timing of future cash flows, market rates and credit spreads. These measurements are classified as Level 2 of the fair value hierarchy. The following table discloses fair value information for these financial instruments (in thousands):

	June 30, 2018		December 31, 2017	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Loans receivable, net	\$55,438	\$ 58,408	\$79,967	\$ 82,886
Revolving Credit Facility	346,500	346,470	112,000	111,997
Term Loan, net	—	—	—	—
Senior Unsecured Notes, net ⁽¹⁾	295,542	289,236	295,321	299,049
Mortgages and notes payable, net ⁽¹⁾	467,334	495,046	2,516,478	2,657,599
Convertible Notes, net ⁽¹⁾	722,756	750,624	715,881	761,440
Investment in Master Trust 2014	33,581	33,581	—	—

⁽¹⁾ The carrying value of the debt instruments are net of unamortized deferred financing costs and certain debt discounts/premiums.

Note 8. Discontinued Operations

On May 31, 2018, the Company completed the Spin-Off of SMTA by means of a pro rata distribution of one share of SMTA common stock for every ten shares of Spirit common stock held by each of Spirit's stockholders of record as of May 18, 2018. The Company determined that the Spin-Off represented a strategic shift that has a major effect on the Company's results and, therefore, SMTA's operations qualify as discontinued operations. Accordingly, beginning in the second quarter of 2018, the historical financial results of SMTA are reflected in our consolidated financial statements as discontinued operations for all periods presented.

The assets and liabilities related to discontinued operations are separately classified on the consolidated balance sheets as of December 31, 2017, and the operations have been classified as (loss) income from discontinued operations on the consolidated statements of operations and comprehensive income for the three and six months ended June 30, 2018 and 2017. The consolidated statements of cash flows and all other notes herein include the results of both continuing operations and discontinued operations.

Goodwill was allocated to SMTA based on the fair value of SMTA relative to the total fair value of the Company, resulting in a reduction in goodwill of the Company of \$28.7 million as a result of the Spin-Off. This reduction in the Company's goodwill is reflected in the SMTA dividend distribution in the accompanying consolidated statement of stockholders' equity and consolidated statement of partners' capital.

SPIRIT REALTY CAPITAL, INC. and SPIRIT REALTY, L.P.

Notes to Consolidated Financial Statements - (continued)

June 30, 2018

(Unaudited)

The table below summarizes the Company's assets and liabilities related to discontinued operations reported in its consolidated balance sheets.

	December 31, 2017
(in thousands)	
Assets	
Investments:	
Real estate investments:	
Land and improvements	\$ 990,575
Buildings and improvements	1,702,926
Total real estate investments	2,693,501
Less: accumulated depreciation	(572,075)
	2,121,426
Loans receivable, net	1,501
Intangible lease assets, net	103,651
Real estate assets held for sale, net	28,460
Net investments	2,255,038
Cash and cash equivalents	6
Deferred costs and other assets, net	109,096
Goodwill	28,740
Total assets of discontinued operations	\$ 2,392,880
Liabilities	
Mortgages and notes payable, net	\$ 1,926,834
Intangible lease liabilities, net	24,729
Accounts payable, accrued expenses and other liabilities	17,277
Total liabilities of discontinued operations	\$ 1,968,840

SPIRIT REALTY CAPITAL, INC. and SPIRIT REALTY, L.P.

Notes to Consolidated Financial Statements - (continued)

June 30, 2018

(Unaudited)

The table below provides information about income and expenses related to the Company's discontinued operations reported in its consolidated statements of operations and comprehensive income.

(in thousands)	Three Months Ended		Six Months Ended	
	June 30, 2018	2017	June 30, 2018	2017
Revenues:				
Rentals	\$39,843	\$57,569	\$99,816	\$115,408
Interest income on loans receivable	663	120	1,495	239
Tenant reimbursement income	306	308	856	793
Other income	392	1,968	776	2,450
Total revenues	41,204	59,965	102,943	118,890
Expenses:				
General and administrative	112	994	707	2,236
Transaction costs	16,033	485	19,965	485
Property costs (including reimbursable)	1,405	1,852	3,268	4,670
Real estate acquisition costs	338	10	339	(97)
Interest	18,508	18,775	46,521	37,592
Depreciation and amortization	14,038	20,779	35,461	41,898
Impairments (recoveries)	(129)	5,922	10,943	12,415
Total expenses	50,305	48,817	117,204	99,199
(Loss) income from discontinued operations before other income (loss) and income tax expense	(9,101)	11,148	(14,261)	19,691
Other income:				
(Loss) gain on debt extinguishment	(108)	1	(363)	1
Gain (loss) on disposition of assets	1,582	8,389	(274)	19,593
Total other income (loss)	1,474	8,390	(637)	19,594
(Loss) income from discontinued operations before income tax expense	(7,627)	19,538	(14,898)	39,285
Income tax expense	(26)	(105)	(115)	(153)
(Loss) income from discontinued operations	\$(7,653)	\$19,433	\$(15,013)	\$39,132

SPIRIT REALTY CAPITAL, INC. and SPIRIT REALTY, L.P.

Notes to Consolidated Financial Statements - (continued)

June 30, 2018

(Unaudited)

The table below provides information about operating and investing cash flows related to the Company's discontinued operations reported in its consolidated statements of cash flows.

	Six Months Ended	
	June 30,	
	2018	2017
(in thousands)		
Net cash provided by operating activities	\$36,589	\$79,950
Net cash (used in) provided by investing activities	(31,452)	74,130

Continuing Involvement

Subsequent to the Spin-Off, the Company will have continuing involvement with SMTA through the terms of the Asset Management Agreement and Property Management and Servicing Agreement. For detail on the continuing involvement, see Note 11 Related Party Transactions and Arrangements. Subsequent to the Spin-Off, the Company has had cash inflows from SMTA of \$9.6 million and cash outflows to SMTA of \$7.1 million.

Note 9. Incentive Award Plan

Restricted Shares of Common Stock

During the six months ended June 30, 2018, the Company granted 1.0 million restricted shares under the Amended Incentive Award Plan to certain executive officers and employees. The Company recorded \$7.9 million in deferred compensation associated with these grants, which will be recognized in expense over the service period of the awards. As of June 30, 2018, there were approximately 1.9 million unvested restricted shares outstanding.

In connection with the Spin-Off on May 31, 2018, holders of unvested restricted shares of Spirit common stock received unrestricted shares of SMTA common stock on a pro rata basis of one share of SMTA common stock for every ten shares of Spirit common stock. The distribution of unrestricted SMTA shares is considered an award modification that did not result in incremental fair value and, therefore, incremental compensation expense was not recognized. However, since the vesting period of the unrestricted SMTA shares was accelerated, \$1.4 million of unrecognized stock-based compensation expense was accelerated and is reflected within general and administrative expenses on the accompanying consolidated statements of operations and comprehensive income.

Performance Share Awards

During the six months ended June 30, 2018, the Board of Directors, or committee thereof, approved target grants of 504,497 performance shares to executive officers of the Company. The performance period of these grants runs primarily through December 31, 2020. Potential shares of the Company's common stock that each participant is eligible to receive is based on the initial target number of shares granted, multiplied by a percentage range between 0% and 250%. Grant date fair value was calculated using the Monte Carlo simulation model, which incorporated stock price correlation, projected dividend yields and other variables over the time horizons matching the performance periods. Stock-based compensation expense associated with unvested performance share awards is recognized on a straight-line basis over the minimum required service period, which is generally three years.

In connection with the Spin-Off and in accordance with the rights granted per the Amended Incentive Award Plan, the Board of Directors made an equitable adjustment for all performance share awards outstanding, resulting in 134,000 incremental target shares. Because the fair value of the outstanding performance awards the day prior to and the day after the Spin-off did not materially change, there was no change to unrecognized compensation expense and incremental compensation expense did not result.

Approximately \$1.2 million and \$0.8 million in dividend rights have been accrued for non-vested performance share awards outstanding as of June 30, 2018 and December 31, 2017, respectively. For outstanding non-vested awards at June 30, 2018, 2.5 million shares would have been released based on the Company's TSR relative to the specified peer groups through that date.

SPIRIT REALTY CAPITAL, INC. and SPIRIT REALTY, L.P.

Notes to Consolidated Financial Statements - (continued)

June 30, 2018

(Unaudited)

Stock-based Compensation Expense

For the three months ended June 30, 2018 and 2017, the Company recognized \$4.7 million and \$9.2 million, respectively, in stock-based compensation expense, and for the six months ended June 30, 2018 and 2017, the Company recognized \$9.1 million and \$11.4 million, respectively, in stock-based compensation expense which is included in general and administrative expenses in the accompanying consolidated statements of operations and comprehensive income.

As of June 30, 2018, the remaining unamortized stock-based compensation expense totaled \$21.6 million, with \$11.8 million related to restricted stock awards and \$9.8 million related to performance share awards. Amortization is recognized as the greater of the amount amortized on a straight-line basis over the service period of each applicable award or the amount vested over the vesting periods.

Note 10. Income Per Share and Partnership Unit

Income per share and unit has been computed using the two-class method, which is computed by dividing the sum of distributed earnings to common stockholders and undistributed earnings allocated to common stockholders by the weighted average number of shares of common stock outstanding for the period. In applying the two-class method, undistributed earnings are allocated to both shares of common stock and participating securities based on the weighted average shares outstanding during the period. Classification of the Company's unvested restricted stock, which contain rights to receive non-forfeitable dividends, are deemed participating securities under the two-class method. Under the two-class method, earnings attributable to unvested restricted shares are deducted from income from continuing operations in the computation of net income attributable to common stockholders and partners.

SPIRIT REALTY CAPITAL, INC. and SPIRIT REALTY, L.P.

Notes to Consolidated Financial Statements - (continued)

June 30, 2018

(Unaudited)

The table below is a reconciliation of the numerator and denominator used in the computation of basic and diluted net income per share and unit computed using the two-class method (dollars in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Basic and diluted income:				
Income (loss) from continuing operations	\$24,817	\$ 3,773	\$62,895	\$ (3,097)
Less: income attributable to unvested restricted stock	(345)	(183)	(728)	(417)
Less: dividends paid to preferred stockholders	(2,588)	—	(5,176)	—
Income (loss) used in basic and diluted income (loss) per share from continuing operations	21,884	3,590	56,991	(3,514)
(Loss) income used in basic and diluted (loss) income per share from discontinued operations	(7,653)	19,433	(15,013)	39,132
Net income attributable to common stockholders used in basic and diluted income per share	\$14,231	\$ 23,023	\$41,978	\$ 35,618
Basic weighted average shares of common stock outstanding:				
Weighted average shares of common stock outstanding	430,140,787	480,251,922	438,266,824	481,992,408
Less: Unvested weighted average shares of restricted stock	(2,006,547)	(1,149,654)	(1,808,234)	(1,147,357)
Weighted average shares of common stock outstanding used in basic income per share	428,134,240	479,102,268	436,458,590	480,845,051
Net income per share attributable to common stockholders - basic:				
Continuing operations	\$0.05	\$ 0.01	\$0.13	\$ (0.01)
Discontinued operations	(0.02)	0.04	(0.03)	0.08
Net income per share attributable to common stockholders - basic	\$0.03	\$ 0.05	\$0.10	\$ 0.07
Dilutive weighted average shares of common stock outstanding: ⁽¹⁾				
Unvested performance shares	884,694	—	557,563	—
Weighted average shares of common stock outstanding used in diluted income per share	429,018,934	479,102,268	437,016,153	480,845,051
Net income per share attributable to common stockholders - diluted				
Continuing operations	\$0.05	\$ 0.01	\$0.13	\$ (0.01)
Discontinued operations	(0.02)	0.04	(0.03)	0.08
Net income per share attributable to common stockholders - diluted	\$0.03	\$ 0.05	\$0.10	\$ 0.07
Potentially dilutive shares of common stock				
Unvested shares of restricted stock	424,536	—	338,981	48,491
Total	424,536	—	338,981	48,491

⁽¹⁾ Assumes the most dilutive issuance of potentially issuable shares between the two-class and treasury stock method unless the result would be anti-dilutive.

The Company intends to satisfy its exchange obligation for the principal amount of the Convertible Notes to the note holders entirely in cash; therefore, the "if-converted" method does not apply and the treasury stock method is being used. For the three and six months ended June 30, 2018, the Company's average stock price was below the conversion price, resulting in zero potentially dilutive shares related to the conversion spread for both periods.

SPIRIT REALTY CAPITAL, INC. and SPIRIT REALTY, L.P.

Notes to Consolidated Financial Statements - (continued)

June 30, 2018

(Unaudited)

Note 11. Related Party Transactions and Arrangements

Related Party Agreements

In conjunction with the Spin-Off, the Company and SMTA entered into certain agreements, including the Separation and Distribution Agreement, Tax Matters Agreement, Registration Rights Agreement and Insurance Sharing Agreement, which provide a framework for the relationship between the Company and SMTA after the Spin-Off, by which Spirit may incur certain expenses on behalf of SMTA which must be reimbursed in a timely manner. As part of the Separation and Distribution Agreement, Spirit contributed \$3.0 million of cash to SMTA at time of the Spin-Off. Additionally, in relation to rental payments received by SMTA subsequent to the Spin-Off that relate to rents prior to the Spin-Off, SMTA will reimburse \$2.0 million to Spirit within 60 days of the Spin-Off. As of June 30, 2018, the Company had an accrued receivable balance of \$3.2 million and an accrued payable balance of \$1.5 million in connection with these matters.

Related Party Asset Management Agreement

In conjunction with the Spin-off, the Company entered into the Asset Management Agreement pursuant to which Spirit Realty, L.P. will provide various services subject to the supervision of SMTA's Board of Trustees, including, but not limited to: (i) performing all of SMTA's day-to-day functions, (ii) sourcing, analyzing and executing on investments and dispositions, (iii) determining investment criteria, (iv) performing investment and liability management duties, including financing and hedging, and (v) performing financial and accounting management. For its services, the Company is entitled to an annual management fee of \$20.0 million per annum, payable monthly in arrears. Additionally, the Company may be entitled to, under certain circumstances, a promoted interest fee based on the total shareholder return of SMTA's common shares during the relevant period, as well as a termination fee. No revenue for the promoted interest fee or termination fee has been recognized as they do not meet the criteria for recognition under ASC 606-10 as of June 30, 2018. Asset management fees of \$1.7 million were earned during the three and six months ended June 30, 2018 for services performed from June 1, 2018 through June 30, 2018 and are included in related party fee income in the consolidated statements of operations and comprehensive income. As of June 30, 2018, the Company had an accrued receivable balance of \$1.7 million related to the asset management fees.

Related Party Property Management and Servicing Agreement

The Operating Partnership provides property management services and special services for Master Trust 2014. The property management fees accrue daily at 0.25% per annum of the collateral value of the Master Trust 2014 collateral pool less any specially serviced assets, and the special servicing fees accrue daily at 0.75% per annum of the collateral value of any assets deemed to be specially serviced per the terms of the Property Management and Servicing Agreement dated May 20, 2014. Property management fees of \$0.5 million and special servicing fees of \$51.5 thousand were earned during the three and six months ended June 30, 2018, for services performed from June 1, 2018 through June 30, 2018, and are included in related party fee income in the consolidated statements of operations and comprehensive income. As of June 30, 2018, the Company had an accrued receivable balance of \$0.4 million related to the property management fees.

Investments in SMTA

In conjunction with the Spin-Off, SMTA issued to the Operating Partnership and one of its affiliates, both wholly-owned subsidiaries of Spirit, a total of 6.0 million shares of Series A preferred stock with an aggregate liquidation preference of \$150.0 million (the "SMTA Preferred Stock"). The SMTA Preferred Stock pays cash dividends at the rate of 10.0% per annum on the liquidation preference of \$25.00 per share (equivalent to \$0.625 per share on a quarterly basis and \$2.50 per share on an annual basis). Spirit received \$1.3 million in cash dividends during the three and six months ended June 30, 2018 that are reflected as preferred dividend income from SMTA in the consolidated statements of operations and comprehensive income. Preferred dividend income is recognized when dividends are declared. The carrying value of the SMTA Preferred Stock is \$150.0 million as of June 30, 2018, reflected in the consolidated balance sheets and will be accounted for at cost, less impairments, if any.

Prior to the Spin-Off, the Operating Partnership contributed certain assets to SubREIT in exchange for \$5.0 million in SubREIT preferred shares. Then, on the Distribution Date, Spirit Realty, L.P. sold the SubREIT preferred shares to a third party for \$5.0 million in cash.

SPIRIT REALTY CAPITAL, INC. and SPIRIT REALTY, L.P.

Notes to Consolidated Financial Statements - (continued)

June 30, 2018

(Unaudited)

Related Party Mortgage Loans Payable

Wholly-owned subsidiaries of Spirit are the borrower on four mortgage loans payable to SMTA and secured by six single-tenant commercial properties owned by Spirit. In total, these mortgage notes had an outstanding principal balance of \$29.4 million at June 30, 2018, which is included in mortgages and notes payable, net on the consolidated balance sheet. The notes incurred interest expense of \$24.5 thousand for the three and six months ended June 30, 2018, which is included in interest expense in the consolidated statements of operations and comprehensive income. As of June 30, 2018, these mortgage notes have a weighted-average stated interest rate of 1.0%, a weighted-average term of 9.4 years and are eligible for early repayment without penalty.

Related Party Notes Receivable

In conjunction with the Master Trust 2014 Series 2017-1 notes issuance completed in December 2017, the Operating Partnership, as sponsor of the issuance, retained a 5.0% economic interest in the Master Trust 2014 Series 2017-1 notes as required by the risk retention rules issued under 17 CFR Part 246. The principal amount receivable under the notes was \$33.6 million at June 30, 2018 and is included in Investment in Master Trust 2014 on the consolidated balance sheet. The notes generated interest income of \$128.2 thousand for the three and six months ended June 30, 2018, which is included in interest income on loans receivable in the consolidated statements of operations and comprehensive income. The notes have a weighted-average stated interest rate of 4.6% with a remaining term of 4.5 years to maturity as of June 30, 2018. The notes are classified as held-to-maturity and, as of June 30, 2018, the amortized cost basis is equal to carrying value.

Note 12. Subsequent Events

Utilization of Term Loan

Subsequent to June 30, 2018, the Company fully drew on the available \$420.0 million of borrowing capacity under the Term Loan, and utilized the borrowings to pay down the Revolving Credit Facility and for other general corporate purposes.

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

Special Note Regarding Forward-looking Statements

This quarterly report contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. When used in this quarterly report, the words "estimate," "anticipate," "expect," "believe," "intend," "may," "will," "should," "seek," "approximately" or "plan," or the negative of these words or similar words or phrases that are predictions of or indicate future events or trends and which do not relate solely to historical matters are intended to identify forward-looking statements. You can also identify forward-looking statements by discussions of strategy, plans or intentions of management.

Forward-looking statements involve numerous risks and uncertainties and you should not rely on them as predictions of future events. Forward-looking statements depend on assumptions, data or methods which may be incorrect or imprecise and we may not be able to realize them. We do not guarantee that the transactions and events described will happen as described (or that they will happen at all).

The following risks and uncertainties, among others, could cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statements:

- industry and economic conditions;
- volatility and uncertainty in the financial markets, including potential fluctuations in the CPI;
- our success in implementing our business strategy and our ability to identify, underwrite, finance, consummate, integrate and manage diversifying acquisitions or investments;
- the financial performance of our retail tenants and the demand for retail space;
- our ability to diversify our tenant base;
- the nature and extent of future competition;
- increases in our costs of borrowing as a result of changes in interest rates and other factors;
- our ability to access debt and equity capital markets;
- our ability to pay down, refinance, restructure and/or extend our indebtedness as it becomes due;
- our ability and willingness to renew our leases upon expiration and to reposition our properties on the same or better terms upon expiration in the event such properties are not renewed by tenants or we exercise our rights to replace existing tenants upon default;
- the impact of any financial, accounting, legal or regulatory issues or litigation that may affect us or our major tenants;
- our ability to manage our expanded operations;
- our ability and willingness to maintain our qualification as a REIT;
- uncertainties as to the impact of the Spin-Off on our business; and
- 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.

The factors included in this quarterly report, including the documents incorporated by reference, and documents we subsequently file with the SEC and incorporate by reference, are not exhaustive and additional factors could adversely affect our business and financial performance. Additional factors that may cause risks and uncertainties include those discussed in the sections entitled "Business", "Risk Factors" and "Management's Discussion & Analysis of Financial Condition and Results of Operations" in our most recent Annual Report on Form 10-K. All forward-looking statements are based on information that was available, and speak only, to the date on which they were made. We disclaim any obligation to publicly update or revise any forward-looking statement to reflect changes in underlying assumptions or factors, new information, data or methods, future events or other changes, except as required by law.

Overview

Spirit Realty Capital, Inc. is a New York Stock Exchange listed company under the ticker symbol "SRC." We are a self-administered and self-managed REIT with in-house capabilities including acquisition, portfolio management, asset management, credit research, real estate research, legal, finance and accounting and capital markets. We primarily invest in single-tenant, operationally essential real estate assets throughout the U.S., which are generally acquired through strategic sale-leaseback transactions and subsequently leased on a long-term, triple-net basis to high quality tenants with business operations within retail, office, data centers and industrial property types. Single tenant, operationally essential real estate consists of properties that are generally free-standing, commercial real estate facilities where our tenants conduct activities that are essential to the generation of their sales and profits. In support of our primary business of owning and leasing real estate, we have also strategically originated or acquired long-term, commercial mortgages and other loans to provide a range of financing solutions to our tenants.

As of June 30, 2018, our owned real estate represented investments in 1,458 properties. Our properties are leased to 250 tenants across 49 states and 32 industries. As of June 30, 2018, our owned properties were approximately 99.6% occupied (based on the number of economically yielding properties). In addition, our investment in real estate includes commercial mortgage and other loans receivable primarily secured by 54 real estate properties or other related assets.

Our operations are primarily carried out through the Operating Partnership. OP Holdings, one of our wholly-owned subsidiaries, is the sole general partner and owns approximately 1% of the Operating Partnership. We and one of our wholly-owned subsidiaries are the only limited partners, and together own the remaining 99% of the Operating Partnership.

Although the Operating Partnership is wholly-owned by us, in the future, we may issue partnership interests in the Operating Partnership to third parties in exchange for property owned by such third parties. In general, any partnership interests in the Operating Partnership issued to third parties would be exchangeable for cash or, at our election, shares of our common stock at specified ratios set when such partnership interests in the Operating Partnership are issued. We have elected to be taxed as a REIT for federal income tax purposes and believe we have been organized and have operated in a manner that allows us to qualify as a REIT for federal income tax purposes.

On May 31, 2018, we completed a Spin-Off of all of our interests in the assets that collateralize Master Trust 2014, our properties leased to Shopko, and certain other assets into an independent, publicly traded REIT, SMTA. Upon completion of the Spin-Off, our stockholders received a distribution of common shares of beneficial interest in SMTA, which are treated as a taxable distribution to them. Beginning in the second quarter of 2018, the historical financial results of SMTA are reflected in our consolidated financial statements as discontinued operations for all periods presented, see Note 8 to the accompanying consolidated financial statements for further discussion.

Highlights

For the three months ended June 30, 2018:

• Generated net income from continuing operations of \$0.05 versus \$0.01 per share, FFO of \$0.16 versus \$0.18 per share and AFFO of \$0.20 versus \$0.21 per share, in each case, compared to same quarter in 2017.

• Real estate portfolio occupancy was 99.6% as of June 30, 2018.

• Repurchased 8.1 million shares of outstanding common stock, prior to the Spin-Off of SMTA, at a weighted average price of \$7.93.

• Spirit's corporate liquidity was \$882.8 million as of June 30, 2018, including availability under its unsecured line of credit, term loan and cash available for investment.

• On May 31, 2018, successfully completed the previously announced spin-off of SMTA with the distribution of one share of SMTA common stock for every ten shares of Spirit common stock to all of Spirit's stockholders.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with GAAP requires management to use judgment in the application of accounting policies, including making estimates and assumptions. We base estimates on the best information available to us at the time, our experience and various other assumptions deemed reasonable under the circumstances. From time to time, we re-evaluate our estimates and assumptions. In the event estimates or assumptions prove to be different from actual results, adjustments are made in subsequent periods to reflect more current estimates and assumptions about matters that are inherently uncertain. A summary of our critical accounting policies is included in our Annual Report on Form 10-K for the year ended December 31, 2017 in the section entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” We have not made any material changes to these policies during the periods covered by this quarterly report.

Results of Continuing Operations

Comparison of Three Months Ended June 30, 2018 to Three Months Ended June 30, 2017

Three Months Ended June 30,

(In Thousands)	2018	2017	Change	% Change
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Revenues:

Rentals	\$95,599	\$102,918	\$(7,319)	(7.1)%
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