

REALTY INCOME CORP
Form 10-K
February 10, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-K
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year Ended December 31, 2010

Commission File Number 1-13374

REALTY INCOME CORPORATION
(Exact name of registrant as specified in its charter)

Maryland	33-0580106
(State or Other	(IRS Employer
Jurisdiction of	Identification
Incorporation	Number)
or	
Organization)	

600 La Terraza Boulevard, Escondido, California 92025-3873
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (760) 741-2111

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

Title of Each Class	Name of Each Exchange On Which Registered
Common Stock, \$1.00 Par Value Class D Preferred Stock, \$1.00 Par Value Class E Preferred	New York Stock Exchange New York Stock Exchange New York Stock Exchange New York Stock Exchange

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Stock, \$1.00

Par Value

Securities registered pursuant to Section 12 (g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES NO

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

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

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

At June 30, 2010, the aggregate market value of the Registrant's shares of common stock, \$1.00 par value, held by non-affiliates of the Registrant was \$3.1 billion based upon the last reported sale price of \$30.33 per share on the New York Stock Exchange on June 30, 2010, the last business day of the Registrant's most recently completed second fiscal quarter.

At February 1, 2011, the number of shares of common stock outstanding was 118,200,703, the number of shares of Class D preferred stock outstanding was 5,100,000 and the number of shares of Class E preferred stock outstanding was 8,800,000.

DOCUMENTS INCORPORATED BY REFERENCE

Part III, Items 10, 11, 12, 13 and 14 incorporate by reference certain specific portions of the definitive Proxy Statement for Realty Income Corporation's Annual Meeting to be held on May 3, 2011, to be filed pursuant to Regulation 14A. Only those portions of the proxy statement which are specifically incorporated by reference herein shall constitute a part of this annual report.

REALTY INCOME CORPORATION

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PART I

Item 1: Business

THE COMPANY

Realty Income Corporation, The Monthly Dividend Company®, is a Maryland corporation organized to operate as an equity real estate investment trust, or REIT. Our primary business objective is to generate dependable monthly cash distributions from a consistent and predictable level of funds from operations, or FFO, per share. Our monthly distributions are supported by the cash flow from our portfolio of properties leased to retail and other commercial enterprises. We have in-house acquisition, leasing, legal, credit research, real estate research, portfolio management and capital markets expertise. Over the past 42 years, Realty Income and its predecessors have been acquiring and owning freestanding retail and other commercial properties that generate rental revenue under long-term lease agreements (primarily 15 to 20 years).

In addition, we seek to increase distributions to stockholders and FFO per share through both active portfolio management and the acquisition of additional properties. Our portfolio management generally includes seeking:

Contractual rent increases on existing leases;
Rent increases at the termination of existing leases, when market conditions permit; and
The active management of our property portfolio, including re-leasing vacant properties, and selectively selling properties, thereby mitigating our exposure to certain tenants and markets.

In acquiring additional properties, our strategy is primarily to acquire properties that are:

Freestanding, single-tenant locations;
Leased to regional and national commercial enterprises; and
Leased under long-term, net-lease agreements.

At December 31, 2010, we owned a diversified portfolio:

Of 2,496 properties;
With an occupancy rate of 96.6%, or 2,412 properties occupied and only 84 properties available for lease;
Leased to 122 different retail and other commercial enterprises doing business in 32 separate industries;
Located in 49 states;
With over 21.2 million square feet of leasable space; and
With an average leasable space per property of approximately 8,500 square feet.

Of the 2,496 properties in the portfolio, 2,485, or 99.6%, are single-tenant properties, and the remaining 11 are multi-tenant, distribution and office properties. At December 31, 2010, of the 2,485 single-tenant properties, 2,402 were leased with a weighted average remaining lease term (excluding extension options) of approximately 11.4 years.

In addition, at December 31, 2010, our wholly-owned taxable REIT subsidiary, Crest Net Lease, Inc., or Crest, had an inventory of three properties valued at \$3.0 million, which are classified as held for investment. No Crest properties are classified as held for sale at December 31, 2010. Crest was created to buy and sell properties, primarily to individual investors who are involved in tax-deferred exchanges under Section 1031 of the Internal Revenue Code of 1986, as amended, or the Code. In addition to the three properties, Crest also holds notes receivable of \$22.1 million at December 31, 2010.

We typically acquire properties under long-term leases with regional and national retailers and other commercial enterprises. Our acquisition and investment activities generally focus on businesses providing goods and services that satisfy basic consumer and business needs.

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Our net-lease agreements generally:

Are for initial terms of 15 to 20 years;

Require the tenant to pay minimum monthly rent and property operating expenses (taxes, insurance and maintenance); and

Provide for future rent increases based on increases in the consumer price index (typically subject to ceilings), additional rent calculated as a percentage of the tenants' gross sales above a specified level, or fixed increases.

We commenced operations as a REIT on August 15, 1994 through the merger of 25 public and private real estate limited partnerships. Each of the partnerships was formed between 1970 and 1989 for the purpose of acquiring and managing long-term, net-leased properties.

Our eight senior officers owned 1.1% of our outstanding common stock with a market value of \$44.5 million at February 1, 2011. Our directors and eight senior officers, as a group, owned 1.3% of our outstanding common stock with a market value of \$53.9 million at February 1, 2011.

Our common stock is listed on The New York Stock Exchange, or NYSE, under the ticker symbol "O" with a cusip number of 756109-104. Our central index key number is 726728.

Our Class D cumulative redeemable preferred stock is listed on the NYSE under the ticker symbol "OprD" with a cusip number of 756109-609.

Our Class E cumulative redeemable preferred stock is listed on the NYSE under the ticker symbol "OprE" with a cusip number of 756109-708.

In February 2011, we had 79 employees as compared to 72 employees in February 2010.

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

RECENT DEVELOPMENTS

Increases in Monthly Distributions to Common Stockholders

We have continued our 42-year policy of paying distributions monthly. Monthly distributions per share increased in April 2010 by \$0.0003125 to \$0.1433125, in July 2010 by \$0.0003125 to \$0.143625, in October 2010 by \$0.0003125 to \$0.1439375 and in January 2011 by \$0.0003125 to \$0.14425. The increase in January 2011 was our 53rd consecutive quarterly increase and the 60th increase in the amount of our dividend since our listing on the NYSE in 1994. In 2010, we paid three monthly cash distributions per share in the amount of \$0.143, three in the amount of \$0.1433125, three in the amount of \$0.143625 and three in the amount of \$0.1439375, totaling \$1.721625. In December 2010, January 2011 and February 2011, we declared distributions of \$0.14425 per share, which were paid in January 2011 and will be paid in February 2011 and March 2011, respectively.

The current monthly distribution of \$0.14425 per share represents an annualized distribution of \$1.731 per share, and an annualized distribution yield of approximately 5.1% based on the last reported sale price of our common stock on the NYSE of \$34.20 on December 31, 2010. Although we expect to continue our policy of paying monthly

distributions, we cannot guarantee that we will maintain our current level of distributions, that we will continue our pattern of increasing distributions per share, or what our actual distribution yield will be in any future period.

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Acquisitions During 2010

During 2010, we invested \$713.5 million in 186 new properties with an initial weighted average contractual lease rate of 7.9%. These 186 properties are located in 14 states, contain over 2.2 million leasable square feet, and are 100% leased with an average lease term of 15.7 years. The 186 new properties we acquired are net-leased to commercial enterprises in the following 13 industries: apparel stores, automotive collision services, automotive service, crafts and novelties, consumer electronics, convenience store, drug stores, grocery stores, health and fitness, office supplies, restaurants, sporting goods and wine and spirits. There were no acquisitions by Crest in 2010.

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

Included in the \$713.5 million invested during 2010 are the following acquisitions:

The acquisition and leaseback of approximately \$304.1 million of winery and vineyard properties under 20-year, triple-net lease agreements with Diageo Chateau & Estates Wine Company, guaranteed by Diageo plc, or, together with its subsidiaries, Diageo. The properties are primarily located in California's Napa Valley and include two wineries that produce wines for Diageo's Sterling Vineyards, or Sterling, and Beaulieu Vineyards, or BV, brands and 14 vineyards producing grapes for their Sterling, BV and other brands. The properties include approximately 3,600 acres and 426,000 square feet of winery, production, storage, shipping and tourist buildings. Diageo will continue to operate the wineries and vineyards. As a result of this acquisition of properties, Diageo has become our largest tenant based on rental revenue. Headquartered in London, Diageo is a global premium drinks company with a well-known portfolio of international brands of spirits, beer and wine. Diageo ordinary shares trade on the London Stock Exchange under the symbol "DGE.L" and on the NYSE under the symbol "DEO."

The acquisition of 23 retail properties leased to 13 tenants in six states, for approximately \$126.5 million, under long-term, net lease agreements. The properties are in eight different industries, including apparel stores, consumer electronics, crafts and novelties, drug stores, grocery stores, health and fitness, office supplies, and sporting goods. All of the properties acquired have in-place leases.

The acquisition of 135 SuperAmerica convenience stores and one support facility, for approximately \$247.6 million, under long-term, triple-net lease agreements. The stores are located in Minnesota and Wisconsin, and average approximately 3,500 leasable square feet on approximately 1.14 acres.

The remaining 11 properties acquired totaled approximately \$35.3 million.

Investments in Existing Properties

In 2010, we capitalized costs of \$3.6 million on existing properties in our portfolio, consisting of \$1.5 million for re-leasing costs and \$2.1 million for building improvements.

\$425 Million Acquisition Credit Facility

In December 2010, we entered into a new \$425 million acquisition credit facility that replaced our previous \$355 million acquisition credit facility that was scheduled to expire in May 2011. The initial term of the new credit facility expires in March 2014 and includes two, one-year extension options. Under the new credit facility, our investment grade credit ratings provide for financing at London Interbank Offered Rate, commonly referred to as LIBOR, plus 185 basis points with a facility commitment fee of 35 basis points, for all-in drawn pricing of 220 basis points over LIBOR. We also have other interest rate options available to us. Our credit facility is unsecured and, accordingly, we have not pledged any assets as collateral for this obligation. At December 31, 2010, there were no borrowings on our credit facility, but if there were, the effective borrowing rate would have been 2.1%.

Issuance of Common Stock

In December 2010, we issued 7,360,000 shares of common stock at a price of \$33.70 per share. The net proceeds of approximately \$235.7 million were used to repay borrowings of \$179.8 million under our acquisition credit facility and to fund property acquisitions during December 2010. The remaining net proceeds were used for general corporate purposes and working capital.

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In September 2010, we issued 6,198,500 shares of common stock at a price of \$33.40 per share. The net proceeds of approximately \$196.9 million were used to repay borrowings of \$49.7 million under our acquisition credit facility and to fund \$126.5 million of property acquisitions during October 2010. The remaining net proceeds were used for general corporate purposes and working capital.

Note Issuance

In June 2010, we issued \$250.0 million aggregate principal amount of 5.75% senior unsecured notes due January 2021, or the 2021 Notes. The price to the investor for the 2021 Notes was 99.404% of the principal amount for an effective yield of 5.826%. The net proceeds of approximately \$246.1 million from this offering were used to repay borrowings under our acquisition credit facility, which were used to finance the acquisition of the Diageo properties. Interest is paid semiannually on the 2021 Notes.

Net Income Available to Common Stockholders

Net income available to common stockholders was \$106.5 million in 2010 versus \$106.9 million in 2009, a decrease of \$343,000. On a diluted per common share basis, net income was \$1.01 in 2010 as compared to \$1.03 in 2009.

The calculation to determine net income available to common stockholders includes gains from the sale of properties. The amount of gains varies from period to period based on the timing of property sales and can significantly impact net income available to common stockholders.

The gain from the sale of properties during 2010 was \$8.7 million, as compared to \$8.1 million during 2009.

Funds from Operations Available to Common Stockholders (FFO)

In 2010, our FFO increased by \$3.3 million, or 1.7%, to \$193.7 million versus \$190.4 million in 2009. On a diluted per common share basis, FFO was \$1.83 in 2010 compared to \$1.84 in 2009, a decrease of \$0.01, or 0.5%.

See our discussion of FFO in the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this annual report, which includes a reconciliation of net income available to common stockholders to FFO.

Adjusted Funds from Operations Available to Common Stockholders (AFFO)

In 2010, our AFFO increased by \$4.6 million, or 2.4%, to \$197.3 million versus \$192.7 million in 2009. On a diluted per common share basis, AFFO was \$1.86 in 2010 and 2009.

See our discussion of AFFO in the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this annual report, which includes a reconciliation of net income available to common stockholders to FFO and AFFO.

DISTRIBUTION POLICY

Distributions are paid monthly to our common, Class D preferred and Class E preferred stockholders if, and when, declared by our Board of Directors.

In order to maintain our tax status as a REIT for federal income tax purposes, we generally are required to distribute dividends to our stockholders aggregating annually at least 90% of our REIT taxable income (determined without regard to the dividends paid deduction and excluding net capital gains), and we are subject to income tax to the extent we distribute less than 100% of our REIT taxable income (including net capital gains). In 2010, our cash distributions totaled \$206.8 million, or approximately 136.3% of our estimated REIT taxable income of \$151.7 million. Our

estimated REIT taxable income reflects non-cash deductions for depreciation and amortization. Our estimated REIT taxable income is presented to show our compliance with REIT distribution requirements and is not a measure of our liquidity or performance.

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We intend to continue to make distributions to our stockholders that are sufficient to meet this distribution requirement and that will reduce our exposure to income taxes. Furthermore, we believe our funds from operations are more than sufficient to support our current level of cash distributions to our stockholders. Our 2010 cash distributions to common stockholders totaled \$182.5 million, representing 94.2% of our funds from operations available to common stockholders of \$193.7 million.

The Class D preferred stockholders receive cumulative distributions at a rate of 7.375% per annum on the \$25 per share liquidation preference (equivalent to \$1.84375 per annum per share). The Class E preferred stockholders receive cumulative distributions at a rate of 6.75% per annum on the \$25 per share liquidation preference (equivalent to \$1.6875 per annum per share). Dividends on our Class D and Class E preferred stock are current.

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

Distributions of our current and accumulated earnings and profits for federal income tax purposes generally will be taxable to stockholders as ordinary income, except to the extent that we recognize capital gains and declare a capital gains dividend, or that such amounts constitute "qualified dividend income" subject to a reduced rate of tax. The maximum tax rate of non-corporate taxpayers for "qualified dividend income" has generally been reduced to 15% (until it "sunset" or reverts to the provisions of prior law, which under current law will occur with respect to taxable years beginning after December 31, 2012). In general, dividends payable by REITs are not eligible for the reduced tax rate on corporate dividends, except to the extent the REIT's dividends are attributable to dividends received from taxable corporations (such as our taxable REIT subsidiary, Crest), to income that was subject to tax at the corporate or REIT level (for example, if we distribute taxable income that we retained and paid tax on in the prior taxable year) or, as discussed above, dividends properly designated by us as "capital gain dividends." Distributions in excess of earnings and profits generally will be treated as a non-taxable reduction in the stockholders' basis in their stock. Distributions above that basis, generally, will be taxable as a capital gain to stockholders who hold their shares as a capital asset. Approximately 26.8% of the distributions to our common stockholders, made or deemed to have been made in 2010, were classified as a return of capital for federal income tax purposes. We are unable to predict the portion of future distributions that may be classified as a return of capital.

BUSINESS PHILOSOPHY AND STRATEGY

Capital Philosophy

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

Conservative Capital Structure

We believe that our stockholders are best served by a conservative capital structure. Therefore, we seek to maintain a conservative debt level on our balance sheet and solid interest and fixed charge coverage ratios. At December 31, 2010, our total outstanding borrowings were \$1.6 billion of senior unsecured notes, or approximately 26.7% of our total market capitalization of \$5.99 billion. There were no outstanding borrowings on our credit facility at December 31, 2010.

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We define our total market capitalization at December 31, 2010 as the sum of:

Shares of our common stock outstanding of 118,058,988 multiplied by the last reported NYSE sales price of \$34.20 per share on December 31, 2010, or \$4.04 billion;

Aggregate liquidation value (par value of \$25 per share) of the Class D preferred stock of \$127.5 million;

Aggregate liquidation value (par value of \$25 per share) of the Class E preferred stock of \$220 million; and
Outstanding notes of \$1.6 billion.

Investment Philosophy

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

Investment Strategy

When identifying new properties for acquisition, our focus is generally on providing capital to owners and operators of retail and other commercial enterprises by acquiring, then leasing back, the real estate they consider important to the successful operation of their business. We categorize tenants as: 1) venture market, 2) middle market, and 3) upper market. Venture companies typically offer a newer concept, generally in one geographic region of the country and operate between five and 50 locations. Middle market companies typically have 50 to 500 locations, operations in more than one geographic region, have been successful through one or more economic cycles, and have a proven, replicable concept. The upper market tenants typically consist of companies with 500 or more locations, operating a proven, mature concept. Upper market tenants generally have strong operating histories and access to several sources of capital.

We primarily focus on acquiring properties leased to middle market retail and other commercial enterprises that we believe are attractive for investment because:

They generally have overcome many of the operational and managerial obstacles that can adversely affect new venture companies;

They typically require capital to fund expansion but have more limited financing options than upper market tenants;

They generally have provided us with attractive risk-adjusted returns over time since their financial strength has, in many cases, tended to improve as their businesses have grown;

Their relatively large size allows them to spread corporate expenses across a greater number of locations; and
Middle market tenants typically have the critical mass to survive during economic or market dislocations.

Historically, our investment focus has primarily been on retail and other commercial enterprises that have a service component because we believe the lease revenue from these types of businesses is more stable. Because of this investment focus, for the quarter ended December 31, 2010, approximately 78% of our rental revenue was derived from tenants with a service component in their business. We believe these service-oriented businesses would be difficult to duplicate over the Internet and that our properties continue to perform well relative to competition from Internet-based businesses.

Credit Strategy

We primarily provide sale-leaseback financing to less than investment grade tenants. We typically acquire and lease back properties to regional and national commercial enterprises and believe that within this market we can achieve an attractive risk-adjusted return. Since 1970, our overall weighted average occupancy rate at the end of each year has been 98.2%, and our occupancy rate at the end of each year has never been below 96%.

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We believe the principal financial obligations of most commercial enterprises typically include their bank and other debt, payment obligations to suppliers and real estate lease obligations. Because we typically own the land and building in which a tenant conducts its business, we believe the risk of default on a tenants' lease obligations is less than the tenants' unsecured general obligations. It has been our experience that since tenants must retain their profitable locations in order to survive, in the event of reorganization they are less likely to reject a lease for a profitable location because this would terminate their right to use the property. Thus, as the property owner, we believe we will fare better than unsecured creditors of the same tenant in the event of reorganization. If a property is rejected by the tenant during reorganization, we own the property and can either lease it to a new tenant or sell the property. In addition, we believe that the risk of default on the real estate leases can be further mitigated by monitoring the performance of the tenants' individual unit locations and considering whether to sell locations that are weaker performers.

In order to qualify for inclusion in our portfolio, new property acquisitions must meet stringent investment and credit requirements. The properties must generate attractive current yields and the tenant must meet our credit profile. We have established a three-part analysis that examines each potential investment based on:

- Industry, company, market conditions and credit profile;
- Store profitability, if profitability data is available, and the importance of the location of the real estate to the operations of the company's business; and
- Overall real estate characteristics, including property value and comparative rental rates.

The typical profile of companies whose properties have been approved for acquisition are those with 50 or more locations. Generally the properties:

- Are located in highly visible areas;
- Have easy access to major thoroughfares; and
- Have attractive demographics.

Acquisition Strategy

We seek to invest in industries in which several, well-organized, regional and national retailers and other commercial enterprises are capturing market share through service, quality control, economies of scale, strong consumer brands, advertising, and the selection of prime locations. We execute our acquisition strategy by acting as a source of capital to regional and national commercial enterprises by acquiring and leasing back their real estate locations. We undertake thorough research and analysis to identify what we consider to be appropriate industries, tenants and property locations for investment. Our research expertise is instrumental to uncovering net-lease opportunities in markets where our real estate financing program adds value. In selecting real estate for potential investment, we generally seek to acquire properties that have the following characteristics:

- Freestanding, commercially-zoned property with a single tenant;
- Properties that are important locations for regional and national commercial enterprises;
- Properties that we deem to be profitable for the tenants and/or can generally be characterized as important to the operations of the company's business;
- Properties that are located within attractive demographic areas relative to the business of our tenants, with high visibility and easy access to major thoroughfares; and
- Properties that can be purchased with the simultaneous execution or assumption of long-term, net-lease agreements, offering both current income and the potential for rent increases.

Impact of Real Estate and Credit Markets

In the commercial real estate market, property prices generally continue to fluctuate. Likewise, the U.S. credit markets have experienced significant price volatility, dislocations and liquidity disruptions, which sometimes impact our access to and cost of capital. We continue to monitor the commercial real estate and U.S. credit markets carefully and, if required, will make decisions to adjust our business strategy accordingly. See Item 1A entitled "Risk Factors" in this annual report.

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Portfolio Management Strategy

The active management of the property portfolio is an essential component of our long-term strategy. We continually monitor our portfolio for any changes that could affect the performance of the industries, tenants and locations in which we have invested. We also regularly analyze our portfolio with a view toward optimizing its returns and enhancing our credit quality.

Our executives regularly review and analyze:

The performance of the various industries of our tenants; and
The operation, management, business planning, and financial condition of our tenants.

We have an active portfolio management program that incorporates the sale of assets when we believe the reinvestment of the sale proceeds will:

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

At December 31, 2010, we classified real estate with a carrying amount of \$3.6 million as held for sale on our balance sheet. Additionally, we anticipate selling investment properties from our portfolio that have not yet been specifically identified, from which we anticipate receiving between \$10 million and \$35 million in proceeds during the next 12 months. We intend to invest these proceeds into new property acquisitions, if there are attractive opportunities available. However, we cannot guarantee that we will sell properties during the next 12 months or be able to invest the proceeds from the sales of any properties in new properties.

Universal Shelf Registration

In March 2009, we filed a shelf registration statement with the SEC, which expires in March 2012. In accordance with the SEC rules, the amount of securities to be issued pursuant to this shelf registration statement was not specified when it was filed and there is no specific dollar limit. The securities covered by this registration statement include common stock, preferred stock, debt securities, or any combination of these securities. We may periodically offer one or more of these securities in amounts, prices and on terms to be announced when and if the securities are offered. The specifics of any future offerings, along with the use of proceeds of any securities offered, will be described in detail in a prospectus supplement, or other offering materials, at the time of any offering.

\$425 Million Acquisition Credit Facility

In December 2010, we entered into a new \$425 million revolving, unsecured credit facility that replaced our previous \$355 million acquisition credit facility that was scheduled to expire in May 2011. The initial term of the new credit facility expires in March 2014 and includes two, one-year extension options. Under the new credit facility, our investment grade credit ratings provide for financing at LIBOR, plus 185 basis points with a facility commitment fee of 35 basis points, for all-in drawn pricing of 220 basis points over LIBOR. We also have other interest rate options available to us. Our credit facility is unsecured and, accordingly, we have not pledged any assets as collateral for this obligation. At December 31, 2010, we had a borrowing capacity of \$425 million available on our credit facility and no outstanding balance. If there were outstanding borrowings, the effective borrowing rate would have been 2.1%.

We expect to use our credit facility to acquire additional properties and for other corporate purposes. Any additional borrowings will increase our exposure to interest rate risk. We have the right to request an increase in the borrowing capacity of the credit facility, up to \$200 million, to a total borrowing capacity of \$625 million. Any increase in the borrowing capacity is subject to approval by the banks participating in our credit facility.

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

Credit Agency Ratings

The borrowing rates under our credit facility are based upon our credit ratings. We are currently assigned the following investment grade credit ratings on our senior unsecured notes: Fitch Ratings has assigned a rating of BBB+, Moody's Investors Service has assigned a rating of Baa1 and Standard & Poor's Ratings Group has assigned a rating of BBB to our senior notes. All of these ratings have "stable" outlooks.

Based on our current ratings, the current facility interest rate is LIBOR plus 185 basis points with a facility commitment fee of 35 basis points, for all-in drawn pricing of 220 basis points over LIBOR. The credit facility provides that the interest rate can range between: (i) LIBOR plus 300 basis points if our credit facility is lower than BBB-/Baa3 and (ii) LIBOR plus 175 basis points if our credit rating is A-/A3 or higher. In addition, our credit facility provides for a facility commitment fee based on our credit ratings, which ranges from: (i) 50 basis points for a rating lower than BBB-/Baa3, and (ii) 30 basis points for a credit rating of A-/A3 or higher.

We also issue senior debt securities from time to time and our credit ratings can impact the interest rates charged in those transactions. If our credit ratings or ratings outlook change, our cost to obtain debt financing could increase or decrease.

The credit ratings assigned to us could change based upon, among other things, our results of operations and financial condition. These ratings are subject to ongoing evaluation by credit rating agencies and we cannot assure you that our ratings will not be changed or withdrawn by a rating agency in the future if, in its judgment, circumstances warrant. Moreover, a rating is not a recommendation to buy, sell or hold our debt securities, preferred stock or common stock.

Mortgage Debt

We have no mortgage debt on any of our properties.

No Off-Balance Sheet Arrangements or Unconsolidated Investments

We have no unconsolidated or off-balance sheet investments in "variable interest entities" or off-balance sheet financing, nor do we engage in trading activities involving energy or commodity contracts or other derivative instruments. Additionally, we have no joint ventures or mandatorily redeemable preferred stock. As such, our financial position and results of operations are not affected by accounting regulations regarding the consolidation of off-balance sheet entities and classification of financial instruments with characteristics of both liabilities and equity.

Competitive Strategy

We believe that to successfully pursue our investment philosophy and strategy, we must seek to maintain the following competitive advantages:

Size and Type of Investment Properties: We believe smaller (\$500,000 to \$10,000,000) net-leased properties, whether purchased individually or as part of larger portfolio purchases, represent an attractive investment opportunity in today's real estate environment. Due to the complexities of acquiring and managing a large portfolio of relatively small assets, we believe these types of properties have not experienced significant institutional ownership interest or the corresponding yield reduction experienced by larger income-producing properties. We believe the less intensive day-to-day property management required by net-lease agreements, coupled with the active management of a large portfolio of smaller properties, is an effective investment strategy. The tenants of our

freestanding properties generally provide goods and services that satisfy basic consumer needs. In order to grow and expand, they generally need capital. Since the acquisition of real estate is typically the single largest capital expenditure of many of these tenants, our method of purchasing the property and then leasing it back, under a net-lease arrangement, allows the commercial enterprise to free up capital.

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Investment in New Industries: We will seek to further diversify our portfolio among a variety of industries. We believe diversification will allow us to invest in industries that currently are growing and have characteristics we find attractive. When analyzing new industries, we seek to acquire properties which are critical to the success of a commercial enterprise, through its distribution of the product or service. Other characteristics may include, but are not limited to, industries that are dominated by local store operators where regional and national store operators and other commercial enterprises can increase market share and dominance by consolidating local operators and streamlining their operations, as well as capitalizing on major demographic shifts in a population base.

Diversification: Diversification of the portfolio by industry type, tenant, and geographic location is key to our objective of providing predictable investment results for our stockholders, therefore further diversification of our portfolio is a continuing objective. At December 31, 2010, we owned a diversified property portfolio that consisted of 2,496 properties located in 49 states, leased to 122 different retail and other commercial enterprises doing business in 32 industry segments. Each of the 32 industry segments, represented in our property portfolio, individually accounted for no more than 19.1% of our rental revenue for the quarter ended December 31, 2010.

Management Specialization: We believe that our management's specialization in acquiring and managing single-tenant properties, operated under net-lease agreements, purchased individually or as part of a larger portfolio, is important to meeting our objectives. We plan to maintain this specialization and will seek to employ and train high-quality professionals in this specialized area of real estate ownership, finance and management.

Technology: We intend to stay at the forefront of technology in our efforts to carry out our operations efficiently and economically. We maintain sophisticated information systems that allow us to analyze our portfolio's performance and actively manage our investments. We believe that technology and information-based systems play an important role in our competitiveness as an investment manager and source of capital to a variety of industries and tenants.

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PROPERTY PORTFOLIO INFORMATION

At December 31, 2010, we owned a diversified portfolio:

- Of 2,496 properties;
- With an occupancy rate of 96.6%, or 2,412 properties occupied and only 84 properties available for lease;
- Leased to 122 different retail and other commercial enterprises doing business in 32 separate industries;
- Located in 49 states;
- With over 21.2 million square feet of leasable space; and
- With an average leasable space per property of approximately 8,500 square feet.

In addition to our real estate portfolio, our subsidiary, Crest, had an inventory of three properties located in three states at December 31, 2010. These properties are valued at \$3.0 million and are classified as held for investment. No Crest properties are classified as held for sale at December 31, 2010.

At December 31, 2010, of our 2,496 properties, 2,402 were leased under net-lease agreements. A net lease typically requires the tenant to be responsible for minimum monthly rent and property operating expenses including property taxes, insurance and maintenance. In addition, our tenants are typically responsible for future rent increases based on increases in the consumer price index (typically subject to ceilings), additional rent calculated as a percentage of the tenants' gross sales above a specified level, or fixed increases.

Our net-lease agreements generally:

- Are for initial terms of 15 to 20 years;
- Require the tenant to pay minimum monthly rents and property operating expenses (taxes, insurance and maintenance); and
- Provide for future rent increases based on increases in the consumer price index (typically subject to ceilings), additional rent calculated as a percentage of the tenants' gross sales above a specified level, or fixed increases. Where leases provide for rent increases based on increases in the consumer price index, generally these increases become part of the new permanent base rent. Where leases provide for percentage rent, this additional rent is typically payable only if the tenants' gross sales, for a given period (usually one year), exceed a specified level and is then typically calculated as a percentage of only the amount of gross sales in excess of that level.

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Industry Diversification

The following table sets forth certain information regarding Realty Income's property portfolio (excluding properties owned by Crest) classified according to the business of the respective tenants, expressed as a percentage of our total rental revenue:

Industries	Percentage of Rental Revenue(1)													
	For the Quarter Ended December 31, 2010		For the Years Ended											
			Dec 31, 2010		Dec 31, 2009		Dec 31, 2008		Dec 31, 2007		Dec 31, 2006		Dec 31, 2005	
Apparel stores	1.5	%	1.2	%	1.1	%	1.1	%	1.2	%	1.7	%	1.6	%
Automotive collision services	1.0		1.0		1.1		1.0		1.1		1.3		1.3	
Automotive parts	1.5		1.4		1.5		1.6		2.1		2.8		3.4	
Automotive service	4.5		4.7		4.8		4.8		5.2		6.9		7.6	
Automotive tire services	5.9		6.4		6.9		6.7		7.3		6.1		7.2	
Book stores	0.1		0.1		0.2		0.2		0.2		0.2		0.3	
Business services	*		*		*		*		0.1		0.1		0.1	
Child care	5.9		6.5		7.3		7.6		8.4		10.3		12.7	
Consumer electronics	0.6		0.6		0.7		0.8		0.9		1.1		1.3	
Convenience stores	17.4		17.1		16.9		15.8		14.0		16.1		18.7	
Crafts and novelties	0.3		0.3		0.3		0.3		0.3		0.4		0.4	
Distribution and office	1.0		1.0		1.0		1.0		0.6		--		--	
Drug stores	3.9		4.1		4.3		4.1		2.7		2.9		2.8	
Entertainment	1.1		1.2		1.3		1.2		1.4		1.6		2.1	
Equipment rental services	0.2		0.2		0.2		0.2		0.2		0.2		0.4	
Financial services	0.2		0.2		0.2		0.2		0.2		0.1		0.1	
General merchandise	0.7		0.8		0.8		0.8		0.7		0.6		0.5	
Grocery stores	1.5		0.9		0.7		0.7		0.7		0.7		0.7	
Health and fitness	6.7		6.9		5.9		5.6		5.1		4.3		3.7	
Home furnishings	1.2		1.3		1.3		2.4		2.6		3.1		3.7	
Home improvement	1.6		1.7		1.9		1.9		2.1		3.4		1.1	
Motor vehicle dealerships	2.4		2.6		2.7		3.1		3.1		3.4		2.6	
Office supplies	1.0		0.9		1.0		1.0		1.1		1.3		1.5	
Pet supplies and services	0.8		0.9		0.9		0.8		0.9		1.1		1.3	
Private education	0.8		0.8		0.9		0.8		0.8		0.8		0.8	
Restaurants	19.1		20.4		21.3		21.8		21.2		11.9		9.4	

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Shoe stores	0.2	0.1	--	--	--	--	0.3							
Sporting goods	2.9	2.7	2.6	2.3	2.6	2.9	3.4							
Theaters	8.6	8.9	9.2	9.0	9.0	9.6	5.2							
Travel plazas	0.2	0.2	0.2	0.2	0.2	0.3	0.3							
Video rental	0.0	0.2	1.0	1.1	1.7	2.1	2.5							
Wine and spirits	5.6	3.0	--	--	--	--	--							
Other	1.6	1.7	1.8	1.9	2.3	2.7	3.0							
Totals	100.0	%	100.0	%	100.0	%	100.0	%	100.0	%	100.0	%	100.0	%

* Less than 0.1%

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

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Service Category Diversification

The following table sets forth certain information regarding the properties owned by Realty Income (excluding properties owned by Crest) at December 31, 2010, classified according to the business types and the level of services they provide (dollars in thousands):

Industry	Number of Properties	Rental Revenue for the Quarter Ended December 31, 2010(1)	Percentage of Rental Revenue	
Tenants Providing Services				
Automotive collision services	14	\$893	1.0	%
Automotive service	240	4,113	4.5	
Child care	250	5,467	5.9	
Entertainment	8	1,064	1.1	
Equipment rental services	2	150	0.2	
Financial services	12	193	0.2	
Health and fitness	34	6,182	6.7	
Private education	11	730	0.8	
Theaters	34	7,944	8.6	
Other	13	1,456	1.6	
	618	28,192	30.6	
Tenants Selling Goods and Services				
Automotive parts (with installation)	25	449	0.5	
Automotive tire services	154	5,468	5.9	
Business services	1	5	*	
Convenience stores	720	16,046	17.4	
Distribution and office	4	919	1.0	
Home improvement	1	27	*	
Motor vehicle dealerships	17	2,228	2.4	
Pet supplies and services	12	709	0.8	
Restaurants	631	17,601	19.1	
Travel plazas	1	187	0.2	
Video rental	15	0	0.0	
	1,581	43,639	47.3	
Tenants Selling Goods				
Apparel stores	11	1,365	1.5	
Automotive parts	43	898	1.0	
Book stores	1	128	0.1	
Consumer electronics	9	521	0.6	
Crafts and novelties	5	234	0.3	
Drug stores	52	3,619	3.9	
General merchandise	33	691	0.7	
Grocery stores	21	1,397	1.5	
Home furnishings	42	1,149	1.2	
Home improvement	28	1,464	1.6	
Office supplies	11	880	1.0	
Pet supplies	3	33	*	

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Shoe stores	1	168	0.2	
Sporting goods	21	2,650	2.9	
Wine and spirits	16	5,134	5.6	
	297	20,331	22.1	
Totals	2,496	\$92,162	100.0	%

* Less than 0.1%

(1) Includes rental revenue for all properties owned by Realty Income at December 31, 2010, including revenue from properties reclassified as discontinued operations of \$98. Excludes revenue of \$80 for properties owned by Crest.

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Lease Expirations

The following table sets forth certain information regarding Realty Income's property portfolio (excluding properties owned by Crest) regarding the timing of the lease term expirations (excluding extension options) on our 2,402 net leased, single-tenant properties as of December 31, 2010 (dollars in thousands):

Year	Total Number of Leases Expiring(1)	Total Portfolio Rental Revenue for the Quarter Ended 31, 2010(2)			Initial Expirations(3)			Subsequent Expirations(4)				
		Total Revenue	% of Total Rental Revenue	%	Number of Leases Expiring	Rental Revenue for the Quarter Ended 31, 2010	% of Total Rental Revenue	%	Number of Leases Expiring	Rental Revenue for the Quarter Ended 31, 2010	% of Total Rental Revenue	
2011	164	\$ 4,144	4.6	%	58	\$ 1,975	2.2	%	106	\$ 2,169	2.4	%
2012	127	2,908	3.2		37	1,031	1.1		90	1,877	2.1	
2013	147	4,947	5.5		65	2,961	3.3		82	1,986	2.2	
2014	111	3,489	3.8		41	1,861	2.0		70	1,628	1.8	
2015	147	3,768	4.2		78	2,205	2.5		69	1,563	1.7	
2016	130	2,516	2.8		111	2,107	2.3		19	409	0.5	
2017	51	1,904	2.1		40	1,681	1.9		11	223	0.2	
2018	46	2,230	2.5		38	2,027	2.3		8	203	0.2	
2019	98	5,089	5.6		90	4,659	5.1		8	430	0.5	
2020	86	4,208	4.6		75	3,605	4.0		11	603	0.6	
2021	177	7,592	8.4		176	7,538	8.3		1	54	0.1	
2022	100	3,072	3.4		99	3,024	3.3		1	48	0.1	
2023	253	8,779	9.7		251	8,706	9.6		2	73	0.1	
2024	64	2,348	2.6		64	2,348	2.6		--	--	--	
2025	208	7,684	8.5		203	7,557	8.4		5	127	0.1	
2026	109	6,378	7.1		107	6,319	7.0		2	59	0.1	
2027	169	5,572	6.1		168	5,555	6.1		1	17	*	
2028	81	4,119	4.5		79	4,069	4.4		2	50	0.1	
2029	49	1,290	1.4		48	1,275	1.4		1	15	*	
2030	43	6,163	6.8		43	6,163	6.8		--	--	--	
2031	27	663	0.7		27	663	0.7		--	--	--	
2032	2	655	0.7		2	655	0.7		--	--	--	
2033	7	460	0.5		7	460	0.5		--	--	--	
2034	3	281	0.3		3	281	0.3		--	--	--	
2037	2	354	0.4		2	354	0.4		--	--	--	
2043	1	13	*		--	--	--		1	13	*	
Totals	2,402	\$ 90,626	100.0	%	1,912	\$ 79,079	87.2	%	490	\$ 11,547	12.8	%

*Less than 0.1%

(1) Excludes ten multi-tenant properties and 84 vacant unleased properties, one of which is a multi-tenant property. The lease expirations for properties under construction are based on the estimated date of completion of those properties.

(2) Includes rental revenue of \$98 from properties reclassified as discontinued operations and excludes revenue of \$1,536 from ten multi-tenant properties and from 84 vacant and unleased properties at December 31, 2010.

Excludes revenue of \$80 from properties owned by Crest.

- (3) Represents leases to the initial tenant of the property that are expiring for the first time.
- (4) Represents lease expirations on properties in the portfolio, which have previously been renewed, extended or re-tenanted.

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State Diversification

The following table sets forth certain state-by-state information regarding Realty Income's property portfolio (excluding properties owned by Crest) as of December 31, 2010 (dollars in thousands):

State	Number of Properties	Percent Leased	Approximate Leasable Square Feet	Rental Revenue for the Quarter Ended December 31, 2010(1)	Percentage of Rental Revenue
Alabama	62	97	% 420,200	\$ 1,861	2.0 %
Alaska	2	100	128,500	287	0.3
Arizona	82	98	509,300	2,740	3.0
Arkansas	17	94	92,400	380	0.4
California	82	98	1,675,500	9,987	10.8
Colorado	51	94	471,400	1,804	2.0
Connecticut	23	96	269,100	1,156	1.3
Delaware	17	100	33,300	431	0.5
Florida	169	93	1,621,000	6,903	7.5
Georgia	131	95	905,500	3,809	4.1
Hawaii	--	--	--	--	--
Idaho	12	100	80,700	339	0.4
Illinois	84	99	998,500	5,107	5.5
Indiana	81	95	729,900	3,512	3.8
Iowa	21	100	290,600	1,018	1.1
Kansas	31	90	562,500	1,043	1.1
Kentucky	22	95	110,600	647	0.7
Louisiana	32	100	184,900	947	1.0
Maine	3	100	22,500	162	0.2
Maryland	28	100	266,600	1,661	1.8
Massachusetts	64	98	575,400	2,558	2.8
Michigan	52	100	257,300	1,287	1.4
Minnesota	150	99	894,700	3,240	3.5
Mississippi	72	97	360,700	1,563	1.7
Missouri	61	95	634,900	2,174	2.4
Montana	2	100	30,000	77	0.1
Nebraska	19	95	196,300	488	0.5
Nevada	14	93	153,200	720	0.8
New Hampshire	14	100	109,900	588	0.6
New Jersey	33	100	261,300	1,944	2.1
New Mexico	9	100	58,400	211	0.2
New York	39	97	495,000	2,553	2.8
North Carolina	94	99	531,700	2,896	3.1
North Dakota	6	100	36,600	69	0.1
Ohio	136	94	846,200	3,224	3.5
Oklahoma	35	100	755,300	1,305	1.4
Oregon	18	94	297,300	929	1.0
Pennsylvania	98	99	677,200	3,556	3.9
Rhode Island	3	100	11,000	59	0.1

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South Carolina	99	100	372,500	2,271	2.5
South Dakota	10	100	89,800	165	0.2
Tennessee	129	95	592,400	2,758	3.0
Texas	213	95	2,357,200	8,074	8.8
Utah	4	100	25,200	94	0.1
Vermont	4	100	12,700	129	0.1
Virginia	104	95	636,500	3,410	3.7
Washington	34	94	276,500	1,036	1.1
West Virginia	2	100	23,000	121	0.1
Wisconsin	27	93	269,200	869	0.9
Wyoming	1	0	5,400	0	0.0
Totals/Average	2,496	97	% 21,215,800	\$ 92,162	100.0 %

* Less than 0.1%

(1) Includes rental revenue for all properties owned by Realty Income at December 31, 2010, including revenue from properties reclassified as discontinued operations of \$98. Excludes revenue of \$80 from properties owned by Crest.

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FORWARD-LOOKING STATEMENTS

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

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

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

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

Additional factors that may cause risks and uncertainties include those discussed in the sections entitled "Business", "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this annual report.

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

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Item 1A: Risk Factors

This "Risk Factors" section contains references to our "capital stock" and to our "stockholders." Unless expressly stated otherwise, the references to our "capital stock" represent our common stock and any class or series of our preferred stock, while the references to our "stockholders" represent holders of our common stock and any class or series of our preferred stock.

In order to grow we need to continue to acquire investment properties. The acquisition of investment properties may be subject to competitive pressures.

We face competition in the acquisition, operation and sale of property. We expect competition from:

Businesses;
Individuals;
Fiduciary accounts and plans; and
Other entities engaged in real estate investment and financing.

Some of these competitors are larger than we are and have greater financial resources. This competition may result in a higher cost for properties we wish to purchase.

Negative market conditions or adverse events affecting our existing or potential tenants, or the industries in which they operate, could have an adverse impact on our ability to attract new tenants, re-lease space, collect rent or renew leases, which could adversely affect our cash flow from operations and inhibit growth.

Cash flow from operations depends in part on the ability to lease space to tenants on economically favorable terms. We could be adversely affected by various facts and events over which we have limited or no control, such as:

Lack of demand in areas where our properties are located;
Inability to retain existing tenants and attract new tenants;
Oversupply of space and changes in market rental rates;
Declines in our tenants' creditworthiness and ability to pay rent, which may be affected by their operations, the current economic situation and competition within their industries from other operators;
Defaults by and bankruptcies of tenants, failure of tenants to pay rent on a timely basis, or failure of tenants to comply with their contractual obligations; and
Economic or physical decline of the areas where the properties are located.

At any time, any tenant may experience a downturn in its business that may weaken its operating results or overall financial condition. As a result, a tenant may delay lease commencement, fail to make rental payments when due, decline to extend a lease upon its expiration, become insolvent or declare bankruptcy. Any tenant bankruptcy or insolvency, leasing delay or failure to make rental payments when due could result in the termination of the tenant's lease and material losses to us.

If tenants do not renew their leases as they expire, we may not be able to rent or sell the properties. Furthermore, leases that are renewed, and some new leases for properties that are re-leased, may have terms that are less economically favorable than expiring lease terms, or may require us to incur significant costs, such as renovations, tenant improvements or lease transaction costs. Negative market conditions may cause us to sell vacant properties for less than their carrying value, which could result in impairments. Any of these events could adversely affect cash flow from operations and our ability to make distributions to shareholders and service indebtedness. A significant portion of the costs of owning property, such as real estate taxes, insurance and maintenance, are not necessarily reduced when circumstances cause a decrease in rental revenue from the properties. In a weakened financial condition, tenants may not be able to pay these costs of ownership and we may be unable to recover these operating expenses from them.

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Further, the occurrence of a tenant bankruptcy or insolvency could diminish the income we receive from the tenant's lease or leases. In addition, a bankruptcy court might authorize the tenant to terminate its leases with us. If that happens, our claim against the bankrupt tenant for unpaid future rent would be subject to statutory limitations that most likely would be substantially less than the remaining rent we are owed under the leases. In addition, any claim we have for unpaid past rent, if any, may not be paid in full. As a result, tenant bankruptcies may have a material adverse effect on our results of operations. Any of these events could adversely affect cash from operations and our ability to make distributions to stockholders and service indebtedness.

Eighty-four of our properties were available for lease or sale at December 31, 2010, of which all but one were single-tenant properties. At December 31, 2010, 32 of our properties under lease were unoccupied and available for sublease by the tenants, all of which were current with their rent and other obligations. During 2010, each of our tenants accounted for less than 10% of our rental revenue.

For the fourth quarter of 2010, our tenants in the restaurant and convenience store industries accounted for approximately 19.1% and 17.4%, respectively, of our rental revenue. A downturn in either of these industries, whether nationwide or limited to specific sectors of the United States could adversely affect tenants in these industries, which in turn could have a material adverse affect on our financial position, results of operations and our ability to pay the principal of and interest on our debt securities and other indebtedness and to make distributions on our common stock and preferred stock. Individually, each of the other industries in our property portfolio accounted for less than 10% of our rental revenue for the fourth quarter of 2010. Nevertheless, downturns in these other industries could also adversely affect our tenants, which in turn could also have a material adverse affect on our financial position, results of operations and our ability to pay the principal of and interest on our debt securities and other indebtedness and to make distributions on our common and preferred stock. In addition, we may in the future make additional investments in the restaurant industry and convenience store industry, which would increase these industries' percentages of our rental revenues, thereby increasing the effect that such a downturn in these industries would have on us.

In addition, a substantial number of our properties are leased to middle-market retail and other commercial enterprises that generally have more limited financial and other resources than certain upper-market retail and other commercial enterprises, and therefore, they are more likely to be adversely affected by a downturn in their respective businesses or in the regional or national economy.

Furthermore, we may make selected acquisitions of properties that fall outside our historical focus on freestanding, single-tenant, net-lease retail locations in the United States. We may be exposed to a variety of new risks by expanding into new property types and/or new jurisdictions outside the United States. These risks may include a limited knowledge and understanding of the industry in which the tenant operates, new types of real estate locations and lease structures, and new laws and culture of any non-U.S. jurisdiction.

As a property owner, we may be subject to unknown environmental liabilities. Investments in real property can create a potential for environmental liability. An owner of property can face liability for environmental contamination created by the presence or discharge of hazardous substances on the property. We can face such liability regardless of:

- Our knowledge of the contamination;
- The timing of the contamination;
- The cause of the contamination; or
- The party responsible for the contamination of the property.

There may be environmental problems associated with our properties of which we are unaware. In that regard, a number of our properties are leased to operators of convenience stores that sell petroleum-based fuels, as well as to operators of oil change and tune-up facilities and operators that use chemicals and other waste products. These facilities, and some other of our properties, use, or may have used in the past, underground lifts or underground tanks for the storage of petroleum-based or waste products, which could create a potential for the release of hazardous substances.

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The presence of hazardous substances on a property may adversely affect our ability to lease or sell that property and we may incur substantial remediation costs. Although our leases generally require our tenants to operate in compliance with all applicable federal, state and local environmental laws, ordinances and regulations, and to indemnify us against any environmental liabilities arising from the tenants' activities on the property, we could nevertheless be subject to strict liability by virtue of our ownership interest. There also can be no assurance that our tenants could or would satisfy their indemnification obligations under their leases. The discovery of environmental liabilities attached to our properties could have an adverse effect on our results of operations, our financial condition or our ability to make distributions to stockholders and to pay the principal of and interest on our debt securities and other indebtedness.

In addition, several of our properties were built during the period when asbestos was commonly used in building construction and other buildings with asbestos may be acquired by us in the future. Environmental laws govern the presence, maintenance and removal of asbestos-containing materials, or ACMs, and require that owners or operators of buildings containing asbestos properly manage and maintain the asbestos, that they adequately inform or train those who may come into contact with asbestos and that they undertake special precautions, including removal or other abatement in the event that asbestos is disturbed during renovation or demolition of a building. These laws may impose fines and penalties on building owners or operators for failure to comply with these requirements and may allow third parties to seek recovery from owners or operators for personal injury associated with exposure to asbestos fibers.

It is also possible that some of our properties may contain or develop harmful mold, which could lead to liability for adverse health effects and costs of remediation of the problem. When excessive moisture accumulates in buildings or on building materials, mold growth may occur, particularly if the moisture problem remains undiscovered or is not addressed over a period of time. Some molds may produce airborne toxins or irritants. Concern about indoor exposure to mold has been increasing, as exposure to mold may cause a variety of adverse health effects and symptoms, including allergic or other reactions. As a result, should our tenants or their employees or customers be exposed to mold at any of our properties we could be required to undertake a costly remediation program to contain or remove the mold from the affected property, which would reduce our cash available for distribution. In addition, exposure to mold by our tenants or others could expose us to liability if property damage or health concerns arise.

Compliance. We have not been notified by any governmental authority, and are not otherwise aware, of any material noncompliance, liability or claim relating to hazardous substances, toxic substances, or petroleum products in connection with any of our present properties. In addition, we believe we are in compliance in all material respects with all present federal, state and local laws relating to ACMs. Nevertheless, if environmental contamination should exist, we could be subject to strict liability by virtue of our ownership interest.

Insurance and Indemnity. In June 2005, we entered into a seven-year environmental insurance policy, or the June 2005 policy, which expires on June 1, 2012 on our property portfolio which replaced the previous five-year environmental insurance policy. The limits on our current policy are \$10 million per occurrence, and \$50 million in the aggregate, subject to a \$40,000 self insurance retention, per occurrence, for properties with underground storage tanks and a \$100,000 self insurance retention, per occurrence, for all other properties.

Additionally, in December 2009, we entered into a ten-year environmental insurance policy that expires in December 2019 that will initially act in an excess capacity to our June 2005 policy. On June 1, 2012, this policy will become our primary environmental policy with the same limits as the June 2005 policy, except that once we pay a total of \$1 million for self insurance retention, there will be a \$50,000 per loss maintenance fee, rather than the \$100,000 self insurance retention, per occurrence, for general environmental claims.

It is possible that our insurance could be insufficient to address any particular environmental situation and that, in the future, we could be unable to obtain insurance for environmental matters at a reasonable cost, or at all. Our tenants are generally responsible for, and indemnify us against, liabilities for environmental matters that occur on our properties. For properties that have underground storage tanks, in addition to providing an indemnity in our favor, the tenants generally obtain environmental insurance or rely upon the state funds in the states where these properties are located to reimburse tenants for environmental remediation.

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If we fail to qualify as a real estate investment trust, the amount of dividends we are able to pay would decrease, which could adversely affect the market price of our capital stock and could adversely affect the value of our debt securities.

Commencing with our taxable year ended December 31, 1994, we believe that we have been organized and have operated, and we intend to continue to operate, so as to qualify as a "REIT" under Sections 856 through 860 of the Code. However, we cannot assure you that we have been organized or have operated in a manner that has satisfied the requirements for qualification as a REIT, or that we will continue to be organized or operate in a manner that will allow us to continue to qualify as a REIT.

Qualification as a REIT involves the satisfaction of numerous requirements under highly technical and complex Code provisions, for which there are only limited judicial and administrative interpretations, as well as the determination of various factual matters and circumstances not entirely within our control.

For example, in order to qualify as a REIT, at least 95% of our gross income in each year must be derived from qualifying sources, and we must pay distributions to stockholders aggregating annually at least 90% of our REIT taxable income (as defined in the Code and determined without regard to the dividends paid deduction and by excluding net capital gains).

In the future, it is possible that legislation, new regulations, administrative interpretations or court decisions will change the tax laws with respect to qualification as a REIT, or the federal income tax consequences of such qualification.

If we fail to satisfy all of the requirements for qualification as a REIT, we may be subject to certain penalty taxes or, in some circumstances, we may fail to qualify as a REIT. If we were to fail to qualify as a REIT in any taxable year:

- We would be required to pay federal income tax (including any applicable alternative minimum tax) on our taxable income at regular corporate rates;

- We would not be allowed a deduction in computing our taxable income for amounts distributed to our stockholders;

- We could be disqualified from treatment as a REIT for the four taxable years following the year during which qualification is lost;

 - We would no longer be required to make distributions to stockholders; and

- This treatment would substantially reduce amounts available for investment or distribution to stockholders because of the additional tax liability for the years involved, which could have a material adverse effect on the market price of our capital stock and the value of our debt securities.

Even if we qualify for and maintain our REIT status, we may be subject to certain federal, state and local taxes on our income and property. For example, if we have net income from a prohibited transaction, that income will be subject to a 100% tax. Our subsidiary, Crest, is subject to federal and state taxes at the applicable tax rates on its income and property.

Distributions requirements imposed by law limit our flexibility.

To maintain our status as a REIT for federal income tax purposes, we generally are required to distribute to our stockholders at least 90% of our REIT taxable income, determined without regard to the dividends paid deduction and by excluding net capital gains each year. We also are subject to tax at regular corporate rates to the extent that we distribute less than 100% of our REIT taxable income (including net capital gains) each year.

In addition, we are subject to a 4% nondeductible excise tax to the extent that we fail to distribute during any calendar year at least the sum of 85% of our ordinary income for that calendar year, 95% of our capital gain net income for the

calendar year, and any amount of that income that was not distributed in prior years.

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We intend to continue to make distributions to our stockholders to comply with the distribution requirements of the Code as well as to reduce our exposure to federal income taxes and the nondeductible excise tax. Differences in timing between the receipt of income and the payment of expenses to arrive at taxable income, along with the effect of required debt amortization payments, could require us to borrow funds on a short-term basis to meet the distribution requirements that are necessary to achieve the tax benefits associated with qualifying as a REIT.

Future issuances of equity securities could dilute the interest of holders of our common stock.

Our future growth will depend, in large part, upon our ability to raise additional capital. If we were to raise additional capital through the issuance of equity securities, we could dilute the interests of holders of our common stock. The interests of our common stockholders could also be diluted by the issuance of shares of common stock upon the exercise of outstanding options or pursuant to stock incentive plans. Likewise, our Board of Directors is authorized to cause us to issue preferred stock of any class or series (with dividend, voting and other rights as determined by the Board of Directors). Accordingly, the Board of Directors may authorize the issuance of preferred stock with voting, dividend and other similar rights that could dilute, or otherwise adversely affect, the interest of holders of our common stock.

We are subject to risks associated with debt and capital stock financing.

We intend to incur additional indebtedness in the future, including borrowings under our \$425 million acquisition credit facility. At December 31, 2010, we had no borrowings outstanding under our \$425 million acquisition credit facility and we had a total of \$1.6 billion of outstanding unsecured senior debt securities. To the extent that new indebtedness is added to our current debt levels, the related risks that we now face would increase. As a result, we are and will be subject to risks associated with debt financing, including the risk that our cash flow could be insufficient to meet required payments on our debt. We also face variable interest rate risk as the interest rate on our \$425 million credit facility is variable and could therefore increase over time. We also face the risk that we may be unable to refinance or repay our debt as it comes due. Given the recent disruptions in the financial markets and the ongoing financial crisis in Europe (which relates primarily to concerns that certain European countries may be unable to repay their national debt), we also face the risk that one or more of the participants in our credit facility may not be able to lend us money.

In addition, our \$425 million credit facility contains provisions that could limit or, in certain cases, prohibit the payment of distributions on our common stock and preferred stock. In particular, our \$425 million acquisition credit facility provides that, if an event of default (as defined in the credit facility) exists, neither we nor any of our subsidiaries may make any distributions on (except distributions payable in shares of a given class of our stock to the shareholders of that class), or repurchase or redeem, among other things, any shares of our common stock or preferred stock, during any period of four consecutive fiscal quarters in an aggregate amount in excess of the greater of:

The sum of (a) 95% of our adjusted funds from operations (as defined in the credit facility) for that period plus (b) the aggregate amount of cash distributions on our preferred stock for that period, and

The minimum amount of cash distributions required to be made to our shareholders in order to maintain our status as a REIT, for federal income tax purposes,

except that we may repurchase or redeem preferred stock with the net proceeds from the issuance of our common stock or preferred stock. The \$425 million credit facility further provides that, in the event of a failure to pay principal, interest or any other amount payable thereunder when due or upon the occurrence of certain events of bankruptcy, insolvency or reorganization with respect to us or with respect to any of our subsidiaries that has guaranteed amounts payable under the credit facility or that meets a significance test set forth in the credit facility, we and our subsidiaries may not pay any distributions on (except distributions payable in shares of a given class of our stock to the shareholders of that class), or repurchase or redeem, among other things, any shares of our common stock or preferred stock. If any such event of default were to occur, it would likely have a material adverse effect on the market price of

our outstanding common and preferred stock and on the market value of our debt securities, and may adversely affect our ability to qualify, or prevent us from qualifying, as a REIT.

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Our indebtedness could also have other important consequences to holders of our common and preferred stock, including:

- Increasing our vulnerability to general adverse economic and industry conditions;
- Limiting our ability to obtain additional financing to fund future working capital, capital expenditures and other general corporate requirements;
- Requiring the use of a substantial portion of our cash flow from operations for the payment of principal and interest on our indebtedness, thereby reducing our ability to use our cash flow to fund working capital, capital expenditures and general corporate requirements;
- Limiting our flexibility in planning for, or reacting to, changes in our business and our industry; and
- Putting us at a disadvantage compared to our competitors with less indebtedness.

Our business operations may not generate the cash needed to make distributions on our capital stock or to service our indebtedness.

Our ability to make distributions on our common stock and preferred stock and payments on our indebtedness, and to fund planned capital expenditures will depend on our ability to generate cash in the future. We cannot assure you that our business will generate sufficient cash flow from operations or that future borrowings will be available to us in an amount sufficient to enable us to make distributions on our common stock and preferred stock, to pay our indebtedness, or to fund our other liquidity needs.

The market value of our capital stock and debt securities could be substantially affected by various factors.

The market value of our capital stock and debt securities will depend on many factors, which may change from time to time, including:

- Prevailing interest rates, increases in which may have an adverse effect on the market value of our capital stock and debt securities;
- The market for similar securities issued by other REITs;
- General economic and financial market conditions;
- The financial condition, performance and prospects of us, our tenants and our competitors;
- Changes in financial estimates or recommendations by securities analysts with respect to us, our competitors or our industry;
- Changes in our credit ratings; and
- Actual or anticipated variations in quarterly operating results.

In addition, over the last three years, prices of common stock in the U.S. trading markets have been experiencing extreme price fluctuations, and the market price of our common stock has also fluctuated significantly during this period. As a result of these and other factors, investors who purchase our capital stock and debt securities may experience a decrease, which could be substantial and rapid, in the market value of our capital stock and debt securities, including decreases unrelated to our operating performance or prospects.

Real estate ownership is subject to particular economic conditions that may have a negative impact on our revenue. We are subject to all of the inherent risks associated with the ownership of real estate. In particular, we face the risk that rental revenue from our properties may be insufficient to cover all corporate operating expenses, debt service payments on indebtedness we incur and distributions on our capital stock. Additional real estate ownership risks include:

- Adverse changes in general or local economic conditions;
- Changes in supply of, or demand for, similar or competing properties;
- Changes in interest rates and operating expenses;

Competition for tenants;
Changes in market rental rates;
Inability to lease properties upon termination of existing leases;
Renewal of leases at lower rental rates;
Inability to collect rents from tenants due to financial hardship, including bankruptcy;

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Changes in tax, real estate, zoning and environmental laws that may have an adverse impact upon the value of real estate;

Uninsured property liability;

Property damage or casualty losses;

Unexpected expenditures for capital improvements or to bring properties into compliance with applicable federal, state and local laws;

The need to periodically renovate and repair our properties;

Physical or weather-related damage to properties;

The potential risk of functional obsolescence of properties over time;

Acts of terrorism and war; and

Acts of God and other factors beyond the control of our management.

An uninsured loss or a loss that exceeds the policy limits on our properties could subject us to lost capital or revenue on those properties.

Under the terms and conditions of the leases currently in force on our properties, tenants generally are required to indemnify and hold us harmless from liabilities resulting from injury to persons, air, water, land or property, due to activities conducted on the properties, except for claims arising from the negligence or intentional misconduct of us or our agents. Additionally, tenants are generally required, at the tenant's expense, to obtain and keep in full force during the term of the lease, liability and property damage insurance policies. The insurance policies our tenants are required to maintain for property damage are generally in amounts not less than the full replacement cost of the improvements less slab, foundations, supports and other customarily excluded improvements. Our tenants are generally required to maintain general liability coverage varying between \$1,000,000 and \$10,000,000 depending on the tenant and the industry in which the tenant operates.

In addition to the indemnities and required insurance policies identified above, many of our properties are also covered by flood and earthquake insurance policies (subject to substantial deductibles) obtained and paid for by the tenants as part of their risk management programs. Additionally, we have obtained blanket liability, flood and earthquake (subject to substantial deductibles) and property damage insurance policies to protect us and our properties against loss should the indemnities and insurance policies provided by the tenants fail to restore the properties to their condition prior to a loss. However, should a loss occur that is uninsured or in an amount exceeding the combined aggregate limits for the policies noted above, or in the event of a loss that is subject to a substantial deductible under an insurance policy, we could lose all or part of our capital invested in, and anticipated revenue from, one or more of the properties, which could have a material adverse effect on our results of operations or financial condition and on our ability to pay the principal of and interest on our debt securities and other indebtedness and to make distributions to our stockholders. Given the recent disruptions in the insurance industry, we also face the risk that our insurance carriers may not be able to provide payment under any potential claims that might arise under the terms of our insurance policies, and we may not have the ability to purchase insurance policies we desire.

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Compliance with the Americans with Disabilities Act of 1990 and fire, safety, and other regulations may require us to make unintended expenditures that could adversely impact our results of operations.

Our properties are generally required to comply with the Americans with Disabilities Act of 1990, or the ADA. The ADA has separate compliance requirements for "public accommodations" and "commercial facilities," but generally requires that buildings be made accessible to people with disabilities. Compliance with the ADA requirements could require removal of access barriers and non-compliance could result in imposition of fines by the U.S. government or an award of damages to private litigants. The retailers to whom we lease properties are obligated by law to comply with the ADA provisions, and we believe that these retailers may be obligated to cover costs associated with compliance. If required changes involve greater expenditures than anticipated, or if the changes must be made on a more accelerated basis than anticipated, the ability of these retailers to cover costs could be adversely affected and we could be required to expend our own funds to comply with the provisions of the ADA, which could materially adversely affect our results of operations or financial condition and our ability to pay the principal of and interest on our debt securities and other indebtedness and to make distributions to our stockholders. In addition, we are required to operate our properties in compliance with fire and safety regulations, building codes and other land use regulations, as they may be adopted by governmental agencies and bodies and become applicable to our properties. We may be required to make substantial capital expenditures to comply with those requirements and these expenditures could have a material adverse effect on our results of operations or financial condition and our ability to pay the principal of and interest on our debt securities and other indebtedness and to make distributions to our stockholders.

Property taxes may increase without notice.

The real property taxes on our properties and any other properties that we develop or acquire in the future may increase as property tax rates change and as those properties are assessed or reassessed by tax authorities.

We depend on key personnel.

We depend on the efforts of our executive officers and key employees. The loss of the services of our executive officers and key employees could have a material adverse effect on our results of operations or financial condition and on our ability to pay the principal and interest on our debt securities and other indebtedness and to make distributions to our stockholders. It is possible that we will not be able to recruit additional personnel with equivalent experience in the net-lease industry.

Terrorist attacks and other acts of violence or war may affect the value of our debt and equity securities, the markets in which we operate and our results of operations.

Terrorist attacks may negatively affect our operations, the market price of our capital stock and the value of our debt securities. There can be no assurance that there will not be further terrorist attacks against the United States or U.S. businesses. These attacks, or armed conflicts, may directly impact our physical facilities or the businesses of our tenants.

If events like these were to occur, they could cause consumer confidence and spending to decrease or result in increased volatility in the U.S. and worldwide financial markets and economy. They also could result in or prolong an economic recession in the U.S. or abroad. Any of these occurrences could have a significant adverse impact on our operating results and revenues and on the market price of our capital stock and on the value of our debt securities. It could also have an adverse effect on our ability to pay principal and interest on our debt securities or other indebtedness and to make distributions to our stockholders.

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Disruptions in the financial markets could affect our ability to obtain financing on reasonable terms and have other adverse effects on us and the market price of our common stock.

Over the last three years, the United States stock and credit markets have experienced significant price volatility, dislocations and liquidity disruptions, which have caused market prices of many stocks and debt securities to fluctuate substantially and the spreads on prospective debt financings to widen considerably. More recently, the financial crisis in Europe (which relates primarily to concerns that certain European countries may be unable to pay their national debt) has had a similar, although less pronounced, effect. These circumstances have materially impacted liquidity in the financial markets, making terms for certain financings less attractive, and in certain cases have resulted in the unavailability of certain types of financing. Continued uncertainty in the stock and credit markets may negatively impact our ability to access additional financing at reasonable terms, which may negatively affect our ability to make acquisitions. A prolonged downturn in the stock or credit markets may cause us to seek alternative sources of potentially less attractive financing, and may require us to adjust our business plan accordingly. In addition, these factors may make it more difficult for us to sell properties or may adversely affect the price we receive for properties that we do sell, as prospective buyers may experience increased costs of financing or difficulties in obtaining financing. These events in the stock and credit markets may make it more difficult or costly for us to raise capital through the issuance of our common stock or preferred stock or debt securities. These disruptions in the financial markets also may have a material adverse effect on the market value of our common stock, preferred stock and debt securities, the income we receive from our properties and the lease rates we can charge for our properties, as well as other unknown adverse effects on us or the economy in general.

Inflation may adversely affect our financial condition and results of operations.

Although inflation has not materially impacted our results of operations in the recent past, increased inflation could have a more pronounced negative impact on any variable rate debt we incur in the future and on our results of operations. During times when inflation is greater than increases in rent, as provided for in our leases, rent increases may not keep up with the rate of inflation. Likewise, even though net leases reduce our exposure to rising property expenses due to inflation, substantial inflationary pressures and increased costs may have an adverse impact on our tenants if increases in their operating expenses exceed increases in revenue, which may adversely affect the tenants' ability to pay rent.

Current volatility in market and economic conditions may impact the accuracy of the various estimates used in the preparation of our financial statements and footnotes to the financial statements.

Various estimates are used in the preparation of our financial statements, including estimates related to asset and liability valuations (or potential impairments), and various receivables. Often these estimates require the use of market data values which are currently difficult to assess, as well as estimates of future performance or receivables collectability which can also be difficult to accurately predict. Although management believes it has been prudent and used reasonable judgment in making these estimates, it is possible that actual results may differ from these estimates.

Changes in accounting standards may adversely impact our financial condition and results of operations.

The SEC is currently considering whether issuers in the U.S. should be required to prepare financial statements in accordance with International Financial Reporting Standards, or IFRS, instead of U.S. generally accepted accounting principles, or GAAP. IFRS is a comprehensive set of accounting standards promulgated by the International Accounting Standards Board, or IASB, which are rapidly gaining worldwide acceptance. The SEC has indicated that it will decide in 2011 whether IFRS will be required for U.S. issuers. If the SEC decides to require IFRS, it expects that U.S. issuers would first report under the new standards beginning in approximately 2015 or 2016, although the timeframe has not been finalized. Additionally, the Financial Accounting Standards Board, or FASB, is considering various changes to GAAP, some of which may be significant, as part of a joint effort with the IASB to converge accounting standards. Although the FASB and IASB currently have a project on their agenda to examine the accounting for leases, the project may not result in the issuance of a final standard or a standard that would be comparable to current GAAP. If IFRS is adopted, the potential issues associated with lease accounting, along with

other potential changes associated with the adoption or convergence with IFRS, may adversely impact our financial condition and results of operations.

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Item 1B: Unresolved Staff comments

There are no unresolved staff comments.

Item 2: Properties

Information pertaining to our properties can be found under Item 1.

Item 3: Legal Proceedings

We are subject to certain claims and lawsuits in the ordinary course of business, the outcome of which cannot be determined at this time. In the opinion of management, any liability we might incur upon the resolution of these claims and lawsuits will not, in the aggregate, have a material adverse effect on our consolidated financial position or results of operations.

Item 4: (Removed and Reserved)

PART II

Item 5: Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

A. Our common stock is traded on the NYSE under the ticker symbol "O." The following table shows the high and low sales prices per share for our common stock as reported by the NYSE, and distributions declared per share of common stock for the periods indicated.

	Price Per Share of Common Stock		Distributions Declared(1)
	High	Low	
2010			
First quarter	\$ 31.18	\$ 25.30	\$ 0.4293125
Second quarter	34.53	28.42	0.4302500
Third quarter	34.79	29.12	0.4311875
Fourth quarter	35.97	32.92	0.4321250
Total			\$ 1.7228750
2009			
First quarter	\$ 23.41	\$ 14.26	\$ 0.4255625
Second quarter	23.23	17.90	0.4265000
Third quarter	28.20	19.83	0.4274375
Fourth quarter	27.53	22.17	0.4283750
Total			\$ 1.7078750

(1) Common stock cash distributions currently are declared monthly by us based on financial results for the prior months. At December 31, 2010, a distribution of \$0.14425 per common share had been declared and was paid in January 2011.

There were 8,396 registered holders of record of our common stock as of December 31, 2010. We estimate that our total number of shareholders is approximately 100,000 when we include both registered and beneficial holders of our common stock.

During the fourth quarter of 2010, no shares of stock were withheld for state and federal payroll taxes on the vesting of stock awards, as permitted under the 2003 Incentive Award Plan of Realty Income Corporation.

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Item 6: Selected Financial Data
(not covered by Report of Independent Registered Public Accounting Firm)
(dollars in thousands, except for per share data)

As of or for the years ended December 31,	2010	2009	2008	2007	2006
Total assets (book value)	\$3,535,590	\$2,914,787	\$2,994,179	\$3,077,352	\$2,546,508
Cash and cash equivalents	17,607	10,026	46,815	193,101	10,573
Lines of credit and notes payable	1,600,000	1,354,600	1,370,000	1,470,000	920,000
Total liabilities	1,688,625	1,426,778	1,439,518	1,539,260	970,516
Total stockholders' equity	1,846,965	1,488,009	1,554,661	1,538,092	1,575,992
Net cash provided by operating activities	243,368	226,707	246,155	318,169	86,945
Net change in cash and cash equivalents	7,581	(36,789)	(146,286)	182,528	(55,131)
Total revenue	345,009	325,245	325,041	288,650	230,940
Income from continuing operations	121,416	120,775	110,301	121,871	99,551
Income from discontinued operations	9,368	10,352	21,540	18,538	11,230
Net income	130,784	131,127	131,841	140,409	110,781
Preferred stock cash dividends	(24,253)	(24,253)	(24,253)	(24,253)	(11,362)
Net income available to common stockholders	106,531	106,874	107,588	116,156	99,419
Cash distributions paid to common stockholders	182,500	178,008	169,655	157,659	129,667
Basic and diluted net income per common share	1.01	1.03	1.06	1.16	1.11
Cash distributions paid per common share	1.721625	1.706625	1.662250	1.560250	1.437250
Cash distributions declared per common share	1.722875	1.707875	1.667250	1.570500	1.447500
Basic weighted average number of common shares outstanding	105,869,637	103,577,507	101,178,191	100,195,031	89,766,714
Diluted weighted average number of common shares outstanding	105,942,721	103,581,053	101,209,883	100,333,966	89,917,554

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Item 7: Management's Discussion and Analysis of Financial Condition and Results of Operations

GENERAL

Realty Income Corporation, The Monthly Dividend Company®, is a Maryland corporation organized to operate as an equity real estate investment trust, or REIT. Our primary business objective is to generate dependable monthly cash distributions from a consistent and predictable level of funds from operations, or FFO, per share. Our monthly distributions are supported by the cash flow from our portfolio of properties leased to retail and other commercial enterprises. We have in-house acquisition, leasing, legal, credit research, real estate research, portfolio management and capital markets expertise. Over the past 42 years, Realty Income and its predecessors have been acquiring and owning freestanding retail and other commercial properties that generate rental revenue under long-term lease agreements (primarily 15 to 20 years).

In addition, we seek to increase distributions to stockholders and FFO per share through both active portfolio management and the acquisition of additional properties.

At December 31, 2010, we owned a diversified portfolio:

- Of 2,496 properties;
- With an occupancy rate of 96.6%, or 2,412 properties occupied and only 84 properties available for lease;
- Leased to 122 different retail and other commercial enterprises doing business in 32 separate industries;
- Located in 49 states;
- With over 21.2 million square feet of leasable space; and
- With an average leasable space per property of approximately 8,500 square feet.

Of the 2,496 properties in the portfolio, 2,485, or 99.6%, are single-tenant properties, and the remaining 11 are multi-tenant, distribution and office properties. At December 31, 2010, of the 2,485 single-tenant properties, 2,402 were leased with a weighted average remaining lease term (excluding extension options) of approximately 11.4 years.

In addition, at December 31, 2010, our wholly-owned taxable REIT subsidiary, Crest Net Lease, Inc. ("Crest"), had an inventory of three properties valued at \$3.0 million, which are classified as held for investment. No Crest properties are classified as held for sale at December 31, 2010. Crest was created to buy and sell properties, primarily to individual investors who are involved in tax-deferred exchanges under Section 1031 of the Internal Revenue Code of 1986, as amended (the "Code"). In addition to the three properties, Crest also holds notes receivable of \$22.1 million at December 31, 2010. Crest did not acquire any properties in 2010.

LIQUIDITY AND CAPITAL RESOURCES

Capital Philosophy

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

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Conservative Capital Structure

We believe that our stockholders are best served by a conservative capital structure. Therefore, we seek to maintain a conservative debt level on our balance sheet and solid interest and fixed charge coverage ratios. At December 31, 2010, our total outstanding borrowings were \$1.6 billion of senior unsecured notes, or approximately 26.7% of our total market capitalization of \$5.99 billion. There were no outstanding borrowings on our credit facility at December 31, 2010.

We define our total market capitalization at December 31, 2010 as the sum of:

Shares of our common stock outstanding of 118,058,988 multiplied by the last reported NYSE sales price of \$34.20 per share on December 31, 2010, or \$4.04 billion;

Aggregate liquidation value (par value of \$25 per share) of the Class D preferred stock of \$127.5 million;

Aggregate liquidation value (par value of \$25 per share) of the Class E preferred stock of \$220 million; and

Outstanding notes of \$1.6 billion.

Mortgage Debt

We have no mortgage debt on any of our properties.

\$425 Million Acquisition Credit Facility

In December 2010, we entered into a new \$425 million acquisition credit facility that replaced our previous \$355 million acquisition credit facility that was scheduled to expire in May 2011. The initial term of the new credit facility expires in March 2014 and includes two, one-year extension options. Under the new credit facility, our investment grade credit ratings provide for financing at the London Interbank Offered Rate, commonly referred to as LIBOR, plus 185 basis points with a facility commitment fee of 35 basis points, for all-in drawn pricing of 220 basis points over LIBOR. The borrowing rate is not subject to a LIBOR floor. We also have other interest rate options available to us. At December 31, 2010, we had a borrowing capacity of \$425 million available on our credit facility and no outstanding balance. If there were outstanding borrowings, the effective borrowing rate would have been 2.1%.

We expect to use our credit facility to acquire additional properties and for other corporate purposes. Any additional borrowings will increase our exposure to interest rate risk. We have the right to request an increase in the borrowing capacity of the credit facility, up to \$200 million, to a total borrowing capacity of \$625 million. Any increase in the borrowing capacity is subject to approval by the lending banks participating in our credit facility.

Cash Reserves

We are organized to operate as an equity REIT that acquires and leases properties and distributes to stockholders, in the form of monthly cash distributions, a substantial portion of our net cash flow generated from leases on our properties. We intend to retain an appropriate amount of cash as working capital. At December 31, 2010, we had cash and cash equivalents totaling \$17.6 million.

We believe that our cash and cash equivalents on hand, cash provided from operating activities and borrowing capacity is sufficient to meet our liquidity needs for the foreseeable future. We intend, however, to use additional sources of capital to fund property acquisitions and to repay future borrowings under our credit facility.

Acquisitions During 2010

During 2010, we invested \$713.5 million in 186 new properties with an initial weighted average contractual lease rate of 7.9%. These 186 properties are located in 14 states, contain over 2.2 million leasable square feet, and are 100% leased with an average lease term of 15.7 years. The 186 new properties we acquired are net-leased to commercial enterprises in the following 13 industries: apparel stores, automotive collision services, automotive service, crafts and

novelties, consumer electronics, convenience stores, drug stores, grocery stores, health and fitness, office supplies, restaurants, sporting goods and wine and spirits. There were no acquisitions by Crest in 2010.

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

Included in the \$713.5 million invested during 2010 are the following acquisitions:

The acquisition and leaseback of approximately \$304.1 million of winery and vineyard properties under 20-year, triple-net lease agreements with Diageo Chateau & Estates Wine Company, guaranteed by Diageo plc, or, together with its subsidiaries, Diageo. The properties are primarily located in California's Napa Valley and include two wineries that produce wines for Diageo's Sterling Vineyards, or Sterling, and Beaulieu Vineyards, or BV, brands and 14 vineyards producing grapes for their Sterling, BV and other brands. The properties include approximately 3,600 acres and 426,000 square feet of winery, production, storage, shipping and tourist buildings. Diageo will continue to operate the wineries and vineyards. As a result of this acquisition of properties, Diageo has become our largest tenant based on rental revenue. Headquartered in London, Diageo is a global premium drinks company with a well-known portfolio of international brands of spirits, beer and wine. Diageo ordinary shares trade on the London Stock Exchange under the symbol "DGE.L" and on the NYSE under the symbol "DEO."

The acquisition of 23 retail properties leased to 13 tenants in six states, for approximately \$126.5 million, under long-term, net lease agreements. The properties are in eight different industries, including apparel stores, consumer electronics, crafts and novelties, drug stores, grocery stores, health and fitness, office supplies, and sporting goods. All of the properties acquired have in-place leases.

The acquisition of 135 SuperAmerica convenience stores and one support facility, for approximately \$247.6 million, under long-term, triple-net lease agreements. The stores are located in Minnesota and Wisconsin, and average approximately 3,500 leasable square feet on approximately 1.14 acres.

The remaining 11 properties acquired totaled approximately \$35.3 million.

Impact of Real Estate and Credit Markets

In the commercial real estate market, property prices generally continue to fluctuate. Likewise, the U.S. credit markets have experienced significant price volatility, dislocations and liquidity disruptions, which sometimes impact our access to and cost of capital. We continue to monitor the commercial real estate and U.S. credit markets carefully and, if required, will make decisions to adjust our business strategy accordingly. See our discussion of "Risk Factors" in this annual report.

Increases in Monthly Distributions to Common Stockholders

We have continued our 42-year policy of paying distributions monthly. Monthly distributions per share increased in April 2010 by \$0.0003125 to \$0.1433125, in July 2010 by \$0.0003125 to \$0.143625, in October 2010 by \$0.0003125 to \$0.1439375 and in January 2011 by \$0.0003125 to \$0.14425. The increase in January 2011 was our 53rd consecutive quarterly increase and the 60th increase in the amount of our dividend since our listing on the New York Stock Exchange, or NYSE, in 1994. In 2010, we paid three monthly cash distributions per share in the amount of \$0.143, three in the amount of \$0.1433125, three in the amount of \$0.143625 and three in the amount of \$0.1439375, totaling \$1.721625. In December 2010, January 2011 and February 2011, we declared distributions of \$0.14425 per share, which were paid in January 2011 and will be paid in February 2011 and March 2011, respectively.

The monthly distribution of \$0.14425 per share represents an annualized distribution of \$1.731 per share, and an annualized distribution yield of approximately 5.1% based on the last reported sale price of our common stock on the NYSE of \$34.20 on December 31, 2010. Although we expect to continue our policy of paying monthly distributions, we cannot guarantee that we will maintain our current level of distributions, that we will continue our pattern of increasing distributions per share, or what our actual distribution yield will be in any future period.

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Issuance of Common Stock

In December 2010, we issued 7,360,000 shares of common stock at a price of \$33.70 per share. The net proceeds of approximately \$235.7 million were used to repay borrowings of \$179.8 million under our acquisition credit facility and to fund property acquisitions during December 2010. The remaining net proceeds were used for general corporate purposes and working capital.

In September 2010, we issued 6,198,500 shares of common stock at a price of \$33.40 per share. The net proceeds of approximately \$196.9 million were used to repay borrowings of \$49.7 million under our acquisition credit facility and to fund \$126.5 million of property acquisitions during October 2010. The remaining net proceeds were used for general corporate purposes and working capital.

Note Issuance

In June 2010, we issued \$250.0 million aggregate principal amount of 5.75% senior unsecured notes due January 2021 (the "2021 Notes"). The price to the investor for the 2021 Notes was 99.404% of the principal amount for an effective yield of 5.826%. The net proceeds of approximately \$246.1 million from this offering were used to repay borrowings under our acquisition credit facility, which were used to finance the acquisition of the Diageo properties. Interest is paid semiannually on the 2021 Notes.

Universal Shelf Registration

In March 2009, we filed a shelf registration statement with the SEC, which expires in March 2012. In accordance with the SEC rules, the amount of the securities to be issued pursuant to this shelf registration statement was not specified when it was filed and there is no specific dollar limit. The securities covered by this registration statement include common stock, preferred stock, debt securities, or any combination of such securities. We may periodically offer one or more of these securities in amounts, prices and on terms to be announced when and if the securities are offered. The specifics of any future offerings, along with the use of proceeds of any securities offered, will be described in detail in a prospectus supplement, or other offering materials, at the time of any offering.

Credit Agency Ratings

The borrowing rates under our credit facility are based upon our credit ratings. We are currently assigned the following investment grade credit ratings on our senior unsecured notes: Fitch Ratings has assigned a rating of BBB+, Moody's Investors Service has assigned a rating of Baa1 and Standard & Poor's Ratings Group has assigned a rating of BBB to our senior notes. All of these ratings have "stable" outlooks.

Based on our current ratings, the current facility interest rate is LIBOR plus 185 basis points with a facility commitment fee of 35 basis points, for all-in drawn pricing of 220 basis points over LIBOR. The credit facility provides that the interest rate can range between: (i) LIBOR plus 300 basis points if our credit facility is lower than BBB-/Baa3 and (ii) LIBOR plus 175 basis points if our credit rating is A-/A3 or higher. In addition, our credit facility provides for a facility commitment fee based on our credit ratings, which ranges from: (i) 50 basis points for a rating lower than BBB-/Baa3, and (ii) 30 basis points for a credit rating of A-/A3 or higher.

We also issue senior debt securities from time to time and our credit ratings can impact the interest rates charged in those transactions. If our credit ratings or ratings outlook change, our cost to obtain debt financing could increase or decrease.

The credit ratings assigned to us could change based upon, among other things, our results of operations and financial condition. These ratings are subject to ongoing evaluation by credit rating agencies and we cannot assure you that our ratings will not be changed or withdrawn by a rating agency in the future if, in its judgment, circumstances warrant. Moreover, a rating is not a recommendation to buy, sell or hold our debt securities, preferred stock or common stock.

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Notes Outstanding

Our senior unsecured note obligations consist of the following as of December 31, 2010, sorted by maturity date (dollars in millions):

5.375% notes, issued in March 2003 and due in March 2013	\$ 100
5.5% notes, issued in November 2003 and due in November 2015	150
5.95% notes, issued in September 2006 and due in September 2016	275
5.375% notes, issued in September 2005 and due in September 2017	175
6.75% notes, issued in September 2007 and due in August 2019	550
5.75% notes, issued in June 2010 and due in January 2021	250
5.875% bonds, issued in March 2005 and due in March 2035	100
	\$ 1,600

All of our outstanding notes and bonds have fixed interest rates. Interest on all of our senior note and bond obligations is paid semiannually. All of these notes and bonds contain various covenants, including: (i) a limitation on incurrence of any debt which would cause our debt to total adjusted assets ratio to exceed 60%; (ii) a limitation on incurrence of any secured debt which would cause our secured debt to total adjusted assets ratio to exceed 40%; (iii) a limitation on incurrence of any debt which would cause our debt service coverage ratio to be less than 1.5 times; and (iv) the maintenance at all times of total unencumbered assets not less than 150% of our outstanding unsecured debt. We have been in compliance with these covenants since each of the notes and bonds was issued.

The following is a summary of the key financial covenants for our senior unsecured notes, as defined and calculated per the terms of our notes. These calculations, which are not based on GAAP measurements, are presented to investors to show our ability to incur additional debt under the terms of our notes only and are not measures of our liquidity or performance. The actual amounts as of December 31, 2010 are:

Note Covenants	Required	Actual
Limitation on incurrence of total debt	≤ 60% of adjusted assets	38.2 %
Limitation on incurrence of secured debt	≤ 40% of adjusted assets	0.0 %
Debt service coverage (trailing 12 months) ≥ 1.5 x		3.5 x
Maintenance of total unencumbered assets ≥ 150% of unsecured debt		262.0 %

The following table summarizes the maturity of each of our obligations as of December 31, 2010 (dollars in millions):

Year of Maturity	Credit Facility	Notes	Interest(1)	Ground Leases Paid by Our		Totals
				Tenants(2)	Other(3)	
2011	\$--	\$--	\$96.8	\$3.6	\$4.6	\$105.0
2012	--	--	96.8	3.5	--	100.3
2013	--	100.0	92.5	3.4	--	195.9
2014	--	--	91.4	3.2	--	94.6
2015	--	150.0	90.4	3.1	--	243.5
Thereafter	--	1,350.0	347.5	31.9	--	1,729.4
Totals	\$--	\$1,600.0	\$815.4	\$48.7	\$4.6	\$2,468.7

(1) Interest on the credit facility and notes has been calculated based on outstanding balances as of December 31, 2010 through their respective maturity dates.

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

(3) "Other" consists of \$420,000 of commitments under construction contracts and \$4.2 million of contingent payments for tenant improvements and leasing costs.

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

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Preferred Stock Outstanding

In 2004, we issued 5.1 million shares of 7.375% Class D cumulative redeemable preferred stock. In May 2009, shares of Class D preferred stock became redeemable at our option for \$25 per share, plus any accrued and unpaid dividends. Dividends on shares of Class D preferred stock are paid monthly in arrears.

In 2006, we issued 8.8 million shares of 6.75% Class E cumulative redeemable preferred stock. Beginning December 7, 2011, shares of Class E preferred stock become redeemable at our option for \$25 per share, plus any accrued and unpaid dividends. Dividends on shares of Class E preferred stock are paid monthly in arrears.

We are current in our obligations to pay dividends on our Class D and Class E preferred stock.

No Off-Balance Sheet Arrangements or Unconsolidated Investments

We have no unconsolidated or off-balance sheet investments in "variable interest entities" or off-balance sheet financing, nor do we engage in trading activities involving energy or commodity contracts or other derivative instruments. Additionally, we have no joint ventures or mandatorily redeemable preferred stock. As such, our financial position and results of operations are not affected by accounting regulations regarding the consolidation of off-balance sheet entities and classification of financial instruments with characteristics of both liabilities and equity.

RESULTS OF OPERATIONS

Critical Accounting Policies

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

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

When acquiring a property for investment purposes, we allocate the fair value of real estate acquired to: 1) land and 2) building and improvements, based in each case on their estimated fair values.

For properties acquired with in-place operating leases, the fair value of real estate is allocated to: (1) land, (2) building and improvements, and (3) identified intangible assets and liabilities, based in each case on their estimated fair values. Intangible assets and liabilities consist of above-market and below-market leases, the value of in-place leases and tenant relationships.

Another significant judgment must be made as to if, and when, impairment losses should be taken on our properties when events or a change in circumstances indicate that the carrying amount of the asset may not be recoverable. A provision is made for impairment if estimated future operating cash flows (undiscounted and without interest charges)

plus estimated disposition proceeds (undiscounted) are less than the current book value of the property. Key inputs that we estimate in this analysis include projected rental rates, capital expenditures, and property sales capitalization rates. If a property is held for sale, it is carried at the lower of carrying cost or estimated fair value, less estimated cost to sell. The carrying value of our real estate is the largest component of our consolidated balance sheet. If events should occur that require us to reduce the carrying value of our real estate by recording provisions for impairment, it could have a material impact on our results of operations.

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The following is a comparison of our results of operations for the years ended December 31, 2010, 2009 and 2008.

Rental Revenue

Rental revenue was \$344.1 million for 2010 versus \$323.8 million for 2009, an increase of \$20.3 million, or 6.3%. Rental revenue was \$323.2 million in 2008. The increase in rental revenue in 2010 compared to 2009 is primarily attributable to:

- The 186 properties acquired by Realty Income in 2010, which generated \$15.9 million of rent in 2010;
- The 16 properties acquired by Realty Income in 2009, which generated \$5.6 million of rent in 2010 compared to \$490,000 in 2009, an increase of \$5.1 million;
- Same store rents generated on 2,131 properties during the entire years of 2010 and 2009, increased by \$1.8 million, or 0.6%, to \$313.8 million from \$312.0 million; and
- An increase in straight-line rent and other non-cash adjustments to rent of \$442,000 in 2010 as compared to 2009; net of
 - A net decrease of \$3.1 million relating to the aggregate of (i) development properties acquired before 2009 that started paying rent in 2009, (ii) properties that were vacant during part of 2010 or 2009, (iii) properties sold during 2010 and 2009 and (iv) lease termination settlements, which, in aggregate, totaled \$7.16 million in 2010 compared to \$10.23 million in 2009.

Of the 2,496 properties in the portfolio at December 31, 2010, 2,485, or 99.6%, are single-tenant properties and the remaining 11 are multi-tenant, distribution and office properties. Of the 2,485 single-tenant properties, 2,402, or 96.7%, were net leased with a weighted average remaining lease term (excluding rights to extend a lease at the option of the tenant) of approximately 11.4 years at December 31, 2010. Of our 2,402 leased single-tenant properties, 2,217 or 92.3% were under leases that provide for increases in rents through:

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

Percentage rent, which is included in rental revenue, was \$1.3 million in 2010, \$1.3 million in 2009 and \$1.2 million in 2008 (excluding percentage rent reclassified to discontinued operations of \$56,000 in 2010, \$90,000 in 2009 and \$61,000 in 2008). Percentage rent in 2010 was less than 1% of rental revenue and we anticipate percentage rent to be less than 1% of rental revenue in 2011.

Our portfolio of real estate, leased primarily to regional and national commercial enterprises under net leases, continues to perform well and provides dependable lease revenue supporting the payment of monthly dividends to our stockholders. At December 31, 2010, our portfolio of 2,496 properties was 96.6% leased with 84 properties available for lease as compared to 75 at December 31, 2009. It has been our experience that approximately 2% to 4% of our property portfolio will be unleased at any given time; however, we cannot assure you that the number of properties available for lease will not exceed these levels.

Depreciation and Amortization

Depreciation and amortization was \$95.5 million in 2010 versus \$90.5 million in 2009 and \$89.1 million in 2008. The increases in depreciation and amortization in 2010 and 2009 were primarily due to the acquisition of properties in 2010, 2009 and 2008, which was partially offset by property sales in those same years. As discussed in the section entitled "Funds from Operations Available to Common Stockholders," depreciation and amortization is a non-cash item that is added back to net income available to common stockholders for our calculation of FFO and AFFO.

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Interest Expense

Interest expense was \$93.2 million in 2010 versus \$85.5 million in 2009 and \$94.0 million in 2008. The increase in interest expense from 2009 to 2010 was primarily due to an increase in borrowings attributable to the issuance of our \$250 million of 5.75% senior unsecured notes in June 2010 and utilization of our credit facility in 2010, which was partially offset by lower average interest rates. The decrease in interest expense from 2008 to 2009 was primarily due to lower average outstanding balances and, to a lesser extent, lower interest rates. We redeemed, in November 2008, the \$100 million outstanding principal amount of our 8.25% Monthly Income Senior Notes and, in January 2009, the \$20 million outstanding principal amount of our 8% Notes, both of which contributed to the decrease in average outstanding balances and lower average interest rates on our debt in 2009.

In December 2010, as a result of entering into our \$425 million credit facility, we incurred \$4.2 million of credit facility origination costs that were classified in “other assets” on our consolidated balance sheet at December 31, 2010, and are being amortized over the term of the credit facility. The remaining credit facility origination costs that were incurred as a result of entering into our previous \$355 million credit facility, which were \$452,000 at December 31, 2010, are included in “other assets” and are being amortized over the remaining term of our current \$425 million credit facility.

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

	2010	2009	2008
Interest on our credit facility and notes	\$89,916	\$82,460	\$91,213
Interest included in discontinued operations from real estate acquired for resale by Crest	(557)	(595)	(1,797)
Credit facility commitment fees	1,017	990	795
Amortization of credit facility origination costs and deferred bond financing costs	2,871	2,678	3,078
Amortization of settlements on treasury lock agreement	--	--	759
Interest capitalized	(10)	(5)	(92)
Interest expense	\$93,237	\$85,528	\$93,956
Credit facility and notes outstanding	2010	2009	2008
Average outstanding balances (dollars in thousands)	\$1,496,150	\$1,350,791	\$1,457,222
Average interest rates	6.01 %	6.10 %	6.26 %

At December 31, 2010, the weighted average interest rate on our notes payable of \$1.6 billion was 6.05%. There was no outstanding balance on our credit facility at December 31, 2010, but if there was, the effective borrowing rate would have been 2.11%.

Interest Coverage Ratio

Our interest coverage ratio for 2010 was 3.3 times, for 2009 was 3.5 times and for 2008 was 3.2 times. Interest coverage ratio is calculated as: the interest coverage amount (as calculated in the following table) divided by interest expense, including interest recorded as discontinued operations. We consider interest coverage ratio to be an appropriate supplemental measure of a company’s ability to meet its interest expense obligations. Our calculation of interest coverage ratio may be different from the calculation used by other companies and, therefore, comparability may be limited. This information should not be considered as an alternative to any GAAP liquidity measures.

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The following is a reconciliation of net cash provided by operating activities on our consolidated statements of cash flow to our interest coverage amount (dollars in thousands):

	2010	2009	2008
Net cash provided by operating activities	\$243,368	\$226,707	\$246,155
Interest expense	93,237	85,528	93,956
Interest expense included in discontinued operations(1)	557	595	1,797
Income taxes	1,393	677	1,230
Income taxes (benefit) included in discontinued operations(1)	(344)	(645)	225
Investment in real estate acquired for resale(1)	--	--	9
Proceeds from sales of real estate acquired for resale(1)	--	(1,987)	(31,455)
Collection of note receivables by Crest(1)	(138)	(129)	(87)
Crest provisions for impairment(1)	(807)	(277)	(3,374)
Gain on sales of real estate acquired for resale(1)	--	--	4,642
Amortization of share-based compensation	(6,166)	(4,726)	(5,049)
Changes in assets and liabilities:			
Accounts receivable and other assets	(5,270)	(3,607)	930
Accounts payable, accrued expenses and other liabilities	(12,517)	(856)	(1,676)
Interest coverage amount	\$313,313	\$301,280	\$307,303
Divided by interest expense(2)	\$93,794	\$86,123	\$95,753
Interest coverage ratio	3.3	3.5	3.2

(1) Crest activities.

(2) Includes interest expense recorded to “income from discontinued operations, real estate acquired for resale by Crest” on our consolidated statements of income.

Fixed Charge Coverage Ratio

Our fixed charge coverage ratio for 2010 was 2.7 times, for 2009 was 2.7 times and for 2008 was 2.6 times. Fixed charge coverage ratio is calculated in exactly the same manner as interest coverage ratio, except that preferred stock dividends are also added to the denominator. We consider fixed charge coverage ratio to be an appropriate supplemental measure of a company’s ability to make its interest and preferred stock dividend payments. Our calculation of the fixed charge coverage ratio may be different from the calculation used by other companies and, therefore, comparability may be limited. This information should not be considered as an alternative to any GAAP liquidity measures or information presented in Exhibit 12.1 to this Annual Report.

Interest coverage amount divided by interest expense plus preferred stock dividends (dollars in thousands):

	2010	2009	2008
Interest coverage amount	\$313,313	\$301,280	\$307,303
Divided by interest expense plus preferred stock dividends(1)	\$ 118,047	\$ 110,376	\$ 120,006
Fixed charge coverage ratio	2.7	2.7	2.6

(1) Includes interest expense recorded to “income from discontinued operations, real estate acquired for resale by Crest” on our consolidated statements of income.

General and Administrative Expenses

General and administrative expenses increased by \$4.4 million to \$25.3 million in 2010 as compared to \$20.9 million in 2009. General and administrative expenses were \$21.6 million in 2008. In 2010, general and administrative expenses as a percentage of total revenue were 7.3% as compared to 6.4% in 2009 and 6.7% in 2008. General and

administrative expenses increased during 2010 primarily because of increases in employee costs, particularly in the acquisitions and research departments. In February 2011, we had 79 employees as compared to 72 employees in February 2010. In accordance with GAAP, 2010 general and administrative expenses also include transaction costs of \$368,000 related to the acquisition of 186 new properties during 2010, as compared to \$62,000 related to the acquisition of 16 new properties during 2009. Prior to 2009, GAAP required these transaction costs to be capitalized as part of the property investments.

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Property Expenses

Property expenses are broken down into costs associated with non-net leased multi-tenant properties, unleased single-tenant properties and general portfolio expenses. Expenses related to the multi-tenant and unleased single-tenant properties include, but are not limited to, property taxes, maintenance, insurance, utilities, property inspections, bad debt expense and legal fees. General portfolio costs include, but are not limited to, insurance, legal, bad debt expense, property inspections and title search fees. At December 31, 2010, 84 properties were available for lease, as compared to 75 at December 31, 2009 and 70 at December 31, 2008.

Property expenses were \$7.3 million in 2010, \$6.6 million in 2009 and \$5.5 million in 2008. The increase in property expenses in 2010 is primarily attributable to an increase in maintenance, utilities and property taxes associated with properties available for lease, partially offset by a decrease in bad debt expense.

Income Taxes

Income taxes were \$1.4 million in 2010 as compared to \$677,000 in 2009 and \$1.2 million in 2008. These amounts are for city and state income and franchise taxes paid by Realty Income. Income taxes for 2009 are lower primarily a result of a prior year review of our state tax filings, where we determined that it was appropriate to amend some prior year tax returns from which we realized a tax benefit of \$308,000 in 2009.

In addition, Crest recorded state and federal income tax benefits of \$344,000 in 2010 as compared to income tax benefits of \$645,000 in 2009 and income tax expense of \$225,000 in 2008. These amounts are included in "income from discontinued operations, real estate acquired for resale by Crest" on our consolidated statements of income. The Crest 2009 tax benefit includes a benefit of \$303,000 attributable to amendments of certain prior year state tax returns.

Discontinued Operations

Crest acquires properties with the intention of reselling them rather than holding them as investments and operating the properties. Consequently, we typically Crest's assets as held for sale at the date of acquisition and do not depreciate them. As a result, the operations of Crest's property assets are typically classified as "income from discontinued operations, real estate acquired for resale by Crest" on our consolidated statements of income.

However, if we determine we have no plans to sell a property asset in the near term (i.e. within the next 12 months), and this property was previously classified as held for sale, the property is reclassified as real estate held for investment. A property that is reclassified as held for investment is measured and recorded at the lower of (i) its carrying amount before the property was classified as held for sale, adjusted for any depreciation expense that would have been recognized had the property been continuously classified as held for investment, or (ii) the fair value at the date of the subsequent decision not to sell.

At December 31, 2010, we determined that three property assets, acquired by Crest in 2006, no longer met the held for sale criteria because we decided to lease rather than sell these properties in the near term. As a result, investment in real estate of \$3.0 million was reclassified from real estate held for sale to real estate held for investment on our consolidated balance sheet at December 31, 2010. The results of operations for these properties are included in income from continuing operations on our consolidated statements of income. As a result of this reclassification, \$911,000, \$214,000 and \$3.2 million in operating loss was reclassified from discontinued operations to continuing operations for 2010, 2009 and 2008, respectively.

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The following is a summary of Crest's "income from discontinued operations, real estate acquired for resale by Crest" on our consolidated statements of income (dollars in thousands, except per share data):

Crest's income from discontinued operations, real estate acquired for resale	2010	2009	2008
Rental revenue	\$--	\$157	\$1,595
Interest revenue	1,397	1,403	899
Gain on sales of real estate acquired for resale	--	--	4,642
Interest expense	(557)	(595)	(1,797)
General and administrative expense	(226)	(336)	(511)
Property expenses	(12)	(24)	(13)
Provisions for impairment	--	(78)	--
Depreciation(1)	--	--	(771)
Income tax benefit (expense)	344	645	(225)
Income from discontinued operations, real estate acquired for resale by Crest	\$946	\$1,172	\$3,819
Per common share, basic and diluted	\$0.01	\$0.01	\$0.04

(1) Depreciation was recorded on one property that was classified as held for investment. This property was sold in 2008.

Operations from nine of our investment properties were classified as held for sale at December 31, 2010, plus properties sold in 2010, 2009 and 2008 have been classified as discontinued operations. The following is a summary of Realty Income's "income from discontinued operations, real estate held for investment" on our consolidated statements of income (dollars in thousands, except per share data):

Realty Income's income from discontinued operations, real estate held for investment	2010	2009	2008
Gain on sales of investment properties	\$8,405	\$8,044	\$13,314
Rental revenue	1,771	3,592	6,813
Other revenue	32	45	96
Depreciation and amortization	(636)	(1,428)	(1,929)
Property expenses	(937)	(963)	(573)
Provisions for impairment	(213)	(110)	--
Income from discontinued operations, real estate held for investment	\$8,422	\$9,180	\$17,721
Per common share, basic and diluted	\$0.08	\$0.09	\$0.18

The following is a summary of our total income from discontinued operations (dollars in thousands, except per share data):

Total discontinued operations	2010	2009	2008
Real estate acquired for resale by Crest	\$946	\$1,172	\$3,819
Real estate held for investment	8,422	9,180	17,721
Income from discontinued operations	\$9,368	\$10,352	\$21,540
Per common share, basic and diluted	\$0.09	\$0.10	\$0.21

The above per share amounts have each been calculated independently.

Crest's Property Sales

During 2010, Crest did not sell any properties. During 2009, Crest sold two properties for \$2.0 million, which resulted in no gain. In 2008, Crest sold 25 properties for \$50.7 million, which resulted in a gain of \$4.6 million.

During 2008, as part of two sales, Crest provided buyer financing of \$19.2 million. Crest's gains on sales are reported before income taxes and are included in discontinued operations.

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Gain on Sales of Investment Properties by Realty Income

During 2010, we sold 28 investment properties for \$26.6 million, which resulted in a gain of \$8.4 million. The results of operations for these properties have been reclassified as discontinued operations. Additionally, we sold excess land from one property for \$600,000, which resulted in a gain of \$271,000. This gain is included in "other revenue" on our consolidated statement of income for 2010 because this excess land was associated with a property that continues to be owned as part of our core operations.

During 2009, we sold 25 investment properties for \$20.3 million, which resulted in a gain of \$8.0 million. The results of operations for these properties have been reclassified as discontinued operations. Additionally, we received proceeds of \$170,000 from the sale of excess land from one property, which resulted in a gain of \$15,000. This gain is included in "other revenue" on our consolidated statement of income for 2009 because this excess land was associated with a property that continues to be owned as part of our core operations.

During 2008, we sold 29 investment properties for \$27.4 million, which resulted in a gain of \$13.3 million. The results of operations for these properties have been reclassified as discontinued operations. Additionally, we received proceeds of \$439,000 from the sale of excess land from one property, which resulted in a gain of \$236,000. This gain is included in "other revenue" on our consolidated statement of income for 2008 because this excess land was associated with a property that continues to be owned as part of our core operations.

We have an active portfolio management program that incorporates the sale of assets when we believe the reinvestment of the sale proceeds will:

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

At December 31, 2010, we classified real estate with a carrying amount of \$3.6 million as held for sale on our balance sheet. Additionally, we anticipate selling investment properties from our portfolio that have not yet been specifically identified, from which we anticipate receiving between \$10 million and \$35 million in proceeds during the next 12 months. We intend to invest these proceeds into new property acquisitions, if there are attractive opportunities available. However, we cannot guarantee that we will sell properties during the next 12 months or be able to invest the proceeds from the sales of any properties in new properties.

Provisions for Impairment on Real Estate Acquired for Resale by Crest

During 2010, Crest recorded total provisions for impairment of \$807,000 on three properties held for investment at December 31, 2010. These provisions for impairment are included in continuing operations on our consolidated statement of income for 2010.

During 2009, Crest recorded total provisions for impairment of \$199,000 on three properties classified as held for investment at December 31, 2010. These provisions for impairment are included in continuing operations on our consolidated statement of income for 2009. Additionally, in 2009, Crest recorded total provisions for impairment of \$78,000 on two properties which were sold in 2009. These provisions for impairment are included in "income from discontinued operations, real estate acquired for resale by Crest" on our consolidated statement of income for 2009.

During 2008, Crest recorded total provisions for impairment of \$3.4 million on three properties which were held for investment at December 31, 2010. These provisions for impairment are included in continuing operations on our consolidated statement of income for 2008.

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Provisions for Impairment on Realty Income Investment Properties

During 2010, we recorded provisions for impairment of \$213,000 on four properties, three which were sold in 2010 and the other is anticipated to be sold in the first quarter of 2011. These provisions for impairment are included in "income from discontinued operations, real estate held for investment" on our consolidated statement of income for 2010. During 2009, we recorded a provision for impairment of \$110,000 on one property, which is included in "income from discontinued operations, real estate held for investment" on our consolidated statement of income for 2009, and the property was sold in 2010. No provisions for impairment were recorded in 2008.

Preferred Stock Dividends

Preferred stock cash dividends totaled \$24.3 million in 2010, 2009 and 2008.

Net Income Available to Common Stockholders

Net income available to common stockholders was \$106.5 million in 2010, a slight decrease of \$343,000 as compared to \$106.9 million in 2009. Net income available to common stockholders in 2008 was \$107.6 million.

The calculation to determine net income available to common stockholders includes gains from the sale of properties. The amount of gains varies from period to period based on the timing of property sales and can significantly impact net income available to common stockholders.

Gain from the sale of investment properties and the sale of excess land recognized during 2010 was \$8.7 million, as compared to a \$8.1 million gain recognized during 2009 and a \$13.6 million gain recognized during 2008. Crest's recognized no gain from the sale of properties during 2010 or 2009 as compared to \$4.6 million during 2008.

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FUNDS FROM OPERATIONS AVAILABLE TO COMMON STOCKHOLDERS (FFO)

FFO for 2010 increased by \$3.3 million, or 1.7%, to \$193.7 million, as compared to \$190.4 million in 2009 and \$185.5 million in 2008. The following is a reconciliation of net income available to common stockholders (which we believe is the most comparable GAAP measure) to FFO. Also presented is information regarding distributions paid to common stockholders and the weighted average number of common shares used for the basic and diluted computation per share (dollars in thousands, except per share amounts):

	2010	2009	2008
Net income available to common stockholders	\$ 106,531	\$ 106,874	\$ 107,588
Depreciation and amortization:			
Continuing operations	95,513	90,519	89,104
Discontinued operations	636	1,428	2,701
Depreciation of furniture, fixtures and equipment	(291)	(318)	(319)
Gain on sales of land and investment properties:			
Continuing operations	(271)	(15)	(236)
Discontinued operations	(8,405)	(8,044)	(13,314)
FFO available to common stockholders	\$ 193,713	\$ 190,444	\$ 185,524
FFO per common share:			
Basic	\$ 1.83	\$ 1.84	\$ 1.83
Diluted	\$ 1.83	\$ 1.84	\$ 1.83
Distributions paid to common stockholders	\$ 182,500	\$ 178,008	\$ 169,655
FFO in excess of distributions paid to common stockholders	\$ 11,213	\$ 12,436	\$ 15,869
Weighted average number of common shares used for computation per share:			
Basic	105,869,637	103,577,507	101,178,191
Diluted	105,942,721	103,581,053	101,209,883

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

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

Presentation of this information is intended to assist the reader in comparing the operating performance of different REITs, although it should be noted that not all REITs calculate FFO the same way, so comparisons with other REITs may not be meaningful. Furthermore, FFO is not necessarily indicative of cash flow available to fund cash needs and should not be considered as an alternative to net income as an indication of our performance. In addition, FFO should

not be considered as an alternative to reviewing our cash flows from operating, investing and financing activities as a measure of liquidity, of our ability to make cash distributions or of our ability to pay interest payments.

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ADJUSTED FUNDS FROM OPERATIONS AVAILABLE TO COMMON STOCKHOLDERS (AFFO)

AFFO for 2010 increased by \$4.6 million, or 2.4%, to \$197.3 million as compared to \$192.7 million in 2009 and \$192.0 million in 2008. We consider AFFO to be an appropriate supplemental measure of our performance because it provides analysts and investors with an additional indicator of our ability to pay dividends. Most companies in our industry use a similar measurement, but they may use the term "CAD" (for Cash Available for Distribution) or "FAD" (for Funds Available for Distribution). AFFO further adjusts FFO by adding back non-cash items that reduce net income in accordance with GAAP, and deducting such items as capitalized expenditures and straight-line rent revenue.

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

	2010	2009	2008
Net income available to common stockholders	\$ 106,531	\$ 106,874	\$ 107,588
Cumulative adjustments to calculate FFO(1)	87,182	83,570	77,936
FFO available to common stockholders	193,713	190,444	185,524
Amortization of share-based compensation	6,166	4,726	5,049
Amortization of deferred note financing costs(2)	1,548	1,363	1,748
Amortization of settlements on treasury lock agreements(3)	--	--	759
Provisions for impairment	1,020	387	3,374
Capitalized leasing costs and commissions	(1,501)	(1,185)	(956)
Capitalized building improvements	(2,077)	(1,879)	(1,498)
Straight-line rent revenue(4)	(1,613)	(1,117)	(1,997)
Total AFFO available to common stockholders	\$ 197,256	\$ 192,739	\$ 192,003
AFFO per common share:			
Basic	\$ 1.86	\$ 1.86	\$ 1.90
Diluted	\$ 1.86	\$ 1.86	\$ 1.90
Distributions paid to common stockholders	\$ 182,500	\$ 178,008	\$ 169,655
AFFO in excess of distributions paid to common stockholders	\$ 14,756	\$ 14,731	\$ 22,348
Weighted average number of common shares used for computation per share:			
Basic	105,869,637	103,577,507	101,178,191
Diluted	105,942,721	103,581,053	101,209,883

- (1) See reconciling items for FFO presented on the previous page.
- (2) Amortization of deferred note financing costs includes the amortization of costs incurred and capitalized when our notes were issued in January 1999, March 2003, November 2003, March 2005, September 2005, September 2006, September 2007 and June 2010. These costs are being amortized over the lives of these notes. No costs associated with our credit facility agreements or annual fees paid to credit rating agencies have been included.
- (3) The settlement on the treasury lock agreements resulted from an interest rate risk prevention strategy that we used in 1997 and 1998, which correlated to pending issuances of senior note securities. We have not employed this strategy since 1998.

(4) A negative amount indicates that our straight-line rent revenue was greater than our actual cash rent collected.

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

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IMPACT OF INFLATION

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

Of our 2,496 properties in our portfolio, approximately 96.2% or 2,402 are leased to tenants under net leases where the tenant is responsible for property expenses. Net leases tend to reduce our exposure to rising property expenses due to inflation. Inflation and increased costs may have an adverse impact on our tenants if increases in their operating expenses exceed increases in revenue.

IMPACT OF RECENT ACCOUNTING PRONOUNCEMENTS

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

Item 7A: Quantitative and Qualitative Disclosures about Market Risk

We are exposed to interest rate changes primarily as a result of our credit facility and long-term notes and bonds used to maintain liquidity and expand our real estate investment portfolio and operations. Our interest rate risk management objective is to limit the impact of interest rate changes on earnings and cash flow and to lower our overall borrowing costs. To achieve these objectives we issue long-term notes and bonds, primarily at fixed rates. We were not a party to any derivative financial instruments at December 31, 2010. We do not enter into any derivative transactions for speculative or trading purposes.

The following table presents by year of expected maturity, the principal amounts, average interest rates and estimated fair values of our fixed and variable debt as of December 31, 2010. This information is presented to evaluate the expected cash flows and sensitivity to interest rate changes (dollars in millions):

Expected Maturity Data

Year of maturity	Fixed rate debt	Average interest rate on fixed rate debt	Variable rate debt	Average interest rate on variable rate debt
2011	\$--	--	% \$--	--
2012	--	--	--	--
2013(1)	100.0	5.38	--	--
2014(2)	--	--	--	--
2015(3)	150.0	5.50	--	--
Thereafter(4)	1,350.0	6.16	--	--
Totals	\$1,600.0	6.05	% \$--	--
Fair Value(5)	\$1,707.1		\$--	

- (1) \$100 million matures in March 2013.
(2) The credit facility expires in March 2014.
(3) \$150 million matures in November 2015.

- (4) \$275 million matures in September 2016, \$175 million matures in September 2017, \$550 million matures in August 2019, \$250 million matures in January 2021 and \$100 million matures in March 2035.
- (5) We base the estimated fair value of the fixed rate debt at December 31, 2010 on the indicative market prices and recent trading activity of our notes payable.

The table incorporates only those exposures that exist as of December 31, 2010. It does not consider those exposures or positions that could arise after that date. As a result, our ultimate realized gain or loss, with respect to interest rate fluctuations, would depend on the exposures that arise during the period, our hedging strategies at the time, and interest rates.

All of our outstanding notes and bonds have fixed interest rates. Interest on our credit facility balance is variable. At December 31, 2010, our credit facility balance was zero; however, we intend to borrow funds on our credit facility in the future. Based on a hypothetical credit facility borrowing of \$50 million, a 1% change in interest rates would change our interest costs by \$500,000 per year.

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Item 8: Financial Statements and Supplementary Data

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A.	Reports of Independent Registered Public Accounting Firm
B.	Consolidated Balance Sheets, December 31, 2010 and 2009
C.	Consolidated Statements of Income, Years ended December 31, 2010, 2009 and 2008
D.	Consolidated Statements of Stockholders' Equity, Years ended December 31, 2010, 2009 and 2008
E.	Consolidated Statements of Cash Flows, Years ended December 31, 2010, 2009 and 2008
F.	Notes to Consolidated Financial Statements
G.	Consolidated Quarterly Financial Data (unaudited) for 2010 and 2009
H.	Schedule III Real Estate and Accumulated Depreciation

Schedules not filed: All schedules, other than that indicated in the Table of Contents, have been omitted as the required information is either not material, inapplicable or the information is presented in the financial statements or related notes.

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
Realty Income Corporation:

We have audited the accompanying consolidated balance sheets of Realty Income Corporation and subsidiaries as of December 31, 2010 and 2009, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2010. In connection with our audits of the consolidated financial statements, we also have audited financial statement schedule III. These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Realty Income Corporation and subsidiaries as of December 31, 2010 and 2009, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2010, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Realty Income Corporation's internal control over financial reporting as of December 31, 2010, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 10, 2011 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG

San Diego, California
February 10, 2011

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
Realty Income Corporation:

We have audited Realty Income Corporation's internal control over financial reporting as of December 31, 2010, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Realty Income Corporation's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Realty Income Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2010, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Realty Income Corporation and subsidiaries as of December 31, 2010 and 2009, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2010, and our report dated February 10, 2011 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG

San Diego, California
February 10, 2011

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REALTY INCOME CORPORATION AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2010 and 2009
(dollars in thousands, except per share data)

	2010	2009
ASSETS		
Real estate, at cost:		
Land	\$1,520,413	\$1,169,295
Buildings and improvements	2,592,449	2,270,161
Total real estate, at cost	4,112,862	3,439,456
Less accumulated depreciation and amortization	(711,615)	(630,840)
Net real estate held for investment	3,401,247	2,808,616
Real estate held for sale, net	3,631	8,266
Net real estate	3,404,878	2,816,882
Cash and cash equivalents	17,607	10,026
Accounts receivable, net	11,301	10,396
Goodwill	17,206	17,206
Other assets, net	84,598	60,277
Total assets	\$3,535,590	\$2,914,787
LIABILITIES AND STOCKHOLDERS' EQUITY		
Distributions payable	\$19,051	\$16,926
Accounts payable and accrued expenses	47,019	38,445
Other liabilities	22,555	16,807
Lines of credit payable	--	4,600
Notes payable	1,600,000	1,350,000
Total liabilities	1,688,625	1,426,778
Commitments and contingencies		
Stockholders' equity:		
Preferred stock and paid in capital, par value \$1.00 per share, 20,000,000 shares authorized, 13,900,000 shares issued and outstanding in 2010 and 2009	337,790	337,790
Common stock and paid in capital, par value \$1.00 per share, 200,000,000 shares authorized, 118,058,988 and 104,286,705 shares issued and outstanding as of December 31, 2010 and 2009, respectively	2,066,287	1,629,237
Distributions in excess of net income	(557,112)	(479,018)
Total stockholders' equity	1,846,965	1,488,009
Total liabilities and stockholders' equity	\$3,535,590	\$2,914,787

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

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REALTY INCOME CORPORATION AND SUBSIDIARIES

Consolidated Statements Of Income

Years Ended December 31, 2010, 2009 and 2008

(dollars in thousands, except per share data)

	2010	2009	2008
REVENUE			
Rental	\$344,080	\$323,819	\$323,164
Other	929	1,426	1,877
Total revenue	345,009	325,245	325,041
EXPENSES			
Depreciation and amortization	95,513	90,519	89,104
Interest	93,237	85,528	93,956
General and administrative	25,311	20,946	21,618
Property	7,332	6,601	5,458
Income taxes	1,393	677	1,230
Provisions for impairment	807	199	3,374
Total expenses	223,593	204,470	214,740
Income from continuing operations	121,416	120,775	110,301
Income from discontinued operations:			
Real estate acquired for resale by Crest	946	1,172	3,819
Real estate held for investment	8,422	9,180	17,721
Total income from discontinued operations	9,368	10,352	21,540
Net income	130,784	131,127	131,841
Preferred stock cash dividends	(24,253)	(24,253)	(24,253)
Net income available to common stockholders	\$106,531	\$106,874	\$107,588
Amounts available to common stockholders per common share:			
Income from continuing operations:			
Basic	\$0.92	\$0.93	\$0.85
Diluted	\$0.92	\$0.93	\$0.85
Net income:			
Basic	\$1.01	\$1.03	\$1.06
Diluted	\$1.01	\$1.03	\$1.06
Weighted average common shares outstanding:			
Basic	105,869,637	103,577,507	101,178,191
Diluted	105,942,721	103,581,053	101,209,883

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

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REALTY INCOME CORPORATION AND SUBSIDIARIES

Consolidated Statements Of Stockholders'

Equity

Years Ended December 31, 2010, 2009 and 2008
(dollars in thousands)

	Shares of preferred stock	Shares of common stock	Preferred stock and paid in capital	Common stock and paid in capital	Distributions in excess of net income	Total
Balance, December 31, 2007	13,900,000	101,082,717	\$337,790	\$1,545,037	\$ (344,735)	\$1,538,092
Net income	--	--	--	--	131,841	131,841
Distributions paid and payable	--	--	--	--	(194,857)	(194,857)
Shares issued in stock offering, net of offering costs of						
\$4,024	--	2,925,000	--	74,425	--	74,425
Share-based compensation	--	203,824	--	5,160	--	5,160
Balance, December 31, 2008	13,900,000	104,211,541	337,790	1,624,622	(407,751)	1,554,661
Net income	--	--	--	--	131,127	131,127
Distributions paid and payable	--	--	--	--	(202,394)	(202,394)
Share-based compensation	--	75,164	--	4,615	--	4,615
Balance, December 31, 2009	13,900,000	104,286,705	337,790	1,629,237	(479,018)	1,488,009
Net income	--	--	--	--	130,784	130,784
Distributions paid and payable	--	--	--	--	(208,878)	(208,878)
Shares issued in stock offering, net of offering costs of						
\$22,471	--	13,558,500	--	432,591	--	432,591
Share-based compensation	--	213,783	--	4,459	--	4,459
Balance, December 31, 2010	13,900,000	118,058,988	\$337,790	\$2,066,287	\$ (557,112)	\$1,846,965

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

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REALTY INCOME CORPORATION AND SUBSIDIARIES

Consolidated Statements Of Cash
FlowsYears Ended December 31, 2010, 2009 and 2008
(dollars in thousands)

	2010	2009	2008
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income	\$ 130,784	\$ 131,127	\$ 131,841
Adjustments to net income:			
Depreciation and amortization	95,513	90,519	89,104
Income from discontinued operations			
Real estate acquired for resale	(946)	(1,172)	(3,819)
Real estate held for investment	(8,422)	(9,180)	(17,721)
Gain on sales of land	(271)	(15)	(236)
Amortization of share-based compensation	6,166	4,726	5,049
Provisions for impairment on real estate held for investment	807	199	3,374
Cash provided by (used in) discontinued operations:			
Real estate acquired for resale	946	1,250	(52)
Real estate held for investment	866	2,674	6,336
Investment in real estate acquired for resale	--	--	(9)
Proceeds from sales of real estate acquired for resale	--	1,987	31,455
Collection of notes receivable by Crest	138	129	87
Change in assets and liabilities:			
Accounts receivable and other assets	5,270	3,607	(930)
Accounts payable, accrued expenses and other liabilities	12,517	856	1,676
Net cash provided by operating activities	243,368	226,707	246,155
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from sales of investment properties:			
Continuing operations	--	170	439
Discontinued operations	25,779	19,904	27,365
Restricted escrow deposit for Section 1031 tax-deferred exchange	(6,361)	(4,479)	(3,174)
Acquisition of and improvements to investment properties	(701,391)	(60,459)	(194,106)
Intangibles acquired in connection with acquisitions of investment properties	(15,385)	(860)	(397)
Net cash used in investing activities	(697,358)	(45,724)	(169,873)
CASH FLOWS FROM FINANCING ACTIVITIES			
Cash distributions to common stockholders	(182,500)	(178,008)	(169,655)
Cash dividends to preferred stockholders	(24,253)	(24,253)	(24,253)
Borrowings from lines of credit	612,200	4,600	--
Payments under lines of credit	(616,800)	--	--
Proceeds from notes issued, net	246,131	--	--
Proceeds from common stock offerings, net	432,591	--	74,425
Debt issuance costs	(4,091)	--	(3,196)
Principal payment on notes payable	--	(20,000)	(100,000)
Other items	(1,707)	(111)	111
Net cash provided by (used in) financing activities	461,571	(217,772)	(222,568)
Net increase (decrease) in cash and cash equivalents	7,581	(36,789)	(146,286)

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Cash and cash equivalents, beginning of year	10,026	46,815	193,101
Cash and cash equivalents, end of year	\$17,607	\$10,026	\$46,815

For supplemental disclosures, see note 13.

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

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REALTY INCOME CORPORATION AND SUBSIDIARIES

Notes To Consolidated Financial Statements

December 31, 2010, 2009 and 2008

1. Organization and Operation

Realty Income Corporation ("Realty Income," the "Company," "we", "our" or "us") is organized as a Maryland corporation. We invest in commercial real estate and have elected to be taxed as a real estate investment trust, or REIT.

At December 31, 2010, we owned 2,496 properties, located in 49 states, containing over 21.2 million leasable square feet, along with three properties owned by our wholly-owned taxable REIT subsidiary, Crest Net Lease, Inc., or Crest. Crest was created to buy and sell properties, primarily to individual investors who are involved in tax-deferred exchanges under Section 1031 of the Internal Revenue Code of 1986, as amended, or the Code.

Information with respect to number of properties, square feet, average initial lease term and weighted average contractual lease rate is unaudited.

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

Federal Income Taxes. We have elected to be taxed as a REIT under the Code. We believe we have qualified and continue to qualify as a REIT. Under the REIT operating structure, we are permitted to deduct distributions paid to our stockholders and generally will not be required to pay federal corporate income taxes on such income. Accordingly, no provision has been made for federal income taxes in the accompanying consolidated financial statements, except for the federal income taxes of Crest, which are included in discontinued operations. The income taxes recorded on our consolidated statements of income represent amounts paid by Realty Income for city and state income and franchise taxes.

Earnings and profits that determine the taxability of distributions to stockholders differ from net income reported for financial reporting purposes due to differences in the estimated useful lives and methods used to compute depreciation and the carrying value (basis) of the investments in properties for tax purposes, among other things.

The following reconciles our net income available to common stockholders to taxable income (dollars in thousands):

	2010(1)	2009	2008
Net income available to common stockholders	\$ 106,531	\$ 106,874	\$ 107,588
Preferred stock cash dividends	24,253	24,253	24,253
Depreciation and amortization timing differences	22,905	27,094	28,624
Tax gain on the sales of real estate less than book gain	--	(5,436)	(4,518)
Tax loss on the sale of real estate less than book gain	(10,063)	--	--
Dividends received from Crest	--	--	2,500
Elimination of net revenue and expenses from Crest	1,337	378	270
Adjustment for share-based compensation	562	1,824	2,270
Adjustment for straight-line rent	(1,613)	(1,117)	(1,997)
Adjustment for an increase (decrease) in prepaid rent	4,223	1,273	(1,226)
Other adjustments	3,579	(752)	(321)
Taxable net income, before our dividends paid deduction	\$ 151,714	\$ 154,391	\$ 157,443

(1) The 2010 information presented is a reconciliation of our net income available to common stockholders to estimated taxable net income.

We regularly analyze our various federal and state filing positions and only recognize the income tax effect in our financial statements when certain criteria regarding uncertain income tax positions have been met. We believe that our income tax positions would more likely than not be sustained upon examination by all relevant taxing authorities. Therefore, no reserves for uncertain income tax positions have been recorded in our financial statements.

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Absent an election to the contrary, if a REIT acquires property that is or has been owned by a C corporation in a transaction in which the tax basis of the property in the hands of the REIT is determined by reference to the tax basis of the property in the hands of the C corporation, and the REIT recognizes gain on the disposition of such property during the 10 year period beginning on the date on which it acquired the property, then the REIT will be required to pay tax at the highest regular corporate tax rate on this gain to the extent of the excess of the fair market value of the property over the REIT's adjusted basis in the property, in each case determined as of the date the REIT acquired the property. In August 2007, we acquired 100% of the stock of a C corporation that owned real property. At the time of acquisition, the C corporation became a Qualified REIT Subsidiary, was deemed to be liquidated for Federal income tax purposes, and the real property was deemed to be transferred to us with a carryover tax basis. As of December 31, 2010, we have built-in gains of \$60 million with respect to such property. We do not expect that we will be required to pay income tax on the built-in gains in these properties during the ten-year period ending August 28, 2017. It is our intent, and we have the ability, to defer any dispositions of these properties to periods when the related gains would not be subject to the built-in gain income tax or otherwise to defer the recognition of the built-in gain related to these properties. However, our plans could change and it may be necessary to dispose of one or more of these properties in a taxable transaction before August 28, 2017, in which case we would be required to pay corporate level tax with respect to the built-in gains on these properties as described above.

Net Income Per Common Share. Basic net income per common share is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding during each period. Diluted net income per common share is computed by dividing net income available to common stockholders for the period by the weighted average number of common shares that would have been outstanding assuming the issuance of common shares for all potentially dilutive common shares outstanding during the reporting period.

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

	2010	2009	2008
Weighted average shares used for the basic net income per share computation	105,869,637		