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LAMAR ADVERTISING CO/NEW

Form 425

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Filed by Lamar Advertising Company

Pursuant to Rule 425 under the Securities Act of 1933

and deemed filed pursuant to Rule 14a-12

under the Securities and Exchange Act of 1934, as amended

Subject Company: Lamar Advertising Company

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The following are copies of slides that Lamar Advertising Company intends to use in meetings with investors beginning on June 3, 2014.

INVESTOR PRESENTATION  
June 2014

Disclaimer

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Forward-looking Statements

This presentation contains forward-looking statements, including our financial guidance for 2014, the statements regarding our trust status; our ability to complete the REIT conversion effective for the taxable year beginning January 1, 2014; our intention to pay dividends to stockholders and make regular quarterly distributions to stockholders in 2014. These statements are subject to risks and uncertainties from those projected in these forward-looking statements. These risks and uncertainties include, among others: (1) that we may not qualify as a REIT beginning January 1, 2014 or at all, and, if we do qualify as a REIT, we may be unable to maintain that qualification (2) legisla

REITs, including positions taken by the IRS; (3) our significant indebtedness; (4) the state of the economy and financial market demand for advertising; (5) the continued popularity of outdoor advertising as an advertising medium; (6) our need for and ability to obtain financing, including refinancing or acquisitions; (7) the regulation of the outdoor advertising industry; (8) our ability to successfully implement our acquisitions and our ability to recognize cost savings or operating efficiencies as a result of these acquisitions. For additional information on the factors that could cause actual results to differ materially from those indicated in our forward-looking statements, we refer you to the risk factors included in our prospectus supplement for the year ended December 31, 2013. We caution investors not to place undue reliance on the forward-looking statements contained in this prospectus supplement as of the date of this presentation, and we undertake no obligation to update or revise these statements, except as may be required by law.

#### Use of Non-GAAP Measures

Adjusted EBITDA, Funds From Operations, Adjusted Funds From Operations and Adjusted Funds From Operations Per Diluted Share are non-GAAP financial measures calculated in accordance with accounting principles generally accepted in the United States of America ( "GAAP" ). These measures should not be considered as a substitute for GAAP measures of operating activities or other GAAP figures as indicators of the Company's financial performance. Our management believes that Funds From Operations and Adjusted Funds From Operations Per Diluted Share are useful in evaluating the Company's performance and providing a better understanding of the Company's core operating results. Our presentations of these measures may not be comparable to those of other companies. See the appendix, which provide reconciliations of each of these measures to the most directly comparable GAAP measure.

#### Additional Information

In connection with the proposed REIT conversion, we plan to effect a merger with and into a wholly owned subsidiary, which we refer to as the "Merger." We will file a proxy statement to be used in connection with the stockholder vote on this merger. That proxy statement will be contained in the proxy statement of Lamar Advertising REIT Company, and both companies will file other relevant documents concerning the proposed merger transaction with the SEC. INVESTORS ARE URGED TO READ THE FORM S-4 AND PROXY STATEMENT (INCLUDING ALL AMENDMENTS) AS SOON AS THEY BECOME AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION REGARDING THE PROPOSED MERGER. You will be able to obtain documents free of charge at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). You may also obtain the proxy statement and Form S-4 from the SEC by Lamar free of charge by contacting Secretary, 5321 Corporate Blvd., Baton Rouge, LA 70808.

We, our directors and executive officers and certain other members of management and employees may be deemed to be participants in the Merger. Information regarding the persons who may, under the rules of the SEC, be considered participants in the Merger in connection with the merger will be included in the Form S-4 and proxy statement when they become available. Information about the ownership of Lamar Advertising stock is set forth in the proxy statement for our 2014 Annual Meeting of Stockholders, which will be filed with the SEC. Investors should read the Form S-4 and proxy statement carefully when they become available before making any voting or investment decisions. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of an offer to buy any securities.

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Introduction

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Experienced management team

Name

Title

Years with Lamar

Kevin Reilly, Jr.

Chairman of the Board and President

35

Sean Reilly

Chief Executive Officer

23

Keith Istre

Chief Financial Officer and Treasurer

35

Regional Managers (average years)

31

Lamar's  
management  
team

has

been

with

the

company

for

an

average

of

31

years



Company profile  
Established in 1902  
over 110 years of operating experience  
Largest  
outdoor  
advertising  
company  
in

the  
US  
based  
on  
number  
of  
displays

Operates approximately 145,000 billboard displays in 44 states, Canada and Puerto Rico

Operates over 128,000 logo sign advertising displays in 23 states and Ontario, Canada

Operates over 40,000 transit advertising displays in 16 states, Canada and Puerto Rico

Industry characterized by high barriers to entry due to permitting restrictions

Approximately 18% US market share

second behind Clear Channel Outdoor

78%

of  
revenue  
generated  
from  
less  
volatile  
local  
business,  
with  
diversified  
base  
of  
over  
40,000 total billboard tenants

Leading out of home provider in the vast majority of Lamar's markets

Approximately

825

local  
account  
executives  
across  
the  
US,  
Canada  
and  
Puerto  
Rico  
5

Key REIT investment considerations

6

Largest  
pure-play  
outdoor  
operator  
with  
expansive

national  
footprint  
and over  
145,000 billboard displays  
Significant barriers to entry due to permitting restrictions which make real estate  
portfolio nearly impossible to replicate  
Diversified base of 40,000+ tenants, none accounting for more than 1% of sales  
Flexible  
business  
model  
allows  
Lamar  
to  
reduce  
maintenance  
capex  
to protect  
AFFO in economic downturns  
Strong balance sheet with no near-term maturities; long & low fixed-rate profile  
Potential to expand market share through AFFO-accretive acquisitions  
Experienced, goal-oriented management team with disciplined approach to  
returning capital to shareholders  
Approximately 20% of billboard revenue is generated on Lamar-owned property,  
with balance divided among 60,000 lessors  
OOH media effectively complements social & mobile advertising

Expansive national footprint with approximately  
145,000 billboards  
7  
Puerto Rico  
Canada

Largest provider of logo signs in the US

8

Operates nearly 89% of privatized state logo contracts covering over 128,000 displays

Lamar maintains a leading share of the U.S. outdoor advertising market

9

Source: Company filings; Outdoor Advertising Association of America

Note: Market share based on Lamar, CBS Outdoor and Clear Channel Outdoor domestic revenue as a percentage of 2013 out of home media spending

Potential acquisitions could expand market share and increase AFFO

~\$2bn in high-quality,  
REIT-eligible billboard assets

Other

47%

18%

16%

19%



Out-of-home regulations provide high barriers to entry

10

Lamar typically owns permits that allow OOH advertising at each location

Control of permit protects current inventory and prevents encroachment from other players in local and national markets

Permits are the most valuable assets typically obtained in an acquisition

Lamar's permits have been collected over the course of its 110+ year history

Federal,

state

and

local

regulations

help

Lamar

maintain

leading

share

within

its

markets and provide high barriers to entry for new entrants

Rules govern where and how billboards may be built (i.e. typically cannot build new billboard within a certain distance of existing structures)

Many existing structures have been grandfathered in and cannot be rebuilt by another operator without obtaining zoning variance

No advertising tenant accounts for more than 1% of total  
revenue

11

Net advertising revenue breakdown

FY 2007

FY 2008

FY 2009

FY 2010

FY 2011

FY 2012

FY 2013

**Restaurants**

10%

10%

12%

12%

13%

13%

13%

**Retailers**

10%

11%

10%

10%

10%

11%

11%

**Healthcare**

7%

7%

8%

9%

9%

10%

10%

**Service**

6%

6%

7%

8%

8%

8%

9%

**Amusement**

5%

5%

6%

6%

7%

7%

7%

**Automotive**

9%

7%

6%

6%

6%

6%

7%

Gaming

6%

6%

7%

6%

6%

6%

5%

Financial

5%

5%

5%

5%

4%

Telecom

5%

5%

4%

5%

5%

4%

3%

Hotels & Motels

5%

5%

5%

4%

3%

Education

4%

4%

Real Estate

9%

6%

Total

72%

68%

70%

71%

73%

74%

72%

Top 10 tenants (2013)

Long-standing relationships with many of our tenants

Contracts range from 30 days to 1 year

One-stop-shopping capabilities with billboard and transit products

Diversified underlying real-estate portfolio

12

Lamar has opportunistically purchased easements  
beneath key locations, including many digital  
structures

Diversification and regulatory regime help preserve  
footprint and limit inflation in lease expense

Lamar owns approximately 10% of its billboard

locations

82% of billboard revenue from  
structures on property leased  
from 60,000 lessors

18% of billboard revenue  
generated on structures on  
Lamar-owned property



Focus on local advertising spending differentiates  
Lamar  
13  
Note: As of December 31, 2013  
Local demand less influenced  
by economic  
swings  
Large on-the-ground sales

force cultivates strong  
relationships with local  
decision makers and retailers  
Lamar's local revenue  
generation compares favorably  
to industry's

Clear share leader in vast  
majority of our markets  
Yields optimized at local levels

Local focus

National performance

Diversified, blue chip customer  
base

Fifty member sales team  
across nine cities manages  
relationships with OOH  
agencies and large customers

Recent acquisitions and  
greenfield development have  
bolstered presence in key  
markets such as Phoenix,  
Boston and Philadelphia

Lamar is the leading out of home provider in the vast majority of its markets

National

22%

Local

78%

Outdoor remains a low cost, wide reaching  
advertising  
medium

14

Relative average cost to reach 1,000 adults between ages 25 and 54 (CPM)

Source: Outdoor Advertising Association of America

Broadcast TV

Radio

Online  
Cable TV  
OOH  
Magazines  
Newspapers  
Direct Mail

Diverse product mix across digital and analog  
assets  
Company profile  
15  
Revenue contribution FYE 2013  
(\$mm)  
(%)  
Analog bulletin displays

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\$657
53%
Analog poster displays
263
21%
Digital posters & bulletins
184
15%
Transit displays
75
6%
Logos
67
5%
Total
\$1,246
100%

Historically, Lamar has emerged strongly  
from economic downturns

16

Annual pro forma financials

1991

1992

1993

1994

1995  
1996  
1997  
1998  
1999  
2000  
2001  
2002  
2003  
2004  
2005  
2006  
2007  
2008  
2009  
2010  
2011  
2012  
2013  
Y/Y net  
revenue  
growth<sup>1</sup>  
1%  
(2)%  
4%  
11%  
9%  
7%  
7%  
8%  
6%  
9%  
(2)%  
2%  
2%  
7%  
7%  
8%  
7%  
(3)%(13)%  
3%  
3%  
3%  
2%  
Adj. EBITDA  
margin  
32%  
31%  
35%  
37%



40%  
41%  
46%  
47%  
47%  
48%  
45%  
43%  
43%  
45%  
45%  
44%  
46%  
43%  
42%  
43%  
43%  
43%  
44%

Economic downturn

Economic downturn

Economic downturn

1

Represents organic growth of the Company adjusted for acquisitions; Pro forma net revenue includes adjustments to the compa  
periods to

include the effect of any acquisitions or divestitures

Historical financial information

17

Lamar Advertising Co. (\$mm)

FY 2007

FY 2008

FY 2009

FY 2010

FY 2011

FY 2012
FY 2013
Net revenues
\$1,209.6
\$1,198.4
\$1,055.1
\$1,094.1
\$1,130.7
\$1,179.7
\$1,245.8
% growth
8.0%
(0.9%)
(12.0%)
3.7%
3.3%
4.3%
5.6%
Operating expenses
653.7
686.3
614.7
627.1
646.4
668.4
700.7
% of net revenues
54.0%
57.3%
58.3%
57.3%
57.2%
56.7%
56.2%
Adjusted EBITDA
\$555.9
\$512.1
\$440.5
\$467.0
\$484.3
\$511.3
\$545.1
% of net revenues
46.0%
42.7%
41.7%
42.7%
42.8%
43.3%
43.8%

Capital expenditures

220.5

198.1

38.8

43.5

107.1

105.6

105.7

% of net revenues

18.2%

16.5%

3.7%

4.0%

9.5%

9.0%

8.5%

1

Excludes non-cash compensation

2

Adjusted EBITDA is defined as earnings (loss) before non-cash compensation, interest, taxes, depreciation, amortization, gain disposition of assets and investments and loss on debt extinguishment. Refer to the appendix for a reconciliation of Adjusted EBITDA to Income (Loss)

1

2

Lamar is a strong free cash flow generator

18

Lamar Advertising Co. (\$mm)

FY 2007

FY 2008

FY 2009

FY 2010

FY 2011

FY 2012	
FY 2013	
Adjusted EBITDA <sup>1</sup>	
\$555.9	
\$512.1	
\$440.5	
\$467.0	
\$484.3	
\$511.3	
\$545.1	
Less:	
Interest expense, net	
155.3	
153.0	
177.1	
168.7	
152.0	
139.0	
131.4	
Current tax expense (benefit)	
31.0	
(10.7)	
(16.0)	
1.1	
2.8	
1.9	
4.0	
Preferred dividends	
0.4	
0.4	
0.4	
0.4	
0.4	
0.4	
0.4	
Capital expenditures	
220.5	
198.1	
38.8	
43.5	
107.1	
105.6	
105.7	
Free cash flow	
\$148.7	
\$171.3	
\$240.2	
\$253.3	
\$222.0	
\$264.4	

\$303.6

1

Adjusted EBITDA is defined as earnings (loss) before non-cash compensation, interest, taxes, depreciation, amortization, gain disposition of assets and investments and loss on debt extinguishment. Refer to the appendix for a reconciliation of adjusted EBITDA to income (loss)

Lamar has the ability to reduce maintenance capex, allowing it to protect AFFO even in difficult economic cycles

Capital expenditures overview

19

\$mm

FY 2007

FY 2008

FY 2009

FY 2010

FY 2011



FY 2012

FY 2013

Billboards Traditional

68.7

58.1

7.4

9.5

34.5

29.1

21.3

Billboards Digital

92.1

103.7

15.2

13.2

41.3

42.1

50.2

Logos

10.2

7.6

5.3

8.5

10.1

8.7

11.2

Transit

2.0

1.0

5.4

0.9

0.8

0.3

0.2

Land and buildings

31.4

11.2

0.6

2.5

4.5

12.8

9.5

Other PP&E

16.1

16.5

4.9

8.9

15.9

12.6

13.3

Total capex

220.5

198.1

38.8

43.5

107.1

105.6

105.7

FY

2014:

~\$100mm

consisting

of

~\$45mm

growth

and

~\$55mm

maintenance

capital

expenditures

Strong balance sheet with no near term maturities

20

\$mm

Capital structure highlights

As of March 31, 2014

Amount<sup>1</sup>

xEBITDA

Cash

\$28.4  
 \$400mm Revolving credit facility  
 80.0  
 New Term Loan A  
 300.0  
 Total secured debt  
 \$380.0  
 0.7x  
 5.375% senior notes due 2024  
 510.0  
 Total senior debt  
 \$890.0  
 1.6x  
 5.000% senior sub notes due 2023  
 535.0  
 5.875% senior sub notes due 2022  
 500.0  
 Other debt  
 1.8  
 Total debt  
 \$1,926.8  
 3.5x  
 Net debt  
 \$1,898.4  
 3.5x  
 LTM 3/31/14 Adjusted EBITDA  
 \$546.4  
 Memo: Interest coverage ratio  
 3.9x  
 Redeemed \$400mm 2018  
 subordinated notes in April 2014 with  
 \$300mm new term debt, revolving  
 credit borrowings and cash on hand  
 Lamar maintains modest leverage  
 ratios post-conversion  
 Very strong interest and fixed charge  
 coverage ratios  
 Simple and transparent capital  
 structure  
 Annual dividends expected to be paid  
 out of internally-generated cash flow  
 Maturity profile (\$mm)

1

Balances shown are pro forma for the borrowing of \$300mm under our Term Loan A and \$80mm under our revolving credit facility which was used to fund the redemption of the \$400mm Senior Subordinated Notes on April 21, 2014

Key business initiatives

21

Focus on financial discipline and capital allocation

Limited strategic acquisition activity

Continue to use free cash flow to reduce debt

Continue to invest in highly profitable digital billboards  
No approved stock buyback plan  
Focus on cost containment

No near term plans to increase headcount; headcount in 2008 was 3,500+ and currently stands at approximately 3,000

Focus on improving pricing and occupancy statistics

Expect to elect REIT status effective January 1, 2014

Through numerous initiatives, Lamar has demonstrated its prudent financial strategy, generated free cash flow and is well positioned as the economy accelerates

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REIT conversion highlights

Favorable IRS PLR received, final Board authorization expected

Expect to complete a merger of Lamar into a newly formed, wholly owned subsidiary to adopt a new REIT-compliant charter

Merger will be subject to stockholder approval

Lamar REIT structural reorganization complete

Expect to elect REIT status effective January 1, 2014

No impact on customer service; No asset divestitures; No business disruption

Composition of qualified REIT subsidiary (QRS) and taxable REIT subsidiary (TRS)

TRS comprised of transit advertising business, design, production & installation services and foreign operations in Canada and Puerto Rico; we expect the tax leakage to be approximately \$15mm in 2014

QRS comprised of billboard and logo sign assets

Significant increase in shareholder value

Higher net income

Dividends initiated in connection with expected conversion

Potential to expand investor base and valuation multiples

Continued strong access to capital at attractive rates; modest post conversion leverage: ~3.5x

o

Provides dry powder for future accretive acquisitions

23

REIT conversion highlights (cont d)

Non-REIT E&P dividend

Accumulated non-REIT E&P: ~\$40mm

Plan to distribute in cash along with three regular quarterly distributions to stockholders during 2014  
2014 financial guidance

Projected earnings per diluted share: \$2.81 to \$2.91<sup>1</sup>

Projected Adjusted Funds from Operations (AFFO) per diluted share: \$4.03 to \$4.13<sup>2</sup>

2014 expected annual dividend per share (includes non-REIT E&P distribution of \$40mm): \$2.50<sup>3</sup>

0

Announced on May 22, 2014 a cash dividend of \$0.83 per share to be paid on June 30, 2014 to shareholders of record on June 1, 2014

2014 capital expenditures

~\$100mm consisting of ~\$45mm growth and ~\$55mm maintenance capital expenditures

Targeting annual dividend equal to ~60% of AFFO per diluted share in 2014

Refinancing transaction

On April 21, 2014, Lamar Media Corp. redeemed its outstanding \$400mm 7 7/8% Senior Subordinated Notes due 2018 at 103.938% principal

Funded repayment with \$300mm new term debt, revolving credit borrowings and cash

Estimated total REIT one-time conversion costs of ~\$5mm

24

1

Calculated before dividends

2

See Reconciliation to AFFO per diluted share  
in Appendix

3

Subject to declaration by Board of Directors

Indicative timeline for 2014 Distributions

25

June 1, 2014

Record date for June 30

quarterly dividend

May 22, 2014

Cash dividend

announced

June 30, 2014

Quarterly dividend  
to be paid (\$0.83)

End September 2014

Quarterly cash dividend  
expected to be paid

End December 2014

Quarterly cash dividend  
expected to be paid

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Significant opportunities for earnings growth  
and value creation  
Organic growth potential without the need to raise new capital

Continued investment in ROI efficient digital displays in new  
and existing markets to drive revenue growth

Rate and occupancy increases driven by focused local and

national sales force and acceleration in GDP growth

Ability to use free cash flow to reduce debt and interest expense

Additional growth opportunities through select M&A investment

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Lamar's capital allocation policy  
Maintain ample liquidity and solid balance sheet  
Target ~3.5x Leverage  
2014 AFFO Guidance : \$4.03 to \$4.13 per diluted share  
AFFO for dividend  
AFFO available for future growth  
Expected  
2014

dividends  
of  
\$2.50  
per  
share<sup>1</sup>

\$0.83 dividend declared, payable June 30, 2014 to  
shareholders of record on June 1, 2014

Additional distributions expected at end of September and  
end of December 2014

Reflects annualized 2014 dividend of \$0.625 per quarter  
Expect to pay dividends at the end of each quarter in 2015  
Distribute 100% of net taxable income once NOLs are  
exhausted

Paid out of internally generated cash flow  
Revisit payout ratio annually or sooner if required  
Increase dividend with future growth and utilization of NOLs  
Invest in display acquisitions and development to grow  
earnings

Opportunistic M&A  
Unused amounts available for increased dividends and / or  
debt reduction

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1

Subject to declaration by Board of Directors

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Summary historical financials

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Adjusted EBITDA reconciliation (Lamar Advertising  
Co.) (\$mm)

For the three  
months ended

March 31,

LTM

Q1 2014

FY 2007

FY 2008

FY 2009

FY 2010

FY 2011

FY 2012

FY 2013

2013

2014

Adjusted EBITDA

\$555.9

\$512.1

\$440.5

\$467.0

\$484.3

\$511.3

\$545.1

\$103.1

\$104.4

\$546.4

Non-cash compensation

27.5

9.0

12.5

17.8

11.7

14.5

25.0

10.8

3.9

18.1

Depreciation and  
amortization

306.9

331.7

336.7

312.7

299.6

296.1

300.6

73.9

69.5

296.2

Gain on disposition of  
assets/investments

(19.4)

(9.2)

(6.9)

(4.9)



(10.5)

(13.8)

(3.8)

(0.6)

(0.2)

(3.4)

Interest expense, net

166.0

169.1

196.5

185.7

170.5

156.8

146.1

36.7

30.2

139.6

(Gain) loss on debt  
extinguishment

(3.3)

17.4

0.7

41.6

14.3

5.2

19.5

Loss from other-than-  
temporary impairment of  
investment

4.1

4.1

Income tax expense  
(benefit)

33.9

9.3

(36.4)

(22.7)

5.4

8.2

22.8  
(7.4)  
(3.5)  
26.7  
Net income (loss)  
\$41.0  
\$2.2  
\$(58.6)  
\$(39.0)  
\$6.9  
\$7.9  
\$40.1  
\$(10.3)  
\$(4.8)  
\$45.6

1

Adjusted EBITDA is defined as earnings (loss) before non-cash compensation, interest, taxes, depreciation, amortization, gain disposition of assets and investments and loss on debt extinguishment

1

Reconciliation to AFFO per diluted share  
31  
\$mm  
For the three months ended March 31,  
For the year ended December 31, 2014  
2013<sup>1</sup>  
2014<sup>1</sup>  
Low end of

guidance  
 High end of  
 guidance  
 Net income (loss)  
 \$(10.3)  
 \$(4.8)  
 \$268.7  
 \$278.3  
 Real estate related depreciation and amortization  
 69.9  
 65.2  
 230.5  
 230.5  
 (Gain) losses from real estate  
 (0.5)  
  
 (4.0)  
 (4.0)  
 Adjustment for non-controlling interest  
 0.2  
  
 1.0  
 1.0  
 Adjustment to eliminate non-cash tax effect of conversion  
  
 (119.0)  
 (119.0)  
 Funds From Operations ("FFO")<sup>1</sup>  
 \$59.3  
 \$60.4  
 \$377.2  
 \$386.8  
 Straight line-revenue  
  
 1.3  
 1.3  
 Straight-line expense  
 (0.1)  
  
 1.2  
 1.2  
 Stock-based compensation expense  
 10.8  
 3.9  
 24.4  
 24.4  
 Non-cash tax expense (benefit)  
 (7.8)

(5.5)

Non-real estate related depreciation and amortization

4.0

4.3

12.1

12.1

Amortization of deferred financing and debt issuance costs

2.9

1.3

4.4

4.4

Loss on debt extinguishment

5.2

20.8

20.8

Loss from other-than-temporary impairment of investment

4.1

Capitalized expenditures

maintenance

(18.7)

(14.9)

(55.0)

(55.0)

Adjustment for non-controlling interest

(0.2)

(1.0)

(1.0)

Adjusted Funds From Operations ("AFFO")<sup>1</sup>

\$50.2

\$58.8

\$385.4

\$395.0

Divided by weighted average diluted shares outstanding

94.4

95.4

95.7

95.7

AFFO per diluted share

\$0.53

\$0.62

\$4.03

\$4.13

The calculation of FFO is based on the definition as set forth by the National Association of Real Estate Investment Trusts (NA

income (loss) to FFO and the calculation of AFFO are also presented above; FFO and AFFO, which are non-GAAP financial measures, are not necessarily comparable to those reported by REITs that do not compute these measures in accordance with NAREIT definitions, or that compute these measures differently than we do; our net loss for the three months ended March 31, 2014 reflects our current status as a regular domestic corporation for Federal Income Tax purposes; if we elect to qualify and elect to be taxed as a REIT, our tax expense would be lower than our current tax expense.

