

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended **December 31, 2018**  
**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
**Commission file number 001-36124**

**Gaming and Leisure Properties, Inc.**

(Exact name of registrant as specified in its charter)

<b>Pennsylvania</b> (State or other jurisdiction of incorporation or organization)	<b>46-2116489</b> (I.R.S. Employer Identification No.)
<b>845 Berkshire Blvd., Suite 200</b> <b>Wyomissing, Pennsylvania</b> (Address of principal executive offices)	<b>19610</b> (Zip Code)

Registrant's telephone number, including area code: **(610) 401-2900**

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

Title of each class	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	NASDAQ

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

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

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

Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/> Emerging growth company <input type="checkbox"/>
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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

As of June 30, 2018 (the last business day of the registrant's most recently completed second fiscal quarter), the aggregate market value of the voting common stock held by non-affiliates of the registrant was approximately \$7.2 billion. Such aggregate market value was computed by reference to the closing price of the common stock as reported on the NASDAQ Global Select Market on June 29, 2018.

The number of shares of the registrant's common stock outstanding as of February 8, 2019 was 214,638,534.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive proxy statement for its 2019 annual meeting of shareholders (when it is filed) will be incorporated by reference into Part III of this Annual Report on Form 10-K.

## IMPORTANT FACTORS REGARDING FORWARD-LOOKING STATEMENTS

Forward-looking statements in this document are subject to known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements of Gaming and Leisure Properties, Inc. ("GLPI") and subsidiaries (collectively, the "Company") to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements include information concerning the Company's business strategy, plans, and goals and objectives.

Forward-looking statements in this document include, but are not limited to, statements regarding our ability to grow our portfolio of gaming facilities and to secure additional avenues of growth beyond the gaming industry. In addition, statements preceded by, followed by or that otherwise include the words "believes," "expects," "anticipates," "intends," "projects," "estimates," "plans," "may increase," "may fluctuate," and similar expressions or future or conditional verbs such as "will," "should," "would," "may" and "could" are generally forward-looking in nature and not historical facts. You should understand that the following important factors could affect future results and could cause actual results to differ materially from those expressed in such forward-looking statements:

- the availability of and the ability to identify suitable and attractive acquisition and development opportunities and the ability to acquire and lease the respective properties on favorable terms;
- the degree and nature of our competition;
- the ability to receive, or delays in obtaining, the regulatory approvals required to own and/or operate our properties, or other delays or impediments to completing our planned acquisitions or projects;
- our ability to maintain our status as a real estate investment trust ("REIT"), given the highly technical and complex Internal Revenue Code (the "Code") provisions for which only limited judicial and administrative authorities exist, where even a technical or inadvertent violation could jeopardize REIT qualification and where requirements may depend in part on the actions of third parties over which the Company has no control or only limited influence;
- the satisfaction of certain asset, income, organizational, distribution, shareholder ownership and other requirements on a continuing basis in order for the Company to maintain its REIT status;
- the ability and willingness of our tenants, operators and other third parties to meet and/or perform their obligations under their respective contractual arrangements with us, including lease and note requirements and in some cases, their obligations to indemnify, defend and hold us harmless from and against various claims, litigation and liabilities;
- the ability of our tenants and operators to maintain the financial strength and liquidity necessary to satisfy their respective obligations and liabilities to third parties, including without limitation obligations under their existing credit facilities and other indebtedness;
- the ability of our tenants and operators to comply with laws, rules and regulations in the operation of our properties, to deliver high quality services, to attract and retain qualified personnel and to attract customers;
- the satisfaction of the mortgage loan made to Eldorado Resorts, Inc. ("Eldorado") by way of substitution of one or more additional Eldorado properties acceptable to Eldorado and the Company, which will be transferred to the Company and added to the master lease agreement with Eldorado;
- the ability to generate sufficient cash flows to service our outstanding indebtedness;
- the access to debt and equity capital markets, including for acquisitions or refinancing due to maturities;
- adverse changes in our credit rating;
- fluctuating interest rates;
- the impact of global or regional economic conditions;
- the availability of qualified personnel and our ability to retain our key management personnel;

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- GLPI's duty to indemnify Penn National Gaming, Inc. ("Penn") in certain circumstances if the spin-off transaction described in Part 1 of this Annual Report on Form 10-K fails to be tax-free;
- changes in the United States tax law and other state, federal or local laws, whether or not specific to real estate, real estate investment trusts or to the gaming, lodging or hospitality industries;
- changes in accounting standards;
- the impact of weather events or conditions, natural disasters, acts of terrorism and other international hostilities, war or political instability;
- other risks inherent in the real estate business, including potential liability relating to environmental matters and illiquidity of real estate investments; and
- additional factors discussed in the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this report.

Certain of these factors and other factors, risks and uncertainties are discussed in the "Risk Factors" section of this report. Other unknown or unpredictable factors may also cause actual results to differ materially from those projected by the forward-looking statements. Most of these factors are difficult to anticipate and are generally beyond the control of the Company.

You should consider the areas of risk described above, as well as those set forth under the heading "Risk Factors," in connection with considering any forward-looking statements that may be made by the Company generally. The Company does not undertake any obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events unless required to do so by law.

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*This Annual Report on Form 10-K includes information regarding Penn National Gaming, Inc., a Pennsylvania corporation, and its subsidiaries (collectively "Penn"), Eldorado Resorts, Inc., a Nevada corporation, and its subsidiaries (collectively "Eldorado") and Boyd Gaming Corporation, a Nevada corporation, and its subsidiaries (collectively "Boyd"). Penn, Eldorado and Boyd are subject to the reporting requirements of the U.S. Securities and Exchange Commission ("SEC") and are required to file with the SEC annual reports containing audited financial information and quarterly reports containing unaudited financial information. The information related to Penn, Eldorado and Boyd provided in this Annual Report on Form 10-K has been derived from Penn's, Eldorado's and Boyd's respective public filings. We have not independently verified this information. We have no reason to believe that this information derived from such public filings is inaccurate in any material respect that has not been disclosed publicly. We are providing this data for information purposes only. Penn's, Eldorado's and Boyd's filings with the SEC can be found at [www.sec.gov](http://www.sec.gov).*

In this Annual Report on Form 10-K, the terms "we," "us," "our," the "Company" and "GLPI" refer to Gaming and Leisure Properties, Inc. and subsidiaries, unless the context indicates otherwise.

## PART I

### ITEM 1. BUSINESS

#### Overview

GLPI is a self-administered and self-managed Pennsylvania REIT. The Company was formed from the 2013 tax-free spin-off of the real estate assets of Penn and was incorporated in Pennsylvania on February 13, 2013, as a wholly-owned subsidiary of Penn. On November 1, 2013, Penn contributed to GLPI, through a series of internal corporate restructurings, substantially all of the assets and liabilities associated with Penn's real property interests and real estate development business, as well as the assets and liabilities of Louisiana Casino Cruises, Inc. (d/b/a Hollywood Casino Baton Rouge) and Penn Cecil Maryland, Inc. (d/b/a Hollywood Casino Perryville), which are referred to as the "TRS Properties," and then spun-off GLPI to holders of Penn's common and preferred stock in a tax-free distribution (the "Spin-Off"). The assets and liabilities of GLPI were recorded at their respective historical carrying values at the time of the Spin-Off in accordance with the provisions of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 505-60 - *Spinoffs and Reverse Spinoffs*. GLPI owns and operates the TRS Properties through its indirect wholly-owned subsidiary, GLP Holdings, Inc.

The Company elected on its United States ("U.S.") federal income tax return for its taxable year that began on January 1, 2014 to be treated as a REIT and GLPI, together with GLP Holdings, Inc., jointly elected to treat each of GLP Holdings, Inc., Louisiana Casino Cruises, Inc. and Penn Cecil Maryland, Inc. as a "taxable REIT subsidiary" ("TRS") effective on the first day of the first taxable year of GLPI as a REIT. In connection with the Spin-Off, Penn allocated its accumulated earnings and profits (as determined for U.S. federal income tax purposes) for periods prior to the consummation of the Spin-Off between Penn and GLPI. In connection with its election to be taxed as a REIT for U.S. federal income tax purposes for the year ended December 31, 2014, GLPI declared a special dividend to its shareholders to distribute any accumulated earnings and profits relating to the real property assets and attributable to any pre-REIT years, including any earnings and profits allocated to GLPI in connection with the Spin-Off, to comply with certain REIT qualification requirements (the "Purging Distribution").

As a result of the Spin-Off, GLPI owns substantially all of Penn's former real property assets and leases back most of these assets to Penn for use by its subsidiaries pursuant to a unitary master lease (the "Penn Master Lease"). The Penn Master Lease is a triple-net operating lease with an initial term of 15 years (expiring October 31, 2028) with no purchase option, followed by four 5-year renewal options (exercisable by Penn) on the same terms and conditions. In April 2016, the Company acquired substantially all of the real estate assets of Pinnacle Entertainment, Inc. ("Pinnacle") for approximately \$4.8 billion. GLPI originally leased these assets back to Pinnacle, under a unitary triple-net lease with an initial term of 10 years (expiring April 30, 2026) with no purchase option, followed by five 5-year renewal options (exercisable by Pinnacle) on the same terms and conditions (the "Pinnacle Master Lease"). On October 15, 2018, the Company completed its previously announced transactions with Penn, Pinnacle and Boyd to accommodate Penn's acquisition of the majority of Pinnacle's operations, pursuant to a definitive agreement and plan of merger between Penn and Pinnacle, dated December 17, 2017 (the "Penn-Pinnacle Merger"). Concurrent with the Penn-Pinnacle Merger, the Company amended the Pinnacle Master Lease to allow for the sale of the operating assets of Ameristar Casino Hotel Kansas City, Ameristar Casino Resort Spa St. Charles and Belterra Casino Resort from Pinnacle to Boyd (the "Amended Pinnacle Master Lease") and entered into a new unitary triple-net master lease agreement with Boyd for these properties on terms similar to the Company's existing master leases. The Company also purchased the real estate assets of Plainridge Park Casino ("Plainridge Park") from Penn for \$250.0 million, exclusive of transaction fees and taxes and added this property to the Amended Pinnacle Master Lease. The Amended Pinnacle Master Lease was assumed by Penn at the consummation of the Penn-Pinnacle Merger. The Company also entered into a mortgage loan agreement with Boyd in connection with Boyd's acquisition of Belterra Park Gaming & Entertainment Center ("Belterra

Park"), whereby the Company loaned Boyd \$57.7 million (the "Belterra Park Loan"). See Note 4 for further details surrounding the original Pinnacle acquisition and the subsequent acquisition of Pinnacle by Penn.

GLPI's primary business consists of acquiring, financing, and owning real estate property to be leased to gaming operators in triple-net lease arrangements. Triple-net leases are leases in which the lessee pays rent to the lessor, as well as all taxes, insurance, and maintenance expenses that arise from the use of the property. As of December 31, 2018, GLPI's portfolio consisted of interests in 46 gaming and related facilities, including the TRS Properties, the real property associated with 33 gaming and related facilities operated by Penn, the real property associated with 6 gaming and related facilities operated by Eldorado (including one mortgaged facility), the real property associated with 4 gaming and related facilities operated by Boyd (including one mortgaged property) and the real property associated with the Casino Queen in East St. Louis, Illinois. These facilities are geographically diversified across 16 states and contain approximately 23.5 million square feet. As of December 31, 2018, the Company's properties were 100% occupied.

We expect to grow our portfolio by pursuing opportunities to acquire additional gaming facilities to lease to gaming operators under prudent terms. In addition to the acquisition of Plainridge Park described above, on October 1, 2018, the Company closed its previously announced transaction to acquire certain real property assets from Tropicana Entertainment Inc. ("Tropicana") and certain of its affiliates pursuant to a Purchase and Sale Agreement (the "Real Estate Purchase Agreement") dated April 15, 2018 between Tropicana and GLP Capital L.P. ("GLP Capital"), the operating partnership of GLPI, which was subsequently amended on October 1, 2018 (as amended, the "Amended Real Estate Purchase Agreement"). Pursuant to the terms of the Amended Real Estate Purchase Agreement, the Company acquired the real estate assets of Tropicana Atlantic City, Tropicana Evansville, Tropicana Laughlin, Trop Casino Greenville and the Belle of Baton Rouge (the "GLP Assets") from Tropicana for an aggregate cash purchase price of \$964.0 million, exclusive of transaction fees and taxes (the "Tropicana Acquisition"). Concurrent with the Tropicana Acquisition, Eldorado Resorts, Inc. ("Eldorado") acquired the operating assets of these properties from Tropicana pursuant to an Agreement and Plan of Merger dated April 15, 2018 by and among Tropicana, GLP Capital, Eldorado and a wholly-owned subsidiary of Eldorado (the "Tropicana Merger Agreement") and leased the GLP Assets from the Company pursuant to the terms of a new unitary triple-net master lease with a 15-year initial term, with no purchase option followed by four successive 5 -year renewal periods (exercisable by Eldorado) on the same terms and conditions (the "Eldorado Master Lease"). Additionally, on October 1, 2018 the Company made a mortgage loan to Eldorado in the amount of \$246.0 million in connection with Eldorado's acquisition of Lumière Place (together with the Tropicana Acquisition the "Tropicana Transactions").

Additionally, we believe we have the ability to leverage the expertise our management team has developed over the years to secure additional avenues for growth beyond the gaming industry.

#### **Tax Status**

We elected on our 2014 U.S. federal income tax return to be treated as a REIT and intend to continue to be organized and to operate in a manner that will permit us to qualify as a REIT. To qualify as a REIT, we must meet certain organizational and operational requirements, including a requirement to distribute at least 90% of our annual REIT taxable income to shareholders. As a REIT, we generally will not be subject to federal income tax on income that we distribute as dividends to our shareholders. If we fail to qualify as a REIT in any taxable year, we will be subject to U.S. federal income tax, including any applicable alternative minimum tax, on our taxable income at regular corporate income tax rates, and dividends paid to our shareholders would not be deductible by us in computing taxable income. Any resulting corporate liability could be substantial and could materially and adversely affect our net income and net cash available for distribution to shareholders. Unless we were entitled to relief under certain provisions of the Code, we also would be disqualified from re-electing to be taxed as a REIT for the four taxable years following the year in which we failed to qualify to be taxed as a REIT.

Our TRS Properties are able to engage in activities resulting in income that is not qualifying income for a REIT. As a result, certain activities of the Company which occur within our TRS Properties are subject to federal and state income taxes.

#### **Tenants**

As of December 31, 2018, 20 of the Company's real estate investment properties were leased to a subsidiary of Penn under the Penn Master Lease, 12 of the Company's real estate investment properties were leased to a subsidiary of Penn under the Amended Pinnacle Master Lease, 5 of the Company's real estate investment properties were leased to a subsidiary of Eldorado under the Eldorado Master Lease and 3 of the Company's real estate investment properties were leased to a subsidiary of Boyd under the Boyd Master Lease. Penn, Eldorado and Boyd are leading, diversified, multi-jurisdictional owners and managers of gaming and pari-mutuel properties and established gaming providers with strong financial performance. The obligations under the Penn and Amended Pinnacle Master Leases are guaranteed by Penn and by most of Penn's subsidiaries that occupy and operate the facilities leased under the respective master leases. The obligations under the Eldorado Master Lease are guaranteed by Eldorado and by most of Eldorado's subsidiaries that occupy and operate the facilities under the

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Eldorado Master Lease. The obligations under the Boyd Master Lease are guaranteed by most of Boyd's subsidiaries that occupy and operate the facilities leased under the Boyd Master Lease. Additionally, the real estate assets of the Meadows Racetrack and Casino (the "Meadows") are leased to Penn under a single property triple-net operating lease (the "Meadows Lease"). GLPI also leases the Casino Queen property back to its operator on a triple-net basis on terms similar to those in the master leases (the "Casino Queen Lease").

The rent structure under the Penn Master Lease includes a fixed component, a portion of which is subject to an annual 2% escalator if certain rent coverage ratio thresholds are met, and a component that is based on the performance of the facilities, which is adjusted, subject to certain floors (i) every five years to an amount equal to 4% of the average net revenues of all facilities under the Penn Master Lease (other than Hollywood Casino Columbus and Hollywood Casino Toledo) during the preceding five years, and (ii) monthly by an amount equal to 20% of the net revenues of Hollywood Casino Columbus and Hollywood Casino Toledo during the preceding month.

Similar to the Penn Master Lease, the Amended Pinnacle Master Lease also includes a fixed component, a portion of which is subject to an annual 2% escalator if certain rent coverage ratio thresholds are met and a component that is based on the performance of the facilities, which is adjusted, subject to certain floors, every two years to an amount equal to 4% of the average annual net revenues of all facilities under the Amended Pinnacle Master Lease during the preceding two years.

The Eldorado Master Lease includes a fixed component, a portion of which is subject to an annual 2% escalator if certain rent coverage ratio thresholds are met and a component that is based on the performance of the facilities, which is adjusted, subject to certain floors every two years to an amount equal to 4% of the average annual net revenues of all facilities under the Eldorado Master Lease during the preceding two years.

The Boyd Master Lease includes a fixed component, a portion of which is subject to an annual 2% escalator if certain rent coverage ratio thresholds are met and a component that is based on the performance of the facilities, which is adjusted, subject to certain floors every two years to an amount equal to 4% of the average annual net revenues of all facilities under the Boyd Master Lease during the preceding two years.

The Meadows Lease contains a fixed component, subject to annual escalators, and a component that is based on the performance of the facility, which is reset every two years to a fixed amount determined by multiplying (i) 4% by (ii) the average annual net revenues of the facility for the trailing two year period. The Meadows Lease contains an annual escalator provision for up to 5% of the base rent, if certain rent coverage ratio thresholds are met, which remains at 5% until the earlier of ten years or the year in which total rent is \$31 million, at which point the escalator will be reduced to 2% annually thereafter.

The rent structure under the Casino Queen Lease also includes a fixed component, a portion of which is subject to an annual 2% escalator if certain rent coverage ratio thresholds are met, and a component that is based on the performance of the facility, which is reset every five years to a fixed amount equal to the greater of (i) the annual amount of non-fixed rent applicable for the lease year immediately preceding such rent reset year and (ii) an amount equal to 4% of the average annual net revenues of the facility for the trailing five-year period.

In addition to rent, as triple-net lessees, all of the Company's tenants are required to pay the following executory costs: (1) all facility maintenance, (2) all insurance required in connection with the leased properties and the business conducted on the leased properties, including coverage of the landlord's interests, (3) taxes levied on or with respect to the leased properties, (other than taxes on the income of the lessor) and (4) all utilities and other services necessary or appropriate for the leased properties and the business conducted on the leased properties.

Our tenants do not have the ability to terminate their obligations under our long-term tenant leases prior to their initial expiration without the Company's consent. If our long-term tenant leases are terminated prior to their initial expiration other than with our consent, our tenants may be liable for damages and incur charges such as continued payment of rent through the end of the lease term and maintenance costs for the leased property. All of our tenant leases contain a limited number of renewal options which may be exercised at our tenants' option. The Penn Master Lease, the Eldorado Master Lease and the Casino Queen Lease each have an initial term of 15 years with no purchase option, followed by four 5-year renewal options (exercisable by Penn, Eldorado or Casino Queen, respectively) on the same terms and conditions, while the Amended Pinnacle Master Lease and the Boyd Master Lease each have an initial term of 10 years (from the original April 2016 commencement date of the Pinnacle Master Lease) with no purchase option, followed by five 5-year renewal options (exercisable by Penn or Boyd, respectively) on the same terms and conditions. The Meadows Lease has an initial term of 10 years with no purchase option and the option to renew for three successive 5-year terms and one 4-year term (exercisable by Penn) on the same terms and conditions.

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The following table summarizes certain features of our properties as of December 31, 2018:

	Location	Tenant/Operator	Approx. Property Square Footage <sup>(1)</sup>	Owned Acreage	Leased Acreage <sup>(2)</sup>	Hotel Rooms
<b>Tenant Occupied Properties</b>						
Hollywood Casino Lawrenceburg	Lawrenceburg, IN	Penn	634,000	73.1	32.1	295
Hollywood Casino Aurora	Aurora, IL	Penn	222,189	0.4	1.7	—
Hollywood Casino Joliet	Joliet, IL	Penn	322,446	275.6	—	100
Argosy Casino Alton	Alton, IL	Penn	124,569	0.2	3.6	—
Hollywood Casino Toledo	Toledo, OH	Penn	285,335	42.3	—	—
Hollywood Casino Columbus	Columbus, OH	Penn	354,075	116.2	—	—
Hollywood Casino at Charles Town Races	Charles Town, WV	Penn	511,249	298.6	—	150
Hollywood Casino at Penn National Race Course	Grantville, PA	Penn	451,758	573.7	—	—
M Resort	Henderson, NV	Penn	910,173	83.5	—	390
Hollywood Casino Bangor	Bangor, ME	Penn	257,085	6.4	37.9	152
Zia Park Casino <sup>(3)</sup>	Hobbs, NM	Penn	109,067	317.4	—	—
Hollywood Casino Gulf Coast	Bay St. Louis, MS	Penn	425,920	578.7	—	291
Argosy Casino Riverside	Riverside, MO	Penn	450,397	37.9	—	248
Hollywood Casino Tunica	Tunica, MS	Penn	315,831	—	67.7	494
Boomtown Biloxi	Biloxi, MS	Penn	134,800	1.5	1.0	—
Hollywood Casino St. Louis	Maryland Heights, MO	Penn	645,270	222.4	—	502
Hollywood Gaming at Dayton Raceway	Dayton, OH	Penn	191,037	119.7	—	—
Hollywood Gaming at Mahoning Valley Race Course	Youngstown, OH	Penn	177,448	193.4	—	—
Resorts Casino Tunica	Tunica, MS	Penn	319,823	—	86.6	201
1st Jackpot Casino	Tunica, MS	Penn	78,941	52.9	93.8	—
Ameristar Black Hawk	Black Hawk, CO	Penn	775,744	104.1	—	535
Ameristar East Chicago	East Chicago, IN	Penn	509,867	—	21.6	288
Ameristar Council Bluffs <sup>(3)</sup>	Council Bluffs, IA	Penn	312,047	36.2	22.6	160
L'Auberge Baton Rouge	Baton Rouge, LA	Penn	436,461	99.1	—	205
Boomtown Bossier City	Bossier City, LA	Penn	281,747	21.8	—	187
L'Auberge Lake Charles	Lake Charles, LA	Penn	1,014,497	—	234.5	995
Boomtown New Orleans	New Orleans, LA	Penn	278,227	53.6	—	150
Ameristar Vicksburg	Vicksburg, MS	Penn	298,006	74.1	—	148
River City Casino and Hotel	St. Louis, MO	Penn	431,226	—	83.4	200
Jackpot Properties <sup>(4)</sup>	Jackpot, NV	Penn	419,800	79.5	—	416
Plainridge Park Casino	Plainville, MA	Penn	196,473	87.9	—	—
The Meadows Racetrack and Casino <sup>(3)</sup>	Washington, PA	Penn	417,921	155.5	—	—
Casino Queen	East St. Louis, IL	Casino Queen	330,502	67.2	—	157
Belterra Casino Resort	Florence, IN	Boyd	782,393	167.1	148.5	662
Ameristar Kansas City	Kansas City, MO	Boyd	763,939	224.5	31.4	184
Ameristar St. Charles	St. Charles, MO	Boyd	1,272,938	241.2	—	397
Tropicana Atlantic City	Atlantic City, NJ	Eldorado	4,232,018	18.3	—	2,366
Tropicana Evansville	Evansville, IN	Eldorado	754,833	18.4	10.2	338
Tropicana Laughlin	Laughlin, NV	Eldorado	936,453	93.6	—	1,487
Trop Casino Greenville	Greenville, MS	Eldorado	94,017	—	7.4	40
Belle of Baton Rouge	Baton Rouge, LA	Eldorado	386,398	13.1	0.8	288
			21,846,920	4,549.1	884.8	12,026
<b>Mortgaged Properties</b>						
Belterra Park Gaming & Entertainment Center <sup>(5)</sup>	Cincinnati, OH	Boyd	372,650	160.0	—	—



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Lumière Place <sup>(5)</sup>	St. Louis, MO	Eldorado	1,020,782	18.5	—	494
			1,393,432	178.5	—	494
<b>Other Properties</b>						
Other owned buildings and land <sup>(6)</sup>	various	N/A	23,400	3.9	—	—
<b>TRS Properties</b>						
Hollywood Casino Baton Rouge	Baton Rouge, LA	GLPI	95,318	25.1	—	—
Hollywood Casino Perryville	Perryville, MD	GLPI	97,961	36.4	—	—
			193,279	61.5	—	—
<b>Total</b>			<b>23,457,031</b>	<b>4,793.0</b>	<b>884.8</b>	<b>12,520</b>

- (1) Square footage includes air-conditioned space and excludes parking garages and barns.
- (2) Leased acreage reflects land subject to leases with third-parties and includes land on which certain of the current facilities and ancillary supporting structures are located as well as parking lots and access rights.
- (3) These properties include hotels not owned by the Company. Square footage and rooms associated with properties not owned by GLPI are excluded from the table above.
- (4) Encompasses two gaming properties in Jackpot, Nevada, Cactus Petes and The Horseshu.
- (5) The Company financed the purchase of these properties by their respective owner-operators through mortgage loans to the owner-operators. Square footage, acreage and rooms associated with these properties that we do not own are included in this table for informational purposes only.
- (6) This includes our corporate headquarters building and undeveloped land the Company owns at locations other than its tenant occupied properties.

*Hollywood Casino Lawrenceburg*

We own 73.1 acres and lease 32.1 acres in Lawrenceburg, Indiana, a portion of which serves as the dockside embarkation for the gaming vessel, and includes a Hollywood-themed casino riverboat, an entertainment pavilion, a 295-room hotel, two parking garages and an adjacent surface lot, with an additional surface lot used for remote parking. This property is leased to Penn as part of the Penn Master Lease.

*Hollywood Casino Aurora*

We own a dockside barge structure and land-based pavilion in Aurora, Illinois. We own the land, which is approximately 0.4 acres, on which the pavilion is located. The property also includes two parking garages under capital lease agreements and rights to a pedestrian walkway bridge under an operating lease, together comprising 1.7 acres. This property is leased to Penn as part of the Penn Master Lease.

*Hollywood Casino Joliet*

We own 275.6 acres in Joliet, Illinois, which includes a barge-based casino, land-based pavilion, a 100-room hotel, a parking garage, surface parking areas and a recreational vehicle park. This property is leased to Penn as part of the Penn Master Lease.

*Argosy Casino Alton*

We lease 3.6 acres in Alton, Illinois, a portion of which serves as the dockside boarding for the Alton Belle II, a riverboat casino. The dockside facility includes an entertainment pavilion and office space, as well as surface parking areas. In addition, we own an office building property consisting of 0.2 acres. This property is leased to Penn as part of the Penn Master Lease.

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*Hollywood Casino Toledo*

We own a 42.3 acre site in Toledo, Ohio, where Hollywood Casino Toledo is located. The property includes a casino as well as structured and surface parking. This property is leased to Penn as part of the Penn Master Lease.

*Hollywood Casino Columbus*

We own 116.2 acres of land in Columbus, Ohio, where Hollywood Casino Columbus is located. The property includes a casino as well as structured and surface parking. This property is leased to Penn as part of the Penn Master Lease.

*Hollywood Casino at Charles Town Races*

We own 298.6 acres on various parcels in Charles Town and Ranson, West Virginia of which 155 acres comprise the Hollywood Casino at Charles Town Races. The facility includes a 150-room hotel and a 3/4-mile all-weather lighted thoroughbred racetrack, a training track, two parking garages, an employee parking lot, an enclosed grandstand/clubhouse and stable facilities for over 1,300 horses. This property is leased to Penn as part of the Penn Master Lease.

*Hollywood Casino at Penn National Race Course*

We own 573.7 acres in Grantville, Pennsylvania, where Penn National Race Course is located on 181 acres. The facility includes a casino, a one-mile all-weather lighted thoroughbred racetrack and a 7/8-mile turf track, a parking garage and surface parking spaces. The property also includes approximately 393 acres surrounding the Penn National Race Course that are available for future expansion or development. This property is leased to Penn as part of the Penn Master Lease.

*M Resort*

We own 83.5 acres on the southeast corner of Las Vegas Boulevard and St. Rose Parkway in Henderson, Nevada, where the M Resort is located. The M Resort property includes a casino, a 390-room hotel and a parking facility. In addition, our tenant has rights to 4.0 acres of land at the casino site. This property is leased to Penn as part of the Penn Master Lease.

*Hollywood Casino Bangor*

We lease 2.5 acres in Bangor, Maine on which Hollywood Casino Bangor is located. We also own 6.4 acres adjacent to the casino on which a 152-room hotel and a four-story parking garage are located. In addition, we lease 35.4 acres at and around historic Bass Park, which is adjacent to the casino and includes a one-half mile standardbred racetrack, a grandstand with over 12,000 square feet and seating for 3,500 patrons and parking. This property is leased to Penn as part of the Penn Master Lease.

*Zia Park Casino*

We own 317.4 acres in Hobbs, New Mexico, where the Zia Park Casino is located. The property also includes a one-mile thoroughbred and quarterhorse racetrack. This property is leased to Penn as part of the Penn Master Lease.

*Hollywood Casino Gulf Coast*

We own 578.7 acres in the city of Bay St. Louis, Mississippi, including a 20-slip marina. The property includes a casino, an 18-hole golf course, a 291-room hotel, a recreational vehicle park and other facilities. This property is leased to Penn as part of the Penn Master Lease.

*Argosy Casino Riverside*

We own 37.9 acres in Riverside, Missouri, which includes a barge-based casino, a 248-room hotel, an entertainment/banquet facility and a parking garage. This property is leased to Penn as part of the Penn Master Lease.

*Hollywood Casino Tunica*

We lease 67.7 acres of land in Tunica, Mississippi. The property includes a dockside single-level casino, a 494-room hotel, surface parking and other land-based facilities. This property is leased to Penn as part of the Penn Master Lease.

*Boomtown Biloxi*

We lease 1.0 acre of land mostly used for parking and a welcome center and own an additional 1.5 acres in Biloxi, Mississippi. In addition, our tenant has rights to 18.5 acres of land, most of which is utilized for the dockside casino and 4.5 acres of submerged tidelands at the casino site. This property is leased to Penn as part of the Penn Master Lease.



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*Hollywood Casino St. Louis*

We own 222.4 acres along the Missouri River in Maryland Heights, Missouri. The property includes a casino, a 502-room hotel and structure and surface parking. This property is leased to Penn as part of the Penn Master Lease.

*Hollywood Gaming at Dayton Raceway*

We own 119.7 acres in Dayton, Ohio, where Penn opened Hollywood Gaming at Dayton Raceway on August 28, 2014. The property includes a gaming facility, a 5/8-mile all-weather standardbred racetrack and surface parking. This property is leased to Penn as part of the Penn Master Lease.

*Hollywood Gaming at Mahoning Valley Race Course*

We own 193.4 acres in Youngstown, Ohio, where Penn opened Hollywood Gaming at Mahoning Valley Race Course on September 17, 2014. The property includes a gaming facility, a one-mile thoroughbred racetrack and surface parking. This property is leased to Penn as part of the Penn Master Lease.

*Resorts Casino Tunica*

We lease 86.6 acres in Tunica, Mississippi, where the Resorts Casino Tunica is located. The property is located along the Mississippi River and includes a dockside casino, surface parking, a 201-room hotel and other land-based facilities. This property is leased to Penn as part of the Penn Master Lease.

*1st Jackpot Casino*

We own 52.9 acres of wetlands and lease an additional 93.8 acres in Tunica, Mississippi located approximately 30 miles from downtown Memphis, Tennessee. The property is located along the Mississippi River and includes a dockside casino, surface parking and other land-based facilities. This property is leased to Penn as part of the Penn Master Lease.

*Ameristar Black Hawk*

We own 104.1 acres in Black Hawk, Colorado which includes a casino and a 535 room hotel. The casino property sits on approximately 6 acres and the remaining 98 acres, which are located across the street from the casino, are used mainly for overflow parking, administrative offices and a warehouse. This property is leased to Penn as part of the Amended Pinnacle Master Lease.

*Ameristar East Chicago*

We lease 21.6 acres in East Chicago, Indiana located approximately 25 miles from downtown Chicago, Illinois. The property includes a dockside riverboat casino and a 288 room hotel. This property is leased to Penn as part of the Amended Pinnacle Master Lease.

*Ameristar Council Bluffs*

We own 36.2 acres and lease an additional 22.6 acres in Council Bluffs, Iowa. The property is located across the Missouri River from Omaha, Nebraska. The property includes a dockside casino and a 160 room hotel. This property is leased to Penn as part of the Amended Pinnacle Master Lease.

*L' Auberge Baton Rouge*

We own 99.1 acres in Baton Rouge, Louisiana. The property includes a dockside casino and a 205 room hotel and is located approximately 10 miles south of downtown Baton Rouge. This property is leased to Penn as part of the Amended Pinnacle Master Lease.

*Boomtown Bossier City*

We own 21.8 acres on the banks of the Red River in Bossier City, Louisiana. The property features a 187 room hotel adjoining a dockside riverboat casino. This property is leased to Penn as part of the Amended Pinnacle Master Lease.

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*L'Auberge Lake Charles*

We lease 234.5 acres in Lake Charles, Louisiana. The property includes a dockside casino and a 995 room hotel and is one of the closest full-scale casino-hotel facilities to Houston, Texas. This property is leased to Penn as part of the Amended Pinnacle Master Lease.

*Boomtown New Orleans*

We own 53.6 acres in Harvey, Louisiana. The property includes a dockside riverboat casino and a 150 room hotel. This property is leased to Penn as part of the Amended Pinnacle Master Lease.

*Ameristar Vicksburg*

We own 74.1 acres in Vicksburg, Mississippi. The property includes a dockside riverboat casino and a 148 room hotel. Also located on the property is a recreational vehicle park and buildings which are used for warehousing and support services. This property is leased to Penn as part of the Amended Pinnacle Master Lease.

*River City Casino and Hotel*

We lease 83.4 acres in St. Louis County Missouri approximately 12 miles south of downtown St. Louis. The property includes a dockside casino and a 200 room hotel. This property is leased to Penn as part of the Amended Pinnacle Master Lease.

*Jackpot Properties*

We own 79.5 acres in Jackpot, Nevada, encompassing Cactus Petes and The Horseshu. In addition to these two casinos, the property includes a 416 room hotel and a recreational vehicle park. These two properties sit directly across from each other with Highway 93 separating them. These properties are leased to Penn as part of the Amended Pinnacle Master Lease.

*Plainridge Park Casino*

We own 87.9 acres in Plainridge, Massachusetts. The property includes a gaming facility, live harness racing on a 5/8 mile track, 1,620 structured and surface parking spaces, a grandstand and a clubhouse. This property is leased to Penn as part of the Amended Pinnacle Master Lease.

*The Meadows Racetrack and Casino*

We own 155.5 acres in Washington, Pennsylvania. The property includes a casino, an off-track wagering facility, a 24-lane bowling alley and a state-of-the-art 5/8-mile harness track with a 500-seat grandstand. This property is leased to Penn under the Meadows Lease.

*Casino Queen*

We own 67.2 acres in East St. Louis, Illinois. The property includes a casino, a 157-room hotel, a recreational vehicle park and surface parking areas. This property is leased to Casino Queen under the Casino Queen Lease.

*Bellterra Casino Resort*

We own 167.1 acres and lease an additional 148.5 acres in Florence, Indiana. The property is located along the Ohio River and includes a dockside riverboat casino, an 18-hole golf course and a 608 room casino hotel, in addition to the 54 room Ogle Haus Inn. This property is leased to Boyd as part of the Boyd Master Lease.

*Ameristar Kansas City*

We own 224.5 acres in Kansas City, Missouri, along the north bank of the Missouri River and lease an additional 31.4 adjacent acres. The property includes a dockside casino and a 184 room hotel. This property is leased to Boyd as part of the Boyd Master Lease.

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*Ameristar St. Charles*

We own 241.2 acres in St. Charles, Missouri, along the west bank of the Missouri River. The property includes a dockside casino and a 397 room hotel. This property is leased to Boyd as part of the Boyd Master Lease.

*Tropicana Atlantic City*

We own 18.3 acres in Atlantic City, New Jersey. The property includes a casino and 2,366 hotel rooms across five hotel towers. This property is leased to Eldorado as part of the Eldorado Master Lease.

*Tropicana Evansville*

We own 18.4 acres and lease another 10.2 acres along the banks of the Ohio river in Evansville, Indiana. The property includes a casino and two hotels with a combined 338 rooms along with a 1,660 vehicle attached parking garage. This property is leased to Eldorado as part of the Eldorado Master Lease.

*Tropicana Laughlin*

We own 93.6 acres in Laughlin, Nevada. The property includes a casino and a 1,487 room hotel. This property is leased to Eldorado as part of the Eldorado Master Lease.

*Trop Casino Greenville*

We lease 7.4 acres in historic downtown Greenville, Mississippi. The property includes a riverboat and casino and a 40 room hotel. This property is leased to Eldorado as part of the Eldorado Master Lease.

*Belle of Baton Rouge*

We own 13.1 acres and lease another 0.8 acres in the downtown historic district of Baton Rouge, Louisiana. The property includes a dockside casino and a 288 room hotel. This property is leased to Eldorado as part of the Eldorado Master Lease.

**Mortgaged Properties**

*Belterra Park Gaming and Entertainment Center*

We hold the mortgage on this property which encompasses 160.0 acres on the banks of the Ohio River approximately 10 minutes from downtown Cincinnati, Ohio. The property includes a gaming facility and live thoroughbred racing on two tracks, a 7/8 mile turf track and a one mile dirt track.

*Lumière Place*

We hold the mortgage on this property which encompasses 18.5 acres overlooking the Mississippi River in historic downtown St. Louis, Missouri. The property includes a casino and two hotels with a combined 494 rooms.

**TRS Properties**

*Hollywood Casino Baton Rouge*

Hollywood Casino Baton Rouge is a dockside riverboat casino operating in Baton Rouge, Louisiana. The riverboat features approximately 29,000 square feet of gaming space with 894 gaming machines and 12 table games and also features a deli. The facility also includes a two-story, 66,318 square foot dockside building featuring a variety of amenities, including a grill, a 268-seat buffet, a premium players' lounge, an event venue, a lobby bar, a public atrium, two meeting rooms and 1,407 surface parking spaces.

*Hollywood Casino Perryville*

Hollywood Casino Perryville is located directly off Interstate 95 in Cecil County, Maryland just 35 miles northeast of Baltimore and 70 miles from Washington, D.C. Hollywood Casino Perryville is a Hollywood-themed facility which offers 34,329 square feet of gaming space with 822 slot machines, 14 table games, 8 poker tables and a simulcast race book. The

facility also offers several third-party operated food and beverage options, including a bar and grill, a casino bar, a gift shop and 1,600 surface parking spaces with valet and self-parking.

## Competition

We compete for additional real property investments with other REITs, investment companies, private equity and hedge fund investors, sovereign funds, lenders, gaming companies and other investors. Some of our competitors are significantly larger and have greater financial resources and lower costs of capital than we have. Furthermore, in April 2016, MGM Resorts International ("MGM") formed MGM Growth Properties, a separate publicly traded REIT, holding a substantial portion of the real estate assets associated with MGM's operations. Additionally, in October 2017, Caesars Entertainment Corporation emerged from bankruptcy and completed the spin-off of substantially all of its real estate assets to VICI Properties, a separate publicly traded REIT. Increased competition will make it more challenging to identify and successfully capitalize on acquisition opportunities that meet our investment objectives.

In addition, revenues from our gaming properties are dependent on the ability of our gaming tenants and operators to compete with other gaming operators. The gaming industry is characterized by an increasingly high degree of competition among a large number of participants, including riverboat casinos, dockside casinos, land-based casinos, video lottery, sweepstakes and poker machines not located in casinos, Native American gaming, emerging varieties of internet gaming, sports betting and other forms of gaming in the U.S. In a broader sense, our gaming tenants and operators face competition from all manner of leisure and entertainment activities, including: shopping, athletic events, television and movies, concerts and travel. Legalized gaming is currently permitted in various forms throughout the U.S., in several Canadian provinces and on various lands taken into trust for the benefit of certain Native Americans in the U.S. and Canada. Other jurisdictions, including states adjacent to states in which our gaming tenants and operators are located have legalized, and may expand gaming in the near future. In addition, established gaming jurisdictions could award additional gaming licenses or permit the expansion or relocation of existing gaming operations. New, relocated or expanded operations by other persons will increase competition for our gaming tenants and operators and could have a material adverse impact on our gaming tenants and operators and us as landlord. Finally, the imposition of smoking bans and/or higher gaming tax rates have a significant impact on our gaming tenants' and operators' ability to compete with facilities in nearby jurisdictions.

## Segments

Consistent with how our Chief Operating Decision Maker (as such term is defined in ASC 280 - *Segment Reporting*) reviews and assesses our financial performance, we have two reportable segments, GLP Capital, L.P. (a wholly-owned subsidiary of GLPI through which GLPI owns substantially all of its real estate assets) ("GLP Capital") and the TRS Properties. The GLP Capital reportable segment consists of the leased real property and represents the majority of our business. The TRS Properties reportable segment consists of Hollywood Casino Perryville and Hollywood Casino Baton Rouge. See "Item 7—Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Item 8—Financial Statements and Supplementary Data—Note 16—Segment Information" for further information with respect to the Company's segments.

## Executive Officers of the Company

Name	Age	Position
Peter M. Carlino	72	Chairman of the Board and Chief Executive Officer
Steven T. Snyder	58	Interim Chief Financial Officer and Senior Vice President of Corporate Development
Brandon J. Moore	44	Senior Vice President, General Counsel and Secretary
Desiree A. Burke	53	Senior Vice President and Chief Accounting Officer

**Peter M. Carlino.** Mr. Carlino is Chairman of our Board of Directors and Chief Executive Officer. Mr. Carlino joined the Company in connection with the Spin-Off on November 1, 2013. Prior to the Spin-Off, Mr. Carlino served as Penn's founder and Chief Executive Officer. He continues as Penn's non-executive Chairman of the Board of Directors. Since 1976, Mr. Carlino has been President of Carlino Capital Management Corp. (formerly known as Carlino Financial Corporation), a holding company that owns and operates various Carlino family investments.

**Steven T. Snyder.** Mr. Snyder is our Interim Chief Financial Officer and our Senior Vice President of Corporate Development. Mr. Snyder joined the Company in connection with the Spin-Off on November 1, 2013. Prior to the Spin-Off, he served as Penn's Senior Vice President of Corporate Development from 2003 and was responsible for identifying and conducting internal and industry analysis of potential acquisitions, partnerships and other opportunities. He joined Penn as Vice President of Corporate Development in May 1998 and held that position until his appointment to Senior Vice President in 2003. Prior to joining Penn, Mr. Snyder was a partner with Hamilton Partners, Ltd. and previously served as Managing Director of

Municipal and Corporate Investment Banking for Meridian Capital Markets. Mr. Snyder began his career in finance at Butcher & Singer, where he served as First Vice President of Public Finance.

**Brandon J. Moore.** Mr. Moore is our Senior Vice President, General Counsel and Secretary. Mr. Moore joined the Company in January 2014. Previously, he served as Penn's Vice President, Senior Corporate Counsel from March 2010 where he was a member of the legal team responsible for a variety of transactional, regulatory and general legal matters. Prior to joining Penn, Mr. Moore was with Ballard Spahr LLP, where he provided advanced legal counsel to clients on matters including merger and acquisition transactions, debt and equity financings, and various other matters.

**Desiree A. Burke.** Ms. Burke joined the Company in April 2014 as our Senior Vice President and Chief Accounting Officer. Previously, Ms. Burke served as Penn's Vice President and Chief Accounting Officer from November 2009. Additionally, she served as Penn's Vice President and Corporate Controller from November 2005 to October 2009. Prior to her time at Penn National Gaming, Inc., Ms. Burke was the Executive Vice President/Director of Financial Reporting and Control for MBNA America Bank, N.A. She joined MBNA in 1994 and held positions of ascending responsibility in the finance department during her tenure. Ms. Burke is a CPA.

## **Tax Considerations**

We elected to be treated as a REIT on our 2014 U.S. federal income tax return and we, together with an indirect wholly-owned subsidiary of the Company, GLP Holdings, Inc., jointly elected to treat each of GLP Holdings, Inc., Louisiana Casino Cruises, Inc. and Penn Cecil Maryland, Inc. as a "taxable REIT subsidiary" effective on the first day of the first taxable year of GLPI as a REIT. We intend to continue to be organized and to operate in a manner that will permit us to qualify as a REIT. Qualification and taxation as a REIT depends on our ability to meet on a continuing basis, through actual operating results, distribution levels, and diversity of stock ownership, various qualification requirements imposed upon REITs by the Code. Our ability to qualify to be taxed as a REIT also requires that we satisfy certain tests, some of which depend upon the fair market values of assets that we own directly or indirectly. The material qualification requirements are summarized below. Such values may not be susceptible to a precise determination. Accordingly, no assurance can be given that the actual results of our operations for any taxable year will satisfy such requirements for qualification and taxation as a REIT. Additionally, while we intend to operate so that we continue to qualify to be taxed as a REIT, no assurance can be given that the Internal Revenue Service (the "IRS") will not challenge our qualification, or that we will be able to operate in accordance with the REIT requirements in the future.

### *Taxation of REITs in General*

As a REIT, generally we will be entitled to a deduction for dividends that we pay and therefore will not be subject to U.S. federal corporate income tax on our net REIT taxable income that is currently distributed to our shareholders. This treatment substantially eliminates the "double taxation" at the corporate and shareholder levels that generally results from an investment in a C corporation. A "C corporation" is a corporation that generally is required to pay tax at the corporate level. Double taxation means taxation once at the corporate level when income is earned and once again at the shareholder level when the income is distributed. In general, the income that we generate is taxed only at the shareholder level upon a distribution of dividends to our shareholders. We will nonetheless be subject to U.S. federal tax in the following circumstances:

- We will be taxed at regular corporate rates on any undistributed net taxable income, including undistributed net capital gains.
- For tax years that began prior to January 1, 2018, we may be subject to the "alternative minimum tax" on our items of tax preference, including any deductions of net operating losses.
- If we have net income from prohibited transactions, which are, in general, sales or other dispositions of inventory or property held primarily for sale to customers in the ordinary course of business, other than foreclosure property, such income will be subject to a 100% tax.
- If we elect to treat property that we acquire in connection with a foreclosure of a mortgage loan or certain leasehold terminations as "foreclosure property," we may thereby avoid the 100% tax on gain from a resale of that property (if the sale would otherwise constitute a prohibited transaction), but the income from the sale or operation of the property may be subject to corporate income tax at the highest applicable rate (currently 21%).
- If we fail to satisfy the 75% gross income test and/or the 95% gross income test, as discussed below, but nonetheless maintain our qualification as a REIT because we satisfy other requirements, we will be subject to a 100% tax on an amount based on the magnitude of the failure, as adjusted to reflect the profit margin associated with our gross income.



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- If we violate the asset tests (other than certain de minimis violations) or other requirements applicable to REITs, as described below, and yet maintain our qualification as a REIT because there is reasonable cause for the failure and other applicable requirements are met, we may be subject to a penalty tax. In that case, the amount of the penalty tax will be at least \$50,000 per failure, and, in the case of certain asset test failures, will be determined as the amount of net income generated by the nonqualifying assets in question multiplied by the highest corporate tax rate (currently 21%) if that amount exceeds \$50,000 per failure.
- If we fail to distribute during each calendar year at least the sum of (i) 85% of our ordinary income for such year, (ii) 95% of our capital gain net income for such year and (iii) any undistributed net taxable income from prior periods, we will be subject to a nondeductible 4% excise tax on the excess of the required distribution over the sum of (a) the amounts that we actually distributed and (b) the amounts we retained and upon which we paid income tax at the corporate level.
- We may be required to pay monetary penalties to the IRS in certain circumstances, including if we fail to meet record-keeping requirements intended to monitor our compliance with rules relating to the composition of a REIT's shareholders.
- A 100% tax may be imposed on transactions between us and a TRS that do not reflect arm's-length terms.
- If we acquire appreciated assets from a corporation that is not a REIT (i.e., a corporation taxable under subchapter C of the Code) in a transaction in which the adjusted tax basis of the assets in our hands is determined by reference to the adjusted tax basis of the assets in the hands of the subchapter C corporation, we may be subject to tax on such appreciation at the highest corporate income tax rate then applicable if we subsequently recognize gain on a disposition of any such assets during the five-year period following their acquisition from the subchapter C corporation. (Notwithstanding the "Supplement to Certain United States Federal Income Tax Considerations" section of our Prospectus Supplement dated August 9, 2016, to our Prospectus dated March 28, 2016, final regulations were issued by the U.S. Department of the Treasury (the "Treasury") on January 17, 2017, confirming that the recognition period during which this tax could apply is a 5-year period and not a 10-year period.)
- The earnings of our TRS Properties will generally be subject to U.S. federal corporate income tax.

In addition, we and our subsidiaries may be subject to a variety of taxes, including payroll taxes and state, local, and foreign income, property, gross receipts and other taxes on our assets and operations. We could also be subject to tax in situations and on transactions not presently contemplated.

### *Requirements for Qualification—General*

The Code defines a REIT as a corporation, trust or association:

1. that is managed by one or more trustees or directors;
2. the beneficial ownership of which is evidenced by transferable shares, or by transferable certificates of beneficial interest;
3. that would be taxable as a domestic corporation but for its election to be subject to tax as a REIT;
4. that is neither a financial institution nor an insurance company subject to specific provisions of the Code;
5. the beneficial ownership of which is held by 100 or more persons;
6. in which, during the last half of each taxable year, not more than 50% in value of the outstanding stock is owned, directly or indirectly, by five or fewer "individuals" (as defined in the Code to include specified tax-exempt entities); and
7. that meets other tests described below, including with respect to the nature of its income and assets.

The Code provides that conditions (1) through (4) must be met during the entire taxable year, and that condition (5) must be met during at least 335 days of a taxable year of 12 months, or during a proportionate part of a shorter taxable year. Conditions (5) and (6) need not be met during a corporation's initial tax year as a REIT (which, in our case, was 2014). Our charter provides restrictions regarding the ownership and transfers of our stock, which are intended to assist us in satisfying the stock ownership requirements described in conditions (5) and (6) above. These restrictions, however, may not ensure that we will, in all cases, be able to satisfy the share ownership requirements described in conditions (5) and (6) above. If we fail to

satisfy these share ownership requirements, except as provided in the next sentence, our status as a REIT will terminate. If, however, we comply with the rules contained in the applicable Treasury regulations that require us to ascertain the actual ownership of our shares and we do not know, or would not have known through the exercise of reasonable diligence, that we failed to meet the requirements described in condition (6) above, we will be treated as having met this requirement.

To monitor compliance with the stock ownership requirements, we generally are required to maintain records regarding the actual ownership of our stock. To do so, we must demand written statements each year from the record holders of significant percentages of our stock pursuant to which the record holders must disclose the actual owners of the stock (i.e., the persons required to include our dividends in their gross income). We must maintain a list of those persons failing or refusing to comply with this demand as part of our records. We could be subject to monetary penalties if we fail to comply with these record-keeping requirements. If, upon request by the Company, a shareholder fails or refuses to comply with the demands, such holder will be required by Treasury regulations to submit a statement with his, her or its tax return disclosing the actual ownership of our stock and other information.

#### *Qualified REIT Subsidiaries*

The Code provides that a corporation that is a "qualified REIT subsidiary" shall not be treated as a separate corporation, and all assets, liabilities and items of income, deduction and credit of a "qualified REIT subsidiary" shall be treated as assets, liabilities and items of income, deduction and credit of the REIT. A "qualified REIT subsidiary" is a corporation, all of the capital stock of which is owned by the REIT, that has not elected to be a "taxable REIT subsidiary" (discussed below). In applying the requirements described herein, all of our "qualified REIT subsidiaries" will be ignored, and all assets, liabilities and items of income, deduction and credit of such subsidiaries will be treated as our assets, liabilities and items of income, deduction and credit. These subsidiaries, therefore, will not be subject to federal corporate income taxation, although they may be subject to state and local taxation.

#### *Taxable REIT Subsidiaries*

In general, we may jointly elect with a subsidiary corporation, whether or not wholly-owned, to treat such subsidiary corporation as a TRS. We generally may not own more than 10% of the securities of a taxable corporation, as measured by voting power or value, unless we and such corporation elect to treat such corporation as a TRS. The separate existence of a TRS is not ignored for U.S. federal income tax purposes. Accordingly, a TRS generally is subject to corporate income tax on its earnings, which may reduce the cash flow that we and our subsidiaries generate in the aggregate and may reduce our ability to make distributions to our shareholders.

We are not treated as holding the assets of a TRS or as receiving any income that the subsidiary earns. Rather, the stock issued by the TRS to us is an asset in our hands, and we treat the dividends paid to us, if any, as income. This treatment can affect our income and asset test calculations, as described below. Because we do not include the assets and income of TRSs on a look-through basis in determining our compliance with the REIT requirements, we may use such entities to undertake indirectly activities that the REIT rules might otherwise preclude us from doing directly or through pass-through subsidiaries. For example, we may use a TRS to perform services or conduct activities that give rise to certain categories of income or to conduct activities that, if conducted by us directly, would be treated in our hands as prohibited transactions.

The TRS rules impose a 100% excise tax on transactions between a TRS and its parent REIT or the REIT's tenants that are not conducted on an arm's-length basis. We intend that all of our transactions with our TRS, if any, will be conducted on an arm's-length basis.

#### *Income Tests*

As a REIT, we must satisfy two gross income requirements on an annual basis. First, at least 75% of our gross income for each taxable year, excluding gross income from sales of inventory or dealer property in "prohibited transactions," discharge of indebtedness and certain hedging transactions, generally must be derived from "rents from real property," gains from the sale of real estate assets (but not including certain debt instruments of publicly offered REITs that are not secured by mortgages on real property), interest income derived from mortgage loans secured by real property (including certain types of mortgage-backed securities), dividends received from other REITs, and specified income from temporary investments. Second, at least 95% of our gross income in each taxable year, excluding gross income from prohibited transactions, discharge of indebtedness and certain hedging transactions, must be derived from some combination of income that qualifies under the 75% gross income test described above, as well as other dividends, interest, and gain from the sale or disposition of stock or securities, which need not have any relation to real property. Income and gain from certain hedging transactions will be excluded from both the numerator and the denominator for purposes of both the 75% and 95% gross income tests.

Rents received by a REIT will qualify as "rents from real property" in satisfying the gross income requirements described above only if several conditions are met.

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- The amount of rent must not be based in whole or in part on the income or profits of any person. However, an amount received or accrued generally will not be excluded from the term "rents from real property" solely by reason of being based on a fixed percentage or percentages of gross receipts or sales.
- Rents received from a tenant will not qualify as "rents from real property" in satisfying the gross income tests if the REIT, or a direct or indirect owner of 10% or more of the REIT, directly or constructively, owns 10% or more of such tenant (a "Related Party Tenant"). However, rental payments from a taxable REIT subsidiary will qualify as rents from real property even if we own more than 10% of the total value or combined voting power of the taxable REIT subsidiary if (i) at least 90% of the property is leased to unrelated tenants and the rent paid by the taxable REIT subsidiary is substantially comparable to the rent paid by the unrelated tenants for comparable space or (ii) the property leased is a "qualified lodging facility," as defined in Section 856(d)(9)(D) of the Code, or a "qualified health care property," as defined in Section 856(e)(6)(D)(i) of the Code, and certain other conditions are satisfied.
- Rent attributable to personal property leased in connection with a lease of real property will not qualify as "rents from real property" if such rent exceeds 15% of the total rent received under the lease.
- The REIT generally must not operate or manage the property or furnish or render services to tenants, except through an "independent contractor" who is adequately compensated and from whom the REIT derives no income, or through a taxable REIT subsidiary. The "independent contractor" requirement, however, does not apply to the extent the services provided by the REIT are "usually or customarily rendered" in connection with the rental of space for occupancy only, and are not otherwise considered "rendered to the occupant." In addition, a de minimis rule applies with respect to non-customary services. Specifically, if the value of the non-customary service income with respect to a property (valued at no less than 150% of the direct costs of performing such services) is 1% or less of the total income derived from the property, then all rental income except the non-customary service income will qualify as "rents from real property." A taxable REIT subsidiary may provide services (including noncustomary services) to a REIT's tenants without "tainting" any of the rental income received by the REIT, and will be able to manage or operate properties for third parties and generally engage in other activities unrelated to real estate.

We do not anticipate receiving rent that is based in whole or in part on the income or profits of any person (except by reason of being based on a fixed percentage or percentages of gross receipts or sales consistent with the rules described above). Our former parent, Penn, received a private letter ruling from the IRS that concluded certain rental formulas under the Penn Master Lease will not cause any amounts received under the Penn Master Lease to be treated as other than rents from real property. While we do not expect to seek similar rulings for additional leases we enter into that have substantially similar terms as the Penn Master Lease, we intend to treat amounts received under those leases consistent with the conclusions in the ruling, though there can be no assurance that the IRS will not challenge such treatment. We also do not anticipate receiving more than a de minimis amount of rents from any Related Party Tenant or rents attributable to personal property leased in connection with real property that will exceed 15% of the total rents received with respect to such real property. We may receive certain types of income that will not qualify under the 75% or 95% gross income tests. In particular, dividends received from a taxable REIT subsidiary will not qualify under the 75% test. We believe, however, that the aggregate amount of such items and other non-qualifying income in any taxable year will not cause GLPI to exceed the limits on non-qualifying income under either the 75% or 95% gross income tests.

We may directly or indirectly receive distributions from TRSs or other corporations that are not REITs or qualified REIT subsidiaries. These distributions generally are treated as dividend income to the extent of the earnings and profits of the distributing corporation. Such distributions will generally constitute qualifying income for purposes of the 95% gross income test, but not for purposes of the 75% gross income test. Any dividends that we receive from another REIT or qualified REIT subsidiary, however, will be qualifying income for purposes of both the 95% and 75% gross income tests.

We believe that we have and will continue to be in compliance with these gross income tests. If we fail to satisfy one or both of the 75% or 95% gross income tests for any taxable year, we may still qualify to be taxed as a REIT for such year if we are entitled to relief under applicable provisions of the Code. These relief provisions will be generally available if (i) our failure to meet these tests was due to reasonable cause and not due to willful neglect and (ii) following our identification of the failure to meet the 75% or 95% gross income test for any taxable year, we file a schedule with the IRS setting forth each item of our gross income for purposes of the 75% or 95% gross income test for such taxable year in accordance with Treasury regulations. It is not possible to state whether we would be entitled to the benefit of these relief provisions in all circumstances. If these relief provisions are inapplicable to a particular set of circumstances, we will not qualify to be taxed as a REIT. Even if these relief provisions apply, and we retain our status as a REIT, the Code imposes a tax based upon the amount by which we fail to satisfy the particular gross income test.

### *Asset Tests*

At the close of each calendar quarter, we must also satisfy five tests relating to the nature of our assets. First, at least 75% of the value of our total assets must be represented by some combination of "real estate assets," cash, cash items, U.S. government securities, and, under some circumstances, stock or debt instruments purchased with new capital. For this purpose, real estate assets include interests in real property (such as land, buildings, leasehold interest in real property and, for taxable years that began or after January 1, 2016, personal property leased with real property if the rents attributable to the personal property would be rents from real property under the income tests discussed above), interests in mortgages on real property or on interests in real property, shares in other qualifying REITs, and stock or debt instruments held for less than one year purchased with the proceeds from an offering of shares of our stock or certain debt and, for tax years that began on or after January 1, 2016, debt instruments issued by publicly offered REITs. Assets that do not qualify for purposes of the 75% asset test are subject to the additional asset tests described below.

Second, the value of any one issuer's securities that we own may not exceed 5% of the value of our total assets.

Third, we may not own more than 10% of any one issuer's outstanding securities, as measured by either voting power or value. The 5% and 10% asset tests do not apply to securities of TRSs and qualified REIT subsidiaries and the 10% asset test does not apply to "straight debt" having specified characteristics and to certain other securities described below. Solely for purposes of the 10% asset test, the determination of our interest in the assets of a partnership or limited liability company in which we own an interest will be based on our proportionate interest in any securities issued by the partnership or limited liability company, excluding for this purpose certain securities described in the Code. The safe harbor under which certain types of securities are disregarded for purposes of the 10% value limitation includes (1) straight debt securities (including straight debt securities that provides for certain contingent payments); (2) any loan to an individual or an estate; (3) any rental agreement described in Section 467 of the Code, other than with a "related person"; (4) any obligation to pay rents from real property; (5) certain securities issued by a State or any political subdivision thereof, or the Commonwealth of Puerto Rico; (6) any security issued by a REIT; and (7) any other arrangement that, as determined by the Secretary of the Treasury, is excepted from the definition of a security. In addition, for purposes of applying the 10% value limitation, (a) a REIT's interest as a partner in a partnership is not considered a security; (b) any debt instrument issued by a partnership is not treated as a security if at least 75% of the partnership's gross income is from sources that would qualify for the 75% REIT gross income test; and (c) any debt instrument issued by a partnership is not treated as a security to the extent of the REIT's interest as a partner in the partnership.

Fourth, the aggregate value of all securities of TRSs that we hold, together with other non-qualified assets (such as furniture and equipment or other tangible personal property, or non-real estate securities) may not, in the aggregate, exceed 25% of the value of our total assets. Beginning after December 31, 2017, the aggregate value of all securities of the TRSs that we hold may not exceed 20% of our total assets.

Fifth, not more than 25% of the value of our gross assets may be represented by debt instruments of publicly offered REITs that are not secured by mortgages on real property or interests in real property.

However, certain relief provisions are available to allow REITs to satisfy the asset requirements or to maintain REIT qualification notwithstanding certain violations of the asset and other requirements. For example, if we should fail to satisfy the asset tests at the end of a calendar quarter such a failure would not cause us to lose our REIT qualification if we (i) satisfied the asset tests at the close of the preceding calendar quarter and (ii) the discrepancy between the value of our assets and the asset requirements was not wholly or partly caused by an acquisition of non-qualifying assets, but instead arose from changes in the relative market values of our assets. If the condition described in (ii) were not satisfied, we still could avoid disqualification by eliminating any discrepancy within 30 days after the close of the calendar quarter in which it arose or by making use of the relief provisions described above.

In the case of *de minimis* violations of the 10% and 5% asset tests, a REIT may maintain its qualification despite a violation of such requirements if (i) the value of the assets causing the violation does not exceed the lesser of 1% of the REIT's total assets and \$10,000,000 and (ii) the REIT either disposes of the assets causing the failure within six months after the last day of the quarter in which it identifies the failure, or the relevant tests are otherwise satisfied within that time frame.

Even if we did not qualify for the foregoing relief provisions, one additional provision allows a REIT which fails one or more of the asset requirements to nevertheless maintain its REIT qualification if (i) the REIT provides the IRS with a description of each asset causing the failure, (ii) the failure is due to reasonable cause and not willful neglect, (iii) the REIT pays a tax equal to the greater of (a) \$50,000 per failure and (b) the product of the net income generated by the assets that caused the failure multiplied by the highest applicable corporate tax rate (currently 21%) and (iv) the REIT either disposes of the assets causing the failure within six months after the last day of the quarter in which it identifies the failure, or otherwise satisfies the relevant asset tests within that time frame.

We believe that we have been and will continue to be in compliance with the asset tests described above.

*Annual Distribution Requirements*

In order to qualify to be taxed as a REIT, we are required to distribute dividends, other than capital gain dividends, to our shareholders in an amount at least equal to:

- (i) the sum of
  - (a) 90% of our REIT taxable income, computed without regard to our net capital gains and the deduction for dividends paid; and
  - (b) 90% of our after tax net income, if any, from foreclosure property (as described below); minus
- (ii) the excess of the sum of specified items of non-cash income over 5% of our REIT taxable income, computed without regard to our net capital gain and the deduction for dividends paid.

We generally must make these distributions in the taxable year to which they relate, or in the following taxable year if declared before we timely file our tax return for the year and if paid with or before the first regular dividend payment after such declaration. These distributions will be treated as received by our shareholders in the year in which paid. In order for distributions to be counted as satisfying the annual distribution requirements for REITs, and to provide us with a REIT-level tax deduction, the distributions must not be "preferential dividends." A dividend is not a preferential dividend if the distribution is (i) pro rata among all outstanding shares of stock within a particular class and (ii) in accordance with any preferences among different classes of stock as set forth in our organizational documents. Given our status as a "publicly offered REIT" (within the meaning of the Code), the preferential dividend rules do not apply to us for taxable years beginning after December 31, 2014.

To the extent that we distribute at least 90%, but less than 100%, of our REIT taxable income, as adjusted, we will be subject to tax at ordinary corporate tax rates on the retained portion. We may elect to retain, rather than distribute, some or all of our net long-term capital gains and pay tax on such gains. In this case, we could elect for our shareholders to include their proportionate shares of such undistributed long-term capital gains in income, and to receive a corresponding credit for their share of the tax that we paid. Our shareholders would then increase the adjusted basis of their stock by the difference between (i) the amounts of capital gain dividends that we designated and that they include in their taxable income, minus (ii) the tax that we paid on their behalf with respect to that income.

To the extent that in the future we may have available net operating losses carried forward from prior tax years, such losses may reduce the amount of distributions that we must make in order to comply with the REIT distribution requirements.

If we fail to distribute during each calendar year at least the sum of (i) 85% of our ordinary income for such year, (ii) 95% of our capital gain net income for such year and (iii) any undistributed net taxable income from prior periods, we will be subject to a non-deductible 4% excise tax on the excess of such required distribution over the sum of (a) the amounts actually distributed, plus (b) the amounts of income we retained and on which we have paid corporate income tax.

We expect that our REIT taxable income will be less than our cash flow because of depreciation and other non-cash charges included in computing REIT taxable income. Accordingly, we anticipate that we generally will have sufficient cash or liquid assets to enable us to satisfy the distribution requirements described above. However, from time to time, we may not have sufficient cash or other liquid assets to meet these distribution requirements due to timing differences between the actual receipt of income and actual payment of deductible expenses, and the inclusion of income and deduction of expenses in determining our taxable income. In addition, we may decide to retain our cash, rather than distribute it, in order to repay debt, acquire assets, or for other reasons. If these timing differences occur, we may borrow funds to pay dividends or pay dividends through the distribution of other property (including shares of our stock) in order to meet the distribution requirements, while preserving our cash.

If our taxable income for a particular year is subsequently determined to have been understated, we may be able to rectify a resultant failure to meet the distribution requirements for a year by paying "deficiency dividends" to shareholders in a later year, which may be included in our deduction for dividends paid for the earlier year. In this case, we may be able to avoid losing REIT qualification or being taxed on amounts distributed as deficiency dividends, subject to the 4% excise tax described above. We will be required to pay interest based on the amount of any deduction taken for deficiency dividends.

For purposes of the 90% distribution requirement and excise tax described above, any distribution must be paid in the taxable year to which they relate, or in the following taxable year if such distributions are declared in October, November or December of the taxable year, are payable to shareholders of record on a specified date in any such month, and are actually paid before the end of January of the following year. Such distributions are treated as both paid by us and received by our shareholders on December 31 of the year in which they are declared.

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In addition, at our election, a distribution for a taxable year may be declared before we timely file our tax return for the year, provided we pay such distribution with or before our first regular dividend payment after such declaration, and such payment is made during the 12-month period following the close of such taxable year. Such distributions are taxable to our shareholders in the year in which paid, even though the distributions relate to our prior taxable year for purposes of the 90% distribution requirement.

We believe that we have satisfied the annual distribution requirements for the year ended December 31, 2018. Although we intend to satisfy the annual distribution requirements to continue to qualify as a REIT for the year ending December 31, 2019 and thereafter, economic, market, legal, tax or other considerations could limit our ability to meet those requirements.

*Failure to Qualify*

If we fail to satisfy one or more requirements for REIT qualification other than the income or asset tests, we could avoid disqualification as a REIT if our failure is due to reasonable cause and not to willful neglect and we pay a penalty of \$50,000 for each such failure. Relief provisions are also available for failures of the income tests and asset tests, as described above in "—Income Tests" and "—Asset Tests."

If we fail to qualify for taxation as a REIT in any taxable year, and the relief provisions described above do not apply, we would be subject to tax, including any applicable alternative minimum tax, on our taxable income at regular corporate rates. We cannot deduct distributions to shareholders in any year in which we are not a REIT, nor would we be required to make distributions in such a year. In this situation, to the extent of current and accumulated earnings and profits (as determined for U.S. federal income tax purposes), distributions to shareholders would be taxable as regular corporate dividends. Such dividends paid to U.S. shareholders that are individuals, trusts and estates may be taxable at the preferential income tax rates (i.e., currently the 20% maximum U.S. federal rate) for qualified dividends. In addition, subject to the limitations of the Code, corporate distributees may be eligible for the dividends received deduction. Unless we are entitled to relief under specific statutory provisions, we would also be disqualified from re-electing to be taxed as a REIT for the four taxable years following the year during which we lost our qualification. It is not possible to state whether, in all circumstances, we would be entitled to this statutory relief.

*Legislative or Other Actions Affecting REITs*

The present U.S. federal income tax treatment of REITs may be modified, possibly with retroactive effect, by legislative, judicial or administrative action at any time. The REIT rules are constantly under review by persons involved in the legislative process and by the IRS and the Treasury which may result in statutory changes as well as revisions to regulations and interpretations. Changes to the U.S. federal tax laws and interpretations thereof could adversely affect an investment in our common stock.

On December 22, 2017, H.R. 1, known as the Act to provide for reconciliation pursuant to titles II and V of the concurrent resolution on the budget for fiscal year 2018 (the "Tax Cuts and Jobs Act") was signed into law. The Tax Cuts and Jobs Act makes significant changes to the U.S. federal income taxation of individuals and corporations, generally effective for taxable years beginning after December 31, 2017. In addition to reducing corporate and individual income tax rates, the Tax Cuts and Jobs Act eliminates or restricts various deductions that, along with other provisions, may change the way that we calculate our REIT taxable income and our TRS's taxable income. Significant provisions of the Tax Cuts and Jobs Act that investors should be aware of include provisions that: (i) lower the corporate income tax rate to 21%, (ii) provide noncorporate taxpayers with a deduction of up to 20% of certain income earned through partnerships and REITs, (iii) limits the net operating loss deduction to 80% of taxable income, where taxable income is determined without regard to the net operating loss deduction itself, generally eliminates net operating loss carrybacks and allows unused net operating losses to be carried forward indefinitely, (iv) expand the ability of businesses to deduct the cost of certain property investments in the year in which the property is purchased, and (v) generally lower tax rates for individuals and other noncorporate taxpayers, while limiting deductions such as miscellaneous itemized deductions and state and local tax deductions. In addition, the Tax Cuts and Jobs Act limits the deduction for net interest expense incurred by a business to 30% of the "adjusted taxable income" of the taxpayer. However, the limitation on the interest expense deduction does not apply to certain small-business taxpayers or electing real property trades or businesses, such as any real property development, redevelopment, construction, reconstruction, acquisition, conversion, rental, operation, management, leasing, or brokerage trade or business. Making the election to be treated as a real property trade or business requires the electing real property trade or business to depreciate non-residential real property, residential rental property, and qualified improvement property over a longer period using the alternative depreciation system. We have not yet determined whether we will elect out of the new interest expense limitation.

The effect of the Tax Cuts and Jobs Act is highly uncertain, both in terms of its direct effect on the taxation of holders of our common stock and its indirect effect on the value of our assets or market conditions generally. Furthermore, many of the

provisions of the Tax Cuts and Jobs Act will require guidance through the issuance of Treasury regulations in order to assess their effect. While there have been recent regulations proposed in relation to the Tax Cuts and Jobs Act, there may be a substantial delay or modifications before such regulations are finalized, increasing the uncertainty as to the ultimate effect of the statutory amendments on us.

Shareholders are urged to consult with their own tax advisors with respect to the impact that the Tax Cuts and Jobs Act and other legislation may have on their investment and the status of legislative, regulatory or administrative developments and proposals and their potential effect on their investment in our shares.

## **Regulation**

The ownership, operation, and management of, and provision of certain products and services to, gaming and racing facilities are subject to pervasive regulation. Gaming laws are generally based upon declarations of public policy designed to protect gaming consumers and the viability and integrity of the gaming industry. Gaming laws also may be designed to protect and maximize state and local revenues derived through taxes and licensing fees imposed on gaming industry participants as well as to enhance economic development and tourism. To accomplish these public policy goals, gaming laws establish procedures to ensure that participants in the gaming industry, including landlords and other suppliers, meet certain standards of character and fitness. In addition, gaming laws require gaming industry participants to:

- ensure that unsuitable individuals and organizations have no role in gaming operations;
- establish procedures designed to prevent cheating and fraudulent practices;
- establish and maintain responsible accounting practices and procedures;
- maintain effective controls over their financial practices, including establishment of minimum procedures for internal fiscal affairs and the safeguarding of assets and revenues;
- maintain systems for reliable record keeping;
- file periodic reports with gaming regulators;
- ensure that contracts and financial transactions are commercially reasonable, reflect fair market value and are arms-length transactions; and
- establish programs to promote responsible gaming.

These regulations impact our business in three important ways: (1) our ownership and operation of the TRS Properties; (2) our ownership of land and buildings in which gaming activities are operated by third party tenants pursuant to long-term leases; and (3) the operations of our gaming tenants. Our ownership and operation of the TRS Properties subject GLPI, its subsidiaries and its officers and directors to the jurisdiction of the gaming regulatory agencies in Louisiana and Maryland. Further, many gaming and racing regulatory agencies in the jurisdictions in which our gaming tenants operate require GLPI and its affiliates to maintain a license as a key business entity or supplier because of its status as landlord, including Colorado, Illinois, Indiana, Massachusetts, Mississippi, Missouri, New Jersey, Ohio and Pennsylvania.

Our businesses are subject to various federal, state and local laws and regulations in addition to gaming regulations. These laws and regulations include, but are not limited to, restrictions and conditions concerning alcoholic beverages, environmental matters, employees, health care, currency transactions, taxation, zoning and building codes, and marketing and advertising. Such laws and regulations could change or could be interpreted differently in the future, or new laws and regulations could be enacted. Material changes, new laws or regulations, or material differences in interpretations by courts or governmental authorities could adversely affect our operating results.

## **Insurance**

We have comprehensive liability, property and business interruption insurance at our TRS Properties. In regards to our properties subject to triple-net leases, the lease agreements require our tenants to have their own comprehensive liability, property and business interruption insurance policies, including protection for our insurable interests as the landlord.

## **Environmental Matters**

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Our properties are subject to environmental laws regulating, among other things, air emissions, wastewater discharges and the handling and disposal of wastes, including medical wastes. Certain of the properties we own utilize above or underground storage tanks to store heating oil for use at the properties. Other properties were built during the time that asbestos-containing building materials were routinely installed in residential and commercial structures. Our triple-net leases obligate the tenants thereunder to comply with applicable environmental laws and to indemnify us if their noncompliance results in losses or claims against us, and we expect that any future leases will include the same provisions for other operators. An operator's failure to comply could result in fines and penalties or the requirement to undertake corrective actions which may result in significant costs to the operator and thus adversely affect their ability to meet their obligations to us.

Pursuant to U.S. federal, state and local environmental laws and regulations, a current or previous owner or operator of real property may be required to investigate, remove and/or remediate a release of hazardous substances or other regulated materials at, or emanating from, such property. Further, under certain circumstances, such owners or operators of real property may be held liable for property damage, personal injury and/or natural resource damage resulting from or arising in connection with such releases. Certain of these laws have been interpreted to provide for joint and several liability unless the harm is divisible and there is a reasonable basis for allocation of responsibility. We also may be liable under certain of these laws for damage that occurred prior to our ownership of a property or at a site where we or our tenants sent wastes for disposal. The failure to properly remediate a property may also adversely affect our ability to lease, sell or rent the property or to borrow funds using the property as collateral.

In connection with the ownership of our real property, we could be legally responsible for environmental liabilities or costs relating to a release of hazardous substances or other regulated materials at or emanating from such property. In order to assess the potential for such liability, we conduct routine due diligence of environmental assessments prior to acquisition. We are not aware of any environmental issues that are expected to have a material impact on the operations of any of our properties.

Pursuant to the Penn Master Lease and a Separation and Distribution Agreement between Penn and GLPI, any liability arising from or relating to environmental liabilities arising from the businesses and operations of Penn's real property holdings prior to the Spin-Off (other than any liability arising from or relating to the operation or ownership of the TRS Properties and except to the extent first discovered after the end of the term of the Penn Master Lease) was retained by Penn and Penn will indemnify GLPI (and its subsidiaries, directors, officers, employees and agents and certain other related parties) against any losses arising from or relating to such environmental liabilities. Similarly, pursuant to a Separation and Distribution Agreement between Pinnacle's operating company and GLPI (as successor to Pinnacle Entertainment), any liability arising from or relating to environmental liabilities arising from the business and operations of Pinnacle's real property holdings prior to the Pinnacle transaction (except to the extent first discovered after the end of the term of the Pinnacle Master Lease) was retained by Pinnacle and Pinnacle will indemnify GLPI (and its subsidiaries, directors, officers, employees and agents and certain other related parties) against any losses arising from or relating to such environmental liabilities. Effective October 15, 2018, Penn assumed all obligations of Pinnacle as pursuant to a merger of Pinnacle with and into a subsidiary of Penn. There can be no assurance that Penn will be able to fully satisfy these indemnification obligations. Moreover, even if we ultimately succeed in recovering from Penn any amounts for which we are held liable, we may be temporarily required to bear these losses.

## **Employees**

As of December 31, 2018, we had 644 full and part-time employees. Substantially all of these employees are employed at Hollywood Casino Baton Rouge and Hollywood Casino Perryville. The Company believes its relations with its employees are good.

Some of our employees at Hollywood Casino Perryville are currently represented by labor unions. The Seafarers Entertainment and Allied Trade Union represents 145 of our employees at Hollywood Casino Perryville under an agreement that expires in February 2020. Additionally, Local No. 27 United Food and Commercial Workers and United Industrial Service Transportation Professional and Government Workers of North America represent certain employees under collective bargaining agreements that expire in 2020, neither of which represents more than 50 of our employees at Hollywood Casino Perryville.

## **Available Information**

For more information about us, visit our website at [www.glpropinc.com](http://www.glpropinc.com). The contents of our website are not part of this Annual Report on Form 10-K. Our electronic filings with the SEC (including all annual reports on Form 10-K and Form 10-K/A, quarterly reports on Form 10-Q and Form 10-Q/A, and current reports on Form 8-K, and any amendments to these reports), including the exhibits, are available free of charge through our website as soon as reasonably practicable after we electronically file them with or furnish them to the SEC.



## ITEM 1A. RISK FACTORS

### Risk Factors Relating to Our Business

***Following completion of Penn-Pinnacle Merger, the majority of our revenues are dependent on Penn and its subsidiaries until we further diversify our portfolio. Any event that has a material adverse effect on Penn's business, financial position or results of operations is likely to have a material adverse effect on our business, financial position or results of operations.***

Following completion of the Penn-Pinnacle Merger on October 15, 2018, the majority of our revenue is based on the revenue derived under our master leases with subsidiaries of Penn. Because these master leases are triple-net leases, we depend on Penn to operate the properties that we own in a manner that generates revenues sufficient to allow Penn to meet its obligations to us, including payment of rent and all insurance, taxes, utilities and maintenance and repair expenses, and to indemnify, defend and hold us harmless from and against various claims, litigation and liabilities arising in connection with its business. There can be no assurance that Penn will have sufficient assets, income or access to financing to enable it to satisfy its payment obligations to us under the master leases. The ability of Penn to fulfill its obligations depends, in part, upon the overall profitability of its gaming operations and, other than limited contractual protections afforded to us as a landlord, we have no control over Penn or its operations. The inability or unwillingness of Penn to meet its subsidiaries' rent obligations and other obligations under the master leases, would materially and adversely affect our business, financial position or results of operations, including our ability to pay dividends to our shareholders.

Due to our dependence on rental payments from Penn as a significant source of revenue, we may be limited in our ability to enforce our rights under the master leases. Failure by Penn to comply with the terms of its master leases or to comply with the gaming regulations to which the leased properties are subject could require us to find another lessee for such leased property. In such event, we may be unable to locate a suitable lessee at similar rental rates or at all, which would have the effect of reducing our rental revenues. Likewise, our financial position would be materially weakened if Penn failed to renew or extend any master lease as such lease expires and we are unable to lease or re-lease our properties on economically favorable terms.

Any event, including the integration of Penn and Pinnacle, that has a material adverse effect on Penn's business, financial position or results of operations could have a material adverse effect on our business, financial position or results of operations. In addition, continued consolidation in the gaming industry would increase our dependence on our existing tenants and could make it increasingly difficult for us to find alternative tenants for our properties.

***Our pursuit of investments in, and acquisitions or development of, additional properties may be unsuccessful or fail to meet our expectations.***

We operate in a highly competitive industry and face competition from other REITs (including other gaming-focused REITs), investment companies, private equity and hedge fund investors, sovereign funds, lenders, gaming companies (including gaming companies considering REIT structures) and other investors, some of whom are significantly larger and have greater resources and lower costs of capital. Increased competition will make it more challenging to identify and successfully capitalize on acquisition opportunities that meet our investment objectives. If we cannot identify and purchase a sufficient number of investment properties at favorable prices or if we are unable to finance acquisitions on commercially favorable terms, our business, financial position or results of operations could be materially adversely affected. Additionally, the fact that we must distribute 90% of our net taxable income in order to maintain our qualification as a REIT may limit our ability to rely upon rental payments from our leased properties or subsequently acquired properties in order to finance acquisitions. As a result, if debt or equity financing is not available on acceptable terms, further acquisitions might be limited or curtailed and completing proposed acquisitions may be adversely impacted. Furthermore, fluctuations in the price of our common stock may impact our ability to finance additional acquisitions through the issuance of common stock and/or cause significant dilution.

Investments in and acquisitions of gaming properties and other properties we might seek to acquire entail risks associated with real estate investments, including that the investment's performance will fail to meet expectations or that the tenant, operator or manager will underperform. Real estate development projects present other risks, including construction delays or cost overruns that increase expenses, the inability to obtain required zoning, occupancy and other governmental approvals and permits on a timely basis, and the incurrence of significant development costs prior to completion of the project.

***We are dependent on the gaming industry and may be susceptible to the risks associated with it, which could materially adversely affect our business, financial position or results of operations.***

As the owner and landlord of gaming facilities, we are impacted by the risks associated with the gaming industry. Therefore, our success is to some degree dependent on the gaming industry, which could be adversely affected by economic conditions in general, changes in consumer trends and preferences and other factors over which we and our tenants have no

control. As we are subject to risks inherent in substantial investments in a single industry, a decrease in the gaming business would likely have a greater adverse effect on our revenues than if we owned a more diversified real estate portfolio, particularly because a component of the rent under our leases is based, over time, on the performance of the gaming facilities operated by our tenants. Decreases in discretionary consumer spending brought about by weakened general economic conditions such as, but not limited to, high unemployment levels, higher income taxes, low levels of consumer confidence, weakness in the housing market, cultural and demographic changes, and increased stock market volatility may negatively impact our revenues and operating cash flow.

The gaming industry is characterized by an increasing number of gaming facilities with an increasingly high degree of competition among a large number of participants, including riverboat casinos, dockside casinos, land-based casinos, video lottery, sweepstakes and poker machines not located in casinos, Native American gaming and other forms of gaming in the U.S. Furthermore, competition from alternative wagering products, such as internet lotteries, sweepstakes, social gaming products, daily fantasy sports and other internet wagering gaming services, online sports wagering or games of skill, which allow their customers a wagering alternative to the casino-style, such as remote home gaming or in non-casino settings, could divert customers from our properties and thus adversely affect our TRS Properties and the business of our tenants and, indirectly, our business. Certain alternative wagering products may be illegal under federal or state law but operate exclusively in certain states or from overseas locations and are accessible to certain domestic gamblers. Present state or federal laws that restrict the forms of gaming authorized or the number of competitors that offer gaming in the applicable jurisdiction are subject to change and may increase the competition affecting our TRS Properties and the business of our tenants and, indirectly, our business. Currently, there are proposals that would legalize several forms of internet gaming and other alternative wagering products in a number of states. Further, several states have already approved intrastate internet gaming. Expansion of internet gaming in other jurisdictions (both legal and illegal) could further compete with our traditional operations, which could have an adverse impact on our business and result of operations.

The operations of our TRS Properties and of our tenants in our leased facilities are subject to disruptions or reduced patronage as a result of severe weather conditions, natural disasters and other casualty events. Because many of our facilities are located on or adjacent to bodies of water, they are subject to risks in addition to those associated with land-based facilities, including loss of service due to casualty, forces of nature, mechanical failure, extended or extraordinary maintenance, flood, hurricane or other severe weather conditions. A component of the rent under our leases is based, over time, on the performance of the gaming facilities operated by Penn, Eldorado, Boyd and Casino Queen on our properties; consequently, a casualty that leads to the loss of use of a casino facility subject to our leases for an extended period may negatively impact our revenues.

***We face extensive regulation from gaming and other regulatory authorities.***

The ownership, operation, and management of gaming and racing facilities are subject to pervasive regulation. These regulations impact both our ownership and operation of the TRS Properties and the operations of our gaming tenants. Our ownership and operation of the TRS Properties subject us, our officers, directors and shareholders to the jurisdiction of the gaming regulatory agencies in Louisiana and Maryland. Further, many gaming and racing regulatory agencies in the jurisdictions in which our tenants operate require GLPI, its affiliates and certain officers and directors to maintain licenses as a key business entity, supplier or key person because of GLPI's status as landlord. For GLPI to maintain such licenses in good standing, certain of GLPI's officers, directors and shareholders are also required to maintain licenses or a finding of suitability.

Many jurisdictions also require any person who acquires beneficial ownership of more than a certain percentage of voting securities of a gaming company and, in some jurisdictions, non-voting securities, typically 5%, to report the acquisition to gaming authorities, and gaming authorities may require such holders to apply for qualification or a finding of suitability, subject to limited exceptions for "institutional investors" that hold a company's voting securities for passive investment purposes only. Some jurisdictions may also limit the number of gaming licenses or gaming facilities in which a person may hold an ownership or a controlling interest. Subject to certain administrative proceeding requirements, the gaming regulators have the authority to deny any application or limit, condition, restrict, revoke or suspend any license, registration, finding of suitability or approval, or fine any person licensed, registered or found suitable or approved, for any cause deemed reasonable by the gaming authorities.

Additionally, substantially all material loans, significant acquisitions, leases, sales of securities and similar financing transactions by us and our subsidiaries must be reported to and in some cases approved by gaming authorities in advance of the transaction. Neither we nor any of our subsidiaries may make a public offering of securities without the prior approval of certain gaming authorities. Changes in control through merger, consolidation, stock or asset acquisitions, management or consulting agreements, or otherwise are subject to receipt of prior approval of gaming authorities. Entities seeking to acquire control of GLPI or one of its subsidiaries must satisfy gaming authorities with respect to a variety of stringent licensing standards prior to assuming control.

***Required regulatory approvals can delay or prohibit transfers of our gaming properties, which could result in periods in which we are unable to receive rent for such properties.***

The tenants of our gaming properties are operators of gaming facilities and must be licensed under applicable state law. Prior to the transfer of gaming facilities, including a controlling interest, the new owner or operator generally must become licensed under applicable state law. In the event that any current lease or any future lease agreement we enter into is terminated or expires and a new tenant is found, any delays in the new tenant receiving regulatory approvals from the applicable state government agencies, or the inability to receive such approvals, may prolong the period during which we are unable to collect the applicable rent.

***We may not achieve the intended benefits from the Tropicana Acquisition or the Boyd Master Lease, which could have an adverse impact on our business.***

We consummated the Tropicana Acquisition on October 1, 2018 and entered into a master lease agreement with Boyd on October 15, 2018. However, our ability to successfully realize the expected benefits of these transactions is largely dependent upon Eldorado's and Boyd's respective ability to operate our properties in a manner that generates revenues sufficient to allow Eldorado and Boyd to meet their obligations to us, including payment of rent, loan interest and all insurance, taxes, utilities and maintenance and repair expenses, and to indemnify, defend and hold us harmless from and against various claims, litigation and liabilities arising in connection with their respective businesses. We cannot guarantee that either Eldorado or Boyd will maintain its operations in a profitable manner and, other than limited contractual protections afforded to us as a landlord and, under limited circumstances, as a lender, we have no control over either Eldorado's or Boyd's business or finances. Our financial position could be materially weakened if either Eldorado or Boyd were unable to meet its obligations to us or failed to renew or extend any lease as such lease expires, or if we were unable to lease or re-lease our properties on economically favorable terms.

In addition, we made a short-term mortgage loan to Eldorado in the amount of \$246.0 million in connection with Eldorado's acquisition of Tropicana's Lumière Place property, and we made a mortgage loan to Boyd in the amount of \$57.7 million in connection with Boyd's acquisition of the Belterra Park property. In our capacity as a lender, we have fewer protections available to us with respect to these properties than we would have as a landlord, and there are regulatory restrictions that may prevent our ability to take possession of these properties upon a default by the borrower. In addition, on the one-year anniversary of the Lumière loan, the mortgage and the related deed of trust on the Lumière Place property will terminate and the loan will continue unsecured. If Eldorado or Boyd are unable or unwilling to satisfy their respective obligations to us under these loans in a timely manner or at all, our business and/or our financial position could be materially and adversely affected.

***Our pursuit of strategic acquisitions unrelated to the gaming industry may be unsuccessful or fail to meet our expectations.***

We may pursue strategic acquisitions of real property assets unrelated to the gaming industry, including acquisitions that may be complementary to our existing gaming properties. Our management does not possess the same level of expertise with the dynamics and market conditions applicable to non-gaming assets, which could adversely affect the results of our expansion into other asset classes. In addition, we may be unable to achieve our desired return on our investments in new or adjacent asset classes.

***Our charter restricts the ownership and transfer of our outstanding stock, which may have the effect of delaying, deferring or preventing a transaction or change of control of our company.***

In order for us to qualify to be taxed as a REIT, not more than 50% in value of our outstanding shares of stock may be owned, actually or constructively, by five or fewer individuals at any time during the last half of each taxable year after the first year for which GLPI elected to qualify to be taxed as a REIT (2014). Additionally, at least 100 persons must beneficially own GLPI stock during at least 335 days of a taxable year (other than the first taxable year for which GLPI elected to be taxed as a REIT). GLPI's charter, with certain exceptions, authorizes the Board of Directors to take such actions as are necessary and desirable to preserve GLPI's qualification as a REIT. GLPI's charter also provides that, subject to certain exceptions approved by the Board of Directors, no person may beneficially or constructively own more than 7% in value or in number, whichever is more restrictive, of GLPI's outstanding shares of all classes and series of stock. The constructive ownership rules are complex and may cause shares of stock owned directly or constructively by a group of related individuals or entities to be constructively owned by one individual or entity. These ownership limits could delay or prevent a transaction or a change in control of GLPI that might involve a premium price for shares of GLPI stock or otherwise be in the best interests of GLPI shareholders. The acquisition of less than 7% of our outstanding stock by an individual or entity could cause that individual or entity to own beneficially or constructively in excess of 7% in value of our outstanding stock, and thus violate our charter's ownership limit. Our charter prohibits any person from owning shares of our stock that would result in our being "closely held" under

Section 856(h) of the Code. Any attempt to own or transfer shares of our stock in violation of these restrictions may result in the transfer being automatically void. GLPI's charter also provides that shares of GLPI's capital stock acquired or held in excess of the ownership limit will be transferred to a trust for the benefit of a designated charitable beneficiary, and that any person who acquires shares of GLPI's capital stock in violation of the ownership limit will not be entitled to any dividends on the shares or be entitled to vote the shares or receive any proceeds from the subsequent sale of the shares in excess of the lesser of the market price on the day the shares were transferred to the trust or the amount realized from the sale. GLPI or its designee will have the right to purchase the shares from the trustee at this calculated price as well. A transfer of shares of GLPI's capital stock in violation of the limit may be void under certain circumstances. GLPI's 7% ownership limitation may have the effect of delaying, deferring or preventing a change in control of GLPI, including an extraordinary transaction (such as a merger, tender offer or sale of all or substantially all of our assets) that might provide a premium price for GLPI's shareholders. To assist GLPI in complying with applicable gaming laws, our charter also provides that capital stock of GLPI that is owned or controlled by an unsuitable person or an affiliate of an unsuitable person will be transferred to a trust for the benefit of a designated charitable beneficiary, and that any such unsuitable person or affiliate will not be entitled to any dividends on the shares or be entitled to vote the shares or receive any proceeds from the subsequent sale of the shares in excess of the lesser of the price paid by the unsuitable person or affiliate for the shares or the amount realized from the sale, in each case less a discount in a percentage (up to 100%) to be determined by our Board of Directors in its sole and absolute discretion. The shares shall additionally be redeemable by GLPI, out of funds legally available for that redemption, to the extent required by the gaming authorities making the determination of unsuitability or to the extent determined to be necessary or advisable by our Board of Directors, at a redemption price equal to the lesser of (i) the market price on the date of the redemption notice, (ii) the market price on the redemption date, or (iii) the actual amount paid for the shares by the owner thereof, in each case less a discount in a percentage (up to 100%) to be determined by our Board of Directors in its sole and absolute discretion.

***Pennsylvania law and provisions in our charter and bylaws may delay or prevent takeover attempts by third parties and therefore inhibit our shareholders from realizing a premium on their stock.***

Our charter and bylaws, in addition to Pennsylvania law, contain provisions that are intended to deter coercive takeover practices and inadequate takeover bids and to encourage prospective acquirors to negotiate with our Board of Directors rather than to attempt a hostile takeover. Our charter and bylaws, among other things (i) permit the Board of Directors, without further action of the shareholders, to issue and fix the terms of preferred stock, which may have rights senior to those of the common stock; (ii) establish certain advance notice procedures for shareholder proposals, and require all director candidates to be recommended by the nominating committee of the Board of Directors following the affirmative determination by the nominating committee that such nominee is likely to meet the applicable suitability requirements of any federal, state or local regulatory body having jurisdiction over us; (iii) provide that a director may only be removed by shareholders for cause and upon the vote of 75% of the shares entitled to vote; (iv) do not permit direct nomination by shareholders of nominees for election to the Board of Directors, but instead permit shareholders to recommend potential nominees to our Compensation and Governance Committee; (v) require shareholders to have beneficially owned at least 1% of our outstanding common stock in order to recommend a person for nomination for election to the Board of Directors, or to present a shareholder proposal, for action at a shareholders' meeting; and (vi) provide for supermajority approval requirements for amending or repealing certain provisions in our charter and in order to approve an amendment or repeal of any provision of our bylaws that has not been proposed by our Board of Directors.

In addition, specific anti-takeover provisions in Pennsylvania law could make it more difficult for a third party to attempt a hostile takeover. These provisions require (i) approval of certain transactions by a majority of the voting stock other than that held by the potential acquirer; (ii) the acquisition at "fair value" of all the outstanding shares not held by an acquirer of 20% or more; (iii) a five-year moratorium on certain "business combination" transactions with an "interested shareholder;" (iv) the loss by interested shareholders of their voting rights over "control shares;" (v) the disgorgement of profits realized by an interested shareholder from certain dispositions of our shares; and (vi) severance payments for certain employees and prohibiting termination of certain labor contracts.

We believe these provisions will protect our shareholders from coercive or otherwise unfair takeover tactics by requiring potential acquirors to negotiate with our Board of Directors and by providing our Board of Directors with more time to assess any acquisition proposal. These provisions are not intended to make GLPI immune from takeovers or to prevent a transaction from occurring. However, these provisions will apply even if the offer may be considered beneficial by some shareholders and could delay or prevent an acquisition that our Board of Directors determines is not in the best interests of GLPI. These provisions may also prevent or discourage attempts to remove and replace incumbent directors.

***We may experience uninsured or underinsured losses, which could result in a significant loss of the capital we have invested in a property, decrease anticipated future revenues or cause us to incur unanticipated expense.***

While our leases require, and new lease agreements are expected to require, that comprehensive insurance and hazard insurance be maintained by the tenants, a tenant's failure to comply could lead to an uninsured or underinsured loss and there can be no assurance that we will be able to recover such uninsured or underinsured amounts from such tenant. Further, there are certain types of losses, generally of a catastrophic nature, such as earthquakes, hurricanes and floods, that may be uninsurable or not economically insurable. Insurance coverage may not be sufficient to pay the full current market value or current replacement cost of a loss. Inflation, changes in building codes and ordinances, environmental considerations, and other factors also might make it infeasible to use insurance proceeds to replace the property after such property has been damaged or destroyed. Under such circumstances, the insurance proceeds received might not be adequate to restore the economic position with respect to such property.

If we or one of our tenants experience a loss that is uninsured, or that exceeds our or our tenant's policy coverage limits, we could lose the capital invested in the damaged properties as well as the anticipated future cash flows from those properties. In addition, if the damaged properties were subject to recourse indebtedness, we could continue to be liable for the indebtedness even if these properties were irreparably damaged.

In addition, even if damage to our properties is covered by insurance, a disruption of our or our tenant's business caused by a casualty event may result in the loss of business or tenants. The business interruption insurance we or our tenant's carry may not fully compensate us for the loss of business or tenants due to an interruption caused by a casualty event.

A disruption in the financial markets may make it more difficult to evaluate the stability, net assets and capitalization of insurance companies and any insurer's ability to meet its claim payment obligations. A failure of an insurance company to make payments to us or our tenants upon an event of loss covered by an insurance policy could adversely affect our business, financial condition and results of operations.

***The market price of our common stock may be volatile, and holders of our common stock could lose a significant portion of their investment if the market price of our common stock declines.***

The market price of our common stock may be volatile, and shareholders may not be able to resell their shares of our common stock at or above the price at which they acquired the common stock due to fluctuations in its market price, including changes in price caused by factors unrelated to our performance or prospects.

Specific factors that may have a significant effect on the market price for our common stock include, among others, the following:

- changes in stock market analyst recommendations or earnings estimates regarding our common stock or other comparable REITs;
- actual or anticipated fluctuations in our revenue stream or future prospects;
- strategic actions taken by us or our competitors, such as acquisitions;
- our failure to close pending acquisitions;
- our failure to achieve the perceived benefits of our acquisitions, including financial results, as rapidly as or to the extent anticipated by financial or industry analysts;
- new laws or regulations or new interpretations of existing laws or regulations applicable to our business and operations or the gaming industry;
- changes in tax or accounting standards, policies, guidance, interpretations or principles;
- changes in the interest rate environment;
- adverse conditions in the financial markets or general U.S. or international economic conditions, including those resulting from war, incidents of terrorism and responses to such events; and
- sales of our common stock by members of our management team or other significant shareholders.

***Environmental compliance costs and liabilities associated with real estate properties owned by us may materially impair the value of those investments.***

As an owner of real property, we are subject to various federal, state and local environmental and health and safety laws and regulations. Although we do not operate or manage most of our properties, we may be held primarily or jointly and severally liable for costs relating to the investigation and clean-up of any property from which there has been a release or threatened release of a regulated material as well as other affected properties, regardless of whether we knew of or caused the release.

In addition to these costs, which are typically not limited by law or regulation and could exceed the property's value, we could be liable for certain other costs, including governmental fines and injuries to persons, property or natural resources. Further, some environmental laws create a lien on the contaminated site in favor of the government for damages and the costs the government incurs in connection with such contamination.

Although we require our operators and tenants to undertake to indemnify us for certain environmental liabilities, including environmental liabilities they cause, the amount of such liabilities could exceed the financial ability of the tenant or operator to indemnify us. The presence of contamination or the failure to remediate contamination may adversely affect our ability to sell or lease the real estate or to borrow using the real estate as collateral.

***Changes to U.S. federal income tax laws could materially and adversely affect us and our shareholders.***

The Tax Cuts and Jobs Act made significant changes to the federal income taxation of individuals and corporations under the Code, generally effective for taxable years beginning after December 31, 2017. In addition to reducing corporate and individual income tax rates, the Tax Cuts and Jobs Act eliminates or restricts various deductions that, along with other provisions, may change the way that we calculate our REIT taxable income and our TRS's taxable income. Significant provisions of the Tax Cuts and Jobs Act that investors should be aware of include provisions that: (i) lower the corporate income tax rate to 21%, (ii) provide noncorporate taxpayers with a deduction of up to 20% of certain income earned through partnerships and REITs, (iii) limits the net operating loss deduction to 80% of taxable income, where taxable income is determined without regard to the net operating loss deduction itself, generally eliminates net operating loss carrybacks and allows unused net operating losses to be carried forward indefinitely, (iv) expand the ability of businesses to deduct the cost of certain property investments in the year in which the property is purchased, (v) generally lower tax rates for individuals and other noncorporate taxpayers, while limiting deductions such as miscellaneous itemized deductions and state and local tax deductions, and (vi) limits the deduction for net interest expense incurred by a business to 30% of the "adjusted taxable income" of the taxpayer, but does not apply to certain small-business taxpayers or electing real property trades or businesses, including REITs. The effect of these, and the many other, changes made is highly uncertain, both in terms of their direct effect on the taxation of holders of our common stock and their indirect effect on the value of our assets or market conditions generally. Furthermore, many of the provisions of the Tax Cuts and Jobs Act require guidance through the issuance of Treasury regulations in order to assess their effect. While there have been recent regulations proposed in relation to the Tax Cuts and Jobs Act, there may be a substantial delay or modifications before such regulations are finalized, increasing the uncertainty as to the ultimate effect of the statutory amendments on us.

***We face risks associated with security breaches through cyber-attacks, cyber intrusions or otherwise, as well as other significant disruptions of our information technology (IT) networks and related systems.***

We face risks associated with security breaches, whether through cyber-attacks or cyber intrusions over the internet, malware, computer viruses, attachments to e-mails, persons inside our organization or persons with access to systems inside our organization, and other significant disruptions of our IT networks and related systems. The risk of a security breach or disruption, particularly through cyber-attack or cyber intrusion, including by computer hackers, foreign governments and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. Our IT networks and related systems are essential to the operation of our business and our ability to perform day-to-day operations. Although we make efforts to maintain the security and integrity of these types of IT networks and related systems, and we have implemented various measures to manage the risk of a security breach or disruption, there can be no assurance that our security efforts and measures will be effective or that attempted security breaches or disruptions would not be successful or damaging. A security breach or other significant disruption involving our IT networks and related systems could disrupt the proper functioning of our networks and systems; result in misstated financial reports, violations of loan covenants and/or missed reporting deadlines; result in our inability to monitor our compliance with the rules and regulations regarding our qualification as a REIT; result in the unauthorized access to, and destruction, loss, theft, misappropriation or release of proprietary, confidential, sensitive or otherwise valuable information of ours or others, which others could use to compete against us or for disruptive, destructive or otherwise harmful purposes and outcomes; require significant management attention and resources to remedy any damages that result; subject us to claims for breach of contract, damages, credits, penalties or termination of certain agreements; or damage our reputation among our tenants and investors generally.

## **Risk Factors Relating to our Status as a REIT**

***If we do not qualify to be taxed as a REIT, or fail to remain qualified as a REIT, we will be subject to U.S. federal income tax as a regular corporation and could face a substantial tax liability, which would reduce the amount of cash available for distribution to our shareholders.***

We elected on our 2014 U.S. federal income tax return to be treated as a REIT and intend to continue to be organized and to operate in a manner that will permit us to qualify as a REIT. We currently operate, and intend to continue to operate, in a manner that will allow us to continue to qualify to be taxed as a REIT for U.S. federal income tax purposes. We received an opinion from our special tax advisors, Wachtell, Lipton, Rosen & Katz and KPMG LLP (collectively the "Special Tax Advisors"), with respect to our qualification as a REIT in connection with the Spin-Off. Investors should be aware, however, that opinions of advisors are not binding on the IRS or any court. The opinions of the Special Tax Advisors represent only the view of the Special Tax Advisors based on their review and analysis of existing law and on certain representations as to factual matters and covenants made by us, including representations relating to the values of our assets and the sources of our income. The opinions are expressed as of the date issued. The Special Tax Advisors have no obligation to advise us or the holders of our common stock of any subsequent change in the matters stated, represented or assumed or of any subsequent change in applicable law. Furthermore, both the validity of the opinions of Special Tax Advisors and our qualification as a REIT will depend on our satisfaction of certain asset, income, organizational, distribution, shareholder ownership and other requirements on a continuing basis, the results of which are not monitored by the Special Tax Advisors. Our ability to satisfy the asset tests depends upon our analysis of the characterization and fair market values of our assets, some of which are not susceptible to a precise determination, and for which we will not obtain independent appraisals.

Penn has received a private letter ruling from the IRS with respect to certain issues relevant to our qualification as a REIT. In general, the ruling provides, subject to the terms and conditions contained therein, that (1) certain of the assets to be held by us after the Spin-Off and (2) the methodology for calculating a certain portion of rent received by us pursuant to the Penn Master Lease will not adversely affect our qualification as a REIT. Although we may generally rely upon the ruling, no assurance can be given that the IRS will not challenge our qualification as a REIT on the basis of other issues or facts outside the scope of the ruling.

If we were to fail to qualify to be taxed as a REIT in any taxable year, we would be subject to U.S. federal income tax, including any applicable alternative minimum tax, on our taxable income at regular corporate rates, and dividends paid to our shareholders would not be deductible by us in computing our taxable income. Any resulting corporate liability could be substantial and would reduce the amount of cash available for distribution to our shareholders, which in turn could have an adverse impact on the value of our common stock. Unless we were entitled to relief under certain Code provisions, we also would be disqualified from re-electing to be taxed as a REIT for the four taxable years following the year in which we failed to qualify to be taxed as a REIT.

***Qualifying as a REIT involves highly technical and complex provisions of the Code and violations of these provisions could jeopardize our REIT qualifications.***

Qualification as a REIT involves the application of highly technical and complex Code provisions for which only limited judicial and administrative authorities exist. Even a technical or inadvertent violation could jeopardize our REIT qualification. Our qualification as a REIT depends on our satisfaction of certain asset, income, organizational, distribution, shareholder ownership and other requirements on a continuing basis. In addition, our ability to satisfy the requirements to qualify to be taxed as a REIT may depend in part on the actions of third parties over which we have no control or only limited influence.

***We could fail to qualify to be taxed as a REIT if income we receive from Penn, Eldorado, Boyd, or their subsidiaries, is not treated as qualifying income.***

Under applicable provisions of the Code, we will not be treated as a REIT unless we satisfy various requirements, including requirements relating to the sources of our gross income. Rents received or accrued by us from Penn, Eldorado, Boyd or their subsidiaries, will not be treated as qualifying rent for purposes of these requirements if the Penn Master Lease, Amended Pinnacle Master Lease, Eldorado Master Lease or Boyd Master Lease is not respected as a true lease for U.S. federal income tax purposes and is instead treated as a service contract, joint venture or some other type of arrangement. If the Penn Master Lease, Amended Pinnacle Master Lease, Eldorado Master Lease or Boyd Master Lease is not respected as a true lease for U.S. federal income tax purposes, we may fail to qualify to be taxed as a REIT. Furthermore, our qualification as a REIT will depend on our satisfaction of certain asset, income, organizational, distribution, shareholder ownership and other requirements on a continuing basis. Our ability to satisfy the asset tests depends upon our analysis of the characterization and fair market values of our assets, some of which are not susceptible to a precise determination, and for which we will not obtain independent appraisals.

In addition, subject to certain exceptions, rents received or accrued by us from Penn, Eldorado, Boyd or their subsidiaries, will not be treated as qualifying rent for purposes of these requirements if we or an actual or constructive owner of 10% or more of our stock actually or constructively owns 10% or more of the total combined voting power of all classes of Penn stock, Eldorado stock or Boyd stock entitled to vote or 10% or more of the total value of all classes of Penn stock, Eldorado stock or Boyd stock. Our charter provides for restrictions on ownership and transfer of our shares of stock, including restrictions on such ownership or transfer that would cause the rents received or accrued by us from Penn, Eldorado, Boyd or their subsidiaries, to be treated as non-qualifying rent for purposes of the REIT gross income requirements. Nevertheless, there can be no assurance that such restrictions will be effective in ensuring that rents received or accrued by us from Penn, Eldorado, Boyd or their subsidiaries, will not be treated as qualifying rent for purposes of REIT qualification requirements.

***Dividends payable by REITs do not qualify for the reduced tax rates available for some dividends.***

The maximum U.S. federal income tax rate applicable to income from "qualified dividends" payable by U.S. corporations to U.S. shareholders that are individuals, trusts and estates is currently 20%. Ordinary dividends payable by REITs, however, generally are not eligible for the reduced rates. However, for taxable years that begin after December 31, 2017, and before January 1, 2026: (i) the U.S. federal income tax brackets generally applicable to ordinary income of individuals, trusts and estates have been modified (with the rates generally reduced) and (ii) shareholders that are individuals, trusts or estates are generally entitled to a deduction equal to 20% of the aggregate amount of ordinary income dividends received from a REIT (not including dividends that are eligible for the reduced rates applicable to "qualified dividend income" or treated as capital gain dividends), subject to certain limitations.

The more favorable rates applicable to regular corporate qualified dividends could cause investors who are individuals, trusts or estates to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the stock of REITs, including our stock, even taking into account the lower 37% maximum rate for ordinary income and the 20% deduction for ordinary REIT dividends received in taxable years beginning after December 31, 2017 and before January 1, 2026.

***REIT distribution requirements could adversely affect our ability to execute our business plan.***

We generally must distribute annually at least 90% of our REIT taxable income, determined without regard to the dividends paid deduction and excluding any net capital gains, in order to qualify to be taxed as a REIT (assuming that certain other requirements are also satisfied) so that U.S. federal corporate income tax does not apply to earnings that we distribute. To the extent that we satisfy this distribution requirement and qualify for taxation as a REIT but distribute less than 100% of our REIT taxable income, determined without regard to the dividends paid deduction and including any net capital gains, we will be subject to U.S. federal corporate income tax on our undistributed net taxable income. In addition, we will be subject to a 4% nondeductible excise tax if the actual amount that we distribute to our shareholders in a calendar year is less than a minimum amount specified under U.S. federal income tax laws. We intend to make distributions to our shareholders to comply with the REIT requirements of the Code.

From time to time, we may generate taxable income greater than our cash flow as a result of differences in timing between the recognition of taxable income and the actual receipt of cash or the effect of nondeductible capital expenditures, the creation of reserves or required debt or amortization payments. If we do not have other funds available in these situations, we could be required to borrow funds on unfavorable terms, sell assets at disadvantageous prices, distribute amounts that would otherwise be invested in future acquisitions, or pay dividends in the form of taxable in-kind distributions of property, including potentially, shares of our common stock to make distributions sufficient to enable us to pay out enough of our taxable income to satisfy the REIT distribution requirement and to avoid corporate income tax and the 4% excise tax in a particular year. These alternatives could increase our costs or reduce our equity. Thus, compliance with the REIT requirements may hinder our ability to grow, which could adversely affect the value of our stock. Restrictions on our indebtedness, including restrictions on our ability to incur additional indebtedness or make certain distributions, could preclude us from meeting the 90% distribution requirement. Decreases in funds from operations due to unfinanced expenditures for acquisitions of properties or increases in the number of shares of our common stock outstanding without commensurate increases in funds from operations each would adversely affect our ability to maintain distributions to our shareholders. Moreover, the failure of Penn to make rental payments under the Penn Master Lease, the Amended Pinnacle Master Lease or the Meadows Lease, as applicable, would materially impair our ability to make distributions. Consequently, there can be no assurance that we will be able to make distributions at the anticipated distribution rate or any other rate.

***Even if we remain qualified as a REIT, we may face other tax liabilities that reduce our cash flow.***

Even if we remain qualified for taxation as a REIT, we may be subject to certain U.S. federal, state, and local taxes on our income and assets, including taxes on any undistributed income and state or local income, property and transfer taxes. For example, we hold certain of our assets and conduct related activities through TRS subsidiary corporations that are subject to



federal, state, and local corporate-level income taxes as regular C corporations as well as state and local gaming taxes. In addition, we may incur a 100% excise tax on transactions with a TRS if they are not conducted on an arm's-length basis. Any of these taxes would decrease cash available for distribution to our shareholders.

***Complying with REIT requirements may cause us to forego otherwise attractive acquisition opportunities or liquidate otherwise attractive investments.***

To qualify to be taxed as a REIT for U.S. federal income tax purposes, we must ensure that, at the end of each calendar quarter, at least 75% of the value of our assets consist of cash, cash items, government securities and "real estate assets" (as defined in the Code), including certain mortgage loans and securities. The remainder of our investments (other than government securities, qualified real estate assets and securities issued by a TRS) generally cannot include more than 10% of the outstanding voting securities of any one issuer or more than 10% of the total value of the outstanding securities of any one issuer. In addition, in general, no more than 5% of the value of our total assets (other than government securities, qualified real estate assets and securities issued by a TRS) can consist of the securities of any one issuer, and no more than 20% of the value of our total assets can be represented by securities of one or more TRSs. If we fail to comply with these requirements at the end of any calendar quarter, we must correct the failure within 30 days after the end of the calendar quarter or qualify for certain statutory relief provisions to avoid losing our REIT qualification and suffering adverse tax consequences. As a result, we may be required to liquidate or forego otherwise attractive investments. These actions could have the effect of reducing our income and amounts available for distribution to our shareholders.

In addition to the asset tests set forth above, to qualify to be taxed as a REIT we must continually satisfy tests concerning, among other things, the sources of our income, the amounts we distribute to shareholders and the ownership of our stock. We may be unable to pursue investments that would be otherwise advantageous to us in order to satisfy the source-of-income or asset-diversification requirements for qualifying as a REIT. Thus, compliance with the REIT requirements may hinder our ability to make certain attractive investments.

***Complying with REIT requirements may limit our ability to hedge effectively and may cause us to incur tax liabilities.***

The REIT provisions of the Code substantially limit our ability to hedge our assets and liabilities. Income from certain hedging transactions that we may enter into to manage risk of interest rate changes with respect to borrowings made or to be made to acquire or carry real estate assets or from transactions to manage risk of currency fluctuations with respect to any item of income or gain that satisfy the REIT gross income tests (including gain from the termination of such a transaction) does not constitute "gross income" for purposes of the 75% or 95% gross income tests that apply to REITs, provided that certain identification requirements are met. To the extent that we enter into other types of hedging transactions or fail to properly identify such transaction as a hedge, the income is likely to be treated as non-qualifying income for purposes of both of the gross income tests. As a result of these rules, we may be required to limit our use of advantageous hedging techniques or implement those hedges through a TRS. This could increase the cost of our hedging activities because the TRS may be subject to tax on gains or expose us to greater risks associated with changes in interest rates that we would otherwise want to bear. In addition, losses in the TRS will generally not provide any tax benefit, except that such losses could theoretically be carried back or forward against past or future taxable income in the TRS.

***We could be subject to tax on any unrealized net built-in gains on the assets held before electing to be treated as a REIT and on the assets acquired from Pinnacle (prior to the Penn-Pinnacle Merger), which could have a material and adverse effect on our business and financial condition.***

We own appreciated assets that were held by a C corporation before we elected to be treated as a REIT and were acquired in a transaction in which the adjusted tax basis of the assets in our ownership is determined by reference to the adjusted tax basis of the assets in the hands of the C corporation. If we dispose of any such appreciated assets during the five-year period following our acquisition of the assets from the C corporation (i.e., during the five-year period following our qualification as a REIT), we will be subject to tax at the highest corporate tax rates on any gain from such assets to the extent of the excess of the fair market value of the assets on the date that they were acquired by us over the adjusted tax basis of such assets on such date, which are referred to as built-in gains. The assets acquired from Pinnacle (prior to the Penn-Pinnacle Merger) are expected to have significant built-in-gains. Because, prior to the original Pinnacle transaction, Pinnacle was a C corporation, if we dispose of any such appreciated assets during the five-year period following the transactions, we will be subject to tax at the highest corporate tax rates on any gain from such assets to the extent of the built-in-gain in such assets at the time of the transaction.

We would be subject to this tax liability even if we continue to qualify and maintain our status as a REIT. Any recognized built-in gain will retain our character as ordinary income or capital gain and will be taken into account in determining REIT taxable income and our distribution requirement. Any tax on the recognized built-in gain will reduce REIT taxable income. We may choose not to sell in a taxable transaction appreciated assets we might otherwise sell during the five-

year period in which the built-in gain tax applies in order to avoid the built-in gain tax. However, there can be no assurances that such a taxable transaction will not occur. If we sell such assets in a taxable transaction, the amount of corporate tax that we will pay will vary depending on the actual amount of net built-in gain or loss present in those assets as of the time we became a REIT. The amount of tax could be significant.

## **Risks Related to Our Capital Structure**

*We may have future capital needs and may not be able to obtain additional financing on acceptable terms.*

As of December 31, 2018, we had approximately \$5.9 billion in long-term indebtedness, net of unamortized debt issuance costs, bond premiums and original issuance discounts, consisting of:

- \$927.0 million of total indebtedness outstanding under our senior unsecured credit facility (the "Credit Facility") (consisting of the \$525.0 million Term Loan A-1 facility and \$402.0 million of borrowings under our revolving credit facility) and approximately \$772.6 million available for borrowing under our Revolver (including \$0.4 million of contingent obligations under letters of credit);
- \$4.975 billion of outstanding senior unsecured notes; and
- approximately \$1.1 million of capital lease obligation related to certain assets.

We may incur additional indebtedness in the future to refinance our existing indebtedness or to finance newly-acquired properties. Any significant additional indebtedness could require a substantial portion of our cash flow to make interest and principal payments due on our indebtedness. Greater demands on our cash resources may reduce funds available to us to pay dividends, make capital expenditures and acquisitions, or carry out other aspects of our business strategy. Increased indebtedness can also limit our ability to adjust rapidly to changing market conditions, make us more vulnerable to general adverse economic and industry conditions and create competitive disadvantages for us compared to other companies with relatively lower debt levels and/or borrowing costs. Increased future debt service obligations may limit our operational flexibility, including our ability to acquire properties, finance or refinance our properties, contribute properties to joint ventures or sell properties as needed. To the extent that we incur additional indebtedness or such other obligations, the risks associated with our leverage, including our possible inability to service our debt, would increase.

We may be unable to obtain additional financing or financing on favorable terms or our operating cash flow may be insufficient to satisfy our financial obligations under indebtedness outstanding from time to time (if any). If financing is not available when needed, or is available on unfavorable terms, we may be unable to develop new or enhance our existing properties, complete acquisitions or otherwise take advantage of business opportunities or respond to competitive pressures, any of which could have a material adverse effect on our business, financial condition and results of operations.

*We incurred additional indebtedness in connection with our financing for the Tropicana Acquisition, the purchase of Plainridge Park Casino and our mortgage loans to casino owner-operators.*

Our increased indebtedness could have significant effects on our business and ability to pay dividends to our shareholders, including the following:

- it may limit our ability to obtain additional debt or equity financing for working capital, capital expenditures, acquisitions, debt service requirements and general corporate or other purposes;
- a material portion of our cash flows will be dedicated to the payment of principal and interest on our indebtedness, including indebtedness we may incur in the future, and will not be available for other purposes, including to make acquisitions;
- it could limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate and place us at a competitive disadvantage compared to our competitors that have less debt or are less leveraged;
- it could make us more vulnerable to downturns in general economic or industry conditions or in our business, or prevent us from carrying out activities that are important to our growth;
- it could increase our interest expense if interest rates in general increase because our indebtedness under the Credit Facility bears interest at floating rates;

- it could limit our ability to take advantage of strategic business opportunities; and
- it could make it more difficult for us to satisfy our obligations with respect to our indebtedness. Any failure to comply with the obligations of any of our debt instruments could result in an event of default which, if not cured or waived, could result in the acceleration of our indebtedness under the Credit Facility and other outstanding debt obligations.

We cannot assure you that our business will generate sufficient cash flow from operations, or that future borrowings will be available to us under our Credit Facility or from other debt financing, in an amount sufficient to enable us to pay our indebtedness or to fund our other liquidity needs. If we do not generate sufficient cash flow from operations to satisfy our debt service obligations, we may have to undertake alternative financing plans, such as refinancing or restructuring our indebtedness, selling assets or seeking to raise additional capital, including by issuing equity securities or securities convertible into equity securities. Our ability to restructure or refinance our indebtedness will depend on the capital markets and our financial condition at such time. Any refinancing of our indebtedness could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. Our inability to generate sufficient cash flow to satisfy our debt service requirements or to refinance our obligations on commercially reasonable terms would have an adverse effect, which could be material to our business, financial position or results of operations.

***Our shareholders may be subject to significant dilution caused by the additional issuance of equity securities.***

If and when additional funds are raised through the issuance of equity securities, including under our "at the market" offering program (the "ATM Program") or in connection with future acquisitions, our shareholders may experience significant dilution. Additionally, sales of substantial amounts of our common stock in the public market, or the perception that such sales could occur, could adversely affect the market price of our common stock, may make it more difficult for our shareholders to sell their GLPI common stock at a time and price that they deem appropriate and could impair our future ability to raise capital through an offering of our equity securities.

***Adverse changes in our credit rating may affect our borrowing capacity and borrowing terms.***

Our outstanding debt is periodically rated by nationally recognized credit rating agencies. The credit ratings are based upon our operating performance, liquidity and leverage ratios, overall financial position, and other factors viewed by the credit rating agencies as relevant to both our industry and the economic outlook. Our credit rating may affect the amount of capital we can access, as well as the terms of any financing we obtain. Because we rely in part on debt financing to fund growth, the absence of an investment grade credit rating or any credit rating downgrade may have a negative effect on our future growth.

***If we cannot obtain additional capital, our growth may be limited.***

As described above, in order to qualify and maintain our qualification as a REIT each year, we are required to distribute at least 90% of our REIT taxable income, excluding net capital gains, to our shareholders. As a result, our retained earnings available to fund acquisitions, development, or other capital expenditures are nominal, and we rely upon the availability of additional debt or equity capital to fund these activities. Our long-term ability to grow through acquisitions or development, which is an important component of our strategy, will be limited if we cannot obtain additional debt financing or raise equity capital. Market conditions may make it difficult to obtain debt financing or raise equity capital, and we cannot assure you that we will be able to obtain additional debt or equity financing or that we will be able to obtain such capital on favorable terms.

***An increase in market interest rates could increase our interest costs on existing and future debt and could adversely affect our stock price.***

If interest rates increase, so could our interest costs for any new debt and our variable rate debt obligations. This increased cost could make the financing of any acquisition more costly, as well as lower our current period earnings. Rising interest rates could limit our ability to refinance existing debt when it matures or cause us to pay higher interest rates upon refinancing. In addition, an increase in interest rates could decrease the access third parties have to credit, thereby decreasing the amount they are willing to pay for our assets and consequently limiting our ability to reposition our portfolio promptly in response to changes in economic or other conditions.

Further, the dividend yield on our common stock, as a percentage of the price of such common stock, will influence the price of such common stock. Thus, an increase in market interest rates may lead prospective purchasers of our common stock to expect a higher dividend yield, which would adversely affect the market price of our common stock.

***Covenants in our debt agreements may limit our operational flexibility, and a covenant breach or default could materially adversely affect our business, financial position or results of operations.***

The agreements governing our indebtedness contain customary covenants, including restrictions on our ability to grant liens on our assets, incur indebtedness, sell assets, make investments, engage in acquisitions, mergers or consolidations and pay certain dividends and other restricted payments. Specifically, our debt agreements contain the following financial covenants: a maximum total debt to total asset value ratio of 60% (subject to increase to 65% for specified periods in connection with certain acquisitions), a minimum fixed charge coverage ratio of 1.5 to 1, a maximum senior secured debt to total asset value ratio of 40% and a maximum unsecured debt to unencumbered asset value ratio of 60%. These restrictions may limit our operational flexibility. Covenants that limit our operational flexibility as well as defaults under our debt instruments could have a material adverse effect on our business, financial position or results of operations.

#### **Risk Factors Relating to Our Acquisition of Penn, Pinnacle and Tropicana's Gaming Properties**

***Our recourse against Tropicana, including for any breaches under the Amended Real Estate Purchase Agreement or the Tropicana Merger Agreement, is limited.***

As is customary for a public company target in a merger and acquisition transaction, Tropicana has no obligation to indemnify us or Eldorado for any breaches of its representations and warranties or covenants included in the Merger Agreement and the Real Estate Purchase Agreement, or for any pre-closing liabilities or claims. While we have certain arrangements in place with Eldorado in connection with certain limited pre-closing liabilities, if any issues arise post-closing (other than as provided for in the Eldorado Master Lease), we may not be entitled to sufficient, or any, indemnification or recourse from Tropicana or Eldorado, which could have a materially adverse impact on our business and results of operations.

***Each of Penn and Pinnacle have contractual obligations to indemnify us for certain liabilities. However, there can be no assurance that these indemnities will be sufficient to insure us against the full amount of such liabilities, or that Penn's ability to satisfy its and Pinnacle's indemnification obligations will not be impaired in the future.***

Each of Penn and Pinnacle have contractual obligations to indemnify us for certain liabilities. However, third parties could seek to hold us responsible for any of the liabilities that Penn and Pinnacle agreed to retain, and there can be no assurance that Penn (including as successor in interest to Pinnacle) will be able to fully satisfy its indemnification obligations. Moreover, even if we ultimately succeed in recovering from Penn any amounts for which we are held liable, we may be temporarily required to bear these losses while seeking recovery from Penn and such recovery could have a material adverse impact on Penn's financial condition and ability to pay rent due under the Penn Master Lease and/or the Amended Pinnacle Master Lease.

#### **Risk Factors Relating to Our Spin-Off from Penn**

***If the Spin-Off, together with certain related transactions, does not qualify as a transaction that is generally tax-free for U.S. federal income tax purposes, GLPI could be subject to significant tax liabilities and, in certain circumstances, GLPI could be required to indemnify Penn for material taxes pursuant to indemnification obligations under the Tax Matters Agreement.***

Penn has received a private letter ruling from the IRS substantially to the effect that, among other things, the Spin-Off, together with the required compliance exchanges and certain related transactions, will qualify as a transaction that is generally tax-free for U.S. federal income tax purposes under Sections 355 and/or 368(a)(1)(D) of the Code (the "IRS Ruling"). The IRS Ruling does not address certain requirements for tax-free treatment of the Spin-Off under Section 355, and Penn received from its tax advisors a tax opinion substantially to the effect that, with respect to such requirements on which the IRS will not rule, such requirements have been satisfied. The IRS Ruling, and the tax opinions that Penn received from its tax advisors, relied on, among other things, certain representations, assumptions and undertakings, including those relating to the past and future conduct of GLPI's business, and the IRS Ruling and the opinions would not be valid if such representations, assumptions and undertakings were incorrect in any material respect.

Notwithstanding the IRS Ruling and the tax opinions, the IRS could determine the Spin-Off should be treated as a taxable transaction for U.S. federal income tax purposes if it determines any of the representations, assumptions or undertakings that were included in the request for the IRS Ruling are false or have been violated or if it disagrees with the conclusions in the opinions that are not covered by the IRS Ruling.

Under a Tax Matters Agreement that GLPI entered into with Penn, GLPI generally is required to indemnify Penn against any tax resulting from the Spin-Off to the extent that such tax resulted from (i) an acquisition of all or a portion of the equity securities or assets of GLPI, whether by merger or otherwise, (ii) other actions or failures to act by GLPI, or (iii) any of GLPI's representations or undertakings being incorrect or violated. GLPI's indemnification obligations to Penn and its

subsidiaries, officers and directors will not be limited by any maximum amount. If GLPI is required to indemnify Penn or such other persons under the circumstance set forth in the Tax Matters Agreement, GLPI may be subject to substantial liabilities.

***The historical financial information included in this filing may not be a reliable indicator of future results.***

The historical financial statements included herein do not reflect what the business, financial position or results of operations of GLPI may be in the future.

***Peter M. Carlino, our Chairman and Chief Executive Officer, and David A. Handler, one of our independent directors, also serve on the Penn Board of Directors which may create conflicts of interest and/or create regulatory obstacles for the Company in its pursuit of additional properties.***

Peter M. Carlino serves as non-executive Chairman of the Board of Directors of Penn and the Chairman and Chief Executive Officer of GLPI. In addition, David A. Handler, one of our directors, serves as a director at Penn. These overlapping positions could create, or appear to create, potential conflicts of interest when our or Penn's management and directors pursue the same corporate opportunities, such as greenfield development opportunities, or face decisions that could have different implications for us and Penn. For example, potential conflicts of interest could arise in connection with the negotiation or the resolution of any dispute between us and Penn (or its subsidiaries) regarding the terms of the agreements governing the separation and the relationship (e.g., Penn Master Lease) thereafter. Potential conflicts of interest could also arise if we and Penn enter into any commercial arrangements with each other in the future. We have established a mechanism in our Corporate Governance Guidelines to address potential conflicts through the use of an independent director but there can be no assurance that this process will completely eliminate conflicts resulting from overlapping directors. In addition to potential conflicts of interest, the overlapping director position could create obstacles to engaging in certain transactions in close proximity to existing Penn properties and there can be no assurance that we will be able to overcome such obstacles.

***Potential indemnification liabilities of GLPI pursuant to the Separation and Distribution Agreement could materially adversely affect GLPI.***

The Separation and Distribution Agreement between GLPI and Penn provides for, among other things, the principal corporate transactions required to effect the separation, certain conditions to the separation and provisions governing the relationship between GLPI and Penn with respect to and resulting from the separation.

Among other things, the Separation and Distribution Agreement provides for indemnification obligations designed to make us financially responsible for substantially all liabilities that may result relating to or arising out of our business. If GLPI is required to indemnify Penn under the circumstances set forth in the Separation and Distribution Agreement, GLPI may be subject to substantial liabilities.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

## **ITEM 2. PROPERTIES**

### **Rental Properties**

As of December 31, 2018, the Company had 42 rental properties, consisting of the real property associated with 33 gaming and related facilities operated by Penn, the real property associated with five gaming and related facilities operated by Eldorado, the real property associated with three gaming and related facilities operated by Boyd and the real property associated with the Casino Queen in East St. Louis, Illinois. All rental properties are subject to long-term triple-net leases. For additional information pertaining to our tenant leases and our rental properties see Item 1.

### **GLPI Financed Properties**

As of December 31, 2018, the Company had financial interests in two casino properties through secured mortgage loans to the respective casino owner-operators. For additional information pertaining to these properties see Item 1.

### **TRS Properties**

#### *Hollywood Casino Baton Rouge*

Hollywood Casino Baton Rouge is a dockside riverboat casino located on approximately 21.1 acres, which we own, on the east bank of the Mississippi River in the East Baton Rouge Downtown Development District. The property site serves as the dockside embarkation for Hollywood Casino Baton Rouge and features a two-story building. We also own approximately 4.0 acres of land which features a railroad underpass that provides unimpeded access to the casino property.

#### *Hollywood Casino Perryville*

We own 36.4 acres of land in Perryville, Maryland where Hollywood Casino Perryville is located. The property is located directly off Interstate 95 in Cecil County, Maryland just 35 miles northeast of Baltimore and 70 miles from Washington, D.C.

See Item 1 for further information pertaining to our TRS Properties.

### **Corporate Office**

The Company's corporate headquarters building is located in Wyomissing, Pennsylvania and is owned by the Company.

## **ITEM 3. LEGAL PROCEEDINGS**

The Company is subject to various legal and administrative proceedings relating to personal injuries, employment matters, commercial transactions and other matters arising in the normal course of business. The Company does not believe that the final outcome of these matters will have a material adverse effect on the Company's consolidated financial position or results of operations. In addition, the Company maintains what it believes is adequate insurance coverage to further mitigate the risks of such proceedings. However, such proceedings can be costly, time consuming and unpredictable and, therefore, no assurance can be given that the final outcome of such proceedings may not materially impact the Company's consolidated financial condition or results of operations. Further, no assurance can be given that the amount or scope of existing insurance coverage will be sufficient to cover losses arising from such matters.

## **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

#### Market Information

Our common stock is quoted on the NASDAQ Global Select Market under the symbol "GLPI." As of February 8, 2019, there were approximately 697 holders of record of our common stock.

#### Dividend Policy

The Company's annual dividend is greater than or equal to at least 90% of its REIT taxable income on an annual basis, determined without regard to the dividends paid deduction and excluding any net capital gains. U.S. federal income tax law generally requires that a REIT annually distribute at least 90% of its REIT taxable income, without regard to the deduction for dividends paid and excluding net capital gains, and that it pay regular corporate rates to the extent that it annually distributes less than 100% of its taxable income.

Cash available for distribution to GLPI shareholders is derived from income from real estate and the income of the TRS Properties. All distributions will be made by GLPI at the discretion of its Board of Directors and will depend on the financial position, results of operations, cash flows, capital requirements, debt covenants, applicable laws and other factors as the Board of Directors of GLPI deems relevant. See Note 14 to the consolidated financial statements for further details on dividends.

**ITEM 6. SELECTED FINANCIAL DATA**

The following selected consolidated financial and operating data for the five-year period ended December 31, 2018 is derived from our consolidated financial statements. The selected consolidated financial and operating data should be read in conjunction with our consolidated financial statements and notes thereto, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the other financial information included herein.

	Year Ended December 31,				
	2018 <sup>(1)</sup>	2017 <sup>(1)</sup>	2016 <sup>(1)</sup>	2015	2014
(in thousands, except per share data)					
<b>Income statement data:</b>					
Total revenues	\$ 1,055,727	\$ 971,307	\$ 828,255	\$ 575,053	\$ 591,068
Total operating expenses	461,917	365,789	347,632	317,638	332,562
Income from operations	593,810	605,518	480,623	257,415	258,506
Total other expenses	249,330	215,133	183,773	121,851	114,586
Income before income taxes	344,480	390,385	296,850	135,564	143,920
Taxes on income	4,964	9,787	7,545	7,442	5,113
Net income <sup>(2)</sup>	<u>\$ 339,516</u>	<u>\$ 380,598</u>	<u>\$ 289,305</u>	<u>\$ 128,122</u>	<u>\$ 138,807</u>
<b>Per share data:</b>					
Basic earnings per common share	\$ 1.59	\$ 1.80	\$ 1.62	\$ 1.12	\$ 1.23
Diluted earnings per common share	\$ 1.58	\$ 1.79	\$ 1.60	\$ 1.08	\$ 1.18
Weighted shares outstanding - Basic	213,720	210,705	178,594	114,432	112,037
Weighted shares outstanding - Diluted	214,779	212,752	180,622	118,439	117,586
<b>Other data:</b>					
Net cash provided by operating activities	\$ 654,433	\$ 598,711	\$ 514,370	\$ 319,688	\$ 273,259
Net cash (used in) provided by investing activities	(1,509,784)	698	(3,218,616)	(14,142)	(317,319)
Net cash provided by (used in) financing activities	852,080	(606,911)	2,698,927	(299,644)	(205,188)
Depreciation and amortization	148,365	123,835	115,717	109,783	106,843
Straight-line rent adjustments	61,888	65,971	58,673	55,825	44,877
Goodwill impairment charges <sup>(2)</sup>	59,454	—	—	—	—
Collections of principal payments on investment in direct financing lease <sup>(3)</sup>	38,459	73,072	48,533	—	—
Interest expense	247,684	217,068	185,896	124,183	117,030
Capital expenditures <sup>(4)</sup>	4,304	3,256	3,441	19,102	142,769
<b>Balance sheet data:</b>					
Cash and cash equivalents	\$ 25,783	\$ 29,054	\$ 36,556	\$ 41,875	\$ 35,973
Real estate investments, net <sup>(3)</sup>	7,331,460	3,662,045	3,739,091	2,090,059	2,180,124
Investment in direct financing lease, net <sup>(3)</sup>	—	2,637,639	2,710,711	—	—
Total assets	8,577,293	7,246,882	7,369,330	2,448,155	2,525,454
Long-term debt, net of unamortized debt issuance costs, bond premiums and original issuance discounts	5,853,497	4,442,880	4,664,965	2,510,341	2,570,361
Shareholders' equity (deficit)	2,265,607	2,458,247	2,433,869	(253,514)	(176,290)
<b>Property Data:</b>					
Number of rental properties owned at year end	42	36	34	19	19
Rentable square feet at year end	21,847	15,198	14,799	6,970	6,970

<sup>(1)</sup> In October 2018, the Company purchased the real property assets of five Tropicana properties for approximately \$992.5 million. These assets were subsequently leased to Eldorado under a triple-net master lease. Also in October



2018, the Company purchased Plainridge Park from Penn for \$250.9 million in conjunction with the Penn-Pinnacle Merger. This property was leased back to Penn under the Amended Pinnacle Master Lease. The purchase of these assets contributed to the Company's growth in asset base as well as improved financial performance during fiscal year 2018.

In April 2016, the Company purchased substantially all of the real property assets of Pinnacle for approximately \$4.8 billion. The purchase of these assets, which were subsequently leased back to Pinnacle under a triple-net lease and financed through a combination of debt and equity, contributed to the Company's significant growth in asset base as well as improved financial performance during fiscal years 2017 and 2016. To a lesser extent, the purchase of the real property assets of the Meadows for \$323.3 million in September 2016 also contributed to the Company's improved operating results during fiscal years 2017 and 2016. Finally, the purchase of the real property assets of the 1st Jackpot Casino and Resorts Casino Tunica for \$82.9 million in May 2017 contributed slightly to the Company's increase in net revenues for fiscal year 2017. See Note 4 to the consolidated financial statements for additional information on the Company's acquisitions.

- (2) During the fourth quarter of 2018, the Company recorded an impairment charge of \$59.5 million, related to the goodwill recorded on the books of its subsidiary, Hollywood Casino Baton Rouge. This was the largest driver of the decrease in the Company's net income during the year ended December 31, 2018. For further information on the impairment charge see Note 9 to the consolidated financial statements.
- (3) Prior to the Penn-Pinnacle Merger, the Pinnacle Master Lease was bifurcated between an operating lease and a direct financing lease, with the land assets qualifying for operating lease treatment and the building assets triggering direct financing lease treatment. This net investment in direct financing lease was unwound in conjunction with the Penn-Pinnacle Merger, via the fourth amendment to the Pinnacle Master Lease. As a result of this amendment, the Company reassessed the lease's classification and determined the new lease agreement qualified for operating lease treatment under ASC 840 - Leases ("ASC 840"). Therefore, subsequent to the Penn-Pinnacle Merger, the Amended Pinnacle Master Lease is treated as an operating lease in its entirety, the building assets previously recorded as an investment in direct financing lease on the Company's consolidated balance sheet were recorded as real estate assets on the Company's consolidated balance sheet and all rent received under the Amended Pinnacle Master Lease is recorded as rental income on the Company's consolidated statement of income.
- (4) The higher level of capital expenditures in 2014 was primarily due to the construction of Hollywood Gaming at Dayton Raceway and Hollywood Gaming at Mahoning Valley Race Course which opened to the public on August 28, 2014 and September 17, 2014, respectively.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Our Operations

GLPI is a self-administered and self-managed Pennsylvania REIT. GLPI was incorporated in Pennsylvania on February 13, 2013, as a wholly-owned subsidiary of Penn. On November 1, 2013, Penn contributed to GLPI, through a series of internal corporate restructurings, substantially all of the assets and liabilities associated with Penn's real property interests and real estate development business, as well as the assets and liabilities of Hollywood Casino Baton Rouge and Hollywood Casino Perryville, which are referred to as the "TRS Properties," and then spun-off GLPI to holders of Penn's common and preferred stock in a tax-free distribution. The Company elected on its U.S. federal income tax return for its taxable year that began on January 1, 2014 to be treated as a REIT and the Company, together with an indirect wholly-owned subsidiary of the Company, GLP Holdings, Inc., jointly elected to treat each of GLP Holdings, Inc., Louisiana Casino Cruises, Inc. and Penn Cecil Maryland, Inc. as a "taxable REIT subsidiary" effective on the first day of the first taxable year of GLPI as a REIT. As a result of the Spin-Off, GLPI owns substantially all of Penn's former real property assets and leases back most of those assets to Penn for use by its subsidiaries, under the Penn Master Lease, and GLPI also owns and operates the TRS Properties through its indirect wholly-owned subsidiary, GLP Holdings, Inc. The assets and liabilities of GLPI were recorded at their respective historical carrying values at the time of the Spin-Off. In April 2016, the Company acquired substantially all of the real estate assets of Pinnacle for approximately \$4.8 billion. GLPI originally leased these assets back to Pinnacle, under a triple-net lease with an initial term of 10 years with no purchase option, followed by five 5-year renewal options (exercisable by Pinnacle) on the same terms and conditions. On October 15, 2018, the Company completed its previously announced transactions with Penn, Pinnacle and Boyd to accommodate Penn's acquisition of the majority of Pinnacle's operations, pursuant to a definitive agreement and plan of merger between Penn and Pinnacle, dated December 17, 2017. Concurrent with the Penn-Pinnacle Merger, the Company amended the Pinnacle Master Lease to allow for the sale of the operating assets of Ameristar Casino

Hotel Kansas City, Ameristar Casino Resort Spa St. Charles and Belterra Casino Resort from Pinnacle to Boyd and entered into a new unitary triple-net master lease agreement with Boyd for these properties on terms similar to the Company's existing master leases. The Company purchased the real estate assets of Plainridge Park from Penn for \$250.0 million, exclusive of transaction fees and taxes and added this property to the Amended Pinnacle Master Lease. The Amended Pinnacle Master Lease was assumed by Penn at the consummation of the Penn-Pinnacle Merger. The Company also entered into a mortgage loan agreement with Boyd in connection with Boyd's acquisition of Belterra Park, whereby the Company loaned Boyd \$57.7 million. See Note 4 to the consolidated financial statements for further details surrounding the original Pinnacle acquisition and the subsequent acquisition of Pinnacle by Penn.

GLPI's primary business consists of acquiring, financing, and owning real estate property to be leased to gaming operators in triple-net lease arrangements. As of December 31, 2018, GLPI's portfolio consisted of interests in 46 gaming and related facilities, including the TRS Properties, the real property associated with 33 gaming and related facilities operated by Penn, the real property associated with 6 gaming and related facilities operated by Eldorado (including one mortgaged facility), the real property associated with 4 gaming and related facilities operated by Boyd (including one mortgaged facility) and the real property associated with the Casino Queen in East St. Louis, Illinois. These facilities are geographically diversified across 16 states and contain approximately 23.5 million square feet. As of December 31, 2018, our properties were 100% occupied.

We expect to grow our portfolio by pursuing opportunities to acquire additional gaming facilities to lease to gaming operators under prudent terms. In addition to the acquisition of Plainridge Park described above, on October 1, 2018, the Company closed its previously announced transaction to acquire certain real property assets from Tropicana and certain of its affiliates pursuant to the Real Estate Purchase Agreement dated April 15, 2018 between Tropicana and GLP Capital, which was subsequently amended on October 1, 2018. Pursuant to the terms of the Amended Real Estate Purchase Agreement, the Company acquired the real estate assets of Tropicana Atlantic City, Tropicana Evansville, Tropicana Laughlin, Trop Casino Greenville and the Belle of Baton Rouge from Tropicana for an aggregate cash purchase price of \$964.0 million, exclusive of transaction fees and taxes. Concurrent with the Tropicana Acquisition, Eldorado acquired the operating assets of these properties from Tropicana pursuant to an Agreement and Plan of Merger dated April 15, 2018 by and among Tropicana, GLP Capital, Eldorado and a wholly-owned subsidiary of Eldorado and leased the GLP Assets from the Company pursuant to the terms of a new unitary triple-net master lease with a 15-year initial term, with no purchase option followed by four successive 5 -year renewal periods (exercisable by Eldorado) on the same terms and conditions. Additionally, on October 1, 2018 the Company made a mortgage loan to Eldorado in the amount of \$246.0 million in connection with Eldorado's acquisition of Lumière Place.

Additionally, we believe we have the ability to leverage the expertise our management team has developed over the years to secure additional avenues for growth beyond the gaming industry. Accordingly we anticipate we will be able to effect strategic acquisitions unrelated to the gaming industry as well as other acquisitions that may prove complimentary to GLPI's gaming facilities.

As of December 31, 2018, the majority of our earnings are the result of the rental revenues we receive from our triple-net Master Leases with Penn, Boyd and Eldorado. Additionally, we have rental revenue from the Casino Queen property which is leased back to a third-party operator on a triple-net basis and the Meadows property which is leased to Penn under a single property triple-net lease. In addition to rent, the tenants are required to pay the following executory costs: (1) all facility maintenance, (2) all insurance required in connection with the leased properties and the business conducted on the leased properties, including coverage of the landlord's interests, (3) taxes levied on or with respect to the leased properties (other than taxes on the income of the lessor) and (4) all utilities and other services necessary or appropriate for the leased properties and the business conducted on the leased properties.

Additionally, in accordance with ASC 606 - *Revenue from Contracts with Customers* ("ASC 606"), we record revenue for the real estate taxes paid by our tenants on the leased properties with an offsetting expense in general and administrative expense within the consolidated statement of income, as we believe we are the primary obligor. Similarly, we record revenue for the ground lease rent paid by our tenants with an offsetting expense in general and administrative expense within the consolidated statement of income, as we have concluded that as the lessee we are the primary obligor under the ground leases. We sublease these ground leases back to our tenants, who are responsible for payment directly to the landlord.

Gaming revenue generated by our TRS Properties is derived primarily from revenue from slot machines and to a lesser extent, table game and poker revenue, which is highly dependent upon the volume and spending levels of customers at our TRS Properties. Other revenues at our TRS Properties are derived from dining, retail, and certain other ancillary activities.

## **Our Competitive Strengths**

We believe the following competitive strengths will contribute significantly to our success:

### *Geographically Diverse Property Portfolio*

As of December 31, 2018, our portfolio consisted of 46 gaming and related facilities, including 42 rental properties, the TRS Properties and two properties we had financial interests in via secured mortgage loans to the respective casino owner-operators. Our portfolio comprises approximately 23.5 million square feet and over 5,600 acres of land and is broadly diversified by location across 16 states. We expect that our geographic diversification will limit the effect of a decline in any one regional market on our overall performance.

### *Financially Secure Tenants*

Three of the company's tenants, Penn, Eldorado and Boyd are leading, diversified, multi-jurisdictional owners and managers of gaming and pari-mutuel properties and established gaming providers with strong financial performance. Additionally, all of the aforementioned tenants are publicly traded companies that are subject to the informational filing requirements of the Securities Exchange Act of 1934, as amended, and are required to file periodic reports on Form 10-K and Form 10-Q and current reports on Form 8-K with the Securities and Exchange Commission ("SEC"). Readers are directed to Penn's, Eldorado's and Boyd's respective websites for further financial information on these companies.

### *Long-Term, Triple-Net Lease Structure*

Our real estate properties are leased under long-term triple-net leases guaranteed by our tenants, pursuant to which the tenant is responsible for all facility maintenance, insurance required in connection with the leased properties and the business conducted on the leased properties, including coverage of the landlord's interests, taxes levied on or with respect to the leased properties (other than taxes on our income) and all utilities and other services necessary or appropriate for the leased properties and the business conducted on the leased properties.

### *Flexible UPREIT Structure*

We have the flexibility to operate through an umbrella partnership, commonly referred to as an UPREIT structure, in which substantially all of our properties and assets are held by GLP Capital or by subsidiaries of GLP Capital. Conducting business through GLP Capital allows us flexibility in the manner in which we structure and acquire properties. In particular, an UPREIT structure enables us to acquire additional properties from sellers in exchange for limited partnership units, which provides property owners the opportunity to defer the tax consequences that would otherwise arise from a sale of their real properties and other assets to us. As a result, this structure potentially may facilitate our acquisition of assets in a more efficient manner and may allow us to acquire assets that the owner would otherwise be unwilling to sell because of tax considerations. We believe that this flexibility will provide us an advantage in seeking future acquisitions.

### *Experienced and Committed Management Team*

Although our management team has limited experience in operating a REIT, it has extensive gaming and real estate experience. Peter M. Carlino, chief executive officer of GLPI, has more than 30 years of experience in the acquisition and development of gaming facilities and other real estate projects. Steven T. Snyder, interim chief financial officer and senior vice president of corporate development of GLPI, is a finance professional with more than 20 years of experience in the gaming industry, including identifying and analyzing potential acquisitions. Through years of public company experience, our management team also has extensive experience accessing both debt and equity capital markets to fund growth and maintain a flexible capital structure.

## **Segment Information**

Consistent with how our Chief Operating Decision Maker reviews and assesses our financial performance, we have two reportable segments, GLP Capital and the TRS Properties. The GLP Capital reportable segment consists of the leased real property and represents the majority of our business. The TRS Properties reportable segment consists of Hollywood Casino Perryville and Hollywood Casino Baton Rouge.

## Executive Summary

### *Financial Highlights*

We reported total revenues and income from operations of \$1,055.7 million and \$593.8 million, respectively, for the year ended December 31, 2018, compared to \$971.3 million and \$605.5 million, respectively, for the year ended December 31, 2017. The major factors affecting our results for the year ended December 31, 2018, as compared to the year ended December 31, 2017, were:

- Total income from real estate was \$923.2 million and \$829.2 million for the years ended December 31, 2018 and 2017, respectively. Total income from real estate increased by \$94.0 million for the year ended December 31, 2018, as compared to the year ended December 31, 2017, primarily due to the Tropicana Transactions, the Penn-Pinnacle Merger and our entry into the Belterra Park Loan, as well as the performance of the Ohio properties, the impact of the rent escalators under the Penn and Pinnacle master leases, net percentage rent adjustments and the partial recognition of income previously deferred under the Penn Master Lease in accordance with ASC 840.
- Net revenues for our TRS Properties decreased by \$9.5 million for the year ended December 31, 2018, as compared to the prior year, primarily due to decreased revenues at Hollywood Casino Baton Rouge, partially offset by a slight increase in revenues at Hollywood Casino Perryville.
- Total operating expenses increased by \$96.1 million for the year ended December 31, 2018, as compared to the prior year, primarily driven by a goodwill impairment charge of \$59.5 million related to Hollywood Casino Baton Rouge and an increase in depreciation expense resulting from the addition of the Tropicana and Plainridge Park real estate assets to our real estate portfolio, as well as the reclassification of the Pinnacle building assets to real estate investments on our balance sheet as a result of the Penn-Pinnacle Merger, which required the Amended Pinnacle Master Lease to be treated as an operating lease in its entirety. Also driving the increase in total operating expenses for the year ended December 31, 2018, as compared to the prior year, are accrued retirement costs of \$13.1 million related to the retirement of our former Chief Financial Officer.
- Other expenses, net increased by \$34.2 million for the year ended December 31, 2018, as compared to the prior year, driven by an increase in interest expense related to the debt refinancing in the second quarter of 2018 and debt issuances in the third quarter of 2018, the proceeds of which were utilized for the October closings of both the Tropicana Transactions and the acquisition of Plainridge Park and the funding of the Belterra Park Loan in connection with the Penn-Pinnacle Merger. In addition, the Company incurred losses on the extinguishment of debt during the second quarter of 2018.
- Income tax expense decreased by \$4.8 million for the year ended December 31, 2018, primarily due to the Tax Cuts and Jobs Act, which lowered the corporate tax rate to 21%, effective for tax years including or commencing January 1, 2018, as well as lower income at our TRS Properties.
- Net income decreased by \$41.1 million for the year ended December 31, 2018, as compared to the prior year, primarily due to the variances explained above.

### *Segment Developments*

The following are recent developments that have had or are likely to have an impact on us by segment:

#### *GLP Capital*

- On October 15, 2018, Penn's acquisition of Pinnacle closed, and the Company completed its previously announced transactions with Penn, Pinnacle and Boyd. Concurrent with Penn's acquisition, the Company amended the Pinnacle Master Lease to allow for the sale of the operating assets of Ameristar Casino Hotel Kansas City, Ameristar Casino Resort Spa St. Charles and Belterra Casino Resort from Pinnacle to Boyd and entered into a new triple-net master lease agreement with Boyd for these properties on terms similar to the Company's existing master leases. The Company also purchased the real estate assets of Plainridge Park Casino from Penn for \$250.0 million, exclusive of transaction fees and taxes and added this property to the Amended Pinnacle Master Lease. We also entered into a loan agreement with Boyd in connection with Boyd's acquisition of Belterra Park, whereby we loaned Boyd \$57.7 million, act as mortgagee and collect

interest income from Boyd. Our initial annual real estate income will increase by \$45.3 million as a result of these transactions.

- On October 1, 2018, the Company purchased the real property assets of five properties from Tropicana for \$964.0 million, exclusive of taxes and transaction fees. Concurrent with the acquisition of these properties, Eldorado purchased the operating assets of these Tropicana properties and Lumière Place and entered into a new triple-net master lease with the Company for the lease of the five Tropicana properties purchased by us for a 15-year initial term with no purchase option followed by four successive 5-year renewal periods (exercisable by Eldorado). Initial annual rent under the Eldorado Master Lease is \$87.6 million. The Company also made a loan to Eldorado in the amount of \$246.0 million in connection with Eldorado's acquisition of Lumière Place, which will generate initial annual interest income of \$22.4 million.
- On May 1, 2017, the Company purchased the real property assets of the 1st Jackpot Casino and Resorts Casino Tunica for \$82.9 million. Penn purchased the operating assets of the Tunica Properties directly from the seller, operates both properties and leases the real property assets from the Company under the Penn Master Lease.

#### *TRS Properties*

- During the second quarter of 2018, a smoking ban went into effect at all Baton Rouge, Louisiana casinos, which in combination with the general market deterioration in the Baton Rouge region has contributed to the poor performance of our Hollywood Casino Baton Rouge property, resulting in the impairment charge of \$59.5 million during the fourth quarter of 2018.
- During the first quarter of 2017, Hollywood Casino Perryville outsourced the operation of its food and beverage outlets to a third-party provider. Employees of these outlets are now employees of the third-party; therefore both Hollywood Casino Perryville's revenues and expenses related to food and beverage decreased during the year ended December 31, 2017, as compared to the prior year.

#### **Critical Accounting Estimates**

We make certain judgments and use certain estimates and assumptions when applying accounting principles in the preparation of our consolidated financial statements. The nature of the estimates and assumptions are material due to the levels of subjectivity and judgment necessary to account for highly uncertain factors or the susceptibility of such factors to change. We have identified the accounting for leases, income taxes, real estate investments, and goodwill and other intangible assets as critical accounting estimates, as they are the most important to our financial statement presentation and require difficult, subjective and complex judgments.

We believe the current assumptions and other considerations used to estimate amounts reflected in our consolidated financial statements are appropriate. However, if actual experience differs from the assumptions and other considerations used in estimating amounts reflected in our consolidated financial statements, the resulting changes could have a material adverse effect on our consolidated results of operations and, in certain situations, could have a material adverse effect on our consolidated financial condition.

#### *Leases*

As a REIT, the majority of our revenues are derived from rent received from our tenants under long-term triple-net leases. Currently, we have master leases with Penn, Eldorado and Boyd under which we lease 32, five and three properties, respectively, to these tenants. We also have a long-term lease with Casino Queen and a separate single property lease by which we lease the Meadows' real estate assets to Penn. The accounting guidance under ASC 840 is complex and requires the use of judgments and assumptions by management to determine the proper accounting treatment of a lease. We perform a lease classification test upon the entry into any new lease or lease modification, to determine if we will account for the lease as a capital or operating lease. The revenue recognition model and thus the presentation of our financial statements is significantly different under capital leases and operating leases.

Under the operating lease model, as the lessor, the assets we lease remain on our books and we record rental revenues on a straight-line basis over the lease term. This includes the recognition of percentage rents that are fixed and determinable at the lease inception date on a straight-line basis over the entire lease term, resulting in the recognition of deferred rental revenue on our consolidated balance sheets. Deferred rental revenue is amortized to rental revenue on a straight-line basis over the remainder of the lease term. The lease term includes the initial non-cancelable lease term and any reasonably assured renewal

periods. Contingent rental income that is not fixed and determinable at lease inception is recognized only when the lessee achieves the specified target. Recognition of rental income commences when control of the facility has been transferred to the tenant. Under operating lease treatment, assets we own and lease to tenants are recorded on our consolidated balance sheet as real estate investments.

Under the direct financing lease model, however, at lease inception we record an investment in direct financing lease on our consolidated balance sheet rather than recording the actual assets we own and the cash rent we receive from tenants is not entirely recorded as rental revenue, but rather a portion is recorded as interest income and a portion is recorded as a reduction to the direct financing lease receivable. Under ASC 840, for leases of both building and land, leases may be bifurcated between operating and capital leases, with the land portion of the lease typically qualifying for operating lease treatment. To determine if the building portion of a lease triggers capital lease treatment we conduct the four lease tests in ASC 840 outlined below. If a lease meets any of the four criteria below, it is accounted for as a capital lease.

1) **Transfer of ownership** - The lease transfers ownership of the property to the lessee by the end of the lease term. This criterion is met in situations in which the lease agreement provides for the transfer of title at or shortly after the end of the lease term in exchange for the payment of a nominal fee, for example, the minimum required by statutory regulation to transfer title.

2) **Bargain purchase option** - The lease contains a bargain purchase option, which is a provision allowing the lessee, at its option, to purchase the leased property for a price which is sufficiently lower than the expected fair value of the property at the date the option becomes exercisable. In addition, the exercise of the option must be reasonably assured at lease inception.

3) **Lease term** - The lease term is equal to 75 percent or more of the estimated economic life of the leased property. However, if the beginning of the lease term falls within the last 25 percent of the total estimated economic life of the leased property, including earlier years of use, this criterion shall not be used for purposes of classifying the lease. This test is conducted on a property by property basis.

4) **Minimum lease payments** - The present value of the minimum lease payments at the beginning of the lease term, excluding that portion of the payments representing executory costs such as insurance, maintenance, and taxes to be paid by the lessor, including any profit thereon, equals or exceeds 90% of the fair value of the leased property to the lessor at lease inception less any related investment tax credit retained by the lessor and expected to be realized by the lessor. If the beginning of the lease term falls within the last 25% of the total estimated economic life of the leased property, including earlier years of use, this criterion shall not be used for purposes of classifying the lease.

The tests outlined above, as well as the resulting calculations, require subjective judgments, such as determining, at lease inception, the fair value of the assets, the residual value of the assets at the end of the lease term, the likelihood a tenant will exercise all renewal options (in order to determine the lease term), the estimated remaining economic life of the leased assets, the incremental borrowing rate of the lessee and the interest rate implicit in the lease. A slight change in estimate or judgment can result in a materially different financial statement presentation.

#### *Income Taxes*

We elected on our U.S. federal income tax return for our taxable year that began on January 1, 2014 to be treated as a REIT and we, together with an indirect wholly-owned subsidiary of the Company, GLP Holdings, Inc., jointly elected to treat each of GLP Holdings, Inc., Louisiana Casino Cruises, Inc. and Penn Cecil Maryland, Inc. as a "taxable REIT subsidiary" effective on the first day of the first taxable year of GLPI as a REIT. We intend to continue to be organized and to operate in a manner that will permit us to qualify as a REIT. To qualify as a REIT, we must meet certain organizational and operational requirements, including a requirement to distribute at least 90% of our annual REIT taxable income to shareholders determined without regard to the dividends paid deduction and excluding any net capital gain, meet the various other requirements imposed by the Code relating to matters such as operating results, asset holdings, distribution levels, and diversity of stock ownership. As a REIT, we generally will not be subject to federal income tax on income that we distribute as dividends to our shareholders. If we fail to qualify as a REIT in any taxable year, we will be subject to U.S. federal income tax, including any applicable alternative minimum tax, on our taxable income at regular corporate income tax rates, and dividends paid to our shareholders would not be deductible by us in computing taxable income. Any resulting corporate liability could be substantial and could materially and adversely affect our net income and net cash available for distribution to shareholders. Unless we were entitled to relief under certain Code provisions, we also would be disqualified from re-electing to be taxed as a REIT for the four taxable years following the year in which we failed to qualify to be taxed as a REIT. It is not possible to state whether in all circumstances we would be entitled to this statutory relief.

Our TRS Properties are able to engage in activities resulting in income that would be not qualifying income for a REIT. As a result, certain activities of the Company which occur within our TRS Properties are subject to federal and state income taxes.

#### *Real Estate Investments*

Real estate investments primarily represent land and buildings leased to the Company's tenants. Real estate investments that we received in connection with the Spin-Off were contributed to us at Penn's historical carrying amount. We record the acquisition of real estate at fair value, including acquisition and closing costs. The cost of properties developed by GLPI include costs of construction, property taxes, interest and other miscellaneous costs incurred during the development period until the project is substantially complete and available for occupancy. We consider the period of future benefit of the asset to determine the appropriate useful lives. Depreciation is computed using a straight-line method over the estimated useful lives of the buildings and building improvements. Additionally, the amortization of real estate assets subject to capital leases (for which GLPI is the lessee) is included within the depreciation line item of the Company's consolidated statements of income.

We continually monitor events and circumstances that could indicate that the carrying amount of our real estate investments may not be recoverable or realized. When indicators of potential impairment suggest that the carrying value of a real estate investment may not be recoverable, we estimate the fair value of the investment by calculating the undiscounted future cash flows from the use and eventual disposition of the investment. This amount is compared to the asset's carrying value. If we determine the carrying amount is not recoverable, we would recognize an impairment charge equivalent to the amount required to reduce the carrying value of the asset to its estimated fair value, calculated in accordance with GAAP. We group our real estate investments together by lease, the lowest level for which identifiable cash flows are available, in evaluating impairment. In assessing the recoverability of the carrying value, we must make assumptions regarding future cash flows and other factors. Factors considered in performing this assessment include current operating results, market and other applicable trends and residual values, as well as the effect of obsolescence, demand, competition and other factors. If these estimates or the related assumptions change in the future, we may be required to record an impairment loss.

#### *Goodwill and Other Intangible Assets*

Under ASC 350 - *Intangibles - Goodwill and Other* ("ASC 350"), we are required to test goodwill and other intangible assets for impairment at least annually and whenever events or circumstances indicate that it is more likely than not that goodwill or other intangible assets may be impaired. We have elected to perform our annual goodwill and intangible asset impairment tests as of October 1 of each year. Goodwill is tested at the reporting unit level, which is an operating segment or one level below an operating segment for which discrete financial information is available.

ASC 350 prescribes a two-step goodwill impairment test, the first step which involves the determination of the fair value of each reporting unit and its comparison to the carrying amount. In order to determine the fair value of the Baton Rouge reporting unit, where the Company's goodwill resides, the Company utilizes a discounted cash flow model, which relies on projected EBITDA to determine the reporting unit's future cash flows. If the carrying amount of the reporting unit exceeds the fair value in step 1, then step 2 of the impairment test is performed to determine the implied value of goodwill. If the implied value of goodwill is less than the goodwill allocated to the reporting unit, an impairment loss is recognized.

In accordance with ASC 350, we consider the Hollywood Casino Perryville gaming license an indefinite-lived intangible asset that does not require amortization based on our future expectations to operate this casino indefinitely as well as the gaming industry's historical experience in renewing these intangible assets at minimal cost with various state gaming commissions. Rather, the gaming license is tested annually, or more frequently if indicators of impairment exist, for impairment by comparing the fair value of the recorded asset to its carrying amount. If the carrying amount of the indefinite-life intangible asset exceeds its fair value, an impairment loss is recognized. Hollywood Casino Perryville's gaming license will expire in September 2025, fifteen years from the casino's opening date. We expect to expense any costs related to the gaming license renewal as incurred.

We assessed the fair value of our gaming license using the Greenfield Method under the income approach. The Greenfield Method estimates the fair value of the gaming license assuming we built a casino with similar utility to that of the existing facility. The method assumes a theoretical start-up company going into business without any assets other than the intangible asset being valued. As such the value of the license is a function of the following items:

- Projected revenues and operating cash flows;
- Theoretical construction costs and duration;
- Pre-opening expenses;

- Discounting that reflects the level of risk associated with receiving future cash flows attributable to the license; and
- Remaining useful life of the license.

The evaluation of goodwill and indefinite-lived intangible assets requires the use of estimates about future operating results to determine the estimated fair value of the reporting unit and the indefinite-lived intangible assets. We must make various assumptions and estimates in performing our impairment testing. The implied fair value includes estimates of future cash flows that are based on reasonable and supportable assumptions which represent our best estimates of the cash flows expected to result from the use of the assets. Changes in estimates, increases in our cost of capital, reductions in transaction multiples, changes in operating and capital expenditure assumptions or application of alternative assumptions and definitions could produce significantly different results. Future cash flow estimates are, by their nature, subjective and actual results may differ materially from our estimates. If our ongoing estimates of future cash flows are not met, we may have to record additional impairment charges in future accounting periods. Our estimates of cash flows are based on the current regulatory and economic climates, as well as recent operating information and budgets. These estimates could be negatively impacted by changes in federal, state or local regulations, economic downturns, or other events.

Forecasted cash flows can be significantly impacted by the local economy in which our subsidiaries operate. For example, increases in unemployment rates can result in decreased customer visitations and/or lower customer spend per visit. In addition, new legislation which approves gaming in nearby jurisdictions or further expands gaming in jurisdictions in which we operate can result in increased competition for the property. This generally has a negative effect on profitability once competitors become established, as a certain level of cannibalization occurs absent an overall increase in customer visitations. Lastly, increases in gaming taxes approved by state regulatory bodies can negatively impact forecasted cash flows.

Assumptions and estimates about future cash flow levels are complex and subjective. They are sensitive to changes in underlying assumptions and can be affected by a variety of factors, including external factors, such as industry, geopolitical and economic trends, and internal factors, such as changes in our business strategy, which may reallocate capital and resources to different or new opportunities which management believes will enhance our overall value but may be to the detriment of our existing operations. A change in any of our assumptions or estimates could result in additional impairment charges in future periods.

#### **Results of Operations**

The following are the most important factors and trends that contribute or may contribute to our operating performance:

- The fact that several wholly-owned subsidiaries of Penn lease a substantial number of our properties, pursuant to two master leases and a single property lease and account for a significant portion of our revenue.
- The risks related to economic conditions and the effect of such conditions on consumer spending for leisure and gaming activities, which may negatively impact our gaming tenants and operators and the variable rent we receive from our tenants as outlined in the long-term triple-net leases with these tenants.
- The fact that the rules and regulations of U.S. federal income taxation are constantly under review by legislators, the IRS and the U.S. Department of the Treasury. Changes to the tax laws or interpretations thereof, with or without retroactive application, could materially and adversely affect GLPI's investors or GLPI.



The consolidated results of operations for the years ended December 31, 2018, 2017 and 2016 are summarized below:

<u>Year Ended December 31,</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>
	(in thousands)		
<b>Revenues</b>			
Rental income	\$ 747,654	\$ 671,190	\$ 567,444
Income from direct financing lease	81,119	74,333	48,917
Interest income from mortgaged real estate	6,943	—	—
Real estate taxes paid by tenants	87,466	83,698	67,843
Total income from real estate	923,182	829,221	684,204
Gaming, food, beverage and other	132,545	142,086	144,051
Total revenues	1,055,727	971,307	828,255
<b>Operating expenses</b>			
Gaming, food, beverage and other	77,127	80,487	82,463
Real estate taxes	88,757	84,666	69,448
Land rights and ground lease expense	28,358	24,005	14,799
General and administrative	71,128	63,151	71,368
Depreciation	137,093	113,480	109,554
Goodwill impairment charges	59,454	—	—
Total operating expenses	461,917	365,789	347,632
<b>Income from operations</b>	<b>\$ 593,810</b>	<b>\$ 605,518</b>	<b>\$ 480,623</b>

Certain information regarding our results of operations by segment for the years ended December 31, 2018, 2017 and 2016 is summarized below:

<u>Year Ended December 31,</u>	<u>Total Revenues</u>			<u>Income from Operations</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>
	(in thousands)					
GLP Capital	\$ 923,182	\$ 829,221	\$ 684,204	\$ 630,122	\$ 578,661	\$ 454,682
TRS Properties	132,545	142,086	144,051	(36,312)	26,857	25,941
<b>Total</b>	<b>\$ 1,055,727</b>	<b>\$ 971,307</b>	<b>\$ 828,255</b>	<b>\$ 593,810</b>	<b>\$ 605,518</b>	<b>\$ 480,623</b>

#### **FFO, AFFO and Adjusted EBITDA**

Funds From Operations ("FFO"), Adjusted Funds From Operations ("AFFO") and Adjusted EBITDA are non-GAAP financial measures used by the Company as performance measures for benchmarking against the Company's peers and as internal measures of business operating performance which is used as a bonus metric. The Company believes FFO, AFFO and Adjusted EBITDA provide a meaningful perspective of the underlying operating performance of the Company's current business. This is especially true since these measures exclude real estate depreciation and we believe that real estate values fluctuate based on market conditions rather than depreciating in value ratably on a straight-line basis over time. In addition, in order for the Company to qualify as a REIT, it must distribute 90% of its REIT taxable income annually. The Company adjusts AFFO accordingly to provide our investors an estimate of the taxable income available for this distribution requirement.

FFO is a non-GAAP financial measure that is considered a supplemental measure for the real estate industry and a supplement to GAAP measures. The National Association of Real Estate Investment Trusts defines FFO as net income (computed in accordance with GAAP), excluding (gains) or losses from sales of property and real estate depreciation. We define AFFO as FFO excluding stock based compensation expense, debt issuance costs amortization, other depreciation, amortization of land rights, straight-line rent adjustments, direct financing lease adjustments, losses on debt extinguishment retirement costs and goodwill impairment charges, reduced by maintenance capital expenditures. Finally, we define Adjusted EBITDA as net income excluding interest, taxes on income, depreciation, (gains) or losses from sales of property, stock based compensation expense, straight-line rent adjustments, direct financing lease adjustments, the amortization of land rights, losses on debt extinguishment, retirement costs and goodwill impairment charges.

FFO, AFFO and Adjusted EBITDA are not recognized terms under GAAP. Because certain companies do not calculate FFO, AFFO and Adjusted EBITDA in the same way and certain other companies may not perform such calculation, those

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measures as used by other companies may not be consistent with the way the Company calculates such measures and should not be considered as alternative measures of operating profit or net income. The Company's presentation of these measures does not replace the presentation of the Company's financial results in accordance with GAAP.

These non-GAAP financial measures: (i) do not represent cash flow from operations as defined by GAAP; (ii) should not be considered as an alternative to net income as a measure of operating performance or to cash flows from operating, investing and financing activities; and (iii) are not alternatives to cash flow as a measure of liquidity. In addition, these measures should not be viewed as an indication of our ability to fund all of our cash needs, including to make cash distributions to our shareholders, to fund capital improvements, or to make interest payments on our indebtedness. Investors are also cautioned that FFO, AFFO and Adjusted EBITDA, as presented, may not be comparable to similarly titled measures reported by other real estate companies, including REITs due to the fact that not all real estate companies use the same definitions. Our presentation of these measures does not replace the presentation of our financial results in accordance with GAAP.

The reconciliation of the Company's net income per GAAP to FFO, AFFO, and Adjusted EBITDA for the years ended December 31, 2018, 2017 and 2016 is as follows:

<u>Year Ended December 31,</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>
	(in thousands)		
<b>Net income</b>	<b>\$ 339,516</b>	<b>\$ 380,598</b>	<b>\$ 289,305</b>
Losses (gains) from dispositions of property	309	530	(455)
Real estate depreciation	125,630	100,576	96,074
<b>Funds from operations</b>	<b>\$ 465,455</b>	<b>\$ 481,704</b>	<b>\$ 384,924</b>
Straight-line rent adjustments	61,888	65,971	58,673
Direct financing lease adjustments	38,459	73,072	48,533
Other depreciation	11,463	12,904	13,480
Amortization of land rights	11,272	10,355	6,163
Amortization of debt issuance costs <sup>(1)</sup>	12,167	13,026	15,146
Stock based compensation	11,152	15,636	18,312
Losses on debt extinguishment	3,473	—	—
Retirement costs	13,149	—	—
Goodwill impairment charges	59,454	—	—
Capital maintenance expenditures	(4,284)	(3,178)	(3,111)
<b>Adjusted funds from operations</b>	<b>\$ 683,648</b>	<b>\$ 669,490</b>	<b>\$ 542,120</b>
Interest, net	245,857	215,133	183,773
Income tax expense	4,964	9,787	7,545
Capital maintenance expenditures	4,284	3,178	3,111
Amortization of debt issuance costs <sup>(1)</sup>	(12,167)	(13,026)	(15,146)
<b>Adjusted EBITDA</b>	<b>\$ 926,586</b>	<b>\$ 884,562</b>	<b>\$ 721,403</b>

<sup>(1)</sup> Such amortization is a non-cash component included in interest, net.

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The reconciliation of each segment's net income per GAAP to FFO, AFFO, and Adjusted EBITDA for the years ended December 31, 2018, 2017 and 2016 is as follows:

Year Ended December 31,	GLP Capital			TRS Properties		
	2018	2017	2016	2018	2017	2016
	(in thousands)					
<b>Net income</b>	<b>\$ 390,341</b>	<b>\$ 372,832</b>	<b>\$ 280,295</b>	<b>\$ (50,825)</b>	<b>\$ 7,766</b>	<b>\$ 9,010</b>
Losses (gains) from dispositions of property	76	—	(471)	233	530	16
Real estate depreciation	125,630	100,576	96,074	—	—	—
<b>Funds from operations</b>	<b>\$ 516,047</b>	<b>\$ 473,408</b>	<b>\$ 375,898</b>	<b>\$ (50,592)</b>	<b>\$ 8,296</b>	<b>\$ 9,026</b>
Straight-line rent adjustments	61,888	65,971	58,673	—	—	—
Direct financing lease adjustments	38,459	73,072	48,533	—	—	—
Other depreciation	2,066	2,076	2,097	9,397	10,828	11,383
Amortization of land rights	11,272	10,355	6,163	—	—	—
Debt issuance costs amortization <sup>(1)</sup>	12,167	13,026	15,146	—	—	—
Stock based compensation	11,152	15,636	18,312	—	—	—
Losses on debt extinguishment	3,473	—	—	—	—	—
Retirement costs	13,149	—	—	—	—	—
Goodwill impairment charges	—	—	—	59,454	—	—
Capital maintenance expenditures	(55)	—	—	(4,229)	(3,178)	(3,111)
<b>Adjusted funds from operations</b>	<b>\$ 669,618</b>	<b>\$ 653,544</b>	<b>\$ 524,822</b>	<b>\$ 14,030</b>	<b>\$ 15,946</b>	<b>\$ 17,298</b>
Interest, net <sup>(2)</sup>	235,453	204,730	173,371	10,404	10,403	10,402
Income tax expense	855	1,099	1,016	4,109	8,688	6,529
Capital maintenance expenditures	55	—	—	4,229	3,178	3,111
Debt issuance costs amortization <sup>(1)</sup>	(12,167)	(13,026)	(15,146)	—	—	—
<b>Adjusted EBITDA</b>	<b>\$ 893,814</b>	<b>\$ 846,347</b>	<b>\$ 684,063</b>	<b>\$ 32,772</b>	<b>\$ 38,215</b>	<b>\$ 37,340</b>

<sup>(1)</sup> Such amortization is a non-cash component included in interest, net.

<sup>(2)</sup> Interest expense, net for the GLP Capital segment is net of an intercompany interest elimination of \$10.4 million for the years ended December 31, 2018, 2017 and 2016.

*2018 Compared with 2017*

Net income, FFO, AFFO, and Adjusted EBITDA for our GLP Capital segment were \$390.3 million, \$516.0 million, \$669.6 million and \$893.8 million, respectively, for the year ended December 31, 2018. This compared to net income, FFO, AFFO, and Adjusted EBITDA, for our GLP Capital segment of \$372.8 million, \$473.4 million, \$653.5 million and \$846.3 million, respectively, for the year ended December 31, 2017. The increase in net income in our GLP Capital segment was primarily driven by a \$94.0 million increase in income from real estate, partially offset by a \$42.5 million increase in operating expenses and a \$34.2 million increase in other expenses, net. The increase in income from real estate in our GLP Capital segment was primarily due to the Tropicana Transactions, the Penn-Pinnacle Merger and our entry into the Belterra Park Loan, as well as the performance of the Ohio properties, the impact of the rent escalators under the Penn and Pinnacle master leases, net percentage rent adjustments and the partial recognition of income previously deferred under the Penn Master Lease in accordance with ASC 840. The increase in operating expenses in our GLP Capital segment was driven by an increase in depreciation expense resulting from the addition of the Tropicana and Plainridge Park real estate assets to our real estate portfolio, as well as the reclassification of the Pinnacle building assets to real estate investments on our balance sheet as a result of the Penn-Pinnacle Merger, which required the Amended Pinnacle Master Lease to be treated as an operating lease in its entirety. Also driving the increase in total operating expenses for the year ended December 31, 2018, as compared to the prior year, are accrued retirement costs related to the retirement of our former Chief Financial Officer. The increase in other expenses, net was driven by an increase in interest expense related to the debt refinancing in the second quarter of 2018 and debt issuances in the third quarter of 2018, the proceeds of which were utilized for the October closings of both the Tropicana Transactions and the acquisition of Plainridge Park and the funding of the Belterra Park Loan in connection with the Penn-Pinnacle Merger. In addition, the Company incurred losses on the extinguishment of debt during the second quarter of 2018.

The changes described above also led to higher FFO for the year ended December 31, 2018, as compared to the year ended December 31, 2017. The increase in AFFO for our GLP Capital segment was primarily driven by the changes described above, partially offset by lower stock based compensation, direct financing lease adjustments and straight-line rent adjustments, all of which are added back for purposes of calculating AFFO. Direct financing lease adjustments represent the portion of cash rent we received from tenants that was applied against our lease receivable and thus not recorded as revenue. These adjustments decreased due to the unwinding of the direct financing lease in October 2018, as the cash received is now recorded as rental income and no add-back to AFFO is necessary. The increase in Adjusted EBITDA for our GLP Capital segment was primarily driven by the increases in AFFO described above, as well as, a higher add-back for interest.

The net loss of \$50.8 million for our TRS Properties segment for the year ended December 31, 2018, as compared to net income of \$7.8 million for the ended December 31, 2017 was primarily driven by a goodwill impairment charge of \$59.5 million at our Hollywood Casino Baton Rouge property. This charge was the result of general market deterioration in the Baton Rouge region and the smoking ban at all Baton Rouge, Louisiana casinos that went into effect during the second quarter of 2018, both of which significantly impacted the Company's forecasted cash flows for this reporting unit. This charge also led to lower FFO for our TRS Properties segment for the year ended December 31, 2018, as compared to the year ended December 31, 2017.

#### *2017 Compared with 2016*

Net income, FFO, AFFO, and Adjusted EBITDA for our GLP Capital segment were \$372.8 million, \$473.4 million, \$653.5 million and \$846.3 million, respectively, for the year ended December 31, 2017. This compared to net income, FFO, AFFO, and Adjusted EBITDA, for our GLP Capital segment of \$280.3 million, \$375.9 million, \$524.8 million and \$684.1 million, respectively, for the year ended December 31, 2016. The significant increase in net income in our GLP Capital segment was primarily driven by a \$145.0 million increase in total revenues, partially offset by a \$21.0 million increase in operating expenses and a \$31.4 million increase in interest, net. The increase in total revenues in our GLP Capital segment was primarily due to the Pinnacle transaction, which increased rental income, income from the direct financing lease and revenue recorded for real estate taxes paid by our tenants and the Tunica and Meadows transactions, which increased both rental income and revenue recorded for real estate taxes paid by our tenants. The increase in operating expenses in our GLP Capital segment was driven by increases in real estate taxes, primarily as a result of the addition of the Pinnacle and Meadows properties to our real estate portfolio during 2016 and land right and ground rent lease expense, primarily related to the land rights acquired with the Pinnacle and Tunica transactions, partially offset by a decline in general and administrative expenses. The increase in interest, net was driven by higher interest expense related to the Company's additional borrowings incurred to finance the Pinnacle acquisition. The changes described above also led to higher FFO for the year ended December 31, 2017, as compared to the year ended December 31, 2016. The increase in AFFO for our GLP Capital segment was primarily driven by the changes described above, as well as, increases in adjustments for our direct financing lease, increased amortization of land rights related to the acquired ground leases, increased straight-line rent adjustments related to our Meadows Lease and the addition of the Tunica Properties to the Penn Master Lease, partially offset by lower debt issuance costs amortization and stock based compensation, all of which are added back for purposes of calculating AFFO. Direct financing lease adjustments represent the portion of cash rent we receive from tenants that is applied against our lease receivable and thus not recorded as revenue and the amortization of land rights represents the non-cash amortization of the value assigned to the Company's acquired ground leases. These adjustments are added back to arrive at AFFO because they represent, in the case of the direct financing lease adjustments, cash we have received and recorded in taxable income and in the case of the amortization of land rights, non-cash charges which are non-deductible for tax purposes. Therefore, these adjustments help our investors better understand the components of our taxable income which must be distributed to our shareholders. The increase in Adjusted EBITDA for our GLP Capital segment was primarily driven by the increases in AFFO described above, as well as, a higher add-back for interest.

Net income and FFO for our TRS Properties segment decreased by \$1.2 million and \$0.7 million, respectively, for the year ended December 31, 2017, as compared to the year ended December 31, 2016, primarily due to declining revenues partially offset by decreased expenses. AFFO for our TRS Properties segment decreased by \$1.4 million for the year ended December 31, 2017, as compared to the year ended December 31, 2016, primarily due to the reasons described above, as well as, lower depreciation expense due to certain assets reaching full depreciation. Adjusted EBITDA for our TRS Properties segment increased by \$0.9 million for the year ended December 31, 2017, as compared to the year ended December 31, 2016, primarily due to the explanations described above, in addition to higher income taxes in the year ended December 31, 2017.

**Revenues**

Revenues for the years ended December 31, 2018, 2017 and 2016 were as follows (in thousands):

Year Ended December 31,	2018	2017	Variance	Percentage Variance
Total income from real estate	\$ 923,182	\$ 829,221	\$ 93,961	11.3 %
Gaming, food, beverage and other	132,545	142,086	(9,541)	(6.7)%
Total revenues	1,055,727	971,307	84,420	8.7 %

Year Ended December 31,	2017	2016	Variance	Percentage Variance
Total income from real estate	\$ 829,221	\$ 684,204	\$ 145,017	21.2 %
Gaming, food, beverage and other	142,086	144,051	(1,965)	(1.4)%
Total revenues	971,307	828,255	143,052	17.3 %

**Total income from real estate***2018 Compared to 2017*

For the years ended December 31, 2018 and 2017, total income from real estate was \$923.2 million and \$829.2 million, respectively, for our GLP Capital segment, which included \$87.5 million and \$83.7 million, respectively, of revenue for the real estate taxes paid by our tenants on the leased properties. During October 2018, we acquired the real estate assets of five casino properties from Tropicana and leased these assets to Eldorado under a new long-term triple-net master lease. We also acquired Plainridge Park from Penn and leased it to Penn under the Amended Pinnacle Master Lease.

In accordance with ASC 606, the Company is required to present the real estate taxes paid by its tenants on the leased properties as revenue with an offsetting expense on its consolidated statement of operations, as the Company believes it is the primary obligor. Similarly, the Company records revenue for the ground lease rent paid by its tenants with an offsetting expense in land rights and ground lease expense within the consolidated statements of income as the Company has concluded that as the lessee it is the primary obligor under the ground leases. The Company subleases these ground leases back to its tenants, who are responsible for payment directly to the landlord.

Total income from real estate increased \$94.0 million, or 11.3%, for the year ended December 31, 2018, as compared to the year ended December 31, 2017, primarily due to the Tropicana Transactions, the Penn-Pinnacle Merger and our entry into the Belterra Park Loan, as well as the performance of the Ohio properties, the impact of the rent escalators under the Penn and Pinnacle master leases, net percentage rent adjustments and the partial recognition of income previously deferred under the Penn Master Lease in accordance with ASC 840. Specifically, the properties under the Penn Master Lease contributed \$18.2 million to the increase in income from real estate for the year ended December 31, 2018, as compared to the year ended December 31, 2017, resulting from the collection of a full year of rent from the Tunica Properties, the impact of the rent escalators, the performance at the Ohio properties and the partial recognition of income previously deferred in accordance with ASC 840, while the Meadows Lease contributed \$3.1 million to the increase in income from real estate for the year ended December 31, 2018, as compared to the prior year. The properties under the Amended Pinnacle Master Lease and the Boyd Master Lease contributed an aggregate \$40.9 million to the increase in income from real estate for the year ended December 31, 2018, as compared to the year ended December 31, 2017, primarily resulting from the impact of the rent escalators and the unwinding of the direct financing lease in connection with the Penn-Pinnacle Merger, resulting in all rent received under the Amended Pinnacle Master Lease recorded as rental income on the Company's consolidated statement of income. The Tropicana Transactions contributed \$26.6 million to the increase in income from real estate, while the Belterra Park Loan contributed income of \$1.4 million. Lastly, real estate taxes contributed \$3.8 million to the increase in income from real estate for the year ended December 31, 2018, as compared to the prior year period, primarily due to the addition of the new properties to our real estate portfolio.

*2017 Compared to 2016*

For the years ended December 31, 2017 and 2016, total income from real estate was \$829.2 million and \$684.2 million, respectively, for our GLP Capital segment, which included \$83.7 million and \$67.8 million, respectively, of revenue for the real estate taxes paid by our tenants on the leased properties. During April 2016, we acquired the real estate assets of Pinnacle and immediately leased these assets back to Pinnacle under a long-term triple-net master lease. Under ASC 840, the Pinnacle lease was bifurcated between an operating and direct financing lease, resulting in the recognition of rental revenue for the land portion of the lease and interest income from the direct financing lease, relating to the leased building assets. Additionally, during September 2016, we acquired the real estate assets of the Meadows and leased these assets to Pinnacle under a single property triple-net lease and during May 2017, we acquired the real estate assets of the Tunica Properties and leased these assets to Penn under the Penn Master Lease.

Total income from real estate increased \$145.0 million or 21.2% for the year ended December 31, 2017, as compared to the year ended December 31, 2016, primarily due to a full year of rent for the portion of the rent received under the Pinnacle Master Lease recognized as rental income and as income from the direct financing lease, a full year of rent received under the Meadows Lease and from the addition of the Tunica Properties to the Penn Master Lease, as well as the impact of the Penn and Pinnacle rent escalators, improved results at our two Ohio properties with monthly variable rent and an increase in real estate taxes, primarily resulting from the addition of the Pinnacle properties to our real estate portfolio. Specifically, Pinnacle contributed \$103.1 million of rental revenue and income from the direct financing lease to the increase in net revenues for the year ended December 31, 2017, as compared to the year ended December 31, 2016. The Penn properties contributed \$14.5 million to the increase in net revenues for the year ended December 31, 2017, as compared to the year ended December 31, 2016, resulting from the addition of the Tunica Properties, the impact of the rent escalator and the performance at the Ohio properties, while the Meadows Lease contributed \$11.4 million to the increase in net revenues for the year ended December 31, 2017, as compared to the prior year. Lastly, real estate taxes contributed \$15.8 million to the increase in net revenues for the year ended December 31, 2017, as compared to the prior year period.

**Gaming, food, beverage and other revenue***2018 Compared to 2017*

Gaming, food, beverage and other revenue for our TRS Properties segment decreased by \$9.5 million, or 6.7%, for the year ended December 31, 2018, as compared to the year ended December 31, 2017, due to decreased gaming, food, beverage and other revenues of \$10.1 million at Hollywood Casino Baton Rouge, partially offset by a \$0.6 million increase in revenues at Hollywood Casino Perryville. The largest driver of the decrease resulted from general market deterioration in the Baton Rouge region and the smoking ban at all Baton Rouge, Louisiana casinos that went into effect during the second quarter of 2018.

*2017 Compared to 2016*

Gaming, food, beverage and other revenue for our TRS Properties segment decreased by \$2.8 million, or 1.9%, for the year ended December 31, 2017, as compared to the year ended December 31, 2016, due to decreased gaming, food, beverage and other revenues of \$2.5 million and \$0.3 million at Hollywood Casino Perryville and Hollywood Baton Rouge, respectively. The largest driver of the decrease resulted from lower revenues at Hollywood Casino Perryville, related to the outsourcing of its food and beverage outlets to a third-party provider during the first quarter of 2017.

**Operating Expenses**

Operating expenses for the years ended December 31, 2018, 2017 and 2016 were as follows (in thousands):

Year Ended December 31,	2018	2017	Variance	Percentage Variance
Gaming, food, beverage and other	\$ 77,127	\$ 80,487	\$ (3,360)	(4.2)%
Real estate taxes	88,757	84,666	4,091	4.8 %
Land rights and ground lease expense	28,358	24,005	4,353	18.1 %
General and administrative	71,128	63,151	7,977	12.6 %
Depreciation	137,093	113,480	23,613	20.8 %
Goodwill impairment charges	59,454	—	59,454	N/A
<b>Total operating expenses</b>	<b>\$ 461,917</b>	<b>\$ 365,789</b>	<b>\$ 96,128</b>	<b>26.3 %</b>

<b>Year Ended December 31,</b>	<b>2017</b>	<b>2016</b>	<b>Variance</b>	<b>Percentage Variance</b>
Gaming, food, beverage and other	\$ 80,487	\$ 82,463	\$ (1,976)	(2.4)%
Real estate taxes	84,666	69,448	15,218	21.9 %
Land rights and ground lease expense	24,005	14,799	9,206	62.2 %
General and administrative	63,151	71,368	(8,217)	(11.5)%
Depreciation	113,480	109,554	3,926	3.6 %
Total operating expenses	<u>\$ 365,789</u>	<u>\$ 347,632</u>	<u>\$ 18,157</u>	5.2 %

### **Gaming, food, beverage and other expense**

#### *2018 Compared with 2017*

Gaming, food, beverage and other expense for our TRS Properties segment decreased by approximately \$3.4 million, or 4.2%, for the year ended December 31, 2018, as compared to the year ended December 31, 2017, primarily resulting from lower gaming taxes due to lower revenues at Hollywood Baton Rouge.

#### *2017 Compared with 2016*

Gaming, food, beverage and other expense for our TRS Properties segment decreased by approximately \$2.0 million, or 2.4%, for the year ended December 31, 2017, as compared to the year ended December 31, 2016, primarily due to lower expenses resulting from the outsourcing of the operations of the food and beverage outlets at Hollywood Casino Perryville during the first quarter of 2017 and lower gaming taxes, resulting from lower revenues at both TRS Properties.

### **Real estate taxes**

#### *2018 Compared with 2017*

Real estate taxes increased by \$4.1 million, or 4.8%, for the year ended December 31, 2018, as compared to the year ended December 31, 2017, primarily due to the acquisition of the Tropicana properties and Plainridge Park during the year ended December 31, 2018. Although this amount is paid by our tenants, we are required to present this amount in both revenues and expense for financial reporting purposes under ASC 606.

#### *2017 Compared with 2016*

Real estate taxes increased by \$15.2 million, or 21.9%, for the year ended December 31, 2017, as compared to the year ended December 31, 2016, primarily due to a full year of the real estate tax expense attributable to the acquired Pinnacle and Meadows properties.

### **Land rights and ground lease expense**

#### *2018 Compared with 2017*

Land rights and ground lease expense includes the amortization of land rights and rent expense related to the Company's long-term ground leases. Land rights and ground lease expense increased by \$4.4 million, or 18.1%, for the year ended December 31, 2018, as compared to the year ended December 31, 2017, primarily due to the acquisition of rights to six long-term ground leases in connection with the Tropicana Acquisition. In connection with this acquisition, we acquired land rights to long-term leases which are recorded on our consolidated balance sheet as land right assets and amortized over the term of the leases, including renewal options. We also record rent expense related to these ground leases with offsetting revenue recorded within the consolidated statements of income as we have concluded that as the lessee we are the primary obligor under the ground leases. We sublease these ground leases back to our tenants, who are responsible for payment directly to the landlord.

#### *2017 Compared with 2016*

Land rights and ground lease expense increased by \$9.2 million, or 62.2%, for the year ended December 31, 2017, as compared to the year ended December 31, 2016, primarily due to a full year of amortization of the land rights associated with

the Pinnacle acquisition, as well as a full year of ground rent related to these leases and the acquisition of the Tunica Properties in May of 2017.

### **General and administrative expense**

General and administrative expenses include items such as compensation costs (including stock-based compensation awards), professional services and costs associated with development activities.

#### *2018 Compared with 2017*

General and administrative expenses increased by \$8.0 million, or 12.6%, for the year ended December 31, 2018, as compared to the year ended December 31, 2017, led primarily by expenses for the retirement of the Chief Financial Officer, partially offset by lower stock-based compensation charges in the current year.

#### *2017 Compared with 2016*

General and administrative expenses decreased by \$8.2 million, or 11.5%, for the year ended December 31, 2017, as compared to the year ended December 31, 2016, led by lower stock-based compensation charges in the current year.

### **Depreciation expense**

#### *2018 Compared with 2017*

Depreciation expense increased by \$23.6 million, or 20.8%, to \$137.1 million for the year ended December 31, 2018 as compared to the year ended December 31, 2017, primarily resulting from the addition of the Tropicana and Plainridge Park real estate assets to our portfolio, as well as the reclassification of the Pinnacle building assets to real estate investments on our balance sheet as a result of the Penn-Pinnacle Merger, which required the Amended Pinnacle Master Lease to be treated as an operating lease in its entirety.

#### *2017 Compared with 2016*

Depreciation expense increased by \$3.9 million, or 3.6%, to \$113.5 million for the year ended December 31, 2017 as compared to the year ended December 31, 2016, primarily due to a full year of depreciation expense on the Meadows assets, which were acquired in September of 2016.

### **Goodwill impairment charges**

During the year ended December 31, 2018, the Company recorded a goodwill impairment charge of \$59.5 million in connection with its operations at Hollywood Casino Baton Rouge. This charge was driven by general market deterioration in the Baton Rouge region and the smoking ban at all Baton Rouge, Louisiana casinos that went into effect during the second quarter of 2018, both of which significantly impacted the Company's forecasted cash flows for this reporting unit. Subsequent to conducting its impairment tests on other long-lived assets, including the gaming license at Hollywood Casino Perryville, the Company performed Step 1 of the goodwill impairment test, which indicated a potential impairment. Step 1 of the goodwill impairment test involved the determination of the fair value of the Baton Rouge reporting unit and its comparison to the reporting unit's carrying amount. Using a discounted cash flow model, which relied on projected EBITDA to determine the reporting unit's future cash flows, the Company calculated a fair value that was less than the reporting unit's carrying value and proceeded to Step 2. In Step 2 of the goodwill impairment test, the Company performed a fair value allocation as if the reporting unit had been acquired in a business combination and assigned the fair value of the reporting unit calculated in Step 1 to all assets and liabilities of the reporting unit, including any unrecognized intangible assets. Any residual fair value was allocated to goodwill to arrive at the implied fair value of goodwill. After completing the Step 2 allocation, the Company determined the goodwill on its Baton Rouge reporting unit had an implied fair value of \$16.1 million and recorded the impairment charge of \$59.5 million during the fourth quarter of 2018.



**Other income (expenses)**

Other income (expenses) for the years ended December 31, 2018, 2017 and 2016 were as follows (in thousands):

Year Ended December 31,	2018	2017	Variance	Percentage Variance
Interest expense	\$ (247,684)	\$ (217,068)	\$ (30,616)	(14.1)%
Interest income	1,827	1,935	(108)	(5.6)%
Losses on debt extinguishment	\$ (3,473)	\$ —	\$ (3,473)	N/A
Total other expenses	\$ (249,330)	\$ (215,133)	\$ (34,197)	(15.9)%

Year Ended December 31,	2017	2016	Variance	Percentage Variance
Interest expense	\$ (217,068)	\$ (185,896)	\$ (31,172)	(16.8)%
Interest income	1,935	2,123	(188)	(8.9)%
Total other expenses	\$ (215,133)	\$ (183,773)	\$ (31,360)	(17.1)%

**Interest expense***2018 Compared with 2017*

For the year ended December 31, 2018, interest expense related to our fixed and variable rate borrowings was \$247.7 million, as compared to \$217.1 million in the year ended December 31, 2017. Interest expense increased primarily due to the issuance of \$850 million of 5.25% senior unsecured notes due 2025, \$500 million of 5.75% senior unsecured notes due 2028 and \$750 million of 5.30% senior unsecured notes due 2029, as well as, increased borrowings under our revolving credit facility, partially offset by a decrease in interest expense related to the termination of the Term Loan A facility, partial repayment of the Term Loan A-1 facility and the tender and call of our 4.375% senior unsecured notes due 2018 (as described below). The additional borrowings were used to finance the Tropicana Transactions, to purchase Plainridge Park and to fund the Belterra Park Loan.

*2017 Compared with 2016*

For the year ended December 31, 2017, interest expense related to our fixed and variable rate borrowings was \$217.1 million, as compared to \$185.9 million in the year ended December 31, 2016. Interest expense primarily increased due to interest expense related to the April 2016 issuance of \$400 million of senior unsecured notes due 2021 and \$975 million of senior unsecured notes due 2026 and borrowings of \$825 million under the term loan A-1 facility. The additional borrowings were utilized to finance the Pinnacle acquisition.

**Losses on debt extinguishment**

On May 21, 2018, the Company entered into the second amendment to the Credit Facility, which increased the Company's revolving commitments, eliminated the Term Loan A facility, required the Company to repay a portion of the Term Loan A-1 facility and extended the maturity date of the revolving credit facility to May 21, 2023. The Company recorded a loss on the early extinguishment of debt, related to the second amendment to the Credit Facility, of approximately \$1.0 million for the proportional amount of unamortized debt issuance costs associated with the extinguished Term Loan A facility and related to the banks that are no longer participating in the Credit Facility.

Also on May 21, 2018, the Company completed a cash tender offer (the "Tender Offer") to purchase any and all of the outstanding \$550 million aggregate principal of its 4.375% Senior Unsecured Notes due 2018 (the "2018 Notes"). The Company received tenders from the holders of approximately \$393.5 million in aggregate principal of the 2018 Notes, or approximately 72% of its outstanding 2018 Notes in connection with the Tender Offer at a price of 100.396% of the unpaid principal amount plus accrued and unpaid interest through the settlement date. The Company recorded a loss on the early extinguishment of debt, related to the Tender Offer of approximately \$2.5 million for the proportional amount of unamortized debt issuance costs associated with the tendered 2018 Notes and the difference between the reacquisition price of the tendered 2018 Notes and their net carrying value. On August 16, 2018, the Company redeemed the remaining 2018 Notes for 100% of the principal amount and accrued and unpaid interest to, but not including, the redemption date.

## Taxes

### *2018 Compared to 2017*

Our income tax expense decreased \$4.8 million for the year ended December 31, 2018 as compared to the year ended December 31, 2017. During the year ended December 31, 2018, we had income tax expense of approximately \$5.0 million, compared to income tax expense of \$9.8 million during the year ended December 31, 2017. Our income tax expense is primarily driven from the operations of the TRS Properties, which are taxed at the corporate rate. The decrease in our effective tax rate for the year ended December 31, 2018 is primarily due to the Tax Cuts and Jobs Act, which lowered the corporate tax rate to 21%, effective for tax years including or commencing January 1, 2018, as well as lower pre-tax income at our TRS Properties. Our effective tax rate (income taxes as a percentage of income before income taxes) was 1.4% and 2.5% for the years ended December 31, 2018 and 2017, respectively.

### *2017 Compared to 2016*

Our income tax expense increased \$2.2 million for the year ended December 31, 2017 as compared to the year ended December 31, 2016. During the year ended December 31, 2017, we had income tax expense of approximately \$9.8 million, compared to income tax expense of \$7.5 million during the year ended December 31, 2016. Income tax expense increased primarily due to adjustments at the TRS Properties related to the December 2017 Tax Cuts and Job Act. Our effective tax rate (income taxes as a percentage of income before income taxes) was 2.5% for both the years ended December 31, 2017 and 2016.

## Liquidity and Capital Resources

Our primary sources of liquidity and capital resources are cash flow from operations, borrowings from banks, and proceeds from the issuance of debt and equity securities.

Net cash provided by operating activities was \$654.4 million, \$598.7 million and \$514.4 million during the years ended December 31, 2018, 2017 and 2016, respectively. The increase in net cash provided by operating activities of \$55.7 million for the year ended December 31, 2018 as compared to the year ended December 31, 2017 was primarily comprised of an increase in cash receipts from customers/tenants of \$74.0 million, (excluding cash received from Pinnacle and classified as an investing activity prior to the Penn-Pinnacle Merger) and a decrease in cash paid for taxes of \$6.3 million, partially offset by increases in cash paid to employees of \$4.4 million and cash paid for interest of \$25.3 million. The increase in cash receipts collected from our customers and tenants for the year ended December 31, 2018 as compared to the year ended December 31, 2017 was primarily due to the Tropicana Transactions, the acquisition of Plainridge Park and our entry into the Belterra Park Loan, all of which resulted in additional income from real estate, as well as the performance of the Ohio properties, the impact of the rent escalators under the Penn and Pinnacle master leases and net percentage rent adjustments, partially offset by a decrease in our TRS Properties' revenues. The decrease in cash paid for taxes was primarily due to the Tax Cuts and Jobs Act, which lowered the corporate tax rate to 21%, effective for tax years including or commencing January 1, 2018, as well as lower income at our TRS Properties. The increase in cash paid for interest was related to the Company's new borrowings which were used to fund the Tropicana Transactions, the acquisition of Plainridge Park and the Belterra Park Loan.

The increase in net cash provided by operating activities for the year ended December 31, 2017 as compared to the year ended December 31, 2016 was primarily due to a full year of rent received under both the Pinnacle Master Lease and the Meadows Lease, as well as the additional rent received from Penn related to the new Tunica Properties, the performance of the Ohio properties and the impact of the rent escalators under both the Penn and Pinnacle master leases, partially offset by a decrease in our TRS Properties' net revenues. The increase in cash paid for interest was related to the Company's April 2016 acquisition of Pinnacle's real estate assets and the related borrowings.

Investing activities used net cash of \$1,509.8 million during the year ended December 31, 2018, provided net cash of \$0.7 million during the year ended December 31, 2017 and used net cash of \$3,218.6 million during the year ended December 31, 2016. Net cash used by investing activities during the year ended December 31, 2018 primarily consisted of cash payments of \$1,243.5 million related to the acquisition of five Tropicana properties and Plainridge Park and \$304 million of cash paid for the origination of mortgage loans to casino owner-operators, partially offset by \$38.5 million of rental payments received from tenants and applied against the lease receivable we had on our balance sheet prior to the Penn-Pinnacle Merger. Net cash provided by investing activities during the year ended December 31, 2017 consisted of cash payments of \$83.3 million primarily related to the acquisition of the Tunica Properties and capital maintenance expenditures of \$3.2 million, partially offset by net cash received of \$13.2 million from Casino Queen to retire their five-year term loan and borrow an additional \$13.0 million under a new 5.5-year unsecured term loan at 15%, as well as rental payments received from tenants and applied against the lease receivable on our balance sheet of \$73.1 million. Net cash used in investing activities during the year ended

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December 31, 2016 consisted of cash payments of \$3.3 billion related to the acquisition of the Pinnacle and Meadows' real estate assets, partially offset by principal payments of \$3.2 million made by Casino Queen on their five-year term loan, as well as rental payments received from tenants and applied against the lease receivable on our balance sheet of \$48.5 million. In addition to the cash paid for the Pinnacle assets, we also issued approximately 56.0 million shares of our common stock as consideration for the Pinnacle real estate assets (non-cash investing activity).

Financing activities provided net cash of \$852.1 million during the year ended December 31, 2018, used net cash of \$606.9 million during the year ended December 31, 2017 and provided net cash of \$2,698.9 million during the year ended December 31, 2016. Net cash used by financing activities for the year ended December 31, 2018 was driven by proceeds from the issuance of long-term debt of \$2,593.4 million and proceeds from stock option exercises, net of taxes paid related to shares withheld for tax purposes on restricted stock award vestings, of \$7.5 million, partially offset by dividend payments of \$550.4 million, repayments of long-term debt of \$1,164.1 million, financing costs of \$32.4 million and \$1.9 million of premium and related costs paid on the tender of senior unsecured notes. During the year ended December 31, 2018, the Company issued \$2,100.0 million par value of new senior unsecured notes, completed a tender and redemption of the \$550 million aggregate principal senior unsecured notes maturing in 2018, repaid a portion of the Term Loan A-1 facility and extinguished the Term Loan A facility. Net cash used by financing activities for the year ended December 31, 2017 included dividend payments of \$529.4 million and repayments of long-term debt of \$335.1 million, partially offset by proceeds from the issuance of common stock under the ATM Program, net of issuance costs of \$139.4 million, proceeds from stock option exercises, net of taxes paid related to shares withheld for tax purposes on restricted stock award vestings of \$18.2 million and proceeds from the issuance of long-term debt of \$100.0 million. Net cash provided by financing activities for the year ended December 31, 2016 included proceeds from the issuance of long-term debt of \$2.6 billion, proceeds from the issuance of common stock, net of issuance costs of \$870.8 million and proceeds from stock option exercises of \$113.5 million, partially offset by dividend payments of \$428.4 million and repayments of long-term debt and financing costs of \$409.0 million. During the year ended December 31, 2016, we issued approximately 28.8 million shares of our common stock in a primary equity offering and approximately 1.3 million shares of our common stock under the ATM Program, as well as issuing \$1.375 billion in new senior unsecured notes and drawing down on the \$825 million term loan A-1 facility. These new debt and equity instruments were utilized to finance the acquisition of the Pinnacle and Meadows' real estate assets. In addition to the shares issued in the primary equity offering and the ATM Offering, we also issued approximately 56.0 million shares of our common stock as consideration for the Pinnacle real estate assets (non-cash financing activity).

*Capital Expenditures*

Capital expenditures are accounted for as either capital project or capital maintenance (replacement) expenditures. Capital project expenditures are for fixed asset additions that expand an existing facility or create a new facility. The cost of properties developed by the Company include costs of construction, property taxes, interest and other miscellaneous costs incurred during the development period until the project is substantially complete and available for occupancy. Capital maintenance expenditures are expenditures to replace existing fixed assets with a useful life greater than one year that are obsolete, worn out or no longer cost effective to repair.

During the years ended December 31, 2018, 2017 and 2016 we spent approximately \$4.3 million, \$3.2 million and \$3.1 million, respectively, for capital maintenance expenditures. The majority of the capital maintenance expenditures were for slot machines and slot machine equipment at our TRS Properties. Our tenants are responsible for capital maintenance expenditures at our leased properties.

*Debt*

***Senior Unsecured Credit Facility***

The Company's Credit Facility consists of a \$1,175 million revolving credit facility and a \$525 million Term Loan A-1 facility. On May 21, 2018, the Company entered into the second amendment to the Credit Facility, which increased the Company's revolving commitments to an aggregate principal amount of \$1,100 million, eliminated the Term Loan A facility, required the Company to repay a portion of the Term Loan A-1 facility and extended the maturity date of the revolving credit facility. On October 10, 2018, the Company entered into the third amendment to the Credit Facility, which further increased the Company's revolving commitments to an aggregate principal amount of \$1,175 million. The revolving credit facility matures on May 21, 2023 and the Term Loan A-1 facility matures on April 28, 2021.

The Company recorded a loss on the early extinguishment of debt, related to the second amendment to the Credit Facility, of approximately \$1.0 million for the proportional amount of unamortized debt issuance costs associated with the extinguished Term Loan A facility and related to the banks that are no longer participating in the Credit Facility.

At December 31, 2018, the Credit Facility had a gross outstanding balance of \$927 million. Additionally, at December 31, 2018, the Company was contingently obligated under letters of credit issued pursuant to the Credit Facility with face amounts aggregating approximately \$0.4 million, resulting in \$772.6 million of available borrowing capacity under the revolving credit facility as of December 31, 2018.

The interest rates payable on the loans are, at the Company's option, equal to either a LIBOR rate or a base rate plus an applicable margin, which ranges from 1.0% to 2.0% per annum for LIBOR loans and 0.0% to 1.0% per annum for base rate loans, in each case, depending on the credit ratings assigned to the Credit Facility. At December 31, 2018, the applicable margin was 1.50% for LIBOR loans and 0.50% for base rate loans. In addition, the Company is required to pay a commitment fee on the unused portion of the commitments under the revolving facility at a rate that ranges from 0.15% to 0.35% per annum, depending on the credit ratings assigned to the Credit Facility. At December 31, 2018, the commitment fee rate was 0.25%. The Company is not required to repay any loans under the Credit Facility prior to maturity on May 21, 2023 and may prepay all or any portion of the loans under the Credit Facility prior to maturity without premium or penalty, subject to reimbursement of any LIBOR breakage costs of the lenders. The Company's wholly owned subsidiary, GLP Capital is the primary obligor under the Credit Facility, which is guaranteed by GLPI.

The Credit Facility contains customary covenants that, among other things, restrict, subject to certain exceptions, the ability of GLPI and its subsidiaries to grant liens on their assets, incur indebtedness, sell assets, make investments, engage in acquisitions, mergers or consolidations or pay certain dividends and other restricted payments. The Credit Facility contains the following financial covenants, which are measured quarterly on a trailing four-quarter basis: a maximum total debt to total asset value ratio, a maximum senior secured debt to total asset value ratio, a maximum ratio of certain recourse debt to unencumbered asset value and a minimum fixed charge coverage ratio. In addition, GLPI is required to maintain a minimum tangible net worth and its status as a REIT on and after the effective date of its election to be treated as a REIT, which the Company elected on its 2014 U.S. federal income tax return. GLPI is permitted to pay dividends to its shareholders as may be required in order to maintain REIT status, subject to the absence of payment or bankruptcy defaults. GLPI is also permitted to make other dividends and distributions subject to pro forma compliance with the financial covenants and the absence of defaults. The Credit Facility also contains certain customary affirmative covenants and events of default, including the occurrence of a change of control and termination of the Penn Master Lease (subject to certain replacement rights). The occurrence and continuance of an event of default under the Credit Facility will enable the lenders under the Credit Facility to accelerate the loans and terminate the commitments thereunder. At December 31, 2018, the Company was in compliance with all required financial covenants under the Credit Facility.

#### ***Senior Unsecured Notes***

At December 31, 2018, the Company had an outstanding balance of \$4,975 million of senior unsecured notes consisting of the following:

On September 26, 2018, the Company issued \$750 million of 5.30% senior unsecured notes maturing on January 15, 2029 at an issue price equal to 99.985% of the principal amount and \$350 million of 5.25% senior unsecured notes maturing on June 1, 2025 at an issue price equal to 102.148% of the principal amount (the "New 2025 Notes"). The New 2025 Notes will become part of the same series as, and are expected to be fungible with, the Company's previously issued 5.25% senior notes due 2025, \$500 million aggregate principal amount of which were originally issued on May 21, 2018 (the "Initial 2025 Notes"). Interest on the notes maturing in 2025 is payable semi-annually on June 1 and December 1 of each year, commencing on December 1, 2018 and is deemed to accrue from May 21, 2018, the issuance date of the Initial 2025 Notes. Interest on the notes maturing in 2029 is payable semi-annually on January 15 and July 15 of each year, commencing on January 15, 2019. The net proceeds from the sale of the New 2025 Notes and the notes maturing in 2029, together with funds available under the revolving credit facility were used in October 2018 to (i) finance GLPI's acquisition of the real property assets of Plainridge Park Casino from Penn and its issuance of a secured mortgage loan to Boyd in connection with Boyd's acquisition of the real property assets of Belterra Park Gaming & Entertainment Center, (ii) finance GLPI's acquisition of substantially all the real property assets of five gaming facilities owned by Tropicana and its issuance of a mortgage loan to Eldorado in connection with Eldorado's acquisition of substantially all the real property assets of Lumière Place, and (iii) pay the estimated transaction fees and expenses associated with the transactions.

On May 21, 2018, the Company completed a cash tender offer (the "Tender Offer") to purchase any and all of the outstanding \$550 million aggregate principal of its 4.375% senior unsecured notes due 2018. The Company received tenders from the holders of approximately \$393.5 million in aggregate principal of these notes, or approximately 72%, in connection with the Tender Offer at a price of 100.396% of the unpaid principal amount plus accrued and unpaid interest through the settlement date. The Company recorded a loss on the early extinguishment of debt, related to the Tender Offer of approximately \$2.5 million for the proportional amount of unamortized debt issuance costs associated with the tendered notes and the

difference between the reacquisition price of the tendered notes and their net carrying value. On August 16, 2018, the Company redeemed the remaining notes for 100% of the principal amount and accrued and unpaid interest to, but not including the redemption date.

Also on May 21, 2018, the Company issued \$500 million of 5.25% senior unsecured notes maturing on June 1, 2025 and \$500 million of 5.75% senior unsecured notes maturing on June 1, 2028. Interest is payable semi-annually on June 1 and December 1 of each year, commencing on December 1, 2018. The net proceeds from the sale of these notes were used (i) to prepay and extinguish the outstanding borrowings under the Term Loan A facility under the Credit Facility and to repay a portion of the outstanding borrowings under the Term Loan A-1 facility, (ii) to finance the tender offer of the 2018 Notes, (iii) to redeem the remaining 2018 Notes and (iv) to pay fees and expenses to amend our Credit Facility, as described above.

On April 28, 2016, in connection with the acquisition of Pinnacle, the Company issued \$400 million of 4.375% senior unsecured notes maturing on April 15, 2021 and \$975 million of 5.375% senior unsecured notes maturing on April 15, 2026. Interest on these notes is payable semi-annually on April 15 and October 15 of each year. The net proceeds from the sale of these notes were used (i) to finance the repayment, redemption and/or discharge of certain Pinnacle debt obligations that the Company assumed in the Pinnacle Merger, (ii) to pay transaction-related fees and expenses related to the Pinnacle Merger and (iii) for general corporate purposes.

On October 30 and 31, 2013, the Company issued \$2,050 million aggregate principal amount of senior unsecured notes: \$550 million of 4.375% senior unsecured notes that matured in 2018; \$1,000 million of 4.875% senior unsecured notes maturing on November 1, 2020; and \$500 million of 5.375% senior unsecured notes maturing on November 1, 2023. Interest on these notes is payable semi-annually on May 1 and November 1 of each year. The net proceeds from the sale of these notes, together with borrowings under the Credit Facility were used (i) to make distributions directly and indirectly to Penn in partial exchange for the contributions of real property assets by Penn and CRC Holdings, Inc. to the Company in connection with the Spin-Off, (ii) to pay related fees and expenses, (iii) to partially repay amounts funded under the revolving credit facility and (iv) to fund future earnings and profits distributions and for working capital purposes.

The Company may redeem the senior unsecured notes, collectively, the "Notes" of any series at any time, and from time to time, at a redemption price of 100% of the principal amount of the Notes redeemed, plus a "make-whole" redemption premium described in the indenture governing the Notes, together with accrued and unpaid interest to, but not including, the redemption date, except that if Notes of a series are redeemed 90 or fewer days prior to their maturity, the redemption price will be 100% of the principal amount of the Notes redeemed, together with accrued and unpaid interest to, but not including, the redemption date. If GLPI experiences a change of control accompanied by a decline in the credit rating of the Notes of a particular series, the Company will be required to give holders of the Notes of such series the opportunity to sell their Notes of such series at a price equal to 101% of the principal amount of the Notes of such series, together with accrued and unpaid interest to, but not including, the repurchase date. The Notes also are subject to mandatory redemption requirements imposed by gaming laws and regulations.

The Notes were issued by GLP Capital L.P. and GLP Financing II, Inc. (the "Issuers"), two wholly-owned subsidiaries of GLPI, and are guaranteed on a senior unsecured basis by GLPI. The guarantees of GLPI are full and unconditional. The Notes are the Issuers' senior unsecured obligations and rank *pari passu* in right of payment with all of the Issuers' senior indebtedness, including the Credit Facility, and senior in right of payment to all of the Issuers' subordinated indebtedness, without giving effect to collateral arrangements. See Note 19 to the consolidated financial statements for additional financial information on the parent guarantor and subsidiary issuers of the Notes.

The Notes contain covenants limiting the Company's ability to: incur additional debt and use its assets to secure debt; merge or consolidate with another company; and make certain amendments to the Penn Master Lease. The Notes also require the Company to maintain a specified ratio of unencumbered assets to unsecured debt. These covenants are subject to a number of important and significant limitations, qualifications and exceptions.

At December 31, 2018, the Company was in compliance with all required financial covenants under the Notes.

### ***Capital Lease***

The Company assumed the capital lease obligation related to certain assets at its Aurora, Illinois property. GLPI recorded the asset and liability associated with the capital lease on its balance sheet. The original term of the capital lease was 30 years and it will terminate in 2026.

*Outlook*

Based on our current level of operations and anticipated earnings, we believe that cash generated from operations and cash on hand, together with amounts available under our senior unsecured credit facility, will be adequate to meet our anticipated debt service requirements, capital expenditures, working capital needs and dividend requirements. In addition, we expect the majority of our future growth to come from acquisitions of gaming and other properties to lease to third parties. If we consummate significant acquisitions in the future, our cash requirements may increase significantly and we would likely need to raise additional proceeds through a combination of either common equity (including under our ATM Program) and/or debt offerings. Our future operating performance and our ability to service or refinance our debt will be subject to future economic conditions and to financial, business and other factors, many of which are beyond our control. See "Risk Factors-Risks Related to Our Capital Structure" of this Annual Report on Form 10-K for a discussion of the risk related to our capital structure.

*Commitments and Contingencies*

*Contractual Cash Obligations*

The following table presents our contractual obligations at December 31, 2018:

	Payments Due By Period				
	Total	2019	2020 - 2021	2022 - 2023	2024 and After
	(in thousands)				
<b>Senior unsecured credit facility</b>					
Principal	\$ 927,000	\$ —	\$ 525,000	\$ 402,000	\$ —
Interest <sup>(1)</sup>	131,495	41,879	65,977	23,639	—
<b>4.875% senior unsecured notes due 2020</b>					
Principal	1,000,000	—	1,000,000	—	—
Interest	97,500	48,750	48,750	—	—
<b>4.375% senior unsecured notes due 2021</b>					
Principal	400,000	—	400,000	—	—
Interest	43,750	17,500	26,250	—	—
<b>5.375% senior unsecured notes due 2023</b>					
Principal	500,000	—	—	500,000	—
Interest	134,375	26,875	53,750	53,750	—
<b>5.25% senior unsecured notes due 2025</b>					
Principal	850,000	—	—	—	850,000
Interest	290,063	44,625	89,250	89,250	66,938
<b>5.375% senior unsecured notes due 2026</b>					
Principal	975,000	—	—	—	975,000
Interest	393,048	52,406	104,813	104,813	131,016
<b>5.75% senior unsecured notes due 2028</b>					
Principal	500,000	—	—	—	500,000
Interest	273,125	28,750	57,500	57,500	129,375
<b>5.30% senior unsecured notes due 2029</b>					
Principal	750,000	—	—	—	750,000
Interest	409,535	31,910	79,500	79,500	218,625
Capital lease obligations	1,112	123	264	291	434
Operating leases <sup>(2)</sup>	616,886	15,519	30,201	30,031	541,135
Other liabilities reflected in the Company's consolidated balance sheets <sup>(3)</sup>	542	542	—	—	—
<b>Total</b>	<b>\$ 8,293,431</b>	<b>\$ 308,879</b>	<b>\$ 2,481,255</b>	<b>\$ 1,340,774</b>	<b>\$ 4,162,523</b>

<sup>(1)</sup> The interest rates associated with the variable rate components of our senior unsecured credit facility are estimated, reflected of forward LIBOR curves plus the spread over LIBOR of 150 basis points. The contractual amounts to be paid on our variable rate obligations are affected by changes in market interest rates and changes in our spreads which are based on our leverage ratios. Future changes in such ratios will impact the contractual amounts to be paid.

<sup>(2)</sup> The Company's contractual obligations related to operating leases includes the fixed payments due under those ground leases for which the Company subleases the land to our tenants who are responsible for payment directly to the landlord, as we are considered the primary obligor under these leases.

<sup>(3)</sup> Primarily represents liabilities associated with reward programs at our TRS Properties that can be redeemed for free play, merchandise or services.

*Other Commercial Commitments*

The following table presents our material commercial commitments as of December 31, 2018 for the following future periods:

	<b>Total Amounts Committed</b>					
		<b>2019</b>	<b>2020 - 2021</b>	<b>2022 - 2023</b>	<b>2024 and After</b>	
	(in thousands)					
Letters of Credit <sup>(1)</sup>	\$	395	\$ 395	—	—	—
Total	\$	395	\$ 395	—	—	—

<sup>(1)</sup> The available balance under the revolving credit portion of our senior unsecured credit facility is reduced by outstanding letters of credit.

**Off-Balance Sheet Arrangements**

We had no off-balance sheet arrangements as of December 31, 2018 and 2017.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We face market risk exposure in the form of interest rate risk. These market risks arise from our debt obligations. We have no international operations. Our exposure to foreign currency fluctuations is not significant to our financial condition or results of operations.

GLPI's primary market risk exposure is interest rate risk with respect to its indebtedness of \$5,903.1 million at December 31, 2018. Furthermore, \$4,975.0 million of our obligations are the senior unsecured notes that have fixed interest rates with maturity dates ranging from two years to ten years. An increase in interest rates could make the financing of any acquisition by GLPI more costly, as well as increase the costs of its variable rate debt obligations. Rising interest rates could also limit GLPI's ability to refinance its debt when it matures or cause GLPI to pay higher interest rates upon refinancing and increase interest expense on refinanced indebtedness. GLPI may manage, or hedge, interest rate risks related to its borrowings by means of interest rate swap agreements. GLPI also expects to manage its exposure to interest rate risk by maintaining a mix of fixed and variable rates for its indebtedness. However, the provisions of the Code applicable to REITs substantially limit GLPI's ability to hedge its assets and liabilities.

The table below provides information at December 31, 2018 about our financial instruments that are sensitive to changes in interest rates. For debt obligations, the table presents notional amounts maturing in each fiscal year and the related weighted-average interest rates by maturity dates. Notional amounts are used to calculate the contractual payments to be exchanged by maturity date and the weighted-average interest rates for our variable rate debt are based on implied forward LIBOR rates at December 31, 2018.

	<b>01/01/19- 12/31/19</b>	<b>1/01/20- 12/31/20</b>	<b>1/01/21- 12/31/21</b>	<b>1/01/22- 12/31/22</b>	<b>1/01/23- 12/31/23</b>	<b>Thereafter</b>	<b>Total</b>	<b>Fair Value at 12/31/2018</b>
	(in thousands)							
<b>Long-term debt:</b>								
Fixed rate	\$ —	\$ 1,000,000	\$ 400,000	\$ —	\$ 500,000	\$ 3,075,000	\$ 4,975,000	\$ 4,958,455
Average interest rate		4.88%	4.38%		5.38%	5.38%		
Variable rate	\$ —	\$ —	\$ 525,000	\$ —	\$ 402,000	\$ —	\$ 927,000	\$ 909,308
Average interest rate <sup>(1)</sup>			4.29%		4.14%			

<sup>(1)</sup> Estimated rate, reflective of forward LIBOR plus the spread over LIBOR applicable to variable-rate borrowing.



**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the shareholders and the Board of Directors of  
Gaming and Leisure Properties, Inc. and Subsidiaries

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Gaming and Leisure Properties, Inc. and Subsidiaries (the "Company") as of December 31, 2018 and 2017, the related consolidated statements of income, changes in shareholders' equity (deficit), and cash flows, for each of the three years in the period ended December 31, 2018, and the related notes and the schedules listed in the Index at Item 15 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 13, 2019, expressed an unqualified opinion on the Company's internal control over financial reporting.

**Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ DELOITTE & TOUCHE LLP

New York, New York  
February 13, 2019

We have served as the Company's auditor since 2016.

**Gaming and Leisure Properties, Inc. and Subsidiaries**  
**Consolidated Balance Sheets**  
(amounts in thousands, except share and per share data)

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
<b>Assets</b>		
Real estate investments, net	\$ 7,331,460	\$ 3,662,045
Land rights, net	673,207	640,148
Property and equipment, used in operations, net	100,884	108,293
Mortgage loans receivable	303,684	—
Investment in direct financing lease, net	—	2,637,639
Cash and cash equivalents	25,783	29,054
Prepaid expenses	30,967	8,452
Goodwill	16,067	75,521
Other intangible assets	9,577	9,577
Loan receivable	13,000	13,000
Deferred tax assets	5,178	4,478
Other assets	67,486	58,675
<b>Total assets</b>	<u>\$ 8,577,293</u>	<u>\$ 7,246,882</u>
<b>Liabilities</b>		
Accounts payable	\$ 2,511	\$ 715
Accrued expenses	30,297	7,913
Accrued interest	45,261	33,241
Accrued salaries and wages	17,010	10,809
Gaming, property, and other taxes	42,879	35,399
Long-term debt, net of unamortized debt issuance costs, bond premiums and original issuance discounts	5,853,497	4,442,880
Deferred rental revenue	293,911	232,023
Deferred tax liabilities	261	244
Other liabilities	26,059	25,411
Total liabilities	<u>6,311,686</u>	<u>4,788,635</u>
<b>Commitments and Contingencies (Note 11)</b>		
<b>Shareholders' equity</b>		
Preferred stock (\$.01 par value, 50,000,000 shares authorized, no shares issued or outstanding at December 31, 2018 and December 31, 2017)	—	—
Common stock (\$.01 par value, 500,000,000 shares authorized, 214,211,932 and 212,717,549 shares issued and outstanding at December 31, 2018 and December 31, 2017, respectively)	2,142	2,127
Additional paid-in capital	3,952,503	3,933,829
Accumulated deficit	(1,689,038)	(1,477,709)
Total shareholders' equity	<u>2,265,607</u>	<u>2,458,247</u>
<b>Total liabilities and shareholders' equity</b>	<u>\$ 8,577,293</u>	<u>\$ 7,246,882</u>

See accompanying notes to the consolidated financial statements.

**Gaming and Leisure Properties, Inc. and Subsidiaries**  
**Consolidated Statements of Income**  
(in thousands, except per share data)

Year ended December 31,	2018	2017	2016
<b>Revenues</b>			
Rental income	\$ 747,654	\$ 671,190	\$ 567,444
Income from direct financing lease	81,119	74,333	48,917
Interest income from mortgaged real estate	6,943	—	—
Real estate taxes paid by tenants	87,466	83,698	67,843
Total income from real estate	923,182	829,221	684,204
Gaming, food, beverage and other	132,545	142,086	144,051
Total revenues	1,055,727	971,307	828,255
<b>Operating expenses</b>			
Gaming, food, beverage and other	77,127	80,487	82,463
Real estate taxes	88,757	84,666	69,448
Land rights and ground lease expense	28,358	24,005	14,799
General and administrative	71,128	63,151	71,368
Depreciation	137,093	113,480	109,554
Goodwill impairment charges	59,454	—	—
Total operating expenses	461,917	365,789	347,632
Income from operations	593,810	605,518	480,623
<b>Other income (expenses)</b>			
Interest expense	(247,684)	(217,068)	(185,896)
Interest income	1,827	1,935	2,123
Losses on debt extinguishment	(3,473)	—	—
Total other expenses	(249,330)	(215,133)	(183,773)
<b>Income before income taxes</b>	344,480	390,385	296,850
Income tax expense	4,964	9,787	7,545
<b>Net income</b>	\$ 339,516	\$ 380,598	\$ 289,305
<b>Earnings per common share:</b>			
Basic earnings per common share	\$ 1.59	\$ 1.80	\$ 1.62
Diluted earnings per common share	\$ 1.58	\$ 1.79	\$ 1.60

See accompanying notes to the consolidated financial statements.

**Gaming and Leisure Properties, Inc. and Subsidiaries**  
**Consolidated Statements of Changes in Shareholders' Equity (Deficit)**  
(in thousands, except share data)

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total Shareholders' Equity (Deficit)
	Shares	Amount			
<b>Balance, December 31, 2015</b>	115,594,321	\$ 1,156	\$ 935,220	\$ (1,189,890)	\$ (253,514)
Issuance of common stock	86,074,167	861	2,693,939	—	2,694,800
Stock option activity	5,870,282	59	115,416	—	115,475
Restricted stock activity	138,057	1	16,154	—	16,155
Dividends paid (\$2.32 per common share)	—	—	—	(428,352)	(428,352)
Net income	—	—	—	289,305	289,305
<b>Balance, December 31, 2016</b>	207,676,827	2,077	3,760,729	(1,328,937)	2,433,869
Issuance of common stock	3,864,872	38	139,376	—	139,414
Stock option activity	1,013,984	10	20,993	—	21,003
Restricted stock activity	161,866	2	12,731	—	12,733
Dividends paid (\$2.50 per common share)	—	—	—	(529,370)	(529,370)
Net income	—	—	—	380,598	380,598
<b>Balance, December 31, 2017</b>	212,717,549	2,127	3,933,829	(1,477,709)	2,458,247
Stock option activity	1,007,750	10	19,805	—	19,815
Restricted stock activity	486,633	5	(1,131)	—	(1,126)
Dividends paid (\$2.57 per common share)	—	—	—	(550,435)	(550,435)
Adoption of new revenue standard	—	—	—	(410)	(410)
Net income	—	—	—	339,516	339,516
<b>Balance, December 31, 2018</b>	214,211,932	\$ 2,142	\$ 3,952,503	\$ (1,689,038)	\$ 2,265,607

See accompanying notes to the consolidated financial statements.

**Gaming and Leisure Properties, Inc. and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
(in thousands)

Year ended December 31,	2018	2017	2016
<b>Operating activities</b>			
Net income	\$ 339,516	\$ 380,598	\$ 289,305
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	148,365	123,835	115,717
Amortization of debt issuance costs, bond premiums and original issuance discounts	12,167	13,026	15,146
Losses (gains) on dispositions of property	309	530	(455)
Deferred income taxes	(522)	(561)	(1,535)
Stock-based compensation	11,152	15,636	18,312
Straight-line rent adjustments	61,888	65,971	58,673
Losses on debt extinguishment	3,473	—	—
Goodwill impairment charges	59,454	—	—
(Increase) decrease,			
Prepaid expenses and other assets	(673)	(5,332)	7,565
(Decrease), increase			
Accounts payable	1,796	(421)	506
Accrued expenses	(126)	411	(4,672)
Accrued interest	12,020	(502)	16,120
Accrued salaries and wages	6,201	190	(3,100)
Gaming, property and other taxes	(149)	(517)	913
Other liabilities	(438)	5,847	1,875
Net cash provided by operating activities	<u>654,433</u>	<u>598,711</u>	<u>514,370</u>
<b>Investing activities</b>			
Capital project expenditures	(20)	(78)	(330)
Capital maintenance expenditures	(4,284)	(3,178)	(3,111)
Proceeds from sale of property and equipment	3,211	934	1,134
Principal payments on loan receivable	—	13,200	3,150
Acquisition of real estate assets	(1,243,466)	(83,252)	(3,267,992)
Originations of mortgage loans receivable	(303,684)	—	—
Collections of principal payments on investment in direct financing lease	38,459	73,072	48,533
Net cash (used in) provided by investing activities	<u>(1,509,784)</u>	<u>698</u>	<u>(3,218,616)</u>
<b>Financing activities</b>			
Dividends paid	(550,435)	(529,370)	(428,352)
Proceeds from exercise of options, net of taxes paid related to shares withheld for tax purposes on restricted stock award vestings	7,537	18,157	113,484
Proceeds from issuance of common stock, net of issuance costs	—	139,414	870,810
Proceeds from issuance of long-term debt	2,593,405	100,000	2,552,000
Financing costs	(32,426)	—	(31,911)
Repayments of long-term debt	(1,164,117)	(335,112)	(377,104)
Premium and related costs paid on tender of senior unsecured notes	(1,884)	—	—
Net cash provided by (used in) financing activities	<u>852,080</u>	<u>(606,911)</u>	<u>2,698,927</u>
<b>Net decrease in cash and cash equivalents</b>	<b>(3,271)</b>	<b>(7,502)</b>	<b>(5,319)</b>
Cash and cash equivalents at beginning of period	29,054	36,556	41,875
Cash and cash equivalents at end of period	<u>\$ 25,783</u>	<u>\$ 29,054</u>	<u>\$ 36,556</u>

See Note 18 for supplemental cash flow information and noncash investing and financing activities.

**Gaming and Leisure Properties, Inc.**  
**Notes to the Consolidated Financial Statements**

**1. Business and Basis of Presentation**

Gaming and Leisure Properties, Inc. ("GLPI") is a self-administered and self-managed Pennsylvania real estate investment trust ("REIT"). GLPI (together with its subsidiaries, the "Company") was incorporated on February 13, 2013, as a wholly-owned subsidiary of Penn National Gaming, Inc. ("Penn"). On November 1, 2013, Penn contributed to GLPI, through a series of internal corporate restructurings, substantially all of the assets and liabilities associated with Penn's real property interests and real estate development business, as well as the assets and liabilities of Hollywood Casino Baton Rouge and Hollywood Casino Perryville, which are referred to as the "TRS Properties," and then spun-off GLPI to holders of Penn's common and preferred stock in a tax-free distribution (the "Spin-Off"). The assets and liabilities of GLPI were recorded at their respective historical carrying values at the time of the Spin-Off in accordance with the provisions of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 505-60 - *Spinoffs and Reverse Spinoffs* ("ASC 505").

The Company elected on its United States ("U.S.") federal income tax return for its taxable year that began on January 1, 2014 to be treated as a REIT and GLPI, together with an indirect wholly-owned subsidiary, GLP Holdings, Inc., jointly elected to treat each of GLP Holdings, Inc., Louisiana Casino Cruises, Inc. (d/b/a Hollywood Casino Baton Rouge) and Penn Cecil Maryland, Inc. (d/b/a Hollywood Casino Perryville) as a "taxable REIT subsidiary" ("TRS") effective on the first day of the first taxable year of GLPI as a REIT. In connection with the Spin-Off, Penn allocated its accumulated earnings and profits (as determined for U.S. federal income tax purposes) for periods prior to the consummation of the Spin-Off between Penn and GLPI. In connection with its election to be taxed as a REIT for U.S. federal income tax purposes, GLPI declared a special dividend to its shareholders to distribute any accumulated earnings and profits relating to the real property assets and attributable to any pre-REIT years, including any earnings and profits allocated to GLPI in connection with the Spin-Off, to comply with certain REIT qualification requirements.

As a result of the Spin-Off, GLPI owns substantially all of Penn's former real property assets and leases back most of those assets to Penn for use by its subsidiaries, under a unitary master lease, a triple-net operating lease with an initial term of 15 years (expiring October 31, 2028) with no purchase option, followed by four 5-year renewal options (exercisable by Penn) on the same terms and conditions (the "Penn Master Lease"), and GLPI also owns and operates the TRS Properties through an indirect wholly-owned subsidiary, GLP Holdings, Inc. In April 2016, the Company acquired substantially all of the real estate assets of Pinnacle Entertainment, Inc. ("Pinnacle") for approximately \$4.8 billion. GLPI originally leased these assets back to Pinnacle, under a unitary triple-net lease with an initial term of 10 years (expiring April 30, 2026) with no purchase option, followed by five 5-year renewal options (exercisable by Pinnacle) on the same terms and conditions (the "Pinnacle Master Lease"). On October 15, 2018, the Company completed its previously announced transactions with Penn, Pinnacle and Boyd Gaming Corporation ("Boyd") to accommodate Penn's acquisition of the majority of Pinnacle's operations, pursuant to a definitive agreement and plan of merger between Penn and Pinnacle, dated December 17, 2017 (the "Penn-Pinnacle Merger"). Concurrent with the Penn-Pinnacle Merger, the Company amended the Pinnacle Master Lease to allow for the sale of the operating assets of Ameristar Casino Hotel Kansas City, Ameristar Casino Resort Spa St. Charles and Belterra Casino Resort from Pinnacle to Boyd (the "Amended Pinnacle Master Lease") and entered into a new unitary triple-net master lease agreement with Boyd for these properties on terms similar to the Company's existing master leases. The Company also purchased the real estate assets of Plainridge Park Casino ("Plainridge Park") from Penn for \$250.0 million, exclusive of transaction fees and taxes and added this property to the Amended Pinnacle Master Lease. The Amended Pinnacle Master Lease was assumed by Penn at the consummation of the Penn-Pinnacle Merger. The Company also entered into a mortgage loan agreement with Boyd in connection with Boyd's acquisition of Belterra Park Gaming & Entertainment Center ("Belterra Park"), whereby the Company loaned Boyd \$57.7 million. See Note 4 for further details surrounding the original Pinnacle acquisition and the subsequent acquisition of Pinnacle by Penn.

GLPI's primary business consists of acquiring, financing, and owning real estate property to be leased to gaming operators in triple-net lease arrangements. As of December 31, 2018, GLPI's portfolio consisted of interests in 46 gaming and related facilities, including the TRS Properties, the real property associated with 33 gaming and related facilities operated by Penn, the real property associated with 6 gaming and related facilities operated by Eldorado (including one mortgaged facility), the real property associated with 4 gaming and related facilities operated by Boyd (including one mortgaged facility) and the real property associated with the Casino Queen in East St. Louis, Illinois. These facilities are geographically diversified across 16 states and contain approximately 23.5 million square feet. As of December 31, 2018, the Company's properties were 100% occupied.

GLPI expects to grow its portfolio by pursuing opportunities to acquire additional gaming facilities to lease to gaming operators under prudent terms. In addition to the acquisition of Plainridge Park described above, on October 1, 2018, the

Company closed its previously announced transaction to acquire certain real property assets from Tropicana Entertainment Inc. ("Tropicana") and certain of its affiliates pursuant to a Purchase and Sale Agreement (the "Real Estate Purchase Agreement") dated April 15, 2018 between Tropicana and GLP Capital L.P., the operating partnership of GLPI ("GLP Capital"), which was subsequently amended on October 1, 2018 (as amended, the "Amended Real Estate Purchase Agreement"). Pursuant to the terms of the Amended Real Estate Purchase Agreement, the Company acquired the real estate assets of Tropicana Atlantic City, Tropicana Evansville, Tropicana Laughlin, Trop Casino Greenville and the Belle of Baton Rouge (the "GLP Assets") from Tropicana for an aggregate cash purchase price of \$964.0 million, exclusive of transaction fees and taxes (the "Tropicana Acquisition"). Concurrent with the Tropicana Acquisition, Eldorado Resorts, Inc. ("Eldorado") acquired the operating assets of these properties from Tropicana pursuant to an Agreement and Plan of Merger dated April 15, 2018 by and among Tropicana, GLP Capital, Eldorado and a wholly-owned subsidiary of Eldorado (the "Tropicana Merger Agreement") and leased the GLP Assets from the Company pursuant to the terms of a new unitary triple-net master lease with a 15-year initial term, with no purchase option followed by four successive 5-year renewal periods (exercisable by Eldorado) on the same terms and conditions (the "Eldorado Master Lease"). Additionally, on October 1, 2018 the Company made a mortgage loan to Eldorado in the amount of \$246.0 million in connection with Eldorado's acquisition of Lumière Place (together with the Tropicana Acquisition the "Tropicana Transactions").

The consolidated financial statements include the accounts of GLPI and its subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses for the reporting periods. Actual results may differ from those estimates.

## 2. New Accounting Pronouncements

### *Recently Adopted Accounting Pronouncements*

In May 2017, the Financial Accounting Standards Board ("FASB") issued ASU No. 2017-09, *Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting* ("ASU 2017-09"). This ASU provides clarity about which changes to the terms or conditions of a share-based payment award require the application of modification accounting. Specifically, ASU 2017-09 clarifies that changes to the terms or conditions of an award should be accounted for as a modification unless all of the following are met: 1) the fair value of the modified award is the same as the fair value of the original award immediately before the original award is modified, 2) the vesting conditions of the modified award are the same as the vesting conditions of the original award immediately before the original award is modified and 3) the classification of the modified award as an equity instrument or a liability instrument is the same as the classification of the original award immediately before the original award is modified. ASU 2017-09 is effective for annual reporting periods beginning after December 15, 2017. The Company adopted ASU 2017-09 on January 1, 2018 and does not expect ASU 2017-09 to significantly impact its accounting for share-based payment awards, as changes to awards' terms and conditions subsequent to the grant date are unusual and infrequent in nature.

In January 2017, the FASB issued ASU No. 2017-01, *Business Combinations (Topic 805): Clarifying the Definition of a Business* ("ASU 2017-01"). This ASU provides clarifying guidance on what constitutes a business acquisition versus an asset acquisition. Specifically, the new guidance lays out a screen to more easily determine if a set of integrated assets and activities does in fact represent a business. Under the ASU 2017-01, when substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets, the assets do not represent a business. ASU 2017-01 is effective for annual reporting periods beginning after December 15, 2017. The Company adopted ASU 2017-01 on January 1, 2018 with no impact to the Company's accounting treatment of its acquisitions.

In August 2016, the FASB issued ASU No. 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments, a Consensus of the FASB Emerging Issues Task Force* ("ASU 2016-15"). This ASU provides clarifying guidance on the presentation of certain cash receipts and cash payments in the statement of cash flows. ASU 2016-15 is effective for annual reporting periods beginning after December 15, 2017. The Company adopted ASU 2016-15 on January 1, 2018, with no impact to its presentation of cash receipts and payments on its consolidated statements of cash flows.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)* ("ASU 2014-09"). This new standard replaces all preceding U.S. GAAP guidance on this topic and eliminates all industry-specific guidance. ASU 2014-09 provides a unified five-step model to determine when and how revenue is recognized. The core principle is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects

the consideration for which the entity expects to be entitled in exchange for those goods or services. The Company adopted ASU 2014-09 on January 1, 2018 using the modified retrospective approach and recorded a cumulative adjustment to retained earnings of approximately \$410,000 at the adoption date.

The majority of the Company's revenue recognition policies were not impacted by the new revenue standard, as leases (the source of the Company's majority of revenues) are excluded from ASU 2014-09. Only the accounting treatment for the customer loyalty programs at the TRS properties was impacted by the adoption of ASU 2014-09. See Note 12 for further details on the adoption impact of ASU 2014-09 at the TRS Properties.

#### *Accounting Pronouncements Not Yet Adopted*

In August 2018, the FASB issued ASU No. 2018-15, *Intangibles - Goodwill and Other - Internal Use Software (Subtopic 350-40: Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement that is a Service Contract (a consensus of the FASB Emerging Issues Task Force))* ("ASU 2018-15"). This ASU clarifies that entities should follow the guidance for capitalizing implementation costs incurred to develop or obtain internal-use software to account for implementation costs of cloud computing arrangements that are service contracts. ASU 2018-15 does not change the accounting for the service component of a cloud computing arrangement. ASU 2018-15 is effective for fiscal years beginning after December 15, 2019, with early adoption permitted. The Company does not expect the adoption of ASU 2018-15 to have a significant impact on its consolidated financial statements.

In January 2017, the FASB issued ASU No. 2017-04, *Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment* ("ASU 2017-04"). This ASU simplifies an entity's goodwill impairment test by eliminating Step 2 from the test. The new guidance also amends the definition of impairment to a condition that exists when the carrying amount of goodwill exceeds its fair value. By eliminating Step 2 from the test, entities are no longer required to determine the implied fair value of goodwill by computing the fair value (at impairment testing date) of all assets and liabilities in a manner similar to that required in conjunction with business combinations. Upon the adoption of ASU 2017-04, an impairment charge is simply recorded as the difference between carrying value and fair value, when carrying value exceeds fair value. ASU 2017-04 is effective for annual reporting periods beginning after December 15, 2019 and early adoption is permitted. The Company expects the adoption of ASU 2017-04 to simplify the analysis required under the goodwill impairment test.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instrument* ("ASU 2016-13"). This ASU introduces a new model for estimating credit losses for certain types of financial instruments, including mortgage and other loans receivable, amongst other financial instruments. ASU 2016-13 sets forth an "expected credit loss" impairment model to replace the current "incurred loss" method of recognizing credit losses, which is intended to improve financial reporting by requiring timely recording of credit losses on loans and other financial instruments. ASU 2016-13 is effective for fiscal years beginning after December 15, 2019, with early adoption permitted for fiscal years beginning after December 15, 2018. The Company does not expect the adoption of ASU 2016-13 to have a significant impact on its consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)* ("ASU 2016-02"). This ASU primarily provides new guidance for lessees on the accounting treatment of operating leases. Under the new guidance, lessees are required to recognize assets and liabilities arising from operating leases on the balance sheet. ASU 2016-02 also aligns lessor accounting with the revenue recognition guidance in Topic 606 of the Accounting Standards Codification. Generally speaking, ASU 2016-02 will more significantly impact the accounting for leases in which GLPI is the lessee by requiring the Company to record a right of use asset and lease liability on its consolidated balance sheets for these leases. The Company's accounting treatment of its triple-net tenant leases, which are the primary source of revenues to the Company is not significantly impacted by the adoption of ASU 2016-02, other than to eliminate the real estate tax gross-up discussed below.

ASU 2016-02 is effective for annual reporting periods beginning after December 15, 2018 and was originally required to be adopted on a modified retrospective basis, meaning the new leasing model would need to be applied to the earliest year presented in the financial statements and thereafter. However, in July 2018, the FASB issued ASU No. 2018-11, *Leases (Topic 842): Targeted Improvements* ("ASU 2018-11") which permits companies to apply the transition provisions of the lease accounting standard at its effective date (i.e. comparative financial statements are not required). Furthermore, in December 2018, the FASB issued ASU No. 2018-20, *Leases (Topic 842): Narrow Scope Improvements for Lessors* ("ASU 2018-20"). ASU 2018-20 clarifies that lessor costs paid directly to a third-party by a lessee on behalf of the lessor, are no longer required to be recognized in the lessor's financial statements. Therefore, upon the adoption of ASU 2016-02, the Company will no longer gross-up its financial statements for real estate taxes paid directly to third-parties by its tenants. The Company notes, however, that ground leases for which the tenant pays the landlord directly on the Company's behalf are still required to be grossed-up within its consolidated financial statements upon the adoption of ASU 2016-02 as these are not considered lessor



costs. On January 1, 2019, the Company prospectively adopted ASU 2016-02 using the new transition option available under ASU 2018-11 and recorded a right-of-use asset and related lease liability of approximately \$180 million on its consolidated balance sheet to represent its future lease obligations.

### **3. Summary of Significant Accounting Policies**

#### **Cash and Cash Equivalents**

The Company considers all cash balances and highly-liquid investments with original maturities of three months or less to be cash and cash equivalents.

#### **Concentration of Credit Risk**

Concentrations of credit risk arise when a number of operators, tenants, or obligors related to the Company's investments are engaged in similar business activities, or activities in the same geographic region, or have similar economic features that would cause their ability to meet contractual obligations, including those to the Company, to be similarly affected by changes in economic conditions. Additionally, concentrations of credit risk may arise when revenues of the Company are derived from a small number of tenants. As of December 31, 2018, substantially all of the Company's real estate properties were leased to Penn, Eldorado and Boyd. During the year ended December 31, 2018, approximately 93% of the Company's collective income from real estate (excluding real estate taxes and ground leases paid by tenants) was derived from tenant leases with Penn and its acquiree Pinnacle, whereas approximately 3% and 2% of the Company's collective income from real estate (excluding real estate taxes and ground leases paid by tenants) was derived from tenant leases and mortgage loans with Eldorado and Boyd, respectively. Figures for Eldorado and Boyd represent partial years of revenue as both leases commenced in the fourth quarter of 2018. Revenues from our tenants are reported in the Company's GLP Capital, L.P. reportable segment. Penn, Eldorado and Boyd are publicly traded companies that are subject to the informational filing requirements of the Securities Exchange Act of 1934, as amended, and are required to file periodic reports on Form 10-K and Form 10-Q and current reports on Form 8-K with the Securities and Exchange Commission ("SEC"). Readers are directed to Penn, Eldorado and Boyd's respective websites for further financial information on these companies. Other than the Company's tenant concentration, management believes the Company's portfolio was reasonably diversified by geographical location and did not contain any other significant concentrations of credit risk. As of December 31, 2018, the Company's portfolio of 46 properties is diversified by location across 16 states.

Financial instruments that subject the Company to credit risk consist of cash and cash equivalents, accounts receivable, mortgage loans receivable and loans receivable.

The Company's policy is to limit the amount of credit exposure to any one financial institution and place investments with financial institutions evaluated as being creditworthy, or in short-term money market and tax-free bond funds which are exposed to minimal interest rate and credit risk. At times, the Company has bank deposits and overnight repurchase agreements that exceed federally-insured limits.

#### **Prepaid Expenses and Other Assets**

Prepaid expenses consist of expenditures for goods (other than inventories) or services before the goods are used or the services are received. These amounts are deferred and charged to operations as the benefits are realized and primarily consist of prepayments for insurance and other contracts that will be expensed during the subsequent year. It also includes property taxes that were paid in advance, as well as transaction costs that will be allocated to purchase price upon the closing of an asset acquisition. Other assets consists primarily of accounts receivable, deposits, food and beverage inventory and deferred compensation plan assets (See Note 11 for further details on the deferred compensation plan).

#### **Fair Value of Financial Assets and Liabilities**

Fair value is defined as the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date. Assets and liabilities recorded at fair value are classified based upon the level of judgment associated with the inputs used to measure their fair value. ASC 820 - *Fair Value Measurements and Disclosures* ("ASC 820") establishes a hierarchy that prioritizes fair value measurements based on the types of inputs used for the various valuation techniques (market approach, income approach, and cost approach). The levels of the hierarchy related to the subjectivity of the valuation inputs are described below:

- Level 1: Observable inputs such as quoted prices in active markets for identical assets or liabilities.

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- Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; these include quoted prices for similar assets or liabilities in active markets, such as interest rates and yield curves that are observable at commonly quoted intervals.
- Level 3: Unobservable inputs that reflect the reporting entity's own assumptions, as there is little, if any, related market activity.

The Company's assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of assets and liabilities and their placement within the fair value hierarchy.

***Assets and Liabilities Measured at Fair Value on a Recurring Basis***

The following methods and assumptions are used to estimate the fair value of each class of financial instruments for which it is practicable to estimate:

*Cash and Cash Equivalents*

The fair value of the Company's cash and cash equivalents approximates the carrying value of the Company's cash and cash equivalents, due to the short maturity of the cash equivalents.

*Deferred Compensation Plan Assets*

The Company's deferred compensation plan assets consist of open-ended mutual funds and as such the fair value measurement of the assets is considered a Level 1 measurement as defined under ASC 820. Deferred compensation plan assets are included within other assets on the consolidated balance sheets.

*Mortgage Loans Receivable*

The fair value of the mortgage loans receivable approximates the carrying value of the Company's mortgage loans receivable, as collection on the outstanding loan balances is reasonably assured. The fair value measurement of the loan receivable is considered a Level 3 measurement as defined under ASC 820.

*Long-term Debt*

The fair value of the senior unsecured notes and senior unsecured credit facility is estimated based on quoted prices in active markets and as such is a Level 1 measurement as defined under ASC 820.

The estimated fair values of the Company's financial instruments are as follows (in thousands):

	December 31, 2018		December 31, 2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial assets:</b>				
Cash and cash equivalents	\$ 25,783	\$ 25,783	\$ 29,054	\$ 29,054
Deferred compensation plan assets	22,709	22,709	22,617	22,617
Mortgage loans receivable	303,684	303,684	—	—
<b>Financial liabilities:</b>				
Long-term debt:				
Senior unsecured credit facility	927,000	909,308	1,055,000	1,045,600
Senior unsecured notes	4,975,000	4,958,455	3,425,000	3,574,688

***Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis***

Certain assets and liabilities are measured at fair value on a nonrecurring basis in periods subsequent to initial recognition. Assets measured at fair value on a nonrecurring basis during the year ended December 31, 2018 are categorized in the table below based upon the lowest level of significant input to the valuation. There were no assets measured at fair value on a nonrecurring basis during the year ended December 31, 2017 or liabilities measured at fair value on a nonrecurring basis during the years ended December 31, 2018 and 2017.

	Level 1	Level 2	Level 3	Total Impairment Charges Recorded during the Year Ended December 31, 2018
	(in thousands)			
<b>Assets:</b>				
Goodwill	\$ —	\$ —	\$ 16,067	\$ 59,454
Loan receivable	—	—	13,000	1,500
Total assets measured at fair value on a nonrecurring basis	\$ —	\$ —	\$ 29,067	\$ 60,954

#### *Goodwill*

During the year ended December 31, 2018, the Company recorded goodwill impairment charges of \$59.5 million on its Baton Rouge reporting unit, resulting from a significant reduction in the long-term earnings forecast of this property. The Company utilized the income approach to measure the fair value of goodwill, which involves a number of key assumptions, such as cash flow forecasts and discount rates. See Note 9 for additional information regarding the calculation of the impairment charge.

#### *Loan Receivable*

During the fourth quarter of 2018, the Company recorded an impairment charge of \$1.5 million related to the paid-in-kind interest income on its loan receivable with Casino Queen. The Company determined, based upon facts and circumstances existing at December 31, 2018, that the paid-in-kind interest due to the Company at December 31, 2018 is not expected to be collected. Therefore, the Company did not recognize the paid-in-kind interest income due to the Company for the quarter ended December 31, 2018 and took a charge for the previously recognized paid-in-kind interest income through the Company's consolidated statement of earnings as a reversal of the paid-in-kind interest income recognized earlier in the year. See Note 8 for further details surrounding the Casino Queen loan.

### **Real Estate Investments**

Real estate investments primarily represent land and buildings leased to the Company's tenants. The Company records the acquisition of real estate assets at fair value, including acquisition and closing costs. The cost of properties developed by the Company include costs of construction, property taxes, interest and other miscellaneous costs incurred during the development period until the project is substantially complete and available for occupancy. The Company considers the period of future benefit of the asset to determine the appropriate useful lives. Depreciation is computed using a straight-line method over the estimated useful lives of the buildings and building improvements which are generally between 10 to 31 years.

The Company continually monitors events and circumstances that could indicate that the carrying amount of its real estate investments may not be recoverable or realized. When indicators of potential impairment suggest that the carrying value of a real estate investment may not be recoverable, the Company estimates the fair value of the investment by calculating the undiscounted future cash flows from the use and eventual disposition of the investment. This amount is compared to the asset's carrying value. If the Company determines the carrying amount is not recoverable, it would recognize an impairment charge equivalent to the amount required to reduce the carrying value of the asset to its estimated fair value, calculated in accordance with GAAP. The Company groups its real estate investments together by lease, the lowest level for which identifiable cash flows are available, in evaluating impairment. In assessing the recoverability of the carrying value, the Company must make assumptions regarding future cash flows and other factors. The factors considered by the Company in performing this assessment include current operating results, market and other applicable trends and residual values, as well as the effect of obsolescence, demand, competition and other factors. If these estimates or the related assumptions change in the future, the Company may be required to record an impairment loss.

### **Land Rights**

Land rights represent the Company's rights to land subject to long-term ground leases. The Company records land rights at the acquisition date fair value of the long-term rights purchased from sellers. Essentially, land rights represent the below market value of the related ground leases. Land rights are amortized over the individual lease term of each ground lease, including all renewal options. Amortization expense related to the land rights is recorded within land rights and ground lease expense in the Company's consolidated statements of income. Land rights are monitored for potential impairment in much the same way as the Company's real estate assets. If the Company determines the carrying amount of a land right is not recoverable, it would recognize an impairment charge equivalent to the amount required to reduce the carrying value of the asset to its estimated fair value, calculated in accordance with GAAP.

## Property and Equipment Used in Operations

Property and equipment are stated at cost, less accumulated depreciation and represent assets used by the Company's TRS operations and certain corporate assets. Maintenance and repairs that neither add materially to the value of the asset nor appreciably prolong its useful life are charged to expense as incurred. Gains or losses on the disposal of property and equipment are included in the determination of income.

Depreciation of property and equipment is recorded using the straight-line method over the following estimated useful lives:

Land improvements	15 years
Building and improvements	5 to 31 years
Furniture, fixtures, and equipment	3 to 31 years

Leasehold improvements are depreciated over the shorter of the estimated useful life of the improvement or the related lease term. The estimated useful lives are determined based on the nature of the assets as well as the Company's current operating strategy.

The Company reviews the carrying value of its property and equipment for possible impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable based upon the estimated undiscounted future cash flows expected to result from its use and eventual disposition. If the Company determines the carrying amount is not recoverable, it would recognize an impairment charge equivalent to the amount required to reduce the carrying value of the asset to its estimated fair value, calculated in accordance with GAAP. In estimating expected future cash flows for determining whether an asset is impaired, assets are grouped at the individual property level. In assessing the recoverability of the carrying value of property and equipment, the Company must make assumptions regarding future cash flows and other factors. The factors considered by the Company in performing this assessment include current operating results, market and other applicable trends and residual values, as well as the effect of obsolescence, demand, competition and other factors. If these estimates or the related assumptions change in the future, the Company may be required to record an impairment loss for these assets.

## Mortgage Loans Receivable

The Company may periodically loan funds to casino owner-operators via secured mortgage loans for the purchase of gaming related properties. Mortgage loans are recorded on the Company's consolidated balance sheets at carrying value which approximates fair value. If the collectability of an outstanding mortgage balance is not reasonably assured, the Company will assess the loan's carrying value for potential impairment. If it is determined the loan is in fact impaired it will be written down or off completely. At December 31, 2018, the Company does not have any allowances recorded against its mortgage loans receivable as the collection of the remaining principal and interest payments is reasonable assured. Interest income related to mortgage loans receivable is recorded as revenue from mortgaged real estate within the Company's consolidated statements of income in the period earned.

## Investments in Direct Financing Leases

As discussed in Note 8, prior to the Penn-Pinnacle Merger, the Pinnacle Master Lease was bifurcated between an operating lease and a direct financing lease, with the land assets qualifying for operating lease treatment and the building assets triggering direct financing lease treatment. This net investment in direct financing lease was unwound in conjunction with the Penn-Pinnacle Merger, via the fourth amendment to the Pinnacle Master. As a result of this amendment, the Company reassessed the lease's classification and determined the new lease agreement qualified for operating lease treatment under ASC 840 - *Leases* ("ASC 840"). Therefore, subsequent to the Penn-Pinnacle Merger, the Pinnacle Master Lease is treated as an operating lease in its entirety and the building assets previously recorded as an investment in direct financing lease on the Company's consolidated balance sheet were recorded as real estate assets on the Company's consolidated balance sheet. At December 31, 2017, the Company's investment in direct financing lease represented the building portion of the real estate assets acquired in the original Pinnacle transaction.

## Goodwill and Other Intangible Assets

The Company's goodwill and intangible assets are the result of the contribution of Hollywood Casino Baton Rouge and Hollywood Casino Perryville in connection with the Spin-Off. The Company's goodwill resides on the books of its Hollywood Casino Baton Rouge subsidiary, while the other intangible asset represents a gaming license on the books of its Hollywood Casino Perryville subsidiary. Both subsidiaries are members of the TRS Properties segment and are considered separate reporting units under ASC 350 - *Intangibles - Goodwill and Other* ("ASC 350"). Goodwill is tested at the reporting

unit level, which is an operating segment or one level below an operating segment for which discrete financial information is available

Under ASC 350, the Company is required to test goodwill for impairment at least annually and whenever events or circumstances indicate that it is more likely than not that goodwill may be impaired. The Company has elected to perform its annual goodwill impairment test as of October 1 of each year. In accordance with ASC 350, the Company tests goodwill for impairment subsequent to testing its other long-lived assets for impairment.

ASC 350 prescribes a two-step goodwill impairment test, the first step which involves the determination of the fair value of each reporting unit and its comparison to the carrying amount. In order to determine the fair value of the Baton Rouge reporting unit, the Company utilizes a discounted cash flow model, which relies on projected EBITDA to determine the reporting unit's future cash flows. If the carrying amount exceeds the fair value in step 1, then step 2 of the impairment test is performed to determine the implied fair value of goodwill. If the implied fair value of goodwill is less than the goodwill allocated to the reporting unit, an impairment loss is recognized.

In accordance with ASC 350, the Company considers its Hollywood Casino Perryville gaming license an indefinite-lived intangible asset that does not require amortization based on the Company's future expectations to operate this casino indefinitely, as well as the gaming industry's historical experience in renewing these intangible assets at minimal cost with various state gaming commissions. Rather, the Company's gaming license is tested annually, or more frequently if indicators of impairment exist, for impairment by comparing the fair value of the recorded asset to its carrying amount. If the carrying amount of the indefinite-life intangible asset exceeds its fair value, an impairment loss is recognized. Hollywood Casino Perryville's gaming license will expire in September 2025, fifteen years from the casino's opening date. The Company expects to expense any costs related to the gaming license renewal as incurred.

The Company calculates the fair value of its gaming license using the Greenfield Method under the income approach. The Greenfield Method estimates the fair value of the gaming license assuming the Company built a casino with similar utility to that of the existing facility. The method assumes a theoretical start-up company going into business without any assets other than the intangible asset being valued. As such the value of the license is a function of the following items:

- Projected revenues and operating cash flows;
- Theoretical construction costs and duration;
- Pre-opening expenses;
- Discounting that reflects the level of risk associated with receiving future cash flows attributable to the license; and
- Remaining useful life of the license

The evaluation of goodwill and indefinite-lived intangible assets requires the use of estimates about future operating results to determine the estimated fair value of the reporting unit and the indefinite-lived intangible assets. The Company must make various assumptions and estimates in performing its impairment testing. The implied fair value includes estimates of future cash flows that are based on reasonable and supportable assumptions, which represent the Company's best estimates of the cash flows expected to result from the use of the assets. Changes in estimates, increases in the Company's cost of capital, reductions in transaction multiples, changes in operating and capital expenditure assumptions or application of alternative assumptions and definitions could produce significantly different results. Future cash flow estimates are, by their nature, subjective and actual results may differ materially from the Company's estimates. If the Company's ongoing estimates of future cash flows are not met, the Company may have to record additional impairment charges in future accounting periods. The Company's estimates of cash flows are based on the current regulatory and economic climates, as well as recent operating information and budgets. These estimates could be negatively impacted by changes in federal, state or local regulations, economic downturns, or other events.

Forecasted cash flows can be significantly impacted by the local economy in which the Company's subsidiaries operate. For example, increases in unemployment rates can result in decreased customer visitations and/or lower customer spend per visit. In addition, new legislation which approves gaming in nearby jurisdictions or further expands gaming in jurisdictions in which the Company operates can result in increased competition for the property. This generally has a negative effect on profitability once competitors become established, as a certain level of cannibalization occurs absent an overall increase in customer visitations. Lastly, increases in gaming taxes approved by state regulatory bodies can negatively impact forecasted cash flows.

Assumptions and estimates about future cash flow levels are complex and subjective. They are sensitive to changes in underlying assumptions and can be affected by a variety of factors, including external factors, such as industry, geopolitical and economic trends, and internal factors, such as changes in the Company's business strategy, which may reallocate capital and

resources to different or new opportunities which management believes will enhance the Company's overall value but may be to the detriment of its existing operations. For further information on the Company's evaluation of its goodwill and gaming license for impairment during the year ended December 31, 2018, see Note 9.

### **Debt Issuance Costs**

Debt issuance costs that are incurred by the Company in connection with the issuance of debt are deferred and amortized to interest expense over the contractual term of the underlying indebtedness. In accordance with ASU 2015-03, *Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*, the Company records long-term debt net of unamortized debt issuance costs on its consolidated balance sheets. Similarly, the Company records long-term debt net of any unamortized bond premiums and original issuance discounts on its consolidated balance sheets.

### **Loans Receivable**

The Company may periodically loan funds to tenants. Loans are made at prevailing market interest rates and recorded on the Company's consolidated balance sheets at carrying value which approximates fair value. If the collectability of an outstanding loan balance is not reasonably assured, the Company will assess the loan's carrying value for potential impairment. If it is determined the loan is in fact impaired it will be written down or off completely.

### **Income Taxes**

The TRS Properties are able to engage in activities resulting in income that would not be qualifying income for a REIT. As a result, certain activities of the Company which occur within its TRS Properties are subject to federal and state income taxes.

The Company accounts for income taxes in accordance with ASC 740 - *Income Taxes* ("ASC 740"). Under ASC 740, deferred tax assets and liabilities are determined based on the differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities and are measured at the prevailing enacted tax rates that will be in effect when these differences are settled or realized. ASC 740 also requires that deferred tax assets be reduced by a valuation allowance if it is more likely than not that some portion or all of the deferred tax assets will not be realized. The realizability of the deferred tax assets is evaluated by assessing the valuation allowance and by adjusting the amount of the allowance, if any, as necessary. The factors used to assess the likelihood of realization are the forecast of future taxable income.

ASC 740 also creates a single model to address uncertainty in tax positions, and clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in an enterprise's financial statements. It also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. The Company did not have any uncertain tax positions for the three years ended December 31, 2018.

The Company is required under ASC 740 to disclose its accounting policy for classifying interest and penalties, the amount of interest and penalties charged to expense each period, as well as the cumulative amounts recorded in the consolidated balance sheets. If and when they occur, the Company will classify any income tax-related penalties and interest accrued related to unrecognized tax benefits in taxes on income within the consolidated statements of income. During the years ended December 31, 2018 and 2017, the Company recognized no penalties and interest, net of deferred income taxes and during the year ended December 31, 2016, the Company recognized \$1 thousand of penalties and interest, net of deferred income taxes.

The Company elected on its U.S. federal income tax return for its taxable year that began on January 1, 2014 to be treated as a REIT and the Company, together with an indirect wholly-owned subsidiary of the Company, GLP Holdings, Inc., jointly elected to treat each of GLP Holdings, Inc., Louisiana Casino Cruises, Inc. and Penn Cecil Maryland, Inc. as a "taxable REIT subsidiary" effective on the first day of the first taxable year of GLPI as a REIT. The Company continues to be organized and to operate in a manner that will permit the Company to qualify as a REIT. To qualify as a REIT, the Company must meet certain organizational and operational requirements, including a requirement to distribute at least 90% of its annual REIT taxable income to shareholders. As a REIT, the Company generally will not be subject to federal, state or local income tax on income that it distributes as dividends to its shareholders, except in those jurisdictions that do not allow a deduction for such distributions. If the Company fails to qualify as a REIT in any taxable year, it will be subject to U.S. federal, state and local income tax, including any applicable alternative minimum tax, on its taxable income at regular corporate income tax rates, and dividends paid to its shareholders would not be deductible by the Company in computing taxable income. Any resulting corporate liability could be substantial and could materially and adversely affect the Company's net income and net cash available for distribution to shareholders. Unless the Company was entitled to relief under certain Internal Revenue Code provisions, the Company also would be disqualified from re-electing to be taxed as a REIT for the 4 taxable years following the year in which it failed to qualify to be taxed as a REIT.

## Revenue Recognition

The Company recognizes rental revenue from tenants, including rental abatements, lease incentives and contractually fixed increases attributable to operating leases, on a straight-line basis over the term of the related leases when collectability is reasonably assured. Additionally, percentage rent that is fixed and determinable at the lease inception date is recorded on a straight-line basis over the lease term, resulting in the recognition of deferred rental revenue on the Company's consolidated balance sheets. Deferred rental revenue is amortized to rental revenue on a straight-line basis over the remainder of the lease term. The lease term includes the initial non-cancelable lease term and any reasonably assured renewable periods. Contingent rental income that is not fixed and determinable at lease inception is recognized only when the lessee achieves the specified target. Recognition of rental income commences when control of the facility has been transferred to the tenant.

The Company recognizes income from tenants subject to direct financing leases ratably over the lease term using the effective interest rate method which produces a constant periodic rate of return on the net investment in the leased property. At lease inception, the Company records an asset which represents the Company's net investment in the direct financing lease. This initial net investment is determined by aggregating the total future minimum lease payments attributable to the direct financing lease and the estimated residual value of the property, less unearned income. Over the lease term, the investment in the direct financing lease is reduced and income is recognized for the building portion of rent. Furthermore, as the net investment in direct financing lease includes only future minimum lease payments, percentage rent that is not fixed and determinable at the lease inception is excluded from the determination of the rent attributable to the leased assets and will therefore be recorded as income from the direct financing lease in the period earned. In conjunction with the Penn-Pinnacle Merger on October 15, 2018, the Company's only direct financing lease was unwound and the master lease it was associated with qualified for operating lease treatment in its entirety. For further details refer to Note 8.

Additionally, in accordance with ASC 606 - *Revenue from Contracts with Customers* ("ASC 606"), the Company records revenue for the real estate taxes paid by its tenants on the leased properties with an offsetting expense in real estate taxes within the consolidated statement of income as the Company has concluded it is the primary obligor. Similarly, the Company records revenue for the ground lease rent paid by its tenants with an offsetting expense in land rights and ground lease expense within the consolidated statements of income as the Company has concluded that as the lessee it is the primary obligor under the ground leases. The Company subleases these ground leases back to its tenants, who are responsible for payment directly to the landlord.

The Company may periodically loan funds to casino owner-operators via secured mortgage loans for the purchase of gaming related properties. Interest income related to mortgage loans receivable is recorded as revenue from mortgaged real estate within the Company's consolidated statements of income in the period earned.

Gaming revenue generated by the TRS Properties mainly consists of revenue from slot machines and to a lesser extent, table game and poker revenue. Gaming revenue from slot machines is the aggregate net difference between gaming wins and losses with liabilities recognized for funds deposited by customers before gaming play occurs, for "ticket-in, ticket-out" coupons in the customers' possession, and for accruals related to the anticipated payout of progressive jackpots. Progressive slot machines, which contain base jackpots that increase at a progressive rate based on the number of coins played, are charged to revenue as the amount of the jackpots increase. Table game gaming revenue is the aggregate of table drop adjusted for the change in aggregate table chip inventory. Table drop is the total dollar amount of the currency, coins, chips, tokens, outstanding counter checks (markers), and front money that are removed from the live gaming tables. Additionally, food and beverage revenue is recognized as services are performed.

Gaming revenue is recognized net of certain sales incentives, including promotional allowances in accordance with ASC 606. The Company also defers a portion of the revenue received from customers (who participate in the points based loyalty programs) at the time of play and attributed to the awarded points until a later period when the points are redeemed or forfeited. See Note 12 for a summary of the changes to the recognition of revenue at the TRS Properties related to the adoption of ASU 2014-09 on January 1, 2018.

## Gaming Taxes

For the TRS Properties, the Company is subject to gaming taxes based on gross gaming revenues in the jurisdictions in which it operates. The Company recognizes gaming tax expense based on the statutorily required percentage of revenue that is required to be paid to state and local jurisdictions in the states where wagering occurs. The Company records gaming taxes at the Company's estimated effective gaming tax rate for the year, considering estimated taxable gaming revenue and the applicable rates. Such estimates are adjusted each interim period. If gaming tax rates change during the year, such changes are applied prospectively in the determination of gaming tax expense in future interim periods. For the three years ended

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December 31, 2018, these expenses, which are recorded within gaming, food, beverage and other expense in the consolidated statements of income, totaled \$56.0 million, \$57.4 million and \$57.7 million, respectively.

**Earnings Per Share**

The Company calculates earnings per share ("EPS") in accordance with ASC 260 - *Earnings Per Share*. Basic EPS is computed by dividing net income applicable to common stock by the weighted-average number of common shares outstanding during the period, excluding net income attributable to participating securities (unvested restricted stock awards). Diluted EPS reflects the additional dilution for all potentially-dilutive securities such as stock options, unvested restricted shares and unvested performance-based restricted shares.

The following table reconciles the weighted-average common shares outstanding used in the calculation of basic EPS to the weighted-average common shares outstanding used in the calculation of diluted EPS for the years ended December 31, 2018, 2017 and 2016:

	Year Ended December 31,		
	2018	2017	2016
	(in thousands)		
<b>Determination of shares:</b>			
Weighted-average common shares outstanding	213,720	210,705	178,594
Assumed conversion of dilutive employee stock-based awards	206	644	1,699
Assumed conversion of restricted stock awards	80	155	171
Assumed conversion of performance-based restricted stock awards	773	1,248	158
Diluted weighted-average common shares outstanding	214,779	212,752	180,622

The following table presents the calculation of basic and diluted EPS for the Company's common stock for the years ended December 31, 2018, 2017 and 2016:

	Year Ended December 31,		
	2018	2017	2016
	(in thousands, except per share amounts)		
<b>Calculation of basic EPS:</b>			
Net income	\$ 339,516	\$ 380,598	\$ 289,305
Less: Net income allocated to participating securities	(475)	(622)	(668)
Net income attributable to common shareholders	\$ 339,041	\$ 379,976	\$ 288,637
Weighted-average common shares outstanding	213,720	210,705	178,594
Basic EPS	\$ 1.59	\$ 1.80	\$ 1.62
<b>Calculation of diluted EPS:</b>			
Net income	\$ 339,516	\$ 380,598	\$ 289,305
Diluted weighted-average common shares outstanding	214,779	212,752	180,622
Diluted EPS	\$ 1.58	\$ 1.79	\$ 1.60

There were 13,335 outstanding equity based awards during the year ended December 31, 2018 and 3,483 and 23,954 outstanding equity based awards during the years ended December 31, 2017 and 2016, respectively, that were not included in the computation of diluted EPS because they were antidilutive.

**Stock-Based Compensation**

The Company's Amended and Restated 2013 Long Term Incentive Compensation Plan (the "2013 Plan") provides for the Company to issue restricted stock awards, including performance-based restricted stock awards, and other equity or cash based awards to employees. Any director, employee or consultant shall be eligible to receive such awards.

The Company accounts for stock compensation under ASC 718 - *Compensation - Stock Compensation*, which requires the Company to expense the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. This expense is recognized ratably over the requisite service period following the date of grant. The fair value of the Company's time-based restricted stock awards is equivalent to the closing stock price on the day of



grant. The Company utilizes a third-party valuation firm to measure the fair value of performance-based restricted stock awards at grant date using the Monte Carlo model.

The unrecognized compensation cost relating to restricted stock awards and performance-based restricted stock awards will be amortized to expense over the awards' remaining vesting periods.

See Note 15 for further information related to stock-based compensation.

## Segment Information

Consistent with how the Company's Chief Operating Decision Maker reviews and assesses the Company's financial performance, the Company has two reportable segments, GLP Capital, L.P. (a wholly-owned subsidiary of GLPI through which GLPI owns substantially all of its real estate assets) ("GLP Capital") and the TRS Properties. The GLP Capital reportable segment consists of the leased real property and represents the majority of the Company's business. The TRS Properties reportable segment consists of Hollywood Casino Perryville and Hollywood Casino Baton Rouge. See Note 16 for further information with respect to the Company's segments.

## Statements of Cash Flows

The Company has presented the consolidated statements of cash flows using the indirect method, which involves the reconciliation of net income to net cash flow from operating activities.

## 4. Acquisitions

The Company accounts for its acquisitions of real estate assets as asset acquisitions under ASC 805 - *Business Combinations*. Under asset acquisition accounting, transaction costs incurred to acquire the purchased assets are also included as part of the asset cost.

### *Current Year Acquisitions*

On October 15, 2018, in conjunction with the Penn-Pinnacle Merger the Company acquired the real property assets of Plainridge Park Casino from Penn for approximately \$250.9 million. This property was added to the Amended Pinnacle Master Lease via the fourth amendment to the Pinnacle Master Lease and is leased to Penn who will continue to operate the property. The initial annual cash rent of \$25.0 million for Plainridge Park will not be subject to rent escalators or adjustments.

Also in conjunction with the Penn-Pinnacle Merger, the Pinnacle Master Lease was amended via the fourth amendment to such lease to allow for the sale of the operating assets of Ameristar Casino Hotel Kansas City, Ameristar Casino Resort Spa St. Charles and Belterra Casino Resort from Pinnacle to Boyd and to increase fixed rent under the lease by an additional \$13.9 million annually. The Company entered into a new unitary triple-net master lease agreement with Boyd for these properties on terms similar to the Company's existing master leases. As a result of the fourth amendment to the Pinnacle Master Lease, the Company reassessed the lease's classification and determined the new lease agreement qualified for operating lease treatment under ASC 840. Therefore, subsequent to the Penn-Pinnacle Merger, the Amended Pinnacle Master Lease is treated as an operating lease in its entirety, the building assets of \$2.6 billion previously recorded as an investment in direct financing lease on the Company's consolidated balance sheet were recorded as real estate assets on the Company's consolidated balance sheet and all rent received under the Amended Pinnacle Master Lease is recorded as rental income on the Company's consolidated statement of income. The Amended Pinnacle Master Lease was assumed by Penn at the consummation of the Penn-Pinnacle Merger.

On October 1, 2018, the Company acquired the real property assets of five casino properties from Tropicana and certain of its affiliates for approximately \$992.5 million, pursuant to the Real Estate Purchase Agreement dated April 15, 2018 between Tropicana and GLP Capital, which was subsequently amended on October 1, 2018. Pursuant to the terms of the Amended Real Estate Purchase Agreement, the Company acquired the real estate assets of Tropicana Atlantic City, Tropicana Evansville, Tropicana Laughlin, Trop Casino Greenville and the Belle of Baton Rouge and the rights to six long-term ground leases for land on which the operations of the acquired Tropicana properties reside. Concurrent with the Tropicana Acquisition, Eldorado acquired the operating assets of these properties from Tropicana pursuant to the Tropicana Merger Agreement and leased the GLP Assets from the Company pursuant to the terms of a new unitary triple-net master lease with a 15-year initial term, with no purchase option followed by four successive 5-year renewal periods (exercisable by Eldorado) on the same terms and conditions. Initial annual rent under the Eldorado Master Lease is \$87.6 million.

Purchase price allocations are primarily based on the fair values of assets acquired and liabilities assumed at the time of acquisition. The following table summarizes the purchase price allocation of the assets acquired in the Tropicana Acquisition (in thousands):

Real estate investments, net	\$	948,217
Land rights, net		44,331
Total purchase price	\$	992,548

### ***Prior Year Acquisitions***

#### ***2017***

On May 1, 2017, the Company acquired the real property assets of Bally's Casino Tunica (subsequently re-branded as the 1<sup>st</sup> Jackpot Casino) and Resorts Casino Tunica (the "Tunica Properties") for \$82.9 million. The Company acquired both Bally's Casino Tunica and Resorts Casino Tunica, as well as the Resorts Hotel and land at Bally's Casino Tunica. Land rights to three long-term ground leases related to the Tunica Properties were also acquired in the transaction. Penn purchased the operating assets of the Tunica Properties directly from the seller, operates both properties and leases the real property assets from the Company under the Penn Master Lease.

#### ***2016***

On September 9, 2016, the Company acquired the real property assets of the Meadows Racetrack and Casino (the "Meadows") from Cannery Casino Resorts ("CCR") for approximately \$323.3 million. Concurrent with the Company's purchase of the Meadows' real estate assets, Pinnacle purchased the entities holding the Meadows' gaming and racing licenses and operating assets from CCR. GLPI leases the Meadows' real property assets to Penn (following the Penn-Pinnacle Merger) under a triple-net lease with an initial term of 10 years with no purchase option and the option to renew for three successive 5-year terms and one 4-year term, at Penn's option (the "Meadows Lease").

On April 28, 2016, the Company acquired substantially all of the real estate assets of Pinnacle, adding 14 properties to its real estate portfolio. The acquisition of Pinnacle's real estate assets was the final step in a series of transactions contemplated by the July 20, 2015 merger agreement between GLPI, Gold Merger Sub, LLC, a wholly owned subsidiary of GLPI ("Merger Sub"), and Pinnacle providing for the merger of Pinnacle with and into Merger Sub, with Merger Sub surviving the merger as a wholly owned subsidiary of GLPI (the "Pinnacle Merger"). Following the Pinnacle Merger, GLPI contributed all of the equity interests of Gold Merger Sub to GLP Capital, L.P., a Pennsylvania limited partnership and a wholly owned subsidiary of GLPI ("GLP Capital"). Approval of the Pinnacle Merger by GLPI shareholders and Pinnacle stockholders was obtained at separate special meetings held on March 15, 2016.

In order to effect the acquisition of the majority of Pinnacle's real property assets, prior to the Pinnacle Merger, Pinnacle caused certain assets relating to its operating business to be transferred to, and liabilities relating thereto to be assumed by a newly formed wholly owned subsidiary of Pinnacle ("OpCo"). Immediately following the separation of its real property assets and gaming and other operating assets, Pinnacle distributed to its stockholders all of the issued and outstanding shares of common stock of OpCo. As described above, on April 28, 2016, Pinnacle merged with and into Merger Sub, as described in more detail in the joint proxy statement/prospectus filed with a Registration Statement on Form S-4 (No. 333-206649) initially filed by GLPI with the SEC on December 23, 2015 and declared effective on February 16, 2016 (the "Joint Proxy Statement/Prospectus"), completing the Pinnacle Merger. Merger Sub, as the surviving company in the Pinnacle Merger, owns substantially all of Pinnacle's real estate assets that were retained or transferred to Pinnacle in the separation and originally leased those assets back to Pinnacle pursuant to the Pinnacle Master Lease. Subsequent to the Penn-Pinnacle Merger, a wholly-owned subsidiary of Penn operates the leased gaming facilities as a tenant under the Amended Pinnacle Master Lease Agreement.

At the effective time of the Pinnacle Merger, each share of Pinnacle common stock issued and outstanding immediately prior to the effective time of the Pinnacle Merger was converted into 0.85 of a share of GLPI common stock, with cash paid in lieu of the issuance of fractional shares of GLPI common stock. Shares of GLPI common stock were also issued to satisfy GLPI's portion of the outstanding Pinnacle employee equity and cash-based incentive awards outstanding at the closing date. Approximately 56.0 million shares of GLPI common stock were issued as consideration in the Pinnacle Merger. Additionally, GLPI repaid \$2.7 billion of Pinnacle's debt and paid \$226.8 million of Pinnacle's transaction expenses related to

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the Pinnacle Merger. Inclusive of \$28.3 million of the Company's own transaction expenses, the purchase price of the Pinnacle real estate assets was \$4.8 billion.

The following tables summarize the consideration transferred in the Pinnacle Merger and the purchase price allocation to the assets acquired in the Pinnacle Merger (in thousands):

<b>Consideration</b>	
Cash	\$ 2,955,090
GLPI common stock	1,823,991
Fair value of total consideration transferred	<u>\$ 4,779,081</u>
Real estate investments, net	\$ 1,422,547
Land rights, net	596,920
Investment in direct financing lease, net	2,759,244
Prepaid expenses	111
Other assets	259
Total purchase price	<u>\$ 4,779,081</u>

As detailed above, the Company paid \$3.0 billion in cash for the acquired Pinnacle real estate assets. In addition, as part of the consideration paid for the Pinnacle real estate assets acquired in the Pinnacle Merger, the Company issued shares of its common stock to Pinnacle stockholders and to Pinnacle to satisfy the Company's portion of Pinnacle's employee equity and cash-based incentive awards. The dollar value of the issued shares was \$1.8 billion and is considered purchase price.

The real estate investments, net represent the land purchased from Pinnacle, while the land rights, net represent the Company's rights to land subject to long-term ground leases. The Company acquired ground leases at several of the Pinnacle properties and immediately subleased the land back to Pinnacle. The investment in direct financing lease, net represented the Company's investment in the buildings and building improvements purchased from Pinnacle at the time of the original Pinnacle transaction. As detailed in Note 8, the Pinnacle Master Lease was originally bifurcated between an operating lease and direct financing lease. The accounting treatment for the buildings purchased under a direct financing lease required the Company to record its initial investment in the buildings as a receivable on its consolidated balance sheet, which was subsequently reduced over the lease term to its estimated residual value. In conjunction with the Penn-Pinnacle Merger, the direct financing lease was unwound and the Pinnacle Master Lease qualified for operating lease treatment in its entirety. For further details refer to Note 8. The purchase price allocated to prepaid expenses and other assets represents the current and long-term portions of a director and officer liability insurance policy purchased from Pinnacle.

## 5. Real Estate Investments

Real estate investments, net, represent investments in 42 rental properties and the corporate headquarters building and is summarized as follows:

	December 31, 2018	December 31, 2017
	(in thousands)	
Land and improvements	\$ 2,552,475	\$ 2,057,928
Building and improvements	5,762,071	2,461,573
Total real estate investments	8,314,546	4,519,501
Less accumulated depreciation	(983,086)	(857,456)
Real estate investments, net	<u>\$ 7,331,460</u>	<u>\$ 3,662,045</u>

The increase in real estate investments was driven by the Penn-Pinnacle Merger, which resulted in the reclassification of the building assets under the Pinnacle Master Lease that were previously classified as an investment in direct financing lease on the Company's balance sheet to real estate investments and to a lesser extent the Tropicana Acquisition and the purchase of Plainridge Park. For further information on the Company's acquisitions see Note 4.

## 6. Land Rights

Land rights, net represent the Company's rights to land subject to long-term ground leases. The Company obtained ground lease rights through the acquisition of several of its rental properties and immediately subleased the land to its tenants. These land rights represent the below market value of the related ground leases. The Company assessed the acquired ground leases to determine if the lease terms were favorable or unfavorable, given market conditions at the acquisition date. Because the market rents to be received under the Company's triple-net tenant leases were greater than the rents to be paid under the acquired ground leases, the Company concluded that the ground leases were below market and were therefore required to be recorded as a definite lived asset (land rights) on its books.

The land rights are amortized over the individual lease term of each ground lease, including all renewal options, which ranged from 10 years to 92 years at their respective acquisition dates. Land rights net, consists of the following:

	December 31, 2018	December 31, 2017
	(in thousands)	
Land rights	\$ 700,997	\$ 656,666
Less accumulated amortization	(27,790)	(16,518)
Land rights, net	<u>\$ 673,207</u>	<u>\$ 640,148</u>

Amortization expense related to the ground leases is recorded within land rights and ground lease expense in the consolidated statements of income and totaled \$11.3 million, \$10.4 million and \$6.2 million for the years ended December 31, 2018, 2017 and 2016, respectively.

As of December 31, 2018, estimated future amortization expense related to the Company's ground leases by fiscal year is as follows (in thousands):

<u>Year ending December 31,</u>	
2019	\$ 12,359
2020	12,359
2021	12,359
2022	12,359
2023	12,359
Thereafter	611,412
Total	<u>\$ 673,207</u>

Details of the Company's significant ground leases are as follows: The Company leases land at the Belterra Casino Resort under two ground leases, each with an initial term of 5 years and nine automatic renewals of 5 years each. The renewal options extend the leases through 2049 and are not terminable by the Company. The first ground lease includes a base portion which is adjusted at each renewal based upon the CPI and a variable portion which is adjusted annually based upon 1.5% of gross gaming wins in excess of \$100 million. The second ground lease has a fixed rent provision only.

The Company leases land at the Ameristar East Chicago property under a ground lease with an initial term of 30 years and two optional renewals of 30 years each. The lease extends through 2086 with all renewals. Rent under the lease is adjusted every 3 years based upon the CPI and does not include a variable rent provision tied to the property's performance.

The Company leases land at the River City Hotel and Casino under a ground lease with a term of 99 years that extends through 2108. The lease includes a base portion which is fixed and a variable portion which is adjusted annually based upon 2.5% of the annual gross receipts of the property less fixed rent payments made in the same year.

The Company leases land at the L'Auberge Lakes Charles property under a ground lease with an initial term of 10 years and six optional renewals of 10 years each. The lease extends through 2075 with all renewals. Rent under the lease is adjusted annually based upon the CPI and does not include a variable rent provision tied to the property's performance.

The Company leases land at the Resorts Casino Tunica property under a ground lease with an initial term of 3 years and nine optional renewals of 5 years each. The lease extends through 2042 with all renewals. The lease has an annual fixed rent provision and does not include a variable rent provision tied to the property's performance.

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The Company leases land at the 1<sup>st</sup> Jackpot Casino under two ground leases. The first ground lease has an initial term of 6 years and nine optional renewals of 6 years each. The lease extends through 2054 with all renewals. Rent under this lease is adjusted annually based upon the CPI and does not include a variable rent provision tied to the property's performance. The second ground lease has an initial term of 10 years with ten optional renewals of 5 years each. The lease extends through 2055 with all renewals. The lease has an annual fixed rent provision and a variable portion which is adjusted annually based upon net gaming revenues of up to 4%, dependent on the property's operating results.

The Company leases land at the Belle of Baton Rouge property under two ground leases. The first ground lease has an initial term of 5 years and two automatic renewals of 5 years each. The lease extends through 2028 with the automatic renewals. Rent under this lease increases by 3% every 2 years and does not include a variable portion tied to the property's performance. The second ground lease has an initial term of 17 years, followed by one automatic 3-year renewal and eight optional renewals of 10 years each. The lease extends through 2083 with all renewals. Rent under this lease is adjusted every 5 years based upon the CPI and does not include a variable rent provision tied to the property's performance.

The Company leases land at the Tropicana Evansville Casino under a ground lease with an initial term of 10 years and two optional 5-year renewals, one optional 12-year renewal, one optional 3-year renewal, and five optional 5-year renewals. The lease extends through 2055 with all renewals. The lease agreement has an annual fixed rent provision, a portion of which was prepaid at the casino's opening and the tenant receives rental credits from the landlord extending through the end of the current term. Additionally, the lease contains a variable portion which is adjusted annually based upon the annual gross receipts of the property. Rent paid to the landlord under this provision is graduated and ranges from 2% to 12% of annual gross receipts dependent on the actual revenues of the property.

The Company leases land at the Trop Casino Greenville under three ground leases. The first ground lease has an initial term of 7 years and four optional renewals of varying lengths, which extend the lease through 2038. The lease has an annual fixed rent provision, which is adjusted at each renewal based upon the CPI and does not include a variable rent provision tied to the property's performance. The second ground lease has an initial term of 20 years and six optional renewals of 5 years each. The lease extends through 2044 with all renewals. The lease has an annual fixed rent provision and does not include a variable rent provision tied to the property's performance. The third ground lease has an initial term of 6 years with nine optional renewals of 6 years each. The lease extends through 2057 with all renewals. Rent under the lease is adjusted annually based upon the CPI, with minimum annual increases of 3.3% and does not include a variable rent provision tied to the property's performance.

## 7. Property and Equipment Used in Operations

Property and equipment used in operations, net, consists of the following and primarily represents the assets utilized at the TRS Properties

	December 31, 2018	December 31, 2017
	(in thousands)	
Land and improvements	\$ 30,431	\$ 30,276
Building and improvements	116,776	116,286
Furniture, fixtures, and equipment	117,247	114,972
Construction in progress	284	8
Total property and equipment	264,738	261,542
Less accumulated depreciation	(163,854)	(153,249)
Property and equipment, net	\$ 100,884	\$ 108,293

## 8. Receivables

### Mortgage Loans Receivable

At December 31, 2018, the Company has financial interests in two casino properties through secured mortgage loans to the respective casino owner-operators. On October 1, 2018, Eldorado purchased the real estate assets of Lumière Place Casino and Hotel from Tropicana for a cash purchase price of \$246.0 million, exclusive of transaction fees. Financing for the transaction was provided by the Company in the form of \$246.0 million secured mortgage loan on Lumière Place (the "Lumière Loan"). The Lumière Loan bears interest at a rate equal to approximately 9.00%. Until the one-year anniversary of the closing, the Lumière Loan will be secured by a first mortgage lien on Lumière Place. On the one-year anniversary of the

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Lumière Loan, the mortgage and the related deed of trust on the Lumière Place property will terminate and the loan will continue unsecured until its final maturity on the two-year anniversary of the closing. The parties anticipate that the Lumière Loan will be fully repaid on or prior to maturity by way of substitution of one or more additional Eldorado properties acceptable to Eldorado and the Company, which will be transferred to the Company and added to the Eldorado Master Lease.

On October 15, 2018, Boyd purchased the real estate assets of Belterra Park from Pinnacle for a cash purchase price of \$57.7 million, exclusive of transaction fees. Financing for the transaction was provided by the Company in the form of \$57.7 million secured mortgage loan on Belterra Park (the "Belterra Park Loan"). The Belterra Park Loan bears interest at a rate equal to 11.11% and matures in connection with the expiration of the Boyd Master Lease (as may be extended at the tenant's option to April 30, 2051).

#### Investment in Direct Financing Lease, Net

At the time of the original Pinnacle transaction, the fair value assigned to the land (inclusive of the land rights) at the time of acquisition qualified for operating lease treatment, while the fair value assigned to the buildings was classified as a direct financing lease. Under ASC 840, the accounting treatment for direct financing leases required the Company to record an investment in direct financing leases on its books at lease inception and subsequently recognize interest income and a reduction in the investment for the building portion of rent. This initial net investment was determined by aggregating the total future minimum lease payments attributable to the direct financing lease and the estimated residual value of the property, less unearned income. The interest income recorded under the direct financing lease was included in income from direct financing lease on the Company's consolidated statements of income and was recognized over the original 35-year lease term using the effective interest rate method which produced a constant periodic rate of return on the net investment in the leased property. Furthermore, as the net investment in direct financing lease included only future minimum lease payments, rent that was not fixed and determinable at the lease inception was excluded from the determination of the rent attributable to the leased assets and was therefore recorded as income from direct financing lease in the period earned. The unguaranteed residual value was the Company's estimate of what it could realize upon the sale of the property at the end of the lease term.

On October 15, 2018, in conjunction with the Penn-Pinnacle Merger, the Pinnacle Master Lease was amended via the fourth amendment to such lease to allow for the sale of the operating assets of Ameristar Casino Hotel Kansas City, Ameristar Casino Resort Spa St. Charles and Belterra Casino Resort from Pinnacle to Boyd. As a result of this amendment, the Company reassessed the lease's classification and determined the new lease agreement qualified for operating lease treatment under ASC 840. Therefore, subsequent to the Penn-Pinnacle Merger, the Amended Pinnacle Master Lease is treated as an operating lease in its entirety, the building assets previously recorded as an investment in direct financing lease on the Company's consolidated balance sheet were recorded as real estate assets on the Company's consolidated balance sheet and all rent received under the Amended Pinnacle Master Lease is recorded as rental income on the Company's consolidated statement of income.

At December 31, 2017, the Company's investment in direct financing lease, net, consisted of the following and represented the building assets initially acquired from Pinnacle:

	<b>December 31, 2017</b>
	<b>(in thousands)</b>
Minimum lease payments receivable	\$ 3,263,387
Unguaranteed residual value	689,811
Gross investment in direct financing lease	3,953,198
Less: unearned income	(1,315,559)
Investment in direct financing lease, net	<u>\$ 2,637,639</u>

#### Loan Receivable

In January 2014, the Company completed the asset acquisition of the real property associated with the Casino Queen in East St. Louis, Illinois for \$140.7 million. GLPI leases the property back to Casino Queen on a triple-net basis on terms similar to those in the Master Leases. The lease has an initial term of 15 years and the tenant has an option to renew it at the same terms and conditions for four successive five-year periods (the "Casino Queen Lease").

Simultaneously with the Casino Queen acquisition, GLPI also provided Casino Queen with a \$43.0 million, five-year term loan at 7% interest, prepayable at any time, which, together with the sale proceeds, completely refinanced and retired all

of Casino Queen's outstanding long-term debt obligations. On March 13, 2017, the outstanding principal and interest on this loan was repaid in full and GLPI simultaneously provided a new unsecured \$13.0 million, 5.5-year term loan to CQ Holding Company, Inc., an affiliate of Casino Queen, to partially finance their acquisition of Lady Luck Casino in Marquette, Iowa. The cash proceeds were net settled. The new loan bears an interest rate of 15% and is pre-payable at any time.

The Company evaluates loans for impairment when it is probable that it will not be able to collect all amounts due according to contractual terms. All amounts due under the contractual terms means that both contractual interest payments and contractual principal payments of a loan will be collected as scheduled in the loan agreement. Indicators of impairment may include delinquent payments, a decline in the credit worthiness of a debtor, or a decline in the underlying property/tenant's performance. The Company measures loan impairment based upon the present value of expected future cash flows discounted at the loan's original effective interest rate. The determination of whether loans are impaired involves judgments and assumptions based on objective and subjective factors. If an impairment occurs, the Company will reduce the carrying value of the loan and record a corresponding charge to net income.

On June 12, 2018, the Company received a Notice of Event of Default under the Senior Credit Agreement of CQ Holding Company from Citizens Bank, N.A. ("Citizens"), which reported a covenant default under their senior secured agreement. Under the terms of that agreement, when an event of default occurs, CQ Holding Company is prohibited from making cash payments to unsecured lenders such as GLPI. Therefore, the interest due from CQ Holding Company in June, September and December 2018 under the Company's unsecured loan was paid in kind in the amount of \$1.5 million. In addition to the covenant violation noted above under the senior credit agreement with Citizens, CQ Holding Company also had a payment default under their senior credit agreement with Citizens. Furthermore, the Company has notified Casino Queen of Events of Default under the Company's unsecured loan with CQ Holding Company, related to financial covenant violations during the year ended December 31, 2018.

During the fourth quarter of 2018, the Company became aware of Casino Queen's intent to sell its operations to a third-party gaming operator. At December 31, 2018, active negotiations for the sale of Casino Queen's operations were taking place. Despite the payment and covenant defaults noted above, at this time, full payment of the principal is still expected, due to the anticipation that the operations will be sold in the near term for an amount allowing for repayment of the full \$13.0 million of loan principal due to GLPI. However, the paid-in-kind interest due to the Company at December 31, 2018 is not expected to be collected, resulting in an impairment charge of \$1.5 million during the fourth quarter of 2018. The Company did not recognize the paid-in-kind interest income due to the Company for the quarter ended December 31, 2018 and took a charge for the previously recognized paid-in-kind interest income through the Company's consolidated statement of earnings as a reversal of the paid-in-kind interest income recognized earlier in the year. The Company cannot be 100% certain that the sale of Casino Queen's operations will come to fruition. The culmination of the actual transaction could result in further impairment charges for the Company. At December 31, 2018, the balance of the loan is \$13.0 million. The loan balance is recorded at carrying value which approximates fair value.

At December 31, 2018, all lease payments due from Casino Queen remain current and the Casino Queen Lease remains in compliance with all covenants.

## **9. Goodwill and Intangible Assets**

Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. The only goodwill of the Company is the goodwill recorded on the books of Hollywood Casino Baton Rouge, in connection with Penn's purchase of this entity prior to the Spin-Off. The original assets and liabilities of GLPI, including goodwill and intangible assets were recorded at their respective historical carrying values at the time of the Spin-Off in accordance with the provisions of ASC 505. There is no goodwill recorded on the Company's GLP Capital segment, which holds the Company's REIT operations.

Changes in the carrying amount of goodwill for the years ended December 31, 2018 and 2017 are as follows:

	<b>TRS Properties Business Segment</b>
	<b>(in thousands)</b>
Balance at December 31, 2016	\$ 75,521
Acquisitions	—
Impairment losses	—
Balance at December 31, 2017	\$ 75,521
Acquisitions	—
Impairment losses	(59,454)
Balance at December 31, 2018	\$ 16,067

During the year ended December 31, 2018, the Company recorded a goodwill impairment charge of \$59.5 million in connection with its operations at Hollywood Casino Baton Rouge. This charge was driven by general market deterioration in the Baton Rouge region and the smoking ban at all Baton Rouge, Louisiana casinos that went into effect during the second quarter of 2018, both of which significantly impacted the Company's forecasted cash flows for this reporting unit. Subsequent to conducting its impairment tests on other long-lived assets, including the gaming license described below, the Company performed Step 1 of the goodwill impairment test, which indicated a potential impairment. Step 1 of the goodwill impairment test involved the determination of the fair value of the Baton Rouge reporting unit and its comparison to the reporting unit's carrying amount. Using a discounted cash flow model, which relied on projected EBITDA to determine the reporting unit's future cash flows, the Company calculated a fair value that was less than the reporting unit's carrying value and proceeded to Step 2. In Step 2 of the goodwill impairment test, the Company performed a fair value allocation as if the reporting unit had been acquired in a business combination and assigned the fair value of the reporting unit calculated in Step 1 to all assets and liabilities of the reporting unit, including any unrecognized intangible assets. Any residual fair value was allocated to goodwill to arrive at the implied fair value of goodwill. After completing the Step 2 allocation, the Company determined the goodwill on its Baton Rouge reporting unit had an implied fair value of \$16.1 million and recorded the impairment charge of \$59.5 million during the fourth quarter of 2018.

In accordance with ASC 350, the Company considers its gaming license at the Hollywood Casino Perryville property an indefinite-lived intangible asset that does not require amortization based on the Company's future expectations to operate this casino indefinitely, as well as the gaming industry's historical experience in renewing these intangible assets at minimal cost with various state gaming commissions. Rather, the Company's gaming license is tested annually, or more frequently if indicators of impairment exist, for impairment by comparing the fair value of the recorded asset to its carrying amount. If the carrying amount of the indefinite-life intangible asset exceeds its fair value, an impairment loss is recognized. Hollywood Casino Perryville's gaming license will expire in September 2025, fifteen years from the casino's opening date. The Company expects to expense any costs related to the gaming license renewal as incurred. The Company conducted its annual impairment assessment of the gaming license on October 1, 2018 using the Greenfield Method which estimates the fair value of the gaming license assuming the Company built a casino with similar utility to that of the existing facility. This method also assumes a theoretical start-up company going into business without any assets other than the intangible asset being valued. Based upon these assumptions and the Company's current forecasted cash flows for this reporting unit, the gaming license was not impaired. At both December 31, 2018 and 2017, the gaming license had a carrying value of \$9.6 million.



## 10. Long-term Debt

Long-term debt, net of current maturities and unamortized debt issuance costs is as follows:

	December 31, 2018	December 31, 2017
(in thousands)		
Unsecured \$1,175 million revolver	\$ 402,000	\$ —
Unsecured term loan A	—	230,000
Unsecured term loan A-1	525,000	825,000
\$550 million 4.375% senior unsecured notes due November 2018	—	550,000
\$1,000 million 4.875% senior unsecured notes due November 2020	1,000,000	1,000,000
\$400 million 4.375% senior unsecured notes due April 2021	400,000	400,000
\$500 million 5.375% senior unsecured notes due November 2023	500,000	500,000
\$850 million 5.250% senior unsecured notes due June 2025	850,000	—
\$975 million 5.375% senior unsecured notes due April 2026	975,000	975,000
\$500 million 5.750% senior unsecured notes due June 2028	500,000	—
\$750 million 5.30% senior unsecured notes due January 2029	750,000	—
Capital lease	1,112	1,230
<b>Total long-term debt</b>	<b>5,903,112</b>	<b>4,481,230</b>
Less: unamortized debt issuance costs, bond premiums and original issuance discounts	(49,615)	(38,350)
<b>Total long-term debt, net of unamortized debt issuance costs, bond premiums and original issuance discounts</b>	<b>\$ 5,853,497</b>	<b>\$ 4,442,880</b>

The following is a schedule of future minimum repayments of long-term debt as of December 31, 2018 (in thousands):

2019	\$ 123
2020	1,000,129
2021	925,135
2022	142
2023	902,149
Over 5 years	3,075,434
<b>Total minimum payments</b>	<b>\$ 5,903,112</b>

### Senior Unsecured Credit Facility

The Company's senior unsecured credit facility (the "Credit Facility"), consists of a \$1,175 million revolving credit facility and a \$525 million Term Loan A-1 facility. On May 21, 2018, the Company entered into the second amendment to the Credit Facility, which increased the Company's revolving commitments to an aggregate principal amount of \$1,100 million, eliminated the Term Loan A facility, required the Company to repay a portion of the Term Loan A-1 facility and extended the maturity date of the revolving credit facility. On October 10, 2018, the Company entered into the third amendment to the Credit Facility, which further increased the Company's revolving commitments to an aggregate principal amount of \$1,175 million. The revolving credit facility matures on May 21, 2023 and the Term Loan A-1 facility matures on April 28, 2021.

The Company recorded a loss on the early extinguishment of debt, related to the second amendment to the Credit Facility, of approximately \$1.0 million for the proportional amount of unamortized debt issuance costs associated with the extinguished Term Loan A facility and related to the banks that are no longer participating in the Credit Facility.

At December 31, 2018, the Credit Facility had a gross outstanding balance of \$927 million. Additionally, at December 31, 2018, the Company was contingently obligated under letters of credit issued pursuant to the Credit Facility with face amounts aggregating approximately \$0.4 million, resulting in \$772.6 million of available borrowing capacity under the revolving credit facility as of December 31, 2018.

The interest rates payable on the loans are, at the Company's option, equal to either a LIBOR rate or a base rate plus an applicable margin, which ranges from 1.0% to 2.0% per annum for LIBOR loans and 0.0% to 1.0% per annum for base rate

loans, in each case, depending on the credit ratings assigned to the Credit Facility. At December 31, 2018, the applicable margin was 1.50% for LIBOR loans and 0.50% for base rate loans. In addition, the Company is required to pay a commitment fee on the unused portion of the commitments under the revolving facility at a rate that ranges from 0.15% to 0.35% per annum, depending on the credit ratings assigned to the Credit Facility. At December 31, 2018, the commitment fee rate was 0.25%. The Company is not required to repay any loans under the Credit Facility prior to maturity on May 21, 2023 and may prepay all or any portion of the loans under the Credit Facility prior to maturity without premium or penalty, subject to reimbursement of any LIBOR breakage costs of the lenders. The Company's wholly owned subsidiary, GLP Capital is the primary obligor under the Credit Facility, which is guaranteed by GLPI.

The Credit Facility contains customary covenants that, among other things, restrict, subject to certain exceptions, the ability of GLPI and its subsidiaries to grant liens on their assets, incur indebtedness, sell assets, make investments, engage in acquisitions, mergers or consolidations or pay certain dividends and other restricted payments. The Credit Facility contains the following financial covenants, which are measured quarterly on a trailing four-quarter basis: a maximum total debt to total asset value ratio, a maximum senior secured debt to total asset value ratio, a maximum ratio of certain recourse debt to unencumbered asset value and a minimum fixed charge coverage ratio. In addition, GLPI is required to maintain a minimum tangible net worth and its status as a REIT on and after the effective date of its election to be treated as a REIT, which the Company elected on its 2014 U.S. federal income tax return. GLPI is permitted to pay dividends to its shareholders as may be required in order to maintain REIT status, subject to the absence of payment or bankruptcy defaults. GLPI is also permitted to make other dividends and distributions subject to pro forma compliance with the financial covenants and the absence of defaults. The Credit Facility also contains certain customary affirmative covenants and events of default, including the occurrence of a change of control and termination of the Penn Master Lease (subject to certain replacement rights). The occurrence and continuance of an event of default under the Credit Facility will enable the lenders under the Credit Facility to accelerate the loans and terminate the commitments thereunder. At December 31, 2018, the Company was in compliance with all required financial covenants under the Credit Facility.

### Senior Unsecured Notes

At December 31, 2018, the Company had an outstanding balance of \$4,975 million of senior unsecured notes consisting of the following:

On September 26, 2018, the Company issued \$750 million of 5.30% senior unsecured notes maturing on January 15, 2029 at an issue price equal to 99.985% of the principal amount and \$350 million of 5.25% senior unsecured notes maturing on June 1, 2025 at an issue price equal to 102.148% of the principal amount (the "New 2025 Notes"). The New 2025 Notes will become part of the same series as, and are expected to be fungible with, the Company's previously issued 5.25% senior notes due 2025, \$500 million aggregate principal amount of which were originally issued on May 21, 2018 (the "Initial 2025 Notes"). Interest on the notes maturing in 2025 is payable semi-annually on June 1 and December 1 of each year, commencing on December 1, 2018 and is deemed to accrue from May 21, 2018, the issuance date of the Initial 2025 Notes. Interest on the notes maturing in 2029 is payable semi-annually on January 15 and July 15 of each year, commencing on January 15, 2019. The net proceeds from the sale of the New 2025 Notes and the notes maturing in 2029, together with funds available under the revolving credit facility were used in October 2018 to (i) finance GLPI's acquisition of the real property assets of Plainridge Park Casino from Penn and its issuance of a secured mortgage loan to Boyd in connection with Boyd's acquisition of the real property assets of Belterra Park Gaming & Entertainment Center, (ii) finance GLPI's acquisition of substantially all the real property assets of five gaming facilities owned by Tropicana and its issuance of a mortgage loan to Eldorado in connection with Eldorado's acquisition of substantially all the real property assets of Lumière Place, and (iii) pay the estimated transaction fees and expenses associated with the transactions.

On May 21, 2018, the Company completed a cash tender offer (the "Tender Offer") to purchase any and all of the outstanding \$550 million aggregate principal of its 4.375% senior unsecured notes due 2018. The Company received tenders from the holders of approximately \$393.5 million in aggregate principal of these notes, or approximately 72%, in connection with the Tender Offer at a price of 100.396% of the unpaid principal amount plus accrued and unpaid interest through the settlement date. The Company recorded a loss on the early extinguishment of debt, related to the Tender Offer of approximately \$2.5 million for the proportional amount of unamortized debt issuance costs associated with the tendered notes and the difference between the reacquisition price of the tendered notes and their net carrying value. On August 16, 2018, the Company redeemed the remaining notes for 100% of the principal amount and accrued and unpaid interest to, but not including the redemption date.

Also on May 21, 2018, the Company issued \$500 million of 5.25% senior unsecured notes maturing on June 1, 2025 and \$500 million of 5.75% senior unsecured notes maturing on June 1, 2028. Interest is payable semi-annually on June 1 and December 1 of each year, commencing on December 1, 2018. The net proceeds from the sale of these notes were used (i) to

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prepay and extinguish the outstanding borrowings under the Term Loan A facility under the Credit Facility and to repay a portion of the outstanding borrowings under the Term Loan A-1 facility, (ii) to finance the tender offer of the 2018 Notes, (iii) to redeem the remaining 2018 Notes and (iv) to pay fees and expenses to amend the Company's Credit Facility, as described above.

On April 28, 2016, in connection with the acquisition of Pinnacle, the Company issued \$400 million of 4.375% senior unsecured notes maturing on April 15, 2021 and \$975 million of 5.375% senior unsecured notes maturing on April 15, 2026. Interest on these notes is payable semi-annually on April 15 and October 15 of each year. The net proceeds from the sale of these notes were used (i) to finance the repayment, redemption and/or discharge of certain Pinnacle debt obligations that the Company assumed in the Pinnacle Merger, (ii) to pay transaction-related fees and expenses related to the Pinnacle Merger and (iii) for general corporate purposes.

On October 30 and 31, 2013, the Company issued \$2,050 million aggregate principal amount of senior unsecured notes: \$550 million of 4.375% senior unsecured notes that matured in 2018; \$1,000 million of 4.875% senior unsecured notes maturing on November 1, 2020; and \$500 million of 5.375% senior unsecured notes maturing on November 1, 2023. Interest on these notes is payable semi-annually on May 1 and November 1 of each year. The net proceeds from the sale of these notes, together with borrowings under the Credit Facility were used (i) to make distributions directly and indirectly to Penn in partial exchange for the contributions of real property assets by Penn and CRC Holdings, Inc., a Penn subsidiary, to the Company in connection with the Spin-Off, (ii) to pay related fees and expenses, (iii) to partially repay amounts funded under the revolving credit facility and (iv) to fund future earnings and profits distributions and for working capital purposes.

The Company may redeem the senior unsecured notes, collectively, the "Notes" of any series at any time, and from time to time, at a redemption price of 100% of the principal amount of the Notes redeemed, plus a "make-whole" redemption premium described in the indenture governing the Notes, together with accrued and unpaid interest to, but not including, the redemption date, except that if Notes of a series are redeemed 90 or fewer days prior to their maturity, the redemption price will be 100% of the principal amount of the Notes redeemed, together with accrued and unpaid interest to, but not including, the redemption date. If GLPI experiences a change of control accompanied by a decline in the credit rating of the Notes of a particular series, the Company will be required to give holders of the Notes of such series the opportunity to sell their Notes of such series at a price equal to 101% of the principal amount of the Notes of such series, together with accrued and unpaid interest to, but not including, the repurchase date. The Notes also are subject to mandatory redemption requirements imposed by gaming laws and regulations.

The Notes were issued by GLP Capital, L.P. and GLP Financing II, Inc. (the "Issuers"), two wholly-owned subsidiaries of GLPI, and are guaranteed on a senior unsecured basis by GLPI. The guarantees of GLPI are full and unconditional. The Notes are the Issuers' senior unsecured obligations and rank *pari passu* in right of payment with all of the Issuers' senior indebtedness, including the Credit Facility, and senior in right of payment to all of the Issuers' subordinated indebtedness, without giving effect to collateral arrangements. See Note 19 for additional financial information on the parent guarantor and subsidiary issuers of the Notes.

The Notes contain covenants limiting the Company's ability to: incur additional debt and use its assets to secure debt; merge or consolidate with another company; and make certain amendments to the Penn Master Lease. The Notes also require the Company to maintain a specified ratio of unencumbered assets to unsecured debt. These covenants are subject to a number of important and significant limitations, qualifications and exceptions.

At December 31, 2018, the Company was in compliance with all required financial covenants under the Notes.

### **Capital Lease**

The Company assumed the capital lease obligation related to certain assets at its Aurora, Illinois property. GLPI recorded the asset and liability associated with the capital lease on its balance sheet. The original term of the capital lease was 30 years and it will terminate in 2026.

## 11. Commitments and Contingencies

### Separation and Distribution Agreements

Pursuant to a Separation and Distribution Agreement between Penn and GLPI, any liability arising from or relating to legal proceedings involving the businesses and operations of Penn's real property holdings prior to the Spin-Off (other than any liability arising from or relating to legal proceedings where the dispute arises from the operation or ownership of the TRS Properties) will be retained by Penn, and Penn will indemnify GLPI (and its subsidiaries, directors, officers, employees and agents and certain other related parties) against any losses it may incur arising from or relating to such legal proceedings. Similarly, pursuant to a Separation and Distribution Agreement between Pinnacle's operating company and GLPI (as successor to Pinnacle Entertainment), any liability arising from or relating to legal proceedings involving the business and operations of Pinnacle's real property holdings prior to the Pinnacle Merger will be retained by Pinnacle, and Pinnacle will indemnify GLPI (and its subsidiaries, directors, officers, employees and agents and certain other related parties) against any losses it may incur arising from or relating to such legal proceedings. Effective October 15, 2018, Penn assumed all obligations of Pinnacle as pursuant to a merger of Pinnacle with and into a subsidiary of Penn. There can be no assurance that Penn will be able to fully satisfy these indemnification obligations. Moreover, even if the Company ultimately succeeds in recovering from Penn any amounts for which the Company is liable, it may be temporarily required to bear those losses.

### Litigation

The Company is subject to various legal and administrative proceedings relating to personal injuries, employment matters, commercial transactions, and other matters arising in the normal course of business. The Company does not believe that the final outcome of these matters will have a material adverse effect on the Company's consolidated financial position or results of operations. In addition, the Company maintains what it believes is adequate insurance coverage to further mitigate the risks of such proceedings. However, such proceedings can be costly, time consuming, and unpredictable and, therefore, no assurance can be given that the final outcome of such proceedings may not materially impact the Company's financial condition or results of operations. Further, no assurance can be given that the amount or scope of existing insurance coverage will be sufficient to cover losses arising from such matters.

### Operating Lease Commitments

As part of the Spin-Off, Penn assigned to GLPI various leases for the land and buildings acquired in connection with the Spin-Off. The lease agreements contain base lease payments and, in some instances, a percentage rent based on a percent of adjusted gaming wins, as described in the respective leases. The portion of the rent that is fixed and determinable is included in the schedule below as a future commitment, while the portion of the rent that is variable is excluded from future commitments as the amounts are not fixed and determinable at December 31, 2018 and therefore considered contingent rent. The following is a description of the more significant lease contracts assigned to GLPI at the Spin-Off:

The Company leases land at the Boomtown Casino Biloxi under two ground leases. The first ground lease has a term of 99 years. The annual rental payments under the first ground lease are increased every 5 years by 15%. The second ground lease has an initial term of 10 years and is automatically extended for additional 10-year terms unless notice is provided to the landlord within 180 days of the current term's end date. The annual rental payments under the second ground lease are increased every 5 years by 4%. Neither of the leases include a variable rent provision tied to the property's performance.

The Company has an operating lease for the land utilized in connection with the operations of Hollywood Casino Tunica in Tunica, Mississippi. The lease has a five-year initial term and nine five-year renewals at the tenant's option. The lease agreement has an annual fixed rent provision, as well as an annual revenue-sharing provision, which is equal to the result obtained by subtracting the fixed rent provision from 4% of gross revenues.

The Company has an operating lease with the City of Bangor for the land utilized in connection with the operations of Hollywood Casino Bangor. Rent under the lease is adjusted every 5 years based upon the CPI and does not include a variable rent provision tied to the property's performance. The initial term of the lease is 15 years, with three ten-year renewal options.

The Company leases land at the Argosy Casino Alton under a ground lease with a 30-year initial term and two optional renewals of 10 years each. The lease agreement contains a fixed rent provision and does not include a variable portion tied to the property's performance.

The Company leases land at Hollywood Casino Aurora under a ground lease with a 49-year initial term and five optional renewals of 10 years each. The lease agreement contains a fixed rent provision which is adjusted annually based upon the CPI and does not include a variable rent provision tied to the property's performance.

The Company also obtained ground lease rights through the acquisition of several of its rental properties and immediately subleased the land to its tenants. The Company records revenue for the ground lease rent paid by its tenants with an offsetting expense in land rights and ground lease expense within the consolidated statements of income as the Company has concluded that as the lessee it is the primary obligor under these ground leases. However, the Company subleases these ground leases back to its tenants, who are responsible for payment directly to the landlord. The portion of the ground lease rent that is fixed and determinable is included in the schedule below as a future commitment, while the portion of the ground lease rent that is variable is excluded from future commitments as the amounts are not fixed and determinable at December 31, 2018 and therefore considered contingent rent. Details of the acquired ground leases are below:

During October 2018, the Company acquired the real estate assets of five properties from Tropicana, including the rights to land subject to long-term ground leases. The Company assumed six ground leases related to the acquired Tropicana Properties and immediately subleased the land to Eldorado, who is responsible for payment directly to the landlord. For those ground leases with optional renewal terms extending beyond the 15-year lease term of the Eldorado Master Lease, the Company has included only the renewals that align most closely to the 2033 termination date of the Eldorado Master Lease in the schedule below, as it cannot be reasonably assured it will renew ground leases for land subleased to Eldorado beyond the term of the Eldorado Master Lease. The following is a description of the lease contracts assumed from the acquisition of the Tropicana Properties:

The Company leases land at the Belle of Baton Rouge property under two ground leases. The first ground lease has an initial term of 5 years and two automatic renewals of 5 years each. The lease extends through 2028 with the automatic renewals. Rent under this lease increases by 3% every 2 years and does not include a variable portion tied to the property's performance. The second ground lease has an initial term of 17 years, followed by one automatic 3-year renewal and eight optional renewals of 10 years each. The lease extends through 2083 with all renewals. Rent under this lease is adjusted every 5 years based upon the CPI and does not include a variable rent provision tied to the property's performance.

The Company leases land at the Tropicana Evansville Casino under a ground lease with an initial term of 10 years and two optional 5-year renewals, one optional 12-year renewal, one optional 3-year renewal, and five optional 5-year renewals. The lease extends through 2055 with all renewals. The lease agreement has an annual fixed rent provision, a portion of which was prepaid at the casino's opening and the tenant receives rental credits from the landlord extending through the end of the current term. Additionally, the lease contains a variable portion which is adjusted annually based upon the annual gross receipts of the property. Rent paid to the landlord under this provision is graduated and ranges from 2% to 12% of annual gross receipts dependent on the actual revenues of the property.

The Company leases land at the Trop Casino Greenville under three ground leases. The first ground lease has an initial term of 7 years and four optional renewals of varying lengths, which extend the lease through 2038. The lease has an annual fixed rent provision, which is adjusted at each renewal based upon the CPI and does not include a variable rent provision tied to the property's performance. The second ground lease has an initial term of 20 years and six optional renewals of 5 years each. The lease extends through 2044 with all renewals. The lease has an annual fixed rent provision and does not include a variable rent provision tied to the property's performance. The third ground lease has an initial term of 6 years with nine optional renewals of 6 years each. The lease extends through 2057 with all renewals. Rent under the lease is adjusted annually based upon the CPI, with minimum annual increases of 3.3% and does not include a variable rent provision tied to the property's performance.

During May 2017, the Company acquired the real estate assets of the Tunica Properties, including the rights to land subject to long-term ground leases. The Company assumed three ground leases related to the acquired Tunica Properties and immediately subleased the land to Penn, who is responsible for payment directly to the landlord. For those ground leases with optional renewal terms extending beyond the 35-year lease term of the Penn Master Lease, the Company has included only the renewals that align most closely to the 2048 termination date of the Penn Master Lease in the schedule below, as it cannot be reasonably assured it will renew ground leases for land subleased to Penn beyond the term of the Penn Master Lease. The following is a description of the lease contracts assumed from the acquisition of the Tunica Properties:

The Company leases land at the Resorts Casino Tunica property under a ground lease with an initial term of 3 years and nine optional renewals of 5 years each. The lease extends through 2042 with all renewals. The lease has an annual fixed rent provision and does not include a variable portion.

The Company leases land at the 1<sup>st</sup> Jackpot Casino under two ground leases. The first ground lease has an initial term of 6 years and nine optional renewals of 6 years each. The lease extends through 2054 with all renewals. Rent under this lease is adjusted annually based upon the CPI and does not include a variable portion. The second lease has an initial term of 10 years with ten optional renewals of 5 years each. The lease extends through 2055 with all renewals. The lease has an annual

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fixed rent provision and a variable portion which is adjusted annually based upon net gaming revenues of up to 4%, dependent on the property's operating results.

During April 2016, the Company acquired the majority of the real estate assets of Pinnacle, including the rights to land subject to long-term ground leases. The Company assumed ground leases at several of the acquired Pinnacle properties and immediately subleased the land back to Pinnacle. Subsequent to the Penn-Pinnacle Merger in October 2018, Penn assumed the ground leases at the Ameristar East Chicago, River City Hotel and Casino and L'Auberge Lakes Charles properties and Boyd assumed the ground leases at the Belterra Casino Resort property. Penn and Boyd are responsible for payment directly to the respective landlords at these properties. For those ground leases with optional renewal terms extending beyond the 10-year lease term of the Amended Pinnacle Master Lease and the Boyd Master Lease, the Company has included only the renewals that align most closely to the 2026 termination date of the Amended Pinnacle Master Lease and the Boyd Master Lease in the schedule below, as it cannot be reasonably assured it will renew ground leases for land subleased to Penn and Boyd beyond the terms of the Amended Pinnacle Master Lease and the Boyd Master Lease. The following is a description of the significant lease contracts originally assumed from Pinnacle:

The Company leases land at the Belterra Casino Resort under two ground leases, each with an initial term of 5 years and nine automatic renewals of 5 years each. The renewal options extend the leases through 2049 and are not terminable by the Company. The first ground lease includes a base portion which is adjusted at each renewal based upon the CPI and a variable portion which is adjusted annually based upon 1.5% of gross gaming wins in excess of \$100 million. The second ground lease has a fixed rent provision only.

The Company leases land at the Ameristar East Chicago property under a ground lease with an initial term of 30 years and two optional renewals of 30 years each. The lease extends through 2086 with all renewals. Rent under the lease is adjusted every 3 years based upon the CPI and does not include a variable rent provision tied to the property's performance.

The Company leases land at the River City Hotel and Casino under a ground lease with a term of 99 years that extends through 2108. The lease includes a base portion which is fixed and a variable portion which is adjusted annually based upon 2.5% of the annual gross receipts of the property less fixed rent payments made in the same year.

The Company leases land at the L'Auberge Lakes Charles property under a ground lease with an initial term of 10 years and six optional renewals of 10 years each. The lease extends through 2075 with all renewals. Rent under the lease is adjusted annually based upon the CPI and does not include a variable rent provision tied to the property's performance.

In addition, the Company is liable under numerous operating leases for equipment and other miscellaneous assets, which expire at various dates through 2023.

Total rental expense under these agreements was \$18.9 million, \$15.8 million and \$11.0 million for the years ended December 31, 2018, 2017 and 2016. This includes rent expense under the leases assigned to the Company at Spin-Off, leases for equipment and miscellaneous assets and the fixed and variable rent under the ground leases discussed above.

The future minimum lease commitments, as of inception of the lease, relating to noncancelable operating leases at December 31, 2018 are as follows (in thousands):

<u>Year ending December 31,</u> <sup>(1)</sup>		
2019	\$	15,519
2020		15,159
2021		15,042
2022		15,026
2023		15,005
Thereafter		541,135
Total	\$	<u>616,886</u>

<sup>(1)</sup> The above table excludes contingent rent in accordance with ASC 840.

## Employee Benefit Plans

The Company maintains a defined contribution plan under the provisions of Section 401(k) of the Internal Revenue Code of 1986, as amended, which covers all eligible employees. The plan enables participating employees to defer a portion of their salary and/or their annual bonus in a retirement fund to be administered by the Company. The Company makes a discretionary match contribution of 50% of employees' elective salary deferrals, up to a maximum of 6% of eligible employee compensation. The matching contributions for the defined contribution plan were \$0.3 million for each of the years ended December 31, 2018, 2017 and 2016.

The Company maintains a non-qualified deferred compensation plan that covers most management and other highly-compensated employees. The plan allows the participants to defer, on a pre-tax basis, a portion of their base annual salary and/or their annual bonus, and earn tax-deferred earnings on these deferrals. The plan also provides for matching Company contributions that vest over a five-year period. The Company has established a Trust, and transfers to the Trust, on a periodic basis, an amount necessary to provide for its respective future liabilities with respect to participant deferral and Company contribution amounts. The Company's matching contributions for the non-qualified deferred compensation plan for the years ended December 31, 2018, 2017 and 2016 were \$0.7 million, \$0.6 million and \$0.7 million, respectively. The Company's deferred compensation liability, which was included in other liabilities within the consolidated balance sheet, was \$22.8 million and \$22.7 million at December 31, 2018 and 2017, respectively. Assets held in the Trust were \$22.7 million and \$22.6 million at December 31, 2018 and 2017, respectively, and are included in other assets within the consolidated balance sheet.

## Labor Agreements

Some of Hollywood Casino Perryville's employees are currently represented by labor unions. The Seafarers Entertainment and Allied Trade Union represents 145 of Hollywood Casino Perryville's employees under an agreement that expires in February 2020. Additionally, Local No. 27 United Food and Commercial Workers and United Industrial Service Transportation Professional and Government Workers of North America represent certain employees under collective bargaining agreements that expire in 2020, neither of which represents more than 50 of Hollywood Casino Perryville's employees. If the Company fails to renew or modify existing agreements on satisfactory terms, this failure could have a material adverse effect on Hollywood Casino Perryville's business, financial condition and results of operations. There can be no assurance that Hollywood Casino Perryville will be able to maintain these agreements.

## 12. Revenue Recognition

As of December 31, 2018, 20 of the Company's real estate investment properties were leased to a subsidiary of Penn under the Penn Master Lease, an additional 12 of the Company's real estate investment properties were leased to a subsidiary of Penn under the Amended Pinnacle Master Lease, 5 of the Company's real estate investment properties were leased to a subsidiary of Eldorado under the Eldorado Master Lease and 3 of the Company's real estate investment properties were leased to a subsidiary of Boyd under the Boyd Master Lease. Additionally, the Meadows real estate assets are leased to Penn under a single property triple-net lease and the Casino Queen real estate assets are leased back to the operator under an additional single property triple-net lease.

The obligations under the Penn and Amended Pinnacle Master Leases are guaranteed by Penn and by most of Penn's subsidiaries that occupy and operate the facilities leased under these master leases. A default by Penn or its subsidiaries with regard to any facility under the Penn Master Lease will cause a default with regard to the Penn Master Lease and a default by Penn or its subsidiaries with regard to any facility under the Amended Pinnacle Master Lease will cause a default with regard to the Amended Pinnacle Master Lease. The obligations under the Eldorado Master Lease are guaranteed by Eldorado and by most of Eldorado's subsidiaries that occupy and operate the facilities leased under the Eldorado Master Lease. A default by Eldorado or its subsidiaries with regard to any facility under the Eldorado Master Lease will cause a default with regard to the Eldorado Master Lease. The obligations under the Boyd Master Leases are guaranteed by most of Boyd's subsidiaries that occupy and operate the facilities leased under the Boyd Master Lease. A default by Boyd or its subsidiaries with regard to any facility under the Boyd Master Lease will cause a default with regard to the Boyd Master Lease.

The rent structure under the Penn Master Lease includes a fixed component, a portion of which is subject to an annual 2% escalator if certain rent coverage ratio thresholds are met, and a component that is based on the performance of the facilities, which is adjusted, subject to certain floors (i) every five years to an amount equal to 4% of the average net revenues of all facilities under the Penn Master Lease (other than Hollywood Casino Columbus and Hollywood Casino Toledo) during the preceding five years, and (ii) monthly by an amount equal to 20% of the net revenues of Hollywood Casino Columbus and Hollywood Casino Toledo during the preceding month.

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Similar to the Penn Master Lease, the Amended Pinnacle Master Lease also includes a fixed component, a portion of which is subject to an annual 2% escalator if certain rent coverage ratio thresholds are met and a component that is based on the performance of the facilities, which is adjusted, subject to certain floors every two years to an amount equal to 4% of the average annual net revenues of all facilities under the Amended Pinnacle Master Lease during the preceding two years.

The Eldorado Master Lease includes a fixed component, a portion of which is subject to an annual 2% escalator if certain rent coverage ratio thresholds are met and a component that is based on the performance of the facilities, which is adjusted, subject to certain floors every two years to an amount equal to 4% of the average annual net revenues of all facilities under the Eldorado Master Lease during the preceding two years.

The Boyd Master Lease includes a fixed component, a portion of which is subject to an annual 2% escalator if certain rent coverage ratio thresholds are met, and a component that is based on the performance of the facilities, which is adjusted, subject to certain floors every two years to an amount equal to 4% of the average annual net revenues of all facilities under the Boyd Master Lease during the preceding two years.

The Meadows Lease contains a fixed component, subject to annual escalators, and a component that is based on the performance of the facility, which is reset every two years to a fixed amount determined by multiplying (i) 4% by (ii) the average annual net revenues of the facility for the trailing two-year period. The Meadows Lease contains an annual escalator provision for up to 5% of the base rent, if certain rent coverage ratio thresholds are met, which remains at 5% until the earlier of ten years or the year in which total rent is \$31.0 million, at which point the escalator will be reduced to 2% annually thereafter.

The rent structure under the Casino Queen Lease also includes a fixed component, a portion of which is subject to an annual 2% escalator if certain rent coverage ratio thresholds are met, and a component that is based on the performance of the facility, which is reset every five years to a fixed amount equal to the greater of (i) the annual amount of non-fixed rent applicable for the lease year immediately preceding such rent reset year and (ii) an amount equal to 4% of the average annual net revenues of the facility for the trailing five year period.

In addition to rent, as triple-net lessees, all of the Company's tenants are required to pay the following executory costs: (1) all facility maintenance, (2) all insurance required in connection with the leased properties and the business conducted on the leased properties, including coverage of the landlord's interests, (3) taxes levied on or with respect to the leased properties (other than taxes on the income of the lessor) and (4) all utilities and other services necessary or appropriate for the leased properties and the business conducted on the leased properties.

The Company determined, based on facts and circumstances prevailing at the time of each lease's inception, that neither Penn nor Casino Queen could continue as a going concern without the property(ies) that are leased to it under the respective master lease agreement (in the instance of Penn) and single property lease (in the instance of Casino Queen) with the Company. At lease inception, all of Casino Queen's revenues and substantially all of Penn's revenues were generated from operations in connection with the leased properties. There are also various legal restrictions in the jurisdictions in which Penn, and Casino Queen operate that limit the availability and location of gaming facilities, which makes relocation or replacement of the leased gaming facilities restrictive and potentially impracticable or unavailable. Moreover, under the terms of the master lease, Penn must make renewal elections with respect to all of the leased property together; the tenant is not entitled to selectively renew certain of the leased property while not renewing other property. Accordingly, the Company concluded that failure by Penn or Casino Queen to renew the lease would impose a significant penalty on such tenant such that renewal of all lease renewal options appears at lease inception to be reasonably assured. Therefore, the Company concluded that the term of Penn Master Lease and the Casino Queen Lease is 35 years, equal to the initial 15-year term plus all four of the 5-year renewal options.

As discussed in Note 4, on October 15, 2018, in conjunction with the Penn-Pinnacle Merger, the Pinnacle Master Lease was amended via the fourth amendment to such lease to allow for the sale of the operating assets of Ameristar Casino Hotel Kansas City, Ameristar Casino Resort Spa St. Charles and Belterra Casino Resort from Pinnacle to Boyd. As a result of this amendment, the Company reassessed the lease's classification and determined the new lease agreement qualified for operating lease treatment under ASC 840. Therefore, subsequent to the Penn-Pinnacle Merger, the Amended Pinnacle Master Lease is treated as an operating lease in its entirety. Because the properties under the Amended Pinnacle Master Lease, do not represent a meaningful portion of Penn's business at the time Penn assumed the lease, the Company has concluded that lease term of the Amended Pinnacle Master Lease is 10 years, equal to the initial 10-year term only.

Also as described in Note 4, subsequent to purchasing the majority of Pinnacle's real estate assets and leasing them back to Pinnacle, the Company entered into a separate triple-net lease with Pinnacle to lease the Meadows real estate assets to



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Pinnacle. Because this lease involved only a single property within Pinnacle's portfolio, GLPI concluded it was not reasonably assured at lease inception that Pinnacle would elect to exercise all lease renewal options. Therefore, the Company concluded that the lease term of the Meadows Lease is 10 years, equal to the initial 10-year term only. In conjunction with the Penn-Pinnacle Merger, Penn assumed the Meadows Lease. The accounting for the Meadows Lease, including the lease term was not impacted by the change in tenant. Based upon similar fact patterns, the Company concluded it was not reasonably assured at lease inception that Eldorado or Boyd would elect to exercise all lease renewal options under their respective master leases. The properties under both master leases do not represent a significant portion of either tenant's business at lease inception; therefore the Company has concluded that the lease term of the Eldorado Master Lease is 15 years and the lease term of the Boyd Master Lease is 10 years, equal to the initial terms of such master leases only.

As of December 31, 2018, the future minimum rental income from the Company's properties under non-cancelable operating leases, including any reasonably assured rental periods, was as follows (in thousands):

<b>Year ending December 31,</b>	<b>Future Rental Payments Receivable</b>	<b>Straight-Line Rent Adjustments</b>	<b>Future Base Ground Rents Receivable</b>	<b>Future Income to be Recognized Related to Operating Leases</b>
2019	\$ 959,797	\$ (34,574)	\$ 13,403	\$ 938,626
2020	920,129	(2,567)	13,408	930,970
2021	854,210	21,786	13,414	889,410
2022	854,210	21,786	13,420	889,416
2023	854,210	21,786	13,425	889,421
Thereafter	11,146,434	265,694	471,598	11,883,726
<b>Total</b>	<b>\$ 15,588,990</b>	<b>\$ 293,911</b>	<b>\$ 538,668</b>	<b>\$ 16,421,569</b>

The table above presents the cash rent the Company expects to receive from its tenants, offset by adjustments to recognize this rent on a straight-line basis over the lease term. The Company also includes the future non-cash revenue it expects to recognize from the fixed portion of tenant paid ground leases in the table above. For further details on these tenant paid ground leases, refer to Note 11.

For the years ended December 31, 2018, 2017 and 2016, GLPI recognized \$48.9 million, \$46.8 million and \$43.8 million, respectively, in contingent rental income from Hollywood Casino Columbus and Hollywood Casino Toledo related to clause (ii) in the paragraph above. The expected future minimum rental income from these properties, as well as any anticipated future rent based on the performance of the Company's leased facilities that resets after a certain passage of time are excluded from the table above as they are considered contingent rental income under ASC 840. Any anticipated future rent escalations are also excluded from the table above.

The Company has financial interests in two casino properties through secured mortgage loans to the respective casino owner-operators. Interest income related to mortgage loans receivable is recorded as revenue from mortgaged real estate within the Company's consolidated statements of income in the period earned. During the year ended December 31, 2018, the Company recognized interest income from these loans of \$6.9 million.

Gaming revenue generated by the TRS Properties mainly consists of revenue from slot machines, and to a lesser extent, table game and poker revenue. Gaming revenue from slot machines is the aggregate net difference between gaming wins and losses with liabilities recognized for funds deposited by customers before gaming play occurs, for "ticket-in, ticket-out" coupons in the customers' possession, and for accruals related to the anticipated payout of progressive jackpots. Progressive slot machines, which contain base jackpots that increase at a progressive rate based on the number of coins played, are charged to revenue as the amount of the jackpots increases. Table game gaming revenue is the aggregate of table drop adjusted for the change in aggregate table chip inventory. Table drop is the total dollar amount of the currency, coins, chips, tokens, outstanding counter checks (markers), and front money that are removed from the live gaming tables. Additionally, food and beverage revenue is recognized as services are performed.

On January 1, 2018, the Company adopted ASU 2014-09, which altered the recognition of revenue at the TRS Properties related to the customer loyalty programs. Specifically, the recognition of revenue associated with these points-based programs was impacted by eliminating the current accrual for the cost of the points awarded at the time of play and instead deferring the portion of the revenue received from the customer at the time of play and attributed to the awarded points until a later period when such points are redeemed or forfeited. The revenue deferral is calculated by allocating a portion of the transaction price to the points based upon their retail value. Under the former guidance, the cost of the points was recorded as an operating expense through the gaming, food, beverage and other expense line item of the Company's consolidated statement of income. Under ASU 2014-09, promotional allowances representing the retail value of food, beverages and other services

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furnished to guests without charge are no longer presented as a separate line item on the consolidated statements of income, rather they are presented on a net basis within gaming, food, beverage and other revenue. This change has no impact to total revenues and is for presentation purposes only. The impact of adopting ASU 2014-09 was immaterial to the Company's total revenue for the year ended December 31, 2018.

The following table discloses the components of gaming, food, beverage and other revenue within the consolidated statements of income for the years ended December 31, 2018, 2017 and 2016:

	Year Ended December 31,		
	2018	2017	2016
	(in thousands)		
Slot machines	\$ 111,315	\$ 118,998	\$ 119,390
Table games	15,528	17,218	18,069
Poker	1,114	1,182	1,135
Food, beverage and other	8,762	9,468	11,067
Promotional allowances	(4,174)	(4,780)	(5,610)
Total gaming, food, beverage and other revenue	<u>\$ 132,545</u>	<u>\$ 142,086</u>	<u>\$ 144,051</u>

### 13. Income Taxes

The Company elected on its U.S. federal income tax return for its taxable year that began on January 1, 2014 to be treated as a REIT. The benefits of the intended REIT conversion on the Company's tax provision and effective income tax rate are reflected in the tables below. Deferred tax assets and liabilities are provided for the effects of temporary differences between the tax basis of an asset or liability and its reported amount in the consolidated balance sheets. These temporary differences result in taxable or deductible amounts in future years. As a result of the Tax Cuts and Jobs Act, the corporate tax rate was permanently lowered from the previous maximum rate of 35% to 21%, effective for tax years including or commencing January 1, 2018. As a result of the reduction of the corporate tax rate, U.S. generally accepted accounting principles required companies to re-value their deferred tax assets and liabilities as of the date of the enactment, with resulting tax effects accounted for in the reported period of enactment. As such, the Company revalued its net deferred tax asset at December 31, 2017. This revaluation resulted in a reduction in the value of its net deferred tax asset of approximately \$1.8 million, which was recorded as additional income tax expense in the Company's consolidated statement of income for the year ended December 31, 2017.

The components of the Company's deferred tax assets and liabilities, related to its TRS, are as follows:

<u>Year ended December 31,</u>	2018	2017
	(in thousands)	
Deferred tax assets:		
Accrued expenses	\$ 1,416	\$ 1,597
Property and equipment	5,405	4,823
Interest expense	313	—
Net deferred tax assets	<u>7,134</u>	<u>6,420</u>
Deferred tax liabilities:		
Property and equipment	(757)	(902)
Intangibles	(1,460)	(1,284)
Net deferred tax liabilities	<u>(2,217)</u>	<u>(2,186)</u>
Net:	<u>\$ 4,917</u>	<u>\$ 4,234</u>

The provision for income taxes charged to operations for years ended December 31, 2018, 2017 and 2016 was as follows:

Year ended December 31,	2018	2017	2016
	(in thousands)		
<b>Current tax expense</b>			
Federal	\$ 2,856	\$ 7,039	\$ 6,004
State	2,630	3,309	3,076
Total current	<u>5,486</u>	<u>10,348</u>	<u>9,080</u>
<b>Deferred tax (benefit) expense</b>			
Federal	(512)	(166)	(1,324)
State	(10)	(395)	(211)
Total deferred	<u>(522)</u>	<u>(561)</u>	<u>(1,535)</u>
Total provision	<u>\$ 4,964</u>	<u>\$ 9,787</u>	<u>\$ 7,545</u>

The following tables reconcile the statutory federal income tax rate to the actual effective income tax rate for the years ended December 31, 2018, 2017 and 2016:

Year ended December 31,	2018	2017	2016
<b>Percent of pretax income</b>			
U.S. federal statutory income tax rate	21.0 %	35.0 %	35.0 %
State and local income taxes	0.6 %	0.6 %	0.7 %
Federal tax rate change	— %	0.5 %	— %
REIT conversion benefit	(23.8)%	(33.6)%	(33.2)%
Goodwill impairment charges	3.6 %	— %	— %
	<u>1.4 %</u>	<u>2.5 %</u>	<u>2.5 %</u>

Year ended December 31,	2018	2017	2016
	(in thousands)		
<b>Amount based upon pretax income</b>			
U.S. federal statutory income tax	\$ 72,341	\$ 136,636	\$ 103,897
State and local income taxes	2,246	2,284	2,039
Federal tax rate change	—	1,818	—
REIT conversion benefit	(82,151)	(130,876)	(98,459)
Goodwill impairment charges	12,485	—	—
Permanent differences	19	49	44
Other miscellaneous items	24	(124)	24
	<u>\$ 4,964</u>	<u>\$ 9,787</u>	<u>\$ 7,545</u>

The Company is still subject to federal income tax examinations for its years ended December 31, 2015 and forward.

## 14. Shareholders' Equity

### Common Stock

#### *ATM Program*

During August 2016, the Company commenced a continuous equity offering under which the Company may sell up to an aggregate of \$400 million of its common stock from time to time through a sales agent in "at the market" offerings (the "ATM Program"). Actual sales will depend on a variety of factors, including market conditions, the trading price of the

Company's common stock and determinations of the appropriate sources of funding for proposed transactions. The Company may sell the shares in amounts and at times to be determined by the Company, but has no obligation to sell any of the shares in the ATM Program. The ATM Program also allows the Company to enter into forward sale agreements. In no event will the aggregate number of shares sold under the ATM Program (whether under any forward sale agreement or through a sales agent), have an aggregate sales price in excess of \$400 million. The Company expects, that if it enters into a forward sale contract, to physically settle each forward sale agreement with the forward purchaser on one or more dates specified by the Company prior to the maturity date of that particular forward sale agreement, in which case the aggregate net cash proceeds at settlement will equal the number of shares underlying the particular forward sale agreement multiplied by the relevant forward sale price. However, the Company may also elect to cash settle or net share settle a particular forward sale agreement, in which case proceeds may or may not be received or cash may be owed to the forward purchaser.

In connection with the ATM Program, the Company engaged a sales agent who may receive compensation of up to 2% of the gross sales price of the shares sold. Similarly, in the event the Company enters into a forward sale agreement, it will pay the relevant forward seller a commission of up to 2% of the sales price of all borrowed shares of common stock sold during the applicable selling period of the forward sale agreement.

No shares were sold under the ATM Program during the year ended December 31, 2018. During the year ended December 31, 2017, GLPI sold 3,864,872 shares of its common stock at an average price of \$36.22 per share under the ATM Program, which generated gross proceeds of approximately \$140.0 million (net proceeds of approximately \$139.4 million). Program to date, the Company has sold 5,186,871 shares of its common stock at an average price of \$35.91 per share under the ATM Program and generated gross proceeds of approximately \$186.3 million (net proceeds of approximately \$185.0 million). The Company used the net proceeds from the ATM Program to partially fund its acquisition of the Meadows' and Tunica Properties' real estate assets. As of December 31, 2018, the Company had \$213.7 million remaining for issuance under the ATM Program and had not entered into any forward sale agreements.

#### *Stock Issued in Connection with Pinnacle Transaction*

On April 6, 2016, the Company closed a public offering of 28,750,000 shares of its common stock, at a public offering price of \$30.00 per share, before underwriting discount, which included 3,750,000 shares of common stock issued in connection with the exercise in full of the underwriters' option to purchase additional shares.

The Company received approximately \$825.2 million in net proceeds from the offering and used the net proceeds from the offering to partially fund its acquisition of substantially all of the real estate assets of Pinnacle, including the repayment, redemption and/or discharge of a portion of certain debt of Pinnacle assumed by the Company in connection with the Pinnacle Merger and the payment of transaction-related fees and expenses.

Additionally, on April 28, 2016, in connection with the Pinnacle Merger, the Company issued approximately 56.0 million shares of its common stock to Pinnacle stockholders and to Pinnacle to satisfy the Company's portion of Pinnacle's employee equity and cash-based incentive awards as consideration for the Pinnacle real estate assets.

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The following table lists the regular dividends declared and paid by the Company during the years ended December 31, 2018, 2017 and 2016:

<u>Declaration Date</u>	<u>Shareholder Record Date</u>	<u>Securities Class</u>	<u>Dividend Per Share</u>	<u>Period Covered</u>	<u>Distribution Date</u>	<u>Dividend Amount</u> (in thousands)
<b>2018</b>						
February 1, 2018	March 9, 2018	Common Stock	\$ 0.63	First Quarter 2018	March 23, 2018	\$ 134,490
April 24, 2018	June 15, 2018	Common Stock	\$ 0.63	Second Quarter 2018	June 29, 2018	\$ 134,631
July 31, 2018	September 7, 2018	Common Stock	\$ 0.63	Third Quarter 2018	September 21, 2018	\$ 134,844
October 12, 2018	December 14, 2018	Common Stock	\$ 0.68	Fourth Quarter 2018	December 28, 2018	\$ 145,627
<b>2017</b>						
February 1, 2017	March 13, 2017	Common Stock	\$ 0.62	First Quarter 2017	March 24, 2017	\$ 129,007
April 25, 2017	June 16, 2017	Common Stock	\$ 0.62	Second Quarter 2017	June 30, 2017	\$ 131,554
July 25, 2017	September 8, 2017	Common Stock	\$ 0.63	Third Quarter 2017	September 22, 2017	\$ 133,936
October 19, 2017	December 1, 2017	Common Stock	\$ 0.63	Fourth Quarter 2017	December 15, 2017	\$ 133,942
<b>2016</b>						
January 29, 2016	February 22, 2016	Common Stock	\$ 0.56	First Quarter 2016	March 25, 2016	\$ 65,345
April 25, 2016	June 2, 2016	Common Stock	\$ 0.56	Second Quarter 2016	June 17, 2016	\$ 113,212
August 3, 2016	September 12, 2016	Common Stock	\$ 0.60	Third Quarter 2016	September 23, 2016	\$ 124,262
November 4, 2016	December 5, 2016	Common Stock	\$ 0.60	Fourth Quarter 2016	December 16, 2016	\$ 124,466

In addition for the years ended December 31, 2018, 2017 and 2016, dividend payments were made to or accrued for GLPI restricted stock award holders and for both GLPI and Penn unvested employee stock options in the amount of \$0.8 million, \$0.9 million and \$1.1 million, respectively.

A summary of the Company's common stock distributions for the years ended December 31, 2018, 2017 and 2016 is as follows (unaudited):

	<u>Year Ended December 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
	(in dollars per share)		
Qualified dividends	\$ 0.0391	\$ 0.0543	\$ 0.1050
Non-qualified dividends	2.2955	2.2436	2.0746
Capital gains	0.0270	0.0371	0.0624
Non-taxable return of capital	0.2084	0.1650	0.0780
Total distributions per common share	\$ 2.57	\$ 2.50	\$ 2.32
Percentage classified as qualified dividends	1.52%	2.17%	4.53%
Percentage classified as non-qualified dividends	89.32%	89.75%	89.42%
Percentage classified as capital gains	1.05%	1.48%	2.69%
Percentage classified as non-taxable return of capital	8.11%	6.60%	3.36%
	100.00%	100.00%	100.00%

## 15. Stock-Based Compensation

As of December 31, 2018, the Company had 2,556,815 shares available for future issuance under the Amended and Restated 2013 Long Term Incentive Compensation Plan (the "2013 Plan") that was approved by shareholders on October 23, 2013. The 2013 Plan provides for the Company to issue restricted stock awards, including performance-based restricted stock awards and other equity or cash based awards to employees. Any director, employee or consultant shall be eligible to receive such awards.

In connection with the Spin-Off, each outstanding option with respect to Penn common stock outstanding on the distribution date was converted into two awards, an adjusted Penn option and a GLPI option. The adjustment preserved the aggregate intrinsic value of the options. Additionally, in connection with the Spin-Off, holders of outstanding restricted stock and phantom stock units ("PSUs") with respect to Penn common stock became entitled to an additional share of restricted stock or PSU with respect to GLPI common stock for each share of Penn restricted stock or PSU held.

The adjusted options, as well as the restricted stock awards and PSUs, otherwise remain subject to their original terms, except that for purposes of the adjusted Penn awards (including in determining exercisability and the post-termination exercise period), continued service with GLPI following the distribution date shall be deemed continued service with Penn; and for purposes of the GLPI awards (including in determining exercisability and the post-termination exercise period), continued service with Penn following the distribution date shall be deemed continued service with GLPI.

The unrecognized compensation cost relating to restricted stock awards and performance-based restricted stock awards will be amortized to expense over the awards' remaining vesting periods.

As of December 31, 2018, all outstanding stock options were fully vested and there was no remaining unrecognized compensation cost related to stock options. For the years ended December 31, 2018 and 2017, the Company recognized no compensation expense associated with these awards and recognized \$20 thousand of compensation expense associated with these awards for the year ended December 31, 2016. In addition, for the year ended December 31, 2016 the Company also recognized \$4.5 million of compensation expense relating to the \$2.32 per share dividends paid on vested employee stock options.

The following tables contain information on stock options issued and outstanding for the year ended December 31, 2018 :

	Number of Option Shares	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding at December 31, 2017	1,040,745	\$ 19.80		
Exercised	(1,012,508)	19.74		
Canceled	(1,438)	17.33		
Outstanding at December 31, 2018	<u>26,799</u>	\$ 22.09	0.01	\$ 272

The Company had 26,799 stock options that were exercisable at December 31, 2018 with an exercise price of \$22.09 which had an intrinsic value of \$0.3 million and a weighted-average remaining contractual term of 0.01 years. The aggregate intrinsic value of stock options exercised for the years ended December 31, 2018, 2017 and 2016 was \$15.1 million, \$14.9 million and \$75.0 million, respectively. The Company issues new authorized common shares to satisfy stock option exercises and restricted stock award releases.

As of December 31, 2018, there was \$5.4 million of total unrecognized compensation cost for restricted stock awards that will be recognized over the grants' remaining weighted average vesting period of 1.71 years. For the years ended December 31, 2018, 2017 and 2016, the Company recognized \$4.7 million, \$6.0 million and \$7.3 million, respectively, of compensation expense associated with these awards. The total fair value of awards released for the years ended December 31, 2018, 2017 and 2016, was \$10.0 million, \$7.3 million and \$5.3 million, respectively.

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The following table contains information on restricted stock award activity for the years ended December 31, 2018 and 2017:

	Number of Award Shares	Weighted Average Grant-Date Fair Value
Outstanding at December 31, 2016	413,242	\$ 30.59
Granted	184,791	\$ 30.89
Released	(251,313)	\$ 32.05
Canceled	(1,976)	\$ 30.37
December 31, 2017	344,744	\$ 29.69
Granted	283,183	\$ 23.34
Released	(273,286)	\$ 18.16
Canceled <sup>(1)</sup>	(54,999)	\$ 33.34
Outstanding at December 31, 2018	299,642	\$ 33.53

Performance-based restricted stock awards have a three-year cliff vesting with the amount of restricted shares vesting at the end of the three-year period determined based upon the Company's performance as measured against its peers. More specifically, the percentage of shares vesting at the end of the measurement period will be based on the Company's three-year total shareholder return measured against the three-year return of the companies included in the MSCI US REIT index and the Company's stock performance ranking among a group of triple-net REIT peer companies. The triple-net measurement group includes publicly traded REITs deriving at least 75% of revenues from triple-net leases. As of December 31, 2018, there was \$8.9 million of total unrecognized compensation cost, which will be recognized over the awards' remaining weighted average vesting period of 1.70 years. For the years ended December 31, 2018, 2017 and 2016, the Company recognized \$6.4 million, \$9.7 million and \$11.0 million, respectively, of compensation expense associated with these awards.

The following table contains information on performance-based restricted stock award activity for the years ended December 31, 2018 and 2017:

	Number of Performance- Based Award Shares	Weighted Average Grant-Date Fair Value
Outstanding at December 31, 2016	1,106,000	\$ 17.25
Granted	558,000	\$ 17.95
Released	—	\$ —
Canceled	—	\$ —
December 31, 2017	1,664,000	\$ 17.49
Granted	556,000	\$ 20.64
Released	(548,000)	\$ 17.29
Canceled <sup>(1)</sup>	(330,000)	\$ 18.60
Outstanding at December 31, 2018	1,342,000	\$ 18.60

<sup>(1)</sup> The canceled shares and the resulting reversal of expense during the second quarter of 2018 are the result of the retirement of the Company's former Chief Financial Officer.

**16. Segment Information**

The following tables present certain information with respect to the Company's segments. Intersegment revenues between the Company's segments were not material in any of the periods presented below.

	GLP Capital	TRS Properties	Eliminations <sup>(1)</sup>	Total
	(in thousands)			
<b>For the year ended December 31, 2018</b>				
Total revenues	\$ 923,182	\$ 132,545	\$ —	\$ 1,055,727
Income (loss) from operations	630,122	(36,312)	—	593,810
Interest expense	247,684	10,406	(10,406)	247,684
Income (loss) before income taxes	391,196	(46,716)	—	344,480
Income tax expense	855	4,109	—	4,964
Net income (loss)	390,341	(50,825)	—	339,516
Depreciation	127,696	9,397	—	137,093
Capital project expenditures	20	—	—	20
Capital maintenance expenditures	55	4,229	—	4,284
<b>For the year ended December 31, 2017</b>				
Total revenues	\$ 829,221	\$ 142,086	\$ —	\$ 971,307
Income from operations	578,661	26,857	—	605,518
Interest expense	217,068	10,406	(10,406)	217,068
Income before income taxes	373,931	16,454	—	390,385
Income tax expense	1,099	8,688	—	9,787
Net income	372,832	7,766	—	380,598
Depreciation	102,652	10,828	—	113,480
Capital project expenditures	78	—	—	78
Capital maintenance expenditures	—	3,178	—	3,178
<b>For the year ended December 31, 2016</b>				
Total revenues	\$ 684,204	\$ 144,051	\$ —	\$ 828,255
Income from operations	454,682	25,941	—	480,623
Interest expense	185,896	10,406	(10,406)	185,896
Income before income taxes	281,311	15,539	—	296,850
Income tax expense	1,016	6,529	—	7,545
Net income	280,295	9,010	—	289,305
Depreciation	98,171	11,383	—	109,554
Capital project expenditures	229	101	—	330
Capital maintenance expenditures	—	3,111	—	3,111
<b>Balance sheet at December 31, 2018</b>				
Total assets	\$ 8,441,345	\$ 135,948	\$ —	\$ 8,577,293
<b>Balance sheet at December 31, 2017</b>				
Total assets	\$ 7,045,747	\$ 201,135	\$ —	\$ 7,246,882

(1) Amounts in the "Eliminations" column represent the elimination of intercompany interest payments from the Company's TRS Properties business segment to its GLP Capital business segment.



**17. Summarized Quarterly Data (Unaudited)**

The following table summarizes the quarterly results of operations for the years ended December 31, 2018 and 2017:

	Fiscal Quarter			
	First	Second	Third	Fourth
(in thousands, except per share data)				
<b>2018</b>				
Total revenues	\$ 244,050	\$ 254,221	\$ 254,139	\$ 303,317 <sup>(1)</sup>
Income from operations	151,851	153,241	164,834	123,884 <sup>(1)</sup>
Net income	96,772	91,998	104,815	45,931 <sup>(2)</sup>
Earnings per common share:				
Basic earnings per common share	\$ 0.45	\$ 0.43	\$ 0.49	\$ 0.21
Diluted earnings per common share	\$ 0.45	\$ 0.43	\$ 0.49	\$ 0.21
<b>2017</b>				
Total revenues	\$ 242,713	\$ 243,391	\$ 244,506	\$ 240,697
Income from operations	150,006	152,696	152,699	150,117
Net income	93,991	96,334	97,014	93,259
Earnings per common share:				
Basic earnings per common share	\$ 0.45	\$ 0.46	\$ 0.46	\$ 0.44
Diluted earnings per common share	\$ 0.45	\$ 0.45	\$ 0.45	\$ 0.43

(1) During October 2018, the Company acquired the real property assets of five casino properties from Tropicana and leased these assets to Eldorado under a new triple-net lease. Also during October 2018, in conjunction with the Penn-Pinnacle Merger, the Company acquired the real property assets of Plainridge Park and added this property to the Amended Pinnacle Master Lease. These transactions, in addition to the treatment of the Amended Pinnacle Master Lease as an operating lease in its entirety, as detailed in Note 4 were the primary drivers for the Company's improved operating results in the fourth quarter of 2018.

(2) During the fourth quarter of 2018, the Company recorded an impairment charge of \$59.5 million, related to the goodwill recorded on the books of its subsidiary, Hollywood Casino Baton Rouge. This was the largest driver of the decrease in the Company's net income during the fourth quarter of 2018. For further information on the impairment charge see Note 9.

**18. Supplemental Disclosures of Cash Flow Information and Noncash Activities**

Supplemental disclosures of cash flow information are as follows:

Year ended December 31,	2018	2017	2016
	(in thousands)		
Cash paid for income taxes, net of refunds received	\$ 5,389	\$ 11,646	\$ 7,362
Cash paid for interest	229,779	204,442	154,527

Noncash investing and financing activities are as follows:

<u>Year ended December 31,</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>
	<u>(in thousands)</u>		
Reclass of assets from investment in direct financing lease to real estate investments	\$ 2,599,180	\$ —	\$ —
Equity raised to partially finance the original Pinnacle transaction	—	—	1,823,991

#### **19. Supplementary Consolidating Financial Information of Parent Guarantor and Subsidiary Issuers**

GLPI guarantees the Notes issued by its subsidiaries, GLP Capital, L.P. and GLP Financing II, Inc. Each of the subsidiary issuers is 100% owned by GLPI. The guarantees of GLPI are full and unconditional. GLPI is not subject to any material or significant restrictions on its ability to obtain funds from its subsidiaries by dividend or loan or to transfer assets from such subsidiaries, except as provided by applicable law. None of GLPI's subsidiaries guarantee the Notes.

Summarized balance sheet information as of December 31, 2018 and 2017 and summarized income statement and cash flow information for the years ended December 31, 2018, 2017 and 2016 for GLPI as the parent guarantor, for GLP Capital, L.P. and GLP Financing II, Inc. as the subsidiary issuers and the other subsidiary non-issuers is presented below.

At December 31, 2018 Consolidating Balance Sheet	Parent Guarantor	Subsidiary Issuers	Other Subsidiary Non-Issuers	Eliminations	Consolidated
	(in thousands)				
<b>Assets</b>					
Real estate investments, net	\$ —	\$ 2,637,404	\$ 4,694,056	\$ —	\$ 7,331,460
Land rights, net	—	100,938	572,269	—	673,207
Property and equipment, used in operations, net	—	18,577	82,307	—	100,884
Mortgage loans receivable	—	246,000	57,684	—	303,684
Investment in direct financing lease, net	—	—	—	—	—
Cash and cash equivalents	—	4,632	21,151	—	25,783
Prepaid expenses	—	27,071	2,885	1,011	30,967
Goodwill	—	—	16,067	—	16,067
Other intangible assets	—	—	9,577	—	9,577
Loan receivable	—	—	13,000	—	13,000
Intercompany loan receivable	—	193,595	—	(193,595)	—
Intercompany transactions and investment in subsidiaries	2,265,607	5,247,229	2,697,241	(10,210,077)	—
Deferred tax assets	—	—	5,178	—	5,178
Other assets	—	47,378	20,108	—	67,486
<b>Total assets</b>	<b>\$ 2,265,607</b>	<b>\$ 8,522,824</b>	<b>\$ 8,191,523</b>	<b>\$ (10,402,661)</b>	<b>\$ 8,577,293</b>
<b>Liabilities</b>					
Accounts payable	\$ —	\$ 2,469	\$ 42	\$ —	\$ 2,511
Accrued expenses	—	23,587	6,710	—	30,297
Accrued interest	—	45,261	—	—	45,261
Accrued salaries and wages	—	14,628	2,382	—	17,010
Gaming, property, and other taxes	—	24,055	18,824	—	42,879
Income taxes	—	(2)	(1,009)	1,011	—
Long-term debt, net of unamortized debt issuance costs, bond premiums and original issuance discounts	—	5,853,497	—	—	5,853,497
Intercompany loan payable	—	—	193,595	(193,595)	—
Deferred rental revenue	—	269,185	24,726	—	293,911
Deferred tax liabilities	—	—	261	—	261
Other liabilities	—	24,536	1,523	—	26,059
<b>Total liabilities</b>	<b>—</b>	<b>6,257,216</b>	<b>247,054</b>	<b>(192,584)</b>	<b>6,311,686</b>
<b>Shareholders' equity (deficit)</b>					
Preferred stock (\$.01 par value, 50,000,000 shares authorized, no shares issued or outstanding at December 31, 2018)	—	—	—	—	—
Common stock (\$.01 par value, 500,000,000 shares authorized, 214,211,932 shares issued and outstanding at December 31, 2018)	2,142	2,142	2,142	(4,284)	2,142
Additional paid-in capital	3,952,503	3,952,506	9,832,830	(13,785,336)	3,952,503
Retained accumulated (deficit) earnings	(1,689,038)	(1,689,040)	(1,890,503)	3,579,543	(1,689,038)
<b>Total shareholders' equity (deficit)</b>	<b>2,265,607</b>	<b>2,265,608</b>	<b>7,944,469</b>	<b>(10,210,077)</b>	<b>2,265,607</b>
<b>Total liabilities and shareholders' equity (deficit)</b>	<b>\$ 2,265,607</b>	<b>\$ 8,522,824</b>	<b>\$ 8,191,523</b>	<b>\$ (10,402,661)</b>	<b>\$ 8,577,293</b>

Year ended December 31, 2018 Consolidating Statement of Income	Parent Guarantor	Subsidiary Issuers	Other Subsidiary Non-Issuers	Eliminations	Consolidated
(in thousands)					
<b>Revenues</b>					
Rental income	\$ —	\$ 437,211	\$ 310,443	\$ —	\$ 747,654
Income from direct financing lease	—	—	81,119	—	81,119
Interest income from mortgaged real estate	—	5,590	1,353	—	6,943
Real estate taxes paid by tenants	—	46,327	41,139	—	87,466
Total income from real estate	—	489,128	434,054	—	923,182
Gaming, food, beverage and other	—	—	132,545	—	132,545
Total revenues	—	489,128	566,599	—	1,055,727
<b>Operating expenses</b>					
Gaming, food, beverage and other	—	—	77,127	—	77,127
Real estate taxes	—	46,443	42,314	—	88,757
Land rights and ground lease expense	—	10,156	18,202	—	28,358
General and administrative	—	49,161	21,967	—	71,128
Depreciation	—	97,632	39,461	—	137,093
Goodwill impairment charges	—	—	59,454	—	59,454
Total operating expenses	—	203,392	258,525	—	461,917
Income from operations	—	285,736	308,074	—	593,810
<b>Other income (expenses)</b>					
Interest expense	—	(247,684)	—	—	(247,684)
Interest income	—	1,355	472	—	1,827
Losses on debt extinguishment	—	(3,473)	—	—	(3,473)
Intercompany dividends and interest	—	460,044	10,280	(470,324)	—
Total other expenses	—	210,242	10,752	(470,324)	(249,330)
<b>Income before income taxes</b>	—	495,978	318,826	(470,324)	344,480
Income tax expense	—	855	4,109	—	4,964
<b>Net income</b>	<b>\$ —</b>	<b>\$ 495,123</b>	<b>\$ 314,717</b>	<b>\$ (470,324)</b>	<b>\$ 339,516</b>

Year ended December 31, 2018 Consolidating Statement of Cash Flows	Parent Guarantor	Subsidiary Issuers	Other Subsidiary Non-Issuers	Eliminations	Consolidated
	(in thousands)				
<b>Operating activities</b>					
Net income	\$ —	\$ 495,123	\$ 314,717	\$ (470,324)	\$ 339,516
Adjustments to reconcile net income to net cash provided by (used in) operating activities:					
Depreciation and amortization	—	99,678	48,687	—	148,365
Amortization of debt issuance costs, bond premiums and original issuance discounts	—	12,167	—	—	12,167
Losses on dispositions of property	—	75	234	—	309
Deferred income taxes	—	—	(522)	—	(522)
Stock-based compensation	—	11,152	—	—	11,152
Straight-line rent adjustments	—	49,166	12,722	—	61,888
Losses on debt extinguishment	—	3,473	—	—	3,473
Goodwill impairment charges	—	—	59,454	—	59,454
(Increase) decrease,					
Prepaid expenses and other assets	—	(1,777)	477	627	(673)
Intercompany	—	66	(66)	—	—
(Decrease) increase,					
Accounts payable	—	1,851	(55)	—	1,796
Accrued expenses	—	(205)	79	—	(126)
Accrued interest	—	12,020	—	—	12,020
Accrued salaries and wages	—	6,796	(595)	—	6,201
Gaming, property and other taxes	—	(78)	(71)	—	(149)
Income taxes	—	304	323	(627)	—
Other liabilities	—	55	(493)	—	(438)
Net cash provided by (used in) operating activities	—	689,866	434,891	(470,324)	654,433
<b>Investing activities</b>					
Capital project expenditures	—	(20)	—	—	(20)
Capital maintenance expenditures	—	(55)	(4,229)	—	(4,284)
Proceeds from sale of property and equipment	—	3,195	16	—	3,211
Acquisition of real estate assets	—	(985,750)	(257,716)	—	(1,243,466)
Originations of mortgage loans receivable	—	(246,000)	(57,684)	—	(303,684)
Collection of principal payments on investment in direct financing lease	—	—	38,459	—	38,459
Net cash used in investing activities	—	(1,228,630)	(281,154)	—	(1,509,784)
<b>Financing activities</b>					
Dividends paid	(550,435)	—	—	—	(550,435)
Proceeds from exercise of options, net of taxes paid related to shares withheld for tax purposes on restricted stock award vestings	7,537	—	—	—	7,537
Proceeds from issuance of long-term debt	—	2,593,405	—	—	2,593,405
Financing costs	—	(32,426)	—	—	(32,426)
Payments of long-term debt	—	(1,164,117)	—	—	(1,164,117)
Premium and related costs paid on tender of senior unsecured notes	—	(1,884)	—	—	(1,884)
Intercompany financing	542,898	(858,316)	(154,906)	470,324	—
Net cash provided by (used in) financing activities	—	536,662	(154,906)	470,324	852,080
<b>Net decrease in cash and cash equivalents</b>					
Cash and cash equivalents at beginning of period	—	6,734	22,320	—	29,054
Cash and cash equivalents at end of period	\$ —	\$ 4,632	\$ 21,151	\$ —	\$ 25,783

At December 31, 2017 Consolidating Balance Sheet	Parent Guarantor	Subsidiary Issuers	Other Subsidiary Non-Issuers	Eliminations	Consolidated
(in thousands)					
<b>Assets</b>					
Real estate investments, net	\$ —	\$ 1,794,840	\$ 1,867,205	\$ —	\$ 3,662,045
Land rights, net	—	58,635	581,513	—	640,148
Property and equipment, used in operations, net	—	20,568	87,725	—	108,293
Investment in direct financing lease, net	—	—	2,637,639	—	2,637,639
Cash and cash equivalents	—	6,734	22,320	—	29,054
Prepaid expenses	—	4,067	2,746	1,639	8,452
Goodwill	—	—	75,521	—	75,521
Other intangible assets	—	—	9,577	—	9,577
Loan receivable	—	—	13,000	—	13,000
Intercompany loan receivable	—	193,595	—	(193,595)	—
Intercompany transactions and investment in subsidiaries	2,458,247	5,087,893	2,959,174	(10,505,314)	—
Deferred tax assets	—	—	4,478	—	4,478
Other assets	—	42,485	16,190	—	58,675
<b>Total assets</b>	<b>\$ 2,458,247</b>	<b>\$ 7,208,817</b>	<b>\$ 8,277,088</b>	<b>\$ (10,697,270)</b>	<b>\$ 7,246,882</b>
<b>Liabilities</b>					
Accounts payable	\$ —	\$ 619	\$ 96	\$ —	\$ 715
Accrued expenses	—	672	7,241	—	7,913
Accrued interest	—	33,241	—	—	33,241
Accrued salaries and wages	—	7,832	2,977	—	10,809
Gaming, property, and other taxes	—	21,135	14,264	—	35,399
Income taxes	—	(306)	(1,333)	1,639	—
Long-term debt, net of unamortized debt issuance costs	—	4,442,880	—	—	4,442,880
Intercompany loan payable	—	—	193,595	(193,595)	—
Deferred rental revenue	—	220,019	12,004	—	232,023
Deferred tax liabilities	—	—	244	—	244
Other liabilities	—	24,478	933	—	25,411
<b>Total liabilities</b>	<b>—</b>	<b>4,750,570</b>	<b>230,021</b>	<b>(191,956)</b>	<b>4,788,635</b>
<b>Shareholders' equity (deficit)</b>					
Preferred stock (\$.01 par value, 50,000,000 shares authorized, no shares issued or outstanding at December 31, 2017)	—	—	—	—	—
Common stock (\$.01 par value, 500,000,000 shares authorized, 212,717,549 shares issued and outstanding at December 31, 2017)	2,127	2,127	2,127	(4,254)	2,127
Additional paid-in capital	3,933,829	3,933,831	9,498,755	(13,432,586)	3,933,829
Retained accumulated (deficit) earnings	(1,477,709)	(1,477,711)	(1,453,815)	2,931,526	(1,477,709)
Total shareholders' equity (deficit)	2,458,247	2,458,247	8,047,067	(10,505,314)	2,458,247
<b>Total liabilities and shareholders' equity (deficit)</b>	<b>\$ 2,458,247</b>	<b>\$ 7,208,817</b>	<b>\$ 8,277,088</b>	<b>\$ (10,697,270)</b>	<b>\$ 7,246,882</b>

Year ended December 31, 2017 Consolidating Statement of Income	Parent Guarantor	Subsidiary Issuers	Other Subsidiary Non- Issuers	Eliminations	Consolidated
(in thousands)					
<b>Revenues</b>					
Rental income	\$ —	\$ 398,070	\$ 273,120	\$ —	\$ 671,190
Income from direct financing lease	—	—	74,333	—	74,333
Interest income from mortgaged real estate	—	—	—	—	—
Real estate taxes paid by tenants	—	43,672	40,026	—	83,698
Total income from real estate	—	441,742	387,479	—	829,221
Gaming, food, beverage and other	—	—	142,086	—	142,086
Total revenues	—	441,742	529,565	—	971,307
<b>Operating expenses</b>					
Gaming, food, beverage and other	—	—	80,487	—	80,487
Real estate taxes	—	43,755	40,911	—	84,666
Land rights and ground lease expense	—	5,895	18,110	—	24,005
General and administrative	—	39,863	23,288	—	63,151
Depreciation	—	93,948	19,532	—	113,480
Total operating expenses	—	183,461	182,328	—	365,789
Income from operations	—	258,281	347,237	—	605,518
<b>Other income (expenses)</b>					
Interest expense	—	(217,068)	—	—	(217,068)
Interest income	—	—	1,935	—	1,935
Intercompany dividends and interest	—	451,295	12,318	(463,613)	—
Total other expenses	—	234,227	14,253	(463,613)	(215,133)
<b>Income before income taxes</b>	—	492,508	361,490	(463,613)	390,385
Income tax expense	—	1,099	8,688	—	9,787
<b>Net income</b>	\$ —	\$ 491,409	\$ 352,802	\$ (463,613)	\$ 380,598

Year ended December 31, 2017 Consolidating Statement of Cash Flows	Parent Guarantor	Subsidiary Issuers	Other Subsidiary Non-Issuers	Eliminations	Consolidated
	(in thousands)				
<b>Operating activities</b>					
Net income	\$ —	\$ 491,409	\$ 352,802	\$ (463,613)	\$ 380,598
Adjustments to reconcile net income to net cash provided by (used in) operating activities:					
Depreciation	—	95,058	28,777	—	123,835
Amortization of debt issuance costs	—	13,026	—	—	13,026
Losses on dispositions of property	—	—	530	—	530
Deferred income taxes	—	—	(561)	—	(561)
Stock-based compensation	—	15,636	—	—	15,636
Straight-line rent adjustments	—	56,815	9,156	—	65,971
Decrease (increase),					
Prepaid expenses and other assets	—	(5,703)	1,268	(897)	(5,332)
Intercompany	—	317	(317)	—	—
(Decrease) increase,					
Accounts payable	—	148	(569)	—	(421)
Accrued expenses	—	103	308	—	411
Accrued interest	—	(502)	—	—	(502)
Accrued salaries and wages	—	(79)	269	—	190
Gaming, property and other taxes	—	(505)	(12)	—	(517)
Income taxes	—	(325)	(572)	897	—
Other liabilities	—	6,591	(744)	—	5,847
Net cash provided by (used in) operating activities	—	671,989	390,335	(463,613)	598,711
<b>Investing activities</b>					
Capital project expenditures	—	(78)	—	—	(78)
Capital maintenance expenditures	—	—	(3,178)	—	(3,178)
Proceeds from sale of property and equipment	—	10	924	—	934
Principal payments on loan receivable	—	—	13,200	—	13,200
Acquisition of real estate assets	—	(82,866)	(386)	—	(83,252)
Collection of principal payments on investment in direct financing lease	—	—	73,072	—	73,072
Net cash (used in) provided by investing activities	—	(82,934)	83,632	—	698
<b>Financing activities</b>					
Dividends paid	(529,370)	—	—	—	(529,370)
Proceeds from exercise of options, net of taxes paid related to shares withheld for tax purposes on restricted stock award vestings	18,157	—	—	—	18,157
Proceeds from issuance of common stock, net of issuance costs	139,414	—	—	—	139,414
Proceeds from issuance of long-term debt	—	100,000	—	—	100,000
Payments of long-term debt	—	(335,112)	—	—	(335,112)
Intercompany financing	371,799	(358,983)	(476,429)	463,613	—
Net cash (used in) provided by financing activities	—	(594,095)	(476,429)	463,613	(606,911)
<b>Net decrease in cash and cash equivalents</b>					
Cash and cash equivalents at beginning of period	—	11,774	24,782	—	36,556
Cash and cash equivalents at end of period	\$ —	\$ 6,734	\$ 22,320	\$ —	\$ 29,054



Year ended December 31, 2016 Consolidating Statement of Income	Parent Guarantor	Subsidiary Issuers	Other Subsidiary Non- Issuers	Eliminations	Consolidated
(in thousands)					
<b>Revenues</b>					
Rental income	\$ —	\$ 383,553	\$ 183,891	\$ —	\$ 567,444
Income from direct financing lease	—	—	48,917	—	48,917
Interest income from mortgaged real estate	—	—	—	—	—
Real estate taxes paid by tenants	—	41,441	26,402	—	67,843
Total income from real estate	—	424,994	259,210	—	684,204
Gaming, food, beverage and other	—	—	144,051	—	144,051
Total revenues	—	424,994	403,261	—	828,255
<b>Operating expenses</b>					
Gaming, food, beverage and other	—	—	82,463	—	82,463
Real estate taxes	—	41,510	27,938	—	69,448
Land rights and ground lease expense	—	2,685	12,114	—	14,799
General and administrative	—	48,452	22,916	—	71,368
Depreciation	—	93,476	16,078	—	109,554
Total operating expenses	—	186,123	161,509	—	347,632
Income from operations	—	238,871	241,752	—	480,623
<b>Other income (expenses)</b>					
Interest expense	—	(185,896)	—	—	(185,896)
Interest income	—	169	1,954	—	2,123
Intercompany dividends and interest	—	318,047	19,670	(337,717)	—
Total other expenses	—	132,320	21,624	(337,717)	(183,773)
<b>Income before income taxes</b>	—	371,191	263,376	(337,717)	296,850
Income tax expense	—	1,016	6,529	—	7,545
<b>Net income</b>	\$ —	\$ 370,175	\$ 256,847	\$ (337,717)	\$ 289,305

Year ended December 31, 2016 Consolidating Statement of Cash Flows	Parent Guarantor	Subsidiary Issuers	Other Subsidiary Non-Issuers	Eliminations	Consolidated
	(in thousands)				
<b>Operating activities</b>					
Net income	\$ —	\$ 370,175	\$ 256,847	\$ (337,717)	\$ 289,305
Adjustments to reconcile net income to net cash provided by (used in) operating activities:					
Depreciation and amortization	—	93,476	22,241	—	115,717
Amortization of debt issuance costs	—	15,146	—	—	15,146
(Gains) losses on sales of property	—	(471)	16	—	(455)
Deferred income taxes	—	—	(1,535)	—	(1,535)
Stock-based compensation	—	18,312	—	—	18,312
Straight-line rent adjustments	—	55,825	2,848	—	58,673
(Increase) decrease,					
Prepaid expenses and other assets	—	6,939	(1,554)	2,180	7,565
Intercompany	—	21	(21)	—	—
Increase (decrease),					
Accounts payable	—	119	387	—	506
Accrued expenses	—	(4,303)	(369)	—	(4,672)
Accrued interest	—	16,120	—	—	16,120
Accrued salaries and wages	—	(2,817)	(283)	—	(3,100)
Gaming, property and other taxes	—	899	14	—	913
Income taxes	—	59	2,121	(2,180)	—
Other liabilities	—	1,589	286	—	1,875
Net cash provided by (used in) operating activities	—	571,089	280,998	(337,717)	514,370
<b>Investing activities</b>					
Capital project expenditures	—	(229)	(101)	—	(330)
Capital maintenance expenditures	—	—	(3,111)	—	(3,111)
Proceeds from sale of property and equipment	—	897	237	—	1,134
Principal payments on loan receivable	—	—	3,150	—	3,150
Acquisition of real estate	—	—	(3,267,992)	—	(3,267,992)
Collection of principal payments on investment in direct financing lease	—	—	48,533	—	48,533
Net cash provided by (used in) investing activities	—	668	(3,219,284)	—	(3,218,616)
<b>Financing activities</b>					
Dividends paid	(428,352)	—	—	—	(428,352)
Proceeds from exercise of options, net of taxes paid related to shares withheld for tax purposes on restricted stock award vestings	113,484	—	—	—	113,484
Proceeds from issuance of common stock, net of issuance costs	870,810	—	—	—	870,810
Proceeds from issuance of long-term debt	—	2,552,000	—	—	2,552,000
Financing costs	—	(31,911)	—	—	(31,911)
Payments of long-term debt	—	(377,104)	—	—	(377,104)
Intercompany financing	(555,942)	(2,711,684)	2,929,909	337,717	—
Net cash (used in) provided by financing activities	—	(568,699)	2,929,909	337,717	2,698,927
<b>Net increase (decrease) in cash and cash equivalents</b>	—	3,058	(8,377)	—	(5,319)
Cash and cash equivalents at beginning of period	—	8,716	33,159	\$ —	41,875
Cash and cash equivalents at end of period	\$ —	\$ 11,774	\$ 24,782	\$ —	\$ 36,556

**SCHEDULE III**  
**REAL ESTATE ASSETS AND ACCUMULATED DEPRECIATION**  
**December 31, 2018**  
**(in thousands)**

Description	Location	Encumbrances	Initial Cost to Company		Net Capitalized Costs (Retirements) Subsequent to Acquisition	Gross Amount at which Carried at Close of Period			Accumulated Depreciation	Original Date of Construction / Renovation	Date Acquired	Life on which Depreciation in Latest Income Statement is Computed
			Land and Improvements	Buildings and Improvements		Land and Improvements	Buildings and Improvements	Total <sup>(5)</sup>				
<b>Rental Properties:</b>												
Hollywood Casino Lawrenceburg	Lawrenceburg, IN	\$ —	\$ 15,251	\$ 342,393	\$ (30)	\$ 15,222	\$ 342,392	\$ 357,614	\$ 137,260	1997/2009	11/1/2013	31
Hollywood Casino Aurora	Aurora, IL	—	4,937	98,378	(383)	4,936	97,996	102,932	64,968	1993/2002/2012	11/1/2013	30
Hollywood Casino Joliet	Joliet, IL	—	19,214	101,104	(20)	19,194	101,104	120,298	58,721	1992/2003/2010	11/1/2013	31
Argosy Casino Alton	Alton, IL	—	—	6,462	—	—	6,462	6,462	4,453	1991/1999	11/1/2013	31
Hollywood Casino Toledo	Toledo, OH	—	12,003	144,093	(201)	11,802	144,093	155,895	34,842	2012	11/1/2013	31
Hollywood Casino Columbus	Columbus, OH	—	38,240	188,543	105	38,266	188,622	226,888	45,507	2012	11/1/2013	31
Hollywood Casino at Charles Town Races	Charles Town, WV	—	35,102	233,069	—	35,102	233,069	268,171	129,718	1997/2010	11/1/2013	31
Hollywood Casino at Penn National Race Course	Grantville, PA	—	25,500	161,810	—	25,500	161,810	187,310	74,989	2008/2010	11/1/2013	31
M Resort	Henderson, NV	—	66,104	126,689	(436)	65,668	126,689	192,357	35,789	2009/2012	11/1/2013	30
Hollywood Casino Bangor	Bangor, ME	—	12,883	84,257	—	12,883	84,257	97,140	31,965	2008/2012	11/1/2013	31
Zia Park Casino	Hobbs, NM	—	9,313	38,947	—	9,313	38,947	48,260	19,738	2005	11/1/2013	31
Hollywood Casino Gulf Coast	Bay St. Louis, MS	—	59,388	87,352	(229)	59,176	87,335	146,511	50,152	1992/2006/2011	11/1/2013	40
Argosy Casino Riverside	Riverside, MO	—	23,468	143,301	(77)	23,391	143,301	166,692	63,166	1994/2007	11/1/2013	37
Hollywood Casino Tunica	Tunica, MS	—	4,634	42,031	—	4,634	42,031	46,665	26,859	1994/2012	11/1/2013	31
Boomtown Biloxi	Biloxi, MS	—	3,423	63,083	(137)	3,286	63,083	66,369	46,443	1994/2006	11/1/2013	15
Hollywood Casino St. Louis	Maryland Heights, MO	—	44,198	177,063	(3,049)	41,149	177,063	218,212	75,384	1997/2013	11/1/2013	13
Hollywood Casino at Dayton Raceway <sup>(2)</sup>	Dayton, OH	—	3,211	—	86,288	3,211	86,288	89,499	12,165	2014	11/1/2013	31
Hollywood Casino at Mahoning Valley Race Track <sup>(2)</sup>	Youngstown, OH	—	5,683	—	94,314	5,833	94,164	99,997	13,018	2014	11/1/2013	31
Resorts Casino Tunica	Tunica, MS	—	—	12,860	—	—	12,860	12,860	2,058	1994/1996/2005/2014	5/1/2017	31
1 <sup>st</sup> Jackpot Casino	Tunica, MS	—	161	10,100	—	161	10,100	10,261	608	1995	5/1/2017	31
Ameristar Black Hawk <sup>(1)</sup>	Black Hawk, CO	—	243,092	334,024	—	243,092	334,024	577,116	2,348	2000	4/28/2016	31
Ameristar East Chicago <sup>(1)</sup>	East Chicago, IN	—	4,198	123,430	—	4,198	123,430	127,628	998	1997	4/28/2016	31
Belterra Casino Resort <sup>(1)</sup>	Florence, IN	—	63,420	172,875	—	63,420	172,875	236,295	1,821	2000	4/28/2016	31

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Ameristar Council Bluffs (1)	Council Bluffs, IA	—	84,009	109,027	—	84,009	109,027	193,036	919	1996	4/28/2016	31
L'Auberge Baton Rouge (1)	Baton Rouge, LA	—	205,274	178,426	—	205,274	178,426	383,700	1,336	2012	4/28/2016	31
Boomtown Bossier City (1)	Bossier City, LA	—	79,022	107,067	—	79,022	107,067	186,089	833	2002	4/28/2016	31
L'Auberge Lake Charles (1)	Lake Charles, LA	—	14,831	310,877	—	14,831	310,877	325,708	2,657	2005	4/28/2016	31
Boomtown New Orleans (1)	Boomtown, LA	—	46,019	58,258	—	46,019	58,258	104,277	494	1994	4/28/2016	31
Ameristar Vicksburg (1)	Vicksburg, MS	—	128,068	96,106	—	128,068	96,106	224,174	971	1994	4/28/2016	31
River City Casino & Hotel (1)	St Louis, MO	—	8,117	221,038	—	8,117	221,038	229,155	1,711	2010	4/28/2016	31
Ameristar Kansas City (1)	Kansas City, MO	—	239,111	271,598	—	239,111	271,598	510,709	2,356	1997	4/28/2016	31
Ameristar St. Charles (1)	St. Charles, MO	—	375,597	437,908	—	375,596	437,908	813,504	3,141	1994	4/28/2016	31
Jackpot Properties (1)	Jackpot, NV	—	48,785	61,550	—	48,785	61,550	110,335	1,669	1954	4/28/2016	31
Plainridge Park Casino	Plainridge, MA	—	127,068	123,850	—	127,068	123,850	250,918	832	2015	10/15/2018	31
The Meadows Racetrack and Casino	Washington, PA	—	181,532	141,370	386	181,918	141,370	323,288	12,971	2006	9/9/2016	31
Casino Queen	East St. Louis, IL	—	70,716	70,014	—	70,716	70,014	140,730	14,348	1999	1/23/2014	31
Tropicana Atlantic City	Atlantic City, NJ	—	166,974	392,923	—	166,974	392,923	559,897	2,711	1981	10/1/2018	31
Tropicana Evansville	Evansville, IN	—	47,439	146,930	—	47,439	146,930	194,369	987	1995	10/1/2018	31
Tropicana Laughlin	Laughlin, NV	—	20,671	80,530	—	20,671	80,530	101,201	606	1988	10/1/2018	27
Trop Casino Greenville	Greenville, MS	—	—	21,680	—	—	21,680	21,680	146	2012	10/1/2018	31
Belle of Baton Rouge	Baton Rouge, LA	—	11,873	52,400	—	11,873	52,400	64,273	545	1994	10/1/2018	31
		\$ —	\$ 2,548,529	\$ 5,573,416	\$ 176,531	\$ 2,544,928	\$ 5,753,547	\$ 8,298,475	\$ 982,203			
<b>Headquarters Property:</b>												
GLPI Corporate Office (3)	Wyomissing, PA	\$ —	\$ 750	\$ 8,465	\$ 58	\$ 750	\$ 8,523	\$ 9,273	\$ 883	2014/2015	9/19/2014	31
<b>Other Properties</b>												
Other owned land (4)	various	\$ —	\$ 6,798	\$ —	\$ —	\$ 6,798	\$ —	\$ 6,798	\$ —		10/1/18	N/A
		\$ —	\$ 2,556,077	\$ 5,581,881	\$ 176,589	\$ 2,552,476	\$ 5,762,070	\$ 8,314,546	\$ 983,086			

(1) During April 2016, the Company acquired substantially all of the real estate assets of Pinnacle and subsequently leased the assets back to Pinnacle. As discussed further in the footnotes to the consolidated financial statements, the Pinnacle Master Lease was originally bifurcated between an operating lease and a direct financing lease, resulting in the land that was subject to operating lease treatment being recorded as a real estate asset on the Company's consolidated balance sheet, while the building assets that triggered direct financing lease treatment were recorded as an investment in direct financing lease on the Company's consolidated balance sheet.

In conjunction with the Penn-Pinnacle Merger, on October 15, 2018, the Pinnacle Master Lease was amended via the fourth amendment to such lease to allow for the sale of the operating assets of Ameristar Casino Hotel Kansas City, Ameristar Casino Resort Spa St. Charles and Belterra Casino Resort from Pinnacle to Boyd. As a result of this amendment, the Company reassessed the lease's classification and determined the new lease agreement qualified for operating lease treatment under ASC

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840. Therefore, subsequent to the Penn-Pinnacle Merger, the Amended Pinnacle Master Lease is treated as an operating lease in its entirety and the building assets previously recorded as an investment in direct financing lease on the Company's consolidated balance sheet were recorded as real estate assets on the Company's consolidated balance sheet.

(2) Hollywood Casino at Dayton Raceway and Hollywood Casino at Mahoning Valley Race Course were jointly developed with Penn National Gaming, Inc. The costs capitalized subsequent to acquisition represent the capital expenditures incurred by the Company subsequent to the transfer of the development properties at Spin-Off. Both properties commenced operations and began paying rent during the year ended December 31, 2014.

(3) The Company's corporate headquarters building was completed in October 2015. The land was purchased on September 19, 2014 and construction on the building occurred through October 2015.

(4) This includes undeveloped land the Company owns at locations other than its tenant occupied properties.

(5) The aggregate cost for federal income tax purposes of the properties listed above was \$7.96 billion at December 31, 2018. This amount includes the tax basis of all real property assets acquired from Pinnacle, including building assets.

A summary of activity for real estate and accumulated depreciation for the years ended December 31, 2018, 2017 and 2016 is as follows:

	Year Ended December 31,		
	2018	2017	2016
<b>Real Estate:</b>	<b>(in thousands)</b>		
Balance at the beginning of the period	\$ 4,519,501	\$ 4,495,972	\$ 2,750,867
Acquisitions	1,199,135	23,507	1,745,449
Reclass of assets from investment in direct financing lease to real estate investments <sup>(1)</sup>	2,599,180	—	—
Capital expenditures and assets placed in service	—	32	82
Dispositions	(3,270)	(10)	(426)
Balance at the end of the period	<u>\$ 8,314,546</u>	<u>\$ 4,519,501</u>	<u>\$ 4,495,972</u>
<b>Accumulated Depreciation:</b>			
Balance at the beginning of the period	\$ (857,456)	\$ (756,881)	\$ (660,808)
Depreciation expense	(125,630)	(100,576)	(96,073)
Dispositions	—	1	—
Balance at the end of the period	<u>\$ (983,086)</u>	<u>\$ (857,456)</u>	<u>\$ (756,881)</u>

**SCHEDULE IV**  
**MORTGAGE LOANS ON REAL ESTATE**  
**December 31, 2018**  
**(in thousands)**

Description	Interest Rate	Final Maturity Date	Periodic Payment Terms	Prior Liens	Face Amount of Mortgage	Carrying Amount of Mortgage <sup>(3)</sup>	Principal Amount of Loans Subject to Delinquent Principal or Interest
Lumière Place Loan	9.09%	10/1/2020 <sup>(1)</sup>	interest paid monthly	—	\$ 246,000	\$ 246,000	—
Belterra Park Loan	11.11%	4/3/2051 <sup>(2)</sup>	interest paid monthly	—	57,684	57,684	—
					\$ 303,684	\$ 303,684	—

<sup>(1)</sup> The Lumière Loan has a final maturity date of October 1, 2020, however, the loan may be extinguished prior to this date.

<sup>(2)</sup> The Belterra Park Loan matures in connection with the expiration of the Boyd Master Lease (as may be extended at the tenant's option to April 30, 2051).

<sup>(3)</sup> The aggregate cost for federal income tax purposes of the mortgage loans listed above was approximately \$304 million at December 31, 2018.

	Year Ended December 31, 2018
	(in thousands)
<b>Mortgage Loans:</b>	
Balance at the beginning of the period	\$ —
Additions during the period:	
New mortgage loans	303,684
Deductions during the period:	
Collections of principal	—
Balance at the end of the period	<u>\$ 303,684</u>

## ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

### ITEM 9A. CONTROLS AND PROCEDURES

#### Evaluation of Disclosure Controls and Procedures

The Company's management, under the supervision and with the participation of the principal executive officer and principal financial officer, has evaluated the effectiveness of the Company's disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as of December 31, 2018, which is the end of the period covered by this Annual Report on Form 10-K. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well-designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on this evaluation, our principal executive officer and principal financial officer concluded that as of December 31, 2018 the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in reports it files or submits under the Exchange Act is (i) recorded, processed, summarized, evaluated and reported, as applicable, within the time periods specified in the United States Securities and Exchange Commission's rules and forms and (ii) accumulated and communicated to the Company's management, including the Company's principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosures.

#### Management's Report on Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining an adequate system of internal control over financial reporting, as defined in Exchange Act Rules 13a-15(f) and 15d-15(f). The Company's management conducted an assessment of the Company's internal control over financial reporting and concluded it was effective as of December 31, 2018. In making this assessment, management used the criteria established by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control - Integrated Framework (2013)*.

Deloitte & Touche LLP, the Company's independent registered accounting firm, issued an audit report on the effectiveness of the Company's internal control over financial reporting as of December 31, 2018, which is included on the following page of this Annual Report on Form 10-K.

#### Changes in Internal Control Over Financial Reporting

There have been no changes in the Company's internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) that occurred during the fiscal quarter ended December 31, 2018, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. During the year ended December 31, 2018, we implemented controls to ensure we had identified all of the Company's lease agreements and properly assessed the impact of ASU 2016-02 on our financial statements to facilitate the adoption of this new guidance on January 1, 2019. We do not expect significant changes to our internal control over financial reporting due to the adoption of the new standard.



## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and Board of Directors of  
Gaming and Leisure Properties, Inc. and Subsidiaries

### **Opinion on Internal Control over Financial Reporting**

We have audited the internal control over financial reporting of Gaming and Leisure Properties, Inc. and Subsidiaries (the "Company") as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements and financial statement schedules as of and for the year ended December 31, 2018, of the Company and our report dated February 13, 2019, expressed an unqualified opinion on those financial statements.

### **Basis for Opinion**

The Company'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 are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. 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, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### **Definition and Limitations of Internal Control over Financial Reporting**

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.

/s/ DELOITTE & TOUCHE LLP

New York, New York  
February 13, 2019

**ITEM 9B. OTHER INFORMATION**

None

**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by this item concerning directors is hereby incorporated by reference to the Company's definitive proxy statement for its 2019 Annual Meeting of Shareholders (the "2019 Proxy Statement"), to be filed with the U.S. Securities and Exchange Commission within 120 days after December 31, 2018, pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended. Information required by this item concerning executive officers is included in Part I of this Annual Report on Form 10-K.

**ITEM 11. EXECUTIVE COMPENSATION**

The information called for in this item is hereby incorporated by reference to the 2019 Proxy Statement.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDERS MATTERS**

The information called for in this item is hereby incorporated by reference to the 2019 Proxy Statement.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE**

The information called for in this item is hereby incorporated by reference to the 2019 Proxy Statement.

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information called for in this item is hereby incorporated by reference to the 2019 Proxy Statement.

**PART IV**

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

(a) 1. Financial Statements. The following is a list of the Consolidated Financial Statements of the Company and its subsidiaries and supplementary data filed as part of Item 8 hereof:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets as of December 31, 2018 and 2017

Consolidated Statements of Income for the years ended December 31, 2018, 2017 and 2016

Consolidated Statements of Changes in Shareholders' Equity (Deficit) for the years ended December 31, 2018, 2017 and 2016

Consolidated Statements of Cash Flows for the years ended December 31, 2018, 2017 and 2016

2. Financial Statement Schedules:

Schedule III. Real Estate and Accumulated Depreciation as of December 31, 2018

Schedule IV. Mortgage Loans on Real Estate as of December 31, 2018

3. Exhibits, Including Those Incorporated by Reference.

The exhibits to this Report are listed on the accompanying index to exhibits and are incorporated herein by reference or are filed as part of this annual report on Form 10-K.

**ITEM 16. FORM 10-K SUMMARY**

None.

## EXHIBIT INDEX

<b>Exhibit</b>	<b>Description of Exhibit</b>
2.1	<a href="#">Separation and Distribution Agreement, dated November 1, 2013, by and between Penn National Gaming, Inc. and Gaming and Leisure Properties, Inc. (Incorporated by reference to Exhibit 2.1 to the Company's current report on Form 8-K filed on November 7, 2013).</a>
2.2	<a href="#">Agreement and Plan of Merger, dated as of July 20, 2015, by and among Pinnacle Entertainment, Inc., Gaming and Leisure Properties, Inc. and Gold Merger Sub, LLC. (Incorporated by reference to Exhibit 2.1 to the Company's current report on Form 8-K filed on July 22, 2015).</a>
2.3	<a href="#">Amendment No. 1, dated as of March 25, 2016, to Agreement and Plan of Merger, dated as of July 20, 2015, by and among Pinnacle Entertainment, Inc., Gaming and Leisure Properties, Inc. and Golder Merger Sub, LLC. (Incorporated by reference to Exhibit 2.1 to the Company's current report on Form 8-K filed on March 28, 2016).</a>
2.4	<a href="#">Separation and Distribution Agreement, dated April 28, 2016, by and between PNK Entertainment, Inc., Gold Merger Sub, LLC (as successor to Pinnacle Entertainment, Inc.) and solely with respect to Article VIII, Gaming and Leisure Properties, Inc. (Incorporated by reference to Exhibit 2.4 to the Company's current report on Form 8-K filed on April 28, 2016).</a>
2.5	<a href="#">Agreement and Plan of Merger, dated as of April 15, 2018, by and among Eldorado Resorts, Inc., Delta Merger Sub, Inc., GLP Capital, L.P. and Tropicana Entertainment Inc. (Incorporated by reference to Exhibit 2.1 to the Company's current report on Form 8-K, filed on April 16, 2018).</a>
2.6	<a href="#">Real Estate Purchase and Sale Agreement, dated as of April 15, 2018, by and between Tropicana Entertainment Inc. and GLP Capital, L.P. (Incorporated by reference to Exhibit 2.2 to the Company's current report on Form 8-K, filed on April 16, 2018).</a>
2.7	<a href="#">Amendment No. 1 and Joinder to Real Estate Purchase and Sale Agreement, dated as of October 1, 2018, by and among Tropicana Entertainment, Inc., Eldorado Resorts, Inc. and GLP Capital, L.P. (Incorporated by reference to Exhibit 2.3 to the Company's current report on Form 8-K, filed on October 1, 2018).</a>
3.1	<a href="#">Amended and Restated Articles of Incorporation of Gaming and Leisure Properties, Inc. (Incorporated by reference to Exhibit 3.1 to the Company's current report on Form 8-K filed on June 15, 2018).</a>
3.2	<a href="#">Amended and Restated Bylaws of Gaming and Leisure Properties, Inc. (Incorporated by reference to Exhibit 3.2 to the Company's current report on Form 8-K filed on June 15, 2018).</a>
4.1	<a href="#">Indenture, dated as of October 30, 2013, among GLP Capital, L.P. and GLP Financing II, Inc., as Issuers, Gaming and Leisure Properties, Inc., as Parent Guarantor, and Wells Fargo Bank, National Association, as Trustee. (Incorporated by reference to Exhibit 4.1 to the Company's current report on Form 8-K filed on November 1, 2013).</a>
4.2	<a href="#">First Supplemental Indenture, dated as of March 28, 2016, among GLP Capital, L.P., GLP Financing II, Inc. and Wells Fargo Bank, National Association, as Trustee. (Incorporated by reference to Exhibit 4.1 to the Company's current report on Form 8-K filed on March 28, 2016).</a>
4.3	<a href="#">Second Supplemental Indenture, dated as of April 28, 2016, by and among GLP Capital, L.P., GLP Financing II, Inc. as Issuers and Gaming and Leisure Properties, Inc. as Parent Guarantor and Wells Fargo Bank, National Association, as Trustee. (Incorporated by reference to Exhibit 4.3 to the Company's current report on Form 8-K filed on April 28, 2016).</a>
4.4	<a href="#">Third Supplemental Indenture, dated as of April 28, 2016, by and among GLP Capital, L.P., GLP Financing II, Inc. as Issuers and Gaming and Leisure Properties, Inc. as Parent Guarantor and Wells Fargo Bank, National Association, as Trustee. (Incorporated by reference to Exhibit 4.4 to the Company's current report on Form 8-K filed on April 28, 2016).</a>
4.5	<a href="#">Fourth Supplemental Indenture, dated May 21, 2018, among GLP Capital, L.P. and GLP Financing II, Inc. as Issuers, Gaming and Leisure Properties, Inc., as Parent Guarantor, and Wells Fargo Bank, National Association, as Trustee, relating to the Issuers' 4.375% Senior Notes due 2018. (Incorporated by reference to Exhibit 4.3 to the Company's current report on Form 8-K, filed on May 22, 2018).</a>

<b>Exhibit</b>	<b>Description of Exhibit</b>
4.6	<a href="#">Fifth Supplemental Indenture, dated May 21, 2018, among GLP Capital, L.P. and GLP Financing II, Inc. as Issuers, Gaming and Leisure Properties, Inc., as Parent Guarantor, and Wells Fargo Bank, National Association, as Trustee, relating to the Issuers' 5.250% Senior Notes due 2025. (Incorporated by reference to Exhibit 4.4 to the Company's current report on Form 8-K, filed on May 22, 2018).</a>
4.7	<a href="#">Sixth Supplemental Indenture, dated May 21, 2018, among GLP Capital, L.P. and GLP Financing II, Inc. as Issuers, Gaming and Leisure Properties, Inc., as Parent Guarantor, and Wells Fargo Bank, National Association, as Trustee, relating to the Issuers' 5.750% Senior Notes due 2028. (Incorporated by reference to Exhibit 4.5 to the Company's current report on Form 8-K, filed on May 22, 2018).</a>
4.8	<a href="#">Seventh Supplemental Indenture, dated as of September 26, 2018, among GLP Capital, L.P. and GLP Financing II, Inc. as Issuers, Gaming and Leisure Properties, Inc., as Parent Guarantor, and Wells Fargo Bank, National Association, as Trustee, relating to the Issuers' 5.300% Senior Notes due 2029. (Incorporated by reference to Exhibit 4.4 to the Company's current report on Form 8-K, filed on September 26, 2018).</a>
4.9	<a href="#">Officer's Certificate of GLP Capital, L.P. and GLP Financing II, Inc., dated as of October 30, 2013, establishing the 2018 Notes and the 2023 Notes. (Incorporated by reference to Exhibit 4.2 to the Company's current report on Form 8-K filed on November 1, 2013).</a>
4.10	<a href="#">Officer's Certificate of GLP Capital, L.P. and GLP Financing II, Inc., dated as of October 31, 2013, establishing the 2020 Notes. (Incorporated by reference to Exhibit 4.3 to the Company's current report on Form 8-K filed on November 1, 2013).</a>
4.11	<a href="#">Form of 2021 Note (Incorporated by reference to Exhibit 4.5 and included in Exhibit 4.3 to the Company's current report on Form 8-K filed on April 28, 2016).</a>
4.12	<a href="#">Form of 2026 Note (Incorporated by reference to Exhibit 4.6 and included in Exhibit 4.4 to the Company's current report on Form 8-K filed on April 28, 2016).</a>
4.13	<a href="#">Form of 2025 Note (Incorporated by reference to Exhibit 4.6 and included in Exhibit 4.4 to the Company's current report on Form 8-K, filed on May 22, 2018).</a>
4.14	<a href="#">Form of 2028 Note (Incorporated by reference to Exhibit 4.7 and included in Exhibit 4.5 to the Company's current report on Form 8-K, filed on May 22, 2018).</a>
4.15	<a href="#">Form of 2029 Note (Incorporated by reference to Exhibit 4.6 and included in Exhibit 4.4 to the Company's current report on Form 8-K, filed on September 26, 2018).</a>
10.1	<a href="#">Registration Rights Agreement, dated as of October 30, 2013, by and among GLP Capital, L.P., GLP Financing II, Inc., Gaming and Leisure Properties, Inc. and Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated and the other initial purchasers named therein, with respect to the 2018 Notes. (Incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K filed on November 1, 2013).</a>
10.2	<a href="#">Registration Rights Agreement, dated as of October 30, 2013, by and among GLP Capital, L.P., GLP Financing II, Inc., Gaming and Leisure Properties, Inc. and Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated and the other initial purchasers named therein, with respect to the 2023 Notes. (Incorporated by reference to Exhibit 10.2 to the Company's current report on Form 8-K filed on November 1, 2013).</a>
10.3	<a href="#">Registration Rights Agreement, dated as of October 31, 2013, by and among GLP Capital, L.P., GLP Financing II, Inc., Gaming and Leisure Properties, Inc. and Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated and the other initial purchasers named therein, with respect to the 2020 Notes. (Incorporated by reference to Exhibit 10.3 to the Company's current report on Form 8-K filed on November 1, 2013).</a>
10.4	<a href="#">Credit Agreement, dated as of October 28, 2013, among GLP Capital, L.P., as successor-by-merger to GLP Financing, LLC, each lender from time to time party thereto and JPMorgan Chase Bank, N.A., as administrative agent. (Incorporated by reference to Exhibit 10.4 to the Company's current report on Form 8-K filed on November 1, 2013).</a>
10.5	<a href="#">Amendment No. 1, dated as of July 31, 2015, to the Credit Agreement dated as of October 28, 2013 among GLP Capital, L.P., the several banks and other financial institutions party thereto, JPMorgan Chase Bank, N.A., as Administrative Agent and the various other parties thereto. (Incorporated by reference to Exhibit 10.2 to the Company's Registration Statement on S-4 filed on August 28, 2015).</a>

<b>Exhibit</b>	<b>Description of Exhibit</b>
10.6	<a href="#">First Amendment, dated as of March 25, 2016, to Amendment No. 1, dated as of July 31, 2015, to the Credit Agreement dated as of October 28, 2013 among GLP Capital, L.P., the several banks and other financial institutions party thereto, JPMorgan Chase Bank, N.A., as Administrative Agent and the various other parties thereto. (Incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K filed on March 28, 2016).</a>
10.7	<a href="#">Amendment No. 2, dated as of May 21, 2018, to the Credit Agreement dated as of October 28, 2013 among GLP Capital, L.P., the several banks and other financial institutions party thereto, JPMorgan Chase Bank, N.A., as Administrative Agent and the various other parties thereto. (Incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K, filed on May 22, 2018).</a>
10.8	<a href="#">Amendment No. 3, dated as of October 10, 2018, to the Credit Agreement dated as of October 28, 2013 among GLP Capital, L.P., the several banks and other financial institutions party thereto, JPMorgan Chase Bank, N.A., as Administrative Agent and the various other parties thereto. (Incorporated by reference to Exhibit 10.5 to the Company's quarterly report on Form 10-Q filed on November 1, 2018).</a>
10.9	<a href="#">Master Lease, dated November 1, 2013, by and among GLP Capital L.P. and Penn Tenant, LLC. (Incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K filed on November 7, 2013).</a>
10.10	<a href="#">First Amendment to the Master Lease Agreement, dated as of March 5, 2014, by and among GLP Capital L.P. and Penn Tenant, LLC. (Incorporated by reference to Exhibit 10.1 to the Company's quarterly report on Form 10-Q filed on May 12, 2014).</a>
10.11	<a href="#">Second Amendment to the Master Lease Agreement, dated as of April 18, 2014, by and among GLP Capital L.P. and Penn Tenant, LLC. (Incorporated by reference to Exhibit 10.1 to the Company's quarterly report on Form 10-Q filed on August 1, 2014).</a>
10.12	<a href="#">Third Amendment to the Master Lease Agreement, dated as of September 20, 2016, by and among GLP Capital L.P. and Penn Tenant, LLC. (Incorporated by reference to Exhibit 10.2 to the Company's quarterly report on Form 10-Q filed on November 9, 2016).</a>
10.13	<a href="#">Fourth Amendment to the Master Lease Agreement, dated as of May 1, 2017, by and among GLP Capital L.P. and Penn Tenant, LLC. (Incorporated by reference to Exhibit 10.2 to the Company's quarterly report on Form 10-Q filed on May 3, 2017).</a>
10.14	<a href="#">Fifth Amendment to the Master Lease Agreement, dated as of June 19, 2018, by and among GLP Capital L.P. and Penn Tenant, LLC. (Incorporated by reference to Exhibit 10.3 to the Company's quarterly report on Form 10-Q filed on August 1, 2018).</a>
10.15	<a href="#">Sixth Amendment to the Master Lease Agreement, dated as of August 8, 2018, by and among GLP Capital L.P. and Penn Tenant, LLC. (Incorporated by reference to Exhibit 10.1 to the Company's quarterly report on Form 10-Q filed on November 1, 2018).</a>
10.16*	<a href="#">Seventh Amendment to the Master Lease Agreement, dated as of October 31, 2018, by and among GLP Capital L.P. and Penn Tenant, LLC.</a>
10.17*	<a href="#">Eighth Amendment to the Master Lease Agreement, dated as of November 20, 2018, by and among GLP Capital L.P. and Penn Tenant, LLC.</a>
10.18	<a href="#">Master Lease, dated April 28, 2016, by and among Gold Merger Sub, LLC (as successor to Pinnacle Entertainment, Inc.) and Pinnacle MLS, LLC. (Incorporated by reference to Exhibit 2.3 to the Company's current report on Form 8-K filed on April 28, 2016).</a>
10.19	<a href="#">First Amendment to the Master Lease, dated August 29, 2016, by and among Gold Merger Sub, LLC (as successor to Pinnacle Entertainment, Inc.) and Pinnacle MLS, LLC. (Incorporated by reference to Exhibit 10.1 to the Company's quarterly report on Form 10-Q filed on November 9, 2016).</a>
10.20	<a href="#">Second Amendment to the Master Lease, dated October 25, 2016, by and among Gold Merger Sub, LLC (as successor to Pinnacle Entertainment, Inc.) and Pinnacle MLS, LLC. (Incorporated by reference to Exhibit 10.13 to the Company's annual report on Form 10-K filed on February 22, 2017).</a>
10.21	<a href="#">Third Amendment to the Master Lease, dated March 24, 2017, by and among Gold Merger Sub, LLC (as successor to Pinnacle Entertainment, Inc.) and Pinnacle MLS, LLC. (Incorporated by reference to Exhibit 10.1 to the Company's quarterly report on Form 10-Q filed on May 3, 2017).</a>

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<b>Exhibit</b>	<b>Description of Exhibit</b>
10.22	<a href="#">Fourth Amendment to the Master Lease, dated October 15, 2018, by and between Gold Merger Sub, LLC (as successor to Pinnacle Entertainment, Inc.) and Pinnacle MLS, LLC. (Incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K, filed on October 16, 2018).</a>
10.23	<a href="#">Master Lease, dated October 1, 2018, by and among GLP Capital, L.P., Tropicana AC Sub Corp., Tropicana Entertainment, Inc. and Tropicana Atlantic City Corp (Incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K, filed on October 1, 2018).</a>
10.24	<a href="#">Master Lease Agreement, dated October 15, 2018, by and between Gold Merger Sub, LLC and Boyd TCIV, LLC. (Incorporated by reference to Exhibit 10.2 to the Company's current report on Form 8-K, filed on October 16, 2018).</a>
10.25	<a href="#">Consent Agreement by and among Gaming and Leisure Properties, Inc., Gold Merger Sub, LLC, PA Meadows, LLC, WTA II, Inc., CCR Pennsylvania Racing, Inc., Penn National Gaming, Inc., Pinnacle Entertainment, Inc., PNK Development 33, LLC and Pinnacle MLS, LLC dated December 17, 2017. (Incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K filed on December 19, 2017).</a>
10.26	<a href="#">Tax Matters Agreement, dated as of November 1, 2013, by and among Penn National Gaming, Inc. and Gaming and Leisure Properties, Inc. (Incorporated by reference to Exhibit 10.2 to the Company's current report on Form 8-K filed on November 7, 2013).</a>
10.27	<a href="#">Tax Matters Agreement, dated as of July 20, 2015, by and among Pinnacle Entertainment, Inc. and Gaming and Leisure Properties, Inc. (Incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K filed on July 22, 2015).</a>
10.28	<a href="#">Employee Matters Agreement, dated as of November 1, 2013, by and between Penn National Gaming, Inc. and Gaming and Leisure Properties, Inc. (Incorporated by reference to Exhibit 10.4 to the Company's current report on Form 8-K filed on November 7, 2013).</a>
10.29	<a href="#">Employee Matters Agreement, dated April 28, 2016, by and between PNK Entertainment, Inc. and Gold Merger Sub, LLC (as successor to Pinnacle Entertainment, Inc.) (Incorporated by reference to Exhibit 2.5 to the Company's current report on Form 8-K filed on April 28, 2016).</a>
10.30 #	<a href="#">Gaming and Leisure Properties, Inc. Amended and Restated 2013 Long Term Incentive Compensation Plan (Incorporated by reference to Exhibit 10.1 to the Company's quarterly report on Form 10-Q filed on April 30, 2018).</a>
10.31#	<a href="#">Form of Restricted Stock Performance Award I under the Gaming and Leisure Properties, Inc. 2013 Long-Term Incentive Compensation Plan. (Incorporated by reference to Exhibit 4.8 to the Company's annual report on Form 10-K filed on February 22, 2017).</a>
10.32 #	<a href="#">Form of Restricted Stock Performance Award II under the Gaming and Leisure Properties, Inc. 2013 Long-Term Incentive Compensation Plan. (Incorporated by reference to Exhibit 4.9 to the Company's annual report on Form 10-K filed on February 22, 2017).</a>
10.33 #	<a href="#">Form of Restricted Stock Award under the Gaming and Leisure Properties, Inc. 2013 Long-Term Incentive Compensation Plan. (Incorporated by reference to Exhibit 4.2 to the Company's quarterly report on Form 10-Q filed on May 4, 2015).</a>
10.34 #	<a href="#">Form of Restricted Stock Performance Award I under the Gaming and Leisure Properties, Inc. 2013 Long-Term Incentive Compensation Plan for Awards Issued after January 1, 2018. (Incorporated by reference to Exhibit 10.26 to the Company's annual report on Form 10-K filed on February 16, 2018).</a>
10.35 #	<a href="#">Form of Restricted Stock Performance Award II under the Gaming and Leisure Properties, Inc. 2013 Long-Term Incentive Compensation Plan for Awards Issued after January 1, 2018. (Incorporated by reference to Exhibit 10.27 to the Company's annual report on Form 10-K filed on February 16, 2018).</a>
10.36 # *	<a href="#">Form of Board of Director Restricted Stock Award under the Gaming and Leisure Properties, Inc. 2013 Amended and Restated Long-Term Incentive Compensation Plan.</a>



[Table of Contents](#)

<b>Exhibit</b>	<b>Description of Exhibit</b>
10.37 #	<a href="#">Letter Agreement, dated as of April 24, 2018, by and between William J. Clifford and Gaming and Leisure Properties, Inc. (Incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K, filed on April 30, 2018).</a>
10.38	<a href="#">Amended and Restated Membership Interest Purchase Agreement, dated as of December 15, 2015, by and among Gaming and Leisure Properties, Inc., GLP Capital, L.P., PA Meadows LLC, PA Mezzco LLC and Cannery Casino Resorts, LLC. (Incorporated by reference to Exhibit 10.14 to the Company's annual report on Form 10-K filed on February 22, 2016).</a>
21*	<a href="#">Subsidiaries of the Registrant.</a>
23*	<a href="#">Consent of Deloitte &amp; Touche LLP, Independent Registered Public Accounting Firm.</a>
31.1*	<a href="#">CEO Certification pursuant to rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934.</a>
31.2*	<a href="#">CFO Certification pursuant to rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934.</a>
32.1*	<a href="#">CEO Certification pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of The Sarbanes - Oxley Act of 2002.</a>
32.2*	<a href="#">CFO Certification pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of The Sarbanes - Oxley Act of 2002.</a>
101*	Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Consolidated Balance Sheets at December 31, 2018 and 2017, (ii) the Consolidated Statements of Income for the years ended December 31, 2018, 2017 and 2016, (iii) the Consolidated Statements of Changes in Shareholders' Equity (Deficit) for the years ended December 31, 2018, 2017 and 2016, (iv) the Consolidated Statements of Cash Flows for the years ended December 31, 2018, 2017 and 2016, and (v) the notes to the Consolidated Financial Statements.

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# Compensation plans and arrangements for executives and others.

\* Filed herewith.



**SEVENTH AMENDMENT TO MASTER LEASE**

THIS SEVENTH AMENDMENT TO MASTER LEASE (this "Amendment") is being entered into on this 31st day of October, 2018 (the "Effective Date"), by and between Landlord and Tenant, as more fully set forth herein, and shall amend that certain Master Lease, dated November 1, 2013, as amended to the date hereof (collectively, the "Master Lease"), by and among GLP Capital, L.P. (together with its permitted successors and assigns, "Landlord") and Penn Tenant, LLC (together with its permitted successors and assigns, "Tenant"), pursuant to which Tenant leases certain Leased Property, as further defined in the Master Lease (the "Existing Leased Property"). Landlord and Tenant each desire to remove certain portions of the Existing Leased Property as identified and defined in Annex A attached hereto and incorporated herein (the "Removed Leased Property") from the terms, covenants and conditions of the Master Lease. Capitalized terms used herein and not otherwise defined herein shall have the meaning ascribed to them in the Master Lease.

**BACKGROUND:**

WHEREAS, Landlord and Tenant each desire to amend the Master Lease as more fully described herein.

NOW, THEREFORE, in consideration of the provisions set forth in the Master Lease as amended by this Amendment, including, but not limited to, the mutual representations, warranties, covenants and agreements contained therein and herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby respectively acknowledged, and subject to the terms and conditions thereof and hereof, the parties, intending to be legally bound, hereby agree that the Master Lease shall be amended as follows:

**ARTICLE I  
REMOVAL OF REMOVED LEASED PROPERTY**

1.1 Exhibit B to the Master Lease is hereby amended to remove the description of the Removed Leased Property as set forth in Annex A attached hereto and incorporated hereby by this reference from the description of the Land.

**ARTICLE II  
AMENDMENT TO MEMORANDUM OF LEASE**

Landlord and Tenant shall enter into an amendment to any memorandum of lease which may have been recorded in accordance with Article XXXIII of the Master Lease against the Removed Leased Property, in form suitable for recording in the county or other application location in which a Removed Leased Property is located which amendment is pursuant to this Amendment. Landlord shall pay all costs and expenses of recording any such amendment to memorandum.

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**ARTICLE III  
AUTHORITY TO ENTER INTO AMENDMENT**

Each party represents and warrants to the other that: (i) this Amendment and all other documents executed or to be executed by it in connection herewith have been duly authorized and shall be binding upon it; (ii) it is duly organized, validly existing and in good standing under the laws of the state of its formation and is duly authorized and qualified to perform this Amendment and the Master Lease, as amended hereby, within the State(s) where any portion of the Leased Property is located, and (iii) neither this Amendment, the Master Lease, as amended hereby, nor any other document executed or to be executed in connection herewith violates the terms of any other agreement of such party.

**ARTICLE IV  
MISCELLANEOUS**

4.1 **Brokers.** Tenant warrants that it has not had any contact or dealings with any Person or real estate broker which would give rise to the payment of any fee or brokerage commission in connection with this Amendment, and Tenant shall indemnify, protect, hold harmless and defend Landlord from and against any liability with respect to any fee or brokerage commission arising out of any act or omission of Tenant. Landlord warrants that it has not had any contact or dealings with any Person or real estate broker which would give rise to the payment of any fee or brokerage commission in connection with this Amendment, and Landlord shall indemnify, protect, hold harmless and defend Tenant from and against any liability with respect to any fee or brokerage commission arising out of any act or omission of Landlord.

4.2 **Costs and Expenses; Fees.** Each party shall be responsible for and bear all of its own expenses incurred in connection with pursuing or consummating this Amendment and the transactions contemplated by this Amendment, including, but not limited to, fees and expenses, legal counsel, accountants, and other facilitators and advisors.

4.3 **Choice of Law and Forum Selection Clause.** This Amendment shall be construed and interpreted, and the rights of the parties shall be determined, in accordance with the substantive Laws of the State of New York without regard to the conflict of law principles thereof or of any other jurisdiction.

4.4 **Counterparts; Facsimile Signatures.** This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. In proving this Amendment, it shall not be necessary to produce or account for more than one such counterpart signed by the party against whom enforcement is sought. Any counterpart may be executed by facsimile signature and such facsimile signature shall be deemed an original.

4.5 **No Further Modification.** Except as modified hereby, the Master Lease remains in full force and effect.

[Signature Page to Follow]

IN WITNESS WHEREOF, this Amendment has been duly executed and delivered by each of the undersigned as of the date first above written.

**LANDLORD:**

**GLP CAPITAL, L.P.**

By: /s/ Brandon J. Moore

Name: Brandon J. Moore

Title: Senior Vice President, General Counsel and Secretary

**TENANT:**

**PENN TENANT, LLC**

By: /s/ Carl Sottosanti

Name: Carl Sottosanti

Title: Executive Vice President, General Counsel and  
Secretary

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ANNEX A

LEGAL DESCRIPTIONS REMOVED FROM EXHIBIT B

From Hollywood Casino Joliet:

THAT PART OF LOT 14 IN CHICAGO GRAVEL COMPANY'S SUBDIVISION OF PART OF SECTIONS 24, 25, 26, 35 AND 36, TOWNSHIP 35 NORTH, RANGE 9 EAST OF THIRD PRINCIPAL MERIDIAN AND PART OF THE SOUTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 19, TOWNSHIP 35 NORTH, RANGE 10 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED JUNE 20, 1924, AS DOCUMENT NUMBER 368583, AND THAT PART OF SAID SECTION 36 LYING NORTH OF THE THREAD OF THE DESPLAINES RIVER, AND LYING SOUTH OF THE DESPLAINES RIVER MEANDER LINE, ACCORDING TO SAID CHICAGO GRAVEL COMPANY'S SUBDIVISION, AND LYING EAST OF THE SOUTHERLY PROJECTION OF THE EAST LINE OF LOT 11 IN SAID CHICAGO GRAVEL COMPANY'S SUBDIVISION, DESCRIBED AS FOLLOWS: COMMENCING AT THE NORTHEAST CORNER OF SAID LOT 11, THENCE SOUTH 02 DEGREES 14 MINUTES 00 SECONDS EAST ALONG SAID EAST LINE AND ALONG SAID SOUTHERLY PROJECTION, 4307.03 FEET TO A POINT ON A LINE LYING 75.00 FEET NORTHEASTERLY OF AND PARALLEL WITH AN ALIGNMENT CENTERLINE, SAID POINT BEING THE POINT OF BEGINNING; THENCE CONTINUING SOUTH 02 DEGREES 14 MINUTES 00 SECONDS EAST ALONG SAID SOUTHERLY PROJECTION, 426.13 FEET TO A POINT ON THE AFORESAID THREAD; THENCE NORTH 76 DEGREES 12 MINUTES 15 SECONDS EAST ALONG SAID THREAD, 154.58 FEET TO A POINT ON A THE AFORESAID PARALLEL LINE; THENCE NORTH 23 DEGREES 12 MINUTES 11 SECONDS WEST ALONG SAID PARALLEL LINE, 423.18 FEET TO THE POINT OF BEGINNING, IN WILL COUNTY, ILLINOIS.

P.I.N. 06-36-100-003

**EIGHTH AMENDMENT TO MASTER LEASE**

THIS EIGHTH AMENDMENT TO MASTER LEASE (this “**Amendment**”) is being entered into as of the 20<sup>th</sup> day of November, 2018 (the “**Effective Date**”), by and between Landlord and Tenant, as more fully set forth herein, and shall amend that certain Master Lease, dated November 1, 2013, as amended to the date hereof (collectively, the “**Master Lease**”), by and among GLP Capital, L.P. (together with its permitted successors and assigns, “**Landlord**”) and Penn Tenant, LLC (together with its permitted successors and assigns, “**Tenant**”), pursuant to which Tenant leases certain Leased Property, as further defined in the Master Lease (the “**Existing Leased Property**”). Landlord and Tenant each desire to remove certain portions of the Existing Leased Property as identified and defined in Annex A attached hereto and incorporated herein (the “**Removed Leased Property**”) from the terms, covenants and conditions of the Master Lease. Capitalized terms used herein and not otherwise defined herein shall have the meaning ascribed to them in the Master Lease.

BACKGROUND:

WHEREAS, Landlord and Tenant each desire to amend the Master Lease as more fully described herein.

NOW, THEREFORE, in consideration of the provisions set forth in the Master Lease as amended by this Amendment, including, but not limited to, the mutual representations, warranties, covenants and agreements contained therein and herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby respectively acknowledged, and subject to the terms and conditions thereof and hereof, the parties, intending to be legally bound, hereby agree that the Master Lease shall be amended as follows:

**ARTICLE I  
REMOVAL OF REMOVED LEASED PROPERTY**

1.1 Exhibit B to the Master Lease is hereby amended to remove the description of the Removed Leased Property as set forth in Annex A attached hereto and incorporated hereby by this reference from the description of the Land.

Article I

**ARTICLE II  
AMENDMENT TO MEMORANDUM OF LEASE**

Landlord and Tenant shall enter into an amendment to any memorandum of lease which may have been recorded in accordance with Article XXXIII of the Master Lease against the Removed Leased Property, in form suitable for recording in the county or other application location in which a Removed Leased Property is located which amendment is pursuant to this Amendment. Landlord shall pay all costs and expenses of recording any such amendment to memorandum.

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**ARTICLE III  
AUTHORITY TO ENTER INTO AMENDMENT**

Each party represents and warrants to the other that: (i) this Amendment and all other documents executed or to be executed by it in connection herewith have been duly authorized and shall be binding upon it; (ii) it is duly organized, validly existing and in good standing under the laws of the state of its formation and is duly authorized and qualified to perform this Amendment and the Master Lease, as amended hereby, within the State(s) where any portion of the Leased Property is located, and (iii) neither this Amendment, the Master Lease, as amended hereby, nor any other document executed or to be executed in connection herewith violates the terms of any other agreement of such party.

**ARTICLE IV  
MISCELLANEOUS**

**4.1 Brokers.** Tenant warrants that it has not had any contact or dealings with any Person or real estate broker which would give rise to the payment of any fee or brokerage commission in connection with this Amendment, and Tenant shall indemnify, protect, hold harmless and defend Landlord from and against any liability with respect to any fee or brokerage commission arising out of any act or omission of Tenant. Landlord warrants that it has not had any contact or dealings with any Person or real estate broker which would give rise to the payment of any fee or brokerage commission in connection with this Amendment, and Landlord shall indemnify, protect, hold harmless and defend Tenant from and against any liability with respect to any fee or brokerage commission arising out of any act or omission of Landlord.

**4.2 Costs and Expenses; Fees.** Each party shall be responsible for and bear all of its own expenses incurred in connection with pursuing or consummating this Amendment and the transactions contemplated by this Amendment, including, but not limited to, fees and expenses, legal counsel, accountants, and other facilitators and advisors.

**4.3 Choice of Law and Forum Selection Clause.** This Amendment shall be construed and interpreted, and the rights of the parties shall be determined, in accordance with the substantive Laws of the State of New York without regard to the conflict of law principles thereof or of any other jurisdiction.

**4.4 Counterparts; Facsimile Signatures.** This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. In proving this Amendment, it shall not be necessary to produce or account for more than one such counterpart signed by the party against whom enforcement is sought. Any counterpart may be executed by facsimile signature and such facsimile signature shall be deemed an original.

**4.5 No Further Modification.** Except as modified hereby, the Master Lease remains in full force and effect.

*[Signature Page to Follow]*

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IN WITNESS WHEREOF, this Amendment has been duly executed and delivered by each of the undersigned as of the date first above written.

**LANDLORD:**

**GLP CAPITAL, L.P.**

By: /s/ Brandon J. Moore

Name: Brandon J. Moore

Title: Senior Vice President, General Counsel and Secretary

**TENANT:**

**PENN TENANT, LLC**

By: /s/ Carl Sottosanti

Name: Carl Sottosanti

Title: Executive Vice President, General Counsel and  
Secretary

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ANNEX A

LEGAL DESCRIPTIONS REMOVED FROM EXHIBIT B

From Hollywood Casino St. Louis:

(See attached)

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### PROPERTY DESCRIPTION

A tract of land being part of Adjusted Amended Lot 1 and Adjusted Lot 1A of the Subdivision Plat of Amended Lot 1 and Lot 1A of the Subdivision of Consolidated Lot 1 of Riverside Center, according to the plat as recorded in Plat Book 355, Page 371 through 373, Adjusted Lot 2 of Riverside Center Consolidated Plat, according to the plat as recorded in Plat Book 355, Pages 20 through 23 and Lot 4A of the Subdivision of Lot 4 of Riverside Center, according to the plat as recorded in Plat Book 360, Page 29, located In U.S. Survey 2040, Township 46 North, Range 5 East of The Fifth Principal Meridian, City Of Maryland Heights, St. Louis County, Missouri being more particularly described as follows:

Beginning at the northwest corner of Re-Adjusted Lot 2, said point also being located on the eastern line of Casino Drive, a 100 feet wide private roadway, said point also being located on a curve to the left having a radius of 625.00 feet; thence northwesterly along said curve with an arc length of 16.61 and a chord which bears North 43 degrees 17 minutes 20 seconds West, 16.61 feet; thence departing last said curve, North 44 degrees 11 minutes 25 seconds East, 585.02 feet to a common corner of above said Adjusted Amended Lot 1 and Re-Adjusted Lot 2, said point also being located on a non-tangential curve to the right having a radius of 45.00 feet; thence along the common lines of above said Adjusted Amended Lot 1 and Re-Adjusted Lot 2 the following: along last said curve with an arc length of 6.23 feet and a chord which bears South 27 degrees 20 minutes 50 seconds East, 6.22 feet to a point of tangency and South 23 degrees 23 minutes 00 seconds East, 232.59 feet to the north line of said Re-Adjusted Lot 2; thence along said north line, South 66 degrees 37 minutes 00 seconds West, 535.55 feet to the POINT OF BEGINNING. Containing 68,847 square feet or 1.581 acres, more or less according to calculations performed by Stock & Associates Consulting Engineers, Inc. on September 26, 2018, revised October 10, 2018.

**GAMING AND LEISURE PROPERTIES, INC.  
RESTRICTED STOCK AWARD TERMS**

All Restricted Stock is subject to the provisions of the Gaming and Leisure Properties, Inc. 2013 Long Term Incentive Compensation Plan (the “Plan”) and any rules and regulations established by the Compensation and Governance Committee of the Board of Directors of Gaming and Leisure Properties, Inc. A copy of the Plan is available on the Merrill Lynch website under *Document Library/Plan Documents*. Unless specifically defined herein, words used herein with initial capitalized letters are defined in the Plan.

The terms provided herein are applicable to Restricted Stock Awards. Different terms may apply to any future awards under the Plan.

**I. PAYMENT FOR SHARES**

There is no exercise price or other payment required in exchange for a Restricted Stock Award.

**II. FORFEITURE RESTRICTIONS/LAPSE OF RESTRICTIONS**

Restricted Stock Awards are subject to forfeiture until lapse of such forfeiture restrictions at the rate of 25% quarterly, measured from the date the award is granted. In the event of an Award holder’s death, disability, retirement or other termination of employment or service as a director, the forfeiture restrictions on a Restricted Stock Award shall lapse or shares of Restricted Stock forfeited as follows:

- A.** *Death and Disability*: On the date of death or termination of employment as a result of a Disability (as determined by the Plan) all remaining restrictions will lapse.
- B.** *Change of Control* (as defined by the Plan): All remaining restrictions will lapse.
- C.** *All Other Termination Events*: All shares subject to forfeiture restrictions on the date of termination (as defined by the Plan) shall be forfeited.

The “lapse” of such forfeiture restrictions means that the Common Stock subject to the Award shall, thereafter, be fully transferable by the Award holder, subject to compliance with Section VI of these Award terms. Until the lapse of such forfeiture restrictions an Award holder may not sell, transfer, pledge or otherwise dispose of the shares of Common Stock subject to a Restricted Stock Award. There are no additional events or occurrences that shall lead to lapse of any forfeiture restrictions on this Award.

**III. LEAVES OF ABSENCE**

For purposes of a Restricted Stock Award, service as an employee or director, as applicable, does not terminate with a leave of absence. Please refer to Section 12.12 of the Plan for the impact of a leave of absence.

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#### **IV. STOCK CERTIFICATES**

During the restricted period the shares underlying a Restricted Stock Award will be held for the holder by the Company. After the lapse of any applicable forfeiture restrictions, the shares of Common Stock will be released to the Award holder in the form of uncertificated shares.

#### **V. VOTING AND DIVIDEND RIGHTS**

An Award holder may vote the shares Common Stock underlying a Restricted Stock Award and will receive any dividends paid with respect to such shares even before the lapse of forfeiture restrictions. Dividends with respect to a Restricted Stock Award will be paid on the same date or dates that dividends are payable on the Common Stock to Company shareholders generally.

#### **VI. WITHHOLDING TAXES**

No evidence of shares of Common Stock will be released or issued to an Award holder unless such holder has made arrangements, acceptable to the Company, to pay any withholding taxes that may be due as a result of the lapse of the forfeiture restrictions. In accordance with the Plan, an Award holder is authorized to make payment of any such withholding tax in cash, by payroll deduction, by authorizing the Company to withhold shares of Common Stock from this Award or by surrendering to the Company shares of Common Stock already owned by such holder. In the event an Award holder elects to authorize the Company to withhold shares of Common Stock from this Award, such holder can only authorize the retention of shares of Common Stock equal to the minimum tax withholding obligation. The fair market value of the shares of Common Stock retained by the Company or surrendered by an Award holder shall be determined in accordance with the Plan as of the date the tax obligation arises.

#### **VII. NO RIGHT TO CONTINUED SERVICE**

A Restricted Stock Award does not give the holder the right to continue in service with the Company in any capacity. The Company reserves the right to terminate a holder's services at any time, with or without cause, subject to any employment agreement or other contract.

#### **VIII. ADJUSTMENTS**

In the event of a stock split, a stock dividend or a similar change in the Common Stock, the number of shares of Restricted Stock subject to a Restricted Stock Award that remain subject to forfeiture will be adjusted accordingly.

**Subsidiaries of Gaming and Leisure Properties, Inc. (a Pennsylvania corporation)**

<b>Name of Subsidiary</b>	<b>State or Other Jurisdiction of Incorporation</b>
CCR PA Racing, LLC	Pennsylvania
GLP Capital Partners, LLC	Pennsylvania
GLP Capital, L.P.	Pennsylvania
GLP Holdings, Inc.	Pennsylvania
GLP Financing I, LLC	Delaware
GLP Financing II, Inc.	Delaware
GLP Midwest Properties I, LLC	Delaware
Gold Merger Sub, LLC	Delaware
Louisiana Casino Cruises, Inc. (d/b/a Hollywood Casino Baton Rouge)	Louisiana
PA Meadows, LLC	Delaware
Penn Cecil Maryland, Inc. (d/b/a Hollywood Casino Perryville)	Maryland
SE Inlet Properties, LLC	Delaware
WTA II, LLC	Delaware

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the following Registration Statements of our reports dated February 13, 2019, relating to the consolidated financial statements and financial statement schedules of Gaming and Leisure Properties, Inc. and Subsidiaries, and the effectiveness of Gaming and Leisure Properties, Inc. and Subsidiaries' internal control over financial reporting, appearing in this Annual Report on Form 10-K of Gaming and Leisure Properties, Inc. and Subsidiaries for the year ended December 31, 2018:

Registration Statement No. 333-210423 on Form S-3  
Amendment No. 4 to Registration Statement No. 333-206649 on Form S-4  
Amendment No. 1 to Registration Statement No. 333-196662 on Form S-4  
Registration Statement No. 333-192017 on Form S-8

/s/ DELOITTE & TOUCHE LLP

New York, New York  
February 13, 2019

**CERTIFICATION PURSUANT TO RULE 13a-14(a) OR 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934**

I, Peter M. Carlino, certify that:

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

Date: February 13, 2019

/s/ Peter M. Carlino

Name: Peter M. Carlino

Chief Executive Officer



## CERTIFICATION PURSUANT TO RULE 13a-14(a) OR 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

I, Steven T. Snyder, certify that:

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

Date: February 13, 2019

/s/ Steven T. Snyder

Name: Steven T. Snyder

*Interim Chief Financial Officer*

**CERTIFICATION PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002  
18 U.S.C. SECTION 1350**

In connection with the annual report of Gaming and Leisure Properties, Inc. (the "Company") on Form 10-K for the year ended December 31, 2018, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Peter M. Carlino, Chief Executive Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Peter M. Carlino

Peter M. Carlino

*Chief Executive Officer*

Date: February 13, 2019

**CERTIFICATION PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002  
18 U.S.C. SECTION 1350**

In connection with the annual report of Gaming and Leisure Properties, Inc. (the "Company") on Form 10-K for the year ended December 31, 2018, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Steven T. Snyder, Interim Chief Financial Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Steven T. Snyder

Steven T. Snyder

*Interim Chief Financial Officer*

Date: February 13, 2019