

CAPITAL LEASE FUNDING INC  
Form 10-Q  
November 12, 2004

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 10-Q**

**(Mark One)**

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

**For the quarterly period ended September 30, 2004**

**OR**

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

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number 001-32039**

**Capital Lease Funding, Inc.**

**(Exact name of registrant as specified in its charter)**

<b><u>Maryland</u></b>	<b><u>52-2414533</u></b>
<b>(State or Other Jurisdiction of Incorporation or Organization)</b>	<b>(I.R.S. Employer Identification No.)</b>

<b><u>110 Maiden Lane, New York, NY</u></b>	<b><u>10005</u></b>
<b>(Address of Principal Executive Offices)</b>	<b>(ZIP Code)</b>

**Registrant's Telephone Number, Including Area Code: (212) 217-6300**

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

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of November 12, 2004, there were 27,491,700 shares of common stock of Capital Lease Funding, Inc., \$0.01 par value per share, outstanding ( Common Stock ).

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

Capital Lease Funding, Inc. and Subsidiaries  
Consolidated Balance Sheets  
As of September 30, 2004 (unaudited) and December 31, 2003

(in thousands)

	As of September 30, 2004	As of December 31, 2003
<b>Assets</b>	<b>Unaudited</b>	
Cash and cash equivalents	\$ 12,286	\$ 6,522
Mortgage loans held for sale		71,757
Mortgage loans held for investment	181,386	
Real estate investments, net	100,737	
Securities available for sale	79,093	40,054
Structuring fees receivable	4,560	5,223
Hedge account margin deposit		500
Prepaid expenses and other assets		1,040
Amounts due from affiliates and members		44
Receivables and other assets	4,784	422
Accrued rental income	142	
Furniture, fixtures and equipment (net of depreciation)	233	211
<b>Total Assets</b>	<b>\$ 383,221</b>	<b>\$ 125,773</b>
<b>Liabilities and Stockholders' Equity/Members' Capital</b>		
Accounts payable and accrued expenses	\$ 1,611	\$ 2,635
Deposits and escrows	23,994	175
Due to servicer and dealers	4,734	347
Repurchase agreement obligations		28,765
Repurchase agreement obligation due to affiliates and members	94,812	59,322
Derivative liabilities	7,202	484
Dividends payable	2,749	
<b>Total Liabilities</b>	<b>135,102</b>	<b>91,728</b>
Commitments and contingencies		
<b>Stockholders' equity/members' capital:</b>		
Preferred stock, \$.01 par value, 100,000,000 shares authorized, no shares issued and outstanding		
Common stock, \$.01 par value, 500,000,000 shares authorized, 27,491,700 shares issued and outstanding at September 30, 2004	275	
Additional paid in capital	256,201	
Accumulated other comprehensive income (loss)	(4,639)	
Deferred compensation expense	(1,976)	
Retained earnings (deficit)	(1,742)	
Members' capital		34,045
<b>Total Stockholders' Equity/Members' Capital</b>	<b>248,119</b>	<b>34,045</b>

Total Liabilities and Stockholders' Equity/Members' Capital	\$	383,221	\$	125,773
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See notes to consolidated financial statements

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Capital Lease Funding, Inc. and Subsidiaries  
Consolidated Statements of Operations  
(Unaudited)

<i>(in thousands, except per share data)</i>	For the three months ended September 30,		For the nine months ended September 30,	
	2004	2003	2004	2003
<b>Revenues:</b>				
Interest income from mortgage loans and securities	\$ 3,830	\$ 1,485	\$ 8,507	\$ 5,488
Gain on sales of mortgage loans and securities	229	3,115	229	9,074
Rental revenue	903		903	
Other revenue	55	7	142	24
Total revenues	5,017	4,607	9,781	14,586
<b>Expenses:</b>				
Interest expense		145	426	936
Interest expense to affiliates	218	176	449	552
Loss (gain) on derivatives and short sales of securities		(530)	724	3,082
General and administrative expenses	2,166	1,125	6,063	4,980
General and administrative expenses-stock based compensation	334		3,500	
Depreciation and amortization expense on real property	240		240	
Loan processing expenses	52	13	121	92
Total expenses	3,010	929	11,523	9,642
Net income (loss)	\$ 2,007	\$ 3,678	\$ (1,742)	\$ 4,944
<b>Earnings per share (pro forma for 2003)</b>				
Net income (loss) per share, basic & diluted	\$ 0.07	\$ 0.90	\$ (0.09)	\$ 1.20
Weighted average number of common shares outstanding, basic & diluted	27,492	4,108	20,323	4,108
Dividends declared per common share	\$ 0.10	\$ -	\$ 0.10	\$ -

See notes to consolidated financial statements

Capital Lease Funding, Inc. and Subsidiaries  
Consolidated Statement of Changes in Stockholders' Equity/Members' Capital  
(unaudited)

	-----Capital Lease Funding, Inc.-----						
	Accumulated						
		Common	Additional	Comprehensive	Deferred	Retained	
	Caplease	Stock	Paid-In	Income	Compensation	Earnings	Total
	LP	at Par	Capital	(Loss)	Expense	(Deficit)	
Balance at December 31, 2003	\$ 34,045	\$ 1	\$ 13	\$	\$	\$	\$ 34,059
Acquisition of Caplease LP	(34,045)	40	31,917	2,088			
Issuance of stock-initial public offering		230	241,270				241,500
Initial public offering costs			(19,723)				(19,723)
Issuance of stock-incentive stock plan at offering date		4	4,026		(2,669)		1,361
Adjust initial management share purchases to market value			1,447				1,447
Incentive stock plan compensation expense-March 25- Sept.30, 2004					693		693
Net loss						(1,742)	(1,742)
Dividends declared			(2,749)				(2,749)
Unrealized change in value on securities available for sale				1,938			1,938
Unrealized loss on derivatives				(7,202)			(7,202)
Net realized loss on cash flow hedges				(1,463)			(1,463)
Balance at September 30, 2004	\$ 0	\$ 275	\$ 256,201	\$ (4,639)	\$ (1,976)	\$ (1,742)	\$ 248,119

See notes to consolidated financial statements

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Capital Lease Funding, Inc. and Subsidiaries  
 Consolidated Statements of Cash Flows  
 (Unaudited)

<i>(in thousands)</i>	For the nine months ended September 30,	
	2004	2003
<b>Operating activities</b>		
Net (loss) income	\$ (1,742)	\$ 4,944
Adjustments to reconcile net income (loss) to cash (used in) provided by operating activities:		
Depreciation and amortization	302	92
Amortization of stock based compensation expense	3,500	
Gain on sale of mortgage loans and securities	(229)	(9,074)
Change in provision for loss on mortgage loans and securities		(1,417)
Loss on derivatives and short sales of securities	724	3,082
Change in accrued rental income	(142)	
Changes in operating assets and liabilities:		
Proceeds from sale of mortgage loans		127,671
Net principal advanced to borrowers		(91,535)
Funds used in hedging and risk management activities	(4,202)	(4,070)
Receivables and other assets	(4,361)	2
Loan origination costs		(87)
Securities held for sale		469
Structuring fees receivable	663	(687)
Accounts payable and accrued expenses	(1,025)	(1,089)
Deposits and escrows	23,819	31
Due to servicer and dealer	4,388	(196)
Net cash provided by operating activities	21,695	28,136
<b>Investing activities</b>		
Proceeds from sale of mortgage loans	8,251	
Principal advanced to borrowers	(122,968)	
Principal received from borrowers	7,129	
Loan origination costs	218	
Purchase of securities available for sale	(92,970)	
Sale of securities available for sale	55,868	
Purchases of real estate investments	(100,977)	
Purchases of furniture, fixtures and equipment	(83)	(16)
Net cash used in investing activities	(245,532)	(16)
<b>Financing activities</b>		
Repayments under repurchase agreements	(28,765)	(33,102)
Borrowing under repurchase agreements to affiliates	95,670	9,286
Repayments under repurchase agreements to affiliates	(60,180)	
Reverse merger	14	
Net proceeds from equity offering	222,818	
Repayments of notes payable		(275)
Changes in amounts due from affiliates and members	44	95
Net cash provided by (used in) financing activities	229,601	(23,996)



<b>Net increase in cash</b>		5,764		4,124
Cash and cash equivalents at beginning of period		6,522		5,386
Cash and cash equivalents at end of period	\$	12,286	\$	9,510

**Supplemental disclosure of noncash operating and financing information**

Prepaid expenses and other assets reclassified to public offering costs	\$	1,040		-
Unrealized loss on cash flow hedges	\$	(7,202)		-
Dividends declared but not paid	\$	2,749		-

See notes to consolidated financial statements

Capital Lease Funding, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements  
(Dollar amounts in thousands)

September 30, 2004 (unaudited)

## 1. Organization

Capital Lease Funding, Inc. (the Company) was incorporated in the State of Maryland during October 2003, and was formed for the purpose of continuing the existing business operations and acquiring substantially all of the assets and liabilities of Caplease, LP (LP or the Predecessor). The Company completed this acquisition through a reverse merger and its initial public offering during March 2004. The Company invests in real estate mortgage loans, equity interests in real estate properties, real estate securities and other real estate assets. The Company's investments primarily consist of real estate related assets that are backed by commercial properties subject to long-term net leases from investment grade and near investment grade credit tenants.

The accompanying financial statements include the historical results of operations of the Predecessor prior to the acquisition by the Company.

The Predecessor's principal activity was the origination and securitization of commercial mortgage loans. Since 1995, the Predecessor has been primarily engaged in the business of originating, underwriting and securitizing mortgage loans secured by first liens on commercial properties which are long-term net leased to credit tenants and loans to owners of real properties subject to credit tenant leases.

In March 2004, the Company sold 23 million shares of its common stock in an initial public offering at a price to the public of \$10.50 per share, for net proceeds of approximately \$222 million. The Company had 27,491,700 shares of common stock outstanding at September 30, 2004.

The Company is organized and conducts its operations to qualify as a real estate investment trust ("REIT") for federal income tax purposes. As such, it will generally not be subject to federal income tax on that portion of its income that is distributed to stockholders if it distributes at least 90% of its REIT taxable income to its stockholders by prescribed dates and complies with various other requirements. On September 14, 2004, the Company declared a dividend of \$0.10 per common share, payable on October 15, 2004 to stockholders of record as of September 30, 2004.

The accompanying consolidated financial statements and related notes of the Company have been prepared in accordance with accounting principles generally accepted in the United States for interim financial reporting and the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, certain information and footnote disclosures normally included in the financial statements prepared under accounting principles generally accepted in the United States have been condensed or omitted. In the opinion of management, all adjustments considered necessary for a fair presentation of the Company's financial position, results of operations and cash flows have been included and are of a normal and recurring nature. The operating results presented for interim periods are not necessarily indicative of the results that may be expected for any other interim period or for the entire year. These financial statements should be read in conjunction with the Company's and the Predecessor's December 31, 2003 consolidated financial statements and notes thereto, included in the Company's final prospectus for its initial public offering filed with the SEC on March 19, 2004. Capitalized terms used herein, and not otherwise defined, are defined in the Company's and the Predecessor's December 31, 2003 consolidated financial statements.

## 2. Summary of Significant Accounting Policies

### *Basis of Presentation and Principles of Consolidation*

The accompanying consolidated financial statements include the assets, liabilities, and results of operations of the Predecessor prior to March 24, 2004 and the Company and its wholly-owned subsidiaries, thereafter. All significant intercompany transactions, balances and accounts have been eliminated in consolidation.

### *Investments in Mortgage Loans*

Mortgage loans are secured by long-term real property leases (the majority of whose tenants are investment grade) and mortgages on the underlying real estate. Mortgage loans held for investment are carried at cost (unpaid principal balance adjusted for unearned discount and deferred expenses), and are amortized using the effective interest method. Mortgage loans held for sale without a designated hedge are reported at the lower of cost (unpaid principal balance adjusted for unearned discount and deferred expenses) or market value. Mortgage loans held for sale with a designated hedge are reported at cost, with adjustments to cost for the change in fair value attributable to the hedged risk.

### *Purchase Accounting for Acquisition of Real Estate*

The fair value of the real estate acquired is allocated to the acquired tangible assets, consisting of land, building and improvements, and identified intangible assets and liabilities, consisting of the value of above-market and below-market leases, other value of in-place leases and value of tenant relationships, based in each case on their fair values.

Capital Lease Funding, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements  
(Dollar amounts in thousands)

September 30, 2004 (unaudited)

The fair value of the tangible assets of an acquired property (which includes land, building and improvements) is determined by valuing the property as if it were vacant, and the "as-if-vacant" value is then allocated to land, building and improvements based on management's determination of relative fair values of these assets. Factors considered by management in performing these analyses include an estimate of carrying costs during the expected lease-up periods considering current market conditions and costs to execute similar leases. In estimating carrying costs, management includes real estate taxes, insurance and other operating expenses and estimates of lost rental revenue during the expected lease-up periods based on current market demand. Management also estimates costs to execute similar leases including leasing commissions.

In allocating the fair value of the identified intangible assets and liabilities of an acquired property, above-market and below-market in-place lease values are recorded based on the difference between the current in-place lease rent and a management estimate of current market rents.

The aggregate value of other acquired intangible assets, consisting of in-place leases and tenant relationships, is measured by the excess of (i) the purchase price paid for a property over (ii) the estimated fair value of the property as if vacant, determined as set forth above. This aggregate value is allocated between in-place lease values and tenant relationships based on management's evaluation of the specific characteristics of each tenant's lease. The value of in-place leases and customer relationships are amortized to expense over the remaining non-cancelable periods of the respective leases.

Depreciation is determined by the straight-line method over the remaining estimated economic useful lives of the properties. The Company generally depreciates buildings and building improvements over periods not exceeding 40 years, land improvements over a 20-year period, and fixtures and equipment over a 12-year period. Direct costs incurred in acquiring properties are capitalized. Expenditures for maintenance and repairs are charged to operations as incurred. Significant renovations which extend the useful life of the properties are capitalized.

*Securities Available for Sale*

Securities are classified as available-for-sale securities and are reported at fair value, with unrealized gains and losses included in other comprehensive income, in accordance with the Financial Accounting Standards Board ( FASB ) Statement of Financial Accounting Standards ( SFAS ) No. 115, *Accounting for Certain Investments in Debt and Equity Securities*.

*Deferred Origination and Securitization Costs*

In accordance with SFAS No. 91, *Accounting for Nonrefundable Fees and Costs Associated with Originating or Acquiring Loans and Initial Direct Costs of Leases*, the Company defers the recognition of fees and expenses associated with the origination and securitization of its commercial loans held for investment. These items include lender fee income, rate lock income, certain legal fees, insurance costs, rating agency fees and certain other expenses. Deferred fees and costs are recognized as an adjustment to the effective yield over the life of the related asset.

*Revenue Recognition*

Interest income from mortgage loans (including mortgage loans with associated valuation reserves), securities, and structuring fees receivable, are recognized on the accrual basis of accounting. Interest income from securities is recognized over the life of the investment using the effective interest method and recognized on the accrual basis.

Rental revenue on real estate is recognized in accordance with SFAS No. 13 *Accounting for Leases*. Rental revenue is recognized on a straight-line basis over the term of the lease unless another systematic and rational basis is more representative of the time pattern in which the use benefit is derived from the leased property.

Gains are recognized on the sale of mortgage loans and securities in accordance with the requirements of SFAS No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities*.

Advisory fees receivable are recognized upon the completion of the advisory services when the amount is estimable and collection is probable. The value of the receivable is based on the present value of the expected cash flows and amortized as advisory fee payments are received.

#### *Income Taxes*

The Company is subject to federal income taxation at corporate rates on its "REIT taxable income"; however, the Company is allowed a deduction for the amount of dividends paid to its stockholders, thereby subjecting the distributed net income of the Company to taxation at the stockholder level only. The Company intends to operate in a manner consistent with and to elect to be treated as a REIT for tax purposes.

Capital Lease Funding, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements  
(Dollar amounts in thousands)

September 30, 2004 (unaudited)

*Earnings Per Share*

In accordance with the Statement of Financial Accounting Standards No. 128 ("SFAS No. 128"), the Company presents both basic and diluted earnings per share ("EPS"). Basic earnings per share excludes dilution and is computed by dividing net income allocable to common shareholders by the weighted average number of shares outstanding for the period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock, where such exercise or conversion would result in a lower earnings per share amount.

For the three and nine months ended September 30, 2004, earnings per share and weighted average shares outstanding include the 254,186 non-vested shares issued under the Company's stock incentive plan. For the three and nine months ended September 30, 2004, earnings per share is computed based on the net income (loss) divided by the weighted average shares outstanding during the period of 27,491,700 and 20,322,954. For the three and nine months ended September 30, 2003, earnings per share and shares outstanding are presented on a proforma basis, which assumes that 4,107,934 shares were outstanding during that period. This share number represents the shares of common stock issued to the owners of the Predecessor in exchange for their members' capital, and the shares sold to certain current and former employees of the Company. Pro forma earnings per share information is computed based on the net income (loss) divided by 4,107,934. There were no potentially dilutive shares of common stock outstanding for the three and nine months ended September 30, 2004 and 2003.

*Recently Issued Accounting Pronouncement*

At its November 2003 meeting, the Emerging Issues Task Force (EITF) of the FASB reached a consensus in EITF Issue No. 03-01 regarding disclosures to be made when held-to-maturity or available-for-sale investments are impaired at the balance sheet date but for which another than temporary loss has not been recognized. At the March 2004 meeting, the EITF expanded their guidance in this area. The Company has adopted these disclosure requirements.

**3. Cash and Cash Equivalents**

The Company defines cash equivalents as highly liquid investments purchased with maturities of three months or less at date of purchase. From time to time, the Company's account balance held at financial institutions exceeds Federal Depository Insurance Corporation (FDIC) insurance coverage and, as a result, there is a concentration of credit risk related to the balance on deposit in excess of FDIC insurance coverage. The Company believes that the risk of loss is not significant.

**4. Mortgage Loans**

Mortgage loans held for investment at September 30, 2004 and held for sale at December 31, 2003 consist of predominantly investment grade companies with credit ratings generally ranging from AA to BB from Standard & Poor's:

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	Sep 30, 2004 (unaudited)	Dec 31, 2003
Principal	\$ 180,563	\$ 72,370
Premium (discount)	1,257	(740)
Cost basis	181,820	71,630
Mark to fair value on mortgage loans being hedged		343
Carrying amount of mortgages	181,820	71,973
Deferred origination fees, net	(434)	(216)
Total	\$ 181,386	\$ 71,757

At both September 30, 2004 and December 31, 2003, the mortgage loans carried interest rates ranging from 4.71% to 8.10%. At September 30, 2004 and December 31, 2003, the weighted average effective interest rate on the mortgage loans, as measured against our cost basis, was 6.68% and 6.36%, respectively.

Capital Lease Funding, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements  
*(Dollar amounts in thousands)*

September 30, 2004 (unaudited)

**5. Real estate investments**

Real estate held for investment subject to net operating leases consisted of the following at September 30, 2004:

	As of September 30, 2004
Real estate investments, at cost:	(unaudited)
Land	\$ 14,965
Building and improvements	86,012
Less: Accumulated depreciation	(240)
Real estate investments, net	\$ 100,737

Some leases provide for scheduled rent increases throughout the lease term. Such amounts are recognized on a straight-line basis over the terms of the leases. For the nine months ended September 30, 2004, the Company recognized \$142 of such revenue. At September 30, 2004, the balance of accrued rental income was \$142.

During the three months ended September 30, 2004, the Company completed the following real estate acquisitions:

Month Acquired	Tenant or Guarantor	Location	Acquisition Cost	Lease Expires	Net Rentable Square Feet
August	Crozer-Keystone Health System	Ridley, PA	\$ 4,573	2019	22,708
August	AON Corporation	Glenview, IL	85,912	2017	412,409
September	Bobs Store	Randolph, MA	10,492	2014	88,420
			\$ 100,977		523,537

**6. Securities and Structuring Fees Receivable**

Securities available for sale at September 30, 2004 and at December 31, 2003 consist of the following:



Capital Lease Funding, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements  
(Dollar amounts in thousands)

September 30, 2004 (unaudited)

	Sep 30, 2004 (unaudited)	Dec 31, 2003
Face amount-CMLBC 2001-CMLB-1, Class H (rated BB-)	\$ 11,907	\$ 11,907
Face amount-CMLBC 2001-CMLB-1, Class J (rated B-)	7,144	7,144
Face amount-CMLBC 2001-CMLB-1, Class K (not rated)	4,766	4,766
Face amount-BSCMS 1999 CLF1, Class E (rated BB)	3,326	3,326
Face amount-BSCMS 1999 CLF1, Class F (rated B-)	2,494	2,494
Face amount-NLFC 1999 LTL1, Class D (rated BBB)	5,000	5,000
Face amount-CMLBC-01 Class G (rated BBB-)	9,526	
Face amount-CMLBC-01 Class E (rated BBB+)	9,526	
Face amount-NLFC-99LTL 1, Class E (rated BB-)	11,082	
Cost-NLFC-99LTL 1, Class X/IO (rated AAA)	10,117	
Face amount-Yahoo, Inc 6.65% Certificates (tenant rated BBB-)	17,000	
CVS Pass Through Certificates (tenant rated A-)	6,204	
Face amount-BACMS 2002-2, Class V-1 (tenant rated BBB)	353	331
Face amount-BACMS 2002-2, Class V-2 (tenant rated BBB-)	541	508
Face amount-CREST 2001-1A, Class A (rated AAA)		20,397
Unearned discount	(23,976)	(17,947)
Cost basis	75,010	37,926
Unrealized appreciation on securities held for sale	4,083	2,128
<b>Total</b>	<b>\$ 79,093</b>	<b>\$ 40,054</b>

At September 30, 2004 and December 31, 2003, the effective interest rate (yield to maturity on adjusted cost basis) on securities available for sale was 9.9% and 7.5%, respectively. The investment in CREST 2001-1A bonds was made during December 2003, and was subsequently sold during January 2004 at cost. During the three months ended September 30, 2004, the Company sold \$35.5 million of corporate securities at cost that were held as temporary investments.

Structuring fees receivable of \$4,560 and \$5,223 at September 30, 2004 and December 31, 2003, respectively, were earned by the Company in conjunction with the structuring and subsequent sale of certain net lease loans. Such fees are payable to the Company monthly without interest through March 2020 and, accordingly, have been discounted based on imputed interest rates estimated by management to approximate market. Structuring fees receivable are shown at their amortized cost.

The scheduled maturity dates for the Company's investments in BSCMS series range between December 2023 and May 2028. The scheduled maturity dates for the Company's investments in CMLBC series range between November 2022 and October 2025. The scheduled maturity dates for the Company's investments in NLFC series range between April 2022 and January 2026. The scheduled maturity dates for the Company's investments in BACMS range between September 2019 and January 2021. The scheduled maturity date for the Company's investment in the Yahoo pass-thru certificates is August 10, 2026. The scheduled maturity date for the Company's investment in the CVS pass-thru certificates is January 10, 2023.

## 7. Repurchase Agreements

During September 2004, the Company entered into a new master repurchase agreement with Wachovia Bank, N.A. to finance its asset investments on a short-term basis prior to obtaining long-term financing. The master repurchase agreement replaces our existing credit facilities with Wachovia Bank. Under the agreement, Caplease, LP and certain of the Company's other subsidiaries will sell assets to Wachovia Bank and agree to repurchase those assets on a date certain at a repurchase price generally equal to the original purchase price plus accrued but unpaid interest. Each asset financed under the facility will be purchased by Wachovia Bank at a percentage of the asset's value on the date of origination (the purchase rate) and the Company will pay interest to Wachovia Bank at prevailing short-term interest rates plus a pricing spread. The Company has agreed to a schedule of purchase rates and pricing spreads with Wachovia Bank generally based upon the class and credit rating of the asset financed. The facility is recourse to the Company and Capital Lease Funding, Inc. has agreed to guarantee all obligations of its subsidiaries under the agreement. For financial reporting purposes the Company will characterize all of the borrowings under the facility as on balance sheet financing transactions.

Capital Lease Funding, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements  
*(Dollar amounts in thousands)*

September 30, 2004 (unaudited)

The repurchase agreement is a \$250 million uncommitted facility, meaning Wachovia Bank must agree to each asset financed under the agreement. The facility may be increased to \$450 million if requested by the Company and Wachovia Bank agrees.

The agreement expires on September 21, 2005, but may be extended for not more than two successive 364 day periods if requested by the Company and Wachovia agrees.

The Company can finance each of its existing primary products under the agreement, including commercial real estate whole loans, commercial mortgage backed securities ( CMBS ) and acquisitions of commercial real estate. Commercial real estate acquisitions will be financed through mortgage loans made by Caplease to a subsidiary of Caplease formed for the purpose of owning the real property acquired followed by the sale of such mortgage loans to Wachovia under the terms of the facility. Unless otherwise agreed to by Wachovia, for any asset financed under the facility for more than 240 days Wachovia may (a) require that the asset be removed from the facility or (b) require all income generated by the asset be applied to reducing the outstanding balance under the facility.

The agreement includes sublimits on certain asset classes and credit or tenant concentrations. Some of these sublimits will not be effective until the earlier of (i) the first date after \$100 million is advanced under the facility or (ii) nine months after the Company enters into the agreement.

If at any time (i) the repurchase price of any financed asset exceeds its asset value (as defined in the agreement), (ii) either Standard & Poor's Ratings Services or Moody's Investors Service, Inc. downgrades any asset financed under the facility or (iii) the aggregate repurchase price of all financed assets exceeds the maximum facility size, Wachovia Bank may require a repurchase of the assets or a contribution of additional cash or other eligible assets to satisfy the difference.

The Company is required to maintain the following financial covenants during the term of the agreement:

- liquidity (as defined in the agreement) of at least \$8 million; and
- consolidated tangible net worth (as defined in the agreement) of at least \$100 million (plus 75% of the aggregate net proceeds from future equity offerings or capital contributions).

Wachovia Investors, Inc., an affiliate of Wachovia Bank, owns approximately 3.7% of the Company's outstanding common stock. From time to time, the Company may sell net lease assets to, or finance net lease assets on a long-term basis with, Wachovia Bank or its affiliates on what management believes are fair market terms. In addition, Wachovia Bank acts as servicer of the Company's net lease loan assets and the transfer agent of the Company's common stock.

Amounts related to the Company's credit facilities are as follows:

September 30, 2004  
(unaudited)

December 31, 2003

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	BofA	Wachovia	Total	BofA	Wachovia	Total
<i>Collateral face</i>						
Mortgage loans	\$ 22,800	\$ 106,467	\$ 129,267	\$ 29,562	\$ 42,808	\$ 72,370
CMBS		24,643	24,643	5,000	50,034	55,034
Total	\$ 22,800	\$ 131,110	\$ 153,910	\$ 34,562	\$ 92,842	\$ 127,404
<i>Financing</i>						
Mortgage loans	\$	\$ 75,039	\$ 75,039	\$ 26,702	\$ 34,734	\$ 61,436
CMBS		19,773	19,773	2,063	24,588	26,651
Total	\$	\$ 94,812	\$ 94,812	\$ 28,765	\$ 59,322	\$ 88,087

Weighted average interest rates on the Company's credit facilities for the nine months ended September 30, 2004 and 2003 are as follows:

	Sep 30, 2004	Sep 30, 2003
Bank of America-mortgage loan repurchase agreements	2.59%	2.78%
Bank of America-CMBS repurchase agreements	1.90%	2.03%
Wachovia-mortgage loan repurchase agreements	2.14%	2.30%
Wachovia-CMBS repurchase agreements	2.37%	3.24%

As of September 30, 2004 and September 30, 2003, the 1-month LIBOR rate was 1.84% and 1.12%, respectively. As of September 30, 2004, the Company was in compliance with the terms of the repurchase agreements with its warehouse lenders.

### 8. Risk Management Transactions

For the nine months ended September 30, 2004, the Company has used risk management transactions consisting of U.S. Treasury and Agency lock transactions ( Locks ), and interest rate swaps.

Prior to the Company's conversion to a REIT on March 24, 2004, the Company used Locks to hedge the interest rate risk of its fixed rate mortgage loans. As of September 30, 2004, the Company used interest rate swaps to hedge its risk of changes in the interest-related cash outflows on its forecasted future borrowings. The positions are carried on the balance sheet at fair value. In accordance with SFAS 133, the Locks and interest rate swaps, to the extent that they have been designated and qualify as part of a hedging relationship, are treated as fair value hedges and cash flow hedges, respectively, for accounting purposes. The effectiveness of these positions designated and qualified as accounting hedges is assessed against the related assets, and any ineffectiveness is recognized through the statement of operations in the current period.

Interest rate swaps are agreements between two parties to exchange, at particular intervals, payment streams calculated on a specified notional amount. The interest rate swaps that the Company has entered are single currency interest rate swaps and, as such, do not require the exchange of a notional amount.

Amounts related to open positions are as follows:

<i>Description</i>	September 30, 2004 (unaudited)		December 31, 2003	
	Notional Amount	Fair value	Notional Amount	Fair value
Interest rate swaps	\$ 203,338	\$ (7,202)	\$	\$
Treasury lock agreements			10,700	189
US Agency lock agreements			28,700	(673)
Total	\$ 203,338	\$ (7,202)	\$ 39,400	\$ (484)



Capital Lease Funding, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements  
(Dollar amounts in thousands)  
September 30, 2004 (unaudited)

At September 30, 2004 and December 31, 2003, the Company had hedged the following assets, firm commitments under rate lock agreements, and future borrowings:

	Sep 30, 2004 (unaudited)	Dec 31, 2003
Mortgage loans held for sale (principal amount)	\$	\$ 25,196
Securities held for sale (principal amount)		331
Future borrowings (principal amount)	203,338	
Total assets and liabilities hedged	\$ 203,338	\$ 25,527

The net loss recognized in the loss on derivatives and short sales of securities in the statement of operations for the three months ended September 30, 2004 and September 30, 2003 related to hedge ineffectiveness was \$0 and \$4, respectively. The net loss recognized in the loss on derivatives and short sales of securities in the statement of operations for the nine months ended September 30, 2004 and September 30, 2003 related to hedge ineffectiveness was \$0 and \$8, respectively. For the three months ended September 30, 2004, the Company had realized losses of \$2,375 related to cash flow hedges that are included in Other Comprehensive Income. These losses will be amortized over the life of the related financing. For the nine months ended September 30, 2004, the Company had realized net losses of \$1,463 related to cash flow hedges that are included in Other Comprehensive Income. Realized gains and losses from cash flow hedges will be amortized against the cost of a future debt issuance.

### 9. Commitments and Contingencies

The Company is involved from time to time in litigation arising in the ordinary course of business, none of which is expected to have a material adverse effect on our financial position or results of operations. For the nine months ended September 30, 2004 and as of September 30, 2004, the Company has accrued \$80 of expenses related to a pending litigation matter. This expense is included in General & Administrative Expense in the Consolidated Statement of Operations, and in Accounts Payable and Accrued Expenses on the Consolidated Balance Sheet.

### 10. Stock Based Compensation

The Company adopted an incentive stock compensation plan for its employees during March 2004. The shares issued in connection with the stock plan are accounted for under the provisions of Statement of Financial Accounting Standards No. 123 ("SFAS No. 123"), "Accounting for Stock Based Compensation." The Company accounts for stock based compensation using the intrinsic value method proscribed by Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees*, ( APB25 ) and related interpretations. APB25 requires compensation cost to be measured as the fair value of the Company's stock less the amount, if any, that the employee is required to pay. During the nine months ended September 30, 2004, the Company granted 383,766 shares of common stock to employees and directors, simultaneous with the completion of its public equity offering. Of this total, 129,580 shares were immediately vested on the date of grant. Year to date, 3,630 shares were granted to a new employee, and 3,630 shares were forfeited as a result of an employee termination. The balance of the remaining shares from the stock grants at the Company's public equity offering (250,556 shares) vest over the two-year period ending March 24, 2006. The shares granted subsequent to the public equity offering date (3,630) vest over a three-year period from the date of initial grant. For accounting purposes, the Company measures compensation costs for these shares as of the date of the grant and expenses such amounts against earnings, either at the grant date (if no vesting period exists) or ratably over the respective vesting period. For the three and nine months ended September 30, 2004 compensation expense of

\$334 and \$2,053, respectively, was recorded in the Company's Consolidated Statements of Operations under "General and administrative stock based compensation expense."

On November 17, 2003 the Company sold 139,134 shares to certain current and former employees for \$0.10 per share. The Company recorded no compensation expense in connection with the issuance of the 139,134 shares since the fair value of the stock was equal to the \$0.10 per share purchase price. Upon completion of the Company's initial public offering on March 24, 2004, the difference between the public offering price per share of \$10.50 and the price at which these individuals purchased the shares was recognized as a \$1,447 expense (a component of General and administrative stock based compensation expense) in the Company's Consolidated Statements of Operations.

### 11. Rental Income

The Company, through its wholly-owned subsidiaries, is the lessor to tenants under operating leases with expiration dates ranging from 2010 to 2019. The minimum rental amounts due under the leases are generally subject to scheduled fixed increases. The leases generally also require that the tenants pay for or reimburse us for the occupancy and operating costs of the properties, or in certain cases to reimburse us for increases in certain operating costs and real estate taxes above their base year costs. Approximate future minimum rents to be received over the next five years and thereafter for non-cancelable operating leases in effect at September 30, 2004 for the properties are as follows (in thousands and unaudited):

3 months ending December 31, 2004	\$ 1,797
2005	7,293
2006	7,500
2007	7,714
2008	7,931
Thereafter	70,089
	\$ 102,324



Capital Lease Funding, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements  
(Dollar amounts in thousands)

September 30, 2004 (unaudited)

## 12. Unaudited Pro Forma Condensed Consolidated Statements of Operations

The accompanying unaudited Pro Forma Condensed Consolidated Statements of Operations are presented as if, at January 1, 2003, the Company acquired the Aon property described in Note 5-Real Estate Investments (the only significant acquisition during the quarter). Earnings per share are presented using the pro forma shares outstanding during 2003. In management's opinion, all adjustments necessary to reflect the effects of the above transaction have been made.

The unaudited Pro Forma Condensed Consolidated Statements of Operations are not necessarily indicative of what the actual results of operations would have been assuming the above mentioned transaction had occurred at the dates indicated above, nor do they purport to represent our future results of operations.

	For the three months ended September 30,		For the nine months ended September 30,	
	2004	2003	2004	2003
Total revenues	\$ 5,906	\$ 6,329	\$ 14,114	\$ 19,752
Income (loss) from continuing operations	\$ 1,730	\$ 4,012	\$ (1,354)	\$ 5,949
Income (loss) per basic and diluted common share from continuing operations	\$ 0.06	\$ 0.98	\$ (0.07)	\$ 1.45

## 13. Other Comprehensive Income (Loss)

The components of other comprehensive income (loss) for the three months and nine months ended September 30, 2004 and 2003 are as follows (also see Notes 6 and 8):

	For the three months ended September 30,		For the nine months ended September 30,	
	2004	2003	2004	2003
Net income (loss)	\$ 2,007	\$ 3,678	\$ (1,742)	\$ 4,944
Unrealized change in value on securities available for sale	3,241	812	1,938	916
Unrealized gain (loss) on derivatives	(9,756)		(7,202)	
Realized gain (loss) on cash flow hedges	(2,375)		(1,463)	
Other comprehensive income (loss)	\$ (6,883)	\$ 4,490	\$ (8,469)	\$ 5,860



Capital Lease Funding, Inc. and Subsidiaries  
Notes to Consolidated Financial Statements  
*(Dollar amounts in thousands)*

September 30, 2004 (unaudited)

**14. Subsequent Events**

During October 2004, the Company paid a dividend of \$0.10 per common share outstanding, or approximately \$2.7 million in aggregate, to its stockholders of record as of September 30.

Subsequent to September 30, 2004 and during October 2004, the Company obtained a \$64.8 million non-recourse mortgage financing on one of its property investments located in Glenview, IL, at an effective interest rate (inclusive of related hedge items) of 5.83%. The loan matures in November 2014. The proceeds from this financing will be used by the Company to fund future asset investments.

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

*The following discussion should be read in conjunction with the consolidated financial statements and the notes to those financial statements, included elsewhere in this filing. Where appropriate, the following discussion includes analysis of our predecessor entity.*

### **General**

We are a net lease company focused on investing in commercial real estate assets that are net leased primarily to high credit quality corporate, government and not-for-profit tenants. These assets include mortgage loans and mortgage backed net lease securities (debt) and property purchases (equity). We began our business in 1995 through private equity capital. In March 2004, we completed an initial public equity offering and our stock began trading on the New York Stock Exchange under the symbol "LSE". We intend to elect to be taxed as a REIT for federal income tax purposes.

Prior to our initial public equity offering, we operated primarily as a lender using a gain on sale business model, where we sold the loans shortly after origination, either through securitization or whole-loan sales. Our mortgage loans have included traditional long-term credit tenant loans (typically 15 to 25 years), 10-year credit tenant loans and recapitalized loans. While we have historically retained a small number of loans and securities on our balance sheet, in general, loans have only been held in our portfolio for a short period of time. Historically, we have derived our revenues primarily from interest payments on the loans we originate prior to sale and from the sale of those loans to third parties. Our borrowings have been on a short-term basis, and the interest expense on those borrowings was tied to short-term floating interest rates, which are typically lower than long-term fixed-rates.

Since completion of our initial public equity offering in March 2004, we have changed our strategy from that of a gain on sale originator of net lease loans, to a long-term holder of debt, equity and mezzanine net lease assets for investment. In general, as part of our new strategy, we will continue to finance our investments through short-term warehouse facilities on a short term basis and, as soon as practicable thereafter, finance these assets on a secured long-term basis, most often through collateralized debt obligations, or CDOs, but also through warehouse financing, traditional mortgage debt, and other mechanisms. We expect our leverage to average 70% to 85% of our assets. All of our financing transactions are and will continue to be held on balance sheet.

In connection with our initial public equity offering, we raised net proceeds of approximately \$223 million. As of September 30, 2004, we had invested those proceeds into approximately \$366 million of net lease assets and have begun to leverage our existing portfolio utilizing our existing warehouse credit facilities as we continue to originate additional net lease assets.

The discussion below relates to our financial condition and results of operations for the three and nine months ended September 30, 2004 and 2003. The historical financial statements represent the combined financial condition and results of operations of our predecessor companies and our subsidiaries. All significant intercompany accounts and transactions have been eliminated.

### **Application of Critical Accounting Policies**

Our discussion and analysis of financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with United States generally accepted accounting principles, or GAAP. The preparation of financial statements in conformity with GAAP requires the use of judgments, estimates

and assumptions that could affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses. Actual results could differ from these estimates. The following is a summary of our accounting policies that are most affected by judgments, estimates and assumptions.

*Mortgage Loans and Other Assets Held for Investment*

Prior to our public equity offering, our investments in mortgage loans were treated as investments held for sale and carried on our balance sheet at the lower of cost or market. Subsequent to our public equity offering and in the future, our investments in mortgage loans will be treated and accounted for as long term investments, to the extent that we have the ability and intent to hold the loans for the foreseeable future or until maturity. Otherwise, the loans will continue to be accounted for as held for sale in accordance with SFAS No. 65, *Accounting for Certain Mortgage Banking Activities*. Differences between the carrying amount of the loan and its outstanding principal balance are recognized as an adjustment to yield by the effective interest method. Historically we originated or purchased mortgage loans for sale, and classified our investments in mortgage loans accordingly. After the completion of our public equity offering, we changed the classification of those assets to that of held for investment. We will be required to periodically evaluate each of these assets for possible impairment. Impairment is indicated when it is deemed probable that we will be unable to collect all amounts due according to the contractual terms of the asset. Upon determination of impairment, we would establish a specific valuation allowance with a corresponding charge to earnings. Significant judgment is required both in determining impairment and in estimating the resulting loss allowance. As of September 30, 2004, we determined that no loss allowances were necessary on any of the loans in our portfolio.

*Purchase Accounting for Acquisition of Real Estate*

We allocate the fair value of real estate acquired to the acquired tangible assets, consisting of land, building and improvements, and identified intangible assets and liabilities, consisting of the value of above-market and below-market leases, other value of in-place leases and value of tenant relationships, based in each case on their fair values.

We determine the fair value of the tangible assets of an acquired property (which includes land, building and improvements) by valuing the property as if it were vacant, and the "as-if-vacant" value is then allocated to land, building and improvements based upon our determination of relative fair values of these assets. Factors considered by management in performing these analyses include an estimate of carrying costs during the expected lease-up periods considering current market conditions and costs to execute similar leases. In estimating carrying costs, we include real estate taxes, insurance and other operating expenses and estimates of lost rental revenue during the expected lease-up periods based on current market demand. We also estimate costs to execute similar leases including leasing commissions.

In allocating the fair value of the identified intangible assets and liabilities of an acquired property, we record above-market and below-market in-place lease values based on the difference between the current in-place lease rent and an estimate of current market rents.

The aggregate value of other acquired intangible assets, consisting of in-place leases and tenant relationships, is measured by the excess of (i) the purchase price paid for a property over (ii) the estimated fair value of the property as if vacant, determined as set forth above. This aggregate value is allocated between in-place lease values and tenant relationships based on management's evaluation of the specific characteristics of each tenant's lease. The value of in-place leases and customer relationships are amortized to expense over the remaining non-cancelable periods of the respective leases.

Depreciation is determined by the straight-line method over the remaining estimated economic useful lives of the properties. We generally depreciate buildings and building improvements over periods not exceeding 40 years, land

improvements over a 20-year period, and fixtures and equipment over a 12-year period. Direct costs incurred in acquiring properties are capitalized. Expenditures for maintenance and repairs are charged to operations as incurred. Significant renovations which extend the useful life of the properties are capitalized.

*Securities Available for Sale*

We account for securities held for sale in accordance with SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities*. We treat our real estate securities as available for sale. As such, they are carried at fair value with net unrealized gains or losses reported on our balance sheet as a component of other comprehensive income or loss. Fair value is based primarily upon our estimates of value, based upon broker quotations where available, yields on assets of similar credit quality and duration, or good faith estimates of those yields. The indicated quotations may be subject to significant variability based on market conditions, including interest rates and spreads. Changes in market conditions, as well as changes in the assumptions or methodology used to determine fair value, could result in a significant increase or decrease in the equity on our balance sheet. We must also assess whether unrealized losses on securities, if any, reflect a decline in value, which is other than temporary. If so, we must write the impaired security down to its value through a charge to our statement of operations. Significant judgment is required in this analysis. No such write-downs have been made for securities currently in our portfolio.

Income on these securities is recognized using a level yield methodology based upon a number of assumptions that are subject to uncertainties and contingencies. These assumptions include the expected disposal date of such security and the rate and timing of principal and interest receipts (which may be subject to prepayments, delinquencies and defaults). These uncertainties and contingencies are difficult to predict and are subject to future events, and economic and market conditions, which may alter the assumptions.

#### *Derivative Instruments and Other Risk Management Transactions*

Our derivative instruments and other risk management transactions, which we hold for hedging or other risk management purposes, are carried at fair value pursuant to SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, as amended. Fair value is based on market quotations. Fair values of these derivatives are subject to significant variability based on many of the same factors as the securities discussed above. The results of such variability could be a significant increase or decrease in our earnings. Further, if we fail to qualify for hedge accounting treatment, our results of operations may suffer because losses on the derivatives we enter into may not be offset by a change in the fair value of the related hedged transaction.

Prior to our conversion to a REIT on March 24, 2004, we used derivatives and other risk management transactions to hedge the interest rate risk of our fixed rate mortgage loans. As of March 24, 2004 and in the future, we expect to use derivative transactions designated primarily as cash flow hedges to hedge our risk of changes in the interest-related cash flows on our forecasted future borrowings.

#### *Stock Based Compensation*

We adopted an incentive stock compensation plan for our employees during March 2004. We account for the shares issued in connection with the stock plan under the provisions of SFAS 123, *Accounting for Stock Based Compensation* and APB 25, *Accounting for Stock Issued to Employees*.

### **Results of Operations**

During the third quarter we continued to execute on our business plan as a long-term holder of debt, equity and mezzanine investments in net lease assets. Our focus during the quarter was on: (i) closing the long dated mortgage loans in our pipeline, (ii) completing the first series of net lease property acquisitions, (iii) completing our renegotiation and expansion to \$250 million of our existing warehouse line with Wachovia, (iv) declaring our first ever dividend of \$0.10 per common share, (v) beginning to leverage our net lease portfolio, and (vi) continuing to implement our marketing plan to communicate to the market about our expanded capabilities.

### **Comparison of Three Months Ended September 30, 2004 to the Three Months Ended September 30, 2003**

The following discussion compares our operating results for the three months ended September 30, 2004 to the comparable period in 2003.

#### *Revenue*

Total revenue increased \$0.4 million or 9%, to \$5.0 million. The increase was primarily attributable to an increase on interest income from mortgage loans and securities, offset by a decrease in gain on sale of mortgage loans, as the Company transitioned from gain on sale to held for investment as a result of our change in strategy and the completion of our initial public offering.



Interest income increased \$2.4 million or 159%, to \$3.8 million. The increase was due to larger overall asset investments, including both mortgage loans and CMBS investments.

Gain on sale of mortgage loans and securities decreased from \$3.1 million to \$0.2 million. The decrease was due to curtailment on our loan sale activity during 2004.

Rental revenue increased \$0.9 million to \$0.9 million. We did not own any investments in real estate during the comparable period in 2003. We closed on our first three property acquisitions during the most recent quarter, and began collecting rental income on those properties.

Other revenue was nominal in both periods.

### *Expenses*

Total expenses increased \$2.1 million or 224%, to \$3.0 million. The increase in expenses was primarily attributable to an increase in general and administrative expenses, and an increase in loss on derivatives and short sales of securities as compared with the comparable period in 2003.

Interest expense, including interest expense to affiliates, on our borrowings under our secured warehouse lines of credit (repurchase agreement obligations), decreased from \$0.3 million to \$0.2 million. The reduction reflected lower overall levels of financing during the quarter ended September 30, 2004. We operated without any financing for a significant portion of the quarter, as we continued to deploy the remaining proceeds from our initial public offering.

Depreciation and amortization expense on real estate investments increased \$0.2 million to \$0.2 million, as the Company completed its first three property acquisitions.

Loss (gain) on derivatives and short sales of securities changed from a gain of \$0.5 million to \$0. The elimination of the gain/expense was due to a change in the way we hedge interest rates, after the completion of our public equity offering. Prior to our public offering, we employed fair value hedges of our assets, along with derivatives and short sales of securities that did not qualify for hedge accounting treatment. After our public offering date, we terminated all of the outstanding fair value hedges, derivative and short sale positions, and converted to cash flow hedges against our expected future financings.

General and administrative expense increased \$1.0 million, or 93%, to \$2.2 million. The increase was primarily the result of higher quarterly accruals related to estimated bonus expense, and higher audit and legal expenses as compared with the same period in 2003. Other increases included increased expenses associated with our change to operating as a public company.

General and administrative expense-stock based compensation of \$0.3 million was recognized during the quarter related to the vesting of stock issued under our stock based compensation plan to our employees simultaneous with our public equity offering. Deferred compensation expense related to unvested shares granted is included on the Company's Consolidated Balance Sheets under Deferred compensation expense and will be charged to the Company's Statement of Operations ratably over the remaining vesting period which ends during March 2006.

### *Net income (loss)*

Net income decreased \$1.7 million or 45%, to \$2.0 million, as a result of the factors discussed above.

### **Comparison of Nine Months Ended September 30, 2004 to the Nine Months Ended September 30, 2003**

The following discussion compares our operating results for the nine months ended September 30, 2004 to the comparable period in 2003.

### *Revenue*

Total revenue decreased \$4.8 million or 33%, to \$9.8 million. The decrease was primarily attributable to a decrease in gain on sale of mortgage loans, offset by increases in interest income from mortgage loans and securities and increases in rental income.

Interest income increased \$3.0 million or 55%, to \$8.5 million. The increase was due to larger overall asset investments, including both mortgage loans and CMBS investments.

Gain on sale of mortgage loans and securities decreased from \$9.1 million to \$0.2 million. The decrease was due to curtailment on our loan sale activity during 2004, as the Company transitioned from gain on sale to held for investment as a result of our change in strategy and the completion of our initial public offering.

Rental income increased \$0.9 million to \$0.9 million. We did not own any investments in real estate during the comparable period in 2003. We closed on our first three property acquisitions during the most recent quarter, and began collecting rental income on those properties.

Other revenue was nominal in both periods.

### *Expenses*

Total expenses increased \$1.9 million or 19%, to \$11.5 million. The increase in expenses was primarily attributable to higher levels of general and administrative expenses, offset by a reduction in loss on derivatives and short sales of securities.

Interest expense, including interest expense to affiliates, on our borrowings under our secured warehouse lines of credit (repurchase agreement obligations), decreased \$0.6 million or 41%, from \$1.5 million to \$0.9 million. This was the result of lower average borrowing levels during the nine months ended September 30, 2004. After the completion of our initial public offering in March 2004, we repaid all of the amounts outstanding under our various credit facilities. This contributed to the overall reduction in interest expense as compared with the same period in 2003. We began borrowing under these facilities again during August 2004.

Loss on derivatives and short sales of securities decreased \$2.4 million or 77% from \$3.1 million to \$0.7 million. This was primarily the result of the elimination of the expense due to a change in the way we hedge interest rates, after the completion of our initial public offering. Prior to our initial public offering, we employed fair value hedges of our assets, along with derivatives and short sales of securities that did not qualify for hedge accounting treatment. After our initial public offering date, we terminated all of the outstanding fair value hedges, derivative and short sale positions, and converted to cash flow hedges against our expected future financings.

General and administrative expense increased \$1.1 million or 22% from \$5.0 million to \$6.1 million, due primarily to increased expenses associated with our change to operating as a public company, including liability insurance.

General and administrative expense-stock based compensation of \$3.5 million was recognized during the 2004 period. This includes, \$2.1 million related to the vesting of stock issued under our stock based compensation plan to our employees simultaneous with our public equity offering and \$1.4 million recognized during the quarter ended March 31, 2004 related to stock sold to certain current and former employees during November 2003 at a discount to the value per share realized at our public equity offering. Deferred compensation expense related to unvested shares granted is included on the Company's Consolidated Balance Sheets under Deferred compensation expense and will be charged to the Company's Statement of Operations ratably over the remaining vesting period which ends during March 2006.

Depreciation and amortization expense on real estate investments increased \$0.2 million to \$0.2 million, as the Company completed its first three property acquisitions.

### *Net income (loss)*

Net income decreased \$6.7 million, to a \$1.7 million net loss, as a result of the factors discussed above.

### **Funds from Operations**

Funds from operations ( FFO ) is a non-GAAP financial measure. We believe FFO is a useful additional measure of our performance because it facilitates an understanding of the operating performance of the Company after adjustment for certain non-cash expenses, such as real estate depreciation, which assumes that the value of real estate assets diminishes predictably over time. In addition, we believe that FFO provides useful information to the investment community about our financial performance as compared to other REITs, since FFO is generally recognized as an industry standard for measuring the operating performance of a REIT. FFO does not represent cash generated from operating activities in accordance with GAAP and is not indicative of cash available to fund cash needs. FFO should not be considered as an alternative to net income or earnings per share determined in accordance with GAAP as an

indicator of the Company's operating performance or as an alternative to cash flow as a measure of liquidity. Since all companies and analysts do not calculate FFO in a similar fashion, the Company's calculation of FFO may not be comparable to similarly titled measures reported by other companies.

We calculate FFO in accordance with standards established by the National Association of Real Estate Investment Trusts ( NAREIT ) which defines FFO as net income (computed in accordance with GAAP) excluding gains (or losses) from sales of real estate, the cumulative effect of changes in accounting principles, real estate-related depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. FFO is presented on a per share basis after making adjustments for the effects of dilutive securities.

The following table reconciles net income (loss) to the Company's FFO for the three months and nine months ended September 30, 2004 and 2003 (\$000 s):

	For the three months ended September 30,		For the nine months ended September 30,	
	2004	2003	2004	2003
Net income (loss)	\$ 2,007	\$ 3,678	\$ (1,742)	\$ 4,944
Adjustments:				
Depreciation and amortization expense on real property	240		240	
Funds from operations	\$ 2,247	\$ 3,678	\$ (1,502)	\$ 4,944
Weighted average number of common shares outstanding, basic & diluted	27,492	4,108	20,323	4,108
Funds from operations per share	\$ 0.08	\$ 0.90	\$ (0.07)	\$ 1.20
Gain on sale of mortgage loans and securities	\$ 229	\$ 3,115	\$ 229	\$ 9,074

### Liquidity and Capital Resources

As of September 30, 2004, we had \$12.3 million in available cash and cash equivalents. As a REIT, we will be required to distribute at least 90% of our taxable income to our stockholders on an annual basis, and we intend to distribute all or substantially all of our REIT taxable income in order to comply with the distribution requirements of the Code and to avoid federal income tax and the nondeductible excise tax. We declared our first dividend of \$0.10 per share during the quarter ended September 30, 2004. We believe that our working capital, secured credit facilities and cash provided by operations will be sufficient to allow us to fund our net lease investments, pay distributions necessary to enable us to continue to qualify as a REIT and to fund operations for the next 6 months. We also intend to issue long-term debt in connection with our net lease investments, including our property acquisitions, as an additional source of capital. If our origination and investment activities over the next 6 months are greater than currently anticipated, we may seek to finance these investments either through additional borrowings or by raising equity capital, or both.

During September 2004, we entered into a master repurchase agreement with Wachovia Bank, N.A. to finance our asset investments on a short-term basis prior to obtaining long-term financing. The master repurchase agreement replaces our existing credit facilities with Wachovia Bank. Under the agreement, Caplease, LP and certain of our other subsidiaries will sell assets to Wachovia Bank and agree to repurchase those assets on a date certain at a repurchase price generally equal to the original purchase price plus accrued but unpaid interest. Each asset financed under the facility will be purchased by Wachovia Bank at a percentage of the asset's value on the date of origination (the purchase rate) and we will pay interest to Wachovia Bank at prevailing short-term interest rates plus a pricing spread. We have agreed to a schedule of purchase rates and pricing spreads with Wachovia Bank generally based upon the class and credit rating of the asset financed. The facility is recourse to us and Capital Lease Funding, Inc. has agreed to guarantee all obligations of its subsidiaries under the agreement. For financial reporting purposes we will characterize all of our borrowings under the facility as on balance sheet financing transactions.

The repurchase agreement is a \$250 million uncommitted facility, meaning Wachovia Bank must agree to each asset financed under the agreement. The facility may be increased to \$450 million if we request and Wachovia Bank agrees.

The agreement expires on September 21, 2005, but may be extended for not more than two successive 364 day periods if we request and Wachovia agrees.

We can finance each of our existing primary products under the agreement, including commercial real estate whole loans, commercial mortgage backed securities ( CMBS ) and acquisitions of commercial real estate. Commercial real estate acquisitions will be financed through mortgage loans made by Caplease to a subsidiary of Caplease formed for the purpose of owning the real property acquired followed by the sale of such mortgage loans to Wachovia under the terms of the facility. Unless otherwise agreed to by Wachovia, for any asset financed under the facility for more than 240 days Wachovia may (a) require us to remove the asset from the facility or (b) require all income generated by the asset be applied to reducing the outstanding balance under the facility.

The agreement includes sublimits on certain asset classes and credit or tenant concentrations. Some of these sublimits will not be effective until the earlier of (i) the first date after \$100 million is advanced under the facility or (ii) nine months after we enter into the agreement.

If at any time (i) the repurchase price of any financed asset exceeds its asset value (as defined in the agreement), (ii) either Standard & Poor's Ratings Services or Moody's Investors Service, Inc. downgrades any asset financed under the facility or (iii) the aggregate repurchase price of all financed assets exceeds the maximum facility size, Wachovia Bank may require us to repurchase assets or contribute additional cash or other eligible assets to satisfy the difference. If required, these payments could be material and could have a material adverse effect on our operations, or on our ability to make further net lease investments.

We are required to maintain the following financial covenants during the term of the agreement:

- liquidity (as defined in the agreement) of at least \$8 million; and
- consolidated tangible net worth (as defined in the agreement) of at least \$100 million (plus 75% of the aggregate net proceeds from future equity offerings or capital contributions).

If we are unable to finance assets under this facility, our ability to continue to execute our business plan could be materially adversely affected.

Wachovia Investors, Inc., an affiliate of Wachovia Bank, owns approximately 3.7% of our outstanding common stock. From time to time, we may sell net lease assets to, or finance net lease assets on a long-term basis with, Wachovia Bank or its affiliates on what we believe are fair market terms. In addition, Wachovia Bank acts as servicer of our net lease loan assets and the transfer agent of our common stock.

We expect to meet our short-term liquidity requirements generally through our available cash and cash equivalents, cash flow provided by operations, as well as existing secured credit facilities. As of September 30, 2004, we had \$355 million available under these credit facilities.

On an ongoing basis, our principal sources of funds to meet our long-term cash requirements, including distributions to stockholders and repayment of our debt obligations, will be our net income from operations, borrowings and issuances of debt and equity securities.

While we had no amounts outstanding as of September 30, 2004 under our Bank of America credit facility, we had pledged mortgage loan collateral with a face amount of \$22.8 million to Bank of America as collateral under interest rate swap agreements we had in place with them.

We had \$94.8 million outstanding as of September 30, 2004 under our Wachovia credit facility, which borrowings were secured by commercial mortgage loans with an aggregate principal balance of \$106.5 million, and CMBS with a face amount of \$24.6 million.

As of September 30, 2004, we were in compliance with the terms of the agreements with our secured lenders. We do not currently anticipate any difficulty in maintaining compliance with these terms in future periods. We believe our relationship with our lenders is excellent. However, because our secured credit facilities are uncommitted and are generally terminable at will by the lenders, we cannot make any assurance that these facilities will continue to be available to us.

Subsequent to September 30, 2004 and during October 2004, we obtained a \$64.8 million non-recourse mortgage financing on one of our property investments located in Glenville, IL, at an effective interest rate (inclusive of related hedge items) of 5.83%. The loan matures in November 2014. We expect to use the proceeds from this financing for future asset investments.

The net cash flow provided by (used in) operating activities decreased from \$28.1 million in the period ended September 30, 2003, to \$21.7 million for the period ended September 30, 2004. These changes resulted primarily from our lending and loan sale activities during the first quarter of 2003, and our change in classification for cash flows related to our investments in mortgage loans and securities during the first quarter of 2004. Prior to 2004, our lending activities and investments in securities were treated as operating activities, since we were operating primarily as a gain on sale business. For 2004 and forward, our intent is to hold our assets for long-term investments, and as such we have changed the presentation in the cash flow section to reflect cash flows related to those items as investing activities.



Investing activities used \$245.5 million during the period ended September 30, 2004, which primarily resulted from net investments in real estate of \$101.0 million, net investments in mortgage loans of \$107.6 million and net investments in CMBS and corporate bonds of \$37.1 million.

Financing activities for the nine months ended September 30, 2004 included net proceeds from our initial public offering of \$222.8 million and the repayment of our debt obligations outstanding as of the public equity offering date of \$88.1 million. As of September 30, 2004, we have fully invested the proceeds from our equity offering, and we have begun to use our credit facilities to continue to fund our investment activities. During the three months ended September 30, 2004, our net borrowings under these credit facilities totaled \$94.8 million. Cash used in financing activities during the nine months ended September 30, 2003 was \$24.0 million and were primarily the result of net borrowings and repayments under our secured warehouse credit facilities.

See our consolidated statements of cash flows included in the historical consolidated financial statements included elsewhere in this filing for a reconciliation of our cash position for the periods described above.

### **Derivative and Other Risk Management Transactions**

In connection with our fixed-rate lending activities, we have entered into derivative and other risk management transactions in order to insulate or hedge the value of our future debt obligations from changes in underlying interest rates during the period between origination and permanent financing of our loans and other net lease assets. Historically, we have done so by entering into Treasury and agency lock transactions, short sales of U.S. government and agency obligations and interest rate swap transactions. In the future, we expect that our derivative and other risk management activities will consist primarily of interest rate swaps. This hedging and other risk management activity appears on our statement of operations as a gain or loss on derivatives and short sales of securities. In the nine months ended September 30, 2004, we had \$0.7 million in loss on short sales and derivative transactions, partially offset by a \$0.2 million gain on sales of net lease loans. In the nine months ended September 30, 2003, we had a \$3.1 million loss on short sales and derivative transactions, offset by a \$9.1 million gain on the sale of net lease loans. Consistent with the reporting requirements under SFAS No. 133, interest rate swaps are marked to fair value at each reporting date, with a corresponding offset to Other Comprehensive Income (a component of Stockholders' Equity).

In general, we expect to hedge our liabilities against changes in underlying interest rates until the related assets have been financed on a long-term basis. Some assets, including mezzanine loans and structured securities, may not be hedged at all. We do not use the derivative and short sales of U.S. government and agency obligations that are part of our hedge and other risk management strategy for trading or speculative purposes and we only enter into contracts or hedging arrangements with major financial institutions.

### **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

We may from time to time make written or oral forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, including statements contained in our filings with the Securities and Exchange Commission and in our press releases and webcasts. Forward-looking statements relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts. In some cases, you can identify forward-looking statements by terms such as anticipate, believe, could, estimate, expect, intend, may, plan, potential, should, strategy, will, similar meaning. The forward-looking statements are based on our beliefs, assumptions and expectations of future performance, taking into account all information currently available to us. These beliefs, assumptions and expectations can change as a result of many possible events or factors, not all of which are known to us or are within our control. If a change occurs, our business, financial condition, liquidity and results of operations may vary materially from those expressed in our forward-looking statements. In connection with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, we are hereby identifying important factors that could cause actual results and outcomes to differ materially from those contained in any forward-looking statement made by or on our behalf. Such factors include, but are not limited to:

- our ability to identify and secure net lease investments;
- our ability to invest the proceeds of our initial public offering in net lease assets in a timely manner or on acceptable terms;
-

our ability to successfully implement our change in business strategy, including our ability to obtain long-term financing for our net lease assets;

- changes in our industry, the industries of our tenants, interest rates or the general economy;
  - the success of our hedging strategy;
  - the availability, terms and deployment of capital;
- the completion of pending net lease loans and/or other net lease investments;
  - demand for our products;

- impairments in the value of the collateral underlying our investments;
- the degree and nature of our competition; and
- legislative or regulatory changes, including changes to laws governing the taxation of REITs.

These risks and uncertainties should be considered in evaluating any forward-looking statement we may make from time to time. Any forward-looking statement speaks only as of its date. All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are qualified by the cautionary statements in this section. We undertake no obligation to update or publicly release any revisions to forward-looking statements to reflect events, circumstances or changes in expectations after the date made.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

Market risk refers to the risk of loss from adverse changes in the level of one or more market prices, rate indices or other market factors. We are exposed to market risk primarily from changes in interest rates, credit spreads, tenant credit ratings and equity prices. We attempt to mitigate certain of these risks by entering into hedge and other risk management transactions during the short-term and fixed-rate financings for the long-term. The level of our exposure to market risk is subject to factors beyond our control, including political risk (including terrorism), monetary and tax policy, general economic conditions and a variety of other associated risks.

#### *Interest Rate Exposure*

Substantially all of our assets have exposures to long-term interest rate movements, primarily the yields on long-term U.S. Treasuries. This includes our mortgage loans and real estate securities. Our hedge and other risk management transactions will also have exposures to movements in interest rates. Changes in the general level of interest rates can affect our net interest income, which is the difference between the interest income earned on interest-bearing assets and the interest expense incurred in connection with our interest-bearing liabilities. Changes in interest rates can also affect our net income from any investments that we make in net leased real estate, which is the difference between the rental income earned and the interest expense on the liabilities associated with the properties. Changes in the level of interest rates may also affect, among other things, our ability to originate or acquire mortgage loans and securities, real estate properties, and the value of our mortgage loans and other assets.

#### *Credit Spread Curve Exposure*

Our mortgage loans and real estate securities are subject to spread risk. The majority of these assets are fixed-rate securities, which are valued based on a market credit spread over the rate payable on fixed-rate U.S. Treasuries of like maturity. In other words, their value is dependent on the yield demanded on such securities by the market based on their credit relative to U.S. Treasuries. Changes in the general credit markets can lead to changes in the required yield on these assets, which would result in a higher or lower value for our mortgage loans and real estate securities. If the required market yields increase as a result of these general credit-market changes, the value of our fixed-rate assets would decline relative to U.S. Treasuries. Conversely, if the required market yields decrease as a result of these general credit-market changes, the value of our fixed-rate assets would increase relative to U.S. Treasuries. These changes in the market value of our fixed-rate asset portfolio may affect the equity on our balance sheet or our results of operations directly through provisions for losses on mortgage loans or through unrealized losses on available-for-sale securities. These value changes may also affect our ability to borrow and access capital.

Furthermore, shifts in the U.S. Treasury yield curve, which represents the market's expectations of future interest rates, would also affect the yield required on our fixed-rate assets. This would have similar effects on the fair value of our

fixed-rate assets, our financial position and results of operations, to a change in general credit spreads.

*Tenant Credit Rating Exposure*

Our mortgage loans and real estate securities are subject to risks due to credit rating changes of the tenants under the related net lease obligations. The credit quality of a particular net lease asset is highly dependent on the credit rating of the related tenant obligor of the net lease. Deterioration in the tenant's credit rating can lead to changes in the required yield on the related asset, which would result in a lower value for our net lease assets. This would have similar effects on the fair value of our fixed-rate assets, our financial position and results of operations, to a change in general credit spreads. In addition, precipitous declines in the credit rating of a particular tenant prior to our obtaining long-term financing may significantly impede or eliminate our ability to finance the asset.

*Fair Values*

For certain of our financial instruments, fair values are not readily available since there are no active trading markets as characterized by current exchanges between willing parties. Accordingly, we derive or estimate fair values using various valuation techniques, such as computing the present value of estimated future cash flows using discount rates commensurate with the risks involved. However, the determination of estimated cash flows may be subjective and imprecise. Changes in assumptions or estimation methodologies can have a material affect on these estimated fair values. The fair values indicated below are indicative of the interest rate and credit spread environment as of September 30, 2004, and do not take into consideration the effects of subsequent interest rate, credit spread fluctuations, or changes in the ratings of the tenants under related net leases.

We held the following interest rate sensitive instruments at September 30, 2004 (dollars in thousands):

	Carrying Amount	Notional Amount	Weighted Average Effective Interest Rate	Maturity Date	Fair Value
<b>Assets:</b>					
Mortgage loans (1)	\$ 181,820	\$ 180,563	6.68%	Various	\$ 183,265
Securities available for sale-CMBS (2)	79,093	98,986	9.90%	2019-2028	79,093
Structuring fees receivable (2)	4,560	N/A	8.1%	2010-2020	4,560
Derivative assets (3)			N/A	N/A	
<b>Liabilities:</b>					
Derivative liabilities (3)	7,202	203,338	N/A	N/A	7,202

- (1) This portfolio of mortgage loans bears interest at fixed-rates. We have estimated the fair value of this portfolio of loans based on sales of loans with similar credit and structural characteristics where available, and management's estimate of fair values where comparable sales information is not available. The maturity dates for the mortgage loans range from 2007 through 2033.
- (2) This portfolio of securities available for sale and structuring fees receivable consists of CMBS and structuring fees receivable. CMBS represent subordinate interests in securitizations previously completed by us, as well as pass-thru certificates representing senior mortgage debt. Structuring fees receivable represent cash flows receivable by us from the sale of loans to third-party purchasers. The notional values for the CMBS are shown at their respective face amounts. Fair value for the CMBS is based on third-party quotations, where obtainable, or our estimate of fair value, based on yields of comparably rated securities in the commercial mortgage-backed securities market. Fair value for the structuring fees receivable is shown at our amortized cost for these items. For the listed securities held for sale, we receive current monthly interest coupon payments, and contractual principal payments as scheduled. Payments of principal are being received only on our investments in the Yahoo and CVS pass-thru certificates. Scheduled principal payments on our other CMBS investments begin in 2019.
- (3) These instruments represent hedging and risk management transactions involving interest rate swaps. They have been valued by reference to market quotations from our hedge advisor.

Scheduled maturities of interest rate sensitive instruments as of September 30, 2004 are as follows:

**Expected Maturity Dates**

**(dollars in thousands, notional amounts where applicable, otherwise carrying amounts)**

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	2004	2005	2006	2007	2008	thereafter
Mortgage loans	\$ 1,469	\$ 11,332	\$ 12,143	\$ 12,900	\$ 4,022	\$ 138,697
Securities available for sale-CMBS	234	960	980	1,020	1,067	94,725
Securities-temporary investments	-	-	-	-	-	-
Structuring fees receivable	134	563	609	659	713	1,882
Derivative assets	-	-	-	-	-	-
Derivative liabilities	7,202	-	-	-	-	-

The expected maturity dates shown for mortgage loans and securities available for sale, and structuring fees receivable are based on the contractual terms of the underlying assets. These assets, based on our current operating strategy, are held for investment. Our liabilities with respect to derivative obligations are short-term in nature and, accordingly, are listed in the current period. The material assumptions used to determine fair value are included in footnotes 1 through 4 in the immediately preceding table.

#### **Item 4. Controls and Procedures**

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

We carried out an evaluation, with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective.

There has been no change in our internal control over financial reporting during the quarter covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **Item 1. Legal Proceedings**

From time to time, we are involved in legal proceedings in the ordinary course of business. The Company is not a party to any material litigation or legal proceedings, or to the best of its knowledge, any threatened litigation or legal proceedings, which, in the opinion of management would have a material adverse effect on its results of operations or financial condition.

### **Item 2. Changes in Securities, Use of Proceeds and Issuer Purchases of Equity Securities**

Pursuant to a registration statement declared effective by the Securities and Exchange Commission on March 18, 2004 (File No. 333-110644), we issued and sold 20.0 million shares of our common stock, par value \$0.01 per share, in an initial public offering. The managing underwriters were Friedman, Billings Ramsey & Co., Inc., Wachovia Capital Markets, LLC and RBC Capital Markets Corporation. As part of the initial public offering, the underwriters were granted an over-allotment option to purchase up to an additional 3.0 million shares of common stock. The underwriters exercised this option in full. In connection with that exercise, we filed a post-effective amendment to the registration statement (File No. 333-113817), which became effective upon filing on March 22, 2004. The aggregate offering price for the 23.0 million shares was \$241.5 million. We paid an underwriting discount of approximately \$16.9 million. On March 24, 2004, the initial public offering closed and we received net proceeds of approximately \$224.0 million from the sale, reflecting the aggregate offering price of \$241.5 million less an underwriting discount of approximately \$16.9 million and expenses paid to the underwriters of approximately \$0.6 million.

Through September 30, 2004, we have fully utilized the net proceeds of our initial public offering as follows:

- \$79.5 million to repay indebtedness;



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- \$143.2 million to fund investments in net lease assets;
- \$0.8 million to pay other expenses of the offering; and
- \$0.5 million for working capital purposes.

None of the expenses or uses of proceeds were direct or indirect payments to any directors, officers or general partners of the issuer or their associates or to persons owning 10 percent or more of any class of our equity securities of the issuer or to our affiliates.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Submission of Matters to a Vote of Security Holders**

None.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

**a. Exhibits**

- 31.1 Certification of the Registrant's Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of the Registrant's Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification of the Registrant's Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification of the Registrant's Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**CAPITAL LEASE FUNDING, INC.**

*Registrant*

Date: November 12, 2004

/s/ Paul H. McDowell  
Paul H. McDowell  
*Chief Executive Officer*

Date: November 12, 2004

/s/ Shawn P. Seale  
Shawn P. Seale  
*Senior Vice President, Chief Financial  
Officer  
and Treasurer*

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