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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2019

OR

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

For the transition period from _____ to _____

Commission file number **0-17686**

**DIVALL INSURED INCOME PROPERTIES 2 LIMITED
PARTNERSHIP**

(Exact name of registrant as specified in its charter)

Wisconsin
*(State or other jurisdiction of
incorporation or organization)*

39-1606834
*(I.R.S. Employer
Identification No.)*

1900 W 75th Street, Suite 100, Prairie Village, KS 66208
(Address of principal executive offices, including zip code)

(816) 421-7444
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	N/A	N/A

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 such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller Reporting Company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Yes No

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PART I - FINANCIAL INFORMATION
Item 1. Financial Statements

DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP

BALANCE SHEETS

ASSETS

	<u>September 30, 2019</u> (unaudited)	<u>December 31, 2018</u>
INVESTMENT PROPERTIES (Note 3):		
Land	\$ 2,794,122	\$ 2,794,122
Buildings	4,017,412	4,017,412
Accumulated depreciation	(3,867,565)	(3,776,718)
Net investment properties	<u>2,943,969</u>	<u>3,034,816</u>
OTHER ASSETS:		
Cash	67,618	99,360
Cash held in Indemnification Trust (Note 7)	475,574	464,710
Security deposits escrow	69,437	74,681
Rents and other receivables	370,491	533,344
Deferred tenant award proceeds escrow	47,785	64,041
Prepaid insurance	489	5,133
Utility deposit	-	6,530
Deferred charges, net	205,709	186,517
Total other assets	<u>1,237,103</u>	<u>1,434,316</u>
Total assets	<u>\$ 4,181,072</u>	<u>\$ 4,469,132</u>

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

DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP

BALANCE SHEETS

LIABILITIES AND PARTNERS' CAPITAL

	September 30, 2019 (unaudited)	December 31, 2018
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	\$ 18,585	\$ 33,573
Due to General Partner (Note 5)	1,211	998
Deferred rent	45,723	62,183
Security deposits	69,340	74,340
Total current liabilities	134,859	171,094
CONTINGENCIES AND COMMITMENTS (Note 6 and 7)		
PARTNERS' CAPITAL (Notes 1 and 4):		
General Partner -		
Cumulative net income (retained earnings)	373,441	368,941
Cumulative cash distributions	(154,700)	(152,900)
	218,741	216,041
Limited Partners (46,280.3 interests outstanding at September 30, 2019 and December 31, 2018)		
Capital contributions	46,280,300	46,280,300
Offering Costs	(6,921,832)	(6,921,832)
Cumulative net income (retained earnings)	43,336,501	42,891,026
Cumulative cash distributions	(78,027,268)	(77,327,268)
	4,667,701	4,922,226
Former General Partner -		
Cumulative net income (retained earnings)	707,513	707,513
Cumulative cash distributions	(1,547,742)	(1,547,742)
	(840,229)	(840,229)
Total partners' capital	4,046,213	4,298,038
Total liabilities and partners' capital	\$ 4,181,072	\$ 4,469,132

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

DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP

STATEMENTS OF OPERATIONS

	Three months ended		Nine months ended	
	September 30, 2019	September 30, 2018	September 30, 2019	September 30, 2018
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
OPERATING REVENUES:				
Rental income (Note 3)	\$ 460,103	\$ 415,249	\$ 985,775	\$ 951,386
TOTAL OPERATING REVENUES	\$ 460,103	\$ 415,249	\$ 985,775	\$ 951,386
EXPENSES:				
Partnership management fees (Note 5)	\$ 70,794	\$ 69,108	\$ 211,258	\$ 206,364
Insurance	1,466	1,465	4,397	4,396
General and administrative	9,723	20,345	29,741	51,786
Advisory Board fees and expenses	2,625	2,625	6,500	7,875
Professional services	41,261	247,959	189,912	410,314
Other Property Expenses	-	3,749	(89)	11,553
Depreciation	30,282	30,283	90,847	135,768
Amortization	6,899	6,019	19,524	18,058
TOTAL OPERATING EXPENSES	\$ 163,050	\$ 381,553	\$ 552,090	\$ 846,114
OTHER INCOME				
Other miscellaneous income	-	-	5,000	-
Other interest income	5,633	4,484	11,290	7,824
TOTAL OTHER INCOME	\$ 5,633	\$ 4,484	\$ 16,290	\$ 7,824
NET INCOME	\$ 302,686	\$ 38,180	\$ 449,975	\$ 113,096
NET INCOME ALLOCATED- GENERAL PARTNER	\$ 3,027	\$ 382	\$ 4,500	\$ 1,131
NET INCOME ALLOCATED- LIMITED PARTNERS	\$ 299,659	\$ 37,798	\$ 445,475	\$ 111,965
Based on 46,280.3 interests outstanding: (Basic and diluted)				
NET INCOME PER LIMITED PARTNERSHIP INTEREST	\$ 6.47	\$ 0.82	\$ 9.63	\$ 2.42

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

DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP

STATEMENTS OF CASH FLOWS

	Nine Months Ended	
	<u>September 30, 2019</u>	<u>September 30, 2018</u>
	(unaudited)	(unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income from continuing operations	\$ 449,975	\$ 113,096
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation and amortization	110,371	153,826
Changes in operating assets and liabilities		
Decrease in rents and other receivables	184,868	289,298
Increase in long-term rent receivable	(22,015)	-
Decrease (Increase) in security deposit escrow	5,244	(121)
Decrease in utility deposit	6,530	-
Decrease in deferred rent award escrow	(204)	(288)
Decrease in prepaid insurance	4,644	3,706
Decrease in accounts payable and accrued expenses	(14,988)	(1,231)
Decrease in unearned rental income	-	(5,000)
Increase in property tax payable	-	4,635
Payment of leasing commission	(38,716)	-
Security deposit refund	(5,000)	-
Increase (Decrease) in due to General Partner	213	(1,085)
Net cash from operating activities	<u>680,922</u>	<u>556,836</u>
CASH FLOWS USED IN INVESTING ACTIVITIES:		
Interest applied to Indemnification Trust account	(10,864)	(6,889)
Net cash used in investing activities	<u>(10,864)</u>	<u>(6,889)</u>
CASH FLOWS USED IN FINANCING ACTIVITIES:		
Cash distributions to Limited Partners	(700,000)	(550,000)
Cash distributions to General Partner	(1,800)	(453)
Net cash used in financing activities	<u>(701,800)</u>	<u>(550,453)</u>
NET DECREASE IN CASH	(31,742)	(506)
CASH AT BEGINNING OF PERIOD	99,360	145,674
CASH AT END OF PERIOD	<u>67,618</u>	<u>145,168</u>

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

DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP

STATEMENTS OF PARTNER'S CAPITAL (unaudited)

	General Partner			Limited Partners					Total Capital Partners'
	Cumulative Net Income	Cumulative Cash Distributions	Total	Capital Contributions, Net of Offering Costs	Cumulative Net Income	Cumulative Cash Distribution	Reallocation	Total	
BALANCE AT DECEMBER 31, 2018	\$ 368,941	\$ (152,900)	\$216,041	\$ 39,358,468	\$42,891,026	\$(77,327,268)	\$ (840,229)	\$4,081,997	\$4,298,038
Net Income	(25)	-	(25)	-	(2,432)	-	-	(2,432)	(2,457)
Cash Distributions (\$10.80 per limited partnership interest)	-	-	-	-	-	(500,000)	-	(500,000)	(500,000)
BALANCE AT MARCH 31, 2019	\$ 368,916	\$ (152,900)	\$216,016	\$ 39,358,468	\$42,888,594	\$(77,827,268)	\$ (840,229)	\$3,579,565	\$3,795,581
Net Income	1,498	-	1,498	-	148,249	-	-	148,249	149,747
Cash Distributions (\$2.16 per limited partnership interest)	-	(589)	(589)	-	-	(100,000)	-	(100,000)	(100,589)
BALANCE AT JUNE 30, 2019	\$ 370,414	\$ (153,489)	\$216,925	\$ 39,358,468	\$43,036,843	\$(77,927,268)	\$ (840,229)	\$3,627,814	\$3,844,739
Net Income	3,027	-	3,027	-	299,658	-	-	299,658	302,685
Cash Distributions (\$2.16 per limited partnership interest)	-	(1,211)	(1,211)	-	-	(100,000)	-	(100,000)	(101,211)
BALANCE AT SEPTEMBER 30, 2019	\$ 373,441	\$ (154,700)	\$218,741	\$ 39,358,468	\$43,336,501	\$(78,027,268)	\$ (840,229)	\$3,827,472	\$4,046,213
BALANCE AT DECEMBER 31, 2017	\$ 365,316	\$ (151,449)	\$213,867	\$ 39,358,468	\$42,532,147	\$(76,677,268)	\$ (840,229)	\$4,373,118	\$4,586,985
Net Income	(557)	-	(557)	-	(55,175)	-	-	(55,175)	(55,732)
Cash Distributions (\$2.16 per limited partnership interest)	-	-	-	-	-	(100,000)	-	(100,000)	(100,000)
BALANCE AT MARCH 31, 2018	\$ 364,759	\$ (151,449)	\$213,310	\$ 39,358,468	\$42,476,972	\$(76,777,268)	\$ (840,229)	\$4,217,943	\$4,431,253
Net Income	1,306	-	1,306	-	129,342	-	-	129,342	130,648
Cash Distributions (\$9.72 per limited partnership interest)	-	(300)	(300)	-	-	(450,000)	-	(450,000)	(450,300)
BALANCE AT JUNE 30, 2018	\$ 366,065	\$ (151,749)	\$214,316	\$ 39,358,468	\$42,606,314	\$(77,227,268)	\$ (840,229)	\$3,897,285	\$4,111,601
Net Income	382	-	382	-	37,798	-	-	37,798	38,180
Cash Distributions (\$2.16 per limited partnership interest)	-	(153)	(153)	-	-	-	-	-	(153)
BALANCE AT SEPTEMBER 30, 2018	\$ 366,447	\$ (151,902)	\$214,545	\$ 39,358,468	\$42,644,112	\$(77,227,268)	\$ (840,229)	\$3,935,083	\$4,149,629

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

DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP

NOTES TO FINANCIAL STATEMENTS

The condensed statements included herein have been prepared by the registrant, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission, and reflect all adjustments which are, in the opinion of management, necessary to a fair statement of the results of operations for the interim period, on a basis consistent with the annual audited statements. The adjustments made to these condensed statements consist only of normal recurring adjustments. Certain information, accounting policies, and footnote disclosures normally included in financial statements prepared in accordance with United States Generally Accepted Accounting Principles (US GAAP) have been condensed or omitted pursuant to such rules and regulations, although the registrant believes that the disclosures are adequate to make the information presented not misleading. It is suggested that these condensed financial statements be read in conjunction with the financial statements and the summary of significant accounting policies and notes thereto included in the registrant's latest annual report on Form 10-K.

1. ORGANIZATION:

The Partnership was formed on November 20, 1987, pursuant to the Uniform Limited Partnership Act of the State of Wisconsin. The initial capital, contributed during 1987, consisted of \$300, representing aggregate capital contributions of \$200 by the former general partners and \$100 by the initial limited partner. A subsequent offering of limited partnership interests closed on February 22, 1990, with 46,280.3 limited partnership interests having been sold in that offering, resulting in total proceeds to the Partnership, net of underwriting compensation and other offering costs, of \$39,358,468.

The Partnership is currently engaged in the business of owning and operating its investment portfolio of commercial real estate properties (each a "Property", and collectively, the "Properties"). The Properties are leased on a triple net basis primarily to, and operated by, franchisors or franchisees of national, regional, and local retail chains under primarily long-term leases. The lessees are operators of fast food, family style, and casual/theme restaurants. As of September 30, 2019, the Partnership owned ten Properties, which are located in a total of three states.

The Limited Partnership Agreement, as amended from time to time (collectively, the "Partnership Agreement"), stipulates that the Partnership is scheduled to be dissolved on November 30, 2020, or earlier upon the prior occurrence of any of the following events: (a) the disposition of all its Properties; (b) the written determination by the General Partner, that the Partnership's assets may constitute "plan assets" for purposes of ERISA; (c) the agreement of limited partners owning a majority of the outstanding limited partner interests to dissolve the Partnership; or (d) the dissolution, bankruptcy, death, withdrawal, or incapacity of the last remaining General Partner, unless an additional General Partner is elected by a majority of the limited partners. During the second and third quarters of the nine odd numbered years from 2001 through 2017, consent solicitations were circulated to the Partnership's limited partners which, if approved by the limited partners, would have authorized the General Partner to initiate the potential sale of all of the Properties and the dissolution of the Partnership (each a "Consent"). Limited partners owning a majority of the outstanding limited partnership interests did not vote in favor of any of the Consents. Therefore, the Partnership continues to operate as a going concern.

On May 18, 2018, the Partnership concluded a special consent solicitation process in which it solicited affirmative consents from the limited partners to authorize the General Partner to sell all or substantially all of the Partnership's properties, and to subsequently liquidate and dissolve the Partnership upon completion of the sale (collectively, the "Transaction"). The Transaction was approved by written consent of the holders of a majority of the outstanding limited partnership interests. On July 24, 2018, the Partnership mailed to interested parties a confidentiality agreement and a letter that included procedures, terms and conditions (the "Procedures") for a sealed bid sale for the potential sale of the Properties. Under the Procedures communicated to all prospective bidders, the deadline for submitting bids complying with the Procedures was September 28, 2018 (the "Bid Deadline").

DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP

NOTES TO FINANCIAL STATEMENTS

On October 2, 2018, the General Partner determined that no bid response received by the Bid Deadline satisfied the terms and conditions of the Procedures. Accordingly, the General Partner determined it was in the best interests of the Partnership to suspend its efforts with respect to consummating the Transaction, and the sealed bid process was terminated due to failure to receive a compliant bid.

2. RECENTLY ADOPTED ACCOUNTING PRINCIPLES:

In August 2018, the SEC adopted the final rule under SEC Release No. 33-10532, Disclosure Update and Simplification, amending certain disclosure requirements that were redundant, duplicative, overlapping, outdated or superseded. In addition, the amendments expanded the disclosure requirements for the analysis of partners' capital for interim financial statements. Under the amendments, an analysis of changes in each caption of partners' capital presented in the balance sheet must be provided in a note or separate statement. The analysis should present a reconciliation of the beginning balance to the ending balance of each period for which a statement of comprehensive income is required to be filed. The Partnership's first presentation of year-to-date quarterly changes in partners' capital was included in its Form 10-Q for the quarter ended March 31, 2019.

In February 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2016-02, which provides guidance for accounting for leases. The new guidance requires companies to recognize the assets and liabilities for the rights and obligations created by leased assets, initially measured at the present value of the lease payments. The accounting guidance for lessors is largely unchanged. The ASU is effective for annual and interim periods beginning after December 15, 2018. It is to be adopted using a modified retrospective approach. The Partnership has adopted the accounting pronouncement effective January 1, 2019 and the adoption of the standard did not have a material impact on the Partnership's financial statements.

3. INVESTMENT PROPERTIES:

The total cost of the Properties includes the original purchase price plus acquisition fees and other capitalized costs paid to an affiliate of the former general partners of the Partnership.

As of September 30, 2019, the Partnership owned 10 Properties, nine of which contained fully constructed fast-food/casual dining restaurant facilities. The following are operated by tenants at the aforementioned nine Properties: eight separate Wendy's restaurants, and an Applebee's restaurant. The tenant for the Property operated as an Applebee's restaurant has been in Chapter 11 bankruptcy since May 2018 and, in January 2019, this tenant filed with the court to continue with the Partnership's lease without modification. As of September 30, 2018, the Martinez, GA Property was leased by Brakes4Less of Columbia, Inc. Per the terms of the First Amendment to the Brakes4Less lease dated January 15, 2019, the first 12 months' rent was abated. The 10 Properties are located in a total of three states.

4. PARTNERSHIP AGREEMENT:

The Partnership Agreement was amended, effective as of November 9, 2009, to extend the term of the Partnership to November 30, 2020, or until dissolution prior thereto pursuant to the consent of limited partners owning a majority of the outstanding limited partnership interests.

Under the terms of the Partnership Agreement, as amended, net profits or losses from operations are allocated 99% to the limited partners and 1% to the current General Partner. The November 9, 2009 amendment also provided for distributions from Net Cash Receipts, as defined, to be made 99% to limited partners and 1% to The Provo Group, Inc. ("TPG", or the "General Partner"), the current General Partner, provided that quarterly distributions are cumulative and are not to be made to the current General Partner unless and until each limited partner has received a distribution from Net Cash Receipts in an amount equal to 10% per annum, cumulative simple return on his, her or its Adjusted Original Capital, as defined, from the Return Calculation Date, as defined, except to the extent needed by the General Partner to pay its federal and state income taxes on the income allocated to it attributable to such year.

DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP

NOTES TO FINANCIAL STATEMENTS

The provisions regarding distribution of Net Proceeds, as defined, provide that Net Proceeds are to be distributed as follows: (a) to the limited partners, an amount equal to 100% of their Adjusted Original Capital; (b) then, to the limited partners, an amount necessary to provide each limited partner a liquidation preference equal to a 13.5% per annum, cumulative simple return on Adjusted Original Capital from the Return Calculation Date including in the calculation of such return on all prior distributions of Net Cash Receipts and any prior distributions of Net Proceeds under this clause, except to the extent needed by the General Partner to pay its federal and state income tax on the income allocated to it attributable to such year; and (c) then, to limited partners, 99%, and to the General Partner, 1%, of remaining Net Proceeds available for distribution.

5. TRANSACTIONS WITH GENERAL PARTNER AND ITS AFFILIATES:

Pursuant to the terms of the Permanent Manager Agreement (“PMA”) executed in 1993 and renewed for an additional two-year term as of January 1, 2019, the General Partner receives a base fee (the “Base Fee”) for managing the Partnership equal to four percent of gross receipts, subject initially to a minimum annual Base Fee. The PMA also provides that the Partnership is responsible for reimbursement of the General Partner for office rent and related office overhead (“Expenses”) up to an initial annual maximum of \$13,250. Both the Base Fee and Expenses reimbursement are subject to annual Consumer Price Index based adjustments. Effective March 1, 2019, the minimum annual Base Fee and the maximum Expenses reimbursement increased by 2.44% from the prior year, which represents the allowable annual Consumer Price Index adjustment per the PMA. Therefore, as of March 1, 2019, the minimum annual Base Fee paid by the Partnership was raised to \$283,176 and the maximum annual Expenses reimbursement was increased to \$22,848.

For purposes of computing the four percent overall fee paid to the General Partner, gross receipts include amounts recovered in connection with the misappropriation of assets by the former general partners and their affiliates. The fee received by the General Partner from the Partnership on any amounts recovered reduce the four percent minimum fee by that same amount.

Amounts paid and/or accrued to the General Partner and its affiliates for the three- and nine-month periods ended September 30, 2019 and 2018 are as follows:

	Incurred for the Three Months Ended September 30, 2019 <u>(unaudited)</u>	Incurred for the Three Months Ended September 30, 2018 <u>(unaudited)</u>	Incurred for the Nine Months Ended September 30, 2019 <u>(unaudited)</u>	Incurred for the Nine Months Ended September 30, 2018 <u>(unaudited)</u>
<u>General Partner</u>				
Management fees	\$ 70,794	\$ 69,108	\$ 211,258	\$ 206,364
Overhead allowance	5,712	5,577	17,046	16,653
Leasing commissions	-	-	12,906	-
Reimbursement for out-of-pocket expenses	-	-	2,500	2,500
Cash distribution	1,211	153	1,800	453
	<u>\$ 77,717</u>	<u>\$ 74,838</u>	<u>\$ 245,510</u>	<u>\$ 225,970</u>

At September 30, 2019 and December 31, 2018, \$1,211 and \$998, respectively, was payable to the General Partner.

DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP

NOTES TO FINANCIAL STATEMENTS

As of September 30, 2019, Jesse Small, an Advisory Board Member, beneficially owned greater than ten percent of the Partnership's outstanding limited partnership interests. Amounts paid to Mr. Small for his services as a member of the Advisory Board for the three- and nine-month periods ended September 30, 2019 and 2018 are as follows:

	Three Month Period ended September 30, 2019 <u>(Unaudited)</u>	Three Month Period ended September 30, 2018 <u>(Unaudited)</u>	Nine Month Period ended September 30, 2019 <u>(Unaudited)</u>	Nine Month Period ended September 30, 2018 <u>(Unaudited)</u>
Advisory Board Fees paid	\$ 875	\$ 875	\$ 2,625	\$ 2,625

6. CONTINGENT LIABILITIES:

According to the Partnership Agreement, TPG, as General Partner may receive a disposition fee not to exceed three percent of the contract price on the sale of the properties of the Partnership and two affiliated publicly registered limited partnerships, DiVall Insured Income Fund Limited Partnership ("DiVall 1"), which was dissolved December of 1998, and DiVall Income Properties 3 Limited Partnership, which was dissolved in December 2003 ("DiVall 3"), and together with the Partnership and DiVall 1, the "three original partnerships"). In addition, fifty percent of all such disposition fees earned by TPG were to be escrowed until the aggregate amount of recovery of the funds misappropriated from the three original partnerships by the former general partners was greater than \$4,500,000. Upon reaching such recovery level, full disposition fees would thereafter be payable, and fifty percent of the previously escrowed amounts would be paid to TPG. At such time as the recovery exceeded \$6,000,000 in the aggregate, the remaining escrowed disposition fees were to be paid to TPG. If such levels of recovery were not achieved, TPG would contribute the amounts escrowed toward the recovery until the three original partnerships were made whole. In lieu of a disposition fee escrow, fifty percent of all such disposition fees previously discussed were paid directly to a restoration account and then distributed among the three original partnerships; whereby the three original partnerships recorded the recoveries as income. After the recovery level of \$4,500,000 was exceeded, fifty percent of the total disposition fee amount paid to the three original partnerships recovery through the restoration account (in lieu of the disposition fee escrow) was refunded to TPG during March 1996. The remaining fifty percent amount allocated to the Partnership through the restoration account, and which was previously reflected as Partnership recovery income, may be owed to TPG if the \$6,000,000 recovery level is met. As of September 30, 2019, the Partnership may owe TPG \$16,296 if the \$6,000,000 recovery level is achieved. TPG does not expect any future refund, as it is uncertain that such a \$6,000,000 recovery level will be achieved.

7. PMA INDEMNIFICATION TRUST:

The PMA provides that TPG will be indemnified from any claims or expenses arising out of, or relating to, TPG serving in the capacity of General Partner or as substitute general partner, so long as such claims do not arise from fraudulent or criminal misconduct by TPG. The PMA provides that the Partnership will fund this indemnification obligation by establishing a reserve of up to \$250,000 of Partnership assets which would not be subject to the claims of the Partnership's creditors. An Indemnification Trust (the "Trust") serving such purposes has been established at United Missouri Bank, N.A. The corpus of the Trust has been fully funded with Partnership assets. Funds are invested in U.S. Treasury securities at fair value at level 1. In addition, \$225,574 of earnings has been credited to the Trust as of September 30, 2019. The rights of TPG to the Trust shall be terminated upon the earliest to occur of the following events: (i) the written release by TPG of any and all interest in the Trust; (ii) the expiration of the longest statute of limitations relating to a potential claim which might be brought against TPG and which is subject to indemnification; or (iii) a determination by a court of competent jurisdiction that TPG shall have no liability to any person with respect to a claim which is subject to indemnification under the PMA. At such time as the indemnity provisions expire or the full indemnity is paid, any funds remaining in the Trust will revert back to the general funds of the Partnership.

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

CAUTIONARY STATEMENT

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements are not historical facts but are the intent, belief or current expectations of management of DiVall Insured Income Properties 2 Limited Partnership (the "Partnership") based on its knowledge and understanding of the business and industry. Words such as "may," "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "would," "could," "should" and variations of these words and similar expressions are intended to identify forward-looking statements. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we can give no assurance that these expectations will prove to have been correct. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond our control, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements.

Examples of forward-looking statements include, but are not limited to, statements we make regarding:

- our expectations regarding financial condition or results of operations in future periods;
- our future sources of, and needs for, liquidity and capital resources;
- our expectations regarding economic and business conditions;
- our business strategies;
- our decisions and policies with respect to the potential retention or disposition of one or more Properties;
- our ability to find a suitable purchaser for any marketed Properties;
- our ability to agree on an acceptable purchase price or contract terms;
- our ability to collect rents on our leases;
- our ability to maintain relationships with our tenants, and when necessary identify new tenants;
- future capital expenditures; and
- other risks and uncertainties described from time to time in our filings with the Securities and Exchange Commission (the "SEC").

Critical Accounting Policies and Estimates

Management's discussion and analysis of financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The preparation of these financial statements requires our management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On a regular basis, we evaluate these estimates, including investment impairment. These estimates are based on management's historical industry experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

The Partnership believes that its most significant accounting policies deal with:

Depreciation methods and lives- Depreciation of the Properties is provided on a straight-line basis over the estimated useful life of the buildings and improvements. While the Partnership believes these are the appropriate lives and methods, use of different lives and methods could result in different impacts on net income. Additionally, the value of real estate is typically based on market conditions and property performance, so depreciated book value of real estate may not reflect the market value of real estate assets.

Revenue recognition- Rental revenue from investment properties is recognized on a straight-line basis over the life of the respective lease when collectability is assured. Percentage rents are accrued only when the tenant has reached the sales breakpoint stipulated in the lease.

Impairment- The Partnership periodically reviews its long-lived assets, primarily real estate, for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The Partnership's review involves comparing current and future operating performance of the assets, the most significant of which is undiscounted operating cash flows, to the carrying value of the assets. Based on this analysis, if deemed necessary, a provision for possible loss is recognized.

Investment Properties

As of September 30, 2019, the Partnership owned 10 Properties, nine of which contained fully constructed fast-food/casual dining restaurant facilities. The following are operated by tenants at the aforementioned nine Properties: eight separate Wendy's restaurants, and an Applebee's restaurant. The tenant for the Property operated as an Applebee's restaurant has been in Chapter 11 bankruptcy since May 2018 and, in January 2019, this tenant filed with the court to continue with the Partnership's lease without modification. As of September 30, 2018, the Martinez, GA Property was leased by Brakes4Less of Columbia, Inc. Per the terms of the First Amendment to the Brakes4Less lease dated January 15, 2019, the first 12 months' rent was abated. The 10 Properties are located in a total of three states.

Property taxes, general maintenance, insurance and ground rent on the Properties are the responsibility of the tenant. However, when a tenant fails to make the required tax payments or when a Property becomes vacant, the Partnership makes the appropriate property tax payments to avoid possible foreclosure of the property.

There were no building improvements capitalized during the three-month period ending September 30, 2019.

Net Income

Net income for the three-month periods ended September 30, 2019 and 2018 was \$302,686 and \$38,180, respectively. Net income per limited partnership interest for the three-month periods ended September 30, 2019 and 2018 was \$6.47 and \$0.82, respectively. Net income for the nine-month periods ended September 30, 2019 and 2018 was \$449,975 and \$113,096, respectively. Net income per limited partnership interest for the nine-month periods ended September 30, 2019 and 2018 was \$9.63 and \$2.42, respectively.

Results of Operations

Income from operations for the nine-month periods ended September 30, 2019 and 2018 were \$449,975 and \$113,096, respectively. See the paragraphs below for further information as to the primary factors that contributed to the variances in operating income and expense items from the 2018 periods to the 2019 periods.

Operating Rental Income: Rental income for the nine-month periods ended September 30, 2019 and 2018 was \$985,775 and \$951,386, respectively. The rental income was comprised primarily of monthly lease obligations and includes accruals for annual percentage rents earned year-to-date and adjustments for straight line rent.

Management expects total base operating rental income to be approximately \$820,380 for the year ending December 31, 2019 based on operating leases currently in place. However, future operating rental income may decrease with tenant defaults. Future operating rental income may also increase with additional rents due from tenants, if those tenants experience increased sales levels, which require the payment of additional rent to the Partnership. Operating percentage rents included in rental income from operations in the year ended December 31, 2018 was \$533,344, and management expects the year ending December 31, 2019 percentage rents to be somewhat higher than the prior fiscal year primarily due to the increased sales reported by several of the Wendy's Properties and the Applebee's Property for the first nine months of 2019.

Insurance Expense: Insurance expense for both nine-month periods ended September 30, 2019 and 2018 was \$4,396. The insurance expense was related to the Partnership's general liability policy. This amount could increase if the general liability insurance premium for the 2019/2020 insurance year that is expected to be paid in the fourth quarter of 2019 also increases.

General and Administrative Expense: General and administrative expenses for the nine-month periods ended September 30, 2019 and 2018 were \$29,741 and \$51,786, respectively. General and administrative expenses were comprised of management expense, state/city registration and annual report filing fees, office supplies, printing costs, outside storage expenses, copy/fax costs, postage and shipping expenses, long-distance telephone expenses, website fees, bank fees, state income tax expenses and bad debt allowance. Management expects the total year ending December 31, 2019 operating general and administrative expenses to be lower than the prior fiscal year's expenses, primarily due to the concentrated effort to lower expenses in these expense categories.

Professional services: Professional services expenses for the nine-month periods ended September 30, 2019 and 2018 were \$189,911 and \$410,314, respectively. Professional services expenses were primarily comprised of investor relations data processing, investor mailings processing, website design, legal, auditing and tax preparation fees, and SEC report conversion and processing fees. Management anticipates that the total year ending December 31, 2019 operating professional services expenses will be lower than those incurred in the prior fiscal year due to various factors, including a concentrated effort to lower expenses in these expense categories.

Cash Flow Analysis

Net cash flows provided by operating activities for the nine-month periods ended September 30, 2019 and 2018 were \$680,922 and \$556,836, respectively.

Cash flows used in investing activities for the nine-month periods ended September 30, 2019 and 2018 were \$10,864 and \$6,889 respectively. These amounts represent interest earned on the indemnification trust account, with earnings in the 2019 period being higher than the same period in 2018.

For the nine-month period ended September 30, 2019, cash flows used in financing activities was \$701,800 and consisted of aggregate limited partner distributions of \$700,000, and general partner distributions of \$1,800.

For the nine-month period ended September 30, 2018, cash flows used in financing activities was \$550,453 and consisted of aggregate limited partner distributions of \$550,000, and general partner distributions of \$453.

Liquidity and Capital Resources

The Partnership's cash balance was \$67,618 at September 30, 2019. Cash of \$100,000 is anticipated to be used to fund the 2019 third quarter aggregate distribution to limited partners on or about November 15, 2019, and cash of approximately \$19,800 is anticipated to be used for the payment of quarter-end accrued liabilities, which are included in the balance sheets.

The Partnership's principal on-going demands for funds are expected to be for the payment of operating expenses and distributions. Management anticipates that cash generated through the operations of the Properties, and from potential sales of Properties, will primarily provide the sources for future Partnership liquidity and limited partner distributions. During the process of leasing the Properties, the Partnership may experience competition from owners and managers of other properties. As a result, in connection with negotiating tenant leases, along with recognizing market conditions, the Partnership may offer rental concessions, or other inducements, which may have an adverse impact on the results of the Partnership's operations. The Partnership is also in competition with sellers of similar properties to locate suitable purchasers for its Properties. The two primary liquidity risks with respect to the on-going operations of the Properties in the absence of mortgage debt are the Partnership's inability to collect rent receivables and near-term or chronic property vacancies. The amount of cash to be distributed to our limited partners is determined by the General Partner and is dependent on a number of factors, including funds available for payment of distributions, capital expenditures, and taxable income recognition matching, which is primarily attributable to percentage rents and property sales.

As of September 30, 2019, the current ten Properties were 100% leased. In addition, the Partnership collected 100% of its base rent from current operating tenants for the period ended September 30, 2019 and the fiscal year ended December 31, 2018, which we believe is a good indication of overall tenant quality and stability.

There are no leases set to expire in 2019. However, per the terms of the First Amendment to lease dated January 15, 2019, the rent for the Martinez, GA Property is abated for the first twelve months of the lease, and rent is expected to commence on May 16, 2020. Further, the new Wendy's at the Peach Orchard Road Property opened June 18, 2019, and the Partnership had negotiated for a continuation of fixed rent throughout the closed period.

Eight of the ten Properties are operated as Wendy's fast food restaurants and are franchises of the international Wendy's Company. Operating base rents from these eight leases comprised approximately 80% of the total 2018 operating base rents included in operating rental income of the Partnership. During the year ended December 31, 2018, additional percentage rents totaled \$528,372, all of which were unbilled and were accrued in relation to the Properties operated as Wendy's restaurants. Therefore, during 2018, the Partnership generated approximately 87% of its total operating revenues from those eight Properties. As of September 30, 2019, the eight Properties operated as Wendy's restaurants exceeded 80% of the Partnership's total Properties, both by asset value and number.

Since more than 80% of the Properties, both by historical asset value and number, are leased to Wendy's franchises, the financial status of the three tenants may be considered material to investors. At the request of the Partnership, Wendgusta, Wendcharles I and Wendcharles II provided the Partnership with a copy of their reviewed financial statements for the fiscal years ended December 30, 2018 and December 31, 2017. Those reviewed financial statements prepared by Wendgusta's, Wendcharles I's and Wendcharles II's accountants are attached as Exhibits 99.0, 99.1 and 99.2, respectively, to the Partnership's December 31, 2018 Annual Report on Form 10-K, filed with the SEC on April 1, 2019. The Partnership has no rights to audit or review Wendgusta's, Wendcharles I's or Wendcharles II's financial statements and the Partnership's independent registered public accounting firm has not audited or reviewed the financial statements received from Wendgusta, Wendcharles I or Wendcharles II.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

As a smaller reporting company, the Partnership is not required to provide the information required by Item 305 of Regulation S-K.

Item 4. Controls and Procedures

Controls and Procedures

As of September 30, 2019 the Partnership's management, including the persons serving as the Partnership's principal executive officer and principal financial officer, concluded that the Partnership's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report were effective based on the evaluation of these controls and procedures as required by paragraph (b) of Rule 13a-15 or Rule 15d-15 under the Exchange Act.

Changes in Internal Control over Financial Reporting

There has been no change in the Partnership's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the fiscal quarter ending September 30, 2019 that has materially affected, or is reasonably likely to materially affect, the Partnership's internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

As of the date of this report, there are no material pending legal proceedings to which the Partnership is a party.

Item 1a. Risk Factors

Not Applicable.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

(a) Listing of Exhibits

- 3.1 [Certificate of Limited Partnership dated November 20, 1987, filed as Exhibit 3.7 to the Partnership's Annual Report on Form 10-K filed March 22, 2013, Commission File 0-17686, and incorporated herein by reference.](#)
- 4.1 Agreement of Limited Partnership dated as of November 20, 1987, amended as of November 25, 1987, and February 20, 1988, filed as Exhibit 3A to Amendment No. 1 to the Partnership's Registration Statement on Form S-11 as filed on February 22, 1988, and incorporated herein by reference.
- 4.2 Amendments to Amended Agreement of Limited Partnership dated as of June 21, 1988, included as part of Supplement dated August 15, 1988, filed under Rule 424(b)(3), Commission File 0-17686, and incorporated herein by reference.
- 4.3 Amendment to Amended Agreement of Limited Partnership dated as of February 8, 1993, filed as Exhibit 3.3 to the Partnership's Annual Report on Form 10-K for the year ended December 31, 1992, Commission File 0-17686, and incorporated herein by reference.
- 4.4 Amendment to Amended Agreement of Limited Partnership dated as of May 26, 1993, filed as Exhibit 3.4 to the Partnership's Annual Report on Form 10-K for the year ended December 31, 1993, Commission File 0-17686, and incorporated herein by reference.
- 4.5 Amendment to Amended Agreement of Limited Partnership dated as of June 30, 1994, filed as Exhibit 3.5 to the Partnership's Annual Report on Form 10-K for the year ended December 31, 1994, Commission File 0-17686, and incorporated herein by reference.
- 4.6 [Amendment to Amended Agreement of Limited Partnership dated as of November 9, 2009, filed as Exhibit 4.1 to the Partnership's Quarterly Report on Form 10-Q filed November 12, 2009, Commission File 0-17686, and incorporated herein by reference.](#)
- 31.1 [Sarbanes-Oxley Section 302 Certification](#)
- 31.2 [Sarbanes-Oxley Section 302 Certification](#)
- 32.1 [Certification of Periodic Financial Report Pursuant to 18 U.S.C. Section 1350.](#)
- 99.1 [Correspondence to the Limited Partners, anticipated to be mailed on August 15, 2019, regarding the proposed sale of the Properties and liquidation of the Partnership.](#)
- 101 The following materials from the Partnership's Quarterly Report on Form 10-Q for the quarter ended, formatted in XBRL (Extensible Business Reporting Language): (i) Unaudited Condensed Balance Sheets at September 30, 2019 and December 31, 2018, (ii) Unaudited Condensed Statements of Income for the three and nine month periods ended September 30, 2019 and 2018, (iii) Unaudited Condensed Statement of Cash Flows for the nine month periods ended September 30, 2019 and 2018, (iv) Unaudited Condensed Statements of Partners' Capital for the nine month periods ended September 30, 2019 and 2018, and (v) Notes to the Unaudited Condensed Financial Statements.

SIGNATURES

Pursuant to the requirements 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.

DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP

By: /s/ Lynette L. DeRose

Lynette L. DeRose
(Chief Financial Officer and
Duly Authorized Officer of the Partnership)

Date: November 14, 2019

**DIVALL INSURED INCOME PROPERTIES 2
LIMITED PARTNERSHIP**

CERTIFICATIONS

I, Lynette L. DeRose, certify that:

1. I have reviewed this quarterly report on Form 10-Q of DiVall Insured Income Properties 2 Limited Partnership;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 14, 2019

By: /s/ Lynette L. DeRose

Chief Financial Officer of the Partnership
(principal financial officer of the registrant)

**DIVALL INSURED INCOME PROPERTIES 2
LIMITED PARTNERSHIP**

CERTIFICATIONS

I, Bruce A. Provo, certify that:

1. I have reviewed this quarterly report on Form 10-Q of DiVall Insured Income Properties 2 Limited Partnership;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 14, 2019

By: /s/ Bruce A. Provo

President, and Chief Executive Officer of The Provo
Group, Inc., the General Partner of the Partnership
(principal executive officer of the registrant)

**DIVALL INSURED INCOME PROPERTIES 2
LIMITED PARTNERSHIP**

**Certification of Periodic Financial Report
Pursuant to 18 U.S.C. Section 1350**

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned principal executive officer and principal financial officer of DiVall Insured Income Properties 2 Limited Partnership (the "Company") certify that this Quarterly Report on Form 10-Q of the Company for the period ended September 30, 2019 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 14, 2019

By: */s/ Lynette L. DeRose*

Chief Financial Officer of the Partnership
(principal financial officer of the registrant)

By: */s/ Bruce A. Provo*

President, and Chief Executive Officer of The Provo
Group, Inc., the General Partner of the Partnership
(principal executive officer of the registrant)

This certification is made solely for the purpose of 18 U.S.C. Section 1350, subject to the knowledge standard contained therein, and not for any other purpose.

DiVall Insured Income Properties 2, L.P. Quarterly News

November 15, 2019

New Toll-Free Number

It may be easy to miss the new toll-free number noted below in contact information so we will repeat it prominently. The new number is 1-844-932-1769

Prospects for a Stabilized Cash Flow in 2020 and Expected Distribution Increases

As you all know, 2019 was quite a year of transition for your partnership with a new tenant; reopening a Wendy's destroyed by fire in 2018; as well as the continued operation of our Applebee's franchisee after a reorganization bankruptcy.

I would expect that most of you would like to see how we came through our challenging 2018 and 2019 on a per unit basis. So, let's summarize the increasing visibility of expected improvements in 2020 cash flow in terms of additional dollars distributable per unit:

	<u>Expected "per unit" increase in 2020 distributions over 2019 Actual</u>
Percentage Rent...	
Current trends of increased sales in excess of projections for 2019 payable on February 15, 2020	\$2.00
Expense Savings...	
We expect continued savings in 2020 from outside professional services including a change of auditors; re-negotiated investor relations services; continued reduction in legal services costs; and the absence of brokerage commissions for the lease with Brake4Less.....	\$3.00
Brakes4Less...	
After twelve months of abated rent we will receive 7 ½ months of rent in 2020, as well as a full twelve months assumption by the tenant of property taxes, insurance and other property expenses	\$1.00
Expected "per unit" increase in distributions for 2020 over 2019	<u>\$6.00</u>
2019 Distributions	<u>\$17.28</u>
Expected 2020 Distribution	<u>\$23.28</u>
Percentage Increase	<u>34%</u>
I would expect 2021 to continue our growth in percentage rent distributions. -Bruce Provo	

DIVALL INVESTOR RELATIONS CONTACT INFORMATION:

MAIL: DiVall Investor Relations
c/o Phoenix American Financial Services, Inc
2401 Kerner Blvd.
San Rafael, CA 94901
PHONE: 1-844-932-1769 **NOTE NEW NUMBER**
FAX: 1-415-485-4553

Wendy's 3013 Peach Orchard (Augusta, GA)

As mentioned last quarter, this store (destroyed by fire in 2018) re-opened on June 18, 2019 to record sales. As way of an update, this store reached its percentage rent breakpoint in the third full month of operations. The store is averaging \$250,000 per month in sales. Even reducing the average monthly sales by 20% going forward to \$200,000 would result in percentage rents being earned in 2020 for the 5 ½ months closed in 2019 (not impacting 2019 earnings) by \$80,000 (which would be included in the February 15, 2021 distribution) representing almost \$2/unit.

Distribution Highlights

- **\$100,000 (\$2.16 per unit)** will be distributed for the third quarter of 2019 on or about November 15, 2019.
- Since the Partnership's initial "investable" capital raise of \$39 million (net of \$7 million of syndication fees) in the early 1990's; the Partnership has distributed approximately \$78 million to investors, from both operations and strategic sales.

QUESTIONS & ANSWERS

- ❖ *When can I expect to receive my next distribution mailing?*
Your distribution correspondence for the Fourth Quarter of 2019 is scheduled to be mailed on or about February 15, 2020.
- ❖ *How can I obtain hard copies of Quarterly and Annual Reports or other SEC filings?*
Please visit the Investor Relations page at the Partnership website at www.divallproperties.com or the SEC website at www.sec.gov to print a copy of the report(s) or contact Investor Relations.
- ❖ *How do I have a question answered in the next Newsletter?*
Please e-mail your specific question to Lynette DeRose at lderos@theprovgroup.com or visit the Investor Relations page at www.divallproperties.com.
- ❖ *I've moved. How do I update my account registration?*
Please mail or fax to DiVall Investor Relations a signed letter stating your new address and telephone number. Updates cannot be accepted over the telephone or via voicemail messages.

Access to Additional Financial Information

For further quarterly 2019 unaudited financial information, see the Partnership's interim financial reports filed as part of the Partnership's Form 10-Q. A copy of this filing and other public reports can be viewed and printed free of charge at the Partnership's website at www.divallproperties.com or at the SEC's website at www.sec.gov. The Partnership's 2018 Annual Report on Form 10-K was filed with the SEC on April 1, 2019, which also can be accessed via the websites listed.