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**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, 2015

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.)*

1100 Main Street, Suite 1830 Kansas City, Missouri 64105  
*(Address of principal executive offices, including zip code)*

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

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

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller Reporting Company

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

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**PART I - FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP  
CONDENSED BALANCE SHEETS**

**September 30, 2015 and December 31, 2014**

**(Unaudited)**

**ASSETS**

	<u>September 30, 2015</u>	<u>December 31, 2014</u>
<b>INVESTMENT PROPERTIES: (Note 3)</b>		
Land	\$ 2,794,122	\$ 2,794,122
Buildings	4,468,642	4,468,642
Accumulated depreciation	<u>(3,769,074)</u>	<u>(3,667,557)</u>
Net investment properties	<u>\$ 3,493,690</u>	<u>\$ 3,595,207</u>
<b>OTHER ASSETS:</b>		
Cash	\$ 223,576	\$ 704,532
Cash held in Indemnification Trust (Note 9)	453,171	452,911
Property tax cash escrow	10,855	2,530
Security deposits escrow	70,484	70,795
Rents and other receivables (net of allowance, \$0 and \$25,483, respectively)	284,789	500,746
Deferred tenant award proceeds escrow	133,593	150,657
Prepaid insurance	488	7,597
Deferred charges, net	139,779	160,074
Note receivable (Note 10)	72,099	115,339
Total other assets	<u>\$ 1,388,834</u>	<u>\$ 2,165,181</u>
Total assets	<u>\$ 4,882,524</u>	<u>\$ 5,760,388</u>

The accompanying notes are an integral part of these unaudited condensed financial statements.

**DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP**  
**CONDENSED BALANCE SHEETS**  
**September 30, 2015 and December 31, 2014**  
**LIABILITIES AND PARTNERS' CAPITAL**  
**(Unaudited)**

	<u>September 30, 2015</u>	<u>December 31, 2014</u>
<b>CURRENT LIABILITIES:</b>		
Accounts payable and accrued expenses	\$ 16,053	\$ 27,108
Property tax payable	9,930	1,605
Due to General Partner (Note 6)	1,146	3,254
Deferred rent	133,511	149,971
Security deposits	70,440	70,440
Unearned rental income	<u>0</u>	<u>5,000</u>
<b>Total current liabilities</b>	<b><u>\$ 231,080</u></b>	<b><u>\$ 257,378</u></b>
<b>CONTINGENCIES AND COMMITMENTS (Notes 8 and 9)</b>		
<b>PARTNERS' CAPITAL: (Notes 1 and 4)</b>		
General Partner -		
Cumulative net income (retained earnings)	\$ 347,389	\$ 343,188
Cumulative cash distributions	<u>(144,276)</u>	<u>(142,595)</u>
	<b><u>\$ 203,113</u></b>	<b><u>\$ 200,593</u></b>
Limited Partners (46,280.3 interests outstanding at September 30, 2015 and December 31, 2014)		
Capital contributions	46,280,300	46,280,300
Offering Costs	(6,921,832)	(6,921,832)
Cumulative net income (retained earnings)	40,757,360	40,341,446
Cumulative cash distributions	<u>(74,827,268)</u>	<u>(73,557,268)</u>
	<b><u>\$ 5,288,560</u></b>	<b><u>\$ 6,142,646</u></b>
Former General Partner -		
Cumulative net income (retained earnings)	707,513	707,513
Cumulative cash distributions	<u>(1,547,742)</u>	<u>(1,547,742)</u>
	<b><u>\$ (840,229)</u></b>	<b><u>\$ (840,229)</u></b>
<b>Total partners' capital</b>	<b><u>\$ 4,651,444</u></b>	<b><u>\$ 5,503,010</u></b>
<b>Total liabilities and partners' capital</b>	<b><u>\$ 4,882,524</u></b>	<b><u>\$ 5,760,388</u></b>

The accompanying notes are an integral part of these unaudited condensed financial statements.

**DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP**  
**CONDENSED STATEMENTS OF INCOME (LOSS)**  
**For the Three and Nine month Periods Ended September 30, 2015 and 2014**  
**(Unaudited)**

	Three Months ended September 30, 2015	September 30, 2014	Nine Months Ended September 30, 2015	September 30, 2014
<b>OPERATING REVENUES:</b>				
Rental income <b>(Note 5)</b>	\$ 461,057	\$ 450,109	\$ 1,012,904	\$ 986,706
<b>TOTAL OPERATING REVENUES</b>	<u>461,057</u>	<u>450,109</u>	<u>1,012,904</u>	<u>986,706</u>
<b>OPERATING EXPENSES</b>				
Partnership management fees <b>(Note 6)</b>	66,744	65,679	199,522	196,407
Insurance	1,465	1,498	4,396	4,493
General and administrative	15,249	15,884	54,789	80,504
Advisory Board fees and expenses	2,625	2,625	7,875	7,875
Professional services	50,340	50,308	213,170	209,259
Depreciation	33,839	34,116	101,517	109,169
Amortization	6,765	6,722	20,295	20,910
<b>TOTAL OPERATING EXPENSES</b>	<u>177,027</u>	<u>176,832</u>	<u>601,564</u>	<u>628,617</u>
<b>OTHER INCOME</b>				
Interest income	845	761	3,545	2,612
Note receivable interest income <b>(Note 10)</b>	1,484	2,585	5,237	8,244
Other income	60	0	60	0
<b>TOTAL OTHER INCOME</b>	<u>2,389</u>	<u>3,346</u>	<u>8,842</u>	<u>10,856</u>
<b>INCOME FROM CONTINUING OPERATIONS</b>	286,419	276,623	420,182	368,945
<b>LOSS FROM DISCONTINUED OPERATIONS (Notes 1 and 3)</b>	0	(14,283)	(67)	(19,818)
<b>NET INCOME</b>	<u>\$ 286,419</u>	<u>\$ 262,340</u>	<u>\$ 420,115</u>	<u>\$ 349,127</u>
<b>NET INCOME - GENERAL PARTNER</b>	\$ 2,864	\$ 2,623	\$ 4,202	\$ 3,491
<b>NET INCOME - LIMITED PARTNERS</b>	<u>283,555</u>	<u>259,717</u>	<u>415,913</u>	<u>345,636</u>
	<u>\$ 286,419</u>	<u>\$ 262,340</u>	<u>\$ 420,115</u>	<u>\$ 349,127</u>
<b>PER LIMITED PARTNERSHIP INTEREST, Based on 46,280.3 interests outstanding:</b>				
<b>INCOME FROM CONTINUING OPERATIONS</b>	\$ 6.13	\$ 5.92	\$ 8.99	\$ 7.89
<b>INCOME (LOSS) FROM DISCONTINUED OPERATIONS</b>	\$ 0.00	(\$ 0.31)	(\$ 0.00)	(\$ 0.42)
<b>NET INCOME PER LIMITED PARTNERSHIP INTEREST</b>	<u>\$ 6.13</u>	<u>\$ 5.61</u>	<u>\$ 8.99</u>	<u>\$ 7.47</u>

The accompanying notes are an integral part of these unaudited condensed financial statements.

**DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP**  
**CONDENSED STATEMENTS OF CASH FLOWS**  
**For the Nine Month Periods Ended September 30, 2015 and 2014**  
**(Unaudited)**

	Nine Months Ended	
	<u>September 30, 2015</u>	<u>September 30, 2014</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 420,115	\$ 349,127
Adjustments to reconcile net income to net cash from operating activities -		
Provision for doubtful accounts	0	31,116
Depreciation and amortization	121,812	130,079
Interest applied to Indemnification Trust account	(259)	(267)
Decrease in rents and other receivables	215,957	178,649
(Increase) Decrease in property tax cash escrow	(8,325)	10,349
Decrease in security deposit escrow	311	103
Decrease in deferred award proceeds escrow	17,064	16,093
Decrease in prepaid insurance	7,109	502
Decrease in deferred rent receivable	0	2,250
Decrease in accounts payable and accrued expenses	(11,055)	(25,323)
Increase in property tax payable	8,325	2,683
(Decrease) Increase in unearned rental income	(5,000)	11,791
Decrease in due to General Partner	(2,108)	(190)
	<u>763,946</u>	<u>706,962</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Note receivable, principal payment received	43,240	27,004
Deferred rent	(16,460)	(16,461)
	<u>26,780</u>	<u>10,543</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Cash distributions to Limited Partners	(1,270,000)	(741,000)
Cash distributions to General Partner	(1,681)	(1,372)
	<u>(1,271,681)</u>	<u>(742,372)</u>
<b>NET DECREASE IN CASH</b>	<b>(480,955)</b>	<b>(24,867)</b>
<b>CASH AT BEGINNING OF YEAR</b>	<b><u>704,531</u></b>	<b><u>244,319</u></b>
<b>CASH AT END OF PERIOD</b>	<b><u>\$ 223,576</u></b>	<b><u>\$ 219,452</u></b>

The accompanying notes are an integral part of these unaudited condensed financial statements.

## **DIVALL INSURED INCOME PROPERTIES 2 LIMITED PARTNERSHIP**

### **NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS**

These unaudited interim condensed financial statements should be read in conjunction with DiVall Insured Income Properties 2 Limited Partnership's (the "Partnership") 2014 annual audited financial statements within its Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC") on March 30, 2015.

These unaudited interim condensed financial statements and notes have been prepared on the same basis as the Partnership's annual audited financial statements and include all normal and recurring adjustments, which are in the opinion of management, necessary to present a fair statement of the Partnership's financial position, results of operations and cash flows as of and for the interim periods presented. The results of operations for the three and nine month periods ended September 30, 2015 are not necessarily indicative of the results to be expected for the fiscal year ending December 31, 2015, for any other interim period, or for any other future year.

The condensed balance sheets as of December 31, 2014 contained herein have been derived from the audited financial statements as of December 31, 2014, but do not include all disclosures required by U.S. GAAP.

#### **1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES:**

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.

The Partnership is currently engaged in the business of owning and operating its investment portfolio of commercial real estate properties (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, 2015, the Partnership owned eleven Properties, which are located in a total of four states.

The Partnership will 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 Provo Group, Inc., the general partner of the Partnership (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 partnership 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 or third quarter of the seven odd numbered years 2001 to 2013, consent solicitations were circulated to the Partnership's limited partners (each being a "Consent"). If approved, any of the Consents would have authorized the sale of all of the Properties and the dissolution of the Partnership. Limited partners owning a majority of the limited partnership interests did not vote in favor of any of the Consents. During the second quarter of 2015, a consent solicitation was once again circulated to the Partnership's limited partners (the "2015 Consent"), which if approved would have authorized the sale of all of the Properties and the dissolution of the Partnership. Limited partners holding more than a majority of the outstanding limited partnership interests did not vote in favor of the 2015 Consent, and therefore the Partnership will continue to operate as a going concern.

### Significant Accounting Policies

Rental revenue from the Properties is recognized on a straight-line basis over the term of the respective lease. Percentage rents are only accrued when the tenant has reached the sales breakpoint stipulated in the lease.

Rents and other receivables are comprised of billed but uncollected amounts due for monthly rents and other charges, and amounts due for scheduled rent increases for which rentals have been earned and will be collected in the future under the terms of the leases. Receivables are recorded at management's estimate of the amounts that will be collected.

Based on an analysis of specific accounts and historical experience, as of September 30, 2015, and December 31, 2014, there were \$0 and \$25,483 of recorded values for allowance for doubtful accounts. The entire allowance was written off as of September 30, 2015 because the former tenant to which the doubtful account was attributed filed for Chapter 7 bankruptcy protection on that date. See Note 3 for more information.

The Partnership considers its operations to be in only one segment, the operation of a portfolio of commercial real estate leased on a triple net basis, and therefore no segment disclosure is made.

Depreciation of the Properties are provided on a straight-line basis over the estimated useful lives of the buildings and improvements.

Deferred charges represent leasing commissions paid when the Properties are leased and upon the negotiated extension of a lease. Leasing commissions are capitalized and amortized over the term of the lease. As of September 30, 2015 and December 31, 2014, accumulated amortization amounted to \$151,759 and \$131,464, respectively.

Deferred tenant award proceeds escrow represents the portion of the award proceeds from the sale of the portion of the Mt. Pleasant, South Carolina property that will be paid to the tenant ratably over 99 months beginning August 1, 2013.

The Partnership generally maintains cash in federally insured accounts which, at times, may exceed federally insured limits. The Partnership has not experienced any losses in such accounts and does not believe it is exposed to any significant credit risk.

Financial instruments that potentially subject the Partnership to significant concentrations of credit risk consist primarily of cash investments and leases. Additionally, as of September 30, 2015, nine of the Partnership's eleven Properties are leased to three significant tenants, Wendgusta, LLC ("Wendgusta"), Wendcharles I, LLC ("Wendcharles I") and Wendcharles II, LLC ("Wendcharles II"), all three of whom are Wendy's restaurant franchisees. The property lease(s) for these three tenants comprised approximately 56%, 15% and 8%, respectively, of the Partnership's total operating base rents reflected as of September 30, 2015.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities (and disclosure of contingent assets and liabilities) at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.



Assets disposed of or deemed to be classified as held for sale require the reclassification of current and previous years' operations to discontinued operations in accordance with GAAP applicable to "Accounting for the Impairment or Disposal of Long Lived Assets". As such, prior year operating results for those properties considered as held for sale or properties no longer considered for sale have been reclassified to conform to the current year presentation without affecting total income. When properties are considered held for sale, depreciation of the properties is discontinued, and the properties are valued at the lower of the depreciated cost or fair value, less costs to dispose. If circumstances arise that were previously considered unlikely, and, as a result, the property previously classified as held for sale is no longer to be sold, the property is reclassified as held and used. Such property is measured at the lower of its carrying amount (adjusted for any depreciation and amortization expense that would have been recognized had the property been continuously classified as held and used) or fair value at the date of the subsequent decision not to sell.

Assets are classified as held for sale, generally, when all criteria within GAAP applicable to "Accounting for the Impairment or Disposal of Long Lived Assets" have been met.

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, a provision for possible loss is recognized, if any. There were no adjustments to carrying values for the three or nine month periods ended September 30, 2015 and 2014.

The Financial Accounting Standards Board ("FASB") guidance on "Fair Value Measurements and Disclosure" defines fair value, establishes a framework for measuring fair value and enhances disclosures about fair value measures required under other accounting pronouncements, but does not change existing guidance as to whether or not an instrument is carried at fair value. The adoption of the provisions of this FASB issuance, with respect to nonrecurring fair value measurements of nonfinancial assets and liabilities, including (but not limited to) the valuation of reporting units for the purpose of assessing goodwill impairment and the valuation of property and equipment when assessing long-lived asset impairment, did not have a material impact on how the Partnership estimated its fair value measurements but did result in increased disclosures about fair value measurements in the Partnership's financial statements as of and for the nine month period ended September 30, 2015 and the year ended December 31, 2014. See Note 11 for further disclosure.

GAAP applicable to disclosure about fair value of financial instruments requires entities to disclose the fair value of all financial assets and liabilities for which it is practicable to estimate. Fair value is defined as the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The General Partner believes that the carrying value of the Partnership's assets (exclusive of the Properties) and liabilities approximate fair value due to the relatively short maturity of these instruments.

No provision for federal income taxes has been made, as any liability for such taxes would be that of the individual partners rather than of the Partnership.

The Partnership is not subject to federal income tax because its income and losses are includable in the tax returns of its partners, but may be subject to certain state taxes. FASB has provided guidance for how uncertain tax positions should be recognized, measured, disclosed and presented in the financial statements. This requires the evaluation of tax positions taken or expected to be taken in the course of preparing the entity's tax returns to determine whether the tax positions are more-likely-than-not of being sustained when challenged or when examined by the applicable taxing authority. Management has determined that there were no material uncertain income tax positions. Tax returns filed by the Partnership generally are subject to examination by U.S. and state taxing authorities for the years ended after December 31, 2011.

## **2. REGULATORY INVESTIGATION:**

A preliminary investigation during 1992 by the Office of Commissioner of Securities for the State of Wisconsin and the SEC (the "Investigation") revealed that during at least the four years ended December 31, 1992, the former general partners of the Partnership, Gary J. DiVall ("DiVall") and Paul E. Magnuson ("Magnuson"), had transferred substantial cash assets 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 ("DiVall 3", and together with the Partnership and DiVall 1, the "three original partnerships"), which was dissolved December of 2003, to various other entities previously sponsored by or otherwise affiliated with DiVall and Magnuson. The unauthorized transfers were in violation of the respective partnership agreements and resulted, in part, from material weaknesses in the internal control systems of the three original partnerships.

Subsequent to discovery, and in response to the regulatory inquiries, The Provo Group, Inc. ("TPG" or the "General Partner") was appointed Permanent Manager (effective February 8, 1993) to assume responsibility for daily operations and assets of the three original partnerships as well as to develop and execute a plan of restoration for the three original partnerships. Effective May 26, 1993, the limited partners of the Partnership, by written consent of a majority of limited partnership interests, elected TPG as general partner. TPG terminated the former general partners by accepting their tendered resignations.

In 1993, the General Partner estimated an aggregate recovery of \$3 million for the three original partnerships. At that time, an allowance was established against amounts due from former general partners and their affiliates reflecting the estimated \$3 million receivable. This net receivable was allocated among the three original partnerships based on their pro rata share of the total misappropriation, and restoration costs and recoveries have been allocated based on the same percentage. Through September 30, 2015, approximately \$5,918,000 (\$0 recovered in 2015 and 2014, respectively) of recoveries have been received which exceeded the original estimate of \$3 million. As a result, from January 1, 1996 through September 30, 2015, the Partnership has recognized a total of approximately \$1,229,000 as recovery of amounts previously written off (\$0 written off in 2015 and 2014, respectively) in the statements of income, which represents its share of the excess recovery. The General Partner continues to pursue recoveries of the misappropriated funds; however, no further significant recoveries are anticipated.

## **3. INVESTMENT PROPERTIES AND PROPERTIES HELD FOR SALE:**

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, 2015, the Properties were leased to the operators of eleven fully constructed fast-food restaurants. The tenants are comprised of the following: nine Wendy's restaurants, an Applebee's restaurant, and a KFC restaurant. The eleven Properties are located in a total of four states.

### Property – 4875 Merle Hay Rd, Des Moines, IA (Formerly Daytona's All-Sports Café ("Daytona's"))

Daytona's lease expired May 31, 2014 and the tenant vacated the premises on or about the same date. On January 24, 2014, the Partnership sent Daytona's a 30-day Notice of Default for failure to pay its January rent. On February 3, 2014, the Partnership received payment for a portion of Daytona's January rent and real estate tax escrow payment. The 30-day Notice of Default expired on February 23, 2014. As of December 31, 2014 Daytona's had not made its monthly rent or real estate tax escrow payments for February, March, April or May 2014. On May 29, 2014, the Partnership filed a motion for default judgment, to which Daytona's filed an answer denying all claims made against it. On July 10, 2014, the Partnership filed for summary judgment against Daytona's for all amounts owing as of June 30, 2015. On September 30, 2015, Daytona's filed for Chapter 7 bankruptcy protection and as a result, the bad debt allowance was written off by the Partnership as of that date.

On September 12, 2014, the Partnership signed a purchase agreement with Sundance, Inc., for the sale of the property at a sale price of \$555,000. The Partnership completed the sale of the property on December 22, 2014 with net proceeds of approximately \$490,000 paid to the Partnership.

#### Discontinued Operations

During the three month periods ended September 30, 2015 and 2014, the Partnership recognized a loss from discontinued operations of \$0 and (\$14,283), respectively. During the nine month periods ended September 30, 2015 and 2014, the Partnership recognized losses from discontinued operations of (\$67) and (\$19,818) and, respectively. The losses are made up of revenues earned from the former tenant Daytona's during their occupancy through May 31, 2014, offset by the costs to maintain the vacant Des Moines, Iowa property while it was held for sale after Daytona's had vacated. These costs include utilities, property insurance and real estate taxes.

The components of discontinued operations included in the condensed statement of loss for the three and nine month periods ended September 30, 2015 and 2014 are outlined below:

	Three Month Period Ended		Nine Month Period Ended	
	September 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
<b>Statements of Loss:</b>				
<b>Revenues:</b>				
Rental income	\$ 0	\$ 0	\$ 0	\$ 27,750
Total Revenues	\$ 0	\$ 0	\$ 0	\$ 27,750
<b>Expenses:</b>				
Bad Debt Expense	\$ 0	\$ 0	\$ 0	\$ 31,116
Insurance expense	0	1,409	0	1,643
Property tax expense	0	4,887	0	6,516
Other property expenses	0	3,647	67	3,953
Legal Expenses	0	4,340	0	4,340
Total Expenses	\$ 0	\$ 14,283	\$ 67	\$ 47,568
Loss from Discontinued Operations	\$ 0	\$ (14,283)	\$ (67)	\$ (19,818)

#### **4. PARTNERSHIP AGREEMENT:**

The Amended Agreement of Limited Partnership of the Partnership (as amended, supplemented or modified, the "Partnership Agreement") extends the term of the Partnership to November 30, 2020, or until dissolution prior thereto pursuant to the consent of the majority of the outstanding limited partnership interests.

On May 26, 1993, pursuant to the results of a solicitation of written consents from the limited partners, the Partnership Agreement was amended to replace the former general partners and amend various sections of the Partnership Agreement. The former general partners were replaced by TPG. Under the terms of the amendment, net profits or losses from operations are allocated 99% to the limited partners and 1% to the General Partner. Additionally, the total compensation paid to all persons for the sale of the investment properties is limited to commissions customarily charged by other brokers in arm's-length sales transactions involving comparable properties in the same geographic area, not to exceed six percent of the contract price for the sale of the property. The General Partner may receive up to one-half of the competitive real estate commission, not to exceed three percent, provided that the General Partner provides a substantial amount of services, as defined by the General Partner, in the sales effort. It is further provided that a portion of the amount of such fees payable to the General Partner is subordinated to its success in recovering the funds misappropriated by the former general partners. See Note 6 for further information.

The Partnership Agreement provides that (i) the "Distribution Quarter" is defined as the calendar quarter, and (ii) the distribution provisions are subordinate to the General Partner's share of distributions from net cash receipts and net proceeds to the extent necessary for the General Partner to pay its federal and state income taxes on Partnership income allocated to the General Partner. Because these amendments do not adversely affect the rights of the limited partners, pursuant to section 10.2 of the Partnership Agreement, the General Partner can modify these provisions without a vote of the limited partners.

## 5. LEASES:

Original lease terms for the majority of the Properties are generally five to twenty years from their inception. The leases generally provide for minimum rents and additional rents based upon percentages of gross sales in excess of specified breakpoints. The lessee is responsible for occupancy costs such as maintenance, insurance, real estate taxes, and utilities. Accordingly, these amounts are not reflected in the statements of income except in circumstances where, in management's opinion, the Partnership will be required to pay such costs to preserve its assets (i.e., payment of past-due real estate taxes). Management has determined that the leases are properly classified as operating leases, therefore, rental income is reported when earned on a straight-line basis and the cost of the property, excluding the cost of the land, is depreciated over its estimated useful life.

As of September 30, 2015, the aggregate minimum operating lease payments (including the aggregate total of the first three quarters of 2015 collected revenues of \$728,115) to be received under the current operating leases for the Properties are as follows:

Year ending December 31,	
2015	\$ 949,354
2016	914,607
2017	720,433
2018	690,433
2019	660,433
Thereafter	1,608,416
	<u>\$ 5,543,676</u>

At September 30, 2015 and December 31, 2014, rents and other receivables included \$284,789 and \$500,746, respectively, of unbilled percentage rents. As of September 30, 2015, all of the 2014 percentage rents had been billed and collected.

## 6. TRANSACTIONS WITH GENERAL PARTNER AND ITS AFFILIATES:

Pursuant to the terms of the Permanent Manager Agreement (the “PMA”) executed in 1993 and as in effect as of January 1, 2015, the General Partner receives a base fee (the “Base Fee”) for managing the Partnership equal to four percent of gross receipts, subject to an initial annual minimum amount of \$159,000. 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 reimbursement of Expenses are subject to annual Consumer Price Index based adjustments. Effective March 1, 2015, the minimum annual Base Fee and the maximum reimbursement of Expenses increased by 1.62% from the prior year, which represents the allowable annual Consumer Price Index adjustment per the PMA. Therefore, as of March 1, 2015, the minimum annual Base Fee paid by the Partnership was raised to \$266,976 and the maximum annual reimbursement of Expenses was increased to \$21,540.

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. To date, the General Partner has received fees from the Partnership totaling \$59,729 on the amounts recovered. The fee received from the Partnership on the amounts recovered reduces the minimum monthly Base 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, 2015 and 2014 are as follows:

	Three Month Period ended September 30, 2015 <u>(Unaudited)</u>	Three Month Period ended September 30, 2014 <u>(Unaudited)</u>	Nine month Period ended September 30, 2015 <u>(Unaudited)</u>	Nine month Period ended September 30, 2014 <u>(Unaudited)</u>
General Partner				
Management fees	\$ 66,744	\$ 65,679	\$ 199,522	\$ 196,407
Overhead allowance	5,385	5,298	16,097	15,844
Other outsourced administrative fees	300	450	1,088	2,213
Reimbursement for out-of-pocket expenses	0	923	2,500	3,071
Distribution due to General Partner	1,146	1,037	1,681	1,372
	<u>\$ 73,575</u>	<u>\$ 73,387</u>	<u>\$ 220,888</u>	<u>\$ 218,907</u>

At September 30, 2015 and December 31, 2014, \$1,146 and \$3,254, respectively, was payable to the General Partner.

As of September 30, 2015 and December 31, 2014, TPG Finance Corp. owned 200 limited partnership units of the Partnership. The President of the General Partner, Bruce A. Provo, is also the President of TPG Finance Corp., but he is not a shareholder of TPG Finance Corp.

As of September 30, 2015, the General Partner did not own any limited partnership interests in the Partnership. The following chart identifies the beneficial ownership of the Partnership's principal executive officer as the sole named executive officer of the Partnership that directly or indirectly holds any limited partnership interests:

<u>Title of Class</u>	<u>Name of Beneficial Owner(1)</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percentage of Class Outstanding(3)</u>
Limited Partnership Interest	Bruce A. Provo	200(2)	0.43%

- (1) A beneficial owner of a security includes a person who, directly or indirectly, has or shares voting or investment power with respect to such security. Voting power is the power to vote or direct the voting of the security and investment power is the power to dispose or direct the disposition of the security.
- (2) Bruce A. Provo is deemed to have beneficial ownership of all of TPG Finance Corp.'s limited partnership interests in the Partnership due to his control as President of TPG Finance Corp.
- (3) Based on 46,280.3 limited partnership interests outstanding as of September 30, 2015.

#### **7. TRANSACTIONS WITH OWNERS WITH GREATER THAN TEN PERCENT BENEFICIAL INTERESTS:**

As of September 30, 2015, Jesse Small, an Advisory Board Member, beneficially owned greater than ten percent of the Partnership's 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, 2015 and 2014 are as follows:

	Three Month Period ended September 30, 2015 (Unaudited)	Three Month Period ended September 30, 2014 (Unaudited)	Nine month Period ended September 30, 2015 (Unaudited)	Nine month Period ended September 30, 2014 (Unaudited)
Advisory Board Fees paid	\$ 875	\$ 875	\$ 2,625	\$ 2,625

At September 30, 2015 and December 31, 2014 there were no outstanding Advisory Board fees accrued and payable to Jesse Small.

#### **8. CONTINGENT LIABILITIES:**

According to the Partnership Agreement, the General Partner may receive a disposition fee not to exceed three percent of the contract price on the sale of the three original partnerships' properties (See Note 2 for further information as to the three original partnerships). In addition, fifty percent of all such disposition fees earned by the general partner 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, the 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 (Note 2). 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, 2015, the Partnership may owe TPG \$16,296 if the \$6,000,000 recovery level is achieved. TPG does not expect any future payment, as it is uncertain that such a \$6,000,000 recovery level will be achieved. No accrual has been made for the \$16,296 since the \$6,000,000 recovery level has not been achieved as of September 30, 2015.

## **9. 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 funds 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. In addition, \$203,171 of earnings has been credited to the Trust as of September 30, 2015. The rights of TPG to the Trust will 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.

## **10. NOTE RECEIVABLE:**

A sales contract was executed on September 30, 2009 for the installment sale of the Partnership's former Panda Buffet property to the tenant for \$520,000 (sales amount was to be reduced to \$450,000 if closing occurred on or before November 15, 2009). The closing date on the sale of the property was November 12, 2009 at a sales price of \$450,000. The buyer paid \$150,000 at closing with the remaining balance of \$300,000 was delivered in the form of a promissory note (the "Buyers Note") to the Partnership. The Buyers Note originally had a term of three years, an interest rate of 7.25%, and principal and interest payments paid monthly and principal amortized over a period of ten years beginning December 1, 2009 with a balloon payment due November 1, 2012. The Partnership amended the Buyers Note in the amount of \$232,777, to \$200,000 after a principal payment of \$32,777 was received on October 19, 2012 and at that time agreed to amended repayment terms, including an extension of the maturity date. The Buyers Note also requires the buyer to escrow property taxes with the Partnership which, as of January 1, 2013, was \$925 per month.

Effective November 1, 2014, the Partnership agreed to another two year extension of the Buyers Note as follows: Buyer made a principal payment of \$13,396 which reduced the principal balance to \$120,000 as of November 1, 2014, and the balance is being amortized over two years with a monthly payment of approximately \$5,386 per month. By its terms, the amount due under the Buyers Note will be fully paid off by October 31, 2016.

The property tax escrow cash balance held by the Partnership amounted to \$10,855 at September 30, 2015, and is included in the property tax payable in the condensed balance sheets. Per the Buyers Note amortization schedule, the monthly payments are to total approximately \$5,386 per month. The amortized principal payments yet to be received under the Buyers Note amounted to \$72,099 as of September 30, 2015 and \$115,339 as of December 31, 2014. During the nine month period ended September 30, 2015, nine note payments were received by the Partnership and totaled \$43,240 in principal and \$5,237 in interest.

## **11. FAIR VALUE DISCLOSURES**

The Partnership has determined the fair value based on hierarchy that gives the highest priority to quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Inputs are broadly defined as assumptions market participants would use in pricing an asset or liability. The three levels of the fair value hierarchy under the accounting principle are described below:

Level 1. Quoted prices in active markets for identical assets or liabilities.

Level 2. Quoted prices for similar investments in active markets, quoted prices for identical or similar investments in markets that are not active, and inputs other than quoted prices that are observable for the investment.

Level 3. Unobservable inputs for which there is little, if any, market activity for the investment. The inputs into the determination of fair value are based upon the best information in the circumstances and may require significant management judgment or estimation and the use of discounted cash flow models to value the investment.

The fair value hierarchy is based on the lowest level of input that is significant to the fair value measurements. The Partnership's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment.

The Partnership assesses the levels of the investments at each measurement date, and transfers between levels are recognized on the actual date of the event or change in circumstances that caused the transfer in accordance with the Partnership's accounting policy regarding the recognition of transfers between levels of the fair value hierarchy. For the three month periods ended September 30, 2015 and 2014, there were no such transfers.

## **12. SUBSEQUENT EVENTS**

We have evaluated material events and transactions that have occurred subsequent to September 30, 2015, and concluded that none have occurred that require adjustment to or disclosure in the unaudited condensed Financial Statements.



## **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 and our ability to grow our business;
- our ability to collect rents on our leases;
- our ability to attract and retain tenants;
- future capital expenditures;
- our ability to hire and retain key personnel and consultants; and
- other risks and uncertainties described from time to time in our filings with the Securities and Exchange Commission (the “SEC”).

Forward-looking statements that were true at the time made may ultimately prove to be incorrect or false. The Partnership cautions readers not to place undue reliance on forward-looking statements, which reflect management’s view only as of the date of this Form 10-Q. All subsequent written and oral forward-looking statements attributable to the Partnership, or persons acting on the Partnership’s behalf, are expressly qualified in their entirety by this cautionary statement. Management undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results. Factors that could cause actual results to differ materially from any forward-looking statements made in this Form 10-Q include, without limitation, changes in general economic conditions, changes in real estate conditions, including without limitation, decreases in valuations of real properties, increases in property taxes and lack of buyers should the Partnership want to dispose of a property, lease-up risks, ability of tenants to fulfill their obligations to the Partnership under existing leases, sales levels of tenants whose leases include a percentage rent component, adverse changes to the restaurant market, entrance of competitors to the Partnership’s lessees in markets in which the Partnership’s investment portfolio of commercial real estate properties (collectively, the “Properties”) are located, inability to obtain new tenants upon the expiration of existing leases, the potential need to fund tenant improvements or other capital expenditures out of operating cash flows, our inability to realize value for limited partners upon disposition of the Partnership’s assets, such other factors as discussed in Part I, Item 1A. Risk Factors of our Annual Report on Form 10-K for the year end December 31, 2014.

## **Critical Accounting Policies and Estimates**

Management's discussion and analysis of financial condition and results of operations are based upon our consolidated 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, 2015, the Partnership owned the Properties, which are leased and operated as eleven separate fast-food restaurants. In addition, one property is located on a parcel of land that is subject to a ground lease. The eleven tenants are comprised of the following: nine Wendy's restaurants, an Applebee's restaurant, and a KFC restaurant. The Properties are located in a total of four 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. In a property vacancy, the Partnership pays for insurance and maintenance related to the vacant property.

Such taxes, insurance and ground rent are accrued in the period in which the liability is incurred. The Partnership leases property to one restaurant which is located on a parcel of land where the Partnership holds a long-term ground lease, as lessee, which is set to expire in 2018. The Partnership has the option to extend the ground lease for two additional ten year periods. The Partnership owns all improvements constructed on the land (including the building and improvements) until the termination of the ground lease, at which time all constructed improvements will become the land owner's property. The tenant, KFC, is responsible for the \$3,400 per month ground lease payment per the terms of its lease with the Partnership.

There were no building improvements capitalized during the three and nine month periods ended September 30, 2015.

### **Net Income**

Net income for the three month periods ended September 30, 2015 and 2014 were \$286,419 and \$262,340, respectively. Net income for the nine month periods ended September 30, 2015 and 2014 were \$420,115 and \$349,127, respectively. Net income per limited partnership interest for the three month periods ended September 30, 2015 and 2014 were \$6.13 and \$5.61, respectively. Net income per limited partnership interest for the nine month periods ended September 30, 2015 and 2014 were approximately \$8.99 and \$7.47, respectively.

The variance for both the three and nine month periods is primarily the result of higher 2015 percentage rents in addition to higher 2014 expenses from discontinued operations as a result of maintaining and securing the vacant, Des Moines, IA property while it was held for sale.

Net income for the three and nine months periods ended September 30, 2015 and 2014 included the results from both continuing operations and discontinued operations. Assets disposed of or deemed to be classified as held for sale require the reclassification of current and previous years' operations to discontinued operations in accordance with GAAP applicable to "Accounting for the Impairment or Disposal of Long Lived Assets". As such, prior year operating results for those properties considered as held for sale or properties no longer considered for sale have been reclassified to conform to the current year presentation without effecting total net income. When properties are considered held for sale, depreciation of the properties is discontinued, and the properties are valued at the lower of the depreciated cost or fair value, less costs to dispose.

### **Results of Operations**

Income from continuing operations for the three month periods ended September 30, 2015 and 2014 were \$286,419 and \$276,623, respectively. Income from continuing operations for the nine month periods ended September 30, 2015 and 2014 were \$420,182 and \$368,945, respectively. See the paragraphs below for further information as to 2015 and 2014 variances of individual operating income and expense items.

#### **Three month period ended September 30, 2015 as compared to the three month period ended September 30, 2014:**

*Operating Rental Income:* Rental income for the three month periods ended September 30, 2015 and 2014 was \$461,057 and \$450,109, respectively. The rental income was comprised primarily of monthly lease obligations and included adjustments for straight-line rent and operating percentage rent accruals for tenants that have exceeded their sales breakpoints.

*General and Administrative Expense:* General and administrative expenses for the three month periods ended September 30, 2015 and 2014 were \$15,249 and \$15,884, respectively. General and administrative expenses were comprised of management expense, state/city registration and annual report filing fees, XBRL outsourced fees, office supplies, printing costs, outside storage expenses, copy/fax costs, postage and shipping expenses, long-distance telephone expenses, website fees, bank fees and state income tax expenses.

*Professional Services:* Professional services expenses for the three month periods ended September 30, 2015 and 2014 were \$50,340 and \$50,308, 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.

*Note Receivable Interest Income:* Note receivable interest income for the three month periods ended September 30, 2015 and 2014 were \$1,484 and \$2,585, respectively. The interest income was comprised of interest associated with the Buyer's Note from the Panda Buffet property sale in November of 2009. See Note 10 for further information.

**Nine month period ended September 30, 2015 as compared to the nine month period ended September 30, 2014:**

*Operating Rental Income:* Rental income for the nine month periods ended September 30, 2015 and 2014 was \$1,012,904 and \$986,706, respectively. The rental income was comprised primarily of monthly lease obligations and included adjustments for straight-line rent and operating percentage rent accruals for tenants that have exceeded their sales breakpoints.

Management expects total base operating rental income to be \$971,301 for the year 2015 based on operating leases currently in place. In addition, future operating rental income may decrease with tenant defaults and/or the reclassification of properties as properties held for sale. 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 2014 was \$500,747, and management expects the 2015 percentage rents to be higher than 2014 due to the increasing sales trends for the Wendy's restaurants in the Partnership's portfolio.

*Insurance Expense:* Insurance expense for the nine month periods ended September 30, 2015 and 2014 was \$4,396 and \$4,493, respectively. These insurance expense amounts relate to the Partnership's general liability policy and are expected to total about \$6,000 for the year. This amount could increase if the general liability insurance premium for the 2015/2016 insurance year that is expected to be paid in the fourth quarter of 2015 also increases.

*General and Administrative Expense:* General and administrative expenses for the nine month periods ended September 30, 2015 and 2014 were \$54,789 and \$80,504, 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 2015 operating general and administrative expenses to be lower than 2014 expenses, primarily due to increased 2013 state and local income tax expenses as a result of the condemnation sale that were paid in 2014. In 2014, the Partnership paid \$49,186 in state and local taxes.

*Professional services:* Professional services expenses for the nine month periods ended September 30, 2015 and 2014 were \$213,170 and \$209,259, 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. The variance in professional services expenses is primarily the result of the higher cost of XBRL detailed footnote tagging which began in late 2012. Management anticipates that the total 2015 operating professional services expenses will be about the same as 2014 due primarily to the lower legal and accounting fees, offset by higher investor relations fees related to the bi-annual consent solicitation in 2015.

*Note Receivable Interest Income:* Note receivable interest income for the nine month periods ended September 30, 2015 and 2014 were \$5,237 and \$8,244, respectively. The interest income was comprised of interest associated with the Buyer's Note from the Panda Buffet property sale in November of 2009. See Note 10 for further information.

### **Results of Discontinued Operations**

In accordance with FASB guidance for "Accounting for the Impairment or Disposal of Long Lived Assets", discontinued operations represent the operations of properties disposed of or classified as held for sale as well as any gain or loss recognized in their disposition. During the nine month periods ended September 30, 2015 and 2014, the Partnership recognized losses from discontinued operations of (\$67) and (\$19,818), respectively.

A summary of significant developments as of September 30, 2015, can be found above, in Item 1, Part 3. Investment Properties and Properties Held for Sale.

### **Cash Flow Analysis**

Net cash flows provided by operating activities for the nine month periods ended September 30, 2015 and 2014 were \$763,946 and \$706,962, respectively. The variance in cash provided by operating activities from 2015 to 2014 is primarily the result of higher net income in 2015.

Cash flows provided from investing activities for the nine month periods ended September 30, 2015 and 2014 were \$26,780 and \$10,543, respectively. The amounts are comprised of the receipt of note receivable principal payments from the promissory note originally received by the Partnership in relation to the 2009 sale of the Panda Buffet property, and the decrease in deferred rent relating to the revised terms of the Wendy's – Mt. Pleasant, South Carolina lease.

For the nine month period ended September 30, 2015, cash flows used in financing activities was \$1,271,681 and consisted of aggregate limited partner distributions of \$1,270,000 which primarily consisted of \$500,746 in percentage rent billings from 2014 and \$489,558 in net sale proceeds from the December 2014 sale of the vacant Des Moines, IA property, \$46,622 in promissory note principal payments received in relation to the 2009 sale of the Panda Buffet property, and general partner distributions of \$1,681. For the nine month period ended September 30, 2014, cash flows used in financing activities was \$742,372 and consisted of aggregate limited partner distributions of \$741,000, which primarily consisted of \$470,478 in percentage rent billings from 2013 and, \$27,004 in promissory note principal payments received in relation to the 2009 sale of the Panda Buffet property, and general partner distributions of \$1,372. Distributions have been and will continue to be made in accordance with the Partnership Agreement.

## **Liquidity and Capital Resources**

The Partnership's cash balance was \$223,576 at September 30, 2015. Based on projections, cash of \$120,000, including \$16,158 in promissory note principal and interest payments, is anticipated to be used to fund the anticipated 2015 third quarter aggregate distribution to limited partners on November 13, 2015, and cash of \$15,128 is anticipated to be used for the payment of quarter-end accrued liabilities, net of property tax cash escrow, which are included in the balance sheets. The remainder represents amounts deemed necessary to allow the Partnership to operate normally.

The Partnership's principal 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 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 in the absence of mortgage debt are the Partnership's inability to collect rent receivables and near 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, 2015, the current eleven operating Properties were 100% leased. In addition, the Partnership collected 100% of its base rent from current operating tenants for the period ended September 30, 2015 and the fiscal year ended December 31, 2014, respectively, which we believe is a good indication of overall tenant quality and stability. There are no leases expiring in 2015.

Nine of the Partnership's eleven Properties operate as Wendy's fast food restaurants and are franchises of the international Wendy's Company. Operating base rents from the nine Wendy's leases comprised approximately 79% of the total 2015 operating base rents to-date. At December 31, 2014, additional 2014 percentage rents totaled \$500,746, all of which were unbilled and accrued in relation to the Wendy's Properties. Therefore, during the fiscal year 2014, the Partnership generated approximately 85% of its total operating revenues from these nine Properties. Additionally, as of September 30, 2015, these nine Properties exceeded 75% of the Partnership's total Properties, both by asset value and number. One of the Wendy's leases is set to expire in November 2016, another seven are set to expire in November 2021, with a ninth lease set to expire in November 2026.

Since more than 75% 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 relevant 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 28, 2014 and December 29, 2013. 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, 2014 Annual Report on Form 10-K, filed with the SEC on March 30, 2015. 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.

## **Disposition Policies**

Management intends to hold the Properties until such time as a sale or other disposition appears to be advantageous to achieve the Partnership's investment objectives or until it appears that such objectives will either currently not be met or not be met in the future. In deciding whether to sell Properties, management considers factors such as potential capital appreciation or depreciation, cash flow and federal income tax considerations, including possible adverse federal income tax consequences to the limited partners. The General Partner may exercise its discretion as to whether and when to sell a Property, and there is no obligation to sell any of the Properties at any particular time, except upon the scheduled termination of the Partnership on November 30, 2020, or if limited partners holding a majority of the limited partnership interests vote to liquidate and dissolve the Partnership in response to a formal consent solicitation, with the next such vote expected to occur in 2017.

## **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, 2015 the Partnership's management, and the Partnership's principal executive officer and principal financial officer, have 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, 2015 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**

There are no material pending legal proceedings, other than ordinary routine litigation incidental to the Partnership's business, 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 SOX 302 Certification
- 31.2 SOX 302 Certification
- 32.1 Certification of Periodic Financial Report Pursuant to 18 U.S.C. Section 1350.
- 99.1 Correspondence to the Limited Partners, scheduled to be mailed November 13, 2015, regarding the third quarter of 2015 distribution.
- 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, 2015 and December 31, 2014, (ii) Unaudited Condensed Statements of Income for the three and nine month periods ended September 30, 2015 and 2014, (iii) Unaudited Condensed Statement of Cash Flows for the nine month periods ended September 30, 2015 and 2014, and (iv) Unaudited Notes to the 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 13, 2015

**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 13, 2015

By: /s/ Lynette L. DeRose

Lynette L. DeRose  
Chief Financial Officer of the Partnership  
(principal financial officer of the registrant)

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**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 13, 2015

By: /s/ Bruce A. Provo

*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)

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**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, 2015 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 13, 2015

By: /s/ Lynette L. DeRose

Lynette L. DeRose  
Chief Financial Officer of the Partnership  
(principal financial officer of the registrant)

By: /s/ Bruce A. Provo

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.

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

A Publication of The Provo Group, Inc.

November 13, 2015

**Q3 2015 Distribution will be  
\$2.59 per unit, as budgeted**

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The third quarter of 2015 distribution will be about \$2.59 per unit, or \$120,000 in total, as budgeted. It will be mailed out to investors on November 13, 2015.

The Partnership owns eleven properties which are located in a total of four states. The properties are fully leased, on a triple net basis (tenants pay all property-related expenses), and operated as eleven separate restaurants – nine Wendy’s restaurants, an Applebee’s, and a KFC. All of the tenants are performing in accordance with the terms of their leases and no leases will be expiring until the fourth quarter of 2016. Only 3 leases will be up for renewal in the next 6 years.

Each of the tenant leases has a percentage rent provision which provides for additional rents to become due at the end of each year based on a percentage of sales above a specified sales breakpoint. The rents are accrued during the calendar year, then billed out in January of the following year. The cash generated from 2015 percentage rents will be collected in January 2016 and distributed to the Limited Partners on May 15, 2016. For the years 2013 and 2014, \$525,000 (\$11.34 per unit) and \$550,000 (\$11.88 per unit) were distributed from percentage rents on May 15, 2014 and May 15, 2015, respectively.

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**INSIDE THIS ISSUE**

- 2 Questions & Answers
- 2 Contact Information

**Distribution Highlights...**

- **\$120,000 (\$2.59 per unit)** will be distributed for the third quarter of 2015 on November 13, 2015.
- The partnership initially raised \$46,280,300 from investors in the early 1990’s and after offering costs (legal, marketing, etc.), had \$39,358,468 to invest in restaurant assets. Since then, from both operations and strategic sales, the partnership has distributed \$74,827,268 to investors.

**Additional financial information can be accessed...**

For further Quarterly 2015 unaudited financial information, see the Partnership’s interim financial reports filed on form 10-Q. A copy of these filings and other public reports can be viewed and printed free of charge at the Partnership’s website at [www.divallproperties.com](http://www.divallproperties.com) or at the SEC’s website at [www.sec.gov](http://www.sec.gov). The Partnership’s 2014 Annual Report on Form 10-K was filed with the SEC on March 30, 2015; the report can also be accessed via the websites listed.

*FORWARD LOOKING STATEMENT*

*Forward-looking statements that were true at the time made may ultimately prove to be incorrect or false. Investors are cautioned not to place undue reliance on forward-looking statements, which reflect the Partnership’s management’s view only as of November 1, 2015, the date this newsletter was sent for printing and mail assembly. The Partnership undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results. Factors that could cause actual results to differ materially from any forward-looking statements made in this newsletter include changes in general economic conditions, changes in real estate conditions and markets, inability of current tenants to meet financial obligations, inability to obtain new tenants upon the expiration of existing leases, and the potential need to fund tenant improvements or other capital expenditures out of operating cash flow.*

## QUESTIONS & ANSWERS

- ***When can I expect to receive my next distribution mailing?***

Your distribution correspondence for the Fourth Quarter of 2015 is scheduled to be mailed on February 15, 2016.

- ***When did the Partnership mail the 2014 K-1's?***

2014 K-1's were mailed to investors in the first week March of 2015.

- ***What was the estimated December 31, 2014 Net Unit Value ("NUV")?***

Management has estimated the December 31, 2014 Net Unit Value of each interest of the Partnership to approximate \$330. Please note that the estimated year-end NUV should be adjusted (reduced) for any subsequent property sale(s) or applicable impairment write-downs during the following year. As with any valuation methodology, the General Partner's methodology is based upon a number of estimates and assumptions that may not be accurate or complete. Different parties with different assumptions and estimates could derive a different estimated NUV. Accordingly, with respect to the estimated NUV, the Partnership can give no assurance that:

- an investor would be able to resell his or her units at this estimated NUV;
- an investor would ultimately realize distributions per unit equal to the Partnership's estimated NUV per unit upon the liquidation of all of the Partnership's assets and settlement of its liabilities;
- the Partnership's units would trade at the estimated NUV per unit in a secondary market; or
- the methodology used to estimate the Partnership's NUV per unit would be acceptable to FINRA or under ERISA for compliance with their respective reporting requirements.

- ***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](http://www.divallproperties.com) or the SEC website at [www.sec.gov](http://www.sec.gov) to print a copy of the report(s) or contact Investor Relations.

- ***What is the meaning of the word "Insured" in the name of this investment?***

In the offering materials from the late 1980's, sponsored by the former general partners, there was a representation (but no "guarantee") that the Partnership would seek to insure rents from vacant properties. Although, there was some initial availability of very restrictive and limited (one year) insurance, that availability vanished in the early 1990's.

In other words, the former general partners were "fast and loose" with professing the concept of "Insured" and the next and final partnership they sold did not use the term in the investment's name.

- ***How do I have a question answered in the next Newsletter?***

Please e-mail your specific question to Lynette DeRose at [lderos@theprovgroup.com](mailto:lderos@theprovgroup.com) or visit the Investor Relations page at [www.divallproperties.com](http://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.

- ***If I have questions or comments, how can I reach DiVall Investor Relations?***

You can reach DiVall Investor Relations at the address and/or number(s) listed below.

## CONTACT INFORMATION

<b>MAIL:</b>	DiVall Investor Relations c/o Phoenix American Financial Services, Inc. 2401 Kerner Blvd. San Rafael, CA 94901	<b>PHONE:</b> 1-800-547-7686 <b>FAX:</b> 1-415-485-4553
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