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

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the Quarterly Period Ended June 30, 2020

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____ to ______

Commission File Number: 001-38073

CARVANA CO.
(Exact name of registrant as specified in its charter)

Delaware	**81-4549921**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1930 W. Rio Salado Parkway Tempe Arizona	**85281**
(Address of principal executive offices)	(Zip Code)

(480) 719-8809
(Registrant's telephone number, including area code)
N/A
(Former name, former address and former fiscal year, if changed since last report)

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

Indicate by check mark whether the registrant 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, 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	☐	(Do not check if a smaller reporting company)	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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

As of July 31, 2020, the registrant had 69,434,579 shares of Class A common stock outstanding and 101,200,276 shares of Class B common stock outstanding.

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, Par Value $0.001 Per Share	CVNA	New York Stock Exchange

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PART I. FINANCIAL INFORMATION

ITEM I. FINANCIAL STATEMENTS

CARVANA CO. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In thousands)

	June 30, 2020	December 31, 2019
ASSETS		
Current assets:		
Cash and cash equivalents	$ 246,299	$ 76,016
Restricted cash	119,987	42,443
Accounts receivable, net	45,543	39,864
Finance receivables held for sale, net	358,124	286,969
Vehicle inventory	629,401	762,696
Beneficial interests in securitizations	116,563	98,780
Other current assets, including $1,248 and $0, respectively, due from related parties	55,569	52,654
Total current assets	1,571,486	1,359,422
Property and equipment, net	704,748	543,471
Operating lease right-of-use assets, including $42,691 and $44,583, respectively, from leases with related parties	166,337	123,420
Intangible assets, net	6,337	7,232
Goodwill	9,353	9,353
Other assets, including $10,502 and $6,138, respectively, due from related parties	18,545	14,850
Total assets	$ 2,476,806	$ 2,057,748
LIABILITIES & STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities, including $10,912 and $9,549, respectively, due to related parties	$ 278,081	$ 234,443
Short-term revolving facilities	31,000	568,840
Current portion of long-term debt	52,470	48,731
Other current liabilities, including $4,329 and $4,518, respectively, from leases with related parties	11,712	12,856
Total current liabilities	373,263	864,870
Long-term debt, excluding current portion, including $15,000 held by a related party	965,668	883,060
Operating lease liabilities, excluding current portion, including $39,664 and $41,829, respectively, from leases with related parties	163,210	116,071
Other liabilities	1,584	1,808
Total liabilities	1,503,725	1,865,809
Commitments and contingencies (Note 16)		
Stockholders' equity:		
Preferred stock, $0.01 par value - 50,000 shares authorized; none issued and outstanding as of June 30, 2020 and December 31, 2019	—	—
Class A common stock, $0.001 par value - 500,000 shares authorized; 69,414 and 50,507 shares issued and outstanding as of June 30, 2020 and December 31, 2019, respectively	69	51
Class B common stock, $0.001 par value - 125,000 shares authorized; 101,200 and 101,219 shares issued and outstanding as of June 30, 2020 and December 31, 2019, respectively	101	101
Additional paid-in capital	709,536	280,994
Accumulated deficit	(283,751)	(183,034)
Total stockholders' equity attributable to Carvana Co.	425,955	98,112
Non-controlling interests	547,126	93,827
Total stockholders' equity	973,081	191,939
Total liabilities & stockholders' equity	$ 2,476,806	$ 2,057,748

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

CARVANA CO. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(In thousands, except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	**2019**	**2020**	**2019**
Sales and operating revenues:				
Used vehicle sales, net	$ 991,802	$ 855,785	$ 1,956,081	$ 1,539,614
Wholesale vehicle sales	49,434	63,014	129,040	96,044
Other sales and revenues, including $22,720, $13,989, $43,282, and $24,562, respectively, from related parties	77,098	67,422	131,429	105,797
Net sales and operating revenues	1,118,334	986,221	2,216,550	1,741,455
Cost of sales, including $891, $1,217, $1,733, and $2,490, respectively, to related parties	968,128	848,428	1,927,922	1,515,130
Gross profit	150,206	137,793	288,628	226,325
Selling, general and administrative expenses, including $4,491, $2,885, $8,917, and $5,620, respectively, to related parties	239,934	181,843	515,645	337,084
Interest expense, including $333, $333, $666, and $666, respectively, to related parties	19,915	19,315	48,777	34,963
Other (income) expense, net	(3,079)	694	14,327	933
Net loss before income taxes	(106,564)	(64,059)	(290,121)	(146,655)
Income tax provision	(238)	—	(238)	—
Net loss	(106,326)	(64,059)	(289,883)	(146,655)
Net loss attributable to non-controlling interests	(65,496)	(43,736)	(189,166)	(103,217)
Net loss attributable to Carvana Co.	$ (40,830)	$ (20,323)	$ (100,717)	$ (43,438)
Net loss per share of Class A common stock, basic and diluted	$ (0.62)	$ (0.44)	$ (1.73)	$ (0.99)
Weighted-average shares of Class A common stock, basic and diluted[(1)]	66,327	46,038	58,363	43,695

(1) Weighted-average shares of Class A common stock outstanding have been adjusted for unvested restricted stock awards.

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

CARVANA CO. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)
(In thousands)

	Class A Common Stock		Class B Common Stock					
	Shares	Amount	Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Non-controlling Interests	Total Stockholders' Equity
Balance, December 31, 2018	41,208	$ 41	104,336	$ 104	$ 147,916	$ (68,375)	$ 147,742	$ 227,428
Net loss	—	—	—	—	—	(23,115)	(59,481)	(82,596)
Exchanges of LLC Units	2,020	2	(1,984)	(2)	1,899	—	(1,899)	—
Establishment of deferred tax assets related to increases in tax basis in Carvana Group	—	—	—	—	25,582	—	—	25,582
Establishment of valuation allowance related to deferred tax assets associated with increases in tax basis in Carvana Group	—	—	—	—	(25,582)	—	—	(25,582)
Contribution of Class A common stock from related party	(72)	—	—	—	—	—	—	—
Issuance of Class A common stock to settle vested restricted stock units	74	—	—	—	—	—	—	—
Forfeitures of restricted stock and restricted stock surrendered in lieu of withholding taxes	(14)	—	—	—	(433)	—	—	(433)
Options exercised	27	—	—	—	426	—	—	426
Equity-based compensation	—	—	—	—	8,022	—	—	8,022
Balance, March 31, 2019	43,243	$ 43	102,352	$ 102	$ 157,830	$ (91,490)	$ 86,362	$ 152,847
Net loss	—	—	—	—	—	(20,323)	(43,736)	(64,059)
Issuance of Class A common stock, net of underwriters' discounts and commissions and offering expenses	4,830	5	—	—	297,606	—	—	297,611
Adjustments to the non-controlling interests related to equity offering	—	—	—	—	(201,015)	—	201,015	—
Exchanges of LLC Units	1,612	2	(971)	(1)	1,571	—	(1,571)	1
Establishment of deferred tax assets related to increases in tax basis in Carvana Group	—	—	—	—	33,573	—	—	33,573
Establishment of valuation allowance related to deferred tax assets associated with increases in tax basis in Carvana Group	—	—	—	—	(33,573)	—	—	(33,573)
Contribution of Class A common stock from related party	(43)	—	—	—	—	—	—	—
Issuance of Class A common stock to settle vested restricted stock units	78	—	—	—	—	—	—	—
Forfeitures of restricted stock and restricted stock surrendered in lieu of withholding taxes	(13)	—	—	—	(1,557)	—	—	(1,557)
Options exercised	25	—	—	—	372	—	—	372
Equity-based compensation	—	—	—	—	8,602	—	—	8,602
Balance, June 30, 2019	49,732	$ 50	101,381	$ 101	$ 263,409	$ (111,813)	$ 242,070	$ 393,817

CARVANA CO. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY - (Continued)
(Unaudited)
(In thousands)

	Class A Common Stock		Class B Common Stock					
	Shares	Amount	Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Non-controlling Interests	Total Stockholders' Equity
Balance, December 31, 2019	50,507	$ 51	101,219	$ 101	$ 280,994	$ (183,034)	$ 93,827	$ 191,939
Net loss	—	—	—	—	—	(59,887)	(123,670)	(183,557)
Exchanges of LLC Units	116	—	(19)	—	36	—	(36)	—
Establishment of deferred tax assets related to increases in tax basis in Carvana Group	—	—	—	—	1,949	—	—	1,949
Establishment of valuation allowance related to deferred tax assets associated with increases in tax basis in Carvana Group	—	—	—	—	(1,949)	—	—	(1,949)
Issuance of Class A common stock to settle vested restricted stock units	38	—	—	—	—	—	—	—
Forfeitures of restricted stock and restricted stock surrendered in lieu of withholding taxes	(8)	—	—	—	(2,356)	—	—	(2,356)
Options exercised	7	—	—	—	145	—	—	145
Equity-based compensation	—	—	—	—	7,055	—	—	7,055
Balance, March 31, 2020	50,660	$ 51	101,200	$ 101	$ 285,874	$ (242,921)	$ (29,879)	$ 13,226
Net loss	—	—	—	—	—	(40,830)	(65,496)	(106,326)
Issuances of Class A common stock, net of underwriters' discounts and commissions and offering expenses	18,333	18	—	—	1,058,922	—	—	1,058,940
Adjustment to non-controlling interests related to equity offerings	—	—	—	—	(643,886)	—	643,886	—
Exchanges of LLC Units	285	—	—	—	1,385	—	(1,385)	—
Establishment of deferred tax assets related to increases in tax basis in Carvana Group	—	—	—	—	21,159	—	—	21,159
Establishment of valuation allowance related to deferred tax assets associated with increases in tax basis in Carvana Group	—	—	—	—	(21,159)	—	—	(21,159)
Issuance of Class A common stock to settle vested restricted stock units	61	—	—	—	—	—	—	—
Forfeitures of restricted stock and restricted stock surrendered in lieu of withholding taxes	(26)	—	—	—	(3,135)	—	—	(3,135)
Options exercised	101	—	—	—	2,676			2,676
Equity-based compensation	—	—	—	—	7,700	—	—	7,700
Balance, June 30, 2020	69,414	$ 69	101,200	$ 101	$ 709,536	$ (283,751)	$ 547,126	$ 973,081

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

CARVANA CO. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands)

	Six Months Ended June 30,	
	2020	**2019**
Cash Flows from Operating Activities:		
Net loss	$ (289,883)	$ (146,655)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization expense	33,440	16,830
Loss on disposal of property and equipment	4,643	653
Provision for bad debt and valuation allowance	7,618	3,291
Gain on loan sales	(52,272)	(59,573)
Equity-based compensation expense	12,160	15,745
Amortization and write-off of debt issuance costs and bond premium	3,838	2,172
Originations of finance receivables	(1,565,009)	(1,181,807)
Proceeds from sale of finance receivables, net	1,459,344	1,356,345
Purchase of finance receivables	—	(161,781)
Principal payments received on finance receivables held for sale	38,370	30,846
Unrealized loss (gain) on beneficial interests in securitization	3,388	(177)
Changes in assets and liabilities:		
Accounts receivable	(7,041)	(9,747)
Vehicle inventory	137,224	(191,991)
Other assets	(3,371)	(24,074)
Accounts payable and accrued liabilities	39,275	57,152
Operating lease right-of-use assets	(42,917)	(15,115)
Operating lease liabilities	45,995	13,434
Other liabilities	(224)	(382)
Net cash used in operating activities	(175,422)	(294,834)
Cash Flows from Investing Activities:		
Purchases of property and equipment, including $0 and $6,282, respectively, from related parties	(171,057)	(88,137)
Principal payments received on beneficial interests in securitizations	3,869	1,108
Net cash used in investing activities	(167,188)	(87,029)
Cash Flows from Financing Activities:		
Proceeds from short-term revolving facilities	2,616,660	1,901,607
Payments on short-term revolving facilities	(3,154,500)	(2,164,248)
Proceeds from issuance of long-term debt	87,391	315,674
Payments on long-term debt	(11,912)	(6,868)
Payments of debt issuance costs	(3,472)	(7,034)
Net proceeds from issuance of Class A common stock	1,058,940	297,611
Proceeds from exercise of stock options	2,821	798
Tax withholdings related to restricted stock awards	(5,491)	(1,990)
Net cash provided by financing activities	590,437	335,550
Net increase (decrease) in cash, cash equivalents and restricted cash	247,827	(46,313)
Cash, cash equivalents and restricted cash at beginning of period	118,459	88,709
Cash, cash equivalents and restricted cash at end of period	$ 366,286	$ 42,396

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

NOTE 1 — BUSINESS ORGANIZATION

Description of Business

Carvana Co. and its wholly-owned subsidiary Carvana Co. Sub LLC (collectively, "Carvana Co."), together with its consolidated subsidiaries (the "Company"), is a leading e-commerce platform for buying and selling used cars. The Company is transforming the used car sales experience by giving consumers what they want — a wide selection, great value and quality, transparent pricing, and a simple, no pressure transaction. Using the website, customers can complete all phases of a used vehicle purchase transaction, including financing their purchase, trading in their current vehicle, and purchasing complementary products such as vehicle service contracts ("VSC") and GAP waiver coverage. Each element of the Company's business, from inventory procurement to fulfillment and overall ease of the online transaction, has been built for this singular purpose.

Organization

Carvana Co. is a holding company that was formed as a Delaware corporation on November 29, 2016 for the purpose of completing its initial public offering ("IPO") and related transactions in order to operate the business of Carvana Group, LLC and its subsidiaries (collectively, "Carvana Group"). Substantially all of the Company’s assets and liabilities represent the assets and liabilities of Carvana Group, except the Senior Notes (as defined in Note 9 — Debt Instruments) which were issued by Carvana Co. and guaranteed by its and Carvana Group's existing domestic restricted subsidiaries.

In accordance with Carvana Group LLC's amended and restated limited liability company agreement (the "LLC Agreement"), Carvana Co. is the sole manager of Carvana Group and conducts, directs and exercises full control over the activities of Carvana Group. There are two classes of common ownership interests in Carvana Group, Class A common units (the "Class A Units") and Class B common units (the "Class B Units"). As further discussed in Note 10 — Stockholders' Equity, the Class A Units and Class B Units (collectively, the "LLC Units") do not hold voting rights, which results in Carvana Group being considered a variable interest entity ("VIE"). Due to Carvana Co.'s power to control and its significant economic interest in Carvana Group, it is considered the primary beneficiary of the VIE and the Company consolidates the financial results of Carvana Group. As of June 30, 2020, Carvana Co. owned approximately 39.8% of Carvana Group and the LLC Unitholders (as defined in Note 10 — Stockholders' Equity) owned the remaining 60.2%.

NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying interim unaudited condensed consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information. All intercompany balances and transactions have been eliminated. Certain information and footnote disclosures normally included in annual financial statements have been condensed or omitted. The Company believes the disclosures made are adequate to prevent the information presented from being misleading. However, the accompanying unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included within the Company's most recent Annual Report on Form 10-K.

The accompanying unaudited condensed consolidated financial statements reflect all adjustments (consisting only of normal and recurring items) necessary to present fairly the Company’s financial position as of June 30, 2020, results of operations and changes in stockholder's equity for the three and six months ended June 30, 2020 and 2019, and cash flows for the six months ended June 30, 2020 and 2019. Interim results are not necessarily indicative of full year performance because of the impact of seasonal and short-term variations.

As discussed in Note 1 — Business Organization, Carvana Group is considered a VIE and Carvana Co. consolidates its financial results due to the determination that it is the primary beneficiary.

Liquidity

The accompanying interim unaudited condensed consolidated financial statements of the Company have been prepared in conformity with GAAP, which contemplate continuation of the Company as a going concern. The Company has incurred losses from inception through June 30, 2020, and expects to incur additional losses in the future. As the Company continues to grow into new markets, build vending machines and inspection and reconditioning centers ("IRCs"), and enhance technology and software development efforts, it may need access to additional capital. Historically, the Company has raised additional capital through equity issuances or debt instruments to fund its expansion (refer to Note 10 — Stockholders' Equity and Note 9 — Debt Instruments). The Company has also funded some of its capital expenditures through long-term financing with lenders and other investors, as described further in Note 9 — Debt Instruments. At June 30, 2020, the Company had $52.6 million of committed funds for future construction costs at four IRCs with unfinished construction. The Company funds vehicle inventory purchases through its Floor Plan Facility, as described further in Note 9 — Debt Instruments. As of June 30, 2020, the Company had approximately $919.0 million available under its $950.0 million Floor Plan Facility and may draw upon this facility through October 2020 to fund future vehicle inventory purchases, as described further in Note 9 — Debt Instruments. Further, the Company plans to increase the amount and maturity date of financing available to purchase vehicle inventory within the next year by amending its existing Floor Plan Facility or by entering into a new agreement. The Company has historically sold the finance receivables it generates through forward flow agreements and fixed pool loan sales, including securitization transactions. At June 30, 2020, the Company's Master Purchase and Sale Agreement with Ally has a remaining capacity for the sale of up to $1.3 billion of principal balance of finance receivables through March 2021. Prior to selling the finance receivables, the Company may fund them through Finance Receivable Facilities (as defined and further discussed in Note 9 — Debt Instruments). At June 30, 2020, the Company had $925.0 million available under its Finance Receivable Facilities, which have a current total capacity of $925.0 million. The Company may draw upon these facilities through July 2021 and February 2022 to fund future finance receivable originations. The aggregate capacity of these facilities may be increased to $1.0 billion with the consent of certain lenders. During the three months ended June 30, 2020, the Company completed equity offerings of approximately 18.3 million shares of its Class A common stock for net proceeds of approximately $1.1 billion.

Due to the impact of the novel coronavirus ("COVID-19") on the economy, the Company significantly reduced discretionary growth expenditures on new hiring, travel, facilities, and information technology investments. The Company also rebalanced its marketing, staffing, and purchasing levels to align with demand, while closely monitoring key metrics to quickly adjust as conditions evolve. Management believes that the actions taken in respect of the COVID-19 pandemic, current working capital, results of operations, and expected continued inventory and capital expenditure financing are sufficient to fund operations for at least one year from the financial statement issuance date.

Use of Estimates

The preparation of these unaudited condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions. Certain accounting estimates involve significant judgments, assumptions and estimates by management that have a material impact on the carrying value of certain assets and liabilities, disclosures of contingent assets and liabilities and the reported amounts of revenues and expenses during the reporting period, which management considers to be critical accounting estimates. The judgments, assumptions and estimates used by management are based on historical experience, management's experience, and other factors, which are believed to be reasonable under the circumstances. The COVID-19 pandemic has adversely impacted the global economy, as well as the Company's operations, and the extent and duration of the impacts remain unclear. The Company's future estimates, including, but not limited to, the Company's allowance for loan losses, inventory valuations, fair value measurements, cancellation reserves, asset impairment charges, and discount rate assumptions, may be impacted and continue to evolve as conditions change as a result of the COVID-19 pandemic. Because of the nature of the judgments and assumptions made by management, actual results could differ materially from these judgments and estimates, which could have a material impact on the carrying values of the Company's assets and liabilities and the results of operations.

Adoption of New Accounting Standards

In June 2016, the Financial Accounting Standards Board ("FASB") issued ASU 2016-13, *Financial instruments — Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* ("ASU 2016-13"), which amends the guidance on the impairment of financial instruments by requiring measurement and recognition of expected credit losses for financial assets held. The Company adopted ASU 2016-13 on January 1, 2020. Financial assets measured at fair value through net income are excluded from the scope of ASU 2016-13. The Company's beneficial interests in securitizations are carried at fair value and are thus excluded from ASU 2016-13. Finance receivables originated in connection with the Company's vehicle sales are held for sale and presented at the lower of amortized cost or fair value. The Company intends to sell the finance receivables prior to their contractual maturity, therefore the recovery of the asset is from its sale rather than maturity and the Company is not required to

measure the expected lifetime credit losses. The adoption of ASU 2016-13 did not have a material effect on the Company's consolidated financial statements.

In August 2018, the FASB issued ASU 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework — Changes to the Disclosure Requirements for Fair Value Measurement* ("ASU 2018-13") related to updated requirements over the disclosures of fair value measurements. Under ASU 2018-13, certain disclosure requirements for fair value measurements will be eliminated, modified or added to facilitate better communication around recurring and nonrecurring fair value measurements. ASU 2018-13 is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2019, with some amendments applied prospectively, some applied retrospectively and early adoption permitted. The Company adopted ASU 2018-13 for its fiscal year beginning January 1, 2020 and it did not have a material effect on the Company's fair value disclosures within its consolidated financial statements.

In August 2018, the FASB issued ASU 2018-15, *Intangibles — Goodwill and Other — Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract* ("ASU 2018-15"). The intent of this pronouncement is to align the requirements for capitalizing implementation costs incurred in a cloud computing arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software as defined in ASC 350-40. Under ASU 2018-15, the capitalized implementation costs related to a cloud computing arrangement will be amortized over the term of the arrangement and all capitalized implementation amounts will be required to be presented in the same line items of the financial statements as the related hosting fees. ASU 2018-15 is effective for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years, with early adoption permitted. The Company adopted ASU 2018-15 for its fiscal year beginning January 1, 2020 and it did not have a material effect on its consolidated financial statements.

In October 2018, the FASB issued ASU 2018-17, *Consolidation (Topic 810): Targeted Improvements to Related Party Guidance for Variable Interest Entities* ("ASU 2018-17"). ASU 2018-17 requires reporting entities to consider indirect interests held through related parties under common control on a proportional basis rather than as the equivalent of a direct interest in its entirety for determining whether a decision-making fee is a variable interest. The standard is effective for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years, with early adoption permitted. Entities are required to apply the amendments in ASU 2018-17 retrospectively with a cumulative-effect adjustment to retained earnings at the beginning of the earliest period presented. The Company adopted ASU 2018-15 for its fiscal year beginning January 1, 2020 and it did not have an effect on its consolidated financial statements.

In March 2020, the FASB issued ASU 2020-04, *Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting* ("ASU 2020-04"). ASU 2020-04 provides optional guidance for a limited period of time related to contract modifications and hedge accounting to ease the potential burden in accounting for (or recognizing the effects of) reference rate reform on financial reporting. The standard is effective from March 12, 2020 through December 31, 2022, except for hedging relationships existing as of December 31, 2022 that an entity has elected certain optional expedients for and that are retained through the end of the hedging relationship. The Company may elect to take advantage of this optional guidance in its transition away from LIBOR within certain debt contracts but does not expect a material impact on its consolidated financial statements. As of June 30, 2020, the Company had not modified any contracts or had any hedge accounting activity that fell under ASU 2020-04.

Accounting Standards Issued But Not Yet Adopted

In December 2019, the FASB issued ASU 2019-12, *Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes* ("ASU 2019-12"). ASU 2019-12 removes certain exceptions to the general principles in Topic 740 and also clarifies and amends existing guidance to improve consistent application. ASU 2019-12 will be effective for interim and annual periods beginning after December 15, 2020, with early adoption permitted. The Company plans to adopt ASU 2019-12 for its fiscal year beginning January 1, 2021 and is currently assessing the impact, if any, the guidance will have on its consolidated financial statements.

NOTE 3 — PROPERTY AND EQUIPMENT, NET

The following table summarizes property and equipment, net as of June 30, 2020 and December 31, 2019 (in thousands):

	June 30, 2020	December 31, 2019
Land and site improvements	$ 103,939	$ 98,530
Buildings and improvements	290,025	229,640
Transportation fleet	133,976	110,302
Software	89,409	66,875
Furniture, fixtures and equipment	52,508	38,123
Total property and equipment excluding construction in progress	669,857	543,470
Less: accumulated depreciation and amortization on property and equipment	(125,064)	(88,795)
Property and equipment excluding construction in progress, net	544,793	454,675
Construction in progress	159,955	88,796
Property and equipment, net	$ 704,748	$ 543,471

Depreciation and amortization expense on property and equipment was approximately $17.2 million and $8.4 million for the three months ended June 30, 2020 and 2019, respectively, and approximately $32.5 million and $16.1 million for the six months ended June 30, 2020 and 2019, respectively. These amounts primarily relate to selling, general and administrative activities and are included as a component of selling, general and administrative expenses in the accompanying unaudited condensed consolidated statements of operations.

NOTE 4 — GOODWILL AND INTANGIBLE ASSETS, NET

On April 12, 2018, the Company acquired Car360, Inc. ("Car360"), a provider of app-based photo capture technology, for approximately $16.7 million, net of cash acquired of approximately $0.4 million. The purchase price was comprised of approximately $6.7 million cash, net of cash acquired, and approximately 0.5 million Class A Units of Carvana Group, with a fair value of approximately $10.0 million.

The purchase price was allocated to net tangible assets of approximately $0.2 million and intangible assets of approximately $9.9 million based on their fair values on the acquisition date and a related deferred tax liability of approximately $2.5 million. The deferred tax liability will amortize over 2 years to 7 years, and approximately $0.1 million and $0.0 million was amortized during the three months ended June 30, 2020 and 2019, respectively, and $0.2 million and $0.4 million during the six months ended June 30, 2020 and 2019, respectively. The excess of the purchase price over the amounts allocated to assets acquired, liabilities assumed and the deferred tax liability was approximately $9.4 million, which has been recorded as goodwill. The historical results of operations for Car360 were not significant to the Company's consolidated results of operations for the periods presented.

The following table summarizes intangible assets and goodwill related to the Car360 acquisition as of June 30, 2020 and December 31, 2019 (in thousands):

	Useful Life	June 30, 2020	December 31, 2019
Intangible assets:			
Developed technology	7 years	$ 8,642	$ 8,642
Customer relationships	2 years	—	523
Non-compete agreements	5 years	774	774
Intangible assets, acquired cost		9,416	9,939
Less: accumulated amortization		(3,079)	(2,707)
Intangible assets, net		$ 6,337	$ 7,232
Goodwill	N/A	$ 9,353	$ 9,353

Amortization expense was approximately $0.3 million and $0.4 million during the three months ended June 30, 2020 and 2019, respectively, and $0.9 million and $0.8 million during the six months ended June 30, 2020 and 2019, respectively. As of June 30, 2020, the remaining weighted-average amortization period for definite-lived intangible assets was approximately 4.6 years. The anticipated annual amortization expense to be recognized in future years as of June 30, 2020 is as follows (in thousands):

	Expected Future Amortization
Remainder of 2020	$ 694
2021	1,389
2022	1,389
2023	1,279
2024	1,235
2025	351
Thereafter	—
Total	$ 6,337

NOTE 5 — ACCOUNTS PAYABLE AND OTHER ACCRUED LIABILITIES

The following table summarizes accounts payable and other accrued liabilities as of June 30, 2020 and December 31, 2019 (in thousands):

	June 30, 2020	December 31, 2019
Accounts payable, including $10,912 and $9,549, respectively, due to related parties	$ 69,996	$ 63,576
Sales taxes and vehicle licenses and fees	57,654	45,812
Accrued compensation and benefits	28,914	21,726
Accrued property and equipment	27,625	23,433
Reserve for returns and cancellations	23,125	19,721
Accrued interest expense	17,121	15,650
Accrued advertising costs	13,986	11,403
Customer deposits	8,928	6,379
Other accrued liabilities	30,732	26,743
Total accounts payable and accrued liabilities	$ 278,081	$ 234,443

NOTE 6 — RELATED PARTY TRANSACTIONS

Lease Agreements

In November 2014, the Company and DriveTime Automotive Group ("DriveTime") entered into a lease agreement that governs the Company's access to and utilization of temporary storage, reconditioning, offices and parking space at various DriveTime facilities (the "DriveTime Lease Agreement"). The DriveTime Lease Agreement was most recently amended in December 2018. Lease duration varies by location, with cancellable terms, provided 60 days' prior written notice is given, expiring between 2021 and 2024. The Company has the right to exercise up to two consecutive one-year renewal options at up to ten of these locations, less the number of locations renewed under the DriveTime Hub Lease Agreement described below.

In March 2017, the Company and DriveTime entered into a lease agreement that governs the Company's access to and utilization of office and parking space at various DriveTime facilities (the "DriveTime Hub Lease Agreement"). The DriveTime Hub Lease Agreement was most recently amended in December 2018. Lease expiration varies by location with most having cancellable terms, provided 60 days' prior written notice is given, expiring in 2021 and the Company having the right to exercise up to two consecutive one-year renewal options at up to ten of these locations, less the number of locations renewed under the DriveTime Lease Agreement described above.

The DriveTime Lease Agreement and the DriveTime Hub Lease Agreement both have non-cancellable lease terms of less than twelve months with rights to terminate at the Company's election with 60 days' prior written notice and extension options as described above. At non-reconditioning locations, it is not reasonably certain that the Company will exercise its options to extend the leases or abstain from exercising its termination rights within these lease agreements to create a lease term greater than one year and therefore the Company accounts for them as short-term leases. For these locations the Company makes variable monthly lease payments based on its pro rata utilization of space at each facility plus a pro rata share of each facility's actual insurance costs and real estate taxes. Management has determined that the costs allocated to the Company are based on a reasonable methodology. The DriveTime Lease Agreement includes the Blue Mound and Delanco inspection and reconditioning centers ("IRCs"). At both of these locations, the Company expects to extend the lease terms beyond twelve months, therefore those locations are not considered short-term leases. The Company occupies all of the space at these IRCs and makes monthly lease payments based on DriveTime's actual rent expense. In addition, the Company is responsible for the actual insurance costs and real estate taxes at these IRC locations.

At all locations, the Company is additionally responsible for paying for any tenant improvements it requires to conduct its operations and its share of estimated costs incurred by DriveTime related to preparing these sites for use. Management has determined that the costs allocated to the Company are based on a reasonable methodology.

In December 2016, the Company entered into a lease agreement related to an IRC in Tolleson, Arizona, with Verde Investments, Inc., an affiliate of DriveTime ("Verde"), with an initial term of approximately 15 years. In August 2018, the Company entered into an additional lease agreement with a coterminous initial term with Verde for contiguous space to that IRC. The lease agreements require monthly rental payments and can each be extended for four additional five-year periods.

In February 2017, the Company entered into a lease agreement with DriveTime for sole occupancy of a fully operational IRC in Winder, Georgia, where the Company previously maintained partial occupancy. The lease has an initial term of eight years, subject to the Company's ability to exercise three renewal options of five years each.

In November 2018, the Company entered into a lease agreement with DriveTime for access to and utilization of a fully operational IRC near Cleveland, Ohio. DriveTime vacated the facility in February 2019, at which point the Company became the sole occupant and began leasing the full facility from DriveTime. The lease has an initial term of three years, subject to the Company's ability to exercise three renewal options of five years each. Before DriveTime vacated the facility, the Company paid a monthly rental fee for facility and shared reconditioning costs, calculated based on the Company’s pro rata utilization of space at the IRC in a given month, along with a pro rata share of the facility’s actual insurance costs and real estate taxes. Management has determined that the costs allocated to the Company are based on a reasonable methodology.

Expenses related to these operating lease agreements are allocated based on usage to inventory and selling, general and administrative expenses in the accompanying unaudited condensed consolidated balance sheets and statements of operations. Costs allocated to inventory are recognized as cost of sales when the inventory is sold. During the three months ended June 30, 2020, total costs related to these operating lease agreements, including those noted above, were approximately $1.8 million with approximately $0.8 million and $1.0 million allocated to inventory and selling, general and administrative expenses, respectively. During the six months ended June 30, 2020, total costs related to these lease agreements were approximately $3.6 million with approximately $1.6 million and $2.0 million allocated to inventory and selling, general and administrative expenses, respectively. During the three months ended June 30, 2019, total costs related to these lease agreements were approximately $2.0 million with approximately $0.9 million and $1.1 million allocated to inventory and selling, general and administrative expenses, respectively. During the six months ended June 30, 2019, total costs related to these lease agreements were approximately $4.0 million with approximately $1.7 million and $2.3 million allocated to inventory and selling, general and administrative expenses, respectively.

In February 2019, the Company entered into an agreement to assume a lease of an IRC near Nashville, Tennessee that DriveTime leased from an unrelated landlord. The Company became the sole occupant in April 2019. The lease expires in four years, subject to the ability to exercise three renewal options of five years each. DriveTime remained an occupant of the facility through April 1, 2019 but is not fully released from the lease obligations by the landlord.

During the three and six months ended June 30, 2019, the Company purchased certain leasehold improvements and equipment from DriveTime at facilities the Company previously shared with them for DriveTime's net book value of approximately $2.0 million and $6.3 million, respectively.

Corporate Office Leases

In September 2016, the Company entered into a lease for the second floor of its corporate headquarters in Tempe, Arizona. DriveTime guaranteed up to $0.5 million of the Company's rent payments under that lease through September 2019. In connection with that lease, the Company entered into a sublease with DriveTime for the use of the first floor of the same building. The lease and sublease each have a term of 83 months, subject to the right to exercise three five-year extension options. Pursuant to the sublease, the Company will pay the rent equal to the amounts due under DriveTime's master lease directly to DriveTime's landlord. The rent expense incurred related to this first floor sublease was approximately $0.3 million and $0.5 million during the three and six months ended June 30, 2020, respectively, and approximately $0.3 million and $0.5 million during the three and six months ended June 30, 2019, respectively.

In December 2019, Verde purchased an office building in Tempe, Arizona that the Company leased from an unrelated landlord prior to Verde's purchase. In connection with the purchase, Verde assumed that lease. The lease has an initial term of ten years, subject to the right to exercise two five-year extension options. The rent expense incurred under the lease with Verde was approximately $0.2 million and $0.4 million during the three and six months ended June 30, 2020, respectively.

Master Dealer Agreement

In December 2016, the Company entered into a master dealer agreement with DriveTime (the "Master Dealer Agreement"), pursuant to which the Company may sell VSCs to customers purchasing a vehicle from the Company. The Company earns a commission on each VSC sold to its customers, and DriveTime is obligated by and subsequently administers the VSCs. The Company collects the retail purchase price of the VSCs from its customers and remits the purchase price net of commission to DriveTime. During the three and six months ended June 30, 2020, the Company recognized approximately $19.3 million and $37.6 million, respectively, and during the three and six months ended June 30, 2019, the Company recognized approximately $13.1 million and $23.2 million, respectively, of commissions earned on VSCs sold to its customers and administered by DriveTime, net of a reserve for estimated contract cancellations. The commission earned on the sale of these VSCs is included in other sales and revenues in the accompanying unaudited condensed consolidated statements of operations. In November 2018, the Company amended the Master Dealer Agreement to allow the Company to receive payments for excess reserves based on the performance of the VSCs versus the reserves held by the VSC administrator, once a required claims period for such VSCs has passed. The Company recognized approximately $3.4 million and $5.7 million during the three and six months ended June 30, 2020, respectively, and approximately $0.9 million and $1.4 million during the three and six ended June 30, 2019, respectively, related to payments for excess reserves to which it expects to be entitled, which is included in other sales and revenues in the accompanying unaudited condensed consolidated statements of operations.

Beginning in 2017, DriveTime also administers a portion of the Company's GAP waiver coverage and the limited warranty provided to all customers under the Master Dealer Agreement. The Company pays a per-contract fee to DriveTime to administer a portion of the GAP waiver coverage it sells to its customers and a per-vehicle fee to DriveTime to administer the limited warranty included with every purchase. The Company incurred approximately $1.2 million and $2.5 million during the three and six months ended June 30, 2020, respectively, and $1.1 million and $1.9 million during the three and six months ended June 30, 2019, respectively, related to the administration of GAP waiver coverage and limited warranty. As of June 30, 2020, the majority of the Company's GAP waiver coverage sales were administered by an unrelated party.

GAP Waiver Insurance Policy

The Company purchased insurance policies from BlueShore Insurance Company ("BlueShore"), an affiliate of DriveTime, for approximately $0.0 million during both the three and six months ended June 30, 2020, and approximately $0.6 million and $1.6 million during the three and six months ended June 30, 2019, respectively, that reimburses the lienholder of finance receivables with GAP waiver coverage for any GAP waiver claims on a defined set of finance receivables that the Company sold in its securitization transactions. This insurance is transferred with the underlying finance receivable. In March 2019, the Company entered into a retrospective profit sharing agreement with BlueShore under which the Company shares in the profits generated from the insurance policies by receiving a portion of the excess of the premium it paid to BlueShore, net of a fee, compared to the amount BlueShore pays out related to the GAP waiver claims. As of June 30, 2020 and December 31, 2019, the Company held a receivable of approximately $0.1 million and $0.2 million, respectively, which is included in other assets on the accompanying unaudited condensed consolidated balance sheets, related to this retrospective profit sharing agreement.

Servicing and Administrative Fees

DriveTime provides servicing and administrative functions associated with the Company's finance receivables. The Company incurred expenses of approximately $1.0 million and $2.6 million during the three and six months ended June 30, 2020, respectively, and $0.5 million and $1.0 million during the three and six months ended June 30, 2019, respectively, related to these services.

Aircraft Time Sharing Agreement

The Company entered into an agreement to share usage of two aircraft owned by Verde and operated by DriveTime on October 22, 2015, and the agreement was subsequently amended in 2017. Pursuant to the agreement, the Company agreed to reimburse DriveTime for actual expenses for each of its flights. The original agreement was for 12 months, with perpetual 12-month automatic renewals. Either the Company or DriveTime can terminate the agreement with 30 days’ prior written notice. The Company reimbursed DriveTime approximately $0.0 million and $0.1 million under this agreement during the three and six months ended June 30, 2020, respectively, and approximately $0.2 million and $0.3 million under this agreement during the three and six months ended June 30, 2019, respectively.

Senior Notes Held by Verde

As of both June 30, 2020 and December 31, 2019, Verde held $15.0 million of principal of the Company's outstanding Senior Notes, as defined and further discussed in Note 9 — Debt Instruments.

Accounts Payable Due to Related Party

As of June 30, 2020 and December 31, 2019, approximately $10.9 million and $9.5 million, respectively, was due to related parties primarily related to the agreements mentioned above, and is included in accounts payable and accrued liabilities in the accompanying unaudited condensed consolidated balance sheets.

Contribution Agreements

On September 10, 2018, the Company announced a commitment by its Chief Executive Officer, Ernest Garcia III, to contribute shares of the Company's Class A common stock, for each then-current employee from his personal shareholdings to the Company at no charge (the "Share Contributions"). His contributions funded equity awards of 165 restricted stock units to each of the Company's then-current employees upon their satisfying certain employment tenure requirements (the "100k Milestone Gift"). The Company entered into certain contribution agreements related to his commitment in order to effect the transfer of shares from Mr. Garcia to the Company. The Company does not expect Mr. Garcia to incur any tax obligations related to the Share Contributions, but pursuant to a series of contribution agreements, it has indemnified Mr. Garcia from any such obligations that may arise. See Note 10 — Stockholders' Equity and Note 12 — Equity-Based Compensation for further discussion. As of December 31, 2019, Mr. Garcia's commitment related to the 100k Milestone Gift had been fulfilled.

IP License Agreement

In February 2017, the Company entered into a license agreement that governs the rights of certain intellectual property owned by the Company and the rights of certain intellectual property owned by DriveTime. The license agreement, which was amended and restated in April 2017, generally provides that each party grants to the other certain limited exclusive (other than with respect to the licensor party and its affiliates) and non-exclusive licenses to use certain of its intellectual property, and each party agrees to certain covenants not to sue the other party, its affiliates and certain of its service providers in connection with various patent claims. The exclusive license to DriveTime is limited to the business that is primarily of subprime used car sales to retail customers. However, upon a change of control of either party, both parties' license rights as to certain future improvements to licensed intellectual property and all limited exclusivity rights are terminated. The agreement does not provide a license to any of the Company's patents, trademarks, logos, customers' personally identifiable information or any intellectual property related to the Company's vending machines, automated vehicle photography or certain other elements of the Company's brand.

NOTE 7 — FINANCE RECEIVABLE SALE AGREEMENTS

The Company originates loans for its customers and sells them to partners and investors pursuant to finance receivable sale agreements. Historically, the Company has sold loans through two types of arrangements: forward flow agreements, including a master purchase and sale agreement and master transfer agreements, and fixed pool loan sales, including securitization transactions.

Master Purchase and Sale Agreement

In December 2016, the Company entered into a master purchase and sale agreement (the "Master Purchase and Sale Agreement" or "MPSA") with certain financing partners, including Ally Bank and Ally Financial (the "Ally Parties"). Pursuant to the MPSA, the Company sells finance receivables meeting certain underwriting criteria under a committed forward flow arrangement without recourse to the Company for their post-sale performance. Throughout 2020, the Company and the Ally Parties have amended the MPSA to, among other things and subject to the terms of the agreement, commit the purchaser to purchase up to a maximum of $2.0 billion of principal balances of finance receivables from March 24, 2020 through March 23, 2021 and broaden the set of finance receivables covered by the MPSA.

During the six months ended June 30, 2020 and 2019, the Company sold approximately $960.0 million and $257.0 million, respectively, in principal balances of finance receivables under the MPSA and had approximately $1.3 billion of unused capacity as of June 30, 2020.

Master Transfer Agreement

In November 2017, the Company entered into a master transfer agreement (the "2017 Master Transfer Agreement") with a purchaser trust (the "2017 Purchaser Trust") under which the 2017 Purchaser Trust committed to purchase an aggregate amount of principal balances of finance receivables.

On May 7, 2019, the Company purchased the certificate of the 2017 Purchaser Trust for $34.0 million, net of cash acquired. At the time of acquisition the trust assets included $139.7 million of finance receivables that the Company had previously sold to the trust under the 2017 Master Transfer Agreement, and its liabilities included $105.7 million in associated debt and other liabilities. In connection with the certificate purchase, the Company and Ally Bank entered into an Amended and Restated Loan and Security Agreement (the "A&R Loan and Security Agreement") pursuant to which Ally Bank agreed to provide a $350.0 million revolving credit facility to fund certain automotive finance receivables originated by the Company, as further described in Note 9 — Debt Instruments. In February 2020, the 2017 Master Transfer Agreement terminated in connection with the termination of a past finance receivable facility discussed in Note 9 — Debt Instruments.

During the six months ended June 30, 2019, prior to the acquisition of the certificate in the trust, the Company sold approximately $139.3 million in principal balances of finance receivables under the Master Transfer Agreement.

During the six months ended June 30, 2019, prior to the certificate purchase, the Company also purchased finance receivables that it previously sold to the purchaser trust under the 2017 Master Transfer Agreement for a total price of approximately $127.7 million and immediately resold such finance receivables into a securitization transaction, which is described further in Note 8 — Securitizations and Variable Interest Entities. This transaction was entered into in connection with the securitization transaction and was entered into independently from the terms of the 2017 Master Transfer Agreement.

Securitization Transactions

Beginning in 2019, the Company sponsors and establishes securitization trusts to purchase finance receivables from the Company. The securitization trusts issue asset-backed securities, some of which are collateralized by the finance receivables that the Company sells to the securitization trusts. Upon sale of the finance receivables to the securitization trusts, the Company recognizes a gain or loss on sales of finance receivables. The net proceeds from the sales are the fair value of the assets obtained as part of the transactions and typically include cash and at least 5% of the beneficial interests issued by the securitization trusts to comply with Risk Retention Rules, as further discussed in Note 8 — Securitizations and Variable Interest Entities.

During the six months ended June 30, 2020 and 2019, the Company sold approximately $494.8 million and $820.0 million, respectively, in principal balances of finance receivables through securitization transactions.

Gain on Loan Sales

The total gain related to finance receivables sold to financing partners under the MPSA, the Master Transfer Agreement, and to investors in securitization transactions was approximately $39.3 million and $40.4 million during the three months ended June 30, 2020 and 2019, respectively, and $52.3 million and $59.6 million during the six months ended June 30, 2020 and 2019, respectively, which is included in other sales and revenues in the accompanying unaudited condensed consolidated statements of operations.

NOTE 8 — SECURITIZATIONS AND VARIABLE INTEREST ENTITIES

As noted in Note 7 — Finance Receivable Sale Agreements, the Company sponsors and establishes securitization trusts to purchase finance receivables from the Company. The securitization trusts issue asset-backed securities, some of which are collateralized by the finance receivables that the Company sells to the securitization trusts. Upon sale of the finance receivables to the securitization trusts, the Company recognizes a gain or loss on sales of finance receivables. The net proceeds from the sales are the fair value of the assets obtained as part of the transactions and typically include cash and at least 5% of the beneficial interests issued by the securitization trusts to comply with Regulation RR of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Risk Retention Rules"). The beneficial interests retained by the Company include but are not limited to rated notes and certificates of the securitization trusts. The holders of the certificates issued by the securitization trusts have rights to cash flows only after the holders of the notes issued by the securitization trusts have received their contractual cash flows. The securitization trusts have no direct recourse to the Company’s assets, and holders of the securities issued by the securitization trusts can look only to the assets of the securitization trusts that issued their securities for payment. The beneficial interests held by the Company are subject principally to the credit and prepayment risk stemming from the underlying finance receivables.

The securitization trusts established in connection with asset-backed securitization transactions are VIEs. For each VIE that the Company establishes in its role as sponsor of securitization transactions, it performs an analysis to determine whether or not it is the primary beneficiary of the VIE. The Company’s continuing involvement with the VIEs consists of retaining a portion of the securities issued by the VIEs and performing ministerial duties as the trust administrator. As of June 30, 2020, the Company is not the primary beneficiary of these securitization trusts because its retained interests in the VIEs do not have exposures to losses or benefits that could potentially be significant to the VIEs. The Company does not consolidate the securitization trusts.

The assets the Company retains in the unconsolidated VIEs are presented as beneficial interests in securitizations on the accompanying unaudited condensed consolidated balance sheets at fair value, which as of June 30, 2020 and December 31, 2019 were approximately $116.6 million and $98.8 million, respectively. The Company held no other assets or liabilities related to its involvement with unconsolidated VIEs as of June 30, 2020.

The following table summarizes the carrying value and total exposure to losses of its assets related to unconsolidated VIEs with which the Company has continuing involvement, but is not the primary beneficiary at June 30, 2020 and December 31, 2019. Total exposure represents the estimated loss the Company would incur under severe, hypothetical circumstances, such as if the value of the interests in the securitization trusts and any associated collateral declined to zero. The Company believes the possibility of this is remote. As such, the total exposure presented below is not an indication of the Company's expected losses.

	June 30, 2020		December 31, 2019	
	Carrying Value	Total Exposure	Carrying Value	Total Exposure
	(in thousands)			
Rated notes	$ 92,133	$ 92,133	$ 85,234	$ 85,234
Certificates and other assets	24,430	24,430	13,546	13,546
Total unconsolidated VIEs	$ 116,563	$ 116,563	$ 98,780	$ 98,780

The beneficial interests in securitizations are considered securities available for sale subject to restrictions on transfer pursuant to the Company’s obligations as a sponsor under Risk Retention Rules. These securities are interests in securitization trusts, thus there are no contractual maturities. The amortized cost and fair value of securities available for sale as of June 30, 2020 and December 31, 2019 were as follows (in thousands):

	June 30, 2020		December 31, 2019	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Rated notes	$ 93,019	$ 92,133	$ 84,983	$ 85,234
Certificates and other assets	25,804	24,430	13,456	13,546
Total securities available for sale	$ 118,823	$ 116,563	$ 98,439	$ 98,780

NOTE 9 — DEBT INSTRUMENTS

Short-Term Revolving Facilities

Floor Plan Facility

The Company has a floor plan facility with a lender to finance its used vehicle inventory (the "Floor Plan Facility"), which is secured by substantially all of its assets, other than the Company's interests in real property and finance receivables pledged under its Finance Receivable Facilities (as defined below). The facility has a maturity date of October 31, 2020 and requires monthly interest payments on borrowings under the Floor Plan Facility. The available capacity of the Floor Plan Facility is $950.0 million, the annual interest rate is one-month LIBOR plus 3.15% if the average outstanding balance on the Floor Plan Facility in the previous calendar month is greater than $500.0 million and otherwise it is one-month LIBOR plus 3.40%. The Floor Plan Facility requires that at least 7.5% of the total principal amount owed to the lender is held as restricted cash, a change from 5.0%.

Repayment in an amount equal to the amount of the advance or loan must generally be made within several days after selling or otherwise disposing of the underlying vehicle inventory. Outstanding balances related to vehicles held in inventory for more than 180 days require monthly principal payments equal to 10% of the original principal amount of that vehicle until the remaining outstanding balance is the lesser of (i) 50% of the original principal amount or (ii) 50% of the wholesale value. Prepayments may be made without incurring a premium or penalty. Additionally, the Company is permitted to make prepayments to the lender to be held as principal payments under the Floor Plan Facility and subsequently reborrow such amounts.

As of June 30, 2020, the interest rate on the Floor Plan Facility was approximately 3.56%, the Company had an outstanding balance under this facility of approximately $31.0 million, unused capacity of approximately $919.0 million, and held approximately $2.3 million in restricted cash related to this facility. As of December 31, 2019, the interest rate on the Floor Plan Facility was approximately 4.91%, the Company had an outstanding balance of approximately $515.5 million, unused capacity of approximately $434.5 million, and held approximately $38.7 million in restricted cash related to this facility.

Active Finance Receivable Facilities

The Company has various short-term revolving credit facilities to fund certain automotive finance receivables originated by the Company prior to selling them, which are typically secured by the finance receivables pledged to them (the "Finance Receivable Facilities").

In January 2020, the Company entered into an agreement pursuant to which a lender agreed to provide a revolving credit facility to fund certain automotive finance receivables originated by the Company. As of June 30, 2020, the lender has committed $425.0 million under this facility. The Company can increase this commitment in $25.0 million increments up to $500.0 million with the lender's consent, and draw upon this facility until July 23, 2021.

In February 2020, the Company entered into an agreement pursuant to which a second lender agreed to provide a $500.0 million revolving credit facility to fund certain automotive finance receivables originated by the Company. The Company can draw upon this facility until February 20, 2022.

Both facilities require that any undistributed amounts collected on the pledged finance receivables be held as restricted cash. The facilities require monthly payments of interest and fees based on usage and unused facility amounts. Both facilities self-amortize from the end of the draw period until maturity, offer full prepayment rights, and have no credit sublimits or aging restrictions, subject to negotiated concentration limits. The subsidiaries that entered into these facilities are each wholly-owned, special purpose entities whose assets are not available to the general creditors of the Company. As of June 30, 2020, the Company had $0.0 million outstanding under these facilities, and unused capacity of approximately $925.0 million. As of June 30, 2020, the undistributed cash collections held in restricted cash related to these facilities was approximately $117.7 million. During the three months ended June 30, 2020, the Company's effective interest rate on these facilities was approximately 2.64%.

Past Finance Receivable Facilities

In April 2019, the Company entered in a Loan and Security Agreement pursuant to which Ally Bank agreed to provide a $300.0 million revolving credit facility to fund certain automotive finance receivables originated by the Company. The Company could draw upon this credit facility until April 17, 2020, and it had an annual interest rate of one-month LIBOR plus a spread ranging from 1.00% to 1.80%.

In May 2019, in connection with the acquisition of the Purchaser Trust described in Note 7 — Finance Receivable Sale Agreements, the Company and Ally Bank entered into an Amended and Restated Loan and Security Agreement to provide an additional $350.0 million revolving credit facility to fund certain other automotive finance receivables originated by the

Company. The Company could draw upon this credit facility until April 17, 2020, and it had an annual interest rate of one-month LIBOR plus 1.95%.

Both credit facilities required that at least 2% of the outstanding pledged finance receivables principal balances, plus any undistributed amounts collected on the pledged finance receivables amount, be held as restricted cash.

Interest payments on these credit facilities were payable monthly on each draw date. Principal repayments occurred on the fifteenth day of each calendar month in an amount equal to the undistributed receivables collected.

As of December 31, 2019, these credit facilities had an interest rate ranging between approximately 2.76% and 3.71%, and the Company had an outstanding balance under these facilities of approximately $53.4 million, unused capacity of approximately $596.6 million, and held approximately $3.7 million in restricted cash related to these facilities.

The Company voluntarily terminated these facilities in February 2020 after entering into the active finance receivable facilities described above.

Long-Term Debt

Senior Unsecured Notes

On September 21, 2018, the Company issued an aggregate of $350.0 million in senior unsecured notes due 2023 (the "Existing Notes") under an indenture entered into by and among the Company, each of the guarantors party thereto and U.S. Bank National Association, as trustee (the "Indenture"). On May 24, 2019, the Company issued $250.0 million in aggregate principal amount of additional notes (the "New Notes") under the Indenture, at a 100.5% premium. The Existing Notes and New Notes (together the "Senior Notes") are treated as a single class for all purposes and have the same terms. The Senior Notes accrue interest at a rate of 8.875% per annum, which is payable semi-annually in arrears on April 1 and October 1 of each year. The Senior Notes mature on October 1, 2023, unless earlier repurchased or redeemed, and are guaranteed by the Company's existing domestic restricted subsidiaries (other than the subsidiaries formed solely for the purpose of facilitating the Company's sales or funding of its finance receivables, if any). The Company may redeem some or all of the Senior Notes on or after October 1, 2020 at redemption prices set forth in the Indenture, plus any accrued and unpaid interest to the redemption date. Prior to October 1, 2020, the Company may redeem up to 35.0% of the aggregate principal amount of the Senior Notes at a redemption price equal to 108.875%, together with accrued and unpaid interest to, but not including, the date of redemption, with the net cash proceeds of certain equity offerings. In addition, the Company may, at its option, redeem some or all of the Senior Notes prior to October 1, 2020, by paying a make-whole premium plus any accrued and unpaid interest, to, but not including, the redemption date. If the Company experiences certain change of control events, it must make an offer to purchase all of the Senior Notes at 101.0% of the principal amount thereof, plus any accrued and unpaid interest, to the repurchase date.

The Indenture governing the Senior Notes contains restrictive covenants that, subject to certain conditions, limit the ability of the Company to, among other things, incur additional debt or issue preferred stock, create liens, make intercompany payments, pay dividends and make other distributions in respect of the Company's capital stock, redeem or repurchase the Company’s capital stock or prepay subordinated indebtedness, make certain investments or certain other restricted payments, guarantee indebtedness, designate unrestricted subsidiaries, sell certain kinds of assets, enter into certain types of transactions with affiliates, and effect mergers or consolidations. Certain of these covenants will be suspended if the Senior Notes are assigned an investment grade rating from any two of Moody’s Investors Service, Inc., Standard & Poor’s Rating Services, and Fitch Ratings, Inc., and there is no continuing default. As of June 30, 2020, the Company was in compliance with all covenants.

In connection with the issuance of these Senior Notes, Carvana Group amended its LLC agreement to create a class of non-convertible preferred units, which Carvana Co. purchased with its net proceeds from the issuance of these Senior Notes, as further discussed in Note 10 — Stockholders' Equity.

The outstanding principal of the Senior Notes, net of debt issuance costs and including the premium, was approximately $592.3 million and $591.1 million as of June 30, 2020 and December 31, 2019, respectively, of which $15.0 million of principal was held by Verde as of both periods, and is included in long-term debt in the accompanying unaudited condensed consolidated balance sheets.

Notes Payable

The Company has entered into promissory note and disbursement agreements to finance certain equipment for its transportation fleet and building improvements. The assets financed with the proceeds from these notes serve as the collateral for each note and certain security agreements related to these assets have cross collateralization and cross default provisions with respect to one another. Each note has a fixed annual interest rate, a two- to five-year term and requires monthly payments. As of June 30, 2020, the outstanding principal of these notes had a weighted-average interest rate of 6.8% and totaled approximately $27.6 million, of which approximately $12.6 million is due within the next twelve months and is included in current portion of long-term debt in the accompanying unaudited condensed consolidated balance sheet.

Real Estate Financing

The Company finances certain purchases and construction of its property and equipment through various sale and leaseback transactions. As of June 30, 2020, none of these transactions have qualified for sale accounting due to meeting the criteria for finance leases, or forms of continuing involvement, such as repurchase options or renewal periods that extend the lease for substantially all of the asset's remaining useful life, and are therefore accounted for as financing transactions. These arrangements require monthly payments and have initial terms of 20 to 25 years. Some of the agreements are subject to renewal options of up to 25 years and some are subject to base rent increases throughout the term. As of June 30, 2020 and December 31, 2019, the outstanding liability associated with these sale and leaseback arrangements, net of unamortized debt issuance costs, was approximately $263.7 million and $174.7 million, respectively, and was included in long-term debt in the accompanying unaudited condensed consolidated balance sheets.

In November 2017, the Company entered into a master sale-leaseback agreement (the "Master Sale-Leaseback Agreement" or "MSLA"), which was amended in November 2018, pursuant to which it may sell and lease back certain of its owned or leased properties and construction improvements. Under the MSLA, at any time the Company may elect to, and beginning in November 2020 or until a property owner of a leased site consents to the sale-leaseback, the purchaser has the right to demand that the Company repurchase one or more of the properties sold and leased back pursuant to the MSLA for an amount equal to the repurchase price. Repurchase prices are defined in each of the applicable leases and are generally the original purchase prices plus any accrued and unpaid rent. Under the MSLA, the total sales price of properties the Company has sold and is leasing back at any point in time is limited to $75.0 million. As of June 30, 2020 and December 31, 2019, the Company may sell and lease back approximately $75.0 million of its property and equipment under the MSLA.

Financing of Beneficial Interests in Securitizations

In June 2019, the Company entered into a secured borrowing facility through which it finances certain retained beneficial interests in securitizations whereby the Company sells such interests and agrees to repurchase them for their fair value at a stated time of repurchase. As discussed in Note 8 — Securitizations and Variable Interest Entities, the Company has retained certain beneficial interests in securitizations pursuant to the Company’s obligations as a sponsor under Risk Retention Rules.

As of June 30, 2020 and December 31, 2019, the Company has pledged approximately $70.4 million and $85.0 million, respectively, of its beneficial interests in securitizations as collateral under the repurchase agreement with expected repurchases ranging from January 2026 to October 2026. The securitization trusts distribute payments related to the Company's pledged beneficial interests in securitizations directly to the lender, which reduces the beneficial interests in securitizations and the related debt balance. Pledged collateral levels are monitored daily and are generally maintained at an agreed-upon percentage of the fair value of the amounts borrowed during the life of the transaction. In the event of a decline in the fair value of the pledged collateral, the repurchase price of the pledged collateral will be increased by the amount of the decline.

The outstanding balance of this facility, net of debt issuance costs, was approximately $68.4 million and $82.7 million as of June 30, 2020 and December 31, 2019, respectively, of which approximately $24.0 million and $26.4 million, respectively, was included in current portion of long-term debt in the accompanying unaudited condensed consolidated balance sheets.

NOTE 10 — STOCKHOLDERS' EQUITY

Carvana Co.'s amended and restated certificate of incorporation, among other things authorizes (i) 50.0 million shares of Preferred Stock, par value $0.01 per share, (ii) 500.0 million shares of Class A common stock, par value $0.001 per share, and (iii) 125.0 million shares of Class B common stock, par value $0.001 per share. Each share of Class A common stock generally entitles its holder to one vote on all matters to be voted on by stockholders. Each share of Class B common stock held by Ernest Garcia II, Ernest Garcia III, and entities controlled by one or both of them (collectively the "Garcia Parties") generally entitles its holder to ten votes on all matters to be voted on by stockholders, for so long as the Garcia Parties maintain direct or indirect beneficial ownership of at least 25% of the outstanding shares of Carvana Co.'s Class A common stock determined on an as-exchanged basis assuming that all of the Class A Units and Class B Units were exchanged for Class A common stock. All other shares of Class B common stock generally entitle their holders to one vote per share on all matters to be voted on by stockholders. Holders of Class B common stock are not entitled to receive dividends and would not be entitled to receive any distributions upon the liquidation, dissolution or winding down of the Company. Holders of Class A and Class B common stock vote together as a single class on all matters presented to stockholders for their vote or approval, except as otherwise required by applicable law.

Carvana Group's amended and restated LLC Agreement provides for two classes of common ownership interests in Carvana Group: (i) Class A Units and (ii) Class B Units (the "LLC Units"). Carvana Co. is required to, at all times, maintain (i) a four-to-five ratio between the number of shares of Class A common stock issued and outstanding by Carvana Co. and the number of Class A Units owned by Carvana Co. (subject to certain exceptions for treasury shares and shares underlying certain convertible or exchangeable securities and subject to adjustment as set forth in the exchange agreement (the "Exchange Agreement") further discussed below, and taking into account Carvana Sub's 0.1% ownership interest in Carvana, LLC) and (ii) a four-to-five ratio between the number of shares of Class B common stock owned by the original holders of LLC units prior to the IPO (the "Original LLC Unitholders") and the number of Class A Units owned by the Original LLC Unitholders. The Company may issue shares of Class B common stock only to the extent necessary to maintain these ratios. Shares of Class B common stock are transferable only if an Original LLC Unitholder elects to exchange them, together with 1.25 times as many LLC Units, for consideration from the Company. Such consideration from the Company can be, at the Company's election, either shares of Class A common stock or cash.

As of June 30, 2020, there were approximately 213.2 million and 4.6 million Class A Units and Class B Units (as adjusted for the participation thresholds and closing price of Class A common stock on June 30, 2020), respectively, issued and outstanding. As discussed in Note 12 — Equity-Based Compensation, Class B Units were issued under the Company's LLC Equity Incentive Plan (the "LLC Equity Incentive Plan") and are subject to a participation threshold and are earned over the requisite service period.

Equity Offerings

On May 24, 2019, the Company completed a public equity offering of 4.2 million shares of its Class A common stock at a public offering price of $65.00 per share and received net proceeds from the offering of approximately $258.8 million after underwriting discounts and commissions and offering expenses. As part of the offering, the Company granted the underwriters a 30-day option to purchase all or part of approximately 0.6 million additional shares of Class A common stock. On June 20, 2019, the underwriters exercised their option in full for an additional $38.9 million in proceeds after offering expenses. The Company used the net proceeds to purchase approximately 6.0 million newly-issued LLC Units in Carvana Group.

On April 1, 2020, the Company completed a registered direct offering to investors of approximately 13.3 million shares of its Class A common stock at an offering price of $45.00 per share and received net proceeds from the offering of approximately $599.5 million. Ernest Garcia II, through Verde, and Ernest Garcia III each invested approximately $25.0 million or approximately 0.6 million shares of the Class A common stock, in the offering. The Company used the net proceeds to purchase approximately 16.7 million newly-issued LLC Units in Carvana Group.

On May 21, 2020, the Company completed a public equity offering of 5.0 million shares of its Class A common stock at an offering price of $92.00 per share and received net proceeds from the offering of approximately $459.5 million. The Company used the net proceeds to purchase approximately 6.3 million newly-issued LLC Units in Carvana Group.

Exchange Agreement

Carvana Co. and the Original LLC Unitholders together with any holders of LLC Units issued subsequent to the IPO (the "LLC Unitholders") entered into an Exchange Agreement under which each LLC Unitholder (and certain permitted transferees thereof) may receive shares of the Company's Class A common stock in exchange for their LLC Units on a four-to-five conversion ratio, or cash at the option of the Company, subject to (i) conversion ratio adjustments for stock splits, stock dividends, reclassifications and similar transactions, (ii) vesting for certain LLC Units, and (iii) the respective participation threshold for Class B Units. To the extent such owners also hold Class B common stock, they are required to deliver to Carvana

Co. a number of shares of Class B common stock equal to the number of shares of Class A common stock being exchanged for. Any shares of Class B common stock so delivered are canceled. The number of exchangeable Class B Units is determined based on the value of Carvana Co.'s Class A common stock and the applicable participation threshold.

During the six months ended June 30, 2020, certain LLC Unitholders exchanged 0.5 million LLC Units and 0.0 million shares of Class B common stock for 0.4 million newly-issued shares of Class A common stock. Simultaneously, and in connection with these exchanges, Carvana Co. received approximately 0.5 million LLC Units, increasing its total ownership interest in Carvana Group, and canceled the exchanged shares of Class B common stock.

Class A Non-Convertible Preferred Units

On October 2, 2018, Carvana Group amended its LLC Agreement to create a class of non-convertible preferred units (the "Class A Non-Convertible Preferred Units"), effective September 21, 2018. The Class A Non-Convertible Preferred Units were created in connection with Carvana Co.'s issuance of the Senior Notes in September 2018 and May 2019, as discussed further in Note 9 — Debt Instruments. Carvana Co. used its net proceeds from the Senior Notes to purchase 600,000 Class A Non-Convertible Preferred Units. In the event Carvana Co. makes payments on the Senior Notes, Carvana Group will make an equal cash distribution, as necessary, to the Class A Non-Convertible Preferred Units. For each $1,000 principal amount of Senior Notes that Carvana Co. repays or otherwise retires, one Class A Non-Convertible Preferred Unit shall be canceled and retired.

Contribution of Class A Common Shares From Ernest Garcia III

During the three and six months ended June 30, 2019, the Company and its Chief Executive Officer, Ernest Garcia III, entered into contribution agreements (the "Contribution Agreements") in connection with the 100k Milestone Gift, as defined in Note 6 — Related Party Transactions. Pursuant to the Contribution Agreements, Mr. Garcia contributed approximately 0.0 million and 0.1 million shares of the Company's Class A common stock to the Company during the three and six months ended June 30, 2019, respectively, at no charge. The Company subsequently granted approximately 0.0 million and 0.1 million restricted stock units during the three and six months ended June 30, 2019, respectively, to employees. Refer to Note 12 — Equity-Based Compensation for further discussion. Although the Company does not expect Mr. Garcia to incur any tax obligations related to the Share Contribution, it has indemnified Mr. Garcia from any such obligations that may arise. As of December 31, 2019, Mr. Garcia's commitment related to the 100k Milestone Gift had been fulfilled.

NOTE 11 — NON-CONTROLLING INTERESTS

As discussed in Note 1 — Business Organization, Carvana Co. consolidates the financial results of Carvana Group and reports a non-controlling interest related to the portion of Carvana Group owned by the LLC Unitholders. Changes in the ownership interest in Carvana Group while Carvana Co. retains its controlling interest will be accounted for as equity transactions. Exchanges of LLC Units result in a change in ownership and reduce the amount recorded as non-controlling interests and increase additional paid-in capital.

Upon the issuance of shares of Class A common stock by Carvana Co. related to the Company’s equity compensation plans, such as the exercise of options, issuance of restricted or non-restricted stock, payment of bonuses in stock or settlement of stock appreciation rights in stock, Carvana Group is required to issue to Carvana Co. a number of Class A Units equal to 1.25 times the number of shares of Class A common stock being issued in connection with the exercise of such options or issuance of other types of equity compensation, subject to adjustment for stock splits, stock dividends, reclassifications and similar transactions. Activity related to the Company's equity compensation plans may result in a change in ownership which will impact the amount recorded as non-controlling interest and additional paid-in capital.

The non-controlling interest related to the Class B Units is determined based on the respective participation thresholds and the share price of Class A common stock on an as-converted basis. To the extent that the number of as-converted Class B Units change or Class B Units are forfeited, the resulting difference in ownership will be accounted for as equity transactions adjusting the non-controlling interest and additional paid-in capital.

During the six months ended June 30, 2020 and 2019, the total adjustments related to exchanges of LLC Units were a decrease in non-controlling interests and a corresponding increase in additional paid-in capital of approximately $1.4 million and $3.5 million, respectively, which have been included in exchanges of LLC Units in the accompanying unaudited condensed consolidated statements of stockholders' equity. During the six months ended June 30, 2020 and 2019, Carvana Co. utilized its net proceeds from its equity offerings to purchase LLC Units, which resulted in adjustments to increase non-controlling interests and to decrease additional paid-in capital by approximately $643.9 million and $201.0 million, respectively, which have been included in adjustment to non-controlling interests related to equity offerings in the accompanying unaudited condensed consolidated statements of stockholders' equity.

As of June 30, 2020, Carvana Co. owned approximately 39.8% of Carvana Group with the LLC Unitholders owning the remaining 60.2%. The net loss attributable to the non-controlling interests on the accompanying unaudited condensed consolidated statements of operations represents the portion of the net loss attributable to the economic interest in Carvana Group held by the non-controlling LLC Unitholders calculated based on the weighted average non-controlling interests' ownership during the periods presented.

	Six Months Ended June 30,	
	2020	2019
Transfers (to) from non-controlling interests:		
Decrease as a result of issuances of Class A common stock	$ (643,886)	$ (201,015)
Increase as a result of exchanges of LLC Units	1,421	3,470
Total transfers to non-controlling interests	$ (642,465)	$ (197,545)

NOTE 12 — EQUITY-BASED COMPENSATION

Equity-based compensation expense is recognized based on amortizing the grant-date fair value on a straight-line basis over the requisite service period, which is generally the vesting period of the award, less actual forfeitures. A summary of equity-based compensation expense recognized during the three and six months ended June 30, 2020 and 2019 is as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
Class B Units	$ 259	$ 578	$ 717	$ 1,156
Restricted Stock Units and Awards excluding those granted in relation to the 100k Milestone Gift	5,274	3,214	9,769	5,681
Restricted Stock Units granted in relation to the 100k Milestone Gift	—	2,809	—	5,933
Options	1,809	1,457	3,416	2,664
Class A Units	358	544	853	1,190
Total equity-based compensation	7,700	8,602	14,755	16,624
Equity-based compensation capitalized to property and equipment	(1,480)	(577)	(2,595)	(879)
Equity-based compensation capitalized to inventory	(7)	(958)	(98)	(1,835)
Equity-based compensation, net of capitalized amounts	$ 6,213	$ 7,067	$ 12,062	$ 13,910

As of June 30, 2020, the total unrecognized compensation expense related to outstanding equity awards was approximately $70.9 million, which the Company expects to recognize over a weighted-average period of approximately 3.0 years. Total unrecognized equity-based compensation expense will be adjusted for actual forfeitures.

2017 Omnibus Incentive Plan

In connection with the IPO, the Company adopted the 2017 Omnibus Incentive Plan (the "2017 Incentive Plan"). Under the 2017 Incentive Plan, 14.0 million shares of Class A common stock are available for issuance, which the Company may grant as stock options, stock appreciation rights, restricted stock, restricted stock units ("RSUs") and other stock-based awards to employees, directors, officers and consultants. The majority of the Company's equity awards, other than those granted in

relation to the 100k Milestone Gift, vest over four year periods based on continued employment with the Company. As of June 30, 2020, approximately 9.9 million shares remain available for future equity award grants under this plan.

Class A Units

During 2018, the Company granted certain employees Class A Units with service-based vesting over two- to four-year periods and a grant-date fair value of $18.58 per Class A Unit. The grantees entered into the Exchange Agreement under which each LLC Unitholder (and certain permitted transferees thereof) may receive shares of the Company's Class A common stock in exchange for their LLC Units on a four-to-five conversion ratio, or cash at the option of the Company, subject to conversion ratio adjustments for stock splits, stock dividends, reclassifications, and similar transactions and subject to vesting.

Class B Units

In March 2015, Carvana Group adopted the LLC Equity Incentive Plan. Under the LLC Equity Incentive Plan, Carvana Group could grant Class B Units to eligible employees, non-employee officers, consultants and directors with service-based vesting, typically four- to five-years. In connection with the completion of the IPO, Carvana Group discontinued the grant of new awards under the LLC Equity Incentive Plan, however the LLC Equity Incentive Plan will continue in connection with administration of existing awards that remain outstanding. Grantees may receive shares of the Company's Class A common stock in exchange for their Class B Units on a four-to-five conversion ratio, or cash at the option of the Company, subject to conversion ratio adjustments for stock splits, stock dividends, reclassifications, and similar transactions and subject to vesting and the respective participation threshold for Class B Units. Class B Units do not expire. There were no Class B Units issued during the three and six months ended June 30, 2020 or 2019. As of June 30, 2020, outstanding Class B Units had participation thresholds between $0.00 to $12.00.

NOTE 13 — LOSS PER SHARE

Basic and diluted net loss per share is computed by dividing the net loss attributable to Class A common stockholders by the weighted-average shares of Class A common stock outstanding during the period. Diluted net loss per share is computed by giving effect to all potentially dilutive shares. For all periods presented, potentially dilutive shares are excluded from diluted net loss per share because they have an anti-dilutive impact. Therefore, basic and diluted net loss per share attributable to Class A common stockholders are the same for all periods presented.

The following table presents the calculation of basic and diluted net loss per share during the three and six months ended June 30, 2020 and 2019 (in thousands, except per share data):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	**2019**	**2020**	**2019**
Numerator:				
Net loss	$ (106,326)	$ (64,059)	$ (289,883)	$ (146,655)
Net loss attributable to non-controlling interests	65,496	43,736	189,166	103,217
Net loss attributable to Carvana Co. Class A common stockholders, basic and diluted	$ (40,830)	$ (20,323)	$ (100,717)	$ (43,438)
Denominator:				
Weighted-average shares of Class A common stock outstanding	66,430	46,284	58,493	43,958
Nonvested weighted-average restricted stock awards	(103)	(246)	(130)	(263)
Weighted-average shares of Class A common stock to compute basic and diluted net loss per Class A common share	66,327	46,038	58,363	43,695
Net loss per share of Class A common stock, basic and diluted	$ (0.62)	$ (0.44)	$ (1.73)	$ (0.99)

Shares of Class B common stock do not share in the losses of the Company and are therefore not participating securities. As such, separate presentation of basic and diluted net loss per share of Class B common stock under the two-class method has

not been presented. LLC Units (adjusted for the Exchange Ratio and participation thresholds) are considered potentially dilutive shares of Class A common stock because they are exchangeable into shares of Class A common stock, if the Company elects not to settle exchanges in cash.

Weighted-average as-converted LLC Units of approximately 105.1 million and 106.4 million, comprised of approximately 101.4 million and 101.9 million Class A Units together with the related Class B common stock and approximately 3.7 million and 4.5 million Class B Units, for the three months ended June 30, 2020 and 2019, respectively, and of approximately 105.2 million and 107.7 million, comprised of approximately 101.4 million and 103.1 million Class A Units together with the related Class B common stock and approximately 3.8 million and 4.6 million Class B Units, during the six months ended June 30, 2020 and 2019, respectively, were evaluated under the if-converted method for potentially dilutive effects and were determined to be anti-dilutive. Outstanding Class B Units were approximately 4.7 million and 5.7 million at June 30, 2020 and 2019, respectively. Weighted-average potentially dilutive restricted stock awards and units of approximately 0.8 million and 0.6 million for the three months ended June 30, 2020 and 2019, respectively, and approximately 0.8 million and 0.7 million for the six months ended June 30, 2020 and 2019, respectively, were evaluated under the treasury stock method for potentially dilutive effects and were determined to be anti-dilutive. As of both June 30, 2020 and 2019, 1.2 million options were outstanding and evaluated under the treasury stock method for potentially dilutive effects and were determined to be anti-dilutive.

NOTE 14 — INCOME TAXES

As described in Note 1 — Business Organization, as a result of the IPO, Carvana Co. began consolidating the financial results of Carvana Group. Carvana Group is treated as a partnership for U.S. federal and most applicable state and local income tax purposes. As a partnership, Carvana Group is not subject to U.S. federal and certain state and local income taxes. Any taxable income or loss generated by Carvana Group is passed through to and included in the taxable income or loss of its members, including Carvana Co., based on its economic interest held in Carvana Group. Carvana Co. was formed on November 29, 2016 and did not engage in any operations prior to the IPO. Carvana Co. is taxed as a corporation and is subject to U.S. federal, state and local income taxes with respect to its allocable share of any taxable income or loss of Carvana Group, as well as any stand-alone income or loss generated by Carvana Co.

As described in Note 10 — Stockholders' Equity, the Company acquired approximately 0.4 million and 0.5 million LLC Units, respectively, during the three and six months ended June 30, 2020 in connection with exchanges with LLC Unitholders. During the three and six months ended June 30, 2020, the Company recorded a gross deferred tax asset of approximately $7.1 million and $9.0 million, respectively, associated with the basis difference in its investment in Carvana Group related to the acquisition of these LLC Units which is reflected as an increase to additional paid-in capital in the accompanying unaudited condensed consolidated statement of stockholders' equity.

As described in Note 10 — Stockholders' Equity, Carvana Co. purchased a total of approximately 22.9 million newly-issued LLC Units of Carvana Group in connection with a direct offering and a public equity offering during the three and six months ended June 30, 2020. During the three and six months ended June 30, 2020, the Company recognized a gross deferred tax asset of approximately $14.1 million associated with a portion of the basis difference resulting from this purchase of LLC Units which is reflected as an increase to additional paid-in capital in the accompanying unaudited condensed consolidated statements of stockholders' equity.

As described in Note 4 — Goodwill and Intangible Assets, Net, Carvana Group acquired Car360 on April 12, 2018. The acquisition included various intangible assets, and as a result the Company recognized a deferred tax liability of approximately $2.5 million which is reflected within other liabilities in the accompanying unaudited condensed consolidated balance sheet. The deferred tax liability will be amortized over two to seven years and approximately $0.2 million and $0.4 million was amortized during the six months ended June 30, 2020 and 2019, respectively.

During the six months ended June 30, 2020, management performed an assessment of the recoverability of deferred tax assets. Management determined, based on the accounting standards applicable to such assessment, that there was sufficient negative evidence as a result of the Company’s cumulative losses to conclude it was more likely than not that its deferred tax assets would not be realized and has recorded a full valuation allowance against its deferred tax assets. In the event that management was to determine that the Company would be able to realize its deferred tax assets in the future in excess of their net recorded amount, an adjustment to the valuation allowance would be made which would reduce the provision for income taxes.

The Company recognizes uncertain income tax positions when it is more-likely-than-not the position will be sustained upon examination. As of June 30, 2020 and December 31, 2019, the Company has not identified any uncertain tax positions and has not recognized any related reserves.

In March 2020, the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") was enacted in response to the COVID-19 pandemic. The Company does not expect the provisions of the legislation to have a significant impact on the effective tax rate or income tax payable and deferred income tax positions of the Company.

The Company's effective tax rate for the three and six months ended June 30, 2020 was 0.2% and 0.1%, respectively, and for the three and six months ended June 30, 2019 was 0.0%, related to Car360, a wholly-owned subsidiary acquired in April 2018.

Tax Receivable Agreement

Carvana Co. expects to obtain an increase in its share of the tax basis in the net assets of Carvana Group when LLC Units are exchanged by the LLC Unitholders and other qualifying transactions. As described in Note 10 — Stockholders' Equity, each change in outstanding shares of Class A common stock results in a corresponding increase or decrease in Carvana Co.'s ownership of LLC Units. The Company intends to treat any exchanges of LLC Units as direct purchases of LLC interests for U.S. federal income tax purposes. These increases in tax basis may reduce the amounts that Carvana Co. would otherwise pay in the future to various taxing authorities. They may also decrease gains (or increase losses) on future dispositions of certain capital assets to the extent tax basis is allocated to those capital assets.

In connection with the IPO, the Company entered into a Tax Receivable Agreement ("TRA"). Under the TRA, the Company generally will be required to pay to the Original LLC Unitholders 85% of the amount of cash savings, if any, in U.S. federal, state or local tax that the Company actually realizes directly or indirectly (or are deemed to realize in certain circumstances) as a result of (i) certain tax attributes created as a result of any sales or exchanges (as determined for U.S. federal income tax purposes) to or with the Company of their interests in Carvana Group for shares of Carvana Co.'s Class A common stock or cash, including any basis adjustment relating to the assets of Carvana Group and (ii) tax benefits attributable to payments made under the TRA (including imputed interest). The Company expects to benefit from the remaining 15% of any tax benefits that it may actually realize. To the extent that the Company is unable to timely make payments under the TRA for any reason, such payments generally will be deferred and will accrue interest until paid.

If the Internal Revenue Service or a state or local taxing authority challenges the tax basis adjustments that give rise to payments under the TRA and the tax basis adjustments are subsequently disallowed, the recipients of payments under the agreement will not reimburse the Company for any payments the Company previously made to them. Any such disallowance would be taken into account in determining future payments under the TRA and would, therefore, reduce the amount of any such future payments. Nevertheless, if the claimed tax benefits from the tax basis adjustments are disallowed, the Company’s payments under the TRA could exceed its actual tax savings, and the Company may not be able to recoup payments under the TRA that were calculated on the assumption that the disallowed tax savings were available.

The TRA provides that if (i) certain mergers, asset sales, other forms of business combinations, or other changes of control were to occur, (ii) there is a material breach of any material obligations under the TRA; or (iii) the Company elects an early termination of the TRA, then the TRA will terminate and the Company's obligations, or the Company's successor’s obligations, under the TRA will accelerate and become due and payable, based on certain assumptions, including an assumption that the Company would have sufficient taxable income to fully utilize all potential future tax benefits that are subject to the TRA and that any LLC Units that have not been exchanged are deemed exchanged for the fair market value of the Company's Class A common stock at the time of termination.

As of June 30, 2020, the Company has concluded based on applicable accounting standards, that it was more likely than not that its deferred tax assets subject to the TRA would not be realized; therefore, the Company has not recorded a liability related to the tax savings it may realize from utilization of such deferred tax assets. As of June 30, 2020, the total unrecorded TRA liability is approximately $187.1 million. If utilization of the deferred tax assets subject to the TRA becomes more likely than not in the future, the Company will record a liability related to the TRA which will be recognized as expense within its consolidated statements of operations.

NOTE 15 — LEASES

The Company is party to various lease agreements for real estate and transportation equipment. For each lease agreement, the Company determines its lease term as the non-cancellable period of the lease and includes options to extend or terminate the lease when it is reasonably certain that it will exercise that option. The Company also assesses whether each lease is an operating or finance lease at the lease commencement date. Rent expense of operating leases is recognized on a straight-line basis over the lease term and includes scheduled rent increases as well as amortization of tenant improvement allowances.

Operating Leases

As of June 30, 2020, the Company is a tenant under various operating leases related to certain of its hubs, vending machines, IRCs, storage, parking and corporate offices. The initial terms expire at various dates between 2020 and 2032. Many of the leases include one or more renewal options ranging from one to twenty years and some contain purchase options. The Company's operating leases are included in operating lease right-of-use assets, other current liabilities, and operating lease liabilities on the accompanying unaudited condensed consolidated balance sheets.

Refer to Note 6 — Related Party Transactions for further discussion of operating leases with related parties.

Finance Leases

The Company has finance leases for certain equipment in its transportation fleet. The leases have initial terms of two to five years, some of which include extension options for up to four additional years, and require monthly payments. The Company's finance leases are included in long-term debt on the accompanying unaudited condensed consolidated balance sheets.

Lease Costs and Activity

The Company's lease costs and activity during the three and six months ended June 30, 2020 and 2019 were as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
Lease costs:				
Finance leases:				
Amortization of finance lease assets	$ 3,976	$ 1,988	$ 7,446	$ 3,255
Interest obligations under finance leases	888	514	1,693	845
Total finance lease costs	$ 4,864	$ 2,502	$ 9,139	$ 4,100
Operating leases:				
Fixed lease costs to non-related parties	$ 7,367	$ 2,943	$ 13,005	$ 5,271
Fixed lease costs to related parties	2,009	1,922	4,127	3,728
Variable short-term lease costs to related parties	217	333	395	787
Total operating lease costs	$ 9,593	$ 5,198	$ 17,527	$ 9,786
Cash payments related to lease liabilities included in operating cash flows:				
Operating lease liabilities to non-related parties			$ 8,067	$ 3,270
Operating lease liabilities to related parties			$ 4,069	$ 4,309
Interest payments on finance lease liabilities			$ 1,693	$ 845
Cash payments related to lease liabilities included in financing cash flows:				
Principal payments on finance lease liabilities			$ 8,229	$ 3,275

Maturity Analysis of Lease Liabilities

The following table summarizes maturities of lease liabilities as of June 30, 2020 (in thousands):

		Operating Leases (1)			
	Finance Leases	Related Party (2)	Non-Related Party	Total Operating	Total
Remainder of 2020	$ 9,842	$ 3,986	$ 8,319	$ 12,305	$ 22,147
2021	18,085	7,737	19,136	26,873	44,958
2022	17,412	7,775	17,657	25,432	42,844
2023	16,269	7,834	15,582	23,416	39,685
2024	9,120	6,621	13,697	20,318	29,438
Thereafter	2,823	28,622	147,118	175,740	178,563
Total minimum lease payments	73,551	62,575	221,509	284,084	357,635
Less: amount representing interest	(7,454)	(18,582)	(90,580)	(109,162)	(116,616)
Total lease liabilities	$ 66,097	$ 43,993	$ 130,929	$ 174,922	$ 241,019

(1) Leases that are on a month-to-month basis, short-term leases, and lease extensions that the Company does not expect to exercise are not included.
(2) Related party lease payments exclude rent payments due under the DriveTime Lease Agreement and the DriveTime Hub Lease Agreement for locations where the Company shares space with DriveTime, as those are variable lease payments contingent upon the Company's utilization of the leased assets.

As of June 30, 2020 and December 31, 2019, none of the Company's lease agreements contain material residual value guarantees or material restrictive covenants.

Lease Terms and Discount Rates

The weighted-average remaining lease terms and discount rates as of June 30, 2020 and 2019 were as follows, excluding short-term operating leases:

	As of June 30,	
	2020	2019
Weighted-average remaining lease terms (years)		
Operating leases	10.7	10.9
Finance leases	4.3	4.7
Weighted-average discount rate		
Operating leases	8.3 %	8.8 %
Finance leases	5.4 %	5.6 %

NOTE 16 — COMMITMENTS AND CONTINGENCIES

Accrued Limited Warranty

As part of its retail strategy, the Company provides a 100-day or 4,189-mile limited warranty to customers to repair certain broken or defective components of each used vehicle sold. As such, the Company accrues for such repairs based on actual claims incurred to-date and repair reserves based on historical trends. The liability was approximately $6.5 million and $3.7 million as of June 30, 2020 and

December 31, 2019, respectively, and is included in accounts payable and other accrued liabilities in the accompanying unaudited condensed consolidated balance sheets.

Legal Matters

From time to time, the Company is involved in various claims and legal actions that arise in the ordinary course of business. Although the results of litigation and claims cannot be predicted with certainty, as of June 30, 2020 the Company does not believe that the ultimate resolution of any legal actions, either individually or in the aggregate, will have a material adverse effect on its financial position, results of operations, liquidity and capital resources.

Future litigation may be necessary to defend the Company and its partners by determining the scope, enforceability and validity of third party proprietary rights or to establish its own proprietary rights. The results of any current or future litigation cannot be predicted with certainty, and regardless of the outcome, litigation can have an adverse impact on the Company because of defense and settlement costs, diversion of management resources, and other factors.

NOTE 17 — FAIR VALUE OF FINANCIAL INSTRUMENTS

As of June 30, 2020 and December 31, 2019, the Company held certain assets that were required to be measured at fair value on a recurring basis and beneficial interests in securitizations for which it elected the fair value option.

The following tables are a summary of fair value measurements and hierarchy level at June 30, 2020 and December 31, 2019 (in thousands):

As of June 30, 2020:

	Carrying Value	Level 1	Level 2	Level 3
Assets:				
Money market funds (1)	$ 226,312	$ 226,312	$ —	$ —
Beneficial interests in securitizations	116,563	—	—	116,563

As of December 31, 2019:

	Carrying Value	Level 1	Level 2	Level 3
Assets:				
Money market funds (1)	$ 56,435	$ 56,435	$ —	$ —
Beneficial interests in securitizations	98,780	—	29,222	69,558

(1) Consists of highly liquid investments with original maturities of three months or less and classified in cash and cash equivalents in the accompanying unaudited condensed consolidated balance sheets.

As of June 30, 2020 and December 31, 2019, the Company has purchase price adjustment receivables of approximately $4.5 million and $6.9 million, respectively, which are carried at fair value and classified as other assets in the accompanying unaudited condensed consolidated balance sheets. Under the Master Purchase and Sale Agreement, the purchaser will make future cash payments to the Company based on the performance of the finance receivables sold. The fair value of the purchase price adjustment receivables are determined based on the extent to which the Company's estimated performance of the underlying finance receivables exceeds a mutually agreed upon performance threshold of the underlying finance receivables as of measurement dates specified in the Master Purchase and Sale Agreement. The Company develops its estimate of future cumulative losses based on the historical performance of finance receivables it originated with similar characteristics as well as general macro-economic trends. The Company then utilizes a discounted cash flow model to calculate the present value of the expected future payment amounts. Due to the lack of observable market data these receivables are classified as Level 3. The adjustments to the fair value of the purchase price adjustment receivables were a gain of approximately $0.1 million and a loss of approximately $5.0 million during the three and six months ended June 30, 2020, respectively, and $0.0 million during both the three and six months ended June 30, 2019, and are reflected in other (income) expense, net in the accompanying unaudited condensed consolidated statements of operations.

Beneficial Interests in Securitizations

Beneficial interests in securitizations include notes and certificates of the securitization trusts, the same securities as issued to other investors as described in Note 8 — Securitizations and Variable Interest Entities. Level 2 assets typically include beneficial interests in securitization transactions that closed near the end of the period due to the proximity to the end of the period and lack of observable changes in economic inputs. Given the changes in the market and overall economic inputs between pricing and closing, the March 2020 securitization transaction was classified as Level 3 as of March 31, 2020. No securitization transactions were completed during the three months ended June 30, 2020.

The Company's beneficial interests in securitizations include rated notes and certificates and other assets, all of which are classified as Level 3 due to the lack of observable market data. The Company determines the fair value of its rated notes based on non-binding broker quotes. The non-binding broker quotes are based on models that consider the prevailing interest rates, recent market transactions, and current business conditions. The Company determines the fair value of its certificates and other assets using a combination of non-binding market quotes and internally developed discounted cash flow models. The discounted cash flow models use discount rates based on prevailing interest rates and the characteristics of the specific instruments. As of June 30, 2020 and December 31, 2019, the discount rates were 3.8% to 10.0% and 10.0%, respectively. Significant increases or decreases in the inputs to the models could result in a significantly higher or lower fair value measurement. The Company elected the fair value option on its beneficial interests in securitizations, which allows it to recognize changes in the fair value of these assets in the period the fair value changes. Changes in the fair value of the beneficial interests in securitizations are reflected in other (income) expense, net in the accompanying unaudited condensed consolidated statements of operations.

For beneficial interests in securitizations measured at fair value on a recurring basis, the Company's transfers between levels of the fair value hierarchy are deemed to have occurred at the beginning of the reporting period on a quarterly basis. During the six months ended June 30, 2020, the Company transferred beneficial interests acquired as part of the December 2019 securitization transaction initially classified as Level 2 from Level 2 to Level 3. During the three months ended June 30, 2019, the Company transferred beneficial interests acquired as part of the March 2019 securitization transaction initially classified as Level 2 from Level 2 to Level 3. The assets are typically initially classified as Level 2 due to the transactions' proximity to the end of each respective reporting period and the lack of observable changes in economic inputs. As noted above, the Company uses significant unobservable inputs to measure the fair value of these assets on a recurring basis, thus they will be classified as Level 3 in future periods. There were no transfers out of Level 3 during the three and six months ended June 30, 2020 or June 30, 2019.

The following table presents additional information about Level 3 beneficial interests in securitizations measured at fair value on a recurring basis for the three and six months ended June 30, 2020 and June 30, 2019 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
Opening Balance	$ 118,923	$ —	$ 69,558	$ —
Transfers into Level 3	—	19,531	29,222	19,531
Received in securitization transactions	—	—	39,578	—
Cash receipts	(10,377)	(1,108)	(18,407)	(1,108)
Change in fair value	8,017	177	(3,388)	177
Ending Balance	$ 116,563	$ 18,600	$ 116,563	$ 18,600

Fair Value of Financial Instruments

The carrying amounts of restricted cash, accounts receivable, accounts payable and accrued liabilities, and accounts payable to related party approximate fair value because their respective maturities are less than three months. The carrying value of the short-term revolving facilities were determined to approximate fair value due to their short-term duration and variable interest rates that approximate prevailing interest rates as of each reporting period. The carrying value of notes payable and sale leasebacks were determined to approximate fair value as each of the transactions were entered into at prevailing interest rates during each respective period and they have not materially changed as of or during the periods ended June 30,

2020 and December 31, 2019. The carrying value of the financing of beneficial interests in securitizations was determined to approximate fair value because in the event of a decline in the fair value of the pledged collateral of the financing, the repurchase price of the pledged collateral will be increased by the amount of the decline.

The fair value of the Senior Notes, which are not carried at fair value on the accompanying unaudited condensed consolidated balance sheets, was determined using Level 2 inputs based on quoted market prices for the identical liability. The fair value of the Senior Notes as of June 30, 2020 and December 31, 2019 was as follows (in thousands):

	June 30, 2020	December 31, 2019
Carrying value, net of unamortized debt issuance costs	$ 592,338	$ 591,124
Fair value	597,699	625,114

The fair value of finance receivables, which are not carried at fair value on the accompanying unaudited condensed consolidated balance sheets, was determined utilizing the estimated sales price based on the historical experience of the Company. Such fair value measurement of the finance receivables, net is considered Level 2 under the fair value hierarchy. The carrying value and fair value of the finance receivables as of June 30, 2020 and December 31, 2019 were as follows (in thousands):

	June 30, 2020	December 31, 2019
Carrying value	$ 358,124	$ 286,969
Fair value	381,366	304,532

Derivative Instruments

As of June 30, 2020 and December 31, 2019, the Company had no outstanding derivative instruments.

NOTE 18 — SUPPLEMENTAL CASH FLOW INFORMATION

The following table summarizes supplemental cash flow information for the six months ended June 30, 2020 and 2019 (in thousands):

	Six Months Ended June 30,	
	2020	2019
Supplemental cash flow information:		
Cash payments for interest, including $666 and $703, respectively, to related parties	$ 46,175	$ 31,610
Non-cash investing and financing activities:		
Capital expenditures included in accounts payable and accrued liabilities	$ 31,226	$ 9,717
Property and equipment acquired under finance leases	$ 22,883	$ 16,552
Operating lease right-of-use assets obtained in exchange for operating lease liabilities	$ 51,674	$ 20,767
Equity-based compensation expense capitalized to property and equipment	$ 2,595	$ 879
Fair value of beneficial interests received in securitization transactions	$ 39,578	$ 46,123
Reductions of beneficial interests in securitizations and associated long-term debt	$ 14,538	$ —

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported within the accompanying unaudited condensed consolidated balance sheets that sum to the total of the same amounts shown in the accompanying unaudited condensed consolidated statements of cash flows for all periods presented (in thousands):

	June 30, 2020	December 31, 2019	June 30, 2019	December 31, 2018
Cash and cash equivalents	$ 246,299	$ 76,016	$ 40,200	$ 78,861
Restricted cash (1)	119,987	42,443	2,196	9,848
Total cash, cash equivalents and restricted cash	$ 366,286	$ 118,459	$ 42,396	$ 88,709

(1) Amounts included in restricted cash represent the deposits required under the Company's short-term revolving facilities. Refer to Note 9 — Debt Instruments for additional information.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Unless the context requires otherwise, references in this report to "Carvana," the "Company," "we," "us," and "our" refer to Carvana Co. and its consolidated subsidiaries. The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is provided as a supplement to, and should be read in conjunction with, our audited consolidated financial statements, the accompanying notes and the MD&A included in our most recent Annual Report filed on Form 10-K, as well as our consolidated financial statements and the accompanying notes included in Item 1 of this Form 10-Q.

Overview

Carvana is a leading e-commerce platform for buying and selling used cars. We are transforming the used car buying and selling experience by giving consumers what they want - a wide selection, great value and quality, transparent pricing, and a simple, no pressure transaction. Each element of our business, from inventory procurement to fulfillment and overall ease of the online transaction, has been built for this singular purpose.

Our business combines a comprehensive online sales experience with a vertically integrated supply chain that allows us to sell high-quality vehicles to our customers transparently and efficiently at a low price. Using our website, customers can complete all phases of a used vehicle purchase transaction. Specifically, our online sales experience allows customers to:

- ***Purchase a used vehicle.*** As of June 30, 2020, we listed approximately 16,400 vehicles for sale on our website, where customers can select and purchase a vehicle, including arranging financing and signing contracts, directly from their desktop or mobile device. Selling used vehicles to retail customers is the primary driver of our business. Selling used vehicles generates revenue equal to the selling price of the vehicle, less an allowance for returns, and also enables multiple additional revenue streams, including vehicle service contracts ("VSCs"), GAP waiver coverage, and trade-ins.

- ***Finance their purchase.*** Customers can pay for their Carvana vehicle using cash, financing from other parties such as banks or credit unions, or financing with us using our proprietary loan origination platform. Customers who choose to apply for our in-house financing fill out a short prequalification form, select from a range of financing terms we provide and, if approved, apply the financing to their purchase in our online checkout process. We generally seek to sell the loans we originate to financing partners or pursuant to a securitization transaction and, in each case, we earn a premium upon sale.

- ***Protect their purchase.*** Customers have the option to protect their vehicle with a VSC as part of our online checkout process. VSCs provide customers with insurance against certain mechanical repairs after the expiration of their vehicle's original manufacturer warranty. We earn a fee for selling VSCs on behalf of DriveTime, who is the obligor under these VSCs. We generally have no contractual liability to customers for claims under these agreements. We also offer GAP waiver coverage to customers in most states in which we operate.

- ***Sell us their car.*** We allow our customers to trade-in a vehicle and apply the trade-in value to their purchase, or to sell us a vehicle independent of a purchase. Using our digital appraisal tool, customers can receive a firm offer for their vehicle nearly instantaneously from our site simply by answering a few questions about the vehicle condition and features. We generate trade-in offers using a proprietary valuation algorithm supported by extensive used vehicle market and customer-behavior data. When customers accept our offer, they can schedule a time to have the vehicle picked up at their home and receive payment, eliminating the need to visit a dealership or negotiate a private sale. We take their vehicles into inventory and sell them either at auction as a wholesale sale or through our website as a retail sale. Vehicles sold at auction typically do not meet the quality or condition standards required to be included in retail inventory displayed for sale on our website.

To enable a seamless customer experience, we have built a vertically-integrated used vehicle supply chain, supported by proprietary software systems and data.

- ***Vehicle sourcing and acquisition.*** We primarily acquire our used vehicle inventory through the large and liquid national used-car auction market and directly from customers when they trade in or sell us their vehicles. Acquiring directly from customers eliminates auction fees and provides more diverse vehicles. The remainder of our inventory is acquired from vehicle finance and leasing companies, rental car companies, and other suppliers. We use proprietary algorithms to determine which cars to bid on at auction and how much to bid. Our software sifts through over 100,000

vehicles per day and filters out vehicles with reported accidents, poor condition ratings, or other unacceptable attributes, and can evaluate the tens of thousands of potential vehicle purchases that remain per day, creating a competitive advantage versus in-person sourcing methods generally used by traditional dealerships. Once our algorithms have identified a suitable vehicle for purchase, bids are verified and executed by a centralized team of inventory-sourcing professionals. For vehicles sold to us through our website, we use proprietary algorithms to determine an appropriate offer. We assess vehicles on the basis of quality, inventory fit, consumer desirability, relative value, expected reconditioning costs, and vehicle location to identify what we believe represent the most in-demand and profitable vehicles to acquire for inventory. We utilize a broad range of data sources, including proprietary site data, and a variety of external data sources to support our assessments.

- ***Inspection and reconditioning.*** Once we acquire a vehicle, we leverage our in-house logistics or a vendor to transport the vehicle to one of our IRCs, at which point the vehicle is entered into our inventory management system. We then begin a 150-point inspection process covering controls, features, brakes, tires, and cosmetics. Each IRC includes trained technicians, vehicle lifts, paint-less dent repair, and paint capabilities and receives on-site support from vendors with whom we have integrated systems to ensure ready access to parts and materials. When an inspection is complete, we estimate the necessary reconditioning cost for the vehicle to be deemed "Carvana Certified" and expected timing for that vehicle to be made available for sale on our website.

- ***Photography and merchandising.*** To provide transparency to our customers, our patented, automated photo booths capture a 360-degree exterior and interior virtual tour of each vehicle in our website inventory. Our photo booths photograph the interior and exterior of the vehicle while technicians annotate material defects based on visibility-threshold category. We also feature integrations with various vehicle data providers for vehicle feature and option information. We have instituted a unified cosmetic standard across all IRCs to better ensure a consistent customer experience.

- ***Transportation and fulfillment.*** Third-party vehicle transportation is often slow, expensive, and unreliable. To address these challenges, we built an in-house auto logistics network backed by a proprietary transportation management system ("TMS") to transport our vehicles nationwide. The system is based on a "hub and spoke" model, which connects all IRCs to vending machines and hubs via our owned and leased fleet of multi-car and single car haulers. Our TMS allows us to efficiently manage locations, routes, route capacities, trucks, and drivers while also dynamically optimizing for speed and cost. We store inventory at our IRCs, and when a vehicle is sold, it is delivered directly to the customer or transported to a vending machine or certain hubs for pick-up by the customer. Due to our robust and proprietary logistics infrastructure, we are able to offer our customers and operations team highly accurate predictions of vehicle availability, minimizing unanticipated delays, and ensuring a seamless and reliable customer experience.

COVID-19 Update

In March 2020, the World Health Organization declared the novel coronavirus ("COVID-19") outbreak to be a global pandemic. In mid-March, a number of state and local government authorities issued shelter in place and stay at home orders which negatively impacted demand for used vehicles. Near the end of April 2020, the industry began to see a recovery in general market conditions, and demand for used vehicles picked up as the quarter progressed resulting in a 25% increase in our used vehicle unit sales during the second quarter of 2020 compared to 2019.

For many customers, buying or selling a car is an important component of their transportation and financial planning needs. Based on the CarGurus U.S. COVID-19 Sentiment Study in June 2020 of potential car buyers, 37% of respondents agreed COVID-19 will impact how they shop long-term. Prior to the COVID-19 pandemic, 32% of car shoppers were open to buying a vehicle online, now 60% are open to it. In addition, there was a shift in June 2020 with a decrease in respondents planning to purchase a new vehicle and an increase in those planning to purchase a used vehicle. We believe our online sales model, which allows customers to buy a car without ever coming into physical contact with another person, is the safest way to buy a car. Our touchless delivery process allows customers to shop for a car from the comfort of their home, complete their transaction on their phone or laptop, and take delivery of their new car without coming into physical contact with our delivery personnel. At delivery, we sanitize the car and communicate with the customer over the phone as they feel out the car and complete paperwork. Our employees and customers have given us positive feedback on this approach, and we believe it represents a significant step forward in the safety of retail auto sales in the current environment.

During the second quarter of 2020, we continued to take steps to position the business to be lean and flexible in this period of higher uncertainty. To this end, we reduced discretionary expenditures on new hiring, travel, facilities, and information

technology investments. We also rebalanced our marketing, staffing, and purchasing levels to align with demand, while closely monitoring key metrics to determine when and how quickly to adjust. We believe our business model makes us well-positioned to scale up and down to meet expected customer demand during and after the current COVID-19 pandemic. We demonstrated our flexibility throughout the second quarter of 2020, which began with low demand that increased over the course of the quarter, allowing us to increase our operations and launch new markets to meet the increasing customer demands.

Our most important priority is the well-being of our employees and customers. We have taken several steps to provide a safe and healthy working environment, including implementing work from home policies for employees who are able to work remotely, pausing all non-essential travel and group meetings, performing deep cleaning and sanitization in all of our facilities, and implementing social distancing and mask policies.

Our financial statements reflect estimates and assumptions made by management that affect the carrying values of the Company's assets and liabilities, disclosures of contingent assets and liabilities, and the reported amounts of revenues and expenses during the reporting period. The judgments, assumptions and estimates used by management are based on historical experience, management's experience, and other factors, which are believed to be reasonable under the circumstances. Because of the nature of the judgments and assumptions made by management, actual results could differ materially from these judgments and estimates, including as a result of the COVID-19 pandemic, which could have a material impact on the carrying values of the Company's assets and liabilities and the results of operations. We will continue to evaluate the nature and extent of the impact to our business and our results of operations and financial condition as conditions evolve as a result of the COVID-19 pandemic.

Our operational and financial performance will depend on future developments related to the continuously evolving COVID-19 pandemic. Future developments include the duration, scope and severity of the pandemic, the actions taken to contain or mitigate its impact, the development of treatments or vaccines, the resumption of widespread economic activity, and changes in consumer sentiment. Due to the inherent uncertainty of the unprecedented and rapidly evolving situation, we are unable to predict the impact of the COVID-19 pandemic on our future operations.

Used Vehicle Unit Sales

Since launching to customers in Atlanta, Georgia in January 2013, we have experienced rapid growth in sales through our website www.carvana.com. During the six months ended June 30, 2020, the number of vehicles we sold to retail customers grew by 33.1% to 107,525 compared to 80,766 in the six months ended June 30, 2019. Our used vehicle sales were negatively impacted at the onset of COVID-19 in the United States but have rebounded since then. We expect our used vehicle sales could be negatively impacted in future periods as a result of the continued economic impacts of the COVID-19 pandemic.

We view the number of vehicles we sell to retail customers as the most important measure of our growth, and we expect to continue to focus on building a scalable platform to increase our retail units sold. This focus on retail units sold is motivated by several factors:

- Retail units sold enable multiple revenue streams, including the sale of the vehicle itself, the sale of automotive finance receivables originated to finance the vehicle, the sale of VSCs, the sale of GAP waiver coverage, and the sale of vehicles acquired from customers.

- Retail units sold are the primary driver of customer referrals and repeat sales. Each time we sell a vehicle to a new customer, that customer may refer future customers and can become a repeat buyer in the future.

- Retail units sold are an important driver of the average number of days between when we acquire the vehicle and when we sell it. Reducing average days to sale impacts gross profit on our vehicles because used vehicles depreciate over time.

- Retail units sold allow us to benefit from economies of scale due to our centralized online sales model. We believe our model provides meaningful operating leverage in acquisition, reconditioning, transport, customer service, and delivery.

We plan to invest in technology and infrastructure to support growth in retail units sold. This includes continued investment in our vehicle acquisition, reconditioning and logistics network, as well as continued investment in product development and engineering to deliver customers a best-in-class experience.

Markets and Population Coverage

Our growth in retail units sold is driven by increased penetration in our existing markets and expansion into new markets. We define a market as a metropolitan area in which we have commenced local advertising and offer free home delivery to customers with a Carvana employee in a branded delivery truck. Opening a new market involves hiring a team of customer advocates, connecting the market to our existing logistics network and initiating local advertising. As a market scales, we may elect to build a vending machine in the market to further increase customer awareness and enhance our fulfillment operations.

Our expansion model has enabled us to increase our rate of market openings in each of the past seven years. After opening Atlanta, Georgia in 2013, we opened two markets in 2014, six in 2015, 12 in 2016, 23 in 2017, 41 in 2018, 61 in 2019, and 115 in the first six months of 2020, bringing our total number of markets to 261 as of June 30, 2020. Our 115 market openings since December 31, 2019 increased the total percentage of the U.S. population serviced in our markets to 73.2% as of June 30, 2020 from 66.9% as of December 31, 2019. Over time, we have continually improved our market expansion playbook, which we believe provides us with the capability to efficiently execute our growth plan. In light of the ongoing COVID-19 pandemic, we plan to continually evaluate consumer demand and our operational capacity to determine our market opening and vending machine launch strategy.

When we open a market, we commence advertising using a blend of brand and direct advertising channels. Our advertising spend in each market is approximately proportionate to each market's population, subject to adjustments based on specific characteristics of the market, used vehicle market seasonality, and special events such as vending machine openings. This historically has led to increased market penetration over time following the market opening. We also advertise on national television to increase brand awareness. With our growth into new markets, national television advertising has become more economically efficient compared to purchasing several local television advertising campaigns.

Revenue and Gross Profit

Our increased penetration in existing markets and expansion into new markets has led to growth in retail units sold. We generate revenue on retail units sold from four primary sources: the sale of the vehicles, gains on the sales of loans originated to finance the vehicles, wholesale sales of vehicles we acquire from customers, and sales of ancillary products such as VSCs and GAP waiver coverage.

Our largest source of revenue, used vehicle sales, totaled $991.8 million and $2.0 billion during the three and six months ended June 30, 2020, respectively, and $855.8 million and $1.5 billion during the three and six months ended June 30, 2019, respectively. As we increase penetration in existing markets and expand to new ones, we expect used vehicle sales to increase along with retail units sold. We generate gross profit on used vehicle sales from the difference between the retail selling price of the vehicle and our cost of sales associated with acquiring the vehicle and preparing it for sale.

Wholesale sales, which includes sales of trade-ins and other vehicles acquired from customers that do not meet the requirements for our retail inventory, totaled $49.4 million and $129.0 million during the three and six months ended June 30, 2020, respectively, and $63.0 million and $96.0 million during the three and six months ended June 30, 2019, respectively. We expect wholesale sales to increase with retail units sold through trade-ins and as we expand our program of acquiring vehicles from customers who wish to sell us a car independent of a retail sale. We generate gross profit on wholesale vehicle sales from the difference between the wholesale selling price of the vehicle and our cost of sales associated with acquiring the vehicle and preparing it for sale.

Other sales and revenues, which primarily includes gains on the sales of automotive finance receivables we originate, sales commission on VSCs and sales of GAP waiver coverage totaled $77.1 million and $131.4 million during the three and six months ended June 30, 2020, respectively, and $67.4 million and $105.8 million during the three and six months ended June 30, 2019, respectively. We expect other sales and revenues to increase with retail units sold. We also expect other sales and revenues to increase as we improve our ability to monetize loans we originate, including through securitization transactions, and sell and offer attractive financing solutions and ancillary products to our customers. Other sales and revenues are 100% gross margin products for which gross profit equals revenue.

The COVID-19 pandemic impacted all three sources of revenue and gross profit during the three and six months ended June 30, 2020. Given the uncertainty and continuously evolving aspects of COVID-19, it may continue to impact our revenue and gross profit in future periods. First, the pandemic negatively impacted retail units sold, which directly impacted retail, wholesale, and other revenue and gross profit. However, since the drastic drop in demand in mid-March through mid-April, demand for retail units has rebounded, and we ended the second quarter with 25% year-over-year growth. Second, the

pandemic negatively impacted wholesale units sold and purchased for sale due to the unstable condition of the wholesale market, which directly impacted wholesale and retail revenue. However, the wholesale market is stabilizing as of June 30, 2020. We expected the pandemic to negatively impact retail and wholesale gross profit per unit due to the impact of lower demand on average days to sale and industry-wide used vehicle pricing in the three months ended June 30, 2020. Specifically, our average days to sale increased and average retail and wholesale selling prices fell as dealers and wholesale suppliers worked through inventory across the industry. Finally, the pandemic had a slight negative impact to gain on loan sale revenue due to higher required yields from loan investors during this period of uncertainty, which resulted in not completing a securitization transaction during the three months ended June 30, 2020. While these impacts could potentially reoccur or continue in the future and could be significant, we believe they are transitory, and we plan to stay lean during this period and maintain strength and flexibility for a return to normal conditions.

During our growth phase, our highest priority, outside of safety, will continue to be providing exceptional customer experiences, increasing our brand awareness and building an infrastructure to support growth in retail units sold. Secondarily, we plan to pursue several strategies designed to increase our total gross profit per unit. These strategies include the following:

- ***Increase the purchase of vehicles from customers.*** We plan to grow the number of vehicles that we purchase from our customers either as trade-ins or independent of a retail sale. This in turn will grow our wholesale business, provide additional vehicles for our retail business, which are more profitable compared to the same vehicle acquired at auction, and expand our inventory selection. In light of the COVID-19 pandemic, we temporarily paused purchasing vehicles from customers independent of a retail sale, but have subsequently resumed these purchases.

- ***Reduce average days to sale.*** Our goal is generally to increase both our number of markets and our sales at a faster rate than we increase our inventory size, which we believe would decrease average days to sale due to a relative increase in demand versus supply. Reductions in average days to sale lead to fewer vehicle price reductions, and therefore higher average selling prices, all other factors being equal. Higher average selling prices in turn lead to higher gross profit per unit sold, all other factors being equal.

- ***Leverage existing IRC infrastructure.*** As we scale, we intend to more fully utilize the capacity in our nine existing IRCs, which collectively have capacity to inspect and recondition over 475,000 vehicles per year at full utilization**.**

- ***Increase utilization on logistics network.*** As we scale, we intend to more fully utilize our in-house logistics network to transport cars to our IRCs after acquisition from wholesale auctions or customers.

- ***Increase conversion on existing products.*** We plan to continue to improve our website to highlight the benefits of our complementary product offerings, including financing, VSCs, GAP waiver coverage, and trade-ins.

- ***Add new products and services.*** We plan to utilize our online sales platform to offer additional complementary products and services to our customers.

- ***Increase monetization of our finance receivables.*** We plan to continue selling finance receivables in securitization transactions and otherwise expand our base of financial partners who purchase the finance receivables originated on our platform to reduce our effective cost of funds.

- ***Optimize purchasing and pricing.*** We are constantly improving the ways in which we predict customer demand, value vehicles sight unseen and optimize what we pay to acquire those vehicles. We also regularly test different pricing of our products, including vehicle sticker prices, trade-in and independent vehicle offers, and ancillary product prices, and we believe we can improve by further optimizing prices over time.

Seasonality

Absent the impact of COVID-19, used vehicle sales exhibit seasonality with sales peaking late in the first calendar quarter and diminishing through the rest of the year, with the lowest relative level of vehicle sales expected to occur in the fourth calendar quarter. Due to our rapid growth, our overall sales patterns to date have not reflected the general seasonality of the used vehicle industry, but we expect this to change once our business and markets mature. Used vehicle prices also exhibit seasonality, with used vehicles depreciating at a faster rate in the last two quarters of each year and a slower rate in the first two quarters of each year, all other factors being equal. We expect to experience seasonal and other fluctuations in our quarterly

operating results, which may not fully reflect the underlying performance of our business. The impact of COVID-19 on seasonality is uncertain.

Investment in Growth

Absent the impact of COVID-19, we have aggressively invested in the growth of our business and we expect this investment to continue during normal conditions. We anticipate that our operating expenses will increase substantially as we continue to open new markets, expand our logistics network and increase our advertising spending. There is no guarantee that we will be able to realize the return on our investments.

The worldwide spread of COVID-19 is expected to result in a continued global slowdown of economic activity which is likely to continue to decrease demand for a broad variety of goods and services, including from our customers, while also disrupting sales channels, marketing activities and supply chains for an unknown period of time until the pandemic is contained. Due to the COVID-19 pandemic, we significantly reduced discretionary growth expenditures on hiring, travel, IRC and vending machine construction, and information technology investments. We also rebalanced our marketing, staffing, and purchasing levels to align with demand, while closely monitoring key metrics to determine when and how quickly to adjust. We believe our business model makes us well-positioned to scale up or down to meet customer demand during and after the current COVID-19 pandemic.

Relationship with Related Parties

For discussion about our relationship with related parties, refer to Note 6 — Related Party Transactions of our accompanying unaudited condensed consolidated financial statements included in Part I, Item 1, Financial Statements of this Quarterly Report on Form 10-Q.

Key Operating Metrics

We regularly review a number of metrics, including the following key metrics, to evaluate our business, measure our progress and make strategic decisions. Our key operating metrics reflect the key drivers of our growth, including increasing brand awareness, opening new markets, and enhancing the selection of vehicles we make available to our customers. Our key operating metrics also demonstrate our ability to translate these drivers into retail sales and to monetize these retail sales through a variety of product offerings.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
Retail units sold	55,098	44,000	107,525	80,766
Number of markets	261	137	261	137
Average monthly unique visitors	8,022,507	4,763,911	7,415,069	4,276,981
Inventory units available on website	16,479	18,835	16,479	18,835
Average days to sale	89	61	79	62
Total gross profit per unit (1)	$ 2,726	$ 3,132	$ 2,684	$ 2,802

(1) Includes $0, $43, $5, and $34, respectively, related to the 100k Milestone Gift discussed below.

Retail Units Sold

We define retail units sold as the number of vehicles sold to customers in a given period, net of returns under our seven-day return policy. We view retail units sold as a key measure of our growth for several reasons. First, retail units sold is the primary driver of our revenues and, indirectly, gross profit, since retail unit sales enable multiple complementary revenue streams, including financing, VSCs, GAP waiver coverage, and trade-ins. Second, growth in retail units sold increases the base of available customers for referrals and repeat sales. Third, growth in retail units sold is an indicator of our ability to successfully scale our logistics, fulfillment, and customer service operations.

Number of Markets

We define a market as a metropolitan area in which we have commenced local advertising and offer free home delivery to customers by a Carvana employee in a branded delivery truck. We view the number of markets we serve as a key driver of our growth. As we increase our number of markets, the population of consumers who have access to our fully integrated customer experience increases, which in turn helps to increase the number of vehicles we sell.

Average Monthly Unique Visitors

We define a monthly unique visitor as an individual who has visited our website within a calendar month, based on data provided by Google Analytics. We calculate average monthly unique visitors as the sum of monthly unique visitors in a given period, divided by the number of months in that period. We view average monthly unique visitors as a key indicator of the strength of our brand, the effectiveness of our advertising and merchandising campaigns, and consumer awareness of our brand.

Inventory Units Available

We define inventory units available as the number of vehicles listed for sale on our website on the last day of a given reporting period. We view inventory units available as a key measure of our growth. Growth in inventory units available increases the selection of vehicles available to consumers in all of our markets simultaneously, which we believe will allow us to increase the number of vehicles we sell. Moreover, growth in inventory units available indicates our ability to scale our vehicle purchasing, inspection and reconditioning operations. As part of our inventory strategy, over time we may choose not to expand inventory units available while continuing to grow sales, thereby improving other key operating metrics of the business.

Average Days to Sale

We define average days to sale as the average number of days between when we acquire the vehicle and when we deliver it to a customer for all retail units sold in a period. However, this metric does not include any retail units that remain unsold at period end. We view average days to sale as a useful metric due to its impact on used vehicle average selling price.

Total Gross Profit per Unit

We define total gross profit per unit as the aggregate gross profit in a given period, divided by retail units sold in that period including gross profit generated from the sale of the used vehicle, gains on the sales of loans originated to finance the vehicle, commissions on sales of VSCs, revenue from GAP waiver coverage, and gross profit generated from wholesale sales of vehicles.

In the second half of 2018, we announced a commitment by our Chief Executive Officer, Ernest Garcia III ("Mr. Garcia"), to contribute 165 shares of Class A common stock to us from his personal shareholdings for every one of our then-existing employees upon their satisfying certain employment tenure requirements. In connection with such contributions, we made corresponding grants of 165 restricted stock units under our 2017 Omnibus Incentive Plan to each employee who satisfied the requirements (the "100k Milestone Gift" or "Gift"). Under GAAP, the 100k Milestone Gift was treated as compensation expense, a portion of which related to the production of our used vehicle inventory and was therefore capitalized to inventory and subsequently recognized within costs of sales when the related inventory was sold. As of December 31, 2019, Mr. Garcia's commitment related to the 100k Milestone Gift has been fulfilled and as of March 31, 2020, all of the compensation expense related to the 100k Milestone Gift had been recognized. Total gross profit per unit includes $0 and $5 per unit during the three and six months ended June 30, 2020, respectively, and $43 and $34 per unit during the three and six months ended June 30, 2019, respectively, related to the 100k Milestone Gift.

Components of Results of Operations

Used Vehicle Sales

Used vehicle sales represent the aggregate sales of used vehicles to customers through our website. Revenue from used vehicles sales is recognized upon delivery to the customer or pick up of the vehicle by the customer, and is reported net of a reserve for expected returns. Factors affecting used vehicle sales revenue include the number of retail units sold and the average selling price of these vehicles. Changes in retail units sold are a much larger driver of changes in revenue than are changes in average selling price.

The number of used vehicles we sell depends on the volume of traffic to our website, our number of markets, our inventory selection, the effectiveness of our branding and marketing efforts, the quality of our customer's purchase experience, our volume of referrals and repeat customers, the competitiveness of our pricing, competition from other used car dealerships and general economic conditions. Absent the impact of COVID-19, on a quarterly basis, the number of used vehicles we sell is also

affected by seasonality, with demand for used vehicles reaching a seasonal high point late in the first quarter of each year, commensurate with the timing of tax refunds, and diminishing through the rest of the year, with the lowest relative level of used vehicle sales expected to occur in the fourth calendar quarter. The impact of COVID-19 on seasonality is uncertain.

Our retail average selling price depends on the mix of vehicles we acquire, retail prices in our markets, our average days to sale and our pricing strategy. We may choose to shift our inventory mix to higher or lower cost vehicles, or to raise or lower our prices relative to market to take advantage of supply or demand imbalances, which could temporarily lead to average selling prices increasing or decreasing. We also generally expect lower average days to sale to be associated with higher retail average selling prices due to decreased vehicle depreciation prior to sale, all other factors being equal.

Wholesale Vehicle Sales

Wholesale vehicle sales is equal to the aggregate proceeds we receive on vehicles sold to wholesalers. The vehicles we sell to wholesalers are primarily acquired from customers who sell a vehicle to us without purchasing a retail vehicle and from our customers who trade-in their existing vehicles when making a purchase from us. Factors affecting wholesale vehicle sales include the number of wholesale units sold and the average wholesale selling price of these vehicles. The average selling price of our wholesale units is primarily driven by the mix of vehicles we sell to wholesalers, as well as general supply and demand conditions in the applicable wholesale vehicle market, both of which have been impacted by COVID-19.

Other Sales and Revenues

We generate other sales and revenues primarily through the sales of loans we originate and sell in securitization transactions or to financing partners, commissions we receive on VSCs and sales of GAP waiver coverage. In 2016, we entered into a master dealer agreement with DriveTime, pursuant to which we receive a commission for selling VSCs that DriveTime administers. The commission revenues we recognize on VSCs depends on the number of retail units we sell, the conversion rate of VSCs on these sales, commission rates we receive, VSC early cancellation frequency and product features. The GAP waiver coverage revenue we recognize depends on the number of retail units we sell, the number of customers that choose to finance their purchases with us, the frequency of GAP waiver coverage early cancellation, and the conversion rate of GAP waiver coverage on those sales.

We generally seek to sell the loans we originate to securitization trusts we sponsor and establish. The securitization trusts issue asset-backed securities, some of which are collateralized by the finance receivables that we sell to the securitization trusts. We also sell the loans we originate under a committed forward-flow arrangement with financing partners who acquire them at premium prices without recourse to us for their post-sale performance. Factors affecting revenue from these sales include the number of loans we originate, the average principal balance of the loans, the credit quality of the portfolio, and the price at which we are able to sell them in securitization transactions or to financing partners.

The number of loans we originate is driven by the number of used vehicles sold and the percentage of our sales for which we provide financing, which is influenced by the financing terms we offer our customers relative to alternatives available to the customer. The average principal balance is driven primarily by the mix of vehicles we sell, since higher average selling prices typically mean higher average balances. The price at which we sell the loan is driven by the terms of our securitization transactions and forward-flow arrangement, applicable interest rates, and whether or not the loan includes GAP waiver coverage.

Cost of Sales

Cost of sales includes the cost to acquire, recondition, and transport vehicles associated with preparing them for resale. Vehicle acquisition costs are driven by the mix of vehicles we acquire, the source of those vehicles, and supply-and-demand dynamics in the wholesale vehicle market. Reconditioning costs consist of direct costs, including parts, labor, and third-party repair expenses directly attributable to specific vehicles, as well as indirect costs, such as IRC overhead. Transportation costs consist of costs incurred to transport the vehicles from the point of acquisition to the IRC. Cost of sales also includes any necessary adjustments to reflect vehicle inventory at the lower of cost or net realizable value.

Used Vehicle Gross Profit

Used vehicle gross profit is the vehicle sales price minus our costs of sales associated with vehicles that we list and sell on our website. Used vehicle gross profit per unit is our aggregate used vehicle gross profit in any measurement period divided by the number of retail units sold in that period.

Wholesale Vehicle Gross Profit

Wholesale vehicle gross profit is the vehicle sales price minus our cost of sales associated with vehicles we sell to wholesalers. Factors affecting wholesale gross profit include the number of wholesale units sold, the average wholesale selling price of these vehicles, and the average acquisition price associated with these vehicles.

Other Gross Profit

Other sales and revenues consist of 100% gross margin products for which gross profit equals revenue. Therefore, changes in gross profit and the associated drivers are identical to changes in revenues from these products and the associated drivers.

Selling, General and Administrative Expenses

Selling, general and administrative ("SG&A") expenses include expenses associated with advertising and providing customer service to customers, operating our vending machines and hubs, operating our logistics and fulfillment network and other corporate overhead expenses, including expenses associated with information technology, product development, engineering, legal, accounting, finance, and business development. We anticipate that these expenses will increase as we grow. SG&A expenses exclude the costs of inspecting and reconditioning vehicles and transporting vehicles from the point of acquisition to the IRC, which are included in cost of sales, and payroll costs for our employees related to the development of software products for internal use, which are capitalized to software and depreciated over the estimated useful lives of the related assets.

Interest Expense

Interest expense includes interest incurred on our Senior Notes (including amounts due to Verde), our Floor Plan Facility, and our Finance Receivable Facilities (each as defined in Note 9 — Debt Instruments of our financial statements included in Part I, Item 1, Financial Statements of this Quarterly Report on Form 10-Q), as well as our notes payable, finance leases, and long-term debt, which are used to fund general working capital, our inventory, our transportation fleet, and certain of our property and equipment. Interest expense excludes the interest incurred during various construction projects to build, upgrade or remodel certain facilities, which is capitalized to property and equipment and depreciated over the estimated useful lives of the related assets.

Other (Income) Expense

Other (income) expense, net includes changes in fair value on our beneficial interests in securitizations and purchase price adjustment receivables, as discussed in Note 17 — Fair Value of Financial Instruments of our financial statements included in Part I, Item 1, Financial Statements of this Quarterly Report on Form 10-Q, along with other general expenses such as gains or losses from disposals of long-lived assets.

Income Tax Provision

Income taxes are recognized based upon our anticipated underlying annual blended federal and state income tax rates adjusted, as necessary, for any discrete tax matters occurring during the period. As the sole managing member of Carvana Group, LLC (“Carvana Group”), Carvana Co. consolidates the financial results of Carvana Group. Carvana Group is treated as a partnership and therefore not subject to U.S. federal and most applicable state and local income tax purposes. Any taxable income or loss generated by Carvana Group is passed through to and included in the taxable income or loss of its members, including Carvana Co., based on its economic interest held in Carvana Group. Carvana Co. is taxed as a corporation and is subject to U.S. federal, state and local income taxes with respect to its allocable share of any taxable income or loss of Carvana Group, as well as any stand-alone income or loss generated by Carvana Co. As of June 30, 2020, the Company's income tax benefit is generated at Car360, a wholly-owned subsidiary, acquired in April 2018.

Results of Operations

	Three Months Ended June 30, 2020	Three Months Ended June 30, 2019	Change	Six Months Ended June 30, 2020	Six Months Ended June 30, 2019	Change
	(dollars in thousands, except per unit amounts)			(dollars in thousands, except per unit amounts)		
Net sales and operating revenues:						
Used vehicle sales, net	$ 991,802	$ 855,785	15.9 %	$ 1,956,081	$ 1,539,614	27.1 %
Wholesale vehicle sales	49,434	63,014	(21.6)%	129,040	96,044	34.4 %
Other sales and revenues (1)	77,098	67,422	14.4 %	131,429	105,797	24.2 %
Total net sales and operating revenues	$ 1,118,334	$ 986,221	13.4 %	$ 2,216,550	$ 1,741,455	27.3 %
Gross profit:						
Used vehicle gross profit(3)	$ 65,566	$ 63,378	3.5 %	$ 148,428	$ 110,500	34.3 %
Wholesale vehicle gross profit(4)	7,542	6,993	7.9 %	8,771	10,028	(12.5)%
Other gross profit (1)	77,098	67,422	14.4 %	131,429	105,797	24.2 %
Total gross profit	$ 150,206	$ 137,793	9.0 %	$ 288,628	$ 226,325	27.5 %
Market information:						
Markets, beginning of period	161	109	47.7 %	146	85	71.8 %
Market launches	100	28	257.1 %	115	52	121.2 %
Markets, end of period	261	137	90.5 %	261	137	90.5 %
Unit sales information:						
Used vehicle unit sales	55,098	44,000	25.2 %	107,525	80,766	33.1 %
Wholesale vehicle unit sales	7,277	10,756	(32.3)%	18,031	17,457	3.3 %
Per unit selling prices:						
Used vehicles	$ 18,001	$ 19,450	(7.4)%	$ 18,192	$ 19,063	(4.6)%
Wholesale vehicles	$ 6,793	$ 5,858	16.0 %	$ 7,157	$ 5,502	30.1 %
Per unit gross profit:(2)						
Used vehicle gross profit(3)	$ 1,190	$ 1,440	(17.4)%	$ 1,380	$ 1,368	0.9 %
Wholesale vehicle gross profit(4)	$ 1,036	$ 650	59.4 %	$ 486	$ 574	(15.3)%
Other gross profit	$ 1,399	$ 1,532	(8.7)%	$ 1,222	$ 1,310	(6.7)%
Total gross profit	$ 2,726	$ 3,132	(13.0)%	$ 2,684	$ 2,802	(4.2)%

(1) Includes $22,720 and $13,989 for the three months ended June 30, 2020 and 2019, respectively, and $43,282 and $24,562 for the six months ended June 30, 2020 and 2019, respectively, of other sales and revenues from related parties.
(2) All gross profit per unit amounts are per used vehicle sold, except wholesale vehicle gross profit, which is per wholesale vehicle sold.
(3) Includes $0, $1,808, $510, and $2,572, or $0, $42, $5, and $32 per unit, related to the 100k Milestone Gift.
(4) Includes $0, $103, $17, and $125, or $0, $10, $0, and $8 per wholesale unit, related to the 100k Milestone Gift.

Used Vehicle Sales

Three months ended June 30, 2020 Versus 2019. Used vehicle sales increased by $136.0 million to $991.8 million during the three months ended June 30, 2020, compared to $855.8 million during the three months ended June 30, 2019. The increase in revenue was primarily due to an increase in the number of used vehicles sold to 55,098 from 44,000 during the three months ended June 30, 2020 and 2019, respectively. The increase in unit sales was also driven by growth to 261 markets as of June 30, 2020 from 137 markets as of June 30, 2019. Retail units sold was negatively impacted by COVID-19 particularly at the beginning of the period as consumers sheltered-in-place and reduced commercial activity and as we reduced advertising expenditures. However, as some shelter-in-place orders were lifted and some commercial activity increased later in the period, we experienced growth in retail unit sales, increased penetration in existing markets, and also launched new markets. The average selling price of our retail units sold decreased to $18,001 from $19,450 due primarily to vehicle mix and to a lesser

extent to an increase in our average days to sale to 89 days from 61 days during the three months ended June 30, 2020 and 2019, respectively, partially offsetting the increase in used vehicle revenue resulting from the increase in unit sales.

Six months ended June 30, 2020 Versus 2019. Used vehicle sales increased by $416.5 million to $2.0 billion during the six months ended June 30, 2020 compared to $1.5 billion during the six months ended June 30, 2019. The increase in revenue was primarily due to an increase in the number of used vehicles sold to 107,525 from 80,766 during the six months ended June 30, 2020 and 2019, respectively. The increase in units sold was driven in part by enhanced marketing efforts and customer referrals. The increase in unit sales was also driven by growth to 261 markets as of June 30, 2020 from 137 markets as of June 30, 2019. Although we experienced a negative impact on retail units sold due to the COVID-19 pandemic primarily in March and April, we started to see a rebound in sales later in the period with the reopening of the economy. The average selling price of our retail units sold decreased to $18,192 from $19,063 due primarily to vehicle mix and to a lesser extent to an increase in average days to sale to 79 days from 62 days during the six months ended June 30, 2020 and 2019, respectively, partially offsetting the increase in used vehicle revenue resulting from the increase in unit sales.

Wholesale Vehicle Sales

Three months ended June 30, 2020 Versus 2019. Wholesale vehicle sales decreased by $13.6 million to $49.4 million during the three months ended June 30, 2020, compared to $63.0 million during the three months ended June 30, 2019. The decrease in revenue was primarily driven by a decrease in wholesale units sold to 7,277 from 10,756 during the three months ended June 30, 2020 and 2019, respectively. Wholesale units sold was negatively affected by COVID-19 as wholesale markets shut down and we temporarily halted our program of buying vehicles from customers at the beginning of the quarter. Despite the decline in wholesale vehicle units sold, the average selling price of our wholesale units sold increased to $6,793 during the three months ended June 30, 2020 from $5,858 during the three months ended June 30, 2019, partially offsetting the decrease in wholesale revenue resulting from the decrease in unit sales.

Six months ended June 30, 2020 Versus 2019. Wholesale vehicle sales increased by $33.0 million to $129.0 million during the six months ended June 30, 2020, compared to $96.0 million during the six months ended June 30, 2019. As our retail unit sales increased over the six-month period despite the effect of COVID-19, so did the trade-ins we received, providing more vehicles available for wholesale. Moreover, during the six months ended June 30, 2020, we also acquired more vehicles from customers who did not purchase a retail unit from us despite the effect of COVID-19. Therefore, we had more units available for sale to wholesalers, primarily during the first half of the six-month period, driving an increase in our revenues attributed to wholesale vehicle sales. In addition, the average selling price of our wholesale units sold increased to $7,157 during the six months ended June 30, 2020 from $5,502 during the six months ended June 30, 2019.

Other Sales and Revenues

Three months ended June 30, 2020 Versus 2019. Other sales and revenues increased by $9.7 million to $77.1 million during the three months ended June 30, 2020, compared to $67.4 million during the three months ended June 30, 2019. This increase was primarily driven by the increase in retail units sold, which led to an increase in VSC sales and GAP waiver coverage sales. This was partially offset by a decrease in the gain on loan sale due to the COVID-19 environment, in part because we did not complete a securitization transaction during the three months ended June 30, 2020.

Six months ended June 30, 2020 Versus 2019. Other sales and revenues increased by $25.6 million to $131.4 million during the six months ended June 30, 2020, compared to $105.8 million during the six months ended June 30, 2019. The increase is primarily driven by retail units sold which led to an increase in VSC sales and GAP waiver coverage sales. The increase in retail units sold also led to an increase in loan originations, partially offset by a decrease in gain on loan sale as a result of the disruption in the overall securitization market driven by the COVID-19 pandemic.

Used Vehicle Gross Profit

Three months ended June 30, 2020 Versus 2019. Used vehicle gross profit increased by $2.2 million to $65.6 million during the three months ended June 30, 2020, compared to $63.4 million during the three months ended June 30, 2019. This increase was driven primarily by an increase in retail units sold, despite a decrease in used vehicle gross profit per unit to $1,190 for the three months ended June 30, 2020 compared to $1,440 for the three months ended June 30, 2019. The per unit

decrease was negatively affected by COVID-19 as we temporarily halted buying cars from customers and average days to sale increased.

Six months ended June 30, 2020 Versus 2019. Used vehicle gross profit increased by $37.9 million to $148.4 million during the six months ended June 30, 2020, compared to $110.5 million during the six months ended June 30, 2019. This increase was driven primarily by an increase in retail units sold, as well as an increase in used vehicle gross profit per unit to $1,380 for the six months ended June 30, 2020 compared to $1,368 for the six months ended June 30, 2019. The per unit increase was primarily driven by acquiring more vehicles from customers primarily during the first half of the six-month period.

Wholesale Vehicle Gross Profit

Three months ended June 30, 2020 Versus 2019. Wholesale vehicle gross profit increased slightly by $0.5 million to $7.5 million during the three months ended June 30, 2020, compared to $7.0 million during the three months ended June 30, 2019. Although there was a decrease in wholesale units sold to 7,277 during the three months ended June 30, 2020 from 10,756 during the three months ended June 30, 2019, there was an increase in wholesale vehicle gross profit per wholesale unit to $1,036 in the three months ended June 30, 2020 compared to $650 in the three months ended June 30, 2019.

Six months ended June 30, 2020 Versus 2019. Wholesale vehicle gross profit decreased by $1.3 million to $8.8 million during the six months ended June 30, 2020, compared to $10.0 million during the six months ended June 30, 2019. This decrease was driven primarily by a decrease in wholesale vehicle gross profit per wholesale unit to $486 from $574, despite an increase in wholesale units sold to 18,031 from 17,457 in the six months ended June 30, 2020, and 2019, respectively. The increase in number of wholesale vehicles sold was primarily due to the expansion of our program of acquiring vehicles from customers, primarily during the first half of the six-month period.

Other Gross Profit

Other sales and revenues consist of 100% gross margin products for which gross profit equals revenue. Therefore, changes in other gross profit and the associated drivers are identical to changes in other sales and revenues and the associated drivers.

Components of SG&A

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
	(in thousands)			
Compensation and benefits (1)	$ 74,202	$ 54,184	$ 158,452	$ 102,988
100k Milestone Gift	—	1,415	—	3,603
Advertising	62,330	50,367	137,118	89,889
Market occupancy (2)	8,019	4,720	16,122	9,090
Logistics (3)	16,699	13,643	35,613	25,892
Other (4)	78,684	57,514	168,340	105,622
Total	$ 239,934	$ 181,843	$ 515,645	$ 337,084

(1) Compensation and benefits includes all payroll and related costs, including benefits, payroll taxes, and equity-based compensation, except those related to preparing vehicles for sale, which are included in cost of sales, those related to the development of software products for internal use, which are capitalized to software and depreciated over the estimated useful lives of the related assets, and those related to the 100k Milestone Gift.
(2) Market occupancy costs includes occupancy costs of our vending machine and hubs. It excludes occupancy costs related to reconditioning vehicles which are included in cost of sales and the portion related to corporate occupancy which are included in other costs.
(3) Logistics includes fuel, maintenance and depreciation related to operating our own transportation fleet, and third party transportation fees, except the portion related to inbound transportation, which is included in cost of sales.
(4) Other costs include all other selling, general and administrative expenses such as IT expenses, corporate occupancy, professional services and insurance, limited warranty, and title and registration.

Selling, general and administrative expenses increased by $58.1 million and $178.6 million to $239.9 million and $515.6 million during the three and six months ended June 30, 2020, respectively, compared to $181.8 million and $337.1 million during the three and six months ended June 30, 2019, respectively. The increase was partially due to an increase in compensation and benefits by $20.0 million and $55.5 million during the three and six months ended June 30, 2020, respectively, compared to the three and six months ended June 30, 2019, which was primarily driven by expansion of our logistics and delivery network and customer care teams. The increase in selling, general and administrative expenses was also due to an increase in advertising expense of $12.0 million and $47.2 million during the three and six months ended June 30, 2020, respectively, compared to the three and six months ended June 30, 2019 primarily due to an increase in number of markets. Market occupancy, logistics, and other overhead costs also increased during the three and six months ended June 30, 2020 compared to the respective prior periods primarily due to an increase in number of markets and units sold. These increases were offset by efforts to decrease and balance discretionary spend as a result of the uncertain economic environment surrounding the COVID-19 pandemic.

Interest Expense

Interest expense increased by $0.6 million and $13.8 million to $19.9 million and $48.8 million during the three and six months ended June 30, 2020, respectively, compared to $19.3 million and $35.0 million during the three and six months ended June 30, 2019, respectively. The increase is primarily due to the increase in the outstanding balance of the Senior Notes as a result of the issuance in May 2019 which incurred interest expense of $13.3 million and $26.6 million during the three and six months ended June 30, 2020, respectively, compared to $10.0 million and $17.8 million during the three and six months ended June 30, 2019, respectively. The remaining increase is due to increased interest expense incurred on additional sale leaseback financing.

Other (Income) Expense, Net

Other (income) expense, net changed by $3.8 million to income of $3.1 million compared to expense of $0.7 million during the three months ended June 30, 2020 and 2019, respectively. Other expense, net increased by $13.4 million to $14.3 million compared to $0.9 million during the six months ended June 30, 2020 and 2019, respectively. The changes in the three and six months ended June 30, 2020 compared to June 30, 2019 are primarily due to fair value adjustments on our retained beneficial interests in securitizations and on our purchase price adjustment receivables as a result of the COVID-19 pandemic. During the first half of the six-month period ended June 30, 2020, the fair value of these assets carried at fair value declined as a result of the uncertainty in the capital markets. During the second half of the period, the fair value on our beneficial interests in securitizations increased as the economy appeared to rebound. This increase was partially offset by a $4.5 million loss on disposal of fixed assets during the three months ended June 30, 2020 as a result of terminated construction projects due to the uncertain future economic environment surrounding COVID-19.

Income Tax Provision

We recognized an income tax benefit of approximately $0.2 million during the three months ended June 30, 2020 related to our wholly owned subsidiary, Car360. The benefit was recognized as a result of decreased subscription revenue from third parties, resulting in a net loss for the period.

Non-GAAP Financial Measures

To supplement the consolidated financial statements, which are prepared and presented in accordance with GAAP, we also present the following non-GAAP measures: EBITDA and EBITDA margin. We believe the presentation of both GAAP and non-GAAP financial measures provides investors with increased transparency into financial measures used by our management team, and it also improves investors' understanding of our underlying operating performance and their ability to analyze our ongoing operating trends. All historic non-GAAP financial measures have been reconciled with the most directly comparable GAAP financial measures.

In prior periods we calculated non-GAAP measures including Gross Profit ex-Gift, Gross Profit per Unit ex-Gift, EBITDA ex-Gift, EBITDA Margin ex-Gift, Adjusted Net Loss and Adjusted Net Loss per Share, to exclude the impact of the 100k Milestone Gift program. As this program has concluded it is not material to current or future years and the adjustment is no longer included within similar calculations. For the three and six months ended June 30, 2020, there was approximately $0.0 million and $0.5 million, respectively, of stock based compensation related to the 100k Milestone Gift program within cost of sales, which would impact all measures. For the three and six months ended June 30, 2019, there was approximately $3.3 million and $6.3 million, respectively, of stock based compensation related to the 100k Milestone Gift program impacting the

calculation of EBITDA ex-Gift, EBITDA Margin ex-Gift, Adjusted Net Loss, and Adjusted Net Loss per Share, including approximately $1.9 million and $2.7 million, respectively, within cost of sales impacting the calculation of Gross Profit ex-Gift and Gross Profit per Unit ex-Gift.

EBITDA and EBITDA Margin

EBITDA and EBITDA Margin are supplemental measures of operating performance that do not represent and should not be considered an alternative to net loss or cash flow from operations, as determined by GAAP. EBITDA is defined as net loss before interest expense, income tax expense, and depreciation and amortization expense. EBITDA Margin is EBITDA as a percentage of total revenues. We use EBITDA to measure the operating performance of our business and EBITDA Margin to measure our operating performance relative to our total revenues. We believe that EBITDA and EBITDA Margin are useful measures to us and to our investors because they exclude certain financial and capital structure items that we do not believe directly reflect our core operations and may not be indicative of our recurring operations, in part because they may vary widely across time and within our industry independent of the performance of our core operations. We believe that excluding these items enables us to more effectively evaluate our performance period-over-period and relative to our competitors. EBITDA and EBITDA Margin may not be comparable to similarly titled measures provided by other companies due to potential differences in methods of calculations. A reconciliation of EBITDA to net loss is the most directly comparable GAAP measure, and calculation of EBITDA Margin is as follows (dollars in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
Net loss[1]	$ (106,326)	$ (64,059)	$ (289,883)	$ (146,655)
Depreciation and amortization expense	17,629	8,887	33,440	16,830
Interest expense	19,915	19,315	48,777	34,963
Income tax provision	(238)	—	(238)	—
EBITDA	$ (69,020)	$ (35,857)	$ (207,904)	$ (94,862)
Total revenues	$ 1,118,334	$ 986,221	$ 2,216,550	$ 1,741,455
EBITDA Margin[2]	(6.2)%	(3.6)%	(9.4)%	(5.4)%

(1) Includes $0.0 million, $3.3 million, $0.5 million, and $6.3 million respectively, related to the 100k Milestone Gift.

(2) Includes 0.0%, 0.3%, 0.0%, and 0.4% respectively, related to the 100k Milestone Gift.

Liquidity and Capital Resources

General

We generate cash from the sale of used retail vehicles, the sale of wholesale vehicles, and proceeds from the sale of finance receivables originated in connection with the sale of used vehicles. We generate additional cash flows through our financing activities including our short-term revolving inventory and finance receivable facilities, real estate and equipment financing, the issuance of long-term notes, and new issuances of equity. Historically, cash generated from financing activities has funded growth and expansion into new markets and strategic initiatives and we expect this to continue in the future.

On March 24, 2020, we amended our Master Purchase and Sale Agreement with Ally to provide for the sale of up to $2.0 billion of principal balance of finance receivables to Ally. The amended agreement upsizes Ally's purchase commitment by approximately $1.6 billion, extends it to March 23, 2021, and broadens the set of customers covered by the agreement. This agreement gives us significant flexibility to serve customers during this period of heightened uncertainty.

Our ability to service our debt and fund working capital, capital expenditures, and business development efforts will depend on our ability to generate cash from operating and financing activities, which is subject to our future operating performance, as well as to general economic, financial, competitive, legislative, regulatory, and other conditions, some of which may be beyond our control. Our future capital requirements will depend on many factors, including the impact of COVID-19, our rate of revenue growth, our expansion into new markets, construction of vending machines and IRCs, and the timing and extent of our spending to support our technology and software development efforts.

We had the following liquidity resources available as of June 30, 2020 and December 31, 2019 (in thousands):

	June 30, 2020	December 31, 2019
Cash and cash equivalents	$ 246,299	$ 76,016
Availability under short-term revolving facilities (1)	806,697	279,080
Availability under sale-leaseback agreements (2)(3)	106,104	104,680
Committed liquidity resources available	**$ 1,159,100**	**$ 459,776**

(1) Based on pledging all eligible vehicles and finance receivables under the available capacity in the Floor Plan Facility and Finance Receivable Facilities, excluding the impact to restricted cash requirements.
(2) We have $75.0 million available for sale and leaseback transactions under the Master Sale-Leaseback Agreement with VMRE, and an additional $31.1 million and $29.7 million as of June 30, 2020 and December 31, 2019, respectively, available under sale-leaseback agreements with other parties.
(3) We have $213.5 million and $158.7 million of total unfunded gross real estate assets as of June 30, 2020 and December 31, 2019, respectively.

As of June 30, 2020 and December 31, 2019, the short-term revolving facilities had total capacity of $1.9 billion and $1.6 billion, an outstanding balance of $31.0 million and $568.8 million, and unused capacity of $1.8 billion and $1.0 billion, respectively.

We also had $52.6 million and $137.7 million of committed funds for future construction costs of four IRCs with unfinished construction as of June 30, 2020 and December 31, 2019, respectively.

In addition, we had $47.0 million and $13.5 million of total unpledged beneficial interests in securitizations as of June 30, 2020 and December 31, 2019, respectively.

As of June 30, 2020, the Company's restricted cash included approximately $117.7 million in collections accounts for finance receivables pledged to the Finance Receivables Facilities, the majority of which became unrestricted on July 15, 2020.

As of June 30, 2020 and December 31, 2019, our outstanding principal amount of indebtedness, including finance leases, was $1.1 billion and $1.5 billion, respectively, summarized in the table below (in thousands). See Note 9 — Debt Instruments and Note 15 — Leases included in Part I, Item 1, Financial Statements of this Quarterly Report on Form 10-Q for further information on our debt and finance leases.

	June 30, 2020	December 31, 2019
Asset-Based Financing:		
Inventory	$ 31,000	$ 515,487
Finance receivables and beneficial interests	70,443	138,335
Transportation fleet(1)	83,837	73,369
Real estate(2)	275,969	187,082
Total asset-based financing	461,249	914,273
Senior unsecured notes(3)	600,000	600,000
Total debt	1,061,249	1,514,273
Less: unamortized premium and debt issuance costs(4)	(12,111)	(13,642)
Total debt, net	$ 1,049,138	$ 1,500,631

(1) Amount includes notes payable and finance leases.
(2) Amount includes real estate financing and notes payable.
(3) As of both June 30, 2020 and December 31, 2019, Verde held $15.0 million of the Senior Notes.
(4) The unamortized debt issuance costs related to long-term debt are presented as a reduction of the carrying amount of the corresponding liabilities on our consolidated balance sheets. Unamortized debt issuance costs related to revolving debt arrangements are presented within other current assets and other assets on our consolidated balance sheets and not included

here. The unamortized premium is presented as an increase to the carrying amount of the senior unsecured notes on our consolidated balance sheets.

Cash Flows

The following table presents a summary of our consolidated cash flows from operating, investing and financing activities for the six months ended June 30, 2020 and 2019 (in thousands):

	Six Months Ended June 30,	
	2020	**2019**
Net cash used in operating activities	$ (175,422)	$ (294,834)
Net cash used in investing activities	(167,188)	(87,029)
Net cash provided by financing activities	590,437	335,550
Net increase (decrease) in cash, cash equivalents and restricted cash	247,827	(46,313)
Cash, cash equivalents and restricted cash at beginning of period	118,459	88,709
Cash, cash equivalents and restricted cash at end of period	$ 366,286	$ 42,396

Operating Activities

Our primary sources of operating cash flows result from the sales of used retail vehicles, wholesale vehicles, loans we originate, and ancillary products. Our primary uses of cash from operating activities are purchases of inventory, cash used to acquire customers, and personnel-related expenses. For the six months ended June 30, 2020, net cash used in operating activities was $175.4 million, a decrease of $119.4 million compared to net cash used in operating activities of $294.8 million for the six months ended June 30, 2019. The decrease in our net cash used in operating activities was primarily due to decreased cash used to purchase vehicle inventory. This was partially offset by increased net loss as a result of increased selling, general and administrative expenses.

Investing Activities

Our primary use of cash for investing activities is purchases of property and equipment to expand our operations. Cash used in investing activities was $167.2 million and $87.0 million during the six months ended June 30, 2020 and 2019, respectively, an increase of $80.2 million. The increase primarily relates to the increase in purchases of property and equipment, specifically related to the construction of new IRCs and vending machines. Constructing new IRCs and vending machines allows us to recondition more vehicles and reach additional customers. To finance these investments we have entered into various financing transactions, such as sale-leasebacks.

Financing Activities

Cash flows from financing activities primarily relate to our short and long-term debt activity and proceeds from equity issuances which have been used to provide working capital and for general corporate purposes, including paying down our short-term revolving facilities. Cash provided by financing activities was $590.4 million and $335.6 million during the six months ended June 30, 2020 and 2019, respectively, an increase of $254.9 million. The change primarily relates to increased proceeds from the issuances of Class A common stock, partially offset by decreased proceeds from short-term revolving facilities and long-term debt.

Contractual Obligations and Commitments

We have not entered into any material contractual obligations or commitments outside of the ordinary course of business since the most recently ended fiscal year as disclosed in the header "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our most recent Annual Report on Form 10-K.

Fair Value Measurements

We report money market securities, certain receivables, and beneficial interests in securitizations at fair value. See Note 17 — Fair Value of Financial Instruments, included in Part I, Item 1, Financial Statements, of this Quarterly Report on Form 10-Q, which is incorporated into this item by reference.

Off-Balance Sheet Arrangements

In the ordinary course of business, we sponsor and engage in securitization transactions to sell our finance receivables to a diverse pool of investors. These securitizations involve unconsolidated variable interest entities in which we retain at least 5% of the credit risk of the underlying finance receivables by holding at least 5% of the notes and certificates issued by these entities. We are exposed to market risk in the securitization market. See Note 8 — Securitizations and Variable Interest Entities, included in Part I, Item 1, Financial Statements, of this Quarterly Report on Form 10-Q, for further discussion regarding our transactions with unconsolidated variable interest entities.

Except as discussed above, we did not have any off-balance sheet arrangements as of June 30, 2020.

Critical Accounting Policies

Refer to Note 2 — Summary of Significant Accounting Policies, included in Part I, Item 1, Financial Statements, of this Quarterly Report on Form 10-Q for accounting pronouncements and material changes to our critical accounting policies since December 31, 2019. There have been no other material changes to our critical accounting policies and use of estimates from those described under "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our most recent Annual Report on Form 10-K.

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q, as well as information included in oral statements or other written statements made or to be made by us, contain statements that constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based on our current beliefs, expectations, and assumptions regarding the future of our business, future plans and strategies, and other future conditions. Forward-looking statements can be identified by words such as "anticipate," "believe," "envision," "estimate," "expect," "intend," "may," "plan," "predict," "project," "target," "potential," "will," "would," "could," "should," "continue," "ongoing," "contemplate," and other similar expressions, although not all forward-looking statements contain these identifying words. Examples of forward-looking statements include, among others, statements we make regarding:

- future financial position;
- business strategy;
- budgets, projected costs, and plans;
- future industry growth;
- financing sources;
- the impact of litigation, government inquiries, and investigations; and
- all other statements regarding our intent, plans, beliefs, or expectations or those of our directors or officers.

We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. Important factors that could cause actual results and events to differ materially from those indicated in the forward-looking statements include, among others, the following:

- the effect and consequences of the COVID-19 public health crisis on matters including U.S. and local economies; our business operations and continuity; the availability of corporate and consumer financing; the health and productivity of our employees; the ability of third-party providers to continue uninterrupted service; and the regulatory environment in which we operate;
- our history of losses and ability to maintain profitability in the future;
- our ability to effectively manage our rapid growth;
- our ability to maintain customer service quality and reputational integrity and enhance our brand;
- our limited operating history;
- the seasonal and other fluctuations in our quarterly operating results;
- our relationship with DriveTime and its affiliates;
- our management's accounting judgments and estimates, as well as changes to accounting policies;
- our ability to compete in the highly competitive industry in which we participate;
- the changes in prices of new and used vehicles;
- our ability to acquire desirable inventory;
- our ability to sell our inventory expeditiously;

- our ability to sell and generate gains on the sale of automotive finance receivables;
- our dependence on the sale of automotive finance receivables for a substantial portion of our gross profits;
- our exposure to credit losses and prepayments on our interests in automotive finance receivables;
- our reliance on credit data for the automotive finance receivables we sell;
- our ability to successfully market and brand our business;
- our reliance on internet searches to drive traffic to our website;
- our ability to comply with the laws and regulations to which we are subject;
- the changes in the laws and regulations to which we are subject;
- our ability to comply with the Telephone Consumer Protection Act of 1991;
- the evolution of regulation of the Internet and e-commerce;
- our ability to grow complementary product and service offerings;
- our ability to address the shift to mobile device technology by our customers;
- risks related to the larger automotive ecosystem;
- the geographic concentration where we provide services and recondition and store vehicle inventory;
- our ability to obtain affordable inventory insurance;
- our ability to raise additional capital;
- our ability to maintain adequate relationships with the lenders that finance our vehicle inventory purchases;
- the representations we make with regard to our finance receivables we sell;
- our reliance on our proprietary credit scoring model in the forecasting of loss rates;
- our reliance on internal and external logistics to transport our vehicle inventory;
- the risks associated with the construction and operation of our IRCs, hubs and vending machines, including our dependence on one supplier for construction and maintenance for our vending machines;
- our ability to finance vending machines and IRCs;
- our ability to protect the personal information and other data that we collect, process, and store;
- disruptions in availability and functionality of our website;
- our ability to protect our intellectual property, technology, and confidential information;
- our ability to defend against claims that our employees, consultants or advisors have wrongfully used or disclosed trade secrets or intellectual property;

- our ability to defend against intellectual property disputes;
- our ability to comply with the terms of open source licenses;

- conditions affecting automotive manufacturers, including manufacturer recalls;
- our reliance on third party technology to complete critical business functions;
- our dependence on key personnel to operate our business;
- the resources required to comply with public company obligations;
- the diversion of management’s attention and other disruptions associated with potential future acquisitions;
- the restrictions that could limit the flexibility in operating our business imposed by the covenants contained in the indenture governing our senior unsecured notes;
- the legal proceedings to which we may be subject in the ordinary course of business;
- risks relating to our corporate structure and tax receivable agreements; and
- other factors disclosed in the section titled "Risk Factors" in our most recent Annual Report on Form 10-K and other filings we make with the Securities and Exchange Commission.

The forward-looking statements in this Quarterly Report on Form 10-Q represent our views as of the date of this Report. We undertake no obligation to publicly update any forward-looking statements whether as a result of new information, future developments or otherwise.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes to our quantitative and qualitative disclosures about market risk from those described under "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our most recent Annual Report on Form 10-K.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including the chief executive officer and chief financial officer, we conducted an evaluation of the effectiveness of our disclosure controls and procedures (as such term is 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. Based on this evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective as of such date. Our disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and that such information is accumulated and communicated to management, including the chief executive officer and chief financial officer, to allow timely decisions regarding required disclosure.

Changes in Internal Controls Over Financial Reporting

There were no changes to our internal control over financial reporting that occurred during the three months ended June 30, 2020 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we are involved in various claims and legal actions that arise in the ordinary course of business. Although the results of litigation and claims cannot be predicted with certainty, we do not believe that the ultimate resolution of these actions will have a material adverse effect on our financial position, results of operations, liquidity and capital resources.

Future litigation may be necessary to defend ourselves and our partners by determining the scope, enforceability and validity of third party proprietary rights or to establish our proprietary rights. The results of any current or future litigation cannot be predicted with certainty, and regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors disclosed under the heading "Risk Factors" in our most recent Annual Report on Form 10-K and in our Quarterly Report on Form 10-Q filed May 6, 2020. As we disclosed in our Form 10-Q filed May 6, 2020:

The COVID-19 pandemic is adversely affecting, and could continue to adversely affect, our business, operating results, financial condition and prospects.

COVID-19 was identified in China in late 2019 and has spread globally. The rapid spread has resulted in authorities implementing numerous measures to try to contain the virus, such as travel bans and restrictions, quarantines, shelter in place orders and shutdowns. These measures have impacted and may further impact all or portions of our workforce and operations, the behavior of our customers, and the operations of our partners, vendors, and suppliers. While the federal and state governments have taken measures to try to contain the COVID-19 pandemic, there is considerable uncertainty regarding such measures and potential future measures. Future restrictions on our access to and utilization of our logistics and distribution network, our corporate offices, our inspection and reconditioning centers, our hubs, our vending machines, and/or our support operations or workforce, or similar limitations for our partners, vendors, or suppliers, and restrictions or disruptions of transportation, could limit our ability to conduct our business and have a material adverse effect on our business, operating results, financial condition and prospects. There is no certainty that measures taken by governmental authorities will be sufficient to mitigate the risks posed by the COVID-19 pandemic, and our ability to perform critical functions could be harmed.

The COVID-19 pandemic has also significantly increased economic and demand uncertainty, and has led to disruption and volatility in the global capital markets, which can increase the cost of capital and adversely impact access to capital. It is likely that the COVID-19 pandemic will cause an economic slowdown, and it is possible that it could cause a global recession. Decreases in consumer demand could adversely affect the market for used vehicles and, as a result, reduce the number of consumers using our platform. Consumer purchases of new and used vehicles generally decline during recessionary periods and other periods in which disposable income is adversely affected. Further risks related to negative economic conditions are described in our risk factor titled "Our business is subject to risks related to the larger automotive ecosystem, including consumer demand, global supply chain challenges, and other macroeconomic issues." under “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2019.

The ultimate magnitude of COVID-19, including the extent of its impact on our financial and operational results, which could be material, will be determined by the length of time that the pandemic continues, its effect on the demand for our vehicles, our inventory supply chain and distribution, and the capital markets, as well as the effect of governmental regulations imposed in response to the pandemic. We cannot at this time predict the impact of the COVID-19 pandemic, but it could continue to have a material adverse effect on our business, operating results, financial condition and prospects.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Recent Sales of Unregistered Securities

There were no unregistered sales of equity during the six months ended June 30, 2020, except as otherwise previously reported.

During the six months ended June 30, 2020, pursuant to the terms of the Exchange Agreement entered into in connection with our IPO, certain LLC Unitholders exchanged approximately 0.5 million LLC Units and approximately 0.0 million shares of Class B common stock for approximately 0.4 million newly-issued shares of Class A common stock. These shares were issued in reliance on an exemption from registration pursuant to Section 4(a)(2) of the Securities Act of 1933.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit No.	Description
10.1*	Tenth Amendment to the Amended and Restated Master Purchase and Sale Agreement, filed herewith.
10.2	Eleventh Amendment to the Amended and Restated Master Purchase and Sale Agreement, filed herewith.
31.1	Certification of the Chief Executive Officer Pursuant to Rule 13a-14(a), filed herewith.
31.2	Certification of the Chief Financial Officer Pursuant to Rule 13a-14(a), filed herewith.
32.1	Certification of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, filed herewith.
32.2	Certification of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, filed herewith.
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

* Certain portions of the exhibit (indicated by "[***]") have been omitted as the Registrant has determined (i) the omitted information is not material and (ii) the omitted information would likely cause competitive harm to the Registrant if publicly disclosed.

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.

Date: August 5, 2020	**Carvana Co.**
	(Registrant)
	By: /s/ Mark Jenkins
	Mark Jenkins
	Chief Financial Officer
	(On behalf of the Registrant and as Principal Financial Officer)