TANGER FACTORY OUTLET CENTERS INC
Form 10-Q
November 06, 2009

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

FORM 10-Q

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

For the quarterly period ended September 30, 2009
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 No. 1-11986

TANGER FACTORY OUTLET CENTERS, INC.
(Exact name of Registrant as specified in its Charter)

NORTH CAROLINA	56-1815473
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

3200 Northline Avenue, Suite 360, Greensboro, North Carolina 27408
(Address of principal executive offices)
(Zip code)

(336) 292-3010
(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or 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 ý No ¨

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ý	Accelerated filer ¨	Non-accelerated filer ¨	Smaller reporting company ¨

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

40,278,284 shares of Common Stock,
$.01 par value, outstanding as of November 1, 2009

1

TANGER FACTORY OUTLET CENTERS, INC.

Index

		Page Number
	Part I. Financial Information	
Item 1.	Financial Statements (Unaudited)	
	Consolidated Balance Sheets - as of September 30, 2009 and December 31, 2008	3
	Consolidated Statements of Operations - for the three and nine months ended September 30, 2009 and 2008	4
	Consolidated Statements of Cash Flows - for the nine months ended September 30, 2009 and 2008	5
	Notes to Consolidated Financial Statements	6
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	19
Item 3.	Quantitative and Qualitative Disclosures about Market Risk	30
Item 4.	Controls and Procedures	31
	Part II. Other Information	
Item 1.	Legal Proceedings	31
Item 1A.	Risk Factors	31
Item 6.	Exhibits	32
Signatures		32

PART I. – FINANCIAL INFORMATION

Item 1 – Financial Statements

TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share data)
(Unaudited)

	September 30, 2009	December 31, 2008 (as adjusted)
ASSETS:		
Rental property		
Land	$ 135,605	$ 135,689
Buildings, improvements and fixtures	1,349,310	1,260,243
Construction in progress	---	3,823
	1,484,915	1,399,755
Accumulated depreciation	(396,508)	(359,301)
Rental property, net	1,088,407	1,040,454
Cash and cash equivalents	4,401	4,977
Investments in unconsolidated joint ventures	9,569	9,496
Deferred charges, net	41,572	37,750
Other assets	32,646	29,248
Total assets	$ 1,176,595	$ 1,121,925
LIABILITIES AND EQUITY		
Liabilities		
Debt		
Senior, unsecured notes (net of discount of $917 and $9,137, respectively)	$ 256,293	$ 390,363
Mortgage payable (including a debt discount of $554 and $0, respectively)	35,246	---
Unsecured term loan	235,000	235,000
Unsecured lines of credit	54,000	161,500
	580,539	786,863
Construction trade payables	7,957	11,968
Accounts payable and accrued expenses	34,235	26,277
Other liabilities	28,864	30,914
Total liabilities	651,595	856,022
Commitments		
Equity		
Tanger Factory Outlet Centers, Inc. equity		
Preferred shares, 7.5% Class C, liquidation preference $25 per share, 8,000,000 shares authorized, 3,000,000 shares issued and outstanding at September 30, 2009 and December 31, 2008	75,000	75,000

Common shares, $.01 par value, 150,000,000 shares authorized, 40,278,284 and 31,667,501 shares issued and outstanding at September 30, 2009 and December 31, 2008, respectively	403	317
Paid in capital	595,240	371,190
Distributions in excess of net income	(197,725)	(201,679)
Accumulated other comprehensive loss	(6,824)	(9,617)
Equity attributable to Tanger Factory Outlet Centers, Inc.	466,094	235,211
Equity attributable to noncontrolling interest in Operating Partnership	58,906	30,692
Total equity	525,000	265,903
Total liabilities and equity	$ 1,176,595	$ 1,121,925

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

TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)
(Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2009	2008 (as adjusted)	2009	2008 (as adjusted)
Revenues				
Base rentals	$ 44,160	$ 40,519	$130,512	$ 116,374
Percentage rentals	1,442	1,811	3,690	4,109
Expense reimbursements	19,069	18,277	56,662	51,447
Other income	5,646	2,166	9,278	5,124
Total revenues	70,317	62,773	200,142	177,054
Expenses				
Property operating	21,353	20,678	63,895	57,422
General and administrative	15,763	6,217	27,518	17,165
Depreciation and amortization	20,213	15,320	60,262	45,593
Impairment charge	---	---	5,200	---
Total expenses	57,329	42,215	156,875	120,180
Operating income	12,988	20,558	43,267	56,874
Interest expense	(8,692)	(9,811)	(29,466)	(30,153)
Gain on early extinguishment of debt	---	---	10,467	---
Gain on fair value measurement of previously held interest in acquired joint venture	---	---	31,497	---
Loss on settlement of US treasury rate locks	---	---	---	(8,910)
Income before equity in earnings (losses) of unconsolidated joint ventures	4,296	10,747	55,765	17,811
Equity in earnings (losses) of unconsolidated joint ventures	68	596	(1,346)	1,548
Net income	4,364	11,343	54,419	19,359
Noncontrolling interest	(407)	(1,621)	(7,938)	(2,473)
Net income attributable to Tanger Factory Outlet Centers, Inc.	$ 3,957	$ 9,722	$ 46,481	$ 16,886
Basic earnings per common share				
Income from continuing operations	$ .06	$ .26	$ 1.20	$ .39
Net income	$ .06	$ .26	$ 1.20	$ .39
Diluted earnings per common share				

Income from continuing operations	$ .06	$ .26	$ 1.20	$ .38
Net income	$ .06	$ .26	$ 1.20	$ .38
Dividends paid per common share	$ .3825	$ .38	$ 1.145	$ 1.12

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

4

TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Nine Months Ended September 30,	
	2009	2008 (as adjusted)
OPERATING ACTIVITIES		
Net income	$ 54,419	$ 19,359
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	60,262	45,620
Impairment charge	5,200	---
Amortization of deferred financing costs	1,169	1,158
Gain on sale of land outparcel	(3,293)	---
Gain on early extinguishment of convertible debt	(10,467)	---
Gain on fair value measurement of previous interest held in acquired joint venture	(31,497)	---
Loss on settlement of US treasury rate locks	---	8,910
Equity in (earnings) losses of unconsolidated joint ventures	1,346	(1,548)
Compensation expense related to restricted shares and options granted	10,969	4,024
Amortization of debt premiums and discount, net	972	822
Distributions of cumulative earnings from unconsolidated joint ventures	510	2,655
Net accretion of market rent rate adjustment	(266)	(228)
Straight-line base rent adjustment	(1,955)	(2,697)
Increase (decrease) due to changes in:		
Other assets	948	(265)
Accounts payable and accrued expenses	7,103	(5,741)
Net cash provided by operating activities	95,420	72,069
INVESTING ACTIVITIES		
Additions to rental property	(25,105)	(102,587)
Acquisition of remaining interests in unconsolidated joint venture, net of cash acquired	(31,086)	---
Proceeds from sale of land outparcel	1,577	---
Additions to investments in unconsolidated joint ventures	(95)	(1,577)
Additions to deferred lease costs	(3,261)	(3,295)
Net cash used in investing activities	(57,970)	(107,459)
FINANCING ACTIVITIES		
Cash dividends paid	(42,527)	(39,503)
Distributions to noncontrolling interest in Operating Partnership	(6,946)	(6,791)
Proceeds from issuance of common shares	116,819	---
Proceeds from debt issuances	149,150	687,170
Repayments of debt	(256,650)	(609,228)

Proceeds from tax incremental financing	945	4,646
Additions to deferred financing costs	(443)	(2,151)
Proceeds from exercise of options	1,626	2,588
Net cash provided by (used in) financing activities	(38,026)	36,731
Net increase (decrease) in cash and cash equivalents	(576)	1,341
Cash and cash equivalents, beginning of period	4,977	2,412
Cash and cash equivalents, end of period	$ 4,401	$ 3,753

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

TANGER FACTORY OUTLET CENTERS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Business

Tanger Factory Outlet Centers, Inc. and subsidiaries is one of the largest owners and operators of outlet centers in the United States. We are a fully-integrated, self-administered and self-managed real estate investment trust, or REIT, which focuses exclusively on developing, acquiring, owning, operating and managing outlet shopping centers. As of September 30, 2009, we owned and operated 31 outlet centers, with a total gross leasable area of approximately 9.2 million square feet. These outlet centers were 96% occupied. Also, we operated and had partial ownership interests in two outlet centers totaling approximately 950,000 square feet.

Our outlet centers and other assets are held by, and all of our operations are conducted by, Tanger Properties Limited Partnership and subsidiaries. Accordingly, the descriptions of our business, employees and properties are also descriptions of the business, employees and properties of the Operating Partnership. Unless the context indicates otherwise, the term “Company” refers to Tanger Factory Outlet Centers, Inc. and subsidiaries and the term “Operating Partnership” refers to Tanger Properties Limited Partnership and subsidiaries. The terms “we”, “our” and “us” refer to the Company or the Company and the Operating Partnership together, as the text requires.

We own the majority of the units of partnership interest issued by the Operating Partnership through our two wholly-owned subsidiaries, the Tanger GP Trust and the Tanger LP Trust. The Tanger GP Trust controls the Operating Partnership as its sole general partner. The Tanger LP Trust holds a limited partnership interest. The Tanger family, through its ownership of the Tanger Family Limited Partnership holds the remaining units as a limited partner. Stanley K. Tanger, our founder and a member of our Board of Directors, is the sole general partner of the Tanger Family Limited Partnership.

2. Basis of Presentation

Our unaudited consolidated financial statements have been prepared pursuant to accounting principles generally accepted in the United States of America and should be read in conjunction with the consolidated financial statements and notes thereto of our Annual Report on Form 10-K for the year ended December 31, 2008 and in conjunction with the Current Report on Form 8-K that was filed on July 2, 2009 solely to reflect certain retrospective accounting adjustments described below with respect to the financial information contained in the Company’s Annual Report on Form 10-K for the year ended December 31, 2008. The December 31, 2008 balance sheet data in this Form 10-Q was derived from audited financial statements. Certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the Securities and Exchange Commission’s ("SEC") rules and regulations, although management believes that the disclosures are adequate to make the information presented not misleading. Certain prior period amounts have been reclassified to conform to the current period presentation, including changes resulting from the adoption on January 1, 2009 of new accounting pronouncements regarding convertible debt instruments that may be settled in cash upon conversion (including partial cash settlement), noncontrolling interests in consolidated financial statements and earnings per share, as discussed below.

On July 1, 2009, the FASB Accounting Standards Codification (the “Codification”) became the authoritative source of accounting principles to be applied to financial statements prepared in accounting with Generally Accepted Accounting Principles (“GAAP”). In accordance with the Codification, citations to accounting literature in this report are presented in plain English.

The accompanying unaudited consolidated financial statements include our accounts, our wholly-owned subsidiaries, as well as the Operating Partnership and its subsidiaries and reflect, in the opinion of management, all adjustments necessary for a fair statement of the interim consolidated financial statements. All such adjustments are of a normal and recurring nature. Intercompany balances and transactions have been eliminated in consolidation. We have performed an evaluation of subsequent events through November 6, 2009, which is the date the Quarterly Report on Form 10-Q was filed.

Investments in real estate joint ventures that represent non-controlling ownership interests are accounted for using the equity method of accounting. These investments are recorded initially at cost and subsequently adjusted for our equity in the venture's net income (loss) and cash contributions and distributions.

Adoption of Recent Accounting Pronouncements

Convertible Debt

Effective January 1, 2009, we retrospectively adopted guidance related to convertible debt instruments that may be settled in cash upon conversion (including partial cash settlements). In August 2006 we issued $149.5 million of Exchangeable Notes at an interest rate of 3.75 %, or the Exchangeable Notes. These Exchangeable Notes were within the scope of the new accounting guidance, which requires bifurcation of the Exchangeable Notes into a debt component that is initially recorded at fair value and an equity component. The difference between the fair value of the debt component and the initial proceeds from issuance of the instrument is recorded as a component of equity. The liability component of the debt instrument is accreted to par using the effective interest method over the remaining life of the debt (the first redemption date in August 2011). The accretion is reported as a component of interest expense. The equity component is not subsequently re-valued as long as it continues to qualify for equity treatment. Upon implementation of this accounting change we did the following:

a. We concluded that the difference between the fair value of the debt component at issuance and the initial proceeds received was approximately $15.0 million based on a market interest rate of 6.11%. Therefore, we recorded an increase to equity of approximately $15.0 million. The corresponding debt discount of $15.0 million recognized was as a reduction to the carrying value of the Exchangeable Notes on the balance sheets.

b. We also reclassified upon adoption approximately $363,000 of unamortized financing costs to shareholders' equity as these costs were attributable to the issuance of the conversion feature associated with the Exchangeable Notes.

c. Distributions in excess of net income as of December 31, 2008 includes a decrease of approximately $5.1 million for the cumulative accretion of the debt discount from August 2006 through December 31, 2008.

d. The revised diluted earnings per common share for the three and nine months ended September 30, 2008 were reduced by $.02 and $.05 per share, respectively, from their originally recorded amounts.

In May 2009, we completed an exchange offering where we retired a principal amount of $142.3 million of the outstanding Exchangeable Notes and issued approximately 4.9 million common shares in exchange for the related Exchangeable Notes. See Note 6 for further discussion.

The Exchangeable Notes issued in 2006 had an outstanding principal amount of $7.2 million and $149.5 million, respectively, as of September 30, 2009 and December 31, 2008 and are reflected on our consolidated balance sheets as follows (in millions):

	As of September 30, 2009	As of December 31, 2008
Equity component carrying amount	$0.7	$15.0
Unamortized debt discount	$0.3	$8.5
Net debt carrying amount	$6.9	$141.0

Non-cash interest expense related to the accretion of the debt discounts, net of additional capitalized amounts and reclassified loan cost amortization, and contractual coupon interest expense were recognized for the three and nine month periods ended September 30, 2009 and 2008, as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
Non-cash interest	$ 37	$ 727	$ 1,117	$ 2,149
Contractual coupon interest	$ 67	$ 1,402	$ 2,085	$ 4,205

7

Noncontrolling Interests in Consolidated Financial Statements

In December 2007, guidance was issued that establish accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. The guidance clarifies that a noncontrolling interest in a subsidiary should be reported as equity in the consolidated balance sheet and the noncontrolling interest's share of earnings is included in consolidated net income. The calculation of earnings per share continues to be based on income amounts attributable to the Company. We adopted the guidance effective January 1, 2009 which required retrospective adoption of the presentation and disclosure requirements for existing noncontrolling interests. All other requirements are applied prospectively. Upon adoption we did the following:

a. We reclassified the noncontrolling interests of the Operating Partnership from the mezzanine section of our balance sheets to equity but separate from the equity attributable to the Company. This reclassification totaled $30.7 million as of December 31, 2008.

b. We display on the statements of operations net income at levels that include the amounts attributable to both the Company and the noncontrolling interest. We also display the amounts of net income attributable to the Company separate from net income attributable to the noncontrolling interest. Previously, net income attributable to the noncontrolling interest was reported as an expense or other deduction in arriving at net income.

The following table provides a reconciliation of the beginning and the ending carrying amounts of total equity, equity attributable to Tanger Factory Outlet Centers, Inc. and equity attributable to the noncontrolling interest in the Operating Partnership (in thousands, except share and per share amounts):

	Equity of Tanger Factory Outlet Centers, Inc.							
	Preferred shares	Common shares	Paid in capital	Distributions in excess of earnings	Accumulated other comprehensive income (loss)	Tanger Factory Outlet Centers, Inc. equity	Noncontrolling interest in Operating Partnership	Total Equity
Balance at December 31, 2008 as previously reported	$75,000	$317	$358,891	$ (196,535)	$ (9,617)	$ 228,056	$ ---	$228,056
Cumulative effect from adoption of guidance regarding convertible debt instruments that may be settled in cash upon conversion (including partial cash settlements)			12,299	(5,144)		7,155	1,371	8,526
Reclassification upon adoption of							29,321	29,321

guidance related to accounting for noncontrolling interests in a subsidiary								
Balance at December 31, 2008 as adjusted	$75,000	$317	$371,190	$ (201,679)	$ (9,617)	$ 235,211	$ 30,692	$265,903
Comprehensive Income:								
Net Income				46,481		46,481	7,938	54,419
Other comprehensive income					2,793	2,793	523	3,316
Total comprehensive income					2,793	49,274	8,461	57,735
Compensation under incentive award plan			10,969			10,969		10,969
Issuance of 85,845 common shares upon exercise of options		1	1,625			1,626		1,626
Grant of 207,500 restricted shares		2	(2)					
Issuance of 4.9 million common shares in connection with exchange offering related to convertible debt accounted for under FSP 14-1, net of reacquired equity		49	121,371			121,420		121,420
Issuance of 3.45 million common, shares, net of issuance costs of $5.7 million		34	116,786			116,820		116,820
Adjustment for noncontrolling interest in Operating Partnership			(26,699)			(26,699)	26,699	---
Preferred dividends ($1.40625 per				(4,219)		(4,219)		(4,219)

share)								
Common dividends ($1.145 per share)				(38,308)		(38,308)		(38,308)
Distributions to noncontrolling interest in the Operating Partnership							(6,946)	(6,946)
Balance at September 30, 2009	$75,000	$403	$595,240	$ (197,725)	$ (6,824)	$ 466,094	$ 58,906	$525,000

Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities

On January 1, 2009, we adopted accounting guidance that addresses whether instruments granted in share-based payment awards are participating securities prior to vesting, and therefore, need to be included in the earnings allocation when computing earnings per share under the two-class method. Unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. Upon adoption, all prior-period earnings per share data are required to be adjusted retrospectively. There was no impact upon retrospective application for the three months ended September 30, 2008 per share on a diluted basis. For the nine months ended September 30, 2008, the retrospective application resulted in a decrease of $.01 per share on a diluted basis.

Reclassifications

Certain amounts in the December 31, 2008 consolidated balance sheet have been reclassified to the caption “other liabilities” from the caption “accounts payable and accrued expenses” to conform to the presentation of the consolidated balance sheet presented as of September 30, 2009. The caption other liabilities includes the fair value of derivative instruments and the liability related to the Washington County, Pennsylvania tax increment financing obligation.

3. Rental Properties

Expansions at Existing Centers

During the second quarter of 2009, we completed construction of a 23,000 square foot expansion at our Commerce II, Georgia outlet center. The majority of the tenants opened during the second quarter of 2009.

No interest costs were capitalized for the three months ended September 30, 2009. Interest costs capitalized during the three months ended September 30, 2008 amounted to $560,000 and for the nine months ended September 30, 2009 and 2008 amounted to $84,000 and $1.7 million, respectively.

Impairment Charge

Rental property held and used by us is reviewed for impairment in the event that facts and circumstances indicate the carrying amount of an asset may not be recoverable. In such an event, we compare the estimated future undiscounted cash flows associated with the asset to the asset’s carrying amount, and if less, recognize an impairment loss in an amount by which the carrying amount exceeds its fair value.

During the second quarter 2009, we determined for our Commerce I, GA outlet center that the estimated future undiscounted cash flows of that property did not exceed the property’s carrying value based on deteriorating amounts of net operating income and the expectation that the occupancy rate of the property will significantly decrease in future periods. Therefore, we recorded a $5.2 million non-cash impairment charge in our consolidated statement of operations which equaled the excess of the property’s carrying value over its fair value. We determined the fair value using a market approach whereby we considered the prevailing market income capitalization rates and sales data for transactions involving similar assets.

Tax Increment Financing

In December 2006 the Redevelopment Authority of Washington County, Pennsylvania issued tax increment financing bonds to finance a portion of the public infrastructure improvements related to the construction of the Tanger outlet center in Washington, PA. We received the net proceeds from the bond issuance as reimbursement as we spent funds on qualifying assets as defined in the bond agreement. Debt service of these bonds is funded by 80% of the incremental real property taxes assessed within the tax increment financing district and any shortfalls in the debt service are funded by special assessments on the Washington, PA property. We originally recorded in other liabilities on our consolidated balance sheet approximately $17.5 million which represents the funds that we have received and expect to receive from the bonds. Associated with this liability is a discount of $6.1 million representing the difference between the amount received and the total amount of the bonds issued. The principal amount of bonds issued totaled $23.6 million, mature in July 2035 and bear interest at an effective rate of 8.10% and a stated rate of 5.45%. For the three and nine months ended September 30, 2009, approximately $322,000 and $1.0 million, respectively, of interest expense related to this bond is included in the consolidated statement of operations.

Also in August 2009, we closed on the sale of an outparcel of land at our property in Washington, PA. The net proceeds from the sale were approximately $1.6 million. A condition of the sale was the assumption by the buyer of approximately $2.6 million of the tax increment financing liability. The gain on sale of outparcel of approximately $3.3 million was included in other income in the statement of operations. As of September 30, 2009, after accounting for the assumption by the buyer, the net carrying amount of our obligations under the bonds totaled $15.0 million. Estimated principal reductions over the next five years are expected to approximate $633,000.

Change in Accounting Estimate

During the first quarter of 2009, we obtained approval from Beaufort County, South Carolina to implement a redevelopment plan at the Hilton Head I, SC outlet center. Based on our current redevelopment timeline, we determined that the estimated remaining useful life of the existing outlet center is approximately three years. As a result of this change in useful lives, additional depreciation and amortization of approximately $2.0 million and $4.5 million was recognized during the three and nine months ended September 30, 2009. The accelerated depreciation and amortization reduced income from continuing operations and net income by approximately $.05 and $.11 per share for the three and nine months ended September 30, 2009.

4. Acquisition of Rental Property

On January 5, 2009, we purchased the remaining 50% interest in the joint venture that owned the outlet center in Myrtle Beach, SC on Hwy 17 for a cash price of $32.0 million, which was net of the assumption of the existing mortgage loan of $35.8 million. The acquisition was funded by amounts available under our unsecured lines of credit. We had owned a 50% interest in the Myrtle Beach Hwy 17 joint venture since its formation in 2001 and accounted for it under the equity method. The joint venture is now 100% owned by us and has therefore been consolidated in 2009.

In December 2007, revised guidance was issued relating to business combinations that requires the acquisition method of accounting be used for all business combinations for which the acquisition date is on or after January 1, 2009, as well as for an acquirer to be identified for each business combination. The following table illustrates the fair value of the total consideration transferred and the amounts of the identifiable assets acquired and liabilities assumed at the acquisition date (in thousands):

Cash	$ 32,000
Debt assumed	35,800

Fair value of total consideration transferred	67,800
Fair value of our equity interest in Myrtle Beach Hwy 17 held before the acquisition	31,957
Total	$ 99,757

The following table summarizes the allocation of the purchase price to the identifiable assets acquired and liabilities assumed as of January 5, 2009, the date of acquisition (in thousands) and the weighted average amortization period by major intangible asset class (in years):