

WEINGARTEN REALTY INVESTORS /TX/
Form 10-Q/A
September 07, 2011
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarter ended June 30, 2011

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 1-9876

Weingarten Realty Investors

(Exact name of registrant as specified in its charter)

TEXAS
(State or other jurisdiction of incorporation or organization)

74-1464203
(I.R.S. Employer Identification No.)

2600 Citadel Plaza Drive
P.O. Box 924133
Houston, Texas
(Address of principal executive offices)

77292-4133
(Zip Code)

(713) 866-6000

(Registrant's telephone number)

(Former name, former address and former fiscal

year, if changed since last report)

Edgar Filing: WEINGARTEN REALTY INVESTORS /TX/ - Form 10-Q/A

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or 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 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, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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

As of August 1, 2011, there were 120,835,999 common shares of beneficial interest of Weingarten Realty Investors, \$.03 par value, outstanding.

Table of Contents

EXPLANATORY NOTE

The purpose of this Amendment No. 1 to Weingarten Realty Investors Quarterly Report on Form 10-Q for the quarter ended June 30, 2011 (Form 10-Q) is to furnish Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T. Exhibit 101 consists of the following items from the Form 10-Q for the quarter ended June 30, 2011, filed with the Securities and Exchange Commission on August 9, 2011, formatted in XBRL (eXtensible Business Reporting Language):

101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

Also, subsequent to our 10-Q filing, we entered into two agreements qualifying as subsequent events. The first agreement is a term loan as described in Note 6, and the second agreement is a purchase agreement as described in Note 12. No other changes have been made to the Form 10-Q. Except for these subsequent events, this Amendment No. 1 does not modify or update in any way disclosures made in the original filing.

Table of Contents

TABLE OF CONTENTS

PART I.	Financial Information:	Page Number
Item 1.	<u>Financial Statements (unaudited):</u>	
	<u>Condensed Consolidated Statements of Income and Comprehensive Income for the Three and Six Months Ended June 30, 2011 and 2010</u>	4
	<u>Condensed Consolidated Balance Sheets as of June 30, 2011 and December 31, 2010</u>	5
	<u>Condensed Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2011 and 2010</u>	6
	<u>Condensed Consolidated Statements of Equity for the Six Months Ended June 30, 2011 and 2010</u>	7
	<u>Notes to Condensed Consolidated Financial Statements</u>	8
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	36
Item 3.	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	45
Item 4.	<u>Controls and Procedures</u>	46
PART II.	Other Information:	
Item 1.	<u>Legal Proceedings</u>	46
Item 1A.	<u>Risk Factors</u>	46
Item 2.	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	46
Item 3.	<u>Defaults Upon Senior Securities</u>	46
Item 4.	<u>Removed and Reserved</u>	46
Item 5.	<u>Other Information</u>	46
Item 6.	<u>Exhibits</u>	46
	<u>Signatures</u>	47
	<u>Exhibit Index</u>	48

Table of Contents**PART I-FINANCIAL INFORMATION****ITEM 1. Financial Statements (unaudited)****WEINGARTEN REALTY INVESTORS****CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME****(Unaudited)****(In thousands, except per share amounts)**

	\$(7,166)00000		\$(7,166)00000	
	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2011	2010	2011	2010
Revenues:				
Rentals, net	\$ 135,521	\$ 134,320	\$ 266,894	\$ 267,399
Other	5,704	3,471	8,426	6,484
Total	141,225	137,791	275,320	273,883
Expenses:				
Depreciation and amortization	39,609	37,685	78,040	73,542
Operating	26,839	25,581	51,122	51,373
Real estate taxes, net	16,327	16,218	33,072	32,973
Impairment loss	18,892	15,825	19,662	16,061
General and administrative	6,612	6,069	13,168	12,660
Total	108,279	101,378	195,064	186,609
Operating Income	32,946	36,413	80,256	87,274
Interest Expense, net	(37,324)	(37,280)	(74,170)	(74,719)
Interest and Other Income, net	1,423	972	3,478	3,835
Equity in Earnings of Real Estate Joint Ventures and Partnerships, net	3,579	2,630	6,976	5,866
Loss on Redemption of Convertible Senior Unsecured Notes	-	(135)	-	(135)
Gain on Acquisition	4,559	-	4,559	-
Gain on Land and Merchant Development Sales	1	-	963	-
(Provision) Benefit for Income Taxes	(119)	320	197	(156)
Income from Continuing Operations	5,065	2,920	22,259	21,965
Operating (Loss) Income from Discontinued Operations	(2,261)	138	(2,365)	367
Gain on Sale of Property from Discontinued Operations	-	618	-	618
(Loss) Income from Discontinued Operations	(2,261)	756	(2,365)	985
Gain (Loss) on Sale of Property	135	(6)	233	842
Net Income	2,939	3,670	20,127	23,792
Less: Net Income Attributable to Noncontrolling Interests	(1,236)	(367)	(2,328)	(1,381)

Edgar Filing: WEINGARTEN REALTY INVESTORS /TX/ - Form 10-Q/A

Net Income Adjusted for Noncontrolling Interests	1,703	3,303	17,799	22,411
Dividends on Preferred Shares	(8,869)	(8,869)	(17,738)	(17,738)
Net (Loss) Income Attributable to Common Shareholders	\$ (7,166)	\$ (5,566)	\$ 61	\$ 4,673

Earnings Per Common Share - Basic:

(Loss) income from continuing operations attributable to common shareholders	\$ (0.04)	\$ (0.05)	\$ 0.02	\$ 0.03
(Loss) income from discontinued operations	(0.02)	-	(0.02)	0.01
Net (loss) income attributable to common shareholders	\$ (0.06)	\$ (0.05)	\$ -	\$ 0.04

Earnings Per Common Share - Diluted:

(Loss) income from continuing operations attributable to common shareholders	\$ (0.04)	\$ (0.05)	\$ 0.02	\$ 0.03
(Loss) income from discontinued operations	(0.02)	-	(0.02)	0.01
Net (loss) income attributable to common shareholders	\$ (0.06)	\$ (0.05)	\$ -	\$ 0.04

Comprehensive Income:

Net Income	\$ 2,939	\$ 3,670	\$ 20,127	\$ 23,792
Net unrealized loss on derivatives	(401)	-	(290)	-
Amortization of loss on derivatives	619	619	1,238	1,328
Comprehensive Income	3,157	4,289	21,075	25,120
Comprehensive Income Attributable to Noncontrolling Interests	(1,236)	(367)	(2,328)	(1,381)
Comprehensive Income Adjusted for Noncontrolling Interests	\$ 1,921	\$ 3,922	\$ 18,747	\$ 23,739

See Notes to Condensed Consolidated Financial Statements.

Table of Contents

WEINGARTEN REALTY INVESTORS
CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

(In thousands, except per share amounts)

	June 30, 2011	December 31, 2010
ASSETS		
Property	\$ 4,827,374	\$ 4,777,794
Accumulated Depreciation	(1,025,170)	(971,249)
Property, net *	3,802,204	3,806,545
Investment in Real Estate Joint Ventures and Partnerships, net	345,404	347,526
Total	4,147,608	4,154,071
Notes Receivable from Real Estate Joint Ventures and Partnerships	159,760	184,788
Unamortized Debt and Lease Costs, net	120,625	