

MID AMERICA APARTMENT COMMUNITIES INC
Form 10-Q
August 06, 2009

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, 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 Number: 1-12762

MID-AMERICA APARTMENT COMMUNITIES, INC.
(Exact name of registrant as specified in its charter)

TENNESSEE
(State or other jurisdiction of
incorporation or organization)

62-1543819
(I.R.S. Employer Identification No.)

6584 POPLAR AVENUE, SUITE 300
MEMPHIS, TENNESSEE
(Address of principal executive offices)

38138
(Zip Code)

(901) 682-6600
(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 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 "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act

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

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

Yes No

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

Class	Number of Shares Outstanding at July 20, 2009
Common Stock, \$0.01 par value	28,223,575

MID-AMERICA APARTMENT COMMUNITIES, INC.

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Mid-America Apartment Communities, Inc.
 Condensed Consolidated Balance Sheets
 June 30, 2009 (Unaudited) and December 31, 2008
 (Dollars in thousands, except per share data)

	June 30, 2009	December 31, 2008
Assets:		
Real estate assets:		
Land	\$ 243,119	\$ 240,426
Buildings and improvements	2,250,935	2,198,063
Furniture, fixtures and equipment	70,511	65,540
Capital improvements in progress	10,568	25,268
	2,575,133	2,529,297
Less accumulated depreciation	(740,383)	(694,054)
	1,834,750	1,835,243
Land held for future development	1,306	1,306
Commercial properties, net	8,527	7,958
Investments in real estate joint ventures	6,572	6,824
Real estate assets, net	1,851,155	1,851,331
Cash and cash equivalents	6,080	9,426
Restricted cash	687	414
Deferred financing costs, net	14,513	15,681
Other assets	14,508	16,840
Goodwill	4,106	4,106
Assets held for sale	13,085	24,157
Total assets	\$ 1,904,134	\$ 1,921,955
Liabilities and Shareholders' Equity:		
Liabilities:		
Notes payable	\$ 1,323,648	\$ 1,323,056
Accounts payable	1,916	1,234
Fair market value of interest rate swaps	54,055	76,961
Accrued expenses and other liabilities	67,568	66,982
Security deposits	8,966	8,705
Liabilities associated with assets held for sale	373	595
Total liabilities	1,456,526	1,477,533
Redeemable stock	1,976	1,805
Shareholders' equity:		
Preferred stock, \$0.01 par value per share, 20,000,000 shares authorized, \$155,000 or \$25 per share liquidation preference; 8.30% Series H Cumulative Redeemable Preferred Stock, 6,200,000 shares authorized, 6,200,000 shares issued and outstanding	62	62

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Common stock, \$0.01 par value per share, 50,000,000 shares authorized; 28,224,270 and 28,224,708 shares issued and outstanding at June 30, 2009, and December 31, 2008, respectively (1)	282	282
Additional paid-in capital	955,267	954,127
Accumulated distributions in excess of net income	(484,312)	(464,617)
Accumulated other comprehensive income	(50,218)	(72,885)
Total Mid-America Apartment Communities, Inc. shareholders' equity	421,081	416,969
Noncontrolling interest	24,551	25,648
Total Equity	445,632	442,617
Total liabilities and equity	\$ 1,904,134	\$ 1,921,955

- (1) Number of shares issued and outstanding represent total shares of common stock regardless of classification on the consolidated balance sheet. The number of shares classified as redeemable stock on the consolidated balance sheet for June 30, 2009 and December 31, 2008, are 53,832 and 48,579, respectively.

See accompanying notes to consolidated financial statements.

Mid-America Apartment Communities, Inc.
 Condensed Consolidated Statements of Operations
 Three and six months ended June 30, 2009 (Unaudited) and 2008
 (Dollars in thousands, except per share data)

	7	Three months ended June 30,	Six months ended June 30,
Number of shares beneficially owned by each reporting person with	7	Sole voting power	82,311 (1) shares
8		Shared voting power	
9		0 shares Sole dispositive power	
10		82,311 (1) shares Shared dispositive power	
11	Aggregate amount beneficially owned by each reporting person	0 shares	

- 82,311 (1) shares
- 12** Check if the aggregate amount in Row (11) excludes certain shares (see instructions)
- x(1)
- 13** Percent of class represented by amount in Row (11);
- 0.06% (1)
- 14** Type of reporting person (see instructions)

IN

- (1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 Name of reporting person.

Nancy Laben

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

..

6 Citizenship or place of organization

United States of America

7 Sole voting power

Number of

shares

12,406 (1) shares

beneficially

8 Shared voting power

owned by

each

0 shares

9 Sole dispositive power

reporting

person

12,406 (1) shares

with

10 Shared dispositive power

0 shares

11 Aggregate amount beneficially owned by each reporting person

12,406 (1) shares

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

x(1)

13 Percent of class represented by amount in Row (11);

0.01% (1)

14 Type of reporting person (see instructions)

IN

(1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 Name of reporting person.

Kevin L. Cook

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

..

6 Citizenship or place of organization

United States of America

7 Sole voting power

Number of

shares

46,478 (1) shares

beneficially **8** Shared voting power

owned by

each

0 shares

9 Sole dispositive power

reporting

person

46,478 (1) shares

with **10** Shared dispositive power

0 shares

11 Aggregate amount beneficially owned by each reporting person

46,478 (1) shares

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

x(1)

13 Percent of class represented by amount in Row (11);

0.03% (1)

14 Type of reporting person (see instructions)

IN

(1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 Name of reporting person.

Joseph W. Mahaffee

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)

..

6 Citizenship or place of organization

United States of America

7 Sole voting power

Number of

shares

454,249 (1) shares

beneficially **8** Shared voting power

owned by

each

0 shares

9 Sole dispositive power

reporting

person

454,249 (1) shares

with **10** Shared dispositive power

0 shares

11 Aggregate amount beneficially owned by each reporting person

454,249 (1) shares

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

x(1)

13 Percent of class represented by amount in Row (11);

0.31% (1)

14 Type of reporting person (see instructions)

IN

Amendment No. 14 to Schedule 13D

This Amendment No. 14 amends and supplements the Schedule 13D initially filed on December 16, 2010, as amended and supplemented to date.

Item 2. Identity and Background

Item 2 is hereby amended by deleting the information with respect to John M. McConnell, Samuel R. Strickland and Richard J. Wilhelm.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended to add the following to the end of this section:

Mr. Howell acquired 56,112 shares of Class A common stock upon the exercise of stock options previously granted to him under the Booz Allen Hamilton Holding Corporation Officers Rollover Stock Plan for an aggregate exercise price of \$561.12. Mr. Howell funded such acquisition through the sale of shares acquired upon exercise.

Mr. Logue acquired 46,759 shares of Class A common stock upon the exercise of stock options previously granted to him under the Booz Allen Hamilton Holding Corporation Officers Rollover Stock Plan for an aggregate exercise price of \$467.59. Mr. Logue funded such acquisition through the sale of shares acquired upon exercise.

Mr. Mayer acquired 24,808 shares of Class A common stock upon the exercise of stock options previously granted to him under the Booz Allen Hamilton Holding Corporation Officers Rollover Stock Plan for an aggregate exercise price of \$248.08. Mr. Mayer funded such acquisition through the sale of shares acquired upon exercise.

Mr. Rozanski acquired 56,112 shares of Class A common stock upon the exercise of stock options previously granted to him under the Booz Allen Hamilton Holding Corporation Officers Rollover Stock Plan for an aggregate exercise price of \$561.12. Mr. Rozanski funded such acquisition using personal funds.

Mr. Mahaffee acquired 23,335 shares of Class A common stock upon the exercise of stock options previously granted to him under the Booz Allen Hamilton Holding Corporation Officers Rollover Stock Plan for an aggregate exercise price of \$233.35. Mr. Mahaffee funded such acquisition through the sale of shares acquired upon exercise.

Item 4. Purpose of Transaction

Item 4 is hereby amended by adding the following information at the end thereof:

The purpose of the acquisitions of stock noted in Item 3 was to exercise stock options for investment and tax planning purposes and/or for liquidity purposes.

On November 5, 2014, Explorer Coinvest LLC (the Selling Stockholder) agreed to sell 10,000,000 shares of Class A common stock at a price of \$25.10 per share (the Offering) to J.P. Morgan Securities LLC (the Underwriter) pursuant to the terms and conditions of the underwriting agreement (the Underwriting Agreement) entered into between the Selling Stockholder, the Company and the Underwriter. The sale was consummated on November 12, 2014.

Pursuant to the Underwriting Agreement, the Company has agreed that, subject to specified exceptions, without the prior written consent of the Underwriter, the Company will not, during the period ending 45 days after the date of the final prospectus: (i) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, or otherwise transfer or dispose of, directly or indirectly, any shares of Class A common stock beneficially owned or any other securities so owned or convertible into or exercisable or exchangeable for Class A common stock; (ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of Class A common stock, or (iii) make any demand for or exercise any right with respect to, the registration of any shares of Class A common stock or any security convertible into or exercisable or exchangeable for our Class A common stock, whether any transaction described in (i), (ii) or (iii) above is to be settled by the delivery of Class A common stock or such other securities, in cash or otherwise.

In addition, the 45-day restricted period described in the preceding paragraph will be extended if the Underwriter is unable to publish or distribute research reports on the Company pursuant to Rule 139 under the Securities Act of 1933, as amended, and/or Rule 2711 of the National Association of Securities Dealers, and: (x) during the last 17 days of the 45-day restricted period the Company issues an earnings release, or material news or a material event relating to the Company occurs; or (y) prior to the expiration of the 45-day restricted period, the Company announces that it will release earnings results during the 16-day period beginning on the last day of the 45-day restricted period, in which case the restrictions described in this paragraph will continue to apply until the expiration of the 18-day period beginning on the issuance of the earnings release or the occurrence of the material news or material event unless such extension is waived in writing by the Underwriter. The Selling Stockholder has also agreed to enter into a Lock-Up Agreement with the Underwriter detailing the restrictions described above as it applies to their shares of Class A common stock, a form of which is included as an exhibit to the Underwriting Agreement.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement, which is filed as Exhibit 99.19 hereto and is incorporated herein by reference.

On November 4, 2014, the Company also entered into an agreement (the *Stock Repurchase Agreement*) with the Selling Stockholder to repurchase 1,000,000 shares of Class A common stock from the Selling Stockholder in a private, nonunderwritten transaction at a price per share equal to the price per share to be paid by the Underwriter to the Selling Stockholder in the Offering, pursuant to the terms and conditions of the *Stock Repurchase Agreement*. The share repurchase was consummated on November 12, 2014. The foregoing description of the *Stock Repurchase Agreement* does not purport to be complete and is qualified in its entirety by reference to the *Stock Repurchase Agreement*, which is filed as Exhibit 99.20 hereto and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended in its entirety as follows:

(a)-(b) The responses of each of the persons filing this Amendment to Schedule 13D (each a *Reporting Person*) with respect to Rows 11, 12 and 13 of the cover pages of this Amendment to Schedule 13D that relate to the aggregate number and percentage of Class A common stock (including but not limited to footnotes to such information) are incorporated herein by reference. Such percentages were calculated based on 147,805,550 outstanding shares of Class A common stock.

The responses of each of the *Reporting Persons* with respect to Rows 7, 8, 9 and 10 of the cover pages of this Amendment to Schedule 13D that relate to the number of shares as to which each of the persons or entities referenced in Item 2 above has sole power or shared power to vote or to direct the vote and sole or shared power to dispose or to direct the disposition (including but not limited to footnotes to such information) are incorporated herein by reference.

Each of Explorer Coinvest LLC and Explorer Manager, L.L.C. may be deemed to beneficially own 63,161,756 shares of Class A common stock, including 54,660,000 shares of Class A common stock owned directly by Explorer Coinvest LLC and 8,501,756 shares of Class A common stock over which Explorer Coinvest LLC holds an irrevocable proxy that entitles it to vote the shares with respect to certain matters. See *Item 6 Irrevocable Proxy and Tag-Along Agreements*. Explorer Manager, L.L.C. is the non-member manager of Explorer Coinvest LLC. Explorer Manager, L.L.C. is managed by a seven member investment committee, which has dispositive power over the shares beneficially owned by it, and a three member management committee, which has the power to vote the shares beneficially owned by it. Each member of the investment committee and management committee of Explorer Manager, L.L.C. disclaims beneficial ownership of the shares beneficially owned by Explorer Manager, L.L.C.

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Dr. Shrader may be deemed to beneficially own an aggregate of 1,874,879 shares of Class A common stock, including (i) 55,503 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 91,447 shares of Class A common stock held directly, (iii) 1,587,929 shares of Class A common stock held by the Ralph W. Shrader Revocable Trust and (iv) 140,000 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days. Dr. Shrader shares investment power and voting power over the 1,587,929 shares held by the Ralph W. Shrader Revocable Trust with his wife, Janice W. Shrader.

Mr. Howell may be deemed to beneficially own an aggregate of 530,228 shares of Class A common stock, including (i) 202,078 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 133,040 shares of Class A common stock held directly, (iii) 36,990 shares of Class A common stock held by the Lloyd Howell, Jr. Trust and (iv) 158,120 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days. Mr. Howell shares investment and voting power over the shares held by the Lloyd Howell, Jr. Trust with his wife, Patricia S. Howell.

Mr. Logue may be deemed to beneficially own an aggregate of 662,441 shares of Class A common stock, including (i) 291,684 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 149,757 shares of Class A common stock held directly and (iii) 221,000 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. Mayer may be deemed to beneficially own an aggregate of 511,007 shares of Class A common stock, including (i) 22,866 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 267,141 shares of Class A common stock held directly and (iii) 221,000 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. Rozanski may be deemed to beneficially own an aggregate of 794,057 shares of Class A common stock, including (i) 291,684 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 346,533 shares of Class A common stock held directly and (iii) 156,020 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Ms. Dahut may be deemed to beneficially own an aggregate of 349,356 shares of Class A common stock, including (i) 188,275 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 79,041 shares of Class A common stock held directly, and (iii) 82,040 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Ms. Thompson may be deemed to beneficially own an aggregate of 82,311 shares of Class A common stock, including (i) 7,700 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 6,611 shares of Class A common stock held directly and (iii) 68,000 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Ms. Laben may be deemed to beneficially own an aggregate of 12,406 shares of Class A common stock which are issuable upon the exercise of options that may be exercised within 60 days.

Mr. Cook may be deemed to beneficially own an aggregate of 46,478 shares of Class A common stock, including (i) 1,541 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 1,943 shares of Class A common stock held directly and (iii) 42,994 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. Mahaffee may be deemed to beneficially own an aggregate of 454,249 shares of Class A common stock, including (i) 22,866 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 109,588 shares of Class A common stock held directly, (iii) 91,795 shares of Class A common stock held by the Joseph W. Mahaffee Revocable Trust and (iv) 230,000 shares of Class A common stock issuable upon the exercise of options. Mr. Mahaffee is the sole trustee of the Joseph W. Mahaffee Revocable Trust and has sole investment power and voting power over the shares held by the trust.

(c) Item 5(c) is amended by inserting the following information at the end thereof:

The information set forth in Item 4 above is hereby incorporated by reference.

On September 12, 2014, Mr. Howell exercised options to purchase 56,115.038 shares of Class A common stock at a per share exercise price of \$0.01. Mr. Howell sold to the Issuer, and the Issuer purchased for cash, 3.038 of such shares, which represented the total number of fractional options exercised and was required by the terms of the Booz Allen Hamilton Holding Corporation Officers Rollover Stock Plan, at a per share price of \$22.85. Additionally, Mr. Howell sold 28,546 of such shares at a per share price of \$22.85.

On September 12, 2014, Mr. Logue exercised options to purchase 46,762.531 shares of Class A common stock at a per share exercise price of \$0.01. Mr. Logue sold to the Issuer, and the Issuer purchased for cash, 3.531 of such shares, which represented the total number of fractional options exercised and was required by the terms of the Booz Allen Hamilton Holding Corporation Officers Rollover Stock Plan, at a per share price of \$22.85. Additionally, Mr. Logue sold 22,291 of such shares at a per share price of \$22.85.

On September 12, 2014, Mr. Mayer exercised options to purchase 24,812.776 shares of Class A common stock at a per share exercise price of \$0.01. Mr. Mayer sold to the Issuer, and the Issuer purchased for cash, 4.776 of such shares, which represented the total number of fractional options exercised and was required by the terms of the Booz Allen Hamilton Holding Corporation Officers Rollover Stock Plan, at a per share price of \$22.85. Additionally, Mr. Mayer sold 11,822 of such shares at a per share price of \$22.85.

On September 10, 2014, Mr. Rozanski exercised options to purchase 56,115.038 shares of Class A common stock at a per share exercise price of \$0.01. Mr. Rozanski sold to the Issuer, and the Issuer purchased for cash, 3.038 of such shares, which represented the total number of fractional options exercised and was required by the terms of the Booz Allen Hamilton Holding Corporation Officers Rollover Stock Plan, at a per share price of \$22.30.

On September 12, 2014, Mr. Mahaffee exercised options to purchase 26,339.716 shares of Class A common stock at a per share exercise price of \$0.01. Mr. Mahaffee sold to the Issuer, and the Issuer purchased for cash, 4.716 of such shares, which represented the total number of fractional options exercised and was required by the terms of the Booz Allen Hamilton Holding Corporation Officers Rollover Stock Plan, at a per share price of \$22.85. Additionally, Mr. Mahaffee sold 13,226 of such shares at a per share price of \$22.85.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is hereby amended by inserting the following information at the end thereof:

The information set forth in Item 4 is hereby incorporated by reference.

Item 7. Material to be Filed as Exhibits

Item 7 is hereby supplemented by adding the following exhibits in appropriate numerical order

Exhibit No.	Description
99.1.14	Joint Filing Agreement
99.19	Underwriting Agreement, dated as of November 5, 2014 by and between Booz Allen Hamilton Holding Corporation, Explorer Coinvest LLC, and J.P. Morgan Securities LLC, incorporated by reference to Exhibit 1.1 of the Issuer's Current Report on Form 8-K filed on November 12, 2014.
99.20	

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Stock Repurchase Agreement, dated as of November 4, 2014 by and between Booz Allen Hamilton Holding Corporation and Explorer Coinvest LLC, incorporated by reference to Exhibit 99.1 of the Issuer's Current Report on Form 8-K filed on November 12, 2014.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

EXPLORER COINVEST, LLC

By: Explorer Manager, L.L.C, its manager

By: /s/ DAVID B. PEARSON

Name: David B. Pearson

Title: Member

EXPLORER MANAGER, L.L.C.

By: /s/ DAVID B. PEARSON

Name: David B. Pearson

Title: Member

*

Ralph W. Shrader

*

Lloyd Howell, Jr.

*

Joseph Logue

*

John D. Mayer

*

Horacio D. Rozanski

*

Karen M. Dahut

*

Elizabeth M. Thompson

*

Nancy Laben

*

Kevin L. Cook

*

Joseph W. Mahaffee

* The undersigned, by signing his name hereto, executes this Schedule pursuant to the Power of Attorney executed on behalf of the above-named entities and individuals and filed herewith.

By: /s/ TERENCE KADEN
Terence Kaden
Attorney-in-Fact

INDEX TO EXHIBITS

Exhibit No.	Description	
99.1.14	Joint Filing Agreement	
99.19	Underwriting Agreement, dated as of November 5, 2014 by and between Booz Allen Hamilton Holding Corporation, Explorer Coinvest LLC, and J.P. Morgan Securities LLC, incorporated by reference to Exhibit 1.1 of the Issuer's Current Report on Form 8-K filed on November 12, 2014.	
99.20	Stock Repurchase Agreement, dated as of November 4, 2014 by and between Booz Allen Hamilton Holding Corporation and Explorer Coinvest LLC, incorporated by reference to Exhibit 99.1 of the Issuer's Current Report on Form 8-K filed on November 12, 2014.	
"right">	79	162
		80
		166
Diluted		28,184
		26,761
		28,175
		26,279
Net income available for common shareholders		\$ 6,931
		\$ 5,427
		\$ 14,854
		\$ 9,890
Discontinued property operations		(1,481)
		(87)
		(3,334)
		(228)
		24

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Income from continuing operations available for common shareholders	\$	5,450
	\$	5,340
	\$	11,520
	\$	9,662
Earnings per share - basic:		
Income from continuing operations		
available for common shareholders	\$	0.20
	\$	0.20
	\$	0.41
	\$	0.37
Discontinued property operations		0.05
		-
		0.12
		0.01
Net income available for common shareholders	\$	0.25
	\$	0.20
	\$	0.53
	\$	0.38
Earnings per share - diluted:		
Income from continuing operations		
available for common shareholders	\$	0.20

	\$	0.20
	\$	0.41
	\$	0.37
Discontinued property operations		
		0.05
		-
		0.12
		0.01
Net income available for common shareholders		
	\$	0.25
	\$	0.20
	\$	0.53
	\$	0.38
Dividends declared per common share		
	\$	0.615
	\$	0.615
	\$	1.230
	\$	1.230

See accompanying notes to consolidated financial statements.

Mid-America Apartment Communities, Inc.
Condensed Consolidated Statements of Cash Flows
Six Months Ended June 30, 2009 (Unaudited) and 2008
(Dollars in thousands)

	2009	2008
Cash flows from operating activities:		
Consolidated net income	\$ 22,563	\$ 17,368
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of deferred financing costs	48,597	45,100
Stock compensation expense	623	380
Stock issued to employee stock ownership plan	-	495
Redeemable stock issued	167	221
Amortization of debt premium	(180)	(887)
Loss from investments in real estate joint ventures	352	320
Loss on debt extinguishment	138	-
Derivative interest expense	616	167
Loss on sale of non-depreciable assets	-	3
(Gain) loss on sale of discontinued operations	(2,587)	120
Gains on disposition within real estate joint ventures	-	(38)
Net casualty loss (gains) and other settlement proceeds	144	(544)
Changes in assets and liabilities:		
Restricted cash	(212)	(109)
Other assets	3,522	7,143
Accounts payable	703	453
Accrued expenses and other	(4,108)	3
Security deposits	181	398
Net cash provided by operating activities	70,519	70,593
Cash flows from investing activities:		
Purchases of real estate and other assets	(17,729)	(58,293)
Improvements to existing real estate assets	(18,292)	(17,480)
Renovations to existing real estate assets	(4,249)	(8,873)
Development	(3,910)	(13,492)
Distributions from real estate joint ventures	95	1
Contributions to real estate joint ventures	(195)	(6,913)
Proceeds from disposition of real estate assets	14,745	857
Net cash used in investing activities	(29,535)	(104,193)
Cash flows from financing activities:		
Net change in credit lines	44,831	3,887
Principal payments on notes payable	(44,059)	(23,793)
Payment of deferred financing costs	(941)	(1,593)
Repurchase of common stock	(669)	(474)
Proceeds from issuances of common shares and units	596	89,715
Distributions to noncontrolling interests	(3,112)	(3,166)

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Dividends paid on common shares	(34,543)	(31,758)
Dividends paid on preferred shares	(6,433)	(6,433)
Net cash (used in) provided by financing activities	(44,330)	26,385
Net decrease in cash and cash equivalents	(3,346)	(7,215)
Cash and cash equivalents, beginning of period	9,426	17,192
Cash and cash equivalents, end of period	\$ 6,080	\$ 9,977
Supplemental disclosure of cash flow information:		
Interest paid	\$ 27,132	\$ 31,334
Supplemental disclosure of noncash investing and financing activities:		
Accrued construction in progress	\$ 4,528	\$ 6,218
Interest capitalized	\$ 109	\$ 328
Marked-to-market adjustment on derivative instruments	\$ 23,361	\$ 1,976
Reclass of redeemable stock from equity to liabilities	\$ -	\$ 475

See accompanying notes to consolidated financial statements.

Mid-America Apartment Communities, Inc.
Notes to Condensed Consolidated Financial Statements
June 30, 2009 (Unaudited) and 2008

1. Consolidation and Basis of Presentation

Mid-America Apartment Communities, Inc., or Mid-America, is a self-administered real estate investment trust, or REIT, that owns, acquires, renovates, develops and manages apartment communities in the Sunbelt region of the United States. As of June 30, 2009, we owned or owned interests in a total of 144 multifamily apartment communities comprising 42,390 apartments located in 13 states, including two communities comprising 626 apartments owned through our joint venture, Mid-America Multifamily Fund I, LLC, one community comprising 440 apartments identified as held for sale, and two existing communities with expansion development phases comprising 340 apartments. An additional 45 apartments have been identified for and begun construction at one of our development properties, but have not been included in the total above as none of the units had been delivered as of June 30, 2009.

The accompanying unaudited condensed consolidated financial statements have been prepared by our management in accordance with U.S. generally accepted accounting principles for interim financial information and applicable rules and regulations of the Securities and Exchange Commission and our accounting policies in effect as of December 31, 2008 as set forth in our annual consolidated financial statements, as of such date. The accompanying unaudited condensed consolidated financial statements include the accounts of Mid-America Apartment Communities, Inc. and its subsidiaries, including Mid-America Apartments, L.P. In our opinion, all adjustments necessary for a fair presentation of the condensed consolidated financial statements have been included and all such adjustments were of a normal recurring nature. All significant intercompany accounts and transactions have been eliminated in consolidation. The results of operations for the three and six month periods ended June 30, 2009 are not necessarily indicative of the results to be expected for the full year. These financial statements should be read in conjunction with our audited financial statements and notes thereto included in our Periodic Report on Form 8-K filed with the Securities and Exchange Commission on May 29, 2009.

The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the dates of the financial statements and the amounts of revenues and expenses during the reporting periods. Actual amounts realized or paid could differ from those estimates.

2. Segment Information

As of June 30, 2009, we owned or had an ownership interest in 144 multifamily apartment communities in 13 different states from which we derived all significant sources of earnings and operating cash flows. Our operational structure is organized on a decentralized basis, with individual property managers having overall responsibility and authority regarding the operations of their respective properties. Each property manager individually monitors local, market and submarket trends in rental rates, occupancy percentages, and operating costs. Property managers are given the on-site responsibility and discretion to react to such trends in our best interest. Our Property Management Group evaluates the performance of each individual property based on its contribution to net operating income in order to ensure that the individual property continues to meet our return criteria and long-term investment goals. We define each of our multifamily communities as an individual operating segment. We have also determined that all of our communities have similar economic characteristics and also meet the other criteria which permit the communities to be aggregated into one reportable segment, which is the acquisition and operation of the multifamily communities owned.

3. Comprehensive Income and Equity

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Total comprehensive income, equity and their components for the six month periods ended June 30, 2009, and 2008, including the effect of adopting Statement of Financial Accounting Standards No. 160, or Statement 160, were as follows (dollars in thousands):

	Mid-America Apartment Communities, Inc. Shareholders Equity							No
	Total	Comprehensive Income	Preferred Stock	Common Stock	Additional Paid-In Capital	Accumulated Distributions in Excess of Net Income	Accumulated Other Comprehensive Income (Loss)	
EQUITY AT DECEMBER 31, 2008	\$ 442,617		\$ 62	\$ 282	\$ 954,127	\$ (464,617)	\$ (72,885)	\$
Equity Activity Excluding Comprehensive Income:								
Issuance and registration of common shares	553				553			
Shares repurchased and retired	(669)				(669)			
Exercise of stock options	45				45			
Redeemable stock fair market value Adjustment for Noncontrolling Interest Ownership in operating partnership	(3)						(3)	
Amortization of unearned compensation	-				571			
Dividends on common stock (\$0.615 per share)	640				640			
Dividends on noncontrolling interest units (\$0.615 per unit)	(34,546)						(34,546)	
	(3,112)							
	(6,433)						(6,433)	

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Dividends on preferred stock								
Comprehensive income:								
Net income	22,563	22,563				21,287		
Other comprehensive income - derivative instruments (cash flow hedges)	23,977	23,977						22,667
Comprehensive income	46,540	46,540						
EQUITY BALANCE JUNE 30, 2009	\$ 445,632		\$ 62	\$ 282	\$ 955,267	\$ (484,312)	\$ (50,218)	\$

Mid-America Apartment Communities, Inc. Shareholders Equity							
	Total	Comprehensive Income	Preferred Stock	Common Stock	Additional Paid-In Capital	Accumulated Distributions in Excess of Net Income	Accumulated Other Comprehensive Income (Loss)
EQUITY AT DECEMBER 31, 2007	\$ 429,824		\$ 62	\$ 257	\$ 832,511	\$ (414,966)	\$ (15,664)
Equity Activity Excluding Comprehensive Income:							
Issuance and registration of common shares	91,821			17	91,804		
Shares repurchased and retired	(474)				(474)		
Exercise of stock options	407				407		
Stock issued to employee stock ownership plan	495				495		
	-				198	-	

Shares issued in exchange for units				
Shares issued in exchange from redeemable stock	413		413	
Redeemable stock fair market value Adjustment for Noncontrolling Interest Ownership in operating partnership	(321)			(321)
Amortization of unearned compensation			(4,922)	
Dividends on common stock (\$0.615 per share)	330		330	
Dividends on noncontrolling interest units (\$0.615 per unit)	(32,854)			(32,854)
Redemption of preferred stock	(3,156)			
Dividends on preferred stock	-		-	-
Comprehensive income:				
Net income	17,368	17,368		16,323
Other comprehensive income - derivative instruments (cash flow hedges)	1,976	1,976		2,090
	19,344	19,344		

Comprehensive
income

EQUITY BALANCE JUNE 30, 2008	\$ 499,396	\$ 62	\$ 274	\$ 920,762	\$ (438,251)	\$ (13,574)
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The marked-to-market adjustment on derivative instruments is based upon the change of interest rates available for derivative instruments with similar terms and remaining maturities existing at each balance sheet date.

4. Real Estate Dispositions

On January 15, 2009, we sold the Woodstream apartments, a 304-unit community located in Greensboro, North Carolina.

On May 12, 2009, we sold the Riverhills apartments, a 96-unit community located in Grenada, Mississippi.

5. Real Estate Acquisitions

On August 27, 2008, we purchased 215 units of the 234-unit Village Oaks apartments located in Temple Terrace, Florida, a suburb of Tampa. Throughout the remainder of 2008, we purchased four of the 19 units which had been sold as condominiums. On January 16, 2009, February 18, 2009, and May 11, 2009, we purchased one additional unit each.

On June 12, 2009, we purchased the Sky View Ranch apartments, a 232-unit community located in Gilbert (Phoenix), Arizona.

6. Discontinued Operations

As part of our portfolio strategy to selectively dispose of mature assets that no longer meet our investment criteria and long-term strategic objectives, in July 2008, we entered into marketing contracts to list the 440-unit River Trace apartments in Memphis, Tennessee, the 96-unit Riverhills apartments in Grenada, Mississippi, and the 304-unit Woodstream apartments in Greensboro, North Carolina. The Woodstream apartments were subsequently sold on January 15, 2009, and the Riverhills apartments were sold on May 12, 2009. In accordance with Statement of Financial Accounting Standards No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, or Statement 144, all of these communities are considered discontinued operations in the accompanying condensed consolidated financial statements.

The following is a summary of discontinued operations for the three and six month periods ended June 30, 2009 and 2008, (dollars in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
Revenues				
Rental revenues	\$ 783	\$ 1,331	\$ 1,752	\$ 2,663
Other revenues	16	67	53	130
Total revenues	799	1,398	1,805	2,793
Expenses				

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Property operating expenses	456	790	1,016	1,504
Depreciation	-	350	-	702
Interest expense	17	110	42	239
Total expense	473	1,250	1,058	2,445
Income from discontinued operations before gain on sale	326	148	747	348
Gain (loss) on sale of discontinued operations	1,155	(61)	2,587	(120)
Income from discontinued operations	\$ 1,481	\$ 87	\$ 3,334	\$ 228

7. Share and Unit Information

On June 30, 2009, 28,224,270 common shares and 2,403,515 operating partnership units were outstanding, representing a total of 30,627,785 shares and units. Additionally, Mid-America had outstanding options for the purchase of 23,507 shares of common stock at June 30, 2009, of which 16,713 were anti-dilutive. At June 30, 2008, 27,482,974 common shares and 2,406,411 operating partnership units were outstanding, representing a total of 29,889,385 shares and units. Additionally, Mid-America had outstanding options for the purchase of 94,688 shares of common stock at June 30, 2008, of which 42,957 were anti-dilutive.

8. Fair Value Disclosure of Financial Instruments

Cash and cash equivalents, restricted cash, accounts payable, accrued expenses and other liabilities and security deposits are carried at amounts which reasonably approximate their fair value due to their short term nature.

Fixed rate notes payable at June 30, 2009 and December 31, 2008, total \$147 million and \$148 million, respectively, and have estimated fair values of \$134 million and \$142 million (excluding prepayment penalties), respectively, based upon interest rates available for the issuance of debt with similar terms and remaining maturities as of June 30, 2009 and December 31, 2008. The carrying value of variable rate notes payable (excluding the effect of interest rate swap and cap agreements) at June 30, 2009 and December 31, 2008, total \$1,176 million and \$1,175 million, respectively, and have estimated fair values of \$1,045 million and \$1,078 million (excluding prepayment penalties), respectively, based upon interest rates available for the issuance of debt with similar terms and remaining maturities as of June 30, 2009 and December 31, 2008.

In the normal course of business, we use certain derivative financial instruments to manage, or hedge, the interest rate risk associated with our variable rate debt or to hedge anticipated future debt transactions to manage well-defined interest rate risk associated with the transaction.

We do not use derivative financial instruments for speculative or trading purposes. Further, we have a policy of entering into contracts with major financial institutions based upon their credit rating and other factors. When viewed in conjunction with the underlying and offsetting exposure that the derivatives are designated to hedge, we have not sustained any material loss from those instruments nor do we anticipate any material adverse effect on our net income attributable to Mid-America Apartment Communities, Inc. or financial position in the future from the use of derivatives.

We utilize derivative financial instruments that can be designated as cash flow hedges and which are expected to be highly effective in reducing the interest rate risk exposure that they are designed to hedge. This effectiveness is essential for qualifying for hedge accounting. Instruments that meet the special hedging criteria in FASB Statement No. 133, Accounting for Derivative Instruments and Hedging Instruments, are formally designated as hedging instruments at the inception of the derivative contract. We formally document all relationships between hedging instruments and hedged items, as well as our risk-management objective and strategy for undertaking the hedge transaction. This process includes linking all derivatives that are designated as cash flow hedges to specific assets and

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liabilities on the balance sheet or forecasted transactions. We also formally assess, both at the inception of the hedging relationship and on an ongoing basis, whether the derivatives used are highly effective in offsetting changes in cash flows of hedged items. When it is determined that a derivative has ceased to be a highly effective hedge, we discontinue hedge accounting prospectively.

All of our derivative financial instruments are reported at fair value, are represented on the consolidated balance sheet within Other assets, Fair market value of interest rate swaps, and Accrued expenses and other liabilities, and are characterized as cash flow hedges. These transactions hedge the future cash flows of debt transactions through interest rate swaps that convert variable payments to fixed payments and interest rate caps that limit the exposure to rising interest rates. As of June 30, 2009, we have entered into 34 interest rate swaps and 15 interest rate caps with a total notional balance of \$883.2 million and \$122.3 million, respectively. As of June 30, 2009, and December 31, 2008 we recorded a liability of approximately \$57.7 million and \$78.4 million, respectively, to Fair market value of interest rate swaps and Accrued expenses and other liabilities on the consolidated balance sheet. As of June 30, 2008, we recorded a liability of approximately \$18.1 million to Accrued expenses and other liabilities on the consolidated balance sheets. We also recorded approximately \$1.4 million and \$0.1 million as of June 30, 2009 and December 31, 2008, respectively, to other assets on the consolidated balance sheets. The table below presents our assets and liabilities measured at fair value on a recurring basis as of June 30, 2009 and December 31, 2008, respectively.

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Fair Values of Derivative Instruments on the Condensed Consolidated Balance Sheets as of
June 30, 2009 and December 31, 2008

	Asset Derivatives				Liability Derivatives			
	June 30, 2009		December 31, 2008		June 30, 2009		December 31, 2008	
	(dollars in thousands)		(dollars in thousands)		(dollars in thousands)		(dollars in thousands)	
Derivatives designated as hedging instruments under Statement 133	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Interest rate contracts	Other assets	\$ 1,360	Other assets	\$ 51	Accrued expenses and other liabilities	\$ 57,651	Accrued expenses and other liabilities	\$ 78,440
Total derivatives designated as hedging instruments under Statement		\$ 1,360		\$ 51		\$ 57,651		\$ 78,440

The unrealized gains/losses in the fair value of these hedging instruments are reported on the balance sheet with a corresponding adjustment to Accumulated other comprehensive income, with any ineffective portion of the hedging transactions reclassified to earnings. As of June 30, 2009, and 2008, the year-to-date ineffective portion of the hedging transactions reclassified to earnings was a \$676,000 increase, and an \$114,000 increase, respectively, to interest expense. The current year increase to interest expense consisted of \$83,000 attributable to 2009 interest rate and fair value fluctuations and a \$593,000 reclassification from other comprehensive income to interest expense. The reclassification resulted from the reversal of prior period realized gains between the derivative instrument and the hedged debt transaction. The table below presents our financial performance of assets and liabilities measured at fair value on a recurring basis for the six months ended June 30, 2009.

The Effect of Derivative Instruments on the Consolidated Statements of Operations
for the Six Months Ended June 30, 2009 and 2008 (dollars in thousands)

Derivatives in Statement 133 Cash Flow Hedging Relationships	Amount of Gain or (Loss) Recognized in OCI on Derivative (Effective Portion)		Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)		Location of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing)	Amount of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing)	
	6/30/2009	6/30/2008		6/30/2009	6/30/2008		6/30/2009	6/30/2008
Interest rate contracts	\$ 24,914	\$ (367)	Interest Expense	\$ (13,915)	\$ (4,146)	Interest Expense	\$ (568)	\$ (94)
Total	\$ 24,914	\$ (367)		\$ (13,915)	\$ (4,146)		\$ (568)	\$ (94)

If it becomes probable that the underlying hedged forecasted debt transactions will not occur or, if a derivative contract no longer qualifies for hedge accounting or is terminated, all future changes in the fair value of the derivative contract are marked-to-market with changes in value included in net income attributable to Mid-America Apartment Communities, Inc. for each period until the derivative instrument matures, is settled, or is re-designated. If the hedged forecasted debt transaction becomes probable of not occurring, amounts previously deferred in accumulated other comprehensive income will immediately be reclassified to net income attributable to Mid-America Apartment Communities, Inc. If the hedged forecasted debt transaction remains probable to occur, these same previously deferred amounts will be amortized over the remaining hedged forecasted debt transactions.

As of June 30, 2009, the aggregate fair value of all derivative instruments with credit-risk-related contingent features that are in a liability position is \$56.1 million. Certain of our derivative contracts are credit enhanced by either FNMA or Freddie Mac. These derivative instrument contracts require that our credit enhancing party maintain credit ratings above a certain level. If the credit rating of the credit enhancing party were to fall below these levels, it would trigger

additional collateral to be deposited with the counterparty up to 100 percent of the liability position of the derivative contracts. As of June 30, 2009, the total maximum liability was \$56.1 million of which our credit enhancing parties would be responsible for posting up to \$41.4 million and we would be responsible for posting up to \$14.6 million. Both FNMA and Freddie Mac are currently rated Aaa by Moody's and AAA by S&P. The following table summarizes the credit ratings that would trigger the credit-risk-related contingent features, along with the combined amount that would be required to post under each credit rating scenario, if triggered, as of June 30, 2009.

Credit Risk Contingency Collateral Requirements
As of June 30, 2009

Credit Rating		Required
Moody's	S&P	Collateral
Aaa	AAA	\$ -
Aa1	AA+	\$ -
Aa2	AA	\$ -
Aa3	AA-	\$ -
A1	A+	\$ (3,744,144)
A2	A	\$ (6,958,580)
A3	A-	\$ (47,830,069)
Baa1	BBB+	\$ (56,058,055)

Certain of our derivative contracts contain a cross default provision under which a default under certain of our other indebtedness in excess of a threshold amount causes an event of default under the agreement. Threshold amounts range from \$1 million to \$75 million. As of June 30, 2009, the fair value of derivatives containing cross default provisions was in a liability position of \$14.3 million. Following an event of default, a termination event may occur, and we would be required to settle our obligations under the agreements at their termination value of \$15.0 million as of June 30, 2009. Although our derivative contracts are subject to master netting arrangements which serve as credit mitigants to both us and our counterparties under certain situations, we do not net our derivative fair values or any existing rights or obligations to cash collateral on the consolidated balance sheet.

In accordance with Statement 157, we have determined that the majority of the inputs used to value our derivatives fall within Level 2 of the fair value hierarchy. However, we have determined that the credit valuation adjustments associated with our derivatives utilize Level 3 inputs, such as estimates of current credit spreads, to evaluate the likelihood of our own default as well as the default of our counterparties. As of June 30, 2009, we have assessed the significance of the impact of the credit valuation adjustments on the overall valuation of our derivative positions and have determined that the credit valuation adjustments are significant to the overall valuation of our derivatives. As a result, we have determined that our derivative valuations in their entirety are classified in Level 3 of the fair value hierarchy.

The table below presents Mid-America's assets and liabilities measured at fair value on a recurring basis as of June 30, 2009, aggregated by the level in the fair value hierarchy within which those measurements fall.

Assets and Liabilities Measured at Fair Value on a Recurring Basis at June 30, 2009
(dollars in thousands)

Quoted Prices in Active Markets for Identical Assets and	Significant Other Observable	Significant Unobservable Inputs (Level 3)	Balance at June 30, 2009
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	Liabilities (Level 1)	Inputs (Level 2)		
Assets				
Derivative financial instruments	\$ -	\$ -	\$ 1,360	\$ 1,360
Liabilities				
Derivative financial instruments	\$ -	\$ -	\$ 57,651	\$ 57,651

The table below presents a reconciliation of the beginning and ending balances of assets and liabilities having fair value measurements based on significant unobservable inputs (Level 3).

Changes in Level 3 Assets/(Liabilities) Measured at Fair Value on a Recurring Basis at June 30, 2009
(dollars in thousands)

	Balance at 12/31/2008	Total Gain or (Loss) Included in Income	Total Realized and Unrealized Gains Included in Other Comprehensive Income	Purchases, Issuances and Settlements	Net Transfers In and/or Out of Level 3	Balance at 6/30/2009
Derivative financial instruments	\$ (78,389)	\$ (14,529)	\$ 35,847	\$ 780	\$ -	\$ (56,291)

Changes in Level 3 Assets/(Liabilities) Measured at Fair Value on a Recurring Basis
for the period April 1, 2009 to June 30, 2009
(dollars in thousands)

	Balance at 3/31/2009	Total Gain or (Loss) Included in Income	Unrealized Gains Included in Other Comprehensive Income	Purchases, Issuances and Settlements	Net Transfers In and/or Out of Level 3	Balance at 6/30/2009
Derivative financial instruments	\$ (74,234)	\$ (8,603)	\$ 26,066	\$ 480	\$ -	\$ (56,291)

Of the instruments for which Mid-America utilized significant Level 3 inputs to determine fair value and that were still held by Mid-America at June 30, 2009, the unrealized gain for the six months ended June 30, 2009 was \$35.8 million. The fair value of these instruments are reported on the balance sheet in Other assets, Fair market value of interest rate swaps, and Accrued expenses and other liabilities, with a corresponding adjustment for the unrealized gains/losses to Accumulated other comprehensive income, with any ineffective portion of the hedging transactions reclassified to interest expense. We use three major banks to provide approximately 80% of our swaps, JP Morgan Chase, Royal Bank of Canada, and Deutsche Bank, all of which have high investment grade ratings from Moody's and S&P. Our interest rate swaps with JP Morgan Chase, Royal Bank of Canada, and Deutsche Bank had liability positions on our Condensed Consolidated Balance Sheets of \$5.9 million, \$19.3 million and \$21.7 million,

respectively, as of June 30, 2009.

Both observable and unobservable inputs may be used to determine the fair value of positions that Mid-America has classified within the Level 3 category. As a result, the unrealized gains and losses for assets and liabilities within the Level 3 category presented in the tables above may include changes in fair value that were attributable to both observable and unobservable inputs.

The fair value estimates presented herein are based on information available to management as of June 30, 2009, and 2008. These estimates are not necessarily indicative of the amounts Mid-America could ultimately realize.

9. Recent Accounting Pronouncements

Impact of Recently Issued Accounting Standards

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157 Fair Value Measurements, or Statement 157. Statement 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. Statement 157 is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. FASB Staff Position No. FAS 157-2 Effective Date of FASB Statement 157, or FSP 157-2, delays the effective date of Statement 157 for nonfinancial assets and nonfinancial liabilities except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis. For these items, the effective date will be for fiscal years beginning after November 15, 2008. We adopted Statement 157 effective January 1, 2008 and FSP 157-2 effective January 1, 2009. The adoption did not have a material impact on our consolidated financial condition or results of operations taken as a whole.

On December 4, 2007, the FASB issued Statement of Financial Accounting Standards No. 141 (Revised 2007), Business Combinations, or Statement 141R. Statement 141R will significantly change the accounting for business combinations. Under Statement 141R, an acquiring entity is required to recognize all the assets acquired and liabilities assumed in a transaction at the acquisition-date fair value with limited exceptions. Statement 141R will change the accounting treatment for certain specific items, including acquisition costs which will generally be expensed as incurred. This will have a material impact on the way we account for property acquisitions and therefore will have a material impact on our financial statements. Statement 141R applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. We adopted Statement 141R effective January 1, 2009, and the expensing of acquisition costs increased general and administrative expenses by \$ 2,000 and \$ 107,000 for the three months ending March 31, 2009 and June 30, 2009, respectively. The increased expenses did not change earnings per share.

On December 4, 2007, the FASB issued Statement of Financial Accounting Standards No. 160, Noncontrolling Interests in Consolidated Financial Statements - An Amendment of ARB No. 51, or Statement 160. Statement 160 establishes new accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. Specifically, this statement requires the recognition of a noncontrolling interest (minority interest) as equity in the consolidated financial statements and separate from the parent's equity. The amount of net income attributable to the noncontrolling interest will be included in consolidated net income on the face of the income statement. Statement 160 clarifies that changes in a parent's ownership interest in a subsidiary that do not result in deconsolidation are equity transactions if the parent retains its controlling financial interest. This has impacted our financial statement presentation by requiring the interests in the operating partnership not owned by the company (noncontrolling interests) be presented as a component of equity in the company's consolidated financial statements and income attributable to the noncontrolling interests be a component of net income. Statement 160 is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. We adopted Statement 160 effective January 1, 2009 and the retrospective presentation increased total equity by \$30,471,000 at December 31, 2008. The adoption did not change basic or diluted earnings per share for common share holders and its effect on net income and income from continuing operations is as follows:

	Three months ended June 30, 2009		Six months ended June 30, 2008	
Increase in:				
Income from continuing operations	\$540	\$484	\$1,204	\$982
Net income	\$570	\$513	\$1,276	\$1,045

On March 19, 2008, the FASB issued FASB Statement of Financial Accounting Standards No. 161, Disclosures about Derivative Instruments and Hedging Activities - an Amendment of FASB Statement 133, or Statement 161. Statement 161 enhances required disclosures regarding derivatives and hedging activities, including enhanced disclosures regarding how an entity uses derivative instruments and how derivative instruments and related hedged items are accounted for under FASB Statement No. 133, Accounting for Derivative Instruments and Hedging Activities, and how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. Statement 161 is effective for fiscal years and interim periods beginning after November 15, 2008. We adopted Statement 161 effective January 1, 2009, and the required disclosures are included in Note 8 to the consolidated financial statements.

In June 2008, the FASB issued FSP No. EITF 03-6-1, Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities to clarify that unvested share-based awards containing nonforfeitable rights to dividends are participating securities and, therefore, need to be included in the earnings allocation in computing earnings per share, or EPS, under the two-class method described in SFAS No. 128, Earnings Per Share. This FSP is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those years. All prior period EPS data presented are to be adjusted retrospectively (including interim financial statements, summaries of earnings, and selected financial data) to conform with the provisions of this FSP. We adopted this FSP effective January 1, 2009 and it had a minor impact on our number of shares which did not change net income available for common shareholders per share.

In September 2008, the FASB ratified EITF Issue No. 08-5, Issuer's Accounting for Liabilities Measured at Fair Value with a Third-Party Credit Enhancement, or EITF 08-5. EITF 08-5 requires that the measurement of liabilities with inseparable, third-party credit enhancements carried at or disclosed at fair value on a recurring basis exclude the effect of the credit enhancement. EITF 08-5 was effective on a prospective basis in the first reporting period beginning on or after December 15, 2008. We adopted EITF 08-5 effective January 1, 2009. This EITF removed the effect of the agency credit enhancements from our calculation of the fair value of our derivative instruments and materially increased the value represented on the balance sheet. The impact of this EITF on our financial position upon adoption was approximately a \$2.0 million increase to the fair value of our derivative instruments.

In April 2008, the FASB issued FSP FAS 107-1 and APB 28-1, Interim Disclosures About Fair Market Value of Financial Instruments, or FSP FAS 107-1. FSP FAS 107-1 extends the disclosure requirements of FASB Statement No. 107, Disclosures about Fair Value of Financial Instruments to interim financial statements of publicly traded companies as defined in APB Opinion No. 28, Interim Financial Reporting. FSP FAS 107-1 is effective for interim financial periods ending after June 15, 2009, and the required disclosures are included in Note 8 to the consolidated financial statements.

In May 2008, the FASB issued Statement of Financial Accounting Standards No. 165, Subsequent Events, or Statement 165. Statement 165 establishes the general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued. Statement 165 is effective for interim and

financial periods ending after June 15, 2009. Adoption of Statement 165 did not have a material impact on our consolidated financial condition or results of operations taken as a whole. For the quarterly period ended June 30, 2009, we have considered subsequent events through August 6, 2009, which is the date our consolidated financial statements were filed with the Securities and Exchange Commission on Form 10-Q.

In June 2008, the FASB issued Statement of Financial Accounting Standards No. 167, Amendments to FASB Interpretation No. 46(R) or Statement 167. Statement 167 amends events which would require reconsidering whether an entity is a variable interest entity; it amends the criteria used to determine the primary beneficiary of a variable interest entity; and it expands disclosures about an enterprise's involvement in variable interest entities. Statement 167 is effective for annual reporting periods beginning after November 15, 2009 and earlier application is prohibited. Management does not believe that the adoption of Statement 167 will have a material impact on our consolidated financial condition or results of operations taken as a whole.

10. Subsequent Events

On August 27, 2008, we purchased 215 units of the 234-unit Village Oaks apartments located in Temple Terrace, Florida, a suburb of Tampa. Throughout the remainder of 2008, we purchased four of the 19 units which had been sold as condominiums. During the first six months of 2009 we purchased three more units. Subsequent to the six months ended June 30, 2009, but prior to the filing of this quarterly report on Form 10-Q with the Securities and Exchange Commission, we purchased two additional units.

In June 2009, Mid-America established Mid-America Multifamily Fund II, LLC, or Fund II, a joint venture with private equity. On July 24, 2009, Fund II made its first acquisition and purchased the 294-unit Ansley Village apartments in Macon, Georgia.

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

The following discussion should be read in conjunction with the condensed consolidated financial statements and notes appearing elsewhere in this report. Historical results and trends which might appear in the condensed consolidated financial statements should not be interpreted as being indicative of future operations.

Forward Looking Statements

We consider this and other sections of this Report to contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, with respect to our expectations for future periods. Forward looking statements do not discuss historical fact, but instead include statements related to expectations, projections, intentions or other items related to the future. Such forward-looking statements include, without limitation, statements concerning property acquisitions and dispositions, development and renovation activity as well as other capital expenditures, capital raising activities, rent growth, occupancy, and rental expense growth. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," and variations of words and similar expressions are intended to identify such forward-looking statements. Such statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from the results of operations or plans expressed or implied by such forward-looking statements. Such factors include, among other things, unanticipated adverse business developments affecting us, or our properties, adverse changes in the real estate markets and general and local economies and business conditions. Although we believe that the assumptions underlying the forward-looking statements contained herein are reasonable, any of the assumptions could be inaccurate, and therefore such forward-looking statements included in this report may not prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by us or any other person that the results or conditions described in such statements or our objectives and plans will be achieved.

The following factors, among others, could cause our future results to differ materially from those expressed in the forward-looking statements:

- inability to generate sufficient cash flows due to market conditions, changes in supply and/or demand, competition, uninsured losses, changes in tax and housing laws, or other factors;
 - increasing real estate taxes and insurance costs;
- failure of new acquisitions to achieve anticipated results or be efficiently integrated into us;
 - failure of development communities to lease-up as anticipated;
 - inability of a joint venture to perform as expected;
- inability to acquire additional or dispose of existing apartment units on favorable economic terms;
 - losses from catastrophes in excess of our insurance coverage;
 - unexpected capital needs;
 - inability to attract and retain qualified personnel;
 - potential liability for environmental contamination;
 - adverse legislative or regulatory tax changes;
- litigation and compliance costs associated with laws requiring access for disabled persons;
- imposition of federal taxes if we fail to qualify as a REIT under the Internal Revenue Code in any taxable year or foregone opportunities to ensure REIT status;
 - inability to acquire funding through the capital markets;
- inability to pay required distributions to maintain REIT status due to required debt payments;
- changes in interest rate levels, including that of variable rate debt, such as extensively used by us;
 - loss of hedge accounting treatment for interest rate swaps;
 - the continuation of the good credit of our interest rate swap and cap providers;
- the availability of credit, including mortgage financing, and the liquidity of the debt markets, including a material deterioration of the financial condition of the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation, at present operating under the conservatorship of the United States Government; and
 - inability to meet loan covenants.

Critical Accounting Policies and Estimates

The following discussion and analysis of financial condition and results of operations are based upon Mid-America's condensed consolidated financial statements, and the notes thereto, which have been prepared in accordance with U.S. generally accepted accounting principles, or GAAP. The preparation of these condensed consolidated financial statements requires us to make a number of estimates and assumptions that affect the reported amounts and disclosures in the condensed consolidated financial statements. On an ongoing basis, we evaluate our estimates and assumptions based upon historical experience and various other factors and circumstances. We believe that our estimates and assumptions are reasonable under the circumstances; however, actual results may differ from these estimates and assumptions.

We believe that the estimates and assumptions listed below are most important to the portrayal of our financial condition and results of operations because they require the greatest subjective determinations and form the basis of accounting policies deemed to be most critical. These critical accounting policies include revenue recognition, capitalization of expenditures and depreciation of assets, impairment of long-lived assets, including goodwill, and fair value of derivative financial instruments.

Revenue Recognition

Mid-America leases multifamily residential apartments under operating leases primarily with terms of one year or less. Rental revenues are recognized using a method that represents a straight-line basis over the term of the lease and other revenues are recorded when earned.

Mid-America records all gains and losses on real estate in accordance with Statement No. 66 Accounting for Sales of Real Estate.

Capitalization of expenditures and depreciation of assets

Mid-America carries real estate assets at depreciated cost. Depreciation is computed on a straight-line basis over the estimated useful lives of the related assets, which range from 8 to 40 years for land improvements and buildings, 5 years for furniture, fixtures, and equipment, 3 to 5 years for computers and software, and 1 year for acquired leases, all of which are subjective determinations. Repairs and maintenance costs are expensed as incurred while significant improvements, renovations, and replacements are capitalized. The cost to complete any deferred repairs and maintenance at properties acquired by Mid-America in order to elevate the condition of the property to Mid-America's standards are capitalized as incurred.

Development costs are capitalized in accordance with Statement No. 67, Accounting for Costs and Initial Rental Operations of Real Estate Projects and Statement No. 34, Capitalization of Interest Cost.

Impairment of long-lived assets, including goodwill

Mid-America accounts for long-lived assets in accordance with the provisions of Statement No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, or Statement 144, and evaluates its goodwill for impairment under Statement No. 142, Goodwill and Other Intangible Assets, or Statement 142. Mid-America evaluates goodwill for impairment on an annual basis in Mid-America's fiscal fourth quarter, or sooner if a goodwill impairment indicator is identified. Mid-America periodically evaluates long-lived assets, including investments in real estate and goodwill, for indicators that would suggest that the carrying amount of the assets may not be recoverable. The judgments regarding the existence of such indicators are based on factors such as operating performance, market conditions, and legal factors.

In accordance with Statement 144, long-lived assets, such as real estate assets, equipment, and purchased intangibles subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset. Assets to be disposed of are separately presented on the balance sheet and reported at the lower of the carrying amount or fair value less costs to sell, and are no longer depreciated. The assets and liabilities of a disposed group classified as held for sale are presented separately in the appropriate asset and liability sections of the balance sheet.

In accordance with Statement 142, goodwill is tested annually for impairment, and is tested for impairment more frequently if events and circumstances indicate that the asset might be impaired. An impairment loss is recognized to the extent that the carrying amount exceeds the asset's fair value. This determination is made at the reporting unit level and consists of two steps. First, Mid-America determines the fair value of a reporting unit and compares it to its carrying amount. In the apartment industry, the primary method used for determining fair value is to divide annual operating cash flows by an appropriate capitalization rate. Mid-America determines the appropriate capitalization rate by reviewing the prevailing rates in a property's market or submarket. Second, if the carrying amount of a reporting unit exceeds its fair value, an impairment loss is recognized for any excess of the carrying amount of the reporting unit's goodwill over the implied fair value of that goodwill. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit in a manner similar to a purchase price allocation, in accordance with Statement No. 141, Business Combinations. The residual fair value after this allocation is the implied fair value of the reporting unit goodwill.

Fair value of derivative financial instruments

We utilize certain derivative financial instruments, primarily interest rate swaps and caps, during the normal course of business to manage, or hedge, the interest rate risk associated with our variable rate debt or as hedges in anticipation of future debt transactions to manage well-defined interest rate risk associated with the transaction.

In order for a derivative contract to be designated as a hedging instrument, the relationship between the hedging instrument and the hedged item must be highly effective. While our calculation of hedge effectiveness contains some subjective determinations, the historical correlation of the hedging instruments and the underlying hedge are measured by Mid-America before entering into the hedging relationship and have been found to be highly correlated.

We measure ineffectiveness using the change in the variable cash flows method for interest rate swaps and the hypothetical derivative method for interest rate caps for each reporting period through the term of the hedging instruments. Any amounts determined to be ineffective are recorded in earnings. The change in fair value of the interest rate swaps and the intrinsic value or fair value of caps designated as cash flow hedges are recorded to accumulated other comprehensive income in the statement of shareholders' equity.

The valuation of our derivative financial instruments is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. The fair values of interest rate swaps are determined using the market standard methodology of netting the discounted future fixed cash payments and the discounted expected variable cash receipts. The variable cash receipts are based on an expectation of future interest rates (forward curves) derived from observable market interest rate curves. The fair values of interest rate caps are determined using the market standard methodology of discounting the future expected cash receipts that would occur if variable interest rates rise above the strike rate of the caps. The variable interest rates used in the calculation of projected receipts on the cap are based on an expectation of future interest rates derived from observable market interest rate curves and volatilities. Additionally, we incorporate credit valuation adjustments to appropriately reflect both our own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. See Note 8 of the Consolidated Financial Statements.

Overview of the Three Months Ended June 30, 2009

As anticipated, weaker demand for apartment housing caused our same store revenues to drop by approximately \$471,000 in the second quarter of 2009 from the second quarter of 2008 as we reduced pricing on new leases to maintain occupancy. Our same store expenses in the second quarter of 2009 decreased by approximately \$357,000 from the same quarter a year ago as we continued to capitalize on operating efficiencies and benefited from a decrease in real estate taxes resulting from reduced negotiated assessments and successful appeals.

Our same store portfolio consists of those properties in our portfolio which have been held and were stabilized for at least 12 months. Communities not included in the same store portfolio would include acquisitions within the last 12 months, communities being developed or in lease-up, and communities undergoing extensive renovations.

The following is a discussion of the consolidated financial condition and results of operations of Mid-America for the three and six month periods ended June 30, 2009. This discussion should be read in conjunction with the condensed consolidated financial statements appearing elsewhere in this report. These financial statements include all adjustments, which are, in the opinion of management, necessary to reflect a fair statement of the results for the interim period presented, and all such adjustments are of a normal recurring nature.

Results of Operations

Comparison of the Three Months Ended June 30, 2009 to the Three Months Ended June 30, 2008

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Property revenues for the three months ended June 30, 2009 were approximately \$94.4 million, an increase of \$3.0 million from the three months ended June 30, 2008 due to (i) a \$2.7 million increase in property revenues from the five properties acquired since the first quarter of 2008 and (ii) a \$0.6 million increase in property revenues from our development and lease-up communities. These increases were partially offset by a \$0.3 million decrease in property revenues from all other communities. The decrease in property revenues from all other communities was generated primarily by our same store portfolio and was driven by a 1.3% decrease in average effective rent per unit in the second quarter of 2009 from the second quarter of 2008.

Property operating expenses include costs for property personnel, property bonuses, building repairs and maintenance, real estate taxes and insurance, utilities, landscaping and other property related costs. Property operating expenses for the three months ended June 30, 2009 were approximately \$38.8 million, an increase of approximately \$0.9 million from the three months ended June 30, 2008 due primarily to increases in property operating expenses of (i) \$1.2 million from the five properties acquired since the first quarter of 2008, and (ii) \$0.3 million from our development and lease-up communities. These increases were partially offset by a decrease in property operating expense of \$0.6 million from all other communities. The decrease in property operating expenses from all other communities was generated primarily by our same store portfolio and was driven by a 6.6% decrease in real estate taxes resulting from reduced negotiated assessments and successful appeals of 2008 values.

Depreciation expense for the three months ended June 30, 2009 was approximately \$23.8 million, an increase of approximately \$1.7 million from the three months ended June 30, 2008 primarily due to the increases in depreciation expense of (i) \$0.9 million from the five properties acquired since the first quarter of 2008, (ii) \$0.1 million from our development and lease-up communities, and (iii) \$0.9 million from all other communities. Increases of depreciation expense from all other communities resulted from asset additions made during the normal course of business. These increases were partially offset by a decrease in depreciation expense of \$0.2 million from the expiration of the amortization of intangible lease assets of leases of previously acquired communities.

Property management expenses for the three months ended June 30, 2009 were approximately \$4.5 million, a slight increase from the \$4.4 million of property management expenses in the first quarter of 2008. General and administrative expenses decreased slightly from \$2.8 million for the second quarter of 2008 to \$2.7 million for the second quarter of 2009.

Interest expense for the three months ended June 30, 2009 was approximately \$14.5 million, a decrease of \$0.6 million from the three months ended June 30, 2008. The decrease was primarily related to the decrease in our average cost of debt from 4.86% to 4.39% over the same period. This decrease in interest expense was partially offset by an increase in our average debt outstanding by approximately \$59.2 million from the second quarter of 2008 to the second quarter of 2009. Interest expense during the second quarter of 2009 was also increased by \$593,000 related to a reclassification from other comprehensive income resulting from the reversal of prior period realized gains between derivative instruments and their hedged debt transactions.

In the three months ended June 30, 2009, Mid-America benefited from gains of approximately \$1.2 million due to the sale of a property. No properties were sold during 2008.

Primarily as a result of the foregoing, net income attributable to Mid-America Apartment Communities, Inc. increased by approximately \$1.5 million in the second quarter of 2009 from the second quarter of 2008.

Comparison of the Six Months Ended June 30, 2009 to the Six Months Ended June 30, 2008

Property revenues for the six months ended June 30, 2009 were approximately \$187.9 million, an increase of \$5.8 million from the six months ended June 30, 2008 due to (i) a \$5.9 million increase in property revenues from the six properties acquired during 2008 and 2009, and (ii) a \$1.2 million increase in property revenues from our development and lease-up communities. These increases were partially offset by a \$1.3 million decrease in property revenues from

all other communities. The decrease in property revenues from all other communities was generated primarily by our same store portfolio and was driven by a 0.8% decrease in average effective rent per unit in the first six months of 2009 from the first six months of 2008.

Property operating expenses include costs for property personnel, property bonuses, building repairs and maintenance, real estate taxes and insurance, utilities, landscaping and other property related costs. Property operating expenses for the six months ended June 30, 2009 were approximately \$77.0 million, an increase of approximately \$2.2 million from the six months ended June 30, 2008 due primarily to increases in property operating expenses of (i) \$2.3 million from the six properties acquired during 2008 and 2009, and (ii) \$0.5 million from our development and lease-up communities. These increases were partially offset by a decrease in property operating expense of \$0.6 million from all other communities. The decrease in property operating expenses from all other communities was generated primarily by our same store portfolio and was driven by a \$0.4 million decrease in incentive bonuses.

Depreciation expense for the six months ended June 30, 2009 was approximately \$47.4 million, an increase of approximately \$3.4 million from the six months ended June 30, 2008 primarily due to the increases in depreciation expense of (i) \$1.8 million from the six properties acquired during 2008 and 2009, (ii) \$0.3 million from our development and lease-up communities, and (iii) \$1.7 million from all other communities. Increases of depreciation expense from all other communities resulted from asset additions made during the normal course of business. These increases were partially offset by a decrease in depreciation expense of \$0.4 million from the expiration of the amortization of intangible lease assets of previously acquired communities.

Property management expenses for the six months ended June 30, 2009 were approximately \$8.7 million, a slight increase from the \$8.6 million of property management expenses in the first six months of 2008. General and administrative expenses decreased by approximately \$0.6 million over this same period to \$5.1 million, partially related to lower employee incentives.

Interest expense for the six months ended June 30, 2009 was approximately \$28.7 million, a decrease of \$2.5 million from the six months ended June 30, 2008. The decrease was primarily related to the decrease in our average cost of debt from 4.99% to 4.35% over the same period. This decrease in interest expense was partially offset by an increase in our average debt outstanding by approximately \$53.0 million from the first six months of 2008 to the first six months of 2009. Interest expense during the first six months of 2009 was also increased by \$593,000 related to a reclassification from other comprehensive income resulting from the reversal of prior period realized gains between derivative instruments and their hedged debt transactions.

In the six months ended June 30, 2009, Mid-America benefited from gains of approximately \$2.6 million due to the sale of two properties. No properties were sold during 2008.

Primarily as a result of the foregoing, net income attributable to Mid-America Apartment Communities, Inc. increased by approximately \$5.0 million in the first six months of 2009 from the first six months of 2008.

Funds From Operations and Net Income

Funds from operations, or FFO, represents net income attributable to Mid-America Apartment Communities, Inc. (computed in accordance with GAAP), excluding extraordinary items, gains or losses on disposition of real estate assets, plus depreciation of real estate, and adjustments for joint ventures to reflect FFO on the same basis. This definition of FFO is in accordance with the National Association of Real Estate Investment Trust's, or NAREIT, definition. Disposition of real estate assets includes sales of discontinued operations as well as proceeds received from insurance and other settlements from property damage.

In response to the Securities and Exchange Commission's Staff Policy Statement relating to Emerging Issues Task Force Topic D-42 concerning the calculation of earnings per share for the redemption of preferred stock, we include

the amount charged to retire preferred stock in excess of carrying values in our FFO calculation.

Mid-America's policy is to expense the cost of interior painting, vinyl flooring, and blinds as incurred for stabilized properties. During the stabilization period for acquisition properties, these items are capitalized as part of the total repositioning program of newly acquired properties, and thus are not deducted in calculating FFO.

FFO should not be considered as an alternative to net income attributable to Mid-America Apartment Communities, Inc. or any other GAAP measurement of performance, as an indicator of operating performance, or as an alternative to cash flow from operating, investing, and financing activities as a measure of liquidity. We believe that FFO is helpful to investors in understanding our operating performance in that such calculation excludes depreciation expense on real estate assets. We believe that GAAP historical cost depreciation of real estate assets is generally not correlated with changes in the value of those assets, whose value does not diminish predictably over time, as historical cost depreciation implies. Our calculation of FFO may differ from the methodology for calculating FFO utilized by other REITs and, accordingly, may not be comparable to such other REITs.

The following table is a reconciliation of FFO to net income attributable to Mid-America Apartment Communities, Inc. for the three and six month periods ended June 30, 2009, and 2008 (dollars and shares in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2009	2008	2009	2008
Net income attributable to Mid-America Apartment Communities, Inc.	\$ 10,148	\$ 8,644	\$ 21,287	\$ 16,323
Depreciation of real estate assets	23,293	21,656	46,413	43,265
Net casualty loss (gains) and other settlement proceeds	-	(416)	144	(544)
Gains on dispositions within real estate joint ventures	-	(38)	-	(38)
Depreciation of real estate assets of discontinued operations	-	350	-	702
(Gains) loss on sales of discontinued operations	(1,155)	61	(2,587)	120
Depreciation of real estate	185	275	449	370

assets of real estate joint ventures				
Preferred dividend distribution	(3,217)	(3,217)	(6,433)	(6,433)
Net income attributable to noncontrolling interests	570	513	1,276	1,045
Funds from operations	\$ 29,824	\$ 27,828	\$ 60,549	\$ 54,810

FFO for the three and six month periods ended June 30, 2009 increased primarily as the result of recently acquired properties and reduced interest expense as discussed above in Results of Operations.

Trends

During the first half of 2009, rental demand for apartments was weaker in most of our markets when compared to the first half of 2008. One of the primary drivers of apartment demand is job formation, and the job losses across all of our markets (with the exception of Texas, and to a lesser extent in certain of our secondary markets) impacted apartment demand and pricing. Although job losses in the markets where our properties are located were less than the national average, apartment demand weakened at most of our locations.

An important part of our portfolio strategy is to maintain a broad diversity of markets across the south east and south west regions of the United States, and to allocate a significant part of our assets to secondary markets. The diversity of markets tends to mitigate exposure to economic issues in any one geographic market or area. We have found that secondary markets have tended to have less volatility of apartment demand and absorption due to a steadier employment base and less exposure to oversupply, and thus tend to perform better during difficult economic times. At the end of the second quarter, we were invested in over 48 separate markets, and 42% of our gross assets were located in markets that we classify as secondary.

Partially mitigating the severe job losses was an apparent continuation of the trend of households moving back to the rental market from buying houses. The primary reason that our residents leave us is to buy a house, and we have seen that reason as a percent of total move-outs continue to drop. Analysts point out that homeownership increased from 65% to over 69% of households over ten years ending in 2005. This increase, representing approximately five million households, was driven primarily by the availability of new mortgage products, many requiring no down-payment and minimal credit ratings. With a reversion of mortgage underwriting back to more traditional standards, it is possible that a long-term correction will occur, and that home ownership may return to more sustainable levels. This could be quite significant for the apartment business, and we believe, if this occurs, it could benefit us for several years.

We also benefited on the supply side, as the lack of available financing for new apartment construction resulted in relatively few new apartments entering the market as new competition. Also, rents have yet to rise sufficiently to offset the rapid run-up of costs of new construction over the last five years. Competition from condominiums reverting back to being rental units, or new condominiums being converted to rental, was not a major factor in our markets because most of our markets and submarkets have not been primary areas for condominium development. We have found the same to be true for rental competition from single family homes. We have avoided committing a significant amount of capital to markets where most of the excessive inflation in house prices has occurred. We saw significant rental competition from condominiums and/or single family houses in only a few submarkets.

Our focus in the quarter was on sustaining occupancy as we entered what we think will continue to be a weaker leasing market for several quarters. By focusing on aggressive efforts to build and sustain traffic, and pricing aggressively, we were largely successful at this, as our same store occupancy ended the second quarter at our highest second quarter level ever.

Overall same store revenues weakened 0.6% compared to the same quarter a year ago. Of our primary markets, Dallas was strongest growing revenues 1.8% on a same store basis, while Jacksonville was weakest with same store revenues declining 2.5%. Of our secondary markets Little Rock was strongest, growing same store revenues 6.7% over the same quarter a year ago, while Panama City was our weakest secondary market with revenues declining 9.4% from the same quarter a year ago.

We believe that the decline in same store revenue will be temporary, and that revenue growth should resume after the economic growth returns and (most importantly) when job growth recommences, which some economists project could be as soon as the second half of 2010. We also believe reduced availability of financing for new apartment construction will likely limit new apartment supply, and more sustainable credit terms for residential mortgages should work to favor rental demand at existing multi-family properties. At the same time, we expect long term demographic trends, including the growth of prime age groups for rentals, immigration, and population movement to the southeast and southwest will continue to build apartment rental demand for our markets.

While it seems likely that we will continue to face declining economic growth as a result of reduced liquidity in the economy throughout 2009 and into the first half of 2010, we think that the supply of new apartments is not excessive, and that positive absorption of apartments will return for most of our markets later in 2010. Should the economy fall into a deeper recession, the limited new supply of apartments and the more disciplined mortgage financing for single family home buying should lessen the impact.

We continue to develop improved products, operating systems and procedures that enable us to capture more revenues. Revenue opportunities in ancillary services (such as re-selling cable television and internet access), improved collections, and utility reimbursements enable us to capture increased revenue dollars.

We also actively work on improving processes and products to reduce expenses, such as new web-sites and internet access for our residents that enable them to transact their business with us more simply and effectively. Another example is that we introduced new systems to improve the apartment get-ready process, and we also implemented new software to improve our purchasing and accounts payable processes, all of which improve our operating expenses and customer service.

During the quarter ended June 30, 2009 we continued to have the benefit of lower interest rates resulting from improved market for Fannie Mae and Freddie Mac debt securities. Much of this was due to government action to improve liquidity in the credit markets, and resulted in a lower cost of debt for us. We expect this to continue for much of 2009 as the government expands its efforts in this area, and as a result we are forecasting a continuation of favorable interest rates for the balance of 2009.

Liquidity and Capital Resources

Net cash flow provided by operating activities decreased only slightly from \$70.6 million for the first six months of 2008 to \$70.5 million for the first six months of 2009.

Net cash used in investing activities was approximately \$29.5 million during the first six months of 2009 compared \$104.2 million during the first six months of 2008, mainly related to acquisition and disposition activity. In the first six months of 2008, Mid-America had total cash outflows of \$58.3 million for two wholly owned acquisitions and \$6.9 million representing Mid-America's share of two acquisitions purchased by Mid-America Multifamily Fund I, LLC, or Fund I, Mid-America's joint venture. This compares to cash outflows of approximately \$17.7 million in the

first six months of 2009 for the purchase of one wholly owned property and three individual units of a previous acquisition. In the first six months of 2009, Mid-America received a total of approximately \$14.7 million from the sale of two properties. No dispositions were made in 2008. Mid-America also spent approximately \$9.6 million more on development communities during the first six months of 2008 than in the same period of 2009.

Net cash used in financing activities was approximately \$44.3 million for the first six months of 2009, compared to net cash provided by financing activities of approximately \$26.4 million during the first six months of 2008. During the first six months of 2008, we received proceeds of approximately \$79.5 million from the issuance of shares of common stock through our continuous equity offering program, or CEO, which were used for general corporate business including the pay down of loans and partial financing of acquisitions. No shares were issued through the CEO during the first six months of 2009.

The weighted average interest rate at June 30, 2009 for the \$1.3 billion of debt outstanding was 4.5%, compared to the weighted average interest rate of 4.9% on \$1.2 billion of debt outstanding at June 30, 2008. We utilize both conventional and tax exempt debt to help finance our activities. Borrowings are made through individual property mortgages as well as company-wide secured credit facilities. We utilize fixed rate borrowings, interest rate swaps and interest rate caps to manage our current and future interest rate risk. More details on our borrowings can be found in the schedules presented later in this section.

At June 30, 2009, we had secured credit facility relationships with Prudential Mortgage Capital which are credit-enhanced by the Federal National Mortgage Association, or FNMA, Financial Federal which are credit-enhanced by Federal Home Loan Mortgage Corporation, or Freddie Mac, and a \$50 million bank facility. Together, these credit facilities provided a total line capacity of \$1.4 billion and collateralized availability to borrow of nearly all of the \$1.4 billion at June 30, 2009. We had total borrowings outstanding under these credit facilities of \$1.2 billion at June 30, 2009.

Approximately 69% of our outstanding obligations at June 30, 2009 were borrowed through facilities with/or credit enhanced by FNMA, also referred to as the FNMA Facilities. The FNMA Facilities have a combined line limit of \$1.04 billion, all of which was collateralized and available to borrow at June 30, 2009. We had total borrowings outstanding under the FNMA Facilities of approximately \$917 million at June 30, 2009. Various tranches of the FNMA Facilities mature from 2011 through 2018. The FNMA Facilities provide for both fixed and variable rate borrowings. The interest rate on the majority of the variable portion is based on the FNMA Discount Mortgage Backed Security, or DMBS, rate which are credit-enhanced by FNMA and are typically sold every 90 days by Prudential Mortgage Capital at interest rates approximating three-month LIBOR less a spread that has averaged 0.17% over the life of the FNMA Facilities, plus a credit enhancement fee of 0.49% to 0.795%. We have seen more volatility in the spread between the DMBS and three-month LIBOR since late 2007 than was historically prevalent. While we feel this recent volatility is an anomaly and believe that this spread will return to more historic levels, we cannot forecast when or if the uncertainty and volatility in the market may change. On July 1, 2009 the spread below three-month LIBOR was 0.33%.

Approximately 22% of our outstanding obligations at June 30, 2009 were borrowed through facilities with/or credit enhanced by Freddie Mac, also referred to as the Freddie Mac Facilities. The Freddie Mac Facilities have a combined line limit of \$300 million, of which \$296 million was collateralized and available to borrow at June 30, 2009. We had total borrowings outstanding under the Freddie Mac Facilities of approximately \$296 million at June 30, 2009. The Freddie Mac facilities mature in 2011 and 2014. The interest rate on the Freddie Mac Facilities renews every 30 or 90 days and is based on the Freddie Mac Reference Bill Rate on the date of renewal, which has historically approximated the equivalent 30 or 90-day LIBOR, plus a credit enhancement fee of 0.65% to 0.69%. The Freddie Mac Reference Bill rate has traded consistently below LIBOR, and the historical average spread has risen to 0.44% below LIBOR. On July 1, 2009 the spread was 0.40% below LIBOR.

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Each of our secured credit facilities is subject to various covenants and conditions on usage, and is subject to periodic re-evaluation of collateral. If we were to fail to satisfy a condition to borrowing, the available credit under one or more of the facilities could not be drawn, which could adversely affect our liquidity. In the event of a reduction in real estate values the amount of available credit could be reduced. Moreover, if we were to fail to make a payment or violate a covenant under a credit facility, after applicable cure periods, one or more of our lenders could declare a default, accelerate the due date for repayment of all amounts outstanding and/or foreclose on properties securing such facilities. Any such event could have a material adverse effect.

The following schedule details the line limits, collateralized availability and the outstanding balances of our various borrowings as of June 30, 2009 (in thousands):

	Line Limit	Amount Collateralized	Amount Borrowed
FNMA Credit Facilities	\$ 1,044,429	\$ 1,044,429	\$ 916,833
Freddie Mac Credit Facilities	300,000	296,404	296,404
Regions Credit Facility	50,000	48,700	13,017
Other Borrowings	97,394	97,394	97,394
Total Debt	\$ 1,491,823	\$ 1,486,927	\$ 1,323,648

As of June 30, 2009, we had entered into interest rate swaps totaling a notional amount of \$883 million. To date, these swaps have proven to be highly effective hedges. We had also entered into interest rate cap agreements totaling a notional amount of approximately \$122 million as of June 30, 2009. See Note 8 of the Consolidated Financial Statements.

The following schedule outlines our variable versus fixed rate debt, including the impact of interest rate swaps and caps, outstanding as of June 30, 2009 (in thousands):

	Principal Balance	Average Years to Contract Maturity	Effective Rate
Conventional - Fixed Rate or Swapped (1)	\$ 992,789	3.7	5.5%
Tax-free - Fixed Rate or Swapped (1)	37,570	7.7	4.7%
Conventional - Variable Rate (2)	171,003	4.8	1.2%
Conventional - Variable	57,936	5.2	0.9%

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Rate - Capped (3) Tax-free -	64,350	2.7	1.2%
Variable Rate - Capped (3)			
Total	\$ 1,323,648	4.1	4.5%
Debt Outstanding			

(1) Maturities on existing swapped balances are calculated using the life of the underlying variable debt.

(2) Includes a \$15 million mortgage with an imbedded cap at 7%.

(3) When the capped rates are not reached, the average rate represents the rate on the underlying variable debt.

The following schedule outlines the contractual maturity dates of our outstanding debt as of June 30, 2009 (in thousands):

	Line Limit Credit Facilities					Total
	Fannie Mae	Freddie Mac	Regions	Other		
2009	\$ -	\$ -	\$ -	\$ -	\$ -	-
2010	-	-	50,000	-	-	50,000
2011	80,000	100,000	-	-	-	180,000
2012	80,000	-	-	-	-	80,000
2013	203,193	-	-	-	-	203,193
2014	321,236	200,000	-	18,677	-	539,913
2015	120,000	-	-	53,210	-	173,210
Thereafter	240,000	-	-	25,507	-	265,507
Total	\$ 1,044,429	\$ 300,000	\$ 50,000	\$ 97,394	\$ -	\$ 1,491,823

The following schedule outlines the interest rate maturities of our outstanding interest rate swap agreements and fixed rate debt as of June 30, 2009 (in thousands):

	Swap Balances			Temporary		Total	
	LIBOR	SIFMA (formerly BMA)	Fixed Rate Balances	Fixed Rate Balances (1)	Balance	Contract Rate	
2009	\$ -	\$ -	\$ -	\$ 65,000	\$ 65,000	7.7%	
2010	140,000	8,365	-	-	148,365	5.7%	
2011	158,000	-	-	-	158,000	5.2%	
2012	150,000	17,800	-	-	167,800	5.1%	
2013	190,000	-	-	-	190,000	5.2%	
2014	144,000	-	18,677	-	162,677	5.7%	
2015	75,000	-	38,010	-	113,010	5.6%	
Thereafter	-	-	25,507	-	25,507	5.6%	
Total	\$ 857,000	\$ 26,165	\$ 82,194	\$ 65,000	\$ 1,030,359	5.5%	

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(1) Represents a \$65 million fixed rate FNMA borrowing that converts to a variable rate on December 1, 2009.

During the first six months of 2008, Mid-America sold 1,482,300 shares of common stock through our continuous equity offering program generating net proceeds of approximately \$79.5 million. No sales were made through this program during the first six months of 2009.

During the first six months of 2008, Mid-America offered an average 1.5% discount for our Dividend and Distribution Reinvestment and Share Purchase Plan, or DRSP, and issued approximately 242,000 shares of common stock through the direct stock purchase feature of this plan, generating approximately \$12.0 million in proceeds. During the first six months of 2009, we did not offer a discount through our DRSP. Approximately 750 shares of common stock were issued through the direct stock purchase feature of this plan during the first six months of 2009, generating approximately \$24,000 in proceeds.

We believe that we have adequate resources to fund our current operations, annual refurbishment of our properties, and incremental investment in new apartment properties. We rely on the efficient operation of the financial markets to finance debt maturities, and on FNMA and Freddie Mac, or the Agencies, who have now been placed into conservatorship by the U.S. Government which has pledged \$200 billion of preferred equity to each agency. The Agencies provided credit enhancement for approximately \$1.2 billion of our outstanding debt as of June 30, 2009. The Federal Housing Finance Agency, or FHFA, is the appointed conservator of the Agencies, and in a press release dated September 12, 2008, stated that “business will continue as usual at the Enterprises during the conservatorship – this applies to both their single family and multifamily businesses. FHFA recognizes the importance of all aspects of the Enterprises’ multifamily businesses ... for a healthy secondary market and housing affordability. In particular, support for multifamily housing finance is central to the Enterprises’ public purpose... As conservator, FHFA expects each Enterprise to continue underwriting and financing sound multifamily business.”

The interest rate markets for FNMA DMBS and Freddie Mac Reference Bills, which in our experience are highly liquid and highly correlated with three-month LIBOR interest rates, are also an important component of our liquidity and interest rate swap effectiveness. Prudential Mortgage Capital, a DUS lender for Fannie Mae, markets 90-day Fannie Mae Discount Mortgage Backed Securities monthly, and is obligated to advance funds to us at DMBS rates plus a credit spread under the terms of the credit agreements between Prudential and us. Financial Federal, a Freddie Mac Program Plus Lender and Servicer, is obligated to advance funds under the terms of credit agreements between Financial Federal and us.

For the six months ended June 30, 2009, our net cash provided by operating activities was in excess of covering funding improvements to existing real estate assets, distributions to noncontrolling interests, and dividends paid on common and preferred shares by approximately \$8.1 million, as compared to \$11.8 million for the same period in 2008. While we have sufficient liquidity to permit distributions at current rates through additional borrowings, if necessary, any significant deterioration in operations could result in our financial resources being insufficient to pay distributions to shareholders at the current rate, in which event we would be required to reduce the distribution rate.

The following table reflects our total contractual cash obligations which consist of our long-term debt and operating leases as of June 30, 2009, (dollars in thousands):

Contractual Obligations (1)	2009	2010	2011	2012	2013	Thereafter	Total
Long-Term Debt (2)	\$ 878	\$ 14,844	\$ 178,333	\$ 82,036	\$ 161,039	\$ 886,518	\$ 1,323,648

Fixed Rate or Swapped Interest (3)	25,371	43,123	35,404	26,403	18,911	29,076	178,288
Operating Lease	8	17	16	9	-	-	50
Total	\$ 26,257	\$ 57,984	\$ 213,753	\$ 108,448	\$ 179,950	\$ 915,594	\$ 1,501,986

(1) Fixed rate and swapped interest are shown in this table. The average interest rates of variable rate debt are shown in preceding tables.

(2) Represents principal payments.

(3) Swapped interest is subject to the ineffective portion of cash flow hedges as described in Note 8 to the financial statements.

Off-Balance Sheet Arrangements

At June 30, 2009 and 2008, we did not have any relationships with unconsolidated entities or financial partnerships established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. Mid-America Multifamily Fund I, LLC, was established to acquire \$500 million of apartment communities with redevelopment upside offering value creation opportunity through capital improvements, operating enhancements and restructuring in-place financing. As of June 30, 2009, Mid-America Multifamily Fund I, LLC owned two properties but did not expect to acquire any additional communities. Mid-America Multifamily Fund II, LLC, was established to acquire \$250 million of apartment communities with redevelopment upside offering value creation opportunity through capital improvements, operating enhancements and restructuring in-place financing. As of June 30, 2009, Mid-America Multifamily Fund II, LLC did not own any properties, but subsequently acquired its first community on July 24, 2009. In addition, we do not engage in trading activities involving non-exchange traded contracts. As such, we are not materially exposed to any financing, liquidity, market, or credit risk that could arise if we had engaged in such relationships. We do not have any relationships or transactions with persons or entities that derive benefits from their non-independent relationships with us or our related parties other than those disclosed in Item 8. Financial Statements and Supplementary Data - Notes to Consolidated Financial Statements, Note 14 in our 2008 Annual Report on Form 10-K.

Our investments in our real estate joint ventures are unconsolidated and are recorded using the equity method as we do not have a controlling interest.

Insurance

Mid-America renegotiated our insurance programs effective July 1, 2009. We believe that the property and casualty insurance program in place provides appropriate insurance coverage for financial protection against insurable risks such that any insurable loss experienced that can be reasonably anticipated would not have a significant impact on our liquidity, financial position or results of operation.

Inflation

Substantially all of the resident leases at our communities allow, at the time of renewal, for adjustments in the rent payable hereunder, and thus may enable us to seek rent increases. Almost all leases are for one year or less. The short-term nature of these leases generally serves to reduce the risk of the adverse effects of inflation.

Impact of Recently Issued Accounting Standards

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157 Fair Value Measurements, or Statement 157. Statement 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. Statement 157 is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. FASB Staff Position No. FAS 157-2 Effective Date of FASB Statement 157, or FSP 157-2, delays the effective date of Statement 157 for nonfinancial assets and nonfinancial liabilities except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis. For these items, the effective date will be for fiscal years beginning after November 15, 2008. We adopted Statement 157 effective January 1, 2008 and FSP 157-2 effective January 1, 2009. The adoptions did not have a material impact on our consolidated financial condition or results of operations taken as a whole.

On December 4, 2007, the FASB issued Statement of Financial Accounting Standards No. 141 (Revised 2007), Business Combinations, or Statement 141R. Statement 141R will significantly change the accounting for business combinations. Under Statement 141R, an acquiring entity is required to recognize all the assets acquired and liabilities assumed in a transaction at the acquisition-date fair value with limited exceptions. Statement 141R will change the accounting treatment for certain specific items, including acquisition costs which will generally be expensed as incurred. This will have a material impact on the way we account for property acquisitions and therefore will have a material impact on our financial statements. Statement 141R applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. We adopted Statement 141R effective January 1, 2009, and the expensing of acquisition costs increased general and administrative expenses by \$ 2,000 and \$ 107,000 for the three months ending March 31, 2009 and June 30, 2009, respectively. The increased expenses did not change earnings per share.

On December 4, 2007, the FASB issued Statement of Financial Accounting Standards No. 160, Noncontrolling Interests in Consolidated Financial Statements - An Amendment of ARB No. 51, or Statement 160. Statement 160 establishes new accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. Specifically, this statement requires the recognition of a noncontrolling interest (minority interest) as equity in the consolidated financial statements and separate from the parent's equity. The amount of net income attributable to the noncontrolling interest will be included in consolidated net income on the face of the income statement. Statement 160 clarifies that changes in a parent's ownership interest in a subsidiary that do not result in deconsolidation are equity transactions if the parent retains its controlling financial interest. This has impacted our financial statement presentation by requiring the interests in the operating partnership not owned by the company (noncontrolling interests) be presented as a component of equity in the company's consolidated financial statements and income attributable to the noncontrolling interest be a component of net income. Statement 160 is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. We adopted Statement 160 effective January 1, 2009 and the retrospective presentation increased total equity by \$30,471,000 at December 31, 2008. The adoption did not change basic or diluted earnings per share for common share holders and its effect on net income and income from continuing operations is as follows:

	Three months ended June 30, 2009		Six months ended June 30, 2008	
Increase in:				
Income from continuing operations	\$540	\$484	\$1,204	\$982
Net income	\$570	\$513	\$1,276	\$1,045

On March 19, 2008, the FASB issued FASB Statement of Financial Accounting Standards No. 161, Disclosures about Derivative Instruments and Hedging Activities - an Amendment of FASB Statement 133, or Statement 161. Statement 161 enhances required disclosures regarding derivatives and hedging activities, including enhanced disclosures regarding how an entity uses derivative instruments and how derivative instruments and related hedged items are accounted for under FASB Statement No. 133, Accounting for Derivative Instruments and Hedging Activities, and how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. Statement 161 is effective for fiscal years and interim periods beginning after November 15, 2008. We adopted Statement 161 effective January 1, 2009, and the required disclosures are included in Note 8 to the consolidated financial statements.

In June 2008, the FASB issued FSP No. EITF 03-6-1, Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities to clarify that unvested share-based awards containing nonforfeitable rights to dividends are participating securities and, therefore, need to be included in the earnings allocation in computing earnings per share, or EPS, under the two-class method described in SFAS No. 128, Earnings Per Share. This FSP is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those years. All prior period EPS data presented are to be adjusted retrospectively (including interim financial statements, summaries of earnings, and selected financial data) to conform with the provisions of this FSP. We adopted this FSP effective January 1, 2009 and it had a minor impact on our number of shares which did not change net income available for common shareholders per share.

In September 2008, the FASB ratified EITF Issue No. 08-5, Issuer's Accounting for Liabilities Measured at Fair Value with a Third-Party Credit Enhancement, or EITF 08-5. EITF 08-5 requires that the measurement of liabilities with inseparable, third-party credit enhancements carried at or disclosed at fair value on a recurring basis exclude the effect of the credit enhancement. EITF 08-5 was effective on a prospective basis in the first reporting period beginning on or after December 15, 2008. We adopted EITF 08-5 effective January 1, 2009. This EITF removed the agency credit enhancements from our calculation of the fair market value of our derivative instruments and materially increased the value represented on the balance sheet. The impact of this EITF on our financial position upon adoption was approximately a \$2.0 million increase to the fair market value of our derivative instruments.

In April 2008, the FASB issued FSP FAS 107-1 and APB 28-1, Interim Disclosures About Fair Market Value of Financial Instruments, or FSP FAS 107-1. FSP FAS 107-1 extends the disclosure requirements of FASB Statement No. 107, Disclosures about Fair Value of Financial Instruments to interim financial statements of publicly traded companies as defined in APB Opinion No. 28, Interim Financial Reporting. FSP FAS 107-1 is effective for interim financial periods ending after June 15, 2009, and the required disclosures are included in Note 8 to the consolidated financial statements.

In May 2008, the FASB issued Statement of Financial Accounting Standards No. 165, Subsequent Events, or Statement 165. Statement 165 establishes the general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued. Statement 165 is effective for interim and financial periods ending after June 15, 2009. For the quarterly period ended June 30, 2009, we have considered subsequent events through August 6, 2009, which is the date our consolidated financial statements were filed with the Securities and Exchange Commission on Form 10-Q.

In June 2008, the FASB issued Statement of Financial Accounting Standards No. 167, Amendments to FASB Interpretation No. 46(R) or Statement 167. Statement 167 amends events which would require reconsidering whether an entity is a variable interest entity; it amends the criteria used to determine the primary beneficiary of a variable interest entity; and it expands disclosures about an enterprise's involvement in variable interest entities. Statement 167 is effective for annual reporting periods beginning after November 15, 2009 and earlier application is prohibited. Management does not believe that the adoption of Statement 167 will have a material impact on our consolidated financial condition or results of operations taken as a whole.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to interest rate changes associated with our credit facilities and other variable rate debt as well as refinancing risk on our fixed rate debt. Mid-America's involvement with derivative financial instruments is limited to managing our exposure to changes in interest rates and we do not expect to use them for trading or other speculative purposes.

There have been no material changes in Mid-America's market risk as disclosed in the 2008 Annual Report on Form 10-K except for the changes as discussed under Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations under the "Liquidity and Capital Resources" section, which is incorporated by reference herein.

Item 4. Controls and Procedures.

Management's Evaluation of Disclosure Controls and Procedures

The management of Mid-America, under the supervision and with the participation of our principal executive and financial officers, has evaluated the effectiveness of our disclosure controls and procedures in ensuring that the information required to be disclosed in our filings under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, including ensuring that such information is accumulated and communicated to Mid-America management as appropriate to allow timely decisions regarding required disclosure. Based on such evaluation, our principal executive and financial officers have concluded that such disclosure controls and procedures were effective as of June 30, 2009, (the end of the period covered by this Quarterly Report on Form 10-Q).

Changes in Internal Controls

During the three months ended June 30, 2009, there were no changes in Mid-America's internal control over financial reporting that materially affected, or that are reasonably likely to materially affect, Mid-America's internal control over financial reporting.

Item 4T. Controls and Procedures.

Not applicable

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

None.

Item 1A. Risk Factors.

We have identified the following additional risks and uncertainties that may have a material adverse effect on our business, financial condition or results of operations. Investors should carefully consider the risks described below before making an investment decision. Our business faces significant risks and the risks described below may not be the only risks we face. Additional risks not presently known to us or that we currently believe are immaterial may also significantly impair our business operations. If any of these risks occur, our business, results of operations or financial condition could suffer, the market price of our common stock could decline and you could lose all or part of your investment in our common stock.

Failure to generate sufficient cash flows could limit our ability to pay distributions to shareholders.

Our ability to generate sufficient cash flow in order to pay common dividends to our shareholders depends on our ability to generate funds from operations in excess of capital expenditure requirements and/or to have access to the markets for debt and equity financing. Funds from operations and the value of our apartment communities may be insufficient because of factors which are beyond our control. Such events or conditions could include:

- competition from other apartment communities;
- overbuilding of new apartment units or oversupply of available apartment units in our markets, which might adversely affect apartment occupancy or rental rates and/or require rent concessions in order to lease apartment units;
 - conversion of condominiums and single family houses to rental use;
 - job losses resulting from further declines in economic activity;
- increases in operating costs (including real estate taxes and insurance premiums) due to inflation and other factors, which may not be offset by increased rents;
- inability to initially, or subsequently after lease terminations, rent apartments on favorable economic terms;
 - changes in governmental regulations and the related costs of compliance;
- changes in tax laws and housing laws including the enactment of rent control laws or other laws regulating multifamily housing;
- withdrawal of Government support of apartment financing through its financial backing of FNMA or Freddie Mac;
 - an uninsured loss, including those resulting from a catastrophic storm, earthquake, or act of terrorism;
- changes in interest rate levels and the availability of financing, borrower credit standards, and down-payment requirements which could lead renters to purchase homes (if interest rates decrease and home loans are more readily available) or increase our acquisition and operating costs (if interest rates increase and financing is less readily available);
- weakness in the overall economy which lowers job growth and the associated demand for apartment housing; and
 - the relative illiquidity of real estate investments.

At times, we rely on external funding sources to fully fund the payment of distributions to shareholders and our capital investment program (including our existing property expansion developments). While we have sufficient liquidity to permit distributions at current rates through additional borrowings if necessary, any significant and sustained deterioration in operations could result in our financial resources being insufficient to pay distributions to shareholders at the current rate, in which event we would be required to reduce the distribution rate. Any decline in our funds from operations could adversely affect our ability to make distributions to our shareholders or to meet our loan covenants and could have a material adverse effect on our stock price.

Our financing could be impacted by negative capital market conditions.

Recently, domestic financial markets have experienced unusual volatility and uncertainty. Liquidity has tightened in financial markets, including the investment grade debt, the CMBS, commercial paper, and equity capital markets. A large majority of apartment financing, and as of June 30, 2009, 92% of our outstanding debt, is provided by or credit-enhanced by FNMA and Freddie Mac, which are now under the conservatorship of the U.S. Government. We have seen an increase in the volatility of short term interest rates and changes in historic relationships between LIBOR (which is the basis for the payments to us by our swap counterparties) and the actual interest rate we pay through the Fannie Mae Discount Mortgage Backed Security, or DMBS, and the Freddie Mac Reference Bill programs, which we believe to be temporary. This creates a risk that our interest expense will fluctuate to a greater extent than it has in the past, and it makes forecasting more difficult. Were our credit arrangements with Prudential Mortgage Capital, credit-enhanced by FNMA, or with Financial Federal, credit-enhanced by Freddie Mac, to fail, or their ability to lend money to finance apartment communities to become impaired, we would have to seek alternative sources of capital, which might not be available on terms acceptable to us, if at all. In addition, any such event would most likely cause our interest costs to rise. This could also cause our swaps to become ineffective, triggering a default in one or more of our credit agreements. If any of the foregoing events were to occur it could have a material adverse affect on our

business, financial condition and prospects.

Our credit facilities with FNMA and Freddie Mac expire 2011 – 2018, and we anticipate that replacement facilities will be at a higher cost and have less attractive terms.

A change in U.S. government policy with regard to FNMA and Freddie Mac could seriously impact our financial condition.

The U. S. government has committed \$200 billion of preferred equity each to FNMA and Freddie Mac, and placed them in conservatorship through the end of 2009. The Treasury Department has recently increased FNMA and Freddie Mac's portfolio limitation to \$900 billion, which at present is required to be reduced on a phased basis beginning in 2010. Through expansion of their off-balance sheet lending products (which form the large majority of our borrowing), we believe that FNMA and Freddie Mac balance sheet limitations will not restrict their support of lending to the multifamily industry and to us in particular. Statements supporting their involvement in apartment lending by the heads of multifamily lending of FNMA, Freddie Mac, and their regulator have recently been reiterated. Should this support change, it would have a material adverse affect on both us and the multifamily industry, and we would seek alternative sources of funding. This could jeopardize the effectiveness of our interest rate swaps, require us to post collateral up to the value of the interest rate swaps, and either of these could potentially cause a breach in one or more of our loan covenants, and through reduced loan availability, impact the value of multifamily assets, which could impair the value of our properties.

A change in the value of our assets could cause us to experience a cash shortfall, be in default of our loan covenants, or incur a charge for the impairment of assets.

Mid-America borrows on a secured basis from FNMA, Freddie Mac, and Regions Bank. A significant reduction in value could require us to post additional collateral. While we believe that we have significant excess collateral and capacity, future asset values are uncertain. If we were unable to meet a request to add collateral to a credit facility, this would have a material adverse affect on our liquidity and our ability to meet our loan covenants. We may determine that the value of an individual asset, or group of assets, was irrevocably impaired, and that we may need to record a charge to write-down the value of the asset to reflect its current value.

Debt level, refinancing and loan covenant risk may adversely affect our financial condition and operating results and our ability to maintain our status as a REIT.

At June 30, 2009, we had total debt outstanding of \$1.3 billion. Payments of principal and interest on borrowings may leave us with insufficient cash resources to operate the apartment communities or pay distributions that are required to be paid in order for us to maintain our qualification as a REIT. We currently intend to limit our total debt to approximately 60% of the undepreciated book value of our assets, although our charter and bylaws do not limit our debt levels. Circumstances may cause us to exceed that target from time-to-time. As of June 30, 2009, our ratio of debt to undepreciated book value was approximately 50%. Our Board of Directors can modify this policy at any time which could allow us to become more highly leveraged and decrease our ability to make distributions to our shareholders. In addition, we must repay our debt upon maturity, and the inability to access debt or equity capital at attractive rates could adversely affect our financial condition and/or our funds from operations. We rely on FNMA and Freddie Mac, which we refer to as the Agencies, for the majority of our debt financing and have agreements with the Agencies and with other lenders that require us to comply with certain covenants, including maintaining adequate collateral that is subject to revaluation quarterly. The breach of any one of these covenants would place us in default with our lenders and may have serious consequences on our operations.

Interest rate hedging may be ineffective.

We rely on the financial markets to refinance debt maturities, and also are heavily reliant on the Agencies, which provide credit or credit enhancement for approximately \$1.2 billion of our outstanding debt as of June 30, 2009. The debt is provided under the terms of credit facilities with Prudential Mortgage Capital (credit-enhanced by FNMA) and Financial Federal (credit-enhanced by Freddie Mac). We pay fees to the credit facility providers and the Agencies plus interest which is based on the FNMA DMBS rate, and the Freddie Mac Reference Bill Rate. The Agencies have been placed into conservatorship by the U.S. Government (under the supervision of the Federal Housing Finance Agency), which has committed \$200 billion of capital to each, if needed.

The interest rate market for the FNMA DMBS rate and the Freddie Mac Reference Bill Rate, both of which have been highly correlated with LIBOR interest rates, are also an important component of our liquidity and interest rate swap effectiveness. In our experience, the FNMA DMBS rate has historically averaged 17 basis points below three-month LIBOR, and the Freddie Mac Reference Bill rate has averaged 44 basis points below the associated LIBOR rate, but in the past twenty-one months the spreads increased significantly before recently contracting closer to more normal levels, and have been more volatile than we have historically seen. We believe that the current market illiquidity is an anomaly and that the spreads and the volatility will return to more stable historic levels, but we cannot forecast when or if the uncertainty and volatility in the market may change. Continued unusual volatility over a period of time could cause us to lose hedge accounting treatment for our interest rate swaps, resulting in material changes to our consolidated statements of operations and balance sheet, and potentially cause a breach with one of our debt covenants.

The difference in interest rates between the DMBS and Reference Bill rates and three-month LIBOR, which is a component of the ineffectiveness of the LIBOR-based swaps, flows through interest expense in the current period, and together with the recognized ineffectiveness (which is also an adjustment to current period interest expense), reduces the effectiveness of the swaps.

We also rely on the credit of the counterparties that provide swaps to hedge the interest rate risk on our credit facilities. We use three major banks to provide nearly 87% of our swaps, JP Morgan Chase, Royal Bank of Canada, and Deutsche Bank, all of which have high investment grade ratings from Moody's and S&P. In the event that one of our swap providers should suffer a significant downgrade of its credit rating or fail, our swaps may become ineffective, in which case the value of the swap would be adjusted to value in the current period, possibly causing a substantial loss sufficient to cause a breach with one of our debt covenants.

One or more interest rate swap or cap counterparties could default, causing us significant financial exposure.

We enter into interest rate swap and interest rate cap agreements only with counterparties that are highly rated (generally, AA- or above by Standard & Poors, or Aa3 or above by Moody's). We also try to diversify our risk amongst several counterparties. In the event one or more of these counterparties were to go into liquidation or to experience a significant rating downgrade, this could cause us to liquidate the interest rate swap, or lose the interest rate protection of an interest rate cap. Liquidation of an interest rate swap could cause us to be required to pay the swap counter party the net present value of the swap, which may represent a significant current period cash charge, possibly sufficient to cause us to breach one or more loan covenants.

Variable interest rates may adversely affect funds from operations.

At June 30, 2009, effectively \$171 million of our debt bore interest at a variable rate and was not hedged by interest rate swaps or caps. We may incur additional debt in the future that also bears interest at variable rates. Variable rate debt creates higher debt service requirements if market interest rates increase, which would adversely affect our funds from operations and the amount of cash available to pay distributions to shareholders. Our \$1.0 billion secured credit facilities with Prudential Mortgage Capital, credit enhanced by FNMA, are predominately floating rate facilities. We also have credit facilities with Freddie Mac totaling \$300 million which are variable rate facilities. At June 30, 2009, a total of \$1.2 billion was outstanding under these facilities. These facilities represent the majority of the variable

interest rates we were exposed to at June 30, 2009. Large portions of the interest rates on these facilities have been hedged by means of a number of interest rate swaps and caps. Upon the termination of these swaps and caps, we will be exposed to the risks of varying interest rates.

Losses from catastrophes may exceed our insurance coverage.

We carry comprehensive liability and property insurance on our communities, and intend to obtain similar coverage for communities we acquire in the future. Some losses, generally of a catastrophic nature, such as losses from floods, hurricanes or earthquakes, are subject to limitations, and thus may be uninsured. We exercise our discretion in determining amounts, coverage limits and deductibility provisions of insurance, with a view to maintaining appropriate insurance on our investments at a reasonable cost and on suitable terms. If we suffer a substantial loss, our insurance coverage may not be sufficient to pay the full current market value or current replacement value of our lost investment. Inflation, changes in building codes and ordinances, environmental considerations and other factors also might make it infeasible to use insurance proceeds to replace a property after it has been damaged or destroyed.

Increasing real estate taxes and insurance costs may negatively impact financial condition.

As a result of our substantial real estate holdings, the cost of real estate taxes and insuring our apartment communities is a significant component of expense. Real estate taxes and insurance premiums are subject to significant increases and fluctuations which can be widely outside of our control. If the costs associated with real estate taxes and insurance should rise, our financial condition could be negatively impacted and our ability to pay our dividend could be affected.

Property insurance limits may be inadequate and deductibles may be excessive in the event of a catastrophic loss or a series of major losses, and may cause a breach of loan covenants.

We have a significant proportion of our assets in areas exposed to windstorms and to the New Madrid earthquake zone. A major wind or earthquake loss, or series of losses, could require that we pay significant deductibles as well as additional amounts above the per occurrence limit of our insurance for these risks. We may then be judged to have breached one or more of our loan covenants, and any of the foregoing events could have a material adverse effect on our assets, financial condition, and results of operation.

Issuances of additional debt or equity may adversely impact our financial condition.

Our capital requirements depend on numerous factors, including the occupancy and turnover rates of our apartment communities, development and capital expenditures, costs of operations and potential acquisitions. We cannot accurately predict the timing and amount of our capital requirements. If our capital requirements vary materially from our plans, we may require additional financing sooner than anticipated. Accordingly, we could become more leveraged, resulting in increased risk of default on our obligations and in an increase in our debt service requirements, both of which could adversely affect our financial condition and ability to access debt and equity capital markets in the future.

We are dependent on key personnel.

Our success depends in part on our ability to attract and retain the services of executive officers and other personnel. There is substantial competition for qualified personnel in the real estate industry and the loss of several of our key personnel could have an adverse effect on us.

New acquisitions may fail to perform as expected and failure to integrate acquired communities and new personnel could create inefficiencies.

We intend to actively acquire and improve multifamily communities for rental operations. We may underestimate the costs necessary to bring an acquired community up to standards established for our intended market position. Additionally, to grow successfully, we must be able to apply our experience in managing our existing portfolio of apartment communities to a larger number of properties. We must also be able to integrate new management and operations personnel as our organization grows in size and complexity. Failures in either area will result in inefficiencies that could adversely affect our overall profitability.

We may not be able to sell communities when appropriate.

Real estate investments are relatively illiquid and generally cannot be sold quickly. We may not be able to change our portfolio promptly in response to economic or other conditions. Further, we own seven communities (of 144 total) which are subject to restrictions on sale, and are required to be exchanged through a 1031b tax-free exchange, unless we pay the tax liability of the contributing partners. This inability to respond promptly to changes in the performance of our investments could adversely affect our financial condition and ability to make distributions to our security holders.

Environmental problems are possible and can be costly.

Federal, state and local laws and regulations relating to the protection of the environment may require a current or previous owner or operator of real estate to investigate and clean up hazardous or toxic substances or petroleum product releases at such community. The owner or operator may have to pay a governmental entity or third parties for property damage and for investigation and clean-up costs incurred by such parties in connection with the contamination. These laws typically impose clean-up responsibility and liability without regard to whether the owner or operator knew of or caused the presence of the contaminants. Even if more than one person may have been responsible for the contamination each person covered by the environmental laws may be held responsible for all of the clean-up costs incurred. In addition, third parties may sue the owner or operator of a site for damages and costs resulting from environmental contamination emanating from that site. All of our communities have been the subject of environmental assessments completed by qualified independent environmental consultant companies. These environmental assessments have not revealed, nor are we aware of, any environmental liability that we believe would have a material adverse effect on our business, results of operations, financial condition or liquidity. Over the past several years, there have been an increasing number of lawsuits against owners and managers of multifamily properties alleging personal injury and property damage caused by the presence of mold in residential real estate.

Some of these lawsuits have resulted in substantial monetary judgments or settlements. We cannot be assured that existing environmental assessments of our communities reveal all environmental liabilities, that any prior owner of any of our properties did not create a material environmental condition not known to us, or that a material environmental condition does not otherwise exist.

Our ownership limit restricts the transferability of our capital stock.

Our charter limits ownership of our capital stock by any single shareholder to 9.9% of the value of all outstanding shares of our capital stock, both common and preferred. The charter also prohibits anyone from buying shares if the purchase would result in our losing REIT status. This could happen if a share transaction results in fewer than 100 persons owning all of our shares or in five or fewer persons, applying certain broad attribution rules of the Internal Revenue Code of 1986, as amended, or the Code, owning 50% or more of our shares. If you acquire shares in excess of the ownership limit or in violation of the ownership requirements of the Code for REITs, we:

- will consider the transfer to be null and void;
- will not reflect the transaction on our books;
- may institute legal action to enjoin the transaction;
- will not pay dividends or other distributions with respect to those shares;

- will not recognize any voting rights for those shares;
 - will consider the shares held in trust for our benefit; and
- will either direct you to sell the shares and turn over any profit to us, or we will redeem the shares. If we redeem the shares, you will be paid a price equal to the lesser of:
1. the price you paid for the shares; or
 2. the average of the last reported sales prices on the New York Stock Exchange on the ten trading days immediately preceding the date fixed for redemption by our Board of Directors.

If you acquire shares in violation of the limits on ownership described above:

- you may lose your power to dispose of the shares;
- you may not recognize profit from the sale of such shares if the market price of the shares increases; and
 - you may be required to recognize a loss from the sale of such shares if the market price decreases.

Provisions of our charter and Tennessee law may limit the ability of a third party to acquire control of us.

Ownership Limit. The 9.9% ownership limit discussed above may have the effect of precluding acquisition of control of us by a third party without the consent of our Board of Directors.

Preferred Stock. Our charter authorizes our Board of Directors to issue up to 20,000,000 shares of preferred stock. The Board of Directors may establish the preferences and rights of any preferred shares issued. The issuance of preferred stock could have the effect of delaying or preventing someone from taking control of us, even if a change in control were in our shareholders' best interests. Currently, we have 6,200,000 shares of 8.30% Series H Cumulative Redeemable Preferred Stock issued and outstanding.

Tennessee Anti-Takeover Statutes. As a Tennessee corporation, we are subject to various legislative acts, which impose restrictions on and require compliance with procedures designed to protect shareholders against unfair or coercive mergers and acquisitions. These statutes may delay or prevent offers to acquire us and increase the difficulty of consummating any such offers, even if our acquisition would be in our shareholders' best interests.

Our investments in joint ventures may involve risks.

Investments in joint ventures may involve risks which may not otherwise be present in our direct investments such as:

- the potential inability of our joint venture partner to perform;
- the joint venture partner may have economic or business interests or goals which are inconsistent with or adverse to ours;
- the joint venture partner may take actions contrary to our requests or instructions or contrary to our objectives or policies; and
 - the joint venturers may not be able to agree on matters relating to the property they jointly own.

Although each joint owner will have a right of first refusal to purchase the other owner's interest, in the event a sale is desired, the joint owner may not have sufficient resources to exercise such right of first refusal.

Failure to qualify as a REIT would cause us to be taxed as a corporation.

If we failed to qualify as a REIT for federal income tax purposes, we would be taxed as a corporation. The Internal Revenue Service may challenge our qualification as a REIT for prior years, and new legislation, regulations, administrative interpretations or court decisions may change the tax laws with respect to qualification as a REIT or the federal tax consequences of such qualification. For any taxable year that we fail to qualify as a REIT, we would be subject to federal income tax on our taxable income at corporate rates, plus any applicable alternative minimum tax. In addition, unless entitled to relief under applicable statutory provisions, we would be disqualified from treatment as a

REIT for the four taxable years following the year during which qualification is lost. This treatment would reduce our net earnings available for investment or distribution to shareholders because of the additional tax liability for the year or years involved. In addition, distributions would no longer qualify for the dividends paid deduction nor be required to be made in order to preserve REIT status. We might be required to borrow funds or to liquidate some of our investments to pay any applicable tax resulting from our failure to qualify as a REIT.

Compliance or failure to comply with laws requiring access to our properties by disabled persons could result in substantial cost.

The Americans with Disabilities Act, the Fair Housing Act of 1988 and other federal, state and local laws generally require that public accommodations be made accessible to disabled persons. Noncompliance could result in the imposition of fines by the government or the award of damages to private litigants. These laws may require us to modify our existing communities. These laws may also restrict renovations by requiring improved access to such buildings by disabled persons or may require us to add other structural features that increase our construction costs. Legislation or regulations adopted in the future may impose further burdens or restrictions on us with respect to improved access by disabled persons. We cannot ascertain the costs of compliance with these laws, which may be substantial.

Failure to make required distributions would subject us to income taxation.

In order to qualify as a REIT, each year we must distribute to stockholders at least 90% of our taxable income (determined without regard to the dividend paid deduction and by excluding net capital gains). To the extent that we satisfy the distribution requirement, but distribute less than 100% of taxable income, we will be subject to federal corporate income tax on the undistributed income. In addition, we will incur a 4% nondeductible excise tax on the amount, if any, by which our distributions in any year are less than the sum of:

- 85% of ordinary income for that year;
- 95% of capital gain net income for that year; and
- 100% of undistributed taxable income from prior years.

Differences in timing between the recognition of income and the related cash receipts or the effect of required debt amortization payments could require us to borrow money or sell assets to pay out enough of the taxable income to satisfy the distribution requirement and to avoid corporate income tax and the 4% nondeductible excise tax in a particular year.

Complying with REIT requirements may cause us to forgo otherwise attractive opportunities or engage in marginal investment opportunities.

To qualify as a REIT for federal income tax purposes, we must continually satisfy tests concerning, among other things, the sources of income, the nature and diversification of assets, the amounts distributed to shareholders and the ownership of our stock. In order to meet these tests, we may be required to forgo attractive business or investment opportunities or engage in marginal investment opportunities. Thus, compliance with the REIT requirements may hinder our ability to operate solely on the basis of maximizing profits.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.
None.

Item 3. Defaults Upon Senior Securities.
None.

Item 4. Submission of Matters to a Vote of Security Holders.

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The annual meeting of shareholders of Mid-America Apartment Communities, Inc. was held on May 28, 2009.

Nominees H. Eric Bolton, Jr., Alan B. Graf, Jr., John S. Grinalds, Ralph Horn, and Simon R.C. Wadsworth were elected to serve as directors by a plurality of votes cast at the meeting. Shares on this proposal were voted as follows:

	For	Withheld
H. Eric Bolton, Jr.	26,049,602	309,231
Alan B. Graf, Jr.	25,545,933	812,900
John S. Grinalds	26,082,517	276,316
Ralph Horn	25,445,673	913,159
Simon R.C. Wadsworth	25,474,068	884,764

Ernst & Young LLP was ratified as our independent registered public accounting firm for the 2009 fiscal year by a majority of the shares represented at the meeting. Shares on this proposal were voted as follows:

For	26,260,286
Against	74,351
Abstain	24,194

Item 5. Other Information.
None.

Item 6. Exhibits.

(a) The following exhibits are filed as part of this report.

Exhibit Number	Exhibit Description
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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.

MID-AMERICA APARTMENT COMMUNITIES, INC.

Date: August 6, 2009

/s/Simon R.C. Wadsworth
Simon R.C. Wadsworth
Executive Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)