VIAD CORP
Form 10-Q
May 08, 2015

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2015

or

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 001-11015

Viad Corp
(Exact name of registrant as specified in its charter)

Delaware State or other jurisdiction of incorporation or organization	36-1169950 (I.R.S. Employer Identification No.)
1850 North Central Avenue, Suite 1900 Phoenix, Arizona	85004-4565
(Address of principal executive offices)	(Zip Code)

(602) 207-1000
(Registrant’s telephone number, including area code)

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

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

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

Large accelerated filer	¨	Accelerated filer	ý
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 Act). Yes ¨ No ý

As of April 30, 2015, there were 20,055,616 shares of Common Stock ($1.50 par value) outstanding.

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements
VIAD CORP
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

(in thousands, except share data)	As of March 31, 2015	December 31, 2014
Assets		
Current assets		
Cash and cash equivalents	$57,853	$56,990
Accounts receivable, net of allowance for doubtful accounts of $1,680 and $1,258, respectively	99,334	78,121
Inventories	35,551	32,401
Deferred income taxes	26,045	22,943
Other current assets	22,000	17,440
Total current assets	240,783	207,895
Property and equipment, net	190,539	199,571
Other investments and assets	40,551	40,674
Deferred income taxes	30,753	29,639
Goodwill	188,638	194,197
Other intangible assets, net	39,747	42,967
Total Assets	$731,011	$714,943
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable	$81,299	$61,789
Customer deposits	53,262	32,720
Accrued compensation	17,543	20,736
Other current liabilities	34,806	27,787
Current portion of debt and capital lease obligations	29,361	27,856
Total current liabilities	216,271	170,888
Long-term debt and capital lease obligations	108,419	113,164
Pension and postretirement benefits	33,527	33,427
Other deferred items and liabilities	49,280	49,762
Total liabilities	407,497	367,241
Commitments and contingencies		
Stockholders' equity		
Viad stockholders' equity:		
Common stock, $1.50 par value, 200,000,000 shares authorized, 24,934,981 shares issued	37,402	37,402
Additional capital	578,353	582,066
Retained deficit	(40,486)	(36,427)
Unearned employee benefits and other	24	23
Accumulated other comprehensive income (loss):		
Unrealized gain on investments	631	471
Cumulative foreign currency translation adjustments	(5,164)	12,416
Unrecognized net actuarial loss and prior service credit, net	(13,394)	(13,476)
Common stock in treasury, at cost, 4,904,495 and 4,842,621 shares, respectively	(246,103)	(247,088)

Total Viad stockholders’ equity	311,263	335,387
Noncontrolling interest	12,251	12,315
Total stockholders’ equity	323,514	347,702
Total Liabilities and Stockholders’ Equity	$731,011	$714,943

Refer to Notes to Condensed Consolidated Financial Statements.

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VIAD CORP
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

(in thousands, except per share data)	Three Months Ended March 31, 2015	2014
Revenue:		
Exhibition and event services	$213,252	$231,783
Exhibits and environments	43,676	46,040
Travel and recreation services	7,468	7,818
Total revenue	264,396	285,641
Costs and expenses:		
Costs of services	225,261	229,582
Costs of products sold	40,260	42,698
Corporate activities	2,810	2,039
Interest income	(63)	(65)
Interest expense	1,151	298
Restructuring charges	216	211
Total costs and expenses	269,635	274,763
Income (loss) from continuing operations before income taxes	(5,239)	10,878
Income tax expense (benefit)	(3,267)	1,697
Income (loss) from continuing operations	(1,972)	9,181
Income (loss) from discontinued operations	(148)	15,238
Net income (loss)	(2,120)	24,419
Net (income) loss attributable to noncontrolling interest	64	(2,537)
Net income (loss) attributable to Viad	$(2,056)	$21,882
Diluted income (loss) per common share:		
Continuing operations attributable to Viad common stockholders	$(0.10)	$0.46
Discontinued operations attributable to Viad common stockholders	—	0.62
Net income (loss) attributable to Viad common stockholders	$(0.10)	$1.08
Weighted-average outstanding and potentially dilutive common shares	19,736	20,330
Basic income (loss) per common share:		
Continuing operations attributable to Viad common stockholders	$(0.10)	$0.46
Discontinued operations attributable to Viad common stockholders	—	0.62
Net income (loss) attributable to Viad common stockholders	$(0.10)	$1.08
Weighted-average outstanding common shares	19,736	19,949
Dividends declared per common share	$0.10	$1.60
Amounts attributable to Viad common stockholders		
Income (loss) from continuing operations	$(1,908)	$9,312
Income (loss) from discontinued operations	(148)	12,570
Net income (loss)	$(2,056)	$21,882

Refer to Notes to Condensed Consolidated Financial Statements.

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VIAD CORP
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	Three Months Ended March 31,	
(in thousands)	2015	2014
Net income (loss)	$(2,120)	$24,419
Other comprehensive income (loss):		
Unrealized gains on investments, net of tax[1]	159	9
Unrealized foreign currency translation adjustments, net of tax[1]	(17,579)	(6,733)
Amortization of net actuarial gain, net of tax[1]	168	128
Amortization of prior service credit, net of tax[1]	(86)	(92)
Comprehensive income (loss)	(19,458)	17,731
Comprehensive (income) loss attributable to noncontrolling interest	64	(2,537)
Comprehensive income (loss) attributable to Viad	$(19,394)	$15,194

[1] The tax effect on other comprehensive income (loss) is not significant.
Refer to Notes to Condensed Consolidated Financial Statements.

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VIAD CORP
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Three Months Ended March 31,	
(in thousands)	2015	2014
Cash flows from operating activities		
Net income (loss)	$(2,120)	$24,419
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	8,708	6,817
Deferred income taxes	(955)	9,109
(Income) loss from discontinued operations	148	(15,238)
Restructuring charges	216	211
Gains on dispositions of property and other assets	(37)	(387)
Share-based compensation expense	1,231	391
Excess tax benefit from share-based compensation arrangements	(283)	(41)
Other non-cash items, net	964	948
Change in operating assets and liabilities (excluding the impact of acquisitions):		
Receivables	(21,807)	(36,372)
Inventories	(3,150)	(5,110)
Accounts payable	20,067	36,606
Restructuring liabilities	(603)	(1,860)
Accrued compensation	(4,141)	2,833
Customer deposits	20,542	7,454
Income taxes payable	(281)	265
Other assets and liabilities, net	(235)	(4,875)
Net cash provided by operating activities	18,264	25,170
Cash flows from investing activities		
Capital expenditures	(5,300)	(5,516)
Cash paid for acquired business	279	—
Proceeds from dispositions of property and other assets	36	403
Proceeds from possessory interest and personal property—discontinued operations	—	25,000
Net cash provided by (used in) investing activities	(4,985)	19,887
Cash flows from financing activities		
Proceeds from borrowings	20,000	10,000
Payments on debt and capital lease obligations	(23,279)	(20,238)
Dividends paid on common stock	(2,000)	(32,517)
Common stock purchased for treasury	(4,702)	(1,042)
Excess tax benefit from share-based compensation arrangements	283	41
Proceeds from exercise of stock options	225	1,401
Net cash used in financing activities	(9,473)	(42,355)
Effect of exchange rate changes on cash and cash equivalents	(2,943)	(1,187)
Net change in cash and cash equivalents	863	1,515
Cash and cash equivalents, beginning of year	56,990	45,821
Cash and cash equivalents, end of period	$57,853	$47,336
Supplemental disclosure of cash flow information		
Cash paid for income taxes	$2,203	$1,719
Cash paid for interest	$908	$254
Property and equipment acquired under capital leases	$—	$253

Property and equipment purchases in accounts payable and accrued liabilities	$223	$1,815

Refer to Notes to Condensed Consolidated Financial Statements.

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VIAD CORP
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1. Basis of Presentation and Principles of Consolidation

The accompanying unaudited, condensed consolidated financial statements of Viad Corp ("Viad" or the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required for complete financial statements. The condensed consolidated financial statements of Viad include the accounts of Viad and all of its subsidiaries. All significant intercompany account balances and transactions between Viad and its subsidiaries have been eliminated in consolidation.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three months ended March 31, 2015 are not necessarily indicative of the results that may be expected for the year ending December 31, 2015.

For further information, refer to the consolidated financial statements and related footnotes for the year ended December 31, 2014 included in the Company's Form 10-K, filed with the Securities and Exchange Commission on March 13, 2015.

Nature of Business

Viad's reportable segments consist of Marketing & Events U.S., Marketing & Events International (collectively, "Marketing & Events Group") and the Travel & Recreation Group.

Marketing & Events Group

The Marketing & Events Group, comprised of Global Experience Specialists, Inc. and affiliates ("GES"), is a global full-service provider for live events that helps clients gain more awareness, more engagement and a greater return at their events. The Marketing & Events Group offers a complete range of services, from design and production of immersive environments and brand-based experiences, to material handling, rigging, electrical and other on-site services for clients, including show organizers, corporate brand marketers and retail shopping centers. In addition, the Marketing & Events Group offers clients a full suite of online tools and new technologies that help them more easily manage the complexities of their events. Show organizers include for-profit and not-for-profit show owners as well as show management companies. Corporate brand marketers include exhibitors and domestic and international corporations that want to promote their brands, services and innovations, feature new products and build business relationships. Viad's retail shopping center customers include major developers, owners and management companies of shopping malls and leisure centers.

In 2014, the Company acquired: Blitz Communications Group Limited and its affiliates (collectively, "Blitz") in September, onPeak LLC and Travel Planners, Inc. in October, with Travel Planners, Inc. merging into onPeak LLC (collectively, "onPeak") in January 2015 and N200 Limited and its affiliates (collectively, "N200") in November. For additional information on the Company's 2014 acquisitions, refer to Note 3, Acquisition of Businesses.

Travel & Recreation Group

The Travel & Recreation Group consists of Brewster Inc. ("Brewster"), Glacier Park, Inc. ("Glacier Park") and Alaskan Park Properties, Inc. ("Alaska Denali Travel"). Brewster provides tourism products and experiential services in the Canadian Rockies in Alberta and in other parts of Western Canada. Brewster's operations include the Banff Gondola, Columbia Icefield Glacier Adventure, Glacier Skywalk, Banff Lake Cruise, motorcoach services, charter and sightseeing services, inbound package tour operations and hotel operations.

Glacier Park, an 80 percent owned subsidiary of Viad, owns and operates seven lodges, with accommodation offerings varying from hikers' cabins to hotel suites, including St. Mary Lodge, a full-service resort located outside the east entrance to Glacier National Park in St. Mary, Montana; Glacier Park Lodge, a historic lodge in East Glacier, Montana; Grouse Mountain Lodge, a full-season lodge offering golf, skiing, hiking and other seasonal recreational activities, located near Glacier National Park in Whitefish, Montana; the Prince of Wales Hotel in Waterton Lakes National Park, Alberta, Canada, which is situated on land for which the Company has a 42-year ground lease with the Canadian government running through January 31, 2052; the West Glacier Motel & Cabins in West Glacier, Montana;

and Motel Lake McDonald and the Apgar Village Lodge, which are located inside Glacier National Park. Glacier Park also operates the food and beverage services with respect to those properties

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and the retail shops located near Glacier National Park. For additional information on Glacier Park's concession operations within Glacier National Park, refer to Note 20, Discontinued Operations.

In July 2014, the Company acquired the West Glacier Motel & Cabins, the Apgar Village Lodge and related land, food and beverage services and retail operations (collectively, the "West Glacier Properties"). For additional information, refer to Note 3, Acquisition of Businesses.

Alaska Denali Travel operates the Denali Backcountry Lodge and Denali Cabins. In addition to lodging, Alaska Denali Travel also provides food and beverage operations and package tour and transportation services in and around Denali National Park and Preserve.

Impact of Recent Accounting Pronouncements

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606). The standard establishes a new recognition model that requires revenue to be recognized in a manner to depict the transfer of goods or services to a customer at an amount that reflects the consideration expected to be received in exchange for those goods or services. The Company may adopt the requirements of ASU 2014-09 using either of two acceptable methods: (1) retrospective adoption to each prior period presented with the option to elect certain practical expedients; or (2) adoption with the cumulative effect recognized at the date of initial application and providing certain disclosures. The guidance is effective for fiscal years beginning after December 15, 2016, subject to an additional one year deferral as recently proposed by the FASB. The Company is currently evaluating the potential impact of the adoption of this new guidance on its financial position or results of operations, including the method of adoption to be used.

Note 2. Share-Based Compensation

The following table summarizes share-based compensation expense:

	Three Months Ended March 31,	
(in thousands)	2015	2014
Restricted stock	$594	$654
Performance unit incentive plan ("PUP")	612	(231)
Restricted stock units	25	(32)
Share-based compensation before income tax benefit	1,231	391
Income tax benefit	(462)	(152)
Share-based compensation, net of income tax benefit	$769	$239

For the three months ended March 31, 2015, Viad recorded share-based compensation expense of approximately $40,000 through restructuring expense.

On January 24, 2014, Viad announced that its Board of Directors declared a special cash dividend of $1.50 per share, or $30.5 million in the aggregate, which was paid on February 14, 2014. In accordance with the mandatory provisions of the 2007 Viad Corp Omnibus Incentive Plan (the "2007 Plan") and the 1997 Viad Corp Omnibus Incentive Plan, the Human Resources Committee of Viad's Board of Directors approved equitable adjustments to the outstanding long-term incentive awards of stock options and PUP awards issued pursuant to those plans in order to prevent the special dividend from diluting the rights of participants under those plans. The equitable adjustment to the outstanding stock options reduced the exercise price and increased the number of shares of common stock underlying such options. The equitable adjustment to the PUP awards reflects the effect of the special dividend, but will be paid only if certain performance goals are met at the end of the 3-year performance period.

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The following table summarizes the activity of the outstanding share-based compensation awards:

	Restricted Stock		PUP Awards		Restricted Stock Units	
	Shares	Weighted-Average Grant Date Fair Value	Units	Weighted-Average Grant Date Fair Value	Units	Weighted-Average Grant Date Fair Value
Balance, December 31, 2014	328,602	$ 23.30	267,120	$ 23.51	25,370	$ 23.17
Granted	73,000	$ 27.36	82,300	$ 27.35	4,800	$ 27.35
Vested	(100,970)	$ 20.61	(103,555)	$ 20.60	(11,123)	$ 20.61
Forfeited	(8,700)	$ 23.12	(14,200)	$ 23.67	—	$ —
Balance, March 31, 2015	291,932	$ 25.26	231,665	$ 26.17	19,047	$ 25.72

As of March 31, 2015, the unamortized cost of all outstanding restricted stock awards was $4.3 million, which Viad expects to recognize in the consolidated financial statements over a weighted-average period of approximately 2.0 years. During the three months ended March 31, 2015 and 2014, the Company repurchased 32,806 shares for $0.9 million and 44,358 shares for $1.0 million, respectively, related to tax withholding requirements on vested share-based awards. As of March 31, 2015, there were 954,695 total shares available for future grant in accordance with the provisions of the 2007 Plan.

As of March 31, 2015 and December 31, 2014, Viad had liabilities recorded of $1.3 million and $3.5 million, respectively, related to PUP awards. In March 2015, the PUP units granted in 2012 vested and cash payouts totaling $2.4 million were distributed. In March 2014, the PUP units granted in 2011 vested and cash payouts totaling $2.9 million were distributed.

As of March 31, 2015 and December 31, 2014, Viad had aggregate liabilities recorded of $0.2 million and $0.5 million, respectively, related to restricted stock unit liability awards. In February 2015, portions of the 2010, 2011 and 2012 restricted stock unit awards vested and cash payouts totaling $0.3 million were distributed. Similarly, in February 2014 portions of the 2009, 2010, and 2011 restricted stock unit awards vested and cash payouts of $0.2 million were distributed.

The following table summarizes stock option activity:

	Shares	Weighted-Average Exercise Price	Options Exercisable
Options outstanding at December 31, 2014	247,590	$17.82	247,590
Exercised	(13,525)	$16.62	
Forfeited or expired	(129,741)	$18.91	
Options outstanding at March 31, 2015	104,324	$17.62	104,324

As of March 31, 2015, there were no unrecognized costs related to non-vested stock option awards.

Note 3. Acquisition of Businesses

2014 Acquisitions

West Glacier Properties

In July 2014, the Company acquired the West Glacier Properties. The purchase price was $16.5 million in cash with a working capital adjustment of $0.3 million, subject to certain adjustments. The working capital adjustment relates to the true up of certain current assets and liabilities. As of March 31, 2015, there have been no changes in the fair values of the assets acquired and liabilities assumed as of the acquisition date compared to December 31, 2014. The purchase price allocation remains open and may be adjusted as a result of the finalization of our purchase price allocation procedures related to working capital. The results of operations of the West Glacier Properties have been included in Viad’s condensed consolidated financial statements from the date of acquisition.

Blitz

In September 2014, the Company acquired Blitz, which has offices in the United Kingdom and is a leading audio-visual staging and creative services provider for the live events industry in the United Kingdom and continental Europe. The purchase price was £15 million (approximately $24.4 million) in cash, subject to certain adjustments.

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The following table summarizes the updated allocation of the aggregate purchase price paid and amounts of assets acquired and liabilities assumed based upon the estimated fair value at the date of acquisition. During the three months ended March 31, 2015, the Company made certain purchase accounting measurement period adjustments based on refinements to assumptions used in the preliminary valuation of approximately $0.1 million to property and equipment, net, $16,000 from intangible assets, $0.2 million to accrued lease obligations, $41,000 from deferred taxes and $0.2 million from goodwill. These adjustments did not have a significant impact on the Company's condensed consolidated statements of operations, balance sheet, or cash flows for all periods presented, and therefore, were not retrospectively adjusted in the 2014 financial statements. Other than the line items mentioned previously, the balances in the table below as of March 31, 2015 remain unchanged from the balances reflected in the Consolidated Balance Sheet in the Company's Annual Report on Form 10-K for the year ended December 31, 2014. The purchase price allocation remains open and may be adjusted as a result of the finalization of our purchase price allocation procedures related to certain tax amounts.

(in thousands)			
Purchase price		$24,416	
Cash acquired		(190	)
Purchase price, net of cash acquired		24,226	
Fair value of net assets acquired:			
Accounts receivable, net	$264		
Inventory	433		
Prepaid expenses	410		
Property and equipment, net	5,951		
Intangible assets	8,692		
Total assets acquired	15,750		
Accounts payable	1,232		
Accrued liabilities	2,246		
Customer deposits	199		
Deferred tax liability	282		
Revolving credit facility	488		
Accrued dilapidations	417		
Total liabilities acquired	4,864		
Total fair value of net assets acquired		10,886	
Excess purchase price over fair value of net assets acquired ("goodwill")		$13,340	

The goodwill is included in the Marketing & Events International segment and the primary factor that contributed to a purchase price resulting in the recognition of goodwill relates to future growth opportunities when combined with our other businesses. The goodwill is deductible for tax purposes over a period of 15 years. The estimated values of current assets and liabilities were based upon their historical costs on the date of acquisition due to their short-term nature.

Identified intangible assets acquired in the Blitz acquisition totaled $8.7 million and consist of customer relationships, non-compete agreements and a trade name. The weighted-average amortization period related to the intangible assets is approximately 6.9 years. The results of operations of Blitz have been included in Viad's condensed consolidated financial statements from the date of acquisition.

onPeak LLC

In October 2014, the Company acquired onPeak LLC for a purchase price of $43.0 million in cash, subject to certain adjustments. Of the initial purchase price, $4.1 million was deposited at closing into escrow to secure post-closing purchase price adjustments, resolution of certain tax matters and other indemnity claims. onPeak LLC provides event accommodations services in North America to the live events industry.

The following table summarizes the updated allocation of the aggregate purchase price paid and amounts of assets acquired and liabilities assumed based upon the estimated fair value at the date of acquisition. During the three months ended March 31, 2015, the Company made certain purchase accounting measurement period adjustments based on refinements to assumptions

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used in the preliminary valuation of approximately $0.2 million from intangible assets, $38,000 from deferred taxes and $0.2 million to goodwill. These adjustments did not have a significant impact on the Company's condensed consolidated statements of operations, balance sheet, or cash flows for all periods presented, and therefore, were not retrospectively adjusted in the 2014 financial statements. Other than the line items mentioned previously, as of March 31, 2015, the balances in the table below remain unchanged from the balances reflected in the Consolidated Balance Sheet in the Company's Annual Report on Form 10-K for the year ended December 31, 2014. The purchase price allocation remains open and may be adjusted as a result of the finalization of our purchase price allocation procedures related to certain tax amounts.

(in thousands)		
Purchase price paid as:		
Cash		$42,950
Cash acquired		(4,064)
Purchase price, net of cash acquired		38,886
Fair value of net assets acquired:		
Accounts receivable, net	$4,008	
Prepaid expenses	640	
Property and equipment, net	2,450	
Other non-current assets	309	
Intangible assets	14,100	
Total assets acquired	21,507	
Accounts payable	738	
Accrued liabilities	3,341	
Customer deposits	4,225	
Deferred tax liability	1,576	
Other liabilities	309	
Total liabilities acquired	10,189	
Total fair value of net assets acquired		11,318
Excess purchase price over fair value of net assets acquired ("goodwill")		$27,568

The goodwill is included in the Marketing & Events U.S. segment and the primary factor that contributed to a purchase price resulting in the recognition of goodwill relates to future growth opportunities when combined with our other businesses. Goodwill of $9.3 million is expected to be deductible for tax purposes over a period of 15 years. The estimated values of current assets and liabilities were based upon their historical costs on the date of acquisition due to their short-term nature.

Identified intangible assets acquired in the onPeak LLC acquisition totaled $14.1 million and consist primarily of customer relationships and trade name. The weighted-average amortization period related to the definite lived intangible assets is 9.9 years. The results of operations of onPeak LLC have been included in Viad's condensed consolidated financial statements from the date of acquisition.

Travel Planners, Inc.

In October 2014, the Company acquired Travel Planners, Inc. for a purchase price of $33.7 million in cash less a working capital adjustment of $0.3 million, subject to certain adjustments. Of the purchase price, $8.8 million was deposited at closing into escrow to secure post-closing purchase price adjustments, resolution of certain tax matters and other indemnity claims. An additional estimated amount of $1.3 million would be payable to Travel Planners, Inc. upon election by the Company to treat the purchase as an asset acquisition for tax purposes. The Company assumes the acquisition will be treated as an asset acquisition for tax purposes, but has not yet finalized determination of the election. Travel Planners, Inc. provides event accommodations services in North America to the live events industry. Travel Planners, Inc. was merged into onPeak LLC in January 2015.

The following table summarizes the updated allocation of the aggregate purchase price paid and amounts of assets acquired and liabilities assumed based upon the estimated fair value at the date of acquisition. During the three months ended March 31, 2015, the Company made certain purchase accounting measurement period adjustments based on refinements to assumptions used in the preliminary valuation of $0.6 million from intangible assets and $0.6 million to goodwill. These adjustments did not have a significant impact on the Company’s condensed consolidated statements of operations, balance sheet, or cash flows for