

TANGER FACTORY OUTLET CENTERS INC  
Form 10-Q  
November 03, 2014

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 September 30, 2014  
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 1-11986 (Tanger Factory Outlet Centers, Inc.)  
Commission file number 333-3526-01 (Tanger Properties Limited Partnership)

TANGER FACTORY OUTLET CENTERS, INC.  
TANGER PROPERTIES LIMITED PARTNERSHIP  
(Exact name of Registrant as specified in its charter)  
North Carolina (Tanger Factory Outlet Centers, Inc.)  
North Carolina (Tanger Properties Limited Partnership)  
(State or other jurisdiction of incorporation or  
organization)

56-1815473  
56-1822494  
(I.R.S. Employer Identification No.)

3200 Northline Avenue, Suite 360, Greensboro, NC 27408  
(Address of principal executive offices)

(336) 292-3010  
(Registrant's telephone number)

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.

Tanger Factory Outlet Centers, Inc. Yes  No   
Tanger Properties Limited Partnership 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).

Tanger Factory Outlet Centers, Inc. Yes  No   
Tanger Properties Limited Partnership 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 the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" (as defined in Rule 12b-2 of the Securities and Exchange Act of 1934).

Tanger Factory Outlet Centers, Inc.  
x Large accelerated filer      o Accelerated filer      o Non-accelerated filer      o Smaller reporting company

Tanger Properties Limited Partnership

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

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

Tanger Factory Outlet Centers, Inc.      Yes  No

Tanger Properties Limited Partnership      Yes  No

As of October 30, 2014, there were 95,898,445 common shares of Tanger Factory Outlet Centers, Inc. outstanding, \$.01 par value.

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## EXPLANATORY NOTE

This report combines the quarterly reports on Form 10-Q for the quarter ended September 30, 2014 of Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership. Unless the context indicates otherwise, the term, Company, refers to Tanger Factory Outlet Centers, Inc. and subsidiaries and the term, Operating Partnership, refers to Tanger Properties Limited Partnership and subsidiaries. The terms "we", "our" and "us" refer to the Company or the Company and the Operating Partnership together, as the text requires.

Tanger Factory Outlet Centers, Inc. and subsidiaries is one of the largest owners and operators of outlet centers in the United States. The Company is a fully-integrated, self-administered and self-managed real estate investment trust ("REIT") which, through its controlling interest in the Operating Partnership, focuses exclusively on developing, acquiring, owning, operating and managing outlet shopping centers. The outlet centers and other assets are held by, and all of the operations are conducted by, the Operating Partnership and its subsidiaries. Accordingly, the descriptions of the business, employees and properties of the Company are also descriptions of the business, employees and properties of the Operating Partnership.

The Company owns the majority of the units of partnership interest issued by the Operating Partnership through its two wholly-owned subsidiaries, Tanger GP Trust and Tanger LP Trust. Tanger GP Trust controls the Operating Partnership as its sole general partner. Tanger LP Trust holds a limited partnership interest. As of September 30, 2014, the Company, through its ownership of Tanger GP Trust and Tanger LP Trust, owned 95,898,445 units of the Operating Partnership and other limited partners (the "Non-Company LPs") collectively owned 5,101,681 Class A common limited partnership units. Each Class A common limited partnership unit held by the Non-Company LPs is exchangeable for one of the Company's common shares, subject to certain limitations to preserve the Company's REIT status. Class B common limited partnership units, which are held by Tanger LP Trust, are not exchangeable for common shares of the Company.

Management operates the Company and the Operating Partnership as one enterprise. The management of the Company consists of the same members as the management of the Operating Partnership. These individuals are officers of the Company and employees of the Operating Partnership. The individuals that comprise the Company's Board of Directors are also the same individuals that make up the Tanger GP Trust's Board of Trustees.

We believe combining the quarterly reports on Form 10-Q of the Company and the Operating Partnership into this single report results in the following benefits:

- enhancing investors' understanding of the Company and the Operating Partnership by enabling investors to view the business as a whole in the same manner as management views and operates the business;
- eliminating duplicative disclosure and providing a more streamlined and readable presentation since a substantial portion of the disclosure applies to both the Company and the Operating Partnership; and
- creating time and cost efficiencies through the preparation of one combined report instead of two separate reports.

There are only a few differences between the Company and the Operating Partnership, which are reflected in the disclosure in this report. We believe it is important, however to understand these differences between the Company and the Operating Partnership in the context of how the Company and the Operating Partnership operate as an interrelated consolidated company. As stated above, the Company is a REIT, whose only material asset is its ownership of partnership interests of the Operating Partnership through its wholly-owned subsidiaries, the Tanger GP Trust and Tanger LP Trust. As a result, the Company does not conduct business itself, other than issuing public equity from time to time and incurring expenses required to operate as a public company. However, all operating expenses incurred by the Company are reimbursed by the Operating Partnership, thus the only material item on the Company's income statement is its equity in the earnings of the Operating Partnership. Therefore, the assets and liabilities and the revenues and expenses of the Company and the Operating Partnership are the same on their respective financial statements, except for immaterial differences related to cash, other assets and accrued liabilities that arise from public company expenses paid by the Company. The Company itself does not hold any indebtedness but does guarantee certain debt of the Operating Partnership, as disclosed in this report. The Operating Partnership holds all of the outlet centers and other assets, including the ownership interests in consolidated and unconsolidated joint ventures. The Operating Partnership conducts the operations of the business and is structured as a partnership with no publicly traded equity. Except for net proceeds from public equity issuances by the Company, which are contributed to the Operating Partnership in exchange for partnership units, the Operating Partnership generates the capital required through its operations, its incurrence of indebtedness or through the issuance of partnership units.

Noncontrolling interests, shareholder's equity and partners' capital are the main areas of difference between the consolidated financial statements of the Company and those of the Operating Partnership. The limited partnership interests in the Operating Partnership held by the Non-Company LPs are accounted for as partners' capital in the Operating Partnership's financial statements and as noncontrolling interests in the Company's financial statements.

To help investors understand the significant differences between the Company and the Operating Partnership, this report presents the following separate sections for each of the Company and the Operating Partnership:

• Consolidated financial statements;

• The following notes to the consolidated financial statements:

• Debt of the Company and the Operating Partnership;

• Shareholders' Equity and Partners' Equity;

• Earnings Per Share and Earnings Per Unit;

• Accumulated Other Comprehensive Income of the Company and the Operating Partnership

• Liquidity and Capital Resources in the Management's Discussion and Analysis of Financial Condition and Results of Operations.

This report also includes separate Item 4. Controls and Procedures sections and separate Exhibit 31 and 32 certifications for each of the Company and the Operating Partnership in order to establish that the Chief Executive Officer and the Chief Financial Officer of each entity have made the requisite certifications and that the Company and Operating Partnership are compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934 and 18 U.S.C. §1350.

The separate sections in this report for the Company and the Operating Partnership specifically refer to the Company and the Operating Partnership. In the sections that combine disclosure of the Company and the Operating Partnership, this report refers to actions or holdings as being actions or holdings of the Company. Although the Operating Partnership is generally the entity that enters into contracts and joint ventures and holds assets and debt, reference to the Company is appropriate because the business is one enterprise and the Company operates the business through the Operating Partnership.

As the 100% owner of Tanger GP Trust, the general partner with control of the Operating Partnership, the Company consolidates the Operating Partnership for financial reporting purposes. The separate discussions of the Company and the Operating Partnership in this report should be read in conjunction with each other to understand the results of the

Company on a consolidated basis and how management operates the Company.

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TANGER FACTORY OUTLET CENTERS, INC. AND TANGER PROPERTIES LIMITED PARTNERSHIP  
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## PART I. - FINANCIAL INFORMATION

## Item 1 - Financial Statements of Tanger Factory Outlet Centers, Inc.

## TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share data, unaudited)

	September 30, 2014	December 31, 2013
<b>ASSETS</b>		
Rental property		
Land	\$230,415	\$230,415
Buildings, improvements and fixtures	2,043,583	2,009,971
Construction in progress	75,000	9,433
	2,348,998	2,249,819
Accumulated depreciation	(708,515	) (654,631
Total rental property, net	1,640,483	1,595,188
Cash and cash equivalents	10,824	15,241
Investments in unconsolidated joint ventures	249,659	140,214
Deferred lease costs and other intangibles, net	146,642	163,581
Deferred debt origination costs, net	9,794	10,818
Prepays and other assets	82,715	81,414
Total assets	\$2,140,117	\$2,006,456
<b>LIABILITIES AND EQUITY</b>		
<b>Liabilities</b>		
<b>Debt</b>		
Senior, unsecured notes (net of discount of \$5,271 and \$5,752, respectively)	\$794,729	\$794,248
Unsecured term loans (net of discount of \$281 and \$396, respectively)	267,219	267,104
Mortgages payable (including premiums of \$3,224 and \$3,799, respectively)	247,240	250,497
Unsecured lines of credit	139,800	16,200
Total debt	1,448,988	1,328,049
Construction trade payables	23,216	9,776
Accounts payable and accrued expenses	56,011	49,686
Deferred financing obligation	28,388	28,388
Other liabilities	29,300	32,962
Total liabilities	1,585,903	1,448,861
Commitments and contingencies	—	—
<b>Equity</b>		
Tanger Factory Outlet Centers, Inc.		
Common shares, \$.01 par value, 300,000,000 shares authorized, 95,898,445 and 94,505,685 shares issued and outstanding at September 30, 2014 and December 31, 2013, respectively	959	945
Paid in capital	801,363	788,984
Accumulated distributions in excess of net income	(276,218	) (265,242
Accumulated other comprehensive loss	(7,382	) (2,428
Equity attributable to Tanger Factory Outlet Centers, Inc.	518,722	522,259
Equity attributable to noncontrolling interests		
Noncontrolling interests in Operating Partnership	27,595	28,432
Noncontrolling interests in other consolidated partnerships	7,897	6,904

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Total equity	554,214	557,595
Total liabilities and equity	\$2,140,117	\$2,006,456

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

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

	Three months ended September 30,		Nine months ended September 30,	
	2014	2013	2014	2013
Revenues				
Base rentals	\$69,612	\$64,301	\$204,748	\$184,591
Percentage rentals	2,634	3,084	6,632	6,956
Expense reimbursements	29,463	27,414	90,457	78,544
Other income	3,588	3,104	8,578	7,516
Total revenues	105,297	97,903	310,415	277,607
Expenses				
Property operating	32,798	29,863	102,454	86,819
General and administrative	11,334	9,754	32,817	29,240
Acquisition costs	—	532	7	963
Abandoned pre-development costs	—	—	1,596	—
Depreciation and amortization	25,774	24,223	77,034	68,683
Total expenses	69,906	64,372	213,908	185,705
Operating income	35,391	33,531	96,507	91,902
Interest expense	(13,902 )	(12,367 )	(43,404 )	(37,826 )
Casualty gain	329	—	329	—
Gain on previously held interest in acquired joint venture	—	26,002	—	26,002
Income before equity in earnings of unconsolidated joint ventures	21,818	47,166	53,432	80,078
Equity in earnings of unconsolidated joint ventures	2,479	9,014	6,200	10,107
Net income	24,297	56,180	59,632	90,185
Noncontrolling interests in Operating Partnership	(1,252 )	(2,787 )	(3,083 )	(4,435 )
Noncontrolling interests in other consolidated partnerships	(42 )	(99 )	(80 )	(129 )
Net income attributable to Tanger Factory Outlet Centers, Inc.	\$23,003	\$53,294	\$56,469	\$85,621
Basic earnings per common share				
Net income	\$0.24	\$0.56	\$0.59	\$0.91
Diluted earnings per common share				
Net income	\$0.24	\$0.56	\$0.59	\$0.90
Dividends paid per common share	\$0.240	\$0.225	\$0.705	\$0.660

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

TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES  
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands, unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2014	2013	2014	2013
Net income	\$24,297	\$56,180	\$59,632	\$90,185
Other comprehensive loss				
Reclassification adjustments for amounts recognized in net income	(99	) (94	) (293	) (147
Foreign currency translation adjustments	(5,194	) (79	) (4,546	) 124
Change in fair value of cash flow hedges	952	—	(386	) —
Other comprehensive loss	(4,341	) (173	) (5,225	) (23
Comprehensive income	19,956	56,007	54,407	90,162
Comprehensive income attributable to noncontrolling interests	(1,070	) (2,877	) (2,892	) (4,562
Comprehensive income attributable to Tanger Factory Outlet Centers, Inc.	\$18,886	\$53,130	\$51,515	\$85,600

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

TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY  
(In thousands, except share and per share data, unaudited)

	Common shares	Paid in capital	Accumulated distributions in excess of earnings	Accumulated other comprehensive income	Total Tanger Factory Outlet Centers, Inc. equity	Noncontrolling interests in Operating Partnership	Noncontrolling interests in other consolidated partnerships	Total equity
Balance, December 31, 2012	\$941	\$766,056	\$(285,588)	\$ 1,200	\$482,609	\$ 24,432	\$ 6,834	\$513,875
Net income	—	—	85,621	—	85,621	4,435	129	90,185
Other comprehensive loss	—	—	—	(21)	(21)	(2)	—	(23)
Compensation under Incentive Award Plan	—	8,614	—	—	8,614	—	—	8,614
Issuance of 17,600 common shares upon exercise of options	—	332	—	—	332	—	—	332
Issuance of 450,576 Operating Partnership limited partner units	—	—	—	—	—	13,981	—	13,981
Issuance of 337,373 restricted shares, net of forfeitures	3	(3)	—	—	—	—	—	—
Adjustment for noncontrolling interests in Operating Partnership	—	11,095	—	—	11,095	(11,095)	—	—
Adjustment for noncontrolling interests in other consolidated partnerships	—	(578)	—	—	(578)	—	578	—
Acquisition of noncontrolling interests in other consolidated partnerships	—	—	—	—	—	—	(525)	(525)
Exchange of 67,428 Operating Partnership units for 67,428 common	1	(1)	—	—	—	—	—	—

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shares

Common dividends (\$0.66 per share)	—	—	(62,206 )	—	(62,206 )	—	—	(62,206 )
Distributions to noncontrolling interests	—	—	—	—	—	(3,136 )	(140 )	(3,276 )
Balance, September 30, 2013	\$945	\$785,515	\$(262,173 )	\$1,179	\$525,466	\$28,615	\$6,876	\$560,957

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

TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(In thousands, except share and per share data, unaudited)

	Common shares	Paid in capital	Accumulated distributions in excess of earnings	Accumulated other comprehensive income	Total Tanger Factory Outlet Centers, Inc. equity	Noncontrolling interests in Operating Partnership	Noncontrolling interests in other consolidated partnerships	Total equity
Balance, December 31, 2013	\$945	\$788,984	\$(265,242)	\$(2,428)	\$522,259	\$28,432	\$6,904	\$557,595
Net income	—	—	56,469	—	56,469	3,083	80	59,632
Other comprehensive loss	—	—	—	(4,954)	(4,954)	(271)	—	(5,225)
Compensation under Incentive Award Plan	—	11,458	—	—	11,458	—	—	11,458
Issuance of 46,700 common shares upon exercise of options	—	895	—	—	895	—	—	895
Issuance of 1,302,729 restricted common shares, net of forfeitures	13	(13)	—	—	—	—	—	—
Adjustment for noncontrolling interests in Operating Partnership	—	37	—	—	37	(37)	—	—
Adjustment for noncontrolling interests in other consolidated partnerships	—	3	—	—	3	—	1,001	1,004
Exchange of 43,331 Operating Partnership units for 43,331 common shares	1	(1)	—	—	—	—	—	—
Common dividends (\$.705 per share)	—	—	(67,445)	—	(67,445)	—	—	(67,445)
Distributions to noncontrolling interests	—	—	—	—	—	(3,612)	(88)	(3,700)
Balance, September 30, 2014	\$959	\$801,363	\$(276,218)	\$(7,382)	\$518,722	\$27,595	\$7,897	\$554,214

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



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

	Nine months ended September 30,	
	2014	2013
<b>OPERATING ACTIVITIES</b>		
Net income	\$59,632	\$90,185
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	77,034	68,683
Amortization of deferred financing costs	1,654	1,795
Abandoned pre-development costs	1,596	—
Casualty gain	(329)	) —
Gain on previously held interest in acquired joint venture	—	(26,002 )
Equity in earnings of unconsolidated joint ventures	(6,200)	) (10,107 )
Distributions of cumulative earnings from unconsolidated joint ventures	4,166	4,415
Share-based compensation expense	10,933	8,363
Amortization of debt (premiums) and discounts, net	(273)	) (767 )
Net amortization (accretion) of market rent rate adjustments	2,250	389
Straight-line rent adjustments	(5,027)	) (4,068 )
Changes in other assets and liabilities:		
Other assets	(1,784)	) 236
Accounts payable and accrued expenses	4,854	3,857
Net cash provided by operating activities	148,506	136,979
<b>INVESTING ACTIVITIES</b>		
Additions to rental property	(92,500)	) (40,578 )
Acquisition of interest in unconsolidated joint venture, net of cash acquired	—	(11,271 )
Additions to investments in and notes receivable from unconsolidated joint ventures	(114,476)	) (140,373 )
Proceeds from insurance reimbursements	1,784	—
Additions to non-real estate assets	(933)	) (7,768 )
Distributions in excess of cumulative earnings from unconsolidated joint ventures	5,374	45,891
Additions to deferred lease costs	(4,109)	) (3,381 )
Net cash used in investing activities	(204,860)	) (157,480 )
<b>FINANCING ACTIVITIES</b>		
Cash dividends paid	(67,445)	) (62,206 )
Distributions to noncontrolling interests in Operating Partnership	(3,612)	) (3,136 )
Proceeds from debt issuances	410,300	500,003
Repayments of debt	(289,381)	) (413,806 )
Acquisition of noncontrolling interests in other consolidated partnerships	—	(525 )
Distributions to noncontrolling interests in other consolidated partnerships	(88)	) (67 )
Proceeds from tax increment financing	2,246	—
Additions to deferred financing costs	(778)	) (37 )
Proceeds from exercise of options	895	332
Net cash provided by financing activities	52,137	20,558
Effect of foreign currency rate changes on cash and cash equivalents	(200)	) 90
Net increase (decrease) in cash and cash equivalents	(4,417)	) 147
Cash and cash equivalents, beginning of period	15,241	10,335
Cash and cash equivalents, end of period	\$ 10,824	\$ 10,482

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

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## Item 1 - Financial Statements of Tanger Properties Limited Partnership

TANGER PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

(In thousands, unaudited)

	September 30, 2014	December 31, 2013
<b>ASSETS</b>		
Rental property		
Land	\$230,415	\$230,415
Buildings, improvements and fixtures	2,043,583	2,009,971
Construction in progress	75,000	9,433
	2,348,998	2,249,819
Accumulated depreciation	(708,515)	(654,631)
Total rental property, net	1,640,483	1,595,188
Cash and cash equivalents	10,816	14,984
Investments in unconsolidated joint ventures	249,659	140,214
Deferred lease costs and other intangibles, net	146,642	163,581
Deferred debt origination costs, net	9,794	10,818
Prepays and other assets	82,121	81,165
Total assets	\$2,139,515	\$2,005,950
<b>LIABILITIES AND EQUITY</b>		
<b>Liabilities</b>		
<b>Debt</b>		
Senior, unsecured notes (net of discount of \$5,271 and \$5,752, respectively)	\$794,729	\$794,248
Unsecured term loans (net of discount of \$281 and \$396, respectively)	267,219	267,104
Mortgages payable (including premiums of \$3,224 and \$3,799, respectively)	247,240	250,497
Unsecured lines of credit	139,800	16,200
Total debt	1,448,988	1,328,049
Construction trade payables	23,216	9,776
Accounts payable and accrued expenses	55,409	49,180
Deferred financing obligation	28,388	28,388
Other liabilities	29,300	32,962
Total liabilities	1,585,301	1,448,355
Commitments and contingencies	—	—
<b>Equity</b>		
<b>Partners' Equity</b>		
General partner, 1,000,000 units outstanding at September 30, 2014 and December 31, 2013	4,883	4,988
Limited partners, 5,101,681 and 5,145,012 Class A units and 94,898,445 and 93,505,685 Class B units outstanding at September 30, 2014 and December 31, 2013, respectively	549,380	548,424
Accumulated other comprehensive loss	(7,946)	(2,721)
Total partners' equity	546,317	550,691
Noncontrolling interests in consolidated partnerships	7,897	6,904
Total equity	554,214	557,595
Total liabilities and equity	\$2,139,515	\$2,005,950

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



TANGER PROPERITES LIMITED PARTNERSHIP AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per unit data, unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2014	2013	2014	2013
Revenues				
Base rentals	\$69,612	\$64,301	\$204,748	\$184,591
Percentage rentals	2,634	3,084	6,632	6,956
Expense reimbursements	29,463	27,414	90,457	78,544
Other income	3,588	3,104	8,578	7,516
Total revenues	105,297	97,903	310,415	277,607
Expenses				
Property operating	32,798	29,863	102,454	86,819
General and administrative	11,334	9,754	32,817	29,240
Acquisition costs	—	532	7	963
Abandoned pre-development costs	—	—	1,596	—
Depreciation and amortization	25,774	24,223	77,034	68,683
Total expenses	69,906	64,372	213,908	185,705
Operating income	35,391	33,531	96,507	91,902
Interest expense	(13,902 )	(12,367 )	(43,404 )	(37,826 )
Casualty gain	329	—	329	—
Gain on previously held interest in acquired joint venture	—	26,002	—	26,002
Income before equity in earnings of unconsolidated joint ventures	21,818	47,166	53,432	80,078
Equity in earnings of unconsolidated joint ventures	2,479	9,014	6,200	10,107
Net income	24,297	56,180	59,632	90,185
Noncontrolling interests in consolidated partnerships	(42 )	(99 )	(80 )	(129 )
Net income available to partners	24,255	56,081	59,552	90,056
Net income available to limited partners	24,012	55,510	58,952	89,138
Net income available to general partner	\$243	\$571	\$600	\$918
Basic earnings per common unit:				
Net income	\$0.24	\$0.56	\$0.59	\$0.91
Diluted earnings per common unit:				
Net income	\$0.24	\$0.56	\$0.59	\$0.90
Distribution paid per common unit	\$0.240	\$0.225	\$0.705	\$0.660

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

TANGER PROPERITES LIMITED PARTNERSHIP AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(In thousands, unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2014	2013	2014	2013
Net income	\$24,297	\$56,180	\$59,632	\$90,185
Other comprehensive loss				
Reclassification adjustments for amounts recognized in net income	(99	) (94	) (293	) (147
Foreign currency translation adjustments	(5,194	) (79	) (4,546	) 124
Changes in fair value of cash flow hedges	952	—	(386	) —
Other comprehensive loss	(4,341	) (173	) (5,225	) (23
Comprehensive income	19,956	56,007	54,407	90,162
Comprehensive income attributable to noncontrolling interests in consolidated partnerships	(42	) (99	) (80	) (129
Comprehensive income attributable to the Operating Partnership	\$19,914	\$55,908	\$54,327	\$90,033

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

TANGER PROPERITES LIMITED PARTNERSHIP AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF EQUITY

(In thousands, except unit and per unit data, unaudited)

	General partner	Limited partners	Accumulated other comprehensive income (loss)	Total partners' equity	Noncontrolling interests in consolidated partnerships	Total equity
Balance, December 31, 2012	\$4,720	\$501,214	\$1,107	\$507,041	\$6,834	\$513,875
Net income	918	89,138	—	90,056	129	90,185
Other comprehensive loss	—	—	(23	)(23	)—	(23 )
Compensation under Incentive Award Plan	—	8,614	—	8,614	—	8,614
Issuance of 17,600 common units upon exercise of options	—	332	—	332	—	332
Issuance of 450,576 limited partnership units	—	13,981	—	13,981	—	13,981
Issuance of 332,373 restricted units, net of forfeitures	—	—	—	—	—	—
Adjustments for noncontrolling interests in consolidated partnerships	—	(578	)—	(578	)578	—
Acquisition of noncontrolling interests in consolidated partnerships	—	—	—	—	(525	)(525 )
Common distributions (\$.66 per common unit)	(660	)(64,682	)—	(65,342	)—	(65,342 )
Distributions to noncontrolling interests	—	—	—	—	(140	)(140 )
Balance, September 30, 2013	\$4,978	\$548,019	\$1,084	\$554,081	\$6,876	\$560,957
	General partner	Limited partners	Accumulated other comprehensive income (loss)	Total partners' equity	Noncontrolling interests in consolidated partnerships	Total equity
Balance, December 31, 2013	\$4,988	\$548,424	\$(2,721	)\$550,691	\$6,904	\$557,595
Net income	600	58,952	—	59,552	80	59,632
Other comprehensive loss	—	—	(5,225	)(5,225	)—	(5,225 )
Compensation under Incentive Award Plan	—	11,458	—	11,458	—	11,458
Issuance of 46,700 common units upon exercise of options	—	895	—	895	—	895
Issuance of 1,302,729 restricted common units, net of forfeitures	—	—	—	—	—	—
Adjustment for noncontrolling interests in other consolidated partnerships	—	3	—	3	1,001	1,004
Common distributions (\$.705 per common unit)	(705	)(70,352	)—	(71,057	)—	(71,057 )

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Distributions to noncontrolling interests	—	—	—	—	\$(88	)(88	)
Balance, September 30, 2014	\$4,883	\$549,380	\$(7,946	)\$546,317	\$7,897	\$554,214	

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

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TANGER PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands, unaudited)

	Nine months ended September 30,	
	2014	2013
<b>OPERATING ACTIVITIES</b>		
Net income	\$59,632	\$90,185
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	77,034	68,683
Amortization of deferred financing costs	1,654	1,795
Abandoned pre-development costs	1,596	—
Casualty gain	(329)	)
Gain on previously held interest in acquired joint venture	—	(26,002 )
Equity in earnings of unconsolidated joint ventures	(6,200)	(10,107 )
Distributions of cumulative earnings from unconsolidated joint ventures	4,166	4,415
Equity-based compensation expense	10,933	8,363
Amortization of debt (premiums) and discounts, net	(273)	(767 )
Net amortization (accretion) of market rent rate adjustments	2,250	389
Straight-line rent adjustments	(5,027)	(4,068 )
Changes in other assets and liabilities:		
Other assets	(1,439)	) 214
Accounts payable and accrued expenses	4,758	3,895
Net cash provided by operating activities	148,755	136,995
<b>INVESTING ACTIVITIES</b>		
Additions to rental property	(92,500)	(40,578 )
Acquisition of interest in unconsolidated joint venture, net of cash acquired	—	(11,271 )
Additions to investments in and notes receivable from unconsolidated joint ventures	(114,476)	(140,373 )
Proceeds from insurance reimbursements	1,784	—
Additions to non-real estate assets	(933)	(7,768 )
Distributions in excess of cumulative earnings from unconsolidated joint ventures	5,374	45,891
Additions to deferred lease costs	(4,109)	(3,381 )
Net cash used in investing activities	(204,860)	(157,480 )
<b>FINANCING ACTIVITIES</b>		
Cash distributions paid	(71,057)	(65,342 )
Proceeds from debt issuances	410,300	500,003
Repayments of debt	(289,381)	(413,806 )
Acquisition of noncontrolling interests in other consolidated partnerships	—	(525 )
Distributions to noncontrolling interests in consolidated partnerships	(88)	(67 )
Proceeds from tax increment financing	2,246	—
Additions to deferred financing costs	(778)	(37 )
Proceeds from exercise of options	895	332
Net cash provided by financing activities	52,137	20,558
Effect of foreign currency on cash and cash equivalents	(200)	) 90
Net increase (decrease) in cash and cash equivalents	(4,168)	) 163
Cash and cash equivalents, beginning of period	14,984	10,295
Cash and cash equivalents, end of period	\$10,816	\$10,458
The accompanying notes are an integral part of these consolidated financial statements.		





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

1. Business

Tanger Factory Outlet Centers, Inc. and subsidiaries is one of the largest owners and operators of outlet centers in the United States. We are a fully-integrated, self-administered and self-managed real estate investment trust ("REIT") which, through our controlling interest in the Operating Partnership, focuses exclusively on developing, acquiring, owning, operating and managing outlet shopping centers. As of September 30, 2014, we owned and operated 37 outlet centers, with a total gross leasable area of approximately 11.6 million square feet. We also had partial ownership interests in 8 outlet centers totaling approximately 2.1 million square feet, including 3 outlet centers in Canada.

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

The Company owns the majority of the units of partnership interest issued by the Operating Partnership through its two wholly-owned subsidiaries, Tanger GP Trust and Tanger LP Trust. Tanger GP Trust controls the Operating Partnership as its sole general partner. Tanger LP Trust holds a limited partnership interest. As of September 30, 2014, the Company, through its ownership of Tanger GP Trust and Tanger LP Trust, owned 95,898,445 units of the Operating Partnership and other limited partners (the "Non-Company LPs") collectively owned 5,101,681 Class A common limited partnership units. Each Class A common limited partnership unit held by the Non-Company LPs is exchangeable for one of the Company's common shares, subject to certain limitations to preserve the Company's REIT status. Class B common limited partnership units, which are held by Tanger LP Trust, are not exchangeable for common shares of the Company.

2. Basis of Presentation

The unaudited consolidated financial statements included herein have been prepared pursuant to accounting principles generally accepted in the United States of America and should be read in conjunction with the consolidated financial statements and notes thereto of the Company's and the Operating Partnership's combined Annual Report on Form 10-K for the year ended December 31, 2013. The December 31, 2013 balance sheet data in this Form 10-Q was derived from audited financial statements. Certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the SEC's rules and regulations, although management believes that the disclosures are adequate to make the information presented not misleading. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of the financial statements for the interim periods have been made. The results of interim periods are not necessarily indicative of the results for a full year.

Investments in real estate joint ventures that we do not control are accounted for using the equity method of accounting. These investments are recorded initially at cost and subsequently adjusted for our equity in the venture's net income (loss), cash contributions, distributions and other adjustments required under the equity method of accounting. These investments are evaluated for impairment when necessary. Control is determined using an evaluation based on accounting standards related to the consolidation of voting interest entities and variable interest entities. For joint ventures that are determined to be variable interest entities, we consolidate the entity where we are deemed to be the primary beneficiary.



We evaluate our real estate joint ventures in accordance with the Consolidation guidance of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC"). As a result of our qualitative assessment, we concluded that our Westgate and Savannah joint ventures are Variable Interest Entities ("VIE") and all of our other joint ventures are not a VIE. Westgate and Savannah are each considered a VIE because the voting rights are disproportionate to the economic interests.

After making the determination that Westgate and Savannah are VIEs, we performed an assessment to determine if we would be considered the primary beneficiary and thus be required to consolidate the balance sheets and results of operations. This assessment was based upon whether we had the following:

- a. The power to direct the activities of the VIE that most significantly impact the entity's economic performance
- b. The obligation to absorb losses of the entity that could potentially be significant to the VIE or the right to receive benefits from the entity that could potentially be significant to the VIE

The operating, development, leasing, and management agreements of Westgate and Savannah provide that the activities that most significantly impact the economic performance of the ventures require unanimous consent. Accordingly, we determined that we do not have the power to direct the significant activities that affect the economic performance of the ventures and therefore, have applied the equity method of accounting. Our investment in Westgate was approximately \$14.8 million and in Savannah was approximately \$46.1 million as of September 30, 2014. We are unable to estimate our maximum exposure to loss at this time because our guarantees are limited and based on the future operating performance of Westgate and Savannah.

"Noncontrolling interests in the Operating Partnership" reflects the Non-Company LP's percentage ownership of the Operating Partnership's units. "Noncontrolling interests in other consolidated partnerships" consist of outside equity interests in partnerships not wholly owned by the Company or the Operating Partnership that are consolidated with the financial results of the Company and Operating Partnership because the Operating Partnership exercises control over the entities that own the properties. Noncontrolling interests are initially recorded in the consolidated balance sheets at fair value based upon purchase price allocations. Income is allocated to the noncontrolling interests based on their respective ownership interest.

### 3. Acquisition of Rental Property

In October 2003, we and two other owners each having a 33.3% ownership interest, established a joint venture to develop and own a shopping center in Deer Park, New York ("Deer Park"). In August 2013, Deer Park successfully negotiated new financing of the debt obligations for the previous mortgage and mezzanine loans totaling approximately \$238.5 million, with a \$150.0 million mortgage loan. The new five year mortgage loan bears interest at a 150 basis point spread over LIBOR. The previous mortgage and mezzanine loans were in default, and as part of the refinancing, all default interest associated with the loans was waived. Utilizing funding from our existing unsecured lines of credit, we loaned approximately \$89.5 million at a rate of LIBOR plus 3.25% and due on August 30, 2020 to Deer Park representing the remaining amount necessary to repay the previous mortgage and mezzanine loans.

Subsequent to the debt extinguishment, we acquired an additional one-third interest in the Deer Park property from one of the other owners, bringing our total ownership to a two-thirds interest, for total consideration of approximately \$27.9 million, including \$13.9 million in cash and 450,576 in Class A common limited partnership units of Tanger Properties Limited Partnership, which are exchangeable for an equivalent number of the Company's common shares. This transaction was accounted for as a business combination resulting in the assets acquired and liabilities assumed being recorded at fair value as a result of the step acquisition. The fair value of the net assets acquired totaled \$83.8 million, consisting of \$319.4 million in rental property and lease related intangibles, \$2.3 million in other identifiable

assets and liabilities, and \$237.9 million in debt. Upon acquiring an additional one-third interest, we determined, based on the acquisition agreement and other transaction documents which amended our rights with respect to the property and our obligations with respect to the additional one-third interest, that we control the property assets and direct the property's significant activities and therefore, consolidate the property's assets and liabilities as of August 30, 2013.

Following the acquisition, we and the remaining owner restructured certain aspects of our ownership of the property, whereby we receive substantially all of the economics generated by the property and have substantial control over the property's financial activities. Under the new structure, we serve as property manager and control the management, leasing, marketing and other operations of the property. In addition, we and the remaining owner have entered into an agreement whereby they may require us to acquire their ownership interest in the property on the second anniversary of the acquisition date for a price of \$28.4 million, and we have the option to acquire their ownership interest on the fourth anniversary of the acquisition date at the same price. Due to the remaining owner's ability to require us to purchase their interest, we have recorded an obligation to redeem their interest at the redemption price as a deferred financing obligation in the other liabilities section of the consolidated balance sheet.

#### 4. New Developments of Consolidated Outlet Centers

##### Foxwoods, Connecticut

In September 2013, we broke ground at Foxwoods Resort Casino in Mashantucket, Connecticut on Tanger Outlets at Foxwoods. We own a two-thirds controlling interest in the joint venture, which is consolidated for financial reporting purposes. To date, we have contributed approximately \$45.8 million to the project for construction and development activities. The approximately 314,000 square foot project will be suspended above ground to join the casino floors of the two major hotels located within the resort. We currently expect the property to open in the second quarter of 2015.

##### Grand Rapids

In July 2014, we purchased land to develop an outlet center in Grand Rapids, Michigan for approximately \$8.0 million. We expect this development to be approximately 358,000 square feet with an opening during the second half of 2015.

#### 5. Investments in Unconsolidated Real Estate Joint Ventures

Our investments in unconsolidated joint ventures as of September 30, 2014 and December 31, 2013 aggregated \$249.7 million and \$140.2 million, respectively. The equity method of accounting is used to account for each of the individual joint ventures. We have the following unconsolidated real estate joint ventures:

As of September 30, 2014

Joint Venture	Center Location	Ownership %	Square Feet (in 000's)	Carrying Value of Investment (in millions)	Total Joint Venture Debt (in millions)
Charlotte	Charlotte, NC	50.0	% 398	\$38.8	\$—
Galveston/Houston	Texas City, TX	50.0	% 353	6.2	65.0
National Harbor	National Harbor, MD	50.0	% 339	19.8	62.0
RioCan Canada	Various	50.0	% 432	119.8	16.6
Savannah <sup>(1)</sup>	Savannah, GA	50.0	% —	46.1	3.4
Westgate	Glendale, AZ	58.0	% 332	14.8	49.8
Wisconsin Dells	Wisconsin Dells, WI	50.0	% 265	2.4	24.3
Other			—	1.8	—
				\$249.7	\$221.1

Based on capital contribution and distribution provisions in the joint venture agreement, we expect our economic interest in the venture's cash flow to be greater than the ownership percentage indicated above, which in this case, (1) states our legal interest in this venture. Our economic interest may fluctuate based on a number of factors, including mortgage financing, partnership capital contributions and distributions, and proceeds from gains or losses of asset sales.



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As of December 31, 2013

Joint Venture	Center Location	Ownership %	Square Feet (in 000's)	Carrying Value of Investment (in millions)	Total Joint Venture Debt (in millions)
Charlotte	Charlotte, NC	50.0	% —	\$11.6	\$—
Galveston/Houston	Texas City, TX	50.0	% 353	7.4	65.0
National Harbor	National Harbor, MD	50.0	% 336	16.7	52.4
RioCan Canada	Various	50.0	% 433	85.7	17.9
Westgate	Glendale, AZ	58.0	% 332	16.1	43.1
Wisconsin Dells	Wisconsin Dells, WI	50.0	% 265	2.5	24.3
Other			—	0.2	—
				\$140.2	\$202.7

These investments are recorded initially at cost and subsequently adjusted for our equity in the venture's net income (loss), cash contributions, distributions and other adjustments required by the equity method of accounting as described below.

Fees we received for various services provided to our unconsolidated joint ventures were recognized in other income as follows (in thousands):

Fee:	Three months ended September 30,		Nine months ended September 30,	
	2014	2013	2014	2013
Development and leasing	\$624	\$(6)	\$702	\$57
Loan guarantee	23	40	209	121
Management	470	761	1,316	2,391
Marketing	108	93	321	301
Total Fees	\$1,225	\$888	\$2,548	\$2,870

Our investments in real estate joint ventures are reduced by the percentage of the profits earned for leasing and development services associated with our ownership interest in each joint venture. Our carrying value of investments in unconsolidated joint ventures differs from our share of the assets reported in the "Summary Balance Sheets - Unconsolidated Joint Ventures" shown below due to adjustments to the book basis, including intercompany profits on sales of services that are capitalized by the unconsolidated joint ventures. The differences in basis (totaling \$4.0 million and \$1.6 million as of September 30, 2014 and December 31, 2013) are amortized over the various useful lives of the related assets.

#### Charlotte, North Carolina

In May 2013, we formed a 50/50 joint venture for the development of an outlet center in the Charlotte, NC market. Subsequently, during the third quarter of 2013, the joint venture began construction on the outlet center which is located eight miles southwest of uptown Charlotte at the interchange of I-485 and Steele Creek Road (NC Highway 160), the two major thoroughfares for the city. The approximately 400,000 square foot project, which features approximately 90 brand name and designer stores, opened on July 31, 2014.

As of September 30, 2014, we and our partner had each contributed approximately \$38.0 million in cash to the joint venture to fund development activities. We provided development services to the project; and with our partner, are jointly providing leasing services. Our partner is providing property management and marketing services to the center.





#### RioCan Canada

We have entered into a 50/50 co-ownership agreement with RioCan Real Estate Investment Trust ("RioCan Joint Venture") to develop and acquire outlet centers in Canada. Under the agreement, any projects developed or acquired will be branded as Tanger Outlet Centers. We have agreed to provide leasing and marketing services to the venture and RioCan has agreed to provide development and property management services.

In March of 2013, the RioCan Joint Venture acquired the land adjacent to the existing Cookstown Outlet Mall for \$13.9 million. The land is being used for an expansion of the Cookstown Outlet Mall which began in May 2013. The expansion, which is expected to open in the fourth quarter of 2014, will add approximately 153,000 square feet and approximately 35 new brand name and designer outlet stores to the center.

Also, during the second quarter of 2013, the joint venture purchased land for \$28.7 million and broke ground on Tanger Outlets Ottawa, the first ground up development of a Tanger Outlet Center in Canada. Located in suburban Kanata off the TransCanada Highway (Highway 417) at Palladium Drive, this center opened on October 17, 2014 and contains approximately 316,000 square feet and features approximately 80 brand name and designer outlet stores. As of September 30, 2014, we and our co-owner had each contributed \$51.3 million in cash to fund development activities on these two projects.

#### Savannah, Georgia

In January 2014, we announced our plans to develop Tanger Outlets Savannah through a joint venture arrangement. The center will include approximately 377,000 square feet. The site is located on I-95, just north of I-16 in Pooler, Georgia, adjacent to the City of Savannah, and near the Savannah International Airport. As of September 30, 2014, our equity contributions totaled \$45.4 million and our partner's equity contribution totaled \$7.4 million. Contributions we make in excess of \$7.4 million will earn a preferred rate of return equal to 8% from the date the contributions are made until the outlet center's grand opening date, and then 10% annually thereafter. We are providing development, management and marketing services to the joint venture; and with our partner, are jointly providing leasing services to the center.

In May 2014, the joint venture closed on a \$97.7 million interest only mortgage loan with a rate of LIBOR + 1.65% and a maturity date of May 21, 2017, with the option for two, one year extensions. As of September 30, 2014 the balance on the loan was \$3.4 million.

#### Westgate, Glendale, Arizona

During the second quarter of 2014, Westgate began a 78,000 square foot expansion of the existing property which is expected to open in time for the 2014 holiday season. The expansion is being substantially funded by amounts available under the amended Westgate mortgage loan which had its maximum borrowing capacity increased from \$48.3 million to \$62.0 million in May 2014. We provide property management, construction supervision, leasing and marketing services to the joint venture.

Condensed combined summary financial information of unconsolidated joint ventures accounted for using the equity method is as follows (in thousands):

Condensed Combined Balance Sheets - Unconsolidated Joint Ventures	September 30, 2014	December 31, 2013
Assets		
Land	\$73,864	\$66,020
Buildings, improvements and fixtures	394,399	327,972
Construction in progress, including land	198,694	86,880
	666,957	480,872
Accumulated depreciation	(42,011	) (29,523
Total rental property, net	624,946	451,349
Cash and cash equivalents	34,926	22,704
Deferred lease costs, net	22,021	19,281
Deferred debt origination costs, net	2,746	1,737
Prepays and other assets	11,558	9,107
Total assets	\$696,197	\$504,178
Liabilities and Owners' Equity		
Mortgages payable	\$221,079	\$202,688
Construction trade payables	19,343	19,370
Accounts payable and other liabilities	19,611	8,540
Total liabilities	260,033	230,598
Owners' equity	436,164	273,580
Total liabilities and owners' equity	\$696,197	\$504,178

Condensed Combined Statements of Operations - Unconsolidated Joint Ventures	Three months ended September 30,		Nine months ended September 30,	
	2014	2013	2014	2013
Revenues	\$19,969	\$29,013	\$52,803	\$70,961
Expenses				
Property operating	7,292	7,808	20,562	25,440
General and administrative	198	629	354	962
Acquisition costs	—	19	—	474
Abandoned development costs	472	19	472	153
Depreciation and amortization	5,831	6,232	15,369	21,200
Total expenses	13,793	14,707	36,757	48,229
Operating income	6,176	14,306	16,046	22,732
Gain on early extinguishment of debt	—	13,820	—	13,820
Interest expense	(1,316	) (2,840	) (3,925	) (10,406
Net income	\$4,860	\$25,286	\$12,121	\$26,146
The Company and Operating Partnership's share of:				
Net income	\$2,479	\$9,014	\$6,200	\$10,107
Depreciation and impairment charge (real estate related)	\$3,040	\$2,861	\$8,048	\$9,465

## 6. Debt of the Company

All of the Company's debt is held by the Operating Partnership and its consolidated subsidiaries.

The Company guarantees the Operating Partnership's obligations with respect to its unsecured lines of credit which have a total borrowing capacity of \$520.0 million. As of September 30, 2014 and December 31, 2013, the Operating Partnership had amounts outstanding on these lines of credit totaling \$139.8 million and \$16.2 million, respectively.

The Company also guarantees the Operating Partnership's unsecured term loan as well as its obligation with respect to the mortgage assumed in connection with the acquisition of the outlet center in Ocean City, Maryland in July 2011. As of September 30, 2014, the amounts outstanding on the term loan and mortgage were \$250.0 million and \$17.9 million, respectively.

## 7. Debt of the Operating Partnership

The debt of the Operating Partnership consisted of the following (in thousands):

	Stated Interest Rate(s)	Maturity Date	As of September 30, 2014 Principal	Premium (Discount)	As of December 31, 2013 Principal	Premium (Discount)
Senior, unsecured notes:						
Senior notes	6.15	% November 2015	\$250,000	\$(128 )	\$250,000	\$(211 )
Senior notes	6.125	% June 2020	300,000	(1,325 )	300,000	(1,469 )
Senior notes	3.875	% December 2023	250,000	(3,818 )	250,000	(4,072 )
Mortgages payable:						
Atlantic City <sup>(1)</sup>	5.14%-7.65%	November 2021- December 2026	46,645	3,793	48,535	4,091
Deer Park	LIBOR + 1.50%	August 2018	150,000	(1,240 )	150,000	(1,478 )
Hershey <sup>(1)</sup>	5.17%-8.00%	August 2015	29,450	548	29,970	993
Ocean City <sup>(1)</sup>	5.24	% January 2016	17,921	123	18,193	193
Note payable <sup>(1)</sup>	1.50	% June 2016	10,000	(281 )	10,000	(396 )
Unsecured term loan	LIBOR + 1.05%	February 2019	250,000	—	250,000	—
Unsecured term note	LIBOR + 1.30%	August 2017	7,500	—	7,500	—
Unsecured lines of credit	LIBOR + 1.00%	November 2015	139,800	—	16,200	—
			\$1,451,316	\$(2,328 )	\$1,330,398	\$(2,349 )

The effective interest rates assigned during the purchase price allocation to these assumed mortgages and note (1) payable during acquisitions in 2011 were as follows: Atlantic City 5.05%, Ocean City 4.68%, Hershey 3.40% and note payable 3.15%.

In July 2014, we entered into an amendment of our \$250.0 million unsecured term loan which matures in February 2019. The amendment reduced the interest rate on the loan from LIBOR + 1.60% to LIBOR + 1.05%, and the prepayment penalty was removed. No other material terms of the loan were amended.

Certain of our properties, which had a net book value of approximately \$531.8 million at September 30, 2014 and \$566.7 million at December 31, 2013, serve as collateral for mortgages payable. We maintain unsecured lines of credit that provide for borrowings of up to \$520.0 million. The unsecured lines of credit include a \$20.0 million liquidity line and a \$500.0 million syndicated line. The syndicated line may be increased to \$750.0 million through an accordion feature in certain circumstances.

We provide guarantees to lenders for our joint ventures which include standard non-recourse carve out indemnifications for losses arising from items such as but not limited to fraud, physical waste, payment of taxes, environmental indemnities, misapplication of insurance proceeds or security deposits and failure to maintain required insurance. For construction and term loans, we may include a guaranty of completion as well as a principal guaranty ranging from 5% to 100% of principal.

The principal guarantees include terms for release based upon satisfactory completion of construction and performance targets including occupancy thresholds and minimum debt service coverage tests.

The unsecured lines of credit and senior unsecured notes include covenants that require the maintenance of certain ratios, including debt service coverage and leverage, and limit the payment of dividends such that dividends and distributions will not exceed funds from operations, as defined in the agreements, for the prior fiscal year on an annual basis or 95% of funds from operations on a cumulative basis. As of September 30, 2014, we were in compliance with all of our debt covenants.

#### Debt Maturities

Maturities of the existing long-term debt as of September 30, 2014 are as follows (in thousands):

Calendar Year	Amount
2014	\$921
2015	282,343
2016	30,283
2017	150,308
2018	153,183
Thereafter	834,278
Subtotal	1,451,316
Net discount	(2,328 )
Total	\$1,448,988

#### 8. Derivative Financial Instruments

The following table summarizes the terms and fair values of our derivative financial instruments, as well as their classifications within the consolidated balance sheets as of September 30, 2014 and December 31, 2013 (in thousands):

Effective Date	Maturity Date	Notional Amount	Bank Pay Rate	Company Fixed Pay Rate	Fair Value	
					September 30, 2014	December 31, 2013
Assets:						
November 14, 2013	August 14, 2018	\$50,000	1 month LIBOR	1.3075 %	\$321	\$455
November 14, 2013	August 14, 2018	50,000	1 month LIBOR	1.2970 %	343	440
November 14, 2013	August 14, 2018	50,000	1 month LIBOR	1.3025 %	332	487
Total		\$150,000			\$996	\$1,382

The derivative financial instruments are comprised of interest rate swaps, which are designated and qualify as cash flow hedges, each with a separate counterparty. We do not use derivatives for trading or speculative purposes and currently do not have any derivatives that are not designated as hedges.

The effective portion of changes in the fair value of derivatives designated and qualifying as cash flow hedges is recorded in accumulated other comprehensive income (loss) and subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. The ineffective portion of the change in fair value of the derivative, if any, is recognized directly in earnings.



The following table represents the effect of the derivative financial instruments on the accompanying consolidated financial statements for the three and nine months ended September 30, 2014 and 2013, respectively (in thousands):

	Location of Reclassification from Accumulated OCI Into Income	Three months ended September 30,		Nine months ended September 30,	
		2014	2013	2014	2013
Interest Rate Swaps (Effective Portion):					
Amount of gain (loss) recognized in OCI on derivative		\$952	\$—	\$(386)	\$—
Treasury Rate Lock (Effective Portion):					
Amount of gain reclassified from accumulated OCI into income	Interest Expense	\$99	\$94	\$293	\$276

In 2005, we settled two US treasury rate lock agreements associated with a 10 year senior, unsecured bond offering and received approximately \$3.2 million. The unamortized balance of the settled agreements as of September 30, 2014 and December 31, 2013 was approximately \$447,000 and \$741,000, respectively. As of September 30, 2014, we expect approximately \$412,000 of deferred gains on derivative instruments in accumulated other comprehensive income to be reclassified into earnings during the next twelve months.

#### 9. Fair Value Measurements

Fair value guidance establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers are defined as follows:

Tier	Description
Level 1	Observable inputs such as quoted prices in active markets
Level 2	Inputs other than quoted prices in active markets that are either directly or indirectly observable
Level 3	Unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions

The following table sets forth our assets and liabilities that are measured at fair value within the fair value hierarchy (in thousands):

	Total	Level 1 Quoted Prices in Active Markets for Identical Assets or Liabilities	Level 2 Significant Observable Inputs	Level 3 Significant Unobservable Inputs
Fair value as of September 30, 2014:				
Assets:				
Interest rate swaps (prepaids and other assets)	\$996	\$—	\$996	\$—
Total assets	\$996	\$—	\$996	\$—

	Total	Level 1 Quoted Prices in Active Markets for Identical Assets or Liabilities	Level 2 Significant Observable Inputs	Level 3 Significant Unobservable Inputs
Fair value as of December 31, 2013:				
Assets:				
Interest rate swaps (prepaids and other assets)	\$ 1,382	\$—	\$ 1,382	\$—
Total assets	\$ 1,382	\$—	\$ 1,382	\$—

The estimated fair value of our debt, consisting of senior unsecured notes, unsecured term loans, secured mortgages and unsecured lines of credit, at September 30, 2014 and December 31, 2013, was \$1.5 billion and \$1.4 billion, respectively, and its recorded value was \$1.4 billion and \$1.3 billion, respectively. With the exception of the unsecured term loan and unsecured lines of credit, that have variable rates and considered at market value, fair values of the senior notes and mortgage loans are determined using discounted cash flow analysis with an interest rate or credit spread similar to that of current market borrowing arrangements. Because the Company's senior unsecured notes are publicly traded with limited trading volume, these instruments are classified as Level 2 in the hierarchy. In contrast, mortgage loans are classified as Level 3 given the unobservable inputs utilized in the valuation. Considerable judgment is necessary to develop estimated fair values of financial instruments. Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Company could realize on the disposition of the financial instruments.

The carrying values of cash and cash equivalents, receivables, accounts payable, accrued expenses and other assets and liabilities are reasonable estimates of their fair values because of the short maturities of these instruments.

#### 10. Commitments and Contingencies

During the first quarter of 2014, we incurred property damage to our West Branch, Michigan outlet center due to a severe snow storm. Our insurance policy provides us with reimbursement for the replacement cost for the damage done to this property. As a result, we wrote off the damaged assets which had a net book value of approximately \$455,000 and incurred approximately \$600,000 of demolition costs. Further, to the extent that the Company's insurance settlement proceeds are in excess of the amounts written off, we will record a gain on insurance settlement in the period that all releases and contingencies are resolved. In the third quarter of fiscal 2014, we recorded a casualty gain of \$329,000, reflecting our receipt of replacement insurance proceeds in excess of the net book value written off and demolition costs incurred. Through September 30, 2014, we received approximately \$1.3 million in insurance proceeds related to our property damage claim. We expect to receive total proceeds of approximately \$1.8 million to \$2.3 million, which would result in a gain of approximately \$800,000 to \$1.3 million.

#### 11. Shareholders' Equity of the Company

Throughout the first nine months of 2014, Non-Company LPs exchanged a total of 43,331 Class A common limited partnership units of the Operating Partnership for an equal number of common shares of the Company. After the above described exchanges, the Non-Company LPs owned 5,101,681 Class A common limited partnership units. Each Class A common limited partnership unit is exchangeable for one common share of the Company.

#### 12. Partners' Equity of the Operating Partnership



All units of partnership interest issued by the Operating Partnership have equal rights with respect to earnings, dividends and net assets. When the Company issues common shares upon the exercise of options, the issuance of restricted share awards or the exchange of Class A common limited partnership units, the Operating Partnership issues a corresponding Class B common limited partnership unit to Tanger LP trust, a wholly owned subsidiary of the Company.

The following table sets forth the changes in outstanding partnership units for the nine months ended September 30, 2014 and for the year ended December 31, 2013:

	General Partnership Units	Limited Partnership Units		
		Class A	Class B	Total
Balance December 31, 2012	1,000,000	4,761,864	93,061,384	97,823,248
Exchange of Class A limited partnership units	—	(67,428	) 67,428	—
Issuance of restricted units	—	—	332,373	332,373
Units issued upon exercise of options	—	—	44,500	44,500
Units issued as consideration for business acquisition (see Note 3)	—	450,576	—	450,576
Balance December 31, 2013	1,000,000	5,145,012	93,505,685	98,650,697
Exchange of Class A limited partnership units	—	(43,331	) 43,331	—
Issuance of restricted units	—	—	1,302,729	1,302,729
Units issued upon exercise of options	—	—	46,700	46,700
Balance September 30, 2014	1,000,000	5,101,681	94,898,445	100,000,126

### 13. Earnings Per Share of the Company

The following table sets forth a reconciliation of the numerators and denominators in computing the Company's earnings per share (in thousands, except per share amounts):

	Three months ended September 30,		Nine months ended September 30,	
	2014	2013	2014	2013
Numerator				
Net income attributable to Tanger Factory Outlet Centers, Inc.	\$23,003	\$53,294	\$56,469	\$85,621
Less allocation of earnings to participating securities	(481	) (609	) (1,391	) (932
Net income available to common shareholders of Tanger Factory Outlet Centers, Inc.	\$22,522	\$52,685	\$55,078	\$84,689
Denominator				
Basic weighted average common shares	93,834	93,368	93,741	93,278
Effect of notional units	—	856	—	841
Effect of outstanding options and certain restricted common shares	67	76	70	91
Diluted weighted average common shares	93,901	94,300	93,811	94,210
Basic earnings per common share:				
Net income	\$0.24	\$0.56	\$0.59	\$0.91
Diluted earnings per common share:				
Net income	\$0.24	\$0.56	\$0.59	\$0.90

The notional units are considered contingently issuable common shares and are included in earnings per share if the effect is dilutive using the treasury stock method. Notional units granted in 2010 were converted into 933,769 restricted common shares in January 2014. The restricted common shares vest on December 31, 2014 and will be considered participating securities through the vesting date.

The computation of diluted earnings per share excludes options to purchase common shares when the exercise price is greater than the average market price of the common shares for the period. For the three months ended September 30, 2014, 273,500 options were excluded from the computation and for the three months ended September 30, 2013 no options were excluded from the computation. For the nine months ended September 30, 2014, 273,500 options were excluded from the computation and for the nine months ended September 30, 2013, 200 options were excluded from the computation. The assumed exchange of the partnership units held by the Non-Company LPs as of the beginning of the year, which would result in the elimination of earnings allocated to the noncontrolling interest in the Operating Partnership, would have no impact on earnings per share since the allocation of earnings to a common limited partnership unit, as if exchanged, is equivalent to earnings allocated to a common share.

Certain of the Company's unvested restricted common share awards contain non-forfeitable rights to dividends or dividend equivalents. The impact of these unvested restricted common share awards on earnings per share has been calculated using the two-class method whereby earnings are allocated to the unvested restricted common share awards based on dividends declared and the unvested restricted common shares' participation rights in undistributed earnings. Unvested restricted common shares that do not contain non-forfeitable rights to dividends or dividend equivalents are included in the diluted earnings per share computation if the effect is dilutive, using the treasury stock method.

#### 14. Earnings Per Unit of the Operating Partnership

The following table sets forth a reconciliation of the numerators and denominators in computing earnings per unit (in thousands, except per unit amounts).

	Three months ended September 30,		Nine months ended September 30,	
	2014	2013	2014	2013
Numerator				
Net income attributable to partners of the Operating Partnership	\$24,255	\$56,081	\$59,552	\$90,056
Less allocation of earnings to participating securities	(482)	(609)	(1,392)	(933)
Net income available to common unitholders of the Operating Partnership	\$23,773	\$55,472	\$58,160	\$89,123
Denominator				
Basic weighted average common units	98,936	98,246	98,860	98,072
Effect of notional units	—	856	—	841
Effect of outstanding options and restricted common units	67	76	70	91
Diluted weighted average common units	99,003	99,178	98,930	99,004
Basic earnings per common unit:				
Net income	\$0.24	\$0.56	\$0.59	\$0.91
Diluted earnings per common unit:				
Net income	\$0.24	\$0.56	\$0.59	\$0.90

The notional units are considered contingently issuable common units and are included in earnings per unit if the effect is dilutive using the treasury stock method. Notional units granted in 2010 were converted into 933,769 restricted common units in January 2014. The restricted common units vest on December 31, 2014 and will be considered participating securities through the vesting date.

The computation of diluted earnings per unit excludes options to purchase common units when the exercise price is greater than the average market price of the common units for the period. The market price of a common unit is considered to be equivalent to the market price of a Company common share. For the three months ended September 30, 2014, 273,500 units were excluded from the computation and for the three months ended September

30, 2013 no options were excluded from the computation. For the nine months ended September 30, 2014, 273,500 units were excluded from the computation and for the nine months ended September 30, 2013, 200 options were excluded from the computation.

Certain of the Company's unvested restricted common share awards contain non-forfeitable rights to distributions or distribution equivalents. The impact of the corresponding unvested restricted unit awards on earnings per unit has been calculated using the two-class method whereby earnings are allocated to the unvested restricted unit awards based on distributions declared and the unvested restricted units' participation rights in undistributed earnings. Unvested restricted common units that do not contain non-forfeitable rights to dividends or dividend equivalents are included in the diluted earnings per unit computation if the effect is dilutive, using the treasury stock method.

#### 15. Equity Based Compensation of the Company

We have a shareholder approved equity-based compensation plan, the Incentive Award Plan of Tanger Factory Outlet Centers and Tanger Properties Limited Partnership (Amended and Restated as of April 4, 2014) (the "Plan"), which covers our independent directors, officers and our employees. For each common share issued by the Company, the Operating Partnership issues one corresponding unit of partnership interest to the Company's wholly owned subsidiaries. Therefore, when the Company grants an equity based award, the Operating Partnership treats each award as having been granted by the Operating Partnership. In the discussion below, the term "we" refers to the Company and the Operating Partnership together and the term "shares" is meant to also include corresponding units of the Operating Partnership.

During the first quarter of 2010, the Company's Compensation Committee Approved the general terms of the Tanger Factory Outlet Centers, Inc. 2010 Multi-Year Performance Plan, (the "2010 Multi Year Performance Plan"). Under the 2010 Multi-Year Performance Plan, we granted 392,000 notional units, net of notional units forfeited, to award recipients as a group, which would convert into restricted common shares on a one-for one basis, one-for two basis, or one-for-three basis depending upon the amount by which the Company's common shares appreciated above a minimum level over a four year performance period ending December 31, 2013, not to exceed a total value of approximately \$32.2 million. Based on the Company's performance over the four year measurement period, we issued 933,769 restricted common shares in January 2014 which will vest on December 31, 2014 contingent on continued employment through the vesting date. In accordance with the plan, on December 31, 2013, we paid approximately \$3.8 million which represented cumulative dividends that would have been paid to the award recipients had the number of earned common shares been issued at the beginning of the performance period.

In February 2014, the Company granted 282,500 options to non-executive employees of the Company. The exercise price of the options granted during the first quarter of 2014 is \$32.02 which equaled the closing market price of the Company's common shares on the day prior to the grant date. The options expire 10 years from the date of grant and 20% of the options become exercisable in each of the first five years commencing one year from the date of grant. The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model with the following weighted-average assumptions: expected dividend yield 2.8%; expected life of 7 years; expected volatility of 32%; a risk-free rate of 2.46%; and forfeiture rates of 3.0% to 13.5% dependent upon the employee's position within the Company.

During February 2014, the Company issued 373,960 restricted common shares to the Company's independent directors and the Company's senior executive officers. The grant date fair value of the awards ranged from \$27.90 to \$33.82 per share. The independent directors' restricted common shares vest ratably over a three year period and the senior executive officers' restricted shares vest ratably over a five year period. For the restricted shares issued to our chief executive officer, the restricted share agreement requires him to hold the shares for a minimum of three years following each vesting date. Compensation expense related to the amortization of the deferred compensation is being recognized in accordance with the vesting schedule of the restricted shares.

In February 2014, the Compensation Committee of the Company approved the general terms of the Tanger Factory Outlet Centers, Inc. 2014 Outperformance Plan (the "2014 OPP"). The 2014 OPP is a long-term performance based

incentive compensation plan pursuant to which award recipients may earn up to an aggregate of 329,700 restricted common shares of the Company based on the Company's absolute share price appreciation (or total shareholder return) and its share price appreciation relative to its peer group, over a three year measurement period from January 1, 2014 through December 31, 2016.

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We recorded share-based compensation expense in general and administrative expenses in our consolidated statements of operations as follows (in thousands):

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Restricted common shares	\$2,540	\$2,141	\$7,406	\$6,162
Notional unit performance awards	1,125	778	3,184	2,069
Options	116	45	343	132
Total share-based compensation	\$3,781	\$2,964	\$10,933	\$8,363

Share-based compensation expense capitalized as a part of rental property and deferred lease costs for the three months ended September 30, 2014 and 2013 was \$184,000 and \$116,000, respectively, and for the nine months ended September 30, 2014 and 2013 was \$525,000 and \$251,000, respectively.

16. Accumulated Other Comprehensive Income of the Company

The following table presents changes in the balances of each component of accumulated comprehensive income for the three and nine months ended September 30, 2014 (in thousands):

	Tanger Factory Outlet Centers, Inc. Accumulated Other Comprehensive Income			Noncontrolling Interest in Operating Partnership Accumulated Other Comprehensive Income		
	Foreign Currency	Cash flow hedges	Total	Foreign Currency	Cash flow hedges	Total
Balance June 30, 2014	\$(3,974 )	\$709	\$(3,265 )	\$(222 )	\$(118 )	\$(340 )
Amortization of cash flow hedges	—	(94 )	(94 )	—	(5 )	(5 )
Unrealized loss on foreign currency translation adjustments	(4,926 )	—	(4,926 )	(268 )	—	(268 )
Change in fair value of cash flow hedges	—	903	903	—	49	49
Balance September 30, 2014	\$(8,900 )	\$1,518	\$(7,382 )	\$(490 )	\$(74 )	\$(564 )

	Tanger Factory Outlet Centers, Inc. Accumulated Other Comprehensive Income			Noncontrolling Interest in Operating Partnership Accumulated Other Comprehensive Income		
	Foreign Currency	Cash flow hedges	Total	Foreign Currency	Cash flow hedges	Total
Balance December 31, 2013	\$(4,590 )	\$2,162	\$(2,428 )	\$(254 )	\$(39 )	\$(293 )
Amortization of cash flow hedges	—	(278 )	(278 )	—	(15 )	(15 )