

TANGER FACTORY OUTLET CENTERS INC  
Form 10-Q  
May 09, 2011

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 March 31, 2011  
OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-11986 (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

Edgar Filing: TANGER FACTORY OUTLET CENTERS INC - Form 10-Q

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 April 28, 2011, there were 81,311,041 shares of Tanger Factory Outlet Centers, Inc. common stock outstanding, \$.01 par value.

---

#### EXPLANATORY NOTE

This report combines the quarterly reports on Form 10-Q for the quarter ended March 31, 2011 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, the Tanger GP Trust and the Tanger LP Trust. The Tanger GP Trust controls the Operating Partnership as its sole general partner. The Tanger LP Trust holds a limited partnership interest. The Tanger family, through its ownership of the Tanger Family Limited Partnership, holds the remaining units as a limited partner.

As of March 31, 2011, the Company, through its ownership of the GP Trust and LP Trust, owned 20,328,985 units of the Operating Partnership and the Tanger Family Limited Partnership owned 3,033,305 units. Each Tanger Family Limited Partnership unit is exchangeable for four of the Company's common shares, subject to certain limitations to preserve the Company's REIT status. Prior to the Company's 2 for 1 splits of its common shares on January 24, 2011 and December 28, 2004, respectively, the exchange ratio was one for one.

The Tanger family has informed the Company of their intention to dissolve the Tanger Family Limited Partnership in connection with the settling of the estate of our founder, Stanley Tanger. Upon dissolution of the Tanger Family Limited Partnership, the units of the Operating Partnership currently owned by the Tanger Family Limited Partnership would be distributed to the individual beneficial owners of the Tanger Family Limited Partnership, who are primarily the descendants of Stanley Tanger (including Steven Tanger, our Chief Executive Officer), their spouses or former spouses or their children and/or trusts for their benefit. Each such holder would then become a limited partner of the Operating Partnership, and each such partner would have the ability to exchange their Operating Partnership units for the Company's common shares in the ratio described above, and will continue to have rights which may require the Company to register the shares with the United States Securities and Exchange Commission (the "SEC") for sale under the Securities Act of 1933, as amended. The Company anticipates that some of the individuals will request that some or all of their Operating Partnership units be exchanged for the Company's common shares and to request the Company to register such shares for sale. At this time, our Chief Executive Officer has not indicated any present intention to exchange the Operating Partnership Units that he will receive upon the dissolution of the Tanger Family Limited Partnership.

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 few differences between the Company and the Operating Partnership, which are reflected in the disclosure in this report. We believe it is important to understand the 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 substantially all the assets of the Company and holds the ownership interests in the Company's 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, by the Operating Partnership's 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 Tanger Family Limited Partnership 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;

- Shareholders' Equity of the Company and Partners' Equity of the Operating Partnership;

- Share-based compensation of the Company and equity-based compensation of the Operating Partnership;

- Other Comprehensive Income of the Company and Other Comprehensive Income of the Operating Partnership;

- Earnings Per Share and Earnings Per Unit and

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.

In order to highlight the differences between the Company and the Operating Partnership, 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.

TANGER FACTORY OUTLET CENTERS, INC. AND TANGER PROPERTIES LIMITED PARTNERSHIP  
Index

|  | Page<br>Number |
|--|----------------|
| Part I. Financial Information  |                |
| Item 1.  |                |
| FINANCIAL STATEMENTS OF TANGER FACTORY OUTLET CENTERS, INC (Unaudited)   |                |
| Consolidated Balance Sheets - as of March 31, 2011 and December 31, 2010   | 7              |
| Consolidated Statements of Operations - for the three months ended March 31, 2011 and 2010                                 | 8              |
| Consolidated Statements of Cash Flows - for the three months ended March 31, 2011 and 2010                                 | 9              |
| FINANCIAL STATEMENTS OF TANGER PROPERTIES LIMITED PARTNERSHIP (Unaudited)  |                |
| Consolidated Balance Sheets - as of March 31, 2011 and December 31, 2010   | 10             |
| Consolidated Statements of Operations - for the three months ended March 31, 2011 and 2010                                 | 11             |
| Consolidated Statements of Cash Flows - for the three months ended March 31, 2011 and 2010                                 | 12             |
| Notes to Consolidated Financial Statements of Tanger Factory Outlet Centers, Inc and Tanger Properties Limited Partnership | 13             |
| Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations                              | 29             |
| Item 3. Quantitative and Qualitative Disclosures about Market Risk   | 43             |
| Item 4. Controls and Procedures (Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership)            | 43             |
| Part II. Other Information   |                |
| Item 1. Legal Proceedings  | 44             |
| Item 1A. Risk Factors  | 44             |
| Item 5. Other Information  | 44             |
| Item 6. Exhibits   | 45             |
| Signatures   | 46             |

## 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)

|  | March 31, 2011 | December 31,<br>2010 |
|--|----------------|----------------------|
| <b>ASSETS:</b>   |                |                      |
| Rental property  |                |                      |
| Land   | \$141,577      | \$141,577            |
| Buildings, improvements and fixtures   | 1,441,260      | 1,411,404            |
| Construction in progress   | 2,590          | 23,233               |
|  | 1,585,427      | 1,576,214            |
| Accumulated depreciation   | (462,942)      | (453,145)            |
| Rental property, net   | 1,122,485      | 1,123,069            |
| Cash and cash equivalents  | 731            | 5,758                |
| Rental property held for sale  | —              | 723                  |
| Investments in unconsolidated joint ventures   | 5,861          | 6,386                |
| Deferred lease costs and other intangibles, net  | 28,090         | 29,317               |
| Deferred debt origination costs, net   | 7,165          | 7,593                |
| Prepays and other assets   | 53,912         | 44,088               |
| Total assets   | \$1,218,244    | \$1,216,934          |
| <b>LIABILITIES AND EQUITY</b>  |                |                      |
| <b>Liabilities</b>   |                |                      |
| <b>Debt</b>  |                |                      |
| Senior, unsecured notes (net of discount of \$2,490 and \$2,594 respectively)  | \$554,670      | \$554,616            |
| Unsecured lines of credit  | 166,300        | 160,000              |
| Total debt   | 720,970        | 714,616              |
| Construction trade payables  | 30,984         | 31,831               |
| Accounts payable and accrued expenses  | 33,503         | 31,594               |
| Other liabilities  | 16,409         | 16,998               |
| Total liabilities  | 801,866        | 795,039              |
| <b>Commitments and contingencies</b>   |                |                      |
| <b>Equity</b>  |                |                      |
| Tanger Factory Outlet Centers, Inc.  |                |                      |
| Common shares, \$.01 par value, 150,000,000 shares authorized, 81,315,938 and 80,996,068 shares issued and outstanding at March 31, 2011 and December 31, 2010, respectively | 813            | 810                  |
| Paid in capital  | 606,121        | 604,359              |
| Distributions in excess of net income  | (246,372)      | (240,024)            |
| Accumulated other comprehensive income   | 1,754          | 1,784                |
| Equity attributable to Tanger Factory Outlet Centers, Inc.   | 362,316        | 366,929              |
| Equity attributable to noncontrolling interest in Operating Partnership  | 54,062         | 54,966               |
| Total equity   | 416,378        | 421,895              |
| Total liabilities and equity   | \$1,218,244    | \$1,216,934          |



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

7

---

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

(In thousands, except per share data)

(Unaudited)

|   | Three months ended |          |
|---|--------------------|----------|
|   | March 31,          |          |
|   | 2011               | 2010     |
| Revenues  |                    |          |
| Base rentals  | \$46,219           | \$43,497 |
| Percentage rentals  | 1,391              | 1,305    |
| Expense reimbursements  | 21,205             | 19,519   |
| Other income  | 1,924              | 1,721    |
| Total revenues  | 70,739             | 66,042   |
| Expenses  |                    |          |
| Property operating  | 24,108             | 22,349   |
| General and administrative  | 6,767              | 5,466    |
| Acquisition costs   | 567                | —        |
| Abandoned development costs   | 158                | —        |
| Impairment charges  | —                  | 735      |
| Depreciation and amortization   | 17,965             | 26,474   |
| Total expenses  | 49,565             | 55,024   |
| Operating income  | 21,174             | 11,018   |
| Interest expense  | 10,325             | 7,948    |
| Income before equity in losses of unconsolidated joint ventures and discontinued operations | 10,849             | 3,070    |
| Equity in losses of unconsolidated joint ventures   | (32                | ) (68    |
| Income from continuing operations   | 10,817             | 3,002    |
| Discontinued operations   | —                  | 1        |
| Net income  | 10,817             | 3,003    |
| Noncontrolling interest   | (1,419             | ) (210   |
| Net income attributable to Tanger Factory Outlet Centers, Inc.                              | \$9,398            | \$2,793  |
| Basic earnings per common share:  |                    |          |
| Income from continuing operations   | \$0.11             | \$0.02   |
| Net income  | \$0.11             | \$0.02   |
| Diluted earnings per common share:  |                    |          |
| Income from continuing operations   | \$0.11             | \$0.02   |
| Net income  | \$0.11             | \$0.02   |

Dividends paid per common share

\$0.1938

\$0.1913

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)

|   | Three Months Ended<br>March 31, |           |
|---|---------------------------------|-----------|
|   | 2011                            | 2010      |
| <b>OPERATING ACTIVITIES</b>   |                                 |           |
| Net income  | \$10,817                        | \$3,003   |
| Adjustments to reconcile net income to net cash provided by operating activities: |                                 |           |
| Depreciation and amortization (including discontinued operations)                 | 17,965                          | 26,527    |
| Impairment charges (including discontinued operations)                            | —                               | 735       |
| Gain on sale of outparcels of land  | —                               | (161)     |
| Amortization of deferred financing costs  | 466                             | 342       |
| Equity in losses of unconsolidated joint ventures                                 | 32                              | 68        |
| Share-based compensation expense  | 1,798                           | 1,227     |
| Amortization of debt (premiums) and discount, net                                 | 24                              | (214)     |
| Distributions of cumulative earnings from unconsolidated joint ventures           | 62                              | 301       |
| Net accretion of market rent rate adjustment                                      | (155)                           | (165)     |
| Straight-line base rent adjustment  | (794)                           | (734)     |
| Changes in other assets and liabilities:  |                                 |           |
| Other assets  | (495)                           | 1,250     |
| Accounts payable and accrued expenses   | 1,319                           | (3,451)   |
| Net cash provided by operating activities   | 31,039                          | 28,728    |
| <b>INVESTING ACTIVITIES</b>   |                                 |           |
| Additions to rental property  | (15,251)                        | (10,235)  |
| Distributions in excess of cumulative earnings from unconsolidated joint ventures | 238                             | 349       |
| Increases in escrow deposits  | (8,350)                         | —         |
| Net proceeds from the sale of real estate   | 724                             | 602       |
| Additions to deferred lease costs   | (1,531)                         | (881)     |
| Net cash used in investing activities   | (24,170)                        | (10,165)  |
| <b>FINANCING ACTIVITIES</b>   |                                 |           |
| Cash dividends paid   | (15,746)                        | (16,872)  |
| Distributions to noncontrolling interest in Operating Partnership                 | (2,351)                         | (2,320)   |
| Proceeds from debt issuances  | 67,950                          | 103,100   |
| Repayments of debt  | (61,700)                        | (103,200) |
| Additions to deferred financing costs   | (49)                            | (14)      |
| Proceeds from exercise of options   | —                               | 673       |
| Net cash used in financing activities   | (11,896)                        | (18,633)  |
| Net decrease in cash and cash equivalents   | (5,027)                         | (70)      |
| Cash and cash equivalents, beginning of period                                    | 5,758                           | 3,267     |
| Cash and cash equivalents, end of period  | \$731                           | \$3,197   |

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

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

TANGER PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

(In thousands)

(Unaudited)

|  | March 31,<br>2011 | December 31,<br>2010 |
|--|-------------------|----------------------|
| <b>ASSETS:</b>   |                   |                      |
| Rental property  |                   |                      |
| Land   | \$ 141,577        | \$ 141,577           |
| Buildings, improvements and fixtures   | 1,441,260         | 1,411,404            |
| Construction in progress   | 2,590             | 23,233               |
|  | 1,585,427         | 1,576,214            |
| Accumulated depreciation   | (462,942          | ) (453,145           |
| Rental property, net   | 1,122,485         | 1,123,069            |
| Cash and cash equivalents  | 699               | 5,671                |
| Rental property held for sale  | —                 | 723                  |
| Investments in unconsolidated joint ventures                                   | 5,861             | 6,386                |
| Deferred lease costs and other intangibles, net                                | 28,090            | 29,317               |
| Deferred debt origination costs, net   | 7,165             | 7,593                |
| Prepays and other assets   | 53,471            | 43,717               |
| Total assets   | \$ 1,217,771      | \$ 1,216,476         |
| <b>LIABILITIES AND PARTNERS' EQUITY</b>  |                   |                      |
| <b>Liabilities</b>   |                   |                      |
| <b>Debt</b>  |                   |                      |
| Senior, unsecured notes (net of discount of \$2,490 and \$2,594, respectively) | \$ 554,670        | \$ 554,616           |
| Unsecured lines of credit  | 166,300           | 160,000              |
| Total debt   | 720,970           | 714,616              |
| Construction trade payables  | 30,984            | 31,831               |
| Accounts payable and accrued expenses  | 33,030            | 31,136               |
| Other liabilities  | 16,409            | 16,998               |
| Total liabilities  | 801,393           | 794,581              |
| <b>Commitments and contingencies</b>   |                   |                      |
| <b>Partners' Equity</b>  |                   |                      |
| General partner  | 5,151             | 5,221                |
| Limited partners   | 409,514           | 414,926              |
| Accumulated other comprehensive income   | 1,713             | 1,748                |
| Total partners' equity   | 416,378           | 421,895              |
| Total liabilities and partners' equity   | \$ 1,217,771      | \$ 1,216,476         |

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 |          |
|---|--------------------|----------|
|   | March 31,          |          |
|   | 2011               | 2010     |
| Revenues  |                    |          |
| Base rentals  | \$46,219           | \$43,497 |
| Percentage rentals  | 1,391              | 1,305    |
| Expense reimbursements  | 21,205             | 19,519   |
| Other income  | 1,924              | 1,721    |
| Total revenues  | 70,739             | 66,042   |
| Expenses  |                    |          |
| Property operating  | 24,108             | 22,349   |
| General and administrative  | 6,767              | 5,466    |
| Acquisition costs   | 567                | —        |
| Abandoned development costs   | 158                | —        |
| Impairment charges  | —                  | 735      |
| Depreciation and amortization   | 17,965             | 26,474   |
| Total expenses  | 49,565             | 55,024   |
| Operating income  | 21,174             | 11,018   |
| Interest expense  | 10,325             | 7,948    |
| Income before equity in losses of unconsolidated joint ventures and discontinued operations | 10,849             | 3,070    |
| Equity in losses of unconsolidated joint ventures   | (32                | ) (68    |
| Income from continuing operations   | 10,817             | 3,002    |
| Discontinued operations   | —                  | 1        |
| Net income  | 10,817             | 3,003    |
| Net income available to limited partners  | 10,706             | 2,987    |
| Net income available to general partner   | \$111              | \$16     |
| Basic earnings per common unit:   |                    |          |
| Income from continuing operations   | \$0.46             | \$0.06   |
| Net income  | \$0.46             | \$0.06   |
| Diluted earnings per common unit:   |                    |          |
| Income from continuing operations   | \$0.46             | \$0.06   |
| Net income  | \$0.46             | \$0.06   |
| Distribution paid per common unit   | \$0.775            | \$0.765  |

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

TANGER PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

|   | Three Months Ended |           |
|---|--------------------|-----------|
|   | March 31,          |           |
|   | 2011               | 2010      |
| <b>OPERATING ACTIVITIES</b>   |                    |           |
| Net income  | \$10,817           | \$3,003   |
| Adjustments to reconcile net income to net cash provided by operating activities: |                    |           |
| Depreciation and amortization (including discontinued operations)                 | 17,965             | 26,527    |
| Impairment charge (including discontinued operations)                             | —                  | 735       |
| Gain on sale of outparcels of land  | —                  | (161)     |
| Amortization of deferred financing costs  | 466                | 342       |
| Equity in losses of unconsolidated joint ventures                                 | 32                 | 68        |
| Equity-based compensation expense   | 1,798              | 1,227     |
| Amortization of debt premiums and discount, net                                   | 24                 | (214)     |
| Distributions of cumulative earnings from unconsolidated joint ventures           | 62                 | 301       |
| Net accretion of market rent rate adjustment                                      | (155)              | (165)     |
| Straight-line base rent adjustment  | (794)              | (734)     |
| Changes in other assets and liabilities:  |                    |           |
| Other assets  | (425)              | 1,104     |
| Accounts payable and accrued expenses   | 1,304              | (3,419)   |
| Net cash provided by operating activities   | 31,094             | 28,614    |
| <b>INVESTING ACTIVITIES</b>   |                    |           |
| Additions to rental property  | (15,251)           | (10,235)  |
| Distributions in excess of cumulative earnings from unconsolidated joint ventures | 238                | 349       |
| Increase in escrow deposits   | (8,350)            | —         |
| Net proceeds from the sale of real estate   | 724                | 602       |
| Additions to deferred lease costs   | (1,531)            | (881)     |
| Net cash used in investing activities   | (24,170)           | (10,165)  |
| <b>FINANCING ACTIVITIES</b>   |                    |           |
| Cash distributions paid   | (18,097)           | (19,192)  |
| Proceeds from debt issuances  | 67,950             | 103,100   |
| Repayments of debt  | (61,700)           | (103,200) |
| Additions to deferred financing costs   | (49)               | (14)      |
| Proceeds from exercise of options   | —                  | 673       |
| Net cash used in financing activities   | (11,896)           | (18,633)  |
| Net decrease in cash and cash equivalents   | (4,972)            | (184)     |
| Cash and cash equivalents, beginning of period                                    | 5,671              | 3,214     |
| Cash and cash equivalents, end of period  | \$699              | \$3,030   |

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, or REIT, which, through our controlling interest in the Operating Partnership, focuses exclusively on developing, acquiring, owning, operating and managing outlet shopping centers. As of March 31, 2011, we owned and operated 32 outlet centers, with a total gross leasable area of approximately 9.4 million square feet. We also operated and had partial ownership interests in two outlet centers totaling approximately 948,000 square feet.

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

The Company owns the majority of the units of partnership interest issued by the Operating Partnership through its two wholly-owned subsidiaries, the Tanger GP Trust and the Tanger LP Trust. The Tanger GP Trust controls the Operating Partnership as its sole general partner. The Tanger LP Trust holds a limited partnership interest. The Tanger family, through its ownership of the Tanger Family Limited Partnership holds the remaining units as a limited partner.

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 separate Annual Reports on Form 10-K for the year ended December 31, 2010. The December 31, 2010 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.

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, the primary beneficiary consolidates the entity.

Certain amounts in the consolidated balances sheet as of December 31, 2010 have been reclassified to conform with the presentations made as of March 31, 2011 related to deferred lease and intangible costs, net and deferred debt origination costs, net. These reclassifications had no impact on previously reported total assets.

### 3. Development of Rental Properties

#### Redevelopment at Existing Outlet Centers

During the first quarter of 2011, we completed the redevelopment of our Hilton Head I, SC center and celebrated a grand re-opening on March 31, 2011. As of April 27, 2011, the 177,000 square foot center had leases signed or out for signature on 94% of the leasable square feet. In addition, the property features four pad sites, three of which are currently leased. The total incremental cost for the redeveloped center, including development and leasing costs, are expected to be approximately \$43.0 million.

Commitments to complete construction of our redevelopment and other capital expenditure requirements amounted to approximately \$5.0 million at March 31, 2011. Commitments for construction represent only those costs contractually required to be paid by us.

Interest costs capitalized during the three months ended March 31, 2011 and 2010 amounted to \$230,000 and \$200,000, respectively.

#### Impairment Charges

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

#### Land Outparcel Sales

Gains on sale of outparcels are included in other income in the consolidated statements of operations. Cost is allocated to the outparcels based on the relative market value method. Below is a summary of outparcel sales that we completed during the three months ended March 31, 2011 and 2010, respectively. (in thousands, except number of outparcels):

|   | Three Months Ended |       |
|---|--------------------|-------|
|   | March 31,          |       |
|   | 2011               | 2010  |
| Number of outparcels                    | —                  | 3     |
| Net proceeds                            | \$—                | \$602 |
| Gains on sales included in other income | \$—                | \$161 |



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

Our investments in unconsolidated joint ventures as of March 31, 2011 and December 31, 2010 aggregated \$5.9 million and \$6.4 million, respectively. We have evaluated the accounting treatment for each of the joint ventures and have concluded based on the current facts and circumstances that the equity method of accounting should be used to account for the individual joint ventures. At March 31, 2011, we were members of the following unconsolidated real estate joint ventures:

| Joint Venture            | Center Location                  | Ownership % | Square Feet | Carrying Value of Investment (in millions) | Total Joint Venture Debt (in millions) |
|--------------------------|----------------------------------|-------------|-------------|--|--|
| Deer Park <sup>(1)</sup> | Deer Park, Long Island, New York | 33.3        | % 683,033   | \$1.3                                      | \$269.3                                |
| Wisconsin Dells          | Wisconsin Dells, Wisconsin       | 50.0        | % 265,061   | \$4.5                                      | \$24.8                                 |

(1) Includes a 29,253 square foot warehouse adjacent to the shopping center with a mortgage note of approximately \$2.3 million.

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 discussed below.

The following management, leasing and marketing fees were recognized from services provided to Wisconsin Dells and Deer Park (in thousands):

| Fee:                   | Three Months Ended |       |
|------------------------|--------------------|-------|
|                        | March 31, 2011     | 2010  |
| Management and leasing | \$505              | \$464 |
| Marketing              | 44                 | 41    |
| Total Fees             | \$549              | \$505 |

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. Our investments in real estate joint ventures are reduced by 50% of the profits earned for leasing services provided to Wisconsin Dells and by 33.3% of the profits earned for leasing services provided to Deer Park. The differences in basis are amortized over the various useful lives of the related assets.

On a periodic basis, we assess whether there are any indicators that the value of our investments in unconsolidated joint ventures may be impaired. An investment is impaired only if management's estimate of the value of the investment is less than the carrying value of the investments, and such decline in value is deemed to be other than temporary. To the extent impairment has occurred, the loss shall be measured as the excess of the carrying amount of the investment over the fair value of the investment. Our estimates of fair value for each joint venture investment are based on a number of assumptions that are subject to economic and market uncertainties including, among others, demand for space, competition for tenants, changes in market rental rates and operating costs of the property. As these factors are difficult to predict and are subject to future events that may alter our assumptions, the values estimated by us in our impairment analysis may not be realized. As of March 31, 2011, we do not believe that any of our equity investments were impaired.

In accordance with amended guidance related to the consolidation of variable interest entities which became effective January 1, 2010, we performed an analysis of all of our real estate joint ventures to determine whether they would qualify as variable interest entities ("VIE"), and whether the joint venture should be consolidated or accounted for as an equity method investment in an unconsolidated joint venture. As a result of our qualitative assessment, we concluded that Deer Park is a VIE and Wisconsin Dells is not a VIE. Deer Park is considered a VIE because it does not meet the criteria of the members having a sufficient equity investment at risk.

After making the determination that Deer Park was a VIE, we performed an assessment to determine if we would be considered the primary beneficiary and thus be required to consolidate Deer Park's 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 variable interest entity 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 variable interest entity or the right to receive benefits from the entity that could potentially be significant to the variable interest entity

Based on the provisions of the operating and management agreements of Deer Park, we determined that no one member alone has the power to direct the significant activities that affect the economic performance of Deer Park.

We have determined that all three partners share power in the decisions that most significantly impact Deer Park, as well as the financial rights and obligations, and therefore we are not required to consolidate Deer Park. Our equity method investment in Deer Park as of March 31, 2011 was approximately \$1.3 million. 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 Deer Park. Our maximum exposure consists of the following components: our investment, our completion guarantee which is currently estimated to be up to \$15.0 million and our other operating performance guarantees.

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

|  | As of<br>March 31,<br>2011 | As of<br>December 31,<br>2010 |
|--|----------------------------|-------------------------------|
| Summary Balance Sheets                 |                            |                               |
| - Unconsolidated Joint Ventures        |                            |                               |
| Assets                                 |                            |                               |
| Investment properties at cost, net     | \$285,332                  | \$283,902                     |
| Cash and cash equivalents              | 14,697                     | 13,838                        |
| Deferred lease costs, net              | 3,011                      | 2,562                         |
| Deferred debt origination costs, net   | 1,172                      | 1,428                         |
| Prepays and other assets               | 7,349                      | 6,291                         |
| Total assets                           | \$311,561                  | \$308,021                     |
| Liabilities and Owners' Equity         |                            |                               |
| Mortgages payable                      | \$294,034                  | \$294,034                     |
| Construction trade payables            | 4,710                      | 341                           |
| Accounts payable and other liabilities | 4,281                      | 4,810                         |
| Total liabilities                      | 303,025                    | 299,185                       |
| Owners' equity                         | 8,536                      | 8,836                         |
| Total liabilities and owners' equity   | \$311,561                  | \$308,021                     |

| Summary Statements of Operations -<br>Unconsolidated Joint Ventures | Three Months Ended<br>March 31, |          |   |
|---|---------------------------------|----------|---|
|   | 2011                            | 2010     |   |
| Revenues  | \$9,562                         | \$9,274  |   |
| Expenses  |                                 |          |   |
| Property operating  | 4,101                           | 4,210    |   |
| General and administrative  | 187                             | 287      |   |
| Depreciation and amortization                                       | 3,611                           | 3,497    |   |
| Total expenses  | 7,899                           | 7,994    |   |
| Operating income  | 1,663                           | 1,280    |   |
| Interest expense  | 1,803                           | 1,674    |   |
| Net loss  | \$(140                          | ) \$(394 | ) |
| The Company and Operating Partnership's share of:                   |                                 |          |   |
| Net loss  | \$(32                           | ) \$(68  | ) |
| Depreciation (real estate related)                                  | 1,306                           | 1,265    |   |

#### 5. Discontinued Operations

In May 2010, the Company's Board of Directors approved the plan for our management to sell our Commerce I, Georgia center. The majority of the center was sold in July 2010 for net proceeds of approximately \$1.4 million. The remaining portion of the center, classified as held for sale in the consolidated balance sheet as of December 31, 2010, was sold in January 2011 for net proceeds of approximately \$724,000. During the third quarter of 2010, we recorded an impairment of approximately \$111,000 to lower the basis on the remaining portion of the center to its approximate fair value which was based on the actual sales contracts related to the remaining portion of the center.

Summary of results of operations for the property whose results of operations are considered discontinued operations for the three months ended March 31, 2011 and 2010, respectively (in thousands):

|                               | Three Months Ended<br>March 31, |       |
|-------------------------------|---------------------------------|-------|
|                               | 2011                            | 2010  |
| Revenues:                     |                                 |       |
| Base rentals                  | \$—                             | \$150 |
| Expense reimbursements        | —                               | 17    |
| Other income                  | —                               | 10    |
| Total revenues                | —                               | 177   |
| Expenses:                     |                                 |       |
| Property operating            | —                               | 123   |
| Depreciation and amortization | —                               | 53    |
| Total expenses                | —                               | 176   |
| Discontinued operations       | \$—                             | \$1   |

#### 6. Debt of the Company

All of the Company's debt is held directly by the Operating Partnership.

The Company guarantees the Operating Partnership's obligations with respect to its unsecured lines of credit which have a total borrowing capacity of \$400.0 million. As of March 31, 2011 and December 31, 2010, the Operating Partnership had \$166.3 million and \$160.0 million, respectively, outstanding in total on these lines.

In addition, the Company also guarantees the Operating Partnership's obligations with respect to its \$7.2 million of outstanding senior exchangeable notes due in 2026. August 18, 2011 is the first date that the noteholders can require us to repurchase the notes without occurrence of specified events. However, because the Company's common share price exceeded the "Exchange Trigger Price", as defined in the supplemental indenture relating to the senior

Edgar Filing: TANGER FACTORY OUTLET CENTERS INC - Form 10-Q

exchangeable notes, holders of the the notes may presently exercise their exchange rights.

7. Debt of the Operating Partnership

As of March 31, 2011 and December 31, 2010, the debt of the Operating Partnership consisted of the following (in thousands):

|  | March 31,<br>2011 | December 31,<br>2010 |
|--|-------------------|----------------------|
| Senior, unsecured notes:   |                   |                      |
| 6.15% Senior notes, maturing November 2015, net of discount of \$486 and \$510, respectively                     | \$249,514         | \$249,490            |
| 3.75% Senior exchangeable notes, maturing August 2026, net of discount of \$62 and \$103, respectively           | 7,098             | 7,107                |
| 6.125% Senior notes, maturing in June 2020, net of discount of \$1,942 and \$1,981, respectively                 | 298,058           | 298,019              |
| Unsecured lines of credit with a weighted average interest rates of 2.14% and 2.16%, respectively <sup>(1)</sup> | 166,300           | 160,000              |
|  | \$720,970         | \$714,616            |

Our unsecured lines of credit as of March 31, 2011 bear interest at a rate of LIBOR + 1.90% and expire in (1)November 2013. These lines require a facility fee payment of .40% annually based on the total amount of the commitment. The credit spread and facility fee can vary depending on our investment grade rating.

Debt Maturities

Maturities of the existing long-term debt as of March 31, 2011 are as follows (in thousands):

| Year                | Amount    |
|---------------------|-----------|
| 2011 <sup>(1)</sup> | \$7,160   |
| 2012                | —         |
| 2013                | 166,300   |
| 2014                | —         |
| 2015                | 250,000   |
| Thereafter          | 300,000   |
| Subtotal            | 723,460   |
| Discounts           | (2,490)   |
| Total               | \$720,970 |

(1) Includes expiration of \$7.2 million of senior exchangeable notes shown in 2011 because that is the first date that the noteholders can require us to repurchase the notes without the occurrence of specified events.

8. Shareholders' Equity of the Company

The Company's Board of Directors declared a 2 for 1 split of the Company's common shares on January 13, 2011, effective in the form of a share dividend, payable on January 24, 2011. The Company retained the current par value of \$.01 per share on all common shares. All references to the number of shares outstanding, per share amounts and share options data of the Company's common shares have been restated to reflect the effect of the split for all periods presented. Shareholders' equity as of December 31, 2010 reflects the split by reclassifying from additional paid in capital to common shares an amount equal to the par value of the additional shares arising from the split. While the number of Operating Partnership units did not change as a result of the split, each Operating Partnership unit owned by the Tanger Family Limited Partnership is now exchangeable for four of the Company's common shares. Prior to the 2011 split, the exchange ratio was one unit for two common shares.

Changes in Equity

The following table provides a reconciliation of the beginning and ending carrying amounts of total equity, equity attributable to common shareholders and equity attributable to noncontrolling interests:

| Common shares | Paid in capital | Distributions in excess of earnings | Accumulated comprehensive income | other Total shareholders' equity | Noncontrolling interest in Operating Partnership | Total equity |
|---------------|-----------------|-------------------------------------|----------------------------------|----------------------------------|--|--------------|
|---------------|-----------------|-------------------------------------|----------------------------------|----------------------------------|--|--------------|

Edgar Filing: TANGER FACTORY OUTLET CENTERS INC - Form 10-Q

|   |       |           |              |         |           |          |           |
|---|-------|-----------|--------------|---------|-----------|----------|-----------|
| December 31, 2010   | \$810 | \$604,359 | \$(240,024 ) | \$1,784 | \$366,929 | \$54,966 | \$421,895 |
| Comprehensive income:   |       |           |              |         |           |          |           |
| Net income  | —     | —         | 9,398        | —       | 9,398     | 1,419    | 10,817    |
| Other comprehensive income  | —     | —         | —            | (30     | )(30      | )(5      | )(35 )    |
| Total comprehensive income  | —     | —         | 9,398        | (30     | )(9,368   | 1,414    | 10,782    |
| Compensation under Incentive Award Plan                           | —     | 1,798     | —            | —       | 1,798     | —        | 1,798     |
| Grant of 319,000 restricted shares                                | 3     | (3        | )—           | —       | —         | —        | —         |
| Adjustment for noncontrolling interest in Operating Partnership   | —     | (33       | )—           | —       | (33       | )33      | —         |
| Common dividends (\$.19375 per share)                             | —     | —         | (15,746      | )—      | (15,746   | )—       | (15,746 ) |
| Distributions to noncontrolling interest in Operating Partnership | —     | —         | —            | —       | —         | (2,351   | )(2,351 ) |
| March 31, 2011  | \$813 | \$606,121 | \$(246,372 ) | \$1,754 | \$362,316 | \$54,062 | \$416,378 |

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

When the Company issues common shares upon exercise of options or issues restricted share awards, the Operating Partnership issues one corresponding unit to the Company for every four common shares issued. At March 31, 2011 and December 31, 2010, the ownership interests of the Operating Partnership consisted of the following:

|                    | March 31,<br>2011 | December 31,<br>2010 |
|--------------------|-------------------|----------------------|
| Common units:      |                   |                      |
| General partner    | 237,000           | 237,000              |
| Limited partners   | 23,125,290        | 23,045,322           |
| Total common units | 23,362,290        | 23,282,322           |

#### 10. Other Comprehensive Income of the Company

Total comprehensive income for the three months ended March 31, 2011 and 2010 is as follows (in thousands):

|   | Three Months Ended |         |
|---|--------------------|---------|
|   | March 31,<br>2011  | 2010    |
| Net income  | \$10,817           | \$3,003 |
| Other comprehensive income:   |                    |         |
| Reclassification adjustment for amortization of gain on 2005 settlement of US treasury rate lock included in net income | (81                | )(76    |
| Change in fair value of cash flow hedges  | —                  | 852     |
| Change in fair value of our portion of our unconsolidated joint ventures' cash flow hedges                              | 46                 | (39     |
| Other comprehensive income (loss)   | (35                | )737    |
| Total comprehensive income  | 10,782             | 3,740   |
| Comprehensive income attributable to the noncontrolling interest  | (1,414             | )(307   |

Edgar Filing: TANGER FACTORY OUTLET CENTERS INC - Form 10-Q

|  |         |         |
|--|---------|---------|
| Total comprehensive income attributable to the Company | \$9,368 | \$3,433 |
|--|---------|---------|

11. Other Comprehensive Income of the Operating Partnership

Total comprehensive income for the three months ended March 31, 2011 and 2010 is as follows (in thousands):

|   | Three Months Ended<br>March 31, |         |
|---|---------------------------------|---------|
|   | 2011                            | 2010    |
| Net income  | \$10,817                        | \$3,003 |
| Other comprehensive income:   |                                 |         |
| Reclassification adjustment for amortization of gain on 2005 settlement of US treasury rate lock included in net income | (81                             | ) (76   |
| Change in fair value of cash flow hedges  | —                               | 852     |
| Change in fair value of our portion of our unconsolidated joint ventures' cash flow hedges                              | 46                              | (39     |
| Other comprehensive income (loss)   | (35                             | ) 737   |
| Total comprehensive income  | \$10,782                        | \$3,740 |

12. Share-Based Compensation of the Company

We have a shareholder approved share-based compensation plan, the Amended and Restated Incentive Award Plan of Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership (the "Plan"), which covers our independent directors, officers and our employees. During the first quarter of 2011, the Company's Board of Directors approved grants of 319,000 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 \$25.245 to \$26.85 per share and was determined based upon the closing market price of our common shares on the day prior to the grant date in accordance with the terms of the Plan. 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. Compensation expense related to the amortization of the deferred compensation amount is being recognized in accordance with the vesting schedule of the restricted shares.

In February 2011, the Company's Board of Directors approved the grant of 191,500 stock options to non-executive employees of the Company. The exercise price of the options granted during the first quarter of 2011 is \$26.06 which equaled the market price of the Company's common shares as of the close on the day prior to the grant date. The options expire ten 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 used for the 2011 grant: expected dividend yield 3.0%; expected life of 7 years; expected volatility of 32.8%; a risk-free rate of 2.9%; and forfeiture rates of 3.0% to 20.0% dependent upon the employee's position within the Company.

We recorded share-based compensation expense in our statements of operations as follows (in thousands):

|                                  | Three Months Ended<br>March 31, |         |
|----------------------------------|---------------------------------|---------|
|                                  | 2011                            | 2010    |
| Restricted shares                | \$1,266                         | \$959   |
| Notional unit performance awards | 507                             | 268     |
| Options                          | 25                              | —       |
| Total share-based compensation   | \$1,798                         | \$1,227 |



Options outstanding at March 31, 2011 had the following weighted average exercise prices and weighted average remaining contractual lives:

| Exercise prices | Options Outstanding |                                 |  | Options Exercisable |                                 |
|-----------------|---------------------|---------------------------------|--|---------------------|---------------------------------|
|                 | Options             | Weighted average exercise price | Weighted remaining contractual life in years | Options             | Weighted average exercise price |
| \$9.6900        | 10,000              | \$9.69                          | 3.07   | 10,000              | \$9.69                          |
| \$9.7075        | 98,200              | 9.71                            | 3.08   | 98,200              | 9.71                            |
| \$11.8125       | 12,000              | 11.81                           | 3.59   | 12,000              | 11.81                           |
| \$26.0600       | 191,500             | \$26.06                         | 9.91   | —                   | —                               |
|                 | 311,700             | \$19.83                         | 7.29   | 120,200             | \$9.92                          |

A summary of option activity under our Amended and Restated Incentive Award Plan as of March 31, 2011 and changes during the year then ended is presented below (aggregate intrinsic value amount in thousands):

| Options  | Shares  | Weighted-average exercise price | Weighted-average remaining contractual life in years | Aggregate intrinsic value |
|--|---------|---------------------------------|--|---------------------------|
| Outstanding as of December 31, 2010              | 120,200 | \$ 9.92                         |  |                           |
| Granted  | 191,500 | 26.06                           |  |                           |
| Exercised  | —       | —                               |  |                           |
| Forfeited  | —       | —                               |  |                           |
| Outstanding as of March 31, 2011                 | 311,700 | \$ 19.83                        | 7.29   | \$1,920                   |
| Vested and Expected to Vest as of March 31, 2011 | 269,028 | \$ 18.85                        | 6.88   | \$1,920                   |
| Exercisable as of March 31, 2011                 | 120,200 | \$ 9.92                         | 3.13   | \$1,920                   |

The total intrinsic value of options exercised during the three months ended March 31, 2011 was \$0 as no options were exercised during the period.

The following table summarizes information related to unvested restricted shares outstanding as of March 31, 2011:

| Unvested Restricted Shares    | Number of shares | Weighted average grant date fair value |
|-------------------------------|------------------|--|
| Unvested at December 31, 2010 | 717,760          | \$17.95                                |
| Granted                       | 319,000          | 25.42                                  |
| Vested                        | (207,600)        | 17.87                                  |
| Forfeited                     | —                | —                                      |
| Unvested at March 31, 2011    | 829,160          | \$20.85                                |



The total value of restricted shares vested during the three months ended March 31, 2011 was \$5.4 million. As of March 31, 2011, there was \$25.3 million of total unrecognized compensation cost related to unvested share-based compensation arrangements granted under the Plan. That cost is expect to be recognized over a weighted-average period of 3.8 years.

### 13. Equity-Based Compensation of the Operating Partnership

As discussed in Note 12, the Operating Partnership and the Company have a joint plan whereby equity based and performance based awards may be granted to directors, officers and employees. When shares are issued by the Company, the Operating Partnership issues corresponding units to the Company based on the current exchange ratio as provided by the Operating Partnership agreement. Based on the current exchange ratio, each unit in the Operating Partnership is equivalent to four common shares of the Company. Therefore, when the Company grants an equity based award, the Operating Partnership treats each award as having been granted by the Operating Partnership.

The tables below set forth the unit based compensation expense and other related information as recognized in the Operating Partnership's consolidated financial statements.

We recorded equity-based compensation expense in our statements of operations as follows (in thousands):

|                                  | Three Months Ended |         |
|----------------------------------|--------------------|---------|
|                                  | March 31,<br>2011  | 2010    |
| Restricted units                 | \$1,266            | \$959   |
| Notional unit performance awards | 507                | 268     |
| Options                          | 25                 | —       |
| Total equity-based compensation  | \$1,798            | \$1,227 |

Options outstanding at March 31, 2011 had the following weighted average exercise prices and weighted average remaining contractual lives:

| Range of exercise prices | Options Outstanding |                                 |  | Options Exercisable |                                 |
|--------------------------|---------------------|---------------------------------|--|---------------------|---------------------------------|
|                          | Options             | Weighted average exercise price | Weighted remaining contractual life in years | Options             | Weighted average exercise price |
| \$38.76                  | 2,500               | \$38.76                         | 3.07   | 2,500               | \$38.76                         |
| \$38.83                  | 24,550              | 38.83                           | 3.08   | 24,550              | 38.83                           |
| \$47.25                  | 3,000               | 47.25                           | 3.59   | 3,000               | 47.25                           |
| \$104.24                 | 47,875              | 104.24                          | 9.91   | —                   | —                               |
|                          | 77,925              | \$79.34                         | 7.29   | 30,050              | \$19.83                         |

Edgar Filing: TANGER FACTORY OUTLET CENTERS INC - Form 10-Q

A summary of option activity under our Amended and Restated Incentive Award Plan as of March 31, 2011 and changes during the year then ended is presented below (aggregate intrinsic value amount in thousands):

| Options  | Units  | Weighted-average exercise price | Weighted-average remaining contractual life in years | Aggregate intrinsic value |
|--|--------|---------------------------------|--|---------------------------|
| Outstanding as of December 31, 2010              | 30,050 | \$ 39.66                        |  |                           |
| Granted  | 47,875 | 104.24                          |  |                           |
| Exercised  | —      | —                               |  |                           |
| Forfeited  | —      | —                               |  |                           |
| Outstanding as of March 31, 2011                 | 77,925 | \$ 79.34                        | 7.29   | \$1,920                   |
| Vested and Expected to Vest as of March 31, 2011 | 67,257 | \$ 75.39                        | 6.88   | \$1,920                   |
| Exercisable as of March 31, 2011                 | 30,050 | \$ 39.66                        | 3.13   | \$1,920                   |

The total intrinsic value of options exercised during the three months ended March 31, 2011 was \$0 as no options were exercised during the period.

The following table summarizes information related to unvested restricted units outstanding as of March 31, 2011:

| Unvested Restricted Units     | Number of units | Weighted average grant date fair value |
|-------------------------------|-----------------|--|
| Unvested at December 31, 2010 | 179,440         | \$71.81                                |
| Granted                       | 79,750          | 101.68                                 |
| Vested                        | (51,900         | ) 71.47                                |
| Forfeited                     | —               | —                                      |
| Unvested at March 31, 2011    | 207,290         | \$83.38                                |

The total value of restricted units vested during the three months ended March 31, 2011 was \$5.4 million. As of March 31, 2011, there was \$25.3 million of total unrecognized compensation cost related to unvested share-based compensation arrangements granted under the Plan. That cost is expect to be recognized over a weighted-average period of 3.8 years.

#### 14. 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 |         |
|---|--------------------|---------|
|   | March 31, 2011     | 2010    |
| Numerator   |                    |         |
| Income from continuing operations attributable to the Company                     | \$9,398            | \$2,792 |
| Less applicable preferred share dividends   | —                  | (1,406  |
| Less allocation of earnings to participating securities                           | (192               | ) (169  |
| Income from continuing operations available to common shareholders of the Company | 9,206              | 1,217   |
| Discontinued operations attributable to the Company                               | —                  | 1       |
| Net income available to common shareholders of the Company                        | \$9,206            | \$1,218 |

Edgar Filing: TANGER FACTORY OUTLET CENTERS INC - Form 10-Q

|  |        |        |
|--|--------|--------|
| Denominator                            |        |        |
| Basic weighted average common shares   | 80,353 | 80,060 |
| Effect of senior exchangeable notes    | 125    | 66     |
| Effect of outstanding options          | 74     | 110    |
| Diluted weighted average common shares | 80,552 | 80,236 |
| Basic earnings per common share:       |        |        |
| Income from continuing operations      | \$0.11 | \$0.02 |
| Discontinued operations                | —      | —      |
| Net income                             | \$0.11 | \$0.02 |
| Diluted earnings per common share:     |        |        |
| Income from continuing operations      | \$0.11 | \$0.02 |
| Discontinued operations                | —      | —      |
| Net income                             | \$0.11 | \$0.02 |

The senior, exchangeable notes are included in the diluted earnings per share computation, if the effect is dilutive, using the treasury stock method. In applying the treasury stock method, the effect will be dilutive if the average market price of our common shares for at least 20 trading days in the 30 consecutive trading days at the end of each quarter is higher than the exchange price of \$17.85 per share.

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 March 31, 2011, 191,500 options were excluded from the computation. No options were excluded from the computation for the three months ended March 31, 2010. The assumed exchange of the partnership units held by the noncontrolling interest limited partner 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 partnership unit, as if exchanged, is equivalent to earnings allocated to a common share. The Company's unvested restricted share awards contain non-forfeitable rights to dividends or dividend equivalents. The impact of the unvested restricted share awards on earnings per share has been calculated using the two-class method whereby earnings are allocated to the unvested restricted share awards based on dividends declared and the unvested restricted shares' participation rights in undistributed earnings.

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. The notional units were issued in January 2010 and all have been excluded from the computation of diluted earnings per share for the three months ended March 31, 2011 and 2010, respectively, as none of the contingent conditions were satisfied as of the end of the reporting period.

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

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

|  | Three Months Ended<br>March 31, |          |
|--|---------------------------------|----------|
|  | 2011                            | 2010     |
| Numerator  |                                 |          |
| Income from continuing operations  | \$ 10,817                       | \$ 3,002 |
| Less applicable preferred unit distributions   | —                               | (1,406 ) |
| Less allocation of earnings to participating securities  | (192 )                          | (169 )   |
| Income from continuing operations available to common unitholders of the Operating Partnership | 10,625                          | 1,427    |
| Discontinued operations  | —                               | 1        |
| Net income available to common unitholders of the Operating Partnership                        | \$ 10,625                       | \$ 1,428 |
| Denominator  |                                 |          |
| Basic weighted average common units  | 23,121                          | 23,048   |
| Effect of senior exchangeable notes  | 31                              | 17       |
| Effect of outstanding options  | 19                              | 27       |
| Diluted weighted average common units  | 23,171                          | 23,092   |
| Basic earnings per common unit:  |                                 |          |
| Income from continuing operations  | \$ 0.46                         | \$ 0.06  |
| Discontinued operations  | —                               | —        |
| Net income   | \$ 0.46                         | \$ 0.06  |
| Diluted earnings per common unit:  |                                 |          |
| Income from continuing operations  | \$ 0.46                         | \$ 0.06  |
| Discontinued operations  | —                               | —        |
| Net income   | \$ 0.46                         | \$ 0.06  |

When the Company issues common shares upon exercise of options or issues restricted share awards, the Operating Partnership issues one corresponding unit to the Company for every four common shares issued. The senior, exchangeable notes are included in the diluted earnings per unit computation, if the effect is dilutive, using the treasury stock method. In applying the treasury stock method, the effect will be dilutive if the average market price of the Company's common shares for at least 20 trading days in the 30 consecutive trading days at the end of each quarter is higher than the exchange price of \$17.85 per common share.

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 four times the market price of a Company common share. For the three months ended March 31, 2011, 47,875 options were excluded from the computation. No options were excluded from the computation for the three months ended March 31, 2010.

The Company's unvested restricted share awards contain non-forfeitable rights to distributions or distribution equivalents. The impact of the 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.

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. The notional units were issued in January 2010 and all have been excluded from the computation of diluted earnings per unit for the three months ended March 31, 2011 and 2010, respectively, as none of the contingent conditions were satisfied as of the end of the reporting period.

## 16. 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 | Defined as observable inputs such as quoted prices in active markets  |
| Level 2 | Defined as inputs other than quoted prices in active markets that are either directly or indirectly observable                        |
| Level 3 | Defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions |

The estimated fair value of our debt, consisting of senior unsecured notes, senior exchangeable notes and unsecured lines of credit, at March 31, 2011 and December 31, 2010, respectively, was \$771.1 million and \$770.1 million, respectively, and its recorded value was \$721.0 million and \$714.6 million, respectively. Fair values were determined, based on level 2 inputs, using discounted cash flow analysis with an interest rate or credit spread similar to that of current market borrowing arrangements.

## 17. Related Party Transactions

Tanger Family Limited Partnership is a related party which holds a limited partnership interest in and is the noncontrolling interest of the Operating Partnership. The only material related party transaction with the Tanger Family Limited Partnership is the payment of quarterly distributions of earnings which were \$2.4 million and \$2.3 million for the three months ended March 31, 2011 and 2010 respectively.

During the third quarter of 2010, Stanley K. Tanger, our founder, transferred his general partnership interest in the Tanger Family Limited Partnership, to the Stanley K. Tanger Marital Trust. As discussed in Note 1 and Note 12, the Tanger Family Limited Partnership is the noncontrolling interest in the Company's consolidated financial statements. The sole trustee of the Stanley K. Tanger Marital Trust, and thus effectively the general partner of Tanger Family Limited Partnership, is John H. Vernon. Mr. Vernon is a partner at the law firm of Vernon, Vernon, Wooten, Brown, Andrews & Garrett, or the Vernon Law Firm, which has served as the principal outside counsel of the Company and Operating Partnership since their inception in 1993. Based on Mr. Vernon's position as trustee of the Stanley K. Tanger Marital Trust, the general partner of the Tanger Family Limited Partnership, he is now considered a related party. However, Mr. Vernon has neither ownership rights nor economic interests in either the Tanger Family Limited Partnership or the Stanley K. Tanger Marital Trust.

Fees paid to the Vernon Law Firm were approximately \$417,000 and \$457,000 for the three months ended March 31, 2011 and 2010. In addition, as of March 31, 2011 and December 31, 2010, there were \$290,000 and \$0, respectively, outstanding in accounts payable and accrued expenses for amounts owed the Vernon Law Firm.

#### 18. Non-Cash Activities

We purchase capital equipment and incur costs relating to construction of facilities, including tenant finishing allowances. Expenditures included in construction trade payables as of March 31, 2011 and 2010 amounted to \$31.0 million and \$22.4 million, respectively.

#### 19. Subsequent Events

On April 28, 2011, the Federal Trade Commission ("FTC") issued a release announcing that Simon Property Group, Inc. ("Simon") has filed an application for approval of the divestiture of its outlet center located in Jeffersonville, Ohio to the Operating Partnership and that it is accepting public comments on the application until May 30, 2011. Simon has requested a decision on the application by the FTC by June 24, 2011. The Operating Partnership has signed an agreement to purchase the Jeffersonville outlet center from Simon. The closing of the transaction is subject to FTC approval as well as other customary conditions.

On May 6, 2011, the Operating Partnership entered into agreements with OCF Holdings LLC, Cordish AC-1 Associates LLC, Cordish AC-2 Associates LLC and Atlantic City Associates Number Three Manager LLC (the "Agreements") to acquire substantially all of the economic interests in two outlet centers representing approximately 694,000 square feet for a combined purchase price of approximately \$125.0 million in cash and the assumption of indebtedness of approximately \$75.0 million. The debt being assumed consists of three mortgages with various lenders that bear interest at fixed rates ranging from 5.14% to 7.65% per annum and have maturity dates ranging from 2016 to 2026. The centers are located in Atlantic City, New Jersey and Ocean City Maryland. The Operating Partnership paid a cash deposit of approximately \$11.8 million on May 9, 2011 to secured its obligations under the Agreements, which will be credited against the purchase price for these interests at closing. The closing for both properties, which is subject to approval by the current mortgage holders, is expected to take place during the third quarter of 2011.

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

The discussion of our results of operations reported in the unaudited, consolidated statements of operations compares the three months ended March 31, 2011 with the three months ended March 31, 2010. The results of operations discussion is combined for Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership because the results are virtually the same for both entities. The following discussion should be read in conjunction with the unaudited consolidated financial statements appearing elsewhere in this report. Historical results and percentage relationships set forth in the unaudited, consolidated statements of operations, including trends which might appear, are not necessarily indicative of future operations. 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.

### Cautionary Statements

Certain statements made below are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We intend for such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Reform Act of 1995 and included this statement for purposes of complying with these safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe our future plans, strategies, beliefs and expectations, are generally identifiable by use of the words "believe", "expect", "intend", "anticipate", "estimate", "project", or similar expressions. You should not rely on forward-looking statements since they involve known and unknown risks, uncertainties and other factors which are, in some cases, beyond our control and which could materially affect our actual results, performance or achievements. Factors which may cause actual results to differ materially from current expectations include, but are not limited to, those set forth under Item 1A - "Risk Factors" in the Company's and the Operating Partnership's Annual Reports on Form 10-K for the year ended December 31, 2010. There have been no material changes to the risk factors listed there through March 31, 2011.

### General Overview

At March 31, 2011, our consolidated portfolio included 32 wholly owned outlet centers in 21 states totaling 9.4 million square feet compared to 31 wholly owned outlet centers in 21 states totaling 9.1 million square feet at March 31, 2010. The changes in the number of outlet centers, square feet and number of states are due to the following events:

|                               | No. of<br>Centers | Square Feet<br>(000's) | States |
|-------------------------------|-------------------|------------------------|--------|
| As of March 31, 2010          | 31                | 9,057                  | 21     |
| New development:              |                   |                        |        |
| Mebane, North Carolina        | 1                 | 319                    | —      |
| Center redevelopment:         |                   |                        |        |
| Hilton Head I, South Carolina | 1                 | 177                    | —      |
| Center disposition:           |                   |                        |        |
| Commerce I, Georgia           | (1                | ) (186                 | ) —    |
| Other                         | —                 | 1                      | —      |
| As of March 31, 2011          | 32                | 9,368                  | 21     |

The following table summarizes certain information for our existing outlet centers in which we have an ownership interest as of March 31, 2011. Except as noted, all properties are fee owned.

| Location   | Square Feet | % Occupied        |
|--|-------------|-------------------|
| Wholly Owned Properties                            |             |                   |
| Riverhead, New York <sup>(1)</sup>                 | 729,475     | 98                |
| Rehoboth Beach, Delaware <sup>(1)</sup>            | 568,900     | 99                |
| Foley, Alabama                                     | 557,288     | 98                |
| San Marcos, Texas                                  | 441,929     | 95                |
| Myrtle Beach Hwy 501, South Carolina               | 426,417     | 92                |
| Sevierville, Tennessee <sup>(1)</sup>              | 419,038     | 100               |
| Myrtle Beach Hwy 17, South Carolina <sup>(1)</sup> | 403,161     | 96                |
| Washington, Pennsylvania                           | 372,972     | 99                |
| Commerce II, Georgia                               | 370,512     | 99                |
| Charleston, South Carolina                         | 352,315     | 92                |
| Howell, Michigan                                   | 324,632     | 99                |
| Mebane, North Carolina                             | 318,910     | 99                |
| Branson, Missouri                                  | 302,922     | 98                |
| Park City, Utah                                    | 298,379     | 100               |
| Locust Grove, Georgia                              | 293,868     | 99                |
| Westbrook, Connecticut                             | 291,051     | 92                |
| Gonzales, Louisiana                                | 282,403     | 95                |
| Williamsburg, Iowa                                 | 277,230     | 96                |
| Lincoln City, Oregon                               | 270,212     | 99                |
| Lancaster, Pennsylvania                            | 255,152     | 98                |
| Tuscola, Illinois                                  | 250,439     | 86                |
| Tilton, New Hampshire                              | 245,698     | 99                |
| Hilton Head II, South Carolina                     | 206,586     | 98                |
| Fort Myers, Florida                                | 198,950     | 90                |
| Terrell, Texas                                     | 177,800     | 94                |
| Hilton Head I, South Carolina                      | 177,199     | 82                |
| Barstow, California                                | 171,300     | 100               |
| West Branch, Michigan                              | 112,120     | 98                |
| Blowing Rock, North Carolina                       | 104,185     | 100               |
| Nags Head, North Carolina                          | 82,178      | 95                |
| Kittery I, Maine                                   | 59,694      | 89                |
| Kittery II, Maine                                  | 24,619      | 100               |
| Totals   | 9,367,534   | 97 <sup>(2)</sup> |
| Unconsolidated Joint Ventures                      |             |                   |
| Deer Park, New York <sup>(3)</sup>                 | 683,033     | 85                |
| Wisconsin Dells, Wisconsin                         | 265,061     | 98                |

(1) These properties or a portion thereof are subject to a ground lease.

(2) Excludes the Hilton Head I, SC property which opened on March 31, 2011 and is not yet stabilized.

(3) Includes a 29,253 square foot warehouse adjacent to the shopping center.



**RESULTS OF OPERATIONS**

Comparison of the three months ended March 31, 2011 to the three months ended March 31, 2010

**BASE RENTALS**

Base rentals increased \$2.7 million, or 6%, in the 2011 period compared to the 2010 period. The following table sets forth the changes in various components of base rentals from the 2011 and 2010 periods (in thousands):

|   | 2011     | 2010     | Change  |
|---|----------|----------|---------|
| Existing property base rentals                              | \$44,291 | \$42,444 | \$1,847 |
| Incremental base rentals from new developments              | 1,607    | 259      | 1,348   |
| Termination fees  | 166      | 621      | (455 )  |
| Amortization of net above and below market rent adjustments | 155      | 173      | (18 )   |
|   | \$46,219 | \$43,497 | \$2,722 |

Base rental income generated from existing properties in our portfolio increased due to increases in rental rates on lease renewals and incremental rents from re-tenanting vacant spaces.

During the fourth quarter of 2010, we opened a 319,000 square foot outlet center in Mebane, North Carolina.

Termination fees decreased due to the 2010 period containing several tenants that terminated their leases prior to the contractual obligation.

At March 31, 2011, the net liability representing the amount of unrecognized combined above and below market lease values totaled approximately \$1.3 million. If a tenant vacates its space prior to the contractual termination of the lease and no rental payments are being made on the lease, any unamortized balance of the related above or below market lease value will be written off and could materially impact our net income positively or negatively.

**PERCENTAGE RENTALS**

Percentage rentals, which represent revenues based on a percentage of tenants' sales volume above predetermined levels, the breakpoint, increased \$86,000, or 7%, from the 2010 period to the 2011 period. The increase in percentage rentals is directly related to the strength of our tenants' sales. Reported tenant comparable sales for our wholly owned properties for the rolling twelve months ended March 31, 2011 increased 5.9% to \$359 per square foot. Reported tenant comparable sales is defined as the weighted average sales per square foot reported in space open for the full duration of each comparison period.

**EXPENSE REIMBURSEMENTS**

Expense reimbursements increased \$1.7 million, or 9%, in the 2011 period compared to the 2010 period. The following table sets forth the changes in various components of expense reimbursements from the 2011 and 2010 periods (in thousands):

|  | 2011     | 2010     | Change  |
|--|----------|----------|---------|
| Existing property expense reimbursements                 | \$20,240 | \$19,052 | \$1,188 |
| Incremental expense reimbursements from new developments | 870      | 132      | 738     |
| Termination fees allocated to expense reimbursements     | 95       | 335      | (240 )  |
|  | \$21,205 | \$19,519 | \$1,686 |

Expense reimbursements, which represent the contractual recovery from tenants of certain common area maintenance, insurance, property tax, promotional, advertising and management expenses, generally fluctuate consistently with the reimbursable property operating expenses to which they relate.

#### OTHER INCOME

Other income increased \$203,000, or 12%, in the 2011 period compared to the 2010 period. The following table sets forth the changes in various components of other income from the 2011 and 2010 periods (in thousands):

|  | 2011    | 2010    | Change |
|--|---------|---------|--------|
| Existing property other income                 | \$1,807 | \$1,547 | \$260  |
| Incremental other income from new developments | 117     | 13      | 104    |
| Gain on sale of land outparcel                 | —       | 161     | (161)  |
|  | \$1,924 | \$1,721 | \$203  |

#### PROPERTY OPERATING EXPENSES

Property operating expenses increased \$1.8 million, or 8%, in the 2011 period as compared to the 2010 period. The following table sets forth the changes in various components of property operating expenses from the 2011 and 2010 periods (in thousands):

|   | 2011     | 2010     | Change  |
|---|----------|----------|---------|
| Existing property operating expenses                          | \$23,030 | \$22,039 | \$991   |
| Incremental property operating expenses from new developments | 1,078    | 310      | 768     |
|   | \$24,108 | \$22,349 | \$1,759 |

Property operating expenses incurred at existing properties increased due primarily to higher snow removal costs due to severe winter weather, higher property taxes where we were unsuccessful in appealing higher assessments and an increase in various common area maintenance projects throughout our portfolio including expenses related to staffing and operating mall offices at each of our centers. In addition, a significant portion of the overall increase relates to the incremental operating costs of the Mebane, NC center.

#### GENERAL AND ADMINISTRATIVE

General and administrative expenses increased \$1.3 million, or 24%, in the 2011 period compared to the 2010 period. This increase was mainly due to additional share-based compensation expense related to the 2011 restricted share grant to directors and certain officers of the Company. Also, the 2011 period included higher payroll related expenses due to the addition of new employees since April 1, 2010, including an executive vice president of operations.

#### ACQUISITION COSTS

During the 2011 period, we incurred due diligence costs related to potential acquisition of a number of existing outlet centers. While we have negotiated and signed a number of contracts on these potential acquisitions, we are in the midst of completing our due diligence work and/or are subject to regulatory or lender approval. As such, there can be no assurance that we will ultimately close on any of these transactions.

#### ABANDONED DEVELOPMENT COSTS

The abandoned development costs recorded in the 2011 period related to due diligence costs in association with a terminated option on a site in the West Phoenix, Arizona market.

**IMPAIRMENT CHARGES**

In 2005 we sold an outlet center located in Seymour, Indiana. We retained various outparcels of land at the development site, some of which we had sold in recent years. In February 2010, our Board of Directors approved the sale of the remaining parcels of land in Seymour, IN. As a result of this Board approval and an approved plan to actively market the land, we accounted for the land as "held for sale" and recorded a non-cash impairment charge of approximately \$735,000 in our consolidated statement of operations which equaled the excess of the carrying amount of the land over its current fair value. We determined the estimated fair value using a market approach considering offers that we have obtained for all the various parcels less estimated closing costs.

**DEPRECIATION AND AMORTIZATION**

Depreciation and amortization decreased \$8.5 million, or 32%, in the 2011 period compared to the 2010 period. The following table sets forth the changes in various components of depreciation and amortization from the 2011 and 2010 periods (in thousands):

|  | 2011     | 2010     | Change     |
|--|----------|----------|------------|
| Existing property depreciation and amortization  | \$17,757 | \$17,227 | \$530      |
| Incremental depreciation and amortization from Mebane, NC center new development                       | 208      | —        | 208        |
| Accelerated depreciation and amortization related to the redevelopment of the Hilton Head I, SC center | —        | 9,247    | (9,247 )   |
|  | \$17,965 | \$26,474 | \$(8,509 ) |

As of March 31, 2010, the previously existing Hilton Head I, SC center was vacant of all tenants in preparation for the demolition and redevelopment of the center. At that point the depreciable assets of the center had been fully depreciated.

**LIQUIDITY AND CAPITAL RESOURCES OF THE COMPANY**

In this "Liquidity and Capital Resources of the Company" section, the term, the Company, refers only to Tanger Factory Outlet Centers, Inc. on an unconsolidated basis, excluding the Operating Partnership.

The Company's business is operated primarily through the Operating Partnership. The Company issues public equity from time to time, but does not otherwise generate any capital itself or conduct any business itself, other than incurring certain expenses in operating as a public company which are fully reimbursed by the Operating Partnership. The Company itself does not hold any indebtedness, and its only material asset is its ownership of partnership interests of the Operating Partnership. The Company's principal funding requirement is the payment of dividends on its common shares. The Company's principal source of funding for its dividend payments is distributions it receives from the Operating Partnership.

Through its ownership of the sole general partner of the Operating Partnership, the Company has the full, exclusive and complete responsibility for the Operating Partnership's day-to-day management and control. The Company causes the Operating Partnership to distribute all, or such portion as the Company may in its discretion determine, of its available cash in the manner provided in the Operating Partnership's partnership agreement. The Company receives proceeds from equity issuances from time to time, but is required by the Operating Partnership's partnership agreement to contribute the proceeds from its equity issuances to the Operating Partnership in exchange for partnership units of the Operating Partnership.

The Company is a well-known seasoned issuer with a shelf registration which was updated in July 2009 that allows the Company to register unspecified various classes of equity securities and the Operating Partnership to register unspecified and various classes of debt securities. As circumstances warrant, the Company may issue equity from time to time on an opportunistic basis, dependent upon market conditions and available pricing. The Operating Partnership may use the proceeds to repay debt, including borrowings under its lines of credit, develop new or existing properties, to make acquisitions of properties or portfolios of properties, to invest in existing or newly created joint ventures or for general corporate purposes.

The liquidity of the Company is dependent on the Operating Partnership's ability to make sufficient distributions to the Company. The Company also guarantees some of the Operating Partnership's debt. If the Operating Partnership fails to fulfill its debt requirements, which trigger the Company's guarantee obligations, then the Company may be required to fulfill its cash payment commitments under such guarantees. However, the Company's only material asset is its investment in the Operating Partnership.

The Company believes the Operating Partnership's sources of working capital, specifically its cash flow from operations, and borrowings available under its unsecured lines of credit, are adequate for it to make its distribution payments to the Company and, in turn, for the Company to make its dividend payments to its shareholders. However, there can be no assurance that the Operating Partnership's sources of capital will continue to be available at all or in amounts sufficient to meet its needs, including its ability to make distribution payments to the Company. The unavailability of capital could adversely affect the Operating Partnership's ability to pay its distributions to the Company, which will in turn, adversely affect the Company's ability to pay cash dividends to its shareholders. For the Company to maintain its qualification as a real estate investment trust, it must pay dividends to its shareholders aggregating annually at least 90% of its taxable income. While historically the Company has satisfied this distribution requirement by making cash distributions to its shareholders, it may choose to satisfy this requirement by making distributions of cash or other property, including, in limited circumstances, the Company's own shares. As a result of this distribution requirement, the Operating Partnership cannot rely on retained earnings to fund its on-going operations to the same extent that other companies whose parent companies are not real estate investment trusts can. The Company may need to continue to raise capital in the equity markets to fund the Operating Partnership's working capital needs, as well as potential developments of new or existing properties, acquisitions or investments in existing or newly created joint ventures.

As the sole owner of the general partner with control of the Operating Partnership, the Company consolidates the Operating Partnership for financial reporting purposes, and the Company does not have significant assets other than its investment in 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. However, all debt is held directly or indirectly at the Operating Partnership level, and the Company has guaranteed some of the Operating Partnership's unsecured debt as discussed below. Because the Company consolidates the Operating Partnership, the section entitled "Liquidity and Capital Resources of the Operating Partnership" should be read in conjunction with this section to understand the liquidity and capital resources of the Company on a consolidated basis and how the Company is operated as a whole.

On April 7, 2011, the Company's Board of Directors declared a \$.20 cash dividend per common share payable on May 13, 2011 to each shareholder of record on April 29, 2011, and caused a \$.80 per Operating Partnership unit cash distribution to the Operating Partnership's unitholders.

## LIQUIDITY AND CAPITAL RESOURCES OF THE OPERATING PARTNERSHIP

## General Overview

In this "Liquidity and Capital Resources of the Operating Partnership" section, the terms "we", "our" and "us" refer to the Operating Partnership or the Operating Partnership and the Company together, as the text requires.

Property rental income represents our primary source to pay property operating expenses, debt service, capital expenditures and distributions, excluding non-recurring capital expenditures and acquisitions. To the extent that our cash flow from operating activities is insufficient to cover such non-recurring capital expenditures and acquisitions, we finance such activities from borrowings under our unsecured lines of credit or from the proceeds from the Operating Partnership's and the Company's debt and equity offerings.

We believe we achieve a strong and flexible financial position by attempting to: (1) maintain a conservative leverage position relative to our portfolio when pursuing new development, expansion and acquisition opportunities, (2) extend and sequence debt maturities, (3) manage our interest rate risk through a proper mix of fixed and variable rate debt, (4) maintain access to liquidity by using our lines of credit in a conservative manner and (5) preserve internally generated sources of capital by strategically divesting of underperforming assets and maintaining a conservative distribution payout ratio. We manage our capital structure to reflect a long term investment approach and utilize multiple sources of capital to meet our requirements.

The following table sets forth our changes in cash flows for the three months ended March 31, 2011 and 2010, respectively (in thousands):

|   | 2011      | 2010     | Change    |
|---|-----------|----------|-----------|
| Net cash provided by operating activities | \$31,094  | \$28,614 | \$2,480   |
| Net cash used in investing activities     | (24,170)  | (10,165) | (14,005)  |
| Net cash used in financing activities     | (11,896)  | (18,633) | 6,737     |
| Net decrease in cash and cash equivalents | \$(4,972) | \$(184)  | \$(4,788) |

## Operating Activities

The increase in cash provided by operating activities is primarily due to the incremental cash flow provided by the addition of the Mebane, NC center to our portfolio during the fourth quarter of 2010. In addition, base rental income generated from existing properties in our portfolio increased due to increases in rental rates on lease renewals and incremental rents from re-tenanting vacant spaces.

## Investing Activities

Cash flow used in investing activities was higher in the 2011 period mainly due to higher payments for additions to rental property and an increase in escrow deposits related to potential acquisitions of outlet centers. The 2011 period included the final construction of the redeveloped Hilton Head I, SC center, while the 2010 period included only the initial construction activity for the Mebane, NC center, which opened in November 2010.

## Financing Activities

Cash used in financing activities was lower in the 2011 period as we received additional funding for increased construction activities in 2011. In addition, no preferred shares dividends were paid in the 2011 period as these shares were retired during the fourth quarter of 2010. This decrease was partially offset by an increase in the common dividend rate and the number of shares outstanding.

### Current Developments and Dispositions

We intend to continue to grow our portfolio by developing, expanding or acquiring additional outlet centers. In the section below, we describe the new developments that are either currently planned, underway or recently completed. However, you should note that any developments or expansions that we, or a joint venture that we are involved in, have planned or anticipated may not be started or completed as scheduled, or may not result in accretive net income or funds from operations ("FFO"). See the section "Supplemental Earnings Measures" - "Funds From Operations" in the Management's Discussion and Analysis section for further discussion of FFO. In addition, we regularly evaluate acquisition or disposition proposals and engage from time to time in negotiations for acquisitions or dispositions of properties. We may also enter into letters of intent for the purchase or sale of properties. Any prospective acquisition or disposition that is being evaluated or which is subject to a letter of intent may not be consummated, or if consummated, may not result in an increase in liquidity, net income or FFO.

### WHOLLY OWNED CURRENT DEVELOPMENTS

#### Redevelopment at Existing Outlet Centers

During the first quarter of 2011, we completed the redevelopment of our Hilton Head I, SC center and celebrated a grand re-opening on March 31, 2011. As of April 27, 2011, the 177,000 square foot center had leases signed or out for signature on 94% of the leasable square feet. In addition, the property features four pad sites, three of which are currently leased. The total incremental cost for the redeveloped center, including development and leasing costs, are expected to be approximately \$43.0 million.

Commitments to complete construction of our redevelopment and other capital expenditure requirements amounted to approximately \$5.0 million at March 31, 2011. Commitments for construction represent only those costs contractually required to be paid by us.

#### Potential Acquisitions and Future Developments

On April 28, 2011, the Federal Trade Commission ("FTC") issued a release announcing that Simon Property Group, Inc. ("Simon") has filed an application for approval of the divestiture of its outlet center located in Jeffersonville, Ohio to the Operating Partnership and that it is accepting public comments on the application until May 30, 2011. Simon has requested a decision on the application by the FTC by June 24, 2011. The Operating Partnership has signed an agreement to purchase the Jeffersonville outlet center from Simon. The closing of the transaction is subject to FTC approval as well as other customary conditions.

On May 6, 2011, the Operating Partnership entered into agreements with OCF Holdings LLC, Cordish AC-1 Associates LLC, Cordish AC-2 Associates LLC and Atlantic City Associates Number Three Manager LLC (the "Agreements") to acquire substantially all of the economic interests in two outlet centers representing approximately 694,000 square feet for a combined purchase price of approximately \$125.0 million in cash and the assumption of indebtedness of approximately \$75.0 million. The debt being assumed consists of three mortgages with various lenders that bear interest at fixed rates ranging from 5.14% to 7.65% per annum and have maturity dates ranging from 2016 to 2026. The centers are located in Atlantic City, New Jersey and Ocean City Maryland. The Operating Partnership paid a cash deposit of approximately \$11.8 million on May 9, 2011 to secured its obligations under the Agreements, which will be credited against the purchase price for these interests at closing. The closing for both properties, which is subject to approval by the current mortgage holders, is expected to take place during the third quarter of 2011.

We are currently negotiating the purchase of or have entered into agreements for other potential acquisitions. These centers, together with the potential acquisitions discussed above, in aggregate, have an associated potential purchase price of approximately \$489.0 million, which includes the assumption of up to approximately \$291.0 million in indebtedness, representing up to an aggregate of approximately 1.9 million square feet. While we have negotiated and signed a number of contracts on these potential acquisitions, the closing of these acquisitions are subject to a number of conditions, including the completion of due diligence in some cases, the receipt of regulatory or lender approvals in other cases or the completion of the negotiations in others. As such, there can be no assurance that we will ultimately close on any of these transactions.

As of the date of this filing, we are in the initial study period for three potential new development sites located in League City (Houston), Texas; Scottsdale, Arizona and West Phoenix, Arizona. There can be no assurance that these sites will ultimately be developed.

We expect that these acquisition and development projects, if realized, would be primarily funded by amounts available under our unsecured lines of credit but could also require additional funding from other sources of capital, such as collateralized construction loans or public debt and equity offerings. We may also consider the use of additional operational or developmental joint ventures.

#### UNCONSOLIDATED JOINT VENTURES

##### Riocan Canadian Joint Venture

In January 2011, we announced that we entered into a letter of intent with RioCan Real Estate Investment Trust to form an exclusive joint venture for the acquisition, development and leasing of sites across Canada that are suitable for development or redevelopment as outlet shopping centers similar in concept and design to those within our existing U.S. portfolio. Any projects developed will be co-owned on a 50/50 basis and will be branded as Tanger Outlet Centers. We have agreed to provide leasing and marketing services to the venture and RioCan will provide development and property management services. It is the intention of the joint venture to develop as many as 10 to 15 outlet centers in larger urban markets and tourist areas across Canada, over a five to seven year period. The typical size of a Tanger Outlet Center is approximately 350,000 square feet dependent on the individual market and tenant demand. Assuming these parameters are suitable and materialize in Canada, the overall investment of the joint venture is anticipated to be as high as \$1 billion, on a fully built out basis. There can be no assurance that the joint venture will be consummated, or even if the joint venture is consummated that the current plans of the joint venture will be realized.

##### Financing Arrangements

At March 31, 2011, 100% of our outstanding debt represented unsecured borrowings and 100% of the gross book value of our real estate portfolio was unencumbered. We maintain unsecured lines of credit that provide for borrowings of up to \$400.0 million. All unsecured lines of credit have an expiration date of November 29, 2013 with an option for a one year extension.

We intend to retain the ability to raise additional capital, including public debt or equity, to pursue attractive investment opportunities that may arise and to otherwise act in a manner that we believe to be in our shareholders' best interests. We have no significant debt maturities until November 2013 when our unsecured lines of credit expire. The Company is a well-known seasoned issuer with a joint shelf registration with the Operating Partnership that allows us to register unspecified amounts of different classes of securities on Form S-3. To generate capital to reinvest into other attractive investment opportunities, we may also consider the use of additional operational and developmental joint ventures, the sale or lease of outparcels on our existing properties and the sale of certain properties that do not meet our long-term investment criteria. Based on cash provided by operations, existing credit facilities, ongoing negotiations with certain financial institutions and our ability to sell debt or issue equity subject to market conditions, we believe that we have access to the necessary financing to fund the planned capital expenditures during 2011.

We anticipate that adequate cash will be available to fund our operating and administrative expenses, regular debt service obligations, and the payment of dividends in accordance with REIT requirements in both the short and long-term. Although we receive most of our rental payments on a monthly basis, distributions to shareholders are made quarterly and interest payments on the senior, unsecured notes are made semi-annually. Amounts accumulated for such payments will be used in the interim to reduce the outstanding borrowings under our existing unsecured, lines of credit or invested in short-term money market or other suitable instruments.

We believe our current balance sheet position is financially sound; however, due to the uncertainty in and unpredictability of the capital and credit markets, we can give no assurance that affordable access to capital will exist in the future to fund any or all of our potential acquisitions, developments or upcoming debt maturities.

The Operating Partnership's debt agreements 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% on a cumulative basis. We have historically been and currently are in compliance with all of our debt covenants. We expect to remain in compliance with all of our existing debt covenants; however, should circumstances arise that would cause us to be in default, the various lenders would have the ability to accelerate the maturity on our outstanding debt.

The Operating Partnership's senior unsecured notes contain covenants and restrictions requiring us to meet certain financial ratios and reporting requirements. Key financial covenants and their covenant levels include:

|  |          |        |   |
|--|----------|--------|---|
| Senior unsecured notes financial covenants       | Required | Actual |   |
| Total consolidated debt to adjusted total assets | <60      | 42     | % |
| Total secured debt to adjusted total assets      | <40      | —      | % |
| Total unencumbered assets to unsecured debt      | >135     | 238    | % |

#### OFF-BALANCE SHEET ARRANGEMENTS

The following table details certain information as of March 31, 2011 about various unconsolidated real estate joint ventures in which we have an ownership interest:

| Joint Venture            | Center Location                        | Ownership % | Square Feet | Carrying Value of Investment (in millions) | Total Joint Venture Debt (in millions) |
|--------------------------|--|-------------|-------------|--|--|
| Deer Park <sup>(1)</sup> | Deer Park,<br>Long Island,<br>New York | 33.3        | % 683,033   | \$ 1.3                                     | \$269.3                                |
| Wisconsin Dells          | Wisconsin<br>Dells,<br>Wisconsin       | 50.0        | % 265,061   | \$4.5                                      | \$24.8                                 |

(1) Includes a 29,253 square foot warehouse adjacent to the shopping center with a mortgage note of approximately \$2.3 million.

Each of the above ventures contains provisions where a venture partner can trigger certain provisions and force the other partners to either buy or sell their investment in the joint venture. Should this occur, we may be required to sell the property to the venture partner or incur a significant cash outflow in order to maintain ownership of these outlet centers.

The following table details our share of the debt maturities of the unconsolidated joint ventures as of March 31, 2011 (in thousands):



| Joint Venture   | Our Portion of<br>Joint Venture Debt | Maturity<br>Date         | Interest Rate       |
|-----------------|--------------------------------------|--------------------------|---------------------|
| Deer Park       | \$89,761                             | 5/17/2011 <sup>(1)</sup> | Libor + 1.375-3.50% |
| Wisconsin Dells | \$12,375                             | 12/18/2012               | Libor + 3.00%       |

The Deer Park mortgages have a one-year extension options which are exercisable in May 2011, subject to certain qualifications. Based on the current cash flows and occupancy rate, the joint ventures would not qualify for the (1) one-year extension option and are currently negotiating with the lending institution to refinance the existing loans.

If the joint ventures are unable to extend or refinance the loans, each joint venture partner may be required to make a material capital contribution.

#### CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Refer to our 2010 Annual Reports on Form 10-K of the Company and the Operating Partnership for a discussion of our critical accounting policies which include principles of consolidation, acquisition of real estate, cost capitalization, impairment of long-lived assets and revenue recognition. There have been no material changes to these policies in 2011.

## RELATED PARTY TRANSACTIONS

As noted above in "Off-Balance Sheet Arrangements", we are 50% owners of the Wisconsin Dells joint venture and a 33.3% owner in the Deer Park joint venture. These joint ventures pay us management, leasing and marketing fees, which we believe approximate current market rates, for services provided to the joint ventures. During the three months ended March 31, 2011 and 2010, respectively, we recognized the following fees (in thousands):

|                        | Three Months Ended |       |
|------------------------|--------------------|-------|
|                        | March 31,<br>2011  | 2010  |
| Fee:                   |                    |       |
| Management and leasing | \$505              | \$464 |
| Marketing              | 44                 | 41    |
| Total Fees             | \$549              | \$505 |

Tanger Family Limited Partnership is a related party which holds a limited partnership interest in and is the noncontrolling interest of the Operating Partnership. The only material related party transaction with the Tanger Family Limited Partnership is the payment of quarterly distributions of earnings which were \$2.4 million and \$2.3 million for the three months ended March 31, 2011 and 2010 respectively.

During the third quarter of 2010, Stanley K. Tanger, our founder, transferred his general partnership interest in the Tanger Family Limited Partnership, to the Stanley K. Tanger Marital Trust. As discussed in Note 1, the Tanger Family Limited Partnership is the noncontrolling interest in the Company's consolidated financial statements. The sole trustee of the Stanley K. Tanger Marital Trust, and thus effectively the general partner of Tanger Family Limited Partnership, is John H. Vernon. Mr. Vernon is a partner at the law firm of Vernon, Vernon, Wooten, Brown, Andrews & Garrett, or the Vernon Law Firm, which has served as the principal outside counsel of the Company and Operating Partnership since their inception in 1993. Based on Mr. Vernon's position as trustee of the Stanley K. Tanger Marital Trust, the general partner of the Tanger Family Limited Partnership, he is now considered a related party. However, Mr. Vernon has neither ownership rights nor economic interests in either the Tanger Family Limited Partnership or the Stanley K. Tanger Marital Trust.

Fees paid to the Vernon Law Firm were approximately \$417,000 and \$457,000 for the three months ended March 31, 2011 and 2010. In addition, as of March 31, 2011 and December 31, 2010, there were \$290,000 and \$0, respectively, outstanding in accounts payable and accrued expenses for amounts owed the Vernon Law Firm.

The Tanger family has informed the Company of their intention to dissolve the Tanger Family Limited Partnership in connection with the settling of the estate of our founder, Stanley Tanger. Upon dissolution of the Tanger Family Limited Partnership, the units of the Operating Partnership currently owned by the Tanger Family Limited Partnership would be distributed to the individual beneficial owners of the Tanger Family Limited Partnership, who are primarily the descendants of Stanley Tanger (including Steven Tanger, our Chief Executive Officer), their spouses or former spouses or their children and/or trusts for their benefit. Each such holder would then become a limited partner of the Operating Partnership, and each such partner would have the ability to exchange their Operating Partnership units for the Company's common shares in the ratio of one unit for four Company common shares, and will continue to have rights which may require the Company to register the shares with the SEC for sale under the Securities Act of 1933, as amended. The Company anticipates that some of the individuals will request that some or all of their Operating Partnership units be exchanged for the Company's common shares and to request the Company to register such shares for sale. At this time, our Chief Executive Officer has not indicated any present intention to exchange the Operating Partnership Units that he will receive upon the dissolution of the Tanger Family Limited Partnership.

## SUPPLEMENTAL EARNINGS MEASURES

### Funds From Operations

Funds from Operations ("FFO") represents income before extraordinary items and gains (losses) on sale or disposal of depreciable operating properties, plus depreciation and amortization uniquely significant to real estate and after adjustments for unconsolidated partnerships and joint ventures.

FFO is intended to exclude historical cost depreciation of real estate as required by Generally Accepted Accounting Principles ("GAAP") which assumes that the value of real estate assets diminishes ratably over time. Historically, however, real estate values have risen or fallen with market conditions. Because FFO excludes depreciation and amortization unique to real estate, gains and losses from property dispositions and extraordinary items, it provides a performance measure that, when compared year over year, reflects the impact to operations from trends in occupancy rates, rental rates, operating costs, development activities and interest costs, providing perspective not immediately apparent from net income.

We present FFO because we consider it an important supplemental measure of our operating performance and believe it is frequently used by securities analysts, investors and other interested parties in the evaluation of REITs, many of which present FFO when reporting their results. FFO is widely used by us and others in our industry to evaluate and price potential acquisition candidates. The National Association of Real Estate Investment Trusts, Inc., of which we are a member, has encouraged its member companies to report their FFO as a supplemental, industry-wide standard measure of REIT operating performance. In addition, a percentage of bonus compensation to certain members of management is based on our FFO performance.

FFO has significant limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

• FFO does not reflect our cash expenditures, or future requirements, for capital expenditures or contractual commitments;

• FFO does not reflect changes in, or cash requirements for, our working capital needs;

• Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and FFO does not reflect any cash requirements for such replacements;

• FFO, which includes discontinued operations, may not be indicative of our ongoing operations; and

• Other companies in our industry may calculate FFO differently than we do, limiting its usefulness as a comparative measure.

Because of these limitations, FFO should not be considered as a measure of discretionary cash available to us to invest in the growth of our business or our dividend paying capacity. We compensate for these limitations by relying primarily on our GAAP results and using FFO only supplementally.

Below is a reconciliation of net income to FFO for the three months ended March 31, 2011 and 2010 as well as other data for those respective periods (in thousands):

|   | Three months ended<br>March 31, |          |
|---|---------------------------------|----------|
|   | 2011                            | 2010     |
| <b>FUNDS FROM OPERATIONS</b>  |                                 |          |
| Net income  | \$10,817                        | \$3,003  |
| Adjusted for:   |                                 |          |
| Depreciation and amortization uniquely significant to real estate - discontinued operations                 | —                               | 53       |
| Depreciation and amortization uniquely significant to real estate - wholly-owned                            | 17,807                          | 26,359   |
| Depreciation and amortization uniquely significant to real estate - unconsolidated joint ventures           | 1,306                           | 1,265    |
| Funds from operations (FFO)   | 29,930                          | 30,680   |
| Preferred share dividends   | —                               | (1,406)  |
| Allocation of FFO to participating securities   | (310)                           | (268)    |
| Funds from operations available to common shareholders and noncontrolling interest in Operating Partnership | \$29,620                        | \$29,006 |
| Weighted average common shares outstanding <sup>(1) (2)</sup>   | 92,685                          | 92,369   |
| Funds from operations per share   | \$0.32                          | \$0.31   |
| Weighted average Operating Partnership units outstanding <sup>(1)</sup>                                     | 23,171                          | 23,092   |
| Funds from operations per unit  | \$1.28                          | \$1.26   |

(1) Includes the dilutive effect of options and senior exchangeable notes.

(2) Assumes the partnership units of the Operating Partnership held by the noncontrolling interest are exchanged for common shares of the Company.

#### Adjusted Funds From Operations

We present Adjusted Funds From Operations ("AFFO") as a supplemental measure of our performance. We define AFFO as FFO further adjusted to eliminate the impact of certain items that we do not consider indicative of our ongoing operating performance. These further adjustments are itemized below. You are encouraged to evaluate these adjustments and the reasons we consider them appropriate for supplemental analysis. In evaluating AFFO you should be aware that in the future we may incur expenses that are the same as or similar to some of the adjustments in this presentation. Our presentation of AFFO should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

We present AFFO because we believe it assists investors and analysts in comparing our performance across reporting periods on a consistent basis by excluding items that we do not believe are indicative of our core operating performance. In addition, we use AFFO, or some form of AFFO, when certain material, unplanned transactions occur, as a factor in evaluating management's performance when determining incentive compensation and to evaluate the effectiveness of our business strategies.

AFFO has limitations as an analytical tool. Some of these limitations are:

- AFFO does not reflect our cash expenditures, or future requirements, for capital expenditures or contractual commitments;

- AFFO does not reflect changes in, or cash requirements for, our working capital needs;

- Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and AFFO does not reflect any cash requirements for such replacements;

AFFO does not reflect the impact of certain cash charges resulting from matters we consider not to be indicative of our ongoing operations; and

Other companies in our industry may calculate AFFO differently than we do, limiting its usefulness as a comparative measure.

Because of these limitations, AFFO should not be considered in isolation or as a substitute for performance measures calculated in accordance with GAAP. We compensate for these limitations by relying primarily on our GAAP results and using AFFO only supplementally.

Below is a reconciliation of FFO to AFFO for the three months ended March 31, 2011 and 2010 as well as other data for those respective periods (in thousands):

|   | Three months ended |          |
|---|--------------------|----------|
|   | March 31,          | 2010     |
|   | 2011               |          |
| ADJUSTED FUNDS FROM OPERATIONS  |                    |          |
| Funds from operations   | \$29,930           | \$30,680 |
| Adjusted for non-core items:  |                    |          |
| Acquisition costs   | 567                | —        |
| Abandoned development costs   | 158                | —        |
| Impairment charges  | —                  | 735      |
| Gain on sale of outparcel   | —                  | (161)    |
| Demolition costs of Hilton Head I, South Carolina   | —                  | 58       |
| Adjusted funds from operations (AFFO)   | 30,655             | 31,312   |
| Preferred share dividends   | —                  | (1,406)  |
| Allocation of AFFO to participating securities  | (317)              | (273)    |
| Adjusted funds from operations available to common shareholders and noncontrolling interest in Operating Partnership. | \$30,338           | \$29,633 |
| Weighted average common shares outstanding <sup>(1) (2)</sup>   | 92,685             | 92,369   |
| Adjusted funds from operations per share  | \$0.33             | \$0.32   |
| Weighted average Operating Partnership units outstanding <sup>(1)</sup>   | 23,171             | 23,092   |
| Adjusted funds from operations per unit   | \$1.31             | \$1.28   |

(1) Includes the dilutive effect of options and senior exchangeable notes.

(2) Assumes the partnership units of the Operating Partnership held by the noncontrolling interest are exchanged for common shares of the Company.

## ECONOMIC CONDITIONS AND OUTLOOK

The majority of our leases contain provisions designed to mitigate the impact of inflation. Such provisions include clauses for the escalation of base rent and clauses enabling us to receive percentage rentals based on tenants' gross sales (above predetermined levels, which we believe often are lower than traditional retail industry standards) which generally increase as prices rise. Most of the leases require the tenant to pay their share of property operating expenses, including common area maintenance, real estate taxes, insurance and advertising and promotion, thereby reducing exposure to increases in costs and operating expenses resulting from inflation.

While we believe outlet stores will continue to be a profitable and fundamental distribution channel for many brand name manufacturers, some retail formats are more successful than others. As typical in the retail industry, certain tenants have closed, or will close, certain stores by terminating their lease prior to its natural expiration or as a result of filing for protection under bankruptcy laws.

Due to the relatively short-term nature of our tenants' leases, a significant portion of the leases in our portfolio come up for renewal each year. During 2011, we have approximately 1.7 million square feet, or 18%, of our wholly-owned portfolio coming up for renewal. During the first three months of 2011, we renewed approximately 55% of this space at a 16% increase in the average base rental rate compared to the expiring rate. We also re-tenanted 336,000 square feet at a 50% increase in the average base rental rate. In addition, we continue to attract and retain additional tenants. However, there can be no assurance that we can achieve similar increases in base rental rates. In addition, if we were unable to successfully renew or release a significant amount of this space on favorable economic terms, the loss in rent could have a material adverse effect on our results of operations.

Our outlet centers typically include well-known, national, brand name companies. By maintaining a broad base of well-known tenants and a geographically diverse portfolio of properties located across the United States, we reduce our operating and leasing risks. No one tenant (including affiliates) accounts for more than 8.2% of our square feet or 5.1% of our combined base and percentage rental revenues. Accordingly, we do not expect any material adverse impact on our results of operations and financial condition as a result of leases to be renewed or stores to be released. As of March 31, 2011 and 2010, respectively, occupancy at our wholly-owned centers was 97% and 95%.

### Item 3. Quantitative and Qualitative Disclosures about Market Risk

#### Market Risk

We are exposed to various market risks, including changes in interest rates. Market risk is the potential loss arising from adverse changes in market rates and prices, such as interest rates. We may periodically enter into certain interest rate protection and interest rate swap agreements to effectively convert floating rate debt to a fixed rate basis. We do not enter into derivatives or other financial instruments for trading or speculative purposes. As of March 31, 2011, we were not a party to any interest rate protection agreements.

As of March 31, 2011, approximately 23% of our outstanding debt had a variable interest rate and was therefore subject to market fluctuations. An increase in the LIBOR rate of 100 basis points would result in an increase of approximately \$1.7 million in interest expense on an annual basis. The information presented herein is merely an estimate and has limited predictive value. As a result, the ultimate effect upon our operating results of interest rate fluctuations will depend on the interest rate exposures that arise during the period, our hedging strategies at that time and future changes in the level of interest rates.

The estimated fair value of our debt, consisting of senior notes, senior exchangeable notes, unsecured term credit facilities and unsecured lines of credit, at March 31, 2011 and December 31, 2010 was \$771.1 million and \$770.1 million, respectively, and its recorded value was \$721.0 million and \$714.6 million, respectively. A 1% increase from prevailing interest rates at March 31, 2011 and December 31, 2010 would result in a decrease in fair value of total debt of approximately \$35.0 million and \$35.4 million, respectively. Fair values were determined, based on level 2 inputs, using discounted cash flow analysis with an interest rate or credit spread similar to that of current market borrowing arrangements.

### Item 4. Controls and Procedures

#### Tanger Factory Outlet Centers, Inc. Controls and Procedures

Based on the most recent evaluation, the Company's Chief Executive Officer and Chief Financial Officer, have concluded the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) were effective as of March 31, 2011. There were no changes to the Company's internal controls over financial reporting during the quarter ended March 31, 2011, that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

#### Tanger Properties Limited Partnership Controls and Procedures

Based on the most recent evaluation, the Chief Executive Officer of the Operating Partnership's general partner, and the Vice-President, Treasurer and Assistant Secretary (Principal Financial and Accounting Officer) of the Operating Partnership's general partner, have concluded the Operating Partnership's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) were effective as of March 31, 2011. There were no changes to the Operating Partnership's internal controls over financial reporting during the quarter ended March 31, 2011, that materially affected, or are reasonably likely to materially affect, the Operating Partnership's internal control over financial reporting.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

Neither the Company nor the Operating Partnership is presently involved in any material litigation nor, to their knowledge, is any material litigation threatened against the Company or the Operating Partnership or its properties, other than routine litigation arising in the ordinary course of business and which is expected to be covered by liability insurance.

### Item 1A. Risk Factors

There have been no material changes from the risk factors disclosed in the "Risk Factors" section of our Annual Reports on Form 10-K for the year ended December 31, 2010.

### Item 5. Other Information

See Note 19 of the Notes to the Consolidated Financial Statements in this Report on Form 10-Q and the section titled "Potential Acquisitions and Future Developments" in the Management's Discussion and Analysis Section for discussion of the entry into agreements to acquire substantially all of the economic interests in two existing outlet centers in Atlantic City, New Jersey and Ocean City, Maryland.

Item 6. Exhibits

- 10.1 Form of Share Option Between Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership and certain employees.
- 12.1 Company's Ratio of Earnings to Fixed Charges and Ratio of Earnings to Combined Fixed Charges and Preferred Dividends.
- 12.2 Operating Partnership's Ratio of Earnings to Fixed Charges and Ratio of Earnings to Combined Fixed Charges and Preferred Distributions.
- 31.1 Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 for Tanger Factory Outlet Centers, Inc.
- 31.2 Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 for Tanger Factory Outlet Centers, Inc.
- 31.3 Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 for Tanger Properties Limited Partnership.
- 31.4 Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 for Tanger Properties Limited Partnership.
- 32.1 Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 for Tanger Factory Outlet Centers, Inc.
- 32.2 Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 for Tanger Factory Outlet Centers, Inc.
- 32.3 Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 for Tanger Properties Limited Partnership.
- 32.4 Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 for Tanger Properties Limited Partnership.
- 101 The following financial statements from Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership's dual Quarterly Report on Form 10-Q for the quarter ended March 31, 2011, formatted in XBRL: (i) Consolidated Balance Sheets (unaudited), (ii) Consolidated Statements of Operations (unaudited), (iii) Consolidated Statements of Cash Flows (unaudited), and (iv) Notes to Consolidated Financial Statements (unaudited), tagged as blocks of text.



SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

DATE: May 9, 2011

TANGER FACTORY OUTLET CENTERS, INC.

By: /s/ Frank C. Marchisello, Jr.  
Frank C. Marchisello, Jr.  
Executive Vice President, Chief Financial Officer & Secretary

TANGER PROPERTIES LIMITED PARTNERSHIP

By: TANGER GP TRUST, its sole general partner

By: /s/ Frank C. Marchisello, Jr.  
Frank C. Marchisello, Jr.  
Vice President, Treasurer & Assistant Secretary

Exhibit Index

Exhibit No. Description

|      |  |
|------|--|
| 10.1 | Form of Share Option Agreement   |
| 12.1 | Company's Ratio of Earnings to Fixed Charges and Ratio of Earnings to Combined Fixed Charges and Preferred Dividends.  |
| 12.2 | Operating Partnership's Ratio of Earnings to Fixed Charges and Ratio of Earnings to Combined Fixed Charges and Preferred Distributions.  |
| 31.1 | Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 for Tanger Factory Outlet Centers, Inc.   |
| 31.2 | Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 for Tanger Factory Outlet Centers, Inc.   |
| 31.3 | Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 for Tanger Properties Limited Partnership.  |
| 31.4 | Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 for Tanger Properties Limited Partnership.  |
| 32.1 | Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 for Tanger Factory Outlet Centers, Inc.   |
| 32.2 | Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 for Tanger Factory Outlet Centers, Inc.   |
| 32.3 | Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 for Tanger Properties Limited Partnership.  |
| 32.4 | Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 for Tanger Properties Limited Partnership.  |
| 101  | The following financial statements from Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership's dual Quarterly Report on Form 10-Q for the quarter ended March 31, 2011, formatted in XBRL: (i) Consolidated Balance Sheets (unaudited), (ii) Consolidated Statements of Operations (unaudited), (iii) Consolidated Statements of Cash Flows (unaudited), and (iv) Notes to Consolidated Financial Statements (unaudited), tagged as blocks of text. |