CubeSmart
Form 10-K
February 29, 2012
Table of Contents

# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION

**Washington, DC 20549**

# FORM 10-K

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

**For the fiscal year ended December 31, 2011**

**OR**

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

**For the transition period from to**

**Commission file number 001-32324 (CubeSmart)**

**Commission file number 000-54662 (CubeSmart, L.P.)**

# CUBESMART

# CUBESMART, L.P.

(Exact Name of Registrant as Specified in Its Charter)

| **Maryland (CubeSmart)**<br>**Delaware (CubeSmart, L.P.)**<br>(State or Other Jurisdiction of<br>Incorporation or Organization) | **20-1024732 (CubeSmart)**<br>**34-1837021 (CubeSmart, L.P.)**<br>(IRS Employer<br>Identification No.) |
|---|---|
| **460 East Swedesford Road**<br>**Suite 3000**<br>**Wayne, Pennsylvania**<br>(Address of Principal Executive Offices) | **19087**<br>(Zip Code) |

Registrant s telephone number, including area code **(610) 293-5700**

Securities registered pursuant to Section 12(b) of the Act:

| **Title of each class** | **Name of each exchange on which registered** |
|---|---|
| Common Shares, $0.01 par value per share, of CubeSmart | New York Stock Exchange |
| 7.75% Series A Cumulative Redeemable<br>Preferred Shares of Beneficial Interest, par value $.01 per share, of CubeSmart | New York Stock Exchange |

Securities registered pursuant to Section 12(g) of the Act: **Units of General Partnership Interest of CubeSmart, L.P.**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

| | |
|---|---|
| CubeSmart | Yes x No o |
| CubeSmart, L.P. | Yes x No o |

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

| | |
|---|---|
| CubeSmart | Yes o No x |
| CubeSmart, L.P. | Yes o No x |

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, and (2) has been subject to such filing requirements for the past 90 days.

| | |
|---|---|
| CubeSmart | Yes x No o |
| CubeSmart, L.P. | Yes x No o |

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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

| | |
|---|---|
| CubeSmart | Yes x No o |
| CubeSmart, L.P. | Yes x No o |

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

| | |
|---|---|
| CubeSmart | Yes x No o |
| CubeSmart, L.P. | Yes x No o |

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

CubeSmart:

| | | | |
|---|---|---|---|
| Large accelerated filer x | Accelerated filer o | Non-accelerated filer o | Smaller reporting company o |

CubeSmart, L.P.:

| | | | |
|---|---|---|---|
| Large accelerated filer o | Accelerated filer o | Non-accelerated filer x | Smaller reporting company o |

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

| | |
|---|---|
| CubeSmart | Yes o No x |
| CubeSmart, L.P. | Yes o No x |

As of June 30, 2011, the last business day of CubeSmart s most recently completed second fiscal quarter, the aggregate market value of common shares held by non-affiliates of CubeSmart was $1,039,945,763. As of February 27, 2012, the number of common shares of CubeSmart outstanding was 122,851,716.

As of June 30, 2011, the aggregate market value of the 4,729,136 units of limited partnership (the Units ) held by non-affiliates of CubeSmart, L.P. was $49,750,511 based upon the last reported sale price of $10.52 per share on the New York Stock Exchange on June 30, 2011 of the common shares of CubeSmart, the sole general partner of CubeSmart, L.P. (For this computation, the market value of all Units beneficially owned by CubeSmart has been excluded.)

Documents incorporated by reference: Portions of the Proxy Statement for the 2012 Annual Meeting of Shareholders of CubeSmart to be filed subsequently with the SEC are incorporated by reference into Part III of this report.

Table of Contents

**EXPLANATORY NOTE**

This report combines the annual reports on Form 10-K for the year ended December 31, 2011 of CubeSmart (the Parent Company or CubeSmart ) and CubeSmart, L.P. (the Operating Partnership ). The Parent Company is a Maryland real estate investment trust, or REIT, that owns its assets and conducts its operations through the Operating Partnership, a Delaware limited partnership, and subsidiaries of the Operating Partnership. The Parent Company, the Operating Partnership and their consolidated subsidiaries are collectively referred to in this report as the Company. In addition, terms such as we , us , or our used in this report may refer to the Company, the Parent Company, or the Operating Partnership.

The Parent Company is the sole general partner of the Operating Partnership and, as of December 31, 2011, owned a 96.3% general partnership interest in the Operating Partnership. The remaining 3.7% interest consists of common units of limited partnership issued by the Operating Partnership to third parties in exchange for contributions of properties to the Operating Partnership. As the sole general partner of the Operating Partnership, the Parent Company has full and complete authority over the Operating Partnership s day-to-day operations and management.

Management operates the Parent Company and the Operating Partnership as one enterprise. The management teams of the Parent Company and the Operating Partnership acting through its general partner are identical.

There are a few differences between the Parent Company and the Operating Partnership, which are reflected in the note disclosures in this report. The Company believes it is important to understand the differences between the Parent Company and the Operating Partnership in the context of how these entities operate as a consolidated enterprise. The Parent Company is a REIT, whose only material asset is its ownership of the partnership interests of the Operating Partnership and subsidiaries of the Operating Partnership. As a result, the Parent Company does not conduct business itself, other than acting as the sole general partner of the Operating Partnership, issuing public equity from time to time and guaranteeing the debt obligations of the Operating Partnership and subsidiaries of the Operating Partnership. The Operating Partnership holds substantially all the assets of the Company and, directly or indirectly, holds the ownership interests in the Company s real estate ventures. The Operating Partnership conducts the operations of the Company s business and is structured as a partnership with no publicly traded equity. Except for net proceeds from equity issuances by the Parent Company, which are contributed to the Operating Partnership in exchange for partnership units, the Operating Partnership generates the capital required by the Company s business through the Operating Partnership s operations, by the Operating Partnership s direct or indirect incurrence of indebtedness or through the issuance of partnership units of the Operating Partnership or equity interests in subsidiaries of the Operating Partnership.

The Company believes that combining the annual reports on Form 10-K of the Parent Company and the Operating Partnership into a single report will:

- facilitate a better understanding by the investors of the Parent Company and the Operating Partnership by enabling them to view the business as a whole in the same manner as management views and operates the business;
- remove duplicative disclosures and provide a more straightforward presentation in light of the fact that a substantial portion of the disclosure applies to both the Parent Company and the Operating Partnership; and
- create time and cost efficiencies through the preparation of one combined report instead of two separate reports.

In order to highlight the differences between the Parent Company and the Operating Partnership, the separate sections in this report for the Parent Company and the Operating Partnership specifically refer to the Parent Company and the Operating Partnership. In the sections that combine disclosures of the Parent Company and the Operating Partnership, this report refers to such disclosures as those of the Company. Although the Operating Partnership is generally the entity that directly or indirectly enters into contracts and real estate ventures and holds assets and debt, reference to the Company is appropriate because the business is one enterprise and the Parent Company operates the business through the Operating Partnership.

As general partner with control of the Operating Partnership, the Parent Company consolidates the Operating Partnership for financial reporting purposes. The Parent Company does not have significant assets other than its investment in the Operating Partnership. The substantive difference between the Parent Company s and the Operating Partnership s filings is the fact that the Parent Company is a REIT with public shares, while the Operating Partnership is a partnership with no publicly traded equity. In the financial statements, this difference is primarily reflected in the equity (or capital for Operating Partnership) section of the consolidated balance sheets and in the consolidated statements of equity (or capital) and

Table of Contents

comprehensive income (loss). Apart from the different equity treatment, the consolidated financial statements of the Parent Company and the Operating Partnership are nearly identical. The separate discussions of the Parent Company and the Operating Partnership in this report should be read in conjunction with each other to understand the results of the Company s operations on a consolidated basis and how management operates the Company.

This report also includes separate Item 9A (Controls and Procedures) disclosures and separate Exhibit 31 and 32 certifications for each of the Parent 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 Parent Company and Operating Partnership are compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. § 1350.

Table of Contents

**TABLE OF CONTENTS**


| | | |
|---|---|---|
| **PART I** | | 5 |
| Item 1. | Business | 6 |
| Item 1A. | Risk Factors | 12 |
| Item 1B. | Unresolved Staff Comments | 24 |
| Item 2. | Properties | 25 |
| Item 3. | Legal Proceedings | 33 |
| Item 4. | Mining Safety Disclosures | 33 |
| **PART II** | | 34 |
| Item 5. | Market for Registrant s Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities | 34 |
| Item 6. | Selected Financial Data | 36 |
| Item 7. | Management s Discussion and Analysis of Financial Condition and Results of Operations | 41 |
| Item 7A. | Quantitative and Qualitative Disclosures About Market Risk | 56 |
| Item 8. | Financial Statements and Supplementary Data | 56 |
| Item 9. | Changes in and Disagreements with Accountants on Accounting and Financial Disclosure | 56 |
| Item 9A. | Controls and Procedures | 57 |
| Item 9B. | Other Information | 58 |
| **PART III** | | 59 |
| Item 10. | Trustees, Executive Officers and Corporate Governance | 59 |
| Item 11. | Executive Compensation | 59 |
| Item 12. | Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters | 59 |
| Item 13. | Certain Relationships and Related Transactions, and Trustee Independence | 59 |
| Item 14. | Principal Accountant Fees and Services | 60 |
| **PART IV** | | 61 |
| Item 15. | Exhibits and Financial Statement Schedules | 61 |

Table of Contents

## PART I

### Forward-Looking Statements

This Annual Report on Form 10-K and other statements and information publicly disseminated by the Parent Company and the Operating Partnership, contain certain 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 (the Exchange Act ). Such statements are based on assumptions and expectations that may not be realized and are inherently subject to risks, uncertainties and other factors, many of which cannot be predicted with accuracy and some of which might not even be anticipated. Although we believe the expectations reflected in these forward-looking statements are based on reasonable assumptions, future events and actual results, performance, transactions or achievements, financial and otherwise, may differ materially from the results, performance, transactions or achievements expressed or implied by the forward-looking statements. Risks, uncertainties and other factors that might cause such differences, some of which could be material, include, but are not limited to:

- national and local economic, business, real estate and other market conditions;

- the competitive environment in which we operate, including our ability to raise rental rates;

- the execution of our business plan;

- the availability of external sources of capital;

- financing risks, including the risk of over-leverage and the corresponding risk of default on our mortgage and other debt and potential inability to refinance existing indebtedness;

- increases in interest rates and operating costs;

- counterparty non-performance related to the use of derivative financial instruments;

- our ability to maintain our status as a REIT for federal income tax purposes;

- acquisition and development risks;
- increases in taxes, fees, and assessments from state and local jurisdictions;
- changes in real estate and zoning laws or regulations;
- risks related to natural disasters;
- regulatory risk- Securities and Exchange Commission (the SEC )/Governance
- potential environmental and other liabilities;
- other factors affecting the real estate industry generally or the self-storage industry in particular; and
- other risks identified from time to time, in other reports we file with the SEC or in other documents that we publicly disseminate.

We undertake no obligation to publicly update or revise these forward-looking statements, whether as a result of new information, future events or otherwise except as may be required by applicable securities laws.

Table of Contents

**ITEM 1.** ***BUSINESS***

**Overview**

We are a self-administered and self-managed real estate company focused primarily on the ownership, operation, management, acquisition and development of self-storage facilities in the United States.

As of December 31, 2011, we owned 370 self-storage facilities located in 26 states and in the District of Columbia containing an aggregate of approximately 24.4 million rentable square feet. As of December 31, 2011, approximately 78.4% of the rentable square footage at our owned facilities was leased to approximately 173,000 tenants, and no single tenant represented a significant concentration of our revenues. As of December 31, 2011 we owned facilities in the District of Columbia and the following 26 states: Alabama, Arizona, California, Colorado, Connecticut, Florida, Georgia, Illinois, Indiana, Louisiana, Maryland, Massachusetts, Michigan, Mississippi, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, Pennsylvania, Tennessee, Texas, Utah, Virginia and Wisconsin. In addition, as of December 31, 2011, we managed 103 properties for third parties, bringing the total number of properties we owned and/or managed to 473. As of December 31, 2011 we managed facilities in the District of Columbia and the following 26 states: Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Illinois, Massachusetts, Maryland, Michigan, New Hampshire, Minnesota, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, Texas and Virginia.

Our self-storage facilities are designed to offer affordable and easily-accessible storage space for our residential and commercial customers. Our customers rent storage cubes for their exclusive use, typically on a month-to-month basis. Additionally, some of our facilities offer outside storage areas for vehicles and boats. Our facilities are designed to accommodate both residential and commercial customers, with features such as wide aisles and load-bearing capabilities for large truck access. All of our facilities have an on-site manager during business hours, and 255, or approximately 69%, of our facilities have a manager who resides in an apartment at the facility. Our customers can access their storage cubes during business hours, and some of our facilities provide customers with 24-hour access through computer controlled access systems. Our goal is to provide customers with the highest standard of facilities and service in the industry. To that end, approximately 72% of our facilities include climate controlled cubes, compared to the national average of 36% reported by the 2011 Self-Storage Almanac.

The Parent Company was formed in July 2004 as a Maryland REIT. The Parent Company owns its assets and conducts its business through its operating partnership, CubeSmart, L.P. (our Operating Partnership ), and its subsidiaries. The Parent Company controls the Operating Partnership as its sole general partner and, as of December 31, 2011, owned an approximately 96.3% interest in the Operating Partnership. The Operating Partnership has been engaged in virtually all aspects of the self-storage business, including the development, acquisition, management, ownership and operation of self-storage facilities.

**Acquisition and Disposition Activity**

As of December 31, 2011 and 2010, we owned 370 and 363 facilities, respectively, that contained an aggregate of 24.4 million and 23.6 million rentable square feet with occupancy rates of 78.4% and 76.3%, respectively.

On October 24, 2011, we entered into a purchase agreement with the ownership entities to acquire a portfolio of 22 self-storage facilities branded under the name Storage Deluxe that contain an aggregate of approximately 1.6 million rentable square feet (the Storage Deluxe Acquisition ). The aggregate purchase price for all the properties in the Storage Deluxe Acquisition is approximately $560 million, comprised of approximately $472 million payable in cash and the assumption of approximately $88 million of existing fixed-rate debt. On November 3, 2011, we acquired 16 of the properties for approximately $357.3 million. The 16 properties purchased are located in New York, Connecticut and Pennsylvania. We anticipate closing on the purchase of the remaining properties with a purchase price of approximately $202.7 million, including the assumption of $88 million of secured fixed-rate debt, immediately following completion of the loan assumption process, which we expect to conclude during the first quarter of 2012.

A complete listing of, and additional information about, our facilities is included in Item 2 of this Annual Report on Form 10-K. The following is a summary of our 2011, 2010 and 2009 acquisition and disposition activity:

Table of Contents

| Facility/Portfolio | Location | Transaction Date | Number of Facilities | | Purchase / Sales Price (in thousands) |
|---|---|---|---|---|---|
| *2011 Acquisitions:* | | | | | |
| Burke Lake Asset | Fairfax Station, VA | January 2011 | 1 | $ | 14,000 |
| West Dixie Asset | Miami, FL | April 2011 | 1 | | 13,500 |
| White Plains Asset | White Plains, NY | May 2011 | 1 | | 23,000 |
| Phoenix Asset | Phoenix, AZ | May 2011 | 1 | | 612 |
| Houston Asset | Houston, TX | June 2011 | 1 | | 7,600 |
| Duluth Asset | Duluth, GA | July 2011 | 1 | | 2,500 |
| Atlanta Assets | Atlanta, GA | July 2011 | 2 | | 6,975 |
| District Heights Asset | District Heights, MD | August 2011 | 1 | | 10,400 |
| Storage Deluxe Assets | Multiple locations in NY, CT, PA and VA | November 2011 | 16 | | 357,310 |
| Leesburg Asset | Leesburg, VA | November 2011 | 1 | | 13,000 |
| Washington, DC Asset | Washington, DC | December 2011 | 1 | | 18,250 |
| | | | 27 | $ | 467,147 |
| *2011 Dispositions:* | | | | | |
| Flagship Assets | Multiple locations in IN and OH | August 2011 | 18 | $ | 43,500 |
| Portage Asset | Portage, MI | November 2011 | 1 | | 1,700 |
| | | | 19 | $ | 45,200 |
| *2010 Acquisitions:* | | | | | |
| Frisco Asset | Frisco, TX | July 2010 | 1 | $ | 5,800 |
| New York City Assets | New York, NY | September 2010 | 2 | | 26,700 |
| Northeast Assets | Multiple locations in NJ, NY and MA | November 2010 | 5 | | 18,560 |
| Manassas Asset | Manassas, VA | November 2010 | 1 | | 6,050 |
| Apopka Asset | Orlando, FL | November 2010 | 1 | | 4,235 |
| Wyckoff Asset | Queens, NY | December 2010 | 1 | | 13,600 |
| McLearen Asset | McLearen, VA | December 2010 | 1 | | 10,200 |
| | | | 12 | $ | 85,145 |
| *2010 Dispositions:* | | | | | |
| Sun City Asset | Sun City, CA | October 2010 | 1 | $ | 3,100 |
| Inland Empire/Fayetteville Assets | Multiple locations in CA amd NC | December 2010 | 15 | | 35,000 |
| | | | 16 | $ | 38,100 |
| *2009 Dispositions:* | | | | | |
| 68th Street Asset | Miami, FL | January 2009 | 1 | $ | 2,973 |
| Albuquerque, NM Asset | Albuquerque, NM | April 2009 | 1 | | 2,825 |
| S. Palmetto Asset | Ontario, CA | June 2009 | 1 | | 5,925 |
| Hotel Circle Asset | Albuquerque, NM | July 2009 | 1 | | 3,600 |
| Jersey City Asset | Jersey City, NJ | August 2009 | 1 | | 11,625 |
| Dale Mabry Asset | Tampa, FL | August 2009 | 1 | | 2,800 |
| Winner Assets 1 | Multiple locations in CO | September 2009 | 6 | | 17,300 |
| Baton Rouge Asset (Eminent Domain) | Baton Rouge, LA | September 2009 | (b) | | 1,918 |
| North H Street Asset (Eminent Domain) | San Bernardino, CA | September 2009 | 1 | | (c) |
| Boulder Assets (a) | Boulder, CO | September 2009 | 4 | | 32,000 |

| | | | | | |
|---|---|---|---|---|---|
| Winner Assets 2 | Multiple locations in CO | October 2009 | 2 | | 6,600 |
| Brecksville Asset | Brecksville, OH | November 2009 | 1 | | 3,300 |
| | | | 20 | $ | 90,866 |

Table of Contents

---

(a) The Company provided $17.6 million in seller financing to the buyer as part of the Boulder Assets disposition, which was subsequently repaid during 2010.

(b) Approximately one third of the Baton Rouge Asset was taken in conjunction with eminent domain proceedings. The Company continues to own and operate the remaining two thirds of the asset and includes the asset in the Company s total portfolio property count.

(c) The entirety of the North H Street Asset was taken in conjunction with eminent domain proceedings and the Company removed this asset from its total portfolio asset count. During 2011, the Company received compensation from the state of California. Accordingly, the Company recognized $1.9 million of income during 2011.

The comparability of our results of operations is affected by the timing of acquisition and disposition activities during the periods reported. At December 31, 2011 and 2010, we owned 370 and 363 self-storage facilities and related assets, respectively. The following table summarizes the change in number of owned self-storage facilities from January 1, 2010 through December 31, 2011:

| | **2011** | **2010** |
|---|---|---|
| Balance - January 1 | 363 | 367 |
| Facilities acquired | 1 | |
| Facilities sold | | |
| Balance - March 31 | 364 | 367 |
| Facilities acquired | 4 | |
| Facilities consolidated | (1) | |
| Facilities sold | | |
| Balance - June 30 | 367 | 367 |
| Facilities acquired | 4 | 3 |
| Facilities sold | (18) | |
| Balance - September 30 | 353 | 370 |
| Facilities acquired | 18 | 9 |
| Facilities sold | (1) | (16) |
| Balance - December 31 | 370 | 363 |

**Financing and Investing Activities**

The following summarizes certain financing activities during the year ended December 31, 2011:

- *Storage Deluxe Acquisition.* On November 3, 2011, we acquired 16 properties from Storage Deluxe with a purchase price of approximately $357.3 million. The 16 properties purchased are located in New York, Connecticut and Pennsylvania. In connection with this acquisition, we allocated a portion of the purchase price to the intangible value of in-place leases which aggregated $18.1 million.

- *Facility Acquisitions.* In addition to the Storage Deluxe Acquisition, during the year ended December 31, 2011, we acquired 11 self-storage facilities located throughout the United States for an aggregate purchase price of approximately $109.8 million. In connection with these acquisitions, we allocated a portion of the purchase price to the intangible value of in-place leases which aggregated $7.0 million.

- *Facility Dispositions.* During the year ended December 31, 2011, we sold 19 self-storage facilities located throughout Indiana, Ohio and Michigan for an aggregate sales price of approximately $45.2 million. These sales resulted in the recognition of gains that totaled $3.9 million.

- *Investments in Unconsolidated Real Estate Ventures.* On September 26, 2011, we contributed $15.4 million to the capital of a limited partnership (the HSRE Venture or HSREV ) in exchange for a 50% interest in the partnership. HSREV owns nine storage facilities in Pennsylvania, Virginia, New York, New Jersey and Florida. The other partner in HSRE, which holds the remaining 50% interest, is unaffiliated with the Company.

Table of Contents

• *Entered into Term Loan Facility and the 2011 Credit Facility.* On June 20, 2011, we entered into an unsecured Term Loan Agreement (the Term Loan Facility ) which consisted of a $100 million term loan with a five-year maturity and a $100 million term loan with a seven-year maturity. A portion of these proceeds were used to repay a $100 million term loan that was part of the prior unsecured credit facility (the Prior Facility ). We incurred costs of $2.1 million in connection with executing the agreement and capitalized such costs as a component of loan procurement costs, net of amortization on our consolidated balance sheet. Additionally, we wrote off deferred financing fees related to the repayment of a portion of the Prior Facility, which totaled $2.1 million. On December 9, 2011, we entered into a Credit Agreement providing for a credit facility comprised of a $100 million unsecured term loan maturing in December 2014; a $200 million unsecured term loan maturing in March 2017; and a $300 million unsecured revolving facility maturing in December 2015 (the 2011 Credit Facility ). The 2011 Credit Facility replaces in its entirety our Prior Facility, which was last amended on September 29, 2010, and which, as of the date of its replacement, consisted of a $100 million unsecured term loan and a $250 million unsecured revolving credit facility. In connection with obtaining the new 2011 Credit Facility, we paid additional deferred financing costs of $3.4 million and wrote off deferred financing fees related to the Prior Facility of $6.1 million.

• *Offering Proceeds.* During October 2011, we completed a public offering of 23 million common shares at a public offering price of $9.20, which reflects the full exercise by the underwriters of their option to purchase 3 million shares to cover over-allotments. We received approximately $202.5 million in net proceeds from the offering after deducting the underwriting discount and other estimated offering expenses. During November 2011, we completed a public offering of 3.1 million Series A preferred shares at a public offering price of $25.00 per share for gross proceeds of $77.5 million. We received approximately $74.8 million in net proceeds after deducting the underwriting discount and offering expenses. We used proceeds from both these offerings to pay a portion of the cash purchase price of the Storage Deluxe Acquisition. On September 16, 2011, we further amended our sales agreement with Cantor Fitzgerald & Co. (the Sales Agent ) dated April 3, 2009, as amended on January 26, 2011 (as amended, the Sales Agreement ), to increase the number of common shares that the Sales Agent may sell under the Sales Agreement from 15 million to 20 million. During the year ended December 31, 2011, we sold 140,000 shares under the program at an average sales price of $10.75 per share resulting in net proceeds of $1.5 million. We have sold 8.2 million shares with an average sales price of $7.30 per share resulting in net proceeds of $60.1 million since the inception of the program in 2009.

**Business Strategy**

Our business strategy consists of several elements:

• **Maximize cash flow from our facilities** Our operating strategy focuses on maximizing sustainable rents at our facilities while achieving and sustaining occupancy targets. We utilize our operating systems and experienced personnel to manage the balance between rental rates, discounts, and physical occupancy with an objective of maximizing our rental revenue.

• **Acquire facilities within targeted markets** During 2012, we intend to pursue selective acquisitions in markets that we believe have high barriers to entry, strong demographic fundamentals and demand for storage in excess of storage capacity. We believe the self-storage industry will continue to afford us opportunities for growth through acquisitions due to the highly fragmented composition of the industry.

• **Dispose of facilities not in targeted markets** During 2012, we intend to continue to reduce exposure in slower growth, lower barrier-to-entry markets. We intend to use proceeds from these transactions to fund acquisitions within target markets.

- **Grow our third party management business** We intend to pursue additional third party management opportunities in markets where we currently maintain management that can be extended to additional facilities. We intend to leverage our current platform to take advantage of consolidation in the industry. We plan to utilize our relationships with third party owners to help source future acquisitions.

Table of Contents

**Investment and Market Selection Process**

We maintain a disciplined and focused process in the acquisition and development of self-storage facilities. Our investment committee, comprised of our named executive officers and led by Dean Jernigan, our Chief Executive Officer, oversees our investment process. Our investment process involves six stages identification, initial due diligence, economic assessment, investment committee approval (and when required, Board approval), final due diligence, and documentation. Through our investment committee, we intend to focus on the following criteria:

- **Targeted markets** Our targeted markets include areas where we currently maintain management that can be extended to additional facilities, or where we believe that we can acquire a significant number of facilities efficiently and within a short period of time. We evaluate both the broader market and the immediate area, typically five miles around the facility, for their ability to support above-average demographic growth. We seek to increase our presence primarily in areas that we expect will experience growth, including areas within Illinois, Texas, Florida, Georgia, California and the Northeastern and Middle Atlantic areas of the United States and to enter new markets should suitable opportunities arise.

- **Quality of facility** We focus on self-storage facilities that have good visibility and are located near retail centers, which typically provide high traffic corridors and are generally located near residential communities and commercial customers.

- **Growth potential** We target acquisitions that offer growth potential through increased operating efficiencies and, in some cases, through additional leasing efforts, renovations or expansions. In addition to acquiring single facilities, we seek to invest in portfolio acquisitions, including those offering significant potential for increased operating efficiency and the ability to spread our fixed costs across a large base of facilities.

**Segment**

We have one reportable segment: we own, operate, develop, manage and acquire self-storage facilities.

**Concentration**

Our self-storage facilities are located in major metropolitan areas as well as suburban areas and have numerous tenants per facility. No single tenant represented a significant concentration of our 2011 revenues. Our facilities in Florida, California, Texas and Illinois provided approximately 17%, 12%, 10% and 7%, respectively, of our total 2011 revenues. Our facilities in Florida, California, Texas and Illinois provided approximately 18%, 15%, 10% and 7%, respectively, of our total 2010 revenues.

**Seasonality**

We typically experience seasonal fluctuations in occupancy levels at our facilities, with the levels generally slightly higher during the summer months due to increased moving activity.

**Financing Strategy**

Although our organizational documents do not limit the amount of debt that we may incur, we maintain a capital structure that we believe is reasonable and prudent and that will enable us to have ample cash flow to cover debt service and make distributions to our shareholders. As of December 31, 2011, our debt to total capitalization ratio (determined by dividing the carrying value of our total indebtedness by the sum of (a) the market value of the Parent Company s outstanding common shares and units of the Operating Partnership held by third parties and (b) the carrying value of our total indebtedness) was approximately 36.0% compared to approximately 38.5% as of December 31, 2010. Our ratio of debt to the depreciated cost of our real estate assets as of December 31, 2011 was approximately 42.4% compared to approximately 43.1% as of December 31, 2010. We expect to finance additional investments in self-storage facilities through the most attractive available sources of capital at the time of the transaction, in a manner consistent with maintaining a strong financial position and future financial flexibility. These capital sources may include borrowings under the revolving portion of our 2011 Credit Facility and additional secured or unsecured financings, sales of common or preferred shares of the Parent Company in public offerings or private placements, and issuances of common or preferred units in our Operating Partnership in exchange

Table of Contents

for contributed properties or cash and formations of joint ventures.  We also may sell facilities that we no longer view as core assets and reallocate the sales proceeds to fund other acquisitions.

**Competition**

Over the last decade, new self-storage facility development has intensified the competition among self-storage operators in many market areas in which we operate.  Self-storage facilities compete based on a number of factors, including location, rental rates, security, suitability of the facility s design to prospective customers needs and the manner in which the facility is operated and marketed.  In particular, the number of competing self-storage facilities in a particular market could have a material effect on our occupancy levels, rental rates and on the overall operating performance of our facilities.  We believe that the primary competition for potential customers of any of our self-storage facilities comes from other self-storage facilities within a three-mile radius of that facility.  We believe our facilities are well-positioned within their respective markets and we emphasize customer convenience, security and professionalism.

Our key competitors include local and regional operators as well as the other public self-storage REITS, including Public Storage, Sovran Self Storage and Extra Space Storage Inc.  These companies, some of which operate significantly more facilities than we do and have greater resources than we have, and other entities may generally be able to accept more risk than we determine is prudent for us, including risks with respect to the geographic proximity of facility investments and the payment of higher facility acquisition prices.  This competition may generally reduce the number of suitable acquisition opportunities available to us, increase the price required to consummate the acquisition of particular facilities and reduce the demand for self-storage space in areas where our facilities are located.  Nevertheless, we believe that our experience in operating, managing acquiring, developing and obtaining financing for self-storage facilities should enable us to compete effectively.

**Government Regulation**

We are subject to various laws, ordinances and regulations, including regulations relating to lien sale rights and procedures and various federal, state and local environmental regulations that apply generally to the ownership of real property and the operation of self-storage facilities.

Under various federal, state and local laws, ordinances and regulations, an owner or operator of real property may become liable for the costs of removal or remediation of hazardous substances released on or in its property.  These laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the release of such hazardous substances.  The presence of hazardous substances, or the failure to properly remediate such substances, when released, may adversely affect the property owner s ability to sell the real estate or to borrow using the real estate as collateral, and may cause the property owner to incur substantial remediation costs.  In addition to claims for cleanup costs, the presence of hazardous substances on a property could result in a claim by a private party for personal injury or a claim by an adjacent property owner or user for property damage.  We may also become liable for the costs of removal or remediation of hazardous substances stored at the facilities by a customer even though storage of hazardous substances would be without our knowledge or approval and in violation of the customer s storage lease agreement with us.

Our practice is to conduct or obtain environmental assessments in connection with the acquisition or development of facilities. Whenever the environmental assessment for one of our facilities indicates that a facility is impacted by soil or groundwater contamination from prior owners/operators or other sources, we work with our environmental consultants and, where appropriate, state governmental agencies, to ensure

that the facility is either cleaned up, that no cleanup is necessary because the low level of contamination poses no significant risk to public health or the environment, or that the responsibility for cleanup rests with a third party.  In certain cases, the Company has purchased environmental liability insurance coverage to indemnify the Company against claims for contamination or other adverse environmental conditions that may affect a property.

We are not aware of any environmental cleanup liability that we believe will have a material adverse effect on us.  We cannot assure you, however, that these environmental assessments and investigations have revealed or will reveal all potential environmental liabilities, that no prior owner created any material environmental condition not known to us or the independent consultant or that future events or changes in environmental laws will not result in the imposition of environmental liability on us.

Table of Contents

We have not received notice from any governmental authority of any material noncompliance, claim or liability in connection with any of our facilities, nor have we been notified of a claim for personal injury or property damage by a private party in connection with any of our facilities relating to environmental conditions.

We are not aware of any environmental condition with respect to any of our facilities that could reasonably be expected to have a material adverse effect on our financial condition or results of operations, and we do not expect that the cost of compliance with environmental regulations will have a material adverse effect on our financial condition or results of operations. We cannot assure you, however, that this will continue to be the case.

**Insurance**

We carry comprehensive liability, fire, extended coverage and rental loss insurance covering all of the facilities in our portfolio. We carry environmental insurance coverage on certain properties in our portfolio. We believe the policy specifications and insured limits are appropriate and adequate given the relative risk of loss, the cost of the coverage and industry practice. We do not carry insurance for losses such as loss from riots, war or acts of God, and, in some cases, environmental hazards, because such coverage is not available or is not available at commercially reasonable rates. Some of our policies, such as those covering losses due to terrorist activities, hurricanes, floods and earthquakes, are insured subject to limitations involving large deductibles or co-payments and policy limits that may not be sufficient to cover losses. We also carry liability insurance to insure against personal injuries that might be sustained on our properties and director and officer liability insurance.

**Offices**

Our principal executive office is located at 460 E. Swedesford Road, Suite 3000, Wayne, PA 19087. Our telephone number is (610) 293-5700. We believe that our current facilities are adequate for our present and future operations.

**Employees**

As of December 31, 2011, we employed 1,276 employees, of whom 193 were corporate executive and administrative personnel and 1,083 were property level personnel. We believe that our relations with our employees are good. Our employees are not unionized.

**Available Information**

We file registration statements, proxy statements, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports, with the SEC. You may obtain copies of these documents by visiting the SEC s Public Reference Room at 100

F Street, N.E., Washington, D.C. 20549, by calling the SEC at 1-800-SEC-0330 or by accessing the SEC s website at www.sec.gov. Our internet website address is www.cubesmart.com. You also can obtain on our website, free of charge, a copy of our annual report on Form 10-K, the Operating Partnership s registration statement on Form 10, our quarterly reports on Form 10-Q, our current reports on Form 8-K, and any amendments to those reports, as soon as reasonably practicable after we electronically file such reports or amendments with, or furnish them to, the SEC. Our internet website and the information contained therein or connected thereto are not intended to be incorporated by reference into this Annual Report on Form 10-K.

Also available on our website, free of charge, are copies of our Code of Business Conduct and Ethics, our Corporate Governance Guidelines, and the charters for each of the committees of our Board of Trustees the Audit Committee, the Corporate Governance and Nominating Committee, and the Compensation Committee. Copies of each of these documents are also available in print free of charge, upon request by any shareholder. You can obtain copies of these documents by contacting Investor Relations by mail at 460 E. Swedesford Road, Suite 3000, Wayne, PA 19087.

## ITEM 1A. *RISK FACTORS*

### Overview

Investors should carefully consider, among other factors, the risks set forth below. These risks are not the only ones that we may face. Additional risks not presently known to us or that we currently consider immaterial may also impair our business operations and hinder our ability to make expected distributions to our shareholders.

Table of Contents

**Risks Related to our Business and Operations**

***Adverse macroeconomic and business conditions may significantly and negatively affect our revenues, profitability and results of operations.***

The United States recently experienced an economic slowdown that has resulted in higher unemployment, shrinking demand for products, large-scale business failures and tight credit markets.  Our results of operations may be sensitive to changes in overall economic conditions that impact consumer spending, including discretionary spending, as well as to increased bad debts due to recessionary pressures.  A continuation of, or slow recovery from, ongoing adverse economic conditions affecting disposable consumer income, such as employment levels, business conditions, interest rates, tax rates, fuel and energy costs, and other matters could reduce consumer spending or cause consumers to shift their spending to other products and services.  A general reduction in the level of discretionary spending or shifts in consumer discretionary spending could adversely affect our growth and profitability.

It is difficult to determine the breadth and duration of the economic and financial market problems and the many ways in which they may affect our customers and our business in general.  Nonetheless, continuation or further worsening of these difficult financial and macroeconomic conditions could have a significant adverse effect on our sales, profitability and results of operations.

***Many states and local jurisdictions are facing severe budgetary problems which may have an adverse impact on our business and financial results.***

Many states and jurisdictions are facing severe budgetary problems.  Action that may be taken in response to these problems, such as increases in property taxes on commercial properties, changes to sales taxes or other governmental efforts, including mandating medical insurance for employees, could adversely impact our business and results of operations.

***Our financial performance is dependent upon the economic and other conditions of the markets in which our facilities are located.***

We are susceptible to adverse developments in the markets in which we operate, such as business layoffs or downsizing, industry slowdowns, relocations of businesses, changing demographics and other factors.  Our facilities in Florida, California, Texas, New York,  Tennessee, Illinois, and Ohio accounted for approximately 16%, 13%, 11%, 7%, 7%, 7% and 6%, respectively, of our total rentable square feet as of December 31, 2011.  As a result of this geographic concentration of our facilities, we are particularly susceptible to adverse market conditions in these areas. Any adverse economic or real estate developments in these markets, or in any of the other markets in which we operate, or any decrease in demand for self-storage space resulting from the local business climate could adversely affect our rental revenues, which could impair our ability to satisfy our debt service obligations and pay distributions to our shareholders.

***We face risks associated with facility acquisitions.***

We intend to continue to acquire individual and portfolios of self-storage facilities that would increase our size and may potentially alter our capital structure. Although we believe that the acquisitions that we expect to undertake in the future will enhance our future financial performance, the success of such transactions is subject to a number of factors, including the risks that:

- we may not be able to obtain financing for acquisitions on favorable terms;

- acquisitions may fail to perform as expected;

- the actual costs of repositioning or redeveloping acquired facilities may be higher than our estimates;

- acquisitions may be located in new markets where we may have limited knowledge and understanding of the local economy, an absence of business relationships in the area or an unfamiliarity with local governmental and permitting procedures;

- there is only limited recourse, or no recourse, to the former owners of newly acquired facilities for unknown or undisclosed liabilities such as the clean-up of undisclosed environmental contamination; claims by tenants, vendors

Table of Contents

or other persons arising on account of actions or omissions of the former owners of the facilities; ordinary course of business expenses; and claims by local governments, adjoining property owners, property owner associations, and easement holders for fees, assessments, taxes on other property-related changes.

As a result, if a liability were asserted against us based upon ownership of an acquired facility, we might be required to pay significant sums to settle it, which could adversely affect our financial results and cash flow.

***We will incur costs and will face integration challenges when we acquire additional facilities.***

As we acquire or develop additional self-storage facilities, we will be subject to risks associated with integrating and managing new facilities, including customer retention and mortgage default risks. In the case of a large portfolio purchase, we could experience strains in our existing management information capacity. In addition, acquisitions or developments may cause disruptions in our operations and divert management s attention away from day-to-day operations. Furthermore, our profitability may suffer because we will be required to expense acquisition-related costs and amortize in future periods costs for acquired goodwill and other intangible assets. Our failure to successfully integrate any future facilities into our portfolio could have an adverse effect on our operating costs and our ability to make distributions to our shareholders.

***The acquisition of new facilities that lack operating history with us will make it more difficult to predict revenue potential.***

We intend to continue to acquire additional facilities. These acquisitions could fail to perform in accordance with expectations. If we fail to accurately estimate occupancy levels, rental rates, operating costs or costs of improvements to bring an acquired facility up to the standards established for our intended market position, the performance of the facility may be below expectations. Acquired facilities may have characteristics or deficiencies affecting their valuation or revenue potential that we have not yet discovered. We cannot assure you that the performance of facilities acquired by us will increase or be maintained under our management.

***We depend on external sources of capital that are outside of our control; the unavailability of capital from external sources could adversely affect our ability to acquire or develop facilities, satisfy our debt obligations and/or make distributions to shareholders.***

We depend on external sources of capital to fund acquisitions and facility development, to satisfy our debt obligations and to make the required distributions to our shareholders in order to maintain our status as a REIT, which may or may not be available on favorable terms, if at all. Our access to external sources of capital depends on a number of things, including the market s perception of our growth potential and our current and potential future earnings and our ability to continue to qualify as a REIT for federal income tax purposes. If we are unable to obtain external sources of capital, we may not be able to acquire or develop facilities when strategic opportunities exist, satisfy our debt obligations or make distributions to shareholders that would permit us to qualify as a REIT or avoid paying tax on our REIT taxable income.

***Rising operating expenses could reduce our cash flow and funds available for future distributions.***

Our facilities and any other facilities we acquire or develop in the future are and will be subject to operating risks common to real estate in general, any or all of which may negatively affect us.  Our facilities are subject to increases in operating expenses such as real estate and other taxes, personnel costs including the cost of providing specific medical coverage to our employees, utilities, insurance, administrative expenses and costs for repairs and maintenance.  If operating expenses increase without a corresponding increase in revenues, our profitability could diminish and limit our ability to make distributions to our shareholders.

***We cannot assure you of our ability to pay dividends in the future.***

Historically, we have paid quarterly distributions to our shareholders, and we intend to continue to pay quarterly dividends and to make distributions to our shareholders in amounts such that all or substantially all of our taxable income in each year, subject to certain adjustments, is distributed.  This, along with other factors, should enable us to continue to qualify for the tax benefits accorded to a REIT under the Internal Revenue Code.  We have not established a minimum dividends payment level and all future distributions will be made at the discretion of our Board of Trustees.  Our ability to pay dividends will depend upon, among other factors:

- the operational and financial performance of our facilities;

Table of Contents

- capital expenditures with respect to existing and newly acquired facilities;
- general and administrative costs associated with our operation as a publicly-held REIT;
- maintenance of our REIT status;
- the amount of, and the interest rates on, our debt;
- the absence of significant expenditures relating to environmental and other regulatory matters; and
- other risk factors described in this Annual Report on Form 10-K.

Certain of these matters are beyond our control and any significant difference between our expectations and actual results could have a material adverse effect on our cash flow and our ability to make distributions to shareholders.

***If we are unable to promptly re-let our cubes or if the rates upon such re-letting are significantly lower than expected, then our business and results of operations would be adversely affected***.

We derive revenues principally from rents received from customers who rent cubes at our self-storage facilities under month-to-month leases. Any delay in re-letting cubes as vacancies arise would reduce our revenues and harm our operating results. In addition, lower than expected rental rates upon re-letting could adversely affect our revenues and impede our growth.

***Property ownership through joint ventures may limit our ability to act exclusively in our interest.***

We have in the past, and may continue to, co-invest with third parties through joint ventures. In any such joint venture, we may not be in a position to exercise sole decision-making authority regarding the facilities owned through joint ventures. Investments in joint ventures may, under certain circumstances, involve risks not present when a third party is not involved, including the possibility that joint venture partners might become bankrupt or fail to fund their share of required capital contributions. Joint venture partners may have business interests or goals that are inconsistent with our business interests or goals and may be in a position to take actions contrary to our policies or objectives. Such investments also have the potential risk of impasse on strategic decisions, such as a sale, in cases where neither we nor the joint venture partner would have full control over the joint venture. In other circumstances, joint venture partners may have the ability without our agreement to make

certain major decisions, including decisions about sales, capital expenditures and/or financing. Any disputes that may arise between us and our joint venture partners could result in litigation or arbitration that could increase our expenses and distract our officers and/or Trustees from focusing their time and effort on our business. In addition, we might in certain circumstances be liable for the actions of our joint venture partners, and the activities of a joint venture could adversely affect our ability to qualify as a REIT, even though we do not control the joint venture.

***We face risks and significant competition associated with actions taken by our competitors.***

Actions by our competitors may decrease or prevent increases of the occupancy and rental rates of our properties. We compete with numerous developers, owners and operators of self-storage, including other REITs, some of which own or may in the future own properties similar to ours in the same submarkets in which our properties are located and some of which may have greater capital resources. In addition, due to the relatively low cost of each individual self-storage facility, other developers, owners and operators have the capability to build additional facilities that may compete with our facilities.

If our competitors build new facilities that compete with our facilities or offer space at rental rates below current market rates or below the rental rates we currently charge our tenants, we may lose potential tenants, and we may be pressured to reduce our rental rates below those we currently charge in order to retain tenants when our tenants leases expire. As a result, our financial condition, cash flow, cash available for distribution, market price of our stock and ability to satisfy our debt service obligations could be materially adversely affected. In addition, increased competition for customers may require us to make capital improvements to facilities that we would not have otherwise made. Any unbudgeted capital improvements we undertake may reduce cash available for distributions to our shareholders.

Table of Contents

We also face significant competition for acquisitions and development opportunities. Some of our competitors have greater financial resources than we do and a greater ability to borrow funds to acquire facilities. These competitors may also be willing to accept more risk than we can prudently manage, including risks with respect to the geographic proximity of investments and the payment of higher facility acquisition prices. This competition for investments may reduce the number of suitable investment opportunities available to us, may increase acquisition costs and may reduce demand for self-storage space in certain areas where our facilities are located and, as a result, adversely affect our operating results.

***We may become subject to litigation or threatened litigation which may divert management s time and attention, require us to pay damages and expenses or restrict the operation of our business.***

We may become subject to disputes with commercial parties with whom we maintain relationships or other parties with whom we do business. Any such dispute could result in litigation between us and the other parties. Whether or not any dispute actually proceeds to litigation, we may be required to devote significant management time and attention to its successful resolution (through litigation, settlement or otherwise), which would detract from our management s ability to focus on our business. Any such resolution could involve the payment of damages or expenses by us, which may be significant. In addition, any such resolution could involve our agreement with terms that restrict the operation of our business.

One type of commercial dispute could involve our use of our brand name and other intellectual property (for example, logos, signage and other marks), for which we generally have common law rights but no federal trademark registration. There are other commercial parties, at both a local and national level, that may assert that our use of our brand names and other intellectual property conflict with their rights to use brand names and other intellectual property that they consider to be similar to ours. Any such commercial dispute and related resolution would involve all of the risks described above, including, in particular, our agreement to restrict the use of our brand name or other intellectual property.

We also could be sued for personal injuries and/or property damage occurring on our properties. We maintain liability insurance with limits that we believe adequate to provide for the defense and/or payment of any damages arising from such lawsuits. There can be no assurance that such coverage will cover all costs and expenses from such suits.

***Potential losses may not be covered by insurance, which could result in the loss of our investment in a facility and the future cash flows from the facility.***

We carry comprehensive liability, fire, extended coverage and rental loss insurance covering all of the facilities in our portfolio. We believe the policy specifications and insured limits are appropriate and adequate given the relative risk of loss, the cost of the coverage and industry practice. We do not carry insurance for losses such as loss from riots, war or acts of God, and, in some cases, flooding and environmental hazards, because such coverage is not available or is not available at commercially reasonable rates. Some of our policies, such as those covering losses due to terrorism, hurricanes, floods and earthquakes, are insured subject to limitations involving large deductibles or co-payments and policy limits that may not be sufficient to cover losses. If we experience a loss at a facility that is uninsured or that exceeds policy limits, we could lose the capital invested in that facility as well as the anticipated future cash flows from that facility. Inflation, changes in building codes and ordinances, environmental considerations, and other factors also might make it impractical or undesirable to use insurance proceeds to replace a facility after it has been damaged or destroyed. In addition, if the damaged facilities are subject to recourse indebtedness, we would continue to be liable for the indebtedness, even if these facilities were irreparably damaged.

***Our insurance coverage may not comply fully with certain loan requirements.***

Certain of our properties serve as collateral for our mortgage-backed debt, some of which was assumed in connection with our acquisition of facilities and requires us to maintain insurance at levels and on terms that are not commercially reasonable in the current insurance environment. We may be unable to obtain required insurance coverage if the cost and/or availability make it impractical or impossible to comply with debt covenants. If we cannot comply with a lender s requirements in any respect, the lender could declare a default that could affect our ability to obtain future financing and could have a material adverse effect on our results of operations and cash flows and our ability to obtain future financing. In addition, we may be required to self-insure against certain losses or our insurance costs may increase.

Table of Contents

***Potential liability for environmental contamination could result in substantial costs.***

We are subject to federal, state and local environmental regulations that apply generally to the ownership of real property and the operation of self-storage facilities. If we fail to comply with those laws, we could be subject to significant fines or other governmental sanctions.

Under various federal, state and local laws, ordinances and regulations, an owner or operator of real estate may be required to investigate and clean up hazardous or toxic substances or petroleum product releases at a facility and may be held liable to a governmental entity or to third parties for property damage and for investigation and clean up costs incurred by such parties in connection with contamination. Such liability may be imposed whether or not the owner or operator knew of, or was responsible for, the presence of these hazardous or toxic substances. The cost of investigation, remediation or removal of such substances may be substantial, and the presence of such substances, or the failure to properly remediate such substances, may adversely affect our ability to sell or rent such facility or to borrow using such facility as collateral. In addition, in connection with the ownership, operation and management of real properties, we are potentially liable for property damage or injuries to persons and property.

Our practice is to conduct or obtain environmental assessments in connection with the acquisition or development of additional facilities. We carry environmental insurance coverage on certain properties in our portfolio. We obtain or examine environmental assessments from qualified and reputable environmental consulting firms (and intend to conduct such assessments prior to the acquisition or development of additional facilities). The environmental assessments received to date have not revealed, nor do we have actual knowledge of, any environmental liability that we believe will have a material adverse effect on us. However, we cannot assure you that any environmental assessments performed have identified or will identify all material environmental conditions, that any prior owner of any facility did not create a material environmental condition not actually known to us or that a material environmental condition does not otherwise exist with respect to any of our facilities.

***Americans with Disabilities Act and applicable state accessibility act compliance may require unanticipated expenditures.***

Under the Americans with Disabilities Act of 1990 and applicable state accessibility act laws (collectively, the ADA ), all places of public accommodation are required to meet federal requirements related to physical access and use by disabled persons. A number of other federal, state and local laws may also impose access and other similar requirements at our facilities. A failure to comply with the ADA or similar state or local requirements could result in the governmental imposition of fines or the award of damages to private litigants affected by the noncompliance. Although we believe that our facilities comply in all material respects with these requirements (or would be eligible for applicable exemptions from material requirements because of adaptive assistance provided), a determination that one or more of our facilities is not in compliance with the ADA or similar state or local requirements would result in the incurrence of additional costs associated with bringing the facilities into compliance. If we are required to make substantial modifications to comply with the ADA or similar state or local requirements, we may be required to incur significant unanticipated expenditures, which could have an adverse effect on our operating costs and our ability to make distributions to our shareholders.

***Privacy concerns could result in regulatory changes that may harm our business.***

Personal privacy has become a significant issue in the jurisdictions in which we operate. Many jurisdictions in which we operate have imposed restrictions and requirements on the use of personal information by those collecting such information. Changes to law or regulations affecting

privacy, if applicable to our business, could impose additional costs and liability on us and could limit our use and disclosure of such information.

***We face system security risks as we depend upon automated processes and the Internet.***

We are increasingly dependent upon automated information technology processes. While we attempt to mitigate this risk through offsite backup procedures and contracted data centers that include, in some cases, redundant operations, we could still be severely impacted by a catastrophic occurrence, such as a natural disaster or a terrorist attack. In addition, an increasing portion of our business operations are conducted over the Internet, increasing the risk of viruses that could cause system failures and disruptions of operations despite our deployment of anti-virus measures. Experienced computer programmers may be able to penetrate our network security and misappropriate our confidential information, create system disruptions or cause shutdowns.

Table of Contents

***Terrorist attacks and other acts of violence or war may adversely impact our performance and may affect the markets on which our securities are traded.***

Terrorist attacks against our facilities, the United States or our interests, may negatively impact our operations and the value of our securities. Attacks or armed conflicts could negatively impact the demand for self-storage facilities and increase the cost of insurance coverage for our facilities, which could reduce our profitability and cash flow. Furthermore, any terrorist attacks or armed conflicts could result in increased volatility in or damage to the United States and worldwide financial markets and economy.

**Risks Related to the Real Estate Industry**

***Our performance and the value of our self-storage facilities are subject to risks associated with our properties and with the real estate industry.***

Our rental revenues and operating costs and the value of our real estate assets, and consequently the value of our securities, are subject to the risk that if our facilities do not generate revenues sufficient to meet our operating expenses, including debt service and capital expenditures, our cash flow and ability to pay distributions to our shareholders will be adversely affected. Events or conditions beyond our control that may adversely affect our operations or the value of our facilities include but are not limited to:

- downturns in the national, regional and local economic climate;
- local or regional oversupply, increased competition or reduction in demand for self-storage space;
- vacancies or changes in market rents for self-storage space;
- inability to collect rent from customers;
- increased operating costs, including maintenance, insurance premiums and real estate taxes;
- changes in interest rates and availability of financing;

- hurricanes, earthquakes and other natural disasters, civil disturbances, terrorist acts or acts of war that may result in uninsured or underinsured losses;

- significant expenditures associated with acquisitions and development projects, such as debt service payments, real estate taxes, insurance and maintenance costs which are generally not reduced when circumstances cause a reduction in revenues from a property;

- costs of complying with changes in laws and governmental regulations, including those governing usage, zoning, the environment and taxes; and

- the relative illiquidity of real estate investments.

In addition, prolonged periods of economic slowdown or recession, rising interest rates or declining demand for self-storage, or the public perception that any of these events may occur, could result in a general decline in rental revenues, which could impair our ability to satisfy our debt service obligations and to make distributions to our shareholders.

***Rental revenues are significantly influenced by demand for self-storage space generally, and a decrease in such demand would likely have a greater adverse effect on our rental revenues than if we owned a more diversified real estate portfolio.***

Because our portfolio of facilities consists primarily of self-storage facilities, we are subject to risks inherent in investments in a single industry. A decrease in the demand for self-storage space would have a greater adverse effect on our rental revenues than if we owned a more diversified real estate portfolio. Demand for self-storage space has been and could be adversely affected by ongoing weakness in the national, regional and local economies, changes in supply of, or demand for, similar or competing self-storage facilities in an area and the excess amount of self-storage space in a particular market. To

Table of Contents

the extent that any of these conditions occur, they are likely to affect market rents for self-storage space, which could cause a decrease in our rental revenue. Any such decrease could impair our ability to satisfy debt service obligations and make distributions to our shareholders.

***Because real estate is illiquid, we may not be able to sell properties when appropriate.***

Real estate property investments generally cannot be sold quickly. Also, the tax laws applicable to REITs require that we hold our facilities for investment, rather than sale in the ordinary course of business, which may cause us to forgo or defer sales of facilities that otherwise would be in our best interest. Therefore, we may not be able to dispose of facilities promptly, or on favorable terms, in response to economic or other market conditions, which may adversely affect our financial position.

**Risks Related to our Qualification and Operation as a REIT**

***Failure to qualify as a REIT would subject us to U.S. federal income tax which would reduce the cash available for distribution to our shareholders.***

We operate our business to qualify to be taxed as a REIT for federal income tax purposes. We have not requested and do not plan to request a ruling from the IRS that we qualify as a REIT, and the statements in this Annual Report on Form 10-K are not binding on the IRS or any court. As a REIT, we generally will not be subject to federal income tax on the income that we distribute currently to our shareholders. Many of the REIT requirements, however, are highly technical and complex. The determination that we are a REIT requires an analysis of various factual matters and circumstances that may not be totally within our control. For example, to qualify as a REIT, at least 95% of our gross income must come from specific passive sources, such as rent, that are itemized in the REIT tax laws. In addition, to qualify as a REIT, we cannot own specified amounts of debt and equity securities of some issuers. We also are required to distribute to our shareholders with respect to each year at least 90% of our REIT taxable income, excluding net capital gains. The fact that we hold substantially all of our assets through the Operating Partnership and its subsidiaries further complicates the application of the REIT requirements for us. Even a technical or inadvertent mistake could jeopardize our REIT status and, given the highly complex nature of the rules governing REITs and the ongoing importance of factual determinations, we cannot provide any assurance that we will continue to qualify as a REIT. Furthermore, Congress and the IRS might make changes to the tax laws and regulations, and the courts might issue new rulings, that make it more difficult, or impossible, for us to remain qualified as a REIT. If we fail to qualify as a REIT for federal income tax purposes and are able to avail ourselves of one or more of the statutory savings provisions in order to maintain our REIT status, we would nevertheless be required to pay penalty taxes of $50,000 or more for each such failure.

If we fail to qualify as a REIT for federal income tax purposes, and are unable to avail ourselves of certain savings provisions set forth in the Internal Revenue Code, we would be subject to federal income tax at regular corporate rates on all of our income. As a taxable corporation, we would not be allowed to take a deduction for distributions to shareholders in computing our taxable income or pass through long term capital gains to individual shareholders at favorable rates. We also could be subject to the federal alternative minimum tax and possibly increased state and local taxes. We would not be able to elect to be taxed as a REIT for four years following the year we first failed to qualify unless the IRS were to grant us relief under certain statutory provisions. If we failed to qualify as a REIT, we would have to pay significant income taxes, which would reduce our net earnings available for investment or distribution to our shareholders. This likely would have a significant adverse effect on our earnings and likely would adversely affect the value of our securities. In addition, we would no longer be required to pay any distributions to shareholders.

***Failure of the Operating Partnership (or a subsidiary partnership) to be treated as a partnership would have serious adverse consequences to our shareholders.***

If the IRS were to successfully challenge the tax status of the Operating Partnership or any of its subsidiary partnerships for federal income tax purposes, the Operating Partnership or the affected subsidiary partnership would be taxable as a corporation. In such event we would cease to qualify as a REIT and the imposition of a corporate tax on the Operating Partnership or a subsidiary partnership would reduce the amount of cash available for distribution from the Operating Partnership to us and ultimately to our shareholders.

Table of Contents

***To maintain our REIT status, we may be forced to borrow funds on a short term basis during unfavorable market conditions.***

As a REIT, we are subject to certain distribution requirements, including the requirement to distribute 90% of our REIT taxable income, that may result in our having to make distributions at a disadvantageous time or to borrow funds at unfavorable rates. Compliance with this requirement may hinder our ability to operate solely on the basis of maximizing profits.

***We will pay some taxes even if we qualify as a REIT, which will reduce the cash available for distribution to our shareholders.***

Even if we qualify as a REIT for federal income tax purposes, we will be required to pay certain federal, state and local taxes on our income and property. For example, we will be subject to income tax to the extent we distribute less than 100% of our REIT taxable income, including capital gains. Additionally, we will be subject to a 4% nondeductible excise tax on the amount, if any, by which dividends paid by us in any calendar year are less than the sum of 85% of our ordinary income, 95% of our capital gain net income and 100% of our undistributed income from prior years. Moreover, if we have net income from prohibited transactions, that income will be subject to a 100% penalty tax. In general, prohibited transactions are sales or other dispositions of property held primarily for sale to customers in the ordinary course of business. The determination as to whether a particular sale is a prohibited transaction depends on the facts and circumstances related to that sale. We cannot guarantee that sales of our properties would not be prohibited transactions unless we comply with certain statutory safe-harbor provisions.

In addition, any net taxable income earned directly by our taxable REIT subsidiaries, or through entities that are disregarded for federal income tax purposes as entities separate from our taxable REIT subsidiaries, will be subject to federal and possibly state corporate income tax. We have elected to treat some of our subsidiaries as taxable REIT subsidiaries, and we may elect to treat other subsidiaries as taxable REIT subsidiaries in the future. In this regard, several provisions of the laws applicable to REITs and their subsidiaries ensure that a taxable REIT subsidiary will be subject to an appropriate level of federal income taxation. For example, a taxable REIT subsidiary is limited in its ability to deduct certain interest payments made to an affiliated REIT. In addition, the REIT has to pay a 100% penalty tax on some payments that it receives or on some deductions taken by a taxable REIT subsidiary if the economic arrangements between the REIT, the REIT s customers, and the taxable REIT subsidiary are not comparable to similar arrangements between unrelated parties. Finally, some state and local jurisdictions may tax some of our income even though as a REIT we are not subject to federal income tax on that income because not all states and localities follow the federal income tax treatment of REITs. To the extent that we and our affiliates are required to pay federal, state and local taxes, we will have less cash available for distributions to our shareholders.

***We face possible federal, state and local tax audits.***

Because we are organized and qualify as a REIT, we are generally not subject to federal income taxes, but are subject to certain state and local taxes. Certain entities through which we own real estate either have undergone, or are currently undergoing, tax audits. Although we believe that we have substantial arguments in favor of our positions in the ongoing audits, in some instances there is no controlling precedent or interpretive guidance on the specific point at issue. Collectively, tax deficiency notices received to date from the jurisdictions conducting the ongoing audits have not been material. However, there can be no assurance that future audits will not occur with increased frequency or that the ultimate result of such audits will not have a material adverse effect on our results of operations.

**Risks Related to our Debt Financings**

***We face risks related to current debt maturities, including refinancing risk.***

Certain of our mortgages, bank loans, and unsecured debt will have significant outstanding balances on their maturity dates, commonly known as balloon payments. We may not have the cash resources available to repay those amounts, and we may have to raise funds for such repayment either through the issuance of capital stock, additional borrowings (which may include extension of maturity dates), joint ventures or asset sales. There can be no assurance that we will be able to refinance the debt on favorable terms or at all. To the extent we cannot refinance debt on favorable terms or at all, we may be forced to dispose of properties on disadvantageous terms or pay higher interest rates, either of which would have an adverse impact on our financial performance and ability to pay dividends to investors

Table of Contents

***As a result of our interest rate hedges, swap agreements and other, similar arrangements, we face counterparty risks.***

We may be exposed to the potential risk of counterparty default or non-payment with respect to interest rate hedges, swap agreements, floors, caps and other interest rate hedging contracts that we may enter into from time to time, in which event we could suffer a material loss on the value of those agreements. Although these agreements may lessen the impact of rising interest rates on us, they also expose us to the risk that other parties to the agreements will not perform or that we cannot enforce the agreements. There is no assurance that our potential counterparties on these agreements are likely to perform their obligations under such agreements.

***Financing our future growth plan or refinancing existing debt maturities could be impacted by negative capital market conditions.***

Recently, domestic financial markets have experienced extreme volatility and uncertainty. Overall liquidity has tightened in the domestic financial markets, including the investment grade debt and equity capital markets for which we historically sought financing. Consequently, there is greater uncertainty regarding our ability to access the credit markets in order to attract financing on reasonable terms nor can there be any assurance we can issue common or preferred equity securities at a reasonable price. Our ability to finance new acquisitions and refinance future debt maturities could be adversely impacted by our inability to secure permanent financing on reasonable terms, if at all.

***The terms and covenants relating to our indebtedness could adversely impact our economic performance.***

Like other real estate companies that incur debt, we are subject to risks associated with debt financing, such as the insufficiency of cash flow to meet required debt service payment obligations and the inability to refinance existing indebtedness. If our debt cannot be paid, refinanced or extended at maturity, we may not be able to make distributions to shareholders at expected levels or at all and may not be able to acquire new properties. Failure to make distributions to our shareholders could result in our failure to qualify as a REIT for federal income tax purposes. Furthermore, an increase in our interest expense could adversely affect our cash flow and ability to make distributions to shareholders. If we do not meet our debt service obligations, any facilities securing such indebtedness could be foreclosed on, which would have a material adverse effect on our cash flow and ability to make distributions and, depending on the number of facilities foreclosed on, could threaten our continued viability.

Our 2011 Credit Facility contains (and any new or amended facility we may enter into from time to time will likely contain) customary affirmative and negative covenants, including financial covenants that, among other things, require us to comply with certain liquidity and net worth tests. Our ability to borrow under the 2011 Credit Facility is (and any new or amended facility we may enter into from time to time will be) subject to compliance with such financial and other covenants. In the event that we fail to satisfy these covenants, we would be in default under the 2011 Credit Facility and may be required to repay such debt with capital from other sources. Under such circumstances, other sources of debt or equity capital may not be available to us, or may be available only on unattractive terms. Moreover, the presence of such covenants in our credit agreements could cause us to operate our business with a view toward compliance with such covenants, which might not produce optimal returns for shareholders.

Increases in interest rates on variable rate indebtedness would increase our interest expense, which could adversely affect our cash flow and ability to make distributions to shareholders. Rising interest rates could also restrict our ability to refinance existing debt when it matures. In addition, an increase in interest rates could decrease the amounts that third parties are willing to pay for our assets, thereby limiting our ability to

alter our portfolio promptly in relation to economic or other conditions.

***Our organizational documents contain no limitation on the amount of debt we may incur.  As a result, we may become highly leveraged in the future.***

Our organizational documents contain no limitations on the amount of indebtedness that we or our Operating Partnership may incur.  We could alter the balance between our total outstanding indebtedness and the value of our assets at any time.  If we become more highly leveraged, then the resulting increase in debt service could adversely affect our ability to make payments on our outstanding indebtedness and to pay our anticipated distributions and/or the distributions required to maintain our REIT status, and could harm our financial condition.

Table of Contents

**Risks Related to our Organization and Structure**

***We are dependent upon our senior management team whose continued service is not guaranteed.***

Our executive team, including our named executive officers, have extensive self-storage, real estate and public company experience. Although we have employment agreements with these members of our senior management team, we cannot provide any assurance that any of them will remain in our employment. The loss of services of one or more members of our senior management team could adversely affect our operations and our future growth.

***We are dependent upon our on-site personnel to maximize customer satisfaction; any difficulties we encounter in hiring, training and retaining skilled field personnel may adversely affect our rental revenues.***

As of December 31, 2011, we had 1,083 field personnel involved in the management and operation of our facilities. The customer service, marketing skills and knowledge of local market demand and competitive dynamics of our facility managers are contributing factors to our ability to maximize our rental income and to achieve the highest sustainable rent levels at each of our facilities. We compete with various other companies in attracting and retaining qualified and skilled personnel. Competitive pressures may require that we enhance our pay and benefits package to compete effectively for such personnel. If there is an increase in these costs or if we fail to attract and retain qualified and skilled personnel, our business and operating results could be harmed.

***Certain provisions of Maryland law could inhibit changes in control, which may discourage third parties from conducting a tender offer or seeking other change of control transactions that could involve a premium price for our shares or otherwise benefit our shareholders.***

Certain provisions of Maryland law may have the effect of inhibiting a third party from making a proposal to acquire us or of impeding a change of control under circumstances that otherwise could provide the holders of our common shares with the opportunity to realize a premium over the then-prevailing market price of those shares, including:

- business combination moratorium/fair price provisions that, subject to limitations, prohibit certain business combinations between us and an interested shareholder (defined generally as any person who beneficially owns 10% or more of the voting power of our shares or an affiliate thereof) for five years after the most recent date on which the shareholder becomes an interested shareholder, and thereafter imposes stringent fair price and super-majority shareholder voting requirements on these combinations; and

- control share provisions that provide that control shares of our company (defined as shares which, when aggregated with other shares controlled by the shareholder, entitle the shareholder to exercise one of three increasing ranges of voting power in electing Trustees) acquired in a control share acquisition (defined as the direct or indirect acquisition of ownership or control of control shares from a party other than the issuer) have no voting rights except to the extent approved by our shareholders by the affirmative vote of at least two thirds of all the votes entitled to be cast on the matter, excluding all interested shares, and are subject to redemption in certain circumstances.

We have opted out of these provisions of Maryland law. However, our Board of Trustees may opt to make these provisions applicable to us at any time without shareholder approval.

Our Trustees also have the discretion, granted in our bylaws and Maryland law, without shareholder approval to, among other things (1) create a staggered Board of Trustees, and (2) amend our bylaws or repeal individual bylaws in a manner that provides the Board of Trustees with greater authority. Any such action could inhibit or impede a third party from making a proposal to acquire us at a price that could be beneficial to our shareholders.

***Our shareholders have limited control to prevent us from making any changes to our investment and financing policies.***

Our Board of Trustees has adopted policies with respect to certain activities. These policies may be amended or revised from time to time at the discretion of our Board of Trustees without a vote of our shareholders. This means that our shareholders have limited control over changes in our policies. Such changes in our policies intended to improve, expand or diversify our business may not have the anticipated effects and consequently may adversely affect our business and prospects, results of operations and share price.

Table of Contents

***Our rights and the rights of our shareholders to take action against our Trustees and officers are limited.***

Maryland law provides that a trustee or officer has no liability in that capacity if he or she performs his or her duties in good faith, in a manner he or she reasonably believes to be in our best interests and with the care that an ordinarily prudent person in a like position would use under similar circumstances. Our declaration of trust and bylaws require us to indemnify our Trustees and officers for actions taken on behalf of the Company by them in those capacities to the extent permitted by Maryland law. Accordingly, in the event that actions taken in good faith by any Trustee or officer impede our performance, our shareholders ability to recover damages from that Trustee or officer will be limited.

***Our declaration of trust permits our Board of Trustees to issue preferred shares with terms that may discourage third parties from conducting a tender offer or seeking other change of control transactions that could involve a premium price for our shares or otherwise benefit our shareholders.***

Our declaration of trust permits our Board of Trustees to issue up to 40,000,000 preferred shares, of which 3,100,000 shares have already been issued, having those preferences, conversion or other rights, voting powers, restrictions, limitations as to distributions, qualifications, or terms or conditions of redemption as determined by our Board. In addition, our Board may reclassify any unissued common shares into one or more classes or series of preferred shares. Thus, our Board could authorize, without shareholder approval, the issuance of preferred shares with terms and conditions that could have the effect of discouraging a takeover or other transaction in which holders of some or a majority of our shares might receive a premium for their shares over the then-prevailing market price of our shares. We currently do not expect that the Board would require shareholder approval prior to such a preferred issuance. In addition, any preferred shares that we issue would rank senior to our common shares with respect to the payment of distributions, in which case we could not pay any distributions on our common shares until full distributions have been paid with respect to such preferred shares.

**Risks Related to our Securities**

***Additional issuances of equity securities may be dilutive to shareholders.***

The interests of our shareholders could be diluted if we issue additional equity securities to finance future acquisitions or developments or to repay indebtedness. Our Board of Trustees may authorize the issuance of additional equity securities, including preferred shares, without shareholder approval. Our ability to execute our business strategy depends upon our access to an appropriate blend of debt financing, including unsecured lines of credit and other forms of secured and unsecured debt, and equity financing, including the issuance of common and preferred equity.

***Many factors could have an adverse effect on the market value of our securities.***

A number of factors might adversely affect the price of our securities, many of which are beyond our control. These factors include:

- increases in market interest rates, relative to the dividend yield on our shares. If market interest rates go up, prospective purchasers of our securities may require a higher yield. Higher market interest rates would not, however, result in more funds for us to distribute and, to the contrary, would likely increase our borrowing costs and potentially decrease funds available for distribution. Thus, higher market interest rates could cause the market price of our equity securities to go down;

- anticipated benefit of an investment in our securities as compared to investment in securities of companies in other industries (including benefits associated with tax treatment of dividends and distributions);

- perception by market professionals of REITs generally and REITs comparable to us in particular;

- level of institutional investor interest in our securities;

- relatively low trading volumes in securities of REITs;

- our results of operations and financial condition;

Table of Contents

- investor confidence in the stock market generally; and
- additions and departures of key personnel.

The market value of our equity securities is based primarily upon the market s perception of our growth potential and our current and potential future earnings and cash distributions.  Consequently, our equity securities may trade at prices that are higher or lower than our net asset value per equity security.  If our future earnings or cash distributions are less than expected, it is likely that the market price of our equity securities will diminish.

***The market price of our common shares has been, and may continue to be, particularly volatile, and our shareholders may be unable to resell their shares at a profit.***

The market price of our common shares has been subject to significant fluctuations and may continue to fluctuate or decline.  Between 2009 and December 31, 2011, our common stock has been particularly volatile as the price of our common stock has ranged from a high of $11.39 to a low of $1.50.  In the past several years, REIT stocks have experienced high levels of volatility and significant declines in value from their historic highs.  Additionally, as a result of the current global credit crisis and the concurrent economic downturn in the U.S. and globally, there have been significant declines in the values of equity securities generally in the U.S. and abroad.

In the past, following periods of volatility in the market price of a company s securities, securities class action litigation has often been brought against that company.  If our stock price is volatile, we may become the target of securities litigation. Securities litigation could result in substantial costs and divert our management s attention and resources from our business.

**ITEM 1B.** ***UNRESOLVED STAFF COMMENTS***

None.

Table of Contents

**ITEM 2.** ***PROPERTIES***

**Overview**

As of December 31, 2011, we owned 370 self-storage facilities located in 26 states and the District of Columbia; and aggregating approximately 24.4 million rentable square feet. The following table sets forth certain summary information regarding our facilities by state as of December 31, 2011.

| State | Number of Facilities | Number of Units | Total Rentable Square Feet | % of Total Rentable Square Feet | Occupancy |
|---|---|---|---|---|---|
| Florida | 53 | 37,244 | 3,938,456 | 16.1% | 75.7% |
| Texas | 45 | 21,952 | 2,772,168 | 11.4% | 79.9% |
| California | 44 | 27,261 | 3,202,117 | 13.1% | 75.2% |
| Illinois | 27 | 13,843 | 1,607,718 | 6.6% | 83.6% |
| New York | 27 | 25,929 | 1,744,197 | 7.1% | 79.3% |
| Arizona | 24 | 11,939 | 1,284,038 | 5.3% | 79.0% |
| Tennessee | 24 | 12,794 | 1,684,629 | 6.9% | 78.1% |
| Ohio | 23 | 11,854 | 1,420,533 | 5.8% | 78.8% |
| Connecticut | 18 | 7,945 | 925,026 | 3.8% | 82.0% |
| New Jersey | 16 | 10,360 | 1,039,610 | 4.3% | 75.2% |
| New Mexico | 9 | 3385 | 387,590 | 1.6% | 81.9% |
| Georgia | 9 | 6,026 | 759,585 | 3.1% | 77.8% |
| Colorado | 8 | 4,070 | 492,998 | 2.0% | 81.5% |
| Virginia | 7 | 5,271 | 528,117 | 2.2% | 80.8% |
| North Carolina | 6 | 3,856 | 462,948 | 1.9% | 79.2% |
| Maryland | 5 | 4,158 | 518,252 | 2.1% | 81.0% |
| Massachusetts | 4 | 2,383 | 206,519 | 0.8% | 77.1% |
| Utah | 4 | 2,226 | 239,723 | 1.0% | 76.9% |
| Louisiana | 3 | 1,411 | 195,017 | 0.8% | 79.0% |
| Michigan | 3 | 1,499 | 220,589 | 0.9% | 74.0% |
| Pennsylvania | 3 | 2,151 | 225,620 | 0.9% | 81.5% |
| Nevada | 2 | 886 | 97,182 | 0.4% | 79.3% |
| Washington DC | 2 | 1,798 | 146,101 | 0.6% | 87.9% |
| Wisconsin | 1 | 485 | 58,500 | 0.2% | 76.3% |
| Indiana | 1 | 710 | 73,014 | 0.3% | 82.3% |
| Mississippi | 1 | 511 | 61,251 | 0.3% | 75.2% |
| Alabama | 1 | 793 | 128,871 | 0.5% | 73.4% |
| **Total/Weighted Average** | **370** | **222,740** | **24,420,369** | **100.0%** | **78.4%** |

**Our Facilities**

The following table sets forth certain additional information with respect to each of our facilities as of December 31, 2011. Our ownership of each facility consists of a fee interest in the facility held by our Operating Partnership, or one of its subsidiaries, except for five of our facilities, which are subject to ground leases. In addition, small parcels of land at four of our other facilities are subject to ground leases.

Table of Contents

| Facility Location | Year Acquired/ Developed (1) | Year Built | Rentable Square Feet | Occupancy (2) | Units | Manager Apartment (3) | % Climate Controlled (4) |
|---|---|---|---|---|---|---|---|
| Mobile, AL | 1997 | 1974/90 | 128,871 | 73.4% | 793 | Y | 1.2% |
| Chandler, AZ | 2005 | 1985 | 47,545 | 70.7% | 434 | Y | 6.9% |
| Glendale, AZ | 1998 | 1987 | 56,850 | 81.9% | 518 | Y | 0.0% |
| Green Valley, AZ | 2005 | 1985 | 25,050 | 61.6% | 255 | N | 8.0% |
| Mesa I, AZ | 2006 | 1985 | 52,375 | 82.8% | 482 | N | 0.0% |
| Mesa II, AZ | 2006 | 1981 | 45,445 | 83.3% | 386 | Y | 9.3% |
| Mesa III, AZ | 2006 | 1986 | 58,189 | 63.7% | 490 | Y | 4.5% |
| Phoenix I, AZ | 2006 | 1987 | 100,387 | 86.3% | 747 | Y | 9.0% |
| Phoenix II, AZ | 2006 | 1974 | 83,340 | 69.7% | 825 | Y | 2.6% |
| Scottsdale, AZ | 1998 | 1995 | 80,425 | 76.2% | 658 | Y | 9.6% |
| Tempe, AZ | 2005 | 1975 | 53,890 | 75.2% | 403 | Y | 13.0% |
| Tucson I, AZ | 1998 | 1974 | 59,350 | 83.6% | 482 | Y | 0.0% |
| Tucson II, AZ | 1998 | 1988 | 43,950 | 82.2% | 530 | Y | 100.0% |
| Tucson III, AZ | 2005 | 1979 | 49,832 | 79.3% | 482 | Y | 0.0% |
| Tucson IV, AZ | 2005 | 1982 | 48,040 | 80.0% | 481 | Y | 3.7% |
| Tucson V, AZ | 2005 | 1982 | 45,184 | 69.8% | 417 | Y | 3.0% |
| Tucson VI, AZ | 2005 | 1982 | 40,766 | 81.5% | 410 | Y | 3.4% |
| Tucson VII, AZ | 2005 | 1982 | 52,688 | 90.8% | 591 | Y | 2.0% |
| Tucson VIII, AZ | 2005 | 1979 | 46,600 | 85.1% | 440 | Y | 0.0% |
| Tucson IX, AZ | 2005 | 1984 | 67,720 | 76.7% | 600 | Y | 1.9% |
| Tucson X, AZ | 2005 | 1981 | 46,350 | 85.0% | 411 | N | 0.0% |
| Tucson XI, AZ | 2005 | 1974 | 42,850 | 86.7% | 409 | Y | 0.0% |
| Tucson XII, AZ | 2005 | 1974 | 42,325 | 79.8% | 434 | Y | 4.8% |
| Tucson XIII, AZ | 2005 | 1974 | 45,792 | 77.6% | 508 | Y | 0.0% |
| Tucson XIV, AZ | 2005 | 1976 | 49,095 | 83.2% | 546 | Y | 8.8% |
| Apple Valley I, CA | 1997 | 1984 | 73,440 | 71.2% | 486 | Y | 0.0% |
| Apple Valley II, CA | 1997 | 1988 | 61,555 | 73.7% | 445 | Y | 5.3% |
| Benicia, CA | 2005 | 1988/93/05 | 74,770 | 86.9% | 739 | Y | 0.0% |
| Cathedral City, CA | 2006 | 1982/92 | 109,239 | 67.3% | 660 | Y | 2.3% |
| Citrus Heights, CA | 2005 | 1987 | 75,620 | 75.3% | 664 | Y | 0.0% |
| Diamond Bar, CA | 2005 | 1988 | 103,034 | 80.4% | 898 | Y | 0.0% |
| Escondido, CA | 2007 | 2002 | 142,870 | 83.1% | 1,228 | Y | 6.5% |
| Fallbrook, CA | 1997 | 1985/88 | 46,620 | 81.5% | 446 | Y | 0.0% |
| Lancaster, CA | 2001 | 1987 | 60,675 | 71.1% | 328 | N | 0.0% |
| Long Beach, CA | 2006 | 1974 | 125,091 | 63.3% | 1,350 | Y | 0.0% |
| Murrieta, CA | 2005 | 1996 | 49,835 | 88.1% | 421 | Y | 2.9% |
| North Highlands, CA | 2005 | 1980 | 57,244 | 77.1% | 467 | Y | 0.0% |
| Orangevale, CA | 2005 | 1980 | 50,317 | 79.1% | 529 | Y | 0.0% |
| Palm Springs I, CA | 2006 | 1989 | 72,675 | 70.6% | 548 | Y | 0.0% |
| Palm Springs II, CA | 2006 | 1982/89 | 122,250 | 63.2% | 588 | Y | 8.5% |
| Pleasanton, CA | 2005 | 2003 | 85,045 | 88.6% | 691 | Y | 0.0% |
| Rancho Cordova, CA | 2005 | 1979 | 53,978 | 79.1% | 459 | Y | 0.0% |
| Rialto I, CA | 1997 | 1987 | 57,411 | 74.8% | 453 | Y | 0.0% |
| Rialto II, CA | 2006 | 1980 | 99,803 | 78.9% | 717 | N | 0.0% |
| Riverside I, CA | 2006 | 1977 | 67,120 | 82.1% | 629 | Y | 0.0% |
| Riverside II, CA | 2006 | 1985 | 85,166 | 61.0% | 815 | Y | 3.9% |
| Roseville, CA | 2005 | 1979 | 59,869 | 80.3% | 546 | Y | 0.0% |
| Sacramento I, CA | 2005 | 1979 | 50,664 | 77.7% | 543 | Y | 0.0% |
| Sacramento II, CA | 2005 | 1986 | 61,888 | 67.4% | 550 | Y | 0.0% |
| San Bernardino I, CA | 1997 | 1987 | 31,070 | 77.5% | 231 | N | 0.0% |
| San Bernardino II, CA | 1997 | 1991 | 41,546 | 74.4% | 375 | Y | 0.0% |
| San Bernardino III, CA | 1997 | 1985/92 | 35,446 | 74.9% | 382 | N | 0.0% |
| San Bernardino IV, CA | 2005 | 2002/04 | 83,307 | 71.4% | 705 | Y | 11.6% |
| San Bernardino V, CA | 2006 | 1974 | 56,795 | 60.9% | 483 | Y | 4.2% |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| San Bernardino VI, CA | 2006 | 1975 | 103,530 | 60.3% | 876 | Y | 0.0% |
| San Bernardino VII, CA | 2006 | 1978 | 78,729 | 86.4% | 607 | Y | 1.3% |
| San Bernardino VIII, CA | 2006 | 1977 | 94,529 | 66.5% | 838 | Y | 0.0% |
| San Marcos, CA | 2005 | 1979 | 37,430 | 85.9% | 242 | Y | 0.0% |
| Santa Ana, CA | 2006 | 1984 | 64,071 | 76.1% | 714 | Y | 2.3% |
| South Sacramento, CA | 2005 | 1979 | 52,165 | 72.1% | 415 | Y | 0.0% |
| Spring Valley, CA | 2006 | 1980 | 55,045 | 79.8% | 713 | Y | 0.0% |
| Temecula I, CA | 1998 | 1985/2003 | 81,550 | 76.2% | 691 | Y | 46.5% |
| Temecula II, CA | 2006 | 2003 | 84,398 | 78.9% | 630 | Y | 51.3% |
| Thousand Palms, CA | 2006 | 1988/01 | 75,345 | 68.9% | 699 | Y | 26.9% |
| Vista I, CA | 2001 | 1988 | 74,405 | 85.6% | 618 | Y | 0.0% |
| Vista II, CA | 2005 | 2001/02/03 | 147,981 | 78.7% | 1,270 | Y | 2.3% |
| Walnut, CA | 2005 | 1987 | 50,708 | 83.3% | 536 | Y | 9.2% |
| West Sacramento, CA | 2005 | 1984 | 39,790 | 77.6% | 478 | Y | 0.0% |
| Westminster, CA | 2005 | 1983/98 | 68,098 | 80.4% | 558 | Y | 0.0% |
| Aurora, CO | 2005 | 1981 | 75,827 | 79.9% | 598 | Y | 0.0% |
| Colorado Springs I, CO | 2005 | 1986 | 47,975 | 78.1% | 461 | Y | 0.0% |
| Colorado Springs II, CO | 2006 | 2001 | 62,300 | 86.8% | 430 | Y | 0.0% |
| Denver, CO | 2006 | 1997 | 59,200 | 78.0% | 449 | Y | 0.0% |

Table of Contents

| Facility Location | Year Acquired/ Developed (1) | Year Built | Rentable Square Feet | Occupancy (2) | Units | Manager Apartment (3) | % Climate Controlled (4) |
|---|---|---|---|---|---|---|---|
| Federal Heights, CO | 2005 | 1980 | 54,770 | 84.2% | 558 | Y | 0.0% |
| Golden, CO | 2005 | 1985 | 87,334 | 80.3% | 635 | Y | 1.2% |
| Littleton, CO | 2005 | 1987 | 53,490 | 86.3% | 442 | Y | 37.4% |
| Northglenn, CO | 2005 | 1980 | 52,102 | 79.0% | 497 | Y | 0.0% |
| Bloomfield, CT | 1997 | 1987/93/94 | 48,700 | 84.7% | 438 | Y | 6.6% |
| Branford, CT | 1995 | 1986 | 50,679 | 82.5% | 432 | Y | 2.2% |
| Bristol, CT | 2005 | 1989/99 | 47,400 | 82.1% | 446 | N | 22.5% |
| East Windsor, CT | 2005 | 1986/89 | 45,700 | 77.1% | 297 | N | 0.0% |
| Enfield, CT | 2001 | 1989 | 52,875 | 88.9% | 363 | Y | 0.0% |
| Gales Ferry, CT | 1995 | 1987/89 | 54,230 | 77.8% | 597 | N | 6.5% |
| Manchester I, CT (6) | 2002 | 1999/00/01 | 47,125 | 74.9% | 459 | N | 37.6% |
| Manchester II, CT | 2005 | 1984 | 52,725 | 74.3% | 394 | N | 0.0% |
| Milford, CT | 1994 | 1975 | 44,885 | 87.3% | 376 | N | 4.0% |
| Monroe, CT | 2005 | 1996/03 | 58,500 | 80.4% | 398 | N | 0.0% |
| Mystic, CT | 1994 | 1975/86 | 50,725 | 82.4% | 560 | Y | 2.3% |
| Newington I, CT | 2005 | 1978/97 | 42,420 | 87.0% | 246 | N | 0.0% |
| Newington II, CT | 2005 | 1979/81 | 36,140 | 92.2% | 196 | N | 0.0% |
| Old Saybrook I, CT | 2005 | 1982/88/00 | 86,950 | 84.9% | 715 | N | 5.9% |
| Old Saybrook II, CT | 2005 | 1988/02 | 26,425 | 82.9% | 254 | N | 54.2% |
| Shelton, CT | 2011 | 2007 | 78,465 | 79.3% | 857 | N | 85.7% |
| South Windsor, CT | 1994 | 1976 | 72,125 | 78.0% | 555 | Y | 1.1% |
| Stamford, CT | 2005 | 1997 | 28,957 | 86.9% | 362 | N | 32.8% |
| Washington I, DC | 2008 | 2002 | 63,085 | 87.9% | 752 | Y | 96.5% |
| Washington II, DC | 2011 | 1929/98 | 83,016 | 87.8% | 1,046 | Y | 99.0% |
| Boca Raton, FL | 2001 | 1998 | 37,958 | 84.0% | 605 | N | 68.2% |
| Boynton Beach I, FL | 2001 | 1999 | 61,967 | 81.5% | 754 | Y | 54.2% |
| Boynton Beach II, FL | 2005 | 2001 | 61,727 | 70.7% | 578 | Y | 82.3% |
| Bradenton I, FL | 2004 | 1979 | 68,391 | 71.0% | 622 | N | 2.7% |
| Bradenton II, FL | 2004 | 1996 | 87,855 | 75.7% | 846 | Y | 40.1% |
| Cape Coral, FL | 2000* | 2000 | 76,627 | 75.4% | 863 | Y | 83.6% |
| Dania, FL | 1994 | 1988 | 58,270 | 81.9% | 494 | Y | 26.9% |
| Dania Beach, FL (6) | 2004 | 1984 | 172,568 | 65.6% | 1,879 | N | 21.3% |
| Davie, FL | 2001* | 2001 | 81,135 | 84.8% | 833 | Y | 55.6% |
| Deerfield Beach, FL | 1998* | 1998 | 57,280 | 88.3% | 518 | Y | 38.8% |
| Delray Beach, FL | 2001 | 1999 | 67,813 | 73.9% | 822 | Y | 39.3% |
| Fernandina Beach, FL | 1996 | 1986 | 110,995 | 75.5% | 805 | Y | 35.3% |
| Ft. Lauderdale, FL | 1999 | 1999 | 70,063 | 86.3% | 692 | Y | 46.8% |
| Ft. Myers, FL | 1998 | 1998 | 67,558 | 65.3% | 592 | Y | 67.2% |
| Jacksonville I, FL | 2005 | 2005 | 80,326 | 90.7% | 710 | N | 100.0% |
| Jacksonville II, FL | 2007 | 2004 | 65,270 | 87.2% | 652 | N | 100.0% |
| Jacksonville III, FL | 2007 | 2003 | 65,575 | 88.5% | 682 | N | 100.0% |
| Jacksonville IV, FL | 2007 | 2006 | 77,525 | 81.1% | 704 | N | 100.0% |
| Jacksonville V, FL | 2007 | 2004 | 82,435 | 83.4% | 673 | N | 82.4% |
| Kendall, FL | 2007 | 2003 | 75,395 | 76.5% | 703 | N | 71.0% |
| Lake Worth, FL | 1998 | 1998/02 | 161,808 | 81.7% | 1,356 | Y | 37.2% |
| Lakeland I, FL | 1994 | 1988 | 49,095 | 81.8% | 491 | Y | 79.4% |
| Lutz I, FL | 2004 | 2000 | 66,895 | 72.0% | 612 | Y | 37.0% |
| Lutz II, FL | 2004 | 1999 | 69,232 | 77.7% | 531 | Y | 20.6% |
| Margate I, FL | 1994 | 1979/81 | 54,185 | 82.6% | 337 | N | 9.9% |
| Margate II, FL | 1996 | 1985 | 65,186 | 80.5% | 424 | Y | 28.8% |
| Merrit Island, FL | 2000 | 2000 | 50,417 | 81.4% | 465 | Y | 56.7% |
| Miami I, FL | 1995 | 1995 | 46,825 | 90.5% | 560 | Y | 52.1% |
| Miami II, FL | 1994 | 1989 | 67,060 | 73.6% | 568 | Y | 8.0% |
| Miami III, FL | 2005 | 1988/03 | 150,590 | 71.7% | 1,517 | N | 86.9% |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Miami IV, FL | 2011 | 2007 | 76,352 | 80.5% | 935 | N | 100.0% |
| Naples I, FL | 1996 | 1996 | 48,150 | 91.8% | 325 | Y | 26.6% |
| Naples II, FL | 1997 | 1985 | 65,850 | 82.4% | 629 | Y | 44.6% |
| Naples III, FL | 1997 | 1981/83 | 80,218 | 77.3% | 807 | Y | 23.7% |
| Naples IV, FL | 1998 | 1990 | 40,600 | 71.2% | 429 | N | 42.7% |
| Ocoee, FL | 2005 | 1997 | 76,100 | 66.6% | 630 | Y | 15.5% |
| Orange City, FL | 2004 | 2001 | 59,586 | 80.3% | 648 | N | 39.1% |
| Orlando I, FL (6) | 1997 | 1987 | 52,170 | 59.1% | 497 | Y | 4.9% |
| Orlando II, FL | 2005 | 2002/04 | 63,084 | 83.0% | 579 | N | 74.2% |
| Orlando III, FL | 2006 | 1988/90/96 | 104,140 | 67.6% | 788 | Y | 6.9% |
| Orlando IV, FL | 2010 | 2009 | 76,565 | 71.8% | 644 | N | 64.4% |
| Oviedo, FL | 2006 | 1988/1991 | 49,251 | 75.0% | 425 | Y | 3.2% |
| Pembroke Pines, FL | 1997 | 1997 | 67,321 | 87.1% | 696 | Y | 63.2% |
| Royal Palm Beach I, FL | 1994 | 1988 | 98,961 | 60.9% | 675 | N | 54.5% |
| Royal Palm Beach II, FL | 2007 | 2004 | 81,405 | 70.3% | 762 | N | 82.3% |
| Sanford, FL | 2006 | 1988/2006 | 61,810 | 77.2% | 437 | Y | 28.6% |
| Sarasota, FL | 1998 | 1998 | 71,102 | 66.6% | 524 | Y | 42.5% |
| St. Augustine, FL | 1996 | 1985 | 59,725 | 71.9% | 698 | Y | 29.9% |
| Stuart, FL | 1997 | 1995 | 86,913 | 71.9% | 975 | Y | 51.5% |

Table of Contents

| Facility Location | Year Acquired/ Developed (1) | Year Built | Rentable Square Feet | Occupancy (2) | Units | Manager Apartment (3) | % Climate Controlled (4) |
|---|---|---|---|---|---|---|---|
| SW Ranches, FL | 2007 | 2004 | 64,955 | 83.6% | 647 | N | 85.3% |
| Tampa, FL | 2007 | 2001/2002 | 83,638 | 76.6% | 792 | N | 28.4% |
| West Palm Beach I, FL | 2001 | 1997 | 68,031 | 81.8% | 980 | Y | 47.2% |
| West Palm Beach II, FL | 2004 | 1996 | 94,503 | 86.7% | 834 | Y | 73.9% |
| Alpharetta, GA | 2001 | 1996 | 90,485 | 81.1% | 670 | Y | 75.1% |
| Austell , GA | 2006 | 2000 | 83,625 | 81.6% | 641 | Y | 66.5% |
| Decatur, GA | 1998 | 1986 | 148,480 | 69.5% | 1,261 | Y | 2.7% |
| Duluth, GA | 2011 | 2009 | 71,235 | 46.9% | 600 | Y | 100.0% |
| Lawrenceville, GA | 2011 | 1999 | 74,065 | 65.4% | 610 | Y | 8.6% |
| Norcross I, GA | 2001 | 1997 | 85,420 | 77.9% | 583 | Y | 55.8% |
| Norcross II, GA | 2011 | 1996 | 52,020 | 98.1% | 395 | Y | 57.0% |
| Peachtree City, GA | 2001 | 1997 | 49,875 | 82.8% | 435 | N | 75.6% |
| Smyrna, GA | 2001 | 2000 | 56,820 | 90.3% | 489 | Y | 100.0% |
| Snellville, GA | 2007 | 1996/1997 | 80,000 | 84.6% | 756 | Y | 27.1% |
| Suwanee I, GA | 2007 | 2000/2003 | 85,240 | 72.1% | 619 | Y | 28.7% |
| Suwanee II, GA | 2007 | 2005 | 79,640 | 72.5% | 572 | N | 61.8% |
| Addison, IL | 2004 | 1979 | 31,325 | 80.9% | 367 | Y | 0.0% |
| Aurora, IL | 2004 | 1996 | 74,435 | 83.1% | 556 | Y | 6.9% |
| Bartlett, IL | 2004 | 1987 | 51,425 | 88.3% | 409 | Y | 33.5% |
| Bellwood, IL | 2001 | 1999 | 86,650 | 78.7% | 739 | Y | 52.1% |
| Des Plaines, IL (6) | 2004 | 1978 | 74,400 | 82.4% | 635 | N | 0.0% |
| Elk Grove Village, IL | 2004 | 1987 | 64,129 | 86.7% | 626 | Y | 5.5% |
| Glenview, IL | 2004 | 1998 | 100,115 | 93.5% | 738 | Y | 100.0% |
| Gurnee, IL | 2004 | 1987 | 80,300 | 87.3% | 723 | N | 34.1% |
| Hanover, IL | 2004 | 1987 | 41,178 | 81.4% | 408 | Y | 0.4% |
| Harvey, IL | 2004 | 1987 | 60,090 | 86.1% | 575 | Y | 3.0% |
| Joliet, IL | 2004 | 1993 | 72,765 | 76.0% | 531 | Y | 100.0% |
| Kildeer, IL | 2004 | 1988 | 46,285 | 90.0% | 423 | Y | 0.0% |
| Lombard, IL | 2004 | 1981 | 58,188 | 88.1% | 548 | Y | 9.8% |
| Mount Prospect, IL | 2004 | 1979 | 65,000 | 89.5% | 588 | Y | 12.7% |
| Mundelein, IL | 2004 | 1990 | 44,700 | 88.9% | 490 | Y | 8.9% |
| North Chicago, IL | 2004 | 1985 | 53,350 | 82.5% | 428 | N | 0.0% |
| Plainfield I, IL | 2004 | 1998 | 53,800 | 87.7% | 402 | N | 3.3% |
| Plainfield II, IL | 2005 | 2000 | 51,900 | 78.1% | 355 | N | 22.8% |
| Schaumburg, IL | 2004 | 1988 | 31,160 | 85.9% | 321 | N | 5.6% |
| Streamwood, IL | 2004 | 1982 | 64,305 | 70.3% | 557 | N | 4.4% |
| Warrensville, IL | 2005 | 1977/89 | 48,796 | 87.2% | 378 | N | 0.0% |
| Waukegan, IL | 2004 | 1977 | 79,500 | 78.5% | 681 | Y | 8.4% |
| West Chicago, IL | 2004 | 1979 | 48,175 | 87.5% | 428 | Y | 0.0% |
| Westmont, IL | 2004 | 1979 | 53,450 | 86.4% | 382 | Y | 0.0% |
| Wheeling I, IL | 2004 | 1974 | 54,210 | 82.3% | 491 | N | 0.0% |
| Wheeling II, IL | 2004 | 1979 | 67,825 | 76.9% | 601 | Y | 7.3% |
| Woodridge, IL | 2004 | 1987 | 50,262 | 75.8% | 463 | Y | 6.7% |
| Indianapolis, IN | 2004 | 1976 | 73,014 | 82.3% | 710 | Y | 0.0% |
| Baton Rouge I, LA | 1997 | 1980 | 35,200 | 81.7% | 330 | N | 11.6% |
| Baton Rouge II, LA | 1997 | 1980/1995 | 80,277 | 77.6% | 558 | Y | 40.4% |
| Slidell, LA | 2001 | 1998 | 79,540 | 79.1% | 523 | Y | 46.6% |
| Boston I, MA | 2010 | 1950 | 33,286 | 70.1% | 592 | N | 100.0% |
| Boston II, MA | 2002 | 2001 | 60,595 | 78.8% | 629 | Y | 100.0% |
| Leominster, MA | 1998 | 1987/88/00 | 53,823 | 78.1% | 503 | Y | 38.5% |
| Medford, MA | 2007 | 2001 | 58,815 | 78.5% | 659 | Y | 96.0% |
| Baltimore, MD | 2001 | 1999/00 | 93,350 | 81.6% | 809 | Y | 45.3% |
| California, MD | 2004 | 1998 | 77,865 | 83.3% | 722 | Y | 39.0% |
| District Heights, MD | 2011 | 2007 | 78,920 | 73.0% | 955 | Y | 64.8% |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Gaithersburg, MD | 2005 | 1998 | 87,045 | 84.1% | 784 | Y | 42.0% |
| Laurel, MD | 2001 | 1978/99/00 | 162,792 | 76.5% | 1,019 | N | 41.1% |
| Temple Hills, MD | 2001 | 2000 | 97,200 | 83.5% | 824 | Y | 68.2% |
| Grand Rapids, MI | 1996 | 1976 | 87,381 | 75.0% | 525 | Y | 0.0% |
| Romulus, MI | 1997 | 1997 | 42,050 | 69.6% | 339 | Y | 7.4% |
| Wyoming, MI | 1996 | 1987 | 91,158 | 75.1% | 635 | N | 0.0% |
| Gulfport, MS | 1997 | 1977/93 | 61,251 | 75.2% | 511 | Y | 33.5% |
| Belmont, NC | 2001 | 1996/97/98 | 81,448 | 80.9% | 581 | N | 24.0% |
| Burlington I, NC | 2001 | 1990/91/93/94/98 | 109,396 | 65.9% | 948 | N | 4.7% |
| Burlington II, NC | 2001 | 1991 | 42,305 | 68.9% | 394 | Y | 12.0% |
| Cary, NC | 2001 | 1993/94/97 | 112,124 | 87.8% | 793 | N | 7.4% |
| Charlotte, NC | 1999 | 1999 | 69,000 | 83.0% | 734 | Y | 52.8% |
| Raleigh, NC | 1998 | 1994/95 | 48,675 | 89.7% | 406 | Y | 8.2% |
| Brick, NJ | 1994 | 1981 | 51,725 | 77.1% | 432 | N | 0.0% |
| Cherry Hill, NJ | 2010 | 2004 | 52,600 | 56.6% | 376 | Y | 0.0% |
| Clifton, NJ | 2005 | 2001 | 105,550 | 82.3% | 1,018 | Y | 85.5% |
| Cranford, NJ | 1994 | 1987 | 91,250 | 79.0% | 853 | Y | 7.9% |
| East Hanover, NJ | 1994 | 1983 | 107,579 | 70.8% | 966 | N | 1.6% |
| Egg Harbor I, NJ | 1994 | 1983 | 39,425 | 69.7% | 289 | N | 11.5% |

Table of Contents

| Facility Location | Year Acquired/ Developed (1) | Year Built | Rentable Square Feet | Occupancy (2) | Units | Manager Apartment (3) | % Climate Controlled (4) |
|---|---|---|---|---|---|---|---|
| Egg Harbor II, NJ | 1994 | 1983 | 71,175 | 46.2% | 706 | N | 16.4% |
| Elizabeth, NJ | 2005 | 1925/97 | 38,830 | 80.6% | 673 | N | 0.0% |
| Fairview, NJ | 1997 | 1989 | 27,925 | 79.5% | 449 | N | 100.0% |
| Hamilton, NJ | 2006 | 1990 | 70,550 | 76.8% | 612 | Y | 0.0% |
| Hoboken, NJ | 2005 | 1945/97 | 34,180 | 84.3% | 742 | N | 100.0% |
| Linden, NJ | 1994 | 1983 | 100,425 | 77.6% | 1,118 | N | 2.8% |
| Morris Township, NJ (5) | 1997 | 1972 | 71,776 | 77.8% | 565 | Y | 1.3% |
| Parsippany, NJ | 1997 | 1981 | 66,325 | 83.5% | 566 | Y | 6.9% |
| Randolph, NJ | 2002 | 1998/99 | 52,465 | 76.4% | 541 | Y | 82.5% |
| Sewell, NJ | 2001 | 1984/98 | 57,830 | 87.3% | 454 | N | 5.3% |
| Albuquerque I, NM | 2005 | 1985 | 65,927 | 81.6% | 610 | Y | 3.2% |
| Albuquerque II, NM | 2005 | 1985 | 58,598 | 82.4% | 515 | Y | 4.1% |
| Albuquerque III, NM | 2005 | 1986 | 57,536 | 79.1% | 489 | Y | 4.7% |
| Carlsbad, NM | 2005 | 1975 | 39,999 | 88.1% | 334 | Y | 0.0% |
| Deming, NM | 2005 | 1973/83 | 33,005 | 89.9% | 232 | Y | 0.0% |
| Las Cruces, NM | 2005 | 1984 | 65,790 | 73.0% | 527 | Y | 2.1% |
| Lovington, NM | 2005 | 1975 | 15,750 | 88.6% | 251 | Y | 0.0% |
| Silver City, NM | 2005 | 1972 | 26,975 | 86.3% | 253 | Y | 0.0% |
| Truth or Consequences, NM | 2005 | 1977/99/00 | 24,010 | 81.9% | 174 | Y | 0.0% |
| Las Vegas I, NV | 2006 | 1986 | 48,332 | 75.4% | 370 | Y | 5.3% |
| Las Vegas II, NV | 2006 | 1997 | 48,850 | 83.1% | 516 | Y | 75.2% |
| Jamaica I, NY | 2001 | 2000 | 88,415 | 79.7% | 919 | Y | 30.7% |
| Jamaica II, NY | 2011 | 2010 | 91,300 | 76.5% | 1,472 | N | 84.4% |
| Bronx I, NY | 2010 | 1931/2004 | 69,015 | 74.6% | 1,325 | N | 96.5% |
| Bronx II, NY (5) | 2011 | 2006 | 90,320 | 90.7% | 831 | N | 58.4% |
| Bronx III, NY | 2011 | 2007 | 106,065 | 83.0% | 2,040 | N | 97.3% |
| Bronx IV, NY (5) | 2011 | 2007 | 73,845 | 80.8% | 1,313 | N | 96.6% |
| Bronx V, NY (5) | 2011 | 2007 | 54,733 | 88.5% | 1,096 | N | 100.0% |
| Bronx VI, NY (5) | 2011 | 2011 | 30,785 | 45.8% | 869 | N | 92.2% |
| Brooklyn I, NY | 2010 | 1917/2004 | 57,020 | 78.9% | 854 | N | 83.0% |
| Brooklyn II, NY | 2011 | 2006 | 41,600 | 90.7% | 851 | N | 100.0% |
| Brooklyn III, NY | 2011 | 2006 | 37,717 | 83.9% | 796 | N | 100.0% |
| Brooklyn IV, NY | 2011 | 2007 | 47,070 | 86.8% | 887 | N | 100.0% |
| Brooklyn V, NY | 2011 | 2007 | 74,305 | 80.0% | 1,417 | N | 94.7% |
| Brooklyn VI, NY | 2011 | 2006 | 72,710 | 88.2% | 1,399 | N | 100.0% |
| Queens, NY | 2010 | 1962/2003 | 60,945 | 85.7% | 1,148 | N | 25.3% |
| Wyckoff, NY | 2010 | 1910/2007 | 61,960 | 74.3% | 1,042 | N | 90.2% |
| New Rochelle, NY | 2005 | 1998 | 48,415 | 67.9% | 401 | N | 15.0% |
| North Babylon, NY | 1998 | 1988/99 | 78,188 | 87.6% | 651 | N | 9.0% |
| Riverhead, NY | 2005 | 1985/86/99 | 38,340 | 92.0% | 327 | N | 0.0% |
| Southold, NY | 2005 | 1989 | 58,901 | 76.9% | 602 | N | 3.0% |
| Tuckahoe, NY | 2011 | 2007 | 52,958 | 71.3% | 763 | N | 99.2% |
| White Plains, NY | 2011 | 1938 | 87,855 | 79.0% | 1,510 | N | 77.1% |
| Woodhaven, NY | 2011 | 2008 | 45,800 | 72.4% | 1,029 | N | 100.0% |
| Yorktown, NY | 2011 | 2006 | 78,615 | 85.8% | 782 | N | 63.3% |
| Boardman, OH | 1980 | 1980/89 | 65,495 | 81.1% | 513 | Y | 24.0% |
| Centerville I, OH | 2004 | 1976 | 80,690 | 71.6% | 642 | Y | 0.0% |
| Centerville II, OH | 2004 | 1976 | 43,100 | 73.7% | 303 | N | 0.0% |
| Cleveland I, OH | 2005 | 1997/99 | 46,050 | 83.8% | 338 | Y | 5.0% |
| Cleveland II, OH | 2005 | 2000 | 58,425 | 71.0% | 559 | Y | 0.0% |
| Columbus , OH | 2006 | 1999 | 72,155 | 81.0% | 605 | Y | 26.1% |
| Dayton I, OH | 2004 | 1978 | 43,100 | 68.0% | 341 | N | 0.0% |
| Dayton II, OH | 2005 | 1989/00 | 48,149 | 77.3% | 391 | Y | 1.7% |
| Grove City, OH | 2006 | 1997 | 89,290 | 79.5% | 772 | Y | 16.9% |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Hilliard, OH | 2006 | 1995 | 89,690 | 77.7% | 779 | Y | 24.5% |
| Lakewood, OH | 1989* | 1989 | 39,287 | 84.4% | 458 | Y | 24.6% |
| Marblehead, OH | 2005 | 1988/98 | 52,300 | 82.8% | 377 | Y | 0.0% |
| Mason, OH | 1998 | 1981 | 33,900 | 78.7% | 275 | Y | 0.0% |
| Miamisburg, OH | 2004 | 1975 | 59,930 | 68.7% | 430 | Y | 0.0% |
| Middleburg Heights, OH | 1980* | 1980 | 93,025 | 76.8% | 676 | Y | 3.8% |
| North Olmsted I, OH | 1979* | 1979 | 48,665 | 82.7% | 442 | Y | 7.0% |
| North Olmsted II, OH | 1988* | 1988 | 47,850 | 87.3% | 395 | Y | 14.2% |
| North Randall, OH | 1998* | 1998/02 | 80,049 | 85.0% | 800 | N | 90.8% |
| Reynoldsburg, OH | 2006 | 1979 | 66,895 | 74.5% | 664 | Y | 0.0% |
| Strongsville, OH | 2007 | 1978 | 43,507 | 81.4% | 400 | Y | 100.0% |
| Warrensville Heights, OH | 1980* | 1980/82/98 | 90,281 | 84.3% | 722 | Y | 0.0% |
| Westlake, OH | 2005 | 2001 | 62,750 | 83.0% | 453 | Y | 6.1% |
| Youngstown, OH | 1977* | 1977 | 65,950 | 77.6% | 519 | Y | 1.2% |
| Levittown, PA | 2001 | 2000 | 76,180 | 81.7% | 654 | Y | 36.3% |
| Norristown, PA | 2011 | 2005 | 52,001 | 69.0% | 539 | N | 66.0% |
| Philadelphia, PA | 2001 | 1999 | 97,439 | 88.0% | 958 | N | 47.0% |
| Alcoa, TN | 2005 | 1986 | 42,250 | 86.9% | 353 | Y | 0.0% |
| Antioch, TN | 2005 | 1985/98 | 76,160 | 82.8% | 618 | Y | 8.5% |

Table of Contents

| Facility Location | Year Acquired/ Developed (1) | Year Built | Rentable Square Feet | Occupancy (2) | Units | Manager Apartment (3) | % Climate Controlled (4) |
|---|---|---|---|---|---|---|---|
| Cordova I, TN | 2005 | 1987 | 54,125 | 76.4% | 388 | Y | 0.0% |
| Cordova II, TN | 2006 | 1995 | 67,800 | 83.6% | 712 | Y | 7.2% |
| Knoxville I, TN | 1997 | 1984 | 29,337 | 78.2% | 281 | Y | 6.6% |
| Knoxville II, TN | 1997 | 1985 | 37,864 | 81.2% | 327 | Y | 6.9% |
| Knoxville III, TN | 1998 | 1991 | 45,736 | 76.9% | 445 | Y | 6.9% |
| Knoxville IV, TN | 1998 | 1983 | 58,752 | 69.1% | 438 | N | 1.1% |
| Knoxville V, TN | 1998 | 1977 | 42,790 | 75.5% | 373 | N | 0.0% |
| Knoxville VI, TN | 2005 | 1975 | 63,440 | 84.3% | 582 | Y | 0.0% |
| Knoxville VII, TN | 2005 | 1983 | 55,094 | 66.8% | 452 | Y | 0.0% |
| Knoxville VIII, TN | 2005 | 1978 | 95,868 | 75.6% | 763 | Y | 0.0% |
| Memphis I, TN | 2001 | 1999 | 92,320 | 84.9% | 698 | N | 57.1% |
| Memphis II, TN | 2001 | 2000 | 71,710 | 77.2% | 556 | N | 46.3% |
| Memphis III, TN | 2005 | 1983 | 40,507 | 83.4% | 347 | Y | 6.2% |
| Memphis IV, TN | 2005 | 1986 | 38,678 | 78.3% | 319 | Y | 4.1% |
| Memphis V, TN | 2005 | 1981 | 60,120 | 79.2% | 498 | Y | 0.0% |
| Memphis VI, TN | 2006 | 1985/93 | 108,996 | 81.7% | 875 | Y | 3.5% |
| Memphis VII, TN | 2006 | 1980/85 | 115,703 | 68.7% | 571 | Y | 0.0% |
| Memphis VIII, TN | 2006 | 1990 | 96,060 | 76.4% | 548 | Y | 0.0% |
| Nashville I, TN | 2005 | 1984 | 103,910 | 72.5% | 693 | Y | 0.0% |
| Nashville II, TN | 2005 | 1986/00 | 83,484 | 82.6% | 631 | Y | 6.5% |
| Nashville III, TN | 2006 | 1985 | 101,475 | 73.8% | 598 | Y | 5.2% |
| Nashville IV, TN | 2006 | 1986/00 | 102,450 | 84.7% | 728 | Y | 7.0% |
| Austin I, TX | 2005 | 2001 | 59,520 | 79.0% | 538 | Y | 58.8% |
| Austin II, TX | 2006 | 2000/03 | 65,241 | 83.5% | 594 | Y | 38.9% |
| Austin III, TX | 2006 | 2004 | 70,560 | 87.2% | 580 | Y | 85.4% |
| Baytown, TX | 2005 | 1981 | 38,950 | 76.7% | 355 | Y | 0.0% |
| Bryan, TX | 2005 | 1994 | 60,450 | 60.4% | 495 | Y | 0.0% |
| College Station, TX | 2005 | 1993 | 26,559 | 70.2% | 346 | N | 0.0% |
| Dallas, TX | 2005 | 2000 | 58,532 | 87.1% | 536 | Y | 28.4% |
| Denton, TX | 2006 | 1996 | 60,836 | 81.4% | 462 | Y | 3.9% |
| El Paso I, TX | 2005 | 1980 | 59,452 | 88.4% | 517 | Y | 0.9% |
| El Paso II, TX | 2005 | 1980 | 48,704 | 91.7% | 412 | Y | 0.0% |
| El Paso III, TX | 2005 | 1980 | 71,276 | 79.6% | 585 | Y | 2.0% |
| El Paso IV, TX | 2005 | 1983 | 67,058 | 83.8% | 526 | Y | 3.2% |
| El Paso V, TX | 2005 | 1982 | 62,290 | 79.5% | 399 | Y | 0.0% |
| El Paso VI, TX | 2005 | 1985 | 36,620 | 86.7% | 259 | Y | 0.0% |
| El Paso VII, TX | 2005 | 1982 | 34,545 | 80.7% | 13 | N | 0.0% |
| Fort Worth I, TX | 2005 | 2000 | 50,621 | 75.7% | 406 | Y | 26.6% |
| Fort Worth II, TX | 2006 | 2003 | 72,725 | 84.9% | 653 | Y | 49.1% |
| Frisco I, TX | 2005 | 1996 | 50,854 | 80.6% | 431 | Y | 17.5% |
| Frisco II, TX | 2005 | 1998/02 | 71,299 | 82.6% | 515 | Y | 24.2% |
| Frisco III, TX | 2006 | 2004 | 74,965 | 87.6% | 609 | Y | 85.7% |
| Frisco IV, TX | 2006 | 2004 | 74,835 | 73.8% | 512 | N | 16.4% |
| Garland I, TX | 2006 | 1991 | 70,100 | 76.4% | 658 | Y | 4.4% |
| Garland II, TX | 2006 | 2004 | 68,425 | 78.1% | 470 | Y | 39.6% |
| Greenville I, TX | 2005 | 2001/04 | 59,385 | 82.6% | 451 | Y | 28.8% |
| Greenville II, TX | 2005 | 2001 | 44,900 | 76.6% | 312 | N | 36.3% |
| Houston I, TX | 2005 | 1981 | 100,530 | 73.0% | 625 | Y | 0.0% |
| Houston II, TX | 2005 | 1977 | 71,300 | 72.8% | 391 | Y | 0.0% |
| Houston III, TX | 2005 | 1984 | 61,120 | 66.0% | 462 | Y | 4.3% |
| Houston IV, TX | 2005 | 1987 | 43,975 | 77.3% | 383 | Y | 6.1% |
| Houston V, TX | 2006 | 1980/1997 | 125,930 | 74.8% | 1,010 | Y | 55.1% |
| Houston VI, TX | 2011 | 2002 | 54,680 | 83.6% | 587 | N | 100.0% |
| Keller, TX | 2006 | 2000 | 61,885 | 83.0% | 486 | Y | 21.1% |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| La Porte, TX | 2005 | 1984 | 44,800 | 76.8% | 426 | Y | 18.5% |
| Lewisville, TX | 2006 | 1996 | 58,140 | 67.6% | 429 | Y | 19.9% |
| Mansfield, TX | 2006 | 2003 | 63,075 | 84.3% | 493 | Y | 38.4% |
| McKinney I, TX | 2005 | 1996 | 47,020 | 86.0% | 368 | Y | 9.2% |
| McKinney II, TX | 2006 | 1996 | 70,050 | 78.6% | 537 | Y | 46.3% |
| North Richland Hills, TX | 2005 | 2002 | 57,200 | 79.5% | 433 | Y | 47.6% |
| Roanoke, TX | 2005 | 1996/01 | 59,300 | 91.7% | 449 | Y | 30.0% |
| San Antonio I, TX | 2005 | 2005 | 73,305 | 82.0% | 573 | Y | 79.0% |
| San Antonio II, TX | 2006 | 2005 | 73,230 | 86.6% | 669 | N | 82.3% |
| San Antonio III, TX | 2007 | 2006 | 71,775 | 83.7% | 569 | N | 87.4% |
| Sherman I, TX | 2005 | 1998 | 54,975 | 84.5% | 500 | Y | 21.1% |
| Sherman II, TX | 2005 | 1996 | 48,425 | 82.0% | 391 | Y | 30.9% |
| Spring, TX | 2006 | 1980/86 | 72,751 | 72.0% | 537 | N | 14.1% |
| Murray I, UT | 2005 | 1976 | 60,380 | 77.5% | 642 | Y | 0.0% |
| Murray II, UT | 2005 | 1978 | 71,221 | 86.3% | 371 | Y | 2.6% |
| Salt Lake City I, UT | 2005 | 1976 | 56,446 | 72.1% | 727 | Y | 0.0% |
| Salt Lake City II, UT | 2005 | 1978 | 51,676 | 68.7% | 486 | Y | 0.0% |
| Fredericksburg I, VA | 2005 | 2001/04 | 69,475 | 76.4% | 601 | N | 21.4% |

Table of Contents

| Facility Location | Year Acquired/ Developed (1) | Year Built | Rentable Square Feet | Occupancy (2) | Units | Manager Apartment (3) | % Climate Controlled (4) |
|---|---|---|---|---|---|---|---|
| Fredericksburg II, VA | 2005 | 1998/01 | 61,207 | 69.1% | 559 | N | 100.0% |
| Burke Lake, VA | 2011 | 2003 | 90,727 | 85.1% | 909 | Y | 72.7% |
| Leesburg, VA | 2011 | 2001/04 | 85,503 | 90.5% | 890 | Y | 75.5% |
| McLearen, VA | 2010 | 2002 | 69,240 | 86.4% | 717 | Y | 90.6% |
| Mannasas, VA | 2010 | 1998 | 73,045 | 81.2% | 640 | Y | 50.9% |
| Milwaukee, WI | 2004 | 1988 | 58,500 | 76.3% | 485 | Y | 0.0% |
| | | | | | | | |
| **Total/Weighted Average (370 facilities)** | | | **24,420,369** | **78.4%** | **222,740** | | |

* Denotes facilities developed by us.

Denotes facilities that contain commercial rentable square footage. All of this commercial space, which was developed in conjunction with the self-storage cubes, is located within or adjacent to our self-storage facilities and is managed by our self-storage facility managers. As of December 31, 2011, there was an aggregate of approximately 420,000 rentable square feet of commercial space at these facilities.

(1) Represents the year acquired for those facilities acquired from a third party or the year developed for those facilities developed by us.

(2) Represents occupied square feet divided by total rentable square feet at December 31, 2011.

(3) Indicates whether a facility has an on-site apartment where a manager resides.

(4) Represents the percentage of rentable square feet in climate-controlled cubes.

(5) We do not own the land at these facilities. We lease the land pursuant to ground leases that expire between 2013 and 2054, but have renewal options.

(6) We have ground leases for certain small parcels of land adjacent to these facilities that expire between 2012 and 2015.

We have grown by adding facilities to our portfolio through acquisitions and development. The tables set forth below show the average occupancy, annual rent per occupied square foot, average occupied square feet and total revenues for our facilities owned as of December 31, 2011, and for each of the previous three years, grouped by the year during which we first owned or operated the facility.

**Facilities by Year Acquired - Average Occupied Square Feet**

| | | Rentable Square | | Average Occupancy | |
|---|---|---|---|---|---|
| **Year Acquired (2)** | **# of Facilities** | **Feet** | **2011** | **2010** | **2009** |
| 2008 and earlier | 332 | 21,898,596 | 78.8% | 76.8% | 75.9% |
| 2009 | | | | | |
| 2010 | 12 | 739,111 | 69.1% | 67.7% | |
| 2011 **(5)** | 26 | 1,782,662 | 78.7% | | |
| All Facilities Owned as of December 31, 2011 | 370 | 24,420,369 | 78.5% | 76.7% | 75.9% |

Table of Contents

**Facilities by Year Acquired - Annual Rent Per Occupied Square Foot (1)**

| Year Acquired (2) | # of Facilities | Rent per Square Foot 2011 | 2010 | 2009 |
|---|---|---|---|---|
| 2008 and earlier | 332 | $ 11.78 | $ 11.61 | $ 11.76 |
| 2009 | | | | |
| 2010 | 12 | 19.24 | 13.50 | |
| 2011 **(5)** | 26 | 22.80 | | |
| All Facilities Owned as of December 31, 2011 | 370 | $ 12.79 | $ 11.66 | $ 11.76 |

**Facilities by Year Acquired - Average Occupied Square Feet (3)**

| Year Acquired (2) | # of Facilities | Average Occupied Square Feet 2011 | 2010 | 2009 |
|---|---|---|---|---|
| 2008 and earlier | 332 | 17,231,969 | 17,580,885 | 18,043,724 |
| 2009 | | | | |
| 2010 | 12 | 510,496 | 480,918 | |
| 2011 **(5)** | 26 | 1,409,521 | | |
| All Facilities Owned as of December 31, 2011 | 370 | 19,151,986 | 18,061,803 | 18,043,724 |

**Facilities by Year Acquired - Total Revenues (dollars in thousands) (4)**

| Year Acquired (2) | # of Facilities | Total Revenues 2011 | 2010 | 2009 |
|---|---|---|---|---|
| 2008 and earlier | 332 | $ 211,102 | $ 210,749 | $ 216,649 |
| 2009 | | | | |
| 2010 | 12 | 10,169 | 1,663 | |
| 2011 **(5)** | 26 | 9,548 | | |
| All Facilities Owned as of December 31, 2011 | 370 | $ 230,819 | $ 212,412 | $ 216,649 |

---

(1) Determined by dividing the aggregate rental revenue for each twelve-month period by the average of the month-end occupied square feet for the period. Rental revenue includes customer rental revenues, access, administrative and late fees and revenues from auctions, but does not include ancillary revenues generated at our facilities.

(2) For facilities developed by us, Year Acquired represents the year in which such facilities were acquired by our operating partnership from an affiliated entity, which in some cases is later than the year developed.

(3) Represents the average of the aggregate month-end occupied square feet for the twelve-month period for each group of facilities.

(4) Represents the result obtained by multiplying total income per occupied square foot by the average occupied square feet for the twelve-month period for each group of facilities. This result will vary from amounts reported on the financial statements.

Table of Contents

(5) Facility count does not include the Phoenix parcel acquisition in 2011. The parcel is adjacent to a property that was purchased in 2006 and is therefore consolidated with that property.

**Planned Renovations and Improvements**

We have a capital improvement and property renovation program that includes office upgrades, adding climate control at selected cubes, construction of parking areas, safety and security enhancements, and general facility upgrades. For 2012, we anticipate spending approximately $7 million to $9 million associated with these capital expenditures and expect to enhance the safety and improve the aesthetic appeal of our facilities.

In connection with our name change on September 14, 2011 from U-Store-It Trust to CubeSmart , we have and will continue to incur additional costs related to our rebranding initiative. We expect to complete the rebranding for all owned locations by the end of 2012. The primary cost of the rebranding relates to new signage at each of our facilities. Also during 2011, we introduced our store upgrade program ( SuperStore ) which added more personalized services and technology to several of our stores, including storage customization, logistics services, comprehensive moving services, organizational services, and office amenities. During 2011, we incurred costs related to the SuperStore and rebranding initiatives totaling approximately $4 million, of which approximately $0.7 million were expensed. We expect additional capital improvements totaling approximately $8 million related to these two initiatives, through December 31, 2012.

**ITEM 3.** ***LEGAL PROCEEDINGS***

We are involved in claims from time to time, including the proceeding identified below, which arise in the ordinary course of business. In the opinion of management, we have made adequate provisions for potential liabilities, if any, arising from any such matters. However, litigation is inherently unpredictable, and the costs and other effects of pending or future litigation, governmental investigations, legal and administrative cases and proceedings (whether civil or criminal), settlements, judgments and investigations, claims and changes in any such matters, could have a material adverse effect on our business, financial condition and operating results.

On November 4, 2009, our Operating Partnership was sued in the Delaware Court of Chancery by Robert J. Amsdell, Barry L. Amsdell, and Amsdell Holdings I, Inc. (collectively, the Amsdell Plaintiffs ). The Amsdell Plaintiffs amended their complaint in 2010 to include the Parent Company as a defendant. The Amsdell Plaintiffs lawsuit seeks to compel our Operating Partnership to indemnify the Amsdell Plaintiffs for losses and expenses allegedly incurred by the Amsdell Plaintiffs from legal proceedings filed against the Amsdell Plaintiffs, which proceedings alleged, *inter alia*, that the Amsdell Plaintiffs breached an agreement to purchase certain real estate located in Brighton, Massachusetts in 2001. We are vigorously defending against this action. The Amsdell Plaintiffs have filed a motion for summary judgment and the Operating Partnership and the Parent Company have filed a cross-motion for summary judgment. Both motions are pending before the Delaware Court of Chancery. While management currently believes that resolving this matter will not have a material adverse impact on our business, financial condition or operating results, litigation, as noted above, is subject to inherent uncertainties and management s view of this matter may change in the future.

**ITEM 4.** ***MINING SAFETY DISCLOSURES***

None.

Table of Contents

## PART II

**ITEM 5.** ***MARKET FOR REGISTRANT S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES***

As of December 31, 2011, there were approximately 69 registered record holders of the Parent Company s common shares and 15 holders of the Operating Partnership s Units (other than the Parent Company). These figures do not include beneficial owners who hold shares in nominee name. There is no established trading market for the Units of the Operating Partnership. The following table shows the high and low closing prices per share for our common shares, as reported by the New York Stock Exchange, and the cash dividends declared with respect to such shares:

| | High | Low | Cash Dividends Declared |
|---|---|---|---|
| **2010** | | | |
| First quarter | $ 7.70 | $ 6.31 | $ 0.025 |
| Second quarter | $ 8.98 | $ 7.25 | $ 0.025 |
| Third quarter | $ 8.86 | $ 6.88 | $ 0.025 |
| Fourth quarter | $ 9.56 | $ 8.19 | $ 0.070 |
| **2011** | | | |
| First quarter | $ 10.57 | $ 9.20 | $ 0.070 |
| Second quarter | $ 11.39 | $ 9.93 | $ 0.070 |
| Third quarter | $ 11.15 | $ 8.53 | $ 0.070 |
| Fourth quarter | $ 10.66 | $ 8.04 | $ 0.080 |

For each quarter in 2010 and 2011, the Operating Partnership paid a cash distribution per Unit in an amount equal to the dividend paid on a common share for each such quarter.

Since our initial quarter as a publicly-traded REIT, we have made regular quarterly distributions to our shareholders. Distributions to shareholders are usually taxable as ordinary income, although a portion of the distribution may be designated as capital gain or may constitute a tax-free return of capital. Annually, we provide each of our shareholders a statement detailing distributions paid during the preceding year and their characterization as ordinary income, capital gain or return of capital. The characterization of our dividends for 2011 was as follows: 78.0704% ordinary income distribution, 11.9314% capital gain distribution, and 9.9982% return of capital distribution from earnings and profits.

We intend to continue to declare quarterly distributions. However, we cannot provide any assurance as to the amount or timing of future distributions. Under the revolving portion of our 2011 Credit Facility, we are restricted from paying distributions on our common shares that would exceed an amount equal to the greater of (i) 95% of our funds from operations, and (ii) such amount as may be necessary to maintain our REIT status.

To the extent that we make distributions in excess of our earnings and profits, as computed for federal income tax purposes, these distributions will represent a return of capital, rather than a dividend, for federal income tax purposes. Distributions that are treated as a return of capital for federal income tax purposes generally will not be taxable as a dividend to a U.S. shareholder, but will reduce the shareholder s basis in its shares

(but not below zero) and therefore can result in the shareholder having a higher gain upon a subsequent sale of such shares. Return of capital distributions in excess of a shareholder s basis generally will be treated as gain from the sale of such shares for federal income tax purposes.

**Use of Proceeds**

On October 28, 2011, we completed an underwritten public offering of 23,000,000 common shares, including 3,000,000 shares sold pursuant to the full exercise of the underwriters overallotment option, under an existing shelf registration statement on Form S-3, registration no. 333-176885, which became effective on September 16, 2011 (the Registration Statement ), at a price of $9.20 per common share, providing gross proceeds of $211.6 million and net proceeds of $202.5 million, after deducting the underwriting discount and other offering expenses. The common share offering was led by managing underwriters Wells Fargo Securities and Bank of America Merrill Lynch Pierce, Fenner and Smith.

Table of Contents

On November 2, 2011, we completed a public offering of 3,100,000 7.75% Series A Cumulative Redeemable Preferred Shares (the Preferred Shares ), including 300,000 shares sold pursuant to the partial exercise of the underwriters overallotment option, under the Registration Statement at a price of $25.00 per Preferred Share, providing gross proceeds of $77.5 million and net proceeds of $74.8 million (after deducting the underwriting discount and other estimated offering expenses), and together with the net proceeds received from the common share offering, total financing of $277.3 million. The Preferred Share offering was led by managing underwriters Wells Fargo Securities, LLC, Bank of America, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Keegan & Company, Inc., Raymond James & Associates, Inc. and Stifel, Nicolaus & Company, Incorporated.

**Share Performance Graph**

The SEC requires us to present a chart comparing the cumulative total shareholder return on our common shares with the cumulative total shareholder return of (i) a broad equity index and (ii) a published industry or peer group index. The following chart compares the yearly cumulative total shareholder return for our common shares with the cumulative shareholder return of companies on (i) the S&P 500 Index, (ii) the Russell 2000 and (iii) the NAREIT All Equity REIT Index as provided by NAREIT for the period beginning December 31, 2006 and ending December 31, 2011.

| | Period Ending | | | | | |
|---|---|---|---|---|---|---|
| **Index** | **12/31/06** | **12/31/07** | **12/31/08** | **12/31/09** | **12/31/10** | **12/31/11** |
| CubeSmart | 100.00 | 47.66 | 24.80 | 41.86 | 55.21 | 63.47 |
| S&P 500 | 100.00 | 105.49 | 66.46 | 84.05 | 96.71 | 98.76 |
| Russell 2000 | 100.00 | 98.43 | 65.18 | 82.89 | 105.14 | 100.75 |
| NAREIT All Equity REIT Index | 100.00 | 84.31 | 52.50 | 67.20 | 85.98 | 93.10 |

Table of Contents

The following table provides information about repurchases of the Parent Company s common shares during the three-month period ended December 31, 2011.

| | Total Number of Shares Purchased (1) | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number of Shares that May Yet Be Purchased Under the Plans (2) |
|---|---|---|---|---|
| October | 170 | $ 8.04 | N/A | 3,000,000 |
| November | N/A | N/A | N/A | 3,000,000 |
| December | 544 | $ 10.18 | N/A | 3,000,000 |
| Total | 714 | | N/A | 3,000,000 |

(1) Represents common shares withheld by the Parent Company upon the vesting of restricted shares to cover employee tax obligations.

(2) On June 27, 2007, we announced that the Board of Trustees approved a share repurchase program for up to 3.0 million of the Parent Company s outstanding common shares. Unless terminated earlier by resolution of the Board of Trustees, the program will expire when the number of authorized shares has been repurchased. We have made no repurchases under this program.

**ITEM 6.** ***SELECTED FINANCIAL DATA***

**CUBESMART**

The following table sets forth selected financial and operating data on a historical consolidated basis for the Parent Company. The selected historical financial information for the five-year period ended December 31, 2011 was derived from the Parent Company s financial statements.

The following data should be read in conjunction with the audited financial statements and notes thereto of the Parent Company and Management s Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this report.

Table of Contents

| | For the year ended December 31, | | | | |
|---|---|---|---|---|---|
| | 2011 | 2010 | 2009 | 2008 | 2007 |
| | (Dollars and shares in thousands, except per share data) | | | | |
| **REVENUES** | | | | | |
| Rental income | $ 212,106 | $ 188,922 | $ 188,101 | $ 195,455 | $ 180,048 |
| Other property related income | 21,731 | 17,978 | 15,460 | 14,500 | 14,938 |
| Other - related party | | | | | 365 |
| Property management fee income | 3,768 | 2,829 | 56 | | |
| Total revenues | 237,605 | 209,729 | 203,617 | 209,955 | 195,351 |
| **OPERATING EXPENSES** | | | | | |
| Property operating expenses | 99,160 | 90,261 | 88,395 | 89,164 | 83,343 |
| Property operating expenses - related party | | | | | 59 |
| Depreciation and amortization | 68,223 | 61,428 | 66,984 | 69,765 | 61,020 |
| Lease abandonment | | | | | 1,316 |
| General and administrative | 24,693 | 25,406 | 22,569 | 24,964 | 21,966 |
| General and administrative - related party | | | | | 337 |
| Total operating expenses | 192,076 | 177,095 | 177,948 | 183,893 | 168,041 |
| **OPERATING INCOME** | 45,529 | 32,634 | 25,669 | 26,062 | 27,310 |
| **OTHER INCOME (EXPENSE)** | | | | | |
| Interest: | | | | | |
| Interest expense on loans | (33,199) | (37,794) | (45,269) | (52,014) | (54,108) |
| Loan procurement amortization expense | (5,028) | (6,463) | (2,339) | (1,929) | (1,772) |
| Loan procurement amortization expense - early repayment of debt | (8,167) | | | | |
| Acquisition related costs | (3,823) | (759) | | | |
| Equity in losses of real estate ventures | (281) | | | | |
| Other | (83) | 386 | 648 | 247 | 519 |
| Total other expense | (50,581) | (44,630) | (46,960) | (53,696) | (55,361) |
| **LOSS FROM CONTINUING OPERATIONS** | (5,052) | (11,996) | (21,291) | (27,634) | (28,051) |
| **DISCONTINUED OPERATIONS** | | | | | |
| Income from discontinued operations | 3,596 | 4,151 | 6,820 | 11,016 | 11,287 |
| Net gain on disposition of discontinued operations | 3,903 | 1,826 | 14,139 | 19,720 | 2,517 |
| Total discontinued operations | 7,499 | 5,977 | 20,959 | 30,736 | 13,804 |
| **NET INCOME (LOSS)** | 2,447 | (6,019) | (332) | 3,102 | (14,247) |
| **NET (INCOME) LOSS ATTRIBUTABLE TO NONCONROLLING INTERESTS** | | | | | |
| Noncontrolling interests in the Operating Partnership | (35) | 381 | 60 | (310) | 1,170 |
| Noncontrolling interest in subsidiaries | (2,810) | (1,755) | (665) | | |
| **NET (LOSS) INCOME ATTRIBUTABLE TO THE COMPANY** | (398) | (7,393) | (937) | 2,792 | (13,077) |
| Distribution to Preferred Shares | (1,218) | | | | |
| **NET (LOSS) INCOME ATTRIBUTABLE TO COMMON SHAREHOLDERS OF THE COMPANY** | $ (1,616) | $ (7,393) | $ (937) | $ 2,792 | $ (13,077) |
| Basic and diluted loss per share from continuing operations attributable to common shareholders | $ (0.09) | $ (0.14) | $ (0.29) | $ (0.44) | $ (0.45) |
| Basic and diluted earnings per share from discontinued operations attributable to common shareholders | $ 0.07 | $ 0.06 | $ 0.28 | $ 0.49 | $ 0.22 |
| Basic and diluted (loss) earnings per share attributable to common shareholders | $ (0.02) | $ (0.08) | $ (0.01) | $ 0.05 | $ (0.23) |
| | | | | | |
| Weighted-average basic and diluted shares outstanding (1) | 102,976 | 93,998 | 70,988 | 57,621 | 57,497 |

| **AMOUNTS ATTRIBUTABLE TO THE COMPANY S COMMON SHAREHOLDERS:** | | | | | |
|---|---|---|---|---|---|
| Loss from continuing operations | $ (8,815) | $ (13,095) | $ (20,806) | $ (25,454) | $ (25,748) |
| Total discontinued operations | 7,199 | 5,702 | 19,869 | 28,246 | 12,671 |
| Net (loss) income | $ (1,616) | $ (7,393) | $ (937) | $ 2,792 | $ (13,077) |

Table of Contents

| | At December 31, | | | | |
|---|---|---|---|---|---|
| | 2011 | 2010 | 2009 | 2008 | 2007 |
| **Balance Sheet Data (in thousands):** | | | | | |
| Storage facilities, net | $ 1,788,720 | $ 1,428,491 | $ 1,430,533 | $ 1,559,958 | $ 1,647,118 |
| Total assets | 1,875,979 | 1,478,819 | 1,598,870 | 1,597,659 | 1,687,831 |
| Revolving credit facility | | 43,000 | | 172,000 | 219,000 |
| Unsecured term loan | 400,000 | 200,000 | | 200,000 | 200,000 |
| Secured term loan | | | 200,000 | 57,419 | 47,444 |
| Mortgage loans and notes payable | 358,441 | 372,457 | 569,026 | 548,085 | 561,057 |
| Total liabilities | 830,925 | 668,266 | 814,146 | 1,028,705 | 1,083,230 |
| Noncontrolling interest in the Operating Partnership | 49,732 | 45,145 | 45,394 | 46,026 | 48,982 |
| CubeSmart shareholders equity | 955,913 | 724,216 | 695,309 | 522,928 | 555,619 |
| Noncontrolling interests in subsidiaries | 39,409 | 41,192 | 44,021 | | |
| Total liabilities and equity | 1,875,979 | 1,478,819 | 1,598,870 | 1,597,659 | 1,687,831 |
| | | | | | |
| **Other Data:** | | | | | |
| Number of facilities | 370 | 363 | 367 | 387 | 409 |
| Total rentable square feet (in thousands) | 24,420 | 23,635 | 23,749 | 24,973 | 26,119 |
| Occupancy percentage | 78.4% | 76.3% | 75.2% | 78.9% | 79.5% |
| Cash dividends declared per share (2) | $ 0.290 | $ 0.145 | $ 0.10 | $ 0.565 | $ 1.05 |

(1) Excludes operating partnership units issued at our IPO and in connection with the acquisition of facilities subsequent to our IPO. Operating partnership units have been excluded from the earnings per share calculations as the related income or loss is presented in Noncontrolling interests in the Operating Partnership.

(2) The Company announced full quarterly dividends of $0.29 per common share on February 21, 2007, May 8, 2007, and August 14, 2007; dividends of $0.18 per common share on December 13, 2007, February 27, 2008, May 7, 2008, and August 6, 2008; dividends of $0.025 per common share on December 11, 2008, January 22, 2009, April 22, 2009, July 22, 2009, October 22, 2009, December 5, 2009, February 24, 2010, June 2, 2010, and August 4, 2010; dividends of $0.07 per common share on December 14, 2010, February 29, 2011, June 1, 2011, and August 3, 2011; and dividends of $0.08 and $0.39 per common and preferred shares, respectively, on December 8, 2011.

**CUBESMART, L.P.**

The following table sets forth selected financial and operating data on a historical consolidated basis for the Operating Partnership. The selected financial data for the periods ended December 31, 2011, 2010, 2009 and 2008 have been derived from the historical consolidated financial statements of CubeSmart, L.P. and subsidiaries, which have been audited by KPMG. The selected financial data for the period ended December 31, 2007 has been derived from the historical consolidated financial statements of CubeSmart, L.P. and subsidiaries, which have not been audited by KPMG.

The following data should be read in conjunction with the audited financial statements and notes thereto of the Operating Partnership and Management s Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this report.

Table of Contents

| | For the year ended December 31, | | | | |
|---|---|---|---|---|---|
| | 2011 | 2010 | 2009 | 2008 | 2007 |
| | (Dollars and shares in thousands, except per unit data) | | | | |
| **REVENUES** | | | | | |
| Rental income | $ 212,106 | $ 188,922 | $ 188,101 | $ 195,455 | $ 180,048 |
| Other property related income | 21,731 | 17,978 | 15,460 | 14,500 | 14,938 |
| Other - related party | | | | | 365 |
| Property management fee income | 3,768 | 2,829 | 56 | | |
| Total revenues | 237,605 | 209,729 | 203,617 | 209,955 | 195,351 |
| **OPERATING EXPENSES** | | | | | |
| Property operating expenses | 99,160 | 90,261 | 88,395 | 89,164 | 83,343 |
| Property operating expenses - related party | | | | | 59 |
| Depreciation and amortization | 68,223 | 61,428 | 66,984 | 69,765 | 61,020 |
| Lease abandonment | | | | | 1,316 |
| General and administrative | 24,693 | 25,406 | 22,569 | 24,964 | 21,966 |
| General and administrative - related party | | | | | 337 |
| Total operating expenses | 192,076 | 177,095 | 177,948 | 183,893 | 168,041 |
| **OPERATING INCOME** | 45,529 | 32,634 | 25,669 | 26,062 | 27,310 |
| **OTHER INCOME (EXPENSE)** | | | | | |
| Interest: | | | | | |
| Interest expense on loans | (33,199) | (37,794) | (45,269) | (52,014) | (54,108) |
| Loan procurement amortization expense | (5,028) | (6,463) | (2,339) | (1,929) | (1,772) |
| Loan procurement amortization expense - early repayment of debt | (8,167) | | | | |
| Acquisition related costs | (3,823) | (759) | | | |
| Equity in losses of real estate ventures | (281) | | | | |
| Other | (83) | 386 | 648 | 247 | 519 |
| Total other expense | (50,581) | (44,630) | (46,960) | (53,696) | (55,361) |
| **LOSS FROM CONTINUING OPERATIONS** | (5,052) | (11,996) | (21,291) | (27,634) | (28,051) |
| **DISCONTINUED OPERATIONS** | | | | | |
| Income from discontinued operations | 3,596 | 4,151 | 6,820 | 11,016 | 11,287 |
| Net gain on disposition of discontinued operations | 3,903 | 1,826 | 14,139 | 19,720 | 2,517 |
| Total discontinued operations | 7,499 | 5,977 | 20,959 | 30,736 | 13,804 |
| **NET INCOME (LOSS)** | 2,447 | (6,019) | (332) | 3,102 | (14,247) |
| **NET LOSS (INCOME) ATTRIBUTABLE TO NONCONROLLING INTERESTS** | | | | | |
| Noncontrolling interest in subsidiaries | (2,810) | (1,755) | (665) | | |
| **NET (LOSS) INCOME ATTRIBUTABLE TO CUBESMART L.P.** | (363) | (7,774) | (997) | 3,102 | (14,247) |
| Limited Partnership interest of third parties | (35) | 381 | 60 | (310) | 1,170 |
| **NET (LOSS) INCOME ATTRIBUTABLE TO OPERATING PARTNER** | (398) | (7,393) | (937) | 2,792 | (13,077) |
| Distribution to Preferred Shares | (1,218) | | | | |
| **NET(LOSS) INCOME ATTRIBUTABLE TO COMMON UNITHOLDERS** | $ (1,616) | $ (7,393) | $ (937) | $ 2,792 | $ (13,077) |
| Basic and diluted loss per unit from continuing operations attributable to common unitholders | $ (0.09) | $ (0.14) | $ (0.29) | $ (0.44) | $ (0.45) |
| Basic and diluted earnings per unit from discontinued operations attributable to common unitholders | $ 0.07 | $ 0.06 | $ 0.28 | $ 0.49 | $ 0.22 |
| Basic and diluted (loss) earnings per unit attributable to common unitholders | $ (0.02) | $ (0.08) | $ (0.01) | $ 0.05 | $ (0.23) |
| | | | | | |
| Weighted-average basic and diluted units outstanding (1) | 102,976 | 93,998 | 70,988 | 57,621 | 57,497 |

| **AMOUNTS ATTRIBUTABLE TO COMMON UNITHOLDERS:** | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Loss from continuing operations | $ | (8,815) | $ | (13,095) | $ | (20,806) | $ | (25,454) | $ | (25,748) |
| Total discontinued operations | | 7,199 | | 5,702 | | 19,869 | | 28,246 | | 12,671 |
| Net (loss) income | $ | (1,616) | $ | (7,393) | $ | (937) | $ | 2,792 | $ | (13,077) |

Table of Contents

| | At December 31, | | | | |
|---|---|---|---|---|---|
| | 2011 | 2010 | 2009 | 2008 | 2007 |
| **Balance Sheet Data (in thousands):** | | | | | |
| Storage facilities, net | $ 1,788,720 | $ 1,428,491 | $ 1,430,533 | $ 1,559,958 | $ 1,647,118 |
| Total assets | 1,875,979 | 1,478,819 | 1,598,870 | 1,597,659 | 1,687,831 |
| Revolving credit facility | | 43,000 | | 172,000 | 219,000 |
| Unsecured term loan | 400,000 | 200,000 | | 200,000 | 200,000 |
| Secured term loan | | | 200,000 | 57,419 | 47,444 |
| Mortgage loans and notes payable | 358,441 | 372,457 | 569,026 | 548,085 | 561,057 |
| Total liabilities | 830,925 | 668,266 | 814,146 | 1,028,705 | 1,083,230 |
| Linited Partnetship interest of third parties | 49,732 | 45,145 | 45,394 | 46,026 | 48,982 |
| CubeSmart L.P. Capital | 955,913 | 724,216 | 695,309 | 522,928 | 555,619 |
| Noncontrolling interests in subsidiaries | 39,409 | 41,192 | 44,021 | | |
| Total liabilities and capital | 1,875,979 | 1,478,819 | 1,598,870 | 1,597,659 | 1,687,831 |
| | | | | | |
| **Other Data:** | | | | | |
| Number of facilities | 370 | 363 | 367 | 387 | 409 |
| Total rentable square feet (in thousands) | 24,420 | 23,635 | 23,749 | 24,973 | 26,119 |
| Occupancy percentage | 78.4% | 76.3% | 75.2% | 78.9% | 79.5% |
| Cash dividends declared per unit (2) | $ 0.290 | $ 0.145 | $ 0.10 | $ 0.565 | $ 1.05 |

(1) Excludes operating partnership units issued at the Parent Company s IPO and in connection with the acquisition of facilities subsequent to the Parent Company s IPO. Operating partnership units have been excluded from the earnings per share calculations as the related income or loss is presented in Limited Partnership interest of third parties.

(2) The Operating Partnership announced full quarterly dividends of $0.29 per common unit on February 21, 2007, May 8, 2007, and August 14, 2007; dividends of $0.18 per common unit on December 13, 2007, February 27, 2008, May 7, 2008, and August 6, 2008; dividends of $0.025 per common unit on December 11, 2008, January 22, 2009, April 22, 2009, July 22, 2009, October 22, 2009, December 5, 2009, February 24, 2010, June 2, 2010, and August 4, 2010; dividends of $0.07 per common unit on December 14, 2010, February 29, 2011, June 1, 2011, and August 3, 2011; and dividends of $0.08 and $0.39 per common and preferred units, respectively, on December 8, 2011.

Table of Contents

**ITEM 7.** ***MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS***

*The following discussion should be read in conjunction with the financial statements and notes thereto appearing elsewhere in this report. The Company makes certain statements in this section that are forward-looking statements within the meaning of the federal securities laws. For a complete discussion of forward-looking statements, see the section in this report entitled Forward-Looking Statements. Certain risk factors may cause actual results, performance or achievements to differ materially from those expressed or implied by the following discussion. For a discussion of such risk factors, see the section in this report entitled Risk Factors.*

**Overview**

The Company is an integrated self-storage real estate company, and as such we have in-house capabilities in the operation, design, development, leasing, management and acquisition of self-storage facilities. The Parent Company s operations are conducted solely through the Operating Partnership and its subsidiaries. Effective September 14, 2011, the Parent Company changed its name from U-Store-It Trust to CubeSmart and the Operating Partnership changed its name from U-Store-It, L.P. to CubeSmart, L.P. The Parent Company has elected to be taxed as a REIT for U.S. federal income tax purposes. As of December 31, 2011 and December 31, 2010, the Company owned 370 and 363 self-storage facilities, respectively, totaling approximately 24.4 million rentable square feet and 23.6 million rentable square feet, respectively. As of December 31, 2011 the Company owned facilities in the District of Columbia and the following 26 states: Alabama, Arizona, California, Colorado, Connecticut, Florida, Georgia, Illinois, Indiana, Louisiana, Maryland, Massachusetts, Michigan, Mississippi, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, Pennsylvania, Tennessee, Texas, Utah, Virginia and Wisconsin. In addition, as of December 31, 2011, the Company managed 103 properties for third parties bringing the total number of properties which it owned and/or managed to 473. As of December 31, 2011 the Company managed facilities in the District of Columbia and the following states: Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Illinois, Massachusetts, Maryland, Michigan, New Hampshire, Minnesota, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, Texas and Virginia.

The Company derives revenues principally from rents received from its customers who rent cubes at its self-storage facilities under month-to-month leases. Therefore, our operating results depend materially on our ability to retain our existing customers and lease our available self-storage cubes to new customers while maintaining and, where possible, increasing our pricing levels. In addition, our operating results depend on the ability of our customers to make required rental payments to us. We have a decentralized approach to the management and operation of our facilities, which places an emphasis on local, market level oversight and control. We believe this approach allows us to respond quickly and effectively to changes in local market conditions, and to maximize revenues by managing rental rates and occupancy levels.

The Company typically experiences seasonal fluctuations in the occupancy levels of our facilities, which are generally slightly higher during the summer months due to increased moving activity.

The United States continues to recover from an economic downturn that resulted in higher unemployment, stagnant employment growth, shrinking demand for products, large-scale business failures and tight credit markets. Our results of operations may be sensitive to changes in overall economic conditions that impact consumer spending, including discretionary spending, as well as to increased bad debts due to recessionary pressures. A continuation of or slow recovery from ongoing adverse economic conditions affecting disposable consumer income, such as employment levels, business conditions, interest rates, tax rates, fuel and energy costs, and other matters could reduce consumer spending or cause consumers to shift their spending to other products and services. A general reduction in the level of discretionary spending or shifts in consumer discretionary spending could adversely affect our growth and profitability.

In the future, the Company intends to focus on maximizing internal growth opportunities and selectively pursuing targeted acquisitions and developments of self-storage facilities.

The Company has one reportable segment:  we own, operate, develop, manage and acquire self-storage facilities.

The Company s self-storage facilities are located in major metropolitan and rural areas and have numerous tenants per facility.  No single tenant represents a significant concentration of our revenues.  The facilities in Florida, California, Texas and Illinois provided approximately 17%, 12%, 10% and 7%, respectively, of total revenues for the year ended December 31, 2011.

Table of Contents

Through our November 2011 Storage Deluxe Acquisition, the Company acquired properties that contain an aggregate of 1.0 million net rentable square feet and increased its footprint in the New York, Connecticut and Pennsylvania markets. We believe that the Storage Deluxe Acquisition will have a positive impact on our future operating results and financial condition, and that this impact is not yet reflected in the historical financial information presented in this Annual Report on Form 10-K because the Storage Deluxe Acquisition occurred late in the year ended December 31, 2011.

**Summary of Critical Accounting Policies and Estimates**

Set forth below is a summary of the accounting policies that management believes are critical to the preparation of the consolidated financial statements included in this Annual Report on Form 10-K. Certain of the accounting policies used in the preparation of these consolidated financial statements are particularly important for an understanding of the financial position and results of operations presented in the historical consolidated financial statements included in this report. A summary of significant accounting policies is also provided in the notes to our consolidated financial statements (See Note 2 to the consolidated financial statements). These policies require the application of judgment and assumptions by management and, as a result, are subject to a degree of uncertainty. Due to this uncertainty, actual results could differ materially from estimates calculated and utilized by management.

***Basis of Presentation***

The accompanying consolidated financial statements include all of the accounts of the Company, and its majority-owned and/or controlled subsidiaries. The portion of these entities not owned by the Company is presented as noncontrolling interests as of and during the periods presented. All significant intercompany accounts and transactions have been eliminated in consolidation.

When the Company obtains an economic interest in an entity, the Company evaluates the entity to determine if the entity is deemed a variable interest entity ( VIE ), and if the Company is deemed to be the primary beneficiary, in accordance with authoritative guidance issued by the Financial Accounting Standards Board ( FASB ) on the consolidation of VIEs. When an entity is not deemed to be a VIE, the Company considers the provisions of additional FASB guidance to determine whether a general partner, or the general partners as a group, controls a limited partnership or similar entity when the limited partners have certain rights. The Company consolidates (i) entities that are VIEs and of which the Company is deemed to be the primary beneficiary and (ii) entities that are non-VIEs which the Company controls and in which the limited partners do not have substantive participating rights, or the ability to dissolve the entity or remove the Company without cause.

***Self-Storage Facilities***

The Company records self-storage facilities at cost less accumulated depreciation. Depreciation on the buildings and equipment is recorded on a straight-line basis over their estimated useful lives, which range from five to 40 years. Expenditures for significant renovations or improvements that extend the useful life of assets are capitalized. Repairs and maintenance costs are expensed as incurred.

When facilities are acquired, the purchase price is allocated to the tangible and intangible assets acquired and liabilities assumed based on estimated fair values.  When a portfolio of facilities is acquired, the purchase price is allocated to the individual facilities based upon an income approach or a cash flow analysis using appropriate risk adjusted capitalization rates, which take into account the relative size, age and location of the individual facility along with current and projected occupancy and rental rate levels or appraised values, if available.  Allocations to the individual assets and liabilities are based upon comparable market sales information for land, buildings and improvements and estimates of depreciated replacement cost of equipment.

In allocating the purchase price for an acquisition, the Company determines whether the acquisition includes intangible assets or liabilities.  The Company allocated a portion of the purchase price to an intangible asset attributed to the value of in-place leases.  This intangible is generally amortized to expense over the expected remaining term of the respective leases.  Substantially all of the leases in place at acquired facilities are at market rates, as the majority of the leases are month-to-month contracts.  Accordingly, to date no portion of the purchase price has been allocated to above- or below-market lease intangibles.  To date, no intangible asset has been recorded for the value of tenant relationships, because the Company does not have any concentrations of significant tenants and the average tenant turnover is fairly frequent.

Table of Contents

Long-lived assets classified as held for use are reviewed for impairment when events and circumstances such as declines in occupancy and operating results indicate that there may be impairment. The carrying value of these long-lived assets is compared to the undiscounted future net operating cash flows, plus a terminal value, attributable to the assets to determine if the property s basis is recoverable. If a property s basis is not considered recoverable, an impairment loss is recorded to the extent the net carrying value of the asset exceeds the fair value. The impairment loss recognized equals the excess of net carrying value over the related fair value of the asset. There were no impairment losses recognized in accordance with these procedures during 2011, 2010 and 2009.

The Company considers long-lived assets to be held for sale upon satisfaction of the following criteria: (a) management commits to a plan to sell a facility (or group of facilities), (b) the facility is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such facilities, (c) an active program to locate a buyer and other actions required to complete the plan to sell the facility have been initiated, (d) the sale of the facility is probable and transfer of the asset is expected to be completed within one year, (e) the facility is being actively marketed for sale at a price that is reasonable in relation to its current fair value, and (f) actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Typically these criteria are all met when the relevant asset is under contract, significant non-refundable deposits have been made by the potential buyer, the assets are immediately available for transfer and there are no contingencies related to the sale that may prevent the transaction from closing. In most transactions, these contingencies are not satisfied until the actual closing of the transaction; accordingly, the facility is not identified as held for sale until the closing actually occurs. However, each potential transaction is evaluated based on its separate facts and circumstances. Properties classified as held for sale are reported at the lesser of carrying value or fair value less estimated costs to sell.

*2011*

On November 3, 2011, the Company acquired 16 properties from various entities which were branded as Storage Deluxe with a purchase price of approximately $357.3 million. The 16 properties purchased are located in New York, Connecticut and Pennsylvania. In connection with this acquisition, the Company allocated a portion of the purchase price to the intangible value of in-place leases which aggregated $18.1 million. The estimated life of these in-place leases is 12 months and the amortization expense that was recognized during 2011 was approximately $3.0 million.

Additionally, during 2011, the Company acquired 11 self-storage facilities located throughout the United States for an aggregate purchase price of approximately $109.8 million. In connection with these acquisitions, the Company allocated a portion of the purchase price to the intangible value of in-place leases which aggregated $7.0 million. The estimated life of these in-place leases is 12 months and the amortization expense that was recognized during 2011 was approximately $2.8 million. In connection with three of the acquisitions, the Company assumed mortgage debt, at fair value, with an outstanding principal balance totaling $21.4 million and recorded a net premium of $0.4 million to reflect the fair values of the debt at the time of assumption.

*2010*

On April 28, 2010, the Company acquired 85 management contracts from United Stor-All Management, LLC ( United Stor-All ). The Company accounted for this acquisition as a business combination. The Company recorded the fair value of the assets acquired which includes the

intangible value related to the management contracts as other assets, net on the Company s consolidated balance sheet. The average estimated life of the intangible value of the management contracts is 56 months and the amortization expense that was recognized during 2011 and 2010 was approximately $1.3 million and $0.9 million, respectively.

During 2010, the Company acquired 12 self-storage facilities located throughout the United States. In connection with these acquisitions, the Company allocated a portion of the purchase price to the intangible value of in-place leases which aggregated $3.7 million. The estimated life of these in-place leases was 12 months and the amortization expense that was recognized during 2011 and 2010 was approximately $3.0 million and $0.7 million, respectively.

***Revenue Recognition***

Management has determined that all our leases with tenants are operating leases. Rental income is recognized in accordance with the terms of the lease agreements or contracts, which generally are month-to-month.

Table of Contents

The Company recognizes gains on disposition of properties only upon closing in accordance with the guidance on sales of real estate.  Payments received from purchasers prior to closing are recorded as deposits.  Profit on real estate sold is recognized using the full accrual method upon closing when the collectability of the sales price is reasonably assured and the Company is not obligated to perform significant activities after the sale.  Profit may be deferred in whole or part until the sale meets the requirements of profit recognition on sales under this guidance.

***Share Based Payments***

We apply the fair value method of accounting for contingently issued shares and share options issued under our equity incentive plans.  Accordingly, share compensation expense was recorded ratably over the vesting period relating to such contingently issued shares and options.  The Company has elected to recognize compensation expense on a straight-line method over the requisite service period.

***Noncontrolling Interests***

Noncontrolling interests are the portion of equity (net assets) in a subsidiary not attributable, directly or indirectly, to a parent.  The ownership interests in the subsidiary that are held by owners other than the parent are noncontrolling interests.  In accordance with authoritative guidance issued on noncontrolling interests in consolidated financial statements, such noncontrolling interests are reported on the consolidated balance sheets within equity/capital, separately from the Parent Company s equity/capital.  The guidance also requires that noncontrolling interests are adjusted each period so that the carrying value equals the greater of its carrying value based on the accumulation of historical cost or its redemption value.  On the consolidated statements of operations, revenues, expenses and net income or loss from less-than-wholly-owned subsidiaries are reported at the consolidated amounts, including both the amounts attributable to the Parent Company and noncontrolling interests.  Presentation of consolidated equity/capital activity is included for both quarterly and annual financial statements, including beginning balances, activity for the period and ending balances for shareholders  equity/capital, noncontrolling interests and total equity/capital.

***Income Taxes***

The Company elected to be taxed as a real estate investment trust under Sections 856-860 of the Internal Revenue Code beginning with the period from October 21, 2004 (commencement of operations) through December 31, 2004.  In management s opinion, the requirements to maintain these elections are being met.  Accordingly, no provision for federal income taxes has been reflected in the consolidated financial statements other than for operations conducted through our taxable REIT subsidiaries.

Earnings and profits, which determine the taxability of distributions to shareholders, differ from net income reported for financial reporting purposes due to differences in cost basis, the estimated useful lives used to compute depreciation, and the allocation of net income and loss for financial versus tax reporting purposes.

The Company is subject to a 4% federal excise tax if sufficient taxable income is not distributed within prescribed time limits.  The excise tax equals 4% of the annual amount, if any, by which the sum of (a) 85% of the Company s ordinary income and (b) 95% of the Company s net capital gain exceeds cash distributions and certain taxes paid by the Company.

***Recent Accounting Pronouncements***

In June 2011, the Financial Accounting Standards Board (FASB) issued an amendment to the accounting standard for the presentation of comprehensive income. The amendment requires entities to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In addition, the amendment requires entities to present on the face of the financial statements reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statement(s) where the components of net income and the components of other comprehensive income are presented. This amendment is effective for fiscal years and interim periods beginning after December 15, 2011. The Company s adoption of the new standard will not have a material impact on its consolidated financial position or results of operations as the amendment relates only to changes in financial statement presentation.

Table of Contents

**Results of Operations**

The following discussion of our results of operations should be read in conjunction with the consolidated financial statements and the accompanying notes thereto. Historical results set forth in the consolidated statements of operations reflect only the existing facilities and should not be taken as indicative of future operations. The Company considers its same-store portfolio to consist of only those facilities owned and operated on a stabilized basis at the beginning and at the end of the applicable years presented. Same-store results are considered to be useful to investors in evaluating our performance because they provide information relating to changes in facility-level operating performance without taking into account the effects of acquisitions, developments or dispositions. For analytical presentation, all percentages are calculated using the numbers presented in the financial statements contained in this Annual Report on Form 10-K.

The Company s results of operations are affected by the acquisition and disposition activity during the 2011, 2010, and 2009 periods as described below. At December 31, 2011, 2010, and 2009, the Company owned 370, 363, and 367 self-storage facilities and related assets, respectively.

- In 2011, 27 self-storage facilities were acquired for approximately $467.1 million (the 2011 Acquisitions ) and 19 self-storage facilities were sold for approximately $45.2 million (the 2011 Dispositions ).

- In 2010, 12 self-storage facilities were acquired for approximately $85.1 million (the 2010 Acquisitions ) and 16 self-storage facilities were sold for approximately $38.1 million (the 2010 Dispositions ).

- In 2009, 20 self-storage facilities were sold for approximately $90.9 million (the 2009 Dispositions ).

Table of Contents

**Comparison of the Year Ended December 31, 2011 to the Year Ended December 31, 2010 (dollars in thousands)**

| | Same-Store Property Portfolio | | | | Non Same-Store Properties | | Other/ Eliminations | | Total Portfolio | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | 2011 | 2010 | Increase/ (Decrease) | % Change | 2011 | 2010 | 2011 | 2010 | 2011 | 2010 | Increase/ (Decrease) | Change |
| REVENUES: | | | | | | | | | | | | |
| Rental income | $ 192,514 | $ 187,653 | $ 4,861 | 3% | $ 19,592 | $ 1,269 | $ | $ | $ 212,106 | $ 188,922 | $ 23,184 | 12% |
| Other property related income | 18,130 | 15,636 | 2,494 | 16% | 2,011 | 1,746 | 1,590 | 596 | 21,731 | 17,978 | 3,753 | 21% |
| Property management fee income | | | | | | | 3,768 | 2,829 | 3,768 | 2,829 | 939 | 33% |
| Total revenues | 210,644 | 203,289 | 7,355 | 4% | 21,603 | 3,015 | 5,358 | 3,425 | 237,605 | 209,729 | 27,876 | 13% |
| | | | | | | | | | | | | |
| OPERATING EXPENSES: | | | | | | | | | | | | |
| Property operating expenses | 79,372 | 79,131 | 241 | 0% | 7,573 | 1,960 | 12,215 | 9,170 | 99,160 | 90,261 | 8,899 | 10% |
| NET OPERATING INCOME: | 131,272 | 124,158 | 7,114 | 6% | 14,030 | 1,055 | (6,857) | (5,745) | 138,445 | 119,468 | 18,977 | 16% |
| | | | | | | | | | | | | |
| Depreciation and amortization | | | | | | | | | 68,223 | 61,428 | 6,795 | 11% |
| General and administrative | | | | | | | | | 24,693 | 25,406 | (713) | -3% |
| Subtotal | | | | | | | | | 92,916 | 86,834 | 6,082 | 7% |
| Operating income | | | | | | | | | 45,529 | 32,634 | 12,895 | 40% |
| | | | | | | | | | | | | |
| Other Income (Expense): | | | | | | | | | | | | |
| Interest: | | | | | | | | | | | | |
| Interest expense on loans | | | | | | | | | (33,199) | (37,794) | 4,595 | -12% |
| Loan procurement amortization expense | | | | | | | | | (5,028) | (6,463) | 1,435 | -22% |
| Loan procurement amortization expense - early repayment of debt | | | | | | | | | (8,167) | | (8,167) | 100% |
| Acquisition related costs | | | | | | | | | (3,823) | (759) | (3,064) | 100% |
| Equity in losses of real estate ventures | | | | | | | | | (281) | | (281) | 100% |
| Other | | | | | | | | | (83) | 386 | (469) | -122% |
| Total other expense | | | | | | | | | (50,581) | (44,630) | (5,951) | 13% |
| | | | | | | | | | | | | |
| LOSS FROM CONTINUING OPERATIONS | | | | | | | | | (5,052) | (11,996) | 6,944 | 58% |
| | | | | | | | | | | | | |
| DISCONTINUED OPERATIONS | | | | | | | | | | | | |
| Income from discontinued operations | | | | | | | | | 3,596 | 4,151 | (555) | -13% |
| Net gain on disposition of discontinued operations | | | | | | | | | 3,903 | 1,826 | 2,077 | 114% |
| Total discontinued operations | | | | | | | | | 7,499 | 5,977 | 1,522 | 25% |
| NET INCOME (LOSS) | | | | | | | | | 2,447 | (6,019) | 8,466 | 141% |
| NET (INCOME) LOSS ATTRIBUTABLE TO NONCONTROLLING INTERESTS | | | | | | | | | | | | |
| Noncontrolling interests in the Operating Partnership | | | | | | | | | (35) | 381 | (416) | -109% |

| | | | | |
|---|---|---|---|---|
| Noncontrolling interests in subsidiaries | (2,810) | (1,755) | (1,055) | -60% |
| NET LOSS ATTRIBUTABLE TO THE COMPANY | $ (398) | $ (7,393) | $ 6,995 | 95% |

*Revenues*

Rental income increased from $188.9 million in 2010 to $212.1 million in 2011, an increase of $23.2 million. This increase is primarily attributable to $18.3 million of additional income from the properties acquired in 2010 and 2011 and increases in average occupancy and scheduled annual rent per square foot on the same-store portfolio which contributed $4.9 million to the increase in rental income during 2011 as compared to 2010.

Other property related income increased from $18.0 million in 2010 to $21.7 million in 2011, an increase of $3.7 million, or 21%. This increase is primarily attributable to increased fee revenue and insurance commissions of $3.8 million during the year ended December 31, 2011 as compared to the year ended December 31, 2010, which includes an increase of $0.3 million related to the 2010 and 2011 acquisitions.

Property management fee income increased to $3.8 million in 2011 from $2.8 million during 2010, an increase of $1.0 million. This increase is attributable to an increase in management fees related to the third party management business (103 facilities as of December 31, 2011 compared to 93 facilities as of December 31, 2010) and 12 months of management fees earned during the 2011 period related to the addition of 85 management contracts in April 2010, compared to eight months of similar activity during the 2010 period.

*Operating Expenses*

Property operating expenses increased from $90.3 million in 2010 to $99.2 million in 2011, an increase of $8.9 million, or 10%. This increase is primarily attributable to $8.7 million of increased expenses associated with newly acquired properties and 12 months of expenses in the 2011 period related to the addition of 85 management contracts in April 2010, compared to

Table of Contents

only eight months of similar expenses in the 2010 period.  In addition, we experienced a $0.4 million increase in rebranding and SuperStore related expenses during the 2011 period as compared to the 2010 period.

Depreciation and amortization increased from $61.4 million in 2010 to $68.2 million in 2011, an increase of $6.8 million, or 11%.  This increase is primarily attributable to depreciation and amortization expense related to the 2010 and 2011 acquisitions recognized in 2011, with no corresponding expense recognized in 2010.

*Other Income (Expenses)*

Interest expense decreased from $37.8 million in 2010 to $33.2 million in 2011, a decrease of $4.6 million, or 12%.  Approximately $1.6 million of the reduced interest expense related to approximately $210 million of net mortgage loan repayments during the period from January 1, 2010 through December 31, 2011.  Interest expense also decreased as a result of lower interest rates on the 2011 Credit Facility during the 2011 period as compared to the interest rates on the Prior Facility during the 2010 period, offset by increased unsecured loan borrowings during the period.

Loan procurement amortization expense - early repayment of debt was $8.2 million for the year ended December 31, 2011, with no comparable expense during the 2010 period.  This expense is related to the write-off of unamortized loan procurement costs associated with the Prior Facility.

Acquisition related costs increased from $0.8 million during 2010 to $3.8 million during 2011 as a result of the acquisition of 27 self-storage facilities in 2011, including 16 facilities in the Storage Deluxe Acquisition, compared to 12 acquisitions during 2010.

Equity in losses of real estate ventures was $0.3 million for the year ended December 31, 2011, with no comparable expense during the 2010 period.  This expense is related to earnings attributable to the HSRE Venture, which was formed in September 2011.

*Discontinued Operations*

Gains on disposition of discontinued operations increased from $1.8 million in the 2010 period to $3.9 million in the 2011 period, an increase of $2.1 million. Gains during 2010 related to the sale of 16 assets during 2010, and gains during 2011 related to the sale of 19 assets during 2011.

*Noncontrolling Interests in Subsidiaries*

Noncontrolling interests in subsidiaries increased to $2.8 million in the 2011 period from $1.8 million in the 2010 period. This increase is primarily a result of increased income related to the operations of our joint venture ( HART ), which was formed in August 2009 to own and operate 22 self-storage facilities. The Company retained a 50% ownership interest in HART and accordingly presents the 50% of the related results that are allocated to the venture partner as an adjustment to net income (loss) when arriving at net income (loss) attributable to shareholders.

Table of Contents

**Comparison of the Year Ended December 31, 2010 to the Year Ended December 31, 2009 (dollars in thousands)**

| | Same-Store Property Portfolio | | | | Non Same-Store Properties | | Other/ Eliminations | | Total Portfolio | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | 2010 | 2009 | Increase/ (Decrease) | % Change | 2010 | 2009 | 2010 | 2009 | 2010 | 2009 | Increase/ (Decrease) | Change |
| REVENUES: | | | | | | | | | | | | |
| Rental income | $ 187,653 | $ 188,241 | $ (588) | 0% | $ 1,269 | $ (140) | $ | $ | $ 188,922 | $ 188,101 | $ 821 | 0% |
| Other property related income | 15,636 | 14,389 | 1,247 | 9% | 1,746 | 1,071 | 596 | | 17,978 | 15,460 | 2,518 | 16% |
| Property management fee income | | | | | | | 2,829 | 56 | 2,829 | 56 | 2,773 | 4952% |
| Total revenues | 203,289 | 202,630 | 659 | 0% | 3,015 | 931 | 3,425 | 56 | 209,729 | 203,617 | 6,112 | 3% |
| | | | | | | | | | | | | |
| OPERATING EXPENSES: | | | | | | | | | | | | |
| Property operating expenses | 79,131 | 80,200 | (1,069) | -1% | 1,960 | 622 | 9,170 | 7,573 | 90,261 | 88,395 | 1,866 | 2% |
| NET OPERATING INCOME: | 124,158 | 122,430 | 1,728 | 1% | 1,055 | 309 | (5,745) | (7,517) | 119,468 | 115,222 | 4,246 | 4% |
| | | | | | | | | | | | | |
| Depreciation and amortization | | | | | | | | | 61,428 | 66,984 | (5,556) | -8% |
| General and administrative | | | | | | | | | 25,406 | 22,569 | 2,837 | 13% |
| Subtotal | | | | | | | | | 86,834 | 89,553 | (2,719) | -3% |
| Operating income | | | | | | | | | 32,634 | 25,669 | 6,965 | 27% |
| | | | | | | | | | | | | |
| Other Income (Expense): | | | | | | | | | | | | |
| Interest: | | | | | | | | | | | | |
| Interest expense on loans | | | | | | | | | (37,794) | (45,269) | 7,475 | -17% |
| Loan procurement amortization expense | | | | | | | | | (6,463) | (2,339) | (4,124) | 176% |
| Acquisition related costs | | | | | | | | | (759) | | (759) | 100% |
| Other | | | | | | | | | 386 | 648 | (262) | -40% |
| Total other expense | | | | | | | | | (44,630) | (46,960) | 2,330 | -5% |
| | | | | | | | | | | | | |
| LOSS FROM CONTINUING OPERATIONS | | | | | | | | | (11,996) | (21,291) | 9,295 | 44% |
| | | | | | | | | | | | | |
| DISCONTINUED OPERATIONS | | | | | | | | | | | | |
| Income from discontinued operations | | | | | | | | | 4,151 | 6,820 | (2,669) | -39% |
| Net gain on disposition of discontinued operations | | | | | | | | | 1,826 | 14,139 | (12,313) | -87% |
| Total discontinued operations | | | | | | | | | 5,977 | 20,959 | (14,982) | -71% |
| NET LOSS | | | | | | | | | (6,019) | (332) | (5,687) | -1713% |
| NET LOSS (INCOME) ATTRIBUTABLE TO NONCONTROLLING INTERESTS | | | | | | | | | | | | |
| Noncontrolling interests in the Operating Partnership | | | | | | | | | 381 | 60 | 321 | 535% |
| Noncontrolling interests in subsidiaries | | | | | | | | | (1,755) | (665) | (1,090) | -164% |
| NET LOSS ATTRIBUTABLE TO THE COMPANY | | | | | | | | | $ (7,393) | $ (937) | $ (6,456) | -689% |

*Revenues*

Rental income increased from $188.1 million in 2009 to $188.9 million in 2010, an increase of $0.8 million. This increase is primarily attributable to additional income from the 2010 acquisitions of approximately $1.4 million in 2010 with no similar income in 2009, offset by a

decrease in the realized annual rent per square foot of 1% related to the same-store property portfolio which resulted in a $0.6 million decrease in same-store rental income.

Other property related income increased from $15.5 million in 2009 to $18.0 million in 2010, an increase of $2.5 million, or 16%.  This increase is primarily attributable to increased fee revenue and insurance commissions related to the same-store properties of $1.1 million and an increase in other property related income of $1.3 million related to the 2010 Acquisitions and other non-same store revenue during 2010 as compared to 2009.

Property management fee income increased to $2.8 million in 2010 from $56,000 during 2009, an increase of $2.8 million.  This increase is attributable to an increase in management fees related to the third party management business, which included 93 facilities as of December 31, 2010 compared to eight facilities as of December 31, 2009.

*Operating Expenses*

Property operating expenses increased from $88.4 million in 2009 to $90.3 million in 2010, an increase of $1.9 million, or 2%.  This increase is primarily attributable to $2.9 million of increased expenses associated with non same-store properties and additional costs incurred to support the growth of the third party management business, offset by a $1.1 million decrease in same-store expenses primarily attributable to a $0.6 million decrease in real estate tax expense in 2010 as compared to 2009.

Table of Contents

Depreciation and amortization decreased from $67.0 million in 2009 to $61.4 million in 2010, a decrease of $5.6 million, or 8%.  This decrease is primarily attributable to depreciation expense recognized in 2009 related to assets that became fully depreciated during 2009, with no similar activity on these fully depreciated assets in 2010.

General and administrative expenses increased from $22.6 million in 2009 to $25.4 million in 2010, an increase of $2.8 million, or 13%.  This increase is primarily attributable to additional personnel costs during 2010 incurred to support operational functions of the Company as well as non-recurring contract related costs incurred in conjunction with amendments to employment agreements with members of our senior management.

*Other Income (Expenses)*

Interest expense decreased from $45.3 million in 2009 to $37.8 million in 2010, a decrease of $7.5 million, or 17%.  Approximately $3.9 million of the reduced interest expense related to $175 million of net mortgage loan repayments during the period from January 1, 2009 through December 31, 2010.  Interest expense also decreased by approximately $3.6 million as a result of reduced average outstanding credit facility borrowings and lower interest rates during 2010 as compared to 2009.

Loan procurement amortization expense increased from $2.3 million in 2009 to $6.5 million in 2010, an increase of $4.2 million, or 176%.  The increase is attributable to the amortization of additional costs incurred in relation to the amendment of the Prior Facility in 2010, and a full year of amortization of costs related to the Prior Facility and the 17 secured financings entered into in 2009.

Acquisition related costs increased to $0.8 million during 2010 with no comparable costs in 2009 as a result of the acquisition of 12 self-storage facilities, in addition to the acquisition of 85 management contracts from United Stor-All, during 2010, compared to no acquisition activity during 2009.

*Discontinued Operations*

Gains on disposition of discontinued operations decreased from $14.1 million in the 2009 period to $1.8 million in the 2010 period, a decrease of $12.3 million. Gains during 2009 related to the sale of 20 assets during 2009, and gains during 2010 related to the sale of 16 assets during the year.

*Noncontrolling Interests in Subsidiaries*

Noncontrolling interests in subsidiaries increased to $1.8 million in the 2010 period from $0.7 million in the 2009 period.  This increase is primarily a result of a full year of activity related to the operations of our HART joint venture.

**Non-GAAP Financial Measures**

***NOI***

We define net operating income, which we refer to as NOI, as total continuing revenues less continuing property operating expenses. NOI also can be calculated by adding back to net income (loss): interest expense on loans, loan procurement amortization expense, loan procurement amortization expense early repayment of debt, acquisition related costs, equity in losses of real estate ventures, amounts attributable to noncontrolling interests, other expense, depreciation and amortization expense, general and administrative expense, and deducting from net income: income from discontinued operations, gains on disposition of discontinued operations, other income, and interest income. NOI is not a measure of performance calculated in accordance with GAAP.

We use NOI as a measure of operating performance at each of our facilities, and for all of our facilities in the aggregate. NOI should not be considered as a substitute for operating income, net income, cash flows provided by operating, investing and financing activities, or other income statement or cash flow statement data prepared in accordance with GAAP.

We believe NOI is useful to investors in evaluating our operating performance because:

Table of Contents

- It is one of the primary measures used by our management and our facility managers to evaluate the economic productivity of our facilities, including our ability to lease our facilities, increase pricing and occupancy and control our property operating expenses;

- It is widely used in the real estate industry and the self-storage industry to measure the performance and value of real estate assets without regard to various items included in net income that do not relate to or are not indicative of operating performance, such as depreciation and amortization, which can vary depending upon accounting methods and the book value of assets; and

- We believe it helps our investors to meaningfully compare the results of our operating performance from period to period by removing the impact of our capital structure (primarily interest expense on our outstanding indebtedness) and depreciation of our basis in our assets from our operating results.

There are material limitations to using a measure such as NOI, including the difficulty associated with comparing results among more than one company and the inability to analyze certain significant items, including depreciation and interest expense, that directly affect our net income. We compensate for these limitations by considering the economic effect of the excluded expense items independently as well as in connection with our analysis of net income. NOI should be considered in addition to, but not as a substitute for, other measures of financial performance reported in accordance with GAAP, such as total revenues, operating income and net income.

***FFO***

Pursuant to the revised definition of Funds from Operations adopted by the Board of Governors of the National Association of Real Estate Investment Trusts ( NAREIT ), we calculate Funds from Operations, or FFO, by adjusting net income (computed in accordance with GAAP, including non-recurring items) for gains (or losses) from sales of properties, impairments of depreciable assets, real estate related depreciation and amortization, and after adjustment for unconsolidated partnerships and joint ventures. FFO is a non-GAAP financial measure. The use of FFO, combined with the required primary GAAP presentations, has been fundamentally beneficial in improving the understanding of operating results of REITs among the investing public and making comparisons of REIT operating results more meaningful. Management generally considers FFO to be a useful measure for reviewing our comparative operating and financial performance because, by excluding gains and losses related to sales of previously depreciated operating real estate assets, impairments of depreciable assets, and excluding real estate asset depreciation and amortization (which can vary among owners of identical assets in similar condition based on historical cost accounting and useful life estimates), FFO can help one compare the operating performance of a company s real estate between periods or as compared to different companies. Our computation of FFO may not be comparable to FFO reported by other REITs or real estate companies that do not define the term in accordance with the current NAREIT definition or that interpret the current NAREIT definition differently.

FFO should not be considered as an alternative to net income (determined in accordance with GAAP) as an indication of our performance. FFO does not represent cash generated from operating activities determined in accordance with GAAP and is not a measure of liquidity or an indicator of our ability to make cash distributions. We believe that to further understand our performance, FFO should be compared with our reported net income and considered in addition to cash flows in accordance with GAAP, as presented in our Consolidated Financial Statements.

Table of Contents

The following table presents a reconciliation of net income to FFO for the year ended December 31, 2011 and 2010 (in thousands):

| | 2011 | 2010 |
|---|---|---|
| ***Net loss attributable to common shareholders*** | $ (1,616) | $ (7,393) |
| Add (deduct): | | |
| Real estate depreciation and amortization: | | |
| Real property - continuing operations | 66,587 | 59,699 |
| Real property - discontinued operations | 848 | 3,209 |
| Company s share of unconsolidated real estate ventures | 542 | |
| Noncontrolling interest s share of consolidated real estate ventures | (1,731) | (2,206) |
| Gains on sale of real estate | (3,903) | (1,826) |
| Noncontrolling interests in the Operating Partnership | 35 | (381) |
| ***FFO*** | $ 60,762 | $ 51,102 |
| Weighted-average diluted shares and units outstanding | 109,085 | 99,955 |

**Cash Flows**

***Comparison of the Year Ended December 31, 2011 to the Year Ended December 31, 2010***

A comparison of cash flow related to operating, investing and financing activities for the years ended December 31, 2011 and 2010 is as follows:

| **Net cash flow provided by (used in):** | **Year Ended December 31, 2011** | **2010** | **Change** |
|---|---|---|---|
| | **(in thousands)** | | |
| Operating activities | $ 84,327 | $ 71,517 | $ 12,810 |
| Investing activities | $ (442,100) | $ (44,783) | $ (397,317) |
| Financing activities | $ 360,951 | $ (123,611) | $ 484,562 |

Cash flows provided by operating activities for the years ended December 31, 2011 and 2010 were $84.3 million and $71.5 million, respectively, an increase of $12.8 million. Our principal source of cash flows is from the operation of our properties. Our increased cash flow from operating activities is primarily attributable to our 2010 and 2011 acquisitions.

Cash used in investing activities increased from $44.8 million in 2010 to $442.1 million in 2011, an increase of $397.3 million. The increase primarily relates to increased property acquisitions in 2011 (Storage Deluxe Acquisition with a purchase price totaling $357.3 million and 11 other property acquisitions with purchase prices totaling $109.8 million) compared to 2010 (12 property acquisitions with purchase price totaling $85.1 million).

Cash provided by (used in) financing activities increased from ($123.6) million in 2010 to $361.0 million in 2011, an increase of $484.6 million. The increase relates to the following: (a) increased common and preferred share issuances of $231.3 million in 2011, as compared to 2010, primarily used to finance the Storage Deluxe Acquisition in November 2011,

Table of Contents

(b) a net increase in unsecured term loans of $200.0 million that was used to repay $93 million of borrowings under the revolving credit facility related to the financing of the Storage Deluxe Acquisition, and (c) a net decrease in payments on mortgage loans and notes payable of $156.9 million; offset by full repayment of revolving credit facility borrowings of $43 million during 2011, compared to prior year inflows of $43 million, and increased distributions of $19.3 million in 2011 as compared to 2010.

***Comparison of the Year Ended December 31, 2010 to the Year Ended December 31, 2009***

A comparison of cash flow related to operating, investing and financing activities for the years ended December 31, 2010 and 2009 is as follows:

| Net cash flow provided by (used in): | Year Ended December 31, 2010 | 2009 | Change |
|---|---|---|---|
| | (in thousands) | | |
| Operating activities | $ 71,517 | $ 62,214 | $ 9,303 |
| Investing activities | $ (44,783) | $ 98,852 | $ (143,635) |
| Financing activities | $ (123,611) | $ (62,042) | $ (61,569) |

Cash flows provided by operating activities for the years ended December 31, 2010 and 2009 were $71.5 million and $62.2 million, respectively, an increase of $9.3 million. The increase primarily relates to timing differences associated with a $3.2 million increase in accounts payable and accrued expense activity and a $3.9 million decrease in restricted cash activity during 2010 as compared to 2009 and increased NOI levels during 2010 as compared to 2009.

Cash (used in) provided by investing activities decreased from $98.9 million in 2009 to ($44.8) million in 2010, a decrease of $143.6 million. The decrease primarily relates to decreased property dispositions in 2010 (aggregate proceeds of $37.3 million related to 16 facilities) compared to 2009 (aggregate proceeds of $68.3 million related to 20 facilities), net proceeds received from the formation of YSI HART Limited Partnership in August 2009 of approximately $48.7 million, with no similar transactions during 2010, as well as more acquisition activity in 2010 (12 facilities acquired for an aggregate cost of $84.7 million) relative to no acquisitions during 2009. The decrease was offset by repayment of notes receivable of $20.1 million during 2010.

Cash used in financing activities increased from $62.0 million in 2009 to $123.6 million in 2010, an increase of $61.6 million. The increase primarily relates to higher common share issuance activity in 2010 compared to 2009 (proceeds of $170.9 million and $47.6 million, respectively), and increased distributions paid to shareholders, and non-controlling interests of $5.9 million during 2010 as compared to 2009 due to additional outstanding shares during 2010, offset by decreased net debt repayments of $54.8 million and loan procurement costs of $12.6 million in 2010 as compared to 2009.

**Liquidity and Capital Resources**

***Liquidity Overview***

Our cash flow from operations has historically been one of our primary sources of liquidity to fund debt service, distributions and capital expenditures. We derive substantially all of our revenue from customers who lease space from us at our facilities and fees earned from managing properties. Therefore, our ability to generate cash from operations is dependent on the rents that we are able to charge and collect from our customers. We believe that the facilities in which we invest self-storage facilities are less sensitive than other real estate product types to near-term economic downturns. However, prolonged economic downturns will adversely affect our cash flows from operations.

In order to qualify as a REIT for federal income tax purposes, the Parent Company is required to distribute at least 90% of REIT taxable income, excluding capital gains, to our shareholders on an annual basis or pay federal income tax. The nature of our business, coupled with the requirement that the Parent Company distribute a substantial portion of our income on an annual basis, will cause us to have substantial liquidity needs over both the short term and the long term.

Our short-term liquidity needs consist primarily of funds necessary to pay operating expenses associated with our facilities, refinancing of certain mortgage indebtedness, interest expense and scheduled principal payments on debt, expected

distributions to limited partners and shareholders and recurring capital expenditures. These funding requirements will vary from year to year, in some cases significantly. We funded the $357.3 million cash portion of the Storage Deluxe Acquisition using approximately $277.3 million in net proceeds from our recently completed public offerings of common and preferred shares and borrowings of approximately $93 million under our 2011 Credit Facility. We expect recurring capital expenditures in the 2012 fiscal year to be approximately $7 million to $9 million. In addition, we expect capital improvements totaling approximately $8 million related to our store upgrade ( SuperStore ) and rebranding initiatives, through December 31, 2012. Our currently scheduled principal payments on debt, including borrowings outstanding on the 2011 Credit Facility and Term Loan Facility, are approximately $168.8 million in 2012.

Our most restrictive debt covenants limit the amount of additional leverage we can add; however, we believe cash flow from operations, access to our at the market program and access to our 2011 Credit Facility are adequate to execute our current business plan and remain in compliance with our debt covenants.

Our liquidity needs beyond 2012 consist primarily of contractual obligations which include repayments of indebtedness at maturity, as well as potential discretionary expenditures such as (i) non-recurring capital expenditures; (ii) redevelopment of operating facilities; (iii) acquisitions of additional facilities; and (iv) development of new facilities. We will have to satisfy our needs through either additional borrowings, including borrowings under the revolving portion of our 2011 Credit Facility, sales of common or preferred shares and/or cash generated through facility dispositions and joint venture transactions.

Notwithstanding the discussion above, we believe that, as a publicly traded REIT, we will have access to multiple sources of capital to fund long-term liquidity requirements, including the incurrence of additional debt and the issuance of additional equity. However, we cannot provide any assurance that this will be the case. Our ability to incur additional debt will be dependent on a number of factors, including our degree of leverage, the value of our unencumbered assets and borrowing restrictions that may be imposed by lenders. In addition, dislocation in the United States debt markets may significantly reduce the availability and increase the cost of long-term debt capital, including conventional mortgage financing and commercial mortgage-backed securities financing. There can be no assurance that such capital will be readily available in the future. Our ability to access the equity capital markets will be dependent on a number of factors as well, including general market conditions for REITs and market perceptions about us.

As of December 31, 2011, we had approximately $9.1 million in available cash and cash equivalents. In addition, we had approximately $400 million of availability for borrowings under our 2011 Credit Facility.

***Bank Credit Facilities***

On December 8, 2009, we entered into a three-year, $450 million senior secured credit facility, which we refer to as the Prior Facility, consisting of a $200 million secured term loan and a $250 million secured revolving credit facility. The Prior Facility was collateralized by mortgages on borrowing base properties (as defined in the Prior Facility agreement). The Prior Facility replaced the prior, three-year $450 million unsecured credit facility (the 2006 Credit Facility ), which was entered into in November 2006, and consisted of a $200 million unsecured term loan and $250 million in unsecured revolving loans. All borrowings under the 2006 Credit Facility were repaid in December 2009.

On September 29, 2010, we amended the Prior Facility. The Prior Facility, as amended, consisted of a $200 million unsecured term loan and a $250 million unsecured revolving credit facility and had an outstanding balance of $43 million as of December 31, 2010. The Prior Facility, as amended had a three-year term expiring on December 7, 2013, was unsecured, and borrowings on the facility incurred interest on a borrowing spread determined by our leverage levels plus LIBOR.

On June 20, 2011, we entered into an unsecured Term Loan Agreement (the Term Loan Facility ) which consisted of a $100 million term loan with a five-year maturity and a $100 million term loan with a seven-year maturity. The Term Loan Facility permits the Company to request additional advances of five-year or seven-year loans in minimum increments of $5 million, provided that such additional advances do not, in the aggregate, exceed $50 million. We incurred costs of $2.1 million in connection with executing the agreement and capitalized such costs as a component of loan procurement costs, net of amortization on the consolidated balance sheet. Interest rates on the Term Loan Facility range, depending on the Company s leverage levels, from 1.90% to 2.75% over LIBOR for the five-year loan, and from 2.05% to 2.85% over LIBOR for the seven-year loan, and each loan has no LIBOR floor. As of December 31, 2011, we had received two investment grade ratings, and therefore pricing on the Term Loan Facility ranges from 1.45% to 2.10% over LIBOR for the five-year loan, and from 1.60% to 2.25% over LIBOR for the seven-year loan.

Table of Contents

On December 9, 2011, we entered into a credit agreement comprised of a $100 million unsecured term loan maturing in December 2014; a $200 million unsecured term loan maturing in March 2017; and a $300 million unsecured revolving facility maturing in December 2015, which we refer to as the 2011 Credit Facility. The 2011 Credit Facility replaces in its entirety our Prior Facility. In connection with obtaining the 2011 Credit Facility, we paid additional deferred financing costs of $3.4 million and wrote off deferred financing fees related to the Prior Facility of $6.1 million.

Interest rates on borrowings under the 2011 Credit Facility depend on our unsecured debt credit rating. At our current Baa3/BBB- level, amounts drawn under the revolving facility portion of the 2011 Credit Facility are priced at 1.80% over LIBOR, with no LIBOR floor and amounts drawn under the term loan portion of the 2011 Credit Facility are priced at 1.75% over LIBOR, with no LIBOR floor.

On December 31, 2011, $200 million of unsecured term loan borrowings were outstanding under the Term Loan Facility, $200 million of unsecured term loan borrowings were outstanding under the 2011 Credit Facility, and $400 million was available for borrowing under the 2011 Credit Facility. We had interest rate swaps as of December 31, 2011, that fix LIBOR on $200 million of borrowings under the 2011 Credit Facility maturing in March 2017 at 1.34%. In addition, at December 31, 2011, we had interest rate swaps that fix LIBOR on both the five and seven-year term loans under the Term Loan Facility through their respective maturity dates. The interest rate swap agreements fix thirty day LIBOR over the terms of the five and seven-year term loans at 1.80% and 2.47%, respectively. We recognized loan procurement amortization expense - early repayment of debt of $8.2 million related to the write-off of unamortized loan procurement costs associated with the Prior Facility.

As of December 31, 2011, borrowings under the 2011 Credit Facility and Term Loan Facility had a weighted average interest rate of 3.57% and the effective interest rates on the five and seven-year term loans were 3.65% and 4.47%, respectively, after giving consideration to the interest rate swaps described in Note 8.

Our ability to borrow under the 2011 Credit Facility and Term Loan Facility is subject to our ongoing compliance with certain financial covenants which include:

- Maximum total indebtedness to total asset value of 60.0% at any time;
- Minimum fixed charge coverage ratio of 1.50:1.00; and
- Minimum tangible net worth of $821,211,200 plus 75% of net proceeds from equity issuances after June 30, 2010.

Further, under the 2011 Credit Facility and Term Loan Facility, we are restricted from paying distributions on our common shares that would exceed an amount equal to the greater of (i) 95% of our funds from operations, and (ii) such amount as may be necessary to maintain our REIT status.

We are currently in compliance with all of our financial covenants and anticipate being in compliance with all of our financial covenants through the terms of the 2011 Credit Facility and Term Loan Facility.

Table of Contents

**Other Material Changes in Financial Position**

| | December 31, 2011 | | December 31, 2010 (in thousands) | | Increase (decrease) |
|---|---|---|---|---|---|
| Selected Assets | | | | | |
| Storage facilities, net | $ | 1,788,720 | $ | 1,428,491 | $ 360,229 |
| Investment in joint venture | $ | 15,181 | $ | | $ 15,181 |
| Other assets, net | $ | 43,645 | $ | 18,576 | $ 25,069 |
| | | | | | |
| Selected Liabilities | | | | | |
| Revolving credit facility | $ | | $ | 43,000 | $ (43,000) |
| Unecured term loan | $ | 400,000 | $ | 200,000 | $ 200,000 |
| Mortgage loans and notes payable | $ | 358,441 | $ | 372,457 | $ (14,016) |
| Accounts payable, accrued expenses and other liabilities | $ | 51,025 | $ | 36,172 | $ 14,853 |

Storage facilities, net increased $360.2 million during 2011 primarily as a result of the acquisition of 27 facilities for $467.1 million and fixed asset additions, offset by the disposition of 19 properties for $45.2 million during the same period. Investment in joint venture increased by $15.2 million due to the formation of the HSRE joint venture in September 2011. Other assets, net increased $25.1 million due to increased intangible assets of $25.1 million related to the 2011 Acquisitions.

Our borrowing under the revolving portion of the 2011 Credit Facility decreased $43.0 million as a result of additional borrowings made during 2011 from the Term Loan Facility and the related paydown of the Prior Facility. Unsecured term loan borrowing increased by $200 million due to borrowings under the Term Loan Facility related to payments for the 2011 Acquisitions and the repayment of multiple mortgages in 2011. Mortgage loans and notes payable decreased $14.0 million due to scheduled principal payments and the repayment of several mortgages during the year. Accounts payable, accrued expenses and other liabilities increased $14.9 million primarily due to an increase in derivative liabilities during 2011.

**Contractual Obligations**

The following table summarizes our known contractual obligations as of December 31, 2011 (in thousands):

| | Payments Due by Period | | | | | | |
|---|---|---|---|---|---|---|---|
| | Total | 2012 | 2013 | 2014 | 2015 | 2016 | 2017 and thereafter |
| Mortgage loans and notes payable (a) | $ 358,055 | $ 168,763 | $ 30,816 | $ 64,443 | $ 64,598 | $ 7,601 | $ 21,834 |
| Revolving credit facility and unsecured term loans (b) | 400,000 | | | 100,000 | | 100,000 | 200,000 |
| Interest payments (b) | 122,490 | 32,038 | 25,462 | 21,897 | 16,134 | 14,430 | 12,529 |
| Ground leases and third party office lease | 43,235 | 988 | 988 | 940 | 860 | 887 | 38,572 |

| | | | | | | |
|---|---|---|---|---|---|---|
| Related party office leases | 1,473 | 475 | 499 | 499 | | | |
| Software and service contracts | 2,085 | 2,085 | | | | | |
| | $ 927,338 | $ 204,349 | $ 57,765 | $ 187,779 | $ 81,592 | $ 122,918 | $ 272,935 |

(a) Amounts do not include unamortized discounts/premiums.

Table of Contents

(b)  Interest on variable rate debt calculated using the following rates:  The 2011 Credit Facility and Term Loan Facility had a weighted average interest rate of 3.57% and the effective interest rates on the five and seven-year term loans were 3.65% and 4.47%, respectively.

We expect that the contractual obligations owed in 2012 will be satisfied by a combination of cash generated from operations and from draws on the revolving portion of the 2011 Credit Facility.

**Off-Balance Sheet Arrangements**

We do not have off-balance sheet arrangements, financings, or other relationships with other unconsolidated entities (other than our co-investment partnerships) or other persons, also known as variable interest entities not previously discussed.

**ITEM 7A.** ***QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK***

The Company s future income, cash flows and fair values relevant to financial instruments depend upon prevailing interest rates.

**Market Risk**

Our investment policy relating to cash and cash equivalents is to preserve principal and liquidity while maximizing the return through investment of available funds.

**Effect of Changes in Interest Rates on our Outstanding Debt**

Our interest rate risk objectives are to limit the impact of interest rate fluctuations on earnings and cash flows and to lower our overall borrowing costs. To achieve these objectives, we manage our exposure to fluctuations in market interest rates for a portion of our borrowings through the use derivative financial instruments such as interest rate swaps or caps to mitigate our interest rate risk on a related financial instrument or to effectively lock the interest rate on a portion of our variable rate debt.  The analysis below presents the sensitivity of the market value of our financial instruments to selected changes in market rates.  The range of changes chosen reflects our view of changes which are reasonably possible over a one-year period.  Market values are the present value of projected future cash flows based on the market rates chosen.

As of December 31, 2011 our consolidated debt consisted of $758.4 million of outstanding mortgages and unsecured term loans that are subject to fixed rates, including variable rate debt that is effectively fixed through our use of interest rate swaps.  There were no amounts outstanding subject to floating rates.  However, to the extent that we borrow on the revolving credit facility, we will then have debt subject to variable rates.

Changes in interest rates have different impacts on the fixed and variable rate portions of our debt portfolio. A change in interest rates on the fixed portion of the debt portfolio impacts the net financial instrument position, but has no impact on interest incurred or cash flows. A change in interest rates on the variable portion of the debt portfolio impacts the interest incurred and cash flows, but does not impact the net financial instrument position. If market rates of interest increase by 1%, the fair value of our outstanding fixed-rate mortgage debt and unsecured term loans would decrease by approximately $23.4 million. If market rates of interest decrease by 1%, the fair value of our outstanding fixed-rate mortgage debt and unsecured term loans would increase by approximately $23.4 million.

**ITEM 8.** ***FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA***

Financial statements required by this item appear with an Index to Financial Statements and Schedules, starting on page F-1 of this report.

**ITEM 9.** ***CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE***

None.

Table of Contents

**ITEM 9A.** ***CONTROLS AND PROCEDURES***

***Controls and Procedures (Parent Company)***

**Evaluation of Disclosure Controls and Procedures**

As of the end of the period covered by this report, the Parent Company carried out an evaluation, under the supervision and with the participation of its management, including its chief executive officer and chief financial officer, of the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rules 13a-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act )). Based on that evaluation, the Parent Company s chief executive officer and chief financial officer have concluded that the Parent Company s disclosure controls and procedures are effective.

Based on that evaluation, the Parent Company s chief executive officer and chief financial officer have concluded that the Parent Company s disclosure controls and procedures are designed at a reasonable assurance level and are effective to provide reasonable assurance that information required to be disclosed by the Parent Company in reports that it files or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to the Parent Company s management, including its chief executive officer and chide financial officer, as appropriate, to allow timely decisions regarding required disclosure.

**Changes in Internal Controls Over Financial Reporting**

There has been no change in the Parent Company s internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during its most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting.

**Management s Report on Internal Control Over Financial Reporting**

Management s report on internal control over financial reporting is set forth on page F-2 of this Annual Report on Form 10-K, and is incorporated herein by reference. The effectiveness of the Parent Company s internal control over financial reporting as of December 31, 2011 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in its report which is included herein.

***Controls and Procedures (Operating Partnership)***

**Evaluation of Disclosure Controls and Procedures**

As of the end of the period covered by this report, the Operating Partnership carried out an evaluation, under the supervision and with the participation of its management, including the Operating Partnership s chief executive officer and chief financial officer, of the effectiveness of the design and operation of the Operating Partnership s disclosure controls and procedures (as defined in Rules 13a-15(e) under the Exchange Act). Based on that evaluation, the Operating Partnership s chief executive officer and chief financial officer have concluded that the Operating Partnership s disclosure controls and procedures are effective.

Based on that evaluation, the Operating Partnership s chief executive officer and chief financial officer have concluded that the Operating Partnership s disclosure controls and procedures are designed at a reasonable assurance level and are effective to provide reasonable assurance that information required to be disclosed by the Operating Partnership in reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to the Operating Partnership s management, including the Operating Partnership s chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Table of Contents

**Changes in Internal Controls Over Financial Reporting**

There has been no change in the Operating Partnership s internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Operating Partnership s internal control over financial reporting.

**Management s Report on Internal Control Over Financial Reporting**

Management s report on internal control over financial reporting is set forth on page F-2 of this Annual Report on Form 10-K, and is incorporated herein by reference. The effectiveness of the Operating Partnership s internal control over financial reporting as of December 31, 2011 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in its report which is included herein.

**ITEM 9B.** ***OTHER INFORMATION***

Not applicable.

Table of Contents

## PART III

### ITEM 10. *TRUSTEES, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE*

We have adopted a Code of Ethics for all of our employees, officers and trustees, including our principal executive officer and principal financial officer, which is available on our website at www.cubesmart.com. We intend to disclose any amendment to, or a waiver from, a provision of our Code of Ethics on our website within four business days following the date of the amendment or waiver.

The remaining information required by this item regarding trustees, executive officers and corporate governance is hereby incorporated by reference to the material appearing in the Proxy Statement for the Annual Shareholders Meeting to be held in 2011 (the Proxy Statement ) under the captions Proposal 1: Election of Trustees, Executive Officers, Meetings and Committees of the Board of Trustees, and Shareholder Proposals and Nominations for the 2013 Annual Meeting. The information required by this item regarding compliance with Section 16(a) of the Exchange Act is hereby incorporated by reference to the material appearing in the Parent Company s Proxy Statement under the caption Section 16(a) Beneficial Ownership Reporting Compliance.

### ITEM 11. *EXECUTIVE COMPENSATION*

The information required by this item is hereby incorporated by reference to the material appearing in the Parent Company s Proxy Statement under the captions Compensation Committee Report, Meetings and Committees of the Board of Trustees Compensation Committee Interlocks and Insider Participation, Compensation Discussion and Analysis, Executive Compensation, Potential Payments Upon Termination or Change in Control, and Trustee Compensation.

### ITEM 12. *SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS*

The following table sets forth certain information regarding our equity compensation plans as of December 31, 2011.

| **Plan Category** | **Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)** | **Weighted-average exercise price of outstanding options, warrants and rights (b)** | **Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column(a) (c)** |
|---|---|---|---|
| Equity compensation plans approved by shareholders | 5,255,718(1) | $ 10.35(2) | 4,356,330 |

| | | | |
|---|---|---|---|
| Equity compensation plans not approved by shareholders | | | |
| Total | 5,255,718 | $ 10.35 | 4,356,330 |

(1) Excludes 666,622 shares subject to outstanding restricted share unit awards.

(2) This number reflects the weighted-average exercise price of outstanding options and has been calculated exclusive of outstanding restricted unit awards.

The information regarding security ownership of certain beneficial owners and management required by this item is hereby incorporated by reference to the material appearing in the Parent Company s Proxy Statement under the caption Security Ownership of Management and Security Ownership of Beneficial Owners.

**ITEM 13.** ***CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND TRUSTEE INDEPENDENCE***

The information required by this item is hereby incorporated by reference to the material appearing in the Parent Company s Proxy Statement under the captions Corporate Governance- Independence of Trustees, Policies and Procedures Regarding Review, Approval or Ratification of Transactions With Related Persons, and Transactions With Related Persons.

Table of Contents

**ITEM 14.** ***PRINCIPAL ACCOUNTANT FEES AND SERVICES***

The information required by this item is hereby incorporated by reference to the material appearing in the Parent Company s Proxy Statement under the captions Audit Committee Matters - Fees Paid to Our Independent Registered Public Accounting Firm and Audit Committee Pre-Approval Policies and Procedures.

Table of Contents

## PART IV

### ITEM 15. *EXHIBITS AND FINANCIAL STATEMENT SCHEDULES*

(a) Documents filed as part of this report:

1. *Financial Statements.*

The response to this portion of Item 15 is submitted as a separate section of this report.

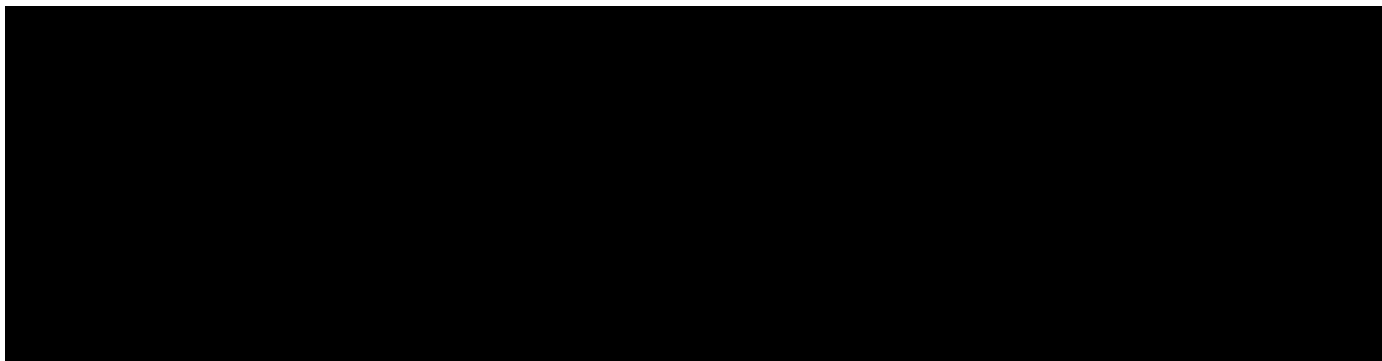
2. *Financial Statement Schedules.*

The response to this portion of Item 15 is submitted as a separate section of this report.

3. *Exhibits.*

The list of exhibits filed with this report is set forth in response to Item 15(b). The required exhibit index has been filed with the exhibits.

(b) *Exhibits.* The following documents are filed as exhibits to this report:



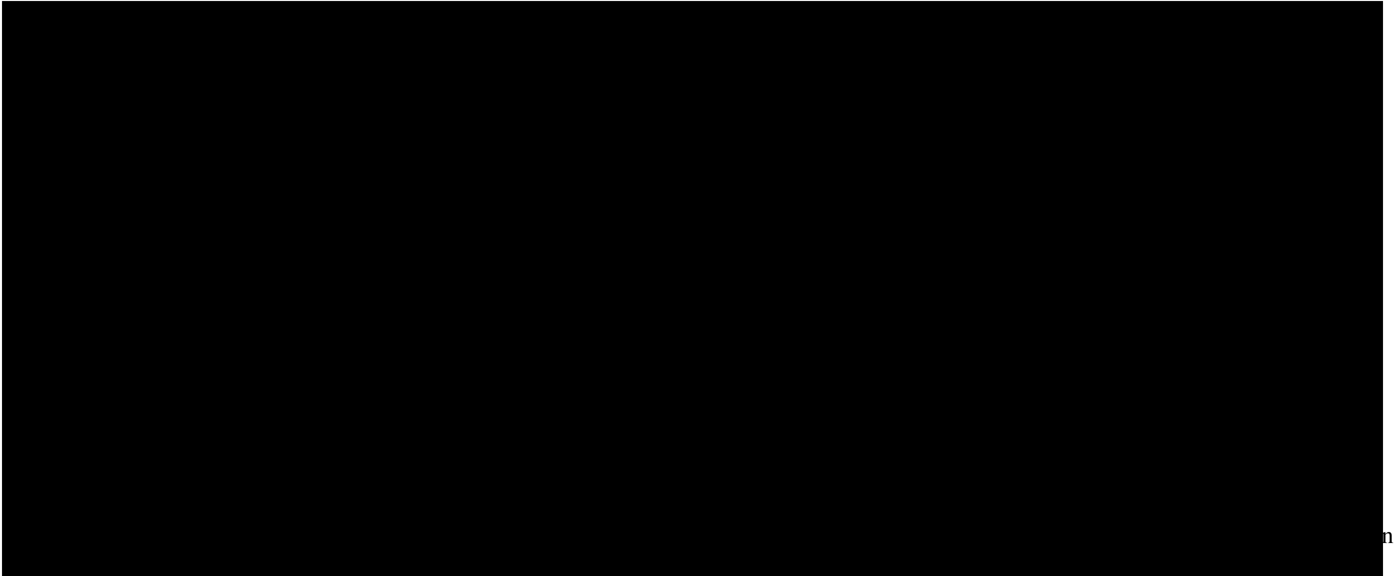


Table of Contents

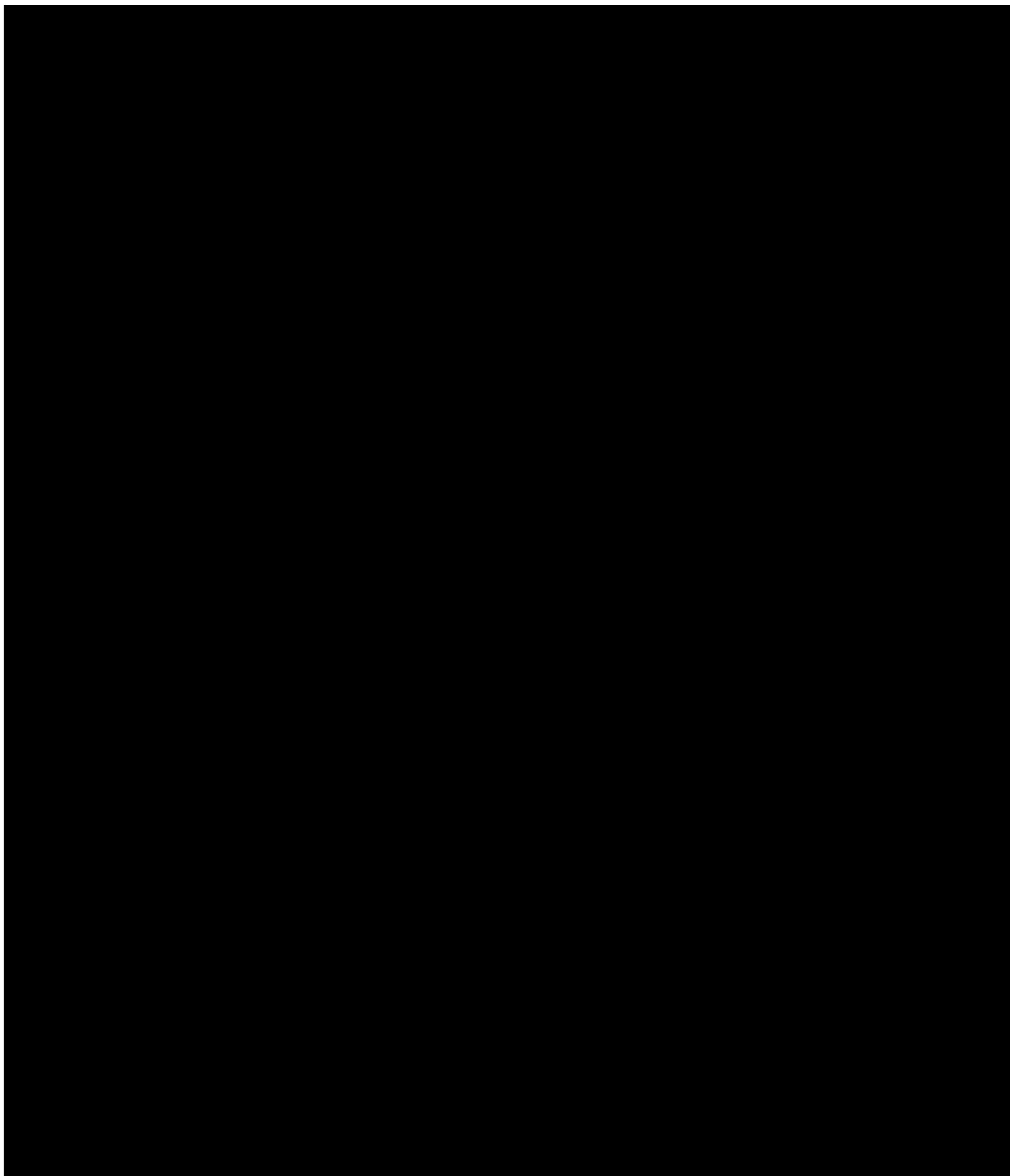


Table of Contents

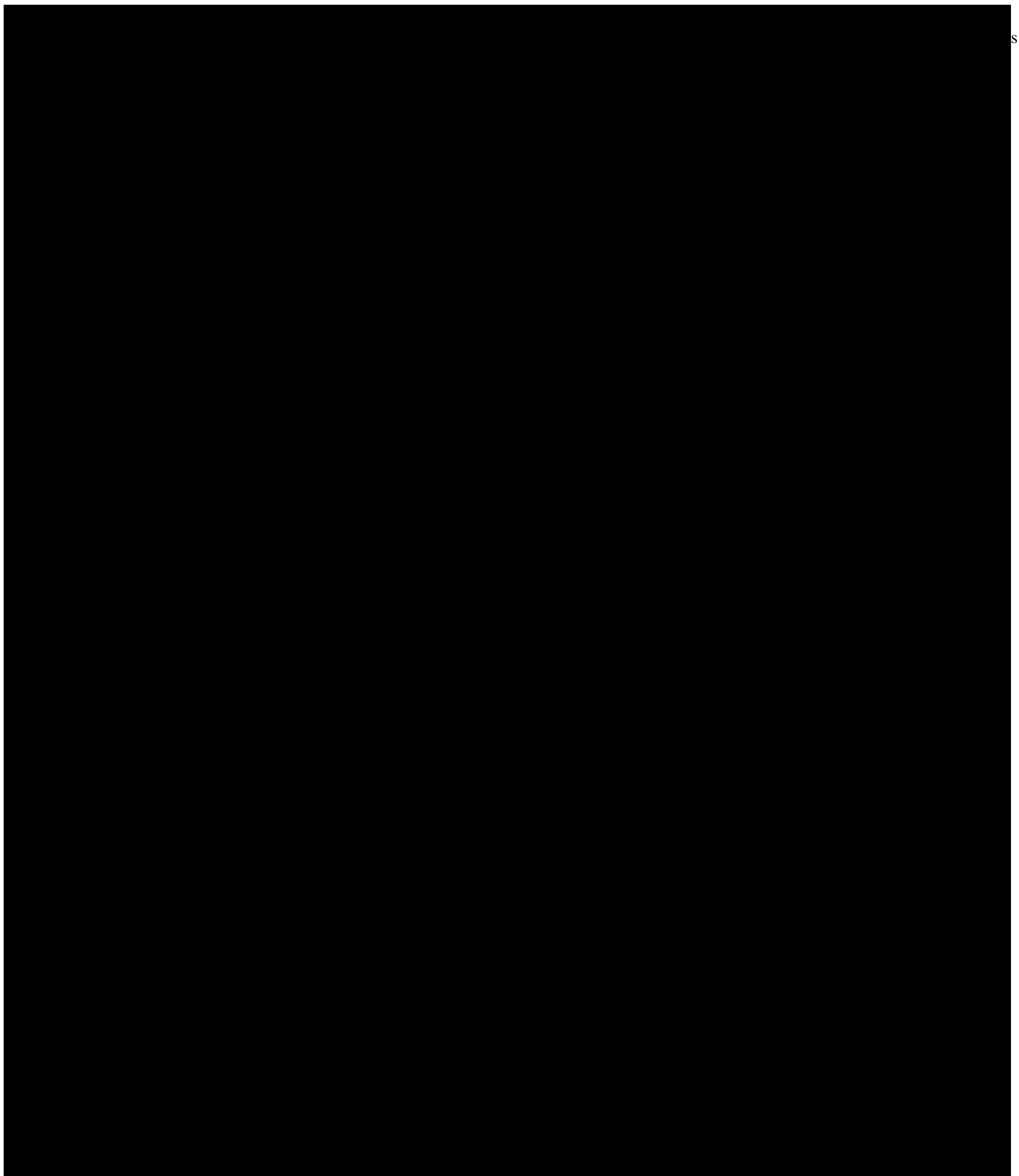


Table of Contents

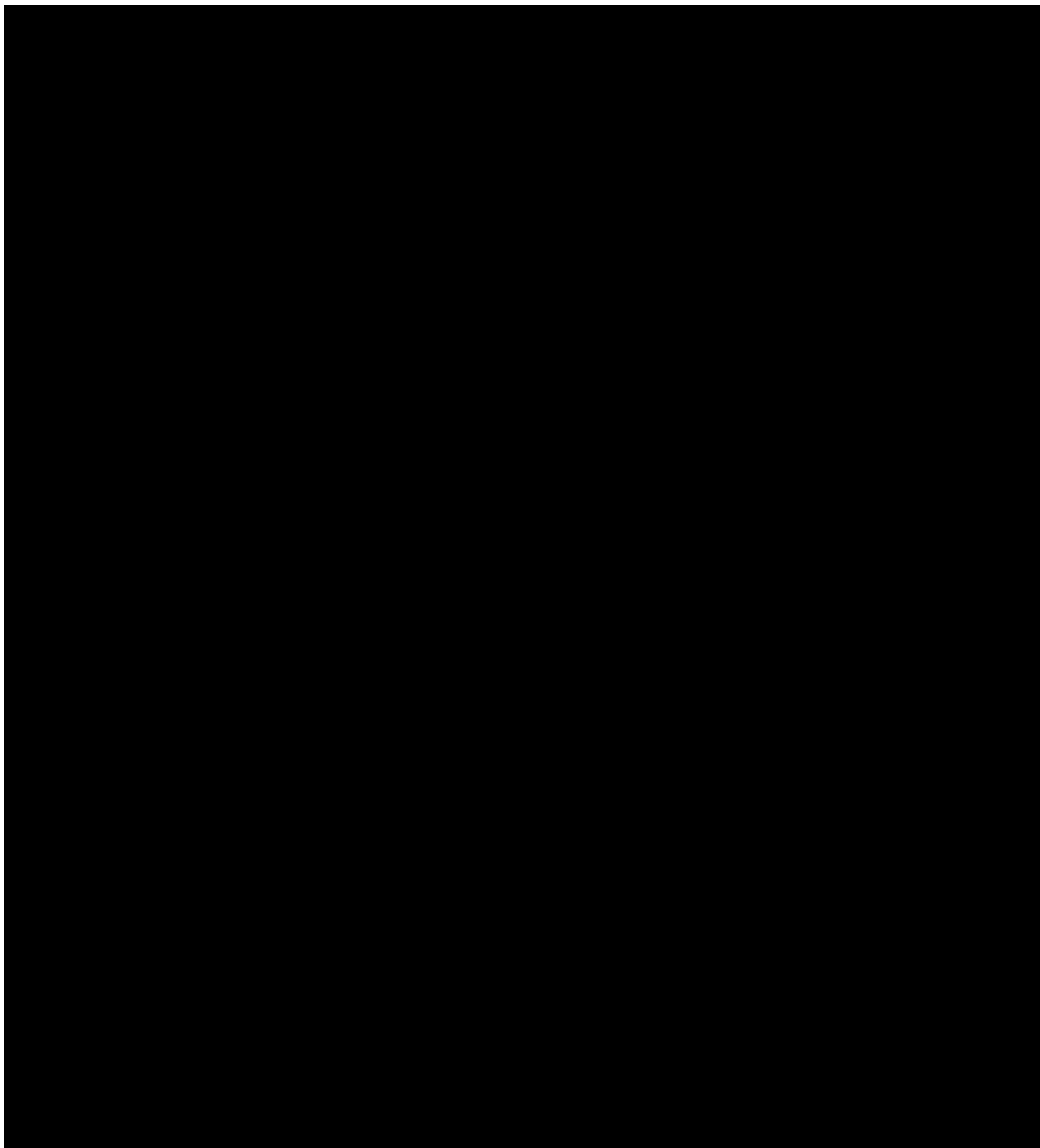


Table of Contents

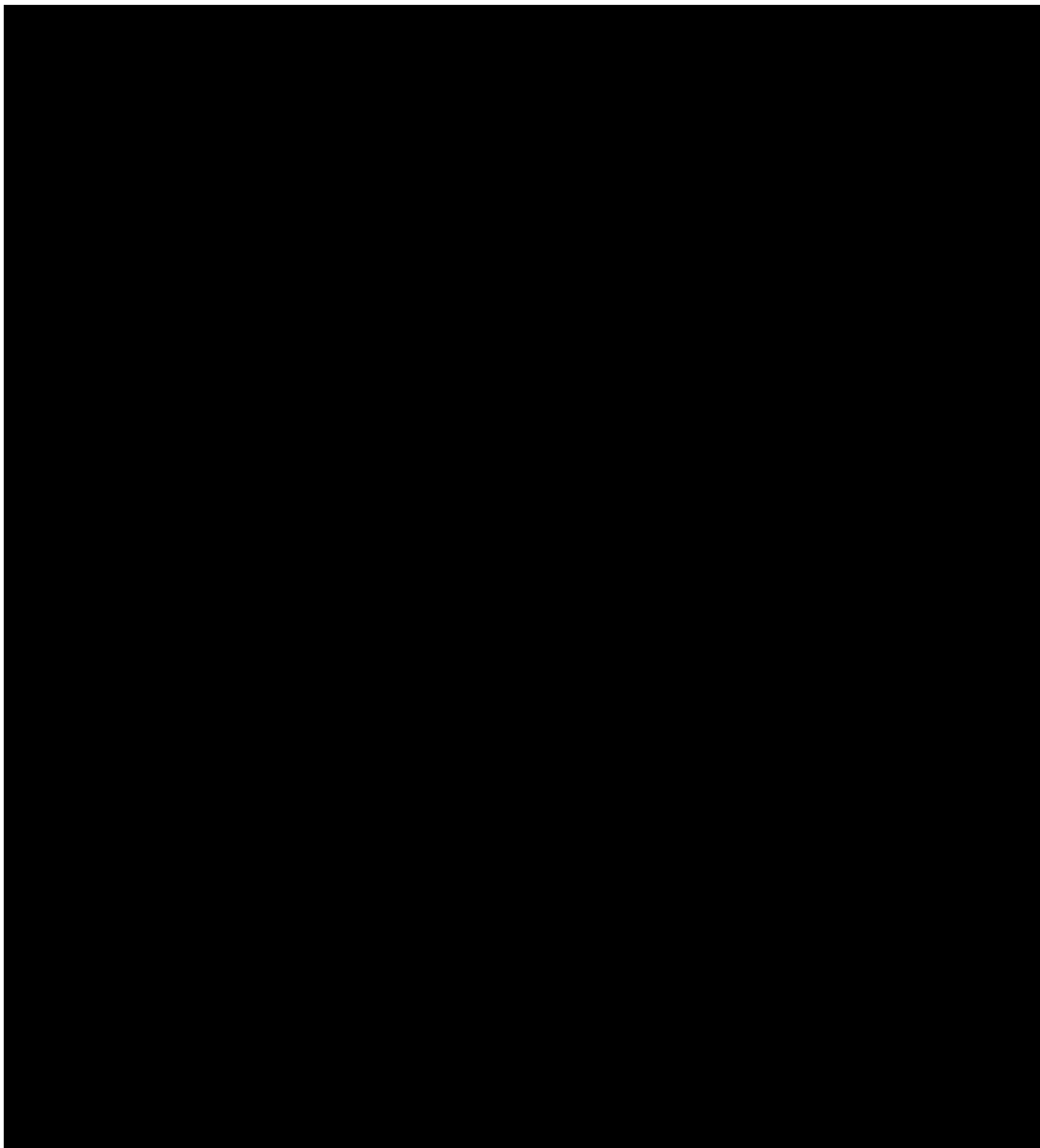


Table of Contents

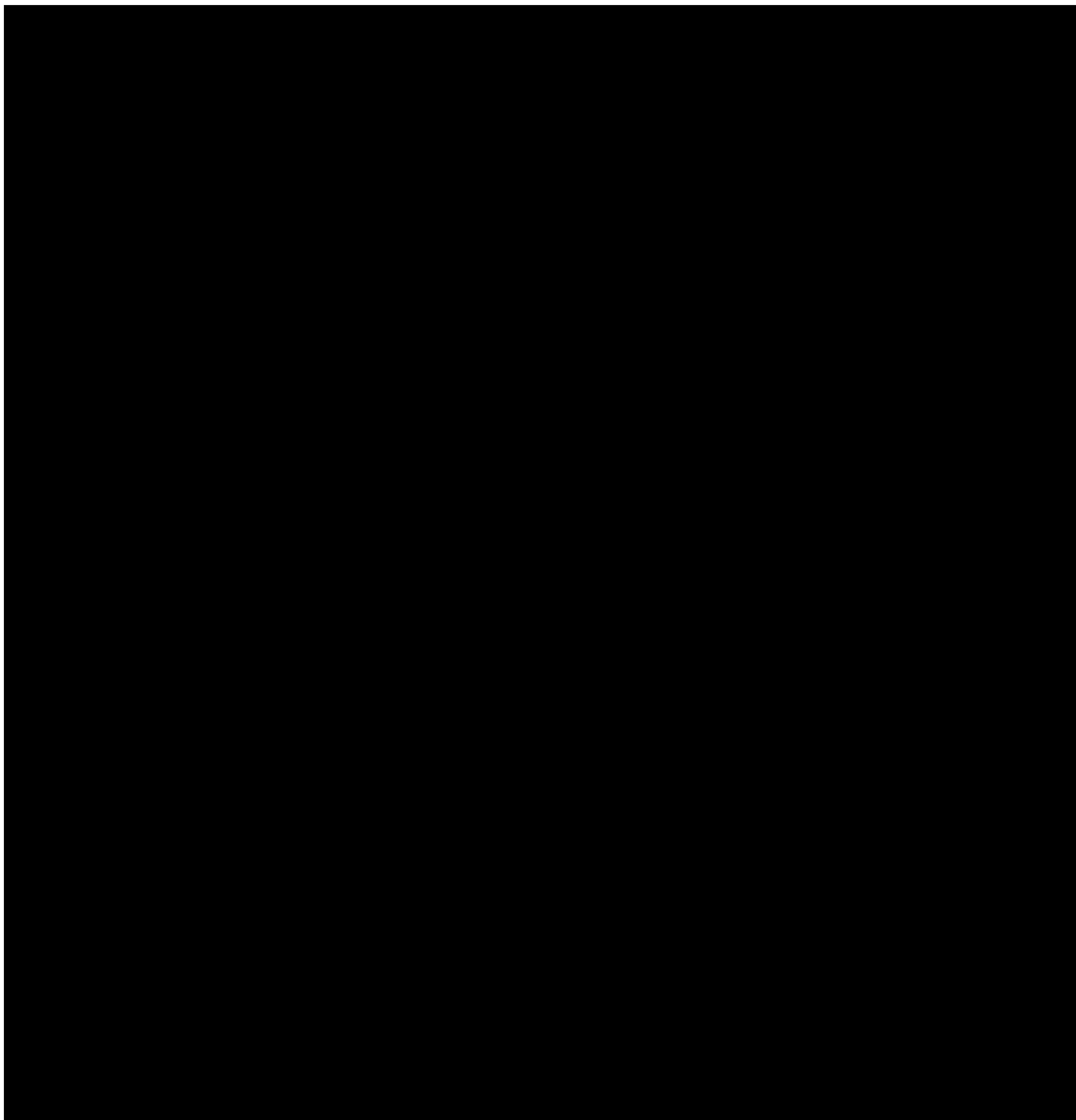


Table of Contents

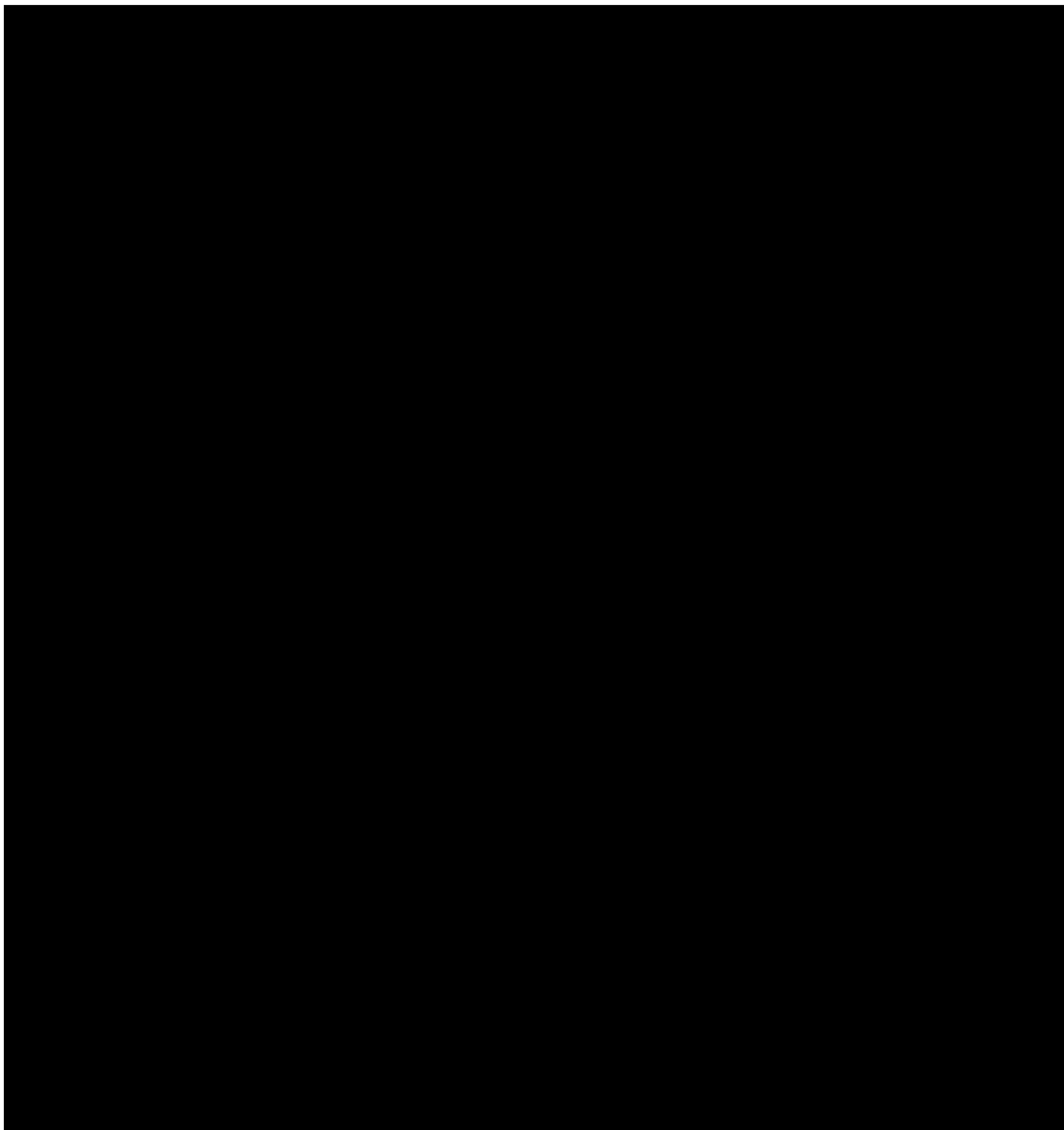
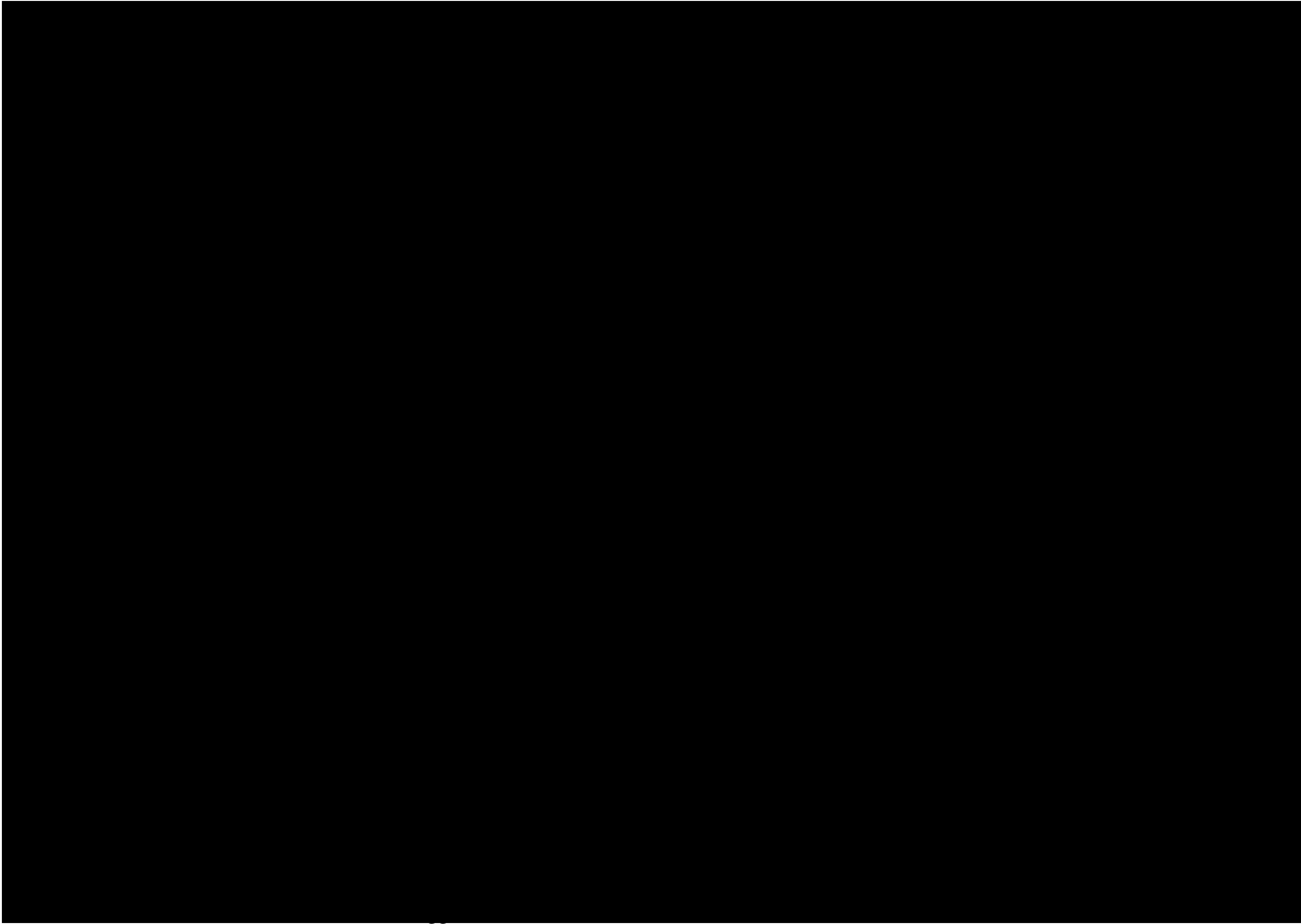


Table of Contents



* Incorporated herein by reference as above indicated.

Denotes a management contract or compensatory plan, contract or arrangement.

Table of Contents

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CUBESMART

By: /s/ Timothy M. Martin
Timothy M. Martin
Chief Financial Officer

Date: February 29, 2012

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

| Signature | Title | Date |
|---|---|---|
| /s/ William M. Diefenderfer III<br>William M. Diefenderfer III | Chairman of the Board of Trustees | February 29, 2012 |
| /s/ Dean Jernigan<br>Dean Jernigan | Chief Executive Officer and Trustee<br>(Principal Executive Officer) | February 29, 2012 |
| /s/ Timothy M. Martin<br>Timothy M. Martin | Chief Financial Officer<br>(Principal Financial and Accounting Officer) | February 29, 2012 |
| /s/ Piero Bussani<br>Piero Bussani | Trustee | February 29, 2012 |
| /s/ Marianne M. Keler<br>Marianne M. Keler | Trustee | February 29, 2012 |
| /s/ David J. LaRue<br>David J. LaRue | Trustee | February 29, 2012 |
| /s/ John R. Remondi<br>John R. Remondi | Trustee | February 29, 2012 |
| /s/ Jeffrey F. Rogatz<br>Jeffrey F. Rogatz | Trustee | February 29, 2012 |

Table of Contents

## FINANCIAL STATEMENTS

## INDEX TO THE CONSOLIDATED FINANCIAL STATEMENTS


| Consolidated Financial Statements of CUBESMART and CUBESMART L.P. (The Company ) | Page No. |
|---|---|
| Management s Report on CubeSmart Internal Control Over Financial Reporting | F-2 |
| Reports of Independent Registered Public Accounting Firm | F-3 |
| CubeSmart and Subsidiaries Consolidated Balance Sheets as of December 31, 2011 and 2010 | F-7 |
| CubeSmart and Subsidiaries Consolidated Statements of Operations for the years ended December 31, 2011, 2010, and 2009 | F-8 |
| CubeSmart and Subsidiaries Consolidated Statements of Equity for the years ended December 31, 2011, 2010, and 2009 | F-9 |
| CubeSmart and Subsidiaries Consolidated Statements of Cash Flows for the years ended December 31, 2011, 2010, and 2009 | F-10 |
| CubeSmart L.P. and Subsidiaries Consolidated Balance Sheets as of December 31, 2011 and 2010 | F-11 |
| CubeSmart L.P. and Subsidiaries Consolidated Statements of Operations for the years ended December 31, 2011, 2010, and 2009 | F-12 |
| CubeSmart L.P. and Subsidiaries Consolidated Statements of Capital for the years ended December 31, 2011, 2010, and 2009 | F-13 |
| CubeSmart L.P. and Subsidiaries Consolidated Statements of Cash Flows for the years ended December 31, 2011, 2010, and 2009 | F-14 |
| Notes to Consolidated Financial Statements | F-15 |

Table of Contents

## MANAGEMENT S REPORT ON CUBESMART INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of CubeSmart and CubeSmart L.P. (the Company ) is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Under Section 404 of the Sarbanes-Oxley Act of 2002, the Company s management is required to assess the effectiveness of the Company s internal control over financial reporting as of the end of each fiscal year, and report on the basis of that assessment whether the Company s internal control over financial reporting is effective.

The Company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. The Company s internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and the disposition of the assets of the Company;

- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that the receipts and expenditures of the Company are being made only in accordance with the authorization of the Company s management and its Board of Trustees; and

- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company s assets that could have a material effect on the financial statements.

There are inherent limitations in the effectiveness of any system of internal control, including the possibility of human error and the circumvention or overriding of controls. Accordingly, even an effective internal control system can provide only reasonable assurance with respect to financial statement preparation. Further, because of changes in conditions, the effectiveness of an internal control system may vary over time.

Under the supervision, and with the participation, of the Company s management, including the principal executive officer and principal financial officer, we conducted a review, evaluation and assessment of the effectiveness of our internal control over financial reporting as of December 31, 2011, based upon the Committee of Sponsoring Organizations of the Treadway Commission (COSO) criteria. In performing its assessment of the effectiveness of internal control over financial reporting, management has concluded that, as of December 31, 2011, our internal control over financial reporting was effective based on the COSO framework.

The effectiveness of our internal control over financial reporting as of December 31, 2011, has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report that appears herein.

February 29, 2012

Table of Contents

Report of Independent Registered Public Accounting Firm

The Board of Trustees and Shareholders of CubeSmart:

We have audited the accompanying consolidated balance sheets of CubeSmart as of December 31, 2011 and 2010, and the related consolidated statements of operations, equity, and cash flows for each of the years in the three-year period ended December 31, 2011. In connection with our audit of the consolidated financial statements, we have also audited the financial statement schedule as listed in the accompanying index. These consolidated financial statements and financial statement schedule are the responsibility of CubeSmart s management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of CubeSmart as of December 31, 2011 and 2010, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2011, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), CubeSmart s internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 29, 2012, expressed an unqualified opinion on the effectiveness of the Company s internal control over financial reporting.

/s/ KPMG LLP

Philadelphia, Pennsylvania

February 29, 2012

Table of Contents

## Report of Independent Registered Public Accounting Firm

The Partners of CubeSmart, L.P.:

We have audited the accompanying consolidated balance sheets of CubeSmart, L.P. as of December 31, 2011 and 2010, and the related consolidated statements of operations, capital, and cash flows for each of the years in the three-year period ended December 31, 2011. In connection with our audit of the consolidated financial statements, we have also audited the financial statement schedule as listed in the accompanying index. These consolidated financial statements and financial statement schedule are the responsibility of CubeSmart, L.P. s management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of CubeSmart, L.P. as of December 31, 2011 and 2010, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2011, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), CubeSmart, L.P. s internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 29, 2012, expressed an unqualified opinion on the effectiveness of the Company s internal control over financial reporting.

/s/ KPMG LLP

Philadelphia, Pennsylvania

February 29, 2012

Table of Contents

## Report of Independent Registered Public Accounting Firm

The Board of Trustees and Shareholders of CubeSmart:

We have audited CubeSmart s internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). CubeSmart s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management s Report on CubeSmart Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, CubeSmart maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of CubeSmart as of December 31, 2011 and 2010, and the related consolidated statements of operations, equity, and cash flows for each of the years in the three-year period ended December 31, 2011, and our report dated February 29, 2012 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Philadelphia, Pennsylvania

February 29, 2012

Table of Contents

Report of Independent Registered Public Accounting Firm

The Partners of CubeSmart, L.P.:

We have audited CubeSmart, L.P s internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). CubeSmart, L.P. s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management s Report on CubeSmart Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, CubeSmart, L.P. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of CubeSmart, L.P. as of December 31, 2011 and 2010, and the related consolidated statements of operations, capital, and cash flows for each of the years in the three-year period ended December 31, 2011, and our report dated February 29, 2012 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Philadelphia, Pennsylvania

February 29, 2012

Table of Contents

**CUBESMART AND SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEETS**

**(in thousands, except share data)**

| | December 31, 2011 | December 31, 2010 |
|---|---|---|
| **ASSETS** | | |
| Storage facilities | $ 2,107,469 | $ 1,743,021 |
| Less: Accumulated depreciation | (318,749) | (314,530) |
| Storage facilities, net | 1,788,720 | 1,428,491 |
| Cash and cash equivalents | 9,069 | 5,891 |
| Restricted cash | 11,291 | 10,250 |
| Loan procurement costs, net of amortization | 8,073 | 15,611 |
| Investment in real estate ventures, at equity | 15,181 | |
| Other assets, net | 43,645 | 18,576 |
| Total assets | $ 1,875,979 | $ 1,478,819 |
| | | |
| **LIABILITIES AND EQUITY** | | |
| | | |
| Revolving credit facility | $ | $ 43,000 |
| Unsecured term loan | 400,000 | 200,000 |
| Mortgage loans and notes payable | 358,441 | 372,457 |
| Accounts payable, accrued expenses and other liabilities | 51,025 | 36,172 |
| Distributions payable | 11,401 | 7,275 |
| Deferred revenue | 9,568 | 8,873 |
| Security deposits | 490 | 489 |
| Total liabilities | 830,925 | 668,266 |
| | | |
| Noncontrolling interests in the Operating Partnership | 49,732 | 45,145 |
| | | |
| Commitments and contingencies | | |
| | | |
| Equity | | |
| 7.75% Series A Preferred shares $.01 par value, 3,220,000 shares authorized, 3,100,000 and 0 shares issued and outstanding at December 31, 2011 and December 31, 2010, respectively | 31 | |
| Common shares $.01 par value, 200,000,000 shares authorized, 122,058,919 and 98,596,796 shares issued and outstanding at December 31, 2011 and December 31, 2010, respectively | 1,221 | 986 |
| Additional paid in capital | 1,309,505 | 1,026,952 |
| Accumulated other comprehensive loss | (12,831) | (1,121) |
| Accumulated deficit | (342,013) | (302,601) |
| Total CubeSmart shareholders equity | 955,913 | 724,216 |
| Noncontrolling interest in subsidiaries | 39,409 | 41,192 |
| Total equity | 995,322 | 765,408 |
| Total liabilities and equity | $ 1,875,979 | $ 1,478,819 |

See accompanying notes to the consolidated financial statements.

Table of Contents

**CUBESMART AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF OPERATIONS**

**(in thousands, except per share data)**

| | For the year ended December 31, 2011 | 2010 | 2009 |
|---|---|---|---|
| **REVENUES** | | | |
| Rental income | $ 212,106 | $ 188,922 | $ 188,101 |
| Other property related income | 21,731 | 17,978 | 15,460 |
| Property management fee income | 3,768 | 2,829 | 56 |
| Total revenues | 237,605 | 209,729 | 203,617 |
| **OPERATING EXPENSES** | | | |
| Property operating expenses | 99,160 | 90,261 | 88,395 |
| Depreciation and amortization | 68,223 | 61,428 | 66,984 |
| General and administrative | 24,693 | 25,406 | 22,569 |
| Total operating expenses | 192,076 | 177,095 | 177,948 |
| **OPERATING INCOME** | 45,529 | 32,634 | 25,669 |
| **OTHER INCOME (EXPENSE)** | | | |
| Interest: | | | |
| Interest expense on loans | (33,199) | (37,794) | (45,269) |
| Loan procurement amortization expense | (5,028) | (6,463) | (2,339) |
| Loan procurement amortization expense - early repayment of debt | (8,167) | | |
| Acquisition related costs | (3,823) | (759) | |
| Equity in losses of real estate ventures | (281) | | |
| Other | (83) | 386 | 648 |
| Total other expense | (50,581) | (44,630) | (46,960) |
| | | | |
| **LOSS FROM CONTINUING OPERATIONS** | (5,052) | (11,996) | (21,291) |
| | | | |
| **DISCONTINUED OPERATIONS** | | | |
| Income from discontinued operations | 3,596 | 4,151 | 6,820 |
| Gain on disposition of discontinued operations | 3,903 | 1,826 | 14,139 |
| Total discontinued operations | 7,499 | 5,977 | 20,959 |
| **NET INCOME (LOSS)** | 2,447 | (6,019) | (332) |
| **NET LOSS (INCOME) ATTRIBUTABLE TO NONCONTROLLING INTERESTS** | | | |
| Noncontrolling interests in the Operating Partnership | (35) | 381 | 60 |
| Noncontrolling interest in subsidiaries | (2,810) | (1,755) | (665) |
| **NET LOSS ATTRIBUTABLE TO THE COMPANY** | $ (398) | $ (7,393) | $ (937) |
| Distribution to Preferred Shares | (1,218) | | |
| **NET LOSS ATTRIBUTABLE TO THE COMPANY S COMMON SHAREHOLDERS** | $ (1,616) | $ (7,393) | $ (937) |
| Basic and diluted loss per share from continuing operations attributable to common shareholders | $ (0.09) | $ (0.14) | $ (0.29) |
| Basic and diluted earnings per share from discontinued operations attributable to common shareholders | $ 0.07 | $ 0.06 | $ 0.28 |
| Basic and diluted loss per share attributable to common shareholders | $ (0.02) | $ (0.08) | $ (0.01) |
| | | | |
| Weighted-average basic and diluted shares outstanding | 102,976 | 93,998 | 70,988 |

| AMOUNTS ATTRIBUTABLE TO THE COMPANY S COMMON SHAREHOLDERS: | | | | | | |
|---|---|---|---|---|---|---|
| Loss from continuing operations | $ | (8,815) | $ | (13,095) | $ | (20,806) |
| Total discontinued operations | | 7,199 | | 5,702 | | 19,869 |
| Net loss | $ | (1,616) | $ | (7,393) | $ | (937) |

See accompanying notes to the consolidated financial statements.

Table of Contents

**CUBESMART AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF EQUITY**

**(in thousands)**

| | Common Shares | | Preferred Shares | | Additional Paid in Capital | Accumulated Other Comprehensive Loss | Accumulated Deficit | Total Shareholders Equity | Noncontrolling Interest in Subsidiaries | Total Equity | Noncontrolling Interests in the Operating Partnership |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Number | Amount | Number | Amount | | | | | | | |
| **Balance at December 31, 2008** | 57,623 | $ 576 | | $ | $ 801,029 | $ (7,553) | $ (271,124) | $ 522,928 | $ | $ 522,928 | $ 46,026 |
| Contributions from noncontrolling interests in subsidiaries | | | | | | | | | 44,739 | 44,739 | (90) |
| Issuance of common shares, net | 34,677 | 347 | | | 170,501 | | | 170,848 | | 170,848 | |
| Issuance of restricted shares | 85 | 1 | | | | | | 1 | | 1 | |
| Conversion from units to shares | 270 | 3 | | | | | | 3 | | 3 | |
| Amortization of restricted shares | | | | | 1,631 | | | 1,631 | | 1,631 | |
| Share compensation expense | | | | | 1,765 | | | 1,765 | | 1,765 | |
| Net income (loss) | | | | | | | (937) | (937) | 665 | (272) | (60) |
| Other comprehensive income: | | | | | | | | | | | |
| Unrealized gain on interest rate swap | | | | | | 6,153 | | 6,153 | | 6,153 | 1 |
| Unrealized gain on foreign currency translation | | | | | | 526 | | 526 | | 526 | 27 |
| Distributions | | | | | | | (7,609) | (7,609) | (1,383) | (8,992) | (510) |
| **Balance at December 31, 2009** | 92,655 | $ 927 | | $ | $ 974,926 | $ (874) | $ (279,670) | $ 695,309 | $ 44,021 | $ 739,330 | $ 45,394 |
| Contributions from noncontrolling interests in subsidiaries | | | | | | | | | 15 | 15 | |
| | 5,610 | 56 | | | 47,517 | | | 47,573 | | 47,573 | |

| | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Issuance of common shares, net | | | | | | | | | | | |
| Issuance of restricted shares | 203 | 2 | | | | | | 2 | | 2 | |
| Conversion from units to shares | 73 | 1 | | | 674 | | | 675 | | 675 | (675) |
| Exercise of stock options | 56 | | | | 194 | | | 194 | | 194 | |
| Amortization of restricted shares | | | | | 1,759 | | | 1,759 | | 1,759 | |
| Share compensation expense | | | | | 1,882 | | | 1,882 | | 1,882 | |
| Adjustment for noncontrolling interest in operating partnership | | | | | | | (1,510) | (1,510) | | (1,510) | 1,510 |
| Net (loss) income | | | | | | | (7,393) | (7,393) | 1,755 | (5,638) | (381) |
| Other comprehensive loss: | | | | | | | | | | | |
| Unrealized loss on foreign currency translation | | | | | | (247) | | (247) | (8) | (255) | (13) |
| Distributions | | | | | | | (14,028) | (14,028) | (4,591) | (18,619) | (690) |
| **Balance at December 31, 2010** | 98,597 | $ 986 | | $ | $ 1,026,952 | $ (1,121) | $ (302,601) | $ 724,216 | $ 41,192 | $ 765,408 | $ 45,145 |
| Contributions from noncontrolling interests in subsidiaries | | | | | | | | | 1 | 1 | |
| Issuance of common shares, net | 23,140 | 231 | | | 203,788 | | | 204,019 | | 204,019 | |
| Issuance of preferred shares, net | | | 3,100 | 31 | 74,817 | | | 74,848 | | 74,848 | |
| Issuance of restricted shares | 235 | 3 | | | | | | 3 | | 3 | |
| Conversion from units to shares | 63 | 1 | | | 623 | | | 624 | | 624 | (624) |
| Exercise of stock options | 24 | | | | 121 | | | 121 | | 121 | |
| Amortization of restricted shares | | | | | 1,677 | | | 1,677 | | 1,677 | |
| Share compensation expense | | | | | 1,527 | | | 1,527 | | 1,527 | |
| Adjustment for noncontrolling interest in operating partnership | | | | | | | (7,082) | (7,082) | | (7,082) | 7,082 |
| | | | | | | | (398) | (398) | 2,810 | 2,412 | 35 |

| | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Net (loss) income | | | | | | | | | | | |
| Other comprehensive gain (loss): | | | | | | | | | | | |
| Unrealized loss on interest rate swap | | | | | | (11,849) | | (11,849) | | (11,849) | (545) |
| Unrealized gain on foreign currency translation | | | | | | 139 | | 139 | 5 | 144 | 7 |
| Preferred share distributions | | | | | | | (1,218) | (1,218) | | (1,218) | |
| Common share distributions | | | | | | | (30,714) | (30,714) | (4,599) | (35,313) | (1,368) |
| **Balance at December 31, 2011** | 122,059 | $ 1,221 | 3,100 | $ 31 | $ 1,309,505 | $ (12,831) | $ (342,013) | $ 955,913 | $ 39,409 | $ 995,322 | $ 49,732 |

See accompanying notes to the consolidated financial statements.

Table of Contents

**CUBESMART AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

**(in thousands)**

| | For the Year Ended December 31, 2011 | 2010 | 2009 |
|---|---|---|---|
| **Operating Activities** | | | |
| Net income (loss) | $ 2,447 | $ (6,019) | $ (332) |
| Adjustments to reconcile net income (loss) to cash provided by operating activities: | | | |
| Depreciation and amortization | 73,702 | 70,850 | 75,908 |
| Gain on disposition of discontinued operations | (3,903) | (1,826) | (14,139) |
| Equity compensation expense | 3,204 | 3,641 | 3,396 |
| Accretion of fair market value adjustment of debt | (89) | (255) | (463) |
| Loan procurement amortization expense - early repayment of debt | 8,167 | | |
| Real estate venture loss | (281) | | |
| Changes in other operating accounts: | | | |
| Other assets | (23) | (427) | 388 |
| Restricted cash | (853) | 3,889 | |
| Accounts payable and accrued expenses | 2,634 | 1,437 | (1,797) |
| Other liabilities | (678) | 227 | (747) |
| Net cash provided by operating activities | $ 84,327 | $ 71,517 | $ 62,214 |
| **Investing Activities** | | | |
| Acquisitions, additions and improvements to storage facilities | (471,188) | (104,441) | (17,882) |
| Investment in real estate venture | (15,462) | | |
| Proceeds from sales of properties, net | 44,460 | 37,304 | 68,257 |
| Proceeds from notes receivable | | 20,112 | |
| Proceeds from sales to noncontrolling interests | | | 48,641 |
| Decrease (increase) in restricted cash | 90 | 2,242 | (164) |
| Net cash (used in) provided by investing activities | $ (442,100) | $ (44,783) | $ 98,852 |
| **Financing Activities** | | | |
| Proceeds from: | | | |
| Revolving credit facility | 256,700 | 95,000 | 9,500 |
| Secured term loans | | | 200,000 |
| Mortgage loans and notes payable | 3,537 | | 116,615 |
| Unsecured term loans | 400,000 | | |
| Principal payments on: | | | |
| Revolving credit facility | (299,700) | (52,000) | (181,500) |
| Unsecured term loans | (200,000) | | (200,000) |
| Secured term loans | | | (57,419) |
| Mortgage loans and notes payable | (39,321) | (196,205) | (95,211) |
| Proceeds from issuance of common shares, net | 204,019 | 47,573 | 170,852 |
| Proceeds from issuance of preferred shares, net | 74,848 | | |
| Exercise of stock options | 121 | 194 | |
| Contributions from noncontrolling interests in subsidiaries | 1 | 15 | |
| Distributions paid to shareholders | (27,849) | (9,407) | (6,736) |
| Distributions paid to noncontrolling interests in Operating Partnership | (1,322) | (482) | (508) |
| Distributions paid to noncontrolling interest in subsidiaries | (4,599) | (4,591) | (1,383) |
| Loan procurement costs | (5,484) | (3,708) | (16,252) |
| Net cash provided by (used in) financing activities | $ 360,951 | $ (123,611) | $ (62,042) |
| (Decrease) increase in cash and cash equivalents | 3,178 | (96,877) | 99,024 |
| Cash and cash equivalents at beginning of year | 5,891 | 102,768 | 3,744 |

| | | | | | | |
|---|---|---|---|---|---|---|
| Cash and cash equivalents at end of year | $ | 9,069 | $ | 5,891 | $ | 102,768 |
| **Supplemental Cash Flow and Noncash Information** | | | | | | |
| Cash paid for interest, net of interest capitalized | $ | 33,265 | $ | 38,346 | $ | 43,764 |
| Supplemental disclosure of noncash activities: | | | | | | |
| Acquisition related contingent consideration | $ | | $ | 1,777 | $ | |
| Notes receivable originated upon disposition of property | $ | | $ | | $ | 17,600 |
| Derivative valuation adjustment | $ | (12,394) | $ | | $ | 6,153 |
| Foreign currency translation adjustment | $ | 151 | $ | (268) | $ | 553 |
| Mortgage loan assumption - acquisition of storage facility | $ | 21,827 | $ | | $ | |

See accompanying notes to the consolidated financial statements.

Table of Contents

**CUBESMART, L.P. AND SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEETS**

**(in thousands)**

| | December 31, 2011 | December 31, 2010 |
|---|---|---|
| **ASSETS** | | |
| Storage facilities | $ 2,107,469 | $ 1,743,021 |
| Less: Accumulated depreciation | (318,749) | (314,530) |
| Storage facilities, net | 1,788,720 | 1,428,491 |
| Cash and cash equivalents | 9,069 | 5,891 |
| Restricted cash | 11,291 | 10,250 |
| Loan procurement costs, net of amortization | 8,073 | 15,611 |
| Investment in real estate ventures, at equity | 15,181 | |
| Other assets, net | 43,645 | 18,576 |
| Total assets | $ 1,875,979 | $ 1,478,819 |
| | | |
| **LIABILITIES AND CAPITAL** | | |
| | | |
| Revolving credit facility | $ | $ 43,000 |
| Unsecured term loan | 400,000 | 200,000 |
| Mortgage loans and notes payable | 358,441 | 372,457 |
| Accounts payable, accrued expenses and other liabilities | 51,025 | 36,172 |
| Distributions payable | 11,401 | 7,275 |
| Deferred revenue | 9,568 | 8,873 |
| Security deposits | 490 | 489 |
| Total liabilities | 830,925 | 668,266 |
| | | |
| Limited Partnership interest of third parties | 49,732 | 45,145 |
| | | |
| Commitments and contingencies | | |
| | | |
| Capital | | |
| Operating Partner | 968,744 | 725,337 |
| Accumulated other comprehensive loss | (12,831) | (1,121) |
| Total CubeSmart L.P. capital | 955,913 | 724,216 |
| Noncontrolling interests in subsidiaries | 39,409 | 41,192 |
| Total capital | 995,322 | 765,408 |
| Total liabilities and capital | $ 1,875,979 | $ 1,478,819 |

See accompanying notes to the consolidated financial statements.

Table of Contents

**CUBESMART, L.P. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF OPERATIONS**

**(in thousands, except per common unit data)**

| | For the year ended December 31, 2011 | 2010 | 2009 |
|---|---|---|---|
| **REVENUES** | | | |
| Rental income | $ 212,106 | $ 188,922 | $ 188,101 |
| Other property related income | 21,731 | 17,978 | 15,460 |
| Property management fee income | 3,768 | 2,829 | 56 |
| Total revenues | 237,605 | 209,729 | 203,617 |
| **OPERATING EXPENSES** | | | |
| Property operating expenses | 99,160 | 90,261 | 88,395 |
| Depreciation and amortization | 68,223 | 61,428 | 66,984 |
| General and administrative | 24,693 | 25,406 | 22,569 |
| Total operating expenses | 192,076 | 177,095 | 177,948 |
| **OPERATING INCOME** | 45,529 | 32,634 | 25,669 |
| **OTHER INCOME (EXPENSE)** | | | |
| Interest: | | | |
| Interest expense on loans | (33,199) | (37,794) | (45,269) |
| Loan procurement amortization expense | (5,028) | (6,463) | (2,339) |
| Loan procurement amortization expense - early repayment of debt | (8,167) | | |
| Acquisition related costs | (3,823) | (759) | |
| Equity in losses of real estate ventures | (281) | | |
| Other | (83) | 386 | 648 |
| Total other expense | (50,581) | (44,630) | (46,960) |
| **LOSS FROM CONTINUING OPERATIONS** | (5,052) | (11,996) | (21,291) |
| **DISCONTINUED OPERATIONS** | | | |
| Income from discontinued operations | 3,596 | 4,151 | 6,820 |
| Gain on disposition of discontinued operations | 3,903 | 1,826 | 14,139 |
| Total discontinued operations | 7,499 | 5,977 | 20,959 |
| **NET INCOME (LOSS)** | 2,447 | (6,019) | (332) |
| **NET INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS** | | | |
| Noncontrolling interest in subsidiaries | (2,810) | (1,755) | (665) |
| **NET LOSS ATTRIBUTABLE TO CUBESMART L.P.** | (363) | (7,774) | (997) |
| Limited Partnership interest of third parties | (35) | 381 | 60 |
| **NET LOSS ATTRIBUTABLE TO OPERATING PARTNER** | (398) | (7,393) | (937) |
| Distribution to Preferred Units | (1,218) | | |
| **NET LOSS ATTRIBUTABLE TO COMMON UNITHOLDERS** | $ (1,616) | $ (7,393) | $ (937) |
| Basic and diluted loss per unit from continuing operations attributable to common unitholders | $ (0.09) | $ (0.14) | $ (0.29) |
| Basic and diluted earnings per unit from discontinued operations attributable to common unitholders | $ 0.07 | $ 0.06 | $ 0.28 |
| Basic and diluted loss per unit attributable to common unitholders | $ (0.02) | $ (0.08) | $ (0.01) |
| Weighted-average basic and diluted units outstanding | 102,976 | 93,998 | 70,988 |

| AMOUNTS ATTRIBUTABLE TO COMMON UNITHOLDERS: | | | |
|---|---|---|---|
| Loss from continuing operations | $ (8,815) | $ (13,095) | $ (20,806) |
| Total discontinued operations | 7,199 | 5,702 | 19,869 |
| Net loss | $ (1,616) | $ (7,393) | $ (937) |

See accompanying notes to the consolidated financial statements.

Table of Contents

**CUBESMART, L.P. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CAPITAL**

**(in thousands)**

| | Number of Common of OP Units Oustanding | Number of Preferred OP Units Oustanding | Operating Partner | Accumulated Other Comprehensive (Loss) Income | Total Cubesmart L.P. Capital | Noncontrolling Interest in Subsidiaries | Total Capital | Operating Partnership interest of third parties |
|---|---|---|---|---|---|---|---|---|
| **Balance at December 31, 2008** | 57,623 | | $ 530,481 | $ (7,553) | $ 522,928 | $ | $ 522,928 | $ 46,026 |
| Contributions from noncontrolling interests in subsidiaries | | | | | | 44,739 | 44,739 | (90) |
| Issuance of common OP units, net | 34,677 | | 170,848 | | 170,848 | | 170,848 | |
| Issuance of restricted OP units | 85 | | 1 | | 1 | | 1 | |
| Exercise of OP unit options | | | | | | | | |
| Conversion from units to shares | 270 | | 3 | | 3 | | 3 | |
| Amortization of restricted OP units | | | 1,631 | | 1,631 | | 1,631 | |
| OP unit compensation expense | | | 1,765 | | 1,765 | | 1,765 | |
| Net (loss) income | | | (937) | | (937) | 665 | (272) | (60) |
| Other comprehensive loss: | | | | | | | | |
| Unrealized gain on interest rate swap | | | | 6,153 | 6,153 | | 6,153 | 1 |
| Unrealized loss on foreign currency translation | | | | 526 | 526 | | 526 | 27 |
| Distributions | | | (7,609) | | (7,609) | (1,383) | (8,992) | (510) |
| **Balance at December 31, 2009** | 92,655 | | $ 696,183 | $ (874) | $ 695,309 | $ 44,021 | $ 739,330 | $ 45,394 |
| Contributions from noncontrolling interests in subsidiaries | | | | | | 15 | 15 | |
| Issuance of common OP units, net | 5,610 | | 47,573 | | 47,573 | | 47,573 | |
| Issuance of restricted OP units | 203 | | 2 | | 2 | | 2 | |
| Exercise of OP unit options | 56 | | 194 | | 194 | | 194 | |
| Conversion from units to shares | 73 | | 675 | | 675 | | 675 | (675) |
| Amortization of restricted OP units | | | 1,759 | | 1,759 | | 1,759 | |
| OP unit compensation expense | | | 1,882 | | 1,882 | | 1,882 | |
| Adjustment for Limited Partnership interest of third parties | | | (1,510) | | (1,510) | | (1,510) | 1,510 |
| Net (loss) income | | | (7,393) | | (7,393) | 1,755 | (5,638) | (381) |
| Other comprehensive loss: | | | | | | | | |
| Unrealized loss on foreign currency translation | | | | (247) | (247) | (8) | (255) | (13) |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Distributions | | | (14,028) | | (14,028) | (4,591) | (18,619) | (690) |
| **Balance at December 31, 2010** | 98,597 | | $ 725,337 | $ (1,121) | $ 724,216 | $ 41,192 | $ 765,408 | $ 45,145 |
| Contributions from noncontrolling interests in subsidiaries | | | | | | 1 | 1 | |
| Issuance of common OP units, net | 23,140 | | 204,019 | | 204,019 | | 204,019 | |
| Issuance of preferred OP units, net | | 3,100 | 74,848 | | 74,848 | | 74,848 | |
| Issuance of restricted OP units | 235 | | 3 | | 3 | | 3 | |
| Exercise of OP unit options | 24 | | 121 | | 121 | | 121 | |
| Conversion from units to shares | 63 | | 624 | | 624 | | 624 | (624) |
| Amortization of restricted OP units | | | 1,677 | | 1,677 | | 1,677 | |
| OP unit compensation expense | | | 1,527 | | 1,527 | | 1,527 | |
| Net (loss) income | | | (398) | | (398) | 2,810 | 2,412 | 35 |
| Adjustment for Limited Partnership interest of third parties | | | (7,082) | | (7,082) | | (7,082) | 7,082 |
| Other comprehensive income (loss): | | | | | | | | |
| Unrealized loss on interest rate swap | | | | (11,849) | (11,849) | | (11,849) | (545) |
| Unrealized gain on foreign currency translation | | | | 139 | 139 | 5 | 144 | 7 |
| Preferred unit distributions | | | (1,218) | | (1,218) | | (1,218) | |
| Common unit distributions | | | (30,714) | | (30,714) | (4,599) | (35,313) | (1,368) |
| **Balance at December 31, 2011** | 122,059 | 3,100 | $ 968,744 | $ (12,831) | $ 955,913 | $ 39,409 | $ 995,322 | $ 49,732 |

See accompanying notes to the consolidated financial statements.

Table of Contents

**CUBESMART, L.P. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

**(in thousands)**

| | For the Year Ended December 31, | | |
|---|---|---|---|
| | 2011 | 2010 | 2009 |
| **Operating Activities** | | | |
| Net income (loss) | $ 2,447 | $ (6,019) | $ (332) |
| Adjustments to reconcile net income (loss) to cash provided by operating activities: | | | |
| Depreciation and amortization | 73,702 | 70,850 | 75,908 |
| Gain on disposition of discontinued operations | (3,903) | (1,826) | (14,139) |
| Equity compensation expense | 3,204 | 3,641 | 3,396 |
| Accretion of fair market value adjustment of debt | (89) | (255) | (463) |
| Loan procurement amortization expense - early repayment of debt | 8,167 | | |
| Real estate venture loss | (281) | | |
| Changes in other operating accounts: | | | |
| Other assets | (23) | (427) | 388 |
| Restricted cash | (853) | 3,889 | |
| Accounts payable and accrued expenses | 2,634 | 1,437 | (1,797) |
| Other liabilities | (678) | 227 | (747) |
| Net cash provided by operating activities | $ 84,327 | $ 71,517 | $ 62,214 |
| **Investing Activities** | | | |
| Acquisitions, additions and improvements to storage facilities | (471,188) | (104,441) | (17,882) |
| Investment in real estate venture | (15,462) | | |
| Proceeds from sales of properties, net | 44,460 | 37,304 | 68,257 |
| Proceeds from notes receivable | | 20,112 | |
| Proceeds from sales to noncontrolling interests | | | 48,641 |
| Decrease (increase) in restricted cash | 90 | 2,242 | (164) |
| Net cash (used in) provided by investing activities | $ (442,100) | $ (44,783) | $ 98,852 |
| **Financing Activities** | | | |
| Proceeds from: | | | |
| Revolving credit facility | 256,700 | 95,000 | 9,500 |
| Secured term loans | | | 200,000 |
| Mortgage loans and notes payable | 3,537 | | 116,615 |
| Unsecured term loans | 400,000 | | |
| Principal payments on: | | | |
| Revolving credit facility | (299,700) | (52,000) | (181,500) |
| Unsecured term loans | (200,000) | | (200,000) |
| Secured term loans | | | (57,419) |
| Mortgage loans and notes payable | (39,321) | (196,205) | (95,211) |
| Proceeds from issuance of common units, net | 204,019 | 47,573 | 170,852 |
| Proceeds from issuance of preferred units, net | 74,848 | | |
| Exercise of unit options | 121 | 194 | |
| Contributions from noncontrolling interests in subsidiaries | 1 | 15 | |
| Distributions paid to unitholders | (27,849) | (9,407) | (6,736) |
| Distributions paid to Limited Partnership interest of third parties | (1,322) | (482) | (508) |
| Distributions paid to noncontrolling interest in subsidiaries | (4,599) | (4,591) | (1,383) |
| Loan procurement costs | (5,484) | (3,708) | (16,252) |
| Net cash provided by (used in) financing activities | $ 360,951 | $ (123,611) | $ (62,042) |
| (Decrease) increase in cash and cash equivalents | 3,178 | (96,877) | 99,024 |
| Cash and cash equivalents at beginning of year | 5,891 | 102,768 | 3,744 |

| | | | | | | |
|---|---|---|---|---|---|---|
| Cash and cash equivalents at end of year | $ | 9,069 | $ | 5,891 | $ | 102,768 |
| **Supplemental Cash Flow and Noncash Information** | | | | | | |
| Cash paid for interest, net of interest capitalized | $ | 33,265 | $ | 38,346 | $ | 43,764 |
| Supplemental disclosure of noncash activities: | | | | | | |
| Acquisition related contingent consideration | $ | | $ | 1,777 | $ | |
| Notes receivable originated upon disposition of property | $ | | $ | | $ | 17,600 |
| Derivative valuation adjustment | $ | (12,394) | $ | | $ | 6,153 |
| Foreign currency translation adjustment | $ | 151 | $ | (268) | $ | 553 |
| Mortgage loan assumption - acquisition of storage facility | $ | 21,827 | $ | | $ | |

See accompanying notes to the consolidated financial statements.

Table of Contents

**CUBESMART AND CUBESMART L.P.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

## 1. ORGANIZATION AND NATURE OF OPERATIONS

CubeSmart (the Parent Company ) operates as a self-managed and self-administered real estate investment trust ( REIT ) with its operations conducted solely through CubeSmart, L.P. and its subsidiaries. CubeSmart, L.P., a Delaware limited partnership (the Operating Partnership ), operates through an umbrella partnership structure, with the Parent Company, a Maryland REIT, as its sole general partner. Effective September 14, 2011, the Parent Company changed its name from U-Store-It Trust to CubeSmart and the Operating Partnership changed its name from U-Store-It, L.P. to CubeSmart, L.P. In the notes to the consolidated financial statements, we use the terms the Company , we or our to r to the Parent Company and the Operating Partnership together, unless the context indicates otherwise. The Company s self-storage facilities (collectively, the Properties ) are located in 26 states throughout the United States and the District of Columbia and are presented under one reportable segment: we own, operate, develop, manage and acquire self-storage facilities. As more fully described in Note 4, on November 3, 2011, the Company acquired 16 properties from Storage Deluxe with a purchase price of approximately $357.3 million.

As of December 31, 2011, the Parent Company owned approximately 96.3% of the partnership interests ( OP Units ) of the Operating Partnership. The remaining OP Units, consisting exclusively of limited partner interests, are held by persons who contributed their interests in properties to us in exchange for OP Units. Under the partnership agreement, these persons have the right to tender their OP Units for redemption to the Operating Partnership at any time for cash equal to the fair value of an equivalent number of common shares of the Parent Company. In lieu of delivering cash, however, the Parent Company, as the Operating Partnership s general partner, may, at its option, choose to acquire any OP Units so tendered by issuing common shares in exchange for the tendered OP Units. If the Parent Company so chooses, its common shares will be exchanged for OP Units on a one-for-one basis. This one-for-one exchange ratio is subject to adjustment to prevent dilution. With each such exchange or redemption, the Parent Company s percentage ownership in the Operating Partnership will increase. In addition, whenever the Parent Company issues common or other classes of its shares, it contributes the net proceeds it receives from the issuance to the Operating Partnership and the Operating Partnership issues to the Parent Company an equal number of OP Units or other partnership interests having preferences and rights that mirror the preferences and rights of the shares issued. This structure is commonly referred to as an umbrella partnership REIT or UPREIT.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The accompanying consolidated financial statements include all of the accounts of the Company, and its majority-owned and/or controlled subsidiaries. The portion of these entities not owned by the Company is presented as noncontrolling interests as of and during the periods consolidated. All significant intercompany accounts and transactions have been eliminated in consolidation.

When the Company obtains an economic interest in an entity, the Company evaluates the entity to determine if the entity is deemed a variable interest entity ( VIE ), and if the Company is deemed to be the primary beneficiary, in accordance with authoritative guidance issued on the

consolidation of VIEs. When an entity is not deemed to be a VIE, the Company considers the provisions of additional guidance to determine whether a general partner, or the general partners as a group, controls a limited partnership or similar entity when the limited partners have certain rights. The Company consolidates (i) entities that are VIEs and of which the Company is deemed to be the primary beneficiary and (ii) entities that are non-VIEs which the Company controls and which the limited partners do not have the ability to dissolve or remove the Company without cause nor substantive participating rights.

Noncontrolling Interests

The FASB issued authoritative guidance regarding noncontrolling interests in consolidated financial statements which was effective on January 1, 2009. The guidance states that noncontrolling interests are the portion of equity (net assets) in a subsidiary not attributable, directly or indirectly, to a parent. The ownership interests in the subsidiary that are held by owners other than the parent are noncontrolling interests. Under the guidance, such noncontrolling interests are reported on the consolidated balance sheets within equity, separately from the Company s equity. On the consolidated statements of operations, revenues, expenses and net income or loss from less-than-wholly-owned subsidiaries are reported at the

consolidated amounts, including both the amounts attributable to the Company and noncontrolling interests. Presentation of consolidated equity activity is included for both quarterly and annual financial statements, including beginning balances, activity for the period and ending balances for shareholders equity, noncontrolling interests and total equity.

However, per the FASB issued authoritative guidance on the classification and measurement of redeemable securities, securities that are redeemable for cash or other assets at the option of the holder, not solely within the control of the issuer, must be classified outside of permanent equity. This would result in certain outside ownership interests being included as redeemable noncontrolling interests outside of permanent equity in the consolidated balance sheets. The Company makes this determination based on terms in applicable agreements, specifically in relation to redemption provisions. Additionally, with respect to noncontrolling interests for which the Company has a choice to settle the contract by delivery of its own shares, the Company considered the FASB issued guidance on accounting for derivative financial instruments indexed to, and potentially settled in, a Company s own stock to evaluate whether the Company controls the actions or events necessary to issue the maximum number of shares that could be required to be delivered under share settlement of the contract. The guidance also requires that noncontrolling interests are adjusted each period so that the carrying value equals the greater of its carrying value based on the accumulation of historical cost or its redemption fair value.

The consolidated results of the Company include results attributable to units of the Operating Partnership that are not owned by the Company. These interests were issued in the form of Operating Partnership units and were a component of the consideration the Company paid to acquire certain self-storage facilities. Limited partners who acquired Operating Partnership units have the right to require the Operating Partnership to redeem part or all of their Operating Partnership units for, at the Company s option, an equivalent number of common shares of the Company or cash based upon the fair value of an equivalent number of common shares of the Company. However, the operating agreement contains certain circumstances that could result in a net cash settlement outside the control of the Company, as the Company does not have the ability to settle in unregistered shares. Accordingly, consistent with the guidance discussed above, the Company will continue to record these noncontrolling interests outside of permanent equity in the consolidated balance sheets. Net income or loss related to these noncontrolling interests is excluded from net income or loss in the consolidated statements of operations. The Company has adjusted the carrying value of its noncontrolling interests subject to redemption value to the extent applicable. Based on the Company s evaluation of the redemption value of the redeemable noncontrolling interest, the Operating Partnership reflected these interests at their redemption value at December 31, 2011, as the estimated redemption value exceeded their carrying value. The Operating Partnership recorded an increase to OP Units owned by third parties and a corresponding decrease to capital of $7.1 million at December 31, 2011. Disclosure of such redemption provisions is provided in Note 8.

Noncontrolling interests are the portion of equity (net assets) in a subsidiary not attributable, directly or indirectly, to a parent. The ownership interests in the subsidiary that are held by owners other than the parent are noncontrolling interests. Noncontrolling interests are reported on the consolidated balance sheets within equity, separately from the Company s equity. On the consolidated statements of operations, revenues, expenses and net income or loss from less-than-wholly-owned subsidiaries are reported at the consolidated amounts, including both the amounts attributable to the Company and noncontrolling interests. Presentation of consolidated equity activity is included for both quarterly and annual financial statements, including beginning balances, activity for the period and ending balances for shareholders equity, noncontrolling interests and total equity.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Although we believe the assumptions and estimates we made are reasonable and appropriate, as discussed in the applicable sections throughout these consolidated financial statements, different assumptions and estimates could materially impact our

reported results. The current economic environment has increased the degree of uncertainty inherent in these estimates and assumptions and changes in market conditions could impact our future operating results.

Storage Facilities

Storage facilities are carried at historical cost less accumulated depreciation and impairment losses. The cost of storage facilities reflects their purchase price or development cost. Costs incurred for the renovation of a storage facility are capitalized to the Company s investment in that property. Acquisition costs, ordinary repairs and maintenance are expensed as incurred; major replacements and betterments, which improve or extend the life of the asset, are capitalized and

Table of Contents

depreciated over their estimated useful lives. In connection with the Company s name change on September 14, 2011 from U-Store-It Trust to CubeSmart , the Company has and will continue to incur additional costs related to its rebranding initiative. The Company expects to complete the rebranding for all owned locations by the end of 2012. The primary cost of the rebranding relates to the new signage at each of the Company s facilities. Also during 2011, the Company introduced its store upgrade program ( SuperStore ) which added more personalized services and technology to several of its stores, including storage customization, logistics services, comprehensive moving services, organizational services, and office amenities.

Purchase Price Allocation

When facilities are acquired, the purchase price is allocated to the tangible and intangible assets acquired and liabilities assumed based on estimated fair values. When a portfolio of facilities is acquired, the purchase price is allocated to the individual facilities based upon the fair value determined using an income approach or a cash flow analysis using appropriate risk adjusted capitalization rates, which take into account the relative size, age and location of the individual facility along with current and projected occupancy and rental rate levels or appraised values, if available. Allocations to the individual assets and liabilities are based upon comparable market sales information for land, buildings and improvements and estimates of depreciated replacement cost of equipment.

In allocating the purchase price for an acquisition, the Company determines whether the acquisition includes intangible assets or liabilities. The Company allocated a portion of the purchase price to an intangible asset attributed to the value of in-place leases. This intangible is generally amortized to expense over the expected remaining term of the respective leases. Substantially all of the leases in place at acquired facilities are at market rates, as the majority of the leases are month-to-month contracts. Accordingly, to date no portion of the purchase price has been allocated to above- or below-market lease intangibles. To date, no intangible asset has been recorded for the value of tenant relationships, because the Company does not have any concentrations of significant tenants and the average tenant turnover is fairly frequent.

Depreciation and Amortization

The costs of self-storage facilities and improvements are depreciated using the straight-line method based on useful lives ranging from five to 40 years.

Impairment of Long-Lived Assets

We evaluate long-lived assets for impairment when events and circumstances such as declines in occupancy and operating results indicate that there may be impairment. The carrying value of these long-lived assets is compared to the undiscounted future net operating cash flows, plus a terminal value, attributable to the assets to determine if the property s basis is recoverable. If a property s basis is not considered recoverable, an impairment loss is recorded to the extent the net carrying value of the asset exceeds the fair value. The impairment loss recognized equals the excess of net carrying value over the related fair value of the asset. There were no impairment losses recognized in accordance with these procedures during 2011, 2010 and 2009.

Long-Lived Assets Held for Sale

We consider long-lived assets to be held for sale upon satisfaction of the following criteria: (a) management commits to a plan to sell a facility (or group of facilities), (b) the facility is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such facilities, (c) an active program to locate a buyer and other actions required to complete the plan to sell the facility have been initiated, (d) the sale of the facility is probable and transfer of the asset is expected to be completed within one year, (e) the facility is being actively marketed for sale at a price that is reasonable in relation to its current fair value, and (f) actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Typically these criteria are all met when the relevant asset is under contract, significant non-refundable deposits have been made by the potential buyer, the assets are immediately available for transfer and there are no contingencies related to the sale that may prevent the transaction from closing. In most transactions, these conditions or criteria are not satisfied until the actual closing of the transaction; accordingly, the facility is not identified as held for sale until the closing actually occurs. However, each potential transaction is evaluated based on its separate facts and circumstances. Properties classified as held for sale are reported at the lesser of carrying value or fair value less estimated costs to sell.

Table of Contents

Cash and Cash Equivalents

Cash and cash equivalents are highly-liquid investments with original maturities of three months or less. The Company may maintain cash equivalents in financial institutions in excess of insured limits, but believes this risk is mitigated by only investing in or through major financial institutions.

Restricted Cash

Restricted cash consists of purchase deposits and cash deposits required for debt service requirements, capital replacement, and expense reserves in connection with the requirements of our loan agreements.

Loan Procurement Costs

Loan procurement costs related to borrowings were $13.0 million and $24.5 million at December 31, 2011 and 2010, respectively, and are reported net of accumulated amortization of $4.9 million and $8.8 million as of December 31, 2011 and 2010, respectively. The costs are amortized over the estimated life of the related debt using the effective interest method and reported as loan procurement amortization expense.

Other Assets

Other assets is comprised of the following as of December 31, 2011 and 2010 (in thousands):

| | December 31, | |
|---|---|---|
| | **2011** | **2010** |
| Intangible assets, net of accumulated amortization | $ 23,185 | $ 8,201 |
| Deposits on future settlements | 9,318 | 149 |
| Accounts receivable | 3,676 | 2,970 |
| Prepaid insurance | 1,397 | 1,409 |
| Prepaid real estate taxes | 1,114 | 1,557 |
| Others | 4,955 | 4,290 |
| Total | $ 43,645 | $ 18,576 |

Environmental Costs

Our practice is to conduct or obtain environmental assessments in connection with the acquisition or development of additional facilities. Whenever the environmental assessment for one of our facilities indicates that a facility is impacted by soil or groundwater contamination from prior owners/operators or other sources, we will work with our environmental consultants and where appropriate, state governmental agencies, to ensure that the facility is either cleaned up, that no cleanup is necessary because the low level of contamination poses no significant risk to public health or the environment, or that the responsibility for cleanup rests with a third party.

Revenue Recognition

Management has determined that all of our leases are operating leases. Rental income is recognized in accordance with the terms of the leases, which generally are month-to-month.

The Company recognizes gains on disposition of properties only upon closing in accordance with the guidance on sales of real estate. Payments received from purchasers prior to closing are recorded as deposits. Profit on real estate sold is recognized using the full accrual method upon closing when the collectability of the sales price is reasonably assured and the Company is not obligated to perform significant activities after the sale. Profit may be deferred in whole or part until the sale meets the requirements of profit recognition on sales under this guidance.

Advertising and Marketing Costs

The Company incurs advertising and marketing costs primarily attributable to internet marketing campaigns and other media advertisements. The Company incurred $6.9 million, $6.6 million and $6.5 million in advertising and marketing expenses for the years ended 2011, 2010 and 2009, respectively.

Table of Contents

Equity Offering Costs

Underwriting discounts and commissions, financial advisory fees and offering costs are reflected as a reduction to additional paid-in capital. For the year ended December 31, 2011, the Company recognized $0.8 million of equity offering costs related to the issuance of common and preferred shares during the year.

Other Property Related Income

Other property related income consists of late fees, administrative charges, tenant insurance commissions, sales of storage supplies and other ancillary revenues derived by SuperStore services and is recognized in the period that it is earned.

Capitalized Interest

The Company capitalizes interest incurred that is directly associated with construction activities until the asset is placed into service. Interest is capitalized to the related assets using a weighted-average rate of the Company s outstanding debt. The Company capitalized $0.1 million during each of the years ended 2011, 2010 and 2009.

Derivative Financial Instruments

The Company carries all derivatives on the balance sheet at fair value. The Company determines the fair value of derivatives by observable prices that are based on inputs not quoted on active markets, but corroborated by market data. The accounting for changes in the fair value of a derivative instrument depends on whether the derivative has been designated and qualifies as part of a hedging relationship and, if so, the reason for holding it. The Company s use of derivative instruments has been limited to cash flow hedges of certain interest rate risks. The Company had an interest rate cap agreement as of December 31, 2011, that effectively limited the LIBOR component of the interest rate on $100 million of 2011 Credit Facility borrowings to 2.00% per annum through January 2012. Additionally, the Company had interest rate swap agreements for notional principal amounts aggregating $400 million at December 31, 2011.

Income Taxes

The Company elected to be taxed as a real estate investment trust under Sections 856-860 of the Internal Revenue Code beginning with the period from October 21, 2004 (commencement of operations) through December 31, 2004. In management s opinion, the requirements to maintain these elections are being met. Accordingly, no provision for federal income taxes has been reflected in the consolidated financial statements other than for operations conducted through our taxable REIT subsidiaries.

Earnings and profits, which determine the taxability of distributions to shareholders, differ from net income reported for financial reporting purposes due to differences in cost basis, the estimated useful lives used to compute depreciation, and the allocation of net income and loss for financial versus tax reporting purposes. The tax basis in the Company s assets was $2.0 billion as of December 31, 2011 and $1.5 billion as of December 31, 2010.

Distributions to shareholders are usually taxable as ordinary income, although a portion of the distribution may be designated as capital gain or may constitute a non-dividend distribution. Annually, the Company provides each of its shareholders a statement detailing the tax characterization of dividends paid during the preceding year as ordinary income, capital gain or return of capital. The characterization of the Company s dividends for 2011 consisted of a 78.0704% ordinary income distribution, an 11.9314% capital gain distribution, and a 9.9982% non-dividend distribution.

The Company is subject to a 4% federal excise tax if sufficient taxable income is not distributed within prescribed time limits. The excise tax equals 4% of the annual amount, if any, by which the sum of (a) 85% of the Company s ordinary income and (b) 95% of the Company s net capital gain exceeds cash distributions and certain taxes paid by the Company. No excise tax was incurred in 2011, 2010, or 2009.

Taxable REIT subsidiaries, such as the TRS, are subject to federal and state income taxes. Our taxable REIT cubsidiaries have a net deferred tax asset related to expenses which are deductible for tax purposes in future periods of $0.4 million and $0.3 million, respectively, as of December 31, 2011 and 2010.

Earnings per Share and Unit

Basic earnings per share and unit is calculated based on the weighted average number of common shares and restricted shares outstanding during the period. Diluted earnings per share and unit is calculated by further adjusting for the dilutive impact of share options, unvested restricted shares and contingently issuable shares outstanding during the period using the treasury stock method. Potentially dilutive securities calculated under the treasury stock method of 1,378,000, 1,177,000 and

Table of Contents

547,000 in 2011, 2010 and 2009, respectively, were not included in the calculation of diluted earnings per share and unit, as they were identified as anti-dilutive.

Share Based Payments

We apply the fair value method of accounting for contingently issued shares and share options issued under our incentive award plan. Accordingly, share compensation expense is recorded ratably over the vesting period relating to such contingently issued shares and options. The Company has recognized compensation expense on a straight-line method over the requisite service period.

Foreign Currency

The financial statements of foreign subsidiaries are translated to U.S. Dollars using the period-end exchange rate for assets and liabilities and an average exchange rate for each period for revenues, expenses, and capital expenditures. The local currency is the functional currency for the Company s foreign subsidiaries. Translation adjustments for foreign subsidiaries are recorded as a component of accumulated other comprehensive loss in shareholders equity. The Company recognizes transaction gains and losses arising from fluctuations in currency exchange rates on transactions denominated in currencies other than the functional currency in earnings as incurred. The Pound, which represents the functional currency used by USIFB, LLP, our joint venture in England, was translated at an end-of-period exchange rate of approximately 1.54902 and 1.55237 U.S. Dollars per Pound at December 31, 2011 and December 31, 2010, respectively, and an average exchange rate of 1.60377 and 1.54576 U.S. Dollars per Pound for the years ended December 31, 2011 and December 31, 2010, respectively. Accordingly, the Company recorded an unrealized gain of $0.2 million and an unrealized loss of $0.3 million on foreign currency translation for the years ended December 31, 2011 and 2010, respectively.

Investments in Unconsolidated Real Estate Ventures

The Company accounts for its investments in unconsolidated Real Estate Ventures under the equity method of accounting. Under the equity method, investments in unconsolidated joint ventures are recorded initially at cost, as Investments in Real Estate Ventures, and subsequently adjusted for equity in earnings (losses), cash contributions, less distributions. On a periodic basis, management also assesses whether there are any indicators that the value of the Company s investments in unconsolidated Real Estate Ventures may be other than temporarily impaired. An investment is impaired only if the fair value of the investment, as estimated by management, is less than the carrying value of the investment and the decline is 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, as estimated by management. The determination as to whether an impairment exists requires significant management judgment about the fair value of its ownership interest. Fair value is determined through various valuation techniques, including but not limited to, discounted cash flow models, quoted market values and third party appraisals.

Recent Accounting Pronouncements

In June 2011, the Financial Accounting Standards Board (FASB) issued an amendment to the accounting standard for the presentation of comprehensive income. The amendment requires entities to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In addition, the amendment requires entities to present on the face of the financial statements reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statement(s) where the components of net income and the components of other comprehensive income are presented. This amendment is effective for fiscal years and interim periods beginning after December 15, 2011. The Company s adoption of the new standard will not have a material impact on its consolidated financial position or results of operations as the amendment relates only to changes in financial statement presentation.

Concentration of Credit Risk

The storage facilities are located in major metropolitan and rural areas and have numerous tenants per facility. No single tenant represents a significant concentration of our revenues. The facilities in Florida, California, Texas and Illinois provided approximately 17%, 12%, 10% and 7%, respectively, for the year ended December 31, 2011. The facilities in Florida, California, Texas and Illinois provided total revenues of approximately 18%, 15%, 10% and 7%, respectively, for the year ended December 31, 2010.

Table of Contents

**3. STORAGE FACILITIES**

The following summarizes the real estate assets of the Company as of December 31, 2011 and December 31, 2010:

| | December 31, 2011 | December 31, 2010 |
|---|---|---|
| | (in thousands) | |
| Land | $ 417,067 | $ 374,569 |
| Buildings and improvements | 1,574,769 | 1,273,938 |
| Equipment | 110,371 | 93,571 |
| Construction in progress **(a)** | 5,262 | 943 |
| Total | 2,107,469 | 1,743,021 |
| Less accumulated depreciation | (318,749) | (314,530) |
| Storage facilities net | $ 1,788,720 | $ 1,428,491 |

**(a)** The 2011 construction in progress balance includes project costs of $1.6 million related to the rebranding initiative and $0.7 million related to the SuperStore initiative.

The Company completed the following acquisitions, dispositions and consolidations for the years ended December 31, 2011, 2010 and 2009:

Table of Contents

| Facility/Portfolio | Location | Transaction Date | Number of Facilities | | Purchase / Sales Price (in thousands) |
|---|---|---|---|---|---|
| *2011 Acquisitions:* | | | | | |
| Burke Lake Asset | Fairfax Station, VA | January 2011 | 1 | $ | 14,000 |
| West Dixie Asset | Miami, FL | April 2011 | 1 | | 13,500 |
| White Plains Asset | White Plains, NY | May 2011 | 1 | | 23,000 |
| Phoenix Asset | Phoenix, AZ | May 2011 | 1 | | 612 |
| Houston Asset | Houston, TX | June 2011 | 1 | | 7,600 |
| Duluth Asset | Duluth, GA | July 2011 | 1 | | 2,500 |
| Atlanta Assets | Atlanta, GA | July 2011 | 2 | | 6,975 |
| District Heights Asset | District Heights, MD | August 2011 | 1 | | 10,400 |
| Storage Deluxe Assets | Multiple locations in NY, CT, PA and VA | November 2011 | 16 | | 357,310 |
| Leesburg Asset | Leesburg, VA | November 2011 | 1 | | 13,000 |
| Washington, DC Asset | Washington, DC | December 2011 | 1 | | 18,250 |
| | | | 27 | $ | 467,147 |
| *2011 Dispositions:* | | | | | |
| Flagship Assets | Multiple locations in IN and OH | August 2011 | 18 | $ | 43,500 |
| Portage Asset | Portage, MI | November 2011 | 1 | | 1,700 |
| | | | 19 | $ | 45,200 |
| *2010 Acquisitions:* | | | | | |
| Frisco Asset | Frisco, TX | July 2010 | 1 | $ | 5,800 |
| New York City Assets | New York, NY | September 2010 | 2 | | 26,700 |
| Northeast Assets | Multiple locations in NJ, NY and MA | November 2010 | 5 | | 18,560 |
| Manassas Asset | Manassas, VA | November 2010 | 1 | | 6,050 |
| Apopka Asset | Orlando, FL | November 2010 | 1 | | 4,235 |
| Wyckoff Asset | Queens, NY | December 2010 | 1 | | 13,600 |
| McLearen Asset | McLearen, VA | December 2010 | 1 | | 10,200 |
| | | | 12 | $ | 85,145 |
| *2010 Dispositions:* | | | | | |
| Sun City Asset | Sun City, CA | October 2010 | 1 | $ | 3,100 |
| Inland Empire/Fayetteville Assets | Multiple locations in CA amd NC | December 2010 | 15 | | 35,000 |
| | | | 16 | $ | 38,100 |
| *2009 Dispositions:* | | | | | |
| 68th Street Asset | Miami, FL | January 2009 | 1 | $ | 2,973 |
| Albuquerque, NM Asset | Albuquerque, NM | April 2009 | 1 | | 2,825 |
| S. Palmetto Asset | Ontario, CA | June 2009 | 1 | | 5,925 |
| Hotel Circle Asset | Albuquerque, NM | July 2009 | 1 | | 3,600 |
| Jersey City Asset | Jersey City, NJ | August 2009 | 1 | | 11,625 |
| Dale Mabry Asset | Tampa, FL | August 2009 | 1 | | 2,800 |
| Winner Assets 1 | Multiple locations in CO | September 2009 | 6 | | 17,300 |
| Baton Rouge Asset (Eminent Domain) | Baton Rouge, LA | September 2009 | (b) | | 1,918 |
| North H Street Asset (Eminent Domain) | San Bernardino, CA | September 2009 | 1 | | (c) |
| Boulder Assets (a) | Boulder, CO | September 2009 | 4 | | 32,000 |
| Winner Assets 2 | Multiple locations in CO | October 2009 | 2 | | 6,600 |

| | | | | | |
|---|---|---|---|---|---|
| Brecksville Asset | Brecksville, OH | November 2009 | 1 | | 3,300 |
| | | | 20 | $ | 90,866 |

Table of Contents

(a) The Company provided $17.6 million in seller financing to the buyer as part of the Boulder Assets disposition, which was subsequently repaid during 2010.

(b) Approximately one third of the Baton Rouge Asset was taken in conjunction with eminent domain proceedings. The Company continues to own and operate the remaining two thirds of the asset and include the asset in the Company s total portfolio property count.

(c) The entirety of the North H Street Asset was taken in conjunction with eminent domain proceedings and the Company removed this asset from its total portfolio asset count. During 2011, the Company received compensation from the state of California. Accordingly, the Company recognized $1.9 million of income during 2011.

**4. ACQUISITIONS**

*2011*

On November 3, 2011, the Company acquired 16 properties from Storage Deluxe with a purchase price of approximately $357.3 million. The 16 properties purchased are located in New York, Connecticut and Pennsylvania. In connection with this acquisition, the Company allocated a portion of the purchase price to the intangible value of in-place leases which aggregated $18.1 million. The estimated life of these in-place leases is 12 months and the amortization expense that was recognized during 2011 was approximately $3.0 million.

Additionally, during 2011, the Company acquired 11 self-storage facilities located throughout the United States for an aggregate purchase price of approximately $109.8 million. In connection with these acquisitions, the Company allocated a portion of the purchase price to the intangible value of in-place leases which aggregated $7.0 million. The estimated life of these in-place leases is 12 months and the amortization expense that was recognized during 2011 was approximately $2.8 million. In connection with three of the acquisitions, the Company assumed mortgage debt, at fair value, with an outstanding principal balance totaling $21.4 million and recorded a net premium of $0.4 million to reflect the fair values of the debt at the time of assumption.

*2010*

On April 28, 2010, the Company acquired 85 management contracts from United Stor-All Management, LLC ( United Stor-All ). The Company accounted for this acquisition as a business combination. The 85 management contracts relate to facilities located in 16 states and the District of Columbia. The Company recorded the fair value of the assets acquired which includes the intangible value related to the management contracts as other assets, net on the Company s consolidated balance sheet. The Company s estimate of the fair value of the acquired assets and liabilities utilized Level 3 inputs and considered the probability of the expected period the contracts would remain in place, including estimated renewal periods, and the amount of the discounted estimated future contingent payments to be made. The Company paid $4.1 million in cash for the contracts and recognized $1.8 million in contingent consideration, paid quarterly through 2013. The Company records changes in the fair value of the contingent consideration liability in earnings. As of December 31, 2011 and 2010, no adjustments to the fair value were deemed

necessary.  The average estimated life of the intangible value of the management contracts is 56 months from the April 2010 closing, and the amortization expense that was recognized during 2011 and 2010 was approximately $1.3 million and $0.9 million, respectively.

During 2010, the Company acquired 12 self-storage facilities for an aggregate purchase price of $85.1 million and allocated approximately $3.7 million to the intangible value of the in-place leases.  The amortization expense that was recognized during 2011 and 2010 was approximately $3.0 million and $0.7 million, respectively.

**5.  INVESTMENT IN UNCONSOLIDATED REAL ESTATE VENTURES**

On September 26, 2011, the Company contributed $15.4 million for a 50% interest in a partnership, which owns nine storage facilities in Pennsylvania, Virginia, New York, New Jersey and Florida, collectively the HSRE Venture (   HSREV   ). The other partner holds the remaining 50% interest in the partnership.

HSREV is not consolidated because the Company is not the primary beneficiary, the limited partners have the ability to dissolve or remove the Company without cause and the Company does not possess substantive participating rights.  The Company accounts for its unconsolidated interests in its Real Estate Ventures using the equity method.  The Company   s investment in HSREV is included in Investment in real estate ventures, at equity on the Company   s consolidated balance

Table of Contents

sheet and earnings attributable to HSREV is presented in Equity in losses of real estate ventures on the Company s consolidated statements of operations.

The Company s investment in real estate entities at December 31, 2011 was $15.2 million, and the Company s equity in losses of real estate entities for the year ended December 31, 2011 was approximately $0.3 million.

The amounts reflected in the following tables (except for the Company s share of equity and income) are based on the historical financial information of the individual Real Estate Venture.

The following is a summary of the financial position of the Real Estate Venture as of December 31, 2011 (in thousands):

| | | December 31, 2011 |
|---|---|---|
| **Assets** | | |
| Net property | $ | 78,677 |
| Other assets | | 2,242 |
| Total Assets | | 80,919 |
| | | |
| **Liabilities and equity** | | |
| Other liabilities | | 867 |
| Debt | | 60,083 |
| Equity | | 19,969 |
| Total Liabilities and equity | | 80,919 |

The following is a summary of results of operations of the Real Estate Venture for the year ended December 31, 2011 (in thousands):

| | | December 31, 2011 |
|---|---|---|
| Revenue | $ | 9,354 |
| Operating expenses | | 3,879 |
| Interest expense, net | | 3,969 |
| Depreciation and amortization | | 4,115 |
| Net loss | | (2,609) |

**6. SECURED CREDIT FACILITY, UNSECURED CREDIT FACILITY AND UNSECURED TERM LOANS**

On December 8, 2009, the Company entered into a three-year, $450 million senior secured credit facility (the Prior Facility ), consisting of a $200 million secured term loan and a $250 million secured revolving credit facility. The Prior Facility was collateralized by mortgages on

borrowing base properties (as defined in the Prior Facility agreement). The Prior Facility replaced the prior, three-year $450 million unsecured credit facility (the 2006 Credit Facility ), which was entered into in November 2006, and consisted of a $200 million unsecured term loan and $250 million in unsecured revolving loans. All borrowings under the 2006 Credit Facility were repaid in December 2009.

On September 29, 2010, the Company amended the Prior Facility. The Prior Facility, as amended, consisted of a $200 million unsecured term loan and a $250 million unsecured revolving credit facility and had an outstanding balance of $43 million as of December 31, 2010. As amended, the Prior Facility had a three-year term expiring on December 7, 2013, was unsecured, and borrowings on the facility incurred interest on a borrowing spread determined by our leverage levels plus LIBOR.

On June 20, 2011, the Company entered into an unsecured Term Loan Agreement (the Term Loan Facility ) which consisted of a $100 million term loan with a five-year maturity and a $100 million term loan with a seven-year maturity. The

Table of Contents

Term Loan Facility permits the Company to request additional advances of five-year or seven-year loans in minimum increments of $5 million provided that the aggregate of such additional advances does not exceed $50 million. We incurred costs of $2.1 million in connection with executing the agreement and capitalized such costs as a component of loan procurement costs, net of amortization on the consolidated balance sheet. Pricing on the Term Loan Facility ranges, depending on the Company s leverage levels, from 1.90% to 2.75% over LIBOR for the five-year loan, and from 2.05% to 2.85% over LIBOR for the seven-year loan, and each loan has no LIBOR floor. As of December 31, 2011, the Company had received two investment grade ratings, and therefore pricing on the Term Loan Facility ranges from 1.45% to 2.10% over LIBOR for the five-year loan, and from 1.60% to 2.25% over LIBOR for the seven-year loan.

On December 9, 2011, the Company entered into a new credit facility comprised of a $100 million unsecured term loan maturing in December 2014; a $200 million unsecured term loan maturing in March 2017; and a $300 million unsecured revolving facility maturing in December 2015 (the 2011 Credit Facility ). The 2011 Credit Facility replaces in its entirety our Prior Facility. In connection with obtaining the 2011 Credit Facility, the Company paid additional deferred financing costs of $3.4 million and wrote off deferred financing fees related to the Prior Facility of $6.1 million.

Pricing on the 2011 Credit Facility depends on the Company s unsecured debt credit rating. At our current Baa3/BBB- level, amounts drawn under the revolving facility are priced at 1.80% over LIBOR, with no LIBOR floor. Amounts drawn under the term loan portion of the 2011 Credit Facility are priced at 1.75% over LIBOR, with no LIBOR floor.

On December 31, 2011, $200 million of unsecured term loan borrowings were outstanding under the Term Loan Facility, $200 million of unsecured term loan borrowings were outstanding under the 2011 Credit Facility, and $400 million was available for borrowing under the 2011 Credit Facility. The Company had interest rate swaps as of December 31, 2011, that fix LIBOR on $200 million of borrowings under the 2011 Credit Facility maturing in March 2017 at 1.34%. In addition, at December 31, 2011, the Company had interest rate swaps that fix LIBOR on both the five and seven-year term loans under the Term Loan Facility through their respective maturity dates. The interest rate swap agreements fix thirty day LIBOR over the terms of the five and seven-year term loans at 1.80% and 2.47%, respectively. The Company recognized loan procurement amortization expense - early repayment of debt of $8.2 million related to the write-off of unamortized loan procurement costs associated with the Prior Facility.

As of December 31, 2011, borrowings under the 2011 Credit Facility and Term Loan Facility had a weighted average interest rate of 3.57% and the effective interest rates on the five and seven-year term loans were 3.65% and 4.47%, respectively, after giving consideration to the interest rate swaps described in Note 13.

The Company s ability to borrow under the 2011 Credit Facility and Term Loan Facility is subject to ongoing compliance with certain financial covenants which include:

- Maximum total indebtedness to total asset value of 60.0% at any time;

- Minimum fixed charge coverage ratio of 1.50:1.00; and

- Minimum tangible net worth of $821,211,200 plus 75% of net proceeds from equity issuances after June 30, 2010.

Further, under the 2011 Credit Facility and Term Loan Facility, the Company is restricted from paying distributions on our common shares that would exceed an amount equal to the greater of (i) 95% of our funds from operations, and (ii) such amount as may be necessary to maintain the Company s REIT status.

The Company is currently in compliance with all of its financial covenants and anticipate being in compliance with all of its financial covenants through the terms of the 2011 Credit Facility and Term Loan Facility.

Table of Contents

**7. MORTGAGE LOANS AND NOTES PAYABLE**

The Company s mortgage loans and notes payable are summarized as follows:

| Mortgage Loan | Carrying Value as of: December 31, 2011 | December 31, 2010 | Effective Interest Rate | Maturity Date |
|---|---|---|---|---|
| | (in thousands) | | | |
| YSI 12 | $ | $ 1,477 | 5.97% | Sep-11 |
| YSI 13 | | 1,270 | 5.97% | Sep-11 |
| YSI 53 | 9,100 | | 5.93% | Jul-12 |
| YSI 6 | 74,834 | 76,137 | 5.13% | Aug-12 |
| YASKY | 80,000 | 80,000 | 4.96% | Sep-12 |
| YSI 14 | 1,703 | 1,759 | 5.97% | Jan-13 |
| YSI 7 | 3,032 | 3,100 | 6.50% | Jun-13 |
| YSI 8 | 1,733 | 1,771 | 6.50% | Jun-13 |
| YSI 9 | 1,906 | 1,948 | 6.50% | Jun-13 |
| YSI 17 | 3,987 | 4,121 | 6.32% | Jul-13 |
| YSI 27 | 481 | 499 | 5.59% | Nov-13 |
| YSI 30 | 7,049 | 7,316 | 5.59% | Nov-13 |
| USIFB | 7,125 | 3,726 | 4.80% | Dec-13 |
| YSI 11 | 2,350 | 2,420 | 5.87% | Jan-14 |
| YSI 5 | 3,100 | 3,193 | 5.25% | Jan-14 |
| YSI 28 | 1,509 | 1,555 | 5.59% | Mar-14 |
| YSI 34 | | 14,823 | 8.00% | Jun-14 |
| YSI 37 | 2,174 | 2,210 | 7.25% | Aug-14 |
| YSI 40 | | 2,520 | 7.25% | Aug-14 |
| YSI 44 | 1,070 | 1,095 | 7.00% | Sep-14 |
| YSI 41 | 3,775 | 3,879 | 6.60% | Sep-14 |
| YSI 38 | | 3,973 | 6.35% | Oct-14 |
| YSI 45 | 5,353 | 5,443 | 6.75% | Oct-14 |
| YSI 46 | | 3,430 | 6.75% | Oct-14 |
| YSI 43 | | 2,919 | 6.50% | Nov-14 |
| YSI 48 | 24,870 | 25,270 | 7.25% | Nov-14 |
| YSI 50 | 2,260 | 2,322 | 6.75% | Dec-14 |
| YSI 10 | 4,011 | 4,091 | 5.87% | Jan-15 |
| YSI 15 | 1,832 | 1,877 | 6.41% | Jan-15 |
| YSI 52 | 4,884 | | 5.44% | Jan-15 |
| YSI 20 | 60,551 | 62,459 | 5.97% | Nov-15 |
| YSI 51 | 7,423 | | 6.36% | Oct-16 (a) |
| YSI 31 | 13,414 | 13,660 | 6.75% | Jun-19 (a) |
| YSI 35 | 4,464 | 4,499 | 6.90% | Jul-19 (a) |
| YSI 32 | 5,950 | 6,058 | 6.75% | Jul-19 (a) |
| YSI 33 | 11,157 | 11,370 | 6.42% | Jul-19 |
| YSI 42 | | 3,184 | 6.88% | Sep-19 (a) |
| YSI 39 | 3,867 | 3,931 | 6.50% | Sep-19 (a) |
| YSI 47 | 3,091 | 3,176 | 6.63% | Jan-20 (a) |
| Unamortized fair value adjustment | 386 | (24) | | |
| | | | | |
| Total mortgage loans and notes payable | $ 358,441 | $ 372,457 | | |

(a) These borrowings have a fixed interest rate for the first five years of their term, which then resets and remains constant over the final five years of the loan term.

Table of Contents

As of December 31, 2011 and 2010, the Company s mortgage loans payable were secured by certain of its self-storage facilities with net book values of approximately $514 million and $540 million, respectively. The following table represents the future principal payment requirements on the outstanding mortgage loans and notes payable at December 31, 2011 (in thousands):

| | | |
|---|---|---|
| 2012 | $ | 168,763 |
| 2013 | | 30,816 |
| 2014 | | 64,443 |
| 2015 | | 64,598 |
| 2016 | | 7,601 |
| 2017 and thereafter | | 21,834 |
| Total mortgage payments | | 358,055 |
| Plus: Unamortized fair value adjustment | | 386 |
| Total mortgage indebtedness | $ | 358,441 |

The Company currently intends to fund its 2012 principal payment requirements from cash provided by operating activities, new debt originations, and/or additional borrowings under our unsecured 2011 Credit Facility ($400 million available as of December 31, 2011).

**8. NONCONTROLLING INTERESTS**

**Variable Interests in Consolidated Real Estate Joint Ventures**

On August 13, 2009, the Company, through a wholly-owned affiliate, formed a joint venture ( HART ) with an affiliate of Heitman, LLC ( Heitman ) to own and operate 22 self-storage facilities, which are located throughout the United States. Upon formation, Heitman contributed approximately $51 million of cash to a newly-formed limited partnership and the Company contributed certain unencumbered wholly-owned properties with an agreed upon value of approximately $102 million to such limited partnership. In exchange for its contribution of those properties, the Company received a cash distribution from HART of approximately $51 million and retained a 50% interest in HART. The Company is the managing partner of HART and the manager of the properties owned by HART in exchange for a market rate management fee.

The Company determined that HART is a variable interest entity, and that the Company is the primary beneficiary. Accordingly, the Company consolidates the assets, liabilities and results of operations of HART. The 50% interest that is owned by Heitman is reflected as noncontrolling interest in subsidiaries within permanent equity, separate from the Company s equity on the consolidated balance sheets. At December 31, 2011, HART had total assets of $86.7 million, including $84.4 million of storage facilities, net and total liabilities of $2.2 million.

USIFB, LLP ( the Venture ) was formed to own, operate, acquire and develop self-storage facilities in England. The Company owns a 97% interest in the Venture through a wholly-owned subsidiary and the Venture commenced operations at two facilities in London, England during 2008. The Company determined that the Venture is a variable interest entity, and that the Company is the primary beneficiary. Accordingly, the Company consolidates the assets, liabilities and results of operations of the Venture. At December 31, 2011, the Venture had total assets of $11.3 million and total liabilities of $7.6 million, including two mortgage loans totaling $7.1 million secured by storage facilities with a net book value of $11.0 million. At December 31, 2011, the Venture s creditors had no recourse to the general credit of the Company.

**Operating Partnership Ownership**

The Company follows guidance regarding the classification and measurement of redeemable securities. Under this guidance, securities that are redeemable for cash or other assets, at the option of the holder and not solely within the control of the issuer, must be classified outside of permanent equity/capital. This classification results in certain outside ownership interests being included as redeemable noncontrolling interests outside of permanent equity/capital in the consolidated balance sheets. The Company makes this determination based on terms in applicable agreements, specifically in relation to redemption provisions.

Table of Contents

Additionally, with respect to redeemable ownership interests in the Limited Partnership held by third parties for which CubeSmart has a choice to settle the redemption by delivery of its own shares, the Operating Partnership considered the guidance regarding accounting for derivative financial instruments indexed to, and potentially settled in, a company s own shares, to evaluate whether CubeSmart controls the actions or events necessary to presume share settlement. The guidance also requires that noncontrolling interests classified outside of permanent capital be adjusted each period to the greater of the carrying value based on the accumulation of historical cost or the redemption value.

Approximately 3.7% of the outstanding OP Units as of December 31, 2011 and December 31, 2010 were not owned by the general partner. The interests in the Operating Partnership represented by these OP Units were a component of the consideration that the Operating Partnership paid to acquire certain self-storage facilities. The holders of the OP Units are limited partners in the Operating Partnership and have the right to require CubeSmart to redeem all or part of their OP Units for, at the general partner s option, an equivalent number of common shares of CubeSmart or cash based upon the fair value of an equivalent number of common shares of CubeSmart. However, the partnership agreement contains certain provisions that could result in a settlement outside the control of CubeSmart and the Operating Partnership, as CubeSmart does not have the ability to settle in unregistered shares. Accordingly, consistent with the guidance, the Operating Partnership will record the OP Units owned by third parties outside of permanent capital in the consolidated balance sheets. Net income or loss related to the OP Units owned by third parties is excluded from net income or loss attributable to Operating Partner in the consolidated statements of operations.

The per Unit cash redemption amount would equal the average of the closing prices of the common shares of CubeSmart on the New York Stock Exchange for the 10 trading days ending prior to CubeSmart s receipt of the redemption notice for the applicable Unit. At December 31, 2011 and 2010, 4,674,136 and 4,737,136 OP units, respectively, were outstanding, respectively, and the calculated aggregate redemption value of outstanding OP units was based upon CubeSmart s average closing share prices. Based on the Company s evaluation of the redemption value of the redeemable noncontrolling interest, the Company has reflected these interests at their redemption value at December 31, 2011 and 2010, as the estimated redemption value exceeded their carrying value. The Operating Partnership recorded an increase to OP Units owned by third parties and a corresponding decrease to capital of $7.1 million and $1.5 million at December 31, 2011 and 2010, respectively.

## 9. RELATED PARTY TRANSACTIONS

Corporate Office Leases

Subsequent to its entry into lease agreements with related parties for office space, the Operating Partnership entered into sublease agreements with various unrelated tenants for the related office space. Each of these properties is part of Airport Executive Park, a 50-acre office and flex development located in Cleveland, Ohio, which is owned by former executives. Our independent Trustees approved the terms of, and entry into, each of the office lease agreements by the Operating Partnership. The table below shows the office space subject to these lease agreements and certain key provisions, including the term of each lease agreement, the period for which the Operating Partnership may extend the term of each lease agreement, and the minimum and maximum rents payable per month during the term.

| Office Space | Approximate Square Footage | Term | Period of Extension Option (1) | Fixed Minimum Rent Per Month | Fixed Maximum Rent Per Month |
|---|---|---|---|---|---|
| The Parkview Building 6745 Engle Road; and 6751 Engle Road | 21,900 | 12/31/2014 | Five-year | $ 25,673 | $ 31,205 |
| 6745 Engle Road Suite 100 | 2,212 | 12/31/2014 | Five-year | $ 3,051 | $ 3,709 |
| 6745 Engle Road Suite 110 | 1,731 | 12/31/2014 | Five-year | $ 2,387 | $ 2,901 |

| | | | | | | |
|---|---|---|---|---|---|---|
| 6751 Engle Road | Suites C and D | 3,000 | 12/31/2014 | Five-year | $ 3,137 | $ 3,771 |

(1) Our Operating Partnership may extend the lease agreement beyond the termination date by the period set forth in this column at prevailing market rates upon the same terms and conditions contained in each of the lease agreements.

In addition to monthly rent, the office lease agreements provide that our Operating Partnership reimburse for certain maintenance and improvements to the leased office space. The total amounts of lease payments incurred under the six office

Table of Contents

leases during the years ended December 31, 2011 and December 31, 2010 were approximately $0.5 million and $0.5 million, respectively.

Total future minimum rental payments due in accordance with the related party lease agreements and total future cash receipts due from our subtenants as of December 31, 2011 are as follows:

| | Due to Related Party Amount | | Due from Subtenant Amount | |
|---|---|---|---|---|
| | (in thousands) | | | |
| 2012 | $ | 475 | $ | 314 |
| 2013 | | 499 | | 314 |
| 2014 | | 499 | | 315 |
| | $ | 1,473 | $ | 943 |

Other

During the third quarter of 2009, the Company entered into a relocation transaction with a member of management whereby the Company purchased the former residence of the member of management for $985,000 which was recorded as a component of other assets. The Company sold the asset on September 10, 2010.

**10. FAIR VALUE OF FINANCIAL INSTRUMENTS**

The fair values of financial instruments, including cash and cash equivalents, accounts receivable and accounts payable approximates their respective carrying values at December 31, 2011 and 2010. The Company had fixed interest rate loans with a carrying value of $758.4 million and $372.5 million at December 31, 2011 and 2010, respectively. The estimated fair values of these fixed rate loans were $736.3 million and $351.8 million at December 31, 2011 and 2010, respectively. The Company had variable interest rate loans at December 31, 2010 that had a carrying value $243.0 million. The estimated fair value of the variable interest rate loans approximates the carrying value due to the floating rate nature and market spreads. These estimates are based on discounted cash flow analyses assuming market interest rates for comparable obligations at December 31, 2011 and 2010.

**11. DISCONTINUED OPERATIONS**

For the years ended December 31, 2011, 2010 and 2009, discontinued operations relates to 19 properties that the Company sold during 2011, proceeds received in conjunction with eminent domain proceedings on our North H Street asset during 2009, 16 properties that the Company sold during 2010, and 20 properties that the Company sold during 2009 (one of which was held-for-sale at December 31, 2008), (see Note 3). Each of the sales during 2011, 2010 and 2009 resulted in the recognition of a gain, which in the aggregate totaled $3.9 million, $1.8 million, and $14.1 million, respectively.

Table of Contents

The following table summarizes the revenue and expense information for the period the Company owned the properties classified as discontinued operations during the years ended December 31, 2011, 2010 and 2009 (in thousands):

| | For the year ended December 31, | | |
|---|---|---|---|
| | 2011 | 2010 | 2009 |
| **REVENUES** | | | |
| Rental income | $ 4,101 | $ 12,142 | $ 19,985 |
| Other property related income | 2,394 | 1,253 | 1,757 |
| Total revenues | 6,495 | 13,395 | 21,742 |
| **OPERATING EXPENSES** | | | |
| Property operating expenses | 2,040 | 6,016 | 8,337 |
| Depreciation and amortization | 859 | 3,228 | 6,585 |
| Total operating expenses | 2,899 | 9,244 | 14,922 |
| **OPERATING INCOME** | 3,596 | 4,151 | 6,820 |
| Income from discontinued operations | 3,596 | 4,151 | 6,820 |
| Gain on disposition of discontinued operations | 3,903 | 1,826 | 14,139 |
| Income from discontinued operations | $ 7,499 | $ 5,977 | $ 20,959 |

**12. COMMITMENTS AND CONTINGENCIES**

The Company currently owns five self-storage facilities subject to ground leases and four other self-storage facilities having only parcels of land that are subject to ground leases. The Company recorded ground rent expense of approximately $0.3 million for the year ended December 31, 2011, and $0.2 million for each of the years ended December 31, 2010 and 2009, respectively. Total future minimum rental payments under non-cancelable ground leases are as follows:

| | Ground Lease Amount (in thousands) |
|---|---|
| 2012 | $ 988 |
| 2013 | 988 |
| 2014 | 940 |
| 2015 | 860 |
| 2016 | 887 |
| 2017 and thereafter | 38,572 |
| | $ 43,235 |

The Company has been named as a defendant in lawsuits in the ordinary course of business. In most instances, these claims are covered by the Company s liability insurance coverage. Management believes that the ultimate settlement of the suits will not have a material adverse effect on the Company s financial statements.

**13. RISK MANAGEMENT AND USE OF FINANCIAL INSTRUMENTS**

The Company s use of derivative instruments is limited to the utilization of interest rate agreements or other instruments to manage interest rate risk exposures and not for speculative purposes. The principal objective of such arrangements is to minimize the risks and/or costs associated with the Company s operating and financial structure, as well as to hedge specific transactions. The counterparties to these arrangements are major financial institutions with which the Company and its subsidiaries may also have other financial relationships. The Company is potentially exposed to credit loss in the event of non-performance by these counterparties. However, because of the high credit ratings of the counterparties, the Company does not anticipate that any of the counterparties will fail to meet these obligations as they come due. The Company does not hedge credit or property value market risks.

Table of Contents

The Company has entered into interest rate swap agreements that qualify and are designated as cash flow hedges designed to reduce the impact of interest rate changes on its variable rate debt. Therefore, the interest rate swaps are recorded in the consolidated balance sheet at fair value and the related gains or losses are deferred in shareholders equity as Accumulated Other Comprehensive Loss. These deferred gains and losses are amortized into interest expense during the period or periods in which the related interest payments affect earnings. However, to the extent that the interest rate swaps are not perfectly effective in offsetting the change in value of the interest payments being hedged, the ineffective portion of these contracts is recognized in earnings immediately. Ineffectiveness was immaterial for all periods presented.

The Company formally assesses, both at inception of a hedge and on an on-going basis, whether each derivative is highly-effective in offsetting changes in cash flows of the hedged item. If management determines that a derivative is highly-effective as a hedge, then the Company accounts for the derivative using hedge accounting, pursuant to which gains or losses inherent in the derivative do not impact the Company s results of operations. If management determines that a derivative is not highly-effective as a hedge or if a derivative ceases to be a highly-effective hedge, the Company will discontinue hedge accounting prospectively and will reflect in its statement of operations realized and unrealized gains and losses in respect of the derivative.

The following table summarizes the terms and fair values of the Company s derivative financial instruments at December 31, 2011 (dollars in thousands):

| Hedge Product | Hedge Type | | Notional Amount | Strike | Effective Date | Maturity | | Fair Value December 31, 2011 |
|---|---|---|---|---|---|---|---|---|
| Cap | Cash flow | $ | 100,000 | 2.0000% | 2/1/2011 | 1/31/2012 | $ | |
| Swap | Cash flow | $ | 40,000 | 1.8025% | 6/20/2011 | 6/20/2016 | | (1,494) |
| Swap | Cash flow | $ | 40,000 | 1.8025% | 6/20/2011 | 6/20/2016 | | (1,502) |
| Swap | Cash flow | $ | 20,000 | 1.8025% | 6/20/2011 | 6/20/2016 | | (727) |
| Swap | Cash flow | $ | 75,000 | 1.3360% | 12/30/2011 | 3/31/2017 | | (907) |
| Swap | Cash flow | $ | 50,000 | 1.3360% | 12/30/2011 | 3/31/2017 | | (484) |
| Swap | Cash flow | $ | 50,000 | 1.3360% | 12/30/2011 | 3/31/2017 | | (485) |
| Swap | Cash flow | $ | 25,000 | 1.3375% | 12/30/2011 | 3/31/2017 | | (319) |
| Swap | Cash flow | $ | 40,000 | 2.4590% | 6/20/2011 | 6/20/2018 | | (2,553) |
| Swap | Cash flow | $ | 40,000 | 2.4725% | 6/20/2011 | 6/20/2018 | | (2,628) |
| Swap | Cash flow | $ | 20,000 | 2.4750% | 6/20/2011 | 6/20/2018 | | (1,295) |
| | | | | | | | $ | (12,394) |

**14. FAIR VALUE MEASUREMENTS**

The Company applies the methods of fair value as described in authoritative guidance, to value its financial assets and liabilities. As defined in the guidance, fair value is based on the price that would be received from the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In order to increase consistency and comparability in fair value measurements, the guidance establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three broad levels, which are described below:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2: Observable prices that are based on inputs not quoted on active markets, but corroborated by market data.

Level 3: Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as considering counterparty credit risk in its assessment of fair value.

Financial assets and liabilities carried at fair value as of December 31, 2011 are classified in the table below in one of the three categories described above (dollars in thousands):

Table of Contents

| | Level 1 | Level 2 | Level 3 |
|---|---|---|---|
| Interest Rate Swap Derivative Liabilities | $ | $ 12,394 | $ |
| Total liabilities at fair value | $ | $ 12,394 | $ |

There were no financial assets and liabilities carried at fair value as of December 31, 2010.

Financial assets and liabilities carried at fair value were classified as Level 2 inputs. For financial liabilities that utilize Level 2 inputs, the Company utilizes both direct and indirect observable price quotes, including LIBOR yield curves, bank price quotes for forward starting swaps, NYMEX futures pricing and common stock price quotes. Below is a summary of valuation techniques for Level 2 financial liabilities:

- Interest rate swap derivative assets and liabilities valued using LIBOR yield curves at the reporting date. Counterparties to these contracts are most often highly rated financial institutions, none of which experienced any significant downgrades in 2011 that would reduce the amount owed by the Company. Although we have determined that the majority of the inputs used to value our derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with our derivatives utilize Level 3 inputs, such as estimates of current credit spreads, to evaluate the likelihood of default by us and the counterparties. However, as of December 31, 2011 we have assessed the significance of the effect of the credit valuation adjustments on the overall valuation of our derivative positions and have determined that the credit valuation adjustments are not significant to the overall valuation of our derivatives. As a result, we have determined that our derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

## 15. SHARE-BASED COMPENSATION PLANS

On June 2, 2010 the Company s shareholders approved an amendment and restatement of the Company s 2007 Equity Incentive Plan, a share-based employee compensation plan originally approved by shareholders on May 8, 2007 (as amended and restated, the 2007 Plan ). On October 19, 2004, the Company s sole shareholder approved a share-based employee compensation plan, the 2004 Equity Incentive Plan (the 2004 Plan and collectively with the 2007 Plan, the Plans ). The purpose of the Plans is to attract and retain highly qualified executive officers, Trustees and key employees and other persons and to motivate such officers, Trustees, key employees and other persons to serve the Company and its affiliates to expend maximum effort to improve the business results and earnings of the Company, by providing to such persons an opportunity to acquire or increase a direct proprietary interest in the operations and future success of the Company. To this end, the Plans provide for the grant of share options, share appreciation rights, restricted shares, share units, unrestricted shares, dividend equivalent rights and cash awards. Any of these awards may, but need not, be made as performance incentives to reward attainment of annual or long-term performance goals. Share options granted under the Plans may be non-qualified share options or incentive share options.

The Plans are administered by the Compensation Committee of the Company s Board of Trustees (the Compensation Committee ), which is appointed by the Board of Trustees. The Compensation Committee interprets the Plans and, subject to its right to delegate authority to grant awards, determines the terms and provisions of option grants and share awards.

The 2007 Plan uses a Fungible Units methodology for computing the maximum number of common shares available for issuance under the 2007 Plan. The Fungible Units methodology assigns weighted values to different types of awards under the 2007 Plan without assigning specific numerical limits for different types of awards. Upon shareholder approval of the amendment and restatement of the 2007 plan in June 2010, a Fungible Pool Limit was established consisting of 4,728,561 shares plus any common shares restored to availability upon expiration or forfeiture of then-currently outstanding options or restricted share awards (consisting of 372,135 shares).

The 2007 Plan provides that any common shares made the subject of awards in the form of options or share appreciation rights shall be counted against the Fungible Pool Limit as one (1) unit. Any common shares made the subject of awards under the 2007 Plan in the form of restricted shares or share units (each a Full-Value Award ) shall be counted against the Fungible Pool Limit as 1.66 units. The Fungible Pool Limit and the computation of the number of common shares available for issuance are subject to adjustment upon certain corporate transactions or events, including share splits, reverse share splits and recapitalizations. The number of shares counted against the Fungible Pool Limit includes the full number of shares subject to the award, and is not reduced in the event shares are withheld to fund withholding tax obligations, or, in the case of

Table of Contents

options and share appreciation rights, where shares are applied to pay the exercise price. If an option or other award granted under the 2007 Plan expires, is forfeited or otherwise terminates, the common shares subject to any portion of such option or other award that expires, is forfeited or that otherwise terminates, as the case may be, will again become available for the issuance under the 2007 Plan.

In addition to the overall limit on the number of shares that may be subject to awards under the 2007 Plan, the 2007 Plan limits the number of shares that may be the subject of awards during the three-year period ending December 31, 2012. Specifically, the average of the following three ratios (each expressed as a percentage) shall not exceed the greater of two percent (2%) or the mean of the Company s GICS peer group for the three-year period beginning January 1, 2010 and ending December 31, 2012. The three ratios would correspond to the three calendar years in the three-year period ending December 31, 2012, and each ratio would be computed as (i) the number of shares subject to awards granted in the applicable year divided by (ii) the sum of the number of common shares and units of the Company s operating partnership ( OP Units ) exchangeable into common shares outstanding at the end of such year. Solely for purposes of calculating the number of shares subject to awards under this limitation, shares underlying Full-Value Awards will be taken into account in the numerator of the foregoing ratios as 1.5 shares.

Subject to adjustment upon certain corporate transactions or events, a participant may not receive awards (with shares subject to awards being counted, depending on the type of award, in the proportions ranging from 1.0 to 1.66), as described above in any one calendar year covering more than 1,000,000 units.

With respect to the 2004 Plan, a total of 3 million common shares are reserved for issuance under the 2004 Plan. The maximum number of common shares underlying equity awards that may be granted to an individual participant under the 2004 Plan during any calendar year is 400,000 for options or share appreciation rights and 100,000 for restricted shares or restricted share units. The maximum number of common shares that can be awarded under the Plan to any person, other than pursuant to an option, share appreciation rights or time-vested restricted shares, is 250,000 per calendar year under the 2004 Plan. To the extent that options expire unexercised or are terminated, surrendered or canceled, the options and share awards become available for future grants under the 2004 Plan, unless the 2004 Plan has been terminated.

Under the Plans, the Compensation Committee determines the vesting schedule of each share award and option. The exercise price for options is equivalent to the fair value of the underlying common shares at the grant date. The Compensation Committee also determines the term of each option, which shall not exceed 10 years from the grant date.

**Share Options**

The fair values for options granted in 2011, 2010, and 2009 were estimated at the time the options were granted using the Black-Scholes option-pricing model applying the following weighted average assumptions:

| **Assumptions:** | **2011** | **2010** | **2009** |
|---|---|---|---|
| Risk-free interest rate | 3.3% | 3.7% | 2.6% |
| Expected dividend yield | 4.8% | 5.4% | 5.5% |
| Volatility (a) | 54.60% | 57.60% | 46.49% |
| Weighted average expected life of the options (b) | 9.9 years | 9.9 years | 9.8 years |
| | $ 3.40 | $ 2.60 | $ 1.02 |

| Weighted average grant date fair value of options granted per share |
|---|

(a) Expected volatility is based upon the level of volatility historically experienced.

(b) Expected life is based upon our expectations of stock option recipients expected exercise and termination patterns.

The Black-Scholes option-pricing model was developed for use in estimating the fair value of traded options. In addition, option-pricing models require the input of highly subjective assumptions, including the expected stock price volatility. Volatility for the 2009, 2010, and 2011 grants was based on the trading history of the Company s shares.

In 2011, 2010, and 2009, the Company recognized compensation expense related to options issued to employees and executives of approximately $1.5 million, $1.9 million and $1.8 million, respectively, which was recorded in general and administrative expense. Approximately 347,000 share options were issued during 2011 for which the fair value of the options at their respective grant dates was approximately $0.9 million, which vest over three and five years. As of December 31, 2011, the Company had approximately $1.4 million of unrecognized option compensation cost related to all grants that will be recorded over the next five years.

Table of Contents

The table below summarizes the option activity under the Plan for the years ended December 31, 2011, 2010 and 2009:

| | Number of Shares Under Option | | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term |
|---|---|---|---|---|
| Balance at December 31, 2008 | 3,311,099 | $ | 13.84 | 8.42 |
| Options granted | 1,456,881 | | 3.75 | 9.09 |
| Options canceled | (221,676) | | 11.73 | |
| Options exercised | | | | |
| Balance at December 31, 2009 | 4,546,304 | $ | 10.71 | 7.95 |
| Options granted | 574,556 | | 7.32 | 9.06 |
| Options canceled | (50,875) | | 12.71 | |
| Options exercised | (56,225) | | 3.46 | 8.11 |
| Balance at December 31, 2010 | 5,013,760 | $ | 10.38 | 7.18 |
| Options granted | 346,882 | | 9.38 | 9.11 |
| Options canceled | (80,924) | | 9.40 | |
| Options exercised | (24,000) | | 5.06 | 6.84 |
| Balance at December 31, 2011 | 5,255,718 | | 10.35 | 6.33 |
| | | | | |
| Vested or expected to vest at December 31, 2011 | 5,255,718 | $ | 10.35 | 6.33 |
| Exercisable at December 31, 2011 | 3,920,799 | $ | 11.55 | 5.88 |

At December 31, 2011, the aggregate intrinsic value of options outstanding, of options that vested or expected to vest and of options that were exercisable was approximately $8.2 million. The aggregate intrinsic value of options exercised was approximately $0.1 million for the year ended December 31, 2011.

**Restricted Shares**

The Company applies the fair value method of accounting for contingently issued shares. As such, each grant is recognized ratably over the related vesting period. Approximately 314,000 restricted shares were issued during 2011 for which the fair value of the restricted shares at their respective grant dates was approximately $2.6 million, which vest over three and five years. During 2010, approximately 307,000 restricted shares were issued for which the fair value of the restricted shares at their respective grant dates was approximately $2.8 million. As of December 31, 2011 the Company had approximately $2.4 million of remaining unrecognized restricted share compensation costs that will be recognized over the next four years. Restricted share awards are considered to be performance awards and are valued using the stock price on the grant date.

In 2011, 2010 and 2009, the Company recognized compensation expense related to restricted shares issued to employees and Trustees of approximately $2.2 million, $1.8 million and $1.6 million, respectively; these amounts were recorded in general and administrative expense. The following table presents non-vested restricted share activity during 2011:

| | Number of Non-Vested Restricted Shares |
|---|---|

| | |
|---|---|
| Non-Vested at January 1, 2011 | 671,822 |
| Granted | 314,138 |
| Vested | (285,404) |
| Forfeited | (141,123) |
| Non-Vested at December 31, 2011 | 559,433 |

Table of Contents

## 16. EARNINGS PER SHARE AND UNIT AND SHAREHOLDERS EQUITY AND CAPITAL

### Earnings per share and Shareholders Equity

The following is a summary of the elements used in calculating basic and diluted earnings per share:

| | For the year ended December 31, | | |
|---|---|---|---|
| | 2011 | 2010 | 2009 |
| | (Dollars and shares in thousands, except per share amounts) | | |
| Loss from continuing operations | $ (5,052) | $ (11,996) | $ (21,291) |
| Noncontrolling interests in the Operating Partnership | 265 | 656 | 1,150 |
| Noncontrolling interest in subsidiaries | (2,810) | (1,755) | (665) |
| Distribution to Preferred Shares (1) | (1,218) | | |
| Loss from continuing operations attributable to the Company s common shareholders | $ (8,815) | $ (13,095) | $ (20,806) |
| Total discontinued operations | 7,499 | 5,977 | 20,959 |
| Noncontrolling interests in the Operating Partnership | (300) | (275) | (1,090) |
| Total discontinued operations attributable to the Company s common shareholders | $ 7,199 | $ 5,702 | $ 19,869 |
| Net loss attributable to the Company s common shareholders | $ (1,616) | $ (7,393) | $ (937) |
| Weighted-average shares outstanding | 102,976 | 93,998 | 70,988 |
| Share options and restricted share units (2) | | | |
| Weighted-average diluted shares outstanding (3) | 102,976 | 93,998 | 70,988 |
| Earning (loss) per Common Share: | | | |
| Continuing operations | $ (0.09) | $ (0.14) | $ (0.29) |
| Discontinued operations | 0.07 | 0.06 | 0.28 |
| Basic and diluted loss per share | $ (0.02) | $ (0.08) | $ (0.01) |

### Earnings per unit and Capital

The following is a summary of the elements used in calculating basic and diluted earnings per unit:

| | For the year ended December 31, | | |
|---|---|---|---|
| | 2011 | 2010 | 2009 |
| | (Dollars and units in thousands, except per unit amounts) | | |
| Loss from continuing operations | $ (5,052) | $ (11,996) | $ (21,291) |
| Limited Partnership interest of third parties | 265 | 656 | 1,150 |
| Noncontrolling interest in subsidiaries | (2,810) | (1,755) | (665) |

| | | | | | | |
|---|---|---|---|---|---|---|
| Distribution to Preferred units (1) | | (1,218) | | | | |
| Loss from continuing operations attributable to common unitholders | $ | (8,815) | $ | (13,095) | $ | (20,806) |
| | | | | | | |
| Total discontinued operations | | 7,499 | | 5,977 | | 20,959 |
| Limited Partnership interest of third parties | | (300) | | (275) | | (1,090) |
| Total discontinued operations attributable to common unitholders | $ | 7,199 | $ | 5,702 | $ | 19,869 |
| | | | | | | |
| Net loss attributable to common unitholders | $ | (1,616) | $ | (7,393) | $ | (937) |
| | | | | | | |
| Weighted-average units outstanding | | 102,976 | | 93,998 | | 70,988 |
| unit options and restricted unit units (2) | | | | | | |
| Weighted-average diluted units outstanding (3) | | 102,976 | | 93,998 | | 70,988 |
| | | | | | | |
| Earning (loss) per Common unit: | | | | | | |
| Continuing operations | $ | (0.09) | $ | (0.14) | $ | (0.29) |
| Discontinued operations | | 0.07 | | 0.06 | | 0.28 |
| Basic and diluted loss per unit | $ | (0.02) | $ | (0.08) | $ | (0.01) |

Table of Contents

---

(1) For the year ended December 31, 2011, the Company declared cash dividends per preferred share/unit of $0.39.

(2) For the years ended December 31, 2011, 2010 and 2009, the potentially dilutive shares/units of approximately 1,378,000, 1,177,000, and 547,000 respectively, were not included in the earnings per share/unit calculation as their effect is antidilutive.

(3) For the years ended December 31, 2011, 2010 and 2009, the Company declared cash dividends per common share/unit of $0.29, $0.145 and $0.10, respectively.

The Operating Partnership units and common units have essentially the same economic characteristics as they unit equally in the total net income or loss and distributions of the Operating Partnership. An Operating Partnership unit may be redeemed for cash, or at the Company s option, common units on a one-for-one basis. Outstanding noncontrolling interest units in the Operating Partnership were 4,674,136, 4,737,136 and 4,809,636 as of December 31, 2011, 2010 and 2009, respectively. There were 122,058,919 and 98,596,796 common units outstanding as of December 31, 2011 and 2010, respectively.

**Issuance of Common and Preferred Shares**

On August 19, 2009, the Company sold 32.2 million common shares of beneficial interest for net proceeds of approximately $161.9 million. In April 2009, the Company commenced the sale of up to 10 million common shares pursuant to a continuous offering program, which was amended on January 26, 2011 (as amended, the Sales Agreement ) to include the sale of up to 15 million common shares. Pursuant to the program, we may sell shares in amounts and at times to be determined by us. Actual sales will be determined by a variety of factors to be determined by us, including market conditions, the trading price of our common shares and determinations by us of the appropriate sources of funding. In connection with the offering program, the Company engaged a sales agent who receives compensation equal to up to three percent of the gross sales price per common share for any shares sold pursuant to the program. During the year ended December 31, 2010 the Company sold 5.6 million shares under the program at an average sales price of $8.62 per share resulting in net proceeds of $47.6 million.

On September 16, 2011, the Company amended its sales agreement with Cantor Fitzgerald & Co. (the Sales Agent ) dated April 3, 2009 and as amended on January 26, 2011 to increase the number of common shares that the Sales Agent may sell under the Sales Agreement from 15 million to 20 million. During the year ended December 31, 2011 the Company sold 140,000 shares under the program at an average sales price of $10.75 per share resulting in net proceeds of $1.5 million ($60.1 million of net proceeds and 8.2 million shares sold with an average sales price of $7.30 since program inception in 2009).

On October 28, 2011, the Company completed a public offering of 23 million common shares at a public offering price of $9.20, which reflects the full exercise by the underwriters of their option to purchase 3 million shares to cover over-allotments. The Company received approximately $202.5 million in net proceeds from the offering after deducting the underwriting discount and other estimated offering expenses.

During November 2011, the Company completed an underwritten public offer of 3.1 million of the Company s Series A preferred shares at a public offering price of $25.00 per share for gross proceeds of $77.5 million. The financing provided approximately $74.8 million in net proceeds to the Company after deducting the underwriting discount and offering expenses.

The Company used the net proceeds from the 2011 common and preferred public offerings to fund a portion of the cash purchase price of the Storage Deluxe Acquisition on November 3, 2011.

**17. INCOME TAXES**

Deferred income taxes are established for temporary differences between financial reporting basis and tax basis of assets and liabilities at the enacted tax rates expected to be in effect when the temporary differences reverse. A valuation allowance for deferred tax assets is provided if the Company believes that it is more likely than not that all or some portion of the deferred tax asset will not be realized. No valuation allowance was recorded at December 31, 2011 or 2010. The Company had net deferred tax assets of $0.4 million and $0.3 million, which are included in other assets, as of December 31, 2011 and 2010, respectively. The Company believes it is more likely than not the deferred tax assets will be realized.

Table of Contents

The following table discloses the income tax rates for the periods identified below:

| | For the year ended December 31, 2011 | 2010 | 2009 |
|---|---|---|---|
| Effective income tax rate | | | |
| Statutory federal income tax rate | 34% | 34% | 34% |
| State and local income taxes | 4% | 4% | 4% |
| Effective income tax rate | 38% | 38% | 38% |

| | As of December 31, 2011 | | 2010 (dollars in thousands) | | 2009 | |
|---|---|---|---|---|---|---|
| | Assets | Liabilities | Assets | Liabilities | Assets | Liabilities |
| Deferred taxes | | | | | | |
| Share based compensation | $ 3,349 | $ 3,045 | $ 2,971 | $ 2,689 | $ 2,177 | $ 1,933 |
| Other | 134 | | 34 | | 258 | |
| Deferred taxes | $ 3,483 | $ 3,045 | $ 3,005 | $ 2,689 | $ 2,435 | $ 1,933 |

**18. PRO FORMA FINANCIAL INFORMATION (UNAUDITED)**

During the year ended December 31, 2011, the Company acquired 27 self-storage facilities for an aggregate purchase price of approximately $467.1 million (see note 3).

The condensed consolidated pro forma financial information set forth below reflects adjustments to the Company s historical financial data to give effect to each of the acquisitions and related financing activity (including the issuance of common shares) that occurred during 2011 as if each had occurred as of January 1, 2010. The unaudited pro forma information presented below does not purport to represent what the Company s actual results of operations would have been for the periods indicated, nor does it purport to represent the Company s future results of operations.

The following table summarizes, on a pro forma basis, the Company s consolidated results of operations for the year ended December 31, 2011 and 2010 based on the assumptions described above:

| | 2011 | 2010 |
|---|---|---|
| | (unaudited) (in thousands, except per share data) | |
| Pro forma revenue | $ 263,399 | $ 238,421 |
| Pro forma loss from continuing operations | (1,385) | (26,500) |
| Loss per common share from continuing operations: | | |
| Basic and diluted as reported | $ (0.09) | $ (0.14) |
| Basic and diluted as pro forma | (0.04) | (0.30) |

The following summarizes the amounts of revenue and earnings of the 2011 and 2010 acquisitions since the acquisition dates included in the consolidated statements of operations for the years ended December 31, 2011 and 2010:

Table of Contents

| | Year ended December 31, 2011 | 2010 |
|---|---|---|
| | (in thousands) | |
| Total revenue | $ 19,743 | $ 1,998 |
| Net loss | (4,841) | (141) |

**19. SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)**

The following is a summary of quarterly financial information for the years ended December 31, 2011 and 2010 (in thousands, except per share data):

| | Three months ended | | | |
|---|---|---|---|---|
| | March 31, 2011 | June 30, 2011 | September 30, 2011 | December 31, 2011 |
| Total revenues | $ 55,752 | $ 57,559 | $ 60,341 | $ 63,953 |
| Total operating expenses | 45,989 | 46,723 | 46,407 | 52,957 |
| Net income (loss) attributable to the Company | (117) | 902 | 6,828 | (8,011) |
| Basic and diluted earnings (loss) per share | 0.00 | 0.01 | 0.07 | (0.08) |

| | Three months ended | | | |
|---|---|---|---|---|
| | March 31, 2010 | June 30, 2010 | September 30, 2010 | December 31, 2010 |
| Total revenues | $ 49,866 | $ 51,395 | $ 53,665 | $ 54,803 |
| Total operating expenses | 42,914 | 45,218 | 44,440 | 44,523 |
| Net income (loss) attributable to the Company | (3,475) | (4,521) | (1,480) | 2,083 |
| Basic and diluted earnings (loss) per share | (0.04) | (0.05) | (0.02) | 0.02 |

The summation of quarterly earnings per share amounts do not necessarily equal the full year amounts.  The above information was updated to reclassify amounts to discontinued operations (see note 11).

**20. COMPREHENSIVE (LOSS) INCOME**

The following is a summary of comprehensive (loss) income for CubeSmart and CubeSmart L.P. for the years ended December 31, 2011, 2010 and 2009 (in thousands):

| | Year Ended December 31, 2011 | 2010 | 2009 |
|---|---|---|---|
| NET INCOME (LOSS) | $ 2,447 | $ (6,019) | $ (332) |

| | | | | | | |
|---|---|---|---|---|---|---|
| Other comprehensive (loss) income: | | | | | | |
| Unrealized (loss) gain on derivative financial instruments | | (12,394) | | | | 6,153 |
| Unrealized gain (loss) on foreign currency translation | | 151 | | (268) | | 553 |
| COMPREHENSIVE (LOSS) INCOME | $ | (9,796) | $ | (6,287) | $ | 6,374 |

Table of Contents

**21. SUBSEQUENT EVENTS**

On February 2, 2012, the Company acquired one facility located in Houston, Texas for $5.1 million. Additionally, on February 23, 2012, the Company acquired one facility located in Dunwoody, Georgia for $6.9 million. In connection with these closings, the Company borrowed from its revolving credit facility.

Also during February, the Company closed on the purchase of four of the remaining Storage Deluxe facilities for an aggregate purchase price of approximately $74.4 million and assumed mortgages related to the four properties acquired totaling $34.9 million. In connection with the closing, the Company borrowed from its revolving credit facility. The remaining two properties, with an aggregate purchase price of $128.3 million and assumed mortgages totaling $54.3 million, are expected to close during March.

Table of Contents

**CUBESMART**

**SCHEDULE III**

**REAL ESTATE AND RELATED DEPRECIATION**

**December 31, 2011**

**(Dollars in thousands)**

| | | | Initial Cost | | | Gross Carrying Amount at December 31, 2011 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Description | Square Footage | Encumbrances | Land | Building and Improvements | Costs Subsequent to Acquisition | Land | Building and Improvements | Total | Accumulated Depreciation (L) | Year Acquired / Developed |
| Mobile, AL | 128,871 | (A) | 226 | 2,524 | 1,375 | 301 | 3,432 | 3,733 | 1,409 | 1997 |
| Chandler, AZ | 47,545 | | 327 | 1,257 | 260 | 327 | 1,315 | 1,642 | 315 | 2005 |
| Glendale, AZ | 56,850 | | 201 | 2,265 | 987 | 418 | 2,985 | 3,403 | 1,094 | 1998 |
| Green Valley, AZ | 25,050 | | 298 | 1,153 | 124 | 298 | 1,096 | 1,394 | 235 | 2005 |
| Mesa I, AZ | 52,375 | | 920 | 2,739 | 131 | 921 | 2,442 | 3,363 | 518 | 2006 |
| Mesa II, AZ | 45,445 | | 731 | 2,176 | 122 | 731 | 1,949 | 2,680 | 439 | 2006 |
| Mesa III, AZ | 58,189 | | 706 | 2,101 | 147 | 706 | 1,910 | 2,616 | 424 | 2006 |
| Phoenix I, AZ | 100,387 | | 1,134 | 3,376 | 282 | 1,135 | 3,138 | 4,273 | 699 | 2006 |
| Phoenix II, AZ | 83,340 | | 756 | 2,251 | 1,301 | 847 | 3,106 | 3,953 | 483 | 2006/2011 |
| Scottsdale, AZ | 80,425 | | 443 | 4,879 | 1,685 | 883 | 6,037 | 6,920 | 2,200 | 1998 |
| Tempe, AZ | 53,890 | (A) | 749 | 2,159 | 168 | 749 | 2,055 | 2,804 | 423 | 2005 |
| Tucson I, AZ | 59,350 | | 188 | 2,078 | 938 | 384 | 2,775 | 3,159 | 1,010 | 1998 |
| Tucson II, AZ | 43,950 | | 188 | 2,078 | 898 | 391 | 2,721 | 3,112 | 971 | 1998 |
| Tucson III, AZ | 49,832 | (B) | 532 | 2,048 | 149 | 533 | 1,897 | 2,430 | 408 | 2005 |
| Tucson IV, AZ | 48,040 | (B) | 674 | 2,595 | 167 | 675 | 2,381 | 3,056 | 506 | 2005 |
| Tucson V, AZ | 45,184 | (B) | 515 | 1,980 | 196 | 515 | 1,881 | 2,396 | 402 | 2005 |
| Tucson VI, AZ | 40,766 | (B) | 440 | 1,692 | 161 | 440 | 1,594 | 2,034 | 353 | 2005 |
| Tucson VII, AZ | 52,688 | (B) | 670 | 2,576 | 206 | 670 | 2,404 | 3,074 | 516 | 2005 |
| Tucson VIII, AZ | 46,600 | (B) | 589 | 2,265 | 111 | 589 | 2,046 | 2,635 | 432 | 2005 |
| Tucson IX, AZ | 67,720 | (B) | 724 | 2,786 | 323 | 725 | 2,706 | 3,431 | 567 | 2005 |
| Tucson X, AZ | 46,350 | (B) | 424 | 1,633 | 175 | 425 | 1,565 | 1,990 | 342 | 2005 |
| Tucson XI, AZ | 42,850 | (B) | 439 | 1,689 | 358 | 439 | 1,799 | 2,238 | 380 | 2005 |
| Tucson XII, AZ | 42,325 | (B) | 671 | 2,582 | 174 | 672 | 2,381 | 3,053 | 502 | 2005 |
| Tucson XIII, AZ | 45,792 | (B) | 587 | 2,258 | 156 | 587 | 2,083 | 2,670 | 441 | 2005 |
| | 49,095 | | 707 | 2,721 | 353 | 708 | 2,679 | 3,387 | 537 | 2005 |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Tucson XIV, AZ | | | | | | | | | | |
| Apple Valley I, CA | 73,440 | | 140 | 1,570 | 1,514 | 476 | 2,565 | 3,041 | 810 | 1997 |
| Apple Valley II, CA | 61,555 | (C) | 160 | 1,787 | 1,207 | 431 | 2,523 | 2,954 | 830 | 1997 |
| Benicia, CA | 74,770 | | 2,392 | 7,028 | 102 | 2,392 | 6,132 | 8,524 | 1,238 | 2005 |
| Cathedral City, CA | 109,239 | | 2,194 | 10,046 | 253 | 2,195 | 8,030 | 10,225 | 1,618 | 2006 |
| Citrus Heights, CA | 75,620 | (B) | 1,633 | 4,793 | 200 | 1,634 | 4,310 | 5,944 | 914 | 2005 |
| Diamond Bar, CA | 103,034 | | 2,522 | 7,404 | 147 | 2,524 | 6,498 | 9,022 | 1,366 | 2005 |
| Escondido, CA | 142,870 | (M) | 3,040 | 11,804 | 118 | 3,040 | 11,137 | 14,177 | 2,594 | 2007 |
| Fallbrook, CA | 46,620 | | 133 | 1,492 | 1,723 | 432 | 2,886 | 3,318 | 931 | 1997 |
| Lancaster, CA | 60,675 | (C) | 390 | 2,247 | 917 | 556 | 2,715 | 3,271 | 811 | 2001 |
| Long Beach, CA | 125,091 | | 3,138 | 14,368 | 388 | 3,138 | 12,921 | 16,059 | 2,454 | 2006 |
| Murrieta, CA | 49,835 | (M) | 1,883 | 5,532 | 123 | 1,903 | 4,821 | 6,724 | 960 | 2005 |
| North Highlands, CA | 57,244 | (B) | 868 | 2,546 | 231 | 868 | 2,408 | 3,276 | 539 | 2005 |
| Orangevale, CA | 50,317 | (B) | 1,423 | 4,175 | 229 | 1,423 | 3,807 | 5,230 | 802 | 2005 |
| Palm Springs I, CA | 72,675 | | 1,565 | 7,164 | 101 | 1,566 | 6,329 | 7,895 | 1,206 | 2006 |
| Palm Springs II, CA | 122,250 | | 2,131 | 9,758 | 323 | 2,132 | 8,816 | 10,948 | 1,715 | 2006 |
| Pleasanton, CA | 85,045 | | 2,799 | 8,222 | 14 | 2,799 | 7,069 | 9,868 | 1,448 | 2005 |
| Rancho Cordova, CA | 53,978 | (B) | 1,094 | 3,212 | 172 | 1,095 | 2,921 | 4,016 | 645 | 2005 |
| Rialto I, CA | 57,411 | (M) | 899 | 4,118 | 156 | 899 | 3,735 | 4,634 | 714 | 2006 |
| Rialto II, CA | 99,803 | | 277 | 3,098 | 1,681 | 672 | 4,031 | 4,703 | 1,370 | 1997 |
| Riverside I, CA | 67,120 | (M) | 1,351 | 6,183 | 186 | 1,351 | 5,571 | 6,922 | 1,068 | 2006 |
| Riverside II, CA | 85,166 | | 1,170 | 5,359 | 313 | 1,170 | 4,976 | 6,146 | 983 | 2006 |
| Roseville, CA | 59,869 | (B) | 1,284 | 3,767 | 287 | 1,284 | 3,516 | 4,800 | 752 | 2005 |
| Sacramento I, CA | 50,664 | (B) | 1,152 | 3,380 | 194 | 1,152 | 3,090 | 4,242 | 679 | 2005 |
| Sacramento II, CA | 61,888 | (B) | 1,406 | 4,128 | 134 | 1,407 | 3,673 | 5,080 | 786 | 2005 |
| San Bernardino I, CA | 31,070 | (A) | 51 | 572 | 1,139 | 182 | 1,417 | 1,599 | 421 | 1997 |
| San Bernardino II, CA | 41,546 | (A) | 112 | 1,251 | 1,147 | 306 | 1,910 | 2,216 | 618 | 1997 |
| San Bernardino III, CA | 35,446 | (A) | 98 | 1,093 | 1,011 | 242 | 1,692 | 1,934 | 563 | 1997 |
| San Bernardino IV, CA | 83,307 | (C) | 1,872 | 5,391 | 47 | 1,872 | 4,743 | 6,615 | 1,000 | 2005 |
| San Bernardino V, CA | 56,795 | (M) | 783 | 3,583 | 428 | 783 | 3,541 | 4,324 | 692 | 2006 |
| San Bernardino VI, CA | 103,530 | (M) | 1,205 | 5,518 | 193 | 1,205 | 4,540 | 5,745 | 955 | 2006 |
| | 78,729 | (M) | 1,475 | 6,753 | 223 | 1,290 | 6,290 | 7,580 | 1,197 | 2006 |

| | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| San Bernardino VII, CA | | | | | | | | | | | |
| San Bernardino VIII, CA | 94,529 | | 1,691 | 7,741 | 244 | 1,692 | 6,158 | 7,850 | 1,310 | 2006 |
| San Marcos, CA | 37,430 | | 775 | 2,288 | 98 | 776 | 2,054 | 2,830 | 435 | 2005 |
| Santa Ana, CA | 64,071 | | 1,223 | 5,600 | 220 | 1,223 | 5,093 | 6,316 | 978 | 2006 |
| South Sacramento, CA | 52,165 | (B) | 790 | 2,319 | 222 | 791 | 2,197 | 2,988 | 482 | 2005 |
| Spring Valley, CA | 55,045 | (M) | 1,178 | 5,394 | 504 | 1,178 | 5,204 | 6,382 | 990 | 2006 |
| Temecula I, CA | 81,550 | | 660 | 4,735 | 1,099 | 899 | 5,208 | 6,107 | 1,580 | 1998 |
| Temecula II, CA | 84,398 | (M) | 3,080 | 5,839 | 117 | 3,080 | 5,847 | 8,927 | 1,370 | 2007 |
| Thousand Palms, CA | 75,345 | | 1,493 | 6,835 | 369 | 1,493 | 6,309 | 7,802 | 1,240 | 2006 |

Table of Contents

| Description | Square Footage | Encumbrances | Initial Cost Land | Initial Cost Building and Improvements | Costs Subsequent to Acquisition | Gross Carrying Amount at December 31, 2011 Land | Gross Carrying Amount at December 31, 2011 Building and Improvements | Gross Carrying Amount at December 31, 2011 Total | Accumulated Depreciation (L) | Year Acquired / Developed |
|---|---|---|---|---|---|---|---|---|---|---|
| Vista I, CA | 74,405 | | 711 | 4,076 | 2,249 | 1,118 | 5,415 | 6,533 | 1,456 | 2001 |
| Vista II, CA | 147,981 | | 4,629 | 13,599 | 103 | 4,629 | 11,780 | 16,409 | 2,333 | 2005 |
| Walnut, CA | 50,708 | | 1,578 | 4,635 | 136 | 1,595 | 4,084 | 5,679 | 823 | 2005 |
| West Sacramento, CA | 39,790 | (I) | 1,222 | 3,590 | 133 | 1,222 | 3,209 | 4,431 | 644 | 2005 |
| Westminster, CA | 68,098 | | 1,740 | 5,142 | 274 | 1,743 | 4,676 | 6,419 | 980 | 2005 |
| Aurora, CO | 75,827 | (B) | 1,343 | 2,986 | 224 | 1,343 | 2,715 | 4,058 | 569 | 2005 |
| Colorado Springs I, CO | 47,975 | | 771 | 1,717 | 275 | 771 | 1,690 | 2,461 | 342 | 2005 |
| Colorado Springs II, CO | 62,300 | 1,832 | 657 | 2,674 | 183 | 656 | 2,466 | 3,122 | 507 | 2006 |
| Denver, CO | 59,200 | | 673 | 2,741 | 173 | 674 | 2,492 | 3,166 | 519 | 2006 |
| Federal Heights, CO | 54,770 | (B) | 878 | 1,953 | 178 | 879 | 1,791 | 2,670 | 363 | 2005 |
| Golden, CO | 87,334 | (B) | 1,683 | 3,744 | 310 | 1,684 | 3,435 | 5,119 | 696 | 2005 |
| Littleton, CO | 53,490 | (B) | 1,268 | 2,820 | 152 | 1,268 | 2,505 | 3,773 | 499 | 2005 |
| Northglenn, CO | 52,102 | (B) | 862 | 1,917 | 260 | 862 | 1,855 | 2,717 | 379 | 2005 |
| Bloomfield, CT | 48,700 | | 78 | 880 | 2,222 | 360 | 2,783 | 3,143 | 976 | 1997 |
| Branford, CT | 50,679 | | 217 | 2,433 | 1,181 | 504 | 2,878 | 3,382 | 998 | 1995 |
| Bristol, CT | 47,400 | (C) | 1,819 | 3,161 | 72 | 1,819 | 2,773 | 4,592 | 654 | 2005 |
| East Windsor, CT | 45,700 | (A) | 744 | 1,294 | 391 | 744 | 1,472 | 2,216 | 351 | 2005 |
| Enfield, CT | 52,875 | | 424 | 2,424 | 381 | 473 | 2,240 | 2,713 | 688 | 2001 |
| Gales Ferry, CT | 54,230 | | 240 | 2,697 | 1,400 | 489 | 3,480 | 3,969 | 1,293 | 1995 |
| Manchester I, CT (6) | 47,125 | | 540 | 3,096 | 338 | 563 | 2,722 | 3,285 | 798 | 2002 |
| Manchester II, CT | 52,725 | (C) | 996 | 1,730 | 173 | 996 | 1,647 | 2,643 | 381 | 2005 |
| Milford, CT | 44,885 | | 87 | 1,050 | 1,081 | 274 | 1,750 | 2,024 | 616 | 1994 |
| Monroe, CT | 58,500 | (C) | 2,004 | 3,483 | 537 | 2,004 | 3,499 | 5,503 | 889 | 2005 |
| Mystic, CT | 50,725 | | 136 | 1,645 | 1,794 | 410 | 2,869 | 3,279 | 1,019 | 1994 |
| Newington I, CT | 42,420 | (C) | 1,059 | 1,840 | 148 | 1,059 | 1,710 | 2,769 | 388 | 2005 |
| Newington II, CT | 36,140 | (C) | 911 | 1,584 | 163 | 911 | 1,505 | 2,416 | 352 | 2005 |
| Old Saybrook I, CT | 86,950 | (C) | 3,092 | 5,374 | 375 | 3,092 | 4,968 | 8,060 | 1,167 | 2005 |
| Old Saybrook II, CT | 26,425 | (C) | 1,135 | 1,973 | 204 | 1,135 | 1,882 | 3,017 | 449 | 2005 |
| Shelton, CT | 78,465 | | 1,594 | 9,032 | 6 | 1,594 | 9,038 | 10,632 | 231 | 2011 |
| South Windsor, CT | 72,125 | | 90 | 1,127 | 1,088 | 272 | 1,824 | 2,096 | 621 | 1994 |
| Stamford, CT | 28,957 | (C) | 1,941 | 3,374 | 62 | 1,941 | 2,944 | 4,885 | 693 | 2005 |
| Washington , DC | 63,085 | (I) | 871 | 12,759 | 299 | 894 | 12,013 | 12,907 | 2,566 | 2008 |
| Washington , DC | 83,016 | 9,100 | 3,152 | 13,612 | 14 | 3,154 | 13,624 | 16,778 | | 2011 |
| | 37,958 | | 529 | 3,054 | 1,485 | 813 | 3,655 | 4,468 | 1,036 | 2001 |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Boca Raton, FL | | | | | | | | | | |
| Boynton Beach I, FL | 61,967 | (C) | 667 | 3,796 | 1,618 | 958 | 4,367 | 5,325 | 1,260 | 2001 |
| Boynton Beach II, FL | 61,727 | (A) | 1,030 | 2,968 | 236 | 1,030 | 2,822 | 3,852 | 605 | 2005 |
| Bradenton I, FL | 68,391 | | 1,180 | 3,324 | 196 | 1,180 | 3,073 | 4,253 | 683 | 2004 |
| Bradenton II, FL | 87,855 | | 1,931 | 5,561 | 554 | 1,931 | 5,383 | 7,314 | 1,156 | 2004 |
| Cape Coral, FL | 76,627 | | 472 | 2,769 | 2,431 | 830 | 4,395 | 5,225 | 1,546 | 2000 |
| Dania Beach, FL (6) | 172,568 | | 3,584 | 10,324 | 983 | 3,584 | 9,905 | 13,489 | 2,151 | 2004 |
| Dania, FL | 58,270 | | 205 | 2,068 | 1,362 | 481 | 2,773 | 3,254 | 929 | 1994 |
| Davie, FL | 81,135 | | 1,268 | 7,183 | 720 | 1,373 | 6,005 | 7,378 | 1,439 | 2001 |
| Deerfield Beach, FL | 57,280 | (A) | 946 | 2,999 | 1,942 | 1,311 | 4,516 | 5,827 | 1,374 | 1998 |
| Delray Beach, FL | 67,813 | (A) | 798 | 4,539 | 605 | 883 | 4,183 | 5,066 | 1,280 | 2001 |
| Fernandina Beach, FL | 110,995 | | 378 | 4,222 | 3,488 | 643 | 7,109 | 7,752 | 1,833 | 1996 |
| Ft. Lauderdale, FL | 70,063 | | 937 | 3,646 | 2,351 | 1,384 | 5,427 | 6,811 | 1,640 | 1999 |
| Ft. Myers, FL | 67,558 | (A) | 303 | 3,329 | 681 | 328 | 3,537 | 3,865 | 1,260 | 1998 |
| Jacksonville I, FL | 80,326 | | 1,862 | 5,362 | 15 | 1,862 | 4,710 | 6,572 | 877 | 2005 |
| Jacksonville II, FL | 65,270 | | 950 | 7,004 | 32 | 950 | 6,369 | 7,319 | 1,508 | 2007 |
| Jacksonville III, FL | 65,575 | | 860 | 7,409 | 933 | 1,670 | 6,960 | 8,630 | 1,615 | 2007 |
| Jacksonville IV, FL | 77,525 | | 870 | 8,049 | 975 | 1,651 | 8,199 | 9,850 | 1,883 | 2007 |
| Jacksonville V, FL | 82,435 | | 1,220 | 8,210 | 214 | 1,220 | 7,888 | 9,108 | 1,830 | 2007 |
| Lake Worth, FL | 161,808 | | 183 | 6,597 | 6,902 | 183 | 11,863 | 12,046 | 4,086 | 1998 |
| Lakeland, FL | 49,095 | (A) | 81 | 896 | 992 | 256 | 1,379 | 1,635 | 491 | 1994 |
| Kendall, FL | 75,395 | (I) | 2,350 | 8,106 | 75 | 2,350 | 7,413 | 9,763 | 1,741 | 2007 |
| Lutz I, FL | 66,895 | | 901 | 2,478 | 155 | 901 | 2,295 | 3,196 | 507 | 2004 |
| Lutz II, FL | 69,232 | | 992 | 2,868 | 197 | 992 | 2,673 | 3,665 | 623 | 2004 |
| Margate I, FL | 54,185 | (A) | 161 | 1,763 | 1,811 | 399 | 3,004 | 3,403 | 1,027 | 1994 |
| Margate II, FL | 65,186 | | 132 | 1,473 | 1,783 | 383 | 2,745 | 3,128 | 882 | 1996 |
| Merrit Island, FL | 50,417 | (A) | 716 | 2,983 | 507 | 796 | 2,827 | 3,623 | 740 | 2000 |
| Miami I, FL | 46,825 | | 179 | 1,999 | 1,699 | 484 | 3,117 | 3,601 | 1,141 | 1995 |
| Miami II, FL | 67,060 | (C) | 253 | 2,544 | 1,415 | 561 | 3,190 | 3,751 | 1,087 | 1994 |
| Miami III, FL | 150,590 | | 4,577 | 13,185 | 456 | 4,577 | 12,015 | 16,592 | 2,291 | 2005 |
| Miami IV, FL | 76,352 | | 1,852 | 10,494 | 744 | 1,963 | 11,128 | 13,091 | 655 | 2011 |
| Naples I, FL | 48,150 | 1,070 | 90 | 1,010 | 2,427 | 270 | 3,103 | 3,373 | 1,080 | 1996 |
| Naples II, FL | 65,850 | (C) | 148 | 1,652 | 4,238 | 558 | 5,265 | 5,823 | 1,736 | 1997 |
| Naples III, FL | 80,218 | (A) | 139 | 1,561 | 3,940 | 598 | 4,543 | 5,141 | 1,756 | 1997 |
| Naples IV, FL | 40,600 | | 262 | 2,980 | 541 | 407 | 3,338 | 3,745 | 1,322 | 1998 |
| Ocoee, FL | 76,100 | | 1,286 | 3,705 | 82 | 1,286 | 3,319 | 4,605 | 686 | 2005 |
| Orange City, FL | 59,586 | | 1,191 | 3,209 | 107 | 1,191 | 2,883 | 4,074 | 629 | 2004 |

F-41

Table of Contents

| Description | Square Footage | Encumbrances | Initial Cost Land | Initial Cost Building and Improvements | Costs Subsequent to Acquisition | Gross Carrying Amount at December 31, 2011 Land | Gross Carrying Amount at December 31, 2011 Building and Improvements | Gross Carrying Amount at December 31, 2011 Total | Accumulated Depreciation (L) | Year Acquired / Developed |
|---|---|---|---|---|---|---|---|---|---|---|
| Orlando I, FL (6) | 52,170 | | 187 | 2,088 | 637 | 240 | 2,630 | 2,870 | 1,220 | 1997 |
| Orlando II, FL | 63,084 | (5) | 1,589 | 4,576 | 73 | 1,589 | 4,081 | 5,670 | 842 | 2005 |
| Orlando III, FL | 104,140 | | 1,209 | 7,768 | 231 | 1,209 | 6,680 | 7,889 | 1,092 | 2006 |
| Orlando IV, FL | 76,565 | | 633 | 3,587 | 49 | 633 | 3,636 | 4,269 | 202 | 2010 |
| Oviedo, FL | 49,251 | | 440 | 2,824 | 484 | 440 | 2,822 | 3,262 | 525 | 2006 |
| Pembroke Pines, FL | 67,321 | | 337 | 3,772 | 2,633 | 953 | 5,744 | 6,697 | 2,118 | 1997 |
| Royal Palm Beach I, FL | 98,961 | | 205 | 2,148 | 2,697 | 741 | 3,891 | 4,632 | 1,525 | 1994 |
| Royal Palm Beach II, FL | 81,405 | | 1,640 | 8,607 | 132 | 1,640 | 8,225 | 9,865 | 1,919 | 2007 |
| Sanford, FL | 61,810 | | 453 | 2,911 | 128 | 453 | 2,540 | 2,993 | 427 | 2006 |
| Sarasota, FL | 71,102 | (A) | 333 | 3,656 | 1,224 | 529 | 4,184 | 4,713 | 1,454 | 1998 |
| St. Augustine, FL | 59,725 | | 135 | 1,515 | 3,243 | 383 | 4,253 | 4,636 | 1,421 | 1996 |
| Stuart, FL | 86,913 | (C) | 324 | 3,625 | 2,801 | 685 | 6,000 | 6,685 | 2,188 | 1997 |
| SW Ranches, FL | 64,955 | 3,167 | 1,390 | 7,598 | 89 | 1,390 | 6,795 | 8,185 | 1,590 | 2007 |
| Tampa, FL | 83,638 | | 2,670 | 6,249 | 68 | 2,670 | 5,782 | 8,452 | 1,383 | 2007 |
| West Palm Beach I, FL | 68,031 | | 719 | 3,420 | 1,504 | 835 | 4,007 | 4,842 | 1,204 | 2001 |
| West Palm Beach II, FL | 94,503 | | 2,129 | 8,671 | 242 | 2,129 | 7,364 | 9,493 | 1,661 | 2004 |
| Alpharetta, GA | 90,485 | | 806 | 4,720 | 932 | 967 | 4,124 | 5,091 | 1,116 | 2001 |
| Austell , GA | 83,625 | 2,174 | 1,635 | 4,711 | 129 | 1,643 | 4,243 | 5,886 | 718 | 2006 |
| Decatur, GA | 148,480 | | 616 | 6,776 | 164 | 616 | 6,854 | 7,470 | 2,780 | 1998 |
| Norcross, GA | 85,420 | | 514 | 2,930 | 731 | 632 | 2,972 | 3,604 | 821 | 2001 |
| Peachtree City, GA | 49,875 | | 435 | 2,532 | 557 | 529 | 2,501 | 3,030 | 706 | 2001 |
| Smyrna, GA | 56,820 | | 750 | 4,271 | 167 | 750 | 3,491 | 4,241 | 965 | 2001 |
| Snellville, GA | 80,000 | | 1,660 | 4,781 | 145 | 1,660 | 4,338 | 5,998 | 676 | 2007 |
| Suwanee I, GA | 85,240 | | 1,737 | 5,010 | 136 | 1,737 | 4,524 | 6,261 | 705 | 2007 |
| Suwanee II, GA | 79,640 | | 800 | 6,942 | | 622 | 6,642 | 7,264 | 1,560 | 2007 |
| Addison, IL | 31,325 | | 428 | 3,531 | 239 | 428 | 3,304 | 3,732 | 721 | 2004 |
| Aurora, IL | 74,435 | | 644 | 3,652 | 123 | 644 | 3,293 | 3,937 | 713 | 2004 |
| Bartlett, IL | 51,425 | | 931 | 2,493 | 191 | 931 | 2,350 | 3,281 | 508 | 2004 |
| Hanover, IL | 41,178 | (C) | 1,126 | 2,197 | 198 | 1,126 | 2,093 | 3,219 | 451 | 2004 |
| Bellwood, IL | 86,650 | (C) | 1,012 | 5,768 | 697 | 1,012 | 5,233 | 6,245 | 1,507 | 2001 |
| Des Plaines, IL (6) | 74,400 | | 1,564 | 4,327 | 313 | 1,564 | 4,057 | 5,621 | 870 | 2004 |
| Elk Grove Village, IL | 64,129 | | 1,446 | 3,535 | 248 | 1,446 | 3,292 | 4,738 | 735 | 2004 |
| Glenview, IL | 100,115 | | 3,740 | 10,367 | 252 | 3,740 | 9,274 | 13,014 | 1,998 | 2004 |
| Gurnee, IL | 80,300 | | 1,521 | 5,440 | 237 | 1,521 | 4,968 | 6,489 | 1,106 | 2004 |
| Harvey, IL | 60,090 | | 869 | 3,635 | 144 | 869 | 3,294 | 4,163 | 713 | 2004 |
| Joliet, IL | 72,765 | | 547 | 4,704 | 186 | 547 | 4,267 | 4,814 | 920 | 2004 |
| Kildeer, IL | 46,285 | | 2,102 | 2,187 | 32 | 1,997 | 2,030 | 4,027 | 435 | 2004 |
| Lombard, IL | 58,188 | | 1,305 | 3,938 | 604 | 1,305 | 4,023 | 5,328 | 900 | 2004 |
| Mount Prospect, IL | 65,000 | | 1,701 | 3,114 | 250 | 1,701 | 2,957 | 4,658 | 639 | 2004 |
| Mundelein, IL | 44,700 | | 1,498 | 2,782 | 163 | 1,498 | 2,571 | 4,069 | 566 | 2004 |
| North Chicago, IL | 53,350 | | 1,073 | 3,006 | 273 | 1,073 | 2,881 | 3,954 | 642 | 2004 |
| Plainfield I, IL | 53,800 | | 1,770 | 1,715 | 177 | 1,770 | 1,637 | 3,407 | 353 | 2004 |
| Plainfield II, IL | 51,900 | | 694 | 2,000 | 122 | 694 | 1,833 | 2,527 | 380 | 2005 |
| Schaumburg, IL | 31,160 | | 538 | 645 | 155 | 538 | 683 | 1,221 | 150 | 2004 |
| Streamwood, IL | 64,305 | (A) | 1,447 | 1,662 | 264 | 1,447 | 1,676 | 3,123 | 382 | 2004 |
| Warrensville, IL | 48,796 | (A) | 1,066 | 3,072 | 140 | 1,066 | 2,812 | 3,878 | 571 | 2005 |

| | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Waukegan, IL | 79,500 | | 1,198 | 4,363 | 271 | 1,198 | 4,049 | 5,247 | 881 | 2004 |
| West Chicago, IL | 48,175 | (C) | 1,071 | 2,249 | 211 | 1,071 | 2,158 | 3,229 | 473 | 2004 |
| Westmont, IL | 53,450 | | 1,155 | 3,873 | 103 | 1,155 | 3,461 | 4,616 | 749 | 2004 |
| Wheeling I, IL | 54,210 | (A) | 857 | 3,213 | 254 | 857 | 3,035 | 3,892 | 670 | 2004 |
| Wheeling II, IL | 67,825 | | 793 | 3,816 | 349 | 793 | 3,665 | 4,458 | 798 | 2004 |
| Woodridge, IL | 50,262 | 2,269 | 943 | 3,397 | 159 | 943 | 3,102 | 4,045 | 669 | 2004 |
| Indianapolis, IN | 73,014 | (A) | 406 | 3,496 | 211 | 406 | 3,238 | 3,644 | 710 | 2004 |
| Baton Rouge I, LA | 35,200 | | 112 | 1,248 | 539 | 139 | 1,569 | 1,708 | 538 | 1997 |
| Baton Rouge II, LA | 80,277 | (A) | 118 | 1,181 | 1,846 | 331 | 2,606 | 2,937 | 1,004 | 1997 |
| Slidell, LA | 79,540 | | 188 | 3,175 | 1,642 | 795 | 3,591 | 4,386 | 964 | 2001 |
| Boston I, MA | 33,286 | | 538 | 3,048 | 37 | 538 | 3,085 | 3,623 | 176 | 2010 |
| Boston II, MA | 60,595 | | 1,516 | 8,628 | 295 | 1,516 | 7,123 | 8,639 | 1,957 | 2002 |
| Leominster, MA | 53,823 | | 90 | 1,519 | 2,399 | 338 | 3,517 | 3,855 | 1,184 | 1998 |
| Medford, MA | 58,815 | 3,091 | 1,330 | 7,165 | 79 | 1,330 | 6,677 | 8,007 | 1,569 | 2007 |
| Baltimore, MD | 93,350 | (C) | 1,050 | 5,997 | 1,077 | 1,173 | 5,745 | 6,918 | 1,729 | 2001 |
| California, MD | 77,865 | | 1,486 | 4,280 | 142 | 1,486 | 3,860 | 5,346 | 837 | 2004 |
| Gaithersburg, MD | 87,045 | | 3,124 | 9,000 | 364 | 3,124 | 8,199 | 11,323 | 1,719 | 2005 |
| Laurel, MD | 162,792 | | 1,409 | 8,035 | 3,512 | 1,928 | 9,575 | 11,503 | 2,682 | 2001 |
| Temple Hills, MD | 97,200 | | 1,541 | 8,788 | 2,193 | 1,800 | 9,227 | 11,027 | 2,601 | 2001 |
| Grand Rapids, MI | 87,381 | (A) | 185 | 1,821 | 1,487 | 325 | 2,863 | 3,188 | 1,145 | 1996 |
| Romulus, MI | 42,050 | (A) | 308 | 1,743 | 690 | 418 | 1,950 | 2,368 | 497 | 1997 |
| Wyoming, MI | 91,158 | (A) | 191 | 2,135 | 1,145 | 354 | 2,793 | 3,147 | 1,138 | 1996 |
| Gulfport, MS | 61,251 | (C) | 172 | 1,928 | 1,028 | 338 | 2,734 | 3,072 | 1,066 | 1997 |
| Belmont, NC | 81,448 | | 385 | 2,196 | 688 | 451 | 2,300 | 2,751 | 672 | 2001 |
| Burlington I, NC | 109,396 | (A) | 498 | 2,837 | 454 | 498 | 2,721 | 3,219 | 828 | 2001 |

Table of Contents

| Description | Square Footage | Encumbrances | Initial Cost | | Costs Subsequent to Acquisition | Gross Carrying Amount at December 31, 2011 | | | Accumulated Depreciation (L) | Year Acquired / Developed |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Land | Building and Improvements | | Land | Building and Improvements | Total | | |
| Burlington II, NC | 42,305 | | 320 | 1,829 | 320 | 340 | 1,749 | 2,089 | 505 | 2001 |
| Cary, NC | 112,124 | (A) | 543 | 3,097 | 473 | 543 | 3,347 | 3,890 | 1,087 | 2001 |
| Charlotte, NC | 69,000 | | 782 | 4,429 | 1,424 | 1,068 | 4,736 | 5,804 | 1,205 | 1999 |
| Raleigh, NC | 48,675 | | 209 | 2,398 | 266 | 296 | 2,532 | 2,828 | 980 | 1998 |
| Brick, NJ | 51,725 | | 234 | 2,762 | 1,377 | 485 | 3,406 | 3,891 | 1,182 | 1994 |
| Cherry Hill, NJ | 52,600 | | 222 | 1,260 | 62 | 222 | 1,321 | 1,543 | 69 | 2010 |
| Clifton, NJ | 105,550 | (A) | 4,346 | 12,520 | 151 | 4,346 | 11,132 | 15,478 | 2,174 | 2005 |
| Cranford, NJ | 91,250 | (G) | 290 | 3,493 | 2,217 | 779 | 4,619 | 5,398 | 1,528 | 1994 |
| East Hanover, NJ | 107,579 | | 504 | 5,763 | 3,861 | 1,315 | 7,792 | 9,107 | 2,608 | 1994 |
| Egg Harbor, NJ | 39,425 | | 104 | 592 | 18 | 104 | 609 | 713 | 36 | 2010 |
| Egg Harbor, NJ | 71,175 | | 284 | 1,608 | 157 | 284 | 1,766 | 2,050 | 99 | 2010 |
| Elizabeth, NJ | 38,830 | | 751 | 2,164 | 253 | 751 | 2,128 | 2,879 | 460 | 2005 |
| Fairview, NJ | 27,925 | (G) | 246 | 2,759 | 342 | 246 | 3,025 | 3,271 | 1,324 | 1997 |
| Hamilton, NJ | 70,550 | | 1,885 | 5,430 | 212 | 1,893 | 4,960 | 6,853 | 839 | 2006 |
| Hoboken, NJ | 34,180 | (G) | 1,370 | 3,947 | 569 | 1,370 | 4,016 | 5,386 | 868 | 2005 |
| Linden, NJ | 100,425 | | 517 | 6,008 | 2,036 | 1,043 | 6,636 | 7,679 | 2,113 | 1994 |
| Morris Township, NJ (5) | 71,776 | | 500 | 5,602 | 2,567 | 1,072 | 7,553 | 8,625 | 3,027 | 1997 |
| Parsippany, NJ | 66,325 | (G) | 475 | 5,322 | 1,949 | 844 | 6,801 | 7,645 | 2,718 | 1997 |
| Randolph, NJ | 52,465 | | 855 | 4,872 | 1,269 | 1,108 | 4,854 | 5,962 | 1,346 | 2002 |
| Sewell, NJ | 57,830 | | 484 | 2,766 | 1,239 | 706 | 3,184 | 3,890 | 913 | 2001 |
| Albuquerque I, NM | 65,927 | (B) | 1,039 | 3,395 | 178 | 1,039 | 3,030 | 4,069 | 673 | 2005 |
| Albuquerque II, NM | 58,598 | (B) | 1,163 | 3,801 | 224 | 1,163 | 3,423 | 4,586 | 727 | 2005 |
| Albuquerque III, NM | 57,536 | (B) | 664 | 2,171 | 207 | 664 | 2,020 | 2,684 | 445 | 2005 |
| Carlsbad, NM | 39,999 | | 490 | 1,613 | 99 | 491 | 1,451 | 1,942 | 326 | 2005 |
| Deming, NM | 33,005 | | 338 | 1,114 | 156 | 339 | 1,079 | 1,418 | 251 | 2005 |
| Las Cruces, NM | 65,790 | | 965 | 3,268 | 165 | 969 | 3,091 | 4,060 | 677 | 2005 |
| Lovington, NM | 15,750 | | 222 | 740 | | 169 | 561 | 730 | 129 | 2005 |
| Silver City, NM | 26,975 | | 153 | 504 | 120 | 153 | 526 | 679 | 127 | 2005 |
| Truth or Consequences, NM | 24,010 | | 10 | 34 | 84 | 11 | 89 | 100 | 35 | 2005 |
| Las Vegas I, NV | 48,332 | | 1,851 | 2,986 | 293 | 1,851 | 2,973 | 4,824 | 653 | 2006 |
| Las Vegas II, NV | 48,850 | | 3,354 | 5,411 | 148 | 3,355 | 5,040 | 8,395 | 1,108 | 2006 |
| Jamaica I, NY | 88,415 | | 2,043 | 11,658 | 1,281 | 2,043 | 10,455 | 12,498 | 2,596 | 2010 |
| Jamaica II, NY | 91,300 | | 5,330 | 30,202 | 22 | 5,330 | 30,224 | 35,554 | 440 | 2011 |
| Bronx I, NY | 69,015 | | 2,014 | 11,411 | 366 | 2,014 | 11,777 | 13,791 | 199 | 2010 |
| Bronx II, NY | 90,320 | | | 31,561 | 25 | | 31,586 | 31,586 | 539 | 2011 |
| Bronx III, NY | 106,065 | | 6,385 | 36,181 | 14 | 6,385 | 36,195 | 42,580 | 650 | 2011 |
| Bronx IV, NY | 73,845 | | | 22,074 | 13 | | 22,087 | 22,087 | 425 | 2011 |
| Bronx V, NY | 54,733 | | | 17,556 | 13 | | 17,569 | 17,569 | 383 | 2011 |
| Bronx VI, NY | 30,785 | | | 16,803 | 12 | | 16,815 | 16,815 | 137 | 2011 |
| Brooklyn I, NY | 57,020 | | 1,795 | 10,172 | 121 | 1,795 | 10,293 | 12,088 | 288 | 2010 |
| Brooklyn II, NY | 60,945 | | 1,601 | 9,073 | 365 | 1,601 | 9,438 | 11,039 | 461 | 2010 |
| Brooklyn III, NY | 41,600 | | 2,739 | 15,522 | 14 | 2,739 | 15,536 | 18,275 | 358 | 2011 |
| Brooklyn IV, NY | 37,717 | | 2,257 | 12,789 | 13 | 2,257 | 12,802 | 15,059 | 296 | 2011 |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Brooklyn V, NY | 47,070 | | 2,346 | 13,293 | 12 | 2,346 | 13,305 | 15,651 | 278 | 2011 |
| Brooklyn VI, NY | 74,305 | | 4,162 | 23,584 | 14 | 4,162 | 23,598 | 27,760 | 431 | 2011 |
| Brooklyn VII, NY | 72,710 | | 5,538 | 31,381 | 11 | 5,538 | 31,392 | 36,930 | 695 | 2011 |
| Wyckoff, NY | 61,960 | | 1,961 | 11,113 | 91 | 1,961 | 11,204 | 13,165 | 335 | 2010 |
| New Rochelle, NY | 48,415 | (A) | 1,673 | 4,827 | 182 | 1,673 | 4,398 | 6,071 | 880 | 2005 |
| North Babylon, NY | 78,188 | | 225 | 2,514 | 4,039 | 568 | 5,889 | 6,457 | 2,097 | 1998 |
| Riverhead, NY | 38,340 | (H) | 1,068 | 1,149 | 162 | 1,068 | 1,122 | 2,190 | 280 | 2005 |
| Southold, NY | 58,901 | (H) | 2,079 | 2,238 | 206 | 2,079 | 2,089 | 4,168 | 505 | 2005 |
| Tuckahoe, NY | 52,958 | | 2,336 | 13,236 | 11 | 2,336 | 13,247 | 15,583 | 197 | 2011 |
| White Plains, NY | 87,855 | | 3,295 | 18,049 | 689 | 3,295 | 18,738 | 22,033 | 1,185 | 2011 |
| Woodhaven, NY | 45,800 | | 1,991 | 11,285 | 12 | 1,991 | 11,297 | 13,288 | 225 | 2011 |
| Yorktown, NY | 78,615 | | 2,354 | 13,338 | 13 | 2,354 | 13,351 | 15,705 | 348 | 2011 |
| Boardman, OH | 65,495 | | 64 | 745 | 2,275 | 287 | 2,226 | 2,513 | 1,130 | 1980 |
| Centerville I, OH | 80,690 | | 471 | 3,705 | 145 | 471 | 3,361 | 3,832 | 733 | 2004 |
| Centerville II, OH | 43,100 | (C) | 332 | 1,757 | 210 | 332 | 1,725 | 2,057 | 379 | 2004 |
| Cleveland I, OH | 46,050 | | 525 | 2,592 | 92 | 524 | 2,357 | 2,881 | 545 | 2005 |
| Cleveland II, OH | 58,425 | | 290 | 1,427 | 156 | 289 | 1,385 | 1,674 | 333 | 2005 |
| Columbus , OH | 72,155 | | 1,234 | 3,151 | 31 | 1,239 | 2,766 | 4,005 | 515 | 2006 |
| Dayton I, OH | 43,100 | (C) | 323 | 2,070 | 137 | 323 | 1,925 | 2,248 | 427 | 2004 |
| Dayton II, OH | 48,149 | | 441 | 2,176 | 183 | 440 | 2,084 | 2,524 | 468 | 2005 |
| Grove City, OH | 89,290 | | 1,756 | 4,485 | 70 | 1,761 | 3,971 | 5,732 | 731 | 2006 |
| Hilliard, OH | 89,690 | | 1,361 | 3,476 | 132 | 1,366 | 3,151 | 4,517 | 574 | 2006 |
| Lakewood, OH | 39,287 | | 405 | 854 | 468 | 405 | 1,250 | 1,655 | 799 | 1989 |
| Marblehead, OH | 52,300 | | 374 | 1,843 | 163 | 373 | 1,771 | 2,144 | 414 | 2005 |
| Mason, OH | 33,900 | | 127 | 1,419 | 130 | 149 | 1,498 | 1,647 | 634 | 1998 |
| Miamisburg, OH | 59,930 | | 375 | 2,410 | 295 | 375 | 2,369 | 2,744 | 510 | 2004 |
| Middleburg Heights, OH | 93,025 | | 63 | 704 | 2,072 | 332 | 2,230 | 2,562 | 680 | 1980 |
| North Olmsted I, OH | 48,665 | | 63 | 704 | 1,260 | 214 | 1,586 | 1,800 | 547 | 1979 |

F-43

Table of Contents

| | | | Initial Cost | | | Gross Carrying Amount at December 31, 2011 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Description | Square Footage | Encumbrances | Land | Building and Improvements | Costs Subsequent to Acquisition | Land | Building and Improvements | Total | Accumulated Depreciation (L) | Year Acquired / Developed |
| North Olmsted II, OH | 47,850 | | 290 | 1,129 | 1,092 | 469 | 1,998 | 2,467 | 1,203 | 1988 |
| North Randall, OH | 80,049 | | 515 | 2,323 | 2,902 | 898 | 4,367 | 5,265 | 1,372 | 1998 |
| Reynoldsburg, OH | 66,895 | | 1,290 | 3,295 | 196 | 1,295 | 3,057 | 4,352 | 561 | 2006 |
| Strongsville, OH | 43,507 | | 570 | 3,486 | 265 | 570 | 3,435 | 4,005 | 768 | 2007 |
| Warrensville Heights, OH | 90,281 | | 525 | 766 | 2,855 | 935 | 3,042 | 3,977 | 987 | 1980 |
| Westlake, OH | 62,750 | | 509 | 2,508 | 161 | 508 | 2,339 | 2,847 | 523 | 2005 |
| Youngstown, OH | 65,950 | (A) | 67 | | 1,778 | 204 | 1,228 | 1,432 | 568 | 1977 |
| Levittown, PA | 76,180 | | 926 | 5,296 | 1,060 | 926 | 5,386 | 6,312 | 1,621 | 2001 |
| Norristown, PA | 52,001 | | 655 | 3,709 | 14 | 655 | 3,723 | 4,378 | 79 | 2011 |
| Philadelphia, PA | 97,439 | | 1,461 | 8,334 | 1,472 | 1,461 | 7,120 | 8,581 | 1,863 | 2001 |
| Alcoa, TN | 42,250 | (E) | 254 | 2,113 | 106 | 254 | 1,922 | 2,176 | 409 | 2005 |
| Antioch, TN | 76,160 | | 588 | 4,906 | 219 | 588 | 4,425 | 5,013 | 866 | 2005 |
| Cordova I, TN | 54,125 | | 296 | 2,482 | 198 | 297 | 2,330 | 2,627 | 508 | 2005 |
| Cordova II, TN | 67,800 | | 429 | 3,580 | 244 | 429 | 3,330 | 3,759 | 627 | 2006 |
| Knoxville I, TN | 29,337 | | 99 | 1,113 | 229 | 102 | 1,310 | 1,412 | 551 | 1997 |
| Knoxville II, TN | 37,864 | | 117 | 1,308 | 292 | 129 | 1,561 | 1,690 | 630 | 1997 |
| Knoxville III, TN | 45,736 | | 182 | 2,053 | 750 | 331 | 2,608 | 2,939 | 976 | 1998 |
| Knoxville IV, TN | 58,752 | | 158 | 1,771 | 758 | 310 | 2,346 | 2,656 | 848 | 1998 |
| Knoxville V, TN | 42,790 | | 134 | 1,493 | 439 | 235 | 1,800 | 2,035 | 809 | 1998 |
| Knoxville VI, TN | 63,440 | (E) | 439 | 3,653 | 96 | 440 | 3,245 | 3,685 | 683 | 2005 |
| Knoxville VII, TN | 55,094 | (E) | 312 | 2,594 | 142 | 312 | 2,374 | 2,686 | 505 | 2005 |
| Knoxville VIII, TN | 95,868 | (E) | 585 | 4,869 | 234 | 586 | 4,432 | 5,018 | 923 | 2005 |
| Memphis I, TN | 92,320 | (C) | 677 | 3,880 | 1,359 | 677 | 4,387 | 5,064 | 1,220 | 2001 |
| Memphis II, TN | 71,710 | (K) | 395 | 2,276 | 442 | 395 | 2,214 | 2,609 | 640 | 2001 |
| Memphis III, TN | 40,507 | | 212 | 1,779 | 186 | 213 | 1,717 | 1,930 | 403 | 2005 |
| Memphis IV, TN | 38,678 | | 160 | 1,342 | 219 | 160 | 1,369 | 1,529 | 327 | 2005 |
| Memphis V, TN | 60,120 | | 209 | 1,753 | 558 | 210 | 2,061 | 2,271 | 455 | 2005 |
| Memphis VI, TN | 108,996 | (K) | 462 | 3,851 | 272 | 462 | 3,594 | 4,056 | 688 | 2006 |
| Memphis VII, TN | 115,703 | | 215 | 1,792 | 469 | 215 | 2,006 | 2,221 | 421 | 2006 |
| Memphis VIII, TN | 96,060 | | 355 | 2,959 | 288 | 355 | 2,831 | 3,186 | 549 | 2006 |
| Nashville I, TN | 103,910 | | 405 | 3,379 | 387 | 405 | 3,273 | 3,678 | 668 | 2005 |
| Nashville II, TN | 83,484 | | 593 | 4,950 | 164 | 593 | 4,430 | 5,023 | 887 | 2005 |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Nashville III, TN | 101,475 | | 416 | 3,469 | 134 | 416 | 3,101 | 3,517 | 642 | 2006 |
| Nashville IV, TN | 102,450 | 5,359 | 992 | 8,274 | 250 | 992 | 7,386 | 8,378 | 1,420 | 2006 |
| Austin I, TX | 59,520 | | 2,239 | 2,038 | 130 | 2,410 | 1,719 | 4,129 | 413 | 2005 |
| Austin II, TX | 65,241 | (I) | 734 | 3,894 | 200 | 738 | 3,641 | 4,379 | 667 | 2006 |
| Austin III, TX | 70,560 | | 1,030 | 5,468 | 99 | 1,035 | 4,945 | 5,980 | 857 | 2006 |
| Baytown, TX | 38,950 | | 946 | 863 | 244 | 948 | 981 | 1,929 | 197 | 2005 |
| Bryan, TX | 60,450 | | 1,394 | 1,268 | 119 | 1,396 | 1,215 | 2,611 | 270 | 2005 |
| College Station, TX | 26,559 | (D) | 812 | 740 | 105 | 813 | 736 | 1,549 | 171 | 2005 |
| Dallas, TX | 58,532 | | 2,475 | 2,253 | 238 | 2,475 | 2,182 | 4,657 | 481 | 2005 |
| Denton, TX | 60,836 | 1,906 | 553 | 2,936 | 172 | 569 | 2,754 | 3,323 | 483 | 2006 |
| El Paso I, TX | 59,452 | (B) | 1,983 | 1,805 | 206 | 1,984 | 1,756 | 3,740 | 377 | 2005 |
| El Paso II, TX | 48,704 | (B) | 1,319 | 1,201 | 144 | 1,320 | 1,176 | 2,496 | 250 | 2005 |
| El Paso III, TX | 71,276 | (B) | 2,408 | 2,192 | 149 | 2,409 | 2,040 | 4,449 | 426 | 2005 |
| El Paso IV, TX | 67,058 | (B) | 2,073 | 1,888 | 2 | 2,074 | 1,629 | 3,703 | 361 | 2005 |
| El Paso V, TX | 62,290 | | 1,758 | 1,617 | 114 | 1,761 | 1,504 | 3,265 | 321 | 2005 |
| El Paso VI, TX | 36,620 | | 660 | 607 | 140 | 662 | 654 | 1,316 | 148 | 2005 |
| El Paso VII, TX | 34,545 | | 563 | 517 | 75 | 565 | 515 | 1,080 | 118 | 2005 |
| Fort Worth I, TX | 50,621 | | 1,253 | 1,141 | 110 | 1,253 | 1,091 | 2,344 | 234 | 2005 |
| Fort Worth II, TX | 72,725 | | 868 | 4,607 | 204 | 874 | 4,279 | 5,153 | 785 | 2006 |
| Frisco I, TX | 50,854 | (A) | 1,093 | 3,148 | 81 | 1,093 | 2,835 | 3,928 | 587 | 2005 |
| Frisco II, TX | 71,299 | 3,105 | 1,564 | 4,507 | 78 | 1,564 | 4,021 | 5,585 | 823 | 2005 |
| Frisco III, TX | 74,965 | | 1,147 | 6,088 | 201 | 1,154 | 5,594 | 6,748 | 1,021 | 2006 |
| Frisco IV, TX | 74,835 | | 719 | 4,072 | 86 | 719 | 4,159 | 4,878 | 278 | 2010 |
| Garland I, TX | 70,100 | 3,037 | 751 | 3,984 | 368 | 767 | 3,880 | 4,647 | 680 | 2006 |
| Garland II, TX | 68,425 | | 862 | 4,578 | 101 | 862 | 4,161 | 5,023 | 685 | 2006 |
| Greenville I, TX | 59,385 | | 1,848 | 1,682 | 67 | 1,848 | 1,515 | 3,363 | 315 | 2005 |
| Greenville II, TX | 44,900 | | 1,337 | 1,217 | 79 | 1,337 | 1,125 | 2,462 | 232 | 2005 |
| Houston I, TX | 100,530 | | 1,420 | 1,296 | 224 | 1,422 | 1,338 | 2,760 | 290 | 2005 |
| Houston II, TX | 71,300 | | 1,510 | 1,377 | 27 | 1,512 | 1,207 | 2,719 | 287 | 2005 |
| Houston III, TX | 61,120 | 485 | 575 | 524 | 254 | 576 | 697 | 1,273 | 151 | 2005 |
| Houston IV, TX | 43,975 | (D) | 960 | 875 | 191 | 961 | 940 | 1,901 | 191 | 2005 |
| Houston V, TX | 125,930 | 3,981 | 1,153 | 6,122 | 413 | 1,156 | 5,840 | 6,996 | 1,027 | 2006 |
| Houston VI, TX | 54,680 | | 575 | 524 | 5,649 | 983 | 5,765 | 6,748 | 699 | 2011 |
| Keller, TX | 61,885 | 2,350 | 890 | 4,727 | 96 | 890 | 4,283 | 5,173 | 786 | 2006 |
| La Porte, TX | 44,800 | | 842 | 761 | 376 | 843 | 1,026 | 1,869 | 274 | 2005 |
| Lewisville, TX | 58,140 | 1,734 | 476 | 2,525 | 270 | 492 | 2,489 | 2,981 | 459 | 2006 |
| Mansfield, TX | 63,075 | | 837 | 4,443 | 100 | 843 | 4,031 | 4,874 | 739 | 2006 |
| McKinney I, TX | 47,020 | | 1,632 | 1,486 | 117 | 1,634 | 1,386 | 3,020 | 272 | 2005 |
| McKinney II, TX | 70,050 | 4,018 | 855 | 5,076 | 63 | 857 | 4,561 | 5,418 | 832 | 2006 |

Table of Contents

| Description | Square Footage | Encumbrances | Initial Cost Land | Initial Cost Building and Improvements | Costs Subsequent to Acquisition | Gross Carrying Amount at December 31, 2011 Land | Gross Carrying Amount at December 31, 2011 Building and Improvements | Gross Carrying Amount at December 31, 2011 Total | Accumulated Depreciation (N) | Year Acquired / Developed |
|---|---|---|---|---|---|---|---|---|---|---|
| North Richland Hills, TX | 57,200 | | 2,252 | 2,049 | 108 | 2,252 | 1,876 | 4,128 | 404 | 2005 |
| Roanoke, TX | 59,300 | | 1,337 | 1,217 | 98 | 1,337 | 1,144 | 2,481 | 249 | 2005 |
| San Antonio I, TX | 73,305 | | 2,895 | 2,635 | 192 | 2,895 | 2,468 | 5,363 | 492 | 2005 |
| San Antonio II, TX | 73,230 | | 1,047 | 5,558 | 64 | 1,052 | 4,991 | 6,043 | 823 | 2006 |
| San Antonio III, TX | 71,775 | | 996 | 5,286 | 175 | 996 | 4,870 | 5,866 | 732 | 2007 |
| Sherman I, TX | 54,975 | | 1,904 | 1,733 | 79 | 1,906 | 1,569 | 3,475 | 323 | 2005 |
| Sherman II, TX | 48,425 | 1,703 | 1,337 | 1,217 | 115 | 1,337 | 1,157 | 2,494 | 239 | 2005 |
| Spring, TX | 72,751 | | 580 | 3,081 | 98 | 580 | 2,827 | 3,407 | 550 | 2006 |
| Murray I, UT | 60,380 | (B) | 3,847 | 1,017 | 353 | 3,848 | 1,214 | 5,062 | 248 | 2005 |
| Murray II, UT | 71,221 | (B) | 2,147 | 567 | 326 | 2,148 | 792 | 2,940 | 182 | 2005 |
| Salt Lake City I, UT | 56,446 | (B) | 2,695 | 712 | 300 | 2,696 | 900 | 3,596 | 202 | 2005 |
| Salt Lake City II, UT | 51,676 | (B) | 2,074 | 548 | 287 | 2,075 | 746 | 2,821 | 160 | 2005 |
| Fredericksburg I, VA | 69,475 | (G) | 1,680 | 4,840 | 247 | 1,680 | 4,465 | 6,145 | 811 | 2005 |
| Fredericksburg II, VA | 61,207 | (J) | 1,757 | 5,062 | 286 | 1,758 | 4,719 | 6,477 | 864 | 2005 |
| Duluth, GA | 71,235 | | 373 | 2,044 | 119 | 373 | 2,163 | 2,536 | 64 | 2011 |
| Norcross, GA | 52,020 | | 366 | 2,025 | 66 | 366 | 2,091 | 2,457 | 448 | 2011 |
| Lawrenceville, GA | 74,065 | | 546 | 2,903 | 205 | 546 | 3,108 | 3,654 | 139 | 2011 |
| Leesburg, VA | 85,503 | 4,874 | 1,746 | 9,894 | 3 | 1,746 | 9,897 | 11,643 | 155 | 2011 |
| District Heights, MD | 78,920 | | 1,527 | 8,313 | 340 | 1,527 | 8,653 | 10,180 | 229 | 2011 |
| Burke Lake, VA | 90,727 | 7,220 | 2,093 | 10,940 | 982 | 2,093 | 11,922 | 14,015 | 864 | 2011 |
| McLearen, VA | 69,240 | | 1,482 | 8,400 | 75 | 1,482 | 8,474 | 9,956 | 293 | 2010 |
| Mannasas, VA | 73,045 | | 860 | 4,872 | 41 | 860 | 4,913 | 5,773 | 95 | 2010 |
| Milwaukee, WI | 58,500 | | 375 | 4,333 | 198 | 368 | 3,948 | 4,316 | 860 | 2004 |
| USIFB | | | | | 11,899 | | 11,899 | 11,899 | 871 | |
| Corporate Office | | | | | 4,850 | | 4,850 | 4,850 | 645 | |
| | 24,420,369 | | 393,117 | 1,629,987 | 230,555 | 417,067 | 1,674,448 | 2,091,515 | 311,837 | |

(A) This facility is part of Yasky Loan portfolio, with a balance of $80,000 as of December 31, 2011.

(B) This facility is part of the YSI 20 Loan portfolio, with a balance of $60,551 as of December 31, 2011.

(C) This facility is part of the YSI 6 Loan portfolio, with a balance of $74,834 as of December 31, 2011.

(D) This facility is part of the YSI 28 Loan portfolio, with a balance of $1,509 as of December 31, 2011.

(E) This facility is part of the YSI 30 Loan portfolio, with a balance of $7,049 as of December 31, 2011.

(G) This facility is part of the YSI 31 Loan portfolio, with a balance of $13,414 as of December 31, 2011.

(H) This facility is part of the YSI 32 Loan portfolio, with a balance of $5,950 as of December 31, 2011.

(I) This facility is part of the YSI 33 Loan portfolio, with a balance of $11,157 as of December 31, 2011.

(J) This facility is part of the YSI 35 Loan portfolio, with a balance of $4,464 as of December 31, 2011.

(K) This facility is part of the YSI 41 Loan portfolio, with a balance of $3,775 as of December 31, 2011.

(M) This facility is part of the YSI 48 Loan portfolio, with a balance of $24,870 as of December 31, 2011.

(N) Depreciation on the buildings and improvements is recorded on a straight-line basis over their estimated useful lives, which range from five to 39 years.

The aggregate cost for Federal income tax purposes was approximately $2.0 billion and $1.5 billion at December 31, 2011 and 2010, respectively.

Activity in real estate facilities during 2011, 2010, and 2009 was as follows (in thousands):

| | 2011 | 2010 | 2009 |
|---|---|---|---|
| Storage facilities | | | |
| Balance at beginning of year | $ 1,743,021 | $ 1,774,542 | $ 1,888,123 |
| Acquisitions & improvements | 460,357 | 96,612 | 13,345 |
| Fully depreciated assets | (43,770) | (79,211) | (40,859) |
| Dispositions and other | (56,458) | (49,865) | (89,668) |
| Contstruction in progress | 4,319 | 943 | 3,601 |
| Balance at end of year | $ 2,107,469 | $ 1,743,021 | $ 1,774,542 |
| | | | |
| Accumulated depreciation | | | |
| Balance at beginning of year | $ 314,530 | $ 344,009 | $ 328,165 |
| Depreciation expense | 58,560 | 64,387 | 73,569 |
| Fully depreciated assets | (43,770) | (79,211) | (40,503) |
| Dispositions and other | (10,571) | (14,655) | (17,222) |
| Balance at end of year | $ 318,749 | $ 314,530 | $ 344,009 |
| | | | |
| Net Storage facility assets | $ 1,788,720 | $ 1,428,491 | $ 1,430,533 |